



บริษัท ช. การช่าง จำกัด (มหาชน)

CH. KARNCHANG PUBLIC COMPANY LIMITED



587 ถนนสุทธิสารวินิจฉัย แขวงรัชดาภิเษก เขตดินแดง กรุงเทพมหานคร 10400
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www.ch-karnchang.co.th

No. CK-26-0000-PO-L-0009

March 19, 2026

Subject: Invitation to attend the 2026 Annual Ordinary General Meeting of Shareholders

To: Shareholders of CH. Karnchang Public Company Limited

- Attachments:
1. A Copy of the Minutes of the 2025 Annual Ordinary General Meeting of Shareholders in a format of QR Code
 2. Annual Registration Statement / Annual Report 2025 (Form 56-1 One Report) in electronic version (e-One Report) presented in QR Code format
 3. Details of the Allocation of Profit and Dividend Payment
 4. Profiles of the Nominated Directors to Replace Those Due to Retire by Rotation
 5. Details of Determination of Remuneration for Directors
 6. Names of Auditors and Details of the Auditing Fee
 7. Profile of Independent Director as Proxy
 8. Proxy Form (Form B.)
 9. List of Documents or Evidence Indicating Status as a Shareholder or Shareholder's Representative Entitled to Attend the Meeting
 10. Procedures for Attending the E-Meeting
 11. Voting Procedures and Methods
 12. Articles of Association of the Company Regarding the Meeting of Shareholders
 13. Privacy Notice for the 2026 Annual Ordinary General Meeting of Shareholders

The Board of Directors of CH. Karnchang Public Company Limited has resolved to convene the 2026 Annual Ordinary General Meeting of Shareholders on Friday, April 10, 2026, at 02.00 p.m. only via electronic means (E-AGM) pursuant to the Emergency Decree on Electronic Meetings B.E. 2563 (2020), with the Meeting controlled from Supunnika Room on the 4th Floor, Head Office, No. 587 Viriyathavorn Building, Suthisan Winitchai Road, Ratchadaphisek Subdistrict, Dindaeng District, Bangkok 10400, to consider the matters according to the following agenda:

Item 1 To consider and approve the Minutes of the 2025 Annual Ordinary General Meeting of Shareholders

Facts and Reasons: The 2025 Annual Ordinary General Meeting of Shareholders was held on April 11, 2025. The Company completed the preparation of the Minutes of the Meeting and posted them on the Company's website: www.ch-karnchang.co.th from April 25, 2025 onwards, with details shown in the Minutes of the Meeting (QR CODE). Additionally, the Company publicized the video recording of the Meeting for each agenda item so

that shareholders may access such information via the Company's website. No shareholder proposed any amendment to the Minutes of the Meeting.

Opinion of the Board: Having considered the matter, the Board of Directors was of the opinion that the Minutes of the 2025 Annual Ordinary General Meeting of Shareholders were correctly, completely and clearly recorded, and thus deemed it appropriate to propose that the Meeting of Shareholders approve such Minutes of the Meeting. (per details in Attachment 1)

Resolution: This item requires a majority vote of the shareholders who attend the Meeting and cast their vote.

Item 2 To acknowledge the Company's operational results for 2025

Facts and Reasons: The report on the Company's operational results for 2025 was shown in the Annual Registration Statement / Annual Report 2025 (Form 56-1 One Report) in electronic format (e-One Report) distributed to the shareholders together with this Notice of the Meeting in a format of QR Code and publicized through the Company's website at least 28 days prior to the Ordinary General Meeting of Shareholders.

Opinion of the Board: Having considered the matter, the Board of Directors deemed it appropriate to report the Company's operational results for 2025 to the Meeting of Shareholders for acknowledgment without passing any resolution. (per details in Attachment 2)

Resolution: This item is a report for shareholders' acknowledgment and thus requires no resolution.

Item 3 To consider and approve the statement of financial position and the statement of comprehensive income for the year ended December 31, 2025

Facts and Reasons: The statement of financial position and the statement of comprehensive income for the year ended December 31, 2025 as shown in the e-One Report 2025 were reviewed by the Audit Committee and the Board of Directors and audited by the auditor of EY Office Limited.

Opinion of the Board: Having considered the matter, the Board of Directors deemed it appropriate to propose that the Ordinary General Meeting of Shareholders approve the statement of financial position and the statement of comprehensive income for the year ended December 31, 2025, which had been reviewed by the Audit Committee and the Board of Directors, and audited by the auditor. (per details in Attachment 2)

Resolution: This item requires a majority vote of the shareholders who attend the Meeting and cast their vote.

Item 4 To consider and approve the allocation of profit and dividend payment

Facts and Reasons: The Company had the net profit under the financial statements of the company for 2025 in the amount of Baht 1,978,728,036 and had no accumulated loss. The Company could therefore consider making dividend payment to its shareholders pursuant to Section 115 of the Public Limited Companies Act B.E. 2535 (1992) and Article 51 of the Articles of Association which prohibits the dividend payment from any money other than profit, and also prohibits the dividend payment should the Company still have accumulated loss,

whereby dividends shall be equally distributed according to the number of shares and subject to the approval of the shareholders' meeting. In this regard, the Board of Directors may pay interim dividends to the shareholders from time to time when it considers that the Company has sufficient profit to do so and shall report such payment to the shareholders at the next meeting. Furthermore, pursuant to Article 52 of the Articles of Association, the Company must appropriate a reserve fund, from the annual net profit, at least five percent of the annual net profit less the total accumulated loss brought forward (if any) until the reserve fund reaches an amount not less than 10 percent of the registered capital of the Company. In this regard, the Company's reserve fund already reached an amount of 10 percent of its registered capital.

In considering dividend payment, the Company shall take into account the operational results and returns to shareholders in the long term. The Board of Directors shall consider determining the rate of dividend payment as it deems appropriate, provided that the Company will still maintain sufficient cash reserves to continuously support its expansion and investment in business projects.

Opinion of the Board: Having considered the matter, the Board of Directors deemed it appropriate to propose to the Annual Ordinary General Meeting of Shareholders to consider approving the appropriation of profits by way of dividend payment for the second half of 2025 at the rate of Baht 0.25 per share, in an amount of not exceeding Baht 420,088,918 (after deducting the Company's 13,541,200 treasury shares, which are not entitled to receive dividends), to be paid from the Company's net profit and retained earnings. Accordingly, when combined with the interim dividend payment for the first half of 2025 at the rate of Baht 0.20 per share, the total dividend for 2025 will be Baht 0.45 per share, in a total amount of not exceeding Baht 756,160,052.40., representing a dividend payout ratio of 38.21 percent of the net profit under the financial statements of the company. Such dividend rate is lower than that prescribed under the Company's dividend payment policy. (per details in Attachment 3) In this regard, the entitlement to receive such dividends remain uncertain as a result of the pending approval of the 2026 Annual Ordinary General Meeting of Shareholders.

Resolution: This item requires a majority vote of the shareholders who attend the Meeting and cast their vote.

Item 5 **To consider the election of directors to replace those due to retire by rotation**

Facts and Reasons: Article 19 of the Articles of Association stipulates that one-third of the number of directors shall vacate their office in the annual ordinary general meeting, whereby the directors who have been in office for the longest term shall retire and may be re-elected.

In this 2026 Annual Ordinary General Meeting of Shareholders, four directors are due to retire by rotation, namely, Mr. Aswin Kongsiri, Mr. Patarut Dardarananda, Mr. Plew Trivisvavet, and Mr. Narong Sangsuriya.

As the Company granted shareholders the right to nominate, in advance, any person for appointment as a director, no shareholders nominated any person for consideration. The Nomination and Remuneration Committee, excluding those who are due to retire by rotation, has resolved to propose that the Board of Directors' Meeting consider proposing to the Meeting of Shareholders to re-elect such four directors retiring by rotation to serve as directors for another term.

Opinion of the Board: Having carefully and prudently considered and screened the matter, the Board of Directors, excluding the nominated directors, approved as proposed by the Nomination and Remuneration Committee, and therefore deemed it appropriate to propose that the Meeting of Shareholders consider the re-election of such four directors, namely, Mr. Aswin Kongsiri, Mr. Patarut Dardarananda, Mr. Plew Trivisvavet, and Mr. Narong Sangsuriya, directors retiring by rotation, to serve as directors for another term. (per details in Attachment 4)

Resolution: This item requires a majority vote of the shareholders who attend the Meeting and cast their vote, whereby the Meeting of Shareholders is required to consider electing the directors on an individual basis.

Item 6 To consider the determination of remuneration for directors

Facts and Reasons: In the past year, the 2025 Annual Ordinary General Meeting of Shareholders approved the remuneration for directors by paying bonus for directors for 2024 in the amount not exceeding Baht 10,376,300 and the remuneration for directors for 2025 in the amount not exceeding Baht 10,000,000.

As for 2026, the Nomination and Remuneration Committee's Meeting No. 1/2026 on February 26, 2026 deemed it appropriate to determine the bonus for directors for 2025 in the amount not exceeding Baht 11,150,000 and to propose the remuneration for directors for 2026 in the amount not exceeding Baht 10,000,000. In this regard, the Nomination and Remuneration Committee conducted a survey of remuneration for directors for 2026 by considering the responsibilities and performance of the Board of Directors and benchmark information from other companies in the same industry of a similar size and business nature, and found that the remuneration paid to directors was at a rate close to the overall market average.

Opinion of the Board: Having considered the matter, the Board of Directors approved as proposed by the Nomination and Remuneration Committee, and therefore deemed it appropriate to propose that the Ordinary General Meeting of Shareholders consider approving the remuneration for directors, comprising bonus for directors for 2025 in the amount not exceeding Baht 11,150,000 and remuneration for directors for 2026 in the amount not exceeding Baht 10,000,000. (per details in Attachment 5)

Resolution: This item requires not less than two-thirds of all votes of the shareholders who attend the Meeting.

Item 7 **To consider the appointment of auditor and determination of remuneration for 2026**

Facts and Reasons: Articles 47 and 48 of the Articles of Association stipulate that the auditor shall be appointed and remuneration shall be determined at every annual ordinary general meeting of shareholders.

The Audit Committee, in its Meeting No. 1/2026 on February 26, 2026, along with the management, jointly considered the reliability, independence, knowledge and experience in auditing, provision of advice on accounting standards, as well as timely certification of the financial statements and appropriateness of the remuneration. It was deemed appropriate to nominate the existing auditor, namely, EY Office Limited, as the Company's auditor for 2026.

It was proposed that the Board of Directors consider nominating to the Ordinary General Meeting of Shareholders either Mrs. Wilai Sunthornwanee or Mrs. Chonlaros Suntiasvaraporn or Mr. Natthawut Santipet of EY Office Limited for appointment as the auditor for 2026, with the remuneration not exceeding Baht 4,000,000.

Opinion of the Board: Having considered the matter, the Board of Directors approved as proposed by the Audit Committee and therefore deemed it appropriate to nominate to the Ordinary General Meeting of Shareholders either Mrs. Wilai Sunthornwanee or Mrs. Chonlaros Suntiasvaraporn or Mr. Natthawut Santipet of EY Office Limited for appointment as the auditor for 2026, with the remuneration not exceeding Baht 4,000,000. (per details in Attachment 6)

Resolution: This item requires a majority vote of the shareholders who attend the Meeting and cast their vote.

Item 8 **To consider other matters (if any)**

For shareholders who are unable to attend the Meeting via electronic means (E-AGM) in person, shareholders may appoint an independent director of the Company as their proxy to attend the Meeting and vote on their behalf in accordance with their wishes. In this regard, shareholders may appoint Mr. Vitoon Tejatussanasoontorn, Chairman of the Audit Committee, who is an independent director (details of the independent director appear in Attachment 7). Alternatively, if any shareholder wishes to appoint another person to attend and vote at this Meeting, please complete and sign the enclosed proxy form per Attachment 8.

In this regard, shareholders are kindly requested to submit the proxy form to the Company by Tuesday, April 7, 2026. Please present the documents and evidence to verify the right to attend the Meeting per the details in Attachment 9. The procedures for submission of the Meeting Attendance Request Form (E-Request) and the procedures for attending the Meeting via electronic means (E-AGM) are set out in Attachment 10. The Company will conduct the Meeting in accordance with the procedures and voting methods set out in Attachment 11, and in accordance with the Company's Articles of Association, per the details in Attachment 12.

By resolution of the Board of Directors

(Mr. Aswin Kongsiri)

Chairman of the Board of Directors

Remarks: 1. Any shareholder or proxy holder who wishes to attend the Meeting is requested to proceed with the procedures for attending the Meeting via electronic means (E-AGM) per the details in Attachment 10 or contact the Call Center for further information at Tel. 02-460-9220.

(During April 1-10, 2026, from 08.30 a.m. to 05.30 p.m., except on official holidays and public holidays)

2. Shareholders may print out the documents themselves by downloading Proxy Form A, Proxy Form B or Proxy Form C (Proxy Form C is used only in the case of a foreign investor appointing a custodian in Thailand to hold and safeguard the shares in custody) from the Company's website at:

<https://www.ch-karnchang.co.th/th/investor-relations/document/shareholder-meetings?year=2026>.

Alternatively, any shareholder who wishes the Company to send the proxy form in hard copy may contact: E-mail address: company_secretary@ckplc.com, by March 26, 2026.

(The Company recommends the use of Proxy Form B, which enables shareholders to clearly specify their voting instructions.)

For shareholders appointing a proxy holder, the proxy form may be sent back in advance to:

Office of President, CH. Karnchang Public Company Limited No. 587, Sutthisan Winitchai Road, Ratchadaphisek Subdistrict, Dindaeng District, Bangkok 10400.

The Company has prepared the stamp duty to be affixed to the proxy form for proxy holders who register to attend the Meeting.

3. Shareholders may view the Notice of the Annual Ordinary General Meeting of Shareholders and the supporting documents on the Company's website at <https://www.ch-karnchang.co.th/th/investor-relations/document/shareholder-meetings?year=2026> from March 13, 2026 onwards.

4. Shareholders may download the Notice of the Meeting (Full Version), the Annual Registration Statement / Annual Report 2025 (Form 56-1 One Report) in electronic form (e-One Report), and the supporting documents for the Meeting via the QR Code appearing in the Notice of the Meeting.

5. Shareholders may inquire about information concerning the Meeting on each agenda item or submit questions or suggestions in advance prior to the Meeting date at:

Mrs. Thipwaree Athagrisna (Company Secretary)

CH. Karnchang Public Company Limited, Office of President

E-mail address : company_secretary@ckplc.com

Telephone : 02-275-0026 ext. 2315

6. The 2026 Annual Ordinary General Meeting of Shareholders will be conducted in the Thai language. Foreign shareholders are recommended to be accompanied by their personal interpreter for their correct and complete understanding.

Supporting Document for Item 1: To consider and approve the Minutes of the 2025 Annual Ordinary General Meeting of Shareholders

Minutes of the 2025 Annual Ordinary General Meeting of Shareholders

of

CH. Karnchang Public Company Limited

The Meeting was convened on Friday, April 11, 2025 at 2:00 p.m. via electronic means (E-AGM) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020).

The Company prepared the Minutes of the Meeting, which record the names and positions of the directors, executives, auditor, inspector, and meeting observers attending the Meeting, the voting methods, vote counting, the Board of Directors' proposals, shareholders' questions and suggestions, and clarifications provided by the management, and also record, for each agenda item, the numbers of votes approving, disapproving, abstaining, and invalid ballot cards, as well as the resolutions of the Meeting. The Minutes were submitted to the Stock Exchange of Thailand within 14 days from the Meeting date and have been published on the Company's website since April 25, 2025.

In this regard, shareholders may download the full version of the Minutes of the 2025 Annual Ordinary General Meeting of Shareholders at:

Thai - <https://www.ch-karnchang.co.th/storage/document/shareholder-meetings/agm2025/ck-agm2025-minutes-th.pdf>

Eng - <https://www.ch-karnchang.co.th/storage/document/shareholder-meetings/agm2025/ck-agm2025-minutes-en.pdf>

or scan the QR Code below.



สแกน QR Code เพื่ออ่านร่างรายงานประชุม
บริษัท ช.การช่าง จำกัด (มหาชน) CK



AGM2025
CH. Karnchang Public Company Limited

Supporting Document for Item 4: To consider and approve the allocation of profit and dividend payment

1. Article 51 of the Company's Articles of Association stipulates that payment of dividends from money other than profit is not allowed. In the case where the Company still has accumulated losses, payment of dividends is prohibited. The payment of dividends requires the approval of a shareholders meeting. The Board of Directors may pay interim dividends to the shareholders from time to time when the Board of Directors finds that the Company has sufficient profit and a report thereof shall be made to the next shareholders meeting. Furthermore, Article 52 of the Articles of Association specifies that the Company must appropriate to a reserve fund, from the annual net profit at least five percent of the annual net profit less the total accumulated loss brought forward (if any) until the reserve fund reaches an amount not less than 10 percent or more of the registered capital of the Company.

2. In 2025, the Company had unappropriated retained earnings as follows:

	Consolidated Financial Statements	Financial Statements of the Company
	(Baht)	(Baht)
Unappropriated retained earnings brought forward - opening balance as at 1 January 2025	17,500,490,757	6,049,637,736
Transfer to retained earnings due to sales of investment in associate	(2,652,276)	
Net profit for the year 2025	3,328,222,824	1,978,728,036
Actuarial losses - net of income tax	(82,751,026)	(37,058,329)
Retained earnings before appropriation	20,743,310,279	7,991,307,443
Less : Dividend payment	(588,467,385)	(588,467,385)
Less : Treasury stocks reserve	(94,235,840)	(94,235,840)
Unappropriated retained earnings as at 31 December 2025	20,060,607,504	7,308,604,218

3. The Company has a policy to pay dividends at the rate of not less than 40 percent of net profit for each year by taking into account the operational results, financial structure, investment, as well as the continuity of dividend payment to shareholders. The Company's previous dividend payments were as follows:

Comparison of Dividend Payments	2023	2024		2025
1. Net profit (loss) (Baht)	(155,183,589)	15,285,524		1,978,728,036
2. Number of shares (shares)	1,693,896,872	First Half 1,693,896,872	Second Half 1,686,483,672	1,680,355,672
3. Dividend per share (Baht)	0.30	0.15	0.15	0.45
4. Total dividend payment (Baht)	508,169,061.60	507,057,081.60		756,160,052.40

4. The Board of Directors' Meeting No. 1/2026 held on February 26, 2026 considered the Company's financial statements and was of the opinion that, in 2025, the Company had net profit under the financial statements of the company in the amount of Baht 1,978,728,036 and had no accumulated loss. It therefore deemed it appropriate to propose that the Annual Ordinary General Meeting of Shareholders approve the appropriation of profits by way of dividend payment for the second half of 2025 at the rate of Baht 0.25 per share, in an amount of not exceeding Baht 420,088,918 (after deducting the Company's 13,541,200 treasury shares, which are not entitled to receive dividends) to be paid from the Company's net profit and retained earnings. Accordingly, when combined with the interim dividend payment for the first half of 2025 at the rate of Baht 0.20 per share, the total dividend for 2025 will be Baht 0.45 per share, in a total amount of not exceeding Baht 756,160,052.40, representing a dividend payout ratio of 38.21 percent of the net profit under the financial statements of the company. Such rate is lower than that prescribed under the Company's dividend payment policy because the Board of Directors has carefully and prudently considered the Company's expected need to use funds for investment in various key projects of the Company in order to support the Company's potential business growth in the future, as well as the need for the Company to maintain cash flow stability and financial liquidity at a level that ensures confidence in the Company's business operations and among stakeholders of all groups, and to maintain key financial ratios at appropriate levels under a reasonable financial risk management framework, all of which are for the best interests of the Company and its shareholders in the long term.

The record date for the right to receive the dividends shall be March 12, 2026 (the shares will be marked XD on March 11, 2026). However, the entitlement to receive such dividends remain uncertain as a result of the pending approval by the Meeting of Shareholders. The dividend payment date is scheduled for April 28, 2026, provided that the 2026 Annual Ordinary General Meeting of Shareholders approves such dividend payment.

Remark: The dividend payment at the rate of Baht 0.25 per share in an amount of not exceeding Baht 420,088,918 is paid out of profits derived from dividends or share of profit received from companies that had paid corporate income tax at the rate of 20 percent. Individual shareholders are entitled to claim a dividend tax credit pursuant to Section 47 bis of the Revenue Code.

Supporting Document for Item 5: To consider and elect directors to replace those due to retire by rotation**1. Criteria for Consideration of Directors who are due to retire by rotation**

Article 19 of the Company's Articles of Association stipulates that at every annual general meeting, at least one-third (1/3) of the number of directors shall vacate their office. If the number of directors is not a multiple of four, then the number nearest to one-third (1/3) must retire from office.

The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In each subsequent year, the directors who have been in office for the longest term shall retire. A retiring director is eligible for re-election.

2. Nomination Rules and Procedures

The Nomination and Remuneration Committee considers nominating persons for appointment as directors in replacement of those vacating office by resignation prior to expiry of the term of office and those due to retire by rotation under the rules as follows:

1. Those who are qualified under the Public Limited Companies Act, the Securities and Exchange Act, rules of the Securities and Exchange Commission and rules of the Stock Exchange of Thailand.

2. Those who have knowledge, capability and experience in various professional fields beneficial to the Company's business operations.

3. Those with qualifications in support of the operations pertaining to corporate governance to create value for the Company, e.g., independence, expression of opinions, creativity, performance of duties with responsibility, due care, integrity and full time contribution, etc.

4. In case of directors due to retire by rotation, their previous performance as directors with due care, integrity and full time contribution will also be taken into account.

5. In nominating directors, the required qualifications will be considered, taking into account the necessary skills that are still lacking on the Board and qualifications in line with the Company's business strategies.

In this connection, the Nomination and Remuneration Committee nominates such qualified persons to the Board of Directors for consideration and further submission to the Meeting of Shareholders for election as the Company's directors.

3. Four directors who are due to retire by rotation in the 2026 Annual Ordinary General Meeting of Shareholders are as follows:

1. Mr. Aswin Kongsiri (Independent Director)
2. Mr. Patarut Dardarananda (Independent Director)
3. Mr. Plew Trivisvavet (Executive Director)
4. Mr. Narong Sangsuriya (Executive Director)

4. Shareholders are allowed to nominate persons for consideration and appointment as directors

As the Company has allowed shareholders to exercise their right to propose, in advance, the names of qualified persons for consideration for appointment as directors during the period from October 1, 2025 to December 31, 2025, as notified by the Company to the Stock Exchange of Thailand, and has disclosed the criteria and conditions for exercising such right on the Company's website at <https://www.ch-karnchang.co.th/th/investor-relations/document/shareholder-meetings?year=2026>, it appeared that no shareholder proposed any person for consideration by the Nomination and Remuneration Committee for appointment as a director.

5. The Board's Opinion

The Nomination and Remuneration Committee's Meeting, excluding the directors retiring by rotation, resolved to propose to the Board of Directors' Meeting that it consider proposing to the Meeting of Shareholders the re-election of the four directors retiring by rotation, namely, Mr. Aswin Kongsiri, Mr. Patarut Dardarananda, Mr. Plew Trivisvavet, and Mr. Narong Sangsuriya, to serve as a director for another term, as they possess knowledge, capability, and experience beneficial to the Company's business operations, have performed their duties as directors with due care and integrity, and have devoted their time fully to the Company. They have also played important roles in providing policy guidance for the Company's business operations, as well as offering opinions and recommendations beneficial to the management.

The Board of Directors' Meeting No. 1/2026 held on February 26, 2026, excluding the directors nominated on this occasion, having considered the matter, resolved that it was appropriate to propose to the 2026 Annual Ordinary General Meeting of Shareholders the re-election of the above four persons as directors for another term. In this regard, the persons nominated on this occasion have been considered in accordance with the procedures established by the Company and possess qualifications in compliance with the relevant requirements. The Board of Directors has also carefully and prudently screened them and is of the opinion that they possess qualifications suitable for the Company's business operations. As for the persons nominated as independent directors, the Board of Directors has considered and is of the opinion that they possess qualifications in accordance with the legal requirements relating to independent directors and are able to express their opinions independently in accordance with the relevant criteria.

Person Nominated for Appointment as Director (Independent Director)



NAME : Mr. Aswin Kongsiri
AGE : 80 years
NATIONALITY : Thai

EDUCATION : - B.A. (Hons.) in Philosophy, Politics and Economics, Oxford University, England

TRAINING HISTORY : - National Defence Course (Class 366), National Defence College
- Banff School of Advanced Management, Canada
- Chairman 2000 Course (Class 5/2001), Thai Institute of Directors Association
- Director Certification Program (DCP 11/2001), Thai Institute of Directors Association
- “Ethics: CG Conscience”, Stock Exchange of Thailand
- Corporate Governance VS Corporate Performance: Duty or Choice?, Thai Institute of Directors Association
- Directing in the year of the Rooster : Hot Issues and Outlook for 2017, Thai Institute of Directors Association
- Nomination Committee Best Practice Guideline, Thai Institute of Directors Association
- “Story Telling for Leaders”, Thai Institute of Directors Association
- EY Center for Board Matters “Critical insights for Boards and Audit Committees”, EY Office Limited
- Audit Committee’s Role in Compliance and Ethical Culture Oversight, Thai Institute of Directors Association
- Independent Director Forum 1/2018: Tough Boardrooms Situations - Independents Share Lessons Learned
- Collective Action Against Corruption Conference 1/2018
- Board Matters and Trends (BMT 6/2018), Thai Institute of Directors Association
- Chairman Forum ‘Digital Transformation A must for all companies’
- Chairman Forum 2021 by IOD : Chairing a Virtual Board Meeting
- Principles on the Application of Personal Data Protection Law and Use of Documents, Chandler MHM Company Limited
- SET ESG Professionals Forum 2024, the Stock Exchange of Thailand
- Internal Anti-Corruption Guideline Program 2024, Training Design Company Limited
- Sustainability and ESG Risk Outlook Course 2025, ERM-Siam Co., Ltd.

PRESENT POSITIONS	:	2007-Present	Chairman of the Board of Directors CH. Karnchang Plc.
		1999-Present	Independent Director and Chairman of the Audit Committee OHTL Plc.
		1994-Present	Independent Director CH. Karnchang Plc.
EXPERIENCE	:	2020-2024	Chairman of the Board of Directors BAFS Clean Energy Corporation Company Limited
		2020-2021	Audit Committee Member CH. Karnchang Plc.
		2011-2014	Monetary Policy Committee Member The Bank of Thailand
		2009-2012	Vice Chairman of the Board of Directors Electricity Generating Plc.
		2009-2012	Director, Audit Committee Member, and Chairman of the Board of Directors Thoresen Thai Agencies Plc.
		2008-2018	Chairman of the Board of Directors Ton Poh Thailand Fund
		2006-2008	Member of the National Legislative Assembly The National Legislative Assembly
		2005-2022	Independent Director, Chairman of the Nomination and Corporate Governance Committee, and Chairman of the Risk Management Committee Bangkok Aviation Fuel Services Plc.
		2005-2010	Director and Executive Director Krung Thai Bank Plc.
		2001-2012	Independent Director Electricity Generating Plc.
		1999-2003	Director and Executive Director Siam Commercial Bank Plc.
		1993-2020	Independent Director and Chairman of the Audit Committee Thai Reinsurance Plc.
		1990-1998	Director and General Manager Industrial Finance Corporation of Thailand
		1981-2020	Independent Director, Audit Committee Member, and Chairman of the Nomination and Remuneration Committee Padaeng Industry Plc.
DIRECTOR APPOINTMENT DATE	:	October 10, 1994	
PERIOD OF HOLDING OFFICE AS DIRECTOR	:	31 years	
NOMINATION RULES AND PROCEDURES	:	Based on knowledge, capability and experience beneficial to the business operations, as well as possessing the required qualifications and having no prohibited characteristics under the law on public limited companies, through the screening and nomination process of the Nomination and Remuneration Committee.	
SHAREHOLDING IN THE COMPANY	:	- None -	
HOLDING OFFICE IN OTHER LISTED COMPANIES	:	- Independent Director and Chairman of the Audit Committee OHTL Plc.	

HOLDING OFFICE IN OTHER NON-LISTED COMPANIES : - None -

HOLDING OFFICE IN OTHER BUSINESS WHICH MAY CAUSE A CONFLICT OF INTEREST OR BUSINESS IN COMPETITION WITH OR RELATED TO THE COMPANY'S BUSINESS : - None -

MEETING ATTENDANCE IN YEAR 2025 : 6/6 Board of Directors' Meetings
(Number of Meeting Attendance / All Meetings) (100 percent)

PERFORMANCE DURING DIRECTORSHIP : 1. Performing duties as the Chairman of the Board of Directors, playing an important role in providing guidance to and advising the Executive Board and top management in jointly formulating the Company's policies and operational direction, as well as overseeing the management to ensure the efficient implementation of the established policies.

2. Acting as Chairman of the meetings of the Board of Directors and the shareholders' meetings, supervising that the opinions expressed by meeting participants remain relevant to the matters under consideration and that the meetings are conducted in an orderly manner, and can effectively resolve conflicts at the meetings and build consensus leading to the resolutions of the meetings.

3. Overseeing and ensuring that the Company's operations are conducted in compliance with the law, the Company's objectives and Articles of Association, as well as the resolutions of the shareholders' meetings, and safeguarding the Company's interests based on the Principles of Good Corporate Governance.

REASON/NECESSITY FOR NOMINATION AS INDEPENDENT DIRECTOR HOLDING OFFICE MORE THAN 9 CONSECUTIVE YEARS:

A director who has continuously served in office will possess knowledge and experience relevant to the Company's business operations and is able to create value for the shareholders effectively.

Person Nominated for Appointment as Director (Independent Director)



NAME	:	Mr. Patarut Dardarananda						
AGE	:	67 years						
NATIONALITY	:	Thai						
EDUCATION	:	<ul style="list-style-type: none"> - Doctor of Philosophy Program in Public Administration, Ramkhamhaeng University - Master of Science in Engineering (Civil), Youngstown State University, Ohio, USA - Bachelor of Engineering (Civil), Chulalongkorn University 						
TRAINING HISTORY	:	<ul style="list-style-type: none"> - Leadership Succession Program (LSP 1), Institute of Research and Development for Public Enterprises - Director Certificate Program (DCP 271/2019), Thai Institute of Directors Association - Advanced Audit Committee Program (AACP 34/2019), Thai Institute of Directors Association - Risk Management Program for Corporate Leaders (RCL 18/2019), Thai Institute of Directors Association - Seminar on Meetings with Audit Committee Members of Listed Companies, the Office of the SEC - Financial Reporting Case: A Monitoring Guide for Board, Thai Institute of Directors Association - Seminar on Must-Know Accounting Knowledge & Tips for AC, the Office of the SEC - Role of the Chairman Program (RCP 49/2022), Thai Institute of Directors Association - Principles on the Application of Personal Data Protection Law and Use of Documents, Chandler MHM Company Limited - Internal Anti-Corruption Guideline Program 2023, Training Design Company Limited - Presentation on ESG Risks and Assessment of Climate Risks and Possibilities of CKPower 2024, ERM-Siam Co., Ltd. - Presentation on Sustainability Trends and ESG Risks 2025, ERM-Siam Co., Ltd. - ESG Risk: Executive Training Program on Trends in ESG Disclosure and Implementation through Sustainable Operations 2025, ERM-Siam Co., Ltd. - Hot Issue for Directors Program: The Evolving Role of Audit Committee in Fostering Trust and Transparency 3/2025, the Stock Exchange of Thailand 						
WORK EXPERIENCE	:	<table border="0" style="width: 100%;"> <tr> <td style="vertical-align: top; width: 15%;">2022-Present</td> <td style="vertical-align: top; width: 10%;">Chairman of the Corporate Governance and Risk Management Committee CH. Karnchang Plc.</td> </tr> <tr> <td style="vertical-align: top;">2021-Present</td> <td style="vertical-align: top;">Independent Director, Audit Committee Member CH. Karnchang Plc.</td> </tr> <tr> <td style="vertical-align: top;">2019-Present</td> <td style="vertical-align: top;">Independent Director, Audit Committee Member, Chairman of the Nomination and Remuneration Committee CK Power Plc.</td> </tr> </table>	2022-Present	Chairman of the Corporate Governance and Risk Management Committee CH. Karnchang Plc.	2021-Present	Independent Director, Audit Committee Member CH. Karnchang Plc.	2019-Present	Independent Director, Audit Committee Member, Chairman of the Nomination and Remuneration Committee CK Power Plc.
2022-Present	Chairman of the Corporate Governance and Risk Management Committee CH. Karnchang Plc.							
2021-Present	Independent Director, Audit Committee Member CH. Karnchang Plc.							
2019-Present	Independent Director, Audit Committee Member, Chairman of the Nomination and Remuneration Committee CK Power Plc.							

EXPERIENCE : 2018-2021 Independent Director, Chairman of the Nomination and Remuneration Committee, Audit Committee Member TTW Plc.

2018-2020 Director Pathum Thani Water Co., Ltd.

2016-2018 Permanent Secretary for the Bangkok Metropolitan Administration Office of the Permanent Secretary for the Bangkok Metropolitan Administration

2015-2016 Deputy Permanent Secretary for the Bangkok Metropolitan Administration Office of the Permanent Secretary for the Bangkok Metropolitan Administration

2014-2015 Director of Public Works Department Bangkok Metropolitan Administration

2013-2016 Director Mass Rapid Transit Authority of Thailand

DIRECTOR APPOINTMENT DATE : November 15, 2021

PERIOD OF HOLDING OFFICE AS DIRECTOR : 4 years

NOMINATION RULES AND PROCEDURES : Based on knowledge, capability and experience beneficial to the business operations, as well as possessing the required qualifications and having no prohibited characteristics under the law on public limited companies, through the screening and nomination process of the Nomination and Remuneration Committee.

SHAREHOLDING IN THE COMPANY : - None -

HOLDING OFFICE IN OTHER LISTED COMPANIES : - Independent Director, Audit Committee Member, Chairman of the Nomination and Remuneration Committee CK Power Plc.

HOLDING OFFICE IN OTHER NON-LISTED COMPANIES : - None -

HOLDING OFFICE IN OTHER BUSINESS WHICH MAY CAUSE A CONFLICT OF INTEREST OR BUSINESS IN COMPETITION WITH OR RELATED TO THE COMPANY'S BUSINESS : - None -

MEETING ATTENDANCE IN YEAR 2025 : 6/6 Board of Directors' Meetings (100 percent)

(Number of Meeting Attendance / All Meetings) 4/4 Audit Committee's Meetings (100 percent)

4/4 Corporate Governance and Risk Management Committee's Meetings (100 percent)

PERFORMANCE DURING DIRECTORSHIP : 1. Performing the duties as an Audit Committee Member by reviewing the reliability of the Company's financial reports prior to their submission to the Stock Exchange of Thailand, inspecting the internal control system, as well as considering the disclosure of connected transactions to ensure the accuracy and completeness.

2. Performing the duties as the Chairman of the Corporate Governance and Risk Management Committee by providing recommendations, following up on compliance with the Principles of Good Corporate Governance, overseeing, and reviewing the Company's overall risk management and risk management strategies.

3. Providing useful recommendations and advice at the meetings of the Board of Directors in his capacity as an independent director.

Definition of Independent Directors: The Company defines the Company's independent director which is stricter than the minimum requirements of the SEC or the SET in respect of shareholding in the Company, namely, the Company's independent directors shall hold not more than 0.5 percent of the Company's total number of shares with voting rights.

Qualifications of Independent Directors

1. Holding shares of not exceeding 0.5 percent of the total number of voting shares of the Company, its parent company, subsidiary, associated company, major shareholder or controller of the Company, including shares held by any related persons;
2. Not being or having been a director having involvement in the management, an employee, a staff member, an advisor receiving a regular salary or a controller of the Company, its parent company, subsidiary, associated company, subsidiary at the same level, major shareholder or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the date of appointment, provided that such prohibited characteristics shall not apply to the independent director who has been a public servant or an advisor to a government authority which is the Company's major shareholder or controller;
3. Not being a person having relationship by blood or by legal registration in the capacity as parent, spouse, sibling and offspring, including spouse of the offspring, executive, major shareholder, controller or person to be nominated as executive or controller of the Company or its subsidiary;
4. Not having or having had any business relationship with the Company, its parent company, subsidiary, associated company, major shareholder or controller of the Company in a manner which may prevent the exercise of his or her independent judgment; and not being or having been a substantial shareholder or controller of any person having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the date of appointment. The aforesaid business relationship shall include any transaction which is an ordinary course of business for the business operation of lease taking or lease out of immovable property, any transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending any loan, guarantee, providing assets as collateral, including any other similar action, which causes the Company or contractual party to be subject to indebtedness payable to the other party in the amount of three percent or more of the Company's net tangible assets or in the amount of Baht Twenty Million or more, whichever is lower. Such indebtedness shall be calculated in accordance with the calculation method for value of the connected transaction under the Notification of the Capital Market Supervisory Board governing Rules on Connected Transactions, *mutatis mutandis*. However, the consideration of such indebtedness shall include the indebtedness incurred during the course of one year prior to the date on which the business relationship with the same person occurs;
5. Not being or having been an auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controller of the Company; and not being a substantial shareholder, controller, or partner of an audit firm which employs the auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the date of appointment;
6. Not being or having been a professional service provider, including legal advisor or financial advisor which receives an annual service fee exceeding Baht Two Million from the Company, its parent company, subsidiary, associated company, major shareholder, or controller of the Company; and not being a substantial shareholder, controller, or partner of such professional service provider, unless such independent director has no longer been in such capacity for not less than two years prior to the date of appointment;

7. Not being a director appointed as representative of the Company's director, major shareholder or shareholder who is a related person of the major shareholder;
8. Not engaging in any business of the same nature as and in material competition with the business of the Company or its subsidiary; or not being a substantial partner in a partnership or a director having involvement in the management, an employee, a staff member, an advisor receiving a regular salary or holding more than one percent of the total number of voting shares of another company engaging in any business of the same nature as and in material competition with the business of the Company or its subsidiary;
9. Not having any other characteristics preventing provision of independent opinions on the Company's operations.

Other Information of Nominated Independent Directors

Nature of Relationship of Independent Directors	Mr. Aswin Kongsiri	Mr. Patarut Dardarananda
1. Shareholding in the Company (as at December 31, 2025) - Number of shares (shares) - Percentage of the total voting rights	No	No
2. Being a close relative of any executive or major shareholder of the Company or its subsidiaries	No	No
3. Having any of the following relationships with the Company/its parent company/subsidiaries/associated companies or any juristic persons which may have a conflict of interest, either at present or during the past two years: 3.1 Being an executive director, staff member, employee or advisor receiving a regular salary; 3.2 Being a professional service provider (such as an auditor or legal advisor); 3.3 Having a business relationship (such as the purchase/sale of raw materials/goods/services, lending or borrowing of money).	No No No	No No No

Person Nominated for Appointment as Director (Executive Director)



NAME : Mr. Plew Trivisvavet
AGE : 80 years
NATIONALITY : Thai

EDUCATION : - Honorary Doctor of Science Degree, Industrial Management Technology, Southeast Bangkok College
- Honorary Doctorate (Civil Engineering), Rajamangala University of Technology Isan
- Honorary Doctorate (Civil Engineering), Nakhon Phanom University
- Honorary Doctorate (Civil Engineering), Kasetsart University
- Honorary Doctorate of Sciences (Engineering), Thai-Nichi Institute of Technology
- M.Sc. (Electrical Engineering), Osaka University, Japan
- B.A. (Electrical Engineering), Osaka University, Japan

TRAINING HISTORY : - Director Accreditation Program (DAP 18/2004), Thai Institute of Directors Association
- Director Certification Program (DCP 50/2004), Thai Institute of Directors Association
- Finance for Non-Finance Directors (FND 13/2004), Thai Institute of Directors Association
- Capital Market Academy Leadership Program, Capital Market Academy (CMA 4/2007)
- National Defence Course (Class 366), National Defence College
- Propelling Guidelines for Stipulating Appropriate Internal Control Measures for Legal Entities Against Bribery Program, Office of the National Anti-Corruption Commission (NACC)
- Thailand Energy Academy Course for Management, Class 10/2017, Thailand Energy Academy (TEA)
- Sustainability Reporting Guidelines Program, Thaipat Institute (Public-Interest Organization)
- Company Vision and Strategy Refresher Course, Primestreet Consulting (Thailand) Company Limited
- Principles on the Application of Personal Data Protection Law and Use of Documents, Chandler MHM Company Limited
- Internal Anti-Corruption Guideline Program, Training Design Company Limited
- Climate Risk Assessment Task (Kick-off), ERM-Siam Co., Ltd.
- Presentation on ESG Risks and Assessment of Climate Risks and Possibilities of CKPower 2024, ERM-Siam Co., Ltd.
- Presentation on Sustainability Trends and ESG Risks 2025, ERM-Siam Co., Ltd.
- ESG Risk: Executive Training Program on Trends in ESG Disclosure and Implementation through Sustainable Operations 2025, ERM-Siam Co., Ltd.

PRESENT POSITIONS	:	2023-Present	Director, CH. Karnchang (Lao) Co., Ltd.
		2022-Present	Chairman of the Board of Directors, Bangkok Expressway and Metro Plc.
		2020-Present	Director and Chairman of the Executive Committee, Luang Prabang Power Co., Ltd.
		2016-Present	Director and Chairman of the Executive Committee, Bangkok Expressway and Metro Plc.
		2011-Present	Director and Chairman of the Executive Committee, CK Power Plc.
		2010-Present	Director and Chairman of the Executive Committee, Xayaburi Power Co., Ltd.
		2007-Present	Member of the Corporate Governance and Risk Management Committee, CH. Karnchang Plc.
		2006-Present	Director, TTW Plc.
		2006-Present	Director and Chairman of the Executive Committee, Nam Ngum 2 Power Co., Ltd.
		2004-Present	Director and Chairman of the Executive Committee, SouthEast Asia Energy Limited
		2003-Present	Member of the Nomination and Remuneration Committee, CH. Karnchang Plc.
		1996-Present	Chairman of the Board of Directors and Chairman of the Executive Committee, Northern Bangkok Expressway Co., Ltd.
		1994-Present	Chairman of the Executive Board, CH. Karnchang Plc.
		1994-Present	Director and Chairman of the Board of Directors Cholavet Civil Co., Ltd.
		1994-Present	Director, CH. Karnchang Holding Co., Ltd.
		1992-Present	Director, CK. Office Tower Co., Ltd.
		1991-Present	Chairman of the Board of Directors, CH. Karnchang Real Estate Co., Ltd.
		1990-Present	Director, Expert Transport Company Limited
		1988-Present	Director, Bang Pa-in Land Development Co., Ltd.
		1983-Present	Director, Mahasiri Siam Co., Ltd.
		1981-Present	Chairman of the Board of Directors, CH. Karnchang-Tokyu Construction Co., Ltd.
EXPERIENCE	:	1998-2015	Chairman of the Board of Directors and Chairman of the Executive Committee, Bangkok Metro Plc.
		1998-2015	Director and Chairman of the Executive Board, Bangkok Expressway Plc.
		1994-2015	Chief Executive Officer, CH. Karnchang Plc.
DIRECTOR APPOINTMENT DATE	:	October 10, 1994	
PERIOD OF HOLDING OFFICE AS DIRECTOR	:	31 years	
NOMINATION RULES AND PROCEDURES	:	Based on knowledge, capability and experience beneficial to the business operations, as well as possessing the required qualifications and having no prohibited characteristics under the law on public limited companies, through the screening	

		and nomination process of the Nomination and Remuneration Committee.
SHAREHOLDING IN THE COMPANY	:	11,231,497 shares (representing 0.663% of the total number of shares having voting rights)
HOLDING OFFICE IN OTHER LISTED COMPANIES	:	<ul style="list-style-type: none"> - Director and Chairman of the Executive Board, Bangkok Expressway and Metro Public Company Limited - Director and Chairman of the Executive Board, CK Power Plc. - Director, TTW Plc.
HOLDING OFFICE IN OTHER NON-LISTED COMPANIES	:	15 companies
HOLDING OFFICE IN OTHER BUSINESS WHICH MAY CAUSE A CONFLICT OF INTEREST OR BUSINESS IN COMPETITION WITH OR RELATED TO THE COMPANY'S BUSINESS	:	- None -
MEETING ATTENDANCE IN YEAR 2025 (Number of Meeting Attendance / All Meetings)	:	<ul style="list-style-type: none"> 6/6 Board of Directors' Meetings (100 percent) 12/12 Executive Board's Meetings (100 percent) 2/2 Nomination and Remuneration Committee's Meetings (100 percent) 4/4 Corporate Governance and Risk Management Committee's Meetings (100 percent)
PERFORMANCE DURING DIRECTORSHIP	:	<ol style="list-style-type: none"> 1. Performing the duties as Chairman of the Executive Board, playing a key role in supervising and ensuring that the management's performance is in line with the Board of Directors' policies. 2. Providing material and constructive advice and recommendations and reviewing and scrutinizing matters proposed to the Board of Directors. 3. Performing the duties as a Nomination and Remuneration Committee Member, being responsible for considering the criteria and procedures for nominating qualified persons to hold the position of the Company's directors, and for considering and determining the criteria for remuneration for directors and the President. 4. Performing the duties as a Corporate Governance and Risk Management Committee Member, being responsible for providing suggestions, following up on compliance with the Principles of Good Corporate Governance, and overseeing and reviewing the Company's overall risk management and risk management strategies.

Person Nominated for Appointment as Director (Executive Director)

NAME	:	Mr. Narong Sangsuriya										
AGE	:	81 years										
NATIONALITY	:	Thai										
EDUCATION	:	- Bachelor of Engineering (Civil), Chulalongkorn University										
TRAINING HISTORY	:	<ul style="list-style-type: none"> - Director Certification Program (DCP 54/2005), Thai Institute of Directors Association - Propelling Guidelines for Stipulating Appropriate Internal Control Measures for Legal Entities Against Bribery Program, Office of the National Anti-Corruption Commission (NACC) - Sustainability Reporting Guidelines Program, Thaipat Institute (Public-Interest Organization) - Company Vision and Strategy Refresher Course, Primestreet Consulting (Thailand) Company Limited - Principles on the Application of Personal Data Protection Law and Use of Documents, Chandler MHM Company Limited - Internal Anti-Corruption Guideline Program 2024, Training Design Company Limited - Sustainability and ESG Risk Outlook Course 2025, ERM-Siam Co., Ltd. 										
PRESENT POSITIONS	:	<table border="0" style="width: 100%;"> <tr> <td style="width: 150px;">2016-Present</td> <td>Director, Expert Transport Co., Ltd.</td> </tr> <tr> <td>2012-Present</td> <td>Corporate Governance and Risk Management Committee Member, CH. Karnchang Plc.</td> </tr> <tr> <td>2007-Present</td> <td>Nomination and Remuneration Committee Member, CH. Karnchang Plc.</td> </tr> <tr> <td>1994-Present</td> <td>Director and Executive Director, CH. Karnchang Plc.</td> </tr> <tr> <td>1990-Present</td> <td>Director, CH. Karnchang-Tokyu Construction Co., Ltd.</td> </tr> </table>	2016-Present	Director, Expert Transport Co., Ltd.	2012-Present	Corporate Governance and Risk Management Committee Member, CH. Karnchang Plc.	2007-Present	Nomination and Remuneration Committee Member, CH. Karnchang Plc.	1994-Present	Director and Executive Director, CH. Karnchang Plc.	1990-Present	Director, CH. Karnchang-Tokyu Construction Co., Ltd.
2016-Present	Director, Expert Transport Co., Ltd.											
2012-Present	Corporate Governance and Risk Management Committee Member, CH. Karnchang Plc.											
2007-Present	Nomination and Remuneration Committee Member, CH. Karnchang Plc.											
1994-Present	Director and Executive Director, CH. Karnchang Plc.											
1990-Present	Director, CH. Karnchang-Tokyu Construction Co., Ltd.											
EXPERIENCE	:	<table border="0" style="width: 100%;"> <tr> <td style="width: 100px;">2011-2022</td> <td>Director, CK Power Plc.</td> </tr> <tr> <td>2009-2015</td> <td>Director, Bangpa-in Cogeneration Limited</td> </tr> <tr> <td>2006-2022</td> <td>Director, Nam Ngum 2 Power Co., Ltd.</td> </tr> <tr> <td>2004-2022</td> <td>Director, SouthEast Asia Energy Limited</td> </tr> <tr> <td>2000-2015</td> <td>Director, TTW Plc.</td> </tr> </table>	2011-2022	Director, CK Power Plc.	2009-2015	Director, Bangpa-in Cogeneration Limited	2006-2022	Director, Nam Ngum 2 Power Co., Ltd.	2004-2022	Director, SouthEast Asia Energy Limited	2000-2015	Director, TTW Plc.
2011-2022	Director, CK Power Plc.											
2009-2015	Director, Bangpa-in Cogeneration Limited											
2006-2022	Director, Nam Ngum 2 Power Co., Ltd.											
2004-2022	Director, SouthEast Asia Energy Limited											
2000-2015	Director, TTW Plc.											
DIRECTOR APPOINTMENT DATE	:	October 10, 1994										
PERIOD OF HOLDING OFFICE AS DIRECTOR	:	31 years										
NOMINATION RULES AND PROCEDURES	:	Taking into account knowledge, capability and experience beneficial to the business operations, as well as qualifications and having no prohibited characteristics as stipulated in the law on public limited companies, through the screening and nomination method by the Nomination and Remuneration Committee.										
SHAREHOLDING IN THE COMPANY	:	512,500 shares (representing 0.03% of the total number of shares having voting rights)										
HOLDING OFFICE IN OTHER LISTED COMPANIES	:	- None -										

HOLDING OFFICE IN OTHER NON-LISTED COMPANIES : 2 companies

HOLDING OFFICE IN OTHER BUSINESS WHICH MAY CAUSE A CONFLICT OF INTEREST OR BUSINESS IN COMPETITION WITH OR RELATED TO THE COMPANY'S BUSINESS : - None -

MEETING ATTENDANCE IN YEAR 2025 : 6/6 Board of Directors' Meetings
(Number of Meeting Attendance / All Meetings) (100 percent)
12/12 Executive Board's Meetings
(100 percent)
2/2 Nomination and Remuneration Committee's Meetings
(100 percent)
4/4 Corporate Governance and Risk Management Committee's Meetings
(100 percent)

PERFORMANCE DURING DIRECTORSHIP : 1. Providing useful advice and recommendations in the Board of Directors' meetings.
2. Providing useful advice and recommendations to the management, and reviewing and scrutinizing matters proposed to the Board of Directors.
3. Performing the duties as a Nomination and Remuneration Committee Member, being responsible for considering the criteria and procedures for nominating qualified persons to hold the position of the Company's directors, and for considering and determining the criteria for remuneration for directors and the President.
4. Performing the duties as a Corporate Governance and Risk Management Committee Member, being responsible for providing suggestions, following up on compliance with the Principles of Good Corporate Governance, and overseeing and reviewing the Company's overall risk management and risk management strategies.

Supporting Document for Item 6: To consider and determine remuneration for directors

1) In the preceding year, the 2025 Annual Ordinary General Meeting of Shareholders resolved to approve determination of remuneration for the Company's directors, namely, bonus for directors for 2024 in the amount not exceeding Baht 10,376,300, and remuneration for directors for 2025 in the amount not exceeding Baht 10,000,000, and there was no remuneration in the form of other benefits provided by the Company.

2) The Nomination and Remuneration Committee's Meeting No. 1/2026 on February 26, 2026 determined the criteria for consideration of remuneration for the Company's directors by taking into account the suitability of each director's duties and responsibilities, as well as considering the amount of work responsible in each position either as chairpersons or members of subcommittees of the Company. The remuneration is divided into two main categories, as follows:

1. Bonus for Directors: an annual honorarium for directors, the amount of which is determined that is contingent on the Company's operational results and the directors' performance in the past year.
2. Remuneration for Directors: an annual remuneration for performing the duty as directors, comprising:

2.1 Remuneration and Office Remuneration

Based on position, duties and responsibilities as directors and members of subcommittees.

Remuneration for directors will be in accordance with the period of time served in that position, and fixed per annum and paid in every half year.

2.2 Meeting Allowances

Based on each member's attendance at the Board of Directors' Meetings or subcommittees' meetings, with the amount determined to be paid in each meeting.

3) As for the bonus for directors for 2025 and remuneration for directors for 2026, the Board of Directors' Meeting No. 1/2026 on February 26, 2026 resolved to present to the 2026 Annual Ordinary General Meeting of Shareholders the remuneration of directors, for approval as proposed by the Nomination and Remuneration Committee, as follows:

- (1) Bonus for directors for 2025 in the amount not exceeding Baht 11,150,000, based on position, duties and responsibilities, as follows:

Position	Number of Persons	Amount (Baht)
1. Chairman of the Board of Directors	1	1,216,697
2. Chairman of the Executive Board	1	1,216,697
3. Chairman of the Audit Committee	1	1,216,697
4. Directors and Executive Directors	5	5,063,390
5. Directors and Audit Committee Members	2	1,622,262
6. Director	1	811,131
Total	11	11,146,874

- (2) Remuneration for directors for 2026 in the amount not exceeding Baht 10,000,000, as follows:

1. Remuneration and Office Remuneration

1.1 Remuneration for Directors

Remuneration for Directors	Baht	200,000	per year per person
Remuneration for Audit Committee Members	Baht	200,000	per year per person
Remuneration for Executive Directors	Baht	100,000	per year per person
Remuneration for Nomination and Remuneration Committee Members	Baht	100,000	per year per person
Remuneration for Corporate Governance and Risk Management Committee Members	Baht	100,000	per year per person
Remuneration for Corporate Social Responsibility and Sustainability Committee Members	Baht	100,000	per year per person

1.2 Office Remuneration

Chairman of the Board of Directors	Baht	550,000	per year
Chairman of the Executive Board	Baht	300,000	per year
Chairman of the Audit Committee	Baht	200,000	per year
Chairman of the Nomination and Remuneration Committee	Baht	100,000	per year
Chairman of the Corporate Governance and Risk Management Committee	Baht	100,000	per year
Chairman of the Corporate Social Responsibility and Sustainability Committee	Baht	100,000	per year

2. Meeting allowances will be paid based on each member's attendance at the Board of Directors' Meetings or subcommittees' meetings, with the meeting allowances paid for each Board of Directors' Meeting and Executive Board's Meeting amounting to Baht 20,000 per person, and the meeting allowances paid for each subcommittee's meeting amounting to Baht 10,000 per person.

This year, the Company has neither offered any beneficial remuneration nor granted any benefits to its directors other than the aforementioned remuneration.

Supporting Document for Item 7: To consider and appoint the auditor and determine remuneration for 2026

1. Articles 47 and 48 of the Articles of Association stipulate that the auditor shall be appointed and remuneration shall be determined at every annual ordinary general meeting of shareholders and the Notification of the Stock Exchange of Thailand stipulates that the Audit Committee shall have the duty to consider selecting and nominating independent persons to perform duty as the Company's auditor and propose remuneration for the Company's auditor.

2. In 2025, the Ordinary General Meeting of Shareholders resolved to appoint either Mrs. Wilai Sunthornwanee or Mrs. Chonlaros Suntiasvaraporn or Mr. Natthawut Santipet of EY Office Limited as the Company's auditor, with the remuneration not exceeding Baht 4,000,000.

Clause 7 (4) of the Notification of the Stock Exchange of Thailand Re: Qualifications and Scope of Works of the Audit Committee B.E. 2551 (2008) specifies that the Audit Committee shall have the duty to consider, select and nominate an independent person to be the Company's auditor, and to propose remuneration of the Company's auditor.

The Audit Committee's Meeting No. 1/2026 on February 26, 2026 considered the proposal for provision of audit services of the existing auditor, namely, EY Office Limited, and also considered the reliability, independence, knowledge and experience in auditing, provision of advice on accounting standards, as well as timely certification of the financial statements, and therefore, resolved to propose that the Board of Directors consider submitting this matter to the 2026 Annual Ordinary General Meeting of Shareholders to appoint the auditor and determine remuneration for 2026.

3. The Board of Directors' Meeting No. 1/2026, which was held on February 26, 2026, resolved to propose that the 2026 Annual Ordinary General Meeting of Shareholders appoint the auditor and fix the remuneration as proposed by the Audit Committee, as follows:

- 1) To appoint the auditor of EY Office Limited as listed below as the Company's auditor, namely, either:

Name	License No.	Years of Audit Service for the Company
1. Mrs. Wilai Sunthornwanee	7356	4 years (2022-2025)
2. Mrs. Chonlaros Suntiasvaraporn	4523	-
3. Mr. Natthawut Santipet	5730	-

Either of the auditors shall be authorized to conduct the audit and sign for certification of the Company's financial statements for 2026. The Company's subsidiaries have retained the same auditing firm and auditors listed above as the Company. The auditors on the proposed list have neither relationships nor interests with the Company or its subsidiaries, their executives, major shareholders, or any related person that could affect their independent performance of duties in any manner. Additionally, the Company has not obtained any non-audit services other than auditing.

- 2) To determine the remuneration in the total amount not exceeding Baht 4,000,000, comprising:

Comparison of Audit Fees for the Previous Two Years and 2026

Unit: Baht

Description		2024	2025	2026
1.	Fee for auditing the annual financial statements	1,650,000	1,750,000	1,750,000
2.	Fee for reviewing the financial statements for a total of three quarters	2,250,000	2,250,000	2,250,000
Total		<u>3,900,000</u>	<u>4,000,000</u>	<u>4,000,000</u>
Non-Audit Service Fee		-	1,300,000	-

In the 2025 accounting period, the Company paid a Non-Audit Service Fee in the amount of Baht 1,300,000 to EY Corporate Services Limited, a company within the group of EY Office Limited, for specialized tax advisory services relating to international tax reform - the Pillar Two income calculation tax rules in respect of system testing and calculations within the scope of the top-up tax calculation rules, as well as entitlement to the benefit from the “Transitional CbCR Safe Harbour” relief for overseas subsidiaries under the law required by the Organisation for Economic Co-operation and Development (OECD) and other accounting support service fees.



Profile of Independent Director
(Proxy of Shareholders)

NAME : Mr. Vitoon Tejatussanasoontorn

POSITION : Chairman of the Audit Committee
Nomination and Remuneration Committee Member
Corporate Governance and Risk Management Committee Member
Independent Director

AGE : 85 years

NATIONALITY : Thai

ADDRESS : 191/39 Sukhumvit Road, Klongton Subdistrict, Wattana District, Bangkok 10110

EDUCATION : - B.A. in Commerce, Thammasat University

TRAINING HISTORY : - Director Certification Program (DCP 2/2000)
Thai Institute of Directors Association

- IOD Chartered Directors, Thai Institute of Directors Association, Class 1/2007
- Audit Committee Program (ACP 27/2009)
Thai Institute of Directors Association
- Advanced Audit Committee Program (AACP 3/2010)
Thai Institute of Directors Association
- Role of Compensation Committee (RCC 12/2011)
Thai Institute of Directors Association
- New Auditor's Report: What's in it for you?,
Thai Institute of Directors Association, in association with Federation of Accounting Professions under the Royal Patronage of His Majesty the King
- Directors Compensation Survey 2016,
Thai Institute of Directors Association
- Seminar on Accounting in Preparation for Change of Financial Reporting Standard,
EY Office Limited
- "Story Telling for Leaders", Thai Institute of Directors Association
- Nomination Director Event 1/2017 on Nomination Committee Best Practice
Guideline, Thai Institute of Directors Association)
- Seminar on Accounting, "Business in Era of Unusual Variations",
EY Office Limited
- Principles on the Application of Personal Data Protection Law and Use of Documents,
Chandler MHM Company Limited
- Seminar on Dissemination of Study Results of the Value of Audit Project,
the Office of the SEC in association with the Federation of Accounting Professions
- Hot Issue for Directors Program: The Evolving Role of Audit Committee in Fostering
Trust and Transparency 3/2025, the Stock Exchange of Thailand

EXPERIENCE	:	2024-Present	Nomination and Remuneration Committee Member CH. Karnchang Plc.
		2022-Present	Corporate Governance and Risk Management Committee Member CH. Karnchang Plc.
		2016-Present	Chairman of Audit Committee Bangkok Expressway and Metro Plc.
		2015-Present	Director, and Nomination and Remuneration Committee Member Bangkok Expressway and Metro Plc.
		2014-2024	Chairman of the Nomination and Remuneration Committee CH. Karnchang Plc.
		2007-2022	Chairman of the Corporate Governance and Risk Management Committee CH. Karnchang Plc.
		2004-Present	Director Asahi Glass Foundation of Thailand
		1999-Present	Director and Chairman of the Audit Committee CH. Karnchang Plc.
		1991-Present	Senior Executive Vice President Asahi Glass Plc.
		1988-Present	Director and Executive Director Pattaya Estate Co., Ltd.
		1988-Present	Director and Executive Director Kiarti Thanee Country Club Co., Ltd.
		1987-Present	Director Diachrome Chemical Co., Ltd.
		1976-1987	Finance Manager Asahi Glass Plc.
		1972-1976	Accounting Department Manager Asahi Glass Plc.
		1967-1972	Cost Accounting Department Head Asahi Glass Plc.

SHAREHOLDING IN THE COMPANY : - None -

HAVING AN INTEREST IN THE ITEMS UNDER CONSIDERATION : - Having an interest in Item 6: To consider and determine remuneration for directors.
- Having no special interest that differs from those of the other directors in respect of all agenda items proposed at this Meeting.

**Document or Evidence Indicating Status as a Shareholder or Shareholder's Representative
Entitled to Attend the Meeting**

Type	Thai Shareholders	Foreign Shareholders
1. Natural Person - In Person - By Proxy	- Identification Card - Identification Card of Proxy Holder - Certified Copy of Identification Card of Grantor - Proxy Form (Affixed Baht 20 Duty Stamp)	- Passport - Identification Card or Passport of Proxy Holder (as the case may be) - Certified Copy of Passport of Grantor - Proxy Form (Affixed Baht 20 Duty Stamp)
2. Juristic Person	- Identification Card of Proxy Holder - Certified Copies of Company Affidavit and Identification Card of Authorized Director(s) - Proxy Form (Affixed Baht 20 Duty Stamp)	- Identification Card or Passport of Proxy Holder (as the case may be) - Certified Copies of Company Affidavit and Identification Card or Passport of Authorized Director(s) (as the case may be) - Proxy Form (Affixed Baht 20 Duty Stamp)

Procedures for Proxy Appointment

According to the Notification of the Department of Business Development, Ministry of Commerce, Re: Determination of Proxy Form (No. 5) B.E. 2550 (2007), there are three Proxy Forms as follows:

- Form A is a general and simple proxy form;
- Form B is a proxy form with specific particulars of the proxy appointment;
- Form C is a form used only for shareholders who are foreign investors and appoint a custodian in Thailand to hold and safeguard the shares in custody.

The Company has provided Proxy Form B for shareholders in accordance with the form prescribed by the Department of Business Development. Should any shareholder, who is a foreign investor and appoints a custodian in Thailand to hold and safeguard the shares in custody, wish to use Proxy Form C, it can be downloaded from the Company's website at <https://www.ch-karnchang.co.th/th/investor-relations/document/shareholder-meetings?year=2026>.

Shareholders who are unable to attend the Company's Meeting of Shareholders via electronic means (E-AGM) in person may grant proxy in accordance with the following procedures:

1. General shareholders may use only one of Proxy Form A or Proxy Form B.
2. Shareholders whose names appear in the share register as foreign investors and who appoint a custodian in Thailand to hold and safeguard the shares in custody may use any one of the three proxy forms (Proxy Form A, Proxy Form B, or Proxy Form C).
3. A proxy may be granted to any person as the shareholder wishes, or to the Company's Independent Director, namely, Mr. Vitoon Tejtassanasoontorn, by specifying the name and details of the person appointed as proxy.
4. A shareholder may not split the number of shares by granting proxy to more than one proxy holder in order to split his/her votes. In granting a proxy, a shareholder must grant proxy for all of the shares he/she holds and may not grant proxy for only a portion of such shares, except in the case of a shareholder whose name appears in the share register as a foreign investor and who appoints a custodian in Thailand to hold and safeguard the shares in custody pursuant to Proxy Form C.
5. A duty stamp in the amount of Baht 20 shall be affixed to the proxy form, crossed out, and dated as at the date of execution of such proxy for it to be valid and legally binding. In this regard, the Company has arranged duty stamps for affixing to the proxy forms to facilitate shareholders at the time of registration for attending the Meeting.

6. Granting Proxy to Attend the Meeting on Behalf of the Shareholder

6.1 In the case where a shareholder grants proxy to any other person to attend the Meeting via electronic means (E-AGM) on his/her behalf

The shareholder or the proxy holder is kindly requested to proceed in accordance with Clauses 1-3 above and submit an advance request to attend the Meeting (E-Request) to obtain a Username and Password for use in the registration to attend the E-AGM, as per the details on the procedures for submitting the E-Request and the use of the electronic meeting system (E-AGM) set out in Attachment 10, and send the original proxy form together with the supporting documents to the Company.

6.2 In the case where a shareholder grants proxy to an Independent Director to attend the E-AGM on his/her behalf

The shareholder is kindly requested to proceed in accordance with Clauses 1-3 above and may either submit the E-Request via electronic means or send the original proxy form together with the supporting documents to the Company.

6.3 Thailand Securities Depository Company Limited ("TSD") has implemented an electronic proxy system for shareholders' meetings ("e-Proxy Voting") applicable to Proxy Forms A, B and C, for the following shareholders:

- Individual shareholders who are members of the Investor Portal (IVP) and have completed identity verification with NDID (National Digital ID) may access the service via the Investor Portal (IVP); and
- Funds managed by asset management companies and foreign juristic persons under the custody of a custodian in Thailand may access the service via the e-Proxy Voting for Intermediaries system.

In using the e-Proxy Voting, shareholders are not required to send the hard-copy proxy form and identification documents by post; they are only required to complete the proxy information in full via the Investor Portal. The system will be available from April 1, 2026 to April 9, 2026 at 05.00 p.m.

The Office of the Securities and Exchange Commission has issued Notification of the Capital Market Supervisory Board No. TorJor. 79/2564 (2021) Re: Rules on General Solicitation for Proxy to Attend and Vote at Shareholders' Meetings of Listed Companies, dated December 29, 2021, effective since January 16, 2022. Shareholders may study further details or download the Notification from www.sec.or.th

7. The original proxy form and supporting documents duly signed and certified as true copies must be sent to the Office of President, CH. Karnchang Public Company Limited, No. 587 Sutthisan Winitchai Road, Ratchadaphisek Subdistrict, Dindaeng District, Bangkok 10400, by April 7, 2026, so that the Company's staff will have sufficient time to verify the documents prior to the commencement of the Meeting.

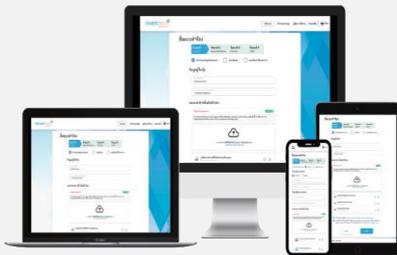
8. Any shareholder who wishes to revoke the proxy shall notify the Company of his/her intention in writing prior to the commencement of the Meeting of Shareholders.

Guidelines for attending the Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows:

Steps for requesting Username & Password via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://fort.inventech.co.th/CK830145R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



**** Merge user accounts, please using the same email and phone number ****

- 1 Click link URL or scan QR Code in the notice letter of the Annual General Meeting
- 2 Choose type request for request form to 4 step
 - Step 1 Fill in the information shown on the registration page
 - Step 2 Fill in the information for verifying the shareholders' identity
 - Step 3 Verify the identity via OTP
 - Step 4 Successful transaction, the system will display information again to verify the exactitude of the information
- 3 Please wait for an email with details of the meeting and Password

2. For Shareholders who would like to attend the Meeting either through the Electronic Means in person or by a proxy who is not the provided independent director, please note that the electronic registration will be available from 1 April 2026 at 8.30 a.m. and shall be closed on 10 April 2026 until the end of the meeting.

3. The electronic conference system will be available on **10 April 2026 at 12.00 p.m. (2 hours before the opening of the meeting)**. Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, the shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by 7 April 2026 at 05.00 p.m.

CH. Karnchang Public Company Limited
Office of President
587 Suttthisan Winitchai Road, Ratchadaphisek, Dindaeng, Bangkok 10400

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



02-460-9220



@inventechconnect



The system available during 1 - 10 April 2026 at 08.30 a.m. – 05.30 p.m.
(Specifically on business days, excludes official holidays and public holidays)

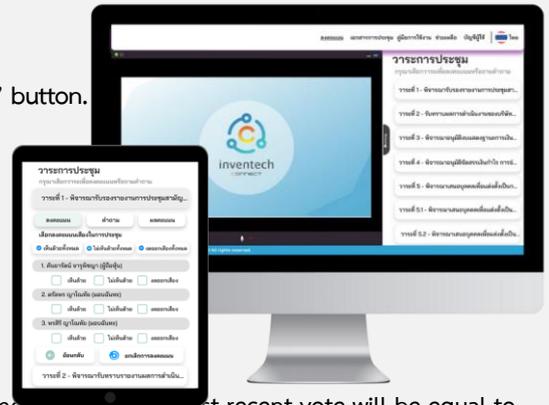


Report a problem

@inventechconnect

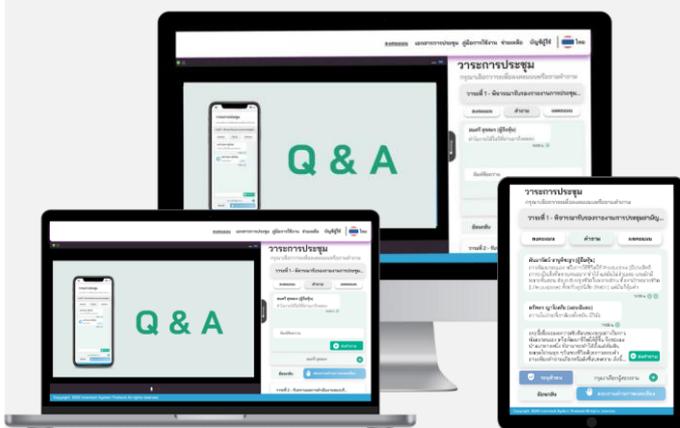
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Enter the email and password that you received from your email or request an OTP.
- 2 Click on the “Register” button, the system has already registered and votes will be counted as a quorum.
- 3 Click on the “Join Attendance” button, then click on the “Accept” button.
- 4 Select which agenda that you want to vote.
- 5 Click on the “Vote” button.
- 6 Click the voting button as you choose.
- 7 The system will display the status of your latest vote.



To cancel the last vote, please press the button “Cancel latest vote (this means that your most recent vote will be equal to not voting, or your vote will be included in votes determined by the meeting). Shareholders can conduct a review of the votes on an agenda basis until the voting results for that agenda are closed.

Step to ask questions via Inventech Connect



- Select the agenda
- Click on the “Question” button
- 1 Ask a question
 - Type the question, then click on the “Send”
- 2 Ask the question via video
 - Click on the “Conference” button
 - Click on “OK” for confirming your queue
 - Please wait for the queue for your question, then you can turn on the microphone and camera

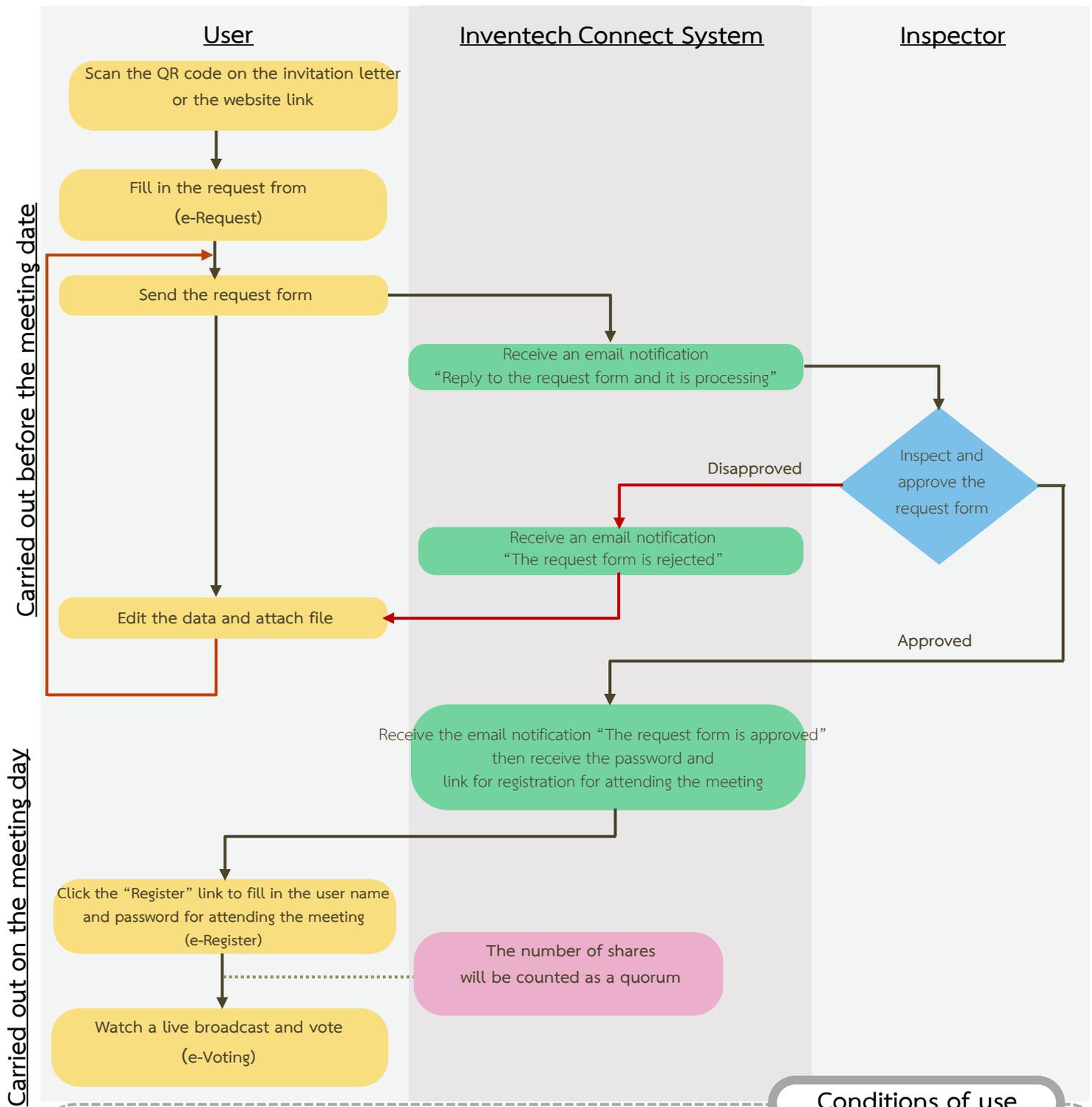
How to use Inventech Connect



User Manual and Video of using Inventech Connect

* Note: The operation of the electronic conferencing system and Inventech Connect systems depends on the supported Internet of shareholders or proxy holder, including equipment and/or program for best performance. Please then use the following equipment and/or program to use the systems.

1. Internet speed requirements
 - High-Definition Video: the Internet speed at 2.5 Mbps (recommended Internet speed).
 - High Quality Video: the Internet speed at 1.0 Mbps.
 - Standard Quality Video: the Internet speed at 0.5 Mbps.
2. Equipment requirements
 - Smartphone/Tablet that uses IOS or Android OS.
 - PC/Laptop that uses Windows or Mac OS.
3. Requirement for Internet Browser: Chrome (Recommended) / Safari / Microsoft Edge **** The system does not support the Internet Explorer.**



Conditions of use

In case of account merging/change

In case of filing multiple requests by using the same email and phone number, the system will merge accounts of the user, or in case the user has more than 1 account, you can click on "Change account" to access another account; in such case, the previously used account will still be counted in the meeting basis.

In case of leaving the meeting

Attendees can click on "Register for exit the quorum"; in such case, the system will remove your votes from the vote base for all agenda items that have not yet been processed.

Voting Procedures and Methods

Procedures for Vote Casting and Rules for Counting of Votes

1. The Chairman of the Meeting requests shareholders to vote in each agenda item, with one share equaling one vote.

2. Shareholders or proxies who attended the Meeting after it had been opened will have their votes counted only on the agenda items for which they were present. As a result, the number of shareholders represented on each agenda may differ.

3. If shareholders appointing proxies have clearly voted for, against, or abstained from voting on the respective agenda items, such votes have been gathered and recorded for computer processing in advance, with a legal advisor verifying the accuracy of the counting of votes according to proxy forms. Therefore, the proxies who had registered to attend the Meeting will no longer be allowed to vote again in the system.

4. Shareholders are allowed to vote within the time specified by the system after the notification of the opening of voting for each agenda item, and once the submission of voting results for each agenda has been closed, the voting results of such agenda will be announced to the Meeting for acknowledgement.

5. Any shareholders intending to vote shall choose the agenda item that he/she wishes to vote on, then click on the "voting" button, as follows: 1. Approve 2. Disapprove 3. Abstain. The shareholders wishing to cancel the vote can click on the "Cancel Vote" button (where the voting can be changed until such agenda item ends the voting results submission).

* If no voting is selected or click on the "Cancel Vote" button, it will be treated as a favorable vote, and the voting can be changed until such agenda item ends the voting results submission.

6. Each agenda item requires a resolution passed by the Meeting with the following votes:

6.1 For Item 1: To consider and approve the Minutes of the 2025 Annual Ordinary General Meeting of Shareholders; Item 3: To consider and approve the statement of financial position and the statement of comprehensive income for the year ended December 31, 2025; Item 4: To consider and approve the allocation of profit and dividend payment; Item 5: To consider the election of directors to replace those due to retire by rotation; and Item 7: To consider the appointment of auditor and determination of remuneration for 2026, a majority vote of the shareholders who attend the Meeting and cast their vote is required.

6.2 For Item 6: To consider the determination of remuneration for directors, a majority vote of not less than two-thirds of all votes of the shareholders who attend the Meeting is required.

Item 2 is to report on the operational results for 2025 for acknowledgment and it then requires no resolution.

Asking Questions or Expressing Opinions During the Meeting

Prior to voting on each agenda item, the Company will provide an opportunity for meeting participants to ask questions or express opinions on matters relevant to that particular agenda item as appropriate. Please first select the agenda item for which you wish to ask a question or express an opinion, and then click on the “Question” button. Questions may be submitted via the following two channels:

- Submitting questions in text form: You may type your question in the space provided and then click on the “Send” button. The Company will read out and respond to questions relevant to the agenda item for the Meeting to be informed accordingly. However, if a large number of questions are submitted through the system, the Company reserves the right to consider and select questions as it deems appropriate.

- Submitting questions via audio and video (VDO conference): Please click on the “Conference” button, and then click on the “OK” button to reserve your turn in the queue. The meeting moderator will announce the name and surname of the participant who has been granted the right to ask a question. You will then be requested to turn on your microphone and camera. Before asking your question, please state your name and surname and indicate whether you are attending as a shareholder or as a proxy each time, so that the Company can record such information accurately and completely in the Minutes of the Meeting.

In this regard, the Company reserves the right to cut off the video and audio feed of any shareholder who asks questions or expresses opinions in an impolite manner, defames others, violates any applicable laws, infringes upon the rights of other persons, disrupts the Meeting, or otherwise causes trouble or inconvenience to other participants in the Meeting.

Articles of Association of the Company Regarding the Meeting of Shareholders

Shareholders' Meeting

Article 33. A meeting of shareholders of the Company shall be convened at the locality in which the Company's head office is situated or adjacent province or at other places as designated by the Board of Directors.

In this regard, a meeting of shareholders may be convened via electronic means as stipulated in the law on electronic meetings, in which case, the Company's head office shall be assumed to be the venue of such electronic meeting.

Article 34. A general meeting of shareholders shall be convened at least once a year. Such meeting shall be called the "ordinary general meeting". The said annual ordinary general meeting shall be convened within four (4) months from the last day of the accounting period of the Company. Meetings other than those specified above shall be called "extraordinary general meetings".

The Board of Directors may call an extraordinary general meeting whenever it deems appropriate or one or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold, may at any time subscribe his/her or their names in a letter requesting the Board of Directors to call an extraordinary general meeting of shareholders, provided that they shall clearly specify a matter(s) and give a reason(s) for such request for calling the meeting in the said letter. In this case, the Board of Directors shall call a shareholders' meeting within forty-five (45) days from the date of receipt of such letter from the shareholders.

In the event that the Board of Directors fails to convene the meeting within the specified period under paragraph two, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days from the date of expiration of the period under paragraph two. In such case, the meeting is deemed to be a shareholders' meeting called by the Board of Directors, and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the event that, at the shareholders' meeting called by the shareholders under paragraph three, the number of the shareholders present in the meeting does not constitute quorum as prescribed in Article 36, the shareholders under paragraph three shall jointly compensate the Company for the expenses incurred in arrangements for convening that meeting.

In the event that the shareholders call the meeting under paragraph three, the calling shareholders may send to other shareholders a notice of the meeting via electronic means in accordance with the rules and conditions as required by the law.

Article 35. In summoning the shareholders meeting, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting, together with appropriate details stating clearly whether they will be for acknowledgement, for approval or for consideration, as the case may be, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the registrar for information not less than seven (7) days prior to the meeting. In addition, notice of the meeting shall be published in a newspaper or via electronic media in accordance with the rules as provided by the law and registrar for three (3) consecutive days and at least three (3) days prior to the meeting.

Notice of the meeting and supporting documents to shareholders shall be delivered by registered mail or via electronic means in accordance with the rules as provided by the law and the registrar.

Article 36. To constitute a quorum in a shareholders' meeting, there shall be not less than twenty-five (25) shareholders present in person or by proxy (if any) or not less than one half of the total number of shareholders and holding shares in aggregate not less than one-third (1/3) of the total number of shares sold, unless otherwise stipulated by the laws.

If, after one hour from the time scheduled for the shareholders' meeting, the number of shareholders is insufficient to form a quorum as specified, if such shareholders' meeting is convened at the request of shareholders, it shall be cancelled. If such shareholders' meeting is not convened at the request of shareholders, the meeting shall be called again and in such case, notice calling for the meeting shall be sent to shareholders not less than seven (7) days before the date of the meeting. In the latter meeting, a quorum is not compulsory.

A shareholders' meeting may be convened via electronic means in accordance with the conditions, procedures, and methods required by law.

Article 39. The Chairman of the Board of Directors shall preside over the shareholders' meeting. If the Chairman is not present in the meeting or is unable to perform his or her duties, the Vice-Chairman, if available, shall preside over the meeting. If there is no Vice-Chairman, or the Vice-Chairman is unable to perform his or her duties, the meeting shall elect one of the shareholders attending the meeting to preside over the meeting.

Appointment of Proxy for Participation in Meeting of Shareholders and Shareholders' Right to Vote

Article 37. A shareholder may appoint another person, who has reached his/her legal age, as his or her proxy to attend a shareholders meeting and vote on his or her behalf.

The proxy form shall be dated and signed by the shareholder giving proxy and shall be in the form as prescribed by the registrar, and shall contain at least the particulars listed below:

- A. The number of shares held by the shareholder;
- B. Name of proxy;
- C. The number of such meeting for which proxy is appointed to attend and vote.

The said instrument shall be delivered to the Chairman of the Board of Directors or a person entrusted by the Chairman of the Board of Directors prior to the attendance of the meeting by such proxy.

The aforementioned appointment of a proxy may instead be made by electronic means, provided that it necessitates a secure and trustworthy method to demonstrate that such shareholder has appointed the proxy in accordance with the rules as provided by the law and the registrar.

Article 40. In the shareholders' meeting, a shareholder shall have one vote for each share held by such shareholder.

In the event that a shareholder has a personal interest in any matter, such shareholder shall have no right to vote on such matter, except voting for director election.

In casting votes for passing any resolution or approval for any act in the general meeting, a majority of votes of shareholders who attend the meeting and have the right to vote is needed.

Except in the following cases, a resolution shall be passed by affirmative votes of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote:

- A. The sale or transfer of the whole or substantial part of the businesses of the Company to other persons;
- B. The purchase or acceptance of transfer to the Company of businesses of other public limited companies or private companies;
- C. The execution, amendment or termination of contracts relating to the leasing out of the whole or substantial part of the Company's businesses, the assignment to any other persons to manage the Company's businesses, or the consolidation of such business with other persons with an objective towards profit and loss sharing.

The casting vote as per paragraph one which it is deemed that one share shall have one vote shall not be applied to the case where the Company issues preferred shares which are required to have the right to vote less than that of ordinary shares.

Qualifications of Directors, Election Method and Retirement by Rotation

Article 15. The Company has one Board of Directors which shall consist of at least five (5) directors, as elected by the general meeting of shareholders. The Board of Directors shall elect one director to be the Chairman of the Board of Directors, and may elect one or several directors as Vice-Chairmen, and may elect one of the directors as the Managing Director and other positions as it deems appropriate. Not less than one half of all directors shall reside in the Kingdom of Thailand.

Article 16. The shareholders' meeting shall elect directors in accordance with the following conditions and procedures:

- 1) One shareholder shall have one vote for every one share held by that shareholder.
- 2) When electing directors, the casting of votes shall be made at one time for a group of persons up to the full number of all directors to be elected at that time or, if the shareholders' meeting deems appropriate, the casting of votes shall be made to elect directors on an individual basis. However, in the casting of votes in either case, each such person elected by the shareholders shall receive votes from shareholders according to the total number of shares held by each shareholder under (1) and no shareholder can allot his or her votes to any person in any number.
- 3) When electing directors on an individual basis, persons receiving the most votes are those who are elected to be directors, in descending order, to the number of directors who are to be elected. If there is a tie for the last to be elected and this exceeds the said number of directors, the election shall be drawn by lots.

Article 19. At every annual general meeting, at least one-third (1/3) of the number of directors shall vacate their office. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) must retire from office.

The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In each subsequent year, the directors who have been in office for the longest term shall retire.

A retiring director is eligible for re-election.

Payment of Remuneration and Bonus for Directors

Article 17. Consideration and remuneration for directors shall be stipulated by the shareholders' meeting.

Directors have the right to receive remuneration from the Company in the form of honorarium, meeting allowances, consideration, bonus or other benefits in other forms, in accordance with the Articles of Association or with the approval of the shareholders in the shareholders' meeting, which may be a fixed amount or in accordance with the rules, and may be periodically fixed or permanently fixed until changed. Directors may receive per diem, welfares and expense reimbursement according to the Company's regulations.

The provisions of the preceding paragraph hereof shall not affect the rights of the Company's officers or employees, who have been elected as director(s), to receive remuneration and benefits in the capacity as officers or employees of the Company.

Payment of Dividends

Article 51. Payment of dividends from money other than profit is not allowed. In the case where the Company still has accumulated losses, payment of dividends is prohibited.

Dividends shall be equally distributed according to the number of shares and the payment of dividends requires the approval of a shareholders' meeting.

Where the shares in the Company have not yet been completely sold according to the number of shares registered or where the Company has already registered an increase in capital, the Company may pay dividends, in whole or in part, by issuing new ordinary shares to the shareholders, provided it has the approval of a shareholders' meeting.

The Board of Directors may pay interim dividends to the shareholders from time to time when the Board of Directors finds that the Company has sufficient profit and a report thereof shall be made to the next shareholders' meeting.

The payment of dividends shall be made within one month from the date the resolution was passed by the shareholders meeting or by a meeting of the Board of Directors, as the case may be. Written notices thereof shall be sent to the shareholders by registered mail or by electronic means in accordance with the rules as provided by the law or the registrar, and publication of the notice of the payment of dividends shall be made in a newspaper or via electronic media in accordance with the rules as provided by the law or the registrar at least for three (3) consecutive days. No interest can be charged against the Company if such dividend payment is made within the time specified by the laws.

Article 52. The Company must appropriate to a reserve fund, from the annual net profit at least five percent of the annual net profit less the total accumulated loss brought forward (if any) until the reserve fund reaches an amount not less than 10 percent or more of the registered capital of the Company. In so doing, the Board of Directors shall render an opinion in connection therewith to be presented for approval by the shareholders' meeting.

Other Matters

Article 54. The Company shall comply with the laws on securities and exchange. In the event that the Company's securities are listed on the Stock Exchange of Thailand, the Company shall comply with the regulations, notifications, orders or requirements of the Stock Exchange of Thailand, as well as the provisions relating to disclosure of information of the execution of connected transactions and any acquisition or disposition of significant assets of the Company or its subsidiaries.

**Privacy Notice for
the 2026 Annual Ordinary General Meeting of Shareholders**

CH. Karnchang Public Company Limited (the “Company”) values the personal data of shareholders and/or proxies (“you”), the Company would like to inform you of the following information in order to ensure compliance with the Personal Data Protection Act B.E. 2562 (2019) and the Company’s Personal Data Protection Policy.

1. Personal Data Source and Personal Data Collected by the Company

The Company receives the personal data directly from you and/or Thailand Securities Depository Co., Ltd., which is the securities registrar of the Company, and the Company is required to gather such personal data for conducting and attending the 2026 Annual Ordinary General Meeting of Shareholders. Such personal data is comprised of the following:

General Personal Data, such as title, name, surname, date of birth, age, address, ID card number, the code on the back of the ID card, passport number, proof of name-surname change, postal code, phone number, fax number, e-mail, shareholder identification number, bank account number, photo, sound, motion photo, or both sound and motion photo from video recording and/or from information technology system and/or from broadcasting via electronic media or by any other means in the Annual Ordinary General Meeting (AGM) which have been prepared by the Company.

Remark: The Company will not keep your religious information because it is sensitive personal data which does not need to be processed for the AGM. As such, if a copy of your ID card contains religious information, the Company requests your cooperation in hiding such information before submitting it to the Company (it may be scraped or crossed out until the information cannot be read), or if you are not comfortable, the Company reserves the right to do so instead.

2. Collecting and Processing Basis and the Objectives in Collecting and Processing Personal Data

2.1 Legal Obligation

The Company will collect, use, and disclose your personal data in accordance with Clause 1 to call, arrange and conduct the AGM. This includes verification of your identity as well as the delivery of relevant documents, collection of information as evidence for the AGM and for any purposes in compliance with the resolutions of the AGM, including any other actions under laws and/or orders of competent government authorities in accordance with the Public Limited Companies Act B.E. 2535 (1992), the Notification of the Ministry of Digital Economy and Society Re: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (2020), and other applicable laws.

2.2 Legitimate Interest

The Company will collect, use and disclose your data in accordance with Clause 1 for use in the preparation of the Minutes of the Meeting as proof of attendance at the E-AGM for the meeting public relations purpose, as well as for any other necessary and related purposes for the sake of the Company's and third parties' legitimate interests without going beyond what you can reasonably expect.

3. Personal Data Retention Period

The Company will retain your personal data for as long as it is necessary to achieve the above-mentioned purpose. The Company intends to retain your personal data per Clause 1 for a period of 10 years, from the date of the Company's receipt of your personal data. Upon the expiration of each specified period, the Company will either destroy your personal data or make it non-personally identifiable.

4. Personal Data Disclosure or Transfer

Your personal data may be disclosed or transferred by the Company to related persons or agencies, for instance service providers, contractors of the Company in connection with meeting planning or information technology or data storage or website management, as well as auditors, legal consultants, government agencies, or officials with legal authority. In this regard, the Company will only disclose or transfer your personal data to service providers or contractors as is necessary for the delivery of services, and will ensure that the service providers or contractors do not use your data for any other purpose.

5. Rights of Data Subject

The data subject has the rights to request access to his/her personal data, request to obtain a copy of his/her personal data under the Company's responsibility, or disclose the acquisition of such personal data for which he/she has not given consent, withdraw consent, object to the collection, use or disclosure of the personal data, update, delete, destroy the personal data, or make the personal data non-personally identifiable, suspend the use of his/her personal data, transfer his/her personal data to other data controllers subject to conditions and methods set forth by law. If you intend to exercise any of your rights, please contact the Company and the Company will consider your request as soon as possible. In some cases, the exercise of any right above may be restricted by applicable laws or the Company may reject your request. In this regard, you have the right to lodge a complaint with the competent official in accordance with the Personal Data Protection Act B.E. 2562 (2019) if you see that the Company is violating or failing to comply with such Act. In addition, if you have any questions or require further information regarding the protection of your personal data, the collection, use, or disclosure of such data, or the exercise of your rights, or if you wish to lodge any complaint, you may contact us at e-mail: dpo@ckplc.com.

Please refer to the Company's Personal Data Protection Policy for further details at:

Thai version - <https://sustainability.ch-karnchang.co.th/th/document/viewer/41/นโยบายการคุ้มครองข้อมูลส่วนบุคคลสำหรับบุคลากรภายนอก>

English version - <https://sustainability.ch-karnchang.co.th/en/document/viewer/41/personal-data-protection-policy-external>