

**Invitation to the 2025 Annual General Meeting of Shareholders
Scan Inter Public Company Limited (“SCN”)**

Wednesday, 23 April 2025 at 14.00 hours
Meeting Type: Electronic Meeting (E-AGM)

-Translation-

20 March, 2025

- Subject:** Invitation to the 2025 Annual General Meeting of Shareholders
- Attention:** Scan Inter (Public) Company Limited (“SCN”, “the Company”) Shareholders
- Enclosure:**
1. The registration form with 2024 Form 56-1 E-One Report and invitation letter in QR Code format
 2. The Minutes of the 2024 Annual General Meeting of Shareholders, held on 29 April 2024
 3. Profiles of directors who will retire by rotation and will be nominated for another term
 4. Capital Increase Form (F53-4)
 5. Information Memorandum on the Issuance, Offering and Allocation of Newly Issued Ordinary Shares of Scan Inter Public Company Limited
 6. The Company’s Articles of Association concerning the Shareholder’s Meeting
 7. Guideline for attending the General Meeting of Shareholders through electronic media (E- AGM)
 8. Acceptance form for attending the Annual General Meeting of Shareholders through electronic media (E-AGM) of Scan Inter Public Company Limited
 9. Proxy forms A., B. and C.
 10. Information of Independent Directors for shareholders proxies
 11. Privacy Notice for the Shareholders’ Meeting
 12. Advance Questionnaire form for the General Meeting of Shareholders 2025 through electronic media (E- AGM)

According to the Board of Directors’ Meeting 2/2025, held on 28 February 2025 reached a resolution to hold the 2025 Annual General Meeting of Shareholders on **Wednesday, 23 April 2025 at 14.00 hours through electronic media (E-AGM)** according to Emergency Decree on Electronic Meetings B.E. 2563 (2020) broadcasting from the meeting room, 6th floor, Scan Inter Public Company Limited, 355 BondStreet Road Bangpood, Pakkret, Nonthaburi to consider these following agendas.

Agenda 1: To acknowledge the Minute of the 2024 Annual General Meeting of Shareholders, held on April 29, 2024

Objectives and reasons

SCN held the 2024 Annual General Meeting of Shareholders, held on April 29, 2024. Minutes of Meeting are enclosed along with this meeting invitation (*enclosure 2*).

Opinions of the Board

Agrees that the Minutes of Meeting are correct and accurate, therefore should be proposed for the shareholders to acknowledge the 2024 Annual General Meeting of Shareholders, held on April 29, 2024

Vote

This agenda item requires no voting as it is a matter for acknowledgment.

Agenda 2 : To acknowledge the report of the Company operational performance for the year ended December 31, 2024

Objectives and reasons

The Company has composed a report on the operational results in 2024. Details are in the Form 56-1 E-One Report 2024 (*enclosure 1*) enclosed along with this meeting invitation. Operational results in 2024 are concluded as are follows:

Executive Summary

Key event for the year 2024

SCN won bidding two more contracts for natural gas transportation projects of PTT, with the total amount of transportation volume of 1.14 million kilograms per day

The company won the bidding for procurement of natural gas (NGV) transportation contractors for automotives. The company won two contracts which areas are Lad Lum Kaew 2 and King Kaew 2, with total duration of two years and contract value of Baht 150 million. Revenue recognition started from July, 2024 which led the company to gain additional transport areas from 6 areas to 8 areas. These areas consist of Lad Lum Kaew (2 areas), Lam Luk Ka, Sam Khok (2 areas), Chiang Rak Noi and King Kaew (2 areas). The total amount of transportation volume increased to 8.42 hundred thousand kilograms per day. When including the transportation volume for the industrial sector, this led the company to become the largest natural gas transportation provider in the country, with the transportation volume of 1.14 million kilograms per day.

SCN won bidding for natural gas (NGV) operations and maintenance projects for overall countries, from PTT

The company secured the contract of natural gas (NGV) operations and maintenance projects for PTT areas in Zone 1 and Zone 2. Also, the company increased more areas for managing service stations of natural gas from PTT from 75% to all station maintenance contract (NGV) for overall countries. There are 146 stations in Bangkok and Bangkok metropolitan region, including regional area, with total duration of two years and contract value of Baht 226 million in which revenue recognition started from January 1, 2025.

There was an increase in Commercial Operation Date (COD) of SAP in 2024 by 4 projects, with the total productivity of 20 Megawatts

Considering the Private Power Purchase Agreement (PPA) of SAP, there was an increase in Commercial Operation Date (COD) in 2024 by 4 projects which led the overall number of COD projects to reach 33. The productivity reached 18.85 Megawatts from the total productivity of 20 Megawatts. Hence, the company has net profit of Baht 16.5 million.

SCN won the lawsuit against ECO Orient Energy (Thailand), with the Supreme Court issuing an order for a compensation of over Baht 49.6 million for the company

The Supreme Court ruled in accordance with the verdict from the Arbitral Tribunal dated 22 March 2024 that SCN won the legal case against ECO Orient Energy (Thailand) Company Limited (ECOR) over the dispute that the latter could not provide the natural gas from Phetchabun province as per the terms in the Gas Sales and Purchase Agreement for Associated Gas. The contract terms state that ECOR is to provide 700,000 cubic feet of gas per day for the duration of 10 years and that they find proper gas wells as detailed further in the contract. As ECOR could not fulfill the aforementioned terms and thus had violated the agreement, they are ordered to pay Baht 49.6 million as compensation.

The company has recognized One-time expenses

During Q3/2024, the company recorded impairment loss on non-performing assets which amounted to Baht 77.4 million. Also, the company recorded the Expected Credit Loss (ECL) from account receivables and Bangkok Mass Transit Authority (BMTA) according to the termination of contract of trading, repair and maintenance projects of 489 NGV buses which amounted to Baht 83.4 million. However, the company submitted the invoices for payment according to the contract. Moreover, the company recorded more expenses from construction projects which amounted to Baht 90.7 million.

Performance summary for the year 2024

Table 1: Key financial highlights

(Unit: Million Baht)

Key financial highlights	YE 2023	YE 2024	%YoY
Revenue from sales and services	1,878	1,595	(15%)
Gross Profit	299	146	(51%)
EBITDA	403	29	(93%)
EBITDA Ratio	21%	2%	(92%)
Net Profit	178	(212)	(219%)

Revenue from sales of goods and services

Revenue from sales of goods and services in 2024 amounted to Baht 1,595 million, a decrease of 15% compared to the previous year. This decrease was due to natural gas-related business which was affected by a decrease in revenues from Private Mother Station (PMS), service station maintenance and equipment sales related to natural gas. Moreover, the automotive, spare parts and air-conditioned buses have a resolution to terminate the contract of trading, repair and maintenance of NGV buses with the Bangkok Mass Transit Authority (BMTA). Additionally, this decrease was also due to a revenue adjustment from the construction business and a decrease in construction projects.

Revenue structure

Table 2: Revenue by segment

(Unit: Million Baht)

Segments	YE 2023	YE 2024	%YoY
Natural Gas-related business	990	902	(9%)
Automotive, spare parts, and air-conditioned buses	156	35	(78%)
Renewable energy business	237	152	(36%)
Transportation business	231	367	59%
Other businesses	264	139	(47%)
Total revenues	1,878	1,595	(15%)

Natural Gas-related Business

Revenue from natural gas-related business in 2024 amounted to Baht 902 million, a decrease of Baht 88 million or 9% compared to the prior year. This came from lower revenues from Private Mother Station (PMS), service station maintenance and equipment sales related to natural gas.

Automotive, spare parts, and air-conditioned buses Business

Revenue from automotive, spare parts and air-conditioned buses business in 2024 amounted to Baht 35 million, a decrease of Baht 121 million or 78% compared to the prior year. This was due to the joint operation (SCN-CHO) which has a resolution to terminate the contract of trading, repair and maintenance of 489 NGV buses with the Bangkok Mass Transit Authority (BMTA).

Renewable energy Business

Revenue from the renewable energy business in 2024 amounted to Baht 152 million, a decrease of Baht 85 million or 36% compared to the prior year. This was due to a decrease in Commercial Operation Date (COD) of SAP and the decrease in Ft value.

Transportation Business

Revenue from the transportation business in 2024 amounted to Baht 367 million, an increase of Baht 136 million or 59% compared to the prior year. The growth in revenue was primarily from an increase in transportation volume of the company and its subsidiaries as well as from revenue recognition from logistics

projects of which the bidding was won in Q3/2023 with 6 areas and Q2/2024 with 2 areas. The total number of areas is 8, contact terms are 2 years.

Other Businesses

Revenue from other businesses in 2024 amounted to Baht 139 million, a decrease of Baht 125 million or 47% compared to the prior year. This came from the construction business which was affected by revenue adjustment of construction projects.

Profit sharing from investment in the joint venture

The profit sharing from investment in joint venture in 2024 amounted to Baht 37 million, a decrease of Baht 0.4 million or 1% compared to the prior year. Key factors were 1) profit sharing of THB 34 million from the solar power plant project in Minbu, Myanmar, 2) loss sharing of THB 5 million from Pharmaceutical Plants Company Limited (HEMP), and 3) profit sharing of THB 8 million from Thai-Japan Gas Network Company Limited (TJN).

Finance cost

Finance costs in 2024 amounted to Baht 130 million, an increase of Baht 14 million or 12% compared to the prior year. This was the result of higher interest rates and more loans being taken out to finance new projects.

Analysis of the Consolidated statement of Financial Position of the Group as of 31 December 2024 compared to 31 December 2023

(Unit: Million Baht)



Figure 1: Comparison of Statements of Financial Position (Yearly)

The reasons for the change from the consolidated statement of financial position are as follows.

- **Total assets in Q4/2024** amounted to Baht 5,764 million, a decrease of Baht 399 million or 6.5% compared to the previous year. This was due to provision for expected credit losses of trade receivables and record of loss from impairment of non-productive assets
- **Total liabilities in Q4/2024** amounted to Baht 2,762 million, a decrease of Baht 184 million or 6.2% compared to the previous year. The decrease in liabilities was due to repayments of loans from financial institutions and promissory notes.
- **Total equities in Q4/2024** amounted to Baht 3,002 million, a decrease of Baht 215 million or 6.7% compared to the previous year from operation's performance of the company.

Sustainable Development Operations

For over 36 years, the company aimed to generate growth in clean energy business along with emphasis on sustainable organizational development through efficient management. This led the company to accomplish the goal, moreover, the company operated business based on principle of governance and emphasized operation according to sustainable development guidelines that included Environmental, Social and Governance (ESG). Also, the company raised the topic of sustainable development operation as part of the Management Discussion and Analysis report. The development of key operations is as follows.

Environment

The company has the policy to drive Thailand forward to Low Carbon Society to solve the intensifying global warming issues and push Thailand to accomplish the goal of Net Zero Emissions. The renewable energy business of the company can reduce Carbon Dioxide Emission by 16,630 tonnes of carbon dioxide equivalent (tCO₂eq) per year or equivalent to planting 1,385,834 trees per year. Moreover, shifting to use Industrial Compressed Natural Gas (iCNG) can reduce Carbon Dioxide Emission by 32.61%, compared to fuel oil usage.

Social

The company emphasized social aspect by operating about 26 CSR projects which covered economics, social and environmental aspects. The company considered advantages from the project to provide to community and social continuously. Moreover, the company also followed human rights management guideline such as non-use of forced labor, non-violation of rights towards employees with disabilities, as well as employment of employees with disabilities and elder people with consideration of equality among all employees.

Governance

The company continuously received a corporate governance evaluation result at the level of “excellent” for six years from Thai Institute of Directors (IOD). Also, the company was certified as the member of Thai Private Sector Collective Action Against Corruption (CAC) which emphasized on operations with transparency, accountability and having strong policy against corruption in order to create confidence and trust to all stakeholders.

Opinion of the Board

Agree that a report on the Company’s operational results in 2024 should be proposed for the shareholders to acknowledge the operational results in 2024, ended on 31 December 2024.

Vote

This agenda item requires no voting as it is a matter for acknowledgment

Agenda 3 : To consider and approve the financial statements ended December 31, 2024

Objectives and reasons

The Company’s financial statement and profit-loss statement of the year 2024, ended on 31 December 2024 has passed the Company’s Audit Committee and has been audited and certified by Mr. Natthaphong Tantichattanont, Certification no. 8829 of KPMG Phoomchai Audit Ltd. (“KPMG”) The auditor has expressed her opinions towards the Company’s and subsidiaries’ financial statement that they are accurate and follow the standards of corporate financial reporting. SCN has included the information in the Form 56-1 E-One Report 2024, disclosed on the corporate website: www.scan-inter.com and has sent to all shareholders along with this meeting invitation. Important information may be concluded are as follows:

(Unit: Thousand Baht)

Consolidated financial statements	2024	2023	Difference	%
Total assets	5,764,528	6,162,895	(398,367)	(6.5%)
Total liabilities	2,762,157	2,946,254	(184,097)	(6.2%)
Shareholding ratio	3,002,371	3,216,641	(214,270)	(6.7%)
Main Company’s net profit	(217,449)	167,821	(385,270)	(229.6%)
Main Company’s profit per share	(0.18)	0.14	(0.32)	

(Unit: Thousand Baht)

Separate financial statements	2024	2023	Difference	%
Total assets	4,645,321	4,996,389	(351,068)	(7 %)
Total liabilities	2,317,218	2,472,935	(155,717)	(6.3%)
Shareholding ratio	2,328,103	2,523,454	(195,351)	(7.7%)
Main Company's net profit	(197,966)	34,143	(232,109)	(679.8%)
Main Company's profit per share	(0.16)	0.03	(0.19)	

Opinion of the Board

The Company's financial statement has passed auditing and is approved from auditor of the Company and from the Audit Committee. It is agreed that the information should be presented to the meeting of shareholders to approve of the financial statement of the year 2024, ended on 31 December 2024.

Voting

A majority vote of the shareholders attending the meeting and casting their votes.

Agenda 4 : To consider and approve the suspension of the allocation of net profits for the year 2024 as legal reserves and the omission of dividend payment for the fiscal year 2024

Objectives and reasons

Since the Company had legal reserves equivalent to 10 percent of the registered capital suspension of the allocation of net profits for the year 2024 as legal reserves and the omission of dividend payment for the year 2024 as the Company plans to expand its customer base by targeting new businesses, including the LNG station construction project for vehicles and the industrial compressed natural gas (iCNG/iLNG) business for private factories, and to allocate funds as working capital for its operations in 2025.

Opinion of the Board

Approve to propose to the shareholders' meeting for consideration and approval the suspension of the allocation of net profits for the year 2024 as legal reserves Since the Company had legal reserves equivalent to 10 percent of the registered capital suspension of the allocation of net profits for the year 2024 as legal reserves and the omission of dividend payment for the year 2024 as the Company plans to expand its customer base by targeting new businesses, including the LNG station construction project for vehicles and the industrial compressed natural gas (iCNG/iLNG) business for private factories, and to allocate funds as working capital for its operations in 2025.

Voting

A majority vote of the shareholders attending the meeting and casting their votes.

Agenda 5 : To consider and approve the appointment of the directors to substitute the directors who are retired by rotation

Objectives and reasons

According to Company's Article of Association Clause 17 which is relevant to the Public Limited Companies Act B.E. 2535, Section 71 Paragraph 2 states that "In all Annual General Meeting of shareholders, 1/3 Directors must retire from the positions. If this cannot be practiced, the amount should be nearest to 1/3.

Directors who retire may be re-appointed.

Directors must retire from the position in the first year and the second year after listing the Company, by drawing lots. As for other following years, the Director who has been appointed in the same position for the longest time must be retired."

The 2025 Annual General Meeting of Shareholder is the 10th meeting after the Company was listed as a Public Company Limited therefore 3 directors must retire by rotation are as follows:

1. Mr.Thanchart Kitpipit	Director / Chairman of the Executive Committee / Member of the Risk Management Committee / Member of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee
2. Ms. Narissara Kitpipit	Director / Member of Executive Committee / Chairman of Risk Management Committee / Senior Executive Vice President Strategic
3. Mrs.Kannika Ngamsopee	Independent Director / Chairman of the Audit Committee / Chairman of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee / Member of the Risk Management Committee

SCN has given an opportunity for shareholders to nominate directors in advance to replace those who will retire by rotation on the corporate website: www.scan-inter.com and channels of SET on 29 November 2024. However, on the deadline of 31 December 2024, no proposals were made whatsoever.

The Board, following suggestions by the Nomination, Remuneration and Corporate Governance Committee which considered the suitability of the elements of the persons by qualifications, knowledge, experience and professionalism of each Director who are all experienced and possess experience in diverse fields which will benefit the business of the Company. Therefore, all 3 directors shall be proposed to the Annual General Meeting of Shareholder to be re-appointed for another term.

Details of their profiles, education and work experience of the directors who will retire by rotation who are proposed for re-appointment as a director for another term are enclosed in enclosure 3.

Opinion of the Board

The Board has considered the suitability of the elements of the Committee in qualifications, knowledge, experience and professionalism of each Director (the majority of the votes, excluding the Directors who will retire by rotation) agrees that this should be presented to the shareholders to approve, appoint for all 3 directors to be re-appointed for another term.

Directors No. 1-2 candidate is the Executive Director who have business knowledge, leadership, good vision and performed her duty properly during directorship.

Directors No. 3 candidates are the present Independent Directors who could freely give opinion, having ability, experience and knowledgeable of the Company's business which shall benefit the core strategy of the Company.

The Directors voted in this agenda (apply to the Independent Directors No. 3 who are not Executive Director) shall receive remuneration at a rate that the shareholders' meeting approves in Agenda 6 of this meeting.

Voting

A majority vote of the shareholders attending the meeting and casting their votes.

Agenda 6 : To consider and approve the 2025 remuneration of the directors

Objectives and reasons

According to Company's Article of Association Clause 22 stated "Company Directors have the right to receive remuneration in the form of bonus, meeting allowances, allowances or benefits in other forms according to the shareholders' consideration by votes no lesser than (2/3) of the total voters of the shareholders who attend the meeting. This may be predetermined as a concrete sum or placed as criteria which will be approved from time to time or until the shareholders' meeting will reach a conclusion to change. Company Directors have the right to receive allowances and benefits according to the Company regulations.

The contents in paragraph 1 must not affect the rights of Directors who are appointed from the staff or employees of the Company as they will receive remuneration and benefits as a staff or employee of the Company".

The Board of Directors have considered and reached a conclusion to propose remunerations for the the Board of Directors and sub-committees in 2025 only for the directors who do not hold a position within the Executive Committee including remuneration for meeting allowances for all members.

The Nomination, Remuneration, Corporate Governance and Sustainable Development Committee considered and proposed to the Board of Directors which been considered by benchmarking among listed companies in the same industry as well as the Company's performance in previous year. The Board of Directors agreed to propose to the Shareholders' 2025 Meeting as follows:

▪ **Non-Executive Directors**

	Board of Directors	Audit Committee	Risk Management Committee	Nomination, Remuneration and Corporate Governance Committee
A. Meeting allowances (THB) / time				
- Chairman	30,000	22,500	20,000	15,000
- Member	18,000	18,000	15,000	10,000
B. Quarterly remunerations				
- Chairman	120,000	80,000	-	-
- Member	64,000	-	-	-
C. Annual bonus : -none-				
D. Other compensation				
- Physical check up and/or medical expenses and/or annual health insurance not over 30,000 baht /person/ per year. According to the company's regulations.				

If a Board of Director is also the Chairman of Audit Committee, that person may choose to receive quarterly remunerations either as a Board of Director or of the Chairman of Audit Committee only.

▪ **Executive Directors**

The Management Committee and Executive Directors or employees of the are not entitled to the meeting allowances and quarterly remunerations as director or any sub-committee but may entitled to the remuneration in the form of rewards as specified by the Board of Directors.

Board remuneration comparison table

Board remunerations	2019	2020	2021	2022	2023
Meeting allowances	1,607,500	1,394,500	1,913,500	1,624,000	2,136,500.00
Quarterly remunerations	1,738,870	1,824,000	1,824,000	1,809,652.17	1,733,565.22
Bonus	-	-	-	-	-
Other remunerations	-	-	-	-	-
Total	3,346,370	3,218,500	3,737,000	3,433,652.17	3,870,065.22

SCN has no other remunerations for the Board apart from quarterly remunerations and meeting allowances

Opinion of the Board

The Board has carefully considered and set the remuneration for the Board of Directors and sub-committees in 2025. After due consideration the Board found it appropriate to purpose to the shareholders meeting to approve to set the remuneration for Board and sub-committee for year 2025.

Voting

The resolution of this agenda must be approved with the vote of not less than two-three of total votes of the shareholders attending the meeting and having the rights to vote.

Agenda 7 : To consider and approve the appointment of auditors and the determination of the audit fee for the year 2025

Objectives and reasons

The Company's Article of Association related to the appointment of auditor and audit fee setting follow the Public Limited Companies Act B.E. 2535 as follows:

Section 120 regulates that "The Annual General Meeting of Shareholder of the year must appoint the auditor and predetermine the amount of money for the audit fee of the Company yearly and the same auditor may be appointed."

Section 121 regulates that "the auditor must not be a director, staff, employee or hold any other positions within the company"

Audit Committee has considered and chosen the auditors and proposed towards the Board of Directors to appoint auditors from KPMG Phoomchai Audit Ltd. ("KPMG") as auditor of the Company and subsidiaries from their professionalism and independence, fairness and has standards in international auditing and is suitable to appoint as the financial statement auditors for the Company and subsidiaries. Any of the following auditors can conduct the audit and express an opinion on the financial statements of the Company and subsidiaries in case if the following auditors are unable to performs their duties, KPMG Phoomchai Audit Ltd. may assign another of its auditor to auditing in their replace.

Auditors		Certification number	Amount of years the auditor signed the Company's financial statements within the past 5 years
Miss Pornthip	Rimdusit	5565	-
Ms. Sophit	Promptol	10042	
Mr.Natthaphong	Tantichattanont	8829	2021-2024 (4 years)
Mr Treerawat	Witthayaphalart	11464	-

The auditors mentioned above are independent, hold no relationship to /or is not a stakeholder of the Company and subsidiaries, are not members of the Board, major shareholders or any related person as mentioned.

KPMG will provide services to the Company and subsidiaries.

The auditing fee of the Company and consolidated financial statement auditing fee for quarters 1, 2 and 3 in 2025 along to the auditing fee for the financial statement for the year 2025 ended on 31 December 2025 totals 2,544,160 THB (two million five hundred forty-four thousand one hundred and sixty THB only) and the subsidiary company is 2,065,180 baht (two million sixty-five thousand one hundred and eighty THB only), as following details:

Auditing fee	2022	2023	2024	2025
Audit fee	2,230,000	2,320,000	2,447,100	2,544,160
Non-Audit fee	n/a	n/a	n/a	n/a
Total	2,230,000	2,320,000	2,447,100	2,544,160

Opinion of the Board

Agrees to present to the shareholders' meeting to consider, approve and appoint Ms. Pornthip Rimdusit, Certified Public Accountant No. 5565 and/or Ms. Sophit Promptol, Certified Public Accountant No. 10042 and/or Mr. Natthaphong Tantichattanont, Certified Public Accountant No. 8829 and/or Mr Treerawat Witthayaphalart, Certified Public Accountant No. 11464 of KPMG Phoomchai Audit Ltd. to act as the Company's auditors in 2025. One person shall review and

provide his/her opinion on the financial statements of the Company. In the case that the assigned auditor cannot fulfill their role, KPMG Phoomchai Audit Ltd. must replace the Company with another licensed auditor from KPMG Phoomchai Audit Ltd. auditing fees of the year for separate, subsidiaries and consolidate financial statement for auditing the financial statement for the year, ended on 31 December 2025 and for auditing the financial statement for quarters 1, 2 and 3 in 2025 totaling 2,544,160 THB (two million five hundred forty-four thousand one hundred and sixty THB only) and the subsidiary company is 2,065,180 baht (two million sixty-five thousand one hundred and eighty THB only)

Voting

The resolution of this agenda must be approved with the vote of not less than three-fourth of total votes of the shareholders attending the meeting and having the rights to vote.

Agenda 8 : To consider and approve the decrease of the registered capital from the original registered capital of THB 866,113,673 to be registered capital of THB 666,858,399 by cancelling the remaining unsold issued ordinary shares in the amount of 398,510,548 shares at a par value of THB 0.50 and the amendment of Memorandum of Association in Clause 4 to be in line with the capital decrease of the Company.

Objectives and reasons

According to the Company intent to increase its registered capital for the issuance and offering of allocated to the existing shareholders respective to their shareholding (Rights Offering) as mentioned in Agenda 9 and 10. Therefore, in order to comply with the Public Limited Companies Act B.E. 2535 (including amendments) (“**Public Company Act**”), Section 136, which prescribed that a public limited company will increase its capital from the amount which registered since all shares have been sold and paid in full, unless the remaining shares are the shares issued to accommodate the convertible bonds or warrants to purchase shares. For the reasons mentioned, the Company is necessary to decrease its registered capital in the amount of THB 199,225,274 from THB 866,113,673 to new registered capital THB 666,858,399 by cancelling 398,510,548 shares with a par value of THB 0.50 (which is the remaining shares from the accommodation for the exercise of rights under warrants to purchase the Company's ordinary shares No. 3 (SCN-W3) (“**SCN-W3 Warrants**”), which was expired on November 26, 2024,) and the amendment of Memorandum of Association in Clause 4 to be in line with the capital decrease of the Company.

In this regard, the remaining 120,000,000 ordinary shares are to accommodate the exercise of rights under warrants to purchase the ordinary shares of the Company No. 2 (SCN-W2) (“**SCN-W2 Warrants**”), which was expired on January 13, 2026,)

In addition, in order to be in accordance with the Company's registered capital decrease, the Company shall also amend of the Company's memorandum of association by using the following statement instead.

Clause 4	Registered Capital	:	666,858,399 Baht	(Six hundred sixty million, one hundred sixty five Baht and fifty Stang)
	Divided into	:	1,333,716,798 Shares	(One billion, three hundred and twenty million, three hundred, thirty one shares)
	Par Value	:	0.50	(50 Stang)
	Divided into	:		
	Ordinary Shares	:	1,333,716,798 Shares	(One billion, three hundred and twenty million, three hundred, thirty one shares)
	Preferred Shares	:	- None -	-

In addition, the Meeting approved to propose the Shareholders' Meeting to consider authorizing Board of Directors or Executive Committee or Authorized Director or the person authorized by Board of Directors or Executive Committee or Authorized Director to have a power to take any arrangements in relation to the registration of the capital increase and the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary arrangements in compliance with the registrar's order to complete the registration process.

Opinion of the Board

The Company's Board of Directors deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the decrease of the registered capital THB 199,255,274 from the original registered capital of THB 866,113,673 to be registered capital of THB 666,858,399 and the amendment of Memorandum of Association in Clause 4 (Registered Capital) to be in line with the capital decrease of the Company.

Voting

The resolution of this agenda must be approved with the vote of not less than three-fourth of total votes of the shareholders attending the meeting and having the rights to vote.

Agenda 9 : To consider and approve the increase of the registered capital of the Company in the amount of not exceeding THB 202,286,133 from the original registered capital of THB 666,858,399 to be the registered capital of 869,144,532 by issuing the newly ordinary shares of 404,572,266 shares at a par value of THB 0.50 and the amendment of Memorandum of Association in Clause 4 to be in line with the capital increase of the Company.

Objectives and reasons

According to the Company intent to increase its registered capital for the issuance and offering of allocated to the existing shareholders respective to their shareholding (Rights Offering) as detailed in capital increase Form (F53-4) enclosure 6, and the amendment of Memorandum of Association in Clause 4 to be in line with the capital increase of the Company.

In addition, in order to be in accordance with the Company's registered capital increase, the Company shall also amend of the Company's memorandum of association by using the following statement instead.

Clause 4	Registered Capital	:	869,144,532 Baht	(Eight hundred and sixty-nine million, one hundred and forty-four thousand, five hundred and thirty-two Baht)
	Divided into	:	1,738,289,064 Shares	(One thousand seven hundred and thirty-eight million two hundred and eighty-nine thousand sixty-four shares)
	Par Value	:	0.50	(50 Stang)
	Divided into	:		
	Ordinary Shares	:	1,738,289,064 Shares	(One thousand seven hundred and thirty-eight million two hundred and eighty-nine thousand sixty-four shares)
	Preferred Shares	:	- None -	-

In addition, the Meeting approved to propose the Shareholders' Meeting to consider authorizing Board of Directors or Executive Committee or Authorized Director or the person authorized by Board of Directors or Executive Committee or Authorized Director to have a power to take any arrangements in relation to the registration of the capital increase and the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary arrangements in compliance with the registrar's order to complete the registration process.

Opinion of the Board

The Company's Board of Directors deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve to propose to the shareholders' meeting to consider and approve the increase of the registered capital of the Company in the amount of THB 202,286,133 from the original registered capital of THB 666,858,399 to be the registered capital of 869,144,532 by issuing the newly ordinary shares of 404,572,266 shares at a par value of THB 0.50 and the amendment of Memorandum of Association in Clause 4 to be in line with the capital increase of the Company.

Voting

The resolution of this agenda must be approved with the vote of not less than three-fourth of total votes of the shareholders attending the meeting and having the rights to vote.

Agenda 10: To consider and approve the issuance and allocation of the newly issued ordinary shares of the Company in the amount of not exceeding 404,572,266 shares at a par value of THB 0.50 to offer to existing shareholders at their respective shareholding proportion (Rights Offering)

Objectives and reasons

The Company's Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the issuance and allocation of the newly issued ordinary shares of the Company in the amount of not exceeding 404,572,266 shares at a par value of THB 0.50 to offer to existing shareholders at their respective shareholding proportion (Rights Offering) at an allocation ratio of 3 existing ordinary shares to 1 new ordinary share (with any fractional shares resulting from the calculation being disregarded) with the offering price of THB 0.50 per share, in the total amount of THB 202,286,133. The date determining the shareholders who are entitled to be allocated and offered the newly issued shares at their respective shareholding proportion (Rights Offering) (Record Date) is April 30, 2025. The determination of the rights to subscribe the shares and the allocation of newly issued shares is uncertain and subjected to the approval of the shareholders' meeting.

According to this allocation of the newly issued ordinary shares to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering), in the case where there are newly issued ordinary shares remaining from the allocation of all shares to the existing shareholders of the Company in proportion to their existing shareholding have been completed in the first round, the Company will allocate the remaining newly issued ordinary shares to existing shareholders who wish to oversubscribe in excess of their rights in proportion to their original shareholding at the same price as the shares that have been allocated according to their rights (Oversubscription) with details as follows:

- (a) In the case where the number of remaining shares from the allocation to the existing shareholders proportionate to their respective shareholdings (Rights Offering) in the first round is greater than or equivalent to the shares which the existing shareholders oversubscribe in excess of their rights in proportion to their original shareholding, the Company will allocate the remaining shares to all those who oversubscribe of their rights and paid for the subscription in accordance with the notified oversubscription amount.
- (b) In the case where the number of remaining shares from the allocation to the existing shareholders proportionate to their respective shareholdings (Rights Offering) in the first

round is lower than the shares which the existing shareholders oversubscribe in excess of their rights in proportion to their original shareholding, the Company will allocate the remaining shares to those who oversubscribe of their rights as follows:

- (1) Allocate proportionate to the respective shareholdings of each oversubscription shareholder by multiplying the original shareholding proportion of each oversubscription shareholder by the number of remaining shares. The result will be the number of shares that each oversubscription shareholder has the right to be allocated. In the event there are fractions from the calculation, the fractions will be disregarded. However, the number of the allocated shares will not exceed the number of shares that each shareholder has subscribed and paid for the subscription.
- (2) In the case where there are still shares remaining after the allocation according to (b) (1), the Company will allocate proportionate to the respective shareholdings of each oversubscription shareholder and have not been allocated in full according to their original shareholding proportion by multiplying the original shareholding proportion of such oversubscription shareholder by the number of remaining shares. The result will be the number of shares that each oversubscription shareholder has the right to be allocated. In the event there are fractions from the calculation, the fractions will be disregarded. The number of the allocated shares will not exceed the number of shares that each shareholder has subscribed and paid for the subscription. In this regard, the allocation of shares shall be carried out to each oversubscribing shareholders according to the method in this section until there are no shares remaining from the allocation.

However, the shares allocation to the oversubscription shareholders of the Company in any case must not cause any shareholder (including a person pursuant to Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) of such shareholder) holds the Company's shares in the following manner:

- (a) In the manner the number reaches or passes the trigger point required to make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor. 12/2554 Re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers (as amended) (“**Notification No. TorJor. 12/2554**”) (unless such shareholder is exempt from making a tender offer for all securities of the business as specified in the Notification No. TorJor. 12/2554); or
- (b) In the manner of which violates the foreign shareholding restriction as specified in the Articles of Association of the Company.

Furthermore, the Meeting approved to propose the Shareholders’ Meeting to consider appointing Board of Directors or Executive Committee or Authorized Director or the person authorized by Board of Directors or Executive Committee or Authorized Director to perform any action regarding issuance, offering, allocation, and subscription including following actions:

- (a) Determine the details of the newly issued ordinary shares to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering);
- (b) Determine or change the method for the allotment of the newly issued ordinary shares, such as allotment period may be scheduled for one time or multiple times, offering ratio, the date for determining the shareholders who are entitled to be allocated and offered the newly issued shares (Record Date), determining the subscription and payment date and time, offering period, offering price, payment method, allocation details, and other offerings;
- (c) Sign any permission form for approval, waiver requests, notices, and evidence relevant to the allotment of the Company’s newly issued ordinary shares. This includes contacting and submitting documents to the Securities and Exchange Commission, the Stock Exchange of Thailand (“**SET**”), Thailand Securities Depository Co., Ltd., the Ministry of Commerce, or any relevant agencies as well as listing the newly issued ordinary shares as listed securities on the SET; and

- (d) Take any necessary and relevant actions relevant to the allocation of newly issued ordinary shares in all respects for offering the newly issued ordinary shares to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering) consistent with the relevant laws and regulations.

The details of the allocation and offering of newly issued ordinary shares are shown in Capital Increase Form (F53-4) **Enclosure No. 4** and Information Memorandum on the Issuance, Offering and Allocation of Newly Issued Ordinary Shares of Scan Inter Public Company Limited **Enclosure No. 5**.

Opinion of the Board

The Company's Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the issuance and allocation of the newly issued ordinary shares of the Company in the amount of not exceeding 404,572,266 shares at a par value of THB 0.50 to offer to existing shareholders at their respective shareholding proportion (Rights Offering) at an allocation ratio of 3 existing ordinary shares to 1 new ordinary share (with any fractional shares resulting from the calculation being disregarded) with the offering price of THB 0.50 per share, in the total amount of THB 202,286,133 The date determining the shareholders who are entitled to be allocated and offered the newly issued shares at their respective shareholding proportion (Rights Offering) (Record Date) is April 30, 2025. The determination of the rights to subscribe the shares and the allocation of newly issued shares is uncertain and subjected to the approval of the shareholders' meeting.

Voting

The resolution of this agenda must be approved with the vote of not less than three-fourth of total votes of the shareholders attending the meeting and having the rights to vote.

Agenda 11: To consider other matters (if any)

The Company has set the record date for shareholders entitled to participate in the 2025 Annual General Meeting of Shareholders, on March 17, 2025. The Company will conduct the meeting in accordance with the Articles of Association of the Company related to the shareholders' meeting as detailed in enclosure 6.

The Company has disclosed the meeting invitation along with enclosures related to the meeting on the Company's website: www.scan-inter.com. Therefore, all shareholders are invited to attend the 2025 Annual General Meeting of Shareholders on April 23, 2025 at 14.00 hours, through electronic media (E-AGM) via link of the Company OJ International Co., Ltd., the Company's provider of E-AGM systems. Details of the procedures for attending the 2025 Annual General Meeting of Shareholders through electronic media (E-EGM) appeared in enclosure 7. The Company will open the system for participation 60 minutes prior to the meeting. However, the live broadcast will commence only when the meeting officially begins on April 23, 2025, starting at 14:00 onwards.

For the shareholders who wish to attend the meeting via electronic media or authorize a person who is not an independent director of the Company to attend the meeting via electronic media on their behalf. Please review the Guideline for attending the 2025 Annual General Meeting of Shareholders via electronic media (E-AGM) as per enclosure 7 and please submit identification documents in Acceptance form for attending the the 2025 Annual General Meeting of Shareholders (E-AGM) of Scan Inter Public Company Limited as per enclosure 8 to the Company via E-mail: corporatesecretary@scan-inter.com within April 18, 2025. when the Company has reviewed the information according to the list of shareholders according to the information in the closed register of shareholders who have the right to attend the meeting is correct and complete, the service provider for organizing meetings via electronic media will send a meeting link and a user manual

to the email that you have informed to the Company. The link will be sent 2 days prior to the meeting date.

In this regard, if any shareholder wishes to appoint another person to attend and vote on their behalf at the meeting, please complete the details and sign the proxy form, either Form A, B, or C, as provided in enclosure 9. In the case where the shareholder is a foreign investor and has appointed a Custodian in Thailand as the depository and caretaker of shares, only Form C can be used. For shareholders who are not foreign investors and have appointed a Custodian in Thailand as the depository and caretaker of shares, either Form A or B may be used. Additionally, if any shareholders desire to delegate the proxy to an independent director of the Company to attend the meeting on your behalf, please consider the information about the independent directors for the proxy acceptance appeared in enclosure 10. Please submit the proxy form, either Form A, B, or C, along with supporting documents to the Company at the Company's address by April 18, 2025.

In this regard, the Company acknowledges the importance of safeguarding the personal data of shareholders and/or proxies participating in the 2025 Annual General Meeting of Shareholders. Therefore, the Company has prepared a Privacy Notice for the shareholder meeting to inform shareholders and/or proxies about the policy regarding the collection, use, and/or disclosure of personal information of shareholders and/or proxies, as well as the rights of shareholders and/or proxies as data subjects under the law as the owners of personal data as appeared in enclosure 11. This is provided to ensure that you derive the maximum benefits from the meeting and fully exercise your rights.

If you have any questions that require clarification on the agenda items presented at this meeting, as appeared in enclosure 12. Please send your inquiries in advance to the Company via email at corporatesecretary@scan-inter.com by April 18, 2025.

In addition, for the shareholders to access an information more conveniently and efficiently, the Company has published this invitation to the 2025 Annual General Meeting of Shareholders, with the documents related to the meeting on the Company's website www.scan-inter.com both in Thai and English formats from March 20, 2024 onwards.

The Company truly appreciates your understanding and looks forward to your continued cooperation.

Yours sincerely,
- Pisit Serewiwattana -
(Mr. Pisit Serewiwattana)
Chairman

Corporate Company Secretary
Tel. 063-5636998