



Invitation Letter

2024 Annual General Meeting of Shareholders

Roctec Global Public Company Limited. (ROCTEC)

On July 26, 2024.

THE LEADER OF  
TRANSFORMATIVE INNOVATION AND  
COMMUNICATION SOLUTIONS

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July 11, 2024

**Re: Invitation to the 2024 Annual General Meeting of Shareholders**

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

**Enclosure:**

1. Copy of the minutes of the Extraordinary General Meeting of Shareholders No.1/2023, held on December 21, 2023.
2. Form 56-1 One Report 2023/24
3. Enclosure for Agenda 5: Information on the nominated candidates for election as directors.
4. Enclosure for Agenda 7: Profile and Professional Experience of Auditors from EY Office Limited.
5. 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.roctecglobal.co.th/en/document/shareholder-meetings>)
8. Guidelines for attending shareholder's meetings 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 Roctec Global Public Company Limited (the "Company") resolved to convene the 2024 Annual General Meeting of Shareholders on Friday July 26, 2024, 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 Extraordinary General Meeting of Shareholders No.1/2023, held on December 21, 2023.**

**Background:** The Company has prepared the minutes of the Extraordinary General Meeting of Shareholders No.1/2023, held on December 21, 2023. Which was prepared within 14 days from the date of the meeting. In this regard, the said minute has been published in the website of the Company: <https://investor.roctecglobal.co.th/en/document/shareholder-meetings> The details of which are as set forth in **Enclosure 1**, which has been delivered to the shareholders together with the invitation letter for this meeting.

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

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

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

**Background:** 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 (**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 to the shareholders' meeting the acknowledgement of the report on the Company's operating result for the fiscal year 2023/24 ended March 31, 2024.

**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.**

**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 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.

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

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

**Agenda 4**

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

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

The Board of Directors has resolved to propose to the shareholders' meeting for approval to distribute dividends from the operating results for the period April 1, 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.

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

**Comparison of Dividend Payments Over Three Fiscal Periods**

Dividend Payment Details	Fiscal Year Ending March 31		
	2024	2023	2022
- 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 (%)	50%	-	-

**Opinion of the Board of Directors:** The Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve the dividend payment for the fiscal year 2023/24, ending on March 31, 2024, as proposed. Dividends will be paid to shareholders entitled to receive them as of the record date of August 8, 2024. The dividend payment will be paid on August 21, 2024.

**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 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.**

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

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

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

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

#### Agenda 6

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

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

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

No.	Name	Position
1	Mr.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

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 2024 Annual General Meeting of Shareholders during February 1, 2024, to April 30, 2024. 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. Danai Tangsirviriyakul, 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. Danai Tangsirviriyakul, (2) Mr. Weng Sam Lam, and (3) Mr. Sathundon Sattabusya as directors of the Company for another term of office. In this regards, Mr. Danai Tangsirviriyakul 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 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.**

**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 2024/25 ended March 31, 2025, in the amount of not exceeding 3,000,000 Baht with details as follows:

### Monetary Remuneration

	Remuneration		
	2024/25 (Year Presented)	2023/24 (Actually incurred)	2023/24 (Approve by Shareholders)
Monthly remuneration	Person/Month	Person/Month	Person/Month
Chairman of the Board of Directors	40,000 Baht	40,000 Baht	40,000 Baht
Vice Chairman of the Board of Directors	30,000 Baht	-	-
Chairman of Audit Committee	30,000 Baht	30,000 Baht	30,000 Baht
Director	20,000 Baht	20,000 Baht	20,000 Baht
Meeting allowance	Per attendance /person/Time	Per attendance / person/Time	Per attendance / person/Time
Board of Director	None	None	None
Audit Committee	15,000 Baht	15,000 Baht	15,000 Baht
Nomination and Remuneration Committee	10,000 Baht	10,000 Baht	10,000 Baht
Corporate Governance Committee	10,000 Baht	10,000 Baht	10,000 Baht
Risk Management Committee	None	None	None
Executive Committee	None	None	None
<b>Total</b>	<b>3,000,000 Baht</b>	<b>2,305,000 Baht</b>	<b>2,800,000 Baht</b>

### 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 1**.

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.

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

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

**Agenda 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;**

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

The Company has considered the performance of the auditor from EY Office Limited in the past year and is of the opinion that EY Office Limited has a network covering many countries and has been selected to review the financial statements of other listed companies in the SET. Moreover, the auditors from EY Office Limited are independent, appropriate, and have performed their duties with responsibility as well as having an understanding of the Company's business. It is therefore appropriate for the Board to propose to the shareholders' meeting to approve the appointment of auditors from EY Office Limited as the Company's auditors for the fiscal year 2024/25 ended March 31, 2025, by having one of the following auditors to be the auditor and expresses the opinions on the Company's financial statements.

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

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

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

In addition, the Audit Committee has considered the audit fee for the fiscal year 2024/25 ended March 31, 2025 in an amount not exceeding 2,245,000 Baht. Details of the Company's audit fee comparative to the previous years are as follows:

No.	Audit Fee and other fee	2024/25 (Proposed year)	2023/24 Actually Incurred	2022/23 Actually Incurred
1	Audit Fee	2,095,000 Baht	2,010,000 Baht	1,930,000 Baht
2	<u>Other service fee</u> - Service fee for review Annual report	150,000 Baht	150,000 Baht	150,000 Baht
<b>Total</b>		<b>2,245,000 Baht</b>	<b>2,160,000 Baht</b>	<b>2,080,000 Baht</b>

In this regard, the audit fee for the fiscal year 2023/24 excluded the non-audit fee paid by the Company and its subsidiaries to EY Office Limited in the amount of 650,000 Baht.

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

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

The Company would like to inform that for the fiscal year 2024/25 ended March 31, 2025, the auditor from EY Company Limited will be the auditor of the 6 subsidiaries of the Company. The subsidiary companies established in oversea, namely, 1. Roctec Technology Limited, which is established in Hong Kong, uses the auditors from EY Hong Kong and Transad Vietnam Joint Stock Company which is established in Vietnam, uses the auditors from EY Vietnam and The Board of Directors will ensure that the subsidiaries who do not use the auditors under the same network with EY Company Limited can prepare the financial statements in a timely manner.

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

## Agenda 9 Other Matters (If any)

In addition, the Company has published the invitation to shareholder's meeting with enclosures on the Company's website at <https://investor.roctecglobal.co.th/en/document/shareholder-meetings> since June 26, 2024 and hereby invites all shareholders to attend the 2024 Annual General Meeting of Shareholders on Friday, July 26, 2024 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 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 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 the identification document to the Company by July 19, 2024 via the following channels:

- Email: [register@roctecglobal.co.th](mailto:register@roctecglobal.co.th) or
- **Post:**  
Company Secretary Office,  
Roctec Global Public Company Limited  
No.21, TST TOWER 21<sup>th</sup> floor, Viphavadi-Rangsit Rd.,  
Chomphon Sub-district, Chatuchak District, Bangkok 10900

When the Company have checked with the list of shareholders as of June 10, 2024, which is the date to determine the names of those who have the right to attend the Annual General Meeting of Shareholders of 2024 (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.roctecglobal.co.th/en/document/shareholder-meetings> 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 by 6 p.m. on July 19, 2024. Additionally, all shareholders are entitled to request a proxy form in document format in advance, up to 14 days prior to the meeting, through the following channels:

- Email: [register@roctecglobal.co.th](mailto:register@roctecglobal.co.th) or
- **Post:**  
Company Secretary Office,  
Roctec Global Public Company Limited  
No.21, TST TOWER 21<sup>th</sup> floor, Viphavadi-Rangsit Rd.,  
Chomphon Sub-district, Chatuchak District, Bangkok 10900

Please be informed accordingly.  
Sincerely Yours,  
Roctec Global Public Company Limited.

--- Signature ---

Mr. Chaiwat Atsawintarangkun  
Chairman of the Board of Directors

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

**Date, Time and Venue**

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

**Directors Present at the Meeting**

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

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

**Executives Present at the Meeting**

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

**Advisors Present at the Meeting**

**Legal Advisors**

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

**Commencement of the Meeting**

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

The MC informed the Meeting that this Meeting, Mr. Buncha Krungrirun from The Capital Law Office Limited joined the Meeting as the legal advisors and Ms. Sutthiwan Sathitsuksomboon acted as the votes counting witness in order to promote the good corporate governance of the Company. After that, the MC then explained the procedures for the vote counting and vote casting as follows:

1. Prior to vote casting of any agenda, the Chairman shall allow the shareholders to inquire about the details and inquiry.
2. With respect to the vote casting in the meeting, every shareholder shall have the numbers of votes equal to the shares held by him/herself as one share one vote by using ballots distributed by the staff to all shareholders.
3. The shareholders attended the Meeting in person and the proxies under the Proxy Form A. and Form B. shall cast the vote only either approved, disapproved or abstained without separate the vote in each agenda.
4. The proxies of the shareholders whose names appear in the shareholder registration book being the foreign investors who have assigned a custodian in Thailand to keep and to take care of their shares using the Proxy Form C., shall be entitled to separate their votes in each agenda.
5. With respect to the vote counting in each agenda, the MC shall inquire whether there is any person who disapprove or absatin from such agenda. Shareholders who wish to vote disapprove or abstain shall mark the vote as disapprove or abstain on the ballots and raise his/her hands. Then, the Company's staff shall collect the ballots.
6. The Company will deduct the disapproval and abstaintions from the total votes, and the remaining votes shall be regarded as the approved.
7. Shareholders who have assigned proxies to attend the Meeting and to vote in accordance with their instructions, the Company has already recored the number of approved, disapproved or abstained votes in the computer system for the vote casting in each agenda.
8. The Company will recount the number of shares and shareholders before voting on each agenda. In the event that a new shareholder attends during the Meeting, such shareholder can vote only on agenda items that have not yet been voted on. In this regard, the MC will summarize the voting results for each agenda item for the acknowledgement by the Meeting.
9. When the vote counting is completed, the MC will announce the voting results by specifying the number of shares which are approved, disapproved and abstained votes.

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

Registered Capital	THB 1,189,820,890.10
Divided into	11,898,208,910 shares
Paid-up Capital	THB 811,797,617.70
Issued and Paid-Up Shares	8,117,976,177 shares
Par Value per Share	THB 0.10

As of the date for determining the names of shareholders being entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2023 (Record Date) on November 2, 2023, the Company had 13,017 shareholders, consisting of 12,998 Thai shareholders, holding 8,085,892,565 shares in aggregate, which is equivalent to 99.54 percent of the total paid-up shares of the Company, and 19 foreign shareholders holding 32,083,612 shares in aggregate, which is equivalent to 0.46 percent of the total paid-up shares of the Company.

In this Meeting, there were 121 shareholders present in person and by proxy in total, holding altogether 5,392,109,956 shares, representing 66.422 percent of the total paid-up shares of the Company. A quorum was, therefore, duly formed according to the Articles of Association of the Company, which required at least 25 shareholders to attend a meeting in person or by proxy or not less than half of the total number of shareholders, and collectively hold not less than one-third of the total paid-up shares of the Company.

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

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

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

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

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

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

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

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

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

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

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

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

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



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

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

**From**

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

**To**



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

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

**From**

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

**To**

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

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

**From**

Clause 46. Company's seal is as follows:



**To**

Clause 46. Company's seal is as follows:



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

**From** Company's name in Thai

บริษัท มาสเตอร์ แอด จำกัด (มหาชน)

Company's name in English

Master Ad Public Company Limited

**To** Company's name in Thai

บริษัท ร็อคเทค โกลบอล จำกัด (มหาชน)

Company's name in English

Roctec Global Public Company Limited

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

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

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

**Questions/ Opinions /Answers**

<b>Mr. Piyapong</b> Shareholder attending the Meeting in person	<b>Question</b> 1. What is the origin of the Company name "Roctech Global Limited Public"? 2. Has there been any alteration in the abbreviation used for the Company's securities trading?
<b>Mr. Weng Sam Lam</b> Chief Executive Officer	<b>Answer</b> 1. The term "Roc" is derived from the bird in Arabian mythology, a powerful and majestic bird resembling a Roc or a Phoenix, capable of swift flight and possessing great strength. The term "Tech" is derived from technology. Therefore, "Roctech" signifies powerful technology. 2. Upon obtaining approval from the shareholders' meeting, the Company shall submit the registration application with the Ministry of Commerce to officially change its name to Roctech Global Public Limited Company on December 25, 2566. Subsequently, a formal application will be submitted to the Stock Exchange of Thailand to modify the stock abbreviation from "MACO" to "ROCTEC." The official implementation of the new abbreviation is scheduled to take effect on December 28, 2566.

(-Translation-)

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

(-Translation-)

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

(-Translation-)

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

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

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

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

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

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

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

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

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

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

From

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

To

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

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

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

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

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

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

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

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

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

“Clause 3., Objectives of the Company consists of 49 items, as detailed in Form Bor Mor Jor. 002 attached.”

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

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

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

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

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

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

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



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

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

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

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

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

**Questions/ Opinions /Answers**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Remark The resolution for this agenda item is required a vote of **not less than three fourths** of the total number of votes of the shareholders attending the Meeting and entitled to vote, **including** abstentions in the calculation base.

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

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

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

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

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

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

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

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

**Remark** The resolution for this agenda item is required a vote of **not less than three fourths** of the total number of votes of the shareholders attending the Meeting and entitled to vote, **including** abstentions in the calculation base.

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

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

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

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

#### Questions/ Opinions /Answers

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

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

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

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

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

Remark The resolution for this agenda item is required a vote of **not less than three fourths** of the total number of votes of the shareholders attending the Meeting and entitled to vote, **including** abstentions in the calculation base.

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

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

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

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

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

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

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



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

Remark The resolution for this agenda item is required a vote of **not less than three fourths** of the total number of votes of the shareholders attending the Meeting and entitled to vote, **including** abstentions in the calculation base.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

In addition, pursuant to Section 105 paragraph two of the Public Company Act has determined that the shareholders holding shares in aggregate not less than one-third of the total paid-up shares may request the Meeting to consider other matters other than those specified in the invitation to the Meeting. It turned out that no shareholder proposed any other matter for consideration.

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

**Questions/ Opinions /Answers**

<b>Mr. Prapat</b> Shareholder attending the Meeting in person	<b>Question</b> 1. Will ROCTEC expand its customer base to include new groups apart from the MTR railway system in Hong Kong and BTS, PLANB and VGI groups in Thailand? 2. Could you provide an update on the investment progress in MYGG Co., Ltd. (MYGG)?
<b>Mr. Weng Sam Lam</b> Chief Executive Officer	<b>Answer</b> 1. We still see growth opportunities in System Integration business due to significant demand. The term " System Integration " is broad, and our R&D team is dedicated to developing software and various systems that go beyond just PCs. We focus on technological devices that can become our own products, catering to customers' needs for various new technologies to enhance operational efficiency. 2. MYGG is currently in the development phase of games, with plans to launch three games next year.
<b>Ms. Bussakorn</b> Shareholder attending the Meeting in person	<b>Question</b> When the Company enters a new business, which represents a new S-Curve, what goals does the Company set regarding performance outcomes?
<b>Mr. Weng Sam Lam</b> Chief Executive Officer	<b>Answer</b> In the second half of the fiscal year 2566/67, the Company anticipates generating revenue and net profit no less than what was achieved in the first half of the year. During this period, the Company has secured a backlog of projects amounting to at least 50% of the projected revenue. This confidence in achieving growth aligns with the set targets. The net profit growth is attributed to cost savings due to economies of scale in various turnkey projects, leading to improved net profit margins. In the Hardware segment, such as LED Screens, the Company has successfully sold 20,000

(-Translation-)

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

(Sign) -Signature- Chairman

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

(Sign) -Signature- Company Secretary

(Ms.Tamonwan Narintavanich)  
Minutes Taker

(-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. Danai Tangsriviriyakul

**Position:** Director / Independent Director/Audit Committee / Chairman of Corporate Governance Committee and member of Nomination and Remuneration Committee

**Age:** 75

**Education:**

- Bachelor of Accounting, Chulalongkorn University

**Training from Thai Institute of Director (IOD):**

- Director Accreditation Program (DAP) Class 138 /2017 Thai Institute of Director

**Date of appointment of Director :** 3 August 2016

**Shareholding in the Company :** 0.00%

**Family Relationship between Director and Executive:** -none-

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

**Other Listed Companies :** -none-

**Other Companies:**

2015 - Present            Committee for the Foundation for education Marketing Association of Thailand

2007 - Present            Marketing Consultant            Food Star Co., Ltd.

**Period as the Director:**

Period 1: August 3, 2016 – April 24, 2019

Period 2: April 24, 2019 – July 27, 2022

Period 3: July 28, 2022 – July 26, 2024

(The total term as directorship of the Company: 7 years 7 Months)

**Meeting attendance in 2022/23:**

Attending Board Meeting:	6/6 times, equivalent to 100 %
Attending Audit Committee	4/4 times, equivalent to 100%
Attending Nominations and Remuneration committee	3/3 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. Weng Sam Lam

**Position:** Director

**Age:** 53

**Education:**

- MSc in E-Commerce The Hong Kong Polytechnic University
- BEng in Electronic Engineering Hong Kong University of Science and Technology

**Training from Thai Institute of Directors (IOD):**

- Director Certification Program 351/2023 (English Program)

**Date of appointment of Director:** August 10, 2023

**Shareholding in the Company:** 0.001%

**Family Relationship between Director and Executive:** -none-

**Other Position in Company, Subsidiaries:**

August 30, 2023 - Present	Director	Gold Star Group Co., Ltd.
2023 - Present	Director	MYGG Co., Ltd.
August 25, 2023 - Present	Director	Master and More Co., Ltd.
August 30, 2023 - Present	Director	Eye On Ads Co., Ltd.
September 20, 2023 - Present	Director	Green Ad Co., Ltd.
2021 - Present	Director	Trans.Ad Vietnam Joint Stock Company
2018 - Present	Director	Winbliss Co., Ltd.
2018 - Present	Director	Roctec Technology Limited
2018 - Present	Director	Parkway Technology Limited
2014 - Present	Chief Executive Officer	Trans.Ad Solutions Co., Ltd.

**Other Listed Companies:** -none-

**Other Companies:** -none-

**Period as the Director:**

Period 1: August 19, 2023 – July 26, 2024

(Total term as directorship of the company 7 Months)

Note: Appointed in place of Mr. Voraphot Chanyakomol, who resigned before his term ended, the new directorship term will be equal to the remaining term of the resigned director.

**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-)

#### 4. Mr. Sathundon Sattabusya

**Position:** Director

**Age:** 44

**Education:**

- Master of Law (Intellectual Property Law), George Washington University, Washington D.C., USA.
- Master of Law (International Law), Washington Collage of Law, American University, Washington D.C., USA.
- Bachelor of Law, Thammasat University, Thailand

**Training From Thai Institute of Directors (IOD):**

- Director Certificate Program (DCP) Class of 244/2017, Thai Institute of Director

**Other Training Course:**

- Attorney at Law, The Law Society of Thailand
- Certificate of Rice Inspector, SGS Thailand Limited

**Date of appointment of Director:** 15 September 2020

**Shareholding in the Company:** -none-

**Family Relationship between Director and Executive:** -none-

**Other Positions in Company, Subsidiaries and Associated Companies:**

Present Chairman and Managing Director Hello Bangkok LED Co., Ltd.

**Other Listed Companies:** -none-

**Other Companies:**

Present	Director	Forth Vending Co., Ltd.
Present	Member of the Executive Committee	Mastermind Co., Ltd.
Present	Director	Atthayasai Asset Co., Ltd.
Present	Marketing Procurement Director	Boon Rawd Trading Co., Ltd.

**Period as the Director:**

Period 1: July 15, 2020 – April 27, 2022

Period 2: April 28, 2022 – July 26, 2024

(Total term as directorship of the company: 3 year 8 Months)

**Meeting attendance in 2023/24:**

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

Nominees	Number of shares	% of shares with voting rights
1. Mr.Danai Tangsriviriyakul	394,480	0.00%
2. Mr.Weng Sam Lam	1,065,837	0.01%
2. Mr.Sathundon Sattabusya	- 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.Danai Tangsriviriyakul	- None -	-	2	- None -
2. Mr.Weng Sam Lam	- None -	-	-	- None -
3. Mr.Sathundon Sattabusya	- None -	-	4	- 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.

### Profiles and Work Experience of Auditors



**Mr. Preecha Arunnara**

Partner

EY Office Limited

Certified Public Accountant No. 5800

#### Profiles and Work Experience

Working Period : 1996 - Present

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

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

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

Relationship with or interest in : - None -  
(except for the audit service) the Company, subsidiaries, 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 : preecha.arunnara@th.ey.com

### Profiles and Work Experience of Auditors



#### **Mr. Vatcharin Pasarapongkul**

*Partner*

EY Office Limited

Certified Public Accountant No. 6660

#### **Profiles and Work Experience**

- Working Period : 1999 - Present
- Professional Qualification : Certified Public Accountant and Thai SEC-approved auditor
- Academic Qualification : Master of Science in Accounting, Thammasat University  
Bachelor of Science in Accounting, Thammasat University
- Experience : More than 25 years of public accounting experience with EY serving clients in a wide range of industries, including multinational corporations and listed companies in Thailand, and is specialized in the technology and telecommunications, manufacturing, services, and real estate industries.
- Relationship with or interest in (except for the audit service) the Company, subsidiaries, executives, major shareholders, or their related persons capable of undermining the ability to perform duties independently : - None -

- Contact Details** : **EY Office Limited**  
33<sup>rd</sup> Floor, Lake Rajada Office Complex 193/136-137  
Rajadapisek Road, Klongtoey, Bangkok 10110  
Telephone : 0 2264-9090  
Facsimile : 0 2264-0789  
E-mail : Vatcharin.pasarapongkul@th.ey.com

## Profiles and Work Experience of Auditors



**Mr. Serm Brisuthikun**

*Partner*

EY Office Limited

Certified Public Accountant No. 9452

### Profiles and Work Experience

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

### Contact Details

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

*(-Translation-)*

**Information on independent Directors and Power of attorney**

**1. Mr.Chalush Chinthamitr**

Independent Director and Chairman of Audit Committee

**Age:** 55

**Address:**

**Roctec Global 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.Chaiwat Atsawintarakul**

Independent Director and Audit Committee

**Age:** 72

**Address:**

**Roctec Global 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-)*

**Roctec Global 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.  
ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Proxy B

,as attached supplementary in the Notification of the Department of Business Development  
Re: Prescription of Proxy Letter Forms (No. 5) B.E. 2550 (2007)

เขียนที่ .....  
Written at  
วันที่ ..... เดือน ..... พ.ศ. ....  
Date Month Year (B.E.)

(1) ข้าพเจ้า .....  
I/We

อยู่บ้านเลขที่ .....  
Residing at

(2) เป็นผู้ถือหุ้นของบริษัท บริษัท ร็อคเทค โกลบอล จำกัด (มหาชน)  
being a shareholder of the ROCTEC GLOBAL PUBLIC COMPANY LIMITED

โดยถือหุ้นจำนวนทั้งสิ้นรวม	หุ้น และออกเสียงลงคะแนนได้เท่ากับ	เสียง ดังนี้
holding the securities of	shares and the voting right is	as follow
หุ้นสามัญ	หุ้น และออกเสียงลงคะแนนได้เท่ากับ	เสียง
Ordinary shares in the amount of	shares and the voting right is	votes
หุ้นบริวารสิทธิ	หุ้น และออกเสียงลงคะแนนได้เท่ากับ	เสียง
Preferred shares in the amount of	shares and the voting right is	votes

(3) ขอมอบฉันทะให้  
Authorize one of the following persons:

(1) ..... อายุ ..... ปี  
Age ..... years  
อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
Residing at ..... Road ..... Tambol/Sub District .....  
อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ ..... หรือ  
Amphur/ District ..... Province ..... Zip Code ..... or

(2) นายชลัช ชินธรรมมิตร ..... อายุ 55 ปี  
Mr.Chalush Chinthammitr ..... Age 55 years  
อยู่บ้านเลขที่ 21 อาคารทีเอสที ทาวเวอร์ ชั้น ถนน ..... ถ.วิภาวดีรังสิต ตำบล/แขวง ..... จอมพล .....  
Residing at 21, TST Tower, 21st Floor, Road Vibjavadi rangsit rd., Tambol/Sub District Chomphol  
อำเภอ/เขต ..... จตจักร ..... จังหวัด ..... กรุงเทพฯ ..... รหัสไปรษณีย์ ..... 10900 ..... หรือ  
Amphur/ District Chatuchak Province Bangkok Zip Code 10900 or

(3) นายชัยวัฒน์ อัครินทรางกูร ..... อายุ 72 ปี  
Mr.Chaiwat Atsawintarangkun ..... Age 72 years  
อยู่บ้านเลขที่ 21 อาคารทีเอสที ทาวเวอร์ ชั้น ถนน ..... วิภาวดีรังสิต ตำบล/แขวง ..... จอมพล .....  
Residing at 21, TST Tower, 21st Floor Road Vibhavadi Rangsit rd., Tambol/Sub District Chomphon,  
อำเภอ/เขต ..... จตจักร ..... จังหวัด ..... กรุงเทพฯ ..... รหัสไปรษณีย์ ..... 10900 ..... หรือ  
Amphur/ District Chatuchak Province Bangkok Zip Code 10900 or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้น  
as my/our sole proxy to attend and vote on my/our behalf at the shareholding's meeting

สามัญ

General

ในวันที่ 26/07/2567 เวลา 14:00 น. ณ ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM)

Dated 26/07/2024 at 14:00 at Via electronic Meeting (E-AGM)

หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

or such other date and such other place as may be adjourned or changed

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We hereby authorize the proxy to attend and vote on my/our behalf in this meeting as follows:

วาระที่ 1 เรื่อง

พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2566 ซึ่งประชุมเมื่อวันที่ 21 ธันวาคม 2566

Agenda no. 1 Subject: To consider and certify the minutes of Extra ordinary General Meeting of Shareholders No.1/2023, held on December 21, 2023.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

วาระที่ 2 เรื่อง รับทราบรายงานผลการดำเนินงานของบริษัทฯ สำหรับรอบบัญชีปี 2566/67 สิ้นสุด วันที่ 31 มีนาคม 2567

Agenda no. 2 Subject: To acknowledge the annual report of the Company for fiscal year 2023/24 ended March 31, 2024.

- ไม่มีการลงมติ / No casting of votes in this agenda

วาระที่ 3 เรื่อง พิจารณานุมัติงบการเงินของบริษัทฯ สำหรับรอบบัญชีปี 2566/67 สิ้นสุด วันที่ 31 มีนาคม 2567

Agenda no. 3 Subject: To consider and approve the audited financial statements of the Company for the fiscal year 2023/24 ended March 31, 2024.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

วาระที่ 4 เรื่อง พิจารณานุมัติการจ่ายเงินปันผล สำหรับรอบระยะเวลาบัญชี 2566/67 สิ้นสุด วันที่ 31 มีนาคม 2567

Agenda no. 4 Subject: To consider and approve the dividend payment for the fiscal year ended March 31, 2024.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

วาระที่ 5 เรื่อง พิจารณานุมัติการแก้ไขเพิ่มเติมวัตถุประสงค์ และแก้ไขหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 3.

เพื่อให้สอดคล้องกับการแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัทฯ

Agenda no. 5 Subject: 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.



(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

วาระที่ 6 เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda no. 6 Subject: To consider and approve the election of directors replacing those being retired by rotation;

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
Authorize the proxy to vote according to my/our intention as follows:

การแต่งตั้งกรรมการทั้งหมด

Appointment of all nominees to be the Board of Directors

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of each nominee to be the Board of Directors

ชื่อกรรมการ นายดนัย ตั้งศรีวิริยะกุล

Name Mr. Danai Tangsriviriyakul

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

ชื่อกรรมการ นายเวียง แซม แลม

Name Mr. Weng Sam Lam

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

ชื่อกรรมการ นายสรรธร สัตตบุศย

Name Mr. Sathundon Sattabusya

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

วาระที่ 7 เรื่อง พิจารณานุมัติกำหนดค่าตอบแทนกรรมการสำหรับรอบบัญชี 2567/68 สิ้นสุด วันที่ 31 มีนาคม 2568 และโบนัสกรรมการสำหรับรอบบัญชี 2566/67 สิ้นสุดวันที่ 31 มีนาคม 2567

Agenda no. 7 Subject: 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.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

วาระที่ 8 เรื่อง พิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชี สำหรับรอบบัญชีปี 2567/68 สิ้นสุด วันที่ 31 มีนาคม 2568

Agenda no. 8 Subject: 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;

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น  
Any agenda voting of the Proxy which is not complied with my intention specified herein shall not be deemed as my/our votes as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะ มีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
In case I/we do not specify or clearly specify my/our intention to vote in any agenda, or there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote on my/our behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ  
Any action taken by the Proxy at the meeting shall, unless the Proxy cast the votes not in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects.

ผู้มอบฉันทะ  
The Grantor

ผู้รับมอบฉันทะ  
The Proxy

ลงชื่อ.....  
Signature  
( ..... )

ลงชื่อ.....  
Signature  
( ..... )

หมายเหตุ

Remarks;

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
Either all or each nominees to be the Board of Directors may be appointed as the directors in the agenda of appointment of the Directors.
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ  
If the agendas to be considered are more than those specified above, the Grantor may use the Annex to Proxy Form B. as attached.

(-Translation-)

**Guidelines for attending the 2024 Annual General Meeting of Shareholders through Electronic Media (E-AGM.2024) and appointment of Proxy**

**1. In case shareholders are attending the E-AGM.2024**

1.1 Please fill in “Registration form for attending the E-AGM.2024” (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.2024 and such identification document to the Company by **July 23, 2024** via the following channels:

- Email: [register@roctecglobal.co.th](mailto:register@roctecglobal.co.th) or
- Post:  
Company Secretary Office,  
Roctec Global Public Company Limited  
No.21, TST TOWER 21<sup>th</sup> 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 19, 2024, 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.2024, 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.2024**

In case that a shareholder is unable to attend the E-AGM.2024 meeting, he/she may authorize another person or the following Company's Independent Director, to attend and vote on his/her behalf.

**1. Mr.Chalush Chinthamitr**

Independent Director and Chairman of the Audit Committee

**Age:** 55

**Address:**

**Roctec Global Public Company Limited**

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

**Equity on the agenda:** -None-

**2.Mr.Chaiwat Atsawintarangkun**

Independent Director and Audit Committee

**Age:** 72

**Address:**

**Roctec Global Public Company Limited**

No.21, TST TOWER 21<sup>th</sup> 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.roctecglobal.co.th/en/document/shareholder-meetings> and send the proxy together with supporting documents for the appointment of proxy (as specified below) to the Company by July 19, 2024. Additionally, all shareholders are entitled to request a proxy form in document format in advance, up to 14 days prior to the meeting, through the following channels:

- Email: [register@roctecglobal.co.th](mailto:register@roctecglobal.co.th) or
- Post:  
Company Secretary Office,  
Roctec Global Public Company Limited  
No.21, TST TOWER 21<sup>th</sup> 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.2024 are as follows:**

3.1 During the E-AGM.2024 meeting, the shareholder attending the meeting can submit comments or questions via the E-AGM. system.

3.2 The shareholders can submit comments or questions in advance by sending the "Submit questions in advance form for the E-AGM.2024" (Enclosure no.10), to the Company by July 19, 2024.

- Email: [register@roctecglobal.co.th](mailto:register@roctecglobal.co.th) or
- Post:

**Company Secretary Office,**

Roctec Global Public Company Limited

No.21, TST TOWER 21<sup>th</sup> floor, Viphavadi-Rangsit Rd.,

Chomphon Sub-district, Chatuchak District, Bangkok 10900

**Registration form**

**for attending the 2024 Annual General Meeting of Shareholders (E-AGM 2024)**

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 Roctec Global Public Company Limited. holding a total number of..... shares

I hereby confirm that I will attend the meeting and cast my votes at the 2024 Annual General Meeting of Shareholders (on July 26, 2024, at 14.00 hrs. which will be held through Electronic Media (E-AGM.2024) by;

Attending the E-AGM.2024 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

(.....)

Sign .....Proxy

(.....)

**Note:** Shareholders can send this “Registration form for attending the E-AGM 2024”, and attach identification document for inspection of the E-AGM 2024 attending right, to the Company by July 19, 2024 via the following channels:

• **Email:** [register@roctecglobal.co.th](mailto:register@roctecglobal.co.th) or

• **Post:**

Company Secretary Office,  
Roctec Global Public Company Limited  
No.21, TST TOWER 21<sup>th</sup> floor, Viphavadi-Rangsit Rd.,  
Chomphon Sub-district, Chatuchak District, Bangkok 10900

(-Translation-)

**Submit questions in advance  
for the 2024 Annual General Meeting of Shareholders (E-AGM.2024).**

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 Roctec Global Public Company Limited.

holding a total number of ..... shares

Interest Information (if any) .....

.....

**Question:**

1. ....

.....

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2. ....

.....

.....

3. ....

.....

.....

Sign ..... Shareholder

(.....)

**Note:** The shareholder can send this “Submit questions in advance form for the E-AGM.2024” to the Company by July 19, 2024 via the following channels:

- **Email:** [register@roctecglobal.co.th](mailto:register@roctecglobal.co.th) or
- **Post:**

**Company Secretary Office,**  
Roctec Global Public Company Limited  
No.21, TST TOWER 21<sup>th</sup> floor, Viphavadi-Rangsit Rd.,  
Chomphon Sub-district, Chatuchak District, Bangkok 10900



**ROCTEC GLOBAL PUBLIC COMPANY LIMITED**

21, TST TOWER, 21<sup>ST</sup> - 22<sup>ND</sup> FLOOR, VIBHAVADI RANGSIT RD.,  
CHOM PHON, CHATUCHAK, BANGKOK 10900  
TEL (66) 2938 3388 FAX (66) 2938 3486-7



WEBMASTER@MASTERAD.COM