

**The Minutes of 2025 Annual General Meeting of Shareholders
Roctec Global Public Company Limited
July 24, 2025**

Date, Time and Venue

The 2025 Annual General Meeting of Shareholders of Roctec Global Public Company Limited (the “Company”) was convened on Thursday, July 24, 2025, at 2:00 p.m. at Phayathai 4 Room, 6th Floor, Eastin Grand Hotel Phayathai, No. 18 Phayathai Road, Thung Phayathai Sub-district, Ratchathewi District, Bangkok 10400, and was recorded in audiovisual format.

Directors Present at the Meeting

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

The number of directors present at the Meeting was equivalent to 100 percent of the total 7 directors.

Executives Present at the Meeting

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

Auditor

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| 1. | Mr. Vatcharin Pasarapongul | EY Office Company Limited. |
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Advisors Present at the Meeting**Independent Financial Advisor from Capital Advantage Company Limited**

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| 1. | Mr. Pisit Jeungpraditphan | Managing Director, Investment Banking Division 3 |
| 2. | Ms. Saichalee Limaphichat | Senior Director, Investment Banking Division 3 |

Legal Advisors from The Capital Law Office Limited

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

Commencement of the Meeting

Mr. Chaiwat Atsawintarakun, the Chairman of the Board of Director, acted as Chairman of the Meeting (the “**Chairman**”) and Miss Tamonwan Narintavanich acted as the meeting facilitation (the “**Company Secretary**”).

The Company Secretary informed the Meeting that, Mr.Vatcharin Pasaraongul , the auditor from EY Office Company Limited joined the Meeting as the representative of the Company’s auditor, and that, Ms.Wipada Saksri from The Capital Law Office Limited joined the Meeting as the legal advisor and acted as the votes counting witness in order to promote the good corporate governance of the Company. After that, the Company Secretary explained the procedures for the vote counting and vote casting as follows:

1. In casting votes at the meeting, each shareholder shall have a number of votes equal to the number of shares held, calculated at one share per one vote, using the ballots distributed by the Company’s officers to all shareholders.
2. Shareholders attending the meeting in person and proxies under Proxy Form A or Form B are required to cast their votes in only one of the following manners: approve, disapprove, or abstain. They are not permitted to split their votes for each agenda item.
3. Proxies representing shareholders who are foreign investors whose names appear in the share register and who have appointed a custodian in Thailand as their share depository using Proxy Form C are allowed to split their votes for each agenda item.
4. In cases where a shareholder has appointed a proxy to attend the meeting and instructed such proxy to cast votes in accordance with the shareholder’s intention, the Company has already recorded such votes (approve, disapprove, or abstain) in the computer system for use in the resolution of each agenda item.
5. If a proxy holder fails to cast votes in accordance with the instructions clearly specified in the proxy form (approve, disapprove, or abstain) by the shareholder, such votes shall be deemed invalid.
6. The Company will recount the number of shareholders present before voting on each agenda item whenever additional shareholders join the meeting during the course of the meeting. Such shareholders are entitled to vote only on the agenda items for which resolutions have not yet been passed. The Chairman shall summarize the voting results of each agenda item for the meeting’s acknowledgment.
7. Prior to voting on any agenda item, the Chairman will allow shareholders to raise questions and seek clarifications.
8. The Chairman will inform the meeting of the voting procedures for each agenda item before voting and, for each agenda item, will announce that those voting to disapprove or abstain shall raise their hands so that the Company’s officers can collect the ballots.
9. For the sake of efficiency in counting votes, ballots will be used only for cases where shareholders vote to disapprove or abstain. These votes will then be deducted from the total number of shares of shareholders attending the meeting for each agenda item. An exception applies to **Agenda Item 5: To consider and approve the election of directors to replace those retiring by rotation**, for which shareholders are required to vote for the election of directors on an individual basis. In such case, the Company will collect ballots from all shareholders present, regardless of whether they vote to approve, disapprove, or abstain.

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

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

As of the date for determining the names of shareholders being entitled to attend the 2025 Annual General Meeting of Shareholders (Record Date) on June 16, 2025, the Company had 7,251 shareholders, consisting of 7,241 Thai shareholders, holding 8,117,129,835 shares in aggregate, which is equivalent to 99.99 percent of the total paid-up shares of the Company, and 10 foreign shareholders holding 846,342 shares in aggregate, which is equivalent to 0.01 percent of the total paid-up shares of the Company.

In this Meeting, the Company facilitated registration and vote counting through a Barcode system and allowed the granting of proxies via the E-Proxy Voting system. There were 138 shareholders present, in person and by proxy, holding a total of 6,661,451,890 shares, representing 82.0580 percent of the Company's total paid-up shares. A quorum was therefore duly constituted in accordance with the Company's Articles of Association, which require 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, equivalent to 2,705,992,059 shares.

It was further noted that after the meeting had been called to order, additional shareholders attended the meeting both in person and by proxy, resulting in an increase in the total number of shareholders present to 183 persons, representing 6,663,246,077 shares or 82.0801 percent of the total issued and paid-up shares of the Company. The Company accordingly adjusted the voting rights of shareholders present for each agenda item to reflect the actual attendance in compliance with the principles of good corporate governance.

In order to promote the good corporate governance related to the protection of the rights of the shareholders, the Company offered the opportunity to the shareholders to propose the subjects to be considered as an agenda of the Meeting and nominate the names of the candidates having proper qualifications to be considered electing as a director in advance during February 1, 2025, until April 30, 2025, and submit question with the details criteria and the procedures showing on the website of the Company. In this regard, after such a period, there was no shareholder submitted his/her intention to propose such subject whatsoever.

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

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

The Company Secretary informed the Meeting that the Company has already prepared the Minutes of the Extraordinary Annual General Meeting of Shareholders No.1/2025 held on April 29, 2025, within 14 days from the date of such Meeting. In this regard, the Minutes of such Meeting have been published on the Company's website and delivered to the shareholders together with the invitation letter for this Meeting.

The Board of Directors deemed appropriate to propose to the shareholders' meeting to certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2025, held on April 29, 2025, and viewed that the said minutes was correctly and completely recorded.

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

Resolution: The Meeting resolved to certify the Minutes of Extraordinary General Meeting of Shareholders 2025 held on April 29, 2025, as details proposed above, with the following voting results.

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approve	6,662,553,638	100.0000%
Disapprove	0	0.0000%
Abstain	0	----
Invalid Voting Card(s)	0	0.0000%
Total (151 persons)	6,662,553,638	100.0000%

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

Agenda 2

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

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

Mr. Weng Sam Lam, Chief Executive Officer, presented the key developments of the past fiscal year as follows:

Reclassification on the Stock Exchange of Thailand (SET): On 20 June 2024, ROCTEC was reclassified into the ICT sector under the Technology Industry. This reclassification reflects the Company's sharpened focus on the ICT solutions business.

2024 Annual General Meeting: Around the same period last year, the Company held its 2024 Annual General Meeting. All proposed resolutions were approved, including a dividend payment of THB 0.013 per share from the FY 2024/25 results. This marked the Company's first dividend payment in four years.

State Railway of Thailand (SRT) Project: On 21 April, the Company, along with its partners, secured a new contract with the State Railway of Thailand to build a telecommunications network system. This project represents the Company's first infrastructure project in Thailand, building upon its proven experience in Hong Kong.

Divestment of Hello LED: On 30 May, the Board of Directors approved revised terms for the divestment of the Company's 50% stake in Hello LED to Plan B Media. The transaction value remains at THB 2,000 million, with a THB 240 million non-refundable deposit and an extended Long-Stop Date to 14 August 2027.

SRT Project:

The SRT project as a major milestone for the Company, being its first major government project in Thailand under the transportation business. This large-scale project, valued at nearly THB 1,500 million, not only broadens the Company's local presence but also opens the door to future public-sector opportunities. Importantly, the project lays the foundation for the State Railway of

Thailand's telecommunications network, positioning the Company for future upgrades, network extensions, and smart city-related developments.

Sustainability:

The Company integrates ESG principles into its core strategy, in line with the SET's sustainability framework. The approach focuses on embedding responsible practices across the organization, supporting Thailand's transition toward a sustainable, innovation-led economy. Over the past year, the Company advanced this commitment through initiatives promoting inclusive development, community well-being, environmental responsibility, and employee engagement. These include joint efforts with BTS Group, as well as Company-led programs that support education, healthcare, and accessibility. The Company remains committed to strengthening its ESG efforts and delivering long-term, sustainable value.

Key Successes in Recent Years:

The Company have continued to advance the digital transformation of our business. Key projects during the year include:

1. **Transportation Solutions:** The Company developed a digital railway map for Hong Kong to manage train status and positioning within depots and stations, replacing manual processes with fully digitized systems. The Company also delivered digital display and passenger information systems and installed AI cameras in railway stations and airports across Hong Kong. In Thailand, under the BMTA project, The Company implemented solutions that enable operators to manage daily operations and maintenance more efficiently through a workflow management system.
2. **Integrated Technology Solutions:** The Company expanded its presence by deploying smart postal kiosks for the Hong Kong Post Office and subsequently extending this service to Macao. These kiosks, developed through our in-house R&D, have been well-received by customers who value our innovative solutions. The Company also delivered several projects related to fiber networks and cybersecurity, with our expertise in cybersecurity receiving recognition within the industry.
3. **Digital Display Systems:** The Company remains the market leader in Thailand in terms of the number of screens deployed. Over the past year, The Company installed iconic, high-quality digital displays at major landmarks such as Siam Paragon, Central, and CentralWorld, as well as more than 70 screens along expressways to deliver high-impact content.

Financial Performance:

Revenue: The Company achieved revenue growth of nearly 20% in the past year and has maintained an average annual growth rate of approximately 13% over the past three years. ICT Solutions now account for 86% of total revenue, with nearly equal contributions across sub-businesses, while advertising contributes the remaining 14%. This reflects the successful execution of the Company's transformation strategy and the continued strength of its core ICT business.

Gross Profit and Net Profit: The Company recorded gross profit of THB 878 million, representing a gross profit margin of 28%, and net profit of THB 340 million, reflecting a net profit margin of 11%. This improvement was driven by a higher share of margin-accretive projects developed through in-house R&D, recurring upgrade work for smart systems delivered in prior years, improved development efficiency supported by AI tools and the growing Thailand-based software team, as well as better cost control through economies of scale.

Balance Sheet and Cash Flow: As of 31 March 2025, total assets stood at THB 7,150 million, of which THB 1,838 million was in cash, representing approximately 26% of total assets. The Company is now debt-free, having returned its credit facility during the year. Shareholders' equity stands at THB 4,715 million, reflecting a strong capital base that provides both stability

and flexibility to invest in future opportunities without financial pressure. The cash flow schedule highlights disciplined financial management and a healthy operating cash position.

The Board of Directors of the Company has considered and it deems appropriate to present the Report of performance of the Company for the accounting cycle year 2024/25, ending on 31 March 2025 to the meeting for acknowledgement.

The Chairman informed the meeting that the Company has implemented clear operational guidelines and control systems to prevent corruption across all business activities. These measures are intended to support informed decision-making and ensure that business operations are conducted in a manner that mitigates corruption risks. The guidelines are in line with the Company's policy on anti-corruption, covering both direct and indirect corruption, and are embedded throughout operations and audit processes. The Company has also established control systems and provided training to executives, employees, and affiliated entities to enhance awareness and understanding of anti-corruption practices and standards.

During accounting cycle year 2024/25, ending on 31 March 2025, the Company has not been informed of any clues or claims from the stakeholders both inside and outside concerning corruption whatsoever.

The Chairman then invited the Meeting to express opinions and raise questions regarding this agenda item. Shareholders who wished to remain anonymous raised the following questions and expressed their views, which are summarized below.

Questions/ Opinions /Answers

No.	Question	Answer:
1	<p>Company's Revenue Structure In FY2024–2025, the Company's total revenue grew from THB 2,600 million to THB 3,090 million. Revenue from the ICT business increased from THB 2,100 million to THB 2,600 million, representing a growth in its proportion from 83% to 86%. Meanwhile, revenue from the advertising media business remained flat at approximately THB 439–440 million, showing no growth. Looking ahead, will the Company continue to place emphasis on the advertising media business, or will it shift its strategy to focus primarily on the ICT business?</p>	<p>Ms.Tamonwan Narintavanich Chief Financial Officer: Since 2019, the Company has restructured its business focus from advertising media toward ICT, with the ICT segment now accounting for approximately 85% of total revenue, while the media segment represents around 15%. This strategic shift aligns with global trends that emphasize technology and communications. The media business continues to operate due to existing concession agreements that remain in effect. Upon their expiration, the Company may consider scaling down or discontinuing the media segment to fully concentrate on ICT operations.</p>
2	<p>Total revenue exceeded THB 3 billion, comprising both one time revenue and recurring income. What is the proportion of each?</p>	<p>Ms.Tamonwan Narintavanich Chief Financial Officer: The revenue of THB 3,000 million is not one-time revenue but represents recurring income, particularly from maintenance services, which continue across all of the Company's projects.</p>

No.	Question	Answer:
		<p>Mr.Weng Sam Lam Chief Executive Officer: Our recurring revenue comes mainly from two sources:</p> <ol style="list-style-type: none"> 1. Maintenance Services - After delivering our ICT solutions, customers continue to use our systems and subscribe to our maintenance and support services. 2. System Upgrades & Add-on Features - Many customers initially purchase our in-house R&D solutions in a basic version (V1) . Once they see benefits in their operations, they often engage ROCTEC to upgrade or add new features (V2, V3, etc.).
3	<p>Research and Development (R&D) Expenses R&D expenses decreased from THB 3.1 million in 2023 to THB 1.7 million in 2024. What were the key reasons for this reduction? In which areas does the Company focus its research efforts, and how do these initiatives benefit the business?</p>	<p>Ms.Tamonwan Narintavanich Chief Financial Officer: In the initial year, research expenditures were higher; however, in the following year, no additional spending was required as the Company continued leveraging its existing resources and accumulated expertise. The focus remained on developing internal personnel, which significantly reduced the need for substantial budget allocations, while no new research projects requiring additional funding were initiated.</p>
4	<p>How has the Company benefited from new technologies, and what are the plans to leverage technology to create opportunities or expand the business over the next 2–3 years?</p>	<p>Mr.Weng Sam Lam Chief Executive Officer: Our in-house R&D team continues to communicate with industry partners to monitor technology trends and identify opportunities to create new technologies. We keep putting effort into exploring new products so we can deliver them to the market at a later stage.</p>
5	<p>Currently, the majority of our projects are overseas (60% in Hong Kong and Macao) and 40% are domestic (including BTS, high-speed rail, and SRT projects). Will the Company expand into new projects or remain focused on existing ones?</p>	<p>Mr.Weng Sam Lam Chief Executive Officer: Our main operations are in Hong Kong and Macao. We have expanded our ICT business into Vietnam, and in Singapore we work with partners to sell our products. Our strategy is built on a proven track record in Hong Kong, particularly in the transportation sector. We aim to apply this successful model across Southeast Asian countries, using Hong Kong as a strong reference case.</p>

No.	Question	Answer:
6	How has the global economic slowdown impacted the Company? Given that revenue is concentrated in certain countries (Hong Kong, Macao, Vietnam), is there potential for ROCTEC to achieve significant growth in technology?	Mr. Weng Sam Lam Chief Executive Officer: We believe that shifting our focus from advertising to ICT is the right move. Advertising is more sensitive to economic cycles, as companies often cut advertising budgets during downturns. In contrast, ICT especially infrastructure and cybersecurity remains more resilient. Cybersecurity investment cannot be easily reduced, because if a breach occurs, the company faces serious responsibility and risks. Across various countries in Southeast Asia, we still plan to expand our ICT business. At the same time, we are developing new and exciting products, including AI related solutions.

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

Agenda 3

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

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

The Company has prepared its financial statements for the fiscal year 2024/25 ended 31 March 2025, which have been duly audited by the certified public accountant and reviewed by the Audit Committee. The summary of the financial statements is as follows:

For the accounting period 2024/25, ending on March 31, 2025, the company and its subsidiaries had total assets of 7,150 MB, total liabilities of 2,435MB, and shareholders' equity of 4,715 MB. Total revenue amounted to 3,093 MB, and the net profit attributable to the company's shareholders was 340 MB, representing a profit per share of 0.029 baht.

The Board of Directors considers it appropriate to propose that the Shareholders' Meeting approve the Company's financial statements for the fiscal year 2024/25 ended 31 March 2025, which have been reviewed by the Audit Committee and duly certified by the Company's auditor, as presented.

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

Resolution: Resolved to approve the Company's audited financial statements for the fiscal year 2024/25 ended March 31, 2025, with the following voting results.

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approve	6,663,201,741	100.0000%
Disapprove	0	0.0000%
Abstain	7,847	----
Invalid Voting Card(s)	0	0.0000%
Total (167 persons)	6,663,209,588	100.0000%

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

Agenda 4

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

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

The Board of Directors has resolved to propose to the shareholders' meeting for approval to distribute dividends from the operating results for the period April 1, 2024, to March 31, 2025. The company achieved a net profit of 281,017,793.12 Baht based on the financial statements, and has allocated funds to statutory reserves totaling 14,050,900 Baht (equivalent to 5% of the net profit as required by law). After deducting corporate income tax and legal reserves, the remaining net profit amounts to 266,966,893.12 Baht. Therefore, the company proposes that the shareholders' meeting consider and approve the distribution of dividends to shareholders at a rate of 50% of the net profit after deducting corporate income tax and legal reserves, not exceeding 133,946,607 Baht in total, or at a rate of 0.0165 Baht per share. This dividend payment rate aligns with the company's dividend distribution policy. Dividends will be paid to shareholders entitled to receive them as of the record date of August 6, 2025. The dividend payment will occur on August 22, 2025.

Details of dividend payments compared over three accounting periods are as follows:

Details (Separate Financial Statements)	2024/25	2023/24	2022/23
Earnings per share (Baht/share)	0.035	0.028	-0.002
Dividend per share (Baht/share)	0.0165	0.0130	-
Total dividend payment (Million Baht)	133.95	105.53	-
Dividend payout ratio to net profit (Separate financial statements)	50%	50%	-
Dividend payout ratio to net profit (Consolidated financial statements)	39%	46%	-

The Board of Directors resolved that the shareholders' meeting should approve the dividend payment for the fiscal year 2024/25, ending on March 31, 2025, as proposed by the Board of Directors.

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

Resolution:

The meeting resolved to approve the dividend payment for the fiscal year ended March 31, 2025. with the following voting results:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approve	6,663,201,741	100.0000%
Disapprove	0	0.0000%
Abstain	7,847	----
Invalid Voting Card(s)	0	0.0000%
Total (167 persons)	6,663,209,588	100.0000%

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

Agenda 5

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

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

At the present, the Company has 7 Directors in total. There are 3 Directors who will retire by rotation at the 2025 Annual General Meeting of Shareholders, as follows:

- (1) Mr.Chaiwat Atsawintarangkun Independent Director/Audit Committee / Chairman of Nomination and remuneration committee
- (2) Mrs.Suparanan Tanviruch Director / Corporate governance committee / Chairman of Sustainable development committee / Chairman of Executive committee
- (3) Mr.Warawut Nartpradith Director

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

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

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

Accordingly, the Nomination and Remuneration Committee proposes the following matter for consideration by the Shareholders' Meeting.

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

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|----------------|------------------|--|
| (1) Mr.Chaiwat | Atsawintarangkul | Independent Director/Audit Committee
Chairman of Nomination and remuneration
committee |
| (2) Mr.Warawut | Nartpradith | Director / Corporate governance committee
/Chairman of Sustainable development
committee |

The election of a new director to replace the one who retired by rotation is as follows:

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|--------------------|-------------|--------------------------------|
| (1) Mr. Chotchawal | Leetrairong | Director / Executive Committee |
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In this regard, the Nomination and Remuneration Committee has considered that the nominated independent directors, Mr.Chaiwat Atsawintarangkul , 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 .

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

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

Resolution: The Meeting resolved to approve the re-election of the 2 directors who were retired by rotation to be the Company's directors for another term, and to appointment 1 new director to replace a director who retired by rotation, with the details as follows:

1. Resolved to approve the re-election of Mr.Chaiwat Atsawintarangkun as the Independent Director, Chairman of the board of Director, Audit Committee and Chairman of Nomination and remuneration committee with the following voting results:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approve	6,663,157,394	99.9995%
Disapprove	34,353	0.0005%
Abstain	49,176	----
Invalid Voting Card(s)	0	0.0000%
Total (174 persons)	6,663,240,923	100.0000%

2. Resolved to approve the re-election of Mr.Warawut Nartpradith as Director, Corporate governance committee and Chairman of Sustainable development committee, with the following voting results:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approve	6,663,157,517	99.9995%
Disapprove	34,353	0.0005%
Abstain	49,176	---
Invalid Voting Card(s)	0	0.0000%
Total (175 persons)	6,663,241,046	100.0000%

3. Resolved to approve the appointment of Mr. Chotchawal Leetrairong as a Director and a member of the Executive Committee, in replacement of the director who retired by rotation, with the following voting results:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approve	6,662,117,237	99.9928%
Disapprove	479,176	0.0072%
Abstain	644,633	----
Invalid Voting Card(s)	0	0.0000%
Total (175 persons)	6,663,241,046	100.0000%

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

Agenda 6
To consider and approve the directors' remuneration for the fiscal year 2025/26 ended March 31, 2026 and directors' gratuity for the fiscal year 2024/25 ended March 31, 2025

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

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

Monetary Remuneration

	Remuneration		
	2025/26 (Year Presented)	2024/25 (Actually incurred)	2024/25 (Approve by Shareholders)
Monthly remuneration	Person/Month	Person/Month	Person/Month
Chairman of the Board of Directors	40,000 Baht	40,000 Baht	40,000 Baht
Vice Chairman of the Board of Directors	30,000 Baht	30,000 Baht	30,000 Baht
Chairman of Audit Committee	30,000 Baht	30,000 Baht	30,000 Baht
Director	20,000 Baht	20,000 Baht	20,000 Baht
Meeting allowance	Per attendance / person/Time	Per attendance/ person/Time	Per attendance/ person/Time
Board of Director	None	None	None
Audit Committee	15,000 Baht	15,000 Baht	15,000 Baht
Nomination and Remuneration Committee	10,000 Baht	10,000 Baht	10,000 Baht
Corporate Governance Committee	10,000 Baht	10,000 Baht	10,000 Baht
Risk Management Committee	None	None	None
Executive Committee	None	None	None
Total	3,000,000 Baht	2,445,000 Baht	3,000,000 Baht

Directors' gratuity

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

(**Note:** The Company paid a gratuity to the directors for the fiscal year ended March 31, 2024, in the amount of Baht 1,120,000.).

Other Benefits: - None -

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

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

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

Resolution:

The Meeting resolved to approve the Directors' remuneration for the fiscal year 2025/26 ended March 31, 2026, and the Directors' gratuity for the fiscal year 2024/25 ended March 31, 2025 in the amount of exceeding THB 4,650,000 with the following voting result:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approve	6,663,241,314	100.0000%
Disapprove	0	0.0000%
Abstain	0	0.0000%
Invalid Voting Card(s)	0	0.0000%
Total (178 persons)	6,663,241,314	100.0000%

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

Agenda 7

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

The Company Secretary informed the Meeting that Article 34 of the Company's Articles of Association stipulates that the Annual General Meeting of Shareholders shall appoint the auditors and determine their remuneration, the auditor who was retired can be re-selected. In addition, according to the notification of the Capital Market Committee, the listed company must arrange for the auditor's rotation if the auditor performs the duty of reviewing or auditing and commenting on the Company's financial statements for 7 years (which has been effective since January 1, 2019). In this regard, the auditor from the same audit office with former auditor can be appointed.

The Company had considered the performance of the auditor from EY Office Company Limited in the past year and is of the opinion that EY Office Company Limited has a network covering many countries and has been selected to review the financial statements of other listed companies in the Stock Exchange of Thailand (“SET”). The auditors from EY Office Company Limited are independent, appropriate, and have performed their duties with responsibility as well as having an understanding of the Company’s business. It was therefore appropriate for the Board of Directors to propose to the Meeting to approve the appointment of auditors from EY Office Company Limited as the Company’s auditors for the for the fiscal year 2025/26 ended March 31, 2026, is proposed that one of the following auditors to be the auditor and expresses the opinions on the Company’s financial statements.

Auditor’s name	CPA. Number	Number of the year that auditor sign the name to approve the financial report during the past 7 years
1.Mr.Vatcharin Pasarapongul	6660	1
2. Mr. Preecha Arunnara	5800	-
3. Mr. Serm Brisuthikun	9452	-

In this regard, all 3 auditors, according to the proposed list, were independent, without any relationship or interest with the Company, subsidiaries, executives, major shareholders, or those related to such person. They are independent in auditing and able to express opinions on the financial statements of the Company.

Profile and professional Experience of the 3 auditors from EY Office Company Limited are stated in the invitation of this Meeting in form Enclosure 4 of the invitation letter to the Meeting.

In addition, the Audit Committee had considered and deemed it appropriate to propose the Meeting to approve the audit fee for the fiscal year 2025/26 ended March 31, 2026, in an amount not exceeding THB 2,300,000.

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

The Board of Directors had considered the recommendation of the Audit Committee and deemed it appropriate to propose to the 2025 Annual General Meeting of Shareholders to approve the appointment of the auditors from EY Office Company Limited, i.e., Mr.Vatcharin Pasarapongul or Mr. Preecha Arunnara or Mr. Serm Brisuthikun as the Company’s auditor for the fiscal year 2025/26 ended March 31, 2026, and the determination of the audit fee for the fiscal year 2025/26 ended March 31, 2026, in the amount of not exceeding THB 2,300,000, as details stated above.

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

Resolution:

Resolved to approve the appointment of auditors from EY Office Limited (EY) as the Company's Auditors for the accounting period 2025/26 ended March 31,2026 where any of the following auditors shall be authorized to review and give opinion on the Company's financial statement:

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

And approve the determination of the audit fee of the Company for the fiscal year 2025/26 ended March 31, 2026 is not exceeding Baht 2,300,000, with the following voting results:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approve	6,663,192,138	99.9993%
Disapprove	49,176	0.0007%
Abstain	0	----
Invalid Voting Card(s)	0	0.0000%
Total (178 persons)	6,663,241,314	100.0000%

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

Agenda 8

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

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

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

Item 50:

From

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

To**Item 50:**

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

Item 52:**From**

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

To

Item 52: To engage in the business of buying, selling, surveying, sourcing, contracting, converting, inspecting, analyzing, designing, consulting, planning, project management, developing, manufacturing, installing, procuring, constructing, testing, controlling, delivering, repairing, maintaining, accumulating, backing up, auctioning, construction contracting, importing, exporting, and operating various activities related to electric power, renewable energy, alternative energy, and all other types of energy; energy management systems; electricity generation or production equipment; electricity production and distribution control systems; safety control systems in electricity production and distribution; and all related equipment, tools, spare parts, and systems, as well as environmental management systems, smart ICT systems, and other equipment and operating systems related to the above, as well as any other work that supports these businesses.

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

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

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

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

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

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

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

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

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

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.

The Chairman then invited the Meeting to express opinions and raise questions regarding this agenda item. Shareholders who wished to remain anonymous raised the following questions and expressed their views, which are summarized below.

No.	Question	Answer:
1	From the five newly added objectives, has the Company prepared or formed any partnerships for implementation, particularly for renewable energy projects such as Solar Rooftop? Can these be carried out in line with the defined objectives?	Ms.Tamonwan Narintavanich Chief Financial Officer: The addition of the Company's objectives aims to accommodate new projects planned for the future. Therefore, it is necessary to revise the objectives to ensure they are comprehensive and appropriately support such operations.
2.	Were the five newly added objectives formulated to align with and cover the Company's business direction, including supporting projects planned for the future?	Ms.Tamonwan Narintavanich Chief Financial Officer: The Company added these objectives to comprehensively cover all aspects related to its business operations. The Company has already undertaken several projects that align with these five objectives, with the extent of operations depending on the nature of each project.
3	How much preparation has the Company made for investment in these projects? Will there be a capital increase in the future?	Ms.Tamonwan Narintavanich Chief Financial Officer: In the Company's ICT business, most customer contracts include advance

No.	Question	Answer:
		deposits, which prevent liquidity issues. Currently, the Company holds approximately THB 1,800 million in cash. In addition, it has working capital credit facilities supported by banks and the capacity to obtain further loans. As for a capital increase, there is no necessity at this time.

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

Resolution: The Meeting resolved to approve the amendments the Company’s objectives and Clause 3 of the Memorandum of Association to be in line with the amendment of the Company’s objectives and relevant authorization with the following voting results:

Shareholders’ voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approve	6,663,246,040	100.0000%
Disapprove	0	0.0000%
Abstain	0	0.0000%
Invalid Voting Card(s)	0	0.0000%
Total (179 persons)	6,663,246,040	100.0000%

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

Agenda 9

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

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

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

However, after the Extraordinary General Meeting of Shareholders No. 1/2025 of the Company resolved to approve the Disposal of Hello LED Shares, PLANB submitted a letter to the

Company requesting to renegotiate the conditions of the Original SPA of Hello LED, including the extension of the timeline for executing the Disposal of Hello LED Shares transaction, due to the anticipated impact on the Thai economy and PLANB caused by the United States' import tariff policy. In this regard, the Company jointly discussed with PLANB regarding the amendment to the conditions of the Original SPA of Hello LED, reaching a solution by considering the strategic business of the Company and the best interests of both the Company and Company's shareholders. The key amendment conditions proposed to amend by PLANB, i.e., (1) the amendment to the Long-Stop Date (the "**Long-Stop Date**") extending to 13 August 2027, which PLANB shall execute the Disposal of Hello LED Shares within such period; and (2) the additional conditions for the payment of a non-refundable deposit, which has a value not exceeding THB 240,000,000, to the Company. In the event that PLANB does not proceed with the purchase of the Sale Shares by the Long-Stop Date, or the agreement is terminated due to the fault of PLANB, the Company shall be able to forfeit the deposit, which PLANB has been paid to the Company. PLANB also agrees to pay the remaining balance of the deposit in full until the total amount of THB 240,000,000 is reached (the "**Amendment Agreement to the SPA of Hello LED**"). Nevertheless, such deposit is a part of the payment for the purchase of shares if PLANB proceeds with the acquisition of shares according to the agreement. In this regard, the consideration for the Sale Shares remains at THB 2,000,000,000 as approved by the Extraordinary General Meeting of Shareholders No. 1/2025. The details of the amendment to the Share Purchase Agreement appeared in item 3 of the Information Memorandum on Assets Disposition and Related Party Transaction of Roctec Global Public Company Limited (List 2) Enclosure 5 (the "**Amendment to the SPA of Hello LED**"). In this regard, the purchase of the Sale Shares between the Company and PLANB must be only for the purchase of the entire Sale Shares in a single transaction and the Company shall not divide the sale of the Sale Shares to PLANB within the Long-Stop Date period.

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

internal liquidity and its borrowing capacity. Therefore, the potential delay in the Company receiving proceeds from the Disposal of Hello LED Shares does not affect the Company's business operations.

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

Although the Disposal of Hello LED Shares was approved by the Extraordinary General Meeting of Shareholders No. 1/2025, held on 29 April 2025, the Board of Directors is of the opinion that the Amendment to the SPA of Hello LED constitutes a material amendment to the conditions of the SPA of Hello LED and should be considered by the shareholders. Therefore, the Board of Directors' Meeting No.2/2025-26, held on 30 May 2025, deemed it appropriate to propose to the 2025 Annual General Meeting of Shareholders to reconsider and reapprove the Disposal of Hello LED Shares and the Amendment to the SPA of Hello LED (collectively referred to as "**Disposal of Hello LED Shares Transaction under New Conditions**"). Even though, after the date on which the Board of Directors has resolved such a resolution, the court of the United States issued an order to suspend the import tariff policy, the effect of such order is still under appeal, and it remains uncertain how the outcome will affect the situation. In addition, the announcement of such policy by the United States has caused volatility in the global economic system and impacted overall market confidence, combined with the global and Thai economies continuing to face a slowdown and high uncertainty, resulting from political factors and rising international tensions, as well as financial and international trade-related factors. Such circumstances are seen by changes in consumer behavior, with greater caution in spending and tighter credit approval standards by financial institutions. Even if the tariff policy is legally repealed or suspended, the recovery of the global and Thai economies will still take time.

The Disposal of Hello LED Shares Transaction under New Conditions is a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, B.E. 2546 (2003) (as amended) (collectively, the "**Notifications on Connected Transactions**") since BTS Group Holdings Public Company Limited (the "**BTS**"), a major shareholder of the Company, is also a major shareholder of PLANB by holding shares indirectly through VGI, resulting in PLANB being considered a connected person of the Company. In this regard, the details of the shareholding of BTS in the Company and PLANB appeared in the shareholding structure in item 2 of the Information Memorandum on Assets Disposition and Related Party Transaction of Roctec Global Public Company Limited (List 2) Enclosure 5. The size of the Disposal of Hello LED Shares Transaction under New Conditions is equivalent to 54.43 percent of the value of the net tangible asset (NTA) of the Company shown in the Company's consolidated financial statements, which has been audited by a certified public accountant, for the accounting period ending 31 March 2025. (The Company and its subsidiaries have no other connected transactions, which are required to comply with the Notifications on Connected Transactions with PLANB and related person of PLANB during the past 6 months prior to the date of approval of the

Disposal of Hello LED Shares Transaction under New Conditions by the Board of Directors). Due to the value of this connected transaction exceeded than 3 percent of the net tangible asset of the Company, therefore, the Company is required to disclose information memorandum regarding the connected transaction to the Stock Exchange of Thailand (the “**SET**”), appoint an independent financial advisor, and convene the shareholders’ meeting of the Company to approve the entry into the connected transaction with a vote of not less than three-fourths of the total number of votes from shareholders who attend the meeting and having the right to vote, excluding the votes of shareholders having interests in vote counting pursuant to the criteria under the Notifications on Connected Transactions.

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

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

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

to PLANB's fault amounting to THB 240,000,000. This amount represents 12 percent of the total purchase price of Hello LED's shares. Therefore, when comparing the penalty rate for PLANB's fault at 12 percent with the Termination Penalty of the Company at 10 percent, the Termination Penalty is considered reasonable. The details of the amendment to the Share Purchase Agreement appeared in item 3 of the Information Memorandum on Assets Disposition and Related Party Transaction of Roctec Global Public Company Limited (List 2) Enclosure 5.

The agreement that allows the Company to consider the cancellation of the sale of shares to PLANB by the Long-Stop Date constitutes the right granted to the Company to reconsider the sale of shares of Hello LED at the time the transaction is to be executed, and PLANB has no right to compel the Company to proceed with the sale of shares of Hello LED. In the event that the deposit and the Termination Penalty are refunded to PLANB, the Disposal of Hello LED Shares Transaction under New Conditions shall not be carried out (i.e., the sale of the entire shares of Hello LED to PLANB will be cancelled). If this circumstance occurs, the Company will inform the shareholders via the SET's website. In this regard, the Termination Penalty payable by the Company to PLANB constitutes a connected transaction under the Notification on Connected Transactions, as PLANB is a connected person of the Company. The size of the connected transaction is equivalent to 1.33 percent of the Company's net tangible assets (NTA), of the value of the net tangible asset (NTA) of the Company, as shown in the Company's consolidated financial statements audited, which has been audited by a certified public accountant, for the accounting period ending 31 March 2025. (The Company and its subsidiaries have not entered into any other connected transactions which are required to comply with the Notifications on Connected Transactions with PLANB and related person of PLANB during the past 6 months prior to the date of approval of the transaction by the Board of Directors).

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

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

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

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

Additionally, The Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors that is responsible for reconsidering of the sale of Hello LED Shares to PLANB in the future.

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

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

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

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

Installment	Payment Date	Amount
Installment 1: Deposit	By 31 July 2025	24,000,000.00
Installment 2: Deposit	First business day of August 2025	24,000,000.00
Installment 3: Deposit	First business day of November 2025	24,000,000.00
Installment 4: Deposit	First business day of February 2026	24,000,000.00
Installment 5: Deposit	First business day of May 2026	24,000,000.00
Installment 6: Deposit	First business day of August 2026	24,000,000.00
Installment 7: Deposit	First business day of November 2026	24,000,000.00

Installment	Payment Date	Amount
Installment 8: Deposit	First business day of February 2027	24,000,000.00
Installment 9: Deposit	First business day of May 2027	24,000,000.00
Installment 10: Deposit	First business day of August 2027	24,000,000.00
Total Deposit Amount		240,000,000.00
Final Installment: Remaining Balance	By 13 August 2027	1,760,000,000.00
Total Consideration for the Disposal of Hello LED Shares		2,000,000,000.00

The Board of Directors has considered and deemed it appropriate to propose to the 2025 Annual General Meeting of Shareholder to consider and approve the amendment to the share purchase agreement of Hello Bangkok LED Co., Ltd. between the Company and PLAN B Media Public Company Limited, which constitutes a disposal of assets and a connected transaction, as well as the relevant authorization, with details as proposed in all respects.

In this regard, please consider the additional opinion of Board of Directors placed in the Information Memorandum on Assets Disposition and Related Party Transaction of Roctec Global Public Company Limited (List 2) Enclosure 5.

Subsequently, the company secretary requested the independent financial advisor to present its opinion to the meeting, which summarized that the Disposal of Hello LED Shares Transaction under New Conditions is appropriate.

The Chairman then invited the Meeting to express opinions and raise questions regarding this agenda item. Shareholders who wished to remain anonymous raised the following questions and expressed their views, which are summarized below.

No.	Question:	Answer:
1.	What is the reason for the amendment to the share purchase agreement of Hello LED?	Independent Financial Advisor: Plan B has requested to extend the Long-Stop Date under Original SPA of Hello LED. However, the share price remains unchanged.
2.	Has the Company received any deposit from Plan B, and if so, in what amount?	Independent Financial Advisor: The Company has not yet received the deposit from Plan B, as the amendment to the share purchase agreement must first be approved by the shareholders' meeting today.
3.	Has Plan B requested a reduction in the share purchase price?	Independent Financial Advisor: There has been no request for a reduction in the share purchase price.
4.	What is the return on the Company's investment in Hello LED?	Independent Financial Advisor: The return is approximately 2% per annum

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

Resolution:

The Meeting resolved to approve the amendment to the share purchase agreement of Hello Bangkok LED Co., Ltd. between the Company and PLAN B Media Public Company Limited, which constitutes a disposal of assets and a connected transaction, as well as the relevant authorization with details as proposed in all respects and with the following voting results:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approve	679,169,006	99.9916%
Disapprove	0	0.0000%
Abstain	57,036	0.0084%
Invalid Ballot	0	0.0000%
Total (179 persons)	679,226,042	100.0000%

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

In this regard, the list of shareholders who have an interest, which are not entitled to vote for this agenda, are as follows:

No.	Name of Shareholders	The number of shares held in the Company (Shares)	Percentage of the total number of issued shares of the Company (%)
1.	BTS Group Holdings Public Company Limited's Group		
	1.1 BTS Group Holdings Public Company Limited	3,506,306,396	43.19
	1.2 BTS Group Holdings Public Company Limited	1,401,451,639	17.27
	1.3 BTS Group Holdings Public Company Limited by Metha Asset Management Company Limited	266,262,000	3.28
2.	Plan B Media Public Company Limited	810,000,000	9.98

Agenda 10 Other Matters (If any)

The Company Secretary informed the Meeting that the Company had given the opportunity to shareholders to propose the agenda and submit question for the 2025 Annual General Meeting of Shareholders in accordance with the rules disclosed on the Company's website <http://www.roctecglobal.co.th> including notifying via the electronic system of the SET between February 1, 2025, to April 30, 2025, regarding the right of shareholders to propose agendas in the 2025 Annual General Meeting of Shareholders for the Board of Directors' consideration in advance. It appeared that no shareholder proposed to add agenda and in advance.

In addition, section 105 paragraph two of the PCLA has determined that the shareholders holding shares in aggregate not less than one-third of the total paid-up shares may request the Meeting to consider other matters other than those specified in the invitation to the Meeting.

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

No.	Question: (Anonymous shareholders)	Answer
1.	How has the Company benefited from or been affected by the THB 20 flat-fare train policy?	Mr. Weng Sam Lam, Chief Executive Officer: As the Company already has business collaborations with the BTS Group, we view this as an opportunity to further develop and expand our business into related projects or services in the future.
2.	What is the Company's backlog for FY2025/26?	Mr. Weng Sam Lam, Chief Executive Officer: The Company's backlog is approximately 50% of the annual revenue forecast of THB 3.6bn.
3.	The Company has a cash balance of THB 1,800 million, which is close to the retained earnings. Is there a plan to consider adjusting the par value of shares to THB 1?	Ms. Tamonwan Narinthavanich Chief Financial Officer: The cash balance of THB 1,800 million is stated in the consolidated financial statements, while dividend payments are considered based on the separate financial statements.

Since there was no shareholder express opinion or inquiries, the Chairman thanked the shareholders for taking time to the Meeting and declares the Meeting adjourned at 17.00 p.m.

Yours sincerely,
 Roctec Global Public Company Limited.

-Signature-

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