

Enclosure 1

## Minutes of the Annual General Meeting of the Shareholders Year 2024 Eureka Design Public Company Limited (Company)

The Annual General Meeting of Shareholders 2024 via electronic media (E-AGM) on Monday, April 29, 2024 at 02:00p.m., the company has recorded the meeting in the form of video media and broadcasted live at the meeting room, 3rd floor, Eureka Design Public Company Limited, No. 19, Village No. 11, Lat Sawai Subdistrict, Lam Luk Ka District, Pathum Thani Province, 12150

**The meeting started** at 02:00 p.m.

There were 3 shareholders attending the meeting in person and 33 shareholders by proxy, totaling 36 shareholders, holding 694,083,045 shares, representing 38.1604% of the total number of shares sold of the company, 1,818,856,954 shares. During the meeting before the start of agenda 1, there was an additional shareholder attending the meeting. So, there were 3 shareholders attending the meeting in person and 34 shareholders by proxy, totaling 37 shareholders, holding 694,083,245 shares, representing 38.1604% of the total number of shares sold of the company. The number is considered to constitute a quorum in accordance with the Company's Articles of Association.

Mr. Paisit Kaenchan, the Chairman of the Board/Chairman of the Audit Committee/Independent Director, acted as the chairman of the meeting. Mr. Piyapot Kaewjamlong, Company Secretary/Chief Financial Officer and Ms. Chutintorn Pookjinda, Assistant Company Secretary, performed the duties of the ceremonies.

**Directors attending the meeting**

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|----|----------------|----------------|--|
| 1. | Mr. Paisit     | Kaenchan       | Chairman of the Board/Chairman of the Audit Committee/Independent Director/Acting as the Chairman of the Meeting |
| 2. | Dr. Noppadol   | Mingchinda     | Vice Chairman of the Board/Chairman of Executive Committee/Director  |
| 3. | Ms. Sunisa     | Jirawuttikul   | Executive Director/Director/Chief Executive Officer (CEO)  |
| 4. | Ms. Nattaphat  | Kulsirimongkol | Audit Committee/Independent Director/Acting as the Chairman of the meeting agenda 6                              |
| 5. | Mrs. Sopich    | Intasaro       | Audit Committee/Independent Director   |
| 6. | Mr. Nukul      | Ruangutai      | Director   |
| 7. | Mr. Thawatwong | Phalinsut      | Director   |
| 8. | Mr. Decha      | Sakuntanakalap | Executive Director/Director  |

(In summary, the number of directors of the Company attending this meeting was 8 people out of a total of 8 directors, accounting for 100 percent.)

**Company Executives/Company Secretary/Auditor**

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|----|----------------|---------------|---|
| 1. | Mr. Piyapot    | Keawjamlong   | Company Secretary/Chief Financial Officer/Executive Director                        |
| 2. | Ms..Chutintorn | Pookjinda     | Assistant Company Secretary / performs the duties of the MC to conduct the meeting  |
| 3. | Mr. Burin      | Prasongsamrit | Certified Public Auditor, AMC Office Company Limited (meeting via electronic media) |

The Chairman commenced the 2024 Annual General Meeting of Shareholders by saying hello to all shareholders and all the dignitaries along with showing details about the number of shareholders and the number of shares registered to attend the meeting.

I, Mr. Paisit Kaenchan, the Chairman of the Board of Directors of Eureka Design Public Company Limited, would like to open the Annual General Meeting of Shareholders for the year 2024, which is a meeting held via electronic media as required by law at present.

First of all, I would like to thank all shareholders for their good cooperation with the meeting via electronic media and the company's regulations. The meeting via electronic media has been implemented to reduce travel, to reduce the pollution of carbon dioxide emissions that cause global warming, and to reduce the risk of the spread of respiratory infections from gathering in the same place by maintaining social distance. I, therefore, asked directors, executives, auditors, and meeting observers to attend the meeting via electronic media instead of attending the meeting in person.

From now on, it will be a meeting according to the agenda specified in the notice of the general meeting of shareholders that has been sent to everyone in advance.

Before entering the agenda, to comply with the policy of the Stock Exchange of Thailand and regulations of the Ministry of Commerce, Assistant Company Secretary who is responsible for hosting the meeting explained that this meeting is in accordance with the resolution of the Company's Board of Directors Meeting No. 1 in 2024 on February 28, 2024, which considered and resolved to hold the 2024 Annual General Meeting of Shareholders via only one electronic media format. The Company recorded the meeting in the form of video media for dissemination to the public. If any meeting attendee reserves the right to release your personal information to the public, you can inform us. We have given shareholders the opportunity to propose meeting agendas and nominate individuals to be considered for appointment as company directors according to the principles of good corporate governance regarding the rights of shareholders within the specified period for the 2024 Annual General Meeting of Shareholders. The period is not less than 30 days. The Company has disclosed the criteria and conditions for exercise of rights through the Company's website and informed shareholders through the SET-Link system on November 27, 2024. During the period that the company stipulates for registration and showing evidence of proxy for attending this meeting, there was 1 shareholder who sent questions and comments in advance to the company on April 11, 2024. It was a question from Ms. Supeeranat Kaweewat, proxy holder of the Thai Investors Association regarding the holding of a hybrid general meeting of shareholders (Hybrid meeting). The Company would like to thank you, have considered your suggestions and has opinions to answer questions from shareholders' proxies after the meeting has completed the agenda.

Assistant Company Secretary explained the meeting procedures, voting methods, shareholder vote counting methods for each agenda item, and asking questions at the meeting. Every shareholder has votes equal to the number of shares he or she holds, counting 1 share per 1 vote. Shareholders who do not vote in the voting program or do not press the ballot into the system will be deemed to approve with the resolution. In summing the votes, the voting results for each agenda will be counted only the disapproval and/or abstention votes that are deducted from the total number of votes of the shareholders in the meeting. The remainder is deemed as the votes of approval, including the votes of the proxy grantors who have already voted in the proxy form, which has recorded the votes of the voices mentioned in advance at the time of registration to attend the meeting. The Company has arranged for a tape recording of the meeting and will be

posted on the Company's website after the meeting day for shareholders who did not attend the meeting or general interested parties to view. OJ International Co., Ltd. performed independently vote counting in accordance with the principles of good corporate governance and made the process accurate and quick displaying on screen to meetings. However, the shareholders who demand to ask questions by means of typing messages, the company gave the shareholders an opportunity to submit questions in each agenda. In the event that no attendees ask questions within 1 minute, the company will proceed with the meeting. If shareholders have additional questions. Questions can be typed in via Chat. The staff will read your questions later.

The Chairman said to the meeting before the meeting started that as for the Company's Board of Directors today there were 8 directors attending the meeting in person. Next, I would like to introduce each of the company's directors the history, position, and responsibilities of each director will appear in Form 56-1 One Report that has been sent to all shareholders before the meeting ready to introduce yourself the company's board of directors, executives, auditors and attendees respectively.

Then, Assistant Company Secretary / MC conducted the meeting according to the following agenda

#### **Agenda 1 To consider and certify the minutes of the 2023 Annual General Meeting of Shareholders on Monday April 24, 2023**

Assistant Company Secretary / MC Propose to the shareholder meeting to consider approving the minutes of the 2023 Annual General Meeting of Shareholders on Monday, April 24, 2023. The Company has prepared the draft minutes and published it and the meeting's live broadcast through the company's website and through the news website of the Stock Exchange of Thailand and the SET Link system to the Stock Exchange of Thailand on May 8, 2023. the Board of Directors had an opinion that the draft minutes was completed and comprehensive by showing important points and covering the content of each meeting agenda correctly and completely. Therefore, it is considered appropriate to propose to this Annual General Meeting of Shareholders to consider and approve through the electronic voting system, which the Company sent a copy of the minutes of the meeting which has been delivered to all shareholders together with the previous meeting invitation letter (Attachment 1).

**Board's opinion** The Board of Directors was of the opinion that the draft minutes of the 2023 Annual General Meeting of Shareholders, held on Monday, April 24, 2023, have been prepared showing important information covering the content of each meeting agenda correctly and completely. Therefore, it is considered appropriate to propose that the Annual General Meeting of Shareholders adopt the minutes of the 2023 Annual General Meeting of Shareholders on Monday, April 24, 2023.

Assistant Company Secretary / MC an gave an opportunity for shareholders to ask questions and express your opinion. As it appeared that there were no further questions or comments from the shareholders on the agenda on the approval of the minutes, the meeting was requested to vote. The resolution of this agenda must be approved by a majority vote of the total number of votes of shareholders and proxies who attended the meeting and voted, excluding those who abstained from voting as the basis for counting votes. If there are equal votes, the chairman of the meeting shall have an additional vote as a casting vote.

**meeting resolution** The meeting considered and unanimously resolved to approve the minutes of the 2023 Annual General Meeting of Shareholders on Monday April 24, 2023, with the scores as follows:

	Number of votes	Percentage
Agreed	694,083,245	100.00
Disagreed	0	0.00
Abstained	0	0.00
Total number of voters (37 people)	694,083,245	100.00

## Agenda 2 To consider and acknowledge the Company's operating results report for the year 2023 and annual report 2023 according to the report from 56-1 One Report

Assistant Company Secretary / MC proposed that the meeting be informed of the company's operating results report for 2023 and the 2023 annual report which covers the important changes that occurred in 2023 by inviting Ms. Sunisa Jirawuttikul, Chief Executive Officer (CEO)/Director/Executive Director, who is the person reporting the Company's operating results for the year 2023, whose details appear in the Company's Annual Report (Form 56-1 One Report). The form 56-1 One Report can be downloaded via QR Code (Attachment 2).

Ms. Sunisa Jirawuttikul Chief Executive Officer (CEO)/Director/Executive Director informed to the meeting by showing the Company presentation.

Over the past 1 year, global continued to slow down as a result of weak global trade, geopolitical tensions, which affected wider supply chains. Furthermore, high energy prices and interest rates caused consumption and investment to decrease. These affects every sector.

According to the company's rebalancing strategy, the Company currently consists of 2 main businesses;

- the first business came from investing in a stable business, which generates low risks of income fluctuation from external factors or creates stable income. This is a water supply concession business for a long term of 10 years to the Provincial Waterworks Authority which is a reliable government agency. The income from the water supply business was stable from the minimum amount specified in contracts. At present, the company sells water according to 2 contracts: a tap water purchase contract to solve the tap water shortage problem at the Nong Khakha water distribution station and a tap water purchase contract to solve the tap water shortage problem at the Phan Thong water distribution station in Chonburi Province which generates income for the company amounting 82.48 million baht
- the second is a business with high growth potential which is the recycled plastic pellet business. The Company is committed to stimulating the circular economy for the use of plastics and making the most of available resources for society and for the economy to grow in harmony with the environment in a sustainable way. It is one of the company's missions to conduct business according to the concept of sustainable corporate development that takes into account 3 main factors: environment, society and governance or ESG. This year, the recycled plastic pellet business generated income amounting to 235.6 million baht
- Throughout the past year, the Company had total income equal to 323.43 million baht and net profit from operations totaling 56.71 million baht

The company developed and improved in many areas, including:

- Improved investment policies and overseeing operations in subsidiaries and associated companies; the company has a diversified investment portfolio in diverse business groups. The success, therefore, depends on the ability to conduct business carefully, efficient resource management through the establishment of good corporate governance and risk management systems to develop the ability to create income, profits and strengthen the growth of the group of companies
- Improved the policy for conducting transactions with connected persons in order to facilitate transactions of the Company, subsidiaries and associated companies with related persons, to express the transparency, and to take into account the interests of the company as if conducting transactions with outsiders with tracking and auditing systems to ensure that transactions follow the correct procedures.
- Amended the company's regulations to comply with laws, namely the Public Limited Companies Act (No. 4), effective on May 24, 2022, and the Emergency Decree on Meetings via Electronic Media, B.E. 2020 according to the resolution of the 2023 Annual General Meeting of Shareholders on 24 April 2023
- Approved the whistleblowing policy; the company gives importance to all stakeholders both the internal organization and outsiders. They are able to report clues in cases where there may be fraud, corruption, or violations of business ethics or related regulations to help improve, correct, or take steps to ensure correctness, appropriateness, transparency, and efficiency in business operations
- Rented the Company's building space, office equipment and parts of the factory to external juristic persons

In addition, the company has a policy against corruption and bribery under the overall principles as follows:

- Operations must be transparent, legal, no intention to influence improper action or intent to commit corruption
- Giving or receiving donations or financial support must be transparent and legally by making sure that the donation or the financial support was not used as an excuse for bribery and according to the company's disbursement regulations
- Contacting work with the government sector or the private sector must be transparent, honest and must operate in accordance with relevant laws

Channel for reporting clues

- 1) Email: whistleblowing@eurekadesign.co.th
- 2) Letter: Sent to the Chairman of the Board of Eureka Design Public Company Limited, No. 19 Moo. 11, Lat Sawai Subdistrict, Lam Luk Ka District, Pathum Thani Province 1215

In the past, the company did not find any corruption no use of inside information was found for profit there is no conflict of interest or issues that need to be followed up whether it is direct or indirect, there is a conflict of interest of the company and group companies

As the company adheres to the principles of good corporate governance in the management and operations of the company, as a result the company has been evaluated by various organizations in the past year 2023 as follows:

- Results of the assessment of corporate governance of Thai listed companies on the stock exchange evaluated by the Thai Institute of Directors Association (IOD), the company received a “good” evaluation.
- Evaluation of the quality of organizing the 2023 Annual General Meeting of Shareholders (Checklists of Annual General Meeting of the Shareholders), assessed by the Thai Investors Association, the Company received an evaluation at the level of “excellent”

In 2024, the company has set goals for recruiting business partners and investment opportunities in both current and new businesses to create operating results of the company to grow steadily.

**Board's opinion** It is deemed appropriate to propose to the shareholders' meeting to acknowledge the Company's 2023 operating results and annual report 2023 according to the report from 56-1 One Report.

Assistant Company Secretary/MC gave an opportunity for shareholders to ask questions and comment when it appeared that no shareholders raised any further questions or comments

**meeting resolution** The agenda is for acknowledgment, therefore there is no vote.

**Agenda 3 To consider and approve the Certified Public Accountant's report Statement of financial position and the Company's comprehensive income statement for the year ended December 31, 2023**

Assistant Company Secretary / MC informed to the meeting that the Company complied with the Company's Articles of Association, Section 55 and the Public Company Limited Act B.E. 2535 (and the amendments), Section 112, which stipulates that the company's balance sheet and profit and loss account must be prepared at the end of the company's annual period which has passed the audit of the Company's certified public accountant and then proposed to the shareholders' meeting at the annual general meeting by preparing the financial statements for the year ended December 31, 2023, appearing in the "Financial Statements" category of the 2023 annual information disclosure form (Form 56 -1 One Report) certified by AMC Office Co., Ltd., which is the Company's auditor, and also has been reviewed and commented by the audit committee of the company at the 1<sup>st</sup> meeting of 2024 on February 28, 2024. The statement sent to shareholders along with the meeting invitation letter in the form QR-Code format (Attachment 3). Mr. Piyapot Kaewjamlong, Chief Financial Officer, was invited to provide financial details in the section of “Financial Statements”

Mr. Piyapot Kaewjamlong, Chief Financial Officer, explained to the meeting and showed the presentation which contained the details as follows:

**3.1 Reports on the Company's comparative performance for the year 2023**

In 2023, the company had its net profit for the year of 56.71 million baht or net profit margin of 17.53 percent. When considering operating results excluding non-monetary expenses, we found that the company's EBITDA was 80.11 million baht. In 2022, its net profit was 70.87 million baht, its net profit margin was 23.74 percent and its EBITDA was 110.46 million baht. However, to reflect the actual operating results excluding special adjustment items, we would like to present the operating results by adjusting the operating results for 2022 to compare consistently to 2023 performance by adjusting the data arising from the recognition of revenue from

water sales in 2021 where a previous auditor expressed the opinion not to recognize revenue within 2021, therefore we had to adjust revenue recognition in 2022 amounting of 7.80 million baht, and improved revenue recognition from canceling the asset list and liabilities under financial lease agreements in the amount of 33.22 million baht. These resulted net profits for 2022 amounting to 29.85 million baht. Therefore, we would like to present operating results to reflect the comparison of operating results for 2022 and the actual year 2023, with the important points as follows:

1. The company had total income for 2023 in the amount of 323.43 million baht, an increase of 65.97 million baht or an increase of 26 percent from the same period last year with income from sales and services of 257.46 million baht, with income from producing and distributing recycled plastic pellets and income from producing and distributing tap water this resulted in the company's income growing significantly from the previous year.

2. The company had costs of sales and services for 2023 in the amount of 181.44 million baht, an increase of 61.46 million baht or an increase of 51 percent when compared to the previous year with costs of sales and services amounting to 119.98 million baht, due to increased costs of sales and services due to the fluctuation in the price of crude oil, the main raw material for the production of plastic pellets and the fluctuation in the quality of raw water in the production of tap water cause the use of a large amount of additional chemicals.

### **3.2 Comparative income and costs separated by type of business of the Company for 2023 and 2022**

Income from selling plastic pellets plastic pellet sales volume in 2023 amounted to 235.60 million baht, an increase of 76 million baht when compared to the same period last year. When considering the past 2 years, it can be seen that the sales volume fluctuates somewhat depending on the price of crude oil in the world market, which is the main raw material for production and for selling to foreign customers who order in large quantities, it will cause the selling price to decrease due to price negotiations from the customers.

Income from water production and distribution in 2023 amounted to 82.48 million baht, an increase of 7.22 million baht when compared to the same period last year. However, due to the drought situation, the subsidiary company faced little water and the quality of the raw water needed to add more input for the production process, causing the increase in chemicals costs therefore causing costs to increase.

### **3.3 The financial statement report shows the company's consolidated financial position for the year 2023, ending on December 31, 2023.**

Financial statements show the company's consolidated financial position. There are important items as follows:

1. The company has total assets for 2023 in the amount of 1,776.57 million baht, divided into current assets of 209.75 million baht, which main components include cash and cash equivalents of 46.60 million baht and accrued receivables, accrued income and other current assets totaling 163.15 million baht and non-current assets of 1,566.82 million baht, of which the main components include land, buildings and equipment in the amount of 1,211.41 million baht. Total assets increased by 84.72 million baht or an increase of 5 percent, which was mainly due to business expansion and increasing potential in Business operations.

2. The company had liabilities as of December 31, 2023 in the amount of 337.54 million baht, a decrease of 25.96 million baht or a decrease of 7 percent from liabilities as of December 31, 2022 in the amount of 363.52 million baht, because the company has increased ability to pay debts from the results of operations carry out work as a result, debts were paid and outstanding debts decreased when compared to the previous year.



3. Shareholders' equity increased from 2 main reasons: 1) Issuance of convertible bonds. "Convertible bonds giving the right to convert into ordinary shares of Eureka Design Public Company Limited, unsubordinated type and without insurance 2) Better operating results as a result, the company has retained profits as of December 31, 2023 in the amount of 72.40 million baht, compared to retained profits as of December 31, 2022 that have accumulated profits of 8.55 million baht.

**Board's opinion** It is considered appropriate to propose to the shareholders' meeting to consider and approve the report of the certified public accountant statement of financial position and the company's comprehensive income statement for the year ending December 31, 2023, which has been audited and given the opinion of a certified public accountant and it has been reviewed by the Audit Committee to be complete, correct and shows the actual operating results and financial position of the company ending on December 31, 2023.

Assistant Company Secretary / MC an gave an opportunity for shareholders to ask questions and express your opinion. As it appeared that there were no further questions or comments from the shareholders on the agenda on the approval of the minutes, the meeting was requested to vote. The resolution of this agenda must be approved by a majority vote of the total number of votes of shareholders and proxies who attended the meeting and voted, excluding those who abstained from voting as the basis for counting votes. If there are equal votes, the chairman of the meeting shall have an additional vote as a casting vote.

**meeting resolution** The meeting has considered there was a unanimous decision to approve the report of the certified public accountant statement of financial position and the company's comprehensive income statement For the year ending December 31, 2023 by a unanimous vote of the total number of votes of shareholders who attended the meeting and had the right to vote. The result of the vote counting was as follows:

	Number of votes	Percentage
Agreed	694,083,245	100.00
Disagreed	0	0.00
Abstained	0	0.00
<b>Total number of voters (37 people)</b>	<b>694,083,245</b>	<b>100.00</b>

#### **Agenda 4 To consider and approve the omission of dividend payment and refrain from allocation profits to set up legal reserves**

Assistant Company Secretary/MC proposed to the shareholders' meeting to consider not paying dividends. and consider refraining from allocating profits to set up legal reserves said in detail to the shareholders that in order to comply with Article 50 of the Company's Articles of Association and Article 116 of the Public Limited Companies Act B.E. Part of the annual profit must be allocated as a reserve fund of not less than five percent of the annual net profit after deduction of brought forward deficit (if any) until this reserve fund shall be not less than ten percent of the registered capital.



In considering the dividend payment, the Company takes into account various factors that will generate the greatest benefit to the shareholders in the future, such as the Company's investment plan for each period as the Board of Directors deems appropriate and necessary together with the performance and financial position of the company and the dividend payment must not significantly affect the normal operations of the Company. As of December 31, 2022, the Company's separate financial statements shows the accumulated net loss that was 72.57 million baht, considering the investment in the ongoing projects that would generate the greatest benefit to the shareholders in the future, financial status, economic conditions, the Company's operating results that must maintain the ability to pay principal and interest, comply with the terms of the long-term loan agreement and payment of finance costs related to the issuance of convertible debentures. The company deems it appropriate to propose no dividend payment and does not allocate net profits for legal reserve.

As of December 31, 2023, the Company's separate financial statements there is still a net accumulated loss equal to 49.11 million baht when considering investments in projects that are currently in progress that will bring the greatest benefit to shareholders in the future, financial status, economic conditions and operating results of the company that must maintain the ability to pay principal and interest and comply with the conditions of the long-term loan contract The company considers it appropriate to propose to refrain from paying dividends and do not allocate net profits to legal reserves.

**Board's opinion** After considering the matter, the Board of Directors is of the opinion that the 2023 Annual General Meeting of Shareholders should approve no dividend payment and refrain from allocating profits to set up legal reserves because the company's separate financial statements is still a net accumulated loss for the accounting period ending on December 31, 2023.

Assistant Company Secretary / MC an gave an opportunity for shareholders to ask questions and express your opinion. As it appeared that there were no further questions or comments from the shareholders on the agenda on the approval of the minutes, the meeting was requested to vote. The resolution of this agenda must be approved by a majority vote of the total number of votes of shareholders and proxies who attended the meeting and voted, excluding those who abstained from voting as the basis for counting votes. If there are equal votes, the chairman of the meeting shall have an additional vote as a casting vote.

**meeting resolution** The meeting has considered there was a unanimous resolution to approve the omission of dividend payment and refrain from allocating profits as legal reserves according to the opinion of the Board of Directors By a unanimous vote of the total number of votes of shareholders who attended the meeting and had the right to vote. The results of the vote counting appear as follows:

	Number of votes	Percentage
Agreed	694,083,245	100.00
Disagreed	0	0.00
Abstained	0	0.00
<b>Total number of voters (37 people)</b>	<b>694,083,245</b>	<b>100.00</b>

## Agenda 5 To consider and appoint the Company's auditors and determine their audit fees for the year 2024

Assistant Company Secretary / MC presented to the meeting that in order to comply with the Company's Articles of Association, Section 58, Section 59, and Section 60, and to comply with the Public Limited Companies Act B.E. 2535 and the amended Section 120, which allows the annual general meeting of shareholders to appoint an auditor and determine the audit fee every year. The same auditor may be appointed again. According to Section 121, the auditor must not be a director, employee, employee or hold any position of the company.

**Opinion of the Audit Committee** Audit Committee meeting in the first meeting on February 28, 2024, consideration was given to evaluating the quality of work performing audit duties according to standards and professionalism independence in giving opinions by considering to evaluate and select 2 auditors, including audit fees and other expenses related to the services of the 2 auditors, which were presented to the Company for consideration according to the scope of knowledge principle responsibilities of the auditor, quantity of work that must be reviewed and audited and the complexity of business transactions that will occur in 2023. The Audit Committee meeting resolved that the Company's Board of Directors Propose to the 2024 Annual General Meeting of Shareholders to appoint the auditor of AMC Office Company Limited to be the company's auditor and subsidiaries for the year 2024, which is the same auditor that was approved by the previous 2023 Annual General Meeting of Shareholders, by nominating the number of auditors to give opinions on the Company's financial statements for the year 2024, 5 people as follows:

Auditors	License number
Mr.Ampol Chamnongwat	4663
Ms.Praphasri Leelasupha	4664
Mr.Naris Saowalagsakul	5369
Ms.Gunyanun Punyaviwat	12733
Mr.Burin Prasongsamrit	12879

By designating one person to inspect and express opinions on the company's financial statements and subsidiaries the proposed audit remuneration rate for 2024 is 1,975,000 baht, which does not include other expenses related to audit services that will actually be paid when occur This is an increase from 2023 in the amount of 75,000 baht.

Auditor's fee (Eureka Design Public Company Limited) and its subsidiaries	Audit fee year 2023	Audit fee year 2024
Interim/Quarter Financial Statement Audit Fee	852,000.00	917,000.00
Annual financial statement audit fee	1,048,000.00	1,058,000.00
Total	1,900,000	1,975,000

**Board's opinion** Considered that the 2024 Annual General Meeting of Shareholders should pass a resolution approving according to the opinion of the Audit Committee and the opinion of the Company's Board of Directors, which has considered that the auditor of AMC Office Company Limited proposed to consider and approve no relationship Do not have a conflict of interest with the company, executives, or major shareholders or those related to such persons in any way therefore, they are independent in auditing and expressing opinions on the Company's financial statements and subsidiaries and approve the audit remuneration rate that the Audit Committee has considered, scrutinized and negotiated appropriately

Assistant Company Secretary / MC an opportunity was given to shareholders to ask questions. and express opinions it appeared that there were no shareholders at the meeting who asked questions or expressed additional opinions, therefore asked the meeting to vote and inform the meeting that Resolutions in this agenda must be approved by a majority vote of the total number of votes of shareholders and proxies who attend the meeting and cast their votes without counting those who abstained from voting as the basis for counting votes if there are equal votes The chairman of the meeting shall cast an additional vote as the deciding vote.

**meeting resolution** The meeting has considered there was a unanimous resolution to approve the appointment of the auditor and determine the remuneration for auditing according to the accounts in accordance with the opinion of the committee by approving the appointment of AMC Office Company Limited by any one of the auditors the names of the auditors are as follows: 1.Mr.Ampol Chamnongwat License No. 4663, 2.Ms.Prphasri Leelasupha License No. 4664, 3.Mr.Naris Saowalagsakul License number 5369, 4. Ms.Gunyanun Punyaviwat License number 12733, 5. Mr.Burin Prasongsamrit License No. 12879 or other certified public accountants assigned by AMC Office Company Limited to be the auditors of the Company and its subsidiaries as the Company's auditors for the year 2024 and approve the annual audit remuneration 2024 in an amount not exceeding 1,975,000 baht, excluding other expenses related to auditing services that will be paid when incurred by a unanimous vote of the total number of votes of shareholders who attended the meeting and had the right to vote. The result of the vote counting was as follows:

	Number of votes	Percentage
Agreed	694,083,245	100.00
Disagreed	0	0.00
Abstained	0	0.00
<b>Total number of voters (37 people)</b>	<b>694,083,245</b>	<b>100.00</b>

#### **Agenda 6 To consider and approve the appointment of directors who must retire by rotation for the year 2024 to return to their positions for another term**

Before entering Agenda 6, Assistant Company Secretary/MC Invited three directors to leave the meeting and returned to attend the meeting again after completing consideration of the agenda for the appointment of directors.

Before the president Leave the meeting room assigned to Ms. Nattaphat Kulsirimongkol Audit Committee Member / Independent Director, conducted the meeting in Agenda 6 because the Chairman had a vested interest in this agenda.

Assistant Company Secretary / MC proposed to the shareholder meeting to consider and approve the appointment of directors who must retire by rotation to return to the position for another term to comply with the Company's Articles of Association, Section 18, and to comply with the Public Limited Companies Act B.E. 2010 and the amended Section 71, which requires that the annual general meeting of shareholders elect directors to replace those who retire by rotation by allowing at least one-third of the directors to retire from office, the number of directors cannot be divided exactly into three parts. then issue the amount closest to one-third by directors who vacate their positions upon the expiration of their terms May be re-elected

In order to comply with the principles of good corporate governance and according to the company's policy to maintain and provide rights to all shareholders, the company has given every shareholder an opportunity to nominate a person with appropriate qualifications and does not have prohibited characteristics according to the Public Company Limited Act according to the Securities and Exchange Act and according to the announcement of the office of the Securities and Exchange Commission (SEC) to be nominated for selection as a director of the Company from November 27, 2023 to December 29, 2023, announced through electronic media website owned by the company and it was also announced through the news website of the Stock Exchange of Thailand on November 27, 2023, when the time for exercising rights expired, the company found that no shareholder had nominated a person to be considered for selection as a company director etc to consider appointing

In 2024, there were 3 directors who resigned from their positions by rotation, including 1 independent director, namely:

- |                            |   |
|----------------------------|---|
| 1. Mr. Paisit Kaenchan     | Chairman of the Board/Chairman of the Audit Committee/<br>Independent Director/<br>Has held the position for 3 year and 7 months. |
| 2. Ms. Sunisa Jirawuttikul | Director/Chief Executive Officer (CEO)/Executive Director<br>Has held the position for 2 year and 11 months.                      |
| 3. Dr. Noppadol Mingchinda | Vice Chairman of the Board/Director/Chairman of Executive<br>Director<br>Has held the position for 2 year and 3 months.           |

A brief biography and information of the 3 directors which the company has sent to shareholders with meeting invitation letter according to Attachment 5 and shareholders can see additional details in the 2023 annual report, pages 162-164 and page 192 onwards.

**Board's opinion** The Company's Board of Directors has considered and screened the suitability of individuals who should be re-elected to serve as directors of the company for another term individually, carefully and carefully by considering the diversity in the structure of the Board of Directors (Board Diversity), the suitability of qualifications and necessary skills of directors and is still absent from the Company's Board of Directors by preparing the Board Skill Matrix of the Company's Board of Directors which the Board of Directors having considered the qualifications of the three directors who must retire from office upon completion of their terms, it is considered that the said persons are persons with knowledge, ability, experience, and expertise that are beneficial to the Company's operations as well as having the qualifications and not having prohibited

characteristics according to the Public Company Limited Act and the Securities and Exchange Act as well as related announcements able to dedicate time and abilities for the maximum benefit of the company, shareholders, and all stakeholders. Therefore, it is appropriate to hold the position of director of the Company for another term.

Therefore, the Company's Board of Directors deems it appropriate to propose to the 2024 Annual General Meeting of Shareholders to approve the appointment of 3 directors whose terms have expired to return to their positions for another term consisting of the following people:

- |                           |  |
|---------------------------|--|
| 1. Mr.Paisit Kaenchan     | Chairman of the Board / Chairman of the Audit Committee / Independent Director |
| 2. Ms.Sunisa Jirawuttikul | Director / Chief Executive Officer (CEO) / Executive Director                  |
| 3. Dr.Noppadol Mingchinda | Vice Chairman of the Board / Director / Chairman of Executive Director         |

Brief biographies and information of all 3 directors (as per Enclosure 5).

Assistant Company Secretary / MC an opportunity was given to shareholders to ask questions and express your opinion It appeared that there were no shareholders at the meeting who asked questions or expressed additional opinions therefore asked the meeting to vote and inform the meeting that voting in this agenda will be voting for individual directors. and must be approved by a majority vote of the total number of votes of shareholders and proxies who attend the meeting and cast their votes without counting those who abstained from voting as the basis for counting votes if there are equal votes The chairman of the meeting shall cast an additional vote as the deciding vote.

**meeting resolution** The meeting has considered It was unanimously resolved to approve the appointment of all 3 directors with a unanimous vote of the total number of votes of shareholders who attended the meeting and had the right to vote to replace directors who are due to retire by rotation to be reinstated as a director of the company for another term as proposed with individual votes as follows:

1. Mr. Paisit Kaenchan Chairman of the Board / Chairman of the Audit Committee / Independent Director

	Number of votes	Percentage
Agreed	694,083,245	100.00
Disagreed	0	0.00
Abstained	0	0.00
<b>Total number of voters (37 people)</b>	<b>694,083,245</b>	<b>100.00</b>

2. Ms. Sunisa Jirawuttikul Director / Chief Executive Officer (CEO) / Executive Director

	Number of votes	Percentage
Agreed	694,083,245	100.00
Disagreed	0	0.00
Abstained	0	0.00
<b>Total number of voters (37 people)</b>	<b>694,083,245</b>	<b>100.00</b>

3. Dr. Noppadol Mingchinda Vice Chairman of the Board / Director / Chairman of Executive Director

	Number of votes	Percentage
Agreed	694,083,245	100.00
Disagreed	0	0.00
Abstained	0	0.00
<b>Total number of voters (37 people)</b>	<b>694,083,245</b>	<b>100.00</b>

**Agenda 7 To consider and approve the reduction of the company's registered capital**

Assistant Company Secretary / MC Propose to the shareholder meeting to consider approving the reduction of the company's registered capital as a result of the 2020 Annual General Meeting of Shareholders. The meeting passed a resolution approving the company to increase the registered capital to support the exercise of the rights of shareholders hold warrants with a term of 3 years that the company has issued for sale the warrants had expired on June 30, 2023, the company therefore had to reduce the remaining registered capital after the warrant holders did not exercise their rights to purchase the company's ordinary shares. It is a total of 231,681,080 remaining common shares, with a par value of 0.25 baht, representing a value of 57,920,270 baht that the company had received approval to increase in reserve capital when the company proceeded to reduce its registered capital after receiving approval in this agenda it will make the registered capital of the company as of March 1, 2024 from the original equal to 534,446,521.75 baht is the new registered capital reduced to 476,526,251.75 baht

Details of the use of warrants to purchase ordinary shares of the Company throughout the life of the warrants are as follows:

Exercise date	Exercise of warrants, number (shares)	Number of reserved common shares remaining (shares)
Sep 30, 2020	0	295,381,326
Dec 30, 2020	0	295,381,326
Mar 31, 2021	0	295,381,326
Jun 30, 2021	0	295,381,326
Sep 30, 2021	1,645,800	293,735,526
Dec 30, 2021	42,352,537	251,382,989
Mar 31, 2022	867,900	250,515,089
Jun 30, 2022	412,900	250,102,189
Sep 30, 2022	18,236,900	231,865,289
Dec 30, 2022	0	231,865,289
Mar 31, 2023	150,000	231,715,289
Jun 29, 2023	34,209	231,681,080

**Board's opinion** The 2024 Annual General Meeting of Shareholders should resolve to approve the reduction of the company's registered capital in the amount of 57,920,270 baht, which was the registered capital as of March 1, 2024, in the amount of 534,446,521.75 baht, to become the new registered capital in the amount of 476,526,251.75 baht, or equivalent to the number of shares that will be reduced. Equal to 231,681,080 shares with a par value of 0.25 baht because the warrants expired for 3 years on June 30, 2023.

Assistant Company Secretary / MC an opportunity was given to shareholders to ask questions. and express your opinion it appeared that there were no shareholders at the meeting who asked questions or expressed additional opinions therefore asked the meeting to vote and inform the meeting that resolutions in this agenda must be approved by a vote of not less than three-quarters of the total number of votes of shareholders who attend the meeting and have the right to vote by counting the votes of those who abstained as the base for counting votes.

**meeting resolution** The meeting has considered there was a unanimous resolution to approve the reduction of the company's registered capital according to the opinion of the directors by a unanimous vote of the total number of votes of shareholders who attended the meeting and had the right to vote. The result of the vote counting was as follows:

	Number of votes	Percentage
Agreed	694,083,245	100.00
Disagreed	0	0.00
Abstained	0	0.00
<b>Total number of voters (37 people)</b>	<b>694,083,245</b>	<b>100.00</b>



**Agenda 8 To consider and approve the amendment to the company's memorandum of association, Section 4, regarding registered capital to be consistent with the reduction of the company's registered capital and grant authority to the authorized director of the company and/or the person authorized by the authorized director of the company is the one who makes corrections**

Assistant Company Secretary / MC Propose to the shareholder meeting to consider and approve the amendment to the Company's Memorandum of Association, Section 4, regarding registered capital. To be consistent with the agenda that was previously considered in reducing the company's registered capital in the amount of 57,920,270 baht from the original registered capital. 534,446,521.75 baht is the new registered capital. 476,526,251.75 baht with the details after correction as follows.

**Edit to**

"Item 4. Registered capital amount	476,526,251.75 baht
Divided into	1,906,105,007 shares
Value per share	0.25 baht
Divided into	1,906,105,007 common shares
Preference shares	- shares (- shares)"

In addition, in registering amendments to the memorandum of association with the department of business development there may need to be amendments to the contents of the memorandum of association including various registration application documents of the company according to the orders or recommendations of the Public Company Registrar, The company therefore deems it appropriate to propose to the shareholder meeting to consider and approve the authorization of the directors who have the authority to sign of the company. and/or the person authorized by the authorized director of the company he is the one who makes corrections and additions in order to comply with orders or recommendations of the Company Registrar. Public limited to allow registration of amendments to the company's memorandum of association. to the Department of Business Development was successful.

**Board's opinion** The 2024 Annual General Meeting of Shareholders should resolve to approve the amendment to the Company's Memorandum of Association, Section 4, regarding registered capital to be consistent with the reduction of the company's registered capital. and delegation of authority to act as detailed above

Assistant Company Secretary / MC an opportunity was given to shareholders to ask questions and express your opinion it appeared that there were no shareholders at the meeting who asked questions or expressed additional opinions therefore asked the meeting to vote. and inform the meeting that Resolutions in this agenda must be approved by a vote of not less than three-quarters of the total number of votes of shareholders who attend the meeting and have the right to vote. By counting the votes of those who abstained as the base for counting votes.

**meeting resolution** The meeting has considered there was a unanimous resolution to approve the amendment to the Company's Memorandum of Association, Section 4, regarding registered capital to be consistent with the reduction of the company's registered capital and grant authority to the authorized director of the Company and/or the person authorized by the authorized director of the Company is the one who makes corrections according to the opinion of the directors by a unanimous vote of the total number of votes of shareholders who attended the meeting and had the right to vote. The results of the vote counting were as follows:

	Number of votes	Percentage
Agreed	694,083,245	100.00
Disagreed	0	0.00
Abstained	0	0.00
<b>Total number of voters (37 people)</b>	<b>694,083,245</b>	<b>100.00</b>

#### Agenda 9 To consider and approve the directors' remuneration for the Year 2024

Assistant Company Secretary / MC Propose to the meeting to consider the remuneration of directors for the year 2024 in order to comply with the Company's Articles of Association, Article 33, which states that directors have the right to receive remuneration from the Company in the form of salary, rewards, meeting allowances, gratuities, bonuses or other benefits in accordance with regulations or as considered by the shareholder meeting and in order to comply with the Public Limited Companies Act B.E. 2535 (and the amendments), Section 90, which prohibits the company pay money or any other assets to directors, except as compensation according to the company's regulations. In the case where the regulations of the company It is not specified that the payment of remuneration shall be in accordance with the resolution of the shareholders' meeting which consists of votes of not less than two-thirds of the total number of votes of the shareholders present at the meeting by presenting detailed information on directors' remuneration according to the company's regulations considered proposing the same rate as the previous year 2023, which is the remuneration of directors according to their position and the bonuses of the board of directors and the audit committee of the company when combined, the amount does not exceed 2,500,000 baht. The details of the comparison are as follows.

position	meeting allowance (Only the directors attending the meeting) (Baht/meeting/person)		Other benefits
	Year 2024 (proposed year)	Year 2023	
<b>Board of Directors</b>			
Chairman	25,000	25,000	None
director	10,000	10,000	None
<b>Audit Committee</b>			
Chairman of the Audit Committee	20,000	20,000	None
Audit Committee	15,000	15,000	None

**Board's opinion** The company has a policy of paying directors compensation at an appropriate level by comparing and referring to the levels practiced in the industry and taking into account the company's operating results including suitability with the duties and responsibilities of the directors the directors assigned to act as members of the Audit Committee will receive remuneration for performing their duties and responsibilities as announced by the relevant regulatory agencies for remuneration of company directors Audit Committee for the year 2024, The Board of Directors has the opinion to maintain the remuneration rate at the same rate as for 2023 and deems it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the directors' remuneration for the year 2024, which The rate of compensation in the form of meeting allowances per person per meeting is the same as in 2023, with no additional benefits or other privileges and the amount is not more than 2,500,000 baht

Assistant Company Secretary / MC an opportunity was given to shareholders to ask questions. and express opinions it appeared that there were no shareholders at the meeting who asked questions or expressed additional opinions therefore asked the meeting to vote and inform the meeting that resolutions in this agenda must be approved by a vote of not less than two-thirds of the shareholders who attend the meeting and cast their votes by counting the votes of those who abstained as the base for counting votes if there is an equal vote, the chairman of the meeting shall cast an additional vote as the deciding vote.

**meeting resolution** The meeting has considered therefore, it was unanimously resolved to approve the determination of directors' remuneration for the year 2024 as proposed in an amount not exceeding 2,500,000 baht by a unanimous vote of the total number of votes of shareholders who attended the meeting and had the right to vote. The results of the vote counting were as follows:

	Number of votes	Percentage
Agreed	694,083,245	100.00
Disagreed	0	0.00
Abstained	0	0.00
<b>Total number of voters (37 people)</b>	<b>694,083,245</b>	<b>100.00</b>

## Agenda 10 Consider other matters (if any)

Assistant Company Secretary / MC Informed to the meeting that according to the Public Company Limited Act B.E. 2535 and its amendments, Section 105, paragraph 2, stipulates that shareholders whose shares total not less than one-third of the total number of shares sold you may request the meeting to consider matters other than those specified in the meeting invitation letter, The Company deems it appropriate to include this agenda in order to provide an opportunity for shareholders who wish to propose to the meeting to consider matters other than those proposed by the Board of Directors scheduled for this meeting, the company announced the news at the Stock Exchange to allow shareholders to propose agenda items or submit questions in advance of the 2024 Annual General Meeting of Shareholders from November 27, 2023 to December 29, 2023, the announcement was made on November 27, 2023 and there were no shareholders who proposes an agenda and no questions were sent in advance to the company in this agenda, there are no other agendas to consider.

In addition, the company determines the list of shareholders who have the right to attend the 2024 Annual General Meeting of Shareholders (Record Date) on Thursday, March 28, 2024, which is not less than 14 days after the board meeting date onwards until the 2024 Annual General Meeting of Shareholders will be completed.

There will be a Q&A session in advance and during the meeting Assistant Company Secretary / MC would like to invite the Chairman to be the moderator during the question and answer session from shareholders the questions will be read by the assistant secretary of the company.

The advance question was sent by Ms. Supeeranut Kaveewat, the proxy of the Thai Investors Association which was offered to the company consider holding the annual general meeting of shareholders in a hybrid format (Hybrid meeting) between meetings via electronic media (Online meeting or E-AGM) along with holding face-to-face meetings (Physical meeting) to open up communication opportunities ask questions and express opinions more effectively between shareholders, executives and the board of directors In line with the circular letter of the Securities and Exchange Commission (SEC) No. SEC No. (W) 2/2024, requesting cooperation regarding holding a general meeting of shareholders, dated 10 January 2567

The Chairman assigned Dr. Noppadon Mingjinda, Vice Chairman of the Board of Directors / Director / Chairman of the Executive Committee, to was the answer to the question, which Dr. Noppadol pointed out and informed the shareholders that company secretary In the 1<sup>st</sup> Board of Directors' meeting on February 28, 2024, it was added to the agenda of the Board of Directors' meeting related to the determination of the agenda, date, time, place, and format of the 2024 Annual General Meeting of Shareholders by the secretary the company asked the meeting to consider circular letter from the office of the Securities and Exchange Commission No. SEC Nor. (W) 2/2024, dated 10 January 2024, subject "Requesting cooperation regarding holding the annual shareholder meeting" in order for the Board of Directors to provide opinions regarding with the format for holding the 2024 Annual General Meeting of Shareholders, in what format the Company should hold the 2024 Annual General Meeting of Shareholders, after the Company's Board of Directors has considered and discussed in general the Company's Board of Directors unanimously agreed that.

Important points of this circular the office of the Securities and Exchange Commission (SEC) wishes to see annual general meetings of shareholders held by listed companies in the form of meetings via electronic media (online) carry out good, correct and appropriate management in promoting the principles of good governance of giving equal and thorough rights to shareholders in asking questions and participate in meetings If holding the annual general meeting of shareholders in the form of an online meeting does not support the aforementioned principles of good governance, listed companies should consider holding the annual general meeting of shareholders in a hybrid format, including online meetings along with physical meetings.

The Board of Directors has considered and has the opinion that the company will hold the 2024 Annual General Meeting of Shareholders in the form of a meeting via electronic media (Online or E-AGM meeting) only in one format for the following reasons.

1. The Company's Board of Directors has considered the agenda for the 2024 Annual General Meeting of Shareholders to be held in 2024 and found that there are no important agendas that should be given an opportunity for shareholders to ask questions and consider in more detail than usual in order to understanding and expressing the transparent intentions of the transaction before voting, such as agendas on various matters as specified in section 89/29 of the Securities and Exchange Act and section 107(2) of the Act. Public Company Limited, at the 2024 Annual General Meeting of Shareholders, there will probably only be an agenda item regarding the reduction of registered capital, which is a continuation of the approval of the 2020 Annual General Meeting of Shareholders regarding the expiration of the warrants purchase of the Company's common shares (Expired Warrant)
2. The Company's Board of Directors has established a policy to facilitate and provide adequate rights to all shareholders in Send questions and express opinions in advance of the meeting or give shareholders the right to ask questions and express opinions during the meeting on various agendas according to the agenda or after the meeting has completed according to the agenda specified in the meeting invitation letter the board of directors also provides opportunities for shareholders to ask questions or express additional opinions, The Board of Directors attended the meeting in unison and was ready to answer questions on every issue for shareholders which is considered appropriate and sufficient
3. The Company's Board of Directors has considered that the electronic conferencing system that the Company has chosen to use. It is a standard system certified for efficiency and safety according to the standards of the Electronic Transactions Development Agency or ETDA (Electronic Transactions Development Agency), Ministry of Digital Economy and Society and the company chooses to use services from an expert company It is reliable and has experience in organizing online general shareholder meetings for various listed companies for more than 10 years, there are many large listed company clients that this company provides services to.

In addition, the Company's Board of Directors has also considered and evaluated expenses and personnel required if a hybrid meeting is arranged, it was found that the company's meeting expenses would double both from holding an online meeting and from having to rent a place, prepare food, snacks, personnel, documents required to hold a face-to-face meeting (physical) compared to organizing a meeting in just one form or another in the future, if the Board of Directors determines that in that general meeting of shareholders there is an important agenda and it is appropriate and necessary to open up ideas, suggestions and questions from

shareholders to explain and clarify the origin of the item transparency and auditability of the items The Board of Directors may consider holding a general meeting of shareholders at that time in the form of a physical meeting only more than just organizing hybrid meetings (Hybrid)

Assistant Company Secretary / MC he asked the meeting if any shareholders would like to express their opinions or inquire about any additional issues when there were no shareholders with additional questions Assistant Company Secretary / MC therefore invited Mr. Paisit Kaenchan, Chairman of the Board of Directors / Chairman of the Audit Committee / Independent Director Closing speech of the 2024 annual shareholder meeting

Mr. Paisit Kaenchan Chairman of the Board / Chairman of the Audit Committee / Independent Director thanks to all shareholders and honorable persons who sacrificed their time to attend this meeting and closed the Annual General Meeting of Shareholders for the year 2024

**The meeting was closed at 03:50 p.m.**

Yours sincerely  
Eureka Design Public Company Limited

- (Signature) -

(Mr. Paisit Kaenchan)  
Chairman of the Board / Chairman of the Meeting

(Mr. Piyapot Kaewjamlong)  
Company Secretary  
meeting recorder