

## The minutes of the 2025 shareholders' annual general meeting

City sports and recreation PCL

At conference room, Navatanee clubhouse building, Navatanee golf course

Address 22 Navatanee Rd. Ramintra, Kannayao, Bangkok 10230

on Tuesday, April 29, 2025

at 10.30 hrs.

Physical Meeting

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 Present in the meeting room:

- |                                |   |
|--------------------------------|---|
| 1. Mr. Sukuma Jayananda        | Chairman of the Committee / Managing Director                                     |
| 2. Mr. Chackchai Panichapat    | Independent Director / Audit Committee /<br>Nomination and Remuneration Committee |
| 3. Mr. Wiboon Khusakul         | Independent Director  |
| 4. Mr. Punn Kasaemsup          | Independent Director/ Audit Committee/<br>Nomination and Remuneration Committee   |
| 5. Mr. Wutipong Vachayanon     | Director  |
| 6. Mr. Jaya Jayananda          | Director  |
| 7. Miss Saovanit Navapan       | Director  |
| 8.. Mrs. Patcharaporn Julothai | Executive Director  |

Present via Zoom (e-Meeting):

- |                                   |   |
|-----------------------------------|---|
| 9. Gen. Paiboon Kanchanapiboon    | Independent Director/ Chairman of Audit Committee/<br>Chairman of the Nomination and Remuneration Committee |
| 10. Professor Dr. Kanit Na Nakorn | Director  |
| 11. Mr. Kittidej Jarusathiara     | Director  |

The Company has directors total amount of 11 persons whom attending the meeting 11 persons. The proportion of the directors attending the meeting is 100%.

The company management:

- |                                 |  |
|---------------------------------|--|
| 1. Mrs. Mattika Sinprapa        | Company Secretary / Assistant Administrative Manager |
| 2. Mrs. Chutima Sunthornmonthol | Accounting & Finance Manager                         |
| 3. Miss Chonticha Lertwilai     | Certified Auditor from SP Audit Co., Ltd.            |

The company opened registration for shareholder at 09.30 hrs. and distributed voting ballot to shareholders.

Voting and counting of shareholders' votes

- Shareholders were eligible to vote in case of agreeable, disagreeable and abstention for each agenda on the given ballot. In voting, one share was considered one vote (1 share: 1 vote).

- When tallying the votes, the Company would subtract the disagreement or abstention from the total number of votes cast in attendance. The remaining votes would be considered as the affirmative votes for that agenda item and assigned Ms. Chonticha Lertwilai, a certified auditor, to verify the votes.

The company provided opportunities for minor shareholders to propose meeting agendas and nominate persons to be elected as a director through the Company's website from November 20, 2024 to December 31, 2024, but there was no shareholder proposing to add an agenda or nominate a person to be elected as a director.

Mr. Sukuma Jayananda, the Chairman of the Board, is the chairman of the meeting. Chairman greeted shareholders for attending the 2025 shareholders' annual general meeting and introduced the committees individually; the management, and the auditor.

Chairman informed that Mrs. Maevadi Navapan, the former Chairman of the Board of Directors, passed away on April 4, 2025. Chairman therefore invited to stand for a moment of silence in her honor. Chairman stated that the meeting format was a physical meeting, with 33 attendees and proxies representing 16,303,834 shares, which equivalent to 79.53% of the total 20,500,000 shares issued. A quorum was present with 7 attendees attended in person, holding 633,504 shares, and 26 proxies, holding 15,670,330 shares. There were eight agendas respectively as follows:

**1<sup>st</sup> agenda**      **To consider and approve the minutes of the 2024 shareholders' annual general meeting.**

The Chairman presented the minutes of the 2024 shareholders' annual general meeting which was approved by the board of directors and sent the copy to the Stock Exchange of Thailand, Ministry of Commerce and broadcasted on the company website on May 9, 2024. The board of directors and audit committee proposed to shareholders for consideration.

In this agenda, there was no shareholders asking questions or expressing opinions.

All considered and agreed to approve the minutes of the 2024 shareholders' annual general meeting by the votes of shareholders and proxies who attended the meeting and voted as follows:

Agreement	16,303,834	score or 100%
Disagreement	-	score or - %
Abstention	-	score or - %
Invalid Ballot	-	score or - %

**2<sup>nd</sup> agenda**      **To consider and approve the 2024 report of the committee and the audit committee.**

Chairman stated that the company has sent the annual report / report of the performance of the year 2024 (56-1 One Report) to shareholders with the invitation letter. The board of directors and audit committee proposed to shareholders for consideration.

In this agenda, there was no shareholders asking questions or expressing opinions.

All considered and agreed to approve the minutes of the 2024 report of the committee and the audit committee by the votes of shareholders and proxies who attended the meeting and voted as follows:

Agreement	16,303,834	score or 100%
Disagreement	-	score or - %
Abstention	-	score or - %
Invalid Ballot	-	score or - %

**3<sup>rd</sup> agenda** To consider and approve the 2024 company's financial statement certified by auditors.

Chairman stated that the board of directors would like to present the financial statement of 2024 that had been audited and certified by the auditors. The board of directors has considered and agreed to propose to the meeting for approving the budget with the essence in 2024 as follows:

	2024 (Baht)	2023 (Baht)
Total assets	1,372,708,624.16	1,338,471,483.67
Total liabilities	149,378,976.04	145,488,989.05
Total revenue	201,966,989.22	186,190,268.68
Net profit	63,155,819.10	52,518,893.48
Earnings per share	3.08	2.56

In this agenda, there was no shareholders asking questions or expressing opinions.

All considered and agreed to approve the 2024 company's financial statement by the votes of shareholders and proxies who attended the meeting and voted as follows:

Agreement	16,303,834	score or 100%
Disagreement	-	score or - %
Abstention	-	score or - %
Invalid Ballot	-	score or - %

**4<sup>th</sup> agenda** To consider and determine the allocation of profit and dividend payment

Chairman informed that the company's dividend payment policy was not less than 60% of the net profit. Therefore, chairman proposed to the meeting to approve the dividend payment for the year 2024 at baht 1.91 (one baht, ninety-one satang) or 62.00% of net profit per share baht 3.08 which equivalent to baht 39.155 million (thirty-nine million, one hundred fifty-five thousand baht).

The company would pay dividend to shareholders who were entitled to receive dividend (Record date) on May 8, 2025 which the due date of the payment was May 28, 2025. The legal reserve had been fully reserved.

In this agenda, there was no shareholders asking questions or expressing opinions.

All considered and agreed to approve the allocation of profits and the payment of dividends by the votes of shareholders and proxies who attended the meeting and voted as follows:

Agreement	16,303,834	score or 100%
Disagreement	-	score or - %
Abstention	-	score or - %
Invalid Ballot	-	score or - %

**5<sup>th</sup> agenda To consider the election of the directors in place of those retired by term**

Chairman announced that there were 3 terminated directors in year 2025 and proposed to re-enter another term because they passed the screening process of the board of directors and were appropriate to be company directors:

1. Mr. Punn Kasemsup Independent Director (in terms more than 9 years)/  
Audit Committee/ Nomination and Remuneration Committee
2. Mr. Kittidej Charusathiara Director
3. Miss Saovanit Navapan Director

In this agenda, all 3 terminated directors were not in the meeting and there was no shareholders asking questions or expressing opinions.

All considered and agreed to approve the 3 directors to re-enter the term by the votes of shareholders and proxies who attended the meeting and voted as follows:

1. Mr. Punn Kasemsup (re-enter the term)

Agreement	16,303,734	score or 100%
Disagreement	100	score or - %
Abstention	-	score or - %
Invalid Ballot	-	score or - %
2. Mr. Kittidej Charusathiara (re-enter the term)

Agreement	16,303,834	score or 100%
Disagreement	-	score or - %
Abstention	-	score or - %
Invalid Ballot	-	score or - %
3. Miss Saovanit Navapan (re-enter the term)

Agreement	16,303,834	score or 100%
Disagreement	-	score or - %
Abstention	-	score or - %
Invalid Ballot	-	score or - %

**6<sup>th</sup> agenda To consider the remuneration of directors**

Chairman informed the meeting respectively as follows:

**Meeting Allowances**

In 2025, the directors' meeting allowance paid to the director participated at baht 15,000 for director, baht 17,000 for audit committee, baht 20,000 for the chairman of audit committee and baht 25,000 for the chairman of the board, same rates as last year.

**Gratuity**

From baht 1,000,000 to baht 1,500,000, increase of baht 500,000 compared to last year.

In this agenda, there was no shareholders asking questions or expressing opinions.

All considered and agreed to approve the meeting allowances and gratuity by the votes of shareholders and proxies who attended the meeting and voted as follows:

Agreement	16,303,834	score or 100%
Disagreement	-	score or - %
Abstention	-	score or - %
Invalid Ballot	-	score or - %

**7<sup>th</sup> agenda To appoint the 2025 Company's auditors and auditors' remuneration**

Chairman proposed that the meeting of the board of directors on February 27, 2025 resolved to nominate SP Audit Co., Ltd. as the auditors. The list of auditors is as follows:

1. Miss Susan Eiamvanicha, the authorized auditor no. 4306
2. Miss Wanraya Puttasatien, the authorized auditor no. 4387
3. Mr. Suchart Panitcharoen, the authorized auditor no. 4475
4. Miss Chuenta Chommern, the authorized auditor no. 7570
5. Miss Waraporn Intaraprasit, the authorized auditor no. 7881
6. Miss Wandee Eiamvanicha, the authorized auditor no. 8210
7. Mr. Kiatisak Vanithanont, the authorized auditor no. 9922
8. Miss Amornrat Chaeuthongborisut, the authorized auditor no. 10998
9. Miss Chonticha Lertwilai, the authorized auditor no. 12258

(had been auditors since 2015 and has been merged with C.W.W.P. Co., Ltd.) The auditor company had no any other compensation, relationship, and interest with the company/executives/major shareholders and the company had no subsidiaries. The auditor company proposed the audit fee at Baht 590,000 in which the English version included. The audit fee increased Baht 30,000 compared to last year. The audit committee had approved and agreed to propose this proposal to the shareholders.

In this agenda, there was no shareholders asking questions or expressing opinions.

All considered and agreed to approve the Company's auditors for year 2025 and remuneration by the votes of shareholders and proxies who attended the meeting and voted as follows:

Agreement	16,303,834	score or	100%
Disagreement	-	score or	- %
Abstention	-	score or	- %
Invalid Ballot	-	score or	- %

**8<sup>th</sup> agenda**      **To consider other businesses (if any)**

Chairman inquired the meeting if any shareholders had inquiries.

Ms. Poonsuk Preechadet, a proxy from the Thai Investors Association, stated that the Company's meeting format was a physical meeting. However, the Securities and Exchange Commission (SEC) had requested the cooperation of listed companies to consider holding a hybrid meeting. Therefore, we would like to propose the Company for consideration.

Chairman noted and thanked for the proxy's suggestion. Then, closed the meeting.

The meeting was adjourned at 11.00 hrs.

Sukuma Jayananda

Signed by ..... the chairman

(Mr. Sukuma Jayananda)

The minutes' taker

Mrs. Mattika Sinprapa

The company secretary