

**XSpring Capital Public Company Limited**

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Letter No.:	Ref. OBD No. 002/2025
Subject:	Omission of dividend payment and set date for the Annual General Meeting of Shareholders for 2025
To:	The President The Stock Exchange of Thailand
Headline:	Omission of dividend payment and set date for the Annual General Meeting of Shareholders for 2025
Security Symbol:	XPG

Announcement Details

Schedule of Shareholders' meeting	
Subject	Schedule of Annual General Meeting of Shareholders
Date of Board resolution	21-Feb-2025
Shareholder's meeting date	28-Apr-2025
Beginning time of meeting (hh:mm)	10 : 00
Record date for the right to attend the meeting	17-Mar-2025
Ex-meeting date	14-Mar-2025
Significant agenda item	- Omitted dividend payment - Changing / renewal of the term of the director(s)
Venue of the meeting	The meeting will be conducted in the form of electronic meeting (E-Meeting) and broadcasted from the Company.
Agenda Item 1	
Agenda Detail	Message from Chairman
Type	To acknowledge
Agenda Item 2	
Agenda Detail	To consider and certify the minutes of the Annual General Meeting of Shareholders for the Year 2024
Type	To Consider and approve
Board's Resolution	
To propose the shareholders' meeting to consider and certify the aforementioned minutes.	

Agenda Item 3

Agenda Detail	To acknowledge the Board of Directors' report on the Company's operating results for the Year 2024
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Type	To acknowledge
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Board's Resolution

To propose the shareholders' meeting to consider and acknowledge the Company's operating results for the year 2024.

Agenda Item 4

Agenda Detail	To consider and approve the statements of financial status and the statements of comprehensive income for the year ended 31st December 2024
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Type	To Consider and approve
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Board's Resolution

To propose the shareholders' meeting to consider and approve the statements of financial status and the statements of comprehensive income for the year ended 31st December 2024.

Agenda Item 5

Agenda Detail	To consider and approve the election of directors to replace the retiring directors 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 the directors having vested interests) deemed it appropriate to propose the shareholders' meeting to re-elect all directors who retired by rotation namely, 1) Mr. Thanarak Phongphatar 2) Dr. Pairoj Boonkongchuen and 3) Mr. Kittichai Raktakanit to be directors for another term.

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

Director Name	Mr. THANARAK PHONGPHATAR
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Position in company (1)	CHAIRMAN OF THE BOARD
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Effective Date (1)	23-Feb-2024
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Position in company (2)	INDEPENDENT DIRECTOR
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Effective Date (2)	08-Mar-2019
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Position in company (3)	AUDIT COMMITTEE
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Effective Date (3)	03-Oct-2023
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Position in company (4)	- Chairman of Risk Management Committee, Member of Nominating and Compensation Committee
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Change of director/Executive	
Re-election	
Director Name	Mr. KITTICHAJ RAKTAKANIT
Position in company (1)	INDEPENDENT DIRECTOR
Effective Date (1)	17-May-2019
Position in company (2)	AUDIT COMMITTEE
Effective Date (2)	11-Aug-2020
Position in company (3)	- Chairman of Corporate Governance and Sustainability Committee, Member of Nominating and Compensation Committee

Change of director/Executive	
Re-election	
Director Name	Mr. PAIROJ BOONKONGCHUEN
Position in company (1)	INDEPENDENT DIRECTOR
Effective Date (1)	24-May-2021
Position in company (2)	CHAIRMAN OF THE AUDIT COMMITTEE
Effective Date (2)	24-May-2021

Agenda Item 6	
Agenda Detail	To consider and approve the allocating part of net profit as a legal reserve and the omission of dividend payment for the operating results for the year 2024
Type	To Consider and approve
Board's Resolution	

1. To propose the shareholders' meeting to consider and approve the allocating part of annual net profit as a legal reserve of Baht 10,890,577 (i.e., 5 percent of annual net profit for the year 2024) causing the total legal reserve from Baht 118,741,094 to Baht 129,631,671 (i.e., 2.42 percent of the total registered capital of the Company) to comply with the requirement by law.
2. To propose the shareholders' meeting to consider and approve the omission of dividend payment for the operating results of the Company for the year 2024.

Dividend payment / Omitted dividend payment	
Subject	Omitted dividend payment
Date of Board resolution	21-Feb-2025
Omitted dividend payment from	Operating period from 01-Jan-2024 to 31-Dec-2024

Agenda Item 7

Agenda Detail	To consider and approve directors' remuneration for the year 2025
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Type	To Consider and approve
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Board's Resolution

To propose to the shareholders' meeting to consider and approve that the directors' remuneration, which comprised of the retainer fee and attendance fee for the year 2025 at the aggregate amount of not exceeding Baht 7,000,000

Agenda Item 8

Agenda Detail	To consider and approve the directors' reward for the operating results for the year 2024
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Type	To Consider and approve
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Board's Resolution

To propose to the shareholders' meeting to consider and approve directors' reward for the operating results for the year 2024 in the total amount of Baht 2,400,000

Agenda Item 9

Agenda Detail	To consider and approve the appointment of auditors and fix their audit fee for the year 2025
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Type	To Consider and approve
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Board's Resolution

- To propose to the shareholders' meeting to consider and approve the appointment of the auditors from EY Office Limited as the auditors of the Company for the year 2025 as follows:

1. Ms. Somjai Khunapasut CPA (Thailand) No. 4499 and/or
(Signed the Company's Financial Statements in 2021, or equivalent to 1 Year)
2. Ms. Rachada Yongsawadvanich CPA (Thailand) No. 4951 and/or
(Signed the Company's Financial Statements in 2024, or equivalent to 1 Year)
3. Ms. Wanwilai Phetsang CPA (Thailand) No. 5315 and/or
(Signed the Company's Financial Statements in 2022 - 2023, or equivalent to 2 Years)
4. Ms. Bongkot Kriangphanamorn CPA (Thailand) No. 6777
(Never signed the Company's Financial Statements)

- To propose the shareholders' meeting to consider and approve the audit fee for the year 2025 in the amount of Baht 1,300,000 excluding other fee like last year.

Auditors Appointment	
No 1	
Auditor Name	MS. BONGKOT KRIENGPANAMORN
CPA License No.	6777
Accounting and Audit firm	EY OFFICE LIMITED
Audit End Date	31-Dec-2025
No 2	
Auditor Name	Miss Somjai Khunapasut
CPA License No.	4499
Accounting and Audit firm	EY OFFICE LIMITED
Audit End Date	31-Dec-2025
No 3	
Auditor Name	MISS RACHADA YONGSAWADVANICH
CPA License No.	4951
Accounting and Audit firm	EY OFFICE LIMITED
Audit End Date	31-Dec-2025
No 4	
Auditor Name	Miss WANWILAI PHETSANG
CPA License No.	5315
Accounting and Audit firm	EY OFFICE LIMITED
Audit End Date	31-Dec-2025
Agenda Item 10	
Agenda Detail	To consider other agenda
Type	To Consider and approve

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

Signature _____
(MissVarangkana Artkarasatapon)
Managing Director
Authorized person to disclose information

Company Secretary Office
Tel. 02-030-3730

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