



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

63 ซอยสุขุมวิท 68 ถนนสุขุมวิท แขวงบางนาเหนือ เขตบางนา กรุงเทพฯ 10260 Tel : 1176 Fax : 02 744 7667
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(Translation)

**Minutes of Extraordinary General Meeting of Shareholders No. 1/2024.
of D.T.C. Enterprise Public Company Limited**

Wednesday 30 October 2024, 1.30 p.m. held through only the Electronic Means (E-EGM)
at D.T.C. Enterprise Public Company Limited.

Quorum As at 1.30 p.m., there are 33 shareholders attending in person and 4 proxies presented at the meeting totaling 37 attendees, representing 1,014,042,113 shares or 70.07 percent of the total shares sold. This constituted a quorum.

Additional Information During the meeting, there were additional 1 shareholders present at the meeting. Thus, there were a total of 38 shareholders presented at the meeting, representing 1,025,153,213 shares or 77.91 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, Managing Director and Remuneration Committee
3. Miss Jiraporn Lailuk Director and of Nomination and Remuneration Committee
4. Mr. Suphant Pornsoongsong Independent Director, and Chairman of Audit Committee
5. Miss Chularat Suteethorn Independent Director, and Audit Committee
6. Mr. Aroon Borirak Independent Director, and Chairman of Nomination and Remuneration Committee
7. Admiral Surasak Mathayapa Independent Director and Nomination and Remuneration Committee

The directors who attended the meeting via electronic media (E-EGM) were as follows:

8. Mr. Chan Lailak Director
9. Mr. Amphorn Pornvaragorn Independent Director, Audit Committee, and Risk Management Committee
10. Mr. Tawatchai Settachinda Independent Director and Chairman Risk Management Committee
11. Mr. Vasa Kosadat Director
12. Mr. Masanori Matsuo Director

Auditors attended the meeting via electronic media (E-EGM)

1. Mr. Bardin Larprangsirat Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd.
2. Mr. Thanachoke Thanyasait 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 657,887,373.00. The paid-up registered capital is at Baht 657,887,183.00 which are the issued shares sold of 1,315,774,366 shares with a par value of Baht 0.50. As of the record date for determining the shareholders' right to attend the Extraordinary General Meeting of Shareholders No. 1/2024, on October 15, 2024, there were a total of 4,936 shareholder eligible attendees. The total number of fully paid-up shares amounted to 1,315,774,366 shares (one billion three hundred fifteen million seven hundred seventy-four thousand three hundred sixty-six shares). At 1:30 p.m., the registration of attendees was as follows:

In the Meeting, there were 33 shareholders attending in person and 4 proxies presented at the meeting totaling 37 attendees, representing 1,014,042,113 shares or 77.07 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 requires 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 2 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 3 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 2024 Annual General Shareholders Meeting

The Chairman stated that the Anti-Corruption policy of Company which outlines the operational guidelines for the board of directors, executives, and employees of the group. It also specifies the responsibilities of each unit in supporting anti-corruption efforts and is committed to conducting business with integrity under the framework of good corporate governance. The company adheres to principles of good governance, ethics, and morality in its business operations, with a sense of responsibility towards society, the environment, and all stakeholders. The business is conducted transparently, fairly, and is subject to scrutiny. 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 2024 Annual General Meeting of Shareholders held on 22 April 2024 within the required period of time specified by laws. The copy of the Minutes of 2024 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 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

The Secretary inquired the Meeting whether any shareholders or proxies would like to propose an amendment to the Minutes of 2024 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 2024 Annual General Meeting of Shareholders and vote in this agenda. In this agenda, there were 1 additional shareholder attending the meeting, totaling 11,111,100 shares.

Resolution the Meeting resolved to adopt the Minutes of 2024 Annual General Meeting of Shareholders held on 22 April 2024 as proposed with unanimity votes as follows:

Shareholders	Votes	Percentage
Approved	1,025,153,213	100
Disapproved	0	0
Abstained	0	-
Voided ballot(s)	0	0
Total	1,025,153,213	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 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.**

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

The Secretary explained to the Meeting that, for 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. 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.



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 questions in relation to this agenda.

The Secretary then requested the Meeting 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.

Resolution The Meeting resolved to approved 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 follows:

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 follows:

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



And propose to consider and approve a person authorized 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, with the votes as follows:

Shareholders	Votes	Percentage
Approved	1,025,153,213	100
Disapproved	0	0
Abstained	0	0
Voided ballot(s)	0	0
Total	1,025,153,213	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 3 **Other Business (if any)**

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

The Secretary explained to 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.

Ms. Poonsri Kancharoenkulwong, a proxy from the Thai Investors Association, has posed the following question:

Dear Chairman,

I am Ms. Poonsri Kancharoenkulwong, a shareholder rights volunteer and proxy from the Thai Investors Association. I would like to inquire about the reason for holding this meeting solely in electronic format (E-EGM). In the 2024 Annual General Meeting of Shareholders held on April 22, 2024, the Chairman had noted for consideration the proposal from the Thai Investors Association, which suggested that listed companies on the Stock Exchange of Thailand conduct their annual or extraordinary general meetings in a Hybrid format combining both On-site and Online meetings. This would facilitate interaction, communication, and inquiries between shareholders, management, and the board of directors, aligning with the circular issued by the Securities and Exchange Commission



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(SEC) in letter No. SEC Nor.(Wor) 2/2024, dated January 10, 2024, regarding requests for cooperation in organizing shareholders' general meetings. Thank you.

The Chairman responded to the question as follows:

"For the Extraordinary General Meeting of Shareholders No. 1/2024, there is only one agenda item. Holding an on-site meeting may cause inconvenience for shareholders, as they would need to take time to attend a meeting that discusses only a single agenda item. Conversely, an online meeting offers greater convenience, reduces costs, and saves time for shareholders. The company has previously conducted online meetings without encountering any issues or obstacles. Therefore, it is deemed appropriate to hold this extraordinary shareholders' meeting solely in an online format, which will be sufficient and adequately meet the needs of the shareholders. I would like to thank all shareholders for their understanding and cooperation."

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 2.15 p.m.

-Signed-

(Mr. Apisit Rujikeatkamjorn)

Chairman of the Meeting