

Letter No.: VRANDA.CS.006/2026
Subject: Resolutions of the Board of Director Meeting No.1/2026 agenda of AGM 2026 and Dividend payment
To: Director and Manager of the Stock Exchange of Thailand
Headline: Schedule of the 2026 AGM and Dividend Payment
Security Symbol: VRANDA

Announcement Details

Schedule of Shareholders' meeting	
Subject	Schedule of Annual General Meeting of Shareholders
Date of Board resolution	26-Feb-2026
Shareholder's meeting date	23-Apr-2026
Beginning time of meeting (hh:mm)	10 : 00
Record date for the right to attend the meeting	13-Mar-2026
Ex-meeting date	12-Mar-2026
Significant agenda item	- Cash dividend payment - Changing / renewal of the term of the director(s)
Type of meeting	Electronic meeting
Venue of the meeting	Electronic meeting

Agenda Item 1

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

Board's Resolution

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.

Agenda Item 2

Agenda Detail	To consider and approve the consolidated financial statements for the year ended 31 December 2025
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Type	To Consider and approve
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Board's Resolution

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.

Agenda Item 3

Agenda Detail	To consider and approve the allocation of the statutory reserve and dividend payment for the operating results of the year 2025
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Type	To Consider and approve
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Board's Resolution

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

Dividend payment / Omitted dividend payment

Subject	Cash dividend payment
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Date of Board resolution	26-Feb-2026
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Type of dividend payment	Cash dividend payment
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Record date for the right to receive dividends	06-May-2026
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Ex-dividend date	05-May-2026
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Payment for	Common shareholders
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Cash dividend payment (baht per share)	0.185
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Par value (baht)	5.00
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Payment date	20-May-2026
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Paid from	Operating period from 01-Jan-2025 to 31-Dec-2025
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Agenda Item 4

Agenda Detail	To consider and approve the appointment of directors in replacement of those who must retire by rotation
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Type	To consider and approve the appointment of directors
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Board's Resolution

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. Assistant Professor Siriporn Maneepun 2. Mr. Pawatt Ongvasith 3. Mr. Kittisak Sopchokchai 4. Mr. Siriwat Wongjarukorn to return to their office as directors for another term with a view that the four 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.

In this regard, the Board of Directors has considered that Assistant Professor Siriporn Maneepun who is nominated for election to return to their office for another term are 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.

Change of director/Executive**Re-election**

Director Name	Mrs. SIRIPORN MANEEPUN
Position in company (1)	INDEPENDENT DIRECTOR
Effective Date (1)	13-May-2020
Position in company (2)	AUDIT COMMITTEE
Effective Date (2)	13-May-2020
Position in company (3)	Chairman of Corporate Governance Committee

Change of director/Executive**Re-election**

Director Name	Mr. PAWATT ONGVASITH
Position in company (1)	VICE CHAIRMAN OF BOARD
Effective Date (1)	23-Aug-2013
Position in company (2)	CHIEF EXECUTIVE OFFICER
Effective Date (2)	09-Mar-2017

Change of director/Executive**Re-election**

Director Name	Mr. KITTISAK SOPCHOKCHAI
Position in company (1)	DIRECTOR
Effective Date (1)	06-Feb-2017
Position in company (2)	Corporate Sustainability and Risk Management Committee

Change of director/Executive**Re-election**

Director Name	Mr. SIRIWAT VONGJARUKORN
Position in company (1)	DIRECTOR
Effective Date (1)	06-Feb-2017
Position in company (2)	Nomination & Remuneration Committee

Agenda Item 5

Agenda Detail	To consider and approve directors' remuneration for the year 2026
Type	To Consider and approve
Board's Resolution	

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 Special Remuneration in the amount THB 500,000 and authorize the Chief Executive Officer to allocate in accordance with the specified proportion.

Agenda Item 6

Agenda Detail	To consider and approve the appointment of auditor and fix remuneration for the year ended 31 December 2026
Type	To Consider and approve
Board's Resolution	

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 2025 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 Phooryaphanyawanit, CPA Registration No. 10512 and/or (3) Miss Nartsasin Wattanapaisarn, CPA Registration No. 10767 and/or (4) Miss Sukanya Roadkroh 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.

Auditors Appointment	
No 1	
Auditor Name	Miss VILAIVAN PHOLPRASERT
CPA License No.	8420
Accounting and Audit firm	KPMG PHOOMCHAI AUDIT LIMITED
Audit End Date	31-Dec-2026
No 2	
Auditor Name	Miss KANOKON PHOORIPHANYAWANIT
CPA License No.	10512
Accounting and Audit firm	KPMG PHOOMCHAI AUDIT LIMITED
Audit End Date	31-Dec-2026
No 3	
Auditor Name	Ms. NADSASIN WATTANAPAISAL
CPA License No.	10767
Accounting and Audit firm	KPMG PHOOMCHAI AUDIT LIMITED
Audit End Date	31-Dec-2026
No 4	
Auditor Name	Ms. SUKANYA RODKROH
CPA License No.	12089
Accounting and Audit firm	KPMG PHOOMCHAI AUDIT LIMITED
Audit End Date	31-Dec-2026
Agenda Item 7	
Agenda Detail	To consider other agenda
Type	To Consider and approve

The company hereby certifies that the information above is correct and complete.

Signature _____
(Mrs.TOSAPORN ANGSUWARANGSI)
DIRECTOR
Authorized person to disclose information

Signature _____
(Mr.VARUT TANTIPHIPOP)
DIRECTOR
Authorized person to disclose information

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