

**Minutes of the Extraordinary General Meeting of Shareholders No.1/2025  
Ingress Industrial (Thailand) Public Company Limited  
on Thursday, 14<sup>th</sup> August 2025 at 2:00 p.m.**

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Ingress Industrial (Thailand) Public Company Limited (“**INGRS/ or the Company**”) convened the Extraordinary General Meeting of Shareholders (“EGM”) No.1/2025, which was held on Thursday, 14<sup>th</sup> August 2025 at 2:00 p.m., exclusively via electronic means (“**Electronic Meeting**”) provided by Quidlab Co., Ltd. (“**Quidlab**”), the meeting was broadcast live from 2 venues at Al Meroz Hotel, Rifaee Room, 3<sup>rd</sup> Floor, No. 4 Ramkhamhaeng 5 Alley, Sub-District Suan Luang, District Suan Luang, Bangkok 10250 Thailand, and Ingress Corporation Berhad, Board Room, 5<sup>th</sup> Floor, 2778 Jalan Damansara, Sg. Penchala, 60000 Kuala Lumpur, Malaysia.

Mr. Jareuk Thamajong, as the Master of the Ceremony (“**MC**”) welcomed all shareholders to the EGM No.1/2025. At the commencement of the meeting, there were 7 shareholders attending in person and 31 shareholders attending by proxy, making a total of 38 shareholders. Together, they held 891,542,752 shares out of a total of 1,446,942,690 shares, which is equivalent to 61.62 percent of the total shares issued. This attendance met the required quorum according to the Company's Articles of Association.

Further, MC introduced the directors, executives, and the attendees of the meeting as follows:

**Board of Directors and ICB Management.**

|                                      |   |
|--------------------------------------|---|
| 1. Mr. Nuthavuth Chatlertpipat       | Chairman of the Board/ Independent Director/<br>Chairman of the Nomination and Remuneration<br>Committee (“NRC”) / and Member of the Audit<br>Committee (“AC”)<br>(Attending at Al Meroz Hotel) |
| 2. Datuk (Dr.) Rameli bin Musa       | Deputy Chairman of the Board/ Executive Director/<br>Member of the NRC /and Chairman of the<br>Executive Committee (“EXCO”)<br>(Attending at ICB Malaysia)                                      |
| 3. Dato’ Dr. Ab. Wahab bin Ismail    | Executive Director/ Member of the NRC/ and<br>Deputy Chairman of the EXCO<br>(Attending at ICB Malaysia)  |
| 4. Mr. Abdul Khudus bin Mohd Naaim   | Independent Director/ Chairman of the AC/<br>and Member of the NRC<br>(Attending at Al Meroz Hotel)   |
| 5. Mr. Mohd Sirajuddeen bin Ab Rahim | Group Managing Director, ICB Group/ and<br>Member of the EXCO<br>(Attending at ICB Malaysia)  |
| 6. Mr. Amrizal bin Abdul Majid       | Executive Director/ Chief Executive Officer (“CEO”)<br>/Member of the EXCO/ and Chairman of the<br>Management Council (“MC”)<br>(Attending at Al Meroz Hotel)                                   |
| 7. Mr. Apichat Suttisiltum           | Independent Director/ Member of the AC/ and<br>Member of the NRC<br>(Attending at Al Meroz Hotel)   |

|                                 |   |
|---------------------------------|---|
| 8. Mr. Surin Wungcharoen        | Independent Director<br>(Attending at Al Meroz Hotel)   |
| 9. Mr. Nurshareyzat Bin Saaidin | Executive Director/ Chief Financial Officer (“CFO”)<br>Member of the EXCO/and Member of the MC<br>(Attending at Al Meroz Hotel) |

Management of the Company, attending at Al Meroz Hotel

|                                 |                        |
|---------------------------------|------------------------|
| 1. Ms. Thamon Tansanguan        | Corporate Secretary    |
| 2. Mr. Mohd Fazli bin Mohd Nawi | Head of Internal Audit |

EY Office Limited, External Auditors, attending the meeting electronically

1. Ms. Sirirat Sricharoensup
2. Ms. Warisara Staworn
3. Ms. Rungnapa Kittichanajaroen

Independent Financial Advisor, Maybank Securities (Thailand) Public Company Limited,  
attending at Al Meroz Hotel

1. Ms. Nalyne Viriyasathien

External Legal Advisor, BKK Legal Limited, attending the meeting electronically

1. Ms. Pichamon Nawalim

The officer from the Stock Exchange of Thailand, attending the meeting electronically as the  
Observers.

1. Ms. Sasakorn Nimitapiraksa
2. Ms. Nichakorn Wangtanarung
3. Ms. Namthip Amornwilas

Prior to considering the matters in accordance with the agenda items, MC informed the shareholders of the voting procedures, vote counting and announcement of voting results as follows:

1. Any shareholder who wishes to cast a vote is requested to do so through the Quidlab Focus e-Shareholder Meeting system.
2. According to the Company's Articles of Association, each shareholder or a proxy authorized by any shareholder to vote on his/her behalf is entitled to vote equal to the number of shares held, whereby one share shall be equal to one vote. Shareholders may not vote on an agenda where they have vested interests.
3. For each agenda, shareholders shall cast their votes through the Quidlab Focus e-Shareholder Meeting system and shall cast their votes either to “approve” or “disapprove” the agenda item or “abstain” their votes only. In the event that a shareholder does not cast their votes via the Quidlab Focus e-Shareholder Meeting system or press “cancel the most recent vote,” their votes will be counted as approval, except for proxy votes for proxy grantors who have specified their voting intention. The votes can be altered until the voting for the agenda item is closed.
4. As for the shareholders who have appointed the independent director as their proxy, the Company shall cast votes of approval, disapproval or abstention on each agenda according to their requisition.
5. For each agenda, the voting will be closed one (1) minute after the Chairman announced the beginning of the voting. Shareholders may cast and change their votes from the beginning of the meeting up until the voting for the agenda item is closed.

6. In counting the votes for each agenda, the Quidlab Focus e-Shareholder Meeting system combines the votes cast with the votes indicated by proxy grantors. The sum is the result for the agenda.
7. Ordinary agenda (for example Agenda item 1) a resolution shall require a majority vote of shareholders attending the meeting and casting their votes. In case of a tie vote, Chairman of the meeting shall be authorized to cast decisive vote.
8. Concerning Agenda item 2, "To consider and approve the ratification of the Connected Transaction regarding Financial Assistance to Ingress Corporation Berhad and Its Subsidiaries". A resolution under this agenda requires not less than three-fourths (3/4) of the total votes of shareholders attending the meeting and entitled to vote. However, any shareholders who serve as Directors or members of the Management of the Company or Ingress Corporation Berhad, and who have vested interests in the transaction, shall not be entitled to vote on this agenda.
9. For this agenda, any Shareholders who have vested interests in the transaction, shall not be entitled to vote. Before the voting on each agenda item, the Chairman will provide an opportunity for shareholders to raise any questions. Questions can be submitted through the Quidlab Focus e-Shareholder Meeting system in two formats:
  1. For text questions, please type your question directly into the system.
  2. For live questions via microphone, please indicate your request through the system by following the steps provided in the user manual. When the appropriate time comes, the Chairman will call your name, and the system will enable your microphone so you can ask your question directly. For live questions, please state your full name and shareholder number clearly before asking your question, for the record.

Any questions that are not addressed during the discussion, or are unrelated to the current Agenda item, will be carried forward to Agenda item 3.

Then, MC invited the Chairman of the Board, Mr. Nuthavuth Chatlertipat, acting as the Chairman of the meeting ("Chairman"), to give a welcome speech to the shareholders attending the meeting. The Chairman then commenced the meeting to consider the matters under the agenda item to the shareholders as follows:

**Agenda 1      To consider and approve the Minutes of the 2025 Annual General Meeting of Shareholders held on 29<sup>th</sup> May 2025**

The Chairman informed the meeting that the 2025 Annual General Meeting of Shareholders was held on 29 May 2025, and the minutes of the meeting had been prepared and duly filed with the Stock Exchange of Thailand and the Ministry of Commerce. The details were also publicly disclosed on the Company's website. A copy of the minutes was enclosed as **Attachment 2** to the invitation letter.

The Board recommended that the minutes of the 2025 Annual General Meeting of Shareholders, held on 29 May 2025, be adopted, as they were accurately recorded and considered appropriate for approval by the meeting.

The Chairman then provided an opportunity for shareholders to inquire about this agenda item via the Quidlab Focus e-Shareholder Meeting system. There were shareholders raised question regarding this matter as follows:

1. Mr. Piyapong Prasartthong - a shareholders attending the meeting in person : Regarding the previous 2025 Annual General Meeting of Shareholders, the Company used the Inventech Connect online meeting system. Why is the Quidlab Focus online meeting system being used this time, and for what reason?
- Mr. Nurshareyzat Bin Saaidin - Chief Financial Officer : The Company has established criteria and procedures for selecting service providers. This year, Quidlab Co., Ltd.

was selected based on the evaluation criteria regarding experience, expertise, and cost efficiency. The Board of Directors has considered and resolved to engage the services of Quidlab Co., Ltd for this Extraordinary General Meeting of Shareholders

No further questions were raised by the shareholders. The Chairman therefore proposed that the meeting consider and approve the Minutes of the 2025 Annual General Meeting of Shareholders, held on 29 May 2025. This agenda requires the approval of the meeting with the majority vote of shareholders and proxies who attended the meeting and were eligible to vote.

**Resolution** The meeting resolved to approve the Minutes of the 2025 Annual General Meeting of Shareholders of the Company held on 29 May 2025 by the majority vote of shareholders and proxies who attended the meeting and were eligible to vote as follows:

| Type of Votes | Votes<br>(1 Share = 1 vote ) | % of the total shares held by shareholders attending and cast their votes |
|---------------|------------------------------|---|
| Approved      | 891,542,752                  | 100.00  |
| Disapproved   | 0                            | 0.00  |
| Abstained     | 0                            | 0.00  |
| <b>Total</b>  | <b>891,542,752</b>           | <b>100.00</b>   |

**Agenda 2:** **To consider and approve the ratification of the Connected Transaction regarding Financial Assistance to Ingress Corporation Berhad and its subsidiaries.**

The Chairman informed the meeting that INGRS Group extended loans to the ICB Group with the objective of enhancing liquidity, providing working capital, and facilitating the repayment of existing debts owed by the ICB Group to financial institutions. Such financial assistance transactions are considered connected transactions in the category of financial assistance under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2008 dated 31 August 2008 Re: Rules on Connected Transactions, dated August 31, 2008 (including its amendments), and the Notification of the Board of Governors of the Stock Exchange of Thailand (Bor Jor/Por.22-01) Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003, dated 19 November 2003 (including its amendments).

Therefore, the Company is required to obtain approval for the ratification of connected transactions from the shareholders' meeting, with a vote of at least three-fourths (3/4) of the shareholders present and entitled to vote, excluding the votes of shareholders with a vested interest.

For this agenda item, the Chairman invited Ms. Thamon Tansanguan, Corporate Secretary of Ingress Industrial (Thailand) Public Company Limited, to present and explain the details regarding the ratification of the connected transaction, which involves providing financial assistance to Ingress Corporation Berhad ("ICB") and its subsidiaries.

The Corporate Secretary informed the meeting that Agenda item 2 consists of 8 sections to be presented. The details can be summarized as follows:

## 1. Ratification of Connected Transactions – Shareholder Approval

|                   |  |
|-------------------|--|
| For               | Ingress Industrial (Thailand) Public Company Limited   |
| Securities Symbol | INGRS  |
| Business Sector   | Automotive Industry  |
| Agenda Item 2     | To consider and ratify the approval of a Connected Transaction involving the provision of financial assistance between subsidiaries of the INGRS Group as the “Lender” and Ingress Corporation Berhad (“ <b>Parent Company</b> ” or “ <b>ICB</b> ”), together with its group of subsidiaries excluding the INGRS Group (“ <b>ICB Group</b> ”), as the “Borrower”, all of whom are related parties to INGRS. The transactions were conducted during the period from 31 January 2024 to 2 May 2025. These transactions comprise: 1) Loans made under formal loan agreements, which are repayable on demand and bear interest as specified in the agreements; and 2) Advances that are also repayable on demand, including both interest-bearing and non-interest-bearing arrangements. |

## 2. Introduction

The primary purpose of this agenda is to seek approval from the Shareholders’ Meeting of INGRS for the ratification of connected transactions that have already occurred. Shareholders’ approval is of critical importance, both to ensure compliance with the Company’s approval authority framework and to align with the requirements of the regulators of listed companies in Thailand, namely, the Stock Exchange of Thailand (“SET”) and the Securities and Exchange Commission (“SEC”). This reflects the Company’s commitment to regulatory compliance and adherence to good corporate governance principles. It is also consistent with the long-term strategic growth direction of the INGRS Group. The Board of Directors and Management reaffirm their commitment to operating with transparency, particularly in matters involving connected transactions, and pledge to implement stricter oversight both before and after such transactions, with the utmost priority given to protecting and safeguarding the interests of shareholders.

## 3. Understanding the Connected Transactions

The INGRS Group has provided financial assistance to the ICB Group primarily to enhance liquidity, support working capital, and settle obligations with financial institutions.

The transactions occurred between 31 January 2024 and 2 May 2025. The summary details are as follows:

- i. Total financial assistance provided: THB 1,505,431,314.
- ii. Amount repaid: THB 821,651,338.
- iii. Outstanding balance as of 5 May 2025: THB 683,779,975.

The Company entered into three loan agreements totaling THB 746,113,366 in respect of the aforementioned financial assistance, as follows:

- i. Loan Facility 1: THB 247,434,246, agreement dated 1 February 2024.
- ii. Loan Facility 2: THB 269,785,120, agreement dated 31 May 2024.
- iii. Loan Facility 3: THB 228,894,000, agreement dated 29 May 2025.

The Board of Directors approved Loan Facilities 1 and 2 on 12 September 2024, and Loan Facility 3 on 29 May 2025. The loans carry an annual interest rate of 7.00%. Details are as follows:

- i. Interest received: THB 1,542,372.
- ii. Accrued interest receivable: THB 46,100,137

For the calculation of the transaction size, the loan principal and interest accrued up to 28 February 2026, which is the anticipated repayment date by ICB, amount to approximately THB 1,592,676,856. Based on this value, the transaction size equals 138.53% of the Company's net tangible assets (NTA) according to the consolidated financial statements of the Company and its subsidiaries for the fiscal year ended 30 April 2025.

Given the transaction size, the Company must obtain ratification from the Shareholders' Meeting with a vote of not less than three-fourths (3/4) of the total votes of shareholders and proxies who attend the meeting and were eligible to vote in the matter.

ICB plans to repay the outstanding loans and accrued interest to the Company through a Bridging Loan from local banks in Malaysia, as well as through a Corporate Exercise involving fundraising from new investors in Malaysia. This strategy aligns with the Company's publication scheduled for February 2026 through the SET disclosure system.

#### **4. Business & Strategic Justification**

##### **First:** Ensuring Operational and Financial Stability

- i. Prevent sudden liquidity crisis in the event of cross-defaults.
- ii. Avoid business disruptions or supply chain interruptions, ensuring the Company can honor commitments to customers and maintain confidence.
- iii. Financial benefits for the INGRS Group, maintaining liquidity and credit standing, which are critical for long-term trust.

##### **Second:** Strengthen Stakeholder Confidence

- i. Proactive risk management, rather than reactive crisis response.
- ii. Ability to honor obligations, thus creating opportunities for new projects from customers and preserving employment across Thailand and subsidiaries abroad.

##### **Third:** Preventing Potential Legal Repercussion

- i. Maintain strong relationships with creditors and financial institutions.
- ii. Avoid legal and reputational risks from covenant breaches.

#### **5. Corrective Action**

The Company recognizes the importance of strengthening its internal control system to ensure that such incidents do not recur in the future. Management has initiated measures to enhance internal control and will report progress to shareholders through the SET disclosure system. These measures include:

1. Improvement Policies and Procedures
  - i. Review and update internal control policies and Delegation of Authority (LOA/DOA) documents at least once annually.
  - ii. Provide training and awareness programs across INGRS Group entities.
2. Improvement of Prevention Mechanism
  - i. Ensure that any related-party transaction is reviewed by the INGRS Group compliance function before execution.
  - ii. Establish an INGRS Group compliance office reporting directly to the Audit Committee to ensure independence, similar to the Internal Audit function.

3. Regular Monitoring and Reviewing
  - i. Expand the Internal Audit scope to cover all related-party transactions within the INGRS Group, also extend the audit coverage to holding companies under INGRS Group.
  - ii. Require all related-party transactions to be reviewed by the Audit Committee before submission to the Board of Directors for approval, effective immediately.
4. Develop Clear Disciplinary Policy
  - i. Establish procedures for investigating policy breaches and apply disciplinary measures against violators.

## **6. Shareholder Interest Preserved**

The Company has acted with a primary focus on safeguarding shareholders' interests, including:

- i. Preventing sudden liquidity crises that could lead to refinancing pressures or high-cost refinancing, thereby preserving the INGRS Group's financial stability.
- ii. Strengthening shareholder and stakeholder confidence through transparent governance, while building a positive image with financial institutions, customers, and business partners.
- iii. Preserving the Group's credibility, reducing legal risks from defaults, and maintaining relationships with financial institutions to ensure continued access to funding sources.
- iv. Elevating long-term adherence to good corporate governance, particularly regarding approval and oversight processes by the Audit Committee and the Board of Directors, to protect shareholder rights and interests.

## **7. Responsibilities of the Board of Directors and Management**

The Company reaffirms its commitment to good corporate governance at both the management and the Board levels. The Company recognizes that all decisions, particularly significant and sensitive transactions, must be made with careful consideration, transparency, and the highest responsibility to shareholders.

## **8. Conclusion**

The INGRS Group is entering a new phase of opportunities amid a rapidly changing market landscape. The Group is building strategic partnerships, expanding its operations, and strengthening organizational capabilities to lay the foundation for long-term, stable, and sustainable growth.

The Company is developing new projects, with a focus on the electric vehicle sector, which represents a pivotal step in transitioning toward sustainable and innovation-driven businesses. The Group aims to expand its customer base into high-potential markets with strong demand and production capacity in the automotive industry. What the Company presents to this Meeting is not only a request for ratification of past transactions but also a call for shareholder support toward the future - demonstrating our readiness to drive the organization forward with stability, agility, and a clear vision. Finally, the Board of Directors, Management, and all employees of the INGRS Group sincerely thank shareholders for their continued trust. Your votes today represent the driving force that will propel the INGRS Group forward.

The Chairman then provided an opportunity for shareholders to inquire about this agenda item via the Quidlab Focus e-Shareholder Meeting system. There were shareholders raised questions regarding this matter as follows:

1. Mr. Thongtos Panglad  
a volunteer of the Shareholders' rights Protection from the Thai Investor Association  
*(Question submitted in advance)*

Mr. Nurshareyzat Bin Saaidin - Chief Financial Officer

: What are the reasons and necessity for providing financial assistance to ICB and its subsidiaries? Will such financial assistance be able to resolve the said issues? If the company does not provide financial assistance to ICB and its subsidiaries, what would be the impact on INGRS' operations, and what potential risks might arise?

2. Mr. Thongtos Panglad  
a volunteer of the Shareholders' rights Protection from the Thai Investor Association  
*(Question submitted in advance)*

Mr. Nurshareyzat Bin Saaidin - Chief Financial Officer

: The primary reason for providing financial assistance to ICB and its subsidiaries was to prevent default by the ICB Group who acts as guarantor for INGRS's loans in Malaysia. By preventing the default, it has mitigated a cascading default scenario which could trigger the recall of loans extended to INGRS's subsidiaries in Malaysia. If this happen, it will resulting in severe financial impact to INGRS Group. The financial assistance was deemed urgent and utmost importance, with the primary objective of protecting INGRS's shareholders interest and maintain financial stability.

How will this connected transaction benefit INGRS and its shareholders in the long term? What measures does the company have in place to monitor and control the risks from providing this financial assistance?

The connected transaction benefits INGRS and its shareholders through:

1. Ensure operational & financial stability by avoiding immediate loan recalls & having adequate liquidity.
2. Strengthen stakeholders' confidence, especially the trust of our customers, bankers, and creditors.
3. Prevent potential legal repercussions by avoiding breach of loans and supply contracts.

The Company will continue to enhance its internal control policies to mitigate the risk of providing financial assistance and will ensure the benefits to INGRS and its Shareholders is protected.

3. Mr. Thongtos Panglad  
a volunteer of the Shareholders' rights Protection from the Thai Investor Association  
*(Question submitted in advance)*

What are the reasons for setting the interest rates for this financial assistance at 0% (IMCSB and IMSB), 3.5% (IASB), and 7% (ICB)? What are the repayment conditions for this assistance? What are the reasons for non-compliance with the repayment terms?

Mr. Nurshareyzat Bin Saaidin -  
Chief Financial Officer

The appropriateness of the interest rates and  
repayment term is summarized as follows:

0% - These advances were made for a short-term  
basis between 1-2 months as urgent assistance  
to IMCSB and IMSB who were under final stage  
of securing their financing facility. As at to date,  
the advances are fully repaid.

3.5% - The rate is based on 50:50 profit sharing  
with IASB with the current lending rate at 7%.  
This 3.5% rate is well above the fixed deposit rate  
in Malaysia at 2.9%. As at to date, these loans  
are fully repaid.

7% - The rate is considered appropriate as it is  
higher than the based lending rate in Malaysia at  
6.73% and also above the Group's average  
interest rate of 6.8%. The repayment terms of the  
loans to ICB are repayable on demand with early  
payment options.

Currently, there are no non-compliance with the  
repayment terms. The agreements remain valid  
and legally binding on ICB.

4. Mr. Thongtos Panglad  
a volunteer of the Shareholders'  
rights Protection from the Thai  
Investor Association  
(*Question submitted in advance*)

As of 2 May 2025, what are the repayment  
conditions for the amount of RM 683,779,975 (or  
THB 683,779,975)? Additionally, what is the  
repayment plan following that date? If the debt  
cannot be fully repaid by 28 February 2026, what  
measures will the company take to recover the  
loan from ICB?

Mr. Nurshareyzat Bin Saaidin -  
Chief Financial Officer

The loan repayment terms stipulate that the  
principal shall be repaid in full in a single  
installment together with accrued interest (Bullet  
Payment) upon demand. Since 2 May 2025, no  
repayment has been made as the Company has  
not yet demanded repayment from ICB.

ICB informed the Company that it is in the  
process of securing long-term financing to settle  
the outstanding loan by 2025. Should such  
repayment not be made in full, ICB intends to  
settle the debt through a Corporate Exercise by  
raising capital from new investors, which is  
expected to be completed by February 2026.

Nevertheless, if the repayment is not fully made  
by February 2026, INGRS will enter into a debt  
settlement agreement with ICB. The parties are  
currently negotiating the specific terms, including  
repayment in installments and an appropriate  
interest rate, to ensure that the Company will  
ultimately be able to recover the outstanding  
loan.

5. Mr. Thongtos Pangla  
a volunteer of the Shareholders' rights Protection from the Thai Investor Association  
(*Question submitted in advance*)

Mr. Nurshareyzat Bin Saaidin -  
Chief Financial Officer

What is the company's approach in considering its future relationship with ICB and its subsidiaries to reduce risks and ensure greater sustainability in INGRS' operations?

6. Mr. Thongtos Panglad  
a volunteer of the Shareholders' rights Protection from the Thai Investor Association  
(*Question submitted in advance*)

Mr. Nurshareyzat Bin Saaidin -  
Chief Financial Officer

Ensuring robust governance practices across ICB and its subsidiaries helps in managing risks effectively, aligning operations with long-term sustainability goals.

What measures does the company have in place to prevent such incidents from recurring? Does the Audit Committee review the financial statements on a regular basis?

The Company will improve its governance process through 4 mitigation plans which includes:

1. Improvement of policies and procedures, including internal control policies, connected transactions policies and the internal delegation of authority.
2. Improvement of prevention mechanism through enhancement of process flows on compliance.
3. Regular monitoring and review by oversight committee through Internal Audit and audit Committee.
4. Develop clear disciplinary policy that will include clear disciplinary action.

7. Mr. Piyapong Prasartthong -  
a shareholders attending the meeting in person

According to the SEC news release No. 200/2568 dated Thursday, 7 August 2025, shareholders of INGRS were warned to exercise their voting rights regarding the ratification of a financial assistance transaction with related parties. The IFA opined that shareholders should not approve the transaction, as the IFA considers that shareholders should not ratify it because the INGRS group may be exposed to the risk of default by the ICB group due to the significantly deteriorating operating results and financial position of ICB, which adversely affect ICB's ability to repay its debts. Furthermore, the repayment plan lacks clarity, and the loan agreement terms are inappropriate and may provide undue benefits to the ICB group. To inquire with the IFA as to why shareholders should consider disapproving Agenda Item 2, and the reasons for such disapproval.

Ms.Khansini Boonsirimongkolchai  
- Maybank Securities (Thailand)  
Public Company Limited

The Independent Financial Advisor ("IFA") clarified that it had considered the following key issues: the details of the intercompany loans, both with and without agreements, particularly in relation to the determination of the interest rates, which were lower than those the Company obtaining or lower than the Company's own internal rate of return ("IRR"). Such rates are significantly below the potential returns the Company could otherwise earn by investing in various projects.

With respect to compensation, only one loan agreement - Loan Agreement No.3 - contains a provision requiring compensation in the event that ICB fails to meet its repayment obligations. Furthermore, none of the loans were secured by collateral, despite involving significant amounts.

Regarding the repayment plan, it lacked clarity and was dependent on follow-ups. In practice, the Company has never demanded repayment of the loans from ICB in the past. When considered together with ICB's operating results - which, excluding the INGRS Group, have declined in recent years due to foreign exchange losses and the weaker performance of its subsidiaries—these factors formed the basis of the IFA's opinion that the transactions were inappropriate.

8. Mr. Piaypong Prasartthong - a shareholders attending the meeting in person

In the notice of meeting, it is stated that the approval of a connected transaction requires not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting, excluding shareholders who have a special interest, namely ICB, which is the largest shareholder. These votes are to be excluded from the vote count for Agenda Item 2 in accordance with the relevant rules of the Stock Exchange of Thailand and the SEC, is this correct?

Mr. Nurshareyzat Bin Saaidin -  
Chief Financial Officer

It was clarified that, in accordance with the prescribed regulations, related parties, including ICB, are not entitled to vote on Agenda Item 2. The Quidlab Focus system has already excluded the voting rights of such related parties from the eligible voter list for this agenda item.

9. Mr. Piaypong Prasartthong - a shareholders attending the meeting in person

If Agenda Item 2 is not approved with less than three-fourths of the votes, what will be the consequences? And what contingency plans does the company have, including the issuance of additional ordinary shares, debentures, or seeking assistance from financial institutions in Thailand and/or Malaysia, in order to ensure the

business can continue operating without interruption.

Mr. Nurshareyzat Bin Saaidin -  
Chief Financial Officer

In the event that the shareholders do not approve Agenda Item 2 regarding the ratification, the Company has already prepared contingency measures. These include proceeding with the loan recovery process in accordance with the established procedures, as well as entering into a debt settlement agreement with ICB, which is currently under negotiation. The Company wishes to emphasize that its primary objective at this stage is to ensure that the operations of the Group remain unaffected. The Company further informs that, at present, it continues to maintain sufficient liquidity to support ongoing operations and can conduct its business without disruption.

No further questions were raised by the shareholders. The Chairman therefore proposed that the meeting consider and approve the ratification of the Connected Transaction regarding Financial Assistance to Ingress Corporation Berhad and its subsidiaries. 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 and proxies who attend the meeting and were eligible to vote.

**Resolution** The meeting resolved not to approve the ratification of the Connected Transaction regarding Financial Assistance to Ingress Corporation Berhad and Its subsidiaries. The resolution was not passed by a vote of not less than three-fourths (3/4) of the total votes of shareholders and proxies who attend the meeting and were eligible to vote, excluding the shareholders who had an interest in the matter total of 6 shareholders, holding 873,166,790 shares as follows:

| Type of Votes | Votes<br>(1 Share = 1 vote ) | % of the total shares held by shareholders attending and cast their votes |
|---------------|------------------------------|---|
| Approved      | 12,850,862                   | 69.93   |
| Disapproved   | 5,525,100                    | 30.07   |
| Abstained     | 0                            | 0.00  |
| <b>Total</b>  | <b>18,375,962</b>            | <b>100.00</b>   |

### **Agenda 3 To consider other business (if any)**

The Chairman informed the meeting that this agenda was designated so that Shareholders could raise query and/or express comments to the Board and/or request the Board to provide explanation. There would be neither proposal for the meeting to consider and approve, nor be any voting on this agenda.

The Chairman then provided an opportunity for shareholders to inquire about this agenda item via the Quidlab Focus e-Shareholder Meeting system. There were shareholders raised question regarding this matter as follows:

1. Mr. Thongtos Panglad a volunteer of the Shareholders' rights Protection from the Thai Investor Association : Following the resolution on Agenda Item 2, where the shareholders did not approve the ratification, how will the Company proceed?

Mr. Nurshareyzat Bin Saaidin -  
Chief Financial Officer

The Company's response is consistent with the explanation previously provided under Agenda Item 2. The Company reserves the right to call for repayment of the loans from ICB. However, before taking such action, the Company will first enter into negotiations with ICB in order to reach an agreement on a debt settlement arrangement. The Company remains firmly guided by the principle that any action taken must not adversely affect its normal business operations.

The Chairman then invited Mr. Amrizal bin Abdul Majid, Director and Chief Executive Officer ("CEO") of the Company, to address the Shareholders with the following speech:

We acknowledge and respect your decision today, and we thank you for your honest and active participation. The Board and the Management will take this outcome seriously. While the resolution was not accepted, we remain committed to strengthening our internal controls, ensuring independent oversight, and improving transparency in all connected transactions dealings. The company will operate with transparency and will communicate directly with the SET and SEC regarding any matters including the planned loan recall activities with ICB. We remain fully committed to preserving and growing the value of the Company continuously. Please be assured, our main goal is to protect and grow the value of your trust over time, through sound decisions and responsible leadership. Your continued engagement will help us to shape a better future for the company, and we are truly grateful for it. In closing, we extend our sincere thanks to all shareholders for your concerns and cooperation during these challenging times and assure you that the Board and the Management will operate the business with responsibility and adhere to the highest principles of good governance.

Since there was no Shareholder raising questions or any matters to consider, the Chairman for on behalf of the Board and the Company, thanked all the Shareholders, proxies, and attendees to participate in this meeting and declared the EGM No.1/2025 of the Company adjourned.

The meeting was adjourned at 3:11 p.m.

Signed as a correct record.

*-Signature-*

**Mr. Nuthavuth Chatlertipat**  
Chairman of the meeting