



Invitation to Attend

2026 Annual General Meeting of Shareholders

Thursday 9th April 2026 at 02.00 p.m.



BAAN ROCK GARDEN
PUBLIC COMPANY LIMITED

**Guidelines for Attending the Annual General Meeting of Shareholders for the year 2026
during the outbreak of the novel coronavirus 2019 (COVID-19)**

According to the outbreak of the COVID-19, the Company has a deeply concern over the situation and a great care for the Shareholders' health, **the Company would like to request your cooperation to appoint independent directors as your proxies instead attend meeting in persons.** To do so, please complete the Proxy Form (Attachment 5) and give all vote instructions, and submit it along with accompanying documents for a proxy appointment in the envelope enclosed with the Invitation ((No stamp duty required) to the Office of the Directors and Corporate Administration at the company's address by March 31, 2026.

For the Shareholders who still wish to attend the meeting, the Company will provide screening area in accordance with the guidelines of the Department of Disease Control, the Ministry of Public Health in front of the meeting room. In the situation of finding one with risk, we will kindly ask to deny their entry, in which you can appoint independent directors as your proxies instead attend meeting in persons.

In addition, the company needs to arrange a meeting place with a social distancing. This will make the number of seats in the meeting room limited to about 30 seats. For Additional seating may be inconvenient. If there are many people travel to attend the AGM, such event could delay the screening and registration processes, the Company hereby apologizes for any inconvenience that may cause to the participants.

The Company will not provide snacks and beverages,
To reduce the risk of the spread of COVID-19.

BROCK : 006 / 2026

March 6, 2026

Subject Invitation to attend the 2026 Annual Ordinary General Meeting of Shareholders.

To Shareholders of Baan Rock Garden Public Company Limited

- Attachments**
1. The minute of the 2025 Annual General Meeting of Shareholders
 2. Profiles of the retiring Directors proposed for re-election
 3. Definition of Independent Director
 4. Profiles of the Audit Committee who serves as proxy for Shareholders
 5. Proxy from A and Proxy from B
 6. Articles of Association on the Shareholder Meeting of Baan Rock Garden Plc.
 7. Registration, Proxy granting and Procedures for attending Shareholder Meetings
 8. Steps for Attending the Shareholders of the Annual General Meeting.
 9. Location Map

The Board of Directors of Baan Rock Garden Public Company Limited has resolved held on the 2026 Annual General Meeting of Shareholders on Thursday, April 9, 2026. at 2.00 p.m. at The Ratchada Ballroom Room, Level 6, SC Park Hotel located at 474, Soi Ramkhamhaeng 39 (Thepleela-1), Plubpla, Wangthonglang, Bangkok 10310. The agendas are as follows:

Agenda 1 To approve the minute of the 2025 Annual General Meeting of Shareholders on

April 9, 2025

Objective and reason: The 2025 Annual General Meeting of Shareholders was commenced on April 9, 2025 where by a copy of the minute of the shareholder meeting is attached at the end of this Notice letter.

Board of Directors' opinion: After the consideration, The Board of Directors of the Company considered and was of the opinion that the minute of the 2025 Annual General Meeting of Shareholders, on April 9, 2025 were correct and complete (please see attachment 1 for details). Thus, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the above-mentioned minutes.

Voting: The resolution for this agenda requires the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes.

Agenda 2 To approve the statements of financial position and statements of comprehensive income for the accounting period ended on 31 December 2025.

Objective and reason: The statements of financial position and statements of comprehensive income for the accounting period ended on December 31, 2025 have been considered by the Audit Committee and audited as well as signed by the auditor.

Board of Directors' opinion: After the consideration, The Board of Directors of the company proposes to the Annual General Meeting of shareholders to approve the statements of financial position and statements of comprehensive income of the company for the accounting period ended on December 31, 2025. Which has been considered by the Audit Committee and endorsed by the Board of Directors which has been audited and certified by a certified auditor. The financial status and the performance of the company for the year 2025 can be summarized as follows:

Statements of financial position and statements of comprehensive income of the company whereby the investment accounted for using the equity method.

Total assets	1,304,216,452.27	Baht
Total liabilities	63,748,649.45	Baht
Total incomes	88,534,185.03	Baht
Selling and administrative expenses	45,076,764.82	Baht
Directors' remunerations	940,000.00	Baht
Profit before income tax	(8,306,058.32)	Baht
Profit for the year	(9,813,825.29)	Baht
Total comprehensive income for the year	(9,813,825.29)	Baht
Earning per share	(0.01)	Baht
Retained Earnings to Unappropriated	155,444,447.44	Baht

(Please see the company's Annual Registration Statements 2025 (Form 56-1 One Report) sent to shareholders with this Notice of Meeting for details.)

Voting: The resolution for this agenda requires the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes.

Agenda 3 Resolved to approve no the dividend payment for operation the year 2025 and to no allocate the yearly net profit as legal reserves.

3.1) To consider and approve no the dividend payment for operations the 2025.

Objective and reason: The Company are a policy that limits the rate of annual dividend payment to many more 30% of the Company’s net profit the less corporate income tax. The consideration factors for dividend payment must include the Company’s performance and financial position, its liquidity, expansion plan and other factors relevant to the Company’s management.

Board of Directors’ opinion: According to the company's performance for the year 2025, The Board of Directors considered and agreed to propose to the 2026 Annual General Meeting of Shareholders to approve no the dividend payment. Because the company needs to reserve money for working capital in business operations and investments.

Comparison of the dividend rate of the proposed year and previous year

Details of dividend payment	2022	2023	2024	2025
	(Proposed year 2023)	(Proposed year 2024)	(Proposed year 2025)	(Proposed year 2026)
Retained Earnings to Unappropriated (Baht)	200,252,174.75	180,669,213.86	165,258,272.73	155,444,447.44
Profit for the year (Baht)	23,870,726.98	(9,061,260.89)	(15,765,163.11)	(9,813,825.29)
Total number of shares eligible for the annual dividend (Shares)	1,025,000,181	-	-	-
Annual dividend paid per share (Baht: Share)	0.01	-	-	-
Total dividends (Baht)	10,250,001.81	-	-	-
Benefits to other forms	-	-	-	-
Proportion of dividend to net profit	42.94%	-	-	-
Proportion of retained earnings to unappropriated	5.12%	-	-	-

Voting: The resolution for this agenda requires the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes.

3.2) To approve no the allocation of net profits as legal reserve for operations the 2025.

Objective and reason: The annual net profits as legal reserve to be at least 5% of the net profit after deducting the deficit brought forward (if any) until this legal reserve reaches 10% of the authorized share capital as specified under the Public Limited Companies Act B.E. 2535.

Board of Directors’ opinion: The Board of Directors of the company proposes to the 2026 Annual General Meeting of shareholders to approve no the allocation of the annual net profits as legal reserve for the year 2025.

Voting: The resolution for this agenda requires the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes.

Agenda 4 To consider and approve the Election directors to replace those the be retired by rotation

Objective and reason: According to Item 18 of the Regulation of the company, it is stated that in every Annual General Meeting of shareholders, one-third of the directors should be released from the post. If the number of the directors could not be equally divided into three parts, the number of directors left the post would be the nearest figure of one-third. For the first year and the second year after the registration of the company, directors would be released from the post by a luck draw. After that, directors with the longest period on the post shall be released from the post and such directors may be re-elected to the office.

At present, the Board of Directors consists of 7 directors, directors will retire by rotation at the Annual General Meeting of Shareholders for the year 2026 have 2 directors are as follows:

1. Mr. Virat Chinprapinporn Chairman of the Board
2. Mr. Wanchai Mekasut Director / Independent Director / Chairman of Audit Committee

On 22 October 2025 the company had given an opportunity to our shareholders to nominate candidates to be elected as directors at the year 2026 Annual General Meeting of Shareholders in advance from 16 October 2025 until 15 January 2026. This was published on the company's website and the information disclosure system of the Stock Exchange of Thailand. Upon completion of the deadline, it was found that no shareholder had nominated any individuals to the company. The committee has carefully screened all individuals to be appointed as committee members. Considering the following criteria and factors:

- The diversity of gender, age, knowledge, ability, experience, and expertise in various aspects which are pivotal by using Director Qualifications and Skills Matrix would be taken into accounts under the rules and laws defined by SET and SEC. Moreover, the Company's Articles of Association pertaining to the Director Qualifications must accord with a strategic plan and Good Corporate Governance to be beneficial in developing the Company's business.
- Clean record in working experience with ethics, responsibility, maturity, and professional manner.

Board of Directors' opinion: The director election process of the company has not been done by the Nomination Committee as currently the company has not had the Nomination Committee. However, the Board of Directors has considered the qualifications in various areas including the academic background, experiences, professional expertise in various areas, and their past performance as. and the Board of Directors considered the person being nominated as independent directors which comment the independent opinion appropriately and in compliance

with the related regulations. The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to appoint the 2 Directors who retire by rotation will be reelected to another term and appointed the same position (please see attachment 2 for details) are as follows:

1. Mr. Virat Chinrapinporn Chairman of the Board
2. Mr. Wanchai Mekasut⁽¹⁾ Director / Independent Director / Chairman of Audit Committee

⁽¹⁾As regards Mr. Wanchai Mekasut, an independent director, he has served as director consecutively for 16 years (up to the year when the Annual General Meeting of Shareholders for 2026 is held). If he is reappointed for a further term, the entire tenure of his consecutive directorship will amount to 17 years. In this connection, the Board of Directors of the company has considered which Mr. Wanchai Mekasut is well qualified, knowledgeable and capable. Specifically in the practice of Accounting which as a benefit to the company business. He still comments the independent opinion appropriately and plays important roles in the sub-committees, especially in his position as the member of the Chairman of Audit Committee. It meets all applicable laws and regulations regarding independent directors. As a result, it is deemed appropriate to propose to shareholders that he be reappointed as director for a further term.

Voting: The resolution for this agenda requires the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes.

Agenda 5 To consider and approve the Determination of Director's Remunerations.

Objective and reason: According to Public Limited Companies Act 1992 Section 90, Directors' Remunerations shall be determined by the Annual Ordinary General Meeting with the majority vote of no less than two third of the shareholders present. The remuneration policy for the Company's Directors will take into account the suitability of the duties and responsibilities assigned and will be comparable to other listed companies by Thai Institute of Directors, business expansion and the performance growth of the Company.

Board of Directors' opinion: The directors' remunerations of the company have not been set by the Remuneration Committee as currently the company has not had the Remuneration Committee. However, the remuneration for the Board of Directors has been determined by the Board of Directors' meeting. After the consideration, The Board of Directors of the company proposes to the Annual General Meeting of shareholders to approve the 2026 Directors'

remunerations to be within the amount of 1,500,000 Baht (One million and five hundred thousand Baht) Moreover, the Board of Directors has a remuneration and benefits policy whereby the criteria have been clearly set with transparency in order for the directors to have the appropriate remunerations according to their roles and responsibilities towards the company. The 2026 remunerations have been equal from the 2025 remuneration and the directors have carefully considered such remunerations by comparing their directors’ remunerations to directors’ remunerations of other companies which were in the same industry.

Detail	Meeting compensation	
	2025 (Last year)	2026 (Proposed year)
Remunerations of the Company’s Directors	20,000 Bath / time	20,000 Bath / time
Remunerations of Audit Committee Directors	20,000 Bath / time	20,000 Bath / time

(Please see the Annual Registration Statements 2025 (Form 56-1 One Report) for details, heading Management Structure.)

Voting: The resolution for this agenda requires not less than two-thirds of votes of shareholders and proxy holders who attend the meeting and cast their votes. According to the Public Limited Companies Act, B.E. 2535, Section 90

Agenda 6 To consider and appoint the auditors and determine the company’s audit fee of 2026.

Objective and reason: Section 120 of the Public Limited Company Act B.E. 2535 (1992) stipulates that the annual general meeting of ordinary shareholders shall appoint an auditor and determine the amount of the company's audit fee each year. In appointing an auditor, it is possible to appoint the same auditor again. In order to comply with the Public Limited Company Act and the Company's Regulations, Article 42. To be scheduled for the annual general meeting of shareholders. Appoint an auditor and determine the audit fee for the company annually.

Board of Directors’ opinion: After the consideration, The Board of Directors and Audit Committee of the company proposes to the Annual General Meeting of shareholders to appointment SP Audit Co., Ltd. is the auditor of the company for 2026. Which Certified Public Accountant are as follows:

- | | |
|--------------------------------|--------------------------------------|
| 1) Miss. Susan Eiamvanicha | Certified Public Accountant No. 4306 |
| 2) Miss. Wanraya Puttasatien | Certified Public Accountant No. 4387 |
| 3) Mr. Suchart Panitcharoen | Certified Public Accountant No. 4475 |
| 4) Miss. Chuenta Chommern | Certified Public Accountant No. 7570 |
| 5) Miss. Waraporn Intaraprasit | Certified Public Accountant No. 7881 |
| 6) Miss. Wandee Eiamvanicha | Certified Public Accountant No. 8210 |
| 7) Mr. Kiatisak Vanithanont | Certified Public Accountant No. 9922 |

8) Miss. Amornrat Chaethongborisut Certified Public Accountant No. 10998

9) Miss. Chonthicha Lertwilai Certified Public Accountant No. 12258

Company Auditor	License number	During the Year	Year
Miss. Wanraya Puttasatien	4387	2026	1

Under the auditing office of SP Audit Co., Ltd. is the Company's auditor for the year 2026. The audit fee for the year 2026 and for three quarters amounting to Baht 680,000. (Six Hundred and Eighty Thousand Baht).

Auditor's remunerations	2025	2026 (Proposed year)
Audit Fees	680,000 Baht / Year	680,000 Baht / Year
Other services ⁽²⁾	15,000 Baht / Time	15,000 Baht / Time

⁽²⁾ The fees financial English and the audit fee total no vat (if, have)

Auditors have not conflict of interest with the company / subsidiary / the management / major shareholders or any persons relating to the company. Therefore, these auditors can audit and independently present their opinions towards the company's financial statement.

Voting: The resolution for this agenda requires the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes.

Agenda 7 To consider and approve amendments to the Company's objectives and amendments to the Memorandum of Association, Clause 3, on the Company's objectives.

Objective and reason: To make clear of the Company's objective, cover and in accordance with the Company's current operations and support the Company's business operations in the future. Therefore, it is appropriate to propose to the shareholders to consider and approve the amendment to the Company's objectives by including new objectives from 27 items to 28 items as follows;

Existing	Adjust	Detail of objectives
Articles 1 to 27	-	Remains the same there are no changes or modifications whatsoever.
-	Articles 28	Engaged in the business of excavating, filling, and selling soil, rock, sand, and all other related materials.

and the amendment of the Company's Memorandum of Association, Clause 3, to be consistent with the amendment of the Company's objectives as follows:

Clause 3: The objectives of the Company shall contain 27 clauses.

Clause 3: The objectives of the Company shall contain 28 clauses.

Board of Directors' opinion: The Board of Directors has passed the resolution to propose to Meeting of shareholders to consider and approve the amendment of the Company's objectives the existing 27 items, in which the Company's objectives will total 28 items, and the amendment of the Company's Memorandum of Association, Clause 3, to be consistent with the amendment of the Company's objectives as detailed above, including the authorization of the Board of Directors to register the amendment of the Company's objectives and the amendment of the Memorandum of Association, Clause 3, regarding the Company's objectives, with the Department of Business Development, Ministry of Commerce.

Voting: The resolution for this agenda requires not less than three-four of votes of shareholders and proxy holders who attend the meeting and cast their votes. According to the Public Limited Companies Act, B.E.2535, Section 31

Agenda 8 Other Matter (if any)

The Company would like to inform you that the Board of Directors has resolved to set the record date for shareholders entitled to attend and vote at the Annual General Meeting of Shareholders 2026 on Wednesday, March 11, 2026.

To be informed and acknowledge the invitation to the 2026 Annual General Meeting of Shareholder on Thursday April 9, 2026 at 2.00 p.m. at at The Ratchada Ballroom Room, Level 6, SC Park Hotel located at 474, Soi Ramkhamhaeng 39 (Thepleela-1), Plubpla, Wangthonglang, Bangkok 10310, Thailand. The company shall open for registration from 11.30 a.m. onwards. In case the shareholders cannot attend the meeting and would like to appoint any other persons or the directors (please see attachment 4) to attend the meeting and vote on their behalf, as such these shareholders shall fill out and sign the proxy form (please see attachment 5) or can download the proxy form from <http://www.rockgarden.co.th> whereby the proxy form shall be affixed (No stamp duty required) and would be great if it could be returned to the Office of Corporate Secretariat by March 31, 2026.

Yours sincerely,



(Mr. Virat Chinrapinporn)

Chairman of the Board

Baan Rock Garden Public Company Limited

Minute of 2025 Annual General Meeting of Shareholders

Baan Rock Garden Public Company Limited

Date and Venue

The meeting was commenced on Wednesday 9 April 2025 at 2.00 p.m. at The Ratchada Ballroom Room, Level 6, SC Park Hotel located at 474, Soi Ramkhamhaeng 39 (Thepleela-1), Plubpla, Wangthonglang, Bangkok 10310, Thailand.

The Board of Directors who attended the meeting

1.	Mr. Virat	Chinprapinporn	Chairman of the Board
2.	Mr. Wanchai	Mekasut	Director and Chairman of the Audit Committee
3.	Mr. Prasan	Thamsanong	Director and Audit Committee
4.	Miss. Puntip	Yodvisesborvon	Director and Audit Committee
5.	Mrs. Naowanit	Silaprarat	Director and Managing Director
6.	Mrs. Naowarat	Suthamjariya	Director
7.	Mr. Napat	Chinprapinporn	Director

The Board of Directors who did not attended the meeting

-None-

Auditor' Representative to Witness the meeting

Miss. Wanraya Puttasatien SP Audit Co., Ltd

The Lawyer' Representative to Witness the meeting

Miss. Methavee Sonsuriwong L.C.S. Law Firm Co., Ltd.

The meeting was commenced

Mr. Virat Chinprapinporn acted as the Chairman of the meeting. The Chairman informed the meeting in persons with 9 shareholders attending the meeting, holding of 435,611,405 shares or accounting of 42.50 % and 20 shareholders attended the meeting by proxy with 484,635,597 shares or accounting of 47.28 %. The 29 shareholders attended the meeting altogether with 920,247,002 shares or accounting of 89.78% of total 1,025,000,181 million shares. The quorum was constituted according to the company's rules and regulations. The Chairman then declared the 2025 Annual General Meeting of the Shareholders opened and proceeded the meeting.

According to this Meeting, the Company has made the QR Code, developed by Thailand Securities Depository Company Limited by the Stock Exchange of Thailand. All shareholders will receive the invitation letter to attend the Meeting with the QR Code. The shareholders can download the documents 2 0 2 5 Annual General Meeting of Shareholders and the Annual Registration Statement year 2024 (56-1 One Report) in the electronic form via the QR Code. And the company has recorded the meeting in video format.

Voting Process

1. The Company has prepared a ballot for the convenience of voting in the meeting, which has details of each agenda already in the ballot. For voting, one share is one vote.
2. A voter uses a ballot to vote in each agenda item by voting for, agree, against, or abstaining from voting, in consistent with his/her holding shares.
3. A voter submits a voted ballot to the company's officers.

Voting Directions

1. Check your name, shareholder registration number, number of shares, and a right to present in person or by proxy.
2. Mark the "X" in the Agree, Disagree, and No Vote box. Specify the votes to be equal to the number of shares.
3. Tear a ballot along the perforated line and submit it to an officer.

Voting Practices

1. In every voting, shareholders who disagree or abstain in any agenda, shall vote in a ballot and affix his/her signature. Then the shareholders shall raise his/her hand for the officer to collect the votes.
**Any ballots with no signature or casting vote in more than 1 box will be considered voided.
2. Shareholders who agree do not have to submit their ballot. The Company shall deduct the disagree and abstain and bad card votes from the total votes of shareholders attending the meeting in each agenda. Then the total votes after the deduction shall be the approve or agree votes according to the proposed resolution. Total votes of the shareholders in each agenda shall be clearly shown in the power of attorney.

The Company shall keep the ballots of each agenda after the end of voting. All shareholders are required to vote for every agenda based on their voting rights.

3. For Agenda 4 Consideration on election of directors, the meeting will provide voting for an individual director and the Company will keep the ballots of all attending shareholders regardless of agree, disagree and abstain votes.

** Should any shareholder have a question regarding the voting, please ask the company's officer.

Agenda 1 To approve the minutes of the Annual General Meeting of Shareholders No.1/2024 , commenced on April 9, 2024

Chairman: The Company proposed the meeting to consider and approve the minutes of the Annual General Meeting of Shareholders No.1/2024, commenced on April 9, 2024 sent to all shareholders with the notice of this meeting.

Board of Directors' opinion: After the consideration, the Board of Directors proposed the shareholders to approve the minutes of the Annual General Meeting of Shareholders.

Chairman: If any shareholders had any questions on Agenda 1, the certification of the Minutes of the Annual General Meeting of Shareholders No. 1/2024. If there were no questions, Request the shareholders to vote on this Agenda 1.

Secretary: For any shareholder disagreeing with or abstaining from voting for Agenda 1, please fill in the voting card and submit to the officer for counting.

Resolution: The meeting unanimously approved the minutes of the Annual General Meeting of Shareholders No.1/2024, on April 9, 2024.

Voting: The resolution for this agenda requires the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes. By consensus with the votes from shareholders attending the meeting in persons and by proxy presented as follows:



Votes	Number of shares	Percentage
Approved	920,247,002	100.00%
Disapproved	0	0
Abstained	0	0
Voided Ballot	0	0

Agenda 2 To approve the statements of financial position and statements of comprehensive income for the accounting period ended on 31 December 2024.

Chairman: I would like to invite the Chairman of Audit Committee Mr. Wanchai Mekasut to explain the financial statement and the comprehensive profit and loss statement, which ended on 31 December 2024.

Chairman of Audit Committee: Mr. Wanchai Mekasut said that the statement of financial position and statement of comprehensive income ending December 31, 2024, it has already passed the audit process from the auditor of the company. and presented to the Audit Committee for consideration. It is seen that the financial statements are complete and accurate. After that, it was presented to the Board of Directors for further consideration. And today, it has been presented to the shareholders' meeting for approval. As for the details of the financial statements, Khun Phisitsak Prempreechayan will clarify to the shareholders

Accounting Director: Mr. Phisitsak Prempreechayan thereby reported the Company's operating results as of 31 December 2024 are as follows Revenue from property sales was 45.84 million Baht, Cost of sales was 24.90 million Baht, As a result Gross profit was 20.94 million Baht, Other revenues were 4.61 million Baht, Cost of distribution was 6.86 million Baht, Administrative expenses was 36.13 million Baht, Financial cost was 0.48 million Baht, Operating loss was 17.92 million Baht, Income tax expenses was 12.15 million Baht, and Comprehensive loss for the year was 15.77 million Baht. As a result in the statement of financial position are as follows, Total assets was 1,315.89 million Baht which included current assets was 372.76 million Baht which were divided into: Cash and Cash equivalents were 23.50 million Baht, Trade receivables and Other receivables were 1.09 million Baht, Cost of property development or inventory were 327.06 million Baht, Other current financial assets was about 21.11 million Baht and Non-current assets was 943.13 million Baht which were divided into: Land bank was 919.86 million Baht, Property, plant and equipment was 13.25 million Baht, Right-of-use assets was about 5.30 million Baht, Deferred tax assets was 3.29 million Baht, Non-current assets was 0.79 million Baht, Total liabilities was 65.61 million Baht which were divided into: Current liabilities was 62.35 million Baht which consisted of Trade payables and other payables was 24.78 million Baht, Lease Liabilities - Current Portion was 30.00 million Baht, Non-current liabilities was 3.26 million Baht, Shareholder's equity was 1,250.28 million Baht which was divided into: Authorized share capital was about 1,231.10 million Baht @ 1.00 Baht per share, Issued and paid-up share capital was 1,025 million Baht @ 1.00 Baht per share, Share premium on ordinary shares and Other components of shareholder's equity was 33.27 million Baht, Retained earnings Appropriated legal reserves was 26.75 million Baht, and Retained earnings Unappropriated was 165.26 million Baht. The financial statements for the year 2024 have been audited and certified by Miss Waraphon Intharaprasit, the certified public accountant from SP Audit Co., Ltd.

area 103-3-28.0 rai or 41,528.0 square wah.

Phuket : Chaloen Phrakiat Road (Bypass), Ratsada District,
 area 211-2-76.08 rai or 84,676.08 square wah.

: Pak Klok District, area 508-3-23.0 rai or 203,523.0 square wah.

Secretary: For any shareholder disagreeing with or abstaining from voting for Agenda 2, please fill in the voting card and submit to the officer for counting.

Resolution: The meeting unanimously approved the statements of financial position and statements of comprehensive income for the year 2024, ending on 31 December 2024, which were audited and certified by Miss. Waraporn Inttharaprasit, Certified Public Accountant No.7881, of SP Audit Co., Ltd. and the Meeting acknowledged the 2024 performance.

Voting: The resolution for this agenda requires the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes. By consensus with the votes from shareholders attending the meeting in persons and by proxy presented as follows:

Votes	Number of shares	Percentage
Approved	920,247,002	100.00 %
Disapproved	0	0
Abstained	0	0
Voided Ballot	0	0

Agenda 3 Resolved to approve no the dividend payment for operation the year 2024 and to no allocate the yearly net profits as legal reserves.

3.1) To consider and approve no the dividend payment for operations the 2024.

Chairman: The Company is a policy that limits the rate of annual dividend payment to many more 30% of the Company's net profit the less corporate income tax. The consideration factors for dividend payment must include the Company's performance and financial position, its liquidity, expansion plan and other factors relevant to the Company's management.

Board of Directors' opinion: According to the company's performance for the year 2024, The Board of Directors considered and agreed to propose to the 2025 Annual General Meeting of Shareholders to approve no the dividend payment. Because the company needs to reserve money for working capital in business operations and investments.

Chairman: Does any shareholder have questions concerning Agenda 3.1 To consider and approve no the dividend payment for operations the 2024.

Secretary: For any shareholder disagreeing with or abstaining from voting for Agenda 3.1, please fill in the voting card and submit to the officer for counting.

Resolution: The meeting unanimously approved no the dividend payment for performance the 2024

Voting: The resolution for this agenda requires the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes. By consensus with the votes from shareholders attending the meeting in persons and by proxy presented as follows:

Votes	Number of shares	Percentage
Approved	920,247,002	100.00 %
Disapproved	0	0

Abstained	0	0
Voided Ballot	0	0

3.2) To approve no the allocation of net profits as legal reserve for operations the 2024.

Chairman: Informed the Meeting that annual profit was allocated as the Company's reserves of not less than 5 percent of annual net profit after retained loss brought forward (if any) until the reserves shall be not less than 10 percent of the authorized capital in accordance with Public Limited Companies Act B.E. 2535.

The Board of Directors' opinions: The Board of Directors of the company proposes to the 2025 Annual General Meeting of shareholders to approve no the allocation of the annual net profits as legal reserve for the year 2024.

Chairman: Does any shareholder have questions concerning Agenda 3.2 no the allocation of net profits as legal reserve for operations the 2024 If not, please vote for Agenda 3.2.

Secretary: For any shareholder disagreeing with or abstaining from voting for Agenda 3.2, please fill in the voting card and submit to the officer for counting.

Resolution: The meeting unanimously approved no the allocation of the annual net profits as legal reserve for operations the 2024.

Voting: The resolution for this agenda requires the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes. By consensus with the votes from shareholders attending the meeting in persons and by proxy presented as follows:

Votes	Number of shares	Percentage
Approved	920,247,002	100.00 %
Disapproved	0	0
Abstained	0	0
Voided Ballot	0	0

Agenda 4 To consider and approve the election of directors to replace those to be retired directors by rotation

Chairman: According to Item 18 of the Regulation of the company, it is stated that in every Annual General Meeting of shareholders, one-third of the directors should be released from the post. If the number of the directors could not be equally divided into three parts, the number of directors left the post would be the nearest figure of one-third. For the first year and the second year after the registration of the company, directors would be released from the post by a luck draw. After that, directors with the longest period on the post shall be released from the post and such directors may be re-elected to the office.

At present, the Board of Directors consists of 6 directors, directors will retire by rotation at the Annual General Meeting of Shareholders for the year 2025 have 2 directors are as follows:

1. Mr. Prasan Thumsanong Director / Independent / Audit Committee
2. Mrs. Naowanij Sillapararat Director / Managing Director

On 10 October 2024 the company had given an opportunity to our shareholders to nominate candidates to be elected as directors at the year 2025 Annual General

Meeting of Shareholders in advance from 16 October 2024 until 15 January 2025. However, there was no such proposal.

Secretary: The directors who retired by rotation for the year 2025 are Mr. Prasan Thumsanong and Mrs. Naowanij Sillaparat, therefore inviting both directors to wait outside the meeting room. During the voting on this agenda

Board of Directors' opinion: The director election process of the company has not been done by the Nomination Committee as currently the company has not had the Nomination Committee. However, the Board of Directors has considered the qualifications in various areas including the academic background, experiences, professional expertise in various areas, and their past performance as directors. And in 2025 the Board of Directors Having considered that the person nominated as independent director Able to freely give opinions and in accordance with the relevant guidelines.

Therefore, the Board of Directors deems it appropriate for the shareholders' meeting to appoint directors who retire by rotation. (Details in Attachment 2) to be re-elected as a new director for another term of 2 persons.

1. Mr. Prasan Thumsanong⁽¹⁾ Director / Independent / Audit Committee
2. Mrs. Naowanij Sillaparat Director / Managing Director

⁽¹⁾As regards Mr. Prasan Thumsanong, an independent director, he has served as director consecutively for 3 years (up to the year when the Annual General Meeting of Shareholders for 2025 is held). If he is reappointed for a further term, the entire tenure of his consecutive directorship will amount to 4 years. In this connection, the Board of Directors of the company has considered which Mr. Prasan Thumsanong is well qualified, knowledgeable and capable. Specifically in the practice of Legal which as a benefit to the company business. He still comments the independent opinion appropriately and plays important roles in the sub-committees, especially in his position as the member of the Audit Committee. As a result, it is deemed appropriate to propose to shareholders that he be reappointed as director for a further term.

Chairman: Does any shareholder have questions concerning Agenda 4 The directors to replace those to be retired directors by rotation.

Secretary: For Agenda 4 on the election of new directors, the Meeting will elect individual director and the Company will collect all voting cards from all attending shareholders, whether agreeing, disagreeing or abstaining from voting.

we will give votes to each director one by one

The shareholders will elect individual director to replace the retired directors and any director who hold shares in the Company will abstain from voting.

Resolution: The meeting unanimously approved to appoint all 2 directors to the office as directors for another term.

Voting: The resolution for this agenda requires the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes. By consensus with the votes from shareholders attending the meeting in persons and by proxy presented as follows:

Mr. Prasan Thumsanong

Director / Independent / Audit Committee

Votes	Number of shares	Percentage
Approved	920,247,002	100.00 %
Disapproved	0	0
Abstained	0	0
Voided Ballot	0	0



Mrs. Naowanij Sillaparat Director / Managing Director

Votes	Number of shares	Percentage
Approved	836,527,052	90.90 %
Disapproved	0	0
Abstained	83,719,950	9.10 %
Voided Ballot	0	0

Agenda 5 To consider and approve the Determination of the director's Remunerations.

Chairman: The Meeting was asked to approve the annual remuneration for the directors in 2025 not exceeding 1,500,000 Baht (One Million Five Hundred Thousand Baht Only).

The Board of Directors' opinions: The determination of the remuneration of the Board of Directors has not been considered by the Remuneration Committee of the Company. As at present, the company has no remuneration committee. However, determination of the directors' remuneration was considered at the meeting of the Board of Directors and it was deemed to propose for the Shareholders' Meeting approval for the annual director remuneration for the year 2025 within the amount of 1,500,000 Baht (one million five hundred thousand baht only). The Board of Directors formulated the policy of remuneration and other benefits for the directors under exact and transparent criteria, so that each director is properly paid according to his/her duties and responsibilities in the Company. The remuneration for the year 2025 equal the year 2024. Information on the same industrial group was taken into consideration on determining the remuneration.

Chairman: The remuneration of the Board of Directors, there is only the meeting allowance on behalf of the directors.

Detail	2024 (Previous year)	2025 (Proposed year)
Remunerations of the Company's Directors	20,000 Bath / time	20,000 Bath / time
Remunerations of Audit Committee Directors	20,000 Bath / time	20,000 Bath / time

Chairman: Does any shareholder have questions concerning Agenda 5 on the director's annual remunerations for the year 2025 If not, please vote for Agenda 5

Secretary: For any shareholder disagreeing with or abstaining from voting for Agenda 5, please fill in the voting card and submit to the officer for counting.

Resolution: The meeting unanimously approved the directors' remunerations of 2025 to be within the amount of Baht 1,500,000 (one million and five hundred thousand baht) and be allocated by the Chairman.

Voting: The resolution for this agenda requires not less than two-three of votes of shareholders and proxy holders who attend the meeting and cast their votes. According to the Public Limited Companies Act, B.E. 2535 Section 90. By consensus with the votes from shareholders attending the meeting in persons and by proxy presented as follows:

Votes	Number of shares	Percentage
Approved	920,247,002	100.00 %
Disapproved	0	0

Abstained	0	0
Voided Ballot	0	0

Agenda 6 To consider and appoint the auditors and determine the company's audit fee of 2025.

Chairman: I would like to invite Khun Wanchai Mekasut, the Chairman of Audit Committee, to explain this Agenda.

Chairman of the Audit Committee: Mr. Wanchai Mekasut said that for this Agenda, the Meeting has considered appointing the Auditor and setting the Audit Fee of the year 2025 according to Public Limited Act, B.E. 2535 (1992). The Audit Committee has approved for the Shareholder's Meeting to appoint SP Audit Co., Ltd. And also the auditor of the company for 2025.

Which Certified Public Accountant are as follows:

- 1) Miss. Susan Eiamvanicha Certified Public Accountant No. 4306
- 2) Miss. Wanraya Puttasatieran Certified Public Accountant No. 4387
- 3) Mr. Suchart Panitcharoen Certified Public Accountant No. 4475
- 4) Miss. Chuenta Chommern Certified Public Accountant No. 7570
- 5) Miss. Waraporn Intaraprasit Certified Public Accountant No. 7881
- 6) Miss. Wandee Eiamvanicha Certified Public Accountant No. 8210
- 7) Mr. Kiatisak Vanithanont Certified Public Accountant No. 9922
- 8) Miss. Amornrat Chaeuthongborisut Certified Public Accountant No. 10998
- 9) Miss. Chonthicha Lertwilai Certified Public Accountant No. 12258

Company Auditor	License number	Year
Miss. Wanraya Puttasatieran	4387	2025

The audit fees for the year 2025 and quarter are determined as follows:

Auditor's remunerations	2024	2025
Audit Fees	680,000.- Baht / Year	680,000.- Baht / Year
Other services ⁽²⁾	15,000 Baht / Time	15,000 Baht / Time

⁽²⁾ The fee for reviewing the English version of the financial statements and the above fees do not include VAT (if any).

The Auditors have not conflict of interest with the company / subsidiary / the management / major shareholders or any persons relating to the company. Therefore, these auditors can audit and independently present their opinions towards the company's financial statement. In addition, the Company does not receive any other services apart from auditing.

Board of Directors' opinion: After the consideration, The Board of Directors of the company proposes to the Annual General Meeting of shareholders to appointment SP Audit Co., Ltd. And also the auditor of the company for 2025.

Chairman: Does any shareholder have questions concerning Agenda 6 on the auditors and determine the company's audit fee of 2025 If not, please vote for Agenda 6.

Secretary: For any shareholder disagreeing with or abstaining from voting for Agenda 6, please fill in the voting card and submit to the officer for counting.

Resolution: The meeting unanimously approved to appointment SP Audit Co., Ltd. And also the auditor of the company for 2025, with the annual audit fee and quarterly fee of 680,000 baht (Six Hundred Eighty Thousand Baht) whereby, The audit fee for 2025 is the same as for 2024.

Voting: The resolution for this agenda requires the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes. By consensus with the votes from shareholders attending the meeting in persons and by proxy presented as follows:

Votes	Number of shares	Percentage
Approved	920,247,002	100.00 %
Disapproved	0	0
Abstained	0	0
Voided Ballot	0	0

Agenda 7 Other Matter (if any)

Chairman: Provide an opportunity for shareholders to ask questions. If shareholders have any questions.

No shareholders had any other questions. The Chairman thanked all shareholders for their suggestions to the Company and for taking the time to attend the 2025 Annual General Meeting of Shareholders. The Chairman closed the meeting.

The meeting was adjourned at 15.10 p.m.



Yours sincerely,

Mr. Virat Chinprapinporn
 Chairman of the Board of Directors

Profiles of the retiring Directors proposed for re-election

Baan Rock Garden Public Company Limited

Name- Last name : Mr. Virat Chinprapinporn

Position : Director / Chairman of the board / Authorized signatory

Age : 66 years **Nationality :** Thai

Address : 601 Soi Ramkhamhaeng 39, Pracha-utit Rd.
 Wang Thonglang, Wang Thonglang, Bangkok 10310

Education : M.B.A. in Marketing of City University, USA



Directorship training program : Director Accreditation Program DCP 40/2004
 by Thai Institute Of Directors (IOD)

No. years on the board : Effective date in 1990

Position in other listed companies : 1 Company
 2002 – Present Chairman of the board of Director
 Ratchthani Leasing Public Company Limited

Position in non - listed companies : 8 Company
 2016 – Present Director Phukao Huachang Pang-nga Company Limited.
 2016 – Present Director N.V. Real Estate Company Limited.
 2011 – Present Director Nicena Propety Company Limited.
 1994 – Present Director Kuylin Pang-nga Company Limited.
 1993 – Present Director Chaleamcheep Company Limited.
 1992 – Present Director Phowatchara Company Limited.
 1989 – Present Director Chucheeep Housing Land Company Limited.
 1987 – Present Director City Wood Company Limited.

Type of director to be proposed for appointment : Chairman of the board / Authorized signatory

Performance during their term : As Chairman top leader, I play a crucial role in good corporate governance, planning strategies with management, convening board and shareholder meetings
 as required by law, representing the company to stakeholders and external entities, and ensuring confidence in the company's operations.

% of total shareholding : 21.01 %

Legal dispute in criminal cases : No

Meeting attendance in 2025 : 4 of 4 Board Meeting, 4 of 4 Board Audit Committee Meeting

Type of relationship of Independent Director

▶ Relationship with management/major shareholder of the company/subsidiary company	No
▶ Provide(d) professional service	No
▶ Had significant business relationship	No

Baan Rock Garden Public Company Limited

Name- Last name : Mr. Wanchai Mekasut
Age : 71 years
Nationality : Thai
Position : Director / Independent Director /
 Chairman of Audit Committee
Address : 601 Soi Ramkhamhaeng 39, Pracha-utit Rd.
 Wang Thonglang, Wang Thonglang, Bangkok 10310



Education : Bachelor of Business Administration, Assumption

Directorship training program : Director Accreditation Program DAP 97/2009
 by Thai Institute Of Directors (IOD)

No. years on the board : Effective date in 2009

Position in other listed companies : No

Position in non - listed companies : 1 Company
 1994 – Present Director and authorized signatory &
 Executive Vice President Furni Thai Company Limited.

Type of director to be proposed for appointment : Director / Independent / Chairman of Audit Committee

Performance during Their team : As an independent director and chair of the audit committee, I play a crucial role in overseeing the organization's accurate financial reporting, internal controls, internal audits, and appropriate risk management. I have the highest responsibility for convening meetings, coordinating with management and certified public accountants, and independently reporting findings to the board of directors.

% of total shareholding : No

Legal dispute in criminal cases : No

Meeting attendance in 2025 : 4 of 4 Board Meeting, 4 of 4 Audit Committee Meeting

Type of relationship of Independent Director

▶ Relationship with management/major shareholder of the company/subsidiary company	No
▶ Provide(d) professional service	No
▶ Had significant business relationship	No

Definition of Independent Director

Independent Director : An independent director is a Director which is requirement of the Stock Exchange of Thailand. A Director is considered to be independent if such Director:

- 1) Appointed by the Board of Directors or the shareholders of the Company to be the Audit Committee members and be independent directors.
- 2) Hold shares of not more than 1 percent of the voting shares of the Company, subsidiary companies, associated companies, or any juristic persons with potential conflict, including the shares held by related persons of such independent director and audit committee director.
- 3) Must not be nor have ever been a director with participation in management, a hired worker, an employee, an advisor with fixed salary, or a person with control over the Company, subsidiary companies, associated companies, or juristic persons with potential conflict, unless having been relieved from such title for not less than 2 years before the date of appointment as independent director and audit committee director.
- 4) Must not be a person related by blood or by legal registration as father, mother, spouse, sibling, and offspring, including spouse of offspring of an executive or major shareholder, controlling person, or a person who will be nominated as executive or controlling person of the Company or subsidiary companies.
- 5) Must not have nor have ever had any business relationship with the Company, subsidiary companies, associated companies, or juristic persons with potential conflicts to the extent that may obstruct the using of his/her independent discretion, and is not nor ever have been a major shareholder, a non-independent director and audit committee director or an executive of those with business relationship with the Company, subsidiary companies, associated companies, or juristic persons with potential conflicts, unless having been relieved from such title for not less than 2 years before the date of filing an application with the Office of the Securities and Exchange Commission.
- 6) Must not be nor have ever been an auditor of the Company, subsidiary companies, associated companies, or juristic persons with potential conflicts, and is not a major shareholder, a non-independent director and audit committee director, an executive, or a managing partner of the audit firm where the auditors of the Company, subsidiary companies, associated companies, or juristic persons with potential conflicts are working for, unless having been relieved from such title for not less than 2 years before the date of appointment as independent director and audit committee director.
- 7) Must not be nor have ever been a provider of any professional service, including a legal consultant or financial consultant, with remuneration in excess of Baht 2 million per annum from the Company, subsidiary companies, associated companies, or juristic persons with potential conflicts. Where the provider of professional service is a juristic person, it shall include the major shareholders, non-independent director and audit committee director, executives, or managing partners of such professional service provider, unless having been relieved from such title for not

- less than 2 years before the date of appointment as independent director and audit committee director.
- 8) Must not be a director appointed as the representative of the Company directors, major shareholders, or any shareholders who are connected persons of the major shareholders of the Company.
 - 9) Must not possess any other characteristics that will prevent the independent expression of opinions in respect of the operations of the Company.
 - 10) Can take care of the benefit of all Shareholders equally.
 - 11) Can to compromise the conflict of interest between the company, Directors and major Shareholders or other companies which also have Directors or Shareholders in the same group.
 - 12) Can participate in company meetings which require decisions to be made on important matters.

Profiles of the Audit Committee who serves as proxy for Shareholders**Baan Rock Garden Public Company Limited**

Name-Last name : Mr. Wanchai Mekasut

Age : 71 Years

Nationality : Thai

Address : 601 Soi Ramkhamhaeng 39, Pracha-utit Rd.
Wang Thonglang, Wang Thonglang, Bangkok 10310

Position : Director / Independent Director / Chairman of Audit Committee

No.years on the audit committee : 17 years Effective date in 2009

Legal dispute : No

Meeting attendance in 2025 : 4 of 4 Board Meeting, 4 of 4 Audit Committee Meeting

Conflict of interest in this meeting : No (The retiring Directors proposed for re-election)



Name-Last name : Mr. Prasan Thumsanong

Age : 73 Years

Nationality : Thai

Address : 601 Soi Ramkhamhaeng 39, Pracha-utit Rd.
Wang Thonglang, Wang Thonglang, Bangkok 10310

Position : Director / Independent Director / Audit Committee

No.years on the audit committee : 3 years Effective since May 13, 2022

Legal dispute : No

Meeting attendance in 2025 : 4 of 4 Board Meeting, 4 of 4 Audit Committee Meeting

Conflict of interest in this meeting : No



Name-Last name : Miss. Puntip Yodvisesborvon

Age : 71 Years

Nationality : Thai

Address : 601 Soi Ramkhamhaeng 39, Pracha-utit Rd.
Wang Thonglang, Wang Thonglang, Bangkok 10310

Position : Director / Independent Director / Audit Committee

No.years on the audit committee : 2 years Effective date in May 15, 2024

Legal dispute : No

Meeting attendance in 2024 : 4 of 4 Board Meeting, 4 of 4 Audit Committee Meeting

Conflict of interest in this meeting : No





หนังสือมอบฉันทะ (แบบ ก.)

ทำยประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

ปิดอากร
แสตมป์ 20 บาท
Revenue
Stamp 20 Baht

Proxy (From A)

As attached supplementary in the Nonfiction of the Department of Business Department

Re: Prescription of Proxy letter Forms (no.5) B.E. 2007

เขียนที่.....

Witten at

วันที่..... เดือน..... พ.ศ.....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....

I/We

Nationality

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....

Residing at Road Sub-District

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....

District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท บ้านร็อคการ์เด้น จำกัด (มหาชน)

Being a shareholder of Baan Rock Garden Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้

Holding the securities of shares and the voting right is votes as follow:

หุ้นสามัญ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง

Ordinary shares in the amount of shares and the voting right is votes

(3) ขอมอบฉันทะให้

Authorize one of the following persons

 1. ชื่อ..... อายุ..... ปี

Name Age Years

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....

Residing at Road Sub - District

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....

District Province Postal Code

 2. ชื่อ..... นายวันชัย เมฆสุด..... อายุ..... 71..... ปี

Name Mr. Wanchai Mekasut Age 71 Years

ที่อยู่..... 601 ซอยรามคำแหง 39..... ถนน..... ประชาอุทิศ..... แขวง..... วังทองหลาง.....

Residing at 601 Soi Ramkhamheang 39 Road Pracha-uthit Sub-District Wangthonglang

อำเภอ/เขต..... วังทองหลาง..... จังหวัด..... กรุงเทพมหานคร..... รหัสไปรษณีย์..... 10310.....

District Wangthonglang Province Bangkok Postal Code 10310

3. ชื่อ.....นายประธาน ธรรมสนอง.....อายุ.....73.....ปี
 Name Mr. Prasan Thumsanong Age 73 Years
 ที่อยู่..... 601 ซอยรามคำแหง 39.....ถนน.....ประชาอุทิศ.....แขวง.....วังทองหลาง.....
 Residing at 601 Soi Ramkhamheang 39 Road Pracha-uthit Sub-District Wangthonglang
 อำเภอ/เขต..... วังทองหลาง.....จังหวัด.....กรุงเทพมหานคร.....รหัสไปรษณีย์.....10310.....
 District Wangthonglang Province Bangkok Postal Code 10310
4. ชื่อ.....นางสาวพรณทิพย์ ยอดวิเศษบวร.....อายุ.....71.....ปี
 Name Miss. Puntip Yodvisesborvon Age 71 Years
 ที่อยู่..... 601 ซอยรามคำแหง 39.....ถนน.....ประชาอุทิศ.....แขวง.....วังทองหลาง.....
 Residing at 601 Soi Ramkhamheang 39 Road Pracha-uthit Sub-District Wangthonglang
 อำเภอ/เขต..... วังทองหลาง.....จังหวัด.....กรุงเทพมหานคร.....รหัสไปรษณีย์.....10310.....
 District Wangthonglang Province Bangkok Postal Code 10310

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ในวันพฤหัสบดีที่ 9 เมษายน 2569 เวลา 14.00 น. ณ ห้องรัชดาบอลรูม ชั้น 6 โรงแรม เอส ซี ปาร์ค เลขที่ 474 ซอยรามคำแหง 39 (เทพลีลา 1) แขวงพลับพลา เขตวังทองหลาง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our sole proxy to attend and vote on my/our behalf at the 2026 Annual Ordinary General Meeting of Shareholders on Thursday 9 April 2026 at 2.00 p.m. at The Ratchada Ballroom Room, Level 6, SC Park Hotel located at 474, Soi Ramkhamhaeng 39 (Thepleela-1), Plubpla, Wangthonglang, Bangkok 10310, or such other date, time and place as the meeting may be adjourned or changed

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุม เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any action taken by the Proxy at the meeting shall, unless the Proxy cast the votes not in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
 (_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
 (_____)

หมายเหตุ ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Remark A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.



หนังสือมอบฉันทะ (แบบ ข.)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

ปิดอากร
แสตมป์ 20 บาท
Revenue
Stamp 20 Baht

Proxy (From B)

As attached supplementary in the Nonfiction of the Department of Business Department

Re: Prescription of Proxy letter Forms (no.5) B.E. 2007

เขียนที่

Witten at

วันที่..... เดือน..... พ.ศ.....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....

I/We

Nationality

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....

Residing at Road Sub-District

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....

District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท บ้านร็อคการ์เด้น จำกัด (มหาชน)

Being a shareholder of Baan Rock Garden Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้

Holding the securities of shares and the voting right is votes as follow:

หุ้นสามัญ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง

Ordinary shares in the amount of shares and the voting right is votes

(3) ขอมอบฉันทะให้

Authorize one of the following persons

 1. ชื่อ..... อายุ..... ปี

Name Age Years

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....

Residing at Road Sub - District

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....

District Province Postal Code

 2. ชื่อ..... นายวันชัย เมฆสุด..... อายุ..... 71..... ปี

Name Mr. Wanchai Mekasut Age 71 Years

ที่อยู่..... 601 ซอยรามคำแหง 39..... ถนน..... ประชาอุทิศ..... แขวง..... วังทองหลาง.....

Residing at 601 Soi Ramkhamheang 39 Road Pracha-uthit Sub-District Wangthonglang

อำเภอ/เขต..... วังทองหลาง..... จังหวัด..... กรุงเทพมหานคร..... รหัสไปรษณีย์..... 10310.....

District Wangthonglang Province Bangkok Postal Code 10310

3. ชื่อ.....นายประธาน ธรรมสนอง.....อายุ.....73.....ปี
 Name Mr. Prasan Thumsanong Age 73 Years
 ที่อยู่..... 601 ซอยรามคำแหง 39.....ถนน.....ประชาอุทิศ.....แขวง.....วังทองหลาง.....
 Residing at 601 Soi Ramkhamheang 39 Road Pracha-uthit Sub-District Wangthonglang
 อำเภอ/เขต..... วังทองหลาง.....จังหวัด.....กรุงเทพมหานคร.....รหัสไปรษณีย์.....10310.....
 District Wangthonglang Province Bangkok Postal Code 10310

4. ชื่อ.....นางสาวพรณทิพย์ ยอดวิเศษบวร.....อายุ.....71.....ปี
 Name Miss. Puntip Yodvisesborvon Age 71 Years
 ที่อยู่..... 601 ซอยรามคำแหง 39.....ถนน.....ประชาอุทิศ.....แขวง.....วังทองหลาง.....
 Residing at 601 Soi Ramkhamheang 39 Road Pracha-uthit Sub-District Wangthonglang
 อำเภอ/เขต..... วังทองหลาง.....จังหวัด.....กรุงเทพมหานคร.....รหัสไปรษณีย์.....10310.....
 District Wangthonglang Province Bangkok Postal Code 10310

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ในวันพฤหัสบดีที่ 9 เมษายน 2569 เวลา 14.00 น. ณ ห้องรัชดาบอลรูม ชั้น 6 โรงแรม เอส ซี ปาร์ค เลขที่ 474 ซอยรามคำแหง 39 (เทพลีลา 1) แขวงพลับพลา เขตวังทองหลาง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our sole proxy to attend and vote on my/our behalf at the 2026 Annual Ordinary General Meeting of Shareholders on Thursday 9 April 2026 at 2.00 p.m. at The Ratchada Ballroom Room, Level 6, SC Park Hotel located at 474, Soi Ramkhamhaeng 39 (Thepleela-1), Plubpla, Wangthonglang, Bangkok 10310, or such other date, time and place as the meeting may be adjourned or changed

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะ ออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this meeting, I/We grant my/our proxy to votes behalf as follows;

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ซึ่งประชุมเมื่อวันพุธที่ 9 เมษายน 2568

Agenda 1 To consider and approve the minute of the 2026 Annual General Meeting of Shareholders on April 9, 2025

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) Authorized the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) Authorized the proxy to vote according to my/our intention as follows;

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ 2 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ ประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2568

Agenda 2 To consider and approve the Financial statements for the Year ended on December 31, 2025

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) Authorized the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) Authorized the proxy to vote according to my/our intention as follows;
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
- Approve Disapprove Abstain

วาระที่ 3 พิจารณางดจ่ายเงินปันผล และ พิจารณางดจัดสรรกำไรสุทธิประจำปีไว้เป็นทุนสำรองตามกฎหมายสำหรับผลการดำเนินงานประจำปี 2568

Agenda 3 To consider and approve no the dividend payment for operation the year 2025 and no allocate the yearly net profit as legal reserves.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) Authorized the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) Authorized the proxy to vote according to my/our intention as follows;

3.1 พิจารณางดจ่ายเงินปันผล สำหรับผลการดำเนินงานประจำปี 2568

3.1 To consider and approve no the dividend payment for operation the year 2025

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
- Approve Disapprove Abstain

3.2 พิจารณางดจัดสรรกำไรสุทธิประจำปีไว้เป็นทุนสำรองตามกฎหมาย สำหรับผลการดำเนินงานประจำปี 2568

3.2 To approve no allocate the yearly net profit as legal reserves for operation the year 2025.

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
- Approve Disapprove Abstain

วาระที่ 4 พิจารณาเลือกตั้งกรรมการใหม่ แทนกรรมการที่ออกตามวาระ

Agenda 4 To consider and approve the Election directors to replace those to be retired by rotation.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) Authorized the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) Authorized the proxy to vote according to my/our intention as follows;

- พิจารณาการแต่งตั้งกรรมการเป็นรายบุคคล ประจำปี 2569

To consider and elect each director individually for the 2026.

1. นายวิรัตน์ ชินประพิณพร ประธานกรรมการ / กรรมการผู้มีอำนาจลงนาม

Mr. Virat Chinprapinporn Chairman of the Board of Director / Authorized signatory

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

2. นายวันชัย เมฆสุด กรรมการ / กรรมการอิสระ / ประธานกรรมการตรวจสอบ

Mr. Wanchai Mekasut Director / Independent Director / Chairman of Audit Committee

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ 5 พิจารณาการกำหนดค่าตอบแทนกรรมการ

Agenda 5 To consider and approve the determination of Director's remunerations.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) Authorized the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) Authorized the proxy to vote according to my/our intention as follows;

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ 6 พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2569

Agenda 6 To consider and approve the Appointment the Auditor and Determination of Audit fee for the 2026.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) Authorized the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) Authorized the proxy to vote according to my/our intention as follows;

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ 7 พิจารณานุมัติแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัทฯ และแก้ไขหนังสือบริคณห์สนธิ ข้อ 3 เรื่องวัตถุประสงค์ของบริษัทฯ

Agenda 7 To consider and approve amendments to the Company's objectives and amendments to the Memorandum of Association, Clause 3, on the Company's objectives

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) Authorized the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) Authorized the proxy to vote according to my/our intention as follows;
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 Consider another matter. (If any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) Authorized the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) Authorized the proxy to vote according to my/our intention as follows;
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Any agenda voting of the proxy which is not complied with my intention specified herein shall not be deemed as my/our votes as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใด นอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/We do not specify or clearly specify my/our intention to vote in any agenda, or there is any agenda considered in the meeting other than those specified above, or if there is any change of amendment to any fact, the proxy shall be authorized the consider and vote on my/our behalf as the proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าได้ระบุใน หนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any action taken by the Proxy at the meeting shall, unless the Proxy cast the votes not in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder appointing a proxy must authorized only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be spit for more than one proxy in order to separate the votes.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
Either all or each nominee to be the Board of Directors may by appointed as the directors in the agenda of appointment of the Directors.
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
If the agendas to be considered are more than those specified above, the Grantor may use the Annex to Proxy Form B. as attended.



ใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะ

Supplemental Proxy Form

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท บ้านร็อคการ์เด้น จำกัด (มหาชน) การประชุมสามัญผู้ถือหุ้นประจำปี 2569 ในวันพฤหัสบดีที่ 9 เมษายน 2569 เวลา 14.00 น. ณ ห้องรัชดาบอลรูม ชั้น 6 โรงแรม เอส ซี ปาร์ค เลขที่ 474 ซอยรามคำแหง 39 (เทพลีลา 1) แขวงพลับพลา เขตวังทองหลาง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย

The proxy is granted by a shareholder of Baan Rock Garden Public Company Limited for the 2026 Annual Ordinary General Meeting of Shareholders on Thursday 9 April 2026 at 2.00 p.m. at The Ratchada Ballroom Room, Level 6, SC Park Hotel located at 474, Soi Ramkhamhaeng 39 (Thepleela-1), Plubpla, Wangthonglang, Bangkok 10310, or such other date, time and place as the meeting may be adjourned or changed.

วาระที่.....เรื่อง.....

Agenda Matter

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) Authorized the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) Authorized the proxy to vote according to my/our intention as follows;
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่.....เรื่อง.....

Agenda Matter

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) Authorized the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) Authorized the proxy to vote according to my/our intention as follows;
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่.....เรื่อง.....

Agenda Matter

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) Authorized the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) Authorized the proxy to vote according to my/our intention as follows;
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่.....เรื่อง.....

Agenda Matter

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) Authorized the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) Authorized the proxy to vote according to my/our intention as follows;
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่.....เรื่องเลือกตั้งกรรมการ

Agenda Matter Director Vote

Agenda Matter

ชื่อกรรมการ

Name of Director

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

ชื่อกรรมการ

Name of Director

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

ชื่อกรรมการ

Name of Director

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

ชื่อกรรมการ

Name of Director

 เห็นด้วย

Approve

 ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ
I/We certify that the statements in the Supplemental Proxy Form are correct, complete, and true in all respects.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
(_____)
วันที่/Date

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)
วันที่/Date



Articles of Association on the Shareholder Meeting of

Baan Rock Garden Public Company Limited

Meeting Regulations

Item 37 In calling for the shareholder meeting, the Board of Directors shall send the notice letter specified the date, venue, meeting agendas and agendas to present to the meeting with some brief details. This shall be clearly stated that such agenda is for acknowledgment, approval or consideration including the opinions of the Board on that agenda. These shall be sent to the shareholders and the registrar no less than 7 days before the commencement of the meeting and the calling for the shareholder meeting shall be advertised in the newspapers for 3 consecutive days and at least 3 days before the commencement of the meeting.

Item 38 At the shareholder meeting, there shall be shareholders attending the meeting in person or by proxy (if any) not less than 25 persons or not less than a half (1/2) of total shareholders, depending on whichever number is lesser, and shall have the shares not less than one-third (1/3) of total issued shares in order for the quorum to be constituted. In any shareholder meeting, if an hour after the stated time of commencement of the meeting a quorum cannot be constituted due to the less number of attending shareholders and in case the shareholder meeting is conducted due to a request of shareholders, the meeting shall be adjourned. However, if the shareholder meeting is not conducted due to a request of shareholders, the meeting shall be re-scheduled and the notice letter of the meeting shall be sent to the shareholders no less than 7 days before the commencement of the meeting. In this meeting, it does not require to have the certain number of shareholders for the quorum to be constituted.

Item 39 (1) In the shareholder meeting, the shareholders may appoint any mature persons to be their proxy to attend the meeting and vote on their behalf. The proxy form shall be dated and signed by the shareholders who are the proxy grantors and to be in accordance with those specified by registrar whereby at least the following items shall be presented.

1. Number of shares holding by the proxy grantors
2. Name of the proxy holder
3. The number of the shareholder meeting that the proxy shall be attending and voting

(2) The proxy holder whose name is specified in the proxy form shall present the document appointing the proxy holder to the Chairman or the persons assigned by the Board.



- (3) In case the proxy holder is also the shareholder or not the shareholder of the company or has been appointed by more than 1 person, such proxy holder shall be able to vote equally to total shares of the appointing person apart from their votes as the shareholder.

Item 40 The Chairman of the Board shall act as the Chairman of the meeting. If the Chairman of the Board is absent or cannot perform their duty, in case of having the Vice Chairman of the Board, the Vice Chairman of the Board shall act as the chairman of the meeting. However, if there is no Vice Chairman of the Board or there is but the Vice Chairman of the Board cannot perform the duty; the meeting shall appoint 1 shareholder to be the Chairman of this meeting.

Item 41 Resolution shall comprise of the following votes.

- (1) In general cases, resolution shall comprise of the majority votes of the shareholders who attend the meeting and vote whereby one share is equal to one vote. In case of the tie votes, the Chairman of the meeting shall have one additional vote to be a final vote.
- (2) In other cases, resolution shall comprise of votes no less than three-fourth (3/4) of the total votes of shareholders attending the meeting with voting rights whereby one share is equal to one vote.
- a. The sale or transfer of the whole businesses or important businesses of company to other persons
 - b. The acquisition or the receipt of the transfer of other company or private company to the company
 - c. Amendments or termination of the lease of the whole businesses or important businesses of the company, the appointment of other person to manage the businesses of the company or company merging with other persons with the objectives to share profits and losses
 - d. Amendment of the Memorandum of Association or the Articles of Association
 - e. The increase or decrease of the capital or the issuance of debenture
 - f. The mergence or termination of the company

Regulations on the election of the directors

Item 16 The Board of Directors shall comprise of at least 5 directors and at least half of the total directors shall reside in Thailand and have the qualifications as specified under the law. Moreover, at the Annual General Meeting of Shareholders, the meeting shall determine the remunerations of directors.

Item 17 The meeting shall elect the directors according to the criteria and procedures as follows:



- (1) One shareholder shall have one vote per one share
- (2) Each shareholder shall use all their votes as specified under (1) to elect one person or several persons to be directors. However, the shareholder cannot split their votes to one person more than the others.
- (3) Persons with the votes in follow-up orders of those with the highest votes shall be elected as the directors whereby the number of persons to be elected as directors shall be equal to the number of directors that the company should have or shall be elected in this meeting. In case the persons with the votes in the follow-up order have the tie votes and by electing both of them this shall exceed the number of the shareholders that the company should have or shall be elected in this meeting, hence, the Chairman has the final vote.

Item 18 In every Annual General Meeting of shareholders, one-third of the directors should be released from the post. If the number of the directors could not be equally divided into three parts, the number of directors left the post would be the nearest figure of one-third. For the first year and the second year after the registration of the company, directors would be released from the post by a luck draw. After that, the directors with the longest term would be released from the post and such directors may be re-elected to the office.

Registration, Proxy granting and Procedures for attending Shareholder Meetings

The 2026 Annual General Meeting of Shareholders of Baan Rock Garden Public Company Limited will be held on Thursday April 9, 2026, at 2:00 PM. The Company would like to inform you of the guidelines for attending the Annual General Meeting of Shareholders as follows:

Power of Attorney

The Department of Business Development, Ministry of Commerce, has issued an announcement regarding the prescribed forms of power of attorney (No.5) B.E.2550 (2007), specifying three versions. Therefore, the company has prepared two types of proxy forms for shareholders who are unable to attend the meeting in person. Authorize another person to attend the meeting on your behalf, or authorize an independent director of the company to cast your vote on your behalf. The company has attached the following instructions with the meeting invitation letter:

- ▶ Form A : It's a typical power of attorney form, a simple and uncomplicated format.
- ▶ Form B : It is a power of attorney form that clearly and precisely specifies the items to be authorized.

How to grant power of proxy

1. If a shareholder is unable to attend the company's shareholder meeting in person, they may authorize another person to attend on their behalf. They may choose only one proxy form, and can select either Form A or Form B.
2. To authorize a proxy to a specific person as per the shareholder's wishes. Alternatively, you may choose to authorize an independent director of the company to act on your behalf. By marking ✓ (Checkmark). And specify the name and details of the person the shareholder wishes to authorize as proxy. Alternatively, specify the names of independent directors, selecting only one person to act as a proxy to attend the meeting.
3. Affix a 20 baht revenue stamp and cross out the date on which the power of attorney was issued. To ensure it is accurate and legally binding. The company has facilitated the stamp duty process for shareholders, and shareholders are not permitted to divide their shares by appointing multiple proxies to separate their voting rights. Shareholders must grant proxies for an amount equal to the number of shares they hold; they cannot grant proxies for only a portion of their shares, less than the amount they hold.

Documents that shareholders must present before attending the meeting.

In case individuals



1. In case the shareholders attend the meeting in person. Attach a valid, government-issued identification document. And if there has been a change of name or surname, please attach supporting evidence according to the meeting participation procedures.
2. In case authorizing a representative to attend the meeting, please use power of attorney form A or form B, one of the following forms, correctly and completely filled out and signed by both the grantor and the grantee.
 - A copy of an official document issued by a government agency, verifying the identity of the grantor, and signed by the grantor certifying the copy's accuracy.
 - A copy of the document issued by the government agency of the authorized representative, with the authorized representative signing to certify the copy as correct.

In case of a legal entity

1. In case where a shareholder representative (director) attends the meeting in person.
 - Either form A or form B of the power of attorney, which must be correctly and completely filled out and signed by both the grantor and the grantee
 - A certified copy of the shareholder's corporate registration certificate, verified by the corporate representative (authorized signatory as per the corporate registration certificate), with the company seal (if any).

2. In the case of a foreign-national legal entity.

The authorized signatory of a legal entity must personally sign and affix the company seal to the power of attorney document in the presence of a notary public or an agency with similar authority under the laws of each country. And following the signing of the agreement, present that letter of authorization to an authorized officer at the Thai Embassy or the Thai Consulate, or an official authorized to act on behalf of the said person, or a person who can provide full certification in accordance with the laws of that country, who then provides a further layer of certification to the certifying authority.

3. In cases where fingerprints are used instead of signatures.

Provide a fingerprint of your left thumb and write a note next to it. "The left thumbprint of....." And there must be two witnesses to certify that it is the genuine fingerprint of that person. And the fingerprints must be taken in the presence of a witness, who must sign to certify them. A copy of the witness's national identity card or government employee identity card must also be attached.

4. In cases a shareholder appoints a proxy to attend the meeting.
- Either form A or form B of the power of attorney, which must be correctly and completely filled out and signed by the legal representative, must be submitted. (The person authorized to sign according to the certificate of incorporation of the legal entity.) The person granting the power of attorney and the person receiving the power of attorney.
 - A certified copy of the shareholder's corporate registration certificate, certified by the corporate representative. (The authorized person must sign according to the company registration certificate) and affix the company seal (if any).
 - A copy of the identification document of the legal representative who has granted the power of attorney and has signed to certify the copy as correct.
 - A copy of the authorized representative's identification document is provided, and the authorized representative has signed to certify the copy as accurate.

At the 2026 Annual General Meeting of Shareholders, if a shareholder is unable to attend the meeting in person. Shareholders may choose to appoint a proxy as they wish to act as their proxy, or may choose to appoint one of the company's independent directors to vote on their behalf, according to the following list.

- Mr. Wanchai Mekasut
Residing at 25/57 Moo. 19, Bhudthamonton Sai 2 , Salattammassop , Thaveewattana , Bangkok
- Mr. Prasan Thumsanong
Residing at 160/1 Soi Lad Phrao 81 (Thitiporn) , Khlong Chao Khun Sing , Wang Thonglang , Bangkok.
- Miss. Puntip Yodvisesborvon
Residing at 192 Soi Charansanithwong 42, Bangyeekhan, Bangplad Bangkok.

Shareholders wishing to appoint an independent director of the Company as their proxy are requested to submit a fully prepared and signed proxy form, in accordance with the guidelines outlined above, to the Company Secretary's office, along with all relevant documents, at least one day prior to the meeting.

Voting guidelines at a general shareholders' meeting.

1. Voting for each agenda item will be conducted by counting votes from proxy ballots upon registration and/or from shareholder votes at the shareholders' meeting, with one vote per share. A shareholder or proxy may cast only one vote: in favor, against, or abstain; partial voting is not permitted.
2. In case of proxy voting.
 - 2.1 A proxy holder must cast their vote only as specified by the grantor in the proxy form. Any vote cast by a proxy that does not conform to the terms specified in the proxy form shall be deemed

2.2 invalid and shall not be considered a shareholder vote. The Company will cast votes only as specified by the grantor in the proxy form for the convenience of the proxy holder.

2.3 If the grantor has not specified their voting preference for a particular agenda item in the proxy form, or if the specification is unclear, or if the meeting considers or votes on a matter other than that specified in the proxy form, including cases where there are changes or additions to the facts, the proxy holder has the right to consider and vote on their behalf as they deem appropriate.

Election Agenda for Board Members

Regarding the agenda item for the election of directors as per the company's Articles of Association, Article 17 stipulates that the shareholders' meeting shall elect directors according to the following criteria and procedures:

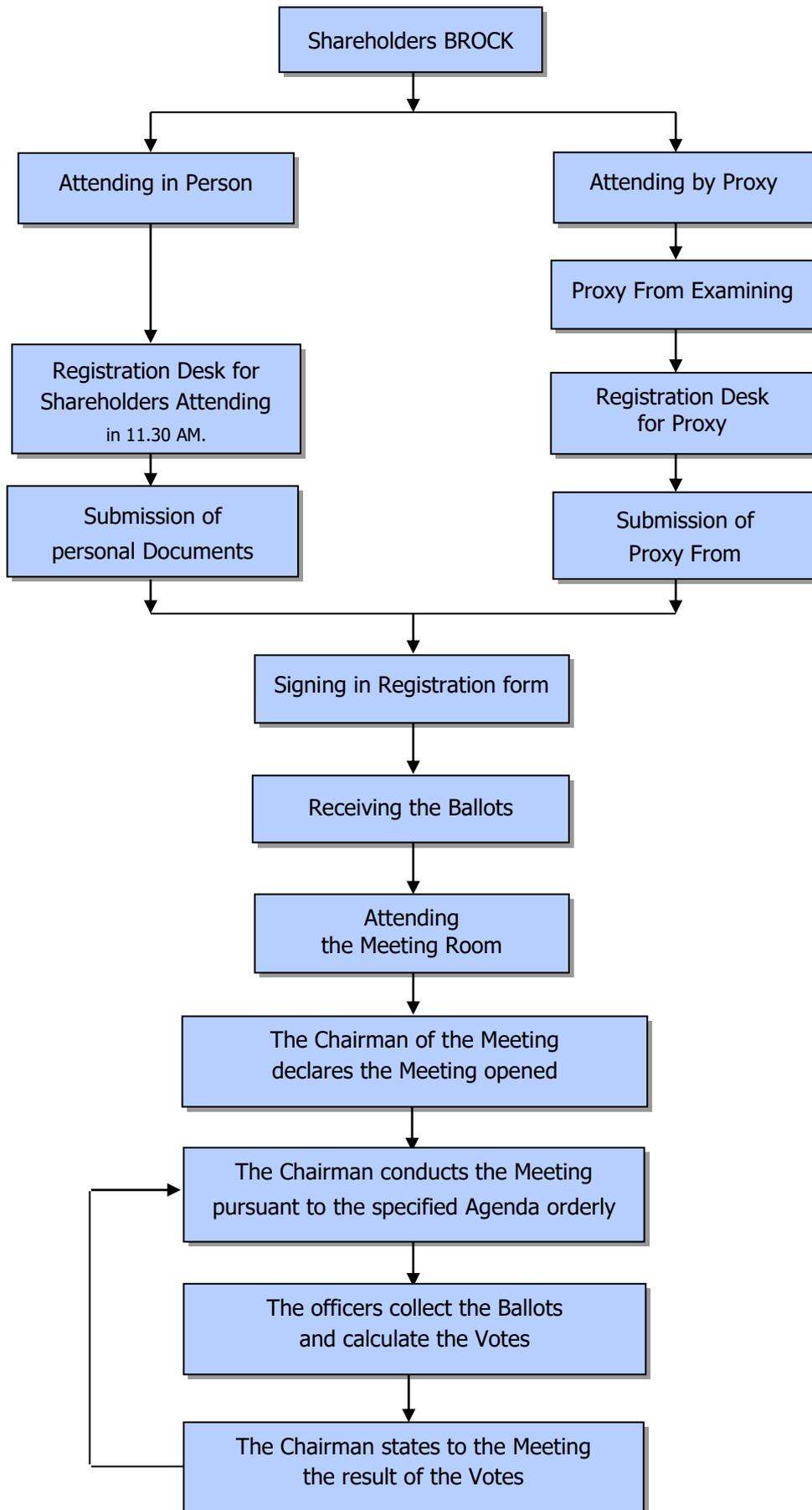
1. Each shareholder or proxy has voting rights equal to the number of shares they hold.
2. Each shareholder or proxy may use all of their available votes under Clause 1 to elect one or more individuals as directors. However, they may not use a method of dividing votes among multiple individuals for election.
3. The individuals who received the highest number of votes in descending order are elected as directors, in the quantity required or to be elected in that election. In the event that the individuals elected in the next position receive an equal number of votes exceeding the number of directors required. Alternatively, at that meeting, the chairman could be granted the deciding vote to ensure the company complies with the guidelines for evaluating the quality of a good shareholder meeting. Therefore, for agenda item 4, the consideration is to approve the election of directors to replace those whose terms have expired. The company will count all votes cast by shareholders attending the meeting, including those for, against, and abstentions.

Vote counting and notification of vote count.

The chairman or a company official will explain the voting process to the meeting participants before the agenda items begin. Company officials will count the votes for each agenda item from the votes cast in the proxy forms. And the results of the vote count will be reported to the meeting for each agenda item before its conclusion. However, the number of shareholders in each term may not be the same. This is because some shareholders may join the meeting additionally or leave the meeting system. The company has appointed an Inspector, an external legal advisor, to oversee and verify the vote counting at the shareholder meeting, ensuring that the meeting is transparent, in accordance with the law, and in compliance with the company's regulations.

Steps for Attending the Annual General Meeting of the Shareholders 2026

Baan Rock Garden Public Company Limited



Location Map of the Annual General Meeting of Shareholders Year 2026

Baan Rock Garden Public Company Limited

At The Ratchada Ballroom Room , Level 6 , SC Park Hotel , Bangkok

Address : 474, Soi Ramkhamhaeng 39 (Thepleela-1),
Plubpla, Wangthonglang, Bangkok 10310, Thailand

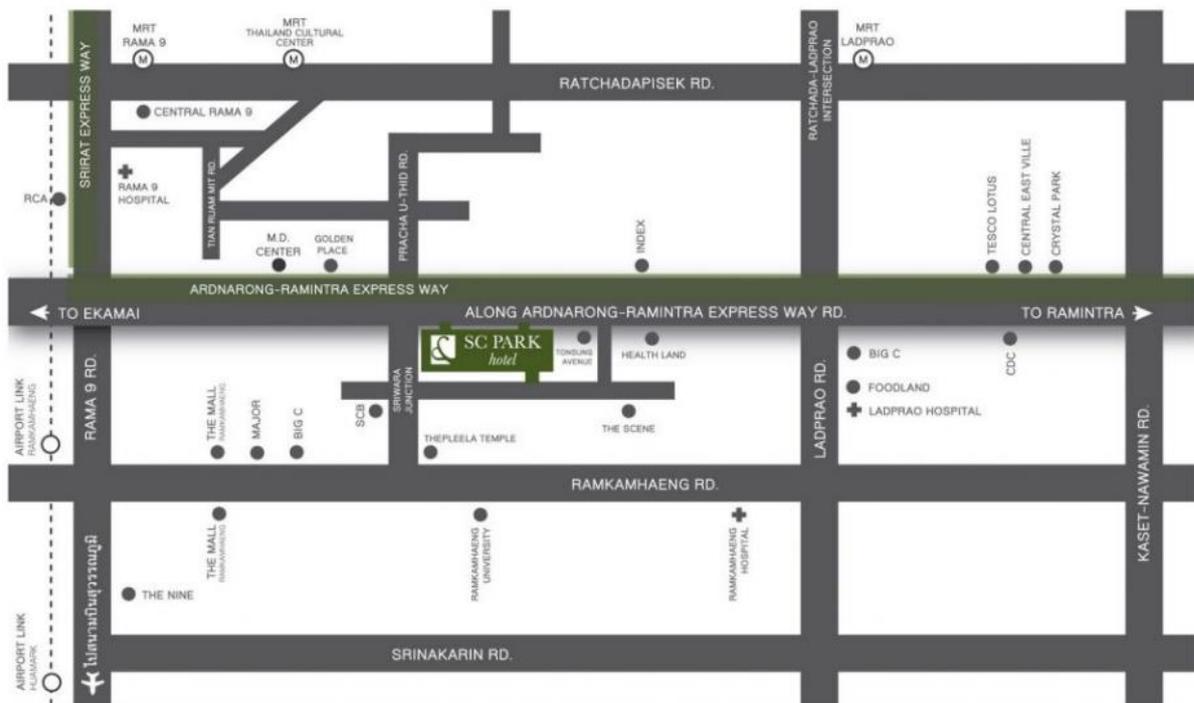
Tel : (662) 530-0565-79

Fax : (662) 539-2796

Website : <https://www.scparkhotel.com/>

Bus Station : 36 ถ. , 154

SC Park Hotel Bangkok Map



SC PARK HOTEL (โรงแรม เอสซี พาร์ค)

474 RAMKAMHAENG 39 RD., (SOI DHEPLEELA TEMPLE 1) WANGTHONGLANG BANGKOK 10310 T. 02-530-0560(-79) F. 02-539-2796 | WWW.SCPARKHOTEL.COM



BAAN ROCK GARDEN
PUBLIC COMPANY LIMITED

601 ซ. รามคำแหง 39 แขวงราชพฤกษ์
แขวงวังทองหลาง เขตวังทองหลาง
กรุงเทพมหานคร 10310
โทรศัพท์: 0-29347000 โทรสาร: 0-29347186



บ้านrockgarden
Quality of Life