

(Translation)

**Minutes of the Extraordinary General Meeting of Shareholders No.1/2024**

**(via electronic media)**

**Advanced Connection Corporation Public Company Limited**

**Friday, November 8, 2024**

**At the main conference room, 16<sup>th</sup> floor, Mitrtown Office Tower**

**No. 944 Rama 4 Road, Wang Mai Subdistrict**

**Pathumwan District, Bangkok 10330**

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The meeting started at 10:00 a.m.

**Directors who attended the meeting**

- |                                    |   |
|------------------------------------|---|
| 1. General Somchai Youngpituck     | Chairman of the Board, Audit committee, independent director and Chairman of Nomination and Compensation Committee                  |
| 2. Mr. Saovapak Sakulromvilas      | First Vice Chairman of the Board and Member of the Nomination, Remuneration Committee and Executive Committee                       |
| 3. Mrs. Supin Siripoke             | Second Vice Chairman of the Board, Member of the Nomination and Remuneration Committee and Vice Chairman of the Executive Committee |
| 4. Mr. Vichien Uasanguankul        | Director, Managing Director and Vice Chairman of the Executive Committee  |
| 5. Mr. Weerachai Amornrat-tana     | Chairman of the Audit Committee, Independent Director   |
| 6. Mr. Akawat Methacharatsinthavee | Member of the Audit Committee, Independent Director   |
| 7. Mr. Kittibat Nattakarnsupa      | Director  |
| 8. Mr. Peerapong Wainipitapong     | Director and Executive Committee  |

Proportion of directors who attended the meeting 100:100

**Directors who did not attend the meeting**

- None -

**Executives who attended the meeting**

- |                              |   |
|------------------------------|---|
| 1. Mr. Eitti Ponguussara     | Chairman of the Executive Committee                   |
| 2. Mr. Preecha Siripoke      | Executive Director                                    |
| 3. Mr. Kittit Kanokudomsap   | Assistant Managing Director of Accounting and Finance |
| 4. Mr. Pongtai Tantisunthorn | Company secretary                                     |

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**Auditors who attended the meeting**

Karin Audit Company Limited by

1. Mr. Supot Mahantachaisakul

**Independent Financial advisors who attended the meeting**

1. Mr. Pipath Kittiakrastien
2. Mr. Badin Rittiboonchai

**Financial advisors who attended the meeting**

Fin Plus Advisory Company Limited by

1. Mr. Seksan Thanopajai
2. Miss Nuntarut Sangsuwannukul

**Legal advisors who attended the meeting**

Araya & Partners Company Limited by

1. Ms. Araya Putthipongthorn
2. Mr. Phatcharapon Sunlakawit
3. Ms. Amalapa Rakphan

**Minutes Recorder**

Mr. Pongtai Tantisunthorn                      Company Secretary

**Electronic meeting moderator**

Mr. Pongtai Tantisunthorn                      Company Secretary

Before entering the agenda of the meeting, Mr. Pongtai Tantisunthorn (“**The moderator of the meeting**”) informed the meeting that the Extraordinary General Meeting of Shareholders No.1/2024 via electronic media (e-EGM) is the the system which is in accordance with the Notification of Ministry of Digital Economy and Society Re: Standards for Maintaining Security of Meetings via Electronic Means, B.E. 2563 (2020). In addition, the meeting control system has been certified by the Electronic Transactions Development Agency (ETDA). The meeting has been broadcasted from the meeting room of the company's head office, 16th floor, Mitrtown Office Tower, No. 944 Rama 4 Road, Wangmai, Pathumwan, Bangkok.

To ensure that the meeting is in accordance with the principles of good corporate governance in the part of voting at the meeting. I would like to clarify the procedure for voting, votes counting and how to ask questions or give an opinion as follows:

1. Meeting attendants are required to verify their identity to obtain Weblink along with e-Meeting system user manual which details already explained together with meeting invitation that has been sent to shareholders in advance.

2. The meeting will consider the matters in the order of the agenda specified in the invitation letter. Information will be presented in each agenda and give shareholders an opportunity to ask questions before voting and announce voting results to the meeting when the votes of that agenda were finished count, respectively.

3. In voting, every shareholder has 1 vote for 1 share. The person who agrees press the agree button. The person who disagrees press the disagree button. The person who abstains press the abstain button. In case any shareholder has a special interest in any matter, they will not have the right to vote on that agenda.

4. Under Article 29 of the Company's Articles of Association, in normal cases, the majority vote of the shareholders who attend the meeting and vote. If there are equal votes, the chairman of the meeting shall have an additional vote as a casting vote.

5. Vote counting of each agenda will count only votes of disapprove and/or abstain then deducted from the total number of votes of the shareholders in the meeting, the remainder will be considered as approve votes. These are already included the votes by proxy grantor which already voted in the proxy form and being recorded in advance.

6. Voting result counting according to the agenda of the Extraordinary General Meeting of Shareholders No.1/2024 is divided into 2 categories as follows:

6.1 Agendas that require approval with majority votes of the shareholders who attended the meeting and voted are agenda 2 and agenda 5

6.2 Agendas that require approval with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote are agenda 3, 4 and 6.

7. The system will open for voting for 1 minute. In case of shareholders or proxies who do not make any mark at the voting menu, the system will automatically cast the votes to "Approve" on the proposed agenda.

The participants can vote, change or amend your vote of each agenda until the meeting announces the close of voting of that agenda.

In case of shareholders or proxies attend the meeting system after the meeting's agenda has been considered. Shareholders or proxies will have the right to vote only on the agenda that has not yet been considered.

#### 8. Procedure of asking questions or expressing opinions

8.1 Before voting in each agenda, the chairman of the meeting will give the meeting attendees the opportunity to ask questions related to that agenda as appropriate. By asking attendees who want to ask questions or express their opinions by typing messages in the Q&A symbol" and press a button "Ask a Question" then type the message you want to inquire and press "send" to confirm the message to the company.

After that, chairman of the meeting will read your questions respectively. However, before asking questions or expressing opinions via "Message box" please kindly inform your name, surname and status, such as coming in person or by proxy, in order to record the minutes of the meeting accurately and completely.

For questions or comments besides of the agenda under consideration, please asking questions or giving opinions in other agendas at the end of the meeting. And kindly request the shareholders to giving opinions or asking questions concisely and refrain from asking questions or expressing opinions on duplicate issues to allow other shareholders to exercise their rights as well. Therefore, the shareholders are kindly requested to cooperate so that the meeting proceeded smoothly and was completed within the time specified.

In the event that many questions are sent into the system, the company kindly reserves the right to consider selecting questions as appropriate. And if there are any questions that cannot be answered during the meeting due to limited time, the company will consider collecting the answers and disclose them in the minutes of the meeting or via the company's website.

8.2 The company kindly reserves the right to ask attendees to ask questions by typing text in the question box only.

9. For the reasons of data security, each attendee can log in by using one device only. And if log in on another device or another browser on the same computer, previous logins will be automatically logged out. Do not disclose the weblink and shareholder account number or ID card number of the attendees to other.

The moderator of the meeting, informed the meeting that there were number of shareholders attending the meeting in person in the amount of 6 persons, holding 169,200,487 shares and by proxies in the amount of 109 persons,

holding 792,574,170 shares. The total number of shareholders who attend the meeting in person and by proxies are 115 persons. The total number of shares are 961,774,657 shares, representing 71.6109 % of the total number of issued and sold shares, holding 1,343,055,623 shares collectively (During the meeting, there were 3 additional shareholders attending the meeting and, thus, the total shareholders attending the meeting in person and by proxies are 118 shareholders, holding 1,017,335,257 shares collectively, representing 75.7478% of the total number of issued and sold shares of the Company). This constituted a quorum in accordance with Article 28 of the Company's Articles of Association which stipulates that **“At a shareholders' meeting, there must be at least 25 shareholders and proxies (if any) or at least half of the shareholders and proxies present at the meeting. In any cases, there must be total shares which are not less than one-third of the total number of shares sold of the Company in order to constitute the quorum.”**

The moderator of the meeting invited General Somchai Youngpituck, Chairman of the Board (the **“Chairman”**) to welcome the shareholders and opened the meeting.

General Somchai Youngpituck, Chairman of the Board as the chairman of the meeting welcomed and expressed his gratitude to the shareholders and proxies who attended the Extraordinary General Meeting of Shareholders No.1/2024.

Now, there were shareholders and proxies who attended the meeting which constituted a quorum as specified in the Articles of Association of the Company. The meeting was hereby commenced to consider the agendas items as shown in the invitation of the Extraordinary General Meeting of Shareholders No.1/2024.

#### **Agenda 1: Matters to be informed by the Chairman**

The Chairman informed the meeting that the company held the Extraordinary General Meeting of Shareholders No.1/2024 today via electronic conferencing or e-meeting according to the Emergency Decree on Electronic Conferencing B.E. 2563. In case it caused the inconveniences to the shareholders and proxies, on behalf of the Board of Directors, we would like to take this opportunity to apologize.

To proceed with the further agendas, I would like to assign Mr. Pongtai Tantisunthorn, Company Secretary, to conduct the meeting according to the agendas.

#### **Agenda 2: To consider and certify the Minutes of the 2024 Annual Meeting of Shareholders on April 30, 2024**

The Chairman invited Mr. Pongtai Tantisunthorn, Company Secretary, to clarify the meeting.

Mr. Pongtai Tantisunthorn informed the meeting that the Company held the 2024 Annual General Meeting of Shareholders on 30 April 2024 and the minutes of the 2024 Annual General Meeting of Shareholders was correctly recorded and circulated to the Stock Exchange of Thailand, the Office of Securities and Exchange Commission and the Department of Business Development, Ministry of Commerce within the period prescribed by laws, per the details of the minutes which was circulated to all shareholders together with the invitation of the Annual General Meeting of Shareholders. The Board of Directors has considered and deemed appropriate to propose to the meeting to certify the minutes of the 2024 Annual General Meeting of Shareholders.

The Chairman gave an opportunity to the shareholders in the meeting to ask questions and express opinions and there were no questions or opinions raised.

As no one asked or commented, the Chairman then asked the meeting to consider and vote. The shareholders were informed that this agenda must be approved by a majority vote of the total votes of the shareholders attending the meeting and casting their votes. At the same time, the Company brought the voting results to be displayed on the screen in the meeting room as well.

**Meeting resolution** The meeting resolved to certify the minutes of the 2024 Annual General Meeting of Shareholders held on 25 April 2023 with an unanimous vote of the total votes of the shareholders attended the meeting and casting their votes, as follows:

Shareholders	Number (votes)	Percentage of votes
Approved	1,017,335,256	100.0000
Objected	-	-
Abstained	1	(not being calculated)
<b>Total</b>	<b>1,017,335,257</b>	<b>100.0000</b>

\* Excluding abstained votes

**Agenda 3: To consider and approve the acquisition of assets through the purchase of ordinary shares of R T S (2003) Company Limited**

The Chairman invited Mr. Pongtai Tantisunthorn, Company Secretary, to clarify the meeting.

Mr. Pongtai Tantisunthorn informed the meeting that enhancing the revenue sources of the group of companies and increase the opportunities for offering System Integrator (SI), which involve the design, procurement, development, installation, and management of all systems related to information technology and telecommunications businesses, as well as to improve the potential for generating returns, asset growth, profits, and cash flow for the Company and shareholders in the long term, the Board of Directors' Meeting No. 12/2024 held on 18 September 2024, therefore, resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the acquisition of assets by purchasing newly issued ordinary shares in R T S (2003) Company Limited ("RTS") from (1) Mr. Nachaphol Songtis ("Mr. Nachaphol") in the amount of 1,060,000 shares, representing 24.09 percent of the total shares of RTS, (2) Ms. Teeranan Songtis ("Ms. Teeranan") in the amount of 1,060,000 shares, representing 24.09 percent of the total shares of RTS, (3) Ms. Jitra Songtit ("Ms. Jitra") in the amount of 520,000 shares, representing 11.82 percent of the total shares of RTS (collectively referred to as "Seller"), which are not connected persons to the Company. The total amount of shares to be purchased is 2,640,000 shares with a par value of 100 Baht per share, at the purchase price of 100 Baht per share (or par value), which represents 60.00 percent of the total shares of RTS. The total value of the transaction is 264,000,000 Baht ("ordinary shares of RTS"). The determination of the consideration value is a matter of negotiation between the Buyer and the Seller, based on an assessment using the Discounted Cash Flow Approach. This valuation takes into account the potential and profitability of the business in the future, which RTS has a capital increase on 2 September 2024 in the amount of 340,000,000 Baht. The fair value of RTS, as estimated, ranges from 434.50 to 479.05 million Baht (for 100% of shareholder's equity) or 98.75 to 108.88 Baht per share which was evaluated by the financial advisor of the Company, Fin Plus Advisory Co., Ltd., which is listed on the Securities and Exchange Commission.

In this regard, when considering the adjustment of items after the date of the financial statement as of 30 June 2024 in which RTS has a capital increase of 340,000,000 Baht at a par value of 100 Baht per share. As of 2 September 2024, RTS has shareholder's equity amounting to 409.36 million Baht, or a book value of 93.04 Baht per share. However, the Company have considered and approve the transaction to purchase ordinary share of RTS at the price of 100 Baht per share (Par Value) which is within the fair price range evaluated by Financial Advisor and equivalent to par value of RTS, equivalent to the capital increase price of RTS shareholders on 2 September 2024.

The Company will settle the purchase of the ordinary shares of RTS with newly issued ordinary shares of the Company offering through Private Placement to the Seller instead of paying in cash, with a total value of 264,000,000 Baht, at the offering price of 0.60 Baht per newly issued ordinary share. Therefore, the Company will allocate newly issued ordinary shares to settle the consideration for the purchase of ordinary shares of RTS, at the amount not exceeding 440,000,000 shares, with an exchange rate of 1 share of RTS at par value of 100 Baht per share to 166.6667

new shares of the Company at 0.25 Baht per share (fractions of shares will be discarded). The allocation details are as follows:

(1) Allocate newly issued ordinary shares, whether once or several times, at the amount not exceeding 176,666,667 shares with a par value of 0.25 Baht to offer to Mr. Nachaphol Songtis, representing 7.92 percent of total sold shares of the Company (after the registration of the paid-up capital increase of the Company following the issuance of newly issued shares in this offering) to settle the consideration for the purchase of ordinary shares of RTS, at the amount of 1,060,000 shares or representing 24.09 percent of the total shares of RTS.

(2) Allocate newly issued ordinary shares, whether once or several times, at the amount not exceeding 176,666,667 shares with a par value of 0.25 Baht to offer to Ms. Teeranan Songtis, representing 7.92 percent of total sold shares of the Company (after the registration of the paid-up capital increase of the Company following the issuance of newly issued shares in this offering) to settle the consideration for the purchase of ordinary shares of RTS, at the amount of 1,060,000 shares or representing 24.09 percent of the total shares of RTS.

(3) Allocate newly issued ordinary shares, whether once or several times, at the amount not exceeding 86,666,666 shares with a par value of 0.25 Baht to offer to Ms. Jitra Songtit, representing 3.89 percent of total sold shares of the Company (after the registration of the paid-up capital increase of the Company following the issuance of newly issued shares in this offering) to settle the consideration for the purchase of ordinary shares of RTS, at the amount of 520,000 shares or representing 11.82 percent of the total shares of RTS.

After the completion of such transaction, the Company will hold 60.00 percent of the total shares of RTS which was negotiated between the Company and the Seller. In this regard, Mr. Nachaphol and Ms. Teeranan still have an intention to hold RTS' shares (after entering into the transaction to purchase of RTS' ordinary shares, Mr. Nachaphol will hold RTS' shares in the amount of 503,000 shares while Ms. Teeranan will hold 363,000 shares. Details of the shareholdings ratio after entering into the transaction to purchase RTS' ordinary shares are shown in clause 4.2 of the Information Memorandum regarding the Acquisition of Assets of Advanced Connection Corporation Public Company Limited (Account 1 and Account 2) (**Attachment 2**). Moreover, the Company still has to rely on the former RTS' executives after the initial investment in order to gain an understanding of the business from Mr. Nachaphol and Ms. Teeranan.

Entering into the aforementioned transaction is considered an asset acquisition transaction according to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets as of 31 August 2008 (and as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (and as amended) ("**Acquisition or Disposition Notifications**"). The total transaction size, calculated according to various criteria set out in the Acquisition or Disposal Notifications, has the highest size of 39.76 percent based on the total value of consideration criteria, as referenced from the consolidated financial statements for the second quarter ended on 30 June 2024, which have been reviewed by a certified public accountant and the Company has not engaged in any asset acquisition transactions in the past 6 months. Therefore, the transaction falls into the category of a transaction that exceeds 15 percent but is below 50 percent. This transaction is classified as a Class 2 transaction according to the Acquisition or Disposal Notifications. Consequently, the Company is required to fulfill the following obligations:

- (1) Disclose the Information Memorandum regarding such transaction to the Stock Exchange of Thailand.
- (2) Send a notice to shareholders regarding the assets acquisition and disposal of the Company within 21 days from the date of disclosure to the Stock Exchange of Thailand (the "**Circular Notice**").

However, since the asset acquisition is considered a significant transaction, the Board of Directors has resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 for consideration and approval to enter into the acquisition. The transaction must be approved by a vote of not less than three-fourths of the total votes of the shareholders who attend the meeting and are entitled to vote, excluding votes from shareholders with conflict of interest. Including appointing an Independent Financial Advisor (IFA) approved by the Securities and Exchange Commission to provide an opinion on the asset acquisition transaction, instead of sending the Circular Notice as previously mentioned.

Additionally, the Sellers have no relationship with the executives, directors, major shareholders, or controlling parties of the Company, and are not connected persons (as defined under Section 258 of the Securities and Exchange Act B.E. 2535 (and as amended)), nor are they considered concert parties of such person. Therefore, this transaction is not regarded as the related party transaction criteria as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions and Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (and as amended) (“**Connected Transaction Notifications**”) and the Seller has no intention and will not hold a position of director, executive nor have any involvement in management of RTS. Moreover, the Seller will not appoint any person to represent the Seller as a director and/or executive of the Company. Therefore, the Seller solely intends to be shareholders.

Moreover, the Company authorized the Board of Directors and/or Executive Committee and/or Managing Director and/or authorized director of the Company and/or persons assigned by the Board of Directors or Executive Committee or Managing Director or authorized director of the Company to have the power to consider and determine the criteria, conditions, and other details as necessary and relevant to RTS’s Ordinary Shares Purchase Transaction as necessary and appropriate under relevant laws and is authorized to take any relevant actions concerning this Shares Purchase Transaction, including, but not limited to, negotiating and entering into share purchase agreement and related documents, including signing documents and amending related documents. Details of the entering into the Ordinary Shares Purchase of RTS are shown in the Information Memorandum regarding the Acquisition of Assets of Advanced Connection Corporation Public Company Limited (**Detail in Attachment 2**) and the Opinion of the Independent Financial Advisor on the Acquisition of Assets and the Issuance and Offering of Newly Issued Ordinary Shares through Private Placement (**Detail in Attachment 6**).

The Chairman gave an opportunity to the shareholders in the meeting to ask questions and express opinions and there were no questions or opinions raised.

As no one asked or commented, the Chairman then asked the meeting to consider and vote. The shareholders were informed that this agenda must be approved by a vote of not less than three - fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote. At the same time, the Company brought the voting results to be displayed on the screen in the meeting room as well.

**Meeting resolution**

The meeting resolved to approve the acquisition of assets by purchasing newly issued ordinary shares in R T S (2003) Company Limited (“RTS”) and approve the related authorization with not less than three - fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote as follows:

<b>Shareholders</b>	<b>Number (votes)</b>	<b>Percentage of votes</b>
Approved	1,017,335,256	100.0000
Objected	-	-
Abstained	1	0.0000
<b>Total</b>	<b>1,017,335,257</b>	<b>100.0000</b>

\* Including abstained votes

**Agenda 4: To consider and approve the increase of the Company's registered capital and the amendment of the Company's Memorandum of Association Clause 4 to be in line with the increase of the Company's registered capital**

The Chairman invited Mr. Pongtai Tantisunthorn, Company Secretary, to clarify the meeting.

Mr. Pongtai Tantisunthorn informed the meeting that the Board of Directors' meeting of the Company No. 12/2024 held on 18 September 2024 resolved to propose to the Extraordinary General Meeting No.1/2024 to consider and approve the increase of registered capital of the Company at the amount of 221,921,301.75 Baht from the existing registered capital of 447,685,207.75 Baht to the registered capital of 669,606,509.50 Baht by issuing newly issued ordinary shares at the amount not exceeding 887,685,207 shares with a par value of 0.25 Baht per share, which details are as follows:

(1) To accommodate the issuance and offering to the existing shareholders in proportion through their shareholding without allocating shares to shareholders that will impose duties to the Company under foreign laws (Preferential Public Offering: PPO) not to exceed 447,685,207 shares

(2) To accommodate the issuance and offering of newly issued ordinary shares through Private Placement not to exceed 440,000,000 shares

The detail regarding the increase of registered capital of the Company shown in the Capital Increase Report Form (F53-4) (**Detail in Attachment 3**).

Furthermore, the Board of Directors' meeting of the Company approved to propose to the Extraordinary General Meeting of Shareholders No.1/2024 to consider and approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital as follows:

“Clause 4.	Registered capital	669,606,509.50 Baht	(Six Hundred Sixty-Nine Million Six Hundred Six Thousand Five Hundred and Nine Baht Fifty Satang)
	Divided into	2,678,426,038 shares	(Two Thousand Six Hundred Seventy-Eight Million Four Hundred Twenty-Six Thousand and Thirty-Eight shares)
	Par value	0.25 Baht	(Twenty-Five Satang)
	Divided into		
	Ordinary shares	2,678,426,038 shares	(Two Thousand Six Hundred Seventy-Eight Million Four Hundred Twenty-Six Thousand and Thirty-Eight shares)
	Preferred shares	- shares	(-shares)”



Moreover, the Board of the Company approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the authorization to the Executive Committee and/or Managing Director and/or authorized director of the Company and/or persons assigned by the Executive Committee or Managing Director or authorized director of the Company to have the power to consider and determine terms and conditions to such capital increase and the amendment of Memorandum of Association; as well as amending the wording or text in the minutes of the shareholders' meeting, Memorandum of Association and/or various applications and/or take any action in order to comply with the Registrar's order in filing the application for registering the increase of registered capital and amendment of the Company's Memorandum of Association to the Department of Business Development, Ministry of Commerce. Including, listing the newly issued ordinary shares as listed securities in the Stock Exchange of Thailand and sending evidential documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, Ministry of Commerce, or other relevant agencies

The Chairman gave an opportunity to the shareholders in the meeting to ask questions and express opinions and there were no questions or opinions raised.

As no one asked or commented, the Chairman then asked the meeting to consider and vote. The shareholders were informed that this agenda must be approved by a vote of not less than three - fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote. At the same time, the Company brought the voting results to be displayed on the screen in the meeting room as well.

**Meeting resolution**

The meeting resolved to approve the increase of the Company's registered capital and the amendment of the Company's Memorandum of Association Clause 4 to be in line with the increase of the Company's registered capital and approve the related authorization with not less than three - fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote as follows:

Shareholders	Number (votes)	Percentage of votes
Approved	1,017,316,256	99.9981
Objected	-	-
Abstained	19,001	0.0019
<b>Total</b>	<b>1,017,335,257</b>	<b>100.0000</b>

\* Including abstained votes

**Agenda 5: To consider and approve the allocation of newly issued ordinary shares of the Company to issue and offer to the existing shareholders in proportion through their shareholding without allocating shares to shareholders that will impose duties to the Company under foreign laws (Preferential Public Offering: PPO)**

The Chairman invited Mr. Pongtai Tantisunthorn, Company Secretary, to clarify the meeting.

Mr. Pongtai Tantisunthorn informed the meeting that the Board of Directors' meeting of the Company No. 12/2024 held on 18 September 2024 resolved to propose to the Extraordinary General Meeting No.1/2024 to consider and approve the allocation of newly issued ordinary shares of the Company, whether once or several times, not exceeding 447,685,207 shares with the par value of 0.25 Baht per share to issue and offer to the existing shareholders in proportion through their shareholding without allocating shares to shareholders that will impose duties to the Company under foreign laws (Preferential Public Offering: PPO), at an allocation ratio of 3 existing ordinary shares to 1 newly issued share, with any fractional shares resulting from the calculation will be discarded. The subscription price for the newly issued ordinary shares is set at 0.60 Baht per share, with a total value not exceeding 268,611,124.20 Baht.

This issuance and offering of newly issued ordinary shares to existing shareholders, in this occasion, will be an offering of ordinary shares in proportion to the shareholding. If there are fractional shares as a result from the calculation, such fractions shall be discarded. Furthermore, the existing shareholders have the right to oversubscribe for newly issued ordinary shares in excess of their rights (oversubscription). The existing shareholders who oversubscribe in excess of their rights will be allocated the oversubscribed shares only if there are remaining shares from the allocation to the existing shareholders of the Company that are fully subscribed, accordingly.

However, in the event that there are newly issued ordinary shares remaining from the allocation to existing shareholders in the first round, the Company will allocate the remaining newly issued ordinary shares to existing shareholders who wish to oversubscribe for the newly issued ordinary shares in excess of their own proportion of shareholding, at the same offered price of shares allocated in accordance to their rights. In such allocation of newly issued ordinary shares, the Company will allocate the remaining shares until there are no more newly issued ordinary shares left from the allocation or until no shareholder wishes to subscribe for such newly issued ordinary shares or is unable to allocate because it is a fractional share, details are as follows:

- (1) In the case that the remaining newly issued ordinary shares after the allocation to the existing shareholders (according to the shareholding proportion) in the first round is more than or equal to the number of newly issued ordinary shares that the existing shareholders oversubscribe, the Company will allocate such remaining shares to all existing shareholders who have oversubscribed and fully paid for the shares according to the amount of intention shown in oversubscription.
- (2) In the case that the remaining newly issued ordinary shares after the allocation to the existing shareholders (according to the shareholding ratio) in the first round is less than the number of newly issued ordinary shares that the existing shareholders oversubscribe, the Company will allocate the remaining newly issued ordinary shares as follows:
  - (a) Allocate the remaining newly issued ordinary shares in proportion to the existing shareholding of each shareholder who oversubscribes, by multiplying the existing shareholding proportion of each oversubscribed shareholder by the number of remaining newly issued ordinary shares. This is equal to the number of shares that each oversubscribed shareholder is entitled to be allocated (fractional shares resulting from the calculation will be discarded). However, the number of newly issued ordinary shares to be allocated will not exceed the number of newly issued ordinary shares that each shareholder has subscribed and paid for in full.
  - (b) In the event that there are still newly issued ordinary shares left after the allocation in accordance with (2)(a) above, the Company will allocate it to each shareholder who has oversubscribed that have not been fully allocated, according to the amount oversubscribed in accordance with the method in (2)(a) above until there are no remaining shares to be allocated. However, the number of newly issued ordinary shares to be allocated will not exceed the number of newly issued ordinary shares that each shareholder has subscribed and paid for in full.

The allocation of newly issued ordinary shares to the aforementioned shareholders under any circumstances must not cause shareholders to violate the foreign shareholding restrictions as specified in the Company's Articles of Association. Presently, foreigners are allowed to hold shares in the Company not more than 49 percent of the total number of sold shares of the Company and it must not result in any shareholder subscribing for more shares than their entitlement (including the shareholding proportion of persons under Section 258 of the Securities and Exchange Act B.E. 2535 (and as amended)) ("Securities Act") of such shareholders, concert parties of those shareholders, and persons under Section 258 of the Securities Act related to the concert parties, holding shares in a manner that would trigger a mandatory tender offer for all of the securities of the Company according to the Notification of Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeover (and as amended).

In addition, if there are newly issued ordinary shares remaining from the allocation to the existing shareholders of the Company in proportion to their shareholding. The Company may allocate all or a portion of newly issued ordinary shares remaining to offer to the existing shareholders of the Company in proportion to their shareholding in the next opportunity and/or propose to the shareholders' meeting to consider and approve the decrease of the Company's registered capital by cancelling the remaining newly issued ordinary shares from the offering.

However, the Company reserves the right not to offer newly issued ordinary shares to any existing shareholders of the Company, if such action will impose duties to the Company under foreign laws or does not comply with the regulations, procedures, or conditions specified in this offering and allocation of newly issued ordinary shares. The Company has considered to not offer and allocate newly issued ordinary shares to existing shareholders in proportion to their shareholding to shareholders in (1) the United States of America (2) Canada (3) Japan (4) South Korea (5) Australia (6) Austria (7) Belgium (8) Brazil (9) France (10) Germany (11) Italy (12) Luxembourg (13) Jordan (14) Norway (15) Sweden (16) Switzerland (17) Netherland (18) the Russia Federation (19) Myanmar (20) Philippines (21) Malaysia (22) Indonesia (23) United Arab Emirates (24) Republic of Trinidad and Tobago (25) Republic of South Africa, and other countries as the Company deems appropriate. If there are any more countries, the Company will inform via the stock exchange's system further.

The Board of Directors resolved to schedule the date to determine the list of shareholders entitled to receive the allocation of newly issued ordinary shares in proportion to their shareholdings (Record Date) on 18 November 2024. However, the right to subscribe to the newly issued ordinary shares is still uncertain, due to the fact that the Extraordinary General Meeting of Shareholders No. 1/2024 has to approve such action. The subscription and payment date for the newly issued ordinary shares, the Company will fall between 9-16 December 2024.

In this regard, proposing to the shareholders' meeting to consider and approve the authorization the Board of Directors and/or Executive Committee and/or Managing Director and/or authorized director of the Company and/or persons assigned by the Board of Directors or Executive Committee or Managing Director or authorized director of the Company to consider and determine the conditions, offering price, and details of any actions relevant to the allocation of the newly issued ordinary share, such as, the allocation of newly issued ordinary shares whether once or several times, or divided into multiple offerings from time to time, determining the date for subscription and payment of capital increase shares, including to change or add details in the allocation, and to determine other details related to the allocation of such newly issued ordinary shares as deemed appropriate for the utmost benefit of the Company, which shall not be contrary or inconsistent with the law and/or rules or regulations related to the Securities and Exchange Commission, SET, and/or other relevant agencies. Such authorizations include but is not limited to the following:

- (a) Determination or alteration of details regarding the allocation of the newly issued ordinary shares, which includes but is not limited to, the offering period, subscription, share payment, offering method, offering ratio, offering price, as well as, any conditions and details relevant to the allocation and offering of newly issued ordinary shares;
- (b) Signing the application, notice, and other instrument or relevant documents concerning the capital increase and allocation of newly issued ordinary shares, including the certification of relevant documents, in conjunction with communication and/or receiving the documents from the officer or agent of the relevant authority along with listing the newly issued ordinary share of the Company to the SET or the stock exchange where the Company's ordinary shares are listed securities at that time; and
- (c) Take any necessary, related, and/or subsequent actions concerning the capital increase and allocation of newly issued ordinary shares of the Company, in compliance with applicable laws and/or relevant regulations.

Details of the increase of the registered capital of the Company and the allocation of newly issued ordinary shares of the Company shown in the Capital Increase Report Form (F53-4) (**Detail in Attachment 3**) and Information Memorandum on Issuance and Offering of Newly Issued Ordinary Shares of Advanced Connection Corporation Public Company Limited to the Existing Shareholders in Proportion through Their Shareholding without Allocating

Shares to Shareholders that will Impose Duties on the Company under Foreign Laws (Preferential Public Offering: PPO) (Detail in Attachment 4).

The Chairman gave an opportunity to the shareholders in the meeting to ask questions and express opinions and there were no questions or opinions raised.

As no one asked or commented, the Chairman then asked the meeting to consider and vote. The shareholders were informed that this agenda must be approved by a majority vote of the total votes of the shareholders attending the meeting and casting their votes. At the same time, the Company brought the voting results to be displayed on the screen in the meeting room as well.

**Meeting resolution** The meeting resolved to approve the allocation of newly issued ordinary shares of the Company to issue and offer to the existing shareholders in proportion through their shareholding without allocating shares to shareholders that will impose duties to the Company under foreign laws (Preferential Public Offering: PPO) and approve the related authorization with a majority vote of the total votes of the shareholders attending the meeting and vote as follows:

Shareholders	Number (votes)	Percentage of votes
Approved	1,017,335,256	100.0000
Objected	1	0.0000
Abstained	-	(not being calculated)
<b>Total</b>	<b>1,017,335,257</b>	<b>100.0000</b>

\* Excluding abstained votes

**Agenda 6: To consider and approve the allocation of newly issued ordinary shares of the Company through Private Placement**

The Chairman invited Mr. Pongtai Tantisunthorn, Company Secretary, to clarify the meeting.

Mr. Pongtai Tantisunthorn informed the meeting that the Board of Directors' meeting of the Company No. 12/2024 held on 18 September 2024 resolved to propose to the Extraordinary General Meeting No.1/2024 to consider and approve the allocation of newly issued ordinary shares of the Company whether once or several times, not exceeding 440,000,000 shares with the par value of 0.25 Baht per share to offer through Private Placement to 3 persons, each of whom is unconnected, will be offered shares at a subscription price of 0.60 baht per share, with a total value of 264,000,000 Baht. The details of the allocation are as follows:

(1) Allocate newly issued ordinary shares, whether once or several times, at the amount not exceeding 176,666,667 shares with a par value of 0.25 Baht to offer to Mr. Nachaphol Songtis, representing 7.92 percent of total sold shares of the Company (after the registration of the paid-up capital increase of the Company following the issuance of newly issued shares in this offering) to settle the consideration for the purchase of ordinary shares of RTS, at the amount of 1,060,000 shares or representing 24.09 percent of the total shares of RTS.

(2) Allocate newly issued ordinary shares, whether once or several times, at the amount not exceeding 176,666,667 shares with a par value of 0.25 Baht to offer to Ms. Teeranan Songtis, representing 7.92 percent of total sold shares of the Company (after the registration of the paid-up capital increase of the Company following the issuance of newly issued shares in this offering) to settle the consideration for the purchase of ordinary shares of RTS, at the amount of 1,060,000 shares or representing 24.09 percent of the total shares of RTS.

(3) Allocate newly issued ordinary shares, whether once or several times, at the amount not exceeding 86,666,666 shares with a par value of 0.25 Baht to offer to Ms. Jitra Songtit, representing 3.89 percent of total sold

shares of the Company (after the registration of the paid-up capital increase of the Company following the issuance of newly issued shares in this offering) to settle the consideration for the purchase of ordinary shares of RTS, at the amount of 520,000 shares or representing 11.82 percent of the total shares of RTS.

To serve as compensation for the acquisition of ordinary shares of R T S (2003) Company Limited at the amount of 2,640,000 shares, with a par value of 100 Baht per share, at a purchase price of 100 Baht per share (or par value), which represents 60.00 percent of the registered capital of RTS. The Company will settle the purchase of ordinary shares of RTS with newly issued ordinary shares of which newly issued by the Company instead of paying in cash, with a total value of 264,000,000 Baht (alternatively, the investors will subscribe to the newly ordinary shares of the Company by paying for the new shares with the RTS' shares they hold (Share Swap)). The exchange rate will be 1 share of RTS at par value or 100 Baht per share for 166.6667 new shares of the Company at 0.25 Baht per share (fractions of shares will be discarded).

The aforementioned private persons, collectively referred to as "**Investors**", despite having the relationship as relatives ((1) Ms. Jitra, (2) Mr. Nachapol's father and (3) Ms. Teeranan's father were related as siblings) but the Investors are not related as the person pursuant to section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) and do not have any relationships or behaviors that would constitute acting in concert with others. Each investor does not have any intention to align their voting rights or those of others in the same direction or to allow others to use their voting rights to jointly control the Company (Concert Party) and will exercise their voting rights independently of the others. Moreover, the Company received the letter which confirmed that each investor does not have any relationships or behaviors that would constitute jointly acting and/or acting in concert with others as prescribed in the Notification of Capital Market Supervisory Board No. TorChor. 7/2552 Re: Acting in concert as a result of the nature of a relationship or behaviour and requirements under Sections 246 and 247.

Additionally, each Investor is not a connected person with the Company as defined by the Notification of Capital Market Supervisory Board No. TorJor. 21/2551 Re: Criteria on Entering into a Connected Transaction (and as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (and as amended) ("**Connected Transaction Notifications**"). Furthermore, the Investors shall not appoint any person to represent the Seller as a director and/or executive of the Company (the Company received the letter which confirmed that each investor has no intention and will not serve as a director, executive nor have any involvement in management of the Company. Moreover, the Investor will not appoint any person to represent the Investor as a director and/or executive of the Company, and the Investor solely intends to be shareholders of the Company.

In this regard, the issuance of the newly issued ordinary shares is the offer that the offering price of the newly issued ordinary shares has clearly been set by the Board of Directors at price of 0.60 Baht per share, which is not constitute an offering of newly issued shares at a price lower than 90 percent of the market price according to the criteria specified in Notification No. TorJor 28/2565 Re: Approval for the Listed Companies to Issue the Newly-Issued Shares to the Specific Investor as of 28 December 2022 (and as amended) ("**Notification No. TorJor. 28/2565**"). The market price is calculated from the weighted average price of the Company's shares on the Stock Exchange of Thailand ("**SET**") for the past 15 consecutive business days prior to the date the Company's Board of Directors resolved to propose the Shareholders' Meeting for approval of the newly issued ordinary shares, between 28 August 2024 until 17 September 2024, in the amount of 0.6291 Baht per share (Reference: SETSMART via [www.setsmart.com](http://www.setsmart.com)).

According to Notification No. TorJor. 28/2565, the Company must complete the offering of shares within the period approved by the shareholders' meeting, but not later than 3 months from the date the shareholders' meeting resolves to approve the offering of newly issued shares. Alternatively, the Company must complete the offering of shares within 12 months from the date the shareholders' meeting resolves to approve the offering of shares, provided that the shareholders clearly resolve that after the 3-month period, the Board of Directors or the person assigned by the Board of Directors shall determine the offering price based on the market price or not less than 90 percent of the market price at the time of the offering. Therefore, after the 3-month period from the date the shareholders' meeting resolves to approve the offering of newly issued shares, the Board of Directors or the person assigned by the Board of

Directors shall determine the offering price based on the market price or not less than 90 percent of the market price at the time of the offering, in accordance with the criteria specified in Notification No. TorJor. 28/2565.

In this regard, the offering of newly issued shares is at a price not lower than the market price. Therefore, it is not necessary to bring the allocated shares into the Silent Period as stipulated by the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (2015) (as amended).

After the issuance and offering of the newly issued ordinary shares of the Company to the aforementioned Investors, each Investor will hold shares in the Company in the following proportions:

(1) Mr. Nachapol will hold 7.92 percent of the total issued shares of the Company (following the registration of the increase of paid-up capital and the issuance and offering of newly issued shares in this offering). Mr. Nachapol has no connected persons holding shares in the Company, meaning there are no persons who have a relationship with or act in concert with him (Concert Party), no persons under Section 258 of the Securities and Exchange Act B.E. 2535 (and as amended), or nominee shareholders that would require including their shareholdings in the Company after receiving newly issued shares. Therefore, Mr. Nachapol is not required to make a mandatory tender offer for all securities of the Company (Tender Offer), as the acquisition of shares does not amount to 25 percent of the total voting rights of the Company, according to the criteria and conditions set out in the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers as of 13 May 2011 (and as amended) ("**Tender Offer Notification**").

(2) Ms. Teeranan will hold 7.92 percent of the total issued shares of the Company (following the registration of the increase of paid-up capital and the issuance and offering of newly issued shares in this offering). Ms. Teeranan has no connected persons holding shares in the Company, meaning there are no persons who have a relationship with or act in concert with him (Concert Party), no persons under Section 258 of the Securities and Exchange Act B.E. 2535 (and as amended), or nominee shareholders that would require including their shareholdings in the Company after receiving newly issued shares. Therefore, Ms. Teeranan is not required to make a mandatory tender offer for all securities of the Company (Tender Offer), as the acquisition of shares does not amount to 25 percent of the total voting rights of the Company, according to the Tender Offer Notification.

(3) Ms. Jitra will hold 3.89 percent of the total issued shares of the Company (following the registration of the increase of paid-up capital and the issuance and offering of newly issued shares in this offering). Ms. Jitra has no connected persons holding shares in the Company, meaning there are no persons who have a relationship with or act in concert with him (Concert Party), no persons under Section 258 of the Securities and Exchange Act B.E. 2535 (and as amended), or nominee shareholders that would require including their shareholdings in the Company after receiving newly issued shares. Therefore, Ms. Jitra is not required to make a mandatory tender offer for all securities of the Company (Tender Offer), as the acquisition of shares does not amount to 25 percent of the total voting rights of the Company, according to the Tender Offer Notification.

The issuance and offering of newly issued ordinary shares in this instance qualify as a significant private placement according to Notification No. TorJor 28/2565. This is because the offering may result in the investor who receive the allocation, i.e., Mr. Nachapol Songtis or Ms. Teeranan Songtis, each of these two investors, shall become the largest shareholders with the highest voting rights in the Company. Therefore, the Company has appointed Welcap Advisory Company Limited, an independent financial advisor (IFA) approved by the Securities and Exchange Commission, to provide opinions to the shareholders on the following matters: (1) the appropriateness of the price and conditions of the share offering, (2) the reasonability and benefits of the share offering to the investor, including the plan for utilizing the funds obtained from the share offering compared to the impact on the shareholders, and (3) the opinion on whether the shareholders should approve the matter or not, along with reasons. Additionally, approval must be obtained from the shareholders' meeting with a vote of no less than three-fourths of the total votes of the shareholders present and eligible to vote.

In addition, it is proposed that the meeting approved the authorization of the Board of Directors and/or authorized director of the Company and/or President of Executive Committee and/or Managing Director and/or persons assigned by the Board of Directors or authorized director of the Company or President of Executive Committee or Managing Director to proceed with any actions related to the issuance, offering, allocation, and subscription of such newly issued ordinary shares, which includes but not limited to the following proceedings:

a) Determine and/or modify any other necessary details related to such allocation of newly issued ordinary shares of the Company as appropriate and to the extent that it is not contrary or inconsistent with relevant announcements, rules or laws, the determination, amendment of the subscription date and the offering date of the newly issued ordinary shares, the payment of shares may be determined at the time of allocation and subscription for one time or several times.

b) Communicate, negotiate, enter into, sign, amend the contract, application request, request for waiver, notice as well as evidences necessary and relevant to the allocation of the newly issued ordinary shares of the Company, including but not limited to Share Subscription Agreement, registration to the Ministry of Commerce, communicate and submission of applications for permission, requests for waivers, notices, documents and evidence to the Office of the SEC, SET, government agency or other relevant agencies in order to make an amendments to or altering applications or statements in the relevant documents as well as the listing of such newly issued ordinary shares as listed securities on the SET; and

c) Take any necessary and relevant actions for the accomplishment of the allocation of the newly issued ordinary shares of the Company. Appointing and assigning other suitable persons as sub-delegates to perform the above activities.

Details of the increase of the registered capital of the Company and the allocation of newly issued ordinary shares through Private Placement shown in the Capital Increase Report Form (F53-4) (**Detail in Attachment 3**) and Information Memorandum on Issuance and Offering of Newly Issued Ordinary Shares of Advanced Connection Corporation Public Company Limited through Private Placement (**Detail in Attachment 5**) and the Opinion of the Independent Financial Advisor on the Acquisition of Assets and the Issuance and Offering of Newly Issued Ordinary Shares through Private Placement (**Detail in Attachment 6**).

The Chairman gave an opportunity to the shareholders in the meeting to ask questions and express opinions and there were no questions or opinions raised.

As no one asked or commented, the Chairman then asked the meeting to consider and vote. The shareholders were informed that this agenda must be approved by a vote of not less than three - fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote. At the same time, the Company brought the voting results to be displayed on the screen in the meeting room as well.

**Meeting resolution** The meeting resolved to approve the allocation of newly issued ordinary shares of the Company through Private Placement and approve the related authorization with not less than three - fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote as follows:

Shareholders	Number (votes)	Percentage of votes
Approved	972,455,156	95.5885
Objected	1	0.0000
Abstained	44,880,100	4.4115
<b>Total</b>	<b>1,017,335,257</b>	<b>100.0000</b>

\* Including abstained votes

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**Agenda 7: Other matters (if any)**

The Chairman gave the shareholders an opportunity to propose other matters apart from the agenda specified in the invitation letter for the Extraordinary General Meeting of Shareholders No.1/2024 . The Chairman informed the meeting that the propose of other matters were subject to the rules and procedures under the 1992 Public Limited Companies Act B.E. 2535, Section 105, the second paragraph which is prescribed as follows:

“When the meeting had completed the consideration under the first paragraph, shareholders holding shares in aggregate not less than one-third of the total number of shares sold may request the meeting to consider other matters which were not specified in the letter.”

No further questions or additional opinions, or no any other matters proposed to the meeting for consideration, the Chairman expressed his gratitude to the shareholders and proxyholders for taking the time to attend the meeting via electronic media and closed the meeting.

The meeting was closed at 11.30 pm.

-Signature-

(General Somchai Youngpituck)

Chairman of the meeting

-Signature-

(Mr. Pongtai Tantisunthorn)

Minutes Recorder