

Part

2

Corporate Governance



1

Corporate Governance Policy

The Company adheres to the principles of good corporate governance based on sufficiency, the principles of good governance, being a transparent and accountable organization, including conducting business with awareness of the society, community, and environment, as well as giving importance to the promotion of personnel to be good, virtuous, and improving the quality of work-life to be a sustainable organization. The Company discloses information on good corporate governance in accordance with the CG Code and also complies with the principles of good corporate governance for listed companies in accordance with the guidelines set forth by the Stock Exchange of Thailand. The Board of Directors has reviewed the Corporate Governance Policy on an annual basis to ensure the appropriateness and compliance with the Company's business operations and in Good Corporate Governance. In addition, the Company has the Corporate Governance and Sustainable Development Committee as an additional sub-committee to supervise and give advice and determine guidelines for compliance with the principles of good corporate governance and sustainable development of the Company in an appropriate, transparent, and balanced manner in terms of Environment, Social and Governance (ESG) in order to build confidence and credibility among stakeholders as well as for the Company to manage the organization to grow and create value for all stakeholders in a sustainable way.

In 2024, the Company received the results of the corporate governance assessment of listed companies for the year 2024 at the level of "Excellent" (5 stars) from a survey of corporate governance of 808 listed companies from the Thai Institute of Directors. The Company also received the results of the assessment of the quality of the year 2024 shareholder meeting organized by the Thai Investors Association, with a score of 89 %, reflecting that the Board of Directors places importance on good corporate governance and always updates the guidelines.

1. Rights of Shareholders and Equitable treatment of Shareholders

The Company treats its shareholders as the owners of the Company who have basic rights as stipulated by law by encouraging shareholders to exercise their rights. The Company also has a policy to treat and take care of shareholders beyond their legal rights, such as providing appropriate, adequate and timely information, not depriving the rights of shareholders to study the Company's information and the right to attend the shareholders' meeting to vote and express their opinions, etc. The Board of Directors has determined the rights of shareholders and equitable treatment of shareholders in such matters as follows:

1.1 The Shareholder's Meeting

Annual General Meeting of Shareholders: The Company schedules an annual general meeting of shareholders within 4 months from the end of the Company's fiscal year. The shareholders who have the right to attend the meeting and vote must be the shareholders whose names are in the share register on the date specified by the Board of Directors (Record Date) and the number of shares that each shareholder who has the right to vote shall be as shown in the shareholder register on that record date. The record date shall be a date not more than two months before the shareholders' meeting, but not before the date the Board of Directors approves the meeting of shareholders and once the Board has set the Record Date, it cannot be changed.

However, at present the organization of meetings has changed with meetings via electronic media becoming more popular, together with the the Notification of the Emergency Decree on Meetings via Electronic Media B.E. 2020 facilitating the holding of meetings. Therefore, in 2024, the Company held the 2024 Annual General Meeting of Shareholders via electronic media (E-AGM), was held on April 11, 2024 at 2:00 PM, via electronic device, which was live broadcasted at the seminar room, 1st floor, Head Office of Advance Information Technology Public Company Limited, No.37/2 Suthisarnwinitchai Road, Sam Sen Nok Sub-district, Huai Khwang District, Bangkok 10310. In this meeting, the system of Quid Lab Co., Ltd., a service provider that complies with the requirements of the Electronic Transactions Development Agency was used. All the directors and chief executives attended the meeting to answer shareholders' questions, where Mr. Khitsada Lerdwana and Miss Kamonkan Pongpanich, auditors from EY Office Company Limited and legal consultants from Kudun and Partners Company Limited acts as the observers and responsible for vote counting, including checking the accuracy of the vote at the meeting in which the chairman has conducted the meeting as required by law.

Invitation Letter for the Shareholder's Meeting in Advance: The Company appointed the Thailand Securities Depository Co. Ltd. (TSD), a securities registrar, to deliver a shareholder meeting invitation to eligible shareholders at least 14 days in advance and provides the shareholder adequate information specifying the date, time, place and agenda including concerned matters with the objectives and reasons; supporting documentation and information

for decision making; a resolution of the Board of Directors; reports on the previous meeting resolutions; the Annual Report; and a proxy form and procedures. An announcement is also published three (3) days prior to the meeting date on newspaper so that each shareholder shall have sufficient time to analyze the information in advance. Additionally, The Company also published in the Company's website at <https://www.ait.co.th/en/shareholder-meeting/> prior to the scheduled Shareholder Meeting. The reason these steps are taken is to encourage all shareholders, including institutional ones, to attend the Company's Shareholders Meetings.

Appointment of proxy to attend the Shareholder's Meeting: Shareholders can appoint any other person or independent director of the company to attend the meeting and the Company has specified their names in the proxy form in the form prescribed by the Ministry of Commerce to attend the meeting and vote on their behalf. The Company also published it on its website.

Facilitating Shareholders: The Company has the policy to promote and facilitate all shareholders to attend online shareholders' meeting, which includes providing staff to answer questions or assist shareholders, in the case where shareholders cannot access the online meeting and the Company will open the meeting room to accommodate registration 1 hour prior to the meeting time.

Disclosure the Shareholder's Meeting Agenda and Documentation on the Company's website: The Company notifies shareholders through the Stock Exchange of Thailand and the corporate website at <https://www.ait.co.th/en/shareholder-meeting/> prior at least 30 days before the Annual General Meeting of shareholder's date in order for the shareholders to have adequate time to be prepared for the meeting. As the corporate website consist of 2 languages, Thai and English in order to facilitate transparency of information and communication to all shareholders The Company also provides the opportunity for shareholders to send their questions in advance via the Company's website or e-mail companysecretary@ait.co.th or send a sealed letter to Company Secretary Department

Conducting the Meeting: Before starting the meeting, the voting method and vote-counting method shall be clearly explained in accordance with the Company's Articles of Association, as well as giving the attendees an opportunity to ask questions or make suggestions on each agenda. The Chairman proceeds the meeting according to the agenda and shall not add any agenda without notifying the shareholders in advance. At every meeting, minutes are taken accurately and completely and the voting results are clearly summarized. If a physical annual general meeting, the Company will prepare an E- Voting system and register using a barcode to create a transparent meeting in accordance with the principles of good corporate governance.

After the Meeting: The Company sends the minutes of the shareholders' meeting which contains the minutes of each agenda in detail, which shall be delivered as information to the Stock Exchange of Thailand within 14 days from the date of the shareholders' meeting and published on the Company's website (<https://www.ait.co.th/en/shareholder-meeting/>) for investors.

1.2 Conflicts of Interest

The Company complies with relevant rules and regulations regarding the reporting of interests of directors, executives, and related persons, which are transactions that may cause a conflict of interest and compliance with good corporate governance principles. If any director has a stake or is involved in any agenda, that director shall abstain from voting on that agenda. The Board of Directors establishes criteria and methods for reporting interests of directors, executives, and related persons as follow:

The directors and the executives shall report their interests from their initial designation and any change in their interests within 7 working days in accordance with the report form for interests of directors and executives and submit the report to the corporate secretary to proceed and retain for audit purposes.

The corporate secretary shall submit the report of interests, and any change, to the chairman and audit committees within 7 working days from the date of receiving the said report and report to the Board of Directors in the next meeting.

At the end of the year, the Company secretary shall prepare a report on the conflict of interest and submit to the directors and executives for data verification or the purpose of disclosure in the Annual Registration Statement and the Form 56-1 One Report.

In 2024, the Company sent information to executives and employees via email to enter the prepared system to create awareness about conflicts of interest and have them signed electronically to acknowledge it. This year, 100 % signed back. It also promotes knowledge and understanding for employees to work according to the "Code of Conduct" through the system as well, with them signing electronically, accounting for 100 %. In 2024, no directors, executives, employees, or related persons were found to have committed any actions that violated the conflict of interest policy.

1.3 Channels for the Company's information

All stakeholders of the Company are able to access information of AIT equally, which is distributed and available equally to all shareholders through the various following channels including reporting of news and leads through the Company's website www.ait.co.th phone (66) 2275 9400 , letter, and e-mail to companysecretary@ait.co.th The question, complaint, and recommendation shall be forwarded to the related departments to investigate and inform back to the reporter.

1.4 Prevention of Use of Inside Information by Directors, Executives and Employees

Pursuant to Section 59 of the Securities and Exchange Act B.E. 2535 (1992), the directors, executives, and auditors of the Company are required to disclose changes in their securities holdings and derivatives, and this includes their spouses and underage children to allow the investors and the shareholders to acknowledge and monitor the movement of securities of such persons who are in a position or status that may know inside information of

the Company and may exploit such information for their own benefits before the information is disclosed to the public. In addition to the regulatory requirements, when securities holdings of directors and executives are changed, such information will be added to an agenda to be reported to the Board of Directors at the Board of Directors' meeting on a quarterly basis. In addition, the Company has policy and adheres to ethics, integrity, and honesty in operating business with customers, partners, investors, and shareholders, by determining guidelines in "Business Code of Conduct" manual under the title "Insider information usage and securities trading" for the directors, executives, and employees at all levels adhering and applying to secure important data. The details can be found in the topic "Insider information control" and has published such manuals on the Company's website. In 2024, no directors or executives were found to have traded in the Company's stock.

2. Roles of Stakeholders

The Company recognizes the rights of stakeholders and has policies to give confidence by giving priority to stakeholders, including shareholders, employees, customers, suppliers, business partner partners, competitors, as well as the public, society and environment as a whole. There is a cooperation between different group of stakeholders according to the roles and duties in order for the Company's business to operate well with stability and response to fair benefits for all parties, therefore, The Board of Directors has provided the "Code of Conduct" guide which specifies responsibility to the stakeholders to be used as practices by the relevant departments, as well as to inform and encourage all directors, managers, and staffs to work and conduct business activities to protect and ensure basic rights of stakeholders.

3. Information Disclosure and Transparency

- 3.1 The board is responsible for financial information report including general information of shareholders and general investors in a rightful, complete, reliable, timely manner with reasonable and statistic explanation, supports in terms of operating performance, policy, and future tendency, as well as business's achievement and difficulty to allow with the Company's shareholders, investors, and stakeholders to equally know this information. According to the law, the requirements in line with the criteria of the Office of the Securities and Exchange Commission (S.E.C.), the Stock Exchange of Thailand, and of the generally accepted accounting principles require every financial report to be verified or checked by the Company's auditors, board of executive directors, audit committees, and board of directors
- 3.2 The intercompany transaction is required to be disclosed adequately, be it intercompany pricing policy or a case of intercompany trading, loan for or from related business, account receivable and payable of related business, investment of related business, guarantee, and guarantee providing of related business in order that the Company's shareholders and investors can fully acknowledge information and transparency under the intercompany transaction approval measure. If the Company has significant

intercompany transactions in line with the conditions, regulator, executives, or board of directors will consider on approval and implementation in accordance with the rules, including disclosure of complete transaction in line with the regulations of the SEC office and the Stock Exchange of Thailand

4. Responsibilities of the Board of Directors

4.1 **Structures and Responsibilities of the Board:** The Board of Directors comprised of five (5) committees: The Board of Directors, the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance and Sustainable Development Committee and the Executive Committee. These committees have been formed in order to provide a proper assignment of duties and authority to provide for a clear direction and the most efficient Company operation.

The Board of Directors shall determine the corporate goal, and determine roles, duty and authorities for the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance and Sustainable Development Committee and the Executive Committee. The Executive Committee shall set the Company policy, direction and strategy in operating business to achieve the corporate goal set by the Board of Directors. The Audit Committee shall review the Company's operations to be compliant with the relevant laws. The Nomination and Remuneration Committee shall consider the remuneration of directors, all subcommittees, president, or any persons appointed by the Board of Directors. Additionally, the Nomination and Remuneration Committee shall consider compensation packages for the Company's management and employees in terms of bonus and annual salary increases, and then propose these at the Board of Directors' meeting for approval. The Corporate Governance and Sustainable Development Committee provides advice and set guidelines for compliance with the principles of good corporate governance and sustainable development of the Company in an appropriate and transparent manner.

Furthermore, the Board of Directors shall set the internal control systems, internal audit department, and the measures for effectively managing risk. The Board of Directors shall also set out a monitoring plan and review the performance regularly at the Board of Directors' meeting. The Company has hired an outsource company, DIA Audit Co., Ltd. to be its Internal Auditor. Mr. Apinan Sripramont is now the appointed head of the Internal Audit Department and he reports to the Audit Committee on a quarterly basis.

4.2 **Balance of Power of Non-Executive Directors:** According to the Company's Regulations No.14, the Board of Directors will comprise of at least five (5) directors who experiences in various fields. As of 31st December 2024, the Board of Directors consisted of 13 directors; of which, eleven (11) are non-executives or representing by 85 % and the remaining two (2) executive directors or representing by 15 % of the total directors.

The numbers of independent directors are five (5) directors or representing by 38 % of the total directors in accordance with the principles of good governance set out by the stock Exchange of Thailand.

4.3 The Role of Chairman of the Board of Director and President

The Company has clearly defined the roles and responsibilities of the Chairman of the Board of Directors and the President to perform their duties in management as follow:

Chairman of the Board of Director	President
<ol style="list-style-type: none"> 1. Convene a board of directors meeting whereby the Company Secretary shall send a meeting notice not less than 7 days before the meeting date to allow directors sufficient time to study and consider the information and make the accurate decision. 2. Act as the chairman of the board of directors meeting and shareholders' meeting and encourage directors to attend the shareholders' meeting, including directing the meeting in an effective manner. 3. Allocate sufficient time for the meeting and encourage all directors to discuss, exchange ideas and express opinions in a freely manner and exercise prudent discretion in full consideration of all stakeholders. 4. Encourage directors to perform their duties within the scope of authority and responsibility of the Board of Directors in accordance with the law and good corporate governance principles. 5. Act a decisive vote in the event that the Board of Directors Meeting has equal votes for both parties. 	<ol style="list-style-type: none"> 1. Perform the duties as assigned by the Board of Directors or the Executive Board Committee under the Company's objectives, regulations and Articles of Association. In dealing with transactions, the Board of Directors has clearly approved maximum limit of each transaction. This limit should not exceed the limit approved by the Board of Directors. The maximum limit of each transaction however, may be appropriately revised upon the consideration and judgment of the Board of Directors. The delegation of authority to the President should not include any transaction in which the President or any other person involved may then have a conflict of interest (as determined through notification by the Securities and Exchange Commission) with the Company or its subsidiaries. Any duties performed should conform to the Notification by the Stock Exchange of Thailand in its article "Rules, procedures, and disclosures of any related party transactions of the listed company". An exemption to this is for any transaction which is a normal business transaction at market price and under the rules and regulations as specified by the Company. 2. Prepare the Company's business plan, strategy plan, and estimated annual budget to propose to the Executive Board Committee. 3. Follow the business plan, strategy plan, and estimated annual budget which have been approved by the Executive Board Committee. 4. Determine the organizational structure and management framework to include every details of selection, training, hiring, and termination of the Company's employees. 5. Empower to appoint or discharge an employee whose position is lower than the President. 6. Perform with honesty and prudently for the protection and benefit of the Company.

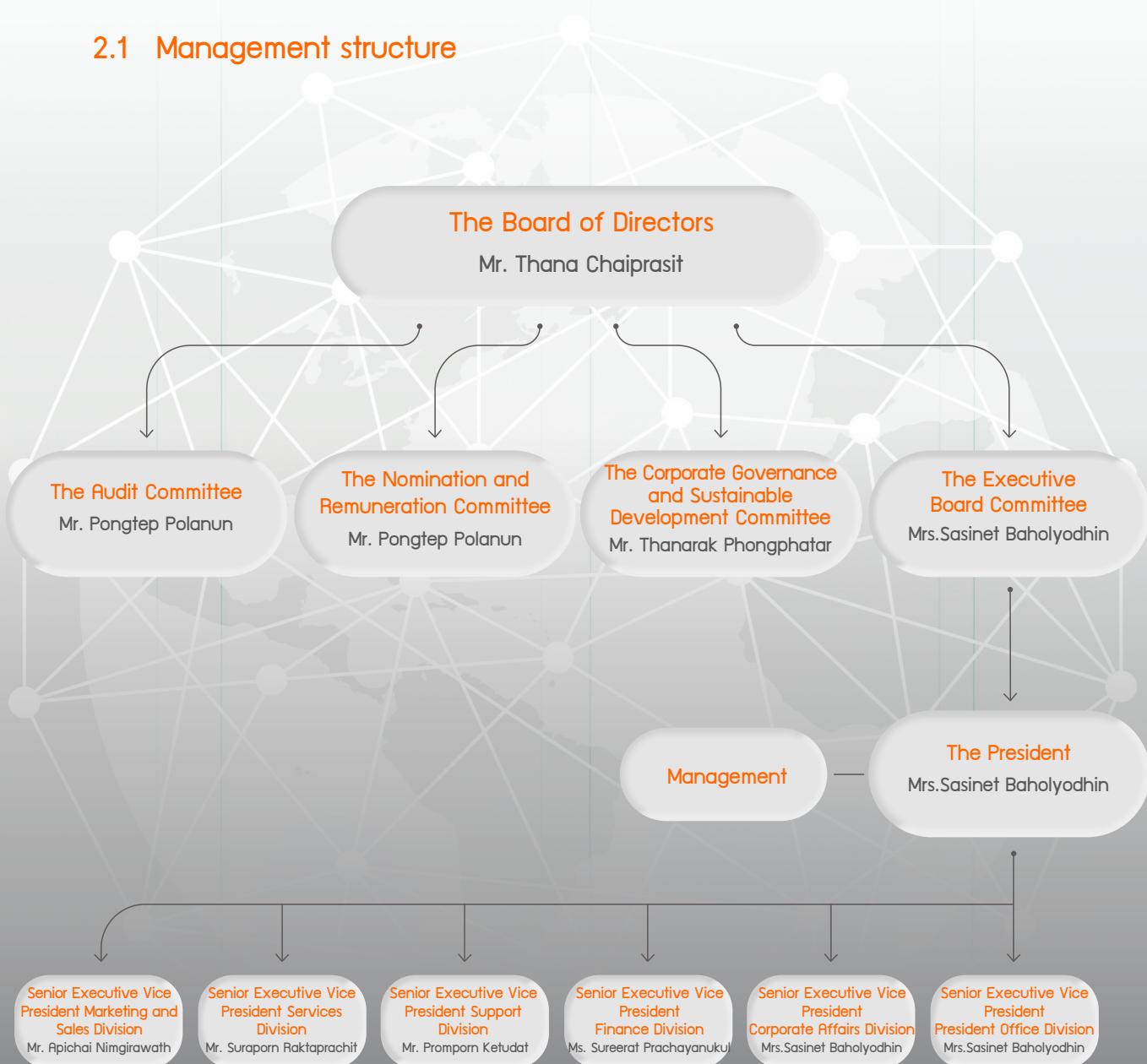
4.4 Directorships in other companies by directors and executives

Directors can hold directorships in other businesses, but this must not be an obstacle to the performance of duties as a director of the Company. The director should hold directorships in no more than 5 listed companies on the Stock Exchange of Thailand. In the case of the President, he/she may hold a directorship in other companies. However, it must not be an obstacle to the performance of the President of the Company and such business must not be in the same business or in competition with the business of the Company.

4.5 Orientation Program for new Directors: The Board of Directors has set up the committee charter to determine the scope, guidelines, as well as the rules and regulations of the Company, which require that new directors shall be informed with the Company's business policy, relevant information, laws and regulations. An orientation shall be organized for new directors. The Board of directors has assigned the President and the Company Secretary to prepare a summary of information for the new directors, as well as to prepare useful information and documents, including meeting records. In addition, new directors are required to visit the establishment in order to understand the industry and business operations of the Company.

2 Corporate governance structure and important information about the Board of Directors, Sub-Committees, Management, employees, and others

2.1 Management structure



2.2 Information about the Directors

The Composition of the Board of Directors and the Sub-committees

As of December 31, 2024, the Company has five (5) Committees: 1) The Board of Directors, 2) The Audit Committee, 3) The Nomination and Remuneration Committee, 4) The Corporate Governance and Sustainable Development Committee and 5) The Executive Board Committee.

The Board of Directors consists of persons who have a knowledge and ability to play a key role in determining the Company's policy, together with the top executives in planning its operation short-term and long-term. This includes the determination of the financial policy and corporate overview. There is another important role in overseeing, monitoring and assessing the performances of the Company and the top executives to meet the goals.

There are six (6) non-executive directors and two (2) executive directors. There are five (5) independent directors, listed as Mr.Thana Chaiprasit, Mr.Pongtep Polanun, Mr.Sripop Sarasas, Mr.Thanarak Phongphatar and Mr.Thongdee Paso. These five directors are qualified for the Company's requirement on the independent directors, equal to the minimum requirement of the Security and Exchange Commission or the Stock Exchange of Thailand.

Authorized Directors

Case 1: Mrs.Sasinet Baholyodhin, or Mr.Kamolpat Baholyodhin, or Ms.Radakarn Meetam, or Mr. Nutdanai Raktaprachit two of the four directors jointly signing and affixing the Company seal; or

Case 2: Mrs.Sasinet Baholyodhin, or Mr.Kamolpat Baholyodhin, or Mr.Nutdanai Raktaprachit signing jointly with Mr. Apichai Nimgirawath and affixing the Company seal.

Board of Directors and the Sub-committees

Name – Last Name	Board of Directors	The Sub-committees			
		Audit Committee	The Nomination and Remuneration Committee	The Corporate Governance and Sustainable Development Committee	The Executive Board Committee
1. Mr. Thana Chaiprasit	Chairman of the Board and Independent Director	-	-	-	-
2. Mr. Pongtep Polanun	Vice Chairman of the Board and Independent Director	Chairman and Independent Director	Chairman and Independent Director	-	-
3. Mr. Sripop Sarasas	Independent Director	Independent Director	Independent Director	-	-
4. Mr. Thanarak Phongphatar	Independent Director	Independent Director	-	Chairman and Independent Director	-
5. Mr. Thongdee Paso	Independent Director	-	-	Independent Director	-
6. Mr. Siripong Oontornpan ¹	Executive Director	-	Executive Director	-	Chairman and Executive Director
7. Mr. Kittisak Sopchokchai	Non-executive Director	-	Non-executive Director	-	-
8. Mr. Kamolpat Baholyodhin	Non-executive Director	-	-	-	-
9. Mr. Nutdanai Raktapraphit	Non-executive Director	-	-	-	-
10. Ms. Radakarn Meetam	Non-executive Director	-	-	-	-
11. Mr. Sithidej Mayalarp	Non-executive Director	-	-	-	-
12. Ms. Kulnada Oranraktham	Non-executive Director	-	-	-	-
13. Mrs. Sasinet Baholyodhin ¹	Executive Director	-	Executive Director	-	Acting Chairman and Executive Director
14. Mr. Apichai Nimgirawath	Executive Director	-	-	-	Executive Director

Remark:

1. Mrs. Sasinet Baholyodhin was approved to be appointed as an acting Chairman of the Executive Board Committee and the President from the Board of Directors' Meeting No. 4/2024 on October 14, 2024 and was approved to be appointed as a member of the Nomination and Remuneration Committee from the Board of Directors' Meeting No. 5/2024 on November 7, 2024, replacing Mr. Siripong Oontornpan who passed away on October 13, 2024

Authority, Duties and Responsibilities of the Board of Directors
1. Authority of the Board of Directors

- (1) Performs its duties with honesty, integrity and prudence, in accordance with the law, the Company's objectives and Articles of Association, and all resolutions of the Annual General Shareholders Meeting in order to carefully protect the Company's interests.
- (2) Determines the Company's policies, objectives, direction, business plans, and budgets including the supervision and management of the Company executives in accordance with the agreed business policies. The exception to this is those matters which legally require prior approval at the Annual General Shareholders Meeting before they may be implemented, such as for example: an increase/decrease in share capital; the issuance of debentures; the sale or transfer of the whole or part of the Company's business to

others; the purchase/transfer of another business or other company to become an asset of the Company; or an amendment of the Memorandum of Association or Articles of Association.

- (3) The Board of Directors may appoint certain directors to form a part of a sub-committee as deemed appropriate, such as to the Executive Board Committee, the Audit Committee, or the Nomination and Remuneration Committee in order to perform their duties as given by the Board of Directors. The Board of Directors shall appoint the Chairman of each respective Committee and shall report such appointments to the Annual General Shareholders Meeting.
- (4) The Board of Directors may appoint any person to perform specific tasks under the supervision of the Board of Directors or render the authority to such a person as deemed appropriate within an appropriate time period. The Board of Directors may cancel, revoke, change or amend any authority given.
- (5) The Board of Directors shall select a director to be the Chairman of the Board and shall select one or more directors to be Vice Chairman of the Board and to select a director to be the President of the Company. The Board of Directors shall report such appointments to the Annual General Shareholders Meeting.
- (6) Appoint a director to be designated as one of the Company's authorized signatories and the Board of Directors has the authority to determine or revise/change the list of authorized signatories in which the Board of Directors shall report such appointments to the Annual General Shareholders Meeting.
- (7) Appoint and consider the compensation package and the terms & conditions of the employment of the President.
- (8) Appoint and consider the compensation of directors appointed to a Committee as well as other persons selected by the Board of Directors to perform the duties under the supervision of the Board of Directors. The Board of Directors shall report on these matters to the Annual General Shareholders Meeting.
- (9) Appoint and determine of the scope, powers, duties and responsibilities of the Company Secretary.
- (10) Approve quarterly and annual financial statements in order to present to the shareholders at the Annual General Shareholders Meeting.
- (11) Approve entering into an unconventional business transaction in beyond the authority of the Executive Board Committee.
- (12) Approve the establishment, control or dissolution of subsidiaries, joint ventures, joint ventures of joint ventures and consortiums.
- (13) Arrange for the Annual General Shareholders Meeting as well as any Extraordinary General Meetings as required under the regulations as stated in the company's Articles of Association.
- (14) The Board of Directors shall convene for meeting at least once every quarter or as per the regulations as stated in the Company's Articles of Association.

2. Duties and Responsibilities of the Board of Directors

- (1) Determine, control and supervise the guidelines, business plans and business strategic plans of the Company with review and approval on an annual basis.
- (2) Set out the Company's policies and procedures in all aspects to ensure the Company's operation is in full compliance with the law, regulations and resolutions of the Annual General Shareholders Meeting; and as importantly the Company Code of Ethics.
- (3) Create the Company's control systems in order to maintain creditability and confidence; and ensure that the Company operationally complies with the law, shareholders' expectations, and stakeholders' concerns.
- (4) Control, regulate, and evaluate the management team's performances as well as the Company's performance.
- (5) Ensure that management has in place risk management policies, processes and controls, as well as an appropriate internal control system.
- (6) Encourage employees at all levels to have ethics and moral consciousness, comply with good corporate governance and business ethics.

Meeting of the Board of Directors

The Board of Directors has policy to schedule Board's meetings at least five (5) meetings throughout the year. The meetings are normally pre-scheduled for the entire year and informed to the entire Board. The Board of Directors shall meet with a pre-determined schedule or a special meeting that may be called by the Chairman if it necessary. Each meeting shall comprise of directors more than 50 % of total directors. A Board of Directors' member unable to attend a meeting shall inform the Company approximately one to two (1 - 2) days prior to that meeting. To consider the significant matter, each Board meeting requires a quorum of two-thirds of directors to participate. To facilitate all Directors in the meeting, the Company organizes the meeting at the Company's head office. However, since the Public Limited Companies Act has been amended to become the Public Limited Companies Act (No.4) B.E. 2022, which adds legal principles related to meetings via electronic media. As a result, in 2024, the Company organized meetings of the Board of Directors and sub-committees through all electronic device. The meeting invitation letter includes a clear meeting agendas and supporting meeting documents will be set in advance, which will be delivered to all directors at least seven (7) days prior to the meeting so that each director shall have sufficient time to analyze the information in advance. However, in a case of urgency this may not always be possible. Each meeting will be recorded and the approved documents will be gathered for reference or future review or investigation.

The time assigned for a meeting will be allocated by the Chairman in order to allow sufficient time to review the Company's performance after the auditor's review or endorsement of financial statements, and the directors' discussion and comments to the management. All directors are independent in making any opinions.

The Attendance meeting of the Directors in 2024

Name - Last Name	Meeting Attendance / Total Numbers of Meetings						
	The Board of Directors	The Audit Committee	The Nomination and Remuneration Committee	The Corporate Governance and Substainable Development Committee	The Executive Board Committee	The 2024 Shareholder's Meeting	
	By Electronics device as all					In Person	By Electronics device
1. Mr. Thana Chaiprasit	5/6	-	-	-	-	1/1	-
2. Mr. Pongtep Polanun	6/6	5/5	2/2	-	-	1/1	-
3. Mr. Siripong Oontornpan ¹	2/3	-	1/1	-	6/7	1/1	-
4. Mr. Sripop Sarasas	6/6	5/5	2/2	-	-	1/1	-
5. Mr. Thanarak Phongphatar	6/6	5/5	-	3/3	-	1/1	-
6. Mr. Kittisak Sopchokchai	6/6	-	2/2	-	-	-	1/1
7. Mrs. Sasinet Baholyodhin ²	6/6	-	1/1	-	10/10	1/1	-
8. Mr. Kamolpat Baholyodhin	6/6	-	-	-	-	-	1/1
9. Mr. Apichai Nimgirawath	6/6	-	-	-	10/10	-	1/1
10. Mr. Nutdanai Raktaprachit	6/6	-	-	-	-	1/1	-
11. Ms. Radakarn Meetam	6/6	-	-	-	-	1/1	-
12. Mr. Sithidej Mayalarp	6/6	-	-	-	-	-	1/1
13. Ms. Kulnada Oranraktham	6/6	-	-	-	-	-	1/1
14. Mr. Thongdee Passo	6/6	-	-	3/3	-	1/1	-

Remark:

1. Mr. Siripong Oontornpan passed away on October 13, 2024
2. Mrs. Sasinet Baholyodhin was approved to be appointed as a member of the Nomination and Remuneration Committee replace to Mr. Siripong Oontornpan from the Board of Directors' Meeting No. 5/2024 on November 7, 2024

Remuneration of Directors

The Nomination and Remuneration Committee shall be responsible for proposing the guidelines and determining the remuneration for directors at the appropriate rate and comparable within the same industry and same business size. The survey data of the directors' compensation of the Thai Institute of Directors and the Stock Exchange of Thailand is used in consideration in determining the remuneration to the directors at the comparable rate of the same industry to motivate and be appropriated to the knowledge, ability and responsibilities of the directors. Monthly remuneration and meeting allowance for the Board of Director and Audit Committee are determined. The committee members who are members of the sub-committee will receive meeting allowance for the sub-committee as well.

The Nomination and Remuneration Committee will propose the renumeration results to the Board of Directors for consideration and then propose it to the Annual General Meeting of Shareholders for approval. In 2024, the compensation for directors and the sub-committees received approval resolutions from the 2024 Annual General Meeting of Shareholders according to the table below as follows:

Directors' remuneration policy in 2024

Director	Monetary Remuneration (Baht)		
	Monthly Retainer	Meeting Allowance	Annual Pension
The Board of Directors			
Chairman	30,000	30,000	✓
Member	18,000	22,000	✓
The Audit Committee			
Chairman	35,000	30,000	✗
Member	30,000	25,000	✗
The Nomination and Remuneration Committee			
Chairman	✗	30,000	✗
Member	✗	25,000	✗
The Corporate Governance and Sustainable Development Committee			
Chairman	✗	30,000	✗
Member	✗	25,000	✗

The remuneration for the directors in 2024

(Unit: Baht)

Name – Last Name	Name – Last Name	Monthly Retainer	Meeting Allowance	Annual Pension	Other Compensation
1. Mr. Thana Chaiprasit	• Chairman of the Board of Directors • Independent Director	360,000.00	150,000.00	1,467,373.27	-
2. Mr. Pongtep Polanun	• Chairman of the Nomination and Remuneration Committee • Chairman of the Audit Committee • Independent Director	636,000.00	342,000.00	978,248.85	-
3. Mr. Siripong Oontornpan ¹	• Member of the Board of Directors • Member of the Nomination and Remuneration Committee	180,000.00	69,000.00	978,248.85	-
4. Mr. Sripop Sarasas	• Member of the Audit Committee • Member of the Nomination and Remuneration Committee • Independent Director	576,000.00	307,000.00	978,248.85	-
5. Mr. Thanarak Phongphatar	• Member of the Audit Committee • Chairman of the Corporate Governance and Sustainable Committee • Independent Director	576,000.00	347,000.00	978,248.85	-
6. Mr. Thongdee Paso	• Member of the Corporate Governance and Sustainable Committee • Independent Director	216,000.00	207,000.00	315,391.71	-
7. Mr. Kittisak Sopchokchai	• Member of the Board of Directors • Member of the Nomination and Remuneration Committee	216,000.00	182,000.00	978,248.85	-
8. Mrs. Sasinet Baholyodhin ²	• Member of the Board of Directors • Member of the Nomination and Remuneration Committee	216,000.00	157,000.00	978,248.85	-
9. Mr. Kamolpat Baholyodhin	• Member of the Board of Directors	216,000.00	132,000.00	978,248.85	-

Name – Last Name	Name – Last Name	Monthly Retainer	Meeting Allowance	Annual Pension	Other Compensation
10. Mr. Apichai Nimgirawath	• Member of the Board of Directors	216,000.00	132,000.00	978,248.85	-
11. Mr. Nutdanai Raktaprapchit	• Member of the Board of Directors	216,000.00	132,000.00	978,248.85	-
12. Ms. Radakarn Meetam	• Member of the Board of Directors	216,000.00	132,000.00	414,285.71	-
13. Mr. Sithidej Mayalarp	• Member of the Board of Directors	216,000.00	132,000.00	414,285.71	-
14. Ms. Kulnada Oranraktham	• Member of the Board of Directors	216,000.00	132,000.00	414,285.71	-
15. Mr. Asawin Kangvolkij	• Member of the Corporate Governance and Sustainable Committee	-	75,000.00	-	-
16. Mr. Chokechai Tanpoonsinthana ³	• Chairman of the Audit Committee • Independent Director	-	-	539,907.83	-
17. Mr. Pisak Charudilaka ⁴	• Member of the Board of Directors	-	-	550,599.08	-
18. Mr. Suraporn Raktaprapchit ⁵	• Member of the Board of Directors • Member of the Nomination and Remuneration Committee	-	-	526,543.78	-
19. Ms. Sutida Mongkolsuthree ⁵	• Member of the Board of Directors	-	-	526,543.78	-
20. Mr. Jutiphan Mongkulsuthree ⁵	• Member of the Board of Directors	-	-	526,543.78	-
Total		4,272,000.00	2,628,000.00	14,500,000.00 ⁶	-

Remark:

1. Mr.Siripong Oontornpan passed away on October 13, 2024
2. Mrs.Sasinet Baholyodhin was approved to be appointed as a member of the Nomination and Remuneration Committee replace to Mr. Siripong Oontornpan from the Board of Directors' Meeting No. 5/2024 on November 7, 2024
3. Mr.Chokechai Tanpoonsinthana Died on October 29, 2023
4. Mr.Pisak Charudilaka resigned from being a director of the Company on November 2, 2023.
5. Mr.Suraporn Raktaprapchit Ms.Sutida Mongkolsuthree and Mr.Jutiphan Mongkulsuthree resigned from being a director of the Company on October 24, 2023
6. The 2024 Annual General Meeting of Shareholders held on April 11, 2024 passed a resolution to approve the Annual Pension of the Board of Directors for the year 2023 in the total amount of 14.5 million baht.

Changes in AIT Shares Held by Directors and the Management 2024

Name – Last Name	Position	No. of shares held as of December 31, 2023	No. of shares held as of December 31, 2024	Increase/ (Decrease) in AIT's shares held in 2024	%age of shares held (%)
1. Mr. Thana Chaiprasit Spouse and underage child	Chairman of the Board, Independent Director	12,625,000	12,625,000	-	0.82
2. Mr. Siripong Oontornpan ¹ Spouse and underage child	Chairman of Executive Board Committee and the President, Nomination & Remuneration Committee, Director of Board	53,766,125	53,766,125	-	3.50
3. Mr. Pongtep Polanun Spouse and underage child	Vice Chairman of the Board, Chairman of the Nomination and Remuneration Committee, Chairman of the Audit Committee, Independent Director	-	-	-	-
4. Mr. Sripop Sarasas Spouse and underage child	Audit Committee, Nomination and Remuneration Committee, Independent Director	-	-	-	-

Name – Last Name	Position	No. of shares held as of December 31, 2023	No. of shares held as of December 31, 2024	Increase/ (Decrease) in AIT's shares held in 2024	%age of shares held (%)
5. Mr.Thanarak Pongpatar	Audit Committee, Chairman of the Corporate Governance and Sustainable Development Committee, Independent Director	281,250	281,250	-	<0.02
Spouse and underage child		-	-	-	-
6. Mr. Thongdee Paso	Corporate Governance and Sustainable Development Committee , Independent Director	-	-	-	-
Spouse and underage child		-	-	-	-
7. Mr.Kittisak Sopchokchai	Nomination & Remuneration Committee, Director of Board	51,559,942	51,559,942	-	3.36
Spouse and underage child		-	-	-	-
8. Mrs. Sasinet Baholyodhin ²	Director of Board, Nomination & Remuneration Committee, Acting Chairman of Executive Board Committee and President	43,498,347	43,498,347	-	2.83
Spouse and underage child		-	-	-	-
9. Mr. Apichai Nimgirawath	Director of Board, Executive Board Committee, Senior Executive Vice President – Marketing and Sales Division	-	-	-	-
Spouse and underage child		-	-	-	-
10. Mr. Kamolpat Baholyodhin	Director of Board	-	-	-	-
Spouse and underage child		43,498,347	43,498,347	-	2.83
11. Mr. Nutdanai Raktaprachit	Director of Board	-	-	-	-
Spouse and underage child		-	-	-	-
12. Ms. Radakarn Meetam ³	Director of Board	-	-	-	-
Spouse and underage child		-	-	-	-
13. Mr. Sithidej Mayalarp ³	Director of Board	-	-	-	-
Spouse and underage child		-	-	-	-
14. Ms. Kulnada Oranraktham ³	Director of Board	-	-	-	-
Spouse and underage child		-	-	-	-
15. Mr. Suraporn Raktaprachit	Senior Executive Vice President – Services Division	40,919,137	40,919,137	-	2.66
Spouse and underage child		-	-	-	-
16. Mr. Promporn Ketudat	Senior Executive Vice President – Support Division	-	-	-	-
Spouse and underage child		-	-	-	-
17. Ms. Sureerat Prachayanukul	Executive Board Committee, Senior Executive Vice President – Finance Division	1,435,995	1,435,995	-	0.09
Spouse and underage child		-	-	-	-

Remark:

The Company issued warrants to purchase ordinary shares of Advance Information Technology Public Company Limited No. 2 (AIT-W2) with the forth (last) exercise of rights on January 12, 2024, where the Company had common shares as of December 31, 2024, amounting to 1,536,415,572 shares.

1. Mr.Siripong Oontornpan passed away on October 13, 2024

2. Mrs.Sasinet Baholyodhin was approved to be appointed as an acting Chairman of the Executive Board Committee and the President from the Board of Directors' Meeting No. 4/2024 on October 14, 2024 and as a member of the Nomination and Remuneration Committee to from the Board of Directors' Meeting No. 5/2024 on November 7, 2024

3. Representative from Turnkey Company Communication Services Public Company Limited, which holds the majority of the Company's shares, amounting to 382,567,471 shares, or 24.90%.

2.3 Sub-Committees

The Board of Directors has appointed four (4) sub-committees, consists of the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance and Sustainable Development Committee and the Executive Committee, to operate on specific matters and propose the matters to the Board of Directors for an approval by setting a charter for the sub-committee to define the scope of authority, which is disclosed on the Company website.

The Audit Committee

The Audit Committee is responsible for supervising and ensuring the accuracy of the financial statements' preparation procedures and efficiency of the Company's internal control system, review the accuracy and sufficiency of financial reports, reviews the effectiveness of internal control system and internal audit considering the independence of the Internal Audit Department. In addition, the Audit Committee is responsible for approval of appointment/ relocation/ termination of employment of head of the Internal Audit Department, selection/ appointment/ termination of employment of the auditors considering the independence, related items or the items that may have a conflict to meet the criteria. The Audit Committee is also responsible for preparation of the Audit Committee's report for disclosure in the annual report which shall be signed by the chairman of the audit committee. The remuneration of the Audit Committee in 2024 is shown in table "The remuneration for the directors in 2024" and five (5) meetings were held this year. The attendance statistics for each director are shown in table "The Attendance meeting of the Directors in 2024" and one (1) meeting with the auditor was held without management, the list of Audit Committee is as follows;

Name – Last Name	Position
1. Mr. Pongtep Polanun	Chairman of the Audit Committee
2. Mr. Sripop Sarasas	Director
3. Mr.Thanarak Pongpatar	Director

Secretary: Ms. Sarin Chandranipapongse

*All directors are knowledgeable and experienced in reviewing the reliability of the Company's financial statements.

Authority, Duties and Responsibilities of the Audit Committee

1. Authority of the Audit Committee

The Audit Committee has the authority to perform any act as determined by the Board of Directors as shown in Duties and Responsibilities of the Audit Committee:

- (1) Under its scope of authority, the Audit Committee is authorized to call for or order the management, heads of offices, or any employees to present opinions, attend meetings or submit any required or necessary documents.
- (2) Consider, select and nominate the Company's auditor as well as the auditor's remuneration to the Board of Directors, and propose this at the Annual General Shareholders Meeting for the Company's shareholders approval. Assess the auditor's performance and other tasks related to the audit.

- (3) Make the final decision in a case where the management team disagrees with the auditor on financial reports.
- (4) Consider the disclosure of Company information in any case where there is a connector transaction or transaction that may lead to a conflict of interest, so as to ensure accurateness, completeness, and at all times compliance with the laws and regulations.
- (5) Review the auditor's report of investigation and discuss with the management team the assessment policy and risk management.
- (6) Hire external advisors or specialists to make comments or give advice as necessary.
- (7) Set up a meeting with the auditor without the management team or company representatives.

2. Duties and Responsibilities of the Audit Committee

The Audit Committee has Duties and Responsibilities as determined by the Board of Directors as follows:

- (1) Review the accuracy of the Company's quarterly and annual financial reports in accordance with generally accepted accounting principles and ensure there is adequate disclosure.
- (2) Review the Company's internal control system and internal audit system to ensure that they are suitable and efficient and ensure the independence of the internal audit department. In addition, the Audit Committee may appoint, change or remove the head of the internal audit department or any other department responsible for internal audit tasks.
- (3) Review the Company's compliance with the laws on securities and exchange; the regulations of the Stock Exchange of Thailand (the 'SET'); and the laws relating to the Company's business.
- (4) Review, select, propose, appoint, or terminate the independent person to act as the Company's auditor and offer remuneration to such person, including attending the meeting with the auditor without a participation from management team at least once a year.
- (5) Review all connected transactions or transactions that may lead to conflicts of interest and so ensure that they are in compliance with the related laws and the regulations of the SET and that they are reasonable and bring the highest possible benefits to the Company
- (6) Prepare reports to be signed by the Chairman of the Audit Committee and disclosed in the Company's Annual Report. These reports must contain the following information
 - a) An opinion on the accuracy, completeness and reliability of the Company's financial report
 - b) An opinion on the adequacy of the Company's internal control system
 - c) An opinion on the compliance with the laws on securities and exchange, the regulations of the SET and the laws relating to the Company's business
 - d) An opinion

on the suitability of the external auditor e) An opinion on transactions that may lead to conflicts of interest f) The number of Committee meetings held and the members' attendance record g) Any comments or opinions received by the Committee regarding its performance in accordance with its Charter h) Any other transaction which, according to the Committee's opinion, should be known to the shareholders and general investors,

- (7) Perform other tasks as requested by the Board of Directors and other tasks which the Audit Committee agrees to perform.

The Nomination and Remuneration Committee

The Nomination and Remuneration Committee shall be responsible for determining the remuneration and proposing it to the Board of Directors for an approval in the shareholders' meeting if the shareholders find it appropriate by considering the expected benefits from the Board of Directors and be comparable within the same industry. The Company set a policy in determining the remuneration to the directors at the comparable rate of the same industry to motivate and be appropriate to the knowledge ability and responsibilities of the directors. The remuneration of the Nomination and Remuneration Committee in 2024 is shown in table "The remuneration for the directors in 2024" and two (2) meetings were held this year. The attendance statistics for each director are shown in table "The Attendance meeting of the Directors in 2024", the list of the Nomination and Remuneration Committee is as follows;

Name – Last Name	Position
1. Mr. Pongtep Polanun	Chairman of the Nomination and Remuneration Committee
2. Mr. Siripong Oontornpan ¹	Director
3. Mr. Sripop Sarasas	Director
4. Mr. Kittisak Sopchokchai	Director
5. Mrs. Sasinet Baholyodhin ²	Director

Secretary: Ms. Sudarat Kanchanaphiham

Remark :

- 1. Mr. Siripong Oontornpan passed away on October 13, 2024
- 2. Mrs. Sasinet Baholyodhin was approved to be appointed as a member of the Nomination and Remuneration Committee replace to Mr. Siripong Oontornpan from the Board of Directors' Meeting No. 5/2024 on November 7, 2024

Authority, Duties and Responsibilities of the Nomination and Remuneration Committee

1. Authority of the Nomination and Remuneration Committee

- (1) Consider and approve the selection and evaluation processes, as well as the compensation for the President.
- (2) Consider and approve proposals for the names of qualified candidates to the Board of Directors for their consideration and approval in the case of a vacancy in a director's position.
- (3) Consider and approve proposals for the name of a qualified candidate for the position of President to the Board of Directors for their consideration and approval.

- (4) Consider and approve proposals for the names of other candidates to the Board of Directors for their consideration and approval in positions whose functions, responsibilities and authorities are directly given by the Board of Directors.

2. Duties and Responsibilities of the Nomination and Remuneration Committee

- (1) Develop the criteria, selection and evaluation processes, as well as the compensation for the President.
- (2) Propose persons for approval of the Board of Directors in the case of a vacancy in a director's position resulting from any reason, other than the end of a term retirement from that position or to increase the numbers of directors. Once approved by the Board of Directors the resolution is put forward for the approval of the shareholders.
- (3) Propose to the Board of Directors the name of a person to receive approval from the Shareholder's Meeting in the case that there is a vacancy of a director position due to term retirement.
- (4) Propose to the Board of Directors for the approval of the President to retire from being an employee in the Company according to the current operating regulations.
- (5) Propose any person that the Board of Directors will then delegate its authority to perform a specific task for the Company.
- (6) Recommend the appropriate remunerations for each of the Company's Board of Directors and Committees and then propose to the Board of Directors for the approval of these remunerations at the Annual General Meeting.
- (7) Recommend appropriate bonus and salary increases for the management and employees to the Board of Directors for their approval.
- (8) Prepare the report of the Nomination and Remuneration Committee that disclosed in the Company's annual report, which that report must be signed by the Chairman of the Nomination and Remuneration and commented as of the SET's requirements.

The Corporate Governance and Sustainable Development Committee

Corporate Governance and Sustainable Development Committee was established to strengthen the Company's plans and standards for complying with the principles of good corporate governance, including better and more concrete sustainable development. In addition, it is to collect the elements, duties, responsibilities and guidelines as assigned by the Board of Directors so that the Corporate Governance and Sustainable Development Committee can supervise. As well as giving advice and setting guidelines for compliance with the principles of good corporate governance and sustainable development of the Company in an appropriate, transparent manner, creating a balance in the areas of Environment, Social and Governance (ESG), to build confidence and credibility among stakeholders as well as for the Company to manage the organization to grow and create sustainable value for all stakeholders by holding a meeting at least once a year and may invite management, executives, employees of the Company involved, or those who deem it appropriate to attend the meeting to give their opinions or submit documents and information as they deem relevant or necessary. The remuneration of the Corporate Governance and Sustainable

Development Committee in 2024 is shown in table “The remuneration for the directors in 2024” and three (3) meetings were held this year. The attendance statistics for each director are shown in table “The Attendance meeting of the Directors in 2024”, the list of the Corporate Governance and Sustainable Development Committee is as follows;

Name – Last Name	Position
1. Mr. Thanarak Phongphatar	Chairman of The Corporate Governance and Sustainable Development Committee
2. Mr. Thongdee Paso	Director
3. Mr. Asawin Kangvolkij	Director

Secretary: Ms. Sarin Chandranipapongse

Authority, Duties and Responsibilities of the Corporate Governance and Sustainable Development Committee

1. Authority of the Corporate Governance and Sustainable Development Committee
 - (1) Having the authority to require management to provide necessary information to enable the Corporate Governance and Sustainability Committee to perform its duties as specified in this charter; and
 - (2) Consulting with experts or consultants of the Company (if any) or hire outsourced consultants or experts if necessary at the expense of the Company.
2. Duties and Responsibilities of the Corporate Governance and Sustainable Development Committee
 - 2.1 Scope of duties regarding good corporate governance
 - 2.1.1 Setting guidelines, suggesting policies and guidelines regarding business ethics and ethics, including anti-corruption policies and measures in line with the principles of good corporate governance, to the Board of Directors and management to set the organization's operating regulations so that they are correct and up to standard organizational practices;
 - 2.1.2 Suggesting, reviewing policies and guidelines regarding responsibilities to groups of stakeholders of the Company; and
 - 2.1.3 Supervising and giving advice, following up on implementation progress, and evaluating the effectiveness of good corporate governance.
 - 2.2 Scope of duties regarding sustainable development
 - 2.2.1 Setting and reviewing policies, strategies, plans and goals for sustainable development covering Environment, Social and Governance (ESG) to be balanced, efficient, and of maximum benefit to the Company and stakeholders, as well as being in line with the plans, strategies, and business goals of the Company;
 - 2.2.2 Supporting, giving advice, and promoting the Company's operations in accordance with the sustainable development policy, as well as encouraging directors, executives, and employees to follow the Company's sustainable development guidelines; and

2.2.3 Supervising, monitoring and evaluating sustainable development to be appropriate for business operations and consistent with laws, good practices, and recommendations from institutions.

2.3 Others

2.3.1 Performing any other duties as assigned by the Board of Directors; and

2.3.2 Regularly reviewing the suitability of the Corporate Governance and Sustainable Development Committee Charter. If improvements are made, they shall be presented to the Board of Directors for approval.

The Executive Board Committee

The Executive committee performs and operates as assigned by the Board of directors or the Executive Committee under the objectives, rules and regulations of the Company. The Executive Committee in 2024 held nine (9) meetings and the attendance statistics for each director are shown in table “The Attendance meeting of the Directors in 2024”, the list of the Executive Committees are as follows:

Name – Last Name	Position
1. Mr.Siripong Oontornpan ¹	Chairman of Executive Board Committee
2. Mrs.Sasinet Baholyodhin ²	Acting Chairman of Executive Board Committee
3. Mr. Apichai Nimgirawath	Director
4. Ms. Sureerat Prachayanukul	Director

Secretary: Ms. Sarin Chandranipapongse

Remark

1. Mr. Siripong Oontornpan passed away on October 13, 2024
2. Mrs.Sasinet Baholyodhin was approved to be appointed as an Acting Chairman of Executive Board Committee and the President replace to Mr. Siripong Oontornpan from the Board of Directors' Meeting No. 4/2024 on October 14, 2024

Authority, Duties and Responsibilities of the Executive Board Committee

1. Authority of the Executive Board Committee

- (1) Approve the appointment, change or removal of any management position, with the exception of the President.
- (2) Approve the Company's compensation structure and benefits of management and employees; and propose to the Nomination and Remuneration Committee before proposing to the Board of Directors.
- (3) Approve any change in the Company management structure, code of conduct or business processes of any division.
- (4) Approve the borrowing and lending of money or applying for credit approval from a financial institution; including a guarantee or payment of ordinary business transactions with a specific credit limit of each transaction that has already been agreed and assigned. The amount incurred in these transactions must be under a limit in

accordance with the Company guidelines and authority limits which have already been reviewed by the Board of Directors. However, the aforementioned credit limit may be changed if appropriate according to the judgment of the Board of Directors.

- (5) Consider to enter into a commercial contract with a credit limit as determined by the Board of Directors.
- (6) Responsible for studying the possibility of investing in new projects and be empowered in approving all direct investments or investment with the juristic person or the others in various ways to operate the business on purposes. The investment must not be over THB 20 million per a project and THB 100 million per year, including other investments such as shareholding and other relevant action. The conditions of new investment projects are as follows;
 - 1. The investment project must be relevant to the core business or the ICT business of Advanced Information Technology PCL.
 - 2. The investment project must be studied and clearly presented a feasibility study.
 - 3. The investment project must be an investment as a joint venture, not giving a loan or a financial assistance.
 - 4. The investment project must be reported to the Board of Directors every time after investing in that project.
 - 5. The investment project must not be relevant or connected to the directors or the managements of the Company in accordance with the regulations of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC).
 - * If uncleared with the abovementioned conditions, the investment project has to be taken back and approved by the Board of Directors prior any investment.

2. Duties and Responsibilities of the Executive Board Committee

- (1) Formulate the Company's business plan, annual budget, and investment plan for the Board of Directors' approval.
- (2) Manage the Company's business operations in order to achieve the planned objectives and targets, and also comply with laws, the Company's regulations, and Stock Exchange of Thailand's rules and regulations.
- (3) Direct, control, and monitor the day-to-day operations as set out in the Company's internal control system as well as the Audit Committee's comments and recommendations.
- (4) Act in other roles and on duties and within authorities as determined and delegated by the Board of Directors.
- (5) Prepare the report on Company's financial and operating performance and report this performance to the Board of Directors each quarter.

The above mentioned authority excludes the interrelated transactions, acquisition or liquidation of the listed Company's important assets according to the regulations of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC). The Company shall abide by the SET regulations

and requirements on any issue. In addition, the above-mentioned authority excludes other issues for which the Company's regulations require the prior request and approval at the Annual General Shareholders Meeting.

2.4 Managements and Employee

The Company's Management of the year 2024

Name – Last Name	Position
Mr. Siripong Oontornpan ¹	President
Mrs. Sasinet Bahlyodhin ²	Acting President Senior Executive Vice President – Corporate Affairs Division And President Office Division
Mr. Suraporn Raktpachit	Senior Executive Vice President – Services Division
Mr. Apichai Nimgirawath	Senior Executive Vice President – Marketing and Sales Division
Mr. Promporn Ketudat	Senior Executive Vice President – Support Division
Ms. Sureerat Prachayanukul	Senior Executive Vice President – Finance Division

Remark

1. Mr. Siripong Oontornpan passed away on October 13, 2024
2. Mrs. Sasinet Bahlyodhin was approved to be appointed as an Acting Chairman of Executive Board Committee and the President replace to Mr. Siripong Oontornpan from the Board of Directors' Meeting No. 4/2024 on October 14, 2024

Company's Compensation Structure

	Managements	Employees	Form of payment
Salary	/	/	Cash – all employees
Benefits	/	/	Provided fund and Insurance
Performance Bonus	/	/	Cash – all employees

The Management Remuneration 2024

The Company has criteria for paying remuneration to the management team based on knowledge ability and experience, as well as comparing the operating results of the year and past years, as well as considering the comparison with other companies in the same industry and similar business sizes. The management's remuneration for the year 2024 is equal to 58.87 million baht, consisting of salary, bonus based on performance, and other benefits.

Employees

As of 31 December 2024, The Company has in total of 656 employees, divided into these following

Divisions	Total Employees (person) as of 31 December 2024
1. Marketing and Sales	42
2. Finance	18
3. Services	490
4. Corporate Affairs	49
5. Support	51
6. President Office	6
Total	656

Remark:

The number of employees in the table includes the executives.

Monetary Compensation for Employees

In 2024, the Company has considered the policy of paying compensation, both short-term and long-term to employees in according to the Company' performance. This includes providing welfare benefits as required by law and paying monetary compensation to employees such as salary, bonus, allowances (excluding directors and executives as defined by the SEC) in the amount of 850.75 million baht.

5. Others

Company Secretary

The Board of Directors has appointed Ms. Sarin Chandranipapongse as a company secretary. The Board of Directors appointed by an appropriation, as she has a knowledge and capability in managing the Company secretary and positioning as Vice president of Company Secretary Department.

In addition, the Company encourages the Company secretary to train and develop continuously. The Company secretary's profile and experiences were disclosed in the Annual Report.

The Role of the Company Secretary

1. To facilitate all Board of Directors' activities
2. To schedule the meeting of the Board of Directors and Sub-committee and conduct the Board of Directors' meeting and shareholders' meeting.
3. To follow up and coordinate with relevant people, for the compliance of the resolutions from the Board of Directors and shareholders' meeting, as well as to report the monitored-operation.
4. To provide primary legal advices, associated rules, and the Code of Conduct to the Board of Directors, accordance with the law.
5. To coordinate with the regulatory authorities, such as the Security and Exchange Commission and the Stock Exchange of Thailand, in disclosure the information to the authorities and the public with legally accurate.

6. To prepare and maintain the documents, as follows;
 - The Board of Directors Registration
 - The Notice of the Board of Directors meeting
 - The Minute of the Board of Directors meeting
 - The Form 56-1 One Report
 - The Notice of the Shareholders' meeting and the Minute of the Shareholders' meeting
7. To conduct the Board of Director's Orientation and provide advices for a new director.
8. To communicate with the shareholders and appropriately provide the shareholders to know their rights and the Company's updated information.

Audit Fee

In 2024, the auditor's remuneration is listed below;

- An annual audit fee and a quarterly audit fee, amounted 1.9 million baht
- Other compensation to the audit fee, – none –
- The Company audit fee of the last three years is as follows;

Transactions	2024	2023	2022
Audit Fee of Advanced Information Technology PCL	1,900,000	1,855,000	1,770,000
- Annual audit fee	1,030,000	1,000,000	960,000
- Quarterly audit fee	870,000	855,000	810,000

3 Corporate Governance Performance Report

3.1 Nomination and Appointment of Directors and Top Executives

Independent Directors

In 2024, the company has 5 independent directors as follows:

Name – Last Name	Position
1. Mr. Thana Chaiprasit	Independent Director
2. Mr. Pongtep Polanun	Independent Director
3. Mr. Sripop Sarasas	Independent Director
4. Mr. Thanarak Phongphatar	Independent Director
5. Mr. Thongdee Paso	Independent Director

Independent Directors are defined as Directors who do not hold any management position and are not employees of the Company or Subsidiary. They must additionally be independent of any major shareholders, management, and of any other related persons and they must have the responsibility to determine if there is anything that may affect the equitable treatment of Shareholders. The qualifications to be an Independent Director are as follows:

1. Holds not more than 1% of the total voting shares of AIT, its parent company, its subsidiaries, its associated companies, major shareholders or a controlling person - including stocks that held by related persons of the Independent Director;
2. Is not, or has not ever been an executive director, employee, staff member, or advisor who received a salary or a controlling person of AIT, its parent company, its subsidiaries, its associated companies, major shareholders or a controlling person unless the foregoing status has been ended for at least 2 years. This shall not include the Independent Director who used to be a government official or advisor of a government agency which was a major shareholder or acted as controlling persons of AIT;
3. Is not be a person that related to blood or legal registration, such as father, mother, spouse, sibling or child, including a spouse of the children, managements, major shareholders, controlling persons, or persons to be nominated as management or a controlling person of AIT or its subsidiaries;
4. Has not, or has not had a business relationship with AIT, its parent company, its subsidiaries, its associated companies or a controlling persons in the manner that may interfere with their independent judgement, or is not, or has not ever been, a major shareholders, managements or controlling persons of any person having a business relationship with AIT,

its parent company, its subsidiaries, its associated companies or controlling person unless the foregoing relationship has been ended at least 2 years;

5. Has not, or has not ever been, an auditor of AIT, its parent company, its subsidiaries, its associated companies or a controlling persons and is not a major shareholders, non-independent directors, managements, controlling persons or partner of an audit firm which employs auditors of AIT, its parent company, its subsidiaries, its associated companies or a juristic person who may have a conflict of interest unless the foregoing relationship has been ended for at least 2 years;
6. Has not, or has not ever been, any professional advisor including legal or financial advisor who received an annual service fee exceeding Baht 2 million from AIT, its parent company, its subsidiaries, its associated companies or a controlling persons, and is not a major shareholders, non-independent directors, managements, controlling persons or partner of the professional advisor unless the foregoing relationship has been ended for at least two (2) years;
7. Does not represent as an AIT Board Member or its major shareholders or a shareholders who related to major AIT shareholders;
8. Does not operate any business similar to, or materially competing with AIT or its subsidiaries or not being a material partner in any partnership, executive director, employee, staff, advisor who receives salary or holds more than 1% of total voting shares of the Company which operates similar to, or materially competing business with AIT or its subsidiaries;
9. Has no characteristics which make incapable of expressing independent opinions with regard to the AIT business.

The definition of independent directors is the same as the minimum requirements of the SEC. or the SET. The Independent directors shall not hold shares exceeding 1% of the total number of voting shares of the Company

Nomination of Directors and Executives

1. Guidelines for nomination and qualifications of directors

Nomination and Appointment of Directors

Appointment of the Directors shall be determined by many qualifications such as knowledge, skills, and experience related to the business. The Nomination and Remuneration Committee is responsible for review of the qualifications and performances of the candidates in appointment of the Directors.

The Board of Directors is well aware of the benefits of the diversity of the Board of Directors and has developed a Skill Matrix for the Board of Directors and focus on transparency in the nomination of the candidates, without restrictions on gender, age, education, race, nationality, religion, professional experience, skills and knowledge or any other differences. The Nomination and Remuneration Committee is responsible for review of the qualifications and performances taking into account the benefits of the

diversity of candidates or directors who retire by rotation or resign. The Nomination and Remuneration Committee also considers necessary skills that are lacking in the Board of Directors in order to be in line with the Company's business strategy and propose it to the Board of Directors for an approval. After that, the list of proposed directors will be proposed to the shareholders' meeting to elect the directors.

	Information Technology and Communication Business/ Company Business	Investment	Capital Market	Risk Management	Startup and innovation business	Management	Human Resources	Internal Audit	Finance, Accounting, Economics Laws, Regulations, Corporate governance	Environment	Social Responsibility	Sustainable Development	International Business
1. Mr. Thana Chaiprasit													
2. Mr. Pongtep Polanun													
3. Mr. Siripong Oontornpan ¹													
4. Mr. Sripop Sarasas													
5. Mr. Thanarak Phongphatar													
6. Mr. Thongdee Paso													
7. Mr. Kittisak Sopchokchai													
8. Mrs. Sasinet Bahlyodhin													
9. Mr. Kamolpat Bahlyodhin													
10. Mr. Apichai Nimgirawath													
11. Mr. Nutdanai Raktaprachit													
12. Ms. Radakarn Meetam													
13. Mr. Sithidej Mayalarp													
14. Ms. Kulnada Oranraktham													

Remark

1. Mr. Siripong Oontornpan passed away on October 13, 2024

Qualifications of Directors

The person who will be appointed as the Company's Director must meet the qualification by considering the knowledge, ability, personal talent as the following qualifications;

1. To have the qualifications with no prohibited characteristics as specified by the Act of Public Company Limited, including have no manner indicating a lack of trustworthiness to manager the company from the reviews of shareholders according to the Securities and Exchange Commission and the Stock Exchange of Thailand regulations.
2. To have knowledge, skill or experience in the ICT industry or accounting, finance or business administration or any other field as the Board deems appropriate.

3. To devote time especially for making key decision and responsibility duties for the benefit of the Company and be able to participate in all the Board and Shareholder's Meetings, unless unable due to a necessity or unexpected emergency.
4. To have a moral, ethical, and any other qualifications that meet the requirement of law or deemed appropriate by the Board.

2. The criteria and procedures of selecting the candidates for the director appointment

The criteria and procedures of selecting the directors are set to be determined in shareholders' meeting by counting the majority votes in accordance with the following criteria and procedures;

1. Each shareholder shall have one vote per one share.
2. Each shareholder shall use his or her vote according to (1) to elect one or several directors. However, dividing the votes is not possible.
3. The candidate with the highest votes will be elected as the directors, where the number of elected directors is equal to the required directors of each time. In the case of the elected candidates have equal votes and the numbers of directors are over the requirement, the President shall have a casting vote.

3. The Nomination of key management positions and Succession plan

The Board of Directors recognizes that employees are key driving force of the quality organization. The challenge for the business is a building personnel with knowledge and ability which readiness to keep pace with sustainable business expansion. In addition, they have inherited the spirit of the founder including the culture of the organization from generation to generation. Thus, the Company has developed a policy encourages the managements to enhance personnel development in an efficient way to achieve the vision, mission and values.

The Company has recruit eligible persons to responsible for key management positions at all levels in accordance with the qualifications as proper and transparency, and to ensure that the Company has recruited executives with professionalism, neutrality and non-involvement in politics. They also understand the culture and conduct of the business of the company. The company has a well-defined succession plan follows.

(1) The President/ Managing Director

The Nomination and Remuneration Committee will identify qualified candidates for the President and submit the chosen candidate to the Board of Directors for consideration and approval as part of the recruitment, selection, and succession plan. In the event that the President position becomes vacant or the incumbent is unable to fulfill his/her duties, the Company will designate an executive at a comparable or lower level to serve as acting the President until a candidate who meets the qualifications set by the Company identified and chosen. Candidates must possess the vision, expertise, experience, and understanding that align with the Company's corporate culture. The Nomination and Remuneration Committee will consider and propose to the Board of Directors for approval to appoint suitable persons as the President.

(2) Senior Executive Vice President

When the Senior Executive Vice President becomes vacant or the incumbent is unable to fulfill his/her duties, the Company will propose the selected successor for consideration by the Executive Committee for approval and then to the Board of Directors for acknowledgement.

(3) Key positions in the Company

A key position is one that will affect the operations of the Company. Executives or staff in this position must possess a high degree of skill, knowledge, and expertise. If a key position becomes vacant, the Company will propose the selected successor to the Board of Directors for review and approval.

The details of the Company's succession plan are as follows:

1. Analyze the Company's business situation in terms of strategy, policy, investment plan, business expansion plan
2. Assess the workforce availability in accordance with the Company's strategy in both short-term and long-term.
3. Create a plan to increase workforce availability by hiring new staff members and fostering employee growth to replace departing ones.
4. Prepare a recruitment plan and an employee training and development in advance prior to an employee retiring or leaving their job early.
5. Determine the qualifications and competencies, in terms of knowledge, skills, personality and attitudes required for the role in accordance with the corporate culture and create an individual development plan.
6. Select the candidates, then assess their performance and potential to make sure they are qualified.
7. Analyze the potential of the candidates by using personnel testing and assessment tools.
8. Identify the successor to the position based on the evaluation and analysis of the employee's potential and performance. The chosen successor is informed in advance so they may be ready for the transition and become familiar with the job. After that, a backup successor is identified.

3.2 The Governance and Operations of Subsidiaries and Joint Ventures

The Company has a mechanism in place to supervise, support, promote and drive the operations of subsidiaries and joint ventures to be efficient, transparent and work processes in accordance with the principles of good corporate governance. In 2024, the Company has one (1) subsidiary (Carbonlead Co., Ltd.), one (1) associated company (Zero CO2 PCL), one (1) joint venture (Loxley & AIT Holding Co., Ltd.), two (2) companies that have invested in non-listed equity instruments (Campana Group Pte. Ltd. and Blue Green Solution Co., Ltd.) and three (3) Joint operation (AWD Joint Venture, SA Joint Venture, AA Joint Venture). The Company have been appointed the executives to closely monitor the Company's operations and appointed the senior executives as directors to oversee the returns on the Company's investments. Details of the appointment of directors can be found in Attachment 2.

3.3 Directors' Knowledge Development

The Board of Directors has set a policy to support and facilitate Directors for the training and learning programs to ensure that their continually improvement and performance, both internal and external training programs. All Directors must attend training program for understanding the performance of their duties. The Board of Directors realize the significance of their participation in training or seminars by attend various programs or development of their knowledge and skills. The Board of Directors attends training courses organized by the Thai Institute of Directors Association (IOD), namely, Director Certificate Program (DCP), Role of the Chairman Program (RCP), The Board's Role in Mergers and Acquisitio (BMA), , Subsidiary Governance Program (SGP) and Director's Guide to Legal Obligations and Duties (DLD)

Development and Training of the Director in 2024

Name of the Directors	Details
Mr. Sripop Sarasas	Role of the Chairman Program (RCP) No.58/2024 by Thai Institute of Directors
Mrs. Sasinet Bahlyodhin	- The Board's Role in Mergers and Acquisitio (BMA) No.7/2024 by Thai Institute of Directors - Executive Golf Academy No.5 - Visionary Artificial Intelligence Partnership (V.A.I.P.3) by Sipatum University
Mr. Kamolpat Bahlyodhin	Director Certification Program (DCP) No.357/2024 by Thai Institute of Directors
Mr. Thongdee Paso	Director Certification Program (DCP) No.359/2024 by Thai Institute of Directors
Mr. Nutdanai Rakaprachit	- Subsidiary Governance Program (SGP) No.7/2024 by Thai Institute of Directors - The Board's Role in Mergers and Acquisitions (BMA) No.7/2024 by Thai Institute of Directors - Set New S-Curve to Capital Market No.1 The Stock Exchange of Thailand - IPO Roadmap No.8 The Stock Exchange of Thailand
Mr. Sithidej Mayalarp	Director's Guide to Legal Obligations and Duties (DLD) 2024 by Thai Institute of Directors
Ms. Kulnada Oranraktham	Director's Guide to Legal Obligations and Duties (DLD) 2024 by Thai Institute of Directors
Mr. Apichai Nimgirawath	Regular courses Army College #70, Research and Development and Management Division by Royal Thai Army War College
Mr. Thanarak Phongphatar	Anti-Corruption Practical Guide ACPG 67/2024 by Thai Institute of Directors

3.4 Directors' Evaluation

Evaluation of the Board of Directors and Sub-Committees

The Company holds an evaluation of the Board of Directors and the sub-committee performance once a year, to evaluate its performance efficiency according to good corporate governance and this will help the Board of Directors to review their own works, issues, and obstacles throughout the year and utilize the evaluation to improve their performances. The criteria on the evaluation of the Board of Directors and the individuals, covers six (6) topics, consists of the structure and qualification of the Board of Directors, roles and responsibilities of the Board of Directors, the Board of Directors' meeting, the duties of the directors, the relationship with the Management department, and the self-development of the directors and the development of the executives.

In 2024, the Board of Directors' meeting no.6/2024 on 12 December 2024, the Company secretary submitted the Board of Directors' evaluation form to the directors, consists of the evaluation form for the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee and The Corporate Governance and Sustainable Development Committee to evaluate the performances of the

Committee and the individuals. The results of the performances of the Board of Directors and the sub-committee can be concluded as follows;

Directors/Sub-Committees	Performance of the Committee (%age)	Performance of the Individual Directors (%age)
The Board of Directors	93	93
The Audit Committee	96	95
The Nomination and Remuneration Committee	91	97
The Corporate Governance and Sustainable Development Committee	98	98

Evaluation of the Chairman of the Executive Board Committee and President

The Company evaluates the performance of the Chairman of the Executive Board Committee and President at the end of the year by The Nomination and Remuneration Committee and then they will propose to the Board of Directors for an approval. The results of evaluating the performance of the Chairman of the Executive Board Committee and the President are considered as confidential information which is not disclosed. The performance of the Chairman of the Executive Board Committee and the President was evaluated base on three (3) criteria: a measure of performance, evaluation of leadership and management, budgeting and project evaluation. The evaluation will be used to determine the salary raise %age of Chairman of the Executive Board Committee and the President and then present to the Board of Directors for an approval.

3.5 Investor Relations

The Company has established the Investor Relations Section to support and be a key function to disseminate information, answer all questions, including listen and exchange any opinions with shareholders, analysts, institutional investors, and relevant institutes, including preparing the IR Webpage for the disclosure of various information. Important information for investors to be informed. For more information, the contact channels are available on three (3) channels, as follows;

1. Telephone: 0-2275-9400
2. Website: <https://www.ait.co.th/en/ir-home/>
3. E-mail: ir@ait.co.th

Investor Relations Activities

In 2024, the Company opens an opportunity for investors, analysts, shareholders, and institutional investors to access the data, operating performance, business growth strategy, including major events throughout year with Q&A sections. The previous year, there are activities, as follows;

1. An Opportunity Day through Steaming System, counted three (3) times by the Stock Exchange of Thailand
2. An Analyst Meeting, to provide information on the Company's performance quarterly, counted four (4) times.

3. A Company Visit: Arrange for institutional investors, retail investors, and analysts to meet with executives by appointment to inquire about the company's information, both as a group and individually, counted two (2) times.
4. Earning Release for each quarter, counted four (4) times.
5. Company Snapshot for each quarter through the Stock Exchange of Thailand, counted four (4) times.

3.6 The Compliance with Principles of Good Corporate Governance in Other Matters

The Board of Directors acknowledges the CG Code and recognizes the roles as a leader in creating sustainable values for the business and evaluating the overall CG Code implementation, once a year. For the year 2024, the matter has considered and reviewed and also recorded in the minutes of the Board of Directors Meeting No.6/2024. The Company regularly reviews the guidelines in accordance with good corporate governance principles. For the year 2024, the Company has complied good corporate governance, except for the following matter;

1. **Term of Office of Independent Directors Not Exceeding 9 Years.** The Company has three (3) independent directors with terms of office exceeding nine (9) years, namely Mr. Pongtep Phonan, Mr. Sripop Sarasas and Mr. Thanarak Pongpetra as these three (3) independent directors are knowledgeable and have a good understanding of the Company's business. In 2024, these three (3) independent directors still advice that is highly beneficial to the Company. Moreover, the experience of the directors who have served for a long time also helps them to have a better understanding of the Company's business. The details as follow:

Name - Last Name	Appointed Date of the Independent Director	Year(s) : (Appointed date - Present)
Mr. Thanarak Phongphatar	5 April 2012	12 Years 8 Months
Mr. Pongtep Polanun	15 February 2003	21 Years 10 Months
Mr. Sripop Sarasas	15 February 2003	21 Years 10 Months

2. **Committee should be independent directors.** At present, the Nomination and Remuneration Committee has four (4) members, consisting of two (2) independent directors, 1 executive directors and 1 non-executive director. Mr. Pongtep Polanun is an independent director who is the chairman of the Nomination and Remuneration Committee. From the past performance, the Nomination and Remuneration Committee is considered to be a committee that adheres to the criteria for nomination and remuneration that are consistent and comparable within the same industry, as well as having a thorough understanding of the nature of Company's business.