

The Extraordinary General Shareholders' Meeting No. 1/2026

Country Group Holdings Public Company Limited

Monday, August 10, 2026, at 14.00 hours via electronic devices (E-EGM)

The Meeting control system is setup at the Meeting Room, 15th floor, Sindhorn Tower 2

132 Wireless Road, Lumpini, Pathumwan, Bangkok 10330

Directors Attending the Meeting

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| 1. Mr. Tommy Taechaubol | Acting Chairperson and Chief Executive Officer |
| 2. Mr. Dej Namsirikul | Independent Director |
| 3. Mr. Supachai Sukhanindr | Independent Director and Chairperson of Audit Committee |
| 4. Pol. Gen. Werapong Chuenpagdee | Independent Director and Audit Committee |
| 5. Mr. Natapong Vanarat | Independent Director and Audit Committee |
| 6. Mr. Chang Foo | Independent Director |
| 7. Mr. Pisuth Viriyamettakul | Director |
| 8. Ms. Lalida Teekhasaenee | Director |

Remark: There were 8 directors attending the Meeting from 8 directors in total or equivalent to 100% of total number of the Company's directors

Executives Attending the Meeting

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| 1. Mr. Sorapat Tulyathan | Vice President, Investment |
| 2. Ms. Supajira Dechmee | Accounting and Finance Executives |

Legal Advisor (as the independent inspectors during voting process)

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| 1. Mr. Rachapol Sappayakorn | Legal Advisor from JT Legal Consult Co, Ltd. |
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Ms. Supaporn Akaradechachai, Company Secretary informed the meeting that the Board of Directors of Country Group Holdings Public Company Limited (the "Company") has resolved to convene the Extraordinary General Meeting of Shareholders No. 1/2026 on Monday, August 10, 2026 at 14.00 hours via electronic devices (E-EGM) pursuant to the Emergency Decree on Electronic Media Conference B.E. 2563 (2020) and other related laws and regulations. The meeting control system is setup at the Meeting Room, 15th floor, Sindhorn Tower 2, No.132 Wireless Road, Lumpini, Pathumwan, Bangkok 10330.

As the Meeting started at 14.00 hours, there were 4 shareholders attending in person and 28 proxies presented at the Meeting, totaling 32 shareholders, representing an aggregate number of 2,448,402,828 shares, equivalent to 58.9629% of total paid up shares, attended and constituted a quorum in accordance with the law and the Company's Article of Association.

Mr. Tommy Taechaubol, Acting Chairperson and Chief Executive Officer, acting as the Chairman of the meeting (hereinafter be called "Chairman") welcomed the shareholders to the Meeting and assigned Company Secretary, to inform quorum and explain the proceeding of the meeting, voting criteria in each agenda to conduct the meeting in an orderly manner as stated follows:

Voting Criteria

The meeting will proceed according to the agenda as announced in the invitation letter of the Extraordinary General Meeting of the shareholders and the meeting conductor shall explain each agenda prior to voting.

1. Voting in each agenda will be made openly. The voting count of each agenda will be on the basis of one share-one vote. Shareholders or proxy holders can merely vote in choices of Approve or Disapprove or Abstain their votes only and the vote cast cannot be divided partially except for the votes of Custodians.
2. Proxy holders must vote as only indicated in the proxy form by the grantors. The proxy voting on any agenda which does not meet the requirement in the proxy form will deem invalid and not be considered as vote of the shareholder.
3. If the grantor do not specify the intention to vote on any agenda in the proxy form or not specify clearly, in case of the meeting considers or casts vote in agenda not specified in the form, including in case of changing or adding any facts, proxy holders shall be authorized to consider and vote on their behalf as deemed appropriate.

The Voting Process on Each Agenda

1. The Extraordinary General Meeting of Shareholders No. 1/2026 was held electronically (E-EGM) pursuant to the Emergency Decree on Electronic Media Conference B.E. 2563 (2020) and the Notification of the Ministry of Digital Economy and Society regarding the Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (2020). The Company has used the e-Meeting service operated by Quidlab Co., Ltd., which is specialized and has systems certified by relevant authorities and conducted the self-assessment adherence to the standards of the Electronic Transactions Development Agency (ETDA). Such meeting systems support all devices such as computers, smartphones, notebooks, tablets.
2. The Company recorded the Meeting in the form of a video
3. Each agenda will be open for voting for 1 minute. Shareholders can vote and change their votes from the beginning of the meeting until the end of voting on this agenda. and the result of the vote counting will be announced after the system collects votes from E-Voting and those who voted in advance through Proxy forms.
4. In the event that the shareholders do not vote on any agenda or do not vote within the specified period, the system will be deemed to have voted in approve of that agenda.
5. Each agenda will be open for asking questions for 1 minute in 2 ways:
 - (1) Sending messages on the Q&A menu.
 - (2) Making a live inquiry via VDO conference interface by clicking on "Raise Hand" to express the intention to inquire, the Company will allow the shareholders to turn on the microphone and camera when it comes to the queue for inquiries.

Please state full name and present status (in-person or proxy) before asking any questions so that the Meeting minutes will be recorded accurately and completely. The attendees should inquire about the agenda that is being considered in accordance with the agenda. However, if other matters that are not on the agenda of the meeting The attendees can ask questions in Agenda 3 other matters or at the end of the meeting.

The Chairman assigned Company Secretary to proceed with the meeting in accordance with the agenda as shown in the invitation letter of the Extraordinary General Meeting of Shareholders No. 1/2026 as follows:

Agenda 1: To consider and approve the transaction to dispose of all investments in Pi Securities Public Company Limited and Top Trader Company Limited

According to the Public Company Limited Act, B.E. 2535 (1992), Section 107 (2)(a), in the case of the sale or transfer of the company's business, in whole or in a substantial part, to another person, the company must obtain approval from the shareholders' meeting by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote.

Mr. Tommy Taechaubol, Acting Chairperson and Chief Executive Officer, stated at the meeting that the disposal of all investments in Pi Securities Public Company Limited and Top Trader Company Limited is a significant turning point for the Company in shifting its direction from the financial business to the Health & Longevity business. The Company will sell its 90.98% stake in Pi Securities Public Company Limited (Pi) and its 55.99% stake in Top Trader Company Limited (TT) to Webull Holdings (Singapore) Pte. Ltd., a subsidiary of Webull Corporation listed on the NASDAQ Stock Exchange, for a total transaction value of approximately 2,865 million baht or approximately US\$90 million.

The consideration structure for the transaction, totaling approximately 2,865 million baht or approximately US\$90 million, consists of US\$10 million in cash and US\$80 million in ordinary shares of Webull Corporation ("BULL shares"), payable in four installments as stipulated in the Share Purchase Agreement (SPA) as follows:

1. US\$5 million in cash as a deposit on the effective date of the agreement
2. US\$5 million in cash on the closing date
3. US\$60 million in BULL shares on the closing date, with minimum value protection as specified in the SPA.
4. US\$20 million in BULL shares on the final settlement date, within a specified timeframe after the closing date, to adjust the consideration to full value according to the Make-whole Protection mechanism

The compensation for BULL shares is subject to shortfall/surplus protection mechanisms, including make-whole protection and final settlement conditions as stipulated in the SPA. Additional shares issued to adjust value have a maximum ceiling of US\$24 million, with any amount exceeding this ceiling to be paid in cash. Furthermore, AUM adjustments will only consider significant decreases in AUM under specified conditions, excluding changes resulting from market volatility or foreign exchange fluctuations.

Following the disposal of all investments in Pi and TT, the company plans to invest the proceeds in Health & Longevity businesses, including Longevity Clinics, Longevity Retreats, and Sport, Health & Lifestyle, as well as manage liquidity and capital appropriately, aiming to create synergy with its existing luxury hospitality business. The first project is the Longevity Clinic, located at the Four Seasons Bangkok at Chao Phraya River, expected to open in Q4/2026.

The entering into such investment disposal transaction constitutes a disposal of assets transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 (2008) Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (including its amendments), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (including its amendments) (the “Notifications on Acquisition or Disposal of Assets”). When calculating the transaction size under the Notifications on Acquisition or Disposal of Assets based on the consolidated financial statements of the Company as of 31 March 2026, which were reviewed by a certified auditor, the maximum transaction size is 29.69% based on the total value of consideration criterion. Therefore, the transaction size is more than 15% but not exceeding 50%, falling under a Class 2 transaction according to the Notifications on Acquisition or Disposal of Assets. The Company has not had any asset disposal transactions during the past 6 months. In addition, such transaction does not constitute a connected transaction of the Company.

Nonetheless, the aforementioned transaction to dispose of the investments shall be completed only upon obtaining approval from the Extraordinary General Meeting of Shareholders of the Company, and after the conditions precedent under the Share Purchase Agreement have been fulfilled or waived by the relevant parties, including obtaining the necessary permissions, consents, waivers, and approvals from the relevant authorities.

In addition, it was proposed that the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or persons authorized by the Board of Directors, the Executive Committee, or the Chief Executive Officer to determine the necessary terms and conditions and details related to this asset sale transaction as required and appropriate under applicable laws, and to take any action related to this transaction, including any necessary or related actions to fulfill the conditions precedent under the share purchase agreement, including approving amendments to the Articles of Association of Pi Securities Public Company Limited, actions concerning the governance structure, directors, and authorized signatories of Pi Securities Public Company Limited and Top Trader Company Limited, registration, and any other actions necessary to complete the transaction under the share purchase agreement, including but not limited to negotiating and entering into contracts and related documents, including contacting, providing information, signing documents, and amending documents with relevant authorities.

The Board of Directors have considered and opined that the entering into such transaction is reasonable and beneficial to the Company and its shareholders. The transaction value and the conditions of the transaction are appropriate and reasonable. The Board of Directors agreed to propose to the Shareholder's Meeting to consider and approve the transaction to dispose of all investments in Pi Securities Public Company Limited and Top Trader Company Limited, including taking any necessary or related actions to fulfill all conditions precedent under the share purchase agreement, including approving amendments to the Articles of Association of Pi Securities Public Company Limited, actions regarding the governance structure, directors, and authorized signatories of Pi Securities Public Company Limited and Top Trader Company Limited, and authorizing the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or designated persons to contact, provide information, negotiate, sign, and amend documents related to the sale of investments and compliance with the conditions precedent as necessary and appropriate.

The Chairman offered opportunities for shareholders to make inquiries and express their opinions. There were no inquiries or comments, the Chairman requested the Meeting to consider the resolution for this agenda. The resolution of this agenda shall be passed by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and being eligible to vote.

Resolution: The meeting resolved to approve the transaction to dispose of all investments in Pi Securities Public Company Limited and Top Trader Company Limited, including related authorizations with the amount not less than three-fourths of the total votes of the shareholders attending the meeting and being eligible to vote, as follows:

Approved	2,484,116,017	Votes	Equivalent to	99.4365%
Disapproved	14,076,611	Votes	Equivalent to	0.5635%
Abstained	0	Votes	Equivalent to	-
Void	-	Votes	Equivalent to	-

Remark: During the meeting in Agenda 1, there were 2 additional shareholders holding 49,789,800 shares attended the meeting, which altogether made the number of shareholders 34 shareholders in total representing 2,498,192,628 shares or equivalent to 60.1619% of the total issued shares of the Company.

Agenda 2: To consider and approve the special remuneration for the Directors following the completion of the disposal of all its investments in Pi and TT, in a total amount not exceeding 24,250,000 Baht

According to the Public Company Limited Act, B.E. 2535 (1992), section 90 and Article 28 in the Company's Articles of Association, stipulated that the directors shall be entitled to receive the remuneration in accordance with resolutions of meetings of shareholders with vote of not less than two-thirds of the total votes of the shareholders present at the meeting and the board of directors shall be entitled to receive remuneration meeting allowance, transportation fee, welfare and other compensations

including the right to be reimbursed against entertainment and other expenses concerning their conduct of business according to the company's rules and regulations.

Following the approval of the transaction to dispose of all investments in Pi Securities Public Company Limited and Top Trader Company Limited, as detailed in Agenda 1 above, the Board of Directors' Meeting No. 7/2026, held on June 29, 2026, agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and approve the special remuneration for the Directors following the completion of the disposal of all its investments in Pi and TT, in a total amount not exceeding 24,250,000 Baht, will be allocated to 6 Directors as follows:

No.	Name	Positions
1	Mr. Tommy Taechaubol	Acting Chairperson of the Board
2	Mr. Pisuth Viriyametakul	Director
3	Mr. Dej Namsirikul	Independent Director
4	Pol. Gen. Werapong Cheunpagdee	Independent Director
5	Mr. Chang Long Foo	Independent Director
6	Mr. Natapong Vanarat	Independent Director

As for the other 2 directors of the Company, namely Mr. Supachai Sukhanindr and Ms. Lalida Teekhasaenee expressed their intention during the Board of Directors' meeting to waive their right to receive the special remuneration as directors of the Company from the allocation of the special remuneration to be proposed to the Shareholders' Meeting for approval. Therefore, the Company will not propose to the Shareholders' Meeting to approve the allocation of such special remuneration to them. In this regard, such special remuneration is an addition to the 2026 annual remuneration for the Board of Directors and the Sub-Committees, which was approved by the 2026 Annual General Meeting of Shareholders on April 29, 2026.

The Nomination and Remuneration Committee has considered and is of the opinion that the aforementioned special compensation is for strategic oversight and transaction support in the disposal of all investments in Pi and TT, which are large transactions requiring significant involvement from the Board of Directors in considering, negotiating, and overseeing the entire process to ensure its successful completion and the preservation of the transaction's value. The total amount will not exceed 24,250,000 Baht and will be paid only upon the successful completion of the transaction.

The Board of Directors has agreed with the Nomination and Remuneration Committee and proposed the Shareholders' Meeting to consider and approve the special remuneration for 6 Directors following the completion of the disposal of all its investments in Pi and TT, in a total amount not exceeding 24,250,000 Baht.

The Chairman offered opportunities for shareholders to make inquiries and express their opinions. There was shareholder inquiring as follows:

- **Ms. Angkana Chuduang**, Shareholders' right protection volunteer of Thai Investors Association, inquired about the payment of the special remuneration in the amount of Baht 24.25 million, including the criteria and factors used to calculate such compensation, whether each director received the same amount, and the views of the Independent Directors and the Audit Committee regarding the payment of such special compensation.

Mr. Tommy Taechaubol – Acting Chairperson and Chief Executive Officer, responded to the questions as follows: The special remuneration was determined with reference to the ESOP scheme previously approved by the shareholders in 2023, under which 58 million shares were originally allocated to the directors and executives of CGH as a reward for value creation and the disposal of all investments in Pi. However, due to the complexity involved in implementing the ESOP scheme, the Company decided to cancel the scheme and replace it with a cash bonus. The special remuneration of Baht 24.25 million is lower than the benefits that would have been received under the original ESOP scheme. All 6 directors received the same amount of special compensation, while the proportion differed from that allocated to the executives of CGH. The special remuneration was intended to replace the benefits under the original ESOP scheme. The Audit Committee considered the matter and resolved to concur with the recommendation of the Nomination and Remuneration Committee, being of the view that the payment of such special remuneration was appropriate.

There were no additional inquiries or comments, the Chairman requested the Meeting to consider the resolution for this agenda. The resolution of this agenda shall be passed by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and being eligible to vote.

Resolution: The meeting resolved to approve the special remuneration for the Directors following the completion of the disposal of all its investments in Pi and TT, in a total amount not exceeding 24,250,000 Baht with the amount not less than three-fourths of the total votes of the shareholders attending the meeting and being eligible to vote, as follows:

Approved	2,476,763,117	Votes	Equivalent to	99.1422%
Disapproved	20,579,511	Votes	Equivalent to	0.8238%
Abstained	850,000	Votes	Equivalent to	0.0340%
Void	-	Votes	Equivalent to	-

Agenda 3: Other matters (if any)

The Meeting had completed all agendas and no additional consideration in this agenda. The Chairman offered opportunities for shareholders to make inquiries and express their opinions. There was shareholder expressed the opinions as follows:

- **Ms. Angkana Chuduang**, Shareholders' right protection volunteer of Thai Investors Association, inquired about the rationale and necessity for disposing of all investments in Pi and TT rather than retaining a partial shareholding, the appropriateness of the disposal price compared with the book value and fair value, as well as the Company's business plan for the next 3–5 years and its risk management approach following the disposal of the securities business.

Mr. Tommy Taechaubol – Acting Chairperson and Chief Executive Officer, responded to the questions as follows: The decision to dispose of all investments in Pi and TT, rather than retain a partial shareholding, was due to the highly competitive and capital-intensive nature of the securities business. The Company considered the availability of a buyer offering an appropriate price at this time to be an opportunity to restructure its business and deploy capital into the Longevity and Wellness businesses, which have strong growth potential internationally and can generate synergies with the Company's hospitality business. With respect to the disposal price, the Company referred to Pi's adjusted book value of approximately Baht 2.4 billion, compared with the total disposal consideration of approximately Baht 3.2 billion, representing a positive difference. Following the disposal, a key risk is the volatility of the share price of BULL received as part of the consideration; however, the Price Guarantee under the Share Purchase Agreement helps mitigate the potential impact. In the long term, the Company will focus on prudent capital allocation and management, with plans to invest the proceeds in the Longevity, Wellness, and Lifestyle businesses. The pilot projects include the Longevity Clinic at Four Seasons Hotel Bangkok, which is expected to commence operations in the fourth quarter of this year.

There were no additional issues or submitted questions, Mr. Tommy Taechaubol, Acting Chairperson and Chief Executive Officer thanked all Shareholders who participated the Meeting and closed the Extraordinary General Shareholder's Meeting No. 1/2026 at 15.00 hours.



(Mr. Tommy Taechaubol)

Chairman



(Ms. Supaporn Akaradechachai)

Company Secretary

Minute Taker