

VERANDA RESORT
PUBLIC COMPANY LIMITED

ANNUAL GENERAL MEETING

2026



No. VRANDA.CS.007/2026

March 23, 2026

Re: Invitation to attend the 2026 Annual General Meeting of Shareholders
Attn.: Shareholders
Veranda Resort Public Company Limited

Attachments: Supporting Documents of the Agenda of the 2026 Annual General Meeting of Shareholders

1. Annual Registration Statement 2025 (Form 56-1 One Report), together with the Consolidated Financial Statements for the year ended December 31, 2025, QR Code format (*for Agenda Items 1 and 2*)
2. List and profiles of directors due to retire by rotation and nominated for reappointment for another term and definition of independent directors (*for Agenda Item 4*)
3. Profile of the Auditors (*for Agenda Item 6*)

Supporting Documents for the Meeting

4. Procedures for attending the Meeting via electronic meeting (e-AGM)
5. Proxy Forms
6. List and profiles of independent directors for appointment as proxies of shareholders
7. Acceptance letter for the invitation of the Meeting through electronic meeting (e-AGM)
8. Articles of Association of the Company in relation to the Shareholders' Meeting
9. Procedures for downloading the Annual Registration Statement 2025 (Form 56-1 One Report) via QR Code
10. Questions Form for the 2026 Annual General Meeting of Shareholders

Veranda Resort Public Company Limited (the "**Company**") hereby notifies that the Board of Directors of the Company has resolved to convene the 2025 Annual General Meeting of Shareholders to be held on Thursday, April 23, 2026, 10.00 a.m., through electronic meeting (e-AGM) in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other related laws and regulations, with the agenda of the Meeting as follows:

Agenda Item 1 **To consider and acknowledge the Company group's operating results for the year 2025**

Facts and Reasons:

In order to comply with Section 36 of the Company's Articles of Association, which requires an annual general meeting of shareholders to consider acknowledging the Board of Directors' report on the Company's activities over the past year, therefore, the Company has summarized its operating results and significant changes in the Company and its subsidiaries during the year 2025 in section 1 heading entitled Management Discussion & Analysis of the Annual Registration Statement 2025 (Form 56-1 One Report), as per the details in **Attachment 1**, which has been distributed to all shareholders in QR Code format together with the invitation letter for this Meeting.

Opinion of the Board:

The Board of Directors has considered the matter and deemed it appropriate to propose the 2026 Annual General Meeting of Shareholders to acknowledge the Company group's operating results for the year 2025.

Voting:

This agenda item is for acknowledgment and requires no resolution.

Agenda Item 2

To consider and approve the Consolidated Financial Statements for the year ended December 31, 2025

Facts and Reasons:

In order to comply with Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Articles 36 and 39 of the Company's Articles of Association, which require the Board of Directors to prepare the statement of financial position (balance sheet) and the income statement of the Company as at the end of the fiscal year, and propose the same to the annual general meeting of shareholders for consideration and approval, whereby the Board of Directors shall have an auditor complete an audit of such balance sheet and income statement before submission to the Shareholders' Meeting.

In this regard, the Audit Committee has considered and reviewed the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2025, which have been audited, signed and certified by Miss Vilaivan Pholprasert, Certified Public Accountant Registration No. 8420, from KPMG Phoomchai Audit Ltd., and deemed it appropriate to propose the same to the Board of Directors for

consideration and approval to further propose the same to the 2026 Annual General Meeting of Shareholders to consider approving the consolidated financial statements for the year ended December 31, 2025.

The Company's financial statements for the year ended December 31, 2025, are described in the section 3 heading entitled Financial Statements of the Annual Registration Statement 2025 (Form 56-1 One Report), as per the details in **Attachment 1**, which has been distributed to all shareholders in QR Code format together with the invitation letter for this Meeting. The consolidated financial statements for the year ended December 31, 2025, are summarized in essence as follows:

Description	Consolidated Financial Statements as of December 31,		
	2026 (THB)	2025 (THB)	Change % +/-
Total assets	5,770,154,179	5,614,758,321	2.77
Total liabilities	3,875,886,254	3,775,665,999	2.65
Shareholders' equity	1,894,267,925	1,839,092,322	3.00
Total revenues	1,577,180,767	1,536,771,526	2.63
Net profit	100,784,376	51,187,658	96.89
Earnings per share (THB/share)	0.32	0.16	100.00

Opinion of the Board:

The Board of Directors has considered the matter and agreed with the Audit Committee's proposal, and thus deemed it appropriate to propose the 2026 Annual General Meeting of Shareholders to consider approving the consolidated financial statements for the year ended December 31, 2025.

Voting:

The resolution of this agenda item requires the majority vote of the shareholders present at the Meeting and casting their votes, excluding any abstentions as the basis of the vote counting. If the votes are equal, the Chairman will cast one additional vote to decide.

Agenda Item 3

To consider and approve the allocation of profit as a legal reserve and the allocation of dividend payment for the operating results for the year 2025

Facts and Reasons:

In order to comply with Section 115 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Section 44 of the Company's Articles of Association, which require that the Company's dividend payment shall be made out of profit, and should the Company still sustain any accumulated loss, no dividend shall be declared. The declaration of dividend is subject to approval from the shareholders' meeting. Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Section 45 of the Company's Articles of Association, which require the Company to appropriate a part of the annual net profit as a reserve at not less than 5 percent of the annual net profit, less any accumulated loss brought forward (if any) until such reserve reaches not less than 10 percent of the registered capital.

As of December 31, 2025, the Company has a registered capital in the amount of THB 1,750,000,000 and net profit of THB 1,215,116 representing 0.07% of the Company's registered capital, which has not yet reached the level required by law. Therefore, in compliance with Section 116 of the Public Limited Companies Act. The Board of Directors has considered and deemed it appropriate to propose to the 2026 Annual General Meeting of Shareholders for consideration and approval of the allocation of profit as an additional legal reserve in the amount of THB 6,532,447.

In addition, the Company has a policy to pay dividends to the shareholders at the rate not less than 40 percent of the net profit according to the consolidated financial statements after the deduction of corporate income tax and all kinds of reserves as required by law and by the Company each year, whereby the Board of Directors will consider the declaration of dividend by primarily taking into account various factors in the best interests of the shareholders, e.g., economic situations, the Company's operating results and

financial position, cash flows, reserves for future investments, reserves for repayment of loans or as working capital in the Company, conditions and restrictions as specified in the loan agreements, provided that such dividend payment shall in no way materially affect the ordinary course of business operations of the Company, as the Board of Directors may consider appropriate or reasonable.

In 2025, the Company has a net profit from its operating results according to the consolidated statements for the year ended December 31, 2025, in the amount of THB 100,784,376. The Company deems it appropriate to propose the Shareholders' Meeting to consider approving an allocation of dividend payment from its operating results in the year 2025 at the rate of THB 0.185 per share to shareholders totaling 59,141,109 Baht or 58.68 percent of the net profit from the consolidated financial statements following the Company's dividend payment policies.

In this regard, the comparison of dividend payments in the past year is as follows:

Details of Dividend Payment	2024	2025 (Proposed Year)
1. Net profit per the Consolidated financial statements (THB)	51,187,658	100,784,376
2. Total dividend per share (THB: share)	0.125	0.185
3. Total dividend paid (THB)	39,960,209	59,141,109
4. Dividend rate per net profit (%)	78.07	58.68

Opinion of the Board:

The Board of Directors has considered the matter and deemed it appropriate to propose the 2026 Annual General Meeting of Shareholders to consider approving an allocation as a legal reserve amounted to THB 6,532,447 and the allocation of a dividend payment at the rate of THB 0.185 per share from the net profit of the operating results in 2025 amounted to THB 59,141,109.

Voting:

The resolution of this agenda item requires the majority vote of the shareholder present at the Meeting and casting their votes, excluding any abstentions as the basis of the vote counting. If the votes are equal, the Chairman will cast one additional vote to decide.

Agenda Item 4

Facts and Reasons:

To consider and approve the appointment of directors to replace those who retire by rotation

In order to comply with Section 71 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Section 17 of the Company's Articles of Association, which require that at every annual general meeting of shareholders, one-third (1/3) of all directors shall retire from the office. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) of the directors who are holding the longest term of office shall retire. Retiring directors are eligible for re-election.

At present, the Board of Directors is composed of 10 directors. At the 2026 Annual General Meeting of Shareholders, there are 4 directors due to retire by rotation as follows:

List of Directors	Position
1. Asst.Prof.Siriporn Maneepun	Member of Audit Committee / Independent Director / Chairman of Corporate Governance Committee
2. Mr. Pawatt Ongvasith	Vice Chairman of Board / Chairman of Executive Committee / Chief Executive Officer
3. Mr.Kittisak Sopchokchai	Director / Member of Corporate Sustainability and Risk Management Committee
4. Mr. Siriwat Vongjarukorn	Director / Member of Nomination and Remuneration Committee

In this regard, the Company has given the shareholders the opportunity to nominate qualified candidates to be considered and elected as directors during the period from October 30, 2025 – December 30, 2025

whereby the rules and procedures for such nomination have been posted on the Company's website, although no shareholders have nominated any candidates for consideration and election as directors.

In this respect, the Nomination and Remuneration Committee has considered selecting candidates eligible to be nominated as directors in place of those due to retire by rotation, taking into account knowledge, competency, experiences and expertise in line with the Company's business strategies, and deemed it appropriate to nominate those 4 directors due to retire by rotation to return to their office as directors and/or independent directors of the Company for another term. All such 4 directors neither hold any positions as directors or executives in other businesses which may give rise to a conflict of interest or in business competition with the Company.

The details regarding profiles, education backgrounds and work experiences of the directors due to retire by rotation and nominated to return to their office as directors for another term are described in **Attachment 2**, which has been distributed to all shareholders together with the invitation letter for this Meeting.

Moreover, the Nomination and Remuneration Committee is of the view that Asst.Prof.Siriporn Maneepun who is nominated for election as independent directors for another term, are fully qualified per the definition of independent directors of the Company, which has been specified equivalent to the Notification of the Capital Market Supervisory Board. The details of definition of independent directors are described in **Attachment 2**, which has been distributed to all shareholders together with the invitation letter for this Meeting.

Opinion of the Board:

The Board of Directors, excluding interested directors, has considered the matter and granted approval for the Nomination and Remuneration Committee's proposal and thus deemed it appropriate to propose the Shareholders' Meeting to consider approving the election of 1. Asst.Prof.Siriporn Maneepun 2. Mr. Pawatt Ongvasith 3. Mr.Kittisak Sopchokchai and 4. Mr. Siritwat Vongjarukorn to return to their office as directors for another term with a view that the 4 candidates have passed the recruitment process of the Nomination and Remuneration Committee and the Board of Directors to ensure that they are duly qualified for the Company's business operations, knowledgeable and competent with experiences and expertise in line with the Company's business strategies, and credentials, leadership, vision, and are capable of contributing sufficient time to the benefit of the Company's business operations, and are fully qualified without any prohibited characteristics under the applicable laws.

Besides, the Board of Directors has considered that Asst.Prof.Siriporn Maneepun is eligible to act as independent directors by the definition of independent directors of the Company, which has been specified equivalent to the Notification of the Capital Market Supervisory Board and capable of offering their opinions independently, in line with the applicable requirements and have been holding such positions as the Company's independent directors for a consecutive period not exceeding 9 years from the date of his initial appointment (including the term of office proposed for appointment on this occasion).

Voting:

The resolution of this agenda item requires the majority vote of the shareholders present at the Meeting and casting their votes, excluding any abstentions as the basis of the vote counting. If the votes are equal, the Chairman will cast one additional vote to decide.

Agenda Item 5

To consider and approve the remuneration of the Company's directors for the year 2026

Facts and Reasons:

In order to comply with Section 90 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Section 22 of the Company's Articles of Association, which require that the Company's directors shall be entitled to receive remuneration from the Company in the form of rewards, meeting allowances, fringe benefits, bonus or other benefits as the Shareholders' Meeting shall consider and pass its resolution with not less than two-thirds (2/3) of all votes of the shareholders present at the Meeting. Such remuneration for directors may be fixed or subject to specific criteria, and may be effective from time to time or indefinitely

until otherwise changed by resolution of the Shareholders' Meeting, and furthermore, the Company's directors are also entitled to allowances and benefits under the Company's regulations.

In this connection, the Nomination and Remuneration Committee has reviewed and determined the remunerations for the directors and subcommittee members for the year 2026 by taking into account the number of directors, the Company's operating results, business size, duties and responsibilities as well as their respective performances, and such remuneration is justifiable and comparable to those of other leading companies in the Stock Exchange of Thailand and in the same industry, and thus deemed it appropriate to propose the Board of Directors to consider proposing the Shareholders' Meeting to consider approving the determination of the remuneration for the directors and subcommittee members for the year 2026 in the amount not exceeding THB 3,500,000 compared to the remuneration for the year 2025 which was approved at an amount not exceeding THB 3,200,000, representing an increase of THB 300,000 and deemed it appropriate to propose to the 2026 Annual General Meeting of Shareholders to consider approving director fees of the year 2025 not exceeding THB 500,000 as an appreciation for the contributions of the Board of Directors.

However, should any director be the Company's staff member or employee, such director shall also be entitled to receive allowances and welfares as remuneration and benefits of staff or employees in accordance with the Company's regulations, provided that the remuneration received in such capacity as the Company's director shall not prejudice the directors' right to receive such remuneration and welfares in his/her capacity as the Company's staff member or employee.

The rate of remuneration for directors shall be as follows:

Monetary Remuneration

1. Annual Remuneration

Position		2025	2026 (Propose Year)
Annual Remuneration (THB / Year)			
The Board of Directors	Chairman	250,000	250,000
	Vice Chairman / Director	230,000	230,000
Audit Committee	Chairman	190,000	190,000
	Director	110,000	110,000
Executives Committee	Chairman	-None-	-None-
	Director	-None-	-None-
Meeting Allowance (THB) per attendance			
Corporate Sustainability and Risk Management Committee	Chairman	10,000	10,000
	Director	10,000	10,000

Position		2025	2026 (Propose Year)
Nomination & Remuneration Committee	Chairman	-None-	10,000
	Director	-None-	10,000
Corporate Governance Committee	Chairman	-None-	10,000
	Director	-None-	10,000
Total		3,120,000	not exceeding 3,500,000

2. Bonus and Extra Remuneration

The Board of Directors shall consider the justifications for these items, taking into account the net profit from the Company's operating results, its ability to pay, including business practices in the same industry.

In 2025, the Company deemed it appropriate to propose to the 2026 Annual General Meeting of Shareholders for consideration and approval of the director extra for the year 2025 in the amount of 500,000 THB, and authorize the Chief Executive Officer to allocate in accordance with the specified proportion from the date which the shareholders pass the resolution.

Non-Monetary Remuneration and Other Benefits

The Board of Directors shall consider the justifications for these items based on business practices in the same industry.

In 2025, the directors and executives received such benefits in accordance with the regulations on benefits for directors, executive directors and staff, as approved by the shareholders during the year 2025, whereby such benefits provided to the directors and executives in the form of meals and accommodations in the hotels of the Company and its subsidiaries amounted to approximately 0.5 THB million.

Comparing other benefits

Year	2023	2024	2025
Other Benefit (MB)	0.4	0.4	0.5

Opinion of the Board:

The Board of Directors has considered the matter and granted approval for the Nomination and Remuneration Committee's proposal, and thus deemed it appropriate to propose the Shareholders' Meeting to consider approving the remuneration for directors for the year 2026 in the amount not exceeding THB 3,500,000 and director extra for the year 2025 amounted to 500,000 THB based on the proposed reasons and details in all respects.

Voting:

The resolution of this agenda item requires not less than two-thirds (2/3) of all votes of the shareholders present at the Meeting, including any abstentions as the basis of the vote counting. If the votes are equal, the Chairman will cast one additional vote to decide.

Agenda Item 6

To consider and approve the appointment of auditors and fixing of the audit fees for the year ended 31 December 2026

Facts and Reasons:

In order to comply with Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Section 36 of the Company's Articles of Association, which require that the annual general meeting of shareholders shall consider appointing the auditor and fixing the audit fees every year, whereby the existing auditor may be reappointed. In addition, by virtue of the Notification of the Capital Market Supervisory Board No. Tor.Jor. 44/2556 Re: Rules, Conditions and Procedures for Disclosure of Information relating to Financial Status and Operating Results of Issuing Company (as amended), the listed company shall rotate its auditor in the event where any auditor has performed his/her duties on reviewing or auditing and expressed his/her opinion on the company's financial statements for 7 fiscal years, whether consecutively or not, whereby the company may appoint such auditor as its auditor only after the lapse of at least 5 consecutive fiscal years.

In this regard, the Audit Committee has considered the independence, qualifications, backgrounds, performance and efficiency in the audit by the auditor, taking into account the past performance, and is of the view that the KPMG Phoomchai Audit Ltd. has the knowledge and understanding of the Company Group's business operations at a reasonable rate of audit fees, and has thus deemed it appropriate to nominate KPMG Phoomchai Audit Ltd., as a certified public accountant approved by the Office of the Securities and Exchange Commission as the Company's auditor for the year 2026, per the list of the following auditors:

List of Auditors	CPA Registration No.	Financial Statements Certification History (Years)
1. Ms. Vilaivan Pholprasert	8420	5
2. Ms. Kanokorn Phooriphanyawanit	10512	-
3. Ms. Nartsasin Wattanapaisarn	10767	-
4. Ms. Sukanya Rodkroh	12089	-

Either auditor shall conduct the audit and express her opinion on the Company's financial statements for the year 2026.

Should the auditors per the above list not be able to perform the duties, KPMG Phoomchai Audit Ltd. shall be empowered to appoint another certified public accountant from KPMG Phoomchai Audit Ltd. to act as such instead.

The auditors per the above list are qualified and not contrary to the requirements of the Stock Exchange of Thailand or do not have any relationship or interest with the Company, its subsidiaries, executives, major shareholders or their concerned persons, and thus they are independent to conduct the audit and express the opinion on the Company's financial statements. The profiles and experiences of the respective auditors are described in **Attachment 3**, which has been distributed to all shareholders together with the invitation letter for this Meeting.

In addition, the Audit Committee has deemed it appropriate to fix the audit fees for the year 2026 for the Company and its subsidiaries (10 companies) in the amount of THB 4,200,000 per year, with the significant information in support of its consideration as follows:

Supporting Information	2025	2026 (Propose Year)
Audit Firm	KPMG Phoomchai Audit Ltd.	
Audit fees for the Company and its subsidiaries (Totaling 10 companies) (THB)	4,200,000	4,200,000

However, the audit fees exclude the non-audit fees as actually incurred (which includes out-of-pocket expenses as actually incurred). In the year 2025, non-audit fee is THB 217,282.

Opinion of the Board:

The Board of Directors has considered the matter and granted approval for the Audit Committee's proposal, and thus deemed it appropriate to propose the 2026 Annual General Meeting of Shareholders to consider granting approval for KPMG Phoomchai Audit Ltd. as the Company's audit firm and approving the appointment of (1) Miss Vilaivan Pholprasert, CPA Registration No. 8420 and/or (2) Miss Kanokorn Phooriyaphanyawanit, CPA Registration No. 10512 and/or (3) Miss Nartsasin Wattanapaisarn, CPA Registration No. 10767 and/or (4) Ms. Sukanya Rodkroh CPA Registration No. 12089 as the Company's auditor for the year 2026, with the audit fees in the amount of THB 4,200,000 per year and out-of-pocket expenses as actually incurred.

Furthermore, the auditors of the Company and its subsidiaries (10 companies) are from the same audit firm, namely KPMG Phoomchai Audit Ltd.

In this connection, the Board of Directors shall ensure that the Company prepares the financial statements in a timely manner in accordance with such period as prescribed by law.

Voting:

The resolution of this agenda item requires the majority vote of the shareholders present at the Meeting and casting their votes, excluding any abstentions as the basis of the vote counting. If the votes are equal, the Chairman will cast one additional vote to decide.

Agenda Item 7

To consider other matters (if any)

Information for Shareholders

1. The Company has scheduled Friday, March 13, 2026, as the record date to determine the list of shareholders entitled to attend the 2026 Annual General Meeting of Shareholders.

For this Meeting, the Company will hold the Meeting through the electronic meeting (e-AGM) in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020), Notification of the Ministry of Digital Economy and Society, re: Standards for Maintaining Security of Meetings via Electronic Means, B.E. 2563 (2020) and other related laws and regulations. Therefore, the Company requests cooperation from all the shareholders to consider to comply with the Procedures for attending the Meeting via electronic meeting (e-AGM) as per the details in **Attachment 4**.

In case that the shareholders are inconvenient to attend the Meeting through the electronic meeting (e-AGM), the shareholders may appoint one of the independent directors or any person able to attend the meeting and vote on behalf of the shareholders by choosing one of the applicable proxy forms provided by the Company to the shareholders as per the details in **Attachment 5** (Proxy Form A, Proxy Form B and Proxy Form C), provided that Proxy Form C applies to foreign shareholders who appoint their custodians in Thailand for depository and custody of their shares only) or download the Proxy Forms from the Company's website at <https://www.verandaresortir.com/en/generalmeeting>, although only one Proxy Form may be used. The profiles of the Company's independent directors in support of proxy appointment by the shareholders are described in **Attachment 6**.

Moreover, the Company has prepared the acceptance letter for the invitation of the Meeting through electronic meeting (e-AGM) is described in **Attachment 7**. The Company would highly appreciate it if the shareholders send the acceptance letter for the invitation of the Meeting through electronic meeting (e-AGM) and/or the Proxy Forms, together with supporting documents and evidence, to the Company (affixed with THB 20 duty stamp for the Proxy Forms) by **April 20, 2026** at the following address:

Email com-secretary@verandaresort.com

Post **Company Secretary**

Veranda Resort Public Company Limited
555 Rasa One Tower B Units 2701-2704, 27th Floor, Phahonyothin Road,
Chatuchak Subdistrict, Chatuchak District, Bangkok 10900

QR Code



<https://vranda.thekoble.com/agm/emeeting/index/1>

(Registration between 7 – 20 April 2026)

2. The Company has published the invitation letter for the 2026 Annual General Meeting of Shareholders, together with supporting documents, available for download from the Company's website as follows:

Thai version : <https://www.verandaresortir.com/generalmeeting>

English version : <https://www.verandaresortir.com/en/generalmeeting>

3. The Company shall conduct the Meeting in accordance with the Company's Articles of Association relating to the Shareholders' Meeting as per the details in **Attachment 8**.
4. The Company has prepared the Annual Registration Statement 2025 (Form 56-1 One Report) in QR Code format, which is available for download from the Notice of the Meeting (with QR Code) as per the details in **Attachment 1**. The shareholders may read the instructions to use QR Code to download the documents in **Attachment 9**.
5. The Company has given the shareholders the opportunity to propose matters to be included in the agenda of the Meeting and nominate candidates for election as directors ahead of time for the 2026 Annual General Meeting of Shareholders during the period from October 30, 2025 to December 30, 2025, through the electronic newsletter system of the Stock Exchange of Thailand and the Company's website. Upon the lapse of such period, no shareholders propose any matters to be included in the agenda of the Meeting or nominate any candidates for election as directors.
6. For the purpose of the 2026 Annual General Meeting of Shareholders, the shareholders may send their questions in advance regarding such matters in the agenda of this Meeting as per the form in **Attachment 10** through the following channels:

E-mail : com-secretary@verandaresort.com

Mail : Company Secretary
Veranda Resort Public Company Limited
555 Rasa One Tower B Units 2701-2704, 27th Floor, Phahonyothin Road,
Chatuchak Subdistrict, Chatuchak District, Bangkok 10900

All shareholders are hereby invited to attend the 2026 Annual General Meeting of Shareholders on the date and at the time and channel as indicated above.

Please be informed accordingly.

Sincerely yours,

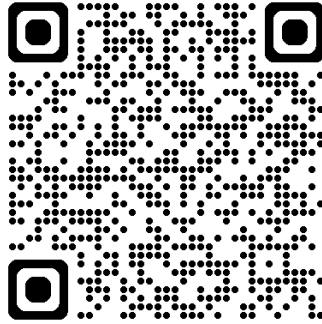
Veranda Resort Public Company Limited

-Signature-

(Mr. Chai Jroongthanapibarn)

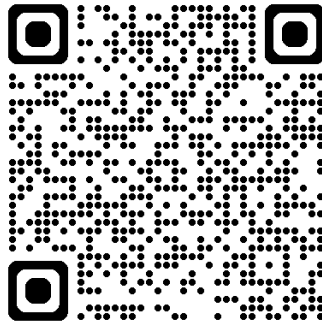
Chairman of the Board of Directors

QR Code สำหรับการดาวน์โหลด รายงานประจำปี 2568 (One Report)



รายงานประจำปี 2568
ฉบับภาษาไทย

QR Code For 2025 Annual Report (One Report)



2025 One Report
English Version

**Profiles of the nominated candidates for the election of Directors
in replacement of those to be retired by rotation**

1. Asst.Prof.Siriporn Maneepun

Name	:	Asst.Prof.Siriporn Maneepun
Nationality	:	Thai
Age	:	56 years
Type of director to be appointed	:	Member of Audit Committee / Independent Director / Chairman of Corporate Governance Committee
Shareholding	:	Owned shares: 0.00% of total issued shares
(As of 31 December 2025)		
Education	:	<ul style="list-style-type: none"> • Bachelor of Law, Chulalongkorn University • Master of Comparative Jurisprudence, Howard University, U.S.A. • Master of Laws, Temple University, U.S.A. • Barrister-at-Law, the Thai Bar under the Royal Patronage
Thai Institute of Directors Association (IOD) training programs and another institute	:	<ul style="list-style-type: none"> • Certificate of Thai Institute of Directors Association (IOD) in Director Accreditation Program (DAP), Class 27/2004 • Certificate of Thai Institute of Directors Association (IOD) in Special Event 1/2025: Elevating Boardroom Success with New Evaluation Services

Working experience:

2025 - Present	Chairman of Corporate Governance Committee of Veranda Resort Public Company Limited
2020 - Present	Audit Committee / Independent Director of Veranda Resort Public Company Limited

Position in subsidiaries: None

Position in other listed companies: None

Position in other non-listed companies or organizations: 8 companies

2021 – Present	Director of XET Co.,Ltd
2020 – Present	Director of Chumpon Bay Hills Co.,Ltd
2020 – Present	Director of Khao Khor Thani Co.,Ltd
2020 – Present	Director of Hin Rong Khla Thani Co.,Ltd
2020 – Present	Director of Phu Nam Fah Co.,Ltd
2010 – Present	Director of Suk Sri Wong Co.,Ltd
2010 – Present	Director of Dragon Tale Co.,Ltd
2010 – Present	Director of Nana Hotel Co.,Ltd

Duration of being a director of the Company : 5 years from the first appointment as director

Date of first appointment as director : May 13, 2020

Family Relationship among Directors and : None

Executives
Illegal record in the past 10 years : None

Other business that may cause a conflict of the : None

interest or business competitive to the Company
Attending the Board of Directors Meeting in 2025 : 4 / 4

Attending the Sub-Committee Meeting in 2025 : 3 / 4

Nomination Process

The nomination of directors to replace those who retire by rotation in 2026, the Company gives an opportunity for the minor shareholders to propose the name of qualified candidates for consideration and election as Director during the period of October 30, 2025 – December 30, 2025 and disclosed the criteria and procedures via the Company's website. However, no minority shareholders nominated a candidate for election as Director.

In nominating the person to hold the office of the Company's independent director, the Nomination and Remuneration Committee shall consider the independence of each independent director to ensure that the Company's independent directors are fully qualified in accordance with relevant rules and/or laws, and propose to the Board of Directors Meeting and/or the Shareholder Meeting for consideration and appointment to be the Company's independent director (as the case may be).

The Board of director has concurred with the recommendation of the Nomination and Remuneration Committee that Asst.Prof.Siriporn Maneepun has held the appropriate qualifications and does not possess disqualifying characteristics as specified by law on public limited companies, and does not possess characteristics indicating a lack of appropriateness in respect to trustworthiness in managing business with shares held by public shareholders as specified by law on securities and exchange including has fully qualified in accordance with the Company's definition of Independent Director which is specified pursuant to those defined by the Capital Market Supervisory Board, resulting to perform their duties and express opinion independently. Therefore, The Board of Directors agreed to propose that the 2026 Annual General Meeting of Shareholders to approve the re-election of Asst.Prof.Siriporn Maneepun to hold the office for another term.

2. Mr. Pawatt Ongvasith

Name	:	Mr. Pawatt Ongvasith
Nationality	:	Thai
Age	:	54 years
Type of director to be appointed	:	Vice Chairman of Board / Chairman of Executive Committee / Chief Executive Officer
Shareholding (As of 31 December 2025)	:	Owned shares: 26.57% of total issued shares
Education	:	<ul style="list-style-type: none"> Bachelor of Business Administration (Honours), Chulalongkorn University Master of Business Administration, Boston University, USA
Thai Institute of Directors Association (IOD) training programs and another institute	:	<ul style="list-style-type: none"> Certificate of Thai Institute of Directors Association (IOD) in Director Accreditation Program (DAP), Class 22/2004

Working experience:

2004 – Present	Vice Chairman of Board/ Chairman of Executive Committee /Chief Executive Officer/ Acting Vice President of Business and Property Development Department of Veranda Resort Public Company Limited
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Position in subsidiaries: 8 companies

2024 – Present	Director of Veranda Realty One Co.,Ltd.
2021 – Present	Director of VL Phuket Co.,Ltd
2019 – Present	Director of Veranda Planner Co.,Ltd
2015 – Present	Director of Veranda Cuisine Co.,Ltd
2015 – Present	Director of The Isa Resort Co.,Ltd
2013 – Present	Director of Veranda Beach Pattaya Co.,Ltd
2012 – Present	Director of Oak Tree Realty Co.,Ltd
2006 – Present	Director of Oak Tree Co.,Ltd

Position in other listed companies: 1 company

2003 – Present	Director of Major Cineplex Group PCL.
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Position in other non-listed companies or organizations: 7 companies

2018 – Present	Director of Hangiew Holding PTE. LTD.
2018 – Present	Director of Vivat Investment Limited

2016 – Present	Director of VBK Consultant Co.,Ltd
2012 – Present	Director of Ajis Thailand Co.,Ltd
2010 – Present	Director of BLP Holding Co.,Ltd
2005 – Present	Director of VC Land Co.,Ltd
2001 – Present	Director / Executive Director of Subvivat Construction Co.,Ltd

Duration of being a director of the Company	:	12 years from the first appointment as director
Date of first appointment as director	:	August 23, 2013
Family Relationship among Directors and Executives	:	Younger sibling of Mrs. Tosaporn Angsuwarangsi / Aunt of Mr.Varut Tantiphipop
Illegal record in the past 10 years	:	None
Other business that may cause a conflict of the interest or business competitive to the Company	:	None
Attending the Board of Directors Meeting in 2025	:	4 / 4
Attending the Sub-Committee Meeting in 2025	:	9 / 9

Nomination Process

The nomination of directors to replace those who retire by rotation in 2026, the Company gives an opportunity for the minor shareholders to propose the name of qualified candidates for consideration and election as Director during the period of October 30, 2025 – December 30, 2025 and disclosed the criteria and procedures via the Company's website. However, no minority shareholders nominated a candidate for election as Director.

In nominating the person to hold the office of the Company's independent director, the Nomination and Remuneration Committee shall consider the independence of each independent director to ensure that the Company's independent directors are fully qualified in accordance with relevant rules and/or laws, and propose to the Board of Directors Meeting and/or the Shareholder Meeting for consideration and appointment to be the Company's independent director (as the case may be).

The Board of director has concurred with the recommendation of the Nomination and Remuneration Committee that Mr. Pawatt Ongvasith has held the appropriate qualifications and does not possess disqualifying characteristics as specified by law on public limited companies, and does not possess characteristics indicating a lack of appropriateness in respect to trustworthiness in managing business with shares held by public shareholders as specified by law on securities and exchange including, and is knowledgeable, and has abilities and experiences in the business related to the Company's operations. Therefore, The Board of Directors agreed to propose that the 2026 Annual General Meeting of Shareholders to approve the re-election of Mr. Pawatt Ongvasith to hold the office for another term.

3. Mr.Kittisak Sopchokchai

Name	:	Mr.Kittisak Sopchokchai
Nationality	:	Thai
Age	:	71 years
Type of director to be appointed	:	Director / Member of Corporate Sustainability and Risk Management Committee
Shareholding	:	Owned shares: 2.47% of total issued shares
(As of 31 December 2025)		
Education	:	<ul style="list-style-type: none"> Bachelor of Economics, Thammasat University
Thai Institute of Directors Association (IOD) training programs and another institute	:	<ul style="list-style-type: none"> Certificate of Thai Institute of Directors Association (IOD) in Director Accreditation Program (DAP), Class 54/2006 Certificate of Thai Institute of Directors Association (IOD) in Special Event 1/2025: Elevating Boardroom Success with New Evaluation Services

Working experience:

2018 – Present	Director / Corporate Sustainability & Risk Management Committee
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Position in subsidiaries 2 companies

2011 – Present	Director of Oak Tree Realty Co.,Ltd
2008 – Present	Director of Veranda Oak Tree Co.,Ltd

Position in other listed companies: 1 company

2003 – Present	Director of Advance Information Technology PCL.
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Position in other non-listed companies or organizations: 10 companies

2016 – Present	Director of Tonkoon Development Co.,Ltd
2016 – Present	Director of Sureetriboon Development Co.,Ltd
2015 – Present	Director of Sureetriboon Holding Co.,Ltd
2010 – Present	Director of KSP Square Co.,Ltd
2008 – Present	Director of Digit Control Co.,Ltd
2006 – Present	Director of Vich Space Co.,Ltd
2006 – Present	Director of TOA Electronics (Thailand) Co.,Ltd
1996 – Present	Director of Audio Engineering Service Co.,Ltd
1983 – Present	Chairman of the Board Director of Vichai Trading (1983) Co.,Ltd
1985 – Present	Director of Sound System Co.,Ltd

Duration of being a director of the Company : 9 years from the first appointment as director

Date of first appointment as director : July 8, 2016

Family Relationship among Directors and : None

Executives

Illegal record in the past 10 years : None

Other business that may cause a conflict of the : None

interest or business competitive to the Company

Attending the Board of Directors Meeting in 2025 : 3 / 4

Attending the Sub-Committee Meeting in 2025 : 4 / 4

Nomination Process

The nomination of directors to replace those who retire by rotation in 2026, the Company gives an opportunity for the minor shareholders to propose the name of qualified candidates for consideration and election as Director during the period of October 30, 2025 – December 30, 2025 and disclosed the criteria and procedures via the Company's website. However, no minority shareholders nominated a candidate for election as Director.

In nominating the person to hold the office of the Company's independent director, the Nomination and Remuneration Committee shall consider the independence of each independent director to ensure that the Company's independent directors are fully qualified in accordance with relevant rules and/or laws, and propose to the Board of Directors Meeting and/or the Shareholder Meeting for consideration and appointment to be the Company's independent director (as the case may be).

The Board of director has concurred with the recommendation of the Nomination and Remuneration Committee that Mr.Kittisak Sopchokchai has held the appropriate qualifications and does not possess disqualifying characteristics as specified by law on public limited companies, and does not possess characteristics indicating a lack of appropriateness in respect to trustworthiness in managing business with shares held by public shareholders as specified by law on securities and exchange including, and is knowledgeable, and has abilities and experiences in the business related to the Company's operations. Therefore, The Board of Directors agreed to propose that the 2026 Annual General Meeting of Shareholders to approve the re-election of Mr.Kittisak Sopchokchai to hold the office for another term.

4. Mr. Siritwat Vongjarukorn

Name : Mr. Siritwat Vongjarukorn

Nationality : Thai

Age : 57 years

Type of director to be appointed : Director / Member of Nomination and Remuneration Committee

Shareholding : Owned shares: 1.07% of total issued shares

(As of 31 December 2025)

- Education** :
- Bachelor of Engineering, Chulalongkorn University
 - Honorary Doctorate Degree of Science in Information Technology, Sripatum University
- Thai Institute of Directors Association (IOD) training programs and another institute** :
- Certificate of Thai Institute of Directors Association (IOD) in Director Accreditation Program (DAP), Class 9/2004
 - Certificate of Thai Institute of Directors Association (IOD) in Director Certification Program (DCP), Class 42/2004

Working experience:

2017 – Present Director / Nomination and Remuneration Committee of Veranda Resort Public Company Limited

Position in subsidiaries: None

Position in other listed companies: 2 companies

2013 – Present Director of Matchon PCL.

2003 – Present Director / Chairman of Executives of MFEC PCL.

Position in other non-listed companies or organizations: 11 companies

2023 – Present Director of Banpong Tapioca Flour Industrial Co., Ltd.

2023 – Present Director of InnovestX Securities Co.,Ltd.

2022 – Present Director of Thailand Development Research Institute (TDRI)

2022 – Present Director of Advance Intelligence Modernity Co.,Ltd.

2021 – Present Director of Omega Grid Co.,Ltd

2021 – Present Director of Venture Lab Co.,Ltd

2020 – Present Director of I2 Enterprise Co.,Ltd

2017 – Present Director of Angstrom Solutions Co.,Ltd

2013 – Present Director of Prompt Now Co.,Ltd

2011 – Present Director of M.I.S. Outsourcing Co.,Ltd

2005 – Present Director of Pra In FinTech Co.,Ltd

Duration of being a director of the Company : 8 years from the first appointment as director

Date of first appointment as director : February 22, 2017

Family Relationship among Directors and Executives : None

Illegal record in the past 10 years : None

Other business that may cause a conflict of the : None

interest or business competitive to the Company

Attending the Board of Directors Meeting in 2025 : 3 / 4

Attending the Sub-Committee Meeting in 2025 : 2 / 3

Nomination Process

The nomination of directors to replace those who retire by rotation in 2026, the Company gives an opportunity for the minor shareholders to propose the name of qualified candidates for consideration and election as Director during the period of October 30, 2025 – December 30, 2025 and disclosed the criteria and procedures via the Company's website. However, no minority shareholders nominated a candidate for election as Director.

In nominating the person to hold the office of the Company's independent director, the Nomination and Remuneration Committee shall consider the independence of each independent director to ensure that the Company's independent directors are fully qualified in accordance with relevant rules and/or laws, and propose to the Board of Directors Meeting and/or the Shareholder Meeting for consideration and appointment to be the Company's independent director (as the case may be).

The Board of director has concurred with the recommendation of the Nomination and Remuneration Committee that Mr. Siriwat Vongjarukorn has held the; appropriate qualifications and does not possess disqualifying characteristics as specified by law on public limited companies, and does not possess characteristics indicating a lack of appropriateness in respect to trustworthiness in managing business with shares held by public shareholders as specified by law on securities and exchange including, and is knowledgeable, and has abilities and experiences in the business related to the Company's operations. Therefore, The Board of Directors agreed to propose that the 2026 Annual General Meeting of Shareholders to approve the re-election of Mr. Siriwat Vongjarukorn to hold the office for another term.

Definition of independent directors

1. holding shares not exceeding 1 (one) percent of the total number of shares with voting rights of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director;
2. neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than 2 (two) years. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the company;
3. not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, directors, executive, major shareholder, controlling person, or person to be nominated as directors, executive or controlling person of the company or its subsidiary company;
4. neither having nor used to have a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 (two) years.

The term 'business relationship' under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or his counterparty being subject to indebtedness payable to the other party in the amount of 3 (three) percent or more of the net tangible assets of the Company or Baht 20,000,000 (twenty million) or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of related party transaction under the Notification of the Capital Market Supervisory Board governing rules on related party transaction mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurred during the period of 1 (one) year prior to the date on which the business relationship with the person commences;

5. neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 (two) years;
6. neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding Baht 2,000,000 (two million) per year from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 (two) years;
7. not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder;
8. not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 (one) percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company;
9. not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

Profile of the Auditors

1. Ms. Vilaivan Pholprasert

Name : Ms. Vilaivan Pholprasert
Certified Public Accountant No. : 8420
Audit Firm : KPMG Phoomchai Audit Ltd.
Position : Partner, Audit
Education : Bachelor's Degree in Accounting, Kasetsart University
Qualifications :

- Thailand SEC licenser
- Certified Public Accountant (Thailand)
- Member, the Federations of Accounting Professions
- Experience as a special speaker at the Federation of Accounting Professional of Thailand (TFAC)



Number of years certified the Company's financial statements : 5 years

Working experiences:

Ms. Vilaivan Pholprasert has 20 years of audit experience providing services for clients in both local and international companies across a wide range of industries in accordance with various accounting frameworks, including Thai GAAP and IFRS. She was international assignee under the exchange program, covering industrial, healthcare, government and trading sector, at KPMG USA during 2011-2012.

Other interests (besides of audit service) to the Company, its subsidiaries, executives, major shareholder, or related parties of such person, may affect the ability of the external auditors to perform independently: -None-

2. Ms. Kanokorn Phooriphanyawanit

Name : Ms. Kanokorn Phooriphanyawanit
Certified Public Accountant No. : 10512
Audit Firm : KPMG Phoomchai Audit Ltd.
Position : Partner, Auditor
Education :

- Master of Business Administration, Thammasat University
- Bachelor of Accounting, Thammasat University

Qualifications :

- Thailand SEC licenser
- Certified Public Accountant (Thailand)
- Member, the Federations of Accounting Professions



Number of years certified the Company's financial statements : -None-

Working experiences:

Khun Kanokorn is the Audit Partner of KPMG Thailand, with 20 years of audit work experience. She has provided professional audit services to several large multinational groups in accordance with Thai GAAP and IFRS. She has audit experience in various industries covering multinational and listed companies including Consumer and Beverage Products, Real Estate and Hospitality.

Other interests (besides of audit service) to the Company, its subsidiaries, executives, major shareholder, or related parties of such person, may affect the ability of the external auditors to perform independently: -None-

3. Ms. Nadsasin Wattanapaisal

Name : Ms. Nadsasin Wattanapaisal
Certified Public Accountant No. : 10767
Audit Firm : KPMG Phoomchai Audit Ltd.
Position : Partner, Audit



Education :

- Master of Managerial Accounting, Chulalongkorn University
- Bachelor of Accounting, Chulalongkorn University

Qualifications :

- Thailand SEC licensor
- Certified Public Accountant (Thailand)
- Member, the Federations of Accounting Professions
- ASEAN Chartered Professional Accountant
- Intermediate Certificate Course of Young Leadership in Democratic Governance

Number of years certified the Company's financial statements : -None-

Working experiences:

Khun Nadsasin is the Audit Partner of KPMG Thailand, with 20 years of audit work experience. She has provided professional audit services to several large multinational groups in accordance with Thai GAAP and IFRS. She has audit experience in various industries covering multinational and listed companies including Consumer and Beverage Products, Real Estate and Hospitality.

Other interests (besides of audit service) to the Company, its subsidiaries, executives, major shareholder, or related parties of such person, may affect the ability of the external auditors to perform independently: -None-

4. Ms. Sukanya Rodkroh

Name : Ms. Sukanya Rodkroh
Certified Public Accountant No. : 12089
Audit Firm : KPMG Phoomchai Audit Ltd.
Position : Director, Auditor



Education :

- Bachelor's Degree in Accounting, Burapha Business School

Qualifications :

- Thailand SEC licensor
- Certified Public Accountant (Thailand)
- Member, the Federations of Accounting Professions

Number of years certified the Company's financial statements : -None-

Working experiences:

Khun Sukanya is the Audit Director of KPMG Thailand, with 18 years of audit work experience. She has provided professional audit services to several large multinational groups in accordance with Thai GAAP and IFRS. She has audit experience in various industries covering multinational, IPO and listed companies including Consumer and Beverage Products, Real Estate and manufacture.

Khun Sukanya is a Certified Public Accountant providing audit services to groups of companies listed on the Stock Exchange of Thailand, as well as other groups operating both domestically and internationally. She has extensive experience of auditing a wide range of industries. Additionally, she serves as an auditor for companies engaged in international business that are required to prepare their financial statements in accordance with International Financial Reporting Standards (IFRS).

Other interests (besides of audit service) to the Company, its subsidiaries, executives, major shareholder, or related parties of such person, may affect the ability of the external auditors to perform independently: -None-

Procedures for attending the Meeting via electronic meeting (e-AGM)

Requesting to attend the Meeting via electronic meeting(e-AGM)

Shareholders or proxies who wish to attend the Meeting must submit documents as specified below to the Company by **April 20, 2026**. Once the Company has verified the list of shareholders according to the information on the record date which determine the list of shareholders entitled to attend the 2026 Annual General Meeting of Shareholders, the electronic meeting service provider will send a link to attend the Meeting and the user instructions to the email addresses that have been provided to the Company. The link will be sent 2 days in advance of the Meeting date.

Shareholders wishing to attend the Meeting via electronic meeting must inform their intention to attend the Meeting and provide documents to attend the Meeting as listed below and deliver such documents to the Company by one of the following channels:

- (a) Submit your request to attend the Meeting by sending information via email.
Email: Com-secretary@verandaresort.com
- (b) Submit your request to attend the Meeting by sending information via postal mail.

Company Secretary

Veranda Resort Public Company Limited
555 Rasa One Tower B Units 2701-2704, 27th Floor, Phahonyothin Road,
Chatuchak Subdistrict, Chatuchak District, Bangkok 10900

- (c) Submit your request to attend the Meeting by QR Code



<https://vranda.thekoble.com/agm/emeeting/index/1>

(Registration between 7 – 20 April 2026)

List of Documents required to request to attend the Meeting via electronic meeting(e-AGM)

In case a shareholder wants to notify his / her intention to attend the meeting via electronic means (e-AGM) by sending information via E-Mail or Post

1. Acceptance letter for the invitation of the Meeting through electronic meeting (e-AGM) as specified in **Attachment 7** which has been attached together with the invitation letter for this Meeting in which all information has been filled in and signed by the shareholder.
2. The following documents confirming the right to attend the Meeting through electronic meeting (e-AGM)
 - 2.1 **Individual**
 - 2.1.1 In the case that the shareholder is attending the Meeting in person
Valid identification card, government ID card, driving license, or passport (in the case of a foreigner), including evidence showing any change of name and surname (if any).
 - 2.1.2 In the case that the shareholder appoints a proxy
 - (1) Any Proxy Form (either Form A or Form B) in which all information has been filled in and signed by the grantor and the proxy with the stamp duty affixed;
 - (2) Copy of valid identification card (as specified in clause 2.1.1) of the grantor, certified as true and correct copy by the grantor;

- (3) Copy of valid identification card (as specified in clause 2.1.1) of the proxy, certified as true and correct copy by the proxy.

2.2 **Juristic Person**

2.2.1 In the case that the authorized representative of the shareholder attends the meeting in person.

- (1) Copy of the affidavit of the shareholder from the Ministry of Commerce, certified as true and correct copy by the authorized representative, with the statement showing that such authorized representative who attends the meeting is authorized to act on behalf of such juristic shareholder and affix the company's seal (if any);
- (2) Copy of valid identification card (as specified in clause 2.1.1) of the authorized representative, certified as true and correct copy by such authorized representative.

2.2.2 In the case that the shareholder appoints a proxy to attend the meeting. The proxy is required to present the following documents:

- (1) Any Proxy Form (either Form A or Form B) in which all information has been filled in and signed by the authorized representative (grantor) and the proxy, with the stamp duty affixed;
- (2) Copy of the affidavit of the shareholder (as specified in clause 2.2.1 (1)), certified as true and correct copy by the authorized representative and affix the company's seal (if any);
- (3) Copy of valid identification card (as specified in clause 2.1.1) of the authorized representative, certified as true and correct copy by such authorized representative.
- (4) Copy of valid identification card (as specified in clause 2.1.1) of the proxy, certified as true and correct copy by the proxy.

3. **In the case that the shareholder, who is a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper**

3.1 Documents from the custodian

- 3.1.1 Proxy Form C, in which all information has been filled in and signed by the authorized representative of the custodian, who is the grantor and the proxy, with the stamp duty affixed;
- 3.1.2 Document confirming that the person who has signed the proxy form is permitted to operate the custodian's business;
- 3.1.3 Copy of the affidavit of the custodian (as specified in clause 2.2.1 (1)), certified as true and correct copy by the authorized representative of the custodian, who signs the proxy form as the grantor; and
- 3.1.4 Copy of valid identification card (as specified in clause 2.1.1) of the authorized representative of the custodian, certified as true and correct copy by the representative.

3.2 Documents from the shareholder who is a foreign investor

- 3.2.1 Power of attorney from the shareholder appointing the custodian to sign the proxy form on his/her behalf;
- 3.2.2 Copy of documents as specified in clause 2.1.1 (Individual) or clause 2.2.1 (1) (Juristic Persons), certified as true and correct copy by shareholders or the authorized representative; and

3.3 Documents from the proxy

Copy of valid identification card (as specified in clause 2.1.1) of the proxy, certified as true and correct copy by the proxy.

In the case that the documents or evidence mentioned above are not in Thai language. Shareholders must provide an English translation of the documents which certified as true and correct translation by shareholders or the authorized representative

In case a shareholder wants to notify his / her intention to attend the meeting via electronic means (E-AGM) by QR Code

1. Fill in the shareholders' information
 - Securities holder account number
 - Name (Do not specify a prefix) If the shareholder is a juristic person do not fill in this field
 - Last name (In case the shareholder is a juristic person please fill in the name of the juristic person in the last name field)
 - Number of ID card
 - Attach file a company certificate (in case a shareholder is a juristic person)
 - Choose to accept the terms and conditions and consent to access to personal information
 - Press "Confirm"

2. Please check the names of shareholders and the number of shares. If correct, please fill in shareholder information
 - Name-Last name (In English)
 - Email for the Link to attend the meeting
 - Phone number
 - Choose types of attending the meeting
 - (1) Attend the meeting in person via E-AGM
 - (2) Give a proxy to the general public to attend the meeting via E-AGM
 - (3) Assign proxies to independent directors
 - Press "Next"

3. **In case the shareholders attend the meeting by themselves**
 - Request to record the shareholder photo
Press accepts on the website to access the camera, press accept to (Allow)
 - Please take a picture of a full ID card.
Press "Take Photo"
Press "Record"
In case need to retake the photo again please press the button "Try again"
 - Take a picture of the shareholder holding the ID card. (As an example, image shown)
Press "Take photo"
Press "Record"
 - In case need to retake again please press the button "Try again"
Press "Next"
The system will show a message "The information has been received successfully", please recheck your name, last name and number of shares.
Press "Complete"

4. **In case of granting proxies to any individuals to attend the Meeting via e-AGM**
 - Record the details of the shareholders (as if the shareholder attends the meeting by himself);
 - Record the details of the proxies and the attachments;
 - (1) Name-last name of the proxy (Thai);
 - (2) Name-last name of the proxy (English);
 - (3) Attach the file of the copy of identification documents of the proxy; and
 - (4) Attach the file of the proxy form indicating the details and the signature
 - Press "Next";
 - The system will show "Information received". Please recheck name, last name and the number of share(s); and
 - Press "Complete".

5. **In case of granting proxy to the Independent Director**

- Record the details of the shareholders (as if the shareholder attends the meeting by himself);
- Attach the file of the proxy form indicating the details and the signature;
- Press “Next”;
- The system will show “Information received”. Please recheck name, last name and the number of share(s); and
- Press “Complete”.



Remarks: The system receiving the application to attend the Meeting will activate from **7-20 April 2026** (The system will not activate on Saturday, Sunday and Public Holiday).

In the event that the document or evidence mentioned above is not either in Thai or English, such shareholder must present the translation of such document in English which has been certified true translation by the shareholders or the authorized person of such juristic person (in case of the juristic person)

Electronic Meeting Attendance (e-AGM)

1. Once the shareholders or proxies have informed the Company of their intention to attend the Meeting and have been fully verified, they will receive a link for attending the Meeting, and user instructions via email from the electronic meeting service provider 2 days in advance of the Meeting date. Please read the user instructions in detail. If you haven't received the email by **April 21, 2026**, please contact the Company immediately
2. The Meeting attendance and voting via electronic means can be conducted using computers/ notebooks/ tablets and mobile phones via Chrome Web Browser with 4G internet speed or standard home internet.

Note: In the case of attending the Meeting via tablet or mobile phone, Zoom Cloud Meeting program must be installed before attending the Meeting, which can be downloaded using the following QR codes/links:

iOS System	Android System
	
https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307	https://play.google.com/store/apps/details?id=us.zoom.video-meetings

3. The system will be able to be accessed to attend the Meetings 60 minutes prior to the start of the Meeting. However, the live broadcast will only start at the scheduled time of the Meeting.
4. To log in, the attendees must use the shareholder's registration number and the shareholder's ID card number.
5. Voting through the e-Voting system, you will be able to vote for each agenda item only by voting to approve, disapprove, or abstain. In the case that you do not select any of these 3 options, the system will automatically deem that you have decided to vote for approve.
6. In case that the attendees have any problems in using the system, you can contact OJ International Co., Ltd. at the phone number specified in the email that contains the user instructions.

***** This Meeting will be an electronic meeting only and will not be held in a conventional meeting venue;**

therefore, shareholders are requested not to come to the Company's Headquarters. ***

Proxies

The Department of Business Development, the Ministry of Commerce issued an announcement Re: Prescription of a Proxy Form (No. 5) B.E. 2550; the Company, therefore, has prepared Proxy Form B (Specific Voting Appointment) as shown in **Attachment 5** for shareholders who cannot attend the Meeting. Another person or any independent director may be appointed as proxy.

- Proxy Form A is a general format that is simple and uncomplicated;
- Proxy Form B is an explicit form that sets out specific information of authorization; and
- Proxy Form C is a form to be used specifically by shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository.

In the event that a shareholder requires more Proxy Forms, these can be downloaded from the Company's website at www.verandaresortir.com

Shareholder who are unable to attend the Meeting may appoint a person as their proxy according to the following procedures:

- 1) Complete only one of above Proxy Forms as follows:
 - 1.1 General Shareholder shall select one of either Form A or Form B.
 - 1.2 Shareholders listed in the share register book as Foreign Investors (who have appointed a custodian in Thailand to supervise their shares) shall use Forms C only.
- 2) Authorize only one person of your choice, or an Independent Director to attend and vote at the Meeting on your behalf by specifying the full name and details of the person to be your proxy. Allocation of different shares to several different proxies to vote in the Meeting is not allowed. A shareholder must authorize only one proxy to cast the votes for all the shares held by it. Authorization of the votes of less than the total number of shares held is not allowed, except for in the case of a custodian appointed by the Foreign Investor in accordance with Proxy Form C.
- 3) Affix Baht 20 stamp duty and specify the date of the Proxy Form across such stamp duty.

In order to facilitate the examination of documents, each shareholder must send the relevant proxy form and evidence documents to the Company by **April 20, 2026**

- Email: Com-secretary@verandaresort.com
- Postal mail: Company Secretary
Veranda Resort Public Company Limited
555 Rasa One Tower B Units 2701-2704, 27th Floor, Phahonyothin Road,
Chatuchak Subdistrict, Chatuchak District, Bangkok 10900

Submitting questions related to the agenda items of the 2026 Annual General Meeting of Shareholders:

The shareholders can submit questions related to the agenda items of the 2026 Annual General Meeting of Shareholders by the following channel:

1. Send questions in advance of the Meeting Date through the following channels:
 - Email: Com-secretary@verandaresort.com
 - Postal mail: Company Secretary
Veranda Resort Public Company Limited
555 Rasa One Tower B Units 2701-2704, 27th Floor, Phahonyothin Road,
Chatuchak Subdistrict, Chatuchak District, Bangkok 10900
2. Submit questions during the Meeting. The attendee must specify his/her first and last name and state whether he/she is a shareholder attending the Meeting in person or by proxy prior to submitting the question. The Company shall open the following channels for sending questions during the meeting:

- Chat channel for text messages;
- An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to ask the question and/or share the opinions. Please turn off the microphone every time after the conversation is complete. (For more details, please refer to the user instructions sent to the attendees' emails).

In this regard, if shareholders have questions about the Meeting, they can contact the following Company's staff:

1. Regarding submitting documents confirming identity to attend the Meeting via electronic (e-AGM), please contact the Company Secretary for further information via the Company's contact channels as detailed above in clause 1.
2. Regarding the process for attending the Meeting and voting electronically (e-AGM), in the case that identity verification has been completed, please contact OJ International Co., Ltd. at the phone number specified in the email that was sent to you containing the user instructions.

ติดอากรแสตมป์
20 บาท
Duty Stamp
Baht 20

แบบหนังสือมอบฉันทะ

PROXY FORMS

หนังสือมอบฉันทะแบบ ก.
(แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

PROXY FORM A

(General and Simple Form)

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ อยู่บ้านเลขที่
I/We Nationality residing at No.
ถนน ตำบล/แขวง อำเภอ/เขต
Road Tambon/Sub-district Amphoe/District
จังหวัด รหัสไปรษณีย์
Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท วีรันดา รีสอร์ท จำกัด (มหาชน)
As a shareholder of Veranda Resort Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และ ออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
Holding a total number of shares and a total of votes votes, as follows

หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
Ordinary shares shares, the number of votes votes

หุ้นบริวารสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
Preferred shares shares, the number of votes votes

(3) ขอมอบฉันทะให้
Hereby appoint:

(1) อายุ ปี อยู่บ้านเลขที่
Age years, residing at

ถนน ตำบล/แขวง อำเภอ/เขต
Road Tambon/Sub-district Amphoe/District
จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code ; or

(2) อายุ ปี อยู่บ้านเลขที่
Age years, residing at

ถนน ตำบล/แขวง อำเภอ/เขต
Road Tambon/Sub-district Amphoe/District
จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code ; or

(3).....อายุ.....ปี อยู่บ้านเลขที่.....
Age years, residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambon/Sub-district Amphoe/District

จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code ; or

(4) นายชัย จรุงธนาภิบาล ตำแหน่งกรรมการอิสระ อายุ 71 ปี อยู่บ้านเลขที่ 555 ชั้น 27 อาคารรสา วัน ทาวเวอร์บี ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร 10900 หรือ

Mr. Chai Jroongtanapibarn, Independent Director, Age 71 years, Residing at No. 555 Rasa One Tower B, 27th Floor, Phaholyothin Road. Chatuchak Sub-District, Chatuchak District, Bangkok 10900 or

(5) นายไพบูลย์ คุจารีวิช ตำแหน่งกรรมการอิสระ อายุ 69 ปี อยู่บ้านเลขที่ 555 ชั้น 27 อาคารรสา วัน ทาวเวอร์บี ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร 10900 หรือ

Mr. Paiboon Kujareevanich, Independent Director, Age 69 years, Residing at No. 555 Rasa One Tower B, 27th Floor, Phaholyothin Road. Chatuchak Sub-District, Chatuchak District, Bangkok 10900 or

(6) นายไตรรักษ์ เต็งไตรรัตน์ ตำแหน่งกรรมการอิสระ อายุ 57 ปี อยู่บ้านเลขที่ 555 ชั้น 27 อาคารรสา วัน ทาวเวอร์บี ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร 10900

Mr. Trairak Tengtrirat, Independent Director, Age 57 years, Residing at No. 555 Rasa One Tower B, 27th Floor, Phaholyothin Road. Chatuchak Sub-District, Chatuchak District, Bangkok 10900

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ของบริษัท วีริ ندا รีสอร์ท จำกัด (มหาชน) ในวันพฤหัสบดีที่ 23 เมษายน 2569 เวลา 10.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ภายใต้พระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎเกณฑ์อื่นที่เกี่ยวข้องหรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the 2026 Annual General Meeting of Shareholders of Veranda Resort Public Company Limited to be held on Thursday, April 23, 2026, 10.00 a.m. through electronic meeting (e-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020), and other related laws and regulations, or at any adjournment thereof to any other date, time and place.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act(s) undertaken by the proxy at such meeting shall be deemed as my/our own act(s) in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
()

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
()

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
()

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ / Note:

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies to vote separately.

ติดอากรแสตมป์
20 บาท
Duty Stamp
Baht 20

หนังสือมอบฉันทะ แบบ ข.
(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะอย่างละเอียดชัดเจนตายตัว)

PROXY FORM B

(Form with fixed and specific details for authorizing proxy)

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ อยู่บ้านเลขที่
I/We Nationality residing at No.
ถนน ตำบล/แขวง อำเภอ/เขต
Road Tambon/Sub-district Amphoe/District
จังหวัด รหัสไปรษณีย์
Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท วีริ้นดา รีสอร์ท จำกัด (มหาชน)
As a shareholder of Veranda Resort Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และ ออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
Holding a total number of shares and a total of votes votes, as follows

หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
Ordinary shares shares, the number of votes votes

หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
Preferred shares shares, the number of votes votes

(3) ขอมอบฉันทะให้
Hereby appoint:

(1) อายุ ปี อยู่บ้านเลขที่
Age years, residing at

ถนน ตำบล/แขวง อำเภอ/เขต
Road Tambon/Sub-district Amphoe/District

จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code ; or

(2) อายุ ปี อยู่บ้านเลขที่
Age years, residing at

ถนน ตำบล/แขวง อำเภอ/เขต
Road Tambon/Sub-district Amphoe/District

จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code ; or

(3).....อายุ.....ปี อยู่บ้านเลขที่.....
Age years, residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambon/Sub-district Amphoe/District

จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code ; or

(4) นายชัย จรุงธนาภิบาล ตำแหน่งกรรมการอิสระ อายุ 71 ปี อยู่บ้านเลขที่ 555 ชั้น 27 อาคารรสา วัน ทาวเวอร์บี ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร 10900 หรือ

Mr. Chai Jroongtanapibarn, Independent Director, Age 71 years, Residing at No. 555 Rasa One Tower B, 27th Floor, Phaholyothin Road. Chatuchak Sub-District, Chatuchak District, Bangkok 10900 or

(5) นายไพบูลย์ คุจารีวณิช ตำแหน่งกรรมการอิสระ อายุ 69 ปี อยู่บ้านเลขที่ 555 ชั้น 27 อาคารรสา วัน ทาวเวอร์บี ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร 10900 หรือ

Mr. Paiboon Kujareevanich, Independent Director, Age 69 years, Residing at No. 555 Rasa One Tower B, 27th Floor, Phaholyothin Road. Chatuchak Sub-District, Chatuchak District, Bangkok 10900 or

(6) นายไตรรักษ์ เต็งไตรรัตน์ ตำแหน่งกรรมการอิสระ อายุ 57 ปี อยู่บ้านเลขที่ 555 ชั้น 27 อาคารรสา วัน ทาวเวอร์บี ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร 10900

Mr. Trairak Tengtrirat, Independent Director, Age 57 years, Residing at No. 555 Rasa One Tower B, 27th Floor, Phaholyothin Road. Chatuchak Sub-District, Chatuchak District, Bangkok 10900

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ของบริษัท วีริ ندا รีสอร์ท จำกัด (มหาชน) ในวันพฤหัสบดีที่ 23 เมษายน 2569 เวลา 10.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ภายใต้พระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎเกณฑ์อื่นที่เกี่ยวข้องหรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the 2026 Annual General Meeting of Shareholders of Veranda Resort Public Company Limited to be held on Thursday, April 23, 2026, 10.00 a.m. through electronic meeting (e-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020), and other related laws and regulations, or at any adjournment thereof to any other date, time and place.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this Meeting as follows:

วาระที่ 1 รับทราบรายงานของคณะกรรมการประจำปี และผลการดำเนินงานประจำปี
สิ้นสุดวันที่ 31 ธันวาคม 2568

Agenda Item 1 To acknowledge the reports of board of directors and operating results for the year ended 31 December 2025

วาระนี้เป็นวาระเพื่อทราบ จึงไม่มีการลงมติ

This agenda item is for acknowledgment and requires no resolution.

วาระที่ 2 พิจารณานุมัติงบการเงินประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2568

Agenda Item 2 To consider the approval of the financial statements for the year as of 31 December 2025

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 3 พิจารณานุมัติการจัดสรรทุนสำรองตามกฎหมาย และการจ่ายเงินปันผล สำหรับผลการดำเนินงานประจำปี 2568

Agenda Item 3 To consider the approval for the allocation of the statutory reserve and the dividend payment for the operating results of the year 2025

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda Item 4 To consider and approve the appointment of directors in replacement of those who must retire by rotation

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

การแต่งตั้งกรรมการทั้งหมด

Appoint the entire group of nominated directors

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล

Appoint each nominated director individually

บุคคลที่ได้รับการเสนอชื่อ

Name of nominated director

ผู้ช่วยศาสตราจารย์ศิริพร มณีพันธ์

Assistant Professor Siriporn Maneepun

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

บุคคลที่ได้รับการเสนอชื่อ

Name of nominated director

นายภาณุพงศ์ องค์กรวิสิฐ

Mr. Pawatt Ongvasith

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

บุคคลที่ได้รับการเสนอชื่อ

นายกิตติศักดิ์ ส孚โชคชัย

Name of nominated director

Mr. Kittisak Sopchokchai

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

บุคคลที่ได้รับการเสนอชื่อ

นายศิริวัฒน์ วงศ์จารุกร

Name of nominated director

Mr. Siritawat Wongjarukorn

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

- วาระที่ 5 พิจารณานุมัติค่าตอบแทนกรรมการบริษัท ประจำปี 2569

Agenda Item 5 To consider and approve the directors' remuneration for the year 2026

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

- วาระที่ 6 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2569

Agenda Item 6 To consider the approval the appointment of auditors and determination the auditing fee for the year ended 31 December 2026

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

- วาระที่ 7 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda Item 7 Other (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

In case the voting of the proxy in any agenda item fails to comply with the instructions in this proxy form, it shall be deemed that such voting is invalid and is not my/our voting as a shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified any instructions regarding my/our votes on any agenda item or such instructions are not clear, or in case the Meeting considers or resolves on any matters other than those specified above, including any amendment or addition of any facts, the proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act(s) undertaken by the proxy at such meeting shall be deemed as my/our own act(s) in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
()

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
()

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
()

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ/Note:

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies to vote separately.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

As regards to agenda to appoint directors, the Meeting may consider appointing the entire board or any director(s).

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are additional agenda items to be considered other than those specified above, the proxy may use the Supplement to Proxy Form B as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท วีรันดา รีสอร์ท จำกัด (มหาชน)

SUPPLEMENT TO PROXY FORM B

Grant of proxy as a shareholder of Veranda Resort Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ของ บริษัท วีรันดา รีสอร์ท จำกัด (มหาชน) ในวันพฤหัสบดีที่ 23 เมษายน 2569 เวลา 10.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ภายใต้พระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎเกณฑ์อื่นที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

The 2026 Annual General Meeting of Shareholders of Veranda Resort Public Company Limited to be held on Thursday, April 23, 2026, 10.00 a.m. through electronic meeting (e-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020), and other related laws and regulations, or at any adjournment thereof to any other date, time and place.

วาระที่ เรื่อง

Agenda Item Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote in accordance with my/our instruction as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ เรื่อง

Agenda Item Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote in accordance with my/our instruction as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ เรื่อง

Agenda Item Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote in accordance with my/our instruction as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ เรื่อง

Agenda Item

Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ เรื่อง

Agenda Item

Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ เรื่อง พิจารณาเลือกตั้งกรรมการ (ต่อ)

Agenda Item

To consider and approve the appointment of directors (Continued)

ชื่อกรรมการ.....

Name of director.....

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ.....

Name of director.....

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ.....

Name of director.....

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ.....

Name of director.....

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ติดอากรแสตมป์
20 บาท
Duty Stamp
Baht 20

หนังสือมอบฉันทะ แบบ ค.
(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian)
ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

PROXY FORM C

(For foreign investors appointing a custodian in Thailand to keep their shares in custody and care)

เขียนที่.....
Written at

วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....อยู่บ้านเลขที่.....
I/We Nationality residing at No.
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambon/Sub-district Amphoe/District
จังหวัด.....รหัสไปรษณีย์.....
Province Postal Code

ในฐานะผู้ประกอบการธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....
as the custodian of

ซึ่งเป็นผู้ถือหุ้นของ บริษัท วีริ ندا รีสอร์ท จำกัด (มหาชน)
who is a shareholder of Veranda Resort Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และ ออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
Holding a total number of shares and a total of votes votes, as follows

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Ordinary shares shares, the number of votes votes

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Preferred shares shares, the number of votes votes

(2) ขอมอบฉันทะให้
Hereby appoint:

(1).....อายุ.....ปี อยู่บ้านเลขที่.....
Age years, residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambon/Sub-district Amphoe/District

จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code ; or

(2).....อายุ.....ปี อยู่บ้านเลขที่.....
Age years, residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambon/Sub-district Amphoe/District

จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code ; or

(3).....อายุ.....ปี อยู่บ้านเลขที่.....
Age years, residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambon/Sub-district Amphoe/District

จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code ; or

(4) นายชัย จรุงธนาภิบาล ตำแหน่งกรรมการอิสระ อายุ 71 ปี อยู่บ้านเลขที่ 555 ชั้น 27 อาคารรสา วัน ทาวเวอร์บี ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร 10900 หรือ

Mr. Chai Jroongtanapibarn, Independent Director, Age 71 years, Residing at No. 555 Rasa One Tower B, 27th Floor, Phaholyothin Road. Chatuchak Sub-District, Chatuchak District, Bangkok 10900 or

(5) นายไพบูลย์ คุจารีวิช ตำแหน่งกรรมการอิสระ อายุ 69 ปี อยู่บ้านเลขที่ 555 ชั้น 27 อาคารรสา วัน ทาวเวอร์บี ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร 10900 หรือ

Mr. Paiboon Kujareevanich, Independent Director, Age 69 years, Residing at No. 555 Rasa One Tower B, 27th Floor, Phaholyothin Road. Chatuchak Sub-District, Chatuchak District, Bangkok 10900 or

(6) นายไตรรักษ์ เต็งไตรรัตน์ ตำแหน่งกรรมการอิสระ อายุ 57 ปี อยู่บ้านเลขที่ 555 ชั้น 27 อาคารรสา วัน ทาวเวอร์บี ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร 10900

Mr. Trairak Tengtrirat, Independent Director, Age 57 years, Residing at No. 555 Rasa One Tower B, 27th Floor, Phaholyothin Road. Chatuchak Sub-District, Chatuchak District, Bangkok 10900

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ของบริษัท วีริ้นดา รีสอร์ท จำกัด (มหาชน) ในวันพฤหัสบดีที่ 23 เมษายน 2569 เวลา 10.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ภายใต้พระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎเกณฑ์อื่นที่เกี่ยวข้องหรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the 2026 Annual General Meeting of Shareholders of Veranda Resort Public Company Limited to be held on Thursday, April 23, 2026, 10.00 a.m. through electronic meeting (e-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020), and other related laws and regulations, or at any adjournment thereof to any other date, time and place.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this Meeting as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

To grant proxy according to the total number of shares held and having the right to vote;

มอบฉันทะบางส่วน คือ

To grant proxy in partial portions:

หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง
Ordinary shares shares, with the voting right of votes

หุ้นบุริมสิทธิ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง
Preferred shares shares, with the voting right of votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง
Total voting right votes

บุคคลที่ได้รับการเสนอชื่อ

นายกิตติศักดิ์ สโพชคชัย

Name of nominated director

Mr. Kittisak Sopchokchai

เห็นด้วย เสียง

Approve with

votes

ไม่เห็นด้วย เสียง

Disapprove with

votes

งดออกเสียง เสียง

Abstain with

votes

บุคคลที่ได้รับการเสนอชื่อ

นายศิริวัฒน์ วงศ์จารุกร

Name of nominated director

Mr. Siriwat Vongjarukorn

เห็นด้วย เสียง

Approve with

votes

ไม่เห็นด้วย เสียง

Disapprove with

votes

งดออกเสียง เสียง

Abstain with

votes

วาระที่ 5 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการบริษัท ประจำปี 2569

Agenda Item 5 To consider and approve the directors' remuneration for the year 2026

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย เสียง

Approve with

votes

ไม่เห็นด้วย เสียง

Disapprove with

votes

งดออกเสียง เสียง

Abstain with

votes

วาระที่ 6 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2569

Agenda Item 6 To consider the approval the appointment of auditors and determination the auditing fee for the year ended 31 December 2026

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

- เห็นด้วย เสียง
Approve with votes
- ไม่เห็นด้วย เสียง
Disapprove with votes
- งดออกเสียง เสียง
Abstain with votes

วาระที่ 7 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda Item 7 Other (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote in accordance with my/our instruction as follows:

- เห็นด้วย เสียง
Approve with votes
- ไม่เห็นด้วย เสียง
Disapprove with votes
- งดออกเสียง เสียง
Abstain with votes

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
In case the voting of the proxy in any agenda item fails to comply with the instructions in this proxy form, it shall be deemed that such voting is invalid and is not my/our voting as a shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In case I/we have not specified any instructions regarding my/our votes on any agenda item or such instructions are not clear, or in case the Meeting considers or resolves on any matters other than those specified above, including any amendment or addition of any facts, the proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act(s) undertaken by the proxy at such meeting shall be deemed as my/our own act(s) in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
()

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
()

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
()

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ/Note:

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
This Proxy Form C is used only for a shareholder registered as a foreign investor who appoints a custodian in Thailand to keep their shares in custody and care.
2. หลักฐานที่ต้องแนบพร้อมทั้งหนังสือมอบฉันทะ คือ
Evidence required to be attached to the proxy form includes:
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
A power of attorney from the shareholder authorizing the custodian to sign the proxy form on his/her behalf; and
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
A letter of confirmation that the undersigned of the proxy form is licensed to operate the custodian business.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies to vote separately.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
As regards to agenda to appoint directors, the Meeting may consider appointing the entire board or any director(s).
5. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ
In case there are additional agenda items to be considered other than those specified above, the proxy may use the Supplement to Proxy Form C as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท วีรันดา รีสอร์ท จำกัด (มหาชน)

SUPPLEMENT TO PROXY FORM C

Grant of proxy as a shareholder of Veranda Resort Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ของ บริษัท วีรันดา รีสอร์ท จำกัด (มหาชน) ในวันพฤหัสบดีที่ 23 เมษายน 2569 เวลา 10.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ภายใต้พระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎเกณฑ์อื่นที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

The 2026 Annual General Meeting of Shareholders of Veranda Resort Public Company Limited to be held on Thursday, April 23, 2026, 10.00 a.m. through electronic meeting (e-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020), and other related laws and regulations, or at any adjournment thereof to any other date, time and place.

วาระที่ เรื่อง

Agenda Item Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:

- เห็นด้วย เสียง
- Approve with votes
- ไม่เห็นด้วย เสียง
- Disapprove with votes
- งดออกเสียง เสียง
- Abstain with votes

วาระที่ เรื่อง

Agenda Item Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
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- เห็นด้วย เสียง
- Approve with votes
- ไม่เห็นด้วย เสียง
- Disapprove with votes
- งดออกเสียง เสียง
- Abstain with votes

วาระที่ เรื่อง

Agenda Item

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
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- เห็นด้วย เสียง
- Approve with votes
- ไม่เห็นด้วย เสียง
- Disapprove with votes
- งดออกเสียง เสียง
- Abstain with votes

วาระที่ เรื่อง

Agenda Item

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
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- เห็นด้วย เสียง
- Approve with votes
- ไม่เห็นด้วย เสียง
- Disapprove with votes
- งดออกเสียง เสียง
- Abstain with votes

วาระที่ เรื่อง

Agenda Item

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- เห็นด้วย เสียง
- Approve with votes
- ไม่เห็นด้วย เสียง
- Disapprove with votes

งดออกเสียง เสียง

Abstain with votes

วาระที่ เรื่อง พิจารณาเลือกตั้งกรรมการ (ต่อ)

Agenda Item To consider and approve the appointment of directors (Continued)

ชื่อกรรมการ.....

Name of director.....

เห็นด้วย เสียง

Approve with votes

ไม่เห็นด้วย เสียง

Disapprove with votes

งดออกเสียง เสียง

Abstain with votes

ชื่อกรรมการ.....

Name of director.....

เห็นด้วย เสียง

Approve with votes

ไม่เห็นด้วย เสียง

Disapprove with votes

งดออกเสียง เสียง

Abstain with votes

ชื่อกรรมการ.....

Name of director.....

เห็นด้วย เสียง

Approve with votes

ไม่เห็นด้วย เสียง

Disapprove with votes

งดออกเสียง เสียง

Abstain with votes

ชื่อกรรมการ.....

Name of director.....

เห็นด้วย เสียง

Approve with votes

ไม่เห็นด้วย เสียง

Disapprove with votes

งดออกเสียง เสียง

Abstain with votes

Profiles of Independent Directors acting as shareholder proxies

1. Mr.Chai Jroongthanapibarn

Name: Mr.Chai Jroongthanapibarn

Positions in the Company: Chairman of the Board of Directors / Independent Director / Chairman of Nomination and Remuneration Committee

Age: 71 years

Address: 555 Rasa One Tower B, 27th Floor, Phaholyothin Road.
Chatuchak Sub-District, Chatuchak District, Bangkok 10900

Shareholding: 0.05 % of total issued shares (as of December 31, 2025)

Duration of being a director of the Company: 8 years from the first appointment as director (February 6, 2017)

Education: Bachelor of Accounting, Chulalongkorn University
Master of Accounting, Thammasat University

Training Program: Certificate of Thai Institute of Directors Association (IOD) in Director Certification Program (DCP)
Class. 29/2003

Certificate of Thai Institute of Directors Association (IOD) in Audit Committee Program (ACP)
Class. 4/2005

Certificate of Thai Institute of Directors Association (IOD) in Role of Chairman (RCP) Class.
57/2024

Certificate of Thai Institute of Directors Association (IOD) in Boardroom Excellent - A Key to Corporate Success No. 1/2025

Other information: No interest, directly or indirectly, with the company which is the party of the Company

Interests in the agenda item in the 2026 Annual General Meeting of the Shareholders: None

2. Mr. Paiboon Kujareevanich

Name: Mr. Paiboon Kujareevanich

Positions in the Company: Chairman of Audit Committee / Independent Director / Member Nomination and Remuneration / Chairman of Corporate Sustainability and Risk Management Committee

Age: 69 years

Address: 555 Rasa One Tower B, 27th Floor, Phaholyothin Road.
Chatuchak Sub-District, Chatuchak District, Bangkok 10900

Shareholding: None (as of December 31, 2025)

Duration of being a director of the Company: 5 years from the first appointment as director (October 16, 2020)

Education: Bachelor of Accounting, Chulalongkorn University
Master of Business Administration, Thammasat University

Training Program: Certificate of Thai Institute of Directors Association (IOD) in Director Accreditation Program (DAP) class. 113/2014
Certificate of Thai Institute of Directors Association (IOD) in Effective Minute Taking (EMT) Class. 10/2008
Certificate of Thai Institute of Directors Association (IOD) in Company Secretary Program (CSP) class. 159/2019

Other information: No interest, directly or indirectly, with the company which is the party of the Company

Interests in the agenda item in the 2026 Annual General Meeting of the Shareholders: None

3. Mr. Trairak Tengtrirat

Name: Mr. Trairak Tengtrirat

Positions in the Company: Member of Audit Committee / Independent Director

Age: 57 years

Address: 555 Rasa One Tower B, 27th Floor, Phaholyothin Road.
Chatuchak Sub-District, Chatuchak District, Bangkok 10900

Shareholding: None (as of December 31, 2025)

Duration of being a director of the Company: 8 years from the first appointment as director (February 6, 2017)

Education: Bachelor of Business Administration in International Marketing, Chulalongkorn University
- Master of Business Administration, Seattle University, USA

Training Program: Certificate of Thai Institute of Directors Association (IOD) in Director Accreditation Program (DAP), Class 109/2014
Certificate of Thai Institute of Directors Association (IOD) in Corporate Governance for Capital Market (CGI) 7/2015
Certificate of Thai Institute of Directors Association (IOD) in Advanced Audit Committee Program (AAP) Class. 15/2014
Certificate of Thai Institute of Directors Association (IOD) in Capital Market Academy (CMA) Class. 11/2010

Other information: No interest, directly or indirectly, with the company which is the party of the Company

Interests in the agenda item in the 2026 Annual General Meeting of the Shareholders: None

ใบตอบรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ของบริษัท วีริ้นดา รีสอร์ท จำกัด (มหาชน)

Acceptance for the invitation of the meeting through electronic meeting of

Veranda Resort Public Company Limited

วันที่.....เดือน.....พ.ศ.....

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

(1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....
I/We, Identification Card/Passport number
สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
Nationality Residing at No. Road Sub district
อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท วีริ้นดา รีสอร์ท จำกัด (มหาชน)
Being a shareholder of Veranda Resort Public Company Limited

โดยถือหุ้นรวมทั้งสิ้น.....หุ้น
Holding the total amount of shares

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้น ประจำปี 2569

would like to attend the Meeting and vote through electronic meeting for the 2026 Annual General Meeting of Shareholders.

เข้าร่วมประชุมด้วยตัวเอง
Attend the Meeting by myself/ourselves

มอบฉันทะให้ (นาย/นาง/นางสาว).....ได้เข้าร่วมประชุมดังกล่าวข้างต้น
Proxy to attend the Meeting.

(3) ข้อมูลในการจัดส่งเอกสารแสดงวิธีการเข้าร่วมประชุม
Information for sending guideline to attend the Meeting

อีเมล.....(โปรดระบุ)
E-Mail Please fill in the blank.

โทรศัพท์มือถือ.....(โปรดระบุ)
Mobile Number Please fill in the blank.

(4) โปรดจัดส่งใบตอบรับเข้าร่วมประชุม หนังสือมอบฉันทะ (ถ้ามี) และเอกสารเพื่อยืนยันตัวตน ตามสิ่งที่ส่งมาด้วย 4 มาให้แก่บริษัท ภายในวันที่ 20 เมษายน 2569

Please submit this acceptance for the invitation of the Meeting, proxy form (if any), and the documents for verifying the shareholder as per the details in Enclosure 4 to the Company by April 20, 2026.

(5) เมื่อได้รับการยืนยันตัวตน บริษัทจะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ
Once you are verified, the Company will send the Link to join the Meeting via e-mail.

(6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม
Please prepare your Shareholder Account Number and your Identification Card Number for attending the Meeting.

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder

(.....)

Articles of Association of the Company in relation to the shareholders' meeting

Chapter 5

Board of Directors

- Article 16.** Directors may be elected at a meeting of shareholders in accordance with the rules and procedures as follows:
- (1) Each shareholder has one vote per each one share held.
 - (2) Each shareholder may cast the total number of votes under (1) to elect one or more persons as director or directors. In case more than one person are elected as directors, votes cannot be appropriated to any person in any number at the shareholder's discretion.
 - (3) The person who receives the highest votes shall be elected, in respective order, as directors in accordance with the intended number of directors; and, in the case where the number of persons elected next with equal number of votes exceeds the number of directors intended to be elected, the person presiding over the meeting shall have a casting vote.
- Article 17.** At every annual general meeting of shareholders, one-third (1/3) of the number of directors shall vacate office. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) shall vacate office.
- The director who vacates office under this section may be re-elected.
- The directors to vacate office in the first and second year following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have held office the longest shall vacate office.
- Article 22.** Directors may receive remuneration from the Company in the form of rewards, meeting allowance, bonuses or other forms of remuneration in accordance with resolutions passed in the meetings of shareholders with the votes of not less than two-thirds (2/3) of the total votes of the shareholders present at the meeting. The remuneration of the directors may be fixed or specific, and may be specified from time to time or effective until revoked by the resolution of the shareholders' meeting. Directors are entitled to receive allowances and welfares in accordance with the regulations of the Company.
- The provision of paragraph one shall not affect the rights to receive payment or benefits entitled to the elected directors who are employees or workers of the Company provided by virtue of their position as employees or workers.

Chapter 6

Shareholders' Meeting

- Article 31.** The Board of Directors shall organize an annual general meeting of shareholders within four (4) months following the end of the accounting period of the Company.
- A general meeting other than the meeting in paragraph one is called an extraordinary meeting. The Board of Directors may summon an extraordinary general meeting of shareholders at any time it sees fit.
- One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold may, by subscribing their names, request the Board of Directors in writing to call an extraordinary meeting at any time. The matters and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date the request in writing from shareholders is received.
- In case of the Board of Directors fails to arrange for the meeting within forty-five (45) days as from the date the request in writing from shareholders is received, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the forty-five (45) days period in which the Board of Directors must convene the shareholders' meeting. In such case, the meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph four, the number of shareholders presented does not constitute quorum as prescribed by Article 33, the shareholders under paragraph four shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

Article 32. To call a general meeting, the Board of Directors shall draft a notice of a general meeting specifying the place, date and time of the meeting, as well as the agenda and topics to be presented to the meeting along with reasonable details by being specific as to whether the topics will be presented for information, approval or consideration as well as the Board's opinion on the topics. The notice of a general meeting shall be sent to the shareholders and the Registrar pursuant to the law on Public Limited Companies at least seven (7) days before the date of the meeting and published in a local newspaper for three (3) days consecutively and at least three (3) days before the date fixed for the meeting.

The venue of the meeting may be located in the same province where the head office of the Company is located or other venues as determined by the Board of Directors.

Article 33. The general meeting must be attended by at least twenty-five (25) shareholders and proxies (if any) or by shareholders and proxies whose number is not fewer than half of the total number of shareholders and whose combined shares are not less than one-third (1/3) of all the shares sold, to form a quorum.

If within an hour of any general meeting, the quorum as prescribed is not constituted, the meeting, if summoned upon the request of shareholders, shall be dissolved. If the meeting has not been summoned upon the request of shareholders, it shall be re-scheduled and a notice of summoning of a general meeting be sent to the shareholders at least seven (7) days before the date fixed for the meeting and at such meeting no quorum is required.

Article 34. The Chairman of the Board of Directors shall preside at a general meeting. If there is no such Chairman or if he cannot perform the duty, the Vice Chairman shall chair the meeting. If there is no Vice Chairman or if he cannot perform the duty, the shareholders present may elect one of their members to be chairman of the meeting.

Article 35. In any general meeting, each one (1) share held by a shareholder shall have one (1) vote. Shareholders who have special conflict of interest in any proposed matters are not allowed to vote in that matter unless that matter is the election of directors. A resolution of the general meeting shall consist of the following votes:

- (1) In normal circumstances, a majority of votes of the shareholders who attend the meeting and vote shall pass a resolution. In case of an equality of votes, the chairman has a casting vote.
- (2) In the following cases, at least three-fourths (3/4) of all the votes of the shareholders present and entitled to vote shall pass a resolution:
 - (a) Sale or transfer of the business of the Company, in whole or in material part, to another party;
 - (b) Purchasing or acquisition of the business of another private or public company.
 - (c) Making, alteration or termination of an agreement regarding the lease of the Company's business, in whole or in material part, assignment to another party to manage the Company's business or merger with another party for the purpose of sharing profits and losses.
 - (d) Amendment to the Memorandum of Association or Articles of Association;
 - (e) Increase or reduction of the capital of the Company;
 - (f) The Company's dissolution;
 - (g) Issuance of the Company's debenture;
 - (h) Amalgamation of the Company;
 - (i) Other matters required by law to be passed with the votes of not less than three-fourths of the total number of votes of the shareholders present at the meeting and entitled to vote.

Article 36. The business to be transacted at an annual general meeting is as follows:

- (1) Acknowledge the report of the Board of Directors showing the results of the Company's operation during the past year;
- (2) Consider and approve the balance sheet and profit and loss account;
- (3) Consider and approve the allocation of profit and dividend payment;
- (4) Consider and elect new directors to replace those who retire by rotation;
- (5) Consider and appoint the remuneration of directors;
- (6) Consider and appoint the auditors and fix their remuneration; and
- (7) Other businesses.

Chapter 7

Accounting, Finance, and Auditing

Article 39. The Board of Directors must cause to be made a balance sheet and a profit and loss account as of the end of the Company's accounting year to be proposed to an annual ordinary meeting of shareholders for consideration and approval. The Board of Directors must cause such balance sheet and a profit and loss account to be audited by an auditor prior to their submission to a meeting of shareholders.

Article 40. The Board of Directors shall send the following documents to shareholders together with a written notice summoning an annual ordinary meeting:

- (1) A copy of a balance-sheet and of a profit and loss account audited by an auditor, and an audit report of the auditor; and
- (2) An annual report of the Board of Directors, together with the supporting documents

Chapter 8

Dividends and Reserves

Article 44. No dividends shall be paid otherwise than out of profits. In the case where the Company has incurred accumulated loss, no dividends may be paid.

Dividends shall be distributed in accordance with the number of shares, with each share being accorded equal distribution, unless the Company has issued preference shares with rights to receive dividends differently from ordinary shares, provided that payment of dividends must be upon approval by a meeting of shareholders.

The Board of Directors may, from time to time, pay interim dividends to shareholders when it is apparent that the Company has such reasonable profits as to justify such payment, and, when dividends have been paid, the Board of Directors shall report it to the shareholders at the next meeting.

Payment of dividends shall be made within one (1) month as from the date of the resolution of a meeting of shareholders or a meeting of directors, as the case may be, provided that it shall be notified in writing to the shareholders and a notice of payment of such dividends shall also be published in a newspaper for not less than three (3) days consecutively.

Article 45. The Company must appropriate part of its annual net profits to a reserve fund in an amount of not less than five (5) percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten (10) percent of the registered capital.

**Procedures for downloading the Annual Registration Statement 2025
(Form 56-1 One Report) via QR Code**

The Thailand Securities Depository Co., Ltd. as a securities registrar under the Stock Exchange of Thailand (“SET”) has implemented a system which allows SET Listed Companies to send to the shareholders documents regarding the shareholders’ meeting and the Annual Registration Statement 2025 (Form 56-1 One Report) in the form of e-books accessible through QR Code, thus allows the shareholders to access the information with ease.

Shareholders can download the aforementioned documents through the QR Code provided in the invitation letter for this Meeting (**Attachment 1**) by following the steps below:

1. Turn on the mobile camera.
2. Focus the mobile camera on the QR Code to scan it.
3. The notification will appear on top of the screen. Then, click on the notification to access documents regarding the meeting.

Remark: In case the notification does not appear on the screen of mobile phone, the QR Code can also be scanned with other applications such as QR CODE READER, Facebook or Line.

Procedure to scan the QR Code by Line application

- Open Line application and click on Add friend
- Choose QR Code
- Scan the QR Code



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