



No. TTW/074/25

10 March 2025

Subject Invitation to attend the 2025 Annual Ordinary General Meeting of Shareholders
By Teleconference using Electronic Devices (e-AGM)

Attention Shareholders of TTW Public Company Limited

The Board of Directors of TTW Public Company Limited has passed a resolution on its meeting no.1/2025 held on 26 February 2025 to summon the 2025 Annual Ordinary General Meeting of Shareholders to be held on **Thursday, April 10, 2025, at 2.00 p.m. via an electronic means only**, according to the Emergency Decree on Electronic Meetings, B.E.2563 (2020). TTW has invited shareholders to propose agendas and persons to be consider elected as members of the Board of Directors in advance between 1 October - 31 December 2024. However, there was no such proposal, therefore the Board of Directors has set the agenda and details related to the meeting and publicized it on the Company's website in advance since **10 March 2025**. The agendas are as follows:

- Agenda 1 To consider and approve the Minutes of the 2024 Annual Ordinary General Meeting of Shareholders**
Board of Directors' Opinion: The Minutes of the 2024 Annual Ordinary General Meeting of Shareholders should be approved as per Attachment 1
Voting: This agenda shall be determined by the majority of votes of shareholders present in pursuant to Article 31 of the Company's Article of Association.
- Agenda 2 To acknowledge of the 2024 Annual Performance Report**
Board of Directors' Opinion: The 2024 Annual Performance Report should be acknowledged as per 56-1 One Report 2024.
Voting: This agenda shall not be determined by votes since it is only a report for shareholders' acknowledgement.
- Agenda 3 To consider and approve the 2024 Financial Statement and Comprehensive income Statement.**
Board of Directors' Opinion: The 2024 Financial Statement and comprehensive income Statement should be approved as they have been carefully audited by the auditor from EY Office Limited.
Voting: This agenda shall be determined by the majority of votes of shareholders present and cast their votes in pursuant to Clause 31 of the Company's Article of Association.
- Agenda 4 To consider and approve the 2024 Dividend Payment**
Board of Directors' Opinion: An additional dividend payment at the rate of 0.30 baht per share or a total of 1,197 million Baht should be approved. The record date specifies the list of shareholders entitle to receive dividend is March 12, 2025, and the dividend payment date is set on April 28, 2025.
Resolution: This agenda shall be determined by the majority of votes of shareholders present and cast their votes in pursuant to Clause 31 of the Company's Article of Association.
- Agenda 5 To consider and approve the Acquisition of Assets and Connected Transactions in the Investment in Luang Prabang Power Company Limited's ordinary shares**
Board of Directors' Opinion: The company has received a proposal from CH. Karnchang Public Company Limited (CK) to sell 10% of the registered capital of Luang Prabang Power Company Limited (LPCL) to the company, including compliance with the conditions for additional capital payments on partially paid-up shares and/or shares that have not yet been issued and offered after the completion of the share purchase. This investment will serve as a funding source for the development of the Luang Prabang Hydropower Project (LPHPP), which is currently under construction, as well as providing financial support to LPCL in the form of loans in case the LPHPP project incurs cost overruns beyond initial estimates.
The Board of Directors, excluding interested directors and/or related persons, has resolved to propose the transaction for consideration and approval at the 2025 Annual General Meeting of Shareholders. This transaction involves the acquisition of 10% of the total shares in LPCL from CK, as well as compliance with the capital payment conditions for partially paid-up shares and/or shares that have not yet been issued and offered after the completion of the share purchase. The investment will be used as a funding source for completing the construction of the LPHPP project, with a total transaction value not exceeding THB 4,597,427,580.00.
Further details are provided in the Information Disclosure of TTW Public Company Limited Regarding the Acquisition of Assets and Connected Transactions with the investment in Luang Prabang Power Company Limited's ordinary shares, attached herewith.
Voting: This agenda shall be determined by the vote of not less than three-fourths of the total votes of shareholders present pursuant to Section 90 of the Public Limited Companies Act B.E.2531 (1992), excluding votes of the shareholders having an interest therein.



- Agenda 6 To consider and approve the election of directors in replacement of those retired by rotation**
Board of Directors, excluding interested directors and/or related persons' Opinion: The re-appointment of Dr. Sombat Kitjalaksana, Mrs. Payao Marittanaporn, Mr. Yuttana Yimgarund, and Ms. Walainut Trivisvavet to resume their office as director for another term as proposed by the Nomination and Remuneration Committee should be approved as per Attachment 3
Voting: This agenda shall be determined by the majority of votes of shareholders present and cast their votes in pursuant to Clause 31 of the Company's Article of Association.
- Agenda 7 To consider and approve the Determination of Director's Remuneration**
Board of Directors' Opinion: The year 2024 Bonus at the amount of 13.82 milion baht and year 2025 Director's remuneration in the amount of 7.89 million baht should be approved.
Voting: This agenda shall be determined by the votes of not less than two-thirds of the total votes of shareholders present pursuant to Section 90 of the Public Limited Companies Act B.E.2531 (1992).
- Agenda 8 To consider and approve the Appointment of Auditor and Determination of Remuneration**
Board of Directors' Opinion: The appointment of Mrs. Wilai Sunthornwanee or Ms.Manee Rattanabunnakit or Mrs. Poonnard Paocharoen or Mrs. Kunlapee Piyawannasuth to be the auditors of the company for the year 2025, auditors from EY Office Limited, to assume the duty of the Company's auditor and determination of remuneration of year 2025 of not exceeding 1,410,000 Baht should be approved.
Voting: This agenda shall be determined by the majority of votes of shareholders present and cast their votes in pursuant to Clause 31 of the Company's Article of Association.
- Agenda 9 Other matter (if any)**
The Board of Directors resolved to schedule the record date for the right of shareholders to attend the 2025 Annual General Meeting of Shareholders on 12 March 2025, according to sections 89/26 and 225 of the Securities and Exchange Act, B.E. 2535 (1992) to protect the best interests of the Shareholders. If there is any question regarding the agendas, such question can be submitted in advance via email at cg@ttwplc.com

Shareholders are invited to attend the meeting on the date, time and place mentioned above.

(Dr. Thanong Bidaya)
Chairman of the Meeting