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IT City Public Company Limited
Minutes of the 2023 Annual General Meeting of Shareholders

The 2023 Annual General Meeting of Shareholders (“**Meeting**”) of IT City Public Company Limited (“**Company**”) was held on April 5, 2023 at 2:00 p.m., at ASIC Room, 31st Floor, MS SIAM Tower, 1023 Rama III Road, Chong Nonsi Sub-district, Yannawa District, Bangkok Metropolis.

The Meeting commenced at 14.00 hrs.

Mr. Vichit Yanamorn, the Chairman of the Meeting, declared the Meeting duly convened and entrusted Ms. Rattaporn Koompan, the Company Secretary, to inform relevant information to the shareholders.

Ms. Rattaporn Koompan, the Company Secretary, informed the Meeting that there were 14 shareholders present in person and 25 shareholders by proxy, totaling 39 shareholders representing 271,962,111 shares, which was equal to 74.2257 percent of the Company's issued shares. A quorum was thus constituted. Prior to proceeding with agendas of the Meeting, Ms. Rattaporn Koompan introduced all directors and attendees as well as other matters related to the Meeting for all shareholders to acknowledge as follows:

1. The Company's Board of Directors consisted of 11 directors and those present at the Meeting were as follows:

- | | | |
|-----|-----------------------------|---|
| 1. | Mr. Vichit Yanamorn | Chairman of the Board of Director, Independent Director, Chairman of Audit Committee, and Member of Risk Management Committee |
| 2. | Mr. Ekachai Sirijirapatana | Executive Chairman and Director |
| 3. | Mr. Sophon Intanate | President and Director |
| 4. | Mr. Wilson Teo Yong Peng | Director |
| 5. | Mr. Pipope Chokvathana | Director, Member of Nomination and Remuneration Committee and Member of Corporate Governance and Sustainability Committee |
| 6. | Mr. Weerapat Punsak-Udomsin | Director |
| 7. | Mr. Pichai Neranartkomol | Executive Vice President and Director |
| 8. | Mr. Sarsak Tuntasuwon | Independent Director, Member of Audit Committee and Member of Risk Management Committee |
| 9. | Mr. Sathit Pitivara | Independent Director and Chairman of Nomination and Remuneration Committee |
| 10. | Mr. Chattaphum Khantiviriya | Independent Director and Member of Corporate Governance and Sustainability Committee |
| 11. | Mr. Ronnawat Suwannapirom | Independent Director, Member of Audit Committee, Member of Nomination and Remuneration Committee, Member of Risk Management Committee and Chairman of Corporate Governance and Sustainability Committee |

Therefore, 100% of the total number of directors were present.

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Other attendees were as follows:

1. Mr. Suwat Panichpakdee	Executive Vice President
2. Ms. Wannaporn Janseriwitthaya	Vice President of Accounting and Finance
3. Ms. Kamontip Lertwitworatep	Auditor of EY Office Limited
4. Mr. Saravut Krailadsiri	Partner from Kudun and Partners Limited
5. Ms. Napas Udomratanasirichai	Associate from Kudun and Partners Limited
6. Ms. Rattanaporn Koompan	Company Secretary

2. The summary of Company's current information is as follows:

The Company has registered capital of 366,398,859 Baht
and paid-up capital of 366,398,859 Baht
divided into ordinary shares of 366,398,859 Shares
with the par value of 1.00 Baht

3. To ensure that the Meeting would understand the voting procedures when considering each matter on the agenda, Ms. Rattanaporn Koompan, the Company Secretary, explained the voting procedures as follows:

3.1 The number of votes for which each shareholder would be eligible was the number of shares he or she holds, and 1 share shall equal to 1 vote.

3.2 In the case that the shareholders attend the Meeting in person and by proxy in accordance with the form prescribed by law, the voting procedure shall be performed as follows:

Before voting on each agenda, the shareholders are requested to sign their names on the ballot for transparency in voting.

In counting votes, the Company shall deduct the number of votes of disapproval and abstention from the total number of votes, in which the shareholders shall vote using the ballot and shall raise their hands for the Company staff to collect the ballot to count the votes. The remaining number of votes shall be considered as votes of approval.

Shareholders voting "approve for" shall keep the ballot and return it to the Company staff after the Meeting ends. Voting in this Meeting is an open voting, not a closed voting. However, the ballot of all the shareholders who attended the Meeting is collected for transparency in voting.

3.3 Voting in the following manner shall be deemed that such vote is void.

- 1) A ballot marked in more than one box
- 2) A ballot of voting with conflicting intentions
- 3) A ballot with a cross-out and without signature affixed
- 4) A ballot that casts more votes than the available votes
- 5) A ballot without any vote

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In the case that the shareholder wishes to amend the vote, kindly cross-out the former vote with signature affixed every time.

- 3.4 In the case that the shareholders use Proxy Form B and Form C, allowing others to attend the Meeting, or appoint an independent director as a proxy to vote and state that the proxy shall vote according to the intention of such shareholders or the proxies, the Company shall vote according to the declared intents of such shareholders or the proxies. Foreign shareholders who have appointed a custodian in Thailand to keep the shares in custody are entitled to vote separately, “approve”, “disapprove” or “abstain” at the same time for each agenda by splitting the votes equal to the number of shares held.
- 3.5 In the case of voting on agenda item no. 4 to consider and approve the appointment of directors replacing those retire by rotation.
 - 3.5.1 For shareholders who use Proxy Form B. and Form C., the Company shall record the vote according to the declared intention of such shareholders or the proxies.
 - 3.5.2 The Company will propose to consider the election of each director individually. All shareholders are kindly requested to vote “approve”, “disapprove” or “abstain”, in which the staff will collect the ballots from the shareholders who disapprove or abstain from voting for each director's election, and for those with vote “approve” on this agenda, kindly keep the ballot and return it to the Company staff after the Meeting.
- 3.6 Under Article 43 of the Company's Articles of Association, “a resolution of shareholders must be passed by a majority of the votes cast by the shareholders attending and eligible to vote at the meeting, except where it requires otherwise in these Articles of Association or by law or in any of the following cases where a resolution must be passed by three-quarters (3/4) or more of the votes cast by the shareholders attending and eligible to vote at the meeting:”
- 3.7 In considering agenda item no. 5, which requires a vote of not less than 2/3 of the total votes of shareholders present at the Meeting, the Company shall only count the “approve” vote. In the case that the shareholders vote “disapprove” or “abstain”, it shall be deemed that the shareholders do not approve of such agenda and the Company shall consider the “abstain” ballots as part of the basis for vote counting. Nevertheless, if the vote of the shareholder is categorized as a void ballot according to the voting guideline set by the Company, such vote shall be void and shall not be deemed as the case of voting “approve”, “disapprove” and/or “abstain”, but such void ballots shall be calculated as the basis for vote counting.
- 3.8 In considering agenda item no. 7, which requires a vote of three-quarters (3/4) or more of the votes of the shareholders attending the Meeting and having the right to vote, the Company shall only count the “approve” vote. In the case that the shareholders vote “disapprove” or “abstain”, it shall be deemed that the shareholders do not approve of such agenda and the Company shall consider the “abstain” ballots as part of the basis for vote counting. Nevertheless, if the vote of the shareholder is categorized as a void ballot according to the voting guideline set by the Company, such vote shall be void and shall not be deemed as the case of voting “approve”, “disapprove” and/or “abstain”, but such void ballots shall be calculated as the basis for vote counting.
- 3.9 In considering agenda item no. 2, 3, 4, 6, which requires a majority of the votes of the shareholders attending the Meeting and having the right to vote, the Company shall only

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count the “approve” vote. In the case that the shareholders vote “disapprove” or “abstain”, it shall be deemed that the shareholders do not approve of such agenda and the Company shall consider the “abstain” ballots as part of the basis for vote counting. Nevertheless, if the vote of the shareholder is categorized as a void ballot according to the voting guideline set by the Company, such vote shall be void and shall not be deemed as the case of voting “approve”, “disapprove” and/or “abstain”, but such void ballots shall be calculated as the basis for vote counting.

3.10 Shareholders who wish to leave the Meeting first or are not presented in the meeting room for any agenda can exercise their rights by submitting a ballot in advance to the Company staff before leaving the meeting room.

3.11 The number of votes of the shareholders in each agenda may be different as the shareholders and proxies gradually enter the meeting room.

After the consideration of each agenda is completed and the shareholders and proxies have voted or have abstained from voting with the ballots having been collected, during the waiting for the result of the vote counting, if there is a delay the Company shall proceed with the next agenda immediately and when the result of the previous agenda’s vote counting has been determined, the Company shall inform the result of the vote counting to the Meeting, in which each agenda will use the number of shares of the latest attendees in that agenda.

3.12 Prior to voting on any agenda, the Company shall give the Meeting participants an opportunity to ask questions related to that agenda as may be deemed appropriate. For shareholders or proxies wishing to ask questions, kindly inform the Meeting of their first name and last name before asking questions or expressing their opinions every time.

In the case that the shareholders have any questions or opinions beyond the agenda under consideration, please ask or express opinions on other agenda items at the end of the Meeting. Shareholders are requested to comment or inquire concisely and refrain from asking questions or expressing opinions on the same issues to allow other shareholders to exercise their rights. Shareholders are kindly requested to cooperate in order for the Meeting to go well and to manage the Meeting within the specified time.

4. Ms. Rattanaporn Koompan, the Company Secretary, requested that each shareholder introduce himself or herself, giving his or her name and surname before asking questions or expressing opinions on any matter on the agenda, so that the relevant information could be recorded in the minutes of the Meeting.

5. Rules and procedures as informed to the Meeting are conducted in due course, with transparency and accuracy in accordance with the Company’s Articles of Association and regulations, including instructions of the Stock Exchange of Thailand and the Securities and Exchange Commission.

6. For this Meeting, the Company has recorded visual and audio of the Meeting in form of video record.

The Chairman asked the Meeting to consider the following agendas.

Agenda 1 To acknowledge the report on the Company’s operating results as at Year 2022

The Chairman entrusted Mr. Sophon Intanate, the President, to conduct Meeting in this agenda. Mr. Sophon Intanate reported Company’s operating results for the year 2022 to

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the Meeting. The summary of the Company's operating results for the fiscal year ended as at December 31 2022 can be summarized as follows:

Unit: Million Baht	
Current Assets	1,844
Total Assets	3,956
Current Liabilities	2,121
Total Liabilities	2,854
Shareholders' Equity	1,102
Total Revenue	8,720
Net Profit (Loss)	19

Mr. Sophon Intanate clarified that the decrease of net profit is caused by the reduction of gross profit of the information technology products due to increase of market competitiveness, oversupply of information technology products, increase of expenses, such as rents and personnel expenses, and economic fluctuation.

Mr. Sophon Intanate added that, in 2022, the Company has grown continuously in comparison to Company's operating results for the year 2021, especially for accessory products following Company's focus on customers in lifestyle segmentation and products with high margin, for example, screen protector and SIM package. In addition, the Company can persistently maintain sale revenue for Smart Phone products due to addition of products with high average selling price. Nevertheless, the Company has encountered reduction in sale revenues of information technology products and gaming products due to transition of consumer's demand in 2022.

For 2023, the Company has proposed the strategy to resolve issues relating to gross profit. In this respect, the Company shall place the emphasis on the increase of sale revenue for accessory products and lifestyle products, including any employee training to develop sale skills and knowledge of the respective employees. Additionally, the Company has intended to increase bundle sales for all types of products, for the Company prospects that these strategies shall help progressively increasing the sale revenue of the Company. In 2023, the Company expects that Smart Phone products will grow at the rate of 12 percent and information technology products will grow at the rate of 4 percent.

In addition, the Company plans to reduce additional expenses by reconsidering the decision to expand and/or reduce the number of branches which requires taking into account the potential of the location and other related resources. In 2022, the Company has a number of branches, namely IT City in the amount of 124 branches, CSC in the amount of 139 branches, Dtac Shop in the amount of 37 branches, ACE and it. in the amount of 19 branches, and Brand Shop in the amount of 50 branches, rendering a total of 369 branches, excluding the head office and distribution warehouse, which is decreased from 2021 when there were 393 branches. A total of 24 branches has been decreased. The Company has a plan to continuously inspect and review the operations of the branches. Furthermore, the Company foresees the importance of and has a strategic plan to further expand its distribution channels to online channels, customers that are business groups (B2B), and customers that are in the government sector or government agencies (B2G) in 2023. The Company has summarized the operating results of the

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Company in 2022 as shown in the 2022 Annual Report, which has been sent to the shareholders in the form of a QR code together with the Meeting notice.

In this regard, the Company would like to inform the shareholders that the Company operates its business by adhering to ethics and morality as the core principles of business operations, and will not ignore any actions that may lead to disloyalty and corruption even if that action is beneficial to the Company. The Company has established a policy on countering corruption in a clearly written form to be a solid guideline and to communicate with the executives and employees. The Company also discloses such policy in the Company's website and provides a channel for reporting if there is any violation of the policy or corruption occurred, as well as protective measurement for informers.

Mr. Sophon Intanate, the President, gave the Meeting an opportunity to inquire about and comment on this agenda item.

Remarks: This agenda item is for acknowledgement and no vote casting is required.

Agenda 2

To consider and approve the audited statement of financial position and statements of comprehensive income for the fiscal year ended as at December 31, 2022

The Chairman entrusted Mr. Sophon Intanate, the President, to conduct Meeting in this agenda.

Mr. Sophon Intanate informed the Meeting that the Board of Directors has prepared the Company's audited financial statements for the fiscal year ended December 31, 2022 and statements of comprehensive income for the fiscal year ended December 31, 2022, which have already been certified by the auditor from EY Office Limited and approved by the Audit Committee that it is prepared accurately, completely, and in accordance with generally accepted accounting principles, in order to propose the shareholders for consideration and approval at the annual general meeting in accordance with Section 112 of the Public Company Act B.E. 2535 (as amended)

Mr. Sophon Intanate, the President, gave the Meeting an opportunity to inquire about and comment on this agenda item

No shareholders inquired about or commented on this agenda item. The Chairman informed the Meeting that this agenda item shall be approved by a majority of the votes of the shareholders attending the Meeting and having the right to vote. The shareholders who wished to vote to disapprove or abstain must vote using the ballot provided then pass the ballot to the Company staff. Mr. Sophon Intanate, the President, then proposed that the Meeting approve the audited financial statements and the statements of comprehensive income for the fiscal year ended December 31, 2022 as proposed.

Resolution:

The Meeting considered this matter and unanimously resolved that the audited statement of financial position and statements of comprehensive income for the fiscal year ended as at December 31, 2022 be approved, as proposed, by a majority of the votes of the shareholders attending the Meeting and having the right to vote as per the following details:

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Approved	271,962,111	votes	equivalent to	100	percent
Disapproved	0	votes	equivalent to	0	percent
Abstained	0	votes	equivalent to	0	percent
Void Ballot	0	votes			

Agenda 3 To consider and approve the omission of the allocation of net profit as legal reserves and the omission of the dividend payment from the operating result of the year 2022

The Chairman entrusted Mr. Sophon Intanate, the President, to conduct Meeting in this agenda.

Mr. Sophon Intanate, the President, informed the Meeting that According to Section 116 of the Public Company Act B.E. 2535 (as amended) and Article 52 of the Company's Articles of Association, the Company must allocate not less than 5 percent of the annual net profit, less with the accumulated loss (if any) as a legal reserve, until such legal reserve reaches the amount of not less than 10 percent of the registered capital of the Company.

The Company has already appropriated Baht 36,679,886 (Thirty-Six Million Six Hundred Seventy-Nine Thousand Eight Hundred Eighty Six Baht) as legal reserves, representing 10.01 percent of the registered capital of the Company. Therefore, no additional legal reserve from the Company's operating results for the year 2022, ending December 31, 2022, is required.

According to Section 115 of the Public Company Act B.E. 2535 (as amended), the Company must pay dividends from its profit only.

The Company has a policy to pay dividends at a minimum rate of 50 percent of its net profit after income tax and pay from retained earnings. However, the Company may consider paying dividends at a rate lower than the prescribed rate in the case where the Company needs to utilize the net profit for expansion of the Company's business operation.

Comparison between the Dividends Payment proposed in the Year 2020 to 2022

Details of dividend payment	2022 (as proposed)	2021 (interim dividend)	2020
1. Annual net profit (Loss)	19,215,186	205,249,465	(41,168,533)
2. Number of the Company's issued shares	366,398,859	366,398,859	366,398,859
3. Cash Dividend per Share	-	0.30	-
4. Total amount of dividends paid	-	109,919,657.70	-
5. Dividend Payout Ratio	-	60.98	-

In addition, as the Company considers the suitability to retain the liquidity level for business operations in 2023, the Company considered to omit the dividend payment from the operating result of the year 2022.

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Mr. Sophon Intanate, the President, gave the Meeting an opportunity to inquire about and comment on this agenda item

No shareholders inquired about or commented on this agenda item. Mr. Sophon Intanate, the President, informed the Meeting that this agenda item shall be approved by a majority of the votes of the shareholders attending the Meeting and having the right to vote. The shareholders who wished to vote to disapprove or abstain must vote using the ballot provided then pass the ballot to the Company staff. Mr. Sophon Intanate, the President, then proposed that the Meeting consider and approve the omission of the allocation of net profit as legal reserves and the omission of the dividend payment from the operating result of the year 2022 as proposed.

Resolution:

The Meeting considered this matter and unanimously resolved that the omission of the allocation of net profit as legal reserves and the omission of the dividend payment from the operating result of the year 2022 be approved, as proposed, by a majority of the votes of the shareholders attending the Meeting and having the right to vote as per the following details:

Approved	271,962,111	votes	equivalent to	100	percent
Disapproved	0	votes	equivalent to	0	percent
Abstained	0	votes	equivalent to	0	percent
Void Ballot	0	votes			

Agenda 4 To consider and approve the appointment of directors replacing those retire by rotation

The Chairman entrusted Mr. Sophon Intanate, the President, to conduct Meeting in this agenda.

Mr. Sophon Intanate, the President informed the Meeting that before starting to discuss this agenda item, in order to be in line with good corporate governance policy, the directors who were due to retire by rotation, namely, Mr. Vichit Yanamorn, Mr. Pichai Neranartkomol, Mr. Wilson Teo Yong Peng and Dr. Sathit Pitivara would leave the meeting room.

Mr. Sophon Intanate, the President informed the Meeting that according to the Section 71 of the Public Company Act B.E. 2535 (as amended) and Article 18 of the Company's Articles of Association, at least one-third of the directors must vacate their office by rotation at each annual general meeting of shareholders, and if the number of directors is not a multiple of 3, the nearest number to 1/3 must retire by rotation. The directors who are due to retire by rotation for this financial year are:

1. Mr. Vichit Yanamorn Independent Director
2. Mr. Pichai Neranartkomol Director
3. Mr. Wilson Teo Yong Peng Director
4. Dr. Sathit Pitivara Independent Director

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The Nomination and Remuneration Committee and the Board of Directors (excluding persons with conflict of interest) had considered the members of the Board of Directors and the individual qualifications of each director in various aspects, and viewed that the four directors who were due to retire by rotation were well-qualified in terms of education, knowledge, skill, experience and work performance. and their performance during their terms had provided benefits to the Company. In addition, these four directors did not possess any prohibited characteristics or conduct any business or hold shares in any companies that were competitors of the Company.

Therefore, the Nomination and Remuneration Committee deemed it appropriate to nominate (1) Mr. Vichit Yanamorn (2) Mr. Pichai Neranartkomol (3) Mr. Wilson Teo Yong Peng and (4) Dr. Sathit Pitivara for re-election as directors for another term. The CVs of the four directors are as set out in the enclosure which was sent to the shareholders together with the invitation letter, and the qualifications of the independent directors were in accordance with the criteria specified by the Capital Market Advisory Board.

Also, the Company granted an opportunity for shareholders to propose and nominate any qualified candidates for the election as a director of the Company from December 1, 2022 to December 31, 2022, via the Company's website and no shareholders nominated any candidates for the election as directors.

Details of the Company's shares held by the nominated directors

Name of the retiring directors nominated for re-appointment	Number of shares held	Voting Rights
1. Mr. Vichit Yanamorn	-	-
2. Mr. Pichai Neranartkomol	74,500,000	74,500,000
3. Mr. Wilson Teo Yong Peng	-	-
4. Dr. Sathit Pitivara	-	-

In this regard, for Mr. Vichit Yanamorn and Dr. Sathit Pitivara which are nominated to become independent directors of the Company, the Board of Directors has considered and deemed it appropriate that the candidates proposed for appointment as independent directors of the Company are qualified in accordance with the criteria specified in relation to qualifications of the independent directors and suitable for business operations of the Company, are capable of providing opinions independently and in accordance with the relevant regulation and are appropriate to hold positions as directors of the Company.

In this respect, Mr. Vichit Yanamorn, who is nominated to be elected as an independent director of the Company, has has been appointed as independent directors of the Company for the period of 24 years. The Board of Directors has considered and deemed that Mr. Vichit Yanamorn possess knowledge, expertise and extensive experience with the Company, together with the capacity to provide opinions independently and in accordance with the relevant regulation.

In addition, for Dr. Sathit Pitivara, who is nominated to be elected as an independent director of the Company, inclusive of the renewal term to be approved in this Meeting,

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has been appointed as independent directors of the Company for the period of 8 years, which does not exceed 9 consecutive years.

Mr. Sophon Intanate, the President, gave the Meeting an opportunity to inquire about and comment on this agenda item

No shareholders inquired about or commented on this agenda item. Mr. Sophon Intanate, the President, informed the Meeting that this agenda item shall be approved by a majority of the votes of the shareholders attending the Meeting and having the right to vote. The shareholders who wished to vote to disapprove or abstain must vote using the ballot provided, then pass the ballot to the Company staff. Mr. Sophon Intanate, the President, then proposed that the Meeting approve that Mr. Vichit Yanamorn, Mr. Pichai Neranartkomol, Mr. Wilson Teo Yong Peng and Dr. Sathit Pitivara be re-elected as directors for another term as proposed.

Resolution:

The Meeting considered this matter and unanimously resolved that the re-appointment of (1) Mr. Vichit Yanamorn (2) Mr. Pichai Neranartkomol (3) Mr. Wilson Teo Yong Peng and (4) Dr. Sathit Pitivara to remain in office as the Company's directors for another term be approved, as proposed, by a majority of the votes of the shareholders attending the Meeting and having the right to vote as per the following details:

1. Mr. Vichit Yanamorn

Approved	271,962,111	votes	equivalent to	100	percent
Disapproved	0	votes	equivalent to	0	percent
Abstained	0	votes	equivalent to	0	percent
Void Ballot	0	votes			

2. Mr. Pichai Neranartkomol

Approved	271,962,111	votes	equivalent to	100	percent
Disapproved	0	votes	equivalent to	0	percent
Abstained	0	votes	equivalent to	0	percent
Void Ballot	0	votes			

3. Mr. Wilson Teo Yong Peng

Approved	271,962,111	votes	equivalent to	100	percent
Disapproved	0	votes	equivalent to	0	percent
Abstained	0	votes	equivalent to	0	percent
Void Ballot	0	votes			

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4. Dr. Sathit Pitivara

Approved	271,962,111	votes	equivalent to	100	percent
Disapproved	0	votes	equivalent to	0	percent
Abstained	0	votes	equivalent to	0	percent
Void Ballot	0	votes			

Agenda 5 To consider and approve the director's remuneration

The Chairman entrusted Mr. Sophon Intanate, the President, to conduct Meeting in this agenda.

Mr. Sophon Intanate, the President, informed the Meeting that, according to Section 90 of the Public Company Act B.E. 2535 (as amended), and Article 34 of the Company's Articles of Association, the directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, annuities, bonuses or benefits paid in other forms as specified in the Articles of Association or as approved by the shareholders' meeting. Such remuneration may be fixed amounts or set forth as regulations, or may be determined from time to time or for perpetual effect until any change is made. In addition, the directors are entitled to allowances and welfare benefits in accordance with the Company's regulations.

The Nomination and Remuneration Committee conducted a survey on the remuneration of directors for the year 2023 of other companies in the same industry with similar responsibilities and performance to those of the Board of Directors and sub-committee members and also checked the survey results of directors' remuneration of the Thai Institute of Directors (IOD) and found that the rate of the directors' remuneration proposed by the Company was close to the overall average of the market. Therefore, the Board of Directors deemed it appropriate to propose that the 2023 Annual General Meeting of Shareholders consider and approve the directors' remuneration for the year 2023 as per the following details:

Position	2023 (As proposed)	
	Remuneration (Baht/Month)	Meeting Allowance (Baht/Meeting)
Chairman	200,000.-	-
Director	30,000.-	-
Chairman of Audit Committee	20,000.-	-
Audit Committee	10,000.-	-
Chairman of Nomination and Remuneration Committee	-	6,250.-
Nomination and Remuneration Committee	-	5,000.-
Chairman of Risk Management Committee	-	6,250.-

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Position	2023 (As proposed)	
	Remuneration (Baht/Month)	Meeting Allowance (Baht/Meeting)
Risk Management Committee	-	5,000.-
Chairman of the Corporate Governance and Sustainability Committee	-	6,250.-
Corporate Governance and Sustainability Committee	-	5,000.-

Mr. Ekachai Sirijirapatana, Mr. Pichai Neranartkomol and Mr. Sophon Intanate proposed to waive their rights to receive remunerations for acting as directors due to the fact that they are the Company's permanent employees. Mr. Vichit Yanamorn also proposed to waive his rights to receive his remuneration for acting as the Company's Director and the Chairman of the Audit Committee as he has already received remuneration for acting as the Chairman of the Board of Directors.

In this regard, in addition to the aforementioned monetary remunerations, the Company will arrange non-monetary benefits for the directors by providing Directors and Officers Liability Insurance.

The scope of authorities, duties and responsibilities of the Board of Directors and sub-committees of the Company are shown in the 56-1 One Report for year 2022 under "Management and Corporate Governance" (**Enclosure 2**).

Mr. Sophon Intanate, the President, gave the Meeting an opportunity to inquire about and comment on this agenda

No shareholders inquired about or commented on this agenda item. The Chairman informed the Meeting that this agenda item shall be approved by the votes of not less than 2/3 of the total votes of shareholders present at the Meeting. The shareholders who wished to vote to disapprove or abstain must vote using the ballot provided then pass the ballot to the Company staff. Mr. Sophon Intanate, the President, then proposed that the Meeting approve the directors' remuneration for the year 2023 as proposed.

Resolution:

The Meeting considered the matter and unanimously resolved that the directors' remuneration and meeting allowance be approved, as proposed, by the votes of not less than 2/3 of the total votes of shareholders present at the Meeting as per the following details

Approved	271,962,111	votes	equivalent to	100	percent
Disapproved	0	votes	equivalent to	0	percent
Abstained	0	votes	equivalent to	0	percent
Void Ballot	0	votes			

(Translation)

Agenda 6 To consider and approve the appointment of auditors, and their remuneration for the year 2023

The Chairman entrusted Mr. Sophon Intanate, the President, to conduct Meeting in this agenda.

Mr. Sophon Intanate, the President, informed the Meeting that, according to Section 120 of the Public Company Act B.E. 2535 (as amended), the annual general meeting of shareholders shall appoint the auditors and determine the audit fee of the Company, whereby the current auditor may be re-appointed.

In addition, as prescribed by the Notification of the Capital Market Supervisory Board No. TorJor. 44/2556 dated October 22, 2013 Re: Rules, Conditions and Procedures for Disclosure of Information relating to Financial Status and Operating Results of Issuing Company (as amended), the Company must ensure the rotation of the auditors if any of the auditors have performed their duties for 7 fiscal years, whether consecutively or not. However, the rotation does not mean that the Company is required to engage a new audit firm. The Company may appoint any auditors from the existing audit firm to replace the current auditor(s). Nevertheless, a former auditor can be re-appointed after an interval of at least 5 fiscal years. However, the rotation does not mean that the Company is required to engage a new auditing firm. The Company may appoint any auditors in the existing auditing firm to replace the former auditor(s).

The Board of Directors and the Audit Committee had considered the appointment of Company's auditor based on the impartiality of the auditors and their remuneration and deemed it appropriate to appoint;

1. Ms. Sathida Rattananurak, Certified Public Accountant No.4753; and/or
2. Ms. Kamontip Lertwitworatep, Certified Public Accountant No. 4377; and/or
3. Ms. Siriwan Nitdamrong, Certified Public Accountant No. 5906;

auditors of EY Office Limited as the auditors of the Company in respect of the year 2023 and the auditors' annual remuneration to be not exceeding Baht 2,650,000 exclusive of other expenses.

Mr. Sophon Intanate, the President, gave the Meeting an opportunity to inquire about and comment on this agenda item.

No shareholders inquired about or commented on this agenda item. Mr. Sophon Intanate, the President, informed the Meeting that this agenda item shall be approved by a majority of the votes of the shareholders attending the Meeting and having the right to vote. The shareholders who wished to vote to disapprove or abstain must vote using the ballot provided then pass the ballot to the Company staff. Mr. Sophon Intanate, the President, then proposed that the Meeting approve the appointment of the Company's auditors and their remuneration for the year 2023 as proposed.

Resolution:

The Meeting considered this matter and unanimously resolved that the appointment of the Company's auditors and their remuneration for the year 2023 be approved, as proposed, by the majority of the votes of the shareholders attending the Meeting and having the right to vote as per the following details

(Translation)

Approved	271,962,111	votes	equivalent to	100	percent
Disapproved	0	votes	equivalent to	0	percent
Abstained	0	votes	equivalent to	0	percent
Void Ballot	0	votes			

Agenda 7 To consider and approve the amendment to the Company's Articles of Association

The Chairman entrusted Mr. Sophon Intanate, the President, to conduct Meeting in this agenda.

Mr. Sophon Intanate, the President, informed the Meeting that, for consistency with the Public Limited Companies Act (No. 4) B.E. 2565 (2022), the Board of Directors resolved to approve to propose to the 2023 Annual General Meeting of Shareholders to consider approving the amendment to the Articles of Association of the Company concerning the board of directors' meeting, shareholders' meeting, electronic meetings and submission of notice or advertisement of notice via electronic means, of which details are provided to the shareholders under the Meeting Notice:

Clause	Former Clauses	New Clauses
Clause 25	The Board of Directors must convene at least three (3) months at a time.	The Board of Directors must convene at least once (1) every three (3) months.
Clause 27	To call the Board of Directors' meeting, Chairman of the Board of Directors or, the person assigned to the meeting shall send the notice to the directors no less than seven (7) days prior to the meeting date, unless urgently necessary, in order to preserve the rights or interests of the Company, the appointment can be made by other means and the meeting date can be set earlier than that. In the event that two or more directors request a meeting of the Board of Directors, the Board of Directors shall not be appointed to the Board of Directors. The Chairman of the Board of Directors has set a date for the meeting within fourteen (14) the date from which such request was received.	To call the Board of Directors' meeting, Chairman of the Board of Directors or, the person assigned to the meeting, or in absence of the Chairman, the Vice-Chairman shall summon the meeting of the board of directors. In the case of the absence of the Vice-Chairman, a Board of Directors' meeting may jointly be summoned by at least two (2) directors. Notice of a Board of Directors' meeting shall be sent to the directors at least 3 days prior to the date of the meeting, unless urgently necessary, in order to preserve the rights or interests of the Company, the appointment can be made by other means and the meeting date can be set earlier than the specified period.
Clause 35	The Shareholders' Meeting of the Company is held at the location of the Company's headquarters or neighboring provinces or	The Shareholders' Meeting of the Company is held at the location of the Company's headquarters or neighboring provinces or

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Clause	Former Clauses	New Clauses
	elsewhere as specified by the Board of Directors.	elsewhere as specified by the Board of Directors. In case of the Shareholders' Meeting held via electronic means in accordance with the relevant laws and regulations, the headquarter of the Company shall be deemed to be the venue of such meetings.
Clause 39	<p>In Shareholders' Meeting, shareholders can give their proxy to attend the meeting and vote on their behalf. The proxy must be signed by the proxy and as required by the Registrar of Public Company Limited, and shall be submitted to the Chairman or persons designated by the Chairman of the Board of Directors at the meeting venue prior to the proxy meeting and at least the following items shall be provided:</p> <p>A. The number of shares held by the proxy</p> <p>B. Proxies' names</p> <p>C. The meeting's proxy for the meeting and the vote</p>	<p>In Shareholders' Meeting, shareholders can give their proxy to attend the meeting and vote on their behalf. The proxy must be signed by the proxy, or via electronic means as prescribed by the relevant legislations and as required by the Registrar of Public Company Limited, and shall be submitted to the Chairman or persons designated by the Chairman of the Board of Directors at the meeting venue prior to the proxy meeting and at least the following items shall be provided:</p> <p>A. The number of shares held by the proxy</p> <p>B. Proxies' names</p> <p>C. The meeting's proxy for the meeting and the vote</p>
Clause 44	The Company may require the meeting of the Board of Directors or sub-committees of the Company or the shareholders' meeting via electronic media. The conduct of the meetings through media must comply with the rules and procedures set by the law and in accordance with the information security standards set out in the law.	The Company may require the meeting of the Board of Directors or sub-committees of the Company or the shareholders' meeting via electronic media. The conduct of the meetings through media must comply with the rules and procedures set by the law and in accordance with the information security standards set out in the law and shall deem that the headquarter of the Company is the venue of such meetings.
Clause 65	-	<u>Summoning of Meetings, Publications and Delivery of Notices via Electronic Means</u>

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Clause	Former Clauses	New Clauses
		Any notice or statement made in relation to the Company for any particular persons or the public may be published via electronic means in accordance with the relevant legislations.
Clause 66	-	The Company or the Board of Directors may deliver notice or documents to the directors, shareholders or creditors of the Company via electronic means, upon request by or with an explicit consent of such persons in writing or via electronic means, in accordance with the relevant legislations.

The Chairman gave the Meeting an opportunity to inquire about and comment on this agenda item.

No shareholders inquired about or commented on this agenda item. Mr. Sophon Intanate, the President, informed the Meeting that this agenda item shall be approved by three-quarters (3/4) or more of the votes of the shareholders attending the Meeting and having the right to vote. The shareholders who wished to vote to disapprove or abstain must vote using the ballot provided then pass the ballot to the Company staff. Mr. Sophon Intanate, the President, then proposed that the Meeting approve the amendment to the Articles of Association of the Company as proposed.

Resolution:

The Meeting considered this matter and unanimously resolved that the amendment to the Company's Articles of Association be approved, as proposed, by three-quarters (3/4) or more of the votes of the shareholders attending the Meeting and having the right to vote as per the following details:

Approved	271,962,111	votes	equivalent to	100	percent
Disapproved	0	votes	equivalent to	0	percent
Abstained	0	votes	equivalent to	0	percent
Void Ballot	0	votes			

Agenda 8 To consider any other business (if any)

Mr. Sophon Intanate, the President, asked whether any shareholders would like to propose a new agenda item for consideration in accordance with criteria and procedure prescribed by the law.

In proposing new agendas in addition of that specified in the Meeting notice, Section 105 Paragraph 2 of the Public Limited Company Act provides that, upon completion of the

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consideration of all agendas in order as listed in the notice summoning the meeting, the shareholders holding the aggregate number of shares of not less than one-third of the total number of issued shares may request the consideration at the meeting of other agenda in addition to that specified in the notice summoning the meeting.

No shareholders propose a new agenda for consideration.

The Chairman then provided the Meeting an opportunity for additional inquiries.

Mr. Amorn Kovanicharoen, Shareholder Present in Person

As the Company has clarified the strategic plan for 2023 on increasing revenue and reducing expenses, what is the Company's plan in carrying this out as currently there is an oversupply of information technology products and most of the lessors in the market have increased the rent to normal rates after the outbreak of Coronavirus Disease 2019 (COVID-19)?

Mr. Sophon Intante, President and Director

With regards to information technology products, the Company expects sales of information technology products to recover in the third quarter and the fourth quarter of 2023, in which the Company plans to increase sales by expanding the portfolio and closely grasping the market trends because products that are in demand in the market can generate excellent gross profits for the Company. In addition, the Company will focus on increasing sales through various products such as selling insurance and selling products in form of bundle sales. The Company emphasizes on the importance of training employees to excel in customer assisting and providing service to customers to stimulate the customer's desire to purchase products and services from the Company.

In addition, although the oversupply of information technology products will result in a decrease in the gross profit of the Company, the Company considers that this situation will increase the Company's bargaining power with the product vendors since the Company is one of the major players of the market. Hence, the Company has a strategy to take advantage of this situation to push for negotiations with product sellers. In addition, the Company plans to develop distribution channels to Business-to-Business (B2B) and Business-to-Government (B2G), as well as online channels, which are less affected by the situation of the oversupply of IT products.

Mr. Pichai Neranartkomol, Executive Vice President and Director

In terms of mobile products, the Company plans to expand its business to increase sales of information technology products, which include expanding distribution channels to Business-to-Business (B2B) and Business-to-Government (B2G). Currently, the Company has products worth a total of approximately 400 million Baht that are due for payment within 2023.

The Company foresees strong sales growth in mobile products in 2023 due to factors such as a change of sales representatives of the Realme brand in Thailand that are becoming more robust, a good relationship with the Samsung brand, a good growth rate of the Company's product sales, and the Company's plan to expand its products to be offered with Apple products. Moreover, the Company is also in the process of obtaining a license to become an Apple Authorized Retailer (AAR) for the Apple brand, which the Company considers to be positive for the overall earnings of the Company in 2023.

Mr. Sophon Intante, President and Director

In terms of expenses, the Company regularly inspects the operating results of its department stores and branches due to the changes in consumer demand in the market due to increased competition in the retail business. The Company has inspected to consider the relevant factors that affect the Company's income, which includes market conditions, competence, personnel or location conditions.

As for the rent of the branches in 2022, the Company encountered an event of requesting a rent increase by the lessors. In this regard, the Company has negotiated with the lessors to reduce the costs for each

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branch. In terms of personnel costs, the Company pays more attention to the average per head cost of its personnel in 2023 by focusing on selling high-margin products, products that are in demand in the market, and strategy involving product sale in form of bundle sales, as well as setting up a system to motivate employees to manage human resources more efficiently.

The Company takes into account the importance of careful consideration of cost factors and resource management, whether it be the expansion of the branches, the relocation of the branches, or the closure the branches, including the bargaining and increasing of the branches' performance, which is an important factor that is necessary to effectively reduce the cost of the Company to improve the Company's operating results in each quarter of 2023.

Mr. Amorn Kovanicharoen, Shareholder Present in Person

How does the merger between Total Access Communication Public Company Limited and True Corporation Public Company Limited affect the sale of mobile phone numbers between the Company and DTAC?

In addition, has the Company received all the outstanding marketing funds? If there is an outstanding amount, does the Company expects to receive the full amount of such marketing fund by the second quarter or not?

Mr. Pichai Neranartkomol, Executive Vice President and Director

Business operations with DTAC are still ongoing since the Company entered into an agreement with Dtac TriNet Company Limited, a subsidiary of Total Access Communication Public Company Limited. The Company has entered into an agreement for Dtac Center 3 years prior to such merger. DTAC will notify the Company of the post-merger action, including adjustments to relevant systems at an appropriate time in the future.

At present, the Company is currently training some of its employees on non-mobile subscriber-related devices, such as True, True Vision and True Internet products, and the Company estimates that the back-office system could be replaced within 90 days after the merger on 1 March 2023 onwards.

As for the marketing fund outstanding, the Company has negotiated with the relevant product vendors, and the Company does not find any problems that may affect the Company.

Mr. Anuchit Nimitkarndee, Shareholder Present in Person

What is the Company's business plan and store management and expansion strategy in 2023?

Mr. Sophon Intante, President and Director

The Company has an inspection to consider factors that directly affect the Company's revenue, including personnel, competence or location conditions of each branch by considering the performance of each branch on a monthly basis. At present, the Company has no specific target for the expansion of its branches in order to effectively manage the Company's risk, and the Company is cautious in considering reducing the number of personnel.

Mr. Anuchit Nimitkarndee, Shareholder Present in Person

At present, is the Company considering improving and relocating personnel positions in branches whose operating results does not meet the target and in which regions are most of these branches located?

Mr. Sophon Intante, President and Director

From inspection, the Company considers that every store has potential and opportunities for further development in the future. The Company has a management goal to make every store have better operating results respectively.

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Mr. Pichai Neranartkomol, Executive Vice President and Director

In 2022, the Company has closed approximately 100 of its stores and the Company sees that all of its current stores have the opportunity to generate satisfactory operating results for the Company. It must rely on product offering strategies, the distribution of products that is suitable for the target customer group, and improving the quality of personnel. The regions that the Company considers to be challenging in finding quality personnel are the Southern region and major tourist cities in Thailand.

The Company has set a target of operating profit per store at 1,500,000 Baht per month and plans to further develop the operating results of each store. In addition, the Company may consider opening additional branches based on appropriate factors relating to the lessors, location and suitability of the branch, mainly taking into account the profitability of each location

Mr. Anuchit Nimitkarndee, Shareholder Present in Person

In what form does the Company aim to open new branches, for example, opening an IT City branch or a CSC branch?

Mr. Sophon Intante, President and Director

The Company will consider opening new branches in a mixed manner, mainly taking into account flexibility and various factors including store location and customer groups. For instance, it. stores will meet the needs of customers who want lifestyle products and ACE stores will meet the needs of customers group of gamers, etc.

Mr. Anuchit Nimitkarndee, Shareholder Present in Person

As the Company has informed that it is in the process of applying for an Apple Authorized Retailer (AAR) license for the Apple brand, how does the Company plan to open branches to sell Apple products?

Mr. Pichai Neranartkomol, Vice Executive Chairman and Director

If the Company is appointed as an Apple Authorized Retailer (AAR), the nature of the distribution of Apple products will be in the form of a shop-in-shop or a sales corner. Moreover, the Company considers that there is an opportunity for business expansion and growth in the future for information technology products.

Mr. Anuchit Nimitkarndee, Shareholder Present in Person

What are the views and forecasts of the Company's executives on the growth trend of the information technology market in 2023?

Mr. Sophon Intante, President and Director

For the first quarter and second quarter of 2023, the growth of the information technology product market is likely to increase from that of the third quarter and fourth quarter of 2022. Furthermore, the third quarter and fourth quarter of 2023 may experience additional growth as a result of the launch of new products such as products for gamers and mass consumers.

Since there was no further queries posed by the shareholders nor business to be discussed, the Chairman then thanked the attendees of the 2023 Annual General Meeting of Shareholders and declared the meeting closed.

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The meeting was adjourned at 15.30 hrs.

Mr. Vichit Yanamorn
Chairman of the Meeting

Ms. Rattaporn Koompan
Company Secretary