

March 26, 2025

Subject Invitation to the 2025 Annual General Meeting (AGM) of Shareholders

To Shareholders of Bioscience Animal Health Public Company Limited

- Enclosures:
1. Copy of the Minutes of the 2024 Annual General Meeting of Shareholders (for Agenda 1).
 2. Annual Report 2024 Form 56-1 One Report (e-One Report) and Statement of financial position Statement of comprehensive income and cash flow statement ended 31 December 2024 in QR CODE format (for consideration of Agenda 2 and 3).
 3. Profiles of the nominated persons to be appointed as directors to replace those who retired by rotation (For the consideration of Agenda 5).
 4. List of independent directors, Proxies for attending the shareholders' meeting.
 5. Proxy Form A, Form B, and Form C as specified by the Department of Business Development set by the Ministry of Commerce (It is recommended to use Form B) for Proxy Form C (only in case of foreign investors who appoint a custodian in Thailand to be a share depository and custodian).
 6. Instructions on how to appoint a proxy, registration, evidence to be presented on the meeting date, voting for the 2024 Annual General Meeting of Shareholders.
 7. Map of the meeting venue.
 8. Company's Articles of Association only in relation to the shareholders' meeting.

As Bioscience Animal Health Public Company Limited ("The Company") will hold the 2025 AGM of Shareholders on Wednesday, April 23, 2025 at 14:00 p.m. at Jupiter Room 13, 1st Floor, Challenger Building, IMPACT Muang Thong Thani, with the agenda as follows:

Agenda 1 To consider and certify the Minutes of the 2024 AGM of Shareholders

Facts and Reasons: The Company held the Annual General Meeting of Shareholders for the year 2024 on April 24, 2024 and prepared the minutes of the meeting to be sent to relevant agencies. A copy of the minutes of the meeting is enclosed with the notice of this meeting. The details appear in **the document attached number 1.**

The Board's Opinion: The recording of the minutes of the meeting is accurate and complete according to the facts. Therefore, it is deemed appropriate to propose that the Annual General Meeting of Shareholders consider certifying the Minutes of the Annual General Meeting of Shareholders for the year 2024 dated April 24, 2024

Agenda 2 To consider and acknowledge the Company's operating performance for the year 2024

Additional information: The report on the Company's operating performance for the year 2024 appears in the Annual Report 2024 Form 56-1 One Report (e-One Report) in the form of a QR code (QR Code) that has been sent to the holder together with the notice of this meeting. (Details appear in the attachment No. 2).

Board's Opinion: Agreed to propose to the Annual General Meeting of Shareholders to acknowledge the Board of Directors' report on the Company's operating results for the year 2024.

Agenda 3 To consider and approve the statements of financial position, the statements of comprehensive income and cash flows for the year ended at December 31, 2024

Facts and Reasons: According to the provisions of Section 112 of the Public Limited Companies Act B.E. 2535 has required the Board of Directors to provide the statements of financial position, the statements of comprehensive income and cash flows at the end of the company's fiscal year which has been audited by a certified public accountant and proposed to the shareholders' meeting at the annual general meeting to consider and approve.

In this regard, the company has prepared the statements of financial position, the statements of comprehensive income and cash flows for the period ending December 31, 2024, which has been audited by a certified auditor and has been reviewed by the Audit Committee As shown in the Annual Report 2024 Form 56-1 One Report (e-One Report) under the heading Financial Statements ended December 31, 2024 in the form QR Code (QR Code) (details appear in the document attached number 2)

The Board's Opinion: It is deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the Statement of Financial Position and Statement of Comprehensive Income for the period ended December 31, 2024 which has been audited by a certified auditor and reviewed by the Audit Committee. exam

Agenda 4 To consider and approve the dividend payment and set aside legal reserves for the year 2024

Facts and Reasons: The Company has a policy to pay dividends depending on the performance of the business at the rate of not less than 30% of the net profit from the Company's consolidated financial statements and its subsidiaries and considered together with the separate financial statements. After deduction of corporate income tax and the allocation of all types of reserves. Legal reserves will be allocated at a rate of not less than 5% of the net profit from the separate financial statements.

Opinion of the Board of Directors: The Board of Directors deems it appropriate to proposed shareholders' meeting to consider and approve the profit apportionment and dividend payment from the company's operating results Y2024 as follows:

At present, the Company has allocated legal reserves of no less than 10 percent of the registered capital of 157.00 million baht, amounting to 15.70 million baht as required by law.

Due in the year 2024, The company has a net profit after income tax according to the consolidated financial statements amount of 71,656,261 baht, it was deemed appropriate to propose to the shareholders' meeting to approve the dividend payment to the shareholders. From the operating period from January 1, 2024 to December 31, 2024 in the form of cash at the rate of 0.14 baht per share, 314,000,000 shares, amounting to 43,960,000 baht, representing 61.35 percent of the net profit of the consolidated financial statements.

The Company has already paid an interim dividend on September 11, 2024 at the rate of 0.05 baht per share for 314,000,000 shares, totaling 15,700,000 baht. The remaining dividend payment from the second half six-month operating period 2024 at the rate of 0.09 baht per share, totaling 28,260,000 baht.

Determining the list of shareholders who are entitled to receive dividends (Record Date) on May 2, 2025 and dividend payment on May 20, 2025. However, the right to pay such dividends is still uncertain until it is approved by shareholders at the 2025 Annual General Meeting of Shareholders.

Agenda 5 To consider and approve the appointment of directors to replace those who retired by rotation

Facts and Reasons: According to Section 71 of the Public Limited Company Act B.E. 2535 and Article 19 of the Company's Articles of Association Including the Company's Board of Directors Charter Has stipulated that at every annual general meeting of shareholders one-third of the directors shall resign. If the number of directors cannot be divided exactly into three parts, the number of directors closest to one-third shall retire. The directors who retired by rotation may be re-elected. **the document attached number 3.**

At the Annual General Meeting of Shareholders for the year 2025, there are 4 directors who will retire by rotation are listed below,

- | | |
|---------------------------------|-----------------------|
| 1. Mr. Vanchai Sriherunrasmee | Chairman of the Board |
| 2. Mr. Suchat Worrawutthangkool | Director |
| 3. Mr. Rungroj Thavontanakul | Director |
| 4. Mr. Poramase Kampak | Director |

Between December 1, 2024, and December 31, 2024, the company announced on its website and notified through the electronic system of the Stock Exchange of Thailand to give shareholders the right to propose individuals they deem qualified according to the specified criteria to be considered for election as directors of the company. However, at the end of the specified period, no shareholders proposed any individuals for consideration as candidates for the company's board of directors.

The Board's Opinion: The Board of Directors, excluding interested directors, has carefully and prudently considered that the directors nominated for this term possess qualifications suitable for the company's business operations. In doing so, they have taken into account compliance with relevant criteria, experience, expertise, ethics and integrity, a transparent work history, and performance results. The company deems it appropriate to propose to the Annual General Meeting of Shareholders the reappointment of the 4 directors whose terms have expired for another term.

Agenda 6 To consider and approve the directors' remuneration for the year 2025

Facts and Reasons: The Board of Directors has considered the remuneration and a meeting allowances for company directors and sub-committees considering the suitability of the type of business company, business growth rate as well as the duties and responsibilities of the directors.

Board's Opinion : The Board of Directors considered and unanimously agreed to propose to the AGM of Shareholders to consider and approve the remuneration. which is the same rate as 2024, Additionally, there will be an increase in the remuneration for the company's directors and the Risk Committee members for non-executive directors. The details of the remuneration for the directors and sub-committees are as follows:

Monthly Remuneration for Directors

Position	Remuneration for Directors (baht per month)	
	2025	2024
Chairman of the Board	25,000	25,000
Director	20,000	-
Chairman of the Audit Committee	25,000	25,000
Audit Committee/Independent	20,000	20,000

Board meeting allowance

Position	Meeting allowance (baht per time)	
	2025	2024
Chairman of the Board	20,000	20,000
Director	15,000	-
Independent Director	15,000	15,000

In this regard, the Board of Directors who are executives of the Company will not request monthly remuneration and meeting allowances for the Board of Directors

Audit Committee and the Risk Management Committee meeting allowance

Position	Meeting allowance (baht per time)	
	2025	2024
Chairman of the Audit Committee	20,000	20,000
Audit Committee	15,000	15,000
Chairman of the Risk Management Committee	15,000	15,000
Risk Management Committee	10,000	-

In this regard, the Board of Directors who are executives of the Company will not request monthly remuneration and meeting allowances for the Board of Directors

Agenda 7 To consider the appointment of the auditor and determine the audit fee for the year 2025

Facts and Reasons: In order to comply with the Public Limited Companies Act B.E. 2535, Section 120, The shareholders' meeting is required to appoint company's auditor and determine the auditor's remuneration every year. And according to the regulations of the Securities and Exchange Commission (SEC) requires companies that issue securities to which is a listed company on the Stock Exchange of Thailand must provide auditor rotation every 7-year accounting period.

Opinion of the Board of Directors : The Audit Committee has been considering the qualifications of auditors and audit fee that in Y2024, Baker Tilly Audit and Advisory Services (Thailand) Ltd. is an experienced auditor firm, which are famous and generally accepted. The three of nominated auditors are not contrary to the SET, no relationship with, or any interest with the Company, Executives, major shareholders or any related persons, which may have an impact on performing tasks independently. The Board of Directors shall ensure that the Auditor can perform it tasks in time.

List of auditor name proposed by Baker Tilly Audit and Advisory Services (Thailand) Ltd.

Auditor	Certified Public Accountant registration number	Years of auditing the Company
Mr. Apichart Sayasit	4229	3 Years
Ms. Wimon Sri Jongudomsombat	3899	3 Years
Ms. Waleerat Akraisawat	4411	-

If the aforementioned auditors are unable to perform their duties, Baker Tilly Audit and Advisory Services (Thailand) Co., Ltd. procures other certified auditors of the firm auditing and expressing opinions on the Company's financial statements in place of such auditor.

In 2025, the audit fee will be settled at the total of 3,460,000 Baht per year which not include other expenses that are actually charged. Which decreased from the previous year by 957,351 Baht, or a percentage of 21.67% (In 2024, the audit fee was 4,417,351 Baht).

Comparison Table of Audit Fees for the Year 2024 - 2025

Audit Fee	2025	2024	Increased (Decreased)
The audit fee for the company's financial statements	1,335,000	1,335,000	-
The audit fee for the subsidiary's financial statements	2,125,000	3,082,351	(957,351)
Total	3,460,000	4,417,351	(957,351)

Note : - In 2024 Baker Tilly Audit and Advisory Services (Thailand) Co., Ltd. was the auditor for the company and its subsidiaries in Thailand with an audit fee of 3,880,000 Baht and The Right Partner Consulting Group co., LTD was the auditor for the subsidiaries abroad with an audit fee of 537,351 Baht. The total audit fee amounts to 4,417,351 Baht

- In 2025 Baker Tilly Audit and Advisory Services (Thailand) Co., Ltd. will be the auditor for the company and its subsidiaries both in Thailand and abroad, proposing an audit fee mounts to 3,460,000 Baht

The Company and its subsidiaries Use the same auditing office "The committee will ensure that financial statements can be prepared in a timely manner."

Agenda 8 Consider other matters (if any)

-

The Company has set the date for determining the names of shareholders who are entitled to attend the 2025 AGM of Shareholders (Record Date) on Friday, March 14, 2025. The Company has published this Notice of the 2025 AGM of Shareholders along with meeting documents and proxy form on the company's website www.bis-group.com in the section "Shareholders' Meeting".

In this regard, the shareholders are hereby invited to attend the meeting on the date, time and place mentioned above. The company has prepared a map of the meeting venue according to **the document attached number 7**, and for the convenience and speed of registration for attending the Annual General Meeting of Shareholders, the Company will arrange for the registration of attendees from 13:00 p.m. onwards. The company will conduct the meeting in accordance with the company's regulations as detailed in **the document attached number 8**.

If any shareholder wishes to appoint another person to attend the meeting and vote on their behalf in this meeting please fill in the details and sign the proxy form attached to the invitation to this meeting as per **document attached number 5**. The company recommends using a Proxy Form B, which you can specify voting clearly. However, the Company has attached Proxy Form A (general form which is a simple and uncomplicated form) and Proxy Form C (form used only in case the shareholder is a foreign investor and appoints Custodian (Custodian) in Thailand is a custodian and takes care of shares) for shareholders to choose as appropriate.

If any shareholder wishes to appoint an independent director of the Company as a proxy you can find details of the profiles of independent directors who are assigned as proxies for shareholders who are unable to attend the meeting in **the document attached number 4**. Designated as this proxy, he has no special interest in the agenda proposed in this meeting in any way, except for Agenda 6 on consideration and approval of the remuneration of directors for the year 2025.

In order for shareholders to get the most from the meeting as well as to fully protect the rights of shareholders, the Company requests shareholders or proxies to prepare supporting documents for meeting registration. Shareholders are ready to bring the registration form for attending the 2025 Annual General Meeting of Shareholders (with Bar Code) to present for registration on the meeting date. In this regard, please proceed to study the rules for attending the meeting consisting of how to appoint a proxy meeting registration evidences to be presented on the meeting date and how to vote For the shareholders' meeting as specified in **the document attached number 6** and in the event that shareholders have questions that they would like the Company to clarification on the above agenda please send your questions in advance by April 10, 2025, including your name, address, telephone number and e-mail address (if any) that can be contacted via e-mail info@bis-group.com

Please be informed accordingly.

Yours sincerely,



(Mr. Vanchai Sriherunrusmee)
Chairman of the Board