



Invitation to the 2025 Annual General Meeting of  
Shareholders

DEMCO Public Company Limited

On Tuesday of April 29, 2025

at 2.00 pm.

via Electronic Meeting (E-AGM)

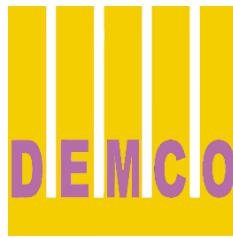
From

DEMCO Public Company Limited Conventional Hall

59 Moo1, Suanphrikthai, Muangpathumthani,

Pathumthani 12000

DEMCO Public Company Limited would like shareholders or proxies to study the condition and guidelines in registration process, identity card & verification documents preparation, and study voting methods under meeting procedures including to appoint an Independent Director to be a proxy instead of attending the meeting in person.



**DEMCO Public Company Limited**

59 Moo1, Suanphrikthai, Muangpathumthani, Pathumthani 12000

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**Subject :** Invitation to attend the 2025 Annual General Meeting of Shareholders (E-AGM)

**Attention :** Shareholders of DEMCO Public Company Limited

**Enclosure :**

1. A copy of the Minutes of the 2024 Annual General Meeting of Shareholders.
2. Annual Report for the year 2024 as 56-1 One Report in the pattern of QR Code with Downloading Procedures.
3. Profiles of the proposed Directors to be elected for Agenda 5 & Agenda 6.
4. Supplemental documents for Agenda 7, to consider and approve the annual remuneration of Directors for the year 2025.
5. Supplemental documents for Agenda 8, to consider and approve the appointment of Auditors and the Audit fee for the year 2025.
6. Definition for Independent Director and Company's Articles of Association concerning the AGM.
7. Profiles of the Independent Directors who have been appointed as Proxies of the shareholders who are unable to attend the meeting.
8. Procedure for attending the shareholders' meeting via electronic meeting (E - AGM).
9. The Registration Form for attending the meeting via electronic meeting (E-AGM).
10. Proxy Form (Form A, B and Form C) with documents required for attending the Meeting as a Proxy.
11. Personal Data Protection Declaration for the Annual General Meeting of Shareholders for the Year 2025.

the Board of Directors of DEMCO Public Company Limited (“the Company”) has resolved to call for the 2025 Annual General Meeting of the Shareholders via electronic meeting (E – AGM) according to the Emergency Decree on Electronics Meeting B.E 2563 (2020) and the Ministry of Digital Economy and Society announcement on the Security Standards of Electronics Meeting 2563 (2020), as well as the Company’s regulation on Electronic Meeting (E-AGM) to be held on Tuesday of April 29, 2025 at 2.00 pm at DEMCO’s head office Conventional Hall to consider the following agendas:

**Agenda 1 To consider and approve the Minutes of the 2024 Annual General Meeting of Shareholders held on April 29, 2024.**

**Rational:**

The report for the 2024 Annual General Meeting of Shareholders held on April 29, 2024 has been submitted timely to SET and MOC and already propagated to the Company’s website which the details as per the Enclosure 1.

**Board of Directors’ Opinion:**

The Minutes of the 2024 Annual General Meeting of Shareholders held on April 29, 2024 has been recorded correctly so it should be proposed in this Annual General Meeting of Shareholders to adopt the previous minutes of meeting.

**The resolution:**

The resolution for this Agenda requires the majority vote of the shareholders and the proxies attending the meeting and casting their votes.

**Agenda 2 To acknowledge the Company’s Annual Performance for the year 2024 Rational**

The concluded Company’s Annual Performance for the year 2024 has been specified in the 2024 Annual Report as 56-1 One Report shown in Enclosure 2.

**Board of Directors’ Opinion**

It is considered appropriate for the Meeting of Shareholders to acknowledge the Company’s Annual Performance for the year 2024.

**The resolution:**

This Agenda is for acknowledgement and voting is not required.

**Agenda 3 To approve the Balance Sheets and Income Statement with Auditor's report for the year ended December 31, 2024.**

**Rational**

According to the Public Limited Companies Act.B.E.2535 and the Company regulation Article 54, they have specified that the Company must finalize the audited statement of financial position and income statement at each year ended of accounting cycle and then submitted for approval by shareholders' meeting.

The Statements of Financial Position and Statement of Comprehensive Income with the relevant documents such as statement of change shareholder's equity and statement of cash flow for the year ended December 31, 2024 were audited and certified by a certifiable public accountant, and approved by the Audit Committee and Board of Directors, and were published in the form 56 -1 One Report 2024 attached hereto as Enclosure 2 with details as follows;

Item	Consolidated Financial Statements			Separate Financial Statements		
	2024	2023	%	2024	2023	%
Total Asset (MTHB)	6,695.24	6,419	4.30%	6,175.25	5,976.98	3.32%
Total Liability (MTHB)	3,040.06	2,831	7.36%	2,768.44	2,701.40	2.48%
Shareholders' Equity (MTHB)	3,655.18	3,588	1.88%	3,406.81	3,275.57	4.01%
Total Revenue (MTHB)	3,212.23	2,301	39.62%	2,575.81	2,216.06	16.23%
Total Expense (MTHB)	3,062.77	2,856	7.24%	2,345.73	2,635.53	(11.00) %
Net Profit (Loss) (MTHB)	(62.66)	(550)	88.61%	1.86	(659.14)	100.28%
Earnings per Share (THB)	(0.09)	(0.75)	88.63%	0.00	(0.90)	100.28%
D/E Ratio (time)	0.83	0.79	5.06%	0.81	0.82	1.22%

**Audit Committee's Opinion**

After the consideration and review the audited 2024 Company's financial statements prepared by A.M.T. & ASSOCIATES, it is considered appropriate for Directors of the Board to propose for the Meeting of Shareholders to consider for approval.

**Board of Directors' Opinion:**

The financial statements present fairly in all material respects in accordance with the required Financial Reporting Standards, as well as timely and appropriately disclose sufficient information. It is therefore proposed to shareholders to approve the Statement of Financial Position and

Statement of Comprehensive Income for the year ended 31 December 2024 as audited and certified by the auditors.

**The resolution:**

The resolution for this Agenda requires the majority vote of the shareholders and the proxies attending the meeting and casting their votes.

**Agenda 4 To consider and approve for omitting dividend payment for the Company's performance of year ended December 31, 2024.**

**Rational**

1. Dividend payment policy of the Company stipulates that the Company could pay dividends from profits at a rate of not less than 40 percent of annual net profits according to the separate financial statements, after deducting income tax and various reserves required by law and the Company each year.
2. The Company's regulation Article 32 and 33 (Details as of the Company regulations appearing in Enclosure 6) have specified that the Board of Directors shall arrange for shareholders meeting at least once a year for profit allocation and dividend payment consideration.
3. The Public Limited Companies Act, B.E. 2535, Section 115 states that the payment of dividends from any type of money other than profit cannot be made. In the case that the Company still has accumulated losses, it is prohibited to pay dividends.
4. According to Section 116 of the Public Limited Companies Act.B.E.2535, the Company must allocate not less than 5 percent of net profit less the accumulated loss brought forward (if any) as reserved funds, unless the reserved fund reaches the amount, not less than 10 percent of the registered capital.
5. As per the audited separate financial statements for the year ending December 31, 2024, the Company obtained a net profit from operations amounting to MTHB 1.86. The unappropriated retained earnings stood at a negative MTHB 572.40, while the legal reserves were recorded at MTHB 82.27.
6. Comparison information on dividend payment in the past three years as follows.

Item	Separate Financial Statement			
	2024 (Proposed)	2023	2022	2021
1. Net profit (MTHB)	1.86	(659.14)	(75.07)	50.92
2. Share (M UNIT)	750.98	730.34	730.34	730.34
3. Dividend per share (THB/share)	Omitted	Omitted	Omitted	0.03
4. Total paid dividend (MTHB)	0.00	0.00	0.00	21.91
5. Earning per share (%)	N/A	N/A	N/A	43.02

### Board of Directors' Opinion

The Board of Directors' Resolution No. 1/2025, held on February 27, 2025, proposes the omission of dividend payments for the Company's performance between January 1, 2024, and December 31, 2024. This decision is due to the Company's inability to generate sufficient profits during the specified period, resulting in accumulated losses. Consequently, dividend payments cannot be made. The proposal will be presented for approval at the upcoming Annual General Meeting of Shareholders in 2025.

### The resolution:

The resolution for this Agenda requires the majority vote of the shareholders and the proxies attending the meeting and casting their votes.

### Agenda 5 To consider and elect the Directors to replace those retired by rotation.

#### Rational

Pursuant to Section 71 of the Public Limited Companies Act of B.E.2535 and Article 19 of the Company's Articles of Association (Details as of the Company regulations appearing in Enclosure 6) specifies that in every annual general meeting, Directors shall retire at least one-third (1/3) of all the Directors or the nearest portion shall be applied in case the number of the Directors cannot be divided to be one-third (1/3) exactly. For the first two years, the retired ones are selected at random. And after that, the Director with the longest tenure shall be considered to be retired. Anyhow, the retired Directors may be re-elected to continue their offices for another term. The Directors being retired on the date of 2025 Annual General Shareholders Meeting, namely;

1. MR. NUTTPASINT CHET-UDOMLAP	Director, Chairman of Corporate Risk Management Committee, Member of Nomination and Remuneration Consideration Committee, Member of Investment Committee and Vice Chairman of Executive Committee
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2. MR. AMNUAYCHAI SUWANSOONTHORN	Independent Director, Chairman of Nomination and Remuneration Consideration Committee, Member of Corporate Governance and Sustainability Committee.
3. MR. SOMPONG PONGSAKULRANGSRI	Independent Director, Member of Corporate Risk Management Committee, Member of Investment Committee.
4. MR. SOMPONG PREEPREM	Director, Chairman of Investment Committee and Chairman of Executive Committee.

**Nomination and Remuneration consideration Committee's Opinion:**

1. The Board of Directors has set recruiting methods and procedures as follows:
  - 1.) The Company offered shareholders an opportunity to propose names, persons for selection as the Company's Directors in the Annual General Meeting of shareholders of 2025 during October 1, 2024 to December 30, 2024. When the said period turned out, there were no shareholders nominated any persons to be elected by the Company as Directors.
  - 2.) Nomination and Remuneration consideration Committee acknowledged the names of the Directors being retired by rotation and consider recruiting outsider ones to nominate for selection as Directors from both the Company's Directors and shareholders.
  - 3.) Nomination and Remuneration consideration Committee considered and selected suitable persons to be Directors of the Company from the list that has been proposed to be appointed as the Company's Directors with acceptable qualifications and have no prohibited characteristics as required by laws.
  - 4.) Nomination and Remuneration consideration Committee selected and nominated the qualified persons to be new Directors to replace the Directors retired by rotation to the Board of Directors' meeting to determine whether the qualifications are suitable for the Company's business operation or not before presenting to the Annual General Meeting of Shareholders for the year 2025.
  - 5.) Nomination and Remuneration consideration Committee considered the qualifications of the Directors under the Act and related announcements as follows:
    - 5.1) Public Companies Act 1992, Section 68: Qualifications of Directors
    - 5.2) Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2016: Application for and Permission to Sell Newly Issued Shares Clause 17: Specific Qualifications in the Case of Independent Director and / or Audit Committee
    - 5.3) Notification of the Securities and Exchange Commission No. Kor Jor. 3/2560: Determination of Untrustworthy Characteristics of Company Director

2. The Nomination and Remuneration Consideration Committee's Meeting No. 1/2025 held on February 11, 2025 which without the related Directors in conflict of interests acknowledged the list of Directors who are going to be retired by rotation at the 2025 Annual General Meeting of Shareholders and considered the nomination of Directors to replace those who are being retired by rotation. The persons nominated that time have been considered in accordance with the process specified by the Company and have qualifications in accordance with relevant regulations and suitable for business operations, therefore; resolved to nominate the names of the being retired Directors in the Board of Directors' Meeting No. 1/2025, held on February 27, 2025, to be re-elected by proposing to the 2025 Annual General Meeting of Shareholders to consider and appoint. The 4 nominated Directors are those ones who are being retired by rotation, shall be re-elected for another term. Namely;

1. MR. NUTTPASINT CHET-UDOMLAP to be Director
2. MR. AMNUAYCHAI SUWANSOONTHORN to be Independent Director
3. MR. SOMPONG PONGSAKULRANGSRI To be Independent Director
4. MR. SOMPONG PREEPREM To be Director

**Board of Directors' Opinion:** Board of Directors, without the 4 mentioned related Directors in this case, jointly reviewed carefully and cautiously then agreed with the opinion of the Nomination and Remuneration consideration Committee that all the 4 Directors are completely qualified, suitable, experienced and having skills those are beneficial to the business operations of the Company including having adequate time to perform duties as Directors / Independent Directors as required by laws and criteria of relevant regulatory authorities, Articles of Association Charter of the Board of Directors and the qualifications of being an Independent Director as specified by the Company including the ability to conduct the works independently; Therefore; the General Meeting of Shareholders should consider approving the appointment of Directors as follows:

Approve the appointment of 4 Directors to replace those who retired by rotation, namely;

1. MR. NUTTPASINT CHET-UDOMLAP to be Director
2. MR. AMNUAYCHAI SUWANSOONTHORN to be Independent Director
3. MR. SOMPONG PONGSAKULRANGSRI To be Independent Director
4. MR. SOMPONG PREEPREM To be Director

The details of the biographies of all 4 persons appear in Enclosure 3.

The Company has determined the qualifications of Independent Directors much stricter than the minimum requirements of the SEC and SET, regarding the shareholding of Independent Directors which the Company's Independent Directors must not hold shares at the portion more than 0.5 percent of the total number of shares with having voting rights in the Company, its subsidiaries, associated companies, including the shares held by any persons related to those Directors. In this regard, the person nominated as Independent Directors have complete independence qualifications according to the definition of Independent Director of the Company and able to conduct works independently.

**The resolution:**

The resolution for this Agenda requires the majority vote of the shareholders and proxies who attend the meeting and cast their votes. The Company will utilize the method of Directors electing individually for shareholders to consider.

**Agenda 6 To consider and approve the increase in the number of Company directors from 11 to 12 persons and the appointment of a new Company director.**

**Rational**

To ensure a diverse gender composition shall cover for thorough required professional skills, along with expertise in various fields, which will enhance the effectiveness of the board's operations, aligned with the business expansion and principles of good corporate governance, and responding to the appropriate proportion of executive directors on the board, promoting a balance between management and governance, it is therefore proposed to restructure the board by increasing the number of directors from 11 to 12 persons. Additionally, the appointment of **MISS RATCHANEEVIPA PUIPUNTHAVONG**, who has been nominated for election as a Company director by shareholders in accordance with the meeting agenda proposal and the nomination of qualified individuals for election as Company directors, is also proposed.

**MISS RATCHANEEVIPA PUIPUNTHAVONG** is a wisdom lady with the absolute knowledge, capabilities, experience, and expertise that will benefit the operations and business activities of the Company. She also meets the qualifications and does not have any prohibitive characteristics under the Public Limited Companies Act B.E. 2535 (including amendments) and the Securities and Exchange Act B.E. 2535 (including amendments), as well as relevant announcements and regulations. Her detailed biography appears in Enclosure 3.

In order to conform with the proposed restructuring of the Company's board, as detailed above, the meeting is requested to consider approving the change in the number of Company directors as per the Company's certification letter transformation, as follows:

**From currently:**

“2. The board of directors of the Company consists of **11** persons, as follows:

1. MR. NUMCHAI LOWATTANATAKUL	2. MR. SOMPONG PONGSAKULRANGSRI
3. DR. NARONG JENNARONGSAK	4. MR. NUTTPASINT CHET-UDOMLAP
5. MR. AMNUAYCHAI SUWANSOONTHORN	6. MR. PRIN BHOLNIVAS
7. DR. BUNDIT AOWSATHAPORN	8. MR. MANOON MANUSOOK
9. MR. ORAND PUIPUNTHAVONG	10. MR. PHONGSAK SIRICUPTA
11. MR. SOMPONG PREEPREM/”	

**Rewrite to:**

“2. The board of directors of the Company consists of **12** persons, as follows:

1. MR. NUMCHAI LOWATTANATAKUL	2. MR. SOMPONG PONGSAKULRANGSRI
3. DR. NARONG JENNARONGSAK	4. MR. NUTTPASINT CHET-UDOMLAP
5. MR. AMNUAYCHAI SUWANSOONTHORN	6. MR. PRIN BHOLNIVAS
7. DR. BUNDIT AOWSATHAPORN	8. MR. MANOON MANUSOOK
9. MR. ORAND PUIPUNTHAVONG	10. MR. PHONGSAK SIRICUPTA
11. MR. SOMPONG PREEPREM	12. MISS RATCHANEEVIPA PUIPUNTHAVONG/”

The amendment of the number of the Company's directors shall not affect the authority to sign on behalf of the Company, which has been specified for the **9<sup>th</sup>** or **10<sup>th</sup>** director to sign together with the **3<sup>rd</sup>** or **4<sup>th</sup>** director, totaling two persons, and affix the Company's official seal. Furthermore, it is proposed to authorize the board of directors or one(s) appointed by the board to have the authority to perform the amendments for the change of the number of directors and the Company's certification, including any other related such as in the event that the registrar of public limited companies and/or any government agency issues an order to modify certain terms in such documents. It means the authorization is to carry out any necessary actions related to the change in the number of directors, including but not limited to preparing, signing, delivering, and/or submitting requests, as well as preparing related documents and liaising with the Department of

Business Development, Ministry of Commerce, any government agency, or any other state organization or individual involved in this matter.

**Board of Director's Opinion:** It is deemed appropriate to propose to the shareholders' meeting for approval of the restructuring the board of directors by increasing the number of directors from 11 to 12 persons. It is also proposed the appointment MISS RATCHANEEVIPA PUIPUNTHAVONG to be an executive director, as she possesses the qualifications suitable for the Company's business and has no prohibitive characteristics under the law. Additionally, the authorization is proposed to carry out the matters mentioned, as outlined in the facts and reasons presented.

**The resolution:**

The resolution for this Agenda requires the majority vote of the shareholders and proxies who attend the meeting and cast their votes. The Company will utilize the method of Directors electing individually for shareholders to consider.

**Agenda 7 To consider and approve the annual remuneration for Directors of the year 2025.**

**Rational:**

1. Pursuant to the Public Company Limited Act B.E. 2535, Section 90, the Directors' remuneration payment shall be in accordance with the resolution of the shareholders' meeting which consists of votes not less than 2 in 3 of the votes from the shareholders and the proxies who attend the meeting and cast the votes and Article 29 of the Company's Articles of Association specifies that the Company committee has the right to obtain remuneration in terms of reward, meeting allowance, bonus or other benefits according to Company regulation or the approval of shareholders in the meeting.
2. The remuneration shall be appropriate and sufficient, avoiding excessive compensation, aside from helping to motivate and able to maintain the qualified Directors as needed to be faithful with the Company. The Board has established policies and criteria for determining Directors' remuneration to be consistent with their responsibilities by considering information both in working pattern and the amount of Directors' remuneration in comparison with the same industry group and groups of companies having similar revenue.
3. To consider the remuneration of Directors, the following factors shall be considered.
  - 1.) The Board has established policies, criteria, organization and remuneration for the Directors that are fair, at an appropriate level by considering the Fiduciary Duty and Accountability & Responsibility as well as comparable to the companies in the same

business group and similar scale.

- 2.) To determine the remuneration for Directors, taking into account for sufficiency and motivation in the selected qualified Directors and maintain the Directors full of knowledge and ability to perform duties with intention, dedicate to create the Company's benefits. The Nomination and Remuneration Consideration Committee will consider the remuneration of the Board of Directors annually and present to the Board of Directors to consider and approve by putting in the agenda of the Annual General Meeting of shareholders for approval.

**Nomination and Remuneration Consideration Committee's Opinion:**

**1. Policy and criteria for determining directors' remuneration** of the Company as approved by the Board of Directors are as follows:

**1) Remuneration stipulation Policy**

- 1.1) To conform with the strategy for both short - term & long - term business target
- 1.2) Suitable for the experience and roll of responsibility of the Director/Committee
- 1.3) Directors' compensation in both monetary and other forms must be able to motivate and retain talented Directors to work with DEMCO effectively in the long-term
- 1.4) Pattern and amount of remuneration for the Board of Directors are suitable for conditions and economic figures and can be compared with the same industry group and companies which having similar incomes in the Stock Exchange of Thailand
- 1.5) Directors' remuneration must be transparent in disclosing such as in shareholders' meetings or other disclosures in DEMCO's reports.

**2) Criteria for remuneration consideration**

- 2.1) Shareholders must approve remuneration structure and remuneration rate for both tangible and intangible benefits.
- 2.2) To consider for the appropriate pattern of compensation such as:
  - Fixed remuneration (i.e. monthly remuneration, meeting allowance)
  - Compensation based on the actual performance of the Company (e.g. bonus, gratuity) should be linked to the value the Company creates for shareholders. But it should not be too high until causing the focus to be on short-term results only.
  - Other compensation (i.e. travelling expense, health check fees, D & O insurance, group life insurance)

2.3) Executive Directors have received remuneration as executives. Therefore, they should receive compensation only for monthly remuneration, meeting allowance and performance compensation as the Company's Board of Directors only.

### **3) Remuneration Composition of year 2025**

#### **3.1) Monthly remuneration comprises of;**

Retaining Fees for the Board of Directors (ID, NED, ED) will receive as regular compensation for one position only.

**3.2) Attendance Fees:** Independent Directors, Non - Executive Directors will receive meeting allowances for every meeting to attend as the Board of Directors or Board Committee. Executive Directors will receive meeting allowances every time they attend the Board of Director meeting.

**3.3) Bonus:** Directors will receive as gratuity according to the resolution of the Annual General Meeting of shareholders in accordance with the criteria approved by the meeting.

**(Executive Director** are paid as Management position and should be paid only Retaining Fees, Attendance Fee and Bonus as Directors of the Company only)

1. The Nomination and Remuneration Consideration Committee Meeting No. 1/2025 on February 11, 2025 resolved to propose the structure and remuneration of directors for the year 2025 to be equal to the year 2025 under the policy and criteria for determining remuneration for directors as follows.

(1) Directors' remuneration and meeting allowance for the year 2025 not exceeding 8,100,000 baht

Payment details as follows:

Board of Directors / Committee	Position	Regular Remuneration (Month/Person)	Meeting allowance (Time/Person)
Board of Director	Chairman	50,000	25,000
	Director	30,000	20,000
Audit Committee	Chairman	-	20,000
	Director	-	18,000
Nomination & Remuneration Consideration Committee	Chairman	-	15,000*
	Director	-	12,000 *
Corporate Governance and Sustainability Committee	Chairman	-	15,000*
	Director	-	12,000 *
Corporate Risks Management Committee	Chairman	-	15,000*
	Director	-	12,000 *

Board of Directors / Committee	Position	Regular Remuneration (Month / Person)	Meeting allowance (Time / Person)
Investment Committee	Chairman	-	15,000*
	Director	-	12,000 *
Executive Committee	Chairman	-	15,000*
	Director	-	12,000 *

Note \* Remuneration and Meeting allowance for those who are not executives

O In the case the Board of Directors appoints new sub-committees, the board of Directors will oversee the total remuneration to be within the amount not exceeding Baht 8,100,000 as be approved by the Shareholders' meeting.

(2) Compensation in the other benefits according to the regulations of the Company

- Annual health check-up fee 50,000 baht per year
- Group life insurance, D & O Liability Insurance
- Membership fee seminars for various courses of IOD and other institutions related.

(3) Directors' gratuity for the performance in the year 2025

Annual gratuity for Company Directors will refer to the operating results of the Company which the Board of Directors will conduct a self-assessment, both individually and by group, to measure the performance each year as follows.

- Chairman of The Board not exceeding 500,000 baht / year
- Chairman of Sub-Committees, not exceeding 400,000 baht / person / year
- Company Directors, not more than 300,000 baht/person/year

(\*Based on the company's performance means no more than 1.0% of comprehensive income for the year of separate financial statements) will be considered when paying dividends.

The comparison of Directors' remuneration and meeting allowance for the year 2023, 2024 and 2025 (proposed)

Baht

Board of Directors / Committee	Position	Regular Remuneration month / person			Meeting allowance time / person		
		2025 (Proposed)	2024	2023	2025 (Proposed)	2024	2023
Board of Director	Chairman	50,000	50,000	50,000	25,000	25,000	25,000
	Member	30,000	30,000	30,000	20,000	20,000	20,000
Audit Committee	Chairman				20,000	20,000	20,000
	Member				18,000	18,000	18,000

Board of Directors / Committee	Position	Regular Remuneration month/person			Meeting allowance time/person		
		2025 (Proposed)	2024	2023	2025 (Proposed)	2024	2023
Nomination & Remuneration Consideration Committee	Chairman				15,000	15,000	15,000
	Member				12,000	12,000	12,000
Corporate Governance and Sustainability Committee	Chairman				15,000	15,000	15,000
	Member				12,000*	12,000*	12,000*
Corporate Risks Management Committee	Chairman				15,000	15,000	15,000
	Member				12,000*	12,000*	12,000*
Investment Committee	Chairman				15,000	15,000	15,000
	Member				12,000*	12,000*	12,000*
Executive Committee	Chairman				15,000	-	
	Member				12,000*	-	

Note \* Remuneration for those who are not executives

In 2024, the Company paid regular compensation and Meeting allowances for Directors and Sub-committee of the amount MTHB 6.819, less than those had been approved by shareholders, Totally MTHB 7.868.

The comparison of the Compensation in other benefits according to the regulations of the Company

Item	Year 2025 (Proposed)	Year 2023 - 2024
Annual health check-up fee	50,000 baht per year	50,000 baht per year
Group life insurance	Acc.to the set coverage program	Acc.to the set coverage program
D & O Liability Insurance	MTHB 700 Sum insured	MTHB 700 Sum insured
Membership fee seminars for various courses of IOD and other institutions related.	As per actual expense	As per actual expense

The comparison of Directors' gratuity for the performance in the year 2023 – 2024 and 2025 (Proposed)

Operational year 2025 (Proposed)	Operational year 2024	Operational year 2023
<p>Annual gratuity for Company Directors will be referred to the operating results of the Company* which the Board of Directors will conduct a self-assessment, both individually and by group, to measure the performance each year.</p> <p><u>Directors' gratuity</u></p> <ul style="list-style-type: none"> <li>• Chairman of The Board not exceeding 500,000 baht</li> <li>• Chairman of Sub-Committees not exceeding 400,000 baht / person</li> <li>• Company Directors, not more than 300,000 baht/person</li> </ul> <p>(*Based on the company's performance means no more than 1.0% of comprehensive income for the year of separate financial statements), will be considered when paying dividends.</p>	No payout of Directors' gratuity	No payout of Directors' gratuity

**Board of Director's Opinion**: The Board of Directors has considered and agreed with the proposal of the Nomination and Remuneration Consideration Committee that the shareholders' meeting should approve 1) the remuneration payment of Directors for the year 2025 in the amount of not exceed THB 8,100,000 2) payment in other benefits according to the Company's Articles of Association 3) Directors' remuneration payment criteria for the year 2025 performance setting at not exceeding 1.0% of the comprehensive profit for the year of the separate financial statements as proposed, such is appropriate reflect the duties and responsibilities of the Directors. The criteria was comparable to the companies in similar industry and other listed companies of similar scale. (Detail for consideration of remuneration appeared as in the attachment 4).

In this regard, the Board of Directors took part in determining the conditions and rate of remuneration payment for Directors and Sub-Committees to be appropriate with their scope of responsibilities.

**The resolution:**

This Agenda must be approved by the votes of not less than two-thirds (2/3) of the total votes of the shareholders and proxies attending the meeting and casting votes.

Agenda 8 To consider and approve the appointment of Auditors and the Audit fee for the year 2025.

Rational:

1. The Company's auditor from A.M.T. Associate Co., Ltd. have had completely fulfilled duties on auditing the accounts for the year 2024.
2. Section no. 120 of the Public Limited Company Act specifies that "The Annual General Meeting of Shareholders shall appoint auditor(s) and determine the audit fee for each year. The former auditor is possible to be re-appointed.
3. Clause No. 57 of the Company's Articles of Association states that the Annual General Meeting of Shareholders shall appoint the Company's annual auditor and determine the audit fee for the Company. The auditor, who ended the term, may be re-appointed.

Audit Committee's Opinion:

1. The Audit Committee has considered and nominated auditor (s) for the year 2025 by considering credibility, service capability, able to give advice which compliance with currently applicable financial reporting standards, independence and impartiality, timely financial reports certifying, being the auditor (s) approved by the Office of the Securities and Exchange Commission to be able to audit Financial Statements of Companies Listed on the Stock Exchange of Thailand, appropriateness of proposed audit fee, and continuity of audit works.
2. Audit Committee considered it was appropriate to propose the auditors from A.M.T. Associate Co., Ltd. ("A.M.T.") to be the auditors of DEMCO Public Company Limited ("DEMCO") by proposing to The Annual General Meeting of Shareholders for the year 2025 to consider and approve the appointment of the auditors as follows;

Name	C.P.A No.	Certify DEMCO's statements
1. Mrs.Natsarak Sarochanunjeen	4563	-
2 Miss Jarunee Nuammae	5596	2
3. Miss Daranee Somkamnerd	5007	-
4. Mr. Siramate Akkharachotkullanun	11821	-

Each auditor of them shall audit and provide any recommendation for 2025 Company's financial statements. For more details of the 4 mentioned person, they are shown in Attachment 5. For subsidiaries, the auditors are the same as those ones of the Company's auditor.

The comparison of the proposed Auditor's Fee to the past 2 years as follows:

Item	Amount (THB)		
	2025 (Proposed)	2024	2023
Audit annual financial statement	850,000	810,000	720,000
Review 3 quarters of financial statement	750,000	690,000	680,000
BOI/ERP initiation review fee			
<b>Total</b>	<b>1,600,000</b>	<b>1,500,000</b>	<b>1,400,000</b>
<b>Increase / (Decrease) (THB)</b>	<b>100,000</b>	<b>100,000</b>	<b>(15,000)</b>
<b>Increase / (Decrease) (%)</b>	<b>6.25</b>	<b>7.14</b>	<b>(1.07)</b>
<b>Non Audit Fee</b>	Charge as incurred	<b>0.275</b>	<b>0.178</b>

Remarks

The budget includes the cost for English version financial statement but excludes other expenses such as travel expenses, overtime, accommodation fee, allowance, postage costs, photocopying costs, cost of preparing additional financial statements which shall be charged as actual expenses.

**Board of Director's Opinion :** The Board of Directors has considered and agreed with the proposal of The Audit Committee that the shareholders' meeting should approve

1. To appoint certified public accountants ("CPAs") from A.M.T. to be auditors of the Company and its subsidiaries because A.M.T. is a reputable audit firm which has been widely recognized with experiences and expertise in auditing large number of listed companies in various businesses and industries. The offered proposal from A.M.T. has been compared with those of other firms and found that the audit fee was considered appropriate.

Names of auditors from A.M.T. as approved by the Audit Committee comprise of,

Name	CPA No.
1. Mrs. Natsarak Sarochanunjeen	4563 or
2 Miss Jarunee Nuammae	5596 or
3 Miss Daranee Somkamnerd	5007 or
4 Mr. Siramate Akkharachotkullanun	11821

Each auditor of them shall audit and provide any recommendation to 2025 Company's financial statements.

The proposed auditors in the name-list above have no relationship or conflict of interest in the Company / subsidiaries / associated companies / executives / major shareholders or any person related to those persons. Therefore, all the auditors are independent in performing their audits or expressing opinions on the financial statements of the Company.

2. The auditor fee is not more than THB 1,600,000 and other expenses are as actually incurred.

**The resolution:**

The resolution for this Agenda requires by the majority votes of the shareholders and the proxies attending the meeting and casting their votes.

**Agenda 9 To Consider and approve the amendment of the company's regulations Article 16 Article 25 and Article 34.**

**Rational:**

1. The Company's regulations should be revised for more flexibility to comply with current laws. Especially for Article 16, regarding the appointment of a director as a manager.
2. According to the Public Limited Companies Act (No. 4), B.E. 2565 (2022), amendments have been made to the Public Limited Companies Act, B.E. 2535 (1992), regarding the procedures for board of directors' meetings and shareholders' meetings to accommodate electronic methods. These amendments aim to reduce burdens and to facilitate both the Company and its shareholders.

**Board of Director's Opinion:** The Board of Directors Meeting No. 1/2568, held on February 27, 2568, resolved to propose to the Annual General Meeting of Shareholders for consideration and approval

1. The amendment of the Company's regulations in Chapter 3, Article 16 and 25, and Chapter 4, Article 34, to align with the management structure and recent legal changes. The amended text appears in the underlined bold text as follows:

Current Regulations	Amended Regulations
<p><b>Article 16 :</b> The Company shall have a group of board directors consisting of at least five (5) members, elected by the shareholders' meeting. The board of directors shall elect one among themselves as a Chairman and may also elect a Vice Chairman and other positions as deemed appropriate. At least half (1/2) of the total number of board directors must reside in Thai Kingdom. The Company's directors must possess the qualifications as prescribed by the Public Limited Companies Act.</p> <p>If the Chairman is unable to perform his/her duties permanently, a Board of Directors meeting shall be</p>	<p><b>Article 16 :</b> The company shall have a group of board directors consisting of at least five (5) members, elected by the shareholders' meeting. The board of directors shall elect one among themselves as a Chairman and may also elect a Vice Chairman and other positions as deemed appropriate. At least half (1/2) of the total number of board directors must reside in Thai Kingdom. The Company's directors must possess the qualifications as prescribed by the Public Limited Companies Act.</p> <p>If the Chairman is unable to perform his/her duties permanently, a Board of Directors meeting shall be</p>

Current Regulations	Amended Regulations
<p>held to elect a new Chairman.</p> <p>The Board of Directors may elect any other directors as a Vice Chairman to act on behalf of the Chairman in the event that the Chairman is temporarily unable to perform his/her duties.</p> <p>The Board of Directors shall elect and appoint a director as a person who responsible for managing the business, referred to as the Managing Director. If the Managing Director is unable to perform his/her duties, the Board may appoint any individual as the Acting Managing Director on a temporary basis.</p> <p>If the Board appoints any directors or individuals to hold any position within the Company, such as Managing Director, Executive Director, or Chief Executive Officer, the appointed director shall be entitled to receive remuneration as an employee of the Company for performing duties in that position, in addition to the remuneration received as a director. This provision shall also be applied in cases when the Board appoints an individual who is not a director to hold such position within the Company as well.</p>	<p>shall be held to elect a new Chairman.</p> <p>The Board of Directors may elect any other directors as a Vice Chairman to act on behalf of the Chairman in the event that the Chairman is temporarily unable to perform his/her duties.</p> <p>The Board of Directors shall elect and appoint a director as a person who responsible for managing the business, referred to as the <u>Chief Executive Officer</u> or Managing Director. If the <u>Chief Executive Officer</u> or Managing Director is unable to perform his/her duties, the Board may appoint any individual as the Acting <u>Chief Executive Officer</u> or Managing Director on a temporary basis.</p> <p>If the Board appoints a director to hold a position within the company, such as Managing Director, Executive Director, or Chief Executive Officer, the appointed director shall be entitled to receive remuneration as an employee of the Company for performing duties in that position, in addition to the remuneration received as a director. This provision shall also be applied in cases when the Board appoints an individual who is not a director to hold such position within the Company as well.</p>
<p><b>Article 25</b> : The Board of Directors of the Company shall perform meeting at least once for each every three (3) months.</p> <p>The Chairman of the Board has the authority to call for a meeting by sending a notice to the directors at least seven (7) days prior to the meeting date. However, in cases of urgency to protect the rights and the benefits of the Company, the meeting may be called by other means, or the meeting date may be set earlier.</p>	<p><b>Article 25</b> : The Board of Directors of the Company shall perform meeting at least once for each every three (3) months.</p> <p>The Chairman of the Board has the authority to call for a meeting by sending a notice to the directors at least <u>three (3)</u> days prior to the meeting date. However, in cases of urgency to protect the rights and the benefits of the Company, the meeting may be called by other means, or the meeting date may be set earlier.</p>

Current Regulations	Amended Regulations
<p>Two (2) or more directors may request to call for a meeting of the Board of Directors. In such case, the Chairman of the Board shall fix the date and call the meeting within fourteen (14) days from the date of receipt of the request or the meeting shall be scheduled on the date so requested. The Chairman of the Board of Directors shall fix the date, time, place of the meeting and the agenda for the meeting of the Board of Directors. The place of the meeting of the Board of Directors may be the area where the head office of the Company is located or any other location.</p> <p>If the Chairman of the Board deems it is appropriate, a Board meeting may be held via electronic media. The electronic meeting shall comply with the laws, regulations, announcements, requirements, or guidelines that are relevant, whether they currently exist or may be amended in the future.</p> <p>Furthermore, for meetings held via electronic media, the shareholders' invitation to attend the Board meeting may also be transmitted through electronic media, in accordance with the applicable legal provisions.</p>	<p><u>If there is no appointed Chairman of the Board for any reason at that time, the Vice Chairman shall be responsible for calling the Board meeting. If there is no appointed Vice Chairman for any reason at that time, two or more directors have the right to perform jointly call a Board meeting.</u></p> <p><u>If there is a reasonable matter or to protect the rights or benefits of the Company, two or more directors may jointly request t for a Board meeting with specifying the issued subject and the reasons to present for consideration. if such cases agreed, the Chairman of the Board must call the meeting and set the meeting date within fourteen (14) days from the date the request is received.</u></p> <p><u>If the Chairman of the Board fails to act upon the request, the directors who made the request may jointly call the meeting and set the meeting date to consider the requested issued subject within 14 days from the expiration date mentioned in the paragraph above.</u></p> <p>If the Chairman of the Board deems it is appropriate, a Board meeting may be held via electronic media. The electronic meeting shall comply with the laws, regulations, announcements, requirements, or guidelines that are relevant, whether they currently exist or may be amended in the future.</p> <p>Furthermore, for meetings held via electronic media, the shareholders' invitation to attend the Board meeting may also be transmitted through electronic media, in accordance with the applicable legal provisions.</p>

Current Regulations	Amended Regulations
<p><b>Article 34 :</b> In calling a shareholders' meeting, the Board of Directors shall prepare a meeting notice specifying the location, date, time, meeting agenda, and appropriate details, clearly specifying whether the agenda is for information, approval, or consideration. The notice shall also include the Board's opinions and recommendations on the matters to be discussed. This notice shall be sent to shareholders, the registrar, and the Stock Exchange of Thailand (if the company is listed) at least seven (7) days prior to the meeting date.</p> <p>The notice calling for the shareholders' meeting shall be published in a local newspaper for three (3) consecutive days prior to the meeting date.</p>	<p><b>Article 34 :</b> In calling a shareholders' meeting, the Board of Directors shall prepare a meeting notice specifying the location, date, time, meeting agenda, and appropriate details, clearly specifying whether the agenda is for information, approval, or consideration. The notice shall also include the Board's opinions and recommendations on the matters to be discussed. This notice shall be sent to shareholders, the registrar, and the Stock Exchange of Thailand (if the company is listed) at least seven (7) days prior to the meeting date.</p> <p>The notice calling for the shareholders' meeting shall be published in a local newspaper for three (3) consecutive days prior to the meeting date.</p> <p><u>Additionally, the Company may use electronic media or other methods of advertisement in stead of newspaper, in accordance with the guidelines set by the registrar or applicable laws, such as the Company's website, online newspaper websites, the Stock Exchange of Thailand website, etc.</u></p>

2. Consider granting authority to the director(s) who have the right to sign on behalf of the Company as per the Company's certification letter, or to individuals re-appointed, to carry out any necessary actions for the registration of the amendments to the Company's regulations with the Department of Business Development, Ministry of Commerce, as approved, until completion. They will also have the authority to make amendments and additions to the text in the amended company regulations if the registrar of public limited companies issues an order and/or recommendation to modify certain terms in the documents. This is to comply with the order and/or recommendation of the registrar of public limited companies, without affecting the significance of the approved amendment to the Company's regulations.

**The resolution:**

This Agenda must be approved by the votes of not less than third-four (3/4) of the total votes of the shareholders and proxies attending the meeting and casting votes.

#### Agenda 10 To consider other matters (if any)

The Company has given shareholders an opportunity to propose some more matters to be included as agendas in the 2025 Annual General Meeting of Shareholders during October 1, 2024 - December 30, 2024. But when the said period has expired. It appeared that no shareholders proposed any proposals.

The Board of Directors has scheduled March 18, 2025 as Record Date, the date to determine shareholders list which eligibility to attend the Annual General Shareholders' Meeting for the year 2025.

The Company will begin to conduct the meeting via electronic meeting at 14.00 hrs. It will be available for shareholders to access the meeting system via electronic meeting from 12.00 onwards,

1. Shareholders and/or proxies who intend to attend the meeting via electronic meeting must submit a registration form for electronic meetings (the details appeared in Enclosure 10) together with identity documents to the Company within April 23, 2025 by following channels;

- e-mail : corp\_secretary@demco.co.th or,
- Postal : Company Secretary, DEMCO Public Company Limited 59 Tambol Suanphrikthai, Amphur Muang Pathum Thani, Pathum Thani 12000

After the Company has examined the names of shareholders as of the date of determining the names of persons entitled to attend the 2025 General Meeting of Shareholders (Record Date) on March 18, 2025, OJ International Co., Ltd., which is a provider of meeting control systems will send username. And password to shareholders via email for accessing the General Meeting of Shareholders 2025 program via electronic meeting (E - AGM).

2. If shareholders are unable to attend the meeting themselves, shareholders are able to assign another person or an independent Director proposed by the Board of Directors as proxies (details are shown in Enclosure 7) to attend the meeting on behalf of the shareholder by filling out and signing Proxy Form B ( clearly specify details about the proxy) (see more details in Enclosure 10) or Form A (general proxy) or Form C (for foreign investors who appoint a custodian in Thailand to be a depositor to oversee one's shares) . These forms can be downloaded from the Company's website at [www.demco.co.th](http://www.demco.co.th). Choose only one of the listed forms and attach evidence showing the rights to attend the Shareholders' Meeting (see details in Enclosure 6). In this regard, with your kind cooperation, please send the proxy document to the Company within April 23, 2025 by sending to: The Company secretary of DEMCO Public Company Limited, Address: 59 Moo 1, Suanphrikthai, Muangpathumthani, Pathumthani 12000, Thailand.

This invitation letter and the enclosed ones have been published on website: [www.demco.co.th](http://www.demco.co.th) section: Investor Relations. And for more information, don't hesitate to contact us by phone at no. 02-9595811 Ext. 2250,

Miss Wonruedee Suvapan shall provide additional details with great pleasure.

And for shareholders' maximum benefits from the meeting Including maintaining your rights fully, If you have questions that you would like the Company to clarify on the issues of any agenda being presented this time, the questions could be sent in advance to [Corp\\_secretary@demco.co.th](mailto:Corp_secretary@demco.co.th).

Please kindly be informed accordingly. We would like to invite our shareholders to attend the 2025 General Meeting of Shareholders via electronic meeting at the date and time as indicated above with full respect.



(Mr. Numchai Lowatanatrakul)

Chairman of the Board

Annual General Meeting of Shareholders 2024

DEMCO Public Company Limited

Monday April 29, 2024

Via Electronics Meeting (E-AGM)

Live broadcasting from the Head Office conference room, DEMCO Public Company Limited

Mr. Numchai Lowattanatakul, Chairman of the Board who performed as the Chairman of the meeting said opening the Annual General Meeting of Shareholders for the year 2024 which be held on Monday April 29, 2024 at 02.00 pm.

The Chairman informed that there were 68 shareholders attending the meeting in person and proxies, holding a total of 255,080,829 shares, representing 34.9261 percent of the total number of shares sold, 730,344,251 shares, constituting a quorum in accordance with Article 36 of the Company's regulations which exceeds one - third of the total issued sold shares.

The Annual General Meeting of Shareholders for the year 2024 was organized through electronic meeting(E-AGM) in accordance with the Emergency Decree on Electronic Media Conference 2020 using the system of OJ International Company Limited which is a system in line with the announcement of the Ministry of Digital for Economy and Society on Security Standards of the Electronic Conference 2020.

And then Miss. Wonruee Suapan, the Company Secretary, was assigned to introduce the Board of Directors, Sub – Committees and Executives Committee of the Company attending the meeting as follows;

1. Mr. Numchai Lowattanatakul	Independent Director and Chairman of the Board.
2. Mr. Prin Bholnivas	Independent Director, Chairman of Audit Committee, Member of Investment Committee, and Member of Nomination and Remuneration Consideration Committee.
3. Mr. Amnuaychai Suwansoonthorn	Independent Director, Chairman of Nomination and Remuneration Consideration Committee and Member of Corporate Governance and Sustainability Committee.
4. Mr. Orand Puipunthavong	Non-Executive Director, Chairman of Investment Committee and Member of Nomination and Remuneration Consideration Committee.
5. Mr. Manoon Manusook	Independent Director, Chairman of Corporate Governance and Sustainability Committee and Member of Audit Committee.
6. Dr. Bundit Aowsathaporn	Independent Director, Member of Audit Committee and Member of Corporate Governance and Sustainability Committee.
7. Mr. Sompong Pongsakulrungsri	Independent Director, Member of Investment Committee and Member of Corporate Risks Management Committee
	.

8. Dr.Narong Jennarongsak	Non - Executive Director, Member of Corporate Governance and Sustainability Committee , Member of Corporate Risks Management Committee.
9. Mr. Phongsak Siricupta	Executive Director, Member of Corporate Governance and Sustainability, Member of Corporate Risks Management Committee, Member of Investment Committee, Chairman of Executive Committee, and Chief Executive Officer & Managing Director.
10. Mr. Paitoon Gumchai	Executive Director, Member of Corporate Risks Management Committee, Member of Investment Committee, Member of Executive Committee and Chief Business Supporting Officer.

Director who is not available for the meeting:

Mr. Nuttpasint Chet-udomlap      Non - Executive Director, Chairman of Corporate Risks Management Committee and Member of Investment Committee

Hence, the proportion of Directors attending the meeting in this time representing 90.91% of all.

And before considering each agenda according to the invitation letter which had already been delivered to the shareholders, the Company Secretary introduced the Executives, Auditors which consisted of.

1. Mr. Naris Srinual	The Company's Advisor.
2. Mr. Surapoon Orn-ura	The Company's Legal Advisor.
3. Dr. Prasitchai Veerayuttwilai	Member of Executive Committee, Chief Business Innovation Engineering and Operating Officer
4. Miss Ratchaneevipa Puipunthavong	Member of Executive Committee, Chief Business Development Officer
5. Mr. Suchart Kokhunakorn	Deputy Managing Director of Engineering Group.
6. Miss Wonruedee Suvapan	Deputy Managing Director of Audit office and The Company Secretary
7. Miss Jarunee Nuammae	Auditor, A.M.T. Associate Co., Ltd.
8. Mrs. Suratsawadee Gumthira	Volunteer Rights Shareholder, Representative from the Thai Investor Promotion Association

All of Directors and Executive attended the meeting at the general conference hall of DEMCO Public Company Limited Head Office.

This meeting will only be held in electronic media format, and all attendees must attend the meeting and submit votes via electronic media only. Therefore, the Company did not appoint a representative to witness the vote counting process.

After that, the Chairman assigned the Company Secretary to clarify details about the meeting and how

to vote on the various agendas. The details are as follows;

The Board of Directors Meeting of DEMCO Public Company Limited No. 1/2024 held on February 27, 2024 resolved to convene the 2024 Annual General Meeting of Shareholders on Monday 29 April 2024 at 2:00 p.m. at the meeting hall of DEMCO Public Company Limited, No. 59, Moo 1, Suanphrikthai, Muangpathumthani, Pathumthani Province by organizing the meeting via electronic meeting (E - AGM) in accordance with the Emergency Decree on Electronic Media Conference 2020 including the Company related regulation to consider the various meeting agendas according to the invitation letter for the 2024 Annual General Meeting of Shareholders which has been delivered to the shareholders and be appeared on the Company's website. The Record Date for the shareholders who had the right for attending and votes was set on Tuesday March 18, 2024.

In this general meeting of shareholders, The Company has operated in accordance with the principles of good corporate governance. During the period of October 1, 2023 - December 30, 2023, the Company provided an opportunity for each shareholder to nominate persons to be considered as Directors, to propose any agendas or to send any questions about the Company in advance prior the general meeting of shareholders' date. After the expiration of the said period, no shareholder nominated any person for the Company to be considered for selection as a director and there was no suggestion for any more agenda, including any questions in advance .

The Annual General Meeting of Shareholders for the year 2024 was organized through electronic meeting(E-AGM) in accordance with the Emergency Decree on Electronic Media Conference 2020 using the system of OJ International Company Limited which is a system in line with the announcement of the Ministry of Digital for Economy and Society on Security Standards of the Electronic Conference 2020.

Voting Practices for score counting of each vote in various agendas were as follows;

1. the meeting was an electronic meeting, therefore, no ballot papers were printed for the meeting attendees.
2. In the case of voting at the meeting room, each shareholder will obtain vote scores equal to the number of shares he / she was holding, by counting one share per one vote.
3. In voting, each shareholder was invited to go to the "E - Voting window" to vote for each agenda within the specified time (1 minute). After selecting the vote, the system will pop-up asking for confirmation of the vote, if yes, press OK to continue the vote.
4. Attendees' voting could be either - "Agree", " Disagree " or " Abstain " but for the agenda just for to be acknowledged, attendees did not have to perform voting. Shareholders who did not vote in the electronic voting program or did not press any vote into the system, it will be deemed they had agreed with those proposed by the meeting conductor.
5. If the attendees wanted to change the voting, it could be done by re - clicking on the voting option. But if the agenda has been closed for voting, Shareholders would not be able to vote or to change the vote.
6. After finishing voting, the E - meeting window (Zoom program) would come back to continue for viewing the video and listening the audio of the meeting as usual.
7. The system would sum the collected scores by counting the total votes from those who voted through E – Voting and those who voted in advance through the proxy's authorized document.

8. The base scores and the number of attended shareholders and proxies in each agenda might not be the same due to the gradual in and out access to the shareholders' meeting system. As a result, the number of attendees on each agenda was not possible be the same.
9. In the case of voting in agenda 5, considering and approval the appointment of Directors to replace those who have to retire by rotation, the voting method was set as follows:
  - The Company would propose to consider electing individual Directors. The Company will announce the name of each nominated Director. All attendees were kindly invited to vote to agree, disagree, or abstain.
10. To finalize the voting result of each agenda, the votes from those who voted disagree and / or abstain would be deducted from the total scores of the meeting so the remaining votes would be considered as the votes for agree which the votes that the grantor has already voted in the proxy form have already been included because they were recorded in advance when registering to attend the meeting.

**In the case shareholders wished to ask questions by text typing, they could do as follows;**

1. Go to the Chat menu in the Zoom program to type a message.
2. Press the Enter button to send the message to the system.

**In the case the shareholder wished to inquire by conversation, they could do as follows;**

1. Go to the Participant menu at the bottom and press the Raise Hand button.
2. When the host announces the name of the shareholder being in queue, a Company staff would switch on microphone system for the shareholder to make inquires. He / She needs to press "Unmute" button and turn on the microphone device. In case the shareholder is unable to speak through the microphone (within 1 minute approx.), it is required to type the question via Chat (DEMCO Q & A) instead so that moderator can read the question to the meeting on your behalf.

In asking a question each time through text typing or through microphone, that attendee has to inform the name-surname and specify himself/herself whether a shareholder or a proxy before starting to ask questions every time. This is for the purpose of recording the meeting accurately and completely.

The Company allows the meeting attendees to submit questions for each agenda. If attendees do not inquire within 1 minute, the Company will continue the meeting for another agenda. If shareholders have additional questions, they can type them into the chat channel (DEMCO Q & A) and a Company staff would read the questions later.

In case a shareholder has questions or opinions other than the agenda being considered, they should be brought to discuss "the other matters" agenda at the end of the meeting. Asking the shareholders to comment or inquire in brief and please avoid asking or expressing opinions with platitudes and allow other shareholders to exercise their rights as well. Therefore, asking the shareholders to cooperate to make the meeting go well and to manage the meeting in the allotted time.

The Company reserves the right to take any reasonable practice to make the meeting concise and efficient.

The regulations and procedures as stated would make this meeting fast, transparent, and accurate in accordance with Company regulations and requirements.

To promote good governance, the Company also arranges for video recording of the meeting

atmosphere. This is for the meeting display which shareholders can watch after the shareholders' meeting finish through the Company's website.

The Company has announced "Personal Data Protection (Privacy Notice)" for the 2024 E-AGM meeting to ensure the shareholders that the Company recognizes the importance of protecting personal information, with the standard as Personal Data Protection Act 2019 and the policies set by the Company which have been disclosed on the Company website.

After the Company secretary had finished explaining the voting method, therefore; the questioners were invited to ask any questions about the voting method but there was no questioner. After that, the Company Secretary invited the Chairman to conduct the meeting in accordance with the meeting agendas which had been sent to the shareholders under the sequence as be set before.

**Agenda 1      To consider and approve the Minutes of the 2022 Annual General Meeting of shareholders held on April 27, 2023**

The Chairman invited The Company Secretary conducted the meeting according to agenda 1 as follows;

**Rational:**

The report for the 2023 Annual General Meeting of Shareholders held on April 27, 2023 has been submitted within 14 days to SET and MOC and already propagated to the Company website which the details as per the attachment 1.

The Company Secretary invited shareholders to inquire about or express opinions on this agenda. When no one asked any questions, therefore; the meeting agreed to pass a resolution to certify the minutes of the 2023 Annual General Meeting of Shareholders.

**The resolution:**

The resolution for this Agenda requires the majority votes of the shareholders and the proxies attending the meeting and casting their votes.

The resolution was passed by unanimous votes as follows:

Agreed	255,080,829	Votes	Equivalent to %	100.0000
Disagreed	0	Vote	Equivalent to %	0.0000
Abstained	0	Vote	Equivalent to %	0.0000
Void Ballot	0	Vote	Not constituted as vote	-

**Note:** During this Agenda, there was no additional shareholder attending the meeting.

## Agenda 2. Acknowledgment of the year 2023 DEMCO's Operating Results.

The Chairman assigned Mr. Phongsak Siricupta, Chief Executive Officer and Managing Director, presented the information comprising of the Company's performance summary and major changes of the Company in the accounting period ending December 31, 2023 as follows,

### Analysis and explanation of the management

Performance: Consolidated Financial Statements					
Unit: MTHB					
Description	Year 2023	Year 2022	Increase / Decrease (-)	%	Year 2021
Sales Revenue	355	239	116	48.5%	229
Service Income	1,801	1,861	(60)	(3.2%)	2,331
Other Income	145	37	108	291.9%	171
Total Income	2,301	2,137	164	7.7%	2,731
Gross Profit	158	91	67	73.6%	194
Net Profit (Loss)	(550)	(128)	422	329.7%	101

- Gross profit increased from MTHB 91 to MTHB 158. This was a result of the recognition of increased sales revenue. and there was an increase in gross profit margin from service work as well.
- Net loss increased from MTHB 128 in the year 2022 to MTHB 550 in year 2023. The main cause was the impairment of the assets under the Concession Contract of Demco De Lao Company Limited in the amount of MTHB 569 due to the depreciation of the kip from 240 kip/baht to 618 kip/baht, which the assessment for impairment was in accordance with Accounting Standard which assessing at the end of the accounting period whether the asset that the Company invested has provide suitable return comparing to the investment or not.

However, in case of without setting for impairment of Concession Contract asset. The Company will have net profit, in the consolidated financial statements, of the amount MTHB 18.8.

**The Company's Performance Classified by types of business as follows:**

**Manufactured steel structure/tower and electrical equipment trading.**

In 2022, the revenue from sales increased from 239 million baht to 355 million baht.

The main additional item came from the sale of biomass fuel of MTHB 118, which is the income from the Company's new business.

As for income from selling steel structure/tower, it was decreased. This was because although the Company received a contract to supply 500 kV transmission line steel towers for a contractor who awarded from the Electricity Generating Authority of Thailand (EGAT) of value MTHB 430, but the order was postponed to the 4<sup>th</sup> quarter of 2023, which was delayed from the plan. However, the said work would be a backlog that will recognize revenue in 2024.

**Service Business**

In 2023, income from service business decreased from MTHB 1,861 to MTHB 1,801, which electrical engineering work decreasing approximately MTHB 222.33, but there was a compensation from Mechanical, Electrical, Instrument & Telecommunication: MEIT work increasing approximately MTHB 203.54.

The Company has a proportion of income Between the public sector: private sector equals to 50:50.

**Investment business**

Wind farm power plants: 57.9 megawatt (MW) comprising of;

- ◎ 15% of Huay Bong 2, 3 Projects (180 MW with the Company's proportion 27 MW.)
- ◎ 14% of Khao Kho Project (60 MW with the Company's proportion 8.4 MW.)
- ◎ 3.9% of the 8 projects (576 MW with the Company's proportion 22.5 MW.)

Solar power plants:

- ◎ There is a main project with a production capacity of 1 MW installed as the solar roof top at DEMCO Power Company Limited.

Solar farm power plants: 3.0 megawatt (MW) comprising of;

- ◎ 100% of Solar Rooftop Project 1 MW which energized since the 2nd quarter of 2014
- ◎ 45.7% of Solar Farm Project 1.3 MW which energized since the 4th quarter of 2014
- ◎ 49-51% of Solar Rooftop Project 0.7 MW which energized since the 2nd quarter of 2015

Solar PPA investment project: 6.76 megawatt (MW) comprising of;

- ◎ 4 projects which have supplied commercial electricity (COD) in the capacity of 2.51 MW.
- ◎ 9 projects have been expected to supply commercial electricity (COD) in 2024 of 4.25 MW.
- ◎ Under negotiation, for capacity approximately 13 MW.

By 2025, the Company aims to invest in Solar PPA approximately 40 MW.

## **DEMCO De Lao Co., Ltd. (DDL):**

In 2015, DDL obtained a Concession to produce and supply tap water in Luang Prabang Province. Lao People's Democratic Republic ("Lao PDR"). It was begun producing and distributing tap water in 2017, with water sales volume starting from 1,500 cubic meters per day, increasing to approximately 7,000 cubic meters per day in 2020-2021. Unfortunately, Lao PDR lock downed the country at that time, resulting in the water sales volume decreasing to approximately 3,000-4,000 cubic meters per day. However, at present, Lao PDR has opened the country again. In 2023, DDL has an average water sales volume of approximately 9,000 cubic meters per day. Entirely, it represented income from tap water sales of MTHB 17.38, income from mobile plant sales of MTHB 8.88, and EBITDA of MTHB 1.61.

## **DEMCO's important development in 2023**

### **Development of against corruption**

The Company has been certified as an ally of the Thai Private Sector Collective Action against Corruption (CAC) since 2016. And in 2022, the second time of member renewal was certified. In 2024, the Company's goal is for all employees to complete 100% anti-corruption training.

### **Proceeding for sustainability**

- DEMCO was selected to be in the list of Thailand Sustainability Investment (THSI) from the Stock Exchange of Thailand continuing for the second year, in 2023 it was raised to level A (2022 received level BBB).
- Awarded for Disclosure of Sustainability for the Year 2022: Sustainability Disclosure Award from Thaipat Institute. (Public benefit organization) for the 4<sup>th</sup> consecutive year.

### **For Good Corporate Governance**

- DEMCO has got the evaluation result of the Corporate Governance Report of Thai Listed Companies (CGR) in the 5-star grade or the excellent Company for the year of 8<sup>th</sup> continuously, reflecting the very high potential of DEMCO.
- Received an evaluation of the quality of organizing the general shareholder meeting from the Thai Investors Association for the year 2023 at the score level of 97 percent.

### **Environmental aspect**

It has begun to assess the Carbon Footprint for Organization (CFO) for the first year. This was to receive information on the release and absorption of greenhouse gases that occurred from the Company's business activities before leading to the Company's greenhouse gas reduction goals and to request CFO certification from the Greenhouse Gas Management Organization (Public Organization) which is expected to be certified in May 2024.

## **Safety**

Received a standard certification for safety, occupational health and working environment management system from the Institute for the Promotion of Safety, Occupational Health, and the Working Environment (Public Organization) at the Silver Level.

## **For Social**

Received a certificate of support for a mobile blood donation unit from Rajavithi Hospital, Thai Red Cross Society, which the Company has invited the mobile blood donation to collect donated blood every 4 months. At present, totaling donation is more than 40 times.

When Mr. Phongsak Siricupta finished presenting, he opened the opportunity for shareholders to ask questions.

There were questions from Mrs. Surassawadi Khamthian, a proxy and representative from the Thai Investors Association as follows:

1. Would like to know the current investment situation in Wind Energy Holding Company Limited and future investment plan.

Mr. Phongsak Siricupta: Wind Energy Holding Company Limited (“WEH”) has 8 wind energy projects with a total production capacity of approximately 700 MW, having an average annual income of approximately 11,000-12,000-million-baht, profit approximately 4,000-5,000 million baht. In 2023, the Company received dividends from WEH Company Limited of 113 million baht. Therefore, the Company still holds shares in WEH. For future, it depends on WEH's own business plan, which The Company must take this into consideration in further investment.

2. Is Demco De Lao Company Limited still in business after the investment has been impaired?

Mr. Phongsak Siricupta: At present, DEMCO de Lao Company Limited holds 100% of the shares, business continues to operate as usual. The volume of tap water sales increased significantly in 2023 approximately 30% compared to 2022, but the company was affected by the exchange rate.

For the business of DEMCO De Lao Company Limited, the company will consider 3 main possibilities:

- 1.) The company will continue to operate this business, but by closely monitoring water sales volumes and exchange rates or
- 2.) Looking for new investors? or
- 3.) Does The company cease the operation?

The Company will carefully consider all 3 points above to create maximum benefit to shareholders.

3. Would like to know the future business operations plan for 2024-2025.

Mr. Phongsak Siricupta: For the future business plan, I will report to shareholders in agenda 8.

When there were no questions for shareholders. The Company Secretary proposed to the meeting

just to acknowledge the report of the year 2023 performance because this agenda did not request for vote.

**Meeting's Resolution:** The meeting acknowledged the 2023 operating results detailed as proposed.

**Agenda 3. To consider and approve the Financial Statements and the Auditor's report for the year ended 31 December 2023.**

The Chairman assigned Mr. Paitoon Gumchai, Executive Director, Chief Business Support Officer to conduct the meeting on this agenda.

Mr. Paitoon Gumchai clarified to the meeting that to comply with Public Company Limited Act, BE.2535 and Article 54 of the Company's Articles of Association, which require the Company to prepare a balance sheet and profit and loss account at the end of the fiscal year which be audited by the Company's Auditors and then propose to the Annual General Meeting of Shareholders to approve.

The Company has submitted the statement of financial position, Statement of Comprehensive, Income Statement of changes in shareholders' equity and cash flow statement for the fiscal year ended December 31, 2023, together with the auditor's report which has been audited by a certified public accountant certified by the Office of the Securities and Exchange Commission ("SEC"), A.M.T. & ASSOCIATES Company Limited. These had been reviewed by the Audit Committee and approved by the Board of Directors as per the details shown in the 2023 Annual report sent to shareholders in the form of QR Code together with the invitation letter and appearing on the Company's website. Therefore, the concluded information for the shareholders shall be as follows:

Consolidated & Separate Financial Statement of financial position Compare 2023 and 2022

Unit: Million Baht

ITEM	Consolidate Financial Statement				Separate financial statements			
	2022	2022	Increase (Decrease)	%	2022	2022	Increase (Decrease)	%
<u>Statement of Financial Position</u>								
<b>Total Assets</b>	<b>6,419</b>	<b>6,962</b>	<b>(543)</b>	<b>(8%)</b>	<b>5,977</b>	<b>6,732</b>	<b>(755)</b>	<b>(11%)</b>
Current Assets	1,943	1,879	64	3%	1,605	1,682	(77)	(5%)
Non-Current Assets	4,476	5,083	(607)	(12%)	4,372	5,050	(678)	(13%)
<b>Total Liabilities</b>	<b>2,831</b>	<b>2,880</b>	<b>(49)</b>	<b>(2%)</b>	<b>2,701</b>	<b>2,852</b>	<b>(151)</b>	<b>(5%)</b>
Current Liabilities	2,438	2,528	(90)	(4%)	2,356	2,593	(237)	(9%)
Non-Current Liabilities	393	352	41	12%	345	259	86	33%
Shareholder Equities	3,588	4,082	(494)	(12%)	3,276	3,880	(604)	(16%)
<u>Statement of Comprehensive Income</u>								
Total Revenues	2,301	2,137	163	8%	2,216	2,041	175	9%
Total Expenses	2,856	2,326	530	23%	2,636	2,051	585	29%
<b>Net Profit (Loss)</b>	<b>(550)</b>	<b>(128)</b>	<b>(422)</b>	<b>330%</b>	<b>(659)</b>	<b>(75)</b>	<b>(584)</b>	<b>779%</b>
Earnings Per Share	(0.75)	(0.18)	(057)	337%	(0.90)	(0.10)	(0.80)	800%

Because the statement of financial position Comparing 2023 and 2022, the changes in financial position and income expenses presented in both consolidated financial statements and separate financial statements will be in the same trend. Therefore, it was reasonable to consider the report only from the consolidated financial statements.

## Statement of Financial Position (Consolidated Financial Statements)

### Total Assets

The consolidated financial statements for the year 2023 had total assets of MTHB 6,419, decreasing of MTHB 543 from the year 2022, which had total assets of MTHB 6,962, consisting of;

- **Current assets** increased MTHB 64 from 2022 of amount MTHB 1,879 to THB 1,943 in 2023. It was an increase in trade receivables following the recognition of increased income of MTHB 149 and inventories of MTHB 192 with mostly raw materials to prepare to produce steel towers. However, changes in current assets in the separate financial statements, the amount decreased by MTHB 77 due to the increase in inventories in the separate financial statements being lower than the consolidated financial statements.
- **Non-current assets** in 2023 amounted to MTHB 4,476, a decrease of MTHB 607, including the impairment of Concession Contract assets of DEMCO de Lao Company Limited (“DDL”) in the amount of MTHB 569. For changes in non-current assets in the separate financial statements decreased by MTHB 678. The results differed from the consolidated financial statements because in the separate financial statements there was a recording of a decrease in the value of loans to DDL Company from measuring fair value according to accounting standards.

### Total Liabilities

The consolidated financial statements for the year 2023 had total liabilities of MTHB 2,831, a decrease of MTHB 49 consisting of;

- **Current liabilities** in 2023 of amounted to MTHB 2,438, a decrease of MTHB 90, resulting from a decrease in short-term loans from financial institutions of MTHB 477, an increase in trade creditors of amount MTHB 119 and liabilities arising from revolving contracts MTHB 261, with a decrease from interest-bearing debt but an increase in non-interest-bearing debt. As for the change in current liabilities in the separate financial statement, it decreased by MTHB 237, which is different from the consolidated financial statement because There was a decrease in short-term loans of MTHB 515, more than the consolidated financial statements. And there was an increase in trade payables in the separate financial statements of MTHB 36, which was less than the consolidated financial statements.
- **Non-Current Liabilities** in 2023 amounted to MTHB 393, an increase of MTHB 41 due to an increase in long-term loans for investment in the Solar Rooftop project as reported in Agenda 2.

### Shareholder's equity

Consolidated financial statements for 2023 have shareholders' equity of MTHB 3,588, a decrease of MTHB 494 from a decrease in retained earnings, impact from impairment of Concession Contract rights of DEMCO de Lao Company Limited (“DDL”) in the amount of MTHB 550, for changes in shareholders' equity in the separate financial statements decreased in the amount of MTHB 604. The difference from the decrease in the consolidated financial statements because in the separate financial statements, a

decrease in the value of loans to DDL Company was recorded due to the impact of fair value measurement according to accounting standards.

#### **Statement of Comprehensive Income (Consolidated Financial Statements)**

**Total Income** in 2023 amounted to MTHB 2,301, an increase from 2022 in the amount of MTHB 163, due to 2 main reasons.

1. Increase in income from biomass fuel sales

2. Increase in other income, including WEH's dividends, which paid dividends in 2023 in the amount of MTHB 113.

**Total Expenses** in 2023 amounted to MTHB 2,856, an increase of MTHB 530 from the year 2022. Most of the increase was from the impairment of Concession Contract assets.

**Net Profit** In 2023, there was a net loss of MTHB 550, an increase of MTHB 422 from the impact of impairment of Concession Contract assets.

Financial Statement details appeared in the 2023 annual report.

After completing the clarification and giving an opportunity for shareholders to ask any questions or comments, there was no the requirement. The Company secretary then proposed to the shareholders to approve Financial Statements and Auditor's Report For the accounting period ended December 31, 2023.

#### **The resolution:**

The resolution for this Agenda requires the majority votes of the shareholders and the proxies attending the meeting and casting their votes.

**Resolution:** The meeting approved the financial statements and the auditor's report for the accounting period ending 31 December 2023 by majority votes as follows.

Agreed	254,868,529	Votes	Equivalent to %	99.9168
Disagreed	0	Votes	Equivalent to %	0.0000
Abstained	212,300	Votes	Equivalent to %	0.0832
Void Ballot	0	Votes	Not constituted as vote	-

**Note:** During this Agenda, there was not additional shareholder attending the meeting.

#### **Agenda 4 To approve the omission dividend payment for the Company's performance of year ended**

**December 31, 2023,**

The Chairman assigned Mr. Paitoon Gumchai, Executive Director and Chief Business Support Officer to conduct the meeting on this agenda.

Mr. Paitoon Gumchai presented to the meeting to consider the omission of dividend payment for the Company's operating results of the year 2023 as follows:

1. According to the Public Limited Companies Act.B.E.2535 and the company's regulation item 32 and 33 (as per the Attachment 8), they have specified that the Board shall arrange for shareholders' meeting at least once a year for net profit allocation and dividend payment consideration.
2. The Public Limited Companies Act, B.E. 2535, Section 115 states that the payment of dividends from any type of money other than profit cannot be made. In the case that the Company still has accumulated losses, it is prohibited to pay dividends.
3. And according to Section 116 of the Public Limited Companies Act.B.E.2535, the Company must allocate not less than 5 percent of net profit as reserved funds, unless the reserved fund reaches the amount not less than 10 percent of the registered capital which currently the Company could reach the line.
4. Dividend payment policy of the Company stipulates that the Company could pay dividends from profits at a rate of not less than 40 percent of annual net profits according to the separate financial statements, after deducting income tax and various reserves required by law and the Company each year.

As per the separate financial statements for the year ending December 31, 2023, the company incurred a net loss from operations amounting to MTHB 659.14. The unappropriated retained earnings stood at a negative MTHB -537.49, while the legal reserves were recorded at MTHB 82.27.

The Board of Directors' Meeting No. 1/2024, held on February 27, 2024, considered that the Company had loss operating result; therefore resolved to approve the omission of dividend payment from the operating results of the year 2023 for the period 1 January 2023 to 31 December 2023 by proposing to the Annual General Meeting of Shareholders for the year 2024 to consider and approve the omission of dividend payment for the operating results of the year 2023.

#### Dividend Comparison during year 2020 – 2022

Item	Separate Financial Statements			
	2022 (Proposed)	2022	2021	2020
1. Net profit /(Loss) (MTHB)	(659.14)	(75.07)	50.92	7.09
2. Share (M UNIT)	730.34	730.34	730.34	730.34
3. Dividend per share (THB/share)	omitted	omitted	0.03	omitted
4. Total paid dividend (MTHB)	0.00	0.00	21.91	0.00
5. Earnings per share (%)	N/A	N/A	43.02	N/A

At the end of this agenda, shareholders were invited to inquire or express opinions. When no one asked any question, the Company Secretary was invited to consider and approve the omission dividend payment for the Company's performance of year ended December 31, 2023.

**The resolution:**

The resolution for this Agenda requires the majority votes of the shareholders and the proxies attending the meeting and casting their votes.

The resolution was passed by unanimous votes as follows.

Agreed	255,080,829	Votes	Equivalent to %	100.0000
Disagreed	0	Votes	Equivalent to %	0.0000
Abstained	0	Votes	Equivalent to %	0.0000
Void Ballot	0	Votes	Not constituted as vote	-

**Note:** During this Agenda, there was not an additional shareholder attending the meeting.

**Agenda 5 To consider and approve the directors for replacement of those to be retired by rotation for the year 2024.**

The Chairman assigned Miss Wonruee Suvapan, Company Secretary and Secretary of the Nomination and Remuneration Consideration Committee to conduct the meeting on this agenda.

Miss Wonruee Suvapan presented to the meeting to consider and approve the directors for replacement of those to be retired by rotation for the year 2024 as follows:

Pursuant to Section 71 of the Public Limited Companies Act of B.E.2535 and Article 19 of the Company's Articles of Association, as per the Attachment 8, requires that in every annual general meeting, Directors shall retire at least one-third (1/3) of all the Directors or the nearest portion shall be applied in case the number of the Directors cannot be divided to be one-third (1/3) exactly. For the first two years, the retired ones are selected at random. And after that, the Director with the longest tenure shall be considered to be retired. Anyhow, the retired Directors may be re-elected to continue their offices for another term.

The 3 Directors with longest tenure, being retired on the date of 2024 Annual General Shareholders Meeting, namely;

(1) Numchai Lowattanatakul

Independent Director and Chairman of the Board who took the position on February 14, 2023, replacing Mrs. Praphee Puipunthavong, thus completing the term same as of Mrs. Praphee's term.

(2) Mr. Prin Bholnivas

Independent Director and Chairman of Audit Committee who was appointed by the 2018 Annual General Meeting of Shareholders and had been re-appointed to hold the position again in 2021.

(3) Mr. Manoon Manusook

Independent Director and Member of Audit Committee who took the position on September 28, 2023, replacing Mr. Chaiwat Lertvanarin, thus completing the term same as of Mr. Chaiwat's term.

Nomination Committee considered to nominate qualified persons to be directors to the Board of Directors to consider and nominate at the 2024 Annual General Meeting of Shareholders to consider and approve the appointment as a director which will be considered and approved individually. There are methods and procedures for selecting directors to replace the vacant position as follows:

1. The Company offered shareholders an opportunity to propose names, persons for selection as the Company's Directors in the annual general meeting of shareholders of 2024 from October 1, 2023 until December 30, 2023. When the said period turned out, there were no shareholders nominating persons to be elected by the Company as Directors.
2. The Nominating Committee acknowledged the names of the Directors who were due to retire by rotation and consider recruiting outsiders to nominate for selection as a director from both the Company's Directors and shareholders.
3. Nominating Committee considered and selected suitable persons to be Directors of the Company from the list that has been proposed to be appointed as the Company's Directors having acceptable qualifications and have no prohibited characteristics as required by laws.
4. Nominating Committee selected and nominated qualified persons to be new Directors to replace the Directors retired by rotation and the one who wished to retire before the end of his term to the Board of Directors' meeting to determine whether the qualifications are suitable for the Company's business operation. And further presented to the Annual General Meeting of Shareholders for the year 2027.
5. Nominating Committee considered the qualifications of the Directors under the Act and related announcements as follows:
  - 5.1 Public Companies Act 1992, Section 68: Qualifications of Directors
  - 5.2 Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2016: Application for and Permission to Sell Newly Issued Shares Clause 17: Specific Qualifications in the case of Independent Director and / or Audit Committee
  - 5.3 Notification of the Securities and Exchange Commission No. Kor Jor. 3/2560: Determination of Untrustworthy Characteristics of Company Directors

The Nomination and Remuneration Consideration Committee Meeting No. 1/2024 held on February 15, 2024 acknowledged the names of the Directors who are going to complete their terms After jointly considering the nomination of Directors who has no conflicts of interest to replace those who retired by rotation according to the above process, therefore, it has been resolved to nominate the Directors who are going to retire by rotation to the Board of Directors Meeting No. 1/2024 held on February 27, 2024 to consider and then propose

to the Annual General Meeting of Shareholders to re-consider appointing the Directors who were going to retire by rotation to be re-elected for another term.

#### **Board's opinion**

The Board of Directors who has no conflicts of interest has carefully considered and scrutinized the three elected Directors proposed by the Nomination and Remuneration Consideration Committee about their capability, experience, prudence, and qualification then agreed to propose the Meeting of Shareholders to approve them, named below, to perform new position or to continue their hold positions. And also, each of them have had qualifications as a Director / Independent Director as required by laws & the rules of the relevant regulatory authority, Articles of Association Charter of the Board of Directors and qualifications of Independent Directors as specified by the Company. Therefore, the shareholders' meeting should consider to approve re - appointing the three Directors who retired by rotation to be the Company's Directors for another term. Namely,

(1) Numchai Lowattanatakul	Proposed to be appointed as Independent Director and Chairman of the Board.
(2) Mr. Prin Bholnivas	Proposed to be appointed as Independent Director and Chairman of Audit Committee.
(3) Mr. Manoon Manusook	Proposed to be appointed as Independent Director and Member of Audit Committee

The Profile of the 3 Directors proposed for election were detailed in [Attachment 3](#) Anyway, the Company has set more intensive qualification of independent committee than the one announced by SEC. The Independent committee must obtain the shares in the Company, subsidiary, and associates not more than 0.5% of total vote-able shares (including the shares holding by the ones relate to the committee). The Independent Directors mentioned above would comply with this strict Company requirement and could conduct their works independently.

After completing the clarification, shareholders were given the opportunity to ask questions and express their opinions. When no one asked any question, the Company Secretary were invited to consider and approve the directors for replacement of those to be retired by rotation for the year 2024

#### **The resolution:**

The resolution for this Agenda requires the majority votes of the shareholders and the proxies attending the meeting and casting their votes. The proposed persons would be selected individually.

The shareholders' meeting passed a resolution to all mentioned Directors with the following majority vote results;

1) Numchai Lowattanatakul be elected as Independent Director and Chairman of the board.

Agreed	252,185,329	Votes	Equivalent to %	98.8649
Disagreed	2,895,500	Votes	Equivalent to %	1.1351
Abstained	0	Votes	Equivalent to %	0.0000
Void Ballot	0		Not constituted as vote	-

2) Mr. Prin Bholnivas be elected as Independent Director and Chairman of the Audit Committee.

Agreed	252,185,329	Votes	Equivalent to %	98.8649
Disagreed	2,895,500	Votes	Equivalent to %	1.1351
Abstained	0	Votes	Equivalent to %	0.0000
Void Ballot	0		Not constituted as vote	-

3) Mr. Manoon Manusook be elected as Independent Director and Member of the Audit Committee.

Agreed	252,185,329	Votes	Equivalent to %	98.8649
Disagreed	2,895,500	Votes	Equivalent to %	1.1351
Abstained	0	Votes	Equivalent to %	0.0000
Void Ballot	0		Not constituted as vote	-

Note: During the Agenda 5 period, there was no additional shareholder attending the meeting.

#### Agenda 6 To consider and approve the Annual remuneration for Directors of the year 2024.

The Chairman assigned Ms. Wonruedee Suvapan, the secretary of the Nomination and Remuneration Consideration Committee and Company Secretary to conduct the meeting in this Agenda.

Ms. Wonruedee Suvapan presented to the meeting to consider and approve the remuneration for the Board of Directors for the year 2024 as follows:

Pursuant to the Public Company Limited Act B.E. 2535, Section 90, the Directors' remuneration payment shall be in accordance with the resolution of the shareholders' meeting which consists of votes not less than 2 in 3 of the votes of the shareholders who attend the meeting and cast the votes and Article 29 of the Company's Articles of Association specifies that the Company's committee has the right to obtain remuneration in terms of reward, meeting allowance, bonus or other benefits according to Company's regulation or the approval of shareholders in the meeting.

To determine the appropriate remuneration of Directors, it is considered as one of the guidelines in accordance with the principles of good corporate governance to protect the interests of shareholders and can

motivate as well as to retain competent Directors to work for the DEMCO business group. The Board of Directors should set policies and criteria for determining Directors' remuneration in accordance with their duties and the responsibility of the Directors by considering the information in terms of form and the amount of directors' remuneration in comparison with the same industry group and companies with similar income. The following factors shall be considered.

- 1.) The Board has established policies, criteria, organization, and remuneration for the Directors that are fair, at an appropriate level by considering the Fiduciary Duty and Accountability & Responsibility as well as comparable to the companies in the same business group and similar scale.
- 2.) To determine the remuneration for Directors, considering for sufficiency and motivation in the selected qualified Directors and maintain the Directors full of knowledge and ability to perform duties with intention, dedicate to create the Company's benefits. The Nomination and Remuneration Consideration Committee will consider the remuneration of the Board of Directors annually and present to the Board of Directors to consider and approve by putting in the agenda of the Annual General Meeting of shareholders for approval.

The Nomination and Remuneration Consideration Committee's meeting No. 1/2024 held on February 15, 2024 has resolved to propose the structure and remuneration of directors for the year 2024, the same as for 2023, under the policy and criteria for determining remuneration for directors as follows:

#### **1. Proposed fixed remuneration and meeting allowance not more than 7,686,000 baht.**

The fixed remuneration and meeting allowance as follows:

##### Fixed remuneration

Board of Directors	Chairman	Rate 50,000 baht / month
	Directors	Rate 30,000 baht / month / person
Sub board Committees	No fixed remuneration provided	

which would be paid to the Directors monthly as the Board of Directors, The Chairman position was at the rate 50,000 baht per month and each Director's position at 30,000 baht per month.

(By canceling the regular remuneration of sub-committees to pay as a meeting allowance per time instead)

##### For meeting allowance

which would be paid to the Directors on a case-by-case basis, every time at the meeting

Description	Position
The Board of Directors meeting	The Chairman of the Board of Directors was at the rate a meeting allowance of 25,000 baht per meeting.
	Each Director at a meeting allowance of 20,000 baht per meeting.

Description	Position
Audit Committee Meeting	The Chairman of the Audit Committee was at the rate a meeting allowance of 20,000 baht per meeting. Each Director at a meeting allowance of 18,000 baht per meeting.
<b>Other committee meetings</b>	
the Nomination and Remuneration Consideration Committee	
Corporate Governance and Sustainability Committee	<ul style="list-style-type: none"> <li>- The Chairman of the committee was at the rate a meeting allowance of 15,000 baht per meeting.</li> <li>- Each Director at a meeting allowance of 12,000 baht per meeting.</li> </ul>
Corporate Risk Management Committee	
Investment Committee	
Executive Directors Receive meeting allowance only for Board of Directors meeting.	
(Not receiving meeting allowances for any sub-committee meetings)	

- In case the Board of Directors appoints new Sub-Committees, the Board of Directors would ensure that the total remuneration was within the amount not exceeding 7,686,000 baht as approved by the shareholders' meeting.

## 2. Compensation in other form benefits according to the regulations of the Company

- Annual health check-up fee 50,000 baht per year
- Group life insurance, D & O Liability Insurance
- Membership fee seminars for various courses of IOD and other institutions related

## 3. Directors' Reward for the performance in the year 2024

Annual gratuity for Company Directors will refer to the operating results of the Company which the Board of Directors will conduct a self-assessment, both individually and by group, to measure the performance each year as follows.

- Chairman of The Board not exceeding 500,000 baht / year
- Chairman of Sub-Committees, not exceeding 400,000 baht / person / year
- Company Directors, not more than 300,000 baht/person/year

(\* *Based on the company's performance means no more than 1.0% of comprehensive income for the year of separate financial statements) will be considered when paying dividends.*

The comparison of Directors' remuneration and meeting allowance for the year 2022, 2023 and 2024 (proposed)

Baht

Board of Directors / Committee	Position	Regular remuneration month/person			Meeting allowance time/person		
		2024 (Proposed)	2023	2022	2024 (Proposed)	2023	2022
Board of Director	Chairman	50,000	50,000	80,000	25,000	25,000	5,000
	Member	30,000	30,000	30,000	20,000	20,000	5,000
Audit Committee	Chairman	-	-	28,000	20,000	20,000	3,000
	Member	-	-	23,000	18,000	18,000	3,000
Nomination & Remuneration Consideration Committee	Chairman	-	-	25,000*	15,000	15,000	3,000
	Member	-	-	20,000*	12,000	12,000	3,000
Corporate Governance and Sustainability Committee	Chairman	-	-	25,000*	15,000	15,000	3,000*
	Member	-	-	20,000*	12,000*	12,000*	3,000*
Corporate Risks Management Committee	Chairman	-	-	25,000*	15,000	15,000	3,000*
	Member	-	-	20,000*	12,000*	12,000*	3,000*
Investment Committee	Chairman	-	-	25,000*	15,000	15,000	3,000*
	Member		-	20,000*	12,000*	12,000*	3,000*

Note \* Remuneration for those who are not executives

As the table shows, in 2022 there is regular compensation paid to directors, both the Board of Directors and the sub-committee. But later in 2023, the Company has proposed to the general meeting of shareholders for approval a change in the remuneration of directors. By paying regular remuneration only to the Board of Directors. For subcommittees, they will receive meeting allowances on a per-meeting basis instead. In 2024, the Company has proposed paying regular remuneration and meeting allowances for directors at the same rates as in 2023.

The comparison of the Compensation in other benefits according to the regulations of the Company

Item	Year 2024 (Proposed)	Year 2023
Annual health check-up fee	50,000 baht per year	50,000 baht per year
Group life insurance	Acc.to the set coverage program	Acc.to the set coverage program
D & O Liability Insurance	MTHB 700 Sum insured	MTHB 700 Sum insured
Membership fee seminars for various courses of IOD and other institutions related.	As per actual expense	As per actual expense

The comparison of Directors' gratuity for the performance in the year 2022 - 2023 and 2024 (Proposed)

Operational year 2024 (Proposed)	Operational year 2023	Operational year 2022
<p>Annual gratuity for Company Directors will be referred to the operating results of the Company* which the Board of Directors will conduct a self-assessment, both individually and by group, to measure the performance each year.</p> <p><u>Directors' gratuity</u></p> <ul style="list-style-type: none"> <li>Chairman of The Board not exceeding 500,000 baht</li> <li>Chairman of Sub-Committees not exceeding 400,000 baht / person</li> <li>Company Directors, not more than 300,000 baht/person</li> </ul> <p>(* <i>Based on the company's performance means no more than 1.0% of comprehensive income for the year of separate financial statements</i>), will be considered when paying dividends.</p>	<p>Annual gratuity for Company Directors will be referred to the operating results of the Company* which the Board of Directors will conduct a self-assessment, both individually and by group, to measure the performance each year.</p> <p><u>Directors' gratuity</u></p> <ul style="list-style-type: none"> <li>Chairman of The Board not exceeding 500,000 baht</li> <li>Chairman of Sub-Committees not exceeding 400,000 baht / person</li> <li>Company Directors, not more than 300,000 baht/person</li> </ul> <p>(* <i>Based on the company's performance means no more than 1.0% of comprehensive income for the year of separate financial statements</i>), will be considered when paying dividends.</p>	<p>No payout of Directors' gratuity because omitted dividend.</p>

According to the comparison table above, it shows that in 2024 the Company proposes to pay directors' bonuses the same as in 2023 and 2022 as approved by shareholders. But in 2023 and 2022, there were no dividends paid to shareholders, so the Company had refrained from paying directors' rewards.

**Board's Opinion:** The Board of Directors has considered and agreed with the proposal of the Nomination and Remuneration Consideration Committee such is appropriate reflect the duties and responsibilities of the directors. The criteria are comparable to companies in the same industry and other listed companies of similar size (Details for consideration of remuneration appeared in attachment 4). This is subject to the Annual General Meeting of Shareholders 2024's approval.

(1) The remuneration and the principle of remuneration payment for Directors for the year 2024 in the amount of not exceed 7,686,000 baht

(2) Remuneration in other benefits according to the Company's Articles of Association

(3) Director's remuneration criteria for the year 2024 performance not exceeding 1.0% of the comprehensive profit for the year of the separate financial statements as proposed.

In this regard, the Board of Directors took part in determining the conditions and rate of remuneration payment for Directors and Sub-Committees to be appropriate with their scope of responsibilities.

After completing the clarification, shareholders were given the opportunity to ask questions and express their opinions.

When no questions were raised by shareholders. The meeting was requested to consider and approve the remuneration and the principle of remuneration payment for Directors for the year 2024 in the amount of 7,686,000 baht and the criteria for paying the rewards of operating results for the year 2024 as proposed.

This was subjected to the Annual General Meeting of Shareholders 2024's approval.

**The resolution:**

This Agenda must be approved by vote of not less than two - thirds (2/3) of the total votes of the shareholders attending the meeting and casting votes.

**Resolution of the meeting:** It was approved the remuneration and the principle of remuneration payment for Directors for the year 2024 in the amount not more than Baht 7,686,000, Compensation in other form benefits and the criteria for paying the directors' rewards for the performance of the year 2024.

The resolution was passed by an unanimous of votes of the shareholders and proxies who attended the meeting and voted as follows:

Agreed	255,080,829	Votes	Equivalent to %	100.0000
Disagreed	0	Votes	Equivalent to %	0.0000
Abstained	0	Vote	Equivalent to %	0.0000
Void Ballot	0	Vote	Not constituted as vote	0.0000

**Note:** During the period performing this Agenda, no more additional shareholders attending the meeting.

**Agenda 7 To approve the appointment of Auditors and the Audit fee for the year 2024**

The Chairman assigned Mr. Prin Bholnivas Chairman of Audit Committee to conduct the meeting in this agenda.

Mr. Prin Bholnivas presented to the meeting to consider and approve the appointment of auditors for the accounting period ending 31 December 2024 and determine the amount of audit fees for the year 2024 as follows:

1. The Company's auditor from A.M.T. Associate Co., Ltd. have had completely fulfilled duties on auditing the accounts for the year 2023.
2. Section no. 120 of the Public Limited Company Act specifies that "The Annual General Meeting of Shareholders shall appoint auditor(s) and determine the audit fee for each year. The former auditor is possible to be re-appointed.
3. Clause No. 57 of the Company's Articles of Association states that the Annual General Meeting of Shareholders shall appoint the Company's annual auditor and determine the audit fee for the Company. The auditor, who ended the term, may be re-appointed.

#### Audit Committee's opinion

1. The Audit Committee has considered and nominated auditor (s) from A.M.T. Associate Co., Ltd. to audit for the year 2024 by considering credibility, service capability, able to give advice which compliance with currently applicable financial reporting standards, independence and impartiality, timely financial reports certifying, being the auditor (s) approved by the Office of the Securities and Exchange Commission to be able to audit Financial Statements of Companies Listed on the Stock Exchange of Thailand including continuity of audit works. In addition, A.M.T. Associate Co., Ltd. is a well-known and acceptable auditing firm. Having expertise and experience in auditing the accounts of many listed companies in a variety of businesses and has proposed an auditor that the Audit Committee has considered by comparing with other audit firms. And the auditor's fee for the past year of A.M.T. Associate Co., Ltd. was considered appropriate.
2. Audit Committee considered it was appropriate to propose the auditors from A.M.T. Associate Co., Ltd. ("A.M.T.") to be the auditors of DEMCO Public Company Limited ("DEMCO") by proposing to The Annual General Meeting of Shareholders for the year 2024 to consider and approve the appointment of the auditors.

2.1 To consider and approve the appointment of auditors from A.M.T. Associate Co., Ltd. for the year 2024 as follows:

Name	C.P.A No.	Experience to certify DEMCO's statements
1. Mrs. Nutsarak Sarochanunjeen	4563	0 or
2. Ms. Jarunee Nuammae	5596	1 or
3. Ms. Daranee Somkamnerd	5007	0 or
4. Mr. Siramate Akkharachotkullanun	11821	0

Each auditor of them shall audit and provide any recommendation for the year 2024 Company's financial statements. For more details of the 4 persons, they are shown in Attachment 5

2.2 The Audit Committee also proposed the auditors' fee for the year 2024 amount THB 1,500,000 for approval. The comparison of the proposed auditor's fee to the past 2 years was as follows:

Item	Amount (THB)		
	2024 (Proposed)	2023	2022
Audit annual financial statement	690,000	680,000	785,000
Review 3 quarters of financial statement	810,000	720,000	600,000
ERP/BOI initiation review fee			30,000
<b>Total remuneration</b>	<b>1,500,000</b>	<b>1,400,000</b>	<b>1,415,000</b>
<b>Increase / (Decrease) (THB)</b>	<b>100,000</b>	<b>(15,000)</b>	
<b>Increase / (Decrease) (%)</b>	<b>7.14</b>	<b>(1.07)</b>	

**Remark :**

1. Financial Statement year 2021 and 2023 audited by Dharmniti Auditing Company Limited
2. The budget included the cost for English version financial statement

In addition to the said audit fee, the Company may provide other service fees, such as travel expenses, accommodation fee for the audit of the auditor, which the mentioned charged actual expenses shall be paid each time along with the audit fee.

#### Board's opinion

The Board of Directors has considered and agreed with the proposal of The Audit Committee that the shareholders' meeting should approve

1. To appoint the auditors from A.M.T. Associate Co., Ltd. named as proposed to be the Company's auditors for the year 2024

Name	C.P.A No.	Experience to certify DEMCO's statements
1. Mrs. Nutsarak Sarochanunjeen	4563	0 or
2. Ms. Jarunee Nuammae	5596	1 or
3. Ms. Daranee Somkamnerd	5007	0 or
4. Mr. Siramate Akkharachotkullanun	11821	0

Each auditor of them shall audit and provide any recommendation for 2024 Company's financial statements.

The proposed auditors in the name-list above have no relationship or conflict of interest in the Company / subsidiaries / associated companies / executives / major shareholders or any person related to those persons. Therefore, all the auditors are independent in performing their audits or expressing opinions on the financial statements of the Company.

2. The auditor fee is not more than THB 1,500,000 and other expenses are as actually incurred.

After clarification has been completed. Therefore, inviting shareholders to ask any questions.

When no shareholder asked. The meeting was asked to consider appointing the auditors for the accounting period ended December 31, 2024 and setting the amount of the audit fee for the year 2024 in the amount of Baht 1,500,000 as proposed.

**The resolution:**

The resolution for this Agenda requires by the majority votes of the Shareholders and the proxies attending the meeting and casting their votes.

**Resolution of the meeting:** It was approved the appointment of the auditors of the Company for the year 2024 and approved the auditor fee for the Company's Financial Statement audit of the year 2024 totally not more than 1,500,000 Baht.

The resolution was passed by an unanimous of votes of the shareholders and proxies who attended the meeting and voted as follows:

Agreed	255,080,829	Votes	Equivalent to %	100.0000
Disagreed	0	Votes	Equivalent to %	0.0000
Abstained	0	Votes	Equivalent to %	0.0000
Void Ballot	0	Votes	Not constituted as vote	

**Note:** During the period performing this Agenda, no more additional shareholders attending the meeting.

**Agenda 8. To consider other matters**

The Chairman informed the meeting that the various set agendas specified in the invitation letter were considered and discussed accordingly. Lastly, Mr. Phongsak Siricupta, Chief Executive Officer and Managing Director, was assigned to explain the Company's future business plan to shareholders. This agenda was just for acknowledgment so there will be no consideration by voting.



## FINANCIAL HIGHLIGHTS

### Projects Backlog (Separate financial statements)



Until 13 February of amount 2,743 MB

Project Type	BACKLOG PROJECT		
	Y2023	Backlog	
		Y2024-Y2025	
Project value (MB.)	No. of Project	Project value (MB.)	
Electrical Engineering Work	1,435.49	85	2,569.63
Signaling Work & MEIT & Other	316.66	23	168.69
Design service	-	3	4.48
Sales and service	133.32	-	-
<b>Subtotal</b>	<b>1,885.47</b>	<b>111</b>	<b>2,742.80</b>
Renewable Energy	61.25	5	0.04
<b>Subtotal</b>	<b>61.25</b>	<b>5</b>	<b>0.04</b>
<b>Grand total</b>	<b>1,946.72</b>	<b>116</b>	<b>2,742.84</b>

From the table that appears as of February 2024, the Company has had projects in progress (Backlog) amounting to approximately MTHB 2,743, of which 65 percent will be recognized as revenue in 2024. The remaining revenue will be recognized in 2025. Most of them are Electrical Engineering Work.



## KEY DRIVER FOR FUTURE REVENUE

### 1. Renewable and Alternative Energies Development Plan during the year 2021 - 2030

Private PPA, Community -Based Power Plants.

- Focusing on the BOP - Balance of Plant for Wind Farm and Solar Farm projects as well as the Grid connecting to PEA and EGAT Electrical Network. Estimated projects' value is more than MTHB 10,000.

### 2. EGAT's Investment plan during the year 2020 - 2030 MTHB 300,000

- Constructing Transmission and Distribution Line and Substations to support the Grid modernization & Asian power grid policy.

### 3. MEA's Investment Budget during the year 2016 - 2026 MTHB 50,000

- Constructing Underground Cable System in Metropolitan Area and Renovating Substations.

### 4. PEA's Investment Budget during the year 2022 - 2024 MTHB 30,000

- Constructing Transmission and Distribution Line, Substations and Underground Cable.

### 5. MEIT Projects on CEMS - Continuous Emission Monitoring System

- CEMs, a regulation announced in Thailand since July 2022, aims to require 600 factories to install CEMs by 2024 or if no later than 2027 subject to special authorization for pending system installation

### 6. Entering to new businesses by moving to Computerized Base and Platforms such as Smart Grid, Micro Grid, Energy Storage including businesses related to Electric Vehicles.

### 7. Invest in Solar rooftop (Private PPA) targets 40 MW during the year 2021 – 2025

### 8. Feasibility Studies with Partners : VSPP including O&M service , Automatic Parking System and Water Supply.

From the above Key Driver, which is the future operational plan, summarization shall be as follows:

**1. Renewable energy group work:**

The government sector has announced to purchase 5,200 MW of electricity from renewable energy (Private PPA). Results have been announced for approximately 4,800 MW. DEMCO has submitted proposals but did not pass the final rating criteria. Therefore, was not awarded. However, DEMCO has been in contact with those who have passed the selection to propose proposals for the work in the relevant sections, it consists of 2 parts:

1.) Construction on the farm (Balance of Plant), both in the construction of solar energy and wind energy projects (Solar farm & Wind farm). Currently, documents are being prepared to propose.

2.) Grid Connection work which consists of Construction of a Terminal Substation Add Bay at the Metering Point of both the Electricity Generating Authority of Thailand (EGAT) and the Provincial Electricity Authority (PEA), including construction of transmission lines. At present, DEMCO got transmission line system works for 2 farms, 1 Add Bay in Udon Thani Province and in the process of signing contracts for Add Bay of another 3 farms.

**2. Electricity Generating Authority of Thailand (EGAT):** Each year, there would be auctions continuously on average 10,000 million baht, which are the works that DEMCO enters the bids continuously. Currently, there are bids submission by DEMCO for construction of large substations which are undergoing technical consideration by EGAT. The results of the bidding will be known soon.

**3. Metropolitan Electricity Authority (MEA):** DEMCO was awarded the contract to change the overhead line to the underground cable of the MRT Purple Line. The project value is about 250 million baht and being in the construction process.

**4. Provincial Electricity Authority (PEA):** Each year, there would be auctions with an average value of 7,000 million baht for construction works of Substation, Transmission line, and Distribution system which DEMCO has continuously participated in the auctions. There are also works on underground electrical system in large cities such as the Korat - Lot 1 and Korat - Lot 3 projects, totaling approximately MTHB 400, of which these 2 works have already been completed. There is a work in progress in Chiang Mai - Lot 4 project, with a work value of approximately MTHB 300. There are also the projects which leading aerial distribution line down to underground cable of each province, which are called a subsidy budget projects which DEMCO is in the process of coordinating to submit bidding envelopes.

**5. MEIT work (Mechanical, Electrical & Instrument, Telecommunication)** is divided into 2 parts: 1) Work on the signal communication system (Signaling), which is a communication system that runs parallel to the gas pipelines of the PTT Group. DEMCO has continued to get work. 2) It is a Continuous emission monitoring system (CEMS system) work. This work follows the

announcement of the Department of Industrial Works that industrial plants that emit air pollutants from factory pipes must install a CEMS system to submit such emissions data to the Department of Industrial Works. The installation must be completed within 2024 as evidence in requesting license renewal. This is a new work undertaken by DEMCO.

6. **New Technologies:** DEMCO focuses on new businesses such as Computerized Base and Platforms such as Smart Grid, Micro Grid, Energy Storage, Energy Management, including businesses related to Electric Vehicle (EV) such as EV Charging Stations to support EV vehicles and Energy Management which DEMCO is going to cooperate with business partner to start up the works in both construction (EPC) and system development (Platform) for data management (Energy management) because electricity users in various industrial plants must take action regarding Carbon Neutrality and Net Zero. Exactly, these factories need to use Renewable Energy (RE) as much as possible.
7. **Investment project in Solar Rooftop (Private PPA):** With a target of 40 MW investment by 2025. It is expected to reach 13 MW in 2024.
8. **Manage, Operate & Maintenance:** Since 2023, DEMCO has begun O&M operations for Biomass Power Plant, including the sale of Woodchips fuel which is considered a new business. In 2023, sales volume was approximately MTHB 100 and the sales target for 2024 was set at MTHB 250. In case the Biomass Power Plant has been renovated, it will cause the use of fuel to be more efficient, called Cost Saving Sharing or Profit Sharing, the benefits of which will be shared to DEMCO according to the agreement.

There is also the work on the Automatic Parking System which DEMCO has carried out in collaboration with G Park Company, divided into 2 parts: 1.) DEMCO sells steel supporting structures (supply steel Structure) for parking garages. 2.) Negotiations have been conducted with building owners or landowners to build buildings and jointly invest. Currently, 3 negotiations are in progress.

In addition, the Company has implemented regarding Climate Change as follows:

1. Set a goal to reduce the organization's greenhouse gas emission (Carbon Footprint Organization: CFO) by 3% within 2025, compared to 2023 which is the base year. It was expected that the evaluation results for 2023 would be received in May 2024.
2. Goal for registering and trading carbon credits to be achieved within 2026.

After the clarification was completed, shareholders were given an opportunity to ask questions or express their opinions.

There were no further questions or comments from the shareholders. The Company secretary

informed that all meeting agendas had already been conducted. Therefore, invited the Chairman to summarize of the number of attendees and provided speech to close the meeting.

The Chairman said, after the meeting started at 2:00 p.m., there was no more shareholders registered to attend the meeting in addition. As the meeting adjourned, there were a total of 68 shareholders, 8 of them attended the meeting in person, and 60 by proxies. The total number of shares is 255,080,829 shares, representing 34.9261 percent of the total number of shares sold. And finally, the Chairman said thanks to all shareholders for attending the meeting and announced to adjourn the meeting at 3:54 p.m.



(Mr. Namchai

Lowattanatakul)

Chairman of the  
Board



Ms. Wonruee Suvapan

The Company Secretary/Meeting recorder

### QR Code Downloading Procedures for the 2024 56-1 One Report

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the 2023 56-1 One Report in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The aforementioned documents could be downloaded from the QR Code (as shown in Attachment 2) by following the steps below.

#### **For iOS System (iOS 11 and above)**

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting

**Remark:** If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line

#### **For Android System**

1. Open applications such as QR CODE READER, Facebook or Line.  
How to scan the QR Code with Line application  
Open Line application and click on “Add friend” → Choose “QR Code” → Scan the QR Code
2. Scan the QR Code to access documents regarding the meeting.

Supplemental document to consider and elect the directors in replacement of those retired for the year 2025 for Agenda5

**1. Mr. NUTTPASINT CHET-UDOMLAP**



Age	34 Years
Position to proposed	Director
First Appointed	February 3, 2023
Total number of service tenure	2 Years 2 months
Attendance of the Board of Directors Meeting 2024	6/6

Graduation	<ul style="list-style-type: none"> <li>- Master of Business Administration, Finance, the Wharton School, University of Pennsylvania</li> <li>- Master's in public administration, John F. Kennedy School of Government, Harvard University</li> <li>- Bachelor of Economics, Econometrics, Chulalongkorn University, Thailand</li> </ul>
Training	<ul style="list-style-type: none"> <li>- Director Accreditation Program (DAP179/2021) of Thai Institute of Directors (IOD)</li> </ul>
Work Experiences in the Previous 5 Years	<p><b>DEMCO Public Company Limited</b></p> <p>20 January 2025 - Member of Nomination and Remuneration Consideration Committee</p> <p>Present</p> <p>12 May 2023 -</p> <ul style="list-style-type: none"> <li>- Chairman of Corporate Risk Management Committee</li> </ul> <p>Present</p> <p>3 February 2023 -</p> <ul style="list-style-type: none"> <li>- Director, DEMCO Public Company Limited</li> </ul> <p>Present</p> <ul style="list-style-type: none"> <li>- Chief Executive Officer – Wind Energy Holding Co., Ltd.</li> <li>- Director and Member of Executive Committee – Wind Energy Holding Co., Ltd.</li> <li>- Chairman of the Board of Directors – Aeolus Power Co., Ltd.</li> <li>- Chairman of the Board of Directors – Watabak Wind Co., Ltd.</li> <li>- Director of Thana Power Holding Co., Ltd.</li> <li>- Director of WORLD MEDICAL ALLIANCE(THAILAND) CO., Ltd.</li> <li>- Director of Wind Energy Holding (Hong Kong) Ltd.</li> <li>- Director of Wind Energy Holding Group</li> <li>- Director of First Korat Wind Co., Ltd.</li> <li>- Director of Thana Power Singapore PTE Ltd.</li> <li>- Director of Dan Khun Thot Wind One Co., Ltd.</li> <li>- Director of WEH Solar Two Co., Ltd.</li> <li>- Director of Dan Khun Thot Wind Two Co., Ltd.</li> <li>- Director of BAMNET NARONG WIND CO., Ltd.</li> <li>- Acting Chief Executive Officer Director of STELLA X PUBLIC COMPANY LIMITED</li> </ul> <p>2021</p> <p>Deputy Chief Executive Officer – Wind Energy Holding Co., Ltd.</p>

2019

Management Consultant (Summer C) – Boston Consulting Group, Kuala Lumpur,  
Malaysia

<i>Holding positions in other listed companies</i>	1
<i>Holding positions in other companies/ businesses</i>	12
<i>Other enterprise that may result conflicts of interest with the Company</i>	- None -
<i>Legal Disputes that are Criminal Cases in Non-Criminal Courts misdemeanor case</i>	- None -
<i>Shareholding of DEMCO</i>	<ul style="list-style-type: none"><li>● Own shares</li><li>● Percentage of Shareholding by Spouse and Minor Child</li></ul>
<i>Family relationship between directors and executives</i>	- None -

## 2. Mr. AMNUAYCHAI SUWANSOONTHORN

Age	67 Years
Position to proposed	Independent Director
First Appointed	April 27, 2023
Total number of service tenure	2 Years
Attendance of the Board of Directors Meeting 2024	6/6



Graduation	<ul style="list-style-type: none"> <li>- Master's degree, Faculty of Political Science, Ramkhamhaeng University</li> <li>- Bachelor's Degree Faculty of Commerce and Accountancy (General Marketing) - Chulalongkorn University</li> <li>- Advanced Insurance Science Program</li> <li>- Executive Development Program</li> <li>- Logistics Management - Hongkong, Macao</li> </ul>	
Training	<ul style="list-style-type: none"> <li>- Logistics Cost Reduction Course</li> <li>- Smart Executives Program</li> <li>- IT and Good Corporate Governance Course - PEA</li> <li>- Disaster Prevention and Mitigation Course - PEA</li> </ul>	
Work Experiences in the Previous 5 Years	<p><b>DEMCO Public Company Limited</b></p> <p>12 May 2023 - Present Chairman of Nomination and Remuneration Consideration Committee Member of Corporate Governance and Sustainability Committee</p> <p>27 April 2023 - Present Independent Director</p> <p>2019 - present Independent Director / Member of the Audit Committee / Member of Risk Management Committee Wind Energy Holding Company Limited</p> <p>2022 - present Director of Thana Power Holding Company Limited</p> <p>2018 Deputy Governor Provincial Electricity Authority</p>	
Holding positions in other listed companies	- None -	
Holding positions in other companies/ businesses	2	
Other enterprise that may result conflicts of interest with the Company	- None -	
Legal Disputes that are Criminal Cases in Non-Criminal Courts misdemeanor case	- None -	
Shareholding of DEMCO	<ul style="list-style-type: none"> <li>● Own shares</li> <li>● Percentage of Shareholding by Spouse and Minor Child</li> </ul>	<ul style="list-style-type: none"> <li>- None -</li> <li>- None -</li> </ul>
Family relationship between directors and executives	- None -	

### 3. Mr. SOMPONG PONGSAKULRANGSRI



Age	67 Years	
Position to proposed	Independent Director	
First Appointed	August 12, 2023	
Total number of service tenure	1 Year 8 months	
Attendance of the Board of Directors Meeting 2024	6/6	
Graduation	<ul style="list-style-type: none"> <li>- Master degree in Public and Private Management Program of NIDA</li> <li>- Bachelor's degree in Electrical Engineering of King Mongkut's University of Technology Thonburi</li> </ul>	
Training	<ul style="list-style-type: none"> <li>-</li> </ul>	
Work Experiences in the Previous 5 Years	<p><b>DEMCO Public Company Limited</b></p> <p>12 Augst 2023 - Present      Independent Director/ Member of Corporate Risk Management Committee /Member of Investment Committee</p> <p><b>Metropolitan Electricity Authority</b></p> <p>1 October 2017      Deputy Government (Power Transmission Operation)</p> <p>1 October 2016      Deputy Government (Distribution Sytem Service)</p> <p>29 April 2014      Assistant Government (Distribution Sytem Services)</p>	
<i>Holding positions in other listed companies</i>	- None -	
<i>Holding positions in other companies/ businesses</i>	- None -	
<i>Other enterprise that may result conflicts of interest with the Company</i>	- None -	
<i>Legal Disputes that are Criminal Cases in Non-Criminal Courts misdemeanor case</i>	- None -	
Shareholding of DEMCO	<ul style="list-style-type: none"> <li>● Own shares</li> <li>● Percentage of Shareholding by Spouse and Minor Child</li> </ul>	
<i>Family relationship between directors and executives</i>	- None -	

#### 4. Mr. SOMPONG PREEPREM



Age	63 Years	
Position to proposed	Director	
First Appointed	February 14, 2025 (Replacing Mr.Paitoon Gumchai)	
Total number of service tenure	2 Months	
Attendance of the Board of Directors Meeting 2024	-	
Graduation	<ul style="list-style-type: none"> <li>- Master's degree in Business Administration from Kasetsart University, 2009</li> <li>- Bachelor's degree, Faculty of Engineering, Khon Kaen University, 1984</li> <li>- Director Certification Program (DCP 264/2018) of Thai Institute of Directors (IOD)</li> </ul>	
Training		
Work Experiences in the Previous 5 Years	<p><b>DEMCO Public Company Limited</b></p> <p>February 14, 2025 Non-Executive Director/ Chairman of Investment Committee / Chairman of Executive Committee</p> <p>2018 - 2021 Governor of the Provincial Electricity Authority</p> <p>2017 Deputy Governor for Electrical System Planning and Development</p> <p>2016 Assistant Governor for Electrical System Planning and Development</p> <p>2015 Assistant Governor of the Office of the Governor and Acting Deputy Managing Director - PEA ENCOM INTERNATIONAL CO.,LTD.</p>	
<i>Holding positions in other listed companies</i>	- None -	
<i>Holding positions in other companies/ businesses</i>	- None -	
<i>Other enterprise that may result conflicts of interest with the Company</i>	- None -	
<i>Legal Disputes that are Criminal Cases in Non-Criminal Courts misdemeanor case</i>	- None -	
<i>Shareholding of DEMCO</i>	<ul style="list-style-type: none"> <li>● Own shares</li> <li>● Percentage of Shareholding by Spouse and Minor Child</li> </ul>	
<i>Family relationship between directors and executives</i>	- None -	

Supplemental document for Agenda 6: List and history of directors proposed for appointment as a new director



**MISS RATCHANEEVIPA P UIPUNTHAVONG**

Age	52 Years
Position to proposed	Executive Director
First Appointed	-
Total number of service tenure	<b>Newly appointed board members</b>
Graduation	<ul style="list-style-type: none"> <li>- Master of Business Administration, major in International Business, California State University, Dominguez Hills, USA</li> <li>- Bachelor of Business Administration, major in Insurance, Assumption University, Bangkok, Thailand</li> <li>- Director Certification Program (CLASS 232/2016) - Thai Institute of Directors (IOD)</li> <li>- Financial Statements for Directors (FDS 40/2019) - Thai Institute of Directors (IOD)</li> <li>- Ethical Leadership Program (ELP 17/2019) – Thai Institute of Directors (IOD)</li> <li>- Risk Management Program for Corporate Leaders (RCL 20/2020) - Thai Institute of Directors (IOD)</li> </ul>
Training	
Work Experiences in the Previous 5 Years	<p><b>DEMCO Public Company Limited</b></p> <p>January 2023 - Present Chief Business Development Officer</p> <p>June 2019 - Present Member of Executive Committee</p> <p>January 2023 - Present Acting Assistant Managing Director (Corporate Risk Management Division)</p> <p>June 2019 - Dec 2022 Deputy Managing Director</p> <p><b>Office of Insurance Commission</b></p> <p>Jan 2017 - Apr 2019 Executive Director in Strategic Management Department</p> <p>Jan 2010 - Jan 2017 Executive Director in Corporate Communication Department</p>
<i>Holding positions in other listed companies</i>	- None -
<i>Holding positions in other companies/ businesses</i>	- None -
<i>Other enterprise that may result conflicts of interest with the Company</i>	- None -
<i>Legal Disputes that are Criminal Cases in Non-Criminal Courts misdemeanor case</i>	- None -
Shareholding of DEMCO	<ul style="list-style-type: none"> <li>● Own shares - 292,000 -</li> <li>● Percentage of Shareholding by Spouse and Minor Child - None -</li> </ul>
<i>Family relationship between directors and executives</i>	<i>Elder sister of Mr. ORAND P UIPUNTHAVONG (Director)</i>

Document to support for Agenda 7: To consider and approve the Annual 'remuneration for directors of the year 2025

Information for consideration of regular remuneration and meeting allowances for Directors for year 2025

Remuneration for each type

Source: Survey Report of Directors Remuneration of 2024 from Thai Institute of Directors

Table 4 Proportion of remuneration model for Directors classified by business group

Table 5 Proportion of remuneration model for Directors classified by income level

Business Group	Monetary compensation			Non-monetary type compensation		
	Regular remuneration	Meeting allowance	Reward	Shares	Warrant	Benefits
Energy and utilities	94%	100%	54%	0%	0%	71%
Construction Service	79%	85%	47%	0%	0%	65%
Income level 1,000 - 5,000 million baht	70%	93%	49%	0%	0%	62%

Table 7 Remuneration for Directors classified by type of Director (Baht / person / time) (Baht)

	Chairman	Executive Director	Non-executive Director
Median	45,000	29,000	25,000
Arithmetic mean	62,163	34,115	33,119

Table 11 Meeting allowance by type of Director (Baht / person / time) (Baht)

	Chairman	Executive Director	Non-executive Director
Median	26,500	18,500	20,000
Arithmetic mean	34,962	22,841	22,577

Table 15 Reward (Bonus) Classified by type of Director (Baht / person / year) (Baht)

	Chairman	Executive Director	Non-executive Director
Median	431,314	311,667	330,000
Arithmetic mean	822,085	659,310	579,080

**Table 19** Remuneration for Sub - Committees classified by type of committee (Baht / person / time)

Sub-Committees	Regular remuneration (Baht / person / month)			Meeting allowance (Baht / person / time)		
	Chairman	Executive Director	Non-executive Director	Chairman	Executive Director	Non-executive Director
Audit committee	25,000	-	19,294	25,000	-	16,250
Nomination and Remuneration Committee	17,142	10,000	10,000	20,000	15,000	15,000
Corporate Governance Committee	31,500	3,333	20,000	20,000	15,000	15,000

#### Business group information for Chairman

Source: Table 1 Chairman's regular remuneration (Baht / person / month)

Table 4 Chairman's meeting allowance (Baht / person / time)

Description	Regular remuneration THB/person/ month			Attendance Fees (THB/person/meeting)		
	Average revenue	Minimum revenue	Maximum revenue	Average revenue	Minimum revenue	Maximum revenue
Classified by revenue	47,065	2,500	250,000	28,692	5,000	80,000
Income 1,001-5,000 million baht						
Classified by business group	47,889	16,667	180,000	28,782	7,500	75,000
● Energy & Utilities (Resource Business Group)						
● Construction service (Real Estate and Construction Business)	63,155	10,000	250,000	30,960	5,000	61,000

#### Business group information for Executive Directors remuneration

Source: Table 2 Regular remuneration for Executive Directors (Baht / person / month)

Table 5 Meeting allowance for Executive Directors (Baht / person / time)

Description	Regular remuneration / month			Attendance Fees (THB/meeting)		
	Average revenue	Minimum revenue	Maximum revenue	Average revenue	Minimum revenue	Maximum revenue
Classified by revenue	24,831	2,500	75,625	17,209	5,000	50,000
Income 1,001-5,000 million baht						
Classified by business group	35,993	12,500	145,000	22,685	5,000	60,000
● Energy & Utilities (Resource Business Group)						
● Construction service (Real Estate and Construction Business)	36,292	8,333	120,000	19,639	5,000	45,000

## Business group information for Non-executive Directors remuneration

Source: Table 3 Regular remuneration for Non-Executive Directors (Baht / person / month)

Table 6 Meeting allowance for Non-Executive Directors (Baht / person / time)

Description	Regular remuneration / month			Attendance Fees (THB/meeting)		
	Average revenue	Minimum revenue	Maximum revenue	Average revenue	Minimum revenue	Maximum revenue
Classified by revenue						
Income 1,001-5,000 million baht	23,823	2,500	95,000	18,531	5,000	50,000
Classified by business group						
• Energy & Utilities (Resource Business Group)	31,969	11,667	145,000	21,758	7,500	60,000
• Construction service (Real Estate and Construction Business)	34,403	5,000	120,000	20,268	5,000	50,000

Remuneration of sub - Committees (Baht/person/month)

Non-executive Director	DEMCO (Proposed)	Income 1,000-5,000 million Baht			Natural Resource Business Group			Real Estate and Construction Business		
		Average	Minimum	Maximum	Average	Minimum	Maximum	Average	Minimum	Maximum
<b>Audit Committee</b>										
• Chairman	-	27,424	2,500	100,000	28,337	10,000	71,250	42,156	10,000	180,000
• Directors	-	20,010	833	75,000	22,619	8,333	67,005	28,922	5,000	120,000
<b>Nomination and Remuneration Committee</b>										
• Chairman	-	15,642	833	31,500	14,722	8,333	25,000	35,024	3,500	120,000
• Directors	-	13,028	666	30,000	12,500	4,167	20,000	18,333	5,000	75,000
<b>Corporate Governance Committee</b>										
• Chairman	-	31,500	31,500	31,500	-	-	-	35,000	20,000	50,000
• Directors	-	30,000	30,000	30,000	-	-	-	15,000	10,000	20,000
<b>Risk Management Committee</b>										
• Chairman		26,768	5,500	75,000	21,389	8,333	50,000	62,500	50,000	75,000
• Directors		21,792	3,350	70,000	17,667	8,333	50,000	15,000	15,000	15,000

### Meeting Allowance for Sub – Board Committee (Baht / person / month)

Non-executive Director	DEMCO (Proposed)	Income 1,000-5,000 million Baht			Natural Resource Business Group			Real Estate and Construction Business		
		Average	Minimum	Maximum	Average	Minimum	Maximum	Average	Minimum	Maximum
<b>Audit Committee</b>										
• Chairman	20,000	23,798	5,000	70,000	24,317	7,500	60,000	26,849	7,500	61,000
• Directors	18,000	16,882	5,000	50,000	18,483	5,000	45,000	18,202	5,000	36,000
<b>Nomination and Remuneration Committee</b>										
• Chairman	15,000	20,072	3,750	60,000	22,286	5,000	60,000	24,413	5,000	70,000
• Directors	12,000	14,358	3,194	40,000	17,196	5,000	45,000	16,813	5,000	40,000
<b>Corporate Governance Committee</b>										
• Chairman	15,000	22,031	10,000	50,000	18,000	18,000	18,000	39,571	15,000	120,000
• Directors	12,000	16,425	10,000	30,000	15,000	15,000	15,000	26,143	10,000	75,000
<b>Risk Management Committee</b>										
• Chairman	15,000	19,535	3,750	50,000	20,068	10,000	60,000	22,885	5,000	61,000
• Directors	12,000	13,790	3,750	30,000	18,409	10,000	45,000	16,875	5,000	40,000

Source: Table 21, 22, 23, 24, 41, 43, 44, 46, 58, 60, 61, 63, 70, 72, 73 and 75 Appendix of the 2024 Directors Remuneration Survey Report.

A resume of the appointment of Auditors - A.M.T. & Associate

Name -Surname	● Mrs.Natsarak Sarochanunjeen
CPA (Thailand No.)	● 4563
Education	<ul style="list-style-type: none"> <li>● Higher Diploma in Auditing Program, Thammasat University</li> <li>● BBA, Thammasat University</li> </ul>
Current Position	<ul style="list-style-type: none"> <li>● Audit Partner</li> </ul>
Certificates	<ul style="list-style-type: none"> <li>● CPA Registration No. 4563</li> <li>● CPA approved by the office of SEC</li> </ul>
Experience	<ul style="list-style-type: none"> <li>● Experience in external auditing more than 20 years</li> </ul>
Conflict of interest with the Company, the management, the major shareholders or any related person	<p>Conflict of interest with the Company, the management, the major shareholders</p> <ul style="list-style-type: none"> <li>● None</li> </ul>
or any related person	<ul style="list-style-type: none"> <li>● None</li> </ul>



Name -Surname	● Miss Jarunee Nuammae
CPA (Thailand No.)	● 5596
Education	<ul style="list-style-type: none"> <li>● High Diploma in Auditing Program, - Thammasat University</li> <li>● B.B.A.(Accounting), - Rajamangla Institute of Technology</li> </ul>
Current Position	<ul style="list-style-type: none"> <li>● Audit Partner</li> </ul>
Certificates	<ul style="list-style-type: none"> <li>● CPA Registration No. 5596</li> <li>● CPA approved by the office of SEC</li> </ul>
Experience	<ul style="list-style-type: none"> <li>● Experience in external auditing more than 20 years</li> </ul>
Conflict of interest with the Company, the management, the major shareholders or any related person	<p>Conflict of interest with the Company, the management, the major shareholders</p> <ul style="list-style-type: none"> <li>● Non</li> </ul>



Name -Surname	● Miss Daranee Somkamnerd
CPA (Thailand No.)	● 5007
Education	● Higher Diploma in Auditing Program, - Thammasat University
Current Position	● Audit Partner
Certificates	● CPA Registration No. 5007
Experience	● CPA approved by the office of SEC ● Experience in external auditing more than 20 years



Conflict of interest with the Company,  
the management, the major shareholders  
or any related person

- None

Name -Surname	● Mr. Siramate Akkharachotkullanun
CPA (Thailand No.)	● 11821
Education	● BBA, Kasetsart University
Current Position	● Audit Partner
Certificates	● CPA Registration No. 11821
Experience	● CPA approved by the office of SEC ● Experience in external auditing more than 10 years



Conflict of interest with the Company,  
the management, the major shareholders  
or any related person

- None

**Definition of Independent Directors****DEMCO Public Company Limited**

1. Hold no more than 0.5% of total voting shares of the Company, parent company, subsidiaries, associated companies, major shareholders, or the Company's authorized controller, including shareholders related to the Independent Director.
2. Must not involve with management or be a contractor, employee, consultant-receiving regular salary or an authorized person of the Company, parent company, subsidiaries, associated companies, major shareholders, or the Company's authorized persons for a period of less than two years prior. But the prohibition except for former government officer or former advisor of government officer that be major shareholder or the Company's authorized controller.
3. Not being a person who has a blood or legally registered relationship in the form of fatherhood, motherhood, spouse, siblings, offspring, including spouse of offspring of the executives, major shareholders, authorized person, or any proposed persons to be the executives or authorized controllers of the Company and its subsidiaries.
4. Having no business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders, or authorized persons of the Company, which may interrupt his/her independent discretion, including not being a covert shareholders authorized person, or any proposed persons with business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders, or authorized persons, either at present or not less than two years prior to the appointment of Independent Director. Such business relationship includes normal business transaction, leasing or real-estate rental, items concerning assets and services, offer or receive financial assist by borrowing, lending, lending, guaranteeing, providing assets as debt guarantee as any act in the same manner causes the Company and its partners of contract to pay debt of 3% or more of the tangible net asset of the Company, or Baht 20 million or more, of which is lower with value calculation of the related transaction. According to the announcement of the capital market regulator, it also includes any debts occurred during one year prior to the date that the business relationship with the same person begins.
5. Not being an auditor of the Company, parent company, subsidiaries, associated companies, major shareholders, or authorized being persons of the Company. Also, not being a covert shareholders

(Holds no more than 10% of total voting shares of the Company, including related persons), authorized persons or audit office partners with authorized persons of the Company, parent company, subsidiaries, associated companies, major shareholders, or authorized person of the Company, either at present or not less than two years prior to the appointment of Independent Director.

6. Not being any professional service provider, including law advisor or financial advisor, receiving service fees more than Baht 2 million per year from the Company, parent company, subsidiaries, associated companies, major shareholder, or authorized person of the Company and not being a covert shareholder, or authorized person or partner of professional service provider, either at present or not less than two years prior to the appointment of Independent Director.
7. Not being a Director appointed as a representative of directors of the Company, major shareholder, or shareholders related major shareholders.
8. Not having the same business as the Company's which may lead to competition with the Company, subsidiaries, or not being a covert partner to the partnership, or a director involves with management, an employee, a staff member, a salaried advisor or having shares more than 1% of shares with voting rights of other companies with the same business nature competing with the business of the Company and its subsidiaries.
9. Not having characteristics that obstruct providing independent opinions concerning the Company's operating results.

After being appointed as Independent Directors of the Company. Independent Directors may be assigned by the Board of Directors to make decision on the operation of the Company, parent company, subsidiaries, associated companies, equivalent subsidiaries, major shareholders, or authorized controllers of the Company, in the form of collective decision. This does not mean that such Independent Directors have taken part in the management.

Remarks: DEMCO Public Company Limited sets qualification of Independent Directors for Topic 1 much more intensive than the minimum requirement specified by SEC and SET.

**Articles of Association of DEMCO Public Company Limited**  
**(relevant to the Shareholder's Meeting)**

**Article 17.** In the Meeting, the candidate for directors would be elected by major vote according to the condition and method as follows.

- (1) Each shareholder obtains 1 vote for 1 share each.
- (2) Each shareholder may utilize all votes for a director or more. And the votes must be provided equally for the each selected directors.
- (3) The candidate with the highest votes shall be elected for a director and the ones with higher votes in the ranking, but not exceed the required number of directors, shall be elected as well. If the candidates, having equal votes, exceed the required number of directors, the Chairman to the Meeting shall perform final decision.

**Article 19.** By every Annual General Meeting of Shareholders, one-third of the directors shall be retired. The portion nearest one-third shall be applied in case the number of the directors cannot be divided by three exactly. For the first two years after registered to be public company, the retired ones would be selected by random (draw lots). And after that the director with the longest tenure shall be consider retired. Anyhow, the retired directors may be re-elected to continue their offices for another term.

**Article 29.** A director is entitled to emoluments from the Company in the form of a reward, meeting allowance, remuneration, bonus or other forms of benefits pursuant to the Articles or as stipulated by the shareholders' meeting. The meeting of shareholders may prescribe a fixed amount or provide rules for making a determination, and the prescription may be applicable to a certain occasion or for an indefinite period until a subsequent alteration. In addition, a director shall receive stipends and welfare benefits pursuant to the regulations of the Company.

**Article 32.** The board of directors shall arrange for an annual general meeting of shareholders at least once a year and within 4 months from the end of the fiscal year of the Company. All other general meeting of shareholders are called "extraordinary general meeting". The board of directors may convene extraordinary general meeting of shareholders whenever they think appropriate.

**Article 33.** General activities in the Annual General Meeting of Shareholders shall be as follows;

- (1) Considering the report of Board of Director proposed to the Meeting about the Company activities in the previous year
- (2) To consider and approve the Balance Sheets and the Profit and Loss Statements

- (3) To consider for profit allocation and dividend payment
- (4) To consider and elect the directors in replacement of those retired by rotation and approve director remuneration
- (5) To approve the appointment of Auditors and the remuneration
- (6) Other activities

**Article 34.** In convening a shareholders' meeting, the board of directors shall prepare a notice specifying the place, date, time, agenda and matters to be proposed to the meeting, as well as adequate details that clearly indicate whether such matters are proposed for acknowledgement, approval, or consideration, as the case may be; and the board of directors' opinions on such matters. The notice shall be sent to the shareholders and the Registrar not less than 7 days prior to the date of the meeting.

**Article 35.** In the meeting of Shareholders, shareholder may authorize a proxy to act on behalf for meeting and for vote. The proxy may not be the Shareholder of the Company. The power of attorney shall be made and signed in the form stipulated by the register officer of the Public Company Limited.

Prior the meeting, the consignee must bring the Proxy Form to the Chairman of the Board or the ones Chairman assigned to.

**Article 36.** At a shareholders' meeting, there shall be not less than 25 shareholders and proxies, or not less than one half of the total number of shareholders, whichever is the less, and in either case such shareholders and proxies shall hold shares altogether not less than 1/3 of the total number of share sold attending the meeting to constitute a quorum, unless otherwise stipulated by Laws. At any shareholders' meeting, if the number of shareholders attending the meeting does not constitute a quorum within 1 hour after the appointed time, the meeting shall be cancelled if it was convened by the request of shareholders. If the meeting was not convened by the request of shareholders, the meeting shall be convened once again and the notice convening the meeting shall be sent to the shareholders not less than 7 days prior to the date of the meeting. At such subsequent meeting, a quorum is not required.

**Article 37.** The chairman of the board of directors shall be the chairman of the shareholders' meeting. In the event that the chairman is absent or unable to perform his/her duties, if there is a vice- chairman, the vice-chairman shall act as the chairman of the meeting. If there is no vice-chairman or there is but he/she is unable to perform his/her duties, the shareholders attending the meeting shall elect one of them to act as the chairman of the meeting. The meeting shall be performed follows the Agenda arranged before. Anyhow, the sequence may be changeable by the vote made by not less than 2/3 of the attendance.

**Article 38.** Unless otherwise stipulated by this Articles of Association or the Laws, decisions or resolutions of the shareholders' meeting shall be passed by a majority of the shareholders attending and voting in the meeting.

For each vote, 1 share shall count as 1 vote. Any shareholder who has interests in any matter shall not be entitled to vote on such matter except for electing a director.

In the event of a tied vote, the chairman of the meeting shall have a casting vote.

In case of common hold in a share, an authorized representative shall be set for vote.

Vote shall be revealed unless at least 5 shareholders request and the meeting adopt, the vote can be performed secretly with the method the Chairman stipulate.

**Article 39.** In the following cases, the resolutions of the shareholders' meeting shall be passed by a vote

- (1) In general case, the resolutions of the shareholders' meeting shall be passed by the majority votes of the shareholders attending the meeting and casting their votes. If the votes for "Agree" and "Disagree" are equal or tie, the one (1) vote from the Chairman would finalize the result.
- (2) In the following cases, the resolutions of the shareholders' meeting shall be passed by a vote of not less than 3/4 of the number of votes of shareholders attending the meeting and being entitled to vote in the meeting:
  - a) A sale or transfer of all or substantial part of the Company's business to any other person;
  - b) A purchase or acquisition of transfer of business of other companies or private companies by the Company;
  - c) An entering into, amendment or termination of any contract relating to a lease out of all or substantial part of the Company's business;
  - d) An assignment of the management control of the Company's business to any other person;
  - e) A merger with any other person for the purpose of profit and loss sharing;
  - f) An amendment to the Memorandum of Association or Articles of Association of the Company;
  - g) An increase or reduction of the capital of the Company or an issuance of debentures;
  - h) An amalgamation or dissolution of the Company.

**Article 40.** In case of unable to finish all specified Agenda or any other additional Agenda raised by the shareholders, who hold not less than 1/3 of total share in the meeting, on the meeting date

and has to postpone the meeting, the meeting shall decide and finalize for the next time and meeting place. And then Board of the Directors shall arrange for issuing new invitation letter with the Agenda and meeting place & date submitting to shareholders not less than 7 days before the meeting date and advertisement for the news shall be made by local newspaper continuously for 3 days before the meeting date.

**Article 41.** The place for shareholders meeting shall be in the area which the head office or branch office of the Company is located or in a nearby province as per the Chairman or the authorized one suggest.

**Article 42.** The Company may offer for sale of additional shares for all or part of the new issued ones. Newly issued shares may be offered by selling to shareholders in proportion to the amount that each shareholder already has obtained or offered to the public or other persons, either in whole or in part, in accordance with the resolution of the shareholders' meeting with a vote of not less than three-fourths (3/4) of the total votes of shareholders attending the meeting and having the right to vote

**Article 43.** The Company shall reduce its registered capital by lowering the par value of each share or reduce the number of shares to be less. But the capital cannot be reduced to less than one quarter (1/4) of the total capital.

In the event that the Company has accumulated losses and has already compensated for the accumulated loss and still has the remaining accumulated loss, the Company may reduce its capital to less than one-fourth (1/4) of the total capital to offset the accumulated loss. The decrease in the value of shares or the number of shares under the first paragraph or the second paragraph can be done only when the shareholders' meeting has passed a resolution to approve with a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote. Apply for registration must be done within fourteen (14) days from the date of the meeting's resolution.

**Article 44.** The shareholders' meeting may pass a resolution to reduce the capital by cutting registered shares that have not been sold or that have not yet been sold. When the meeting has passed a resolution, the Company shall register for the capital reduction within fourteen (14) days from the date of the meeting's resolution.

**Article 46.** Besides the resolution in the Meeting of Shareholders or the resolution of the Board of Director to pay dividend meantime, the dividend is not allowed to be paid by any reason. And the payment has to be made from the Company profit only.

A dividend shall be paid within the time period as prescribed by Laws, within 1 month from the resolution date. A written notice shall be sent to the shareholders and a notice of dividend payment shall also be published in a local newspaper for 3 days continuously.

**Article 48.** The board of director may pay interim dividends from time to time to the shareholders if the Company's profit is adequate for doing so. After such dividend payment, the board of director shall then report the same to the shareholder at the next meeting.

**Article 49.** The dividend shall be shared equally for each share. But this shall be specified different for preferred share.

**Article 50.** The Company must allocate a portion of annual net profit, not less than 5 percent , as reserved funds , less the accumulated losses brought forward (if any), until the reserved fund reaches the amount not less than 10 percent of the registered capital.

With the approval of the meeting of shareholders, the company may transfer other reserved fund, legal reserved fund, and Cross section of stock value reserves to compensate the company's aggregate loss.

**Article 54.** The Board of Directors shall assign for the preparation of the audited company Balance sheet and Income Statement at ended accounting circle proposing to the Annual General Meeting of Shareholders to consider and approve.

**Article 55.** The Company shall deliver the following document to shareholders together with the invitation letters before the meeting

1. Copies of the balance sheet and the profit and loss statement which have already been audited by the auditor together with report.
2. The annual report together with the relevant document

**Article 57.** The Meeting of Shareholders shall consider appointing the Company's auditors annually and to fix the auditors' remuneration. The retired auditors may be appointed to continue in their office for next term.

**Article 58.** The auditor shall not be a director, staff, employee, or officer of any position of the company but possibly a shareholder.

**Article 59.** The shareholders' meeting, the board of directors' meeting, or the sub-committee meetings of a company may be held via electronic media. However, such electronic meetings must comply with the law and relevant safety standards for ensuring the security of the electronic meetings.

**Article 60.** The invitation to the meeting and supporting documents can be sent according to the methods,

time frame, and newspaper advertisement requirements as stipulated by the law or regulations governing the meeting. The invitation and supporting documents may also be sent via electronic media such as email, unless the Company does not have the email address information of all eligible participants. In this case, the person responsible for organizing the meeting must keep a copy of the invitation and supporting documents as evidence, which may be stored in electronic form.

**Article 61.** The organizer of the electronic meeting must ensure that all participants identify themselves before joining the meeting via electronic media. In the case of a board of directors' meeting, directors who attend the meeting and have identified themselves through electronic media are eligible to receive meeting allowances.

**Article 62.** The organizer of the electronic meeting must ensure that all participants are able to vote, both through open voting or secret voting.

**Article 63.** In an electronic meeting, the Company must implement a written meeting control system before conducting the meeting. The organizer must ensure that a system administrator is appointed to oversee and manage the meeting system from start to finish. The system must also be capable of managing for investigation and troubleshooting for the participants through remote access.

**Article 64.** All participants in the electronic meeting must be able to view the meeting information being presented during the meeting via their own devices or communication equipment throughout the duration of the meeting.

**Article 65.** In cases of necessity or emergency, the chair-person of the meeting and/or the system administrator must be able to immediately cut off the audio and/or video signal of any participant's device in the system.

**Article 66.** The Company must ensure that minutes of the electronic meeting is prepared and that both audio and video of the participants are recorded throughout the meeting, unless it is a confidential meeting. The recordings must be in electronic format and considered as a part of the meeting report.

A resume of The Independent Directors represented as proxy in the meeting

In case a shareholder is not available to attend the Annual General Meeting of Shareholders 2025 by himself/herself, one proxy may be appointed to attend and vote or the shareholder may appoint one of the following Company's Independent Directors to be his/her proxy.

1. Name MR. PRIN BHOLNIVAS

Age 69 years

Position Independent Director/Chairman of Audit Committee/  
Member of Investment Committee, Member of Nomination and  
Remuneration Consideration Committee/ Member of Investment  
Committee

Address 59 Moo 1 Suanprikthai, Muangpathumthani, Pathumthani 12000

**Conflict of interest in the Agenda proposed in the meeting**

- There is no conflict of interest in the agenda proposed at this Annual General Meeting of Shareholders



2. Name MR. MANOON MANUSOOK

Age 56 years

Position Independent Director /Chairman of Corporate Governance and Sustainability Committee/ Member of Audit Committee/  
Member of Corporate Risk Management Committee

Address 59 Moo 1 Suanprikthai, Muangpathumthani, Pathumthani 12000

**Conflict of interest in the Agenda proposed in the meeting**

- There is no conflict of interest in the agenda proposed at this Annual General Meeting of Shareholders



3. Name Dr. Bundit Aowsathaporn

Age 55 years

Position Independent Director / Member of the Audit Committee  
/Member of Corporate Governance and Sustainability Committee

Address 59 Moo 1 Suanphrikthai, Muangpathumthani, Pathumthani 12000

**Conflict of interest in the Agenda proposed in the meeting**

- There is no conflict of interest in the agenda proposed at this Annual General Meeting of Shareholders.



Rules for attending the shareholders' meeting via electronic meeting (E - AGM)

For the Annual General Meeting of Shareholders for the Year 2025

DEMCO Public Company Limited

Tuesday, April 29, 2025 at 2:00 pm.

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within 23 April, 2025 . The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent One day in advance of the meeting date.

**Requesting to attend the meeting via electronic meeting**

Shareholders wishing to attend the meeting via electronic meeting must notify their intention to attend the meeting in two ways as follows:

1. Please formally confirm your participation in the meeting by sending the necessary information via email or postal mail
2. Please confirm your intention to attend the meeting by submitting the required information via the official website or by scanning the provided QR code.

**A. If shareholders wish to notify their intention to attend the meeting via electronic meeting (E - AGM) by sending information via Email or postal :**

- Please fill in the document requesting to attend the meeting via electronic meeting (E - AGM) (Enclosure 9) by specifying your Email and your mobile phone number clearly for registering for the meeting.
- Attach a copy of identity document to proof for the right to attend the E - AGM meeting.

**1. Shareholders who are natural persons:**

- **If a shareholder wishes to attend the meeting in person via E - Meeting:**
  - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name - surname changes, shareholders are requested to attach supporting evidence.
- **If a shareholder appoints another person to attend the meeting on his/her behalf via E - Meeting:**

- The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
- A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
- A copy of the proxy's identity document, such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.

2. Shareholders who are juristic persons:

- If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic meeting (E - Meeting)
  - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
  - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- If the proxy is assigned to attend the meeting instead via electronic meeting (E-AGM)
  - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
  - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
  - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
  - Copy of the identity document of the proxy as in the case of natural persons as mentioned above.

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

➤ Submit the documents requesting to attend the meeting via electronic meeting (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company within April 23, 2025

- Email channel : Corp\_secretary@demco.co.th
- Postal channels : Company's Secretary , DEMCO Public Company Limited  
59 Moo 1 Tambol Suanphrikthai,  
Amphur Muangpathumthani, Pathumthani 12000

➤ If shareholders wish to notify their intention to attend the meeting via electronic meeting (E - AGM) by the official website or by scanning the provided QR code.

1. Please confirm your intention to attend the meeting via the web browser Chrome by accessing the following link

Scan QR Code	Access to the below Link
	<a href="http://demco.thekoble.com/agm/emeeting/index/1">http://demco.thekoble.com/agm/emeeting/index/1</a>

2. Enter shareholder's information

- Securities Account Number
- First Name (Do not include a title. If the shareholder is a juristic person, leave this field blank.)
- Last Name (If the shareholder is juristic person, enter it in the last name field.)
- National Identification Number
- Attach a copy of the company certificate (Applicable only if the shareholder is a juristic person.)
- Accept the terms and conditions and consent to the access of personal data.
- Click "Confirm".

3. Verify the shareholder's name and the number of shares. If the information is correct, kindly proceed with entering the shareholder's details.

- Full Name (in English)
- Email Address to Receive the Meeting Access Link
- Mobile Phone Number

If the shareholder attends the meeting in person: Provide the shareholder's mobile phone number.

If attending by proxy: Provide the proxy's mobile phone number for meeting access.

- Select the Meeting Participation Type:

- Attend the meeting in person via E-AGM.
- Appoint a general proxy to attend via E-AGM.
- Appoint an independent director as a proxy.

- Click "Next".

- **For Shareholders Attending the Meeting in Person via E-AGM**

Prepare to attach supporting documents for identity verification:

1. A copy of an identification card, passport, or any government-issued ID.
2. Other relevant documents, such as a company certificate.
3. Click "Next."
4. The system will display the message: "Your information has been successfully received."

Please review your name and the number of shares once again.

5. Close the window to complete the meeting attendance registration.

- **For Appointing a General Proxy to Attend the Meeting via E-AGM**

Prepare to attach supporting documents for shareholder identity verification:

1. A copy of an identification card, passport, or any government-issued ID.
2. Other relevant documents, such as a company certificate.
3. Click "Next."
4. Provide the proxy's details and attach supporting documents:

- Full Name of the Proxy (in Thai)
- Full Name of the Proxy (in English)
- Attach a copy of the proxy's identification document.
- Attach a completed and signed proxy form.

5. Click "Next."
6. The system will display the message: "Your information has been successfully received." Please review the name and the number of shares once again.
7. Close the window to complete the meeting attendance registration.

- **For Appointing an Independent Director as a Proxy**

1. Prepare to attach supporting documents for identity verification (same as for shareholders attending the meeting in person).
2. Attach the completed and signed proxy form.
3. Click "Next."
4. The system will display the message: "Your information has been successfully received."

- o Please review the name and the number of shares once again.

5. Close the window to complete the meeting attendance registration.

**Note:**

The system for registering meeting attendance will be open from **April 4, 2025** to **April 23, 2025**, or until the meeting is concluded. (*The system will not accept submissions on Saturdays, Sundays, and public holidays.*)

- **Participation in the Meeting via Electronic Media (E-AGM)**

1. Once the shareholder or proxy who has registered their intention to attend the meeting is fully verified, you will receive an email from the meeting provider.
  - o This email will contain a link to join the meeting along with the system usage manual.
  - o Please review the E-AGM usage manual carefully before the meeting, which will be sent 2 days before the meeting date.
  - o If not received the email by April 24, 2025, please contact the Company immediately.
2. It is needed to prepare the following information to access the system:
  - o If the shareholder is attending the meeting in person:
    - Securities Account Number (Shareholder registration number)
    - National ID number of the shareholder
  - o If attending by proxy:
    - National ID number and mobile phone number of the proxy
3. You can join the meeting and vote via electronic media using a computer, laptop, tablet, or mobile phone through the Chrome web browser with a 4G internet connection or basic home internet.

**Note:** If attending the meeting via tablet or mobile phone, you must install the Zoom Cloud Meeting app before the meeting.

The Zoom app can be downloaded as follows:

iOS System	Android System
	
<a href="https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307">https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307</a>	<a href="https://play.google.com/store/apps/details?id=us.zoom.videomeetings">https://play.google.com/store/apps/details?id=us.zoom.videomeetings</a>

4. The system will be available to join the meeting 120 minutes prior to the start time. However, the live broadcast will begin only at the scheduled meeting time.
5. To log in, participants will need to use their shareholder registration number and the shareholder's national ID number.
6. For E-Voting, you will be able to cast your vote for each agenda item by choosing one of the following options: Agree, Disagree, or Abstain. If you do not vote on any agenda item, the system will automatically count your vote as "Agree" (using the method of allocating votes to the "Agree" option).
7. If participants encounter any issues or difficulties in using the E-AGM system, you can contact OJ International Co., Ltd. Please use the contact number provided in the email that includes the system user manual.

\*\*\* This E - AGM meeting will be an electronic (remote) meeting only; therefore, shareholders are convenient for no necessity to visit us at the Company. \*\*\*

➤ **If a shareholder wishes to appoint an independent Director as a proxy:**

Suppose any shareholders cannot attend the E - AGM meeting in person or cannot appoint other proxies to attend the E - AGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (Enclosure 10) specifying the proxy as one of the independent Directors as specified by the Company along with supporting documents to the Company by the date within the date April 23, 2025 via the following channels:

- Email channel : Corp\_secretary@demco.co.th
- Postal channels : Company's Secretary, DEMCO Public Company Limited  
59 Moo 1 Tambol Suanphrikthai,  
Amphur Muangpathumthani, Pathumthani 12000

**Note:** If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

➤ **In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper:**

Please submit the following information:

1. The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. A copy of ID card, or a copy of government official card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:

- Email channel : Corp\_secretary@demco.co.th
- Postal channels : Company's Secretary, DEMCO Public Company Limited  
59 Moo 1 Tambol Suanphrikthai,  
Amphur Muangpathumthani, Pathumthani 12000

■ **Submitting advice or questions related to business, industry, Company Performance, or related to any agenda which will be considered at the E-AGM meeting:**

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions in advance to the Company before the meeting date through the following channels:
  - Email channel : [Corp\\_secretary@demco.co.th](mailto:Corp_secretary@demco.co.th)
  - Telephone: 02 – 9595811 Ext. 2250
  - Postal channels : Company's Secretary , DEMCO Public Company Limited  
59 No 1 Tambol Suanphrikthai,  
Amphur Muangpathumthani, Pathumthani 12000

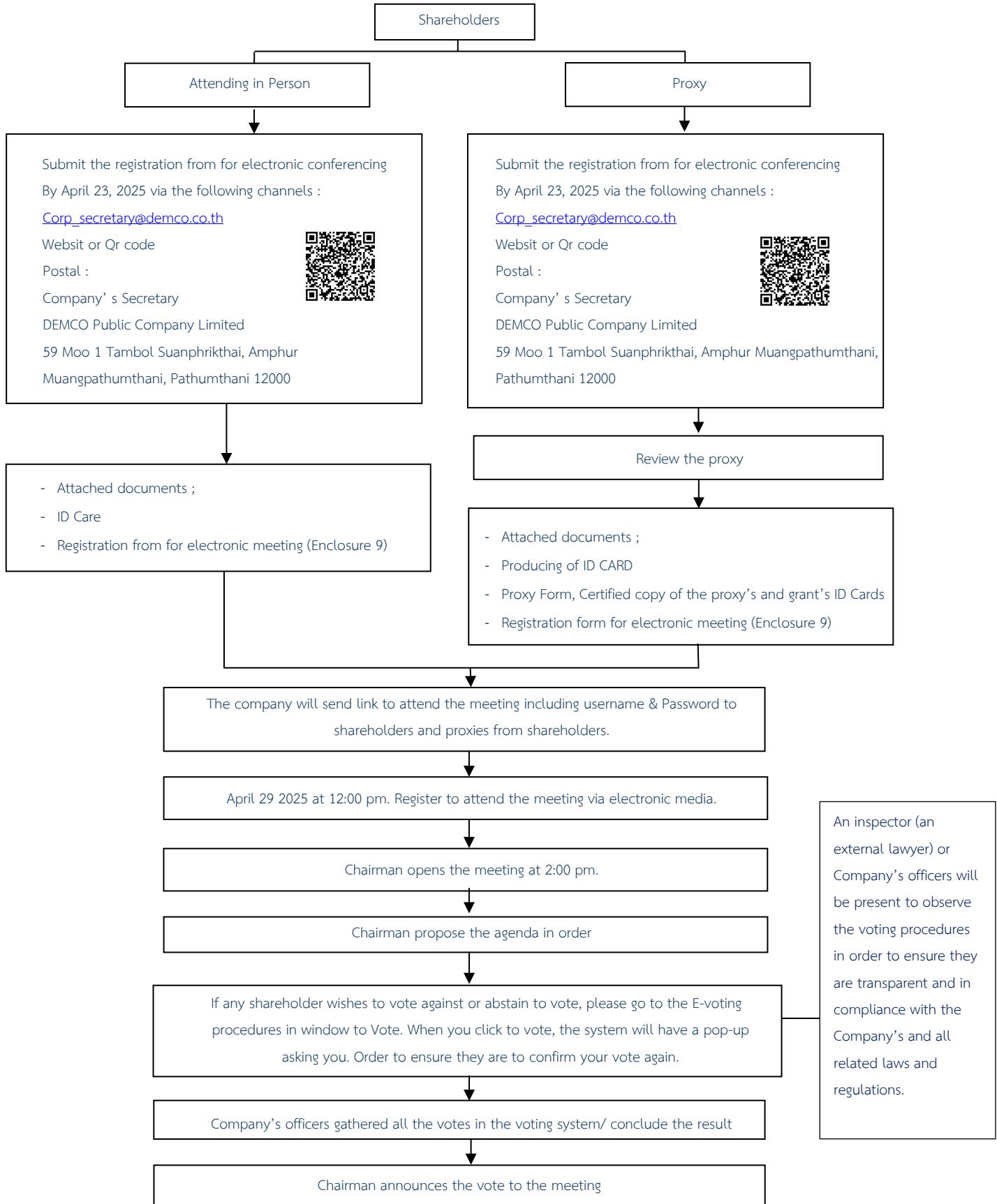
2. Submit advice or questions during the meeting to those attending the E - AGM meeting. The attendee must specify his/her first and last name and state whether his / her is a shareholder attending the meeting himself / herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:

- Chat channel for text messages;
- An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Emails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via E - Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.
2. Regarding the process of attending the meeting and voting via E - Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

## Procedure for attending the General Meeting of Shareholders 2025



แบบฟอร์มลงทะเบียนสำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E - AGM)

(E - AGM) Registration form for attending the E - AGM through Electronics Meeting Platform

เขียนที่.....

Written at

วันที่ .....เดือน..... พ.ศ.....

Date .....Month..... Year.....

เลขทะเบียนผู้ถือหุ้น .....

Shareholders' Registration No.....

ข้าพเจ้า..... หมายเลขอปตประจ้าตัวประชาชน/หนังสือเดินทาง.....

I/We, Identification Card/Passport number

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

Nationality Residing at No. Road Sub district

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

District Province Postal Code

อีเมล.....โทรศัพท์มือถือ.....

E-mail Mobile Phone

เป็นผู้ถือหุ้นของ บริษัท เด็มโก้ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม .....หุ้น

As a shareholder of DEMCO Public Company Limited, holding a total number of..... shares.

ข้าพเจ้าขอียนยันเข้าร่วมประชุมและออกเสียงลงคะแนนใน การประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ในวันอังคารที่ 29 เมษายน 2568 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E - AGM) กรุณาส่งลิ้งค์เข้าร่วมประชุมเฉพาะบุคคลสำหรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ (E - AGM) ตามกฎหมายที่เกี่ยวข้อง

I confirm to attend the meeting and reserve the right to vote in the 2025 Annual General Meeting of Shareholders held on 29 April 2025 at 02.00 p.m. Please send an individual link for me to attend the E - AGM in accordance with relevant laws.

ลงทะเบียนแจ้งความประสงค์โดยส่งแบบฟอร์มมายังบริษัท หรือโดยสแกนหรือถ่ายรูปมายังบริษัทที่อีเมล

corp\_secretary@demco.co.th ภายในวันที่ 23 เมษายน 2568

Please Register via sending this filled in form to the Company by scanning or taking a photo and attach to an Email sending to Email address: corp\_secretary@demco.co.th not later than 23 April 2025.

ลงชื่อ/Signed .....ผู้ถือหุ้น/Shareholder

( ..... )

(Affix 20 Baht duty stamp)

Proxy (Form A)

Shareholders' Registration No.....

Issued at .....

Date ..... Month..... Year.....

(1) I / We ..... Nationality.....  
Address.....  
.....

(2) being a shareholder of DEMCO Public Company Limited “the Company”  
Holding the total number of ..... shares and have the rights to vote equal to ..... votes as follows:  
 ordinary share ..... shares and have the rights to vote equal to ..... votes  
 preference share ..... shares and have the rights to vote equal to ..... votes

(3) Hereby appoint my/our proxy from the below names and condition.

1. Name ..... Age.....Year,  
Residing at ..... Road .....  
Tambol/Khwaeng ..... Amphur/Khet .....  
Province ..... Postal Code ..... or

2. Mr. PRIN BHOLNIVAS Independent Director/Chairman of Audit Committee/Member of Nomination and Remuneration Consideration Committee/ Member of Investment Committee  
Residing at 59 Moo1 Tambol Suanphrikthai, Amphur Muangpathumthani Age 69-Year-old  
Pathumthani Postal Code 12000 or

3. Mr. MANOON MANUSOOK Independent Director/Chairman of Corporate Governance and Sustainability Committee/Member of Audit Committee/Member of Corporate Risk Management Committee  
Residing at 59 Moo1 Tambol Suanphrikthai, Amphur Muangpathumthani Age 56 -Year-old  
Pathumthani Postal Code 12000 or

4. Dr. BUNDIT AOWSATHAPORN Independent Director/Member of Audit Committee/Member of Corporate Governance and Sustainability Committee/Member of Nomination and Remuneration Consideration Committee  
Residing at 59 Moo1 Tambol Suanphrikthai, Amphur Muangpathumthani Age 55 -Year-old  
Pathumthani Postal Code 12000

Any of the only one selected mentioned person could be my/our proxy to attend and vote in my/our behalf at the 2025 Annual General Meeting of Shareholders held on Tuesday 29, April 2025, at 2.00 pm, at the Head Office of DEMCO Public Company Limited, 59 Moo 1 Tambol Suanphrikthai, Amphur Muangpathumthani, Pathumthani 12000, via E-AGM. This authorization shall be still valid if the meeting or place be changed later.

Any acts perform by the proxy in this meeting, except the case that the proxy does not be authorized to vote according to those specify in the Proxy Form, shall be deemed as my/our actions in all respects.

Signed .....Grantor  
(.....)

Signed .....Proxy  
(.....)

Remarks

1. The Shareholder shall grant proxy to only one proxy to attend and vote at the meeting.

The number of shares shall not be divided to more than one proxy in order to divide the votes.

2. For the election of director, it is able to elect the whole Board or to elect any director individually.  
3. In case there is any other agenda to be considered in addition to those specified above, the grantor may specify such agenda in the Annex of this Proxy.

(Affix 20 Baht duty stamp)

Proxy (Form B)

Issued at .....

Shareholders' Registration No.....

Date ..... Month..... Year.....

(1) I / We ..... Nationality.....

Address.....  
.....

(2) being a shareholder of DEMCO Public Company Limited “the Company”

holding the total number of ..... shares and have the rights to vote equal to ..... votes as follows:

ordinary share ..... shares and have the rights to vote equal to ..... votes  
 preference share ..... shares and have the rights to vote equal to ..... votes

(3) Hereby appoint my/our proxy from the below names and condition.

1. Name ..... Age ..... Year,

Residing at ..... Road .....

Tambol/Khwaeng ..... Amphur/Khet.....

Province ..... Postal Code ..... or

2. Mr. PRIN BHOLNIVAS Independent Director/Chairman of Audit Committee/Member of Nomination and Remuneration Consideration Committee/ Member of Investment Committee

Residing at 59 Moo1 Tambol Suanphrikhai, Amphur Muangpathumthani Age 69-Year-old

Pathumthani Postal Code 12000 or

3. Mr. MANOON MANUSOOK Independent Director/Chairman of Corporate Governance and Sustainability Committee/Member of Audit Committee/Member of Corporate Risk Management Committee

Residing at 59 Moo1 Tambol Suanphrikhai, Amphur Muangpathumthani Age 56 -Year-old

Pathumthani Postal Code 12000 or

4. Dr. BUNDIT AOWSATHAPORN Independent Director/Member of Audit Committee/Member of Corporate Governance and Sustainability Committee/Member of Nomination and Remuneration Consideration Committee

Residing at 59 Moo1 Tambol Suanphrikhai, Amphur Muangpathumthani Age 55 -Year-old

Pathumthani Postal Code 12000

(3) Any of the only one selected mentioned person could be my/our proxy to attend and vote in my/our behalf at the 2025 Annual General Meeting of Shareholders held on Tuesday 29, April 2025, at 2.00 pm, at the Head Office of DEMCO Public Company Limited, 59 Moo 1 Tambol Suanphrikthai, Amphur Muangpathumthani, Pathumthani 12000, via E-AGM. This authorization shall be still valid if the meeting date or place be changed later.

(4) I/We hereby authorize the proxy to vote on my/our behalf in this meeting as follows:

**Agenda 1 To consider and adopt the Minutes of the 2024 Annual General Meeting of Shareholders.**

(a) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.

(b) The proxy shall vote according to my intention as follows:

Approve       Disapprove       Abstain

**Agenda 2 To acknowledge the Company's Annual Performance for the year 2024.**

This Agenda just to be acknowledged so it's not required for vote.

**Agenda 3 To consider and approve the balance sheets and income statement with Auditor's report for the year ended December 31, 2024.**

(a) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.

(b) The proxy shall vote according to my intention as follows:

Approve       Disapprove       Abstain

**Agenda 4 To consider and approve for dividend payment omission for the Company's performance of year ended December 31, 2024.**

(a) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.

(b) The proxy shall vote according to my intention as follows:

Approve       Disapprove       Abstain

**Agenda 5 To consider and approve the directors for replacement of those to be retired by rotation for the year 2025.**

(a) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.

(b) The proxy shall vote according to my intention as follows:

**To approve the directors for replacement of those to be retired by rotation**

MR. NUTTPASINT CHET-UDOMLAP

Approve       Disapprove       Abstain

MR. AMNUAYCHAI SUWANSOONTHORN

Approve  Disapprove  Abstain

MR. SOMPONG PONGSAKULRANGSRI

Approve  Disapprove  Abstain

MR. SOMPONG PREEPREM

Approve  Disapprove  Abstain

**Agenda 6** To consider and approve of increase the number of Directors from 11 to 12 persons and the appointment of a new Director (MISS RATCHANEEVIPA PUIPUNTHAVONG).

(a) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.  
 (b) The proxy shall vote according to my intention as follows:

Approve  Disapprove  Abstain

**Agenda 7** To consider and approve the annual remuneration for directors of the year 2025.

(a) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.  
 (b) The proxy shall vote according to my intention as follows:

Approve  Disapprove  Abstain

**Agenda 8** To approve the appointment of Auditors and the Audit fee for the year 2025.

(a) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.  
 (b) The proxy shall vote according to my intention as follows:

Approve  Disapprove  Abstain

**Agenda 9** To consider and approve the amendment of the Company's regulations.

(a) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.  
 (b) The proxy shall vote according to my intention as follows:

Approve  Disapprove  Abstain

**Agenda 10** To consider other matters (if any)

(a) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.  
 (b) The proxy shall vote according to my intention as follows:

Approve  Disapprove  Abstain

(5) Should the Proxy vote in any agenda, incompliant with those specified herein, it shall be deemed that such vote is neither correct nor my/our vote as a shareholder.

(6) In the case that I/We do not specify my/our intention for voting in any agenda, or specify unclearly, or in case the meeting considers or passes resolutions in any matters other than those specified above, including any amendment or addition thereof, the proxy holder shall be entitled to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any acts performed by the proxy holder in this meeting, except the case that the proxy holder does not vote according to those specified in the Proxy Form, shall be deemed my/our actions in all respects.

Signed ..... Grantor  
(.....)

Signed ..... Holder  
(.....)

**Remarks**

1. The Shareholder shall grant proxy to only one proxy holder to attend and vote at the meeting.
2. The number of shares shall not be divided to more than one proxy holder in order to divide the votes.
3. For the election of director, it is able to elect the whole Board or to elect any director individually.
4. In case there is any other agenda to be considered in addition to those specified above, the grantor may specify such agenda in the Annex of this Proxy.

## The Annex of Proxy Form B

The proxy on behalf of the shareholder of DEMCO Public Company Limited.

Any and only one person could be my / our proxy to attend and vote in my/our behalf at the 2025 Annual General Meeting of Shareholders held on Tuesday, April 29, 2025 , at 02.00 P.M. through electronic means in compliance with the Emergency Decree on Electronic Meetings B.E.2563 (2020) and the relevant laws and regulations which broadcasting from the Company's Head office 59 Moo 1 Tambol Suanphrikthai, Amphur Muangpathumthani Pathumthani 12000, or on the date and at the place as may be postponed or changed.

**Agenda ..... Subject .....**

- (a) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy shall vote according to my intention as follows:

Approve

Disapprove

Abstain

**Agenda ..... Subject .....**

- (a) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy shall vote according to my intention as follows:

Approve

Disapprove

Abstain

**Agenda ..... Subject .....**

- (a) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy shall vote according to my intention as follows:

Approve

Disapprove

Abstain

(Affix 20 Baht duty stamp)

Proxy (Form C)

Issued at .....

Shareholders' Registration No.....

Date ..... Month..... Year.....

(1) I / We ..... Nationality.....

Address.....  
.....

As a Custodian for .....

who is a shareholder of **DEMCO Public Company Limited** “the Company” and being holding the total number of ..... shares and have the rights to vote equal to ..... votes as follows:

ordinary share ..... shares and have the rights to vote equal to ..... votes  
 preference share ..... shares and have the rights to vote equal to ..... votes

(2) Hereby appoint

1. Name ..... Age ..... Year,  
Residing at ..... Road .....  
Tambol/Khwaeng ..... Amphur/Khet .....  
Province ..... Postal Code ..... or

2. Mr. PRIN BOLNIVAS Independent Director/Chairman of Audit Committee/Member of Nomination and Remuneration Consideration Committee/ Member of Investment Committee  
Residing at 59 Moo1 Tambol Suanphrikthai, Amphur Muangpathumthani Age 69-Year-old  
Pathumthani Postal Code 12000 or

3. Mr. MANOON MANUSOOK Independent Director/Chairman of Corporate Governance and Sustainability Committee/Member of Audit Committee/Member of Corporate Risk Management Committee  
Residing at 59 Moo1 Tambol Suanphrikthai, Amphur Muangpathumthani Age 56 -Year-old  
Pathumthani Postal Code 12000 or

4. Dr. BUNDIT AOWSATHAPORN Independent Director/Member of Audit Committee/Member of Corporate Governance and Sustainability Committee/Member of Nomination and Remuneration Consideration Committee  
Residing at 59 Moo1 Tambol Suanphrikthai, Amphur Muangpathumthani Age 55 -Year-old  
Pathumthani Postal Code 12000

Any and only one person could be my/our proxy to attend and vote in my/our behalf at the 2025 Annual General Meeting of Shareholders held on Tuesday 29, April 2025, at 2.00 pm, at Head Office: DEMCO Public Company Limited 59 Moo 1 Tambol Suanphrikthai, Amphur Muangpathumthani, Pathumthani 12000, or on the date and at the place that may be postponed or changed.

(3) I / We would like to authorize the proxy to vote at the following pattern

- Authorize to vote with all hold share having the right to vote
- Authorize to vote with partial hold share having right to vote

ordinary share ..... shares authorize to vote equal to ..... votes

preference share ..... shares authorize to vote equal to ..... votes

Total shares having right to vote and cast the vote equal to ..... votes

(4) I / We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

**Agenda 1 To consider and adopt the Minutes of the 2024 Annual General Meeting of Shareholders.**

- (a) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy shall vote according to my intention as follows:

Approve

Disapprove

Abstain

**Agenda 2 To acknowledge the company's Annual Performance for the year 2024.**

This Agenda just to be acknowledged so it's not required for vote.

**Agenda 3 To consider and approve the balance sheets and income statement with Auditor's report for the year ended December 31, 2024.**

- (a) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy shall vote according to my intention as follows:

Approve

Disapprove

Abstain

**Agenda 4 To consider and approve for dividend payment omission for the Company's performance of year ended December 31, 2024.**

- (a) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy shall vote according to my intention as follows:

Approve

Disapprove

Abstain

**Agenda 5** To consider and approve the directors for replacement of those to be retired by rotation for the year 2025.

- (a) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy shall vote according to my intention as follows:

To approve the directors for replacement of those to be retired by rotation

MR. NUTTPASINT CHET-UDOMLAP

- Approve
- Disapprove
- Abstain

MR. AMNUAYCHAI SUWANSOONTHORN

- Approve
- Disapprove
- Abstain

MR. SOMPONG PONGSAKULRANGSRI

- Approve
- Disapprove
- Abstain

MR. SOMPONG PREEPREM

- Approve
- Disapprove
- Abstain

**Agenda 6** To consider and approve of increase the number of Directors from 11 to 12 persons and the appointment of a new Director (MISS RATCHANEEVIPA PUIPUNTHAVONG).

- (a) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy shall vote according to my intention as follows:
  - Approve
  - Disapprove
  - Abstain

**Agenda 7** To consider and approve the annual remuneration for directors of the year 2025.

- (a) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy shall vote according to my intention as follows:

- Approve
- Disapprove
- Abstain

**Agenda 8** To approve the appointment of Auditors and the Audit fee for the year 2025.

- (a) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy shall vote according to my intention as follows:

- Approve
- Disapprove
- Abstain

**Agenda 9** To consider and approve the amendment of the Company's regulations.

- (a) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy shall vote according to my intention as follows:

Approve

Disapprove

Abstain

**Agenda 10 To consider other matters (if any)**

(a) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.

(b) The proxy shall vote according to my intention as follows:

Approve

Disapprove

Abstain

(5) Should the Proxy holder vote in any agenda, incompliant with those specified herein, it shall be deemed that such vote is neither correct nor my/our vote as a shareholder.

(6) In the case that I/We do not specify my my/our intention for voting in any agenda, or specify unclearly, or in case the meeting considers or passes resolutions in any matters other than those specified above, including any amendment or addition thereof, the proxy shall be entitled to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any acts performed by the proxy holder in this meeting, except the case that the proxy holder does not vote according to those specify in the Proxy Form, shall be deemed my/our actions in all respects.

Signed.....Grantor  
(.....)

Signed .....Holder  
(.....)

**Remarks**

1. The Proxy Form C shall be used only in the case where the shareholder whose name appeared in the Shareholders registration as the foreign investor and has duly appointed a custodian to keep and take care of the shares only.
2. Evidences requires to attach with this Proxy Form are as follows:
  - (1) Power of Attorney from the shareholder authorized the Custodian to sign the Proxy Form on his/her behalf
  - (2) Confirmation in writing that the person who sign the Proxy Form has been permitted to carry on Custodian business.
  - (3) The Shareholder shall grant proxy to only one proxy holder to attend and vote at the meeting. The number of share may not be divided to more than one proxy holder in order to divide the vote.
  - (4) For the election of director, it is able to elect the whole Board or to elect any director individually.

In case there is any other agenda to be considered in addition to those specified above, the grantor may specify such agenda in the annex of this Proxy.

## The Annex of Proxy Form C

The proxy on behalf of the shareholder of DEMCO Public Company Limited.

Any and only one person could be my / our proxy to attend and vote in my/our behalf at the 2025 Annual General Meeting of Shareholders held on Tuesday April 29, 2025 , at 02.00 P.M. through electronic means in compliance with the Emergency Decree on Electronic Meetings B.E.2563 (2020) and the relevant laws and regulations which broadcasting from Company office 59 Moo 1 Tambol Suanphrikthai, Amphur Muangpathumthani Pathumthani 12000 or on the date and at the place as may be postponed or changed.

**Agenda ..... Subject .....**

- (a) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy shall vote according to my intention as follows:

Approve       Disapprove       Abstain

**Agenda ..... Subject .....**

- (a) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy shall vote according to my intention as follows:

Approve       Disapprove       Abstain

**Agenda ..... Subject .....**

- (a) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy shall vote according to my intention as follows:

Approve       Disapprove       Abstain

## Privacy Notice for the Annual General Meeting of Shareholders for the Year 2025

DEMCO Public Company Limited ("the Company") inform the shareholders, proxy holders and referred persons of our compliance with the Personal Data Protection Act B.E. 2562 (the "PDPA") as follows.

### 1. Personal Data Collected

It is necessary for the Company to collect your personal data i.e. name, surname, address, telephone number, photo, identification number, shareholder registration number and information related to the use of electronic systems such as email and IP Address in case of online meeting.

For the purpose of identity verification, we may request copy (ies) of your identification document such as identification card or other document which may contain sensitive personal data such as religion. We, therefore, request you to redact such sensitive personal data. Otherwise, you authorize us to redact such sensitive personal data. In any case, the relevant personal identification document remains in full force and effect. In the event that we are unable to redact such sensitive personal data due to restrictions, we reaffirm that the sole purpose hereof is identity verification and that we have no intention to collect or use any such sensitive personal data.

The Company will record and broadcast the meeting for yours and our legitimate interests.

### 2. Collection of Personal Data

In the direct collection of your personal data, we will use the personal data only as necessary and in accordance with the specified purposes.

In addition, we may, only as necessary and in accordance with law, collect your personal data from other sources i.e. securities registrars or Thailand Securities Depository Co., Ltd. (TSD).

### 3. Purposes for the Collection, Use and Disclosure of Personal Data

The Company collect, use, and disclose your personal data for the purposes of calling and convening the Annual General Meeting of Shareholders for the Year 2025 only as required by law. Therefore, we will collect, use, and disclose your personal data and the referred person such as director without your consent as authorized by the PDPA, for the legitimate interests of the Company or any other persons or juristic persons and for compliance with law to which we are subjected.

### 4. Personal Data Retention Period

The Company will retain your personal data only for the duration necessary for the purposes specified in this Privacy Notice under appropriate and strict security measures.

In the case that it is not possible to specify the personal data retention period, the Company will retain the personal data as may be expected per data retention standards such as the longest legal prescription of 10 years.

## **5. Your Rights as a Data Subject**

You have the rights as stipulated in the PDPA i.e. right to withdraw your consent; right to access, copy and disclosure of how we collect your personal data; right to correct, delete, destroy or anonymize personal data; right to request suspension of the processing of personal data; right to transfer personal data; right to complaint non-compliance with law, right to dissent to the processing or disclosing of personal data and right to be informed of changes to this Privacy Notice.

## **6. Disclosure of Personal Data to Third Party**

The Company may be required to disclose personal data to other persons or juristic persons or regulatory authorities as necessary in connection with the purposes contained herein such as technology service provider, regulators or government agencies or by the order of regulatory officials.

The Company may also disclose your personal data to the public as required by law or by good corporate governance principles, such as in the Minutes of Annual General Meeting of Shareholders.

## **7. Contact channels**

Enquiries or questions on the personal data protection can be addressed to the following channels:

**DEMCO Public Company Limited** 59 Moo 1 Tambol Suanphrikthai, Amphur Muangpathumthani, Pathumthani 12000 e-mail: [corp\\_secretary@demco.co.th](mailto:corp_secretary@demco.co.th)

You can also contact our Data Protection Officer (DPO) at : [DPO@demco.co.th](mailto:DPO@demco.co.th)