



**Invitation to Attend the 2024 Annual  
General Meeting of Shareholders of  
ZALEKTA Public Company Limited**

On Thursday, April 25, 2024, at 2.00 p.m.  
Registration time will start at 1.00 p.m.  
Through Electronic Means (e-AGM)

Remarks

1. For shareholders who wish to attend the e-AGM, please follow the Guidelines for Attending the Annual General Meeting of Shareholders through electronic means (e-AGM) (Enclosure 1).
2. The conference system shall be available on April 25, 2024 from 1.00 p.m. onward.
3. The meeting will only be conducted through electronic means. No physical meeting is provided to enhance efficiency, reduce unnecessary costs, and provide convenience to investors.

April 10, 2024

**Subject**      **Invitation to the 2024 Annual General Meeting of Shareholders**

**Attention**    **All Shareholders**

- Enclosures
1. Procedure and method for the registration of attendance of an electronic meeting (e-AGM), appointment of proxy, voting and vote counting
  2. A copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023
  3. 2023 Annual Registration Statement/Annual Report (56-1 One Report) and 2023 Financial Statements ended December 31, 2023 in QR Code
  4. Information about the nominated person for election as a director in place of those retired by rotation
  5. Information about external auditors for the year 2024
  6. Name and profile of an independent director who will be a proxy at the general meeting of shareholders
  7. Proxy Form A, Form B, and Form C  
Remarks: Shareholders can download Proxy Form A, Form B, and Form C the Company's website at <https://www.zalekta.com/en/investor-relations/downloads/shareholders-meeting>
  8. The Company's articles of association relating to the general meeting of shareholders
  9. Privacy Policy in relation to the 2024 Annual General Meeting of Shareholders

The Board of Directors Meeting No. 2/2024 of ZALEKTA Public Company Limited (the "**Company**") on February 20, 2024 at 6.30 p.m. has passed a resolution to convene the 2024 Annual General Meeting of Shareholders on Thursday, April 25, 2024 at 2.00 p.m. through electronic means (e-AGM) according to the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other related rules to consider the matters pursuant to the agenda concurrent with the Board of Directors opinions.

In this regard, the Company has provided the opportunity for the shareholders to propose the agenda of the meeting and nominate the directors in advance during the period between November 13, 2023 to January 15, 2024 the details of which were published on the Company's website and the news system of the Stock Exchange of Thailand. The Company would like to inform you that no shareholder has proposed any agenda and nominate the directors in advance for this meeting.

**Agenda 1**      **To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on September 19, 2023**

**Fact and Rationale:** The Extraordinary General Meeting of Shareholders No. 1/2023 was held on September 19, 2023. The Company has prepared the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 within the period required by laws, and has submitted to the Stock



Exchange of Thailand. In addition, the Company has published such minutes on the Company's website at [www.zalekta.com](http://www.zalekta.com) for the shareholders to acknowledge and inspect the accuracy of the minutes in a timely manner. However, there is no objection or request for the amendment to such minutes. A copy of the Minutes of Extraordinary General Meeting of Shareholders No. 1/2023 is as set out in **Enclosure 2**.

**Opinion of the Board of Directors:** The Board of Directors viewed that the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 have been completed and accurately recorded. Therefore, the Board of Directors considered that it is appropriate to propose to the 2024 Annual General Meeting of Shareholders to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023.

**Vote for Approval:** A resolution on this agenda must be approved by majority of shareholders present at the meeting and casting their votes.

**Agenda 2 To acknowledge the Company's performance of 2023**

**Fact and Rationale:** The Company has summarized the Company's performance of 2023 as provided in the 2023 Annual Registration Statement /Annual Report (56-1 One Report), which was sent to the shareholders together with the invitation letter to this meeting. The details are as shown in **Enclosure 3**.

**Opinion of the Board of Directors:** The Board of Directors recommends the Annual General Meeting of Shareholders to consider and acknowledge the Company's performance of 2023.

**Vote for Approval:** This agenda is for the shareholders' acknowledgment; therefore, voting is not required.

**Agenda 3 To consider and approve the audited financial statements for the year 2023 ended December 31, 2023**

**Fact and Rationale:** Pursuant to Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 35 of the Company's Articles of Association, the Company must prepare the financial statements for the fiscal year ended to propose to the Annual General Meeting of Shareholders for approval, the Financial Statements have been considered by the Certified Public Accountant. As shown in the 2023 Annual Registration Statement/Annual Report (56-1 One Report), which was sent to the shareholders together with the invitation letter for this meeting. The details are as shown in **Enclosure 3**.

**Opinion of the Board of Directors:** The Board of Directors has considered and agreed to propose the Annual General Meeting of Shareholders to approve the Financial Statements for the year 2023 ended December 31, 2023, which was audited by the Company's certified public accountant and has been verified by the Audit Committee and the Board of Directors.

**Vote for Approval:** A resolution on this agenda must be approved by majority of shareholders present at the meeting and casting their votes.

**Agenda 4 To consider and approve the omission of the dividend payment**

**Fact and Rationale:** Regarding the Company's performance of 2023 to the company has net loss, the dividend distribution and appropriation of net profit as legal reserves according to Sections 115 and 116 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) shall be omitted.

**Opinion of the Board of Directors:** The Board of Directors has considered and agreed that the Annual General Meeting of Shareholders to consider and approve the omission of the dividend payment.

**Vote for Approval:** A resolution on this agenda must be approved by majority of shareholders present at the meeting and casting their votes.

**Agenda 5 To consider the appointment of directors in place of those retired by rotation**

**Fact and Rationale:** In compliance with Article 14 of the Company's Articles of Association, at each Annual General Meeting of Shareholders, one-third of the directors shall vacate the office. If the number of directors is not a multiple of three, the number of directors closest to one-third shall vacate the office, whereby the directors who served the company the longest shall vacate the office. Such retired directors may be re-elected. In the 2024 Annual General Meeting of Shareholders, the directors who shall retire pursuant to the expiry of the director's term at a one-third ratio of all directors can be calculated as 3 persons as follows:

1. Mr. Thanarerk Thanakijssombat Independent Director and  
Chairman of the Audit Committee
2. Mr. Piroon Shinawatra Director
3. Mr. Songphon Chaovanayothin Director

Information about the person nominated for election as a director in place of those retired by rotation shown in **Enclosure 4**, which was sent to shareholders along with the invitation of this meeting.



In addition, the Company has provided the opportunity for the shareholders to propose a list of persons to be considered for the Company directors in advance during the period between November 13, 2023 to January 15, 2024 the details of which were published on the Company’s website and the news system of the Stock Exchange of Thailand. The Company would like to inform you that no shareholders has proposed any person in advance for nominating as the Company’s director.

**Opinion of the Board of Directors:** The Board of Directors, excluding directors who retired by rotation at the 2024 Annual General Meeting of Shareholders, has considered and agreed that the person who has been nominated has qualifications that are suitable for the business operation of the Company. Moreover, the nominated independent director could give opinions independently in compliance with the related rules. Therefore, the Annual General Meeting of Shareholders should consider and approve the appointment of 3 directors who retired by rotation to serve as directors of the Company for another term.

**Vote for Approval:** A resolution on this agenda must be approved by majority of shareholders present at the meeting and casting their votes. The directors will be considered and appointed individually.

**Agenda 6 To consider and approve the remuneration of the directors for the year 2024**

**Fact and Rationale:** Section 90 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) indicated that “the remuneration payment for directors requires approval from the shareholders, and the resolution shall be supported by a vote of not less than two-thirds of the total number of shareholders present at the meeting.

**Opinion of the Board of Directors:** The Board of Directors considered the remuneration of the directors based on conformity with other listed companies within the same industry, including the performance, obligations, and responsibilities of the directors and sub-committees. The Board of Directors agreed to propose at the Annual General Meeting of Shareholders to approve the remuneration of directors for the year 2024 not exceeding 2.2 million Baht, which is the same rate as 2023. Details are as follow:

(Unit: Baht)

Categories of Remuneration	Year 2023	Year 2024 (This Year)
Meeting allowances per attendance at the meeting	5,000	5,000

Categories of Remuneration	Year 2023	Year 2024 (This Year)
<b>Annual Remuneration</b>		
• Chairman of the Board of Directors	140,000	140,000
• Chairman of the Audit Committee	110,000	110,000
• Directors (per committee)	80,000	80,000
Directors Bonus	-None-	-None-
Other benefits	-None-	-None-

**Vote for Approval:** A resolution on this agenda must be approved by the vote of not less than two-thirds (2/3) of all vote of shareholders attending the meeting.

**Agenda 7 To consider the appointment of the external auditors and determination of the audit fee for the year 2024**

**Fact and Rationale:** Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 32 of the Company's Articles of Association, the Annual General Meeting of Shareholders is required to appoint the auditor and determine the auditing fee every year based on consideration and recommendation from the Audit Committee. The Board of Directors considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders to appoint the auditors from PricewaterhouseCoopers ABAS Ltd, as the Company's and subsidiaries' auditors by assigning any of the below auditors to audit and provide an opinion on the Company's 2024 financial statements and consolidated financial statements:

Name of Auditor	Certified Public Accountant No.	Remark
1. Ms. Thitinan Waenkaew	9432	Signed company's financial statement for 2021-2023
2. Mr. Pisit Thangtanagul	4095	Never sign the company's financial statement.
3. Ms. Nuntika Limviriyalers	7358	Never sign the company's financial statement.

Information about external auditors for the year 2024 shown in **Enclosure 5** which was sent to shareholders along with the invitation of this meeting.



In the case that the auditors whose names appear above cannot carry out their duties, PricewaterhouseCoopers ABAS Ltd., is authorized to appoint another auditor of PricewaterhouseCoopers ABAS Ltd., to perform the work.

None of the above three-nominated auditors has reviewed, audited, or given their opinion on the Company's financial statements and consolidated financial statements for 7 consecutive fiscal years. Moreover, PricewaterhouseCoopers ABAS Ltd., and the abovementioned three auditors are completely independent from the Company and have no relationship or interest with the Company, subsidiaries, executives, major shareholders, or related persons of such auditors in a manner that may affect the independence of the auditor in performing the duty. With respect to the auditor's fee, the Audit Committee and the Board of Directors considered that, based on the auditors' role and responsibilities in examining and auditing the Company's financial statements and consolidated financial statements, it was appropriate to determine the audit fee of the Company for the year 2024 at Baht 2,430,000 and the audit fee for auditing the Company's subsidiaries for the year 2024 at Baht 900,000. which excluded fee, Non-Audit fee details as follows:

(Unit: Baht)

	Year 2023	Year 2024 (This Year)
<b>The Company's audit fee.</b>		
Audit fees for the interim financial statements and audit fees for the annual financial statement of ZALEKTA Public Company Limited	1,900,000	2,430,000
<b>The Subsidiaries' audit fee.</b>		
M Pictures Co., Ltd.	590,000	590,000
M Thirty Nine Co., Ltd.	460,000	150,000
M V D Co., Ltd.	80,000	80,000
M Talent Co., Ltd.	80,000	80,000
<b>Total of the subsidiaries.</b>	<b>1,210,000</b>	<b>900,000</b>
<b>Total of the Company and subsidiaries.</b>	<b>3,110,000</b>	<b>3,330,000</b>

**Opinion of the Board of Directors:** The Board of Directors and the Audit Committee has considered and deemed it appropriate to propose the Annual General Meeting of Shareholders to approve the appointment of the auditors from PricewaterhouseCoopers ABAS Ltd., whereby one of the abovementioned auditors shall be the Company's auditors and provide an opinion on the Company's 2024 financial statements and consolidated financial statements and the determination the Company's audit fee for

the year 2024 of Baht 2,430,000 and to acknowledge the Subsidiaries' audit fee for the year 2024 of Baht 900,000 according to the details mentioned above.

**Vote for Approval:** A resolution on this agenda must be approved by majority of shareholders present at the meeting and casting their votes.

**Agenda 8 Other business (if any)**

**Fact and Rationale:** According to Section 105, Paragraph 2 of the Public Companies Limited Act, the shareholders may propose the shareholders' meeting to consider matters other than those proposed in the notice calling for the shareholders' meeting if such shareholders hold shares in aggregate of not less than one-third (1/3) of the Company's total issued shares.

The Company, hereby, invites the shareholders to attend the 2024 Annual General Meeting of Shareholders at the abovementioned date and time, which will be held via electronic means (e-AGM) only. The Company will arrange for the attendance registration on April 10, 2024 from 9:00 a.m. by proceeding per the procedure and method for the registration of attendance of an electronic meeting (e-AGM), appointment of proxy, voting and vote counting only.

A shareholders or proxy who wishes to attend the meeting, or would like to appoint any person who is not an independent director of the Company to attend the meeting on his/her behalf, is kindly requested to refer to the registration process and the meeting attendance procedure via an electronic means (e-AGM) and the proxy appointment, as per detailed in **Enclosure 1 and Enclosure 7**.

Any shareholder who would not be able to attend the meeting and wishes to appoint any independent director of the Company as specified in **Enclosure 6** as a proxy to attend the meeting and vote on his/her behalf is kindly requested to submit a Proxy Form in **Enclosure 7** together with relevant documents to the Company for the Company to proceed per your intention accordingly.

The Company shall conduct the shareholders' meeting in accordance with the Company's Articles of Association, as detailed in **Enclosure 8**.

For the utmost benefits from attending the meeting, and for the protection of the shareholders' benefits, a shareholder can submit any queries regarding the agenda proposed to this meeting via E-Mail at [jiratc@zalekta.com](mailto:jiratc@zalekta.com) in advance. Please also specify your name, surname and contact number for the Company to consider and clarify in response to your queries in the shareholders' meeting.

In addition, the Company has public the invitation to attend the 2024 Annual General Meeting of Shareholders on the company's website (<https://www.zalekta.com/en/investor-relations/downloads/shareholders-meeting>) since April 10, 2024. The Company has set the record date to determine the shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders on March 12, 2024.





Please be informed accordingly.

Yours sincerely,

-signed-

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(Mr. Kittisak Chanokmat)  
Chairman of the Board of Directors