



26 February 2025

Subject Resolutions of the Board of Directors Meeting

To Managing Director

The Stock Exchange of Thailand

The following resolutions were passed by the Board of Directors (“the Board”) of Srisawad Corporation Public Company Limited (“the Company”) during the Board of Directors Meeting (2/2025) held on 26 February, 2025.

1. Proposal to the Annual General Meeting of shareholders for approval the financial statements of the Company for the year 2024 ended 31 December 2024

2. Proposal to the Annual General Meeting of shareholders for approval the appropriation of net profit and payment for dividend as follows:

2.1 To appropriate for legal reserve Baht 14,302,728.

2.2 To appropriate for dividend from the year 2024 performance amounted 211.47 Million Baht or at ratio of Baht 0.14 per share which will be paid by stock and cash dividend as follow:

- Cash dividend at ratio of 0.04 Baht per share, total amount 60,418,573 Baht
- Stock dividend amount 151,046,431 shares at par value 1.00 Baht allot to existing shareholders by 10 existing shares to 1 stock dividend, total valued 151,046,431 Baht equal to dividend payment 0.10 Baht per share. If there are fraction from calculation, the Company will pay by cash at 0.10 Baht per share instead.

Determined to establish the list of shareholders who are entitled to receive dividend on May 9, 2025. Dividend payment date is May 27, 2025.

3. Proposal to the Annual General Meeting of shareholders for approval to decrease the registered capital from Baht 1,573,409,936 to Baht 1,573,406,617 by decreasing 3,319 ordinary shares at the par value of 1 Baht each.

4. Proposal to the Annual General Meeting of shareholders for approval the amendment of Memorandum of Association Clause 4 in compliance with the decrease of registered capital as follow,

Clause 4: Registered Capital	1,573,406,617	Baht
Divided into	1,573,406,617	shares
Par Value	1.00	Baht



Divided into

Ordinary share 1,573,406,617 shares

Preferred share -- shares

5. Proposal to the Annual General Meeting of shareholders for approval to increase the registered capital from Baht 1,573,406,617 to Baht 1,730,769,248 by issuance 157,362,631 ordinary shares at par value of Baht 1.00 and the details of allotment as follows:

- allot 151,046,431 ordinary shares reserve for stock dividend
- allot 6,316,200 ordinary shares reserve for adjustment exercise ratio of Warrant No.2

6. Proposal to the Annual General Meeting of shareholders for approval the amendment of Memorandum of Association Clause 4 in compliance with the increase of registered capital as follow,

Clause 4: Registered Capital	1,730,769,248	Baht
Divided into	1,730,769,248	shares
Par Value	1.00	Baht
Divided into		
Ordinary share	1,730,769,248	shares
Preferred share	--	shares

7. Proposal to the Annual General Meeting of shareholders for approval to re-appoint of 4 directors who are due to retired by rotation to be the Company's director for another term as follows:

Mr. Vinai	Vittavasgarnvej
Mr. Chatchai	Kaewbootta
Mr. Sumate	Maneewattana
Mr. Veera	Veerakool

8. Proposal to the Annual General Meeting of shareholders for approval the director's remuneration for the year 2025 as follow:

Monthly Fee

Chairman	135,000	Baht
Vice Chairman	90,000	Baht
Director	65,000	Baht
Director who act as management	None	
Sub-committee		
Chairman of Audit Committee	25,000	Baht
Chairman of Nomination and Remuneration Committee	25,000	Baht



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Chairman of Risk Management Committee	25,000	Baht
Chairman of Corporate Governance Committee	25,000	Baht
Attendance Fee	None	
Other Remuneration	None	

And directors' bonus, not more than 1 percent of cash dividend paid to shareholders or not more than 15 percent of stock dividend paid to shareholders, this will not exceeding to Baht 5,000,000.

9. Proposal to the Annual General Meeting of shareholders for approval the appointment of auditor for the year 2025, the Audit Committee proposed auditors from PricewaterhouseCoopers ABAS Ltd. as follows:

Mr. Paiboon	Tunkoon	CPA No. 4298 and/or
Ms. Sinsiri	Thangsombat	CPA No. 7352 and/or
Mr. Boonrueng	Lerdwiswvit	CPA No. 6552

And determined audit fee of the year for the Company amount of 1,521,000 Baht

10. The Annual General Meeting of Shareholders of the year 2025 is scheduled to be held on April 29, 2025, 10.00 am via electronic means (E-AGM) only and in compliance with rules and regulations prescribed under the applicable law by broadcasting live from the Auditorium room, 3rd floor, 99/392 Srisawad Building, Chaeng Watthana Road, Thungsonghong, Laksi, Bangkok 10210. The agenda items considered for the meeting consist of:

- Item 1 To consider for approval the minutes of the Annual General Meeting of Shareholders for the year 2024
- Item 2 To acknowledge the performance of the year 2024
- Item 3 To consider for approval the financial statements of the Company for the year 2024, ended 31 December 2024
- Item 4 To consider for approval the appropriation of net profit and dividend payment
- Item 5 To consider for approval the decrease of registered capital from Baht 1,573,409,936 to Baht 1,573,406,617
- Item 6 To consider for approval the amendment of Memorandum of Association Clause 4 in compliance with the decrease of registered capital
- Item 7 To consider for approval the increase of registered capital from Baht 1,573,406,617 To Baht 1,730,769,248 and allotment of new shares.
- Item 8 To consider for approval the amendment of Memorandum of Association Clause 4 in compliance with the increase of registered capital



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- Item 9 To consider for approval the re-appointment of directors who retired by rotation
- Item 10 To consider for approval the director remuneration for the year 2025
- Item 11 To consider for approval the appointment of the Company's auditor and determination of audit fee for the year 2025
- Item 12 To consider for approval any other matters (if needed)

11. Determined to establish the list of shareholders who are entitled to attend the Annual General Meeting of Shareholders of the year 2025 (Record Date) on March 13, 2025.

Please be informed accordingly

Yours faithfully

-Wanaporn Pornkitipong-

(Mrs.Wanaporn Pornkitipong)

Authorized to sign on behalf of the Company



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(F 53-4)

Capital Increase Report Form
Srisawad Corporation Public Company Limited
Date 26 February 2025

We Srisawad Corporation Public Company Limited, hereby report on the resolution of board of directors meeting no. 2/2025 held on February 26, 2025 from 15.00 to 17.00 hours, relating to a capital decrease, increase/share allotment as follows:

1. Capital decrease / Capital increase:

The board meeting passed a resolution approving the decrease, increase of the company's registered capital as follows

- Decrease registered capital from Baht 1,573,409,936 to Baht 1,573,406,617
- Increase registered capital from Baht 1,573,406,617 to Baht 1,730,769,248 by issuing 157,362,631 ordinary shares at the par value of Baht 1 totaled Baht 157,362,631

2. Allotment of new shares:

2.1 If specifying the purpose of utilizing proceeds

Allotted to	Number of shares (shares)	Ratio (old : new)	Sale price (THB/share)	Subscription and payment period	Note
To existing shareholders	151,046,431	10:1	0.00	-	Reserve for stock dividend
To adjust the exercise ratio of Warrant No. 2 (SAWAD-W2)	6,316,200	N/A	0.00	-	

- Determined to establish the list of shareholders who are entitled to receive dividend (Record Date) on May 9, 2025.

2.2 The Company's plan in case there is a fraction of shares remaining

If there are any fraction from stock dividend calculation, the Company shall pay by cash instead of stock at the ratio of Baht 0.10 per share.

If there are any fraction from conversion calculation, will be discarded.

3. Schedule for a shareholders' meeting to approve the capital increase/allotment



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The ordinary meeting of shareholders of the year 2025 is scheduled to be held on April 29, 2025, 10.00 am via electronic means (E-AGM) only, by broadcasting live from the Auditorium room, 3rd floor, 99/392 Srisawad Building, Chaeng Watthana Road, Thungsonghong, Laksi, Bangkok 10210

The share register will be closed to share transfers in order to determine the right to attend this meeting from _____ until the meeting has been duly convened.

Or

The share register will be recorded for share transfer in order to determine the right to attend this meeting on March 13, 2025.

4. **Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)**

4.1 The Company shall register the amendment of paid-up capital and the Memorandum of Association with Department of Business Development, The Ministry of Commerce.

4.2 The Company shall submit for listing newly-issued shares increasing from conversion.

5. **Objectives of the capital increase and plans for utilizing proceeds received from the capital increase**

5.1 To allot stock dividend for the existing shareholders as a return on investment.

5.2 To allot for adjustment the exercise ratio of Warrant No. 2 in according to the Company will pay stock dividend.

6. **Benefits which the Company will receive from the capital increase/share allotment:**

6.1 To keep the Company's liquidity

6.2 Shall expand the Company's business.

7. **Benefits which shareholders will receive from the capital increase/share allotment:**

7.1 Dividend policy

The Company has a policy to pay dividend not less than 40% of the Company's net profit after tax and all reserve. However the Board of Directors will consider the dividend payment by taking into account the benefit to the shareholders as the principle concern. This includes the consideration whether to reserve cash for future investment, repay the debt or set aside for working capital.

7.2 The Company shall submit the newly-issued shares from stock dividend and conversion to list in SET.

7.3 Others _____

8. **Other details necessary for shareholders to approve the capital increase/share allotment:**

_____none_____

9. **Schedule of action if the board of directors passes a resolution approving the capital increase or allotment of new shares:**



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No.	Procedures of the capital increase	Date/Month/Year
1	The Board of Directors' Meeting	February 26, 2025
2	Date to establish the list of shareholders who are entitled to attend the Annual General Meeting of Shareholders of the year 2025 (Record Date)	March 13, 2025
3	The Annual General Meeting of shareholder for the year 2025	April 29, 2025
4	Registered the amendment of paid-up capital and the Memorandum of Association with Department of Business Development, The Ministry of Commerce	Within 14 days after the AGM
6	Date to establish the list of shareholders who are entitled to receive dividend (Record Date)	May 9, 2025
7	Dividend payment date	May 27, 2025

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Signed _____ Authorized director
(Ms.Doungchai Kaewbootta, Mr.Somyot Ngemdamrong)
Position__Director