

(TRANSLATION)

**Minutes of the 2024 Annual General Meeting of Shareholders
Jasmine Technology Solution Public Company Limited**

Date, Time and Venue of the Meeting

The 2024 Annual General Meeting of Shareholders (the “**Meeting**”/ the “**2024 AGM**”) of Jasmine Technology Solution Public Company Limited (the “**Company**”/ “**JTS**”) was convened on Friday, April 26, 2024, at 14.00 hrs. via electronic method pursuant to the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and relevant laws at No. 200, Moo 4, the Company’s meeting room, 9th Floor, Jasmine International Tower, Chaengwatana Road, Tambon Pakkret, Amphoe Pakkret, Nonthaburi, 11120, Thailand.

Directors attending the Meeting

The Company had 7 directors in total. All attended the Meeting. Therefore, the proportion of the Company directors attending the Meeting was 100 percent.

1	Mr. Veerayooth	Bodharamik	Chairman of the Board of Directors
2	Mr. Pavuth	Sriaranyakul	Independent Director / Chairman of Audit and Corporate Governance Committee
3	Mr. Sang Do	Lee	Director / Chairman of Risk Management and Sustainability Committee / Chairman of Executive Committee / President
4	Mr. Kriengsak	Thiennukul	Independent Director / Member of Audit and Corporate Governance Committee / Chairman of Remuneration and Nomination Committee
5	Mr. Charoen	Sangvichaipat	Independent Director / Member of Audit and Corporate Governance Committee / Member of Remuneration and Nomination Committee
6	Mr. Jiraprawat	Boonyasen	Director / Member of Executive Committee / Senior Vice President - Head of Software Development
7	Ms. Adchara	Masaard	Director / Member of Remuneration and Nomination Committee / Member of Executive Committee / Vice President - Head of Administration Department

Executives attending the Meeting

1	Ms. Tassanee	Kuantalaeng	Member of Risk Management and Sustainability Committee / Member of Executive Committee / Vice President of Accounting and Finance Department / Company Secretary
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Person attending the Meeting

1	Mr. Napop	Thanawitchayakarn	Auditor, EY Office Limited, who has been appointed to attend the meeting on behalf of Mr. Vatcharin Pasarapongun. (Attended the Meeting via online system with username “JTSauditor”)
2.	Mr. Wittaya	Kaewkungsadan	Legal Advisor, Weerawong, Chinnavat & Partners Company Limited, an eyewitness for the vote counting (Attended the Meeting via online system with username “JTSlawyer”)

Preliminary Proceeding

Mr. Krittikorn Marpajong acted as Master of Ceremonies (the “**MC**”) at the 2024 AGM. The MC informed the Meeting that the 2024 AGM is convened via electronic method (E-AGM), pursuant to the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and relevant laws.

For this 2024 AGM, the Company utilized the E-meeting system serviced by Conovance Company Limited, a system service provider that has been self-evaluated with the Electronic Transactions Development Agency (ETDA) to provide registration system and undertake the vote counting process at the Meeting.

The MC introduced the directors and the executives of the Company, including the person concerned to the Meeting. Then, he informed the meeting procedures and the voting processes to the Meeting as detailed below.

The Chairman of the Meeting (the “**Chairman**”) shall conduct the Meeting according to the sequence of the proposed agenda items as stated in the invitation letter. Prior to voting in each agenda item, the MC shall ask the Meeting whether there is any shareholder wishing to vote for disagreement or abstention. In case that no shareholder disagrees or abstains his/her vote, it shall mean that the Meeting approves or agrees with the proposed matter. However, for any shareholder who disagrees or abstains his/her vote, he/she has to declare the intention by pressing the button to choose the specific icon for voting disagreement or abstention shown in the PC. All the votes for disagreement or abstention will be subtracted from the entire votes of the shareholders attending the Meeting, with respect to the voting requirements of that particular agenda item. For proxies, holding Proxy Form B or Form C in which the shareholders clearly specify their intentions, the Company has already recorded the votes of every agenda item, apparent in the proxy forms. These votes will be combined with the votes of other shareholders in each agenda item and counted as the Meeting resolution prior to being announced to the Meeting.

General Information regarding the Number of Capital and Shares of the Company

Registered and Paid-up Capital	706,457,300	Baht
Issued and Paid-up Share	706,457,300	Shares
Par Value	1.00	Baht

Regarding voting, one share is counted as one vote. The voting and the vote counting shall be in accordance with the requirement specified for each agenda item as informed in the invitation letter, in line with the applicable law and the Company’s Articles of Association.

In addition, the MC informed to the Meeting about sending the questions in advance to Company prior to the Meeting Day through the following channels:

1. On www.jts.co.th under Investor Relations category from September 29, 2023 to December 31, 2023, found that there is no shareholder sending the questions in advance to the Company. The Company has accordingly noticed to the Stock Exchange of Thailand and shareholders on January 15, 2024.
2. Other contact channels such as mail, telephone number 02 100 8232-34, and e-mail csd_jts@jasmine.com as informed through the 2024 AGM invitation letter. From March 27, 2024 to April 22, 2024, there is no shareholder sending the questions in advance to the Company.

In addition, the MC informed that the Company was arranged to have audiovisual record of the 2024 AGM. Adhering to our privacy policy, the Company will not disclose these materials through electronic media, print media, our website, or any other channels. However, shareholders or stakeholders seeking access to this information can contact us through official channels.

Mr. Veerayooth Bodharamik, Chairman of the Board of Directors, presided over as Chairman of the Meeting and noted that there were 80 shareholders attended the Meeting, representing 529,594,735 shares or 74.9649 percent out of the total issued and subscribed 706,457,300 shares, comprised of 4 shareholders attended the Meeting in person, representing 289,540 shares and 76 shareholders attended the Meeting by proxy, representing 529,305,195 shares, constituting a

quorum according to Section 103 of the Public Limited Company Act and Clause 33 of the Company's Articles of Association.

Then, the Chairman declared the Meeting convened to consider the agenda items as specified in the shareholders' Meeting notification as follows:-

Agenda 1 To acknowledge the Company's operating result for the year 2024

The Chairman assigned Ms. Tassanee Kuantalaeng, Vice President of Accounting and Finance Department, and Mr. Sang Do Lee, President, to give the details of this agenda item to the Meeting.

Ms. Tassanee Kuantalaeng, Vice President of Accounting and Finance Department, informed the Meeting that the operating result for the year 2023 of the Company had been disclosed in Part 1, the "Management Discussion and Analysis ("MD&A") Section of the 2023 Form 56-1 One Report as summarized below:-

Statement of Financial Position of year 2022-2023

Total Assets

As of December 31, 2023, the Company and its subsidiaries had total assets of 2,313 million Baht, compared to 2022 which had total assets of 2,423 million Baht, decreasing by 110 million Baht, or 5% due to the increase in cash and cash equivalents of 103 million Baht and the decrease in trade accounts receivable and other receivables of 200 million Baht.

Total Liabilities

As of December 31, 2023, the Company and its subsidiaries had total liabilities of 1,782 million Baht compared to 2022 which had total liabilities of 1,863 million Baht, decreasing by 81 million Baht, or 4% due to the decrease in trade account payable and other payables of 119 million Baht, bank loan of 76 million Baht, and the decrease in provision for long-term employee benefits of 38 million Baht.

Shareholders' Equity

As of December 31, 2023, the Company and its subsidiaries had shareholders' equity of 531 million Baht, compared to 2022 which had shareholders' equity of 560 million Baht, decreasing by 29 million baht or 5% due to the net profit of the Company operation in 2023 in the amount of 6 million Baht and the decrease in the adjustment of Actuarial Losses in 2023 in the amount of 35 million Baht.

Operating Result of year 2022-2023

Total Revenues

As of December 31, 2023, the Company and its subsidiaries had total revenues of 2,370 million Baht, compared to 2022 which had total revenues of 2,304 million Baht, increasing by 66 million Baht or 3%, such total income consisted of:

- The revenue from SI Solution business of 122 million Baht, decreasing by 93 million Baht.
- The revenue from Telecommunication Network Service business of 2,041 million Baht, increasing by 194 million Baht.
- The revenue from ICT Solution business of 69 million Baht, increasing by 9 million Baht.
- The revenue from Cryptocurrency Mining of 129 million Baht, decreasing by 14 million Baht.
- Other revenue consists of gains on exchange rate in the amount of 4.9 million Baht, decreasing by 26 million Baht and other revenue in the amount of 4.6 million Baht, decreasing by 3 million Baht.

Total Costs and Expenses

As of December 31, 2023, the Company and its subsidiaries had total costs and expenses of 2,217 million Baht, compared to 2022 which had total costs and expenses of 2,359 million Baht, decreasing by 142 million Baht or 6% due to the increase in cost of sales and services of 38 million Baht, the decrease in cost of

bitcoin mining of 139 million Baht, and the decrease in selling and administrative expenses of 41 million Baht.

EBITDA Net Profit (Loss)

As of December 31, 2023, the Company and its subsidiaries had net profit of 6 million Baht, compared to 2022 which had an increase in net profit of 111 million Baht or 106% and profit from the operation before interest, tax, depreciation, and amortization (EBITDA) was 654 million Baht, compared to 2022 which had EBITDA of 702 million Baht, decreasing by 48 million Baht or 7%.

After the Vice President, Accounting and Finance Department, had finished her report on the operating performance of the Company for the year 2023, she invited the shareholders to express their opinions and raise questions.

None of the shareholders expressed any opinion nor did they raise any query that was related to this matter, Mr. Krittikorn Marpajong, the MC, thus, invited Mr. Sang Do Lee, the President, to inform the progress in joining of Thai Private Sector Collective Action against Corruption (CAC), the Company's Anti-Corruption Policy and Sustainability Development over the past year, as well as inform the business trend of the Company's group.

Mr. Sang Do Lee, the President, informed to the Meeting that the Company obtained certification as a member committed to anti-corruption from the Thai Private Sector Collective Action against Corruption (CAC), marking the first certification in June 2023 which valid for 3 years. Also, the Anti-Corruption policy was reviewed once a year and the online training and E-learning regarding Anti-Bribery had been conducted. Moreover, the Company announced a No Gift Policy to communicate to all executives and employees acknowledging the principle.

The Company is committed to sustainable development and has established measurable goals to track progress in the short, medium, and long term. This commitment to sustainability has led to the Company achieving a SET ESG Rating of BBB in 2023.

Operating Results and Business Directions in 4 Areas:

1) JTS Group Moving Forward

As of the end of the year 2023, the Company had net profit of 6.1 million Baht, compared to 2022 which had net (loss) profit of -105.3 million Baht.

In 2023, the bitcoin mining business of the Company and its subsidiaries experienced a revenue decrease of approximately 10% compared to 2022 due to the cryptocurrency Bitcoin's price at the beginning of 2023 being 15,000 USD/BTC, leading to a suspension of bitcoin mining operations for about 2 months. Subsequently, the price of Bitcoin gradually recovered. Towards the end of 2023, the Company adjusted to a price of approximately 40,000 USD/BTC. With an average cost throughout the year of around 30,000 USD/BTC, this led to the Company mining approximately 114.62 BTC throughout 2023. By the year-end, the Company held a total of 245 BTC.

In 2023, JasTel Network Company Limited (JasTel), a subsidiary company, had a revenue of 2,044 million Baht, marking a 10% increase from the previous year, and had an EBITDA margin of 595 million Baht or 29%.

JTS Group Restructuring in 2023

- In 2023, the Company and its group adjusted the structure of the board of directors and executives to align with the new business direction, which emphasizes increased focus on technology-driven operations.
- The Company has restructured bitcoin mining business by transferring it from JasTel to the Company, allowing JasTel to focus on its core business as a provider of telecommunications and internet network services, both domestically and internationally.

- The Company has reduced its workforce through an early retirement program and adjusted its business structure. As a result, the Company has been able to decrease monthly salary expenses for employees by 25%.
- The Company is preparing to invest in the Generative AI business. Consequently, it has organized training sessions for executives and employees within the JTS group to enhance their understanding of AI tool usage program which aims to improve work efficiency.
- The Company's newly adjusted vision is to "Become a leading full-stack Technology Enabler in ASEAN market."
- The Company's core business operations comprise the development of Network & Cloud Infrastructure, focusing on building highly efficient networks. JasTel focuses on Network Development, while Cloud Infrastructure development is undertaken by Cloud Computing Solutions Company Limited (CCS), a subsidiary. The utilization of renewable energy from Solar Farm in bitcoin mining operations, positioning the Company as a leading Bitcoin Miner. Additionally, the Company has initiated the development of Generative AI LLM solution, anticipated to be the largest AI development in Thailand.
- The Company's bitcoin mining operations are located in Ratchaburi Province, with approximately 3,500 mining machines and a land area of about 300 Rai (approximately 119 acres). This land area is sufficient to accommodate the expansion of the bitcoin mining operations. In 2023, the Company invested in installing a Solar Farm with a capacity of 3.8 megawatts, and within 2024, the Company has plan to expand phase 2 Solar Farm to reach 6.3 megawatts. This expansion aims to manage and reduce electricity costs by approximately 3,000,000 Baht per month. Furthermore, the Company has conducted research and development (R&D) in battery technology and plans to expand the bitcoin mining operations by approximately 30%.
- The Company has invested in the Generative AI business, which is a new venture, to design and develop a Generative AI platform model in collaboration with KT Corporation ("KT") of South Korea, aiming to cater to both public and private sector customers engaged in B2B (Business-to-Business), B2G (Business to Government), and B2C (Business to Customer) operations.
- Cloud Computing Solution Company Limited (CCS) operates primarily in the provision of cloud services, positioning itself as a leading company in the ASEAN. CCS serves approximately 1,000 clients, including medium-sized organizations and SMEs. The Company has plans to expand its business to accommodate an increasing number of clients in the future.
- JasTel Network Company Limited primarily operates in telecommunications network services and has plans to expand its business into data center services to support its Generative AI business.

2) Digital Asset Business Directions

- At the end of 2023, the Company held 245 BTC. In September 2023, the Company's BTC held 206 BTC, indicating that within one quarter, the Company's BTC holdings increased by approximately 39 BTC.
 - Factors that negatively impact bitcoin mining and its price include the reduction in block subsidy after Bitcoin Halving, the sale of Bitcoin holdings by Grayscale Bitcoin Trust (GBTC) Spot ETF, the United States selling Bitcoin, FTX selling shares of Grayscale Bitcoin Trust (GBTC), etc.
 - Factors that positively impact bitcoin mining and its price include the increasing trend of transaction fees, the growth of funds like 10 Spot BTC ETF, the introduction of HK Spot BTC ETF, funds buying Bitcoin, and organizations buying Bitcoin, such as Blackrock.
- The Bitcoin halving event, which reduces the block reward by half, typically leads to an increase in price over the following three years as its price has increased roughly sevenfold over the past 3 years. Looking forward, it's possible that the price of Bitcoin may continue to increase. As of April 19, 2024, the price of Bitcoin stands at \$63,835.
- The Bitcoin (BTC) transaction fees significantly increased on April 23, 2024, and have been consistently rising over the past year. In this case, the higher transaction fees have had a positive impact, leading to an increase in the number of Bitcoin mined.

- Over the past three months, data indicates that 11 bitcoin mining organizations in the United States have purchased more Bitcoin than they have sold. Based on this trend, the Company predicts that the price of Bitcoin is likely to increase in the future.
- Analysis of Bitcoin holdings by major global organizations and individuals as of April 18, 2024, reveals an increasing trend in Bitcoin accumulation over the past 90 days.

3) Generative AI Business Direction

- Currently, Large Language Models (LLMs) represent a globally developed form of AI, with investments in AI businesses being observed in several countries such as the United States, China, and South Korea. Recognizing the potential opportunities in the AI sector, the Company envisions Generative AI as a global trend in the future. Hence, we have initiated a Generative AI venture in collaboration with KT Corporation ("KT") in South Korea. The Company plans to commence serving customers within Thailand in the first year and aims to expand customer base to the ASEAN in the future.
- Generative AI refers to AI that has been trained to excel at a particular task and has become a tool capable of ideation and creation using Neural Networks which can perform tasks almost on par with humans. Generative AI can be subdivided into categories such as Deep Learning, involving mimicking the workings of human neural networks by layering neural networks, Machine Learning, involving enabling computer systems to learn by themselves using data, and Artificial Intelligence, entailing developing computer systems capable of learning and processing data automatically.
- For large language models (LLMs), their size is measured in parameters. Organizations investing in LLM business models exist globally, creating models of their own. These organizations include both private companies and state-owned enterprises. The Company plans to develop a large-scale Thai language model (Thai LLM) with 80 billion parameters, making it the largest Thai language model currently available. We anticipate beginning service provision within the fourth quarter of 2024. The JTS Studio platform will support B2B (Business-to-Business) and B2G (Business to Government) services for organizational clients. Additionally, the JTS AI and Every Thais AI Assistant platform will cater to B2C (Business to Customer) and general customers. Initially, our operational plan will involve testing Generative AI within the Company and its subsidiaries. In the second phase, during the third quarter of 2024, we will collaborate with leading Thai organizations as partners. Finally, in the third phase, our company will expand its business to markets in Asia.

4) Future Outlook

The Company aims to increase its revenue by 10-20% in 2024, with a particular focus on expanding revenue from its bitcoin mining business by 30%. Additionally, in the fourth quarter of 2024, the Company plans to start offering Generative AI services with a target of acquiring 10 million customers within 3 years.

After the President had finished his report on the direction of the business trend of the Company's group, he invited the shareholders to express their opinions and raise questions.

Question from the Thai Investors Association, asked through the chat platform by user JTS4015499913 and Mr. Sang Do Lee, President, answered:

1. In the context of Bitcoin's price volatility and the Company issues bonds to invest in this business, will it affect the bonds reaching maturity? What is the Company's contingency plan in response to this potential impact?
Answer: The Company's bonds amount to 740 million Baht and are due for repayment in April 2025. Following the Company's involvement in Bitcoin business at the end of 2023, where it acquired 245 BTC (currently valued at approximately 2.5 million Baht per BTC), the Company now possesses almost enough funds to fully repay its bonds.

2. How often does risk management involve a review of Bitcoin investment strategies?

Answer: The Company reviews its strategies and manages risks quarterly through the Risk Management and Sustainability Committee, along with its Bitcoin divestment policy to cover electricity expenses. Additionally, the Company's long-term plan involves holding onto coins, selling only what's necessary to cover electricity costs, thereby managing risk and selling when it's necessary to repay the debt.

3. How will the Generative AI platform business contribute to the Company's revenue, and what will be the growth strategy?

Answer: The Generative AI business will generate revenue primarily from two sources: to support services for customers operating in the B2B (Business-to-Business) and B2C (Business to Customer) sectors. The Company has observed the growth trends in this business and anticipates revenue to begin in the year 2025. Revenue from the B2B customer group is expected to commence in 2025, while revenue from the B2C customer group may begin in either 2025 or 2026.

When no other shareholders expressed any opinion nor did they raise any query that was related to this agenda, the Chairman; thus, announced that the Meeting acknowledged the report on the Company's operating result for the year 2023. (This agenda item required no vote since it was for acknowledgement.)

Agenda 2 To consider approving the Company's financial statements, ended December 31, 2023

The Chairman assigned the MC to give the details of this agenda item to the Meeting.

The MC informed the Meeting that the Company's financial statements for the fiscal year ended December 31, 2023, as shown in Part 3, the Financial Statements Section of the 2023 Annual Registration Statements/ 2023 Annual Report (Form 56-1 One Report 2023) (Enclosure 1 of the 2024 AGM invitation letter), were audited by EY Office Limited, the Company's auditor, reviewed by the Audit Committee and approved by the Board of Directors, respectively, prior to proposing to the Meeting for approval.

After the MC had completely given the information on this agenda item, he invited the shareholders to express their opinions and raise questions.

None of the shareholders expressed any opinion nor did they raise any query that was related to this agenda item, the MC; thus, proposed the Meeting to cast the vote.

Resolution of the Meeting

The Meeting resolved to approve the Company's financial statements for the fiscal year ended December 31, 2023. The resolution was passed by a unanimous vote of the shareholders, attending the Meeting and casting the votes. Details of the vote are set out below.

The number of shares of the shareholders, attending the Meeting and casting the votes for this agenda item was 529,594,735 shares. There was no shareholder without the voting right, for this agenda item. The Meeting resolution was as follows:-

Resolution	Number of shares	% of total shares of the shareholders, attending the Meeting and casting the votes
Agreed	529,594,735	100.0000
Disagreed	0	0.0000
Abstained	0	-

Agenda 3 To consider the allocation of net profit as a legal reserve and the omission of the dividend payment from the operating result for the year 2023

The Chairman assigned the MC to give the details of this agenda item to the Meeting.

The MC informed the Meeting that according to Section 116 of the Public Limited Company Act, B.E.2535 and Clause 43 of the Company's Articles of Association, the Company shall appropriate not less than 5 percent of its annual net profit after deducting accumulated loss brought forward (if any) as a reserve fund until such reserve fund reaches the amount of not less than 10 percent of the registered capital. As for dividend payment, the Company has a policy of paying dividend at the ratio of not less than 40 percent of net profit after tax according to the Company's separate financial statements and based on the condition that such dividend payment shall have no material impact on the Company's operation. The Board of Directors had considered and deemed it appropriate to propose the Meeting to consider and approve as follows.

- 1) Not allocating the net profit as legal reserve as the Company's current legal reserve has reached the minimum amount required by law (10 percent of the registered capital); this is in compliance with Section 116 of the Public Limited Company Act, B.E.2535 and the Company's Articles of Association. At present, the Company's accumulated legal reserve is totally Baht 70,645,730.
- 2) Omitting dividend payment from the operating result for the year due to the loss in business operation.

Comparison of Dividend Payment between the Year 2023 and 2022

	Year 2023 (Proposed year)	Year 2022
1. Net profit (loss) for the year (Baht)	-124,350,511	64,009,158.00
2. Number of Shares (Share)	706,457,300	706,457,300
3. Annual dividend (Baht/Share)	Not paid	Not paid
4. Total dividend payment (Baht)	-	-
5. Dividend Payment Ratio	-	-

After the MC had completely given the information on this agenda item, he invited the shareholders to express their opinions and raise questions.

None of the shareholders expressed any opinion nor did they raise any query that was related to this agenda item, the MC; thus, proposed the Meeting to cast the vote.

Resolution of the Meeting

The Meeting resolved to approve no allocation of net profit as legal reserve and the omission of the dividend payment from the operating result for the year 2023. The resolution was passed by a unanimous vote of the shareholders, attending the Meeting and casting the votes. Details of the vote are set out below.

The number of shares of the shareholders, attending the Meeting and casting the votes for this agenda item was 529,594,735 shares. There was no shareholder without the voting right, for this agenda item. The Meeting resolution was as follows:-

Resolution	Number of shares	% of total shares of the shareholders, attending the Meeting and casting the votes
Agreed	529,594,735	100.0000
Disagreed	0	0.0000
Abstained	0	-

Agenda 4 To consider an appointment of the auditor and to fix the audit fee for the year 2024

The Chairman assigned the MC to give the details of this agenda item to the Meeting.

The MC informed the Meeting that to be in compliance with the Public Limited Company Act, B.E.2535 and Clause 36 (5) of the Company's Articles of Association, every year, the annual general meeting of shareholders must appoint the auditor and fix the audit fee and that by the suggestion of the Audit Committee. In 2023, the 2023 AGM, convened on April 25, 2023, has resolved the approval to appoint Mr. Vatcharin Pasarapongun, Certified Public Accountant Registration No. 6660, or Ms. Supanee Triyanantakul, Certified Public Accountant Registration No. 4498, or Mr. Natthawut Santipet, Certified Public Accountant Registration No. 5730 of EY Office Limited to be the auditor of the Company with total audit fee in the amount of not exceeding 1,820,000 Baht, excluding other expenses.

Audit and Corporate Governance Committee had considered this matter and deemed it appropriate to propose the Meeting to approve appointing one of the following auditors of EY Office Limited for the year 2024:-

Name	CPA No.	Number of years of signing to certify the Company's financial statements	Period of approval from the SEC Office
1 Ms. Supanee Triyanantakul	4498	-	Year 2020-2025
2 Mr. Natthawut Santipet	5730	-	Year 2022-2027
3 Mrs. Chonlaros Suntasvaraporn	4523	4 Years (2016-2019)	Year 2020-2024

In the event that these auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and state the opinions on the Company's financial statements in their place. The three above-proposed auditors from EY Office Limited had a lot of audit experience as they had worked for many companies and had been well recognized by several organizations. They had neither the relationship nor any interest with the Company, the subsidiary, executives, major shareholders or any person related to the Company and the above-mentioned persons; therefore, they had independence in auditing and stating the opinions on the Company's financial statements. Besides, they belonged to the same company as the auditors of the Company's subsidiaries. The Board of Directors will ensure that the preparation of financial statements can be completed in a specified time frame.

The Audit and Corporate Governance Committee had deemed it appropriate for the Board of Directors to propose the Meeting to approve fixing the audit fee for the year 2024 at the amount of not exceeding 1,820,000 Baht (One Million Eight Hundred and Twenty Thousand Baht Only), excluding other expenses, which is of the same amount as that approved by the shareholders' meeting for the year 2023.

In the previous fiscal year, the Company did not receive any other service from the audit office to which the Company's auditors belonged or from any person or business that was related to the auditors and the audit office to which the Company's auditors belonged. The details are as follows:

Details	Year 2024 (Proposed year)	Year 2023
1. Audit Fee	1,820,000 Baht	1,820,000 Baht
2. Non-Audit Fee	-	-
Total	1,820,000 Baht	1,820,000 Baht

The Board of Directors had considered this matter, based on the opinion of the Audit and Corporate Governance Committee, and deemed it appropriate to propose to the shareholders' meeting to approve the appointment of the auditors from EY Office Limited as the Company's auditors and fix the audit fee for the year 2024 at the mentioned amount.

After the MC had completely given the information on this agenda item, he invited the shareholders to express their opinions and raise questions.

None of the shareholders expressed any opinion nor did they raise any query that was related to this agenda item, the MC; thus, proposed the Meeting to cast the vote.

Resolution of the Meeting

The Meeting resolved to approve appointing one of the auditors from EY Office Limited whose names appear above as the auditor of the Company for the fiscal year 2024 and fixing the audit fee for the year 2024 at the amount of not exceeding 1,820,000 Baht (One Million Eight Hundred and Twenty Thousand Baht Only). The resolution was passed by a unanimous vote of the shareholders, attending the Meeting and casting the votes. Details of the vote are set out below.

The number of shares of the shareholders, attending the Meeting and casting the votes for this agenda item was 529,594,735 shares. There was no shareholder without the voting right on this agenda item. The Meeting resolution was as follows:-

Resolution	Number of shares	% of total shares of the shareholders, attending the Meeting and casting the votes
Agreed	529,594,735	100.0000
Disagreed	0	0.0000
Abstained	0	-

Agenda 5 To consider the election of directors to replace those who retire by rotation for the year 2024

Before starting Agenda 5, to consider the election of directors to replace those who retire by rotation for the year 2024, in order to comply with good corporate governance principles. The 3 directors retiring by rotation, namely Mr. Charoen Sangvichaipat, Mr. Jiraprawat Boonyasen, and Ms. Adchara Masaard, volunteered to temporarily leave the Meeting until the consideration of this agenda was completed.

The Chairman assigned the MC to give the details of this agenda item to the Meeting.

The MC informed the Meeting that according to Clause 17 of the Company's Articles of Association, at every annual general meeting of shareholders, one-third (1/3) of the directors shall retire from office. If their number is not a multiple of three, the number nearest to one-third (1/3) must retire from office. The director who takes the longest term shall firstly retire by rotation. The retired director is eligible for re-election. There were 7 directors with 9 director positions in the Company (due to the resignation of 2 directors at the beginning of 2024, which is currently in the process of recruitment). For the year 2024, the following 3 directors were to retire by rotation:-

- | | | |
|---|---------------------------|----------------------|
| 1 | Mr. Charoen Sangvichaipat | Independent Director |
| 2 | Mr. Jiraprawat Boonyasen | Director |
| 3 | Ms. Adchara Masaard | Director |

The Remuneration and Nomination Committee (excluding the interested director), has proceeded to carry out the nomination in accordance with its established procedures, taking into account the appropriateness as required by the director selection criteria, for instances, qualifications, knowledge, capability, experience and expertise of the nominees. It has been opined that these 3 directors are qualified with the relevant criteria and appropriate for the Company business operation. The Remuneration and Nomination Committee finally resolved to propose that these 3 directors be appointed to the previous positions for another term. The names of the directors proposed herein above have already been approved by the Board of Directors.

The Board of Directors (excluding the interested directors), has prudently considered the appropriateness of the directors, being nominated by the Remuneration and Nomination Committee for the re-election, and deemed it appropriate to propose to the shareholders' meeting to consider approving the re-election of these 3 directors to directorship and the previous positions for another term as their qualifications, knowledge, capability, and experience are appropriate and useful for the businesses of the Company.

The Company has provided a chance for the shareholders to nominate the persons who are qualified by relevant laws for a director position. It appears that none of the shareholders proposed any candidate for directorship to the Company.

Preliminary details of the 3 directors who were due to retire by rotation in 2024 and were proposed for the re-election were enclosed with the invitation letter to this AGM.

The election of the directors to replace those who retired by rotation should be made in accordance with Clause 16 of the Company's Articles of Association which stipulates that 1 share is equal to 1 vote and that each shareholder may exercise all the votes to elect one or more persons as directors, but he/she may not split his/her votes among any such persons.

After the MC had completely given the information on this agenda item, he invited the shareholders to express their opinions and raise questions.

None of the shareholders expressed any opinion nor did they raise any query that was related to this agenda item, the MC; thus, proposed the Meeting to vote for the election of individual directors.

Resolution of the Meeting

The Meeting resolved to approve electing the 3 retired directors to their directorship and previous positions for another term as follows:

Approved electing Mr. Charoen Sangvichaipat to assume the position as an Independent Director with a unanimous of the total votes of the shareholders who attended the Meeting and cast the vote.

Approved electing Mr. Jiraprawat Boonyasen to assume the position as a Director with a majority of the total votes of the shareholders who attended the Meeting and cast the vote.

Approved electing Ms. Adchara Masaard to assume the position as a Director with a majority of the total votes of the shareholders who attended the Meeting and cast the vote.

Details of the vote for each director are set out below.

The number of shares of the shareholders, attending the Meeting and casting the votes for this agenda item was 529,594,735 shares. There was no shareholder without the voting right, for this agenda item. The Meeting resolution was as follows:-

Director's Name/Position	Agreed		Disagreed		Abstained	
	Shares	%	Shares	%	Shares	%
1. Mr. Charoen Sangvichaipat Independent Director	529,594,735	100.0000	0	0.0000	0	-
2. Mr. Jiraprawat Boonyasen Director	529,594,734	100.0000	1	0.0000	0	-
3. Ms. Adchara Masaard Director	529,594,734	100.0000	1	0.0000	0	-

Mr. Charoen Sangvichaipat, Mr. Jiraprawat Boonyasen, and Ms. Adchara Masaard were invited back to the Meeting.

Agenda 6 To consider fixing the remuneration for the year 2024

The Chairman assigned the MC to give the details of this agenda item to the Meeting.

The MC informed the Meeting that in 2023, the shareholders' meeting approved fixing the directors' remuneration according to their positions in the Board of Directors and the subcommittees of the Company, including the gratuities at the amount of not exceeding 8,000,000 Baht (Eight Million Baht Only).

The Company's Remuneration and Nomination Committee had carefully considered the remuneration for the Board of Directors and the subcommittees of the Company by taking into account the remuneration paid by several companies of similar industry, the Company's business expansion, the Company's profit growth, including the duties and responsibilities of the Board of Directors and the subcommittees; then, it was of the opinion that it was appropriate to approve the remuneration and gratuities for the Board of Directors and the subcommittees for the year 2024 at the amount of not exceeding 8,000,000 Baht (Eight Million Baht Only), which is the same amount as the remuneration approved in the 2023 Annual General Meeting of Shareholders. The details are as follows:

Position	Remuneration	
	Year 2024 (Proposed year)	Year 2023
Chairman of the Board of Directors	72,000 per month	72,000 per month
Independent Director	45,000 per month	45,000 per month
Non-Executive Director	30,000 per month	30,000 per month
Executive Director	27,000 per month	27,000 per month

Chairman of Audit and Corporate Governance Committee	31,000 per month	31,000 per month
Audit and Corporate Governance Committee Member	22,000 per month	22,000 per month
Chairman of Remuneration and Nomination Committee	18,000 per month	18,000 per month
Remuneration and Nomination Committee Member	9,000 per month	9,000 per month
Gratuity	✓	✓
Other Benefits	None	None

The Board of Directors has deemed it appropriate to propose to the shareholders' meeting to approve fixing the remuneration and gratuities for the Board of Directors and the subcommittees of the Company for the year 2024 as stated above. (The detailed scopes of duties of the Board of Directors and the subcommittees of the Company are specified in the Annual Registration Statement/Annual Report 2023 (Form 56-1 One Report 2023), Part 2 Clause 7 Corporate Governance Structure, Article 7.2 and 7.3)

For considering this agenda, the resolution shall be passed by not less than 2/3 of the total votes of the shareholders, attending the meeting. (According to Article 90 of the Public Limited Company Act and Clause 22 of the Company's Articles of Association)

After the MC had completely given the information on this agenda item, he invited the shareholders to express their opinions and raise questions.

None of the shareholders expressed any opinion nor did they raise any query that was related to this agenda item, the MC; thus, proposed the Meeting to cast the vote.

Resolution of the Meeting

The Meeting resolved to approve fixing the remuneration according to the positions and the gratuity for the Board of Directors and the subcommittees of the Company for the year 2024 at the total amount of not exceeding 8,000,000 Baht (Eight Million Baht Only). The resolution was passed by a unanimous of the total votes of the shareholders who attended the Meeting. Details of the votes are set out below.

The number of shares of the shareholders, attending the Meeting for this agenda item was 529,594,735 shares. There was no shareholder without the voting right, for this agenda item. The Meeting resolution was as follows:-

Resolution	Number of shares	% of total shares of the shareholders who attended the Meeting
Agreed	529,594,735	100.0000
Disagreed	0	0.0000
Abstained	0	0.0000

Agenda 7 To consider an addition of the Company's objective and an amendment to Clause 3 of the Company's Memorandum of Association

The Chairman assigned the MC to give the details of this agenda item to the Meeting.

The MC informed the Meeting that to ensure alignment and support for the Company's new business ventures, the Company must add its objective as detailed below and amend its Memorandum of Association in Clause 3 to be in accordance with its additional objectives. The details are as follows:

1. An addition of 1 Company's objective as detailed below.
“(84)To engage in the business of producing, developing, or procuring software or applications with Artificial Intelligence (AI) capabilities, including all components related to AI innovations. This includes sales, granting rights, or providing any services associated with such business. Furthermore, to offer services or undertake any activities related to the business or supporting the aforementioned business operations.”
2. The amendment to Clause 3 of the Company's Memorandum of Association to be in accordance with the addition of the above-mentioned new objective
From : Clause 3: “The objectives of the Company are included in 83 clauses (as shown in the attached Form Bor Mor Jor.002).”
To : Clause 3 : “The objectives of the Company are included in 84 clauses (as shown in the attached Form Bor Mor Jor.002).”

For the convenience and flexibility, it is appropriate to authorize the authorized signatory directors or any person appointed by the authorized signatory directors to register the amendment to the objective and the amendment to the Memorandum of Association, Clause 3, regarding objective, of the Company at the Department of Business Development, Ministry of Commerce and to amend the terms in relevant documents, as well as to undertake any necessary and relevant act in accordance with the registrar's order to complete the registration.

The Board of Directors had deemed it appropriate to propose to the shareholders' meeting to consider and approve the addition of 1 Company's objective, the amendment to Clause 3 of the Company's Memorandum of Association to include the total of 84 clauses and the granting of authorization to the authorized signatory directors or any person appointed by the authorized signatory directors to register the amendment to the objective and the amendment to the Memorandum of Association, Clause 3, regarding objective, of the Company at the Department of Business Development, Ministry of Commerce, and to amend the terms in relevant documents, as well as to undertake any necessary and relevant act in accordance with the registrar's order to complete the registration.

After the MC had completely given the information on this agenda item, he invited the shareholders to express their opinions and raise questions.

None of the shareholders expressed any opinion nor did they raise any query that was related to this agenda item, the MC; thus, proposed the Meeting to cast the vote.

Resolution of the Meeting

The Meeting resolved to approve an addition of the Company's objective and an amendment to Clause 3 of the Company's Memorandum of Association. The resolution was passed by a unanimous of the total votes of the shareholders who attended the Meeting (The Articles of Association, Article 35 (d)). Details of the votes are set out below.

The number of shares of the shareholders, attending the Meeting for this agenda item was 529,594,735 shares. There was no shareholder without the voting right, for this agenda item. The Meeting resolution was as follows:-

Resolution	Number of shares	% of total shares of the shareholders who attended the Meeting
Agreed	529,594,735	100.0000
Disagreed	0	0.0000
Abstained	0	0.0000

Agenda 8 Other matters (if any)

During the proceedings of agenda 8, 1 additional shareholder participated in the E-meeting holding 100 shares, bringing the total number of shareholders participating in the meeting and casting their votes to 81 shareholders. In total, there are 529,594,835 shares counted.

The Chairman assigned the MC to give the details of this agenda item to the Meeting.

The MC informed the Meeting that for the consideration on "other issues" in Agenda 8, according to Clause 2 of Section 105 of the Public Limited Company Act B.E. 2535 "The shareholders whose shares are counted altogether at the number of not less than one-third of the entire issued and subscribed shares of the Company may request the shareholders' meeting to consider other issues than the ones specified in the shareholders' meeting notification."

None of the shareholders made any inquiry or proposed any other matter for the Meeting's consideration. Hence, the Chairman declared the Meeting closed.

The Meeting was closed at 15.35 hrs.

Signed _____ - *signature*- _____ Chairman of the Meeting

(Mr. Veerayooth Bodharamik)

Signed _____ - *signature*- _____ Minutes Taker

(Ms. Tassanee Kuantalaeng)