

(Translation)

Minutes of the Annual General Meeting of Shareholders Year 2024

B-52 Capital Public Company Limited

The 2024 Annual General Meeting of Shareholders by means of electronic media (E-Meeting) by broadcasting at the main meeting room of B-52 Capital Public Company Limited, President Tower, 7th floor, No. 973. Ploenchit Road, Lumpini Subdistrict, Pathum Wan District, Bangkok 10330 on April 23, 2024.

Before the meeting Ms.Kanokwan Ithiboonvat, who acted as the meeting moderator of the meeting ("The Moderator") clarified that due to the epidemic situation of the Coronavirus Disease 2019 (COVID-19), the Company is aware of and concerned about the health and safety of the shareholders including those who participated in the meeting The Company therefore organized the 2024 Annual General Meeting of Shareholders by means of electronic media (E-Meeting) which was broadcasted at the main meeting room of B-52 Capital Public Company Limited, President Building. Tower, 7th Floor, 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330

The shareholders and proxies attended the meeting as follows:

| | | |
|--|-------------|--------|
| 1 shareholder who came in person, totaling | 5,100 | shares |
| 33 shareholders by proxy, totaling | 560,687,407 | shares |
| Total of 34 shareholders, total number of shares | 560,692,507 | shares |

Representing 76.0418 percent of the total number of shares sold 737,347,389 shares which constitute a quorum

The meeting started at 10:00 a.m.

When a quorum has been reached by the shareholders the meeting moderator informed the meeting that at 10:00 a.m., there were 34 shareholders and proxies attending the meeting, including the total number of shares. 560,692,507 shares, representing 76.0418 percent of the issued and paid-up shares According to the Company's Articles of Association, Article 35 states that "In the shareholders' meeting There must be a number of shareholders and proxies (if any) attending the meeting of not less than twenty-five (25) persons or not less than half of the total number of shareholders and must hold shares in aggregate not less than one-third (1/3) of the total number of shares sold therefore a quorum shall be constituted."

The company has determined the names of shareholders who have rights in the Annual General Meeting of Shareholders 2024 on March 22, 2024, with a total of 4,406 shareholders, totaling 737,347,389 shares.

With Mr. Suthep Pongphithak, Chairman of the Board of Directors (“Chairman”), acting as the Chairman of the Meeting. Opened the Annual General Meeting of Shareholders 2024 and assigned Ms. Kanokwan Ithiboonvat to act as the meeting moderator of the meeting. (“Meeting Moderator”)

The meeting moderator introduced the directors and executives as follows:

There were 7 directors attending the meeting.

1. Mr. Suthep Pongphithak as Chairman of the Board of Directors Independent Director and Chairman of the Audit Committee
2. Mr. Nimit Wongcharyakul is a director and chairman of the Executive Committee.
3. Ms. Narawadee Worawanitcha is a Director / Executive Director and Chief Executive Officer
4. Ms. Araya Putthipongthron, Director / Independent Director and Audit Committee
5. Mr. Chavaphas Ongmahathamongkol is a Director / Executive Director and Chief Investment Officer
6. Mrs. Apinya Busaratrakul as Director / Executive Director
7. Mr. Somchai Wutthisat as Director and Company Secretary.

Executives attending the meeting

1. Ms. Oytip Cholthichanun Chief Financial Officer.

Auditor from Karin Audit Company Limited

1. Mr. Komin Linprachaya Auditor
2. Ms. Aroonsri Tangkolchay Assistant auditor

Legal advisor from Araya & Partners Co., Ltd.

1. Mr. Paramet Choklumlert and followers Legal advisor

In addition, the Company has hired and assigned OJ International Co., Ltd., a service provider of meeting control systems that have assessed the conformity of the system with the Electronic Transactions Development Agency in charge of organizing meetings meeting registration check registration collecting and counting the voting results in this meeting of shareholders as well

The meeting moderator informed the meeting that Compliance with the Company's good corporate governance policy regarding fair and equitable treatment of shareholders' rights In organizing this Annual General Meeting of Shareholders provided an opportunity for shareholders unable to attend the meeting to appoint independent directors as proxy on behalf of shareholders which has brief information as informed in the invitation to the shareholders' meeting according to the attachment No. 7

The meeting moderator reported to the meeting that the method of presenting the attendees via electronic media (E-Meeting) is in accordance with the instructions for the proxy assignment registration process presentation of documents at the meeting and voting via electronic media (E-Meeting) which has already been sent together with the meeting invitation letter.

Vote method

1. Every shareholder will have votes equal to the number of shares held by 1 share per 1 vote.
2. For the convenience of vote counting if no shareholder presses the disapproval or abstention button and confirms it within the specified time it shall be deemed that the meeting has approved as proposed by the Company.

For shareholders who disagree or abstain and when the voting button has been pressed Please press the Confirm Vote button one more time. In order for the company to continue recording the votes into the system, the shareholders must press the voting button and confirm the vote within the specified period and when the deadline for voting and voting has been confirmed the staff of OJ International Co., Ltd. will shut down the voting system for that agenda.
3. In consolidating the votes, the Company will deduct the disapproved and abstained votes from the total votes of the shareholders who attended the meeting and the remainder will be deemed to be approved votes.
4. Shareholders who appoint proxies by specifying their opinions or exercising their voting rights in advance The Company will count the votes according to the shareholder's proxy in all respects.
5. The meeting moderator will ask in every agenda whether any shareholder will vote against or abstain or not.

When the meeting moderator has already explained the voting method Therefore, the meeting was conducted according to the agenda as shown in the invitation letter as follows:

Agenda 1 To Consider approving the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023, held on 28 June 2023.

The Chairman asked the meeting moderator to explain the details to the meeting.

The meeting facilitator reported to the meeting that The Company prepared the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023, which was held on 28 June 2023, and sent a copy of the minutes to the Stock Exchange of Thailand and the Ministry of Commerce. within the period specified by law. The committee considered and was of the view that the minutes of the said meeting were recorded correctly. and deems it appropriate to propose this to the shareholder meeting To certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023. Details appear in the copy of the minutes. Attachment 1 has been sent to shareholders along with the invitation to this meeting.

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The resolution in this agenda must be approved by the shareholders' meeting with a majority vote of the votes of the shareholders attending the meeting and casting their votes.

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 34 shareholders attended the meeting, totaling 560,692,507 shares.

| Resolution | Votes | Percentage of the total votes of the shareholders attended at the meeting and casting their votes. |
|--------------|--------------------|--|
| Agreed | 560,692,507 | 100.00 |
| Disagreed | 0 | 0.00 |
| Total | 560,692,507 | 100.00 |
| Abstained | 0 | - |
| Void Ballot | 0 | - |

The meeting resolution : The meeting resolved to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023, held on 28 June 2023 as exactly as proposed with a unanimous vote

Agenda 2 Consider to acknowledge the Company's operating results for the year 2023.

The Chairman asked the meeting moderator to explain the details to the meeting.

The meeting moderator reported to the meeting that According to the Company's Articles of Association Article 52 states that the Board of Directors must deliver the following documents to shareholders together with the notice of the annual general meeting of shareholders.

(1) Copy of balance sheet and profit and loss account audited by the auditor together with the auditor's audit report

(2) The annual report of the board of directors and documents showing information supporting such reports

The Board of Directors deems it appropriate to propose to the shareholders' meeting to acknowledge the Company's operating results for the year 2023 and the Company's annual report, delivered to shareholders together with the meeting invitation letter by the Thailand Securities Depository has facilitated all shareholders to prepare QR Code on the cover of the meeting invitation. Shareholders can scan the QR Code to receive information in the form of a document file via online system.

Ms. Oytip Cholthichanun, Company Director and Chief Financial Officer report on the Company's operating results for the year 2023 with the summary of the key points as follows:

In 2023, the company had income of 70.4 million baht, a decrease of 67 million baht or 48.8% from the previous year. The decrease in income was mainly due to the company's business restructuring. In which two unprofitable businesses were sold off, which operated in the financial sector. and the business of distributing consumer products The company has gradually reduced operations of the consumer product distribution business since the beginning of the year. and sold the subsidiary that operated this part of the business in the 3rd quarter of 2023 (profit from the sale of shares 26 million)

Therefore, in 2023, the company's revenue proportion has changed from 2022 from the business of selling consumer products. Revenue from the media business is number 1 at 63.5 million baht or 46%, followed by media 29% and online media 23%. In 2023, media business income is number 1 at 29.7 million baht or 42%, followed by online media 40% and platform services 9. %

The Company's loss attributable to the parent company totaled 31.1 million baht, a loss decreased from the previous year by 126.8 million baht or 80.3 percent. This was due to the company reducing losses from the consumer products distribution business. and there was a profit from selling 2 subsidiaries (58 million baht, TJD 26 million and TMS 32 million baht) (operating loss 93.9 million baht)

The meeting moderator informed the meeting that because of this agenda It is an agenda to inform the meeting for acknowledgment. Therefore, there is no need to vote in this agenda.

The meeting facilitator then asked the meeting: Do any shareholders have any questions?

The secretary informed the meeting that a shareholder sent a question. By the secretary Have read the following questions:

I would like to admire the efforts of the company's management in trying to operate the business so that the operating results return to profit and cause the company's shares to be removed from the CB status. However, I would like to know. Have the executives studied new business plans that the company has expertise in or sought business partners to invest in? In addition to the current business that the company is trying to operate.

Ms. Narawadee Worawanitcha Chief Executive Officer He explained to the meeting that Thank you to the shareholders and thank you for your appreciation and would like to represent the company and accept the praise. And would like to answer questions on behalf of all executives. We are studying new businesses. In addition to the businesses that the company specializes in and the company has tried and searched for new methods, strategies, trial and error, and analysis. And there are ways to make the company grow sustainably and restructuring the original business group Because the original business is extremely necessary. To make the business sustainable and to reduce the risk of having to hire additional people There are additional administrative costs. Therefore, we come to adjust the business that we have expertise in along with finding partners. However, the business that generates a lot of income for the company is the media business, both online and offline, and the company will conduct business according to the recommendations of the shareholders. By going out to negotiate and find new opportunities with partners who work on media, both online and offline, both in terms of technology. or customer base to help reinforce our customer group Allows us to increase income and profits. based on expenses lowest cost

The meeting resolution : The meeting acknowledged the Company's operating results for the year 2023 and the Company's annual report since this agenda is for acknowledgment therefore, no resolution is required.

Agenda 3 To consider and approve the financial statements for the year ended December 31, 2023, which have been audited by a certified public accountant.

The Chairman asked the meeting moderator to explain the details to the meeting.

The meeting moderator reported to the meeting that According to the Company's Articles of Association Article 51 states that the Board of Directors must prepare a balance sheet and profit and loss account at the end of the fiscal year of the Company and present to the shareholders' meeting at the annual general meeting for approval. The Board of Directors must arrange for the auditor to complete the audit before presenting it to the shareholders' meeting.

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to approve the financial statements. For the year ended December 31, 2023, which has been audited by a certified public accountant and has been approved by the Audit Committee and the Board of Directors. According to the details submitted with the attachment No. 2

Ms. Oytip Cholthichanun, Director and Chief Financial Officer report on Company's statement of financial position can be summarized as follows:

Company financial statements For the year ending December 31, 2023, it has been audited by a certified public accountant. The auditor expressed the opinion that the company's financial statements Show financial status Performance and cash flow Correctly and in essence according to financial reporting standards, where

The company had total assets as of December 31, 2023 in the amount of 223.9 million baht, a decrease from 2022 of 76.9 million baht, or 26% (in 2023, the company received money from the sale of investments in subsidiaries in the amount of 34.6 million baht, receivables Trade and other receivables increased by 11.6 million baht and financial assets decreased by 26.8 million baht, but the company used cash for business operations in the amount of 9 million baht).

The company had liabilities as of December 31, 2023 in the amount of 56.5 million baht, decreased from 2022 in the amount of 38.5 million baht, accounting for 41% (mostly trade payables, decreased by 10.7 million baht, and liabilities under office rental agreements in the amount of 24.4 million baht).

The company had shareholders' equity as of December 31, 2023 in the amount of 167.3 million baht, a decrease from 2022 of 38.3 million baht, or 19% (shareholders' equity in 2022 = 205.6 million, loss in 2023 38.6 million baht). (It is owned by shareholders of the parent company, 175.6 million baht)

Income statement for 2023, the company has a net loss of 31.1 million baht, a loss decreased from 2022 by 157.9 million baht, accounting for 80%.

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The resolution in this agenda must be approved by the shareholders' meeting with a majority vote of the votes of the shareholders attending the meeting and vote in accordance with Section 107(1) of the Public Limited Companies Act B.E. 2535

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 34 shareholders attended the meeting, totaling 560,692,507 shares.

| Resolution | Votes | Percentage of the total votes of the shareholders attended at the meeting and casting their votes. |
|--------------|--------------------|--|
| Agreed | 560,692,507 | 100.00 |
| Disagreed | 0 | 0.00 |
| Total | 560,692,507 | 100.00 |
| Abstained | 0 | - |
| Void Ballot | 0 | - |

The meeting resolution : The meeting resolved to approve the Company's financial statements. For the year ended December 31, 2023, which has been audited by the Certified Public Accountant as proposed in all respects with a unanimous vote

Agenda 4 To consider and approve the omission of dividend payment and refrain from allocating the annual net profit as a legal reserve for the year 2023.

The Chairman asked the meeting moderator to explain the details to the meeting.

The meeting moderator reported to the meeting that according to Section 115 of the Public Company Limited Act B.E. 2535 and according to Article 46 of the Company's Articles of Association states that dividend payments from other types of money other than profits cannot be made. In the event that the company still has accumulated losses forbidden to pay dividends

And because the financial statements for the year ended December 31, 2023 of the Company which have been audited by the certified public accountant show that The company has accumulated loss in the separate financial statements which has not yet been appropriated amounting to 316,494,045 baht, therefore the company cannot pay dividends. In addition, in 2023 the company has a net loss in the separate financial statements of 151,217,895 baht, which according to section 116 of the Public Limited Companies Act. 1992 and Article 48 of the Company's Articles of Association stipulates that part of the annual net profit must be allocated as a reserve of not less than 5 percent of the annual net profit less the accumulated loss brought forward (if any) until this reserve is not less than 10 percent of the registered capital. Therefore, the Company cannot allocate profit as a legal reserve for the year 2023.

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The resolution in this agenda must be approved by the shareholders' meeting with a majority vote of the votes of the shareholders attending the meeting and vote in accordance with Section 107(1) of the Public Limited Companies Act B.E. 2535

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 34 shareholders attended the meeting, totaling 560,692,507 shares.

| Resolution | Votes | Percentage of the total votes of the shareholders attended at the meeting and casting their votes. |
|-------------|-------------|--|
| Agreed | 560,692,507 | 100.00 |
| Disagreed | 0 | 0.00 |
| Total | 560,692,507 | 100.00 |
| Abstained | 0 | - |
| Void Ballot | 0 | - |

The meeting resolution : The meeting resolved to approve the suspension of dividend payment. and refrain from appropriating the annual net profit as a legal reserve for the year 2023 as proposed in all respects by unanimous vote.

Agenda 5 To consider and approve the election of directors to replace those who retire by rotation.

The Chairman asked the meeting moderator to explain the details to the meeting.

The meeting moderator reported to the meeting that according to Section 71 of the Public Company Limited Act B.E. 2535 and Article 18 of the Company's Articles of Association states that at every annual general meeting Directors must retire at least one-third (1/3) by rate. If the number of directors cannot be divided into three parts, then the number closest to one-third (1/3) shall be retired. The director who has been in office for the longest time shall retire by rotation. However, the director who vacates office at this time may be re-elected to assume office.

In this Annual General Meeting of Shareholders for the year 2024 , the directors who must retire by rotation has the following list

- | | |
|-----------------------------|--|
| (1) Mr. Nimit Wongjariyakul | Chairman of the Executive Committee / Director |
| (2) Mr. Chumnun Kunnaratana | Audit Committee / Independent Director |
| (3) Mr. Somchai Wutthisat | Director / Company secretary |

Criteria for nomination of persons to be appointed as directors of the Company will be selected through the approval of the Nomination and Remuneration Committee before proposing to the Board of Directors. The selection will be based on knowledge, ability, experience, vision and credibility as well as being qualified in professional skills Specialization and has no prohibited characteristics as prescribed by law

Because all 3 directors are the original directors who currently work for the company All directors are persons with knowledge, abilities and expertise in their professions as well as considering the performance of the Company's directors, all 3 directors have performed well as the Board of Directors by using his experience to suggest policies to the company Therefore, it was proposed to the shareholders' meeting to consider and approve the re-election of the 3 directors who had retired by rotation to be directors for another term. Another term and definition of independent directors The Company sent to the shareholders together with the invitation letter for this meeting. (Details are in Enclosure 3)

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The meeting moderator informed the meeting that since this agenda had directors having conflict of interest in voting therefore invited all 3 company directors to leave the meeting room before voting.

The resolution in this agenda must be approved by the shareholders' meeting with a majority vote of the votes of the shareholders attending the meeting, and vote in accordance with Section 107(1) of the Public Company Limited Act B.E.2535

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 34 shareholders attended the meeting, totaling 560,692,507 shares.

(5.1) Mr. Nimit Wongjariyakul Chairman of the Executive Committee / Director / as proposed in all respects by unanimous vote.

| Resolution | Votes | Percentage of the total votes of the shareholders attended at the meeting and casting their votes. |
|--------------|--------------------|--|
| Agreed | 560,692,507 | 100.00 |
| Disagreed | 0 | 0.00 |
| Total | 560,692,507 | 100.00 |

| | | |
|-------------|---|---|
| Abstained | 0 | - |
| Void Ballot | 0 | - |

(5.2) Mr. Chumnum Kunnaratana Audit Committee / Independent Director / as proposed in all respects by unanimous vote.

| Resolution | Votes | Percentage of the total votes of the shareholders attended at the meeting and casting their votes. |
|--------------|--------------------|--|
| Agreed | 560,692,507 | 100.00 |
| Disagreed | 0 | 0.00 |
| Total | 560,692,507 | 100.00 |
| Abstained | 0 | - |
| Void Ballot | 0 | - |

(5.3) Mr. Somchai Wutthisat Director / Company secretary / as proposed in all respects by unanimous vote.

| Resolution | Votes | Percentage of the total votes of the shareholders attended at the meeting and casting their votes. |
|--------------|--------------------|--|
| Agreed | 560,692,507 | 100.00 |
| Disagreed | 0 | 0.00 |
| Total | 560,692,507 | 100.00 |
| Abstained | 0 | - |
| Void Ballot | 0 | - |

The meeting resolution : The meeting resolved to approve the election of following list (1) Mr.Nimit Wongjariyakul (2) Mr. Chumnun Kunnaratana and (3) Mr. Somchai Wutthisat , the directors who had retired by rotation to be re-elected for another term as offered in all respects with a unanimous vote.

Agenda 6 To consider and approve the remuneration of the Company's directors and sub-committees for the year 2024

The Chairman asked the meeting moderator to explain the details to the meeting.

The meeting moderator reported to the meeting that According to Article 30 of the Company's Articles of Association, directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses or other forms of remuneration. according to the regulations or as the shareholders' meeting will consider which may be defined as a fixed number or put it as a criterion and may be stipulated from time to time or shall remain in effect forever until there is a change.

The preceding paragraph does not affect the rights of the employees of the company who was elected as a director in which to receive compensation and benefits as an employee or employees of the company

Mr. Somchai Wuthisat, Director and Company Secretary has reported the remuneration of the Board of Directors and the Sub-Committees of the Company for the year 2024 as follows:

The Board of Directors has considered and proposed the directors' remuneration to be at an appropriate level and in line with their obligations duties and responsibilities of Directors Therefore, it was considered and considered appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the remuneration of the Company's directors and sub-committees for the year 2024, which is the remuneration of the Company's directors. Audit Committee Nomination and Remuneration Committee Investment Committee and Risk Management Committee (total of 5 committees) in the total amount not exceeding 4,000,000 baht per year

In addition, in the past year, the Company has set annual remuneration for the Company's directors and committees 2023, which is the remuneration of the Company's directors Audit Committee Nomination and Remuneration Committee, Investment Committee and Risk Management Committee (total of 5 committees) in the total amount not exceeding 4,000,000 baht per year

In this regard, the remuneration of the Board of Directors and the Sub-Committees of the Company for the year 2024 totaling 5 committees are as follows:

| Remuneration for the Board of Directors | | Returns for the year 2023 | | | | | | Returns for the year 2024 | | | | | | |
|---|-------------------------------|---------------------------|------------------|--|---|------------------|----------------|-------------------------------|-----------------|------------------|--|---|------------------|----------------|
| position | Number of directors/committee | 2023 | | Number of directors who receive remuneration | Approximate number of meetings attended | All year | All year | Number of directors/committee | 2024 | | Number of directors who receive remuneration | Approximate number of meetings attended | All year | All year |
| | | per month | per time | | | | | | per month | per time | | | | |
| Board of Directors | 9 | | | | | | | 9 | | | | | | |
| chairman | | 20,000 | 10,000 | 1 | 14 | 240,000 | 140,000 | | 20,000 | 10,000 | 1 | 14 | 240,000 | 140,000 |
| director | | 10,000 | 7,000 | 4 | 14 | 480,000 | 392,000 | | 10,000 | 7,000 | 4 | 14 | 480,000 | 392,000 |
| Directors who are Executive Directors | | - | - | - | - | - | - | | - | - | - | - | - | - |
| Audit Committee | 3 | | | | | | | 3 | | | | | | |
| chairman | | 20,000 | 10,000 | 1 | 8 | 240,000 | 80,000 | | 20,000 | 10,000 | 1 | 8 | 240,000 | 80,000 |
| director | | 10,000 | 7,000 | 2 | 8 | 240,000 | 112,000 | | 10,000 | 7,000 | 2 | 8 | 240,000 | 112,000 |
| Nomination and Remuneration Committee | 4 | | | | | | | 4 | | | | | | |
| chairman | | - | 8,000 | 1 | 4 | - | 32,000 | | - | 8,000 | 1 | 4 | - | 32,000 |
| director | | - | 5,000 | 2 | 4 | - | 40,000 | | - | 5,000 | 2 | 4 | - | 40,000 |
| investment board | 5 | | | | | | | 5 | | | | | | |
| chairman | | - | - | - | 4 | - | 8,000 | | - | 8,000 | - | 4 | - | - |
| director | | - | - | - | 4 | - | 5,000 | | - | 5,000 | - | 4 | - | - |
| Risk Management Committee | 7 | | | | | | | 7 | | | | | | |
| chairman | | - | - | - | 4 | - | 8,000 | | - | 8,000 | - | 4 | - | - |
| director | | - | - | - | 4 | - | 5,000 | | - | 5,000 | - | 4 | - | - |
| Total meeting allowance for the year | | | 1,996,000 | | | 1,200,000 | 796,000 | | estimate | 1,996,000 | | | 1,200,000 | 796,000 |

note:

- Directors who are executives or employees of the company Will not receive remuneration as a director of the company and sub-committees.
- Directors who are Executive Directors Will not receive compensation as a director of the company and other sub-committees.
- The amount of remuneration for the year 2023 as mentioned above includes meeting allowances, monthly remuneration, remuneration per time, and special compensation

I would like to propose the remuneration limit for the year 2024 not exceeding 4,000,000 baht.

The amount is the same as proposed in 2023.

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The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The resolution in this agenda must be approved by the shareholders' meeting with a vote of not less than two-thirds of the total votes of the shareholders attending the meeting according to Section 90 of the Public Limited Companies Act B.E. 2535.

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 34 shareholders attended the meeting, totaling 560,692,507 shares.

| Resolution | Votes | Percentage of the total votes of the shareholders attended at the meeting and casting their votes. |
|--------------|--------------------|--|
| Agreed | 560,692,507 | 100.00 |
| Disagreed | 0 | 0.00 |
| Abstained | 0 | 0.00 |
| Void Ballot | 0 | 0.00 |
| Total | 560,692,507 | 100.00 |

The meeting resolution : The meeting resolved to approve the remuneration of the Company's directors and sub-committees for the year 2024 as proposed in all respects by unanimous vote.

Agenda 7 Consider and approve the appointment of auditors and approve the auditor's remuneration for the year 2024

The Chairman asked the meeting moderator to explain the details to the meeting.

The meeting moderator reported to the meeting that According to the Public Company Limited Act B.E. 2535, Section 120 and Article 54 of the Company's Articles of Association states that the annual general meeting of shareholders shall appoint an auditor every year. The shareholders' meeting may elect the auditor who has left to take up the position again and the shareholders' meeting shall determine the remuneration that the auditor should receive.

Audit Committee Considered the suitability in terms of qualifications, workload and performance compared to the proposed audit fee. Therefore proposed to the Board of Directors To consider and propose to the shareholders' meeting to appoint an auditor from Karin Audit Company Limited to be the auditor for the year 2024 of the Company as follows:

- 1) Mr. Komin Linprachaya Certified Public Accountant Registration number 3675 and/or
- 2) Mr. Jesada Hangsapruet, Certified Public Accountant Registration number 3759 and/or
- 3) Mr. Supoj Mahantachaisakul, Certified Public Accountant Registration number 12794 and/or
- 4) Ms. Kanwarat Saksriborworn Certified Public Accountant Registration number 13273 and/or
- 5) Ms. Kannika Wipanurat Certified Public Accountant Registration number 7305 and/or
- 6) Mr. Jiroj Sirirorote Certified Public Accountant Registration number 5113 and/or
- 7) Ms. Nonglak Pattanabundit, Certified Public Accountant Registration number 4713 and/or
- 8) Ms. Sumana Seniwong Na Ayutthaya Certified Public Accountant Registration number 5897 and/or
- 9) Mr. Worapol Viriyakulpong Certified Public Accountant Registration number 11181 and/or
- 10) Mr. Poj Asawasantichai Certified Public Accountant Registration number 4891
- 11) Mr. Wichien Prungpanich Certified Public Accountant Registration number 5851
- 12) Ms. Kochamon Shunhuan Certified Public Accountant Registration number 11536
- 13) Ms. Bongkocharat Sarumsiri Certified Public Accountant Registration number 13512
- 14) Mr. Thanatit Raksathien Certified Public Accountant Registration number 13646

Of Karin Audit Company Limited or other certified public accountant assigned by Karin Audit Company Limited to be the auditor for the year 2024 of the Company and its subsidiaries.

In this regard, the auditors according to the names proposed for appointment as the auditors of the

above companies Has no relationship or interest with the Company or its subsidiaries, executives, major shareholders or those related to such persons in a manner that will affect the independent performance of duties in any way

By proposing to appoint any one of the auditors as listed above to be an auditor and express an opinion on the Company's financial statements For the fiscal year ending on December 31, 2024 and the Company's specific audit fee is 800,000 baht, and the audit fee of the company and its subsidiaries (7 subsidiaries according to the names specified in the table below), totaling 8 companies, totaling 1,600,000 baht. The aforementioned audit fee does not include travel expenses and other expenses (if any), with details as follows:

| Number | Company list | Status | Year 2023 | Year 2024 |
|--------|-------------------------------------|--------------------|-----------|-----------|
| 1 | B-52 Capital Public Company Limited | Big company | 800,000 | 800,000 |
| 2 | Tanjai Distribution Co., Ltd. | Subsidiary company | 120,000 | - |
| 3 | Tanjaidee Money Service Co., Ltd. | Subsidiary company | 130,000 | - |
| 4 | One Digital Network Co., Ltd. | Subsidiary company | 180,000 | 190,000 |
| 5 | Solution Fly Co., Ltd. | Subsidiary company | 165,000 | 175,000 |
| 6 | M Quality Product Co., Ltd. | Subsidiary company | 60,000 | 60,000 |
| 7 | M Novation Plus Co., Ltd. | Subsidiary company | 90,000 | 60,000 |
| 8 | Thandee Money Transfer Co., Ltd. | Subsidiary company | 60,000 | 60,000 |

| | | | | |
|-----------------|-----------------------|--------------------|------------------|------------------|
| 9 | Mmed Pharma Co., Ltd. | Subsidiary company | 115,000 | 120,000 |
| 10 | Wets and More Co.Ltd | Subsidiary company | 195,000 | 135,000 |
| Together | | | 1,725,000 | 1,600,000 |

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The resolution in this agenda must be approved by the shareholders' meeting with a majority vote of the votes of the shareholders attending the meeting and vote in accordance with Section 107(1) of the Public Limited Companies Act B.E. 2535

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 34 shareholders attended the meeting, totaling 560,692,507 shares.

| Resolution | Votes | Percentage of the total votes of the shareholders attended at the meeting and casting their votes. |
|--------------|--------------------|--|
| Agreed | 560,692,507 | 100.00 |
| Disagreed | 0 | 0.00 |
| Total | 560,692,507 | 100.00 |
| Abstained | 0 | - |
| Void Ballot | 0 | - |

The meeting resolution : The meeting resolved to approve the appointment of auditors. and determine the auditor's remuneration for the year 2024 as proposed in all respects with unanimous votes.

Agenda 8 Consider and approve the reduction of the company's registered capital by cutting off the unissued registered shares of the Company and amendments to Clause 4 of the Company's Memorandum of Association to be consistent with the reduction of the Company's registered capital.

The chairman asked the secretary of the meeting to Clarify details to the meeting
Meeting facilitator Miss Kanokwan Itthiboonvat reported to the meeting that

The meeting moderator reported to the meeting that with the company plans to increase the registered capital from the number that has already been registered which will be discussed in the next agenda from this agenda, but because Section 136 of the Public Limited Companies Act B.E.2535. The criteria were established that the addition of Capital of a public limited company this can be done only when there are no unsold shares left. If proceeding to increase the company's capital. As mentioned, the registered capital must be reduced first. By cutting off registered shares that have not yet been issued. At present, the company has 221,204,216 unissued ordinary shares remain. The company therefore needs to reduce its registered capital. The company's registration amount is 110,602,108 baht from the original registered capital. 479,275,802.50 baht as registered capital in the amount of 368,673,694.50 baht by eliminating the number of unissued registered shares of the Company, which are ordinary shares 221,204,216 shares with a par value of 0.50 baht per share.

The Board of Directors considered and considered appropriate to propose to the Annual General Meeting of Shareholders. Consider and approve the capital reduction The company's registered capital amounted to 110,602,108 baht from the original registered capital of 479,275,802.50 baht as registered capital registered in the amount of 368,673,694.50 baht by eliminating the unissued registered shares of the Company, which are the number of ordinary shares 221,204,216 shares with a par value of 0.50 baht per share and the amendment of Clause 4 of the Company's Memorandum of Association to consistent with the reduction of the company's registered capital.

“Clause 4. Registered capital amount 368,673,694.50 baht

Divided into 737,347,389 shares

0.50 baht per share

divided into

Ordinary shares 737,347,389 shares

Preferred shares - shares ”

In this regard, assign the authorized directors to bind the company or the person whom the authorized directors binds. Company assign is the person having the authority to sign the request. Or in any documents related to the registration of the amendment of the memorandum of association of the company And filing an application for registration of amendments to the Company's Memorandum of Association with the Department of Business Development Ministry of Commerce Actions to amend, add or change the request or the text in the said

document relating to the registration of the amendment of the Memorandum of Association of the Company to be filed with the Department of Business Development Ministry of Commerce Including having the power to take any action as necessary and in connection with such action as it deems appropriate. And to comply with the law Regulations and the interpretation of the relevant government agencies including by the advice or order of the registrar or officer.

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The resolution in this agenda must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote in accordance with Section 139, in conjunction with Section 140 and Section 31 of the Public Company Limited Act, B.E. 2535

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 34 shareholders attended the meeting, totaling 560,692,507 shares.

| Resolution | Votes | Percentage of the total votes of the shareholders attended at the meeting and casting their votes. |
|--------------|--------------------|--|
| Agreed | 560,692,507 | 100.00 |
| Disagreed | 0 | 0.00 |
| Abstained | 0 | 0.00 |
| Void Ballot | 0 | 0.00 |
| Total | 560,692,507 | 100.00 |

The meeting resolution : The meeting resolved to approve the reduction of the company's registered capital in the amount of 110,602,108 baht from the original registered capital of 479,275,802.50 baht as registered capital 368,673,694.50 baht by eliminating the Company's unissued registered shares, which are 221,204,216 ordinary shares, with a par value of 0.50 baht per share, and the amendment of the Memorandum of Association Clause 4. of the Company to be consistent with the reduction of the Company's registered capital as proposed in all respects by unanimous vote.

Agenda 9 Consider and approve the Company's registered capital increase General Mandate and amendments to Clause 4 of the Company's Memorandum of Association to comply with the Company's registered capital increase.

The chairman asked the secretary of the meeting to Clarify details to the meeting

The meeting moderator reported to the meeting that The company has plans to expand the business continuously with the objective of increase revenue and profit for the company to meet the goals which will generate returns for shareholders So to increase liquidity and support the expansion of the company's business as well as increase the ability to obtain funding sources from the capital market appropriately and with flexibility in the event that the Company has a need for investment Therefore, the Board of Directors resolved to approve the general meeting of shareholders to consider and approve the increase of the Company's registered capital under a general mandate.

The Board of Directors considered and agreed to propose to the 2024 Annual General Meeting of Shareholders for consideration approved the increase in the registered capital of the company by forming a general mandate in the amount of 110,602,108 baht from original registered capital amount 368,673,694.50 baht, a new registered capital of 479,275,802.50 baht by issuing shares new ordinary shares of not more than 221,204,216 shares with a par value of 0.50 baht per share to be offered to (1) the existing shareholders (Right Offering) in proportion to the existing shareholding and (2) Private Placement as details appear according to the capital increase report form according to Enclosure 4 and the amendment to Clause 4 of the Company's Memorandum of Association so that in line with the company's registered capital increase.

“Clause 4. Registered capital amount 479,275,802.50 baht

Divided into 958,551,605 shares

0.50 baht per share

divided into

Ordinary 958,551,605 shares

Preferred shares - shares ”

In this regard, assign the authorized directors to bind the company or the person whom the authorized directors binds. Company assign is the person having the authority to sign the request. Or in any documents related to the registration of the amendment of the memorandum of association of the company And filing an application for registration of amendments to the Company's Memorandum of Association with the Department of Business Development Ministry of Commerce Actions to amend, add or change the request or the text in the said document relating to the registration of the amendment of the Memorandum of Association of the Company to

be filed with the Department of Business Development Ministry of Commerce Including having the power to take any action as necessary and in connection with such action as it deems appropriate. And to comply with the law Regulations and the interpretation of the relevant government agencies including by the advice or order of the registrar or officer.

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The resolution in this agenda must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote in accordance with Section 136, in conjunction with Section 31 of the Public Company Limited Act, B.E. 2535

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 34 shareholders attended the meeting, totaling 560,692,507 shares.

| Resolution | Votes | Percentage of the total votes of the shareholders attended at the meeting and casting their votes. |
|--------------|--------------------|--|
| Agreed | 560,692,007 | 99.9999 |
| Disagreed | 500 | 0.0001 |
| Abstained | 0 | 0.00 |
| Void Ballot | 0 | 0.00 |
| Total | 560,692,507 | 100.00 |

The meeting resolution : The meeting resolved to approve the increase in the registered capital of the company using a general power of attorney (General Mandate) another amount of 110,602,108 baht from the original registered capital of 368,673,694.50 baht is the new registered capital. 479,275,802.50 baht by issuing new ordinary shares of not more than 221,204,216 shares. The par value is 0.50 baht per share and the amendment to Section 4 of the memorandum of association of the company to be consistent with the increase in the company's registered capital. As proposed in every respect with a vote of not less than three-fourths of the total number of votes of shareholders who attended the meeting and had the right to vote.

Agenda 10 To consider and approve the allocation of new ordinary shares of the Company in the amount of not more than 221,204,216 shares with a par value of 0.50 baht per share to support the capital increase under a general mandate.

The Chairman asked the meeting secretary to explain the details to the meeting.

The meeting moderator reported to the meeting that The Board of Directors considered and considered appropriate to propose to the meeting. Annual General Meeting of Shareholders Year 2024 to consider and approve the allocation of new ordinary shares of the Company in the amount of not more than 221,204,216 shares with a par value of 0.50 baht per share to support the capital increase under a general mandate, with details of the allocation of shares new ordinary shares as follows:

(1) Allocation of new ordinary shares of the Company in the amount of not more than 147,469,478 shares with a par value of 0.50 baht per share or equivalent to 20 percent of the Company's paid-up capital at present (the Company's paid-up capital at present is 737,347,389 shares) to be offered to the existing shareholders (Right Offering) in proportion to their existing shareholding According to the general power of attorney (General Mandate)

In this regard, authorize the Board of Directors to to consider and allocate and offer for sale one time or in parts for an occasional offering, including the power to take any action necessary and in connection with the offering of newly issued ordinary shares in all respects, for example: For example, the date to determine the names of shareholders who have received the rights to allocate shares (Record Date: XR), the purpose of issuing new ordinary shares offering pricing offer period allocation rate methods of allocation and payment of shares, etc., including changes in the offering period Subscription and Payment of Newly Issued Ordinary Shares Prescribing conditions and details for the issuance of such newly issued ordinary shares as it deems appropriate as well as correcting the wording or text in the document Minutes of the shareholders' meeting Memorandum of Association and/or various requests and/or take any action to comply with the Registrar's order in submitting the registration of the increase of registered capital of the Company to the Department of Business Development. Ministry of Commerce from time to time according to the payment of the subscriber of the newly issued ordinary shares in each time including listing the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand and submission of documentary information to the Department of Business Development Ministry of Commerce, SEC Office, The Stock Exchange of Thailand or other related agencies

(2) Allocation of new ordinary shares of the Company in the amount of not more than 73,734,738 shares with a par value of 0.50 baht per share or equivalent to 10 percent of the company's paid-up capital at present (the company's paid-up capital at present is 737,347,389 shares) to be offered to a specific person in a private placement (Private Placement) under a general mandate form to propose sell at once or divided into parts for sale from time to time According to the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Permission for listed companies to offer new shares to specific investors which such person must not be a

connected person of the Company According to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules for Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Operating Principles of Listed Companies in Connected Transactions B.E. by assigning the Board of Directors has the power to determine the offering price of shares according to market conditions during the offering of shares to investors which must not be lower than the weighted average price of shares in the Stock Exchange of the past for not less than 7 consecutive business days but not more than 15 consecutive business days prior to the date of setting the offering price for each time. Offered for sale at a discount but not more than 10% of the said market price.

In this regard, authorize the Board of Directors to to consider and determine other details related to the allocation and offering of newly issued ordinary shares, such as the selection of investors in a private placement; Conditions and details related to the allocation and offering of newly issued ordinary shares and/or the allocation of newly issued ordinary shares as consideration for the acquisition of assets Negotiating and signing documents and contracts related to the allocation and offering of newly issued ordinary shares and signing various request for permission documents and necessary evidence related to the allocation of the newly issued ordinary shares as well as specifying conditions and details for the issuance of such newly issued ordinary shares as it deems appropriate as well as correcting the wording or text in the document Minutes of the shareholders' meeting Memorandum of Association and/or various requests and/or take any action to comply with the Registrar's order in submitting the registration of the increase of registered capital of the Company to the Department of Business Development. Ministry of Commerce from time to time according to the payment of the subscriber of the newly issued ordinary shares in each time including listing the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand and submission of documentary information to the Department of Business Development Ministry of Commerce, SEC Office, The Stock Exchange of Thailand or other related agencies.

Allocation of newly issued ordinary shares to the abovementioned private placement Under no circumstances shall any subscriber of the newly issued ordinary shares increase the Company's shares in a manner that increases to or crosses the point of making a tender offer as specified in the announcement. Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers and in a manner that violates the foreign shareholding restrictions as specified in the Company's Articles of Association

Allocation of newly issued ordinary shares under (1) and (2), a total of not more than 221,204,216 shares, or equivalent to 30 percent of the Company's paid-up capital as of the date the Board of Directors resolved to increase the capital through a general power of attorney. (General Mandate) in the amount of 368,673,694.50 baht or equivalent to 737,347,389 paid-up shares (par value 0.50 baht per share) under the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Rules, Conditions and Methods for Disclosure of Information and any practices of listed companies B.E. 2560

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The resolution in this agenda must be approved by the shareholders' meeting with a majority vote of the votes of the shareholders attending the meeting and vote in accordance with Section 107(1) of the Public Limited Companies Act B.E. 2535

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 34 shareholders attended the meeting, totaling 560,692,507 shares.

| Resolution | Votes | Percentage of the total votes of the shareholders attended at the meeting and casting their votes. |
|--------------|--------------------|--|
| Agreed | 560,692,007 | 99.9999 |
| Disagreed | 500 | 0.0001 |
| Total | 560,692,507 | 100.00 |
| Abstained | 0 | - |
| Void Ballot | 0 | - |

The meeting resolution : The meeting resolved to approve the allocation of new ordinary shares of the Company in an amount not exceeding 221,204,216 shares. The par value is 0.50 baht per share to support the capital increase under the General Mandate as proposed in all respects. By voting with a majority vote of the number of votes of shareholders who attended the meeting and cast their votes.

Agenda 11 Consider other matters (if any).

The secretary informed the meeting that there were 4 questions submitted by shareholders on this agenda as follows:

1. What is the current and future business plan of the company group?
2. What is the company's approach to fixing the "CB" sign? And how much time will it take to fix it back to normal (without the CB sign)?
3. What plans or channels does the company have that will enable the company to have profits arising from normal business operations?

4. Thai Investors Association There is a policy presented to companies listed on the Stock Exchange of Thailand. Organize a general/extraordinary meeting of shareholders via ON-SITE and ONLINE simultaneously or called Hybrid in order to conveniently meet, communicate and ask questions between shareholders, executives and the Board of Directors. In accordance with the circular of the Securities and Exchange Commission (SEC) No. SEC.Nor.(W) 2/2567

Ms. Narawadee Worawanitcha Chief Executive Officer I would like to clarify questions 1. and 3. first because they are similar. It will be explained together with questions from shareholders who sent in to ask. It's a good question and a difficult question. In our normal business operations, we have had many diverse businesses. Whether it is buying and selling consumer products and doing business in dietary supplements and medicines. And the business plan has been adjusted. and the subsidiary was sold. As for current and future business plans We will stick to business groups. By what is already generating income for us? We have a staff structure. Already have expertise We have to do what we are good at. and be more active by seeking business partners and adjusting strategies Our company will join in as well. And must the partner rely on our company structure or must we rely on the partner's property structure by bringing their abilities together to have better operating results? Both us and our partners

Ms. Narawadee Worawanitcha Chief Executive Officer He explained to the meeting that As for question number 2, the company has a plan that has been marked CB to return to normal. It will be pointed out that we have the CB mark for what reason? via the stock exchange The criteria for marking C has also been issued. The criteria for which we are marking C is the financial criteria CB, our shareholders' equity is less than 50% of the paid-up capital. Less than 2% lower, but if we look New Criteria: We will see that even in 2023, we meet the CB criteria with a shareholder equity criterion of less than 50%. of paid-up capital If we are going to leave the CB criteria in the future, we must exit with 2 measures: 1. Measures to make the paid-up capital more than 50% is not difficult but will have a response. If the company needs to do something, it must be done at the same time. With finding partners to join in joint ventures, increase capital, exchange shares, or use any other financial means 2. The company has income from operations in the fiscal year 2023. Less than 100 million baht for a company listed on the stock exchange, but in 2022 we had an income of 137.5 million baht. In 2023, an income of 70.4 million baht. It can be seen that last year we met the same criteria. Next time we will remove the mark. CB in 2024 must generate income of more than 100 million baht, which will be quite challenging. How can we get out of the CB criteria? We can get out of the CB criteria by 1. increasing capital 2. It must be done at the same time as increasing income for the company.

The secretary informed the meeting that in question no. 4. The company would like to accept this and will continue to act as it deems appropriate.

As there were no other questions, the Chairman thanked all shareholders and directors attending the meeting and closed the meeting

The meeting was adjourned at 11.32 a.m.

- Signature -

(Mr. Suthep Pongpitak)

Chairman of the meeting

- Signature -

(Mr. Somchai Wuthisat)

Director and Company Secretary / Meeting Recorder