



(Translation)

**Minutes of 2024 Annual General Meeting of Shareholders
of D.T.C. Enterprise Public Company Limited**

Monday 22 April 2024, 1.30 p.m. held through only the Electronic Means (E-AGM)
at D.T.C. Enterprise Public Company Limited.

Quorum As at 1.30 p.m., there are 37 shareholders attending in person and 3 proxies presented at the meeting totaling 40 attendees, representing 965,084,096 shares or 70.01 percent of the total shares sold. This constituted a quorum.

Additional Information During the meeting, there were additional 2 shareholders present at the meeting. Thus, there were a total of 72 shareholders presented at the meeting, representing 968,096,642 shares or 77.25 percent of the total shares sold of the Company.

Directors Attending the Meeting

At present, the Company has 12 directors as per the followings list and there were 12 directors attended today Meeting (representing 100 percent of all directors).

- | | | |
|-----|----------------------------|---|
| 1. | Mr. Apisit Rujikeatkamjorn | Chairman of the Board of Directors |
| 2. | Mr. Thotspol Kunapermsiri | Vice Chairman of the Board of Directors, Chief Executive Officer, and Managing Director |
| 3. | Miss Jiraporn Lailuk | Director and of Nomination and Remuneration Committee |
| 4. | Mr. Chan Lailak | Director |
| 5. | Mr. Masanori Matsuo | Director |
| 6. | Mr. Vasa Kosadat | Director |
| 7. | Mr. Suphant Pornsoongsong | Independent Director, and Chairman of Audit Committee |
| 8. | Mr. Amphorn Pornvaragorn | Independent Director, Audit Committee, and Risk Management Committee |
| 9. | Miss Chularat Suteethorn | Independent Director, and Audit Committee |
| 10. | Mr. Aroon Borirak | Independent Director, and Chairman of Nomination and Remuneration Committee |
| 11. | Admiral Surasak Mathayapa | Independent Director and Nomination and Remuneration Committee |
| 12. | Mr. Tawatchai Settachinda | Independent Director and Chairman Risk Management Committee |



Auditors Attending the Meeting

1. Mr. Bardin Larprangsirat Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd.

Legal Advisors Attending the Meeting

1. Mr. Kris Charoenkal lawyer license number 1707/2001

Independent legal

1. Mr. Phathai Nakwatchara BIP Professional Service Company Limited.

Person Checking the Registration of Shareholders and Counting Votes

IR Network Co., Ltd. is the person checking the registration of shareholders and counting votes together with the independent legal of the Company.

Preliminary Proceeding

At 1.30 p.m., Mr. Apisit Rujikeatkamjorn, Chairman of the Board of Directors, presided as Chairman of the Meeting (the "Chairman"). The Chairman then assigned Miss Achiraya Rabetnaweenurak, the secretary of the Meeting, to proceed with the Meeting (the "Secretary"). The Secretary informed the Meeting that D.T.C. Enterprise Public Company Limited (the "Company") has the registered capital in total of Baht 626,600,000. The paid-up registered capital is at Baht 626,559,403 which are the issued shares sold of 1,253,118,806 shares with a par value of Baht 0.50.

In the Meeting, there were 37 shareholders attending in person and 3 proxies presented at the meeting totaling 40 attendees, representing 965,084,096 shares or 77.01 percent of the total issued shares sold by the Company. This constituted a quorum according to the Articles of Association of the Company. Accordingly, the Chairman declared the Meeting to be duly convened and assigned the Secretary to propose the Meeting to consider the agenda that were sent to the shareholders in advance. The resolutions of the Meeting consist of the following votes

- Agenda 1, Agenda 3, Agenda 4, Agenda 7, Agenda 8 and Agenda 10 require an affirmative resolution of a majority votes of the total number of votes of the shareholders presenting at the Meeting and casting their votes.
- Agenda 9 requires an affirmative resolution of not less than two-thirds (2/3) of the total votes of the shareholders present at the Meeting.
- Agenda 5 and Agenda 6 requires an affirmative resolution of not less than three-fourth (3/4) of the total votes of the shareholders present at the Meeting and entitle to vote.
- Agenda 2 is for acknowledgement, the resolution is not required.



Prior to the agenda, the Secretary informed the shareholders about the votes counting and voting process as follows:

1. One share is entitled to one vote. Thus, each shareholder has votes in accordance with the shares held or proxy.
2. However, shareholders cannot divide the number of shares. You can appoint multiple proxies to split your votes. And shareholders must appoint a proxy equal to the number of shares they hold. They cannot appoint only a portion of the proxy less than the amount they hold, unless it is a custodian appointed by the shareholder who is a foreign investor to be the depositary and caretaker of the shares. According to the proxy form C.
3. In case of shareholder attending in person and proxy that the grantor did not specify the votes in the proxy, prior to the voting in each agenda, the Secretary will request the shareholder to sign in the voting ballot to ensure transparency in voting.
4. The results of counting votes for each agenda item will be announced. Immediately after the counting of votes for each agenda item is completed.
5. In the case where the voting results are equal. Chairman will cast one additional vote to make the decision.

In each agenda, the Secretary will ask and count only those who disapprove and abstain from voting. In this regard, the vote counting will count only the votes of the shareholders who voted. "Disagree" or "Abstain from voting" For the conclusion of voting result in each agenda, the Company will deduct the disapproving and abstaining from voting from the total voting attended the Meeting and/or has a right to vote and the remaining votes shall be deemed as approving.

Prior to the voting in each agenda, the Company allowed the shareholders to ask any question in relation to the agenda as appropriate. Any shareholder or proxy who wish to inquire any question, or desire the directors or executives to additionally elaborate any issue or comment on the matters not relating to such considered agenda, please inquire or comment during the agenda of other businesses at the end of the Meeting.

Agenda 1 To consider and adopt the Minutes of 2023 Annual General Shareholders Meeting

The Chairman assigned the Secretary to explain this Agenda to the Meeting.

The Secretary explained to the Meeting that the Company has prepared the Minutes of 2023 Annual General Meeting of Shareholders held on 21 April 2023 within the required period of time specified by laws. The copy of the Minutes of 2023 Annual General Meeting of Shareholders has been sent to shareholders to consider in advance, details as appeared in the Enclosure 1 of the notice of the Meeting.



The Secretary inquired the Meeting whether any shareholders or proxies would like to propose an amendment to the Minutes of 2023 Annual General Meeting of Shareholders or have any additional queries. There were no shareholders commented or asked question in relation to this agenda.

The Secretary then requested the Meeting to consider and adopt the Minutes of 2023 Annual General Meeting of Shareholders and vote in this agenda.

Resolution the Meeting resolved to adopt the Minutes of 2023 Annual General Meeting of Shareholders held on 21 April 2023 as proposed with unanimity votes as follows:

Shareholders	Votes	Percentage
Approved	965,096,642	100
Disapproved	0	0
Abstained	0	-
Voided ballot(s)	0	0
Total	965,096,642	100

Remark This agenda requires an affirmative votes of majority votes of the total number of votes of the shareholders presenting at the Meeting and casting their votes.

Agenda 2 **To acknowledge the Company's operating results report for the year 2023**

The Chairman assigned Miss Jiraporn Lailuk, a chief financial officer, to report the Company's operating results report for the year 2023 to the Meeting.

Miss Jiraporn Lailuk, a chief financial officer, reported the Company's operating results report for the year 2023 to the Meeting which can be summarized in the following.

According to the Statement of Comprehensive Income (balance sheet and profit and loss statements) for the year 2023, the Company has total revenue of Baht 729.46 million which is increased from the year 2022 of Baht 87.87 million for 13.70 percent. For the year 2023, the Company has an annual profit of Baht 99.62 million which is increased from the year 2022 of Baht 47.64 million for 91.65 percent. The Company has total assets of Baht 1,745.75 million, which has increased from the previous year of Baht 77.94 million for 4.67 percent. For the liabilities and shareholders' equity ended 31 December 2023, the Company has total liabilities of Baht 263.40 million decreased from the previous year of Baht 18.17 million for 6.45 percent. and shareholders' equity in amount of Baht 1,488.51 million increased from the previous year of Baht 97.12 million for 6.98 percent, which has debt to equity ratio (D/E Ratio) at 0.18 percent decreased from the previous year which



has the debt-to-equity ratio at 0.20 percent. Return On Asset (ROA) accounted for 7.77 percent, an increase from the previous year accounted for 1.79 percent and the rate of Return On Equity (ROE) for 6.93 percent, an increase from the previous year. accounted for 1.50 percent.

Subsequently, the Chairman assigned Mr. Thotspol Kunapermsiri, Vice Chairman of the Board of Directors, Chief Executive Officer, and Managing Director, to present the operating plan in the year 2024 to the shareholders so that the shareholders can see the overall picture of the Company's operation in the future.

Mr. Thotspol Kunapermsiri, Vice Chairman of the Board of Directors, Chief Executive Officer, and Managing Director, presented the operating plan in the details as follows:

The Company has been well known as the manufacturing and distribution of Global Positioning System (GPS) by its self-development which is capable to enhance the businesses in other areas. After the Company had raised fund in the Stock Exchange, the Company has an operating plan in 4 areas for the year 2024 as follows.

- 1) DTC SHOP, which is an office that provides customer service in the area of a large gas station. This is a continuation of the plan from last year to the present. The company has opened 11 shops and the target will open 20 shops. The purpose of opening DTC shops is to allow customers to easily come and receive services in each location and there are many more products. To be able to generate income for the company in the future.
- 2) Collaborating with business partners, HIKVISION is a leading company in Dash Cam, which every car nowadays needs to be equipped to record various events that occur. In this part, the company views that having the company's DTC Shop will be a strategy that helps with sales operations. The contract is expected to be signed next month and this product will be sold in the DTC Shop, which is expected to generate income for the company.
- 3) DTRACK, which is a new product, GPS model DTRACK. This model of equipment will penetrate the B2C market, which is a personal vehicle. or vehicles that must be equipped with GPS devices according to transportation announcements for businesses. The installation and service can be performed at the DTC Shop with various features and functions to be carried as specified by the Department of Land Transport.
- 4) Original Equipment Manufacturer ("OEM"), which is working with the company's partners, Boonrawd Supply Chain Company Limited and YAZAKI ENERGY SYSTEM CORPORATION, Japan. Last year, the company passed the IATF 16949 standard, which is a quality management system standard in



the automotive industry that is accepted around the world. This is to support the GPS business of the company.

And gratitude to the shareholders who have supported and believed in the company. On behalf of all employees and executives of the company We promise that we will continue to work hard and be dedicated to our successful operations in 2024.

There were no shareholders further commented or asked questions in relation to this agenda. Therefore, it shall be deemed that the Meeting had acknowledged the Company's operating results report for the year 2023.

Agenda 3 To consider and approve the Financial Statement of the year ended 31 December 2023.

The Chairman assigned Miss Jiraporn Lailuk, a chief financial officer, to explain this agenda to the Meeting.

Miss Jiraporn Lailuk, a chief financial officer, reported to the Meeting by referring to the annual report of the year 2023 which contained the details of the Financial Statements and the Statement of Comprehensive Income for the year ended on 31 December 2023 reviewed by the Audit Committee of the Company and audited by the certified auditors attached with notice of the Meeting to all shareholders, details as appeared in Enclosure 2 of the notice of the Meeting. The Company's performance in year 2023 can be summarized in the following.

Total income	baht	729.46 million.
Total cost	baht	347.34 million.
Total operating expenses	baht	249.45 million.
Net profit	baht	99.62 million.
Total assets	baht	1,745.75 million.
Total liabilities	baht	263.40 million.
Total owner's equity	baht	1,482.35 million.

The Company has total revenue of Baht 729.46 million, total cost of Baht 347.34 million, total sale and service expenses of Baht 249.18 million, net profit of Baht 99.62 million, total assets of Baht 1,745.75 million. total liabilities Baht 263.40 million, total owner's equity of



Baht 1,482.35 million. The details of which are as appeared in the chapter “financial statement”, page 159 of the annual report.

She then inquired the Meeting whether any shareholders would like to comment or inquire additional questions.

Mr. Wutthipong Jariyaphan, a shareholder asked questions in the following matters:

1. Why have trade receivables over a period of 3-6 months increased from last year?
2. What should be done with final receivables that are more than 18 months?

Ms. Jiraporn Lailak clarified that: As for the company's trade receivables During the period of 3-6 months, trade receivables have grown. from renting more and is in the process of waiting to be collected according to the period for trade receivables that are more than 18 months old, the company has various processes in debt collection in terms of law, which is in accordance with the company's process.

There were no shareholders further commented or asked question in relation to this agenda. She then assigned the Secretary to proceed with the Meeting.

The Secretary then requested the Meeting to consider and approve the Statement of Financial Position and Statement of Comprehensive Income (balance sheet and profit and loss statements) for the fiscal year ended 31 December 2023 which have been reviewed by the Audit Committee of the Company and have been audited by the certified auditors and to acknowledge the report of the auditors.

Resolution the Meeting resolved to approve the Financial Statement for the fiscal year ended 31 December 2023 which have been reviewed by the Audit Committee of the Company and have been audited by the certified auditors and to acknowledge the report of the auditors as proposed with the votes as follows:

Shareholders	Votes	Percentage
Approved	967,841,642	100
Disapproved	0	0
Abstained	255,000	-
Voided ballot(s)	0	0
Total	968,096,642	100



Remark This agenda requires an affirmative votes of majority votes of the total number of votes of the shareholders presenting at the Meeting and casting their votes.

Agenda 4 To consider and approve of the appropriation of profits for the year 2023 as legal reserve and dividend payment

The Chairman assigned the Secretary to explain this Agenda to the Meeting.

The Secretary explained to the Meeting that the Company has profits from the business operation in 2023 and has the retained earnings of the Company by referring to the Separate Financial Statement for the year ended 31 December 2023 which has already been audited by the certified auditors at the amount of Baht 104,190,603.13. The Board of Directors deems it appropriate to propose the company to appropriate net profits as legal reserve and distribution of dividend in the following.

- (1) the allocation of net profit as a legal reserve in the amount of Baht 6,000,000 and after the allocation of the company's reserve funds, the company will be a total legal reserve fund of baht 41,500,000.
- (2) the payment of dividend distribution in the amount of not exceeding 62,655,940 ordinary shares with the par value of Baht 0.50 to the shareholders at the ratio of 20 existing shares per 1 new share, which equivalent to not exceeding Baht 31,327,970 or equivalent to the dividend payment of Baht 0.025000000000 per share. If any shareholder has fractions of shares from the said stock dividend allocation, the Company will pay a cash dividend instead at the rate of Baht 0.025000000000 per share for the fraction of such share(s).
- (3) the payment of dividend in cash at the amount of not exceeding Baht 3,480,885.57 at the rate of Baht 0.002777777777 per share to cover withholding tax at the rate of 10 per cent of income under section 50(2) of the Revenue Code.
- (4) the payment of dividend in cash at the amount does not exceed Baht 57,304,500.00 at the rate of Baht 0.045729502842 per share, which is the annual dividend for the period from 1 January 2023 – 31 December 2023.

The total dividend payment of Baht 92,113,355.72 at the rate of Baht 0.073507280619 per share. In this regard, the Company has scheduled the record date for determining the names of the shareholders who are entitled to dividend payment on Friday 3 May 2024 and the Company shall distribute the dividends on Monday 20 May 2024. Nevertheless, such entitlement for dividend payment is subject to the approval by the shareholders' meeting.



The Board of Directors deems it appropriate that the appropriation of net profit for 2023 as legal reserve and that dividend payment in the form of newly issued ordinary shares of the Company be proposed to the Annual General Meeting of Shareholders for approval.

The Secretary then inquired the Meeting whether any shareholders would like to comment or inquire additional questions. There were no shareholders further commented or asked additional question in relation to this agenda.

The Secretary then requested the Meeting to consider and approve the appropriation of profits as the legal reserve and the distribution of dividend for the year 2023, including to acknowledge the distribution of interim dividend and vote in this agenda.

Resolution The Meeting resolved to approve the appropriation of profits as the legal reserve and the distribution of dividend for the year 2023, including to acknowledge the distribution of interim dividend as proposed with the votes as follows:

Shareholders	Votes	Percentage
Approved	968,081,042	100
Disapproved	0	0
Abstained	15,600	-
Voided ballot(s)	0	0
Total	968,096,642	100

Remark This agenda requires an affirmative resolution of majority votes of the total number of votes of the shareholders presenting at the Meeting and casting their votes.

Agenda 5 **To consider and approve the decrease of the registered capital and amendment to Clause 4 of the Memorandum of Association.**

The Chairman assigned the Secretary to explain this Agenda to the Meeting.

The Secretary explained to the Meeting that, the registered capital decrease of the Company's registered capital in the amount of Baht 40,597, from the former registered capital at Baht 626,600,000 to the registered capital at Baht 626,559,403 by cancelling the remaining unsold 81,194 shares, par value at Baht 0.50, According to the resolution of the 2023 Annual General Meeting of Shareholders, and approve the amendment of Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital as follows:



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D.T.C. ENTERPRISE PUBLIC COMPANY LIMITED

63 ซอยสุขุมวิท 68 ถนนสุขุมวิท แขวงบางนาเหนือ เขตบางนา กรุงเทพฯ 10260 Tel : 1176 Fax : 02 744 7667
63 Soi Sukhumvit 68, Sukhumvit Rd., Bang Na Nuea, Bang Na, Bangkok 10260 website : www.dtc.co.th

“Clause 4.	Registered Capital	Baht 626,559,403	(Baht Six hundred twenty-six million five hundred fifty-nine thousand four hundred three)
	Divided into	1,253,118,806 shares	(One thousand two hundred fifty-three million one hundred eighteen thousand eight hundred six shares)
	Par value	Baht 0.50 per share	(Fifty Satang)
	Divided into		
	Ordinary shares	1,253,118,806 shares	(One thousand two hundred fifty-three million one hundred eighteen thousand eight hundred six shares)
	Preferred shares	- share	(- share)”

The Board of Directors deems it appropriate that the decrease of the Company's registered capital in the amount of Baht 40,597, from the former registered capital at Baht 626,600,000 to the registered capital at Baht 626,559,403 by cancelling the remaining unsold 81,194 shares, par value at Baht 0.50, According to the resolution of the 2023 Annual General Meeting of Shareholders, and approve the amendment of Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital. The Board of Directors deems it appropriate that amendment of the Company's Articles of Association be proposed to the Annual General Meeting of Shareholders for approval and that a person authorized by the Board of Director, authorized directors or the Chief Executive Officer shall have the power to register the amendment of Company's Articles of Association at the Department of Business Development, Ministry of Commerce, and have the power to amend and revise any statement or take any actions necessary to comply with the orders of the Registrar

The Secretary then inquired the Meeting whether any shareholders would like to comment or inquire additional questions. There were no shareholders further commented or asked additional question in relation to this agenda.

The Secretary then requested the Meeting to consider and approve the decrease of the registered capital and amendment to Clause 4 of the Memorandum of Association.

Resolution The Meeting resolved to approve the decrease of the Company's registered capital in the amount of Baht 40,597 from the former registered capital at Baht 626,600,000 to the registered capital at Baht 626,559,403 by cancelling the remaining unsold 81,194 shares, par value at Baht 0.50, According to the resolution of the 2023 Annual General Meeting of Shareholders, and approve the amendment of Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital as follows of the Company and that a person authorized by the Board of



Director, authorized directors or the Chief Executive Officer shall have the power to register the amendment of Company's Memorandum of Association at the Department of Business Development, Ministry of Commerce, and have the power to amend and revise any statement or take any actions necessary to comply with the orders of the Registrar as proposed with the votes as follows:

Shareholders	Votes	Percentage
Approved	968,096,642	100
Disapproved	0	0
Abstained	0	0
Voided ballot(s)	0	0
Total	968,096,642	100

Remark This agenda requires an affirmative resolution of at least three-fourths (3/4) of the votes of the total number of votes of the shareholders present at the meeting and casting their votes.

Agenda 6

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

The Chairman assigned the Secretary to explain this Agenda to the Meeting.

The Secretary explained to the Meeting that to reserve for stock dividend payment in the form of 62,655,940 newly issued ordinary shares, the Company is required to increase its registered capital of Baht 31,327,970 from the current registered capital of Baht 626,559,403 to be Baht 657,887,373 by issuing 62,655,940 ordinary shares at the par value of Baht 0.50 per share. The details of capital increase are outlined in the Capital Increase Report Form (F 53-4) as per Enclosure 4 and to amend Clause 4 of its Memorandum of Association to be in line with the increase of its registered capital as follows:

“Clause 4.	Registered Capital	Baht 657,887,373	(Baht Six hundred fifty-seven million eight hundred eighty-seven thousand three hundred seventy-three)
	Divided into	1,315,774,746 shares	(One thousand three hundred fifteen million seven hundred seventy-four thousand seven hundred forty-six shares)
	Par value	Baht 0.50 per share	(Fifty Satang)
	Divided into		



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Ordinary shares	1,315,774,746 shares	(One thousand three hundred fifteen million seven hundred seventy-four thousand seven hundred forty-six shares)
Preferred shares	- share	(- share)"

The Board of Directors deems it appropriate that the increase of registered capital of Baht 31,327,970 from the current registered capital of Baht 626,559,403 to be Baht 657,887,373 by issuing 62,655,940 ordinary shares at the par value of Baht 0.50 per share to reserve for stock dividend payment and consider and approve the Amendment of Clause 4. of the Memorandum of Association of the Company to be in line with the increase of registered capital of the Company be proposed to the Annual General Meeting of Shareholders for approval. The Board of Directors deems it appropriate that amendment of the Company's Articles of Association be proposed to the Annual General Meeting of Shareholders for approval and that a person authorized by the Board of Director, authorized directors or the Chief Executive Officer shall have the power to register the amendment of Company's Articles of Association at the Department of Business Development, Ministry of Commerce, and have the power to amend and revise any statement or take any actions necessary to comply with the orders of the Registrar.

The Secretary then inquired the Meeting whether any shareholders would like to comment or inquire additional questions. There were no shareholders further commented or asked additional question in relation to this agenda.

The Secretary then requested the Meeting to consider and approve the increase of registered capital of Baht 31,327,970 from the current registered capital of Baht 626,559,403 to be Baht 657,887,373 by issuing 62,655,940 ordinary shares at the par value of Baht 0.50 per share to reserve for stock dividend payment and consider and approve the Amendment of Clause 4. of the Memorandum of Association of the Company to be in line with the increase of registered capital of the Company.

Resolution The Meeting resolved to approve the increase of registered capital of Baht 31,327,970 from the current registered capital of Baht 626,559,403 to be Baht 657,887,373 by issuing 62,655,940 ordinary shares at the par value of Baht 0.50 per share to reserve for stock dividend payment and consider and approve the Amendment of Clause 4. of the Memorandum of Association of the Company to be in line with the increase of registered capital of the Company and that a person authorized by the Board of Director, authorized directors or the Chief Executive Officer shall have the power to register the amendment of Company's Memorandum of Association at the Department of Business Development, Ministry of Commerce, and have the power to amend and revise any statement or take any actions necessary to comply with the orders of the Registrar as proposed with the votes as follows:



Shareholders	Votes	Percentage
Approved	968,096,642	100
Disapproved	0	0
Abstained	0	0
Voided ballot(s)	0	0
Total	968,096,642	100

Remark This agenda requires an affirmative resolution of at least three-fourths (3/4) of the votes of the total number of votes of the shareholders present at the meeting and casting their votes.

Agenda 7 **To consider and approve the allocation of newly issued ordinary shares of the Company**

The Chairman assigned the Secretary to explain this Agenda to the Meeting.

The Secretary explained to the Meeting that to be in line with the increase of registered capital under agenda 6, the Company required to allocate the newly issued ordinary shares to the existing shareholders at the amount not exceeding 62,655,940 shares at the rate of 1 stock dividend per 20 existing shares.

The Board of Directors deems it appropriate that the allocation of no more than 62,655,940 newly issued shares pursuant to the details above be proposed to the Annual General Meeting of Shareholders for approval.

The Secretary then inquired the Meeting whether any shareholders would like to comment or inquire additional questions. There were no shareholders further commented or asked additional question in relation to this agenda.

The Secretary then requested the Meeting to consider and approve the allocation of newly issued ordinary shares of the Company.

Resolution The Meeting resolved to approve the allocation of not exceeding 62,655,940 shares at the par value of Baht 0.50 per share to reserve for stock dividend payment to the Company's shareholders at the ratio of 20 existing shares per 1 new share, with the votes as follows:

Shareholders	Votes	Percentage
Approved	968,096,642	100
Disapproved	0	0



Abstained	0	-
Voided ballot(s)	0	0
Total	968,096,642	100

Remark This agenda requires affirmative resolution of a majority votes of the total number of votes of the shareholders present at the meeting and casting their votes.

Agenda 8 **To consider and approve the appointment of the Company's directors to replace those who retire by rotation**

The Chairman assigned the Secretary to explain this Agenda to the Meeting.

The Secretary explained to the Meeting that pursuant to the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Company's Articles of Association, one-third of the total number of directors must retire by rotation at each Annual General Meeting of Shareholders of the Company. In 2024, there are 4 directors who must retire by rotation, namely:

- (1) Mr. Apisit Rujikeatkamjorn Chairman
- (2) Miss Jiraporn Lailuk Director/Member of Nomination
- (3) Mr. Masanori Matsuo Director
- (4) Adm. Surasak Mathayapa Director/Member of Nomination

To support a good corporate governance, prior to the commencement of the election of directors replacing those retired by rotation, the Secretary requested the retiring directors to leave the meeting room and once the Meeting has considered this Agenda, they will be invited to return to the meeting room.

The Board of Directors' Meeting resolved to propose the Annual General Meeting of Shareholders to consider and appoint 4 directors who must retire by rotation to reappoint all to be directors of the Company for another term. All 4 directors have passed the consideration process regarding the possession of the qualifications as required by relevant rules and regulations and are suitable for the business operation of the Company. In case of the independent director who has been proposed to be independent director on this Meeting, it deemed to process the qualifications as required by relevant rules and



regulations regarding the independent director and viewed that he/she can provide an independent opinion freely.

Furthermore, all directors who have been proposed for appointment have not presided in a director or executive position in other businesses which may cause conflict of interest or in competition of business with the Company. The names and brief profiles of directors retired by rotation and nominated to be reappointed as directors for another term are appeared as per details appeared in Enclosure 3 of the notice of the Meeting.

The Secretary then inquired the Meeting whether any shareholders would like to comment or inquire additional questions. There were no shareholders further commented or asked additional question in relation to this agenda.

The Secretary then requested the Meeting to consider and approve the appointment of the Company's directors to replace those who retire by rotation and vote in this agenda.

Resolution The Meeting resolved to approve the appointment of the Company's directors to replace those who retire by rotation as proposed with the votes as follows:

8.1) Mr. Apisit Rujikeatkamjorn Chairman

Shareholders	Votes	Percentage
Approved	942,418,042	100
Disapproved	0	0
Abstained	25,678,600	-
Voided ballot(s)	0	0
Total	968,096,642	100

8.2) Miss Jiraporn Lailuk Director/Member of Nomination and Remuneration Committee

Shareholders	Votes	Percentage
Approved	677,862,490	100
Disapproved	0	0
Abstained	290,234,152	-
Voided ballot(s)	0	0
Total	968,096,642	100



8.3) Mr. Masanori Matsuo Director

Shareholders	Votes	Percentage
Approved	968,096,642	100
Disapproved	0	0
Abstained	0	-
Voided ballot(s)	0	0
Total	968,096,642	100

8.4) Adm. Surasak Mathayapa Director/Member of Nomination and Remuneration Committee

Shareholders	Votes	Percentage
Approved	967,876,642	100
Disapproved	0	0
Abstained	220,000	-
Voided ballot(s)	0	0
Total	968,096,642	100

Remark This agenda requires affirmative resolution of a majority votes of the total number of votes of the shareholders present at the meeting and casting their votes.

Agenda 9 To consider and approve the directors' remuneration of the year 2024

The Chairman assigned the Secretary to explain this Agenda to the Meeting.

The Secretary explained to the Meeting that the Board of Directors' Meeting (by the approval of the Nomination and Remuneration Committee) resolved to propose to the Meeting to consider and approve the remuneration of directors and sub-committee for the year 2024 as per the details appeared in the notice of the Meeting sent to shareholders in advance as follows.



บริษัท ดี.ที.ซี. เอ็นเทอร์ไพรส์ จำกัด (มหาชน) สำนักงานใหญ่
D.T.C. ENTERPRISE PUBLIC COMPANY LIMITED

63 ซอยสุขุมวิท 68 ถนนสุขุมวิท แขวงบางนาเหนือ เขตบางนา กรุงเทพฯ 10260 Tel : 1176 Fax : 02 744 7667
63 Soi Sukhumvit 68, Sukhumvit Rd., Bang Na Nuea, Bang Na, Bangkok 10260 website : www.dtc.co.th

Position	Monthly Remuneration	Meeting Allowance
	(Baht/person/month)	(Baht/person/time)
1. Directors		
Chairman	30,000	30,000
Director (who is not executive)	20,000	20,000
Director (who is the executive as the managing director)	-	12,000
Director (who is the executive but not the managing director)	-	10,000
2. Audit Committee		
Chairman of the Audit Committee	-	25,000
Committee of the Audit Committee	-	20,000
3. Nomination and Remuneration Committee		
Chairman of the Nomination and Remuneration Committee	-	25,000
Committee of the Nomination and Remuneration Committee	-	20,000
4. Risk Management Committee		
Chairman of the Risk Management Committee	-	25,000
Committee of the Risk Management Committee	-	20,000

In this regard, the payment of remuneration to the Board of Directors above is under the following conditions:

1. A director who is an executive or personnel of the Company will not receive remuneration as a chairman or a member of a committee; and
2. The the annual budget for the remuneration of directors an amount not exceeding Baht 16,000,000 per year.



The Secretary then inquired the Meeting whether any shareholders would like to comment or inquire additional questions. There were no shareholders further commented or asked additional question in relation to this agenda.

The Secretary then requested the Meeting to consider and approve the directors' remuneration of the year 2024 and vote in this agenda.

Resolution The Meeting resolved to approve the directors' remuneration of the year 2024 as proposed with the votes as follows:

Shareholders	Votes	Percentage
Approved	968,096,642	100
Disapproved	0	0
Abstained	0	0
Voided ballot(s)	0	0
Total	968,096,642	100

Remark This Agenda requires an affirmative resolution of at least two-thirds (2/3) of the votes of the total number of votes of the shareholders present at the meeting.

Agenda 10 **To consider and approve the appointment of the auditors and the audit remuneration for the year 2024.**

The Chairman assigned the Secretary to explain this Agenda to the Meeting.

The Secretary explained to the Meeting that the Board of Directors of the Company (following the consideration and recommendation of the Audit Committee) has selected the Company's auditors and propose to the Annual General Meeting of Shareholders for appointing the following auditors.

- (1) Mr. Bardin Larprangsirat, auditor's license No. 10985 and/or
- (2) Mrs. Wilasinee Krishnamra, auditor's license No. 7098 and/or
- (3) Ms. Sophaphan Saptipayarattana, auditor's license No. 6523 and/or
- (4) Ms. Pensri Thamvarodom, auditor's license No. 4923

from Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd. as auditors of the Company for the fiscal year ended 31 December 2024 by having one of the auditors audit and certify the Company's Financial Statements and be the Company's auditor for the fiscal year ended



31 December 2024 and by having the audit remuneration for the year 2024 at the amount of Baht 3,360,000 excluding other service fees. In case, such auditors were unable to perform their duties, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. will be assigned to provide other auditor of the office to perform the duties of auditing of the Company in place of the auditors

The above-mentioned auditors are not in relationship or having the interest with the Company, subsidiaries, executives, major shareholders, or related parties with such person. Therefore, they are independent to audit and providing opinion on the financial statement of the Company, and the above-mentioned auditors are not the similar audits who have performed their duty of reviewing or auditing and providing opinion on the financial statements of the company for 7 fiscal years in compliance with the Notification of the Capital Market Supervisory Board.

The Secretary then inquired the Meeting whether any shareholders would like to comment or inquire additional questions. There were no shareholders further commented or asked additional question in relation to this agenda.

The Secretary then requested the Meeting to consider and approve the appointment of the auditors and the audit remuneration for the year 2024.

Resolution The Meeting resolved to approve the appointment of the auditors and the audit remuneration for the year 2024 as proposed with the votes as follows:

Shareholders	Votes	Percentage
Approved	968,096,642	100
Disapproved	0	0
Abstained	0	-
Voided ballot(s)	0	0
Total	968,096,642	100

Remark This agenda requires affirmative resolution of a majority votes of the total number of votes of the shareholders present at the meeting and casting their votes.

Agenda 11 **Other Business (if any)**

The Chairman informed the Meeting that the Board of Directors deemed it appropriate to allow the shareholders to propose other agenda other than those specified in the invitation subject to the rules prescribed by laws. Then, the Chairman invited the shareholders to propose other agenda or comment or ask question on other matters.



Mr Sermwit Osotsilp, a shareholder asked questions in the following matters:

1. I would like to propose that the company organize a Company visit activity this year.

Mr. Thotspol Kunapermsiri clarified that the question that the company is in the process of testing the building's IoT system, which is a new building GPS information service center. and gathered all the company's technology. In addition, senior executives from government agencies began to come and observe the work. And if it is completely completed, there will definitely be a Company visit activity.

2. How does the IPO fund plan to accelerate the benefits of this capital in 2024?

Miss Jiraporn Lailuk clarified that the question that in terms of using the IPO proceeds, the original plan was still being implemented. According to the original purpose of using the money that was previously reported. Regarding entering into M&A and investing in related companies Currently, the company A working group has been appointed. To select companies in related groups to be able to continue creating additional value for the company. Currently, 2 companies are in the process of negotiating and a financial advisor (FA) has been appointed to consider this section. The company care has been taken to maximize the benefits and create value for investment.

3. What percentage of SW Development work is recurring from the proportion of income?

Mr. Thotspol Kunapermsiri clarified that: SW Development or software development, in the past 1 year the company has contracted such work to many departments. and prepare to expand further There is also a section Business Activity Management System (BAMS) that can further expand your career. This is the beginning. and predicts that it will continue to grow in the future.

Mr. Narongchai Ratanachan, a shareholder asked questions in the following matters:

1. How much is the Backlog? and What plan for participating in bidding in 2024?

Ms. Jiraporn Lailak clarified that: In terms of the Backlog in 2023, there is a total Backlog of 1,971.92 million baht, an increase of 155.46 million baht from the previous year. This part will be the income in 2024 at 568.44 million baht and the income for the next year total of 1,403.48 million baht.

2. How about the main motivation to be able to create synergy value that is actually reflected in the profit and Loss statement from both partners?

Mr. Thotspol Kunapermsiri clarified that: For YAZAKI ENERGY SYSTEM CORPORATION, Japan, this year the sales plan and goals for work in the OEM group have been set. And



since the company received the IATF 16949 standard this year, it is expected that begin to recognize income this year and will gradually increase in the following years. As for Boon Rawd Supply Chain Co., Ltd. (BRS) all types of transportation vehicles logistics fleet are gradually being used and just had a plan to do business together in the development of data analysis and development of tracking systems renting electric cars or EV cars this year.

3. Are fleet of Boon Rawd's use to DTC service? Why?

Mr. Thotspol Kunapermsiri clarified that: the fleet has been partially used and there are still under contract from the old service provider. The process of developing special functions that are required, which the company is in the process of developing in this regard. In the case of some large partners of Boon Rawd Supply Chain Company Limited. It are used to DTC service as well.

4. Does the 16949 standard mean OEM tier 1? How big is the expected market?

Mr. Thotspol Kunapermsiri clarified that: The IATF 16949 standard, it is part of OEM tier 1 which the company has just acquired by requesting the standard took approximately 1 year. This is from working with YAZAKI ENERGY SYSTEM CORPORATION, Japan In the process of coordination which is predicted that. There will be income coming in soon and in the next 1-2 years.

Mr. Wutthipong Jariyaphan, a shareholder asked questions in the following matters:

1. Is GPS Trackers work included in the backlog amount previously reported by management?

Ms. Jiraporn Lailak clarified that: the amount of backlog reported previously included GPS Trackers work.

Ms. Teeranuch Promchote from the Thai Investors Association asked questions in the following matters:

1. Thai Investors Association have a policy presented to listed companies in the Stock Exchange of Thailand organize a general/extraordinary meeting of shareholders using on-site meeting and online simultaneously or called Hybrid. Therefore, we would like to present to consider the proposal of organizing a Hybrid meeting according to the policy of the Thai Investors Association above and which corresponds to circular letter of Securities



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and Exchange Commission.

The Chairman answered the question that the Company's shareholder meeting Each year must consider the situation in that year. The company will consider again and notify us in the next order.

No shareholder proposed other agenda or comment or ask question.

The Chairman, thus, thanked the shareholders for attending the Meeting and then announced that the Meeting was adjourned at 3.25 p.m.

-Signed-

(Mr. Apisit Rujikeatkamjorn)

Chairman of the Meeting