



# **Invitation to the 2026 Annual General Meeting of Shareholders**

**Gulf Development Public Company Limited**

Friday, April 10, 2026 at 10:00 a.m.

**Registration at New York Room, 2<sup>nd</sup> Floor, The Conrad Bangkok Hotel**

Meeting at Ballroom, The Conrad Bangkok Hotel,

No. 87 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok



March 19, 2026

- Subject:** Invitation to the 2026 Annual General Meeting of Shareholders
- To:** Shareholders
- Attachment:**
1. Form 56-1 One Report for the Year 2025 (Annual Report) (QR Code) and the Registration Form
  2. Information of individuals nominated as the directors to replace the directors retired by rotation and qualifications of the Independent Directors of the Company
  3. Information of individual nominated as the new director
  4. Information of the proposed auditors for the year 2026
  5. Information of the Independent Directors proposed by the Company as proxy of shareholders
  6. The Company's Articles of Association in relation to the Annual General Meeting of Shareholders
  7. Explanation on the appointment of proxy, registration process, registration documents, vote casting and counting, and meeting procedure
  8. Proxy Form A. and Form B.
  9. QR Code Downloading Procedures for Form 56-1 One Report for the Year 2025 (Annual Report)
  10. Map of the venue of the Annual General Meeting of Shareholders

The Board of Directors of Gulf Development Public Company Limited (the “**Company**”) has resolved to convene the 2026 Annual General Meeting of Shareholders on April 10, 2026 at 10:00 a.m. at Ballroom, The Conrad Bangkok Hotel, 87 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330 to consider matters under the agenda together with the opinion of the Board of Directors as follows:

**Agenda 1**                      **To Acknowledge the Directors’ Report on the Company’s Performance for the Period from April 1, 2025 (the Amalgamation Date) to December 31, 2025**

**Fact and Rationale:** As the Company was formed as a result of the Amalgamation between Gulf Energy Development Public Company Limited and Intouch Holdings Public Company Limited on April 1, 2025, the Board of Directors has summarized the directors’ report on the Company’s performance and significant changes for the period from April 1, 2025 (the Amalgamation Date) to December 31, 2025 which forms part of the Company’s Form 56-1 One Report for the Year 2025 (Annual Report) delivered to the Company’s shareholders together with this invitation to the 2026 Annual General Meeting of Shareholders according to *Attachment No. 1*.

**Board of Directors’ Opinion:** The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to acknowledge the directors’ report on the Company’s performance and significant changes for the period from April 1, 2025 (the Amalgamation Date) to December 31, 2025.

**Voting:** This agenda is for acknowledgement and voting is not required.

## Agenda 2

### To Approve the Company's Audited Financial Statements for the Accounting Period from April 1, 2025 (the Amalgamation Date) to December 31, 2025

Fact and Rationale: In compliance with Section 112 of the Public Limited Company Act B.E. 2535, as amended (the "PLCA"), the company shall prepare the annual financial statements as of the last day of the accounting period of the company which have been audited by the auditor prior to submission to the Annual General Meeting of Shareholders for consideration and approval.

Audit Committee's Opinion: The Audit Committee has considered and reviewed the annual financial statements of the Company for the accounting period from April 1, 2025 (the Amalgamation Date) to December 31, 2025, which have been audited and signed by the auditor from KPMG Phoomchai Audit Ltd., and deems it appropriate to propose that the Board of Directors submit the Company's financial statements for the accounting period from April 1, 2025 (the Amalgamation Date) to December 31, 2025 to the Annual General Meeting of Shareholders for consideration and approval.

Board of Directors' Opinion: The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the financial statements for the accounting period from April 1, 2025 (the Amalgamation Date) to December 31, 2025, which have been audited and signed by the auditor of the Company and reviewed by the Audit Committee. Key information of the Company's financial position and results of operation for the accounting period from April 1, 2025 (the Amalgamation Date) to December 31, 2025 is summarized as follows:

*Unit: Million Baht*

<b>As at December 31, 2025</b>	<b>Consolidated Financial Statements</b>	<b>Separate Financial Statements</b>
Total assets	773,810	527,162
Total liabilities	407,911	210,742
Total equity	365,899	316,420

*Unit: Million Baht*

<b>For the Accounting Period from April 1, 2025 (the Amalgamation Date) to December 31, 2025</b>	<b>Consolidated Financial Statements</b>	<b>Separate Financial Statements</b>
Revenues from sales and services	98,886	1,976
Share of profit from associates and joint ventures	18,130	-
Net profit	84,380	67,102
Net profit attributable to owners of the parent	79,998	67,102
Basic earnings per share (Baht/Share)	5.35	4.49

The details of the annual financial statements of the Company for the accounting period from April 1, 2025 (the Amalgamation Date) to December 31, 2025 are contained in the Company's Form 56-1 One Report for the Year 2025 (Annual Report) delivered to the Company's shareholders together with this invitation to the 2026 Annual General Meeting of Shareholders according to *Attachment No. 1*.

Voting: This agenda requires the approval of the meeting by a majority vote of shareholders attending and casting the votes at the meeting.

### Agenda 3

### To Approve the Allocation of the Earnings Appropriations, Dividend and Special Dividend Payment

Fact and Rationale: The Company has adopted the policy to pay dividend at no less than 30 percent of the Company's separate net profit after tax, legal reserve and other obligations under the financing agreements. However, such rate of dividend payment is subject to changes, depending on the Company's performance, cash flow, investment requirements, conditions and restrictions under relevant financing agreements and other relevant considerations in the future.

For the accounting period from April 1, 2025 (the Amalgamation Date) to December 31, 2025, the Company's net profit based on the separate financial statements was approximately Baht 67,102 million and the Company's unappropriated retained earnings were amounted to approximately Baht 91,679 million. The details of which are shown in the annual financial statements of the Company for the accounting period from April 1, 2025 (the Amalgamation Date) to December 31, 2025 contained in the Company's Form 56-1 One Report for the Year 2025 (Annual Report), which have been delivered to the Company's shareholders together with this invitation to the 2026 Annual General Meeting of Shareholders according to *Attachment No. 1*.

Board of Directors' Opinion: The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the allocation of the earnings appropriations, dividend and special dividend payment with the details as follows:

- (a) No allocation of the net profit for the year as legal reserve since the Company's legal reserve has reached the minimum amount required by Section 116 of the PLCA and Article 56 of the Company's Articles of Association.
- (b) (i) The dividend payment in respect of the results of operation of the Company for the accounting period from April 1, 2025 (the Amalgamation Date) to December 31, 2025 at Baht 1.05 per share out of the net profit and (ii) the special dividend at Baht 2.20 per share out of the net profit, resulting in a total dividend for the year of Baht 3.25 per share in the total amount of approximately Baht 48,554 million or equivalent to 72.36 percent of the net profit based on the separate financial statements of the Company which is in accordance with the provisions of the Company's dividend policy which is summarized as follows:

<b>Details of Dividend Payment</b>	<b>2025</b>
Separate net profit (Million Baht)	67,102
Ordinary share (Million Shares)	14,940
Total dividend (Baht/share), comprising:	3.25
• Dividend for the performance of the year (Baht/share)	1.05
• Special Dividend (Baht/share)	2.20
Total dividend (Million Baht)	48,554
Proportion of dividend on separate net profit (Percent)	72.36

Remark: As the Company was formed as a result of the Amalgamation between Gulf Energy Development Public Company Limited and Intouch Holdings Public Company Limited on April 1, 2025, there is no 2024 dividend available for comparison.

- (c) A dividend of Baht 3.25 per share, comprising (a) a dividend portion for which shareholders are entitled to a tax credit at the rate of 20 percent, amounting to Baht 0.63 per share; and (b) a dividend portion for which no tax credit is available, amounting to Baht 2.62 per share.
- (d) The dividend shall be paid to entitled shareholders whose names appear on the name list of shareholders as of the Record Date of March 4, 2026, and the dividend shall be paid on May 7, 2026.

Voting: This agenda requires the approval of the meeting by a majority vote of shareholders attending and casting the votes at the meeting.

#### **Agenda 4**

#### **To Approve the Appointment of the Directors to Replace Those Retired by Rotation**

Fact and Rationale: Pursuant to Section 71 of the PLCA and Article 20 of the Articles of Association of the Company, at every annual general meeting, one-third (1/3) of the directors shall retire by rotation. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) shall retire. A director who retires by rotation may be re-elected by the meeting of shareholders. At the 2026 Annual General Meeting of Shareholders, there are four directors to be retired by rotation, namely:

1. Mr. Predee Daochai	<ul style="list-style-type: none"> <li>• Independent Director</li> <li>• Chairman of the Board</li> </ul>
2. Prof. Dr. Bundhit Eua-arporn	<ul style="list-style-type: none"> <li>• Independent Director</li> <li>• Chairman of the Audit Committee</li> </ul>
3. Mr. Boonchai Thirati	<ul style="list-style-type: none"> <li>• Director</li> </ul>
4. Ms. Yupapin Wangviwat	<ul style="list-style-type: none"> <li>• Director</li> <li>• Member of the Sustainability, Governance and Risk Management Committee</li> </ul>

The Company has provided an opportunity for shareholders to propose agenda for the Meeting and nominate qualified candidates for election as the Company's director during October 1 – December 31, 2025 pursuant to the criteria disclosed on the Company's website. However, there was no shareholders proposed agenda for the Meeting and nominated candidate for the Company's directorship.

Board of Directors' Opinion: At present, there is no Nomination Committee appointed by the Company. However, the Board of Directors, excluding directors with conflict of interest in the agenda, has deliberately considered qualifications of candidates appropriate to be nominated as the Company's directors in accordance with the Company's policy and criteria on director nomination whereby knowledge, skills, experience and expertise of the individuals; diversity of the Board which conform with the Company's business strategy, and their performance in the past as directors of the Company are being taken into consideration and is of the opinion that the retiring directors named above possess full qualifications according to the Company's nomination policy and criteria, the PLCA, and relevant regulations of the Capital Market Supervisory Board, and deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve that four retiring

directors named above be re-elected as the Company's directors for another term. Names of those four directors shall be restated as follows:

1. Mr. Predee Daochai
2. Prof. Dr. Bundhit Eua-arporn
3. Mr. Boonchai Thirati
4. Ms. Yupapin Wangviwat

As to Mr. Predee Daochai and Prof. Dr. Bundhit Eua-arporn, the Board of Directors, excluding directors with conflict of interest in the agenda, has jointly considered and is of the view that they possess the qualifications of Independent Directors as required by the relevant laws and in accordance with the prescribed qualifications of the Independent Directors of the Company and have full capacity to express their opinions independently.

Information of individuals nominated as the directors to replace the directors retired by rotation as well as the qualifications of the Independent Directors of the Company was delivered to the Company's shareholders together with this invitation to the 2026 Annual General Meeting of Shareholders according to *Attachment No. 2*.

Voting: This agenda requires that each of the individuals nominated as director to replace the directors who retire by rotation receives the approval of the meeting by a majority vote of shareholders attending and casting the votes at the meeting.

## **Agenda 5**

### **To Approve the Appointment of the New Director**

Fact and Rationale: Due to the business expansion of the Company, it is deemed appropriate to propose to shareholders to consider and approve the increase in the number of the directors of the Company from 12 to 13 persons.

Board of Directors' Opinion: At present, there is no Nomination Committee appointed by the Company. However, the Board of Directors has deliberately considered qualifications of candidates to be nominated as the Company's new director in accordance with to the Company's nomination policy and criteria, the PLCA, and relevant regulations of the Capital Market Supervisory Board and deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the increase in the number of the directors of the Company from 12 to 13 persons and the appointment of Mrs. Chotikul Sookpiromkasem as the new director of the Company. Mrs. Chotikul Sookpiromkasem has full qualifications to serve as the director in accordance with the director nomination policy and criteria. She also possesses knowledge and capability which will be beneficial to the Company's business operation.

Information of individual nominated as the new director was delivered to the Company's shareholders together with this invitation to the 2026 Annual General Meeting of Shareholders according to *Attachment No. 3*.

Voting: This agenda requires that the individual nominated as the new director receives the approval of the meeting by a majority vote of shareholders attending and casting the votes at the meeting.

## Agenda 6

### To Approve the Fixing of the Directors' Remuneration for the Year 2026

Fact and Rationale: In accordance with Article 26 of the Articles of Association of the Company, the director is entitled to receive the remuneration from the Company in the form of monthly remuneration, rewards, meeting allowances, gratuities, bonuses or benefits of any other nature as considered and resolved by the meeting of shareholders with the votes of not less than two-thirds (2/3) of the total votes of shareholders present at the meeting. Such remuneration may be a fixed amount or under predetermined conditions which will remain effective from time to time or until otherwise resolved by the meeting of shareholders. In addition, the director is entitled to receive allowances and welfare benefits in accordance with the Company's regulations.

Board of Directors' Opinion: At present, there is no Remuneration Committee appointed by the Company. However, the Board of Directors has jointly considered and determined the proposed directors' remuneration in accordance with the Company's policy on director remuneration. The criteria in determining the proposed remuneration is based on the scope of duties and responsibilities of each respective director and the results of operation of the Company which shall be in accordance with the general practice on payment of directors' remuneration of other listed companies with a similar size of business and within the same industry. With respect to the bonus for the performance of the year, the Board of Directors shall determine based on the results of the operation of the Company in the relevant year as deemed appropriate.

Based on the foregoing, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the remuneration of the Board of Directors and the Subcommittees for the year 2026 with details as follows:

#### **A. Remuneration of the Board of Directors and the Subcommittees**

Remuneration of the Board of Directors and the Subcommittees comprises monthly remuneration based on his/her position, without meeting allowances, as follows:

*Unit: Baht/Month*

<b>Details</b>	<b>2026 (Proposal)</b>	<b>2025</b>
<b>A. Board of Directors</b>		
Chairman of the Board	200,000	200,000
Each Director	100,000	100,000
<b>B. Audit Committee</b>		
Chairman of the Committee	40,000	40,000
Each Member	30,000	30,000
<b>C. Sustainability, Governance and Risk Management Committee</b>		
Chairman of the Committee	30,000	30,000
Each Member	20,000	20,000

**B. Performance Bonus for the Year 2025**

In consideration of the performance of the Board of Directors for the period from April 1, 2025 (the Amalgamation Date) to December 31, 2025, bonus shall be paid to the Company’s directors as follows:

*Unit: Baht*

<b>Details</b>	<b>Performance Bonus for 2025 (Proposal)</b>
Chairman of the Board	2,500,000
Each Director	2,000,000

Remark: As the Company was formed as a result of the Amalgamation between Gulf Energy Development Public Company Limited and Intouch Holdings Public Company Limited on April 1, 2025, no performance bonus was paid to the directors in the preceding year.

The amount of monthly remuneration and bonus payable to each member shall be calculated in proportion to the period of each member’s service.

**C. Other benefits**

<b>2026 (Proposal)</b>	<b>2025</b>
- None –	- None –

It is noted that any director who receives remuneration in his or her capacity as an executive or for participation in the management of the Company shall not be entitled to receive any remuneration or bonus in his or her capacity as a director or as a member of any subcommittee.

For the period from April 1, 2025 (the Amalgamation Date) to December 31, 2025, the Company paid remuneration to the Board of Directors and the subcommittees (i.e. the Audit Committee and the Sustainability, Governance and Risk Management Committee) in the total amount of Baht 7,650,000 which was in accordance with the criteria approved by the Joint Shareholders’ Meeting between the Shareholders of Gulf Energy Development Public Company Limited and the Shareholders of Intouch Holdings Public Company Limited. The details of which are shown in the Form 56-1 One Report for the Year 2025 (Annual Report) of the Company under “Corporate Governance Structure” which was delivered to the Company’s shareholders together with this invitation to the 2026 Annual General Meeting of Shareholders according to *Attachment No. 1*.

Voting: This agenda requires the approval of the meeting with the votes of not less than two-thirds (2/3) of the total votes of shareholders present at the meeting.

**Agenda 7**

**To Approve the Appointment of the Auditors and Fixing the Audit Fees for the Year 2026**

Fact and Rationale: In compliance with Section 120 of the PLCA, the annual general meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the company every year; and in appointing the auditor, the former auditor may be re-appointed. However, with reference to the Notification of the Capital Market Supervisory Board which prescribes that in the occurrence that the auditor of a listed company in the Stock Exchange of Thailand

has performed his/her duties on reviewing or auditing and expressing opinion on the financial statements of such listed company for more than seven (7) accounting periods (regardless of consecutiveness), such listed company must rotate its auditor. The listed company may re-appoint the same auditor who is retired by rotation pursuant to the aforementioned condition only if it passes the lapse of at least five (5) consecutive accounting periods from the date on which such auditor has vacated from his/her duty. The listed company may appoint a new auditor from the same audit firm as that of the previous auditor.

**Audit Committee's Opinion:** The Audit Committee has thoroughly considered and deems it appropriate to resolve that auditors from KPMG Phoomchai Audit Ltd. (“KPMG”) be the auditors of the Company for the year 2026 as KPMG has a proven record of standardized work processes recognized by the leading companies in Thailand, strong auditing experience and expertise, a good understanding of the Company’s business and audit fees appropriate for the amount of work and comparable to the rates applied to other listed companies of the same level. Its past performance is also satisfactory. The Audit Committee thus deems it appropriate to propose to the Board of Directors to submit the appointment of the auditors from KPMG as the Company’s auditors for the year 2026 to the Annual General Meeting of Shareholders for consideration and approval.

**Board of Directors' Opinion:** The Board of Directors has considered and approved, as proposed by the Audit Committee, that it is appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the appointment of the auditors from KPMG to be the auditors of the Company for the year 2026 and fixing the audit fees for the year 2026 with details as follows:

1. Appointment of the following auditors from KPMG to be the auditors of the Company for the year 2026:

<b>Name of the auditor</b>	<b>Certified Public Accountant No.</b>	<b>Year(s) as the auditor of the Company</b>
1. Mr. Yoottapong Soontalinka	10604	Proposed for appointment for the first time
2. Ms. Sophit Prompol	10042	1 year (first appointment in 2025)
3. Ms. Kunnatee Kerdchana	12418	Proposed for appointment for the first time
4. Ms. Pornthip Rimdusit	5565	Proposed for appointment for the first time

to singly act as the auditor and give opinions on the Company’s financial statements. In the absence of the above-named auditors, KPMG is authorized to identify one other Certified Public Accountant within KPMG to carry out the work.

It is noted that KPMG and the auditors named above are the auditors approved by the Office of the Securities and Exchange Commission, and have no relationship with, or any interest in, the Company, its subsidiaries, management, major shareholders or their respective related persons in the manner which may have affected their independent performance of auditing duties. Information of the proposed auditors for the year 2026 are delivered to the Company’s shareholders together with this invitation to the 2026 Annual General Meeting of Shareholders according to *Attachment No. 4*.

The auditors of the Company and the auditors of its subsidiaries are of the same auditing firm except for certain overseas subsidiaries which have external auditors from other auditing firms due to the suitability of size and business operations. However, the Board of Directors will ensure that the consolidated financial statements will be completed on a timely basis.

2. Fixing the audit fees for the year 2026 as per the details as follows:

*Unit: Baht*

	<b>2026 (Proposal)</b>	<b>2025 (April 1 – December 31)</b>
Audit Fee	2,800,000	2,300,000
Non-Audit Fee	1,000,000	3,470,539
<b>Total</b>	<b>3,800,000</b>	<b>5,770,539</b>

The abovementioned audit fee and non-audit fee for the year 2025 are the actual expenses incurred for the accounting period from April 1, 2025 (the Amalgamation Date) to December 31, 2025.

The abovementioned non-audit fee for the year 2025 is for services related to assurance engagements, review of business amalgamation, and tax advisory payable by the Company to KPMG and its related entities to which the auditor is affiliated. The non-audit fee for the year 2026 is for services related to the review of business amalgamation and tax advisory. Such proposed non-audit fee could be varied due to the increase in scope and quantity of work to be rendered by KPMG.

Audit fees for the year 2025 have been entirely recorded as accounting expenses during the year.

Voting: This agenda requires the approval of the meeting by a majority vote of shareholders attending and casting the votes at the meeting.

## **Agenda 8**

### **To Approve in Principle Relating to the Internal Restructuring Transactions Pursuant to Section 107(2) of the Public Limited Company Act B.E. 2535 (1992), as Amended**

**Fact and Rationale:** The Company is a holding company which invests in four core businesses, i.e. (i) energy, (ii) infrastructure (iii) data center and cloud and (iv) investments. The Company conducts these businesses through a number of direct or indirect companies within its group (referred to as the “**Company’s Group**”). From time to time, the Company may consider undertaking internal restructuring transactions, which may involve the following:

- (1) a transfer of at least 50% direct and/or indirect shareholding interests, or a transfer of any controlling interests in any company(ies) within the Company’s Group, from any company(ies) within the Company’s Group to the Company; or
- (2) a sale or transfer of any or all of shareholding interests in any company(ies) which may be a significant part of the Company’s business, from the Company to any company(ies) within the Company’s Group

(the items under (1) and/or (2) are referred to as the “**Internal Restructuring Transactions**”).

The Internal Restructuring Transactions may be undertaken for various reasons, including, but not limited to, enhancing operational efficiency, restructuring of the organisational and shareholding structures of each business unit as appropriate and in line with the business strategies and/or increasing agility and flexibility in the management of business and investments.

The Internal Restructuring Transactions may be subject to Section 107 (2) (a) and (b) of the PLCA, and the Company, as a public limited company, may be required to obtain shareholders' meeting approval before proceeding with the following:

- (1) selling or transferring the whole or any significant part of the Company's business to another person; or
- (2) purchasing or accepting a transfer of the business of another public limited company or limited company.

In this regard, to facilitate operational flexibility and efficiency and reduce unnecessary administrative processes and costs in executing each of the Internal Restructuring Transactions, the Board of Directors considers it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the following:

#### **1. Approval**

Approval in principle relating to the Internal Restructuring Transactions and the Internal Restructuring Transactions, for the Company to undertake the Internal Restructuring Transactions, as the Board of Directors, or the person(s) entrusted by the Board of Directors deem appropriate, on the basis that such transactions are necessary and beneficial to the Company's business operations.

#### **2. Delegation of Authority to the Board of Directors**

Authorisation for the Board of Directors or the person(s) entrusted by the Board of Directors to consider and approve the Internal Restructuring Transactions on behalf of the Company, provided that the Internal Restructuring Transactions must not result in the change of the Company's equity interests in any company(ies) subject to such restructuring or transfer within the Company's Group (taking into consideration both direct and indirect equity interests), and are carried out in compliance with the applicable laws and regulations, including but not limited to:

- (a) setting out and amending terms and conditions, and any other details necessary and related to the Internal Restructuring Transactions including, but not limited to, the purchase and/or the sale, such as the purchase/sale price, the number of shares purchased/transferred, the timing and method of purchase/sale, as well as applying for an approval, furnishing information and submitting documents and evidence to the relevant authorities in order to comply with relevant laws and regulations (if any);
- (b) entering into, executing and amending any agreement, document and evidence necessary and relevant to the Internal Restructuring Transactions; and

- (c) taking any other actions which are necessary or appropriate in relation to the Internal Restructuring Transactions, including the appointment or removal of any substitute or delegate or sub-attorney to perform any actions for all or any of the purposes referred to above.

**Board of Directors' Opinion:** The Board of Directors considered and viewed that the approval in principle relating to the Internal Restructuring Transactions and the Internal Restructuring Transactions is necessary and beneficial to the Company's business operations, as it will enhance flexibility and operational efficiency for business management within the Company's Group, as well as reduce administrative costs associated with convening shareholders' meetings for approval of the Internal Restructuring Transactions undertaken in the ordinary course of the Company's business.

Furthermore, the Board of Directors considered that the conditions prescribed under such authorisation are reasonable and appropriate to protect shareholders' interests, as the Internal Restructuring Transactions must not result in the change of the Company's equity interests, subject to such restructuring or transfer within the Company's Group (taking into account both direct and indirect equity interests) in any company(ies).

Therefore, the Board of Directors resolved to approve and deemed it appropriate to propose to the 2026 Annual General Meeting of Shareholders to consider and approve in principle relating to the Internal Restructuring Transactions and the Internal Restructuring Transactions and the authorisation of the Board of Directors, or the person(s) entrusted by the Board of Directors, to have the power to consider and approve the Internal Restructuring Transactions and to take any actions related to the Internal Restructuring Transactions as deemed appropriate and within the prescribed conditions.

**Voting:** This agenda requires the approval of the meeting with the votes of not less than three-fourths (3/4) of the total votes of shareholders present at the meeting and having the right to vote, pursuant to the provision under Section 107 (2) (a) and (b) of the PLCA.

## **Agenda 9**      **Other Business (if any)**

The Company is pleased to invite shareholders to attend the 2026 Annual General Meeting of Shareholders on April 10, 2026 at 10:00 a.m. at Ballroom, The Conrad Bangkok Hotel, 87 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330. Registration will open at 8.00 a.m.

Any shareholder who is unable to attend the meeting of shareholders and wishes to appoint another person as his/her proxy to attend and vote at the meeting on his/her behalf must either fill in and sign, as appropriate, Proxy Form A. or Form B. as enclosed herewith (*Attachment No. 8*) or download Proxy Form A. or B. or C. (Form C. is applicable only to foreign shareholders as registered in the registration book who have a custodian in Thailand) from the Company's website at [www.gulf.co.th](http://www.gulf.co.th). Alternatively, shareholder may authorize one of the Company's Independent Directors to attend and vote on his/her behalf. Details of the Independent Directors proposed by the Company as proxy of shareholders can be found in *Attachment No. 5* as enclosed herewith.

In this regard, any shareholder wishing to appoint another person or Independent Director proposed by the Company as his/her proxy to attend and vote at the meeting on his/her behalf is asked to fill in and sign the proxy form and deliver it, together with the required documents, to the Company by April 7, 2026 with attention to the Company Secretary of Gulf Development Public Company Limited at 11<sup>th</sup> Floor, M Thai Tower, All Seasons Place, No. 87 Wireless Road, Lumpini Sub-district, Pathumwan

District, Bangkok 10330, or to present the form and accompanying documents to the designated person of the Company prior to the commencement of the meeting.

The Company determined the name of shareholders who are entitled to attend the 2026 Annual General Meeting of Shareholders on March 4, 2026 (Record Date).

Nonetheless, the Board of Directors' Meeting resolved to authorize the Chief Executive Officer and/or any person designated by the Chief Executive Officer to have power to perform any acts relating to the calling of the 2026 Annual General Meeting of Shareholders, including issuance of a notice calling the 2026 Annual General Meeting of Shareholders, change of date, time and venue of the 2026 Annual General Meeting of Shareholders and other details in relation to the 2026 Annual General Meeting of Shareholders, as deemed necessary or appropriate.

Please be informed to attend the meeting of shareholders at the venue on the date and time mentioned above accordingly.

Sincerely yours,

*- Signed -*

(Mrs. Porntipa Chinvetkitvanit)  
Deputy Chief Executive Officer  
On behalf of the Board of Directors  
Gulf Development Public Company Limited

- Notes:
1. All shareholders can access the invitation to the 2026 Annual General Meeting of Shareholders and all related documents at the Company's website ([www.gulf.co.th](http://www.gulf.co.th)) from March 5, 2026. If any shareholder has a query regarding the agenda of the 2026 Annual General Meeting of Shareholders, please send the query in advance during March 5 – April 7, 2026 via email at [cs@gulf.co.th](mailto:cs@gulf.co.th) or via post to the Company Secretary of Gulf Development Public Company Limited at 11<sup>th</sup> Floor, M Thai Tower, All Seasons Place, No. 87 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330.
  2. Any shareholder wishes to obtain a printed version of the Form 56-1 One Report for the Year 2025 (Annual Report), please contact Corporate Secretary (Tel. 02-080-4077) or send an email along with the recipient name and delivery address to [cs@gulf.co.th](mailto:cs@gulf.co.th).

**Form 56-1 One Report for the Year 2025 (Annual Report)**

(Form 56-1 One Report for the Year 2025 (Annual Report) is in the form of QR code which attached to the invitation to the Annual General Meeting of Shareholders for the Year 2026)

**Information of Individuals Nominated as the Directors to Replace the Directors Retired by Rotation**

<b>1. Mr. Predee Daochai</b>												
<b>Proposed Position</b>	Independent Director											
<b>Date of Appointment</b>	April 1, 2025											
<b>Duration of Directorship in the Company</b>	1 year (from April 1, 2025 – April 2026)											
<b>Age</b>	67 years											
<b>Education</b>	<ul style="list-style-type: none"> <li>- Honorary Doctorate in Business Administration, Southeast Bangkok University</li> <li>- Master’s Degree (MCL), University of Illinois at Urbana-Champaign, USA</li> <li>- Barrister-at-Laws, Institute of Legal Education, Thai Bar Association, Thailand</li> <li>- Bachelor of Laws (Honors), Thammasat University</li> </ul>											
<b>Training</b>	<ul style="list-style-type: none"> <li>- Advanced Management Program (AMP), Harvard Business School, USA</li> <li>- Breakthrough Program for Senior Executives, IMD Business School, Switzerland</li> <li>- Influence and Negotiation Strategies Program, Stanford Graduate School of Business, Stanford University, USA</li> <li>- Making Innovation Happen Programme, London Business School, United Kingdom</li> <li>- Executive Program, Singularity University, Silicon Valley, California, USA</li> <li>- Executive Program on Risk Management, The Institute of International Finance, United Kingdom</li> <li>- The Joint State-Private Sector Course, Class 24, National Defence College</li> <li>- Capital Market Leadership Program, Class 20, Capital Market Academy</li> <li>- The Executive Program in Energy Literacy for a Sustainable Future, Class 8, Thailand Energy Academy</li> </ul>											
<b>Director Training</b>	<ul style="list-style-type: none"> <li>- Multiply Organization Performance with A High Trust &amp; Inclusive Board Culture, Special Event 8/2024, Thai Institute of Directors</li> <li>- Role of the Chairman Program (RCP), Class 51/2022, Thai Institute of Directors</li> <li>- Board Nomination and Compensation Program (BNCP), Class 14/2022, Thai Institute of Directors</li> <li>- Corporate Governance for Capital Market Intermediaries (CGI), Class 11/2016, Thai Institute of Directors</li> <li>- Ethical Leadership Program (ELP), Class 1/2015, Thai Institute of Directors</li> <li>- Financial Institutions Governance Program (FGP), Class 1/2010, Thai Institute of Directors</li> <li>- Director Certification Program (DCP), Class 56/2005, Thai Institute of Directors</li> </ul>											
<b>Working Experience (during the recent 5 years) and/or Important Positions</b>	<table border="0" style="width: 100%;"> <tr> <td style="width: 15%; vertical-align: top;">2023 – 2026</td> <td style="vertical-align: top;">Chairman of the Board of Directors and Chairman of the Independent Directors, PTT Global Chemical Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2025 – 2026</td> <td style="vertical-align: top;">Member of the Sustainability, Governance and Risk Management Committee, Gulf Development Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2022 – 2025</td> <td style="vertical-align: top;">Independent Director, Gulf Energy Development Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2021 – 2023</td> <td style="vertical-align: top;">Independent Director, Chairman of Risk Management Committee and Chairman of Sustainable Development Committee, Carabao Group Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2021 – 2023</td> <td style="vertical-align: top;">Director, Siam Paragon Development Company Limited</td> </tr> </table>	2023 – 2026	Chairman of the Board of Directors and Chairman of the Independent Directors, PTT Global Chemical Public Company Limited	2025 – 2026	Member of the Sustainability, Governance and Risk Management Committee, Gulf Development Public Company Limited	2022 – 2025	Independent Director, Gulf Energy Development Public Company Limited	2021 – 2023	Independent Director, Chairman of Risk Management Committee and Chairman of Sustainable Development Committee, Carabao Group Public Company Limited	2021 – 2023	Director, Siam Paragon Development Company Limited	
2023 – 2026	Chairman of the Board of Directors and Chairman of the Independent Directors, PTT Global Chemical Public Company Limited											
2025 – 2026	Member of the Sustainability, Governance and Risk Management Committee, Gulf Development Public Company Limited											
2022 – 2025	Independent Director, Gulf Energy Development Public Company Limited											
2021 – 2023	Independent Director, Chairman of Risk Management Committee and Chairman of Sustainable Development Committee, Carabao Group Public Company Limited											
2021 – 2023	Director, Siam Paragon Development Company Limited											

2021 – 2023	Director, Siam Paragon Retail Company Limited
2021 – 2022	Chairman of Executive Committee and Group CEO, The Mall Group
2021 – 2021	Director, JD Food Public Company Limited
2020 – 2020	Minister, Ministry of Finance
2020 – 2020	Chairman, Bank for Agriculture and Agricultural Cooperatives
2020 – 2020	Chairman, Beacon Venture Capital Company Limited
2020 – 2020	Chairman, National Digital ID Company Limited
2017 – 2020	Chairman, National ITMX Company Limited
2016 – 2020	Committee, ASEAN Bankers Association
2016 – 2020	Member of the National Strategy Committee
2016 – 2020	Member of the Payment Systems Committee, Bank of Thailand
2016 – 2020	Member of the Board of Investment of Thailand (BOI)
2016 – 2020	Member of EEC Policy Committee, Eastern Economic Corridor
2016 – 2020	Member of the Board, Office of SMEs Promotion
2016 – 2020	Chairman, Thai Bankers Association
2016 – 2020	Chairman, KASIKORN Securities Public Company Limited
2015 – 2020	Vice Chairman and Chairman of Corporate Governance Committee, Thai Institute of Directors Association
2013 – 2020	Director and President, KASIKORNBANK Public Company Limited
2013 – 2020	Chairman, KASIKORN Factory and Equipment Company Limited
2010 – 2020	Director, Muangthai Group Holding Company Limited
2016 – 2019	Member of the National Legislative Assembly

**Directorship/Other Executive Positions in Other Organizations at Present**

- Other Listed Companies**  
 (3 organizations)
  - 2023 – Present Independent Director, Member of Nomination and Remuneration Committee and Member of Audit Committee, Bangkok Bank Public Company Limited
  - 2022 – Present Independent Director and Member of Audit and Risk Management Committee, Advanced Info Service Public Company Limited
  - 2021 – Present Independent Director, Chairman of Nomination and Remuneration Committee and Chairman of Corporate Governance and Sustainability Committee, Bangkok Dusit Medical Services Public Company Limited
- Non-Listed Companies**  
 (4 organizations)
  - 2025 – Present Director, Bangkok Motor Works Company Limited
  - 2025 – Present Director, Siam Motors Parts Company Limited
  - 2022 – Present Director, Advanced Wireless Network Company Limited
  - 2022 – Present Director, Siam Motors Company Limited

- Other Companies that Compete with/Related to the Company**  
 - None -

**Shareholding in the Company**  
 (as of December 31, 2025)  
 Personal: - None -  
 Spouse/minor child: - None -

**Family Relationship with Other Directors and Executives**  
 - None -

**Meeting Attendance for the period from April 1, 2025 (the Amalgamation Date) to December 31, 2025**

- Board of Directors' Meetings: 15 out of 15 meetings (100.00%)
- Sustainability, Governance and Risk Management Committee Meetings: 5 out of 5 meetings (100.00%)
- Shareholders' Meeting: 1 out of 1 meeting (100.00%)

**Director Nomination Criteria**  
 The Company has adopted a policy on nominating directors by considering their qualifications, knowledge, capability, expertise, board diversity and valuable working experience, as well as time devotion. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulations.

**Relationship/Interest of Individual Nominated as Independent Director**

Being a close relative of other directors/ executives/ major shareholders/ controlling persons/ or persons to be nominated as directors/ executives or controlling persons of the Company or its subsidiaries	No
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Having the following interests in the Company/ parent company/ subsidiaries/ affiliates or any legal entities that may have conflicts at present or in the past 2 years:

1. Being a director who participates in management, or being an employee, or advisor who receives a regular salary or fee	No
2. Being a professional service provider (e.g. auditor or lawyer)	No
3. Having the significant business relations that may affect the ability to perform duties independently	None

**Nomination Rationale**

The Board of Directors, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of Mr. Predee Daochai and deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and appoint him as the Independent Director of the Company for another term as he possesses the qualifications of Independent Directors as required by the relevant laws and in accordance with the prescribed qualifications of the Independent Directors of the Company. In addition, he is neither nominated by the Company's major shareholders nor executive, and is able to express his opinion independently. He also has extensive knowledge and expertise in the matters and business related to the Company.

## 2. Prof. Dr. Bundhit Eua-arporn



<b>Proposed Position</b>	Independent Director	
<b>Date of Appointment</b>	April 1, 2025	
<b>Duration of Directorship in the Company</b>	1 year (from April 1, 2025 – April 2026)	
<b>Age</b>	60 years	
<b>Education</b>	<ul style="list-style-type: none"> <li>- Doctor of Electrical Engineering, Imperial College, University of London</li> <li>- Master of Engineering, Chulalongkorn University</li> <li>- Bachelor of Engineering, Chulalongkorn University</li> </ul>	
<b>Training</b>	<ul style="list-style-type: none"> <li>- The Executive Program in Energy Literacy for a Sustainable Future, Class 6/2015, Thailand Energy Academy</li> <li>- Bhumipalung Phandin for Executive Program, Class 3, Chula Unisearch, Chulalongkorn University</li> <li>- NUS Programme for Leadership in University Management, Temasek Foundation</li> </ul>	
<b>Director Training</b>	<ul style="list-style-type: none"> <li>- The Board's Role in Mergers and Acquisitions (BMA), Class 11/2024, Thai Institute of Directors</li> <li>- Director's Guide to Legal Obligations and Duties (DLD), Class 1/2024, Thai Institute of Directors</li> <li>- IT Governance and Cyber Resilience Program (ITG), Class 17/2021, Thai Institute of Directors</li> <li>- Director Certification Program (DCP), Class 110/2009, Thai Institute of Directors</li> </ul>	
<b>Working Experience (during the recent 5 years) and/or Important Positions</b>	2025 – 2026	Member of the Audit Committee, Gulf Development Public Company Limited
	2024 – 2025	Independent Director and Chairman of the Board of Directors, IRPC Public Company Limited
	2023 – 2024	Member of the Audit Committee, PTT Oil and Retail Business Public Company Limited
	2016 – 2024	President, Chulalongkorn University
	2015 – 2024	Independent Director, Chairman of the Compensation Committee, and Member of the Audit Committee, Banpu Power Public Company Limited
	2011 – 2024	Member of the Chulalongkorn University Council
	2017 – 2023	Director, PTT Exploration and Production Public Company Limited
	2021 – 2022	Chairman of the Council of University Presidents of Thailand
	2017 – 2017	Member of the National Energy Reform Committee
<b>Directorship/Other Executive Positions in Other Organizations at Present</b>		
• <b>Other Listed Companies</b> (2 organizations)	2025 – Present	Member of the Audit Committee, PTT Oil and Retail Business Public Company Limited
	2023 – Present	Independent Director and Chairman of the Nomination and Remuneration Committee, PTT Oil and Retail Business Public Company Limited
	2021 – Present	Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee, Bangkok Bank Public Company Limited
• <b>Non-Listed Companies</b> (1 organizations)	2021 – Present	Chairman of the Basic Education Commission

- **Other Companies that Compete with/Related to the Company** - None -

**Shareholding in the Company** (as of December 31, 2025) Personal: 1,045,701 shares or equivalent to 0.007%  
Spouse/minor child: - None -

**Family Relationship with Other Directors and Executives** - None -

**Meeting Attendance for the period from April 1, 2025 (the Amalgamation Date) to December 31, 2025**

- Board of Directors' Meetings: 15 out of 15 meetings (100.00%)
- Audit Committee Meetings: 6 out of 7 meetings (85.71%)
- Shareholders' Meeting: 1 out of 1 meeting (100.00%)

**Director Nomination Criteria** The Company has adopted a policy on nominating directors by considering their qualifications, knowledge, capability, expertise, board diversity and valuable working experience, as well as time devotion. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulations.

**Relationship/Interest of Individual Nominated as Independent Director**

Being a close relative of other directors/ executives/ major shareholders/ controlling persons/ or persons to be nominated as directors/ executives or controlling persons of the Company or its subsidiaries	No
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Having the following interests in the Company/ parent company/ subsidiaries/ affiliates or any legal entities that may have conflicts at present or in the past 2 years:

1. Being a director who participates in management, or being an employee, or advisor who receives a regular salary or fee	No
2. Being a professional service provider (e.g. auditor or lawyer)	No
3. Having the significant business relations that may affect the ability to perform duties independently	None

**Nomination Rationale** The Board of Directors, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of Prof. Dr. Bundhit Eua-arporn and deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and appoint him as the Independent Director of the Company for another term as he possesses the qualifications of Independent Directors as required by the relevant laws and in accordance with the prescribed qualifications of the Independent Directors of the Company. In addition, he is neither nominated by the Company's major shareholders nor executive, and is able to express his opinion independently. He also has extensive knowledge and expertise in the matters and business related to the Company.

### 3. Mr. Boonchai Thirati



<b>Proposed Position</b>	Director
<b>Date of Appointment</b>	April 1, 2025
<b>Duration of Directorship in the Company</b>	1 year (from April 1, 2025 – April 2026)
<b>Age</b>	71 years
<b>Education</b>	- Bachelor of Engineering (Electrical Engineering), Chulalongkorn University
<b>Training</b>	- Business Administration for Executive Program, National Petrochemical Public Company Limited - Politics and Governance in Democratic Systems for Executives Program, Class 10, King Prajadhipok's Institute - Management of Public Economics for Executives, Class 6, King Prajadhipok's Institute - Administrative Justice for Executives Program, Class 2, the Administrative Justice Institute, the Office of the Administrative Courts - The Executive Program in Energy Literacy for a Sustainable Future, Class 2, Thailand Energy Academy - Executive Management with Business Development and Investment, Class 2, Institute of Business and Industrial Development - Environmental Governance for Executive Officer, Class 1, Department of Environmental Quality Promotion, Ministry of Natural Resources and Environment and Chulalongkorn University - Rule of Law for Democracy, Class 12, College of the Constitutional Court, Office of The Constitutional Court
<b>Director Training</b>	- Director Accreditation Program (DAP), Class 128/2016, Thai Institute of Directors
<b>Working Experience (during the recent 5 years) and/or Important Positions</b>	2024 – 2026 Director, Gulf Edge Services Company Limited 2024 – 2026 Director, Gulf Edge Company Limited 2023 – 2025 Director, Gulf Infrastructure Company Limited 2022 – 2025 Director and Vice Chairman of the Board of Directors, Intouch Holdings Public Company Limited 2021 – 2025 Deputy Chief Executive Officer, Gulf Energy Development Public Company Limited 2017 – 2025 Director, Gulf Energy Development Public Company Limited 2023 – 2024 Director, GSA Data Center Company Limited 2022 – 2024 Director, Space Tech Innovation Company Limited 2021 – 2024 Director, Thaicom Public Company Limited 2022 – 2023 Director, Gulf Ventures Company Limited 2021 – 2023 Vice Chairman of the Board of Directors and Member of the Nomination and Compensation Committee, Thaicom Public Company Limited 2021 – 2022 Director, Gulf MTP LNG Terminal Company Limited 2021 – 2021 Director, Gulf Renewable Energy Company Limited 2018 – 2021 Executive Director, Gulf Energy Development Public Company Limited 2020 – 2020 Director, Gulf Tay Ninh 1 Joint Stock Company 2020 – 2020 Director, Gulf Tay Ninh 2 Joint Stock Company 2019 – 2020 Director, Mekong Wind Power Joint Stock Company 2017 – 2020 Director, Kolpos Pte. Ltd.

## Attachment No. 2

2017 – 2020	Director, WHA Eastern Seaboard NGD4 Company Limited
2016 – 2020	Director, WHA Eastern Seaboard NGD2 Company Limited
2016 – 2020	Director, Gulf International Investment (Hong Kong) Limited
2015 – 2020	Director, Gulf WHA MT Natural Gas Distribution Company Limited
2015 – 2020	Director, Gulf MP Company Limited
2015 – 2020	Director, Gulf JP NNK Company Limited
2015 – 2020	Director, Gulf JP NLL Company Limited
2015 – 2020	Director, Gulf JP CRN Company Limited
2015 – 2020	Director, Gulf JP KP1 Company Limited
2015 – 2020	Director, Gulf JP KP2 Company Limited
2015 – 2020	Director, Gulf JP TLC Company Limited
2015 – 2020	Director, Gulf JP NK2 Company Limited
2015 – 2020	Director, Gulf Energy Company Limited
2015 – 2020	Director, Gulf IPP Company Limited
2015 – 2020	Director, Gulf Cogeneration Company Limited
2015 – 2020	Director, Gulf Power Generation Company Limited
2015 – 2020	Director, Gulf Yala Green Company Limited
2015 – 2020	Director, Nong Khae Cogeneration Company Limited
2015 – 2020	Director, Samutprakarn Cogeneration Company Limited
2014 – 2020	Director, Gulf VTP Company Limited
2014 – 2020	Director, Gulf TS1 Company Limited
2014 – 2020	Director, Gulf TS2 Company Limited
2014 – 2020	Director, Gulf TS3 Company Limited
2014 – 2020	Director, Gulf TS4 Company Limited
2014 – 2020	Director, Gulf NC Company Limited
2014 – 2020	Director, Gulf BL Company Limited
2014 – 2020	Director, Gulf BP Company Limited
2014 – 2020	Director, Gulf NLL2 Company Limited
2014 – 2020	Director, Gulf NPM Company Limited
2014 – 2020	Director, Gulf NRV1 Company Limited
2014 – 2020	Director, Gulf NRV2 Company Limited
2014 – 2020	Director, Gulf JP NS Company Limited
2014 – 2020	Director, Gulf JP UT Company Limited
2014 – 2020	Director, Gulf PD Company Limited
2014 – 2020	Director, Gulf SRC Company Limited
2012 – 2020	Director, Independent Power Development Company Limited
2008 – 2020	Senior Executive Vice President, Gulf JP Company Limited
2017 – 2019	Senior Executive Vice President and Chief Operating Officer, Gulf Energy Development Public Company Limited
2014 – 2017	Director and Senior Executive Vice President, Gulf Energy Development Company Limited

### **Directorship/Other Executive Positions in Other Organizations at Present**

- **Other Listed Companies** - None -
- **Non-Listed Companies** (5 organizations)

2026 – Present	Director, Gulf Edge Technology Company Limited
2022 – Present	Director, Rachakarn Asset Management Company Limited
2022 – Present	Director, All Waste to Energy Company Limited
2022 – Present	Director, Chiangmai Waste to Energy Company Limited
2019 – Present	Director, Gulf Energy (Vietnam) Limited Liability Company

• **Other Companies that Compete with/Related to the Company**

- None -

**Shareholding in the Company**  
(as of December 31, 2025)

Personal: 2,002,072 shares or equivalent to 0.013%  
Spouse/minor child: - None -

**Family Relationship with Other Directors and Executives**

- None -

**Meeting Attendance for the period from April 1, 2025 (the Amalgamation Date) to December 31, 2025**

• Board of Directors' Meetings: 15 out of 15 meetings (100.00%)  
• Shareholders' Meeting: 1 out of 1 meeting (100.00%)

**Director Nomination Criteria**

The Company has adopted a policy on nominating directors by considering their qualifications, knowledge, capability, expertise, board diversity and valuable working experience, as well as time devotion. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulations.

**Nomination Rationale**

The Board of Directors, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of Mr. Boonchai Thirati and deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and appoint him as a director of the Company for another term as he possesses all the required qualifications and does not have any prohibited characteristics as prescribed in the applicable laws and regulations. He also has extensive knowledge and experience in the matters and business related to the Company.

#### 4. Ms. Yupapin Wangviwat



<b>Proposed Position</b>	Director	
<b>Date of Appointment</b>	April 1, 2025	
<b>Duration of Directorship in the Company</b>	1 year (from April 1, 2025 – April 2026)	
<b>Age</b>	57 years	
<b>Education</b>	<ul style="list-style-type: none"> <li>- Master of Business Administration, University of Florida, USA</li> <li>- Bachelor of Business Administration (Banking and Finance), Chulalongkorn University</li> </ul>	
<b>Training</b>	<ul style="list-style-type: none"> <li>- The Executive Program in Energy Literacy for a Sustainable Future, Class 18, Thailand Energy Academy</li> <li>- Top Executive Program in Commerce and Trade, Class 13, Commerce Academy, University of the Thai Chamber of Commerce</li> <li>- Digital Transformation for CEO, Class 1, Nation Multimedia Group Public Company Limited</li> <li>- Capital Market Leadership Program, Class 16, Capital Market Academy</li> <li>- ABC Course, Class 5, Academy of Business Creativity, Sripatum University</li> <li>- Executive Management with Business Development and Investment, Class 4, Institute of Business and Industrial Development</li> </ul>	
<b>Director Training</b>	<ul style="list-style-type: none"> <li>- Director Certification Program (DCP), Class 164/2012, Thai Institute of Directors</li> </ul>	
<b>Working Experience (during the recent 5 years) and/or Important Positions</b>	2025 – 2025	Deputy Chief Executive Officer, Gulf Development Public Company Limited
	2023 – 2025	Deputy Chief Executive Officer, Gulf Energy Development Public Company Limited
	2020 – 2025	Member of the Sustainability, Governance and Risk Management Committee and Chief Financial Officer, Gulf Energy Development Public Company Limited
	2018 – 2025	Director, Gulf Energy Development Public Company Limited
	2022 – 2023	Director, Gulf Binance Company Limited
	2022 – 2022	Director, Gulf International Investment Limited
	2021 – 2022	Director, Intouch Holdings Public Company Limited
	2019 – 2022	Director, Rachakarn Asset Management Company Limited
	2020 – 2021	Director, Gulf JP Company Limited
	2020 – 2021	Director, Gulf SRC Company Limited
	2020 – 2021	Director, Gulf PD Company Limited
	2020 – 2021	Director, Gulf Energy Mauritius Company Limited
	2019 – 2021	Director, Independent Power Development Company Limited
	2018 – 2021	Executive Director, Gulf Energy Development Public Company Limited
	2015 – 2021	Director, Gulf JP KP1 Company Limited
	2015 – 2021	Director, Gulf JP KP2 Company Limited
	2015 – 2021	Director, Gulf JP TLC Company Limited
	2015 – 2021	Director, Gulf JP NNK Company Limited
	2015 – 2021	Director, Gulf JP NLL Company Limited
	2015 – 2021	Director, Gulf JP CRN Company Limited
	2015 – 2021	Director, Gulf JP NK2 Company Limited
	2014 – 2021	Director, Gulf Solar BV Company Limited

2014 – 2021	Director, Gulf Solar TS1 Company Limited
2014 – 2021	Director, Gulf Solar TS2 Company Limited
2014 – 2021	Director, Gulf Solar KKS Company Limited
2014 – 2021	Director, Gulf International Investment (Hong Kong) Limited
2013 – 2021	Director, Gulf MP Company Limited
2013 – 2021	Director, Gulf JP NS Company Limited
2013 – 2021	Director, Gulf Solar Company Limited
2013 – 2021	Director, Gulf JP UT Company Limited
2012 – 2021	Director, Gulf VTP Company Limited
2012 – 2021	Director, Gulf TS1 Company Limited
2012 – 2021	Director, Gulf TS2 Company Limited
2012 – 2021	Director, Gulf TS3 Company Limited
2012 – 2021	Director, Gulf TS4 Company Limited
2012 – 2021	Director, Gulf NC Company Limited
2012 – 2021	Director, Gulf BL Company Limited
2012 – 2021	Director, Gulf BP Company Limited
2012 – 2021	Director, Gulf NLL2 Company Limited
2012 – 2021	Director, Gulf NPM Company Limited
2012 – 2021	Director, Gulf NRV1 Company Limited
2012 – 2021	Director, Gulf NRV2 Company Limited
2011 – 2021	Director, Kolpos Pte. Ltd.
2019 – 2020	Director, Bangkok Smart Energy Company Limited
2017 – 2020	Director, Gulf WHA MT Natural Gas Distribution Company Limited
2017 – 2020	Director, WHA Eastern Seaboard NGD2 Company Limited
2017 – 2020	Director, WHA Eastern Seaboard NGD4 Company Limited
2015 – 2020	Director, Gulf Cogeneration Company Limited
2015 – 2020	Director, Samutprakarn Cogeneration Company Limited
2015 – 2020	Director, Nong Khae Cogeneration Company Limited
2015 – 2020	Director, Gulf Yala Green Company Limited
2015 – 2020	Director, Gulf Power Generation Company Limited
2015 – 2020	Director, Gulf IPP Company Limited
2015 – 2020	Director, Gulf Energy Company Limited
2014 – 2020	Director, Gulf International Holding Pte. Ltd.
2017 – 2019	Senior Executive Vice President and Chief Corporate Officer, Gulf Energy Development Public Company Limited
2014 – 2017	Senior Executive Vice President and Chief Financial Officer, Gulf Energy Development Company Limited

**Directorship/Other Executive Positions in Other Organizations at Present**

- **Other Listed Companies**  
(2 organizations)
 

2025 – Present	Vice Chairman of the Board of Directors, Thaicom Public Company Limited
2024 – Present	Director, Thaicom Public Company Limited
2023 – Present	Member of the Executive Committee, Advanced Info Service Public Company Limited
2021 – Present	Director and Member of the Sustainable Development Committee, Advanced Info Service Public Company Limited
- **Non-Listed Companies**  
(12 organizations)
 

2025 – Present	Director, Gulf Port and Logistics Company Limited
2025 – Present	Director, Gulf Hydropower Holdings Pte. Ltd.
2025 – Present	Director, Gulf LNG International Pte. Ltd.
2025 – Present	Director, G-AIS Company Limited

2025 – Present Director, Gulf Infrastructure Company Limited  
2024 – Present Director, Gulf Edge Data Center Company Limited  
2024 – Present Director, Gulf Edge Company Limited  
2022 – Present Director, AIS Digital Life Company Limited  
2021 – Present Director, Gulf Resources Company Limited  
2021 – Present Director, Advanced Wireless Network Company Limited  
2021 – Present Director, GULF1 Company Limited  
2018 – Present Director, Gulf Renewable Energy Company Limited

- **Other Companies that Compete with/Related to the Company**  
(2 organizations)

**Other companies where the positions are held pursuant to Management Services Agreements and Secondment Agreements among relevant parties only**

2008 – Present Senior Executive Vice President, Gulf JP Company Limited  
1997 – Present Chief Financial Officer,  
Generating Electric Public Company Limited

**Shareholding in the Company**  
(as of December 31, 2025)

Personal: 3,066,257 shares or equivalent to 0.021%  
Spouse/minor child: - None -

**Family Relationship with Other Directors and Executives**

- None -

**Meeting Attendance for the period from April 1, 2025 (the Amalgamation Date) to December 31, 2025**

- Board of Directors' Meetings: 14 out of 15 meetings (93.33%)
- Sustainability, Governance and Risk Management Committee Meetings: 4 out of 5 meetings (80.00%)
- Shareholders' Meeting: 1 out of 1 meeting (100.00%)

**Director Nomination Criteria**

The Company has adopted a policy on nominating directors by considering their qualifications, knowledge, capability, expertise, board diversity and valuable working experience, as well as time devotion. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulations.

**Nomination Rationale**

The Board of Directors, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of Ms. Yupapin Wangviwat and deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and appoint her as a director of the Company for another term as she possesses all the required qualifications and does not have any prohibited characteristics as prescribed in the applicable laws and regulations. She also has extensive knowledge and experience in the matters and business related to the Company.

## **Qualifications of the Independent Directors of the Company**

The Board of Directors has determined the qualifications of the Independent Directors which are more stringent than the relevant regulations of the Capital Market Supervisory Board. The Independent Director of the Company must possess the qualifications as follows:

- (1) Holds no more than 0.9 % of all shares with voting rights of the Company, the parent company, a subsidiary, an associated company, a major shareholder or controlling person. This is inclusive of shares held by anyone who is related to such Independent Director.
- (2) Neither is nor was a Director with involvement in the management, employees, staff, consultant with monthly salary or controlling person of the Company, the parent company, a subsidiary, an associated company, a same-level subsidiary, a major shareholder or controlling person unless he/she is free from such condition not less than two years prior to his/her appointment as an Independent Director. In this regard, the prohibited characteristics do not include cases where the Independent Director served as civil servant or advisor to public agencies, who is major shareholder or controlling person of the Company.
- (3) Has no connection by blood or legal registration as father, mother, spouse, sibling, son/daughter or spouse of son/daughter of another Director, executive, major shareholder, controlling person or an individual who will be nominated as Director, executive or controlling person of the Company or a subsidiary.
- (4) Has no business relationship with the Company, the parent company, a subsidiary, an associated company, a major shareholder or controlling person in such a manner that may obstruct their exercise of independent discretion. Further, an Independent Director neither is nor was not a significant shareholder or controlling person of a party with business relationship with the Company, the parent company, a subsidiary, an associated company, a major shareholder or controlling person of the Company unless he/she is free from such condition not less than two years prior to his/her appointment as Independent Director:

Such business relationship is inclusive of a trading transaction occurring on a conventional basis for the conduct of business; a rent or lease of immovable property; a transaction involving assets or services; a provision or an acceptance of financial assistance through means of a loan, a guarantee, a use of an asset as collateral against debt; and other similar actions which result in the Company or the party to the contract having a debt to be repaid to another party for the amount from 3% of net tangible assets (NTA) of the Company or from 20 Million Baht, whichever is lower. This amount is determined by the calculation of Related Transaction value as per the Notification of the Capital Market Supervisory Board. It is inclusive of debt(s) arising within one year prior to the day of business relationship with the same party.

- (5) Never served as nor was an auditor of the Company, the parent company, a subsidiary, an associated company, a major shareholder or controlling person and was not a significant shareholder, controlling person or a partner of the audit office which the auditors of the Company, the parent company, a subsidiary, an associated company, a major shareholder or controlling person are employed unless he/she is free from such condition not less than two years prior to his/her appointment as Independent Director.
- (6) Never served as nor was a person rendering any professional service or a legal or financial consultant who is paid a service fee of more than 2 Million Baht per year by the Company, the parent company, a subsidiary, an associated company, a major shareholder or controlling person of the Company and was not a significant shareholder, controlling person or a partner of such professional service provider unless he/she is free from such condition not less than two years prior to his/her appointment as Independent Director.
- (7) Is not a Director who is appointed to be a nominee of a Director of the Company, a major shareholder or a shareholder who is related to a major shareholder.
- (8) Does not engage in a business of the same nature as and which is significantly competitive to that of the Company or a subsidiary; or not being a significant partner of a partnership or a Director with involvement in the management, employees, staff, consultant with monthly salary, or, holds more than 1% of all shares with voting rights of another company which is engaged in a business of the same nature as and which is significantly competitive to that of the Company or a subsidiary.
- (9) Does not have any other characteristic which prevents him/her from opining freely on the operations of the Company.
- (10) After being appointed as an independent director with the qualifications stipulated in accordance with Clauses 1 – 9, the independent director may be assigned by the Board of Directors to make a decision on the business operation of the Company, its parent company, subsidiary, associate company, same-level subsidiary, major shareholder or controlling person in the form of collective decision.
- (11) The Company may appoint a person who has or used to have a business relationship or provides professional services at a value exceeding the specified amount described in Clauses 4 or 6 as an independent director provided that the Board of Directors carefully considers and is of the opinion that appointment of such person does not affect the performance of duties and the giving of independent opinions. Following information must be disclosed in the notice calling the shareholders' meeting under the agenda for the appointment of independent director:
  - (1) The nature of the business relationship or professional service that excludes the nominated independent director from the standard requirements.
  - (2) The reason and necessity for keeping or appointing such person as an independent director.
  - (3) The Board of Directors' opinion on proposing the appointment of such person as an independent director.

## Information of Individual Nominated as the New Director

<b>Mrs. Chotikul Sookpiromkasem</b>		
<b>Proposed Position</b>	Director	
<b>Age</b>	50 years	
<b>Education</b>	- Bachelor of Accountancy (Accounting), Thammasat University	
<b>Director Training</b>	- Director Accreditation Program (DAP), Class 128/2016, Thai Institute of Directors	
<b>Working Experience (during the recent 5 years) and/or Important Positions</b>	2019 – 2025      Director, Gulf Energy Development Public Company Limited 2017 – 2018      Director, Gulf Energy Development Public Company Limited 2015 – 2017      Director, Gulf Energy Development Company Limited	
<b>Directorship/Other Executive Positions in Other Organizations at Present</b>		
• <b>Other Listed Companies</b>	- None -	
• <b>Non-Listed Companies</b> (4 organizations)	2022 – Present      Director, Gulf International Investment Limited 2018 – Present      Director, Rachakarn Asset Management Company Limited 2012 – Present      Director, Land and Property Development Company Limited 2009 – Present      Director, B Property Company Limited	
• <b>Other Companies that Compete with/Related to the Company</b> (2 organizations)	<u><b>As a shareholder of the Company</b></u>	
	2017 – Present      Director, Gulf Investment and Trading Pte. Ltd. 2016 – Present      Director, Gulf Holdings (Thailand) Company Limited	
<b>Shareholding in the Company</b> (as of December 31, 2025)	Personal:            8,467 shares or equivalent to 0.000% Spouse:              1,458,563 shares or equivalent to 0.010% Minor child:        - None -	
<b>Family Relationship with Other Directors and Executives</b>	- None -	
<b>Director Nomination Criteria</b>	The Company has adopted a policy on nominating directors by considering their qualifications, knowledge, capability, expertise, board diversity and valuable working experience, as well as time devotion. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulations.	
<b>Nomination Rationale</b>	The Board of Directors has jointly and deliberately considered the qualifications of Mrs. Chotikul Sookpiromkasem and deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and appoint her as a director of the Company as she possesses all the required qualifications and does not have any prohibited characteristics as prescribed in the applicable laws and regulations. She also has extensive knowledge and experience in the matters and business related to the Company.	

**Information of the Proposed Auditors for the Year 2026**  
**KPMG Phoomchai Audit Ltd.**

<b>1. Mr. Yoottapong Soontalinka</b>	
<b>Certified Public Accountant (Thailand) No.</b>	10604
<b>Education Qualifications</b>	<ul style="list-style-type: none"> <li>- Bachelor of Accountancy, Thammasat University</li> <li>- Auditor approved by the Office of Securities and Commission, Thailand</li> </ul>
<b>Experience</b>	<ul style="list-style-type: none"> <li>- Partner and Audit, KPMG Phoomchai Audit Ltd.</li> <li>- Has more than 22 years of experience, specializing in providing audit and other assurance services to international and listed companies in accordance with financial reporting standards. He has managed complex audits for companies in various industries, particularly in the industrial, trading, service, agricultural and energy sectors and non-profit organization.</li> <li>- Has experience working internationally with KPMG offices in Indonesia, Myanmar and Lao PDR, acting as a team leader, as well as managing the organization and coordinating with various international agencies and organizations.</li> <li>- Has expertise in international financial reporting standards and investment advisory services in ASEAN countries.</li> </ul>
<b>Relationship or interest with the Company, its subsidiaries, executives, major shareholders or their respective related persons</b>	- None -

<b>2. Ms. Sophit Prompol</b>	
<b>Certified Public Accountant (Thailand) No.</b>	10042
<b>Education Qualifications</b>	<ul style="list-style-type: none"> <li>- Bachelor of Accountancy, Chulalongkorn University</li> <li>- Auditor approved by the Office of Securities and Commission, Thailand</li> </ul>
<b>Experience</b>	<ul style="list-style-type: none"> <li>- Partner, KPMG Phoomchai Audit Ltd.</li> <li>- Has over 20 years of experience providing financial statement audits. She works in various industries, namely energy and natural resources, power and utilities and industrial markets. She also specializes in IFRS engagements.</li> <li>- Has audit experience providing services for multinational and listed companies in various industries that adopt IFRS and TFRS for PAEs in their financial statements.</li> </ul>
<b>Relationship or interest with the Company, its subsidiaries, executives, major shareholders or their respective related persons</b>	- None -

<b>3. Ms. Kunnatee Kerdchana</b>	
<b>Certified Public Accountant (Thailand) No.</b>	12418
<b>Education Qualifications</b>	<ul style="list-style-type: none"> <li>- Bachelor of Accountancy, Chulalongkorn University</li> <li>- Certified Public Accountant of Thailand</li> <li>- Auditor approved by the Office of Securities and Commission of Thailand</li> </ul>
<b>Experience</b>	<ul style="list-style-type: none"> <li>- Executive Director and Audit, KPMG Phoomchai Audit Ltd.</li> <li>- Has professional experience from 2009 – present.</li> <li>- Has over 17 years of working experience with KPMG in auditing financial statements for various businesses, namely energy, power and utilities, and industrial markets. She has expertise in both Thai and international financial reporting standards.</li> <li>- Has provided audit services to multinational companies and listed companies in various industries that adopt Thai and international financial reporting standards, including financial reporting for the preparation of consolidated financial statements.</li> </ul>
<b>Relationship or interest with the Company, its subsidiaries, executives, major shareholders or their respective related persons</b>	- None -

<b>4. Ms. Pornthip Rimduisit</b>	
<b>Certified Public Accountant (Thailand) No.</b>	5565
<b>Education Qualifications</b>	<ul style="list-style-type: none"> <li>- Master of Business Administration, Chulalongkorn University</li> <li>- Bachelor of Accountancy, Kasetsart University</li> </ul>
<b>Experience</b>	<ul style="list-style-type: none"> <li>- Audit Partner, KPMG Phoomchai Audit Ltd.</li> <li>- Has over 30 years of experience with KPMG, specializing in providing audit services in various industries, particularly retail, consumer products, trading, pulp and paper, and petrochemical businesses for both domestic and overseas companies, including public limited companies.</li> </ul>
<b>Relationship or interest with the Company, its subsidiaries, executives, major shareholders or their respective related persons</b>	- None –

**Information of the Independent Directors  
Proposed by the Company as Proxy of Shareholders**

(Exclusive of directors to be retired by rotation in 2026)

**1. Mr. Somprasong Boonyachai**

<b>Age</b>	70 years
<b>Title</b>	Independent Director and Chairman of the Sustainability, Governance and Risk Management Committee
<b>Business address</b>	11 <sup>th</sup> Floor, M Thai Tower, All Seasons Place, No. 87, Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330
<b>Having interest / non-interest in the agenda proposed at the shareholders' meeting</b>	<ul style="list-style-type: none"><li>• Having interest in Agenda 6 - To approve the fixing of the directors' remuneration for the year 2026</li><li>• No special interest which is different from other directors in all agendas proposed at the 2026 Annual General Meeting of Shareholders</li></ul>

**Note:** Information of Mr. Somprasong Boonyachai is shown in Form 56-1 One Report for the Year 2025 (Annual Report) under the "Board of Directors and Management Profiles".

**2. Mrs. Sirivipa Supantanet**

<b>Age</b>	63 years
<b>Title</b>	Independent Director and Member of the Audit Committee
<b>Business address</b>	11 <sup>th</sup> Floor, M Thai Tower, All Seasons Place, No. 87, Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330
<b>Having interest / non-interest in the agenda proposed at the shareholders' meeting</b>	<ul style="list-style-type: none"><li>• Having interest in Agenda 6 - To approve the fixing of the directors' remuneration for the year 2026</li><li>• No special interest which is different from other directors in all agendas proposed at the 2026 Annual General Meeting of Shareholders</li></ul>

**Note:** Information of Mrs. Sirivipa Supantanet is shown in Form 56-1 One Report for the Year 2025 (Annual Report) under the "Board of Directors and Management Profiles".

<b>3. Assoc. Prof. Chanchai Sittipunt, M.D.</b>
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<b>Age</b>	59 years										
<b>Title</b>	Independent Director and Member of the Audit Committee										
<b>Date of Appointment</b>	February 9, 2026										
<b>Business address</b>	11 <sup>th</sup> Floor, M Thai Tower, All Seasons Place, No. 87, Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330										
<b>Education</b>	<ul style="list-style-type: none"> <li>- Doctor of Medicine (M.D.) (Second Class Honors), Faculty of Medicine, Chulalongkorn University</li> <li>- Diploma of the Pulmonary Medicine and Pulmonary Critical Care, The Medical Council of Thailand</li> <li>- Diploma of the Internal Medicine, The Medical Council of Thailand</li> </ul>										
<b>Director Training</b>	- None -										
<b>Working Experience (during the recent 5 years) and/or Important Positions</b>	<table> <tr> <td>2021 – 2025</td> <td>Dean, Faculty of Medicine, Chulalongkorn University</td> </tr> <tr> <td>2021 – 2025</td> <td>Director, King Chulalongkorn Memorial Hospital, The Thai Red Cross Society</td> </tr> <tr> <td>2019 – 2021</td> <td>Member of the Executive Committee, The Medical Council of Thailand</td> </tr> <tr> <td>2015 – 2021</td> <td>Associate Dean for Planning and Development, Faculty of Medicine, Chulalongkorn University</td> </tr> <tr> <td>2012 – 2016</td> <td>Member of the Executive Committee, The Royal College of Physicians of Thailand</td> </tr> </table>	2021 – 2025	Dean, Faculty of Medicine, Chulalongkorn University	2021 – 2025	Director, King Chulalongkorn Memorial Hospital, The Thai Red Cross Society	2019 – 2021	Member of the Executive Committee, The Medical Council of Thailand	2015 – 2021	Associate Dean for Planning and Development, Faculty of Medicine, Chulalongkorn University	2012 – 2016	Member of the Executive Committee, The Royal College of Physicians of Thailand
2021 – 2025	Dean, Faculty of Medicine, Chulalongkorn University										
2021 – 2025	Director, King Chulalongkorn Memorial Hospital, The Thai Red Cross Society										
2019 – 2021	Member of the Executive Committee, The Medical Council of Thailand										
2015 – 2021	Associate Dean for Planning and Development, Faculty of Medicine, Chulalongkorn University										
2012 – 2016	Member of the Executive Committee, The Royal College of Physicians of Thailand										
<b>Directorship/Other Executive Positions in Other Organizations at Present</b>											
• <b>Other Listed Companies</b>	- None -										
• <b>Non-Listed Companies (2 organizations)</b>	<table> <tr> <td>2018 – Present</td> <td>Member of the Committee, The Medical Council of Thailand</td> </tr> <tr> <td>1999 – Present</td> <td>Full-time Lecturer, Faculty of Medicine, Chulalongkorn University</td> </tr> </table>	2018 – Present	Member of the Committee, The Medical Council of Thailand	1999 – Present	Full-time Lecturer, Faculty of Medicine, Chulalongkorn University						
2018 – Present	Member of the Committee, The Medical Council of Thailand										
1999 – Present	Full-time Lecturer, Faculty of Medicine, Chulalongkorn University										
• <b>Other Companies that Compete with/Related to the Company</b>	- None -										
<b>Shareholding in the Company (as of January 16, 2026)</b>	<table> <tr> <td>Personal:</td> <td>119,908 shares or equivalent to 0.001%</td> </tr> <tr> <td>Spouse/minor child:</td> <td>- None -</td> </tr> </table>	Personal:	119,908 shares or equivalent to 0.001%	Spouse/minor child:	- None -						
Personal:	119,908 shares or equivalent to 0.001%										
Spouse/minor child:	- None -										
<b>Family Relationship with Other Directors and Executives</b>	- None -										
<b>Having interest / non-interest in the agenda proposed at the shareholders' meeting</b>	<ul style="list-style-type: none"> <li>• Having interest in Agenda 6 - To approve the fixing of the directors' remuneration for the year 2026</li> <li>• No special interest which is different from other directors in all agendas proposed at the 2026 Annual General Meeting of Shareholders</li> </ul>										

**The Company's Articles of Association  
in Relation to the Annual General Meeting of Shareholders**

**Board of Directors, Remuneration of the Director and Retirement by Rotation**

**Article 18** The Company shall have the board of directors to oversee the business operations of the Company. Such board shall comprise not less than five (5) directors, and not less than half (1/2) of whom shall reside in Thailand. Directors shall have the qualifications as prescribed by law.

Directors of the Company may or may not be the shareholder of the Company.

**Article 19** Directors shall be elected at the meeting of shareholders in accordance with the following rules and procedures:

- (a) Each shareholder shall have one (1) vote per one (1) share held.
- (b) Each shareholder may exercise all of its votes under (a) to elect each of the persons nominated to act as directors but the shareholder shall not allot part of the votes it has to each person so nominated.
- (c) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order, until all of the director positions are filled. Where there is an equality of votes cast for candidates in descending order causing the number of directors to be exceeded, the chairman of the meeting shall have a casting vote.

**Article 20** At every annual general meeting, one-third (1/3) of the directors shall retire. If the number of directors is not a multiple of three, then the number nearest to one-third shall retire.

A director who retires under the first paragraph may be re-elected by the meeting of shareholders.

The directors vacating from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who then has held office the longest shall vacate.

**Article 26** The director of the Company is entitled to receive the remuneration from the Company in the form of monthly remuneration, rewards, meeting allowances, gratuities, bonuses or benefits of any other nature as considered and resolved by the meeting of shareholders with the votes of not less than two-thirds (2/3) of the total votes of shareholders present at the meeting. Such remuneration may be a fixed amount or under predetermined conditions which will remain effective from time to time or until otherwise resolved by the meeting of shareholders. In addition, the director is entitled to receive allowances and welfare benefits in accordance with the Company's regulations.

The provision in the first paragraph shall not affect any staff or employee who has been elected as director with regard to his/her the right to receive remuneration and benefit as a staff member or employee of the Company.

**Article 31** No director shall conduct any business of the same nature as and being in competition with the business of the Company; or become a partner of an ordinary partnership, a partner with unlimited liability of a limited partnership, or a director of any other limited company or public limited company which operates any business of the same nature as and being in competition with the business of the Company, whether for his/her own account or the account of other persons, unless the director notifies the meeting of shareholders prior to the resolution for appointment of such director.

**Shareholders' Meeting and Vote Casting**

**Article 36** The board of directors shall call a meeting of shareholders which is an annual general meeting of shareholders within four (4) months from the end of each of the Company's fiscal years.

Any meeting of shareholders other than the one referred to in the first paragraph shall be called an extraordinary meeting of shareholders which may be called by the board of directors at any time as deemed appropriate.

A meeting of shareholders may be held and arranged by an electronic means pursuant to the applicable provisions of law governing arrangement of meetings through electronic media.

One or several shareholders holding shares representing not less than ten (10) per cent of the total issued shares of the Company may, by subscribing their names, make a written request to the board of directors to call an extraordinary meeting at any time, provided that the written request must clearly state the matters and reasons for calling such meeting. In this regard, the board of directors shall arrange to convene a meeting of shareholders within forty five (45) days from the date of receipt of the request of the shareholders.

In the case where the board of directors fails to convene the meeting within the period set out under the fourth paragraph, the shareholders subscribing their names in the request or any other shareholders holding shares representing not less than such required amount may call the meeting by themselves within forty five (45) days from the expiration of the period under the fourth paragraph whereby the shareholders calling such meeting may disseminate a written notice to all shareholders through an electronic means pursuant to the criteria and procedures set out in or permitted by the applicable law. Such meeting shall be deemed as called by the board

of directors and the Company shall be responsible for the necessary expenses incurred by such meeting and provide any arrangement to facilitate such meeting as appropriate.

In the case where any meeting of shareholders called by the shareholders pursuant to the fifth paragraph fails to form a quorum as prescribed by these Articles of Association, the shareholders under the fifth paragraph shall jointly reimburse for any and all expenses incurred to the Company from convening such meeting.

**Article 37**

In calling a meeting of shareholders, the board of directors shall prepare a written notice specifying the venue, date, time and agenda of the meeting and the matters to be proposed to the meeting in appropriate details by clearly indicating in each matter whether it is a matter proposed for acknowledgement, approval, or consideration, as the case may be, and including the opinion of the board of directors on each of the matters. The notice shall be disseminated to the shareholders and the registrar prior to the date of the meeting and publicized pursuant to the criteria, period and procedures set out in or permitted by the applicable law.

The venue of the meeting may be in the province in which the head office of the Company is located or any other place as the board of directors may determine.

**Article 38**

A quorum of a meeting of shareholders shall comprise not less than twenty five (25) shareholders present in person or by proxy (if any), or not less than one-half (1/2) of the total number of shareholders, provided that, in either case, the shares held by such shareholders shall not be less than one-third (1/3) of the total issued shares of the Company.

In the event that a quorum of any meeting of shareholders is not formed as required under the first paragraph after one (1) hour has passed from the time fixed for the meeting, such meeting shall be cancelled if the meeting is called by a request of shareholders; however, if the meeting is not called by a request of shareholders, a subsequent meeting shall be convened and a notice of the subsequent meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At the subsequent meeting, no quorum shall be required.

A shareholder may appoint a proxy of legal age to attend and cast votes in a meeting of shareholders on its behalf. The appointment of proxy must be evidenced in a designated written form and comply with the procedures pursuant to the law.

The appointment of proxy may be conducted through an electronic means provided that the method made available for this purpose must be safe and capable of establishing credibility that such appointment has been made by the appointing shareholder pursuant to the criteria and procedures set out in or permitted by the applicable law.

**Article 39**

The chairman of the board of directors shall be the chairman of the meeting of shareholders. In the case where the chairman is not present at a meeting or cannot perform duties, if there is a vice-chairman, the vice-chairman shall be the chairman of the meeting. If there is no such vice-chairman or such vice-chairman cannot perform duties, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

**Article 40**

In respect of voting at the meeting of shareholders, each shareholder shall have one (1) vote for one (1) share held by it. Any shareholder having special interest in any matter shall have no right to vote in such matter, except for a matter of an election of directors. A resolution of the meeting of shareholders shall be made by the following votes:

- (a) In an ordinary event, the majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.
- (b) In the following matters, a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote shall be required:
  1. The sale or transfer of the whole or substantial part of the Company's business to other person(s)
  2. The acquisition or acceptance of business transfer of private companies or other public companies to be a part of the Company's business
  3. The execution, amendment or termination of any agreement with respect to leasing out of the whole or substantial parts of the Company's business, the assignment of other person(s) to manage the business of the Company, or the amalgamation of the business with other person(s) for the purpose of profit and loss sharing
  4. Amendment to the Memorandum of Association or the Articles of Association of the Company
  5. Increase or reduction of the registered capital of the Company
  6. Dissolution of the Company
  7. Issuance of debentures of the Company
  8. Amalgamation with another company
  9. Other matters as provided by law to require a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote

**Article 41**

The businesses to be transacted at an annual general meeting of shareholders shall be as follows:

- (a) Acknowledgement of the board of directors' report in relation to the Company's operations during the past fiscal year;
- (b) Consideration and approval of the balance sheet and the profit and loss statement;

- (c) Consideration in respect of the appropriation of profits and payment of dividend;
- (d) Election of new directors to replace directors who retire by rotation;
- (e) Fixing of the remuneration of directors;
- (f) Appointment of the auditor and fixing of the auditing fee; and
- (g) Other matters.

**Accounts, Finance and Audit**

**Article 49** The Company shall prepare and keep the books and accounts, including the auditing of the accounts as prescribed by relevant laws, and shall prepare the balance sheet together with the profit and loss statement at least once every twelve (12) months which forms the fiscal year of the Company.

**Article 50** The board of directors shall arrange for the balance sheet and the profit and loss statement to be prepared as at the last date of the Company's fiscal year and be proposed to the annual general meeting of shareholders for approval. The board of directors shall arrange for the balance sheet and profit and loss statement to be audited by the auditor before submission of the same to the meeting of shareholders.

**Article 51** The board of directors shall deliver the following documents to the shareholders together with the notice calling for an annual general meeting of shareholders:

- (a) Copies of the audited balance sheet and the profit and loss statement, together with the auditor's report; and
- (b) Annual report of the board of directors together with any supporting documents thereof.

**Article 52** No auditor shall be a director, staff member, employee or person holding any position or performing any duty in the Company.

**Article 54** The auditor has the duty to attend every meeting of shareholders at which the balance sheet, the profit and loss statement, and the issues concerning the accounts of the Company are to be considered in order to explain the auditing to the shareholders. The Company shall also deliver to the auditor all reports and documents of the Company that are to be received by the shareholders at that meeting of shareholders.

**Dividend and Reserves**

**Article 55** No dividends shall be paid otherwise than out of profits. If the Company has the accumulated losses, no dividend shall be paid.

The dividends shall be distributed according to the number of shares, with each share receiving an equal amount, except where the Company issues preferential shares and provided that the preferential shares shall be entitled to dividend which differs from ordinary shares, then the dividend shall be distributed as provided accordingly, whereas such payment of dividend shall be approved by a meeting of shareholders.

In case where the Company has yet to issue the full number of shares as registered or the Company has registered its capital increase, the Company may pay the dividends in whole or in part by way of issuing new ordinary shares to shareholders upon approval by a meeting of shareholders.

The board of directors may pay interim dividends to the shareholders from time to time if it determines that the profits of the Company justify such payment. After the interim dividends have been paid, such interim dividend payment shall be reported to the shareholders at the next meeting of shareholders.

The payment of dividends shall be made within one (1) month from the date on which the resolution has passed at the meeting of shareholders or the board of directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice of such dividend payment shall also be published pursuant to the criteria and procedures set out in or permitted by the applicable law.

**Article 56** The Company shall allocate at least five (5) percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until such reserve fund attains the amount of not less than ten (10) percent of the registered capital. Other than the stated reserve fund, the board of directors may propose to the meeting of shareholders to resolve to approve the allocation for other reserve funds as deemed appropriate for the business operation of the Company.

Upon approval of the meeting of shareholders, the Company may apply other reserve funds, legal reserve fund and share premium reserve fund, respectively, to compensate for the Company's accumulated loss.

## **Explanation on the Appointment of Proxy, Registration Process, Registration Documents, Vote Casting and Counting and Meeting Procedure**

### **Registration Process**

For the purpose of registration of shareholders eligible to attend the Annual General Meeting of Shareholders for the Year 2026, the Company will commence the registration process and review completeness of documents including proxy forms for registration to confirm eligibility of the shareholders to attend the meeting at the meeting venue from 08:00 a.m. on April 10, 2026.

The Company employs the identification barcode system for the registration purpose, and to ensure convenience and smooth process, shareholders and/or their respective proxies are requested to bring and present to the registration desk on the meeting date the Registration Form as per *Attachment No. 1*. To promote transparency and fairness, as well as provide benefits and convenience to shareholders, the Company deems it appropriate to set forth relevant procedures as follows:

### **1. Shareholders who attend the meeting in person**

- 1.1 Contact the registration desk and submit the Registration Form (as per *Attachment No. 1*) that comes with the identification barcode together with the following documents to confirm eligibility of the shareholders.

<b>Category</b>	<b>Thai Shareholders</b>	<b>Non-Thai Shareholders</b>
<b><u>Natural Person</u></b>	An original identification document issued by relevant Thai government authorities which must still be valid and not be damaged or in a condition that cannot identify the holder, such as: <ul style="list-style-type: none"> <li>- Thai national ID card</li> <li>- Driving Licence</li> <li>- Thai civil servant ID card</li> <li>- Thai state enterprise officer ID card</li> <li>- Passport</li> <li>- Any other photographed identification document issued by relevant Thai government authority</li> </ul> (Collectively as “ID Document”)	A passport which must still be valid and not be damaged or in a condition that cannot identify the holder
<b><u>Juristic Person</u></b>  (This is for the case where an authorized director(s) wishes to attend the meeting in person. If any juristic person has more than one authorized director and wishes to appoint one of the directors or any other person as proxy to attend the meeting on its behalf, please follow the guideline set out in Clause 2 below.)	<ul style="list-style-type: none"> <li>- Either Proxy Form A. or Form B. in which all required information is completed together with signatures of the grantor (with the corporate seal affixed (if any)) and the proxy (affix Baht 20 stamp duty (crossed and dated as of the date the proxy is made))</li> <li>- Copy of an affidavit, issued not longer than 6 months by Department of Business Development, Ministry of Commerce, which is signed to certify by the authorized director(s) (with the corporate seal affixed (if any))</li> <li>- Copy of any of the ID Document of the authorized director(s) which is signed to certify by such director(s) together with an original of such ID Document which must still be valid and not be damaged or in a</li> </ul>	<ul style="list-style-type: none"> <li>- Either Proxy Form A. or Form B. in which all required information is completed together with signatures of the grantor (with the corporate seal affixed (if any)) and the proxy (affix Baht 20 stamp duty (crossed and dated as of the date the proxy is made))</li> <li>- Copy of an affidavit or equivalent document which demonstrates at least the name of juristic person, address and authorized director(s), which is signed to certify by the authorized director(s) (with the corporate seal affixed (if any))</li> <li>- Copy of any of the ID Document of the authorized director(s) (if the director is of Thai nationality) or a passport (if the director is of non-Thai nationality) which is signed to certify by such director(s) together with an</li> </ul>

<b>Category</b>	<b>Thai Shareholders</b>	<b>Non-Thai Shareholders</b>
	condition that cannot identify the holder	original of such ID Document or passport which must still be valid and not be damaged or in a condition that cannot identify the holder

If an original document is not made in Thai or English, please attach the English translation duly certified by the authorized representative of such juristic person.

- 1.2 Receive voting cards for voting in each agenda (except for the case of a juristic person which has prepared the Proxy Form in which the grantor has explicitly specified its vote in each agenda whether to vote for, vote against or abstain from voting)

**2. Shareholders who wish to appoint a proxy to attend the meeting on their behalf**

2.1 Appointment of Proxy

The Company has prepared Proxy Form A., Form B. and Form C. as stipulated in an announcement of the Department of Business Development, Ministry of Commerce, for shareholders who cannot attend the meeting in person. A proxy may be appointed to the following persons to attend the meeting on their behalf:

- (1) any other person who has reached the legal age (*sui juris*); or
- (2) any of the independent directors of the Company whose profiles are set out in Attachment No. 5.

Shareholder must authorize a person as you wish or an independent director whose profile is attached to the invitation to this meeting to attend, and cast a vote at the meeting on your behalf by specifying the name and details of a person to be your proxy. Only one proxy can be appointed.

In this connection, the Company has delivered Proxy Form A. and Form B. together with this invitation as per Attachment No. 8. Alternatively, shareholders may also download either Proxy Form A., Form B. or Form C. (i.e. Form C. is a form to be used only by foreign shareholders who appoint a custodian in Thailand to hold their shares for safekeeping) from the Company’s website www.gulf.co.th. Shareholder must use only one of such Proxy Forms.

Each shareholder must appoint only one proxy and may not split the number of voting rights to several proxy holders. In addition, in casting a vote in each agenda item, shareholder must choose to either cast a vote for or against or abstain from voting, and not combination thereof. Shareholder shall grant the proxy all the voting rights held. Authorization of vote less than the total number of holding shares is not allowed except for the custodian appointed by the foreign investor in accordance with Proxy Form C.

Shareholder may select one of the following Proxy Forms as applicable:

- Proxy Form A., which is a general simple form (for all shareholders)
- Proxy Form B., which is a form specifying details in granting the proxy (for all shareholders)
- Proxy Form C., which is a form to be used only by foreign shareholders who appoint a custodian in Thailand to hold their shares for safekeeping

2.2 Contact the registration desk and submit the following documents:

- The Registration Form (as per Attachment No. 1) that comes with the identification barcode
- The Proxy Form (choose either one) in which all required information is completed together with signatures of the grantor and the proxy (with the corporate seal affixed (if any)) and affix Baht 20 stamp duty crossed and dated as of the date the proxy is made
- The following documents to confirm eligibility of the shareholders:

<b>Category</b>	<b>Thai Shareholders</b>	<b>Non-Thai Shareholders</b>
<b><u>Natural Person</u></b>	- An original ID Document of the proxy which must still be valid and	- An original ID Document (for a proxy of Thai nationality) or passport (for a proxy of non-Thai nationality) which must still be

<b>Category</b>	<b>Thai Shareholders</b>	<b>Non-Thai Shareholders</b>
	<p>not be damaged or in a condition that cannot identify the holder</p> <ul style="list-style-type: none"> <li>- Copy of any of the ID Document of the grantor which is signed to certify by the grantor whereby such copy must be a duplicate of the ID Document which must still be valid and not be damaged or in a condition that cannot identify the holder</li> </ul>	<p>valid and not be damaged or in a condition that cannot identify the holder</p> <ul style="list-style-type: none"> <li>- Copy of any of the passport of the grantor which is signed to certify by the grantor whereby such copy must be a duplicate of the passport which must still be valid and not be damaged or in a condition that cannot identify the holder</li> </ul>
<b><u>Juristic Person</u></b>	<ul style="list-style-type: none"> <li>- An original ID Document of the proxy which must still be valid and not be damaged or in a condition that cannot identify the holder</li> <li>- Copy of an affidavit, issued not longer than 6 months by Department of Business Development, Ministry of Commerce, which is signed to certify by the authorized director(s) (with the corporate seal affixed (if any))</li> <li>- Copy of any of the ID Document of the authorized director(s) which is signed to certify by such director(s) whereby such copy must be a duplicate of the ID Document which must still be valid and not be damaged or in a condition that cannot identify the holder</li> </ul>	<ul style="list-style-type: none"> <li>- An original ID Document (for a proxy of Thai nationality) or passport (for a proxy of non-Thai nationality) which must still be valid and not be damaged or in a condition that cannot identify the holder</li> <li>- Copy of an affidavit or equivalent document which demonstrate at least the name of juristic person, address and authorized director(s), which is signed to certify by the authorized director(s) (with the corporate seal affixed (if any))</li> <li>- Copy of any of the ID Document of the authorized director(s) (if the director is of Thai nationality) or a passport (if the director is of non-Thai nationality) which is signed to certify by such director(s) whereby such copy must be a duplicate of the ID Document or passport which must still be valid and not be damaged or in a condition that cannot identify the holder</li> </ul>
<b><u>Foreign shareholders who appoint a custodian in Thailand holds their shares for safekeeping</u></b>		<ul style="list-style-type: none"> <li>- Documents for juristic person shall be prepared by selecting one of any Proxy Form (either Form A., Form B. or Form C.).</li> <li>- A power of attorney which evidences appointment by a foreign shareholder of such custodian to sign on proxy</li> <li>- A confirmation letter that signatory has been licensed to engage in custodian business</li> </ul>

If an original document is not made in Thai or English, please attach the English translation duly certified by the authorized representative of such juristic person.

2.3 Contact the registration desk and submit the documents as per clauses 2.1 and 2.2 above

2.4 Receive voting cards for voting in each agenda (except for the case that the grantor has prepared the Proxy Form in which the grantor has explicitly specified its vote in each agenda item whether to vote for, vote against or abstain from voting)

**Criteria for Vote Casting and Counting**

1. The Chairman of the meeting or a person designated by the Company shall explain casting and counting vote procedure before commencement of the meeting. The Company shall count and sum up votes on each agenda item of shareholders or the proxy who attend the meeting and cast votes. Results on each agenda item shall be announced to the meeting before the meeting is adjourned. The Company will arrange to have the inspector for examine procedures on counting vote in the meeting to ensure transparency and compliance with the laws and the Company's Articles of Association.
2. In casting votes, one share carries one vote.
3. Prior to counting votes on each agenda item, the Company would suspend the registration. The registration would be resumed upon conclusion of the counting of votes on each agenda item. As for shareholders or proxies attending the meeting after the meeting was called to order, their votes shall be included only on the agenda items those shareholders or proxies are present at the meeting. As a result, the number of shareholders on each agenda item may vary.
4. In case that shareholders appointing their proxies have clearly voted for, voted against or abstained from voting on the respective agenda items and the Company has collected and recorded such votes for processing in advance in computer, the proxies attending the meeting therefore shall not receive the voting cards from the Company.
5. The Chairman of the meeting or a person designated by the Company may request that any shareholders attending the meeting in person or proxies and intending to vote against or abstain from voting use voting cards as provided by the Company, and such shareholders or proxies would be required to raise their hand for officers to collect only the voting cards that vote against or abstain from voting. Therefore, all remaining votes shall be deemed as to vote for.
6. In counting of votes, resolutions shall be passed by votes as follows:

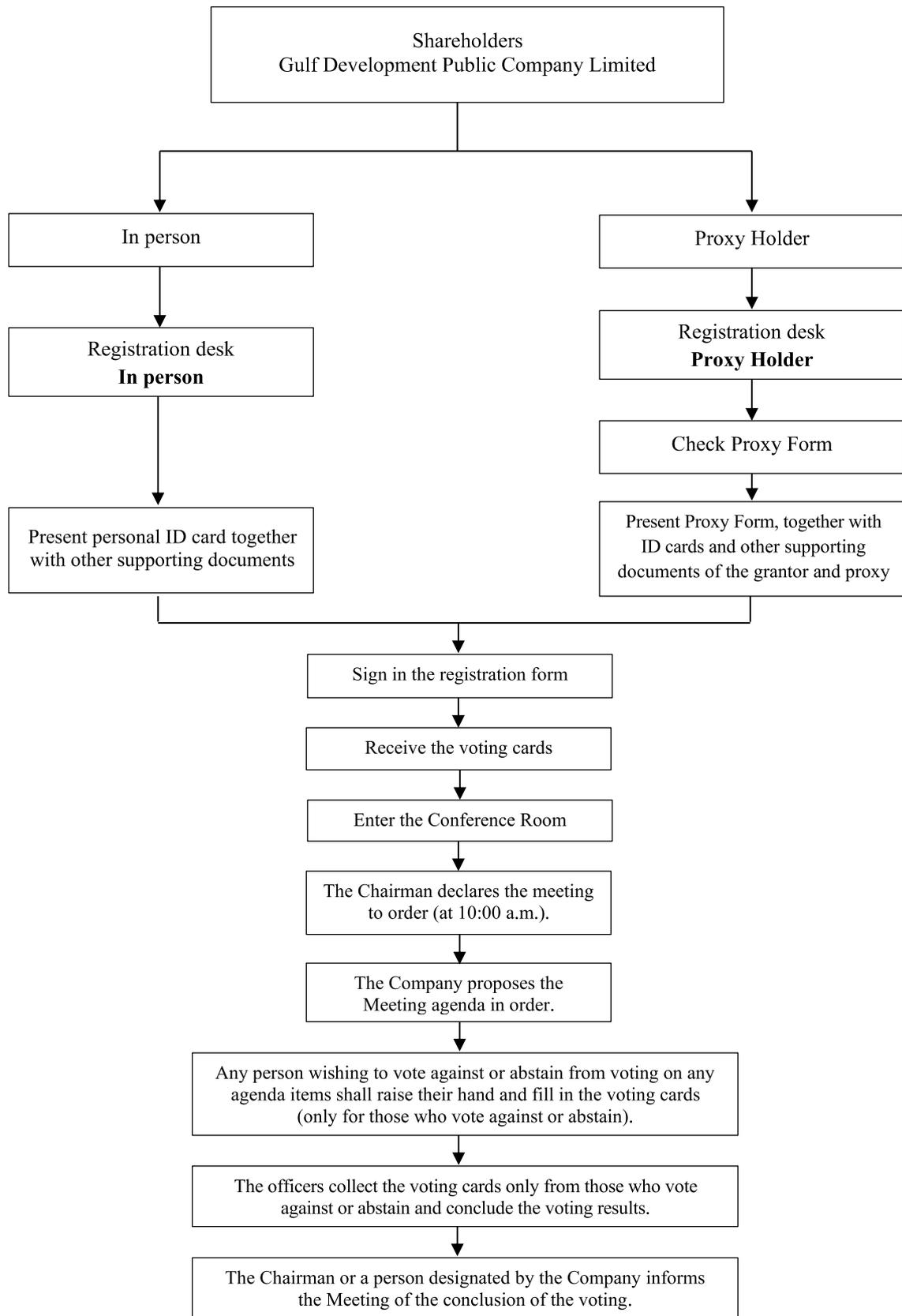
**Agenda No. 2, 3, 4, 5 and 7** require the approval of the meeting by a majority vote of shareholders attending and casting the votes at the meeting.

Except for:

- **Agenda No. 1** which is for acknowledgement of the directors' report on the Company's performance for the period from April 1, 2025 (the Amalgamation Date) to December 31, 2025 and thus voting is not required;
  - **Agenda No. 6** which is for the consideration and approval of the directors' remuneration for the year 2026 and requires the approval of the meeting with the votes of not less than two-thirds (2/3) of the total votes of shareholders present at the meeting; and
  - **Agenda 8** which is for the consideration and approval in principle relating to the Internal Restructuring Transactions pursuant to Section 107(2) of the Public Limited Company Act B.E. 2535 (1992), as amended, and requires the approval of the meeting with the votes of not less than three-fourths (3/4) of the total votes of shareholders attending the meeting and having the right to vote.
7. In connection with **Agenda No. 4** which is for the consideration and approval of the appointment of the directors to replace those retired by rotation and **Agenda No. 5** which is for the consideration and approval of the appointment of the new director in accordance with the criteria set out in Article 19 of the Company's Articles of Association as follows:
    - (a) Each shareholder shall have one (1) vote per one (1) share held.
    - (b) Each shareholder may exercise all of its votes under (a) to elect one or several persons nominated to act as directors, but the shareholder shall not allot part of the votes it has to each person so nominated.
    - (c) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order, until all of the director positions are filled. Where there is an equality of votes cast for candidates in descending order causing the number of directors to be exceeded, the Chairman of the meeting shall have a casting vote.

For the purpose of casting a vote on these agenda items, the Company would collect the voting cards from all shareholders attending the meeting to ensure the transparency in counting votes which may be requested for review at a later date. As for shareholders appointing proxies, the Company will examine the casting of votes in their proxy forms.

**Meeting Arrangement**



*\*Please return all voting cards to the Company's officer when the meeting is adjourned.*

## แบบหนังสือมอบฉันทะ แบบ ก. (แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

## Proxy Form A. (General Form)

ติดอากรแสตมป์ 20 บาท  
Stamp duty of Baht 20

เขียนที่ \_\_\_\_\_

Made at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_

Date Month Year

- (1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residence No. \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Sub-district \_\_\_\_\_  
อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Amphoe/District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_
- (2) เป็นผู้ถือหุ้นของบริษัท กัลฟ์ ดีเวลลอปเม้นท์ จำกัด (มหาชน)  
Being a shareholder of Gulf Development Public Company Limited
- โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
holding the total amount of \_\_\_\_\_ share(s) and having the right to vote equal to \_\_\_\_\_ votes as follows:
- หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share \_\_\_\_\_ share(s) and having the right to vote equal to \_\_\_\_\_ vote(s)
- หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preferred share \_\_\_\_\_ share(s) and having the right to vote equal to \_\_\_\_\_ vote(s)

- (3) ขอมอบฉันทะให้  
Hereby appoint either one of the following persons:

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Sub-district \_\_\_\_\_ Amphoe/District \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or \_\_\_\_\_
2. ชื่อ นายสมประสงค์ บุญยะชัย อายุ 70 ปี อยู่บ้านเลขที่ 87 อาคารเอ็มไทย ทาวเวอร์ ชั้น 11 ออลซีซั่นเพลส  
Name Mr. Somprasong Boonyachai age 70 years, residing at No. 87, 11<sup>th</sup> Floor, M Thai Tower, All Seasons Place  
ถนน วิทญ ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน  
Road Wireless Tambol/Sub-district Lumpini Amphoe/District Pathumwan  
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ  
Province Bangkok Postal Code 10330 or \_\_\_\_\_
3. ชื่อ นางสิริวิภา สุพรรณธเนศ อายุ 63 ปี อยู่บ้านเลขที่ 87 อาคารเอ็มไทย ทาวเวอร์ ชั้น 11 ออลซีซั่นเพลส  
Name Mrs. Sirivipa Supantanet age 63 years, residing at No. 87, 11<sup>th</sup> Floor, M Thai Tower, All Seasons Place  
ถนน วิทญ ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน  
Road Wireless Tambol/Sub-district Lumpini Amphoe/District Pathumwan  
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ  
Province Bangkok Postal Code 10330 or \_\_\_\_\_
4. ชื่อ รศ. นพ. ฉันทชาย สิทธิพันธุ์ อายุ 59 ปี อยู่บ้านเลขที่ 87 อาคารเอ็มไทย ทาวเวอร์ ชั้น 11 ออลซีซั่นเพลส  
Name Assoc. Prof. Chanchai Sittipunt, M.D. age 59 years, residing at No. 87, 11<sup>th</sup> Floor, M Thai Tower, All Seasons Place  
ถนน วิทญ ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน  
Road Wireless Tambol/Sub-district Lumpini Amphoe/District Pathumwan  
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330  
Province Bangkok Postal Code 10330

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ในวันที่ 10 เมษายน 2569 เวลา 10.00 น. ณ ห้องบอลรูม โรงแรมคอนราด กรุงเทพฯ เลขที่ 87 ถนนวิทยุ แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330 หรือที่จะพึงเลื่อนไปในวัน เวลา ช่องทาง และสถานที่อื่นด้วย

Individually, as my/our proxy to attend and vote at the Annual General Meeting of Shareholders for the Year 2026 on April 10, 2026 at 10:00 a.m. at Ballroom, The Conrad Bangkok Hotel, 87 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330 or at any adjournment thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any action(s) carried out by/decision(s) made by the proxy at the Meeting is/are regarded as carried out by me/us.

ลงชื่อ/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
(\_\_\_\_\_)

ลงชื่อ/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
(\_\_\_\_\_)

ลงชื่อ/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
(\_\_\_\_\_)

ลงชื่อ/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
(\_\_\_\_\_)

**หมายเหตุ:** ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกลงคะแนนเสียงได้

**Remark:** A shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

## แบบหนังสือมอบฉันทะ แบบ ข. (แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

## Proxy Form B. (Form Clearly Specify Details of Proxy)

ติดอากรแสตมป์ 20 บาท  
Stamp duty of Baht 20

เขียนที่ \_\_\_\_\_  
Made at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We Nationality  
อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residence No. Road Tambol/Sub-district  
อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Amphoe/District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท กอล์ฟ ดีเวลลอปเม้นท์ จำกัด (มหาชน)  
Being a shareholder of Gulf Development Public Company Limited  
โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
holding the total amount of share(s) and having the right to vote equal to votes as follows:  
 หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share share(s) and having the right to vote equal to vote(s)  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preferred share share(s) and having the right to vote equal to vote(s)

(3) ขอมอบฉันทะให้  
Hereby appoint either one of the following persons:

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years, residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Tambol/Sub-district Amphoe/District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ \_\_\_\_\_  
Province Postal Code or
2. ชื่อ \_\_\_\_\_ นายสมประสงค์ บุญยะชัย อายุ 70 ปี อยู่บ้านเลขที่ 87 อาคารเอ็มไทย ทาวเวอร์ ชั้น 11 ออลซีซั่นเพลส  
Name Mr. Somprasong Boonyachai age 70 years, residing at No. 87, 11<sup>th</sup> Floor, M Thai Tower, All Seasons Place  
ถนน วิทยู ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน  
Road Wireless Tambol/Sub-district Lumpini Amphoe/District Pathumwan  
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ  
Province Bangkok Postal Code 10330 or
3. ชื่อ \_\_\_\_\_ นางสิริวิภา สุพรรณนนต์ อายุ 63 ปี อยู่บ้านเลขที่ 87 อาคารเอ็มไทย ทาวเวอร์ ชั้น 11 ออลซีซั่นเพลส  
Name Mrs. Sirivipa Supantant age 63 years, residing at No. 87, 11<sup>th</sup> Floor, M Thai Tower, All Seasons Place  
ถนน วิทยู ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน  
Road Wireless Tambol/Sub-district Lumpini Amphoe/District Pathumwan  
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ  
Province Bangkok Postal Code 10330 or
4. ชื่อ \_\_\_\_\_ รศ. นพ. ฉันทชัย สิทธิพันธุ์ อายุ 59 ปี อยู่บ้านเลขที่ 87 อาคารเอ็มไทย ทาวเวอร์ ชั้น 11 ออลซีซั่นเพลส  
Name Assoc. Prof. Chanchai Sittipunt, M.D. age 59 years, residing at No. 87, 11<sup>th</sup> Floor, M Thai Tower, All Seasons Place  
ถนน วิทยู ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน  
Road Wireless Tambol/Sub-district Lumpini Amphoe/District Pathumwan  
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ  
Province Bangkok Postal Code 10330 or

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ในวันที่ 10 เมษายน 2569 เวลา 10.00 น. ณ ห้องบอลรูม โรงแรมคอนราด กรุงเทพฯ เลขที่ 87 ถนนวิทยุ แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Individually, as my/our proxy to attend and vote at the Annual General Meeting of Shareholders for the Year 2026 on April 10, 2026 at 10:00 a.m. at Ballroom, The Conrad Bangkok Hotel, 87 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330 or at any adjournment thereof.

(4) ข้าพเจ้ามอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
At the said Meeting, I/we wish my/our voting right(s) will be exercised by the proxy as follows:

**วาระที่ 1 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ สำหรับรอบระยะเวลาตั้งแต่วันที่ 1 เมษายน 2568 (วันควบบริษัท) ถึงวันที่ 31 ธันวาคม 2568**

**Agenda 1 To acknowledge the directors' report on the Company's performance for the period from April 1, 2025 (the Amalgamation Date) to December 31, 2025**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
  - (a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
  - (b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
    - เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง
    - Approve Disapprove Abstain

**วาระที่ 2 พิจารณานุมัติงบการเงินสำหรับรอบระยะเวลาบัญชีตั้งแต่วันที่ 1 เมษายน 2568 (วันควบบริษัท) ถึงวันที่ 31 ธันวาคม 2568**

**Agenda 2 To approve the Company's audited financial statements for the accounting period from April 1, 2025 (the Amalgamation Date) to December 31, 2025**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
  - (a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
  - (b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
    - เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง
    - Approve Disapprove Abstain

**วาระที่ 3 พิจารณานุมัติจัดสรรเงินกำไรสุทธิ การจ่ายเงินปันผล และเงินปันผลพิเศษ**

**Agenda 3 To approve the allocation of the earnings appropriations, dividend and special dividend payment**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
  - (a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
  - (b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
    - เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง
    - Approve Disapprove Abstain

**วาระที่ 4 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ**

**Agenda 4 To approve the appointment of the directors to replace those retired by rotation**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
  - (a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
  - (b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:

การแต่งตั้งกรรมการทั้งชุด

Election of the directors in whole:

- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

 การแต่งตั้งกรรมการเป็นรายบุคคล

Election of individual directors:

- 4.1 ชื่อกรรมการ นายปรีดี ดาวฉาย  
Director Name Mr. Predee Daochai  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- 4.2 ชื่อกรรมการ ศาสตราจารย์ ดร.บัณฑิต เอื้ออาภรณ์  
Director Name Prof. Dr. Bundhit Eua-arporn  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- 4.3 ชื่อกรรมการ นายบุญชัย ธีรชาติ  
Director Name Mr. Boonchai Thirati  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- 4.4 ชื่อกรรมการ นางสาวยุพาพิน วังวิวัฒน์  
Director Name Ms. Yupapin Wangviwat  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

## วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการใหม่

## Agenda 5 To approve the appointment of the new director

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

## วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนคณะกรรมการประจำปี 2569

## Agenda 6 To approve the fixing of the directors' remuneration for the year 2026

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

## วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2569

## Agenda 7 To approve the appointment of the auditors and fixing the audit fees for the year 2026

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 8 พิจารณานุมัติในหลักการเกี่ยวกับการทำธุรกรรมการปรับโครงสร้างภายในกลุ่มบริษัท ตามมาตรา 107(2) แห่งพระราชบัญญัติบริษัทมหาชนจำกัด พ.ศ. 2535 (ตามที่แก้ไขเพิ่มเติม)

Agenda 8 To approve in principle relating to the Internal Restructuring Transactions pursuant to Section 107(2) of the Public Limited Company Act B.E. 2535 (1992), as amended

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 9 Other business (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting by the proxy in respect of any agenda that is not in compliance with this Proxy Form shall be invalid and shall not constitute my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If I/we have not expressed my/our intention to vote on any agenda, or if such intention is not clearly expressed, or if the Meeting considers and votes on any matter other than those specified above, including amending or adding any fact, the proxy shall be entitled to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

All acts performed by the proxy during the course of the Meeting, except for the vote of the proxy which is not in accordance with this Proxy Form, shall bind me/us as if I/we performed such act.

ลงชื่อ/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
(\_\_\_\_\_)

ลงชื่อ/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
(\_\_\_\_\_)

ลงชื่อ/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
(\_\_\_\_\_)

ลงชื่อ/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
(\_\_\_\_\_)

**หมายเหตุ/Remarks:**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
A shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
In the agenda of appointment of directors, shareholder is able to elect the whole board of directors or only certain directors.
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.  
ตามแนบ  
If any additional item on the agenda is to be considered, the proxy may vote on such item in Supplemental Proxy Form B as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.  
Supplemental Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท กัลฟ์ ดีเวลลอปเม้นท์ จำกัด (มหาชน)  
Proxy is given as a shareholder of Gulf Development Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ในวันที่ 10 เมษายน 2569 เวลา 10.00 น. ณ ห้องบอลรูม โรงแรมคอนราด กรุงเทพฯ เลขที่ 87 ถนนวิทยุ แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders for the Year 2026 on April 10, 2026 at 10:00 a.m. at Ballroom, The Conrad Bangkok Hotel, 87 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330 or at any adjournment thereof.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
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(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**QR Code Downloading Procedures for  
Form 56-1 One Report for the Year 2025 (Annual Report)**

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the Annual General Meeting of Shareholders and the Form 56-1 One Report (Annual Report) in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The aforementioned documents could be downloaded from the QR Code (as shown in Attachment No. 1) by following the steps below.

**For iOS System**

1. Turn on the mobile camera
2. Turn the mobile camera to the QR Code to scan it
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line.

**For Android System**

1. Open applications such as QR CODE READER, Facebook or Line

**How to scan the QR Code with Line application**

Open Line application and click on "Add friend" → Choose "QR Code" → Scan the QR Code

2. Scan the QR Code to access documents regarding the meeting

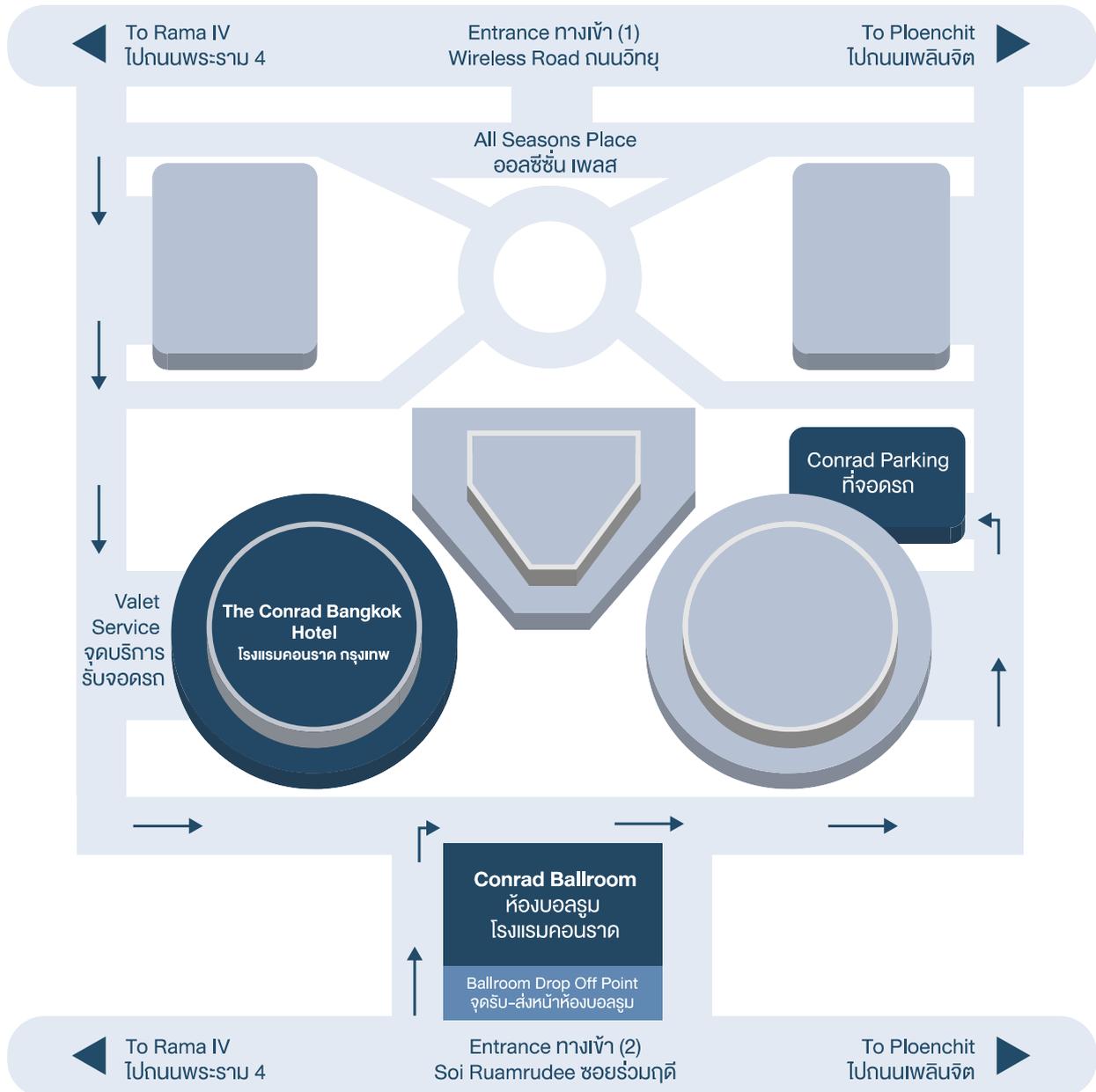
## Location Map of The Conrad Bangkok Hotel

### Venue

Ballroom, The Conrad Bangkok Hotel

No. 87 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330 Thailand

Tel : +66 2690 9999



**The Conrad Bangkok Hotel is located in All Seasons Place.**

**Valet parking is available at hotel lobby entrance.**

### Directions

By car : Exit expressway at South Ploenchit Exit, turn left to Ploenchit Road and turn left to Wireless Road

By BTS Skytrain : BTS Ploenchit Station Exit 2 Wireless Road or Exit 3 Ruamrudee Road

## **Privacy Notice for Shareholders, Debenture Holders and their Representatives**

Gulf Development Public Company Limited (the “**Company**”) recognizes the importance of the personal data protection of our shareholders, debenture holders, proxy holders and their authorized representatives under the power of attorney. The Company therefore established measures for personal data protection as detailed below in order to ensure that the Company will protect and manage your personal data in accordance with the Personal Data Protection Act B.E 2562.

### **1. Collected Personal Data**

The Company will collect your personal data that directly provided by you, or collected from proxy/power of attorney form, or from Thailand Securities Depository Company Limited (as the Company’s registrar), which includes, but not limited to the following personal data:

- General Personal Data: e.g. name-surname, date of birth, age, address, telephone number, facsimile number, e-mail address, identification card number, passport number, nationality, signature, shareholder’s registration number, educational background, training background, working experience, occupation, position, office, photo, etc.
- Financial Data: e.g. bank account number, number of shares/debentures held, type of shares, etc.
- Data in relation to any activity organized by the Company: e.g. image and video recorded during the Shareholders’ Meeting and/or any site visit activity, electronic traffic data collected from the registration or attendance of such Shareholders’ Meeting and/or site visit activity, etc.
- Other Personal Data: e.g. opinions or recommendations, any data provided by you through the channel of Investor Relations on the Company’s website or other channels designated by the Company, etc.
- Stakeholders Relationship or Conflicts of Interest Data that show direct and/or indirect relationships with the Company and its Group Companies: e.g. name-surname, age and number of shares of the spouse and children of candidates who are nominated for the Company’s directorship, etc.

In general, the Company does not intend to collect and process your sensitive personal data (i.e. religion and blood type (if any) as appeared on the identification documents of you and/or your representatives that were submitted to the Company). In the case where you provide any of such identification documents to the Company, you and/or your representatives are requested to make invisible the sensitive personal data appeared on such documents. If you do not make invisible of such sensitive personal data, the Company shall be entitled to make invisible those data, and the Company shall not be deemed to collect any of such sensitive personal data in all respects.

However, there may be a case where the Company is required to collect and process your sensitive data (i.e. health data) in order to facilitate your participation in the Company’s activities (i.e. site visit) or any other activity that the Company shall notify and request for your consent in specific form on a case by case basis.

### **2. Purposes**

The Company is obliged collect, process and/or disclose personal data as required by legal obligation, and/or the Company’s legitimate interest, and/or contractual basis, and/or vital interests basis, and/or as consented by you (as the case may be) for the following purposes:

- To manage the shareholders and debenture holders’ registration, the issuance of proxy by shareholders and debenture holders, including other related activities pursuant to the applicable law such as securities and exchange law
- To carry out any action in relation to the dividend payment or other benefits for the shareholders and/or debenture holders such as interests and subscription right for shares/debenture
- To arrange the general meetings, which includes proposing the agenda item, nomination of candidates for the directors of the Company, sending documents in relation to the meetings, verifying identity at the registration, processing vote, preparing minutes of the meetings and any action in relation to such meetings
- To record images, audio and/or video recordings during the meetings or any activity for the purpose of broadcasting through the Company’s website and other communication channels
- To record the meetings and prepare the minutes of such meetings for the submission to the relevant authorities such as the Stock Exchange of Thailand and the Company’s legal advisors
- To inform information regarding the Company’s activities and to select qualified participants
- To organize the Company’s activities and facilitate participation as deemed appropriate by the Company such as preparing the venue, arranging food and beverage, and providing transportation
- To manage and administer health and safety of you and other third parties such as emergency contact and prevention of infectious diseases
- To manage relationships concerning the Company, such as conducting surveys to analyze and improve the Company’s operations
- To manage the Company’s risks and internal control, audit supervision, internal audit, good corporate governance and organizational management
- To undertake obligations in compliance with laws, orders, independent organizations, competent authorities, including to cooperate with courts, governmental authorities, regulatory bodies and law enforcement agencies

In the event that you are unable to provide certain necessary personal data to the Company, it may impede the Company’s ability to manage and administer any agreement between you and the Company, including any benefit you, as a shareholder, may be entitled to (if any).

### 3. Disclosing Personal Data

To achieve the aforementioned purposes, the Company may disclose your personal data to third parties as follows:

- Thailand Securities Depository Company Limited (TSD)
- Banks or financial institutions
- Service providers, such as printing, document delivery, data storage, technology services for shareholder meetings, or any other related services to fulfill the Company's obligations towards shareholders, debenture holders, and/or proxies
- Professional service providers such as legal consultants, auditors, etc.
- Investors only if required by relevant laws or regulations
- Courts, governmental authorities, regulatory bodies, law enforcement agencies, or any other individual or juristic person to whom the Company must disclose information, in order to comply with laws, orders from governmental authorities, or as per agreements between the Company and other individuals or juristic persons for the benefit of the personal data owners (e.g. the Ministry of Commerce, the Revenue Department)

### 4. Personal Data Retention Period

The Company will retain your personal data as required by the relevant laws and/or as necessary to fulfill the purposes stated in this Privacy Notice. Upon the expiration of such period, the Company will either destroy or anonymize such personal data.

### 5. Rights of Data Subjects

According to the provisions under the Personal Data Protection Act B.E 2562, you, as the data subjects, are entitled to exercise any of the following rights:

- Right to access and obtain copy of your personal data, or to request the disclosure of the acquisition of such personal data
- Right to request rectification, completion and updating of your personal data
- Right to request sending or transferring of your personal data to other entities or persons in compliance as prescribed by the relevant laws
- Right to request a suspension of the use of your personal data
- Right to object to the collection, use, or disclosure of your personal data
- Right to request the deletion, destruction, or anonymization of your personal data
- Right to withdraw consent for the processing of your personal data that you have already given to the Company, unless such withdrawal is restricted by law or by any contract that benefits you. However, the withdrawal of such consent will not affect the processing of any personal data for which you have provided consent
- Right to file a complaint with the Office of the Personal Data Protection Commission in case that the Company violates applicable personal data protection laws

In the event that you, as the data subject, submit any of the above requests to exercise any of the above rights, the Company will act on such request within the period prescribed by law. However, the Company will consider such requests by taking several factors into consideration and shall reserve the right to refuse any request to the extent permitted by the applicable personal data protection laws.

### 6. Contact Information

Should you have any inquiries or require further information regarding the protection of personal data under this Privacy Notice, and/or would like to exercise the rights of data subject as described in Item No. 5, shareholders and/or proxies may contact the Company at the following address:

*Corporate Secretary  
Gulf Development Public Company Limited  
No. 87 M Thai Tower, 11<sup>th</sup> Floor, All Seasons Place, Wireless Road,  
Lumpini Sub-district, Pathumwan District, Bangkok 10330  
or via email at [cs@gulf.co.th](mailto:cs@gulf.co.th)*

The Company reserves the right to amend this Privacy Notice and disclose it through the Company's website and/or the invitation to the meeting of shareholders and/or the Stock Exchange of Thailand's information disclosure system and/or in accordance with the relevant laws and regulations.



**Gulf Development Public Company Limited**

11<sup>th</sup> Floor, M Thai Tower, All Seasons Place,  
87 Wireless Road, Lumpini, Pathumwan, Bangkok 10330

[www.gulf.co.th](http://www.gulf.co.th)