

**The Minutes of 2024 Annual General Meeting of Shareholders
Roctec Global Public Company Limited
July 26, 2024**

Date, Time and Venue

The 2024 Annual General Meeting of Shareholders of Roctec Global Public Company Limited (the “Company”) was held on Friday, 26 July 2024 at 2.00 p.m. via an electronic means (E-AGM) And there will be a video recording of the meeting.

Directors Present at the Meeting

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

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

Executives Present at the Meeting

- | | | |
|---|-----------------------------|---|
| 1 | Miss Tamonwan Narintavanich | Executive Committee, Risk Management Committee, Chief Financial Officer and Company Secretary |
| 2 | Miss Rodjana Trakulkoosri | Executive Committee, Chief Business Development Officer (CBO) |
| 3 | Mrs. Uraivan Boonyarataphan | Chief People Officer (CPO) |
| 4 | Mr. Pipop Intaratat | Chief of the Internal Audit Department |

Advisors Present at the Meeting**Legal Advisors**

- | | | |
|----|---------------------------|---|
| 1. | Ms. Pitchayaporn Thongkum | Lawyer from The Capital Law Office Limited. |
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Auditor

- | | | |
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| 1. | Mr. Pornanan Kijnawanchai | EY Office Company Limited. |
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Commencement of the Meeting

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

The Company Secretary 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. The Meeting that this Meeting, Ms. Pitchayaporn Thongkum from The Capital Law Office Limited joined the Meeting a acted as the votes counting witness in order to promote the good corporate governance of the Company. After that, the Company Secretary then explained the procedures for the vote counting and vote casting as follows:

1. Prior to vote casting of any agenda, the Chairman shall allow the shareholders to inquire about the details and inquiry.
2. With respect to the vote casting in the meeting, every shareholder shall have the numbers of votes equal to the shares held by him/herself as one share one vote.
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 seperate 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 6, 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.

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

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

As of the date for determining the names of shareholders being entitled to attend the 2024 Annual General Meeting of Shareholders (Record Date) on June 10, 2024, the Company had 10,564 shareholders, consisting of 10,544 Thai shareholders, holding 8,071,341,865 shares in aggregate, which is equivalent to 99.43 percent of the total paid-up shares of the Company, and 20 foreign shareholders holding 46,634,312 shares in aggregate, which is equivalent to 0.57 percent of the total paid-up shares of the Company.

In this Meeting, there were 52 shareholders present in person and by proxy in total, holding altogether 4,587,379,209 shares, representing 56.51 percent of the total paid-up shares of the Company. A quorum was, therefore, duly formed according to the Articles of Association of the Company, which required at least 25 shareholders to attend a meeting in person or by proxy or not less than half of the total number of shareholders



and collectively hold not less than one-third of the total paid-up shares of the Company, which is equal to 2,705,992,059 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 February 1, 2024, until April 31, 2024, 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 Chairman 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 Extraordinary General Meeting of Shareholders No.1/2023, held on December 21, 2023.

The Company Secretary informed the Meeting that the Company has already prepared the Minutes of the Extraordinary Annual General Meeting of Shareholders No.1/2023 held on December 21, 2023, within 14 days from the date of such Meeting. In this regard, the Minutes of such Meeting have been published on the Company's website and delivered to the shareholders together with the invitation letter for this Meeting.

The Board of Directors deemed appropriate to propose to the shareholders' meeting to certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2023, held on December 21, 2023, and viewed that the said minutes was correctly and completely recorded.

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

Resolution: The Meeting resolved to certify the Minutes of Extraordinary General Meeting of Shareholders 2023 held on December 21, 2023, as details proposed above, with the following voting results.

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approve	4,587,379,209	100.000%
Disapprove	-	-
Abstain	-	-
Invalid Voting Card(s)	-	-
Total (52 persons)	4,587,379,209	100.000%

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



Agenda 2**To acknowledge the Annual Report of the Company for fiscal year 2023/24 ended March 31, 2024.**

The Company secretary informed the meeting that The Company has prepared report for the Company's business operating result for the fiscal year 2023/24 ended March 31, 2024. The details of which are as set forth in the Form 56-1 (One Report) for the year 2023/24 under section 2.7 "Management Discussion and Analysis", which has been delivered to the shareholders together with the invitation letter for this meeting.

Ms. Tamonwan Narinthavanich, Chief Financial Officer summarized the details as follows: Overview of the operating results for the accounting period 2023/24 Ending March 31, 2024 featured the Company's business structure divided into 2 parts, namely, the ICT service business comprising 6 subsidiaries and one associated company, and the advertising media business comprising 4 subsidiaries and 5 associated companies.

In the past year, there have been significant changes and developments, as outlined below:

FY 2023/24 Key Developments**On 10 August 2023**

Appointed Mr. Weng Sam Lam to be the new Chief Executive Officer as part of Roctec Global Public Company Limited .

On 21 December 2023

During the Extraordinary General Meeting (EGM), shareholders approved. The significant matters, including

- The change of the Company's name and its business objectives.
- The reallocation of legal reserve and share premium to compensate the accumulated loss of approximately THB 1,264mn. and
- Issuance and allocation of warrants no.5 (ROCTEC-W5)

On 28 December 2023

The Company changed its name from Master Ad Public Company Limited to Roctec Global Public Company Limited. The Company's Security ticker symbol has also changed from MACO to ROCTEC. These decisions signify significant strategic shifts, encompassing identity, business objectives and financial structure.

On 28 June 2024,

The Company moved from the "Services" industry group and "Media & Publishing" sector to the "Technology" industry group and "Information & Communication Technology (ICT)" sector.

Corporate Social Responsibility

The company encourages employees to engage in volunteer work and to share and support society, communities, and the underprivileged. Throughout the year, the company organises activities to promote and instil a sense of responsibility among executives and employees, such as:



- **“One Person Gives, Many Receive”**: Encouraging employees to participate in blood donation activities for the Thai Red Cross every three months to alleviate blood supply shortages.
- **Old Lottery Ticket Donation**: Organising the "Old Lottery Tickets, We Request" project, collecting unsold lottery tickets to send to the Disability Centre in Uttaradit Province and the Special Children Welfare Centre in Wat Huai Moo, Ratchaburi Province, to create crafts, jobs, and income for the disabled and underprivileged. BTS Group employees are also invited to participate.
- **Old Calendar Donation**: Collecting old calendars to create Braille books for the visually impaired, which are sent to the Educational Technology Centre for the Blind.
- **Media Space Donation**: Allocating a portion of media space for charitable organisations or non-profit agencies to communicate content related to social responsibility. This policy is communicated through the company's various media channels to ensure public awareness, acting as an intermediary with government agencies.
- **Skywalk Space Allocation**: Providing space at Chong Nonsi Skywalk for the "National Physical Therapy Week" project, allowing the Saint Louis College Faculty of Physical Therapy to conduct health care services.
- **Digital Advertising Space Donation**: Supporting activities to combat global warming by encouraging public awareness and participation in the "Turn Off the Lights for 1 Hour to Reduce Global Warming" campaign, urging people worldwide to turn off lights for one hour.

Mr. Weng Sam Lam, Chief Executive Officer gave a report on the overall picture of the ICT service business, which could be summarized as follows:

The operating results of the ICT service business in 2023/24 were as follows:

Performance in Hong Kong

1. Various Smart Railway Projects (AI Camera),
2. HK's 1st large-scale integrated 5G & Wi-Fi network in Hongkong University,

Performance in Thailand

1. Installation of big LED screens, at least 50 screens, totaling 4,000 sqm.
2. Variable Message Sign System for Motorway.

Overview of the ICT service business in 2023/24 has shown continuously growing income. Service and sales revenue grew by 0.4% (YoY). Net profit attributable to shareholders of the major company grew by 74%. The Company had a proportion of revenue from ICT service business 83% and advertising business 17%.

The Board of Directors of the Company has considered and it deems appropriate to present the Report of performance of the Company for the accounting cycle year 2023/24, ending on 31 March 2024 to the meeting for acknowledgement.

Thus, the Company would like to inform the meeting that the Company has set up the guidelines of business operating according to the anti-corruption policy of which the criteria covers the measures of anti-corruption both directly and indirectly in the administrating and inspecting in every step as well as controlling and educating anti-corruption practice to the executives and the employees of the Company and affiliates.

while the accounting cycle year 2023/24, ending on 31 March 2024, the Company has not been informed of any clues or claims from the stakeholders both inside and outside concerning corruption whatsoever.



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

Questions/ Opinions /Answers

Question: Mr. Chayanon Kraipanont shareholder	Answer: Mr.Weng Sam Lam Chief Executive Officer
1. Is the Company's business direction in the next 3-5 years likely to grow from the present? If yes, what type of work and in which country because in the past, shareholders did not know how much work the Company had on hand and what jobs it had.	In the next 3-5 years, the Company's business is expected to grow in the ICT Solution business because in the past, the Company had developed various systems, especially smart solutions for a variety of customers both in government and private sectors.
2. On the Company's website, it has been written about growth opportunity related to U-Tapao Airport. What kind of growth opportunity is the Company in? In which sector is the company's work? What is its approximate value?	U-Tapao Airport will be a modern airport that emphasizes the use of smart solutions. The Company believes that anything related to information and communication technology (ICT) whether it is airport infrastructure or Internet of Things (IoT), the Company has the ability to compete and is confident that it will be able to be awarded with the project.
3. How much backlog does the Company currently have on hand? When will it be delivered?	The Company currently has a backlog representing 40% of its target for this fiscal year as the Company's fiscal year runs from April 1 to March 31, therefore, now that it is the beginning of the year, the Company is confident that it will be able to achieve its backlog target.
4. Mr. Sarat became No. 6 shareholder. Has the Company been informed before? And has the Company been contacted to inform the purpose of holding shares in the Company or not?	The Company considers this investment to be a personal investment of Mr. Sarat, who has considered investing many quality companies, which we believe we are one of those.
5. Will the Company have an Opportunity Day in the stock exchange?	The Company plans to hold the Opportunity Day on August 16, 2024. Additional details and schedule will be announced to those interested via the Company's website.

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 2023/24 ended March 31, 2024.

The Company secretary informed the meeting that the Company has prepared and completed the statement of financial position, statement of comprehensive incomes and statement of cash flows for the fiscal year 2023/24 ended March 31, 2024. In this regard, the Board of Directors and Audit Committee considered and opined that the financial statements of the Company for the fiscal year 2023/24 ended March 31, 2024, were duly prepared according to generally recognized accounting principles. Thus, it is deemed appropriate to propose the 2024 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 2023/24 ended March 31, 2024, 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 2023/24, Enclosure 2 under section 4.0 “Financial Report”, which has been delivered to the shareholders together with the invitation letter for this meeting.

Ms. Tamonwan Narintavanich the Chief Financial Officer, summarized the details as follows:

For the accounting period 2023/24, ending on March 31, 2024, the company and its subsidiaries had total assets of 6,992MB, total liabilities of 2,446 MB, and shareholders' equity of 4,546MB. Total revenue amounted to 2,605 million baht, and the net profit attributable to the company's shareholders was 233 million baht, representing a profit per share of 0.029 baht.

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, 2024, which have been reviewed by the Audit Committee and certified by the Auditor of the Company.

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

Questions/ Opinions /Answers

Question: Mr. Chayanon Kraipanont Shareholder	Answer: Ms. Tamonwan Narintavanich Chief Financial Officer
1. For what reason did the total income of 2023/24 not grow much from the previous year?	In the fiscal year 2023/24, which ended on March 31, 2024, the Company's revenue grew by 8.7% (YoY) with revenue coming from 2 main parts: revenue from ICT solution business both domestically and abroad and revenue from advertising media business in Thailand whose revenue was quite consistent. However, with effective cost and expense management, the Company's profits grew up by 74%.

Question: Mr. Chayanon Kraipanont shareholder	Answer: Mr.Weng Sam Lam Chief Executive Officer
2. Over the next 1-3 years, what are the Company's growth goals?	Over the next 1-3 years, the Company expects to grow by approximately 18% using a strategy focused on developing in-house R&D or self-developed products. Therefore, net profit tends to grow at a similar rate.

Then, The Chairman proceeded the meeting to cast the votes on this agenda item.

Resolution: Resolved to approve the Company's audited financial statements for the fiscal year 2023/24 ended March 31, 2024, with the following voting results.

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approve	4,587,379,209	100.000%
Disapprove	-	-
Abstain	-	-
Invalid Voting Card(s)	-	-
Total (52 persons)	4,587,379,209	100.000%

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

Agenda 4 **To consider and approve the dividend payment for the fiscal year ended March 31, 2024.**

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

The Board of Directors has resolved to propose to the shareholders' meeting for approval to distribute dividends from the operating results for the period April 1, 2023, to March 31, 2024. The company achieved a net profit of 226,315,963 Baht based on the financial statements, and has allocated funds to statutory reserves totaling 11,315,798.15 Baht (equivalent to 5% of the net profit as required by law). After deducting corporate income tax and legal reserves, the remaining net profit amounts to 215,000,164.85 Baht. Therefore, the company proposes that the shareholders' meeting consider and approve the distribution of dividends to shareholders at a rate of 50% of the net profit after deducting corporate income tax and legal reserves, not exceeding 107,500,082.43 Baht in total, or at a rate of 0.013 Baht per share. This dividend payment rate aligns with the company's dividend distribution policy. Dividends will be paid to shareholders entitled to receive them as of the record date of August 8, 2024. The dividend payment will occur on August 21, 2024.



With the details of dividend payments compared over three accounting periods as follows:

Dividend Payment Details	Fiscal Year Ending March 31		
	2023/2024	2022/2023	2021/2022
- Unappropriated Retained Earnings (Deficit)	226,315,963.00	(19,382,507)	(167,186,719)
- Less: legal reserve 5%	(11,315,799.00)		
- Remaining profit after deducting legal reserve	215,000,164.00		
- Earnings per share net profit after corporate income tax and legal reserves (Baht/share)	0.026	(0.002)	(0.023)
- Dividend per share (Baht/share)	0.013	-	-
- Dividend payout ratio (%) (Separate)	50%	-	-
Dividend payout ratio to net profit (consolidated)	46%		

The Board of Directors resolved that the shareholders' meeting should approve the dividend payment for the fiscal year 2023/24, ending on March 31, 2024, as proposed by the Board of Directors.

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

Resolution:

The meeting resolved to approve the dividend payment for the fiscal year ended March 31, 2024, with the following voting results:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approve	4,587,379,209	100.000%
Disapprove	-	-
Abstain	-	-
Invalid Voting Card(s)	-	-
Total (52 persons)	4,587,379,209	100.000%

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

Agenda 5

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

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



To amend 4 items of the objectives of the company as follows:

Item 7:

From

Item 7. Engage in bidding activities to sell goods, and undertake commissioned works for any purposes to individuals, groups, government agencies, and state organizations.

To

Item 7: Engage in bidding activities or submit bids through electronic bidding to sell goods, provide services, and undertake commissioned works for any purposes to individuals, groups, juristic persons, government agencies, and state organizations.

Item 39:

From

Item 39: Engage in the business of inventing, manufacturing, and acting as a distributor of communication tools and construction tools and equipment, as well as all related materials and equipment of all types, and both high-tech and non high-tech modern systems.

To

Item 39: Engage in the business of inventing, manufacturing, renting, consulting, and acting as a distributor of communication tools and telecommunication equipment of all types, including data communication networks, optical fiber cable networks, copper cable networks, electrical equipment, construction tools and equipment, as well as all related materials and equipment of all types, and both high-tech and non high-tech modern systems.

Item 45:

From

Item 45. Provide consultation in design, recommendation, coaching, training, installation, maintenance, repair, and other services for computer systems, operating systems, peripheral devices, wireless connectivity devices of all types in telecommunication systems, network systems, closed-circuit television systems, satellite receivers, television signal receivers, LCD screens, LED graphic circuit boards, light bulbs, and other energy-saving devices, as well as

To

Item 45. Provide consultation in development, design, recommendation, coaching, training, control, installation, maintenance, repair, and other services for computer systems, operating systems, applications, peripheral devices, wireless connectivity devices of all types in telecommunication systems, communication systems, information and communication technology systems, network systems, closed-circuit television systems, satellite receivers, television signal receivers, LCD screens, LED graphic circuit boards, light bulbs, and other energy-saving devices, as well as all types of innovations, for both public and private sectors, domestically and internationally.

Item 47:

From

Item 47. Buy, sell, lease, import, export, all components of computer systems, operating systems, peripheral devices, wireless connectivity devices of all types in telecommunication systems, network systems, closed-circuit television systems, satellite receivers, television signal receivers, LCD screens, LED graphic circuit boards, light bulbs, and other energy-saving devices, as well as.

To

Item 47. Buy, sell, manufacture, lease, import, export, as well as contract, construct, procure, install, provide services and maintain all components of computer systems, operating systems, applications, contents, platforms, peripheral devices, wireless



connectivity devices of all types in telecommunication systems, communication systems, information and communication technology systems, network systems, closed-circuit television systems, satellite receivers, television signal receivers, LCD screens, LED graphic circuit boards, light bulbs, and other energy-saving devices, as well as all types of innovations, for both public and private sectors, domestically and internationally.

Additionally, to establish 3 additional objectives for the Company, as follows:

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

Item 51. Engage in contracting services, designing, consulting, planning, project management, development, manufacturing, installation, repair and maintenance, leasing, import and export, distribution for control systems, surveillance systems, security systems, cybersecurity, personal data protection systems, warning systems, traffic systems, wired and wireless communication systems, internet systems, telephone systems, remote monitoring and control systems, as well as equipment and various operating systems related to the aforementioned systems.

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

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

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

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

The Board of Directors has considered and deemed it appropriate to propose to the Meeting to approve the amendments of the Company's objectives and Clause 3. of the Memorandum of Association to be in line with the amendment of the Company's objectives and relevant authorization.

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

Resolution:

The Meeting resolved to approve the amendments of the Company's objectives and Clause 3. of the Memorandum of Association to be in line with the amendment of the Company's objectives and relevant authorization as details proposed above, with a vote of not less than three-fourths of the total number of votes of the shareholders attending the Meeting and entitled to vote as follows:



Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and entitled to vote
Approve	4,587,379,209	100.000%
Disapprove	-	-
Abstain	-	-
Invalid Voting Card(s)	-	-
Total (52 persons)	4,587,379,209	100.000%

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

Agenda 6

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

The Company Secretary 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 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. 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 2024 Annual General Meeting of Shareholders, as follows:

No.	Name	Position
1	Mr.Danai Tangsriviriyakul	Independent Director, Audit Committee, Chairman of Corporate Governance Committee/Member of Nomination and Remuneration Committee
2	Mr.Weng Sam Lam	Director
3	Mr.Sathundon Sattabusya	Director

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

No.	Name	Position
1	Mr.Danai Tangsriviriyakul	Independent Director, Audit Committee, Chairman of Corporate Governance Committee/Member of Nomination and Remuneration Committee
2	Mr.Weng Sam Lam	Director
3	Mr.Sathundon Sattabusya	Director



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 2023 Annual General Meeting of Shareholders.

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.Danai Tangsriviriyakul (2) Mr.Weng Sam Lam and (3) Mr. Mr.Sathundon Sattabusya as directors of the Company for another term of office. In this regard, 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.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.Danai Tangsriviriyakul (2) Mr.Weng Sam Lam and (3) Mr. Mr.Sathundon Sattabusya as directors of the Company for another term of office. In this regard, Mr.Danai Tangsriviriyakul would hold the position of independent directors of the Company.

Then, The Chairman allowed the Meeting to express opinions and inquire about questions regarding this agenda. There was no shareholder who asked any questions. The Chairman, 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:



6.1 Resolved to approve the re-election of Mr. Danai Tangsriviriyakul as the Independent Director, Audit Committee, Nomination and Remuneration committee and Chairman of the Corporate Governance Committee, with the following voting results:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approve	4,587,379,209	100.000%
Disapprove	-	-
Abstain	-	-
Invalid Voting Card(s)	-	-
Total (52 persons)	4,587,379,209	100.000%

6.2 Resolved to approve the re-election of Mr. Weng Sam Lam as the Director, with the following voting results:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approve	4,587,210,809	99.996%
Disapprove	168,400	0.004%
Abstain	-	-
Invalid Voting Card(s)	-	-
Total (52 persons)	4,587,379,209	100.000%

6.3 Resolved to approve the re-election of Mr. Sathundon Sattabusya as the Director with the following voting results:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approve	4,587,210,809	99.996%
Disapprove	168,400	0.004%
Abstain	-	-
Invalid Voting Card(s)	-	-
Total (52 persons)	4,587,379,209	100.000%

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

Agenda 7

To consider and approve the Directors' remuneration for the fiscal year 2024/25 ended March 31, 2025, and director's bonus for the fiscal year 2023/24 ended March 31, 2024.

The Company secretary informed the Meeting that the 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 2024/25 ended March 31, 2025, in the amount of not exceeding 3,000,000 Baht with details as follows:

Monthly remuneration

• Chairman	40,000 Baht/Person/Month
• Vice Chairman	30,000 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

Non-monetary compensation -None-

Directors' bonus

To pay the Directors' bonus in the total amount of 1,200,000 Baht as a reward for the Directors' performance for the fiscal year, ending on March 31, 2024, where the Directors' bonus shall be allocated among the Directors after obtaining approval from the 2024 Annual General Meeting of Shareholders. The total remuneration and bonus for the directors shall not exceed 4,200,000 Baht.

(Remark: No bonus payment for the Directors' performance for the fiscal year ended March 31, 2021, to March 31,2023).

Other Benefits: - None -

Details of the Directors' remuneration paid for the fiscal year ending on March 31, 2024, are provided in the One Report for the fiscal year 2023/24, under the section "Corporate Governance Performance - Directors' Remuneration" as per Enclosure 2.

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

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

Resolution:

The Meeting resolved to approve the Directors' remuneration for the fiscal year 2024/25 ended March 31, 2025, and the Directors' bonus in the amount of exceeding THB 4,200,000 with the following voting result:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approve	4,587,379,209	100.000%
Disapprove	-	-



Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Abstain	-	-
Invalid Voting Card(s)	-	-
Total (52 persons)	4,587,379,209	100.000%

Remark: The resolution of 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 8

To consider and approve the appointment of auditors and the determination of the audit fee for the fiscal year 2024/25 ended March 31, 2025.

The Company Secretary 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 2024/25 ended March 31, 2025,

As the previous auditor from EY Office Limited has audited, expressed opinions on, and signed the company's financial statements for five consecutive accounting periods, the company proposes a new auditor from EY Office Limited. It is proposed that 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.Vatcharin Pasaraongul	6660	-
2. Mr. Preecha Arunnara	5800	-
3. Mr. Serm Brisuthikun	9452	-

In this regard, 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 person. 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 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 2024/25 ended March 31, 2025, in an amount not exceeding THB 2,245,000.

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 2024 Annual General Meeting of Shareholders to approve the appointment of the auditors from EY Office Company Limited, i.e., Mr. Vatcharin Pasarapongul and/or Mr. Preecha Arunnara and/or Mr. Serm Brisuthikun as the Company's auditor for the fiscal year 2024/25 ended March 31, 2025 (for the period of 1 April 2024 – 31 March 2025), and the determination of the audit fee for the fiscal year 2023/24 ended March 31, 2025, in the amount of not exceeding THB 2,245,000, as details stated above.

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

Resolution:

Resolved to approve the appointment of auditors from EY Office Limited (EY) as the Company's Auditors for the accounting period 2024/25 ended March 31, 2025 where any of the following auditors shall be authorized to review and give opinion on the Company's financial statement:

- | | | |
|-------------------|--------------|----------------------|
| (1) Mr. Vatcharin | Pasarapongul | CPA. No. 6660 and/or |
| (2) Mr. Preecha | Arunnara | CPA. No. 5800 and/or |
| (3) Mr. Serm | Brisuthikun | CPA. No. 9452 |

And approve the determination of the audit fee of the Company for the fiscal year 2024/25 ended March 31, 2025 is not exceeding Baht 2,245,000, with the following voting results:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approve	4,587,379,209	100.000%
Disapprove	-	-
Abstain	-	-
Invalid Voting Card(s)	-	-
Total (52 persons)	4,587,379,209	100.000%

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

Agenda 9 Other Matters (If any)

The Company Secretary informed the Meeting that the Company had given the opportunity to shareholders to propose the agenda for the 2024 Annual General Meeting of Shareholders in accordance with the rules disclosed on the Company's website <http://www.roctecglobal.co.th> including notifying via the electronic system of the SET between February 1, 2024, to April 30, 2024, regarding the right of shareholders to propose agendas in the 2024 Annual General Meeting of Shareholders for the Board of Directors' consideration in advance. It appeared that no shareholder proposed to add agenda in advance.

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.

Then the Chairman gave the chance to the meeting to express the ideas and inquire as follows:

Question: Mr. Piyapong Prasaththong Shareholder	Answer: Mr.Chaiwat Atsawintarangkun Chairman of the Board of Directors
1. I would like to make suggestions about organizing the next meeting, whether it be a general meeting of shareholders or an extraordinary meeting of shareholders, I suggest the Company organize a meeting in a hybrid format, that is, online and onsite for shareholders to meet and talk with the Company's senior executives thoroughly according to the recommendations of the Thai Investors Association, which is in line with the SEC circular, No. SEC PMO (Wor.)2/2567 on cooperation regarding holding a general meeting of shareholders, dated January 19, 2024.	The Company took it into consideration.
Question: Mr. Chayanon Kraipanont Shareholder	Answer: Mr.Weng Sam Lam Chief Executive Officer
2. I wish Mr. Weng Sam Lam express his vision on the topic of leading the Company to sustainable growth.	The group of companies has experience and operations in the ICT solution business for more than 20 years and sees the trend of digital business growth in the future. Therefore, we are committed to developing products and services in line with this trend. In terms of growth, the Company will focus on ICT solution business such as Data Network and Cyber Security. In addition, we will add additional products and services developed by inhouse R&D. We are confident that this approach will receive great support from both domestic and international customers.



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,
Roctec Global Public Company Limited.

-Signature-

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

