



No. AKP-MD 002/2025

February 26th, 2025

Subject Announcing the resolution of the Board of Directors' Meeting No. 1/2025, dividend payment, financial assistance which is considered a related transaction, and setting the date of the 2025 Annual General Meeting of Shareholders.

Attention The Managing Director
The Stock Exchange of Thailand

What's included

1. Information Memorandum on the Financial Assistance Transaction, which is the Connected Transaction of Akkhie Prakarn Public Company Limited

Akkhie Prakarn Public Company Limited ("the Company" or "AKP") would like to notify the resolutions of the Board of Directors Meeting No. 1/2025, convened on February 26th, 2025 at 3 p.m. at the meeting room at No. 792, Village No. 2, Soi 1C/1, Bangpoo Industrial Estate, Sukhumvit Road, Bang Pu Mai Subdistrict Mueang Samut Prakan District Samut Prakan Province 10280. The meeting considered and approved the following important matters:

1. It is deemed appropriate to present to the 2025 Annual General Meeting of Shareholders to consider and approve the statement of financial position. and the company's comprehensive income statement For the accounting period ending December 31st, 2024 which Has been approved by the audit committee. and has been audited by a certified public accountant.
2. It is deemed appropriate to propose to the 2025 Annual General Meeting of Shareholders for consideration and approval of the payment of dividends to the Company's shareholders from the operating results for the year 2024 at the rate of 0.037 baht per share, par value of 0.50 baht per share, totaling 14,948,000 baht (Fourteen million nine hundred forty eight thousand baht)., which has determined the list of shareholders (Record Date) entitled to receive dividends on May 9th, 2025, and has determined the dividend payment date on May 23rd, 2025. However, the right to receive such dividends is still uncertain as it is awaiting approval from the 2025 Annual General Meeting of Shareholders.
3. It is deemed appropriate to propose to the 2025 Annual General Meeting of Shareholders for consideration and approval of the payment of bonuses for the Board of Directors for 2024 based on the Company's operating results or net profit, with a total amount not exceeding 400,000 baht (Four hundred thousand baht exactly). The allocation of bonuses for the Board of Directors is assigned to the Chairman of the Board of Directors, in accordance with the recommendations of the Recruitment and Remuneration Subcommittee.

4. It is deemed appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the appointment of directors to replace those who retire from office upon the expiration of their terms. Return to the position of director for another term. which was approved by the Nomination and Remuneration Subcommittee. In 2025, there are directors who must retire by rotation. There are 3 people:

1. Mr. Sakchai Wongchaisuriya
Director / Chairman of the Audit Committee / Independent Director
2. Ms. Benchawan Prasansap
Director / Audit Committee / Independent Director
3. Mr. Suwat Luengwiriya Director

5. It is deemed appropriate to present to the 2025 Annual General Meeting of Shareholders to consider and approve the determination of directors' remuneration. By the Subcommittee on Recruitment and Compensation It is proposed to determine the remuneration of directors for 2025 in an amount not exceeding 2,000,000 baht (two million baht only).

Chairman of the Board	20,000 baht per time
Directors	10,000 baht per person per time
Chairman of the Audit Committee	20,000 baht per time
Audit committee	10,000 baht per person per time

6. It is deemed appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the appointment of auditors for the year 2025 from Karin Audit Company Limited, which has been approved by the Audit Committee as follows:

1. Mr. Komin	Linphrachaya	Certified Public Accountant No.3675	and/or
2. Mr. Jadesada	Hungsapruek	Certified Public Accountant No.3759	and/or
3. Mr. Supoj	Mahantachaisakul	Certified Public Accountant No.12794	and/or
4. Ms. Kanwarat	Saksriborworn	Certified Public Accountant No.13273	and/or
5. Ms. Kannika	Wipanurat	Certified Public Accountant No.7305	and/or
6. Mr. Jirote	Sirirrote	Certified Public Accountant No.5113	and/or
7. Mr. Worapol	Wiriyakulapong	Certified Public Accountant No.11181	and/or
8. Mr. Pojana	Asavasontichai	Certified Public Accountant No.4891	and/or
9. Mr. Wichian	Proongpanish	Certified Public Accountant No.5851	and/or
10. Ms. Kojchamon	Sunhuan	Certified Public Accountant No.11536	and/or
11. Ms. Bongkotrat	Suamsiri	Certified Public Accountant No.13512	and/or
12. Mr. Thanathit	Raksathianraphap	Certified Public Accountant No.13646	



By appointing any one of the above auditors of Karin Audit Company Limited to be the company's auditors. and express opinions on the Company's financial statements for the year 2025 and set the audit fees. The amount is 610,000 baht (Six hundred and ten thousand baht).

7. It was deemed to appropriate to propose to the Annual General Meeting of Shareholders to consider and approve on the financial assistance transaction to Better World Green Public Company Limited ("BWG"), as the connected person of the Company, through any type of loan or promissory note for the maximum working capital of Baht 150 million. And the Company will consider whether BWG could withdraw and repay each loan in each time not later than 1 year after the date of the first withdrawal, and could extend the credit term for not more than 1 year each time, and 3 times (Revolving Basis), with the aggregate credit term of not more than 4 years after the date of the first withdrawal. Also the Company will charge BWG for the loan with the interest rate at MLR – 1 or equal to 5.98%, which refer to the MLR rate declared by the 4 commercial banks (BBL, KBANK, SCB, and KTB as of February 26th 2025) ("the Financial Assistance Transaction").

Thus, the financial assistance transaction qualifies as the connected transaction according to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 on the Criteria for the Connected Transactions and the Notification of the Stock Exchange of Thailand regarding Disclosure of Information and Operation of Listed Companies on the Connected Transactions, B.E. 2546 and its amendments (collectively referred to as "Notifications on the ConnectedTransaction") because the Company will have the Connected Transaction with BWG, which is the large shareholder of the Company with holding shares of 51.18% of total registered and paid up capital, and as of February 26, 2025, Mr. Suwat Luengviriya and Mr. Suthat Boonyaudomsart hold the Director Position in the Company and BWG. The size of the Financial Assistance Transaction would be equaled to Baht 189.19 million or 29.67% of the net tangible assets ("NTA") of the Company according to the audited consolidated financial statements of the Company as of December 31st, 2025 (NTA equals Baht 635.73 million).

In addition, As the size of the Financial Assistance Transaction would be more than Baht 100 million and more than 3% of NTA of the Company, Therefore the Company has the following duties

1. Disclose the Information Memorandum of the Financial Assistance Transaction according the Notifications on the ConnectedTransaction
2. To hold the Company's Shareholder Meeting to request on approval for the Financial Assistance Transaction, where approval must be obtained with at least three-fourths of the total votes of the shareholders present and eligible to vote, excluding the votes of interested shareholders.

3. To appoint the Independent Financial Advisor (IFA) to provide an opinion on the Financial Assistance Transaction, and to submit the opinion report to the Office of the Securities and Exchange Commission (“SEC”), The Stock Exchange of Thailand, and the Company’s shareholders. Thus, the Company appointed DAOL Securities (Thailand) Public Company Limited as the Independent Financial Advisor for such Transaction.

Thus, the details of the Financial Assistance Transaction, which would be the Connected Transaction of the Company disclosed in the Information Memorandum (What’s included 1).

8. Approve the date of the 2025 Annual General Meeting of Shareholders on April 25th, 2025 at 10:00 a.m. at the meeting room of Akkhi Prakan Public Company Limited, No. 792 Moo 2, Soi 1C/1, Bag Pu Industrial Estate. Sukhumvit Road, Bang Pu Mai Subdistrict Mueang Samut Prakan District Samut Prakan Province 10280, with the agenda set as follows:

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| Agenda 1 | Matters to be informed by the Chairman |
| Agenda 2 | Consideration of approval of the minutes of the 2024 Annual General Meeting of Shareholders, held on April 24 th , 2024 |
| Agenda 3 | Consideration of acknowledgement of the Board of Directors' report on the operating results for 2024 |
| Agenda 4 | Consideration of approval of the Company's financial statements and statements of comprehensive income for the accounting period ending December 31 st , 2024 |
| Agenda 5 | Consider and approve the payment of dividends from the Company's operating results for the year 2024 |
| Agenda 6 | Consider and approve the payment of bonuses to the Board of Directors for the year 2024 |
| Agenda 7 | Consider and approve the appointment of directors to replace directors who have left their positions by rotation |
| Agenda 8 | Consider and approve the determination of the Board of Directors' remuneration for the year 2025 |
| Agenda 9 | Consider and approve the appointment of auditors and the determination of auditor remuneration for the year 2025 |
| Agenda 10 | Consider and approve the provision of financial assistance to Better World Green Public Company Limited ("BWG"). |
| Agenda 11 | Consider other matters (if any) |



By specifying the list of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders (Record Date for AGM) on March 14th, 2025 and authorizing the Chief Executive Officer or Managing Director to have the authority, subject to legal limitations, to amend the date, time, format and venue for the said shareholders' meeting.

The Company will publish the invitation letter for the 2025 Annual General Meeting of Shareholders and supporting documents, including details of the meeting participation procedures, for shareholders to know via the Company's website at www.akkhie.com and the Stock Exchange of Thailand's website at www.set.or.th.

Please be informed accordingly.

Yours sincerely

(Mr.Vanchai Luengviriyā)

Chief Executive Officer

Secretarial Company Department

Tel. 02-323-0714,16,18 Ext.104

**Information Memorandum on the Financial Assistance Transaction, which is
the Connected Transaction of Akkhie Prakarn Public Company Limited**

Akkhie Prakarn Public Company Limited (“the Company” or “AKP”) would like to inform that Board of Directors’ Meeting No. 1/2025 on February 26th, 2025, it was deemed to appropriate to propose to the Annual General Meeting of Shareholders to consider and approve on the Financial Assistance Transaction to Better World Green Public Company Limited (“BWG”), the Connected Person of the Company in form of loan or promissory note in the revolving credit line of not more than Baht 150,000,000, whereby the Company will consider allowing BWG to withdraw and repay the loan period of each drawdown not exceeding 1 year from the date of the first drawdown. and may extend the loan period for not more than 1 year at a time for a total of 3 times (Revolving Basis), for a total loan period not exceeding 4 years from the date of the first drawdown. In this regard, each time BWG would request on extension of the loan period, the Company will consider that the Company would have sufficient cash flow and would not require any additional investment funds to continue the Company’s business operations. The Company will calculate the return at the interest rate of MLR - 1 per annum, which was determined to 5.98 percent based on the average MLR interest rate of 4 commercial banks: BBL, KBANK, SCB and KTB as of February 26th, 2025 (“the Financial Assistance Transaction”).

The Financial Assistance Transaction is classified as the Connected Transaction because it involves dealings with a legal entity that is a major shareholder, and shares the same directors with the Company. This transaction is identified as the Connected Transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 on the Guidelines for Conducting the Connected Transactions, and the Notification of the Securities and Exchange Commission of Thailand regarding Disclosure of Information and Procedures for Listed Companies in the Connected Transaction in 2003 and its amendments (collectively referred to as “Notifications on the Connected Transaction”). The Company will enter into the Connected Transaction with BWG, a major shareholder holding 51.18 percent of the total shares in the Company, and as of February 26th, 2025, Mr. Suwat Luengviriyia and Mr. Suthat Boonyaudomsart held joint positions as directors of the Company and BWG, the total loan amount including interest not exceeding Baht 189.19 million or 29.76 percent of the Company’s net tangible assets (NTA), whereby the Company’s NTA value according to the Company’s consolidated financial statements for the period ending December 31st, 2024 is equal to 635.73 million baht.

In addition, the total value of the Connected Transaction exceeds Baht 100 million and exceed 3 percent of the Company’s net tangible assets (NTA), the Company is required to disclose information regarding the transaction to the Stock Exchange of Thailand in accordance with the Connected Transaction Announcement and request approval for the transaction from the Company’s shareholders’ meeting with a vote of no less than three-fourths of the total number of votes of shareholders present and eligible to vote, excluding the votes of shareholders

who have a conflict of interest in counting the votes. The Company is also required to send a meeting notice to shareholders at least 14 days in advance and appoint an independent financial advisor to provide an opinion on the transaction and submit such opinion to the SEC and the Stock Exchange of Thailand. In this regard, the Company has appointed DAOL Securities (Thailand) Public Company Limited as the independent financial advisor to perform such duties as specified in the Connected Transaction Announcement.

The information regarding the Financial Assistance Transaction is detailed as follows:

1. Date of the transaction

After the Annual General Meeting of Shareholders, which is scheduled to be held on April 25th, 2025, has resolved to approve the Company to enter into such transaction. The transaction and the value of the Financial Assistance at each time will depend on the Company's capital requirements or the Company's ability to provide financial assistance at that time. The details of such transaction are will be presented in Number 3.

2. Parties Involved and Their Relationship to the Listed Company:

- Lender: Akkhie Prakarn Public Company Limited (“the Company”)
- Borrower: Better World Green Public Company Limited (“BWG”)
- Relationship: BWG is a major shareholder holding 51.18 percent of the total shares in the Company and as of February 26th, 2025, Mr. Suwat Luengviriyaya (the elder brother of Mr. Vanchai Luengviriyaya, who holds the position of Director and Chief Executive Officer of the Company) and Mr. Suthat Boonyaudomsart hold joint positions as directors of the Company and BWG.

3. General Nature and conditions of the Transaction

Lender:	AKP
Borrower:	BWG
Objectives:	The Company has excess liquidity that could find out more return to the Company at the appropriate risk, and increase the flexibility of the Company' s and BWG' s business operations for supporting liquidity management.
Types of loan:	Loans or promissory notes under the framework prescribed by law
Loan Amount Details:	The total outstanding amount not exceeding Baht 150,000,000 at any time.

Rate of Return:	The Company will calculate the return at the interest rate of MLR - 1 per annum ¹ calculation base on 365 days, which is determined to 5.98 percent, which is based on the average MLR interest rate of 4 commercial banks: BBL, KBANK, SCB and KTB as of February 26 th , 2025 (But MLR may be changed later according to Notification of MLR by 4 commercial banks: BBL, KBANK, SCB and KTB)
Interest Payment:	Pay interest on maturity along with repayment of principal.
Loan repayment	Principal repayment is due upon maturity, except in the following cases: <ol style="list-style-type: none"> 1. BWG has the right to repay the full or partial amount of the Loan to AKP before the loan's maturity date. BWG is not required to provide prior notice, and there are no prepayment fees. 2. AKP has the right to call repayment of full or partial of the Loan from BWG before the loan's maturity date when AKP deems it appropriate. There are no early repayment fees, but AKP must provide BWG with written notice of at least 90 days in advance.
Loan disbursement period:	The Company will consider allowing BWG to drawdown and repay the loan for each drawdown period not exceeding 1 year, with a revolving credit line not exceeding Baht 150,000,000 at any time. The term of each loan shall not exceed 1 year from the date of the first drawdown. The loan term can be extended for up to 1 year at a time, up to 3 times (Revolving Basis), for a total loan term not exceeding 4 years from the date of the first drawdown.
Collateral:	Post-dated checks (based on the value of each instance of financial assistance, which shall not exceed Baht 150 million including the interest expense) shall be delivered to the Company.
Credit line review:	The Board of Directors may consider revising the credit line and terms in the future as appropriate, provided that the maximum reviewed amount does not exceed the maximum amount approved this time.
Other restrictions/conditions:	1. In the case of drawdown in the form of promissory notes, no more than 10 promissory notes shall be outstanding at any one time, in accordance with the Notification of the Capital Market Supervisory

¹ Note: Calculation on Interest rate are based on two decimal places and the third decimal place is the rounding principle. If the third decimal place is equal to or greater than five, round up the second decimal place by one. If the third decimal place is less than five, round down the second decimal place without increasing or changing the second decimal place.

Board No. KorJor.5/2567 regarding the characteristics of promissory notes that qualify as securities.

2. The interest rate or return that BWG pays to AKP for receiving the Financial Assistance must be higher than AKP's cost of funds and the interest rate on deposits or short-term investments received by AKP.
3. AKP will consider providing financial assistance to BWG only when:
 - AKP must have sufficient excess liquidity or have current assets exceeding current liabilities by more than Baht 150.00 million at any time when the Company considers and approves the provision of the Financial Assistance to BWG.
 - BWG must have a debt-to-equity ratio not exceeding 2 times after receiving the Financial Assistance, based on the latest reviewed or audited consolidated financial statements of BWG.
 - The provision of financial assistance by AKP shall not affect any other financial covenants under the financial agreements of AKP and BWG.
 - The Chief Executive Officer and the Deputy Managing Director of Accounting and Finance of AKP will consider the appropriateness of using the Financial Assistance with BWG in each instance. After AKP has lent money to BWG, the Company will report the details of the loan to BWG in the next meeting of the Audit Committee and the Board of Directors.

Within the loan limit/promissory note value to provide the aforementioned Financial Assistance, the Company may lend a maximum of Baht 150.00 million at any time. The Company will consider allowing BWG to drawdown and repay the loan for each drawdown period not exceeding 1 year from the date of the first drawdown, and the loan term can be extended for up to 1 year at a time, up to 3 times (Revolving Basis), for a total loan term not exceeding 4 years from the date of the first drawdown. In addition, before the Company provides Financial Assistance to BWG, the Chief Executive Officer and the Deputy Managing Director of Accounting and Finance (CFO) of the Company will consider the appropriateness of providing Financial Assistance, the Company's liquidity, and the need for working capital and cash flow for operations, and there is no need for additional investment funds to continue the Company's business. After AKP has lent money to BWG, the Company will report the details of the loan to BWG in the next meeting of the Audit Committee and the Board of Directors.

4. Total Value and Criteria Used to Determine the Total Value of the Transaction

The Financial Assistance Transaction – The total value of the transaction does not exceed Baht 189.19 million, which consists of a principal or face value of promissory notes not exceeding Baht 150.00 million, and a return at an interest rate of MLR - 1 per year, which is equal to 5.98%, based on the average MLR interest rate of 4 commercial banks: BBL, KBANK, SCB, and KTB as of February 26th, 2025. Therefore, the value of the Financial Assistance transaction is equal to Baht 189.19 million, representing 29.76% of the Company's net tangible assets (NTA). The Company's NTA value, according to the consolidated financial statements for the period ended December 31st, 2024, was Baht 635.73 million.

In addition, the Company has the other connected transactions with BWG that have occurred in the 6 months prior to the date of the aforementioned transaction agreement, such as revenue from industrial waste incineration, revenue/expenses from industrial waste transportation, and industrial waste landfill/landfill costs, which are normal business transactions and support regular business under general trade conditions. Therefore, they are not included in the size of this transaction.

5. The Connected Parties and the Nature and Scope of Interests of the Connected Parties

The transaction involves providing the Financial Assistance to BWG, a major shareholder with shared board members with the Company. The details of the connected parties and the nature of their interests are as follows

Company Name	Interest in the Company	Interest in BWG
1. Better World Green Public Company Limited	the major shareholder holding a 51.18% stake of the total issued and paid-up shares of the Company	-
2. Mr. Suwat Luengviriya	The Company's Director	The Company's Director and Management
3. Mr. Suthat Boonyaudomsart	The Company's Director	The Company's Director and Management

Additionally, shareholders of the Company who hold shares in BWG on March 14th, 2025 (Record Date) are considered to have an interest in this transaction. They will not have the right to vote on Agenda and approve the provision of financial assistance to BWG, which falls under the category of the connected transaction according to the Securities and Exchange Commission Announcement No. TorJor. 21/2551 on the Criteria for Connected

Transactions, 2008, and the Securities and Exchange of Thailand's Announcement on Disclosure of Information and Operations of Listed Companies Regarding the Connected Transactions, 2003, as amended.

6. Source of funds for the Financial Assistance and the adequacy of working capital

At the end of 2023 and 2024, the Company had current assets of Baht 303.99 million and Baht 332.18 million, respectively, and current liabilities of Baht 56.92 million and Baht 58.45 million, respectively, resulting in excess working capital of Baht 248.71 million and Baht 273.73 million, respectively. In addition, at the end of 2024, the Company also had cash and cash equivalents of Baht 138.26 million, including other current financial assets in the form of fixed deposits with a maturity of more than 6 months amounting to Baht 102.00 million. The Company has no significant large-scale capital projects. The Company receives a return on cash and cash equivalents and other current financial assets in the form of fixed deposits with a maturity of more than 6 months of approximately 0.15 – 0.40% per year and 1.60 – 1.80% per year, respectively. However, the Company has a cost of funds from lease liabilities of approximately 1.45 – 4.64% per year.

Therefore, the Board of Directors has resolved to propose to the shareholders' meeting for consideration and approval of the provision of the Financial Assistance to BWG, using excess liquidity not exceeding Baht 150 million from the remaining working capital. This does not affect the Company's future business plans in any way and generates a return on cash management that is higher than the historical and current rates of return.

7. Participation and Voting at Board Meetings by Directors with Conflicts of Interest

Board of Directors meeting 1/2025, held on February 26th, 2025, a resolution was proposed to be presented to the shareholder meeting for approval of the Financial Assistance transaction to BWG, a major shareholder with shared directors. Two company directors, Mr. Suwat Luengviriya and Mr. Suthat Boonyaudomsart, had conflicts of interest in this matter (collectively referred to as "Directors with Conflicts of Interest"). Consequently, these conflicted directors did not participate in or vote on the relevant agenda item at the meeting.

8. The Company Board's Opinion on Engaging in the Connected Transactions

The Board of Directors, excluding those directors with conflicts of interest, after considering the rationale and benefits, unanimously agreed that providing financial assistance in this instance is both necessary and beneficial for the Company due to:

1) The necessity of the Financial Assistance to ensure the smooth operation of the Company's overall business, including risk mitigation that might affect the future operations of the Company and defaulted risk. In addition, if BWG, which is the parent company and is experiencing financial liquidity problems, may cause inconvenience in managing industrial waste, which comes from some overlapping customer bases, but it is necessary to use different methods of industrial waste disposal. That is, some customers need to be sorted and disposed of by both landfill and incineration methods, which require trucks to transport industrial waste to be disposed of by landfill at BWG's factory and by incineration at the Company's factory. However, if this financial assistance transaction is not carried out and BWG faces liquidity problems that make it unable to continue operating in the future, it may cause the Company to have difficulties in raising funds from its major shareholder, whenever the Company need fund from BWG in the future as well.

2) The Company considered the benefits of generating returns of 5.98% per year, compared to the existing return received from remaining cash that is not yet used in the Company's business operations of approximately 0.15 – 1.80%. At the end of 2024, the Company also had cash and cash equivalents of Baht 138.26 million, including other current financial assets in the form of fixed deposits with a maturity of more than 6 months amounting to Baht 102.00 million, to be used for managing some of the remaining funds for lending to BWG in an amount not exceeding Baht 150.00 million. Furthermore, this transaction does not affect the Company's capital expenditure plans for business expansion during the years 2025 - 2029 in any way.

Therefore, the board of directors resolved to propose to the shareholders' meeting for approval of entering into the Financial Assistance Transaction with BWG and approved the appointment of DAOL Securities Public Company Limited (“DAOL”) as an independent financial advisor, which is a financial advisor listed and approved by the SEC, to provide an opinion to the Company's shareholders regarding the rationale and necessity of entering into the Financial Assistance transaction and to present it to the shareholders' meeting for subsequent approval of this transaction.

9. The Opinion of the Audit Committee and/or Directors that Differs from the Opinion of the Board of Directors as per Item 8.

-None –

The audit committee has reviewed and considered the transaction's nature and returns and agrees that it is necessary and reasonable, aligning with the Board of Directors' opinion, and recommends presenting it to the shareholders' meeting for further consideration.

Please be informed accordingly

Best regards,

- *Mr. VANCHAI LUENGVIRIYA* -

(Mr. VANCHAI LUENGVIRIYA)

Chief Executive Officer