

**The Minutes of the Extraordinary General Meeting of Shareholders No. 2/2022
CMO Public Company Limited**

Date Time and Venue

CMO Public Company Limited (the “Company”) held the Extraordinary General Meeting of Shareholders No. 2/2022 on Monday, November 7, 2022, at 10.00 a.m. The meeting was held at CMO Public Company Limited Meeting Room; No. 4/18-19 Soi Nuanchan 56, Nuanchan, Buengkum, Bangkok

List of the Directors attending the Meeting

- | | |
|-----------------------------------|---|
| 1. Mr. Kitti Phuathavornskul | Vice Chairman of the Board, Chairman of the Nomination and Remuneration Committee, Executive Director and Chief Operation Officer |
| 3. Ms. Piyamart Yongsirichaisakul | Director, Chief Financial Officer and Company Secretary |

List of the Directors attending the Meeting via electronic means

- | | |
|-------------------------------|---|
| 1. Mr. Chaipatr Srivisarvacha | Independent Director and Chairman of Audit Committee Independent Director |
| 2. Mrs. Apaporn Kosolkul | Independent Director, Audit Committee and Member of Nomination and Remuneration Committee |
| 3. Mr. Kasemsit Pathomsak | Independent Director, Audit Committee and Member of Nomination and Remuneration Committee |
| 4. MR. JOSHUA COBB LEATHERS | Director |

List of the Directors being absent

- | | |
|-------------------------------|--|
| 1. Mr. Kitisak Jampathipphong | Chairman of the Board, Chairman of the Board of Management and Chief Executive Officer |
|-------------------------------|--|

List of person attending the meeting

- | | |
|---------------------------|---|
| 1. Ms. Siriporn Kattapong | The proxy of the Thai Investors Association |
|---------------------------|---|

The meeting started at 10.00 a.m.

Mr. Kitisak Jampathipphong - Chairman of the Board, Chairman of the Board of Management and Chief Executive Officer was unable to attend the meeting, due to an urgent mission. Thus, Mr. Kitti Phuathavornskul – Vice Chairman of the Board, acted as the chairman of the meeting (“Chairman”). The moderator informed that there were 98 shareholders attending the meeting, consisting 19 shareholders present in person, representing 12,941,413 shares (approximated 11.16% of issued shares), and 79 shareholders by proxy, representing 102,980,838 shares (approximated 88.84% of issued shares). In total, the shareholders and proxies attended the meeting holding a total of 115,922,251 shares, equivalent to 41.26% of the total 280,962,733 issued shares. This completed the quorum of the shareholders’ meeting and the total number of the Board of Directors attending the meeting was 6 persons accounted for 85.71% of the total number of Directors.

The moderator informed procedure on voting, vote counting and vote announcement that one share shall have one vote. If no shareholders disagree or abstain, It shall be deemed that the shareholders agree with the proposed resolution. If shareholders disagree or abstain, please raise hand for the staff to collect the ballots for calculation of the votes in each agenda.

Then the moderator asked for a shareholder to act as a witness for transparency and accuracy of the vote counting, Ms. Panisara Namsorn who is a shareholder present in person.

The Chairman opened the Meeting The meeting has agenda as follows:

Agenda 1 Adopted of the Minutes of the Annual General Meeting of Shareholders 2022 held on April 28, 2022.

The Chairman informed the Meeting to Adopted the Minutes of the Annual General Meeting of Shareholders 2022 held on April 28, 2022. As The details of which are as set out in the Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2022.

The Chairman inquires any questions and comments on the Extraordinary General Meeting of Shareholders No. 2/2022 were held on November 7, 2022. None of the shareholder questioned nor commented. The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Resolution The Meeting has considered the Minutes and come in agreement to certify the Annual General Meeting of Shareholders 2022 with the votes as follows:

- Approved	115,922,251	votes	100	percent
- Disapproved	-	votes	0	percent
- Abstention	-	votes	not taken for vote	counting
- Voided Ballot	-	votes	not taken for vote	counting

Agenda 2 To consider and approve the issuance and offering of the Debenture with a total amount not exceeding THB 1,000,000,000

The Chairman required Ms. Piyamart Yongsirichaisakul – Director and Chief Financial Officer to present details of the issuance and offering of the Debenture with a total amount not exceeding THB 1,000,000,000 as follows:

Objective	For operating and/or expanding existing and/or new business and/or as working capital of the Company or other purposes as the Board of Directors deems appropriate.
Type of Debentures	Any and all types or categories of Debentures (Except convertible debenture), name-registered Debentures or barer Debentures, subordinated or unsubordinated Debentures, secured or unsecured Debentures, with or without credit rating, with or without Bondholders' Representative, amortization or bullet payment. This clause is subject to market conditions as of the issuance and offering the Debenture at each time which will be permitted by the relevant regulatory authorities.
Currency	Thai Baht and/or foreign currency using exchange rates at the time of each issuance and offering of the Debentures.
Value of Debentures	Not exceeding THB 1,000,000,000 (one billion baht) or its equivalent amount in any currency. The Company can issue and offer additional Debentures and/or issue and offer the Debentures to replace the existing Debenture that had been redeemed, but is subject to the aforementioned credit limit at any given time.
Interest Rate	Subject to market conditions at the time of each issuance and offering of the Debentures. The interest rate is deemed to be in compliance with the notification of the Securities Exchange Committee and/or other related notification or regulation which is effective on the date of the issuance and offering of the Debentures.
Offering	(1) Debentures can be offered in one or several occasions, and/or

	<p>as project and/or as revolving. In case the Company issuance and offering debentures as revolving, the Company shall be redeemed or accept the repayment of the principal under the conditions and the specified limit.</p> <p>(2) Public Offering and/or offering via Private Placement and/or offering to domestic and/or foreign Financial Institution all at once or on several occasion in compliance with the notification of the Securities Exchange Committee or notification, ministerial regulation, rules, and other related regulations which is effective on the date of the issuance and offering of the Debentures.</p>
<p>Prior Redemption</p>	<p>Debenture holders and/or the Company may or may not have right to redeem Debenture prior to maturity or the Company may or may not indicate to have right to redeem in Special Event Redemption which depend on the terms and conditions of each Debenture issuance.</p>
<p>Authorization</p>	<p>The Board of Director or the Board of Executive Committee or the Managing Director or the person who the Board of Director or the Board of Executive Committee or the Managing Director is assigned to be authorized to perform the issuance and offering of the debenture including but not limited to the following actions:</p> <p>(1) To determine the details with regard to the debentures, including the type, offering amount, tenor, interest rate, offering amount per unit, period of the offering, method of offering, method of allocation, term of redemption, and other related details as it deems appropriate.</p> <p>(2) To appoint a financial advisor and/or advisor related to the issuance and offering of the debenture and/or credit rating agency of the securities issuer and/or of the securities, Bondholders' Representative and/or Bond Registrar as well as to execute, amend, enter into negotiation the agreement and/or documents, including to file documentation or evidence with the office of the Securities and Exchange Commission, Bank of Thailand, Stock Exchange of Thailand, Thai Bond Market Association and/or other agencies relating to the issuance and offering of the debentures, as well as to undertake any act necessary for to the completion of the</p>

	issuance, offering and allocation of the debentures.
Special Condition	In the case that the company has redeemed or repayment the issued debentures. The Company has right to issue an additional debenture to replacement in accordance of the approved limit.
Others Condition	Debenture issuance and offering are depend on the market conditions at the time of each issuance and offering as well as related factors.

In this regard, the Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider and approve the issuance and offering of the Debenture with a total amount not exceeding THB 1,000,000,000, including to authorize the Board of Director or the Board of Executive Committee or the Managing Director or the person who the Board of Director or the Board of Executive Committee or the Managing Director is assigned to be authorized to perform the issuance and offering of the debenture including but not limited to

(1) To determine the details with regard to the debentures, including the type, offering amount, tenor, interest rate, offering amount per unit, period of the offering, method of offering, method of allocation, term of redemption, and other related details as it deems appropriate.

(2) To appoint a financial advisor and/or advisor related to the issuance and offering of the debenture and/or credit rating agency of the securities issuer and/or of the securities, Bondholders' Representative and/or Bond Registrar as well as to execute, amend, enter into negotiation the agreement and/or documents, including to file documentation or evidence with the office of the Securities and Exchange Commission, Bank of Thailand, Stock Exchange of Thailand, Thai Bond Market Association and/or other agencies relating to the issuance and offering of the debentures, as well as to undertake any act necessary for to the completion of the issuance, offering and allocation of the debentures.

The Chairman inquired any questions and comments on this agenda 2 as follows:

Question/Comment/Answer

Question :	
Ms. Siriporn Kattapong	If this agenda is approved, it will be necessary to

<p>(the proxy of the Thai Investors Association)</p>	<p>hold another shareholders' meeting or not? Since the issuance and offering of the debenture, there need more details as the appointment of a financial advisor to issue and offer debentures, etc.</p>
<p>Answer: Ms. Piyamart Yongsirichaisakul (Director, Chief Financial Officer and Company Secretary)</p>	<p>This agenda is also required for the approval of authorization for the Board of Director or the Board of Executive Committee or the Managing Director or the person who the Board of Director or the Board of Executive Committee or the Managing Director to perform the issuance and offering of the debenture. If the resolution of the issuance and offering of debentures has been approved, there will be unnecessary to call another shareholders' meeting.</p>
<p>Question : Ms. Siriporn Kattapong (the proxy of the Thai Investors Association)</p>	<p>Has the company set the issuance and offering debentures' schedule? Could be in year 2022 or 2023?</p>
<p>Answer: Mr. Kitti Phuathavornskul (Chairma)</p>	<p>Once the Meeting has approved the issuance and offering debenture, the Company will prepare to consult with a financial advisor about the appropriate value of debenture as well as guidelines, method and relevant conditions with who are interested to invest in this debenture. Therefore, the Company could not determine the specific time.</p>
<p>Question : Mr. Songphon Promlipanakun (Shareholder who attending the meeting)</p>	<p>Would the Company explain the future project if the Company receives a capital from this debenture?</p>
<p>Answer: Mr. Kitti Phuathavornskul</p>	<p>Since the outbreak of COVID-19 in the last 2-3 year,</p>

(Chairman)	<p>it has been significant affected to the Company get loss on Financial Statement. However, the Company has started to turnaround to positive profit in this year including the Capital Increase from KTX Fund. In this regard, the capital from the Capital Increase in amount 153 million baht will enhance Company's Financial flexibility as well as expansion on new business which is "Entertainment (Concert)". Last month, the 안녕 BANGKOK ARENA K 2022 Concert was held by CMO group. There were a lot of positive feedback from participants around 14,000 persons. That is the first success of new business (Entertainment).</p> <p>In the past, the Company always had worked in behind the stage (production). Nowadays, the Company focuses on a Promotor for show efficiency in concerts. Thus, the capital from issuance and offering debenture will enhance the Company to expand potential to be a leader of entertainment business in the future.</p>
<p>Question :</p> <p>Mr. Songphon Promlipanakun (Shareholder who attending the meeting)</p>	<p>From the observation of Financial Statement of the Company, showing the profit in last quarter. So what are profitability trends for the next year?</p>
<p>Answer:</p> <p>Mr. Kitti Phuathavornskul (Chairman of the Meeting)</p>	<p>The Company has started to turnaround to positive profit in this year. As a result from preparing and predicting the decline of the outbreak of COVID-19 and relaxation of COVID-19 restrictions as opening of countries for tourists. So, the Company has been preparing cash flow, hiring new employees since the beginning of the year. If the Company did not prepare in advance, the Company would lose this growth opportunity.</p> <p>From the good preparation of the Company, affect</p>

	to the efficiency operation and turnaround to profit again, the Company still determined to expand business in the next year.
Question : Mr. Songphon Promlipanakun (Shareholder who attending the meeting)	Will the Company spend the capital from debenture for the Mergers and Acquisitions : M&A?
Answer: Mr. Kitti Phuathavornskul (Chairman of the Meeting)	The objective of issuance and offering debenture is for expand Entertainment business.

Resolution The Meeting has approved the issuance and offering of the Debenture with a total amount not exceeding THB 1,000,000,000 with the votes as follows:

- Approved	117,980,853	votes	100	percent
- Disapproved	-	votes	0	percent
- Abstention	-	votes	0	counting
- Voided Ballot	-	votes	0	counting

Agenda 3 Other matters (if any)

- None

The Meeting lead allowed the shareholders to ask question and to provide suggestion as follows:

Question/Comment/Answer

Question : Ms. Siriporn Kattapong (the proxy of the Thai Investors Association)	As the Annual General Meeting 2022, the Meeting has resolved to approve the allocation of newly issued ordinary shares amount 25,500,000 baht to be offered to Private Fund by Krungthai XSpring Company Limited (“Private Fund by KTX”) in price 6.00 baht per shares. Therefore, Is the Private Fund by KTX still be a shareholder? And Why the Private Fund by KTX is not named in the list of top 10 major shareholders?
--	--

<p>Answer:</p> <p>Mr. Vuttiphan Tanametanont (Assistant to Company Secretary)</p>	<p>Since the Private Fund by KTX is not an open-end fund. When the shareholder' list book is closed, the List of Shareholders who invest through the Private Fund by KTX, will show each individual name according to proportion of actual investing. Thus, the list of Shareholders who invest through the Private Fund by KTX is not seen as one group.</p>
<p>Question :</p> <p>Miss Siriporn Kattapong (the proxy of the Thai Investors Association)</p>	<p>Could the company tell the progress in the issuance and offering convertible debentures to Advance Opportunities Fund (“AO Fund”) and Advance Opportunities Fund 1 (“AO Fund1”)?</p>
<p>Answer:</p> <p>Mr. Kitti Phuathavornskul (Chairman of the Meeting)</p>	<p>Recently, the Company has announce notification of cancellation of exercise of convertible debentures into shares from Advance Opportunities Fund (“AO Fund”) and Advance Opportunities Fund 1 (“AO Fund1”) so that status is still convertible debentures in amount 50 million baht.</p>
<p>Answer :</p> <p>Ms. Piyamart Yongsirichaisakul (Director, Chief Financial Officer and Company Secretary)</p>	<p>Due to the convertible debentures' condition, the term of convertible debentures is valid for 3 years. If Advance Opportunities Fund (“AO Fund”) and Advance Opportunities Fund 1 (“AO Fund1”) will not exercise of convertible debentures into shares, the Company will return money when maturity of redemption.</p>
<p>Question :</p> <p>Miss Siriporn Kattapong (the proxy of the Thai Investors Association)</p>	<p>From the Balance Sheet in 2nd quarter, the Share Capital Registered shows amount 356,398,577 Baht and the Issued and Paid-Up 280,962,733 Baht. What is the different in the number of these share?</p>

<p>Answer :</p> <p>Ms. Piyamart Yongsirichaisakul (Director, Chief Financial Officer and Company Secretary)</p>	<p>The Company has increased registered capital for support the issuance convertible debentures. Unless the fund has been exercised, there will still be a difference between the registered capital and the paid-up capital.</p>
--	---

Since there was no a question or suggestion, so the Chairman thanked the meeting attendees and adjourned the meeting at 10.30 a.m.

Certify that the minutes of the above meeting are correct



(Mr. Kitti Phuathavornskul)
Chairman in the meeting
CMO Public Company Limited