



The Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 CMO Public Company Limited

Date, Time and Venue

The Extraordinary General Meeting of Shareholders No. 1/2023 of CMO Public Company Limited (the “Company”) was held on Monday 26 June 2023 at 10.00 am. At the meeting room of CMO Public Company Limited, No. 4/18-19 Soi Nuanchan 56, Nuanchan Sub-district, Buangkum District, Bangkok

List of Directors attending the Meeting

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| 1. Mr. Kitisak Jampathippong | Chairman of the Board, Chairman of the Board of Management and Chief Executive Officer |
| 2. Mr. Kitti Phuathavornskul | Vice Chairman of the Board, Chairman of the Nomination and Remuneration Committee, Executive Director and Chief Operation Officer |
| 3. Miss Piyamart Yongsirichaisakul | Director, Chief Financial Officer and Company Secretary |

List of Directors attending the Meeting via electronic media

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| 1. Miss Apaporn Kosolkul | Independent Director, member of Audit Committee and member of Nomination and Remuneration Committee |
| 2. Mr. Joshua Cobb Leathers | Director |

List of absent Directors

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| 1. Mr. Chaipatr Srivisarvacha | Independent Director and Chairman of the Audit Committee |
| 2. Mr. Kasemsit Pathomsak | Independent Director, member of Audit Committee and member of Nomination and Remuneration Committee |

List of auditors attending the Meeting

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| 1. Miss Orawan Techawatanasirikul | Auditor – EY Company Limited |
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List of financial advisors attending the Meeting

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| 1. Mr. Seksan Thanopajai | Chief Executive Director – Fin Plus Advisory Co., Ltd. |
| 2. Miss Nuntarut Sangsuwannukul | Senior Vice President - Fin Plus Advisory Co., Ltd. |
| 3. Miss Pornpan Sawangnet | Vice President - Fin Plus Advisory Co., Ltd. |
| 4. Mr. Khunasakka Ngarmwongwan | Manager - Fin Plus Advisory Co., Ltd. |

5. Mr. Nantayot Tulakarnwong Analyst - Fin Plus Advisory Co., Ltd.

List of legal advisors attending the Meeting

1. Mr. Passanan Suwannoi Associate Director – Pricewaterhousecoopers Legal & Tax Consultants Co., Ltd.
2. Mr. Raweroj Pongbowripad Associate - Pricewaterhousecoopers Legal & Tax Consultants Co., Ltd.

List of persons attending the Meeting

1. Miss Nipada Panattasiri The proxy of the Thai Investors Association

The Meeting started at 10.00 am.

Mr. Kitisak Jampathipphong, the Chairman of the Board, presided as the Chairman of the Meeting (the “Chairman”). The moderator informed that there were 14 shareholders attending in person, representing 79,409,585 shares, and there were 27 shareholders attending by appointing proxy, representing 37,744,147 shares. In total, there were 41 shareholders attending the Meeting in person and by proxy representing 117,153,732 shares from the total shares of 280,962,733 shares, equivalent to 41.6972% of the total sold shares of the Company. Since there were the shareholders attending the Meeting in person and by proxy of not less than 25 shareholders representing the total shares of more than one-third of the total sold shares, therefore, the quorum was duly constituted in accordance with the Articles of Association of the Company. In this Meeting, there were 5 directors attending the Meeting.

The moderator then informed the Meeting about the procedure on vote casting in each agenda whereby each shareholder shall be entitled to vote per the amount of shares held by such shareholder, i.e. one share shall equal to one vote. In case no shareholders disagree or abstain, it shall be deemed that the shareholders agreed to approve the proposed agenda. In case any shareholders disagree or abstain, please raise hand and the staff will collect the ballots for the calculation of votes in each agenda.

For the purpose of the transparency of the Meeting, the Chairman invited the legal consultant from Pricewaterhousecoopers Legal & Tax Consultants Co., Ltd., Mr. Raweroj Pongbowripad to be the witness of the votes counting. In addition, the Company will record the video and audio of the Meeting, including collected the personal data for lawful purposes in accordance with the Personal Data Protection Act B.E. 2562.

The Chairman opened the Meeting and started the Meeting per the following agendas:

- Agenda 1 To adopt the Minutes of the Annual General Meeting of Shareholders for the year 2023, held on April 27, 2023**

The Chairman informed the Meeting to adopt the Minutes of the Annual General Meeting of Shareholders for the year 2023, held on April 27, 2023, as disclosed per the copy of such minutes which was circulated to all shareholders together with the invitation letter.

After that, the Chairman asked the Meeting if any shareholders have questions or additional comments for this agenda. There were no questions or additional comments from the shareholders, the Chairman then asked the shareholders to cast their votes for this agenda. The resolution for this agenda required 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 and unanimously resolved to adopt the Minutes of the Annual General Meeting of Shareholders for the year 2023, held on April 27, 2023 with the following votes:

-	Approved	117,153,732	Votes	100	percent
-	Disapproved	-	Votes	0	percent
-	Abstention	-	Votes	Not taken for vote counting	
-	Void ballot	-	Votes	Not taken for vote counting	

Agenda 2 To approve the increase of the Company's registered capital in the amount of 78,000,000 Baht from the existing registered capital of 356,398,577 Baht to be the registered capital of 434,398,577 Baht by issuing 78,000,000 additional ordinary shares at a par value of 1.00 Baht per share

The Chairman assigned Miss Piyamart Yongsirichaisakul, Director and Chief Financial Officer, to present the details on the increase of the Company's registered capital for the Meeting to consider and approve as follows:

The Board of Directors has considered and deemed it is appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the increase of Company's registered capital in amount of 78,000,000 Baht from the existing registered capital of 356,398,577 Baht to be the registered capital of 434,398,577 Baht by issuing 78,000,000 additional ordinary shares at a par value of 1.00 Baht per share. The newly issued ordinary shares in the amount of 78,000,000 shares will be reserved for the offering by means of Private Placement (PP) to (1) specific persons whereby the Board of Directors will be delegated to determine the offering price to be in accordance with the market price at the offering period, and (2) will be reserved for the offering by means of general mandate. The allocation of such newly issued ordinary shares will be considered in agenda 4.

After that, the Chairman asked the Meeting if any shareholders have questions or additional comments for this agenda. There were no questions or additional comments from the shareholders, the Chairman then asked the shareholders to cast their votes for this agenda. The resolution for this agenda item requires a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, including abstentions in the calculation base.

Resolution The Meeting has considered and unanimously resolved to approve the increase of the Company's registered capital in the amount of 78,000,000 Baht from the existing registered capital of 356,398,577 Baht to be the registered capital of 434,398,577 Baht by issuing 78,000,000 additional ordinary shares at a par value of 1.00 Baht per share with the following votes:

-	Approved	117,153,732	Votes	100	percent
-	Disapproved	-	Votes	0	percent
-	Abstention	-	Votes	0	percent
-	Void ballot	-	Votes	0	percent

Agenda 3 To consider and approve the amendment to Clause 4 of the Memorandum of Association to be in line with the increase of registered capital

The Chairman proposed the Meeting to consider and approve the amendment to Clause 4 of the Memorandum of Association to be in line with the increase of registered capital, as follows:

Clause 4	Registered capital	434,398,577	Baht	(Four hundred and thirty-Four million, three hundred and ninety-eight thousand, five hundred and seventy-seven Baht)
	Divided into	434,398,577	Shares	(Four hundred and thirty-Four million, three hundred and ninety-eight thousand, five hundred and seventy-seven shares)
	Par value	1	Baht	(one Baht)
	Classified into			
	Ordinary shares	434,398,577	Shares	(Four hundred and thirty-Four million, three hundred and ninety-eight thousand, five hundred and seventy-seven Baht)
	Preference shares	-	Shares	-

After that, the Chairman asked the Meeting if any shareholders have questions or additional comments for this agenda. There were no questions or additional comments from the shareholders, the Chairman then asked the shareholders to cast their votes for this agenda. The resolution for this agenda item requires a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, including abstentions in the calculation base.

Resolution The Meeting has considered and unanimously resolved to approve the the amendment to Clause 4 of the Memorandum of Association to be in line with the increase of registered capital with the following votes:

-	Approved	117,153,732	Votes	100	percent
-	Disapproved	-	Votes	0	percent
-	Abstention	-	Votes	0	percent
-	Void ballot	-	Votes	0	percent

Agenda 4 To consider and approve the allocation of not more than 78,000,000 newly issued ordinary shares of the Company at the par value of 1.00 Baht per share for the offering by means private placement (PP) whereby the Board of Directors will be delegated to determine the offering price to be in accordance with the market price at the offering period and the offering by General Mandate

The Chairman assigned Miss Nuntarut Sangsuwannukul, the financial advisor from Fin Plus Advisory Co., Ltd. to present the details of the allocation of the newly issued ordinary shares for the Meeting to consider and approve as follows:

For the purposes of the increase of registered capital by issuing the newly issued ordinary shares in the amount of 78,000,000 shares, the Company plans to use the proceeds from the offering of the newly issued ordinary shares to those 5 specific persons by means of Private Placement to repay the debts under the debentures and to use as the working capital of the Company and its subsidiaries. For the proceeds from the offering of the newly issued ordinary shares by means of Private Placement under general mandate, such proceeds will be used as the working capital of the Company and its subsidiaries and to support the investment plans in future as the Company has the potential to continuously expand its business.

Accordingly, the Board of Directors deemed it is appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to approve the allocation of not more than 78,000,000 newly issued ordinary shares of the Company at the par value of

1.00 Baht per share for the offering by means private placement (PP) whereby the Board of Directors will be delegated to determine the offering price to be in accordance with the market price at the offering period and the offering by General Mandate per the following details:

- 1) To consider and approve the allocation of not more than 50,000,000 newly issued ordinary shares at the par value of 1 Baht per share to 1. Mr. Surasak Udomsilp in the amount of 15,000,000 shares; 2. Mr. Thakul Vechpanich in the amount of 10,000,000 shares; 3. Mr. Suchin Ratanasiriwilai in the amount of 10,000,000 shares; 4. Mr. Thosaphol Danaboonchai in the amount of 10,000,000 shares; and 5. Mr. Sumate Boonbundarnsuk in the amount of 5,000,000 shares, which is an offering of newly issued ordinary shares through a private placement and these persons are not the related persons of the Company.

With regard to the offering price of the newly issued ordinary shares offered those 5 specific persons by Private Placement, the Company proposes to the Extraordinary General Meeting of Shareholders No. 1/2023 to approve the delegation of authorisation to the Board of Directors or a person delegated by the Board of Directors to determine the offering price of the shares in accordance with the market price on the offering price determination date and not less than 90 percent of the market price of the Company's shares, which is generally permitted when the Company has complied with the criteria according to the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 regarding the granting of permission for listed companies to offer newly issued shares through a private placement ("**Notification TorJor. 72/2558**"). The market price for the issuance of newly issued ordinary shares for allocation to specific persons by Private Placement above is calculated from the weighted average price of the ordinary shares of the company traded on the Stock Exchange of Thailand ("**SET**") for the past 7 consecutive business days prior to the date on which the Board of Directors meeting or a person delegated by the Board of Directors determines the offering price of newly issued ordinary shares (which will take place after the shareholders' meeting has approved the transaction). The Company will offer the newly issued ordinary shares to those 5 specific persons by Private Placement within 3 business days from the date on which the Board of Directors' meeting or a person assigned by the Board of Directors has determined the offering price of such newly issued ordinary shares as appropriate. In this regard, the said offering price will be the best price according to market conditions during the time that the Company will offer shares to the specific persons by Private Placement and will be the price which are determined to protect the best interests of the shareholders of the Company.

The offering of the newly issued ordinary shares to those 5 specific persons by private placement persons will not result in such persons having the obligation to make a tender offer for all securities of the Company according to 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 amended).

In addition, the Company proposes to the Extraordinary General Meeting of Shareholders No. 1/2023 to approve the delegation of the authorisation to the Chief Executive Officer to have the power to determine other details relating to the issuance and allocation of the above-mentioned ordinary shares to such specific persons by private placement, such as, the determination of the offering period, payment of shares including other conditions and details relating to the allocation of such newly issued ordinary shares, the negotiation, the execution of the agreement and the applications for relevant approvals and other evidences necessary and relating to the allocation of the newly issued ordinary shares, including the communication, filing the applications for approvals and other documents and evidences to the concerned government authorities and listing the newly issued ordinary shares of the Company on the SET, etc.

- 2) To consider and approve the allocation of not more than 28,000,000 newly issued ordinary shares at the par value of 1 Baht per share to the specific persons who are not the related persons of the Company by Private Placement under General Mandate. The details of the allocation of the newly issued ordinary shares are as follows:

Allocated to	Type of securities	Amount of shares ^{/2}	Percentage of the paid-up capital ^{/1}
(Private Placement : PP)	Ordinary shares	28,000,000	9.97

^{/1} Percentage of registered capital as of the date that the Board of Directors of the Company has a resolution to increase the capital in the form of a General Mandate.

^{/2} The amount of not more than 28,000,000 shares, representing not more than 10 percent of the paid-up capital as of the date on which the Board of Directors of the Company has a resolution to increase the capital in the form of a General Mandate for the allocation of shares by means of private placement, and such persons are not related person of the Company in accordance with the regulations of the Notification TorJor 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure and Other Acts of Listed Companies on Connected Transactions, 2003

(as amended) (the "**Notifications on Connected Transaction**"). In this regard, the offering price of newly-issued ordinary shares to the specific person(s) by Private Placement above must not be considered an offer for sale of newly issued shares at a low price in accordance with the regulations of the Notification No. TorJor. 72/2558 Re: Approval of Offer for Sale of Newly-Issued Shares by Listed Companies through Private Placement dated 28 October 2013 (as amended).

In addition, the Board of Directors proposed to the Extraordinary General Meeting of Shareholders No. 1/2023 to approve the delegation of the authorisation to the Board of Directors to have the power to take any actions necessary and relating to the allocation of the newly issued ordinary shares by General Mandate, including considering the determination and/or amendments and/or change the conditions and details related to such matter in accordance with the relevant laws, such as, allocating and offering newly issued ordinary shares all at once or from time to time, including having the power to take any action necessary and relevant to the offering of the newly issued ordinary shares in all respects, e.g. the purpose of the issuance of the newly issued ordinary shares, offering price determination, offering date and time, subscription and payment of shares, the execution in the applications for the relevant approvals, notifications, instruments or any other documents relating to the increase of capital and the allocation of the Company's newly issued ordinary shares, including to certify any relevant documents, contact and/or receiving documents to officers or representatives of any related agencies as well as listing the newly issued ordinary shares of the Company as listed securities on the SET and to take any other necessary actions related to the capital increase and allocation of the newly issued ordinary shares of the Company.

After that, the Chairman asked the Meeting if any shareholders have questions or additional comments for this agenda. The shareholders have the following questions:

Questions / comments / answers

<p>Questions : Miss Nipada Panattasiri (The proxy of the Thai Investors Association)</p>	<p>In the offering of the newly issued ordinary shares to those 5 specific persons by Private Placement, did the Company negotiate the relevant terms with those 5 specific persons? Also, are there any possibilities that such 5 specific persons will decide not to subscribe the newly issued ordinary shares? In addition, does the Company have a plan to offer the newly issued shares to the public?</p>
<p>Answer:</p>	

<p>Mr. Kitti Phuathavornskul (Vice Chairman of the Board)</p>	<p>The Company has negotiated the relevant terms with those 5 specific persons. However, the details of the offering to those 5 specific persons are subject to change due to fluctuation of the market condition and further negotiations may be required after the offering price has been determined. In addition, these newly issued ordinary shares will be offered by private placement only. There will be no public offering at this stage.</p>
<p>Question : Miss Supattra Sitthichai (Shareholder attending the Meeting in person)</p>	<p>At the present, what is the outstanding amount under the debentures and when is the due date for the repayment? In addition, after the debts under the debentures have been fully repaid, does the Company have plan to procure additional loans?</p>
<p>Answer: Mr. Kitti Phuathavornskul (Vice Chairman of the Board)</p>	<p>The outstanding amount under the debentures is 100,000,000 Baht and the due date for repayment is within November 2023. This is the only set of debentures that the Company issued and offered. Furthermore, the Company tries to operate the business within the Company's financial capacity and if possible, the Company does not wish to obtain additional loans. At the present, the Company still has certain credit facility available with the banks.</p>
<p>Question : Miss Supattra Sitthichai (Shareholder attending the Meeting in person)</p>	<p>The shares of the Company are listed on the mai or the SET? If the shares are listed on the mai, does the Company have plan to list its shares on the SET?</p>
<p>Answer : Mr. Kitisak Jampathipphong (Chairman of the Board)</p>	<p>At the present, the Company is a listed company on the mai. Listing on the SET is one of the Company's goal. However, after the change of the management team, the Company firstly focused on the transformation of the plans for business operations, as well as the business expansion. As for the listing on the SET, there are some criteria that the Company has to consider, for example, the criteria on registered capital and operating result. In order to qualify to list on the SET, the operating result of the Company must meet such criteria.</p>
<p>Answer :</p>	

<p>Mr. Seksan Thanopajai (Chief Executive Director, Fin Plus Advisory Co., Ltd. – Financial advisor)</p>	<p>The criteria on the registered capital for the listed company on the SET is that such company must have the paid-up capital of at least 300,000,000 Baht. For the criteria on operating result, the company must have the net profits in the last 2 or 3 years prior to the submission of listing application of more than 50,000,000 Baht, and the net profits in the latest year prior to the listing application must be more than 30,000,000 Baht, and there must be the net profits in the latest quarter prior to the listing application.</p>
<p>Question : Miss Supattra Sitthichai (Shareholder attending the Meeting in person)</p>	<p>With regard to the future plan, what is the direction of the Company for the operation of its business? In addition, will there be any new businesses?</p>
<p>Answer: Mr. Kitti Phuathavornskul (Vice Chairman of the Board)</p>	<p>In the future, the Company will continue to expand the existing businesses. However, the Company also considers expanding new businesses as the new S-Curve. For example, the Company organized a number of Korean artists’ concerts. However, due to the limitations on infrastructures of the country, Singapore is now the main destination for concerts instead of Thailand because Singapore has better infrastructures.</p> <p>Furthermore, in the past, Thailand was a center for MICE industry (MICE - Meetings, Incentives, Conferences & Exhibitions). The Company also has a team which is one of the leading teams in the country in organizing international conferences. However, the growth of MICE industry was not at the level that we expected. As for the Company, we had the opportunities to organize a lot of major conferences, as well as international concerts and international conferences. These businesses are the businesses that we plan to build as our new S-curve.</p> <p>Another business that we focus is the Tech Experience Creator. In the past, the Company merely organized the general events. However, in the present, technology has been widely used in organizing the events. Therefore, the Company plans to adopt technology in all events, which will make our business different from our competitors. This is the business that the Company is</p>

	trying to build the new foundation.
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After that, the Chairman asked the Meeting if any shareholders have questions or additional comments for this agenda. There were no questions or additional comments from the shareholders, the Chairman then asked the shareholders to cast their votes for this agenda. The resolution for this agenda required 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 and unanimously resolved to approve the allocation of not more than 78,000,000 newly issued ordinary shares of the Company at the par value of 1.00 Baht per share for the offering by means private placement (PP) whereby the Board of Directors will be delegated to determine the offering price to be in accordance with the market price at the offering period and the offering by General Mandate with the following votes:

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-	Abstention	-	Votes	Not taken for vote counting	
-	Void ballot	-	Votes	Not taken for vote counting	

Agenda 5 To consider other matters

There were no additional matters proposed by the shareholders or proxies. The Chairman then asked the Meeting if any shareholders have questions or additional comments. The shareholders have the following questions:

Question : Miss Supattra Sitthichai (Shareholder attending the Meeting in person)	In the next 3 years, since the Company is building the new S-Curve for its business, what is the plan for the Company's investment and what is the planned amount for the investment capital?
Answer: Mr. Kitti Phuathavornskul (Vice Chairman of the Board)	The Company will firstly operate the business within our financial capability. If it is not necessary, the Company will not increase our registered capital. However, if the business has the positive trend and our operating results are on target, the Company will consider the suitable alternatives for such circumstance if we really need to expand our business.
Questions : Miss Nipada Panattasiri	From 2022 to 2023, the situation on Covid-19 has generally

(The proxy of the Thai Investors Association)	been recovered but there are some fluctuations in economic situation. What is the Company's plans in improving the operating results from loss? In addition, since the Company is also now focusing on technology and may have started, the operating result from new businesses will meet the target set by the Company or not?
Answer : Mr. Kitisak Jampathipphong (Chairman of the Board)	The Company has the satisfactory revenues but the Company still has loss in overall operation. The Company tries to explore the new businesses. If we compare our Company to other start-up companies, this is now the investment period. Certain companies may not generate any profits during the investment period. However, after a certain period of investment, the growth may be the exponential growth and may generate substantial profits.

There were no additional questions or comments from the shareholders. The Chairman thanked the meeting attendees and adjourned the Meeting at 11.00 am.

Certify the the minutes of the meeting is correct

(Mr. Kitisak Jampathipphong)

Chairman of the Board of Directors

CMO Public Company Limited