



Invitation to the Extraordinary General Meeting of Shareholders  
No. 1/2024

D.T.C. Enterprise Public Company Limited

on Wednesday 30 October 2024 at 1.30 p.m.

Which will be held through only the Electronic Means (E-EGM)

(Translation)

1 October 2024

Re: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2024

To: Shareholders of D.T.C. Enterprise Public Company Limited

- Enclosures:
1. Copy of Minutes of the 2024 Annual General Meeting of Shareholders.
  2. Clarifications and guidelines for attending shareholder meetings via Electronic Means (E-Meeting), Proxy method and evidence that must be presented for attending the Extraordinary General Meeting of Shareholders No. 1/2024 (E-EGM) and guideline for using QR Code for downloading document.
  3. Names and profiles of independent directors who may be appointed by shareholders as their proxies to attend and vote at the Extraordinary General Meeting of Shareholders No. 1/2024
  4. The Company's Articles of Association with respect to the meeting.
  5. Proxy form B.
  6. Registration form to attend the Extraordinary General Meeting of Shareholders No. 1/2024 through Electronic Means (E-EGM).

The Board of Directors' Meeting of D.T.C. Enterprise Public Company Limited (the "Company") has passed the resolution to convene the Extraordinary General Meeting of Shareholders No. 1/2024 on 22 October 2024, 1.30 p.m., which will be held through only the Electronic Means (E-EGM) pursuant to Emergency Decree on Electronic Meetings, B.E. 2563, including the other relevant laws and regulations related to the electronics meetings, and the agenda of the Extraordinary General Meeting of Shareholders No. 1/2024 will comprise the following agendas:

**Agenda 1 To consider and adopt the Minutes of the 2024 Annual General Meeting of Shareholders**

Purpose and rationale: The Company has prepared the Minutes of the 2024 Annual General Meeting of Shareholders held on 22 April 2024 within the period of time specified by laws and proposed such minutes to the Board of Directors pursuant to the details attached as Enclosure 1.

Board's opinion: The Board of Directors is of the opinion that the Minutes of the 2024 Annual General Meeting of Shareholders held on 22 April 2024 was accurately recorded and deems it appropriate to propose such minutes to be adopted by the Annual General Meeting of Shareholders

Remark: This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the meeting and casting votes.

**Agenda 2 To consider and approve the amendment of the Company's objectives and Clause 3 of the Memorandum of Association of the Company to be in line with the amendment of the Company's objectives.**

Purpose and rationale: To support business expansion and new business operations. Therefore, it is considered appropriate to add business objectives to cover products. and services related to the company's business operations and amend Section 3 of the Company's Memorandum of Association to be consistent with the objectives.

Board's opinion: The Board of Directors deems it appropriate to propose to propose to the Extraordinary General Meeting of Shareholders No.1/2024 to consider and approve the amendment of the Company's objectives and the Company's Memorandum of Association, Clause 3. for business purposes to cover products and services related to the Company's business operations as followings:

**Clause 63.** To operate business development of software or hardware that can make decisions or solve problems by learning from processing data sets with computer algorithms, artificial intelligence and the Internet of Things (IOT).

**Clause 64.** To operate business sales products or provide services related to artificial intelligence. and the Internet of Things (IOT).

**Clause 65.** To operate business training services recreational activities and knowledge seminars, Academics in all fields of study computer

knowledge, Modern technology communications, Engineering, Transportation systems, Safety aspects of driving Transportation Safety and any academic which is not teaching as a normal occupation. Including research It is a research center, provide consulting services such as Transportation, Communications, Telecommunications, Technology, Nature conservation, Procurement of data and information, etc. as well as providing health examination services.

**Clause 66.** To operate business related to training and seminars for Government and Private agencies.

**Clause 67.** To operate business of transportation and loading and unloading of goods and passengers on land, water and air both within the domestic and international, Including providing services for removing goods from the port according to customs procedures and arranging all types of transportation.

And the amendment of the Company's objectives and the Company's Memorandum of Association, Clause 3 by increasing the Company's objectives 5 clauses from the original 62 objectives to 67 objectives so that the Company's objectives include products related to the Company's business operations as followings:

“Clause 3. The Company's objectives contain 67 items, details are in enclosure Pcl.002”.

And to propose to consider and approve a person authorizing by the Board of Director or authorizing directors or the Chief Executive Officer to have the power to register of the Company's objectives and amend the Memorandum of Association at the Department of Business Development, Ministry of Commerce as well as having the power to amend and revise any statement or take any actions necessary to comply with the order of the Registrar.

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 votes.

### **Agenda 3 Others (if any)**

Purpose and rationale: According to Section 105 of the Public Limited Company Act B.E. 2535 (and its amendment), when the Shareholders' Meeting completely considered the agendas specified in the notice of meeting, the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the Shareholders' Meeting to consider other matters in addition to those specified in the notice of meeting.

Board's opinion: This agenda is for the shareholders to make any inquiries and/or give any suggestions to the Board of Directors (if any) and/or for the Board of Directors to clarify any inquiries of the shareholders. No additional agenda will be proposed to the shareholders' meeting for consideration and the resolution will not be required for this agenda. However, if shareholders would like to propose the consideration and resolution, it shall be in accordance with rules and conditions of Section 105 of the Public Limited Company Act B.E. 2535 (and its amendment)

In this regard, the shareholders of the Company are invited to attend the meeting which will be held through only the Electronic Means (E-EGM) on the date and at the time as described above and are requested to prepare all evidences that will be used for the meeting as detailed in the guideline for the appointment of proxy to attend the meeting, the registration, and evidence to be presented on the meeting date of the Extraordinary General Meeting of Shareholders No. 1/2024 in Enclosure 2 The company will open the system for shareholders to register to attend the meeting 2 hours in advance before the meeting starts. and will start broadcasting live at 1:30 p.m. The Company will conduct the meeting in accordance with the Company's Articles of Association as outlined in Enclosure 4 To reserve the rights and interests of the shareholders, in an event that any shareholder is unable to attend the meeting in person and would like to appoint the Company's independent directors as proxy to attend the meeting and cast votes on his or her behalf, the shareholder can select one of the

independent directors of the Company whose names and profiles are outlined in Enclosure 3. The shareholders must fill in and sign the proxy form attached herewith, deliver such proxy form in Enclosure 5 and duly affix the Baht 20 stamp duty together with the supporting documents to Company's Secretary Division, D.T.C. Enterprise Public Company Limited at No. 63 Soi Sukhumvit 68, Sukhumvit Road, Bang Na Nuea Sub-district, Bang Na District, Bangkok 10260, Tel: 1176 ext. 615, within 25 October 2024.

The custodians that represent oversea shareholders shall use the Proxy Form C., which is available for download from the Company's website.

Any shareholders who are unable to download the proxy form from the Company's website can request the Company to send the proxy form via post or email with 14 days before the meeting date.

For shareholders who wish to attend the Extraordinary General Meeting of Shareholders No. 1/2024 via Electronic Means (E-EGM) in person, the Company requests cooperation for shareholders to notify their intention to attend the Annual General Meeting of Shareholders via Electronic Means (E-EGM) to the company in advance according to Enclosure 2. Or submit the registration form to attend the Extraordinary General Meeting of Shareholders No. 1/2024 via the electronic system (Electronic Meeting) in Enclosure 6 and send it to the company by 25 October 2024. The company will then check the documents to confirm the right to attend the meeting. and send the username (Username), user ID (Password) along with the web link (Web Link) to join the meeting to the specified email address. The company will send such details within 7 days before the meeting.

Besides, The Thailand Securities Depository Co., Ltd. (TSD) is the company's registrar will deliver the invitation letter to shareholders in the form of QR Code through electronic media instead of using paper. In addition, the Company has prepared the instructions on how to use the QR Code to download in Enclosure 2.

Shareholders are entitled to submit recommendations or questions in advance of the Extraordinary General Meeting of Shareholders No.1/2024 within 25 October 2024 via the following:

- E-mail: [ir@dtc.co.th](mailto:ir@dtc.co.th)

- By registered mail to: The Company Secretary, D.T.C. Enterprise Public Company Limited. No. 63 Soi Sukhumvit 68, Sukhumvit Road, Bang Na Nuea Sub-district, Bang Na District, Bangkok 10260.

The Board of Directors of the Company determines the Record Date on which the shareholders will have the right to attend the Extraordinary General Meeting of Shareholders No.1/2024 on 15 October 2024.

Sincerely Yours,

- Signed -

(Mr.Apsit Rujikeatkamjorn)

Chairman

Enclosure 1

(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 have 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:

“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

Preferred shares - share thousand eight hundred six shares)  
(- 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 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 have 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.

Position	Monthly Remuneration	Meeting Allowance
	(Baht/person/month)	(Baht/person/time)
<b>1. Directors</b>		
Chairman	30,000	30,000
Director (who is not executive)	20,000	20,000

Position	Monthly Remuneration	Meeting Allowance
	(Baht/person/month)	(Baht/person/time)
Director (who is the executive as the managing director)	-	12,000
Director (who is the executive but not the managing director)	-	10,000
<b>2. Audit Committee</b>		
Chairman of the Audit Committee	-	25,000
Committee of the Audit Committee	-	20,000
<b>3. Nomination and Remuneration Committee</b>		
Chairman of the Nomination and Remuneration Committee	-	25,000
Committee of the Nomination and Remuneration Committee	-	20,000
<b>4. Risk Management Committee</b>		
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 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
<b>Total</b>	<b>968,096,642</b>	<b>100</b>

**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 is 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 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

**Enclosure 2**

**Clarifications and guidelines for attending shareholder meetings via Electronic Means.  
Proxy and evidence that must be presented to attend the Extraordinary General Meeting  
of Shareholders No. 1/2024 (E-EGM) and guideline for using QR Code download.**

All shareholders or proxies who wish to attend the meeting must submit identification documents as attached to Enclosure 6. to the company or through the website by Thursday, 25 October 2024, for verified the information according to the list of shareholders as of the information closing the register of shareholders who have the right to attend the meeting. The service provider for organizing meetings via Electronic Means (E-Meeting) will send the link for attending the meeting and user manual 1-2 days prior to the meeting to the e-mail address that you provided to the company.

**Notification of intent to attend the meeting via Electronic Means:**

Shareholders who wish to attend the meeting via Electronic Means must notify your intention to attend the meeting in one of the follows:

1. Submit the registration from to attend the meeting via e-mail : [ir@dtc.co.th](mailto:ir@dtc.co.th)
2. Submit and sending the registration from to attend the meeting by Post.
3. Submit the intention to attend the meeting via the website: <https://www.affinityrelation.com/service/>



Please select attend the Extraordinary General Meeting of Shareholders No. 1/2024 of D.T.C. Enterprise Public Company Limited and registering and attach files according to the steps in the system.

**In the case of notifying, you of your intention to attend the meeting via Electronic Means by sending information via e-mail or post.**

1. Please fill out the meeting attendance receipt document via Electronic Means, specifying your e-mail and your phone number clearly for registration purposes.
2. Attach documents to confirm the right to attend the meeting via Electronic Means.

**2.1. Individual**

2.1.1. In case shareholders wish to attend the meeting in person through Electronic Means

2.1.1.1. A copy of a valid government-issued identification document that has not expired, such as a national ID card, government official identification card, driver's license, or passport. In case of name-surname change, please also attach the relevant documents.

2.1.2. In the case that a shareholder appoints a proxy to another person to attend the meeting on his or her behalf through Electronic Means.

2.1.2.1. Proxy form as attached with the meeting invitation letter. Fill in the form correctly and completely. Be prepared to sign the name of the proxy grantor and proxy and complete stamp duty.

2.1.2.2. Copy of the proxy grantor's valid government-issued identification documents that have not expired, such as national identification cards or government official identification card, driver's license, or passport. In case of name-surname change, please attach the relevant document as well. The copy should be signed and certified as a true copy of the proxy.

2.1.2.3. Copy of the proxy holder's valid government-issued that have not expired, such as identification cards, government official identification card, driver's license, or passport. In case of name-surname change, please attach the relevant document as well. The copy should be signed and certified as a true copy of the proxy.

## **2.2 For juristic persons**

*2.2.1 Representative of Shareholder (Authorized Director) Attending the Meeting via Electronic Means.*

2.2.1.1 Certified true copy of the shareholder's Affidavit issued by the Department of Business Development, Ministry of Commerce, for a period no longer than 6 months before the meeting date by the authorized director(s) with company's seal affixed (if any). The document must show a statement that the authorized director(s) has the authority to act on behalf of the juristic person that is the shareholder.

2.2.1.2 Valid identification of the authorized director(s) as specified for individuals.

*2.2.2. In the case where a proxy is given to the proxy. Attend the meeting instead through Electronic Means.*

2.2.2.1 Proxy Form in the form as attached to the invitation letter to the shareholders' meeting filled out and signed by the authorized director(s) of the shareholder according to the registration as the grantor and the proxy, duly affixed with the stamp duty.

2.2.2.2 Certified true copy of the shareholder's Affidavit issued by the Department of Business Development, Ministry of Commerce, for a period no longer than 6 months before the meeting date by the authorized director(s). The document must show a statement that the authorized director(s) who signs on

the proxy has the authority to act on behalf of the juristic person that is the shareholder.

2.2.2.3 Certified true copy by the authorized director(s) of valid identification(s) issued by governmental authorities of the authorized director(s) who is a proxy as specified in Item 1. for individuals.

2.2.2.4 Valid identification issued by governmental authorities of the proxy as specified in Item 1. for individuals.

## **2.3 Proxy for Shareholder who is a Foreign Investor Assigning Custodian in Thailand as his or her Proxy.**

### 2.3.1 Documents from Custodian

- a. Proxy Form (**Form C.**) which is available for download from the Company's website at [www.dtc.co.th](http://www.dtc.co.th) and has been completely filled out and signed by the authorized person(s) of the custodian according to the registration as the grantor and the proxy, duly affixed with the stamp duty.
- b. A document confirming that the custodian has permission to conduct the custodian business which is signed by the custodian's authorized person(s) according to the registration.
- c. Certified true copy of custodian's Affidavit issued by the Department of Business Development, Ministry of Commerce, for a period no longer than 6 months before the meeting date by the authorized person(s) according to the registration. The document must show a statement that the authorized person(s) who signs as the grantor has the authority to act on behalf of the custodian.
- d. Certified true copy of valid evidence issued by governmental authorities of the authorized person(s) of the custodian who is the grantor as specified in Item 1. for individuals.

### 2.3.2 Document from the Shareholder

- a. Power of attorney from the shareholder assigning the custodian to execute the proxy on his or her behalf.
- b. Certified true copy of the shareholder's Affidavit issued by the Department of Business Development, Ministry of Commerce, for a period no longer than 6 months before the meeting date by the authorized director(s) according to the registration. The document must show a statement that the authorized director(s) who signs the proxy has the authority to act on behalf of the juristic person that is the shareholder.

c. Certified true copy of valid evidence issued by governmental authorities of the authorized director(s) who is a grantor as specified in Item 1. for individuals.

2.3.3 Valid evidence issued by governmental authorities of the proxy as specified in Item 1. for individuals. The documents prepared in any language other than Thai or English must be translated into English and certified true and correct translation by the shareholder or the authorized director(s) of the shareholder.

**2.4 For Non-Thai Nationality or Foreign Company (Other than Those Assigning Custodian as his/her Proxy in No. 2.3)**

Please provide the documents in accordance with the above Item 2.1. or 2.2. as the case may be.

The documents prepared in any language other than Thai or English must be translated into English and certified true and correct translation by the shareholder or the authorized director(s) of the shareholder.

3. Register or send documents requesting to attend the meeting via Electronic Means. and proof of identity along with various supporting documents by sending them to the company. Through the follow:

- E-mail : [ir@dtc.co.th](mailto:ir@dtc.co.th) (within Friday, 25 October 2024)
- Sent via Postal : The Company Secretary, D.T.C. Enterprise Public Company Limited, No. 63 Soi Sukhumvit 68, Sukhumvit Road, Bangna Nuea Subdistrict, Bangna District, Bangkok 10260 (within Friday, 25 October 2024)
- Website : <https://www.affinityrelation.com/service/> (within Monday, 28 October 2024)
- Ask for additional information. Investor Relations Department, D.T.C. Enterprise Public Company Limited. Telephone number 1176 ext. 615.

**Proxy Form**

The Company has provided the Proxy Form (Form B.) in the form specified by Department of Business Development, Ministry of Commerce, and uploaded Proxy Form A. and Form C. on the Company's website at [www.dtc.co.th](http://www.dtc.co.th) The type of each Proxy form is as follows:

- Form A: General Proxy Form (simple form)
- Form B: Specific Proxy Form (containing specific details of proxy)
- Form C: Custodian Proxy Form for foreign shareholder who appoints a custodian in Thailand.

The shareholder who is unable to attend the meeting may appoint a person by proxy as follows:

- (1) Shareholders other than foreign shareholders appointing a custodian in Thailand shall complete either Proxy Form A. or Form B. Foreign shareholders appointing a custodian in Thailand may choose to use either Proxy Form A., Form B., or Form C. In any case, each shareholder shall complete **only one** of the above Proxy Forms.
- (2) Authorize a person to attend and vote at the meeting pursuant to the shareholder's intention or an independent director of the Company (as per the Enclosure), specify the name and details of the proxy and sign the form as the grantor.
- (3) Affix stamp duty of Baht 20 and specify the date of the Proxy Form across such stamp duty to validate the legality; and
- (4) Return the completed Proxy Form to Company's Secretary Division of the Company by 25 October 2024 or at least half an hour before the meeting commences so the officers of the Company have sufficient time to verify the documents.

In this regard, the shareholder shall authorize only one proxy to cast votes equal to the shares held by him or her and cannot allocate his or her shares for divided votes, with the exception of foreign shareholders appointing a custodian in Thailand as their proxy where the shares can be divided for allocation of the votes.

## Voting

### 1. Voting Rules

- (1) Voting for each agenda item will involve the use of the voting card system where one share will count as one vote. Shareholders or proxies shall vote for only either "agree", "disagree" or "abstain" and cannot divide his or her vote, with the exception of foreign shareholders appointing a custodian in Thailand using Proxy Form C.
- (2) In case of the use of Proxy Forms, if the grantor did not specify the authorization or the authorization is unclear, the proxy shall be authorized to consider and vote on such matter on behalf of the shareholder.

### 2. Voting Procedures

The Secretary of the meeting shall inform the meeting of the voting procedures as follows:

- (1) The Secretary will propose the meeting to cast the vote for each agenda by asking each time whether any shareholders agree, disagree or abstain.
- (2) Shareholders and proxies using Proxy Form A. shall vote in the voting card provided during registration by marking in only one of the boxes  agree  disagree or  abstain.
- (3) For proxy using Proxy Form B. and Form C., the Company shall count the votes as specified by the shareholder.

### 3. Resolution of the Meeting

- Ordinary event: majority vote of the meeting.
  - Other matters which the laws or the Company's Articles of Association provide otherwise: the resolution shall be in accordance with the laws or the Company's Articles of Association.
- (1) In case of a tie vote, the Chairman of the meeting shall have an additional vote as the casting vote.
  - (2) Any shareholder or proxy with any special interest in a matter shall not be permitted to vote on such matter.

### 4. Counting and Announcement of the Vote

The vote count shall be done immediately, and the Chairman shall announce the results of the vote count in every agenda.

#### Guideline for using QR Code download.

The Stock Exchange of Thailand (“**SET**”) by Thailand Securities Depository Co., Ltd. as a securities registrar, has developed a system which allows Listed Companies to send the documents regarding the Extraordinary General Meeting of Shareholders No. 1/2024 in the electronic form accessible through QR Code to increase efficiency and facilitate shareholders to access company information conveniently and quickly. The Shareholder can download through QR Code by following the steps below.

- **For iOS System**

1. Turn on the mobile camera.
2. Scan the QR Code (Turn the mobile camera to the QR Code).
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

*Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line etc.*

- **For Android System**

1. Open applications such as QR CODE READER, Facebook or Line.  
Steps for scanning the QR Code with Line application
  - Open Line application and click on "Add friend"
  - Choose “QR Code”
  - Scan the “QR Code”
2. Scan the QR Code to access documents regarding the meeting.



**Enclosure 3****Profiles of independent directors who may be appointed by shareholders as their proxies.**

1. **Name** Mr. Suphant Pornsoongsong **Age** 70-years-old.  
**Independent Director**  
**Address** No. 63 Soi Sukhumvit 68, Sukhumvit Road,  
Bang Na Nuea Sub-district, Bang Na District, Bangkok  
**Direct or indirect interest in the agenda proposed in the Meeting**  
None



2. **Name** Mr. Amphorn Pornwaragorn **Age** 64-years-old.  
**Independent Director**  
**Address** No. 63 Soi Sukhumvit 68, Sukhumvit Road,  
Bang Na Nuea Sub-district, Bang Na District, Bangkok  
**Direct or indirect interest in the agenda proposed in the Meeting**  
None

**Definition of independent director**

Independent directors must have the qualifications regarding independence as specified by the company, in accordance with the guidelines specified by the Capital Market Supervisory Board. They must be individuals capable of safeguarding the interests of all shareholders equally, to prevent conflicts of interest. Independent directors must also be able to attend board meetings and provide independent opinions.

The Company requires that directors who do not act as executives be directors independent of management. Major shareholders and controlling people and who do not have a business relationship with the company in a manner that would limit the expression of independent opinions. and must have additional properties:

The Company requires that directors who are not executives be independent of management, major shareholders, and controlling persons, and must not have a business relationship with the company

that could limit their ability to express independent opinions. Additionally, independent directors must:

(a) Hold shares not exceeding one percent of the total number of shares with voting rights of the company, parent company, subsidiary company, associated company, major shareholder. or those with controlling authority of the company, including the shareholding of related persons of that independent director as well.

(b) Not be or have ever been a director who participates in management, an employee, a staff member, or an advisor who receives a regular salary or a controlling person of the company, parent company, subsidiary company, associated company, same level subsidiary company Major shareholder or controlling person of the company unless the person has been free from the aforementioned characteristics for not less than two years before being appointed. However, such prohibited characteristics do not include cases in which the independent director was previously a government official. or an advisor to a government agency that is a major shareholder or the controlling person of the company.

(c) Not be a person related by blood or by being legally registered as father, mother, spouse, sibling, and child, including the spouse of the child of another director, executive, major shareholder controlling person or a person who will be nominated to be a director, executive, or person with controlling authority of the company or subsidiary company.

(d) Not have or have ever had a business relationship with the company, parent company, subsidiary company, associated company, major shareholder, or the controlling person of the company in a manner that may impede the exercise of one's independent judgment Including not being or having never been a significant shareholder. or controlling persons of those who have business relationships with the company, parent company, subsidiary company, associated company, major shareholders or the controlling person of the company unless the person has been free from the aforementioned characteristics for not less than two years before being appointed.

Such business relationships include commercial transactions that are normally done for business. Renting or leasing real estate Transactions regarding assets or services or giving or receiving financial assistance by receiving or lending a loan, collateral, or giving assets as collateral for debts. including any other circumstances of the same nature, As a result, the company or the contracting party has a debt that must be paid to the other party. From three percent of the company's net tangible assets.

or since twenty Million baht or more Whichever amount is lower, the calculation of such debt burden shall be in accordance with the method for calculating the value of connected transactions according to the announcement of the Capital Market Supervisory Board regarding the criteria for entering connected transactions, mutatis mutandis, for consideration of debt burden. such Include debt obligations incurred during the one year before the date of having a business relationship with the same person.

(e) Not being or previously have been an auditor of the company, parent company, subsidiary company, associated company, major shareholder or the controlling person of the company and not being a significant shareholder controlling person or partner of the audit firm which includes the auditors of the company, parent company, subsidiaries, associated companies, and major shareholders or the controlling person of the company affiliated with unless the person has been free from the characteristics for not less than two years before being appointed.

(f) Not currently or previously have been a professional service provider, including providing services as a legal advisor or financial advisor. Which receives service fees in excess of two million baht per year from the company, parent company, subsidiary company, associated company, major shareholder or the controlling person of the company and not being a significant shareholder controlling person or a partner of that professional service provider as well unless the person has been free from the aforementioned characteristics for not less than two years before being appointed.

(g) Not be a director appointed to represent the company's directors, major shareholders or shareholders who are related to the major shareholders.

(h) Not be a person who operates a business that has the same nature and is in significant competition with the business of the Company, subsidiary company or becoming a significant partner in a partnership or being a director who participates in management, an employee, a staff member, or an advisor who receives a regular salary or holding shares exceeding one percent of the total number of shares with voting rights of other companies. which operates a business that has the same nature and is in significant competition with the business of the Company or its subsidiaries.

(i) Not have any other characteristics that would prevent the individual from providing independent opinions regarding the operations of the company.

Enclosure 4**The Company's Articles of Association in relation to the Meeting of Shareholders**

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Clause 19. Directors shall be elected at the meeting of shareholders in accordance with the following rules and procedures:

- (1) Each shareholder shall have one (1) vote per one (1) share held;
- (2) The shareholders shall vote for each individual candidate nominated for directors pursuant to number of votes under (1) whereby the shareholder can elect only one director or more than one director to be director. In case that more than one director will be elected, the shareholder cannot separate the votes; and
- (3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order, until all of the director positions are filled. Where there is an equality of votes cast for candidates in descending order causing the number of directors to be exceeded, the chairman of the meeting shall have a casting vote.

Clause 20. A director shall have the following qualifications:

- (1) being an individual and having attained the age of maturity;
- (2) not being bankrupt, incompetent or quasi-incompetent;
- (3) not having been imprisoned by a final judgment to a term of imprisonment for an offense against property with dishonest intent; and
- (4) not have been expelled or removed from the official service, a state organization or a state agency on the ground of dishonest performance of duties.

Clause 21. At every annual general meeting, one-third (1/3) of the directors shall retire. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) shall retire.

The directors retiring from the office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who then held office for the longest period shall retire.

The directors retiring from the office by rotation may be re-elected as the Company's directors for another term.

Clause 24. The shareholders' meeting may pass a resolution removing any director prior to the retirement by rotation of that director's term by the votes of not less than three-fourths (3/4) of the shareholders present at the meeting and having the right to vote, with the number of shares being not less than one-half (1/2) of all the shares held by the shareholders present at the meeting and having the right to vote.

Clause 26. The director is entitled to receive the remuneration from the Company including gratuities, meeting allowances, rewards, bonuses or benefits of any other nature as considered and resolved by the meeting of shareholders with the votes of not less than two-thirds (2/3) of the total votes of shareholders present at the meeting. Such remuneration may be a fixed amount or under predetermined conditions which will remain effective from time to time or until changed by the resolution of the meeting of shareholders. In addition, the director shall have the right to receive allowances and welfare benefits in accordance with the Company's regulations.

The provision in the first paragraph shall not affect the rights of any staff or employee who has been elected as director with regard to his or her the right to receive remuneration and benefits as a staff member or employee of the Company.

Clause 36. The board of directors shall call a meeting of shareholders, which is an annual general meeting of shareholders within four (4) months from the end of each of the Company's fiscal years.

Any meetings of shareholders other than the one referred to in the first paragraph shall be called an extraordinary meeting of shareholders which may be called by the board of directors at any time deemed appropriate.

One or several shareholders holding shares representing not less than ten (10) percent of total number of issued and sold shares of the Company may, by subscribing their names, make a written request to the board of directors to call an extraordinary meeting of shareholders at any time, provided that the written request must clearly specify the matter and state the reasons for calling such meeting. In this regard, the board of directors shall arrange to convene a meeting of shareholders within forty-five (45) days from the date of receipt of the request of the shareholders.

In the case where the board of directors fails to convene the meeting within the period set out under the third paragraph, the shareholders subscribing their names in the request or any other shareholders holding shares representing not less than such required amount may call the meeting by themselves within forty-five (45) days from the expiration of the period under the third paragraph. Such meeting shall be deemed as called by the directors and the Company shall be responsible for the necessary expenses incurred by such meeting and provide any arrangement to facilitate such meeting as appropriate.

In the case where any meeting of shareholders called by the shareholders pursuant to the fourth paragraph fails to form a quorum as prescribed by Clause 39 of the Articles of Association, the shareholders under the fourth paragraph shall jointly reimburse any and all expenses incurred by the Company from convening such meeting.

Clause 38. In calling a meeting of shareholders whether in person or by electronic method, the board of directors shall prepare a written notice specifying the venue, date, time and agenda of the meeting and the matters to be proposed to the meeting in appropriate details by clearly indicating in each matter whether it is a matter proposed for acknowledgement, approval, or consideration, as the case may be, and including the opinion of the board of directors on each of the matters. The notice shall be disseminated to the shareholders and the registrar

not less than seven (7) days prior to the date of the meeting and shall be advertised in a manner as prescribed by law.

In this regard, the invitation to the meeting and supporting documents for the meeting may be sent via electronic mail, and the time period for the sending of the invitation to the meeting and the advertisement of each meeting as well as the criteria and methods for the sending of the notice of meeting via electronic mail shall be in accordance with the relevant laws or notifications.

The venue of the meeting may be in the province where the head office of the Company is located or any other nearby province as the Board of Directors may determine. In this regard, a meeting of shareholders may be held via Electronic Means, and the head office of the Company shall be deemed to be the venue of such a meeting.

Clause 39. In order to constitute a quorum of a shareholder meeting (in person or by electronic method), there shall be shareholders and proxies (if any) attending the meeting amounting to not less than twenty-five (25) persons or not less than one-half (1/2) of the total number of shareholders and in either case, such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold by the Company.

At any shareholders' meeting, if one (1) hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still insufficient for a quorum pursuant to the first paragraph, and if such shareholders' meeting was called because of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called because of a request by the shareholders, the meeting shall be called once again and the notice for calling such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. In this subsequent meeting, a quorum is not required.

In effecting a proxy, the proxy shall deliver the proxy notice or submit information on the proxy via Electronic Means (in case proxy is affected via Electronic Means) in accordance with the criteria and form prescribed by the

Registrar to the Chairman of the Board of Directors or a person designated by the Chairman before the proxy attends the meeting. In this regard, there shall be only one proxy for each shareholder regardless of how many shares in the Company are held by such shareholder.

Clause 40. The Chairman of the board of directors shall be the Chairman of the shareholders' meetings. If the Chairman is not present at the meeting or cannot perform his or her duty, the Vice-Chairman present shall be the chairman of the meeting. If there is no Vice-Chairman or there is a Vice-Chairman who is not present at the meeting or cannot perform his or her duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Clause 41. In voting at the shareholders' meeting, one (1) share is entitled to one (1) vote and any shareholder having special interest in any matter shall not be entitled to vote on such matter, except for voting on the election of directors. A resolution of the meeting of shareholders shall be made by the following votes:

- (1) In an ordinary event, the majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the Chairman of the meeting shall have a casting vote.
- (2) In the following matters, a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote shall be required:
  - (a) the sale or transfer of the whole or some material parts of the business of the Company to other person(s);
  - (b) the purchase or acceptance of transfer of the business of other private companies or public companies by the Company;
  - (c) the making, amending or terminating of contracts with respect to the granting of a lease of the whole or some material parts of the business of the Company, the assignment of the management of the business of the Company to any other persons or the



amalgamation of the business with other persons with the purpose of profit and loss sharing;

- (d) the amendment to the Memorandum or Articles of Association of the Company;
- (e) the increase or decrease of the registered capital of the Company;
- (f) the dissolution of the Company;
- (g) the issuance of the debentures of the Company; and
- (h) the amalgamation of the Company.

Clause 42. Voting shall be made openly unless at least five (5) shareholders request a secret vote before the voting and the meeting resolved accordingly.

The method for the secret vote shall be as specified by the Chairman of the meeting.

Clause 43. The businesses to be considered and transacted in an annual general meeting of shareholders are as follows:

- (1) to consider the report of the board of directors presented to the meeting in respect of operational results of the Company in the last year;
- (2) to consider and approve the balance sheet and profit and loss statements of the Company;
- (3) to consider and approve the allocation of profits and payment of dividend;
- (4) to consider and elect the directors in replacement of those retiring by rotation;
- (5) to consider and approve the remuneration of directors;
- (6) to appoint the auditor and determine their remuneration; and
- (7) other businesses.

Clause 46. The board of directors shall arrange for the balance sheet and the profit and loss statement to be prepared as at the last date of the Company's fiscal year and be proposed to the annual general meeting of shareholders for approval. The

board of directors shall arrange for the balance sheet and profit and loss statement to be audited by the auditor before submission of the same to the meeting of shareholders.

Clause 47. The board of directors shall deliver the following documents to the shareholders together with the notice calling for the annual general meeting of shareholders:

- (1) Copies of the audited balance sheet and the profit and loss statement, together with the auditor's report; and
- (2) Annual report of the board of directors and supporting documents.

Clause 48. The auditor shall not be a director, personnel, employee or person holding any position within the Company.

Clause 50. The auditor has the duty to attend every meeting of shareholders at which the balance sheet, the profit and loss statement, and the issues concerning the accounts of the Company are to be considered in order to explain the auditing process to the shareholders. The Company shall also deliver all the reports and documents of the Company that are to be received by the shareholders at that meeting of shareholders to the auditor.

Clause 51. No dividends shall be paid otherwise than out of profits. If the Company has accumulated losses, no dividend shall be paid.

Unless in the case of preference shares as otherwise provided by the Articles of Association, dividends shall be distributed according to the number of shares, with each share receiving an equal amount, and allocated as stipulated. The dividend payment shall be subject to prior approval from the meeting of shareholders.

The board of directors may pay interim dividends to the shareholders from time to time if it determines that the profits of the Company justify such payment. After the interim dividends have been paid, such interim dividend payment shall be reported to the shareholders at the next meeting of shareholders.

The payment of dividend shall be done within one (1) month from the date the meeting of shareholders or the meeting of the Board of Directors passes the resolution, as the case may be, whereby notification in writing shall be made to the shareholders and the notice of dividend payment shall be advertised in a newspaper or via Electronic Means pursuant to the conditions, criteria and methods stipulated by the relevant laws or notifications for at least three (3) consecutive days.

- Clause 53. The Company shall allocate at least five (5) percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until such reserve fund attains the amount of not less than ten (10) percent of the registered capital.

อากรแสตมป์
20 บาท
Stamp Duty
Baht 20

**หนังสือมอบฉันทะแบบ ข.**  
**PROXY FORM B**เขียนที่.....  
Written at  
วันที่.....เดือน.....พ.ศ. 2567  
Date Month Year 2024(1) ข้าพเจ้า.....สัญชาติ.....อยู่บ้านเลขที่.....ถนน.....  
I / We Nationality with address at No. Roadตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....  
Tambol / Kwaeng Amphur / Khet Province Postal Code(2) เป็นผู้ถือหุ้นของบริษัท ดี.ที.ซี. เอ็นเตอร์ไพรส์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น  
being a shareholder of D.T.C. Enterprise Public Company Limited, holding share(s)

และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

and with the voting rights of vote(s) as follows:-

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share share(s) and with the voting rights of vote(s)

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share share(s) and with the voting rights of vote(s)

(3) ขอมอบฉันทะให้

hereby appoint either one of the following persons :

 (ก) นาย/นาง/นางสาว.....อายุ.....ปี อยู่บ้านเลขที่.....

(a) Mr./Mrs./Miss age years with address at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....

Road Tambol / Kwaeng Amphur / Khet Province

รหัสไปรษณีย์.....หรือ

Postal Code or

 (ข) นาย/นาง/นางสาว.....อายุ.....ปี อยู่บ้านเลขที่.....

(b) Mr./Mrs./Miss age years with address at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....

Road Tambol / Kwaeng Amphur / Khet Province

รหัสไปรษณีย์.....หรือ

Postal Code or

(ค) นายสุพันธ์ พรสูงสง อายุ 70 ปี ที่อยู่ 63 ซอยสุขุมวิท 68 ถนนสุขุมวิท แขวงบางนาเหนือ เขตบางนา กรุงเทพมหานคร ซึ่งไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมผู้ถือหุ้นครั้งนี้ หรือ

(c) Mr. Suphant Pornsoongsong, aged 70 years with address at 63 Soi Sukhumvit 68, Sukhumvit Road, Bang Na Nuea, Bang Na, Bangkok, who has no special interest in agenda of the meeting, or

(ง) นายอัมพร พรवारกรณ์ อายุ 64 ปี ที่อยู่ 63 ซอยสุขุมวิท 68 ถนนสุขุมวิท แขวงบางนาเหนือ เขตบางนา กรุงเทพมหานคร ซึ่งไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมผู้ถือหุ้นครั้งนี้

(d) Mr. Amphorn Pornwaragorn, aged 64 years with address at 63 Soi Sukhumvit 68, Sukhumvit Road, Bang Na Nuea, Bang Na, Bangkok, who has no special interest in agenda of the meeting.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567 ในวันที่ 30 ตุลาคม 2567 เวลา 13.30 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) เพียงรูปแบบเดียว หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย ทั้งนี้กิจการใดที่ผู้รับมอบอำนาจได้กระทำไปในการประชุมให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

as only one of my / our proxies to attend and vote on my / our behalf at the Extraordinary General Meeting of Shareholders No.1/2024 to be held on 30 October 2024 at 13.30 hrs. at Electronic Meeting (E-Meeting) only or at any adjournment thereof or any other venue. For any act performed by the proxy holder at the meeting, it shall be deemed as such acts had been done by me / us in all respects.

(4) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I hereby appoint the proxy holder to vote on my / our behalf at this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2567

Agenda 1 To consider and adopt the Minutes of the 2024 Annual General Meeting of Shareholders.

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 2 พิจารณาและอนุมัติการแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัท และแก้ไขหนังสือบริคณห์สนธิ ข้อ 3. (วัตถุประสงค์) เพื่อให้สอดคล้องกับการแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัทฯ

Agenda 2 To consider and approve the amendment of the Company's objectives and Clause 3 of the Memorandum of Association of the Company to be in line with the amendment of the Company's objectives.

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 3 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 3 Others (if any)

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

- |                          |          |                          |             |                          |            |
|--------------------------|----------|--------------------------|-------------|--------------------------|------------|
| <input type="checkbox"/> | เห็นด้วย | <input type="checkbox"/> | ไม่เห็นด้วย | <input type="checkbox"/> | งดออกเสียง |
|                          | Approve  |                          | Disapprove  |                          | Abstain    |

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใด นอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider and vote the matter on my / our behalf as the proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the proxy at the meeting, it shall be deemed as such acts had been done by me / us in all respects except for the vote of the proxy which is not in accordance with this Proxy Form.

ลงชื่อ.....ผู้มอบฉันทะ  
Signed Shareholder  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signed Proxy  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signed Proxy  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signed Proxy  
(.....)

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
3. ในกรณีที่มิมีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Remarks

1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and vote and shall not allocate the number of shares to several proxies to vote separately.
2. For the agenda for the appointment of directors, appointments can be made for all directors nominated or individual director.
3. In case there are agenda other than the agenda specified above, the additional statement can be specified by the shareholder in the Supplementary Proxy Form B. as enclosed.

**Enclosure 6**

**แบบฟอร์มลงทะเบียนเข้าร่วมประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567**  
**ผ่านระบบอิเล็กทรอนิกส์ (Electronic Meeting)**  
**(Registration form to attend the Extraordinary General Meeting of Shareholder**  
**No. 1/2024 through Electronic Means (E-EGM))**

- (1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
อยู่บ้านเลขที่ \_\_\_\_\_  
Address \_\_\_\_\_
- (2) เป็นผู้ถือหุ้นของบริษัท ดี.ที.ซี. เอ็นเตอร์ไพรส์ จำกัด (มหาชน)  
Being a shareholder of D.T.C. Enterprise Public Company Limited  
โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น  
Holding the total amount of \_\_\_\_\_ shares  
ประสงค์จะเข้าร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) สำหรับการประชุมวิสามัญผู้ถือหุ้นครั้งที่  
1/2567 โดยต้องการเข้าร่วมประชุม  
Wish to attend and vote through Electronic Means (E-EGM) for the Extraordinary General Meeting  
of Shareholders No. 1/2024 with the intention of attending the meeting.
- เข้าร่วมประชุมด้วยตัวเอง  
Attend the meeting by yourself
- มอบฉันทะให้ (นาย/นาง/นางสาว) \_\_\_\_\_  
Attend the meeting by yourself \_\_\_\_\_  
หมายเลขบัตรประชาชน \_\_\_\_\_ ได้เข้าร่วมประชุมดังกล่าวข้างต้น  
ID card number \_\_\_\_\_ Attend the above meeting
- (3) ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุม  
Delivery information, method of meeting attendance  
อีเมล \_\_\_\_\_ (โปรดระบุ)  
E-mail \_\_\_\_\_ (Please specify)  
เบอร์โทร \_\_\_\_\_ (โปรดระบุ)  
Phone Number \_\_\_\_\_ (Please specify)
- (4) จัดส่งเอกสารเพื่อยืนยันตัวตน วิธีการเข้าร่วมประชุม ภายในวันศุกร์ที่ 25 ตุลาคม 2567  
Send documents for identity verification according to methods for attending the meeting by 25 October 2024.
- (5) เมื่อท่านได้รับการยืนยันตัวตนแล้ว บริษัทฯ จะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ  
Once your identity has been verified, the company will send a link to attend the meeting and the  
method of meeting attendance to the email you specified.
- (6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุมผ่านสื่อ  
อิเล็กทรอนิกส์  
On the day of Annual Ordinary General Meeting, prepare shareholder account number and the ID card  
number for attending the meeting via Electronic Means.

หากท่านไม่สามารถเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ และประสงค์เข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมครั้งนี้ โปรดกรอกรายละเอียดและลงนามในหนังสือมอบฉันทะ ปรากฏตามสิ่งที่ส่งมาด้วย 5 และปิดอากรแสตมป์จำนวน 20 บาท พร้อมกับนำหนังสือมอบฉันทะเอกสารหรือหลักฐานเพื่อแสดงตน และเอกสารประกอบในการเข้าร่วมประชุมโดยส่งให้แก่เจ้าหน้าที่ลงทะเบียนก่อนวันที่กำหนด และในกรณีที่ท่านประสงค์จะมอบฉันทะให้กรรมการอิสระเป็นผู้เข้าร่วมประชุมแทน โปรดกรอกรายละเอียดและลงนามในหนังสือมอบฉันทะที่ส่งมาด้วย โดยท่านสามารถส่งหนังสือมอบฉันทะพร้อมเอกสารประกอบเพื่อแสดงตนมายังบริษัท ภายในวันศุกร์ที่ 25 ตุลาคม 2567

If you are unable to attend the meeting via Electronic Means and wish to attend and vote in this meeting. Please complete and sign the proxy form. It appears as in the enclosure 5 and affixed 20 baht stamp duty together with the proxy form, documents or evidence for identification and supporting documents for attending the meeting, sent to the registration officer before the specified date. And in the event that you wish to appoint an independent director to attend the meeting instead Please complete and sign the proxy form provided. You can send the proxy form together with supporting documents for identification to the company by 25 October 2024.