

**The Minutes of Extraordinary General Meeting of Shareholders No. 1/2023 of  
Roctec Global Public Company Limited  
December 21, 2023**

**Date, Time and Venue**

The Extraordinary General Meeting of Shareholders No. 1/2023 of Roctec Global Public Company Limited (the “**Company**”) was held on December 21, 2023, at 2.00 p.m. at Eastin Grand Hotel Phayathai, No. 18 Phaya Thai Road, Thung Phaya Thai Sub-district, Ratchathewi District, Bangkok 10400 (the “**Meeting**”).

**Directors Present at the Meeting**

- |   |                              |  |
|---|------------------------------|--|
| 1 | Mr. Chaiwat Atsawintarangkun | Chairman of the Board of Director / Audit Committee                                    |
| 2 | Ms. Suparanan Tanviruch      | Vice Chairman of the Board of Director   |
| 3 | Mr. Warawut Natpradith       | Director   |
| 4 | Mr. Weng Sam Lam             | Director/ Member of Executive Committee / CEO  |
| 5 | Mr. Sathundon Sattabusya     | Director   |
| 6 | Mr. Chalush Chinthammit      | Director / Chairman of the Audit Committee (attended via electronic meeting (MS-Team)) |
| 7 | Mr. Danai Tangsriviriyakul   | Director / Audit Committee   |

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

**Executives Present at the Meeting**

- |   |                             |   |
|---|-----------------------------|---|
| 1 | Miss Tamonwan Narintavanich | Chief Financial Officer and Company Secretary |
| 2 | Miss Rodjana Trakulkoosri   | Chief Business Development Officer (CBO)      |
| 3 | Mrs. Uraivan Boonyarataphan | Chief People Officer (CPO)                    |

**Advisors Present at the Meeting**

**Legal Advisors**

- |   |                                |  |
|---|--------------------------------|--|
| 1 | Mr. Buncha Krungrirun          | Lawyer from The Capital Law Office Limited |
| 2 | Ms. Sutthiwan Sathitsuksomboon | Lawyer from The Capital Law Office Limited |

**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 “**MC**”).

The MC informed the Meeting that this Meeting, Mr. Buncha Krungrirun from The Capital Law Office Limited joined the Meeting as the legal advisors and Ms. Sutthiwan Sathitsuksomboon acted as the votes counting witness in order to promote the good corporate governance of the Company. After that, the MC then 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 by using ballots distributed by the staff to all shareholders.
3. The shareholders attended the Meeting in person and the proxies under the Proxy Form A. and Form B. 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 appear in the shareholder registration book being the foreign investors who have assigned a custodian in Thailand to keep and to take care of their shares using the Proxy Form C., shall be entitled to separate their votes in each agenda.
5. With respect to the vote counting in each agenda, the MC shall inquire whether there is any person who disapprove or absatin from such agenda. Shareholders who wish to vote disapprove or abstain shall mark the vote as disapprove or abstain on the ballots and raise his/her hands. Then, the Company's staff shall collect the ballots.
6. The Company will deduct the disapproval and abstaintions from the total votes, and the remaining votes shall be regarded as the approved.
7. Shareholders who have assigned proxies to attend the Meeting and to vote in accordance with their instructions, the Company has already recored the number of approved, disapproved or abstained votes in the computer system for the vote casting in each agenda.
8. The Company will recount the number of shares and shareholders before voting on each agenda. In the event that a new shareholder attends during the Meeting, such shareholder can vote only on agenda items that have not yet been voted on. In this regard, the MC will summarize the voting results for each agenda item for the acknowledgement by the Meeting.
9. When the vote counting is completed, the MC will announce the voting results by specifying the number of shares which are approved, disapproved and abstained 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 1,189,820,890.10
Divided into	11,898,208,910 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. 1/2023 (Record Date) on November 2, 2023, the Company had 13,017 shareholders, consisting of 12,998 Thai shareholders, holding 8,085,892,565 shares in aggregate, which is equivalent to 99.54 percent of the total paid-up shares of the Company, and 19 foreign shareholders holding 32,083,612 shares in aggregate, which is equivalent to 0.46 percent of the total paid-up shares of the Company.

In this Meeting, there were 121 shareholders present in person and by proxy in total, holding altogether 5,392,109,956 shares, representing 66.422 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.

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

**Agenda Item 1 To consider and certify the minutes of 2023 Annual General Meeting of Shareholders, held on July 21, 2023**

The MC informed the Meeting that the Company has completely prepared the minutes of the 2023 Annual General Meeting of Shareholders, held on July 21, 2023, within 14 days from the date of such meeting. In this regard, the minutes of such meeting have been published on the Company's website <http://investor.th.masterad.com/>. Details are set out in **Enclosure 1** which are delivered to the shareholders together with the invitation letter of this Meeting.

The Board of Directors viewed that the minutes of the 2023 Annual General Meeting of Shareholders held on July 21, 2023, was correctly and completely recorded. Thus, it is deemed appropriate to propose to the the shareholders' meeting to certify the said minutes.

Then, the MC allowed the Meeting to express opinions and inquire about questions regarding this agenda. No shareholder asked any questions. The MC, therefore, proceeded the Meeting to cast the votes on this agenda.

**Resolution:** The Meeting resolved to certify the Minutes of the 2023 Annual General Meeting of Shareholders held on July 21, 2023, as details proposed above, with a majority vote of the shareholders attending the Meeting and casting their votes as follows:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approved	5,389,972,479	100.000
Disapproved	0	0.000
Abstained	0	0.000
Invalid Ballot (s)	0	0.000
Total (101 persons)	5,389,972,479	100.00

During this agenda, there were 7 additional shareholders participating in the Meeting, holding a total of 24,375 shares. The total number of shareholders in the meeting was 101, and the total number of shares in this agenda was 5,389,972,479 shares, representing 66.3955 percent of the total paid-up shares of the Company.

Remark The resolution for this agenda is required **a majority vote** of the shareholders attending the Meeting and casting their votes, **excluding** abstentions from the calculation base. **Agenda Item 2 To consider and approve the amendments of the Company's name, seal, Articles of Association and Clause 1. of the Memorandum of Association to be in line with the amendment of the Company's name**

The MC informed the Meeting that as the Company has shifted its business direction to focus on the digital and technology market, in order to align with the Company's changing strategies and business directions, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the amendments of the Company's name, seal, Articles of Association and Clause 1. of the Memorandum of Association to be in line with the amendment of the Company's name with details as follows:

(1) the amendment of the Company's name:

	<u>From</u>	<u>To</u>
<b>Thai</b>	บริษัท มาสเตอร์ แอด จำกัด (มหาชน)	บริษัท ร็อกเทค โกลบอล จำกัด (มหาชน)
<b>English</b>	Master Ad Public Company Limited	Roctec Global Public Company Limited

(2) the amendment of the Company's seal to be in line with the amendment of the Company's name



(3) the amendment of Clause 1., Clause 2. and Clause 46. of the Articles of Association of the Company to be in line with the amendment of the Company's name and seal by canceling the previous clauses and replacing them with the following wordings.

To amend Clause 1. of the Articles of Association of the Company as follows:

**From**

Clause 1. The word "Company" in these Articles of Association means "Master Ad Public Company Limited".

**To**

Clause 1. The word "Company" in these Articles of Association means “Roctec Global Public Company Limited”.

To amend Clause 2. of the Articles of Association of the Company as follows:

**From**

Clause 2. These Articles are called “the Articles of Association of Master Ad Public Company Limited”.

**To**

Clause 2. These Articles are called “the Articles of Association of Roctec Global Public Company Limited”.

To amend Clause 46. of the Articles of Association of the Company as follows:

**From**

Clause 46. Company’s seal is as follows:



**To**

Clause 46. Company’s seal is as follows:



- (4) the amendment of Clause 1. of the Memorandum of Association of the Company to be in line with the amendment of the Company’s name

<b><u>From</u></b>	Company’s name in Thai	บริษัท มาสเตอร์ แอด จำกัด (มหาชน)
	Company’s name in English	Master Ad Public Company Limited
<b><u>To</u></b>	Company’s name in Thai	บริษัท ร็อคเทค โกลบอล จำกัด (มหาชน)

Company's name in English

Roctec Global Public Company Limited

In addition, it is deemed appropriate to propose the Meeting to consider and approve the delegation of power to the person(s) authorized by the authorized directors to register the change of the Company's name, the Company's seal and the Articles of Association of the Company, as well as 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.

The Board of Directors has considered and deemed it appropriate to propose to the the shareholders' meeting to approve the amendments of the Company's name, seal, Articles of Association and Clause 1. of the Memorandum of Association to be in line with the amendment of the Company's name and relevant authorization.

Then, the MC allowed the Meeting to express opinions and inquire about questions regarding this agenda. There are shareholders expressed opinions and inquired about questions regarding this agenda summarized below.:

#### Questions/ Opinions /Answers

<p><b>Mr. Piyapong</b> Shareholder attending the Meeting in person</p>	<p><b>Question</b></p> <ol style="list-style-type: none"> <li>1. What is the origin of the Company name "Roctech Global Limited Public"?</li> <li>2. Has there been any alteration in the abbreviation used for the Company's securities trading?</li> </ol>
<p><b>Mr. Weng Sam Lam</b> Chief Executive Officer</p>	<p><b>Answer</b></p> <ol style="list-style-type: none"> <li>1. The term "Roc" is derived from the bird in Arabian mythology, a powerful and majestic bird resembling a Roc or a Phoenix, capable of swift flight and possessing great strength.  The term "Tech" is derived from technology. Therefore, "Roctech" signifies powerful technology.</li> <li>2. Upon obtaining approval from the shareholders' meeting, the Company shall submit the registration application with the Ministry of Commerce to officially change its name to Roctech Global Public Limited Company on December 25, 2566. Subsequently, a formal application will be submitted to the Stock Exchange of Thailand to modify the stock abbreviation from "MACO" to "ROCTEC." The official implementation of the new abbreviation is scheduled to take effect on December 28, 2566.</li> </ol>

<p><b>Ms. Busakorn</b> Shareholder attending the Meeting in person</p>	<p><b>Question</b></p> <p>1. Will the transition from the name "MasterAd" to "RockTech" bring about modifications to the business structure, and if so, what specific alterations are anticipated? Additionally, is there an overarching impact expected on the overall business structure?</p>
<p><b>Mr. Sakchai</b> Shareholder attending the Meeting in person</p>	<p><b>Question</b></p> <p>2. In light of the Company's name and business transformation, could you provide insights into whether the Company will continue its advertising media activities in the future, or if there is a shift towards technology-related ventures as the primary source of revenue?</p>
<p><b>Mr. Weng Sam Lam</b> Chief Executive Officer</p>	<p><b>Answer</b></p> <p>Following the name change, the Company will strategically shift its business focus towards System Integration, a burgeoning sector that has demonstrated resilience, even amidst the challenges posed by the COVID-19 pandemic. Since 2019, sales in System Integration have reached approximately THB 1,600 million, constituting 50% of the total revenue. Currently, the revenue proportion from System Integration has further increased to 85%. In the financial statements for the first half of 2023, System Integration projects are expected to generate THB 1,100 million in revenue, contributing to an annual total of around THB 2,200 billion. This signifies a growth rate of approximately 38% compared to the year 2019.</p> <p>The System Integration business has demonstrated rapid and steady growth, proving resilient to economic fluctuations.</p> <p>This strategic shift is expected to contribute to balanced profit growth for the Company. Meanwhile, the advertising media business will continue, albeit with increased emphasis on System Integration, leveraging its rapid growth potential. Additionally, the client base for System Integration projects comprises foundational structures and government entities, offering stability and continuity in spending on products and services despite economic variations.</p>
<p><b>Mr. Sakchai</b> Shareholder attending the Meeting in person</p>	<p><b>Question</b></p> <p>Will the Company primarily focus on conducting business with government agencies or private organizations?</p>
<p><b>Mr. Weng Sam Lam</b> Chief Executive Officer</p>	<p><b>Answer</b></p> <p>The Company has diverse clients, including government entities, state enterprises and private organizations. This</p>

	<p>diversity stems from the Company's expertise in the System Integration business. The ongoing operations in this sector have led to the acquisition of clients in various domains, such as mass transportation systems, securities companies and advertising agencies. These clients share a common need for computerized systems for advertising display and back-end operations.</p>
<p><b>Ms. Bussakorn</b> Shareholder attending the Meeting in person</p>	<p><b>Question</b> What is the projected revenue distribution in the future between the existing business and the new business? How much percentage growth is expected in each business annually?</p>
<p><b>Mr. Weng Sam Lam</b> Chief Executive Officer</p>	<p><b>Answer</b> The Company has a revenue distribution of 85% from System Integration projects and 15% from advertising media. In the long term, the System Integration business is expected to experience increased growth rates, leading to a higher proportion of revenue from this segment.</p>
<p><b>Ms. Bussakorn</b> Shareholder attending the Meeting in person</p>	<p><b>Question</b> Could you please elaborate on the key strengths that make the Company stand out in this business?</p>
<p><b>Mr. Weng Sam Lam</b> Chief Executive Officer</p>	<p><b>Answer</b> ROCTEC's strengths lie in its extensive experience of over 35 years in the industry, coupled with a leadership team that includes co-founders who have been with the company for 28 years. The management team possesses in-depth knowledge and expertise in the System Integration business and has pioneered the establishment of the R&amp;D team.</p> <p>In the long term, ROCTEC anticipates improved initial profitability as products developed through R&amp;D become platforms that early adopter customers find effective. Subsequent customers seeking to adopt these products can be served with low costs, as there is no need for new development; adjustments can be made to fit the needs of new clients.</p> <p>The accumulated experience of over 35 years has fostered enduring relationships, with many clients having been with the Company for more than 25 years. Moreover, ROCTEC's presence in the large-scale mass transportation market, such as the railway sector in Hong Kong, positions the Company to explore opportunities for expansion in various countries.</p>



<b>Ms. Bussakorn</b> Shareholder attending the Meeting in person	<b>Question</b> Is the customer base limited to the Asian region or is it global?
<b>Mr. Weng Sam Lam</b> Chief Executive Officer	<b>Answer</b> The Company will focus on customers in Thailand, Hong Kong, Singapore and the ASEAN region.
<b>Ms. Bussakorn</b> Shareholder attending the Meeting in person	<b>Question</b> With approximately 10% of the Company's customers being government entities, does the company need to exercise increased vigilance regarding legal regulations?
<b>Mr. Weng Sam Lam</b> Chief Executive Officer	<b>Answer</b> For the risks associated with conducting business with the government sector, any policy changes are not likely to have a significant impact on the Company's operations. This is because the Company operates in the technology sector, where government entities often have a need for new functionalities to enhance their infrastructure systems. Consequently, the business is strategically positioned to contribute to the country's development by providing innovative solutions to meet these evolving needs.
<b>Ms. Bussakorn</b> Shareholder attending the Meeting in person	<b>Question</b> Can you provide examples of notable projects or achievements, both in Thailand and Hong Kong, that showcase the Company's capabilities?
<b>Mr. Weng Sam Lam</b> Chief Executive Officer	<b>Answer</b> ROCTEC's products incorporate cutting-edge technologies, and a recent example of our latest developments is the Safety System for Hong Kong's railway system, known as the Driver Assistant or Driver Aid System. This technology is designed to assist train operators by detecting the proximity of other trains convoy on the single-track railway system in Hong Kong, where multiple convoys can run on the same track.
<b>Ms. Suparanan Tanviruch</b> Vice Chairman of the Board of Director	<b>Answer</b> System Integration involves the comprehensive process of designing, developing, sourcing hardware and software, installing systems, providing user training and maintaining systems post-installation. It is not a one-time revenue source; instead, it generates continuous income through post-installation system maintenance.

	In the context of Thailand, System Integration work includes projects related to advertising media systems. These systems empower service providers in the advertising industry to remotely control advertising content through digital displays.
<b>Mr. Thara</b> Shareholder attending the Meeting in person	<b>Question</b> Please provide information on the relationship between the Company and ROCTEC Technology Limited in Hong Kong.
<b>Ms. Suparanan Tanviruch</b> Vice Chairman of the Board of Director	<b>Answer</b> The Company is the major shareholder of ROCTEC Technology Limited in Hong Kong, holding a stake of 81.65% through Trans Ad Solution Limited.

The MC, therefore, proceeded the Meeting to cast the votes on this agenda.

**Resolution:** The Meeting resolved to approve the amendments of the Company's name, seal, Articles of Association and Clause 1. of the Memorandum of Association to be in line with the amendment of the Company's name and relevant authorization as details proposed above, with a vote of not less than three-fourths of the total number of votes of the shareholders attending the Meeting and entitled to vote as follows:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and having right casting their votes
Approved	5,391,632,629	100.000
Disapproved	0	0.000
Abstained	0	0.000
Invalid Ballot(s)	0	0.000
Total (117 persons)	5,391,632,629	100.000

During this agenda, there were 16 additional shareholders participating in the Meeting, holding a total of 1,660,150 shares. The total number of shareholders in the meeting was 117, and the total number of shares in this agenda was 5,391,632,629 shares, representing 66.4160 percent of the total paid-up shares of the Company.

Remark The resolution for this agenda 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 in the calculation base.

**Agenda Item 3 To consider and 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**

The MC informed the Meeting that 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 the Company's objectives with the details as follows:

To amend item 22 of the objectives of the company as follows:

From

Item 22: To engage in the business of film production and film distribution.

To

Item 22: To engage in the business of film production and film distribution, movie theaters and other entertainment venues, resort, sports fields, swimming pools and bowling.

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

Item 44: To provide debts, liabilities and contract performance guarantee services for other persons, including providing guarantee services to any persons who enter into the country or leave the country in accordance with immigration laws, taxes laws and other applicable laws.

Item 45: To provide consultation, design, recommendations, training, installation, maintenance, repair and other services for computer systems, operating systems, peripheral devices, wireless devices, telecommunications systems, networking systems, closed-circuit television systems, satellite receivers, television signal receivers, LCD screens, LED graphics circuit boards, light bulbs and other energy-saving devices, as well as other innovations.

Item 46: to provide import and export services on computer systems, operating systems, peripheral devices, wireless devices, telecommunications systems, networking systems, closed-circuit television systems, satellite receivers, television signal receivers, LCD screens, LED graphics circuit boards, light bulbs and other energy-saving devices, as well as other innovations.

Item 47: To buy, sell, lease, import, and export all components of computer systems, operating systems, peripheral devices, wireless connection devices, telecommunication systems, network system, closed circuit television system, satellite receiver, television receiver, LCD monitor, LED graphics circuit board, light bulbs and other energy storage devices and other innovations.

Item 48: To provide customs clearance services for land, water and air transportation.

Item 49: To provide consulting services on business, industries, manufacturing, marketing and management under the objectives of the company.

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 49 items, as detailed in Form Bor Mor Jor. 002 attached.”

In addition, it is deemed appropriate to propose the Meeting to consider and 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.

The Board of Directors has considered and deemed it appropriate to propose to the 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.

Then, the MC allowed the Meeting to express opinions and inquire about questions regarding this agenda. No shareholder asked any questions. The MC, therefore, proceeded the Meeting to cast the votes on this agenda.

**Resolution:** The Meeting resolved 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 as details proposed above, with a vote of not less than three-fourths of the total number of votes of the shareholders attending the Meeting and entitled to vote as follows:

Shareholders’ voting	Number of Votes	Percentage of the shareholders attending the Meeting and having right to casting their votes
Approved	5,391,658,736	100.000
Disapproved	0	0.000
Abstained	0	0.000
Invalid Ballot(s)	0	0.000
Total (119 persons)	5,391,658,736	100.000

During this agenda, there were 2 additional shareholders participating in the Meeting, holding a total of 26,107 shares. The total number of shareholders in the meeting was 119, and the total number of shares in this agenda was 5,391,658,736 shares, representing 66.4163 percent of the total paid-up shares of the Company.

Remark The resolution for this agenda 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 in the calculation base.

**Agenda Item 4 To consider and approve the transfer of legal reserve and share premium to compensate accumulated losses of the Company**

The MC informed the Meeting that Pursuant to Section 119 of the Public Company Act B.E. 2535 (as amended) (“**Public Company Act**”), it stipulates that “when approval of the meeting of shareholders has been granted, the company may transfer the reserve fund under Section 51 or Section 116 or other reserve funds to compensate for the accumulated losses of the company. The compensation for the accumulated losses under paragraph one shall be deducted from other reserves before it shall be deducted from the reserve fund under Section 116 and from the reserve fund under Section 51, respectively.”.

Currently, the Company has a legal reserve of THB 57,496,233.48 and share premium of THB 4,334,787,034.08, as well as accumulated losses of THB 1,264,523,196.32, according to the Company's separate financial statements as of June 30, 2023. Hence, to enable the Company to distribute dividends when there is sufficient net profit and cash flow, it is deemed appropriate to propose to the shareholders’ meeting to consider and approve the transfer of legal reserve in the amount of THB 57,496,233.48 and the share premium in the amount of THB 1,207,026,962.84 to compensate for the accumulated losses of the Company totaling THB 1,264,523,196.32. Subsequently, after the transfer of legal reserve and share premium, the Company will have no accumulated losses, with a remaining legal reserve of THB 0 and share premium of THB 3,127,760,071.24.

The Board of Directors has considered and deemed it appropriate to propose to the shareholders’ meeting to approve the transfer of legal reserve and share premium to compensate accumulated losses of the Company as per details above.

Then, the MC allowed the Meeting to express opinions and inquire about questions regarding this agenda. There are shareholders expressed opinions and inquired about questions regarding this agenda summarized below.

**Questions/ Opinions /Answers**

Anonymous shareholder attending the Meeting in person	<p><b>Question</b></p> <p>Will the company be able to distribute dividends immediately once the accumulated losses are fully offset?</p>
<p><b>Ms. Suparanan Tanviruch</b> Vice Chairman of the Board of Director</p>	<p><b>Answer</b></p> <p>The Company will consider paying dividends as soon as possible, depending on the business performance and available cash flow.</p>

The MC, therefore, proceeded the Meeting to cast the votes on this agenda.

**Resolution:** The Meeting resolved to approve the transfer of legal reserve and share premium to compensate accumulated losses of the Company as details proposed above, with a majority vote of the shareholders attending the Meeting and casting their votes as follows:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approved	5,391,658,736	100.000
Disapproved	0	0.000
Abstained	0	0.000
Invalid Ballot(s)	0	0.000
Total (119 persons)	5,391,658,736	100.000

Remark The resolution for this agenda is required **a majority vote** of the shareholders attending the Meeting and casting their votes, **excluding** abstentions from the calculation base.

**Agenda Item 5 To consider and approve the issuance of Warrants to Purchase the Newly Issued Ordinary Shares of Master Ad Public Company Limited No.5 (MACO-W5) in the amount of not exceeding 2,029,494,045 units to the Company's existing shareholders pro rata to their respective shareholding (Rights Offering)**

The MC informed the Meeting that the Company intends to raise funds for future business expansion and working capital in the future. Therefore, it is deemed appropriate to propose the shareholders' meeting to consider and approve the issuance of the warrants to purchase the newly issued ordinary shares of the Company No. 5 (MACO-W5) (the "Warrants" or the "MACO W5 Warrants") in the amount of not exceeding 2,029,494,045 units, at no cost, to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering), at the allocation ratio of 4 existing ordinary shares to 1 unit of the MACO-W5 Warrants. Any fractions derived from the calculation based on the allocation ratio shall be rounded down. The term of the Warrants is 3 years from the issuance date. The exercise ratio under the Warrants is 1 unit will be entitled to purchase 1 ordinary share, at the exercise price of THB 1.50 per share. In this regard, the conditions and details of the MACO-W5 Warrants are as set out in **Enclosure 2**, which has been delivered to the shareholders together with the invitation letter of this Meeting.

The Company has a plan for utilizing the proceeds received from the exercise of right under the MACO-W5 Warrants, as detailed in Clause 5 of the Capital Increase Report Form (F 53-4), **Enclosure 3** which has been delivered to the shareholders together with the invitation letter of this Meeting.

In addition, the issuance and allocation of the MACO-W5 Warrants do not fall within the circumstances that would require the Company to adjust the exercise price and the exercise ratio for the Warrants to purchase the ordinary shares of Master Ad Public Company Limited No. 3 ("MACO-W3 Warrants").

In this regard, the Company will issue the MACO-W5 Warrants to the shareholders whose names are appeared on the determination date of shareholders who shall be entitled to receive the MACO-W5 Warrants (Record Date) on January 4, 2024, and the Company has scheduled the issuance date of the MACO-W5 Warrants on February 6, 2024.

In addition, it is deemed appropriate to propose the Meeting to consider and approve the delegation of power to the Executive Committee to determine and/or adjust details in relation to the issuance and allocation of the MACO-W5 Warrants such as the issuance date, the allocation method, the exercise period

and the end of exercise date, and to execute and amend including any proceedings that are necessary for and relevant, as appropriate, to the issuance of the MACO-W5 Warrants, including but not limited to applying applications, providing information and filing documents to the Stock Exchange of Thailand (“SET”), the Office of the Securities and Exchange Commission, Thailand Securities Depository Company Limited, the Department of Business Development, the Ministry of Commerce and other relevant agencies, as well as listing the MACO-W5 Warrants and newly issued shares from the exercise of the MACO-W5 Warrants on the SET.

The Board of Directors had considered and deemed it appropriate to propose the shareholders’ meeting to consider and approve the issuance and allocation of the warrants to purchase the ordinary shares of the Company No. 5 (MACO-W5) in the amount of not exceeding 2,029,494,045 units to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) and relevant authorization.

Then, the MC allowed the Meeting to express opinions and inquire about questions regarding this agenda. No shareholder asked any questions. The MC, therefore, proceeded the Meeting to cast the votes on this agenda.

**Resolution:** The Meeting resolved to approve the issuance and allocation of the warrants to purchase the ordinary shares of the Company No. 5 (MACO-W5) in the amount of not exceeding 2,029,494,045 units to the existing shareholders of the Company in proportion to their respective shareholdings as details proposed above, with a majority vote of the shareholders attending the Meeting and casting their votes as follows:

Shareholders’ voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approved	5,391,658,741	100.000
Disapproved	0	0.000
Abstained	0	0.000
Invalid Ballot(s)	0	0.000
Total (120 persons)	5,391,658,741	100.000

During this agenda, there was one additional shareholder participating in the Meeting, holding 5 shares. The total number of shareholders in the meeting was 120, and the total number of shares in this agenda was 5,391,658,741 shares, representing 66.4163 percent of the total paid-up shares of the Company.

**Remark** The resolution for this agenda is required a **majority vote** of the shareholders attending the Meeting and casting their votes, **excluding** abstentions from the calculation base.

**Agenda Item 6 To consider and approve the decrease of the registered capital of the Company by THB 202,948,897.40, from THB 1,189,820,890.10 to THB 986,871,992.70, by canceling 2,029,488,974 unissued shares of the Company, with a par value of THB 0.10 each**

The MC informed the Meeting that to enable the Company to increase its registered capital by newly issued ordinary shares to accommodate the exercise of right under the MACO-W5 Warrants, the Company is required to comply with Section 136 of the Public Company Act which stipulates that the public company may increase the amount of its registered capital by issuing new shares and such increase of capital may be made after all the shares have been completely sold and paid-up in full, or, if the shares have not been completely sold, the remaining shares shall be the shares issued for the exercise of rights under convertible debentures or share warrant. Since the Company has 2,029,488,974 unissued shares which were issued to accommodate the exercise of rights to purchase the ordinary shares of Master Ad Public Company Limited No. 4 (MACO-W4) and their exercise period has expired. Moreover, the Company still has remaining shares which were issued to accommodate MACO-W3 Warrants in the amount of 1,750,743,750 shares, which the exercise period has not yet expired. In this regard, the Company is required to decrease its registered capital by canceling these unissued shares. This reduction will result in a decrease of the Company's registered capital by THB 202,948,897.40, from THB 1,189,820,890.10 to THB 986,871,992.70 by canceling 2,029,488,974 unissued shares of the Company, with a par value of THB 0.10 per share.

The Board of Directors had considered and deemed it appropriate to propose the shareholders' meeting to consider and approve the decrease of the registered capital of the Company by THB 202,948,897.40, from THB 1,189,820,890.10 to THB 986,871,992.70, by canceling 2,029,488,974 unissued shares of the Company, with a par value of THB 0.10 each.

Then, the MC allowed the Meeting to express opinions and inquire about questions regarding this agenda. No shareholder asked any questions. The MC, therefore, proceeded the Meeting to cast the votes on this agenda.

**Resolution:** The Meeting resolved to approve the decrease of the registered capital of the Company by THB 202,948,897.40, from THB 1,189,820,890.10 to THB 986,871,992.70, by canceling 2,029,488,974 unissued shares of the Company, with a par value of THB 0.10 each as details proposed above, with a vote of not less than three fourths of the total number of votes of the shareholders attending the Meeting and entitled to vote as follows:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and having right casting their votes
Approved	5,391,658,741	100.000
Disapproved	0	0.000
Abstained	0	0.000
Invalid Ballot(s)	0	0.000
Total (120 persons)	5,391,658,741	100.000



Remark The resolution for this agenda item is required 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 in the calculation base.

**Agenda Item 7 To consider and approve the amendment of Clause 4. of the Memorandum of Association to be in line with the decrease of the registered capital of the Company**

The MC informed the Meeting that in order to be in line with the decrease of the Company's registered capital of THB 202,948,897.40, as detailed in Agenda 6 above, it is deemed appropriate to propose to the Meeting to consider and approve the amendment to Clause 4. of the Company's Memorandum of Association by adopting the following wordings

“Clause 4. Registered capital	THB 986,871,992.70	(Nine hundred eighty-six million eight hundred seventy-one thousand nine hundred ninety-two Baht and seventy Satang)
Divided into	9,868,192,270 shares	(Nine billion eight hundred sixty-eight million one hundred ninety-two thousand two hundred and seventy shares)
Par value per share	THB 0.10	(Ten Satang)
Divided into:		
Ordinary shares	9,868,192,270 shares	(Nine billion eight hundred sixty-eight million one hundred ninety-two thousand two hundred and seventy shares)
Preferred shares	- shares	(- shares)”

In this regard, it was proposed that any person designated by the authorized directors to register the amendment to the Memorandum of Association of the Company with the Department of Business Development, the Ministry of Commerce, shall be empowered to amend and adjust the wordings to be in line with the registrar's instruction.

The Board of Directors had considered and deemed it appropriate to propose the shareholders' meeting to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital and relevant authorization.

Then, the MC allowed the Meeting to express opinions and inquire about questions regarding this agenda. No shareholder asked any questions. The MC, therefore, proceeded the Meeting to cast the votes on this agenda.

**Resolution:** The Meeting resolved to approve the amendment of Clause 4. of the Memorandum of Association to be in line with the decrease of the registered capital of the Company as details proposed above, with a vote of not less than three fourths of the total number of votes of the shareholders attending the Meeting and entitled to vote as follows:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and having right casting their votes
Approved	5,391,658,741	100.000
Disapproved	0	0.000
Abstained	0	0.000
Invalid Ballot(s)	0	0.000
Total (120 persons)	5,391,658,741	100.000

**Remark** The resolution for this agenda item is required 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 in the calculation base.

**Agenda Item 8 To consider and approve the increase of the register capital of the Company by THB 202,949,404.50, from THB 986,871,992.70 to THB 1,189,821,397.20, by issuing 2,029,494,045 new ordinary shares, with a par value of THB 0.10 each**

The MC informed the Meeting that the Company intended to issue the MACO-W5 Warrants to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) as detailed in Agenda 5 above. Therefore, it is deemed appropriate to propose the Meeting to consider and approve the increase of the Company's registered capital of THB 202,949,404.50 from the existing registered capital of THB 986,871,992.70 to THB 1,189,821,397.20 by issuing newly issued ordinary shares of 2,029,494,045 shares, with a par value of THB 0.10 per share to accommodate the exercise of rights under the MACO-W5 Warrants. In this regard, the details are as set out in **Enclosure 3**, which has been delivered to the shareholders together with the invitation letter of this Meeting.

The Board of Directors had considered and deemed it appropriate to propose the shareholders' meeting to consider and approve the increase of the Company's registered capital of THB 202,949,404.50 from the existing registered capital of THB 986,871,992.70 to THB 1,189,821,397.20 by issuing newly issued ordinary shares of 2,029,494,045 shares, with a par value of THB 0.10 per share.

Then, the MC allowed the Meeting to express opinions and inquire about questions regarding this agenda. There are shareholders expressed opinions and inquired about questions regarding this agenda as summarized below.

#### Questions/ Opinions /Answers

<b>Mr. Sakchai</b> Shareholder attending the Meeting in person	<b>Question</b>
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	Could you provide information on the Debt-to-Equity (D/E) ratio both before and after the capital increase? There are any outstanding loans with financial institutions at present.
<b>Ms. Suparanan Tanviruch</b> Vice Chairman of the Board of Director	<b>Answer</b> The D/E ratio of the Company is currently at 0.5, and the Company has a working capital facility with a financial institution.

The MC, therefore, proceeded the Meeting to cast the votes on this agenda.

**Resolution:** The Meeting resolved to approve the increase of the Company's registered capital of THB 202,949,404.50 from the existing registered capital of THB 986,871,992.70 to THB 1,189,821,397.20 by issuing newly issued ordinary shares of 2,029,494,045 shares, with a par value of THB 0.10 per share as details proposed above, with a vote of not less than three fourths of the total number of votes of the shareholders attending the Meeting as follows:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and having right casting their votes
Approved	5,392,109,956	100.000
Disapproved	0	0.000
Abstained	0	0.000
Invalid Ballot(s)	0	0.000
Total (121 persons)	5,392,109,956	100.000

During this agenda, there was one additional shareholder participating in the Meeting, holding 451,215 shares. The total number of shareholders in the meeting was 121, and the total number of shares in this agenda was 5,392,109,956 shares, representing 66.4218 percent of the total paid-up shares of the Company.

Remark The resolution for this agenda item is required 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 in the calculation base.

**Agenda Item 9 To consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital**

The MC informed the Meeting that in order to be in line with the increase of the Company's registered capital of THB 202,949,404.50, as detailed in Agenda 8 above, it is deemed appropriate to propose to the Meeting to consider and approve the amendment to Clause 4. of the Company's Memorandum of Association by adopting the following wordings

“Clause 4.	Registered capital	THB 1,189,821,397.20	(One billion one hundred eighty-nine million eight hundred twenty-one thousand three hundred ninety-seven Baht and twenty Satang)
	Divided into	11,898,213,972 shares	(Eleven billion eight hundred ninety-eight million two hundred thirteen thousand nine hundred seventy-two shares)
	Par value per share	THB 0.10	(Ten Satang)
	Divided into:		
	Ordinary shares	11,898,213,972 shares	(Eleven billion eight hundred ninety-eight million two hundred thirteen thousand nine hundred seventy-two shares)
	Preferred shares	- shares	(- shares)”

In this regard, it was proposed that any person designated by the authorized director to register the amendment to the Memorandum of Association of the Company with the Department of Business Development, the Ministry of Commerce, shall be empowered to amend and adjust the wordings to be in line with the registrar’s instruction.

The Board of Directors had considered and deemed it appropriate to propose the shareholders’ meeting to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the Company’s registered capital and relevant authorization.

Then, the MC allowed the Meeting to express opinions and inquire about questions regarding this agenda. No shareholder asked any questions. The MC, therefore, proceeded the Meeting to cast the votes on this agenda.

**Resolution** The Meeting resolved to approve the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the Company’s registered capital and relevant authorization as details proposed above, with a vote of not less than three fourths of the total number of votes of the shareholders attending the Meeting and entitled to vote as follows:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and having right casting their votes
Approved	5,392,109,956	100.000
Disapproved	0	0.000
Abstained	0	0.000
Invalid Ballot(s)	0	0.000
Total (121 persons)	5,392,109,956	100.000

Remark The resolution for this agenda item is required 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 in the calculation base.

**Agenda Item 10 To consider and approve the allocation of 2,029,494,045 newly issued ordinary shares, with a par value of THB 0.10 each, to accommodate the exercise right under the MACO-W5 Warrants**

The MC informed the Meeting that since the Company intended to issue and allocate the MACO-W5 Warrants in the amount of not exceeding 2,029,494,045 units, at no cost, to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering), as detailed in Agenda 5 above. It was deemed appropriate to propose the Meeting to consider and approve the allocation of newly issued ordinary shares in the amount of 2,029,494,045 shares with a par value of THB 0.10 per share to accommodate the exercise of the rights under the MACO-W5 Warrants in the amount of not exceeding 2,029,494,045 units. The conditions and details of the MACO-W5 Warrants were set out in **Enclosure 2** which was delivered to the shareholders together with the invitation to the Meeting.

The Board of Directors had considered and deemed it appropriate to propose the shareholders' meeting to consider and approve the allocation of not exceeding 2,029,494,045 newly issued ordinary shares of the Company, with a par value of THB 0.10 per share, to accommodate the exercise of rights under the MACO-W5 Warrants.

In addition, the Board of Directors provided additional opinions regarding the issuance and allocation of newly issued ordinary shares of the Company as follows:

1) Rationale and necessity of capital increase to accommodate the exercise right under the MACO-W5 Warrants

To enhance financial flexibility for future business expansion and working capital of the Company. The Company foresees that the issuance and allocation of the MACO-W5 Warrants to the existing shareholders pro rata to their respective shareholdings is a suitable means of raising funds. This approach can reduce the financial burden of the Company associated with borrowing from financial institutions in the future.

2) Possibility of utilizing plan of funds receiving from the exercise right under the MACO-W5 Warrants

In the event the holders of Warrants fully exercise the right to purchase the ordinary shares of the Company, the Company will receive the money in the amount of THB 3,044,241,067.50. The Company may utilize such funds for future business expansion and working capital, resulting in continued growth of the Company's operation in the future.

3) Appropriateness of the capital increase to accommodate the exercise of right under the MACO-W5 Warrants

The capital increase and the allocation of the MACO-W5 Warrants, this time, is reasonable and appropriate, as it will increase the Company's future working capital, reduce the need for borrowed loans for business expansion or investments and strengthen the Company's financial position.

4) Effect to business operation, financial position and operating results of the Company

The Board of Directors is of the view that this capital increase will enhance the Company's cash flow and liquidity, enabling future business expansion and investment, and increasing working capital. This, in turn, will enhance the Company's financial position and operational results, reduce loan expenses and add value to the Company's securities, ultimately creating opportunities to pay dividends to shareholders in the future.

Then, the MC allowed the Meeting to express opinions and inquire about questions regarding this agenda. No shareholder asked any questions. The MC, therefore, proceeded the Meeting to cast the votes on this agenda.

**Resolution:** The Meeting resolved to approve the allocation of not exceeding 2,029,494,045 newly issued ordinary shares of the Company, with a par value of THB 0.10 per share, to accommodate the exercise of rights under the MACO-W5 Warrants as details proposed above, with a majority vote of the shareholders attending the Meeting and casting their votes as follows:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approved	5,392,109,956	100.000
Disapproved	0	0.000
Abstained	0	0.000
Invalid Ballot(s)	0	0.000
Total (121 persons)	5,392,109,956	100.000

**Remark** The resolution for this agenda item is required a **majority vote** of the shareholders attending the Meeting and casting their votes, **excluding** abstentions from the calculation base.

**Agenda Item 11 Other Matters (If any)**

In addition, pursuant to Section 105 paragraph two of the Public Company 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. It turned out that no shareholder proposed any other matter for consideration.

Then, the MC allowed the Meeting to express opinions and inquire about questions regarding this agenda. There are shareholders expressed opinions and inquired about questions regarding this agenda as follows:

**Questions/ Opinions /Answers**

<b>Mr. Prapat</b> Shareholder attending the Meeting in person	<b>Question</b> <ol style="list-style-type: none"> <li>1. Will ROCTEC expand its customer base to include new groups apart from the MTR railway system in Hong Kong and BTS, PLANB and VGI groups in Thailand?</li> <li>2. Could you provide an update on the investment progress in MYGG Co., Ltd. (MYGG)?</li> </ol>
<b>Mr. Weng Sam Lam</b> Chief Executive Officer	<b>Answer</b> <ol style="list-style-type: none"> <li>1. We still see growth opportunities in System Integration business due to significant demand. The term " System Integration " is broad, and our R&amp;D team is dedicated to developing software and various systems that go beyond just PCs. We focus on technological devices that can become our own products, catering to customers' needs for various new technologies to enhance operational efficiency.</li> <li>2. MYGG is currently in the development phase of games, with plans to launch three games next year.</li> </ol>
<b>Ms. Bussakorn</b> Shareholder attending the Meeting in person	<b>Question</b> When the Company enters a new business, which represents a new S-Curve, what goals does the Company set regarding performance outcomes?
<b>Mr. Weng Sam Lam</b> Chief Executive Officer	<b>Answer</b> <p>In the second half of the fiscal year 2566/67, the Company anticipates generating revenue and net profit no less than what was achieved in the first half of the year. During this period, the Company has secured a backlog of projects amounting to at least 50% of the projected revenue. This confidence in achieving growth aligns with the set targets.</p> <p>The net profit growth is attributed to cost savings due to economies of scale in various turnkey projects, leading to improved net profit margins. In the Hardware segment, such as LED Screens, the Company has successfully sold 20,000</p>

	screens to customers in Thailand. As the customer base expands, the Company gains negotiating power, resulting in more cost-effective procurement and increased profitability.
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Since no shareholder express opinion or inquiries, the Chairman thanked the shareholders for taking time to the Meeting and declares the Meeting adjourned at 4.00 p.m.

(Sign) -Signature- Chairman

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

(Sign) -Signature- Company Secretary

(Ms.Tamonwan Narintavanich)  
Minutes Taker