

No. PG. 02/015-69

Date 27 February 2026

Subject: Resolutions of the Board of Directors' Meeting No. 2/2026 regarding the omission of dividend payments, the calling of the 2026 Annual General Meeting of Shareholders.

To: The President
The Stock Exchange of Thailand

Preecha Group Public Company Limited (“**Company**”) held the Board of Directors' Meeting No. 2/2026 (“**Meeting**”) on 27 February 2026 at 3.30 p.m. in which the Meeting passed the resolutions on significant matters, as follows:

1. Approved to propose the 2026 Annual General Meeting of Shareholders (“**AGM**”) for the acknowledgement of the Company’s operating results for the fiscal year 2025 ended 31 December 2025.
2. Approved to propose the AGM for the approval of the certified Financial Statements for the fiscal year ended 31 December 2025, which has been considered by the Audit Committee and was audited by the certified auditor.
3. Approved to propose the AGM for the approval of the omission of allocating the net profit as a legal reserve and the omission of dividend payment for the year 2025 due to the Company still having accumulated losses.
4. Approved to propose the AGM for approval the appointment of directors in replacement of those retiring by rotation and resigning, as well as the appointment of new directors, with details as follows:

- To consider the retirement by rotation of two (2) directors at the Annual General Meeting of Shareholders for the year 2026, whose names are as follows:

No.	Name	Position	Reason for cessation
1.	Mr. Somchet Thinaphong	Director	By rotation
2.	Mr. Yuttana Yimgarund	Director / Executive Director / Risk Management Committee / Nomination and Remuneration Committee	The retiring director being re- elected to serve another term.

- To acknowledge resignation of one (1) Independent Director and Audit Committee member, whose names are as follows:

No.	Name	Position	Reason for cessation
1.	Mr. Somporn Vechpanich	Independent Director / Audit Committee’s member	By resignation

- To consider the appointment of five (5) new directors, whose names are as follows:

No.	Name	Position	Remark
1.	Mr. Pichai Dusdeekulchai	Independent Director	New directors
2.	Mr. Romsai Tandakoseya	Independent Director	To replace Mr. Somporn Vechpanich
3.	Mr. Pichate Mahantasukol	Independent Director	New directors
4.	Mr. Rongrit Thamsatit	Director	To replace Mr. Somchet Thinaphong
5.	Mr. Varut Taymeya	Director	New directors

The Company currently has a total of seven (7) directors. At this meeting, two (2) directors are due to retire by rotation: one (1) director has expressed his/her intention not to seek reappointment, while the other has been nominated and has consented to serve for another term. In addition, one (1) director has resigned, resulting in five (5) remaining directors in office.

The meeting has considered and approved the appointment of five (5) additional directors, comprising two (2) directors appointed in replacement of those retiring by rotation and three (3) newly appointed directors. Consequently, the Company will have a total of ten (10) directors in office, as listed above, in alignment with the Company's management restructuring plan and in accordance with Article 14 of the Company's Articles of Association, which stipulates that the Board of Directors shall consist of not fewer than five (5) directors.

This shall be effective from the Annual General Meeting of Shareholders for the year 2026, to be held on 23 April 2026, in full compliance with the Company's Articles of Association.

- Approved to propose the AGM for the approval of the determination of the remuneration of the directors of the Company for the year 2026, as follows:

- Monetary remuneration**

Name	Position	Year 2025	Year 2026 (Proposed)
1. Mr. Pachara Yutidhammadamrong	Chairman of the Board, Independent Director, Chairman of the Audit Committee	-THB 120,000 / month -THB 1,440,000 / year	-THB 150,000 / month -THB 1,800,000 / year
2. Ms. Thitima Tirakijpong	Director / Executive Director / Risk Management Committee / Nomination and Remuneration Committee	-THB 80,000 / month -THB 960,000 / year	-THB 80,000 / month -THB 960,000 / year

Name	Position	Year 2025	Year 2026 (Proposed)
3. Mr. Yuttana Yimgarund	Director / Executive Director / Risk Management Committee / Nomination and Remuneration Committee	-THB 80,000 / month -THB 960,000 / year	-THB 100,000 / month -THB 1,200,000 / year
4. Mrs. Kitima Pavarsekul	Independent Director / Audit Committee	-THB 60,000 / month -THB 720,000 / year	-THB 80,000 / month -THB 960,000 / year
5. Ms. Tipaporn Assawasojthi	Director	-THB 20,000 / month -THB 240,000 / year	-THB 30,000 / month -THB 360,000 / year
6. Mr. Pichai Dusdeekulchai	Independent Director	-	-THB 80,000 / month -THB 960,000 / year
7. Mr. Romsai Tandakoseya	Independent Director	-	-THB 80,000 / month -THB 960,000 / year
8. Mr. Pichate Mahantasukol	Independent Director	-	-THB 80,000 / month -THB 960,000 / year
9. Mr. Rongrit Thamsatit	Director	-	-None-
10. Mr. Varut Taymeya	Director	-	-None-
Total		-THB 360,000 / month -THB 4,320,000 / year	-THB 700,000 / month -THB 8,400,000 / year

- **Other kind of remuneration or other benefits**

-None-

6. Approved to propose the AGM for the approval of the determination of the directors' authorized signatory powers, to be effective from the date of approval by the Annual General Meeting of Shareholders for the year 2026, which will be held on 23 April 2026, with the details as follows:

Directors' authorized signatory powers as stated in the current company affidavit	Proposed directors' authorized signatory powers for approval
Ms. Thitima Tirakijpong and Mr. Yuttana Yimgarund, any two of the three	Group A Directors: Miss Thitima Tirakijpong Mr. Yuttana Yimgarund

Directors' authorized signatory powers as stated in the current company affidavit	Proposed directors' authorized signatory powers for approval
directors, jointly sign with the Company's seal affixed.	<p>Group B Directors: Mr. Rongrit Thamsatit Mr. Warut Tamee</p> <p>Directors' Authorized Signatory Powers: One (1) director from Group A shall jointly sign with one (1) director from Group B, and the Company's seal shall be affixed.</p>

7. Approved to propose the AGM for the approval of the appointment of auditors from PV Audit Co., Ltd. (the existing auditors), as the Company's auditors, and any of the following auditors will be authorised to audit and provide the opinion on the Company's Financial Statements for the year 2026:

No.	Auditors	Certified Public Account No.
1.	Mr. Prawit Viwanthananut	4917 and/or
2.	Ms. Chutima Wongsaraphanchai	9622 and/or
3.	Ms. Rathapat Limsakul	10508 and/or
Or any other auditor from the same audit firm		

In the event that any proposed auditors are unable to perform their duties, the Company may allow any auditors from PV Audit Co., Ltd. to perform the duty as a replacement. The audit fee for the fiscal year 2026 is determined in the amount of THB 770,000.

Details of the auditor's remuneration for the year 2026

Item	Year 2025	Year 2026 (Proposed)
Audit of the annual financial statements of Preecha Group Public Company Limited and its subsidiaries	390,000	390,000
Review of the quarterly financial statements for three (3) quarters of Preecha Group Public Company Limited and its subsidiaries	240,000	240,000
Audit of the annual financial statements of Housing Complex Co., Ltd.	60,000	60,000

Item	Year 2025	Year 2026 (Proposed)
Audit of the annual financial statements of Ruay Lan Lan Co., Ltd.	50,000	50,000
Audit of the annual financial statements of P.B. Estate Co., Ltd.	30,000	30,000
Total	770,000	770,000

8. Approved to convene the 2026 Annual General Meeting of Shareholders to be held on 23 April 2026 at 10.30 a.m., at the Grand Panorama Room, Emerald Hotel 14th Floor, address 99/1 Ratchadaphisek Road, Din Daeng Subdistrict, Din Daeng District, Bangkok 10400, to consider the following agenda items:

- Agenda 1 To consider and certify the 2025 Annual General Meeting of Shareholders.
- Agenda 2 To consider and acknowledge the operation results of the Company and its subsidiaries for the fiscal year 2025 ended 31 December 2025.
- Agenda 3 To consider and approve the Financial Statements for the fiscal year 2025 ended 31 December 2025.
- Agenda 4 To consider and approve the omission of allocation of the net profit as the legal reserve and the omission dividend payment for the year 2025.
- Agenda 5 To consider and approve the appointment of directors in replacement of those retiring by rotation for the year 2026, the replacement of directors who have resigned, and the appointment of new directors.
- Agenda 6 To consider and approve the determination of directors' remuneration for the year 2026.
- Agenda 7 To consider and approve the determination of the directors' authorized signatory powers.
- Agenda 8 To consider and approve the appointment of the auditors and determine the audit fee for the year 2026.
- Agenda 9 Any other business (if any).

In this respect, the Board of Directors set the record date to determine the shareholders who are entitled to attend the 2026 Annual General Meeting of Shareholders on 16 March 2026.

In addition, the Meeting resolved to approve a delegation of authority to the Chief Executive Officer, or the person designated by the Chief Executive Officer, to have authority to perform any action, including issuance of the notice, change of date, time, means and/or venue of the 2026 Annual General Meeting of Shareholders and other details, as deemed necessary and appropriate under the relevant laws and regulations.

9. The Meeting resolved to approve two (2) connected transactions, which are transactions in the ordinary course of business and conducted on normal commercial terms (market price). Such transactions constitute connected transactions of a listed company pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (2003).

These transactions are categorized as Type 1 – transactions in the ordinary course of business and as [Type 4 - disposition of capital investment to the extent that the subsidiary or affiliate no longer exists](#). The details of each transaction are as follows:

- The Meeting approved a connected transaction regarding the acquisition of land from a connected person. The Company plans to develop a housing project in the Suwinthawong area to expand its revenue sources. The land has strong potential in terms of location and development prospects. The landowner qualifies as a Connected Person under the regulations of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand. The acquisition constitutes a Type 1 connected transaction (transaction in the ordinary course of business), being a commercial transaction normally undertaken by a listed company or its subsidiaries under general trading conditions. The details are as follows:

Consideration of Connected Transactions	
The date the company agrees to enter into the transaction	<u>Under negotiation</u>
The date of the board of directors gives an approval for the company to enter into the transaction,	27 February 2026
Related parties and characteristics of interests.	<p>Land Purchaser: Preecha Group Public Company Limited (the “Company”)</p> <p>Land Sellers:</p> <ul style="list-style-type: none"> Seaside Resort Co., Ltd. I. Estate Co., Ltd. P.C.N. Housing Co., Ltd.
Nature of Relationship	<ul style="list-style-type: none"> Preecha Group Public Company Limited (the “Company”) has Ms. Thitima Tirakijpong as an authorized director and a shareholder holding 5.95% of the Company’s shares. Seaside Resort Co., Ltd. (“Seaside”) has Mrs. Surapa Meksri (the mother of Ms. Thitima Thirakitpong) as an authorized director and a shareholder holding 98% of its shares. I. Estate Co.,Ltd. has Ms. Thitima Tirakijpong as an authorized director and a shareholder holding 48% of the Company’s shares. P.C.N. Housing Co., Ltd. has Ms. Thitima Tirakijpong as an authorized director.

The nature of transaction	<ul style="list-style-type: none"> The Company will acquire a plot of land located in Suwinthawong, Bangkok, with a total area not exceeding 770 square wa. The total purchase price shall not exceed Baht 14.56 million. (The purchase price will not exceed Baht 18,900 per square wa.) - The government appraised value Baht 16,000 per square wa. - The market price of land in the same vicinity, as appraised by an independent by T.A. Management Corporation (1999) Co., Ltd., an appraisal company listed with the SEC, is Baht 22,000 per square wa..
Objective of the Transaction	<ul style="list-style-type: none"> To expand the Company's revenue-generating sources. The land has strong potential in terms of location and development prospects.
Payment Term	<p>A deposit of 10% shall be paid in cash. The remaining balance shall be settled by issuing a promissory note bearing interest at the rate of 5.5% per annum, with a tenor of one (1) year.</p> <p>The interest rate is referenced to the Company's current borrowing rates, namely 6.75% per annum from TISCO Bank and 10% per annum from Credit Foncier financial institution. The total interest value is calculated to be Baht 720,720.</p>
Transaction Size and Criteria Used for Determining the Aggregate Transaction Value	<p>The total transaction value for the land acquisition, including the interest arising from the payment by promissory note, amounts to Baht 15.28 million.</p> <p>The transaction is classified as a medium-sized transaction, i.e., having a value exceeding Baht 1 million but not exceeding Baht 20 million.</p> <p><u>There were no connected transactions occurring within 6 months prior to the date of entering into this transaction with the same person, related persons, or close relatives of such person.</u></p>
Source of funds for the land acquisition	Borrowings from financial institutions.
Opinion of the Board of Directors	The Board of Directors resolved to approve Preecha Group Public Company Limited's acquisition of land from Seaside Resort Co., Ltd., I. Estate Co., Ltd., and P.C.N. Housing Co., Ltd.
Opinion of the Audit Committee	The Audit Committee concurred with the opinion of the Board of Directors.

- The Meeting resolved to approve a connected transaction regarding the acceptance of a hotel management engagement from a connected person. The Company has a business expansion plan to enhance its expertise in hotel management operations and to diversify its revenue streams. The Company has the opportunity to undertake the management of The Palazzo Bangkok. The hotel's executive is also a director of the Company and therefore qualifies as a connected person under the regulations of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

Such engagement constitutes a [Type 4 - disposition of capital investment to the extent that the subsidiary or affiliate no longer exists](#), being a commercial transaction normally undertaken by a listed company or its subsidiaries under general trading conditions. The details are as follows:

Consideration of Connected Transactions	
The date the company agrees to enter into the transaction	<u>Under negotiation</u>
The date of the board of directors gives an approval for the company to enter into the transaction,	27 February 2026
Related parties and characteristics of interests.	Hotel Manager: Preecha Group Public Company Limited (the "Company") Management Employer: P. Ratchamitr Co., Ltd.
Nature of Relationship	<ul style="list-style-type: none"> Preecha Group Public Company Limited (the "Company") has Ms. Thitima Tirakijpong as an authorized director and a shareholder holding 5.95% of the Company's shares. P. Ratchamitr Co., Ltd. has Ms. Thitima Tirakijpong as an authorized director and a shareholder holding 40%.
The nature of transaction	<p>The Company will undertake the management of The Palazzo Bangkok, located on Ratchadaphisek Road, Din Daeng, Bangkok, under a Hotel Management Agreement. The hotel comprises not more than 300 guest rooms and function/banquet rooms in total.</p> <p>The management fee consists of a fixed fee at the rate of 1.5%–3% of total revenue, and an incentive fee on a sliding scale at 3%–8% of gross profit, provided that the gross profit margin ranges between 27%–40%. The contract term is one (1) year. The engagement is with a connected person.</p>
Objective of the Transaction	The Company has a business expansion plan to enhance its expertise in hotel management operations and to diversify its revenue streams.
Management Fee	A fixed management fee at the rate of 1.5%–3% of total revenue, together with an incentive fee on a sliding scale of 3%–8% of gross profit, provided that the gross profit margin ranges between 27%–40%.

Total Value	<u>Current Connected Transaction:</u> Preecha Group Public Company Limited will receive hotel management fees in an amount to approximately Baht 4.7 million
Transaction Size and Criteria Used for Determining the Aggregate Transaction Value	Transaction size relating to assets or services: The transaction is classified as a medium-sized transaction, i.e., having a value exceeding Baht 1 million but not exceeding Baht 20 million. <u>There were no connected transactions occurring within 6 months prior to the date of entering into this transaction with the same person, related persons, or close relatives of such person.</u>
Opinion of the Board of Directors	The Board of Directors resolved to approve Preecha Group Public Company Limited entering into a hotel management agreement with a connected person.
Opinion of the Audit Committee	The Audit Committee concurred with the opinion of the Board of Directors.

When aggregating the value of all transactions, the total transaction value amounts to Baht 19.98 million, which falls within the criteria of a medium-sized transaction. Accordingly, the transaction may be approved by the Board of Directors, and the Company is required to disclose the relevant information to the Stock Exchange.

In this regard, the Company confirms that there have been no connected transactions entered into during the six (6) months preceding the date of entering into this transaction with the same person, related persons, or close relatives of such persons.

Please be informed accordingly.

Yours sincerely,
Preecha Group Public Company Limited

(Mr. Yuttana Yimgarund)
Directors