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July 6, 2023

Re: Invitation to the 2023 Annual General Meeting of Shareholders

**To: Shareholders
Master Ad Public Company Limited**

Enclosure:

1. Copy of the minutes of the 2022 Annual General Meeting of Shareholders, held on July 27, 2022
2. Form 56-1 One Report 2022/23
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 Company Limited.
5. Names and Information of independent directors
6. Articles of Association of the Company relating to the shareholders' meeting
7. Proxy Form B (shareholders can download Proxy Forms A, B and C from the Company's website at <https://investor.masterad.com/en/home>)
8. Guidelines for attending the shareholder's meeting via electronic means (E-AGM) and appointment of Proxy.
9. Registration form for attending the shareholder's meeting via electronic means (E-AGM)
10. Form for Submitting questions in advance for the shareholder's meeting via electronic means (E-AGM)

The Board of Directors' Meeting of Master Ad Public Company Limited (the "**Company**") resolved to convene the 2023 Annual General Meeting of Shareholders on Friday July 21, 2023, at 14.00 p.m. via the electronic means (E-AGM) under the Electronic Meeting Royal Decree B.E. 2563, to consider the following agenda items:

Agenda 1 To consider and certify the minutes of the 2022 Annual General Meeting of Shareholders, held on July 27, 2022.

Background: The Company has prepared the minute of the 2022 Annual General Meeting of Shareholders held on July 27, 2022, where such minute 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.masterad.com/en/home> 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 2022 Annual General Meeting of shareholder held on July 27, 2022 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 operating result of the Company for the fiscal year 2022/23 ended March 31, 2023.

Background: The Company has prepared report for the Company's business operating result for the fiscal year 2022/23 ended March 31, 2023. The details of which are as set forth in the One Report for the year 2022/23 (**Enclosure 2**) under section 2.7 "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 the shareholders' meeting to acknowledge the report on the Company's operating result for the fiscal year 2022/23 ended March 31, 2023.

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 2022/23 ended March 31, 2023.**

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 2022/23 ended March 31, 2023. In this regard, the Board of Directors and Audit Committee considered and opined that the financial statements of the Company for the fiscal year 2022/23 ended March 31, 2023, were duly prepared according to generally recognized accounting principles. Thus, it is deemed appropriate to propose the 2023 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 2022/23 ended March 31, 2023, 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 2022/23, (**Enclosure 2**), under section 4.0 "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, 2023, 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 omission of dividend payment from the operating result for the fiscal year 2022/23 ended March 31, 2023.**

Background: The Company has the dividend policy to pay the dividend to the shareholders at the rate of not less than 50 percent of the net profit after corporate income tax and legal reserves. However, this depends significantly on the economic status and the future operations as well. Since the Company has a loss from the business operation of the Company for the fiscal year ended March 31, 2023 (Separate financial statements) amounting to THB 19.38mn. Therefore, the Company is unable to make the dividend payment.

Opinion of the Board of Directors: The Board of Directors have considered and deemed appropriate to propose to the shareholders' meeting to approve the omission of dividend payment from the operating result for the fiscal year 2022/23 ended March 31, 2023

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.

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Currently, the Company has 7 directors in total. There are 3 directors who will retire by rotation at the 2023 Annual General Meeting of Shareholders, as follows:

No.	Name	Position
1	Mr. Chaiyasit Puvapiromquan	Director/ Corporate Governance Committee
2	Mr. Chalush Chinthammit	Independent Director/Audit Committee/Nomination and Remuneration Committee / Corporate Governance Committee
3	Mr. Warawut Nartpradith	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 2023 Annual General Meeting of Shareholders during February 1, 2023, to April 30, 2023. 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 reviewed the qualifications of the 3 directors who were retiring by rotation and viewed that they had knowledge, capability, skills, experience and expertise essential to the Company's business operation. They were also qualified and did not possess any prohibited characteristics pursuant to the Public Limited Company Act B.E. 2535 (1992) (as amended) ("**PCLA**"), the Securities and Exchange Act B.E. 2535 (1992) (as amended) and relevant notifications. In addition, the independent director was qualified pursuant to the Company's definition of independent directors which was more stringent than the minimum requirements of the Capital Market Supervisory Board. Therefore, the Nomination and Remuneration Committee has considered and proposed that the 3 candidates should be re-elected as directors of the Company for another term of office. In this regard, the Nomination and Remuneration Committee has considered that the nominated independent directors, Mr. Chalush Chinthammit, 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) Mr.Chaiyasit Puvapiromquan, (2) Mr. Chalush Chinthammit, and (3) Mr.Warawut Nartpradit as directors of the Company for another term

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of office. In this regards, Mr.Chalush 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 2023/24 ended March 31, 2024.

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 2023/24 ended March 31, 2024, in the amount of not exceeding THB 2,800,000, with details as follows:

Monetary Remuneration

	Remuneration		
	2022/23	2022/23 (Actually incurred)	2022/23 (Approve by Shareholders)
Monthly remuneration	Person/Month	Person/Month	Person/Month
Chairman	THB 40,000	THB 40,000	THB 40,000
Chairman of Audit Committee	THB 30,000	THB 30,000	THB 30,000
Director	THB 20,000	THB 20,000	THB 20,000
Meeting allowance	Person/Time	Person/Time	Person/Time
Board of Director	None	None	None
Audit Committee	THB 15,000	THB 15,000	THB 15,000
Nomination and Remuneration Committee	THB 10,000	THB 10,000	THB 10,000
Corporate Governance Committee	THB 10,000	THB 10,000	THB 10,000
Risk Management Committee	None	None	None
Executive Committee	None	None	None
Total	THB 2,800,000	THB 2,190,000	THB 2,700,000

The Board of Directors' remuneration for the fiscal year 2023/24 ended March 31, 2024, there will be no return in the form of annual gratuity, Special remuneration Non-monetary remuneration and no other benefits.

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Opinion of the Board of Directors: The Board of Directors has considered and deemed appropriate with the recommendation of the Nomination and Remuneration Committee, to propose the shareholders' meeting to approve 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 2023/24 ended March 31, 2024.

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 Company Limited in the past year and is of the opinion that EY Office Company 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 Company Limited as the Company's auditors for the fiscal year 2023/24 ended March 31, 2024, 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 auditor sign the name to approve the financial report during the past 5 years
1.Mr. Pornanan	Kitjanawanchai	7792	3
2.Mrs. Chonlaros	Suntiasvaraporn	4523	-
3.Ms.Sumesa	Tangyoosuk	7627	-

The 1st auditor nominated at this time was the auditor who signed the Company's financial statements for the fiscal year ended March 31, 2023. 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.

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 2023/24 ended March 31, 2024 in an amount not exceeding THB 2,160,000. Details of the Company's audit fee comparative to the previous years are as follows:

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No.	Audit Fee and other fee	2022/23 (Proposed year)	2022/23 Actually Incurred	2022/23 (Approved by shareholders)
1	Audit Fee	2,010,000	1,930,000	1,930,000
2	None Audit fee - Review Annual report	150,000	150,000	150,000
	Total	2,160,000	2,080,000	2,080,000

In this regard, the audit fee for the fiscal year 2022/23 excluded the non-audit fee paid by the Company and its subsidiaries to EY Office Limited in the amount of THB 650,000.

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. Pornanan Kitjanawanchai and/or Mrs. Chonlaros Suntiasvaraporn and/or Ms. Sumesa Tangyoosuk as the Company's auditors for the fiscal year 2023/24 ended March 31, 2024, with the audit fee in an amount not exceeding THB 2,160,000, as detailed above.

The Company would like to inform that for the fiscal year 2023/24 ended March 31, 2024, 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. MACO Outdoor Sdn Bhd. which is established in Malaysia uses the auditors from Leslie Yap & Co. 2. Roctec Technology Limited, which is established in Hong Kong, uses the auditors from EY Hong Kong and 3. VGI MACO (Singapore) Private Limited, which is established in Singapore, uses the auditors from EY Singapore. 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

Other Matters (If any)

In addition, the Company has published the invitation to shareholder's meeting with enclosures on the Company's website at <http://investor-th.masterad.com> since June 21, 2023 and hereby invites all shareholders to attend the 2023 Annual General Meeting of Shareholders on Friday, July 21, 2023 at 2.00 p.m. via the electronic method (E-AGM). The Company will proceed the meeting pursuant to the Articles of Association of the Company regarding the meeting of shareholders as per the details set out in **Enclosure 6** (Articles of Association in relation to the meeting of shareholders).

The shareholders can study the Guidelines for attending the Annual General Meeting of Shareholders through Electronic Media (E-AGM) and appointment of Proxy as per the details

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set out in **Enclosure 8**. In case shareholders are attending the E-AGM, please fill in “Registration form for attending the E-AGM” **Enclosure 9**. Kindly fill in your email and mobile phone number clearly in order to be used for the E-AGM meeting registration and attach identification document for confirmation to attend the meeting. Please submit the “Registration form for attending the E-AGM” and such identification document to the Company by July 17, 2023 via the following channels:

- Email: register@masterad.com or
- **Post:**
Company Secretary Office,
Master Ad Public Company Limited
No.21, TST TOWER 21th floor, Viphavadi-Rangsit Rd.,
Chomphon Sub-district, Chatuchak District, Bangkok 10900

When the Company have checked with the list of shareholders as of June 8, 2023, which is the date to determine the names of those who have the right to attend the Annual General Meeting of Shareholders of 2023 (Record Date), the Company will send the Username and Password for accessing the AGM program via electronic media (E-AGM) to the shareholders. via email that has notified the Company.

In case that a shareholder is unable to attend the E-AGM meeting, the shareholder may authorize company’s Independent Director, to attend and vote on his/her behalf. The shareholder can study the information of independent directors for the appointment of proxies per the details set out in **Enclosure 5** and use the Proxy Form B as set out in **Enclosure 7**. Alternatively, shareholders can download Proxy Forms A, B and C from the Company’s website at <https://investor.masterad.com/en/home> by selecting one of the specified forms.

This is for the convenience of document verification. Shareholders can submit the proxy form together with supporting documents for registration to the Company within 6 p.m. of July 17, 2023 via the following channels:

- Email: register@masterad.com or
- Post:
Company Secretary Office,
Master Ad Public Company Limited
No.21, TST TOWER 21th floor, Viphavadi-Rangsit Rd.,
Chomphon Sub-district, Chatuchak District, Bangkok 10900

Please be informed accordingly.
Sincerely Yours,
Master Ad Public Company Limited.

--- Signature ---

Mr. Chaiwat Atsawintarangkun
Chairman of the Board of Directors

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**The minutes of 2022 Annual General Meeting of Shareholders of
Master Ad Public Company Limited
27 July 2022**

Date, Time and Venue

The 2022 Annual General Meeting of Shareholders of Master Ad Public Company Limited (the “**Company**”) was held on Wednesday, 27 July 2022 at 2.00 p.m. via an electronic means (E-AGM)

Directors Present at the Meeting

- | | | |
|---|------------------------------|---|
| 1 | Mr. Chaiwat Atsawintarangkun | Chairman of the Board of Director |
| 2 | Mr. Chaiyasit Puvapiromquan | Director / Corporate Governance Committee |
| 3 | Mr. Sathundon Sattabusya | Director |
| 4 | Mr. Warawut Natpradith | Director |
| 5 | Mr. Voraphot Chanyakomol | Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee |
| 6 | Mr. Danai Tangsriviriyakul | Independent Director / Audit Committee / Nomination and Remuneration Committee / Chairman of the Corporate Governance Committee |
| 7 | Mr. Chalush Chinthammit | Independent Director / Audit Committee / Nomination and Remuneration Committee / 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 | Miss Tamonwan Narintavanich | Executive Committee / Risk Management Committee / Acting Chief Executive Officer / Chief Financial Officer / Company Secretary |
| 2 | Mrs. Rodjana Trakulkoosri | Executive Committee / Risk Management Committee / Chief Business Development Officer |
| 3 | Mrs. Uraiwan Boonyarataphan | Executive Committee / Risk Management Committee / Chief People Officer |
| 4 | Mr. Pipop Intaratat | Chief of the Internal Audit Department |

Advisors Present at the Meeting

Legal Advisors

- | | | |
|---|-----------------------------|--------------------------------|
| 1 | Ms. Vanida Thaneepanichskul | The Capital Law Office Limited |
| 2 | Ms. Pitchayaporn Thongkum | The Capital Law Office Limited |

Auditor

- | | | |
|---|---------------------------|---------------------------|
| 1 | Mr. Pornanan Kijnawanchai | EY Office Company Limited |
|---|---------------------------|---------------------------|

Commencement of the Meeting

Mr. Chaiwat Atsawintarangkun, the Chairman of the Board of Director, acted as Chairman of the Meeting (the “**Chairman**”) and Ms. Sukjai Virunmas acted as the Master of Ceremonies (the “**MC**”).

Ms. Sukjai Virunmas, the MC, informed the Meeting that in this Meeting, Mr. Pornanan Kijnawanchai, the auditor from EY Office Company Limited joined the Meeting as the representative of the Company’s auditor. Ms. Vanida Thaneepanichskul and Ms. Pitchayaporn Thongkum from The Capital Law Office Limited joined the Meeting as the legal advisors whereas Ms. Pitchayaporn Thongkum acted as the votes counting witness. In order to promote the good corporate governance of the Company, the MC, prior to the meeting, 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 in person 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 or note there is any person who disapprove or absatin in such agenda, the shareholder who wish to vote disapprove or abstain shall mark the vote in disapprove or abstain through his/her screen. The Company will deduct the disapproval and abstain from the total votes and the remaining shall be regarded as the approved votes.
6. For the Agenda 5, which would be the agenda to consider and approve the election of the directors to replace the directors who retired by rotation, the Company shall count the votes from the shareholders and the proxies who vote approved, disapproved and abstain. In this regard, the vote casting for each director shall be conducted separately.

Prior to the consideration of the agendas, the MC informed the Meeting general information regarding the capital and shares of the Company, as follows:

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Registered Capital	THB 981,485,305.20
Divided into	9,814,853,052 shares
Paid-up Capital	THB 811,797,212.10
Issued and Paid-Up Shares	8,117,972,121 shares
Par Value per Share	THB 0.10

As of the date for determining the names of shareholders being entitled to attend the 2022 Annual General Meeting of Shareholders (Record Date) on June 13, 2022, the Company had 17,358 shareholders, consisting of 17,512 Thai shareholders, holding 8,090,248,999 shares in aggregate, which is equivalent to 99.66 percent of the total paid-up shares of the Company, and 26 foreign shareholders holding 27,723,122 shares in aggregate, which is equivalent to 0.34 percent of the total paid-up shares of the Company.

In this Meeting, there were 57 shareholders present in person and by proxy in total, holding altogether 4,254,626,182 shares, representing 52.41 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 and the regulations regarding the shareholders' meeting, 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.

In order to promote the good corporate governance related to the protection of the rights of the shareholders, the Company offered the opportunity to the shareholders to propose the subjects to be considered as an agenda of the Meeting and nominate the names of the candidates having proper qualifications to be considered electing as a director in advance during December 28, 2021, until March 31, 2022, with the details criteria and the procedures showing on the website of the Company. In this regard, after such period, there was no shareholder submitted his/her intention to propose such subject whatsoever.

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

Agenda 1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No.2/2021, held on November 19, 2021.

The MC informed the Meeting that the Company has already prepared the Minutes of the Extraordinary General Meeting of Shareholders No.2/2021 held on November 19, 2021, 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 and delivered to the shareholders together with the invitation letter for this Meeting (*Enclosure 1 of the invitation letter to the Meeting*).

The Board of Directors viewed that the Minute of the Extraordinary General Meeting of shareholder No.2/2021 held on November 19, 2021, was correctly and completely recorded. Thus, it deemed appropriate to propose to the Meeting to certify the said minutes.

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

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Resolution: The Meeting resolved to certify the Minutes of the Extraordinary General Meeting of Shareholders No.2/2021 held on November 19, 2021, as details proposed above, with the following votes:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approved	4,254,626,182	100.00%
Disapproved	-	-
Abstained	-	-
Invalid Voting Card(s)	-	-
Total (57 persons)	4,254,626,182	100.00%

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 2 To acknowledge the operating result of the Company for the fiscal year 2021/22 ended March 31, 2022.

The MC informed the Meeting that The Company has prepared report for the Company's business operating result for the fiscal year 2021/22 ended March 31, 2022. The details of which are as set forth in the One Report for the year 2021/22 in QR code form, under section 2.7 "Management Discussion and Analysis". In this regard, Miss Tamonwan Narintavanich, the deputy to the Chief Executive Officer and the Chief Financial Officer, has summarized the details as follows:

Business Structure

For the fiscal year 2021/22 ended on March 31, 2022, the Company has a total of 13 subsidiaries and 6 associated companies, totaling 19 companies., divided into 9 companies who operate the domestic businesses and 10 companies who operate businesses overseas. In this regard, the businesses can be divided into 2 segments: Advertising Media Business and Integrated Systems Business

Changes and Significant Developments in year 2021/22

The significant events in the said fiscal year are as follows:

April 2021

VGI MACO (Singapore) Private Limited ("VGIMS") had an additional investment of 10 percent of ordinary shares in VGI Vietnam Joint Stock Company with a total investment consideration of VND 139 billion or equivalent to THB 189 million, resulting in a total shareholding percentage of 25 percent (a total investment of VND 348 billion or equivalent to THB 472 million).

November 2021

The meeting of the Board of Directors of the Company has approved the signing of an agreement to establish a 50:50 joint venture company with Yggdrazil Group Public Company Limited (“**YGG**”), a leading provider in visual effect, animation and digital production services in Thailand in order to step in the publishing and importing games business.

December 2021

- The Company sold all of its billboards to Plan B Media Public Company Limited (“**PlanB**”) with a total value of THB 639 million and, after the deduction of advance payment, the total net income shall be equal to THB 474 million. After the completion of the transaction, the minimum guarantee of which PlanB shall pay to the Company under the Advertising Media Management and Service Agreement will decrease from THB 700 million per year to THB 250 million per year.
- The Company maintained its ownership in street furniture on the existing BTS pillars in Thailand and having PlanB as a media sales manager.

The Company succeeded the capital increase to its existing shareholders in proportion to their respective shareholding in the total value of THB 812 million, by issuing and offering of 2,706 million newly issued ordinary shares with an offering price of THB 0.30 per share, which resulted in the number of shares of the Company increased from 5,412 million to 8,118 million. **March 2022**

On March 28, 2022, the meeting of the Board of Directors of the Company approved the disposal of the total investments held by the Company in 1) VGI Global Media (Malaysia) Sdn. Bhd. (“**VGIM**”) in the amount of RM 1 (or approximately THB 8.063), equivalent to 75 percent of the VGIM’s paid-up capital, and 2) all shares held by the Company in Trans.Ad Malaysia Sdn. Bhd. (“**TAM**”) in the amount of RM 8.06 million (or approximately THB 65 million), representing 100 percent of the TAM’s paid-up capital, resulting in VGIM and TAM ceased to be the Company’s subsidiaries from April 1, 2022, onwards.

Corporate Social Responsibility (CSR)

MACO Media for Share Project

- Publicized the VDO series “For Better Life” on the topic of inviting people to start paying attention to various problems.
- Educated traffic rules and create awareness in safe driving in the project “Driving safely and caring for every journey”.
- Joined World Vision Foundation of Thailand to publicize the VDO series "The World of Firsts" to help society and underprivileged children.
- Encouraged and raised awareness of being a part of environmental conservation by reducing waste through VDO series “Reduce: Zero waste set”.

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- Joined the Ramathibodi Foundation to publicize the Fundraising project to support the operation of the Faculty of Medicine of Ramathibodi Hospital of Mahidol University through the VDO series "Encouragement".
- Encouraged and raised awareness of global warming and reducing one-time use through the VDO series "Recycle: No Single Use".

Operating result for the year 2021/22

The overview of the operating result in the consolidated financial statements for the fiscal year 2021/22 compared with the fiscal year 2020/21 (YOY)

The Company had revenue from the services of THB 2,135 million, growing 25.7 percent, having a gross profit of THB 472 million, and a net profit of THB 34 million, equivalent to an increase of 103.4 percent. The revenue can be divided into 2 segments, i.e., revenue from the advertising media business in an amount of THB 336 million or equivalent to 15.7 percent of the total revenue and revenue from integrated systems service in an amount of THB 1,799 million or equivalent to 84.3 percent of the total revenue.

The Board of Directors considered and deemed appropriate to present the Company's operating results report for the fiscal year 2021/22 ending March 31, 2022, to the Meeting for acknowledgment.

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

Question: Mr. Wanchai Opas- iamkajorn Shareholder	<ol style="list-style-type: none">1. inquired about the trends and strategic plans for this year and the following 2-3 years.2. inquired about whether there would be any dividend payments for this year and for the following years?
Answer: Miss. Tamonwan Narintavanich Acting Chief Executive Officer / Chief Financial Officer	<ol style="list-style-type: none">1. The Company has a continuous operating direction for the advertising media business and aims to expand the digital business as well as the New Economy, which has already launched the operation in some parts and would recognize the operation and operating result in this year. With respect to the existing business, including the advertising media business and the integrated system service business, the Company has the policy for the business expansion as follows: <ol style="list-style-type: none">1) For the media business in Thailand, the Company is still looking for a new location for Street Furniture to meet the customers and brands' needs. For this year, there will be an expansion of

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	<p>advertising media in the area of BTS pillars in the Golden Line BTS stations in an amount of 10 banners from the target of 40 banners, and the BTS Green Line at Saint Louis, Ploenchit and Chidlom stations will be expanded to 28 banners. Overall, it is expected that the investment will be approximately of THB 150 million, which will increase the capacity of the media by THB 120 million.</p> <p>2) For integrated media business under the management of Trans.Ad Thailand, the Company will participate in the bidding event for screen installation with a large retail business.</p> <p>3) For the overseas business, the Company had sold all of its investments in Malaysia. Currently, the Company has invested in advertising media business in Vietnam. There are approximately 58 static boards and 84 digital media in Vietnam. The increasing in business trend and the recovery from covid in Vietnam are better than in Thailand. In this year, the Company will invest in advertising media business by looking for a location in prime areas that can satisfy the needs of customers. The main customer group that the Company will focus on are the customers in alcohol business, which can advertise beer with a degree of not more than 5 percent, and in consumer product business, which is accounted for 40 percent of the main income. The rest of customers will be a variety of products.</p> <p>2. The Company has the policy to pay dividends to shareholders at a rate of not less than 50 percent of net profit after corporate income tax and legal reserve. Even though the Company currently has a large accumulated loss, the Company still believes in its potential and also believes that the Company will be able to pay dividends to shareholders as usual as before.</p>
<p>Question: Mr. Chanlert Apinankul Shareholder</p>	<p>Inquired about the progress of the CEO recruitment</p>
<p>Answer: Mr. Voraphot Chanyakomol Chairman of the</p>	<p>The Nomination and Remuneration Committee is in the process of consideration of a competent CEO who has knowledge and skills that consistent with the direction of future business operations, which expect to nominate new CEO within year 2022. If there is any further progress, the</p>

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Nomination and Remuneration Committee	Company will inform the shareholders as soon as possible. At the present, Miss Tamonwan, who is the deputy Chief Executive Officer, has knowledge and expertise in the business of the Company and is able to perform the duties efficiently.
Question: Mr. Chanudom Kasemkitwattana Shareholder	As the Company sold some of its advertisement banners and some of the Company's shares to PlanB, how much will the Revenue and the Core Profit of the Company drop, compared to the numbers before Covid-19 with the 2019 financial statements?
Answer: Miss. Tamonwan Narintavanich Acting Chief Executive Officer / Chief Financial Officer	By comparing the numbers of the fiscal year 2019 and 2021/22 with the same number of advertisement banners, the revenues decreased by THB 25 million and the profits decreased by THB 16 million because the margins of the sale of large advertisement banners are less than those banners at the pole areas.
Question: Mr. Chanudom Kasemkitwattana Shareholder and Mr. Thongthos Phaenglad Proxy	Asked for the explanation for the details of the investment in ZIPMEX.
Answer: Miss. Tamonwan Narintavanich Acting Chief Executive Officer / Chief Financial Officer	<p>The Company has invested in Zipmex by acquiring 150,933 preferred shares of Zipmex with a total investment value of USD 5,706,667 (equivalent to THB 190,232,743), representing 2.82 percent of the total number of shares in Zipmex that has a total registered capital of USD 62 million.</p> <p>The investment would generate a return in the form of dividends only since the Company has invested by purchasing on preferred shares without investment in digital assets through the Zipmex platform.</p> <p>According to the news released, whether or not the Company has been affected, the Company has assessed the value of the investment every quarter. Whether or not the result is high or low, the Company has to adjust it to the OCI account, which does not affect profit and loss. Furthermore, according to the Accounting Standard No. 9, if the event had an impact on the Company, the Company had to consider whether there must be an impairment in the Company's financial statements or not. However, the impairment does not affect the Company's income statement because the investment is accounted for the fair value to OCI.</p>

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	<p>Although the Company is only a minority shareholder and does not take part in the management of Zipmex. However, the Company has closely monitored Zipmex, and the Company has already explained the details to investors through SET system and the SEC Office.</p>
<p>Question: Mr. Thongthos Phaenglad Proxy</p>	<ol style="list-style-type: none">1. Inquired about the progress of investing in YGG2. Inquired about the income per year from 577 Street Furniture which managed by PlanB and whether it is in accordance with the terms and conditions.3. From the analysis of business risks, which risks the company viewed that it would affect the management and what solution does the Company have.4. How many countries that the Company has business oversea, where is the location of the business and how is the operating result of such business5. From the current situation of the Company, how the Company recover the Company's business in order to enhance the confidence of investors.
<p>Answer: Miss. Tamonwan Narintavanich Acting Chief Executive Officer / Chief Financial Officer</p>	<ol style="list-style-type: none">1. For investment in YGG, the Company expects to set up a joint venture company within Q2 year 2022/23 (Jul-Sept). For the operation, the Company expects to launch 2 games, and the operating result shall be recognized within Q3 year 2022/23 (Oct-Dec). From the estimation, the revenue will be approximately THB 180 million for this year and EBITDA will approximately be 40 percent. The reason for the delay is that both companies have spent time studying the feasibility of various games and the Company wanted to consider them thoroughly to avoid mistakes.2. The Company's income received from PlanB is as agreed. After the sale of billboards to PlanB and the Company has remains its street furniture, the Company will have income in accordance with the conditions of the minimum guarantee of THB 250 million per year.3. For the risk in Thailand, it depends on the COVID situation as the main factor. However, the Company still has a contract to guarantee minimum income

	<p>with PlanB which makes the Company's income not much affected.</p> <p>With respect to the overseas, there will be exchange rate risk due to the depreciation of the baht at present. However, the Company has bought forward contract product to reduce risks, thus, the Company is still able to control the potential risk.</p> <p>4. Currently, the Company has incorporated companies to conduct business overseas as follows:</p> <ol style="list-style-type: none">1) ROCTEC, which is held by Trans. Ad, a subsidiary of the Company, to operate a comprehensive service business in Hong Kong which has a relatively good performance with growth of more than 20 percent in the past year.2) Trans. Ad Vietnam Joint Stock Company, which engages in an outdoor advertising media business in Vietnam, is owned by Trans. Ad. At the present, there are 58 static signboards and 84 digital banners throughout Vietnam, and the growth is continuing with the increase in advertising volume after the COVID period with the purchasing power at an occupancy rate of more than 50 percent at the beginning of the year 2022, compared to the last year with an occupancy rate of about 37 percent. Most of the income arises from the insurance business, the alcohol beverages where the advertisement of for beer in Vietnam is allowed in both outdoor and indoor, as well as television broadcasting, with the limit of a degree of not more than 5 percent, and consumer products , which are equivalent to approximately 40 percent of the revenue. <p>5. After the sales of billboards to PlanB and the investment in Malaysia, the Company had restructured the organization to accommodate the existing business size, such as the restructuring organization chart and the reduction of usable area, which the Company will be able to reduce the selling and administrative expenses by at least THB 40 million per year. In addition, the Company received a capital increase from the proportion of shareholding of the existing shareholders and used the proceeds to pay off debts to financial</p>
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	institutions. As a result, the interest burden can be reduced by approximately THB 30 million per year, making the Company's financial position become stronger, and reducing the D/E ratio from 1.50 times to 0.5 times. In addition, the Company's street furniture still has a minimum guarantee from PlanB of THB 250 million per year, which will help the Company's performance to be profitable again. It is expected that in 2022 the Company will have revenue of THB 2,300 million.
Question: Mr. Chayanon Kraipanon Shareholder	Does the Company still have a loss in foreign companies? Have all the operation result been recorded in financial statements?
Answer: Miss. Tamonwan Narintavanich Acting Chief Executive Officer / Chief Financial Officer	As mentioned above, the Company has disposed of its investment in Malaysia which had already lost its operating results, thus the Company has no more losses in such companies.

Remark: This agenda was for acknowledgment. Thus, there was no vote casting.

Agenda 3 To consider and approve the audited financial statements of the Company for the fiscal year 2021/22 ended March 31, 2022.

The MC informed the Meeting that the Company has prepared and completed the Statements of Financial Position, Statements of Comprehensive Income, and statement of cash flows for the fiscal year 2020/21 ended March 31, 2021. The Board of Directors and the Audit Committee have considered the financial statements and opined that they were duly prepared according to generally recognized accounting principles. Thus, it was deemed appropriated to propose the 2022 Annual General Meeting to approve the Statement of Financial Position, Statements of Comprehensive Income, and statement of cash flows for the fiscal year 2020/21 ended March 31, 2021, which were certified by the auditor. The details of those statements are shown in the “Financial statement” item and the “Audit Committee Report” item, which is as set forth in section 4.0 “Financial Reports” of the Annual Report 2021/22 (One report) which has been delivered to the shareholders together with the invitation letter for this Meeting

Miss. Tamonwan Narintavanich, the Acting Chief Executive Officer and the Chief Financial Officer, summarized the details as follows:

In the fiscal year 2021/2022 ended 31 March 2022, the Company and affiliated companies have total assets at the amount of THB 6,425 million, total debts at the amount of THB 2,159 million, the shareholder equity in the amount of THB 4,266 million, total income at the amount of THB 2,174 million and net profit attributable to the Company's shares at the amount of THB 34 million, equivalent to earnings per share of THB 0.005 per share.

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The Board of Directors has considered and deemed it appropriate to propose to the Meeting to approve the Company's financial statements for the fiscal year ended March 31, 2022, which have been examined by the Audit Committee and the Auditor, according to the details presented by Miss. Tamonwan Narintavanich.

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

Prior to the vote casting on this agenda, the MC informed the Meeting that there were 2 additional shareholders attending the Meeting, holding 100,068,025 shares. Thus, the total number of the shareholders attending the Meeting is 59 person, holding 4,354,694,207 shares representing 53.64 percent of the total paid-up shares of the Company.

Resolution: The Meeting resolved to approve the audited financial statements for the fiscal year 2021/22 ended March 31, 2022, with the following vote :

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approved	4,354,694,207	100.00%
Disapproved	-	-
Abstained	-	-
Invalid Voting Card(s)	-	-
Total (59 persons)	4,354,694,207	100.00%

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 4 **To consider and approve the omission of dividend payment from the operating result for the fiscal year 2021/22 ended March 31, 2022.**

The MC informed the Meeting that the Company had the policy to pay dividends to the shareholders at the rate of not less than 50 percent of net profit after corporate income tax and legal reserves. However, this depends significantly on the economic status and future operations. However, since the operating result of the Company for the fiscal year ended March 31, 2022 has a loss of THB 167.19 million. Therefore, the Company was unable to make a dividend payment.

The Board of Directors has considered and deemed it appropriate to propose to the Meeting to approve the dividend omission from the operating result for the fiscal year 2021/22 ended March 31, 2021.

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

(-Translation-)

Resolution: The Meeting resolved to approve the omission of dividend payment from the operating result for the fiscal year 2021/22 ended March 31, 2022, with the following vote:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approved	4,354,694,207	100.00%
Disapproved	-	-
Abstained	180,200	0.00%
Invalid Voting Card(s)	-	-
Total (59 persons)	4,354,694,207	100.00%

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

The MC informed the Meeting that 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 company registration, the 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. The directors who retire by rotation may be re-elected.

At the present, the Company has 7 directors in total. There are 3 directors who will retire by rotation at the 2022 Annual General Meeting of Shareholders, as follows:

- (1) Mr. Chaiwat Atsawintarakun Chairman of the Board of Director / Independent Director
- (2) Mr. Sathundon Sattabusya Director
- (3) Mr. Danai Tangsriviriyakul Independent Director/Audit Committee/ Nomination and Remuneration Committee/Chairman of the Corporate Governance Committee

The re-appointment of directors retired by rotation, to be the directors for another term shall be as follows:

- (1) Mr. Chaiwat Atsawintarakun Chairman of the Board of Director / Independent Director
- (2) Mr. Sathundon Sattabusya Director

(-Translation-)

(3) Mr. Danai Tangsriviriyakul

Independent Director/Audit Committee/
Nomination and Remuneration
Committee/Chairman of the Corporate
Governance Committee

Details of the 3 nominated candidates' profiles are shown in Information on nominated candidates for election as Directors (*Enclosure 3 of the invitation letter to the Meeting*) which has been delivered to the shareholders together with the invitation letter to the 2022 Annual General Meeting of Shareholders in QR CODE form.

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 composition of the Board of Directors according to the board skill matrix. The Nomination and Remuneration Committee reviewed qualifications of the 3 directors who were retiring by rotation and viewed that they had knowledge, capability, skills, experience and expertise essential to the Company's business operation. They were also qualified and did not possess any prohibited characteristics pursuant to the The Public Limited Companies Act B.E. 2535 (1992) (as amended) ("PLCA"), the Securities and Exchange Act B.E. 2535 (1992) (as amended) and relevant notifications. In addition, the independent directors were qualified pursuant to the Company's definition of independent director which was more stringent than the minimum requirements of the Capital Market Supervisory Board and able to independently express their opinion according to the relevant regulations.

Therefore, the Nomination and Remuneration Committee had recommended that the 3 candidates should be re-elected as directors of the Company for another term of office. Thus, it was deemed appropriate to propose the Meeting to consider and approve the re-election of (1) Mr. Chaiwat Atsawintarakun, (2) Mr. Sathundon Sattabusya and (3) Mr. Danai Tangsriviriyakul as directors of the Company for another term of office. In this regard, Mr. Chaiwat Atsawintarakun and Mr. Danai Tangsriviriyakul would hold the position of independent directors of the Company.

In this regard, the Nomination and Remuneration Committee had considered and opined that Mr. Chaiwat Atsawintarakun and Mr. Danai Tangsriviriyakul, the independent director candidates, are able to express their opinions independently and have the qualifications of independent directors in accordance with the relevant regulations.

The Board of Directors had considered and opined that the candidates who were recommended by the Nomination and Remuneration Committee have suitable qualification to the Company's business. The independent directors are able to express their opinions independently in accordance with the relevant regulations. Thus, it was deemed appropriate to propose the Meeting to re-elect 3 candidates, who are (1) Mr. Chaiwat Atsawintarakun, (2) Mr. Sathundon Sattabusya and (3) Mr. Danai Tangsriviriyakul as directors of the Company for another term of office. In this regard, Mr. Chaiwat Atsawintarakun and Mr. Danai Tangsriviriyakul would hold the position of independent directors of the Company

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

Resolution: The Meeting resolved to approve the re-election of 3 directors, who resigned by rotation, for another term of office, the details are as follows:

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5.1 Resolved to approve the re-election of Mr. Chaiwat Atsawintarangkun as Chairman of the Board of Director / Independent Director, with the following vote:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approved	4,352,629,851	99.95%
Disapproved	1,980,572	0.05%
Abstained	83,784	0.00%
Invalid Voting Card(s)	-	-
Total (59 persons)	4,354,694,207	100.00%

5.2 Resolved to approve the re-election of Mr. Sathundon Sattabusya as Director, with the following vote:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approved	4,352,629,851	99.95%
Disapproved	1,980,572	0.05%
Abstained	83,784	0.00%
Invalid Voting Card(s)	0	0.00%
Total (59 persons)	4,354,694,207	100.00%

5.3 Resolved to approve the re-election of Mr. Danai Tangsriviriyakul as Independent Director/Audit Committee / Nomination and Remuneration Committee / Chairman of the Corporate Governance Committee, with the following vote:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approved	4,354,610,423	100.00%
Disapproved	0	0.00%
Abstained	83,784	0.00%
Invalid Voting Card(s)	0	0.00%
Total (59 persons)	4,354,694,207	100.00%

(-Translation-)

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 6 To consider and approve the directors' remuneration for the fiscal year 2022/23 ended March 31, 2023.

The MC informed the Meeting that the section 90 of the PCLA stipulated that a company shall not pay money or any other property to the directors, except as remuneration under the company's articles of association. 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.

The Nomination and Remuneration Committee carefully considered the directors' remuneration for the fiscal year 2022/23 ended March 31, 2023. In this regard, the Nomination and Remuneration Committee considered the directors' remuneration in comparison with those of other companies in the same industry and proposed the Board of Directors to consider and approve. The Board of Directors had opined that it was appropriate to propose the Meeting to consider and approve the determination of the remuneration of directors and sub-committees for the fiscal year 2022/23 ended March 31, 2023, in the amount of not exceeding THB 2,700,000 which consists of monthly remuneration and meeting allowance, as the following details:

Monthly remuneration

Chairman	40,000 Baht/Person/Month
Chairman of Audit Committee	30,000 Baht/Person/Month
Director	20,000 Baht/Person/Month

Meeting allowance

Audit Committee	15,000 Baht/Person/Times
Nomination and Remuneration Committee	10,000 Baht/Person/Times
Corporate Governance Committee	10,000 Baht/Person/Times

Annual gratuity

Resolved to refrain from paying the Annual gratuity for the fiscal year 2022/23 ended March 31, 2023.

Non-monetary Remuneration

- None -

The Board of Directors had considered and approved the recommendation of the Nomination and Remuneration Committee and deemed it appropriate to propose to the Meeting to approve the determination of the directors' remuneration as details above. In this regard, the Nomination and Remuneration Committee has already scrutinized the appropriateness in various aspects.

(-Translation-)

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

Resolution: The Meeting resolved to approve the directors' remuneration for the fiscal year 2022/23 ended March 31, 2023, in the amount of exceeding THB 2,700,000, with the following vote:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approved	4,354,610,423	100.00%
Disapproved	0	0.00%
Abstained	83,784	0.00%
Invalid Voting Card(s)	0	0.00%
Total (59 persons)	4,354,694,207	100.00%

Remark 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 2022/23 ended March 31, 2023

The MC informed the Meeting that Article 34 of the Company's Articles of Association stipulates that the Annual General Meeting of Shareholders shall appoint the auditors and determine their remuneration, the auditor who was retired can be re-selected. In addition, according to the notification of the Capital Market Committee, the listed company must arrange for the auditor's rotation if the auditor performs the duty of reviewing or auditing and commenting on the Company's financial statements for 5 years. In this regard, the auditor from the same audit office with former auditor can be appointed.

The Company had considered the performance of the auditor from EY Office Company Limited in the past year and is of the opinion that EY Office Company Limited has a network covering many countries and has been selected to review the financial statements of other listed companies in the Stock Exchange of Thailand (“SET”). The auditors from EY Office Company Limited are independent, appropriate, and have performed their duties with responsibility as well as having an understanding of the Company's business. It was therefore appropriate for the Board of Directors to propose to the Meeting to approve the appointment of auditors from EY Office Company Limited as the Company's auditors for the for the fiscal year 2022/23 ended March 31, 2023, by having one of the following auditors to be the auditor and expresses the opinions on the Company's financial statements.

(-Translation-)

Auditor's name	CPA. Number	Number of the year that auditor sign the name to approve the financial report during the past 5 years
1. Ms. Siraporn Ouaanunkun	3844	3
2. Mrs. Chonlaros Suntiasvaraporn	4523	-
3. Mr. Pornanan Kitjanawanchai	7792	2

In this regard, the third nominated auditor at this time was the person who signed the Company's financial statements for the fiscal year 2021/22 ended March 31, 2022. All 3 auditors, according to the proposed list, were independent, without any relationship or interest with the Company, subsidiaries, executives, major shareholders, or those related to such persons. They are independent in auditing and able to express opinions on the financial statements of the Company. Profile and professional Experience of the 3 auditors from EY Office Company Limited are stated in the invitation of this Meeting in the QR CODE form (*Enclosure 4 of the invitation letter to the Meeting*).

In addition, the Audit Committee had considered and deemed it appropriate to propose the Meeting to approve the audit fee for the fiscal year 2022/23 ended March 31, 2023, in an amount not exceeding THB 2,080,000.

The Audit Committee selected the auditors and agreed that The EY Office Company Limited had a comprehensive network in many countries and was well recognized internationally. Its audit fee is appropriate to the business size and reasonableness. The Committee proposed to the Board of Directors in order to propose to the Meeting to approve and appoint such auditors to be the Company's auditors.

The Board of Directors had considered the recommendation of the Audit Committee and deemed it appropriate to propose to the 2022 Annual General Meeting of Shareholders to approve the appointment of the auditors from EY Office Company Limited, i.e., Ms. Siraporn Ouaanunkun and/or Mrs.Chonlaros Suntiasvaraporn and/or Mr. Pornanan Kitjanawanchai as the Company's auditor for the fiscal year 2022/23 ended March 31, 2023 (for the period of 1 April 2022 – 31 March 2023), and the determination of the audit fee for the fiscal year 2022/23 ended March 31, 2023, in the amount of not exceeding THB 2,080,000, as details stated above.

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

Resolution: The Meeting resolved to approve the appointment of auditors from EY Office Company Limited and the determination of the audit fee for the fiscal year 2022/23 ended March 31, 2023. In this regard, one of the following auditors will perform the duty of auditing and commenting on the Company's financial statements:

(-Translation-)

	Auditor's name	CPA. Number
1.	Ms. Siraporn Ouaanunkun	3844 and/or
2.	Mrs. Chonlaros Suntiasvaraporn	4523 and/or
3.	Mr. Pornanan Kitjanawanchai	7792

And determination of the audit fee for the fiscal year 2022/23 ended March 31, 2023, in the amount of not exceeding THB 2,080,000, with the following vote:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approved	4,354,694,207	100.00%
Disapproved	0	0.00%
Abstained	0	0.00%
Invalid Voting Card(s)	0	0.00%
Total (59 persons)	4,354,694,207	100.00%

RemarkThe 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 8 **To consider and approve the issuance and allocation of the warrants to purchase the ordinary shares of the Company No. 4 (MACO-W4) in the amount of not exceeding 2,029,493,030 units to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering)**

The MC informed the Meeting that in order to provide financial flexibility to the Company for expanding the business and for the working capital of the Company in the future, it is deemed appropriate to propose the Meeting to consider and approve the issuance and allocation of the warrants to purchase the ordinary shares of the Company No. 4 (MACO-W4) (the “Warrants” or the “MACO W4 Warrants”) in the amount of not exceeding 2,029,493,030 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-W4 Warrants. Any fractions derived from the calculation based on the allocation ratio shall be rounded down. The term of the Warrants is 1 year 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 1.00 per share. In this regard, the conditions and detail of the MACO-W4 Warrants are as set out in Key Features of Warrants to Purchase the Newly Issued Ordinary Shares of Master Ad Public Company Limited No. 4 (MACO-W4) which has been delivered to the shareholders together with the invitation letter for this Meeting (*Enclosure 5 of the invitation letter to the Meeting*). Additionally, The Company has a plan for utilizing the proceeds received from the exercises of right under the MACO-W4 Warrants as detailed in Clause 5 of the Capital Increase Report Form (F 53-4) (*Enclosure 6 of the invitation letter to the Meeting*).

(-Translation-)

In this regard, the Company will issue and allocate the MACO-W4 Warrants to the shareholders whose names are as appeared on the determination date of shareholders entitled to receive the MACO-W4 Warrants (Record Date) on August 5, 2022, and the Company set the date to issue the Warrants to the shareholders on September 5, 2022.

In addition, it is deemed appropriate to propose the Meeting to consider and approve the delegation of power to the Executive Committee and/or any person delegated by the Executive Committee to determine, revise, add, or change the conditions and any other details in relation to the issuance and allocation of the MACO-W4 Warrants e.g., issuance date of Warrants, allocation method of Warrants, exercise period of Warrants, and the last date to exercise the Warrants, etc. including execute and revise any relevant documents, and take any actions in relation to or necessary for the completion of the issuance and allocation of the MACO-W4 Warrants, which is including but not limited to the filing of applications, information, documents and evidence to the Stock Exchange of Thailand (“SET”), the Securities and Exchange Commission, the Thailand Securities Depository Company Limited, the Ministry of Commerce, or other relevant government agencies, as well as listing the MACO-W4 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. 4 (MACO-W4) in the amount of not exceeding 2,029,493,030 units to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) and the delegation of power to the Executive Committee and/or any person delegated by the Executive Committee to take any actions in relation to or necessary for the completion of the issuance and allocation of the MACO-W4 Warrants.

Then, the MC allowed the Meeting to express opinions and inquire about questions regarding this agenda. There was no shareholder who 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. 4 (MACO-W4) in the amount of not exceeding 2,029,493,030 units to the existing shareholders of the Company in proportion to their respective shareholdings as details proposed above, with the following vote:

Shareholders’ voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approved	4,354,626,182	100.00
Disapproved	68,025	0.00
Abstained	0	0.00
Invalid Voting Card(s)	0	0.00
Total (57 persons)	4,354,694,207	100.00

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 9 **To consider and approve the increase of the Company’s registered capital of THB 208,335,584.90 from the existing registered capital of THB 981,485,305.20 to THB 1,189,820,890.10 by issuing newly issued ordinary shares of 2,083,355,849 shares, with a par value of THB 0.10 per share.**

(-Translation-)

The MC informed the Meeting that as the Company intended to issue and allocate the MACO-W4 Warrants to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) as detailed in Agenda 8 above and to issue the newly issued ordinary shares to accommodate the right adjustment of the warrants to purchase the ordinary shares of Master Ad Public Company Limited No. 3 (“**MACO-W3 Warrants**”). Therefore, it is deemed appropriate to propose the Meeting to consider and approve the increase of the Company’s registered capital of THB 208,335,584.90 from the existing registered capital of THB 981,485,305.20 to THB 1,189,820,890.10 by issuing newly issued ordinary shares of 2,083,355,849 shares, with a par value of THB 0.10 per share to accommodate the exercise of rights under the MACO-W4 Warrants in the amount of not exceeding 2,029,493,030 shares with a par value of THB 0.10 per share and to accommodate the right adjustment of MACO-W3 Warrants in the amount not exceeding 53,862,819 shares with a par value of THB 0.10 per share. In this regard, the details are as set out in the Capital Increase Report Form (F53-4) which has been delivered to the shareholders together with the invitation letter for this Meeting (*Enclosure 6 of the invitation letter to the 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 208,335,584.90 from the existing registered capital of THB 981,485,305.20 to THB 1,189,820,890.10 by issuing newly issued ordinary shares of 2,083,355,849 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 was no shareholder who asked any questions. 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 208,335,584.90 from the existing registered capital of THB 981,485,305.20 to THB 1,189,820,890.10 by issuing newly issued ordinary shares of 2,083,355,849 shares, with a par value of THB 0.10 per share as details proposed above, with the following vote:

Shareholders’ voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approved	4,354,514,007	100.00
Disapproved	180,200	0.00
Abstained	0	0.00
Invalid Voting Card(s)	0	0.00
Total (59 persons)	4,354,694,207	100.00

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.

(-Translation-)

Agenda 10 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 208,335,584.90, as detailed in Agenda 9 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

“Claue 4.	Registered capital	THB 1,189,820,890.10	(One billion one hundred eighty-nine million eight hundred twenty thousand eight hundred ninety Baht and ten Satang)
	Divided into	11,898,208,901 shares	(Eleven billion eight hundred ninety-eight million two hundred eight thousand nine hundred and one shares)
	Par value per share	THB 0.10	(Ten Satang)
	Divided into:		
	Ordinary shares	11,898,208,901 shares	(Eleven billion eight hundred ninety-eight million two hundred eight thousand nine hundred and one shares)
	Preferred shares	- shares	(- shares)”

In this regard, it was proposed that any person designated by the Board of 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 order.

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 the delegation of power to any person designated by the Board of Directors to register the amendment to the Memorandum of Association of the Company with the Department of Business Development, the Ministry of Commerce, and shall be empowered to amend and adjust the wordings to be in line with the registrar's order.

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

(-Translation-)

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 as details proposed above, with the following vote:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approved	4,354,694,207	100.00
Disapproved	0	0.00
Abstained	0	0.00
Invalid Voting Card(s)	0	0.00
Total (59 persons)	4,354,694,207	100.00

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 11 **To consider and approve the allocation of newly issued ordinary share of the Company**

11.1 **To consider and approve the allocation of not exceeding 2,029,493,030 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-W4 Warrants.**

The MC informed the Meeting that since the Company intended to issue and allocate the MACO-W4 Warrants in the amount of not exceeding 2,029,493,030 units, at no cost, to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering), as detailed in Agenda 8 above. It was deemed appropriate to propose the Meeting to consider and approve the allocation of newly issued ordinary shares in the amount of 2,029,493,030 shares with a par value of THB 0.10 per share to accommodate the exercise of the rights under the MACO-W4 Warrants in the amount of not exceeding 2,029,493,030 units. The conditions and details of the MACO-W4 Warrants were set out in the Key Features of Warrants to Purchase the Newly Issued Ordinary Shares of Master Ad Public Company Limited No. 4 (MACO-W4) which was delivered to the shareholders together with the invitation to the Meeting (Enclosure 5 of the invitation letter 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 2,029,493,030 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-W4 Warrants.

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

(-Translation-)

Resolution The Meeting resolved to approve the allocation of not exceeding 2,029,493,030 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-W4 Warrants as details proposed above, with the following vote:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approved	4,354,694,207	100.00
Disapproved	0	0.00
Abstained	0	0.00
Invalid Voting Card(s)	0	0.00
Total (59 persons)	4,354,694,207	100.00

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

11.2 To consider and approve the issuance and allocation of not exceeding 53,862,819 newly issued ordinary shares of the Company, with a par value of THB 0.10 per share, to accommodate the right adjustment of the warrants to purchase the newly issued ordinary shares of the Company No. 3 (MACO-W3)

The MC informed the Meeting that the Company had adjusted the exercise price and the exercise ratio for MACO-W3 Warrants due to the issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding, where the price of such shares was less than 90 percent of the price per share of the Company's ordinary shares. The Company had adjusted the rights on November 26, 2021, details were as follows:

The new exercise price and exercise ration for MACO-W3 Warrants

	Before the right adjustment	After the right adjustment
Exercise price (THB/Share)	2.00	1.545
Exercise ratio	1 unit :1 share	1 unit: 1.294 shares
The number of additional ordinary shares issued to accommodate the exercise of rights	1,696,880,931 shares	1,750,743,750 shares

Presently, the Company had allocated the shares to accommodate the adjustment of right of MACO-W3 Warrants in the amount of 1,696,880,931 shares. The Company, therefore, was required to issue and allocate not more than 53,862,819 newly issued ordinary shares at the par value of THB 0.10 per share to accommodate the adjustment of right of MACO-W3 Warrants as detailed above. Thus, it is deemed appropriate to propose to the Meeting to consider and approve the allocation of newly issued ordinary shares in the amount of not more than 53,862,819 shares with a par value of THB 0.10 per share to accommodate the adjustment of the right of the MACO-W3 Warrants. In this regard, the are as set out in the Capital Increase Report Form (F53-4) which has been delivered to the shareholders together with the invitation letter for this Meeting (*Enclosure 6 of the invitation letter to the Meeting*)

(-Translation-)

In addition, it was deemed appropriate to propose to the Meeting to consider and approve the delegation of power to the Executive Committee and/or any person delegated by the Executive Committee to determine, revise, add, or change the conditions and any other details in relation to the issuance and allocation of newly issued ordinary shares in order to accommodate the adjustment of the right of the MACO-W3 Warrants.

The Board of Directors had considered and deemed it appropriate to propose the shareholders' meeting to consider and approve the allocation of to accommodate the right adjustment of the warrants to purchase the newly issued ordinary shares of the Company No. 3 (MACO-W3) and the delegation of power to the Executive Committee and/or any person delegated by the Executive Committee to determine, revise, add, or change the conditions and any other details in relation to the issuance and allocation of MACO-W3 Warrants.

Then, the MC allowed the Meeting to express opinions and inquire about questions regarding this agenda. There was no shareholder who 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 not exceeding 53,862,819 newly issued ordinary shares of the Company, with a par value of THB 0.10 per share, to accommodate the right adjustment of the warrants to purchase the newly issued ordinary shares of the Company No. 3 (MACO-W3) as details proposed above, with the following vote:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approved	4,354,694,207	100.00
Disapproved	0	0.00
Abstained	0	0.00
Invalid Voting Card(s)	0	0.00
Total (59 persons)	4,354,694,207	100.00

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 12 Other Matters (If any)

The MC informed the Meeting that the Company had given the opportunity to shareholders to propose the agenda for the 2022 Annual General Meeting of Shareholders in accordance with the rules disclosed on the Company's website "www.masterad.com" including notifying via the electronic system of the SET between December 28, 2021, and March 31, 2022, regarding the right of shareholders to propose agendas in the 2022 Annual General Meeting of Shareholders for the Board of Directors' consideration in advance. It appeared that no shareholder proposed to add agenda in advance.

(-Translation-)

In addition, section 105 paragraph two of the PCLA 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.

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 16.00 p.m.

Yours sincerely,

Master Ad Public Company
Limited

-Signature-

(Mr. Chaiwat Atsawintarangkun)

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. Chaiyasit Puvapiromquan

Age: 80

Position:

Director and Member of Corporate Governance Committee

Education:

Master of Political Science, Sukhothai Thammathirat Open University
 Bachelor of Education, Education college Srinakharinwirot University

Training:

Advanced Diploma for Executives on Politics and
 School of Politics and Public Governance,
 Class 2 Administration, King Prajadhipok's Institute.
 Director Accreditation Program (DAP) 118/2015 Thai Institute of Directors (IOD)

Date of appointment of Director: 22 April 2015

Shareholding in the Company: -none-

Family Relationship between Director and Executive: -none-

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

Other Listed Companies:

2017 – Present Independent Director/Audit Committee Nation Multimedia Group PCL.

Other Companies:

2012-Present Audit Committee and assessor Bansomdejchaopraya Rajabhat University
 2011-Present Independent Director/ Audit Committee BTS Asset
 2008 - 2010 Independent Director/ Audit Committee BTS Group PCL.

Period as the Director:

Period 1: April 12, 2014 – April 21, 2015

Period 2: April 22, 2015 – April 23, 2018

Period 3: April 24, 2018 – July 23, 2021

Period 4: July 24, 2021 – Present

(The total term as directorship of the Company: 9 years 3 Months)

Meeting attendance in 2022/23:

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

Attending CG Committee Meeting: 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. Chalush Chinthammit

Position:

Independent Director, Audit Committee,
Member of Nomination and Remuneration Committee and
Member of Corporate Governance Committee

Age: 54

Education:

MBA in Finance and Banking, Mercer University, USA.
BBA in Finance and Banking, Assumption University



Training:

- Director Accreditation Program (DAP) 17/2547 Thai Institute of Directors Association
- Principles of business reform and innovation networking Federation of Thai Industries
- Certificate Executive Program on Energy Literacy for a Sustainable Future vorpornor. 6 Institute of Energy Sciences
- Courses for Senior Development Executives Industry & Investment W.T.A. 3rd generation Institute of Business and Industry Sciences
- Senior Executive Program Class 10 Capital Market Academy

Date of appointment of Director: 24 April 2017

Shareholding in the Company: -none-

Family Relationship between Director and Executive: -none-

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

Other Listed Companies:

2020 – Present	Director	Triton Holding PCL
2019 – Present	Director	Kerry Express (Thailand) PCL.
2018 – Present	President	BBGI PCL
2007 – Present	Director	Thai Sugar Terminal PCL.
2007 – Present	Director	TS Flour Mill PCL.
2004 – Present	Director, Chief Executive Officer and President	Khon Kaen Sugar Industry PCL.

Other Companies: -

2021 – Present	Director	Khun Chuan Co.,Ltd.
2020 – Present	President	Thai Sugar and Bioenergy Producers Trade Association
2020 – Present	Chairman of the Industry Group	Federation of Thai Industries
2018 – Present	Director	Bangchak Biofuel Co.,Ltd.
2017 – Present	Director	Bangchak Bio-Ethanol (Chachoengsao) Co., Ltd.
2017 – Present	Director	D.A.D SPV Co., Ltd.
2016 – Present	Director	WSP Logistics Co., Ltd.
2016 - Present	Director	KSL Green Innovation PCL.
2015 – Present	Director	Cheng Press Co., Ltd.

(-Translation-)

2015 – Present	Director and Chairman of the Audit Committee	Dhanarak Asset Development Co.,Ltd.
2013 – Present	Director	Chinakit Co.,Ltd.
2012 – Present	Director	Raja Solar Material Co.,Ltd.
2007 - Present	President	KSL. Agro and Trading Co., Ltd
2007 - Present	Chairman of the Board of Director	Colossal International service Co,Ltd.
2007 - Present	Director	Raja Ceramic Co.,Ltd.
2007 - Present	Director	Chanarat Co.,Ltd.
2006 - Present	Director	Savannakhet Sugar Co.,Ltd.
2004 - Present	Director	KSL Sugar Holding Co., Ltd
2004 - Present	Director	Pararuamchoke Co., Ltd
2003 - Present	Director	Kohkong Plantation Co.,Ltd.
2003 - Present	Director	KhonKaen Sugar Power Plant Co.,Ltd
2002 - Present	Director	KSL Export Trading Co., Ltd
2001 - Present	Director	Thai Sugar Miller Co., Ltd.
1997 - Present	Director	Onnuch Construction Co., Ltd.
1997 - Present	Director	Cane and Sugar Board under the Cane Act and sugar in 1984.
1996 – Present	Director	KSL Real-estate Co.,Ltd.
1996 - Present	Director	MMP Corporation Co., Ltd.

Period as the Director:

Period 1: April 24, 2017 – August 11, 2020

Period 2: August 12, 2020 – Present

(Total term as directorship of the company 6 years 3 Months)

Meeting attendance in 2022/23:

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

Attending Audit Committee Meeting: 4/4 times, equivalent to 100 %

Attending Nomination and Remuneration Committee Meeting: 0/1 times

Attending Corporate Governance Committee Meeting: 1/1 times , 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. Warawut Nartpradith

Position: Director

Age: 44

Education:

Bachelor's Degree in Business Management from Maejo University

Training:

The Director Accreditation Program (DAP) 163/2019 by Thai Institute of Directors

Date of appointment of Director: 10 August 2021

Shareholding in the Company: -none-

Family Relationship between Director and Executive: -none-

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

Other Listed Companies:

2020 - Present	Member of the Executive Committee	Kerry Express (Thailand) PCL.
2019 - Present	Director and Chief Operations Officer	Kerry Express (Thailand) PCL.
2017-2019	Deputy General Manager	Kerry Express (Thailand) PCL

Other Companies:

2021 - Present	Director	Kerry Express - Central Co.,Ltd.
2021 - Present	Director	Kerry Express Betagro Co.,Ltd
2020- Present	Director	Kerry Express Service Co.,Ltd.
2020- Present	Director	Miracle Rich Holding Co.,Ltd.

Period as the Director:

Period 1: August 10, 2021 – Present

(Total term as directorship of the company: 1 year 11 Months)

Meeting attendance in 2022/23:

Attending Board Meeting: 5/5 times, 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-)

1. **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.Chalush Chinthammit
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 -

2. Information on holding shares in Master Ad 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.Chaiyasit Puvapiromquan	- None -	- None -
2. Mr.Chalush Chinthammit	- None -	- None -
2. Mr.Warawut Nartpradith	- None -	- None -

3. 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.Chaiyasit Puvapiromquan	1	Director/CG Committee	4	- None -
2. Mr.Chalush Chinthammit	6	Independent Director/Audit Committee/NRC /CG Committee	27	- None -
2. Mr.Warawut Nartpradith	1	Director	6	- None -

(-Translation-)

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.

(-Translation-)

Profiles and Work Experience of Auditors



Mr. Pornanan Kitjanawanchai

Partner

EY Office Limited

Certified Public Accountant No. 7792

Profiles and Work Experience

Working Period

: 1999 – Present

Professional Qualification

: Certified Public Accountant and Thai SEC-approved auditor

Academic Qualification

: Master of Economics, National Institute of Development Administration

Bachelor of Accounting, Chulalongkorn University

Experience

: He has more than 20 years of public accounting experience serving clients in a wide range of industries, including multinational corporations and listed companies in Thailand, and is specialized in the mass transit, manufacturing, service, and real estate industries. Moreover, he also has experience in providing consultancy services in respect of merger and acquisition.

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 : Pornanan.Kitjanawanchai@th.ey.com

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 -

(-Translation-)

Profiles and Work Experience of Auditors



Mrs. Chonlaros Suntiasvaraporn

Partner

EY Office Limited

Certified Public Accountant No. 4523

Profiles and Work Experience

- Working Period : 1992 – Present
- Professional Qualification : Certified Public Accountant and Thai SEC-approved auditor
- Academic Qualification : Bachelor of Accounting, Chulalongkorn University
- Experience : She has more than 25 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 real estate, construction, manufacturing service, and distribution of consumer and industrial products industries. Moreover, she 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 -
- 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 : Chonlaros.Suntiasvaraporn@th.ey.com

(-Translation-)

Profiles and Work Experience of Auditors



: Ms. Sumesa Tangyoosuk
 Certified Public Accountant Registration number 7627
 EY Office Limited

Profiles and Work experience

Working Period : 2001 - Present

Professional Qualification : Certified Public Accountant (Thailand)
 Auditor Approved by the office of The Securities and Exchange Commission of Thailand

Academic Qualification : - Master of Accounting, Thammasat University
 - Bachelor of Accounting, Thammasat University

Experience : More than 20 years of public accounting experience with EY serving clients in a wide range of industries, including both multinational corporations and listed companies in Thailand. Her industry knowledge and experience include manufacturing and trading and service. In addition, she also has considerable experience in initial public offering to listing on the Stock Exchange.

Relationship with or Interest in (except for the audit service) : None
 the Company, Subsidiary, Executives, Major Shareholders, or their Related Persons, Capable of Undermining the Ability to Perform Duties Independently

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 : Sumesa.Tangyoosuk@th.ey.com

(-Translation-)

Information on independent Directors and Power of attorney

1. Mr.Voraphot Chanyakomol

Independent Director and Audit Committee

Age: 56

Address:

Master Ad Public Company Limited

No.21, TST TOWER 21-22th floor, Viphavadi-Rangsit Rd.,

Chomphon Sub-district, Chatuchak District, Bangkok 10900

Special Interest in any Agenda proposed in this Meeting: -None-



2.Mr.Danai Tangsriviriyakul

Independent Director and Audit Committee

Age: 74

Address:

Master Ad Public Company Limited

No.21, TST TOWER 21-22th floor, Viphavadi-Rangsit Rd.,

Chomphon Sub-district, Chatuchak District, Bangkok 10900

Special Interest in any Agenda proposed in this Meeting: -None-



(-Translation-)

Master Ad Public Company Limited
Articles of Association
Meeting of Shareholders

Section 5: Meeting of Shareholders

29. Within four months of ending the Company's financial period, the Board of Director shall call for an Ordinary Meeting of Shareholders. Any other meeting there after shall be called the 'Extraordinary Meeting of Shareholders.' The Board of Directors may at any time it deems appropriate call for a Meeting of Shareholders. The holders of shares of at least one fifth of the shares sold or at least twenty five holders of shares totaling not less than one tenth of the shares sold may petition for an Extraordinary Meeting of Shareholders to be convened at any time, expressly stating the reasons for calling for such Meeting and in response to such petition the Board of Directors shall hold the Meeting of Shareholders within one month of receiving from the shareholders such petition.

The Meeting of Shareholders shall be held at the place where the Company's principal office is located, at a province nearby or any other place as specified by the Board of Directors.

30. The call by the Board of Directors for a Meeting of Shareholders shall be made in writing giving the venue, date, time, items on the agenda and other issues to be presented to the Meeting with details as appropriate stating clearly the matters to be presented, acknowledged, deliberated and endorsed, whichever the case may be, including the Views of the Board of Directors: on such matters and the same shall be sent to the shareholders and acknowledged by the Registrar at least seven days prior to the date of the Meeting. At least three days before the date of the Meeting, such invitation to attend the Meeting shall also be published in a newspaper for three consecutive days.

31. At a Meeting of Shareholder, a quorum is said to be formed when at least twenty five persons, being shareholders and proxies (if any), or at least half of all the shareholders representing at least one third of all the shares sold are present.

In the event that a quorum cannot be formed within one hour after the appointed time for the Meeting, such Meeting shall, if called for by the shareholders, be cancelled, if not called for by the shareholders, be postponed, and another invitation to attend the next Meeting shall be sent to the shareholders within seven days before the date of the next Meeting and at the time of the next Meeting a quorum need not be formed.

32. At the Meeting decision shall be made as follows:

- (1) Normally, decision shall be made by majority vote. In case of a tie, the Chairman of the Meeting shall cast another vote as a ruling vote.
- (2) At least three quarters of the votes of all the shareholders who attend the Meeting and have the right to votes shall be required for decision on any of the following issues:
 - (a) The sale or transfer of all or the major parts of the Company's business to other person;
 - (b) The purchase or acceptance by the Company of the business of other company or individual;
 - (c) The execution, amendment or termination of the lease on all or the major parts of the Company's business; appointment of the manager of the Company's business or a merger with intention of sharing profits and losses.

33. At the Annual Ordinary Meeting of Shareholders, the agenda shall include the following items:

- (1) To endorse the report on the previous year's performance presented by the Board of Directors;
- (2) To endorse the balance sheet;
- (3) To allocate profits;
- (4) To appoint new directors in place of those whose office terms have come to an end;
- (5) To appoint the auditor;
- (6) To transact other businesses.

34. At the Annual Ordinary Meeting of Shareholders, the Auditor shall be appointed and his remuneration shall also be fixed. 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 มาสเตอร์ แอดจำกัด (มหาชน) (“บริษัทฯ”)
Being a shareholder of Master Ad 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)

กรุณาเลือกข้อ 1. กรุณาทำ
เครื่องหมาย ✓ ที่ 1. ระบุชื่อ
ผู้รับมอบอำนาจ
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

กรุณาเลือกข้อ 2. กรุณาทำ
เครื่องหมาย ✓ ที่ 2. และเลือก
กรรมการอิสระคนใดคนหนึ่ง
If you make proxy by choosing No.
2, please mark ✓ at 2. and
choose one of these members of the
Independent Directors.

2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัทฯ คือ
Appoint any one of the following members of the Independent Directors of the
Company
 นายวราพจน์ จรรย์โกมล / Mr.Voraphot Chanyakomol หรือ/OR
 นายดนัย ตั้งศรีวิริยะกุล / Mr.Danai Tangsriviriyakul
(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 5 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี
2566 โดยกรรมการอิสระไม่มีส่วนได้เสียพิเศษในทุกวาระที่เสนอในการประชุม)
(Details of members of the Independent Directors of the Company are specified in Enclosure
5 of the Invitation of the Annual General Meeting of Shareholders 2023 in this regard, the
independent directors do not have any conflict of interest in every agenda.)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of such members of the Independent Directors is unable to attend the meeting, 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.

เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 วันที่ 21 กรกฎาคม 2566 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the Annual General Meeting of Shareholders 2023 on July 21, 2023 at 2.00 p.m. via Electronic Mean (E-AGM.) 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น 2565 ซึ่งประชุมเมื่อ วันที่ 27 กรกฎาคม 2565

Agenda 1 To consider and certify the minutes of 2022 Annual General Meeting of Shareholders, held on July 27, 2022;

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 2565/66 สิ้นสุดวันที่ 31 มีนาคม 2566

Agenda 2 To acknowledge the annual report of the Company for fiscal year 2022/23 ended March 31, 2023;

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 2565/66 สิ้นสุด วันที่ 31 มีนาคม 2566

Agenda 3 To consider and approve the audited financial statements of the Company for the fiscal year 2022/23 ended March 31, 2023.

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 พิจารณานุมัติการงดจ่ายเงินปันผล สำหรับผลการดำเนินงานรอบบัญชีปี 2565/66 สิ้นสุดวันที่ 31 มีนาคม 2566

Agenda 4 To consider and approve dividend omission from the operating performance for the fiscal year 2022/23 ended March 31, 2023.

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 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ
 Agenda 5 To consider and approve the election of directors replacing those retired by rotation.
 การแต่งตั้งกรรมการทั้งชุด

To elect director as a whole

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

การแต่งตั้งกรรมการเป็นรายบุคคล

To elect each director individually

ชื่อกรรมการ นายชัยสิทธิ์ ภูวภิรมย์ชวีญ

Name of Director. Mr.Chaiyasit Puvapiromquan

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

ชื่อกรรมการ นายชลัช ชินธรรมมิตร

Name of Director. Mr.Chalush Chinthammit

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

ชื่อกรรมการ นายวรารุญ นาทประดิษฐ์

Name of Director. Mr. Warawut Nartpradith

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 6 พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการสำหรับรอบบัญชีปี 2566/67 สิ้นสุด วันที่ 31 มีนาคม 2567

Agenda 6

To consider and approve the directors' remuneration for the fiscal year 2023/24 ended March 31, 2024.

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 **พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชี สำหรับรอบบัญชีปี 2566/67 สิ้นสุด วันที่ 31 มีนาคม 2567**
Agenda 7 **To consider and approve the appointment of auditors and the determination of the audit fee for the fiscal year 2023/24 ended March 31, 2024.**

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

ระเบียบวาระที่ 8 **พิจารณาเรื่องอื่น ๆ (ถ้ามี)**
Agenda 8 **Other matters (if any)**

- (5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
 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 ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 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.
 กิจการใดที่ผู้รับมอบอำนาจได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบอำนาจไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบอำนาจให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
 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/Signedผู้มอบอำนาจ/Grantor
 (.....)

ลงชื่อ/ Signedผู้รับมอบอำนาจ/Proxy
 (.....)

ลงชื่อ/ Signedผู้รับมอบอำนาจ/Proxy
 (.....)

หมายเหตุ/Remarks

- ผู้ถือหุ้นที่มอบอำนาจจะต้องมอบอำนาจให้ผู้รับมอบอำนาจเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบอำนาจหลายคนเพื่อแยกการลงคะแนนเสียงได้
 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 ผู้มอบอำนาจสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบอำนาจแบบ 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 มาสเตอร์ แอดจำกัด (มหาชน)

A proxy is granted by a shareholder of Master Ad Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 วันที่ 21 กรกฎาคม 2566 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่
อื่นด้วย

at the Annual General Meeting of Shareholders 2023 on July 21, 2023. at 2.00 p.m. via Electronic Mean (E-AGM.) 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 _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

ระเบียบวาระที่ _____ เรื่อง _____

Agenda no. Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

ระเบียบวาระที่ _____ เรื่อง _____

Agenda no. Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

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 _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Vote

(-Translation-)

Guidelines for attending the 2023 Annual General Meeting of Shareholders through Electronic Media (E-AGM.2023) and appointment of Proxy

1. In case shareholders are attending the E-AGM.2023

1.1 Please fill in “Registration form for attending the E-AGM.2023” (Enclosure no.9). Kindly fill in email and your cell phone number clearly in order to be used for the meeting registration and attach identification document to confirm the attendance at E-Meeting as follows:

- In the event that the shareholder is an ordinary person—a valid certified true copy of ID card or passport or other official document issued by a government authority (Please cross out or remove your sensitive personal Data such as religion, race etc.).
- In the event that the shareholder is a juristic person – an executed version of the power of attorney or a proxy and supporting documents as per the detail in item “Supporting documents for the appointment of proxy” in next page.

Please submit the “Registration form for attending the E-AGM.2023 and such identification document to the Company by July 17, 2023 via the following channels:

- Email: register@masterad.com or
- Post:

Company Secretary Office,
Master Ad Public Company Limited
No.21, TST TOWER 21th floor, Viphavadi-Rangsit Rd.,
Chomphon Sub-district, Chatuchak District, Bangkok 10900

1.2 When the Company receives the documents as per item 1.1 from you, the Company will proceed with inspecting the documents to confirm the meeting attendance. Once completed, the Company will send a username and password, together with Web Link for attending the E-AGM.

Kindly keep the username and password provided for the shareholder in confidence and refrain to disclose it to other persons. In the case that your username and password are lost or you have not received it by July 14, 2023, please immediately contact the Company.

1.3 Please read the manual for using the E-AGM system thoroughly from the email that the Company sends to you. The system will be opened 60 minutes prior to the meeting so that shareholders can register to attend the meeting. However, the live broadcast of E-AGM will begin at 14.00 hrs.

1.4 To vote during the E-AGM.2023, a shareholder may cast his or her vote on each agenda to either Approve, Disapprove, or Abstain from voting. For the shareholders who do not vote on any agenda, the system will automatically count your vote as “Approve”.

1.5 If you encounter with any technical problem in using the E-AGM. system before or during the meeting, please contact Quidlab Company Limited who will be the Company’s service provider for the Company’s E-AGM’s meeting. The Company will specify a contact channel for Quidlab Company Limited in the email containing the username and password.

(-Translation-)

2. In case shareholders appoint a proxy to attend the E-AGM.2023

In case that a shareholder is unable to attend the E-AGM.2023 meeting, he/she may authorize another person or the following Company's Independent Director, to attend and vote on his/her behalf.

1. Mr.Voraphot Chanyakomol

Independent Director and Chairman of the Audit Committee

Age: 56

Address:

Master Ad Public Company Limited

No.21, TST TOWER 21th floor, Viphavadi-Rangsit Rd.,
Chomphon Sub-district, Chatuchak District, Bangkok 10900

Equity on the agenda: -None-

2.Mr.Danai Tangsriviriyakul

Independent Director and Audit Committee

Age: 74

Address:

Master Ad Public Company Limited

No.21, TST TOWER 21th floor, Viphavadi-Rangsit Rd.,
Chomphon Sub-district, Chatuchak District, Bangkok 10900

Equity on the agenda: -None-

In this regard, the shareholders are requested to fill in and sign the proxy form that the Company has delivered to the shareholders or which can be downloaded from the Company's website at <https://investor.masterad.com/en/home> and send the proxy together with supporting documents for the appointment of proxy (as specified below) to the Company by July 17, 2023 via the following channels:

- Email: register@masterad.com or
- Post:
Company Secretary Office,
Master Ad Public Company Limited
No.21, TST TOWER 21th floor, Viphavadi-Rangsit Rd.,
Chomphon Sub-district, Chatuchak District, Bangkok 10900

Supporting documents for the appointment of proxy Shareholder appoints a proxy

1. A Proxy Form which is completely filled and signed by the proxy grantor and the proxy; and
2. A copy of valid ID card or passport (Please cross out or remove your sensitive personal Data such as religion, race etc.) certified true copy by the proxy grantor; (Please cross out or remove sensitive personal Data such as religion, race etc.) and
3. A copy of valid ID card or passport (Please cross out or remove your sensitive personal Data such as religion, race etc.) certified true copy by the proxy. (Please cross out or remove sensitive personal Data such as religion, race etc.)

(-Translation-)

Juristic person appoints a proxy

1. A Proxy Form which is completely filled and signed by such juristic person's authorized person and have such juristic person's company seal affixed (if any) of the proxy grantor and signed by the proxy; and
2. A certified true copy of the Affidavit or Certificate of Incorporation of the proxy grantor which is issued in the period of not exceeding 6 months prior to the shareholder meeting; and
3. A copy of valid ID card or passport (Please cross out or remove your sensitive personal Data such as religion, race etc.) certified true copy by the proxy grantor's authorized person; and
4. A copy of valid ID card or passport certified true copy by the proxy. (Please cross out or remove sensitive personal Data such as religion, race etc.)

Non-Thai national or foreign juristic person

In the event that the documents or evidence mentioned above is not a Thai or English document. Shareholders are required to present an English translation of the document which signed to certify the translation by the shareholders or by the authorized person to bind the juristic person who is the shareholder.

3. Channel for shareholder to send comments or questions related to the Company and agenda to be considered in the E-AGM.2023 are as follows:

- 3.1 During the E-AGM.2023 meeting, the shareholder attending the meeting can submit comments or questions via the E-AGM. system.
- 3.2 The shareholder can submit comments or questions in advance by sending the "Submit questions in advance form for the E-AGM.2023" (Enclosure no.10), to the Company by July 17, 2023 via the following channels:

- Email: register@masterad.com or
- Post:

Company Secretary Office,

Master Ad Public Company Limited

No.21, TST TOWER 21th floor, Viphavadi-Rangsit Rd.,

Chomphon Sub-district, Chatuchak District, Bangkok 10900

(-Translation-)

Registration form for attending the Annual General Meeting of shareholders (E-AGM 2023)

Written at.....

Date.....Month.....Year.....

I.....Nationality.....Address No.....

Road.....Sub-district.....District.....

Province.....Postal code.....Cell phone

Shareholder registration number.....as a

shareholder of Master Ad Plc. holding a total number of shares

I hereby confirm that I will attend the meeting and cast my votes at the Annual General Meeting of Shareholders 2023 (on July 21, 2023, at 14.00 hrs. which will be held through Electronic Media (E-AGM.2023) by;

Attending the E-AGM.2023 by myself, please send me a username and password, together with the Web Link for attending the E-AGM to my E-mail at

Appointing Mr./Ms./Mrs. as a proxy to attend the meeting, please send a username and password, together with the Web Link for attending the meeting to his/her E-mail at

Sign Shareholder

(.....)

SignProxy

(.....)

Note: Shareholders can send this “Registration form for attending the E-AGM 2023”, and attach identification document for inspection of the E-AGM 2023 attending right, to the Company by July 17, 2023 via the following channels:

- Email: register@masterad.com or
- Post:
 Company Secretary Office,
 Master Ad Public Company Limited
 No.21, TST TOWER 21th floor, Viphavadi-Rangsit Rd.,
 Chomphon Sub-district, Chatuchak District, Bangkok 10900

(-Translation-)

**Submit questions in advance form for
the 2023 Annual General Meeting of shareholders (E-AGM.2023)**

Date.....Month.....Year.....

I.....Nationality.....Address No.....

Road.....Sub-district.....District.....

Province.....Postal Code.....E-mail

Cell phone..... Shareholder registration number

as a shareholder of Master Ad Public Company Limited.

holding a total number of shares

Interest Information (if any)

Question

1.

2.

3.

Sign Shareholder

(.....)

Note: The shareholder can send this “Submit questions in advance form for the E-AGM.2023”
, to the Company by July 17, 2023 via the following channels:

- Email: register@masterad.com or
- Post:
Company Secretary Office,
Master Ad Public Company Limited
No.21, TST TOWER 21th floor, Viphavadi-Rangsit Rd.,
Chomphon Sub-district, Chatuchak District, Bangkok 10900