

Invitation to the 2025 Annual General Meeting of Shareholders

D.T.C. Enterprise Public Company Limited

on 21 April 2025 at 1.30 p.m.

At D.T.C. Enterprise Public Company Limited.

(Translation)

20 March 2025

Re: Invitation to the 2025 Annual General Meeting of Shareholders

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

- Enclosures:
1. Copy of Minutes of Extraordinary General Meeting of Shareholders No. 1/2024.
  2. The 2024 Annual Report (QR Code) comprising report on the Company's operating results for the year 2024, the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) for the year ended 31 December 2024 which have been audited by the certified auditor.
  3. Names and profiles of persons nominated to be appointed as directors.
  4. Clarifications and guidelines for attending shareholder meetings, Proxy method and evidence that must be presented for attending the 2025 Annual General Meeting of Shareholders.
  5. Names and profiles of independent directors who may be appointed by shareholders as their proxies to attend and vote at the 2025 Annual General Meeting of Shareholders.
  6. The Company's Articles of Association with respect to the meeting.
  7. Proxy form B.
  8. Map for the 2025 Annual General Meeting of Shareholders

The Board of Directors' Meeting of D.T.C. Enterprise Public Company Limited (the "Company") has passed the resolution to convene the 2025 Annual General Meeting of Shareholders on Monday 21 April 2025, 1.30 p.m., At D.T.C. Enterprise Public Company Limited, Building 2, No. 260, Soi Sanphawut 2, Bang Na Nuea Subdistrict, Bang Na District, Bangkok, and the agenda of the 2025 Annual General Meeting of Shareholders will comprise the following agendas:

**Agenda 1 To consider and adopt the Minutes of Extraordinary General Meeting of Shareholders No. 1/2024.**

Purpose and rationale: The Company has prepared the Minutes of Extraordinary General Meeting of Shareholders No. 1/2024. held on 30 October 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 Extraordinary General Meeting of Shareholders No. 1/2024. held on 30 October 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 acknowledge the Company's operating results report of the year 2024.**

Purpose and rationale: The Board of Directors has prepared the information on the Company's operating results for the past year 2024, which is shown in the 2024 Annual Report as per Enclosure 2.

Board's opinion: The Board of Directors deems it appropriate to propose the Company's operating results for the year 2024 to the Annual General Meeting of Shareholders for acknowledgment.

Remark: This Agenda is for acknowledgement and thus voting is not required

**Agenda 3 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 2024 which have been audited by the certified auditor.**

Purpose and rationale: To be in compliance with the Company's Articles of Association and Section 112 of the Public Limited Companies Act B.E. 2535 (as amended), the shareholders are required to approve the Statement of Financial Position and the Statement of Comprehensive Income (balance sheet and profit and loss statements) of the for the fiscal year ended 31 December 2024 which have been reviewed by the Audit Committee and have been audited by the certified auditors, the details of which are as outlined in the 2024 Annual Report as per Enclosure 2.

Board's opinion: The Board of Directors deems it appropriate that the Statement of Financial Position and the Statement of Comprehensive Income (balance sheet and profit and loss statements) of the Company for the fiscal year ended 31 December 2024 which have been reviewed by the Audit Committee and have been audited by the certified auditors be proposed to the Annual General Meeting of Shareholders for approval and the report of the auditors be proposed for acknowledgement.

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 4 To consider and approve of the appropriation of profits as legal reserve and dividend payment**

Purpose and rationale: The Company has profits from the operating results of the year 2024 according to the Separate Financial Statement for the year ended 31 December 2024 which has been reviewed by the certified auditor of the Company of 113.12 Million Baht. The Board of Directors deems it appropriate to propose for the appropriation of profits as legal reserve and for the distribution of dividend as follows:

- 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 47,500,000.
- 2) paying dividend in cash at the amount does not exceed 80.00 Million Baht at the rate of Baht 0.06 per share, which is the annual dividend for the period from 1 January 2024 – 31 December 2024.

The Company has scheduled the record date for determining the names of the shareholders who are entitled to dividend payment on 12 March 2025 and the Company shall distribute the dividends on 20 May 2025. Nevertheless, such entitlement for dividend payment is subject to the approval by the shareholders' meeting.

Board's Opinion:

The Board of Directors deems it appropriate that the appropriation of net profit for 2024 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.

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

Purpose and rationale:

Pursuant to the Company's Articles of Association and Section 71 of the Public Limited Companies Act B.E. 2535 (1992) (as amended), one-third of the total number of directors must retire by rotation at each annual general meeting of shareholders. In 2024, there are 4 directors who must retire by rotation as follows:

- 1) Mr.SUPHANT PORNSOONGSONG Independent Director,  
Chairman of Audit Committee.
- 2) Mr.TAWATCHAI SETTACHINDA Independent Director
- 3) Mr.CHAN LAILUK Director
- 4) Mr.VASA KOSADAT Director

The Nomination and Remuneration Committee had procured and considered the persons to be the Company's directors by taking in account knowledge, experience and suitability which are beneficial to the business operation of the Company as well as qualifications required by the laws. Therefore, the Nomination and Remuneration Committee (with directors with conflict of interest abstaining from voting) deemed it appropriate to propose that the 4 directors who must retire by rotation shall be re-appointed for another term. As for independent directors, the Nomination and Remuneration Committee had already considered the qualifications in accordance with the definition of an independent director of the Stock Exchange of Thailand.

Board's opinion:

The Board of Directors is of the opinion that the nominated directors have been considered using the process determined by the Company, possess the qualifications as required by relevant rules and regulations, and are suitable for the business operation of the Company. Therefore, the Board of Directors deemed it appropriate that the re-appointment of the following directors who must retire by rotation for the year 2025 for another term as approved by the Nomination and Remuneration Committee be proposed to the Annual General Meeting of Shareholders for approval:

- 1) Mr.SUPHANT PORNSOONGSONG Independent Director,  
Chairman of Audit Committee.
- 2) Mr.TAWATCHAI SETTACHINDA Independent Director
- 3) Mr.CHAN LAILUK Director

4) Mr.VASA KOSADAT

Director

The Board of Directors has considered that the independent directors nominated are able express their opinion independently and possess the qualifications in compliance with relevant laws on requirements relating to independent directors. Furthermore, the nominated directors do not hold positions as directors or executives in other businesses that may result in conflict of interests or that are in competition with the Company. The profiles and work experiences of the directors nominated for re-appointment as the Company's directors for another term are outlined in Enclosure 3.

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 6 To consider and approve the directors' remuneration of the year 2025.**

Purpose and rationale: Pursuant to Section 90 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 22 of the Company's Articles of Association, the Company's directors are entitled to receive remuneration of director in the form of rewards, meeting allowances, bonuses or other compensations to be considered and approved with an affirmative vote of not less than two-thirds (2/3) of all shareholders attending the meeting. In this regard, remuneration may be determined as a fixed amount, or specific rules may be adopted therefore and may be prescribed to be effective from time to time or until the shareholders have resolved otherwise. In addition, the directors will also be entitled to receive allowances and welfares according to the regulations of the Company. As a result, the Nomination and Remuneration Committee had resolved to determine the directors' remuneration of the year 2024 as follows:

Position	Year 2025 (Proposed Year )		Year 2024	
	Monthly Remuneration	Meeting Allowance	Monthly Remuneration	Meeting Allowance
	(Baht/person/month)	(Baht/person/time)	(Baht/person/month)	(Baht/person/time)
<b>1. Directors</b>				
Chairman	30,000	30,000	30,000	30,000
Director (who is not executive)	20,000	20,000	20,000	20,000
Director (who is the executive as the managing director)	-	12,000	-	12,000
Director (who is the executive but not the managing director)	-	10,000	-	10,000
<b>2. Audit Committee</b>				
Chairman of the Audit Committee	-	25,000	-	25,000
Committee of the Audit Committee	-	20,000	-	20,000
<b>3. Nomination and Remuneration Committee</b>				
Chairman of the Nomination and Remuneration Committee	-	25,000	-	25,000
Committee of the Nomination and Remuneration Committee	-	20,000	-	20,000
<b>4. Risk Management Committee</b>				
Chairman of the Risk Management Committee	-	25,000	-	25,000
Committee of the Risk Management Committee	-	20,000	-	20,000

Remark: 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.

2. The 2023 Annual General Meeting of Shareholders had resolved to approve the annual budget for the remuneration of directors an amount not exceeding Baht 16,000,000 per year.



Board's opinion: The Board of Directors deems it appropriate that the directors' remuneration be proposed to the Annual General Meeting of Shareholders for approval.

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 7 To consider and approve the appointment of the auditors and the audit remuneration for the year 2025.**

Purpose and rationale: Pursuant to the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Company's Articles of Association, the annual general meeting of shareholders shall appoint the auditor and determine the auditor's compensation every year.

The Board of Directors (following the consideration and recommendation of the Audit Committee) had selected the Company's auditors and proposed that the Annual General Meeting of Shareholders appoint the following auditors from Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd. as auditors of the Company for the fiscal year ended 31 December 2025. One of the auditors would audit and certify the Company's Financial Statements and be the Company's auditor for the fiscal year ended 31 December 2025.

1. Mr. Bardin Laprangsirat - CPA license no. 10985 and/or
2. Ms. Wilasinee Krishnamra - CPA license no. 7098 and/or
3. Ms. Lasita Magut - CPA license no. 9039 and/or
4. Mr. Wee Sujarit - CPA license no. 7103

The Audit Committee is of the opinion that the above-mentioned auditors are independent, knowledgeable and have experience in auditing after undertaking a comparison with other

auditors proposed by the Management Committee. In addition, in undertaking consideration, the Audit Committee has complied with the Notification of the Capital Market Supervisory Board which states that a listed company shall rotate auditor if the existing auditor has performed his or her duty of reviewing or auditing and providing opinion on the Financial Statements of the listed company with the rules of the Securities and Exchange Commission.

The Audit Committee has considered and deemed it appropriate to determine the audit remuneration for the fiscal year ended 31 December 2025 to be Baht 3,360,000.

Entity	Scope of works	Fee FY2024 (Baht)	Fee FY2025 (Baht)	Increased (Decreased) fee (Baht)
DTC Enterprise Plc.	Quarterly review (Q'1 - Q'3)	1,650,000.00	1,650,000.00	-
	YE audit	1,300,000.00	1,300,000.00	-
Thai Digital Map Co., Ltd.	YE audit	230,000.00	230,000.00	-
Wisawakam Software Co., Ltd.	YE audit	100,000.00	100,000.00	-
D Core System Integrator Co., Ltd.	YE audit	80,000.00	80,000.00	-
<b>Total</b>		<b>3,360,000.00</b>	<b>3,360,000.00</b>	<b>-</b>

Board's opinion:

The Board of Directors deems it appropriate that the appointment of the following auditors from Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd. be proposed to the Annual General Meeting of Shareholders for approval:

1. Mr. Bardin Laprangsirat - CPA license no. 10985 and/or
2. Ms. Wilasinee Krishnamra - CPA license no. 7098 and/or
3. Ms. Lasita Magut - CPA license no. 9039 and/or
4. Mr. Wee Sujarit - CPA license no. 7103

The auditors above shall be appointed as auditors of the Company for the year 2025 with the audit remuneration for the year 2024 being Baht 3,360,000.

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 8 Others (if any)**

Purpose and rationale: 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.

In this regard, the shareholders of the Company are invited to attend the meeting 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 2025 Annual General Meeting of Shareholders as outlined in Enclosure 4. The company will open the system for shareholders to register to attend the meeting 1 hours in advance before the meeting starts. and will start at 1:30 p.m. The Company will conduct the meeting in accordance with the Company's Articles of Association as outlined in Enclosure 6. 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 5. The shareholders must fill in and sign the proxy form attached herewith, deliver such proxy form in Enclosure 8. 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 18 April 2025.

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

The Board of Directors of the Company determines the Record Date on which the shareholders will have the right to attend the 2025 Annual General Meeting of Shareholders on 12 March 2025.

In addition, the Company has prepared the 2025 Annual Report in QR Code version as outlined and has prepared the instructions on how to use the QR Code to download the 2025 Annual Report in Enclosure 2.

Sincerely Yours,

- Signed -

(Mr.Apisit Rujikeatkamjorn)

Chairman

**Enclosure 1**

(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 (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

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**Enclosure 2****QR Code for Downloading the 2024 Annual Report ( From 56-1 One Report)****Guideline for using QR Code for downloading the 2024 Annual Report**

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 General Meeting of Shareholders and the Annual Report in the electronic form accessible through QR Code in order to increase efficiency and facilitate shareholders to access company information conveniently and quickly. The Shareholder can download the 2024 Annual Report 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**

Name and profile of person nominated to be appointed as a director.

<b>Name</b>	Mr.SUPHANT PORNSOONGSONG  (Nominated to be re-appointed for another term)
<b>Current Position in the Company</b>	Independent Director / Chairman of the Audit Committee
<b>Duration of being a director of the Company</b>	3 years 5 months  (Appointed on 15 Nov 2021 on the date of transformation into a public company)
<b>Type of directors to be appointed</b>	Independent Director / Chairman of the Audit Committee
<b>Age</b>	71 years
<b>Shareholding in the Company</b>	0.06% total 820,050 shares (as of 31 December 2024)



**Educational background**

Education	Major	Institution
Master's Degree	Business Administration	National Institute of Development Administration (NIDA)
Bachelor's degree	Engineering	Chulalongkorn University

**Work experience in the past 5 years.**

2012 – Present	Independent Director, Chairman of the Audit Committee D.T.C. Enterprise Public Company Limited
2016 – 2022	Chairman of the Nomination and Remuneration Committee D.T.C. Enterprise Public Company Limited

2014 – 2017 Advisor Thai Yamaha Motor Co., Ltd.  
2017 – 2020 Chief Operating Officer Srichand Saha Osot Co., Ltd.  
1997 – 2013 President Yamaha Motor Parts Manufacturing (Thailand) Co., Ltd.

Training relating to role and duties of directors	Director Accreditation Program (DAP) 104/2013
Expertise	Wholesale/Retail Business, Logistics Business, Accounting and Finance, Engineering, Risk Management, Automotive Business and Management
Taking a position as a director/ executive in any other listed company	None
Taking a position as a director/ executive in any other non-listed company	None
Taking a position as a director/ executive in any other company which may give rise to a conflict of interest with the company	None
Other organizations / important special activities	none
Attendance at the Board of Directors' Meetings in the year 2024	Attending 7 meetings out of 7 meetings.
Family relationship between Directors and executives	none
Illegal history Securities and futures contracts	none

Name and profile of person nominated to be appointed as a director ((continued))

<b>Name</b>	Mr. TAWATCHAI SETTACHINDA  (Nominated to be re-appointed for another term)
<b>Current Position in the Company</b>	Independent Director
<b>Duration of being a director of the Company</b>	3 years 5 months  (Appointed on 15 Nov 2021 on the date of transformation into a public company)
<b>Type of directors to be appointed</b>	Independent Director
<b>Age</b>	58 years
<b>Shareholding in the Company</b>	0% total 2,730 shares (as of 31 December 2024)



**Educational background**

Education	Major	Institution
Master's Degree	Master's Degree Master of Business Administration (M.B.A.)	University of Dallas, USA
Bachelor's degree	Faculty of Commerce and Accountancy	Thammasat University


**Work experience in the past 5 years.**

- 2022 – Present Chairman of the Enterprise Risk Management Committee  
D.T.C. Enterprise Public Company Limited
- 2021 – Present Director / Independent Director  
D.T.C. Enterprise Public Company Limited
- 2008 – Present Director Sujinda Yamaha Music School, Lopburi
- 2004 – Present Director TVM Trading Co., Ltd.
- 2002 – Present Managing Director Lopburi-Sa Kaeo Square Co., Ltd.
- 2001 – Present Managing Director Sujinda Music Co., Ltd.
- 2000 – Present Managing Partner Thawee Motor Limited Partnership
- 1997 – Present Managing Director Nimitrara Co., Ltd.

Expertise	Automotive business, Real estate business, Management, Accounting and Finance, Risk Management
Training relating to role and duties of directors	Director Accreditation Program (DAP) 191/2022
Taking a position as a director/ executive in any other listed company	None
Taking a position as a director/ executive in any other non-listed company	6
Taking a position as a director/ executive in any other company which may give rise to a conflict of interest with the company	None
Other organizations / important special activities	none
Attendance at the Board of Directors' Meetings in the year 2024	Attending 7 meetings out of 7 meetings.
Family relationship between Directors and executives Older Directors and executives	none
Illegal history Securities and futures contracts	none



Name and profile of person nominated to be appointed as a director ((continued))

<b>Name</b>	Mr. CHAN LAILUK  (Nominated to be re-appointed for another term)	
<b>Current Position in the Company</b>	Director/ The director with signing authority.	
<b>Duration of being a director of the Company</b>	3 years 5 months  (Appointed on 15 Nov 2021 on the date of transformation into a public company)	
<b>Type of directors to be appointed</b>	Director/ The director with signing authority.	
<b>Age</b>	52 years	
<b>Shareholding in the Company</b>	0.52 % total 6,840,834 shares (as of 31 December 2024)	

**Educational background**

Education	Major	Institution
Doctoral degree	Organizational Development and Human Performance Management	Burapha University
Master's Degree	Master's Degree Master of Business Administration (M.B.A.)	Burapha University
Bachelor's degree	Industrial Technology Rajabhat	Rajanagarindra University (Chachoengsao)

**Work experience in the past 5 years.**

2018 – Present Enterprise Risk Management Committee Member  
D.T.C. Enterprise Public Company Limited

2012 – Present Director, Authorized Director, Executive Director, and Director of Trade Business Division 1  
D.T.C. Enterprise Public Company Limited

2013 – Present Director Lookpee Looknong Co., Ltd.

2010 – Present Director Engineering Software Co., Ltd.

2006 – Present Director Thai Digital Map Co., Ltd.

<b>Training relating to role and duties of directors</b>	Director Accreditation Program (DAP) 105/2013 Director Certification Program (DCP) 186/2014
<b>Expertise</b>	GPS Business, Technology Industry Business, Organizational Development and Innovation, Technology, Information and Digital, Management
<b>Taking a position as a director/ executive in any other listed company</b>	None
<b>Taking a position as a director/ executive in any other non-listed company</b>	3
<b>Taking a position as a director/ executive in any other company which may give rise to a conflict of interest with the company</b>	None
<b>Other organizations / important special activities</b>	none
<b>Attendance at the Board of Directors’ Meetings in the year 2024</b>	Attending 7 meetings out of 7 meetings.
<b>Family relationship between Directors and executives</b>	none
<b>Illegal history Securities and futures contracts</b>	none

Name and profile of person nominated to be appointed as a director ((continued))

<b>Name</b>	Mr. VASA KOSADAT  (Nominated to be re-appointed for another term)	
<b>Current Position in the Company</b>	Director/ The director with signing authority.	
<b>Duration of being a director of the Company</b>	3 years 5 months  (Appointed on 15 Nov 2021 on the date of transformation into a public company)	
<b>Type of directors to be appointed</b>	Director/ The director with signing authority.	
<b>Age</b>	49 years	
<b>Shareholding in the Company</b>	0.02 % total 286,650 shares (as of 31 Dec 2024)	

**Educational background**

Education	Major	Institution
Doctoral degree	Industrial Engineering	Texas Tech University, USA
Master's degree	Chemical engineering	Texas Tech University, USA
Bachelor's degree	Industrial Engineering	Texas Tech University, USA

**Work experience in the past 5 years.**

- 2024 – Present Director, Winstar Equipment Co., Ltd. (Appointed by the Board of Directors to oversee operations under specific conditions)
- 2022 – Present Director, Authorized Director, and Enterprise Risk Management Committee  
D.T.C. Enterprise Public Company Limited
- 2022 – Present Director, Pongrawee Co., Ltd.
- 2021 – Present Director / Managing Director, Boonrawd Supply Chain Co., Ltd.
- 2021 – Present Director, Biscuit Solution Co., Ltd.
- 2018 – Present Director, BRF Logistics Co., Ltd.
- 2018 – Present Director, Leo Link Co., Ltd.
- 2018 – Present Director, SBP Digital Service Co., Ltd.

Expertise	Engineering, Risk Management, International Business, Logistics, Management
Training relating to role and duties of directors	Director Certification Program (DCP) 259/2018
Taking a position as a director/ executive in any other listed company	None
Taking a position as a director/ executive in any other non-listed company	7
Taking a position as a director/ executive in any other company which may give rise to a conflict of interest with the company	None
Other organizations / important special activities	none
Attendance at the Board of Directors' Meetings in the year 2024	Attending 7 meetings out of 7 meetings.
Family relationship between Directors and executives	none
Illegal history Securities and futures contracts	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.

**Clarifications and guidelines for attending shareholder meetings.  
Proxy and evidence that must be presented to attend the 2025 AGM**

**In the case of notifying, you of your intention to attend the meeting**

**1.1. Individual**

1.1.1. In case shareholders wish to attend the meeting in person

1.1.1.1. 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.

1.1.2. In the case that a shareholder appoints a proxy to another person to attend the meeting on his or her behalf.

1.1.2.1. 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.

1.1.2.2. 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.

1.1.2.3. 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.

**1.2 For juristic persons**

*1.2.1 Representative of Shareholder (Authorized Director) Attending the Meeting.*

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

1.2.1.2 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) 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.

*1.2.2. In the case where a proxy is given to the proxy. Attend the meeting instead.*

1.2.2.1 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.

1.2.2.2 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.

1.2.2.3 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.

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

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

1.3.1 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.

1.3.2 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.

1.3.3 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.

**1.4 For Non-Thai Nationality or Foreign Company (Other than Those Assigning Custodian as his/her Proxy in No. 1.3)**

Please provide the documents in accordance with the above Item 1.1. or 1.2. 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.

**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 18 April 2025 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.

**Enclosure 5****Profiles of independent directors who may be appointed by shareholders as their proxies.**

1. **Name** Mr. AMPHORN PORNVARAGORN **Age** 65-years-old.

**Independent Director**

**Address** No. 14 soi on-nut 37, Suan Luang, Bangkok.

**Direct or indirect interest in the agenda proposed in the Meeting**

None



2. **Name** MS. Chularat Suteethorn **Age** 70-years-old.

**Independent Director**

**Address** No. 80 Phahonyothin Rd, Samsen Nai, Phaya Thai, Bangkok.

**Direct or indirect interest in the agenda proposed in the Meeting**

None



**Enclosure 6****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 atวันที่.....เดือน.....พ.ศ. 2568  
Date Month Year 2025(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) นายอัมพร พวรวารกรณ์ อายุ 65 ปี ที่อยู่ 14 ซ.อ่อนนุช 37 แขวงอ่อนนุช เขตสวนหลวง กรุงเทพมหานคร ซึ่งไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมผู้ถือหุ้นครั้งนี้ หรือ

(c) Mr. Amphorn Pornwaragorn, aged 65 years with address at 14 soi on-nut 37, Suan Luang, Bangkok, who has no special interest in agenda of the meeting, or

(ง) นางสาวจุฬารัตน์ สุธีธร อายุ 70 ปี ที่อยู่ 80 ซ.พหลโยธิน ถนนพหลโยธิน แขวงสามเสนใน เขตพญาไท กรุงเทพมหานคร ซึ่งไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมผู้ถือหุ้นครั้งนี้

(d) Miss Chularat Suteethorn, aged 70 years with address at 80 Phahonyothin Road, Samsen Nai, Phaya Thai, Bangkok, who has no special interest in agenda of the meeting,

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ในวันที่ 21 เมษายน 2568 เวลา 13.30 น. ณ บริษัท ดี.ที.ซี. เอ็นเตอร์ไพรส์ จำกัด (มหาชน) อาคาร 2 เลขที่ 260 ซอย สรรพาวุธ 2 แขวงบางนาเหนือ เขตบางนา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย ทั้งนี้กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

as only one of my / our proxies to attend and vote on my / our behalf at the 2025 Annual General Meeting of Shareholders to be held on 21 April 2025 at 13.30 hrs. at D.T.C. Enterprise Public Company Limited with address at 260 Soi Sukhumvit 68, Sukhumvit Road, Bang Na Nuea, Bang Na, Bangkok 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) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

**วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567**

**Agenda 1 To consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No. 1/2024**

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:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

**วาระที่ 2 พิจารณารับทราบรายงานของคณะกรรมการประจำปีและผลการดำเนินงาน ประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2567**

**Agenda 2 To acknowledge the Company's operating results report of the year 2024.**

วาระนี้ไม่มีการลงมติผู้ถือหุ้น เนื่องจากเป็นวาระเพื่อทราบ

Voting is not required since this agenda is for acknowledgement only.

**วาระที่ 3 พิจารณาและอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ (งบดุลและงบกำไรขาดทุน) สำหรับปีบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2567 ซึ่งผ่านการตรวจสอบของผู้สอบบัญชีรับอนุญาตแล้ว**

**Agenda 3 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 2024 which have been audited by the certified auditor.**

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 4 พิจารณาและอนุมัติการจัดสรรกำไรสุทธิประจำปี 2567 เป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผล จากผลการดำเนินงาน สำหรับรอบระยะเวลาบัญชี สิ้นสุดวันที่ 31 ธันวาคม 2567

Agenda 4 To consider and approve of the appropriation of profits as legal reserve and dividend payment.

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 5 พิจารณาอนุมัติแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

Agenda 5 To consider and approve the appointment of the Company's directors to replace those who retire by rotation.

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:

การแต่งตั้งกรรมการทั้งหมด  
Appointment of all directors nominated  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล  
Appointment of individual director

ชื่อกรรมการ.....นายสุพันธ์ พรสูงส่ง.....

Name of director: Mr.SUPHANT PORNSOONGSONG

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ.....นายทวิชชัย เสรฐจินดา.....

Name of director: Mr.TAWATCHAI SETTACHINDA

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain



ชื่อกรรมการ.....นายชาญ ลายลักษณ์.....

Name of director: Mr.CHAN LAILUK

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

ชื่อกรรมการ.....นายวศะ โฆษะทัต.....

Name of director: Mr.VASA KOSADAT

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

**วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2568****Agenda 6 To consider and approve the directors' remuneration of the year 2025.** 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:

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

**วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2568****Agenda 7 To consider and approve the appointment of the auditors and the audit remuneration for the year 2025.** 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:

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

**วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)****Agenda 8 Others (if any)** 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:

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 หรือในกรณีที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใด นอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้า ได้ทุกประการตามที่เห็นสมควร

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. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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.

**Map of the 2025 Annual General Meeting of Shareholders**

At D.T.C. Enterprise Public Company Limited, Building 2  
 No. 260 Soi Soi Triamwut 2, Bangna Nuea Office, Bangna District, Bangkok

