



Rhom Bho Property Public Company Limited

444-444/1 Pracha Uthit Road, Huaykwang Sub District, Huaykwang District, Bangkok. Tel. 02 1036444, Fax 02 1032444

Minutes of 2026 Annual General Meeting of Shareholders

Rhom Bho Property Public Company Limited

Monday, 20 April 2026

Directors present at the meeting

- | | |
|---------------------------------|--|
| 1. Mr. Ronnachit Mahattanapreut | Chairman of the Board of Directors / Independent Director / Chairman of the Audit Committee / Chairman of Corporate Governance Committee |
| 2. Mr. Sunpasiri Sunpa-A-Sa | Independent Director / Audit Committee / Chairman of the Risk Management Committee |
| 3. Mr. Chakaphat Naskan | Independent Director / Audit Committee / Chairman of Nomination and Remuneration Committee / Corporate Governance Committee |
| 4. Mr. Weerapan Wipanpong | Director / Chairman of Executive Committee / Corporate Governance and Sustainability Committee / Nomination and Remuneration Committee |
| 5. Mr. Kriengsak Hiamto | Director / Risk Management Committee / Executive Committee |
| 6. Mr. Nuthapon Luckkanalawan | Director / Risk Management Committee / Executive Committee |
| 7. Mr. Darong Hutajuta | Director / Chief Executive Officer / Nomination and Remuneration Committee / Executive Committee |
| 8. Mr. Wut Vipanpong | Director |
| 9. Mr. Supote Wannarote | Director |

Therefore, the directors attending the meeting today were 9 persons from a total of 9 persons or equivalent to 100 percent.

Attendees Executives

- | | |
|--------------------------|---|
| 1. Mr. Sutinun Theparruk | Chief of Accounting & Financial Officer |
|--------------------------|---|

Auditor from EY Office Limited

1. Ms. Sineenart Jirachaikhuanphan
2. Ms. Sassathorn Tingsaphat



Legal Consultant From MSC International Law Office Company Limited

1. Ms. Nattaya Tantirangsi Partner
2. Mr. Kantinan Buraphacheep Associate
3. Mr. Chawit Khiewtai Associate

Shareholder Rights Protection Volunteer Representative from the Thai Investors Association

Miss Poonsri Kancharoenkunwong

The meeting commenced at 2:00 p.m.

Mr. Ronnachit Mahattanapreut, the Chairman of the Board of Directors, acted as the chairman of the meeting (the "Chairman") and delegated Miss. Buabucha Punnanant (the "Moderator") to serve as the meeting moderator for this meeting. The Chairman delegated the Moderator to present details and information to the Meeting. The Moderator informed the Meeting that the 2026 Annual General Meeting of Shareholders (the "Meeting") is being conducted solely via electronic means (E-Meeting), In accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020), including other applicable laws and regulations. At the Company's head office meeting room no. 444-444/1 Pracha Uthit Road, Huaykwang Sub District, Huaykwang District, Bangkok

The meeting system was managed and controlled by Quidlab Co., Ltd., which has completed a self-assessment in compliance with the requirements of the Electronic Transactions Development Agency (ETDA), in accordance with the criteria prescribed under the laws governing electronic meetings.

The meeting moderator introduced the Company's directors and executives attending the meeting to the participants. The moderator also introduced the auditors from EY Office Limited and the legal advisor from MSC International Law Office Co., Ltd., who acted as inspectors of the voting process for this meeting.

As of the record date for determining the shareholders entitled to attend the 2026 Annual General Meeting of Shareholders (Record Date) on 6 March 2026, the Company has a registered capital of Baht 430,130,589, a paid-up capital of Baht 391,027,808.50, and a par value of Baht 0.50 per share.

The Annual General Meeting of Shareholders was attended in person by 17 shareholders, representing a total of 12,471,790 shares, and by 74 proxy holders representing shareholders, accounting for a total of 579,277,450 shares. In total, 91 participants attended the meeting, representing 591,749,240 shares, equivalent to 75.6659% of the Company's issued and paid-up shares. A quorum was thus duly constituted in accordance with the law and the Company's Articles of Association.

The Company has invited and notified the shareholders of the details of today's Meeting through three channels as follows:

1. The Company delivered the notice of the Meeting in the form of a QR Code to all shareholders by post.
2. The Company published the notice of the Meeting in a newspaper.
3. The Company has posted the details of the Meeting on the Company's website.

The Company has complied with good corporate governance practices regarding the equitable treatment of shareholders by publishing the notice of the shareholders' meeting, together with supporting documents, on the Company's website in advance of the Meeting since 20 March 2026. The Meeting will proceed in accordance with the agenda specified in the notice of the Meeting, and no additional agenda items will be proposed for consideration, in order to ensure that the Meeting is conducted in line with good corporate governance principles.

The Company provided shareholders with the opportunity to propose meeting agenda items, nominate candidates for directorship, and submit questions in advance regarding this Meeting to the Company via mail or email to the Company Secretary from 1 October 2025 to 31 December 2025. It appeared that no shareholders proposed any agenda items or nominated any candidates for directorship, and no advance questions were submitted to the Company within the specified period.

In addition, the Company has utilized the e-Proxy Voting system provided by Thailand Securities Depository Co., Ltd. (TSD) to facilitate shareholders who are unable to attend the meeting and vote in person. This service provides an additional channel for shareholders to exercise their voting rights, while also helping to reduce paper usage and greenhouse gas emissions. The procedures are set out in Enclosure 5, which was delivered together with the meeting invitation.

The Moderator informed the participants that they can view the Meeting and the voting results for each agenda item via the meeting system provided by Quidlab Co., Ltd. If any participant experiences technical difficulties in using the system, they may contact for assistance at 080-008-7616.

Subsequently, the Moderator explained to the Meeting the meeting procedures, voting procedures, methods of voting, and the criteria for approval of each agenda item, with the details as follows:

- The Meeting will proceed by presenting each agenda item individually.
- After each agenda item has been presented, there will be a Q&A session. Shareholders or proxy holders who have any questions or wish to express their opinions on matters related to that agenda item may do so.



Questions may be submitted via two methods as follows:

- Submitting questions by typing a message

Participants may type their questions to the Company via the menu on the left-hand side.

Please select the “Question” menu, type your message, and then click “Send.”

- Asking questions via live audio (voice communication)

1. On the menu bar at the bottom, select the “Raise Hand” icon and wait for the Company to grant permission.
2. When your name is called, please turn on your microphone and ask your question. If you are unable to speak via the microphone within 1 minute, please submit your question via the chat (text) channel so that the staff can read your question on your behalf.
3. After finishing your question, please turn off your microphone.

Before asking any questions, please kindly state your full name and indicate whether you are attending the Meeting in person as a shareholder or as a proxy, for the purpose of ensuring accurate and complete minutes of the Meeting.

The Company reserves the right to answer only questions related to the agenda item being presented. Questions relating to other agenda items will be addressed under the respective agenda. If a question is not related to any agenda item presented at this Meeting, shareholders are requested to raise such questions or comments under other matters. A period of approximately 1 minute will be allowed for submitting questions. If no questions are submitted within 1 minute after the presentation of each agenda item, it will be deemed that there are no questions, and the Meeting will proceed accordingly.

Casting of votes

Voting will be conducted through the E-Voting system. Each participant may cast votes in accordance with the number of shares they hold or have been granted by proxy. In counting the votes, each shareholder shall have one vote per share.

The Company will allocate a period of 1 minute for voting. After the 1-minute period has elapsed, the votes will be processed. The procedures for electronic voting (E-Voting) are as follows:

1. As this Meeting is conducted via electronic means, no physical voting ballots will be provided to the participants.
2. To cast your vote, please go to the first toolbar on the left and select the “check mark” icon to vote on each agenda item. Once your vote has been submitted, a pop-up notification will appear confirming that your vote has been successfully recorded.



3. You may view the voting results by selecting the second toolbar on the left, "Voting Results." The voting results will be displayed only after the respective agenda item has been closed.

Counting of votes

1. For voting, participants may choose only one option: approve, disapprove, or abstain; split voting is not permitted. Once the voting period for each agenda item has ended, votes cannot be changed. If a participant does not cast any vote, the system will deem such vote as an approval.
2. In the event that no participant votes against or abstains on any agenda item, the resolution shall be deemed unanimously approved by the Meeting.
3. For shareholders who have submitted proxy forms and cast their votes in advance, the Company has duly collected and recorded their votes in the system in accordance with their instructions.
4. In counting the votes, the Company will verify the documents submitted to the Company together with the votes cast by shareholders through the E-Voting system during the voting period for each agenda item.
5. The Company will inform shareholders of the voting requirements for each agenda item prior to each resolution. For this Meeting, the vote counting criteria are categorized into three types as follows:
 - 1) Agenda Items 2, 3, 6, and 8 require approval by a majority vote of the shareholders who attend the meeting and cast their votes, excluding abstentions from the vote count.
 - 2) Agenda Item 7 requires approval by no less than two-thirds of the total votes of the shareholders attending the meeting, with abstentions counted as part of the base for the vote count.
 - 3) Agenda Items 4 and 5 require approval by no less than three-fourths of the total votes of the shareholders attending the meeting and casting their votes, with abstentions counted as part of the base for the vote count.

The procedures and practices as outlined above will ensure that the Meeting is conducted efficiently, transparently, and accurately, in accordance with the Company's Articles of Association, as well as the rules, regulations, and recommendations of the Securities and Exchange Commission.

The Company will record video and audio throughout the entire Annual General Meeting of Shareholders.

The meeting moderator asked the meeting whether any shareholders or proxies had questions regarding the meeting procedures and the voting and vote-counting process as described above. As no shareholders or proxies raised any objections or disagreements with such procedures, the meeting was deemed to have approved the said meeting procedures and vote-counting process.

Today's meeting consists of a total of 9 agenda items, as previously notified in the Notice of Meeting that was sent to shareholders, as follows:

Agenda 1. To consider and acknowledge the Company's operating results for the year 2025

Agenda 2. To consider and approve the Financial Statements for the fiscal year ended
31 December 2025

Agenda 3. To consider and approve the allocation of profits and approve the dividend payment for the Company's operating results for the accounting period ending on December 31, 2025

Agenda 4. To consider and approve the extension of the validity period of the allocation of newly issued ordinary shares under the General Mandate to a private placement

Agenda 5. To consider and approve the change of the Company's registered head office address and the amendment Clause 5 of the Company's Memorandum of Association to be consistent with the change of the registered head office address

Agenda 6. To consider and approve the election of directors to replace those whose terms have expired

Agenda 7. To consider and approve the directors' remuneration for the year 2026

Agenda 8. To consider the appointment of the auditor and determine the audit fee for the year 2026

Agenda 9. To consider other matters (if any)

The meeting then commenced to consider the matters according to the agenda items specified in the Notice of Meeting.

Agenda 1. To consider and acknowledge the Company's operating results for the year 2025.

The Chairman assigned Mr. Sutinun Theparruk, Chief Accounting and Finance Officer ("Mr. Sutinun"), to report the Company's operating results for the year 2025 to the meeting.

Mr. Sutinun reported to the meeting that the Company had a total of 15 real estate development projects during the period 2023–2025, with a combined project value of approximately Baht 45,000 million. In 2023, the Company launched 2 new projects; in 2024, 5 new projects were launched; and in 2025, 8 new projects were launched, exceeding the planned targets. Most of the projects remained focused on residential condominium developments, covering areas such as Nai Yang Beach, Bang Tao Beach, Kamala Beach, and Kata Beach.



In addition, the Company has expanded its investment into the hotel business, including the VOCO Bang-Tao hotel project, which is currently under construction and is expected to commence operations in late 2027. The Company also has another hotel project located in the Nai Yang Beach area, reflecting its efforts to further diversify its investment portfolio.

In 2025, the Company expanded its project development into low-rise residential properties, specifically single-detached houses, with a total of 2 projects. These include The Title Villa Estella Naiyang, comprising 27 units, which has already been fully sold out, and Villa Kirara. This expansion reflects the Company's efforts to further diversify its product offerings.

The Company's operating results for the period 2023–2025 have shown continuous growth, in line with the progressive completion of its various projects. The details are as follows:

In 2023, the Company recorded revenue of Baht 438 million from a project located in the Rawai Beach area.

In 2024, the Company generated revenue from the Halo project located in the Bang Tao Beach area, with a project value of approximately Baht 1,500 million. The Company recognized revenue of Baht 1,251 million and reported a profit of Baht 91 million.

For 2025, the Company completed The Title Legendary Bang-Tao project, with a total project value of approximately Baht 4,000 million. The Company recognized sales revenue of Baht 2,913 million and other income of Baht 70 million, resulting in total revenue of Baht 2,983 million. The cost of sales amounted to Baht 1,340 million, generating a gross profit of Baht 1,574 million, or a gross profit margin (GP) of 54%, which was higher than that of the Halo project. This improvement in gross profit margin was attributable to the Company's effective cost management. As a result, the Company reported a net profit of Baht 591 million, representing a net profit margin of 20%.

As of 31 December 2025, the Company had a total backlog of Baht 18,058 million, comprising Baht 7,807 million expected to be recognized as revenue in 2026, while the remaining Baht 10,251 million will be gradually recognized during 2027–2028.

For the revenue recognition plan in 2026, the Company expects to complete and gradually begin recognizing revenue from 4 projects, with a combined project value of approximately Baht 11,700 million. The details are as follows:

- The Serenity Naiyang project has been completed and has begun gradual revenue recognition since the end of the first quarter of 2026.
- The Heritage Bang-Tao project is expected to begin gradual revenue recognition in the second quarter of 2026.
- The Title Villa Estella Naiyang project is expected to begin gradual revenue recognition in the third quarter of 2026.

- The Title Cielo Rawai project is expected to begin gradual revenue recognition in the third quarter of 2026.

The Company's revenue recognition plan for the period 2026–2028 is aligned with the progressive completion of its projects. The Company has launched a total of 5 projects, with revenue to be recognized over time as follows: In 2026, revenue will be recognized from 4 projects, with an approximate value of Baht 6,000 million. In 2027, revenue will be recognized from 6 projects, with an approximate value of Baht 7,000–9,000 million. In 2028, revenue will be recognized from 3 projects.

In 2026, the Company plans to launch a total of 6 new projects, with a combined project value of approximately Baht 10,100 million. To date, the Company has already launched 3 new projects, namely Biancanna Surin Beach, The Title Vivana Kamala Beach, and Casa de Monte Kho Kaew.

Subsequently, Mr. Sutinun further reported to the meeting that, in addition to the operating results presented, the Company has implemented anti-corruption measures. The Company has established an anti-fraud and anti-corruption policy, as well as strict operational guidelines in various areas that may pose corruption risks. It has also put in place a whistleblowing policy to enable stakeholders to conveniently report any suspicions or incidents of corruption. These policies have been disclosed to stakeholders on the Company's website. The Company is currently in the process of considering and preparing for participation in anti-corruption initiatives with relevant organizations in the future.

The foregoing presentation provides a summary explanation of the changes in the Company's financial performance figures, as well as the significant positive and negative factors affecting the Company. Full details are set out in the "Management Discussion and Analysis (MD&A)" section of the 2025 Form 56-1 One Report, which has been delivered to shareholders together with the meeting invitation. If any shareholders have questions, they may submit them during the Q&A session following the presentation. Shareholders may also review further details of the MD&A and the One Report on the websites of the Stock Exchange of Thailand or the Company under the Investor Relations section.

The Chairman of the Meeting inquired whether any shareholders or proxy holders had questions or comments on this matter. The participants who raised questions or expressed their opinions are as follows:

Ms. Poonsri Kanjaroenkulwong, a volunteer shareholder rights protector and proxy holder from the Thai Investors Association, raised four questions as follows:

1. The Company generates nearly 100% of its revenue from real estate sales. What strategies does the Company have in place, and how does it manage risks in the face of intense competition in this industry?

Mr. Sutinan responded that the Company's primary revenue currently comes from real estate development for sale. However, the Company has plans to diversify its revenue sources in the future by expanding into businesses that generate recurring income, including the hotel business, restaurant business, community mall business, and businesses related to foreign customers.

2. What are the Company's competitive advantages compared to its competitors?

Mr. Sutinan responded that the Company's competitive advantage stems from its foreign customer base, with most sales conducted through agents. The Company has a network of more than 400 agents, enabling it to effectively reach its target customers.

3. How many years of revenue visibility does the Company's backlog provide?

Mr. Sutinan responded that as of 31 December 2025, the Company had a backlog of approximately Baht 18,000 million, which can be gradually recognized as revenue over at least the next three years.

4. Has the Company set an appropriate target for its debt-to-equity (D/E) ratio, given that it has been increasing continuously and reached 7.06 times in 2025?

Mr. Sutinan responded that the Company's debt-to-equity (D/E) ratio stands at 7.06 times, primarily due to advance payments from customers amounting to approximately Baht 10,000 million, most of which are received from foreign customers. The customer payment structure is divided into four installments: 25% upon contract signing, 25% upon completion of the foundation, 25% upon completion of the roof structure, and the final 25% prior to ownership transfer. However, excluding such advance payments, the interest-bearing debt-to-equity ratio (IBD/E) would be approximately 1.5 times. In the future, as projects are progressively completed and more revenue is recognized, the Company's equity will increase, which will in turn lead to a reduction in the D/E ratio.

As no shareholders or proxies raised any questions or expressed opinions, and as this agenda item was for acknowledgment, the moderator concluded that the meeting acknowledged the Company's operating results for the year 2025.

Agenda 2. To consider and approve the Financial Statements for the fiscal year ended 31 December 2025

The Chairman assigned the meeting facilitator to present the information for this agenda item. The facilitator proposed that the meeting consider and approve the Company's consolidated financial statements for the year ended December 31, 2025, which had been audited and certified by Ms. Sineenart Jirachaikeunkhan, the auditor from EY Office Limited. The financial statements had

also been reviewed by the Audit Committee and the Board of Directors. The details are set out in Enclosure 1, which has been delivered to shareholders together with this meeting invitation. The key points are summarized as follows:

Unit: Million Baht

Transactions from the consolidated financial Statements	December 31,2025	December 31,2024	Change (%) Increase (Decrease)
Total Assets	16,825.38	8,852.63	90.06%
Total Liabilities	14,737.75	7,715.17	91.02%
Shareholders' equity	2,087.63	1,137.46	83.53%
Total Revenues	2,983.31	1,287.30	131.75%
Profit (loss) before income tax	762.69	121.47	527.88%
Net profit (loss)	588.34	91.23	544.92%
part belonging to the Company	591.09	91.23	547.91%
Net profit (loss) per share (baht/share)	0.76	0.12	532.77%

The Board of Directors, therefore, proposed that the shareholders' meeting consider and approve the Company's consolidated financial statements for the year ended December 31, 2025.

The moderator asked whether any shareholders or proxies wished to raise questions or express their opinions on this matter. The following questions and comments were then raised:

Ms. Poonsri Kanjaroenkulwong, a volunteer shareholder rights protector and proxy holder from the Thai Investors Association, asked about the Company's cash management policy, noting that in 2025 the Group recorded negative cash flows from operating activities amounting to Baht 937.09 million.

Mr. Sutinan responded that the Company manages its cash flow through long-term planning. The negative cash flow from operating activities was primarily due to the Company's continuous investment in real estate development projects. Most of the cash received from customers is utilized for project construction, as well as for land acquisitions to support future developments, resulting in negative operating cash flow. However, once the Company is able to secure land in line with its planned targets, operating cash flow is expected to return to a positive position.

As no shareholders or proxies raised any questions or expressed opinions, the moderator requested the meeting to consider and vote on this agenda item. The moderator also informed the meeting that this agenda requires approval by a majority vote of the total votes of shareholders present and casting their votes.

Resolution of the Meeting The meeting approved the annual financial statements of the Company ended on 31 December 2025. A resolution was passed by a majority of the shareholders who attended the Meeting and cast their votes with the following voting results:

Approved	597,612,236	Votes	Equivalent to	100%
Disapproved	0	Votes	Equivalent to	0
Abstained	0	Votes	Equivalent to	0

Agenda 3. To consider and approve the allocation of profits and approve the dividend payment for the Company's operating results for the accounting period ending on December 31, 2025.

The Chairman assigned the meeting moderator to present the details of this agenda item to the meeting. The meeting moderator then informed the meeting of the following details:

In accordance with Section 115 in conjunction with Section 116 of the Public Limited Companies Act and the Company's Articles of Association, the Company is required to pay dividends only from profits. Furthermore, the Company must allocate part of its annual net profit as a reserve fund at a rate of not less than five percent (5%) of the annual net profit, deducted by the accumulated losses brought forward (if any), until the reserve fund reaches not less than ten percent (10%) of the registered capital, unless the Company's Articles of Association or other applicable laws require a higher reserve.

The Company has established a dividend policy to pay dividends to shareholders at a rate of not less than 40% of net profit based on the consolidated financial statements, after deduction of corporate income tax and all statutory reserves, subject to the Company's operating results in each year.

1. In this regard, the Company proposes to allocate a statutory reserve of Baht 5,899,059, representing 0.90% of the net profit for the year, resulting in a total accumulated statutory reserve of Baht 43,013,059, equivalent to 10% of the registered capital.

2. Based on the Company's operating results for the year 2025, the Company reported a net profit of Baht 591,089,395 according to the consolidated financial statements. It is therefore deemed appropriate to propose the payment of dividends for the year 2025 at the rate of Baht 0.40 per share, or in an amount not exceeding Baht 312,822,247, to be paid in cash. This represents 52.92% of the net profit based on the consolidated financial statements, which is in line with the Company's dividend policy.

Comparison of Dividend Payments in the Previous Year		
Details of Dividend Payment	2026 (Year Proposed)	2025
1. Net Profit (Million Baht)	591.09	91.23
2. Net Profit (Baht/Share)	0.76	0.12
3. Dividend Paid per Share (Baht/Share)	0.40	0.05
3.1 Interim Dividend	-	-
3.2 Remaining Dividend	-	-
Total Dividend Paid per Share (Baht/ Share)	0.40	0.05
4. Dividend Payout Ratio (%)	52.92	42.86

The Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the allocation of a statutory reserve in the amount of Baht 5,899,059, representing 0.90% of the net profit for the year, and the payment of dividends for the operating results of 2025 from the net profit under the consolidated financial statements at the rate of Baht 0.40 per share, for a total of 782,055,617 shares, amounting to not more than Baht 312,822,247. The Record Date to determine the shareholders entitled to receive the dividend is set for April 28, 2026, and the dividend payment date is scheduled for May 15, 2026. The entire dividend will be paid in cash and subject to withholding tax at the rate prescribed by law.

The meeting moderator asked whether any shareholders or proxies had any questions or comments on this matter. The following questions and comments were raised by the participants:

Miss Poonsri Kancharoenkunwong, a shareholder rights protection volunteer and proxy from the Thai Investors Association, inquired about the Company's long-term dividend policy, noting that this year marks the second consecutive year in which shareholders have received dividends, following a period during 2021–2024 when no dividends were paid.

Mr. Sutinun responded that the Company has established a dividend policy to pay dividends to shareholders at a rate of not less than 40% of net profit based on the consolidated financial statements, subject to the Company's operating results in each year. During the period 2021–2024, the Company did not pay dividends as it was necessary to reserve cash to mitigate the impacts of the COVID-19 pandemic. However, the Company resumed dividend payments in 2025 and has continued in 2026, as it has deemed such payments appropriate.



As no shareholders or proxies raised any questions or comments, the meeting moderator requested the meeting to consider and vote on this agenda item and informed the meeting that this agenda item requires approval by a majority vote of the total votes of shareholders present at the meeting and casting their votes

Resolution of the Meeting The meeting considered and resolved to approve the allocation of profits and the dividend payment for the Company's operating results for the fiscal year ended December 31, 2025, as proposed, by a majority vote of the total votes of shareholders present at the meeting and casting their votes. The voting results were as follows:

Approved	597,612,236	Votes	Equivalent to	100%
Disapproved	0	Votes	Equivalent to	0
Abstained	0	Votes	Equivalent to	0

Agenda 4. To consider and approve the extension of the validity period of the allocation of newly issued ordinary shares under the General Mandate to a private placement.

The Chairman assigned the meeting moderator to present the details of this agenda item to the meeting. The meeting moderator then informed the meeting of the following details:

In order to comply with the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Disclosure of Information and Other Acts in respect of Capital Increase of Listed Companies B.E. 2563 (2020), Clause 3, which defines a capital increase under a General Mandate as a capital increase of a listed company whereby prior approval is obtained from the shareholders' meeting and the Board of Directors is authorized to determine the objectives of issuance and allocation of newly issued shares, including fixing the offering price, date and time of offering, and other relevant conditions as appropriate, and Clause 5 (4), which requires that the allocation of newly issued shares under a General Mandate must be completed by the date of the next Annual General Meeting of Shareholders or by the date required by law for holding such Annual General Meeting of Shareholders, whichever is earlier.

In this regard, the Annual General Meeting of Shareholders for the year 2025 resolved to approve the allocation of newly issued ordinary shares under a General Mandate for offering to a private placement in an amount not exceeding 78,205,561 shares, with a par value of 0.50 Baht per share (or equivalent to 10 percent of the Company's paid-up capital as of the Board of Directors' Meeting No. 1/2025 held on February 19, 2025). To date, the Company has not yet allocated such newly issued ordinary shares. The Board of Directors' Meeting No. 2/2026, held on February 18, 2026, therefore resolved to approve the extension of the validity period of the allocation of newly issued ordinary shares under the General Mandate in an amount not exceeding 78,205,561 shares, with a par value of 0.50 Baht per share (representing 10 percent of the Company's paid-up capital as of

the Board of Directors' Meeting No. 1/2025 held on February 19, 2025 and as of the Board of Directors' Meeting No. 2/2026 held on February 18, 2026), for offering to a private placement as previously approved by the Annual General Meeting of Shareholders for the year 2025. The offering must not be an offering of shares at a low price in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Approval for offering of newly-issued ordinary shares through Private Placement (including any amendments) (“**Notification No. TorJor. 28/2565**”). The determination of the offering price must be for the best interest of the Company and its shareholders as a whole and must not be lower than one of the following prices: (a) the weighted average price of shares in the Stock Exchange of Thailand for the past 7 consecutive business days but not more than 15 consecutive business days prior to the date of the offering price and a discount of not more than 10 percent of the above price may be determined or (b) the price determined through a process that allows investors to express their intention to purchase the Company's newly issued shares at the desired price level (Book Building), surveyed by the securities company; (according to the rules prescribed in the Notification No. TorJor. 28/2565). The details are shown in the Enclosure 2: Capital Increase Report Form (F53-4).

The Board of Directors has resolved to propose to the Annual General Meeting of Shareholders for the year 2026 to consider and approve the extension of the validity period of the allocation of newly issued ordinary shares under the General Mandate in an amount not exceeding 78,205,561 shares, with a par value of 0.50 Baht per share (or equivalent to 10 percent of the Company's paid-up capital as of the Board of Directors' Meeting No. 1/2025 held on February 19, 2025 and as of the Board of Directors' Meeting No. 2/2026 held on February 18, 2026) for offering to a private placement as approved by the Annual General Meeting of Shareholders for the year 2025, and to authorize the Board of Directors to determine the details relating to such issuance and allocation.

The meeting moderator asked whether any shareholders or proxies had any questions or comments on this matter.

As no shareholders or proxies raised any questions or comments, the meeting moderator requested the meeting to consider and vote on this agenda item and informed the meeting that this agenda item requires approval by not less than three-fourths (3/4) of the total votes of shareholders present at the meeting and entitled to vote.

Resolution of the Meeting The meeting considered and resolved to approve the extension of the period for the allocation of the Company's newly issued ordinary shares under a general mandate for offering to specific investors (Private Placement) as proposed, by not less than three-fourths (3/4) of the total votes of shareholders present at the meeting and entitled to vote. The voting results were as follows:



Approved	597,612,053	Votes	Equivalent to	100%
Disapproved	183	Votes	Equivalent to	0
Abstained	0	Votes	Equivalent to	0

Agenda 5. To consider and approve the change of the Company’s registered head office address and the amendment Clause 5 of the Company’s Memorandum of Association to be consistent with the change of the registered head office address

The Chairman assigned the meeting moderator to present the details of this agenda item to the meeting. The meeting moderator then informed the meeting of the following details:

In order to comply with Section 31 of the Public Limited Companies Act, which requires that any amendment to the Company’s Memorandum of Association must be approved by a resolution of the shareholders’ meeting, and for the purpose of enhancing operational convenience and consolidating the Company and its subsidiaries within the same province, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the relocation of the Company’s head office, with the details as follows:

Current Address 444-444/1 Pracha Uthit Road, Huai Khwang
Sub-district, Huai Khwang District, Bangkok

New Address 234 Moo 5, Sakhu Sub-district, Thalang District,
Phuket Province

In this regard, as the relocation of the Company’s head office will be to a different province, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval of the amendment to Clause 5 of the Company’s Memorandum of Association, in order to align with the change of the Company’s head office location. The Board of Directors shall also authorize the person(s) designated by the Board to register such amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to have the authority to amend or revise the wording as required by the Registrar, as follows:

“Clause 5. The Company’s head office shall be located in Phuket Province.”

The Board of Directors has resolved to propose to the Annual General Meeting of Shareholders for the year 2026 to consider and approve the change of the Company’s registered head office address and the amendment Clause 5 of the Company’s Memorandum of Association to be consistent with the change of the registered head office address.

The meeting moderator asked whether any shareholders or proxies had any questions or comments on this matter.

As no shareholders or proxies raised any questions or comments, the meeting moderator requested the meeting to consider and vote on this agenda item and informed the meeting that this agenda item requires approval by not less than three-fourths (3/4) of the total votes of shareholders present at the meeting and entitled to vote.

Resolution of the Meeting The Meeting approved the change of the Company’s registered head office address and the amendment Clause 5 of the Company’s Memorandum of Association to be consistent with the change of the registered head office address. A resolution was passed by not less than three-fourths (3/4) of the total of number of votes of the shareholders attending the Meeting and entitled to vote with the following voting results:

Approved	597,612,236	Votes	Equivalent to	100%
Disapproved	0	Votes	Equivalent to	0
Abstained	0	Votes	Equivalent to	0

Agenda 6. To consider and approve the election of directors to replace those whose terms have expired.

Before commencing this agenda item and in order to comply with good corporate governance practices, the Company invited the three directors Mr.Darong Hutajuta, Mr.Wut Viphanphong, and Mr.Supote Wannarote to temporarily leave the meeting. The mentioned directors then temporarily exited the meeting accordingly.

The Chairman assigned the moderator to present the details of this agenda item to the Meeting. The moderator then informed the Meeting of the details as follows:

To comply with the Public Limited Companies Act B.E. 2535 (1992), Section 71, and the Company’s Articles of Association, Clauses 16 and 33, it is stipulated that at every Annual General Meeting of Shareholders (AGM), one-third (1/3) of the directors must retire from office. If the number of directors cannot be exactly divided into three parts, the number closest to one-third shall retire. For the first and second years after the registration as a public limited company, the directors to retire shall be determined by drawing lots. In subsequent years, the directors who have been in office the longest shall retire. The retiring directors are eligible for re-election.

The Nomination and Remuneration Committee is responsible for selecting individuals who possess the necessary knowledge, capabilities, and experience that would be of maximum benefit to the Company, and who meet all the qualifications required to serve as directors of the Company in accordance with the Public Limited Companies Act B.E. 2535 (1992) (including any

amendments thereto), the Securities and Exchange Act B.E. 2535 (1992) (including any amendments thereto), announcements of the Securities and Exchange Commission, and related notifications of the Capital Market Supervisory Board. The committee shall propose qualified candidates to the Board of Directors for approval in replacing directors whose terms have expired, and subsequently submit the nominations to the shareholders' meeting for further approval.

At the Annual General Meeting of Shareholders for the year 2026, a total of three directors are due to retire by rotation, as follows:

- | | |
|------------------------|--|
| 1. Mr.Darong Hutajuta | Director/Nomination and Remuneration Committee/
Executive Committee |
| 2. Mr.Wut Viphanphong | Director |
| 3. Mr.Supote Wannarote | Director |

The Company provided shareholders with the opportunity to nominate individuals for election as directors in advance of the 2026 Annual General Meeting of Shareholders, during the period from October 1, 2025, to December 31, 2025, via the Company's website. However, no shareholders submitted any nominations for consideration.

The Board of Directors has therefore conducted the director nomination process in accordance with the prescribed criteria, taking into careful consideration suitability, qualifications, educational background, experience, skills, professional expertise, as well as the overall composition of the Board, including past performance and effectiveness in their roles as directors. The Board is of the opinion that the three directors who are due to retire by rotation possess all the qualifications required under the relevant regulations and are suitable for the Company's business operations.

The Board of Directors and the Nomination and Remuneration Committee therefore deem it appropriate to propose the re-election of the three directors who are due to retire by rotation to serve another term. Details regarding their profiles, educational background, work experience, shareholding in the Company, and directorships in other companies are set out in the documents delivered to shareholders together with this meeting invitation.

The meeting moderator asked whether any shareholders or proxies had any questions or comments on this matter.

As no shareholders or proxy holders raised any questions or comments, the meeting facilitator requested the meeting to proceed with voting on this agenda item. It was further announced to the meeting that approval of this agenda requires a majority vote of the shareholders present at the meeting and entitled to vote.

Resolution of the Meeting The meeting considered and resolved to reappoint Mr.Darong Hutajuta, Mr.Wut Viphanphong, and Mr.Supote Wannarote for another term, with the majority of the total votes of the shareholders who attended the meeting and cast their votes. The voting results were as follows:

1. Mr.Darong Hutajuta

Approved	597,612,236	Votes	Equivalent to	100%
Disapproved	0	Votes	Equivalent to	0
Abstained	0	Votes	Equivalent to	0

2. Mr.Wut Viphanphong

Approved	597,612,236	Votes	Equivalent to	100%
Disapproved	0	Votes	Equivalent to	0
Abstained	0	Votes	Equivalent to	0

3. Mr.Supote Wannarote

Approved	597,612,236	Votes	Equivalent to	100
Disapproved	0	Votes	Equivalent to	0
Abstained	0	Votes	Equivalent to	0

Agenda 7. To consider and approve the directors' remuneration for the year 2026.

The Chairman assigned the moderator to present the details of this agenda item to the Meeting, and the moderator informed the Meeting of the details as follows:

In compliance with Section 90 of the Public Limited Companies Act B.E. 2535 (1992) and Article 17 of the Company's Articles of Association, it is stipulated that directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses, or other benefits as approved by the shareholders' meeting. Such approval must be passed by no less than two-thirds of the total votes of the shareholders present at the meeting. The remuneration may be determined as a fixed amount or established according to certain criteria, and it may either apply on a case-by-case basis or continue in effect until amended by a resolution of a future shareholders' meeting. Additionally, directors are entitled to receive per diem allowances and other benefits in accordance with the Company's regulations. This provision does not affect the rights of any Company employees or staff members who are elected as directors to continue receiving remuneration and benefits in their capacity as employees or staff of the Company.

The Nomination and Remuneration Committee has carefully and thoroughly considered the remuneration of the Board of Directors and its sub-committees, taking into account the appropriateness in relation to the nature and size of the business, alignment with industry peers, as well as the Company's business expansion and profit growth. The Committee also considered the duties and responsibilities of each position. The Committee is of the opinion that it is appropriate to propose to the shareholders' meeting to consider and approve the directors' remuneration for the year 2026 for the Board of Directors, the Audit Committee, the Risk Management Committee, and the Nomination and Remuneration Committee. The proposed remuneration includes directors' fees, meeting allowances, annual bonuses, and non-monetary benefits, with a total limit not exceeding Baht 3.5 million per year. The details are as follows:

1. Monetary Compensation :

Unit : Baht

Remuneration for the Board and Sub-Committee	2026 (proposed year)			2025		
	Monthly compensation	Meeting allowance	Annual bonus	Monthly compensation	Meeting allowance	Annual bonus
1. Board of Directors						
• Chairman of the Board	35,000	25,000	Based on the company's performance, within the total annual limit.	20,000	20,000	Based on the company's performance, within the total annual limit.
• Non-executive Director	20,000	17,000		17,000	15,000	
• Executive Director	-	-	-	-	-	-
2. Audit Committee						
• Chairman of the Audit Committee	-	17,000	-	-	15,000	-
• Audit Committee Member	-	12,000	-	-	10,000	-
3. Other sub-committees (Risk Management Committee / Nomination and Remuneration Committee / Corporate Governance and Sustainability Committee)						
• Chairman of the Subcommittee	-	15,000	-	-	15,000	-
• Non-executive Subcommittee Member	-	10,000	-	-	10,000	-

Remuneration for the Board and Sub-Committee	2026 (proposed year)			2025		
	Monthly compensation	Meeting allowance	Annual bonus	Monthly compensation	Meeting allowance	Annual bonus
<ul style="list-style-type: none"> Executive Subcommittee Member 	-	-	-	-	-	-

2. Non-monetary compensation or other benefits:

Board of Directors	2026 (proposed year)	2025
<ul style="list-style-type: none"> Chairman of the Board 	Group Health Insurance Plan 3	Group Health Insurance Plan 3
<ul style="list-style-type: none"> Non-executive Director 		
<ul style="list-style-type: none"> Executive Director 	-	-

The Board of Directors therefore deems it appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval of the directors' remuneration for the year 2026.

The meeting moderator asked whether any shareholders or proxies had any questions or comments on this matter. The following questions and comments were raised by the participants:

Miss Poonsri Kancharoenkunwong, a shareholder rights protection volunteer and proxy from the Thai Investors Association, inquired about the criteria for increasing the monthly remuneration and meeting allowances, which have significantly increased from the previous year. For example, the Chairman's monthly remuneration increased by 75%, and the meeting allowance increased by 25%.

Mr. Sutinun responded that the adjustment of directors' remuneration is intended to align with and be comparable to market levels within the same industry. Historically, the Company has not continuously adjusted directors' remuneration, and this is the first adjustment made in 2025. In this regard, the Company referenced the directors' remuneration survey conducted by the Thai Institute of Directors (IOD) within the same industry to support its consideration. The relatively high percentage increase is due to the fact that the Company's previous base level of directors' remuneration was relatively low.

As no shareholders or proxy holders raised any questions or comments, the meeting facilitator requested the meeting to proceed with voting on this agenda item. It was further announced that the approval of this agenda requires an affirmative vote of not less than two-thirds (2/3) of the total votes of the shareholders present at the meeting and entitled to vote.

Resolution of the Meeting The meeting approved the determination of directors' remuneration for the year 2026. A resolution was passed by not less than two-thirds (2/3) of the total of number of votes of the shareholders who attended the Meeting with the following voting results:

Approved	597,612,055	Votes	Equivalent to	100%
Disapproved	181	Votes	Equivalent to	0
Abstained	0	Votes	Equivalent to	0

Agenda 8. To consider the appointment of the auditor and determine the audit fee for the year 2026.

The Chairman assigned the meeting moderator to present the details of this agenda item to the meeting. The meeting moderator then informed the meeting of the following details:

To comply with Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 33 of the Company's Articles of Association, the Annual General Meeting of Shareholders is required to consider and approve the appointment of the Company's auditor and the determination of the annual audit fee. The reappointment of the existing auditor is permitted. In addition, under the Notification of the Capital Market Supervisory Board, listed companies are required to rotate their auditors if the same auditor has reviewed, audited, and expressed opinions on the Company's financial statements for a total of seven fiscal years, whether consecutively or not. The Company may reappoint such auditor only after a lapse of at least five consecutive fiscal years.

The Audit Committee has considered and selected the auditors for the year 2026, taking into account their independence as well as their experience and capabilities. The Audit Committee therefore proposed that the Board of Directors consider submitting to the Shareholders' Meeting for approval the appointment of auditors from EY Office Limited as the Company's auditors for the year 2026, being their third year of appointment, totaling three persons as follows:

Name of Auditor	Certified Public Accountant License No.	Number of years the auditor has signed to certify the company's financial statements.
Ms. Sineenart Jirachaikhuan Khan	6287	2 Year (2024-2025)
Mrs. Poonnard Paucharoen	5238	-
Mrs. Wilai Sunthornwanee	7356	-

In the event that the said auditor is unable to perform his/her duties, EY Office Limited shall arrange for another certified public accountant from its firm to perform the audit and express an



opinion on the Company's financial statements in place of the said auditor. This also includes the approval to authorize the Board of Directors to approve the remuneration of auditors of the Company's subsidiaries, associates, and any joint ventures to be established in 2026.

The proposed audit fee for the year 2026 is Baht 2,205,000, which is higher than the audit fee for the year 2025 of Baht 1,950,000. Such audit fee is comparable to those of other companies in the same industry.

As of the date of the Board of Directors' consideration, the Company has a total of 16 subsidiaries and 2 joint ventures. EY Office Limited, which serves as the Company's auditor, will also be appointed as the auditor for these entities. The audit firm does not hold any shares in the Company, has no relationship with the Company, and has no interest in the Company, its subsidiaries, executives, major shareholders, or related persons. In addition, the firm does not provide any advisory services to the Company. Therefore, it is independent in performing the audit and expressing an opinion on the Company's financial statements.

In this regard, it is noted that none of the aforementioned auditors has performed audit duties for more than seven years. In addition, the proposed appointment of the auditors and the determination of the Company's audit fee for the year 2026 have been carefully reviewed and considered by the Audit Committee.

The Board of Directors therefore deems it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the appointment of auditors from EY Office Limited as the Company's auditors for the year 2026, with the audit fee set at Baht 2,205,000.

The meeting moderator asked whether any shareholders or proxies had any questions or comments on this matter.

As no shareholders or proxy holders raised any questions or comments, the meeting facilitator requested the meeting to proceed with voting on this agenda item. It was further announced that the approval of this agenda requires a majority vote of the total votes of the shareholders present at the meeting and entitled to vote.

Resolution of the Meeting The meeting considered and resolved to approve the appointment of the auditor and the determination of the auditor's remuneration for the year 2026 as proposed, with the majority of the total votes of the shareholders who attended the meeting and cast their votes. The voting results were as follows:

Approved	597,612,236	Votes	Equivalent to	100%
Disapproved	0	Votes	Equivalent to	0
Abstained	0	Votes	Equivalent to	0

Agenda 9. To consider other matters (if any).

The Chairman assigned the meeting moderator to present the details of this agenda item to the meeting. The meeting moderator informed the meeting that there were no additional matters for consideration other than those already presented. The meeting moderator then asked whether any shareholders or proxies had any questions or comments on this agenda item. The following questions and comments were raised by the participants:

Mr. Sarawut Piyaarayanun, a shareholder, raised two questions as follows:

1. How has the conflict in Iran affected presales, both at the onset of the conflict, during its progression, and now that it appears to be nearing an end?

Mr. Sutinun responded that the Company has been closely monitoring the international conflict situation. The Company's presales are primarily derived from foreign customers through online channels. In this regard, as a result of the said situation, the Company has seen an increase in customers from the European region, which is its main customer base, as well as additional customers from the Asian and Middle Eastern regions. However, the increase in customers from these regions is not at a material level.

2. Why does the Company need to request an increase in capital, even though it receives deposits from customers in advance? The Company's cash flow should be sufficient and it should not need to raise additional funds for new project development.

Mr. Sutinun responded that the Company's request for capital increase approval is a regular annual process undertaken as a financial tool to support future investment opportunities. The Company may utilize such capital increase as a funding source. The current request is an extension of the previously approved authorization, and in the past year the Company did not proceed with the allocation of the newly issued ordinary shares under such approval.

Mr. Kriengkrai Thanasirikun, a shareholder, raised six questions as follows:

1. What IRR percentage has been set for the hotel project?

Mr. Sutinun responded that it is not less than 12–15%.

2. How does the Company manage costs for each project in light of the impact from the war, and does it affect the gross profit margin?

Mr. Sutinun responded that, in terms of cost management, the Company has assessed the trend of construction material prices, which may increase. Accordingly, the Company has entered into advance purchase agreements at fixed prices for key materials such as steel and aluminum. The impact on the gross profit margin is expected to be approximately 2–3%. However, the Company has been managing this impact by reducing costs in other controllable areas to mitigate the overall effect.

3. How does instability in the Middle East affect customers' decision-making?

Mr. Sutinun responded that, based on the Company's current presales data, there has been no impact from the said situation. The newly launched projects continue to receive a positive response from both customers and sales agents.

4. By what percentage have presales improved after the war?

Mr. Sutinun responded that, when comparing presales at the end of the high season with the previous year, which recorded presales of approximately Baht 8,000 million, the Company has achieved higher presales in the current year compared to the previous year and above the set target.

5. Does the Company have plans to develop projects outside Phuket?

Mr. Sutinun responded that the Company's current projects are primarily located in Phuket. However, if suitable investment opportunities arise in the future, the Company may consider exploring expansion into other provinces such as Krabi, Phang Nga, and Samui.

6. What is the proportion of the Company's customers between end-users and investors?

Mr. Sutinun responded that the majority of the Company's customers are foreign nationals purchasing for residential purposes.

Mr. Khatathep Panichamnuaysuk, a shareholder, inquired as follows: what percentage of cost increases are attributed to construction materials and labor costs; how much of the backlog is already locked in at original cost; and whether the prices of upcoming projects have been adjusted upward, and by approximately how much?

Mr. Sutinun responded that the Company considers each project individually. For projects that have already been launched for sale, construction contractors have been engaged and construction costs have already been fixed; therefore, there is no impact on these projects. For new projects currently under sales, the Company manages construction material costs by procuring materials in advance or entering into fixed-price purchase agreements where feasible. However, there may be an impact on costs of approximately 1–3%, or the Company may consider adjusting selling prices for future projects as appropriate.

Mr. Patipat Supina, a shareholder, inquired about the Company's presales performance following the war?

Mr. Sutinun responded that presales have been in line with the planned targets. In the current year, the Company has launched three new projects, one of which is the Biancanna project, which currently has a presales rate of 60%.

Ms. Poonsri Kanjaroenkulwong, a Volunteer for the Protection of Shareholders' Rights and a proxy from the Thai Investors Association, raised two questions as follows:

1. What areas does the Company's Jump⁺ project cover? What is the Company's revenue growth target, and what strategies will be implemented?

Mr. Sutinan stated that the Company announced the project plan on Friday, 17 April 2026, and it is available for viewing replay on the website of the Stock Exchange of Thailand. The project plan consists of three key areas: a three-year revenue plan with an annual growth target of approximately 13–14%, a Corporate Governance plan, and a Climate Change plan.

2. She proposed that the Chairman consider organizing the AGM in a hybrid format, both physical and online, to facilitate more convenient and transparent communication between shareholders, the management, and the Board of Directors. This would also be in line with the cooperation letter issued by the Securities and Exchange Commission dated 19 March 2025.

Mr. Sutinan stated that the Company will take the proposal into consideration in the following year.

As no further matters were proposed for consideration and no additional questions were raised, the Chairman stated that the questions from shareholders may reflect concerns regarding the impact of international conflicts on the Company's performance. Nevertheless, the Company has continued to operate effectively and deliver strong results. In summary of Mr. Sutinan's clarification, the Company's main customer base consists of foreign clients. Although the purchasing power of Thai customers has slowed due to rising household debt, the Company has strong business partners, sales agents, as well as a capable management team and staff. The Company is able to manage costs efficiently, and it offers distinctive products located in high-potential areas. Based on its operating performance in 2025, the Company achieved revenue growth of 131.75% and profit growth of 544.92%. In addition, the Company has a backlog sufficient to support revenue recognition for at least the next three years.



Regarding quarterly cash flow matters, the Audit Committee and the Board of Directors have closely supervised and monitored the situation. They have conducted inquiries and periodically reviewed cash flow projections over a three-year period prior to approving land investments. Therefore, shareholders can be assured that the Board of Directors and the management will perform their duties with prudence, integrity, and a focus on creating long-term sustainability and value for the Company. The Chairman then expressed appreciation to all stakeholders and shareholders, and declared the meeting closed at 4:00 p.m.

Yours faithfully,

Rhom Bho Property Public Company Limited

-Ronnachit Mahattanapreut-

(Mr. Ronnachit Mahattanapreut)
Chairman of the Board of Directors