

- Translation -

22 April 2024

To President

The Stock Exchange of Thailand

**BAM 93/2024 Re: Notification of Resolutions of the 2024 Annual General Meeting of Shareholders**

Bangkok Commercial Asset Management Public Company Limited (the “Company”) held the 2024 Annual General Meeting of Shareholders (the “Meeting”) on 22 April 2024, at 2.00 p.m. through electronic means in accordance with the Emergency Decree on Electronic Meeting B.E. 2563 and any other related laws. The Company would like to inform the resolutions of the Meeting as follows:

**Agenda 1** To acknowledge the report of the Company’s business operation of the year 2023

**Resolution:** The Meeting acknowledged the report of the Company’s business operation of the year 2023 as proposed with details as shown in the form 56-1 One Report 2023.

**Agenda 2** To consider and approve the Statements of Financial Position and the Statements of Comprehensive Income for the year ended 31 December 2023

**Resolution:** It is resolved that the Meeting, by majority vote of the shareholders who attended the Meeting and cast their votes, approved the Statements of Financial Position and the Statements of Comprehensive Income for the year ended 31 December 2023 as proposed.

*The voting is comprised of:*

| Shareholders’ results | Number of Votes | % of total votes of the shareholders attended the Meeting and cast their votes |
|-----------------------|-----------------|--|
| Approval              | 1,865,737,055   | 99.9995  |
| Disapproval           | 8,700           | 0.0004   |
| Abstention            | 545,600         | -  |
| Invalid ballots       | 0               | -  |
| Total                 | 1,866,291,355   | -  |

**Agenda 3** To consider and approve profit allocation for the year ended 31 December 2023 and dividend payment

**Resolution:** It is resolved that the Meeting, by majority vote of the shareholders who attended the Meeting and cast their votes, approved the profit allocation for the year ended 31 December 2023 and dividend payment at the rate of THB 0.38 per share (before any applicable withholding tax), totaling THB 1,228,176,074.00, or equivalent to 80.04 percent of the net profit as proposed. The Company has set the date to determine the names of shareholders who are entitled to receive dividend on Tuesday, 30 April 2024 and the dividend payment shall be made on Tuesday, 21 May 2024.

*The voting is comprised of:*

| Shareholders' results | Number of Votes | % of total votes of the shareholders attended the Meeting and cast their votes |
|-----------------------|-----------------|--|
| Approval              | 1,866,237,855   | 99.9993  |
| Disapproval           | 12,900          | 0.0006   |
| Abstention            | 55,000          | -  |
| Invalid ballots       | 0               | -  |
| Total                 | 1,866,305,755   | -  |

**Agenda 4** To consider and approve the election of the directors who will retire by rotation

**Resolution:** It is resolved that the Meeting, by majority vote of the shareholders who attended the Meeting and cast their votes, approved the election of 1) Mrs. Tongurai Limpiti, 2) Mr. Satorn Topothai, and 3) Mr. Vasant Thienhom, who are due to retire by rotation, to be the Company's director for another term of office and 4) Mrs. Sirivipa Supant Janet, to be the Company's director replacing Mrs. Maneerat Srisaovajati as proposed.

*The voting for each nominated director is as follows:*

1) Mrs. Tongurai Limpiti

| Shareholders' results | Number of Votes | % of total votes of the shareholders attended the Meeting and cast their votes |
|-----------------------|-----------------|--|
| Approval              | 1,856,968,061   | 99.4996  |
| Disapproval           | 9,337,691       | 0.5003   |
| Abstention            | 3               | -  |
| Invalid ballots       | 0               | -  |
| Total                 | 1,866,305,755   | -  |

2) Mr. Satorn Topothai

| Shareholders' results | Number of Votes | % of total votes of the shareholders attended the Meeting and cast their votes |
|-----------------------|-----------------|--|
| Approval              | 1,856,981,435   | 99.5003  |
| Disapproval           | 9,324,317       | 0.4996   |
| Abstention            | 3               | -  |
| Invalid ballots       | 0               | -  |
| Total                 | 1,866,305,755   | -  |

3) Mr. Vasant Thienhom

| Shareholders' results | Number of Votes | % of total votes of the shareholders attended the Meeting and cast their votes |
|-----------------------|-----------------|--|
| Approval              | 1,842,943,155   | 98.7481  |
| Disapproval           | 23,362,600      | 1.2518   |
| Abstention            | 0               | -  |
| Invalid ballots       | 0               | -  |
| Total                 | 1,866,305,755   | -  |

4) Mrs. Sirivipa Supantanet

| Shareholders' results | Number of Votes | % of total votes of the shareholders attended the Meeting and cast their votes |
|-----------------------|-----------------|--|
| Approval              | 1,863,646,155   | 99.8574  |
| Disapproval           | 2,659,600       | 0.1425   |
| Abstention            | 0               | -  |
| Invalid ballots       | 0               | -  |
| Total                 | 1,866,305,755   | -  |

**Agenda 5**

To consider the determination of the directors' remuneration for the year 2024

**Resolution:**

It is resolved that the Meeting, with not less than two-thirds of the total votes of shareholders who attended the Meeting, approved the directors' remuneration for the year 2024 as proposed with details as follows:

## 1. Monetary Remuneration

### (1) Meeting Allowance

| Position   | Meeting Allowance for the year 2024  |
|--|--|
| <b>Board of Directors</b>                                |  |
| Chairman   | Baht 72,000 per month <sup>1,2</sup>   |
| Vice Chairman  | Baht 49,000 per month <sup>1,2</sup>   |
| Director   | Baht 33,000 per month <sup>1,2</sup>   |
| <b>Executive Committee</b>                               |  |
| Chairman   | Baht 32,500 per meeting and not exceeding Baht 65,000 per month <sup>1,3</sup> |
| Member   | Baht 16,500 per meeting and not exceeding Baht 33,000 per month <sup>1,3</sup> |
| <b>Audit Committee</b>                                   |  |
| Chairman   | Baht 41,000 per meeting <sup>1,4</sup>   |
| Member   | Baht 33,000 per meeting <sup>1,4</sup>   |
| <b>Risk Oversight Committee</b>                          |  |
| Chairman   | Baht 14,000 per meeting <sup>1,3,4</sup>                                       |
| Member   | Baht 11,000 per meeting <sup>1,3,4</sup>                                       |
| <b>Corporate Governance for Sustainability Committee</b> |  |
| Chairman   | Baht 14,000 per meeting <sup>1,3,4</sup>                                       |
| Member   | Baht 11,000 per meeting <sup>1,3,4</sup>                                       |
| <b>Nomination and Remuneration Committee</b>             |  |
| Chairman   | Baht 14,000 per meeting <sup>1,3,4</sup>                                       |
| Member   | Baht 11,000 per meeting <sup>1,3,4</sup>                                       |
| <b>Technology Committee</b>                              |  |
| Chairman   | Baht 14,000 per meeting <sup>1,3,4</sup>                                       |
| Member   | Baht 11,000 per meeting <sup>1,3,4</sup>                                       |
| <b>Other Sub-committees or Ad Hoc Committees</b>         |  |
| Chairman   | Baht 14,000 per meeting <sup>1,3,4</sup>                                       |
| Member   | Baht 11,000 per meeting <sup>1,3,4</sup>                                       |

#### Note:

- <sup>1</sup> Meeting allowance is paid only to directors attending the meeting.
- <sup>2</sup> The meetings held more than once a month shall be paid only for one meeting.
- <sup>3</sup> Only for the director who does not hold the executive position and does not receive monthly remuneration.
- <sup>4</sup> Meeting allowance payment shall not exceed once a month. In the event of a reasonable reason, it may be considered paying for more than 1 meeting per month but must not exceed 16 meetings per year.

- (2) Directors' Bonus for the year 2023 performance pay at the rate of 0.25% of the dividend and not exceeding THB 5,000,000 (the same rate as the directors' bonus for the year 2022 performance), which the Board of Directors shall be authorized to determine the allocation of such bonus to each director.

**2. Non-monetary Remuneration**

- None (same as the year 2023)

*The voting is comprised of:*

| Shareholders' results | Number of Votes | % of total votes of the shareholders attended the Meeting |
|-----------------------|-----------------|---|
| Approval              | 1,865,704,417   | 99.9677   |
| Disapproval           | 544,238         | 0.0291  |
| Abstention            | 57,100          | 0.0030  |
| Invalid ballots       | 0               | 0.0000  |
| Total                 | 1,866,305,755   | 100.0000  |

**Agenda 6**

To consider the appointment of the auditor for the year 2024 and the determination of the audit fees

**Resolution:**

It is resolved that the Meeting, by majority vote of the shareholders who attended the Meeting and cast their votes, approved the appointment of the auditor for the year 2024 and the determination of the audit fees as proposed with details as follows:

- (1) Appointing either one of the following auditors of EY Office Limited to be the auditor of the Company for the financial year ended 31 December 2024:

- |  |                                      |
|--|--------------------------------------|
| 1. Miss Ratana Jala                    | Certified Public Accountant No. 3734 |
| 2. Miss Somjai Khunapasut <sup>1</sup> | Certified Public Accountant No. 4499 |
| 3. Miss Rachada Yongsawadvanich        | Certified Public Accountant No. 4951 |
| 4. Mrs. Saranya Pludsri <sup>2</sup>   | Certified Public Accountant No. 6768 |

**Note:** <sup>1</sup> Miss Somjai Khunapasut was the auditor responsible for auditing and expressing opinions on the Company's Financial Statements for 2020-2023.

<sup>2</sup> Mrs. Saranya Pludsri is an additional certified auditor to be proposed for the first year.

- (2) If the aforementioned auditors are unable to perform their duties, EY Office Limited may procure another auditor to audit and express opinions on the Financial Statements of the Company in place of the aforementioned auditors. Such auditor shall perform its duties according to the Articles of Association of the Company.
- (3) Determining the audit fee for the year 2024 in the amount of THB 7,980,000. (same rate as 2023's)

The above-mentioned proposed audit fee is duly for the Company self, and there is no audit fee to be paid for subsidiary as the Company has no subsidiary.

*The voting is comprised of:*

| Shareholders' results | Number of Votes | % of total votes of the shareholders attended the Meeting and cast their votes |
|-----------------------|-----------------|--|
| Approval              | 1,865,949,155   | 99.9856  |
| Disapproval           | 268,400         | 0.0143   |
| Abstention            | 89,200          | -  |
| Invalid ballots       | 0               | -  |
| Total                 | 1,866,306,755   | -  |

**Agenda 7**

To consider and approve a 1-year extension of the issuance and offering of the Company's previously approved debentures limit for the year 2023-2024 in the remaining amount of THB 22,300 million with the extension terminating on 31 December 2025, and the issuance and offering of the Company's debentures for the year 2024-2025 in the additional amount of not exceeding THB 10,000 million

**Resolution:**

It is resolved that the Meeting, with not less than three-fourths of the total votes of shareholders who attended the Meeting and had the rights to vote, approved as proposed, with details as follows:

- 1) A 1-year extension of the issuance and offering of the Company's previously approved debenture limit for the year 2023-2024 in the remaining amount of THB 22,300 million, with the extension terminating on 31 December 2025, under the terms and conditions originally approved by the 2023 Annual General Meeting of Shareholders.
- 2) The issuance and offering of the Company's debentures for the year 2024-2025 in the additional amount of not exceeding THB 10,000 million. The Company may, from time to time, gradually issue and offer such debentures as it deems fit. In addition, the Meeting approved authorizing the Board of Directors, or any person appointed by the Board of Directors to consider fixing the offering price, interest rate, tenor, conditions, and other details related to the issuance and offering of such debenture as deems fit.

## Details of the proposed debentures to be issued and offered in 2024-2025

|                                  |  |
|----------------------------------|--|
| <b>Objectives</b>                | For working capital and/or business operation and/or expansion of the Company's business including debt repayment (refinance) to reduce financial costs or other purposes as deemed appropriate by the Board of Directors.   |
| <b>Types of Debentures</b>       | All types and all kinds of debentures (excluding convertible debentures) which can be subordinated or unsubordinated, characterized as amortizing or bullet, secured or unsecured, with or without debenture holders' representative, subject to the prevailing market conditions at the time of issuance and offering of the relevant debentures and to other relevant factors.   |
| <b>Total Value of Debentures</b> | Not exceeding Baht 10,000 Million (Ten Thousand Million Baht)  |
| <b>Currency</b>                  | Thai Baht (THB)  |
| <b>Offering</b>                  | Debentures may be issued and domestically offered to specific investors and/or institutional investors and/or high-net-worth investors totally or partly and/or the public in one or several tranches and/or as project and/or on a revolving basis in accordance with the relevant regulations of the Securities and Exchange Commission, Thailand and/or the Office of the SEC and/or other relevant regulations which are effective at the time of the issuance and offering of debentures. |
| <b>Tenor</b>                     | As deemed appropriate  |
| <b>Early Redemption</b>          | The Company may or may not have the right to redeem debentures prior to their respective maturity date subject to their respective terms and conditions at each time of issuance.  |
| <b>Other Conditions</b>          | Requirements, restrictions, and conditions of the debentures shall be under the authority of the Board of Directors.   |

*The voting is comprised of:*

| Shareholders' results | Number of Votes | % of total votes of the shareholders attended the Meeting and had the rights to vote |
|-----------------------|-----------------|--|
| Approval              | 1,866,303,755   | 99.9998  |
| Disapproval           | 3,000           | 0.0001   |
| Abstention            | 0               | 0.0000   |
| Invalid ballots       | 0               | 0.0000   |
| Total                 | 1,866,306,755   | 100.0000   |

Please be informed accordingly.

Yours sincerely,

- Signed by -

(Weeravej Sirichatchai)

Company Secretary

Office of Company Secretary

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