

Invitation Letter To Annual Shareholders' Meeting
Year 2025



Castle Peak Holdings Public Co., Ltd

April 29, 2025, at 2:00 p.m

Head Office, the company's meeting room,

Castle Peak Holders Public Co., Ltd

C.P.H. Tower, 9th floor

899 Phetkasem Road, Bang Khae, Bangkok



บริษัท คาสเตอร์พีคโฮลดิ้งส์ จำกัด (มหาชน)
CASTLE PEAK HOLDINGS PUBLIC CO., LTD.
ทะเบียนนิติบุคคลเลขที่ 0107537001056 สำนักงานใหญ่



Date: February 26, 2025

Subject: Invitation to the Annual Shareholders' Meeting for the Year 2025

To: Shareholders of Castle Peak Holdings Public Co., Ltd

Attachment:

1. Copy of the Report for the Annual Shareholders' Meeting for the Year 2024 (pages 1-6)
2. Form 56-1 One Report for the Year 2024 in QR Code Format
3. Information on the Proposed Candidates for Election as Committee Members (pages 7-8)
4. Auditor Details and Their Remuneration (page 9)
5. Details of Directors' Remuneration (page 10)
- 6 Proxy Form and Supplemental Proxy Form (pages 11-13)
7. Definition of Independent Directors/List and Details of Independent Directors (page 14)
8. Company Regulations Regarding Shareholder Meetings and voting (pages 15-16)
9. Notification of Documents or Evidence required for the Meeting (page 17)
10. Map of the Meeting Venue (page 18)

The Board of Directors of Castle Peak Holdings Public Co., Ltd, passed a resolution to convene the Annual Shareholders' Meeting for the year 2025 on April 29, 2025, at 2:00 p.m. at the company's meeting room, C.P.H. Tower, 9th floor, 899 Petchkasem Rd., Khet Bangkhuae, Bangkok. The purpose is to consider the following agenda items:

1. To consider and approve the Annual General Shareholders' Meeting report for the year 2024, dated April 26, 2024.

Purpose and Rationale: The Company convened the Annual Shareholders' Meeting for the year 2024 on April 26, 2024, and submitted the meeting report to the Securities Exchange of Thailand and the Ministry of Commerce within the prescribed legal timeframe. The report was also published on the company's website (www.castlepeak.co.th) as outlined in attachment 1.

Board of Directors' Opinion: The Board deems it appropriate to propose to the shareholders to consider and approve the Annual Shareholders' Meeting Report for the year 2024, which was prepared accurately and in compliance with the resolutions of the Annual Shareholders' Meeting.

Required Votes for Resolution: The resolution requires the majority votes from the attending shareholders who are entitled to vote.

2. To consider the performance results for the year ending on December 31, 2024.

Purpose and Rationale: To report the company's performance results for the fiscal year 2024, from January 1, 2024, to December 31, 2024, to shareholders, as presented in the Form 56-1 One Report 2024.

Board of Directors' Opinion: The Board deems it appropriate to propose to the shareholders to consider acknowledging the company's performance for the year 2024 and to allow shareholders to inquire about the company's operations.

Required Votes for Resolution: As this is an informational agenda, no voting will take place.

3. To approve the Financial Statement for the fiscal year ending on December 31, 2024.

Purpose and Rationale: To comply with the Public Limited Companies Act B.E. 2535 (including amendments) Section 112, which stipulates that at every annual general meeting, the company shall prepare a statement of financial position and statement of comprehensive income as of the end of the company's fiscal year for the shareholder meeting to consider and approve. The Company's statement of financial position and statement of comprehensive income for the year 2024 ending on December 31, 2024, along with the statement of changes in shareholders' equity, cash flow statement, and certified public accountant's report, appear in Form 56-1 One report for the year 2024, which has been audited and certified by the auditor.

Board of Directors' Opinion: The Board deems it appropriate to propose to the shareholders to approve the financial statements for the year 2024 ending on December 31, 2024.

Required Votes for Resolution: The resolution requires the majority votes from the attending shareholders who are entitled to vote.

4. To approve the profit allocation and dividend payment.

Purpose and Rationale: According to the Public Limited Companies Act of 1992, Section 115 requires that companies pay dividends from profits only. It is prohibited to pay dividends in cases where the company still has accumulated losses. Additionally, according to Section 116, it is specified that the company must allocate part of the annual net profit as a reserve fund of not less than 5 percent of the annual net profit, deducted by the amount of accumulated losses brought forward (if any), until these reserve funds are not less than 10 percent of the registered capital. The Company will consider paying dividends by taking into account various factors in order to provide maximum benefit to shareholders. The payment of dividends must not have any impact on operations, financial status, liquidity, investment plans in each period, and other factors involved in the management of the company.

Board of Directors' Opinion: The Board deems it appropriate to propose to the shareholders to approve dividend payment at the rate of 0.75 Baht per share, totaling 30,000,000 Baht from net profit in 2024. The said dividend payment will be paid to ordinary shareholders whose names are listed on the record date on March 13, 2025, with dividends scheduled to be paid to shareholders on May 15, 2025. The company has fully reserved its legal reserves.

Comparison of dividend payout rates

Dividend payment details	Year 2023	Year 2024 (Proposed year)
1. Net profit (Baht)	121,578,932.40	61,473,370.89
2. Number of shares (shares)	40,000,000	40,000,000
3. Par value per share (Baht)	10.00	10.00
4. Dividend payout per share	0.50	0.75
5. Total amount of dividends paid (Baht)	20,000,000.00	30,000,000.00
6. Dividend payment proportion (percentage)	16.45%	48.80%

Required Votes for Resolution: The resolution requires the majority votes from the attending shareholders who are entitled to vote.

5. To consider the appointment of auditors and their remuneration for the year 2025

Purpose and Rationale: To comply with the Public Limited Company Act B.E. 2535, Articles 120, which requires the appointment of auditors and the determination of their compensation at the annual general meeting for shareholders' consideration. In addition, according to the announcement of the Capital Market Supervisory Board, the company has arranged for the rotation of auditors. If such auditor has performed duties for 7 fiscal years, whether consecutive or not, through rotation, there is no need to change to a new auditing firm. The Company can appoint other auditors in that auditing office in place of the original auditor. However, the Company will appoint an auditor who has retired from duty due to auditor rotation after a period of at least five consecutive fiscal years.

The Audit Committee has considered and selected Mr. Thanathit Raksathianraphap (Certified Public Accountant No. 13646), Mr. Jadesada Hungsapruet (Certified Public Accountant No. 3759), Ms. Kannika Wipanurat (Certified Public Accountant No. 7305), Mr. Jirote Sirirorote (Certified Public Accountant No. 5113), and other certified public accountants assigned by Karin Audit Company Limited to act as auditors of the business as auditors. They have no relationship or interest in the company, its subsidiaries, its executives, major shareholders, or those related to such persons in any way. Therefore, they are independent in auditing and expressing opinions on the Company's financial statements. The set compensation for reviewing quarterly financial statements and auditing annual financial statements for the consolidated financial statements and company financial statements for the year 2025 is set at a total amount of 1,486,000 Baht. Other expenses related to auditing are actually paid but not exceeding 85,000 Baht in total.

Board of Directors' Opinion: The Board deems it appropriate to propose to the shareholders to approve the name of an auditor and remuneration as selected by the Audit Committee.

Required Votes for Resolution: The resolution requires the majority votes from the attending shareholders who are entitled to vote.

6. To approve the appointment of directors to replace directors required to retire.

Purpose and Rationale: To comply with the Public Limited Company Act B.E. 2535 (as amended), Articles 70 and 71, which stipulate that in every annual general meeting, directors must retire by rotation, and at least one-third of the total number of directors must retire.

Board of Directors' Opinion: The Board of Directors, excluding the interested directors, agreed to allow Mr. Punit Pongchaloem and Ms. Pilin Janyaniwat, who are directors who must retire by rotation, to return to their positions as directors of the Company for another term. Both directors have passed the screening process, careful consideration and carefulness of the Company's Board of Directors, and are considered knowledgeable, capable and suitable for the Company's business.

Required Votes for Resolution: The resolution requires the majority votes from the attending shareholders who are entitled to vote.

7. To approve the remuneration of directors in 2025.

Purpose and Rationale: To comply with the Public Limited Company Act B.E. 2535 (as amended), Article 90, which allows directors to receive remuneration and compensation as determined by the shareholders' meeting.

Board of Directors' Opinion: The Board deems it appropriate to propose to the shareholders to approve the remuneration policy for the Audit Committee only, starting from May 2025 to April 2026, in an amount not exceeding 440,000.00 Baht.

Table of director remuneration for 2025 and 2024

Details	Year 2024	Year 2025 (Proposed year)
Monthly Remuneration	10,000 Baht/person/month (only the Audit Committee)	The same
Meeting Allowance	10,000 Baht/person/time for Chairman of Audit Committee, 5,000 Baht/person/time for Audit Committee members	The same
Total	440,000.00 Baht/year	The same

The Company's Board of Directors did not receive any other benefits in addition to the details given above.

Required Votes for Resolution: The resolution requires the vote of not less than two-thirds of the total number of votes of shareholders who attend the meeting and are eligible to vote.

8. Consideration of other matters

Please accept this invitation to attend the meeting at the specified date, time, and venue mentioned above. If you are unable to attend this meeting in person, kindly authorize a proxy to attend on your behalf. In the event that you, as a shareholder, delegate authority to an independent director to attend the meeting on your behalf, please send the proxy letter to the company secretary before the meeting date. Shareholders and proxy holders can register to attend the meeting from 13:00 to 14:00 on the day of the meeting.

Should you have any questions or concerns regarding the agenda of this meeting, please feel free to send your inquiries in advance to Ms. Onticha Pongchaloem, the company secretary, via email at onticha@castlepeak.co.th or via fax at 02-4550367.

Yours sincerely,



Mr. Boonchoo Pongchaloem

Chairman of the Board

Note: 1. Company stamps have been prepared by the company.
2. Any shareholder who wishes to request Form 56-1 One Report 2024 in printed form, please inform the Company Secretary.

Minutes of the 2024 Annual General Meeting of Shareholders
of
Castle Peak Holdings Public Company Limited

Date, Time, and Place of the Meeting

The meeting was held on April 26, 2024, commencing at 2:00 p.m. in the meeting room, 9th floor, C.P.H. Tower Building, 899 Phetkasem Road, Bang Khae Subdistrict, Bang Khae District, Bangkok.

Commencement of the Meeting

Mr. Punit Pongchaloem, Vice Chairman of the Board of Directors of Castle Peak Holdings Public Company Limited, acted as the chairman of the 2024 Annual General Meeting of Shareholders, welcoming the shareholders who attended the meeting. Ms. Onticha Pongchaloem, corporate secretary, acted as the meeting facilitator.

The meeting facilitator provided information on the number of attendees and the number of shares represented in this meeting.

Meeting Attendees			
Category	Number	Shares	Percentage
In Person	8	4,177,163	10.44
By Proxy	<u>20</u>	<u>23,214,180</u>	<u>58.04</u>
Total	<u>28</u>	<u>27,391,343</u>	<u>68.48</u>

The attendance exceeded 25 shareholders and proxies, and the number of shares represented surpassed one-third of the total number of shares sold in the company. Thus, a quorum was formed in accordance with the company's regulations.

The Meeting facilitator introduced the company directors, executives, legal advisors, and auditor representatives who attended the meeting as follows:

- | | |
|------------------------------------|--|
| 1. Ms. Napaporn Tanawatanyoung | Independent Director and Chairman of the Audit Committee |
| 2. Mr. Somchai Ongwararak | Independent Director and Audit Committee Member |
| 3. Ms. Kanyapat Peerawatsakoonpong | Independent Director and Audit Committee Member |
| 4. Mr. Punit Pongchaloem | Director and Vice Chairman of the Executive Committee |
| 5. Mr. Liu Chor Ting | Director and Vice Chairman of the Executive Committee |
| 6. Ms. Pilin Janyaniwat | Director and Production Director |
| 7. Ms. Vinida Kulsompub | Financial and Accounting Director |
| 8. Ms. Natpaphat Chuthepith | Accounting Manager |
| 9. Ms. Pavadee Chansuan | Head of Internal Audit |
| 10. Mr. Athikit Jesadayanmetha | Legal Advisor |
| 11. Mr. Thanathit Raksatthani | Auditor from Karin Audit Co., Ltd. |

Inspectors responsible for checking registration and vote counting:

- | | |
|--------------------------------------|---------------------|
| 1. Ms. Ratchaneekorn Patisonthametha | Shareholder's proxy |
| 2. Miss Yupawadee Torsri | Shareholder's proxy |

The meeting facilitator asked attendees to review the company's regulations related to the general meeting of shareholders and the appointment of directors, which was sent to shareholders along with the meeting invitation on pages 17-18

The voting method for each agenda item is as follows:

1. Shareholders may vote to agree, disagree, or abstain from voting on the ballot received during registration.
2. The method for counting votes is one share equals one vote.

3. When the meeting facilitator informs shareholders to vote on each agenda item, shareholders who wish to vote against or abstain from voting should raise their hand and submit the completed ballot to the company's officials. To count votes, only votes against and abstentions will be deducted from the total number of votes cast at the meeting. The remaining votes will be considered as approval votes for that agenda. The meeting facilitator will inform the meeting of the voting results for each agenda item.
4. Shareholders who wish to ask questions or express opinions should raise their hand and state their full name. Questions or opinions should be directly related to the relevant agenda item. Additional suggestions not on the agenda can be addressed under Agenda 9 for consideration of other matters.

When vote counting for each agenda item, a majority vote of shareholders who attend the meeting and have the right to vote will be used, except for the following: Agenda 7: To consider approving the payment of directors' remuneration, a resolution of not less than two-thirds of the total number of votes of shareholders present at the meeting will be required. Agenda 8: To consider approving amendments to the Company's objectives and amendments to Clause 3 of the Memorandum of Association in order to be consistent with the amendments to the Company's objectives, a resolution of not less than three-quarters of the total number of votes of shareholders present at the meeting will be required.

Agenda 1: Consideration and Approval of the Annual Shareholders' Meeting Report for the year 2023, dated April 28, 2023.

The Board of Directors presented the minutes of the 2023 Annual General Meeting of Shareholders, held on 28 April 2023, for approval by this meeting. A copy of this meeting report have been sent to shareholders along with the meeting invitation letter as attached on pages 1-7. We request that this meeting consider and approve it.

The meeting facilitator asked the meeting if there were any comments or questions. With no shareholders in the meeting room protesting or objecting, the meeting proceeded to vote. The results of the vote counting were summarized as follows:

Approved	27,391,343	votes	equivalent to 100.00 %
Disapproved	0	votes	equivalent to 0.00 %
Abstained	0	votes	equivalent to 0.00 %

Meeting Resolution: It was resolved to certify the minutes of the 2023 Annual General Meeting of Shareholders.

Agenda 2: Acknowledgment of the performance results for the year ending on December 31, 2023.

Castle Peak Holdings Public Company Limited achieved a net profit of 121,578,932.40 Baht, comprising a net profit of 133,028,072.36 Baht from garment business and a net loss of 11,449,139.96 Baht from the real estate development business. Castle Peak Holdings Public Company Limited and its subsidiaries reported a net profit of 78,331,554.35 Baht, consisting of a net profit of 107,138,186.32 Baht from garment business and a net loss of 28,806,631.97 Baht from the real estate development business. Details and explanations of the company's operating results and subsidiaries are on pages 12-17 of Form 56-1 one report.

Mr. Liu Chor Ting, executive of the garment business group, stated that the company's total sales income in 2023 amounted to 1,252,132,721.08 Baht, compared to the total income from sales in 2022, which amounted to 2,086,869,160.82 Baht, representing a decrease of 834,736,439.74 Baht from various factors, as follows:

1. Changes in consumer behavior in the United States and the European Union after the COVID-19 outbreak situation resolved. In early 2021 to early 2022, consumers purchased a large number of products online due to the lockdown measures used to control the outbreak of COVID-19 and the government's policy to distribute money to provide relief to people who have suffered. As a result, sales of products among the Company's customers grew rapidly, with a large number of orders for the Company in 2022. However, from the end of 2022 to 2023, consumer behavior shifted from the previous year. That is, people reduced their spending on goods and increased spending on tourism and services. As a result, orders from customers in the United States and Europe in 2023 has decreased.

2. In the fourth quarter of 2022, customers accelerated the export dates to avoid container shortages. As a result, products that was originally scheduled to be exported in the first quarter of 2023 were expedited, resulting in a decrease in exports in the first quarter of 2023.
3. The company has renovated the warehouse and built a new food factory in 2023, causing asset depreciation to increase.

The operating performance trend of the garment business group in 2024 includes various factors, as well as the company's preparations that will result in better operating results than in 2023. These preparations are as follows:

1. The company is focusing on expanding the market to high-end customers, which will bring in more profits. The company has also increased its readiness in terms of factory standards.
2. The exchange rate of the Baht against the US dollar has continued to depreciate. From averaging at 34 Baht/US dollar in January 2024, to arriving at the end of April 2024 at 37 Baht/US dollar. As a result, the company is likely to have increased income from exporting products due to the depreciation of the exchange rate.
3. The government has adjusted measures for visa extension for foreign workers. To reduce time and costs for various operations, the company's employees do not have to travel back to Myanmar to renew their VISAs, as was previously required.

Mr. Punit Pongchaloem, executive of real estate business group, stated that the company's total sales dropped in 2023 as below

1. In 2022, the real estate development group had two operational projects with a number of houses ready for sale. The group was in the process of carefully planning and studying the information about places, locations, marketing, sales, construction and economic considerations. Therefore, construction of a new project has not yet begun. As a result, there were fewer houses for sale in 2023 and fewer sales than in 2022 while various expenses remained the same, resulting in a loss compared to 2022.
2. Home loan approvals in 2023 experienced a higher rejection rate of 80 -90 percent and higher interest rates. As a result, home buyer faced an increased monthly burden. As some buyers did not want to incur long-term debt, they decided to rent instead of buying a residence.
3. The behavior of buyers has changed, with Generation Y trading groups having low-middle incomes and paying more attention to home developer brands. As a result, most customers chose to buy houses from more reputable companies. In addition, such companies have a large marketing budget, making it possible to reach customer groups thoroughly. Additionally, customer groups who are at the age of starting careers are not yet interested in buying a house, preferring to rent a condo in the city to facilitate travel and be prepared if they want to change jobs.

In 2024, the company opened a new project targeting freelancers or small businesses, creating new promotions to accommodate more customers from this demographic. However, management remains concerned about household debt problems, which are expected to have a long-term impact of approximately 3-4 years, and labor costs are likely to increase. For the current real estate stimulus measures, namely reducing ownership transfer fees and mortgage fees, are expected to stimulate some purchasing power, however, the impact is anticipated to be limited.

The meeting facilitator asked the meeting whether there would be any additional comments or questions from attendees. There were no shareholders in the meeting room who had additional questions.

Meeting resolution: The report of the Board of Directors regarding the Company's operating results for the year 2023 were acknowledged.

Agenda 3: Approval of the financial statements for the fiscal year ending on December 31, 2023.

Board of Directors Proposed that the meeting consider and approve the statement of financial position, statement of comprehensive income for the year 2023 ending on December 31, 2023, including the statement of changes in shareholders' equity, cash flow statement, Auditor's report and notes to the financial statements on pages 30-83 of Form 56-1 one report.

The meeting facilitator asked the meeting if there were any comments or questions. There were no shareholders in the meeting room protesting or objecting otherwise. Therefore, the meeting proceeded to vote. The results of the vote counting was summarized as follows:

Approved	27,391,343	votes	equivalent to 100.00 %
Disapproved	0	votes	equivalent to 0.00 %
Abstained	0	votes	equivalent to 0.00 %

Meeting resolution It was resolved to approve the audited financial statements for the year ending on December 31, 2023.

Agenda 4: Approval of dividend payment and the appropriation of rising profit from the year 2023.

The Board of Directors is of the opinion that it is appropriate to present it to shareholders for consideration and approval the allocation of part of the profits from the 2023 operating results as a legal reserve, in the total amount of 8,160,383.58 Baht (until reaching 10 percent of the registered capital), and the payment of dividends at the rate of 0.50 Baht per share, totaling 20,000,000 Baht. Shareholders who are entitled to receive dividends are shareholders who appear on the date of determining the list of shareholders who are entitled to receive dividends on March 13, 2024, with dividends to be paid to shareholders on May 15, 2024. Comparative information on dividend payment rates for the operating results of 2022 and 2023 is in the meeting invitation letter, page 2.

The meeting facilitator asked the meeting if there were any comments or questions. There were no shareholders in the meeting room protesting or objecting otherwise. Therefore, the meeting proceeded to vote. The results of the vote counting was summarized as follows:

Approved	27,391,343	votes	equivalent to 100.00 %
Disapproved	0	votes	equivalent to 0.00 %
Abstained	0	votes	equivalent to 0.00 %

Meeting Resolution: By a majority vote of the total number of votes of shareholders who attended the meeting and had the right to vote, it were resolved to approve the allocation of profits and dividend payment as proposed.

Agenda 5: Consideration of the appointment of auditors and their remuneration for the year 2023.

The Audit Committee has considered and selected Mr. Jesada Hangsapruet (Certified Public Accountant No. 3759) and/or Ms. Kannika Wiphanurat (Certified Public Accountant No. 7305) and/or Mr. Jiroj Siriro. Roj (Certified Public Accountant No. 5113) and/or other certified public accountants assigned by Karin Audit Co., Ltd. as auditors of the business of Karin Audit Co., Ltd. as auditors of the Company. They have no relationship or interest in the company, its subsidiaries, its executives, major shareholders or those related to such persons in any way. Therefore, they are independent in auditing and expressing opinions on the Company's financial statements, set compensation for reviewing quarterly financial statements, and auditing annual financial statements. For the consolidated financial statements and company financial statements for the year 2024, the total amount is 1,415,000 Baht. Other expenses related to auditing as actually paid but not exceeding 85,000 Baht in total, as detailed in the attached document, page 10.

The meeting facilitator asked the meeting if there were any comments or questions. There were no shareholders in the meeting room protesting or objecting otherwise. Therefore, the meeting proceeded to vote. The results of the vote counting was summarized as follows:

Approved	27,391,343	votes	equivalent to 100.00 %
Disapproved	0	votes	equivalent to 0.00 %
Abstained	0	votes	equivalent to 0.00 %

Meeting resolution: The meeting resolved to consider appointing auditors and determining compensation for the year 2024 as proposed.

Agenda 6: Approval of the appointment of directors to replace directors required to retire.

The directors of the company who will retire by rotation at this time are:

1. Mr. Boonchoo Pongchaloem Director
2. Mr. Liu Chor Ting Director

The meeting considered appointing two directors who will retire from office, namely Mr. Boonchoo Pongchaloem and Mr. Liu Chor Ting, who have all the qualifications, for another term. They do not have prohibited characteristics that prevent their reappointment. Further information about the history of the two directors is in the document, pages 7-8.

The meeting facilitator asked the meeting if there would be any additional comments or questions. There were no shareholders in the meeting room who expressed additional opinions. Therefore, the meeting proceeded to vote. The results of the vote counting are summarized as follows:

The meeting voted to elect directors individually. The results of the vote counting are summarized as follows:

- Mr. Boonchoo Pongchaloem			
Approved	15,511,295	votes	equivalent to 56.63 %
Disapproved	0	votes	equivalent to 0.00 %
Abstained	11,880,048	votes	equivalent to 43.37%
- Mr. Liu Chor Ting			
Approved	27,391,343	votes	equivalent to 100.00 %
Disapproved	0	votes	equivalent to 0.00 %
Abstained	0	votes	equivalent to 0.00 %

Meeting resolution: It was resolved to approve the directors of the company who have resigned from their positions upon completion of their terms, namely Mr. Boonchoo Pongchaloem and Mr. Liu Chor Ting, to return to be directors of the company for another term.

Agenda 7 Approval of the remuneration of directors in 2024.

The Board of Directors proposes to this meeting to consider paying remuneration to the Board of Directors, specifically the Audit Committee, starting from May 1, 2024, to April 30, 2025, as follows:

1. Compensation: 10,000 Baht/person/month
2. Meeting allowance:
 - Chairman of the Audit Committee 10,000 Baht/meeting
 - Audit Committee: 5,000 Baht/meeting

The meeting facilitator asked the meeting if there were any comments or questions. There were no shareholders in the meeting room protesting or objecting otherwise. Therefore, the meeting proceeded to vote. The results of the vote counting were summarized as follows:

Approved	27,391,343	votes	equivalent to 100.00 %
Disapproved	0	votes	equivalent to 0.00 %
Abstained	0	votes	equivalent to 0.00 %

Meeting resolution: The compensation for the Board of Directors for the year 2024 was approved as proposed.

Agenda 8 Consideration and approval of amendments to the Company's objectives and amendments to the letter Clause 3 of the Memorandum of Association to be consistent with the amendments to the Company's objectives.

The Board of Directors is of the opinion that it is appropriate to present to shareholders for consideration and approval the amendment of two objectives and the addition of one objective to support further business expansion of the company. According to the attached document, page 12, and the amendment to the Memorandum of Association, Clause 3, to be in line with the amendment to the objectives of the said company as follows:

“Item 3: The objectives of the company have 48 items, details as per the attached PCL.002 form.”

The meeting facilitator asked the meeting to consider and vote on the amendment to the Company's objectives and the amendment to Section 3 of the Memorandum of Association to be consistent with the amendment to the Company's objectives.

The meeting facilitator asked the meeting if there would be any additional comments or questions, but no shareholders raised any concerns.

The meeting facilitator asked the meeting if there were any comments or questions. There were no shareholders in the meeting room protesting or objecting otherwise. Therefore, the meeting proceeded to vote. The results of the vote counting were summarized as follows:

Approved	27,391,343	votes	equivalent to 100.00 %
Disapproved	0	votes	equivalent to 0.00 %
Abstained	0	votes	equivalent to 0.00 %

Meeting resolution: By a vote of three-fourths of the total number of votes of shareholders who attended the meeting and had the right to vote, it was resolved to amend the objectives of the company as proposed.

Agenda 9 Consideration of other matters.

The meeting facilitator asked the meeting if there would be any additional comments or questions, during which no shareholder in the meeting room expressed additional opinions.

The Chairman closed the meeting at 3:30 p.m.



..... The Chairman
(Mr. Pumit Pongchaloem)



..... The meeting facilitator
(Ms. Onticha Pongchaloem)

Candidates' Profiles to be elected as Director

- The individuals who have been nominated have undergone evaluation according to the company's procedures and meet the qualifications prescribed and appropriate for the company's business operations.

- The board of directors has reviewed and determined that the individuals proposed as directors are independent and meet the legal requirements related to independent directors.

1.	Name	Mr.Pumit Pongchaloem
	Age	50 years
	Education	Bachelor's Degree Bsc. Construction Management Leeds Metropolitan University
	Director Training	Director Accreditation Program (DAP - IOD)
	Board Position	Vice Chairman / Vice Chairman of the Executive Castle Peak Holdings Public Company Limited,
	Position in Other Listed Company	-
	Position in Other Non-listed Company	(4 companies):
	Director	C.P.G. Garment Co., Ltd
	Vice Chairman / Vice Chairman of the Executive	Castle Peak Real Estate Co., Ltd
	Vice Chairman / Vice Chairman of the Executive	Aek Thana Property Co., Ltd
	Vice Chairman of the Executive	Sun Property Co., Ltd
	Position in Rival Companies / Connected Business that may cause Conflicts of Interest	-
	Types of Directors Proposed	Director
	Number of years holding position	12 years
	Attendance at Board Meetings	18/18 meetings (100%)
	Shareholding	As of December 31, 2024, 1,000,666 shares, 2.5%

2.	Name	Mrs. Pailin Janyaniwat
	Age	63 years
	Education	High School
	Director Training	Director Accreditation Program (DAP - IOD)
	Board Position	Director / Production Director
		Castle Peak Holdings Public Company Limited,
	Position in Other Listed Company	-
	Position in Other Non-listed Company	-
	Position in Rival Companies / Connected Business that may cause Conflicts of Interest	-
	Types of Directors Proposed	Director
	Number of years holding position	18 years
	Attendance at Board Meetings	18/18 meetings (100%)
	Shareholding	As of December 31, 2024, 66 shares (0.00%)

Details of Auditors and Remuneration for 2025

Names of Certified Public Accountants

Name	Registration Number	Years Signed the Company's Financial Statements
Mr.Thanathit Raksathianraphap	13646	-
Mr. Jetsada Hangsapreuk	3759	7 years (2009-2010, 2016-2018, 2023-2024)
Ms. Kannikar Viphanurat	7305	-
Mr. Jiroth Sirojorot	5113	1 year (2019)

In addition, any other certified public accountants assigned by Karin Audit Co., Ltd., as the auditing firm, will serve as auditors for the company. The auditors have no relationship or interest with the company, its subsidiaries, management, major shareholders, or any related parties.

Auditor Remuneration

- **Audit Fee:** The total audit fee proposed for approval at the 2025 Annual General Meeting of Shareholders for reviewing quarterly financial statements and auditing annual financial statements, covering both consolidated and separate financial statements for 2025, amounts to THB 1,486,000 (One Million Four Hundred and Eighty Six Thousand Baht).
- **Other Expenses (Non-Audit Fee):** Additional audit-related expenses incurred on an actual basis, but not exceeding THB 85,000.

	Year 2025 (Proposed)		Year 2024	
	Quarterly Financial Statement Review	Annual Financial Statement Audit Fees	Quarterly Financial Statement Review	Annual Financial Statement Audit Fees
	Fees (Total)		Fees (Total)	
Consolidated Financial Statements	255,000.00	260,000.00	240,000.00	255,000.00
Castle Peak Holdings PCL.	300,000.00	671,000.00	270,000.00	650,000.00
C.P.G. Garment Co., Ltd	210,000.00	358,000.00	201,000.00	340,000.00
Castle Peak Real Estate Co., Ltd	60,000.00	100,000.00	60,000.00	100,000.00
Aek Thana Property Co., Ltd	45,000.00	70,000.00	45,000.00	70,000.00
Sun Property Co., Ltd	45,000.00	200,000.00	45,000.00	200,000.00
Total	<u>915,000.00</u>	<u>1,659,000.00</u>	<u>861,000.00</u>	<u>1,615,000.00</u>
Total		<u>2,574,000.00</u>		<u>2,476,000.00</u>

Approval by the Audit Committee

- The Audit Committee has agreed to propose the appointment of the auditors and their remuneration as detailed above.
- Auditors of subsidiaries belong to the same audit firm as Castle Peak Holdings Public Co., Ltd.

Board of Directors' Remuneration for 2025

The Board of Directors proposes that the shareholders' meeting approve the remuneration, limited to the Audit Committee. This is because the Audit Committee does not receive any other form of compensation. The details are as follows:

- **Monthly Retainer Fee:** THB 10,000 per month
- **Meeting Allowance:**
 - Chairman of the Audit Committee: THB 10,000 per meeting
 - Audit Committee Members: THB 5,000 per meeting

Summary of the Board of Directors' Remuneration for 2025 Compared to 2024

Monetary Compensation

	2025		2024	
	Monthly Fee (THB)	Meeting Allowance (THB)	Total (THB)	Total (THB)
Ms. Napaporn Thanawatyanrong	120,000.00	40,000.00	160,000.00	160,000.00
Ms.Kanyaphat Peerawatsakulpong	120,000.00	20,000.00	140,000.00	140,000.00
Mr. Somchai Ongwararak	120,000.00	20,000.00	140,000.00	140,000.00
	<u>360,000.00</u>	<u>80,000.00</u>	<u>440,000.00</u>	<u>440,000.00</u>

Other Forms of Compensation

- **2025:** None
- **2024:** None

Proxy Form B. (Proxy Form Containing Specific Details)
Announcement from the Department of Business Development
Subject: Proxy Form (No.4) BE 2549

Written at

Date.....Month.....Year.....

(1) INationality
Residing at.....Road.....Tambol/Sub District.....
Amphur/District.....Province.....Postal Code.....

(2) Being a shareholder of **Castle Peak Holdings Public Co., Ltd**

Holding the total amount of.....ordinary shares and having the right to vote equal to.....votes

(3) I hereby appoint:

- ☐ (1)Age.....Years Residing at.....
Road.....Tambol/Subdistrict.....
Amphur/District.....Province.....Postal Codeor
- ☐ (2) Ms. Napaporn Thanawatanyong, independent director and chairman of the audit committee, age 59 years, located at house number 74/ 10- 11, Chakrapetch Road, Wang Burapha Phirom Subdistrict, Phra Nakhon District, Bangkok 10200 or
- ☐ (3) Mr. Somchai Ongvararak, independent director and member of the audit committee, age 88 years, located at house number 87, Soi Sirindhorn 9, Bang Bamru Subdistrict, Bang Phlat District, Bangkok 10700 or
- ☐ (4) Ms. Kanyaphat Peerawatsakulphong, independent director and audit committee member, age 37 years, located at house number 209, Soi Thawi Watthana 13, Thawi Watthana Subdistrict, Thawi Watthana District, Bangkok 10170.

Only one of them as my proxy to attend and vote at the Annual General Meeting of Shareholders for the year 2025, on April 29, 2025, at 14:00, at the meeting room of Castle Peak Holdings Public Co., Ltd, C.P.H. Tower, 9th floor, 899 Phetkasem Road, Bang Khae, Bangkok, or at any adjournment thereof.

(4) In this meeting, I grant my proxy to vote on my behalf as follows:

- ☐ (a) The proxy shall have the right to consider and vote on my behalf as appropriate in all respects.
- ☐ (b) The proxy shall vote according to my instructions as follows:

Agenda1: Consideration and approval of the Annual Shareholders' Meeting Report for the year 2024, dated April 26, 2024.

☐ Agree ☐ Disagree ☐ Abstain

Agenda 2: Acknowledgment of the performance results for the year ending on December 31, 2024.

☐ Agree ☐ Disagree ☐ Abstain

Agenda 3: Approval of the financial statements for the fiscal year ending on December 31, 2024.

☐ Agree ☐ Disagree ☐ Abstain

Agenda 4: Approval of dividend payment and the appropriation of rising profit from the year 2024.

☐ Agree ☐ Disagree ☐ Abstain

Agenda 5: Consideration of the appointment of auditors and their remuneration for the year 2025.

☐ Agree ☐ Disagree ☐ Abstain

Agenda 6: Approval of the appointment of directors to replace directors required to retire.

- Mr. Punit Pongchaloem

☐ Agree ☐ Disagree ☐ Abstain

- Mrs. Pailin Janyaniwat

☐ Agree ☐ Disagree ☐ Abstain

Agenda 7: Approval of the remuneration of directors in 2025.

☐ Agree ☐ Disagree ☐ Abstain

Agenda 8: Consideration of other matters.

☐ Agree ☐ Disagree ☐ Abstain

(5) In the event that the meeting considers or resolves on any matter other than those specified above, including cases where there are amendments, changes, or additions to any facts, the proxy shall have the right to consider and vote on my behalf in all respects as deemed appropriate.

Any act performed by the proxy in this meeting shall be deemed to be the action performed by myself, except in the case that the proxy does not cast the vote as specified herein.

Signature: (Name of Principal)

(.....)

Signature: (Name of Proxy)

(.....)

Note:

1. Shareholders appointing proxies must appoint only one proxy to attend the meeting and vote, and cannot divide the number of shares to be represented by multiple proxies for separate voting.
2. Shareholders may appoint proxies for the entire number of shares specified in item (2) and cannot appoint only a portion of the shares specified.
3. In cases where the agenda of the meeting includes matters other than those specified above, including amendments, changes, or additional matters, the proxy shall have full authority to consider and vote on behalf of the shareholder as deemed appropriate.

Supplemental Proxy Form B

The proxy is granted by Shareholder of Castle Peak Holdings Public Co., Ltd

For the Annual General Meeting of Shareholders for the year 2025, on April 29, 2025, at 14:00, at the meeting room of Castle Peak Holdings Public Co., Ltd, Building S.P. Tower, No. 899 Phetkasem Road, Bangkae, Bangkok 10160, or at any adjournment thereof.

Agenda.....Topic.....

☐ Agree ☐ Disagree ☐ Abstain

Agenda.....Topic.....

☐ Agree ☐ Disagree ☐ Abstain

Agenda.....Topic.....

☐ Agree ☐ Disagree ☐ Abstain

Agenda.....Topic.....

☐ Agree ☐ Disagree ☐ Abstain

I certify that the details in this Attachment to Proxy Form are accurate and true in all respects.

Signature: (Name of Principal)

(.....)

Signature: (Name of Proxy)

(.....)

Definition of “Independent Director”

The company defines an “Independent Director” as part of the Board of Directors responsible for overseeing the management team’s operations, providing supportive opinions on policies beneficial to shareholders, or opposing decisions that may adversely affect shareholders' interests. Independent directors must operate free from the control of management, major shareholders, and without any involvement or interest in management decisions.

The company’s independent directors may hold no more than 1% of the total voting shares of the company. They must not serve as executives, employees, regular consultants receiving salaries, or have any significant business relationships that could compromise their independence. Such relationships include professional services (e.g., as auditors, legal advisors, financial advisors, or property appraisers) or business ties (e.g., being business partners or financial supporters).

Details of Independent Directors Nominated as Shareholder Proxies

1. Name: Ms. Napaporn Thanawatyanrong
Age: 59 years
Position: Independent Director and Chairperson of the Audit Committee
Address: 74/10-11 Jakrapetch Road, Wang Burapha Phirom Subdistrict,
Phra Nakhon District, Bangkok 10200
Board Meeting Attendance: 18/18 meetings
Conflict of Interest: Agenda 7 – Approval of directors’ remuneration for 2025
Shareholding: As of December 31, 2024 0 shares (0.00%)
2. Name: Mr. Somchai Ongwararak
Age: 88 years
Position: Independent Director and Audit Committee
Address: 87 Sirinthorn Soi 9, Bang Bamru Subdistrict,
Bang Phlat District, Bangkok 10700
Board Meeting Attendance: 18/18 meetings
Conflict of Interest: Agenda 7 – Approval of directors’ remuneration for 2025
Shareholding: As of December 31, 2024 131 shares (0.00%)
3. Name: Ms. Kanyaphat PeerawatSakulpong
Age: 37 years
Position: Independent Director and the Audit Committee
Address: 209 Taweewattana Soi 13, Taweewattana Subdistrict,
Taweewattana District, Bangkok 10170
Board Meeting Attendance: 18/18 meetings
Conflict of Interest: Agenda 7 – Approval of directors’ remuneration for 2025
Shareholding: As of December 31, 2024 0 shares (0.00%)

Regulations of Castle Peak Holdings Public Company Limited
Related to the Annual General Shareholder Meetings

Appointment of Directors

Article 12 stipulates the procedure for shareholders to elect directors as follows:

(1) Each shareholder has voting rights equal to the number of shares they hold.

(2) Each shareholder must utilize all their voting rights, as described in (1), to elect one or more directors, but cannot divide their votes among different candidates.

(3) The individual who receives the highest number of votes as described above shall be appointed as a director, up to the number of directors to be appointed or elected at that meeting. In cases where an individual receives votes exceeding the number of directors to be appointed or elected at that meeting, the shareholder shall be the deciding voter.

Shareholder Meetings

Article 26 requires the board of directors to convene an annual general meeting within four months after the end of the company's fiscal year. Other shareholder meetings not covered above shall be called extraordinary general meetings. The board of directors may convene an extraordinary general meeting whenever deemed appropriate or upon request by shareholders, provided that shareholders holding not less than twenty percent (20%) of the total shares or not less than ten (10) shareholders, who together hold shares totaling not less than one-fifth (1/5) of the total number of shares issued, make a written request to the board of directors, clearly specifying the reasons for calling the meeting. Nevertheless, the board of directors shall convene a shareholder meeting within one month from the date of receipt of the written request from the shareholders.

Article 27 stipulates that when calling a shareholder meeting, the board of directors shall issue a notice specifying the place, date, and time of the meeting, the agenda items, and any other necessary details, including matters to be presented for information, approval, or consideration, as well as the board's opinion on the matters. Such notice shall be sent to shareholders no less than seven (7) days before the meeting and advertised in a newspaper at least three (3) times before the meeting.

Article 28 allows shareholders who are unable to attend a meeting in person to appoint a proxy who has reached the legal age to attend and vote on their behalf. If a meeting is not convened due to lack of quorum, it shall be rescheduled upon shareholders' request. If the meeting is not considered convened due to shareholders' request for rescheduling, a new notice of meeting shall be sent to shareholders no less than seven (7) days before the meeting, and the meeting shall be advertised in a newspaper at least three (3) times before the meeting. If a shareholder meeting is convened after the appointed time and within one (1) hour from the appointed time, and the attending shareholders do not constitute a quorum, the meeting shall proceed regardless, or as deemed appropriate, without the attendance of shareholders, but the proceedings may be conducted.

Article 30 designates the chairman of the board of directors to preside over shareholder meetings. In the absence or incapacity of the chairman to preside, the vice-chairman, if any, shall act as chairman. If there is no vice-

chairman or if the vice-chairman is unable to preside, the shareholders present at the meeting shall elect one shareholder as chairman of the meeting

Article 31 stipulates that the time, date, and place of shareholder meetings shall be determined by the board of directors.

Article 32 outlines the voting methods at shareholder meetings as follows:

(1) In normal circumstances, votes shall be counted based on the majority of votes of shareholders present at the meeting, and the chairman of the meeting shall cast an additional vote if there is an equal number of votes.

(2) In cases other than those mentioned above, decisions shall be made based on not less than three-fourths of the total votes of all shareholders present at the meeting, who are entitled to vote.

(a) Sale or transfer of all or part of the company's business.

(b) Purchase or acquisition of another company's business or shares.

(c) Amendment, termination, or renewal of contracts relating to the leasing of all or part of the company's business or appointment of another person to manage the company's business or merger with another person with the aim of dividing losses.

(d) Removal of any director before the expiry of the term.

Article 33 lists the matters to be considered at an annual general meeting as follows:

(1) Consideration of reports presented by the board of directors regarding the company's operations during the past fiscal year.

(2) Approval of the balance sheet.

(3) Consideration of profit allocation.

(4) Election of directors.

(5) Appointment of auditors.

(6) Other matters.

**Document for Proof of Ownership or
Representation of Shareholders Attending Meetings**

1. Natural Person

Shareholders holding Thai nationality

(a) In the case of the shareholder attending the meeting in person:

- The original identity card (Thai national ID card, government officer card, or government employee card) must be presented. In case of a name change, supporting documents for the change must also be provided.

(b) In the case of proxy representation:

- A copy of the identity card of the proxy and the original identity card or passport (for foreign nationals) of the proxy holder must be presented.

Foreign Shareholders

(a) In the case of the shareholder attending the meeting in person:

- Passport of the shareholder must be presented.

(b) In the case of proxy representation:

- A copy of the passport of the proxy and the original identity card or passport (for foreign nationals) of the proxy holder must be presented.

2. Legal Entity

Legal entities registered in Thailand

(a) A letter of certification from the Department of Business Development, Ministry of Commerce issued not more than 30 days prior.

(b) The identity card or passport (for foreign nationals) of the authorized signatory along with the proxy letter signed by the authorized signatory and the identity card or passport (for foreign nationals) of the proxy holder.

Legal entities registered abroad

(a) A letter of certification from the respective country.

(b) The identity card or passport (for foreign nationals) of the authorized signatory along with the proxy letter signed by the authorized signatory and the identity card or passport (for foreign nationals) of the proxy holder.

In the case of document copies, they must be properly certified. If the documents are issued abroad, they must bear notarized signatures. If the original documents are not in English, an English translation must be provided along with certification of the accuracy of the translation by the shareholder or representative.

MAP OF THE MEETING

