

ANNEX 12

Voting Criteria and vote counting together with the method to propose the opinions or questions in the meeting

Voting Criteria and vote counting

1. Voting for each agenda will be done by counting one share equal to one vote. Each shareholder will have votes according to the number of shares they hold. Shareholders or proxies are required to vote only for one of the followings: agree, disagree or abstain. They cannot divide their votes in parts unless it is a voting of a custodian.
2. In case of proxy, the proxy must vote according to what the grantor has specified in the proxy only.
 - 2.1 If the proxy does not vote in accordance with the intention of the grantor as specified in the proxy form, that vote shall be deemed invalid and shall not be considered as a vote of the shareholders.
 - 2.2 If the grantor does not specify his/her intention on the voting of any agenda in the proxy form, or his/her intention is not clearly stated, or in the case where the meeting considers or resolves on any matter other than those specified in the proxy form including in the event of any change or addition of any facts, the proxy has the right to consider and vote on the grantor's behalf as he or she deems appropriate.
3. Chairman of the meeting or the person assigned by the chairman to conduct the meeting will propose to the shareholders to consider and vote in each agenda as specified in the invitation letter respectively by asking the attendees to vote. For this meeting by electronic means, the voting for each agenda must be done in the meeting application. The attendees must vote in one of the boxes for approving, disapproving or abstaining from voting only. Shareholders who do not vote in the meeting application will be deemed to agree.
4. For voting in Agenda 5, which is the agenda for the election of directors to replace those who retired by rotation, the Company will ask the meeting to consider and elect directors on individual basis. All shareholders must vote in the electronic meeting application whether they agree, disagree or abstain in the election of individual directors. Shareholders who do not vote in the electronic meeting application will be deemed to agree with the election of all directors to return to the office.

The Resolution of the Annual General Meeting of Shareholders must consist of the following votes:

1. In normal cases, the majority vote of the shareholders who attend the meeting and cast their votes shall be considered as the resolution of the meeting.
2. Other cases in which the laws or the Articles of Association of the Company provide differently from normal cases, the resolution of the meeting shall be in accordance with what the laws or regulations have prescribed. The chairman of the meeting or the person assigned by the chairman to conduct the meeting will inform such requirements to the shareholders in the meeting before voting on each agenda item. If the votes are equal, the chairman of the meeting shall have one more vote as the casting vote.

3. Any attendee who has special interests in any agenda will not have the right to vote on that agenda, except for the agenda to elect the directors to replace those who retired by rotation whereby all attendees will be entitled to vote without being considered to have special interest. The chairman of the meeting may invite shareholders or proxies of shareholders with special interests to temporarily leave the meeting.

Vote counting and notification of vote counting results

The Company will use the method of deducting disapproval, abstaining and voided ballots (if any) from the total number of votes attending the meeting in that agenda. The remainder will be deemed to be approved votes. When the processing of the votes in each agenda is completed, the Company will announce the voting results to the meeting for acknowledgment by dividing into votes of approving, disapproving, abstention and voided ballots (if any), shown as a percentage of the shareholders.

Vote counting in each agenda will be in accordance with the law and the Company's Articles of Association as follows:

1. In considering Agenda 1, 3, 4, 5, 6 and 8, the resolutions must be passed by a majority vote of the shareholders who attend the meeting and cast their votes only excluding the votes of the shareholders who abstained and voided ballots (if any)
2. In considering Agenda 7, which related to directors' remuneration, the matter must be approved by a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting. The Company will calculate the votes base by counting the total number of votes of the shareholders attending the meeting.
3. For vote casting as specified in the Proxy Form C., in case that there is no indication of voting and the proxies did not confirm how to vote, the Company will consider it as an abstention of vote.

Method to propose the opinions or questions by the attendees

Before voting on each agenda, the chairman of the meeting or the person assigned by the chairman to conduct the meeting will provide the opportunity for the attendees to ask questions or present opinions related to the agenda. The attendees have to choose the agenda and then press the "Question" button where there will be 2 channels to ask the question as follows:

1. In the event that attendees wish to ask the questions through messages, please type the questions then press "Send" button. The Company will answer the questions in the meeting room on the agenda related to those questions. However, if there are numerous message questions, the Company reserves the right to select the questions as appropriate.

2. In the event that the attendees wish to ask the question via video conference, please press “Conference” then press “OK” to confirm the queue reservation, and with the permission from the staff, turn on the camera and microphone. Before asking the questions, please inform your full name and status of the attendees (shareholders or proxies) in order to complete the record of the Company’s minutes of the meeting.

Shareholders can submit questions in advance via e-mail address: Q_AGM@bangkokland.co.th between 7 to 15 July 2026 before 05.00 p.m. and during the meeting.

The Company reserves the right to cut off the images and sounds of shareholders asking questions or expressing comments that are impolite, defamatory to others or violate any laws including the violation of the rights of others or disrupting the meeting or causing trouble to other attendees.

In the event that there are many shareholders who want to ask questions via VDO Conference in the system. In order to manage the duration of the meeting, please ask questions via messages so that the Company’s staff can provide the responses or take the questions to answer at the end of the meeting or put the responses on the Company’s website.