



Notice of the Annual General Meeting of Shareholders for the Year 2025

Tuesday, June 24, 2025 at 10.00 a.m.

**The meeting will be conducted in form of electronic meeting (E-AGM)
with live broadcast from Meeting Room
388 Exchange Tower, 26th Floor
Sukhumvit Road, Klongtoey, Klongtoey, Bangkok**

No souvenir or refreshment provided



**บริษัท อีออน ธนสินทรัพย์ (ไทยแลนด์) จำกัด (มหาชน)
AEON Thana Sinsap (Thailand) Public Company Limited**



www.aeon.co.th

AEON Thana Sinsap (Thailand) Public Company Limited

บริษัท อีออน ธนสินทรัพย์ (ไทยแลนด์) จำกัด (มหาชน)

388 Exchange Tower, 27th Floor, Sukhumvit Road, Khwaeng Klongtoey, Khet Klongtoey, Bangkok 10110 Tel. 0-2665-0123

388 อาคารเอ็กเชน ทาวเวอร์ ชั้น 27 ถนนสุขุมวิท แขวงคลองเตย เขตคลองเตย กรุงเทพฯ 10110 โทรศัพท์ 0-2665-0123

ทะเบียนเลขที่ 0107544000078

May 23, 2025

Re: Notice of the Annual General Meeting of Shareholders for the Year 2025

To: The Shareholders of the Company

Annexes:

1. 56-1 One Report 2024/2025 (full version), Audited financial statements for the fiscal year ended February 28, 2025 and Auditor report in electronic form via QR Code
2. 56-1 One Report 2024/2025 (summary version)
3. Profile of persons nominated to be directors and Criteria and procedures of determining remuneration of directors
4. Details of audit fee and profile of auditors to be appointed
5. Articles of Association relating to the shareholders meeting
6. Guidelines for registration, procedures for attending the E-AGM, proxy appointment and submitting question
7. Proxy forms

Pursuant to the resolution passed by the Board of Directors of AEON Thana Sinsap (Thailand) Public Company Limited (the “**Company**”), the Annual General Meeting of Shareholders for the Year 2025 is scheduled to be held on Tuesday, June 24, 2025 at 10.00 a.m. The meeting will be conducted in form of electronic meeting (E-AGM) with live broadcast from Meeting Room, 388 Exchange Tower 26th Floor, Sukhumvit Road, Klongtoey, Klongtoey, Bangkok. The following businesses shall be transacted at the meeting:

1. Acknowledgement of the Company’s operating results in the fiscal year ended February 28, 2025

Fact and reason: The Company has summarized our performance in the fiscal year ended February 28, 2025, details of which are as indicated in 56-1 One Report (Annex 1 and 2).

Opinion of the Board of Directors: The shareholders meeting should acknowledge the report by the Board of Directors with respect to the Company’s performance in the fiscal year ended February 28, 2025.

2. Approval of the audited financial statements for the fiscal year ended February 28, 2025

Fact and reason: In accordance with Section 112 of the Public Limited Companies Act B.E. 2535, the Company had prepared the financial statements for the fiscal year ended February 28, 2025 and had them audited by the auditor in order to submit to the shareholders meeting for approval. Key financial figures are as follows:

Unit : Million Baht

| Description | Separate financial statements | Consolidated financial statements |
|--|----------------------------------|--------------------------------------|
| Total assets | 84,678.61 | 91,463.71 |
| Total liabilities | 59,134.03 | 64,409.76 |
| Total shareholders' equity (owners of the parent) | 25,544.58 | 26,050.90 |
| Total paid-up share capital | 250.00 | 250.00 |
| Total revenues | 20,422.73 | 22,101.77 |
| Net profit (owners of the parent) | 2,504.98 | 2,860.34 |
| Total comprehensive income (owners of the parent) | 2,562.01 | 2,950.13 |

Details of which are shown in the audited financial statements in electronic form via QR Code.

Opinion of the Board of Directors: The shareholders meeting should approve the audited financial statements for the fiscal year ended February 28, 2025.

3. Acknowledgement of the payment of interim dividend and approval of declaration of final dividend payment for the fiscal year ended February 28, 2025

Fact and reason: The Company has the policy to pay out dividend at the rate of not less than 30 percent of the Company's consolidated net profit after deduction of all categories of reserves as specified in the Company's regulations and applicable laws. However, payment of such dividend is subject to cash flow and investment plan of the Company and subsidiary companies in each year, and other requirements and consideration as determined by the Board of Directors. The final dividend payment for the fiscal year ended February 28, 2025 is in accordance with the dividend payment policy of the Company and can be compared with the previous fiscal year as follows:

| Fiscal year | Dividend | | |
|--|-------------|-------------|-------------|
| | Interim | Final | Total |
| Fiscal year ended February 28, 2025 | 2.55 | 2.95 | 5.50 |
| Fiscal year ended February 29, 2024 | 2.55 | 2.95 | 5.50 |

Opinion of the Board of Directors: The shareholders meeting should acknowledge the payment of interim dividend. In addition, since the operating results of the Company and subsidiary companies in the fiscal year ended February 28, 2025 show net profit attributable to owners of the parent, after corporate income tax at 20 percent, of 2,860,343,840.17 Baht. The shareholders meeting should approve declaration of final dividend payment for the fiscal year ended February 28, 2025 of 2.95 Baht per share. Therefore, the total dividend for the fiscal year ended February 28, 2025 shall be 5.50 Baht per share which is equivalent to 48.07 percent of the net profit. Final dividend will be paid on July 18, 2025. The record date of the shareholder register book to identify the shareholders who have the right to receive dividend was April 29, 2025. All dividends are paid from retained earnings which are subject to corporate income tax at 20 percent, for which individual shareholders are eligible to claim dividend tax credit by multiplying final dividend amount with 1/4 pursuant to Section 47 bis of the Revenue Code. The right to receive final dividend is subject to the approval of the Annual General Meeting of Shareholders for the Year 2025.

4. Appointment of directors to replace those retiring by rotation

Fact and reason: In accordance with Section 71 of the Public Limited Companies Act B.E. 2535 and Article 16 of the Company's Articles of Association, one-third of the directors are due to retire at each Annual General Meeting of Shareholders.

At the Annual General Meeting of Shareholders for the Year 2025, 4 directors shall be retired by rotation, namely:

1. Mr. Kazumasa Oshima Director
2. Mr. Chatchaval Jiaravanon Director
3. Dr. Sucharit Koonthanakulvong Independent Director
4. Mr. Ryuichi Hasuo Independent Director

In this regard, Dr. Sucharit Koonthanakulvong who shall vacate his position by rotation does not wish to be reappointed due to retirement.

The Board of Directors has considered with due deliberation and care to ensure that the persons proposed to be appointed to replace those directors retiring by rotation possess the right capability and qualification which are suited for the Company's business operation.

In this regard, the persons proposed to be appointed as directors of the Company are as indicated below:

1. Mr. Kazumasa Oshima
2. Mr. Chatchaval Jiaravanon
3. Mr. Ryuichi Hasuo

Profile of those persons nominated to be directors is attached as Annex 3 herewith. Information on the scope of powers and duties of the Board of Directors are shown in the Company's 56-1 One Report. Furthermore, the Company had invited the shareholders to propose director candidate(s) to be nominated as director(s) of the Company of this Annual General Meeting of Shareholders. However, there is no shareholder proposing any qualified person to be nominated as director of the Company.

Opinion of the Board of Directors: The shareholders meeting should appoint the 3 retiring directors, namely Mr. Kazumasa Oshima, Mr. Chatchaval Jiaravanon and Mr. Ryuichi Hasuo to serve as the Company's directors for another term as they are fully qualified and knowledgeable with required extensive experiences and possess no prohibited qualifications.

5. Appointment of new directors and decreasing number of directors

Fact and reason: Mr. Tomoyuki Mitsufuji and Ms. Suriporn Thammawathid are desirous to vacate their positions by resignation effective on the date of this Annual General Meeting of Shareholders. The Board of Directors therefore proposed the shareholders meeting to consider and approve appointment the 3 new directors namely Mr. Shigeki Mishima, Mr. Katsushi Iwamoto and Mr. Amorn Jirachaiprasitti as new directors of the Company, and decrease in number of directors of the Company from 13 to 12 directors.

Profile of the nominated persons is attached as Annex 3 herewith.

Opinion of the Board of Directors: The shareholders meeting should appoint Mr. Shigeki Mishima, Mr. Katsushi Iwamoto and Mr. Amorn Jirachaiprasitti to be new directors of the Company and approve the decrease in number of directors of the Company from 13 to 12 directors.

6. Approval of remuneration of directors for the fiscal year ended February 28, 2026

Fact and reason: The Board of Directors Meeting made an annual review of the directors' remuneration to ensure that the remuneration is commensurate with their duties and responsibilities. The Board of Directors therefore recommends the shareholders to approve the directors' remuneration for the fiscal year ended February 28, 2026 in an amount not more than 35,000,000 Baht.

Criteria and procedures of determining remuneration of directors are shown in Annex 3 attached herewith. Information on the remuneration for individual director are shown in the Company's 56-1 One Report.

Opinion of the Board of Directors: The shareholders meeting should approve the directors' remuneration for the fiscal year ended February 28, 2026 in an amount not more than 35,000,000 Baht.

7. Appointment of auditors and determination of audit fee for the fiscal year ended February 28, 2026

Fact and reason: In accordance with Section 120 of the Public Limited Companies Act B.E. 2535 and Article 36 of the Company's Articles of Association, appointment of the auditors and determination of audit fee shall be approved at the Annual General Meeting of Shareholders. The Audit Committee had recommended the auditors for the fiscal year ended February 28, 2026 and proposed that the Board of Directors consider proposing to the Annual General Meeting of Shareholders to approve appointment of auditors of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited as indicated below:

- | | |
|------------------------------|----------------------------------|
| 1. Ms. Darunee Chantra | CPA Registration No. 8625 and/or |
| 2. Mr. Chavala Tienpasertkij | CPA Registration No. 4301 and/or |
| 3. Ms. Kornthong Luangvilai | CPA Registration No. 7210 and/or |
| 4. Ms. Wilasinee Krishnamra | CPA Registration No. 7098 |

The Board of Directors proposes the audit fee for the fiscal year ended February 28, 2026 in an amount of 6,320,000 Baht and its out-of-pocket expenses in an amount not more than 500,000 Baht. Details of audit fee and profile of auditors to be appointed are indicated in Annex 4 attached herewith.

Opinion of the Audit Committee: The Audit Committee proposes to the Board of Directors and the shareholders meeting to appoint the auditors from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to be the Company's auditors for the fiscal year ended February 28, 2026 with the audit fee and related expenses as specified above.

Opinion of the Board of Directors: The Board of Directors assents to the proposal of the Audit Committee and deems it appropriate to propose the shareholders meeting to appoint Ms. Darunee Chantra, CPA Registration No. 8625 and/or Mr. Chavala Tienpasertkij, CPA Registration No. 4301 and/or Ms. Kornthong Luangvilai CPA Registration No. 7210 and/or Ms. Wilasinee Krishnamra, CPA Registration No. 7098 of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to be the Company's auditors for the fiscal year ended February 28, 2026 with the audit fee of 6,320,000 Baht and its out-of-pocket expenses in an amount not more than 500,000 Baht.

8. Other business (if any)

The Company had invited the shareholders to propose agenda(s) for the Annual General Meeting of Shareholders for the Year 2025. However, there is no shareholder proposing any agenda for this Annual General Meeting of Shareholders.

The shareholders are invited to attend the shareholders meeting in form of electronic meeting (E-AGM) on the date and at the time as indicated on the first page of this Notice. The registration login for the meeting shall be opened from 8.00 a.m. The shareholders or proxies, in case any shareholder wishes to grant proxy to other person to attend the meeting and vote on your behalf, shall upload identification document and other supporting documents in compliance with the Guidelines for registration, procedures for attending the E-AGM, proxy appointment and submitting question (Annex 6).

For preservation of the shareholders' rights and benefits, including the shareholders whose shares are administered by financial institution, mutual fund or custodian, the shareholder may appoint the Company's independent directors whose names and brief descriptions are shown in the Guideline for registration, procedures for attending the E-AGM, proxy appointment and submitting question (Annex 6) as your proxy.

In case of granting proxy, please fill in information, express your voting intention in advance and duly execute a proxy instrument. The completed and executed proxy instrument shall be submitted together with required supporting documents to the Company via web link or QR code for shareholder registration and deliver the original documents to **Corporate Planning Office (Investor Relations) at 388 Exchange Tower, 27th Floor, Sukhumvit Road, Klongtoey, Klongtoey, Bangkok 10110** within June 23, 2025. When the Company receives such documents from you, the Company will pay the stamp duty in electronic format in accordance with the Revenue Department regulations.

Yours faithfully,

By the Order of the Board of Directors

AEON Thana Sinsap (Thailand) Public Company Limited



Tomoyuki Mitsufuji
Chairman of the Board