



Amata Corporation PCL.

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Notice to the Annual General Meeting of Shareholders for the year 2025

Amata Corporation Public Company Limited

CS/25/10

March 31, 2025

To : Shareholders

Subject : Invitation to attend the Annual General Meeting of Shareholders for the year 2025
(Electronic Meeting)

Attachments :

1. Annual Report for the year 2024 (56-1 One Report)
2. Curricula Vitae of the Nominated Persons to be Directors in Replacement of those who are Retired by Rotation and Curricula Vitae of the Nominated Persons to be Additional Directors
3. Company's Articles of Association relating to the General Meeting of Shareholders
4. Rules and Documents Required for Electronic Meeting of Shareholders (E-AGM) Proxy Granting, E-AGM Registration, and Voting
5. Acceptance Form for Attending the Meeting via Electronic Media
6. Names of Independent Directors that shareholders can grant proxy
7. Proxy Form
8. Form for requesting a hard copy of Annual Report for the year 2024 (56-1 One Report)
9. Personal Data Protection Policy for Annual General Meeting of Shareholders

On February 27, 2025, the Board of Directors of Amata Corporation Public Company Limited (the "Company") has passed a resolution to call the Annual General Meeting of Shareholders for the year 2025 to be held on **Wednesday, April 30, 2025 at 14:00 hrs.** as an Electronic Meeting in accordance with the Emergency Decree on Electronic Media Conferences B.E. 2563 (2020) and other applicable laws and regulations, to consider the matters according to the agenda together with the Board's opinions as follows :

Agenda Item 1 To Acknowledge the Company's Annual Report and the Board of Director's Report for 2024.

Preamble : The summary of the Company's performance and major changes during the year of 2024 are contained in the Annual Report (56-1 One Report) for the year 2024 as attached to this Notice in the Attachment No. 1.

Board of Directors' opinion : The Board agrees and recommends the Meeting acknowledge the Company's Annual Report (56-1 One Report) for the year 2024 reporting on the Company's performance and major changes during the year 2024.

Required votes for resolution : This agenda item is only for acknowledgement. Therefore, no voting is required.

Agenda Item 2 To Consider and Approve the Company's Financial Statements for the Year ended December 31, 2024.

Preamble : In compliance with Public Limited Company Act B.E. 2535 (1992), the Company shall prepare financial statements at the end of the Company's fiscal year which were audited and certified by the Company's auditor and ready for shareholders' approval.

Board of Directors' opinion : The Board agrees and recommends to adopt the financial statements for the year ended December 31, 2024, as duly audited and certified by the auditor of EY Office Limited and reviewed by the Company's Audit Committee. Summary of the Company's financial status and operating performance during the year 2024 is as follows:

The Statements of Financial Position and the Income Statements

	Unit : Million Baht	
	Consolidated	Company Only
Total Assets	64,940.91	32,063.87
Total Liabilities	36,852.79	20,081.03
Total Shareholders' Equity	28,088.12	11,982.84
Total Revenues	14,900.59	2,833.52
Profit Attributable to Equity		
Holders of the Company	2,482.90	1,234.10
Earnings per Share (Baht)	2.16	1.07

The Company's Annual Report for the year 2024 includes the specifics referenced above, which can be found in the Attachment No. 1.

Required votes for resolution : This agenda item must be approved with a majority of the total votes of the shareholders attending the meeting and casting their votes.

Agenda Item 3 To Consider and Approve the Distribution of a Dividend from the Operating Performance from January 1 to December 31, 2024.

Preamble : The Company has established a policy regarding dividend payments, outlining the distribution of dividends, to pay dividends to its shareholders at the rate of not less than 40 percent of net profits calculated from the consolidated financial statements after deducting taxes and allocating various types of reserves as required by laws and designated by the Company per each year, as well as its obligations under the

terms and conditions of financial agreements (if any). Such payable dividends are required not to exceed the retained earnings from the Company's consolidated financial statements. The aforementioned dividend payment may vary from the specific rate, subject to certain circumstances: operating performance, cash flow, financial liquidity, financial position, investment plan, the Company's working capital reserves, conditions and restrictions as specified in the financial agreements, economic conditions, industrial estate business' market conditions, legal requirements, as well as other necessities and future economic optimality.

Board of Directors' opinion : The Board recommends the Meeting to consider and approve the distribution of dividends for the year 2024 at 0.80 Baht per share, totaling an amount of approximately 920.00 million Baht, or 37.05% of the net profit for the year on profit attributable to equity holders of the Company in compliance with the Company's dividend payment policy. This includes 0.25 Baht per share of an interim dividend paid from retained earnings from Non BOI promoted activities on September 13, 2024. The final payment of dividend shall be paid from operating performance from January 1 to December 31, 2024 according to consolidated financial statements at the rate of 0.55 Baht per share, totaling approximately 632.50 million Baht, from Non BOI promoted activities.

Comparison of dividend payment for year 2024 with that of 2023:-

<u>Details of Dividend Payment</u>	Consolidated Financial Statements	
	<u>2024</u>	<u>2023</u>
Profit attributable to		
Equity holders of the Company (Million Baht)	2,482.90	1,884.76
Shares (Million Shares)	1,150.00	1,150.00
Dividend (Baht/Share)	0.80	0.65
- Interim Dividend (Baht/Share)	0.25	0.25
- Final Dividend from Net Profit (Baht/Share)	0.55	0.40
Total Dividend approximately (Million Baht)	920.00	747.50
Proportion of Dividend from net profit on separate financial statements	-	-
Proportion of Dividend from net profit on consolidated financial statements	37.05%	39.66%

The dividend payment rate for the year 2024 aligns with the Company's dividend payment policy.

Required votes for resolution : This agenda item must be approved with a majority of the total votes of the shareholders attending the meeting and casting their votes.

Agenda Item 4 To Consider and Elect Directors Replacing those who Retired by Rotation and to Consider the Director's Authorization

Preamble : In compliance with the Public Limited Company Act, and Article 18 of the Company's Articles of Association, one-third of the Directors must retire from the office by rotation at the Annual General Meeting of Shareholders. Three Directors who are retired by rotation in this Meeting are Mr. Vikrom Kromadit, Mr. Noppun Muangkote and Mr. Anucha Sihanatkathakul.

The Board, after consideration, agrees with nominating guideline recommended by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee resolved to propose the Board of Directors to re-elect the 3 retiring Directors as Directors of the Company for another term. Mr. Vikrom Kromadit, who is an expert in the industrial estate business, Mr. Noppun Muangkote, who is a legal expert and Mr. Anucha Sihanatkathakul, who is an expert in accounting and finance. It is thus recommended that all three retiring directors be re-elected to serve as directors of the Company for another term.

The Company gave the minority shareholder an opportunity to propose the agenda and to propose the qualified nominee to be appointed as the Director of the Company from December 1, 2024 to December 31, 2024. However, no agenda nor nominee was proposed by the shareholders.

Board of Directors' opinion: The Board of Directors and the Nomination and Remuneration Committee, excluding the Directors having special interest, has extensively discussed and carefully considered the nomination of Directors and taken into consideration the qualifications of nominees: being knowledgeable with business expertise from various occupations, having a leadership qualification,

being visionary, being a moral and ethical person, being transparent and having clean work record, both nominating directors having capable of expressing opinions independently, having suitable qualifications in accordance with concerned regulations and having well performed duties as Directors, in case of former Directors. The Board of Directors agrees with the Nomination and Remuneration Committee to propose the Meeting following:

Re-election of the 3 retiring Directors as Directors of the Company for another term, comprising Mr. Vikrom Kromadit, Mr. Noppun Muangkote and Mr. Anucha Sihanatkathakul.

The above mentioned two Directors do not hold any Director nor Executive position in other organizations that could cause a conflict of interest or complete with the Company. The Board of Directors has considered and holds the view that (1) Mr. Vikrom Kromadit, (2) Mr. Noppun Muangkote and (3) Mr. Anucha Sihanatkathakul are qualified in accordance with related regulations and also share their valuable experience, knowledge and expertise, which is beneficial to the Company's strategy and operation, according to the Sustainable Development model.

The curricula vitae of the nominated persons, their number of shares held in the Company, their position as Director or Executive in the listed company and other businesses including information about their relations, that needs to be disclosed, are shown in Attachment No. 2.

Required votes for resolution : This agenda item must be approved with a majority of the total votes of the shareholders attending the meeting and casting their votes.

Agenda Item 5 **To Consider and Approve the Remuneration for the Company's Directors for year 2025.**

Preamble: According to Article 16 of the Company's Articles of Association, the remuneration and bonus to be paid to Directors will be determined by the shareholders.

Board of Directors' opinion: The Board has considered that the Directors' remuneration shall be determined from the performance of the Company and the duties and responsibilities of each committee member. The Board proposes that this Shareholders' Meeting fix the remunerations having the same criteria as the previous year, except for the annual remuneration of directors, which has been increased by 10 percent from 2024.

Remunerations to all Committees of the Company for the year 2025

1. Remuneration for the Board of Directors

1.1 monthly compensation payable to

	2025	2024
Chairman	42,000 Baht/month	42,000 Baht/month
Vice Chairman	30,000 Baht/month	30,000 Baht/month
Other Board members	24,000 Baht/month	24,000 Baht/month

1.2 meeting allowance payable per meeting to

	2025	2024
Chairman	61,000 Baht/meeting	61,000 Baht/meeting
Vice Chairman	48,000 Baht/meeting	48,000 Baht/meeting
Other Board members	36,000 Baht/meeting	36,000 Baht/meeting

1.3 The Director's annual bonus ratio is 1.20% of dividend, equivalent to the last year's ratio.

The bonus will be paid in lump sum and the Directors will allocate the amount among themselves.

1.4 Other special benefits

2025 None

2024 None

2. Meeting allowance to the Audit Committee payable per meeting to

	2025	2024
Chairman	61,000 Baht/meeting	61,000 Baht/meeting
Other committee members	36,000 Baht/meeting	36,000 Baht/meeting

3. Meeting allowance to the Nomination and Remuneration Committee payable per meeting to

	2025	2024
Chairman	61,000 Baht/meeting	61,000 Baht/meeting
Other committee members	36,000 Baht/meeting	36,000 Baht/meeting

4. Meeting allowance to the Corporate Governance and Sustainability Development Committee payable per meeting to

	2025	2024
Chairman	61,000 Baht/meeting	61,000 Baht/meeting
Other committee members	36,000 Baht/meeting	36,000 Baht/meeting

5. Meeting allowance to the Risk Management Committee payable per meeting to

	2025	2024
Chairman	61,000 Baht/meeting	61,000 Baht/meeting
Other committee members	36,000 Baht/meeting	36,000 Baht/meeting

Remark: Only Chairman and Members of Risk Management Committee, appointed from persons who are not in charged about corporate risks, are eligible for the meeting allowance.

The maximum remunerations for directors shall not exceed Baht 20,000,000.- (Twenty Million Baht only), representing a growth of 10 percent compared to such annual remuneration in 2024.

The Company's Annual Report for the year 2024 includes the specifics details of Directors' remuneration and scope of their responsibilities, which can be found on page 194-201 and 209-210 of Annual Report for the year 2024 in the Attachment No. 1.

Required votes for resolution : This agenda item must be approved with the votes of not less than two-thirds of the total votes of the shareholders attending the meeting.

Agenda Item 6 To Consider and Approve the Appointment of the Company's Auditor and the Remuneration for the Year 2025.

Preamble : To comply with the requirements of the Securities and Exchange Commission regarding the requirement for listed companies to rotate the auditors who sign to certify the financial statements every 7 fiscal years, the Audit Committee has selected Mr. Boonlert Kamolchanokkul (C.P.A. Registration No. 5339) or Mr. Krit Chatchavalwong (C.P.A. Registration No. 5016) or Ms. Nopanuch Apichatsatien (C.P.A. Registration No. 5266) of Pricewaterhousecoopers Abas Ltd., as the Auditor of the Company and its subsidiaries in Thailand for 2025 based on their strong work standards, expertise in auditing, independence in carrying out their responsibilities, and the proposal to reduce audit fees by 9% from that of 2024. Therefore, in 2025, the Audit Committee is of the opinion that the above auditors and the new audit firm will be the auditors of the Company and its subsidiaries in Thailand.

In the case that the aforementioned auditors are unable to perform their duties, Pricewaterhousecoopers Abas Ltd. shall have the authority to appoint any of its auditors to be the auditor of the Company.

In addition, the Audit Committee has also selected PwC (Vietnam) Limited, a sister company with Pricewaterhousecoopers Abas Ltd. in Thailand, to be the Auditor for the subsidiaries in Vietnam.

Board of Directors' opinion : The Board agrees with the Audit Committee to select Pricewaterhousecoopers Abas Ltd. as the auditing firm and recommends the Meeting to approve the appointment of the auditors and auditor fees as follows:

- 1) Appoint Mr. Boonlert Kamolchanokkul (C.P.A. Registration No. 5339) or Mr. Krit Chatchavalwong (C.P.A. Registration No. 5016) or Ms. Nopanuch Apichatsatien (C.P.A. Registration No. 5266) of Pricewaterhousecoopers Abas Ltd. as the auditors of the Company for the year 2025. The auditors have qualifications that comply with the guidelines of the Securities and Exchange Commission.

In the case that the aforementioned auditors are unable to perform their duties, Pricewaterhousecoopers Abas Ltd. shall have the authority to appoint any of its auditors to be the auditor of the Company.

- 2) Approve the auditor fee for the Company's Financial Statements for the year 2025 of 2,130,000 Baht, representing the reduction of the auditor fee for the year 2024 of 220,000 Baht, equivalent to 9%, and without any non-audit fee.

The proposed auditing firm has no relationship or conflict of interest with the Company, the Management of the Company, major Shareholders, or related persons of the said persons. The Board will supervise all subsidiaries, which has PwC (Vietnam) Limited as their auditor, to have their financial statements on time.

The Board also proposes the Meeting to acknowledge all of PWC's auditor fees for 2025: auditor fee for the Company of 2,130,000 Baht and auditor fee for 10 subsidiaries in Thailand of 5,590,000 Baht. Therefore, the total amount of the auditor fees for the Company and the 10 subsidiaries in Thailand is 7,720,000 Baht. The fees are only for Audit Service, without any non-audit fee as the same as in 2024. Further details regarding the last year's auditor fees are shown on page 204 of the Annual Report for the year 2024 in the Attachment No.1

Required votes for resolution : This agenda item must be approved with a majority of the total votes of the shareholders attending the meeting and casting their votes.

Agenda Item 7 Other Businesses (if any)

All Shareholders are cordially invited to attend the Annual General Meeting of Shareholders via Electronic Media (E-AGM) to be held on Wednesday, April 30, 2025 at 14:00 hrs. The shareholders are required to submit documents or evidence showing their shareholder status or showing the proxy of the shareholders who is entitled to attend the meeting as specified in the attached documents to the Company in advance by April 23, 2025. Once the Company has examined the names of shareholders according to the information as of the date of specifying the names of persons entitled to attend the meeting (Record Date), the E-AGM service provider will send the link for joining the meeting together with the access manual to the email addresses that the shareholders have notified the Company two (2) business days prior to the meeting date.

Any shareholder wishing to appoint another person or independent director to attend the meeting instead, please find the information on how to authorize a proxy from the Attachment No. 4, involving filling in and signing in the attached proxy form as in the Attachment No. 7. Alternatively, the shareholders can download the Proxy Form A, Form B, or Form C (Form C is intended only for foreign investors who give the authorization to the custodian in Thailand to keep and safeguard their shares) from <https://www.amata.com>. Please kindly select and utilize only one specified type. Should you opt to assign a proxy to an independent director, please be advised that the Company has independent directors who do not possess special interests for each and every agenda item presented in this Meeting that is eligible for proxy voting, further information can be found in the Attachment No. 6. Your cooperation in submitting the proxy form to the Company no later than Wednesday, April 23, 2025 is greatly appreciated.

Yours faithfully,



(Mr. Manachai Kaoprapan)

COMPANY SECRETARY

By Order of the Board of Directors