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The Meeting started at 14.00 hrs.

Miss Potjaneer Thanavarant, the Chairman of the Board of Directors, presided as the Chairman of the Meeting (the "Chairman").

The Chairman welcomed and expressed her appreciation to all shareholders and proxies of shareholders who were attending the 2025 Annual General Meeting of Shareholders No. 46 conducted through electronic means (the "Meeting") and announced that the 2025 Annual General Meeting of Shareholders No. 46 was called in accordance with the resolution of the Board of Directors' Meeting No. 1/2024-25, which was convened on 26 November 2024. The Company had scheduled the date to record the names of the shareholders who were entitled to attend the 2025 Annual General Meeting of Shareholders and had the right to receive the dividend payment to be on Friday, 13 December 2024 (Record Date). The Board of Directors of the Company was concerned about the health and safety of the shareholders and other stakeholders and considered that conducting an annual general meeting of shareholders through electronics means was suitable and safe for shareholders. For this reason, the Board of Directors of the Company resolved to arrange the 2025 Annual General Meeting of Shareholders No. 46 through an electronic means under the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other relevant laws.

The Chairman informed the Meeting that the Company's paid-up capital is in the amount of 1,911,926,537 Baht representing 1,911,926,537 shares with rights to attend the Meeting which there were held by 9,293 shareholders who entitled to attend the meeting. In this Meeting, at the time of the Meeting's commencement, there were 2 shareholders, holding a total of 3,130,100 shares, attending the Meeting in person through electronic means and 36 shareholders, holding 1,277,540,294 shares, attending the Meeting by proxy. In total, there were 38 shareholders attending the Meeting in person and by proxy, holding an aggregate number of 1,280,670,394 shares, equivalent to 66.9832% of the total number of shares sold. In this regard, the number of shareholders attending the Meeting exceeded 25 shareholders and the number of shares held by them was more than one-third of the total number of shares sold. A quorum was thus constituted in accordance with the Company's Articles of Association.

The Chairman declared the 2025 Annual General Meeting of Shareholders No. 46 duly convened. Before the Meeting started, the Chairman introduced the directors, executives, auditors, legal advisors and company secretary attending the Meeting, as follows:

Directors in attendance in the meeting room:

- |                           |               |  |
|---------------------------|---------------|--|
| 1. Miss Potjaneer         | Thanavarant   | Chairman of the Board of Directors, Independent Director, Member of the Audit Committee and Chairman of the Remuneration and Nomination Committee  |
| 2. Mr. Nararat            | Limnararat    | 3 <sup>rd</sup> Vice Chairman of the Board of Directors, Member of the Executive Committee and Member of the Remuneration and Nomination Committee |
| 3. Mr. Suwit              | Chindasanguan | Independent Director, Chairman of the Audit Committee and Member of the Corporate Governance Committee   |
| 4. Assoc. Prof. Tithiphan | Chuerboonchai | Independent Director, Member of the Audit Committee and Chairman of the Corporate Governance Committee   |



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|----|-------------|-----------|---|
| 5. | Mr. Worawat | Srisa-an  | Director, Member of the Executive Committee and Member of the Corporate Governance Committee                            |
| 6. | Mr. Khumpol | Poonsonee | Director, President, Member of the Executive Committee and Chairman of the Sustainability and Risk Management Committee |

**Directors in attendance through electronic means:**

- |    |               |                   |   |
|----|---------------|-------------------|---|
| 1. | Mr. Thapana   | Sirivadhanabhakdi | 1 <sup>st</sup> Vice Chairman of the Board of Directors, Chairman of the Executive Committee and Member of the Remuneration and Nomination Committee  |
| 2. | Mr. Panote    | Sirivadhanabhakdi | 2 <sup>nd</sup> Vice Chairman of the Board of Directors, Vice Chairman of the Executive Committee, Member of the Remuneration and Nomination Committee and Member of the Corporate Governance Committee |
| 3. | Mr. Sithichai | Chaikriangkrai    | Director and Member of the Executive Committee  |

There were 9 directors attending this Meeting from a total of 9 directors, equivalent to 100% of the total number of directors.

**Executives in attendance in the meeting room:**

- |    |               |              |  |
|----|---------------|--------------|--|
| 1. | Mr. Bundit    | Muangsonkeaw | Senior Executive Vice President - Budget, Finance and Accounting             |
| 2. | Mrs. Karnsuda | Sansuthi     | Senior Executive Vice President - Business Development & Corporate Strategic |
| 3. | Mr. Korntawat | Kingngoen    | Executive Vice President - Business Units                                    |
| 4. | Mrs. Monta    | Lekhawattana | Executive Vice President - Corporate Services                                |

**Auditors in attendance in the meeting room:**

- |    |               |                   |  |
|----|---------------|-------------------|--|
| 1. | Miss Nittaya  | Chetchotiros      | Auditor from KPMG Phoomchai Audit Ltd. |
| 2. | Miss Kanokorn | Phooriphanyawanit | Auditor from KPMG Phoomchai Audit Ltd. |

**Legal Advisors in attendance in the meeting room:**

- |    |                 |                 |  |
|----|-----------------|-----------------|--|
| 1. | Miss Pratumporn | Somboonpoonpol  | Legal Advisor and Lawyer from Weerawong, Chinnavat & Partners Ltd.   |
| 2. | Miss Palita     | Lawanrattanukul | Legal Advisor and Lawyer from Weerawong, Chinnavat & Partners Ltd., acting as the inspector who supervised and monitored proceedings to ensure that the Meeting and vote counting was conducted transparently in accordance with the laws and the Company's Articles of Association pursuant to principles of good corporate governance of listed companies. |

**Company Secretary in attendance in the meeting room:**

- |    |              |             |                   |
|----|--------------|-------------|-------------------|
| 1. | Mr. Pornchai | Katejinakul | Company Secretary |
|----|--------------|-------------|-------------------|

The Chairman then delegated **Mr. Pornchai Katejinakul, Company Secretary**, to clarify the voting procedures, vote counting, and rights of shareholder in the Meeting to shareholders.

**Mr. Pornchai Katejinakul** shared the VDO presentation to clarify the voting procedures, vote counting, and rights of shareholder in the Meeting, the details are as follows:

- For this Meeting, which was conducted through electronic means, the Company has used the electronic meeting platform system provided by Quidlab Co., Ltd., the Service Provider, whose electronic meeting control system (the "E-AGM System") has been certified by the Electronic Transactions Development Agency or ETDA. The shareholders can attend the meeting via computers, laptops, tablets or mobile phones. In addition, the Company records the audio and visual content of the Meeting in video format throughout the live broadcast period of the Meeting and also retain electronic traffic data of attendees as legal evidence.

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2. The Company has sent an e-mail informing the username and password, weblink along with the procedures for attending the Meeting via electronic means and manual of using the electronic conferencing system to the shareholders who have already registered to attend the meeting. In this regard, the shareholders shall not disclose their username and password to other persons or login with another device at the same time. This will cause previous logins to be automatically removed from the system if the logins were made in from a second device.

3. Regarding the voting in the Meeting, each shareholder shall have the number of votes equivalent to the number of shares he/she holds in the Company, whereby one share was equivalent to one vote.

4. In counting the votes, it will count as per each agenda item. The Company shall count the votes of the shareholders and proxies attending the Meeting. The Company will count these votes together with the votes of the shareholders specified in the proxy forms, which have been submitted to the Company in advance before the Meeting. The Company shall deduct the votes disapproval or abstentions from the total number of votes which came from the sum of the votes attending the Meeting and the votes from the proxy, whereby the remaining votes shall be treated as votes of approval for that agenda item.

With respect to the vote counting, there are 2 types, as follows:

- Agenda items which shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes were Agenda 1, 3, 4, 5, and 7. The votes shall be calculated by only counting the votes of shareholders, who have the right to vote, to approve or disapprove the agenda items and shall not count the votes of abstention.
- The agenda item which shall be passed by the votes of no less than two-thirds of the total votes of the shareholders attending the Meeting was Agenda 6. The votes shall be calculated by counting the votes of the shareholders, who attended the Meeting, to approve, disapprove, and abstain.

In this regard, there shall be no casting of votes on Agenda 2 which is to acknowledge the Company's performance. For Agenda 5, which was to consider and approve the election of the directors in replacement of the directors whose term will expire by rotation, it is requested that the Meeting to consider the election of the directors on an individual basis by applying the aforementioned voting procedures.

The Company requires that each agenda item has an allocated voting time of not less than 1 minute and will notify the Meeting in advance prior to the end of voting period.

5. For the voting procedures via the electronic conference system, the shareholders and proxies are able to cast their votes on each agenda item by selecting the icon to vote in the system and then selecting approve, disapprove, or abstain and then clicking on the icon to submit. In this regard, during the period for vote casting of each agenda item, if the shareholders or proxies do not select the relevant icon to cast their votes and press the icon to submit, it will be considered that the shareholders have resolve to approve such agenda item.

6. Any vote cast in the proxy form sent in advance to the Company in the following manner shall be considered voided:

- Proxy form with a vote casting that is more than one type of votes in the same agenda item, except the casting of votes by proxies of foreign investors who have appointed a custodian in Thailand to hold shares for safekeeping.
- Proxy form with a vote casting that is amended or crossed out without signature of the shareholder.
- Proxy form with a vote casting that casted votes exceeding the number of voting rights to which the shareholders are entitled.

7. Shareholders and proxies who arrived at the Meeting after the Meeting has started shall still be entitled to attend the Meeting and cast their votes, but only for the agenda items that have not yet been closed for voting.

8. In order to prevent the Meeting from waiting for the voting result of the agenda item during the vote counting process, the Company shall consider the subsequent agenda items until completion, and then the Company will inform shareholders and proxies of the voting result of the preceding agenda item. In this regard, when the voting result of each agenda item has been announced, it will be considered that the voting result of such agenda item has been finalized.

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9. The method to ask questions or express opinions related to the agenda item. Prior to the voting on each agenda item, the Chairman shall give the shareholders and proxies an opportunity to ask questions or express their opinions concerning such agenda item not less than 1 minute. The attendees can ask questions in two methods as follows:

- Asking questions over text whereby the attendees can ask questions by select on the icon for typing questions in an inbox and then press the icon to submit into the system.
- Asking questions by using the microphone on the attendees' computers, laptops, tablets or mobile phones whereby the attendees can select the raised hand icon to express their wishes to ask questions. Once the request is granted, the attendees will be able to turn on their cameras and microphones to ask questions.

In this regard, in order for the Meeting to be concise and appropriate, the Company will consider answering questions related to the agenda item or directly related to the Company. The Company will record all questions and answers in the Minutes of the Meeting which will be published on the Company's website within 14 days from the date of the Meeting.

However, the Company has not received questions in advance from shareholders through various channels provided, including e-mail, QR Code, postal mail and fax, which the Company has informed the shareholders of the channels for submitting questions in advance in the invitation to the shareholders meeting.

**Mr. Pornchai Katejinakul** invited the Chairman to proceed to the agenda items of the Meeting.

The Chairman informed the Meeting that, in order to promote good corporate governance principles and provide equal treatments for all shareholders, the Company had given all shareholders the opportunity to propose agenda items to be discussed in the Annual General Meeting in accordance with the criteria specified by the Company via the Company's website between 1 July 2024 to 30 September 2024. However, no shareholder has proposed any agenda item to the Company.

The Chairman then conducted the Meeting in accordance with the agenda items as follows:

**Agenda 1 To consider and certify the Minutes of the 2024 Annual General Meeting of Shareholders No. 45, which was convened on Tuesday 16 January 2024**

The Chairman proposed that the Meeting consider the Minutes of the 2024 Annual General Meeting of Shareholders No. 45, which was convened on Tuesday 16 January 2024 and the Company had submitted the minutes thereof to the Stock Exchange of Thailand (the "SET") within the period as specified by law, as well as published on the Company's website: [www.univentures.co.th](http://www.univentures.co.th). The details thereof were set out in Enclosure 1, Page No. 9-23 which has been sent to shareholders along with the invitation letter. In this regard, the Board of Directors was of the view that the Minutes of the 2024 Annual General Meeting of Shareholders No. 45 had been recorded accurately in accordance with the resolutions of the Annual General Meeting of Shareholders, thus deemed it appropriate to propose that the Meeting consider and certify the minutes.

The Chairman gave the shareholders an opportunity to express their opinions or raise questions with respect to this agenda item for a period of not less than 1 minute.

Once the officer of the Company notified the end of 1 minute period, it appeared that no shareholders expressed any opinions and/or raised any questions with respect to this agenda item.

In this regard, the Chairman informed the Meeting that the resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes, which the Company set the period for voting via the E-AGM System of not less than 1 minute. Mr. Pornchai Katejinakul informed the Meeting 15 seconds in advance prior to the end of voting period.



**After due consideration**, the Meeting resolved to certify the Minutes of the 2024 Annual General Meeting of Shareholders No. 45, which was convened on Tuesday 16 January 2024, by a unanimous vote of the shareholders who attended the Meeting and voted, as follows:

Approved	Number	1,280,917,540	Votes	Equivalent to	100.0000%
Disapproved	Number	-	Votes	Equivalent to	-
Abstained	Number	-	Votes		
Voided ballots	Number	-	Votes		

Remark: On this agenda item, there was 1 additional shareholder attending the Meeting, representing 247,146 shares, resulting in the total number of attendees attending the Meeting being 39 persons, representing a total of 1,280,917,540 shares, equivalent to 66.9962% of the total number of issued shares of the Company.

## Agenda 2 To acknowledge the Company's performance of the fiscal year ended 30 September 2024

The Chairman proposed that the Meeting acknowledge the Company's performance of the fiscal year ended 30 September 2024. The Chairman delegated **Mr. Khumpol Poonsonee, the President, and Mr. Bundit Muangsornkeaw, Senior Executive Vice President of Budget, Finance and Accounting**, to report on the Company's performance of the fiscal year ended 30 September 2024 to the Meeting.

**Mr. Khumpol Poonsonee** reported to the Meeting on the Company's performance for the fiscal year ended 30 September 2024, summarized as follows:

○ In the fiscal year 2024, the Company received a full score of 100 points in the Quality Assessment Project of the Annual General Meeting of Shareholders (Investors' Choice Award), as assessed by the Thai Investors Association. Additionally, TRIS Rating Company Limited assigned the Company a credit rating of BBB+. The Company also achieved an 'Excellent' 5-star rating in the Corporate Governance Survey of Listed Companies by the Thai Institute of Directors for the ninth consecutive year. Furthermore, the Company operates in accordance with the Group's anti-corruption policy as follows:

- Departments and subsidiaries conducted quarterly risk assessments related to corporate governance, including corruption risks. The internal audit department reviewed significant transactions within UV Group for potential risks. No actions constituting corruption were found, and there were no reports or complaints from stakeholders.

- The Company sent letters to its business partners informing them of UV Group's policy against receiving gifts on any occasion or festive event. This policy was also published on the Company's website, and employees at all levels were notified about the review of practices concerning the giving and receiving of gifts during festive periods.

- The Company promotes activities to make personnel aware, understand and be able to apply UV Group's anti-corruption practices to their work appropriately by organizing training for new personnel, providing annual knowledge reviews and conducting tests via e-learning for current personnel, and supporting executives and employees to continuously attend relevant training courses.

○ Key financial information for 2024: The Company reported total assets of 38,666 million Baht, total revenue of 15,805 million Baht, EBITDA of 2,332 million Baht, net profit from normal operations of 370 million Baht, net profit of 156 million Baht, and net profit attributable to the parent company of 22 million Baht. Regarding the revenue structure, 69% was derived from the investment business, 24% from real estate development and related businesses, and 7% from the industrial business. The Company maintained a debt-to-equity ratio of 1.62 times and a return on equity of 1.06%.

**Mr. Bundit Muangsornkeaw** reported to the Meeting on the Company's performance for the fiscal year ended 30 September 2024, summarized as follows:

○ The Company's revenue, according to the consolidated financial statements, was 15,805 million Baht, representing a decrease of 1,867 million Baht, or 11%. This revenue was derived from the investment business, which contributed 10,978 million Baht, including 8,676 million Baht from the power plant business - a decline of 1,412 million Baht. This decrease was due to lower natural gas prices and major maintenance work at SSUT Company Limited's

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power plants, as well as the replacement of the steam turbine at PPTC Company Limited's power plant, which was damaged in 2023 and underwent maintenance in 2024. Revenue from Stonehenge Inter Public Company Limited Group increased by 409 million Baht. Revenue from the real estate business and related businesses amounted to 3,735 million Baht, reflecting an increase of 204 million Baht from real estate development for sale. Revenue from the industrial business totaled 1,086 million Baht.

○ The Company's total costs amounted to 13,146 million Baht, a decrease of 1,056 million Baht, with a net profit of 156 million Baht, of which 22 million Baht was attributable to the Company. Detailed information is available in the "Management Discussion and Analysis" section on Pages 22-23 and 113-115 of Form 56-1 One Report Year 2024.

○ For the Company's financial position as of 30 September 2024, the Company's total assets amounted to 38,666 million Baht, a decrease of 2,350 million Baht. Current assets totaled 14,962 million Baht, primarily consisting of real estate development projects for sale, valued at 6,243 million Baht, a decrease of 2,167 million Baht due to revenue recognition from the transfer of condominium ownership of ANIL Sathorn, DENIM Jatujak, Mazarine Ratchayothin, CIELA Charan 13, blue Phahonyothin 35, blue Sukhumvit 105, CIELA Charoen Nakhon, and blue Sukhumvit 89. Additionally, 2,120 million Baht was held in financial institution deposits under loan agreement terms. Non-current assets totaled 23,704 million Baht, a decrease of 468 million Baht, primarily due to depreciation of land, buildings, and equipment.

○ The Company's total liabilities amounted to 23,928 million Baht, with current liabilities of 11,299 million Baht, primarily consisting of loans for investments in the energy business, including a portion reclassified from long-term liabilities. Non-current liabilities totaled 12,629 million Baht, mainly comprising loans for energy business projects, lease liabilities, and deferred tax.

○ Total shareholders' equity amounted to 14,738 million Baht, with 10,985 million Baht attributable to the Company, a decrease of 203 million Baht due to dividend payments. This resulted in a debt-to-equity ratio of 1.62 and an interest-bearing debt-to-equity ratio of 1.19.

Mr. Khumpol Poonsonnee presented the Company's operational strategy to shareholders for acknowledgment, summarized as follows:

○ **UV Group's structure** is divided into three business segments:

**Investment Business**

● Energy Business: The Company holds a 55% shareholding in Univenture BGP Company Limited ("UVBGP"), a joint venture with B.Grimm Power Public Company Limited, which holds the remaining 45%. The UVBGP group operates cogeneration power plants in Bangpu Industrial Estate and Latkrabang Industrial Estate, as well as clean energy businesses.

● Manufacturing and Distribution of Commercial Refrigeration Business: The Company holds a 60% shareholding in Patana Intercool Co., Ltd. ("PIC"), an OEM service provider specializing in the manufacturing of refrigerators. PIC also offers consulting, design, and production services for refrigerators and kitchen equipment.

**Real Estate Business and Related Businesses**

● Real estate development business, in which the Company holds a 100% shareholding in GRAND UNITY Development Company Limited ("GRAND UNITY"), which operates a condominium development business. Currently, GRAND UNITY has 10 ongoing projects available for sale, with a total value of 4,859 million Baht and also owns land awaiting development in Soi Thonglor, covering an area of 3-1-64.3 rai. Additionally, the Company holds a 100% shareholding in Lertrattakarn Property Development Company Limited, the developer of the T PLACE office building in Thonglor. This project has a total value of 1,430 million Baht, a construction area of 24,026 square meters, and a rental area of 13,690 square meters. Leasing began approximately one year ago, achieving an occupancy rate of 85%.

● Business providing automation systems for use in homes, condominiums, office buildings and real estate projects, operated by Forward System Company Limited ("FS") and AheadAll Company Limited ("AA"). The Company holds a 100% shareholding in FS and an 80% shareholding in AA.

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- **Consultancy and Services in the Real Estate Sector:** The Company holds a 38.12% shareholding in Stonehenge Inter Public Company Limited (“STI”), a construction management services provider for both public and private sector projects. Currently, STI and its subsidiaries generate 59% of their revenue from government projects and 41% from private sector projects. Additionally, the Company holds a 100% shareholding in Senses Property Management Company Limited (“SENSES”), which provides condominium management and commercial real estate project management services. SENSES currently manages 30 projects, including 23 condominium projects, 5 commercial real estate projects, and provides consulting services for 2 projects.

**Industrial Business:** The Company holds a 100% shareholding in Thai-Lysaght Company Limited (“TL”), a producer and distributor of zinc oxide powder. TL holds a 45% market share of domestic zinc oxide producers, with 79% of its revenue generated from domestic sales and 21% from international sales.

The businesses in which the Company has invested operate as an interconnected ecosystem alongside the development and strategic consulting business managed by Univentures Consulting Company Limited. This subsidiary employs personnel with extensive experience and expertise in finance and investment, providing in-depth analysis of investment opportunities within UV Group. Additionally, it connects internal support functions such as accounting, finance and budgeting, procurement, human resources, information technology, legal, and administration.

- **Revenue Structure for the Fiscal Year 2024:** The Company reported total revenue of 15,805 million Baht, a decline from the previous year's revenue of 17,672 million Baht in total. This decrease was primarily due to maintenance work at power plants. In 2024, 69% of revenue was derived from the investment business, 24% was derived from real estate development and related businesses, and 7% was derived from the industrial business.

- **Strategy for Sustainable Growth (2025–2027):** The Company's strategic plan for sustainable growth from 2025 – 2027 is divided into three key areas: (1) unlocking business potential (Unlock Value), (2) improving organizational and personnel efficiency (Operation Improvement), and (3) expanding business and investments (Business Expansion). The strategic direction for each business unit is summarized as follows:

- **UVBGP Group:** Plans to enhance its business potential by restructuring its financial structure, resolving ongoing legal issues related to power plants that predate the Company's investment, improving operational efficiency at its power plants, and expanding its customer base within industrial estates where its power plants are located. UVBGP Group also aims to grow its presence in the clean energy market to drive business expansion.

- **PIC:** Plans to strengthen its business potential by managing inventory turnover, increasing collaboration with business partners, and diversifying its product range through research and development to drive business growth.

- **STI Group:** Plans to balance its project portfolio between public and private sector clients, enhance personnel development, identify potential successors for key positions, and expand its market presence in architectural design. Additionally, STI Group aims to extend its footprint in the ASEAN region to drive business growth.

- **SENSES:** Plans to improve its recruitment system and procure training programs to enhance service efficiency. It also aims to expand its customer base in commercial real estate projects to drive further business growth.

- **TL:** Plans to optimize inventory management, continuously develop and improve its products, and introduce new products to support business expansion.

- **FS and AA:** Aim to develop personnel and after-sales services, enhance operational efficiency, and reduce costs. Additionally, they develop the integration of various real estate project systems to expand business growth.

The Chairman gave the shareholders an opportunity to express their opinions or raise questions with respect to this agenda item for a period of not less than 1 minute.

Once the officer of the Company informed the end of the 1 minute period, it appeared that no shareholders expressed any opinions and/or raised any questions with respect to this agenda item.

The Chairman then informed the Meeting that, as this agenda item was only for acknowledgement, no voting was required.

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**Agenda 3 To consider and approve the audited financial statements for the fiscal year ended 30 September 2024**

The Chairman delegated Mr. Budit Muangsornkeaw, Senior Executive Vice President of Budget, Finance and Accounting to present the details to the Meeting.

Mr. Budit Muangsornkeaw informed the Meeting that, to be in compliance with Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendments thereto) (the "Public Limited Companies Act") and Article 38 of the Company's Articles of Association, the Board of Directors is required to prepare the statements of financial position and the profit and loss statements as at the last day of the fiscal year of the Company and to propose to the Annual General Meeting of shareholders for approval of the statements of financial position and the profit and loss statements for the year ended 30 September 2024, which the certified public accountant of the Company had audited and certified and the Audit Committee and the Board of Directors deemed that they had been prepared accurately, complete and adequately in accordance with generally accepted accounting principles. Shareholders can download the financial statements for the fiscal year ended 30 September 2024 of the Company, through the QR code which has been sent to shareholders along with the invitation letter.

The Chairman gave the shareholders an opportunity to express their opinions or raise questions with respect to this agenda item for a period of not less than 1 minute.

Once the officer of the Company informed the end of the 1 minute period, it appeared that no shareholders expressed any opinions and/or raised any questions with respect to this agenda item.

The Chairman informed the Meeting that the resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes, which the Company set the period for voting via the E-AGM System of not less than 1 minute. Mr. Pornchai Katejinakul would inform the Meeting 15 seconds in advance prior to the end of the voting period.

After due consideration, the Meeting resolved to approve the statements of financial position and the profit and loss statements for the fiscal year ended 30 September 2024, which have been audited and certified by the certified public accountant and approved by the Audit Committee and the Board of Directors, by a unanimous vote of the shareholders who attended the Meeting and voted, as follows:

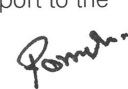
Approved	Number	1,280,938,540	Votes	Equivalent to	100.0000%
Disapproved	Number	-	Votes	Equivalent to	-
Abstained	Number	-	Votes		
Voided ballots	Number	-	Votes		

Remark: On this agenda item, there was 1 additional shareholder attending the Meeting, representing 21,000 shares, resulting in the total number of attendees attending the Meeting being 40 persons, representing a total of 1,280,938,540 shares, equivalent to 66.9973% of the total number of issued shares of the Company.

**Agenda 4 To consider and approve the dividend payment from the profits of the operational results for the fiscal year ended 30 September 2024**

The Chairman delegated Mr. Budit Muangsornkeaw, Senior Executive Vice President of Budget, Finance and Accounting to present the details to the Meeting.

Mr. Budit Muangsornkeaw, informed the Meeting that the Company had the policy to distribute the dividends to the shareholders at a rate of not less than 50% of the net profits of the consolidated financial statements after tax deduction and allocation of reserve funds. The dividend payment will depend on the investment plan's condition, the necessity and other appropriateness in the future. When the Board of Directors approve the annual dividend payment, the Board of Directors shall propose the same to the shareholders for approval, except for the interim dividend payment for which the Board of Directors has the authority to approve the payment and report to the next shareholders' meeting for acknowledgement.





According to the operational results for the fiscal year ended 30 September 2024, the Company incurred a net profit according to the consolidated financial statements which attributable to the Company, totaling 22.2 million Baht with no accumulated loss and the Company's cash flow is sufficient for the dividend payment. The Company has an operating profit after allocation under the investment plan and other reserves, amounting to 115.2 million Baht.

The Board of Directors considered and deemed it appropriate to propose that the Annual General Meeting of Shareholders approve the dividend payment for the operational results for the fiscal year ended 30 September 2024 at the rate of 0.09 Baht per share, totaling 172.07 million Baht, representing 149.33% of the net profits after allocation under the investment plan and other reserves. In this regard, the dividend payment at the rate of 0.09 Baht per share will be paid from a profit arising from the subsidiaries' income that is exempt from tax without calculated as income to pay corporate income tax. Therefore, those who receive dividends will not receive any tax credit.

Mr. Budit Muangsonkeaw, then, presented the details of the Company's dividend payment from 2019 to present as follows:

Year of Dividend Payment	Amount Paid	Dividend Payment Ratio
2019	1,911.93 million Baht*, equal to 1.00 Baht per share	129.26%
2020	38.24 million Baht, equal to 0.020 Baht per share	61.21%
2021	30.59 million Baht, equal to 0.016 Baht per share	101.40%
2022	86.04 million Baht, equal to 0.045 Baht per share	51.26%
2023	172.07 million Baht, equal to 0.090 Baht per share	107.28%
2024	172.07 million Baht, equal to 0.090 Baht per share	149.33%

Remark: \* Including profit received from the sale of shares of Golden Land Property Development Public Company Limited after related expenses, taxes, and legal reserves have been deducted.

In this regard, the Company will pay the dividends to the shareholders whose names appear in the share register book on Friday, 13 December 2024 (Record Date), and the dividends are scheduled to be paid on Thursday, 13 February 2025.

The Chairman gave the shareholders an opportunity to express their opinions or raise questions with respect to this agenda item for a period of not less than 1 minute.

Once the officer of the Company informed the end of the 1 minute period, it appeared that no shareholders expressed any opinions and/or raised any questions with respect to this agenda item.

The Chairman informed the Meeting that the resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes, which the Company set the period for voting via the E-AGM System of not less than 1 minute. Mr. Pornchai Katejinakul would inform the Meeting 15 seconds in advance prior to the end of voting period.

**After due consideration**, the Meeting resolved to approve dividend payment from the profits of the operational results for the fiscal year ended 30 September 2024 at the rate of 0.09 Baht per share, totaling 172.07 million Baht as proposed. The Company will pay the dividends to the shareholders whose names appear in the share register book on Friday, 13 December 2024 (Record Date) and the dividends are scheduled to be paid on Thursday, 13 February 2025, by a unanimous vote of the shareholders who attended the Meeting and voted, as follows:

Approved	Number	1,280,938,540	Votes	Equivalent to	100.0000%
Disapproved	Number	-	Votes	Equivalent to	-
Abstained	Number	-	Votes		
Voided ballots	Number	-	Votes		

*Pornchai*

**Agenda 5 To consider and approve the election of the directors in replacement of the directors whose term will expire by rotation**

The Chairman informed the Meeting that, the Board of Directors had taken into account the importance of the principles of corporate governance and thus granted the shareholders the opportunity to propose the names of persons deemed qualified to be elected as directors of the Company in accordance with the criteria specified on the Company's website from 1 July 2024 to 30 September 2024. It appeared that no shareholders had nominated any person to be considered as a director of the Company. In this regard, there are 3 directors who were due to retire by rotation, namely Assoc. Prof. Tithiphan Chuerboonchai, Mr. Sithichai Chaikriangkrai and Mr. Worawat Srisa-an.

In order to be in compliance with the principles of good corporate governance and for the shareholders to cast their votes independently, Assoc. Prof. Tithiphan Chuerboonchai, Mr. Sithichai Chaikriangkrai and Mr. Worawat Srisa-an voluntarily left the Meeting prior to the consideration of this agenda item.

The Chairman delegated **Mr. Khumpol Poonsonee, the President**, to inform the Meeting of the details of the agenda item 5.

**Mr. Khumpol Poonsonee** informed the Meeting that the Board of Directors, excluding the interested directors, had independently considered and resolved with an opinion that the 3 directors who were due to retire by rotation and were nominated at this time has passed the process as determined by the Company and found that their qualifications were in accordance with the relevant regulations and they were suitable for the business of the Company. The Remuneration and Nomination Committee and the Board of Directors had carefully considered and found that the 3 directors were suitable for the business of the Company, because their qualifications were in accordance with Section 68 of the Public Limited Companies Act, with no prohibited characteristics to be elected as directors under the regulations of the Securities and Exchange Commission (the "SEC"), and they are possessing knowledge, capability, and experience which are beneficial for the Company group's business operation, and advantageous for the Company. Furthermore, in their previous term of office, the three directors performed their duties as directors of the Company and members of the sub-committees very well.

In the case of Assoc. Prof. Tithiphan Chuerboonchai, a director who have been independent director of the Company for a period of 8 years 3 months since taking office, and in the event that the 2025 Annual General Meeting of Shareholders No. 46 approved the reappointment of his to hold office as directors of the Company and member of the sub-committees for another term of 3 years and if he holds the position until the said term expires, his total term of office is 11 years 3 months. The Board of Directors has considered that Assoc. Prof. Tithiphan Chuerboonchai, who has been nominated for reappointment as an independent director for another term, meets the qualifications required by applicable laws and regulations regarding independent directors, and has qualifications as an independent director and an audit committee in accordance with the regulations of the SEC and the SET and is able to perform duties and provide opinions independently and in accordance with relevant criteria. In addition, he is also being a knowledgeable person, having expertise and experience in law which is beneficial for providing opinions and recommendations on legal matters relating to the business operations and activities of UV Group. Furthermore, Assoc. Prof. Tithiphan Chuerboonchai understands and is aware of development and changes that occur in UV Group's business operation continually, which is beneficial for monitoring various business operation results of UV Group efficiently.

In this regard, the Board of Directors, excluding the interested directors, resolved to approve as proposed by the Remuneration and Nomination Committee to propose that the Annual General Meeting of Shareholders to consider and reappoint the aforementioned 3 directors who are due to retire by rotation to hold office as directors and sub-committee member for another term. The 3 directors were:

(1) Assoc. Prof. Tithiphan Chuerboonchai, Independent Director, Member of the Audit Committee and Chairman of the Corporate Governance Committee;

*Khumpol*

- (2) Mr. Sithichai Chaikriangkrai, Director and Member of the Executive Committee; and
- (3) Mr. Worawat Srisa-an, Director, Member of the Executive Committee and Member of the Corporate Governance Committee.

The profiles and relevant information of persons who were nominated as directors, as well as the definitions of independent director are set out in Enclosure 3, Page No. 25-32, which has been sent to shareholders along with the invitation letter.

Then, **Mr. Khumpol Poonsonee** invited the Chairman to continue the Meeting.

The Chairman informed the Meeting that, in order to be in compliance with the principles of good corporate governance, the Company then gave the opportunity to shareholders to inquire and vote on this Agenda 5 to consider and approve the election of the directors individually to replace those who were due to retire by rotation.

**Agenda 5.1 To consider and approve the re-election of Assoc. Prof. Tithiphan Chuerboonchai to hold office as a director of the Company and member of sub-committees for another term**

The Chairman gave the shareholders an opportunity to express their opinions or raise questions with respect to Assoc. Prof. Tithiphan Chuerboonchai for a period of not less than 1 minute.

Once the officer of the Company informed the end of the 1 minute period, it appeared that no shareholders expressed any opinions and/or raised any questions with respect to this agenda item.

The Chairman, then, informed the Meeting that the resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes, which the Company set the period for voting via the E-AGM System of not less than 1 minute. Mr. Pornchai Katejinakul would inform the Meeting 15 seconds in advance prior to the end of the voting period.

**Agenda 5.2 To consider and approve the re-election of Mr. Sithichai Chaikriangkrai to hold office as a director of the Company and member of sub-committees for another term**

The Chairman gave the shareholders an opportunity to express their opinions or raise questions with respect to Mr. Sithichai Chaikriangkrai for a period of not less than 1 minute.

Once the staff of the Company informed the end of the 1 minute period, it appeared that no shareholders expressed any opinions and/or raised any questions with respect to this agenda item.

The Chairman, then, informed the Meeting that the resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes, which the Company set the period for voting via the E-AGM System of not less than 1 minute. Mr. Pornchai Katejinakul would inform the Meeting 15 seconds in advance prior to the end of the voting period.

**Agenda 5.3 To consider and approve the re-election of Mr. Worawat Srisa-an to hold office as a director of the Company and member of sub-committees for another term**

The Chairman gave the shareholders an opportunity to express their opinions or raise questions with respect to Mr. Worawat Srisa-an for a period of not less than 1 minute.

Once the staff of the Company informed the end of the 1 minute period, it appeared that no shareholders expressed any opinions and/or raised any questions with respect to this agenda item.

The Chairman, then, informed the Meeting that the resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes, which the Company set the period for voting via the E-AGM System of not less than 1 minute. Mr. Pornchai Katejinakul would inform the Meeting 15 seconds in advance prior to the end of the voting period.



After due consideration, the Meeting resolved to approve the re-election of those 3 directors, (1) Assoc. Prof. Tithiphan Chuerboonchai, (2) Mr. Sithichai Chaikriangkrai and (3) Mr. Worawat Srisa-an, who were due to retire by rotation to hold office as directors of the Company and members of the sub-committee for another term, by majority vote of the shareholders who attended the Meeting and voted, as follows:

1. **Assoc. Prof. Tithiphan Chuerboonchai**, Independent Director, Member of the Audit Committee and Chairman of the Corporate Governance Committee

Approved	Number	1,280,794,940	Votes	Equivalent to	99.9888%
Disapproved	Number	143,600	Votes	Equivalent to	0.0112%
Abstained	Number	-	Votes		
Voided ballots	Number	-	Votes		

2. **Mr. Sithichai Chaikriangkrai**, Director and Member of the Executive Committee

Approved	Number	1,280,575,052	Votes	Equivalent to	99.9716%
Disapproved	Number	363,488	Votes	Equivalent to	0.0284%
Abstained	Number	-	Votes		
Voided ballots	Number	-	Votes		

3. **Mr. Worawat Srisa-an**, Director, Member of the Executive Committee and Member of the Corporate Governance Committee

Approved	Number	1,280,794,940	Votes	Equivalent to	99.9888%
Disapproved	Number	143,600	Votes	Equivalent to	0.0112%
Abstained	Number	-	Votes		
Voided ballots	Number	-	Votes		

The Chairman thanked the shareholders for their votes to re-elect Assoc. Prof. Tithiphan Chuerboonchai, Mr. Sithichai Chaikriangkrai and Mr. Worawat Srisa-an to be the Company's directors and members of sub-committees for another term. The Chairman, then, invited the three directors to return to the Meeting to consider the next agenda item.

#### Agenda 6 To consider and approve the directors' remuneration for the fiscal year 2025

The Chairman delegated **Mr. Khumpol Poonsonee**, the President, to present the details to the Meeting.

**Mr. Khumpol Poonsonee**, informed the Meeting that the Company has in place a clear and transparent remuneration policy for the Board of Directors and the sub-committees. The remuneration is set at an appropriate rate comparable to those of the same industry in the same size of business and is suitable for the duties and responsibilities of each director. The directors assigned to perform the duties in the sub-committees are entitled to receive additional remuneration as a result of the increased responsibilities. Every year, the Remuneration and Nomination Committee will consider preliminary remuneration and propose such information to the Board of Directors Meeting for consideration before proposing the same to the Annual General Meeting of Shareholders for approval.

The Board of Directors has considered and resolved to approve as per the Remuneration and Nomination Committee's recommendation and agree to propose to the Annual General Meeting of Shareholders to consider and approve the remuneration for the Board of Directors and sub-committees for the fiscal year 2025, when calculated together with the extra remuneration (if any), shall not exceed 12,000,000 Baht, which the total amount is equal to that of the fiscal year 2024. The monthly remuneration and meeting allowance are set out in Enclosure 4, Page No. 33, which has been sent to shareholders along with the invitation letter. For the extra remuneration, the Remuneration and Nomination Committee shall appropriately allocate by considering the obligation, responsibilities and benefits received from the performance of the duties of directors.

*Handwritten signature*

The remuneration rates for the Board of Directors and sub-committee members for the fiscal year 2025 compared to that of the fiscal year 2024 are as follows:

Remuneration for	Fiscal Year 2024 (Previous year) (1 October 2023 – 30 September 2024)		Fiscal Year 2025 (Proposed year) (1 October 2024 – 30 September 2025)	
	Monthly remuneration (Baht/month)	Meeting allowance (Baht/meeting)	Monthly remuneration (Baht/month)	Meeting allowance (Baht/meeting)
1. Board of Directors				
- Chairman	35,000	25,000	35,000	25,000
- Director (per person)	25,000	20,000	25,000	20,000
2. Audit Committee				
- Chairman	40,000	-	40,000	-
- Director (per person)	30,000	-	30,000	-
3. Remuneration and Nomination Committee				
- Chairman	-	22,000	-	22,000
- Director (per person)	-	18,000	-	18,000
4. Corporate Governance Committee				
- Chairman	-	22,000	-	22,000
- Director (per person)	-	18,000	-	18,000
5. Executive Committee*				
- Chairman	25,000	-	25,000	-
- Director (per person)	20,000	-	20,000	-
<b>Total remuneration (including extra remuneration)</b>	<b>Not exceeding 12,000,000 Baht</b>		<b>Not exceeding 12,000,000 Baht</b>	
6. Other benefits	None		None	

Remarks: \* The Executive Directors who are the executives of the Company shall not be entitled to the remuneration.

The remuneration for the Board of Directors and the sub-committee that was paid in the fiscal year 2024 comprised a total of 9,613,000 Baht which did not exceed the limit being approved by the 2024 Annual General Meeting of Shareholders, whereby Mr. Thapana Sirivadhanabhakdi and Mr. Panote Sirivadhanabhakdi declared their intentions not to receive the extra remuneration for the fiscal year 2024. The details of the directors' remuneration on an individual basis for the fiscal year 2024 are set out on Page No. 155 of Form 56-1 One Report Year 2024.

The Chairman gave the shareholders an opportunity to express their opinions or raise questions with respect to this agenda item for a period of not less than 1 minute.

Once the officer of the Company informed the end of the 1 minute period, it appeared that no shareholders expressed any opinions and/or raised any questions with respect to this agenda item.

The Chairman informed the Meeting that the resolution on this agenda item shall be passed by a vote of not less than two-thirds of the shareholders attending the meeting which the Company set the period for voting via the E-AGM System of not less than 1 minute. Mr. Pornchai Katejinakul would inform the Meeting 15 seconds in advance prior to the end of voting period.

**After due consideration**, the Meeting resolved to approve the determination of the remuneration of the Board of Directors and the sub-committees for the fiscal year 2025, when calculated together with the extra remuneration (if any), shall not exceed 12,000,000 Baht, by a unanimous vote of the total votes of shareholders who attended the Meeting, as follows:

Approved	Number	1,280,938,540	Votes	Equivalent to	100.0000%
Disapproved	Number	-	Votes	Equivalent to	-
Abstained	Number	-	Votes		
Voided ballots	Number	-	Votes		

*Pornchai*

**Agenda 7 To consider and approve the appointment of auditors and the determination of the audit fee for the fiscal year 2025**

The Chairman delegated **Mr. Suwit Chindasanguan, Chairman of the Audit Committee**, to present the details to the Meeting.

**Mr. Suwit Chindasanguan** informed the Meeting that, in order to be in compliance with Section 120 of the Public Limited Companies Act and Article 35 of the Company's Articles of Association which provided that an annual general meeting of shareholders shall appoint an auditor and determine the audit fee of the auditor of the company every year. In this regard, the Audit Committee has conducted the selection process for auditors for the fiscal year 2025, following the prescribed procedures and proposed to the Board of Directors to consider, to propose to the Annual General Meeting of Shareholders to consider and approve the appointment of the auditors from KPMG Phoomchai Audit Ltd. ("KPMG") to be the auditor and give opinions on the Company's financial statements for the fiscal year 2025. Since in the previous year, the auditors from KPMG had performed their duties with responsibility and were able to complete the review and audit of the financial statements in a timely manner and showed independence in reviewing, auditing and giving opinions on the Company's financial statements. Furthermore, this audit firm is also domestically and internationally recognized, and has a team possessing the necessary standards and experience in auditing financial statements. In this regard, one of the following auditors shall be assigned to audit and give opinions on the Company's financial statements for the fiscal year 2025.

- |     |               |                   |  |
|-----|---------------|-------------------|--|
| (1) | Miss Nittaya  | Chetchotiros      | Certified Public Accountant No. 4439 or  |
| (2) | Mr. Ekkasit   | Chuthamsatid      | Certified Public Accountant No. 4195 or  |
| (3) | Miss Kanokorn | Phooriphanyawanit | Certified Public Accountant No. 10512 or |
| (4) | Miss Nadsasin | Wattanapaisal     | Certified Public Accountant No. 10767 or |
| (5) | Miss Sukanya  | Rodkroh           | Certified Public Accountant No. 12089    |

In this regard, KPMG and the auditors in the above list neither have any relationship with nor interests in the Company, its subsidiaries, executives, major shareholders, or anyone related person thereto. Therefore, they possess independence in auditing and giving opinions on the Company's financial statements. In this regard, no auditors have signed the auditor's report for a period of over the period specified under the criteria of the relevant notifications. The backgrounds, experiences and qualifications of the 5 auditors are set out in Enclosure 5, Page No. 34-39, which has been sent to shareholders along with the invitation letter.

The Audit Committee approved the determination of the audit fee for the fiscal year 2025 in the amount of 930,000 Baht, which is equal to the audit fees for the fiscal year 2024. Such audit fee excludes non-audit fees which, if any, will be paid on an actual basis by the Company.

The Chairman gave the shareholders an opportunity to express their opinions or raise questions with respect to this agenda item for a period of not less than 1 minute.

Once the officer of the Company informed the end of the 1 minute period, it appeared that no shareholders expressed any opinions and/or raised any questions with respect to this agenda item.

The Chairman informed the Meeting that the resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes, which the Company set the period for voting via the E-AGM System of not less than 1 minute. Mr. Pornchai Katejinakul would inform the Meeting 15 seconds in advance prior to the end of the voting period.



After due consideration, the Meeting resolved to approve the appointment of the auditors and the determination of the audit fee for the fiscal year 2025, as follows:

1. Approved the appointment of Miss Nittaya Chetchotiros, Certified Public Accountant No. 4439 or Mr. Ekkasit Chuthamsatid, Certified Public Accountant No. 4195 or Miss Kanokorn Phooriphanyawanit, Certified Public Accountant No. 10512 or Miss Nadsasin Wattanapaisal, Certified Public Accountant No. 10767 or Miss Sukanya Rodkroh, Certified Public Accountant No. 12089 of KPMG Phoomchai Audit Ltd., to act as the auditors of the Company for the fiscal year 2025. In this regard, one of the aforementioned auditors will audit, review and give opinions on the Company's financial statements for the fiscal year 2025; and

2. Approved the determination of the audit fee for the fiscal year 2025, in the total amount of 930,000 Baht.

The Meeting resolved to approve by a unanimous vote of the shareholders who attended the Meeting and voted, as follows:

Approved	Number	1,280,938,540	Votes	Equivalent to	100.0000%
Disapproved	Number	-	Votes	Equivalent to	-
Abstained	Number	-	Votes		
Voided ballots	Number	-	Votes		

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

The Chairman asked the Meeting whether or not the shareholders wished to propose any other matter apart from the agenda items or had any additional questions or additional opinions.

Once the officer of the Company informed the end of the 1 minute period, it appeared that no shareholders had proposed any other agenda items for the meeting's consideration, and there were no additional opinions or questions from the shareholders.

The Chairman, therefore, thanked the shareholders who dedicated their time to attend the Meeting, and then declared the Meeting duly adjourned.

The Meeting was adjourned at 15.30 hrs.

Signed Miss Potjanee Thanavaranit Chairman of the Board of the Directors/  
(Miss Potjanee Thanavaranit) Chairman of the Meeting

Signed Mr. Pornchai Katejinakul Corporate Secretary/  
(Mr. Pornchai Katejinakul) Minutes Taker

*Pornchai*