



Pico (Thailand) Public Company Limited

Notice of the Summoning of the Extraordinary General Meeting of Shareholders No.1/2025

Friday, April 18, 2025 at 10.00 a.m.

at Crystal Design Center, CDC Ballroom 3,

888 Pradit Manutham Road, Klongjan, Bangkok, Bangkok 10240



CS-14/2025

March 28, 2025

Subject Invitation to the Extraordinary General Meeting of Shareholders No.1/2025
To Shareholders of Pico (Thailand) Public Company Limited

- Attachments
1. Summarized profile of directors nominated (document accompanying agenda item 1)
 2. Pico (Thailand) PCL's definition of independent director
 3. Explanations on registration to attend the meeting, documents required for attending the meeting, the method of granting proxy, voting, vote counting and the company's articles of association pertinent to the shareholders' meeting and voting
 4. Procedures for attending Extraordinary General Meeting of Shareholders No.1/2025
 5. List of the Company's independent directors for proxy granting in the meeting of shareholders
 6. Proxy form B
 7. Proxy form C
 8. Map of venue of Extraordinary General Meeting of Shareholders No.1/2025

The board of directors of Pico (Thailand) Public Company Limited (hereinafter referred as "the Company") has resolved to hold the Extraordinary General Meeting of Shareholders No.1/2025 on **Friday, April 18, 2025, at 10.00 a.m., at Crystal Design Center, CDC Ballroom 3**, 888 Pradit Manutham Road, Klongjan, Bangkok, Bangkok 10240. The Company has received a letter dated March 21, 2025 from Pico Art International Pte. Ltd. (the Company's shareholder holding 104,780,687 shares, being 48.67% of the total issued shares of the Company which is not less than 10% of the total paid-up shares of the Company) requesting the Board of Directors to hold the Extraordinary General Meeting of Shareholders by virtue of Section 100 of the Public Limited Companies Act B.E. 2535 (as amended) to consider the agenda per the details within the letter from the shareholder. The letter from the shareholder sent to the Company to call for the Extraordinary General Meeting of Shareholders No. 1/2025 is in accordance with the resolution of the Board of Directors of the Company on March 21, 2025 calling for the Extraordinary General Meeting of Shareholders No. 1/2025. For the best interest of the Company and all the shareholders of the Company which would help save the time and expenses, the Company will hold the Extraordinary General Meeting of Shareholders No. 1/2025 by consolidating the meeting called under the resolution of the Board of Directors and the request from the shareholder of the Company by virtue of Section 100 of the Public Limited Companies Act B.E. 2535 (as amended) into one single meeting, to consider the following agenda item.

1. To consider and approve the appointment of three directors, i.e. (1) Mr. Amornyot Panich (Independent Director), (2) Mr. Chajit Tehasuwanarat (Director), and (3) Mr. Thanomphong Pathomsak (Independent Director)

Purpose and reason : According to the Regulation of the Stock Exchange of Thailand regarding the Listing of Ordinary Shares or Preferred Shares as Listed Securities, B.E. 2558 and Notification of Capital Market Supervisory Board No. Tor.Jor. 39/2559 regarding the Application for Approval and Granting of Approval for Offering Newly Issued Shares, there must be at least one-third independent directors of the total number of directors, but not fewer than 3 persons, and at least 3 audit committee members.

According to the judgement rendered by Phra Khanong Civil Court on March 18, 2025 to revoke all the resolutions in the Extraordinary General Meeting of Shareholders No. 1/2024 on April 22, 2024 including agenda item to appoint these three directors (being 1. Mr. Amornyot Panich 2. Mr. Chaijit Tehasuwanarat and 3. Mr. Thanomphong Pathomsak). It is an important and urgent matter to propose to the Extraordinary General Meeting of Shareholders no. 1/2025 to approve the appointment of three directors namely,

- (1) Mr. Amornyot Panich (Independent Director),
- (2) Mr. Chaijit Tehasuwanarat (Director), and
- (3) Mr. Thanomphong Pathomsak (Independent Director),

The Board of Directors is of the view that it is an important and urgent matter to appoint the three directors in order for the Company to have a complete composition of the board pursuant to the securities law and the regulation of the Stock Exchange of Thailand.

The board's opinion : Shareholders are recommended to consider and approve the appointment of three directors, i.e. (1) Mr. Amornyot Panich (Independent Director), (2) Mr. Chaijit Tehasuwanarat (Director), and (3) Mr. Thanomphong Pathomsak (Independent Director).

In this regard, the board of directors and the nomination committee considered that the individuals mentioned above are fully qualified pursuant to the Public Limited Companies Act B.E. 2535 (A.D. 1992) and are not of a forbidden nature for their appointment as directors of the Company in accordance with the criteria of the Office of the Securities and Exchange Commission, and that their qualifications, skills, knowledge, ability and experience are also consistent with those specified by the Company.

The background information of the nominated directors appears in attachment No. 1

Voting on Agenda Item 1 must be approved by the Extraordinary General Meeting of Shareholders No.1/2025 with a majority vote from the shareholders present and voting.

The Company scheduled the record date for the right of shareholders to attend the Extraordinary General Meeting of Shareholders no.1/2025 on April 4, 2025.

We may, therefore, request the pleasure of your presence at the meeting on the date and at the time and place referred to above (as set out in attachment No. 8). The Company will start the attendance registration from 9.00 a.m. To this, it is requested that documents required for the meeting of shareholders are prepared, with such details as described in the attachment No. 3. The Company will conduct the meeting in accordance with its articles of association and following the procedures for attending the meeting (attachment No. 4).

To protect your rights and benefits, in the event you are not able to be present at the meeting but desire to appoint another person to be present and vote on your behalf, please prepare the documents required for granting proxy (as described in attachment 3) for the proxy holder to submit it at the venue of the meeting on April 18, 2025.

In addition, shareholders may appoint the independent director of the Company, Mr. Manoon Manusook, as their proxy. In such case, please prepare the documents required for granting proxy (as described in attachment 3) and **send the original documents to the Company via post** at the following address.

Company Secretary Office
Pico (Thailand) Public Company Limited
10 Soi Lasalle 56
Bangna Tai, Bangna, Bangkok 10260, Thailand

Such proxy documents together with the required supporting document must be sent via post to the Company **within the official hours of April 17, 2025.**

Please attend the meeting on the date and time specified above.

Yours faithfully,

By order of the board of Pico (Thailand) Public Company Limited

Ms. Kulsiri Denrungruang
Company Secretary