



## **Dusit Thani Public Company Limited**

### **Notice of the Annual General Meeting of Shareholders No. 32/2025 On Wednesday, May 28, 2025 at 10.00 hrs. (which was postponed from the meeting on Friday, April 25, 2025)**

**via Electronic Media (E-Meeting) only**  
(Registration starts at 08.00 hrs.)

Dusit Thani Public Company Limited kindly requests for shareholders' and/or proxies' cooperation to study the details about procedures for registration of E- Meeting, and prepare identification documents, as well as study the procedures for voting and attending the E-Meeting or appointing an independent director of the Company to act as your proxy to vote on your behalf.

Shareholders or proxies can access the E-Request at:  
<https://con.inventech.co.th/DUSIT309630R/#/homepage>



or scan QR Code

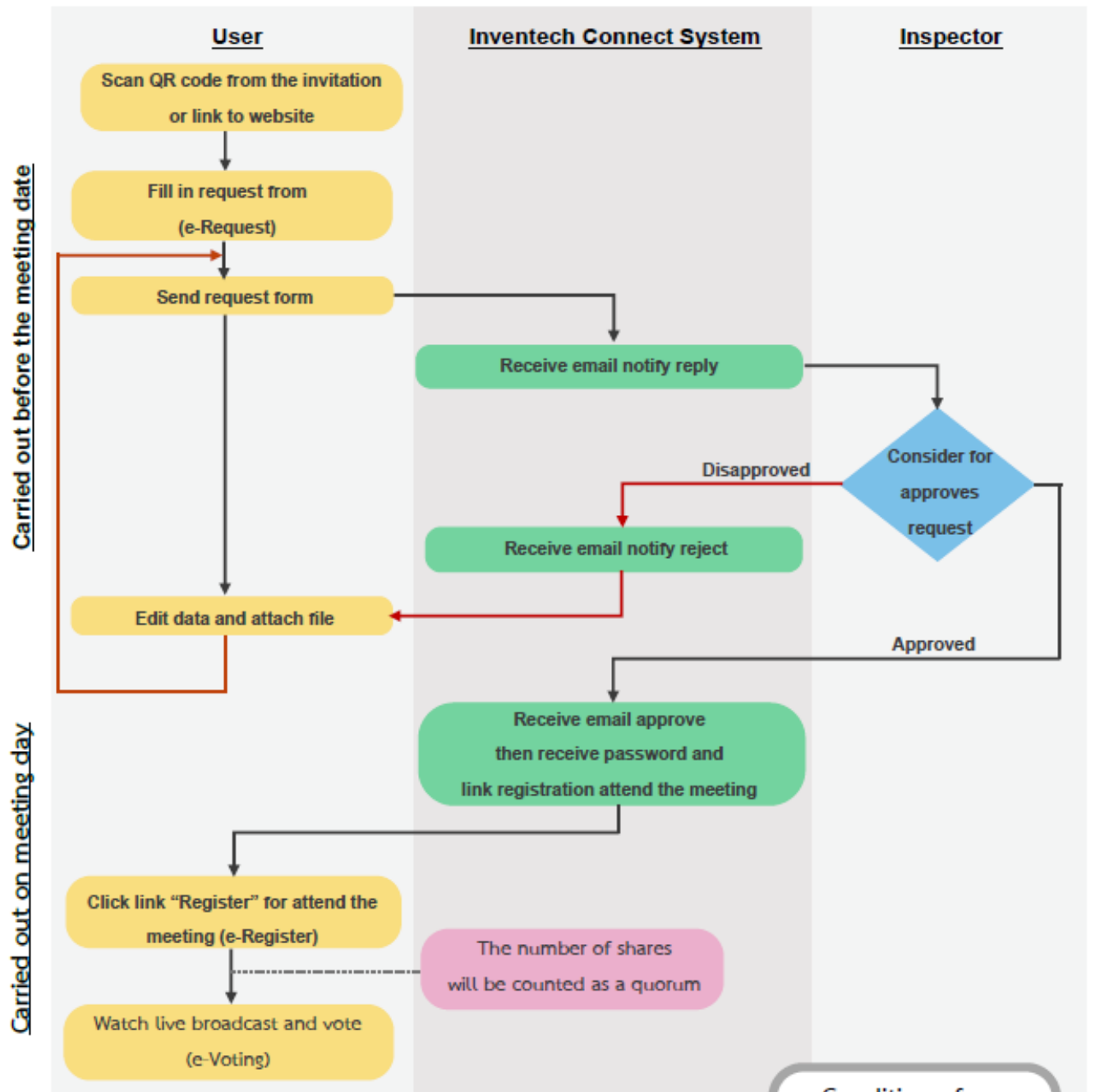
-Unofficial Translation-

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- TRANSLATION -

## Guidelines for attending of Electronic Meeting



### Condition of use

#### In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

#### In case Exit the meeting

Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from the meeting base.



**Dusit Thani**

PUBLIC COMPANY LIMITED  
REG.NO. 0107536000617

**- TRANSLATION -**

May 14, 2025

**Subject** : Notice of the Annual General Meeting of Shareholders No. 32/2025  
(postponed from April 25, 2025)

**To** : Shareholders

**Enclosure** : As listed in the table of contents

Dusit Thani Public Company Limited (the “Company”) convened its Annual General Meeting of Shareholders No. 32/2025 on April 25, 2025. However, the meeting was unable to complete the consideration of all agenda items, in accordance with Section 105, Paragraph 3 of the Public Limited Companies Act B.E. 2535 (1992) (as amended).

The Company therefore cordially invites the shareholders to attend the Annual General Meeting of Shareholders No. 32/2025, to be held on Wednesday, May 28, 2025 at 10:00 hrs. The meeting will be conducted exclusively through electronic means (E-Meeting), in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other applicable laws and regulations. This meeting is a continuation of the previously scheduled meeting on Friday, April 25, 2025 at 10:00 hrs.

Please note that the list of shareholders eligible to attend the Annual General Meeting of Shareholders No. 32/2025 remains based on the original Record Date, which is March 21, 2025.

For shareholders who have previously submitted a proxy form:

- If a proxy form was submitted for the meeting on April 25, 2025 and no new proxy form is submitted, the Company will refer to the original proxy form previously submitted, which shall remain valid for use in the rescheduled meeting on May 28, 2025. There is no need to submit a new proxy form.
- If a proxy form was previously submitted and a new proxy form is subsequently submitted, the Company will use the most recently submitted proxy form.

Furthermore, shareholders or proxy holders are required to submit a meeting participation request form again. Please refer to Enclosure No. 9 of this notice for further details.

The Company hereby presents the continued agenda items for the meeting, along with the opinions of the Board of Directors, for your consideration.

**Agenda 1 To acknowledge the annual report and the Board of Directors’ report of the 2024 performance**

Since the Board of Directors had asked the Management to report the 2024 performance in the Annual General Meeting of Shareholders No. 32/2025 on

Friday, April 25, 2025 and shareholders already acknowledged it, **this agenda will no longer be proposed to the shareholders for considering in the Annual General Meeting of Shareholders No. 32/2025 on Wednesday, May 28, 2025.**

**Agenda 2 To consider and approve the Audited Financial Statements and the auditor’s report for the year ended December 31, 2024**

Since this agenda was already voted in the Annual General Meeting of Shareholders No. 32/2025 on Friday, April 25, 2025, **this agenda will no longer be proposed to the shareholders for considering in the Annual General Meeting of Shareholders No. 32/2025 on Wednesday, May 28, 2025.**

**Agenda 3 To consider and approve the omission of dividend payment for the 2024 performance and the allocation of profit as a legal reserve**

**Objective and Reason:** According to Clause 32 of the Company’s Articles of Association, the profit appropriation shall be considered and approved by the Annual General Meeting of Shareholders. The Company has a policy to pay dividends to its shareholders in the amount of not less than 50 percent of net income in the consolidated financial statements after tax and legal reserve (if any) and not exceeding the retained earnings presented in the Company’s financial statements and not opposed the Public Limited Companies Act. However, it is subject to the Company’s investment and use of proceeds plan which the Board may consider paying dividends as appropriate by taking into account shareholders’ interests. In 2024, the Company’s consolidated financial statements reported a net loss of THB 236.8 million. Thus, it is deemed appropriate to propose the omission of dividend payment for the 2024 performance due to the Company’s performance loss. The previous dividend payment for comparison is set out in Attachment No. 3.

As per Section 116 of Public Limited Companies Act B.E. 2535 (including the additional amendments) (“PLCA”) and Clause No. 38 of the Company specified that the Company shall allocate not less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital, the Company has already allocated its profits as legal reserve until it currently attains ten percent of its registered capital as per legal requirement and Articles of Association of the Company. Therefore, there is no additional allocation of profit as legal reserve.

**Board of Directors’ opinion:** The Board of Directors deemed it appropriate to propose to the shareholders’ meeting to approve the omission of dividend payment for the 2024 performance due to the Company’s performance loss, and there is no additional allocation of profit as legal reserve as it already attained ten percent of its registered capital as required by law and the Articles of Association of the Company.

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

**Agenda 4 To consider and approve the election of directors to replace those retiring by rotation**

**Objective and Reason:** According to Clause 14 of the Company’s Articles of Association, one-third of all directors must retire in the Annual General Meeting of Shareholders. The Company provided an opportunity to shareholders to nominate

persons to be directors in advance during October 4, 2024 to December 31, 2024 but no shareholder proposed any name for consideration. At this meeting, there are four directors whose terms will expire by rotation, as follows:

Name		Position
1.	Mr. Arsa Sarasin	Independent Director / Chairman of the Board of Directors
2.	Mrs. Pranee Phasipol	Independent Director / Chairperson of the Audit Committee
3.	Mr. Pakhawat Kovithathanaphong	Independent Director / Chairman of the Investment Committee
4.	Mr. Somprasong Boonyachai	Independent Director / Member of the Investment Committee / Member of Nomination, Remuneration and Corporate Governance Committee

The Nomination, Remuneration and Corporate Governance Committee, excluding the directors having a conflict of interest, casted their votes individually to propose to the Board of Directors to consider and propose to the shareholders' meeting for the re-election of the four retired directors as directors of the Company for another term.

**Board of Directors' opinion:** The Board of Directors, excluding the directors having a conflict of interest, considered and agreed with the proposal of the Nomination, Remuneration and Corporate Governance Committee, which is in line with the nomination guidelines set out by the Board of Directors. The Board of Directors prudently considered each candidate's qualifications with a contemplation process from the Nomination, Remuneration and Corporate Governance Committee. The candidate must be fully and appropriately qualified to be director and independent director, has no qualification prohibited by any applicable rules and laws, and has knowledge, skills, expertise, vision, business ethic and good attitude toward the Company and be able to devote his/her full capability for the interests of the Company. In addition, the candidate to be elected as independent director is capable of expressing his opinion independently and has qualifications in compliance with the relevant regulations and laws. Thus, the Board of Directors, excluding the directors having a conflict of interest, agreed with the Nomination, Remuneration and Corporate Governance Committee to propose to the 2025 Annual General Meeting of Shareholders to elect the four directors as mentioned above whose tenure will end to be directors for another term, and the four persons are qualified in accordance with relevant regulations and suitable for the Company's business operations, and do not hold the position of director or executive in other businesses that may cause a conflict of interest for the Company.

In addition, the Board of Directors, excluding the directors having a conflict of interest, considered that Mr. Arsa Sarain, Mrs. Pranee Phasipol, Mr. Pakhawat Kovithathanaphong and Mr. Somprasong Boonyachai, who are nominated as independent directors should also be re-elected as independent directors of the Company for another term, as they are duly qualified in accordance with relevant laws pertaining to independent directors and possesses complete independence in accordance with the definition of Independent Director of the Company, and capable of independently expressing their opinions and strictly performing their duty in accordance with relevant laws, rules, requirements, and regulations for the maximum benefits of all shareholders. Even though Mr. Arsa Sarasin and Mrs. Pranee Phasipol have been Independent Directors for more than 9 years, their

expertise, experience, and knowledge help to ensure effectiveness, transparency, and alignment with Good Corporate Governance Principles.

The profile of the four abovementioned directors with the definition of Independent Director of the Company is set out in Attachment No. 4.

**Voting:** This resolution must be passed by a majority vote of the shareholders and proxy holders who attend the meeting and cast their votes. The procedures of the election are as per Clause 13 of the Articles of Association of the Company.

**Agenda 5 To determine and approve the directors’ remuneration for the year 2025**

**Objective and Reason:** According to Clause 24 of the Company’s Articles of Association, the directors shall be entitled to receive the remunerations as reward, meeting remuneration, pension, bonus, or other benefits in according to the Company’s Articles of Association or the consideration of the shareholders’ meeting.

**Board of Directors’ opinion:** From the recommendation of the Nomination, Remuneration and Corporate Governance Committee considering the appropriateness to duties and responsibilities of the Board of Directors and the Subcommittees, the Board of Directors deemed it appropriate to propose to the shareholders’ meeting to consider and approve the directors’ remuneration for the year 2025 at the aggregate amount not more than THB 9,000,000, which is the same amount of that in 2024 as detailed in Attachment No. 5.

**Voting:** This resolution must be passed by a vote of not less than two-thirds of the total numbers of votes of shareholders and proxy holders who attend the meeting and have the right to vote.

**Agenda 6 To consider and approve the appointment of auditor and the fixing of audit fee for the year 2025**

**Objective and Reason:** According to Section 120 of the PLCA and Clause 32 of the Company’s Articles of Association, the Annual General Meeting of Shareholders each year shall appoint the auditor and determine an audit fee of the Company. In 2025, the Audit Committee has selected KPMG Phoomchai Audit Limited (KPMG) to be the auditor of the Company and its subsidiaries due to its high standard, expertise in auditing, and good working record with reasonable fee, and fixed the remuneration for the year 2025 totaling THB 2,242,000 (Two Million Two Hundred Forty Two Thousand). The Company’s audit fee for the year 2025 will decrease by 8.56 percent from the year 2024 due to a decrease in transactions following the restructuring of some assets to Dusit Thani Freehold and Leasehold Real Estate Investment Trust with Buy-Back Condition (“DREITBB”).

**Board of Directors’ opinion:** The Board of Directors agreed with the Audit Committee to appoint KPMG Phoomchai Audit Limited (KPMG) to be the auditor of the Company and its subsidiaries, and resolved to propose to the 2025 Annual General Meeting of Shareholders to approve the following:

1. To approve the appointment of KPMG Phoomchai Audit Limited (KPMG) as the auditor of the Company as follows:

Name		CPA No.
1.	Mr. Bunyarit Thanormcharoen (signed the Financial Statements of the Company FY 2024) <u>or</u>	7900
2.	Ms. Chanarat Chanwa (never signs the Financial Statements of the Company) <u>or</u>	9052
3.	Ms. Vilaivan Pholprasert (never signs the Financial Statements of the Company)	8420

One of the auditors has authorization to audit and sign the audit report in relation to the financial statements of the Company. In case that any auditor cannot perform their duty, the other auditor shall perform.

The proposed audit firm and auditors have no relationship and/or conflict of interest with the Company/subsidiaries/management/major shareholders, or persons related to the said parties. The proposed auditors are, therefore, independent to audit and express their opinions on the Company's financial statements. The profiles and experiences of auditors are set out in Attachment No. 6.

Furthermore, the Company has some subsidiaries in Thailand and overseas that appoint the same auditors from KPMG in 2025. However, some small subsidiaries in Thailand and overseas may appoint auditors from other audit firms as appropriate for the size of business. The Board of Directors will oversee the preparation of the consolidated financial statements to be completed within their schedules.

- To fix the remuneration for the year 2025 of the Company of THB 2,242,000 compared to those of 2024 and 2023 as follows:

Audit Fee (Unit: THB)	Year 2025 (Proposing year)	Year 2024	Year 2023
	KPMG	KPMG	KPMG
Statutory Financial Statements	1,580,000	1,810,000	1,800,700
Interim Financial Statements, 3 Quarters	662,000	642,000	618,450
<b>Total</b>	<b>2,242,000</b>	<b>2,452,000</b>	<b>2,419,150</b>

In the past financial year, the subsidiaries in overseas had the Non-Audit Fee for tax consulting service provided by KPMG, Malé, Republic of Maldives. The fee of USD 5,425 will be paid by the subsidiaries in the next year (2024: USD 5,975).

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

#### **Agenda 7** To consider and approve the change of Dividend Payment Policy

**Objective and Reason:** To make the Company's Dividend Payment Policy flexible and allow the Board of Directors to consider allocating it appropriately to the Company's investment and use of proceeds plan as well as other relevant factors.

**Board of Directors' Opinion:** The Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the change of Dividend Payment



Policy according to the aforementioned objective and reason by taking into account shareholders' interests. The details are as follows:

<b>Dividend Payment Policy (Existing)</b>	<b>Dividend Payment Policy (Proposed)</b>
The Company has a policy to pay dividends to its shareholders in the amount of not less than 50 percent of net income in the consolidated financial statements after tax and legal reserve (if any) and not exceeding the retained earnings presented in the Company's financial statements and not opposed the Public Limited Companies Act. However, it is subject to the Company's investment and use of proceeds plan which the Board may consider paying dividends as appropriate by taking into account shareholders' interests.	<p>The Company has a policy to pay dividends to its shareholders in the amount of not less than 50 percent of net income in the consolidated financial statements after tax and legal reserve (if any).</p> <p>In case the Company's consolidated financial statements recorded accumulated loss, the Company may consider dividend payment from retained earnings of the Company's separate financial statements.</p> <p>However, the dividend payment shall not be contrary to the provisions of the Public Limited Companies Act and is subject to the Company's investment and use of proceeds plan which the Board may consider paying dividends as appropriate by taking into account shareholders' interests.</p>

The change of the Dividend Payment Policy will become effective for the financial statements ending December 31, 2025 onwards.

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

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

**Board of Directors' opinion:** It is deemed appropriate to have this agenda as an opportunity for the shareholders who wish to consider matters other than those specified by the Board of Directors.

All shareholders are cordially invited to attend the Annual General Meeting of Shareholders No. 32/2025 **on Wednesday, May 28, 2025 at 10.00 hrs., which was postponed from the meeting on Friday, April 25, 2025 via electronic media (E-Meeting) only (The Company has not arranged a physical venue)**. The Company has fixed March 21, 2025, as the Record Date to determine shareholders who are entitled to attend the Annual General Meeting of Shareholders No. 32/2025. The meeting attendance request form and other required documents can be submitted via E-Request in advance beginning from **Wednesday, May 21, 2025, at 08.30 hrs. until the meeting is adjourned**. After your submitted request form has been verified and approved, the registered shareholder or proxy will receive an approval notification email containing information about username and password and a link to register and attend the meeting on the meeting day (May 28, 2025). The E-Meeting system will be accessible for meeting registration on Wednesday, May 28, 2025, from 08.00 hrs. until the meeting is adjourned.

Shareholders or proxies can access the E-Request at:  
<https://con.inventech.co.th/DUSIT309630R/#/homepage>



or scan QR Code

For shareholders who attended the Annual General Meeting of Shareholders No. 32/2025 on April 25, 2025 in person and later on wish to appoint a proxy to attend and vote on their behalf in the meeting, please kindly complete and duly sign either Proxy Form A or Form B or Form C (Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares) provided herewith as Attachment No. 15 or download them from the Company's website at [www.dusit-international.com](http://www.dusit-international.com) and **execute only one of the aforementioned forms**. Then, submit the meeting attendance request form and other required documents via E-Request and **submit the completed Proxy Form with the required documents to the Company in advance so that the Company can receive them by Tuesday, May 27, 2025, at 17.00 hrs.** For your convenience, the Company will facilitate the affixing of stamp duty to the Proxy Form submitted to the Company (in case the shareholders who used to submit proxies for the Annual General Meeting of Shareholders No. 32/2025 on Friday, April 25, 2025, the proxies can be used for the Annual General Meeting of Shareholders on Wednesday, May 28, 2025. However, shareholders are required to submit the meeting attendance request form to attend the Meeting on Wednesday, May 28, 2025).

Shareholders or proxies can find the details about documents required to attend the meeting, appointment of proxy, submission of meeting attendance request form (E-Request), and Voting, Counting, and Announcement of the Vote for Meeting via Electronic Media (E-Meeting) in Attachment No. 8 and the details about procedures for submitting meeting attendance request form (E-Request) and using electronic meeting systems (E-Meeting) in Attachment No. 9. In addition, the shareholders can appoint the Company's independent director to act as your proxy to vote on your behalf by giving a clear vote instruction for each agenda item (please use Proxy Form B). Profiles of the Independent Directors proposed by the Company for appointment as proxy by the shareholders, being Mrs. Pranee Phasipol, Mr. Teerapol Chotichanapibal, and Miss Piyaporn Phanachet, are set out in Attachment No. 10.

In this regard, for your convenience, shareholders or proxies are encouraged to submit questions in advance to the Annual General Meeting of Shareholders by Tuesday, May 27, 2025, at 17.00 hrs. via channels provided (please use the Form for submission of questions in advance provided herewith as Attachment 13). Questions will then be gathered, and only those directly related to the agenda items where voting is involved will be addressed during the meeting. The minutes of the Annual General Meeting of Shareholders will be disclosed on the SETLink and published on the Company's website within 14 days of the meeting adjourned.

Sincerely yours,  
By Order of the Board of Directors,



(Miss Mantanee Surakarnkul)  
Company Secretary

**Remark:** The Notice to Shareholders and its attachments have been publicized on the Company's website at [www.dusit-international.com](http://www.dusit-international.com). For any question concerning the agenda items or other questions relating to the Company, shareholders can send them to the Company by Tuesday, May 27, 2025, at 17.00 hrs., through E-mail: [comsec@dusit.com](mailto:comsec@dusit.com) or the Company's address.

Company Secretary Office  
Tel: 0-2200-9999 ext. 3638, 3062-3, 3067

**For inquiries about E-Meeting system/technical support, please contact:**

Call Center Tel: 02-460-9229 (available during May 21-28, 2025 at 08.30 – 17.30 hrs. (Business days only)).

**The supporting document of Agenda 1: To acknowledge the annual report and the Board of Directors' report of the 2024 performance**

**Annual Report 2024 (Form 56-1 One Report) in QR Code  
as appeared on the Notification of Meeting**



**The supporting document of Agenda 2: To consider and approve the Audited Financial Statements and the auditor's report for the year ended December 31, 2024**

**Summary of Financial Statements for the year ended December 31, 2024**

**The Statement of Financial Position for the year ended December 31, 2024 and 2023**

Unit: THB Million

Description	Consolidated financial statements		Change	Separate financial statements		Change
	2024	2023		2024	2023	
Total assets	38,271	27,922	10,349	16,459	15,914	545
Total liabilities	29,482	23,609	5,873	11,785	10,850	935
Total equity	8,789	4,313	4,476	4,674	5,064	(390)
Equity attributable to owners of the Company	7,209	3,440	3,769	4,674	5,064	(390)
<b>Book value per share (THB)</b>	<b>8.53</b>	<b>4.07</b>	<b>4.46</b>	<b>5.50</b>	<b>5.96</b>	<b>(0.46)</b>

**The Statement of Income for the year ended December 31, 2024 and 2023**

Unit: THB Million

Description	Consolidated financial statements		Change	Separate financial statements		Change
	2024	2023		2024	2023	
Revenue from sales and services	10,109	5,377	4,732	1,163	1,038	125
<b>Less</b> Cost of sales and services	(6,547)	(2,979)	(3,568)	(510)	(471)	(39)
<b>Less</b> Cost of services – depreciation and amortization	(681)	(634)	(47)	(170)	(169)	(1)
<b>Gross profit (loss)</b>	<b>2,881</b>	<b>1,764</b>	<b>1,117</b>	<b>483</b>	<b>398</b>	<b>85</b>
Total other income	1,096	1,033	63	1,327	1,228	99
<b>Profit before expenses</b>	<b>3,977</b>	<b>2,797</b>	<b>1,180</b>	<b>1,810</b>	<b>1,626</b>	<b>184</b>
<b>Less</b> Total expenses	(3,873)	(3,368)	(505)	(2,107)	(1,822)	(285)
<b>Profit (loss) before income tax expenses</b>	<b>104</b>	<b>(571)</b>	<b>675</b>	<b>(297)</b>	<b>(196)</b>	<b>(101)</b>
<b>Less</b> Tax (expense) income	(255)	(13)	(242)	(6)	(5)	(1)
<b>Profit (loss) for the year</b>	<b>(151)</b>	<b>(584)</b>	<b>433</b>	<b>(303)</b>	<b>(201)</b>	<b>(102)</b>
<b>Profit (loss) attributable to owners of the Company</b>	<b>(237)</b>	<b>(570)</b>	<b>333</b>	<b>(303)</b>	<b>(201)</b>	<b>(102)</b>
Profit (loss) attributable to non – controlling interests	86	(14)	100	-	-	-
<b>Earnings (loss) per share</b>						
<b>- Owners of the Company (THB)</b>	<b>(0.42)</b>	<b>(0.82)</b>	<b>0.40</b>	<b>(0.50)</b>	<b>(0.38)</b>	<b>(0.12)</b>

Details are shown in the Financial Statements of the Company's 2024 Annual Report (Form 56-1 One Report) in the form of QR Code submitted together with this Notice (Attachment No. 1).

**The supporting document of Agenda 3: To consider and approve the omission of dividend payment for the 2024 performance and the allocation of profit as a legal reserve**

**Information of 2024 dividend payment compared to that of 2023**

Details of Dividend Payment	Unit	Year 2024	Year 2023
1. Profit (loss) excluding Dusit Thani College	THB Million	(265)	(536)
<i>Less</i> cumulative interest for the period on perpetual subordinated debentures	THB Million	(120)	(120)
Profit (loss) used in calculation of earnings (loss) per share, excluding Dusit Thani College	THB Million	(385)	(656)
Profit from Dusit Thani College <sup>(1)</sup>	THB Million	28	(34)
<b>Total profit (loss)</b>	<b>THB Million</b>	<b>(357)</b>	<b>(690)</b>
2. Number of Shares	Million Shares	850	850
3. Profit (loss) per share excluding Dusit Thani College	THB/Share	(0.45)	(0.78)
Profit per share from Dusit Thani College	THB/Share	0.03	(0.04)
<b>Total profit (loss) per share</b>	<b>THB/Share</b>	<b>(0.42)</b>	<b>(0.82)</b>
4. Dividend for the year	THB/Share	-	-
5. Dividend paid	THB Million	-	-
6. Dividend payment compared to profit (loss)	(%)	-	-

Remark: <sup>(1)</sup> The Private Higher Education Institutions Act B.E.2546 Amendment (No.2) B.E.2550 requires that a private higher education institution shall allocate, not over 30 percent of its annual excess revenues over expenses as benefit to the licensor after allocated to specific funds.

**The supporting document of Agenda 4: To consider and approve the election of directors to replace those retiring by rotation**

**Profiles of the persons nominated as directors to replace those retiring by rotation**

**1. The profile of the nominated persons**

**1.1 Mr. Arsa Sarasin**

**Proposed Type of Directorship** Independent Director  
considered by the Nomination, Remuneration and Corporate  
Governance Committee and the Board of Directors

**Current Position** Chairman / Independent Director  
**Age** 89 years



**Education**

- Honorary Doctoral Degree in Political Science (International Affair), Thammasat University, Thailand
- Bachelor of Business, Boston University, USA

**Training**

- Director Accreditation Program (DAP), 5/2003, Thai Institute of Directors Association
- Audit Committee Program (ACP), 19/2007, Thai Institute of Directors Association
- Finance for Non-Finance Directors, 39/2008, Thai Institute of Directors Association
- Role of Chairman Program (RCP), 32/2013, Thai Institute of Directors Association

**Trainings/Other Seminars** None

**Position in the company** Chairman / Independent Director

**Director Appointing Date** March 24, 2015

**Number of years as Director** 10 years 1 month  
(as of the date of 2025 AGM)

**Position in Subsidiaries** None

**Position in other listed companies** None

**Position in other businesses** 11 companies

2022 – Present	Chairman	Amata City Lao Sole Co., Ltd.
2021 – Present	Chairman	ICCF Thailand Foundation
2018 – Present	Chairman	The Queen's Gallery Foundation
2014 – Present	Chairman	Mitsubishi Electric Thai Foundation
2013 – Present	Chairman	Mitsubishi Elevator Asia Co., Ltd.
2005 – Present	Vice Chairman	Thai Tapioca Development Institute
2004 – Present	Chairman of Advisor	Thai-Laos Friendship Associate
2003 – Present	Director	Thainamthip Co., Ltd.
1995 – Present	Chairman	Amata City Rayong Co., Ltd.

1993 – Present	Chairman	Thai Asia Pacific Brewery Co., Ltd.
1988 – Present	Chairman	Padaeng Zinc Foundation

**Other positions in other company doing business of a similar nature competing with the Company that may cause conflict of interest:** None

### **Experiences**

2018 – 2022	Independent Director	Bangkok Dusit Medical Services Plc.
2016 – 2019	Member of Corporate Governance Committee	Siam Makro Plc.
2014 – 2019	Chairman	Education and Public Welfare Foundation
2003 – 2024	Director	Thainamthip Co., Ltd.
1999 – 2020	Chairman	Siam Makro Plc.
1988 – 2021	Chairman	Padaeng Industry Plc.

### **Prohibited Qualification**

1. There is no record of criminal offense related to property committed by fraud.
2. There is no record of potential conflict of interest with the Company over the past year.

### **Meeting Attendance in 2024**

1. Board of Directors Meeting	12/12	meetings
2. Meeting without the Management	1/1	meetings
3. Annual General Meeting of Shareholders	1/1	meeting



## 1.2 Mrs. Pranee Phasipol

**Proposed Type of Directorship** Independent Director  
considered by the Nomination, Remuneration and Corporate Governance  
Committee and the Board of Directors

**Current Position** Independent Director / Chairperson of the Audit  
Committee

**Age** 76 years



### Education

- Master of Science in Accounting, Thammasat University
- Bachelor of Business Administration, Major: Accounting (Second Class Honors), Thammasat University
- Diploma, National Defence College, The Joint State - Private Sector Course, Class 2003 - 2004
- Diploma in Public Law, Batch 9, Thammasat University and the Office of the Council of State
- Top Executive Program in Commerce and Trade (TEPCoT), Batch 2, Commerce Academy
- Certificate of Civil Service Executive Development Program, Course 1, Batch 30, Office of the Civil Service Commission
- Certificate of Change Management, Ripa International, UK
- Certified Public Accountant, Federation of Accounting Professions Under the Royal Patronage of His Majesty the King
- Forensic Accounting Certificate of Accounting Professions, 1/2020

### Training

- Director Certification Program (DCP), 10/2001, Thai Institute of Directors Association
- Director Certification Program Update (DCP), 3/2015, Thai Institute of Directors Association
- Anti-Corruption for Executive Program, Thai Institute of Directors Association
- Role of Compensation Committee, 20/2015, Thai Institute of Directors Association
- Risk Management Program for Corporate Leaders, 1/2015, Thai Institute of Directors Association
- Advance Audit Committee Programs (AACP), Thai Institute of Directors Association
- Risk Management Plan 11/2016, Thai Institute of Directors Association
- Nomination and Role of the Governance Committee, 8/2016, Thai Institute of Directors Association
- Advanced Audit Committee Programs, 43/2022, Thai Institute of Directors Association
- Role of Chairman Program (RCP), 49/2022, Thai Institute of Directors Association
- Refreshment Training Program (RFP), 11/2023, Thai Institute of Directors Association
- Corporate Governance Program of Insurance Company (CIC 2/2022), Thai Institute of Directors Association
- Board Matters and Trends No. 2/2017 Thai Institute of Directors Association
- Boardroom Success Through Financing & Investment (BFI4/2018), Thai Institute of Directors Association
- Talent Management Course: Development & Success Planning, 2017, Thai Institute of Directors Association
- IT Governance and Cyber Resilience Program, Thai Institute of Directors Association
- Successful Formulation & Execution of Strategy (SDF 45/2024), Thai Institute of Directors Association
- Emerging Audit Standard and Implications for the Audit Committee, Thai Institute of Association

- Hot Issue for Directors Empowering Boards: Enhancing Governance, Standards, and Financial Insights, Thai Institute of Directors Association

#### **Trainings/Other Seminars**

- Improvement of Audit Quality by SEC
- Insight in SET: AC Forum on Understanding for Sustainable Growth in the Capital Market, The Stock Exchange of Thailand
- Thai Financial Reporting Standards (TFRS) in 2024 and Key Accounting Issues for Listed Companies, The Stock Exchange of Thailand

**Position in the company** Independent Director / Chairperson of the Audit Committee

**Director Appointing Date** April 29, 2013

**Number of years as Director** 12 years  
(as of the date of 2025 AGM)

**Position in Subsidiaries** None

**Position in other listed companies** 2 companies

2023 - Present Independent Director / Good Corporate Governance Committee Chairperson / Audit Committee Member Thaivivat Holdings Plc.

2014 - Present Independent Director / Audit Committee Chairperson/ Nomination and Remuneration Committee Member SCI Electric Plc.

**Position in other businesses** 2 companies

2014 - Present Chairperson Sub-Committee on Ethical Standard Setting, Federation of Accounting Professions Under the Royal Patronage of His Majesty the King

Present Executive Committee Member and Sub-Committee Member CPA Examination Management Sub-Committee, Federation of Accounting Professions Under the Royal Patronage of His Majesty the King

**Other positions in other company doing business of a similar nature competing with the Company that may cause conflict of interest:** None

#### **Experiences**

2015 – 2023 Independent Director / Audit Committee Chairperson / Investment Committee Chairperson/ Good Corporate Governance Committee Chairperson Thaivivat Insurance Plc.

2001 – 2021 A Qualified Committee Member of Finance and Accounting Section Office of the Civil Service Commission

2017 – 2020 Advisor Committee of Federation of Accounting Professions Under the Royal Patronage of His Majesty the King

2015 – 2019      Remuneration Committee Member/    Dusit Thani Plc.  
Governance and Nomination  
Committee Member

**Prohibited Qualification**

1. There is no record of criminal offense related to property committed by fraud.
2. There is no record of potential conflict of interest with the Company over the past year.

**Meeting Attendance in 2024**

- |   |       |          |
|---|-------|----------|
| 1. Board of Directors Meeting             | 11/12 | meetings |
| 2. Meeting without the Management         | 1/1   | meetings |
| 3. Audit Committee Meeting                | 9/9   | meetings |
| 4. Annual General Meeting of Shareholders | 1/1   | meeting  |

### 1.3 Mr. Pakhawat Kovithvathanaphong

**Proposed Type of Directorship** Independent Director  
considered by the Nomination, Remuneration and Corporate  
Governance Committee and the Board of Directors



**Current Position** Independent Director / Chairman of the Investment  
Committee

**Age** 76 years

#### Education

- Master's Degree (Finance), The Wharton School, University of Pennsylvania
- Bachelor's Degree (Economics) (First Class Honors), Thammasat University

#### Training

- Director Certification Program (DCP), 58/2005, Thai Institute of Directors Association
- Corporate Governance for Capital Market Intermediaries Batch Exclusive 2014, Thai Institute of Directors Association
- Hot Issue for Directors; Empowering Boards: Enhancing Governance, Standards, and Financial Insights, 4/2024, Thai Institute of Directors Association

#### Trainings/Other Seminars

- Certificate of Leadership Program, Capital Market Academy Batch 5
- Bachelor's Degree, Thailand National Defense College Batch 344
- Certificate course of Corporate Governance for Director and Senior Executive of State Enterprises and Public Organization, King Prajadhipok's Institute Batch 15
- Executive Program in "Energy Literacy for a Sustainable Future" TEA Class 12, Thailand Energy Academy
- Thai-Chinese Leadership Studies (TCL) Class 5, Huachiew Chalermprakiet University
- The Audit Committee Seminar, titled "Creative Accounting Frauds, Ecomic Updates and Trends on ESG and CO2 Emission", EY Corporate Services Limited
- A Blue Ocean Strategy and Recovery, Tsinghua University
- S&P Global Ratings and TRIS Rating Thailand Credit Spotlight
- Overview of Fundraising with Digital Assets, Capital Market Academy
- An Overview of Changes of Law Regulatory Highlights and Technology Advancement, EY

**Position in the company** Independent Director/ Chairman of the Investment  
Committee

**Director Appointing Date** March 1, 2017

**Number of years as Director** 8 years 2 months  
(as of the date of 2025 AGM)

**Position in Subsidiaries** None

**Position in other listed companies** 2 companies

2018 – Present Independent Director/  
Audit Committee Chairman

P.C.S. Machine Group Holding Plc.

2016 – Present	Chairman	Trinity Watthana Plc.
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**Position in other businesses** 4 companies

2020 – Present	Director/ Nomination and Remuneration Committee Member	Tris Rating Co., Ltd.
2014 – Present	Director	Sukhumvit 62 Medical Ltd.
2010 – Present	Advisor	Association of Thai Securities Companies
2019 – Present	Vice Chairman	Thai Listed Companies Association

**Other positions in other company doing business of a similar nature competing with the Company that may cause conflict of interest:** None

**Experiences**

2017 – 2024	Chairman	Smart ID Group Ltd.
1999 – 2023	Independent Director/ Audit Committee Chairman	Land and Houses Plc.

**Prohibited Qualification**

1. There is no record of criminal offense related to property committed by fraud.
2. There is no record of potential conflict of interest with the Company over the past year.

**Meeting Attendance in 2024**

1. Board of Directors Meeting	11/12	meetings
2. Meeting without the Management	1/1	meetings
3. Investment Committee Meeting	5/5	meetings
4. Annual General Meeting of Shareholders	1/1	meeting

#### 1.4 Mr. Somprasong Boonyachai

**Proposed Type of Director** Independent Director  
considered by the Nomination, Remuneration and Corporate Governance  
Committee and the Board of Directors

**Current Position** Independent Director / Member of the Investment  
Committee / Member of the Nomination,  
Remuneration and Corporate Governance Committee

**Age** 70 years



#### **Education**

- Master's Degree in Engineering, (IE&M), The Asian Institute of Technology (AIT)
- Bachelor's Degree in Engineering (Production Engineering, P.E.), King Mongkut's University of Technology Thonburi

#### **Training**

- Director Certification Program (DCP), 65/2005, Thai Institute of Directors Association
- Director Accreditation Program (DAP), 30/2004, Thai Institute of Directors Association
- Role of the Chairman Program (RCP), 21/2009, Thai Institute of Directors Association

#### **Trainings/Other Seminars**

- High Performance Board Program from IMD Business School, Switzerland
- The Executive Program in Energy Literacy for a Sustainable Future, Class 4, Thailand Energy Academy
- The Program for Senior Executives on Justice Administration, Class 17, Judicial Training Institute
- Corporate Restructuring, Mergers and Acquisitions from Harvard Business School, USA
- Top Executive Program in Commerce and Trade, Class 4 from Commerce Academy, University of the Thai Chamber of Commerce
- Capital Market Leadership Program, Class 6 from Capital Market Academy
- Politics and Governance in Democratic Systems for Executives Program, Class 11 from King Prajadhipok's Institute

**Position in the company** Independent Director / Member of the Investment  
Committee / Member of the Nomination, Remuneration  
and Corporate Governance Committee

**Director Appointing Date** July 1, 2017

**Number of years as Director** 7 years 10 months  
(as of the date of 2025 AGM)

**Position in Subsidiaries** None

**Position in other listed companies** 4 companies

2022 – Present	Independent Director/ Member of Sustainability, Governance and Risk Management Committee	Gulf Energy Development Plc.
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2021 – Present	Chairman/ Independent Director/ Chairman of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee	Osotspa Plc.
2021– Present	Chairman/ Independent Director	Thaicom Plc.
2017 – Present	Director/ Non-Executive Director/ Chairman of the Corporate Governance Committee	BEC World Plc.

**Position in other businesses** 3 companies

2019 – Present	Honorary Director	King Mongkut’s University of Technology Thonburi
2018 – Present	Honorary Director	Geo-Informatics and Space Technology Development Agency (Public Organization)
2017 – Present	Director	National Strategy Committee for the Development and Capacity Building of Human Resources

**Other positions in other company doing business of a similar nature competing with the Company that may cause conflict of interest:** None

**Experiences**

2022 – 2023	Board of Directors Chairman	Power Line Engineering Plc.
2021 – 2023	Nomination and Compensation Committee Member	Thaicom Plc.
2021 – 2022	Director	Innopower Co., Ltd.
2019 – 2021	Sustainable Development Committee Member	Advanced Info Service Plc.
2016 – 2021	Vice Chairman and Independent Director	Osotspa Plc.
2008 – 2021	Vice Chairman	Advanced Info Service Plc.
2008 – 2019	Leadership Development and Compensation Committee Member	Advanced Info Service Plc.
2007 – 2021	Director	Intouch Holdings Plc.
2005 – 2021	Director	Advanced Wireless Network Co., Ltd.
2002 – 2023	Independent Director/ Audit Committee Member	Power Line Engineering Plc.

**Prohibited Qualification**

1. There is no record of criminal offense related to property committed by fraud.
2. There is no record of potential conflict of interest with the Company over the past year.

**Meeting Attendance in 2024**

1. Board of Directors Meeting	12/12	meetings
2. Meeting without the Management	1/1	meetings
3. Investment Committee Meeting	5/5	meetings
4. Nomination, Remuneration and Corporate Governance Committee Meeting	3/3	meetings
5. Annual General Meeting of Shareholders	1/1	meeting



**2. Shareholdings in Dusit Thani Public Company Limited of nominated persons as of December 30, 2024.**

Nominated persons	No. of shareholding		Total shares	% of issued shares
	Hold by himself/ herself	Hold by related person (included holding by spouse and minor children)		
1. Mr. Arsa Sarasin	-	4,200,000*	4,200,000	0.49
2. Mrs. Pranee Phasipol	-	-	-	-
3. Mr. Pakhawat Kovithvathanaphong	-	-	-	-
4. Mr. Somprasong Boonyachai	-	-	-	-

Remark \* held by Sarasin Co., Ltd. of that Mr. Arsa Sarasin is a director.

**3. Relationship characteristics of nominated persons with qualification of independent directors.**

Relationship Characteristics	Name of nominated person qualified as independent directors			
	Mr. Arsa Sarasin	Mrs. Pranee Phasipol	Mr. Pakhawat Kovithvathanaphong	Mr. Somprasong Boonyachai
Holding DTC share - Amount holding by himself/ herself - Amount holding by related person - % of issued shares having voting rights	None 4,200,000 0.49	None None None	None None None	None None None
Being close relatives to executive/ major shareholders/ controlling person or person to be nominated as executive/ controlling person of the Company and subsidiaries	None	None	None	None
Having relationship in any of these characteristics to DTC/ parent company/ subsidiary companies/ associated companies/ major shareholders or controlling person either at present or during the past 2 years - Being an executive director, staff, employee or advisor who receives salary - Being a professional service provider who receives service fees exceeding 2 million Baht per year or an auditor - Having business relationship (such as buy/ sell raw materials/ products/ services/ lending/ borrowing) specify transaction size	None  None  None	None  None  None	None  None  None	None  None  None

### **Definition of Independent Director of Dusit Thani Public Company Limited**

(1) Shall not hold more than 1% of total number of voting shares of the Company, its parent company, subsidiary, associate, major shareholder or controlling persons, including shares held by related persons of such independent director;

(2) Shall not be an executive director, employee, staff member, or advisor who receives the salary from the Company, or personal advisor of a controlling person of the Company, subsidiary, affiliate or related company unless the foregoing status has ended not less than 2 years;

(3) Shall neither have nor have ever had a business relationship, such as customer, trading partner, trading creditor, loan creditors and loan debtor and a direct or indirect financial and managerial interest with the Company, subsidiary, affiliate or related company, in a manner that may interfere with his/her independent judgment, unless the foregoing relationship has ended not less than 2 years prior to the date of appointment as an independent director;

The term ‘business relationship’ in the preceding paragraph shall include any normal business transaction, rental or lease of immovable property, the transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the applicant or his counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the Company or Baht 20 million or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for the value of connected transactions under the Notification of Capital Market Supervisory Board concerning Rules on Connected Transactions. The consideration of such indebtedness shall include indebtedness incurred during the course of 1 year prior to the date on which the business relationship with the person commences;

(4) Shall not be a person related by blood or others in a manner that may interfere with his/her independent judgment with executives or major shareholders of the Company, subsidiary, affiliate or related company, and neither being nor having been appointed as representative to protect benefit of the Company’s executives or major shareholders;

(5) Shall not be nor have ever been an auditor of the Company, subsidiary, affiliate or other juristic persons who may have conflicts of interest, major shareholders, directors, executives or partner of an audit firm which employs auditors of the Company, subsidiary, affiliate or juristic persons who may have conflicts of interest, unless the foregoing relationship ended not less than 2 years prior to the date of appointment as an independent director;

(6) Shall not be nor have ever been a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding Baht 2 million per year from the Company, its parent company, subsidiary, associate, major shareholder or controlling person, and not be a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 years prior to the date of appointment as an independent director;

(7) Shall not be a director appointed as representative of the Board of Directors, major shareholder or shareholder who is related to a major shareholder of the Company;

(8) Shall not undertake any business in the same nature and in competition with the business of the Company or its subsidiary, nor be a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary;

(9) Shall not have characteristics which make him/her incapable of expressing independent opinions with regard to the Company’s business.

**The supporting document of Agenda 5: To determine and approve the directors' remuneration for the year 2025**

**Information of the Board of Directors' remuneration for the year 2025**

Meeting allowance and monthly remuneration of the Board of Directors, Subcommittees, and others for the year 2025 is at the aggregate amount of not exceeding THB 9,000,000 (Nine Million Baht Only), which is the same amount of that in 2024 because it is appropriate to their duties and responsibilities, the Company's operating performance and business size, and comparable to peers. The remuneration will be effective from the date the shareholders approve at the Annual General Meeting of Shareholders No. 32/2025.

In this regard, the Board of Directors shall be authorized to allocate the meeting allowance and monthly remuneration of each type of directors as deemed appropriate but shall not exceed THB 9,000,000.

**Table of remuneration of the Board of Directors, Sub-Committees and others for the year 2025 compared to those of 2024 and 2023**

Unit: THB

Type of Remuneration	2025 (Proposing year)		2024		2023	
	Actual amount	Proposed amount	Actual amount	Approved amount	Actual amount	Approved amount
Meeting allowance and monthly remuneration	N/A	9,000,000	7,265,000	9,000,000	6,795,000	9,000,000
Annual remuneration <sup>/1</sup>	N/A	N/A	-	-	-	-
<b>Total</b>	N/A	<b>9,000,000</b>	7,265,000	<b>9,000,000</b>	6,795,000	<b>9,000,000</b>

Remark: <sup>/1</sup> It is considered from the Company's operating performance in the previous year.

**Table of remuneration of the Board of Directors and the Subcommittees**

Unit: THB

Type of Board and Committee	Position	Monthly Remuneration (Per month: person)		Meeting Allowance (Per meeting: person)	
		2025 (Proposing Year, same rate as last year)	2024	2025 (Proposing Year, same rate as last year)	2024
Board of Directors	Chairman	40,000	40,000	25,000	25,000
	Board Member	20,000	20,000	15,000	15,000
Audit Committee	Chairman	20,000	20,000	20,000	20,000
	Member	15,000	15,000	15,000	15,000
Nomination, Remuneration and Corporate Governance Committee	Chairman	None	None	20,000	20,000
	Member	None	None	15,000	15,000
Investment Committee	Chairman	None	None	20,000	20,000
	Member	None	None	15,000	15,000

**Other Remuneration**

None, the same as last year

### **Industrial information supporting consideration**

The latest 2024 Directors' Remuneration Report surveyed by the Thai Institute of Directors Association, providing listed companies statistical information of director's remuneration, is used as basis to determine the directors' remuneration of the Company for the year 2025 as follows:

Directors' remuneration of listed company with revenues between THB 10,001-50,000 million

### **Board of Directors**

Unit: THB

Chairman of the Board of Directors	Median	Minimum	Maximum	Dusit Thani Public Company Limited
Monthly remuneration	50,000	20,000	260,000	40,000
Meeting allowance per meeting	33,000	10,000	600,000	25,000

Unit: THB

Director	Median	Minimum	Maximum	Dusit Thani Public Company Limited
Monthly remuneration	33,333	12,500	120,000	20,000
Meeting allowance per meeting	25,000	5,000	300,000	15,000

### **Subcommittees**

#### A) Audit Committee

Unit: THB

Chairman of the Audit Committee	Median	Minimum	Maximum	Dusit Thani Public Company Limited
Monthly remuneration	40,000	4,167	180,000	20,000
Meeting allowance per meeting	33,600	10,000	125,000	20,000

Unit: THB

Audit Committee Member	Median	Minimum	Maximum	Dusit Thani Public Company Limited
Monthly remuneration	30,000	2,083	120,000	15,000
Meeting allowance per meeting	20,000	5,000	125,000	15,000

#### B) The Nomination and Compensation Committee's meeting allowance

Unit: THB

Person / Meeting	Median	Minimum	Maximum	Dusit Thani Public Company Limited
Chairman of the Nomination and Compensation Committee	25,000	20,000	50,000	20,000
Nomination and Compensation Committee Member	20,000	10,000	50,000	15,000

**Remark:** Since the survey of the meeting allowance of the Nomination, Remuneration and Corporate Governance Committee is not available, the comparison is then made with that of the Nomination and Compensation Committee.

**The supporting document of the Agenda 6: To consider and approve the appointment of auditor and the fixing of audit fee for the year 2025**

**Profiles of the proposed Auditors for the year 2025**

1. Mr. Bunyarit Thanormcharoen  
 Certified Public Accountant No. 7900  
 CPA Registration Date July 1, 2005  
 Company KPMG Phoomchai Audit Ltd.  
 Position Audit Partner  
 Education Master's degree in Accounting, Chulalongkorn University  
 BBA - major in Accounting, Assumption University  
 Experience 33 years  
 Year of auditing the Company 1 year  
 Relationship and/or interest and/or transaction with the Company that may create a conflict of interest with the Company, its subsidiaries, executives, major shareholders of any persons related thereto: -None-
  
2. Ms. Chanarat Chanwa  
 Certified Public Accountant No. 9052  
 CPA Registration Date July 1, 2007  
 Company KPMG Phoomchai Audit Ltd.  
 Position Audit Partner  
 Education Bachelor of Accounting, Thammasat University  
 Experience 22 years  
 Year of auditing the Company None  
 Relationship and/or interest and/or transaction with the Company that may create a conflict of interest with the Company, its subsidiaries, executives, major shareholders of any persons related thereto: -None-
  
3. Ms. Vilaivan Pholprasert  
 Certified Public Accountant No. 8420  
 CPA Registration Date October 1, 2006  
 Company KPMG Phoomchai Audit Ltd.  
 Position Audit Partner  
 Education Bachelor's degree in Accounting, Kasetsart University  
 Experience 24 years  
 Year of auditing the Company None  
 Relationship and/or interest and/or transaction with the Company that may create a conflict of interest with the Company, its subsidiaries, executives, major shareholders of any persons related thereto: -None-

**The Company's Articles of Association relating to the Shareholders' Meeting**

**CHAPTER 5 MEETING OF SHAREHOLDERS**

**Clause 28.**

The board of directors shall arrange for a meeting of shareholders, which is an Annual General Meeting of shareholders, to be held within four (4) months after the end of the Company's accounting year.

Any other shareholders' meeting other than the one specified in the first paragraph shall be called an "Extraordinary General Meeting". The board of directors may call an Extraordinary General Meeting whenever it is appropriate.

A meeting of shareholders may be conducted via electronic means in accordance with the methods prescribed by the law governing electronic meetings.

One or more shareholders holding shares in aggregate of no less than ten (10) percent of the total shares issued may request in writing to the board of directors to call an extraordinary general meeting of shareholders at any time, but they shall clearly specify the agenda items or reasons for such a request in the notice. In such a case, the board of directors must hold a meeting of shareholders within forty-five (45) days from the date of receipt of the notice.

In the case that the Board of Directors does not hold such meeting within the period specified in the fourth paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as stipulated in this Article may hold the meeting themselves within forty-five (45) days from the lapse of the period specified in the fourth paragraph. In this case, it shall be deemed that such shareholder meeting is the meeting called by the Board of Directors. The Company shall be responsible for all necessary expenses incurred from the holding of the meeting and reasonable facilitation.

In the case that the quorum of the meeting convened as requested by the shareholders according to the fifth paragraph cannot be formed as prescribed in Clause 30, the shareholders according to the fifth paragraph shall be jointly responsible for any expenses incurred from the convening of such meeting.

**Clause 29.**

In calling a meeting of shareholders, the board of directors shall prepare a written notice indicating the venue, date, time, agenda, and matters to be proposed to the meeting, together with sufficient detail and in accordance with the ruling published and stipulated by the Capital Market Supervisory Board, clearly indicating whether it is the matter proposed for acknowledgement, approval, or consideration, including the opinions of the board of directors on the said matters, and shall be delivered to the shareholders and the Registrar for their information not less than seven (7) days prior to the date of the meeting, and shall be published in a newspaper or advertised via electronic means in accordance with the criteria prescribed by law for three (3) consecutive days, which must not be less than three (3) days prior to the date of the meeting.

The venue of the meeting may be in the locality where the Company's head office is located, in a nearby province, or in any other place as the board of directors may determine. In the event that the meeting of shareholders is conducted via electronic means, the Company's head office shall be deemed the venue of the meeting, and the electronic meeting shall have the same legal effect as a physical meeting in accordance with the methods prescribed by law and in these Articles of Association.

The chairman of the board shall preside over the meeting of shareholders. In the case where the chairman of the board is not present at a meeting or is unable to perform his/her duty, if there is a vice-chairman, the vice-chairman shall preside over the meeting. If there is no vice-chairman or there is a vice-chairman, but such vice-chairman is unable to perform his/her duty, the shareholders attending the meeting shall elect one shareholder who attends the meeting to preside over the meeting.

Clause 30.

In a meeting of shareholders, whether they are participating physically or electronically, there shall be shareholders and proxies (if any) attending the meeting, amounting to not less than twenty-five (25) persons or not less than one-half of the total number of shareholders, whichever is lesser, and in either case, such shareholders shall hold shares amounting to not less than one-third of the total shares issued to constitute a quorum, unless otherwise specified by law, and the shareholders may appoint proxies by electronic means in accordance with the criteria prescribed by law.

At any meeting of shareholders, in the case where one (1) hour has reached and passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate to form a quorum as stipulated in the first paragraph, if such meeting of shareholders was called upon the shareholder's request, such meeting shall be cancelled, if it was not called upon the request of the shareholders, the meeting shall be called once again, and the notice to call such meeting shall be delivered to the shareholders not less than seven (7) days prior to the date of the meeting. The notice of the meeting may be sent to the shareholders via electronic methods, provided that such shareholders have declared their intention or given their consent. In the subsequent meeting, a quorum is not required.

Clause 31.

When casting the vote, one (1) share shall have one (1) vote.

A resolution of the meeting of shareholders shall be made by the following votes:

- (1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of an equality of votes, the chairman of the meeting shall have an additional vote as a casting vote;
- (2) In the following cases, a vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote:
  - (a) The sale or transfer of the whole or important parts of the business of the Company to other persons;
  - (b) The purchase or acceptance or transfer of the business of other companies or private companies by the Company;
  - (c) The making, amending or terminating of contracts with respect to the granting of a hire of the whole or an important part of the Company's business. The entrustment of the management of the business of the Company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing.
  - (d) Amending the Memorandum of Association or Articles of Association.
  - (e) Increase or reduction of the Company's capital or issuance of debentures.
  - (f) Amalgamation or dissolution of the Company.

Clause 32.

The Annual General Meeting of Shareholders shall be held to consider the following agenda:

- (1) To consider the director's report in which shows performance of the Company during the previous year;
- (2) To consider and approve the balance sheet and profit and loss account of the previous accounting year;
- (3) To allocate the profit and reserve fund;
- (4) To appoint director(s) to replace the director who vacates his/her office due to the expiration of the term of office and fix remuneration;
- (5) To appoint an auditor;
- (6) Other matters (if any).



## **Documents Required to Attend the Meeting, Appointment of Proxy, Submission of Meeting Attendance Request Form (E-Request) and Voting, Counting, and Announcement of the Vote for Meeting via Electronic Media (E-Meeting)**

Shareholders or proxies wishing to attend the Annual General Meeting of Shareholders No. 32/2025 of Dusit Thani Public Company Limited via electronic media (E-Meeting) must submit the meeting attendance request form (E-Request) in advance by following all the procedures specified in Attachment No. 8 and No. 9. In case the submitted documents are incomplete, incorrect or in compliance with the requirements stated herein, the Company reserves the right to reject the registration.

### **1. Documents Required Prior to Attending the Meeting**

#### **For Natural Person**

##### **1. Self-attending via electronic media (E-Meeting)**

Valid evidence issued by governmental authorities, e.g., a copy of identification card, a copy of governmental identification card, a copy of driver license or a copy of passport (for the foreign shareholders) with certified true copy by the Shareholder. In case of a change of name and last name, the supporting documents are required.

##### **2. Proxy**

- 2.1 Completed Proxy Form attached with this Notice to Shareholders (select either the Proxy Form A or Form B), signed by the Shareholder and the Proxy.
- 2.2 Certified true copy of valid evidence issued by Governmental Authorities of the Shareholder as specified in Item 1.
- 2.3 Certified true copy of valid evidence issued by Governmental Authorities of the Proxy as specified in Item 1.

#### **For Juristic Person**

##### **1. Attendance by the authorized person of a juristic person shareholder via electronic media (E-Meeting)**

- 1.1 Certified true copy of valid evidence of the authorized person of a juristic person issued by governmental authorities similar to those of natural person specified in Item 1.
- 1.2 Certified true copy of the shareholder's Certification of Company certified by the authorized person(s) (director) with a statement affirming that such authorized person attending the meeting has the authority to act on behalf of the juristic person shareholder.

##### **2. Proxy**

- 2.1 One of the Proxy Forms as attached to the Notice to Shareholders (select either the Proxy Form A or Form B), completely filled up and signed by the authorized director(s) of the Shareholder and the Proxy.
- 2.2 Copy of Shareholder's Certification of Company certified by the authorized person(s) (director) with a statement affirming that such authorized person(s) signing the Proxy Form has the authority to act on behalf of the Shareholder.
- 2.3 Certified true copy of valid evidence of the authorized person(s) (director) signing the Proxy Form, issued by governmental authorities.
- 2.4 Certified true copy of valid evidence of the Proxy issued by governmental authorities similar to those of natural person specified in Item 1.

### 3. For Foreign Investor Appointing Custodian in Thailand

- 3.1 All evidence is similar to those of the Juristic Person as specified in Items 1 or 2.
- 3.2 In case the Foreign Investor authorizes the Custodian to sign the Proxy Form on its behalf, the following documents are required:
- 1) Power of Attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on its behalf.
  - 2) Letter certifying that the Custodian is permitted to engage in the custodian business.

In case the original documents are not in English, the English translation shall be required and certified true and correct translation by the Shareholder (in case of natural person) or the authorized representative (s) of the Shareholder (in case of juristic person).

## 2. Proxy

The Company has provided 2 types of the Proxy Forms; Form A and Form B of each shareholder in accordance with Regulation of the Department of Business Development, Ministry of Commerce Re: Form of Proxy (No. 5) B.E. 2550 as follows:

- Form A: General Proxy Form (Simple Form)
- Form B: Specific Proxy Form
- Form C: Proxy Form for the Foreign Investor appointing the Custodian in Thailand.

Shareholders can download Form A or Form B or Form C (Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares) from [www.dusit-international.com](http://www.dusit-international.com)

Shareholder who is not able to attend the Meeting may appoint a person as your Proxy as follows:

- (1) Complete **only one** of above Proxy Forms as follows:
  - 1.1 General Shareholder shall select only one of either Form A or Form B.
  - 1.2 Shareholders listed in the share register book as Foreign Investor appointing the Custodian in Thailand shall select Proxy Form C.
- (2) Authorize a person or an Independent Director to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your Proxy.
  - 2.1 **Appointment of a proxy to attend the E-Meeting on behalf of the shareholder**  
The shareholder or proxy shall proceed with item 1-2 and submit the Meeting Attendance Request Form (E-Request) in advance to receive the username and password for the meeting registration according to the Procedures for Submitting Meeting Attendance Request Form (E-Request) and Using Electronic Meeting Systems (E-Meeting) shown in Attachment No. 9 and **send the original proxy form and supporting documents to the Company.**
  - 2.2 **Appointment of an independent director as a proxy to attend the E-Meeting on behalf of the shareholder**  
The shareholder shall proceed with item 1 - 2 and **submit the original proxy form and supporting documents to the Company. No additional submission of the Meeting Attendance Request Form (E-Request) is required.**

- (3) please affix the THB 20 stamp duty with specifying the date of Proxy Form across such stamp duty. In case the shareholders cannot prepare the stamp duty, the Company will provide such stamp duty to be affixed in the proxy form in order to facilitate to the shareholders.
- (4) Submit and return the completed Proxy to the Company Secretary Office at Dusit Thani Public Company Limited, 319 Chamchuri Square Building, 29th Floor, Phayathai Road, Pathumwan Sub-district, Pathumwan District, Bangkok 10330 by Tuesday, May 27, 2025, at 17.00 hrs. or half an hour before beginning of the Meeting for verification of documents.

Allocation of shares to several Proxies to vote in the Meeting is not allowed. The Shareholder shall authorize the Proxy to cast the votes by all the shares held by it. Authorization of less than the total number of shares is not allowed except for the Custodian appointed by the Foreign Investor in accordance with Proxy Form C.

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

Shareholders or proxies who wish to attend the E-Meeting (including shareholder(s) who used to submit proxy forms for the Annual General Meeting of Shareholders No. 32/2025 on April 25, 2025), please submit the Meeting Attendance Request Form (E-Request) in advance to receive username and password for the meeting registration. The Meeting Attendance Request Form and all required documents can be submitted via E-Request system in advance from Wednesday, May 21, 2025, at 08.30 hrs. until the meeting is adjourned. After the Company has verified and approved the submitted E-Request, the shareholder will receive an approval notification email providing the username and password and a link for meeting registration on the shareholders' meeting date. **The E-Meeting system will be accessible for meeting registration on Wednesday, May 28, 2025, from 08.00 hrs. onwards.**

Shareholders or proxies can access the E-Request at:  
<https://con.inventech.co.th/DUSIT309630R/#/homepage>



or scan QR Code

For more detailed information, please see Procedures for Submitting Meeting Attendance Request Form (E-Request) and Using Electronic Meeting Systems (E-Meeting) provided herewith as Attachment No. 9.

### **4. Voting, Counting and Announcement of the Vote**

#### Voting Regulation

#### **General Agenda:**

- (1) The shareholders' meeting will be conducted via electronic media (E-Meeting). Voting in each agenda item shall be made via the Inventech Connect system, where one share shall equal to one vote. A shareholder or a proxy shall cast all the votes to

only one of approval, disapproval, or abstention. The votes on each agenda item cannot be divided (except voting of the Custodian).

(2) In Case of Proxy

- 2.1 The Proxy shall solely vote in accordance with the authorization by the Shareholder as specified in the Proxy Form. Any vote not in accordance with the Proxy Form is invalid and shall not be counted as the vote of the Shareholder.
- 2.2 In case the shareholder specifies the determination in the Proxy Form, the votes will be recorded when the Company received the Proxy Form and required documents. The proxy will not be required to vote during the meeting.
- 2.3 In case (i) the Shareholder does not specify the authorization or the authorization is unclear, (ii) the Meeting considers any agenda other than which specified in the Proxy Form, or (iii) there is any change of fact, the Proxy shall be authorized to consider and vote such matter as it may deem appropriate.

**Election of Director's Agenda:**

In accordance with Clause 13 of the Company's Articles of Association, the directors shall be elected in accordance with the following rules and procedures:

- (1) Each shareholder shall have one vote per one share;
- (2) When electing the directors, the shareholders may exercise all the votes he/she has to elect one or several persons as a director or directors up to the number of the directors to be elected by such meeting, as the shareholders may deem appropriate. In the voting process, either for one or several persons, each candidate whom elected by the shareholders shall receive all the votes such shareholders have as stipulated in (1) and such shareholders shall not allot his/her votes to any person in any number;
- (3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest until up to the number of directors to be elected by such meeting. Where there is an equality of votes cast for candidates in descending order causing the number of directors exceeding the number of directors to be appointed or elected by such meeting, the chairman shall have an additional right as a casting vote;
- (4) A director shall have qualifications and shall not have prohibited characteristics as specified in the law on public limited companies, as well as shall not have characteristics indicating a lack of appropriateness in respect of trustworthiness in managing business whose shares are held by public shareholders as specify in the notification of the Securities and Exchange Commission.

**Voting Procedures**

The Chairman or designated person shall inform the Meeting details of voting procedures as follows:

- (1) The Chairman of the Meeting shall request the shareholders to consider and vote in each agenda item by asking the shareholders or proxies to vote via Inventech Connect system and providing one minute for voting in each agenda item. For the director election agenda item, one minute for voting of each director individually will be provided.
- (2) For the voting of each agenda item, please click on the "Vote" button and then the system will show three options: 1. Approve, 2. Disapprove, and 3. Abstain. A shareholder or proxy is required to choose only one option (except for the case of Custodian whereby the

allotment of votes is allowed as specified in the Proxy Form). If a shareholder or proxy would like to cancel the last vote, please press the button “Cancel latest vote” \*.

Remark: \* If the “Cancel latest vote” option is selected or nothing is selected for voting, the system will consider the votes as “Approve”.

The votes may be changed until the voting in such agenda item is closed.

### **Resolution of the Meeting**

- General case: majority vote of the shareholders who attend at the meeting and are eligible to vote.
- Other cases which the laws or the Company’s Articles of Association provided otherwise: the vote shall be in accordance with the laws or the Company’s Articles of Association. The Chairman shall inform the Meeting before voting such Agenda.
  - (1) In case a tie of votes, the Chairman of the Meeting shall have a casting vote.
  - (2) Any Shareholder or the Proxy having any special interest in a matter shall not be permitted to vote on such matter and may be invited by the Chairman of the Meeting to temporarily leave from the Meeting, except for voting on election of the Directors.

### **Counting and Announcement of the Voting Result**


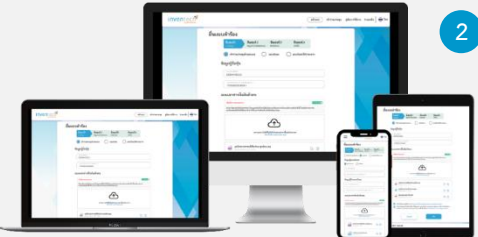
The Chairman of the Meeting or the person assigned by the Chairman of the Meeting shall explain to the Meeting about the vote counting procedures prior to the commencement of the agenda item. When the Chairman announced the voting closed, the system will count the votes of shareholders in each agenda item. The voting results of all agenda items shall be announced to the Meeting before the meeting is adjourned.

The Company holds the 2025 Annual General Meeting of Shareholders via electronic media (E-Meeting) only whereby the votes are cast via Inventech Connect system instead of the physical ballots. Hence, there will not be cases regarded as invalid ballots.

## Procedures for Submitting Meeting Attendance Request Form (E-Request) and Using Electronic Meeting Systems (E-Meeting)

Shareholders and proxies wishing to attend the meeting (including shareholders who granted a proxy at the Annual General Meeting of Shareholders No. 32/2025 on April 25, 2025) can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows:

### Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://con.inventech.co.th/DUSIT309630R/#/homepage> or scan QR Code  and follow the steps as shown in the picture.  

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

**\*\* Merge user accounts, please using the same email and phone number \*\***
2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from May 21, 2025 at 08:30 hrs. and shall be closed on May 28, 2025 until the end of the meeting.
3. The electronic conference system will be available on May 28, 2025 at 08:00 hrs. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

### Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by May 27, 2025 at 17.00 hrs.

Company Name: Dusit Thani Public Company Limited

Department: Company Secretary Office

Address: 319 Chamchuri Square, 29<sup>th</sup> Floor, Phayathai Road, Pathumwan Sub-district, Pathumwan District, Bangkok 10330

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



02-460-9229



@inventechconnect



The system available during May 21 – 28, 2025 at 08.30 – 17.30 hrs.

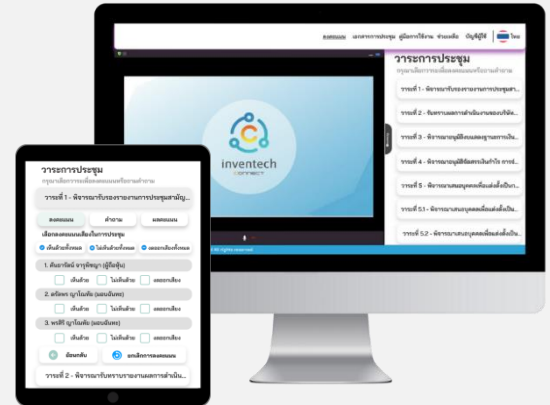
(Specifically excludes holidays and public holidays)



Report a problem  
@inventechconnect

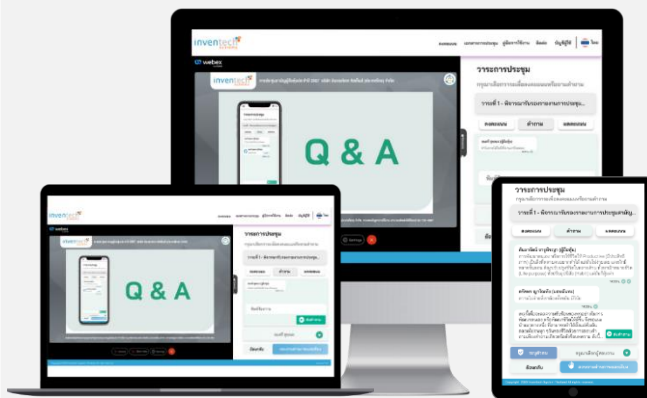
## Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

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



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

## Step to ask questions via Inventech Connect



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

## How to use Inventech Connect



User Manual and Video of using Inventech Connect

\* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
  - High-Definition Video: Must have internet speed at 2.5 Mbps (Internet speed that recommend).
  - High Quality Video: Must have internet speed at 1.0 Mbps.
  - Standard Quality Video: Must have internet speed at 0.5 Mbps.
2. Equipment requirements.
  - Smartphone/Tablet that use IOS or Android OS.
  - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge \*\* The system does not support internet explorer.

**Profiles of Independent Directors proposed for Appointment as Proxy by the Shareholders**

- 1. Mrs. Pranee Phasipol**  
**Independent Director/ Chairperson of the Audit Committee**  
Age : 76 Years  
Address : 44 Soi 40, Tiwanon Road, Tasai Sub-District, Muang Nonthaburi District,  
Nonthaburi 11000  
  
Special interest in the agenda : Agenda 4 To consider and approve the election of directors to replace those retiring by rotation, due to being a person nominated for the re-election.
- 2. Mr. Teerapol Chotichanapibal**  
**Independent Director/ Member of the Audit Committee**  
Age : 68 Years  
Address : 749/1 Soi Phaholyothin 54/4, Section Khankhai 1, Saimai Sub-district,  
Saimai District, Bangkok 10220  
  
Special interest in the agenda : None
- 3. Ms. Piyaporn Phanachet**  
**Independent Director/ Member of the Audit Committee**  
Age : 58 Years  
Address : 61/80 Soi Taweemit 10, Rama IV Road, Hauykwang Sub-district,  
Hauykwang District, Bangkok 10310  
  
Special interest in the agenda : None

Remark : Profiles of the 3 above-mentioned Independent Directors appear in the 2024 Annual Report (Form 56-1 One Report) in Attachment 1 regarding information of the Board of Directors, Executives, Authorized Persons, and Company Secretary.



## **QR Code downloading procedures for the 2024 Annual Report (Form 56-1 One Report)**

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

The Annual Report can be downloaded from the QR Code by the following steps below.

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

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

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

### **For Android System**

1. Open applications such as QR CODE READER, Facebook or Line.  
How to scan the QR Code with Facebook application
  - Open Facebook application and click on "Search" → Press "QR Code" → Scan the QR Code
  - How to scan the QR Code with Line application
    - Open Line application and click on "Add friend" → Choose "QR Code" → Scan the QR Code
2. Scan the QR Code to access the Annual Report (Form 56-1 One Report).

**Privacy Notice for the 2025 Shareholders' Meeting  
Dusit Thani Public Company Limited**

Dusit Thani Public Company Limited (the “Company”) realizes the importance of Personal Data of shareholders and/or proxy holders. This privacy notice, pursuant to the Personal Data Protection Act B.E. 2562 (2019), shall be applied for the collection, use, disclosure, and processing of Personal Data to verify the identity of shareholders and/or proxy holders directly and/or indirectly. Shareholders are kindly requested to study the practices and rights for a clearer understanding. Thus, in case that any shareholders appoint a proxy to attend the meeting on his/her behalf, the proxy holder shall also be informed of these practices.

**1. Personal Data to be collected**

It is necessary for the Company to collect Personal Data directly from shareholders and/or proxy holders. Personal Data consists of the following:

1.1 Personal Data of shareholders and/or proxy holders i.e., name, family name, identification number, date of birth, gender, shareholder's registration number, number of shares, photograph, and video recording in the event.

1.2 Contact information i.e., address, telephone number, email, etc.

In the event of giving authorization, it is necessary for the Company to request for a copy of identification card/passport of authorized persons and/or proxy holders which may contain religion, nationality or blood type information. The Company does not wish to collect such sensitive information. The information's owner can redact it prior to the document submission to securities registrar or Thailand Securities Depository Office and/or other relevant parties.

**2. Personal Data collection**

A direct collection of Personal Data from the owners will be proceeded as deemed necessary to be in line with clear purposes as mentioned. The Company may collect Personal Data from any other sources, i.e., securities registrar or Thailand Securities Depository Co., Ltd. but only in necessity by means prescribed by law.

**3. Purposes of collection, use and disclosure of Personal Data**

The Company collects, uses, and discloses Personal Data for the following purposes:

3.1 to call for, hold and organize the shareholders' meeting which includes your identity authentication, document transmission, performing any action in order to comply with the resolution of the shareholders' meeting, company management, organizing activities, and sending any newsletter or offers for the benefit of the shareholders.

3.2 to prepare the minutes of the shareholders' meeting and for your meeting attendance, to protect the security, and to exercise any relevant action as deemed necessary for legitimate interests of the Company and individuals within the limit which you might reasonably have been expected.

Therefore, the Company will collect, use, and disclose your Personal Data and the referred person without your consent as authorized by the Personal Data Protection Act, B.E. 2562 (2019): for legitimate interests of the Company or any other persons or juristic persons or for compliance with law to which the Company is subjected.

#### **4. Your rights as the owner of Personal Data**

As the owner of Personal Data, you have the rights as stipulated in the Personal Data Protection Act, B.E. 2562 (2019), which include the right to withdraw the consent, the right to access and obtain a copy of your Personal Data, the right to correct, delete or destroy your Personal Data, the right to request suspension of the processing of your Personal Data, the right to transfer your Personal Data according to the measures stipulated by law, the right of complaint and the right to dissent to the processing or disclosing of your Personal Data.

#### **5. Disclosure of personal data to other persons or agencies**

The Company may be required to disclose Personal Data to other persons or juristic persons or regulatory authorities, who work in cooperation with the Company for the compliance of the purposes as mentioned in this notice.

#### **6. Personal Data Retention Period**

The Company will retain your Personal Data under item 1 within the period specified by relevant law and/or as deemed necessary to achieve the purpose under item 3. The Company will later delete and destroy such data. Unless it is necessary to further retain such data as required by relevant law or for the protection of benefits of the Company.

#### **7. Contact Information**

For more details of Personal Data Protection, please contact:

Dusit Thani Public Company Limited  
Company Secretary Office  
319 Chamchuri Square Building, 29<sup>th</sup> Floor, Phayathai Road,  
Pathumwan Sub-district, Pathumwan District, Bangkok 10330  
Tel: 0-2200-9999 ext. 3638, 3062-3, 3067

## Question Form for the Annual General Meeting of Shareholders No. 32/2025

Attention: Company Secretary, Dusit Thani Public Company Limited

I, .....

Please indicate with ✓ in the box

☐ being a shareholder of Dusit Thani Public Company Limited

☐ being a proxy holder of ..... who is a shareholder of Dusit Thani Public Company Limited

I wish to submit question(s) of agenda for the Annual General Meeting of Shareholders No. 32/2025 of Dusit Thani Public Company Limited as follows:

This image shows a full page of primary-ruled paper. It features multiple horizontal rows, each consisting of two dotted lines with a larger gap between them, providing a guide for letter height and placement. The paper is otherwise blank, with no margins, text, or other markings.

**Remarks:** Please submit the completed form to the Company by Tuesday, May 27, 2025, at 17.00 hrs. through the following channels:

- 1) Mail: placing in the business reply envelope enclosed with the Notice and sending it to Dusit Thani Public Company Limited, Company Secretary Office, 319 Chamchuri Square Building, 29<sup>th</sup> Floor, Phayathai Road, Pathumwan Sub-district, Pathumwan District, Bangkok 10330
- 2) E-mail: [comsec@dusit.com](mailto:comsec@dusit.com)

For further information, please contact the Company Secretary Office, Tel: 0-2200-9999 ext. 3638, 3062-3, 3067

**2024 Annual Report (Form 56-1 One Report) Requisition Form**

If you wish to receive a printed copy of Dusit Thani Public Company Limited's 2024 Annual Report (Form 56-1 One Report), please fill in details as follows:

I, .....

Address,.....

.....

.....

.....

.....

.....

I wish to receive a printed copy of the Company's 2024 Annual Report (Form 56-1 One Report).

Remarks: Please submit the completed form to the Company through the following channels:

- 1) Mail: placing in the business reply envelope enclosed with the Notice and sending it to  
Dusit Thani Public Company Limited, Company Secretary Office, 319 Chamchuri Square  
Building, 29<sup>th</sup> Floor, Phayathai Road, Pathumwan Sub-district, Pathumwan District,  
Bangkok 10330
- 2) E-mail: comsec@dusit.com

For further information, please contact the Company Secretary Office, Tel: 0-2200-9999 ext.  
3638, 3062-3, 3067



**Dusit Thani Public Company Limited**

**PROXY FORM A**

**AND**

**PROXY FORM B**

(Please choose only one type of Proxy Form)

**-Unofficial Translation-**

Remark: For the shareholders who are foreign investors and appoint a custodian in Thailand to keep and safeguard their shares, and such custodian may need Proxy Form C, please download it from [www.dusit-international.com](http://www.dusit-international.com)

## Proxy Form A

(General and Simple Form)

Duty Stamp  
THB 20

Written at .....

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

1. I/We.....Nationality.....  
.....Residing at .....
2. Being a shareholder of **Dusit Thani Public Company Limited** holding a total number of.....shares and having rights to vote equivalent to .....votes as follows:  
Ordinary share for..... shares and having rights equivalent to ..... votes  
Preferred share for..... shares and having rights equivalent to ..... votes
3. Hereby authorize: (Please choose only one)

If choosing No. 1, please mark ☒ in front of the number, and provide details of the proxy (proxies)

- ☐ 1. Name .....age.....  
Residing at.....;or,  
Name .....age.....  
Residing at.....;or,  
Name .....age.....  
Residing at.....;or,  
Anyone of these persons **or**

If choosing No. 2, please mark ☒ in front of the number, and choose one of the Independent Directors.

- ☐ 2. The Independent directors of the Company as follows  
☐ Mrs. Pranee Phasipol **or**  
☐ Mr. Teerapol Chotichanapibal **or**  
☐ Ms. Piyaporn Phanachet

(Information of the above Independent Directors is in Attachment No. 10)

Anyone of the above to be my/our Proxy to attend and vote in the Annual General Meeting of Shareholders No. 32/2025 which will be held on Wednesday, May 28, 2025 at 10.00 hrs. (which was postponed from the meeting on Friday, April 25, 2025) via electronic media (E-Meeting) only or on any changes in date, time and at other venue.

Any acts performed by said Proxy Holder at the aforementioned meeting shall be deemed as my/our act.

Signed ..... Proxy Grantor  
( )

Signed ..... Proxy Holder  
( )

Signed ..... Proxy Grantor  
( )

Signed ..... Proxy Holder  
( )

Remark: The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of the shares to many proxies for splitting votes.

## Proxy Form B

(Form with fixed and specific details authorizing proxy)

Duty Stamp  
THB 20

Written at .....  
Date ..... Month ..... Year.....

1. I/We.....Nationality.....  
Residing at .....
2. Being a shareholder of **Dusit Thani Public Company Limited** holding a total number of .....shares and having rights to vote equivalent to .....votes as follows:  
Ordinary share for..... shares and having rights equivalent to ..... votes  
Preferred share for..... shares and having rights equivalent to ..... votes
3. Hereby authorize: (Please choose only one)

If choosing No. 1 please mark ☒ in front of the number, and provide details of the proxy (proxies)

- ☐ 1. Name .....age.....  
Residing at.....;or,  
Name .....age.....  
Residing at.....;or,  
Name .....age.....  
Residing at.....;or,  
Anyone of these persons **or**

If choosing No. 2 please mark ☒ in front of the number, and choose one of the Independent Directors.

- ☐ 2. The Independent directors of the Company as follows  
☐ Mrs. Pranee Phasipol **or**  
☐ Mr. Teerapol Chotichanapibal **or**  
☐ Ms. Piyaporn Phanachet

(Information of the above Independent Directors is in Attachment No. 10)

Anyone of the above to be my/our Proxy to attend and vote in the Annual General Meeting of Shareholders No. 32/2025 which will be held on Wednesday, May 28, 2025 at 10.00 hrs. (which was postponed from the meeting on Friday, April 25, 2025) via electronic media (E-Meeting) only or on any changes in date, time and at other venue.

4. I/We hereby authorize the proxy to vote on my/our behalf at this Meeting, as follows;

**Agenda 1 To acknowledge the annual report and the Board of Directors' report of the 2024 performance**

Since the Board of Directors had asked the Management to report the 2024 performance in the Annual General Meeting of Shareholders No. 32/2025 on Friday, April 25, 2025 and shareholders already acknowledged it, **this agenda will no longer be proposed to the shareholders for considering in the Annual General Meeting of Shareholders No. 32/2025 on Wednesday, May 28, 2025.**



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

Since this agenda was already voted in the Annual General Meeting of Shareholders No. 32/2025 on Friday, April 25, 2025, **this agenda will no longer be proposed to the shareholders for considering in the Annual General Meeting of Shareholders No. 32/2025 on Wednesday, May 28, 2025.**

**Agenda 3 To consider and approve the omission of dividend payment for the 2024 performance and the allocation of profit as a legal reserve**

- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 4 To consider and approve the election of directors to replace those retiring by rotation**

- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- The appointment of the whole set of Directors.
- ☐ Approve ☐ Disapprove ☐ Abstain
- The appointment of individual Director(s) as follows;
- 1. Mr. Arsa Sarasin**
- ☐ Approve ☐ Disapprove ☐ Abstain
- 2. Mrs. Pranee Phasipol**
- ☐ Approve ☐ Disapprove ☐ Abstain
- 3. Mr. Pakhawat Kovithvathanaphong**
- ☐ Approve ☐ Disapprove ☐ Abstain
- 4. Mr. Somprasong Boonyachai**
- ☐ Approve ☐ Disapprove ☐ Abstain

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

- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 6 To consider and approve the appointment of auditor and the fixing of audit fee for the year 2025**

- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 7 To consider and approve the change of Dividend Payment Policy**

- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve ☐ Disapprove ☐ Abstain

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

- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

5. If the proxy holder does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.
6. In case I/we have not declared a voting intention in any agenda or have not clearly specified or in case the meeting considers or passes resolution in agenda other than those agenda specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to reasonably consider and vote as to his/her consideration.

I/We shall be fully liable for any action taken by proxy holder at the meeting, unless the proxy holder abstain vote according to me/us specified in the proxy.

Signed \_\_\_\_\_ Proxy Grantor  
( )

Signed \_\_\_\_\_ Proxy Holder  
( )

Signed \_\_\_\_\_ Proxy Holder  
( )

Signed \_\_\_\_\_ Proxy Holder  
( )

**Remarks:**

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of the shares to many proxies for splitting votes.
2. In respect of the agenda regarding the appointment of the directors, the appointment can be made for all directors or for individual director.
3. In excess of the agendas stipulated above, additional agendas can be specified in the Attachment to Proxy Form B, as enclosed.

## Attachment to Proxy Form B

The proxy as Shareholder of **Dusit Thani Public Company Limited**

In the Annual General Meeting of Shareholders No. 32/2025 which will be held on Wednesday, May 28, 2025 at 10.00 hrs. (which was postponed from the meeting on Friday, April 25, 2025) via electronic media (E-Meeting) only or on any changes in date, time and at other venue.

- ☐ Agenda.....Subject.....
- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain
- ☐ Agenda.....Subject.....
- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain
- ☐ Agenda.....Subject.....
- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain
- ☐ Agenda.....Subject.....
- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain
- ☐ Agenda.....Subject.....
- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

Agenda .....To elect Directors (continued)

Name.....  
☐ Approve ☐ Disapprove ☐ Abstain

Name.....  
☐ Approve ☐ Disapprove ☐ Abstain

Name.....  
☐ Approve ☐ Disapprove ☐ Abstain

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☐ Approve ☐ Disapprove ☐ Abstain

Name.....  
☐ Approve ☐ Disapprove ☐ Abstain

Name.....  
☐ Approve ☐ Disapprove ☐ Abstain