



Invitation Letter
The 2025 Annual General Meeting of Shareholders
Roctec Global Public Company Limited. (ROCTEC)
On July 24, 2025

July 3, 2025

Re: Invitation to the 2025 Annual General Meeting of Shareholders

**To: Shareholders
Roctec Global Public Company Limited**

Enclosure:

1. Copy of the minutes of the Extraordinary General Meeting of Shareholders No.1/2025, held on April 29, 2025
2. Form 56-1 One Report 2024/25
3. Enclosure for Agenda 5: Information on the nominated candidates for election as directors
4. Enclosure for Agenda 7: Profile and Professional Experience of Auditors from EY Office Limited
5. Enclosure for Agenda 9: Information Memorandum on Assets Disposition and Related Party Transaction of Roctec Global Public Company Limited (List 2)
6. Enclosure for Agenda 9: Opinion of the Independent Financial Advisor Concerning Asset Disposition and Connected Transaction To Consider and Approve the Amendment to The Share Purchase Agreement of Hello Bangkok LED Company Limited
7. Names and Information of independent directors
8. Articles of Association of the Company relating to the shareholders' meeting
9. Proxy Form B (shareholders can download Proxy Forms A, B and C from the Company's website at <https://investor.roctecglobal.co.th/en/document/shareholder-meetings>)
10. Guidelines for attending shareholder's meetings via electronic means (E-AGM) and appointment of Proxy.
11. Map of the Meeting Venue

The Board of Directors' Meeting of Roctec Global Public Company Limited (the "Company") resolved to convene the 2025 Annual General Meeting of Shareholders on Thursday July 24, 2025, at 2:00 p.m., at Phayathai 4 Room, 6th Floor, Eastin Grand Hotel Phayathai, No. 18 Phayathai Road, Thung Phayathai Subdistrict, Ratchathewi District, Bangkok 10400, to consider the following agenda items:

Agenda 1 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2025 held on April 29, 2025;

Background: The Company has prepared the minutes of the Extraordinary General Meeting of Shareholders No.1/2025, held on April 29, 2025, which was prepared within 14 days from the date of the meeting. In this regard, the said minute has been published in the website of the Company: <https://investor.roctecglobal.co.th/en/document/shareholder-meetings>. The details of which are as set forth in **Enclosure 1**, which has been delivered to the shareholders together with the invitation letter for this meeting.

Opinion of the Board of Directors: The Board of Directors deemed appropriate to propose to the shareholders' meeting to certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2025, held on April 24, 2025 and viewed that the said minutes was correctly and completely recorded.

Resolution: The resolution for this agenda item requires a **majority vote** of the shareholders attending the meeting and casting their votes, **excluding** abstentions from the calculation base.

Agenda 2 To acknowledge the annual report of the Company for fiscal year 2024/25 ended March 31, 2025;

Background: The Company has prepared report for the Company's business operating result for the fiscal year 2024/25 ended March 31, 2025. The details of which are as set forth in the Form 56-1 (One Report) for the year 2024/25 (**Enclosure 2**) under **section 4. "Management Discussion and Analysis"**, which has been delivered to the shareholders together with the invitation letter for this meeting.

Opinion of the Board of Directors: The Board of Directors have considered and deemed appropriate to propose to the shareholders' meeting the acknowledgement of the report on the Company's operating result for the fiscal year 2024/25 ended March 31, 2025.

Remark: This agenda item is for acknowledgement and no casting of votes is required.

Agenda 3 To consider and approve the audited financial statements of the Company for the fiscal year 2024/25 ended March 31, 2025.

Background: The Company has prepared and completed the statement of financial position, statement of comprehensive incomes and statement of cash flows for the fiscal year 2024/25 ended March 31, 2025. In this regard, the Board of Directors and Audit Committee considered and opined that the financial statements of the Company for the fiscal year 2024/25 ended March 31, 2025, were duly prepared according to generally recognized accounting principles. Thus, it is deemed appropriate to propose the 2025 Annual General Meeting of Shareholders to consider and approve the statement of financial position, statement of comprehensive incomes and statement of cash flows for the fiscal year 2024/25 ended March 31, 2025, which were certified by the auditor, as detailed in the "Financial Statement" and "Audit Committee Report" of the form 56-1 One Report for the year 2024/25, (**Enclosure 2**), under **section 3 "Financial Report"**, which has been delivered to the shareholders together with the invitation letter for this meeting.

Opinion of the Board of Directors: The Board of Directors have considered and deemed appropriate to propose to the shareholders' meeting to approve the company's financial statements for the fiscal year ended March 31, 2025, which have been reviewed by the Audit Committee and certified by the Auditor of the Company.

Resolution: The resolution for this agenda item requires a **majority vote** of the shareholders attending the meeting and casting their votes, **excluding** abstentions from the calculation base.

Agenda 4 To consider and approve the allocation of profit from the results of the Company's business operation for the fiscal year 2024/25 ended March 31, 2025 and the dividend payment.

Background: The Company has the dividend policy pay dividends to the shareholders at the rate of not less than 50 percent of the net profit after deducting corporate income tax and legal reserves.

The Board of Directors has resolved to propose to the shareholders' meeting for approval to distribute dividends from the operating results for the period April 1, 2024, to March 31, 2025. The company achieved a net profit of 281,017,793.12 Baht based on the financial statements, and has allocated funds to statutory reserves totaling 14,050,900 Baht (equivalent to 5% of the net profit as required by law). After deducting corporate income tax and legal reserves, the remaining net profit amounts to 266,966,893.12 Baht. Therefore, the company proposes that the shareholders' meeting consider and approve the distribution of dividends to shareholders at a rate of 50% of the net profit after deducting corporate income tax and legal reserves, not

exceeding 133,946,607 Baht in total, or at a rate of 0.0165 Baht per share. This dividend payment rate aligns with the company's dividend distribution policy.

Dividends will be paid to shareholders entitled to receive them as of the record date of August 6, 2025. The dividend payment will occur on August 22, 2025.

Furthermore, shareholders who do not meet the eligibility requirements to receive dividends under the law will not be eligible to receive dividends on this occasion. This dividend is paid from the company's net profit, that is subject to the corporate income tax rate to the rate of 20% of the net profit. Therefore, individual shareholders are eligible to claim a tax credit at the rate of 20/80 times of the dividend received pursuant to the criteria of section 47 *bis* of the revenue code.

Comparison of Dividend Payments Over Three Fiscal Periods

Dividend Payment Details (Separate Financial Statements)	Fiscal Year Ending March 31		
	2024/25	2023/24	2022/23
Net Profit per Share (Baht:Share)	0.035	0.028	(0.002)
Dividend per Share (Baht:Share)	0.0165	0.013	—
Total Dividend Payment (Million Baht)	133.95	105.53	—
Dividend Payout Ratio (% of Net Profit)	50%	50%	—

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve the dividend payment for the fiscal year 2024/25, ending on March 31, 2025, as proposed. Dividends will be paid to shareholders entitled to receive them as of the record date of August 6, 2025. The dividend payment will be paid on August 22, 2025.

Resolution: The resolution for this agenda item requires a **majority vote** of the shareholders attending the meeting and casting their votes, **excluding** abstentions from the calculation base.

Agenda 5

To consider and approve the election of directors replacing those being retired by rotation;

Background: Pursuant to Article 15 of the Company's Articles of Association, one-third of all the directors shall end their office term at the Annual General Meeting of every year. If the number is indivisible by three, the nearest number to one-third shall apply. In the first and the second year subsequent to the company registration, decision shall be made by a draw as to which directors shall end their office terms, and thereafter the directors who have been in office for the longer period shall vacate their office.

Currently, the Company has a total of 7 directors. There are 3 directors who will retire by rotation at the 2024 Annual General Meeting of Shareholders, as follows:

No.	Name	Position
1	Mr.Chaiwat Atsawintarangkun	Independent Director/Audit Committee / Chairman of Nomination and remuneration committee

No.	Name	Position
2	Mrs.Suparanan Tanviruch	Director / Corporate governance committee / Chairman of Sustainable development committee / Chairman of Executive committee
3	Mr.Warawut Natpradith	Director

In order to promote good corporate governance, the Company allowed shareholders who collectively held voting shares of not less than 3 percent of the Company's total voting rights, to nominate candidates for election as directors of the Company at the 2025 Annual General Meeting of Shareholders during February 1, 2025, to April 30, 2025. The criteria for nomination were disclosed on the Company's website.

At this meeting no shareholder nominated any candidates for election as directors of the Company. In nominating directors, the Nomination and Remuneration Committee (by disinterested members of the Nomination and Remuneration Committee) had considered board diversity in terms of qualifications and skills of the director(s) that were necessary and required for the composition of the Board of Directors according to the board skill matrix.

The Nomination and Remuneration Committee has reviewed the qualifications of two directors who are due to retire by rotation and has resolved to nominate one new director. The Committee considers the nominated individual to possess the knowledge, capabilities, experience, and expertise that would benefit the Company's operations. Moreover, the nominee is fully qualified and does not possess any prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) (including its amendments) and the Securities and Exchange Act B.E. 2535 (1992) (including its amendments), as well as other relevant regulations. The nominee for independent director also meets the Company's definition of an independent director, which is more stringent than the minimum requirements set by the Capital Market Supervisory Board and is deemed appropriate for the Company's business. Accordingly, the Nomination and Remuneration Committee proposes the following matter for consideration by the Shareholders' Meeting.

1. Re-election of directors who retired by rotation to serve as directors for another term, as follows:

(1) Mr.Chaiwat	Atsawintarakul	Independent Director/Audit Committee Chairman of Nomination and remuneration committee
(2) Mr.Warawut	Nartpradith	Director / Corporate governance committee/ Chairman of Sustainable development committee
2. The election of a new director to replace the one who retired by rotation is as follows:

(1) Mr. Chotchawal	Leetrairong	Director / Executive Committee
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In this regard, the Nomination and Remuneration Committee has considered that the nominated independent directors, Mr.Chaiwat Atsawintarakul , is able to express their opinions independently and possess the qualifications of an independent director according to the relevant rules.

Brief information and history, including details of the number of meetings attended by the Board of Directors and sub-committees and the number of years of tenure of directors nominated for directorship, the 3 nominees for election as directors and the definition of the Company's independent Directors are detailed in **Enclosure 3**.

Opinion of the Board of Directors: The Board of Directors duly and carefully considered that the candidates proposed by the Nomination and Remuneration Committee possess qualifications suitable for the Company's business operation. Additionally, the independent directors are able to express their opinions independently and in accordance with the relevant rules. Therefore, it is deemed appropriate to propose that the shareholders' meeting approve re-election of the 3 candidates, i.e. (1) Chaiwat Atsawintarakul, (2) Mr. Warawut Natpradith and (3) Mr. Chotchawal Leetrairong as directors of the Company for another term of office. In this regard, Mr. Chaiwat Atsawintarakul shall hold the positions as independent Directors of the Company.

Resolution: The resolution for this agenda item requires a **majority vote** of the shareholders attending the meeting and casting their votes, **excluding** abstentions from the calculation base.

Agenda 6

To consider and approve the directors' remuneration for the fiscal year 2025/26 ended March 31, 2026 and director's reward for the fiscal year 2024/25 ended March 31, 2025

Background: Section 90 of the PCLA stipulates that a company shall not pay money or any other property to the directors, except as remuneration under the articles of association of the Company. If the articles of association of the Company do not specify, the payment of remuneration shall be in accordance with the resolution of the shareholders consisting of not less than two-thirds of the total votes of the shareholders who attend the meeting.

In determining directors' remuneration, the Board of Directors, through the Nomination and Remuneration Committee, considered the business size and the Board of Directors' duties and responsibilities in comparison with those of other companies listed on the Stock Exchange of Thailand ("SET") that are in the same industry or with comparable market capitalization, and deemed it appropriate to propose the shareholders' meeting to consider and approve the directors' remuneration for the fiscal year 2025/26 ended March 31, 2026 in the amount of not exceeding 3,000,000 Baht with details as follows:

Monetary Remuneration

	Remuneration		
	2025/26 (Year Presented)	2024/25 (Actually incurred)	2024/25 (Approve by Shareholders)
Monthly remuneration	Person/Month	Person/Month	Person/Month
Chairman of the Board of Directors	40,000 Baht	40,000 Baht	40,000 Baht
Vice Chairman of the Board of Directors	30,000 Baht	30,000 Baht	30,000 Baht
Chairman of Audit Committee	30,000 Baht	30,000 Baht	30,000 Baht
Director	20,000 Baht	20,000 Baht	20,000 Baht
Meeting allowance	Per attendance /person/Time	Per attendance / person/Time	Per attendance / person/Time
Board of Director	None	None	None
Audit Committee	15,000 Baht	15,000 Baht	15,000 Baht

	Remuneration		
	2025/26 (Year Presented)	2024/25 (Actually incurred)	2024/25 (Approve by Shareholders)
Nomination and Remuneration Committee	10,000 Baht	10,000 Baht	10,000 Baht
Corporate Governance Committee	10,000 Baht	10,000 Baht	10,000 Baht
Risk Management Committee	None	None	None
Executive Committee	None	None	None
Total	3,000,000 Baht	2,445,000 Baht	3,000,000 Baht

Directors' gratuity

To pay the Directors' gratuity in the total amount of 1,650,000 Baht as a reward for the Directors' performance for the fiscal year, ending on March 31, 2025, where the Directors' bonus shall be allocated among the Directors after obtaining approval from the 2025 Annual General Meeting of Shareholders. The total remuneration and bonus for the directors shall not exceed 4,650,000 Baht. (**Note:** The Company paid a gratuity to the directors for the fiscal year ended March 31, 2024, in the amount of Baht 1,120,000.).

Other Benefits: - None -

Details of the Directors' remuneration paid for the fiscal year ending on March 31, 2025, are provided in the One Report for the fiscal year 2024/25, under the section "Corporate Governance Performance - Directors' Remuneration" as per **Enclosure 2. Part 2, Item 8:**

Report on key operating results on corporate governance

Opinion of the Board of Directors: The Board of Directors agrees with the recommendation of the Nomination and Remuneration Committee and deems it appropriate, to propose to the shareholders' meeting to the approval of the determination of the directors' remuneration as detailed above.

Resolution: The resolution for this agenda item requires a vote of **not less than two-thirds** of the total number of votes of the shareholders attending the meeting, **including** abstentions in the calculation base.

Agenda 7

To consider and approve the appointment of auditors and the determination of the audit fee for the fiscal year 2025/26 ended March 31, 2026

Background: Article 34 of the Company's Articles of Association stipulates that the Annual General Meeting of Shareholders shall appoint and determine the remuneration of the auditor, the auditor, who was retired, can be re-selected. In addition, according to the Notification of the Capital Market Supervisory Board, the listed company must arrange for the auditor's rotation, if the former auditor performs the duty of reviewing or auditing and commenting on the Company's financial statements for 5 consecutive years. However, the other auditors under the same audit office of the former auditor can be appointed.

The Company has considered the performance of the auditor from EY Office Limited in the past year and is of the opinion that EY Office Limited has a network covering many countries and has been selected to review the financial statements of other listed companies in the SET. Moreover, the auditors from EY Office Limited are independent, appropriate, and have performed their duties with responsibility as well as having an understanding of the

Company's business. It is therefore appropriate for the Board to propose to the shareholders' meeting to approve the appointment of auditors from EY Office Limited as the Company's auditors for the fiscal year 2025/26 ended March 31, 2026, by having one of the following auditors to be the auditor and expresses the opinions on the Company's financial statements.

Auditor's name		CPA. Number	Number of the year that auditors sign the name to approve the financial report during the past 5 years
1. Mr. Vatcharin	Pasarapongul	6660	1
2. Mr. Preecha	Arunnara	5800	-
3. Mr. Serm	Brisuthikun	9452	-

All 3 auditors, according to the proposed list, are independent, without any relationship or interest with the Company, subsidiaries, executives, major shareholders or those related to such persons. Thus, they are independent in auditing and expressing opinions on the financial statements of the Company.

The profile and professional experiences of the 3 auditors from EY Office Company Limited are set forth in **Enclosure 4**, which has been delivered to the shareholders together with the invitation letter for this meeting.

In addition, the Audit Committee has considered the audit fee for the fiscal year 2025/26 ended March 31, 2026 in an amount not exceeding 2,300,000 Baht. Details of the Company's audit fee comparative to the previous years are as follows:

No.	Audit Fee and other fee	2025/26 (Proposed year)	2024/25 Actually Incurred	2023/24 Actually Incurred
1	Audit Fee	2,300,000 Baht	2,245,000 Baht	2,160,000 Baht
Total		2,300,000 Baht	2,245,000 Baht	2,160,000 Baht

In this regard, the audit fee for the fiscal year 2024/25 excluded the non-audit fee paid by the Company and its subsidiaries to EY Office Limited in the amount of 670,000 Baht.

Opinion of the Audit Committee's: The Audit Committee has considered and opined that the EY Office Limited has comprehensive network in many countries and is well recognized internationally and the audit fee is appropriate to the business size. The Audit Committee then proposed to the Board of Directors for further proposal to the shareholders' meeting to approve and appoint such auditors to be the Company's auditors.

Opinion of the Board of Directors: The Board of Directors has considered and deemed appropriate to propose to the shareholders, meeting to consider and approve the appointment of the auditors from EY Office Limited, i.e. Mr. Vatcharin Pasarapongul and/or Mr. Preecha Arunnara and/or Mr. Serm Brisuthikun as the Company's auditors for the fiscal year 2024/25 ended March 31, 2025, with the audit fee in an amount not exceeding 2,245,000 Baht, as detailed above.

The Company would like to inform that for the fiscal year 2024/25 ended March 31, 2025, the auditor from EY Company Limited will be the auditor of the 6 subsidiaries of the Company. The subsidiary companies established in oversea, namely, 1. Roctec Technology Limited, which is established in Hong Kong, uses the auditors from EY Hong Kong and Transad Vietnam Joint Stock Company which is established in Vietnam, uses the auditors from EY

Vietnam and The Board of Directors will ensure that the subsidiaries who do not use the auditors under the same network with EY Company Limited can prepare the financial statements in a timely manner.

Resolution: The resolution for this agenda item requires a **majority vote** of the shareholders attending the meeting and casting their votes, **excluding** abstentions from the calculation base.

Agenda 8

To consider and approve the amendments the Company's objectives and Clause 3 of the Memorandum of Association to be in line with the amendment of the Company's objectives.

Background: Since the Company has shifted its business direction to focus on the digital and technology market, the Company intends to establish additional objectives for its business operation to align with the changed business direction and to enhance flexibility for future business operations. Therefore, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the amendments of the Company's objectives with the details as follows:

To amend 2 items of the objectives of the company as follows:

Item 50:

From

Item 50. Engage in buying, selling, providing consultation, contracting, installing, dismantling, researching, inspecting, designing, calculating, controlling, maintaining, training, and provide other services in the field of information technology, telecommunication systems, fiber optic signal systems, command center systems, network management systems, computer signal systems, metering systems, meter data management systems, backup systems, cybersecurity, information technology integration systems, emergency technology systems, security systems, and other projects within the telecommunications system, both domestically and internationally.

To

Item 50: To engage in the business of buying, selling, surveying, developing, sourcing, consulting, contracting, installing, construction, demolition, researching, planning, inspecting, designing, calculating, testing, controlling, manufacturing, maintaining, training, importing, exporting, and other services related to information technology, telecommunications systems, fiber optic systems, command center systems, network management systems, computer cabling systems, metering systems, meter reading data management systems, data backup systems, cybersecurity, IT linkage systems, IT emergency systems, threat prevention systems, and other projects within integrated telecommunications systems of all types, both domestically and internationally.

Item 52:

From

Item 52: Engage in contracting services, designing, consulting, planning, project management, development, manufacturing, installation, repair and maintenance for energy management systems, environmental management systems, smart ICT systems, as well as equipment and various operating systems related to the aforementioned systems.

To

Item 52: To engage in the business of buying, selling, surveying, sourcing, contracting, converting, inspecting, analyzing, designing, consulting, planning, project management, developing, manufacturing, installing, procuring, constructing, testing, controlling, delivering, repairing, maintaining, accumulating, backing up, auctioning, construction contracting,

importing, exporting, and operating various activities related to electric power, renewable energy, alternative energy, and all other types of energy; energy management systems; electricity generation or production equipment; electricity production and distribution control systems; safety control systems in electricity production and distribution; and all related equipment, tools, spare parts, and systems, as well as environmental management systems, smart ICT systems, and other equipment and operating systems related to the above, as well as any other work that supports these businesses.

Additionally, to establish 5 additional objectives for the Company, as follows:

Item 53. To engage in the business of power plants and distribute electric power, renewable energy, alternative energy, and all other types of energy, both domestically and internationally.

Item 54. To engage in the business of all types of telecommunications businesses by obtaining rights or authorization from government agencies, state enterprises, or public organizations, by law, or by cabinet resolutions. This includes businesses related to telecommunications and other related or ancillary businesses, including the provision of Computerized Database services. "Computerized Database" services refer to providing databases for storing various types of information and acting as a liaison to receive data from other databases, enabling users to search for desired information. This also includes providing internet services, which means commercial services connecting users' computer systems to the internet network for communication and shared information system usage, including email, newsgroups, and internet-based applications.

Item 55. To provide satellite communication services and future radio mobile communication systems authorized by government agencies, state enterprises, or public organizations of all types and across all regions, both within Thailand and internationally. This includes production, installation, repair, maintenance, purchase, sale, importation, and exportation of such systems and equipment.

Item 56. To provide consulting, guidance, design, installation, planning, import, sale, repair, maintenance, and engineering and technical services related to radio networks, mobile phones, landline phones, telecommunications, multimedia, information technology, future radio mobile systems, and telecommunication devices.

Item 57. To engage in the design, survey, development, conversion, construction, installation, inspection, analysis, planning, manufacturing, consulting, sales, import, export, operation, repair, and maintenance of expressway systems, trams, trains, electric trains, or vehicles using alternative energy by land, water, air, and underground. This also includes all types of transportation systems and other related businesses involving expressways, trams, trains, electric trains, or vehicles using alternative energy across all modes of transport.

Moreover, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the amendment of Clause 3. of the Memorandum of Association to be as follows:

"Clause 3., Objectives of the Company, consists of 52 items, as detailed in Form Bor Mor Jor.002 attached."

In this regard, it is deemed appropriate to propose to the shareholders' meeting to approve the delegation of power to the person(s) authorized by the authorized directors to register the amendment of the Memorandum of Association of the Company with the Department of Business Development, the Ministry of Commerce and shall be empowered to amend or add wordings in accordance with the Registrar's instruction.

Opinion of the Board of Directors: The Board of Directors deemed appropriate to propose to the shareholders' meeting to approve the amendments of the Company's objectives and Clause 3. of the Memorandum of Association to be in line with the amendment of the Company's objectives and relevant authorization.

Resolution: The resolution for this agenda item requires a vote of **not less than three-fourths** of the total number of votes of the shareholders attending the meeting and entitled to vote, **including**

Agenda 9

To consider and approve the amendment to the share purchase agreement of Hello Bangkok LED Co., Ltd. between the Company and PLAN B Media Public Company Limited, which constitutes a disposal of assets and a connected transaction

Background: As the Company has determined a strategic approach to its business operations by reducing the operation of the advertising media business, the Company has disposed of outdoor advertising billboards in Thailand since 2021 and has disposed all its advertising media businesses in Malaysia during 2022, by focusing instead on expanding its ICT Solution business and ICT services business in the fields of infrastructure and transportation, which have strong potential for continuous growth.

Therefore, in order to comply with such strategic business, the Company proposed to the shareholders' meeting of the Company to consider and approve the disposal of the ordinary shares of Hello Bangkok LED Company Limited ("**Hello LED**"), amounting to 500,000 shares, with a par value of THB 100 per share, equivalent to 50 percent of the total number of issued shares of Hello LED (the "**Sale Shares**"), to Plan B Media Public Company Limited (the "**PLANB**") and/or a person designated by PLANB, at the purchase price of THB 4,000 per share, totaling THB 2,000,000,000 (the "**Disposal of Hello LED Shares**"), as well as the Company entered into the Share Purchase Agreement of Hello LED with PLANB on 26 March 2025 ("**Original SPA of Hello LED**"), which the Company was obtained the approval for the Disposal of Hello LED Shares from the Extraordinary General Meeting of Shareholders No. 1/2025 on 29 April 2025. According to the previous schedule, the Company expected that the Disposal of Hello LED Shares would be completed within 31 August 2025.

However, after the Extraordinary General Meeting of Shareholders No. 1/2025 of the Company resolved to approve the Disposal of Hello LED Shares, PLANB submitted a letter to the Company requesting to renegotiate the conditions of the Original SPA of Hello LED, including the extension of the timeline for executing the Disposal of Hello LED Shares transaction, due to the anticipated impact on the Thai economy and PLANB caused by the United States' import tariff policy. In this regard, the Company jointly discussed with PLANB regarding the amendment to the conditions of the Original SPA of Hello LED, reaching a solution by considering the strategic business of the Company and the best interests of both the Company and Company's shareholders. The key amendment conditions proposed to amend by PLANB, i.e., (1) the amendment to the Long-Stop Date (the "**Long-Stop Date**") extending to 13 August 2027, which PLANB shall execute the Disposal of Hello LED Shares within such period; and (2) the additional conditions for the payment of a non-refundable deposit, which has a value not exceeding THB 240,000,000, to the Company. In the event that PLANB does not proceed with the purchase of the Sale Shares by the Long-Stop Date, or the agreement is terminated due to the fault of PLANB, the Company shall be able to forfeit the deposit, which PLANB has been paid to the Company. PLANB also agrees to pay the remaining balance of the deposit in full until the total amount of THB 240,000,000 is reached (the "**Amendment Agreement to the SPA of Hello LED**"). Nevertheless, such deposit is a part of the payment for the purchase of shares if PLANB proceeds with the acquisition of shares according to the agreement. In this regard, the consideration for the Sale Shares remains at THB 2,000,000,000 as approved by the Extraordinary General Meeting of Shareholders No. 1/2025. The details of the amendment to the Share Purchase Agreement appeared in item 3 of the Information Memorandum on Assets Disposition and Related Party Transaction of Roctec

Global Public Company Limited (List 2) **Enclosure 5** (the “**Amendment to the SPA of Hello LED**”). In this regard, the purchase of the Sale Shares between the Company and PLANB must be only for the purchase of the entire Sale Shares in a single transaction, which will occur on the date that PLANB, as the purchaser, notifies the Company of its intention to complete the transaction under the conditions of the Amendment Agreement to the SPA of Hello LED by the Long-Stop Date. The Company shall not divide the sale of the Sale Shares to PLANB within the Long-Stop Date period.

The extension of the Long-Stop Date to 13 August 2027 is the period mutually agreed between the Company and PLANB, in which the Board of Directors has considered that such period is appropriate and provides a sufficient timeframe to resolve external factors affecting PLANB's business operations. Moreover, seeking a new purchaser, who is able to pay the same purchase price at THB 2,000,000,000 in place of PLANB is difficult, as the business of Hello LED is a business with a few major players. At present, the three leading markets in the out-of-home advertising business are VGI Public Company Limited (“**VGI**”), PLANB, and the Company. The acquisition of shares of Hello LED from the Company by PLANB will significantly support PLANB's business strategy. Based on PLANB's business experience, PLANB recognizes the potential and efficiency of Hello LED, enabling PLANB to enhance the value derived from the transaction in a way that other operators in the out-of-home advertising business are unable to achieve in the same manner. Therefore, seeking a new purchaser, who is able to pay the same purchase price in place of PLANB is difficult. In addition, the extension of the Long-Stop Date does not affect the Company's business operations, as the Company has no necessity to utilize the proceeds from the Disposal of Hello LED Shares during the period. If the Company has a new investment-worthy project, Company may consider utilizing other appropriate sources of funds for such investment. In addition, the expansion of the Company's ICT service business is primarily project-based. Under this approach, the Company receives deposits from customers prior to the commencement of operations, which helps reduce the reliance on the Company's working capital, as the deposit received are directly utilized to drive the project forward. Furthermore, as of 31 March 2025, the Company has a strong financial position, with cash and cash equivalents amounting to THB 1,837.87 million. In addition, the debt-to-equity ratio and interest-bearing debt-to-equity ratio are 0.52 times and 0.07 times, respectively, which are considered very low. This demonstrates the Company's strong ability to access additional sources of funding from financial institutions. Therefore, the Company has sufficient sources of funds to support its ongoing business operations and future business expansion, both from internal liquidity and its borrowing capacity. Therefore, the potential delay in the Company receiving proceeds from the Disposal of Hello LED Shares does not affect the Company's business operations.

In this regard, the Company shall utilize the deposit received from the Disposal of Hello LED Shares as working capital of the Company, and shall utilize the proceeds from Disposal of Hello LED Shares (deducting the deposit that Company has received from the Disposal of Hello LED Shares), which will be received by the Long-Stop Date, to expand its business and invest in the ICT Solutions business, including using such funds as working capital or for any other operations under the Company's utilization plan that are expected to increase returns for the Company's shareholders. If the Company has clarity on the plan for use of proceeds, including mergers and acquisitions related to the ICT Solution business or use of funds for any other purposes that differ from those specified, the Company will comply with the relevant regulations, such as the Notifications on Acquisition and Disposition, the Notifications on Connected Transactions, and other related regulations.

Although the Disposal of Hello LED Shares was approved by the Extraordinary General Meeting of Shareholders No. 1/2025, held on 29 April 2025, the Board of Directors is of the opinion that the Amendment to the SPA of Hello LED constitutes a material amendment to the conditions of the SPA of Hello LED and should be considered by the shareholders.

Therefore, the Board of Directors' Meeting No.2/2025-26, held on 30 May 2025, deemed it appropriate to propose to the 2025 Annual General Meeting of Shareholders to reconsider and reapprove the Disposal of Hello LED Shares and the Amendment to the SPA of Hello LED (collectively referred to as “**Disposal of Hello LED Shares Transaction under New Conditions**”). Even though, after the date on which the Board of Directors has resolved such a resolution, the court of the United States issued an order to suspend the import tariff policy, the effect of such order is still under appeal, and it remains uncertain how the outcome will affect the situation. In addition, the announcement of such policy by the United States has caused volatility in the global economic system and impacted overall market confidence, combined with the global and Thai economies continuing to face a slowdown and high uncertainty, resulting from political factors and rising international tensions, as well as financial and international trade-related factors. Such circumstances are seen by changes in consumer behavior, with greater caution in spending and tighter credit approval standards by financial institutions. Even if the tariff policy is legally repealed or suspended, the recovery of the global and Thai economies will still take time.

The Disposal of Hello LED Shares Transaction under New Conditions is a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, B.E. 2546 (2003) (as amended) (collectively, the “**Notifications on Connected Transactions**”) since BTS Group Holdings Public Company Limited (the “**BTS**”), a major shareholder of the Company, is also a major shareholder of PLANB by holding shares indirectly through VGI, resulting in PLANB being considered a connected person of the Company. In this regard, the details of the shareholding of BTS in the Company and PLANB appeared in the shareholding structure in item 2 of the Information Memorandum on Assets Disposition and Related Party Transaction of Roctec Global Public Company Limited (List 2) **Enclosure 5**. The size of the Disposal of Hello LED Shares Transaction under New Conditions is equivalent to 54.43 percent of the value of the net tangible asset (NTA) of the Company shown in the Company's consolidated financial statements, which has been audited by a certified public accountant, for the accounting period ending 31 March 2025. (The Company and its subsidiaries have no other connected transactions, which are required to comply with the Notifications on Connected Transactions with PLANB and related person of PLANB during the past 6 months prior to the date of approval of the Disposal of Hello LED Shares Transaction under New Conditions by the Board of Directors.) Due to the value of this connected transaction exceeded than 3 percent of the net tangible asset of the Company, therefore, the Company is required to disclose information memorandum regarding the connected transaction to the Stock Exchange of Thailand (the “**SET**”), appoint an independent financial advisor, and convene the shareholders' meeting of the Company to approve the entry into the connected transaction with a vote of not less than three-fourths of the total number of votes from shareholders who attend the meeting and having the right to vote, excluding the votes of shareholders having interests in vote counting pursuant to the criteria under the Notifications on Connected Transactions.

Moreover, when calculating the size of the Disposal of Hello LED Shares Transaction under New Conditions pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Asset B.E. 2547 (as amended) (collectively, the “**Notifications on Acquisition and Disposition**”), based on the total value of net operating profits criterion which gives the highest transaction value, is equivalent to

29.86 percent of the net operating profits of the Company according to the consolidated financial statements reviewed by the Company's certified auditor as of 31 March 2025. (The Company and its subsidiaries have no other asset disposition transactions, which are required to comply with the Notifications on Acquisition and Disposition within the past 6 months prior to the date of approval of this transaction by the Board of Directors.) Therefore, the Disposal of Hello LED Shares Transaction under New Conditions is considered a type 2 transaction according to the Notifications on Acquisition and Disposition, where the transaction size is equal to 15 percent or more but not exceeding 50 percent. Therefore, the Company is required to prepare a report and disclose the information memorandum on the entry into the asset disposition transaction of the Company to the SET in accordance with list (1) attached to the Notifications on Acquisition and Disposition immediately and send a notice to the Company's shareholders within 21 days from the date of disclosure of the information memorandum to the SET.

Since the Company is required to appoint an independent financial advisor and convene the shareholders' meeting of the Company to consider and approve the connected transaction. Therefore, the Company deems it appropriate to appoint an independent financial advisor to provide opinion on the asset disposition transaction to the Company's shareholders, and propose such matter to the shareholders' meeting of the Company to consider and approve the asset disposition transaction with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of shareholders having interests in vote counting, as if the Disposal of Hello LED Shares Transaction under New Conditions fall under type 1 transaction, the size of transaction that equivalent to or more than 50 percent but not exceeding 100 percent pursuant to the criteria stipulated in the Notifications on Acquisition and Disposition, simultaneously.

Additionally, the Amendment Agreement to the SPA of Hello LED specified that (a) in the event that the Company exercises its right to not proceed with the sale of shares to PLANB by the Long-Stop Date, or (b) the SPA of Hello LED is terminated due to the fault of the Company, the Company shall return the deposits already received in full, together with interest at a rate of 10.00 percent per annum, to PLANB. In this regard, such interest shall be calculated from the date on which the Company receives each installment of the deposit until the date on which the Company fully refunds the deposits to PLANB (the "**Termination Penalty**"). In this regard, the Termination Penalty at the rate of 10.00 percent per annum is reasonable, as it is comparable to the deposit amount that the Company is entitled to forfeit from PLANB in the event that PLANB fails to purchase the Sale Shares within the Long-Stop Date, or the agreement is terminated due to PLANB's fault amounting to THB 240,000,000. This amount represents 12 percent of the total purchase price of Hello LED's shares. Therefore, when comparing the penalty rate for PLANB's fault at 12 percent with the Termination Penalty of the Company at 10 percent, the Termination Penalty is considered reasonable. The details of the amendment to the Share Purchase Agreement appeared in item 3 of the Information Memorandum on Assets Disposition and Related Party Transaction of Roctec Global Public Company Limited (List 2) **Enclosure 5**

The agreement that allows the Company to consider the cancellation of the sale of shares to PLANB by the Long-Stop Date constitutes the right granted to the Company to reconsider the sale of shares of Hello LED at the time the transaction is to be executed, and PLANB has no right to compel the Company to proceed with the sale of shares of Hello LED. In the event that the deposit and the Termination Penalty are refunded to PLANB, the Disposal of Hello LED Shares Transaction under New Conditions shall not be carried out (i.e., the sale of the entire shares of Hello LED to PLANB will be cancelled). If this circumstance occurs, the Company will inform the shareholders via the SET's website. In this regard, the Termination Penalty payable by the Company to PLANB constitutes a connected transaction under the Notification on Connected Transactions, as PLANB is a connected person of the Company.

The size of the connected transaction is equivalent to 1.33 percent of the Company's net tangible assets (NTA), of the value of the net tangible asset (NTA) of the Company, as shown in the Company's consolidated financial statements audited, which has been audited by a certified public accountant, for the accounting period ending 31 March 2025. (The Company and its subsidiaries have not entered into any other connected transactions which are required to comply with the Notifications on Connected Transactions with PLANB and related person of PLANB during the past 6 months prior to the date of approval of the transaction by the Board of Directors.)

Furthermore, the calculation of the transaction size of the connected transaction is based on the Termination Penalty, at the rate of 10.00 percent per annum, of the maximum deposit amount that the Company will receive from PLANB, amounting to THB 240,000,000, calculated from the date on which PLANB makes a payment of each installment deposit. The first installment will occur on the date on which PLANB completes the purchase of shares of Hello LED from Win Harvest International Company Limited ("**Win Harvest**"), which is expected to be completed by July 31, 2025, until the date on which the Company fully refunds the deposit to PLANB. The calculation is based on the assumption that interest is calculated until the Long-Stop Date, resulting in a total of THB 48,920,547.95.

When combining the size of the connected transaction arising from the Disposal of Hello LED Shares Transaction under New Conditions with the payment of the Termination Penalty, the total size of the connected transaction will amount to 55.76 percent of the value of the net tangible asset (NTA) of the Company, as shown in the Company's consolidated financial statements audited, which has been audited by a certified public accountant, for the accounting period ending 31 March 2025. (The Company and its subsidiaries have not entered into any other connected transactions, which are required to comply with the Notifications on Connected Transactions, with PLANB and related persons of PLANB during the past 6 months prior to the date of approval of the transaction by the Board of Directors.)

In this regard, when PLANB become a shareholder of Hello LED, holding 50 percent jointly with the Company¹. The Company shall have one representative director out of a total of four directors, and PLANB shall have three representative directors out of a total of four directors. The authorized signatories shall be amended to any two directors to sign jointly with the company seal affixed. The Company believes that allowing PLANB, who is a leader in the out-of-home advertising business, to be the key management in Hello LED's day-to-day business operations would be more beneficial for Hello LED and would not have a negative impact on the Company's benefit. When PLANB completes the purchase of shares of Hello LED from Win Harvest and becomes a shareholder of Hello LED, holding 50 percent of the total issued shares, PLANB, on the same date, is required to enter into the shareholders' agreement of Hello LED and will be bound by the terms and conditions thereof, which stipulate that any decision on material matters of Hello LED, such as 1) the entering into a connected transaction with PLANB or the Company; 2) the entering into any agreement with any person with a transaction value exceeding THB 5 million per transaction or, in aggregate,

¹ The Company has been informed by PLANB that PLANB intends to purchase an additional 50.00 percent of the total number of issued shares of Hello LED from other shareholders of Hello LED, i.e., Win Harvest and Mr. Sathundon Sattabusya. PLANB is required to issue newly issued ordinary shares to VGI and Win Harvest (with a value of approximately THB 2,000,000,000) as payment for the purchase price of the shares of Hello LED to Win Harvest. PLANB is required to complete the process within 90 days from the date on which the shareholders' meeting resolves to approve, or by 28 July 2025. Otherwise, the approval resolution of the shareholders' meeting will cease, and PLANB will have to restart the entire approval process. If PLANB does not purchase the shares of Hello LED from Win Harvest by 31 July 2025, the Company may consider extending the payment period for the first Deposit installment, provided that such extension period shall not go beyond the Long-Stop Date. PLANB shall be required to pay the first Deposit installment to the Company on the date that PLANB purchases the shares of Hello LED from Win Harvest and pays the second Deposit installment on the first business day of the following month, with subsequent installments due every three months within the Long-Stop Date period.

exceeding THB 15 million during 12-month period; and 3) any other matters required by law to be approved by a special resolution of the shareholders' meeting, must be approved by the Company's representative director prior to implementation. Furthermore, the Company has negotiated an amendment to the Original SPA of Hello LED that, after the date on which PLANB holds 50 percent of the shares in Hello LED, the Company is no longer required to provide any further operational representations and warranties regarding Hello LED's business operations. As a result, the Company shall not be liable for damages due to breach of such representations and warranties. In addition, if PLANB is unable to complete the Disposal of Hello LED Shares Transaction under New Conditions by the Long-Stop Date, PLANB shall be responsible for amending the number of representative directors and the authorized signatories of Hello LED to reflect the shareholding proportion in Hello LED.

Additionally, The Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors that is responsible for reconsidering of the sale of Hello LED Shares to PLANB in the future. In the event that the Company considers the cancellation of the sale of shares to PLANB within Long-Stop Date under the relevant regulations and it will take into account a comparison between the benefits to the Company and the repayment of the deposit received along with the Termination Penalty. Furthermore, it is proposed to the shareholders' meeting to consider and approve the authorization to the Chief Executive Officer and/or a person assigned by the Chief Executive Officer to have the authority to undertake any other necessary actions and related to the Disposal of Hello LED Shares Transaction Under New Condition to the extent that it does not materially adversely affect the interests of the Company, such as actions that result in the Company receiving a reduced amount of share purchase proceeds or deposit, or actions that may cause materially damage to the Company, in order to complete the Disposal of Hello LED Shares Transaction Under New Condition.

The details of the Disposal of Hello LED Shares Transaction Under New Condition appeared in the Information Memorandum on Assets Disposition and Related Party Transaction of Roctec Global Public Company Limited (List 2) **Enclosure 5** and the Opinion of the Independent Financial Advisor Concerning Asset Disposition and Connected Transaction To Consider and Approve the Amendment to The Share Purchase Agreement of Hello Bangkok LED Company Limited **Enclosure 6**, which has been delivered to the shareholders together with the invitation letter for this meeting.

Summary of the timeline and actions of the Company and PLANB under the Amendment Agreement to the SPA of Hello LED are detailed as follows:

Action	Date
1. PLANB acquires 50 percent of shares in Hello LED from Win Harvest, in which PLANB shall notify the Company in advance of the scheduled date of such acquisition. On the date PLANB holds 50 percent of shares in Hello LED, the respective obligations of the Company and PLANB shall be as follows: <ul style="list-style-type: none"> 1.1 Change of directors and authorized directors of Hello LED; 1.2 The Company's obligations to provide operational representations and warranties relating to the business operations of Hello LED shall be lapsed; 1.3 PLANB shall enter into the shareholders' agreement of Hello LED with the Company; and 1.4 PLANB shall pay the deposit to the Company, with details as specified in the table below. 	Within 31 July 2025

Installment	Payment Date	Amount
Installment 1: Deposit	By 31 July 2025 ²	24,000,000.00
Installment 2: Deposit	First business day of August 2025	24,000,000.00
Installment 3: Deposit	First business day of November 2025	24,000,000.00
Installment 4: Deposit	First business day of February 2026	24,000,000.00
Installment 5: Deposit	First business day of May 2026	24,000,000.00
Installment 6: Deposit	First business day of August 2026	24,000,000.00
Installment 7: Deposit	First business day of November 2026	24,000,000.00
Installment 8: Deposit	First business day of February 2027	24,000,000.00
Installment 9: Deposit	First business day of May 2027	24,000,000.00
Installment 10: Deposit	First business day of August 2027	24,000,000.00
Total Deposit Amount		240,000,000.00
Final Installment: Remaining Balance	By 13 August 2027	1,760,000,000.00
Total Consideration for the Disposal of Hello LED Shares		2,000,000,000.00

Opinion of the Board of Directors: The Board of Directors considered and viewed that the Disposal of Hello LED Shares Transaction under New Conditions was appropriate, reasonable and beneficial to the best interests of the Company and the Company's shareholders, as the current global and Thai economic downturn, as well as the situation regarding the United States' import tariff policy, combined with the consideration of the value of Hello LED's business. The Board of Directors viewed that seeking a new purchaser, who is able to pay the same purchase price of THB 2,000,000,000, to in place of PLANB, would be difficult. This is due to the fact that Hello LED operates in a business market with a few major players, and PLANB is a market leader in the out-of-home advertising business. At present, the three leading markets in the out-of-home advertising business are VGI, PLANB, and the Company.

² PLANB agrees to pay the first installment of the deposit to the Company on the date of completion of PLANB's acquisition of shares in Hello LED from Win Harvest, which is expected to occur by 31 July 2025.

The acquisition of shares of Hello LED from the Company by PLANB will significantly support PLANB's business strategy. Based on PLANB's business experience, PLANB recognizes the potential and efficiency of Hello LED, enabling PLANB to enhance the value derived from the transaction in a way that other operators in the out-of-home advertising business are unable to achieve in the same manner. Therefore, seeking a new purchaser, who is able to pay the same purchase price in place of PLANB is difficult. The Board of Directors has considered that the extension of the Long-Stop Date to 13 August 2027 is appropriate and provides a sufficient timeframe to resolve external factors affecting PLANB's business operations and will not affect the Company's business operations.

The entry into Disposal of Hello LED Shares Transaction under New Conditions will benefit the Company, whereby the execution of Amendment Agreement to the SPA of Hello LED does not affect the share purchase price, which was initially agreed upon at THB 2,000,000,000. Therefore, if Hello LED's performance declines, the Company will still be entitled to receive the agreed purchase price of the Disposal of Hello LED Shares Transaction under New Conditions at THB 2,000,000,000, which helps reduce the risk of a negative change in the value of the Sale Shares in the future. Moreover, PLANB's proposal is to pay the deposit to the Company on a quarterly basis. This condition will mitigate the impact of the decline in monetary value over time (Time Value of Money), compared to receiving the payment for the sale of shares in a single installment on the Long-Stop Date and demonstrate PLANB's commitment to entering into the Disposal of Hello LED Shares Transaction under New Conditions. If PLANB does not pay the deposit in each installment as specified in the agreement or not enter into the Disposal of Hello LED Shares Transaction under New Conditions within the specified period, the Company shall be entitled to forfeit the entire deposit already received and PLANB is required to pay the remaining balance of the deposit in full until the total amount of THB 240,000,000 is reached. In addition, prior to the Long-Stop Date, the Board of Directors is able to consider the cancellation of the sale of the Sale Shares to PLANB if the cancellation of the sale of the Sale Shares is more beneficial to the Company than refunding all of the deposits already received by the Company, together with the Termination Penalty to PLANB. In such case, PLANB shall have no right to compel the Company to proceed with the sale of the Sale Shares to PLANB.

In addition, the Company has negotiated an amendment to the Original SPA of Hello LED, whereby, after the date on which PLANB holds 50 percent of the shares in Hello LED, the Company is no longer required to provide any further operational representations and warranties regarding Hello LED's business operations. As a result, the Company shall not be liable for damages due to breach of such representations and warranties.

Furthermore, upon the completion of the Disposal of Hello LED Shares Transaction under New Conditions, the Company is able to utilize the proceeds from Disposal of Hello LED Shares Transaction under New Conditions (deducting the deposit that Company has received from the Disposal of Hello LED Shares Transaction under New Conditions), to expand its business and invest in the ICT Solutions business, including using such funds as working capital or for any other operations under the Company's utilization plan that are expected to increase returns for the Company's shareholders.

Although, entry into the Disposal of Hello LED Shares Transaction under New Conditions has a negative impact to the Company, affecting the Company may receive the proceed from entry into the Disposal of Hello LED Shares Transaction under New Conditions later than originally scheduled, it does not affect the Company's business operations in any way, as the Company may consider utilizing other appropriate funding sources to invest in any new potentially worthwhile projects. At present, the Company's expansion of its ICT service business is primarily project-based. Under this approach, the Company receives deposits from customers prior to the commencement of operations, which helps reduce the reliance on the Company's working capital, as the deposits received are directly utilized to drive the project

forward. Furthermore, as of 31 March 2025, the Company has a strong financial position, with cash and cash equivalents amounting to THB 1,837.87 million. In addition, the debt-to-equity ratio and interest-bearing debt-to-equity ratio are 0.52 times and 0.07 times, respectively, which are considered very low. This demonstrates the Company's strong ability to access additional sources of funding from financial institutions. Therefore, the Company has sufficient sources of funds to support its ongoing business operations and future business expansion, both from internal liquidity and its borrowing capacity. Additionally, while PLANB has not completed the Disposal of Hello LED Shares Transaction under New Conditions, the Company shall retain the right to receive dividends from Hello LED's ordinary business operations as usual, comparing the unpaid purchase price to the remaining investment in Hello LED's shares, which continues to generate returns to the Company. This condition also enhances the Company's cash flow from the Disposal of Hello LED Shares Transaction under New Conditions, compensating for the two-year delay in receiving the purchase price in terms of the decline in monetary value over time (Time Value of Money).

In the event that the Company exercises the right to cancel the sale of shares to PLANB within the Long-Stop Date, or the Share Purchase Agreement of the Hello LED shares is terminated due to the Company's fault, the Company shall be obligated to refund all of the deposits already received by the Company, together with the Termination Penalty at the rate of 10 percent per annum on each installment of the deposit, calculated from the date that the Company received the respective deposit installment until the date the Company fully refunds such deposit to PLANB. The Board of Directors has considered and viewed that this rate is reasonable, as it is comparable to the deposit amount of THB 240,000,000 that the Company is entitled to forfeit from PLANB in the event that PLANB fails to purchase the Sale Shares within the Long-Stop Date, or the agreement is terminated due to PLANB's fault. This amount represents 12 percent of the total purchase price of Hello LED's shares. Therefore, when comparing the penalty rate for PLANB's fault at 12 percent with the Termination Penalty of the Company at 10 percent, the Termination Penalty is considered reasonable.

In this regard, the Board of Directors will reconsider the sale of shares of Hello LED at the time that the transaction is to be completed. If the Company wishes to cancel the sale of shares to PLANB, the Company must compare the benefits that would receive with the obligation to refund all of the deposits already received by the Company, together with the Termination Penalty to PLANB.

The amendment regarding the number of directors and authorized signatories is the result of negotiated conditions that during the period in which PLANB is a shareholder of Hello LED, holding 50 percent jointly with the Company. The Company shall have one representative director out of a total of four directors, and PLANB shall have three representative directors out of a total of four directors. The authorized signatories shall be amended to two directors to sign jointly with the company seal affixed. The Company believes that allowing PLANB, who is a leader in the out-of-home advertising business, to be the key management in Hello LED's day-to-day business operations would be more beneficial for Hello LED and would not have a negative impact on the Company's benefit. When PLANB completes the purchase of shares of Hello LED from Win Harvest and becomes a shareholder of Hello LED, holding 50 percent of the total issued shares, PLANB is required to enter into the shareholders' agreement of Hello LED and will be bound by the terms and conditions thereof, which stipulate that any decision on material matters of Hello LED, such as 1) the entering into a connected transaction with PLANB or the Company; 2) the entering into any agreement with any person with a transaction value exceeding THB 5 million per transaction or, in aggregate, exceeding THB 15 million during 12-month period; and 3) any other matters required by law to be approved by a special resolution of the shareholders' meeting, must be approved by the Company's representative director prior to implementation. In addition, if PLANB is unable to complete the Disposal of Hello LED Shares Transaction under New Conditions by the Long-Stop Date,

PLANB shall be responsible for amending the number of representative directors and the authorized signatories of Hello LED to reflect the shareholding proportion in Hello LED.

Based on the aforementioned reasons, the Board of Directors viewed that entering into the Amendment Agreement to the SPA of Hello LED with PLANB, to agree on the amendment to the conditions related to the Disposal of Hello LED Shares Transaction under New Conditions, with the key conditions as specified in item 3 of the Information Memorandum on Assets Disposition and Related Party Transaction of Roctec Global Public Company Limited (List 2) **Enclosure 5**, is appropriate, reasonable and beneficial to the best interests of the Company and the Company's shareholders and that the transaction conditions and the purchase price are as if the transaction had been entered into by any third party who was not a connected person. The Board of Directors deemed it appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the amendment to the share purchase agreement of Hello Bangkok LED Co., Ltd. between the Company and PLAN B Media Public Company Limited, which constitutes a disposal of assets and a connected transaction, including the relevant authorization, in all respects as proposed.

Resolution: The resolution for this agenda item requires a vote of **not less than three-fourths** of the total number of votes of the shareholders attending the meeting and entitled to vote, **including** abstentions from the calculation base but **excluding** the votes of shareholders with interests in vote counting.

In this regard, the name of shareholders who have interests as of 16 June 2025, which is the date for determining the list of shareholders who are entitled to attend the 2025 Annual General Meeting of Shareholders (Record Date), are not entitled to vote on this agenda as follows:

No.	Name of Shareholders	The number of shares held in the Company (Shares)	Percentage of the total number of issued shares of the Company (%)
1.	BTS's Group		
1.1	BTS Group Holdings Public Company Limited	4,907,758,035	60.46
1.2	BTS Group Holdings Public Company Limited by Metha Asset Management Company Limited	266,262,000	3.28
2.	PLANB	810,000,000	9.98

Agenda 10 Other Matters (If any)

The Company has published the invitation to attend the Annual General Meeting of Shareholder, together with the enclosures, on the Company's website since 24 June 2025 at:

<https://investor.roctecglobal.co.th/th/document/shareholder-meetings>.

The Company would like to invite the shareholders to attend the 2025 Annual General Meeting of Shareholders, which will be held on 24 July 2025 at 2:00 p.m. at Phayathai 4 Room, 6th Floor, Eastin Grand Hotel Phayathai, No. 18 Phayathai Road, Thung Phayathai Sub-district, Ratchathewi District, Bangkok 10400. The Company will conduct the meeting in accordance with its Articles of Association regarding shareholders' meetings, as further detailed in **Enclosure 8**.

In order to protect the rights and interests of shareholders, in the event that a shareholder is unable to attend the meeting in person, the shareholder may authorize one of the Company's independent directors to attend the meeting

and vote on their behalf. The names and profiles of the independent directors, as well as the Company's definition of independent directors, are provided in **Enclosure 7 Details and Information of Independent Directors**.

The Company has provided Proxy Form B to the shareholders as enclosed in **Enclosure 9**. Alternatively, shareholders may download Proxy Form A, Form B, or Form C from the Company's website at <https://investor.roctecglobal.co.th/th/document/shareholder-meetings>. Please duly execute only one of the specified forms.

The Company kindly requests shareholders to submit the completed proxy form together with the supporting documents for registration to the Company by 21 July 2025 through the following channels:

Email: register@roctecglobal.co.th

Postal Address:

Corporate Secretary Department
Roc Tech Global Public Company Limited
1000/9 BTS VISIONARY PARK – South Tower,
18th Floor, Rooms 1801–1807, Phahonyothin Road,
Chomphon Subdistrict, Chatuchak District,
Bangkok 10900, Thailand

Shareholders and/or proxy holders may register for the meeting from 12:00 p.m. on the meeting date. As the Company uses a barcode system for registration and vote counting, shareholders and/or proxy holders are

requested to present the invitation letter (registration form with QR code) on the meeting day. The registration procedures, required documents, proxy appointment, and voting procedures are detailed in **Enclosure 10**.

Please be informed accordingly.

Sincerely Yours,

Roctec Global Public Company Limited.

--- Signature ---

Mr. Chaiwat Atsawintarakun
Chairman of the Board of Directors

**The Minutes of the Extraordinary General Meeting of Shareholders No. 1/2025
 Roctec Global Public Company Limited
 29 April 2025**

Date, Time and Venue

The Extraordinary General Meeting of Shareholders No.1/2025 of Roctec Global Public Company Limited (the “**Company**”) was held on Tuesday, 29 April 2025 at 2.00 p.m. via an electronic means (e-EGM) (the “**Meeting**”) and recorded the Meeting in form of video.

Directors Present at the Meeting

- | | | |
|---|------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Mr. Chaiwat Atsawintarangkun | Chairman of the Board of Director, Audit Committee, and Chairman of Nomination and Remuneration Committee |
| 2 | Ms. Suparanan Tanviruch | Vice Chairman of the Board of Director, Corporate Governance Committee, Chairman of Sustainable Development Committee, and Chairman of Executive Committee |
| 3 | Mr. Weng Sam Lam | Director, Executive Committee, Chairman of Risk Management Committee, and Chief Executive Committee |
| 4 | Mr. Warawut Natpradith | Director |
| 5 | Mr. Sathundon Sattabusya | Director |
| 6 | Mr. Chalush Chinthammit | Independent Director, Chairman of the Audit Committee, Nomination and Remuneration Committee, and Corporate Governance Committee |
| 7 | Mr. Danai Tangsriviriyakul | Independent Director, Audit Committee, Nomination and Remuneration Committee, and Chairman of Corporate Governance Committee |

The number of directors presented at the Meeting is equivalent to 100 percent of total 7 directors.

Executives Present at the Meeting

- | | | |
|---|-----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Ms. Tamonwan Narintavanich | Executive Committee, Sustainable Development Committee, Risk Management Committee, Chief Financial Officer (CFO), and Company Secretary |
| 2 | Ms. Rodjana Trakulkoosri | Executive Committee, Sustainable Development Committee, Risk Management Committee, and Chief Business Development Officer (CBO) |
| 3 | Mrs. Uraiwan Boonyarataphan | Executive Committee, Sustainable Development Committee, Risk Management Committee, and Chief People Officer (CPO) |

Advisors Present at the Meeting
Independent Financial Advisor from Capital Advantage Company Limited

1. Mr. Patchara Netsuwan Chief Executive Director
2. Mr. Pisit Jeungpraditphan Managing Director, Investment Banking Division 3
3. Miss Saichalee Limaphichat Senior Director, Investment Banking Division 3

Legal Advisors from The Capital Law Office Limited

1. Mr. Paradorn Leosakul Partner
2. Miss Wipada Saksri Lawyer

Commencement of the Meeting

Mr. Chaiwat Atsawintarangkun, the Chairman of the Board of Director, acted as Chairman of the Meeting (the “**Chairman**”) and Miss Tamonwan Narintavanich acted as the Master of Ceremonies (the “**Company Secretary**” or the “**MC**”).

The Company Secretary explained the procedures for the vote counting and vote casting as follows:

1. Prior to vote casting of any agenda, the Chairman shall allow the shareholders to inquire about the details and inquiry.
2. With respect to the vote casting in the Meeting, every shareholder shall have the numbers of votes equal to the shares held by him/herself as one share one vote.
3. The shareholders attended the Meeting via electronics, and the proxies under the proxy Type A (Type Kor) and Type B (Type Khor) shall cast the vote only either approved, disapproved or abstained without separate the vote in each agenda.
4. The proxies of the shareholders whose names appeared in the shareholder registration book being the foreign investors and assigned the custodian in Thailand to keep and to take care of their shares using the proxy Type C (Type Khor) shall be entitled to separate their votes in each agenda.
5. With respect to the vote casting in each agenda, the MC shall inquire whether there is any person who disapprove or abstain in such agenda, the shareholder who wishes to vote disapprove or abstain shall mark the vote in disapprove or abstain through his/her screen. The Company will deduct disapproval and abstain from the total votes and the remaining shall be regarded as the approved votes.

After informing the Meeting regarding the voting procedures and vote counting, the MC proceeded to share general information regarding the capital and shares of the Company, as follows:

Registered Capital	THB 1,189,821,397.20
Divided into	11,898,213,972 registered shares
Paid-up Capital	THB 811,797,617.70
Issued and Paid-Up Shares	8,117,976,177 shares
Par Value per Share	THB 0.10

As of the date for determining the names of shareholders being entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2025 (Record Date) on 3 March 2025, the Company had 7,130 shareholders, consisting of 7,122 Thai shareholders, holding 8,116,875,435 shares in aggregate, which is equivalent to 99.99 percent of the total paid-up shares of the Company, and 8 foreign shareholders holding 1,100,742 shares in aggregate, which is equivalent to 0.01 percent of the total paid-up shares of the Company.

In this Meeting, there were 42 shareholders present in person and by proxy in total, holding altogether 6,550,470,182 shares, representing 80.6909 percent of the total paid-up shares of the Company. A quorum was, therefore, duly formed according to the Articles of Association of the Company, which required at least 25 shareholders to attend a meeting in person or by proxy or not less than half of the total number of shareholders and collectively hold not less than one-third of the total paid-up shares of the Company, which is equal to 2,705,990,707 shares.

Then, the Chairman started the Meeting, and the Company Secretary proceeded with the agendas as specified in the invitation letter, as follows:

Agenda 1 To Consider and certify the minutes of the 2024 Annual General Meeting of Shareholders, held on 26 July 2024

The Company Secretary informed the Meeting that that the Company has prepared the minutes of the 2024 Annual General Meeting of Shareholders, held on 26 July 2024, which was prepared within 14 days from the date of the meeting. In this regard, the said minutes

has been published on the Company's website. The details of which are as set forth in enclosure 1, which has been delivered to the shareholders together with the invitation letter for this Meeting.

The Board of Directors deemed it appropriate to propose to the Meeting to consider and certify the minutes of the 2024 Annual General Meeting of Shareholders, held on 26 July 2024 and viewed that the said minutes was correctly and completely recorded.

Then, The Chairman gave the opportunity to the Meeting to express opinions and inquire about questions regarding this agenda, which had not any shareholders questioning or opining regarding this agenda.

After that, The Chairman proposed the Meeting to vote in this agenda

Resolution:

The Meeting resolved to certify the minutes of the 2024 Annual General Meeting of Shareholders, held on 26 July 2024, as details proposed above, with the following voting results:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the meeting and casting their votes
Approve	6,551,402,482	100
Disapprove	0	-
Abstain	0	-
Total (44 persons)	6,551,402,482	100

(**Remark:** The resolution of this agenda item requires a simple majority vote of the shareholders attending the Meeting and casting their votes, excluding abstentions from the calculation base.)

Agenda 2
To consider and approve the disposition of the ordinary shares of Hello Bangkok LED Company Limited, which constitutes a disposal of asset, a connected transaction, and compliance with post-tender offer obligations under the takeover regulations

The Company Secretary informed the Meeting that as the Company has determined a strategic approach to its business operations by reducing the operation of the advertising media business, the Company has disposed of outdoor advertising billboards in Thailand since 2021 and has disposed all its advertising media businesses in Malaysia during 2022, focusing instead on expanding its ICT Solution business. The Company aims to expand its ICT services in the fields of infrastructure and transportation, which have continuous growth potential. Therefore, in order to comply with such strategic business, the Company has considered disposing of additional assets related to advertising media to enhance resource management efficiency. The Company aims to use the proceeds from such a disposition to expand its business and invest in the ICT Solutions business to capitalize on potential investment opportunities, improve the Company's financial liquidity, and the funds will be used as working capital. In this regard, the utilization of investment funds will be considered carefully, prioritizing the best interests of the Company and its shareholders.

The Company intends to dispose of the ordinary shares of Hello Bangkok LED Company Limited ("**Hello LED**"), an associate company in which the Company hold 50 percent of the total number of issued shares of Hello LED, that engages in static billboard and digital LED advertising media business. The Company will dispose 500,000 ordinary shares of Hello LED, with a par value of THB 100 per share, equivalent to 50 percent of the total number of issued shares of Hello LED, to Plan B Media Public Company Limited ("**PLANB**") and/or a person designated by PLANB, at the purchase price of THB 4,000

per share, totalling THB 2,000,000,000 (Two thousand million Baht) (the “**Disposal of Hello LED Shares Transaction**”). The Disposal of Hello LED Shares Transaction is in line with the Company’s business strategy adjustment plan, focusing on the ICT solutions business and after the completion of the Disposal of Hello LED Shares Transaction, Hello LED will cease to be an associate company of the Company. In this regard, the Company expects that the Disposal of Hello LED Shares Transaction will be completed within the second quarter of 2025.

The Disposal of Hello LED Shares Transaction is a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, B.E. 2546 (2003) (as amended) (collectively, the “**Notifications on Connected Transactions**”) since BTS Group Holdings Public Company Limited (“**BTS**”), a major shareholder of the Company, is also a major shareholder of PLANB by holding shares indirectly through VGI Public Company Limited (“**VGI**”), resulting in PLANB being considered a connected person of the Company.

The size of the Disposal of Hello LED Shares Transaction is equivalent to 55.81 percent of the value of the net tangible asset (NTA) of the Company shown in the Company's consolidated financial statements, which has been reviewed by a certified public accountant, for the accounting period ending 31 December 2024. (The Company and its subsidiaries have no other connected transactions with PLANB during the past 6 months prior to the date of approval of the Disposal of Hello LED Shares Transaction by the Board of Directors.) Due to the value of this connected transaction exceeded than 3 percent of the net tangible asset of the Company. Therefore, the Company is required to disclose information memorandum regarding the connected transaction to the Stock Exchange of Thailand (the “**SET**”), appoint an independent financial advisor, and convene the shareholders’ meeting of the Company to approve the entry into the connected transaction with a vote of not less than three-fourths of the total number of votes from shareholders who attend the meeting and having the right to vote, excluding the votes of shareholders having interests in vote counting pursuant to the criteria under the Notifications on Connected Transactions.

Moreover, when calculating the size of the Disposal of Hello LED Shares Transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Asset B.E. 2547 (as amended) (collectively, the “**Notifications on Acquisition and Disposition**”), based on the total value of net operating profits criterion which gives the highest transaction value, is equivalent to 33.37 percent of the net operating profits of the Company according to the consolidated financial statements reviewed by the Company’s certified auditor as of 31 December 2024. (The Company and its subsidiaries have no other asset disposition transactions within the past 6 months prior to the date of approval of this transaction by the Board of Directors) Therefore, the Disposal of Hello LED Shares Transaction is considered a type 2 transaction according to the Notifications on Acquisition and Disposition, where the transaction size is equal to 15 percent or more but not exceeding 50 percent.

Therefore, the Company is required to prepare a report and disclose the information memorandum on the entry into the asset disposition transaction of the Company to the SET in accordance with list (1) attached to the Notifications on Acquisition and Disposition

immediately and send a notice to the Company's shareholders within 21 days from the date of disclosure of the information memorandum to the SET.

Nevertheless, the entry into the transaction on this occasion is in line with the Company's business plan, which focuses on the ICT Solutions businesses, the Company is required to appoint an independent financial advisor and convene the shareholders' meeting to consider and approve the connected transaction. Therefore, the Company deemed it appropriate to appoint an independent financial advisor to provide opinion on the asset disposition transaction to the Company's shareholders, and propose such matter to the shareholders' meeting of the Company to consider and approve the asset disposition transaction with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of shareholders having interests in vote counting, as if the Disposal of Hello LED Shares Transaction fall under type 1 transaction, the size of transaction that equivalent to or more than 50 percent but not exceeding 100 percent pursuant to the criteria stipulated in the Notifications on Acquisition and Disposition, simultaneously.

This Disposal of Hello LED Shares Transaction is in line with the Company's business plan and aligns with the Company's business strategy adjustment plan, focusing on the ICT solutions business. The Company has planned to dispose of the shares of Hello LED before the tender offer for all securities of on 23 August 2024. However, the tender offer of BTS outlined the plan for the acquisition and disposition of assets of the Company, specifying that there is no plan to dispose of the Company's material assets within one year from the end of the tender offer period. (The tender offer period ended on 31 October 2024) Nevertheless, the Disposal of Hello LED Shares Transaction has occurred within one year from the end of the tender offer period. Therefore, in order to ensure the compliance that the Disposal of Hello LED Shares Transaction is in line with the Company's business plan, focusing on the ICT Solutions business, and to duly comply with the relevant laws, including but not limited to the announcements and the regulations regarding the tender offer, the connected transactions and the acquisition or disposal of assets, including the Tender Offer of Securities of BTS. Therefore, the Company deems it appropriate to propose this matter to the shareholders' meeting for consideration and approval the proceedings that materially differ from those specified in the Tender Offer of Securities of BTS within one year from the end of the tender offer period, along with requesting for approval for the entry into the disposal of assets transaction and related party transaction. Therefore, this agenda will require approval by a vote of no less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of shareholders having interests in vote counting as if the compliance with the Notifications on Acquisition and Disposition and the Notifications on Connected Transactions. Additionally, the Company will also prepare a notification letter to the Office of the Securities and Exchange Commission for acknowledgement after obtaining approval from the shareholders' meeting.

In this regard, the Company will utilize the proceeds from the Disposal of Hello LED Shares Transaction to expand its business and invest in the ICT Solution business, as well as for working capital or carrying out other activities that are expected to generate greater returns for the shareholders of the Company. In this regard, if the Company has clarity on the plan for use of proceeds, including mergers and acquisitions related to the ICT Solution business or use of funds for any other purposes that differ from those specified, the Company will proceed as required by the relevant regulations, including but not limited to the Notifications on Acquisition and Disposition, the Notifications on Connected Transactions, and other related regulations.

In this regard, the details of the Disposal of Hello LED Shares Transaction appeared in the Information Memorandum on Assets Disposition and Related Party Transaction of Roctec

Global Public Company Limited (List 2) enclosure 2 and the Opinion of the Independent Financial Advisor concerning the Asset Disposition and the Connected Transaction of Roctec Global Public Company Limited enclosure 3, which has been delivered to the shareholders together with the invitation letter for this Meeting.

The Board of Directors had considered and viewed that the entry into the Disposal of Hello LED Shares Transaction was appropriate, reasonable and beneficial to the best interests of the Company and the Company's shareholders, as the purchase price and the conditions for the entry into the transaction were appropriate and reasonable as if the transaction has been entered into by any third party who was not a connected person and the entry into the Disposal of Hello LED Shares Transaction will be beneficial to the Company and the shareholders of the Company, as well as in line with the Company's business strategy adjustment plan, focusing on ICT Solutions. Therefore, the Board of Directors deemed it appropriate to propose to the Extraordinary Shareholder Meeting No. 1/2025 to consider and approve the Disposal of Hello LED Shares Transaction, which constitutes a disposal of assets, a connected transaction, and compliance with post-tender offer obligations under the takeover regulations, as well as the relevant authorization, with details as proposed in all respects.

Additionally, the Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider and approve the assignment to the Chief Executive Officer and/or a person assigned by the Chief Executive Officer to have the authority to undertake any other necessary actions and related to the Disposal of Hello LED Shares Transaction in order to complete the Disposal of Hello LED Shares Transaction.

Then, the Chairman gave opportunity to the Meeting to express opinions and inquire about questions regarding this agenda, which had shareholders question details in this agenda as follows:

Question: Chayanon Kraipanon, Shareholder	Answer: Mr. Weng Sam Lam, Chief Executive Committee
How does the Company plan to utilize the THB 2,000 million to be received from the disposal of Hello LED? Will there be a special dividend or a share buyback to enhance shareholder value?	As for the amount of 2,000 million baht received, it will be divided into two phases. In the short term, the Company will consider holding cash, as it believes that holding cash in the present provides an advantage. The Company will consider depositing the funds with financial institutions that offer the highest returns. In the medium and long term, it is expected that this portion of funds will be used to develop the Company's capabilities in providing ICT solutions, which are the Company's core business, with an emphasis on in-house R&D. As for whether there will be a special dividend or a share repurchase to enhance shareholder value, the management will take it under consideration.

Question: Bhuwanart Na Songkla, Shareholder' Rights Protection Volunteer, Thai Investors Association	Answer: Sarun Sriweraskul, Investor Relation
<p>1. Regarding the disposal of Hello LED share, which is considered a connected transaction, did the Board of Directors consider seeking other buyers who are not connected persons before making this decision to disposal?</p> <p>2. The Company stated that the reason for disposal the advertising business is to focus on expanding the business and investing in ICT Solution Business instead. Therefore, I would like to know the progress in investing in ICT Solution Business and the proportion of funds obtained from the disposal of shares in this transaction that will be allocated to investment in ICT Solution Business.</p>	<p>1. The Company's Board of Directors has considered various factors, including discussions with other potential buyers, and is of the opinion that the transaction proposed to the shareholders' meeting is appropriate.</p> <p>2. Investment in the ICT Solution business requires relatively low capital, as funding for project execution is typically provided by customers through the bidding process. Therefore, the investment required for the ICT Solution business will primarily be for in-house R&D. The Company aims to focus on the ICT Solution business, which currently accounts for approximately 85% of total revenue, while the advertising business contributes only 15%.</p>

After that, The Chairman proposed the Meeting to vote in this agenda

Resolution:

The Meeting resolved to approve the disposition of the ordinary shares of Hello Bangkok LED Company Limited, which constitutes a disposal of asset, a connected transaction, and compliance with post-tender offer obligations under the takeover regulations as well as the relevant authorization, with details as proposed in all respects and with the following voting results:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and entitled to vote
Approve	601,181,847	99.9234
Disapprove	460,900	0.0766
Abstain	0	0.0000
Total (41 persons)	601,642,747	100

(**Remark:** The resolution for this agenda item requires a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and entitled to vote, including abstentions from the calculation base but excluding the votes of shareholders with interests in vote counting.)

In this regard, the list of shareholders with an interest who are not entitled to vote on this agenda item is as follows:

No.	Name of Shareholders	The number of shares held in the Company (Shares)	Percentage of the total number of issued shares of the Company (%)
1.	BTS Group Holdings Public Company Limited's Group		

No.	Name of Shareholders	The number of shares held in the Company (Shares)	Percentage of the total number of issued shares of the Company (%)
1.1	BTS Group Holdings Public Company Limited	4,887,187,635	60.20
1.2	BTS Group Holdings Public Company Limited by Metha Asset Management Company Limited	252,572,100	3.11
2.	Plan B Media Public Company Limited	810,000,000	9.98

Agenda 3 Other Matters (If any)

In addition, the Section 105 paragraph two of the Public Company Limited Act has determined that the shareholders holding shares in aggregate not less than one-third of the total paid-up shares may request the Meeting to consider other matters other than those specified in the invitation to the Meeting. There are no shareholders propose other matters for considering, then, The Chairman gave the opportunity to the Meeting to express opinions and inquire about questions regarding this agenda, which had shareholders question details in this agenda as follows:

Question: Chayanon Kraipanon, Shareholder	Answer: Mr. Weng Sam Lam, Chief Executive Committee
1. Regarding the SRT project for which the Company won the bid jointly, which part of the project is the Company responsible for? What is the approximate value of the Company's portion of the work, and from which quarter will revenue recognition begin? Upon completion of this project, will there be opportunities to further expand into additional related work?	<p>1. This project is the installation of a communication system, specifically the fiber optic network infrastructure, for State Railway of Thailand. The project is being carried out in the form of a consortium in collaboration with two other partners, namely Sky ICT Public Company Limited and United Telecom Sale & Services Company Limited (UTEL). The total project value is approximately THB 1,500 million, with the Company's share being around one-third, or approximately THB 500 million. It is expected that a portion of the revenue can be recognized in the fiscal year 2025/26.</p> <p>In this regard, this project is considered the establishment of communication system infrastructure, which has the potential to expand into other projects in the future, whether through the expansion of the existing system or in the case where State Railway of Thailand plans to extend the network. The Company has a high likelihood of being responsible for this part of the work.</p> <p>Furthermore, this project is considered the Company's first transportation solution project obtained from government agency of Thailand, which marks an important step in establishing the Company's government project portfolio and serves as a foundation that enables the Company to participate in future government project bids.</p>

<p>2. With BTS Group Holdings Public Company Limited increasing its shareholding in the Company, are there any new projects or collaborative plans being prepared for launch this year or in the near future?</p> <p>3. Does the Company have an opportunity to participate in the 2030 Smart City project in Hong Kong, and what is the current level of clarity regarding this project?</p> <p>4. What are the Company's plans for business expansion or investment in new projects in 2025, and what approach does it take to risk assessment and management?</p>	<p>2. As for the increased shareholding of BTS Group Holdings Public Company Limited (“BTSG”) in the Company, it is currently in the first phase. The Company has held discussions with BTSG’s affiliated companies regarding the potential for future business collaboration. One of the Company’s core products and services is Smart Solutions, and at present, discussions are underway with various parties, including BTSG and other partners, on possible areas of collaboration across multiple dimensions. Should there be any significant progress or a clear conclusion, the Company will inform shareholders and investors.</p> <p>3. The concept of a 'Smart City' is still considered a new idea for both the public and private sectors. However, it is a long-term goal that the Company is committed to pursuing. As for Smart City projects, a core component is the Transportation Solutions system, in which the Company has direct experience. At present, the Company is a key provider of Internet of Things (“IOT”) solutions for airport systems, high-speed rail systems, and mass transit systems, particularly in the MTR segment. The Company's objective is to develop Smart Solutions that enhance the efficiency of public transportation operators, elevate the passenger experience, and further strengthen safety.</p> <p>However, the development of IOT (Smart Solutions) leading toward a Smart City requires a foundation in network infrastructure and data management, in which the Company has over 30 years of experience in Data Networks, including parallel development in Cyber Security. Therefore, Smart City remains a long-term goal. In the meantime, we continue to serve our clients by integrating innovation into the Company’s existing business segments.</p> <p>In this regard, the Company also continues to explore and develop additional service opportunities by utilizing its in-house R&D to identify new channels, with the aim of continuously enhancing services for customers and users within the Company’s systems.</p> <p>4. The Company’s growth outlook for 2025 continues to focus on its core business in ICT Solutions. The Company has plans to expand this business, particularly in areas related to Smart Solution and Smart City, which are connected to the application of Artificial Intelligence (AI) in developing services that effectively meet customer requirements.</p>
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	<p>In terms of target markets, the Company currently derives its main revenue base from Thailand and Hong Kong, and is in the process of discussions with international partners and clients to explore the feasibility of market expansion, particularly in transportation-related projects. Should there be any developments, the Company will inform shareholders and investors.</p> <p>Regarding the issue of risk management, the Company would like to clarify that, due to the nature of its business—participating in project bidding where the client is the primary investor—the Company’s financial risk remains at a low level. However, the potential risks can be categorized into two main types:</p> <p>Financial risk – remains limited in accordance with the nature of the projects.</p> <p>Technical risk – the Company has over 30 years of business experience and has established systems and measures for prudent risk management to ensure that such risks do not affect the Company’s performance.</p>
Question: Bhuwanart Na Songkla, Shareholder’s Rights Protection Volunteer, Thai Investors Association	Answer: Ms. Tamonwan Narintavanich, Company Secretary
<p>The Thai Investors Association places importance on encouraging shareholders to participate more actively in AGM and EGM meetings. Therefore, we would like to inquire whether the Company will be able to organize future shareholder meetings in a hybrid format, as this approach also encourages by the Securities and Exchange Commission.</p>	<p>The Company has made efforts to organize the Annual General Meeting of Shareholders primarily in the form of a physical meeting. However, convening the meeting in a hybrid format—both physical and electronic would incur additional expenses. The Company intends to manage its costs in a manner that maximizes benefit to shareholders, given the relatively low number of shareholders attending the meetings.</p> <p>In this regard, the Company acknowledges the desire of certain shareholders to meet and engage directly with directors and executives. Therefore, the Company tends to prioritize convening physical meetings and had already made arrangements to reserve the meeting venue. Nevertheless, due to the recent earthquake incident, the Company was compelled to shift the meeting format to an electronic platform.</p> <p>However, the Company will consider organizing the next Annual General Meeting of Shareholders as a physical meeting in the first instance, and hereby expresses its appreciation to all shareholders on this occasion.</p>

Since there was no shareholder express opinion or inquiries, the Chairman thanked the shareholders for taking time to the Meeting and declares the Meeting adjourned at 15.20 p.m.

Yours sincerely,
Roctec Global Public Company Limited.

-Signature-

(Mr. Chaiwat Atsawintarakun)
Chairman of the Board of Director

(-Translation-)

Candidate's Profiles

Nominating Board Member

The company has invited the shareholders to nominate qualified person to be elected as the Company's director prior to the meeting. However, none of shareholders proposal in this matter has been received. The Nomination and Remuneration Committee has considered the qualifications, knowledge, competency, experience, performance and term of each director, the Nomination and Remuneration Committee recommended that the Board of Directors propose to the shareholders' meeting to consider the re-election of these 3 directors as the Company's director namely;

1. Mr.Chaiwat Atsawintarangkun

Category of Director Proposed for Appointment: Chairman of the Board of Director (Independent Director) / Audit Committee /Chairman of Nomination and Remuneration Committee

Age: 73

Education:

- Master of Business Administration, Thammasat University
- Bachelor of Law, Ramkhamhaeng University
- Bachelor of Business Administration, Ramkhamhaeng University
- Master of Education Curriculum and Teaching Methodology (Teaching Chinese as a foreign language), Beijing Language and Cultural University)
- Bachelor of Arts in Chinese Languages (Trade & Economics), Beijing Language and Cultural University

Training:

Training Programs by the Thai Institute of Directors Association (IOD):

- Navigating Risks and Capturing Opportunities in the Warming World
- Future Ready Boards – NRC Nomination and Compensation Strategies
- Future Economy 2025
- Science-Based Targets for Climate Mitigation at the Board Level
- Sustainability-Related Financial Disclosures
- Systematic Transformation for Future-Ready Organizations
- Essential Innovation Metrics for Board Members
- The Role of Lead Independent Directors in Thai Business
- Climate Governance
- The Role of the Audit Committee
- Preventing Fraud in the Organization: Roles and Responsibilities
- Leadership Amidst Volatility and Distrust
- Ethical Leadership Program
- From "Net-Zero" to "Set-Zero": Reimagining the Business Landscape
- What Directors Should Know About Quantum
- AACP Program, Class 42/2021
- Board Nomination and Compensation Program (BNCP), Class 3/2017
- Director Certification Program (DCP), Class 81/2006
- Audit Committee and Continuing Development Program (ACP), Class 12/2006
- Director Accreditation Program (DAP), Class 24/2004

Other Training Programs:

EY Office Limited:

- EY Talk – How the Global Minimum Tax Impacts Your Financial Reporting?
- Transform with IFRS S Integration
- Key Concerns of Audit Committees in the Age of Great Transformation



(-Translation-)

PricewaterhouseCoopers Consulting Ltd (PWC.)

- Sustainability Reporting & ESG
- Enhancing Audit Committee Oversight Capability with Emerging Standards and Technologies

The Federation of Accounting Professions

- All TFRS Standards 2024, Class 1/24 (Course No. 6)
- Review of Previous Topics and Updates on TFRS for NPAEs and Proper Classification of Financial Statement Items, Class 3/24
- In-depth Accounting Practices on Revenue for NPAEs, Class 3/24
- AC HOT UPDATE Program: Preparing for the New Era of Corporate Governance Towards Sustainability
- Audit Committee Seminar Program – Get Ready for the Year-End

Other:

- The Importance of the Audit Committee in Strengthening Investor Confidence in the Thai Capital Market **The Stock Exchange of Thailand**
- Thai Barrister-at-Law Program **The Institute of Legal Education of the Thai Bar Association**

Date of appointment of Director: 25 May 2022

Shareholding in the Company: -none-

Family Relationship between Director and Executive: -none-

Other Positions in Company, Subsidiaries and Associated Companies: -none-

Other Listed Companies:

2022 – Present	Chairman of the Board and Chairman of the Audit Committee Super Turtle Public Company Limited
2013 – Present	Chairman of the Audit Committee and Independent Director Eastern Polymer Group Public Company Limited
2004 – Present	Chairman of the Audit Committee and Independent Director Krungthai Car Rent and Lease Public Company Limited
2003 – Present	Chairman of the Audit Committee and Independent Director Syntec Construction Public Company Limited
2005 – 2024	Independent Director and Audit Committee Member, Rabbit Holdings Public Company Limited

Other Companies:

2005 - Present	Director	Boathouse Hua Hin Co., Ltd.
1997 - Present	Executive Partner and Director	Prospect Consulting Co., Ltd.

Period as the Director:

Period 1: May 25, 2022 – July 27, 2022

Period 3: July 27, 2022 – July 24, 2025

(The total term as directorship of the Company: 3 years 1 Months 29 Days)

Meeting attendance in 2024/25:

Attending Board Meeting:	9/9 times, equivalent to 100 %
Attending Audit Committee	5/5 times, equivalent to 100%
Attending Nominations and Remuneration committee	1/1 times, equivalent to 100%
Attending 2024 Annual General Meeting of shareholder	1/1 time, equivalent to 100 %

Criminal offense record during the past 10 years

1. Being adjudged of convicting a crime or being on trial for convicting a crime. –none-
2. Being adjudged bankrupt or a receiver is appointed. –none-
3. Being a management in the company of partnership which is adjudged bankrupt, or a receiver is appointed. -none-

(-Translation-)

2. Mr. Warawut Natpradith

Category of Director Proposed for Appointment: Director (Non Executive Director)/Executive Committee

Age: 46

Education:

- Honorary Master of Business Administration in Business Administration, Maejo University

Training (Thai Institute of Directors – IOD):

- Director Accreditation Program (DAP) Class 163/2019

Date of Appointment as Director: 10 August 2021

Shareholding in the Company: None

Family Relationship with Executives: None

Positions in the Company, Subsidiaries, and Associated Companies: -None-

Positions in Other Listed Companies:

- 2020 – 2024: Executive Committee Member, Kerry Express (Thailand) Public Company Limited
- 2019 – 2024: Director and Chief Operations Officer, Kerry Express (Thailand) Public Company Limited
- 2017 – 2019: Deputy General Manager, Kerry Express (Thailand) Public Company Limited

Positions in Other Companies:

- 2023 – Present: Director, Melly Team2 Co., Ltd.
- 2023 – Present: Director, Conduit Associates (Thailand) Co., Ltd.
- 2023 – Present: Director, Melly Team Co., Ltd.
- 2021 – 2024: Director, Kerry Express - Central Co., Ltd.
- 2021 – 2024: Director, Kerry Express Betagro Co., Ltd.
- 2020 – 2024: Director, Kerry Express Service Co., Ltd.
- 2020 – 2024: Director, Miracle Rich Holding Co., Ltd.

Period as the Director:

Period 1: August 10, 2021 – July 27, 2023

Period 2: July 24, 2023 – July 24, 2025

(The total term as directorship of the Company: 3 years 11 Months 14 Days)

Meeting attendance in 2024/25:

Attending Board Meeting: 5/5 times, equivalent to 100 %

Attending 2024 Annual General Meeting of shareholders: 1/1 time, equivalent to 100 %

Criminal offense record during the past 10 years

1. Being adjudged of convicting a crime or being on trial for convicting a crime. –none-
2. Being adjudged bankrupt or a receiver is appointed. –none-
3. Being a management in the company of partnership which is adjudged bankrupt or a receiver is appointed. –none-



(-Translation-)

3. Mr.ChotchawalLeetrairong

Position: Director (Non Executive Director) / Executive Committee

Age:43

Education:

- Master of Business Administration, University of Illinois at Urbana-Champaign, USA
- Bachelor of Engineering, Chulalongkorn University

Training (Thai Institute of Directors – IOD): -None -

Shareholding in the Company (%): - None–

Family Relationship with Executives: None

Positions in the Company, Subsidiaries, and Associated Companies:

2018 – Present	Director	VGI Maco (Singapore) Private Limited
2021 – Present	Director	PT VGI MAS INVESTASI

Other Listed Companies in Thailand:

2024 – Present	Chief Officer of MATCH Business	BTS Group Holdings Public Company Limited
2021 – 2024	Deputy Chief Officer of MATCH Business	BTS Group Holdings Public Company Limited
2017 – 2024	Vice President, Office of the CEO	BTS Group Holdings Public Company Limited
2013 - 2017	Associate Director, Business	VGI Public Company Limited
2011 – 2013	Senior Investment Banking Executive	Kasikornbank Public Company Limited

Positions in Other Companies:

Jan 2025 – Present	Director	HHT Construction Company Limited
2024 – Present	Director	Smart Cleaning Solution Company Limited
2023 – Present	Director	Metha Asset Management Company Limited
2021 – Present	Director	Rabbit Life Insurance Public Company Limited
2019 – Present	Director	VGI AnyMind Technology Company Limited
2018 – Present	Director	BV Media Ads Company Limited
2016 – Present	Director	Groupwork Company Limited
2007 – 2011	AVP, Investment Banking	TISCO Securities Company Limited

Period as the Director: Director nominated for appointment to replace the director retiring by rotation

Meeting attendance in 2024/25: -

Criminal offense record during the past 10 years

1. Being adjudged of convicting a crime or being on trial for convicting a crime. –none-
2. Being adjudged bankrupt or a receiver is appointed. –none-
3. Being a management in the company of partnership which is adjudged bankrupt or a receiver is appointed. –none-



(-Translation-)

2. Additional qualifications for the nominated independent directors.

(Conflict of interest with a company / parent company / subsidiary / associated company or a juristic person that may have conflicts in the current or past two years)

Relations	Nominated Independent Directors
	Mr.Chaiwat Atsawintarakun
Shares held in company	
- number of shares	- None -
- % of all shares with voting rights	-
Relations to the company, parent company, associated company or juristic entity with whom conflict arose during the past two years.	
- Director managing staff, employees or consultant on payroll.	- None -
- Provider of professional service such as auditor or legal consultant	- None -
- Business relations such as purchase and sale of raw materials, provision of services, lending or borrowing (state the sizes of transactions)	- None -

3. Information on holding shares in Roctec Global Public Company Limited of the nominated persons. (Include the relevant individual as defined in (2) of the definition of "Relevant person" in Section 89/1 of the Securities and Exchange Act and the relevant juristic person as prescribed in (3) Of the definition of "Relevant persons" in Section 89/1 of the Securities Act)

Nominees	Number of shares	% of shares with voting rights
1.Mr.Chaiwat Atsawintarakun	- None -	-
2. Mr.Warawuth Natpradith	- None -	-
3. Mr.Chotchawal Leetrairong	- None -	-

4. Director or executive positions held in registered companies or other businesses

Nominees	Listed companies		Other businesses/ non registered companies	Positions held in companies or business competing with or related to the Company's business
	No.	Type of director		
1.Mr.Chaiwat Atsawintarakun	4	Chairman of the Board and Chairman of the Audit Committee	2	- None -
2. Mr.Warawuth Natpradith	- None -	-	3	- None -
3. Mr.Chotchawal Leetrairong	1	Chief Officer of MATCH Business	7	- None -

*(-Translation-)***5. Independent Director Definition**

1. Holding shares not exceeding 0.5% of the total number of shares with voting rights of the company, its parent company, subsidiary, associated company, major shareholder or controlling person of the company, including shares held by persons related to such independent director;
2. Not being or having been a director involved in management, a staff, employee, consultant who receives regular salary, being a controlling person of the company, parent company, subsidiary, associated company, same-level subsidiary, major shareholder or of the person having control over the company unless the foregoing status has ended not less than 2 years ago
3. Not being a person related by bloodline or legal registration as father, mother, spouse, sibling, and child, including the spouse of the executive's child, major shareholder, controller or persons who will be nominated as executives or controlling persons of the company or its subsidiaries.
4. Not having or having had a business relationship with the company, parent company, subsidiary company, associated company, major shareholder or a controlling person of the company in a manner that may obstruct the exercise of his independent judgment including not being or having been a significant shareholder or a controlling person of persons having business relationship with the company, parent company, subsidiaries, associated companies, major shareholders or a controlling person of the company unless the foregoing status has ended not less than 2 years ago
5. Not being or having been an auditor of the company, parent company, subsidiary company, associated company, major shareholder or a controlling person of the company and not being a significant shareholder, controlling person or partner of the audit firm where the auditor of the company, parent company, subsidiary company, associated company, major shareholder or controlling person of the company is employed, unless the foregoing status has ended not less than 2 years ago
6. Not being or having been a professional service provider, including providing legal advisory services or being a financial advisor who receives service fees of more than two million baht per year from the company, parent company, subsidiary company, associated company, major shareholder or a controlling person of the company and not being a significant shareholder controlling person or a partner of that professional service provider, unless the foregoing status has ended not less than 2 years ago.
7. Not being a director who has been appointed as a representative of the company's directors, major shareholder or shareholder who is a person related to a major shareholder of the company.
8. Not operating a business that has the same nature and is in significant competition with the business of the company, its subsidiaries, or is not a partner holding significant portion of partnership or being a director who is involved in the management of employee, staff, or acting as advisor who receives regular salary or holding more than one percent of the total number of shares with voting rights of any other company which operates a business of the same nature and in significant competition with the business of the company or its subsidiaries.
9. Does not have any other status that make him unable to express independent opinions on the company's operations.

Profiles and Work Experience of Auditors

Mr. Preecha Arunnara

Partner

EY Office Limited

Certified Public Accountant No. 5800

Profiles and Work Experience

Working Period : 1996 - Present

Professional Qualification : Certified Public Accountant and Thai SEC-approved auditor

Academic Qualification : Master of Business Economics, Thammasat University
Bachelor of Accounting, Chulalongkorn University

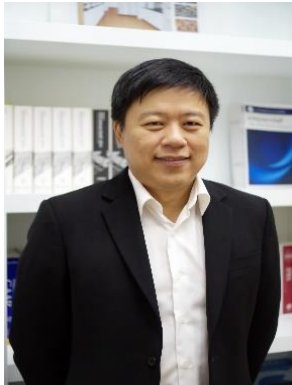
Experience : More than 28 years of public accounting experience with EY serving clients in a wide range of industries, including both multinational corporations and listed companies in Thailand. His industry knowledge and experience includes manufacturing, service, trading, and oil & gas industries.

Relationship with or interest in (except for the audit service) the Company, subsidiaries, executives, major shareholders, or their related persons capable of undermining the ability to perform duties independently : - None -

Contact Details

: **EY Office Limited**
 33rd Floor, Lake Rajada Office Complex 193/136-137
 Rajadapisek Road, Klongtoey, Bangkok 10110
 Telephone : 0 2264-9090
 Facsimile : 0 2264-0789
 E-mail : preecha.arunnara@th.ey.com

Profiles and Work Experience of Auditors



Mr. Vatcharin Pasarapongkul

Partner

EY Office Limited

Certified Public Accountant No. 6660

Profiles and Work Experience

Working Period	: 1999 - Present
Professional Qualification	: Certified Public Accountant and Thai SEC-approved auditor
Academic Qualification	: Master of Science in Accounting, Thammasat University Bachelor of Science in Accounting, Thammasat University
Experience	: More than 25 years of public accounting experience with EY serving clients in a wide range of industries, including multinational corporations and listed companies in Thailand, and is specialized in the technology and telecommunications, manufacturing, services, and real estate industries.
Relationship with or interest in (except for the audit service) the Company, subsidiaries, executives, major shareholders, or their related persons capable of undermining the ability to perform duties independently	: - None -
Contact Details	: EY Office Limited 33 rd Floor, Lake Rajada Office Complex 193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110 Telephone : 0 2264-9090 Facsimile : 0 2264-0789 E-mail : Vatcharin.pasarapongkul@th.ey.com

Profiles and Work Experience of Auditors



Mr. Serm Brisuthikun

Partner

EY Office Limited

Certified Public Accountant No. 9452

Profiles and Work Experience

Working Period	: 2003- Present
Professional Qualification	: Certified Public Accountant and Thai SEC-approved auditor
Academic Qualification	: Bachelor of Accounting, Chulalongkorn University
Experience	: He has more than 20 years of public accounting experience serving listed companies in a wide range of industries, including multinational corporations and listed companies in Thailand, and is specialized in the construction, manufacturing service, and distribution of consumer and industrial products industries. Moreover, he also has experience in supporting clients to make an initial public offerings on the Stock Exchange of Thailand.
Relationship with or interest in (except for the audit service) the Company, subsidiaries, executives, major shareholders, or their related persons capable of undermining the ability to perform duties independently	: - None -

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(-Translation-)

**Information Memorandum on Assets Disposition and Related Party Transaction of
Roctec Global Public Company Limited (List 2)**

As Roctec Global Public Company Limited (“**Company**”) has determined a strategic approach to its business operations by reducing the operation of the advertising media business, the Company has disposed of outdoor advertising billboards in Thailand since 2021 and has disposed all its advertising media businesses in Malaysia during 2022, by focusing on expanding its ICT Solution business and ICT services business in the fields of infrastructure and transportation, which have strong potential for continuous growth .

Therefore, in order to comply with such strategic business, the Company proposed to the shareholders’ meeting of the Company to consider and approve the disposal of the ordinary shares of Hello Bangkok LED Company Limited (“**Hello LED**”), amounting to 500,000 shares, with a par value of THB 100 per share, equivalent to 50 percent of the total number of issued shares of Hello LED (the “**Sale Shares**”), to Plan B Media Public Company Limited (the “**PLANB**”) and/or a person designated by PLANB, at the purchase price of THB 4,000 per share, totaling THB 2,000,000,000 (the “**Disposal of Hello LED Shares**”), as well as the Company entered into the Share Purchase Agreement of Hello LED with PLANB on 26 March 2025 (“**Original SPA of Hello LED**”), which the Company was obtained the approval for the Disposal of Hello LED Shares from the Extraordinary General Meeting of Shareholders No. 1/2025 on 29 April 2025. According to the previous schedule, the Company expected that the Disposal of Hello LED Shares would be completed within 31 August 2025.

However, after the Extraordinary General Meeting of Shareholders No. 1/2025 of the Company resolved to approve the Disposal of Hello LED Shares, PLANB submitted a letter to the Company requesting to renegotiate the conditions of the Original SPA of Hello LED, including the extension of the timeline for executing the Disposal of Hello LED Shares transaction, due to the anticipated impact on the Thai economy and PLANB caused by the United States’ import tax policy. In this regard, the Company jointly discussed with PLANB regarding the amendment to the conditions of the Original SPA of Hello LED, reaching a solution by considering the strategic business of the Company and the best interests of both the Company and Company’s shareholders. The key amendment conditions proposed to amend by PLANB, i.e., (1) the amendment to the Long-Stop Date (the “**Long-Stop Date**”) extending to 13 August 2027, which PLANB shall execute the Disposal of Hello LED Shares within such period; and (2) the additional conditions for the payment of a non-refundable deposit, which has a value not exceeding THB 240,000,000, to the Company. In the event that PLANB does not proceed with the purchase of the Sale Shares by the Long-Stop Date, or the agreement is terminated due to the fault of PLANB, the Company shall be able to forfeit the deposit, which PLANB has been paid to the Company. PLANB also agrees to pay the remaining balance of the deposit in full until the total amount of THB 240,000,000 is reached (the “**Amendment Agreement to the SPA of Hello LED**”). Nevertheless, such deposit is a part of the payment for the purchase of shares if PLANB proceeds with the acquisition of shares according to the agreement. In this regard, the consideration for the Sale Shares remains at THB 2,000,000,000 as approved by the Extraordinary General Meeting of Shareholders No. 1/2025. The details of the amendment to the Share Purchase Agreement appeared in item 3 below (the “**Amendment to the SPA of Hello LED**”). In this regard, the purchase of the Sale Shares between the Company and PLANB must be only for the purchase of the entire Sale Shares in a single transaction, which will occur on the date that PLANB, as the purchaser, notifies the Company of its intention to complete the transaction under the conditions of the Amendment Agreement to the SPA of Hello LED by the Long-Stop Date. The company shall not divide the sale of the Sale Shares to PLANB within the Long-Stop Date period.

The extension of the Long-Stop Date to 13 August 2027 is the period mutually agreed between the Company and PLANB, in which the Board of Directors has considered that such period is appropriate and provides a sufficient timeframe to resolve external factors affecting PLANB's business operations.

Moreover, seeking a new purchaser, who is able to pay the same purchase price at THB 2,000,000,000 in place of PLANB is difficult, as the business of Hello LED is a business with a few major players. At present, the three leading markets in the out-of-home advertising business are VGI Public Company Limited (“VGI”), PLANB, and the Company. The acquisition of shares of Hello LED from the Company by PLANB will significantly support PLANB’s business strategy. Based on PLANB’s business experience, PLANB recognizes the potential and efficiency of Hello LED, enabling PLANB to enhance the value derived from the transaction in a way that other operators in the out-of-home advertising business are unable to achieve in the same manner. Therefore, seeking a new purchaser, who is able to pay the same purchase price in place of PLANB is difficult. In addition, the extension of the Long-Stop Date does not affect the Company’s business operations, as the Company has no necessity to utilize the proceeds from the Disposal of Hello LED Shares during the period. If the Company has a new investment-worthy project, Company may consider utilizing other appropriate sources of funds for such investment. In addition, the expansion of the Company’s ICT service business is primarily project-based. Under this approach, the Company receives deposits from customers prior to the commencement of operations, which helps reduce the reliance on the Company’s working capital, as the deposit received are directly utilized to drive the project forward. Furthermore, as of 31 March 2025, the Company has a strong financial position, with cash and cash equivalents amounting to THB 1,837.87 million. In addition, the debt-to-equity ratio and interest-bearing debt-to-equity ratio are 0.52 times and 0.07 times, respectively, which are considered very low. This demonstrates the Company’s strong ability to access additional sources of funding from financial institutions. Therefore, the Company has sufficient sources of funds to support its ongoing business operations and future business expansion, both from internal liquidity and its borrowing capacity. Therefore, the potential delay in the Company receiving proceeds from the Disposal of Hello LED Shares does not affect the Company’s business operations.

In this regard, the Company shall utilize the deposit received from the Disposal of Hello LED Shares as working capital of the Company, and shall utilize the proceeds from Disposal of Hello LED Shares (deducting the deposit that Company has received from the Disposal of Hello LED Shares), which will be received by the Long-Stop Date, to expand its business and invest in the ICT Solutions business, including using such funds as working capital or for any other operations under the Company’s utilization plan that are expected to increase returns for the Company’s shareholders. If the Company has clarity on the plan for use of proceeds, including mergers and acquisitions related to the ICT Solution business or use of funds for any other purposes that differ from those specified, the Company will comply with the relevant regulations, such as the Notifications on Acquisition and Disposition, the Notifications on Connected Transactions, and other related regulations.

Although the Disposal of Hello LED Shares was approved by the Extraordinary General Meeting of Shareholders No. 1/2025, held on 29 April 2025, the Board of Directors is of the opinion that the Amendment to the SPA of Hello LED constitutes a material amendment to the conditions of the SPA of Hello LED and should be considered by the shareholders. Therefore, the Board of Directors’ Meeting No.2/2025-26, held on 30 May 2025, deemed it appropriate to propose to the 2025 Annual General Meeting of Shareholders to reconsider and reapprove the Disposal of Hello LED Shares and the Amendment to the SPA of Hello LED (collectively referred to as “**Disposal of Hello LED Shares Transaction under New Conditions**”). Even though, after the date on which the Board of Directors has resolved such a resolution, the court of the United States issued an order to suspend the import tariff policy, the effect of such order is still under appeal, and it remains uncertain how the outcome will affect

the situation. In addition, the announcement of such policy by the United States has caused volatility in the global economic system and impacted overall market confidence, combined with the global and Thai economies continuing to face a slowdown and high uncertainty, resulting from political factors and rising international tensions, as well as financial and international trade-related factors. Such circumstances are seen by changes in consumer behavior, with greater caution in spending and tighter credit approval standards by financial institutions. Even if the tariff policy is legally repealed or suspended, the recovery of the global and Thai economies will still take time.

The Disposal of Hello LED Shares Transaction under New Conditions is a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, B.E. 2546 (2003) (as amended) (collectively, the “**Notifications on Connected Transactions**”) since BTS Group Holdings Public Company Limited (the “**BTS**”), a major shareholder of the Company, is also a major shareholder of PLANB by holding shares indirectly through VGI, resulting in PLANB being considered a connected person of the Company. In this regard, the details of the shareholding of BTS in the Company and PLANB appeared in the shareholding structure in item 2. below. The size of the Disposal of Hello LED Shares Transaction under New Conditions is equivalent to 54.43 percent of the value of the net tangible asset (NTA) of the Company shown in the Company's consolidated financial statements, which has been audited by a certified public accountant, for the accounting period ending 31 March 2025. (The Company and its subsidiaries have no other connected transactions, which are required to comply with the Notifications on Connected Transactions with PLANB and related person of PLANB during the past 6 months prior to the date of approval of the Disposal of Hello LED Shares Transaction under New Conditions by the Board of Directors.) Due to the value of this connected transaction exceeded than 3 percent of the net tangible asset of the Company, therefore, the Company is required to disclose information memorandum regarding the connected transaction to the Stock Exchange of Thailand (the “**SET**”), appoint an independent financial advisor, and convene the shareholders’ meeting of the Company to approve the entry into the connected transaction with a vote of not less than three-fourths of the total number of votes from shareholders who attend the meeting and having the right to vote, excluding the votes of shareholders having interests in vote counting pursuant to the criteria under the Notifications on Connected Transactions.

Moreover, when calculating the size of the Disposal of Hello LED Shares Transaction under New Conditions pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Asset B.E. 2547 (as amended) (collectively, the “**Notifications on Acquisition and Disposition**”), based on the total value of net operating profits criterion which gives the highest transaction value, is equivalent to 29.86 percent of the net operating profits of the Company according to the consolidated financial statements reviewed by the Company’s certified auditor as of 31 March 2025. (The Company and its subsidiaries have no other asset disposition transactions, which are required to comply with the Notifications on Acquisition and Disposition within the past 6 months prior to the date of approval of this transaction by the Board of Directors.) Therefore, the Disposal of Hello LED Shares Transaction under New Conditions is considered a type 2 transaction according to the Notifications on Acquisition and Disposition, where the transaction size is equal to 15 percent or more but not exceeding 50 percent. Therefore, the Company is required to prepare a report and disclose the information memorandum on the entry into the asset disposition transaction of the Company to the SET in accordance with list (1) attached to the Notifications on Acquisition and Disposition immediately and send a notice to the Company’s shareholders within 21 days from the date of disclosure of the information memorandum to the SET.

Since the Company is required to appoint an independent financial advisor and convene the shareholders' meeting of the Company to consider and approve the connected transaction. Therefore, the Company deems it appropriate to appoint an independent financial advisor to provide opinion on the asset disposition transaction to the Company's shareholders, and propose such matter to the shareholders' meeting of the Company to consider and approve the asset disposition transaction with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of shareholders having interests in vote counting, as if the Disposal of Hello LED Shares Transaction under New Conditions fall under type 1 transaction, the size of transaction that equivalent to or more than 50 percent but not exceeding 100 percent pursuant to the criteria stipulated in the Notifications on Acquisition and Disposition, simultaneously.

Additionally, the Amendment Agreement to the SPA of Hello LED specified that (a) in the event that the Company exercises its right to not proceed with the sale of shares to PLANB by the Long-Stop Date, or (b) the SPA of Hello LED is terminated due to the fault of the Company, the Company shall return the deposits already received in full, together with interest at a rate of 10.00 percent per annum, to PLANB. In this regard, such interest shall be calculated from the date on which the Company receives each installment of the deposit until the date on which the Company fully refunds the deposits to PLANB (the "**Termination Penalty**"). In this regard, the Termination Penalty at the rate of 10.00 percent per annum is reasonable, as it is comparable to the deposit amount that the Company is entitled to forfeit from PLANB in the event that PLANB fails to purchase the Sale Shares within the Long-Stop Date, or the agreement is terminated due to PLANB's fault amounting to THB 240,000,000. This amount represents 12 percent of the total purchase price of Hello LED's shares. Therefore, when comparing the penalty rate for PLANB's fault at 12 percent with the Termination Penalty of the Company at 10 percent, the Termination Penalty is considered reasonable.

The agreement that allows the Company to consider the cancellation of the sale of shares to PLANB by the Long-Stop Date constitutes the right granted to the Company to reconsider the sale of shares of Hello LED at the time the transaction is to be executed, and PLANB has no right to compel the Company to proceed with the sale of shares of Hello LED. In this regard, the Company will propose to the shareholders' meeting to authorize the Board of Directors to reconsider the sale of shares of Hello LED in the future, taking into account a comparison between the benefits the Company would receive and the obligation to refund all of the deposits already received by the Company, together with such Termination Penalty.

In the event that the deposit and the Termination Penalty are refunded to PLANB due to the termination of the agreement, resulting in the Disposal of Hello LED Shares Transaction under New Conditions shall not be carried out (i.e., the sale of the entire shares of Hello LED to PLANB will be cancelled). If this circumstance occurs, the Company will inform the shareholders via the SET's website. In this regard, the Termination Penalty payable by the Company to PLANB constitutes a connected transaction under the Notification on Connected Transactions, as PLANB is a connected person of the Company. The size of the connected transaction is equivalent to 1.33 percent of the Company's net tangible assets (NTA), of the value of the net tangible asset (NTA) of the Company, as shown in the Company's consolidated financial statements audited, which has been audited by a certified public accountant, for the accounting period ending 31 March 2025. (The Company and its subsidiaries have not entered into any other connected transactions which are required to comply with the Notifications on Connected Transactions with PLANB and related person of PLANB during the past 6 months prior to the date of approval of the transaction by the Board of Directors.) Furthermore, the calculation of the transaction size of the connected transaction is based on the Termination Penalty, at the rate of 10.00 percent per annum, of the maximum deposit amount that the Company will receive from PLANB, amounting to THB 240,000,000, calculated from the date on which PLANB makes a payment of each

installment deposit. The first installment will occur on the date on which PLANB completes the purchase of shares of Hello LED from Win Harvest International Company Limited (“**Win Harvest**”), which is expected to be completed by July 31, 2025, until the date on which the Company fully refunds the deposit to PLANB. The calculation is based on the assumption that interest is calculated until the Long-Stop Date, resulting in a total of THB 48,920,547.95.

When combining the size of the connected transaction arising from the Disposal of Hello LED Shares Transaction under New Conditions with the payment of the Termination Penalty, the total size of the connected transaction will amount to 55.76 percent of the value of the net tangible asset (NTA) of the Company, as shown in the Company’s consolidated financial statements audited, which has been audited by a certified public accountant, for the accounting period ending 31 March 2025. (The Company and its subsidiaries have not entered into any other connected transactions, which are required to comply with the Notifications on Connected Transactions, with PLANB and related persons of PLANB during the past 6 months prior to the date of approval of the transaction by the Board of Directors.)

In this regard, when PLANB become a shareholder of Hello LED, holding 50 percent jointly with the Company. The Company shall have one representative director out of a total of four directors, and PLANB shall have three representative directors out of a total of four directors. The authorized signatories shall be amended to any two directors to sign jointly with the company seal affixed. The Company believes that allowing PLANB, who is a leader in the out-of-home advertising business, to be the key management in Hello LED’s day-to-day business operations would be more beneficial for Hello LED and would not have a negative impact on the Company’s benefit. When PLANB completes the purchase of shares of Hello LED from Win Harvest and becomes a shareholder of Hello LED, holding 50 percent of the total issued shares, PLANB, on the same date, is required to enter into the shareholders' agreement of Hello LED and will be bound by the terms and conditions thereof, which stipulate that any decision on material matters of Hello LED, such as 1) the entering into a connected transaction with PLANB or the Company; 2) the entering into any agreement with any person with a transaction value exceeding THB 5 million per transaction or, in aggregate, exceeding THB 15 million during 12-month period; and 3) any other matters required by law to be approved by a special resolution of the shareholders' meeting, must be approved by the Company’s representative director prior to implementation. Furthermore, the Company has negotiated an amendment to the Original SPA of Hello LED that, after the date on which PLANB holds 50 percent of the shares in Hello LED, the Company is no longer required to provide any further operational representations and warranties regarding Hello LED’s business operations. As a result, the Company shall not be liable for damages due to breach of such representations and warranties. In addition, if PLANB is unable to complete the Disposal of Hello LED Shares Transaction under New Conditions by the Long-Stop Date, PLANB shall be responsible for amending the number of representative directors and the authorized signatories of Hello LED to reflect the shareholding proportion in Hello LED.

Therefore, the Company would like to disclose the information memorandum regarding the Disposal of Hello LED Shares Transaction under New Conditions pursuant to the Notifications on Connected Transactions and the Notifications on Acquisition and Disposition, with details as follows:

1. Date / Month / Year of the Transaction

After the Board of Directors’ Meeting No. 2/2025-26, held on 30 May 2025, resolved to approve the Disposal of Hello LED Shares Transaction under New Conditions, the Company will enter into the Amendment Agreement to the SPA of Hello LED with PLANB, which will become effective upon obtaining approval from the 2025 Annual General Meeting of Shareholders, which will be held on 24 July 2025. In this regard, the Company has entered into the Amendment Agreement to the SPA of Hello LED with PLANB on 18 June 2025.

Additionally, the Disposal of Hello LED Shares Transaction under New Conditions will be completed when PLANB pays the purchase price of the Sale Shares to the Company (deducting the deposit that Company has received) and the Company transfers entire of the Sale Shares to PLANB. The completion

of the transaction will occur on the date that PLANB, as the purchaser, notifies the Company of its intention to complete the transaction under the conditions of the Amendment Agreement to the SPA of Hello LED. However, such transaction must be executed by the Long-Stop Date, which is 13 August 2027.

2. Related Parties and Relationship with the Company

The Seller : The Company

The Purchaser : PLANB

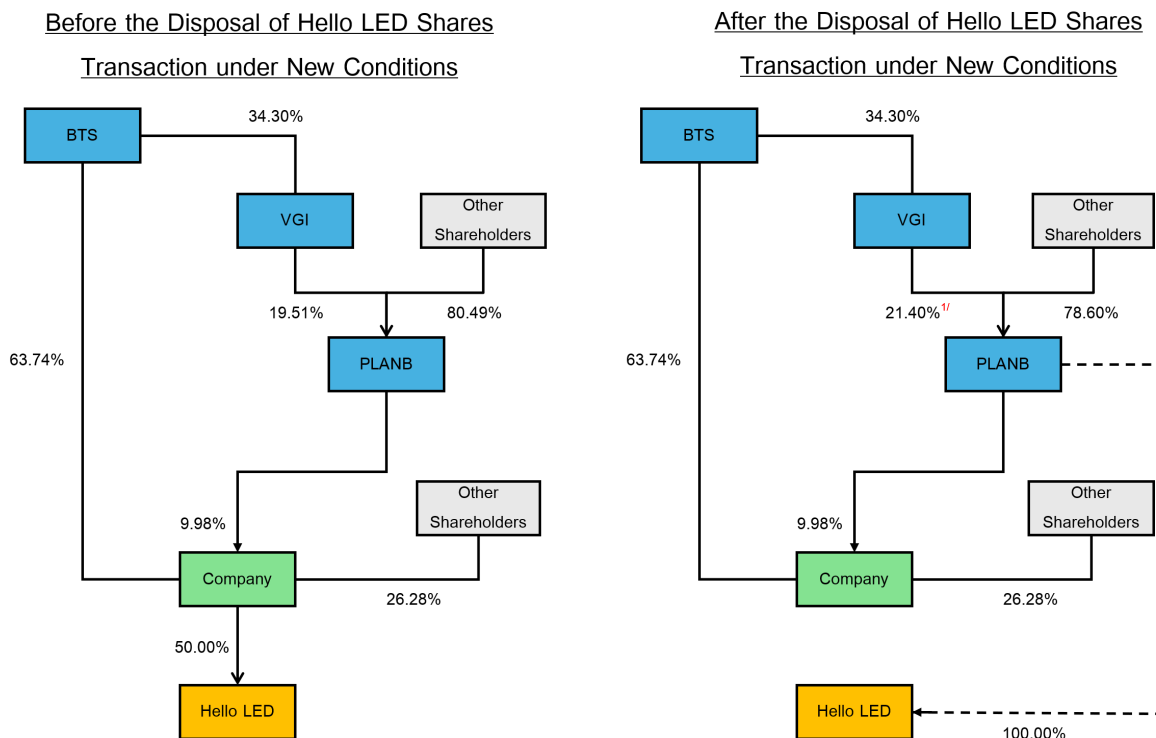
Relationship with the Company : PLANB is a connected person of the Company according to the Notifications on Connected Transactions, since PLANB has the same major shareholder as the Company, i.e., BTS.

As of 30 April 2025, BTS holds 63.74 percent of the total number of issued shares of the Company.

In addition, as of 9 May 2025, BTS holds 34.3 percent of the total number of issued shares of VGI, and, as of 14 March 2025, VGI hold 19.51 percent of the total number of issue shares of PLANB. Therefore, BTS is considered an indirect major shareholder of PLANB.

Additionally, as of 30 April 2025, PLANB directly holds 9.98 percent of the total number of issued shares of the Company.

In this regard, the shareholding structure of BTS in the Company and PLANB are detailed as follows:



^{1/} The Company was informed by VGI that, VGI will subscribe for the newly issued ordinary shares of PLANB, which are allocated to specific persons, resulting in VGI holding 21.40 percent of the total

number of issued shares of PLANB, which is expected to occur within 3 months from the 2025 Annual General Meeting of Shareholders of PLANB. (29 April 2025)

3. General Description of the Transaction

The Company will dispose entirely of the ordinary shares of Hello LED that the Company holds amounting to 500,000 shares, with a par value of THB 100 per share, or equivalent to 50 percent of the total number of issued shares of Hello LED, to PLANB, at the purchase price of THB 4,000 per share, totaling THB 2,000,000,000. After PLANB acquires an additional 50.00% of the total issued shares of Hello LED from Win Harvest and Mr. Sathundon Sattabusya, Hello LED will become a subsidiary of PLANB and will be classified as an associate company of the Company (whereas previously Hello LED was classified as a joint venture of the Company). However, the recognition of Hello LED's operating results in the Company's financial statements will remain unchanged. After the entry into the Disposal of Hello LED Shares Transaction under New Conditions and the completion of the transaction under the conditions of the Amendment Agreement to the SPA of Hello LED, Hello LED will cease to be an associate company of the Company.

In this regard, the Company has entered into the Amendment Agreement to the SPA of Hello LED with PLANB on 18 June 2025. The Amendment Agreement to the SPA of Hello LED will become effective upon obtaining approval from the 2025 Annual General Meeting of Shareholders of the Company.

Additionally, the Disposal of Hello LED Shares Transaction under New Conditions will be completed when PLANB pays the purchase price of the Sale Shares to the Company (deducting the deposit that Company has received) and the Company transfers entire of the Sale Shares to PLANB. The completion of the transaction will occur on the date that PLANB, as the purchaser, notifies the Company of its intention to complete the transaction under the conditions of the Amendment Agreement to the SPA of Hello LED by the Long-Stop Date. However, such transaction must be executed by the Long-Stop Date, which is 13 August 2027.

The summary of key terms and conditions of the draft Amendment Agreement to the SPA of Hello LED are as follows:

1) Parties

- The Company (as the Seller)
- PLANB (as the Purchaser)

2) The Effectiveness of the Amendment Agreement to the SPA of Hello LED

The Amendment Agreement to the SPA of Hello LED will become effective upon obtaining approval for the Company to enter into the Disposal of Hello LED Shares Transaction under New Conditions from the 2025 Annual General Meeting of Shareholders of the Company.

3) The Summary of Key Conditions of the Amendment Agreement to the SPA of Hello LED That Are Different from the Original SPA of Hello LED

Matters	The Original Conditions	The Amended Conditions
1. The Amendment to the Long-Stop Date	Long-Stop Date means 31 August 2025, or any later date as agreed upon by the parties in writing.	Long-Stop Date means 13 August 2027
2. Addition of the Deposit Payment Condition	There is no provision requiring PLANB to pay a deposit to the Company.	PLANB shall pay the Company a deposit in instalments of THB 24,000,000 in each calendar quarter until the Long-Stop Date (Totaling 10 installments) which

Matters	The Original Conditions	The Amended Conditions
		<p>shall not exceed THB 240,000,000. (the “Deposit”)</p> <p>PLANB agrees to pay the first instalment of the Deposit on the date on which PLANB has completed the purchase of shares of Hello LED from Win Harvest¹, which expects to occur by 31 July 2025. Thereafter, PLANB shall pay the remaining Deposit in equal quarterly installments, with the second installment due on the first business day of August 2025. Subsequent installments shall be paid every three months, i.e., the first business day of November, the first business day of February, the first business day of May, and the first business day of August, until the Long-Stop Date.</p> <p>In this regard, If PLANB does not purchase the shares of Hello LED from Win Harvest by 31 July 2025, the Company may consider extending the payment period for the first deposit installment, provided that such extension period shall not go beyond the Long-Stop Date. PLANB shall be required to pay the first deposit installment to the Company on the date that PLANB purchases the shares of Hello LED from Win Harvest, and pays the second Deposit installment on the first business day of the following month, with subsequent installments due every three</p>

¹ The Company has been informed by PLANB that PLANB intends to purchase an additional 50.00 percent of the total number of issued shares of Hello LED from other shareholders of Hello LED, i.e., Win Harvest and Mr. Sathundon Sattabusya. PLANB is required to issue newly issued ordinary shares to VGI and Win Harvest (with a value of approximately THB 2,000,000,000) as payment for the purchase price of the shares of Hello LED to Win Harvest. PLANB is required to complete the process within 90 days from the date on which the shareholders’ meeting resolves to approve, or by 28 July 2025. Otherwise, the approval resolution of the shareholders’ meeting will cease, and PLANB will have to restart the entire approval process. If PLANB does not purchase the shares of Hello LED from Win Harvest by 31 July 2025, the Company may consider extending the payment period for the first Deposit installment, provided that such extension period shall not go beyond the Long-Stop Date. PLANB shall be required to pay the first Deposit installment to the Company on the date that PLANB purchases the shares of Hello LED from Win Harvest, and pays the second Deposit installment on the first business day of the following month, with subsequent installments due every three months within the Long-Stop Date period.

Matters	The Original Conditions	The Amended Conditions
		<p>months within the Long-Stop Date period. In the event that deadline for the first deposit payment is extended, the Long-Stop Date will remain unchanged. Although PLANB may not complete all 10 deposit instalments, it will still be obligated to complete the share acquisition within the Long-Stop Date. As a result, the Company will continue to receive the total share purchase price of THB 2,000 million within the same Long-Stop Date.</p> <p>In this regard, the Deposit shall constitute part of the share purchase price of the Sale Shares between the Company and PLANB.</p> <p>If (a) PLANB does not proceed with the purchase of the Sale Shares prior to the Long-Stop Date, or (b) this agreement is terminated due to the fault of PLANB, all of the Deposit already paid by PLANB shall be deemed forfeited by the Company. PLANB also agrees to pay the remaining balance of the Deposit in full until the total amount of THB 240,000,000 is reached if such events in (a) and (b) occur. Such remaining amount must be paid by PLANB within 60 days upon demand.</p> <p>If PLANB fails to pay any installment of the Deposit, the Company shall issue a written notice to PLANB to make the outstanding payment within 60 days². If payment is not made within the specified period, the Company may terminate the agreement due to PLANB's</p>

² If any installment of the Deposit is due and PLANB does not pay the Deposit, the Company shall issue a written notice to PLANB on the next business day following the due date of each installment and PLANB must make the payment to the Company within 60 days from the date of receipt of such notice.

Matters	The Original Conditions	The Amended Conditions
		default. In the event that the agreement is terminated due to a cause attributable to PLANB, PLANB shall remain obligated to pay the remaining Deposit until the total amount of THB 240,000,000 is fully paid.
3. Cancellation of the Sale of Shares to PLANB by the Long-Stop Date	There is no provision regarding the cancellation of the sale of shares to PLANB by the Long-Stop Date.	If the Company elects not to proceed with the sale of the Sale Shares to PLANB prior to the Long-Stop Date or this agreement is terminated due to the fault of the Company, the Company shall return any portion of the Deposit already paid, together with the Termination Penalty ³ to PLANB within 60 days of PLANB's demand.
4. Condition Requiring the Purchaser to Procure That Hello LED Declares Dividends During the Period Prior to the Long-Stop Date, If Hello LED Has Sufficient Profits to Distribute Dividends.	There is no provision requiring PLANB to procure that Hello LED declares dividends during the period prior to the Long-Stop Date.	After the date on which PLANB has completed the purchase of shares of Hello LED from Win Harvest, PLANB agrees to procure that Hello LED declares dividends (whether it is an interim dividend or an annual dividend) in accordance with Hello LED's usual dividend declaration practices and declares the final dividend prior to the date on which the transaction is completed, if Hello LED has sufficient distributable profits. In this regard, the Company, as a shareholder holding 50 percent of shares of Hello LED, shall be entitled to receive dividends from Hello LED until PLANB completes the transaction.
5. Changes in Directors and Authorized Signatories While PLANB Holds 50 Percent of Shares in Hello LED	There is no provision in relation to the changes in directors and authorized signatories while PLANB holds 50 percent of shares in Hello LED.	After PLANB becomes a shareholder holding 50 percent of the shares in Hello LED together with the Company, the Company shall have one representative director out of a total of four

³ Termination Penalty refers to an interest at a rate of 10.00 percent per annum on each installment of the Deposit received by the Company from PLANB. The interest shall be calculated from the date on which the Company receives each installment of the Deposit until the date on which the Company fully refunds the Deposits to PLANB

Matters	The Original Conditions	The Amended Conditions
		<p>directors, and PLANB shall have three representative directors out of a total of four directors. The authorized signatories shall be amended to two directors to sign jointly with the company seal affixed.</p> <p>If PLANB does not complete the purchase of the Sale Shares by the Long-Stop Date, PLANB shall cause Hello LED to appoint the Company's representative director and amend the authorized signatories of Hello LED to be in accordance with the shareholding proportion in Hello LED. (Prior to the Amendment to the SPA of Hello LED, the Company and Win Harvest each had two representative directors in Hello LED, out of a total of four directors.)</p>
6. Providing Operational Representations and Warranties of Hello LED by the Seller	The Company, as the seller, is required to represent and warrant the operation of Hello LED until the completion of the transaction.	The Company, as the seller, is required to represent and warrant the operation of Hello LED until the date on which PLANB completes the purchase of Hello LED's shares from Win Harvest. (the date on which PLANB holds 50 percent of shares in Hello LED)

4. Details of the Assets to be Disposed

4.1 General Information of Hello LED

Name of the Company : Hello Bangkok LED Company Limited

Type of Business : Static billboard and digital LED advertising media business

After PLANB acquires an additional 50.00% of the total issued shares of Hello LED from Win Harvest and Mr. Sathundon Sattabusya, Hello LED will become a subsidiary of PLANB and will be classified as an associate company of the Company (whereas previously Hello LED was classified as a joint venture of the Company). However, the recognition of Hello LED's operating results in the Company's financial statements will remain unchanged with PLANB continuing to manage the advertising media as usual.

Juristic Person Registration No. : 0105547012733

Registered Office No. 59 Soi Preeyanuch, Rama 9 Road, Bang kapi Sub-district,
Huai Khwang District, Bangkok

Date of Incorporation : 28 January 2004

Registered and Paid-up Capital as of 30 May 2025 : THB 100,000,000

List of Directors as of 30 May 2025 :

1. Mr. Sathundon Sattabusya
2. Ms. Rodjana Trakulkoosri
3. Ms. Tamonwan Narintavanich
4. Mr. Thanan Suenhcharoenying

List of shareholders as of 30 May 2025 :

1. The Company	holding 50.00%
2. Win Harvest International Limited	holding 49.99%
3. Mr. Sathundon Sattabusya	holding 0.01%

4.2 List of shareholders of Hello LED before and after the Disposal of Hello LED Shares Transaction under New Conditions

Name of Shareholders	Before entering the Disposal of Hello LED Shares Transaction under New Conditions		After entering the Disposal of Hello LED Shares Transaction under New Conditions	
	Number of Shares (Shares)	Percentage of the total number of issued shares	Number of Shares (Shares)	Percentage of the total number of issued shares
1. The Company	500,000	50.00	0	0.00
2. Win Harvest International Limited ⁴	499,999	49.99	0	0.00
3. Mr. Sathundon Sattabusya	1	0.01	0	0.00
4. PLANB	0	0.00	1,000,000	100.00
Total	1,000,000	100.00	1,000,000	100.00

4.3 Key financial Information of Hello LED

Key financial information of Hello LED according to its audited financial statements as of 31 December 2022, 31 December 2023, and 31 December 2024 are detailed as follows:

Unit: million baht	Fiscal year period (as of December 31)		
	Audit	Audit	Audit
	2022	2023	2024
Financial Statement			
Cash and cash equivalents	43.05	112.98	126.29
Trade and other receivables	85.26	90.52	90.74
Short-term loans	0	-	-
Other current assets	46.43	46.80	53.20
Land, buildings and equipment	163.33	188.56	240.07
Other non-current assets	94.32	71.00	61.42
Total assets	432.39	509.86	571.72
Current liabilities	153.39	125.23	186.71
Non-current liabilities	10.11	13.49	20.76
Total liabilities	163.50	138.72	207.47

⁴ The Company has been informed by PLANB that PLANB intends to purchase an additional 50.00 percent of the total number of issued shares of Hello LED from other shareholders of Hello LED, i.e., Win Harvest and Mr. Sathundon Sattabusya.

Unit: million baht	Fiscal year period (as of December 31)		
	Audit	Audit	Audit
	2022	2023	2024
Registered capital	100.00	100.00	100.00
Issued and paid-up capital	100.00	100.00	100.00
Unappropriated retained earnings (loss)	168.89	271.14	264.25
Total shareholders' equity	432.39	609.86	571.72
Profit and loss statement			
Revenue from sales or services	523.18	626.98	632.61
Cost of sales or services	275.66	309.96	313.57
Other income	21.24	20.65	19.20
Selling and administrative expenses	77.16	77.63	77.15
Profit before finance costs and income tax expenses	191.60	260.04	261.09
Finance costs	0.06	0.14	0.31
Income tax expenses	43.78	57.67	57.66
Net profit (loss) for the year	147.76	202.23	203.12

5. Total Value of Consideration

The total value of consideration for the Disposal of Hello LED Shares Transaction under New Conditions that the Company will receive is THB 2,000,000,000, whereby PLANB will pay the Deposit to the Company, divided into installments amounting to THB 24,000,000 per quarter of the calendar year until the Long-Stop Date, whereby the total amount of the Deposit will not exceed THB 240,000,000. The details are set out in item 3. Additionally, PLANB will pay the remaining purchase price of the Sale Shares on the completion date of the Disposal of Hello LED Shares Transaction under New Conditions.

6. Value of Disposed Assets and Basis Used to Determine the Value of Consideration

The criteria for determining the value of the consideration for the Disposal of Hello LED Shares Transaction under New Conditions is the price that mutually agreed by the Company and PLANB, calculated based on the discounted cash flow approach (DCF), as it is an approach that reflects the ability to make a profit from Hello LED. Additionally, the Company also considered the comparable value with other companies that operate the same business, together with the benefits of the Company.

In addition, clearly specifying the share purchase price of the Sale Shares at the time of entry into the agreement will reduce the risk of a negative change in the value of Hello LED shares in the future. During the period in which PLANB has not yet completed the share purchase transaction, the Company will continue to receive dividends as usual.

7. Calculation on the Transaction Size

The transaction size of the Disposal of Hello LED Shares Transaction under New Conditions is as follows:

7.1 Calculation of Transaction Size of Connected Transaction pursuant to Notifications on Connected Transactions

7.1.1 The Disposal of Hello LED Shares Transaction under New Conditions

The Disposal of Hello LED Shares Transaction under New Conditions has a total value of consideration for the connected transaction of THB 2,000,000,000 and the Company does not provide any guarantees or loans to Hello LED and Hello LED has no outstanding debt to the Company. The size of transaction, when calculating based on the consolidated financial statements audited by the Company's certified auditor as of 31 March 2025 (which is the latest financial statements as of the date of approval of the Disposal of Hello LED Shares Transaction under New Conditions by the Board of Directors), is equivalent to 54.43 percent of the value of net tangible assets. The details are as follows:

Calculation criterion	Calculation formula	Transaction size (%)
$\frac{(\text{Total value of considerations} \times 100)}{\text{Value of Net Tangible Assets of the Company}}$	$\frac{\text{THB 2,000,000,000} \times 100}{\text{THB 3,674,391,222.77}}$	54.43

7.1.2 The Termination Penalty

The Termination Penalty payable by the Company to PLANB constitutes a connected transaction, with a transaction size equivalent to 1.33 percent of the value of the net tangible asset (NTA) of the Company, as shown in the Company's consolidated financial statements audited, which has been audited by a certified public accountant, for the accounting period ending 31 March 2025. (The Company and its subsidiaries have not entered into any other connected transactions, which are required to comply with the Notifications on Connected Transactions, with PLANB and related person of PLANB during the past 6 months prior to the date of approval of the transaction by the Board of Directors.) The calculation of the transaction size is based on the Termination Penalty that the Company will receive from PLANB, amounting to THB 240,000,000, calculated from the date on which PLANB makes a payment of each installment Deposit, the first installment is expected to occur by 31 July 2025, until the date on which the Company fully refunds the Deposit to PLANB. The calculation is based on the assumption that interest is calculated until the Long-Stop Date, resulting in a total of THB 48,920,547.95. The details are as follows:

Calculation criterion	Calculation formula	Transaction size (%)
$\frac{(\text{Total value of considerations} \times 100)}{\text{Value of Net Tangible Assets of the Company}}$	$\frac{\text{THB 48,920,547.95} \times 100}{\text{THB 3,674,391,222.77}}$	1.33

7.1.3 The Total Value of Connected Transactions

When combining the size of the connected transaction arising from the Disposal of Hello LED Shares Transaction under New Conditions with the payment of the Termination Penalty, the total size of the connected transaction will amount to 55.76 percent of the value of the net tangible asset (NTA) of the Company, as shown in the Company's consolidated financial statements audited, which has been audited by a certified public accountant, for the accounting period ending 31 March 2025. (The Company and its subsidiaries have not entered into any other connected transactions, which are required to comply with the Notifications on Connected Transactions, with PLANB and related persons of PLANB during the past 6 months prior to the date of approval of the transaction by the Board of Directors.) This constitutes a transaction size exceeding 3 percent of the value of the net tangible assets.

7.2 Calculation of Transaction Size of Disposed Asset pursuant to Notifications on Acquisition and Disposition

The size of the Disposal of Hello LED Shares Transaction under New Conditions, when calculated based on the total value of net operating profits criterion which gives the highest transaction value, is equivalent to 29.86 percent of the net operating profits of the Company according to the consolidated financial statements audited by the Company's certified auditor as of 31 March 2025. (The latest financial statements as of the date of approval of the Disposal of Hello LED Shares Transaction under New Conditions by the Board of Directors) (The Company and its subsidiaries have no other asset disposition transactions, which are required to comply with the Notifications on Acquisition and Disposition during the past 6 months prior to the date of approval of this transaction by the Board of Directors. The details are as follows:

Calculation criteria	Calculation formula	Transaction size (%)
1. Value of the net tangible assets criterion (NTA)	$\frac{(\text{Total value of net tangible assets of Hello LED}^1 \times \text{Disposition percentage}) \times 100}{\text{Value of net tangible assets of the Company}}$	$\frac{(364,252,308 \times 50\%) \times 100}{3,674,391,222.77} = 4.96 \%$
2. Net operating profits criterion (within the past 12 months)	$\frac{(\text{Total value of net operating profits of Hello LED}^1 \times \text{Disposition percentage}) \times 100}{\text{Value of net operating profits of the Company}}$	$\frac{(203,123,990 \times 50\%) \times 100}{340,136,880} = 29.86 \%$
3. Total value of consideration criterion	$\frac{\text{Total value of considerations that will receive} \times 100}{\text{Value of the total assets of the Company}}$	$\frac{2,000,000,000 \times 100}{7,149,693,095.-} = 27.97 \%$
4. Value of ordinary shares issued by the Company for the payment of shares criterion	Not applicable	-

Remarks: /1 The value of net tangible assets and the value of net operating profit of Hello LED are referred from the financial statements audited by the certified public accountant as of 31 December 2024.

8. Expected Benefits to the Company

The entry into the Disposal of Hello LED Shares Transaction under New Conditions is in line with the Company's business strategy adjustment plan, which focuses on ICT Solutions business. Although the extension of the Long-Stop Date causes the Company to receive proceeds from the Disposal of Hello LED Shares Transaction under New Conditions later than originally scheduled, the Company will receive a non-refundable Deposit from PLANB as a guarantee for entering into the agreement. PLANB shall pay the Deposit on a quarterly basis, which will mitigate the impact of the decline in monetary value over time (Time Value of Money), compared to receiving the payment for the sale of shares in a single installment on the Long Stop Date. In the event that PLANB breaches the agreement by failing to purchase the Sale Shares from the Company within the specified period, or the agreement is terminated due to the fault of PLANB, the Company shall be able to forfeit the Deposit, which PLANB has been paid to the Company. PLANB also agrees to pay the remaining balance of the Deposit in full until the total amount of THB 240,000,000 is reached. While PLANB has not fully paid the purchase price of the Sale Shares, the Company shall remain a shareholder of Hello LED and retain the right to receive dividends from the operating results of Hello LED as usual, comparing the unpaid purchase price to the remaining investment in Hello LED's shares, which continues to generate returns to the Company. This condition also enhances the Company's cash flow from the Disposal of Hello LED Shares Transaction under New Conditions, compensating for the two-year delay in receiving the purchase price in terms of the decline in monetary value over time (Time Value of Money).

In addition, prior to the Long-Stop Date, the Board of Directors is able to consider the cancellation of the sale of the Sale Shares to PLANB if the cancellation of the sale of the Sale Shares is more beneficial to the Company than refunding all of the Deposits already received by the Company, together with the Termination Penalty to PLANB. In such case, PLANB shall have no right to compel the Company to proceed with the sale of the Sale Shares to PLANB

In the event that this Annual General Meeting of Shareholders does not approve the Disposal of Hello LED Shares Transaction under New Conditions, the Company and PLANB shall remain bound by the terms and conditions set forth in the Original SPA of Hello LED. If PLANB fails to complete the transaction in accordance with the Original SPA of Hello LED, the Company shall be entitled to claim damages from PLANB, provided that such damages must constitute direct damages arising from the breach of agreement.

9. Plan for use of Proceeds from the Transaction

The Company shall utilize the Deposit received from the Disposal of Hello LED Shares Transaction under New Conditions as working capital of the Company, and shall utilize the proceeds from Disposal of Hello LED Shares Transaction under New Conditions (deducting the Deposit that Company has received from the Disposal of Hello LED Shares Transaction under New Conditions), which will be received by the Long-Stop Date, to expand its business and invest in the ICT Solutions business, including using such funds as working capital or for any other operations under the Company's utilization plan that are expected to increase returns for the Company's shareholders.

In this regard, if the Company has clarity on the plan for use of proceeds, including mergers and acquisitions related to the ICT Solution business or use of funds for any other purposes that differ from those specified, the Company will comply with the relevant regulations, such as the Notifications on Acquisition and Disposition, the Notifications on Connected Transactions, and other related regulations.

In addition, the potential delay in the Company receiving proceeds from the Disposal of Hello LED Shares Transaction under New Conditions does not affect the Company's business operations in any way, as the Company may consider utilizing other appropriate funding sources to invest in any new potentially worthwhile projects. At present, the Company's expansion of its ICT service business is primarily project-based. Under this approach, the Company receives deposits from customers prior to the commencement of operations, which helps reduce the reliance on the Company's working capital, as the deposits received are directly utilized to drive the project forward. Furthermore, as of 31 March 2025, the Company has a strong financial position, with cash and cash equivalents amounting to THB 1,837.87 million. In addition, the debt-to-equity ratio and interest-bearing debt-to-equity ratio are 0.52 times and 0.07 times, respectively, which are considered very low. This demonstrates the Company's strong ability to access additional sources of funding from financial institutions. Therefore, the Company has sufficient sources of funds to support its ongoing business operations and future business expansion, both from internal liquidity and its borrowing capacity.

10. Interested Directors and/or Connected Persons who did not Participate in the Consideration and Voting in the Board of Director's Meeting

- None -

11. Opinion of the Company's Board of Directors

The Board of Directors' Meeting No. 2/2025-26, held on 30 May 2025, considered and viewed that the Disposal of Hello LED Shares Transaction under New Conditions was appropriate, reasonable and beneficial to the best interests of the Company and the Company's shareholders, as the current global and Thai economic downturn, as well as the situation regarding the United States' import tax policy, combined with the consideration of the value of Hello LED's business. The Board of Directors viewed that seeking a new purchaser, who is able to pay the same purchase price of THB 2,000,000,000, to in place of PLANB, would be

difficult. This is due to the fact that Hello LED operates in a business market with a few major players, and PLANB is a market leader in the out-of-home advertising business. At present, the three leading markets in the out-of-home advertising business are VGI, PLANB, and the Company. The acquisition of shares of Hello LED from the Company by PLANB will significantly support PLANB's business strategy. Based on PLANB's business experience, PLANB recognizes the potential and efficiency of Hello LED, enabling PLANB to enhance the value derived from the transaction in a way that other operators in the out-of-home advertising business are unable to achieve in the same manner. Therefore, seeking a new purchaser, who is able to pay the same purchase price in place of PLANB is difficult. The Board of Directors has considered that the extension of the Long-Stop Date to 13 August 2027 is appropriate and provides a sufficient timeframe to resolve external factors affecting PLANB's business operations and will not affect the Company's business operations in any way.

The entry into Disposal of Hello LED Shares Transaction under New Conditions will benefit the Company, whereby the execution of Amendment Agreement to the SPA of Hello LED does not affect the share purchase price, which was initially agreed upon at THB 2,000,000,000. Therefore, if Hello LED's performance declines, the Company will still be entitled to receive the agreed purchase price of the Disposal of Hello LED Shares Transaction under New Conditions at THB 2,000,000,000, which helps reduce the risk of a negative change in the value of the Sale Shares in the future. Moreover, PLANB's proposal to pay the Deposit to the Company on a quarterly basis. This condition will mitigate the impact of the decline in monetary value over time (Time Value of Money), compared to receiving the payment for the sale of shares in a single installment on the Long-Stop Date and demonstrate PLANB's commitment to entering into the Disposal of Hello LED Shares Transaction under New Conditions. If PLANB does not pay the Deposit in each installment as specified in the agreement or not enter into the Disposal of Hello LED Shares Transaction under New Conditions within the specified period, the Company shall be entitled to forfeit the entire Deposit already received and PLANB is required to pay the remaining balance of the Deposit in full until the total amount of THB 240,000,000 is reached. In addition, prior to the Long-Stop Date, the Board of Directors is able to consider the cancellation of the sale of the Sale Shares to PLANB if the cancellation of the sale of the Sale Shares is more beneficial to the Company than refunding all of the Deposits already received by the Company, together with the Termination Penalty to PLANB. In such case, PLANB shall have no right to compel the Company to proceed with the sale of the Sale Shares to PLANB.

In addition, the Company has negotiated an amendment to the Original SPA of Hello LED, whereby, after the date on which PLANB holds 50 percent of the shares in Hello LED, the Company is no longer required to provide any further operational representations and warranties regarding Hello LED's business operations. As a result, the Company shall not be liable for damages due to breach of such representations and warranties.

Furthermore, upon the completion of the Disposal of Hello LED Shares Transaction under New Conditions, the Company is able to utilize the proceeds from Disposal of Hello LED Shares Transaction under New Conditions (deducting the Deposit that Company has received from the Disposal of Hello LED Shares Transaction under New Conditions), to expand its business and invest in the ICT Solutions business, including using such funds as working capital or for any other operations under the Company's utilization plan that are expected to increase returns for the Company's shareholders.

Although, entry into the Disposal of Hello LED Shares Transaction under New Conditions has a negative impact to the Company, affecting the Company may receive the proceed from entry into the Disposal of Hello LED Shares Transaction under New Conditions later than originally scheduled, it does not affect the Company's business operations in any way, as the Company may consider utilizing other appropriate funding sources to invest in any new potentially worthwhile projects. At present, the Company's expansion of its ICT service business is primarily project-based. Under this approach, the Company receives deposits from customers prior to the commencement of operations, which helps reduce the reliance on the Company's working capital, as the deposits received are directly utilized to drive the

project forward. Furthermore, as of 31 March 2025, the Company has a strong financial position, with cash and cash equivalents amounting to THB 1,837.87 million. In addition, the debt-to-equity ratio and interest-bearing debt-to-equity ratio are 0.52 times and 0.07 times, respectively, which are considered very low. This demonstrates the Company's strong ability to access additional sources of funding from financial institutions. Therefore, the Company has sufficient sources of funds to support its ongoing business operations and future business expansion, both from internal liquidity and its borrowing capacity. Additionally, while PLANB has not completed the Disposal of Hello LED Shares Transaction under New Conditions, the Company shall retain the right to receive dividends from Hello LED's ordinary business operations as usual, comparing the unpaid purchase price to the remaining investment in Hello LED's shares, which continues to generate returns to the Company. This condition also enhances the Company's cash flow from the Disposal of Hello LED Shares Transaction under New Conditions, compensating for the two-year delay in receiving the purchase price in terms of the decline in monetary value over time (Time Value of Money).

In the event that the Company exercises the right to cancel the sale of shares to PLANB within the Long-Stop Date, or the Share Purchase Agreement of the Hello LED shares is terminated due to the Company's fault, the Company shall be obligated to refund all of the Deposits already received by the Company, together with the Termination Penalty at the rate of 10 percent per annum on each installment of the Deposit, calculated from the date that the Company received the respective Deposit installment until the date the Company fully refunds such Deposit to PLANB. The Board of Directors has considered and viewed that this rate is reasonable, as it is comparable to the Deposit amount of THB 240,000,000 that the Company is entitled to forfeit from PLANB in the event that PLANB fails to purchase the Sale Shares within the Long-Stop Date, or the agreement is terminated due to PLANB's fault. This amount represents 12 percent of the total purchase price of Hello LED's shares. Therefore, when comparing the penalty rate for PLANB's fault at 12 percent with the Termination Penalty of the Company at 10 percent, the Termination Penalty is considered reasonable.

In this regard, the Board of Directors will reconsider the sale of shares of Hello LED at the time that the transaction is to be completed. If the Company wishes to cancel the sale of shares to PLANB, the Company must compare the benefits that would receive with the obligation to refund all of the Deposits already received by the Company, together with the Termination Penalty to PLANB.

The amendment regarding the number of directors and authorized signatories is the result of negotiated conditions that during the period in which PLANB is a shareholder of Hello LED, holding 50 percent jointly with the Company. The Company shall have one representative director out of a total of four directors, and PLANB shall have three representative directors out of a total of four directors. The authorized signatories shall be amended to two directors to sign jointly with the company seal affixed. The Company believes that allowing PLANB, who is a leader in the out-of-home advertising business, to be the key management in Hello LED's day-to-day business operations would be more beneficial on Hello LED and would not have a negative impact on the Company's benefit. When PLANB completes the purchase of shares of Hello LED from Win Harvest and becomes a shareholder of Hello LED, holding 50 percent of the total issued shares, PLANB is required to enter into the shareholders' agreement of Hello LED and will be bound by the terms and conditions thereof, which stipulate that any decision on material matters of Hello LED, such as 1) the entering into a connected transaction with PLANB or the Company; 2) the entering into any agreement with any person with a transaction value exceeding THB 5 million per transaction or, in aggregate, exceeding THB 15 million during 12-month period; and 3) any other matters required by law to be approved by a special resolution of the shareholders' meeting, must be approved by the Company's representative director prior to implementation. In addition, if PLANB is unable to complete the Disposal of Hello LED Shares Transaction under New Conditions by the Long-Stop Date, PLANB shall be responsible for amending the number of representative directors and the authorized signatories of Hello LED to reflect the shareholding proportion in Hello LED.

Based on the aforementioned factors and reasons, the Board of Directors viewed that entering into the Amendment Agreement to the SPA of Hello LED with PLANB, to agree on the amendment to the conditions related to the Disposal of Hello LED Shares Transaction under New Conditions, with the key conditions as specified in item 3, is appropriate, reasonable and beneficial to the best interests of the Company and the Company's shareholders and that the transaction conditions and the purchase price are as if the transaction had been entered into by any third party who was not a connected person.

12. Opinion of the Audit Committee and/or the Company's Director that Differ from the Opinion of the Board of Directors

- None -

13. The Responsibility of the Board of Directors of the Company on the Information in the Documents Delivered to the Shareholders

The Board of Directors is responsible for the information in this Information Memorandum and other documents delivered to the shareholders of the Company. In this regard, the Board of Directors has carefully reviewed the information provided to the Board of Directors and hereby certify that the information in this Information Memorandum and other documents delivered to the Company's shareholders is accurate, complete, and contains no false information; no material facts, which are necessary for or must be included in the Information Memorandum have been omitted; as well as does not contain any misleading information, which may cause material misunderstanding.

14. Opinion of the Independent Expert on the Disposal of Assets Transaction

- None -

15. Opinion of the Independent Financial Advisor

The opinion of the independent financial advisor is detailed in the Opinion of the Independent Financial Advisor Concerning Asset Disposition and the Connected Transaction to Consider and Approve the Amendment to The Share Purchase Agreement of Hello Bangkok LED Company Limited, as presented in Enclosure 6, which has been attached to the Notice to the 2025 Annual General Meeting of Shareholders.

16. Liabilities of the Company

16.1 The Total Amount of Debt Securities Issued and Unissued by the Company According to the Resolutions of the Shareholders' Meeting and Authorized to the Board of Directors to be issued as Deemed Appropriate.

- None -

16.2 The Total Amount of Term Loans and Guarantees as of 31 March 2025

- None -

16.3 The Total Amount of Other Liabilities (including Overdrafts) and Guarantees as of 31 March 2025

Types of Liabilities	Guarantees	Amount of Liabilities (THB million)
Overdrafts	None	-
Trade and Other Payables	None	1,413
Other Current Liabilities	None	638
Other Non-Current Liabilities	None	383

Types of Liabilities	Guarantees	Amount of Liabilities (THB million)
Total	-	2,434

16.4 Contingent Liabilities

As of the end of reporting period on 31 March 2568, the Company's group (the Company and its subsidiaries) has the following commitments and contingent liabilities:

Commitments Related to Capital Expenditures

The Group recorded capital expenditures in the amount of THB 5 million and USD 0.6 million, which comprised expenses such as billboard-related costs amounting to THB 4.6 million and office decoration costs amounting to THB 0.5 million.

Commitments Under Agreements with Contractors

The Group (the Company and its subsidiaries) has contractual obligations under service agreements with contractors for system installation and maintenance services in the amount of THB 31 million, USD 4 million, and MYR 0.5 million.

17. Company Information and Business Operations
17.1 Company Information

Name of the Company	Roctec Global Public Company Limited.
Type of Business	ROCTEC is a comprehensive systems service provider specializing in various sectors, with expertise in communication system solutions designed for the rail transportation industry, data network infrastructure systems, cybersecurity systems, digital display equipment and systems, and innovative product development. The services provided cover consultation, design, equipment procurement, operation and installation, as well as maintenance.
Corporate Registration Number	0107546000113
Address	1000/9 BTS Visionary Park - South Tower, Unit No. 1801 - 1807, 18th Floor, Phahonyothin Road, Chomphon Sub-district, Chatuchak District Bangkok 10900
Registered Capital (As of 30 May 2025)	THB 1,189,821,397.20
Paid-up Registered Capital (As of 30 May 2025)	THB 811,797,617.70
The Board of Directors	<ol style="list-style-type: none"> 1. Mr. Chaiwat Atsawintarakun Chairman of The Board of Directors and Audit Committee (Independent Director) 2. Mrs. Supranan Tanviruch Vice Chairman and Chairman of the Executive Committee 3. Mr. Weng Sam Lam Director (Chief Executive Director) 4. Mr. Sathundon Sattabusya Director 5. Mr. Warawut Natpradith Director 6. Mr. Chalush Chinthammit Chairman of the Audit Committee (Independent Director) 7. Mr. Danai Tangsriviriyakul Member of Audit Committee (Independent Director)

17.2 Business Operations and Nature of Business of the Company, its Subsidiaries, and Associated Companies

Please consider the summary of the Company's business operations as specified in Item 1.1 "Business Policy and Overview" of Part 1 (Business Overview and Performance) of the Annual Report 2024/25 (Form 56-1 One Report), together with the financial statements for the year ended 31 March 2025 (**Enclosure 2**), which have been attached to the Notice to the 2025 Annual General Meeting of Shareholders and disclosed on the Company's website at

<https://investor.roctecglobal.co.th/en/document/annual-reports>

17.3 Business Trends of the Company, Subsidiaries, and Associated Companies

Please consider the summary of the Company's business operations as specified in Item 1.1 "Business Policy and Overview" of Part 1 (Business Overview and Performance) of the Annual Report 2024/25 (Form 56-1 One Report), together with the financial statements for the year ended 31 March 2025 (**Enclosure 2**), which have been attached to the Notice to the 2025 Annual General Meeting of Shareholders and disclosed on the Company's website at

<https://investor.roctecglobal.co.th/en/document/annual-reports>

18. Summary of Financial Statements for the Past 4 Years, With Explanations and Analysis of Financial Position and Performance for the Past Year

18.1 Summary of Financial Statements for the Past 4 Years

1) Consolidated Financial Statements of the Company

Consolidated Financial Position Statement (Unit: Million Baht)	As of 31 March							
	2022	%	2023	%	2024	%	2025	%
Cash and cash equivalents	1,210	19%	1,365	21%	1,825	26%	1,838	26%
Trade and other receivables	225	4%	365	6%	357	5%	524	7%
Other current assets	543	8%	602	9%	860	12%	1,047	15%
Total current assets	1,978	31%	2,332	36%	3,042	43%	3,409	48%
Investments in joint ventures	1,927	30%	1,965	31%	1,981	28%	1,920	27%
Investments in associates	481	7%	492	8%	493	7%	452	6%
Buildings and equipment	442	7%	379	6%	331	5%	241	3%
Right-of-use assets	485	8%	396	6%	361	5%	291	4%
Goodwill	214	3%	215	3%	223	3%	216	3%
Intangible assets	427	7%	401	6%	381	5%	354	5%
Other non-current assets	471	7%	251	4%	181	3%	267	4%
Total non-current assets	4,447	69%	4,099	64%	3,951	57%	3,741	52%
Total assets	6,425	100%	6,431	100%	6,992	100%	7,150	100%
Short-term loans from financial institutions	195	3%	190	3%	185	3%	0	0%
Trade and other payables	879	14%	1,034	16%	1,232	18%	1,413	20%
Advances received and unearned revenues	300	5%	274	4%	407	6%	485	7%
Other current liabilities	211	3%	184	3%	195	3%	153	2%
Total current liabilities	1,585	25%	1,682	26%	2,019	29%	2,051	29%
Lease liabilities - net of current portion	396	6%	351	5%	308	4%	250	4%

Consolidated Financial Position Statement (Unit: Million Baht)	As of 31 March							
	2022	%	2023	%	2024	%	2025	%
Other non-current liabilities	178	3%	128	2%	120	2%	133	2%
Total non-current liabilities	574	9%	479	7%	428	6%	383	5%
Total liabilities	2,159	34%	2,161	34%	2,447	35%	2,435	34%
Issued and fully paid-up	812	13%	812	13%	812	12%	812	11%
Share premium	4,335	67%	4,335	67%	3,128	45%	3,128	44%
Surplus from changes in ownership interests in subsidiaries	9	0%	9	0%	9	0%	9	0%
Retained earnings	-1,235	-19%	-1,101	-17%	339	5%	564	8%
Other components of shareholders' equity	2	0%	-192	-3%	-168	-2%	-225	-3%
Equity attributable to owners of the Company	3,923	61%	3,864	60%	4,120	59%	4,288	60%
Non-controlling interests of the subsidiaries	342	5%	407	6%	426	6%	427	6%
Total shareholders' equity	4,266	66%	4,270	66%	4,546	65%	4,715	66%
Total liabilities and shareholders' equity	6,425	100%	6,431	100%	6,992	100%	7,150	100%

2) Consolidated Statement of Comprehensive Income of the Company

Consolidated Statement of Comprehensive Income (Unit: Million Baht)	For the year ended 31 March							
	2022	%	2023	%	2024	%	2025	%
Revenues from services and sales	499	23%	712	27%	884	34%	979	31%
Revenues from system installation services	1,365	63%	1,613	61%	1,435	55%	1,791	58%
Rental income	272	13%	270	10%	287	11%	323	10%
Other income	38	2%	30	1%	19	1%	15	0%
Total revenues	2,174	100%	2,625	100%	2,626	100%	3,108	100%
Costs of services, sales and rental	544	25%	654	25%	779	30%	791	25%
Cost of system installation services	1,120	52%	1,275	49%	1,095	42%	1,423	46%
Selling and administrative expenses	410	19%	458	17%	456	17%	514	17%
Total expenses	2,074	95%	2,386	91%	2,330	89%	2,728	88%
Profit before share of profit (loss) from investment in associates,								

Consolidated Statement of Comprehensive Income (Unit: Million Baht)	For the year ended 31 March							
	2022	%	2023	%	2024	%	2025	%
Financial expenses and income tax	100	5%	239	9%	296	11%	380	12%
Share of profit from investments in joint ventures and associates	(22)	-1%	50	2%	80	3%	100	3%
Profit before share of profit (loss) from financial expenses and income tax	78	4%	289	11%	376	14%	480	15%
Finance income	3	0%	17	1%	36	1%	38	1%
Finance cost	54	2%	30	1%	28	1%	27	1%
Profit before income tax expense	27	1%	275	10%	383	15%	491	16%
Income tax expense	35	2%	82	3%	79	3%	67	2%
Profit for the period	(8)	0%	193	7%	304	12%	424	14%
The portion of profit (loss) attributable to shareholders of the Company	(16)	-1%	134	5%	233	9%	340	11%

3) Consolidated Cash Flow Statement of the Company

Consolidated Cash Flow Statement (Unit: Million Baht)	For the year ended 31 March			
	2022	2023	2024	2025
Net cash flows from (used in) operating activities	(39)	484	624	445
Net cash flows from (used in) investing activities	(152)	(144)	(10)	19
Net cash flows from (used in) financing activities	174	(189)	(163)	(434)
Translation adjustments	(21)	3	9	(16)
Net decrease in cash and cash equivalents	(38)	154	460	13

18.2 Explanation and Analysis of Performance and Financial Position for the Year 2023/24 ended 31 March 2024 and for the Year 2024/25 ended 31 March 2025

Please consider the explanations and analysis of performance and financial position for year 2023/24 ended 31 March 2024 as specified in Item 2.7 “Management Discussion and Analysis 2023/24” of Part 2 (Business Overview and Performance) of the Annual Report for the year 2023/24 (Form 56-1 One Report), together with the financial statements for the year ended 31 March 2024, which have been disclosed on the Company website at <https://investor.roctecglobal.co.th/en/document/annual-reports> and the explanations and analysis of performance and financial position for year 2024/25 ended 31 March 2025 as specified in Item 4 “Management Discussion and Analysis 2024/25” of Part 1 (Business Operations and Performance) of the Annual Report for the year 2024/25 (Form 56-1 One Report), together with the financial statements for the year ended 31 March 2025 (**Enclosure 2**), which have been attached

to the Notice to the 2025 Annual General Meeting of Shareholders and disclosed on the Company's website at <https://investor.roctecglobal.co.th/en/document/annual-reports>

19. Risk Factors that May Affect the Company's Profitability

- None -

20. Financial Projects for the Current Year (If Any)

- None -

21. List of the Executives and the Top 10 Shareholders of the Company
21.1 List of the Executives⁵ as of the Date for Determination of the List of Shareholders Who Are Entitled to Attend the Shareholders' Meeting on 16 June 2025

Name	Position
1. Mr. Weng Sam Lam	Chief Executive Officer / Member of Executive Director / Chairman of the Risk Management Committee
2. Ms. Tamonwan Narintavanich	Chief Financial Officer / Member of Executive Director / Member of Risk Management Committee / Company Secretary
3. Ms. Rodjana Trakulkoosri	Chief Development Officer / Member of Executive Director / Member of Risk Management Committee
4. Mrs. Uraiwan Boonyarataphan	Chief People Officer / Member of Executive Director / Member of Risk Management Committee
5. Mr. Tatchai Patipoksut	Project Director
6. Mr. Karunphon Sittiwitachaporn	Project Director
7. Ms. Chonlada Chanim	Assistant Accounting Budgeting and Financial Director 1
8. Mr. Kringkrai Srikam	Assistant Accounting Budgeting and Financial Director 2
9. Ms. Aunchalee Dittlumdub	Assistant Internal Audit Director and Acting of Data Protection & Quality Management Division Manager

21.2 List of the Top 10 Shareholders as of the Date for Determination of the List of Shareholders Who Are Entitled to Attend the Shareholders' Meeting on 16 June 2025

Name	Number of Shares	Shareholding Proportion (Percentage)
1. BTS Group Holding Public Company Limited	4,907,758,035	60.46
2. Plan B Public Company Limited	810,000,000	9.98
3. Thai NVDR Company Limited	612,848,593	7.55
4. Mr. Nares Ngam-Apichon	400,000,000	4.93
5. BTS Group Holding Public Company Limited by Metha Asset Management Company Limited	266,262,000	3.28
6. Mr. Kiet Srichomkwan	103,796,725	1.28
7. Mr. Chinnakhet Ketsuwan	42,761,000	0.53
8. Mr. Vichai Kulsomphob	30,400,000	0.37
9. Mr. Wanchai Opas-Iamkajohn	29,000,000	0.36
10. Mr. Dendanai Hutajuta	26,216,700	0.32

21.3 List of Shareholders and Number of Shares with No Voting Rights

The names and number of shares held by related persons who are shareholders with a vested interest and have no voting rights as of 16 June 2025, are as follows:

⁵ Executives according to the Notification of the Capital Market Supervisory Board No. TorJor. 72/2564 Re: Definition of Executives for Compliance with Chapter 3/1 of the Securities and Exchange Act B.E. 2535

	Name	Number of Shares	Shareholding Proportion (Percentage)
1.	BTS's Group		
1.1	BTS Group Holding Public Company Limited	4,907,758,035	60.46
1.2	BTS Group Holding Public Company Limited by Metha Asset Management Company Limited	266,262,000	3.28
2	Plan B Public Company Limited	810,000,000	9.98

22. Other Information That May Materially Affect the Investor's Decision (If Any)

- None -

23. Significant Ongoing Litigation or Claims

- None -

24. Benefits or Related Transactions Between the Company and Directors, Executives, and Shareholders Holding Direct or Indirect of 10% or More

Please consider the related transactions with individuals or entities that may have conflicts, as of 31 March 2025, as specified in Item 9 “Internal Control and Related Transactions” of Section 2 (Corporate Governance) of the Annual Report 2024/25 (Form 56-1 One Report), together with the financial statements for the year ended 31 March 2025 (**Enclosure 2**), which have been attached to the Notice to the 2025 Annual General Meeting of Shareholders and disclosed on the Company’s website at <https://investor.roctecglobal.co.th/en/document/annual-reports>

25. Summary of Key Provisions of Material Contracts in the Past 2 Years

The company has not entered into any new material contracts that are currently effective during the past 2 years.

26. Proxy Form

Shareholders may appoint any audit committee member as their proxy to vote at the 2025 Annual General Meeting of Shareholders. The list and details of independent directors nominated as proxies by shareholders are provided in the proxy form (**Enclosure 9**), which has been attached to the Notice to the 2025 Annual General Meeting of Shareholders.

**Opinion of the Independent Financial Advisor
Concerning Asset Disposition and
Connected Transaction
To Consider and Approve the Amendment to
The Share Purchase Agreement of Hello Bangkok LED Company Limited**

(Supporting Document for Agenda 9 of the 2025 Annual General Meeting of Shareholders)

of



Roctec Global Public Company Limited

The Independent Financial Advisor



Capital Advantage Company Limited

June 23, 2025

-TRANSLATION-

The English Translation of the Independent Financial Advisor's Opinion has been prepared solely for the convenience of foreign shareholders of Roctec Global Public Company Limited and should not be relied upon as the definitive and official document. The Thai language version of the Independent Financial Advisor's Opinion is the definitive and official document and shall prevail in all aspects in the event of any inconsistency with this English Translation.

No. 077/2025

June 23, 2025

Subject: Opinion of the Independent Financial Advisor Concerning the Asset Disposition and the Connected Transaction of Roctec Global Public Company Limited for the Approval of the Amendment to the Share Purchase Agreement of Hello Bangkok LED Company Limited

Attention: Shareholders of
Roctec Global Public Company Limited

Attachment: 1) Information of Hello Bangkok LED Co., Ltd., which is the asset to be disposed.

- Business overview and operating performance of Roctec Global Public Company Limited is shown in Clauses 17 and 18 of the Information Memorandum on Assets Disposition and Related Party Transaction of Roctec Global Public Company Limited under Schedule 2 (Enclosure 5), which are enclosed with the Notification of this Extraordinary General Meeting of Shareholders.
- An overview of the business operations and performance of Plan B Media Public Company Limited can be viewed at www.set.or.th and www.planbmedia.co.th.
- An overview of the business operations and performance of VGI Public Company Limited can be viewed at www.set.or.th and www.vgi.co.th
- An overview of the business operations and performance of BTS Group Holdings Public Company Limited can be viewed at www.set.or.th and www.btsgroup.co.th
- The independent financial advisor's opinion on the asset disposal and related party transaction (disposal of ordinary shares of Hello Bangkok LED Co., Ltd.) prepared by CapAd, dated March 27, 2025, which is Attachment 3 of the invitation letter for the Extraordinary General Meeting of Shareholders No. 1/2025 held on April 29, 2025, can be viewed on the company's website: <https://investor.roctecglobal.co.th/th/document/shareholder-meetings>

- References:**
- 1) Resolution of the Board of Directors' Meeting No. 2/2024-25 of Roctec Global Public Company Limited held on May 30, 2025.
 - 2) Information Memorandum on Assets Disposition and Related Party Transaction of Roctec Global Public Company Limited, dated May 30, 2025, and the amendments
 - 3) Resolution of the Board of Directors' Meeting No. 8/2024-25 of Roctec Global Public Company Limited held on February 13, 2025.
 - 4) Information of Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares through Private Placement of Plan B Media Public Company Limited, dated February 13, 2025.
 - 5) Information Memorandum on Assets Acquisition and Related Party Transaction of Plan B Media Public Company Limited, dated May 30, 2025, and the amendments.
 - 6) Annual Registration Statement/Annual Report (Form 56-1 One Report) of Roctec Global Public Company Limited for the year ended March 31, 2020 – 2025.
 - 7) Audited financial statements of Roctec Global Public Company Limited for the 12-month period ended March 31, 2020 – 2025.
 - 8) Audited financial statements of Hello Bangkok LED Company Limited for the 12-month period ended December 31, 2021 – 2024.
 - 9) Annual Registration Statement/Annual Report (Form 56-1 One Report) of Plan B Media Public Company Limited for the year ended December 31, 2024.

- 10) Company Affidavit, Memorandum of Association, general ledger, and other information and documents, as well as interviews with the management and relevant staff of Roctec Global Public Company Limited, and Hello Bangkok LED Company Limited.

- Disclaimers:
- 1) Results of the study conducted by Capital Advantage Co., Ltd. ("**CapAd**" or the "**Independent Financial Advisor**" or the "**IFA**") in this report are based on information and assumptions provided by management of Roctec Global Public Company Limited, and Hello Bangkok LED Company Limited, as well as information disclosed to the public on the websites of the Securities and Exchange Commission (www.sec.or.th) and the Stock Exchange of Thailand (www.set.or.th).
 - 2) The Independent Financial Advisor shall not be responsible for profits or losses or any impact resulting from the transaction.
 - 3) The Independent Financial Advisor conducted the study with knowledge, skills, and cautiousness in accordance with professional ethics.
 - 4) The Independent Financial Advisor considers and provides its opinions based on the situation and information at present. Any significant change in such a situation and information may affect the study results in this report.

Roctec Global Public Company Limited (the "**Company**" or "**ROCTEC**") has adopted a strategic direction to reduce its involvement in the advertising media industry. In line with this strategy, the Company divested its out-of-home advertising assets in Thailand in 2021 and subsequently exited the advertising media business in Malaysia in 2022. The Company has since shifted its focus toward expanding its integrated ICT solutions business, with particular emphasis on infrastructure and transportation ICT services, which are expected to experience continuous growth.

To align with this strategic shift, the Company proposed to its shareholders' meeting the approval of the divestment of all ordinary shares held in Hello Bangkok LED Company Limited ("**Hello LED**"), a joint venture in which the Company holds a 50.00% equity interest. Hello LED operates in the advertising media business, including both static billboard and digital LED advertising services. The Company intends to sell 500,000 ordinary shares in Hello LED, with a par value of THB 100 per share, representing 50.00% of Hello LED's total issued and paid-up shares (the "**Sale Shares**"), to Plan B Media Public Company Limited ("**PLANB**" or the "**Buyer**") and/or a designated party of PLANB, at THB 4,000 per share, totaling THB 2,000,000,000 (THB two billion) (the "**Disposal of Hello LED Share**"). The Company entered into the Share Purchase Agreement for Hello LED on March 26, 2025 (the "**Original Hello LED Share Purchase Agreement**"). The sale of Hello LED shares was approved by the Company's Extraordinary General Meeting of Shareholders No. 1/2025 held on April 29, 2025. According to the original timeline, the Company expects the transaction to be completed by August 31, 2025.

Following the approval of the sale of Hello LED shares by the Company's Extraordinary General Meeting of Shareholders No. 1/2025, PLANB submitted a letter to the Company requesting a renegotiation of the terms under the original Share Purchase Agreement for Hello LED. The request included, among other things, an extension of the timeline for completing the transaction, citing potential economic impacts on both PLANB and the Thai economy arising from the United States' import tax policy. The Company entered into negotiations with PLANB to seek a mutually acceptable resolution, taking into consideration the Company's strategic direction and the best interests of the Company and its shareholders. The key proposed amendments from PLANB are as follows: (1) extension of the Long-Stop Date, the final completion date for the transaction ("**Long-Stop Date**") is proposed to be extended to August 13, 2027, by which time PLANB must complete the purchase of the Hello LED shares, and (2) introduction of a non-refundable Deposit, PLANB will pay a non-refundable deposit of up to THB 240,000,000 to the Company. If PLANB fails to complete the purchase of the Transaction Shares by the Long-Stop Date, or if the agreement is terminated due to PLANB's default, the Company will be entitled to retain any portion of the deposit already paid. PLANB will subsequently pay the remaining portion of the deposit to reach the total of THB 240,000,000 (the "**Amendment Agreement to the SPA of Hello LED**"). Nevertheless, this deposit shall be treated as part of the total consideration for the share purchase, in the event that the transaction is completed. The total consideration for the Transaction Shares remains unchanged at THB 2,000,000,000, as approved by the Extraordinary General Meeting of Shareholders No. 1/2025. Details of the proposed amendments are outlined in Table 1 of the Executive Summary of this report (the "**Amendment to Hello LED Share Purchase Agreement**"). The Sale Shares between the Company

and PLANB must be completed in a single, full transfer. This will occur when PLANB, as the buyer, notifies the Company of its intention to complete the transaction, under the terms of the Amendment Agreement to the SPA of Hello LED within the Long-Stop Date and the Company will not conduct a partial sale of shares within the Long-Stop Date period.

The extension of the Long-Stop Date to August 13, 2027, is a period mutually agreed upon between the Company and PLANB. The Board of Directors of the Company has considered that such period is appropriate and provides sufficient time for PLANB to resolve external factors affecting its business operations. Furthermore, identifying a new purchaser to replace PLANB who can pay the same consideration of THB 2,000,000,000 is deemed highly unlikely. This is because the out-of-home advertising industry is highly concentrated, with only a few major players in the market. Currently, the key market leaders in this industry are VGI Public Company Limited ("**VGI**"), PLANB, and the Company. PLANB's acquisition of Hello LED shares from the Company would significantly support its strategic direction, as PLANB recognizes the operational efficiency of Hello LED based on its business experience. Such potential for value creation from this transaction is unique to PLANB and is not expected to be replicable by other players in the advertising industry. Therefore, the possibility of finding another buyer who is both willing and able to purchase the shares at the same consideration is remote. Moreover, the extension of the Long-Stop Date does not cause any damage to the Company, as the Company does not have an immediate need for the proceeds from the sale of Hello LED shares during this period. Should any attractive investment opportunity arise, the Company can explore alternative and appropriate sources of funding. Currently, the Company's ICT service expansion strategy focuses primarily on project-based models. Under this approach, the Company typically receives customer deposits before project commencement, which directly supports project execution and reduces reliance on working capital. As of March 31, 2025, the Company maintains a strong financial position, with cash and cash equivalents totaling THB 1,837.87 million. Moreover, the Company's debt-to-equity ratio and interest-bearing debt-to-equity ratio stood at 0.52x and 0.07x, respectively—both considered very low—demonstrating the Company's ability to secure additional funding from financial institutions. Therefore, the Company has sufficient financial resources to support ongoing operations and future business expansion through both internal liquidity and borrowing capacity. As such, any delay in receiving the sale proceeds from Hello LED will not adversely impact the Company's business operations.

The Company intends to use the deposit received from the share sale of Hello LED as working capital. The remaining consideration (excluding the deposit) expected to be received by the extended Long-Stop Date will be allocated toward business expansion, investment in integrated ICT solutions, and/or other working capital requirements. Any such fund utilization plan is expected to enhance shareholder value. Should the Company later decide to utilize such funds for purposes other than those currently disclosed, such as mergers and acquisitions related to ICT solutions or other alternative uses, the Company will comply with applicable regulations, including disclosure requirements for asset acquisition or disposal transactions, related party transactions, and other relevant rules.

Although the sale of Hello LED shares was previously approved by the Extraordinary General Meeting of Shareholders No. 1/2025 of the Company held on April 29, 2025, the Board of Directors is of the opinion that the amendment to the Hello LED Share Purchase Agreement constitutes a material change to the original terms and conditions of the agreement. Therefore, such a change should be reconsidered and approved by the shareholders. As a result, at the Board of Directors' Meeting No. 2/2025-26 held on May 30, 2025, it was resolved to propose that the 2025 Annual General Meeting of Shareholders of the Company consider and approve the sale of Hello LED shares once again, together with the amendment to the Hello LED Share Purchase Agreement (collectively referred to as the "**Sale of Hello LED Shares under the New Conditions**"). It should be noted that after the date of the aforementioned Board resolution, a court in the United States issued an order suspending the proposed import tariff measures. However, such a court order is currently under appeal, and the outcome remains uncertain as to its potential implications. Furthermore, the announcement of such tariff policies by the United States has already caused volatility in the global economic system and adversely affected overall market sentiment. This is compounded by the current global and domestic economic slowdown and persistent uncertainty stemming from political instability and rising international geopolitical tensions, as well as financial and trade-related factors. These challenges are evidenced by shifts in consumer behavior, with individuals becoming more cautious in their spending, and by financial institutions imposing stricter lending standards. Even if the aforementioned tariff measures are ultimately repealed or legally suspended, the recovery of both the global and Thai economies is expected to take time.

The execution of the Sale of Hello LED Shares under the New Conditions constitutes a connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (2003) (collectively referred to as the **"Connected Transaction Notifications"**). This is because the Company and PLANB share the same major shareholder, namely BTS Group Holdings Public Company Limited (**"BTS"**). BTS is the direct major shareholder of the Company, holding 63.74% of the total issued and paid-up shares of the Company¹. In addition, BTS is the indirect major shareholder of PLANB through its shareholding in VGI. BTS holds 34.30% of the total issued and paid-up shares of VGI², which is the major shareholder of PLANB, holding 19.51% of the total issued and paid-up shares of PLANB³. (That is, BTS is deemed an indirect major shareholder of PLANB by aggregating the shareholding in PLANB held by VGI, a person under Section 258 of BTS). Details of BTS's shareholding in both the Company and PLANB are illustrated in Diagram 1-1 in Part 1 of this report. The transaction size is equivalent to 54.43% of the net tangible assets (NTA) of the Company and its subsidiaries, based on the audited consolidated financial statements of the Company as of March 31, 2025 (the latest financial statements as at the date on which the Board of Directors resolved to approve the execution of the Sale of Hello LED Shares under the New Conditions). This exceeds the 3% threshold of the NTA. The Company and its subsidiaries have not entered into any other connected transactions with PLANB or its related persons during the six months before the date the Board of Directors resolved to propose this transaction for approval by the shareholders' meeting.

As a result, the Company is required to disclose information regarding the connected transaction to the Stock Exchange of Thailand (**"SET"**), appoint an independent financial advisor to provide an opinion to shareholders, and obtain approval for the transaction from the shareholders' meeting of the Company by a vote of not less than three-fourths (3/4) of the total votes of shareholders attending the meeting and entitled to vote, excluding the votes of interested shareholders, following the criteria specified under the Connected Transaction Notifications.

In addition, the entering into this transaction constitutes a disposition of assets transaction of the Company under the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Significant Transactions Constituting an Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposal of Assets B.E. 2547 (2004), as amended (collectively referred to as the **"Notifications on Acquisition or Disposal of Assets"**). The highest transaction size is equivalent to 29.86%, calculated based on the net profit basis, referencing the audited consolidated financial statements of the Company as of March 31, 2025 (which are the latest consolidated financial statements of the Company as at the date on which the Board of Directors resolved to approve the Sale of Hello LED Shares under the New Conditions). As such, the transaction size exceeds 15% but is less than 50%, and therefore qualifies as a Type 2 transaction under the Notifications on Acquisition or Disposal of Assets. The Company and its subsidiaries have not entered into any other asset disposal transactions during the six months prior to the date on which the Board of Directors resolved to propose this transaction for approval by the shareholders' meeting. Therefore, the Company is obligated to disclose information regarding the asset disposal transaction to the Stock Exchange of Thailand (**"SET"**) immediately and submit a circular to shareholders within 21 days from the date of disclosure to the SET.

Since the Company is also required to appoint an independent financial advisor and convene a shareholders' meeting to consider and approve the connected transaction, the Company deems it appropriate to appoint the IFA to provide opinions on the asset disposal transaction to the Company's

¹ Information as of April 30, 2025, based on the information disclosed in the report on the Asset Disposal Transaction and the Connected Transaction of ROCTEC dated May 30, 2025.

² Information as of May 9, 2025, based on the information disclosed in the report on the Asset Disposal Transaction and the Connected Transaction of ROCTEC dated May 30, 2025.

³ Information as of March 14, 2025, as disclosed in the Information Memorandum on the Asset Disposal Transaction and the Connected Transaction of ROCTEC dated May 30, 2025. It is noted that the Company has been informed by VGI that VGI intends to subscribe for the newly issued ordinary shares of PLANB allocated through a private placement (which is expected to be completed within three months from the date of the 2025 Annual General Meeting of Shareholders of PLANB, held on April 29, 2025). As a result, following the disposal of Hello LED shares under the new conditions, VGI will hold approximately 21.40% of the total issued and paid-up shares of PLANB.

shareholders and to seek approval for such disposal transaction from the shareholders' meeting. The approval must be obtained by a vote of not less than three-fourths (3/4) of the total votes of shareholders attending the meeting and entitled to vote, excluding the votes of interested shareholders. This approach is taken as if the Sale of Hello LED Shares under the New Conditions were classified as a Type 1 transaction (i.e., a transaction with a size equal to or exceeding 50% but less than 100%) per the criteria specified in the Notifications on Acquisition or Disposal of Assets.

In addition, under the Amendment to the Share Purchase Agreement of Hello LED, it is stipulated that: (a) if the Company exercises its right to cancel the sale of shares to PLANB on or before the Long-Stop Date; or (b) the Hello LED Share Purchase Agreement is terminated due to the Company's fault, the Company shall be obligated to refund all deposit amounts previously received from PLANB, together with interest at a rate of 10.00% per annum. The interest shall be calculated from the date the Company receives each deposit installment until the date the Company fully refunds such deposit to PLANB (the "**Termination Penalty**"). The Termination Penalty at the rate of 10.00% per annum is considered reasonable, as it is comparable to the deposit amount of THB 240,000,000 (equivalent to 12.00% of the purchase price for Hello LED shares) that the Company is entitled to retain from PLANB if PLANB fails to purchase the shares by the Long-Stop Date or the Agreement is terminated due to PLANB's fault. Therefore, when compared with PLANB's penalty rate of 12.00%, the Company's Termination Penalty of 10.00% is deemed fair and reasonable.

The provision allowing the Company to cancel the sale of shares to PLANB by the Long-Stop Date grants the Company the right to reassess the sale of Hello LED shares at the time of the intended transaction. PLANB cannot compel the Company to proceed with the sale of Hello LED shares. In this regard, the Company will propose that the shareholders' meeting authorize the Board of Directors to review and reassess the sale of Hello LED shares in the future by weighing the benefits the Company would receive against the obligation to refund the deposit together with the Termination Penalty as mentioned above.

If the deposit, together with the Termination Penalty, is refunded, the completion of the sale transaction of Hello LED shares under the new conditions will not take place (i.e., the sale of Hello LED shares to PLANB in its entirety will be cancelled). Should such an event occur, the Company will notify its shareholders through the website of the SET. The Termination Penalty payable by the Company to PLANB qualifies as a connected transaction under the Connected Transaction Notification, since PLANB is a connected person of the Company. The transaction size is equivalent to 1.33% of the net tangible assets ("**NTA**") of the Company, based on the audited consolidated financial statements of the Company and its subsidiaries for the year ended March 31, 2025. (The Company and its subsidiaries have not entered into any other connected transactions with PLANB or persons related to PLANB during the six months preceding the date of the Board of Directors' resolution approving this transaction). The calculation of the transaction size is based on the maximum deposit amount that the Company may receive from PLANB, totaling THB 240,000,000, subject to a Termination Penalty interest rate of 10.00% per annum, calculated from the payment date of each deposit installment by PLANB. The first deposit installment will be due upon the completion of PLANB's acquisition of Hello LED shares from Win Harvest International Limited ("**Win Harvest**")⁴, which is expected to occur by July 31, 2025, and calculated through to the date the Company fully refunds such deposit to PLANB. Based on the assumption that the refund is made on the new Long-Stop Date, the Termination Penalty is estimated at THB 48,920,547.95.

When combined with the connected transaction size of the sale of Hello LED shares under the new conditions, the aggregate connected transaction size equals 55.76% of the NTA of the Company, based on the audited consolidated financial statements of the Company and its subsidiaries as of March

⁴ The Company has been informed by PLANB that PLANB intends to acquire an additional 50.00% of the total issued and outstanding shares of Hello LED from the other shareholders of Hello LED, namely Win Harvest and Mr. Satharnporn Sattabud. To finance the purchase, PLANB will issue newly issued ordinary shares to VGI and Win Harvest with a total value of approximately THB 2,000 million. Such issuance will serve as payment for the Hello LED shares held by Win Harvest. PLANB is required to complete this transaction within 90 days from the date of the shareholders' meeting resolution, or by July 28, 2025. Failing that, the resolution of the shareholders' meeting will lapse, and PLANB must restart the approval process in its entirety. Should PLANB be unable to acquire the remaining 50% of Hello LED shares from other Hello LED shareholders within the aforementioned period, the Company may consider extending the deadline for the first deposit payment. However, this extension will not exceed the Long-Stop Date. PLANB will be required to pay the first deposit to the Company on the same date PLANB purchases shares of Hello LED from Win Harvest. The second deposit will be due on the first business day of the following month, with subsequent deposits due every three months thereafter, all within the Long-Stop Date.

31, 2025. (There have been no other connected transactions between the Company and PLANB or related parties of PLANB during the six months before the Board of Directors' resolution).

During the period in which PLANB holds a 50% equity stake in Hello LED jointly with the Company, the Company will have one representative director on the Hello LED Board, which will consist of four directors in total. PLANB will appoint the remaining three directors. The authorized signatory of Hello LED will be amended to require joint signatures of two directors, affixed with the company seal. The Company believes that assigning PLANB, an expert in the out-of-home media business, as the primary operator of Hello LED's general business operations will be beneficial to Hello LED and will not cause disadvantage to the Company. Once PLANB acquires a 50% stake in Hello LED from Win Harvest and becomes a shareholder of Hello LED, PLANB will be required to enter into a shareholders' agreement on the same date. The agreement will stipulate that key matters of Hello LED must be approved by the Company's representative director before execution, including: 1) any connected transactions with PLANB or the Company; 2) any agreements with third parties involving transactions exceeding THB 5 million per transaction or an aggregate of THB 15 million within 12 months; and 3) Other matters requiring a special resolution under applicable laws. Furthermore, the Company has successfully negotiated an amendment to the original Share Purchase Agreement for Hello LED, whereby the Company will no longer be responsible for providing operational representations and warranties from the date PLANB holds 50% of Hello LED shares. Consequently, the Company shall no longer be liable for damages arising from a breach of such warranties. In addition, if PLANB fails to complete the transaction for the acquisition of Hello LED shares under the new conditions by the Long-Stop Date, PLANB will be required to amend the number of the Company's representative directors and the authorized signatories of Hello LED to reflect the revised shareholding proportion.

The Company has appointed Capital Advantage Co., Ltd. as its independent financial advisor ("**Independent Financial Advisor**", "**IFA**" or "**CapAd**") to provide an opinion to the shareholders regarding the reasonableness and appropriateness of the amendment to the Share Purchase Agreement of Hello LED between the Company and PLANB, which constitutes both a disposal of assets and a connected transaction.

CapAd has studied details of the Information Memorandum on Asset Disposition Transaction and Connected Transaction of the Company and information from interviews with management and executives of the Company as well as documents received from the Company, and Hello LED such as financial statements, financial projection, relevant agreements and documents, as well as information disclosed to the public, information disclosed on websites of the SET and the Office of the Securities and Exchange Commission ("**SEC**"), and financial information available from various websites as a basis for rendering our opinion on such transaction.

The opinion of CapAd in this report assumes that the information and documents provided are accurate, true, and complete as prepared by the management of the Company. The Independent Financial Advisor has reviewed the information according to the professional standard and found no material anomalies. However, CapAd is unable to assure or guarantee any accuracy or completeness of such information. In deriving its opinion, CapAd considers the current operating environment and the most up-to-date information at the time of issuance of this report. Any change or future incidents may have a material impact on business operations and financial projections of Hello LED and the assessment and analysis of CapAd, as well as the decision of shareholders on the Asset Disposition Transaction and the Connected Transaction.

In providing the opinion to shareholders, CapAd studies and analyzes the information stated above by considering the reasonableness of the asset disposition transaction, price, and conditions, and all relevant factors. CapAd has considered such information thoroughly and reasonably according to professional standards for the best interests of shareholders.

The attachments to this report are deemed as part of this opinion report and are information that shareholders should consider in conjunction with this report.

After considering and studying all the information on the Asset Disposition Transaction and the Connected Transaction, CapAd would like to summarize the results as follows:

Abbreviation

"Company" or "ROCTEC"	Roctec Global Public Company Limited
"Hello LED"	Hello Bangkok LED Company Limited, which is a joint venture company
"VGI"	VGI Public Company Limited
"BTS"	BTS Group Holdings Public Company Limited
"PLANB" or "Buyer"	Plan B Media Public Company Limited
"Win Harvest"	Win Harvest International Limited
"Sale Shares"	500,000 ordinary shares in Hello LED, with a par value of THB 100 per share, representing 50.00% of Hello LED's total issued and paid-up shares
"Hello LED Share Sale Transaction"	The Company will dispose of 500,000 ordinary shares of Hello LED Co., Ltd., with a par value of THB 100 per share, representing 50.00% of the total issued and paid-up shares of Hello LED, to PLANB at a selling price of THB 4,000 per share, totaling THB 2,000,000,000 THB (two billion only).
"Original Share Purchase Agreement Hello LED"	The share purchase agreement for Hello LED entered into between the Company and PLANB, dated March 26, 2025.
"Hello LED Share Disposal Transaction under the New Conditions"	The disposal of Hello LED shares and the amendment to the Hello LED Share Purchase Agreement.
"Amended and Restated Hello LED Share Purchase Agreement" or "New Hello LED Share Purchase Agreement"	The Hello LED Share Purchase Agreement that has been amended to include significant changes to the original Hello LED Share Purchase Agreement, resulting in six material differences from the terms of the original agreement.
"Long-Stop Date"	The final date by which the obligations under the agreement must be fulfilled.
"Original Long-Stop Date"	The Long-Stop Date under the Original Share Purchase Agreement of Hello LED which falls on August 31, 2025.
"New Long-Stop Date"	The Long-Stop Date under the Amended Share Purchase Agreement of Hello LED which falls on August 13, 2027.
"Outdoor Advertising Media"	Advertising media such as billboards and street furniture
"Independent Financial Advisor" or "IFA" or "CapAd"	Capital Advantage Company Limited
"SEC"	The Security and Exchange Commission, Thailand
"SET"	The Stock Exchange of Thailand
"Notifications on Acquisition or Disposition of Assets"	The Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (2004) and its amendments
"Notifications on Connected Transactions"	The Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transaction B.E. 2546 and the amendments
"NPV"	Net Present Value
"WACC"	Weighted Average Cost of Capital

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Executive Summary

Roctec Global Public Company Limited (the “**Company**” or “**ROCTEC**”) has adopted a strategic direction to reduce its involvement in the advertising media industry. In line with this strategy, the Company divested its out-of-home advertising assets in Thailand in 2021 and subsequently exited the advertising media business in Malaysia in 2022. The Company has since shifted its focus toward expanding its integrated ICT solutions business, with particular emphasis on infrastructure and transportation ICT services, which are expected to experience continuous growth.

To align with this strategic shift, the Company proposed to its shareholders’ meeting the approval of the divestment of all ordinary shares held in Hello Bangkok LED Company Limited (“**Hello LED**”), a joint venture in which the Company holds a 50.00% equity interest. Hello LED operates in the advertising media business, including both static billboard and digital LED advertising services. The Company intends to sell 500,000 ordinary shares in Hello LED, with a par value of THB 100 per share, representing 50.00% of Hello LED’s total issued and paid-up shares (the “**Sale Shares**”), to Plan B Media Public Company Limited (“**PLANB**” or the “**Buyer**”) and/or a designated party of PLANB, at a price of THB 4,000 per share, totaling THB 2,000,000,000 (THB two billion) (the “**Disposal of Hello LED Share**”). The Company entered into the Share Purchase Agreement for Hello LED on March 26, 2025 (the “**Original Hello LED Share Purchase Agreement**”). The sale of Hello LED shares was approved by the Company’s Extraordinary General Meeting of Shareholders No. 1/2025 held on April 29, 2025. According to the original timeline, the Company expects the transaction to be completed by August 31, 2025.

Following the approval of the sale of Hello LED shares by the Company’s Extraordinary General Meeting of Shareholders No. 1/2025, PLANB submitted a letter to the Company requesting a renegotiation of the terms under the original Share Purchase Agreement for Hello LED. The request included, among other things, an extension of the timeline for completing the transaction, citing potential economic impacts on both PLANB and the Thai economy arising from the United States’ import tax policy. The Company entered into negotiations with PLANB to seek a mutually acceptable resolution, taking into consideration the Company’s strategic direction and the best interests of the Company and its shareholders. The key proposed amendments from PLANB are as follows: (1) extension of the Long-Stop Date, the final completion date for the transaction (“**Long-Stop Date**”) is proposed to be extended to August 13, 2027, by which time PLANB must complete the purchase of the Hello LED shares, and (2) introduction of a non-refundable Deposit, PLANB will pay a non-refundable deposit of up to THB 240,000,000 to the Company. If PLANB fails to complete the purchase of the Transaction Shares by the Long-Stop Date, or if the agreement is terminated due to PLANB’s default, the Company will be entitled to retain any portion of the deposit already paid. PLANB will subsequently pay the remaining portion of the deposit to reach the total of THB 240,000,000 (the “**Amendment Agreement to the SPA of Hello LED**”). Nevertheless, this deposit shall be treated as part of the total consideration for the share purchase, in the event that the transaction is completed. The total consideration for the Transaction Shares remains unchanged at THB 2,000,000,000, as approved by the Extraordinary General Meeting of Shareholders No. 1/2025. Details of the proposed amendments are outlined in Table 1 below (the “**Amendment to Hello LED Share Purchase Agreement**”). The Sale Shares between the Company and PLANB must be completed in a single, full transfer. This will occur when PLANB, as the buyer, notifies the Company of its intention to complete the transaction, under the terms of the Amendment Agreement to the SPA of Hello LED within the Long-Stop Date and the Company will not conduct a partial sale of shares within the Long-Stop Date period.

Table 1: Summary of Key Terms in the Amended Share Purchase Agreement for Hello LED (executed on June 18, 2025) which are different from the Original Hello LED Share Purchase Agreement

Matters	The Original Conditions	The Amended Conditions
1. The Amendment to the Long-Stop Date	Long-Stop Date means August 31, 2025, or any later date as agreed upon by the parties in writing.	Long-Stop Date means August 13, 2027.
2. Addition of the Deposit Payment Condition	There is no provision requiring PLANB to pay a deposit to the Company.	PLANB shall pay the deposit to the Company in ten quarterly installments of THB 24,000,000 each, with a total deposit amount not exceeding THB 240,000,000 (the “ Deposit ”), until the Long-Stop Date.

Matters	The Original Conditions	The Amended Conditions
		<p>PLANB agrees to pay the first installment of the Deposit to the Company on the date it completes the acquisition of Hello LED shares from Win Harvest^{1/}, which is expected to occur by July 31, 2025. The remaining installments shall be paid quarterly in equal amounts, with the second installment due on the first business day of August 2025, and subsequent installments due every three months thereafter on the first business day of November, February, May, and August, until the Long-Stop Date. In the event PLANB does not complete the acquisition of Hello LED shares from Win Harvest by July 31, 2025, the Company may consider extending the due date for the first installment; however, such extension must not go beyond the Long-Stop Date. In any case, PLANB must pay the first installment on the date it acquires the shares from Win Harvest, followed by the second installment on the first business day of the following month, and continue with quarterly payments every three months within the Long-Stop Date period. Should the deadline for the first deposit payment be extended, but the Long-Stop Date remains unchanged, PLANB's deposit installments may not reach the full ten payments. Nevertheless, PLANB is obligated to complete the share purchase by the Long-Stop Date, ensuring that the Company receives the full share consideration of THB 2,000.00 million by the Long-Stop Date.</p> <p>The Deposit shall form part of the purchase price for the shares to be sold between the Company and PLANB.</p> <p>In the event that (a) PLANB fails to complete the purchase of the shares by the Long-Stop Date, or (b) the agreement is terminated due to PLANB's default, all Deposit amounts already paid by PLANB shall be forfeited to the Company. Furthermore, PLANB agrees to pay the remaining balance of the Deposit to bring the total to THB 240,000,000 in either of the above cases. Such remaining balance must be paid to the Company within 60 days from the date of the Company's written demand.</p> <p>If PLANB fails to make any installment payment of the Deposit, the Company shall issue a written notice demanding payment of the outstanding amount within 60 days^{2/}. If PLANB fails to make payment within the specified period, the Company may exercise its right to terminate the agreement due to PLANB's default. In the event of termination caused by PLANB, PLANB shall remain liable to pay the outstanding balance of the Deposit to the Company, bringing the total to THB 240,000,000.</p>
3. Cancellation of the Sale of Shares to PLANB by the Long-Stop Date	There is no provision regarding the cancellation of the sale of shares to PLANB by the Long-Stop Date.	If the Company does not wish to sell the shares to be sold to PLANB by the Long-Stop Date, or if the agreement is terminated due to the Company's default, the Company shall return all Deposit amounts already paid by PLANB together with a penalty for contract termination to PLANB ^{3/}

Matters	The Original Conditions	The Amended Conditions
		within 60 days from the date of PLANB's written demand.
4. Condition Requiring the Purchaser to Procure That Hello LED Declares Dividends During the Period Prior to the Long-Stop Date, If Hello LED Has Sufficient Profits to Distribute Dividends.	There is no provision requiring PLANB to procure that Hello LED declares dividends during the period prior to the Long-Stop Date.	Following the completion of PLANB's acquisition of Hello LED shares from Win Harvest, PLANB agrees to cause Hello LED to distribute dividends (whether interim or annual) in accordance with Hello LED's normal dividend payment practices, and to declare a final dividend prior to the completion of the share purchase transaction, provided that Hello LED has sufficient profits to do so. The Company, as a 50% shareholder of Hello LED, shall be entitled to receive dividends from Hello LED until the completion of the share purchase transaction by PLANB.
5. Changes in Directors and Authorized Signatories While PLANB Holds 50 Percent of Shares in Hello LED	There is no provision in relation to the changes in directors and authorized signatories while PLANB holds 50 percent of shares in Hello LED.	Following PLANB's acquisition of a 50% shareholding in Hello LED alongside the Company, the Company shall be entitled to appoint one representative director to the board of Hello LED, which will consist of a total of four directors. PLANB shall be entitled to appoint the remaining three directors. The authorized signatories of Hello LED will be amended such that two directors must jointly sign together with the company seal. In the event that the share purchase transaction is not completed within the Long-Stop Date, PLANB shall procure Hello LED to reappoint the Company's representative director and amend the signing authority of Hello LED to reflect the shareholding structure prior to the amendment of the Share Purchase Agreement for Hello LED (whereby the Company and Win Harvest each had two representative directors on the board of Hello LED, totaling four directors).
6. Providing Operational Representations and Warranties of Hello LED by the Seller	The Company, as the seller, is required to represent and warrant the operation of Hello LED until the completion of the transaction.	The Company, in its capacity as the seller, shall provide representations and warranties in relation to the business operations of Hello LED up to the date on which PLANB completes the acquisition of Hello LED shares from Win Harvest (i.e., the date on which PLANB acquires a 50% shareholding in Hello LED).

Source: Information Memorandum on the Disposal of Assets and Connected Transactions of the Company, dated May 30, 2025
Remarks:

- 1/ The Company has been informed by PLANB that PLANB intends to acquire the remaining 50.00% of the issued and paid-up shares in Hello LED from the other shareholders of Hello LED, namely Win Harvest and Mr. Sathondorn Sattabutr. PLANB will issue new ordinary shares to VGI and Win Harvest (with a total value of approximately THB 2,000.00 million) as payment for the Hello LED shares held by Win Harvest. This transaction must be completed within 90 days from the date on which shareholder approval is obtained, or by 28 July 2025, whichever is earlier. If not completed within this period, the shareholder resolution will lapse, and PLANB will be required to restart the entire approval process.
- 2/ In the event PLANB fails to make any scheduled deposit payment, the Company shall issue a written notice to PLANB on the next business day following the due date of such deposit installment. PLANB will then be required to make the payment within 60 days from the date of receiving the notice.
- 3/ The penalty for contract termination shall be interest at a rate of 10.00% per annum on each deposit installment, calculated from the date the Company received such installment until the date the Company fully refunds the deposit to PLANB.

The extension of the Long-Stop Date to August 13, 2027 is a period mutually agreed upon between the Company and PLANB. The Board of Directors of the Company has considered that such period is appropriate and provides sufficient time for PLANB to resolve external factors affecting its business operations. Furthermore, identifying a new purchaser to replace PLANB who is able to pay the same consideration of THB 2,000,000,000 is deemed highly unlikely. This is due to the fact that the out-of-home

advertising industry is highly concentrated, with only a few major players in the market. Currently, the key market leaders in this industry are VGI Public Company Limited ("**VGI**"), PLANB, and the Company. PLANB's acquisition of Hello LED shares from the Company would significantly support its strategic direction, as PLANB recognizes the operational efficiency of Hello LED based on its business experience. Such potential for value creation from this transaction is unique to PLANB and is not expected to be replicable by other players in the advertising industry. Therefore, the possibility of finding another buyer who is both willing and able to purchase the shares at the same consideration is remote. Moreover, the extension of the Long-Stop Date does not cause any damage to the Company, as the Company does not have an immediate need for the proceeds from the sale of Hello LED shares during this period. Should any attractive investment opportunity arise, the Company can explore alternative and appropriate sources of funding. Currently, the Company's ICT service expansion strategy focuses primarily on project-based models. Under this approach, the Company typically receives customer deposits prior to project commencement, which directly supports project execution and reduces reliance on working capital. As of March 31, 2025, the Company maintains a strong financial position with cash and cash equivalents amounting to THB 1,837.87 million. Additionally, the Company's debt-to-equity ratio and interest-bearing debt-to-equity ratio stood at 0.52x and 0.07x, respectively, both considered very low, demonstrating the Company's ability to secure additional funding from financial institutions. Therefore, the Company has sufficient financial resources to support ongoing operations and future business expansion through both internal liquidity and borrowing capacity. As such, any delay in receiving the sale proceeds from Hello LED will not adversely impact the Company's business operations.

The Company intends to use the deposit received from the share sale of Hello LED as working capital. The remaining consideration (excluding the deposit) expected to be received by the extended Long-Stop Date will be allocated toward business expansion, investment in integrated ICT solutions, and/or other working capital requirements. Any such fund utilization plan is expected to enhance shareholder value. Should the Company later decide to utilize such funds for purposes other than those currently disclosed, such as mergers and acquisitions related to ICT solutions or other alternative uses, the Company will comply with applicable regulations, including disclosure requirements for asset acquisition or disposal transactions, related party transactions, and other relevant rules.

Although the sale of Hello LED shares was previously approved by the Extraordinary General Meeting of Shareholders No. 1/2025 of the Company held on April 29, 2025, the Board of Directors is of the opinion that the amendment to the Hello LED Share Purchase Agreement constitutes a material change to the original terms and conditions of the agreement. Therefore, such a change should be reconsidered and approved by the shareholders. As a result, at the Board of Directors' Meeting No. 2/2025-26 held on May 30, 2025, it was resolved to propose that the 2025 Annual General Meeting of Shareholders of the Company consider and approve the sale of Hello LED shares once again, together with the amendment to the Hello LED Share Purchase Agreement (collectively referred to as the "**Sale of Hello LED Shares under the New Conditions**"). It should be noted that after the date of the aforementioned Board resolution, a court in the United States issued an order suspending the proposed import tariff measures. However, such a court order is currently under appeal, and the outcome remains uncertain as to its potential implications. Furthermore, the announcement of such tariff policies by the United States has already caused volatility in the global economic system and adversely affected overall market sentiment. This is compounded by the current global and domestic economic slowdown and persistent uncertainty stemming from political instability and rising international geopolitical tensions, as well as financial and trade-related factors. These challenges are evidenced by shifts in consumer behavior, with individuals becoming more cautious in their spending, and by financial institutions imposing stricter lending standards. Even if the aforementioned tariff measures are ultimately repealed or legally suspended, the recovery of both the global and Thai economies is expected to take time.

The execution of the Sale of Hello LED Shares under the New Conditions constitutes a connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (2003) (collectively referred to as the "**Connected Transaction Notifications**"). This is because the Company and PLANB share the same major shareholder, namely BTS Group Holdings Public Company Limited ("**BTS**"). BTS is the direct major shareholder of the Company, holding 63.74% of the total issued and paid-up shares of the Company⁵. In addition, BTS is

⁵ Please see Footnote 1

the indirect major shareholder of PLANB through its shareholding in VGI. BTS holds 34.30% of the total issued and paid-up shares of VGI⁶, which is the major shareholder of PLANB, holding 19.51% of the total issued and paid-up shares of PLANB⁷. (That is, BTS is deemed an indirect major shareholder of PLANB by aggregating the shareholding in PLANB held by VGI, a person under Section 258 of BTS). Details of BTS's shareholding in both the Company and PLANB are illustrated in Diagram 1-1 in Part 1 of this report. The transaction size is equivalent to 54.43% of the net tangible assets (NTA) of the Company and its subsidiaries, based on the audited consolidated financial statements of the Company as of March 31, 2025 (the latest financial statements as at the date on which the Board of Directors resolved to approve the execution of the Sale of Hello LED Shares under the New Conditions). This exceeds the 3% threshold of the NTA. The Company and its subsidiaries have not entered into any other connected transactions with PLANB or its related persons during the six months before the date the Board of Directors resolved to propose this transaction for approval by the shareholders' meeting.

As a result, the Company is required to disclose information regarding the connected transaction to the Stock Exchange of Thailand ("**SET**"), appoint an independent financial advisor to provide an opinion to shareholders, and obtain approval for the transaction from the shareholders' meeting of the Company by a vote of not less than three-fourths (3/4) of the total votes of shareholders attending the meeting and entitled to vote, excluding the votes of interested shareholders, in accordance with the criteria specified under the Connected Transaction Notifications.

In addition, the entering into this transaction constitutes a disposition of assets transaction of the Company under the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Significant Transactions Constituting an Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposal of Assets B.E. 2547 (2004), as amended (collectively referred to as the "**Notifications on Acquisition or Disposal of Assets**"). The highest transaction size is equivalent to 29.86%, calculated based on the net profit basis, referencing the audited consolidated financial statements of the Company as of March 31, 2025 (which are the latest consolidated financial statements of the Company as at the date on which the Board of Directors resolved to approve the Sale of Hello LED Shares under the New Conditions). As such, the transaction size exceeds 15% but is less than 50%, and therefore qualifies as a Type 2 transaction under the Notifications on Acquisition or Disposal of Assets. The Company and its subsidiaries have not entered into any other asset disposal transactions during the six months before the date on which the Board of Directors resolved to propose this transaction for approval by the shareholders' meeting. Therefore, the Company is obligated to disclose information regarding the asset disposal transaction to the Stock Exchange of Thailand ("**SET**") immediately and submit a circular to shareholders within 21 days from the date of disclosure to the SET.

Since the Company is also required to appoint an independent financial advisor and convene a shareholders' meeting to consider and approve the connected transaction, the Company deems it appropriate to appoint the IFA to provide opinions on the asset disposal transaction to the Company's shareholders and to seek approval for such disposal transaction from the shareholders' meeting. The approval must be obtained by a vote of not less than three-fourths (3/4) of the total votes of shareholders attending the meeting and entitled to vote, excluding the votes of interested shareholders. This approach is taken as if the Sale of Hello LED Shares under the New Conditions were classified as a Type 1 transaction (i.e., a transaction with a size equal to or exceeding 50% but less than 100%) per the criteria specified in the Notifications on Acquisition or Disposal of Assets.

In addition, under the Amendment to the Share Purchase Agreement of Hello LED, it is stipulated that: (a) if the Company exercises its right to cancel the sale of shares to PLANB on or before the Long-Stop Date; or (b) the Hello LED Share Purchase Agreement is terminated due to the Company's fault, the Company shall be obligated to refund all deposit amounts previously received from PLANB, together with interest at a rate of 10.00% per annum. The interest shall be calculated from the date the Company receives each deposit installment until the date the Company fully refunds such deposit to PLANB (the "**Termination Penalty**"). The Termination Penalty at the rate of 10.00% per annum is considered reasonable, as it is comparable to the deposit amount of THB 240,000,000 (equivalent to 12.00% of the purchase price for Hello LED shares) that the Company is entitled to retain from PLANB if PLANB fails to purchase the shares by the Long-Stop Date or the Agreement is terminated due to PLANB's fault.

⁶ Please see Footnote 2

⁷ Please see Footnote 3

Therefore, when compared with PLANB's penalty rate of 12.00%, the Company's Termination Penalty of 10.00% is deemed fair and reasonable.

The provision allowing the Company to cancel the sale of shares to PLANB by the Long-Stop Date grants the Company the right to reassess the sale of Hello LED shares at the time of the intended transaction. PLANB cannot compel the Company to proceed with the sale of Hello LED shares. In this regard, the Company will propose that the shareholders' meeting authorize the Board of Directors to review and reassess the sale of Hello LED shares in the future by weighing the benefits the Company would receive against the obligation to refund the deposit together with the Termination Penalty as mentioned above.

If the deposit, together with the Termination Penalty, is refunded, the completion of the sale transaction of Hello LED shares under the new conditions will not take place (i.e., the sale of Hello LED shares to PLANB in its entirety will be cancelled). Should such an event occur, the Company will notify its shareholders through the website of the SET. The Termination Penalty payable by the Company to PLANB qualifies as a connected transaction under the Connected Transaction Notification, since PLANB is a connected person of the Company. The transaction size is equivalent to 1.33% of the net tangible assets ("**NTA**") of the Company, based on the audited consolidated financial statements of the Company and its subsidiaries for the year ended March 31, 2025. (The Company and its subsidiaries have not entered into any other connected transactions with PLANB or persons related to PLANB during the six months preceding the date of the Board of Directors' resolution approving this transaction). The calculation of the transaction size is based on the maximum deposit amount that the Company may receive from PLANB, totaling THB 240,000,000, subject to a Termination Penalty interest rate of 10.00% per annum, calculated from the payment date of each deposit installment by PLANB. The first deposit installment will be due upon the completion of PLANB's acquisition of Hello LED shares from Win Harvest⁸, which is expected to occur by July 31, 2025, and calculated through to the date the Company fully refunds such deposit to PLANB. Based on the assumption that the refund is made on the new Long-Stop Date, the Termination Penalty is estimated at THB 48,920,547.95.

When combined with the connected transaction size of the sale of Hello LED shares under the new conditions, the aggregate connected transaction size equals 55.76% of the NTA of the Company, based on the audited consolidated financial statements of the Company and its subsidiaries as of March 31, 2025. (There have been no other connected transactions between the Company and PLANB or related parties of PLANB during the six months before the Board of Directors' resolution.).

During the period in which PLANB holds a 50% equity stake in Hello LED jointly with the Company, the Company will have one representative director on the Hello LED Board, which will consist of four directors in total. PLANB will appoint the remaining three directors. The authorized signatory of Hello LED will be amended to require joint signatures of two directors, affixed with the company seal. The Company believes that assigning PLANB, an expert in the out-of-home media business, as the primary operator of Hello LED's general business operations will be beneficial to Hello LED and will not cause disadvantage to the Company. Once PLANB acquires a 50% stake in Hello LED from Win Harvest and becomes a shareholder of Hello LED, PLANB will be required to enter into a shareholders' agreement on the same date. The agreement will stipulate that key matters of Hello LED must be approved by the Company's representative director before execution, including: 1) any connected transactions with PLANB or the Company; 2) any agreements with third parties involving transactions exceeding THB 5 million per transaction or an aggregate of THB 15 million within 12 months; and 3) Other matters requiring a special resolution under applicable laws. Furthermore, the Company has successfully negotiated an amendment to the original Share Purchase Agreement for Hello LED, whereby the Company will no longer be responsible for providing operational representations and warranties from the date PLANB holds 50% of Hello LED shares. Consequently, the Company shall no longer be liable for damages arising from a breach of such warranties. In addition, if PLANB fails to complete the transaction for the acquisition of Hello LED shares under the new conditions by the Long-Stop Date, PLANB will be required to amend the number of the Company's representative directors and the authorized signatories of Hello LED to reflect the revised shareholding proportion.

The Company has appointed Capital Advantage Co., Ltd. as its independent financial advisor ("**Independent Financial Advisor**", "**IFA**" or "**CapAd**") to provide an opinion to the shareholders regarding the reasonableness and appropriateness of the amendment to the Share Purchase Agreement

⁸ Please see Footnote 4

of Hello LED between the Company and PLANB, which constitutes both a disposal of assets and a connected transaction.

Roctec Global Public Company Limited ("**ROCTEC**"), formerly known as Master Ad Public Company Limited, was established in 1988 with an initial registered capital of THB 600,000. The Company initially operated as an out-of-home (OOH) advertising service provider, focusing primarily on billboard media in various formats. It later expanded into street furniture media by securing the rights to install and manage advertising panels on BTS Skytrain viaduct pillars from Bangkok Mass Transit System Public Company Limited, as well as rights from the Bangkok Metropolitan Administration to manage advertising panels on flyover bridge pillars throughout the city.

In 2018, ROCTEC entered the integrated ICT solutions business by investing 81.7% in Trans.Ad Solution Co., Ltd., and 89.00% (currently 92.00%) in ROCTEC Technology Co., Ltd. through Trans.Ad Solution. This segment has grown to become the company's core revenue driver over the past four fiscal years (FY2021/22 to FY2024/25). Recognizing that the growth of the OOH advertising business is highly sensitive to economic fluctuations, ROCTEC made a strategic decision to divest most of its advertising assets in Thailand and all of its advertising assets in Malaysia, retaining only its street furniture media assets and outdoor advertising assets in Vietnam. The Company has realigned its business strategy to focus on integrated ICT solutions, leading to a continuous increase in the proportion of revenue from this segment, rising from 54.03% in 2019 to 83.38% in FY2021/22, and 85.36% in FY2024/25 (*Please refer to Table 2-2, Part 2 of this Report*).

At present, ROCTEC's core business is ICT solutions, which contributed approximately 85.36% of its total revenue and 85.78% of its revenue from sales and services in FY2024/25. ROCTEC provides comprehensive integrated technology solutions across various industries, specializing in communication systems tailored for the rail transportation sector, data infrastructure networks, cybersecurity systems, digital display equipment and systems, and innovative product development. Its services span from consulting, design, and equipment procurement to installation, implementation, and ongoing maintenance. The Company's ICT business can be categorized into three main segments: (1) Integrated Technology Solutions, (2) Transportation Solutions, and (3) Digital Display Solutions.

Accordingly, the disposal of Hello LED shares under the original Share Purchase Agreement, which was approved by the Extraordinary General Meeting of Shareholders No. 1/2025 on April 29, 2025, and the proposed disposal of Hello LED shares under the new conditions, which will be presented for approval at the 2025 Annual General Meeting of Shareholders, are both considered part of the Company's continued effort to reduce its investment in the advertising business. The proceeds from this divestment will be used as working capital and for investment in other related projects and/or to expand the Company's core business in ICT Solutions, which includes: (1) Integrated Technology Solutions, (2) Transportation Solutions, and (3) Digital Display Solutions. This strategy is intended to support the continuous growth and long-term operational stability of the Company, which in turn is expected to improve overall performance and deliver higher returns to shareholders. Under the new conditions of the Hello LED share disposal, the Company plans to use the deposit received as working capital, while the remaining proceeds, to be paid on or before the Long-Stop Date (excluding the deposit), will be used to expand the business, invest in ICT Solutions, and/or for general corporate purposes. The Company believes this use of funds will enhance shareholder value.

It should be noted that the Company has not yet finalized the allocation ratio of the proceeds for the aforementioned purposes, the specific timeline for investments, or the types of projects to be invested in. The Company is currently conducting feasibility studies and will assess investment decisions based on various factors such as Internal Rate of Return (IRR), Payback Period, and other investment risk considerations. As such, the specific investment details remain uncertain at this stage. Therefore, the Board of Directors is responsible for carefully overseeing the use of proceeds from the Hello LED share disposal to ensure maximum efficiency and value in comparison to the potential returns, including weighing the opportunity cost of retaining the investment in Hello LED. In the event the Company later decides to pursue mergers and acquisitions related to ICT Solutions, or utilize the funds for any purposes different from those mentioned above, it will comply with all relevant regulations, including the Disclosure of Acquisition or Disposal of Assets, Related Party Transaction Disclosure, and/or any other applicable rules.

The Independent Financial Advisor is of the opinion that the share disposal transaction of Hello LED under the new terms continues to present comparable **advantages, disadvantages, and risks** to those of the share disposal transaction under the original Share Purchase Agreement for Hello LED,

which was previously approved by the Company's Extraordinary General Meeting of Shareholders No. 1/2025 held on April 29, 2025, as summarized below:

Table 2: Comparison of advantages, disadvantages, and risks between the transaction of selling Hello LED shares under the original terms approved by the Extraordinary General Meeting of Shareholders No. 1/2025 and the transaction of selling Hello LED shares under the new terms to be proposed for approval at the Annual General Meeting of Shareholders 2025.

	Opinion of the IFA regarding the Transaction ^{1/}	Under the Original Terms	Under the New Terms
Advantages of the Transaction			
1.	Support the direction of business operations that align with the long-term strategy of the Company, which focuses on investments related to the core business, which is ICT Solutions.	✓	✓
2.	Adjust the asset structure of the Company to align with the strategic direction of the Company's core business operations, while increasing efficiency in resource management by adjusting the proportion of assets with the potential to generate revenue at a lower level.	✓	✓
3.	The Company received immediate cash flow without having to wait for returns from the investment in Hello LED, which has a long and uncertain payback period. The payback period is approximately 43 years, based on the company's investment returns in Hello LED over the past 5 years.	✓ The Company will receive the payment for the share purchase by August 31, 2025.	✓ The Company will receive the full payment for the share purchase no later than August 13, 2027, which is approximately 2 years later than the original schedule. However, considering the average payback period of the investment in Hello LED is about 43 years, the delay period is relatively short and still within an acceptable range.
4.	The Company will realize a profit from the sale of its investment in Hello LED.	✓ The cost value of the investment in Hello LED as of March 31, 2025, in the Company's separate financial statements using the cost method is THB 1,925.00 million, and in the consolidated financial statements using the equity method is THB 1,900.78 million. Therefore, under the original terms of the transaction to sell the shares of Hello LED, the company will recognize a gain from the disposal of the investment in Hello LED (before deducting related expenses) of approximately THB 75.00 million in the separate financial statements and approximately THB 99.22 million in the consolidated financial statements. ⁹	✓ Even though the disposal of the investment in Hello LED will be delayed, the company will still recognize a gain from the disposal of the investment in Hello LED (before deducting related expenses) of approximately THB 75.00 million in the separate financial statements. This is because the investment value in Hello LED in the separate financial statements is recorded using the cost method, less any allowance for impairment. The IFA has estimated that Hello LED will have net profits between THB 211.10 million and 280.06 million for the years 2025 to 2027 (see Table 3-2, Section 3 of this

⁹ Please see footnote 9

	Opinion of the IFA regarding the Transaction ^{1/}	Under the Original Terms	Under the New Terms
			<p>report). Therefore, the Company does not need to set additional impairment allowance for the investment in Hello LED. As a result, on the Long Stop Date, the investment value in Hello LED under the cost method in the separate financial statements will remain at THB 1,925.00 million, which will allow the company to recognize the same gain of approximately THB 75.00 million (before related expenses) in the separate financial statements.</p> <p>However, the gain (or loss) from the disposal of the investment in Hello LED (before related expenses) in the consolidated financial statements cannot yet be determined, as it depends on the investment value under the equity method at the disposal date. The investment value under the equity method will increase with net profits and decrease with dividend payments. The actual operating results and dividend payments during 2025 – 2027 will determine the investment value under the equity method at the disposal date.</p>
5.	The Company has increased liquidity and greater flexibility in utilizing the proceeds from the asset sale. The cash flow from the transaction of selling Hello LED shares will provide the company with readily available funds to invest in expanding its core business and/or other projects immediately, and/or to manage short-term investments as well.	<p>✓</p> <p>The Company will have increased liquidity of approximately THB 2,000.00 million by August 31, 2025, which can be immediately used as working capital and to expand the business.</p>	<p>✓</p> <p>The Company will gradually increase its liquidity through deposit payments of THB 24 million per installment over 10 installments, totaling THB 240.00 million, which can be used as working capital for business operations. When the company receives the remaining payment of approximately THB 1,760.00 million for the shares, it will use the funds to expand its business and invest in the integrated technology solutions (ICT Solutions) business, as well as for working capital. Furthermore, the delay in receiving payment from the sale of Hello LED shares under the new conditions will not impact the Company's business operations. If the Company identifies new attractive investment projects, it can consider using other appropriate sources of funding for such investments.</p> <p>As of March 31, 2025, the Company's financial position remains strong, with cash and cash</p>

	Opinion of the IFA regarding the Transaction ^{1/}	Under the Original Terms	Under the New Terms
			<p>equivalents totaling THB 1,837.87 million. Additionally, the debt-to-equity ratio and interest-bearing debt-to-equity ratio are low at 0.52 times and 0.07 times, respectively, demonstrating the Company's strong capacity to access additional financing from financial institutions.</p> <p>Therefore, the Company has sufficient funding for its business operations and further expansion, supported by internal liquidity and borrowing capability.</p> <p>In the event the Company decides to cancel the sale of Hello LED shares to PLANB, it will be required to refund all received deposits plus the maximum penalty for contract cancellation, totaling THB 288.92 million. This amount represents only 15.72% of the Company's cash and cash equivalents, indicating that the company has sufficient funds to cover such repayment.</p>
Disadvantages and Risks of the Transaction			
1.	There may be missed opportunities to receive returns from investing in Hello LED because Hello LED has shown continuous growth in operations and has started consistently distributing dividends over the past 3 years.	✓	✓ The impact on this matter will be mitigated because, under the new conditions, the Company's board of directors will review the sale of Hello LED shares again at the time of the transaction completion (which must occur by August 13, 2027). The board will compare the benefits the company will receive against the obligations to refund all received deposits along with the cancellation penalty (interest at a rate of 10.00% per annum).
2.	Risk of uncertainty in the use of cash proceeds from the sale of assets, which may result in lower returns on investment than returns on investment in Hello LED, and may result in excessive liquidity at certain times.	✓	✓ The impact on this matter will be reduced because the Company has more time to consider or source worthwhile projects using the proceeds from the sale of Hello LED shares, while still receiving dividend returns from Hello LED. Moreover, the Company is unlikely to face excess liquidity since it will not receive the full payment for the sale of Hello LED shares in the near term.

Remarks:

- 1/ The independent financial advisor's opinion on the asset disposal and related party transaction (disposal of ordinary shares of Hello Bangkok LED Co., Ltd.) prepared by CapAd, dated March 27, 2025, which is Attachment 3 of the invitation letter for the Extraordinary General Meeting of Shareholders No. 1/2025 held on April 29, 2025, can be viewed on the company's website: <https://investor.roctecglobal.co.th/th/document/shareholder-meetings>
- 2/ The maximum penalty for contract cancellation is calculated based on:
Maximum deposit amount * annual interest rate * deposit holding period (from July 31, 2025 to August 13, 2027, totaling 744 days), which equals: 240 * 10% * (744 / 365)

In addition, the IFA notes that the transaction to sell shares of Hello LED under the new conditions carries additional drawbacks and risks as follows:

(1) Risk arising from the composition of the board of directors of Hello LED not reflecting the shareholding proportion after PLANB becomes a 50.00% shareholder alongside the Company.

After PLANB acquires a 50% stake in Hello LED together with the Company, the Company will have one director representing it out of a total of four directors on the Hello LED board, while PLANB will have three directors out of four. The authorized signatories will change to require joint signatures from two directors along with the company's seal. This arrangement will enable PLANB to approve routine transactions without needing approval from the Company, which may result in Hello LED's operations being primarily focused on PLANB's interests rather than mutual benefits for both parties.

However, decisions on significant matters of Hello LED¹⁰ will still require approval by the Company's board representative(s) as stipulated in the shareholders' agreement of Hello LED¹¹, which is expected to provide some level of protection for the company's interests.

(2) Risk that the buyer may fail to comply with the terms of the new Hello LED Share Purchase Agreement

Under the new Share Purchase Agreement for Hello LED, the Buyer is required to make the first installment of the deposit payment to the Company on the date PLANB completes its acquisition of Hello LED shares from Win Harvest (expected to be by July 31, 2025). Thereafter, PLANB will pay the remaining nine equal quarterly installments of the deposit starting from August 2025, totaling a deposit amount of THB 240.00 million. PLANB will then pay the remaining balance of THB 1,760.00 million by the Long-Stop Date, making up the total purchase price of THB 2,000.00 million. However, given that the Buyer failed to comply with the original agreement, there remains a risk that the Buyer may also fail to comply with the terms of the new agreement. This may result in delays in receiving deposit payments, or in the worst-case scenario, the Buyer may terminate the transaction altogether, which would prevent the Company from receiving the remaining THB 1,760.00 million in proceeds from the share disposal.

Although the Company faces the risk of delayed deposit payments or non-receipt of the remaining share sale proceeds, such risks are not expected to affect the Company's core business operations. This is because, under the new share disposal arrangement (before PLANB completes the full payment of THB 2,000.00 million), the Company will continue to maintain its status as a shareholder and receive returns from Hello LED as usual. Moreover, while the proceeds from this transaction were initially intended to be used for working capital and business expansion in the integrated ICT solutions segment, any delays in receiving the full payment or receiving only the deposit amount will not have an adverse impact on the Company's operations. As of March 31, 2025, the Company maintained a strong financial position with cash and cash equivalents amounting to THB 1,837.87 million. In addition, the Company reported very low debt-to-equity and interest-bearing debt-to-equity ratios of 0.52x and 0.07x, respectively, reflecting its strong ability to access additional funding if necessary.

Advantages and Benefits of Not Entering into the Transaction

-None-

Disadvantages and Risks of Not Entering into the Transaction

If the shareholders' meeting of the Company does not approve this transaction, all parties shall continue to comply with the original Share Purchase Agreement for Hello LED. However, since PLANB (the Buyer) has informed the Company of its need to amend the terms of the original agreement, it is reasonably expected that PLANB will not be able to comply with the original terms and will not proceed with the purchase of Hello LED shares from the Company by the original Long-Stop Date, which is

¹⁰ Examples include: (1) entering into connected transactions with PLANB or the Company; (2) entering into any agreement with any person where the transaction value exceeds THB 5 million per transaction or, in aggregate, exceeds THB 15 million within 12 months; and (3) other matters required by law to obtain a special resolution from the shareholders' meeting. These matters must be approved by the Company's representative director(s) before any such actions can proceed.

Once PLANB completes the purchase of Hello LED shares from Win Harvest and holds 50% of the total issued and outstanding shares of Hello LED, PLANB will be required to enter into a shareholders' agreement with respect to Hello LED.

¹¹ Once PLANB completes the acquisition of Hello LED shares from Win Harvest and becomes a shareholder holding 50% of the total issued and outstanding shares of Hello LED, PLANB will be required to enter into a shareholders' agreement of Hello LED on the same date.

August 31, 2025. This would result in certain disadvantages and risks associated with not entering into the proposed transaction, as follows:

- (1) Risk that the Buyer may fail to comply with the terms of the original Share Purchase Agreement for Hello LED, by not acquiring the Hello LED shares from the Company by August 31, 2025. This could cause the Company to miss a significant opportunity to dispose of a non-core asset at a fair value of THB 2,000.00 million.
- (2) The Company may forgo the opportunity to receive deposit payments totaling THB 240.00 million over approximately two years, as stipulated under the amended Share Purchase Agreement for Hello LED.
- (3) Risk of impairment of the Company's investment in Hello LED in the future, should Hello LED's performance deteriorate significantly, such as incurring operating losses. It should be noted that the Company had already recognized an impairment loss of THB 25 million on its investment in Hello LED in 2022.

The Independent Financial Advisor (IFA) is of the opinion that the proposed disposal of Hello LED shares under the new conditions continues to present both advantages and disadvantages when comparing a transaction with a related party and one with an unrelated third party. This is consistent with the previous share disposal transaction of Hello LED under the original Share Purchase Agreement, which was approved by the Extraordinary General Meeting of Shareholders No. 1/2025 held on April 29, 2025.

Advantages of entering into a transaction with a related party versus an unrelated party:

- (1) Reduced reliance on related parties in business operations. Over the past three years (2022–2024), approximately 60% of Hello LED's total revenue has been derived from PLANB. Therefore, proceeding with this transaction will reduce the Company's investment exposure in a business that relies heavily on a related party.
- (2) Faster negotiation process and enhanced confidentiality. As a major customer of Hello LED, PLANB is already well-acquainted with the business and the condition of the assets being acquired. This familiarity facilitates more efficient and effective negotiations compared to dealing with an external party. Moreover, business information remains internal to the group and is less likely to be disclosed to outsiders.

Disadvantages of entering into a transaction with a related party versus an unrelated party:

- (1) Increased compliance burden. This transaction qualifies as a significant Connected Transaction, requiring the Company to convene a shareholders' meeting for approval and to appoint an independent financial advisor to provide an opinion on the transaction. These steps incur additional expenses compared to transactions with unrelated parties, which are not subject to related party transaction regulations. Nevertheless, holding a shareholders' meeting to approve the transaction serves as a key mechanism for shareholder protection, ensuring that shareholders—as the owners of the Company—have the opportunity to participate in decision-making regarding material business transactions.

After considering the objectives and necessity of the transaction, along with its advantages, disadvantages, benefits, and associated risks, the Independent Financial Advisor (IFA) is of the opinion that the disposal of Hello LED shares under the new conditions remains reasonable. Although the completion of the share sale will be delayed by approximately two years compared to the original schedule, the Company will still receive proceeds from the sale totaling THB 2,000.00 million, as in the original agreement. As such, this revised transaction continues to provide benefits comparable to the original Hello LED share sale transaction previously approved by the Extraordinary General Meeting of Shareholders No. 1/2025 held on April 29, 2025. The IFA further notes that any delay in receiving the sale proceeds under the new conditions will not adversely affect the Company's business operations, since the Company has the flexibility to seek alternative funding sources if any attractive investment opportunities arise. At present, the Company's ICT services expansion strategy focuses primarily on project-based work. Under this model, the Company receives advance deposits from clients before project commencement, reducing reliance on its own working capital. These deposits are used directly to fund project execution. As of March 31, 2025, the Company maintains a strong financial position, with cash and cash equivalents totaling THB 1,837.87 million. In addition, the debt-to-equity ratio and interest-bearing debt-to-equity ratio are relatively low at 0.52x and 0.07x, respectively, reflecting the

Company's strong ability to access additional funding from financial institutions. Therefore, the Company has sufficient funding capacity for its current operations and future business expansion, supported by both internal liquidity and borrowing capability. Furthermore, the IFA believes that if the shareholders do not approve the proposed transaction, the key risk the Company faces is that PLANB may not be able to fulfill its obligations under the original Share Purchase Agreement for Hello LED, which could result in the loss of a significant opportunity to dispose of a non-core asset at a fair price of THB 2,000.00 million. In conclusion, **the proposed asset disposal transaction and connected transaction is deemed reasonable.**

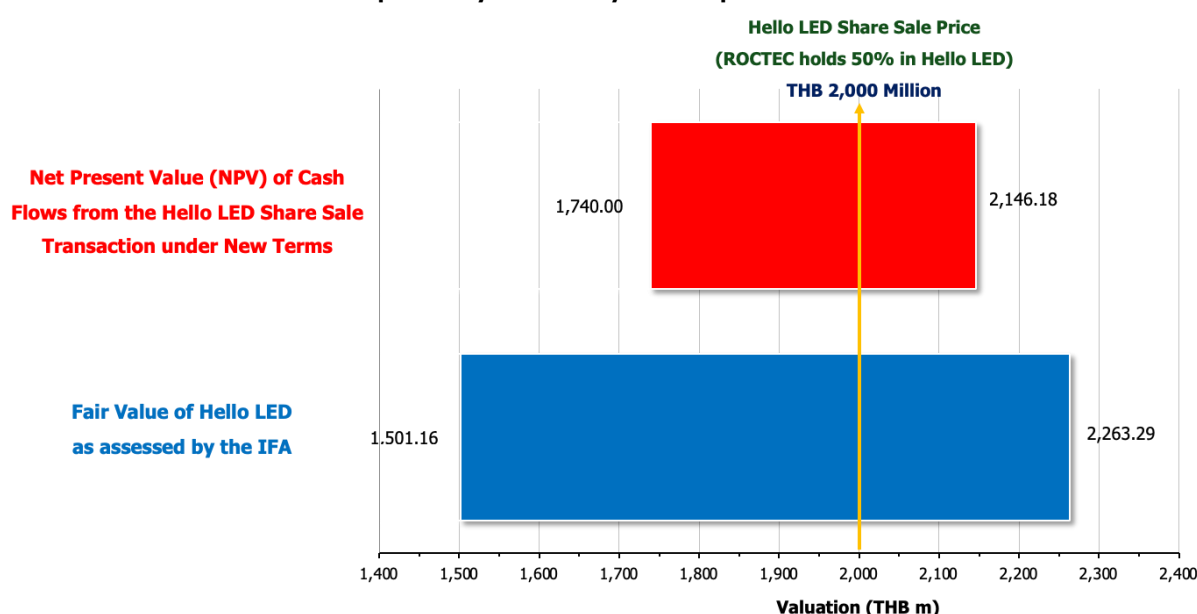
In considering the appropriateness of the price and conditions of the asset disposal transaction and the connected transaction, the Independent Financial Advisor (IFA) has expressed the following opinions:

The appropriateness of the valuation for the Hello LED share divestment under the new terms

The Company's Extraordinary General Meeting of Shareholders No. 1/2568 approved the sale of Hello LED shares for a total value of THB 2,000.00 million to PLANB. Under the original Hello LED Share Purchase Agreement, the Company was required to receive the full payment by August 31, 2025, which was the long-stop date for the transaction. However, under the new terms for the Hello LED share divestment, the payment schedule will be delayed. The Company will receive a deposit in 10 installments of THB 24 million each, totaling THB 240 million (Payment schedule details are provided in Table 1-5 in Part 1 of this report). This deposit will be considered part of the total purchase price for the Hello LED shares between the Company and PLANB. The remaining balance of approximately THB 1,760.00 million will be paid by the long-stop date under the new Hello LED Share Purchase Agreement, which is August 13, 2027.

Although the total consideration under both the original and new Hello LED Share Purchase Agreements remains THB 2,000.00 million, the difference in payment schedules and the long-stop date, approximately two years, results in a difference in the Net Present Value (NPV) of the cash flows from the consideration under each agreement. Furthermore, under the new Hello LED Share Purchase Agreement, the Company retains the right to receive dividends from Hello LED until PLANB completes the share acquisition. Therefore, in assessing the reasonableness of the valuation for the Hello LED share divestment under the new terms, the Independent Financial Advisor has estimated the Net Present Value of the total expected cash flows to be received by the Company from the Hello LED share divestment under the new terms, for comparison with the fair value of Hello LED as appraised by the Independent Financial Advisor on March 27, 2025.

**Diagram 1: Comparison of
Net Present Value of Cash Flows from the Hello LED Share Sale Transaction under New Terms
versus the Fair Value of Hello LED previously assessed by the Independent Financial Advisor on 27 March 2025**



Based on the assessment, the Net Present Value (NPV) of the projected cash inflows from the disposal of Hello LED shares under the revised terms is estimated to be in the range of THB 1,740.00 million to THB 2,146.18 million. When compared with the fair value of Hello LED, previously assessed by the Independent Financial Advisor on 27 March 2025 at THB 1,501.16 million to THB 2,263.29 million¹², **the Independent Financial Advisor thinks that the amendment to the Hello LED Share Purchase Agreement is reasonable in terms of valuation, as the NPV of the cash inflows under the revised terms falls within the previously assessed fair value range.**

Assessment of the Appropriateness of the New Terms of the Hello LED Share Disposal Transaction

The overall conditions for the share disposal transaction of Hello LED under the new terms are **reasonable** and represent the best interests of the company and its shareholders, especially given the current sluggish global and Thai economic environment. Finding a new buyer capable of offering the original price of THB 2,000 million to replace PLANB would be highly challenging, considering the limited number of players in the outdoor advertising business and PLANB's market-leading position. Although the payment for the shares will be delayed, the original purchase price of THB 2,000 million remains unchanged. This mitigates the risk of a potential future decrease in the value of Hello LED's shares. Furthermore, the Company will continue to receive dividends from Hello LED as usual during the period before PLANB completes the share purchase. PLANB's deposit payment terms demonstrate its serious intention to proceed with the share purchase transaction under the new terms. The Company holds the right to forfeit the entire deposit if PLANB fails to complete the purchase within the stipulated timeframe, which effectively mitigates the risk for the Company. Moreover, the terms allow the Company to suspend the share disposal if Hello LED's financial performance improves significantly. The Board of Directors will review the share disposal at the time of completion, considering whether to cancel the sale to PLANB by weighing the benefits the company will receive against the obligation to refund all deposits received along with cancellation penalties. The penalty for contract cancellation is interest at 10.00% per annum on each deposit installment, calculated from the date the company receives the deposit until the full refund is made. Although this interest rate is higher than the typical default interest rate, it is a specific contractual agreement. The independent financial advisor views the deposit amount of THB 240 million (12.00% of the purchase price) as a penalty PLANB must pay if it breaches the contract, since the Company has the right to forfeit the deposit should PLANB fail to complete the purchase. Comparing this with PLANB's penalty rate for breach of contract at 12.00%, the Company's cancellation penalty of 10.00% is considered reasonable.

Regarding the new director allocation in Hello LED, although it is unreasonable that PLANB holds more directors than its 50% shareholding proportion and the signing authority change may allow PLANB to approve routine transactions without the company's consent, potentially prioritizing PLANB's interests, the key decisions of Hello LED¹³ still require approval from the Company's directors as per the shareholders' agreement, providing a level of protection for the Company's interests. Furthermore, the Company no longer has operational representations and warranties obligations regarding Hello LED's business from the date PLANB acquires 50% of the shares. This relieves the Company from liability for damages arising from breaches of such warranties under PLANB's management, aligning with the original share purchase agreement and compensating for the loss of control due to PLANB's increased management authority. This limitation of liability is reasonable.

When considering the reasonableness of the Asset Disposition Transaction and the Connected Transaction and the appropriateness of the price and conditions of the above transaction, **the Independent Financial Advisor opines that shareholders should approve the entering into the Asset Disposition Transaction and the Connected Transaction.**

The shareholders should study the information in all documents attached to the notice of shareholders' meeting prior to making the decision. The consideration to approve the Asset Disposition

¹² The independent financial advisor's opinion on the asset disposal and related party transaction (disposal of ordinary shares of Hello Bangkok LED Co., Ltd.) prepared by CapAd, dated March 27, 2025, which is Attachment 3 of the invitation letter for the Extraordinary General Meeting of Shareholders No. 1/2025 held on April 29, 2025, can be viewed on the company's website:

<https://investor.roctecglobal.co.th/th/document/shareholder-meetings>

¹³ Please see Footnote 10

Transaction and the Connected Transaction rests primarily on and is at the sole discretion of the shareholders.

CapAd, as the Independent Financial Advisor, hereby certifies that the above opinion is rendered with due care in accordance with the professional standards for the benefit of shareholders.

Details of the Independent Financial Advisor's opinion are as follows:

Part 1: General Details of the Asset Disposition Transaction and the Connected Transaction**1. Characteristics and Details of the Transaction****1.1 Objectives and Background of the Transaction**

Roctec Global Public Company Limited (the “**Company**” or “**ROCTEC**”) has adopted a strategic direction to reduce its involvement in the advertising media industry. In line with this strategy, the Company divested its out-of-home advertising assets in Thailand in 2021 and subsequently exited the advertising media business in Malaysia in 2022. The Company has since shifted its focus toward expanding its integrated ICT solutions business, with particular emphasis on infrastructure and transportation ICT services, which are expected to experience continuous growth.

To align with this strategic shift, the Company proposed to its shareholders’ meeting the approval of the divestment of all ordinary shares held in Hello Bangkok LED Company Limited (“**Hello LED**”), a joint venture in which the Company holds a 50.00% equity interest. Hello LED operates in the advertising media business, including both static billboard and digital LED advertising services. The Company intends to sell 500,000 ordinary shares in Hello LED, with a par value of THB 100 per share, representing 50.00% of Hello LED’s total issued and paid-up shares (the “**Sale Shares**”), to Plan B Media Public Company Limited (“**PLANB**” or the “**Buyer**”) and/or a designated party of PLANB, at THB 4,000 per share, totaling THB 2,000,000,000 (THB two billion) (the “**Disposal of Hello LED Share**”). The Company entered into the Share Purchase Agreement for Hello LED on March 26, 2025 (the “**Original Hello LED Share Purchase Agreement**”). The sale of Hello LED shares was approved by the Company’s Extraordinary General Meeting of Shareholders No. 1/2025 held on April 29, 2025. According to the original timeline, the Company expects the transaction to be completed by August 31, 2025.

Following the approval of the sale of Hello LED shares by the Company’s Extraordinary General Meeting of Shareholders No. 1/2025, PLANB submitted a letter to the Company requesting a renegotiation of the terms under the original Share Purchase Agreement for Hello LED. The request included, among other things, an extension of the timeline for completing the transaction, citing potential economic impacts on both PLANB and the Thai economy arising from the United States’ import tax policy. The Company entered into negotiations with PLANB to seek a mutually acceptable resolution, taking into consideration the Company’s strategic direction and the best interests of the Company and its shareholders. The key proposed amendments from PLANB are as follows: (1) extension of the Long-Stop Date, the final completion date for the transaction (“**Long-Stop Date**”) is proposed to be extended to August 13, 2027, by which time PLANB must complete the purchase of the Hello LED shares, and (2) introduction of a non-refundable Deposit, PLANB will pay a non-refundable deposit of up to THB 240,000,000 to the Company. If PLANB fails to complete the purchase of the Transaction Shares by the Long-Stop Date, or if the agreement is terminated due to PLANB’s default, the Company will be entitled to retain any portion of the deposit already paid. PLANB will subsequently pay the remaining portion of the deposit to reach the total of THB 240,000,000 (the “**Amendment Agreement to the SPA of Hello LED**”). Nevertheless, this deposit shall be treated as part of the total consideration for the share purchase, in the event that the transaction is completed. The total consideration for the Transaction Shares remains unchanged at THB 2,000,000,000, as approved by the Extraordinary General Meeting of Shareholders No. 1/2025. Details of the proposed amendments are outlined in Part 1, Section 1.4 of this report (the “**Amendment to Hello LED Share Purchase Agreement**”). The sale of the Transaction Shares between the Company and PLANB must be completed in a single, full transfer. This will occur when PLANB, as the buyer, notifies the Company of its intention to complete the transaction, under the terms of the Amendment Agreement to the SPA of Hello LED within the Long-Stop Date and the Company will not conduct a partial sale of shares within the Long-Stop Date period.

Although the original transaction was approved by shareholders on April 29, 2025, the Company’s Board of Directors views the proposed amendments as material changes to the terms of the original agreement. Therefore, at the Board of Directors’ Meeting No. 2/2025-69, held on May 30, 2025, the Board resolved to propose that the upcoming 2025 Annual General Meeting of Shareholders consider and approve the sale of Hello LED shares again, along with the amended share purchase agreement (together referred to as the “**Disposal of Hello LED Shares Transaction under New Conditions**”).

1.2 Date of the Transaction

Following the resolution of the Board of Directors’ Meeting No. 2/2025-69 held on May 30, 2025 approving the execution of the Hello LED Share Disposal Transaction under the new conditions, the Company will enter into an amended and restated Share Purchase Agreement with PLANB. This amended

agreement will become effective only after the transaction under the new terms is approved by the Company's 2025 Annual General Meeting of Shareholders, scheduled to be held on July 24, 2025. The Company executed the amended Share Purchase Agreement with PLANB on June 18, 2025.

The Disposal of Hello LED Shares Transaction under New Conditions will be deemed complete upon PLANB's payment of the total share purchase price (net of the deposit already paid) to the Company, and the Company's full transfer of the Transaction Shares to PLANB. The completion date will be the date mutually agreed upon by the Company and PLANB, on which PLANB, acting as the purchaser, notifies the Company of its intention to complete the transaction, following the terms of the amended Share Purchase Agreement. However, the transaction must be completed no later than the Long-Stop Date of August 13, 2027.

1.3 Contact Parties and Relationship with the Company

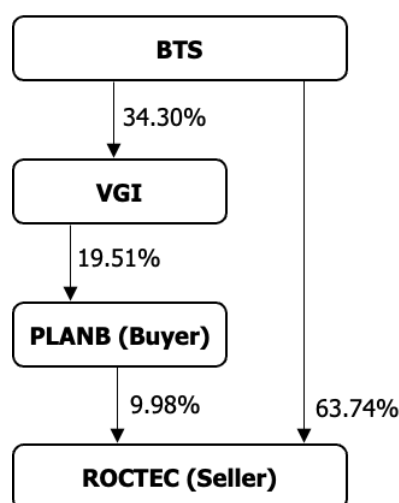
Seller	:	Roctec Global Public Company Limited (the " Company " or " ROCTEC ")
Buyer	:	Plan B Media Public Company Limited (" PLANB ")
Relationship between the Buyer and the Seller	:	<p>1. BTS is the direct major shareholder of the Company, holding 63.74% of the total issued and paid-up shares of the Company.^{1/}</p> <p>2. BTS is an indirect major shareholder of PLANB through VGI Public Company Limited ("VGI"), where BTS holds 34.30% of the total issued and paid-up shares of VGI^{2/}, which is a major shareholder of PLANB, holding 19.51% of the total issued and paid-up shares of PLANB^{3/} (i.e. BTS is an indirect major shareholder of PLANB from the inclusion of shareholding in PLANB by VGI, a person under Section 258 of BTS).</p> <p>Therefore, this transaction is considered as a connected transaction in accordance with the Notifications on Connected Transaction.</p> <p>In addition, PLANB holds shares in the Company representing 9.98% of the total number of issued and outstanding shares of the Company^{1/}</p>

Remarks:

- 1/ Information as of April 30, 2025, from Information Memorandum on Assets Disposition and Connected Transaction of ROCTEC, dated May 30, 2025.
- 2/ Information as of May 9, 2025, from Information Memorandum on Assets Disposition and Connected Transaction of ROCTEC, dated May 30, 2025.
- 3/ Information as of March 14, 2025, based on the information disclosed in the Asset Disposal and Connected Transaction Disclosure Document of ROCTEC dated May 30, 2025. It is noted that VGI has informed the Company that VGI intends to subscribe to newly issued ordinary shares of PLANB through a private placement (which is expected to be completed within three months from the date of PLANB's 2025 Annual General Meeting of Shareholders held on April 29, 2025). As a result, following the disposal of Hello LED shares under the new conditions, VGI will hold 21.40% of the total issued and outstanding shares of PLANB.

A diagram showing the shareholding structure of BTS in the Company and PLANB, which can be summarized as follows:

Figure 1-1: Diagram showing BTS' shareholding structure in the Company and PLANB



Source: Information Memorandum on Assets Disposition and Connected Transaction of ROCTEC, dated May 30, 20225, and Summary by the IFA

General Information of PLANB

Type of business	:	Provide services and produce out-of-home advertising media commissioned consisting of transit media, classic media, digital media, airport media, retail media and online media.
Registration No.	:	0107536000421
Registered Capital as of March 31, 2025	:	THB 443,247,626.90
Paid-up Capital As of March 31, 2025	:	THB 431,456,522.90
Head Office	:	No. 1700, Plan B Tower, New Petchburi Road, Makkasan, Ratchathewi, Bangkok 10400
Website	:	www.planbmedia.co.th

The Board of Directors of PLANB as of June 17, 2025, are as follows:

Table 1-1: List of PLANB board of directors

List of Company Directors	Position
1. Mr. Palin Lojanagosin	Chief Executive Officer / Director
2. Mrs. Pennapha Dhanasarnsilp	Vice Chairman / Independent Director / Chairman of the Audit Committee
3. Mr. Pinijsorn Luechaikajohnpan	Managing Director / Director
4. Mr. Prasong Jarungbenjathum	Director
5. Mr. Arnon Porndhiti	Director
6. Mrs. Monluedee Sookpantararat	Independent Director / Audit Committee
7. Mr. Mana Jantanayingyong	Independent Director / Audit Committee

Source: Information from the website of the Stock Exchange of Thailand as of June 17, 2025

List of PLANB's top 10 major shareholders as of March 14, 2025

Table 1-2: List of major shareholders of PLANB

Major Shareholders	No. of Shares (Shares)	ร้อยละของจำนวนหุ้นทั้งหมด
1. Mr. Palin Lojanagosin	967,611,347	22.43
2. VGI Public Company Limited	841,605,200	19.51
3. Mr. Suchart Luechaikajohnpan	203,220,408	4.71
4. Mr. Pitharn Ongkosit	199,032,800	4.61
5. Mr. Pongsak Thammathataree	181,002,600	4.20
6. Bualuang Long-Term Equity Fund	146,818,600	3.40
7. Miss Ornaln Lojanagosin	142,000,000	3.29
8. Thai NVDR Company Limited	120,143,891	2.78
9. South East Asia UK (Type C) Nominees Limited	86,967,860	2.02
10. Bualuang Flexible Retirement Fund	81,688,300	1.89

Source: Information as of June 17, 2025, derived from information from the closing of the share register (XD) of PLANB on March 14, 2025, from Thailand Securities Depository Co., Ltd.

1.4 General Characteristics of the Transaction

The Company will sell all of its 500,000 ordinary shares in Hello LED, a joint venture of the Company, with a par value of THB 100.00 per share, representing 50.00% of the total issued and paid-up shares of Hello LED. The shares will be sold to PLANB at a price of THB 4,000 per share, for a total consideration of THB 2,000,000,000. Following this transaction and PLANB's acquisition of the remaining 50.00% of Hello LED's issued shares from Win Harvest International Co., Ltd. ("**Win Harvest**") and Mr. Sathondorn Sattabutr, Hello LED will become a subsidiary of PLANB. At that point, Hello LED's status will change from a joint venture of the Company to an associate. However, the Company's recognition of Hello LED's performance in its financial statements will remain unchanged. PLANB will continue to manage Hello LED's media operations as before. Upon the execution of the Hello LED Share Disposal Transaction under the new conditions, and the subsequent completion in accordance with the amended Share Purchase Agreement, Hello LED will cease to be an associate of the Company.

The Company entered into the Amended Share Purchase Agreement for Hello LED with PLANB on June 18, 2025. The agreement will become effective only upon receiving shareholder approval at the Company's 2025 Annual General Meeting. The transaction will be deemed complete once: PLANB pays the share purchase price to the Company (net of the deposit already received), and the Company transfers all of the Transaction Shares to PLANB.

The completion date will be the date on which PLANB, as the purchaser, notifies the Company of its intention to complete the transaction, in accordance with the terms of the Amended Share Purchase Agreement. However, the transaction must be completed no later than the new Long-Stop Date, August 13, 2027.

A summary of the key terms and conditions of the Amended Share Purchase Agreement is provided below.

1) Contracting Parties

- The Company (as the Seller)
- PLANB (as the Buyer)

2) Effectiveness of the Amended Share Purchase Agreement for Hello LED

The Amended Share Purchase Agreement for Hello LED will become effective upon approval by the Company's 2025 Annual General Meeting of Shareholders for the execution of the Hello LED share disposal transaction under the new terms.

3) Summary of the Key Amended Terms in the Amended Share Purchase Agreement for Hello LED (executed on June 18, 2025), which differ from the original Share Purchase Agreement

Table 1-3: Summary of Key Terms in the Amended Share Purchase Agreement for Hello LED which are different from the Original Hello LED Share Purchase Agreement

Matters	The Original Conditions	The Amended Conditions
1. The Amendment to the Long-Stop Date	Long-Stop Date means August 31, 2025, or any later date as agreed upon by the parties in writing.	Long-Stop Date means August 13, 2027.
2. Addition of the Deposit Payment Condition	There is no provision requiring PLANB to pay a deposit to the Company.	<p>PLANB shall pay the deposit to the Company in ten quarterly installments of THB 24,000,000 each, with a total deposit amount not exceeding THB 240,000,000 (the "Deposit"), until the Long-Stop Date.</p> <p>PLANB agrees to pay the first installment of the Deposit to the Company on the date it completes the acquisition of Hello LED shares from Win Harvest^{1/}, which is expected to occur by July 31, 2025. The remaining installments shall be paid quarterly in equal amounts, with the second installment due on the first business day of August 2025, and subsequent installments due every three months thereafter on the first business day of November, February, May, and August, until the Long-Stop Date. In the event PLANB does not complete the acquisition of Hello LED shares from Win Harvest by July 31, 2025, the Company may consider extending the due date for the first installment; however, such extension must not go beyond the Long-Stop Date. In any case, PLANB must pay the first installment on the date it acquires the shares from Win Harvest, followed by the second installment on the first business day of the following month, and continue with quarterly payments every three months within the Long-Stop Date period. Should the deadline for the first deposit payment be extended, but the Long-Stop Date remains unchanged, PLANB's deposit installments may not reach the full ten payments. Nevertheless, PLANB is obligated to complete the share purchase by the Long-Stop Date, ensuring that the Company receives the full share</p>

Matters	The Original Conditions	The Amended Conditions
		<p>consideration of THB 2,000.00 million by the Long-Stop Date.</p> <p>The Deposit shall form part of the purchase price for the shares to be sold between the Company and PLANB.</p> <p>In the event that (a) PLANB fails to complete the purchase of the shares by the Long-Stop Date, or (b) the agreement is terminated due to PLANB's default, all Deposit amounts already paid by PLANB shall be forfeited to the Company. Furthermore, PLANB agrees to pay the remaining balance of the Deposit to bring the total to THB 240,000,000 in either of the above cases. Such remaining balance must be paid to the Company within 60 days from the date of the Company's written demand.</p> <p>If PLANB fails to make any installment payment of the Deposit, the Company shall issue a written notice demanding payment of the outstanding amount within 60 days^{2/}. If PLANB fails to make payment within the specified period, the Company may exercise its right to terminate the agreement due to PLANB's default. In the event of termination caused by PLANB, PLANB shall remain liable to pay the outstanding balance of the Deposit to the Company, bringing the total to THB 240,000,000.</p>
3. Cancellation of the Sale of Shares to PLANB by the Long-Stop Date	<p>There is no provision regarding the cancellation of the sale of shares to PLANB by the Long-Stop Date.</p>	<p>If the Company does not wish to sell the shares to be sold to PLANB by the Long-Stop Date, or if the agreement is terminated due to the Company's default, the Company shall return all Deposit amounts already paid by PLANB together with a penalty for contract termination to PLANB^{3/} within 60 days from the date of PLANB's written demand.</p>
4. Condition Requiring the Purchaser to Procure That Hello LED Declares Dividends During the Period Prior to the Long-Stop Date, If Hello LED Has Sufficient Profits to Distribute Dividends.	<p>There is no provision requiring PLANB to procure that Hello LED declares dividends during the period prior to the Long-Stop Date.</p>	<p>Following the completion of PLANB's acquisition of Hello LED shares from Win Harvest, PLANB agrees to cause Hello LED to distribute dividends (whether interim or annual) in accordance with Hello LED's normal dividend payment practices, and to declare a final dividend prior to the completion of the share purchase transaction, provided that Hello LED has sufficient profits to do so. The Company, as a 50% shareholder of Hello LED, shall be entitled to receive dividends from Hello LED until the completion of the share purchase transaction by PLANB.</p>
5. Changes in Directors and Authorized Signatories While PLANB Holds 50 Percent of Shares in Hello LED	<p>There is no provision in relation to the changes in directors and authorized signatories while PLANB holds 50 percent of shares in Hello LED.</p>	<p>Following PLANB's acquisition of a 50% shareholding in Hello LED alongside the Company, the Company shall be entitled to appoint one representative director to the board of Hello LED, which will consist of a total of four directors. PLANB shall be entitled to appoint the remaining three directors. The authorized signatories of Hello LED will be amended such that two directors must jointly sign together with the company seal.</p> <p>In the event that the share purchase transaction is not completed within the Long-Stop Date,</p>

Matters	The Original Conditions	The Amended Conditions
		PLANB shall procure Hello LED to reappoint the Company's representative director and amend the signing authority of Hello LED to reflect the shareholding structure prior to the amendment of the Share Purchase Agreement for Hello LED (whereby the Company and Win Harvest each had two representative directors on the board of Hello LED, totaling four directors).
6. Providing Operational Representations and Warranties of Hello LED by the Seller	The Company, as the seller, is required to represent and warrant the operation of Hello LED until the completion of the transaction.	The Company, in its capacity as the seller, shall provide representations and warranties in relation to the business operations of Hello LED up to the date on which PLANB completes the acquisition of Hello LED shares from Win Harvest (i.e., the date on which PLANB acquires a 50% shareholding in Hello LED).

Source: Information Memorandum on the Disposal of Assets and Connected Transactions of the Company, dated May 30, 2025
Remarks:

- 1/ The Company has been informed by PLANB that PLANB intends to acquire the remaining 50.00% of the issued and paid-up shares in Hello LED from the other shareholders of Hello LED, namely Win Harvest and Mr. Sathondorn Sattabutr. PLANB will issue new ordinary shares to VGI and Win Harvest (with a total value of approximately THB 2,000.00 million) as payment for the Hello LED shares held by Win Harvest. This transaction must be completed within 90 days from the date on which shareholder approval is obtained, or by 28 July 2025, whichever is earlier. If not completed within this period, the shareholder resolution will lapse, and PLANB will be required to restart the entire approval process.
- 2/ In the event PLANB fails to make any scheduled deposit payment, the Company shall issue a written notice to PLANB on the next business day following the due date of such deposit installment. PLANB will then be required to make the payment within 60 days from the date of receiving the notice.
- 3/ The penalty for contract termination shall be interest at a rate of 10.00% per annum on each deposit installment, calculated from the date the Company received such installment until the date the Company fully refunds the deposit to PLANB.

Figure 1-2: The Company's shareholding structure prior to the transaction

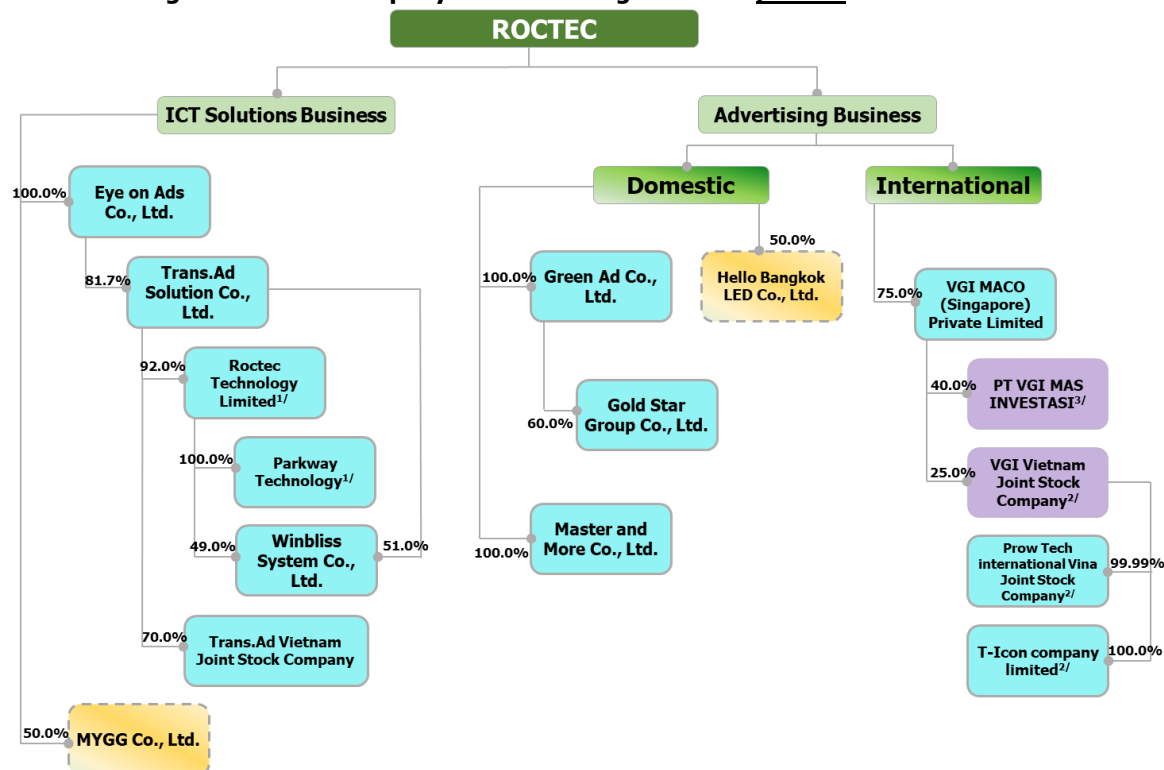
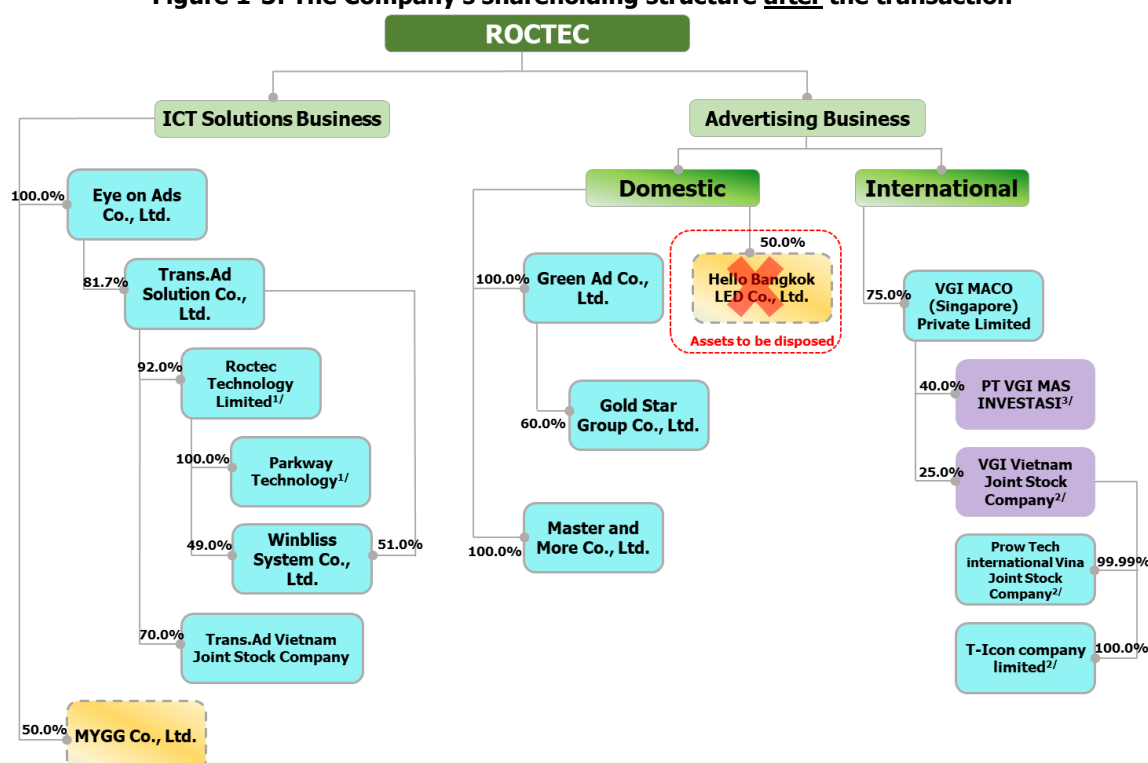


Figure 1-3: The Company's shareholding structure after the transaction

Source: One Report 2023-24 (Form 56-1 One Report) of ROCTEC and processed by the IFA

Remark:

1/ Established in Hong Kong

2/ Established in Vietnam

3/ Established in Indonesia

A subsidiary company

A Joint Venture

An Associated Company

1.5 Details of the Assets to be Disposed

The assets sold under the Hello LED Share Sale Transaction include all common shares held by the Company in Hello LED, totaling 500,000 shares with a par value of THB 100 per share, equivalent to 50.00% of the total number of issued and outstanding shares of Hello LED for THB 4,000 per share, totaling THB 2,000.00 million.

ROCTEC records the investment value in Hello LED using the Equity Method in the Company's consolidated financial statements. The accounting value of Hello LED under the Equity Method as of December 31, 2024, is THB 1,912.82 million, or THB 3,825.64 per share.

General Information of Hello LED

Hello Bangkok LED Co., Ltd. ("Hello LED") (formerly known as Hello Bangkok Trivision Co., Ltd.) was established in 2004 with a registered capital of THB 1,000,000. The company operates in the advertising industry, providing services for static billboards and digital LED advertising. With over 200 billboards and LED screens strategically located throughout Bangkok and major highways nationwide, the company offers a full range of services including consultation, design, production, installation, maintenance, and 24-hour after-sales service. *(More details about Hello LED are in Attachment 1 of this report.)*

• **Billboard advertising media**

Hello LED's prominent advertising signs are distributed throughout the country, covering all major areas including Bangkok, the central region, the northern region, the northeastern region, the eastern region, and the southern region. The selected locations are designed to be the most outstanding, with clear visibility, great height, and strong engineering standards to promote clients' advertising campaigns effectively and attract the most attention possible.

Figure 1-4: Example Billboard of a Hello LED

Source: <https://helloworldbangkokled.com/>

- **Digital Billboard**

The digital billboards of Hello LED are scattered throughout all major roads in important areas such as business zones, shopping zones, and shopping areas, covering all key areas in the Bangkok metropolitan area. The chosen locations are designed to stand out and be clearly visible from all angles, attracting the attention of people passing by the installation points to promote customers' products and advertisements, reaching all target groups effectively.

Figure 1-5: Example Digital Billboard of Hello LED

Source: <https://helloworldbangkokled.com/>

In terms of advertising media sales, Hello LED has entered into a management contract with PLANB to have PLANB manage the marketing and sales of Hello LED's advertising media. Hello LED conducts its own advertising media sales through PLANB as the main channel.

In addition to owning the advertising media mentioned above, Hello LED also provides its own billboard advertising production services. We have a team of experts in the installation and maintenance of both types of advertising structures to support companies' operations and provide full service to customers.

Hello LED dividend payout

Table 1-4: Summary of Hello LED dividend payments since ROCTEC invested

Annual Operating Result ^{1/} (of Hello LED)	Net profit/(loss) for the year (THB Million)	Dividend payment date (THB Million)	Dividends paid per share (THB)	Total dividends paid of Hello LED (THB Million)	Dividend payout ratio to net profit (%)
2020	57.22	- ^{2/}	-	-	-
2021	52.80	-	-	-	-
2022	147.76	December 8, 2022	1.00	100.00	67.68
2023	202.23	September 12, 2023	0.50	50.00	49.45
		November 28, 2023	0.50	50.00	
2024	203.28 ^{4/}	April 5, 2024	1.00	100.00	103.39
		October 31, 2024	0.50	50.00	
		January 13, 2025	0.60	60.00 ^{3/}	
Total	663.29			410.00	61.83^{5/}

Remarks:

- 1/ Hello LED's operating period is from January 1 to December 31.
- 2/ ROCTEC acquired common shares of Hello LED on January 30, 2020, and from the date of ROCTEC's acquisition of common shares of Hello LED until December 31, 2020, Hello LED has declared no dividends.
- 3/ Refer to the information appearing in the notes to the Company's financial statements ending on December 31, 2024.
- 4/ Based on the audited financial statements of Hello LED as of December 31, 2024.
- 5/ Calculated from the total dividends paid by Hello LED from the year the Company invested in 2020 through 2024, totaling THB 410.00 million, divided by the total net profit of Hello LED over the same period, totaling THB 663.29 million.

Hello LED has a dividend payment policy of not less than 60.00% of net profit each year, as stated in the terms and conditions of the shareholder agreement.

1.6 Total Value of the Transaction, Payment of Consideration, and Criteria for Determining Total Value of the Transaction and Value of Consideration

1.6.1 Total Value of Transaction

The Company will receive a total consideration of THB 2,000,000,000 from the sale of common shares in Hello LED. This is based on the total value of 500,000 shares, each with a par value of THB 100.00, representing 50.00% of the registered and paid-up capital of Hello LED. The sale price is THB 4,000 per share, amounting to a total of THB 2,000.00 million. The book value of Hello LED, based on the equity method in the Company's consolidated financial statements as of March 31, 2025, was THB 1,900.78 million, or THB 3,801.57 per share.

1.6.2 Payment of Consideration

PLANB will pay the total consideration for the share sale transaction of Hello LED under the new conditions in cash, amounting to THB 2,000,000,000, to the Company. PLANB will make a deposit payment to the Company in quarterly installments of THB 24,000,000 per installment throughout each calendar quarter until the Long-Stop Date, with the total deposit amount not exceeding THB 240,000,000. The remaining balance of the share purchase price will be paid on the date the share sale transaction of Hello LED under the new conditions is completed. The payment schedule can be summarized as follows, based on the assumption that the transaction completion date coincides with the Long-Stop Date, which is August 13, 2027:

Table 1-5: Payment Schedule

Installment No.	Payment Date	Amount
Installment No. 1: Deposit	July 31, 2025 ^{1/}	24,000,000.00
Installment No. 2: Deposit	First business day of August 2025	24,000,000.00
Installment No. 3: Deposit	First business day of November 2025	24,000,000.00
Installment No. 4: Deposit	First business day of February 2026	24,000,000.00
Installment No. 5: Deposit	First business day of May 2026	24,000,000.00
Installment No. 6: Deposit	First business day of August 2026	24,000,000.00
Installment No. 7: Deposit	First business day of November 2026	24,000,000.00
Installment No. 8: Deposit	First business day of February 2027	24,000,000.00
Installment No. 9: Deposit	First business day of May 2027	24,000,000.00
Installment No. 10: Deposit	First business day of August 2027	24,000,000.00
Total Deposit		240,000,000.00
Final Payment: Remaining balance	August 13, 2027	1,760,000,000.00
Total Transaction Value		2,000,000,000.00

Remark:

- 1/ PLANB agrees to pay the first installment of the deposit to the Company on the date it completes the transaction to acquire Hello LED shares from Win Harvest, which is expected to be completed by July 31, 2025

1.6.3 Basis for Calculating the Transaction Size and Consideration Value

The consideration value for the disposal of Hello LED shares under the new terms was mutually agreed upon by the Company and PLANB. It is based on financial projections using the Discounted Cash Flow (DCF) Approach, which reflects Hello LED's profitability potential. The valuation also took into account a comparison with other companies operating in the same industry, as well as the overall benefits to the Company.

In addition, specifying the share purchase price at the time of contract execution helps mitigate the risk of any future decline in the value of Hello LED shares. During the period before PLANB completes the share purchase, the Company will continue to receive dividends from Hello LED as usual.

1.7 Calculation of Transaction Size

The calculation of the transaction size is based on financial information from the Company's consolidated financial statements for the period ended March 31, 2025, which represents the most recent financial statements available as of the date the Company's Board of Directors resolved to propose the transaction for approval at the shareholders' meeting.

Table 1-6: Calculation of Net Tangible Assets (NTA)

Financial Information (Unit: THB Million)	The Company ^{1/}	Hello LED ^{2/}
Net Profit (Loss) for the past 12 months	340.14 ^{3/}	203.12 ^{4/}
Total Assets	7,149.69	571.72
Deduct Total Liabilities	2,434.54	207.47
Deduct Intangible Assets	354.37	<0.01
Deduct Deferred Tax Assets	43.62	-
Deduct Goodwill	215.66	-
Deduct Non-Controlling Interests	427.11	-
Net Tangible Assets (NTA)	3,674.39	364.25

Remarks:

- 1/ The Company's consolidated financial statements for the fiscal year 2025, ended March 31, 2025, were audited by a certified public accountant.
- 2/ The financial statements of Hello LED for the fiscal year 2024, ended December 31, 2024, were audited by a certified public accountant.
- 3/ Net profit (loss) attributable to the parent company based on the performance over the past four quarters, covering the period from April 1, 2024, to March 31, 2025.
- 4/ Net profit (loss) over the past four quarters, covering the period from January 1, 2024, to December 31, 2024.

Calculation of the Asset Disposition Transaction

Table 1-7: Calculation of Asset Disposition Transaction Size under the new Share Sales conditions

Criteria for Calculation of Transaction Size	Calculation Formula	Transaction Size
1. Net tangible asset (NTA) criteria	NTA of Hello LED * the Company's shareholding proportion in Hello LED / NTA of the Company = THB 364.25 million * 50% / THB 3,674.39 million	4.96%
2. Net profit criteria	Net profit of Hello LED * the Company's shareholding proportion in Hello LED / Net profit of the Company = THB 203.12 million * 50% / THB 340.14 million	29.86%
3. Total value of consideration criteria	Total value of consideration ^{1/} / Total Assets of the Company = THB 2,000 million / THB 7,149.69 million	27.97%
4. Total value of securities criteria	Not applicable because there is no issuance of new securities as consideration of assets to be acquired	-
Highest criteria: Net profit criteria		29.86%
Combined size: The size of this Asset Disposition Transaction + the Transactions from the past 6 Months that have the highest value according to net profit criteria^{2/}		29.86%

Remarks:

- 1/ This includes the common stock value of Hello LED for THB 2,000.00 million (whereby the book value of Hello LED, according to the equity method in the Company's consolidated financial statements as of March 31, 2025, is equal to THB 1,900.78 million). The Company does not guarantee or provide loans to Hello LED, and Hello LED has no outstanding debts to the Company.
- 2/ During the past 6 months, the Company and its subsidiaries have not entered into any other related transactions with PLANB or persons related to PLANB.

Calculation of the Connected Transaction

Table 1-8: Calculation of the Connected Transaction

Criteria for Calculation of Transaction Size	Calculation Formula	Transaction Size		
		Disposal Transaction of Hello LED Shares under the New Conditions	Contract Termination Penalty	Total
Net tangible asset (NTA) criteria	= Total value of the transaction / NTA of the Company	= THB 2,000.00 million ^{1/} / THB 3,674.39 million = 54.43%	= THB 48.92 million ^{2/} / THB 3,674.39 million = 1.33%	55.76%
The transactions from the past 6 Months				3/
Combined size: The size of this Connected Transaction + the Transactions from the past 6 Months				55.76%

Remarks:

- 1/ This includes the common stock value of Hello LED in the amount of THB 2,000.0. million (whereby the book value of Hello LED, according to the equity method in the Company's consolidated financial statements as of March 31, 2025, is equal to THB 1,900.78 million). The Company does not guarantee or provide loans to Hello LED, and Hello LED has no outstanding debts to the Company.
- 2/ Calculated as: Maximum Deposit × Annual Interest Rate × Duration of Holding the Deposit (i.e., from July 31, 2025, to August 13, 2027, totaling 744 days), which equals: 240 × 10% × (744 / 365)
- 3/ During the past 6 months, the Company and its subsidiaries have not entered into any other related transactions with PLANB or persons related to PLANB.

1.8 Use of Proceeds from the Transaction

The Company intends to utilize the deposit received from the disposal of Hello LED shares under the new terms as working capital. The remaining proceeds from the transaction (excluding the deposit), which are expected to be received by the Long-Stop Date, will be allocated to business expansion and investment in the integrated ICT solutions business, as well as used as working capital or for other corporate purposes. This utilization plan is expected to enhance shareholder returns. If the Company formulates a clear plan to use the proceeds for mergers or acquisitions related to the ICT solutions business, or for any other purposes differing from those previously outlined, the Company will comply with the relevant regulations, such as those concerning the acquisition or disposition of assets, related party transactions, and other applicable rules. Additionally, any delay in receiving the proceeds from the disposal of Hello LED shares under the new terms is not expected to adversely affect the Company's operations. Should attractive new investment opportunities arise, the Company may consider alternative sources of financing. Currently, the Company's expansion in ICT services primarily focuses on project-based work, where customers provide deposits before project commencement. This reduces reliance on the Company's own working capital, as the deposits can be directly applied to project execution. As of March 31, 2025, the Company maintained a strong financial position with cash and cash equivalents of THB 1,837.87 million. Furthermore, the Company had low leverage, with a debt-to-equity ratio of 0.52x and an interest-bearing debt-to-equity ratio of only 0.07x. This demonstrates the Company's strong capacity to secure additional funding from financial institutions. Therefore, the Company has sufficient financial resources to support ongoing operations and future business expansion, both through internal liquidity and external financing capacity.

1.9 Conditions on Entering into the Transaction

The amendment agreement to the Hello LED share purchase agreement shall become effective once the Company obtains approval for the disposal of Hello LED shares under the new terms from the 2025 Annual General Meeting of Shareholders, which is scheduled to be held on July 24, 2025.

1.10 Connected Persons and/or Shareholders who have a Conflict of Interest and are not Eligible to Vote

List of related parties and/or shareholders with a vested interest who are not entitled to vote on Agenda Item 9: "To consider and approve the amendment to the share purchase agreement of Hello Bangkok LED Co., Ltd. between the Company and Plan B Media Public Company Limited, which constitutes a disposal of assets and a connected transaction," at the 2025 Annual General Meeting of Shareholders to be held on July 24, 2025, is disclosed in Item 21.3 of the Information Memorandum on the Disposal of Assets and Connected Transactions of the Company, as shown in Appendix 2 (Enclosure 5) attached to the Notice of the 2025 Annual General Meeting of Shareholders.

The list of shareholders eligible to attend the 2025 Annual General Meeting of Shareholders is based on the Company's share register book closure as of June 16, 2025.

1.11 Agreements Related to the Entering into the Transaction

A summary of the key terms under the draft amendment to the Hello LED Share Purchase Agreement, which differ from the original Hello LED Share Purchase Agreement, is provided in Part 1, Item 1.4 of this report.

2. Information of Hello Bangkok LED Co., Ltd., with updated or additional information to reflect the current situation

Please refer to:

- Attachment 1 of this report
- <https://hellobangkokled.co.th>

Part 2: Opinion of the Independent Financial Advisor on Reasonableness of the Asset Disposition Transaction and the Connected Transaction

In determining the reasonableness of entering into the transaction, the IFA has considered the following key factors:

1. Objective and Necessity of the Transaction

Roctec Global Public Company Limited ("ROCTEC"), formerly known as Master Ad Public Company Limited, was established in 1988 with an initial registered capital of THB 600,000. The Company initially operated as an out-of-home (OOH) advertising service provider, focusing primarily on billboard media in various formats. It later expanded into street furniture media by securing the rights to install and manage advertising panels on BTS Skytrain viaduct pillars from Bangkok Mass Transit System Public Company Limited, as well as rights from the Bangkok Metropolitan Administration to manage advertising panels on flyover bridge pillars throughout the city.

In September 2003, ROCTEC was converted into a public limited company and listed on the Market for Alternative Investment (mai) under the ticker symbol MACO, with its first trading day on September 29, 2003. Subsequently, in September 2013, ROCTEC moved its listing to the Stock Exchange of Thailand (SET), under the Services Industry Group, Media and Publishing Sector.

In 2018, ROCTEC entered the integrated ICT solutions business by investing 81.7% in Trans.Ad Solution Co., Ltd., and 89.00% (currently 92.00%) in ROCTEC Technology Co., Ltd. through Trans.Ad Solution. This segment has grown to become the company's core revenue driver over the past four fiscal years (FY2021/22 to FY2024/25).

Recognizing that the growth of the OOH advertising business is highly sensitive to economic fluctuations, ROCTEC made a strategic decision to divest most of its advertising assets in Thailand and all of its advertising assets in Malaysia, retaining only its street furniture media assets and outdoor advertising assets in Vietnam. The Company has realigned its business strategy to focus on integrated ICT solutions, leading to a continuous increase in the proportion of revenue from this segment, rising from 54.03% in 2019 to 83.38% in FY2021/22, and 85.36% in FY2024/25, as shown in Table 2-2 below.

Table 2-1: Summary of the divestment of assets of ROCTEC's advertising media business over the last four years (FY2021/22 - FY2024/25).

Time	Items
December 2021	ROCTEC has sold all advertising billboards, along with all common shares in Muti Sign Co., Ltd., and Co-Mass Co., Ltd., to PLANB ^{1/} with a total value of THB 640 million.
March 2022	ROCTEC has successfully divested its investment in VGI Global Media (Malaysia) Sdn. Bhd. ("VGIM") to Mr. Supap Wongchinda ^{2/} for a total consideration of 1 Ringgit (approximately THB 8.063). VGIM is actively involved in the investment business, particularly in the securities of other companies. VGIM currently holds a majority stake of 65.0% in Puncak Berlian Sdn. Bhd. ("PBSB"), a company operating in the out-of-home media sector, including advertising media in mass transit systems, airports, and office buildings in Malaysia.

Remarks:

1/ Approved at the 2/2021 Annual General Meeting of Shareholders of ROCTEC held on November 19, 2021.

2/ Approved at the 9/2021-22 Board of Directors Meeting of ROCTEC held on March 28, 2022.

On December 28, 2023, ROCTEC changed its company name from Master Ad Public Company Limited to Roctec Global Public Company Limited and revised its business objectives accordingly. This name change also resulted in the change of its stock ticker symbol from MACO to ROCTEC.

Subsequently, on June 28, 2024, ROCTEC's securities were reclassified from the Services Industry Group, Media & Publishing Sector to the Technology Industry Group, Information & Communication Technology Sector.

At present, ROCTEC's core business is ICT solutions, which contributed approximately 85.36% of its total revenue and 85.78% of its revenue from sales and services in FY2024/25. ROCTEC provides comprehensive integrated technology solutions across various industries, specializing in communication systems tailored for the rail transportation sector, data infrastructure networks, cybersecurity systems, digital display equipment and systems, and innovative product development. Its services span from consulting, design, and equipment procurement to installation, implementation, and ongoing maintenance. The Company's ICT business can be categorized into three main segments: (1) Integrated Technology Solutions, (2) Transportation Solutions, and (3) Digital Display Solutions.

As for its advertising business, which was ROCTEC's original core business, the company has retained only the street furniture media assets (where ROCTEC is the asset owner) in Thailand and the

outdoor advertising assets in Vietnam. Consequently, the advertising segment now accounts for only 14.15% of ROCTEC's total revenue and 14.22% of its revenue from sales and services in FY2024/25.

Table 2-2: Revenue Structure of ROCTEC

Revenue Structure (unit: THB Million)	FY 2021/22		FY 2022/23		FY 2023/24		FY 2024/25	
	Amount	%	Amount	%	Amount	%	Amount	%
Revenue from sales and services								
Revenue from ICT solutions business	1,812.27	83.38	2,197.60	83.73	2,167.05	82.54	2,652.77	85.36
- Integrated Technology Solutions	842.48	38.76	968.94	36.91	781.29	29.76	1,005.78	32.36
- Transportation Solutions	304.94	14.03	475.36	18.11	735.18	28	941.91	30.31
- Digital Display Solutions	664.86	30.59	753.30	28.70	650.58	24.78	705.08	22.69
Revenue from advertising media business ^{1/}	323.06	14.86	397.54	15.15	439.06	16.72	439.83	14.15
Total revenue from sales and services	2,135.33	98.24	2,595.14	98.87	2,606.11	99.26	3,092.60	99.51
Other revenues ^{2/}	38.28	1.76	29.64	1.13	19.49	0.74	15.30	0.49
Total revenue	2,173.62	100.00	2,624.79	100.00	2,625.60	100	3,107.90	100
Share of profit (loss) from investments in joint ventures	(2.68)	(0.12)	37.75	1.44	66.69	2.54	71.75	2.31
- Hello LED	(2.68)	(0.12)	38.48	1.47	66.32	2.53	74.16	2.39
- YGG ^{3/}	-	-	(0.73)	(0.03)	0.37	0.01	(2.41)	(0.08)
Share of profit (loss) from investments in associates ^{4/}	(19.67)	(0.90)	12.24	0.47	13.03	0.50	28.56	0.92

Source: ROCTEC

Remarks: ROCTEC's accounting period commences on April 1 and ends on March 31 of the following year.

1/ Originating from domestic street furniture advertising, while the outdoor advertising in Vietnam is recorded under the equity method.

2/ Other revenues include gains on foreign exchange, gains on disposition of assets, gains on sales of investments - measured at fair value through profit or loss (FVTPL), other income - service fee, other income - reversal of liabilities, other income - signage claims receivable, other income - reversal of allowance for assets, and others.

3/ YGG Company Limited ("YGG") was established on August 24, 2022, to engage in the digital content and online game business.

4/ All affiliated companies are engaged in the advertising media business.

Accordingly, the disposal of Hello LED shares under the original Share Purchase Agreement, which was approved by the Extraordinary General Meeting of Shareholders No. 1/2025 on April 29, 2025, and the proposed disposal of Hello LED shares under the new conditions, which will be presented for approval at the 2025 Annual General Meeting of Shareholders, are both considered part of the Company's continued effort to reduce its investment in the advertising business. The proceeds from this divestment will be used as working capital and for investment in other related projects and/or to expand the Company's core business in ICT Solutions, which includes: (1) Integrated Technology Solutions, (2) Transportation Solutions, and (3) Digital Display Solutions. This strategy is intended to support the continuous growth and long-term operational stability of the Company, which in turn is expected to improve overall performance and deliver higher returns to shareholders. Under the new conditions of the Hello LED share disposal, the Company plans to use the deposit received as working capital, while the remaining proceeds, to be paid on or before the Long-Stop Date (excluding the deposit), will be used to expand the business, invest in ICT Solutions, and/or for general corporate purposes. The Company believes this use of funds will enhance shareholder value.

It should be noted that the Company has not yet finalized the allocation ratio of the proceeds for the aforementioned purposes, the specific timeline for investments, or the types of projects to be invested in. The Company is currently conducting feasibility studies and will assess investment decisions based on various factors such as Internal Rate of Return (IRR), Payback Period, and other investment risk considerations. As such, the specific investment details remain uncertain at this stage. Therefore, the Board of Directors is responsible for carefully overseeing the use of proceeds from the Hello LED share disposal to ensure maximum efficiency and value in comparison to the potential returns, including weighing the opportunity cost of retaining the investment in Hello LED. In the event the Company later decides to pursue mergers and acquisitions related to ICT Solutions, or utilize the funds for any purposes different from those mentioned above, it will comply with all relevant regulations, including the Disclosure of Acquisition or Disposal of Assets, Related Party Transaction Disclosure, and/or any other applicable rules.

2. Comparison of Advantages and Disadvantages of the Transaction

Referring to the opinion of the Independent Financial Advisor (IFA) regarding the disposal of assets and connected transactions of the Company, Report No. 43/2025 dated 27 March 2025, prepared by CapAd (the “**IFA Opinion Report under the Original Conditions**”), and based on the assessment of the new conditions under the Amendment Agreement to the Share Purchase Agreement for Hello LED (the “**New Share Purchase Agreement**”), as presented in Section 1, Clause 1.4 of this report, the Independent Financial Advisor is of the opinion that: the proposed disposal of Hello LED shares under the new conditions continues to present comparable advantages, disadvantages, and risks to those under the original Hello LED Share Purchase Agreement, which was previously approved by the Extraordinary General Meeting of Shareholders No. 1/2025 on April 29, 2025, as summarized below:

Table 2-3: Comparison of advantages, disadvantages, and risks between the transaction of selling Hello LED shares under the original terms approved by the Extraordinary General Meeting of Shareholders No. 1/2025 and the transaction of selling Hello LED shares under the new terms to be proposed for approval at the Annual General Meeting of Shareholders 2025.

	Opinion of the IFA regarding the Transaction ^{1/}	Under the Original Terms	Under the New Terms
Advantages of the Transaction			
1.	Support the direction of business operations that align with the long-term strategy of the Company, which focuses on investments related to the core business, which is ICT Solutions.	✓	✓
2.	Adjust the asset structure of the Company to align with the strategic direction of the Company's core business operations, while increasing efficiency in resource management by adjusting the proportion of assets with the potential to generate revenue at a lower level.	✓	✓
3.	The Company received immediate cash flow without having to wait for returns from the investment in Hello LED, which has a long and uncertain payback period. The payback period is approximately 43 years, based on the company's investment returns in Hello LED over the past 5 years.	✓ The Company will receive the payment for the share purchase by August 31, 2025.	✓ The Company will receive the full payment for the share purchase no later than August 13, 2027, which is approximately 2 years later than the original schedule. However, considering the average payback period of the investment in Hello LED is about 43 years, the delay period is relatively short and still within an acceptable range.
4.	The Company will realize a profit from the sale of its investment in Hello LED.	✓ The cost value of the investment in Hello LED as of March 31, 2025, in the Company's separate financial statements using the cost method is THB 1,925.00 million, and in the consolidated financial statements using the equity method is THB 1,900.78 million. Therefore, under the original terms of the transaction to sell the shares of Hello LED, the company will recognize a gain from the disposal of the investment in Hello LED (before deducting related expenses) of approximately THB 75.00 million in the separate	✓ Even though the disposal of the investment in Hello LED will be delayed, the company will still recognize a gain from the disposal of the investment in Hello LED (before deducting related expenses) of approximately THB 75.00 million in the separate financial statements. This is because the investment value in Hello LED in the separate financial statements is recorded using the cost method, less any allowance for impairment.

	Opinion of the IFA regarding the Transaction ^{1/}	Under the Original Terms	Under the New Terms
		financial statements and approximately THB 99.22 million in the consolidated financial statements. ¹⁴	<p>The IFA has estimated that Hello LED will have net profits between THB 211.10 million and 280.06 million for the years 2025 to 2027 (see Table 3-2, Section 3 of this report). Therefore, the Company does not need to set additional impairment allowance for the investment in Hello LED. As a result, on the Long Stop Date, the investment value in Hello LED under the cost method in the separate financial statements will remain at THB 1,925.00 million, which will allow the company to recognize the same gain of approximately THB 75.00 million (before related expenses) in the separate financial statements.</p> <p>However, the gain (or loss) from the disposal of the investment in Hello LED (before related expenses) in the consolidated financial statements cannot yet be determined, as it depends on the investment value under the equity method at the disposal date. The investment value under the equity method will increase with net profits and decrease with dividend payments. The actual operating results and dividend payments during 2025 – 2027 will determine the investment value under the equity method at the disposal date.</p>
5.	The Company has increased liquidity and greater flexibility in utilizing the proceeds from the asset sale. The cash flow from the transaction of selling Hello LED shares will provide the company with readily available funds to invest in expanding its core business and/or other projects immediately, and/or to manage short-term investments as well.	<p style="text-align: center;">✓</p> <p>The Company will have increased liquidity of approximately THB 2,000.00 million by August 31, 2025, which can be immediately used as working capital and to expand the business.</p>	<p style="text-align: center;">✓</p> <p>The Company will gradually increase its liquidity through deposit payments of THB 24 million per installment over 10 installments, totaling THB 240.00 million, which can be used as working capital for business operations. When the company receives the remaining payment of approximately THB 1,760.00 million for the shares, it will use the funds to expand its business and invest in the integrated technology solutions (ICT Solutions) business, as well as for working capital. Furthermore, the delay in receiving payment from the sale of Hello LED shares under the new conditions will not impact the Company's business operations. If the Company identifies new</p>

¹⁴ Please see footnote 9

	Opinion of the IFA regarding the Transaction ^{1/}	Under the Original Terms	Under the New Terms
			<p>attractive investment projects, it can consider using other appropriate sources of funding for such investments.</p> <p>As of March 31, 2025, the Company's financial position remains strong, with cash and cash equivalents totaling THB 1,837.87 million. Additionally, the debt-to-equity ratio and interest-bearing debt-to-equity ratio are low at 0.52 times and 0.07 times, respectively, demonstrating the Company's strong capacity to access additional financing from financial institutions.</p> <p>Therefore, the Company has sufficient funding for its business operations and further expansion, supported by internal liquidity and borrowing capability.</p> <p>In the event the Company decides to cancel the sale of Hello LED shares to PLANB, it will be required to refund all received deposits plus the maximum penalty for contract cancellation, totaling THB 288.92 million. This amount represents only 15.72% of the Company's cash and cash equivalents, indicating that the company has sufficient funds to cover such repayment.</p>
Disadvantages and Risks of the Transaction			
1.	There may be missed opportunities to receive returns from investing in Hello LED because Hello LED has shown continuous growth in operations and has started consistently distributing dividends over the past 3 years.	✓	✓ <p>The impact on this matter will be mitigated because, under the new conditions, the Company's board of directors will review the sale of Hello LED shares again at the time of the transaction completion (which must occur by August 13, 2027). The board will compare the benefits the company will receive against the obligations to refund all received deposits along with the cancellation penalty (interest at a rate of 10.00% per annum).</p>
2.	Risk of uncertainty in the use of cash proceeds from the sale of assets, which may result in lower returns on investment than returns on investment in Hello LED, and may result in excessive liquidity at certain times.	✓	✓ <p>The impact on this matter will be reduced because the Company has more time to consider or source worthwhile projects using the proceeds from the sale of Hello LED shares, while still receiving dividend returns from Hello LED.</p> <p>Moreover, the Company is unlikely to face excess liquidity since it will not receive the full payment for the</p>

	Opinion of the IFA regarding the Transaction ^{1/}	Under the Original Terms	Under the New Terms
			sale of Hello LED shares in the near term.

Remarks:

- 1/ The independent financial advisor's opinion on the asset disposal and related party transaction (disposal of ordinary shares of Hello Bangkok LED Co., Ltd.) prepared by CapAd, dated March 27, 2025, which is Attachment 3 of the invitation letter for the Extraordinary General Meeting of Shareholders No. 1/2025 held on April 29, 2025, can be viewed on the company's website: <https://investor.roctecglobal.co.th/th/document/shareholder-meetings>
- 2/ The maximum penalty for contract cancellation is calculated based on:
Maximum deposit amount * annual interest rate * deposit holding period (from July 31, 2025 to August 13, 2027, totaling 744 days), which equals: $240 * 10\% * (744 / 365)$

In addition, the independent financial advisor notes that the transaction to sell shares of Hello LED under the new conditions carries additional drawbacks and risks as follows:

(1) Risk arising from the composition of the board of directors of Hello LED not reflecting the shareholding proportion after PLANB becomes a 50.00% shareholder alongside the company.

After PLANB acquires a 50% stake in Hello LED together with the Company, the Company will have one director representing it out of a total of four directors on the Hello LED board, while PLANB will have three directors out of four. The authorized signatories will change to require joint signatures from two directors along with the company's seal. This arrangement will enable PLANB to approve routine transactions without needing approval from the Company, which may result in Hello LED's operations being primarily focused on PLANB's interests rather than mutual benefits for both parties.

However, decisions on significant matters of Hello LED¹⁵ will still require approval by the Company's board representative(s) as stipulated in the shareholders' agreement¹⁶, which is expected to provide some level of protection for the company's interests.

(2) Risk that the buyer may fail to comply with the terms of the new Hello LED share purchase agreement

After entering into the share sale transaction of Hello LED under the new conditions, the buyer must comply with the terms set forth in the new share purchase agreement, which requires the buyer to pay the first deposit to the company on the date PLANB (the buyer) completes the purchase transaction of Hello LED shares from Win Harvest (the date PLANB acquires a 50.00% stake in Hello LED), which is expected to be July 31, 2025. Thereafter, PLANB will pay the remaining deposit installments equally every quarter, starting with the second installment on the first business day of August 2025, continuing every three months for a total of 10 installments amounting to THB 240.00 million. The buyer is obligated to pay the remaining balance of THB 1,760.00 million by the Long-Stop Date, totaling THB 2,000.00 million in payments to the Company.

However, since the buyer was unable to fulfill the terms under the original share purchase agreement, this led to changes in terms and a new transaction. Thus, the Company faces a risk that the buyer might also fail to comply with the terms of the new agreement, which could result in delayed receipt of deposits or, in the worst case, cancellation of the transaction by the buyer. This would cause the Company to not receive the remaining share purchase amount of THB 1,760.00 million.

Although the Company faces risks of delayed deposits or non-payment of the share purchase price by the buyer, these outcomes will not impact the company's core business operations because:

- After entering into the share sale transaction under the new conditions (before PLANB completes full payment of THB 2,000.00 million), the Company will still hold shares in Hello LED and continue to receive returns on its investment in Hello LED as usual.
- Even though the Company plans to use the deposits received as working capital and intends to use the full payment by the Long-Stop Date to expand its business, invest in ICT solutions, and for working capital, delays in receiving payments or receiving only deposits in case the buyer defaults will not affect the company's operations. This is because, as of March 31, 2025, the Company has a strong financial position with cash and cash equivalents of THB 1,837.87 million. Moreover, its debt-to-equity ratio and interest-bearing debt-to-equity ratio are low at 0.52 and 0.07 times, respectively, demonstrating strong capacity to access additional funding from

¹⁵ Please see footnote 10

¹⁶ Please see footnote 11

financial institutions. Therefore, the Company has sufficient funding sources for both ongoing operations and business expansion from internal liquidity and borrowing potential.

3. Comparison of Advantages and Disadvantages of NOT Entering into Transaction

3.1 Advantages and Benefits of Not Entering into the Transaction

-None-

3.2 Disadvantages and Risks of Not Entering into the Transaction

If the Company's shareholders' meeting does not approve the entry into this transaction, all parties to the agreement will be required to comply with the original Hello LED share purchase agreement. However, since PLANB (the buyer) has expressed to the Company the necessity to amend the terms of the original agreement, it is reasonably believed that PLANB will not be able to comply with the original Hello LED share purchase agreement and will not purchase the Hello LED shares from the Company by the original Long-Stop Date, which is August 31, 2025. This will result in the following disadvantages and risks arising from not entering into the transaction:

(1) Risk that the Buyer May Not Comply with the Conditions of the Original Hello LED Share Purchase Agreement and Fail to Purchase Hello LED Shares from the Company by August 31, 2025, Resulting in the Company Losing a Key Opportunity to Dispose of Non-Core Assets at a Reasonable Price

The transaction to sell Hello LED shares to PLANB, which was approved by the Extraordinary General Meeting of Shareholders No. 1/2025, and the transaction to sell Hello LED shares under the new terms, which will be proposed for approval at the 2025 Annual General Meeting of Shareholders, both have the same purchase price of THB 2,000.00 million and the same objective: to reduce the company's proportion of business operations in the advertising media industry or to dispose of assets inconsistent with the company's core strategy, with a focus on expanding the integrated ICT Solutions business.

Currently, the leading companies in the Out-Of-Home Media (OOH) advertising business in Thailand are: (1) Plan B Media Public Company Limited ("**PLANB**"), which operates 3,040 billboard advertisements and 600 digital screens¹⁷; (2) VGI Public Company Limited ("**VGI**"), which operates 1,400 billboard advertisements and 25 digital screens¹⁸; and (3) Roctec Global Public Company Limited ("**ROCTEC**"), which operates 132 digital screens¹⁹ and 120 billboard advertisements as well as 60 digital screens (through investment in Hello LED). The Company proposes that shareholders consider selling Hello LED shares to PLANB because PLANB is a direct operator in the out-of-home advertising industry, thus possessing a deep understanding of the true value and synergy opportunities from acquiring Hello LED shares. This advantage is different from buyers outside the same industry, who may not be able to derive the same level of benefits from the acquisition. Therefore, selling Hello LED shares to PLANB is an appropriate approach that ensures the company receives a fair sale price that fully reflects the true value of Hello LED.

Accordingly, if shareholders do not approve the transaction to sell Hello LED shares under the new terms, the company may lose a significant opportunity to dispose of non-core assets and may be unable to realize the maximum value from those assets in the future.

(2) The Company may lose the opportunity to receive a deposit of THB 240.00 million over approximately two years under the Amended Share Purchase Agreement of Hello LED

If the Company's shareholders' meeting does not approve the proposed transaction, and PLANB ultimately does not proceed with the purchase of Hello LED shares from the Company under the original Share Purchase Agreement, the Company will not receive the consideration of THB 2,000.00 million. In such a case, the Company would be entitled to claim damages from PLANB. However, such damages would be limited to direct damages resulting from a breach of contract, which include relevant expenses such as advisor fees and shareholder meeting costs.

¹⁷ Information as of 15 June 2025 from the website of PLANB (<https://www.planbmedia.co.th/th/>)

¹⁸ Information as of 15 June 2025 from the website of VGI (<https://www.vgi.co.th/th/network/>)

¹⁹ Information as of 15 June 2025 from the Company

In comparison, under the Amended Share Purchase Agreement of Hello LED (or the new Share Purchase Agreement), if the buyer breaches the agreement, the Company would be entitled to forfeit all deposit payments made by PLANB. Moreover, in the event of a termination caused by PLANB, PLANB has agreed not to exercise its right to terminate the agreement until it has completed the full deposit payment of THB 240.00 million.

This amendment offers the Company cash compensation in the form of deposit payments, which provides more favorable terms than the original Share Purchase Agreement if the transaction fails due to a breach by the buyer. Therefore, if the shareholders' meeting does not approve the proposed transaction, the Company may lose the opportunity to receive deposit payments totaling THB 240.00 million over approximately two years under the Amended Share Purchase Agreement of Hello LED.

(3) Risk of Impairment Loss on Investment in Hello LED in the Future if Hello LED's Performance Significantly Deteriorates

If the shareholders' meeting does not approve the proposed transaction and PLANB is unable to acquire Hello LED shares from the Company under the original Share Purchase Agreement, Hello LED will remain as a joint venture of the Company.

At present, the Company evaluates the fair value of its investment in Hello LED annually to ensure that the recoverable amount of Hello LED exceeds the current carrying amount of the investment, which stands at THB 1,925.00 million. In the past, based on the Company's financial statements for the year ended March 31, 2022, the Company recognized an impairment loss on its investment in Hello LED of THB 25 million in the statement of comprehensive income (under the separate financial statements). This impairment was recorded to reflect the recoverable amount of the asset and resulted in a reduction of the carrying value of the investment in Hello LED from the original acquisition cost of THB 1,950.00 million to THB 1,925.00 million, which has remained unchanged since then.

According to Thai Accounting Standard No. 36: Impairment of Assets, if Hello LED experiences continued losses or material adverse changes in operations in the future, which could lead to an actual impairment of the Company's investment in Hello LED, the Company would be required to take the following actions:

- Reduction of Asset Value: The Company would need to recognize an impairment allowance on the investment in the statement of financial position (under the separate financial statements), which would reduce the carrying amount of the Company's investment in Hello LED.
- Recognition of Loss in Profit and Loss Statement: The Company would also have to record the impairment loss as an expense in its statement of comprehensive income, which would negatively impact the Company's net profit (under the separate financial statements).

However, such impairment loss is a non-cash accounting entry and does not have a direct impact on the Company's cash flow, as it does not involve an actual outflow of funds.

In addition, given that the Company has a dividend policy to distribute no less than 50% of net profit after corporate income tax and legal reserve (based on separate financial statements), any decline in net profit due to impairment losses may result in a reduction in dividends payable to shareholders. It should be noted that over the past three fiscal years (2022/23 – 2024/25), the Company has not recognized any impairment loss on its investment in Hello LED, as Hello LED has continued to report improving operating profits year-on-year.

Nevertheless, when compared to the proposed disposal of Hello LED shares under the revised terms, the Company would still benefit from the predetermined selling price of THB 2,000.00 million, even if Hello LED's performance deteriorates in the future (before the completion of the share purchase by PLANB). This would help mitigate the risk of a decline in Hello LED's share value that could otherwise result in an impairment of the Company's investment.

Furthermore, the IFA anticipates that Hello LED is likely to continue generating operating profits in the future. However, Hello LED's actual performance may differ from these forecasts depending on macroeconomic conditions and other business-related factors at the time.

4. **Comparison of Advantages and Disadvantages between Entering into the Transaction with Connected Person and Transaction with the Third Parties**

According to the opinion of the Independent Financial Advisor (IFA), based on the conditions under the original share purchase agreement, together with the additional terms set out in the new Hello LED Share Purchase Agreement as presented in Section 1, Item 1.4 of this report, the IFA is of the view that the disposal of Hello LED shares under the new terms still offers benefits and drawbacks comparable to those of a connected transaction and a transaction with a third party. These are in line with the terms of the original share purchase agreement, which was previously approved by the Company's Extraordinary General Meeting of Shareholders No. 1/2025 held on April 29, 2025, as follows:

Table 2-4: Comparison of the Benefits and Drawbacks Between Entering into the Transaction with a Connected Person and with a Third Party with respect to the disposal of Hello LED shares under the original terms (as approved by the Extraordinary General Meeting of Shareholders No. 1/2025) and the revised transaction:

	Opinion of the IFA regarding the Transaction 1/	Under the Original Terms	Under the New Terms
Benefits and Advantages of the Entering into the Transaction with Connected Person and Transaction with the Third Parties			
1.	Reduce Reliance on Connected Persons in Business Operations. Over the past three years (2022 –2024), approximately 60% of Hello LED's total revenue was derived from PLANB. As such, the proposed disposal of Hello LED shares would enable the Company to reduce its investment in a business that is heavily reliant on a connected person.	✓	✓
2.	Efficiency in Negotiation and Confidentiality in Business Operations. As PLANB is a major customer of Hello LED, it possesses substantial knowledge and understanding of Hello LED's business and the nature of the assets to be acquired. This familiarity facilitates more efficient and expedited negotiations compared to dealing with external parties. Moreover, as the transaction takes place within the same group, business-sensitive information remains confidential and is not disclosed to outside parties.	✓	✓
Disadvantages of Entering into the Transaction with Connected Person and Transactions with the Third Parties			
1.	The Company is subject to additional Obligations Due to the Connected Transaction Nevertheless, convening a shareholders' meeting to approve the connected transaction is part of the corporate governance mechanism designed to protect shareholders' interests. It allows shareholders, as the owners of the Company, to participate in making important business decisions or decisions involving material transactions.	✓	✓

Remark:

- 1/ The independent financial advisor's opinion on the asset disposal and related party transaction (disposal of ordinary shares of Hello Bangkok LED Co., Ltd.) prepared by CapAd, dated March 27, 2025, which is Attachment 3 of the invitation letter for the Extraordinary General Meeting of Shareholders No. 1/2025 held on April 29, 2025, can be viewed on the company's website: <https://investor.roctecglobal.co.th/th/document/shareholder-meetings>

5. Summary of the Opinion of the Independent Financial Advisor on Reasonableness of the Asset Disposition Transaction and the Connected Transaction.

Roctec Global Public Company Limited ("**ROCTEC**"), formerly known as Master Ad Public Company Limited, was established in 1988 with an initial registered capital of THB 600,000. The Company initially operated as an out-of-home (OOH) advertising service provider, focusing primarily on billboard media in various formats. It later expanded into street furniture media by securing the rights to install and manage advertising panels on BTS Skytrain viaduct pillars from Bangkok Mass Transit System Public Company Limited, as well as rights from the Bangkok Metropolitan Administration to manage advertising panels on flyover bridge pillars throughout the city.

In 2018, ROCTEC entered the integrated ICT solutions business by investing 81.7% in Trans.Ad Solution Co., Ltd., and 89.00% (currently 92.00%) in ROCTEC Technology Co., Ltd. through Trans.Ad Solution. This segment has grown to become the company's core revenue driver over the past four fiscal years (FY2021/22 to FY2024/25). Recognizing that the growth of the OOH advertising business is highly sensitive to economic fluctuations, ROCTEC made a strategic decision to divest most of its advertising assets in Thailand and all of its advertising assets in Malaysia, retaining only its street furniture media assets and outdoor advertising assets in Vietnam. The Company has realigned its business strategy to focus on integrated ICT solutions, leading to a continuous increase in the proportion of revenue from this segment, rising from 54.03% in 2019 to 83.38% in FY2021/22, and 85.36% in FY2024/25 (*Please refer to Table 2-2, Part 2 of this Report*).

At present, ROCTEC's core business is ICT solutions, which contributed approximately 85.36% of its total revenue and 85.78% of its revenue from sales and services in FY2024/25. ROCTEC provides comprehensive integrated technology solutions across various industries, specializing in communication systems tailored for the rail transportation sector, data infrastructure networks, cybersecurity systems, digital display equipment and systems, and innovative product development. Its services span from consulting, design, and equipment procurement to installation, implementation, and ongoing maintenance. The Company's ICT business can be categorized into three main segments: (1) Integrated Technology Solutions, (2) Transportation Solutions, and (3) Digital Display Solutions.

Accordingly, the disposal of Hello LED shares under the original Share Purchase Agreement, which was approved by the Extraordinary General Meeting of Shareholders No. 1/2025 on April 29, 2025, and the proposed disposal of Hello LED shares under the new conditions, which will be presented for approval at the 2025 Annual General Meeting of Shareholders, are both considered part of the Company's continued effort to reduce its investment in the advertising business. The proceeds from this divestment will be used as working capital and for investment in other related projects and/or to expand the Company's core business in ICT Solutions, which includes: (1) Integrated Technology Solutions, (2) Transportation Solutions, and (3) Digital Display Solutions. This strategy is intended to support the continuous growth and long-term operational stability of the Company, which in turn is expected to improve overall performance and deliver higher returns to shareholders. Under the new conditions of the Hello LED share disposal, the Company plans to use the deposit received as working capital, while the remaining proceeds, to be paid on or before the Long-Stop Date (excluding the deposit), will be used to expand the business, invest in ICT Solutions, and/or for general corporate purposes. The Company believes this use of funds will enhance shareholder value.

It should be noted that the Company has not yet finalized the allocation ratio of the proceeds for the aforementioned purposes, the specific timeline for investments, or the types of projects to be invested in. The Company is currently conducting feasibility studies and will assess investment decisions based on various factors such as Internal Rate of Return (IRR), Payback Period, and other investment risk considerations. As such, the specific investment details remain uncertain at this stage. Therefore, the Board of Directors is responsible for carefully overseeing the use of proceeds from the Hello LED share disposal to ensure maximum efficiency and value in comparison to the potential returns, including weighing the opportunity cost of retaining the investment in Hello LED. In the event the Company later decides to pursue mergers and acquisitions related to ICT Solutions, or utilize the funds for any purposes different from those mentioned above, it will comply with all relevant regulations, including the Disclosure of Acquisition or Disposal of Assets, Related Party Transaction Disclosure, and/or any other applicable rules.

The Independent Financial Advisor is of the opinion that the share disposal transaction of Hello LED under the new terms continues to present comparable advantages, disadvantages, and risks to

those of the share disposal transaction under the original Share Purchase Agreement for Hello LED, which was previously approved by the Company's Extraordinary General Meeting of Shareholders No. 1/2025 held on April 29, 2025, as summarized below:

Table 2-5: Comparison of advantages, disadvantages, and risks between the transaction of selling Hello LED shares under the original terms approved by the Extraordinary General Meeting of Shareholders No. 1/2025 and the transaction of selling Hello LED shares under the new terms to be proposed for approval at the Annual General Meeting of Shareholders 2025.

	Opinion of the IFA regarding the Transaction ^{1/}	Under the Original Terms	Under the New Terms
Advantages of the Transaction			
1.	Support the direction of business operations that align with the long-term strategy of the Company, which focuses on investments related to the core business, which is ICT Solutions.	✓	✓
2.	Adjust the asset structure of the Company to align with the strategic direction of the Company's core business operations, while increasing efficiency in resource management by adjusting the proportion of assets with the potential to generate revenue at a lower level.	✓	✓
3.	The Company received immediate cash flow without having to wait for returns from the investment in Hello LED, which has a long and uncertain payback period. The payback period is approximately 43 years, based on the company's investment returns in Hello LED over the past 5 years.	✓ The Company will receive the payment for the share purchase by August 31, 2025.	✓ The Company will receive the full payment for the share purchase no later than August 13, 2027, which is approximately 2 years later than the original schedule. However, considering the average payback period of the investment in Hello LED is about 43 years, the delay period is relatively short and still within an acceptable range.
4.	The Company will realize a profit from the sale of its investment in Hello LED.	✓ The cost value of the investment in Hello LED as of March 31, 2025, in the Company's separate financial statements using the cost method is THB 1,925.00 million, and in the consolidated financial statements using the equity method is THB 1,900.78 million. Therefore, under the original terms of the transaction to sell the shares of Hello LED, the company will recognize a gain from the disposal of the investment in Hello LED (before deducting related expenses) of approximately THB 75.00 million in the separate financial statements and approximately THB 99.22 million in the consolidated financial statements. ²⁰	✓ Even though the disposal of the investment in Hello LED will be delayed, the company will still recognize a gain from the disposal of the investment in Hello LED (before deducting related expenses) of approximately THB 75.00 million in the separate financial statements. This is because the investment value in Hello LED in the separate financial statements is recorded using the cost method, less any allowance for impairment. The IFA has estimated that Hello LED will have net profits between THB 211.10 million and 280.06 million for the years 2025 to 2027 (see Table 3-2, Section 3 of this report). Therefore, the Company

²⁰ Please see footnote 9

	Opinion of the IFA regarding the Transaction ^{1/}	Under the Original Terms	Under the New Terms
			<p>does not need to set additional impairment allowance for the investment in Hello LED. As a result, on the Long Stop Date, the investment value in Hello LED under the cost method in the separate financial statements will remain at THB 1,925.00 million, which will allow the company to recognize the same gain of approximately THB 75.00 million (before related expenses) in the separate financial statements.</p> <p>However, the gain (or loss) from the disposal of the investment in Hello LED (before related expenses) in the consolidated financial statements cannot yet be determined, as it depends on the investment value under the equity method at the disposal date. The investment value under the equity method will increase with net profits and decrease with dividend payments. The actual operating results and dividend payments during 2025 – 2027 will determine the investment value under the equity method at the disposal date.</p>
5.	The Company has increased liquidity and greater flexibility in utilizing the proceeds from the asset sale. The cash flow from the transaction of selling Hello LED shares will provide the company with readily available funds to invest in expanding its core business and/or other projects immediately, and/or to manage short-term investments as well.	<p style="text-align: center;">✓</p> <p>The Company will have increased liquidity of approximately THB 2,000.00 million by August 31, 2025, which can be immediately used as working capital and to expand the business.</p>	<p style="text-align: center;">✓</p> <p>The Company will gradually increase its liquidity through deposit payments of THB 24 million per installment over 10 installments, totaling THB 240.00 million, which can be used as working capital for business operations. When the company receives the remaining payment of approximately THB 1,760.00 million for the shares, it will use the funds to expand its business and invest in the integrated technology solutions (ICT Solutions) business, as well as for working capital. Furthermore, the delay in receiving payment from the sale of Hello LED shares under the new conditions will not impact the Company's business operations. If the Company identifies new attractive investment projects, it can consider using other appropriate sources of funding for such investments.</p> <p>As of March 31, 2025, the Company's financial position remains strong, with cash and cash equivalents totaling THB 1,837.87</p>

	Opinion of the IFA regarding the Transaction ^{1/}	Under the Original Terms	Under the New Terms
			<p>million. Additionally, the debt-to-equity ratio and interest-bearing debt-to-equity ratio are low at 0.52 times and 0.07 times, respectively, demonstrating the Company's strong capacity to access additional financing from financial institutions.</p> <p>Therefore, the Company has sufficient funding for its business operations and further expansion, supported by internal liquidity and borrowing capability.</p> <p>In the event the Company decides to cancel the sale of Hello LED shares to PLANB, it will be required to refund all received deposits plus the maximum penalty for contract cancellation, totaling THB 288.92 million. This amount represents only 15.72% of the Company's cash and cash equivalents, indicating that the company has sufficient funds to cover such repayment.</p>
Disadvantages and Risks of the Transaction			
1.	There may be missed opportunities to receive returns from investing in Hello LED because Hello LED has shown continuous growth in operations and has started consistently distributing dividends over the past 3 years.	✓	✓ The impact on this matter will be mitigated because, under the new conditions, the Company's board of directors will review the sale of Hello LED shares again at the time of the transaction completion (which must occur by August 13, 2027). The board will compare the benefits the company will receive against the obligations to refund all received deposits along with the cancellation penalty (interest at a rate of 10.00% per annum).
2.	Risk of uncertainty in the use of cash proceeds from the sale of assets, which may result in lower returns on investment than returns on investment in Hello LED, and may result in excessive liquidity at certain times.	✓	✓ The impact on this matter will be reduced because the Company has more time to consider or source worthwhile projects using the proceeds from the sale of Hello LED shares, while still receiving dividend returns from Hello LED. Moreover, the Company is unlikely to face excess liquidity since it will not receive the full payment for the sale of Hello LED shares in the near term.

Remarks:

- 1/ The independent financial advisor's opinion on the asset disposal and related party transaction (disposal of ordinary shares of Hello Bangkok LED Co., Ltd.) prepared by CapAd, dated March 27, 2025, which is Attachment 3 of the invitation letter for the Extraordinary General Meeting of Shareholders No. 1/2025 held on April 29, 2025, can be viewed on the company's website: <https://investor.roctecglobal.co.th/th/document/shareholder-meetings>
- 2/ The maximum penalty for contract cancellation is calculated based on:
Maximum deposit amount * annual interest rate * deposit holding period (from July 31, 2025 to August 13, 2027, totaling 744 days), which equals: $240 * 10\% * (744 / 365)$

In addition, the IFA notes that the transaction to sell shares of Hello LED under the new conditions carries additional drawbacks and risks as follows:

(1) Risk arising from the composition of the board of directors of Hello LED not reflecting the shareholding proportion after PLANB becomes a 50.00% shareholder alongside the Company.

After PLANB acquires a 50% stake in Hello LED together with the Company, the Company will have one director representing it out of a total of four directors on the Hello LED board, while PLANB will have three directors out of four. The authorized signatories will change to require joint signatures from two directors along with the company's seal. This arrangement will enable PLANB to approve routine transactions without needing approval from the Company, which may result in Hello LED's operations being primarily focused on PLANB's interests rather than mutual benefits for both parties.

However, decisions on significant matters of Hello LED²¹ will still require approval by the Company's board representative(s) as stipulated in the shareholders' agreement²², which is expected to provide some level of protection for the company's interests.

(2) Risk that the buyer may fail to comply with the terms of the new Hello LED Share Purchase Agreement

Under the new Share Purchase Agreement for Hello LED, the Buyer is required to make the first installment of the deposit payment to the Company on the date PLANB completes its acquisition of Hello LED shares from Win Harvest (expected to be by July 31, 2025). Thereafter, PLANB will pay the remaining nine equal quarterly installments of the deposit starting from August 2025, totaling a deposit amount of THB 240.00 million. PLANB will then pay the remaining balance of THB 1,760.00 million by the Long-Stop Date, making up the total purchase price of THB 2,000.00 million. However, given that the Buyer failed to comply with the original agreement, there remains a risk that the Buyer may also fail to comply with the terms of the new agreement. This may result in delays in receiving deposit payments, or in the worst-case scenario, the Buyer may terminate the transaction altogether, which would prevent the Company from receiving the remaining THB 1,760.00 million in proceeds from the share disposal.

Although the Company faces the risk of delayed deposit payments or non-receipt of the remaining share sale proceeds, such risks are not expected to affect the Company's core business operations. This is because, under the new share disposal arrangement (before PLANB completes the full payment of THB 2,000.00 million), the Company will continue to maintain its status as a shareholder and receive returns from Hello LED as usual. Moreover, while the proceeds from this transaction were initially intended to be used for working capital and business expansion in the integrated ICT solutions segment, any delays in receiving the full payment or receiving only the deposit amount will not have an adverse impact on the Company's operations. As of March 31, 2025, the Company maintained a strong financial position with cash and cash equivalents amounting to THB 1,837.87 million. In addition, the Company reported very low debt-to-equity and interest-bearing debt-to-equity ratios of 0.52x and 0.07x, respectively, reflecting its strong ability to access additional funding if necessary.

Advantages and Benefits of Not Entering into the Transaction

-None-

Disadvantages and Risks of Not Entering into the Transaction

If the shareholders' meeting of the Company does not approve this transaction, all parties shall continue to comply with the original Share Purchase Agreement for Hello LED. However, since PLANB (the Buyer) has informed the Company of its need to amend the terms of the original agreement, it is reasonably expected that PLANB will not be able to comply with the original terms and will not proceed with the purchase of Hello LED shares from the Company by the original Long-Stop Date, which is August 31, 2025. This would result in certain disadvantages and risks associated with not entering into the proposed transaction, as follows:

- (1) Risk that the Buyer may fail to comply with the terms of the original Share Purchase Agreement for Hello LED, by not acquiring the Hello LED shares from the Company by August 31, 2025. This could cause the Company to miss a significant opportunity to dispose of a non-core asset at a fair value of THB 2,000.00 million.
- (2) The Company may forgo the opportunity to receive deposit payments totaling THB 240.00 million over approximately two years, as stipulated under the amended Share Purchase Agreement for Hello LED.

²¹ Please see footnote 10

²² Please see footnote 11

- (3) Risk of impairment of the Company's investment in Hello LED in the future, should Hello LED's performance deteriorate significantly, such as incurring operating losses. It should be noted that the Company had already recognized an impairment loss of THB 25 million on its investment in Hello LED in 2022.

The Independent Financial Advisor (IFA) is of the opinion that the proposed disposal of Hello LED shares under the new conditions continues to present both advantages and disadvantages when comparing a transaction with a related party and one with an unrelated third party. This is consistent with the previous share disposal transaction of Hello LED under the original Share Purchase Agreement, which was approved by the Extraordinary General Meeting of Shareholders No. 1/2025 held on April 29, 2025.

Advantages of entering into a transaction with a related party versus an unrelated party:

- (1) Reduced reliance on related parties in business operations. Over the past three years (2022–2024), approximately 60% of Hello LED's total revenue has been derived from PLANB. Therefore, proceeding with this transaction will reduce the Company's investment exposure in a business that relies heavily on a related party.
- (2) Faster negotiation process and enhanced confidentiality. As a major customer of Hello LED, PLANB is already well-acquainted with the business and the condition of the assets being acquired. This familiarity facilitates more efficient and effective negotiations compared to dealing with an external party. Moreover, business information remains internal to the group and is less likely to be disclosed to outsiders.

Disadvantages of entering into a transaction with a related party versus an unrelated party:

- (1) Increased compliance burden. This transaction qualifies as a significant Connected Transaction, requiring the Company to convene a shareholders' meeting for approval and to appoint an independent financial advisor to provide an opinion on the transaction. These steps incur additional expenses compared to transactions with unrelated parties, which are not subject to related party transaction regulations. Nevertheless, holding a shareholders' meeting to approve the transaction serves as a key mechanism for shareholder protection, ensuring that shareholders—as the owners of the Company—have the opportunity to participate in decision-making regarding material business transactions.

After considering the objectives and necessity of the transaction, along with its advantages, disadvantages, benefits, and associated risks, the Independent Financial Advisor (IFA) is of the opinion that the disposal of Hello LED shares under the new conditions remains reasonable. Although the completion of the share sale will be delayed by approximately two years compared to the original schedule, the Company will still receive proceeds from the sale totaling THB 2,000.00 million, as in the original agreement. As such, this revised transaction continues to provide benefits comparable to the original Hello LED share sale transaction previously approved by the Extraordinary General Meeting of Shareholders No. 1/2025 held on April 29, 2025. The IFA further notes that any delay in receiving the sale proceeds under the new conditions will not adversely affect the Company's business operations, since the Company has the flexibility to seek alternative funding sources if any attractive investment opportunities arise. At present, the Company's ICT services expansion strategy focuses primarily on project-based work. Under this model, the Company receives advance deposits from clients before project commencement, reducing reliance on its own working capital. These deposits are used directly to fund project execution. As of March 31, 2025, the Company maintains a strong financial position, with cash and cash equivalents totaling THB 1,837.87 million. In addition, the debt-to-equity ratio and interest-bearing debt-to-equity ratio are relatively low at 0.52x and 0.07x, respectively, reflecting the Company's strong ability to access additional funding from financial institutions. Therefore, the Company has sufficient funding capacity for its current operations and future business expansion, supported by both internal liquidity and borrowing capability. Furthermore, the IFA believes that if the shareholders do not approve the proposed transaction, the key risk the Company faces is that PLANB may not be able to fulfill its obligations under the original Share Purchase Agreement for Hello LED, which could result in the loss of a significant opportunity to dispose of a non-core asset at a fair price of THB 2,000.00 million. In conclusion, **the proposed asset disposal transaction and connected transaction is deemed reasonable.**

Part 3: Opinion of the Independent Financial Advisor on Appropriateness of Price of the Asset Disposition Transaction and the Connected Transaction

Under the new terms for the divestment of Hello LED shares, the Company will sell 500,000 ordinary shares of Hello LED, with a par value of THB 100 per share, representing 50.00% of the total issued and paid-up shares of Hello LED, to PLANB. The sale price is set at THB 4,000 per share, totaling THB 2,000,000,000. This transaction is governed by the amended Hello LED Share Purchase Agreement (the "**New Hello LED Share Purchase Agreement**"), which incorporates six new conditions that differ from the original Hello LED Share Purchase Agreement. Therefore, in assessing the appropriateness of the price and terms of this transaction, the Independent Financial Advisor (IFA) has divided its review into two parts: 1) The appropriateness of the valuation for the Hello LED share divestment under the new terms, and 2) The appropriateness of the terms and conditions for the Hello LED share divestment under the new terms.

Having reviewed the relevant information and documents, the Independent Financial Advisor has concluded its opinion regarding the appropriateness of the price and terms of this transaction as follows:

1. The appropriateness of the valuation for the Hello LED share divestment under the new terms

The Company's Extraordinary General Meeting of Shareholders No. 1/2568 approved the sale of Hello LED shares for a total value of THB 2,000.00 million to PLANB. Under the original Hello LED Share Purchase Agreement, the Company was required to receive the full payment by August 31, 2025, which was the long-stop date for the transaction.

However, under the new terms for the Hello LED share divestment, the payment schedule will be delayed. The Company will receive a deposit in 10 installments of THB 24.00 million each, totaling THB 240.00 million (Payment schedule details are provided in Table 1-5 in Part 1 of this report). This deposit will be considered part of the total purchase price for the Hello LED shares between the Company and PLANB. The remaining balance of approximately THB 1,760.00 million will be paid by the long-stop date under the new Hello LED Share Purchase Agreement, which is August 13, 2027.

Although the total consideration under both the original and new Hello LED Share Purchase Agreements remains THB 2,000.00 million, the difference in payment schedules and the long-stop date, approximately two years, results in a difference in the Net Present Value (NPV) of the cash flows from the consideration under each agreement. Furthermore, under the new Hello LED Share Purchase Agreement, the Company retains the right to receive dividends from Hello LED until PLANB completes the share acquisition. Therefore, in assessing the reasonableness of the valuation for the Hello LED share divestment under the new terms, the Independent Financial Advisor has estimated the Net Present Value of the total expected cash flows to be received by the Company from the Hello LED share divestment under the new terms, for comparison with the fair value of Hello LED as appraised by the Independent Financial Advisor on March 27, 2025.

1.1 Fair Valuation of Hello LED by the Independent Financial Advisor on March 27, 2025

The fair valuation of Hello LED was based on the information presented in the Opinion of the Independent Financial Advisor regarding the Company's Asset Disposal Transaction and Connected Transaction, Report No. 43/2025, dated March 27, 2025. This report was prepared by CapAd and was included as Attachment 3 to the Notice of the Extraordinary General Meeting of Shareholders No. 1/2025, held on April 29, 2025. The report provided an opinion on the disposal of 500,000 ordinary shares of Hello LED, with a par value of THB 100 per share, representing 50.00% of the total issued and paid-up shares of Hello LED, to PLANB for a total consideration of THB 2,000.00 million. The Independent Financial Advisor assessed the fair value of Hello LED as of March 27, 2025, using six different valuation methods as follows:

Table 3-1: Summary table comparing the fair value of Hello LED according to various valuation methods

Hello LED	Firm Value of Hello LED (100%) (THB million)	Firm Value of Hello LED (50%) ^{1/} (THB million)	Hello LED Selling Price (50%) ^{1/} (THB million)	Hello LED Selling Price (50%) higher (lower) Fair Value of Hello LED (50%)		Appropriateness of the Valuation Approach
				(THB/share)	(%)	
		(1)	(2)	(3) = (2) – (1)	(3)/(2)	
1. Book Value Approach	365.29	182.65	2,000.00	1,817.36	90.87	Inappropriate
2. Adjusted Book Value Approach	365.29	182.65	2,000.00	1,817.36	90.87	Inappropriate
3. Market Value Approach	n.a.	n.a.	2,000.00	n.a.	n.a.	Cannot be assessed
4. Price to Book Value Ratio Approach	564.03 – 748.60	282.01 – 374.30	2,000.00	1,625.70 – 1,717.99	81.28 – 85.90	Inappropriate
5. Price to Earnings Ratio Approach	5,745.08 – 6,834.07	2,872.54 – 3,417.04	2,000.00	(1,417.04) – (872.54)	(70.85) – (43.63)	Inappropriate
6. Discounted Cash Flow Approach	3,002.32 – 4,526.55	1,501.16 – 2,263.29	2,000.00	(263.29) – 498.84	(13.16) – 24.94	Appropriate

Source: The Opinion of the Independent Financial Advisor regarding the Company's Asset Disposal Transaction and Connected Transaction, Report No. 43/2025, dated March 27, 2025, by CapAd.

Remarks:

1/ ROCTEC holds 50% of Hello LED's registered and paid-up capital.

2/ n.a. = non-applicable as Hello LED is not a listed company on the Stock Exchange of Thailand or any secondary market for securities trading, so there is no reference market price.

As of March 27, 2025, the Independent Financial Advisor (IFA) expressed the opinion that the most appropriate method for valuing the ordinary shares of Hello LED is the Discounted Cash Flow (DCF) method, as it best reflects Hello LED's future profitability potential. According to the IFA, **the fair value of a 50% equity interest in Hello LED was in the range of THB 1,501.16 million to THB 2,263.29 million.** This range is: THB 498.84 million lower than the share sale price of THB 2,000.00 million, representing a 24.94% discount, or THB 263.29 million higher than the share sale price, representing a 13.16% premium. Therefore, **the IFA concluded that the sale price of THB 2,000.00 million is appropriate, as it falls within the fair value range of Hello LED shares.**

Shareholders may refer to the details of the fair valuation of Hello LED using various methods in the Independent Financial Advisor's opinion on the Company's asset disposal transaction and connected transaction, Report No. 43/2025, dated March 27, 2025, prepared by CapAd ("**IFA Report under the Original Transaction Terms**"), which was enclosed as Attachment 3 to the Notice of the Extraordinary General Meeting of Shareholders No. 1/2025, held on April 29, 2025. The report is available on the Company's website:

<https://investor.roctecglobal.co.th/th/document/shareholder-meetings>

1.2 Fair Valuation of Hello LED by the Independent Financial Advisor under the New Transaction Terms

The key assumptions and principles used in preparing the financial projections for this valuation are as follows:

- The valuation date for the discounted cash flow (DCF) analysis is August 31, 2025, which corresponds to the Long-Stop Date under the original Share Purchase Agreement (SPA) for Hello LED shares.
- The present value of the consideration under the original Hello LED SPA, as of August 31, 2025, is THB 2,000.00 million.
- Information regarding the revised terms of the new Hello LED SPA is based on the disclosures in the Information Memorandum on the Disposal of Assets and Connected Transactions of Roctec Global Public Company Limited, dated May 30, 2025, and its subsequent amendments.
- The preparation of the DCF valuation under the Base Case scenario is based on the assumption that the disposal of Hello LED shares under the revised transaction terms will be completed on the new Long-Stop Date, which falls on August 13, 2027.

1) Cash Inflows from the Disposal of Hello LED Shares under the New Transaction Terms

The cash inflows from the disposal of Hello LED shares under the new transaction terms comprise: 1.1) Total consideration of THB 2,000.00 million from PLANB, according to the payment

schedule under the new Share Purchase Agreement (SPA) for Hello LED shares, and 1.2) Dividends received from Hello LED prior to the Long-Stop Date.

1.1) Total Consideration of THB 2,000.00 million from PLANB under the New SPA Payment Schedule

- Deposit payments totaling THB 240.00 million, split into ten installments of THB 24.00 million each:
 - The first installment is to be paid on July 31, 2025, when PLANB completes the purchase of Hello LED shares from Win Harvest. This transaction is expected to be completed by July 31, 2025.
 - The second installment is to be paid on the first business day of August 2025, with subsequent installments due every three months thereafter, on the first business days of November, February, May, and August, until the Long-Stop Date, following the deposit payment terms of the new SPA.
- The remaining balance of THB 1,760.00 million will be paid by PLANB on the Long-Stop Date of the new SPA, which falls on August 13, 2027.

1.2) Dividends from Hello LED Before the Long-Stop Date

- Dividend payments from Hello LED to the Company during 2025 – 2026 will be based on full-year performance, while the dividend for 2027 will be based on the first-half performance of the year.
- The dividend payout ratio is set at 60.00%, in line with Hello LED's dividend policy, which stipulates a minimum payout of not less than 60.00% of annual net profit, as specified under the shareholders' agreement. This payout ratio also reflects the historical average during 2020 – 2024 (from the time the Company initially invested in Hello LED).
- The projected net profits of Hello LED for 2025 to 2027 are based on the Base Case scenario used by the Independent Financial Advisor (IFA) in the IFA report under the original SPA terms (Part 3, Table 3-1), and are estimated as follows: THB 211.10 million in 2025, THB 260.55 million in 2026, and THB 280.06 million in 2027
- While Hello LED paid dividends more than once per year during 2023 – 2024 (*as detailed in Table 1-4, Part 1 of this report*), for the valuation simplicity and analytical clarity, the Independent Financial Advisor has assumed one dividend payment per year, with the following schedule:
 - 2025 – 2026: Dividend paid on the first business day of November
 - 2027: Dividend paid on the first business day of August, to reflect the performance for the first half of the year before the Long-Stop Date. This assumption aligns with the revised terms of the new Share Purchase Agreement, under which the final dividend will be paid before the transaction is completed.

Table 3-2: Historical Dividend Payments and Projected Dividend Payments of Hello LED

Hello LED ^{1/}	Unit	Actual					Total	Projections		
		2020	2021	2022	2023	2024	2020 - 2024	2025	2026	2027
Net Profits	THB m	57.22	52.80	147.76	202.23	203.12	663.13	211.10	260.55	280.06
Dividend Paid by Hello LED to Shareholders	THB m	0.00	0.00	100.00	100.00	210.00	410.00	126.66	156.33	168.04
Dividend Payout Ratio ^{2/}	%	0.00	0.00	67.68	49.45	103.39	61.83	60.00	60.00	60.00

Remarks:

1/ Hello LED's financial year runs from January 1 to December 31.

2/ The dividend payout ratio is calculated by dividing the dividends paid by Hello LED by its net profit.

2) Discount Rate

The discount rate refers to the rate of return that investors expect to earn from an investment, taking into account various factors such as the risk associated with the project or asset and the cost of capital.

The Independent Financial Advisor has assessed and determined that the appropriate discount rate in this case consists of the following components:

2.1) Weighted Average Cost of Capital (WACC) of the Company

It is considered that if the Company receives the proceeds from the sale of shares under the new Hello LED Share Purchase Agreement, the Company will be able to reinvest such proceeds into new projects. These investment projects should generate a return at least equal to the Company's Weighted Average Cost of Capital (WACC) to reflect their feasibility and investment value.

The IFA has adopted the Weighted Average Cost of Capital (WACC), derived from a weighted average of cost of debt (K_d) and cost of equity (K_e), as a discount rate for the calculation of the present value of net cash flow of the Company, as follows:

$$\text{WACC} = K_e * E / (D + E) + K_d * (1 - T) * D / (D + E)$$

Where	K_e	=	Cost of equity or required rate of return (R_e)
	K_d	=	Cost of debt or interest rate on the loan of the Company
	T	=	Corporate income tax rate
	E	=	Total shareholders' equity
	D	=	Interest-bearing debt

Cost of equity (K_e) or required rate of return (R_e) is calculated by using the Capital Asset Pricing Model (CAPM) as follows:

$$K_e \text{ (or } R_e) = R_f + \beta (R_m - R_f)$$

Whereas:

Risk Free Rate (R_f)	=	Based on the 30-year government bond yield, it is equal to 2.64% per year (as of May 29, 2025), which is the longest-dated government bond yield that the government has continuously issued and offered for sale.
Beta (β)	=	0.99 times, based on the median of Unlevered Beta of the Company (2-year average until May 29, 2025) and adjusted by the average interest-bearing debt to equity ratio of the Company over the past 3 years (FY2022/23 – FY2024/25). In addition, the IFA has chosen to use the 2-year average Beta to align with the approximately 2-year extension of the Long-Stop Date under the new Hello LED Share Purchase Agreement.
Market Risk (R_m)	=	The average annual return on investment in the Stock Exchange of Thailand over the past 30 years (from 1996 to 2025) is 7.82% per annum. This period aligns with the maturity of the government bonds used in determining the risk-free rate.
K_d	=	The estimated interest rate on borrowings is approximately 5.17% per annum, based on the Company's average financing cost over the past three years (FY2022/23 – FY2024/25). However, the Company currently carries a very low level of interest-bearing debt. As of March 31, 2025, the Company's interest-bearing debt totaled THB 308.85 million, representing 12.69% of its total liabilities.
D/E Ratio	=	The estimated interest-bearing debt-to-equity ratio is 0.11 times, based on the Company's average interest-bearing debt-to-equity ratio during FY2022/23 – FY2024/25.
T	=	The IFA assumed corporate income tax rate of 20% per annum.

Based on the above assumptions, the discount rate or WACC is equal to 7.40% per annum.

Table 3-3: Table Showing the Calculation of Beta Used in Determining the Discount Rate or WACC

Calculation of Unlevered Beta	
Beta 2 years ^{1/}	0.95
Market Value of Interest Bearing Debt ^{2/} (THB million)	308.85
Market value of equity ^{3/} (THB million)	5,114.32
Current Interest Bearing Debt to Equity Ratio	0.06
Tax Rate	20%
Beta 2 years ^{1/}	0.91
Calculation of Beta Used in Determining the WACC	
Future Interest Bearing Debt to Equity Ratio ^{5/}	0.11

Calculation of Unlevered Beta	
Tax Rate	20%
Beta ^{6/}	0.99

Remarks:

- 1/ Figures used in the calculation are sourced from SETSMART.
- 2/ Based on interest-bearing debt as reported in the Company's consolidated financial statements as of March 31, 2025.
- 3/ Based on the market value of ROCTEC shares as of May 29, 2025 (one business day before the Board of Directors' resolution approving the disposal of Hello LED shares under the new terms), sourced from SETSMART.
- 4/ $\text{Unlevered Beta} = 2\text{-Year Beta} / (1 + (\text{Current Interest-Bearing Debt to Equity Ratio} \times (1 - \text{Tax Rate})))$
- 5/ Based on the interest-bearing debt-to-equity ratio of 0.11 times, calculated from ROCTEC's average ratio during 2023–2025.
- 6/ $\text{Beta} = \text{Unlevered Beta} \times (1 + (\text{Future Interest-Bearing Debt to Equity Ratio} \times (1 - \text{Tax Rate})))$

2.2) Average Return on Investment in Hello LED ("Return on Investment in Hello LED")

As the Company does not yet have a concrete plan for the use of proceeds from the sale of shares under the original Hello LED Share Purchase Agreement, management has indicated that, while awaiting new investment opportunities, the Company could temporarily invest the proceeds in short-term instruments or highly liquid and low-risk assets, such as deposits with leading financial institutions²³ or money market funds. These instruments offer returns comparable to the average return the Company has earned from its investment in Hello LED. The calculation details are as follows:

Table 3-4: Historical Return on Investment in Hello LED

ROCTEC ^{1/}	Unit	FY2020/21	FY2021/22	FY2022/23	FY2023/24	FY2024/25	Average 2020 - 2024
Total Dividends Paid by Hello LED to ROCTEC Each Year	THB m	0.00	0.00	50.00	50.00	105.00	
Return on Investment in Hello LED ^{2/}	%	0.00	0.00	2.56	2.56	5.38	2.10

Remarks:

- 1/ ROCTEC's fiscal year runs from April 1 to March 31.
- 2/ Calculated by dividing the total dividends paid by Hello LED to ROCTEC each year by the investment cost in Hello LED of THB 1,950.00 million.

3) Estimated Cash Inflows from the Disposal Transaction of Hello LED Shares under the New Terms

To ensure the estimates are prudent and cover all possible outcomes under the base case, the Independent Financial Advisor has prepared two scenarios for the estimated cash inflows from the disposal of Hello LED shares under the new terms as follows:

- **Best-case scenario:** The Company will receive total cash inflows comprising the consideration from PLANB as detailed in section 1.1 and dividends from Hello LED as detailed in section 1.2.
- **Worst-case scenario:** The Company will receive only the total cash inflows from the consideration by PLANB as detailed in section 1.1.

Table 3-5: Net Present Value Calculation of Cash Inflows from the Disposal Transaction of Hello LED Shares under the New Terms — Best-Case Scenario

Unit: THB million	Total	Payment 1 31 JUL 25	Payment 2 1 AUG 25	Payment 3 1 NOV 25	Payment 4 1 FEB 26	Payment 5 1 MAY 26	Payment 6 1 AUG 26	Payment 7 1 NOV 26	Payment 8 1 FEB 27	Payment 8 1 MAY 27	Payment 10 1 AUG 27	Long-Stop Date 13 AUG 27
Total Consideration from PLANB ^{1/}		24.00	24.00	24.00	24.00	24.00	24.00	24.00	24.00	24.00	24.00	1,760.00
Dividends Received from Hello LED ^{2/}		-	-	63.33	-	-	-	78.16	-	-	84.02	-
Cash Inflows		24.00	24.00	87.33	24.00	24.00	24.00	102.16	24.00	24.00	108.02	1,760.00
Discount Rate 7.40% ^{3/}												
Present Value of Cash Inflows		24.15	24.14	86.28	23.29	22.89	22.48	93.97	21.68	21.31	94.20	1,531.20
Net Present Value (NPV)	1,965.59											

²³ The deposit interest rates for individual depositors as of June 13, 2025, offered by the four major commercial banks for fixed deposit terms of 12 to 24 months range between 1.15% and 1.55% per annum.

Unit: THB million	Total	Payment 1 31 JUL 25	Payment 2 1 AUG 25	Payment 3 1 NOV 25	Payment 4 1 FEB 26	Payment 5 1 MAY 26	Payment 6 1 AUG 26	Payment 7 1 NOV 26	Payment 8 1 FEB 27	Payment 8 1 MAY 27	Payment 10 1 AUG 27	Long-Stop Date 13 AUG 27
Discount Rate 2.10% ^{4/}												
Present Value of Cash Inflows		24.04	24.04	87.02	23.79	23.67	23.55	99.71	23.30	23.18	103.80	1,690.08
Net Present Value (NPV)	2,146.18											

Remarks:

- 1/ Total consideration from PLANB amounting to THB 2,000.00 million, based on the payment schedule under the new Share Purchase Agreement for Hello LED.
- 2/ Dividends distributed by Hello LED during the period prior to the new Long-Stop Date.

Table 3-6: Net Present Value Calculation of Cash Inflows from the Disposal Transaction of Hello LED Shares under the New Terms — Worst-Case Scenario

Unit: THB million	Total	Payment 1 31 JUL 25	Payment 2 1 AUG 25	Payment 3 1 NOV 25	Payment 4 1 FEB 26	Payment 5 1 MAY 26	Payment 6 1 AUG 26	Payment 7 1 NOV 26	Payment 8 1 FEB 27	Payment 8 1 MAY 27	Payment 10 1 AUG 27	Long-Stop Date 13 AUG 27
Total Consideration from PLANB ^{4/}		24.00	24.00	24.00	24.00	24.00	24.00	24.00	24.00	24.00	24.00	1,760.00
Cash Inflows		24.00	24.00	24.00	24.00	24.00	24.00	24.00	24.00	24.00	24.00	1,760.00
Discount Rate 7.40% ^{2/}												
Present Value of Cash Inflows		24.15	24.14	23.71	23.29	22.89	22.48	22.08	21.68	21.31	20.93	1,531.20
Net Present Value (NPV)	1,757.85											
Discount Rate 2.10% ^{3/}												
Present Value of Cash Inflows		24.04	24.04	23.92	23.79	23.67	23.55	23.42	23.30	23.18	23.06	1,690.08
Net Present Value (NPV)	1,926.05											

Remarks:

- 1/ Total consideration from PLANB amounting to THB 2,000.00 million, based on the payment schedule under the new Share Purchase Agreement for Hello LED.
- 2/ The discount rate applied is the Company's Weighted Average Cost of Capital (WACC).
- 3/ The discount rate refers to the historical rate of return the Company has earned from its investment in Hello LED.

Based on the Net Present Value (NPV) assessment of projected cash inflows from the disposal of Hello LED shares under the revised terms, as shown in Tables 3-5 and 3-6, the resulting valuation ranges between THB 1,757.85 million and THB 2,146.18 million.

In addition, the Independent Financial Advisor has conducted a further analysis under two additional worst-case scenario.

Scenario 1: which assumes that PLANB proceeds with the purchase of Hello LED shares from the Company before the Long-Stop Date, in accordance with the revised Share Purchase Agreement. The analysis assumes that PLANB completes the share purchase in the same installment as the deposit payment, starting from the third installment through to the tenth, resulting in eight different payment scenarios.

Table 3-7: Sensitivity Analysis – Net Present Value (NPV) of Projected Cash Inflows from the Disposal of Hello LED Shares under the Worst-Case Scenario 1

Option	Number of Deposit Installments Received ^{1/}	Deposits Received (THB million)	Remaining Share Purchase Price (THB million)	Total Consideration Received (THB million)	Net Present Value of Cash Inflows	
					Minimum ^{2/} (THB million)	Maximum ^{3/} (THB million)
Option 1	2 payments	48.00	1,952.00	2,000.00	1,976.76	1,993.20
Option 2	3 payments	72.00	1,928.00	2,000.00	1,942.79	1,983.17
Option 3	4 payments	96.00	1,904.00	2,000.00	1,910.91	1,973.63
Option 4	5 payments	120.00	1,880.00	2,000.00	1,878.94	1,963.94
Option 5	6 payments	144.00	1,856.00	2,000.00	1,847.94	1,954.43
Option 6	7 payments	168.00	1,832.00	2,000.00	1,817.89	1,945.08
Option 7	8 payments	192.00	1,808.00	2,000.00	1,789.70	1,936.21

Option	Number of Deposit Installments Received ^{1/}	Deposits Received (THB million)	Remaining Share Purchase Price (THB million)	Total Consideration Received (THB million)	Net Present Value of Cash Inflows	
					Minimum ^{2/} (THB million)	Maximum ^{3/} (THB million)
Option 8	9 payments	216.00	1,784.00	2,000.00	1,761.45	1,927.21

Remarks:

1/ Refers to the number of deposit installments received by the Company before PLANB pays the remaining purchase price.

2/ The discount rate of 7.40% represents the Company's Weighted Average Cost of Capital (WACC).

3/ The discount rate of 2.10% represents the Company's historical return on investment (ROI) in Hello LED.

Based on the additional analysis under the worst-case scenario 1, the Net Present Value (NPV) of the projected cash inflows from the disposal of Hello LED shares under the revised terms is estimated to be in the range of THB 1,761.45 million to THB 1,993.20 million.

Scenario 2: where PLANB pays the entire THB 2,000.00 million for Hello LED shares in a single lump sum on the Long-Stop Date under the revised Share Purchase Agreement.

Table 3-8: Sensitivity Analysis – Net Present Value (NPV) of Projected Cash Inflows from the Disposal of Hello LED Shares under the Worst-Case Scenario 2

Option	Number of Deposit Installments Received ^{1/}	Deposits Received (THB million)	Remaining Share Purchase Price (THB million)	Total Consideration Received (THB million)	Net Present Value of Cash Inflows	
					Minimum ^{2/} (THB million)	Maximum ^{3/} (THB million)
Option 9	-	-	2,000.00	2,000.00	1,740.00	1,920.54

Remarks:

1/ Refers to the number of deposit installments received by the Company before PLANB pays the remaining purchase price.

2/ The discount rate of 7.40% represents the Company's Weighted Average Cost of Capital (WACC).

3/ The discount rate of 2.10% represents the Company's historical return on investment (ROI) in Hello LED.

Based on the additional analysis under the worst-case scenario 2, the Net Present Value (NPV) of the projected cash inflows from the disposal of Hello LED shares under the revised terms is estimated to be in the range of THB 1,740.00 million to THB 1,920.54 million.

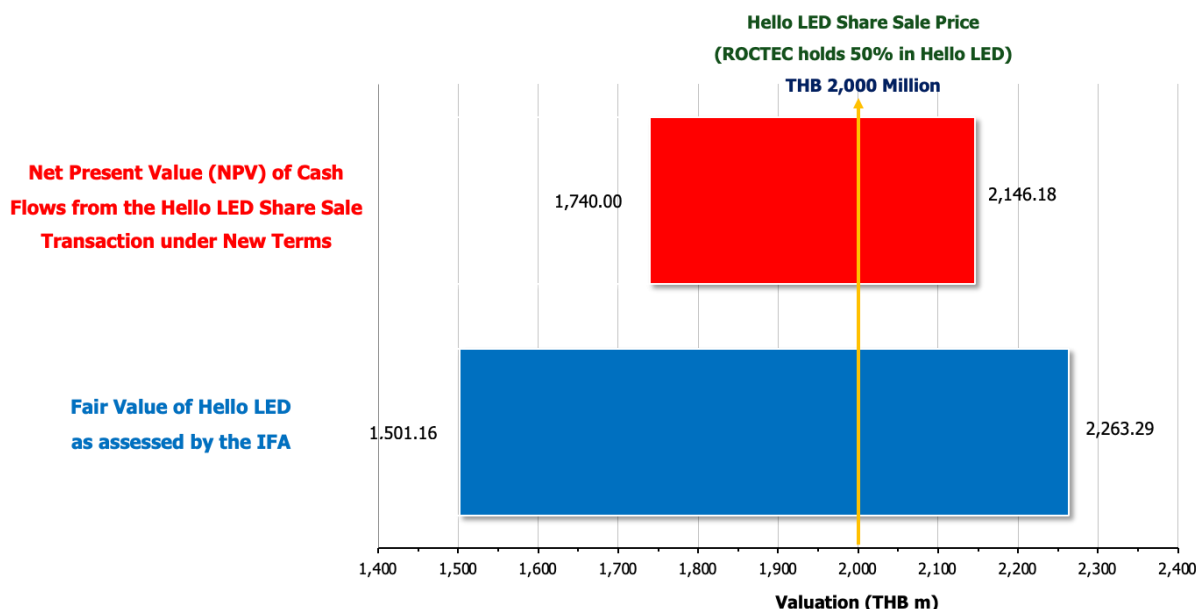


Diagram 3-1: Comparison of Net Present Value of Cash Flows from the Hello LED Share Sale Transaction under New Terms versus the Fair Value of Hello LED previously assessed by the Independent Financial Advisor on 27 March 2025.

Based on the assessment, the Net Present Value (NPV) of the projected cash inflows from the disposal of Hello LED shares under the revised terms is estimated to be in the range of THB 1,740.00 million to THB 2,146.18 million. When compared with the fair value of Hello LED, previously assessed by the Independent Financial Advisor on 27 March 2025 at THB 1,501.16 million to THB 2,263.29 million, **the Independent Financial Advisor thinks that the amendment to the Hello LED Share**

Purchase Agreement is reasonable in terms of valuation, as the NPV of the cash inflows under the revised terms falls within the previously assessed fair value range.

2. Assessment of the Appropriateness of the New Terms of the Hello LED Share Disposal Transaction

According to the Independent Financial Advisor's (IFA) Opinion Under the Original Agreement, the IFA is of the opinion that the terms and conditions as summarized in the key terms of the original Share Purchase Agreement of Hello LED are appropriate and are in line with normal business practices, similar to those that would be agreed upon with third parties.

However, since the share disposal transaction of Hello LED under the revised terms contains six material changes from the original agreement, the IFA has provided its assessment of the appropriateness of each revised term as follows:

Table 3-8: Summary of the Independent Financial Advisor's (IFA) Opinion on the Appropriateness of the Revised Terms of the Hello LED Share Disposal Transaction

Topic 1: Amendment of the Long-Stop Date		
Original Terms	New Terms	Reasonableness of the Condition
Long-Stop Date means August 31, 2025 or any other date mutually agreed in writing by the parties.	The revised Long-Stop Date is August 13, 2027.	This revision is considered a reasonable option and serves the best interest of the Company and its shareholders, particularly in light of the current sluggish global and Thai economic conditions. Finding a new buyer who would offer the same purchase price of THB 2,000.00 million to replace PLANB is challenging, given that the out-of-home advertising business is a market with limited players, and PLANB is a leading company in the industry. ^{1/} Although the receipt of payment for the shares under the revised terms may be delayed, the amendment does not affect the original purchase price of THB 2,000.00 million. This helps mitigate the risk of a future decline in the value of Hello LED shares. Furthermore, while PLANB has yet to complete the share purchase, the Company continues to receive dividends as usual.
Topic 2: Addition of Deposit Payment Condition		
Original Terms	New Terms	Reasonableness of the Condition
There is no contractual provision requiring PLANB to pay a deposit to the Company.	PLANB will pay the deposit to the Company in ten equal quarterly installments of THB 24,000,000 each, up to a total of THB 240,000,000 (" Deposit "), by the Long-Stop Date. PLANB agrees to make the first deposit payment to the Company on the date it completes the purchase of Hello LED shares from Win Harvest ^{2/} , which is expected to occur by July 31, 2025. The remaining deposit installments will be paid quarterly in equal amounts, with the second installment due on the first business day of August 2025, and subsequent installments due on the first business day of every third month (i.e., November, February, May, and August) until the Long-Stop Date. If PLANB fails to complete the purchase of Hello LED shares from Win Harvest by July 31, 2025, the Company may consider extending the deadline for the first deposit payment, but in no event later than the Long-Stop Date. PLANB shall	PLANB's proposal to provide a deposit demonstrates the buyer's clear intention to proceed with the Hello LED share disposal transaction under the new terms. It also serves as compensation for the Company, which will receive the full payment for the Hello LED shares approximately two years later than originally planned. Importantly, if PLANB fails to complete the purchase of the Hello LED shares within the agreed timeframe, the Company has the right to forfeit the entire deposit received. This condition is more favorable to the Company than the original share purchase agreement, as it helps mitigate risk and provides greater assurance to the Company in executing the Hello LED share disposal transaction under the revised terms.

	<p>pay the first deposit installment upon completing the share purchase from Win Harvest and make the second installment on the first business day of the following month, with subsequent payments due every three months during the Long-Stop Date period. Should the deadline for the first deposit payment be extended, but the Long-Stop Date remains unchanged, PLANB's deposit installments may not reach the full ten payments. Nevertheless, PLANB is obligated to complete the share purchase by the Long-Stop Date, ensuring that the Company receives the full share consideration of THB 2,000.00 million by the Long-Stop Date.</p> <p>The deposit shall be treated as part of the total purchase price of the shares to be acquired from the Company by PLANB.</p> <p>In the event that (a) PLANB fails to complete the purchase of the shares by the Long-Stop Date, or (b) the agreement is terminated due to PLANB's default, all deposit amounts already paid by PLANB shall be forfeited to the Company. Furthermore, PLANB agrees to pay the remaining balance of the deposit, up to the full THB 240,000,000, within 60 days^{3/} of receiving a demand from the Company.</p> <p>If PLANB fails to make any scheduled deposit payment, the Company shall issue a written demand requiring payment of the outstanding amount within 60 days. If payment is not received within that period, the Company may terminate the agreement due to PLANB's default. In such case, PLANB shall still be obligated to pay the remaining balance of the deposit up to the total of THB 240,000,000.</p>	
Topic 3: Cancellation of Share Sale to PLANB within the Long-Stop Date		
Original Terms	New Terms	Reasonableness of the Condition
There is no agreement regarding the cancellation of the sale of shares to PLANB within the Long-Stop Date.	If the Company does not wish to sell the shares to be sold to PLANB within the Long-Stop Date, or if the contract is terminated due to the fault of the Company, the Company shall refund all deposits paid by PLANB, together with a penalty for contract cancellation, to PLANB ^{4/} within 60 days from the date PLANB makes a demand.	<p>This condition is highly beneficial to the Company as it allows the Company the option to consider suspending the sale of Hello LED shares in the future, should Hello LED's operating performance improve significantly. This will enable the Company to maintain a potentially valuable investment and maximize returns for shareholders.</p> <p>Furthermore, the Board of Directors will review the sale of Hello LED shares again at the time the transaction is to be completed. If the Company decides to cancel the sale of shares to PLANB, it must compare the benefits the Company would receive against the obligation to refund all deposits received along with penalties for contract cancellation to PLANB.</p>

		<p>However, the interest rate of 10.00% per annum stated is higher than the typical default interest rate previously referenced under the Civil and Commercial Code, which was 7.50% per annum. The higher interest rate may result from specific agreements in the contract. The Independent Financial Advisor considers that the deposit amount of THB 240.00 million, equivalent to 12.00% of the share purchase price, serves as a penalty PLANB must pay if it breaches the contract, since the Company has the right to forfeit the entire deposit if PLANB fails to complete the share purchase within the stipulated timeframe. Therefore, when compared to PLANB's breach penalty rate of 12.00%, the Company's contract cancellation penalty rate of 10.00% is deemed reasonable.</p>
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Topic 4: Provision requiring the purchaser to cause Hello LED to pay dividends before the Long-Stop Date, provided that Hello LED has sufficient profits to do so.

Original Terms	New Terms	Reasonableness of the Condition
The contract does not stipulate that PLANB is required to cause Hello LED to pay dividends before the Long-Stop Date.	After the date PLANB completes the transaction to purchase shares of Hello LED from Win Harvest, PLANB agrees to cause Hello LED to pay dividends (whether interim or annual dividends) in accordance with Hello LED's normal dividend payment practices. PLANB will ensure that the final dividend payment is made before the completion date of the share purchase transaction, provided that Hello LED has sufficient profits to pay dividends. Meanwhile, the Company, as a 50% shareholder of Hello LED, has the right to receive dividends from Hello LED until PLANB completes the share purchase transaction.	This condition provides assurance that the Company will continue to receive dividend payments from its investment in Hello LED during the period when PLANB has not yet completed the share purchase transaction. This helps maintain the Company's cash flow and investment returns as usual.

Topic 5: Changes in the board of directors and directors' authority during the period when PLANB holds a 50% shareholding in Hello LED.

Original Terms	New Terms	Reasonableness of the Condition
There is no agreement regarding the change of directors and the authority of directors during the period when PLANB holds 50% of the shares in Hello LED.	<p>After PLANB becomes a 50% shareholder alongside the Company in Hello LED, the Company will have one director representing it out of a total of four directors, while PLANB will have three directors representing it out of the total four. The authorized signatories will be two directors signing jointly with the company seal.</p> <p>If the share purchase is not completed by the Long-Stop Date, PLANB must arrange for Hello LED to appoint the Company's director representative(s) and adjust the director authorities in Hello LED to reflect the shareholding proportion accordingly (prior to the amendment of the Hello LED share purchase agreement, both the company and Win Harvest each had two director representatives out of four total directors).</p>	<p>The allocation of the number of directors in Hello LED under the new conditions is unreasonable because PLANB holds 50% of the shares in Hello LED, equal to the company, yet PLANB is allocated three directors while the company has only one. This clearly causes the proportion of directors to be inconsistent with the shareholding ratio. Moreover, the change in signing authority to require two directors to sign jointly with the company seal will allow PLANB to approve routine transactions without needing the company's consent. This may result in Hello LED's operations focusing primarily on PLANB's interests rather than the mutual interests of both parties.</p> <p>However, decisions on significant matters of Hello LED^{5/} still require the approval of the company's director representatives before proceeding, in accordance with the</p>

		<p>shareholders' agreement of Hello LED^{6/}. This should offer some degree of protection for the company's interests.</p> <p>From another perspective, this allocation of directors might reflect PLANB's intention to eventually become the sole shareholder of Hello LED, which needs to be postponed due to the current unfavorable economic conditions. Furthermore, allowing PLANB, an expert in the out-of-home advertising business, to manage Hello LED directly is likely to enhance the efficiency and growth potential of the business.</p>
Topic 6: Representations and warranties regarding the business operations of Hello LED provided by the seller.		
Original Terms	New Terms	Reasonableness of the Condition
The Company, as the seller, must provide representations and warranties regarding the operations of Hello LED up until the date the share transaction is completed.	The Company, as the seller, must provide representations and warranties regarding the operations of Hello LED up until the date PLANB completes the purchase of Hello LED shares from Win Harvest (the date PLANB acquires 50.00% ownership of Hello LED).	<p>The Company is no longer obligated to provide operational representations and warranties related to the business operations of Hello LED and therefore has no liability to indemnify for damages arising from breaches of such representations and warranties from the date PLANB acquires 50% ownership in Hello LED (which is expected to occur by July 31, 2025).</p> <p>This condition reflects reasonableness in two main aspects:</p> <p>(1) It limits the company's liability period to approximately the same timeframe as the original Hello LED Share Purchase Agreement, which required the Company to be responsible until the completion date of the transaction originally set for August 31, 2025.</p> <p>(2) It compensates for the loss of benefits to the company due to PLANB having a greater number of directors and management authority in Hello LED (as explained in Topic 5). Therefore, it is reasonable that the company will not be liable for damages arising under PLANB's management, since the primary decision-making authority rests with PLANB.</p>

Remarks:

- 1/ In the outdoor advertising market in Thailand, the three main players are PLANB, VGI, and ROCTEC. Currently, PLANB is considered the market leader with the largest number of billboards and digital screens combined (refer to Section 2, item 3.2(1) of this report).
- 2/ The Company has been informed by PLANB that PLANB intends to purchase an additional 50.00% of the total issued shares of Hello LED from other shareholders of Hello LED, namely Win Harvest and Mr. Sathadorn Sattabus. PLANB will issue new ordinary shares to VGI and Win Harvest (with a total value of approximately THB 2,000 million) to pay for Hello LED shares to Win Harvest. PLANB must complete this within 90 days from the date the shareholders' meeting approves the resolution, or by July 28, 2025, otherwise the approval resolution will expire and PLANB must start the approval process anew.
- 3/ If PLANB fails to pay any installment of the deposit on its due date, the company will send a payment reminder letter to PLANB on the next business day following the due date. PLANB must then pay the outstanding deposit to the Company within 60 days from the receipt of the reminder letter.
- 4/ The penalty for contract cancellation is interest at a rate of 10.00% per annum on each deposit installment, calculated from the date the company receives the deposit installment until the date the company fully returns the deposit to PLANB.
- 5/ Examples include: 1) Entering into related-party transactions with PLANB or the company, 2) Entering into any contract with any party with a value exceeding THB 5 million per transaction or over THB 15 million in aggregate within a 12-month period, and 3) Other matters for which the law requires a special resolution by the shareholders' meeting. All these actions require approval by the Company's director representatives before proceeding.
- 6/ Once PLANB acquires shares of Hello LED from Win Harvest and holds 50.00% of the total issued shares of Hello LED, PLANB must enter into a shareholders' agreement of Hello LED on the same date.

The overall conditions for the share disposal transaction of Hello LED under the new terms are **reasonable** and represent the best interests of the company and its shareholders, especially given the current sluggish global and Thai economic environment. Finding a new buyer capable of offering the original price of THB 2,000 million to replace PLANB would be highly challenging, considering the limited number of players in the outdoor advertising business and PLANB's market-leading position. Although the payment for the shares will be delayed, the original purchase price of THB 2,000 million remains unchanged. This mitigates the risk of a potential future decrease in the value of Hello LED's shares. Furthermore, the Company will continue to receive dividends from Hello LED as usual during the period before PLANB completes the share purchase. PLANB's deposit payment terms demonstrate its serious intention to proceed with the share purchase transaction under the new terms. The Company holds the right to forfeit the entire deposit if PLANB fails to complete the purchase within the stipulated timeframe, which effectively mitigates the risk for the Company. Moreover, the terms allow the Company to suspend the share disposal if Hello LED's financial performance improves significantly. The Board of Directors will review the share disposal at the time of completion, considering whether to cancel the sale to PLANB by weighing the benefits the company will receive against the obligation to refund all deposits received along with cancellation penalties. The penalty for contract cancellation is interest at 10.00% per annum on each deposit installment, calculated from the date the company receives the deposit until the full refund is made. Although this interest rate is higher than the typical default interest rate, it is a specific contractual agreement. The independent financial advisor views the deposit amount of THB 240 million (12.00% of the purchase price) as a penalty PLANB must pay if it breaches the contract since the Company has the right to forfeit the deposit should PLANB fail to complete the purchase. Comparing this with PLANB's penalty rate for breach of contract at 12.00%, the Company's cancellation penalty of 10.00% is considered reasonable.

Regarding the new director allocation in Hello LED, although it is unreasonable that PLANB holds more directors than its 50% shareholding proportion and the signing authority change may allow PLANB to approve routine transactions without the company's consent, potentially prioritizing PLANB's interests, the key decisions of Hello LED²⁴ still require approval from the Company's directors as per the shareholders' agreement, providing a level of protection for the Company's interests. Furthermore, the Company no longer has operational representations and warranties obligations regarding Hello LED's business from the date PLANB acquires 50% of the shares. This relieves the Company from liability for damages arising from breaches of such warranties under PLANB's management, aligning with the original share purchase agreement and compensating for the loss of control due to PLANB's increased management authority. This limitation of liability is reasonable.

²⁴ Please see Footnote 10

Part 4: Summary of Independent Financial Advisor Opinion regarding the Asset Disposition Transaction and the Connected Transaction

Please see the summary of the Independent Financial Advisor's opinion in the "**Executive Summary**" on Page 9 of this report

However, shareholders should study the information attached to the Invitation to this Extraordinary Meeting of Shareholders for voting considerations. The approval of the Disposition of Assets Transaction and the Connected Transaction depends on the shareholders' discretion and decision as a priority.

CapAd, as the Independent Financial Advisor, hereby certifies that it has provided the above opinion cautiously following the professional standard for the benefit of the shareholders.

Sincerely Yours,

Independent Financial Advisor
Capital Advantage Company Limited

-Patchara Netsuwan-

(Mr. Patchara Netsuwan)
Chief Executive Officer

- Pisit Jeungpraditphan -

(Mr. Pisit Jeungpraditphan, CFA, CAIA)
Financial Advisory Supervisor

Attachment 1

Business Overview of Hello Bangkok LED Co., Ltd.

1. General Information

Company name : Hello Bangkok LED Co., Ltd. ("**Hello LED**")
 Main business : Provide services for static billboard advertising and digital LED advertising.
 Head Office : No. 59, Soi Preeyanuch, Rama 9 Road, Bangkok Sub-district, Huai Kwang District, Bangkok 10310
 Registered Capital: THB 100,000,000 divided into 1,000,000 shares at the par value of THB 100.00
 Paid-up Capital : THB 100,000,000 divided into 1,000,000 shares at the par value of THB 100.00

2. Business Overview

Hello Bangkok LED Co., Ltd. ("**Hello LED**") (formerly known as Hello Bangkok Trivision Co., Ltd.) was established in 2004 with a registered capital of THB 1,000,000. The company operates in the advertising industry, providing services for static billboards and digital LED advertising. With over 200 billboards and LED screens strategically located throughout Bangkok and major highways nationwide, the company offers a comprehensive range of services, including consultation, design, production, installation, maintenance, and 24-hour after-sales support.

3. Board of Directors

As of May 30, 2025, Hello LED's Board of Directors consists of 4 directors as follows:

Table A-1: List of directors of Hello LED

Name of Directors of Hello LED^{1/}	Position
1. Mr. Sathundon Sattabusya	Director
2. Mr. Thanan Suenhcharoenying	Director
3. Miss Rodjana Trakulkoosri	Director
4. Miss Tamonwan Narintavanich	Director

Source: Information Memorandum on Assets Disposition and Connected Transaction of the Company, dated May 30, 2025 and its amendments, and <https://corpusxweb.bol.co.th> as of June 2, 2025.

Remarks:

1/ The authorized signatories are Mr. Sathundon Sattabusya or Mr. Thanan Suenhcharoenying, who are jointly authorized to sign along with Miss Rodjana Trakulkoosri or Miss Tamonwan Narintavanich, totaling two persons, and affix the company's official seal. Except for the company's legal and financial transactions not exceeding THB 5,000,000 per transaction, Mr. Sathundon Sattabusya is authorized to sign his name and affix the company's official seal.

4. Shareholder Structure

On June 2, 2025, Hello LED has a registered capital and issued and paid-up capital of THB 100,000,000 divided into 1,000,000 ordinary shares with a par value of THB 100 per share. The details of the shareholders are as follows:

Table A-2: Shareholder Structure of Hello LED

List of Hello LED's shareholders	Nationality	No. of Shares	Shareholding (%)
1. Roctec Global Public Company Limited ^{1/}	Thai	500,000	50.0000
2. Win Harvest International Limited ^{2/3/}	Hong Kong	499,999	49.9999
3. Mr. Sathundon Sattabusya	Thai	1	0.0001
Total		1,000,000	100.0000

Source: Information Memorandum on Assets Disposition and Related Party Transaction of the Company, dated May 30, 2025 and <https://corpusxweb.bol.co.th> as of June 2, 2025.

Remarks:

1/ **Roctec Global Public Company Limited**

The overview of the business operations, list of directors, shareholders, and performance of Roctec Global Public Company Limited can be viewed at www.set.or.th and www.roctecglobal.co.th, as well as in Sections 17 and 18 of Information Memorandum on Assets Disposition and Connected Transaction of Roctec Global Public Company Limited under Schedule 2 (Enclosure 5) attached to the invitation letter for this shareholders' meeting.

2/ **Win Harvest International Limited**

It is a limited company established under the laws of the Hong Kong Special Administrative Region of the People's Republic of China, with directors Mr. Suchart Luechaikajohnpan and one individual shareholder, Mr. Suchart Luechaikajohnpan (an immediate relative (father) of Mr. Pinij Luechaikajohnpan, who is a director and manager of PLANB).

(Source: Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares through Private Placement of Plan B Media Public Company Limited, dated February 13, 2025)

3/ The Company has been informed by PLANB that PLANB intends to purchase an additional 50% of the total number of issued shares of Hello LED from another shareholder of Hello LED, i.e., Win Harvest International Limited.

5. Financial Highlights

- Statement of financial position for the year ended December 31, 2021, 2022, 2023, and 2024 is as follows:

Table A-3: Statement of financial position of Hello LED

Statement of Financial Position (Unit: THB million)	Dec 31, 2021 Audited ^{1/}		Dec 31, 2022 Audited ^{1/}		Dec 31, 2023 Audited ^{1/}		Dec 31, 2024 Audited ^{1/}	
	Amount	%	Amount	%	Amount	%	Amount	%
Current assets								
Cash and cash equivalents	26.38	7.10	43.05	9.96	112.98	22.16	126.29	22.09
Trade and other receivables	6.04	1.63	85.26	19.72	90.52	17.75	90.74	15.87
Inventories	3.16	0.85	4.67	1.08	5.33	1.04	6.38	1.12
Current prepaid expenses	50.54	13.60	39.35	9.10	39.93	7.83	44.59	7.80
Other current assets	2.63	0.71	2.42	0.56	1.54	0.30	2.23	0.39
Total current assets	88.76	23.89	174.74	40.41	250.30	49.09	270.23	47.27
Non-current assets								
Secured bank deposits	0.23	0.06	0.23	0.05	0.23	0.04	0.23	0.04
Non – current prepaid expenses	97.17	26.15	79.05	18.28	60.25	11.82	36.63	6.41
Property, Plant and Equipment	173.10	46.59	163.33	37.77	188.56	36.98	240.07	41.99
Intangible assets	0.03	0.01	0.00	0.00	0.00	0.00	0.00	0.00
Other non-current assets	12.28	3.30	15.05	3.48	10.52	2.06	24.56	4.30
Total non-current assets	282.80	76.11	257.65	59.59	259.55	50.91	301.49	52.73
Total assets	371.56	100.00	432.39	100.00	509.86	100.00	571.72	100.00
Current liabilities								
Trade and other payables	50.16	13.50	64.69	14.96	82.24	16.13	80.69	14.11
Current portions of Long – term Debt	2.40	0.65	-	0.00	-	0.00	0.00	0.00
Current portions of Lease Liabilities	0.23	0.06	0.25	0.06	2.56	0.50	8.45	1.48
Income tax payable	6.38	1.72	20.24	4.68	25.03	4.91	18.65	3.26
Unearned Revenue	78.08	21.01	11.35	2.62	5.05	0.99	10.06	1.76
Dividende Payable	-	0.00	50.00	11.56	-	0.00	60.00	10.49
Other current liabilities	2.84	0.77	6.86	1.59	10.35	2.03	8.86	1.55
Total current liabilities	140.08	37.70	153.39	35.47	125.23	24.56	186.71	32.66
Non-current liabilities								
Lease liabilities - net of current portion	-	-	0.75	0.17	3.27	0.64	9.30	1.63
Employee benefit obligations	8.33	2.24	7.35	1.70	8.21	1.61	9.45	1.65
Other non-current liabilities	2.01	0.54	2.01	0.47	2.01	0.39	2.01	0.35
Total non- current liabilities	10.34	2.78	10.11	2.34	13.49	2.65	20.76	3.63
Total liabilities	150.42	40.48	163.50	37.81	138.73	27.21	207.47	36.29
Shareholders's Equity								
Registered Capital								
1,000,000 common shares at the par value of THB 100.00	100.00	26.91	100.00	23.13	100.00	19.61	100.00	17.49
Issued and fully paid-up share capital								
1,000,000 common shares at the par value of THB 100.00	100.00	26.91	100.00	23.13	100.00	19.61	100.00	17.49
Retained Earnings								
Appropriated - statutory reserve	10.00	2.69	10.00	2.31	10.00	1.96	10.00	1.75
Unappropriated	111.13	29.91	158.89	36.75	261.13	51.22	254.25	44.47
Total Shareholders' Equity	221.13	59.52	268.89	62.19	371.13	72.79	364.25	63.71
Total Liabilities and Shareholders' Equity	371.56	100.00	432.39	100.00	509.86	100.00	571.72	100.00

Remark:

1/ Financial statements for the year ended December 31, 2021, 2022, 2023, and 2024 were audited by EY Office Limited, a certified public accountant who is on the approved list of the SEC.

- Statement of comprehensive income for the year ended December 31, 2021, 2022, 2023, and 2024 are as follows:

Table A-4: Statement of Comprehensive Income of Hello LED

Statement of Comprehensive Income (Unit: THB million)	Y2021 Audited ^{1/}		Y2022 Audited ^{1/}		Y2023 Audited ^{1/}		Y2024 Audited ^{1/}	
	Amount	%	Amount	%	Amount	%	Amount	%
Revenue								
Revenue from services	402.01	94.99	523.18	96.10	626.98	96.81	632.61	97.05
Other income	21.20	5.01	21.24	3.90	20.65	3.19	19.20	2.95
Total Revenues	423.22	100.00	544.42	100.00	647.63	100.00	651.81	100.00
Expense								
Cost of service	261.92	61.89	275.66	50.63	309.96	47.86	47.86	313.57
Selling expenses	28.51	6.74	21.26	3.91	16.23	2.51	2.51	13.84
Administrative expenses	53.04	12.53	55.90	10.27	61.40	9.48	9.48	63.31

Statement of Comprehensive Income (Unit: THB million)	Y2021 Audited ^{1/}		Y2022 Audited ^{1/}		Y2023 Audited ^{1/}		Y2024 Audited ^{1/}	
	Amount	%	Amount	%	Amount	%	Amount	%
Total Expenses	343.47	81.16	352.82	64.81	387.59	59.85	59.85	390.71
Profit before Finance Costs and Tax Expenses	79.74	18.84	191.60	35.19	260.04	40.15	261.10	40.06
Finance Costs	0.33	0.08	0.06	0.01	0.13	0.02	0.31	0.05
Profit before Tax Expenses	79.41	18.76	191.54	35.18	259.91	40.13	260.79	40.01
Tax Expenses	22.19	5.24	43.78	8.04	57.67	8.91	57.66	8.85
Net Profit (Loss)	57.22	13.52	147.76	27.14	202.23	31.23	203.12	31.16

Remarks:

1/ Financial statements for the year ended December 31, 2021, 2022, 2023, and 2024 were audited by EY Office Limited, a certified public accountant who is on the approved list of the SEC.

Analysis of Hello LED's operating results and financial position

Operating Performance

Revenue from services

In the years 2021 - 2023, the revenue from services amounted to THB 402.01 million, THB 523.18 million, and THB 626.98 million, respectively, representing increases of 30.14% and 19.84% from the previous year, respectively. This increase is due to the growth of out-of-home advertising media and the increase in revenue from printing services.

For the year 2024, the revenue from services reached THB 632.61 million, representing a 0.90% increase from 2023. This growth was primarily driven by the improved performance of both static billboard and digital LED advertising revenue streams.

Cost of services

In the years 2021 - 2023, the service costs were THB 261.92 million, THB 275.66 million, and THB 309.96 million, respectively, or 65.15%, 52.69%, and 49.44% of the revenue from the service. The ratio of service costs to service revenue decreased due to the fact that service costs grew less than service revenue. This is because the majority of expenses under service costs are fixed expenses, such as rental fees for advertising space, LED screen rental fees, and employee expenses.

For the year 2024, the service costs amounted to THB 313.57 million, representing 49.57% of the revenue from the service. This percentage is consistent with the level observed in 2023.

Selling Expenses

In the years 2021 - 2023, the selling expenses were THB 28.51 million, THB 21.26 million, THB 16.23 million, and THB 6.68 million, respectively, or equivalent to 7.09%, 4.06%, and 2.59% of the revenue from services, respectively. The ratio of selling expenses to revenue from services decreased due to Hello LED changing its sales format to using company employees instead of external personnel since the year 2022.

In 2024, the selling expenses amounted to THB 13.84 million, representing 2.19% of the revenue from the service. This ratio of selling expenses to the revenue from the service decreased from 2023, primarily due to more efficient management of sales promotion expenses.

Management Expenses

In the years 2021 - 2023, management expenses were THB 53.04 million, THB 55.90 million, and THB 61.40 million, respectively, or 13.19%, 10.68%, and 9.79% of service revenue. The ratio of management expenses to service revenue decreased due to the slower growth of management expenses compared to the growth of service revenue. This is because the majority of expenses under management expenses are fixed costs, such as office rent and employee expenses.

In 2024, management expenses totaled THB 63.31 million, representing 10.01% of the revenue from services. The ratio of management expenses to the revenue from services increased due to higher investment in corporate public relations, aimed at enhancing the company's brand image and credibility.

Net profit

In the years 2021 - 2023, Hello LED had net profits of THB 57.22 million, THB 147.76 million, and THB 202.23 million, respectively, increasing by 158.24% and 36.86% from the previous year, respectively. The continuous increase in net profit is a result of the faster increase in revenue compared to the increase in expenses, as the majority of Hello LED's expenses are fixed costs.

For the fiscal year 2024, Hello LED achieved a net profit of THB 203.12 million, representing a 0.44% increase from 2023. Despite revenue growth closely mirroring overall expenses, Hello LED has effectively managed its expenditures, thereby successfully preserving profitability.

Financial Position

Assets

On December 31, 2021 - 2023, Hello LED's total assets were THB 371.56 million, THB 432.39 million, and THB 509.86 million, respectively, increasing by 16.37% and 17.91% from the previous year. The increase in Hello LED's assets on December 31, 2022, mainly came from the increase in trade receivables and other receivables, which were caused by the growth in revenue from services provided. The increase in assets on December 31, 2023, was due to the increase in cash and cash equivalents.

On December 31, 2024, Hello LED's total assets amounted to THB 571.72 million, representing a 12.13% increase from 2023, primarily driven by a rise in cash and cash equivalents.

Liabilities

On December 31, 2021 - 2023, Hello LED had total liabilities of THB 150.42 million, THB 163.50 million, and THB 138.73 million, respectively. This represents an increase of 8.69% from December 31, 2021, and a decrease of 15.15% from December 31, 2022. The increase in Hello LED's debt as of December 31, 2022, mainly came from the dividend increase payable, while the decrease in debt as of December 31, 2023, mainly came from the reduction of the dividend payable.

On December 31, 2024, Hello LED's total liabilities amounted to THB 207.47 million, representing a 49.55% increase. This rise was primarily attributed to an increase of THB 60.00 million in accrued dividends. This accrued dividend resulted from Hello LED's Board of Directors' meeting on December 20, 2024, which approved an interim dividend payment totaling THB 60.00 million to shareholders. The payment was scheduled to be made within one month from the board's resolution date and was subsequently paid to Hello LED's shareholders in January 2025.

Shareholders' Equity

On December 31, 2021 - 2023, Hello LED had shareholders' equity of THB 221.13 million, THB 268.89 million, and THB 371.13 million, respectively, increasing by 21.60% and 38.02% from the previous year. This was a result of a continuous increase in accumulated profits due to the performance of Hello LED.

On December 31, 2024, Hello LED's shareholder equity stood at THB 364.25 million. This represents a 1.85% decrease from the 2023 figure. The primary reason for this reduction was a decline in retained earnings, largely attributed to two interim dividend payments totaling THB 150.00 million distributed to shareholders.

Financial Ratio

Table A-5: Financial Ratio of Hello LED

Items		FY2021 Ended Dec 31, 2021 (Audited)	FY2022 Ended Dec 31, 2022 (Audited)	FY2023 Ended Dec 31, 2023 (Audited)	FY2024 Ended Dec 31, 2024 (Audited)
Liquidity Ratio					
Current Ratio ^{1/}	(Times)	0.63	1.14	2.00	1.45
Quick Ratio ^{2/}	(Times)	0.23	0.84	1.62	1.16
Profitability Ratio					
Gross Profit Margin ^{3/}	(%)	34.85	47.31	50.56	50.43
Operating Profit Margin ^{4/}	(%)	18.84	35.19	40.15	40.06
Net Profit Margin ^{5/}	(%)	13.52	27.14	31.23	31.16
Return on Equity ^{6/}	(%)	29.72	60.31	63.20	55.24
Efficiency Ratio					
Return on Assets ^{7/}	(%)	20.83	47.66	55.19	48.28
Financial policy analysis ratio					
Debt to Equity Ratio ^{8/}	(Times)	0.68	0.61	0.37	0.57
Dividend Payout Ratio ^{9/}	(Times)	- ^{10/}	67.68	49.45	103.31

Remarks:

1/ Current Ratio = Current assets / Current liabilities

2/ Quick Ratio = (Cash and cash equivalents + Account receivables) / Current liabilities

3/ Gross Profit Margin = Operating gross profit / Operating revenue

4/ Operating Profit Margin = Operating profit / Operating revenue

5/ Net Profit Margin = Net profit / Total revenue

6/ Return On Equity = Net Profit / Average equity attributable to owners

7/ Return On Asset = Profit (Loss) before finance cost and income tax / Average total assets

8/ D/E Ratio = Total liabilities / Total shareholders' equity

9/ Dividend Payout Ratio = Dividend / Net profit

10/ No dividends were declared in that year

Current Ratio

On December 31, 2021 - 2023, Hello LED had a current ratio of 0.63 times, 1.14 times, and 2.00 times, which shows a continuous improvement from the increase in current assets at a faster rate than the increase in current liabilities. The current assets increased continuously by 96.87% in 2022 and 43.24% in 2023, with the majority of the increase being in cash and cash equivalents, trade receivables, and other receivables, which are adjusted based on income from services. Meanwhile, current liabilities increased by only 9.50% in 2022 from the increase in dividends payable and decreased by 18.36% in 2023 from the decrease in dividends payable.

On December 31, 2024, Hello LED's liquidity ratio stood at 1.45 times, a decrease from 2023. This decline is primarily attributed to a faster increase in current liabilities compared to current assets. Specifically, current liabilities rose by 49.09% from 2023, mainly driven by an increase in accrued dividends (as previously explained). In contrast, current assets increased by 7.96% from 2023.

Debt-to-Equity Ratio

On December 31, 2021-2023, Hello LED had a debt-to-equity ratio of 0.68 times, 0.61 times, and 0.37 times, respectively. The increase in adjustment each year is mainly due to the increase in accumulated profits from Hello LED's continuous profitable operations.

On December 31, 2024, Hello LED's debt-to-equity ratio stood at 0.57 times, marking a 52.38% increase from 2023. This rise is primarily attributed to an increase in Hello LED's total liabilities, coupled with a decrease in its shareholders' equity, as previously explained.

Profitability Ratio

In the years 2021-2023, the gross profit margins are 34.85%, 47.31%, and 50.56%, respectively. The increase is due to the growth of income from services at a higher rate than the increase in service costs. This is because service costs are mostly fixed expenses. Furthermore, the increase in initial profit rates has resulted in a corresponding increase in net profit rates in 2021-2023, at 13.52%, 27.14%, and 31.23%, respectively.

For the year 2024, Hello LED's gross profit margin stood at 50.43%, with a net profit margin of 31.16%. Both ratios remained consistent with 2023 levels, demonstrating Hello LED's continued effective control over its cost of goods sold and overall costs.

- Translation -

**NAMES AND INFORMATION OF INDEPENDENT DIRECTORS
NOMINATED TO BE PROXIES OF THE SHAREHOLDERS**

1. Mr. Chalush Chinthammit

Independent Director and Chairman of Audit Committee

Age: 56

Address:

Roctec Global Public Company Limited

1000/9 BTS Visionary Park - South Tower, 18th Floor,
Room Nos. 1801-1807, Phahonyothin Road,
Chomphon Sub-district, Chatuchak District,
Bangkok 10900.

Special Interests in any Agenda proposed in this meeting: - None -



2. Mr. Danai Tangsriviriyakul

Independent Director and Audit Committee

Age: 76

Address:

Roctec Global Public Company Limited

1000/9 BTS Visionary Park - South Tower, 18th Floor,
Room Nos. 1801-1807, Phahonyothin Road,
Chomphon Sub-district, Chatuchak District,
Bangkok 10900.

Special Interests in any Agenda proposed in this meeting: - None -



- Translation -

**ARTICLES OF ASSOCIATION
OF
MASTER AD PUBLIC COMPANY LIMITED
RELATING TO THE SHAREHOLDERS' MEETING**

CHAPTER 5: Shareholders' meeting

29. The board of directors shall convene the annual general meeting of shareholders within 4 months of the end of the fiscal year of the Company.

General meetings of shareholders other than those specified above shall be called "extraordinary general meeting". The board of directors may convene an extraordinary general meeting whenever it deems appropriate. One or more shareholders holding shares in total not less than 10 percent of the total issued shares of the Company can make a written request to the board of directors to call an extraordinary general meeting at any time but the matters and reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to convene the shareholders' meeting to be held within 45 days from the date of the receipt of the request from shareholder(s).

Shareholders' meetings of the Company shall be held at the locality in which the Company's registered office is situated or nearby provinces or any other place determined by the board of directors.

30. In convening the shareholders meeting, the board of directors shall prepare a notice of the meeting specifying the place, date, time, agendas and natures of businesses to be proposed to the meeting together with appropriated details stating clearly whether such matters will be for acknowledgement, for approval or for consideration, including the opinions of the board of directors on such matters and shall be disseminated to the shareholders and registrar not less than 7 days before the meeting date and published in a local newspaper for 3 consecutive days at least 3 days before the meeting date.
31. In the shareholders' meeting, either present in person or by proxy (if any), there shall be shareholder and proxies (if any) in the number not less than 25 persons or not less than a half of the total number of shareholders in an aggregate amount of not less than one-third of the total number of issued shares of the Company to constitute a quorum.

If after one hour from the time scheduled for the shareholders meeting, the number of shareholders present is insufficient to form a quorum as specified, if the shareholders' meeting is convened at the request of shareholders, the meeting shall be cancelled. If the shareholders' meeting is not convened at the request of shareholders, a new meeting shall be called again in the latter case, the notice of the meeting shall be disseminated to shareholders not less than 7 days before the meeting date. In the latter meeting, a quorum is not compulsory.

32. The resolution of the shareholders' meeting shall consist of the following votes:
- (1) In normal cases,, the resolution shall be passed by a majority votes of shareholders who attend the meeting and casting their votes. In the case of an equality of votes, the chairman of the meeting shall have an additional casting vote.
 - (2) In the following cases, the resolution shall be passed by votes of not less than three fourths of the total number of votes of the shareholders attending the meeting and are entitled to vote.

- Translation -

- (a) the sale or transfer of the entire or substantial part of the company's business to other persons.
 - (b) The purchase or acceptance of transfer of businesses of other public companies or private companies by the company.
 - (c) the execution, amendment or termination of contracts regarding the rental of the entire or substantial part of the company's business; the appointment of another person to manage the company's business; or the consolidation of the business with other persons with an objective towards profit and loss sharing.
33. Transactions to be conducted at the annual general meeting are as follows:
- (1) To consider the report on the previous year's performance presented by the board of directors;
 - (2) To consider and approve the balance sheet;
 - (3) To consider and approve the profit appropriation;
 - (4) To appoint new directors in place of those who must retire by rotation;
 - (5) To appoint the auditor; and
 - (6) Other businesses.
34. At the annual general meeting of shareholders, the auditor shall be appointed, and his remuneration shall also be determined. The Auditor whose office term has ended may be reappointed.

แบบหนังสือมอบฉันทะ แบบ ข.
Proxy Form B.

(ปิดอากรแสตมป์ 20 บาท)
(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration number

เขียนที่ _____
Written at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____ บ้านเลขที่ _____ ซอย _____
I/We _____ nationality _____ residing/located at no. _____ Soi _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____
Road _____ Tambol/Kwaeng _____ Amphur/Khet _____ Province _____
รหัสไปรษณีย์ _____
Postal Code _____

(2) เป็นผู้ถือหุ้นของบริษัท ร็อคเทค โกลบอล จำกัด (มหาชน) (“บริษัทฯ”)
Being a shareholder of Roctec Global Public Company Limited (“Company”)
โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total number of _____ shares and have the rights to vote equal to _____ votes as follow
☐ หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share _____ shares and have the rights to vote equal to _____ votes
☐ หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share _____ shares and have the rights to vote equal to _____ votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย ✓
ที่ ☐ 1. ระบุชื่อผู้รับมอบอำนาจ
If you make proxy by choosing No.1,
please mark ✓ at ☐ 1. and give
the details of proxy (proxies).

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years residing/located at no. _____
ถนน _____ ตำบล/แขวง _____ อำเภอ _____
Road _____ Tambol/Kwaeng _____ Amphur/Khet _____
จังหวัด _____ รหัสไปรษณีย์ _____
Province _____ Postal Code _____
หรือ/Or
ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years residing/located at no. _____
ถนน _____ ตำบล/แขวง _____ อำเภอ _____
Road _____ Tambol/Kwaeng _____ Amphur/Khet _____
จังหวัด _____ รหัสไปรษณีย์ _____
Province _____ Postal Code _____
คนหนึ่งคนใดเพียงคนเดียว /Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย ✓
ที่ ☐ 2. และเลือกกรรมการอิสระคนใด
คนหนึ่ง
If you make proxy by choosing No. 2,
please mark ✓ at ☐ 2. and choose
one of these Independent Directors.

☐ 2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัทฯ คือ
Appoint any one of the following members of the Independent Directors of the
Company
☐ นายชลัช ชินธรรมมิตร / Mr. Chalush Chinthammit หรือ/Or
☐ นายดนัย ตั้งศรีวิริยะกุล / Mr. Danai Tangsriviriyakul
(รายละเอียดประวัติกรรมการอิสระปรากฏตาม สิ่งที่ส่งมาด้วย 6 ของหนังสือเชิญประชุมสามัญ
ผู้ถือหุ้น ประจำปี 2568 โดยกรรมการอิสระไม่มีส่วนได้เสียพิเศษในทุกวาระที่เสนอในการประชุม)
(Details of members of the Independent Directors of the Company are specified in
Enclosure 6 of the Invitation of the 2025 Annual General Meeting of Shareholders. In this
regard, the independent directors do not have any conflict of interest in every agenda.)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือคนหนึ่งเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุมเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 วันที่ 24 กรกฎาคม 2568 เวลา 14.00 น. ห้องพญาไท 4 ชั้น 6 โรงแรม ইসติน แกรนด์ พญาไท เลขที่ 18 ถนน พญาไท แขวงทุ่งพญาไท เขตราชเทวี กรุงเทพมหานคร 10400 หรือที่แจ้งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In this regard, in the case where any of such members of the Independent Directors is unable to attend the meeting, one of the other members of the Independent Directors shall be appointed as a proxy instead of the member of the Independent Directors who is unable to attend the meeting as my/our proxy to attend and vote on my/our behalf at the 2025 Annual General Meeting of Shareholders on July 24, 2025, at 2.00 p.m. at Phayathai 4 Room, 6th Floor, Eastin Grand Hotel Phayathai, No. 18 Phayathai Road, Thung Phayathai Subdistrict, Ratchathewi District, Bangkok 10400 or such other date, time and place as the meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our desire as follows:

ระเบียบวาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2568 ซึ่งประชุมเมื่อวันที่ 29 เมษายน 2568

Agenda Item 1 To consider and certify the minutes of Extraordinary General Meeting of Shareholders No.1/2025, held on April 29, 2025.

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

ระเบียบวาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทฯ สำหรับรอบบัญชีปี 2567/68 สิ้นสุด วันที่ 31 มีนาคม 2568

Agenda Item 2 To acknowledge the annual report of the Company for fiscal year 2024/25 ended March 31, 2025.

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

ระเบียบวาระที่ 3 พิจารณานุมัติงบการเงินของบริษัทฯ สำหรับรอบบัญชีปี 2567/68 สิ้นสุด วันที่ 31 มีนาคม 2568

Agenda Item 3 To consider and approve the audited financial statements of the Company for the fiscal year 2024/25 ended March 31, 2025.

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

ระเบียบวาระที่ 4 พิจารณานุมัติการจัดสรรกำไรจากผลการดำเนินงานของบริษัทฯ สำหรับรอบระยะเวลาบัญชี 2567/68 สิ้นสุดวันที่ 31 มีนาคม 2568 และการจ่ายเงินปันผล

Agenda Item 4 To consider and approve the allocation of profit from the results of the Company's business operation for the fiscal year 2024/25 ended March 31, 2025 and the dividend payment.

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

ระเบียบวาระที่ 5
Agenda Item 5

พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

To consider and approve the election of directors replacing those being retired by rotation;

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

การแต่งตั้งคณะกรรมการทั้งชุด

Appointment of all nominees to be the Board of Directors

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

การแต่งตั้งคณะกรรมการเป็นรายบุคคล

Appointment of each nominees to be the Board of Directors

ชื่อกรรมการ นายชัยวัฒน์ อัครินทร์ทางกูร

Name Mr.Chaiwat Atsawintarakun

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ นายวรารุช นาทประดิษฐ์

Name Mr.Warawut Nartpradith

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ นายโชติชวาล ลิตรรงค์

Name Mr.Chotchawal Leetrairong

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

ระเบียบวาระที่ 6
Agenda Item 6

พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการสำหรับรอบบัญชี 2568/69 สิ้นสุด วันที่ 31 มีนาคม 2569 และบำเหน็จกรรมการสำหรับรอบบัญชี 2567/68 สิ้นสุดวันที่ 31 มีนาคม 2568

To consider and approve the directors' remuneration for the fiscal year 2025/26 ended March 31, 2026, and director's reward for the fiscal year 2024/25 ended March 31, 2025.

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

ระเบียบวาระที่ 7
Agenda Item 7

พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชี สำหรับรอบบัญชีปี 2568/69 สิ้นสุด วันที่ 31 มีนาคม 2569

To consider and approve the appointment of auditors and the determination of the audit fee for the fiscal year 2025/26 ended March 31, 2026;

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

ระเบียบวาระที่ 8
Agenda Item 8

พิจารณาอนุมัติการแก้ไขเพิ่มเติมวัตถุประสงค์ และแก้ไขหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 3. เพื่อให้สอดคล้องกับการแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัทฯ

To consider and approve the amendments to the Company's objectives and Clause 3 of the Memorandum of Association to be in line with the amendment of the Company's objectives

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

- ระเบียบวาระที่ 9 พิจารณานุมัติการแก้ไขสัญญาซื้อขายหุ้นของบริษัท ฮัลโล บางกอก แอล อี ดี จำกัด ระหว่างบริษัทฯ และ บริษัท แพลน บี มีเดีย จำกัด (มหาชน) ซึ่งเป็นรายการจำหน่ายไปซึ่งสินทรัพย์และรายการที่เกี่ยวข้องกัน
- Agenda Item 9 To consider and approve the amendment to the share purchase agreement of Hello Bangkok LED Co., Ltd. between the Company and PLAN B Media Public Company Limited, which constitutes a disposal of assets and a connected transaction.

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

- ระเบียบวาระที่ 10 เรื่องอื่น ๆ (ถ้ามี)

- Agenda Item 10 To consider other businesses (if any)

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remarks

- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
- ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this Proxy Form B. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ร็อกเทค โกลบอล จำกัด (มหาชน)

A proxy is granted by a shareholder of Roctec Global Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 วันที่ 24 กรกฎาคม 2568 ณ ห้องพญาไท 4 ชั้น 6 โรงแรมอีสติน แกรนด์ พญาไท เลขที่ 18 ถนน พญาไท แขวงทุ่งพญาไท เขตราชเทวี กรุงเทพมหานคร 10400 เวลา 14.00 น. หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
At the 2025 Annual General Meeting of Shareholders on 24 July 2025. at 2.00 p.m. at Phayathai 4 Room, 6th Floor, Eastin Grand Hotel Phayathai, No. 18 Phayathai Road, Thung Phayathai Subdistrict, Ratchathewi District, Bangkok 10400 or such other date, time and place as the meeting may be held.

☐ ระเบียบวาระที่ _____ เรื่อง _____

Agenda no. Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย _____

☐ ไม่เห็นด้วย _____

☐ จดออกเสียง _____

Approve

Disapprove

Abstain

☐ ระเบียบวาระที่ _____ เรื่อง _____

Agenda no. Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย _____

☐ ไม่เห็นด้วย _____

☐ จดออกเสียง _____

Approve

Disapprove

Abstain

☐ ระเบียบวาระที่ _____ เรื่อง _____

Agenda no. Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย _____

☐ ไม่เห็นด้วย _____

☐ จดออกเสียง _____

Approve

Disapprove

Abstain

☐ ระเบียบวาระที่ _____ เรื่อง _____

Agenda no. Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย _____

☐ ไม่เห็นด้วย _____

☐ จดออกเสียง _____

Approve

Disapprove

Abstain

**Procedures for Attendance Registration, Proxy Appointment and Voting
at the 2025 Annual General Meeting of Shareholders of Roctec Global Public Company Limited**

1. Procedures for Attendance Registration and Proxy Appointment

The Company will allow the shareholders and/or proxies to register starting at 12.00 p.m. on the day of the meeting. Since the Company utilizes a Barcode system for registration and vote counting during the meeting, shareholders and/or proxies are requested to bring the meeting invitation letter (registration form with QR Code) together with the following documents to present on the day of the meeting:

(1) Individual Shareholder

(1.1) Attendance in person:

A valid photographic identification document issued by a governmental agency, e.g., Thai nationality identification card, government identification card, driving license or a passport.

(1.2) Attendance by proxy:

- (a) A Proxy Form A, or Form B, that has been correctly and completely filled in, signed by the grantor and the proxy, and affixed with THB 20 duty stamp, which must be crossed out and dated upon appointment of the proxy. In this regard, the Company will assist in providing the necessary stamp duties for proxies.
- (b) A copy of an identification document of the grantor issued by a governmental agency as referred to in Clause (1.1), which has been certified as true and correct by the grantor.
- (c) An identification document of the proxy issued by a government agency as referred to in Clause (1.1).

(2) Juristic Person Shareholder

(2.1) Attendance in person by authorized representative(s):

- (a) An identification document of the authorized representative(s) issued by a governmental agency as referred to in Clause (1.1).
- (b) A copy of the shareholder's affidavit, issued no later than 6 months prior to the meeting date, containing a statement showing that such authorized representative(s) who attends the meeting is empowered to act on behalf of the juristic person, and which has been certified true and correct by the authorized representative(s).

(2.2) Attendance by proxy:

- (a) A Proxy Form A or Form B, that has been correctly and completely filled in, shall be signed by the grantor and the proxy, and affixed with THB20 duty stamp, which must be crossed out and dated upon appointment of the proxy. In this regard, the Company will assist in providing the necessary stamp duties for proxies.
- (b) A copy of the shareholder's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the proxy form is the authorized representative(s) of the juristic person, and which has been certified as true and correct copy by such authorized representative(s)

- (c) A copy of identification document of the authorized representative(s) of the shareholder, who signs the proxy form, issued by a governmental agency as referred to in Clause (1.1), which has been certified as true and correct by such authorized representative(s).
- (d) An identification document of the proxy issued by a government agency as referred to in Clause (1.1).
- (3) Shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository.
 - (3.1) Documents from custodian:
 - (a) A Proxy Form C that has been correctly and completely filled in, signed by the custodian's authorized representative(s) as the grantor and the proxy(ies), and affixed with THB20 duty stamp, which must be crossed out and dated upon appointment of the proxy. In this regard, the Company will assist in providing the necessary stamp duties for proxies.
 - (b) A document confirming the license to engage in the custodian business.
 - (c) A copy of the custodian's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the proxy form is empowered to act on behalf of the custodian, and which has been certified as true and correct copy by the custodian's authorized representative(s).
 - (d) A copy of an identification document of the custodian's authorized representative(s), who signs the proxy form, issued by a governmental agency as referred to in Clause (1.1), which has been certified as true and correct by such custodian's authorized representative(s).
 - (e) An identification document of the proxy issued by a government agency as referred to in Clause (1.1).
 - (3.2) Documents from shareholder:
 - (a) A power of attorney from the shareholder authorizing the custodian to sign the proxy form on his/her behalf.
 - (b) In the case of an individual shareholder:

A copy of an identification document of the shareholder issued by a governmental agency as referred to in Clause (1.1), which has been certified as true and correct by the custodian's authorized representative(s).
 - (c) In the case of a juristic person:
 - A copy of the shareholder's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the power of attorney in Clause (3.2) (a) is empowered to act on behalf of the juristic person, and certified as true and correct by the custodian's authorized representative(s).
 - A copy of an identification of the authorized representative(s) of the shareholder, who signs the power of attorney, issued by the governmental agency as referred to in Clause (1.1), which has been certified as true and correct by the custodian's authorized representative(s).

For supporting documents for registration and/or proxy appointment and/or any documents that you submitted to the Company which may contain sensitive data, such as race, blood type, and religion, which are not required for the purpose of holding the Shareholders' Meeting, the Company would like to inform that the Company has no intention to collect or use such data. As such, the Company requests that you delete or conceal such data before submitting the documents to the Company. In the event that you have not taken such action, it shall be deemed that you have authorized the Company to delete or conceal such data on their behalf to prevent us from unnecessarily collecting your sensitive data. In this regard, such documents shall be valid and legally binding in all respects.

Should any document presented not be made in Thai or English, a Thai or English translation must be provided together with such document. The translation must be certified correct translation by the shareholder or the authorized representative(s) of the shareholder (as the case may be). The Company reserves the right to make an exception for any of the documents or evidence above as the Company deems appropriate.

2. Vote Casting and Counting

- One share shall have one vote.
- A shareholder attending the meeting in person and a proxy holding Proxy Form A or Form B must cast his/her votes in one of the following manners, i.e., approval, disapproval or abstention, and may not split his/her votes in each agenda item.
- A proxy who is appointed by the custodian under Proxy Form C may split his/her votes in each agenda item.
- The Company will provide the voting cards to (a) the shareholders attending the meeting in person, (b) the proxies appointed under Proxy Form A and (c) the proxies appointed under Proxy Form B and Form C in the event that the grantor has specified in the proxy form that the proxy shall have the rights to consider and vote on his/her behalf as the proxy deems appropriate.
- In the event the grantor has specified the voting instruction in the proxy form, the Company will record such votes together with the registration to attend the meeting of the proxy and will not distribute the voting cards to the proxy.
- In casting the votes for each agenda, the Company will collect only the voting cards from the shareholders or the proxies who disapprove or abstain from voting. Such shareholders or proxies must write their votes for disapproval or abstention in the voting card, and hand in such voting cards to the Company's officer at the time of vote casting for each agenda item. In counting the votes, the Company will deduct the votes of the shareholders or proxies who disapprove or abstain from voting, and the invalid voting cards from all of the votes.
- Any shareholders or proxies who do not hand in the voting cards to the Company's officer shall be deemed as having approved such agenda item. In this regard, the shareholders or proxies who vote to approve are requested to write their votes for approval in the voting card and hand in such voting cards to the Company's officer after the meeting is adjourned. In the case where the vote is not clearly written or is amended without a signature on the voting card, such voting card is deemed to be invalid.
- Before casting the votes in each agenda item, the chairman of the meeting or the person designated by the chairman of the meeting will allow the shareholders and the proxies to inquire or comment on the issues related to such agenda item as appropriate. In this regard, the shareholders or the proxies are requested to provide their names and surnames to the meeting before making any inquiry or comment.
-

- Resolutions of the meeting require the following votes:

In ordinary cases, a resolution of the meeting requires a simple majority vote of the shareholders attending the meeting and casting their votes.

In other cases, as specified otherwise by laws or the Company's Articles of Association, a resolution of the meeting shall be in accordance with the laws or the Company's Articles of Association. The Company has remarked the required resolution for each agenda item in the invitation.

- In the case of a tie, vote the chairman of the meeting shall have a casting vote.
- A shareholder or a proxy who has any special interests in any matter shall not be entitled to vote on such matter.
- The vote counting will be conducted immediately and the chairman of the meeting or the person designated by the chairman of the meeting will announce the voting results to the meeting after the completion of the vote counting in each agenda item.

2. Announcement on e-Proxy Voting Service

The Company has adopted the e-Proxy Voting service provided by Thailand Securities Depository Co., Ltd. ("TSD") to facilitate shareholder participation in meetings via electronic proxy voting. This allows shareholders to exercise their rights through an additional electronic channel without the need to submit a physical proxy form or identification documents to the Company. This service helps reduce time and expenses for shareholders. The details are as follows:

1. Individual shareholders residing in Thailand

Shareholders who are members of the Investor Portal and have completed identity verification via NDID (National Digital ID) can vote through the Investor Portal. For more information, please visit:

<https://www.set.or.th/th/tsd/services/investors/e-services/e-proxy-voting>

2. System Access

Shareholders can log in to the Investor Portal (IVP) via the following link:

<https://ivp.tsd.co.th/>

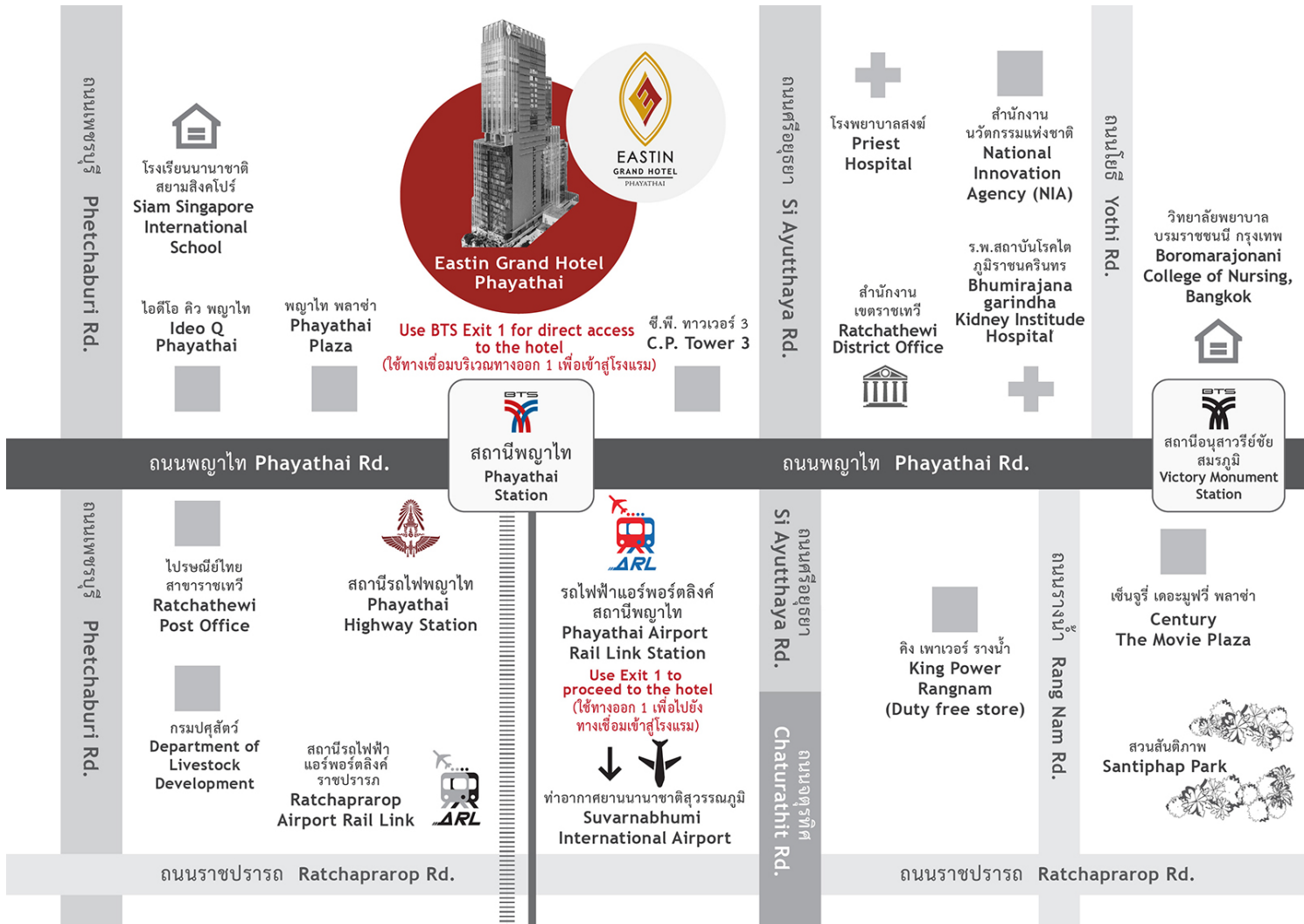
3. Mutual funds and foreign juristic persons

Mutual funds managed by asset management companies and foreign juristic persons under the custody of a custodian who have registered for the e-Proxy Voting service with TSD may access the system through the e-Proxy Voting for Intermediaries platform.

4. Request for physical proxy forms

Shareholders who wish to receive a physical proxy form may contact the Company via email at:

register@roctecglobal.co.th





ROCTEC GLOBAL PUBLIC COMPANY LIMITED

1000/9 BTS Visionary Park – South Tower, 18th Floor, Room No. 1801-1807
Phahonyothin Road, Chomphon Sub-district, Chatuchak District, Bangkok 10900



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