

November 20, 2023

Re: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2023**To: Shareholders
Master Ad Public Company Limited**

- Enclosures:**
1. Copy of the minutes of the 2023 annual general meeting of shareholders, held on July 21, 2023
 2. Key features of warrants to purchase the newly issued ordinary shares of Master Ad Public Company Limited No. 5 (MACO-W5)
 3. Capital Increase Report Form (F53-4)
 4. Articles of Association of the Company relating to the shareholders' meeting
 5. Procedures for Attendance Registration, Proxy Appointment and Voting
 6. List and details of the independent directors
 7. Proxy Form B. (shareholders can download Proxy Form A., Form B. and Form C. from the Company's website at <https://investor.masterad.com/en/document/shareholder-meetings>)
 8. Map of the Meeting Venue

The Board of Directors' Meeting of Master Ad Public Company Limited (the "**Company**") resolved to convene the Extraordinary General Meeting of Shareholders No. 1/2023 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, to consider the following agenda items:

Agenda Item 1 To consider and certify the minutes of the 2023 annual general meeting of shareholders, held on July 21, 2023

Background: The Company has prepared the minutes of the 2023 annual general meeting of shareholders held on July 21, 2023, whereby such minute was prepared within 14 days from the date of the meeting. In this regard, the said minute has been published on the website of the Company: <https://investor.masterad.com/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 minute of the 2023 annual general meeting of shareholder held on July 21, 2023 and viewed that the said minute is 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.

(-Translation-)

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

Background: 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>
Thai	บริษัท มาสเตอร์ แอด จำกัด (มหาชน)	บริษัท ร็อกเทค โกลบอล จำกัด (มหาชน)
English	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:

(-Translation-)

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

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

(-Translation-)

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 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.

Opinion of the Board of Directors: The Board of Directors deemed appropriate to propose 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.

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 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

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 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.

(-Translation-)

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.

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 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.

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

Background: 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.

Opinion of the Board of Directors: The Board of Directors deemed appropriate to propose to the shareholders’ meeting to approve the transfer of legal reserve and share premium to compensate accumulated losses 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 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)

Background: 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 an amount not exceeding 2,029,494,045 units, at no cost, to the Company’s existing shareholders pro rata to their respective shareholding (Rights Offering), at the allocation ratio of 4 existing ordinary shares for 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 for this meeting.

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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 for 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 shareholders’ 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.

Opinion of the Board of Directors: The Board of Directors deemed appropriate to propose the shareholders’ meeting to approve the issuance of 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) and relevant authorization.

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 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

Background: 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 unsold 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 Warrants**”) and their exercise period has expired. In this regard, the Company is required to decrease its registered capital by canceling these unsold shares. This reduction will result in a decrease of the Company’s registered capital by THB

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202,948,897.40, from THB 1,189,820,890.10 to THB 986,871,992.70 by canceling 2,029,488,974 unsold shares of the Company, with a par value of THB 0.10 per share.

Opinion of the Board of Directors: The Board of Directors deemed appropriate to propose to the shareholders' meeting to approve the decrease of the Company's registered capital of THB 202,948,897.40 from the existing registered capital of THB 1,189,820,890.10 to THB 986,871,992.70 by canceling 2,029,488,974 unsold shares of the Company, with a par value of THB 0.10 per share.

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 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

Background: To align with the decrease of the Company's registered capital of THB 202,948,897.40, as detailed in the agenda item 6 above, it is deemed appropriate to propose to the shareholders' meeting to 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)
	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 is deemed appropriate to 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 amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the decrease of the Company's registered capital and the relevant authorization.

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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 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

Background: The Company intends to issue the MACO-W5 Warrants to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering), as detailed in the agenda 5 above. Therefore, it is deemed appropriate to propose to the shareholders’ meeting to consider and approve the increase of the Company’s registered capital by 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 2,029,494,045 newly issued ordinary shares, with a par value of THB 0.10 per share, to accommodate the exercise of right under the MACO-W5 Warrants. The details of the capital increase of the Company are as set out in **Enclosure 3** which was delivered to the shareholders together with the invitation to the meeting.

Opinion of the Board of Directors: The Board of Directors deemed appropriate to propose to the shareholders’ meeting to approve the increase of the Company’s registered capital by 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.

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 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

Background: To align with the increase of the Company’s registered capital of THB 202,949,404.50, as detailed in the agenda 8 above, it is deemed appropriate to propose to the shareholders’ 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)
	Par value per share	THB 0.10	(Ten Satang)
	Divided into:		
	Preferred shares	- shares	(- shares)”

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

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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 amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital and the 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 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

Background: The Company intends 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 the agenda 5 above. It is deemed appropriate to propose to the shareholders' 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 right 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 are set out in **Enclosure 2** which was delivered to the shareholders together with the invitation to the meeting.

Opinion of the Board of Directors: The Board of Directors deemed appropriate to propose to the shareholders' meeting 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 right 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.

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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.

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 Item 11 Other Matters (If any)

The Company has published the invitation to shareholder's meeting and enclosures on the Company's website at <https://investor.masterad.com/en/document/shareholder-meetings> since November 20, 2023 and hereby invites all shareholders to attend the Extraordinary General Meeting of Shareholders No. 1/2023 on December 21, 2023 at 2:00 p.m., at Eastin Grand Hotel Phayathai. The Company will conduct the meeting pursuant to the Articles of Association of the Company regarding the meeting of shareholders as per the details set out in **Enclosure 4**.

To safeguard the rights and benefits of shareholders who are unable to attend the meeting in person, shareholders may appoint an independent director of the Company as proxy to represent them and vote on their behalf. Details regarding the independent directors and the proxy appointment process are provided in **Enclosure 6**. The Company has also provided the Proxy Form B., as outlined in **Enclosure 7**.

Alternatively, the shareholders can download Proxy Forms A., Form B. or Form C. from the Company's website at <https://investor.masterad.com/en/document/shareholder-meetings> since and are required to select one of the specified forms. The Company requests the cooperation of shareholders to submit the proxy form together with supporting documents for registration with the Company within December 18, 2023 via the following channels:

Email: register@masterad.com

Post: **Company Secretary Office,**
Master Ad Public Company Limited
No.21, TST TOWER 21-22th floor, Viphavadi-Rangsit Rd.,
Chomphon Sub-district, Chatuchak District, Bangkok 10900.

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In this regard, the Company will allow the shareholders and/or proxies to register starting at 12.00 p.m. on the day of the meeting. Since the Company utilizes a Barcode system for registration and vote counting during the meeting, shareholders and/or proxies are requested to bring the meeting invitation letter (registration form with QR Code) to present on the day of the meeting day. The registration procedures, all required documents, voting procedures and meeting processes are as set out in **Enclosure 5**.

Please be informed accordingly.

Sincerely Yours,

Master Ad Public Company Limited

-----Signature -----

(Mr. Chaiwat Atsawintarangkun)

Chairman of the Board of Directors

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**The minutes of 2023 Annual General Meeting of Shareholders of
Master Ad Public Company Limited
21 July 2023**

Date, Time and Venue

The 2023 Annual General Meeting of Shareholders of Master Ad Public Company Limited (the “Company”) was held on Friday, 21 July 2023 at 2.00 p.m. via an electronic means (E-AGM).

Directors Present at the Meeting

- | | | |
|---|------------------------------|---|
| 1 | Mr. Chaiwat Atsawintarangkun | Chairman of the Board of Director |
| 2 | Mr. Chaiyasit Puvapiromquan | Director / Corporate Governance Committee |
| 3 | Mr. Sathundon Sattabusya | Director |
| 4 | Mr. Warawut Natpradith | Director |
| 5 | Mr. Voraphot Chanyakomol | Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee |
| 6 | Mr. Danai Tangsriviriyakul | Independent Director / Audit Committee / Nomination and Remuneration Committee / Chairman of the Corporate Governance Committee |
| 7 | Mr. Chalush Chinthammit | Independent Director / Audit Committee / Nomination and Remuneration Committee / Corporate Governance Committee |

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

Executives Present at the Meeting

- | | | |
|---|-----------------------------|--|
| 1 | Ms. Tamonwan Narintavanich | Executive Committee / Risk Management Committee / Acting Chief Executive Officer / Chief Financial Officer / Company Secretary |
| 2 | Ms. Rodjana Trakulkoosri | Executive Committee / Risk Management Committee / Chief Business Development Officer |
| 3 | Mrs. Uraivan Boonyarataphan | Executive Committee / Risk Management Committee / Chief People Officer |
| 4 | Mr. Pipop Intaratat | Chief of the Internal Audit Department |

Advisors Present at the Meeting**Legal Advisors**

- | | | |
|----|-----------------------|--------------------------------|
| 1. | Mr. Buncha Krungrirun | The Capital Law Office Limited |
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Auditor

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

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

Ms. Sukjai Virunmas, the MC, informed the Meeting that in this Meeting, Mr. Kittiphan Kiatsompop, the auditor from EY Office Company Limited joined the Meeting as the representative of the Company’s auditor. Ms. Vanida Thaneepanichskul and Ms. Pitchayaporn Thongkum from The Capital Law Office Limited joined the Meeting as the legal advisors whereas Ms. Pitchayaporn Thongkum acted as the votes counting witness. In order to promote the good corporate governance of the Company, the MC, prior to the meeting, explained the procedures for the vote counting and vote casting as follows:

1. Prior to vote casting of any agenda, the Chairman shall allow the shareholders to inquire about the details and inquiry.
2. With respect to the vote casting in the meeting, every shareholder shall have the numbers of votes equal to the shares held by him/herself as one share one vote.
3. The shareholders attended the Meeting in person via electronics and the proxies under the proxy Type A (Type Kor) and Type B (Type Khor) shall cast the vote only either approved, disapproved or abstained without separate the vote in each agenda.
4. The proxies of the shareholders whose names appeared in the shareholder registration book being the foreign investors and assigned the custodian in Thailand to keep and to take care of their shares using the proxy Type C (Type Khor) shall be entitled to separate their votes in each agenda.
5. With respect to the vote casting in each agenda, the MC shall inquire whether or note there is any person who disapprove or absatin in such agenda, the shareholder who wish to vote disapprove or abstain shall mark the vote in disapprove or abstain through his/her screen. The Company will deduct the disapproval and abstain from the total votes and the remaining shall be regarded as the approved votes.
6. For the Agenda 5, which would be the agenda to consider and approve the election of the directors to replace the directors who retired by rotation, the Company shall count the votes from the shareholders and the proxies who vote approved, disapproved and abstain. In this regard, the vote casting for each director shall be conducted separately.

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

Registered Capital	THB 1,189,820,890.10
Divided into	11,898,208,901 shares
Paid-up Capital	THB 811,797,212.10
Issued and Paid-Up Shares	8,117,972,121 shares
Par Value per Share	THB 0.10

As of the date for determining the names of shareholders being entitled to attend the 2023 Annual General Meeting of Shareholders (Record Date) on June 8, 2023, the Company had 14,269 shareholders, consisting of 14,247 Thai shareholders, holding 8,080,757,932 shares in aggregate, which is equivalent to 99.54 percent of the total paid-up shares of the Company, and 22 foreign shareholders holding 37,214,189 shares in aggregate, which is equivalent to 0.46 percent of the total paid-up shares of the Company.

In this Meeting, there were 35 shareholders present in person and by proxy in total, holding altogether 4,435,809,791 shares, representing 54.64 percent of the total paid-up shares of the Company. A quorum was, therefore, duly formed according to the Articles of Association of the Company and the regulations regarding the shareholders’ meeting, which required at least 25 shareholders to attend a meeting in person

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or by proxy or not less than half of the total number of shareholders, and collectively hold not less than one-third of the total paid-up shares of the Company, which is equal to 2,705,990,707 shares.

In order to promote the good corporate governance related to the protection of the rights of the shareholders, the Company offered the opportunity to the shareholders to propose the subjects to be considered as an agenda of the Meeting and nominate the names of the candidates having proper qualifications to be considered electing as a director in advance during February 1, 2023, until April 31, 2023, with the details criteria and the procedures showing on the website of the Company. In this regard, after such period, there was no shareholder submitted his/her intention to propose such subject whatsoever.

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

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

The MC informed the Meeting that the Company has already prepared the Minutes of the Annual General Meeting of Shareholders 2022 held on July 27, 2022, within 14 days from the date of such Meeting. In this regard, the Minutes of such Meeting have been published on the Company's website and delivered to the shareholders together with the invitation letter for this Meeting (*Enclosure 1 of the invitation letter to the Meeting*).

The Board of Directors viewed that the Minute of the Extraordinary General Meeting of shareholder 2022 held on July 27, 2022, was correctly and completely recorded. Thus, it deemed appropriate to propose to the Meeting to certify the said minutes.

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

Resolution: The Meeting resolved to certify the Minutes of Annual General Meeting of Shareholders 2022 held on July 27, 2022, as details proposed above, with the following votes:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approve	4,435,809,791	100.000
Disapprove	0	-
Abstain	0	-
Invalid Voting Card(s)	0	-
Total (35 persons)	4,435,809,791	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 2 To acknowledge the operating result of the Company for the fiscal year 2022/23 ended March 31, 2023.

The MC informed the Meeting that The Company has prepared report for the Company's business operating result for the fiscal year 2022/23 ended March 31, 2023. The details of which are as set forth in the One Report for the year 2022/23, under section 2.7 "Management Discussion and Analysis".

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In this regard, Ms. Tamonwan Narintavanich, the deputy to the Chief Executive Officer and the Chief Financial Officer, has summarized the details as follows:

Business Structure

For the fiscal year 2022/23 ended on March 31, 2023, the Company has a total of 11 subsidiaries and 7 associated companies, totaling 18 companies., divided into 10 companies who operate the domestic businesses and 10 companies who operate businesses overseas. In this regard, the businesses can be divided into 2 segments: Advertising Media Business and Integrated Systems Business.

Significant Change and Development in 2022/23

In the accounting cycle of 2022/23 the Company has started to extend to industrial game with the strong growth through the past several years, therefore, the Company established a joint venture Company under the name MYGG Co., Ltd. with the invested capital at 200 MB. whereas the Company holds the share in the proportion of 50:50 together with YGG Drasil Group Public Co., Ltd. (“YGG”) to deploy the digital expert of YGG and its wide range network.

MYGG Co., Ltd. aims to develop the quality of providing services and delivering the better experiences in games for the gamers both in Thailand and South East Asia.

Corporate Social Responsibility (CSR)

The company has participated in activities and provided advertising space to non-profit charitable organizations that do not seek profit. These activities include the following:

- Supporting the EARTH HOUR campaign, uniting forces to combat global warming.
- Participate in the VGI Protect the Ocean project: Beach clean-up, mangrove tree planting, and garbage collection to contribute to the conservation of natural areas.
- The 'MACO For Share' project involves sharing recreational space at the Chong Nonsi Skywalk and providing advertising space to various non-profit organizations without seeking profit.
- Sharing the Chong Nonsi Skywalk space for the Bangkok Street Performance activities, following the policy of Bangkok Metropolitan Administration, to create an area for music and performing arts.
- Sharing the Chong Nonsi Skywalk space for conducting academic activities in physical therapy care provided to the Physical Therapy Department of Saint Louis College.
- Supporting a learning space for individuals with hearing impairments (Teaching photography) in the 'Education for the Deaf' project at Chong Nonsi Skywalk.
- Sharing media space to organize public relations activities and fundraising events for the UNHCR Global Emergency Fund for worldwide disaster victims at the Chong Nonsi Skywalk area.
- Supporting media space at the Chong Nonsi Skywalk area for promoting the international jet ski competition 'King's Cup-Jet Ski World Cup Seasons 2022.'
- Providing media space at the Chong Nonsi Skywalk area to the BECITASA project's group of students for community development, aiming to raise funds for volunteer camps to revitalize the community at the 'Mae Fa Luang' Thai Hill Tribe Community Learning Center in Ko Sota Village, Mae Chan Subdistrict, Umphang District, Tak Province.
- MACO Sharing Podcast: Sharing global advertising insights as an external media business expert through the company's YouTube channel.

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The Rewards granted to the Company and the affiliate companies in the years 2022/23

Awards received by Roctec Technology Limited in 2022/23.

- (1) 2022 Best Automotive & Transport Partner Award from RuiSing Technology Company Limited,
- (2) 2022 Outstanding Contribution Partner Award from H3C Technologies Company Limited,
- (3) 2022 Top Partner in Hong Kong from Keewin Display Company Limited,
- (4) Outstanding Achievement Award 2022 and An APC Selected Partner in 2023 จาก APC in the group of Schneider Electrics and,
- (5) FY22 Aruba Excellent Partner from HPE Aruba Networking

In the year 2023 the Company has been awarded the Honor of Chief Innovation Officer (CIO) from the Office of Innovation of Thailand (Public Organization) for which the Companies having distinguishing roles to monitor innovation in the organization as well as participate in promoting and supporting innovation in Thailand towards the “Nation of Innovation” and has been assessed the supervision of the registered Company’s business at the excellent level in the year 2022 for the 2nd year consecutively by Thai Institute of Directors (IOD).

Performance of the years 2022/23

The overall of the consolidated financial statement for the accounting cycle year 2022/23 comparing with the consolidated financial statement for the accounting cycle year 2021/22, the Company obtained the income from services at 2,595 MBaht, increasing at 21.5%, with the gross profit at 666 MBaht increasing at 41.3% and the net profit at 134 MBaht or increasing 297.6% dividing into 2 groups: income from advertising business at 398 MBaht or 15.3% of total revenue and the growth at 23.1% and income from the full cycle system at 2,198 MBaht or 84.7% of total revenue or the growth at 21.3%.

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 2022/23, ending on 31 March 2022 to the meeting for acknowledgement.

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

while the accounting cycle year 2022/23, ending on 31 March 2023, the Company has not been informed of any clues or claims from the stakeholders both inside and outside concerning corruption whatsoever.

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

Questions/ Opinions /Answers

Question: Mr.Chawan Hongyon shareholder	Answer: Ms.Tamonwan Narintavanich Acting Chief Executive Officer and Chief Financial Officer
1. Inquire about business progress in Vietnam, Malaysia and Indonesia	For advertising media abroad, MACO still operates advertising media business in Vietnam which is an outdoor media business. There are currently 19 static billboards, 105

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	<p>digital billboards and 28 lightboxes across Vietnam. And they continue to grow.</p> <p>In Malaysia, as for part which is a big port, we have already sold out. For Indonesia, the Company waits for clarity on the economic sector in Indonesia again</p>
<p>2. GOI Game: When will the “let's play together” game be available for customers? And when will the other games that collaborate with YGG be released?</p>	<p>For the GOI game, after being opened for trial in March 2023, the team is currently developing and adjusting the game format to be appropriate with different platforms apart from the one on PC to create maximum benefit to the players.</p> <p>In addition, the company has another game that is being developed in collaboration with YGG, which will be released within the third quarter of this year.</p>
<p>3. For the Company’s direction, will there be a business expansion in the next 5 years within the country?</p>	<p>During the past 2-3 years, MACO has changed its business structure that MACO currently owns advertising media in the country, namely the Street Furniture media, which we have assigned PlanB to handle management and sale of such advertising media to the Company.</p> <p>In addition, MACO is ready to strengthen the advertising media business through network expansion according to the extension of the BTS SkyTrain route. However, after the business restructuring, MACO has a majority proportion of revenue around 85% of total revenue arising from the integrated business system or IT Solutions business service which is managed by Trans.Ad Group. Most of Trans.Ad Group's main projects come from supplying both hardware and software products to BTS Group companies and the government sector both in Thailand, Vietnam and Hong Kong.</p> <p>Therefore, MACO is committed to expanding its business into the technology and digital markets through the Trans.Ad group by adding various projects apart from projects carried out for BTS, including MYGG's business operations related to Game Publishing.</p>

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Question: Mr. Chayanon Kraipanont shareholder	Answer: Ms. Tamonwan Narintavanich Acting Chief Executive Officer and Chief Financial Officer
1. The company has quite a lot of cash. Is there any way to invest in any additional areas?	Now the company has approximately 1,365 million baht in cash, divided into 184 million baht from the Company and the rest from Trans.Ad Solutions Co., Ltd. Group. Nowadays, the technology and digital industry's trend is of huge growth which is in line with our integrated system business that has a continuous growth direction. This is a good opportunity for us to look for business partners in the industry to help strengthen the company.
Question: Mr. Chanlert Apinunkul Shareholder	Answer: Ms. Tamonwan Narintavanich Acting Chief Executive Officer and Chief Financial Officer
1. Next year, what percentage of growth does the company aim for?	In 2023/24, we expect the Company to have a growth of at least 10 - 15%, both in terms of revenue and profit, mainly from the growth of revenue arising from the integrated system business in line with the growing trend of digital-related business and industry.

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

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

The MC informed the Meeting that the Company has prepared and completed the Statements of Financial Position, Statements of Comprehensive Income, and statement of cash flows for the fiscal year 2022/23 ended March 31, 2023. The Board of Directors and the Audit Committee have considered the financial statements and opined that they were duly prepared according to generally recognized accounting principles. Thus, it was deemed appropriated to propose the 2023 Annual General Meeting to approve the Statement of Financial Position, Statements of Comprehensive Income, and statement of cash flows for the fiscal year 2022/23 ended March 31, 2023, which were certified by the auditor. The details of those statements are shown in the "Financial statement" item and the "Audit Committee Report" item, which is as set forth in section 4.0 "Financial Reports" of the Annual Report 2022/23 (One report) which has been delivered to the shareholders together with the invitation letter for this Meeting.

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

In the fiscal year 2022/2023 ended 31 March 2023, the Company and affiliated companies have total assets at the amount of THB 6,431 million, total debts at the amount of THB 2,161

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million, the shareholder equity in the amount of THB 4,270 million, total income at the amount of THB 2,642 million and net profit attributable to the Company's shares at the amount of THB 134 million, equivalent to earnings per share of THB 0.016 per share.

The Board of Directors has considered and deemed it appropriate to propose to the Meeting to approve the Company's financial statements for the fiscal year ended March 31, 2023, which have been examined by the Audit Committee and the Auditor, according to the details presented by Ms. Tamonwan Narintavanich.

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

Question: Mr.Noppadol Pakornnimitdee Proxy From the Thai Investors Association which is a shareholder	Answer: Mr. Voraphot Chanyakomol Chairman of the Audit Committee
1. Financial statements of the company that have been reviewed by the Audit Committee as to how the Board of Directors were asked to investigate? Can you confirm the correction for the peace of mind of the shareholders?	By assuring the shareholders that the Audit Committee together with the Company's auditor from EY Office Limited has audited the financial statements for the year 2022/23 to ensure that the Company's financial statements are accurate and reliable in accordance with generally-accepted accounting standards including considering and giving opinions on connected transactions or transactions that may have conflicts of interest that they have acted in compliance with the law and related announcements based on the principle of caution, reasonableness and care for the interests of all stakeholders.
	Answer: Ms. Tamonwan Narintavanich Acting Chief Executive Officer and Chief Financial Officer gave confidence to the shareholders that the Company
	Giving confidence to the shareholders that the Company has established a process to supervise the management and operations of the group of companies which is appropriate and sufficient both in the process of auditing the financial statements by the auditor and internal control system by internal auditors (Internal Audit) of the company.

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

Prior to the vote casting on this agenda, the MC informed the Meeting that there were 1 additional shareholders attending the Meeting, holding 20,000 shares. Thus, the total number of the shareholders attending the Meeting is 36 person, holding 4,435,829,791 shares representing 54.642 percent of the total paid-up shares of the Company.

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Resolution: The Meeting resolved to approve the audited financial statements for the fiscal year 2022/23 ended March 31, 2023 with the following vote:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approve	4,435,829,791	100.000
Disapprove	0	-
Abstain	0	-
Invalid Voting Card(s)	0	-
Total (36 persons)	4,435,829,791	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 4 **To consider and approve the omission of dividend payment from the operating result for the fiscal year 2022/23 ended March 31, 2023.**

The MC informed the Meeting that the Company had the policy to pay dividends to the shareholders at the rate of not less than 50 percent of net profit after corporate income tax and legal reserves. However, this depends significantly on the economic status and future operations. However, since the operating result of the Company for the fiscal year ended March 31, 2023 has a loss of THB 19.38 million. Therefore, the Company was unable to make a dividend payment.

The Board of Directors has considered and deemed it appropriate to propose to the Meeting to approve the dividend omission from the operating result for the fiscal year 2022/23 ended March 31, 2023.

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

Resolution: The Meeting resolved to approve the omission of dividend payment from the operating result for the fiscal year 2022/23 ended March 31, 2023, with the following vote:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approve	4,435,829,791	100.000
Disapprove	0	-
Abstain	0	-
Invalid Voting Card(s)	0	-
Total (36 persons)	4,435,829,791	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.

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

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

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

- | | |
|---------------------------------|--|
| (1) Mr. Chaiyasit Puvapiromquan | Director / Independent Director Member of Corporate Governance Committee. |
| (2) Mr. Chalush Chinthammit | Independent Director/Audit Committee/ Nomination and Remuneration Committee and Member of Corporate Governance Committee |
| (3) Mr. Warawut Nartpradith | Director |

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

- | | |
|---------------------------------|--|
| (1) Mr. Chaiyasit Puvapiromquan | Director / Independent Director Member of Corporate Governance Committee |
| (2) Mr. Chalush Chinthammit | Independent Director/Audit Committee/ Nomination and Remuneration Committee and Member of Corporate Governance Committee |
| (3) Mr. Warawut Nartpradith | Director |

Details of the 3 nominated candidates' profiles are shown in Information on nominated candidates for election as Directors (*Enclosure 3 of the invitation letter to the Meeting*) which has been delivered to the shareholders together with the invitation letter to the 2023 Annual General Meeting of Shareholders.

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

Therefore, the Nomination and Remuneration Committee had recommended that the 3 candidates should be re-elected as directors of the Company for another term of office. Thus, it was deemed appropriate to propose the Meeting to consider and approve the re-election of (1) Mr. Chaiyasit Puvapiromquan, (2) Mr. Chalush Chinthammit and (3) Mr. Warawut

(-Translation-)

Nartpradith as directors of the Company for another term of office. In this regard, Mr. Chalush Chinthammit would hold the position of independent directors of the Company.

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

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

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

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

5.1 Resolved to approve the re-election of Mr. Chaiyasit Puvapiromquan as a Director and Corporate Governance Committee, with the following vote:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approve	4,435,780,291	99.999
Disapprove	49,500	0.001
Abstain	0	-
Invalid Voting Card(s)	0	-
Total (36 persons)	4,435,829,791	100.000

5.2 Resolved to approve the re-election of Mr. Chalush Chinthammit as a Director/Audit Committee/Nomination and Remuneration Committee/Corporate Governance Committee, with the following vote:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approve	4,435,780,291	99.999
Disapprove	49,500	0.001
Abstain	0	-
Invalid Voting Card(s)	0	-
Total (36 persons)	4,435,829,791	100.000

(-Translation-)

5.3 Resolved to approve the re-election of Mr.Warawut Nartpradith as a Director, with the following vote:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approve	4,435,780,291	99.999
Disapprove	49,500	0.001
Abstain	0	-
Invalid Voting Card(s)	0	-
Total (36 persons)	4,435,829,791	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 6 To consider and approve the directors' remuneration for the fiscal year 2023/24 ended March 31, 2024.

The MC informed the Meeting that the section 90 of the PCLA 12ppropriat that a company shall not pay money or any other property to the directors, except as remuneration under the company's articles of association. If the articles of association of the company do not specify, the payment of remuneration shall be in accordance with the resolution of the shareholders consisting of not less than two-thirds of the total votes of the shareholders who attend the meeting.

The Nomination and Remuneration Committee carefully considered the directors' remuneration for the fiscal year 2023/24 ended March 31, 2024. In this regard, the Nomination and Remuneration Committee considered the directors' remuneration in comparison with those of other companies in the same industry and proposed the Board of Directors to consider and approve. The Board of Directors had opined that it was appropriate to propose the Meeting to consider and approve the determination of the remuneration of directors and sub-committees for the fiscal year 2023/24 ended March 31, 2024, in the amount of not exceeding THB 2,800,000 which consists of monthly remuneration and meeting allowance, as the following details:

Monthly remuneration

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

Meeting allowance

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

Annual gratuity

Resolved to refrain from paying the Annual gratuity for the fiscal year 2023/24 ended March 31, 2024.

Non-monetary Remuneration

- None –

The Board of Directors had considered and approved the recommendation of the Nomination and Remuneration Committee and deemed it appropriate to propose to the Meeting to approve the determination of the directors' remuneration as details above. In this regard, the Nomination and Remuneration Committee has already scrutinized the 12ppropriates in various aspects.

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Prior to the vote casting on this agenda, the MC informed the Meeting that there were 1 additional shareholder attending the Meeting, holding 90,000 shares. Thus, the total number of the shareholders attending the Meeting is 37 persons, holding 4,435,919,791 shares representing 54.643 percent of the total paid-up shares of the Company.

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

Resolution: The Meeting resolved to approve the directors' remuneration for the fiscal year 2023/24 ended March 31, 2024, in the amount of exceeding THB 2,800,000, with the following vote:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approve	4,435,919,791	100.00
Disapprove	0	-
Abstain	0	-
Invalid Voting Card(s)	0	-
Total (37 persons)	4,435,919,791	100.00

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

Agenda 7 To consider and approve the appointment of auditors and the determination of the audit fee for the fiscal year 2023/24 ended March 31, 2024.

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

The Company had considered the performance of the auditor from EY Office Company Limited in the past year and is of the opinion that EY Office Company Limited has a network covering many countries and has been selected to review the financial statements of other listed companies in the Stock Exchange of Thailand ("SET"). The auditors from EY Office Company Limited are independent, appropriate, and have performed their duties with responsibility as well as having an understanding of the Company's business. It was therefore appropriate for the Board of Directors to propose to the Meeting to approve the appointment of auditors from EY Office Company Limited as the Company's auditors for the for the fiscal year 2023/24 ended March 31, 2024, by having one of the following auditors to be the auditor and expresses the opinions on the Company's financial statements.

Auditor's name	CPA. Number	Number of the year that auditor sign the name to approve the financial report during the past 5 years
1.Mr. Pornanan Kitjanawanchai	7792	3
2. Mrs. Chonlaros Suntiasvaraporn	4523	-
3. Ms. Sumesa Tangyoosuk	7627	-

(-Translation-)

In this regard, the first nominated auditor at this time was the person who signed the Company's financial statements for the fiscal year 2022/23 ended March 31, 2023. 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 the QR CODE form (*Enclosure 4 of the invitation letter to the Meeting*).

In addition, the Audit Committee had considered and deemed it appropriate to propose the Meeting to approve the audit fee for the fiscal year 2023/24 ended March 31, 2024, in an amount not exceeding THB 2,160,000.

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 2023 Annual General Meeting of Shareholders to approve the appointment of the auditors from EY Office Company Limited, i.e., Mr. Pornanan Kitjanawanchai and/or Mrs.Chonlaros Suntiasvaraporn and/or Ms. SumesaTangyoosuk as the Company's auditor for the fiscal year 2023/24 ended March 31, 2024 (for the period of 1 April 2023 – 31 March 2024), and the determination of the audit fee for the fiscal year 2023/24 ended March 31, 2024, in the amount of not exceeding THB 2,160,000, as details stated above.

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

Resolution: The Meeting resolved to approve the appointment of auditors from EY Office Company Limited and the determination of the audit fee for the fiscal year 2023/24 ended March 31, 2024. In this regard, one of the following auditors will perform the duty of auditing and commenting on the Company's financial statements:

Auditor's name	CPA. Number
1. Mr. Pornanan Kitjanawanchai	7792 and/or
2. Mrs. Chonlaros Suntiasvaraporn	4523 and/or
3. Ms. Sumesa Tangyoosuk	7627

And determination of the audit fee for the fiscal year 2023/24 ended March 31, 2024, in the amount of not exceeding THB 2,160,000, with the following vote:

Shareholders' voting	Number of Votes	Percentage of the shareholders attending the Meeting and casting their votes
Approve	4,435,919,791	100.00
Disapprove	0	-
Abstain	0	-
Invalid Voting Card(s)	0	-
Total (37 persons)	4,435,919,791	100.00

(-Translation-)

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

Agenda 8 Other Matters (If any)

The MC informed the Meeting that the Company had given the opportunity to shareholders to propose the agenda for the 2023 Annual General Meeting of Shareholders in accordance with the rules disclosed on the Company’s website “www.masterad.com” including notifying via the electronic system of the SET between February 1, 2023, and April 30, 2023, regarding the right of shareholders to propose agendas in the 2023 Annual General Meeting of Shareholders for the Board of Directors’ consideration in advance. It appeared that no shareholder proposed to add agenda in advance.

In addition, section 105 paragraph two of the PCLA has determined that the shareholders holding shares in aggregate not less than one-third of the total paid-up shares may request the Meeting to consider other matters other than those specified in the invitation to the Meeting. Then the Chairman gave the chance to the meeting to express the ideas and inquire as follows:

Question: Mr. Chayanon Kraipanont Shareholder	Answer: Ms. Tamonwan Narintavanich Acting Chief Executive Officer and Chief Financial Officer
Does the Company have the executives participated in the operation of MYGG Co., Ltd. Or just being joint venture only.	The Company has participated in the business operation of MYGG Co., Ltd. By assigning 2 executives to be board of directors to co-sign for depositing and withdrawing bank account as well as decision making in business transactions of MYGG Co., Ltd.

Since there was no shareholder express opinion or inquiries, the Chairman thanked the shareholders for taking time to the Meeting and declares the Meeting adjourned at 16.00 p.m.

Yours sincerely,
Master Ad Public Company Limited.

-Signature-

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

**Key Features of the Warrants to Purchase the Newly Issued Ordinary Shares of
Master Ad Public Company Limited No. 5 (MACO-W5)**

Securities issuer	Master Ad Public Company Limited (the “Company”)
Type of the issued securities	Warrants to purchase the newly issued ordinary shares of Master Ad Public Company Limited No.5 (the “Warrants” or “MACO-W5 Warrants”)
Type of the Warrants	In named certificate and transferable
Term of the Warrants	3 years from the issuance date of the Warrants. The Company shall not extend the term of the Warrants after the issuance.
Number of the Warrants issued and allocated	Not exceeding 2,029,494,045 units
Numbers of ordinary shares reserved to accommodate the exercise of the Warrants	<p>Not exceeding 2,029,494,045 shares, with a par value of THB 0.10 each, or equivalent to 46.57 percent of the total issued ordinary shares of the Company.</p> <p>Remark: ratio of the accommodated shares includes the number of shares reserved to accommodate the exercise of MACO-W5 and the number of existing shares reserved to accommodate the exercise of MACO-W3.</p> <p>Calculation method for the ratio of the accommodated shares:</p> <p>= (Number of shares reserved to accommodate the exercise of the MACO-W5 Warrants + number of existing shares reserved to accommodate the exercise of the MACO-W3 Warrants) / (Number of registered paid-up shares)</p> <p>= (2,029,494,045+1,750,743,750)/(8,117,976,177) *100</p> <p>= 3,780,237,795.00 / (8,117,976,177) * 100</p> <p>= 46.57 percent</p>
Price per unit	THB 0 per unit (at no cost)
Allocation methods	<p>To be allocated to the existing shareholders of the Company pro rata to their respective shareholdings (Rights Offering), at no cost, at the allocation ratio of [4 existing ordinary shares per for 1 unit] of the Warrants. In this regard, the Company will issue and allocate the Warrants to shareholders of the Company whose names are appeared on the determination date of shareholders who will be entitled to receive the MACO-W5 Warrants on January 4, 2024. However, the issuance is still uncertain and subject to approval of shareholders. In this regard, the Company convenes the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve such matter on December 21, 2023.</p> <p>Any fractions derived from the calculation of the allocation ratio shall be rounded down.</p>
Exercise ratio	1 unit of the Warrants shall entitle the holder to purchase 1 ordinary share unless the exercise ratio is adjusted pursuant to the conditions of the rights adjustment.

Exercise price	THB 1.50 per share unless exercise price is adjusted pursuant to the conditions of the rights adjustment. If the price adjustment occurs, the exercise price per unit of the Warrants after the adjustment will not be lower than the par value of the Company's ordinary shares, unless exempted by law.
Exercise period	<p>The holder of the Warrants shall be entitled to exercise their rights under the Warrants on the last business day of every quarter of each calendar year, i.e., the last business day of March, June, September and December (the "Exercise Date"). The first Exercise Date will be on March 29, 2024.</p> <p>The Warrants remaining from the exercise of right or not being exercised on the Exercise Date shall be accumulated to be exercised on the next Exercise Date throughout the term of the Warrants. However, upon the end of the term of the Warrants, all the Warrants that have not been exercised shall be cancelled and terminated.</p> <p>The last Exercise Date will be the date of the 3rd anniversary of the MACO-W5 Warrants from the issuance. In this regard, in the event that the last Exercise Date coincides with the holiday of the Stock Exchange of Thailand ("SET"), such exercise date shall be rescheduled to the preceding business day.</p>
Period for the notification of the intention to exercise the Warrants	The holders of the Warrants who wish to exercise their rights to purchase the newly issued ordinary shares of the Company shall submit a notification of intention to exercise the Warrants during 9:00 hrs. to 15:30 hrs. within the period of 5 business days prior to each Exercise Date, save for the last Exercise Date in which the notification of intention to exercise the Warrants shall be submitted not less than the period of 15 days prior to the last Exercise Date.
Events that require the issuance of new shares to accommodate the rights adjustment	When the Company adjusts the exercise price and/or the exercise ratio (or adjusting the number of units of the Warrants instead of adjusting the exercise ratio) pursuant to the conditions of the rights adjustment as stipulated in the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Ordinary Shares of Master Ad Public Company Limited No. 5 (MACO-W5) (the " Terms and Conditions "), as stipulated in Clause 11(4)(b) of the Notification of the Capital Market Supervisory Board No. TorChor. 34/2551 Re: the Application for Approval and the Approval of Offering of the Warrants to Purchase the Newly Issued Shares and the Newly Issued Shares Reserved to Accommodate the Warrants, dated December 15, 2008 (as amended).
Issuance date	February 6, 2024
Secondary market of the Warrants	The Company will file an application to list all the Warrants on the SET.
Secondary market of the shares issued upon the exercise of the Warrants	The Company will list the newly issued ordinary shares arising from the exercise of the Warrants on the SET.
Irrevocability of the notification of intention to exercise the Warrants	The intention to exercise the Warrants shall be irrevocable once the notification of the intention to exercise the Warrants is made.

Warrant registrar	Thailand Securities Depository Company Limited or any person duly appointed to act as the registrar of the Warrants.
Rights adjustment of the Warrants	<p>The Company will be required to adjust the exercise price and/or the exercise ratio (or adjusting the number of units of the Warrants instead of adjusting the exercise ratio) upon the occurrence of any of the following events in order to maintain the rights of the holders of the Warrants not to be adversely affected by such events:</p> <ol style="list-style-type: none">(1) in the event of any changes in the par value of the Company's ordinary share as a result of a consolidation or a split of shares;(2) in the event that the Company offers for sale of newly ordinary shares to its existing shareholders and/or public and/or specific investors at the net price per share of the newly issued share below 90 percent of the market price per share of the ordinary share of the Company;(3) in the event that the Company offers for sale of new securities to its existing shareholders and/or public and/or specific investors, and such securities confer the rights of conversion or exercise into ordinary shares or the rights to purchase the ordinary shares (such as convertible debentures or warrants to purchase ordinary shares) at the net price of the exercise or conversion price per newly issued ordinary shares below 90 percent of the market price per share of the ordinary share of the Company;(4) in event that the Company distributes dividends, whether in whole or in part, in the form of the Company's ordinary shares to its shareholders; and(5) in the event that the Company distributes dividends in cash in excess of 90 percent of the Company's net profit after deduction of corporate income tax of any relevant fiscal year according to the Company's consolidated financial statements, after the legal reserve; <p>any event that renders the holders of the Warrants losing their rights and interest they shall receive which is not stated in items (1) – (5), the Company shall be entitled to consider adjusting the exercise price and/or the exercise ratio (or adjusting the number of units of the Warrants instead of adjusting the exercise ratio) in a fair manner. In this regard, the Board of Directors of the Company, the Executive Committee and/or any person delegated by the Board of Directors and/or the Executive Committee shall be empowered to consider determining conditions and other details in relation to the adjustment or amendment of the exercise ratio and exercise price (and adjustment of the number of units of the Warrants instead of adjustment of the exercise ratio).</p>
Other conditions	The Executive Committee shall be empowered 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 sign and amend any relevant documents, 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 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

	<p>newly issued shares from the exercise of the MACO-W5 Warrants on the SET.</p>
Impact to Shareholders	<p>(1) <u>Control Dilution Effects</u></p> <p>In the event that all of the Warrants are fully exercised, but the holders who exercise the MACO-W5 Warrants are not the shareholders of the Company, there will be a control dilution effect on the Company's shareholders of approximately 20* percent compared to the shareholding before the issuance and allocation of the Warrants.</p> <p>**Calculated from number of shares reserved to accommodate the Warrants issued this time of 2,029,494,045 shares, divided by the sum of (1) number of the Company's paid-up shares as of 17 October 2023 of 8,117,976,177 shares, and (2) number of shares accommodated for the Warrants issued this time of 2,029,494,045 shares.</p> <p><u>Control Dilution</u></p> <p>= Number of shares reserved to accommodate the Warrants issued this time / (Number of paid-up shares + Number of shares accommodated the Warrants issued this time)</p> <p>= $2,029,494,045 / (8,117,976,177 + 2,029,494,045) * 100$</p> <p>= Approximately 20 percent</p> <p>Remark: In case of the rights under MACO-W5 Warrants are fully exercised, the number of paid-up shares of the Company shall be increased to be 10,147,470,222 shares, which will dilute the shareholding of the existing shareholders of approximately 20 percent.</p> <p>(2) <u>Price Dilution Effects</u></p> <p>After the issuance and allocation of the Warrants to the existing shareholders of the Company pro rata to their respective shareholdings this time and the right under the Warrants are fully exercised, there will be no price dilution effect since the exercise price is higher than the market price prior to the allocation.</p> <p>The market price prior to the allocation is the closing price of the Company's ordinary shares traded on the SET for 7 consecutive business days prior to October 18, 2023 which is the date that the Board of Directors' Meeting has been held and resolved to propose the agenda to the Extraordinary General Meeting of Shareholders No.1/2023 (price between 6 October 2023 and 17 October 2023, which is equivalent to THB 0.52 per share)</p> <p>(3) <u>Earnings per Share Dilution Effects</u></p> <p>After the issuance of the Warrants to the shareholders of the Company pro rata to their respective shareholdings and the exercise rights under the MACO-W5 Warrants are fully exercised by the holders of the MACO-W5 Warrants, there will be effect on earnings per share dilutions of approximately 20 percent compared to shareholding before the issuance of the Warrants, calculated as follows:</p> <p><u>Earning Per Share Dilution</u></p> <p>= (Earning Per Share before the allocation* - Earning Per Share After the allocation**) / Earning Per Share before the allocation</p> <p>= $(0.0175 - 0.0140) / 0.0175 * 100$</p>

	<p>= 20 percent</p> <p>* Earning Per Share before the allocation = net profit / number of paid-up shares or equivalent to 0.0175</p> <p>** Earning Per Share after the allocation = net profit / (number of paid-up shares + number of shares accommodated for the Warrants) or equivalent to 0.0140</p>
Objectives of the issuance of the Warrants and benefits that the Company would gain	<p>To enhance financial flexibility for [future business expansion, investment and working capital needs of the Company.] In addition, the Company intends to issue and allocate the Warrants to the benefit of its shareholders at no cost. Shareholders are entitled to exercise their right to purchase the newly issued ordinary shares of the Company once the exercise period is due or receive capital gain from the sale of Warrants on the SET.</p> <p>If the rights under the Warrants are fully exercised, the Company shall receive funds from the exercise of the Warrants 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 the continued growth of the Company's operation in the future.</p>
Expected benefits to shareholders from the capital increase	<p>In the event that the holders of the Warrants exercise their rights under the Warrants to purchase the ordinary shares and remain the shareholders of the Company, the shareholders would gain the benefits from future projects of the Company, by using the funds received from the exercise under the Warrants, and the right to receive the dividend.</p> <p>The Company's dividend policy is to pay the dividend at the rate of not less than 50 percent of the net profit according to the Company's separate financial statements after deduction of corporate income tax and legal reserve as required by laws. In this regard, the dividend payment rate can be adjusted depending on the Company's operating result, financial position, liquidity, investment plan, requirement to utilize the working capital for the operation, expansion of business, and other factors relevant to the management of the Company as the Board of Directors and/or the shareholders deemed appropriate.</p>

CAPITAL INCREASE REPORT FORM
MASTER AD PUBLIC COMPANY LIMITED

October 18, 2023

We, Master Ad Public Company Limited (the “**Company**”), hereby report the resolutions of the Board of Directors’ Meeting No. 3/2023-24 held on October 18, 2023, in relation to the increase of the registered capital and the allocation of newly issued ordinary shares as follows:

1. Capital Increase

The Board of Directors’ Meeting No. 3/2023-24 resolved to approve the increase of the Company’s registered capital by 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 2,029,494,045 newly issued ordinary shares, with a par value of THB 0.10 per share. Details of the capital increase are as follows:

Type of Capital Increase	Type of Shares	Number of Shares (Shares)	Par Value (THB per Share)	Total (THB)
<input checked="" type="checkbox"/> Specific purpose of utilizing the proceeds	Ordinary shares	2,029,494,045	0.10	202,949,404.50
<input type="checkbox"/> General Mandate	-	-	-	-

2. Allocation of the newly issued shares (Specific purpose of utilizing the proceeds)

Allocated to	Number of Shares (Shares)	Ratio (Existing : New)	Sale Price (THB per Share)	Date and Time of Subscription and Share Payment	Remark
To accommodate the exercise of rights under warrants to purchase the newly issued ordinary shares of Master Ad Public Company Limited No. 5 (the “ Warrants ” or “ MACO-W5 Warrants ”)	Not exceeding 2,029,494,045	<u>Allocation Ratio:</u> 4 ordinary shares per 1 unit of the Warrants	<u>Exercise Price</u> THB 1.50 per share	The exercise of the rights to purchase the newly issued ordinary shares of the Company under the MACO-W5 Warrants shall be in accordance with the conditions on the exercise of the Warrants as stipulated in the Terms and Conditions Governing the	Please see remark Item 1. below

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Allocated to	Number of Shares (Shares)	Ratio (Existing : New)	Sale Price (THB per Share)	Date and Time of Subscription and Share Payment	Remark
				Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Newly Issued Ordinary Shares of Master Ad Public Company Limited No. 5 (MACO-W5) (the "Terms and Conditions of MACO-W5")	

Remark:

1. The Board of Directors' Meeting No. 3/2023-24 held on October 18, 2023 approved to propose to the Extraordinary General Meeting of Shareholders No.1/2023 to consider and approve the increase of the Company's registered capital by THB 202,949,404.50 from the existing registered capital of THB 986,871,992.70 to THB 1,189,821,387.20 by issuing 2,029,494,045 new issued ordinary shares, with a par value of THB 0.10 per share, to accommodate the exercise of rights under the MACO-W5 Warrants in the amount of not exceeding 2,029,494,045 units allocated to the existing shareholders of the Company pro rata to their respective shareholdings (Rights Offering), at no cost, at the allocation ratio of 4 existing ordinary shares per 1 unit of the Warrants. Any fractions derived from the calculation of 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 that 1 unit entitles the holder to purchase 1 ordinary share at the exercise price of THB [1.50] per share. The summary of key features of the MACO-W5 Warrants is set out in the Key Features of Warrants to Purchase the Newly Issued Ordinary Shares of Master Ad Public Company Limited No. 5 (MACO-W5) (**Enclosure 1**).

The Company will issue the MACO-W5 Warrants to 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.

Furthermore, the Board of Directors approved to appoint and authorize the Executive Committee to determine and/or amend additional details in relation to the issuance and allocation of the MACO-W5 Warrants, e.g., the issuance date, the allocation method, exercise period and expiration date, and to sign and amend any relevant documents including any relevant or necessary processes as appropriate for the completion of issuance and allocation of the MACO-W5 Warrants, including but not limited to applying applications, providing information and filing documents to the Securities 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 ordinary shares from the exercise right under the MACO-W5 Warrants on the SET.

2. Actions to be taken by the Company in case of a fraction of shares.

2.1 In the event that there is a fraction of shares derived from the calculation of the allocation ratio of the MACO-W5 Warrants, such fraction of shares shall be rounded down.

2.2 In the event that there is an adjustment to the exercise ratio, upon the occurrence of events pursuant to the conditions relating to the right adjustment as stipulated in the Terms and Conditions of the MACO-W5 Warrants, resulting in a fraction of shares that will be allocated under the MACO-W5 Warrants, such fraction of shares shall be rounded down.

3. Schedule of the shareholders' meeting to approve the increase of the registered capital and the allocation of the newly issued shares

The Company has determined the date of the Extraordinary General Meeting of Shareholders No. 1/2023 to be on December 21, 2023, at 14:00 hrs. at Eastin Grand Hotel Phayathai and the date for determining the names of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2023 (Record Date) on November 2, 2023.

4. Application for approval of the capital increase/allocation of the newly issued shares by the relevant governmental agencies and approval conditions

4.1 The Company will register the increase of the registered capital and the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce, within 14 days from the date on which the shareholders' meeting has resolved to approve the increase of the registered capital and the amendment of the Memorandum of Association of the Company. Furthermore, the Company will register the amendment of the paid-up capital with the Department of Business Development, the Ministry of Commerce, within 14 days from the date on which the Company fully receives the share payment from the exercise of right under the MACO-W5 Warrants.

4.2 The Company will apply for approval from the SET for listing the securities of the Company, i.e., the MACO-W5 Warrants issued to the existing shareholders of the Company pro rata to their respective shareholdings (Right Offering) and the newly issued ordinary shares of the Company from the exercise of right under the MACO-W5 Warrants.

5. Objectives of the capital increase and plans for utilizing the proceeds received from the capital increase

The Company will increase its registered capital by THB 202,949,404.50 to accommodate the exercise of right under the MACO-W5 Warrants by issuing and allocating the Warrants not exceeding 2,029,494,045 units. The issuance of the Warrants shall enhance financial flexibility for [future business expansion and working capital needs of the Company]. In addition, the Company intends to issue and allocate the Warrants to the benefit of its shareholders. Shareholders are entitled to exercise their right to purchase the newly issued ordinary shares of the Company once the exercise period is due and receive capital gains from the sale Warrants on the SET.

In this regard, in case the rights under the Warrants are fully exercised, the Company shall receive fund 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 the continued growth of the Company's operation in the future.



6. Benefits which the Company will receive from the capital increase/allocation of newly issued shares

When the rights to purchase ordinary shares of the Company under the MACO W-5 Warrants are exercised, the Company's financial position will be strengthened the Company's liquidity will be enhanced for business expansion and the proceed will serve as working capital for future operations, which will benefit the Company's overall business operations.

7. Benefits which the shareholders will receive from the capital increase/allocation of newly issued shares

7.1 Dividend Policy

The Company has set the dividend payment policy at the rate of not less than 50 percent of the net profit according to the Company's separate financial statements after deduction of corporate income tax and legal reserve as required by law.

In this regard, the dividend payment rate can be adjusted depending on the Company's operation result, financial position, liquidity, investment plan, working capital required for the business operation, business expansion and other factors relevant to the management of the Company as the Board of Directors and/or shareholders deemed appropriate.

7.2 The holders of the MACO-W5 Warrants will be entitled to receive dividends from the Company's business operation after having exercised their rights under the MACO-W5 Warrants to purchase the newly issued ordinary shares of the Company and having been registered as shareholders of the Company.

8. Other details necessary for shareholders' consideration and approval of the capital increase/allocation of newly issued shares

In the event that the MACO-W5 Warrants are fully exercised, but the holders who exercise the Warrants are not the shareholders of the Company, the shareholders may be affected as follows:

8.1 Control Dilution Effects

In the event that the MACO-W5 Warrants are fully exercised but the holders who exercise the MACO-W5 Warrants are not the shareholders of the Company, there will be a control dilution effect on the Company's shareholders of approximately 20* percent compared to the shareholding before the issuance and allocation of the Warrants.

*Calculated from number of shares reserved to accommodate the Warrants issued this time of 2,029,494,045 shares, divided by the sum of (1) number of the Company's paid-up shares as of 17 October 2023 of 8,117,976,177 shares, and (2) number of shares accommodated for the Warrants issued this time of 2,029,494,045 shares.

Control Dilution

$$= \text{Number of shares reserved to accommodate the Warrants issued this time} / (\text{Number of paid-up shares} + \text{Number of shares accommodated the Warrants issued this time})$$
$$= 2,029,494,045 / (8,117,976,177 + 2,029,494,045) * 100$$

= Approximately 20 percent

Remark In case of the rights under MACO-W5 Warrants are fully exercised, the number of paid-up shares of the Company shall be increased to be 10,147,470,222 shares, which will dilute the shareholding of the existing shareholders of approximately 20 percent.

8.2 Price Dilution Effects

After the issuance and allocation of the Warrants to the existing shareholders of the Company pro rata to their respective shareholdings this time and the right under the MACO-W5 Warrants are fully exercised, there will be no price dilution effect since the exercise price is higher than the market price prior to allocation. The market price prior to the allocation is the closing price of the Company's ordinary shares traded on the SET for 7 consecutive business days prior to October 18, 2023 which is the date that the Board of Directors' Meeting has been held and resolved to propose the agenda to the Extraordinary General Meeting of Shareholders No. 1/2023 (price between 6 October 2023 and 17 October 2023, which is equivalent to THB 0.52 per share)

8.3 Earning per Share Dilution Effects

After the issuance of the Warrants to the existing shareholders of the Company pro rata to their respective shareholdings this time and the right under the MACO-W5 Warrants are fully exercised, there will be effect on earnings per share dilutions of approximately 20 percent compared to shareholding before the issuance of the Warrants, calculated as follows:

Earning Per Share Dilution

= (Earning Per Share before the allocation* - Earning Per Share After the allocation**) / Earning Per Share before the allocation

= (0.0175 - 0.0140) / 0.0175 * 100

= 20 percent

* Earning Per Share before the allocation = net profit / number of paid-up shares or equivalent to 0.0175

** Earning Per Share after the allocation = net profit / (number of paid-up shares + number of shares accommodated for the Warrants) or equivalent to 0.0140

9. **Schedule of actions in case the Board of Directors passes a resolution to approve the capital increase/allocation of newly issued shares**

No.	Actions	Date/Month/Year
1.	The Board of Directors' Meeting No. 3/2023-24	October 18, 2023

No.	Actions	Date/Month/Year
2.	The date for determining the names of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2023 (Record Date)	November 2, 2023
3.	The Extraordinary General Meeting of Shareholders No. 1/2023	December 21, 2023
4.	Registration of the increase of the registered capital and the amendment of the Memorandum of Association of the Company with the Department of the Business Development, the Ministry of Commerce	Within 14 days from the date of the shareholders' meeting's resolution of the increase of the registered capital.
5.	The date for determining the names of shareholders entitled to be allocated with the MACO-W5 Warrants (Record Date)	January 4, 2024
6.	Date of Issuance and Allocation of the MACO-W5 Warrants	February 6, 2024
7.	Listing the Warrants on the SET	Will be informed accordingly

10. Opinion of the Board of Directors

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 the financial institution in the future.

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

In the event the Warrants holder 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 the 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.].

11. Certification of the Board of Directors

The Board of Directors certifies that in case the members of the Board of Directors do not honestly perform their duty and carefully preserved the benefit of the Company in relation to the capital increase and such matters cause damage to the Company, the shareholders are entitled to claim for the damages from such directors on behalf of the Company pursuant to the Section 85 and other relevant Sections of the Securities and Exchanges Act B.E. 2535 (as amended), and in case that the directors or his/her related person obtain the unlawful benefit from such matters, the shareholders are entitle to claim such benefit from such directors on behalf of the Company pursuant to the Section 89/18 of the Securities and Exchanges Act B.E. 2535 (as amended).

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Please be informed accordingly.

Your sincerely,

Master Ad Public Company Limited



(Mr. Weng Sam Lam)

Director

(Mr. Warawut Natpradith)

Director

- Translation -

**ARTICLES OF ASSOCIATION
OF
MASTER AD PUBLIC COMPANY LIMITED
RELATING TO THE SHAREHOLDERS' MEETING**

CHAPTER 5: Shareholders' meeting

29. The board of directors shall convene the annual general meeting of shareholders within 4 months of the end of the fiscal year of the Company.

General meetings of shareholders other than those specified above shall be called "extraordinary general meeting". The board of directors may convene an extraordinary general meeting whenever it deems appropriate. One or more shareholders holding shares in total not less than 10 percent of the total issued shares of the Company can make a written request to the board of directors to call an extraordinary general meeting at any time but the matters and reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to convene the shareholders' meeting to be held within 45 days from the date of the receipt of the request from shareholder(s).

Shareholders' meetings of the Company shall be held at the locality in which the Company's registered office is situated or nearby provinces or any other place determined by the board of directors.

30. In convening the shareholders meeting, the board of directors shall prepare a notice of the meeting specifying the place, date, time, agendas and natures of businesses to be proposed to the meeting together with appropriated details stating clearly whether such matters will be for acknowledgement, for approval or for consideration, including the opinions of the board of directors on such matters and shall be disseminated to the shareholders and registrar not less than 7 days before the meeting date and published in a local newspaper for 3 consecutive days at least 3 days before the meeting date.
31. In the shareholders' meeting, either present in person or by proxy (if any), there shall be shareholder and proxies (if any) in the number not less than 25 persons or not less than a half of the total number of shareholders in an aggregate amount of not less than one-third of the total number of issued shares of the Company to constitute a quorum.

If after one hour from the time scheduled for the shareholders meeting, the number of shareholders present is insufficient to form a quorum as specified, if the shareholders' meeting is convened at the request of shareholders, the meeting shall be cancelled. If the shareholders' meeting is not convened at the request of shareholders, a new meeting shall be called again in the latter case, the notice of the meeting shall be disseminated to shareholders not less than 7 days before the meeting date. In the latter meeting, a quorum is not compulsory.

32. The resolution of the shareholders' meeting shall consist of the following votes:
- (1) In normal cases,, the resolution shall be passed by a majority votes of shareholders who attend the meeting and casting their votes. In the case of an equality of votes, the chairman of the meeting shall have an additional casting vote.
 - (2) In the following cases, the resolution shall be passed by votes of not less than three fourths of the total number of votes of the shareholders attending the meeting and are entitled to vote.

- Translation -

- (a) the sale or transfer of the entire or substantial part of the company's business to other persons.
 - (b) The purchase or acceptance of transfer of businesses of other public companies or private companies by the company.
 - (c) the execution, amendment or termination of contracts regarding the rental of the entire or substantial part of the company's business; the appointment of another person to manage the company's business; or the consolidation of the business with other persons with an objective towards profit and loss sharing.
33. Transactions to be conducted at the annual general meeting are as follows:
- (1) To consider the report on the previous year's performance presented by the board of directors;
 - (2) To consider and approve the balance sheet;
 - (3) To consider and approve the profit appropriation;
 - (4) To appoint new directors in place of those who must retire by rotation;
 - (5) To appoint the auditor; and
 - (6) Other businesses.
34. At the annual general meeting of shareholders, the auditor shall be appointed, and his remuneration shall also be determined. The Auditor whose office term has ended may be reappointed.

- Translation -

**Procedures for Attendance Registration, Proxy Appointment and Voting
at the Extraordinary General Meeting of Shareholders No. 1/2023 of Master Ad Public Company Limited**

1. Procedures for Attendance Registration and Proxy Appointment

The Company will allow the shareholders and/or proxies to register starting at 12.00 p.m. on the day of the meeting. Since the Company utilizes a Barcode system for registration and vote counting during the meeting, shareholders and/or proxies are requested to bring the meeting invitation letter (registration form with QR Code) together with the following documents to present on the day of the meeting:

(1) Individual Shareholder

(1.1) Attendance in person:

A valid photographic identification document issued by a governmental agency, e.g., Thai nationality identification card, government identification card, driving license or a passport.

(1.2) Attendance by proxy:

(a) A Proxy Form A, or Form B, that has been correctly and completely filled in, signed by the grantor and the proxy, and affixed with THB 20 duty stamp, which must be crossed out and dated upon appointment of the proxy. In this regard, the Company will assist in providing the necessary stamp duties for proxies.

(b) A copy of an identification document of the grantor issued by a governmental agency as referred to in Clause (1.1), which has been certified as true and correct by the grantor.

(c) An identification document of the proxy issued by a government agency as referred to in Clause (1.1).

(2) Juristic Person Shareholder

(2.1) Attendance in person by authorized representative(s):

(a) An identification document of the authorized representative(s) issued by a governmental agency as referred to in Clause (1.1).

(b) A copy of the shareholder's affidavit, issued no later than 6 months prior to the meeting date, containing a statement showing that such authorized representative(s) who attends the meeting is empowered to act on behalf of the juristic person, and which has been certified true and correct by the authorized representative(s).

(2.2) Attendance by proxy:

(a) A Proxy Form A or Form B, that has been correctly and completely filled in, shall be signed by the grantor and the proxy, and affixed with THB20 duty stamp, which must be crossed out and dated upon appointment of the proxy. In this regard, the Company will assist in providing the necessary stamp duties for proxies.

(b) A copy of the shareholder's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the proxy form is the authorized representative(s) of the juristic person, and which has been certified as true and correct copy by such authorized representative(s)

- Translation -

- (c) A copy of identification document of the authorized representative(s) of the shareholder, who signs the proxy form, issued by a governmental agency as referred to in Clause (1.1), which has been certified as true and correct by such authorized representative(s).
- (d) An identification document of the proxy issued by a government agency as referred to in Clause (1.1).
- (3) Shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository.
 - (3.1) Documents from custodian:
 - (a) A Proxy Form C that has been correctly and completely filled in, signed by the custodian's authorized representative(s) as the grantor and the proxy(ies), and affixed with THB20 duty stamp, which must be crossed out and dated upon appointment of the proxy. In this regard, the Company will assist in providing the necessary stamp duties for proxies.
 - (b) A document confirming the license to engage in the custodian business.
 - (c) A copy of the custodian's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the proxy form is empowered to act on behalf of the custodian, and which has been certified as true and correct copy by the custodian's authorized representative(s).
 - (d) A copy of an identification document of the custodian's authorized representative(s), who signs the proxy form, issued by a governmental agency as referred to in Clause (1.1), which has been certified as true and correct by such custodian's authorized representative(s).
 - (e) An identification document of the proxy issued by a government agency as referred to in Clause (1.1).
 - (3.2) Documents from shareholder:
 - (a) A power of attorney from the shareholder authorizing the custodian to sign the proxy form on his/her behalf.
 - (b) In the case of an individual shareholder:

A copy of an identification document of the shareholder issued by a governmental agency as referred to in Clause (1.1), which has been certified as true and correct by the custodian's authorized representative(s).
 - (c) In the case of a juristic person:
 - A copy of the shareholder's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the power of attorney in Clause (3.2) (a) is empowered to act on behalf of the juristic person, and certified as true and correct by the custodian's authorized representative(s).
 - A copy of an identification of the authorized representative(s) of the shareholder, who signs the power of attorney, issued by the governmental agency as referred to in Clause (1.1), which has been certified as true and correct by the custodian's authorized representative(s).

- Translation -

For supporting documents for registration and/or proxy appointment and/or any documents that you submitted to the Company which may contain sensitive data, such as race, blood type, and religion, which are not required for the purpose of holding the Shareholders' Meeting, the Company would like to inform that the Company has no intention to collect or use such data. As such, the Company requests that you delete or conceal such data before submitting the documents to the Company. In the event that you have not taken such action, it shall be deemed that you have authorized the Company to delete or conceal such data on their behalf to prevent us from unnecessarily collecting your sensitive data. In this regard, such documents shall be valid and legally binding in all respects.

Should any document presented not be made in Thai or English, a Thai or English translation must be provided together with such document. The translation must be certified correct translation by the shareholder or the authorized representative(s) of the shareholder (as the case may be). The Company reserves the right to make an exception for any of the documents or evidence above as the Company deems appropriate.

2. Vote Casting and Counting

- One share shall have one vote.
- A shareholder attending the meeting in person and a proxy holding Proxy Form A or Form B must cast his/her votes in one of the following manners, i.e., approval, disapproval or abstention, and may not split his/her votes in each agenda item.
- A proxy who is appointed by the custodian under Proxy Form C may split his/her votes in each agenda item.
- The Company will provide the voting cards to (a) the shareholders attending the meeting in person, (b) the proxies appointed under Proxy Form A and (c) the proxies appointed under Proxy Form B and Form C in the event that the grantor has specified in the proxy form that the proxy shall have the rights to consider and vote on his/her behalf as the proxy deems appropriate.
- In the event the grantor has specified the voting instruction in the proxy form, the Company will record such votes together with the registration to attend the meeting of the proxy and will not distribute the voting cards to the proxy.
- In casting the votes for each agenda, the Company will collect only the voting cards from the shareholders or the proxies who disapprove or abstain from voting. Such shareholders or proxies must write their votes for disapproval or abstention in the voting card, and hand in such voting cards to the Company's officer at the time of vote casting for each agenda item. In counting the votes, the Company will deduct the votes of the shareholders or proxies who disapprove or abstain from voting, and the invalid voting cards from all of the votes.
- Any shareholders or proxies who do not hand in the voting cards to the Company's officer shall be deemed as having approved such agenda item. In this regard, the shareholders or proxies who vote to approve are requested to write their votes for approval in the voting card and hand in such voting cards to the Company's officer after the meeting is adjourned. In the case where the vote is not clearly written or is amended without a signature on the voting card, such voting card is deemed to be invalid.
- Before casting the votes in each agenda item, the chairman of the meeting or the person designated by the chairman of the meeting will allow the shareholders and the proxies to inquire or comment on the issues related to such agenda item as appropriate. In this regard, the shareholders or the proxies are requested to provide their names and surnames to the meeting before making any inquiry or comment.

- Translation -

- Resolutions of the meeting require the following votes:

In ordinary cases, a resolution of the meeting requires a simple majority vote of the shareholders attending the meeting and casting their votes.

In other cases, as specified otherwise by laws or the Company's Articles of Association, a resolution of the meeting shall be in accordance with the laws or the Company's Articles of Association. The Company has remarked the required resolution for each agenda item in the invitation.

- In the case of a tie, vote the chairman of the meeting shall have a casting vote.
- A shareholder or a proxy who has any special interests in any matter shall not be entitled to vote on such matter.
- The vote counting will be conducted immediately and the chairman of the meeting or the person designated by the chairman of the meeting will announce the voting results to the meeting after the completion of the vote counting in each agenda item.

- Translation -

**NAMES AND INFORMATION OF INDEPENDENT DIRECTORS
NOMINATED TO BE PROXIES OF THE SHAREHOLDERS**

1. Mr. Chaiwat Atsawintarangkun

Independent Director Chairman of the Board of Director and Audit Committee

Age: 71

Address:

Master Ad Public Company Limited

21, TST Tower, 21st Floor, Vibhavadi-Rangsit Road,
Chom Phon Sub-district, Chatuchak District, Bangkok 10900

Special Interests in any Agenda proposed in this meeting: - None -



2. Mr. Chalush Chinthammit

Independent Director and Chairman of Audit Committee

Age: 54

Address:

Master Ad Public Company Limited

21, TST Tower, 21st Floor, Vibhavadi-Rangsit Road,
Chom Phon Sub-district, Chatuchak District, Bangkok 10900

Special Interests in any Agenda proposed in this meeting: - None -



3. Mr. Danai Tangsriviriyakul

Independent Director and Audit Committee

Age: 74

Address:

Master Ad Public Company Limited

21, TST Tower, 21st Floor, Vibhavadi-Rangsit Road,
Chom Phon Sub-district, Chatuchak District, Bangkok 10900

Special Interests in any Agenda proposed in this meeting: - None -



แบบหนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

(ปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration numberเขียนที่ _____
Written at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____ บ้านเลขที่ _____ ซอย _____
I/We _____ nationality _____ residing/located at no. _____ Soi _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____
Road _____ Tambol/Kwaeng _____ Amphur/Khet _____ Province _____
รหัสไปรษณีย์ _____
Postal Code _____

(2) เป็นผู้ถือหุ้นของบริษัท มาสเตอร์ แอดจำกัด (มหาชน) (“บริษัทฯ”)
Being a shareholder of Master Ad Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total number of _____ shares and have the rights to vote equal to _____ votes as follow
 หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share _____ shares and have the rights to vote equal to _____ votes
 หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share _____ shares and have the rights to vote equal to _____ votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย ✓
ที่ 1. ระบุชื่อผู้รับมอบอำนาจ
If you make proxy by choosing No.1,
please mark ✓ at 1. and give
the details of proxy (proxies).

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years residing/located at no. _____
ถนน _____ ตำบล/แขวง _____ อำเภอ _____
Road _____ Tambol/Kwaeng _____ Amphur/Khet _____
จังหวัด _____ รหัสไปรษณีย์ _____
Province _____ Postal Code _____
หรือ/Or
ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years residing/located at no. _____
ถนน _____ ตำบล/แขวง _____ อำเภอ _____
Road _____ Tambol/Kwaeng _____ Amphur/Khet _____
จังหวัด _____ รหัสไปรษณีย์ _____
Province _____ Postal Code _____
คนหนึ่งคนใดเพียงคนเดียว /Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย ✓
ที่ 2. และเลือกกรรมการอิสระคนใด
คนหนึ่ง
If you make proxy by choosing No. 2,
please mark ✓ at 2. and choose
one of these Independent Directors.

2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัทฯ คือ
Appoint any one of the following members of the Independent Directors of the
Company
 นายชัยวัฒน์ อัศวินทรงกูร / Mr. Chaiwat Atsawintarangun
 นายชัช ชินธรรมมิตร / Mr. Chalush Chinthammit หรือ/Or
 นายदनัย ตั้งศิริวิริยะกุล / Mr. Danai Tangsriwiryakul
(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 6 ของหนังสือเชิญประชุมวิสามัญ
ผู้ถือหุ้น ครั้งที่ 1/2566 โดยกรรมการอิสระไม่มีส่วนได้เสียพิเศษในทวาระที่เสนอในการประชุม)
(Details of members of the Independent Directors of the Company are specified in Enclosure
6 of the Invitation of the Extraordinary General Meeting of Shareholders No. 1/2023. In this
regard, the independent directors do not have any conflict of interest in every agenda.)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of such members of the Independent Directors is unable to attend the meeting, the other members of the Independent Directors shall be appointed as a proxy instead of the member of the Independent Directors who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2566 วันที่ 21 ธันวาคม 2566 เวลา 14.00 น. ณ โรงแรมอีสติน แกรนด์ พญาไท หรือที่แจ้งล่วงหน้าในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2023 on December 21, 2023, at 2.00 p.m. at Eastin Grand Hotel Phayathai or such other date, time and place as the meeting may be held

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our desire as follows:

ระเบียบวาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ซึ่งประชุมเมื่อ วันที่ 21 กรกฎาคม 2566

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

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

ระเบียบวาระที่ 2 พิจารณานุมัติการแก้ไขเปลี่ยนแปลงชื่อบริษัท ตราประทับ ข้อบังคับ และหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 1. เพื่อให้สอดคล้องกับการเปลี่ยนแปลงชื่อบริษัท

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.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

ระเบียบวาระที่ 3 พิจารณานุมัติการแก้ไขเพิ่มเติมวัตถุประสงค์ และแก้ไขหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 3. เพื่อให้สอดคล้องกับการแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัทฯ

Agenda Item 3 To consider and 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.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

- ระเบียบวาระที่ 4 **พิจารณาอนุมัติการโอนทุนสำรองตามกฎหมายและส่วนเกินมูลค่าหุ้น เพื่อชดเชยผลขาดทุนสะสมของบริษัทฯ**
Agenda Item 4 To consider and approve the transfer of legal reserve and share premium to compensate accumulated losses of the Company.
- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- ระเบียบวาระที่ 5 **พิจารณาอนุมัติการออกใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทฯ ครั้งที่ 5 (MACO-W5) จำนวนไม่เกิน 2,029,494,045 หน่วย ให้แก่ผู้ถือหุ้นเดิมของบริษัทฯ ตามสัดส่วนการถือหุ้น**
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)
- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- ระเบียบวาระที่ 6 **พิจารณาอนุมัติการลดทุนจดทะเบียนของบริษัทฯ จำนวน 202,948,897.40 บาท จากทุนจดทะเบียนเดิม จำนวน 1,189,820,890.10 บาท เป็นจำนวน 986,871,992.70 บาท โดยการตัดหุ้นจดทะเบียนที่ยังไม่ได้ออกจำหน่ายของบริษัทฯ จำนวน 2,029,488,974 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.10 บาท**
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
- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- ระเบียบวาระที่ 7 **พิจารณาอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัทฯ**
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
- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- ระเบียบวาระที่ 8 **พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ จำนวน 202,949,404.50 บาท จากทุนจดทะเบียนเดิมจำนวน 986,871,992.70 บาท เป็นทุนจดทะเบียนจำนวน 1,189,821,397.20 บาท โดยการออกหุ้นสามัญเพิ่มทุนจำนวน 2,029,494,045 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.10 บาท**
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
- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ระเบียบวาระที่ 9 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน
ของบริษัทฯ

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

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ระเบียบวาระที่ 10 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ จำนวน 2,029,494,045 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.10 บาท
เพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิ MACO-W5

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

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ระเบียบวาระที่ 11 เรื่องอื่น ๆ (ถ้ามี)

Agenda Item 11 Other businesses (if any)

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและ
ไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือ
ลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมี
สิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือ
เสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้
ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบ
ฉันทะแบบ ข. ตามแนบ

In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this Proxy Form B. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท มาสเตอร์ แอดจำกัด (มหาชน)

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

ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2566 วันที่ 21 ธันวาคม 2566 เวลา 14.00 น. ณ โรงแรมอีสติน แกรนด์ พญาไท หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Extraordinary General Meeting of Shareholders No. 1/2023 on December 21, 2023. at 2.00 p.m. at Eastin Grand Hotel Phayathai or such other date, time and place as the meeting may be held.

ระเบียบวาระที่ _____ เรื่อง _____
Agenda no. Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

ระเบียบวาระที่ _____ เรื่อง _____
Agenda no. Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

ระเบียบวาระที่ _____ เรื่อง _____
Agenda no. Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

ระเบียบวาระที่ _____ เรื่อง _____
Agenda no. Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

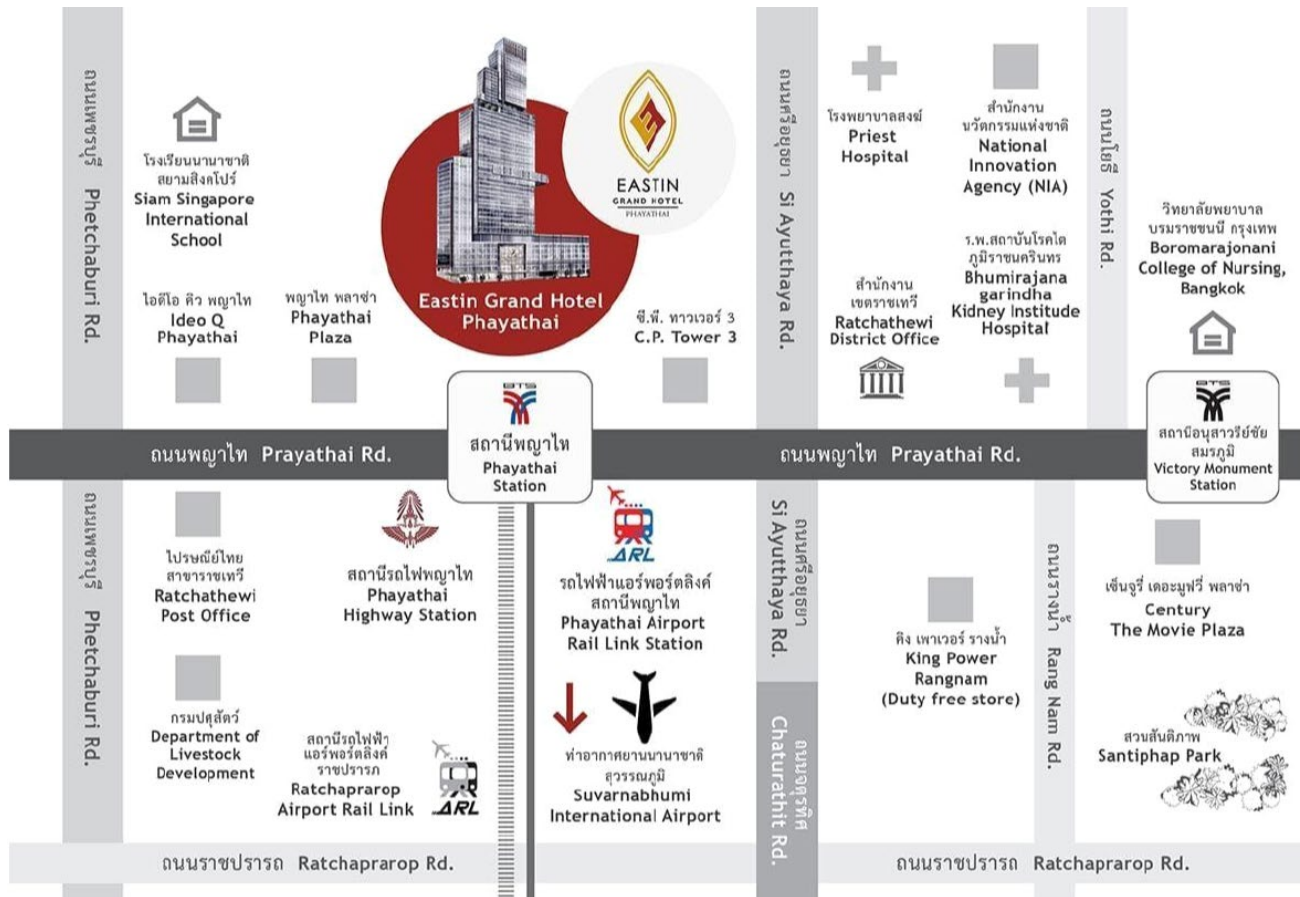
The proxy shall have the right to approve in accordance with my/our intention as follows:

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

Map of the Meeting Venue

Eastin Grand Hotel Phayathai

At Phayathai Grand Ballroom, 6th Floor, Eastin Grand Hotel Phayathai, No. 18 Phayathai Road, Thung Phayathai Sub-district, Ratchathewi District, Bangkok 10400



Travel recommendations

Skytrain: BTS Skytrain at Phaya Thai Station, Exit 1

Public buses on Phayathai Road: Routes 29, 34, 36, 54, 59, 172, 177 and 187

Phone number of Eastin Grand Hotel Phayathai: 02-483-2899