



Minutes of the Annual General Meeting of the Shareholders for the year 2026 General Engineering Public Company Limited

Date and Time of Meeting

The Meeting was convened on Thursday 30 April 2026, at 14.00 hrs. via Electronic Meeting (E-AGM) in accordance with the Emergency Decree on Electronic Meeting B.E. 2563 and the Notification of Ministry of Digital Economy and Society Re: Standards for Maintaining Security of Meeting via Electronic Means B.E. 2563.

The Board of Directors consists of 9 members, 9 of whom attended, which of the Executive Directors, members of the Sub-Committees and Executives represent the proportion of Directors attending the Meeting at 100 (one hundred) percent of all Directors.

The Company's Director, Executive Director, Sub-Committee, and Executive attending the meeting

- | | |
|-----------------------------------|--|
| 1. Mr.Sophon Pholprasit | Chairman of the Board of Directors and Independent Director
For other sub-committees:
serving as Chairman of the Risk Management Committee |
| 2. Mr.Thitipong Tangpoonphonvivat | Director /Chairman of the Executive Committee and Chief Executive Officer
For other Sub-Committees:
serving as Member of the Nomination & Remuneration Committee and Chairman of Environment, Social, and Governance Committee |
| 3. Mr.Wirach Morakotkarn | Independent Director
For other Sub-Committees:
Serving as Chairman of the Audit Committee |
| 4. Mrs.Panee Jarusombat | Independent Director
For other Sub-Committees:
serving as Member of Audit Committee, Chairman of the Nomination & Remuneration Committee and Member of the Corporate Governance Committee |

**GENERAL ENGINEERING PLC**

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บริษัท เจนเนอรัล เอนจิเนียริ่ง จำกัด (มหาชน)
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5. Dr. Vichya Krea-Ngam Independent Director
For other Sub-Committees:
serving as Member of Audit Committee, Chairman of the Corporate Governance Committee and Member of the Nomination & Remuneration Committee
6. Miss Jintana Insee Director
For other Sub-Committees:
serving as Member of the Risk Management Committee
7. Mrs. Wisadja Kodchasena Director, Member of the Executive Committee, and Executive Vice President in Accounting Division and Finance Division
For other Sub-Committees:
serving as Member of the Corporate Governance Committee, Member of the Risk Management Committee and Member of Environment, Social, and Governance Committee
8. Mr. Akkarin Thanakijrujiroj Director, Member of the Executive Committee, and Executive Vice President
For other Sub-Committees: -none-
9. Mr. Wuttichai Sresthabutra Director, Member of the Executive Committee, Executive Vice President, and Company Secretary
For other Sub-Committees:
serving as Member of Environment, Social, and Governance Committee

Absent Directors

- none -

External Auditor from Dharmniti Auditing Company Limited attending the meeting

1. Mr. Thanawut Piboonsawat Certified Public Accountant Registration No. 6699

External Independent Legal Advisor from Pro Legal and I.P. Co., Ltd. attending the meeting

1. Ms. Prathomporn Funkhumdee Legal Advisor



The Meeting commenced at 14.00 hrs.

Mr. Sophon Pholprasit, the Chairman of the Board of Directors and Independent Director, serving as the Chairman of the Meeting (the “**Chairman**”), gave a welcome speech to the Shareholders and proxies attending the Annual General Meeting of the Shareholders for the year 2026 of General Engineering Public Company Limited (the “**Company**”) via Electronic Meeting (E-AGM). At 14.00 hrs., there were 7 Shareholders attending in person, representing 1,706,434,713 shares, and 27 Shareholders presented by proxies, representing 2,537,999,184 shares. Therefore, there were a total of 34 Shareholders attending in person and by proxy, representing 4,244,433,897 shares or equivalent to 49.2848% (altogether exceeding one-third of the total paid-up shares of the Company, which was 8,612,049,053 shares) and there were Shareholders not less than 25 persons which constituted the quorum in accordance with Section 103, Part 7 of the Public Limited Company Act B.E. 2535 and Article 35, Section 5 of the Company’s Articles of Association. Then, the Chairman officially commenced the Meeting.

Thereafter, the Chairman assigned Mr. Wuttichai Sresthabutra, the Director, Member of the Executive Committee and Company Secretary, to host as the master of the ceremonies (“**MC**”) for the Meeting.

The MC greeted all attendees and informed the Meeting that this Annual General Meeting of the Shareholders for the year 2026 was held via Electronic Meeting (E-AGM) and was held in accordance with the guidelines for promoting good corporate governance of the Thai Investors Association, the Securities and Exchange Commission, and the Stock Exchange of Thailand. The MC introduced the Board of Directors, Executive Committee, Audit Committee and other Sub-Committees, as well as relevant attendees.

Additionally, for this Annual General Meeting of the Shareholders to be transparent, and comply with the law and the Company's Articles of Association pertaining to the counting of quorum and voting for every agenda, the Company invited attendees and observers whose responsibility was to assist in verifying vote counting as follows:

1. OJ International Company Limited, in charge of voting, counting of votes and verifying of votes.
2. The Company was honored to have Ms. Pienchit Singthorach, a shareholder representative of the Thai Investors Association, attend this meeting.
3. The Company was honored to have Ms. Orn Atchu, a shareholder representative from the Stock Exchange of Thailand, attend as an observer at this meeting.

Then, the MC informed the rules and formats of electronic meeting (E-AGM) which was a system of OJ International Company Limited which complied with the Emergency Decree on Electronic Meeting



B.E. 2563 and the Notification of Ministry of Digital Economy and Society Re: Standards for Maintaining Security of Meeting via Electronic Means B.E. 2563. In addition, OJ International Company Limited had been certified by the Electronic Transactions Development Agency.

Thereafter, the MC informed the Meeting of the agendas of this Meeting, consisting of the following:

- Agenda 1: Chairman informs the Meeting for acknowledgement;
- Agenda 2: To consider and certify the Minutes of 2025 the Annual General Meeting of the Shareholders, held on Wednesday 30 April 2025;
- Agenda 3: To consider and acknowledge the Company's operating results for the year 2025;
- Agenda 4: To consider and approve the financial statement and profit and loss account statement for the year ended 31 December 2025;
- Agenda 5: To consider and approve the omission of net profit allocation as legal reserve and the omission of dividend payment for the year 2025;
- Agenda 6: To consider and approve the appointment of directors to replace those who have retired by rotation;
- Agenda 7: To consider and approve the determine of the Board of Directors' remuneration, Audit Committee, and other committees for the year 2026;
- Agenda 8: To consider and approve the appointment of auditors and to determine the audit fees of the Company and its subsidiaries for the year 2026;
- Agenda 9: To consider and approve the reduction of registered capital by canceling unissued shares and the amendment of the Company's Memorandum of Association to comply with the capital reduction;
- Agenda 10: Other matters (if any)

Then, the MC informed the details of quorum of the Meeting, voting and voting methods, and the counting of votes of the Meeting's resolution and the publishing of Meeting's resolutions as follows:

Quorum of the Meeting shall be as follows:

1. One share equals one vote. Each Shareholder shall be entitled to vote per the number of shares held or received the proxy.
2. The quorum of the Meeting shall consist of the Shareholders attending in person or and by proxy not less than 25 persons with the total shares of not less than one-third of the total 8,612,049,053 paid-up shares or not less than 2,870,683,018 shares

Voting and Voting Method shall be as follows:

1. With respect to voting in each agenda, Shareholders will have votes equal to the total number of



shares held where one share is considered one vote. Shareholders or proxies are required to vote any of “approve”, “disapprove” or “abstain”. However, Shareholder cannot divide the vote into parts unless it is the vote of custodian.

2. Since this Meeting was convened via electronic means, no voting card was printed for the attendees.
3. Voting shall be held after the end of each agenda item. In this regard, before voting in each agenda, the attendees would be provided an opportunity to make queries or opinions related to such agenda, as appropriate.
4. To vote, please go to the E-Voting tab to vote on each agenda within the allotted time (1 minute). The system will display agendas to be voted on, and the Shareholders shall then vote in each agenda. The Shareholders may press one of the following buttons – “approve”, “disapprove” or “abstain” – to vote. When the Shareholders select a vote, the system will pop-up again asking to confirm the vote. Please press OK to confirm the vote.
5. Shareholders who wish to change their votes could proceed by pressing vote again. If the agenda has been closed for voting, Shareholders would be unable to vote or change the vote.
6. Shareholders who do not vote in the voting system or do not press the vote button in the system shall be deemed as approving as the Chairman proposed to the Meeting.
7. After voting is done, please return to the E-Meeting window (ZOOM) to continue watching the video and audio of the meeting.
8. The system will collect the vote by counting the total votes from those who voted via E-Voting and those who voted in advance via proxies.
9. For Agenda 6, to consider and approve the appointment of directors to replace those who were due to retire by rotation, the Shareholders and proxies shall vote for the entire Board or each individual separately.

Counting of votes shall be as follows:

1. Vote on each agenda shall be counted by the vote of Shareholders attending the Meeting and having the right to vote in such agenda. The number of Shareholders may not be equal in each agenda as some Shareholders may attend the meeting later or leave the Meeting early. The result of vote counting for each agenda will be compiled and announced to the Meeting after the voting of each agenda is completed. Therefore, for the swiftness of vote counting, the following methods are suggested:
 - In the absence of any Shareholders or proxies voting “disapprove” or “abstain”, it shall be deemed that the Meeting unanimously resolve/approve/acknowledge/certify, as the case may be, the proposed resolutions.
 - The vote of “disapprove” or “abstain” will be deducted from the total number of votes attending the Meeting and having the right to vote on such agenda. The remaining votes will



be considered as the approval votes to that agenda.

2. For the proxies whose Shareholders have already voted on each agenda in the proxy form, the votes have already been recorded in the system. The proxies are not required to vote again. In the case where the Shareholder does not specify the proxy to vote in any particular way, the proxy is entitled to vote at his/her sole discretion.

Then, the MC asked whether any Shareholders wish to ask questions or express any other opinions.

As there was no attendee inquiring or expressing other opinions, the MC asked the Meeting to approve the voting, voting method, and the counting of votes as proposed.

The voting results in each agenda will appear on the front screen when the resolution is concluded, and the Chairman will announce the voting result to all attendees.

The Resolution of the Meeting shall be as follows:

The counting of votes which is regarded as the resolution of the meeting,

- **The resolutions of Agendas 2, 4, 5, 6, and 8 require a majority vote** of the Shareholders attending the Meeting and entitled to vote. Each Shareholder has votes equal to the number of shares held by him or by proxy only. If there are equal votes, the Chairman of the Meeting shall cast an additional vote as a casting vote;
- **Agenda 7 requires the vote of not less than two-thirds of the total votes** of the Shareholders attending the Meeting;
- **Agenda 9 requires the vote of no less than three-quarters of the total votes** of shareholders present and entitled to vote;
- **Agendas 1 and 3 are for acknowledgement -no vote;**
- **Agenda 10** to consider other matters (if any) – in the case where any Shareholder wishes to consider and resolve the resolution in matters other than those stated in the invitation letter, it must comply with conditions required by laws stipulated in Section 105, paragraph two of the Public Limited Company Act B.E. 2535 that “when the consideration of the matters under paragraph one is finished, the shareholders holding shares amounting to not less than one-third of the total number of paid-up shares may request the meeting to consider matters other than those indicated in the invitation letter to the meeting.”

Publicity of the Meeting shall be as follows:

The Company will record video and voice during the entire Meeting. The Company will announce the resolutions of the Meeting through the system of the Stock Exchange of Thailand within the following business day and publish the Minutes as well as inform the voting result of each agenda via the Company's website within 14 days for the Shareholders to acknowledge the Minutes of the Meeting and verify the



accuracy thereof.

Expressing Opinions or Making Inquiries or Questioning during the Meeting are as follows:

In case any Shareholder wishes to express opinion or make inquiry or raise a question during the Meeting, please proceed as follows:

1. Shareholders who wish to ask questions via text message may be done as follows:
 - Go to the 'Chat' menu in ZOOM to type a message;
 - Press the 'Enter' button to send the message into the system
2. Shareholder who wish to ask questions via conversation may be done as follows:
 - Go to the 'Participate' menu at the bottom and press the 'Raise Hand' button.
 - When the host announces the name of the Shareholder, the staff will turn on the microphone for such Shareholder to ask questions. The Shareholder shall press 'Unmute' button and unmute the device. If the Shareholder is unable to speak through the microphone within a reasonable time, please type the question via the Q&A channel instead to let the MC read the question to the Meeting on behalf of the Shareholder.
3. In each query, whether via text or conversation, please inform the attendee's name-surname, and indicate whether attending in person or as a proxy before inquiring for the purpose of taking the Minutes of the Meeting accurately and completely
4. The Company will provide the attendees with an opportunity to submit questions for each agenda. If no attendees inquire within 1 minute, the Company will proceed with the Meeting. If any Shareholder has further questions, please send the questions via Q&A and the staff will read the questions later.

Should any Shareholder encounter any technical issues in using or regarding the system during the Meeting, please contact OJ International Co., Ltd., the operator of the Company's E-AGM system. The Shareholders can reach them via Call Center Hotline at Tel: 02-079-1811.

This year, according to the Notification of the Stock Exchange of Thailand No. Bor Jor. (Wor) 8/2560, dated 2 October 2017, regarding improvements of the criteria for submitting reports and information of listed companies, it was previously required listed companies to submit annual reports in hard copy, the amendment cancels the hard copy form and requires submission in electronics form with an objective to reduce the burden of listed companies and to conform to the revision of the criteria for submitting reports and information of listed companies. Accordingly, the Company will not deliver the Annual Report for Year 2025 / Form 56-1 One report in hard copy form to the Shareholders via post. However, for the benefit of the Shareholders, Shareholders may request the Annual Report for Year 2025 / Form 56-1 One report from the Company.

The MC invited Mr. Sophon Pholprasit, the Chairman of the Board of Directors who acted as the



Chairman of the Meeting, to proceed with the agendas.

The Chairman therefore proceeded to conduct the Meeting in accordance with the agendas as specified in the invitation letter as follows:

Agenda 1: Matters that the Chairman informed the meeting

The Chairman informed the Meeting that there was no vote on this agenda item.

The Chairman further stated to the Meeting that the Company had given the Shareholders the opportunity to propose agenda items and nominate candidates to be considered for election as directors between 1 November 2025 – 31 December 2025. However, there was no Shareholder proposing any agenda nor nominating any candidate to be considered for election as directors.

Thereafter, the Chairman informed that this Agenda was for acknowledgement with no requirement of voting.

The Meeting acknowledged the matters informed by the Chairman (no vote in this Agenda).

Agenda 2: To consider and certify the Minutes of 2025 Annual General Meeting of the Shareholders

The Chairman assigned Mr. Wuttichai Sresthabutra, the MC, to report this Agenda.

The MC informed the Meeting that the Company had sent to the Shareholders the Minutes of the Annual General Meeting of the Shareholders for the year 2025 held on Wednesday 30 April 2025 no later than 14 days after the Meeting concluded and submitted to the Ministry of Commerce within the period required by law, as well as disseminated through the Company's website, www.gel.co.th. A copy of the Minutes of the Meeting had been delivered to the Shareholders together with the invitation letter as per Enclosure 1, which is a QR code for Shareholders to download the documents, in accordance with the regulations of the Stock Exchange of Thailand to reduce the burden on listed companies. (The Shareholder Meeting Minutes start from page 15 to page 40, totaling 26 pages)

Then, the Chairman asked the Meeting if any Shareholder wished to amend the Minutes of the 2025 Annual General Meeting of the Shareholders with details as proposed, or if they had any further questions. The Meeting was further informed that any shareholder wishing to amend the minutes of the 2025 Annual General Meeting of Shareholders could specify the amendments.



The Chairman then asked the meeting again whether the Shareholders had any questions or requests for amendments.

As there was no further inquiry or amendment to the Minutes of the Annual General Meeting of the Shareholders for the year 2025, the Chairman then asked the Meeting to consider and resolve to approve the Minutes of the Annual General Meeting of the Shareholders for the year 2025. Then, the Chairman further stated that this Agenda item required an approval by majority vote of the Shareholders attending the Meeting and entitle to vote, and informed the Meeting that Shareholders had one minute to cast their vote.

The voting period for this Agenda had ended, the Chairman closed the voting on this agenda item.

Resolution The Meeting resolve to certify the Minutes of the 2025 Annual General Meeting of the Shareholders with a unanimous vote of the Shareholders present and entitled to vote, as follows:

This Agenda had a total of 35 Shareholders attending, in total of 4,244,433,901 shares

Result	No. of votes	Percentage
Approved	4,244,433,901	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	4,244,433,901	100.0000

Remark: In this Agenda, there was 1 additional Shareholder attending the Meeting (from previously 34 Shareholders at the beginning of the Meeting to be 35 Shareholders).

Agenda 3: To consider and acknowledge the Company's operating results for the year 2025

The Chairman informed the Meeting that the report on the Company's performance for the year 2025 were shown in the 2025 Annual Report/ Form 56-1 One report as per Enclosure 2, which the Company sent to the Shareholders together with the invitation letter in the form of a QR Code.

The Company has established an anti-corruption policy and has continuously received certification from the Collective Alliance Against Corruption (CAC) of the Thai private sector. Its CAC certification has been renewed for three years (June 2023 – June 2026), and by 2025, there will be no whistleblowers or complaints regarding corruption.



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In order to inform the meeting about the Company's performance over the past year, the Chairman assigned Mr. Wuttichai Sresthabutra, Executive Director, to present the Company's performance and significant changes in various areas for the year 2025, as well as future business directions, to the Shareholders.

Then, Mr. Wuttichai Sresthabutra, Executive Director and the MC of the meeting, presented the overview of the company group in 2025 as follows:

MANAGEMENT EXPLANATION AND ANALYSIS OF PERFORMANCE						
Unit (MB)	2025	2024	Increased / Decreased		Equal to%	
Financial Performance						
Revenues from sales	2,131	3,715	▼	(1,584.34)	▼	-43%
Gross profit	125	393	▼	(268.02)	▼	-68%
SG&A	525	675	▼	(149.84)	▼	-22%
Net profit (loss)	(570)	(484)	▲	(85.14)	▲	18%
Financial Position						
Total Assets	8,448	9,627	▼	(1,178.41)	▼	-12%
Total Liabilities	5,510	6,114	▼	(604.85)	▼	-10%
Total Shareholders' Equity	2,939	3,512	▼	(573.56)	▼	-16%

Details (Unit : MB)	Variance	Consolidated Financial Statement				Separate Financial Statement				Variance
		2025	%	2024	%	2025	%	2024	%	
Revenue of sales	(1,584)	2,131	100	3,715	100	886	100	1,448	100	(562)
Deducting Costs of sales	(1,316)	2,006	94	3,560	89	898	101	1,568	108	(670)
Gross profit	(267)	125	6	393	11	(12)	(1)	(120)	(8)	108



Details (Unit : MB)	Variance	Consolidated Financial Statement				Separate Financial Statement				Variance
		2025	%	2024	%	2025	%	2024	%	
Other income	(15)	46	2	61	2	39	4	72	5	(33)
Doubtful accounts	(54)	30	1	84	2	35	4	83	6	(48)
Selling and Administrative expenses	(83)	472	22	555	15	188	21	204	14	(16)
Executive remuneration	(2)	24	1	26	1	21	2	22	2	(1)
Loss from provision of guarantee	(10)	-	-	10	0	-	-	10	1	(10)
Allowance for Impairment Losses	(15)	-	-	15	0	202	23	27	2	175
Finance costs	(19)	207	10	226	6	65	7	73	5	(8)
Profit (loss) from operations	(99)	(561)	(26)	(462)	(12)	(484)	(55)	(467)	(32)	17
(Profit) Loss from sales of warrants of MILL W7	(7)	-	-	7	0	-	-	7	0	(7)
Share of profit (loss) in McTRIC Public Company Limited	4	8	0	4	0	-	-	-	-	-
Profit (loss) before income tax	(88)	(553)	(26)	(465)	(13)	(484)	(55)	(474)	(33)	(10)
Tax benefit (expense)	2	(17)	(1)	(19)	(1)	-	-	-	-	-
Loss for the period from continuing operations	(86)	(570)	(272,1)	(484)	(13)	(48410)	(55)	(474)	(33)	(10)

In 2025, for the consolidated financial statements, the group had sales revenue of 2,131 million Baht. It can be seen that sales decreased significantly approximately over 1,500 million Baht. Gross profit also decreased by 125 million Baht.

Bad debts decreased due to the group receiving repayments from long-overdue customers. Selling and administrative expenses also decreased by 125 million Baht compared to 2024. Nevertheless, this decrease is not equal to the decrease in sales, resulting in an operating loss of 561 million Baht and a net loss of 570 million Baht in 2025.

The group of companies has assets totaling 8,448 million Baht, liabilities of 5,510 million Baht, and Shareholders' equity of 2,939 million Baht, all of which have decreased compared to the previous year.



This is due to the slowdown in the construction materials business and the contraction in the real estate sector, driven by the continued economic downturn. This has resulted in a decrease in sales in 2025 for precast concrete floor and wall panels, piles, precast concrete bridge beams, and other construction materials. Another factor this quarter is the high level of household, which makes it difficult for banks to provide loans for real estate purchases. This has impacted on real estate developers' ability to sell properties, leading to delays in construction projects and significantly increased price competition.

In terms of the separate financial statements, in 2025, the Company had sales revenue of 886 million Baht, compared to 1,448 million Baht in 2024. The Company's cost of sales was 898 million Baht, which was higher than its sales revenue. This is due to direct costs, specifically fixed costs that must be achieved to exceed the optimum point, enabling it to recognize gross profit. However, the company's revenue was insufficient due to a lack of available work resulting from high competition and a significant economic slowdown. Therefore, in the separate financial statements, the Company has a net loss of 12 million Baht, other income of 39 million Baht. However, doubtful debts decreased as the company exercised caution in accepting projects, focusing on partners who did not experience liquidity problems in debt repayment. Selling and administrative expenses amounted to 188 million Baht, and executive compensation was 21 million Baht.

Furthermore, the Company has an impairment allowance of 202 million Baht for investments resulting from the revaluation of its investments in its three subsidiaries. As the Company is in the construction industry, the industry's slowdown has led to increased competition, impacting its subsidiaries within the same sector, as follows:

- Valuation of Seven Wire Co., Ltd. (SW): The Company recorded an impairment loss of capital of 141 million Baht because Seven Wire Co., Ltd. (SW) was unable to produce the planned quantity of goods.
- Valuation of Inno Precast Company Limited. (INNO): The Company recorded an impairment loss of capital of 28 million Baht due to a decrease in sales from precast concrete wall panels at Inno Precast Co., Ltd. (INNO).
- Valuation of General Nippon Concrete Industries Limited. (GENCI): The company recorded an impairment loss of capital of 23 million Baht.

Therefore, in 2025, the Company incurred a loss of 484 million Baht for its separate financial statements.

Thereafter, Mr. Wuttichai Sresthabutra presented the Company's business strategy and solution in 2026 as follows:



The Company has the following Business Strategy:

1. Reduction of costs and expenses

- The Company reduced the number of staffs in both core and support departments by not hiring new personnel, replacing those who left, and using a job rotation system. Each department also implemented cost control measures to reduce operating costs and SG&A expenses in line with the current business unit.
- The Company prepared a budget to control project costs and focus on continuously improving the efficiency of project cost control and administrative expenses, managing available resources to maximize benefits.

2. Management of receivables

- The Company will closely monitor and follow up with customers to collect overdue debts, and the Company may record a provision for doubtful debts if payments are overdue for at least 12 months or one year, and consider legal action.

3. Procurement of additional revolving credits from partners and financial institutions

- The Company has secured additional revolving credit lines from its own Company and/or partner companies to ensure continued operations and reduce debt burden.
- The Company restructured debt with financial institutions to reduce principal and interest payments in the initial period by requesting an extension of the repayment period and obtaining additional working capital, which was extended for a period of 1 year.

4. Negotiation with suppliers to extend credit term for goods

- The Company has negotiated with business partners to extend Credit Terms and align with customer payment schedules.

5. Procurement of new suppliers and/or procurement through subsidiaries and/or other companies

- Find new business partners to manage the Company's cash flow.
- Purchasing raw materials through subsidiaries and/or other companies that use the same raw materials, resulting in economies of scale and greater bargaining power in the supply of raw materials.

6. Procurement of additional revolving capitals

- The Company is offering for sale 135 rai of land in the IRPC Industrial Estate, Rayong Province. This land is suitable for heavy industry and was previously used for a steel mill project.

The future direction of the Company and its subsidiaries as follows:

The Company and its subsidiaries remain committed to continuous business development in the construction industry as follows:

- Adjusting management strategies to focus on expanding the new customer base and building upon existing customers in order to increase revenue opportunities and diversify business risks.



- Control construction costs and enhance organizational capabilities, develop personnel and work processes, and build collaborations with partners to increase opportunities to bid on diverse projects. The Company has developed new products to support future growth, such as construction chemicals, etc.
- Reduce operating costs, manage personnel expenses, and increase production efficiency to improve overall performance.
- Develop new products to align with market demands and support future growth.
- Manage liquidity prudently and accept projects that are appropriate to the Company's financial situation. The Company continues to receive credit lines and secure additional funding sources to support business expansion.

The MC then informed the Meeting that the Thai Investors Association had sent questions to the Company in advance in writing, which is a new approach for the Association. The Company was requested to provide written responses to the Thai Investors Association so that the questions and answers could be published on their website.

- Below is the letter from Yingyong Nilsera, President of the Association, to the Chairman of the Board of Directors, General Engineering Public Company Limited (GEL) specifying a new approach for submitting questions in advance-



ที่ TIA 260/2569

วันที่ 24 เมษายน พ.ศ. 2569

เรื่อง การส่งคำถามล่วงหน้า เพื่อให้ผู้บริหารตอบ ในวันประชุมสามัญผู้ถือหุ้น ปี 2569

เรียน ประธานกรรมการ

บริษัท เจนเนอรัล เอนจิเนียริ่ง จำกัด (มหาชน) - GEL

สิ่งที่ส่งมาด้วย คำถาม จำนวน 1 หน้า

ปี 2569 นับเนื่องเป็นปีที่สมาคมส่งเสริมผู้ลงทุนไทย ดำเนินโครงการ “การประเมินคุณภาพการจัดประชุมสามัญผู้ถือหุ้น” เป็นปีที่ 21

สถิติการจัดประชุมสามัญผู้ถือหุ้น ผ่านระบบ Online ของบริษัทจดทะเบียน ในตลาดหลักทรัพย์แห่งประเทศไทย รว้อยละ 60 และพบว่าแนวโน้มมีเพิ่มมากขึ้น

ในฐานะ ผู้ดำเนินโครงการ การประเมินฯ และในฐานะการเป็น “องค์กรตัวแทนผู้ถือหุ้นรายบุคคล” สมาคมฯ จึงมีการเตรียมการ ในการพบปะกัน ของ คณะกรรมการ ผู้บริหาร และผู้ถือหุ้น ในวันประชุมสามัญผู้ถือหุ้น โดยมีแผนงาน คือ การยกเว้น และส่งคำถาม ล่วงหน้า เพื่อเป็นการสื่อสารระหว่าง ผู้บริหารและผู้ถือหุ้น ในวันประชุมสามัญผู้ถือหุ้น ด้วย 4 ช่องทาง คือ

- 1) ส่งคำถามไปยังผู้บริหารบริษัทจดทะเบียน เพื่อเตรียมข้อมูลในการตอบผู้ถือหุ้นในวันประชุมสามัญผู้ถือหุ้น
 - 2) โพสต์คำถามในช่องทางสื่อออนไลน์ของสมาคมฯ คือ www.thaiinvestors.com เพื่อเป็นการเชิญชวนผู้ถือหุ้นเข้าร่วมรับฟังคำตอบของผู้บริหาร
 - 3) อาสาพิทักษ์สิทธิผู้ถือหุ้น ผู้รับมอบฉันทะจากสมาคมฯ ทำหน้าที่ภาคสนาม ตามผู้บริหารในที่ประชุม
 - 4) ขอความอนุเคราะห์ จากท่านผู้บริหารบริษัทจดทะเบียน ช่วยตอบคำถามกลับมายังสมาคมฯ โดย สมาคมฯ จะนำคำตอบของท่าน มาสื่อสาร ในช่องทางออนไลน์ คือ www.thaiinvestors.com ของสมาคมฯ
- อนึ่ง การตอบกลับคำถามให้สมาคมฯ ของท่านนั้น จะเป็นห้วงเวลาในทิศทางเดียวกัน คือ ภายใน 14 วัน หลังจากการประชุมสามัญผู้ถือหุ้น ที่ท่านส่งรายงานการประชุมผู้ถือหุ้น ให้ตลาดหลักทรัพย์แห่งประเทศไทย จัดเป็นคุณภาพประโยชน์ ต่อผู้ถือหุ้น และนักลงทุน เป็นอันัก

แผนงานดังกล่าว เป็นโครงการ “นำร่อง” ที่เปิดโอกาส ให้ “ผู้ถือหุ้นตาม ผู้บริหารตอบ” อันจะช่วยเป็นหนึ่งในแนวทางบูรณาการ ด้านธรรมาภิบาล ตลอดจนช่วยสร้างความเชื่อมั่น ให้กับตลาดทุนไทย ได้อีกทางหนึ่ง

ขอขอบคุณ ในความร่วมมือ มา ณ โอกาสนี้

ขอแสดงความนับถือ



(อึ้งยง นิลเสนา)

นายกสมาคมฯ

ฝ่ายประสานงาน : คุณนิตยา แก้วเมืองคุณจิระประภา อู่ร่วมใจ

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- Below is the letter from Yingyong Nilsera, President of the Association, to the Chairman of the Board of Directors, General Engineering Public Company Limited (GEL) requesting for submission of advance questions for management response at the 2026 Annual General Meeting of Shareholders (AGM) dated 24 April 2026 (B.E. 2569) -



สมาคมส่งเสริมผู้ลงทุนไทย
THAI INVESTORS ASSOCIATION

คำถาม จากสมาคมส่งเสริมผู้ลงทุนไทย

ในฐานะผู้ถือหุ้น และตัวแทนผู้ถือหุ้น คนโครงการ “การประเมินคุณภาพการจัดประชุมสามัญผู้ถือหุ้น” ปี 2569
(ปีที่ 21 ของการประเมินฯ)

คำถาม เพื่อถามในการประชุมสามัญผู้ถือหุ้น : บริษัท เจนเนอรัล เอนจิเนียริ่ง จำกัด (มหาชน) - GEL
ประชุมวันที่ 30 เมษายน 2569

คำถาม

1. จากที่บริษัทมีการเปิดเผยสารสนเทศเกี่ยวกับการลาออกของกรรมการในช่วงต้นปี 69 และปลายปี 68 ที่ผ่านมา ส่งผลต่อการเปลี่ยนแปลงแนวทางในการบริหารของบริษัทหรือไม่ อย่างไร
2. แผนการดำเนินธุรกิจของกลุ่มบริษัทจากการชะลอโครงการของลูกค้าและความผันผวนของราควัตถุดิบ
3. แผนการแก้ไขปัญหาลดสภาพคล่องจากยอดลูกหนี้ค้างชำระนาน ทำให้ขาดเงินหมุนเวียนและใช้อัตราค่าสังการผลผลิตได้ไม่เต็มประสิทธิภาพ และการติดตามหนี้ดังกล่าวในช่วงที่ผ่านมา ปัจจุบันมี Current ratio เพียง 0.29 เท่า รวมทั้งความคืบหน้าในการปรับโครงสร้างหนี้กับ Bank (เงินกู้ Bank 2,364 ลบ. จะครบกำหนดภายใน 1 ปี จำนวน 1,022 ลบ.)
4. ความคืบหน้าการขายที่ดินที่ระยะของ 135 ไร่ เพื่อใช้เป็นเงินหมุนเวียน
5. แผนการลงทุนในหุ้นของ บมจ. มิลล์คอน สตีล (MILL) ซึ่งเข้าลงทุนตั้งแต่ปี 57 โดยมีมูลค่า 889 ลบ. ซึ่งมี unrealized loss 838 ลบ. (94% ของเงินลงทุน) และนโยบายการลงทุนในหลักทรัพย์อื่นอนาคต

หมายเหตุ :

- 1) การส่งคำถาม มาล่วงหน้านี้ เป็นโครงการ “นำร่อง” ที่เปิดโอกาสให้ “ผู้ถือหุ้นตาม ผู้บริหารตอบ” เพื่อมีส่วนในการบูรณาการ ด้านธรรมาภิบาล ตลอดจนช่วยสร้างความเชื่อมั่น ให้กับตลาดทุนไทย ได้อีกทางหนึ่ง
- 2) กรณีบริษัทจดทะเบียนจัดประชุมแบบ Physical ช่วยพิจารณาตอบคำถามให้สอดคล้องกับภาวะ รวมทั้ง กรณีบริษัทจดทะเบียนที่จัดประชุมแบบอิเล็กทรอนิกส์ หากเกิดความขัดข้องจากระบบออนไลน์ เป็นเหตุให้อาสาฯ ไม่สามารถถามคำถามได้ สมาคมฯขอให้นักลงทุนช่วยพิจารณาตอบคำถามข้างต้นใน ที่ประชุม AGM ให้สอดคล้องกับวาระนี้ๆด้วย

สมาคมส่งเสริมผู้ลงทุนไทย



The advance submission of questions from the Thai Investors Association as addressed in the letter are as follows:

1. Regarding the Company's disclosure concerning the resignation of directors in early 2026 and late 2025, has this impacted or changed the Company's management direction? If so, how?
2. What is the group's business operation plan in response to the slowdown of client projects and the volatility of raw material prices?
3. What is the plan to resolve liquidity issues caused by long-overdue accounts receivable, which has led to a shortage of working capital and underutilized production capacity? Please provide an update on debt collection progress. Currently, the Current Ratio is only 0.29. Additionally, what is the progress on debt restructuring with banks? (Total bank loans are 2,364 million Baht, with 1,022 million Baht due within one year).
4. What is the progress on the sale of the 135-rai plot of land in Rayong to be used as working capital?
5. Regarding the investment in Millcon Steel Public Company Limited (MILL) shares since 2024, valued at 889 million Baht, there is currently an unrealized loss of 838 million Baht (94% of the investment). What is the plan for this investment and what is the policy for future securities investments?

To ensure the meeting maintain continuity, the MC requested to ask the question on behalf of Ms. Pienchit Singhtorach, the representative from the Thai Investors Association. The MC then read the question from the Thai Investors Associate as follows:

Questions 1 Regarding the Company's disclosure concerning the resignation of directors in early 2026 and late 2025, has this impacted or changed the Company's management direction? If so, how?

The Company would like to inform the Shareholders that the resignations of Directors in early 2026 and late 2025 did not affect any changes to the Company's management approach.

Questions 2 What is the group's business operation plan in response to the slowdown of client projects and the volatility of raw material prices?

The Company remains committed to continuous development in the construction industry as follows:

- 1) Adjusting management strategies to expand the new customer base and build upon existing clients to increase revenue opportunities and diversify business risks.



- 2) Controlling construction costs and strengthening organizational capabilities, developing personnel and work processes, and building collaborations with partners to increase opportunities to bid on diverse projects. The Company has also developed new products to support its future growth.
- 3) Reducing operating costs, manage personnel expenses, and increase production efficiency to improve overall performance.
- 4) Developing new products that align with market demands to support future growth.
- 5) Managing liquidity prudently, maintaining credit lines and securing additional funding sources to support business expansion.

Questions 3 What is the plan to resolve liquidity issues caused by long-overdue accounts receivable, which has led to a shortage of working capital and underutilized production capacity? Please provide an update on debt collection progress. Currently, the Current Ratio is only 0.29. Additionally, what is the progress on debt restructuring with banks? (Total bank loans are 2,364 million Baht, with 1,022 million Baht due within one year).

The Company would like to clarify the following:

- The Company has secured additional revolving credit lines from its subsidiaries and/or partners to ensure the continuity of its operations.
- The Company has negotiated with its suppliers to extend payment terms for goods (credit terms) to align with customer payment schedules.
- Debt restructuring with financial institutions to reduce the burden of principal and interest payments in the initial stages, by requesting an extension of the debt repayment period and requesting additional working capital.
- Progress on debt restructuring with banks: The Company has extended the debt restructuring with banks by another year. The Company will officially report this in the Q1 financial statements, which will be certified by the auditors.

Questions 4 What is the progress on the sale of the 135-rai plot of land in Rayong to be used as working capital?

Currently, the Company is still offering for sale 135 rai of land within the IRPC Industrial Estate in Rayong Province, near the deep-sea port. This land was previously used for a steel mill project and is now suitable for large-scale heavy industries and the petrochemical industries, which are a key industries in Thailand.



Questions 5 Regarding the investment in Millcon Steel Public Company Limited (MILL) shares since 2024, valued at 889 million Baht, there is currently an unrealized loss of 838 million Baht (94% of the investment). What is the plan for this investment and what is the policy for future securities investments?

The investment plan and policy for shares of Millcon Steel Public Company Limited (MILL) involves investing in available-for-sale securities without a specified timeframe and may be sold to enhance liquidity when higher returns are achieved.

The Chairman asked the Shareholders whether there were further queries or suggestions and gave the Shareholders an opportunity to ask questions.

As there was no Shareholder inquired or commented, the Chairman further stated that this Agenda was for acknowledgment and no voting was required; therefore, proceed to the next agenda.

The Meeting acknowledged the report (no vote in this Agenda).

Agenda 4: To consider and approve the Statement of Financial Position and Statement of Profit and Loss for the year ended 31 December 2025

The Chairman informed the Meeting that the Financial Statement for the year ended 31 December 2025 have been approved by the Board of Directors and audited by the Company's Certified Public Accountant. It was also published in the 2025 Annual Report / Form 56-1 One report, as per Enclosure 2, already sent to the Shareholders together with the invitation letter.

The Chairman asked Mr. Wuttichai Sresthabutr, the Company Secretary, to summarize the Statement of Financial Position and Statement of Profit and Loss for the year ended 31 December 2025 and report to the Meeting.

Thereafter, Mr. Wuttichai Sresthabutra, the Company Secretary, summarized the auditors' report on audit of Financial Statement to the Meeting as follows;

For the Financial Statement for the year ended 31 December 2025, the certified public accountant expressed opinion without condition (unqualified).

Thereafter, Mr. Wuttichai Sresthabutra, the Company Secretary, informed the Meeting that the financial statements of the Company and its subsidiaries had already been reported in Agenda Item 3 above, and therefore, the Company Secretary would like to summarize the financial statements of the

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บริษัท เจนเนอรัล เอนจิเนียริ่ง จำกัด (มหาชน)

44/2 หมู่ 2 ถนนติวานนท์ ต.บางกะดี อ.เมือง จ.ปทุมธานี 12000
โทร. 66(0)2501-2020 (Auto), 2501-2462-67, 2501-1055 (Auto), 2501-2128-31
โทรสาร. 66(0)2501-2134, 2501-2468

Company and its subsidiaries as of 31 December 2025, focusing only on the key financial information as follows:

Financial statement of the Company and its subsidiaries as of 31 December 2025	2025	2024
Key Financial Information (Unit : MB)		
Total assets	8,448	9,626
Total liabilities	5,510	6,114
Total Shareholders' equity	2,939	3,512
Paid-up share capital	7,320	7,320
Sales income	2,131	3,715
Net Profit (loss)	(570)	(484)
Profit (loss) per share (Baht)	(0.05)	(0.06)
Key Financial Ratios		
ROA (%)	(6.74)	(5.03)
ROE (%)	(19.38)	(13.79)
Net profit margin	(26.15)	(12.83)

As of 31 December 2025, the Company and its subsidiaries had total assets of 8,448 million Baht, total liabilities of 5,510 million Baht, total shareholders' equity of 2,939 million Baht, paid-up share capital of 7,320 million Baht, sales revenue of 2,131 million Baht, and a net loss of 570 million Baht and a loss of 0.05 Baht per share.

The Company and its group of companies had a negative Return on Assets (ROA) of 6.74%, a negative Return on Equity (ROE) of 19.38%, and a negative net profit margin of 26.15%.

Then, the Chairman asked the Shareholders if there was any further queries or suggestions. The Chairman then gave the Shareholders an opportunity to inquire.

As there was no Shareholder inquiring, the Chairman further asked the Shareholders to vote on the agenda to approve the Statement of Financial Position and Statement of Profit and Loss for the year



ended 31 December 2025. This Agenda required an approval by majority vote of the Shareholders attending the Meeting and entitled to vote.

The voting period for this Agenda had ended, the Chairman closed the voting on this agenda item.

Resolutions The Meeting resolved to approve the financial statement and profit and loss account statement for the year ended 31 December 2025, with a unanimous vote of shareholder present and entitled to vote, as follows:

This agenda had Shareholders attending, in total of 4,244,433,901 shares, totaling 35 shareholders.

Result	No. of votes	Percentage
Approved	4,244,433,901	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	4,244,433,901	100.0000
Remark: In this Agenda, no additional Shareholder attended the Meeting.		

Agenda 5: To consider and approve the omission of net profit allocation as a legal reserve and the omission of dividend payment for the year 2025

The Chairman assigned Mr. Wuttichai Sresthabutra, the Company Secretary and MC of the meeting, to present this Agenda.

Mr. Wuttichai Sresthabutra informed the Meeting that Sector 116 of the Public Limited Company Act B.E. 2535 and Article 43 of the Company's Articles of Association required the Company to allocate a portion of the annual net profit as a reserve fund equal to no less than 5% of the annual net profit after deducting the accumulated loss brought forward (if any) until the reserve fund amounts to not less than 10% of the registered capital.

The Company had a policy to pay dividends to the Shareholders at the rate of "not exceeding 60% of net profit after deducting income tax and legal reserve fund, and the Company shall not have accumulative loss, to align with its future cash flow and business expansion plans". Dividends would be paid per share, with each share receiving an equal amount.



The Board of Directors proposed to the Meeting that there should be no allocation of the Company's net profit as legal reserve fund, and no dividend payment to the Shareholders from the Company's performance for the year 2025 since the Company incurred loss from its operations for the year ended 31 December 2025.

The Chairman asked the Shareholders if they wished to ask additional questions or express opinions.

As there was no Shareholder inquired or commented further, the Chairman then asked the Meeting to consider and approve the non-allocation of net profit as legal reserve fund and no dividend payment from the Company's performance for the year 2025 and let the Shareholders vote. This agenda item requires approval by a majority vote of the Shareholders present and entitled to vote.

The voting period for this Agenda had ended, the Chairman closed the voting on this agenda item.

Resolutions The Meeting resolved to approve the omission of net profit allocation as a legal reserve and the omission of divined payment for the year 2025, with a unanimous vote of the Shareholders present and entitled to vote, as follows:

This agenda had the total of 35 Shareholders attending, in total of 4,244,433,901 shares

Result	No. of votes	Percentage
Approved	4,244,433,901	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	4,244,433,901	100.0000
Remark: In this Agenda, no additional Shareholder attended the Meeting.		

Agenda 6: To consider and approve the appointment of directors to replace those who have retired by rotation

The Chairman assigned Mr. Wuttichai Sresthabutra, the Company Secretary and MC of this meeting, to present this Agenda

Then, Mr. Wuttichai Sresthabutra informed the Meeting that there were stakeholders in this agenda item, that is Board Members whose terms had expired, namely Dr. Vichya Krea-Ngam, Mr. Akkarin Thanakijrujiroj, and Ms. Jintana Insee, and requested that these three Board Members temporarily leave the Meeting room for transparency.



(Dr. Vichya Krea-Ngam, Mr. Akkarin Thanakijrujiroj, and Ms. Jintana Insee stood up and walked out of the Meeting room)

Then, Mr. Wuttichai Sresthabutra presented the details of this Agenda to the Meeting. Section 71 of the Public Limited Company Act B.E. 2535 and Article 16 of the Company's Articles of Association stipulated that at every annual general meeting, one-third of the directors at that time must retire by which the longest-serving director must retire and a director who retired by rotation may be re-elected to a new position. If the directors cannot be divided exactly into three parts, then it shall be the number closest to one-third of the number of shareholders. In the 2025 Annual General Meeting of the Shareholders, there were 3 Directors who were due to retire by rotation.

The Board of Directors proposed that the Meeting consider re-electing the Directors who were due to retire by rotation to serve as the Company's Directors for another term. The nomination for reinstatement could be found in Enclosure 3 sent to the Shareholders together with the invitation letter.

The list of Directors who were due to retire by rotation was as follows:

1. Dr. Vichya Krea-Ngam Director / Independent Director / Member of the Audit Committee / Chairman of the Corporate Governance Committee and Member of the Nomination & Remuneration Committee
2. Mr. Akkarin Thanakijrujiroj Director / Member of the Executive Committee
3. Ms. Jintana Insee Director / Member of the Risk Management Committee

In addition, there were 1 Independent Directors who were due to retire by rotation and would serve the office more than 9 years, including the term to be reappointed this time as follows:

Dr. Vichya Krea-Ngam served as the Director of the Company for 11 years, 6 months, and 28 days (as of 30 April 2026). If **Dr. Vichya Krea-Ngam** was re-elected to serve for another term this time, **Dr. Vichya Krea-Ngam** would hold the position of the Company's Director for a total of 14 years, 6 months, and 28 days. The Nomination & Remuneration Committee had carefully screened and considered several factors, including the Company's business necessity, before recommending the Shareholders to consider re-electing **Dr. Vichya Krea-Ngam** as a Director for another term. Dr. Vichya Krea-Ngam was an expert in legal matter. In particular, he provided advice on management practices based on good corporate governance, with demonstrable results. He was a key figure in combating corruption and promoting good corporate governance, and was instrumental in ensuring the company adhered to its good corporate governance



policies. This includes attending all Board Meetings, actively participating in Meetings, demonstrating ethical business practices, and consistently contributing significantly to the Company. This results in management that is correct, fair, transparent, and in accordance with the principles of good corporate governance.

In this regard, the Chairman then proposed that the 3 Directors, be reappointed to serve as the Company's Directors for another term. Since the directors whose terms have expired have performed their duties as Directors satisfactorily throughout their tenure, and to ensure the continuity of the Company's management and to act in the best interests of the Shareholders,

Furthermore, **the Company had given the Shareholders the opportunity to nominate candidates to be considered for election as Directors between 1 November 2025 – 31 December 2025. No Shareholders nominated any candidate to be considered for election as Directors.**

The selection process for Directors was approved in accordance with the resolution of the Nomination and Remuneration Committee Meeting No. 1/2025 on 20 February 2025. The Board of Directors considered the best interest of the Company, including ability, qualification, experience, expertise according to the composition of the Company's Directors, the Board of Directors therefore proposed the re-election of the 3 Directors who were due to retire by rotation to serve as the Company's Directors for another term as these Directors possessed knowledge and ability which would be useful and contributing to the success of the Company's business.

To comply with the corporate governance, it was considered appropriate for the Meeting to re-elect the Directors who were due to retire by rotation to serve for another term. Each individual candidate would be nominated for Shareholders to vote individually in order to give the Shareholders the opportunity to truly choose directors.

The Chairman then asked the Shareholders whether there were any further queries or suggestions and informed the Meeting that this agenda item requires approval by a majority vote of the Shareholders present and entitled to vote.

As there was no query nor suggestion, the Chairman informed the Meeting that the Shareholders should consider approving the appointment of directors to replace those whose terms had expired, and to vote for each individual candidate.

The Chairman then asked the Meeting to consider re-appointing Dr. Vichya Krea-Ngam to serve as Independent Director and hold the same position for another term and let the Shareholders vote.

The voting period for this Agenda had ended, the Chairman closed the voting on this agenda item.

Agenda 6.1: To consider and approve the appointment of Dr. Vichya Krea-Ngam, the Director who retired by rotation to serve in the same position for another term.

Resolutions The Meeting resolved to approve the appointment of Dr. Vichya Krea-Ngam, the Director who retired by rotation to serve in the same position for another term, with majority vote of the Shareholders present and entitled to as follows:

This agenda had the total of 35 Shareholders attending, in total of 4,244,433,901 shares

Result	No. of votes	Percentage
Approved	4,244,433,897	100.0000
Disapproved	4	0.0000
Abstained	0	0.0000
Total	4,244,433,901	100.0000
Remark: In this Agenda, no additional Shareholder attended the Meeting.		

The Chairman then asked the Meeting to consider re-appointing Mr. Akkarin Thanakijrujiroj to serve as the Director and hold the same position for another term and let the Shareholders vote.

The voting period for this Agenda had ended, the Chairman closed the voting on this agenda item.

Agenda 6.2: To consider and approve the appointment of Mr. Akkarin Thanakijrujiroj, the Director who retired by rotation to serve in the same position for another term.

Resolutions The Meeting resolved to approve the appointment of Mr. Akkarin Thanakijrujiroj, the Director who retired by rotation to serve in the same position for another term, with majority vote of the Shareholders present and entitled to as follows:

This agenda had the total of 35 Shareholders attending, in total of 4,244,433,901 shares

Result	No. of votes	Percentage
Approved	4,244,433,897	100.0000
Disapproved	0	0.0000
Abstained	4	0.0000
Total	4,244,433,901	100.0000
Remark: In this Agenda, no additional Shareholder attended the Meeting.		



The Chairman asked the Meeting to consider re-appointing Ms. Jintana Insee to serve as the Director and hold the same position for another term and let the Shareholders vote.

The voting period for this Agenda had ended, the Chairman closed the voting on this agenda item.

Agenda 6.3: To consider and approve the appointment of Ms. Jintana Insee, the Director who retired by rotation to serve in the same position for another term.

Resolutions The Meeting resolved to approve the appointment of Ms. Jintana Insee, the Director who retired by rotation to serve the same position for another term, with majority vote of the Shareholders present and entitle to as follows:

This agenda had the total of 35 Shareholders attending, in total of 4,244,433,901 shares

Result	No. of votes	Percentage
Approved	4,244,433,897	100.0000
Disapproved	0	0.0000
Abstained	4	0.0000
Total	4,244,433,901	100.0000
Remark: In this Agenda, no additional Shareholder attended the Meeting.		

Thereafter, the Chairman then informed the Meeting that all 3 Directors had been approved by the Meeting to be re-appointed to serve as Directors for another term and the Chairman invited all 3 Directors to return to the Meeting.

(The three Directors returned to the Meeting room.)

Agenda 7: To consider and approve the determination of the Board of Directors' remuneration, Audit Committee and other committees for the year 2026

The Chairman assigned Mrs. Pannee Jarusombat, the Chairman of the Nomination & Remuneration Committee, to report on this agenda item.

Mrs. Pannee Jarusombat reported to the Meeting that, in this regard, the Nomination & Remuneration Committee Meeting No. 1/2026, held on 20 February 2026, considered the remuneration by taking into account the Company's performance, performance and duty and responsibility of the Board of Directors, as well as the economic situation. In addition, the remuneration rate was in the average or lower than average criteria, based on the results of the survey on remuneration of Thai listed companies



conducted by the Thai Institute of Directors (IOD) in 2024. The Nomination & Remuneration Committee proposed to the Annual General Meeting of Shareholders to consider and approve the remuneration for the Board of Directors for the year 2026, maintaining the same rate compared to 2025, and propose to the Annual General Meeting of the Shareholders for the year 2026 further to consider and approve.

The following table shows the remuneration structure of Directors for the year 2026 (the proposed year) compared to the previous year.

Directors	Annual remuneration 2026 (Baht)				Annual remuneration 2025 (Baht)			
	Monthly remuneration	Meeting remuneration	Bonus/ Pension	Other	Monthly remuneration	Meeting remuneration	Bonus/ Pension	Other
1. The Board of Directors								
▪ Chairman of the Board of Directors	80,000	10,000	None	None	80,000	10,000	None	None
▪ Vice Chairman	50,000	10,000	None	None	50,000	10,000	None	None
▪ Directors	20,000	10,000	None	None	20,000	10,000	None	None
2. The Audit Committee								
▪ Chairman of the Audit Committee	50,000	10,000	None	None	50,000	10,000	None	None
▪ Member of the Audit Committee	20,000	10,000	None	None	20,000	10,000	None	None
3. The Nomination and Remuneration Committee								
▪ Chairman of the Nomination and Remuneration Committee	None	10,000	None	None	None	10,000	None	None
▪ Member of the Nomination and Remuneration Committee	None	10,000	None	None	None	10,000	None	None
4. The Corporate Governance Committee								
▪ Chairman of the Corporate Governance Committee	None	10,000	None	None	None	10,000	None	None
▪ Member of the Corporate	None	10,000	None	None	None	10,000	None	None



Directors	Annual remuneration 2026 (Baht)				Annual remuneration 2025 (Baht)			
	Monthly remuneration	Meeting remuneration	Bonus/ Pension	Other	Monthly remuneration	Meeting remuneration	Bonus/ Pension	Other
Governance Committee								
5. The Risk Management Committee								
▪ Chairman of the Risk Management Committee	None	10,000	None	None	None	10,000	None	None
▪ Member of the Risk Management Committee	None	10,000	None	None	None	10,000	None	None
6. The Environment, Social, and Governance Committee								
▪ Chairman of the Environment, Social, and Governance Committee	None	None	None	None	None	None	None	None
▪ Member of the Environment, Social, and Governance Committee	None	None	None	None	None	None	None	None

Remarks:

1. Monthly remuneration is paid to the Directors based on the maximum monthly remuneration of one position only, and those who are the Executives of the Company and received a salary will not be eligible for this remuneration.
2. The Company has decided to keep the remuneration rate for this year unchanged from the previous year due to careful consideration of its appropriateness.

Thereafter, MC informed the Meeting that the following Director was the Company's Shareholder and had conflict of interest in this Agenda (information as of 20 March 2026);

1. Mrs. Pannee Jarusombat held 2,000,000 shares, or 0.02% of shares, and had conflict of interest in this Agenda. As a result, she was not eligible to vote and abstained from voting on this Agenda.

The following Directors were the Company's Shareholders but not regarded as having conflict of interest in this Agenda;



1. Mr. Thitipong Tangpoonphonvivat, who held 1,594,832,313 shares, or 18.52% of shares, served as the Executive Director and received regular salary and, hence, would not receive remuneration pursuant to the proposed terms. Accordingly, he was not regarded as having conflict of interest in this Agenda.
2. Mr. Akkarin Thanakijrujiroj, who held 50,666,666 shares, or 0.59% of shares, served as the Executive Director and received regular salary and, hence, would not receive remuneration pursuant to the proposed terms. Accordingly, he was not regarded as having conflict of interest in this Agenda.
3. Mrs. Wisadja Kodchasena, who held 334 shares, or 0.00% of shares, served as the Executive Director and received regular salary and, hence, would not receive remuneration pursuant to the proposed terms. Accordingly, she was not regarded as having conflict of interest in this Agenda.

Therefore, in this matter, the three directors were not regarded as having conflict of interest and can vote as normal.

The Chairman then asked whether any Shareholders had any queries or opinions.

As there was no Shareholder inquiring or commenting, the Chairman asked the Meeting to vote on the approval of remuneration for the Board of Directors, the Audit Committee, and other committees for the year 2026.

The Chairman informed that this Agenda required an approval by votes of not less than two-thirds of the total votes of the Shareholders attending the Meeting.

The voting period for this Agenda had ended, the Chairman closed the voting on this agenda item.

Resolution: The Meeting resolved to approve the determination of the Board of Directors' remuneration, Audit Committee, and other committees for the year 2026, with a vote of not less two-thirds of total votes of Shareholders present and entitled to vote, as follows: This Agenda had the total of 35 Shareholders attending, in total of 4,244,433,901 shares

Result	No. of votes	Percentage
Approved	4,242,433,901	99.9529
Disapproved	0	0.0000
Abstained	2,000,000	0.0471
Total	4,244,433,901	100.0000



Remark: In this Agenda, no additional Shareholder attended the Meeting.

Agenda 8: To consider and approve the appointment of auditors and determine the audit fees of the Company and its subsidiaries for the year 2026

The Chairman assigned Mr. Wirach Morakotkarn, the Chairman of the Audit Committee and Independent Director, to present the matter to the Meeting.

Then, Mr. Wirach Morakotkarn explained that Section 120 of the Public Limited Company Act B.E. 2535 provided that “the annual general meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the company every year. The auditor may be re-elected.” and Article 37 (5) of the Company’s Articles of Association also stated that the Annual General Meeting of the Shareholders shall appoint auditors and determine audit fee annually.

For the Year 2026, the Company had conducted a price inquiry to choose a certified public accountant who would be appointed as the auditor of the Company and its subsidiaries. The Audit Committee had evaluated based on the performance, independency of auditor and the audit fee and was of the opinion that the auditors from the Dharmniti Auditing Co., Ltd., served as auditors of the Company and 2 of its subsidiaries in the Year 2025, and the auditors from KPMG Phoomchai Audit Co., Ltd, served as auditors of Inno Precast Co., Ltd. in the Year 2025, had performed well in the past. The Audit Committee, therefore, suggested that the Annual General Meeting of the Shareholders consider appointing auditors of the Company and its subsidiaries for the year 2026 with the details as follows:

1. Names and Audit Firm

It was deemed appropriate to propose an appointment of auditor(s) from Dharmniti Auditing Co., Ltd. as auditors of the Company and its subsidiaries (Seven Wire Co., Ltd. and General Nippon Concrete Industries Limited) for the Year 2026, and auditor(s) from KPMG Phoomchai Audit Co., Ltd. as auditor of its subsidiary (Inno Precast Co., Ltd.) for the year 2026.

2. Names of Auditors

It was deemed appropriate to propose an appointment of the auditor(s) from Dharmniti Auditing Co., Ltd. for the Company, Seven Wire Co., Ltd. and General Nippon Concrete Industries Limited, its subsidiaries, whose names were as follows:

- | | |
|-----------------------------|---|
| 1) Mr. Thanawut Piboonsawat | Certified Public Accountant No. 6699; or |
| 2) Ms. Roongnapha Saengchan | Certified Public Accountant No. 10142; or |

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- 3) Ms. Potjanarat Siripipat Certified Public Accountant No. 9012; or
4) Ms. Techinee Pornpenpob Certified Public Accountant No. 10769.

In addition, it was deemed appropriate to propose an appointment of the auditor(s) from KPMG Phoomchai Audit Co., Ltd. for Inno Precast Co., Ltd, a subsidiary, whose name was as follows:

- 1) Ms. Natcha Uwattanasombat Certified Public Accountant No. 11416.

3. The Audit fee for the year 2026

It was deemed appropriate to propose that the audit fee of the Company and its subsidiaries for the year 2026 shall not exceed 3,800,000 Baht.

Unit: Baht	Audit Fee	
	Year 2026	Year 2025
General Engineering Public Company Limited	2,030,000	2,110,000
Seven Wire Co., Ltd.	340,000	350,000
General Nippon Concrete Industries Limited	280,000	280,000
Inno Precast Company Limited	1,150,000	1,150,000
Total	3,800,000	3,890,000

The audit fee excluded other expenses to be charged as per actual amount as necessary, such as allowances, travel expenses, overtime fees, international telephone calls and accommodation (when required for overnight stays), etc. Furthermore, in 2025, the expenses for other services (Non-Audit Fee) of the Company and its subsidiaries amounted to 436,704 Baht.

4. Relationship with the Company

The proposed auditors had no affiliations or vested interests with the Company, its subsidiaries, its executives, major Shareholders or the related person of such person. It was considered that the auditors possessed independence to conduct an audit and give opinion on the Company's Financial Statement.

5. Provision of services to other companies

Dharmniti Auditing Co., Ltd. had been proposed to be the auditor of the Company and 2 of its subsidiaries, namely Seven Wire Co., Ltd. and General Nippon Concrete Industries Limited, for the year 2026.

KPMG Phoomchai Audit Co., Ltd. had been proposed to be the auditor of 1 subsidiary, namely Inno Precast Company Limited, for the year 2026.



6. Number of years serving as a signatory of the Company's Financial Statements

Dharmniti Auditing Co., Ltd. for 5 years (2021 – 2024)

KPMG Phoomchai Audit Co. for 2 year and 6 months or from (June 2023 to December 2025)

The Chairman then opened the floor for Shareholders to ask questions, and asked the Meeting again whether any Shareholders had any questions or opinions.

As there was no Shareholder inquiring or commenting, the Chairman asked the Meeting to vote on the approval of the appointment of auditors and determine the audit fees for the year 2026.

This agenda item requires approval by a majority vote of the Shareholders present and entitled to vote.

The voting period for this Agenda had ended, the Chairman closed the voting on this agenda item.

Resolution: The Meeting resolved to approve the appointment of the auditors from Dharmniti Auditing Co., Ltd. as the auditor of the Company and 2 of its subsidiaries (Seven Wire Co., Ltd. and General Nippon Concrete Industries Limited) and the auditor from KPMG Phoomchai Audit Co., Ltd. as the auditor of a subsidiary (Inno Precast Company Limited), for the year 2026; and approved audit fee of the year 2026 of the Company and its subsidiaries in the amount not exceeding 3,800,000 Baht, excluding non-audit fee which would be charged as per actual amount as necessary. The list of the auditors was as follows:

Dharmniti Auditing Co., Ltd, for the Company and 2 of its subsidiaries, namely, Seven Wire Co., Ltd. and General Nippon Concrete Industries Limited.

- | | |
|-----------------------------|---|
| 1) Mr. Thanawut Piboonsawat | Certified Public Accountant No. 6699; or |
| 2) Ms. Roongnapha Saengchan | Certified Public Accountant No. 10142; or |
| 3) Ms. Potjanarat Siripipat | Certified Public Accountant No. 9012; or |
| 4) Ms. Techinee Pornpenpob | Certified Public Accountant No. 10769. |

KPMG Phoomchai Audit Co., Ltd., for 1 subsidiary, namely Inno Precast Company Limited

- | | |
|------------------------------|--|
| 1) Ms. Natcha Uwattanasombat | Certified Public Accountant No. 11416. |
|------------------------------|--|

The Meeting approved the above resolution, with a unanimous vote of Shareholders present and entitled to vote, as follows:

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This Agenda had the total of 35 Shareholders attending, in total of 4,244,433,901 shares

Result	No. of votes	Percentage
Approved	4,244,433,901	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	4,244,433,901	100.0000
Remark: In this Agenda, no additional Shareholder attended the Meeting.		

Agenda 9 To consider and approve the reduction of registered capital by canceling unissued share and the Company's amendment of the Memorandum of Association to comply with the capital reduction

The Chairman assigned Mr. Wuttichai Sresthabutra, the MC, to report on this agenda item.

Mr. Wuttichai Sresthabutra then informed the Meeting that this agenda item required approval by a vote of not less than three-quarters of the Shareholders present and entitled to vote.

Referring to the resolution of the Annual General Meeting of Shareholders for year 2022 held on April 29, 2022, Agenda Item 10, approving the issuance of warrants to purchase ordinary shares of the Company, Series 5 ("GEL-W5 Warrants") in an amount not exceeding 899,646,198 units (the number of shares allocated to support the exercise of warrants shall not exceed 899,646,198 shares).

On 20 June 2025, the final exercise date, 2,888 ordinary shares were exercised and sold for a total of 1,444.00 Baht, leaving 899,643,310 ordinary shares remaining unsold. As a result, these shares are no longer necessary as they have expired. Therefore, it was deemed to propose that the Shareholders' Meeting consider and approve the reduction of registered capital in this regard, and consider and approve the amendment to Article 4 of the Company's Memorandum of Association to comply with the reduction of the Company's registered capital.

From

“Article 4. Registered Capital 8,084,938,508.55 Baht (Eight billion eighty- four million nine hundred and thirty- eight thousand five hundred and eight Baht and fifty- five satang)

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Divided into	9,511,692,363	(Nine billion five hundred and eleven million shares six hundred ninety- two thousand three hundred and sixty-three shares)
Value per share	0.85 Baht	(eighty-five satang)
Divided into		
Common Shares	9,511,692,363	(Nine billion five hundred eleven million six hundred ninety- two thousand three hundred and sixty-three shares)
Preferred Shares	- share	(- share)"

To be

“Article 4. Registered Capital	7,320,241,695.05 Baht	(Seven billion three hundred twenty million two hundred forty- one thousand six hundred ninety-five Baht and five satang)
Divided into	8,612,049,053	(Eight billion six hundred twelve million shares forty-nine thousand fifty-three shares)
Value per share	0.85 Baht	(eighty-five satang)
Divided into		
Common Shares	8,612,049,053	(Eight billion six hundred twelve million shares forty-nine thousand fifty-three shares)
Preferred Shares	- share	(- share)"

The Chairman then asked if any Shareholders had any further questions.

As there was no Shareholder inquiring or commenting, the Chairman asked the Meeting to vote on the agenda item concerning the approval of the reduction of the Company's registered capital and the amendment of the Memorandum of Association to comply with the capital reduction.

This agenda item required approval by a vote of not less than three-quarters of the Shareholders present and entitled to vote.

The voting period for this Agenda had ended, the Chairman closed the voting on this agenda item.

Resolutions **The Meeting resolved to approve the reduction of the Company's registered capital from the existing registered capital in the amount of 8,084,938,508.55 Baht to the new registered capital in the amount of 7,320,241,695.05 Baht by cancelling unissued ordinary**

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shares at the amount of 899,643,310 Shares, with a par value of 0.85 Baht per share, which are ordinary shares allocated to accommodate the exercise of the warrant to purchase newly issued ordinary shares of the Company (GEL-W5) that have expired, and to approve the amendment of the Clause 4. of the Company's Memorandum of Association to comply with the reduction of the Company's registered capital.

From

“Article 4.	Registered Capital	8,084,938,508.55 Baht	(Eight billion eighty- four million nine hundred and thirty- eight thousand five hundred and eight Baht and fifty- five satang)
	Divided into	9,511,692,363 shares	(Nine billion five hundred eleven million six hundred ninety- two thousand three hundred and sixty-three shares)
	Value per share	0.85 Baht	(eighty-five satang)
	Divided into		
	Common Shares	9,511,692,363 shares	(Nine billion five hundred eleven million six hundred ninety- two thousand three hundred and sixty-three shares)
	Preferred Shares	- share	(- share)”

To be

“Article 4.	Registered Capital	7,320,241,695.05 Baht	(Seven billion three hundred twenty million two hundred forty- one thousand six hundred ninety-five Baht and five satang)
	Divided into	8,612,049,053 shares	(Eight billion six hundred twelve million forty-nine thousand fifty-three shares)
	Value per share	0.85 Baht	(eighty-five satang)
	Divided into		
	Common Shares	8,612,049,053 shares	(Eight billion six hundred twelve million forty-nine thousand fifty-three shares)
	Preferred Shares	- share	(- share)”

The Meeting approved the above resolution, with a unanimous vote of Shareholder present and entitled to vote, as follows:

This Agenda had the total of 35 Shareholders attending, in total of 4,244,433,901 shares

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Result	No. of votes	Percentage
Approved	4,244,433,901	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	4,244,433,901	100.0000
Remark: In this Agenda, no additional Shareholder attended the Meeting.		

Agenda 10 Other matters (if any)

- none -

Remark: The Company provided the Shareholders with the opportunity to propose agenda items and nominate individuals for election as directors between 1 November 2025 to 31 December 2025. However, no shareholders proposed any agenda items or nominated any individuals for election as directors.

The Chairman asked the Shareholders if they had any further questions. When no Shareholders had any further questions, the Chairman informed the Meeting that the Shareholders' Meeting had considered all the agenda items as stated in the invitation letter.

Thereafter, the Chairman, on behalf of the Board of Directors, expressed gratitude to all Shareholders, both those who attended the meeting in person and those who attended by proxy, and thank you to Shareholders for providing feedback on the Company's management.

The Chairman declared the Meeting adjourned at 15.37 hrs.

The Meeting adjourned at 15.37 hrs.

-signed-

(Mr. Sophon Pholprasit)
Chairman of the Board of Directors

-signed-



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(Mr. Wuttichai Sresthabutra)
Secretary of the Company/Minutes Recorder