

The Minutes of the Shareholders' Annual General Meeting (AGM) No. 63rd
of
Asia Hotel Public Company Limited (PCL)

The meeting was held on 11 April 2025 at King Petch Room, Asia Hotel, situated at No. 296 Phayathai Road, Thanonpetchaburi sub-district, Rajathevee district, Bangkok, it had 65 shareholders and 33 proxies attended altogether 98 persons accounted for 238,020,375 shares or 74.38 percent (on the date of closing the share registry on 14 March 2025. The Company had a total of 945 shareholders holding a total of 320,000,000 shares) and achieved the quorum according to its regulation. In this meeting it also had the 11 Board members (11/13 members or 84.62 %) and the participating attendee altogether 20 persons as follows:

1. Mr. Surapol	Techaruvichit	Executive Director, Chief Executive Officer
2. Mr. Surapong	Techaruvichit	Executive Director, Managing Director
3. Mrs. Pornpun	Tanariyakul	Executive Director, Deputy Managing Director and Nomination and Remuneration Member
4. Mrs. Oyetip	Hayrabut	Executive Director, Deputy Managing Director
5. Mr. Polpat	Techaruvichit	Director
6. Miss Patcha	Techaruvichit	Director
7. Mrs. Ruchukorn	Siriyodhin	Independent Director, Audit Committee Chairman
8. Dr. Chotima	Puasiri	Independent Director, Audit Committee Member
9. Miss Kesarin	Pupiphathirunkul	Independent Director Audit Committee Member
10. Gen. Chanchai	Yossundara	Independent Director, Nomination and Remuneration Chairman
11. Mr. Dusit	Senapoopitak	Independent Director, Audit Committee Member and Nomination and Remuneration Member
12. Mr. Thana	Vongsangnak	Internal Auditor
13. Miss Somsri	Tangtatpongsathorn	Finance and Accounting Manager
14. Miss Panita	Chotesaengmaneeekul	Auditor of ANS Audit Co., Ltd.
15. Miss Hongyok	Vimolchart	Representative of ANS Audit Co., Ltd.
16. Miss Pornpinun	Sanchatjatekul	Representative of ANS Audit Co., Ltd.
17. Miss Manfa	Yomrum	Representative of ANS Audit Co., Ltd.
18. Mr. Krisadang	Nutcharus	Legal Advisor
19. Miss Sudaratana	Wisnuwatanakit	Company Secretary
20. Mr. Patcharapol	Techaruvichit	Asst. Business Development Manager

In this regard, Mr. Surapol Techaruvichit Executive Director, Chief Executive Officer as Chairman the meeting opened at 2:00 p.m. after that the Chairman introduced all the directors who attended the meeting (The two committee members who were absent from the meeting are Mrs. Suvimol Techaruvichit and Mr. Chee Yong Soh) and the auditor, and Mr. Kritsadang Nutjarus, legal advisor who was witness clear and transparent for voting in the meeting.

After that, Mr. Surapol Techaruvichit, Chairman the meeting assigned Miss Sudaratana Wisnuwatanakit, Company Secretary, explained the method of voting by counting the votes in each item for the meeting to acknowledge as follows:

1. Each shareholder has the right to vote equals to the number of his held shares by counting one share is equal to one vote.

2. For Authorization of shareholders, the counting depends on the letter of proxy whether to agree, disagree or abstention. If the letter of proxy is determined to be no vote, an authority will be up to the proxy who has been given the right for all respects.

3. As for the counting of the votes to be convenient and quick, in each vote if no one disagreed with the Board of Directors' proposal or suspension of voting, it is considered that resolution is unanimous. However, if there is disagreement or suspension on any voting on an item, the shareholders can comment in the ballots, which given to the attendees at the time of registration, and please submit the ballots to the officials to tally the votes and deduct them from the votes of the entire attendees.

4. Counting the votes according to the item designated in the annual general meeting (AGM) for 2025 was classified into three types are:

4.1 The item that has to pass the resolution by the majority vote of the attending and voting shareholders are items 1, 3, 5, and 7. The company shall calculate the voting base of the shareholders who have agreed, disagreed and invalid ballots only, excluding the abstention.

4.2 The item that has to pass the meeting resolution by a minimum vote of two-thirds (2/3) of the total attending and eligible votes such as the item No. 6. The company shall calculate the voting base of the shareholders who have agreed, disagreed, invalid ballots and the abstention.

4.3 The item that has to pass the meeting resolution by a minimum vote of three-fourths (3/4) of the total attending and eligible votes such as the item No. 8. The company shall calculate the voting base of the shareholders who company shall calculate the voting base of the shareholders who have agreed, disagreed, invalid ballots and the abstention

5. If shareholder has already joined the meeting and wish to leave, please send the ballot which signed and voted to the company's officer.

6. If any shareholders wish to inquire or comment please notify your name and surname to the Chair first for correct recording.

However, in the items 2, it is an agenda for acknowledgement so no voting, and especially in the item 5 is for election of the rotated directors, to comply with the good governance principle shall elect the directors individually. When no shareholders objected to the voting method or proposed otherwise the Chairman agreed to the voting of each item as mentioned above. Then he started the consideration according to the agenda as follows:

Agenda 1 **To approve the Minutes of the Annual General Meeting of Shareholders No. 62 held on April 11, 2024**

Fact and Reasons: The Annual General Meeting of Shareholders No.62 was held on April 11, 2024 and the Minutes of such Meeting were submitted to the Stock Exchange of Thailand within 14 days according to the requirement and a copy of the said minutes is attached as Enclosure No.1

Board of Directors' Opinion: The Board agrees that the Minutes of the Annual General Meeting of Shareholders have correctly been stated and recommends the approval of the said Minutes.

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attending the meeting

The chairman presents the minutes of the 62nd AGM held on 11 April 2024 and being sent to the shareholders for consideration in advance with the invitation on the meeting appointment for approval.

None of shareholders request for any adjustment or revisions.

In this agenda, more shareholders and proxies joined the meeting which is 107 people, 238,090,398 votes. The meeting considered and resolved to approve the 62nd AGM as proposed by the Board.

By the following votes:

	Votes	Percentage
Approval	238,090,398	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Total	238,090,398	100.0000
Abstinent	0	-

Agenda 2 **To acknowledge the Company's Annual Report for the year 2024**

Fact and Reasons: The operating results of the Company for the year 2024 appeared in the 2024 Annual Report (One Report). (Enclosure No. 2)

Board of Directors' Opinion: The shareholders' meeting should approve the Company's Annual Report for year 2024.

Voting: This agenda is not required. This is a report to the shareholders.

Mr. Surapol Techaruvichit, the Chief Executive Officer and Chair of the Meeting, reported on the company's operations to the meeting. Mr. Surapol presented the company's performance during the year 2024 since the last meeting, to update the shareholders on the progress of the Asia Hotel Group. A slide presentation was also provided to support the report, as follows:

1. Due to the earthquake that occurred on March 28, 2025, the Company would like to report to the meeting that the Company and its subsidiaries operating the Asia Hotel Group - including Asia Hotel Ratchathewi, Asia Pattaya Hotel, Asia Airport Hotel Rangsit, Asia Cha-am Hotel, and Zeer Rangsit Shopping Center, all of which are high-rise buildings - have undergone thorough structural inspections by professional structural engineers the day following the incident. The inspections revealed that none of the properties sustained structural damage from the earthquake, as all buildings are structurally sound. Only minor cosmetic damage, such as cracked tiles and chipped plaster, was found, with relatively low repair costs. Furthermore, the Company has insured all properties against earthquake-related damages, with coverage amounts sufficient to cover the incurred damages. In addition to the Company's routine annual structural inspections, government agencies—including the Bangkok Metropolitan Administration and the Ministry of Interior—requested cooperation from business operators to inspect all buildings. Certification notices stating "This building is safe for normal use" have been posted at the entrances of all buildings, clearly visible to the public, confirming that the premises are safe for entry.
2. A report on the renovation of the Asia Hotel Bangkok during 2023–2024, with a total budget of 180 million baht, was presented. This included the renovation of the first-floor lobby with a budget of 120 million baht, as well as upgrades to the Rio and Amber restaurants, which are now open for service. Additionally, the banquet rooms on the third floor were renovated with a budget of 60 million baht. Photos of the facilities before and after renovation were shown.

For 2025, the Company has renovated the first-floor area adjacent to Soi Phaya Nak into a rental space for retail shops and restaurants. Currently, the following stores are open: Fish Monger and Monty's. Upcoming tenants include Ramen Ozawa, The Chopsticks, and a 7-Eleven, expected to open in May 2025. Rental income from the first-floor space is expected to average approximately 1,000 baht per square meter.

Moreover, on the fourth floor of the hotel building, the Company reached an agreement with the tenant "Let's Relax." The Company invested 8–9 million baht for interior design and installed an elevator connecting the first and fourth floors. Revenue will be shared from the massage and spa business, which is anticipated to be well received. On the second floor, in the connecting area to the BTS, the common corridor and banquet rooms—Prakaipetch and Pathumwan, which have been in service for many years—will be refurbished to enhance their appearance.

Following this, the revenue of Asia Hotel Bangkok was presented, mainly derived from room bookings. The report included a quarterly breakdown of room rates from 2024 to early 2025, which have steadily increased, along with additional revenue from the restaurants and banquet facilities following the hotel's interior upgrades.

3. A progress report was given on the sales performance of Sunny Beach House, which opened in early 2024 and has since received a positive response, generating approximately 2 million baht in monthly revenue. In addition, the beachfront area near Sunny Beach House has been developed into "Sunny Market," a pop-up market featuring around 80 vendor stalls selling food and goods. Each stall is rented at 1,500 baht per day and is operated during various festivals and holiday periods, attracting both international and Thai tourists—particularly from countries like Russia during the peak travel season at year-end. The market has also been well-received. When organizing each Sunny Market event, the company takes into account the specific nationalities of incoming tourists to tailor offerings accordingly.

Next, the sales strategy of Asia Pattaya Hotel was presented, covering the period from before the COVID-19 pandemic to the present. A comparison of revenues from 2019 to 2024 showed a decline during the COVID-affected years of 2020–2022, followed by a gradual recovery in 2023 and into 2024. The increased revenue has been largely driven by the success of Sunny Beach sales. Furthermore, guest rooms have been renovated to a more modern and appealing standard. The hotel is also in the process of completely replacing its water piping system—both supply and drainage—which has been in use for over 40 years. This infrastructure upgrade is aimed at supporting future customer demand and enhancing revenue potential.

4. A report was presented on the renovation of 82 guest rooms at Asia Airport Hotel Rangsit, which has now been completed with a renovation budget of 35 million baht. The hotel's piping system remains in good condition and does not currently require replacement. The Company also plans to gradually renovate the remaining rooms. Due to its strategic location at the gateway to Bangkok and its proximity to Don Mueang Airport, the hotel is easily accessible. Most guests are participants in seminars organized by government agencies or insurance companies with branches in various provinces. The hotel features a large conference hall that can accommodate up to 2,000 people.

Following the COVID-19 period, the hotel has shifted its sales strategy to attract private clients for event hosting. One example of this is the "Miss Thailand Pathum Thani" beauty pageant, which was held at the hotel as part of its promotional efforts.

5. A report was given on the Quality Inn Long Beach Hotel in California, USA, stating that the hotel was not affected by the recent wildfire incident. This is because the hotel is located a considerable distance away from the fire zone—approximately 30 to 40 minutes by car.

6. A report was presented on the operations and activities of Zeer Rangsit Shopping Center, summarized as follows:

- **The Hub:** An agreement was reached to lease a third-floor space to Rangsit Medical Hospital to serve Social Security patients, with a daily volume of approximately 500 patients and a total of around 1,200 people (including accompanying persons and staff) using the 1,000-square-meter space daily. As a result, other retailers have expressed interest in opening nearby stores, with new shops scheduled to open in June 2025.
 - **Food Town Renovation:** The food court located in the lower basement level of Zeer Rangsit has been fully renovated and is now fully operational, complementing the existing IT center.
 - **New Major Tenant in 2024:** A major tenant has signed an agreement to lease approximately 6,000 square meters across the third and fourth floors at a rental rate of 200 baht per square meter. The space will be developed into an amulet center, featuring both retail shops and vendor tables, resulting in increased rental revenue.
 - **Activity Zone for Students:** A new area has been designated for hosting activities for elementary and lower secondary school students, including a robot competition arena called "ROBOT REALM" (robotics and technology games), a repair center, and various public sector events.
- Mr. Sittichoke Boonvanich**, a shareholder proposed that a smaller-scale practice arena be set up ahead of the actual robot competition events. It was also suggested that the competition arena be named according to seasonal themes to help promote increased usage of the space and enhance marketing efforts.

Additionally, Zeer Rangsit Shopping Center has adjusted its sales strategy by temporarily reducing rental rates for certain shops to help tenants remain operational during the current economic conditions. On the second floor, "The Hub" has been developed into a Handy Hobby zone—featuring handmade crafts and repair tools—as well as an Outdoor Camping section, which sells camping gear currently in high demand.

Following this, Mr. Surapol Techaruvichit concluded the operations report of the Company Group for the shareholders' acknowledgment.

No further questions were raised by the shareholders.

The meeting therefore acknowledged the Company's performance for the past year, 2024.

Agenda 3 To approve the audited financial statements for the year ended December 31, 2024

Fact and Reasons : According to the Public Company Limited Act, the Audited Balance Sheet and Statements of Income at every year end of the Company shall be proposed to Shareholders for approval. The audited financial statements for the year ended December 31, 2024, including balance sheets, statements of income, and other related statements, were examined by the Auditor and reviewed by the Audit Committee as shown in "Financial Statements" section in Annual Report. (Enclosure No.2) The performance summary as following:

Board of Directors' Opinion: The shareholders' meeting should approve the audited financial statements for the year 2024.

Voting : To approve this matter, a resolution must be passed by a majority vote of the shareholders who attending the meeting

The Chairman assigned Ms. Somsri Tangtatpongsathorn, Manager of Accounting and Finance, to present to the meeting for consideration on the financial statement for the year ended 31 December 2024 of Asia Hotel PCL. Also the consolidated financial statement as submitted to the shareholders for the operation results and financial status of the Company for 2024 compared with the year 2023 as follows:

Unit: Million Baht

Performance	Consolidated		Company	
	2024	2023	2024	2023
Income from hotel business	839.79	748.04	390.31	350.90
- Domestic	743.47	651.61	-	-
- Oversea	96.32	96.43	-	-
Rental and service income	435.32	440.44	-	-
- Domestic	401.05	406.53	-	-
- Oversea	34.27	33.91	-	-
Total Revenues	1,275.11	1,188.48	390.31	350.90
Cost of Sales and Service	921.25	889.16	200.47	176.60
Gross Profit	353.86	299.32	189.83	174.29
Other Income	77.12	72.44	52.80	45.45
Distribution and Administrative cost	295.66	256.18	130.07	112.60
Loss on fixed assets revaluation	0.00	52.05	0.03	-
Profit from operating activities	135.31	63.52	2.83	107.14
Financial Cost	138.91	149.30	63.16	50.54
Impairment loss (TFRS 9)	6.31	(7.96)		-
Income tax revenue	(4.32)	(17.25)	2.83	(1.95)
Profit (Loss) (Equity holders of the parent)	-5.59	-60.57	63.16	58.55
Profit (Loss) per share : Baht	-0.01	-0.17	0.20	0.18
Summary Status				
Total Assets	10,140.75	10,212.30	4,420.12	4,286.94
Total Liabilities	4,131.99	4,181.55	1,634.91	1,514.68
Shareholders' Equity	6,008.76	6,049.84	2,785.21	2,772.26

Summary of the operations of the Company and its subsidiaries in 2024 from the consolidated financial statement as follows:

The total incomes from the main businesses (both the hotel and the shopping center) in 2024 was 1,275.11 million baht, this year the consolidated incomes were increased by 86.63 million baht, consist of the hotel business revenue was 839.79 million baht that was increased from previous year 753.16 million baht. The room revenue was increased which consist of the domestic room revenue was 743.47 million baht, increased by 91.86 million baht from previous year, the overseas room revenue was 96.32 million baht nearby the previous year. The rental and service business revenue was 435.32 million baht that was decreased from previous year 5.12 million baht, consisting of the domestic rental revenue of 401.05 million baht, decreased of 5.48 million baht from the previous year and the overseas

rental revenue of 34.27 million baht, close to the previous year.

The Company and its subsidiaries had gross profit amounted 353.86 million baht, profit margin equal 28% the other income totaling 77.12 million baht, increased by 4.68 million baht such as rental income, electricity, and car parking income.

Total Distribution and administrative cost was 295.66 million baht, decreased by 12.57 million baht, consisting of distribution cost was 86.75 million baht, increased by 19 million baht, commission fee, customer outlays increase as income increases. The administrative expenses were 189.12 million baht, which increased by 19.95 million such as fees, insurance premiums and public relation expense.

The loss from asset revaluation decreased entirely by 52.05 million baht. This is because, in the previous year, there was a revaluation loss on buildings (specifically the Darley Spa Hotel). However, for this year, the revaluation of land owned by the subsidiary (Quality Inn) resulted in a gain of 14.2 million baht, which will be presented under other comprehensive income in the financial statements.

The company and its subsidiaries profited from operations amounting to 135.31 million baht, an increase of 71.79 million baht compared to the previous year. Financial costs amounted to 138.91 million baht, which was decreased by 10.39 million baht from the prior year, resulting in a net loss for the group of companies in 2024 of 5.59 million baht. In the preceding year, the net loss was 60.56 million baht. This year, the net loss decreased by 54.98 million baht, with a loss per share of 0.01 baht; in the previous year, there was a loss per share of 0.17 baht.

The financial status of the Company and its subsidiaries from the balance sheet on 31 December 2024 compared with that on 31 December 2023:

On Assets, the Company had the total assets at the end of 2024 was 10,140.75 million baht compared to the end of 2023, the total assets was decreased by 90.63 million baht. Current Asset was 223.60 million baht which was decreased from last year by 81 million baht due to the cash and cash equivalents was decreased by 48.20 million baht and the trade and other current receivable was decreased by 34.76 million baht. The total non-current asset was 9,917.15 million baht which was decreased from last year by 9.63 million baht due to Property, plant and equipment was increased by 13.07 million baht and deposit for purchase of assets was decreased by 3.9 million baht.

On Liabilities, the Company had total liabilities at the end of 2024 were 4,131.99 million baht compared with 2023, the total liabilities decreased by 49.55 million baht, consisting of total current liabilities was 406.55 million baht which decreased by 28.85 million baht from last year due to the bank overdrafts which decreased by 55.94 million baht, the current portion of long term loan from financial institutions which decreased by 12.24 million baht. The total non-current liabilities were 3,725.44 million baht which was decreased by 20.7 million baht from last year due to long-term loans from financial institutions which decreased by 466.89 million baht and the debenture was increased by 475.81 million baht.

On the shareholders' equity, as of 31 December 2024 was 6,008.76 million baht compared with 2023 which the shareholders' equity was decreased by 41.08 million baht from last year.

A report on the operation results for the year 2024 compared with that on 31 December 2023:

Asia Hotel PCL, Asia Hotel, Rajathevee Bangkok, The company's revenue from operations amounted to 390.31 million baht, an increase of 39.41 million baht from the previous year, the profit margin 189.83 million baht (gross profit margin was 48.6%) which was increased by 15.53 million baht from last year, and other income was 52.8 million baht which was increased by 7.36 million baht due to carparking fee, rent, electricity. The cost of sales and administration amounted to 130.07 million baht, increasing by 17.47 million baht from the previous year. This includes distribution costs of 39.05 million baht, which increased from the previous year by 28.17 million baht, attributed to brokerage fees and consumable materials. Administrative expenses amounted to 80.38 million baht, increasing by 6.31 million baht, mainly due to taxes and fees. Profit from operating activities of the year 2024 was 112.56 million baht which was increased by 5.42 million baht from the previous year. Financial cost was 46.53 million baht which was decreased by 4.0 million baht from the previous year. The company's net profit amounted to 63.16 million baht, compared to a net profit of 58.55 million baht in the previous year, resulting in an improved performance of 4.61 million baht. The net profit per share is 0.20 baht compared to a net profit per share of 0.18 baht in the previous year. There was the average occupancy rate for year 2024 was 91.59% and average room rate for 2024 equaled to 1,478 baht.

The financial status of the Company from the balance sheet on 31 December 2024 compared with that on 31 December 2023

On Assets, the Company had the total assets at the end of 2024 was 4,420.12 million baht compare with the end of 2023 was 4,286.94 million Baht, the total assets were increased by 133.17 million baht from last year due to current asset was increased by 43.53 million baht dues to the cash and cash equivalents was increased by 5 million baht and debtor to related company was increased by 38.65 million baht. The total non-current asset was 4,340.73 million baht which was an i n c r e a s e d b y 89.64 million baht from last year due to the property, plant and equipment was an i n c r e a s e d b y 95.6 million baht due to the transfer the improvement banquet rooms at Fl. 3 and Lobby Fl.1 that this year, there were asset transfers related to the renovation of the banquet rooms on the 3rd floor, as well as the restaurant and lobby on the 1st floor. and deposit for purchase of assets was decreased by 4.55 million baht.

On Liabilities, the Company had the total liabilities at the end of 2024 was 1,634.91 million baht compared with 2023, the total liabilities were decreased by 120.23 million baht, consist of total current liabilities was decreased by 203.97 million baht from last year due to bank overdrafts was decreased by 57.65 million baht and the current portion of long term loan from financial institutions which decreased by 9.64 million and short-term loan-related parties was decreased by 146.87 million baht. The total non-current liabilities was 1,499.28 million baht, which were increased by 324.58 million baht from last year due to the debenture was increased by 475.81 million baht, non-current provision for employee benefit was increased by 10 million baht and long-term loan from financial institution was decreased by 159.52 million baht.

On the shareholders' equity, as of 31 December 2024 was 2,785.21 million baht compared with 2023 which the shareholders' equity was increased by 12.94 million baht from last year.

After Miss Somsri Tangtatpongsathorn, Accounting and Finance Manager, presented the Company's operating results and financial position based on both the Company's standalone financial statements and the consolidated financial statements of the subsidiaries, a shareholder raised the following question:

Ms. Busakorn Ngampasuthadol, a shareholder, raised a question under Agenda Item 2, noting that the Company holds assets both domestically and internationally. In the 2024 Annual Report, the revenue proportions between these assets vary significantly. The shareholder inquired about the Company's investment management policy for overseas assets and also requested clarification from management regarding the absence of any operational report on the Ratchaphruek Hotel in Chiang Mai.

Mr. Surapol Techaruvichit, Chief Executive Officer, clarified that the revenue from the Ratchaphruek Hotel has already been included in the current report. Since the hotel has only around 30 rooms and generates stable income, and because it underwent renovations last year—already reported in the previous shareholders' meeting—no additional updates were presented this time.

Regarding the Company's overseas investment in the United States, he explained that the Company is currently awaiting clearer economic developments under President Trump's administration before making further investment decisions. Renovations on the hotel building in the U.S. were also completed last year.

Mr. Surapol further elaborated that investments in the U.S. are subject to strict regulations, including requirements for companies to reserve cash flow from revenues in bank accounts to ensure tax compliance and continued asset maintenance. He also noted that overseas borrowing is secure, with refinancing occurring every five years. This approach has contributed to an increase in asset value and does not pose currency exchange risks. Additionally, the Company is currently able to collect rental income from the shopping center as well.

Mr. Rungsunt Ngamprasertpong, a shareholder, proposed that the Company should promote the amulet-related activities via TikTok and Facebook. It was suggested to include a "cutout" in promotional content that clearly states the activity takes place at ZEER Rangsit Shopping Center, in order to enhance awareness and clarity. Additionally, the shareholder had previously inquired about financial information directly with Miss Somsri Tangtatpongsathorn, Accounting and Finance Manager, and the following points were raised:

1. On page 124 of the consolidated income statement, the Company reported a net loss of 5.6 million baht. Regarding the tax expenses detailed on page 165 of the notes to the financial statements, there is a non-deductible income tax expense of approximately 6–7 million baht for 2023 and 2024. The shareholder asked whether this discrepancy is temporary or permanent and how the Company manages it.

Ms. Somsri explained that the difference is temporary, resulting from accounting estimates that are not recognized under tax regulations. These expenses must be added back in the calculation for corporate income tax (Form Por Ngor Dor 50).

Furthermore, the accumulated tax loss carryforward available for future tax benefits between 2025–2029 totals 322.21 million baht, with 66 million baht applicable in 2025. These figures are based on the consolidated financial statements. However, utilization of the tax loss carryforward must be evaluated separately for each legal entity and can only be applied if that entity records a taxable profit. Therefore, the actual benefit realization is uncertain and must be assessed on a case-by-case, year-by-year basis.

2. On page 144, regarding accounts receivable, the allowance for doubtful accounts increased by 3.7 million baht compared to the previous year. Additionally, 2.5 million baht was written off as bad debt this year, resulting in a total expense of 6.2 million baht related to bad debt.

The shareholder questioned the Company's handling of this and highlighted the following:

- Outstanding receivables over 3 months: 5.8 million baht
- Outstanding over 1 year: 30 million baht
- Total: 36 million baht, representing 80% classified as doubtful debt.

The shareholder suggested that if the Company could reduce the remaining 20% differential (i.e., collect or recover it), it could positively impact the Company's profitability.

Ms. Busakorn Ngampasuthadol, a shareholder, inquired whether the outstanding receivables over 1 year, amounting to 30.30 million baht, come from a single debtor or multiple debtors, and whether it is foreign debt. Ms. Somsri replied that the receivables come from multiple debtors, both domestic and foreign, dating back to the COVID-19 period, with some being collectible and others being non-collectible.

Mr. Sukchai Sakulsrimontri, a shareholder, on page 121 of the financial position statement, inquired about the cash or cash equivalents for this year, which is 90.07 million baht, compared to 138.27 million baht last year, noting the decrease in savings account balances. The shareholder asked where the company invested the funds. **Mr. Thana Vongsangnak** explained that the decrease in cash by 48 million baht came from page 122, where the current liabilities decreased, specifically the overdraft, which reduced from 65.31 million baht in 2026 to 9.37 million baht in 2027, resulting in a 55.94 million baht reduction, which was used to pay down bank debt.

Mr. Sukchai inquired about the 475.81 million baht debenture, which has a collateral of 720 million baht, and how the company plans to manage the debenture moving forward.

Mr. Surapol clarified that the company has prepared two approaches for managing the debenture: 1. Issue new debentures to replace the existing ones, or 2. Use a long-term loan from the bank to repay the maturing debenture, depending on the situation at that time. This will also include considerations regarding the debenture interest rates in each situation, as the company currently has sufficient cash flow.

Mr. Sukchai inquired about the foreign tourists visiting this year, noting a decrease in Chinese tourists. They asked which nationality of tourists predominated this year. **Mr. Surapong Techaruvichit**, Managing Director, reported that for Asia Hotel this year, the number of Chinese tourists had decreased to 15-16% from the previous 22-23%.

Ms. Busakorn Ngampasuthadol, a shareholder, inquired about any ongoing improvement projects and whether they had been completed. Mr. Surapol Techaruvichit responded that at Asia Hotel Bangkok, the company is planning to renovate the second floor to create multiple banquet rooms. Additionally, there are plans to renovate guest rooms on floors 4-17, with renovations being carried out gradually, starting from the higher floors. The renovation also includes improvements to the Chiller system, water pumps, and kitchen systems, which are part of the back office operations.

Ms. Busakorn inquired whether the company plans to issue replacement bonds for those maturing in 2026. Mr. Surapol Techaruvichit explained that the decision will depend on the financial situation, the economic conditions, and the interest rate environment at that time, and will be considered accordingly.

After that no shareholders inquired anymore. The Chairman proposed the shareholders to approve the financial statement as reported above.

In this agenda, more shareholders and proxies joined the meeting which is 119 people, 238,095,407 votes

The meeting considered and resolved to approve the financial statement for the year ended on 31 December 2024 of Asia Hotel PCL and the consolidated statement as proposed by the Board of Directors

By the following votes:

	Votes	Percentage
Approval	238,095,407	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Total	238,095,407	100.0000
Abstinent	0	-

Agenda 4 To consider and approve dividend payments for operating results for the year 2024 and approve allocating profits as legal reserves.

Fact and Reasons : Pursuant to the Public Companies Limited Act, B.E. 2535(1992) and the Company's Articles of Association No. 48-49, it is required that the Annual General Meeting of Shareholders shall consider and approve the allocation of profit and to set aside as a statutory reserve at least 5 percent of the Company's net earnings after deducting accumulated deficit brought forward (if any) until the reserve reaches at least 10 percent of its registered share capital and the company has a policy to pay the dividend to shareholders not less than 60% of the net profit after appropriating to legal reserve.

According to the separate financial statements of Asia Hotel Public Company Limited for the year ended December 31, 2024, the company reported a net profit of 63.16 million baht. This allows the company to allocate dividends to shareholders in accordance with its dividend payment policy.

The shareholders will not receive the dividend tax credit because the company will pay dividends from net profit which is tax free and the company has net loss of not more than 5 accounting periods to deduct for tax expenditures.

Board of Directors' Opinion : The Board recommends the allocation of profits from the company's 2024 financial performance as follows:

1. Legal Reserve: Allocate 1.47 million baht to the legal reserve, ensuring the total legal reserve reaches 50 million baht, in compliance with legal requirements mandating the reserve to be at least 10% of registered capital.
2. Dividend Payment: Declare a dividend from the company's 2024 net profit for Q2 to Q4 (April 1, 2024 – December 31, 2024) at a rate of 0.13 baht per share for 320 million shares, totaling 41.6 million baht. The dividend payment is scheduled for May 9, 2025.

Additionally, considering the interim dividend of 0.13 baht per share that was already distributed on August 8, 2024, based on Q1 net profit and retained earnings, the total dividend for 2024, including both payments, amounts to 0.26 baht per share, or 83.2 million baht in total.

The Record Date for shareholders entitled to receive the dividend is set for March 14, 2025. However, the right to receive the dividend remains subject to approval by the Shareholders' Meeting on April 11, 2025.

The Board of Directors, therefore, proposes that the Shareholders' Meeting consider and approve the dividend payment for the financial year 2024, along with the allocation of the legal reserve as outlined above.

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attending the meeting

The Chairman inquired the meeting if any shareholder would like to question anymore on this agenda.

The shareholders acknowledged and no more inquiry.

The meeting considered and resolved to approve the omission of dividends and the allocation of legal reserves from the 2024 performance that proposed by the Board.

By the following votes:

	Votes	Percentage
Approval	238,095,407	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Total	238,095,407	100.0000
Abstinent	0	-

Agenda 5 To consider and elect the directors in replacement of those who are retired by rotation

Fact and Reasons: According to the Public Limited Company Act, and Clause 18 of the Company's Articles of Association, one-third of the directors shall vacate the office upon the Annual General Meeting of shareholders. Currently, the Board of Directors consists of 13 members. There must be five members who have to be retired by rotation in the Annual General Meeting of Shareholders for the Year 2025. The directors who hold the longest time in the office who were appointed in the year 2022, totaling 4 members in this annual general meeting are:

- | | |
|-------------------------------|----------------------|
| 1) Mrs. Ruchukorn Siriyodhin | Independent Director |
| 2) Mr. Surapong Techaruvichit | Executive Director |
| 3) Mr. Chee Yong Soh | Director |
| 4) Mrs Suvimol Techaruvichit | Director |

The Nomination and Remuneration Committee of the company, responsible for selecting candidates for director positions to replace those whose terms have expired, opened an opportunity for shareholders to nominate qualified individuals for directorship. This process was conducted via the company's website and the Stock Exchange of Thailand from September 30, 2024, to December 31, 2024.

By the deadline, no shareholders had submitted nominations for new candidates. Therefore, after thoroughly reviewing the qualifications of the four directors whose terms had expired, the Nomination and Remuneration Committee proposed that they be reappointed for another term.

The brief information of the nominated persons to be directors are shown in Enclosure No. 3

Board of Directors' Opinion: The Board of Directors, excluding directors with conflicts of interest, agreed with the Nomination and Remuneration Committee to propose to the shareholders' meeting that the four directors whose terms have expired be re-elected for another term. This decision was based on the following considerations:

Mrs. Ruchukorn Siriyodhin (Independent Director) No.1 – Possesses extensive knowledge and experience in finance and macroeconomics. She maintains independence and meets all legal requirements for independent directors.

Mr. Surapong Techaruvichit (Executive Director) No.2 – Has long-standing experience and expertise in the hotel business.

Mr. Chee Yong Soh (Director) No.3 – Has extensive experience in financial management and the manufacturing business.

Mrs. Suvimol Techaruvichit (Director) No.4 – Has long-standing knowledge and experience in the hotel business.

All four directors can provide valuable guidance to the company. They have no disqualifying characteristics and are capable of performing their duties with due diligence, in compliance with the law, the company's objectives, and its regulations.

Voting : To approve this matter, a resolution must be passed by a majority vote of the shareholders who attending the meeting

The chairman of the meeting announced to the assembly that, due to the agenda item, voting should be conducted individually in accordance with good corporate governance principles. The chairman requested that all shareholders cast their votes individually. Before the voting on this agenda, two board members whose terms had expired temporarily left the meeting room.

In this agenda, more shareholders and proxies joined the meeting which is 120 people, 239,561,407 votes

The list of directors is as follows:

- 1) Mrs. Ruchukorn Siriyodhin as Independent Director

By the following votes:

	Votes	Percentage
Approval	239,561,407	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Total	239,561,407	100.0000
Abstinent	0	-

- 2) Mr. Surapong Techaruvichit as Executive Director – Managing Director

By the following votes:

	Votes	Percentage
Approval	239,561,407	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Total	239,561,407	100.0000
Abstinent	0	-

- 3) Mr. Chee Yong Soh as Director

By the following votes:

	Votes	Percentage
Approval	239,561,407	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Total	239,561,407	100.0000
Abstinent	0	-

- 4) Mrs. Suvimol Techaruvichit as Director

By the following votes:

	Votes	Percentage
Approval	239,561,407	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Total	239,561,407	100.0000
Abstinent	0	-

The meeting considered and resolved to reinstate the 4 rotated directors, Mrs. Ruchukorn Siriyodhin, Mr. Surapong Techaruvichit, Mr. Chee Yong Soh and Mrs. Suvimol Techaruvichit, as the Company's directors for another term with the above votes.

One shareholder proposed that the appointed directors return to present their vision to the meeting for the shareholders to acknowledge.

After that, the company secretary invited the two directors back into the meeting room, and the chairman invited them to briefly present their vision to the meeting as follows:

- **Mrs. Ruchukorn Siriyodhin** expressed gratitude to the shareholders who voted and trusted her to continue serving as a director of Asia Hotel for another term. She acknowledged that the hotel business had been affected by various crises, but she commended the vision of the management. Under the leadership of the Techaruvichit family, the hotel business

has managed to stand firm and grow well. She asked the shareholders to continue supporting the business and remain committed to holding shares in the company.

- **Mr. Surapong Techaruvichit** thanked the shareholders for their trust in re-appointing him for another term. He noted that his responsibilities included overseeing the hotel's marketing operations and coordinating with government agencies such as the Tourism Authority of Thailand and tour companies. He mentioned that this year posed concerns for the tourism sector. Initially, the government aimed for 39 million international tourists, but only 37.5 million tourists actually arrived. Previously, there were 30,000 Chinese tourists per day, but last year it decreased to 18,000 per day. This month, the number of Chinese tourists has dropped further to fewer than 10,000 per day. Regarding Asia Hotel Bangkok, he highlighted that the hotel's central location in the heart of the city still attracts a variety of international customers, with Chinese tourists making up 10% of the clientele, down from 20-30%. The remaining guests are from various countries, each contributing 2-3%. Over 80% of the bookings are made online. The hotel's occupancy rate remains high, though room rates fluctuate depending on the situation. He assured shareholders that they would continue to monitor the situation to ensure sustainable revenue.

The meeting acknowledged the vision of both directors and proceeded to the next agenda item.

Agenda 6 Consideration for approval of the remuneration for the board of directors and the meeting allowance as proposed by the Board.

Fact and Reasons: Articles of Association no.34, the Annual General Meeting of shareholders will determine the Directors' remuneration and meeting allowances.

The Nomination and Remuneration Committee has considered and recommended that the remuneration of directors includes: Directors' bonuses and meeting allowances for 2025 are due to the company's business performance in 2024 being better than the previous year, but the current economic situation must be monitored. Therefore, it is proposed that the remuneration for the board in 2025 be the same as last. Therefore, to propose to the board meeting for approval to the shareholder meeting as follows:

(1) Monetary Compensation

Remunerations	Year 2025 (to Propose)	Year 2024
Board of Directors		
1. Bonus of Board of Director		
- Chairman of Board of Director	224,000	224,000
- Vice Chairman	168,000	168,000
- Director	112,000	112,000
2. Meeting Allowance per meeting		
- Chairman of Board of Director	20,000 Baht	20,000 Baht
- Vice Chairman	15,000 Baht	15,000 Baht
- Director	10,000 Baht /person	10,000 Baht /person
Remuneration of Committee		
Remuneration of Audit Committee: to pay the bonus to Audit Committee in 2025		
-Chairman of Audit Committee	60,000	60,000
- Audit Committee member	40,000	40,000
Remuneration of Nomination and Remuneration Committee: their remuneration was meeting allowance		
-Chairman of Nomination and Remuneration committee	15,000 Baht /meeting	15,000 Baht/meeting
-Nomination and Remuneration Committee member	10,000 Baht /person/meeting	10,000 Baht / person/meeting

2) Compensation that is other benefits -No other benefits-

Board of Directors' Opinion: The Board of Directors proposes the Annual General Meeting of shareholders to approve the Directors' remuneration and remuneration of the committee as the same as the previous year as recommended by the Nomination and Remuneration Committee. There should be no other remuneration apart from the above specified. -

Voting: To approve this matter, a resolution must be passed by not less than two-thirds of the total number of votes of shareholders who attend the meeting.

The Chairman asked the meeting if any shareholder disapproves or abstains from voting. No shareholder disagreed or abstained.

The meeting considered and resolved to approve the payment of the remuneration for 2025 to the Board and the meeting allowances to each board meeting in 2025.

By the following votes:

	Votes	Percentage
Approval	239,561,407	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Abstinent	0	0.0000
Total	239,561,407	100.0000

Agenda 7 To consider and appoint the auditor for the year ended 2025 and to fix auditing fee

Fact and Reasons: According to the Public Limited Company Act and Clause 43 of the Company's Articles of Association, the shareholders' meeting shall appoint the auditor and fix the audit fee. The selection of the auditors and the audit fee were scrutinized and endorsed by the Audit Committee and the Board of Directors respectively.

Furthermore, the audit committee has an opinion according to the performance of auditing duties and financial statements of the company as well as related work. It is accurate, transparent, and complete, to propose ANS Audit Co., Ltd., who was auditor 10 years ago, to be new auditor of the company. The audit company has offered the audit fee for 1,430,000.- baht for the year 2025 which was higher than the previous year.

Board of Directors' Opinion: The Board of Directors proposes to Annual General Meeting of Shareholders to appoint new auditors from ANS Audit Co., Ltd., as following

Name of Auditors	CPA No.	Number of years as signed in F/S
1. Mr. Sathien Vongsanan	3495	6
2. Miss Panita Chotesaengmaneeikul	9575	-
3. Miss Sarisa Issarapakdee	11386	-

The brief information of the nominated persons to be auditors are shown in Enclosure No. 4

By fix the audit fee for the year 2025 comprising of 3 quarterly interim financial statement and statutory financial statement with the audit fee Baht 1,430,000.- (audit fee for the year 2024 of Baht 1,400,000.-). If there is any work other than the annual auditing, the Board of Directors should be authorized to set service fee case by case.

In addition, the same group auditors, ANS Audit Co., Ltd., has been appointed to be the auditor of the 6 subsidiary companies : Asia Pattaya Hotel Co., Ltd., Asia Airport Hotel Co., Ltd., Zeer Property Public Co., Ltd., Zeer Asset Co., Ltd., Zeer Oversea LLC and Spa Hotel Co., Ltd. which the Board of Directors will ensure that the financial statements can be prepared in a timely manner, with the total audit fee for ASIA Groups Baht 5,561,000.- which details as follows:

1) Audit Fee

<u>Name</u>	<u>Audit Fee for Year 2025 ANS Audit Co., Ltd</u>	<u>Audit Fee for Year 2024 ANS Audit Co., Ltd</u>	<u>Increase/(Decrease)</u>
ASIA Hotel Public Co., Ltd.	1,430,000.00	1,400,000.00	30,000.00
<u>Subsidiaries</u>			
1. Asia Pattaya Hotel Co., Ltd.	855,000.00	850,000.0	5,000.00
2. Asia Airport Hotel Co., Ltd.	995,000.00	990,000.00	5,000.00
3. Zeer Property Public Co., Ltd.	1,554,000.00	1,554,000.00	0.00
4. Zeer Asset Co., Ltd.	82,000.00	82,000.00	0.00
5. Zeer Oversea LLC	330,000.00	330,000.00	0.00
6. SPA Hotel Co., Ltd.	<u>315,000.00</u>	<u>315,000.00</u>	<u>0.00</u>
Total Audit Fee	<u>5,561,000.00</u>	<u>5,521,000.00</u>	<u>40,000.00</u>

2) Other service fees (Non-Audit Fee) - There are no other service fees.

ANS Audit Co., Ltd is an independent firm. There is no relationship and/or stakeholders between the auditor and the company/subsidiary/management/major shareholder or related persons of such person and is not a shareholder of the Company and subsidiaries and renders no other services..

Voting : To approve this matter, a resolution must be passed by a majority vote of the shareholders who attending the meeting

After that the Chairman inquired if any shareholder would disagree or abstain from voting on this item.

No shareholder disagreed or abstained.

The meeting considered and resolved to approved the auditors who are Mr. Sathien Vongsnan, CPA No. 3495 or Miss Panita Chotesaengmaneeekul CPA No. 9575 or Miss Sarisa Issarapakdee CPA No. 11386 from ANS Audit Co., Ltd. as the auditors of the Company and its subsidiaries for 2025 with the audit fees in the amount of 5,561,000 baht.

By the following votes:

	Votes	Percentage
Approval	239,561,407	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Total	239,561,407	100.0000
Abstinent	0	0.0000

Agenda 8 Approved the amendment of the company's Memorandum of Association, Clause 3 (Objectives), by adding one new objective as follows:

“(14) To issue and offer for sale debt instruments or any other financial instruments, either generally or specifically, in accordance with securities and exchange laws.”

Fact and Reasons: The company currently has 13 objectives and proposes to add one more, bringing the total to 14 objectives. In May 2024, the company issued debentures worth 480 million baht under its existing Clause 10: "To borrow, incur debt, or obtain credit facilities, as well as to provide guarantees for loans or credit facilities to individuals or other legal entities for the benefit of the company, and to pledge the company's assets as security for debt repayment."

To clarify future debenture issuances, the company seeks approval to add Clause. 14, stating: “To issue and offer for sale debt instruments or any other financial instruments, either generally or specifically, in accordance with securities and exchange laws.”

This amendment requires shareholder approval at the upcoming meeting.

Board of Directors' Opinion: To ensure clarity in the company's various financial activities and to establish a clear objective, particularly in support of the next bond issuance, it is deemed appropriate to propose to the meeting the approval of an additional objective. This amendment increases the total number of objectives from 13 to 14. Accordingly, the company will proceed with the registration of the amendment to Clause 3 (Objectives) of the Memorandum of Association as proposed.

Voting: To approve this matter, a resolution must be passed by not less than three-fourths of the total number of votes of shareholders who attend the meeting

After that, a shareholder inquired about the company's bond issuance, specifically how the company manages the bonds, who is eligible to invest, and the interest rate. The shareholder also raised concerns about companies that failed to repay loans when due, and how the company plans to handle the repayment upon maturity — whether through loans from financial institutions or by issuing new bonds to repay the old ones. Mr. Surapol Techaruvichit, the CEO, provided information to the meeting, stating that the company's bond issuance had been well received. The company follows prudent financial management practices, ensuring that cash flow is sufficient to pay interest to creditors, including bondholders and financial institutions. The management strategy aims to avoid future problems, and the shareholders who inquired were satisfied with the response.

The chairman asked if any shareholder disagreed or abstained from voting on this matter.

No shareholders raised any objections or proposed anything different.

After consideration, the meeting decided to approve the unanimous resolution to amend Objective 14 by adding one more point as proposed by the board. The vote count was as follows:

By the following votes:

	Votes	Percentage
Approval	239,561,407	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Abstinent	0	0.0000
Total	239,561,407	100.0000

Agenda 9 **Consideration for other business (if any)**

Mr. Surapol Techaruvichit, Chairman questioned shareholders in the meeting that who has any questions regarding the company's performance.

Mr. Sukchai Sakulrimontri a shareholder, inquired whether the Cabaret showroom in the basement, which previously existed, is still in operation. Additionally, they asked about the restaurant that had been renovated, specifically the Rio Room, and whether discount coupons were being given to shareholders to promote sales. If the coupons are not used, would it have any impact on the company?

Mr. Surapol explained that the former cabaret showroom in the basement has been converted into a meeting room. Currently, there is a shortage of meeting rooms due to ongoing renovations of the meeting rooms on the second floor. However, in two years, once all renovations are completed, the basement space might be transformed back into a performance showroom, depending on the circumstances at that time.

Ms. Busakorn Ngampasuthadol, a shareholder, asked about the diverse business segments at Zeer Rangsit Shopping Center, including the amulet center, IT products, robotics, hotel, and hospital, all of which generate good revenue. The shareholder inquired about the marketing and sales strategies in place.

Mr. Surapol explained that the business initially focused on selling IT products, and during times of economic growth, IT products flourished, attracting male customers and younger kids who came to shop for IT products. The center also provided IT repair services. However, as the economy slowed down, the center adjusted its strategy to align with customer demand, which remained largely focused on male and young male customers. Activities such as robot competitions, toy sales, and the sale of hobby and repair equipment were introduced. The center also established an amulet center. Later, PatRangsit Hospital contacted the center to rent space on the 3rd floor of The Hub building, targeting social security customers. It is expected that this will increase the customer base, including doctors, nurses, patients, and their families, and the center also planned to set up a food court on the premises.

Mr. Suphat Promsa-ard, a shareholder, proposed offering special room rates to shareholders, as there are still vacant rooms and the hotels—Asia Pattaya and Asia Cha-am—are not fully booked. The proposal aims to assess the quality of service provided to customers and help fill the rooms by increasing sales. The management team acknowledged the suggestion and agreed to consider it.

Mr. Piyapong Prasarthong, a shareholder, inquired about the room bookings for the Songkran period at the four hotels in the group. They asked whether the hotels had fully booked rooms or not.

Mr. Surapol explained that the Asia Pattaya Hotel and Asia Cha-am Hotel, being popular tourist destinations, had fully booked rooms during the Songkran period. However, the Asia Airport Hotel, which is not a tourist spot and primarily focuses on conference and seminar customers, had available rooms during the Songkran period as no conferences were held at that time.

Mr. Therapol Veerapunchai, a shareholder, asked why, despite an increase in revenue from food and beverage sales by 25.84 million baht this year, the cost of food and beverages also rose by 29.59 million baht, resulting in a profit of 33.33 million baht, which is lower than last year's profit of 37.08 million baht.

Ms. Somsri, CFO explained that towards the end of the year, the hotel opened two new restaurants, Amber and Rio, which required hiring service staff in advance to accommodate the opening. This led to additional costs incurred before the revenue from the new restaurants could be generated.

No shareholders proposed anything to the meeting for consideration, the Chairman thanked the attendees and adjourned the meeting at 17.15 hours.

Signed *Surapol Techaruvichit* Chairman of the Meeting
(Mr. Surapol Techaruvichit)

Miss Sudaratana Wisnuwatanakit
Secretary of the meeting