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## Minutes of the 2025 Annual General Meeting of Shareholders

### Sermsang Power Corporation Public Company Limited

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#### Date, time and venue of the Meeting

The 2025 Annual General Meeting of Shareholders of Sermsang Power Corporation Public Company Limited (the “**Company**”) was held on April 25, 2025 at 10.00 am. through electronic media (E-AGM) according to Emergency Decree on Electronic Meetings B.E. 2563 (A.D. 2020) and the Notification of Ministry of Digital Economy and Society Re: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (A.D. 2020) and other related regulations, broadcast from the head office of the Company located at No. 325/14 Lanluang Road, Mahanak Square Sub-district, Dusit District, Bangkok (the “**Meeting**”).

#### Directors attending the Meeting

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|----|--|--|
| 1. | Mr. Kamthon Wangudom                         | Chairman of the Board /Independent Director /<br>Director of the Audit Committee / Director of<br>Corporate Governance and Sustainable<br>Development Committee / Director of the<br>Nomination and Remuneration Committee |
| 2. | Emeritus Professor.<br>Samrieng Mekkiengkrai | Independent Director / Chairman of the Audit<br>Committee / Chairman of the Nomination and<br>Remuneration Committee   |
| 3. | Mr. Dhana Buphawanit                         | Independent Director / Director of the Audit<br>Committee / Director of the Nomination and<br>Remuneration Committee / Director of the Risk  |
| 4. | General Phairat Phoubon                      | Independent Director / Chairman of the Risk<br>Management Committee  |



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|-----|----------------|-------------------|---|
| 5.  | Mr. Monchai    | Pongstabadee      | Independent Director / Chairman of Corporate Governance and Sustainable Development Committee   |
| 6.  | Mr. Varut      | Tummavararakub    | Director / Director of the Risk Management Committee / Director of Corporate Governance and Sustainable Development Committee / Chairman of Executive Committee / Chief Executive Officer / Chief Strategy Officer (Acting) |
| 7.  | Ms. Thantaporn | Kraipisitkul      | Director / Executive Director / the Deputy of Chief Executive Director  |
| 8.  | Mr. Tanawat    | Kraipisitkul      | Director/ Executive Director  |
| 9.  | Mrs. Thanyanee | Kraipisitkul      | Director  |
| 10. | Ms. Lanlalit   | Maitreevithyanont | Director  |

Executives attending the Meeting

- |    |               |                 |                         |
|----|---------------|-----------------|-------------------------|
| 1. | Mr. Chayut    | Leehacharoenkul | Chief Financial Officer |
| 2. | Mr. Passakorn | Panyaratanakorn | Chief Operating Officer |

Company's auditors from EY Office Limited

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|----|----------------|------------------|---------------|
| 1. | Mr. Chatchai   | Kasemsrithanawat | Auditor proxy |
| 2. | Mr. Surakitti. | Techamahatthana  | Auditor proxy |

Legal advisors from Thanathip & Partners Legal Counsellors Limited

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|----|-------------|--------------|-----------|
| 1. | Ms. Viparat | Timprathuang | Associate |
| 2. | Ms. Kunrisa | Mektrakarn   | Associate |

In this regard, the Moderator provided information about the registered capital and shares of the Company at present as follows:

The Company has registered capital of	1,590,621,551	THB
paid-up capital of	1,283,825,572	THB
divided into	1,283,825,572	Ordinary shares
with a par value of	1.00	THB per share

#### The Meeting started

The 2025 Annual General Meeting of Shareholders of the Company was held through electronic media (E-AGM) by using the system of Quidlab Co., Ltd. which is in compliance with the Notifications of the Ministry of Digital Economy and Society Re: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (A.D. 2020). Also, the meeting control system provided by Quidlab Co., Ltd. is certified by Electronic Transactions Development Agency (ETDA). There were 119 shareholders attending the Meeting in person and by proxy, holding an aggregate of 795,230,659 shares, representing 62.6985 percent of the total issued shares of the Company, and total of 10 directors attended the Meeting (representing 100 percent of the directors of the Company), thus forming a quorum in accordance with the law and the Company's Articles of Association.

Mr. Kamthon Wangudom, the Chairman of the Board of Directors, acted as the Chairman of the Meeting (the “**Chairman**”). He welcomed the participants and assigned Ms. Pimwipa Sriphrae to act as a meeting moderator (the “**Moderator**”).

The Company is committed to implementing guidelines of Thai Private Sector Collective Action Against Corruption (CAC) to ensure transparency and sustainable growth.

The Moderator informed the Meeting of the regulations and procedures of the shareholders' meeting, voting, vote counting and shareholders' rights as follows:

#### Voting

- The Meeting would proceed according to the agenda appeared in the invitation of the Meeting, and voting would be made after presentation and discussion in each agenda.



- The Chairman would ask the shareholders to consider each agenda, one share is equivalent to one vote. Each shareholder shall choose to either cast a vote for or against or abstain from voting and cannot split his/her vote.
- The shareholders attended the Meeting in person or by proxies shall cast their votes as follows:
  1. The shareholders shall cast their votes by pressing the check mark button in menu located on the left side of the screen (1). Agenda which require voting will appear and the shareholders shall cast their votes in each agenda by pressing “Approve”, “Disapprove” or “Abstain” buttons and pressing “submit” button for confirming their own votes. In this regard, the shareholders are able to cast, change or amend their votes in each agenda until the Meeting announces the closure of the voting in such agenda.
  2. If the shareholders do not cast their votes in the voting program or do not submit their votes, it shall be deemed that the shareholders approve the matter as proposed by the Chairman.
  3. In the case that the shareholders using Proxy Form B wish to appoint any person to attend the Meeting on their behalf or appoint a director or independent director of the Company to vote on their behalf as per their instructions or the grantor’s, the proxy shall cast votes as per the wishes of the shareholders or its grantor.
  4. In the case that the shareholders using Proxy Form C, the votes of foreign shareholders who have appointed a custodian in Thailand to be their depository and trustee on each agenda item can be divided into “Approve”, “Disapprove” or “Abstain”.
  5. In the case that the shareholders using Proxy Form B or Form C wish to appoint any person to attend the Meeting on their behalf, or appoint a director or independent director of the Company to vote on their behalf as per their instructions or the grantor’s, the proxy shall cast votes as per the wishes of the shareholders or its grantor which was sent to the Company in advance of considering that agenda. The Company has already voted according to the wishes of shareholders or proxies.
- Shareholders with special interests in a particular agenda item shall not vote in that agenda.

#### Vote Counting

- The number of votes and the shareholders voting on each agenda item may not be equal, due to the varied attendance of the shareholders and proxies in the Meeting, reflecting the unequal numbers of attendees in each agenda.



- Regarding the counting of votes, the Company shall deduct the votes of “Disapprove” or “Abstain” from the total votes and the balance should be considered as “Approve” votes. In this regard, the votes which grantors have cast in the proxy forms shall be recorded at the time of registration for the Meeting.
- In this regard, the shareholders are able to find the voting results by pressing the check mark button in menu located on the left side of the screen (2). Only voting results of closed agendas will be shown in such menu.
- When the voting results for any agenda are announced. It is considered that the voting results in that agenda are final.

#### Shareholders’ Rights

- In the case that any shareholder wishes to raise questions or express opinions regarding the issues related to that agenda item, such shareholder is able to submit questions or express opinions through “Send Question” from the time that the Chairman announces to commence consideration of such agenda item.
- Before raising questions or expressing opinions through “Message Box”, kindly inform your name, surname, and status, such as a shareholder attending the Meeting in person or by proxy in order for the Company to record the minutes of the Meeting correctly and completely.
- In the case that any shareholder has a question or opinion that is not related to the agenda items, such shareholder shall ask their question or express their opinion after the Meeting was adjourned, for the purpose of the smooth conduct of the Meeting.
- Afterwards, our staff will read such messages according to timesheet in the Company’s back-end system. The Company shall reserve the right to raise only questions related to the agenda item being considered. For other questions, they will be raised after the Meeting is adjourned as mentioned above.
- In the event that no attendees ask questions within 1 minute, the Company will proceed with the Meeting. If shareholders have additional questions. The shareholders can type such questions by pressing the “Send Question” button on other agenda and the staff will read your questions in other agenda item at the end of the Meeting to make the Meeting run smoothly.
- Any shareholder who showed up at the Meeting after the Meeting has started still has the right to attend the Meeting and entitled to vote on the agenda items that the shareholder took part in the consideration.

- The Company has given the shareholders the opportunity to submit questions in advance of the Meeting from November 15, 2024 to January 31, 2025, but none of the shareholders submitted questions in advance to the Company.
- For transparency in vote counting at this Meeting, Ms. Viparat Timprathuang, a representative from Thanathip & Partners Legal Counsellors Limited, the legal advisor, was the meeting inspector. The Company shall reserve the right to perform any act as appropriate in order to keep the Meeting concise and effective.
- The Company records images and sounds of Meeting in video media. The Company will release the recording and the aforementioned sound on the Company's website for shareholders and all involved parties can watch it again. Also, the Company recognizes the importance of personal data of a shareholder and/or its proxy. Therefore, the Company has prepared this privacy notice to uphold the obligations under the Personal Data Protection Act, B.E. 2562 (A.D. 2019) and to describe our means to collect, use and disclose of personal data of a shareholder and/or its proxy and explain your rights in connection with your personal data. The details appear in the Meeting invitation sent to all shareholders.

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

The Chairman asked the Meeting to consider and adopt the minutes of the 2024 Annual General Meeting of the Shareholders held on April 26, 2024, as shown in the Attachment 1, which was delivered to the shareholders together with the invitation letter in the form of QR Code and was submitted to the Stock Exchange of Thailand (the "SET") within 14 days from the date of the Annual General Meeting of Shareholders and published on the Company's website.

The Chairman gave the shareholders an opportunity to ask questions or express their opinions and when there was no shareholder asking questions or giving opinions, he therefore proposed that the Meeting consider and certify the minutes of the meeting. The resolution on this agenda must be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

**Resolution:** The Meeting, by shareholders attending to the Meeting has the resolution by a majority vote of shareholders attending the Meeting and casting votes to adopt the minutes of the 2024 Annual General Meeting of Shareholders, according to the details proposed in all respects.

Voting	Number of Votes	Percentage of the total number of votes of the shareholders attending the Meeting and casting votes
Approved	795,230,659	100.0000



Voting	Number of Votes	Percentage of the total number of votes of the shareholders attending the Meeting and casting votes
Disapproved	0	0.0000
Abstained*	0	-
Total	795,230,659	100.0000

(\* excluded from percentage calculation as the voting is counted based on those who cast votes)

**Agenda 2: To acknowledge the Company's business operation for the year 2024**

The Chairman delegated Mr. Varut Tummavaranukub, Chief Executive Officer, to present the Company's operation in 2024 to the Meeting, as detailed in the 2024 Annual Report (Form 56-1 One Report) in Attachment 2 in QR Code format which was delivered to all shareholders together with the invitation letter and published on the Company's website.

The Chairman gave the shareholders an opportunity to ask questions or express their opinions and when there was no shareholder asking questions or giving opinions, he therefore informed the Meeting that this agenda is for acknowledgment, therefore no resolution is required.

Remark: This agenda is for acknowledgment; therefore, no resolution is required.

**Agenda 3: To consider and approve the financial statements for the year ended December 31, 2024**

The Chairman delegated Mr. Chayut Leehacharoenkul, Chief Financial Officer, to present the Company's consolidated financial statements ended December 31, 2024, audited by the auditor and endorsed by the Audit Committee and Board of Directors, as shown in the 2024 Annual Report (Form 56-1 One Report), as shown in the Attachment 2, which has been submitted in the form of QR Code for shareholders to consider and delivered to shareholders along with the Meeting invitation and published on the Company's website.

According to Section 112 of the Public Company Limited Act B.E. 2535 (A.D. 1992) (as amended) (the "Public Company Limited Act") and Article 36 and 44 of the Company's Articles of Association which require the Board of Directors to prepare the statement of financial position and statement of comprehensive income of the Company in order to propose to the annual general meeting of the shareholders for approval. Therefore, the Company has prepared the statement of financial position and statement of comprehensive income of the Company for the fiscal year ended December 31, 2024 which is summarized as follows:



Item	Consolidated financial statements as at 31 December	
	2023 Amount (MTHB)	2024 Amount (MTHB)
Total assets	21,067.1	24,690.0
Total liabilities	12,600.3	16,589.6
Equity attributable to owners of the Company <sup>1</sup>	8,033.8	7,652.9
Total shareholder's equity	8,466.9	8,100.5
Total revenue	3,122.7	3,508.1
Net profit	830.5	767.6
Core operating profit <sup>2</sup>	862.3	824.9

<sup>1</sup> exclude non-controlling interests of the subsidiaries

<sup>2</sup> this is key indicator for management and board of directors to monitor main performance of the Company, as well as for consideration (among other factors) of dividend proposal

The Chairman gave the shareholders an opportunity to ask questions or express their opinions and when there was no shareholder asking questions or giving opinions, he therefore proposed that the Meeting consider and approve the Company's financial statements for the year ended December 31, 2024. The resolution on this agenda must be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

**Resolution:** The Meeting, by the shareholders attending to the Meeting has the resolution by a majority vote of shareholders attending the Meeting and casting votes to approve the financial statements for the year ended December 31, 2023, according to the details proposed in all respects.

Voting	Number of Votes	Percentage of the total number of votes of the shareholders attending the Meeting and casting votes
Approved	795,230,659	100.0000
Disapproved	0	0.0000
Abstained*	0	-
Total	795,230,659	100.0000

(\* excluded from percentage calculation as the voting is counted based on those who cast votes)



**Agenda 4: To consider and approve the dividend payment derived from operating result of the year 2024**

The Moderator informed the Meeting that Section 116 of the Public Company Limited Act and Article 51 of the Company's Articles of Association provided that the Company shall allocate no less than 5 percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount of no less than 10 percent of the registered capital. The Company has allocated 10 percent of the Company's registered capital as a legal reserve; thus, no additional legal reserve shall be required.

For the dividend payment from operating results of the year 2024, the Company has a policy to pay dividend to shareholders at a rate of not less than 40 percent of net profit in the separated financial statements of the Company after deductions of corporate income tax and all reserves required by laws and the Company. Nevertheless, the Board of Directors will also consider the payment of dividend based on various factors in the best interest of shareholders, i.e. operating results and financial status of Company, capital reserve for future investment, capital reserve for debt repayment and working capital of the Company and the dividend payment shall not materially affect the Company's operation based on the discretion of the Board of Directors. In this regard, the Company has net profit based on the separate financial statements for the year 2024, ended 31 December 2024, in the amount of THB 754.4 million and based on consolidated financial statements (attributable to the Company's shareholders) in the amount of THB 754.4 million. Therefore, The Board of Directors approved to propose that the shareholders' meeting consider and approve the payment of dividend derived from operating results of the year 2024 as per the following details:

The Board of Directors has approved to propose Meeting for consideration and approval of dividend payment derived from the operating results of the year 2024. This dividend will be distributed as a cash dividend at the rate of THB 0.20 per share, totaling THB 256,765,114 in aggregate or representing 34.05 percent of the net profit from the separated financial statements. Although this dividend payment does not comply with the Company's dividend payment policy, the Board of Directors has taken into account that the payment at this rate is appropriate and beneficial to the Company by considering the necessity and appropriateness for future considerations, including allocation as capital reserve for investment purposes. Additionally, the Company is currently undergoing a share repurchase project for financial management purposes from February 18, 2025, until August 17, 2025. Shares acquired through this repurchase project will not be eligible to receive dividend payments. In this regard, the Company has scheduled May 6, 2025, as the Record Date, which determines the names of shareholders entitled to receive dividend payments. The Company intends to distribute the dividends on May 21, 2025. The details comparison the payment of dividend derived from operating results of the year 2023 and 2024 are as per the following details:



Summary comparison of dividend payments based on the operating results of 2023 and 2024

The Details of dividend payment	2023	2024
Annual dividend (THB per share)	0.10	0.20
Dividend Amount (THB)	137,382,557	256,765,114
Net profit based on the separated financial statement (MTHB)	812.3	754.4
Dividend payout ratio (%)	16.9	34.05

The Chairman gave the shareholders an opportunity to ask questions or express their opinions and when there was no shareholder asking questions or giving opinions, he therefore proposed that the Meeting consider and approve the dividend payment from the operating results for the year 2024. The resolution on this agenda must be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

**Resolution:** The Meeting, by the shareholders attending to the Meeting has the resolution by a majority vote of the shareholders who attended the Meeting and voted, approved the dividend payment from the operating results for the year 2024, according to the details proposed in all respects.

Voting	Number of Votes	Percentage of the total number of votes of the shareholders attending the Meeting and casting votes
Approved	788,812,921	99.1930
Disapproved	6,417,738	0.8070
Abstained*	0	-
Total	795,230,659	100.0000

(\* excluded from percentage calculation as the voting is counted based on those who cast votes)

**Agenda 5:** To consider and approve the appointment of auditors and the determination of the auditor fee for year 2025

The Moderator informed the Meeting that, according to the Public Company Limited Act and Article of Association of the Company, the appointment of auditor and audit fee of the Company shall be approved by shareholders' meeting. The Company deemed it appropriate to proposed the appointment of auditors from EY Office Limited, a certified auditor approved by the Office of the Securities and Exchange Commission, to be auditor of the Company for fiscal year 2025. The proposed auditors to audit and express an opinion on the financial statements of the Company are as follows:



List of Auditors	Certified Public Accountant (Thailand) No.	Years of service as auditor of the Company
1. Mr. Chatchai Kasemsrithanawat	5813	2
2. Ms. Krongkaew Limkittikul	5874	1
3. Mr. Serm Brisuthikun	9452	1

For the audit fee, EY Office Limited proposed an audit fee for the amount of not exceeding THB 2,500,000 per year excluding actual expenses as necessary. In the event those aforementioned auditors are unable to perform their duties, EY Office Limited shall be authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statement.

Remuneration of the auditors	2024	2025 (proposed)
Company's audit fee	Not exceeding THB 2,350,000	Not exceeding THB 2,500,000
Non audit fee	1,979,815 THB	---

The Audit Committee considered qualifications of the auditor and opined that EY Office Limited have network in many countries and are acceptable in auditing financial statement of many listed companies in SET, and the proposed auditors are knowledgeable, having ability, being independence, and does not have any relationship or any interest with the Company, subsidiaries, executives, and the major shareholders.

In consideration of the qualifications and remuneration of the auditors, the Audit Committee gave an opinion that the auditors from EY Office Limited is appropriate and in consideration the remuneration and scope of work. Therefore, agreed to appoint the auditors and determine the remuneration for the auditors for the year 2025.

The Chairman gave the shareholders an opportunity to ask questions or express their opinions and when there was no shareholder asking questions or giving opinions, he therefore proposed that the Meeting consider and approve the appointment of the auditors and the determination of the audit fee for the year 2025. The resolution on this agenda must be passed by a majority vote of the shareholders attending the Meeting and casting votes.

**Resolution:** The Meeting, by the shareholders attending to the Meeting has the resolution by a majority vote of the shareholders who attended the Meeting and voted, approved the appointment of auditors and the determination of the auditor fee for the year 2025 according to the details proposed in all respects.

Voting	Number of Votes	Percentage of the total number of votes of the shareholders attending the Meeting and casting votes
Approved	795,230,659	100.0000
Disapproved	0	0.0000
Abstained*	0	-
Total	795,230,659	100.0000

(\* excluded from percentage calculation as the voting is counted based on those who cast votes)

**Agenda 6:** To consider and approve the appointment of directors in replacement of the directors who retire by rotation

The Moderator informed the Meeting that in order to be comply with Section 71 of the Public Limited Companies Act and Article 17 of the Company's Articles of Association which provide that at every annual general meeting of shareholders, one-third (1/3) of the directors shall retire from the office. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) of the directors who have held office for the longest term shall retire. Retiring directors are eligible for re-election by the approval of shareholders' meeting.

The Board of Directors' meeting No. 2/2025 held on February 27, 2025, resolved to approve the appointment and propose to the 2025 Annual General Meeting of Shareholders the consideration and approval of the appointment three directors are scheduled to retire by rotation. They are as follows:

- 1) **Emeritus Professor. Samrieng Mekriengkrai** (Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee)



- 2) **Mr. Tanawat Kraipisitkul** (Director / Executive Director)
- 3) **Mr. Varut Tummavarankub** (Director / Director of the Risk Management Committee / Director of Corporate Governance & Sustainable Development Committee / Chairman of Executive Committee / Chief Executive Officer / Chief Strategy Officer (Acting))

As Emeritus Professor. Samrieng Mekkiengkrai , Mr. Tanawat Kraipisitkul **and** Mr. Varut Tummavarankub are directors scheduled to retire by rotation in 2025, for transparency and in accordance with good corporate governance, As Emeritus Professor. Samrieng Mekkiengkrai , Mr. Tanawat Kraipisitkul and Mr. Varut Tummavarankub asked to temporarily leave the Meeting room.

After the consideration of the qualifications of each nominated director on an individual basis, it is viewed that the following 3 retiring directors as abovementioned are knowledgeable and have experience and expertise beneficial to the Company's operations. In addition, the Independent Director is also qualified as an independent director as prescribed in the regulation of the Office of the Securities and Exchange Commission and is appropriate to be the director of the Company. Due to these reasons, the Nomination and Remuneration Committee and the Board of Directors therefore resolved to propose to the above 3 directors to return to the position of director including returning to hold a position in the sub-committees for another term. The details regarding the profiles, educational backgrounds, and work experience of the candidates nominated for appointment as new director are described in Attachment 3, which was distributed to all shareholders along with this invitation letter.

Despite Emeritus Professor. Samrieng Mekkiengkrai having held the position of Independent Director of the Company for more than 9 consecutive years, including the agenda proposed for this appointment, he remains capable of independently expressing his opinions. His extensive knowledge, expertise, and understanding of the Company's business and operations are evidently beneficial.

Additionally, all three directors do not hold positions as directors or executives in other businesses that may present conflicts of interest or compete with the Company. Details regarding the profiles, educational backgrounds, and work experience of these directors, who are retired by rotation and nominated to return to office for another term, are provided in **Attachment 3** (Profiles of directors due to retire by rotation and nominated for reappointment for another term), which was distributed to all shareholders along with this invitation letter.

For nominating of directors, the Company invites its individual shareholders to nominate a person who is qualified for selection and to propose a name to the general meeting of shareholders to be elected as a director of the Company from November 15, 2024 to January 31, 2025, via the SET and on the

Company's website. After such nomination period, there were no shareholders proposing any person to be elected as directors.

The Chairman gave the shareholders an opportunity to ask questions or express their opinions and when there was no shareholder asking questions or giving opinions, he therefore proposed that the Meeting consider and approve the appointment of directors to replace those retiring by rotation. The resolution on this agenda must be passed by a majority vote of the shareholders attending the Meeting and casting votes. The voting will be conducted on an individual basis.

**Resolution:** The Meeting, by the shareholders attending to the Meeting has the resolution by a majority vote of the shareholders who attended the Meeting and voted, considered on an individual basis, approved: the re-appointment of three retiring directors by rotation to be the directors for another period, namely Emeritus Professor. Samrieng Mekkiengkrai, Mr. Tanawat Kraipisitkul and Mr. Varut Tummavarasukub , according to the details proposed in all respects.

- 1) **Emeritus Professor. Samrieng Mekkiengkrai** (Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee)

Voting	Number of Votes	Percentage of the total number of votes of the shareholders attending the Meeting and casting votes
Approved	780,384,218	98.1331
Disapproved	14,846,441	1.8669
Abstained*	0	-
Total	795,230,659	100.0000

(\* Not calculate in percentage, as the voting is counted based on casting votes only)

- 2) **Mr. Tanawat Kraipisitkul** (Director / Executive Director)

Voting	Number of Votes	Percentage of the total number of votes of the shareholders attending the Meeting and casting votes
Approved	795,230,659	100.0000
Disapproved	0	0.0000
Abstained*	0	-



Total	795,230,659	100.0000
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(\* Not calculate in percentage, as the voting is counted based on casting votes only)

- 3) **Mr. Varut Tummavaranukub** (Director / Director of the Risk Management Committee / Director of Corporate Governance & Sustainable Development Committee / Chairman of Executive Committee / Chief Executive Officer / Chief Strategy Officer (Acting))

Voting	Number of Votes	Percentage of the total number of votes of the shareholders attending the Meeting and casting votes
Approved	795,230,659	100.0000
Disapproved	0	0.0000
Abstained*	0	-
Total	795,230,659	100.0000

(\* Not calculate in percentage, as the voting is counted based on casting votes only)

- Agenda 7:** To consider and approve the determination of the remuneration of the Board of Directors for the year 2025

The Moderator informed the Meeting that in order to comply with Section 90 of the Public Limited Companies Act and Article 22 of the Company's Articles of Associations which prescribed that the payment of director's remuneration, including salary, meeting allowance, bonus, etc., shall be in accordance with resolution of shareholders' meeting. The Nomination and Remuneration Committee carefully considered the remuneration of members of the Board of Directors and other sub-committees, by taking into account the operational results of the Company and deemed it appropriate to propose to the Board of Directors for approval and to propose to this Meeting for further approval.

The Nomination and Remuneration Committee proposed the remuneration and meeting allowance for the year 2024 to the directors and sub-committees of the Company who is not take any position of executive and employee of the Company (without a policy to pay remuneration to directors who are executives or employees of the Company. In this regard, the directors who are executives of the Company shall only receive compensation in the form of salary). However, the directors' remuneration will be monetary remuneration only and the rate of remuneration for the directors, sub-committee and meeting allowance for non-executive directors for the year 2025 are at the same rate as the year 2024. The details are as follows:



The Committee	Meeting allowance per time (THB/Number of Meeting)		Monthly remuneration (THB/month)		Non-cash remuneration	
	2024	2025	2024	2025	2024	2025
<b>The Board of Directors</b>						
- Chairman	24,000.0	24,000.0	30,000.0	30,000.0	-none-	-none-
- Directors	20,000.0	20,000.0	20,000.0	20,000.0	-none-	-none-
<b>The Audit Committee</b>						
- Chairman of Audit Committee	24,000.0	24,000.0	-	-	-none-	-none-
- The member of Audit Committee	20,000.0	20,000.0	-	-	-none-	-none-
<b>The Executive Committee</b>						
- Chairman of Executive Committee	24,000.0	24,000.0	-	-	-none-	-none-
- The member of Executive Committee	20,000.0	20,000.0	-	-	-none-	-none-
<b>The Nomination and Remuneration Committee</b>						
- Chairman of the Nomination and Remuneration Committee	24,000.0	24,000.0	-	-	-none-	-none-
- The member of the Nomination and Remuneration Committee	20,000.0	20,000.0	-	-	-none-	-none-
<b>Risk Management Committee</b>						
- Chairman of the Risk Management Committee	24,000.0	24,000.0	-	-	-none-	-none-
- The member of the Risk Management Committee	20,000.0	20,000.0	-	-	-none-	-none-





The Committee	Meeting allowance per time (THB/Number of Meeting)		Monthly remuneration (THB/month)		Non-cash remuneration	
	2024	2025	2024	2025	2024	2025
Corporate Governance and Sustainable Development Committee						
- Chairman of Corporate Governance and Sustainable Development Committee	24,000.0	24,000.0	-	-	-none-	-none-
- The member of the Corporate Governance and Sustainable Development Committee	20,000.0	20,000.0	-	-	-none-	-none-

The Chairman gave the shareholders an opportunity to ask questions or express their opinions and when there was no shareholder asking questions or giving opinions, he therefore proposed that the Meeting consider and approve the determination of the remuneration of the Board of Directors and member of other sub-committee of the Company for the year 2025. The resolution on this agenda must be passed by a vote of not less than two-thirds of the shareholders attending the Meeting.

**Resolution:** The Meeting, by the shareholders attending to the Meeting has the resolution by not less than two-third votes of the shareholders attending the Meeting, approved the remuneration and meeting allowance for the year 2025 to the directors and sub-committees of the Company according to the details proposed in all respects.

Voting	Number of Votes	Percentage of the total number of votes of the shareholders attending the Meeting
Approved	795,230,659	100.0000
Disapproved	0	0.0000
Abstained*	0	0.0000



Total	795,230,659	100.0000
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Agenda 8: To consider and approve the issuance and placement of offering limit of additional debentures by THB 4,000 million, bringing the total amount to not exceed THB 8,000 million

The Moderator informed the Meeting that the Board of Directors for approval and to propose to shareholders' meeting to consider and approve the issuance and placement of offering limit of additional debentures by THB 4,000 million, bringing the total amount to not exceed THB 8,000 million, with details as follow:

Type	Subordinated or non-subordinated debenture with or without security, debenture with or without Bondholder's representative.
Currency	THB currency and/or foreign currency
Term	Not exceeding 15 years from the date of issuance, except for the perpetual debenture which shall be payable upon dissolution.
Amount	Not exceeding THB 8,000 million, or its equivalent in foreign currency. However, the Company is entitled to issue the new debenture in order to increase its capital and/or replace the previous debentures which have been redeemed or repurchased.  In this circumstance, the total value of distributed debenture shall not exceed the aforesaid amount (revolving basis). Furthermore, in case of the issuance of debenture for refinancing, the calculation of total value of debentures which have yet redeemed, shall not include the principal amount of debenture which will be redeemed on which the issuing and offering date of newly debenture for refinancing.
Offering	The offering for sale of newly issued debenture to general investor, restricted investor, specific investor, institution investor, high net worth investors and/or certain high net worth investors pursuant to the regulations of Securities and Exchange Commission and/or Capital Market Supervisory Board in Thailand and/or international, can be made in whole or in part.
Interest rate	Depending on the market rate during the issuance and placement of debenture



Principal repayment	The principal repayment can be made by either gradual or a single payment.
Redemption of Debenture prior to maturity date (Call Option)	The Company may allow to redeem and repurchase of debenture prior to maturity date in accordance with the terms and conditions as specified by the Company
Right of the holder of debenture prior to maturity date (Put Option)	The Company may allow the holders of debenture to redeem and offer their debenture prior to maturity date in accordance with the terms and conditions as specified by the Company.
Secondary Market	The Company may register the debenture with the Thai bond market association or foreign bond market association.

In order to proceed with the further action, it is agreed to assigned the Executive Committee or other who delegated by the Executive Committee to (i) specify terms and condition, as well as necessary details relevant to the issuance and offering of debenture as appropriate and under the applicable laws; (ii) register of debenture as security with the Stock Exchange of Thailand and the Thai Bond Market Association, as well as other secondary market in Thailand and international; (iii) disclose information and perform any actions with relevant authority; (iv) engage advisor or other person for assisting in the issuance and offering for sale of debenture; and (v) negotiate, execute and amend all documents and agreements until the successful issuance and offering for sale of debentures.

The Chairman gave the shareholders an opportunity to ask questions or express their opinions and when there was no shareholder asking questions or giving opinions, he therefore proposed that the Meeting consider and approve the determination of the remuneration of the Board of Directors of the Company for the year 2025. The resolution on this agenda must be passed by a vote of not less than three fourth (3/4) of the shareholders attending the Meeting.

**Resolution:** The Meeting, by the shareholders attending to the Meeting has the resolution by not less than three fourth (3/4) of all shares of shareholders attending the meeting and eligible for vote in this matter, the issuance and placement of offering limit of additional debentures by THB 4,000 million, bringing the total amount to not exceed THB 8,000 million according to the details proposed in all respects.



Voting	Number of Votes	Percentage of the total number of votes of the shareholders attending the Meeting
Approved	795,151,893	99.9901
Disapproved	78,766	0.0099
Abstained*	0	0.0000
Total	795,230,659	100.0000

**Agenda 9: Other matters (if any)**

The Chairman gave an opportunity to the shareholders or proxies to propose other matters for the Meeting to consider whereby shareholders holding shares in aggregate of not less than one-third (1/3) of the total number of the issued shares may request the Meeting to consider other matters other than those specified in the meeting invitation letter.

However, no shareholder or proxy proposed other matters for consideration. The Chairman informed the Meeting that at the 2025 Annual General Meeting of Shareholders, all the agendas set forth in the invitation letter were discussed and he then gave the shareholders and proxies an opportunity to make further inquiries and comments. As there was no inquiry or matter proposed for consideration, the Chairman thanked all shareholders and proxies for taking the time to attend this Meeting and the Meeting was adjourned at 11:30 a.m.

Yours sincerely,

Sermsang Power Corporation Public Company Limited

-Signed-

Mr. Kamthon Wangudom

Chairman