



Minutes of the 2025 Annual General Meeting of Shareholders of  
ZALEKTA Public Company Limited

The 2025 Annual General Meeting of Shareholders of ZALEKTA Public Company Limited ("the Company") which was held On Wednesday, April 30, 2025, at 3.00 p.m. through electronic means (e-AGM) in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and related legislations.

The Meeting commenced 3.00 p.m.

Mr. Kittisak Chanokmat, the chairman of the Meeting (the "Chairman"), declared the Meeting duly convened and entrusted Ms. Jirat Chanruang, the Company Secretary, to inform relevant information to the shareholders:

The summary of Company's current information is as follows:

The Company has registered capital of	656,558,588	Baht
and paid-up capital of	650,059,588	Baht
divided into ordinary shares of	1,300,119,176	Shares
with the par value of	0.50	Baht

Ms. Jirat Chanruang, the Company Secretary, informed the Meeting that there were 1 shareholders present in person and 36 shareholders by proxy, totaling 37 shareholders representing 1,201,131,470 shares, equivalent to 92.3863 percent of the Company's sold shares. Therefore, the quorum was thus constituted in accordance with the Articles of Association of the Company.

To ensure that the Meeting would understand the Meeting and voting procedures when considering each matter on the agenda, Ms. Jirat Chanruang, the Company Secretary, explained the voting procedures as follows:

1. Since this Meeting is conducted by the electronic means, voting procedure shall be carried out as follows:
  - Prior to casting vote in each agenda, the conductor shall inform the attendees regarding the agenda and vote counting for each agenda. After the shareholders and proxies have been informed of the details in each agenda, they are requested to go to the E-Voting window to vote on each agenda. When the shareholders and proxies have selected the voting item, please click "OK" to confirm the vote.
  - When the shareholders have completed their voting, please return to E-meeting window (Zoom application) to continue watching the broadcast of the Meeting.
2. For question regarding an agenda, a shareholder who wishes to inquire by text chatting shall comply as follows:
  - (1) go to "Q&A" menu in E-meeting window to type the message;
  - (2) press "Enter" for sending the question into the system; and

- (3) In the case that any shareholder or proxy wishes to express opinion or inquiries by text chatting, such person shall inform his or her name and surname prior to inquiring every time for the benefit of taking accurate and complete minutes of the Meeting.

The Company allows the attendees to submit inquiries in each agenda. In the event that there are no attendees inquiring within 1 minute, the Company shall proceed with the Meeting. If shareholders have additional questions, please send the questions via Q&A. The staff will read the questions later.

Prior to proceeding with agenda of the Meeting, Ms. Jirat Chanruang, the Company Secretary, introduced directors and attendees for all shareholders to acknowledge as follows:

The Company's Board of Directors consists of 7 directors and 3 directors were presented at the Meeting as follows:

- |                 |                 |   |
|-----------------|-----------------|---|
| 1. Mr. Kittisak | Chanokmat       | Chairman of the Board of Director, Independent Director and Member of the Audit Committee           |
| 2. Mr. Thanarek | Thanakijsoombat | Independent Director and Chairman of the Audit Committee  |
| 3. Mr. Jiratch  | Wongtra-Ngan    | Director, Chairman of the Executive Committee, Chief Executive Officer and Chief Investment Officer |

Therefore, approximately 42.9 percent of the total number of directors were present.

Other attendees were as follows:

- |                 |                   |  |
|-----------------|-------------------|--|
| 1. Mr. Thawan   | Petchlawlian      | Chief Financial Officer                        |
| 2. Ms. Tithinun | Waenkaew          | Auditor, PricewaterhouseCoopers ABAS Co., Ltd. |
| 3. Ms. Apiracha | Watcharapongkitti | Auditor, PricewaterhouseCoopers ABAS Co., Ltd. |
| 4. Ms. Jirat    | Chanruang         | Company Secretary                              |

The Chairman asked the Meeting to consider the following agenda, and entrusted Ms. Jirat Chanruang, the Company Secretary, to conduct the Meeting.

**Agenda 1**      **To consider and adopt the Minutes of the 2024 Annual General Meeting of Shareholders held on April 25, 2024**

Ms. Jirat Chanruang, the Company Secretary, reported that The 2024 Annual General Meeting of Shareholders was held on April 25, 2024. The Company has prepared the minutes of the 2024 Annual General Meeting of Shareholders 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 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 2024 Annual General Meeting of Shareholders is as set out in Enclosure 2 which has been sent together with the notice of the Meeting.

Ms. Jirat Chanruang, the Company Secretary, gave the Meeting an opportunity to inquire about and comment on this agenda.

No shareholders inquired about or commented on this agenda. Ms. Jirat Chanruang, the Company Secretary, informed the Meeting that this agenda be approved by majority of shareholders present at the meeting and casting their votes, then proposed that the Meeting certifies the Minutes of the 2024 Annual General Meeting of Shareholders held on April 25, 2024, as proposed.

**Resolution:** The Meeting considered this matter and unanimously resolved to certify the Minutes of the 2024 Annual General Meeting of Shareholders held on April 25, 2024, as proposed by majority of shareholders present at the meeting and casting their votes as per the following details:

Approved	1,201,131,470	votes	equivalent to	100.00	percent
Disapproved	0	votes	equivalent to	0.00	percent
Abstained	0	votes	equivalent to	0.00	percent

## Agenda 2 To acknowledge the Company's performance of 2024

Ms. Jirat Chanruang, the Company Secretary, invited Mr. Jiratch Wongtra-Ngan, Director, Chairman of the Executive Committee, Chief Executive Officer and Chief Investment Officer to present this agenda.

Mr. Jiratch Wongtra-Ngan, Director, Chairman of the Executive Committee, Chief Executive Officer and Chief Investment Officer, reported the Company's performance of 2024 as follows:

In 2024, the Company's total revenue was 114.5 million Baht which derived from 3 core businesses as follows:

**1. Revenue from sales of copyrights**

In 2024, the Company generated revenue from sales of copyrights approximately THB 54.3 million or 48% of the Company's total revenue.

**2. Revenue from ticketing platform**

In 2024, the Company generated revenue from ticketing platform approximately THB 45.0 million or 39% of the Company's total revenue.

**3. Revenue from event organizer services**

In 2024, the Company generated revenue from event organizer services approximately THB 15.2 million or 13% of the Company's total revenue.

Moreover, in 2024 the Company discontinued the sales of copyrights, resulting in a net loss due to goodwill impairment. However, this will be offset by revenue growth from event organizing services and the expansion of the ticketing platform segment. Additionally, the Company is positioning itself to meet the needs of customers across all generations, aiming to achieve long-term sustainable growth.

The Thai Investors Association previously submitted inquiries to the Company regarding the CF and CB signs placed on the Company's stock. The Company is working to resolve the CF sign within the deadline set by the Stock Exchange of Thailand. Regarding the CB sign, the Company has approved a capital restructuring plan, which requires approval from the Extraordinary General Meeting of Shareholders No. 1/2025 which will convene on May 19, 2025. Upon receiving shareholder approval, the Company will proceed with the restructuring in accordance with legal requirements. This process is expected to be completed by Q3/2025.

Ms. Jirat Chanruang, the Company Secretary, then, gave the Meeting an opportunity to inquire about and comment on this agenda.

No shareholders inquired about or commented on this agenda. Ms. Jirat Chanruang, the Company Secretary, informed the Meeting that this agenda is for the shareholders' acknowledgment; therefore, voting is not required, then, proposed the Meeting to acknowledge the Company's performance of 2024, as proposed.

**Resolution:** The Meeting acknowledged the Company's performance of 2024, as proposed.

**Agenda 3** **To consider and approve the audited financial statements for the year 2024 ended December 31, 2024**

Ms. Jirat Chanruang, the Company Secretary, invited Mr. Thawan Petchlawlian, Chief Financial Officer to present this agenda.

Mr. Thawan Petchlawlian, Chief Financial Officer, inform the Meeting that 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. the summary of the Financial Statements for the year 2024 ended December 31, 2024 which has been audited by a certified public accountant approved that the consolidated and separate financial statements show financial status of the Company and its subsidiaries (the Group) was correct in all respects in accordance with financial reporting standards unconditionally and has been verified by the Audit Committee, which has been sent together with the notice of the Meeting as follows, summarized as follows:

**Consolidated Financial Statements**

**Revenues**

Total revenue for the year ended December 31, 2024, compared to last year, dropped from THB 188.3 million to THB 114.5 million or decreases of THB 73.8 million or 39.2%. This was mainly due to a decrease of THB 128.0 million in revenues from films production and film rights distribution, in line with the decrease in the number of films released in theaters and the absence of new films delivered in the

current year, resulting from the Company's business restructuring, while the e-commerce and event management service business, a new business that began investing in April of this year, recognized service income for the current year of THB 57.0 million.

#### **Cost of Sales and Services**

Cost of sales and services for the year ended December 31, 2024, compared to last year, decreased from THB 92.0 million to THB 80.4 million or decreased of THB 11.6 million or 12.6%. This was mainly due to a decrease in films production and film rights distribution costs of THB 51.5 million, in line with lower revenue from films production and film rights distribution, resulting from the Company's business restructuring, while the e-commerce and event management service business, a new business that began investing in April of this year, recognized cost of service for the current year of THB 39.7 million.

#### **Gross Profit**

Gross profit for the year ended December 31, 2024, compared to previous year, decreased from THB 96.4 million to THB 34.1 million, or a decrease of THB 62.2 million, mainly in line with lower revenue from films production and film rights distribution, while the company recognized higher operating results from the e-commerce and event management services business, a new business that began investing in April of this year. The gross profit for the current year consisted of gross profit from the films production and film rights distribution business of THB 16.1 million and gross profit from the e-commerce and event management services business of THB 16.9 million.

#### **Other Income**

Other income for 2024, compared to the previous year, increased from THB 3.7 million to THB 8.1 million, or an increase of THB 4.3 million, mainly due to the recording of revenue recognition from the reversal of estimates of creditors and accrued expenses that have been outstanding for a long period of time of a subsidiary.

#### **Gain from Disposal of Assets**

Gain from disposal of assets for the year ended December 31, 2024, compared to last year, decreased from THB 12.3 million to THB 0.1 million or decreased of THB 12.2 million. This was mainly due to the gain from sale of the rights of condominium unit in last year.

#### **Selling Expenses and Distribution Costs**

Selling expenses and distribution costs for the year ended December 31, 2024, when compared to last year, decreased from THB 26.5 million to THB 11.2 million, or a decrease of THB 15.3 million, mainly as a result of increasing the proportion of advertising and publicizing new films of the previous year, which focused more on television channels, while in the current year, most of the advertising was done on old film rights through various online channels that did not require advertising on television channels like last year.

#### **Administrative Expenses**

Administrative expenses for the year ended December 31, 2024, when compared to previous year, decreased from THB 74.7 million to THB 67.5 million, or a decrease of THB 7.2 million. This was mainly due to a decrease in personnel expenses of the film production and film rights distribution business resulting from the Company's business restructuring, while accounting and legal consulting expenses increased.

#### **Loss from Changes in Fair Value of Financial Assets**

Loss from changes in fair value of financial assets for the year 2024 amounting to THB 2.5 million, resulting from the recording of a provision for investment in film production due to uncertainty regarding the fair value of such investment.

#### **Loss from Impairment of Goodwill**

Loss from impairment of goodwill for the year 2024, compared to the same period last year, increased from THB 56.0 million to THB 83.1 million or increased of THB 27.1 million. This is a result of the impairment of goodwill in a subsidiary due to a significant decrease in revenue from film rights distribution as a result of the Company's business restructuring, while the e-commerce and event management businesses, which are new businesses, have begun to grow continuously.

#### **Income Tax**

Income tax of the Company for the year 2024, decreased by THB 5.3 million. This was mainly due to the reversal of deferred tax assets from temporary differences on film rights and the reversal of deferred tax assets from the impairment of investments during the year from the closing of an associate.

#### **Profit (Loss) for the Year**

Profit (Loss) for the Year of the Company for the year 2024, when compared to last year, decreased from net loss of THB 49.7 million to net loss of THB 121.4 million or decreased of THB 71.7 million as a result of the above main reasons.

#### **Assets**

On December 31, 2024, the Company had total assets of THB 338.5 million, a decrease of THB 194.9 million, or 36.5% from December 31, 2023 mainly due to:

- Cash and cash equivalents decreased by THB 86.6 million or 32.2%, mainly due to cash used in investments in a subsidiary and cash used in operations.
- Trade and other current receivables decreased by THB 51.8 million, mainly due to a decrease in trade receivables from the films production and film rights distribution business of THB 70.6 million from debt collection on schedule, coupled with a decrease in new receivables in line with lower revenues. Meanwhile, the e-commerce and event management service business, a new business that began investing in April of this year, had receivables of THB 19.6 million.

- Investment in Associates and Joint Arrangements, net decreased by THB 4.5 million, mainly due to the return of investment from the closure of joint ventures and the recognition of share of profit (loss) for the year.
- Right-of-Use Assets increased by THB 7.3 million, mainly due to the recognition of leasehold rights of the Company's new office and the office of a new subsidiary company that began investing in April of the current year.
- Goodwill, net decreased by THB 33.8 million as a result of impairment of goodwill in a subsidiary of THB 83.1 million due to a significant decrease in revenue from film rights distribution resulting from the Company's business restructuring, while goodwill increased by THB 49.3 million from investment in e-commerce and event management service business, a new business that the Company has invested in and recognized results of operations since April of the current year.
- Other intangible assets, net decreased by THB 19.2 million, mainly due to the sale of film rights of a subsidiary company for THB 24.1 million to restructure the Company's business and increase liquidity to support the development of the Company's core business, while computer programs used in e-commerce and event management service business, increased by THB 4.9 million.

#### **Liabilities**

On December 31, 2024, the Company had total liabilities of THB 48.2 million, a decrease of THB 76.3 million, or 61.3% from December 31, 2023 mainly due to:

- Trade and other current payables decreased by THB 77.6 million, mainly due to a decrease in trade payables from the films production and film rights distribution business of THB 93.9 million from debt repayments on schedule and new payables decreased in line with lower revenues. Meanwhile, the e-commerce and event management services business, a new business in which the company began investing in April of this year, had payables of THB 12.3 million.
- Lease liabilities increased by THB 7.1 million as a result of the recognition of lease liabilities for the Company's new office and the office of a new subsidiary company that began investing in April of the current year.

#### **Equity**

On December 31, 2024, the Company had total equity of THB 290.3 million, a decrease of THB 118.6 million, or 29.0% from December 31, 2023. This was mainly due to the recognition of operating results for the year, while other components of equity changed only slightly.

#### **Cash Flow**

As of December 31, 2024, the Company had cash and cash equivalents of THB 182.5 million, a decrease of THB 86.6 million from December 31, 2023, and ZAA had cash and cash equivalents of THB 165.5 million, a decrease of THB 15.3 million from December 31, 2023. Details of cash flows in each activity are as follows:

- The Company had a loss before income tax of THB 116.6 million and after adjusting the loss by non-cash and related cash items, the Company had net cash flow used in operating activities of THB 43.8 million in the current year.
- The Company had cash flow used in investing activities of THB 39.7 million, most of which was cash flow used in investing in subsidiaries in the e-commerce and event management services business, while cash flow received mainly came from advance payment from the sale of investment in overseas associates.
- Cash flow used in financing activities of THB 3.1 million was mainly due to the repayment of lease liabilities.

#### Separate Financial Statements

##### Statement of Comprehensive Income

###### **Revenues**

In 2024, total revenue decreased by THB 7.1 million compared to the previous year, primarily due to a decline in management fees and service income from related companies, as a result of the Company's business restructuring.

###### **Cost of Services**

In 2024, the cost of services decreased by THB 3.4 million, in line with the reduction in service income.

###### **Other Income**

In 2024, other income decreased by THB 80.6 million, mainly because the Company had received a dividend of THB 81 million from a subsidiary in the previous year.

###### **Gain on Disposal or Write-off of Assets**

In 2024, the gain from the disposal or write-off of assets decreased by THB 11.8 million, largely due to a gain from the sale of condominium ownership in the previous year.

###### **Selling Expenses**

In 2024, selling expenses decreased by THB 3.9 million, attributed to the business restructuring.

###### **Administrative Expenses**

In 2024, administrative expenses increased by THB 13.4 million, mainly due to higher employee-related expenses and professional fees for accounting and legal services.

###### **Loss from Fair Value of Financial Assets**

In 2024, the Company recorded a fair value loss of THB 2.5 million on financial assets, recognizing a provision for investment in film production due to uncertainty in the fair value of such investment.

#### **Reversal or Recognition of Impairment**

In 2024, the Company recognized a reversal or additional impairment of investments in subsidiaries, associates, and joint ventures totaling THB 72 million. This was due to an impairment recorded in the previous year on a subsidiary that had experienced a significant decline in revenue, which was not repeated in the current year.

#### **Net Loss**

In 2024, the net loss increased from THB 1.8 million to THB 36.1 million, a rise of THB 34.3 million, primarily due to the factors mentioned above.

#### **Statement of Financial Position**

##### **Assets**

As of December 31, 2024, the Company reported total assets of THB 413.6 million, an increase of THB 1.4 million from the end of the previous year, mainly due to:

- A decrease in cash and cash equivalents of THB 15.3 million, primarily due to operating expenses.
- An increase in short-term loans to related parties by THB 10 million, provided as working capital to a subsidiary.
- A THB 3 million increase in property, plant, and equipment, primarily from investments in a new office after changes in shareholding structure.
- An increase of THB 5.4 million in right-of-use assets, due to recognition of lease assets for the new office.

##### **Liabilities**

As of December 31, 2024, total liabilities were THB 88 million, an increase of THB 37.9 million or 76% from the previous year, mainly due to:

- An increase of THB 7.3 million in trade and other payables, resulting from advance payments received from the sale of investments in Cambodia pending shareholder transfer registration.
- An increase of THB 24.6 million in short-term loans from related parties, used for financial management by borrowing from a subsidiary.
- A THB 5.4 million increase in lease liabilities, related to the new office lease.

##### **Shareholders' Equity**

As of December 31, 2024, total shareholders' equity was THB 325.6 million, a decrease of THB 36.5 million from the previous year, mainly due to the recognition of the annual net loss.

Ms. Jirat Chanruang, the Company Secretary, gave the Meeting an opportunity to inquire about and comment on this agenda.

No shareholders inquired about or commented on this agenda. Ms. Jirat Chanruang, the Company Secretary, informed the Meeting that this agenda be approved by majority of shareholders

present at the meeting and casting their votes. Ms. Jirat Chanruang then proposed that the Meeting approves the financial statements for the year 2024 ended December 31, 2024, as proposed.

**Resolution:** The Meeting considered this matter and unanimously resolved to approve the financial statements for the year 2024 ended December 31, 2024, as proposed by majority of shareholders present at the meeting and casting their votes as per the following details:

Approved	1,201,131,470	votes	equivalent to	100.00	percent
Disapproved	0	votes	equivalent to	0.00	percent
Abstained	0	votes	equivalent to	0.00	percent

**Agenda 4** **To consider and approve the omission of the dividend payment for the year 2024**

Ms. Jirat Chanruang, the Company Secretary, invited Mr. Thawan Petchlawlian Chief Financial Officer to present this agenda.

Mr. Thawan Petchlawlian, Chief Financial Officer, informed that the Company has a dividend payment policy at a rate of approximately 50% of net profit after tax if there is no other necessary cause and the dividend payment does not significantly affect the normal operations of the Company and its subsidiaries. In the year 2024, the Company has net loss as proposed in Agenda 3, then, 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) as well as according Clause 37 of the Company's Articles of Association, which prohibits the payment of dividends from other types of income besides profit shall be omitted.

Ms. Jirat Chanruang, the Company Secretary, gave the Meeting an opportunity to inquire about and comment on this agenda.

No shareholders inquired about or commented on this agenda. Ms. Jirat Chanruang, the Company Secretary, informed the Meeting that this agenda be approved by majority of shareholders present at the meeting and casting their votes. Ms. Jirat Chanruang then proposed that the Meeting approves the omission of the dividend payment for the year 2024 as proposed.

**Resolution:** The Meeting considered this matter and unanimously resolved to approve the omission of the dividend payment for the year 2024 as proposed by majority of shareholders present at the meeting and casting their votes as per the following details:

Approved	1,201,131,470	votes	equivalent to	100.00	percent
Disapproved	0	votes	equivalent to	0.00	percent
Abstained	0	votes	equivalent to	0.00	percent

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

Ms. Jirat Chanruang, the Company Secretary, informed the Meeting that 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 2025 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. Kittisak Chanokmat Chairman of the Board of Directors, Independent Director, and Member of the Audit Committee
2. Mr. Jiratch Wongtra-ngan Director, Chairman of the Executive Committee, Chief Executive Officer and Chief Investment Officer
3. Mr. Khanngoen Nuanual Director, Member of the Executive Committee and Chief Marketing Officer

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 11, 2024 to January 15, 2025 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.

Ms. Jirat Chanruang, the Company Secretary, gave the Meeting an opportunity to inquire about and comment on this agenda.

No shareholders inquired about or commented on this agenda. Ms. Jirat Chanruang, the Company Secretary, informed the Meeting that this agenda be approved by majority of shareholders present at the meeting and casting their votes. The directors will be considered and appointed individually. Ms. Jirat Chanruang then proposed that the Meeting appointment of directors in place of those retired by rotation.

**Resolution:** The Meeting considered this matter and resolved to approve the appointment of directors in place of those retired by rotation of 3 Directors namely, (1) Mr. Kittisak Chanokmat, (2) Mr. Jiratch Wongtra-ngan and (3) Mr. Khanngoen Nuanual as proposed by majority of shareholders present at the meeting and casting their votes. The directors will be considered and appointed individually as per the following details:

1. Mr. Kittisak Chanokmat	Chairman of the Board of Directors, Independent Director, and Member of the Audit Committee
Approved	1,201,131,470 votes equivalent to 100.00 percent
Disapproved	0 votes equivalent to 0.00 percent
Abstained	0 votes equivalent to 0.00 percent
2. Mr. Jiratch Wongtra-ngan	Director, Chairman of the Executive Committee, Chief Executive Officer and Chief Investment Officer
Approved	1,201,131,470 votes equivalent to 100.00 percent
Disapproved	0 votes equivalent to 0.00 percent
Abstained	0 votes equivalent to 0.00 percent
3. Mr. Khanngoen Nuanual	Director, Member of the Executive Committee and Chief Marketing Officer
Approved	1,201,131,470 votes equivalent to 100.00 percent
Disapproved	0 votes equivalent to 0.00 percent
Abstained	0 votes equivalent to 0.00 percent

#### Agenda 6

#### To consider and approve the remuneration of the directors for the year 2025

Ms. Jirat Chanruang, the Company Secretary, informed that Meeting that in accordance with 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. In considering, the remuneration of the directors for the year 2025, 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 to approve the remuneration of directors for the year 2025 not exceeding 2.2 million Baht, which is the same rate as 2024 with no bonus and other benefits. Directors who being the Company’s management will not receive any remuneration as a director. Details are as follow:

(Unit: Baht)

Categories of Remuneration	Year 2024	Year 2025 (This Year)
Meeting allowances per attendance at the meeting	5,000	5,000
<b>Annual Remuneration</b>		
● Chairman of the Board of Directors	140,000	140,000
● Chairman of the Audit Committee	110,000	110,000

Categories of Remuneration	Year 2024	Year 2025 (This Year)
● Directors (per committee)	80,000	80,000
Directors Bonus	-None-	-None-
Other benefits	-None-	-None-

In addition, the Thai Investors Association submitted a question in advance regarding the increase in the executives' compensation compared to the previous year. Mr. Jirach Wongtra-ngan clarified that the Company has undergone business changes and has an increased number of the executives compared to the previous year. However, when comparing the executive's compensation in 2024 with companies in the same industry and with similar revenue levels, the Company's executive compensation is in line with that of its peers.

Ms. Jirat Chanruang, the Company Secretary, gave the Meeting an opportunity to inquire about and comment on this agenda.

No shareholders inquired about or commented on this agenda. Ms. Jirat Chanruang, the Company Secretary, informed the Meeting that this agenda be approved by the vote of not less than two-thirds (2/3) of all vote of shareholders attending the meeting. Ms. Jirat Chanruang then proposed that the Meeting approves the remuneration of the directors for the year 2025 as proposed.

**Resolution:** The Meeting considered this matter and unanimously resolved to approve the remuneration of the directors for the year 2025 as proposed by the vote of not less than two-thirds (2/3) of all vote of shareholders attending the meeting as per the following details

Approved	1,201,131,470	votes	equivalent to	100.00	percent
Disapproved	0	votes	equivalent to	0.00	percent
Abstained	0	votes	equivalent to	0.00	percent

**Agenda 7** **To consider the appointment of the external auditors and determination of the audit fee for the year 2025**

Ms. Jirat Chanruang, the Company Secretary, informed that 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. For the year 2025, the Audit Committee considered and recommendation to the Board of Directors to purpose to the Annual General Meeting of Shareholders to appoint the auditors from PricewaterhouseCooper ABAS Company Limited, as the Company's auditors by assigning any of the below auditors to audit and provide an opinion on the Company's 2025 financial statements and consolidated financial statements:

1. Ms. Thitinan Waenkaew Certified Public Accountant No. 9432

2. Ms. Viphasiri Vimanrat Certified Public Accountant No. 9141
3. Ms. Nuntika Limviriyalers Certified Public Accountant No. 7358

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. In this regard, in consideration of the appointment of the auditors, the Audit Committee considered from the performance and independence, audit fees, qualifications as stipulated by the Securities and Exchange Commission and the Stock Exchange of Thailand as the criteria in making decision. 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 2025 at Baht 2,430,000 and acknowledge the audit fee for auditing the Company's subsidiaries for the year 2025 from the same auditing firm and other auditing firm at Baht 1,775,000. which excluded fee, Non-Audit fee details as follows:

	Year 2024	Increase / (Decrease)	Year 2025 (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	2,430,000	-	2,430,000
<b>The Subsidiaries' audit fee.</b>			
<b>Total of the subsidiaries.</b>	<b>1,675,000</b>	<b>100,000</b>	<b>1,775,000</b>
<b>Total of the Company and subsidiaries.</b>	<b>4,105,000</b>	<b>100,000</b>	<b>4,205,000</b>

Ms. Jirat Chanruang, the Company Secretary, gave the Meeting an opportunity to inquire about and comment on this agenda.

No shareholders inquired about or commented on this agenda. Ms. Jirat Chanruang, the Company Secretary, informed the Meeting that this agenda be approved by majority of shareholders present at the meeting and casting their votes. Ms. Jirat Chanruang then proposed that the Meeting approves the external auditors and determination of the audit fee for the year 2025 as proposed.

**Resolution:** The Meeting considered this matter and unanimously resolved to approve the appointment of the external auditors and determination of the audit fee for the year 2025 as proposed by majority of shareholders present at the meeting and casting their votes as per the following details:

Approved	1,201,131,470	votes	equivalent to	100.00	percent
Disapproved	0	votes	equivalent to	0.00	percent
Abstained	0	votes	equivalent to	0.00	percent

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

Ms. Jirat Chanruang, the Company Secretary, asked whether any shareholders would like to propose a new agenda for consideration in accordance with criteria and procedure prescribed by the law.

In proposing new agenda in addition to those specified in the notice of Meeting, Section 105 Paragraph 2 of the Public Limited Company Act provides that, upon completion of the consideration of all agenda in order as listed in the notice summoning the meeting, the shareholders holding the aggregate number of shares of not less than one-third of the total number of issued shares may request the consideration at the meeting of other agenda in addition to those specified in the notice summoning the meeting.

Ms. Jirat Chanruang, the Company Secretary, gave the Meeting an opportunity to inquire about and comment on this agenda.

No shareholders propose a new agenda for consideration.

Since there was no further queries posed by the shareholders nor business to be discussed, the Chairman then thanked the attendees of the Meeting and declared the Meeting adjourned.

The Meeting adjourned at 4.10 p.m.

(Signed by) \_\_\_\_\_ -signed- \_\_\_\_\_ Chairman of the Meeting  
(Mr. Kittisak Chanokmat)

(Signed by) \_\_\_\_\_ -signed- \_\_\_\_\_ Company Secretary  
(Ms. Jirat Chanruang)