Minutes of the 2025 Annual General Meeting of Shareholders

DV8 Public Company Limited

Date and Venue

The meeting was held on Friday, 25 April 2025 at 1:00 p.m. at the Yulania IV-VI Conference Room, 9th Floor, Waldorf Astoria Bangkok Hotel, located at, 151 Ratchadamri Road, Lumpini Subdistrict, Pathumwan District, Bangkok, 10330. The Company recorded the meeting in form of video media.

Names of Directors, Executives, and Consultants Attending the Meeting

1.	Mr. Pongpanu Svetarundra	Chairman of the Board of Directors and Independent Director
2.	Pol.Maj.Gen.Prayont Lasua	Vice Chairman of the Board of Directors
3.	Mr. Poonsuk Tochanakarn	Independent Director and Chairman of the Audit Committee
4.	Ms. Kanya Chaisartitporn	Director, Chairman of the Executive Committee, and Chief Executive Officer
5.	Mr. Prachuab Ujjin	Director and Member of Human Resource, Remuneration and Corporate Governance Committee
6.	Mr. Sorasak Saensombat	Independent Director, Member of the Audit Committee, Member of Human Resource Remuneration and Corporate Governance Committee
7.	Mr. Thanarath Thanavutwattana	Director and Executive Director
8.	Mr. Pakorn Leesakul	Director and Executive Director
9.	Mr. Worawong Rakhangthong	Independent Director and Member of the Audit Committee
10.	Mr. Narong Chatvorakitpanit	Director and Executive Director
11.	Ms. Supannee Klammanee	Chief Financial Officer

12. Ms. Praphasri Leelasupha	Auditor from Sam Nak-Ngan A.M.C. Company Limited
13. Mrs. Sawita Suwansawat	Legal Advisor from MSC International Law Office Company Limited ("**MSC**")
14. Ms. Varisa Soponpis	Legal Advisor from MSC
15. Ms. Piyachat Suwanwihok	Legal Advisor from MSC
16. Mr. Vuthichai Tumasaroj	Financial Advisor from Discover Management Company Limited ("**DM**")
17. Ms. Kochamon Chandratip	Financial Advisor from DM

Absent Directors

1. Pol.Gen.Dr. Prawut Thavornsiri	Independent Director and Chairman of the Human Resource, Remuneration and Corporate Governance Committee

Commencement of the Meeting at 1.00 p.m.

Mr. Pongpanu Svetarundra, Chairman of the Board, acting as the Chairman of the meeting (the "**Chairman**"), assigned Ms. Phakkharaval Dhiravanijakula, Company Secretary, to act as moderator of the meeting (the "**Company Secretary**").

The Company Secretary informed to the meeting that DV8 Public Company Limited (the "**Company**") currently had registered capital of 1,072,812,144.00 Baht, and paid-up capital of 791,953,249.80 Baht representing 1,319,922,083 issued ordinary shares with a par value of 0.60 Baht per share. The Company has determined name of shareholders who are entitled to on 14 March 2025 (Record Date).

At the 2025 Annual General Meeting of Shareholders, 10 out of 11 directors attended the meeting (representing 90.91% of the Board of Directors). There were 29 shareholders attended the meeting by him/herself and 24 proxies attended the meeting, totaling 53 persons, holding an aggregate of 1,118,329,468 shares, representing 84.7269 % of the total 1,319,922,083 issued shares of the Company. Thus, a quorum was constituted according to the Article 20 of Articles of Association of the Company.

In order for the correct understanding between all shareholders, before starting the meeting, the Company has informed the voting methods, vote counting, and meeting regulations as follows:

1. In regards to voting, at the meeting, every shareholder has votes equal to the number of shares held by each shareholder, each share shall be entitled to one vote. Shareholders will also receive a voting ballot at the time of registration.

2. In regards to counting votes, disapproval votes, abstain votes, and invalid ballot will be deducted from the total votes. The remainder shall be deemed as approval votes. For those who vote in approval on these agendas, please hold on to the ballot and return it to the staff after the meeting is over. The voting method of this meeting is an open vote, not a secret ballot, the ballots of all attendees shall be kept for transparency.

   Examples of voting in the following manner is deemed to be void, thus, an invalid ballot:

   1) Ballots with marks on multiple boxes.

   2) Ballots with conflicting votes.

   3) Crossed out ballots without a signature.

   4) Ballots with votes casted more than the available votes.

   In case a shareholder wishes to amend their vote, please cross out the original and certify with a signature.

3. In regards to the appointment of directors to replace directors who retire by rotation, the Company will proceed for the meeting to consider and elect such persons individually.

4. In regards to shareholders who prepared Proxy Forms B and C, which requires the proxy to vote according to the intention of the shareholder or grantor, the Company will vote according to the wishes of such shareholder or grantor.

   In regards to foreign shareholders who appointed a custodian in Thailand to be a custodian and manage their shares, could separately vote for approval, disapproval, or abstain at the same time for each agenda by splitting the votes equal to the number of shares held.

5. Shareholders or proxies who registered but have not yet casted their votes and are unable to attend the meeting throughout. The Company requests cooperation from such shareholders or proxies to exercise their rights by

sending ballots with casted votes in advance for all remaining agendas to the staff to count the votes for each agenda.

However, in the event that the shareholders or proxies did not return the ballots with votes of "Disapproval" or "Abstain" to the staff before the Chairman sums up the votes for each agenda. It shall be deemed that such shareholders or proxies vote "Approve" on that agenda.

6. Before voting on each agenda, attendees will be given an opportunity to ask questions related to that agenda as appropriate. In this regard, shareholders or proxies who have questions are requested to inform their names and surnames to the meeting before asking questions or expressing opinions every time. Including, if the shareholders have questions or comments that are not relevant to the considered agenda, please hold on to such inquire or comment until last agenda. The Company asks all shareholders to make comments or inquire concisely in order to allow other shareholders to exercise their rights and to proceed with the meeting within the specified time.

In this regard, the Company Secretary informed the shareholders that, for transparency in the counting of votes, the Chairman shall appoint Ms. Varisa Soponpis, a Legal Advisor from MSC, to be a witness for the counting of votes. The Chairman then declared the Annual General Meeting of Shareholders for the year 2025 open and proceeded with the meeting according to the following agenda items:

Agenda 1 To Consider and Certify the Minutes of the 2024 Annual General Meeting of Shareholders

The Company Secretary informed that the Company had duly prepared and the Minutes of the 2024 Annual General Meeting of Shareholders held on 26 April 2024 and submitted a copy to the Stock Exchange of Thailand and the Department of Business Development, Ministry of Commerce as prescribed by laws and announced in the Company's website. Details are set out in Enclosure 1, which had been sent to the shareholders in advance together with the Notice of this meeting.

The Board of Directors considered that the Minutes of the 2024 Annual General Meeting of Shareholders held on 26 April 2024 were correctly and completely recorded and deems appropriate to propose to the 2025 Annual General Meeting of Shareholders to certify the aforementioned minutes.

The Company Secretary asked the meeting if there are any questions or comments. However, in this agenda, there were no questions or comments. Therefore, the Company Secretary proposed the meeting to vote on this agenda.

Resolution

The meeting considered and resolved with a unanimous vote to certify the Minutes of the 2024 Annual General Meeting of Shareholders, as proposed above in all respects, with the following votes:

Resolution	Votes	Percentage
Approve	1,119,829,468	100.0000
Disapprove	0	0.0000
Abstain	0	-
Void	0	0.0000

Remarks: Resolution of this agenda shall be certified by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda 2 **To Acknowledge the Board of Directors' Report on the Company Operational Results of the Year 2024**

The Company Secretary informed that the Company has summarized the operating results and the significant changes that occurred during the fiscal year ended December 31, 2024 in the Annual Report for the year 2024 part 1 under topic of Management discussion and analysis in form of QR Code. Details are set out in Enclosure 2. which had been sent to the shareholders in advance together with the Notice of this meeting.

The Company Secretary asked the meeting if there are any questions or comments. However, in this agenda, there were no questions or comments. The Company Secretary, therefore, informed the meeting that this agenda is for acknowledgement and does not require voting. The meeting acknowledged the Company's operational results for the year 2024.

Agenda 3 **To Consider and Approve the Statement of Financial Position and the Statement of Comprehensive Income of the Company and its Subsidiaries for the Year 2024, ended on 31 December 2024**

The Company Secretary informed that in order to be in compliance with Section 112 of the Public Limited Company Act B.E. 2535 (as amended) (the "**Public Company Act**") and Article 47 of the Articles of Association of the Company which prescribe that the Company has to prepare the Statement of Financial Position and the Statement of Comprehensive Income of the Company and its subsidiaries at the end of each fiscal year for proposing to the Annual General Meeting of Shareholders to consider and approve such financial statements every year. Details of the Statement of Financial Position and the Statement of Comprehensive Income of the Company and its subsidiaries for the fiscal year ended on December 31, 2024, which has been audited by the Independent Auditor and reviewed by the Company's Audit Committee, as well as verified by the Board of Directors are shown in the Annual Report 2024 under the topic of Auditor Report in form of QR Code. Details are set out in Enclosure 2, which had been sent to the shareholders in advance together with the Notice of this meeting.

The Company Secretary invited Ms. Supannee Klammanee Chief Financial Officer ("**Chief Financial Officer**") to present the Statement of Financial Position and the Statement of Comprehensive Income of the Company and its Subsidiaries for the Year 2024, ended on 31 December 2024. The details are as follows:

For the year 2024, the Company's main source of revenue continued to be from point-of-sale audio advertising media. The Company's revenue structure comprised advertising media income amounting to 141.76 million Baht, an increase from 134.42 million Baht in 2023, representing an increase of 7.34 million Baht or 5.46%. This growth was driven by an increase in advertising sales at the point of sale. Other income primarily consisted of interest income.

Financial Position of the Company and its Subsidiaries as of December 31, 2024, the Company reported total assets of 821.86 million Baht, compared to 818.17 million Baht as of December 31, 2023, representing an increase of 3.69 million Baht or 0.45%. The increase in assets was mainly due to profitable business operations.

Total liabilities as of December 31, 2024, amounted to 58.76 million Baht, compared to 58.46 million Baht as of December 31, 2023, an increase of 0.30 million Baht or 0.51%, mainly due to an increase in operating liabilities.

Total shareholders' equity as of December 31, 2024, was 763.12 million Baht, compared to 759.70 million Baht as of December 31, 2023, an increase of 3.42 million Baht or 0.45%, as a result of the Company's profitable operations in 2024.

For the profit and loss statement the Company and its subsidiaries, it showed that a total revenue increase of 7.13 million Baht or 5.29%, driven by growth in the Company's core business. Total expenses in 2024 were 50.00 million Baht, a decrease of 27.67 million Baht or 35.63%, primarily due to effective cost control measures. As a result, the Company achieved a net profit of 3.42 million Baht for the year 2024.

As a result of the aforementioned performance, the financial ratios were as follows:

- The current ratio in 2024 was 17.12 times, which decreased by 0.13 times from 2023, due to an increase in current liabilities.
- Gross profit margin was 31.55%, an improvement from 2023, reflecting higher profitability in the core business.
- Net profit margin was 2.25%, an increase from 2023, as a result of increased revenue and decreased operating expenses.
- Return on equity (ROE) and return on assets (ROA) were both positive due to the Company's profitability in 2024.
- ROE was 0.45% and ROA was 0.42%.

The Board of Directors considered and deem it appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the Statement of Financial Position and the Statement of Comprehensive Income of the Company and subsidiaries for the fiscal year ended December 31, 2024, which have been audited by Sam Nak-Ngan A.M.C. Company Limited, reviewed by the Audit Committee and approved by the Board of Directors, as proposed above in all respects.

The Company Secretary asks the meeting if there are any questions or comments. It was noted that shareholders have raised the following inquiries:

No	Question/Answer
1.	**Mr. Supoj Uachailertkul**, shareholder who attended the meeting in person, inquired about this agenda by requesting the Company to provide further explanation regarding the reasons behind the increase in gross profit in

No	Question/Answer
	2024, and whether such factors are likely to continue in the following years, and if so, in what manner. **The Chief Financial Officer** informed the meeting that the increase in gross profit in 2024 was primarily due to improvements in the sales department and strategic adjustments in sales approaches targeting both direct clients and agency partners. For 2025, the Company will continue to utilize the same sales structure; therefore, the Company anticipates continued growth in the coming year.
2.	**Mr. Sakda Tangsaksathit**, shareholder who attended the meeting in person, inquired about the outcomes of the Halloween festival and other events, and asked about the Company's policy and operational plans moving forward for the current year. In addition, as the Company's fan page has featured promotional content related to artists and singers, and he requested the Company to provide further clarification on its business plans. **The Chief Financial Officer** informed the meeting that in 2024, the Company organized a total of three events, consisting of two major events and one smaller-scale event. The Siam Halloween event held in 2024 marked the Company's second year organizing this particular activity and generated a profit of approximately 1 million Baht. For 2025, the Company plans to host two major events, with the possibility of additional smaller activities being organized throughout the year. At the beginning of the year, the Company held an event titled **"Chefthachon"** at Big C Department Store. The event lasted for four weeks and featured food themes from four regions of Thailand. This event generated a profit of approximately 1.5 million Baht, which will be recorded as revenue for the first and second quarters of 2025. In this regard, the Company estimates that revenue from event organization in 2025 will account for approximately 10% to 15% of the Company's total advertising media revenue. Furthermore, the Company believes that well-executed events can help attract more traffic to shopping malls, thereby supporting the sale of its advertising media. Regarding the business plan involving artists and singers, the Company is pursuing a collaborative approach through mutual benefit arrangements with music labels that seek to utilize the Company's events or media to promote their music. If successful, such negotiations would allow the

No	Question/Answer
	Company to save costs related to music licensing fees for use in events or advertising media.
3.	**Mr.Sakda Tangsaksathit** further inquired whether the Company's advertising media clients are likely to decline in 2025 due to the current economic conditions. **The Chief Financial Officer** informed the meeting that in 2025, the Company has gained more clients compared to 2024. For example, Lotus Department Store has increased the number of branches utilizing the Company's advertising media to attract consumers and boost sales. In summary, the Company has experienced a growth in its client base in 2025 despite the unfavorable economic conditions.

There were no more questions or comments. Therefore, the Company Secretary proposed the meeting to vote on this agenda.

<u>Resolution</u>

The meeting considered and resolved with a unanimous vote to approve the Statement of Financial Position and the Statement of Comprehensive Income of the Company and its Subsidiaries for the Year 2024, ended on 31 December 2024, as proposed above in all respects, with the following votes:

Resolution	Votes	Percentage
Approve	1,119,830,044	100.0000
Disapprove	0	0.0000
Abstain	0	-
Void	0	0.0000

Remarks: Resolution of this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

<u>Agenda 4</u> **To Consider and Approve the Omission of Allocation of Profit as Legal Reserve and Omission of Dividend Payment for the Company's Performance for the Year 2024**

The Company Secretary informed that the Company has a policy to pay dividends at the rate of not less than 50% of net profit from Separate Financial

Statements after deduction of corporate income tax and after appropriation of statutory reserve as required by law and as specified in the Company’s Articles of Association. There must be no accumulated losses on Shareholders’ Equity. These dividend payments are subject to change depend on the current Company financial performance, financial position and investment plan.

In addition, Section 115 of the Public Company Act and Article 53 of the Company's Articles of Association stipulated that the payment of dividend payments from other types of money other than profits cannot be made. It is prohibited to pay dividends in the event that the Company still has accumulated losses, including Section 116 of the Public Company Act and Article 55 of the Company's Articles of Association stipulated that the Company shall allocate a portion of the annual net profit, as a legal reserve, of not less than 5% of the annual net profit deducted by accumulated loss aggregated (if any) until this legal reserve is not less than 10% of the registered capital.

From the operating results and the financial status under the fiscal year ended on December 31, 2024, the Company has resulted in an accumulative loss of 35,656,464 Baht. Therefore, the Company deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider omission from the allocation of legal reserve for the Company's operating results and omission from paying dividends to shareholders for the Company's operating result in the year 2024.

Due to the Company's operating results for the year 2024 ending on December 31, 2024, there is an accumulated loss of 35,656,464 Baht, The Board of Directors deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve that the Company shall not appropriate the profit as its capital reserve as prescribed by the laws and the omission of dividend payment for the Company operating result in the year 2024 as presented above in all respects.

The Company Secretary asks the meeting if there are any questions or comments. However, in this agenda, there were no questions or comments. Therefore, the Company Secretary proposed the meeting to vote on this agenda.

Resolution

The meeting considered and resolved with a unanimous vote to approve the Omission of Allocation of Profit as Legal Reserve and Omission of Dividend Payment for the Company's Performance for the Year 2024, as proposed above in all respects, with the following votes:

Resolution	Votes	Percentage
Approve	1,119,830,096	100.0000
Disapprove	0	0.0000
Abstain	0	-
Void	0	0.0000

Remarks: Resolution of this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

<u>Agenda 5</u> To Consider and Approve the Appointment of Directors to Replace the Directors Retiring by Rotation

The Company Secretary explained at the meeting that, in the interest of transparency and to allow shareholders to express their views freely on this agenda, two board members who have completed their terms and participated in this meeting will temporarily leave the meeting. The Company will invite these board members back once the voting process on this agenda is completed.

The Company Secretary then informed that Section 71 of the Public Company Act and Article 32 of the Articles of Association of the Company prescribes that, in each Annual General Meeting of Shareholders, one-third (1/3) of the total number of the directors must retire by rotation. In the case that the number of directors cannot be divided by 3, the number of directors closest to one-third (1/3) shall retire. The directors who will be retired in the first and second years after the registration of the Company shall be drawn up by lottery method. For the subsequent years, the longest position is the one who must vacate his office. The directors who vacate office at the expiration of his/her term may be re-elected. Therefore, it is proposed to the 2025 Annual General Meeting of Shareholders to consider and approve the appointment of directors to replace those who retired by rotation.

In this regard, at the date of the Board of Directors Meeting No. 2/2025 on February 25, 2025, the Company currently has a total of 11 directors, of which 3 directors will be retiring by rotation in the 2025 Annual General Meeting of Shareholders, which are:

1. Pol. Maj. Gen. Prayont Lasua — Director
2. Mr. Sorasak Saensombat — Independent Director and a Member of the Audit Committee

3. Pol. Gen. Dr. Prawut Thavornsiri Independent Director

In this regard, the Board of Directors (excluding the director who retries by rotation) has considered the proposal of Human Resource, Remuneration and Corporate Governance Committee by considering that the persons listed above are knowledgeable, experienced and skillful which will benefit the Company's operations. In addition, there are specific competencies that are in line with the Company's business strategy. The 3 nominated persons have been considered according to the process set by the Company, and have qualifications in accordance with the Public Company Act, the Securities and Exchange Act (B.E.2535) (as amended) and relevant regulations and suitable for the Company's business operations. In addition, The Board of Directors has considered and deems that Mr. Sorasak Saensombat and Pol. Gen. Dr. Prawut Thavornsiri, the director who are renominated as independent directors are independent, appropriate according to the definition of the independent director of the Company and meet the qualification as specified by laws relevant to independent director. Therefore, the Board of Directors deems it appropriate to propose this the 2025 Annual General Meeting of Shareholders to re-elect of 3 directors, namely, (1) Pol. Maj. Gen. Prayont Lasua (2) Mr. Sorasak Saensombat and (3) Pol. Gen. Dr. Prawut Thavornsiri to serve as directors of the Company for another term.

The resume of the nominated directors of the Company have detailed in Enclosure 3 and the qualifications of independent directors of the Company are in accordance with the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand, as set out in Enclosure 5, which all documents had been sent to the shareholders in advance together with the Notice of this meeting.

The Company Secretary asks the meeting if there are any questions or comments. However, in this agenda, there were no questions or comments. Therefore, the Company Secretary proposed the meeting to vote on this agenda.

Resolution

The meeting considered and resolved to elect these directors individually, as follows:

1) Resolved with a unanimous vote to elect Pol. Maj. Gen. Prayont Lasua to serve another term as a director, with the following votes:

Resolution	Votes	Percentage
Approve	1,119,830,097	100.0000
Disapprove	0	0.0000
Abstain	0	-
Void	0	0.0000

Remarks: Resolution of this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

2) Resolved with a unanimous vote to elect Mr. Sorasak Saensombat to serve another term as an independent director and member of the audit committee, with the following votes:

Resolution	Votes	Percentage
Approve	1,119,830,097	100.0000
Disapprove	0	0.0000
Abstain	0	-
Void	0	0.0000

Remarks: Resolution of this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

3) Resolved with a unanimous vote to elect Pol. Gen. Dr. Prawut Thavornsiri to serve another term as an independent director for another term, with the following votes:

Resolution	Votes	Percentage
Approve	1,119,830,097	100.0000
Disapprove	0	0.0000
Abstain	0	-
Void	0	0.0000

Remarks: Resolution of this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda 6 **To Consider and Approve the Remuneration of Directors and Sub-committees for the Year 2025**

The Company Secretary informed that according to Section 90 of the Public Company Act and Article 43 of the Articles of Association of the Company, the directors of the Company are eligible to receive the remuneration from the Company in a form of reward, meeting allowance, per diem, bonus or and in other forms in accordance with the Company's rules or as decided by the shareholders' meeting. In addition, such distribution of remuneration shall be specified in a fixed amount or in principle or prescribe the remuneration criteria applicable from time to time or applicable until amending. Further, the directors shall be entitled to receive any other allowance and welfare according to the Company's rule.

The Human Resource, Remuneration, and Corporate Governance Committee considered the remuneration by taking into amount the appropriateness and the directors' and sub committees' responsibilities and the Company's overall performance as well as comparing the rates of remuneration from businesses that are similar in size to the Company and compared to companies in the same industry as the Company. Therefore, it deems to propose the directors' remuneration for the year 2025, which shall not exceed 3,500,000 Baht (The same rate as the rate paid in the past 2024), to the 2025 Annual General Meeting of Shareholders. The details of 2025 directors' remuneration are as follows:

1. Monetary Remuneration, divided into monthly remuneration and meeting allowance at the same rate as the rate paid in the past 2024

	Monthly Remuneration (Baht/Month)	Allowance (Baht/Attendance)
Board of Director		
- Chairman	22,000	-
- Director	17,000	-
Sub-committees		
- Chairman of sub-committee	-	22,000
- Director of sub-committee	-	17,000

Remarks: - the Sub-committee of the Company consists of:

1) the Audit Committee

	Monthly Remuneration (Baht/Month)	Allowance (Baht/Attendance)

2) the Human Resource, Remuneration, and Corporate Governance Committee

In this regard, the Company shall pay allowance in the amount of, not exceeding, 22,000 Baht/Month for the chairman of the sub-committees and 17,000 Baht/Month for the directors of the sub-committees

2. Other remuneration or other benefits: - None -

The comparison of the director's remuneration for the last 3 consecutive years are as follows:

(Unit : THB)	2023	2024	2025
Remuneration of Directors	3,500,000	3,500,000	3,500,000
Other remuneration or benefits	-	-	-

The Company Secretary asks the meeting if there are any questions or comments. However, in this agenda, there were no questions or comments. Therefore, the Company Secretary proposed the meeting to vote on this agenda.

Resolution

The meeting considered and resolved with a unanimous vote to approve the remuneration of the Directors and Sub-committees of the Company for the year 2025 shall not exceed 3,500,000 Baht, as proposed above in all respects, with the following votes:

Resolution	Votes	Percentage
Approve	1,119,830,097	100.0000
Disapprove	0	0.0000
Abstain	0	-
Void	0	0.0000

Remarks: This agenda shall be approved by at least two-third (2/3) of the total votes of the shareholders attending the meeting and entitled to vote.

Agenda 7 To Consider and Approve the Appointment of the Auditor and the Determination of the Auditor's Fee of the Company and its Subsidiaries for the Year 2025

The Company Secretary informed that Section 120 of the Public Company Act and Article 46 of the Articles of Association of the Company provide that the Annual General Meeting of shareholders must appoint the auditors and determines the audit fee of the Company every fiscal year. In addition, according to the Announcement of the Capital Market Supervisory Board, listed companies must arrange for auditor rotation if the former auditor performs the duty of reviewing or auditing and expressing opinions on the Company's financial statements for 7 consecutive fiscal years, which the Company can appoint a new auditor who is affiliated the same auditing office as the former auditor.

The Audit Committee considered and appointed Sam Nak-Ngan A.M.C. Company Limited to be the auditor of the Company and its subsidiaries for the year 2025 for the fiscal year ended December 31, 2025, because it is considered that such auditors have qualifications as required by the Securities and Exchange Commission and base on their performance, knowledge and experience in auditing. An appropriate audit fee, based on a comparison of fees for similar quantities of work charged by other auditing firms at the same professional level, Sam Nak-Ngan A.M.C. Company Limited had proposed a reasonable fee for the Company, with the following details:

List of auditors and remuneration:

1) Ms. Praphasri Leelasupha Certified Public Accountant Registration No. 4664

   (Signed in the Company's financial statements and was appointed as an auditor since the financial statements of the year 2022 - 2024, a total of 3 years) and/or

2) Mr. Ampol Chamnongwat Certified Public Accountant Registration No. 4663

   (Never signed the Company's financial statements) and/or

3) Mr. Naris Saowalagsakul Certified Public Accountant Registration No. 5369

   (Never signed the Company's financial statements) and/or

4) Ms. Gunyanun Punyaviwat Certified Public Accountant Registration No. 12733

(Never signed the Company's financial statements) and/or

5) Mr. Burin Prasongsamrit Certified Public Accountant Registration No. 12879

(Never signed the Company's financial statements)

6) Ms. Pimjai Kerdkumrai Certified Public Accountant Registration No. 13975

(Never signed the Company's financial statements)

Note: Sam Nak-Ngan A.M.C. Office Company Limited has been the audit firm of the Company and its subsidiaries for 3 years.

Whereas, one of the auditors has been authorized to audit and express their opinion on the Company's financial statement, in the event that the aforementioned auditors are unable to perform their duties, Sam Nak-Ngan A.M.C. Company Limited has been authorized to assign any of A M C Office Company Limited auditors to audit and express their opinion on the Company's financial statements instead. The Audit's fee for the year 2025 shall not exceed 1,860,000 Baht (The same rate as the rate paid in the past 2024).

Fee	2024 (Previous year)	2025 (Proposed year)
Audit Fee	1,860,000 Baht	1,860,000 Baht
Non-Audit Fee	the Board of Directors is authorized to determine non-audit fee expenses on a case-by-case basis	the Board of Directors is authorized to determine non-audit fee on a case-by-case basis

However, if there is any work other than the regular quarterly and annual auditing (Non-Audit Fee), the Board of Directors is authorized to determine special expenses on a case-by-case basis. Details of the information and remuneration of the auditor for the year 2025 are shown in Enclosure 4, which had been sent to the shareholders in advance together with the Notice of this meeting.

In this regard, the nominated auditing firm and auditors do not have any relationship or conflict of interest with the Company/its subsidiaries/managers/major shareholders or person related to the such persons. Thus, they are able to render their opinion independently for the Company's financial statement.

The Board of Directors with the recommendation of the Audit Committee, has considered that the auditors from Sam Nak-Ngan A.M.C. Company Limited have qualifications as required by the Securities and Exchange Commission and their appropriate performance, knowledge, experience, and audit fee. Therefore, it deems appropriate to propose the 2025 Annual General Meeting of Shareholders to consider and approve the appointment of the auditors from Sam Nak-Ngan A.M.C. Company Limited to be the auditors of the Company and its subsidiaries for the year 2025. The Audit's fee for the year 2025 shall not exceed 1,860,000 Baht which is equivalent to the remuneration in 2024, as proposed above in all respects.

The Company Secretary asks the meeting if there are any questions or comments. However, in this agenda, there were no questions or comments. Therefore, the Company Secretary proposed the meeting to vote on this agenda.

Resolution

The meeting considered and resolved with a unanimous vote to approve the appointment of the auditors from Sam Nak-Ngan A.M.C. Company Limited to be the auditors of the Company and its subsidiaries for the year 2025. The Audit's fee for the year 2025 shall not exceed 1,860,000 Baht as proposed above in all respects, with the following votes:

Resolution	Votes	Percentage
Approve	1,119,830,097	100.0000
Disapprove	0	0.0000
Abstain	0	-
Void	0	0.0000

Remarks: Resolution of this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda 8 **To Consider Other Matters (if any)**

The Chairman informed the meeting that all matters specified in the notice of meeting had been duly considered. This agenda item being "Other Matters", the Chairman invited any shareholders or proxies to express their opinions or raise any questions.

It was noted that some shareholders raised questions as follows:

No.	Question/Answer
1.	**A shareholder who attended the meeting in person** inquired about the Company's plans for business development and growth, and whether the Company has any plans to seek investors as business partners. **Ms. Kanya Chaisartitporn ("Chief Executive Officer")** informed to the meeting that the Company's primary strategy for business expansion is to broaden its customer base within the media business group. This includes the production of advertising spots or content for online media advertising. Traditionally, the Company's main clients have been local retail chains in Thailand such as Tops, Big C, Lotus, 7 - Eleven, and Makro. In 2025, there is a possibility that the Company may seek additional business partners, potentially in the form of strategic partners who can support the development of business strategies, or new investors with strong potential who can enhance the Company's market positioning and value proposition. In addition, the Company aims to further develop its core business to extend into the sale of products and services at an international level. The Company continuously seeks opportunities for growth, and should there be any investors or potential partners deemed capable and suitable, the Company would be open to forming partnerships with them.
2.	**A shareholder** further inquired whether the Company's stated intention to expand its business to the international level implies that the Company is actively seeking foreign partners. **Chief Executive Officer** informed to the meeting that if there are any opportunities that could support or enhance the Company's business growth, the Company is open to considering them to maximize benefits for its shareholders. Therefore, in seeking potential partners, the Company does not limit its scope to Thai nationals only. Should there be any promising opportunities or proposals from foreign investors, the Company remains open to such possibilities.

No.	Question/Answer
3.	**A shareholder** inquired about the percentage of the Company's ownership allowed to be held by foreigners. **Chief Financial Officer** informed the meeting that according to the Articles of Association of the Company, the foreign shareholding is limited to no more than 25% of the total issued shares.
4.	**A shareholder** inquired about the reason the Company's foreign shareholding limit is set at only 25%, which is considered relatively low. The shareholder further asked whether this limit could be increased if the Company plans to attract foreign investment in the future. As this matter is related to legal issues, the Chairman delegated the responsibility to the Legal Advisor to answer whether such actions can be carried out. **Mrs. Sawita Suwansawat ("Legal Advisor")** informed the meeting that under the Foreign Business Act B.E. 2542 (1999) (the "**FBA**") a legal entity registered in Thailand will be classified as a foreign company if half or more of its capital is held by individuals or other legal entities that are not of Thai nationality. Therefore, the proportion of shares that can be held by foreigners must not exceed 49%. Additionally, any amendment to the Articles of Association of the Company must be approved by a resolution at the shareholders' meeting. However, this meeting did not include an agenda for amending the Articles of Association in the meeting notice.
5.	**A shareholder** proposed that the Company should amend the Articles of Association regarding the Foreign Limit in this meeting, in order to create opportunities for business expansion by allowing more foreign investment. The shareholder also inquired whether such an amendment could be made in this meeting, as it does not conflict with the law or violate the rights of other shareholders. Furthermore, to save time and reduce meeting costs, if other shareholders agree, the amendment should be considered during this meeting. **Mr. Supoj Uachailertkul**, **(Shareholder)** opined that it is possible to consider the amendment to the Articles of Association of the Company in this meeting; however, it would conflict with corporate governance principles (Corporate Governance: CG), as shareholders who are not present at the meeting would not be informed. If the matter is not of urgent

No.	Question/Answer
	importance, it should be presented at the next shareholders' meeting. **The Legal Advisor** informed the meeting that it is permitted under the law to propose other agenda items, as outlined in the Public Limited Companies Act, which required an approval from shareholders holding at least one-third (1/3) of the total issued shares of the Company. However, this action may conflict with corporate governance principles (Corporate Governance: CG) as a practice, and the Company may need to provide further clarification on this matter to the Stock Exchange of Thailand.
6.	**A proxy holder** mentioned that he supported the amendment of the shareholding limit, regardless of when business opportunities arise, if the Articles of Association can be amended in this meeting, it would reduce time and costs. The proxy holder also viewed the amendment as beneficial for the Company. The proxy holder also inquired whether they would be allowed to vote on this agenda item if it were included. **The Legal Advisor** informed the meeting that the proxy letter will specify the voting rights for agenda items, clearly stating that "In the case that I/We did not specify a vote in an agenda or such vote is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider and vote the matter on my/our behalf as the proxy deems appropriate" Therefore, the proxy holder is authorized to consider and vote on behalf of the shareholder.

The Chairman informed the meeting that this would be the introduction of a new agenda item and requested a brief suspension of the meeting to allow the Company Secretary to verify and prepare with the service providers regarding the addition of this new agenda.

The Chairman delegated the task of managing this part of the meeting to the Legal Advisor, who would oversee the inclusion of the new agenda item and the consideration of amendments to the Article of Association of the Company.

The Legal Advisor explained to the meeting that the inclusion of any agenda items beyond those specified in the notice of meeting requires approval from shareholders holding no less than one-third (1/3) of the total issued shares. Therefore, the meeting must vote to approve the addition of the new agenda. Agenda 8.1 will be the consideration for the inclusion of the new agenda, and agenda 8.2 will be the consideration for the approval of amendments to the Article of Association of the Company (Agenda 8.2 will only be considered if the meeting approves agenda 8.1).

Agenda 8.1 To Consider and Approve the Inclusion of Additional Agenda

The Legal Advisor explained to the meeting that, pursuant to Section 105, Paragraph 2 of the Public Company Act, the inclusion of any agenda items beyond those specified in the notice of meeting requires approval from shareholders holding no less than one-third (1/3) of the total issued shares of the company, which amounts to 1,319,922,083 shares. Therefore, propose the meeting to approved the inclusion of the additional agenda.

Resolution

The meeting considered and approved the inclusion of the additional agenda, with the following votes:

Resolution	Votes	Percentage
Approve	1,119,831,477	84.8407
Disapprove	500	0.00
Abstain	0	-
Void	0	0.00

Remarks: Resolution of this agenda shall be approved by shareholders holding no less than one-third (1/3) of the total issued shares of the company.

Agenda 8.2 To Consider and Approve the Amendments the Article of Association of the Company

The Chairman delegated the Legal Advisor to present the details of this agenda.

The Legal Advisor explained to the meeting that this agenda concerns the consideration and approval of the Article of Association of the Company to expand the Company's business opportunities, as proposed by the shareholders as additional agenda.

The details of the amendments are as follows:

Existing Context	Amended Context
Article 10 of Article of Association “The shares of the Company shall be freely transferable without restriction. However, at any given time, the aggregate number of shares held by foreign nationals shall not exceed 25 (Twenty -Five) percent of the total issued shares of the Company…”	Article 10 of Article of Association “The shares of the Company shall be freely transferable without restriction. However, at any given time, the aggregate number of shares held by foreign nationals shall **not exceed 49 (Forty-Nine) percent** of the total issued shares of the Company…”

It was also proposed that the Board of Directors and/or any person authorized by the Board be authorized to register the amendment to the Company’s Articles of Association with the Department of Business Development, Ministry of Commerce, and to make any revisions or additions to the wording as may be required by the registrar.

There were no further questions or comments from shareholders or proxies regarding this agenda item. The resolution for this agenda item must be approved by not less than three-fourths (3/4) of the total votes of the shareholders who attend the meeting and are entitled to vote.

Resolution

The meeting considered and approved the inclusion of the additional agenda, with the following votes:

Resolution	Votes	Percentage
Approve	1,119,831,477	99.9999
Disapprove	500	0.00
Abstain	0	-
Void	0	0.0000

Remarks: Resolution of this agenda shall be approved by at least three-fourth (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

As there were no further questions from the shareholders, the Chairman thanked all shareholders for their time to attend the meeting and adjourned the meeting at 3.30 P.M.

Yours Sincerely,

(Mr. Pongpanu Svetarundra)

Chairman of the Meeting / Chairman of the Board