

# EURO CREATIONS

## Notice for the 2024 Annual General Meeting of Shareholders

Euro Creations Public Company Limited

**Friday, April 26, 2024 at 14:00 p.m.**

**Meeting Type: Via Electronic Meeting (e-AGM)**

Remarks:

- 1 Please follow the e-AGM Meeting Guideline, documents for registration and use manual for e-Shareholder Meeting System in the attachment 6
- 2 The conference system shall be available on 26 April 2024 from 13.00 p.m.

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## For further information, please contact

Company Secretary

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## Information on Company's Website

(<https://www.eurocreations.co.th>) Investor Relations > Shareholder Service > Shareholders' Meeting > Year 2024

# EURO CREATIONS

29 March 2024

Subject: Notice of the 2024 Annual General Meeting of Shareholders

To: Shareholders of Euro Creations Public Company Limited

The Board of Directors' Meeting of Euro Creations Public Company Limited (the "Company") No. 1/2024 held on 23 February 2024 passed the resolutions to convene the 2024 Annual General Meeting of Shareholders on Friday, 26 April 2024, at 14.00 hrs. through the Format of Electronic Media (e-AGM) only, to be proceeded according to the law governing electronic meetings, and set the Record Date to identify the shareholders entitled to attend the 2024 Annual General Meeting of Shareholders on 13 March 2024. The agenda items of the e-AGM are as follows:

**Agenda 1 To acknowledge the minutes of the Extraordinary General Meeting of Shareholders No. 2/2023 held on 5 June 2023**

Facts and reasons: The Company prepared the Minutes of the Extraordinary General Meeting No. 2/2023 held on 5 June 2023. This agenda item is proposed for the Shareholders to consider and acknowledge the matters proposed and considered at the Extraordinary General Meeting No. 2/2023, including the resolutions passed at the said meeting in relation to the matters so proposed and considered. Copy of the said Minutes are attached hereto as appeared in the Attachment 1.

This agenda item is for the Shareholders' acknowledgement and does not require voting.

Opinion of the Board of Directors: The Minutes of the Extraordinary General Meeting No. 2/2023 held on 5 June 2023 were duly recorded. Therefore, the Shareholders' Meeting should acknowledge the said Minutes.

**Agenda 2 To acknowledge the Board of Directors' Report on the Company's performance for the year 2023**

Facts and reasons: The Company has prepared the Report of the Board of Directors as the 2023 Annual Registration Statement / Annual Report (56-1 One Report) and the Financial Report in the form of QR Code, as appeared in the Attachment 2, to inform the Shareholders regarding the Company's performance for the year 2023.

This agenda item is pursuant to Section 113 of the Public Limited Companies Act (PLC Act), and Article 43 of the Company's Articles of Association. This agenda item is for the Shareholders' acknowledgement and does not require voting.

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Opinion of the Board of Directors: The Shareholders' Meeting should acknowledge the Company's performance for the year 2023.

**Agenda 3** To consider and approve the statement of financial position and the statement of comprehensive income of the Company for the fiscal year ended 31 December 2023

Facts and reasons: The Company has duly prepared the Statement of Financial Position (balance sheet) and Statement of Comprehensive Income (profit and loss statement) for the year ended 31 December 2023, which have been audited by the Company's authorized auditor with unqualified opinion and endorsed by the Audit Committee. The Board of Directors therefore deemed appropriate to propose to the Shareholders to consider and approve the Statement of Financial Position and Statement of Comprehensive Income, as appeared in the Attachment 2.

This agenda item is pursuant to Section 112 of the PLC Act, and Article 41 of the Company's Articles of Association. Resolution of this agenda item shall be passed by a majority of the total number of votes of the Shareholders who attend the meeting and cast their votes.

Opinion of the Board of Directors: The Shareholders' Meeting should approve said audited Statement of Financial Position and Statement of Comprehensive Income (the balance sheet and profit and loss statement) for the year ended 31 December 2023, endorsed by the Audit Committee and audited by the authorized auditor.

**Agenda 4** To consider and approve the suspension of dividend payment for the operating results of the year 2023, acknowledge the interim dividend in 2023 and the legal reserve

Facts and reasons: In 2023, the Board of Directors approved the allocation of interim dividends for three times, totaling 198.75 million baht. Currently the total legal reserve funds are 15.25 million baht, which are fully reserved according to the law, and the unappropriated retained earnings as at 31 December 2023 are 28.98 million baht. However, it is necessary for the Company to reserve cash as working capital for the future expansion. Therefore, it is deemed appropriate to propose to the Shareholders to consider and approve the suspension of dividend payment for the operating results of the year 2023.

Dividend Policy: The Company has a policy of paying dividends to shareholders at a rate of not less than 30 percent of net profits from the separate financial statement of the Company, after deducting corporate income tax and various reserves of all types as specified in the laws and regulations of the Company. However, the dividend payment may change depending on economic situations, cash flow, and investment plans of the Company and its subsidiaries (if any), as deemed necessary, and other considerations deemed appropriate by the Board of Directors. However, the

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Annual Dividend Payment must be approved by the Shareholders Meeting, except for interim dividend payments. The Board of Directors may approve the payment of interim dividends from time to time when it considers that the Company has sufficient profits to do so and shall report such interim dividend payment to the next Shareholders' Meeting.

Article 41 of the Company's Articles of Association stipulated that resolution of a normal agenda item shall be passed by a majority of the total number of votes of the Shareholders who attend the meeting and cast their votes.

Opinion of the Board of Directors: The Shareholders' Meeting should consider and approve the suspension of dividend payment for the 2023 operating results and acknowledge the interim dividend payments in 2023, totaling 198.75 million baht, which is in line with the dividend policy, and legal reserve funds totaling 15.25 million baht, fully reserved.

**Agenda 5 To consider and approve the appointment of directors to replace the directors retiring by rotation**

Facts and reasons: Section 71 of the PLC Act and Article 21 of Articles of Association of the Company require that one-third of the total number of directors shall retire at every Annual General Meeting of Shareholders. If the number of directors cannot be divided into one-third, the nearest number to one-third of the directors shall retire. Since the Company converted into a public limited company on 8 June 2023, therefore three directors who shall retire by drawing lots are 1) Mr. Komol Gambir, 2) Mrs. Amarat Gambir, and 3) Mr. Pornthep Srisa-an.

The Nomination and Remuneration Committee reviewed information and experience of the retiring directors, criteria and procedure for director nomination as appeared in the Attachment 3, including qualifications of independent directors as appeared in the Attachment 4 and opined that all three directors above are qualified as directors/independent director.

The Board of Directors considered the appropriateness and qualifications of all three directors, including the ability to offer an unbiased opinion of Mr. Pornthep Srisa-an, who is proposed as an independent director, and opined that all three directors have expertise and qualifications that are suitable to the Company's business and that they can appropriately support the Company; therefore, they should be re-elected for another term.

Resolution of this agenda item shall be passed by a majority of the total number of votes of the Shareholders who attend the meeting and cast their votes, in compliance with the Article 21 and 41 of the Company's Articles of Association. The resolution of this agenda shall be made for each director individually

Opinion of the Board of Directors:The Board of Directors (excluding those who have conflict of interest), in agreeing with the opinion of the Nomination and Remuneration Committee has opined that all three directors have extensive knowledge

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and useful experience and expertise for the Company's business operation. The Shareholders' Meeting should re-elect all three directors for another term.

**Agenda 6** To consider and approve the determination of the remuneration of the directors for the year 2024

Facts and reasons: The Nomination and Remuneration Committee has reviewed the criteria for director's remunerations, together with the Company's performance, Board of Directors' performance, and comparison with the same industrial sector, and opined that the current rate of director's remunerations are appropriate and aligned with the Company's strategy, and the Company should therefore pay director's remunerations under the same rates as 2023. The Board of Directors, concurring with the opinion of the Nomination and Remuneration Committee, passed resolution to propose to the Shareholders to consider and approve the directors' remunerations for the year 2024 which are the meeting fees to directors under the following criteria, from the date which the Shareholders passed the resolution, until the Shareholders' Meeting determines otherwise.

Directors Remuneration	Position	Meeting fee /person / meeting (baht)*		Increase / (Decrease) %
		Year 2024 (Proposed)	Year 2023	
Board of Directors	Chairman	30,000	30,000	-
	Director	20,000	20,000	-
Audit Committee	Chairman	30,000	30,000	-
	Director	20,000	20,000	-
Nomination and Remuneration Committee	Chairman	20,000	20,000	-
	Director	10,000	10,000	-

\* Executive Directors with salaries are not entitled to meeting fees above.

Other Benefits for Directors: None (not including employees' welfare).

Section 90 of the PLC Act and Article 26 of the Articles of Association require that resolution of this agenda item shall be passed by a vote of not less than two-thirds of the total number of votes of the Shareholders attending the Meeting.

Opinion of the Board of Directors: The Shareholders' Meeting should consider and approve the Director's Remunerations for the year 2024 as proposed by the Board of Directors, concurring with the opinion of the Nomination and Remuneration Committee.

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**Agenda 7** To consider and approve the appointment of auditors and to determine the audit fees for the year 2024

Facts and reasons: The Audit Committee has reviewed the selection of the auditors and the fixing of their remunerations for the year 2024 and agreed with the appointment of the auditors from PricewaterhouseCoopers ABAS Ltd, a certified auditor by the Office of Securities and Exchange Commission (the "SEC"), as such auditors acted properly and efficiently, with satisfactory performance, and the proposed audit fees are appropriated with their knowledge, competencies and experiences, and none of them has reviewed, audited and expressed opinions on the Company's Financial Statements for seven consecutive or non-consecutive years, per regulations of the SEC. The Board of Directors therefore concurred to propose to the Shareholders' Meeting to approve the following:

1) The appointment of the following auditors of PricewaterhouseCoopers ABAS Ltd to act severally as the authorized auditors of the Company for the year 2024; Mr. Pongthavee Ratanakoses, Certified Public Accountant No. 7795, and/or Ms. Amornrat Permpoonvatanasuk, Certified Public Accountant No. 4599, and/or Ms. Rodjanart Banyatananusard, Certified Public Accountant No. 8435.

2) The authorization to the Board of Directors to appoint other qualified auditor(s) of PricewaterhouseCoopers ABAS Ltd, in the event that none of the above-mentioned auditors are able to perform their duties, to perform the work in replacement of the said unavailable auditors; and

3) The fixing of the remuneration for the auditing service rendered for the year 2024 at the amount not exceeding THB 2,190,000 million (two million one hundred ninety thousand baht), excluding out-of-pocket expenses. The details of the auditors, the auditors' remunerations, and other fees are appeared in the Attachment 5.

This agenda item is pursuant to Section 120 of the PLC Act, and Article 43 of the Company's Articles of Association, which stipulated that the Company shall propose to the Shareholders to appoint the auditors and fix their remunerations. Resolution of this agenda item shall be passed by a majority of the total number of votes of the Shareholders who attend the meeting and cast their votes.

Opinion of the Board of Directors: The Shareholders' Meeting should approve the appointment of the auditors of the Company and their remuneration for the year 2024 as proposed by the Board of Directors, concurring with the opinion of the Audit Committee.

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## Agenda 8. To consider other matter (if any)

(The Board of Directors does not propose other matter.)

Shareholders are invited to attend the 2024 Annual General Meeting of Shareholders on Friday, 26 April 2024, at 14:00 hours, through electronic media. Shareholders can register your intention to attend the e-AGM from 12 April 2024, at 8.30 a.m. until the completion of the e-AGM on 26 April 2024. Please be informed that the Company shall record the Meeting as VDO. Therefore, the Shareholders please study the Privacy Policy Announcement for Shareholders for your benefit and study Meeting Guideline for e-AGM as appeared in the Attachment 6. The Company shall proceed the Meeting in accordance with its Articles of Association, as appeared in the Attachment 7. In addition, Shareholders can study user manual for e-meeting and e-voting from the Company's website (<https://www.eurocreations.co.th>), section Investor Relations, sub-section Shareholder Service, Shareholders' Meeting Year 2024.

For convenience of the Shareholders, the Company recommends Shareholders to give proxy to any independent director of the Company as your proxy-holder; namely, 1) Mr. Pumipat Sinacharoen, and 2) Mr. Dan Sornmani. Details of the proposed Independent Directors as proxy-holders are appeared in the Attachment 8. Shareholders can print out the proxy from the the Attachment 9 or from the Company's website (<https://www.eurocreations.co.th>), section Investor Relations, sub-section Shareholder Service, Shareholders' Meeting Year 2024, or send a request for a printed copy of the proxy from the Company within 11 April 2024, and return the filled-in proxy with completed supporting documents to the Company Secretary, Euro Creations Public Company Limited address 1050 Soi Sukhumvit 66/1, Sukhumvit Road, Phra Khanong Tai Subdistrict, Phra Khanong District, Bangkok 10260 by Tuesday, 23 April 2024.

By order of the Board of Directors

Euro Creations Public Company Limited

- signature -

(Mrs. Amarat Gambir)

Director and President



# EURO CREATIONS

## Minutes of the Extraordinary General Meeting of Shareholders No.2/2023

Euro Creations Co., Ltd.

### Date, Time, and Venue of the Meeting

The Extraordinary General Meeting of Shareholders No. 2/2023 for Euro Creations Co., Ltd. ("the Company") was held on Monday, 5 June 2023, at 08:00 AM at the Euro Creations Flagship Gallery Thonglor, No. 119, Sukhumvit 55 Road, Khlong Tan Nuea, Watthana District, Bangkok.

### List of Board Members Present at the Meeting

- |    |              |                 |                                    |
|----|--------------|-----------------|------------------------------------|
| 1. | Mr. Komol    | Gambir          | Chairman of the Board of Directors |
| 2. | Mrs. Amarat  | Gambir          | Director                           |
| 3. | Mr. Kevin    | Gambir          | Director                           |
| 4. | Miss Marisa  | Gambir          | Director                           |
| 5. | Mr. Pornthep | Srisa-an        | Director                           |
| 6. | Mr. Pumipat  | Sinacharoen     | Director                           |
| 7. | Mr. Dan      | Sornmani        | Director                           |
| 8. | Mr. Surachet | Amornrattanavej | Director                           |

### **Meeting Commenced at 8:00 AM**

Mr. Komol Gambir, the Chairman of the Board, served as the chairman of the meeting ("Chairman"). The Chairman welcomed the shareholders to the meeting and informed that there were 9 shareholders present in person, holding a total of 1,250,000 shares, representing 100% of the company's total shares, thus meeting the quorum as required by law and the company's regulations. Therefore, the Chairman declared the meeting open and proceeded according to the meeting agenda as follows:

#### **Agenda Item 1: To consider and approve Minutes of the 2023 Annual General Meeting of Shareholders**

The Chairman requested the meeting to consider and approve minutes of the 2023 Annual General Meeting of Shareholders held on 10 March 2023.

**Meeting Resolution:** The meeting unanimously resolved to approve minutes of the 2023 Annual General Meeting of Shareholders as proposed by the Chairman.

**Agenda Item 2: To consider and approve the Conversion of the Company from a Private Limited Company to a Public Limited Company**

The Chairman informed the meeting that the company wishes to raise funds by offering common shares to the public for the first time (Initial Public Offering) and to list its common shares on the Market for Alternative Investment (MAI). According to the Securities and Exchange Act, B.E. 2535 (including any amendments), Notification of the Capital Market Supervisory Board No. TorJor. 39/2559 on Application for and Approval of the Offer for Sale of Newly Issued Shares, dated 30 September 2016 (including any amendments), the Regulations of the Stock Exchange of Thailand on Listing of Securities, Disclosure of Information, and Delisting of Securities in “MAI Market” B.E. 2563 (including any amendments), and other relevant regulations, companies wishing to offer shares to the public and list their shares on the MAI must be a public limited company under the Public Limited Companies Act, B.E. 2535 (including any amendments) (“PLC Act”), and must have obtained permission to offer shares from the Securities and Exchange Commission (“SEC Office”).

The Chairman thus deemed it appropriate to propose that the meeting consider and approve the conversion of the company from a private limited company to a public limited company.

**Meeting Resolution:** The meeting considered and unanimously resolved to approve the conversion of the company from a private limited company to a public limited company as proposed.

**Agenda Item 3: To consider and approve the Amendments to the Company’s Memorandum of Association Regarding the Company’s Name, Objectives, and Par Value to Align with the Conversion of the Company from a Private Limited Company to a Public Limited Company**

The Chairman informed the meeting that in order to align with the conversion of the company from a private limited company to a public limited company as presented in Agenda Item 2, it is proposed to the meeting to approve the amendments to the company’s Memorandum of Association regarding the company’s name, objectives, and par value, to comply with the Public Limited Companies Act. The details are as follows:

- a. Amend the company’s name in Clause 1 of the Memorandum of Association as follows:  
“Clause 1. The name of the company is ‘Euro Creations Public Company Limited’ and its name in English is ‘EURO CREATIONS PUBLIC COMPANY LIMITED’.”
- b. Amend Clause 2 of the Memorandum of Association to:  
“Clause 2. The company intends to offer shares to the public.”

- c. Amend the objectives of the company, details of which are as per the draft objectives sent to shareholders in advance along with the meeting invitation, and amend Clause 3 of the Memorandum of Association as follows:

“Clause 3. The objectives of the company consisting of 51 items, details as per form BorMorJor. 002 attached.”

- d. Amend Clause 4 of the Memorandum of Association by changing par value from THB 100 per share to THB 0.50 per share, which will increase the total number of shares from 1,250,000 shares to 250,000,000 shares, all of which are ordinary shares.

Authorized directors or persons delegated by authorized directors are empowered to sign any requests or documents related to the registration of amendments to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, including the authority to amend the wording as per the registrar's instructions.

The Chairman proposed for the meeting to consider and approve the amendments to the Memorandum of Association regarding the company's name, objectives, and par value to align with the conversion of the company from a private limited company to a public limited company and related authorizations.

**Meeting Resolution:** The meeting unanimously resolved to approve the amendments to the Memorandum of Association regarding the company's name, objectives, and par value as proposed.

**Agenda Item 4:** To consider and approve the Amendments to the Company's Articles of Association to Align with the Conversion of the Company from a Private Limited Company to a Public Limited Company

The Chairman informed the meeting that to align with the conversion of the company from a private limited company to a public limited company, it is proposed to the meeting to approve a new set of Articles of Association of the company consisting of 55 clauses, in accordance with the Public Limited Companies Act, details of which were sent to shareholders in advance along with the meeting invitation.

Authorized directors or persons delegated by authorized directors are empowered to sign any requests or documents related to the registration of the company's Articles of Association with the Department of Business Development, including the authority to amend the wording as per the registrar's instructions.

The Chairman proposed for the meeting to consider and approve the amendments to the company's Articles of Association as described, to align with the conversion of the company from a private limited company to a public limited company and related authorizations.

**Meeting Resolution:** The meeting unanimously resolved to approve the amendments to the company's Articles of Association as proposed, to align with the conversion of the company from a private limited company to a public limited company and related authorizations.

**Agenda Item 5:** To consider and approve the Increase of the Registered Capital of the Company and Amendments to Clause 4 of the Company's Memorandum of Association in Alignment with the Increase in Registered Capital

The Chairman informed the meeting that as the company intends to issue and offer ordinary shares for an Initial Public Offering (IPO) and to list all of its ordinary shares on the Market for Alternative Investment (MAI), it is proposed that the meeting approves an increase in the registered capital of the company by THB 27,500,000 (twenty-seven million five hundred thousand baht) from the existing registered capital of THB 125,000,000 (one hundred twenty-five million baht) to THB 152,500,000 (one hundred fifty-two million five hundred thousand baht). Following the above change in the par value of shares, the company will issue 55,000,000 new ordinary shares (fifty-five million shares) with a par value of THB 0.50 (fifty satang) per share.

Furthermore, to align with the increase of registered capital of the company, it is proposed that the meeting approves the amendments to Clause 4 of the company's Memorandum of Association to read as follows:

"Clause 4. Registered Capital: 152,500,000 Baht (One Hundred Fifty-Two Million Five Hundred Thousand Baht)

Divided into: 305,000,000 Shares (Three Hundred Five Million Shares)

Value per Share: 0.50 Baht (Fifty Satang)

Breakdown:

Ordinary Shares: 305,000,000 Shares (Three Hundred Five Million Shares)

Preferred Shares: N/A

Authorized directors or individuals delegated by authorized directors are empowered to sign any requests or documents related to the registration of amendments to the company's Memorandum of Association with the Department of Business Development, including the authority to further amend the wording as per the registrar's instructions.

The Chairman thus proposed for the meeting to consider and approve the increase in registered capital of the company and the amendments to Clause 4 of the company's Memorandum of Association to align with the increase in registered capital and related authorizations.

**Meeting Resolution:** The meeting unanimously resolved to approve the increase of registered capital of the company and the amendments to Clause 4 of the company's Memorandum of Association in alignment with the increase in registered capital and related authorizations.

**Agenda Item 6:** To consider and approve the Allocation of New Ordinary Shares for the Company's Initial Public Offering (IPO) and the Appointment of Authorized Persons for Related Actions

The Chairman informed the meeting that following the approval of the increase of registered capital of the company by THB 27,500,000 (twenty-seven million five hundred thousand baht) through the issuance of 55,000,000 new ordinary shares (fifty-five million shares) with a par value of THB 0.50 (fifty satang) per share as presented in Agenda Item 5, it is proposed that the meeting approves the allocation of no more than 55,000,000 new ordinary shares (fifty-five million shares) with a par value of THB 0.50 (fifty satang) per share for the company's Initial Public Offering (IPO). This includes but is not limited to offering shares to institutional investors, large investors, general investors, directors, executives, employees of the company, and individuals with relationships and benefactors as defined in the relevant Securities and Exchange Commission announcement regarding the share sale.

The company's board of directors, authorized directors, or individuals delegated by the board or authorized directors are empowered to determine other details related to the allocation of new ordinary shares, including (1) the one-time or phasing allocation, pricing, payment for shares, conditions and other details related to the share allocation; (2) negotiation, agreement, and signing of related documents and contracts; and (3) signing of necessary application documents and evidence related to the share allocation, including submission to governmental or related agencies, and the listing of the new ordinary shares

**Euro Creations Co., Ltd.**

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on the MAI, as well as undertaking any other necessary and appropriate actions related to the share allocation.

The Chairman thus proposed for the meeting to consider and approve the allocation of new ordinary shares for the company's IPO and related authorizations.

**Meeting Resolution:** The meeting unanimously resolved to approve the allocation of new ordinary shares for the company's IPO and related authorizations as proposed.

**Agenda Item 7:** To consider and approve the Election of Directors, Determination of the Names and Number of Directors Authorized to Sign on Behalf of the Company, and the Company's Board Charter

The Chairman informed the meeting that in alignment with the company's transformation, it is proposed to appoint a board of directors to manage the company's operations, with a total of 8 directors as follows:

- |    |              |                 |                                    |
|----|--------------|-----------------|------------------------------------|
| 1. | Mr. Komol    | Gambir          | Chairman of the Board of Directors |
| 2. | Mrs. Amarat  | Gambir          | Director                           |
| 3. | Mr. Kevin    | Gambir          | Director                           |
| 4. | Miss Marisa  | Gambir          | Director                           |
| 5. | Mr. Pornthep | Srisa-an        | Director                           |
| 6. | Mr. Pumipat  | Sinacharoen     | Director                           |
| 7. | Mr. Dan      | Sommani         | Director                           |
| 8. | Mr. Surachet | Amornrattanavej | Director                           |

Furthermore, it is proposed to the meeting to approve the authorization for signing on behalf of the company as follows:

"Mr. Komol Gambir or Mrs. Amarat Gambir to sign jointly with Mr. Kevin Gambir or Miss Marisa Gambir or Mr. Surachet Amornrattanavej, making two directors to sign."

Additionally, to ensure the board has clear authority, duties, and responsibilities, it is proposed to approve the company's board charter, details of which have been provided to shareholders in advance along with the meeting invitation. It is also proposed that the board has the authority to establish and/or amend the board charter going forward.

The Chairman thus proposed for the meeting to consider and approve the election of directors, the determination of the names and number of directors authorized to sign on behalf of the company, the establishment of the company's board charter, and related authorizations.

**Meeting Resolution:** The meeting unanimously resolved to approve the election of directors, the determination of the names and number of directors authorized to sign on behalf of the company, the company's board charter, and related authorizations as proposed.

**Agenda Item 8:** To consider and approve the remuneration for the Board of Directors and Board Committees for the Year 2023

Following the approval of the board of directors' appointment, to align with the company's transformation into a public limited company, it is proposed to approve the remuneration for the Board of Directors and Board Committees for the year 2023, with details as follows:

#### Board of Directors Meeting Fees

- Chairman of the Board 30,000 Baht / per meeting attendance
- Director 20,000 Baht / per meeting attendance
- Other Compensation: None

#### Audit Committee Meeting Fees

- Chairman of the Audit Committee 30,000 Baht / per meeting attendance
- Member of the Audit Committee 20,000 Baht / per meeting attendance
- Other Compensation: None

#### Nomination and Remuneration Committee Meeting Fees ("Nomination Committee")

- Chairman of the Nomination Committee 20,000 Baht / per meeting attendance
- Member of the Nomination Committee 10,000 Baht / per meeting attendance
- Other Compensation: None

The company will only pay remuneration and meeting allowances to non-executive directors or directors not receiving salaries from the company.

The Chairman proposed for the meeting to consider and approve the directors' and sub-committees' remuneration for the year 2023.

**Meeting Resolution:** The meeting unanimously resolved to approve the remuneration for the Board of Directors and Board Committees for the year 2023 as proposed.

**Agenda Item 9: To consider and approve the Appointment of the Company's Auditor and Determination of the Auditor's Remuneration for the Year 2023**

To align with the company's transformation into a public limited company, it is necessary to appoint an auditor. The audit committee has selected the auditor approved by the SEC. The proposed auditors are from PricewaterhouseCoopers ABAS Limited, considered qualified for the role. The proposed auditors are:

1. Mr. Pongthavee Ratanakoses, Registration No. 7795, and/or
2. Miss Amornrat Pearmpoonvatanasuk, Registration No. 4599, and/or
3. Miss Rodjanart Banyatananusard, Registration No. 8435.

From PricewaterhouseCoopers ABAS Limited, is appointed as the company's auditor to audit and provide opinions on the financial statements of the company following its conversion to a public limited company for the fiscal year 2023.

The aforementioned auditor has no relationship or vested interest in the company, its board of directors, major shareholders, or any related parties. Therefore, she is independent in auditing and providing opinions on the company's financial statements.

The proposed auditor remuneration is THB 2,150,000 (two million one hundred fifty thousand baht), excluding potential additional expenses, such as, accommodation, travelling expenses, transmission or photocopy expenses, etc.

The Chairman proposed for the meeting to consider and approve the appointment of the company's auditor and the determination of the auditor's remuneration for the year 2023.

**Meeting Resolution:** The meeting unanimously resolved to approve the appointment of the company's auditor and the determination of the auditor's remuneration for the year 2023 as proposed.



**Agenda Item 10: To consider and approve the Listing of the Company's Ordinary Shares on the Market for Alternative Investment (MAI) and Related Authorizations**

The Chairman informed the meeting about the company's intention to increase its registered capital and allocate new ordinary shares for an Initial Public Offering (IPO) to the general public. This step is aimed at creating a secondary market for the company's shares. Therefore, it is proposed to the meeting to approve the listing of the company's ordinary shares as registered securities on the Market for Alternative Investment (MAI). Additionally, it is proposed that directors authorized to sign on behalf of the company or persons delegated by such authorized directors have the power to carry out negotiations, amend documents, provide explanations, submit necessary documents for authorization to related authorities, and perform any necessary actions related to this listing to ensure the successful registration of the company's ordinary shares on the MAI.

The Chairman thus proposed for the meeting to approve the listing of the company's ordinary shares on the MAI and to authorize related actions.

**Meeting Resolution:** The meeting unanimously approved the listing of the company's ordinary shares on the MAI and authorized related actions as proposed.

**Agenda Item 11: To consider Other Matters (If any)**

There were no additional matters proposed for consideration.

The Chairman opened the floor for shareholders to ask questions or provide further comments. After no shareholders had any questions or additional matters for consideration, the Chairman thanked all shareholders for their participation and closed the meeting at 10:00 AM.

-Signature-

(Mr. Komol Gambhir)

Chairman of the Meeting

-Signature-

(Miss Jutiporn Kravawnak)

Meeting Recorder

**Euro Creations Co., Ltd.**

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Thonglor	119 Sukhumvit 55 North Klongton Wattana Bangkok 10110 Thailand	T +662 712 9555
CDC	2nd Floor Building B Praditmanutham Klongjan Bangkok 10240 Thailand	T +662 101 9701
Siam Paragon	3rd Floor (North Zone) Living Gallery Rama1 Road Bangkok 10330 Thailand	T +662 610 9692

www.eurocreations.co.th

## QR Code

56-1 One Report 2023

(Supporting Document for Agenda 2)

and

Financial Report 2023

(Supporting Document for Agenda 3)




Or <https://www.ir.eurocreations.co.th/en/downloads/one-reports>

### **Criteria and Process for Director Nomination**

The Board of Directors ensures that the nomination and selection process is transparent and clear by assigning the Nomination and Compensation Committee to consider the criteria for selecting, screening, and to select qualified people who have knowledge, expertise, and experience that are beneficial to the operation of the company, as well as a good understanding of the business. The Nomination and Compensation Committee, who will be carefully interviewed and chosen to ensure that the qualified person is knowledgeable, has expertise and experience that is beneficial to the company's operations, also qualified in accordance with the requirements of the applicable laws and shall not possess with prohibited characteristic as mentioned in the Public Companies Act B.E 2535 (as amended) and the Securities and Exchange Act B.E 2535 (as amended) then submits an opinion to the Board of Directors for consideration and scrutiny each candidate in order to propose the nomination that meet all qualifications and suitable with the Company's business, and then proposes an opinion to the shareholders for appointment as a director with enough information about the nominated director to make a decision.


In the case of appointing an independent director, the Nomination and Compensation Committee shall take into consideration the Company's qualifications of an independent director, which is based upon the qualifications as set by the Stock Exchange of Thailand (SET), the Office of the Securities and Exchange Commission (SEC), the Capital Market Supervisory Board and related competent authority.

## Information of the Directors for Re-elections

Name - Surname	Mr. Komol Gambir			
Type of Director	Director			
Current Position	Chairman of the Board			
Nominated Position	Director			
Age	64 years			
Education	- Master of Business Administration, Chaminada University of Honolulu - Master of Marketing, Chaminda University of Honolulu - Bachelor of Business Administration, Chaminda University of Honolulu			
Years of directorship	Approximately 10 months (Appointed on June 30, 2023)			
Attending Board Meeting	Board of Directors meetings: 5/5 times			
Shareholding in the Company (%) <sup>1</sup>	68,100,000 shares (22.33% of total shares)			
Position of director or executive in other companies which might incur conflict of interest or which is a competitor against the Company	2003 to present	Director	Euro Floor International Co., Ltd.	
	2001 to present	Director	Light Style (Thailand) Co., Ltd.	
Family Relationship between Director and Executives	Married to Mrs. Amarat Gambir, who is a director, executive, and shareholder / father of Mr. Kevin Gambir, who is a director and executive /father of Ms. Marisa Gambir, who is a director, executive, and shareholder.			
Special Interest in any agenda of the 2024 Annual General Meeting	None			
Work Experience and Position held in other companies or organizations				
<ul style="list-style-type: none"> <li>Listed Company (1 company)</li> <li>Non-Listed Company (13 company)</li> </ul>	1996 to present	Director	Euro Creations Public Company Limited	
	2020 to present	Director	Thonglor Hoteliers Co., Ltd.	
	2019 to present	Director	K&M Kamala Co., Ltd.	
	2019 to present	Director	K&K Kamala Co., Ltd.	
	2018 to present	Director	City Hoteliers Co., Ltd.	
	2015 to present	Director	Euro Holding Co., Ltd.	
	2015 to present	Director	Sky Residence Co., Ltd.	
	2015 to present	Director	Loft at 61 Co., Ltd.	
	2011 to present	Director	Style AD 61 Co., Ltd.	
	2011 to present	Director	Thonglor Residence AD 23 Co., Ltd.	
	2006 to present	Director	Euro Real Estate (Thailand) Co., Ltd.	
	2003 to present	Director	Euro Floor International Co., Ltd.	
	2001 to present	Director	Light Style (Thailand) Co., Ltd.	
	1990 to present	Director	Something Gorgeous Trading Co., Ltd.	


<sup>1</sup>Information as per the shareholder registry on March 13, 2024.

## Information of the Directors for Re-elections

Name - Surname	Mrs. Amarat Gambir			
Type of Director	Executive Director			
Current Position	Director / Chairperson of the Executive Committee / Member of the Nomination and Remuneration Committee / President			
Nominated Position	Executive Director			
Age	60 years			
Education	- Bachelor of Computer Engineering, University of Hawaii			
Years of directorship	Approximately 10 months (Appointed on June 30, 2023)			
Attending Board Meeting	Board of Directors meetings: 5/5 times Executive Committee meetings: 12/12 times Nomination and Remuneration Committee meetings: 2/2 times			
Shareholding in the Company (%) <sup>1</sup>	68,100,000 shares (22.33% of total shares)			
Position of director or executive in other companies which might incur conflict of interest or which is a competitor against the Company	2003 to present	Director	Euro Floor International Co., Ltd.	
	2001 to present	Director	Light Style (Thailand) Co., Ltd.	
Family Relationship between Director and Executives	Married to Mr. Komol Gambir, who is a director and shareholder / mother of Mr. Kevin Gambir, who is a director and executive / mother of Ms. Marisa Gambir, who is a director, executive, and shareholder.			
Special Interest in any agenda of the 2024 Annual General Meeting	None			
Work Experience and Position held in other companies or organizations				
• Listed Company (1 Company)	1996 to present	Director	Euro Creations Public Company Limited	
• Non-Listed Company (12 Company)	2020 to present	Director	Thonglor Hoteliers Co., Ltd.	
	2019 to present	Director	K&M Kamala Co., Ltd.	
	2019 to present	Director	K&K Kamala Co., Ltd.	
	2018 to present	Director	City Hoteliers Co., Ltd.	
	2015 to present	Director	Euro Holding Co., Ltd.	
	2015 to present	Director	Sky Residence Co., Ltd.	
	2015 to present	Director	Loft at 61 Co., Ltd.	
	2011 to present	Director	Thonglor Residence AD 23 Co., Ltd.	
	2006 to present	Director	Euro Real Estate (Thailand) Co., Ltd.	
	2003 to present	Director	Euro Floor International Co., Ltd.	
	2001 to present	Director	Light Style (Thailand) Co., Ltd.	
	1990 to present	Director	Something Gorgeous Trading Co., Ltd.	

<sup>1</sup>Information as per the shareholder registry on March 13, 2024.

## Information of the Directors for Re-elections

Name - Surname	Mr. Pornthep Srisa-an			
Type of Director	Independent Director			
Current Position	Director / Chairman of the Audit Committee / Member of the Nomination and Remuneration Committee			
Nominated Position	Independent Director			
Age	51 years			
Education	<ul style="list-style-type: none"> <li>- Master of Business Administration, Massachusetts Institute of Technology</li> <li>- Master of Electrical and Computer Engineering, Carnegie Mellon University</li> <li>- Bachelor of Electrical and Computer Engineering, Carnegie Mellon University</li> </ul>			
Years of directorship	Approximately 10 months (Appointed on June 30, 2023)			
Attending Board Meeting	Board of Directors meetings: 4/5 times Audit Committee meetings: 3/4 times Nomination and Remuneration Committee meetings: 1/2 times			
Shareholding in the Company (%) <sup>1</sup>	None			
Position of director or executive in other companies which might incur conflict of interest or which is a competitor against the Company	None			
Family Relationship between Director and Executives	None			
Special Interest in any agenda of the 2024 Annual General Meeting	None			
Work Experience and Position held in other companies or organizations				
<ul style="list-style-type: none"> <li>• Listed Company (2 company)</li> </ul>	2022 to present	Independent Director	Euro Creations Public Company Limited	
	2022 to present	Chairman of the Board	Movefast Public Company Limited.	
<ul style="list-style-type: none"> <li>• Non-Listed Company (12 company)</li> </ul>	2023 to present	Director	Grand Jasmine Holdings Co., Ltd.	
	2023 to present	Director	Gold Cassia Holdings Co., Ltd.	
	2022 to present	Independent Director	Siam Tulip Holdings Co., Ltd.	
	2020 to present	Chief Executive Officer	The Quant Group Co., Ltd.	
	2020 to present	Director	Quant Group (1998) Co., Ltd.	
	2020 to present	Director	Deluxe Lotus Holdings Co., Ltd.	
	2020 to present	Director	Rich Plumeria Holdings Co., Ltd.	
	2020 to present	Director	Bright Orchid Holdings Co., Ltd.	
	2019 to present	Director	Blue Whale Logistics Hub Co., Ltd.	
	2019 to present	Director	Blue Whale Holding Co., Ltd.	
	2017 to present	Director	Blue Whale Assets Co., Ltd.	
	2004 to present	Director	Food Innovation Co., Ltd.	

<sup>1</sup>Information as per the shareholder registry on March 13, 2024.

### Qualifications of an Independent Director

Independent Director of the Company must have at least the necessary qualifications set by the Stock Exchange of Thailand (the “SET”), the Securities and Exchange Commission (the “SEC”), the Capital Market Supervisory Board, and other relevant regulatory bodies as follows:


1. Hold no more than 1% of total voting shares of the Company, its parent company, subsidiary, associated company, major shareholder or controlling person; inclusive of the shares held by related persons of such independent director.
2. Is not an executive director, employee, staff, advisor with salary, or controlling person of the Company, its parent company, subsidiary, associated company, subsidiary company of the same level, major shareholder or controlling parties Unless, it has been at least two years.
3. Is not related, whether by blood or legal registration as father, mother, spouse, sibling and child, including spouse of the offspring of other directors, executives, major shareholders, controlling parties, or persons who will be nominated as directors, executives, or controlling parties of the company or subsidiary.
4. Not having or never had any relations with the Company, its parent company, subsidiary, associated company, major shareholder or controlling person, in the manner which such relation may impede the person from having independent judgment, the person should not currently be or never be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder or controlling person. Unless, it has been at least two years.
5. Not being or never been the auditor of the company's, its parent company, subsidiary, associated company, major shareholder or controlling person and is not a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, the Company's parent company, subsidiary company, associated company, major shareholder or controlling person. Unless, it has been at least two years.
6. Not providing or never provided professional services, legal consulting, nor financial consulting services who received fees exceeding THB 2 million per year from the Company, its parent company, subsidiary, associated company, major shareholder or controlling person, and is not a significant shareholder, controlling person or partners of the such services providers. Unless, it has been at least two years.
7. Not a director appointed as a representative of the Company's director, major shareholder, or shareholder who is related to major shareholders.
8. Not undertake any business in the same nature and in competition to the business of the Company or the Company's subsidiary, or is not a significant partner in a partnership nor an executive director, employee, staff,

advisor with salary or holding shares exceeding one percent of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company.

9. Not possess any other characteristics that deter the ability to express independent opinions with regards to the Company's business operations.



## Details of the Proposed Auditors for the year 2024

1) Name	: Khun Pongthavee Ratanakoses	
Age	: 46 years	
Certified Public Accountant (Thailand) No.	: 7795	
Current position	: Partner	
Company	: PricewaterhouseCoopers ABAS Limited	
Length of service	: 23 years	
Education and training:	: - Bachelor of Accounting - Thammasat University - Master of Accountancy - University of Illinois at Urbana-Champaign, US - Certified Public Accountant of Thailand - Auditors approved by the Securities and Exchange Commission of Thailand	
Years of being Auditor of Company	: 3 years	
Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts of interest or not independent practice:	: None	
Contact details	Email: pongthavee.ratanakoses@pwc.com Phone: 02-844-1000 Extension 1465	

2) Name : Khun Amornrat Pearmpoonvatanasuk

Age : 53 years

Certified Public Accountant (Thailand) No. : 4599

Current position : Partner

Company : PricewaterhouseCoopers ABAS Limited

Length of service : 30 years

Education and training: : - Bachelor of Accounting - Chulalongkorn University  
 - Master of Accounting - Chulalongkorn University  
 - Certified Public Accountant of Thailand  
 - Audit approved by the Securities and Exchange Commission of Thailand

Years of being Auditor of Company : Never signed on the Company's financial statements.

Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts of interest or not independent practice: : None

Contact details : Email: amornrat.pearmpoonvatanasuk@pwc.com  
 Phone: 02-844-1000 Extension 1159



3) **Name** : Khun Rodjanart Banyatananusard

**Age** : 46 years

**Certified Public Accountant (Thailand) No.** : 4599

**Current position** : Partner

**Company** : PricewaterhouseCoopers ABAS Limited

**Length of service** : 23 years

**Education and training:** : - Bachelor of Accounting - Chiang Mai University  
 - Master of Business Administration - Thammasat University  
 - Certified Public Accountant of Thailand  
 - Audit approved by the Securities and Exchange Commission of Thailand

**Years of being Auditor of Company** : Never signed on the Company's financial statements.

**Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts of interest or not independent practice:** : None

**Contact details** : Email: rodjanart.banyatananusard@pwc.com  
 Phone: 02-844-1000 Extension 1406



## Audit Fees for the Company

Audit Fee/Company	Year 2023 (Baht)	Year 2024 (Baht)
Euro Creations Public Company Limited	2,650,000	2,190,000
Non-Audit Fee	-	-

Remark : The company has no subsidiaries.

**e-AGM Meeting Guideline, Documents for Registration and User Manual for e-Shareholder Meeting System****1 Natural Person Shareholder**

## 1.1 The Shareholder attends the e-Meeting by him/herself

- (1) Identification Card of the Shareholder or a copy of passport (in case of not having Thai nationality) which is valid. In case of any change of name - surname, the Shareholder is also required to give the evidence of such change.

## 1.2 The Shareholder appoints the Proxy

- (1) The Proxy Form, completely filled in and signed by the Shareholder and the Proxy;
- (2) Signed copy of identification card or passport (in case of not having Thai nationality) which is valid, of the Grantor and the Proxy, including the evidence of name or surname change (if any).

**2 Juristic Person Shareholder**

## 2.1 The Authorized Signatory of the Juristic Person Shareholder attends the e-Meeting by him/herself

- (1) Registration Form for Authorized Signatory of Juristic Person Shareholder completely filled in and signed by the authorized signatory of the juristic person shareholder affixed with the seal of the Juristic Person (if any).
- (2) Copy of Affidavit of the Juristic Person Shareholder certified true copy by the authorized signatory with the statement indicating that the authorized signatory who attends the meeting has the authority to act on behalf of the Juristic Person Shareholder.
- (3) Signed valid copy of the identification card or passport (in case of foreign representative) of the authorized signatory of the Juristic Person Shareholder.

## 2.2 The Juristic Person Shareholder appoints the Proxy

- (1) Proxy form completely filled in and signed by both the authorized signatory affixed with the seal of the Juristic Person as the Grantor, and the Proxy.
- (2) Copy of Affidavit of the Juristic Person Shareholder certified true copy by the authorized signatory with the statement indicating that the authorized signatory who attends the meeting has the authority to act on behalf of the Juristic Person Shareholder.
- (3) Signed valid copy of the identification card or passport (in case of foreign representative) of the authorized signatory of the Juristic Person Shareholder.
- (4) Signed valid copy of the identification card or passport (in case of foreign representative) of the Proxy.

**3 Foreign Shareholder with a custodian in Thailand appoints a Proxy via Proxy Form C**

## 3.1 Documents from Custodian

- (1) Proxy Form C, completely filled in and signed by the authorized signatory of the Custodian as the Grantor, and the Proxy.

- (2) Letter of confirmation that the Custodian who signed the Proxy received a permit to act as a custodian.
- (3) Copy of the Affidavit of the Custodian, with the statement indicating that the authorized signatory who attends the meeting has the authority to act on behalf of the Custodian.
- (4) Signed valid copy of the identification card or passport (in case of not having Thai nationality) or any other official document of the authorized representative of the Custodian, including the evidence of name or surname change (if any).

### 3.2 Documents from the Shareholder

- (1) Power of Attorney from the Shareholder empowering the Custodian to sign the Proxy Form for its behalf.
- (2) Copy of Affidavit of the Juristic Person Shareholder, signed by the authorized signatory, with the statement indicating that the person signing the Power of Attorney was authorized.
- (3) Signed valid copy of the identification card or passport (in case of not having Thai nationality) or any other official document of the authorized signatory, including the evidence of name or surname change (if any).

### 3.3 Documents from the Proxy

Valid copy of the identification card or passport (in case of foreigner) or any other official documents, including the evidence of name or surname change (if any).

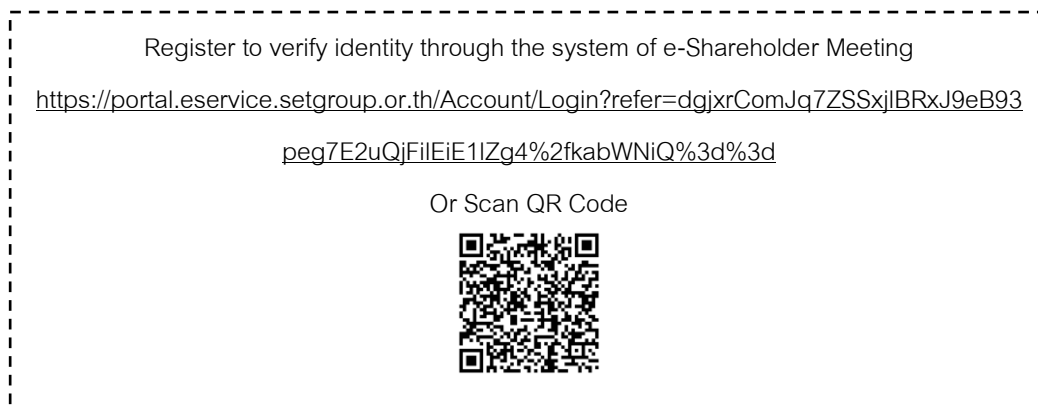
In the case of shareholders who are not of Thai nationality or is a juristic person established under foreign law (depending on the case) Documents prepared in the language other than Thai or English languages shall be attached with English translation, certified accurate translation by the Shareholder or by the authorized signatory of the Juristic Person Shareholder (as the case may be).

#### Appointment of Proxy in all cases

- Shareholder may appoint any person or appoint either **Mr. Pumipat Sinacharoen** or **Mr. Dan Sornmani**, the **Company's independent directors**, to be his/her Proxy.
- Information of the Independent Directors is as appeared in the Attachment 8. The independent director will vote on each Agenda as specified in the Proxy Form.
- Proxy Form B. is as appeared in the Attachment 9. or download Proxy Form A, B, C from Company's website or request a printed Proxy Form by sending email to [ir@eurocreations.co.th](mailto:ir@eurocreations.co.th) within 11 April 2024.
- Please deliver the signed Proxy Form, with supporting documents as indicated in the clause 1 – 3 (as the case may be), by postage to Company Secretary Department at Euro Creations Public Company Limited, 1050 Soi Sukhumvit 66/1, Sukhumvit Road, Phra Khanong Tai Subdistrict, Phra Khanong District, Bangkok 10260 within April 23, 2024. Shareholders or proxy-holders may send scan file to [ir@eurocreations.co.th](mailto:ir@eurocreations.co.th) in advance.

## Method of Attendance / Voting and Vote Counting

1. Log-in to the system and submit an attendance request from
- 1.1 The requirement for e-AGM attendance via electronic is desktop computer, notebook computer, tablet or Smartphone with a camera that can take picture via Web Browser such as Google Chrome, Safari or Internet Explorer. The system can support both IOS and Android operating systems. Shareholder can download Cisco WebEx Meeting Application either from Apple Store or Google Play Store).



- 1.2 For shareholders who are natural persons (Thai nationality or foreign nationality) or are juristic persons who wish to attend the meeting in person or wish to appoint any person (Form A.) or to appoint any independent director (Form B.) Please fill in the Proxy Form A. or B. (in the case of proxy) and register for the meeting and prepare documents to verify your identity for registration to register via the DAP e-Shareholder Meeting system **from April 12, 2024 at 8.30 hrs. to April 26, 2024 until the Meeting is completed**. Such registered documents will be verified for identification verification. Once the verification is done, the Shareholder will receive an e-mail informing the Username and Password to log in to DAP e-Shareholder Meeting System. **The registration for e-AGM attendance will be opened from April 26, 2024, at 12.00 until the Meeting is completed**. Please study more details according to the procedure for registering to attend the e-Shareholder Meeting and the User Manual for Electronics Meeting System (DAP e-Shareholder Meeting) according to the Attachment 6.
- 1.3 For the following circumstances:
  - 1.3.1 Foreign Shareholder with a custodian in Thailand appoints a Proxy via Proxy Form C. wishing to attend the meeting Please fill in the proxy form and prepare documents to verify your identity for registration. Please send all required documents to the Company's email at [ir@eurocreations.co.th](mailto:ir@eurocreations.co.th) and mailing the original thereof to the Company by post by using the envelop enclosed hereto **by April 23, 2024**. Those documents will be used for identity verification. Once the verification is done, the Shareholder will receive an e-mail informing the Username and Password to log in to DAP e-Shareholder Meeting System.

- 1.4 On the date of the e-AGM participants can log in to DAP e-Shareholder Meeting system from 12.00 hrs. With Username and Password with OTP at.



- 1.5 When logging into the DAP e-Shareholder Meeting, the Shareholder press the button. “**Join the meeting**” and accept the terms and conditions of attending the meeting via the DAP e-Shareholder Meeting system by ticking  and pressing the button “**Joining the meeting**” by confirming the name and number of votes. and enter a One Time Password (OTP).

## 2. Question Raising

The Shareholders wishing to ask questions during the meeting can do so in 2 cases as follows:

- 2.1.1 The Shareholders can submit questions by pressing the “**Send Questions**” button and selecting the agenda they wish to ask questions. and type the questions to ask in advance When finished, press the button “**Send Question**” or
- 2.1.2 The Shareholders can express their intention to ask questions by themselves in each agenda by pressing the “**Send Questions**” button and select the agenda that they wish to ask questions. And type in the queue to ask questions and then hit the “**Send Question**” button when the queue to ask a question. The company will call the name of the Shareholder. and asked to turn on the microphone and turn on the camera to ask questions for yourself

## 3. Voting and Vote Counting

- 3.1 For voting upon each Agenda, the Chairman will propose to the meeting to vote on each agenda. The Shareholders will be able to vote “**Approve**”, “**Disapprove**” or “**Abstain**”.

When the Shareholders press the “**Submit Vote**” button, they must vote in both their own number of votes. and of the proxy (If there is a case of appointing a proxy), then press the “**Submit Vote**” button and must vote within the specified time. If the attendee does not vote within the specified period, it will be deemed that the attendee has a resolution of “**Approve**”.

- 3.2 Shareholder / Proxy cannot divide his/her vote at each Agenda. Exception is made for foreign shareholder who has Custodian in Thailand, then it can use the Proxy Form C, which can divide vote of shareholders under the same Custodian for each Agenda.



- 3.3 In case the Shareholder appoints a Proxy to attend the Meeting on his/her behalf, the Proxy has the right to vote for the Shareholder as assigned. Voting method by the Proxy is same as the voting method by the Shareholder.
- 3.4 In case a Shareholder has assigned the vote in the Proxy Form, the Proxy shall not vote during the meeting. The Company shall take the vote as assigned in the Proxy Form.
- 3.5 In voting at each agenda, the Chairman of the Meeting will inform the attendees to vote "Approve", "Disapprove" or "Abstain". The voting must be made in the specified time. Voting for Agenda 5: To consider and approve the re-election of directors to replace those who retired by rotation. The voting of this agenda shall be made for each director on an individual basis.
- 3.6 Passing resolution shall meet the following votes:
- (1) Regular agenda shall be passed by a majority of the total number of votes of the Shareholders who attended the meeting and cast their votes. In the event of a tie vote, the Chairman of the Meeting shall have a casting vote.
  - (2) Other agenda that the law or the Company's Articles of Association, resolution shall be passed per requirement of the law or the Company's Articles of Association. In this regard, the Company identify "passing resolution" for each agenda in the Notice of the Meeting.
  - (3) The Shareholder or Proxy who has any special interest in any agenda cannot vote on such matter.
- 3.7 The vote counting will be carried out immediately and the Chairman of the Meeting will announce the voting results to the Meeting at each Agenda.
- 4. Recording and Disseminating the Meeting on the Company's Website**
- The Company will record the picture and voice throughout the e-AGM. Until the end of the meeting, the record will be published through the Company's website at <https://www.eurocreations.co.th>, page Investor Relations.
- 5. Privacy Policy and Personal Data Protection for Shareholder**
- In the e-AGM via DAP e-Shareholder Meeting system, the Company will collect, use and disclose personal information of shareholders in order to perform duties as required by law. and for the benefit of providing services to shareholders in attending the e-AGM by taking into account the rights of shareholders. The shareholders will be protected according to the privacy policy (Privacy Policy), please see more details at the Company's website at <https://www.eurocreations.co.th>, page Investor Relations

**6. Technical Assistance**

If your pre-registration was unsuccessful and you receive a notification email from DAP e-Shareholder Meeting system, you can upload the correct document to the system again. If you have lost the Username or Password or not received meeting link by Thursday, 25 April 2024, or you have technical issue related to Document Registration System, or E-Meeting System, please contact the Company via email [ir@eurocreations.co.th](mailto:ir@eurocreations.co.th) or call 02 449 624 Ext. 306, 309, 313 or study User Manual of Electronic Conference System User according to the Attachment 6 or the Company's website <https://www.eurocreations.co.th> Section Investor Relations > Shareholder Service > Shareholders' Meeting > Year 2024.

DAP - Internal Usage

# User Manual

## e-Shareholder Meeting System



DAP - Internal Usage

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## Contents

- 1** Preparation for DAP e-Shareholder Meeting

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- 2** Steps of e-Registration

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- 3** Steps of joining the e-Meeting

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- 4** e-Question and e-Voting functions

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- 5** Resetting password

# 1 Preparation for DAP e-Shareholder Meeting

For registration, please prepare an electronic device with a camera.



Access to DAP e-Shareholder Meeting via Web Browser.



## Documents required for registration

Individual shareholder



Juristic person



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## Preparation for DAP e-Shareholder Meeting

e-Registration via DAP e-Shareholder Meeting system

Attend the meeting in person

Thai person  Foreign person  Juristic person

Proxy to another person (A)

Proxy to another person (B)

Proxy to independent director (B)



Register by sending documents to the company\*

1 For registration, shareholders submit the documents for identity verification to the company, as specified in the invitation to the shareholders' meeting

2 The company officer will check the information and proceed registration. The system will inform the shareholders of the registration result and username for attending the meeting.

\* Please study the details of registration such as document list / document submission, as specified in the invitation to the shareholders' meeting

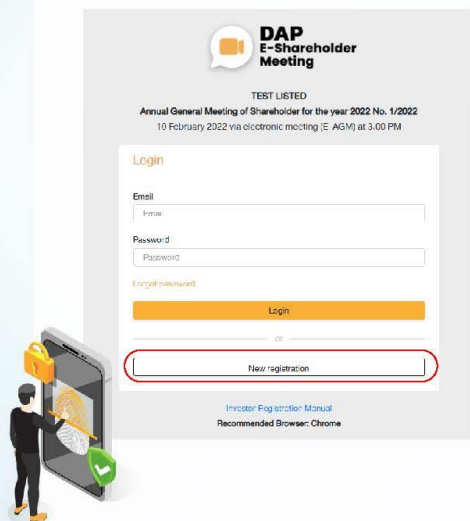
### In case of proxy

For shareholder who is unable to attend the meeting, they may appoint a proxy. Please find more information about proxy in the invitation letter to shareholders' meeting.

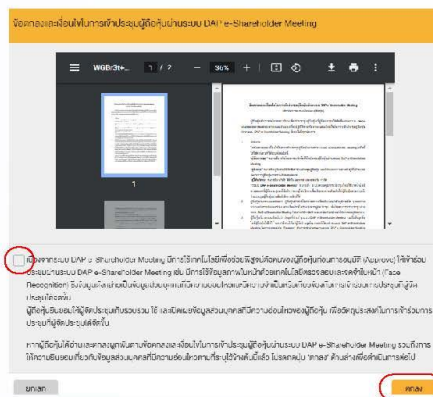
## 2 Steps of e-Registration

Log in to register from the registration link provided in the invitation to the shareholders' meeting.

1 Click "New registration"



2 Shareholders accept the terms and conditions for attending the shareholders' meeting via DAP e-Shareholder system by marking  and click "OK"



### 2.1 Attend the meeting in person – Individual person with the ID Card

1 Choose a registration form

Attend in person       Proxy

2 Specify the type of shareholder

Thai person       Foreign person / Person without the ID card       Juristic person

3 Fill out shareholder's information

- Name-Surname
- ID card number / laser code on the back of the ID card (optional)
- Date of birth
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Your password must be between 8-15 characters and must contain:

1. Uppercase letter
2. Lowercase letter
3. Number or Special characters

Shareholders consent to receive documents in electronic format from the meeting organizer by marking  and click "Next"

4 Enter OTP



OTP will be sent to the mobile phone number and email you have entered.

(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)

Enter OTP and click "Next"

DAP - Internal Usage

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**5** Take pictures of yourself

**6** Review registration and securities holding information

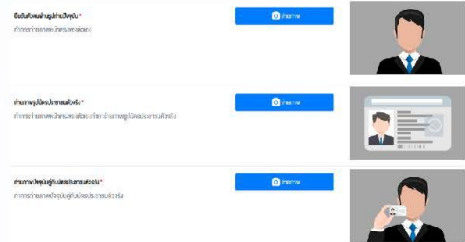
Please keep your username and password confidential. Your login account should never be disclosed to others.


Shareholders need to take pictures of yourself holding the ID card as explained in 3 steps below:

Picture 1 : Picture of yourself

Picture 2 : Picture of your ID card

Picture 3 : Picture of yourself holding the ID card





Shareholders review the registration information and securities holding information. If the information is correct, click "Submit"

DAP - Internal Usage


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**2.2** Attend the meeting in person – Foreign person / Person without the ID card OR Juristic Person

**1** Choose a registration form

**2** Specify the type of shareholder

**3** Fill out personal information



Attend in person
 Proxy

Thai person
 Foreign person / Person without the ID card
 Juristic person

Foreign person / Person without the ID card

- Name-Surname
- Passport / Non-Thai ID / Government Officer Number
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Juristic person

- Juristic person Name (Company Name)
- Registration Number
- Juristic person representative information: ID card number / laser code on the back of the ID card and date of birth (optional)
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Your password must be between 8-15 characters and must contain:

1. Uppercase letter
2. Lowercase letter
3. Number or Special characters

Shareholders consent to receive documents in electronic format from the meeting organizer by marking  and click "Next"


DAP - Internal Usage

9


**4** Enter OTP

**5** Take a picture of yourself / Attach files

**6** Review registration and securities holding information




OTP will be sent to the mobile phone number and email you have entered.  
(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)  
Enter OTP and click "Next"




Take a picture of yourself and upload attachments as specified in the invitation letter

[อัปโหลดไฟล์](#)



Upload attachments as specified in the invitation letter

[อัปโหลดไฟล์](#)



Shareholders review the registration information and securities holding information. If the information is correct, click "Submit"

Please keep your username and password confidential. Your login account should never be disclosed to others.

DAP - Internal Usage

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**2.3 Proxy to another person (A)**


**1** Choose a registration form

**2** Fill out the information of the shareholder who appoints a proxy and enter OTP

**3** Specify the type of proxy

**4** Fill out proxies information

Attend in person     Proxy



- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking  and click "Next"

• Enter OTP

Proxy to another person (A)     Proxy to independent director (B)

- Name-Surname / Age
- ID card number / Address
- Email Address
- Mobile phone number

[อัปโหลดไฟล์](#)

The shareholder uploads the proxy form A with attachments as specified in the invitation letter


Proxy form A can be downloaded at

[เอกสารใบมอบอำนาจ ก.](#)

Click "Next"


DAP - Internal Usage

11 **5** Review registration and securities holding information



Shareholders review the registration information and securities holding information. If the information is correct, click "Submit"

Proxies will receive an email with the initial password.  
Proxies will have to reset a new password before logging in to DAP e-Shareholder Meeting



DAP - Internal Usage

12 **2.4 Proxy to another person (B)**

**1** Choose a registration form

**2** Fill out the information of the shareholder who appoints a proxy and enter OTP

**3** Specify the type of proxy

**4** Fill out proxies information

Attend in person       Proxy


- Name-Surname
- ID card number / laser code on the back of the ID card (optional)
- Date of birth
- Email Address
- Mobile phone number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking  and click "Next"

• Enter OTP

Proxy to another person (B)       Proxy to independent directors (B)

<p><u>Proxy to another person (B)</u></p> <ul style="list-style-type: none"> <li>Name-Surname / Age</li> <li>ID card number / Address</li> <li>Email Address</li> <li>Mobile phone number</li> </ul>	<p><u>Proxy to another person (B)</u></p> <ul style="list-style-type: none"> <li>Independent Director's name</li> </ul>
--	---

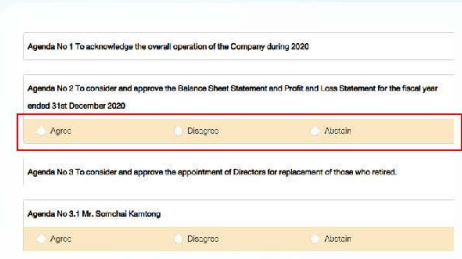




DAP - Internal Usage

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**5** Cast a vote in advance



The shareholder uploads the proxy form B with attachments as specified in the invitation letter

Proxy form B can be downloaded at

[เอกสารใบมอบอำนาจ v.](#)

The shareholder who appoints a proxy cast a vote in advance for all agenda. There are 3 voting options:


- Agree
- Disagree
- Abstain

Click "Next"

อัปเดตไฟล์

6

Review registration and securities holding information




Shareholders review the registration information and securities holding information. If the information is correct, click "Submit"

The shareholder will receive an email informing your proxy registration result to confirm that the proxy registration has been completed. However, the shareholder will not receive the password, as the proxy are appointed to independent director and your vote was already casted.

DAP - Internal Usage

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**3** Steps of joining the e-Meeting




**1**

<https://portal.eservice.ssgroup.or.th>

Shareholders log in to DAP e-Shareholder Meeting system on the date and time specified by the company

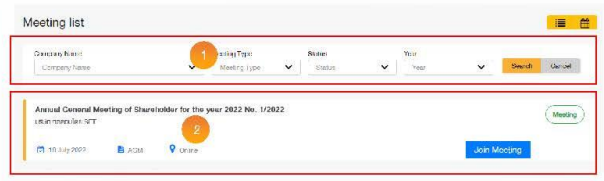
Click the meeting link in the email received from the system.

**2**



Enter Username (email address that you have registered) and Password

**3**



1. Search for the meeting by finding the Company name / Meeting type etc.

2. Click "Join Meeting" on the meeting you wish to join

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DAP - Internal Usage

4

No.	Full name	Current Share	Preferred Share	Address
1	Mr. Anonwan	1,000	1,000	23128 Rajabour Road, Mueang Nongkhai
Total		1,000	1,000	

Menu bar will display information as follow:

1. Meeting information
2. Meeting agenda
3. Your question list
4. Voting result (after announced)

- Click "Join Meeting" [Join Meeting](#)
- Agree to the terms and conditions of service by marking  and click "Join Meeting"
- Confirm name and voting rights
- Enter OTP



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DAP - Internal Usage

### 3 Steps of joining the e-Meeting

- Description**
1. Meeting Display: Webex Meeting screen will be embedded in DAP e-Shareholder Meeting. If the screen does not work, click 'Open WebEx' on the top right to view the meeting via Application Cisco Webex Meeting instead
  2. Current agenda will be indicated by star icon and yellow bar
  3. e-Voting functions: voting can be casted only within appointed time frame
  4. e-Question functions: queuing your questions for both current and upcoming agenda
  5. Your questions submitted in the meeting
  6. Voting results: It will be only shown after the company has announced results for each agenda

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# 4 e-Question and e-Voting functions



## e-Question functions

During the meeting, shareholders can submit questions in advance:

1. Click "Submit Vote" **Send Question**
2. Vote within the period of time given for both your vote rights and proxy's (if any) Click "Submit Vote" **Send Question**

When you are allowed to ask questions, the company will call your name. Please turn on your microphone and/or camera (VDO) to ask such question by yourself

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# 4 e-Question and e-Voting functions



## e-Voting functions

For each agenda, there are 3 voting options: "Agree", "Disagree" and "Abstain"

1. Click "Submit Vote"
2. Vote within the period of time given for both your vote rights and proxy's (if any)
3. Click "Submit Vote" **Submit Vote**

Shareholders are able to vote only within given time frame.

## 19 4 e-Question and e-Voting functions

e-Voting functions

**1**

**2**

After the closing of voting in each agenda, the company will announce results. Shareholders can check the result of each agenda by clicking the icon

## 20 5 Resetting password

To retrieve your password, shareholders can reset password by clicking "Forgot password" button.

**1** Reset password via email

Enter your registered email

Check your inbox

Set new password

## 21 | 5 Resetting password

### 2 Reset password via mobile phone number

Click the link to reset password via mobile phone

Forgot password

Email \*

Email

Please enter the registered email address

→ Password reset via mobile number

Close Submit

Enter your mobile phone number

Forgot password

Mobile number \*

Mobile number

Please enter the registered mobile address

Password reset via email

Close Submit



Request for OTP and enter OTP

Please fill 6 digits to confirm

Reference Code: FBUMPV

Reset OTP (122)

Set new password

Reset password

Password

Confirm password

Confirm password

Submit



To download user manual



shareholders could study more information at:  
<https://www.set.or.th/e-shareholder-meeting>



Or scan the following QR Code:



## Company's Articles of Association concerning Shareholders Meeting

## Section 5 Directors

Clause 18. The Company shall have the board of directors to operate the Company's business, comprising at least 5 directors, with at least 1/2 of the total directors shall reside in Thailand.

The Company's Board of Directors shall comprise of qualified directors who do not have prohibited characteristics, in accordance with the law on public limited companies, laws regarding securities and stock exchange, and other laws related to the Company's operations.

The Company's directors may or may not be the shareholders of the Company.

Clause 19. The shareholders meeting elects the Company's directors according to the following criteria and methods.

- (1) Each shareholder has a voting right of one share per one vote.
- (2) Each shareholder may use all the votes according to (1) above to elect one or more persons as the directors. In the case where several persons are to be elected as directors, each shareholder cannot divide his/her votes to give preference to a particular person.
- (3) In the case of electing several persons as the Directors, the persons with the highest number of votes in descending order shall be elected as the Directors to the number of directors that should be or be elected at that time. If the persons elected in descending order have the equal votes and the number of Directors that should be or be elected at that time exceeds the number of Directors. The Chairman of the meeting will have decided.

Clause 20. Persons who can become the Directors of the Company must be person with the following qualifications:

- (1) Must be a natural person at legal age.
- (2) Not being bankrupt, incompetent person, or quasi-incompetent person
- (3) Never been imprisoned by a final judgment for an offense involving property that was committed in corruption.
- (4) Never been punished or expelled or discharged from government service, organization, or government agency on base of their malpractice.

Clause 21. At every annual general meeting of shareholders, 1/3 of the total number of Directors shall end their office term. If the number of Directors cannot be divided exactly into three parts, then the amount closest to 1/3 shall end their term.

Directors who must end their office term in the first and second years after the Company is registered shall draw the lot. As for the following years, the Director with the longest office term will retire from the position.

Directors who have resigned from their positions may be selected to return to the position.

Clause 22. Aside from retiring from position at the end of the term, the Directors will leave their positions when:

- (1) Death
- (2) Resign
- (3) Lacking qualifications or having characteristics prohibited by law.
- (4) The shareholder meeting voted to leave according to Clause 24.
- (5) The court ordered to leave.

Clause 24. The shareholder meeting may vote to remove any director from their position before the end of their office term with a vote for at least 3/4 of shareholders attending the meeting with the right to vote and the total number of shares is at least 1/2 of the shares held by shareholders attending the meeting with the right to vote.

Clause 26. The Company's directors have the right to obtain the remuneration from the Company in the form of monetary, meeting allowances, rewards, bonuses, or other benefits as the shareholder meeting consider and vote at least 2/3 of the votes of shareholders attending the meeting. The remuneration may define at a fixed amount or as defined according to specific criteria. and will be specified from time to time or effective until the shareholder meeting agrees to change otherwise. In addition, the Company's Directors have the right to obtain allowances and benefits according to the Company's regulations.

The contents of the first paragraph will not affect the rights of the Directors appointed from the employees of the Company to obtain remuneration and benefits as the employees of the Company.

Clause 28. The Board meetings must follow the rules and procedures specified in the law or related announcements. In the case of the meetings via electronic media, the meeting must be

conducted in accordance with the security standards for meetings via electronic media as required by law.

- Clause 32. The Directors are prohibited from operating the same business and is in competition with the Company's business, or becoming a partner in a general partnership, or being a partner with unlimited liability in a limited partnership or is a director of any other limited company or public limited company that carries on the same business and is in competition with the Company's business. Whether doing it for their own benefit or others, unless the shareholder meeting is informed before a resolution is agreed to appoint the director.

### Section 6 Shareholders Meeting

- Clause 36. The Board of Directors must organize the shareholders meeting as annual general meeting within 4 months from the end of the Company's fiscal year. Shareholder meetings other than the first paragraph shall be called an extraordinary meeting. The Board of Directors may arrange the shareholders meeting as an extraordinary meeting at any time it deems appropriate. One or more shareholders collectively hold at least 10% of shares sold will sign a letter requesting the Board of Directors to arrange the shareholders meeting as extraordinary meeting at any time. However, the issues and reasons for requesting to meeting must be clearly specified in the letter. In such case, the Board of Directors must arrange a shareholder meeting within 45 days from the date of receipt of the letter from the shareholders.

In the case where the Directors does not arrange the meeting within the period specified in paragraph three. All shareholders with their name signed or other shareholders together join to the required number of shares may arrange the meeting themselves within 45 days from the due date of the period as specified in paragraph three. In such case, it shall be considered as the shareholder meeting where the Company's Board of Directors shall take responsible for the necessary expenses incurred from arranging the meeting and facilitating as appropriate.

In the case where it appears that the shareholder meeting was arranged because of the shareholders in paragraph four had the number of shareholders attending the meeting not sufficient as specified in Clause 39 of the regulations. The shareholders in paragraph four must jointly be responsible for expenses incurred from the meeting to the Company.

- Clause 37. Shareholder meetings through electronic media can be held in accordance with the rules and approaches as specified in the law or related announcements.
- Clause 38. For arranging the shareholder meeting, whether it is a meeting in person or via electronic media. The Director shall prepare a meeting appointment with the place, date, time, and agenda as well as issues to be presented to the meeting in appropriate details. Clearly specify the issues



to be presented for acknowledge, for approval, or for consideration as the case may be. Including the opinions of the Directors on the issues and deliver to the shareholders and the registrar at least 7 days before the meeting date, make an advertise for meeting appointment in newspapers or any other electronic media instead according to the criteria specified by the registrar for at least 3 days before the meeting date and for a consecutive period of at least 3 days.

In addition, the delivery of meeting invitation letters and meeting documents can be done electronically. By adhering to the rules and approaches specified in the law or related announcements.

The location will be used for the meeting should be in the province where the Company's headquarters is located or nearby provinces as determined by the Directors. and if the shareholder meeting is arranged via electronic media, the location of the Company's head office shall be considered the location of the meeting.

Clause 39. In the shareholder meeting, whether it is a meeting in person or via electronic media. There must be at least 25 shareholders and shareholders' proxies (if any) present at the meeting, or at least 1/2 of the shareholders. and there must be shares in total at least 1/3 of the shares sold to be considered as the complete quorum.

In the case where it appears that any meeting, the number of shareholders attending the meeting is not sufficient to form a quorum as specified in paragraph one when the time elapsed from appointed for 1 hour. If the shareholder meeting was arranged from the shareholder's request, the meeting shall be withheld. If the shareholder meeting was not arranged from the shareholder's request, schedule a new meeting and send the meeting invitation letter to the shareholders at least 7 days prior the meeting date, where the next meeting is not required the quorum be present.

For granting a proxy, the proxy shall deliver the power of attorney to the Chairman of the Boards or the person designated by the Chairman at the meeting location before the proxy attends the meeting. And the proxy for the purpose can only be one person regardless of how many shares of the Company they hold.

Granting a proxy according to the preceding paragraph may be done electronically instead with the safe and reliable approaches to ensure the proxy is executed by the shareholder according to the criteria and approaches specified in the law or related announcements.

Clause 40. The Chairman of the Boards shall be the Chairman of the shareholder meeting if the Chairman of the Board is not present at the meeting or unable to perform duties, the Vice Chairman of

the Board shall be the Chairman of the meeting. If there is no Vice Chairman or not present at the meeting or unable to perform duties, the meeting shall select one of the shareholders present at the meeting to be the Chairman in the meeting.

Clause 41. For voting at the shareholder meeting, it is considered that 1 share has 1 vote, and when any shareholder has a special vested interest in any issues, they have no right to vote on that issue apart from voting to elect the Directors. The resolution of the shareholder meeting must consist of the following votes:

- (1) Normally, the majority vote of the shareholders attending the meeting and vote is taken. If there are equal votes, the Chairman of the meeting shall cast an additional vote as the deciding.
- (2) In the following cases A vote of at least 3/4 of the votes from shareholders attending the meeting with the right to vote must be taken.
  - (1) Selling or transferring all or important sections of the Company's business to another person.
  - (2) Buying or accepting transfer of business from the private company or another public company owned by the Company.
  - (3) Making, amending, or terminating contracts regarding the rental of all or important sections of the Company's business, assigning any other person to manage the Company's business, or combining business with another person for the purpose of sharing profits and losses.
  - (4) Amendments to the memorandum of association or the Company regulations.
  - (5) Increasing or decreasing the registered capital of the Company.
  - (6) Dissolution of the Company
  - (7) Issuance of the corporate bonds and other securities under the law on securities and stock market.
  - (8) Merging of the Company with another company
  - (9) Other actions as provided by law that must have a vote for at least 3/4 of the total votes from shareholders attending the meeting with the right to vote.

- Clause 42. A secret ballot may be held when at least 5 shareholders requested prior to voting and the meeting resolves to permitted. When a secret ballot is requested, the Chairman of the meeting shall determine the approach for secret ballot.
- Clause 43. The issues where the annual general shareholders meeting attendance shall arrange the meeting are as follow:
- (1) Consider and acknowledge the report of the Board of Directors presenting the Company's operations during the past year.
  - (2) Consider and approve the balance sheet and income statement.
  - (3) Consider and approve the allocation of profits and dividend payment.
  - (4) Consider and elect the new Directors to substitute those retire by rotation.
  - (5) Consider and determine the Directors' remuneration.
  - (6) Consider and appoint the auditors and determine the amount of audit fees and non-audit fees

#### **Section 7 Accounting, Finance and Auditing**

- Clause 46. The Board of Directors must prepare a balance sheet and income statement as of the end of the Company's fiscal year and submit to the shareholders at the annual general meeting to consider and approve, the Board of Directors must arrange an auditor to complete the audit of the balance sheet and income statement before presenting to the shareholder meeting.
- Clause 47. The Board of Directors must deliver the following documents to shareholders along with the appointment letter for the annual general shareholders meeting.
- (1) A copy of the balance sheet and income statement that has been audited by the auditor. together with the auditor's audit report and
  - (2) annual report of the Director with supporting documents.
- Clause 50. The auditor has a duty to attend the Company's shareholder meeting when the balance sheet, income statement and problems with the Company's accounts were considered to explain the audit to the shareholders. The Company shall deliver all reports and documents of the Company where the shareholders should receive at the meeting to the auditor as well.

#### **Section 8 Dividends and Reserve Fund**

Clause 51. Never pay dividends from any monetary other than profits. In the case where the Company still has accumulated losses, never pay the dividend.

Dividends shall be equally divided according to the number of shares, except in the case where the Company issues preferred stock and define the preferred stock to receive different dividends from the ordinary shares. Dividends shall be allocated as specified, where the payment of dividends must be approved by the shareholder meeting.


The Board may pay interim dividends to shareholders from time to time when it is seen that the Company has sufficient profits to do so, and when the interim dividend has been paid, the dividend payment shall be reported to the shareholders' meeting at the next meeting.

Payment of dividends must be done within 1 month from the date of the shareholder meeting, or the meeting of the Board of Directors approved the resolution as the case may be. However, the notice shall be sent in letter to the shareholders and the notice of dividend payment shall be advertised for a consecutive period of at least 3 days, in accordance with the rules and approaches specified in the law.

Clause 52. In the event where the Company has not yet sold the total number of shares registered or the Company has registered an increase capital. The Company may pay dividends completely or partially by issuing new common shares to the shareholders with approval from the shareholders' meeting.

Clause 53. The Company must allocate a portion of the annual net profit as a reserve fund at least 5% of the annual net profit deducted by the accumulated loss (if any) until this reserve fund has at least 10% of registered capital.


## Information of Assigned Independent Directors as Proxyholders

Name - Surname	Mr. Pumipat Sinacharoen			
Type of Director	Independent Director			
Current Position	Director / Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee			
Age	54 years			
Education	- Master of Business Administration, Thunderbird School of Global Management at Arizona State University - Bachelor of Economics, Thammasat University			
Address	1050 Soi Sukhumvit 66/1, Sukhumvit Road, Phra Khanong Tai Subdistrict, Phra Khanong District, Bangkok 10260			
Years of directorship	Approximately 10 months (Appointed on June 30, 2023)			
Attending Board Meeting	Board of Directors meetings: 5/5 times Audit Committee meetings: 4/4 times Nomination and Remuneration Committee meetings: 2/2 times			
Shareholding in the Company (%) <sup>1</sup>	100,000 shares (0.03% of total shares)			
Position of director or executive in other companies which might incur conflict of interest or which is a competitor against the Company	None			
Family Relationship between Director and Executives	None			
Special Interest in any agenda of the 2024 Annual General Meeting	Does not have Special Interest in any agenda of the 2024 Annual General Meeting Does not have conflict in any agenda per the AGM Checklist			
Work Experience and Position held in other companies or organizations				
• Listed Company (4 companies)	2022 to present	Independent Director	Euro Creations Public Company Limited	
	2021 to present	Chief Executive Officer	Proud Real Estate Public Company Limited	
	2021 to present	Director	Kang Yong Electric Public Company Limited	
	2005 to present	Director	Fortune Parts Industry Public Company Limited	
• Non-Listed Company (9 companies)	2023 to present	Director	Khu Khot Station Co., Ltd.	
	2023 to present	Director	The Estate 345 Co., Ltd.	

	2023 to present	Director	Phraram 9 Alliance Co., Ltd.
	2022 to present	Director	H LAB Co., Ltd.
	2021 to present	Director	Convent Beta Co., Ltd.
	2021 to present	Director	Proud Horseshoe Co., Ltd.
	2019 to present	Director	Hua Hin Sky Living Co., Ltd.
	2019 to present	Director	Hua Hin Alpha 71 Co., Ltd.
	2018 to present	Director	The Forest Industry Organization Ministry of Natural Resources and Environment

<sup>1</sup>Information as per the shareholder registry on March 13, 2024.

## Information of Assigned Independent Directors as Proxyholders

Name - Surname	Mr. Dan Sornmani			
Type of Director	Independent Director			
Current Position	Director / Member of the Audit Committee			
Age	59 years			
Education	- Bachelor of Marketing, University of Canberra			
Address	1050 Soi Sukhumvit 66/1, Sukhumvit Road, Phra Khanong Tai Subdistrict, Phra Khanong District, Bangkok 10260			
Years of directorship	Approximately 10 months (Appointed on June 30, 2023)			
Attending Board Meeting	Board of Directors meetings: 5/5 times Audit Committee meetings: 4/4 times			
Shareholding in the Company (%) <sup>1</sup>	100,000 shares (0.03% of total shares)			
Position of director or executive in other companies which might incur conflict of interest or which is a competitor against the Company	None			
Family Relationship between Director and Executives	None			
Special Interest in any agenda of the 2024 Annual General Meeting	Does not have Special Interest in any agenda of the 2024 Annual General Meeting Does not have conflict in any agenda per the AGM Checklist			
Work Experience and Position held in other companies or organizations				
• Listed Company (2 companies)	2022 to present	Independent Director	Euro Creations Public Company Limited	
	2021 to present	Director	Proud Real Estate Public Company Limited	
• Non-Listed Company (3 companies)	2023 to present	Director	Vera Co., Ltd.	
	2018 to present	Director	Creative Economy Agency (Public Organization)	
	2015 to present	Director	Brandology (Thailand) Co., Ltd.	

<sup>1</sup>Information as per the shareholder registry on March 13, 2024.

หนังสือมอบฉันทะ (แบบ ข.)  
Proxy (Form B.)(ติดอากรแสตมป์ 20 บาท)  
(Duty Stamp of 20 Baht)เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholders' Registration No.เขียนที่ \_\_\_\_\_  
Written atวันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year1. ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We \_\_\_\_\_ nationality  
อยู่บ้านเลขที่ \_\_\_\_\_  
Address \_\_\_\_\_2. เป็นผู้ถือหุ้นของ บริษัท ยูโร ครีเอชันส์ จำกัด (มหาชน) (“บริษัท”)  
Being a shareholder of Euro Creations Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น	และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง	ดังนี้
Holding the total number of _____ shares	and have the rights to vote equal to _____ votes	as follows:
<input type="checkbox"/> หุ้นสามัญ _____ หุ้น	ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง	
<input type="checkbox"/> หุ้นสามัญ _____ shares	and have the right to vote equal to _____ votes	
<input type="checkbox"/> หุ้นบริมสิทธิ _____ หุ้น	ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง	
<input type="checkbox"/> preference share _____ shares	and have the right to vote equal to _____ votes	

3. ขอมอบฉันทะให้  
Hereby appoint

- (1) ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years, Residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_
- (2) ชื่อ นายภูมิพัฒน์ สีนาเจริญ อายุ 54 ปี อยู่บ้านเลขที่ 1050 ซอยสุขุมวิท 66/1  
Name Mr. Pumipat Sinacharoen age 54 years, Residing at 1050 Soi Sukhumvit 66/1  
ถนน สุขุมวิท ตำบล/แขวง พระโขนงใต้ อำเภอ/เขต พระโขนง  
Road Sukhumvit Tambol/Khwaeng Phrakonong Tai Amphur/Khet Phrakonong  
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10260 หรือ  
Province Bangkok Postal Code 10260 or
- (3) ชื่อ นายแดน สรมณี อายุ 59 ปี อยู่บ้านเลขที่ 1050 ซอยสุขุมวิท 66/1  
Name Mr. Dan Sornmani age 59 years, Residing at 1050 Soi Sukhumvit 66/1  
ถนน สุขุมวิท ตำบล/แขวง พระโขนงใต้ อำเภอ/เขต พระโขนง  
Road Sukhumvit Tambol/Khwaeng Phrakonong Tai Amphur/Khet Phrakonong  
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10260 หรือ  
Province Bangkok Postal Code 10260 or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันที่ 26 เมษายน 2567 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ หรือที่แจ้งเปลี่ยนไปในวัน เวลา สถานที่อื่น และรูปแบบอื่นด้วย ทั้งนี้ ในกรณีเหตุสุดวิสัยที่ทำให้กรรมการอิสระซึ่งลงนามเป็นผู้รับมอบฉันทะล่วงหน้าไม่สามารถเข้าร่วมประชุมได้ ข้าพเจ้ายินยอมให้กรรมการอิสระท่านอื่นตามรายชื่อข้างต้นทำหน้าที่ผู้รับมอบฉันทะแทนข้าพเจ้าได้

Only one of them as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders 2024, which will be held on 26 April 2024, at 14:00 hrs. via electronic media or such other date, time, place, and format as the meeting may be adjourned. In the case of force majeure which prevents the designed independent director who has signed the name as the Proxy from attending the Meeting, I hereby give consent to other independent director in the above list, to act as my Proxy instead.

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

At this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows.

วาระที่ 1 รับทราบรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2566 ประชุมเมื่อวันที่ 5 มิถุนายน 2566  
Agenda No. 1 To acknowledge the minutes of the Extraordinary General Meeting of Shareholders No. 2/2023, held on 5 June 2023  
ไม่มีการลงคะแนนเสียงในวาระนี้  
No vote casting in this agenda





(b) To grant my/our Proxy to vote at my/our desire as follows:

- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 7 พิจารณาการแต่งตั้งผู้สอบบัญชีของบริษัท และการกำหนดค่าตอบแทนผู้สอบบัญชีของบริษัท ประจำปี 2567

Agenda No. 7 To consider and approve the appointment of auditors and to determine the audit fees for the year 2024

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our Proxy to vote at my/our desire as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda No. 8 To consider other business (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our Proxy to vote at my/our desire as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy 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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified my/our voting intention on any agenda or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/ Signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
( \_\_\_\_\_ )

ลงชื่อ/ Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )

ลงชื่อ/ Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )

#### หมายเหตุ/Remarks

- ผู้ถือหุ้นที่มอบฉันทะจะต้องให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder may appoint only one proxy to attend and vote at the meeting, and may not allocate the number of shares to several proxies to severally vote.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
With respect to the director election, it may be conducted as a group at once or one by one individually.