

**Minutes of Annual General Meeting of Shareholders for the Year 2024**  
**M Vision Public Company Limited**

**Date, Time, and Meeting Venue**

The Annual General Meeting of Shareholders for the year 2024 of M Vision Public Company Limited (the “Company”) was held on Thursday, April 25, 2024, at 14.00 hrs. at the Seminar room, 12<sup>th</sup> floor, The Sittipol 1919 Company Limited, No. 999 Rama 3 Road, Bangphongphang, Yannawa, Bangkok 10120.

**Meeting Commencement**

Miss Pimmanee Ploywaen, who was assigned by Mr. Thanong Leeissaranukul, the Chairman of the Board of Directors, to act as the moderator (the “Moderator”) welcomed all attendees to the Annual General Shareholders Meeting of Shareholders for the year 2024 of the Company (the “Meeting”), and informed the Meeting that due to the current situation of the coronavirus (COVID-19), the Company has sent the measures and guideline for attending the Meeting with the Invitation Letter and published through the Stock Exchange of Thailand and the Company’s website. In this Meeting, the Company will collect, use, and disclose personal information, including images, audio, and video footage of all attendees, for the purpose of recording and preparing meeting reports, managing the meeting, and other related purposes. Shareholders can refer to the Company’s privacy notice, which is attached to the meeting invitation letter and available on the Company’s website, for further details on personal data protection.

Then, the Moderator introduced the directors, auditor, and legal advisors who attend the Meeting as follows.

**8 from 9 Directors present at the Meeting**

- |                                 |                                                                                                                                                                         |
|---------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Mr. Thanong Leeissaranukul   | Chairman of the Board of Directors, Chairman of the Nomination and Remuneration Committee, and Independent Director                                                     |
| 2. Asst. Prof. Orathai Wanitdee | Chairman of the Audit Committee, Chairman of the Risk Management Committee, Member of the Nomination and Remuneration Committee, and Independent Director               |
| 3. Mr. Nattakrit Thewphaingarm  | Director, Member of the Audit Committee, and Independent Director                                                                                                       |
| 4. Mr. Kongpan Pramoj           | Director, Member of the Audit Committee, and Independent Director                                                                                                       |
| 5. Mr. Opas Cherdpunt           | Director, Chairman of the Executive Director, Member of the Risk Management Committee, Member of the Nomination and Remuneration Committee, and Chief Executive Officer |
| 6. Mr. Teerawat Suwannapinij    | Executive Director, Chief Information Officer                                                                                                                           |
| 7. Mr. Tharathorn Yuangbhandith | Executive Director, Chief Operating Officer<br>He was occupied with an emergency affair and was unable to attend the Meeting                                            |
| 8. Miss Prapimpan Lertsirisin   | Executive Director, Chief Marketing Officer                                                                                                                             |
| 9. Miss Apsorn Wilartsakdanon   | Executive Director, Member of the Risk Management Committee, Member of the Nomination and Remuneration Committee, Chief Financial Officer, and Company Secretary        |

The Board of Directors consists of 9 directors. There are 8 directors attending the meeting from 9 directors in total, representing 88.89% of the members of the Board.

#### **Auditor of A&A Office Company Limited**

1. Mr. Apichat Boongird

#### **Legal Advisors**

1. Miss Nabhassanunt Aungvitoonstite

The Moderator informed the Meeting that at 14.00 hours, there were 9 shareholders attending the Meeting in person, representing 30,289,707 shares, and 21 shareholders attending the Meeting by proxies, representing 95,116,879 shares. Therefore, there were a total of 30 shareholders present, holding an aggregate of 125,406,586 shares, representing 37.18 percent of the total 337,259,283 outstanding shares of the Company. Thus, the quorum was attained pursuant to the law and the Company's Articles of Association.

Thereafter, the Moderator informed the Meeting that the Company has proceeded to send out the invitation to the Meeting and informed the shareholders of the information regarding the Meeting via 3 channels as follows:

1. The Company sent out the invitation to the Meeting to all shareholders via a post on March 27, 2024.;
2. The Company posted the invitation to the Meeting in Siam Bangkok News newspaper on April 4 - 6, 2024; and
3. The Company posted the details of this Meeting on the Company's website and gave the opportunity to the shareholders to propose a question in advance on March 27, 2024.

In compliance with the Good Corporate Governance, the Company invited shareholders to propose the agendas for the Meeting and/or nominate candidates for directorship from November 3, 2023, to January 26, 2024, which the Company has uploaded the criteria and procedure on the Company's website and notified the Stock Exchange of Thailand. However, after the said period, no shareholder proposed agenda for the Meeting and nominated a candidate for the Company's directorship.

In this regard, the Moderator informed the Meeting of the voting mechanism which is set as a guideline for the Annual General Meeting of companies listed on the Stock Exchange of Thailand as follows:

1. For voting in each agenda, a shareholder who attends the Meeting in person or by proxy shall have the right to cast a vote in accordance with the number of shares they hold or the number of shares granted to the proxy, where one (1) share was equivalent to one (1) vote, whereby a vote shall be indivisible. Any shareholder who had a special interest in any matter would not be entitled to vote on such matter, except the agenda for the election of Directors.

The shareholder shall not split his/her shares to different proxies to vote separately. The shareholder shall assign proxies equal to the number of share his/her holds, and shall not assign proxies for only a portion of his/her shares, except in the case of a Custodian for which a foreign investor has appointed the custodian to be a share keeper according to Proxy Form C.

2. The Company's registration staff shall print out the ballot for the following cases
  - (1) The shareholder personally attending the Meeting

(2) The proxies, in the case that the shareholder has authorized their proxies to vote on his/her behalf in the specified agendas.

In the case of Proxy Form B. and Proxy Form C., where the shareholder has already specified his/her voting intention, the Company's registration staff will not print a ballot card. The Company has included the votes of the shareholder in each agenda according to the aforementioned mechanism.

3. Prior to voting on each agenda item, the Chairman will give the shareholders and proxies the opportunity to make their comments and inquiries about such agenda item. The shareholders or proxies should submit their comments and/or question in writing by providing their name and surname, and identifying the status as attending (a shareholder or by proxy), and pass the paper to the staff as mentioned earlier.

4. For the counting of votes on each agenda, the Company will use the barcode counting system. For convenience and time-saving for the shareholders and proxies, the Company will count the vote based on approval votes. For the casting vote on each agenda, the Company will only collect the ballot from the shareholders or proxies who vote to disapprove or abstain. The disapproved vote and abstain vote would be counted and deducted from all eligible votes at the Meeting of which the remaining would be counted as in favor vote, except the agenda for the election of Directors, the Company will collect all voting cards, i.e., "disagree", "abstain" and "agree" respectively. For agendas other than the agenda for the election of Directors, those who wish to vote to agree, please mark in the agree box on the ballot card and return all the ballot cards to the Company's registration staff after the Meeting is adjourned. The Company will collect all the ballot cards after the Meeting is adjourned for transparency and to use as evidence, but it will not affect the already announce vote results.

5. The voting can be done by selecting "agree", "disagree", or "abstain" by marking (x) in the "agree", "disagree", or "abstain" box and signing the ballot card with a pen on each vote cast.

6. The ballot in the following format shall be considered invalid

(1) A ballot with marks in more than one box; and

(2) A ballot with a vote that has been crossed out without a signature affixed

If the shareholder would like to amend the vote, please cross out the original and sign it every time.

7. If the shareholders or proxies wish to leave the Meeting before the closing of the Meeting and also wish to cast their vote in the remaining agendas, the Company asked that such shareholders or proxies return the signed ballot to the officer before leaving the meeting room so that the Company can record such vote.

8. The voting result of each agenda will be announced after the calculation is completed. The result shall be a combination of the votes from the shareholders personally attending the Meeting and the proxies who are authorized to vote on behalf of the shareholders, including the cases where the shareholders already cast their vote beforehand through the proxies.

The votes cast through the proxies are already recorded at the registration time for counting.

9. One (1) share shall be equivalent to one (1) vote. In the case that the vote comes to a tie, the Chairman shall have another vote as the casting vote.

10. The announcement of the vote results will indicate the votes for agree, disagree, and abstain. The system will use the latest number of shares held by shareholders participating in the Meeting. When the voting system processes the voting result in each agenda, the system cannot be modified for transparency. If the vote counting for any agenda takes longer than usual, the Company will promptly proceed to the next agenda. As soon as the result of the previous agenda is available, the Company will announce it to the Meeting immediately.

In addition, the Moderator informed the Meeting that for the transparency of vote counting, the Company has invited one (1) representative from the legal advisors and one (1) representative from the shareholders, to act as an observer and witness to the vote counting. However, none of the shareholders nominated themselves as observers.

The Moderator informed that the shareholders or proxies who wish to vote on the ballot card must sign with a pen. Additionally, for those who have an inquiry, they shall provide their name, surname, and status as a shareholder or proxy before asking questions for the benefit of the Meeting recording.

In this regard, the Moderator informed the Meeting that there are 9 agendas for this Meeting. The required approval for each agenda is as follows:

1. Agenda 1, 3, 4, 5, and 6 required a majority vote of the total votes of the shareholders who attend the Meeting and cast their vote. Any abstention vote shall not be counted as the base for counting votes. In agenda 6, to consider and approve the appointment of directors to replace the directors retired by rotation, the shareholders shall vote individually for each director.

2. Agenda 2 was reported for acknowledgment; the resolution was not required.

3. Agenda 7 required a special vote of no less than two-thirds (2/3) of the total votes of shareholders who attend the Meeting.

Then, the Moderator informed the Meeting that according to the Articles of Association of the Company, the Chairman of the Board of Directors shall act as the chairman of the Meeting. The Moderator then invited Mr. Thanong Leeissaranukul, Chairman of the Board of Directors to act as the chairman of the Meeting (the "Chairman") and to declare the Meeting open and proceed to conduct the Meeting in line with the agenda item specified in the Invitation Letter.

The Chairman declared the duly meeting convened and assigned the Moderator to report the matters in accordance with the agenda item specified in the Invitation Letter.

**Agenda 1            To consider certifying the minutes of the Annual General Meeting of Shareholders for the year 2023**

The Chairman assigned the Moderator to report the details of this agenda to the Meeting.

The Moderator informed the Meeting that this agenda was to consider certifying the minutes of the Annual General Meeting of Shareholders for the year 2023 which was held at the Seminar room, 12<sup>th</sup> floor, The Sittipol 1919 Company Limited, No. 999 Rama 3 Road, Bangphongphang, Yannawa, Bangkok 10120, to consider matters according to the agenda specified in the invitation. The minutes of the meeting were prepared and submitted to the Stock Exchange of Thailand and the Department of Business Development, Ministry of Commerce, in accordance with the period specified by the relevant laws, as well as published the said minutes on the Company's website, [www.mvisioncorp.com](http://www.mvisioncorp.com). Details of which were as shown in the copy of the minutes enclosed with the invitation to this Meeting as Enclosure 1.

The Board of Directors deemed that the minutes of the Annual General Meeting of Shareholders was accurately recorded, and it was appropriately approved to propose the Annual General Meeting of Shareholders for the year 2024 to consider and certify the Minutes of the Annual General Meeting of Shareholders.

The Moderator gave the Meeting an opportunity to express their opinions and make their inquiries about the current agenda item. However, no opinion or inquiry was made.

The Moderator then proposed the Meeting to consider certifying the minutes of the Annual General Meeting of Shareholders. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and casted their votes (excluding abstentions).

**Resolution:** The Meeting certified the minutes of the Annual General Meeting of Shareholders for the year 2024, which was held on April 25, 2023. The resolution was approved by a majority vote of the total votes of the shareholders who attended the Meeting and casted their votes (excluding abstentions), where the voting results were as follows:

Approved	125,406,586	votes,	Equivalent to	100.0000	%
Disapproved	0	votes,	Equivalent to	0.0000	%
Abstained	0	votes,	Not being counted as a vote		
Voided ballots	0	votes,	Not being counted as a vote		
<b>Total</b>	<b>125,406,586</b>	<b>votes,</b>	<b>Equivalent to</b>	<b>100.0000</b>	<b>%</b>

**Agenda 2** To acknowledge the 2023 Company's operating result for the year ended December 31, 2023

The Chairman assigned the Moderator to report the details of this agenda to the Meeting.

The Moderator informed the Meeting that the Company had summarized the Company's operating results and significant development which occurred in the fiscal year 2023, the details of which appear in the 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report), which can be downloaded from the QR Code as enclosed together with this Meeting invitation letter in Enclosure 2, which was prepared in accordance with the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand.

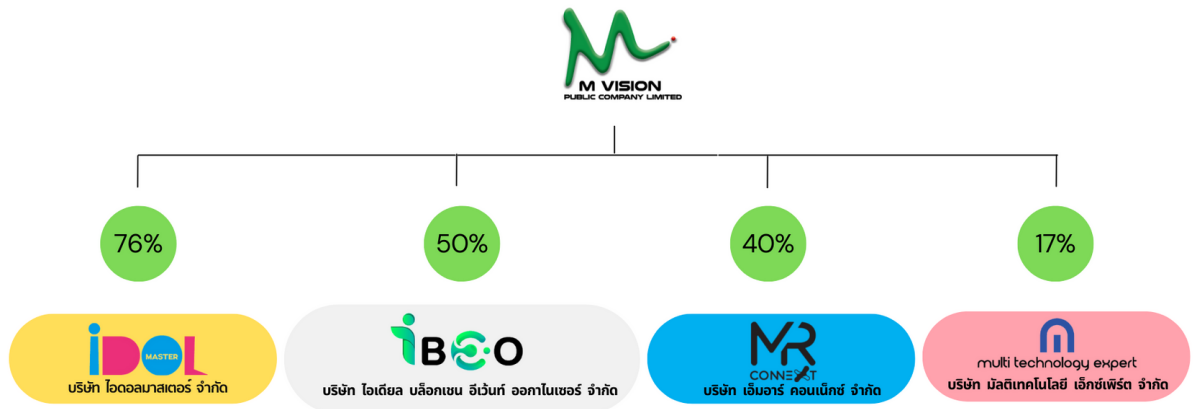
The Moderator informed the Meeting regarding the Company's commitment to conduct business with integrity and fairness by placing importance on business operations and social responsibility and all stakeholders in accordance with professional ethics, good morality, and ethics principle, Good Corporate Governance, relevant laws and regulations of both public and private sectors, and the Company's code of conduct. The Company has implemented an anti-corruption policy with a written guideline to prevent corruption and disclose it to the public through the Company's website to ensure that the decision and operation with risks of corruption will be carefully considered and performed.

The Chairman informed the Meeting that the Company desired to attend the Collective Action Coalition Against Corruption (CAC). The Company is currently looking into the criteria to ratify and doing a self-assessment for approval.

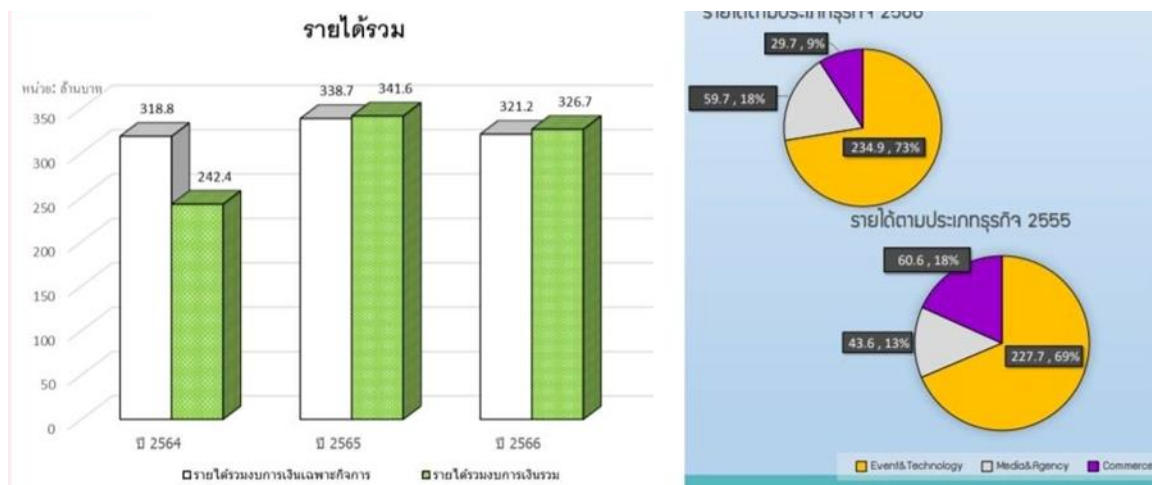
The Chairman invited Mr. Opas Cherdpunt, Chief Executive Officer, and Ms. Apsorn Wilartsakdanon, Chief Financial Officer, to report the Company's operating result for the year 2022 and business plan for the year 2023 and the near future to the Meeting.

Mr. Opas Cherdpunt reported the Meeting regarding the Company's structure which consists of Idolmaster Co., Ltd., Ideal Blockchain Event Organizer Co., Ltd., MR Connex Co., Ltd., and Multi Technology

Expert Co., Ltd. And thank you to the shareholders and proxies who attended the Meeting and apologize to the shareholders and investors for the Company's performance not meeting expectations. However, there are ways to improve earnings this year.

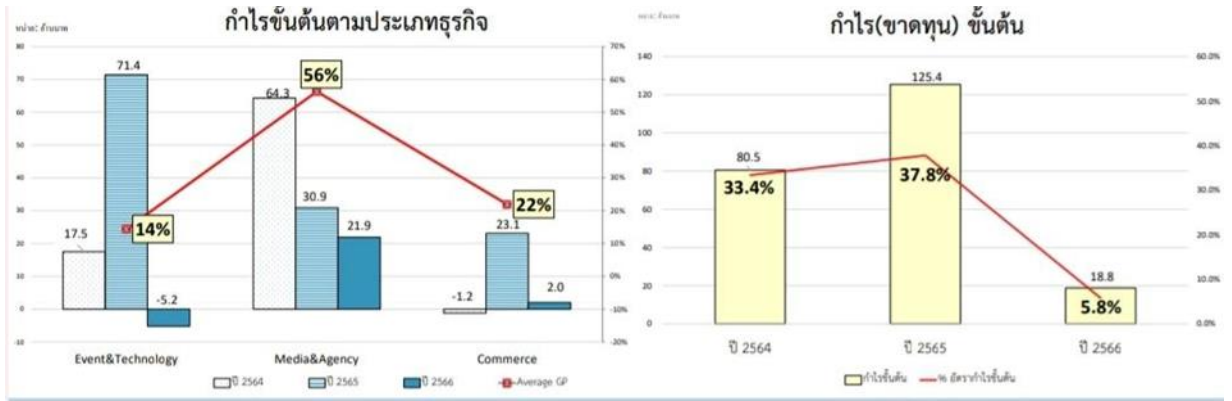


Then, Mr. Opas Cherdpunt allowed Ms. Apsorn Wilartsakdanon explained

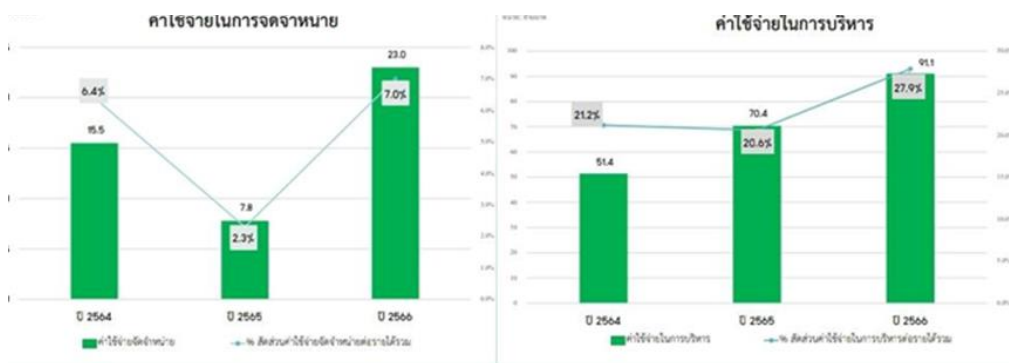


Miss Apsorn Wilartsakdanon reported to the Meeting the operating results un the financial statement for the year 2023. Total revenue in the separate financial statements was Baht 321.2 million and the consolidated financial statement was Baht 326.7 million. The income (excluded other income) of the group company has been separated into 3 segments as follows:

- (1) Event and Technology Segments comprising of organizing events, mainly are the mobile phone event (Thailand Mobile EXPO), the electrical vehicles and alternative panel (Bangkok EV EXPO), and the boat and water play expo (Thailand BOAT EXPO), which are the majority income of the Company. The income of 2023 was Baht 234.9 million, equivalent to 73% of total income.
- (2) Media & Agency Segment comprising of online and offline advertising media. The income in 2023 was Baht 59.7 million, equivalent to 18% of total income.
- (3) Commerce Segment comprising of sale of goods and trading business, including sales of MVP Coin and Bitcoin. The income in 2023 was Baht 29.7 million, equivalent to 9% of total income.



The Group's gross profit in 2023 will come mainly from its Media & Agency business segment. However, the main loss was due to the event and technology business that held new events and used a lot of media to invest.



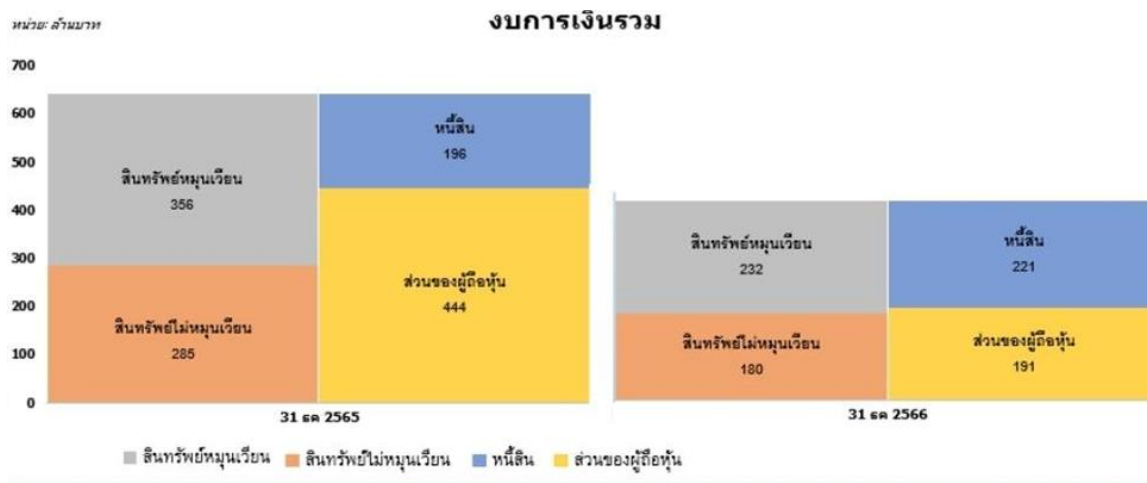
The distribution costs and administrative expenses increased due to the penetration into new markets both Bangkok EV EXPO and Thailand BOAT EXPO. public relations, advertisements and billboards were required to make Company's recognition to public known. Therefore, the expense for this section increased as well as write-off of corporate income tax, withholding tax and other assets that are not expected to benefit in the future according to accounting standards totaled approximately Baht 18.7 million, as well as increased depreciation.





The Company's Overview of the year 2023 demonstrated the heavy losses since its inception. The losses of the group company were Baht 289.5 million. The main loss came from the recording of the expected credit loss in accordance with accounting standard of various assets. The expected credit loss were prudently deliberated with caution, as follows

1. Allowance for the diminution of the value of digital asset, MPV coin equivalent to Baht 88.3 million
2. Allowance for impairment of digital asset mining machines of Baht 39.0 million
3. Allowance for credit losses of debtors Baht 34.7 million
4. Allowance for impairment of vehicles Baht 20.0 million



For the statements of financial position in the consolidated financial statements, the total assets were Baht 641 million in year 2023, but this year the assets decreased to Baht 412 million. This is mainly because there is a provision for credit losses that are expected to occur in the financial statements as mentioned above. The main current assets are receivables and advanced payment. For non-current assets, mainly as digital asset mining machines, caravan and event equipment.

Liabilities in 2022 were Baht 196 million, but this year it has increased to be Baht 221 million. This largely comes from an increase in creditors. Shareholders' equity decreased from Baht 444 million to Baht 191 million, because there are accumulated losses, shareholders' equity decreases.

### ลูกหนี้การค้า

(หน่วย : ล้านบาท)

	งบการเงินรวม					รวม	การประเมินรายลูกหนี้ สุทธิ	
	การประเมินแบบรวมกลุ่ม						รวม	
	ไม่เกินกำหนดชำระ	น้อยกว่า 3 เดือน	3-6 เดือน	7-12 เดือน	มากกว่า 12 เดือน			
ณ วันที่ 31 ธันวาคม 2566								
อัตราเลขาคูนทางด้านเครดิตที่คาดว่าจะเกิดขึ้น	0.2%	0.6-1.8%	2.5-5.1%	7.2-67.0%	100.0%			
มูลค่ารวมตามบัญชีที่คาดว่าลูกหนี้จะปฏิบัติตามสัญญา	28,306	34,614	2,096	5,717	33,317	104,051	147,978	251,587
ผลขาดทุนทางด้านเครดิตที่คาดว่าจะเกิดขึ้นตลอดอายุ	(63)	(422)	(70)	(1,338)	(33,317)	(35,211)	(78,894)	(108,814)
						<u>68,840</u>	<u>73,084</u>	<u>142,773</u>



Trade receivables have recorded allowance for expected credit loss that are expected to occur in accordance with accounting standards, classified by receivables class according to the age of receivables as of December 31, 2023. The Group has more than 12 months of overdue receivables of Baht 33 million and has fully set aside 100% provisions. In the future, if the Group receives payments from debtors, it will be able to reverse credit losses.

<b>เหมืองขุดบิตคอยน์ (Bitcoin Mining)</b>		
รายการเคลื่อนไหวสินทรัพย์ดิจิทัล เหรียญบิตคอยน์ (BITCOIN) สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2566 มีดังนี้		
	2566	
	เหรียญบิตคอยน์ (หน่วย:เหรียญ)	จำนวนเงิน (หน่วย:บาท)
ยอดคงเหลือต้นปี	5.74941195	3,466,331
<u>บวก</u> จำนวนเหรียญจากเหมืองขุดบิตคอยน์	46.58441170	43,084,705
<u>หัก</u> จำนวนเหรียญค่าบริการจัดการเหมืองขุดบิตคอยน์	(23.29220585)	(21,542,332)
<u>หัก</u> จำนวนเหรียญขาย	(25.54161780)	(21,888,769)
ยอดคงเหลือปลายปี	3.50000000	3,119,935

Bitcoin mining, the Company mined 42.6 Bitcoin coins, representing revenue of Baht 32.0 million during the year 2022. The Company mined 46.6 Bitcoin, representing revenue of Baht 43.1 million, and sold 25.5 Bitcoin coins, representing approximately Baht 21.9 million during the year 2023. The outstanding balance as at December 31, 2023 are 3.5 Bitcoin coins or Baht 3.1 million. During Q4/2023, the Company was unable to mine Bitcoin due to the Lao People's Democratic Republic (PDR) experiencing drought and rising electricity demand. As a result, hydroelectric power plants cannot generate enough electricity to meet demand. This is in accordance with accounting standards and caution principles. Therefore, the Company recorded an impairment for digital asset mining machines of Baht 39.0 million. As a result, the book value of digital asset mining machines as of December 31, 2023 was Baht 69.2 million. However, if in 2024, digital asset mining machines can resume mining bitcoin, there will be a chance to reverse the impairment for digital asset mining machines. According to accounting standards, impairment is considered once a year.

<b>สินทรัพย์ดิจิทัล เหรียญเอ็มวีพี (MVP COIN)</b>		
รายการเคลื่อนไหวสินทรัพย์ดิจิทัล เหรียญเอ็มวีพี สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2566 มีดังนี้		
	2566	
	เหรียญเอ็มวีพี (หน่วย:เหรียญ)	จำนวนเงิน (หน่วย:บาท)
ยอดคงเหลือต้นปี	86,482,705	56,711,196
<u>บวก</u> รับคืนเหรียญ	5,000,000	3,278,759
<u>หัก</u> จำนวนเหรียญขาย	(72,000)	(58,981)
<u>หัก</u> ซื้อสินค้าและบริการ	(465,809)	(443,193)
<u>บวก</u> อื่นๆ	414,000	198,414
<u>หัก</u> ปรับปรุง	-	(2,447,131)
ยอดคงเหลือปลายปี	91,358,896	57,298,936
ค่าเผื่อการลดมูลค่า		(57,298,936)
สุทธิ		-

Digital assets of MVP (MVP COIN) at the beginning of 2023 amounted to 86.5 million MPVs or a value of Baht 56.7 million. The remaining digital assets of MVP (MVP COIN) as of December 31, 2023 amounted to 91.4 million MPVs or a value of Baht 57.3 million and there is an allowance for devaluation in the value of digital assets of MVP coin of Baht 57.3 million. There is no trading on foreign boards where the reference price can be found exactly, in accordance with accounting standards, based on previously data and in accordance with prudent principles, the entire amount of an allowance for devaluation in the value of digital assets of MVP coin is recorded. Mr. Opas will inform this solution regarding the fair price and the feasibility study plan to make the MVP coin have a clear reference price later.

There is a lawsuit that involved Central JD Commerce Limited as the plaintiff for the restitution of property and damage compensation regarding the non-compliance with the memorandum in the amount of Baht 9.25 million since 2018. And the Company as the defendant. The case is currently under consideration by the Supreme Court. On October 20, 2023, the Company submitted an answer to the appeal and an objection to the request to stay the execution

Thereafter, Miss Apsorn Wilartsakdanon finished deliberating the report, then invited Mr. Opas Cherdpunt informed the Meeting.

Mr. Opas Cherdpunt informed regarding to the mobile phone event (Thailand Mobile EXPO), the event's format remained as previous format due to the unalterable significant of mobile market. EV EXPO event was the Company's first investment this year, no one ever company for electric vehicles event before. The Company organized the electrical vehicles and alternative panel (Bangkok EV EXPO), at Queen Sirikit National Convention Center with an investment approximately Baht 10-20 million per event. Therefore, the Company has recorded accounting losses in initial phase. The Company believes the electrical vehicles and alternative panel (Bangkok EV EXPO), are expected to replace vehicles in the market, for a while longer in time. Both Mobile EXPO and EV EXPO will be held in October 2024.

Music festivals will bounce back significantly, with 4 major events expected in 2023. From the original, there were 3 big events, a total of 7 large events, which were added as Huai Rai Elina, which was added as Huai Rai Elina, and Life Hug La Carabao. We have linked the Music Festival and MV Carravan to the same event, and this year we will do more about selling electric vehicles (EVs) and MV Carravan to be at the same event as well, which has already started in Phuket. The airport zone and Patong Beach are the main ones. Existing music festivals such as Big Mountain Music Festival and Wonderfruit are still there. The next event is the International Music Festival and MV Carravan that the company can afford. When the Music Festival is over, the company will rent a motorhome in seaside provinces such as Krabi, Rayong. Sometimes there are other businesses to supplement it, such as weddings. The reason for using the Krabi Rayong area is because it is close to the concert area, convenient to move.

MV Caravan's expansion plan this year is focused on managing nearby caravans to increase more services every year.

Regarding to Highkick energy beverage brand, the product mainly launched in Pathum Thani province and Rayong industrial estate. Two variant products are sugar added and sugar free beverages. The product highlight is ts contained the highest Taurine 1,200 milligrams, compared to other products in this category. The Company had obtained revenue of Baht 40 million In year 2023 and will receive a 2.5 % commission on sale.

For the boat and water play expo (Thailand BOAT EXPO) is the new event of the Company, the event organized in the end of year 2023. According to the Company was one of the top three organizers of boat shows globally, and no other company organized a boat show in Thailand. Although the investment in this venture was considerable, causing a decreasing in profit but the investment on the event was quite successful, with a 95 % turnout of international tourists. Time magazine voted Phuket a must-visit destination. In the year of 2023, the Thailand BOAT EXPO was renamed the Thailand BOAT Festival which offered more comprehensive experience. Its divided into 3 sections: 1. Entrepreneurs 2. Boat Owners 3. Resort Owners. The event expanded to fishing competition and diving due to highly increased interest to these activities, further to increase networking party, and camping activity also added to the event. The Company aimed to make the Boat Festival a global destination within 3-5 years. Additionally, the Company has planned to set the world record by gathering the most non-motorized boats together, kayaking activity around Phuket Island in this year.

Idol Master Co., Ltd. is an agency company. It is currently in the development phase of its own music and artists.

Ideal Blockchain Event Organizer Co., Ltd. is a company specializing in technology, blockchain and agency.

The Moderator gave the Meeting an opportunity to express their opinions and make their inquiries about the current agenda item. However, no opinion or inquiry was made. The Moderator informed the Meeting that this agenda was reported for acknowledgment and the resolution was not required, it was concluded that the Meeting hereby acknowledged the 2023 Company's operating result for the year ended 2023.

**Agenda 3            To consider approving the Company and its subsidiaries' financial statements for the accounting period ended December 31, 2023**

The Chairman assigned the Moderator to report the details of this agenda to the Meeting.

The Moderator informed the Meeting that in compliance with the Public Companies Limited Act B.E.2535, Section 112, and the Company's Articles of Association, Articles 44, stipulating that the Company shall arrange for the preparation of the balance sheet and the profit and loss statements at the end of the Company's accounting period, and have them audited by the Certified Public Accountant before submitting the same to the Annual General Meeting of Shareholders for approval.

The Company had correctly and completely prepared the financial statements of the Company and its subsidiaries for the accounting period ended December 31, 2023, in accordance with general accounting standards, which had been audited and certified by the Certified Public Accountant, and reviewed by the Audit Committee and by the Board of Directors. Details of which are as shown in the 2022 Annual Registration Statement/Annual Report (Form 56-1 One Report) Section "Financial Statements"), which can be downloaded from the QR Code as enclosed together with this meeting invitation letter in Enclosure 2.

The annual financial statements of the Company and its subsidiaries for the year ended December 31, 2022, present fairly, in material respects, in accordance with Thai Financial Reporting Standards (TFRSs), which

have been audited and signed by the certified auditor who expressed unqualified opinions, and reviewed by the Audit Committee and the Board of Directors.

The summary of the financial statements of the Company and its subsidiaries for the year ended December 31, 2022, are as follows:

The Company and its subsidiaries's total assets were Baht 412 million, the total liabilities were Baht 221 million, the shareholders' equity was Baht 191 million, the total revenue was Baht 327 million, the loss for the year was Baht 290 million, and loss per share was Baht 0.8925 per share.

The Board of Directors deemed it appropriate to propose the Annual General Meeting of Shareholders to consider approving the Company and its subsidiaries' s financial statements for the accounting period ended December 31, 2023, which were audited by the Certified Public Accountants who expressed unqualified opinions and reviewed by the Audit Committee and the Board of Directors.

The Moderator gave the Meeting an opportunity to express their opinions and make their inquiries about the current agenda item. However, no opinion or inquiry was made.

The Moderator then proposed the Meeting to consider approving the Company and its subsidiaries' financial statements for the accounting period ended December 31, 2023. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and casted their votes (excluding abstentions).

**Resolution:** The Meeting approved the Company and its subsidiaries' financial statements for the accounting period ended December 31, 2023. The resolution was approved by a majority vote of the total votes of shareholders who attended the Meeting and casted their votes (excluding abstentions), where the voting results were as follows:

Approved	125,406,586	votes,	Equivalent to	100.0000	%
Disapproved	0	votes,	Equivalent to	0.0000	%
Abstained	0	votes,	Not being counted as a vote		
Voided ballots	0	votes,	Not being counted as a vote		
<b>Total</b>	<b>125,406,586</b>	<b>votes,</b>	<b>Equivalent to</b>	<b>100.0000</b>	<b>%</b>

**Agenda 4** To consider approving the omission of the appropriation of income as a legal reserve and the omission of dividend payment for the year 2023

The Chairman assigned the Moderator to report the details of this agenda to the Meeting.

The Moderator informed the Meeting that in compliance with the Public Companies Limited Act B.E. 2535, Section 116, and the Company's Articles of Association, Article 47, stipulates that the Company is required to allocate not less than five (5) percent of the annual net profit as a legal reserve, less the accumulated losses carried forward (if any), until the legal reserve reaches the amount not less than ten (10) percent of the registered capital and in compliance with the Public Companies Limited Act B.E. 2535, Section 115, and the Company's

Articles of Association, Article 46, stipulates that no dividend shall be paid out of funds other than profit. In the case where the company still sustains an accumulated loss, no dividend shall be paid.

The Company has its dividend payment policy to be not lower than 40 percent of its net profit after corporate income tax and legal reserves, provided that such dividend payment does not significantly affect the Company's normal course of operation. In this regard, the dividend payment is subject to adjustment depending on the Company's growth prospect, investment plan, liquidity as well as suitability, and the necessity to create value for the Company's shareholders in the future. According to the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2023, the Company has loss for the year ended December 31, 2023, in the amount of Baht 288 million in the separated financial statement and accumulated deficit for the year ended December 31, 2023, in the amount of Baht 297 million in the separated financial statement.

The Board of Directors deemed it appropriate to propose the Meeting for the year 2024 to consider approving the omission of the appropriation of income as a legal reserve for the year 2023 and consider approving the omission of dividend payment for the year 2023 to be in accordance with the Company's Articles of Association, Articles 46, as the Company still has accumulated deficit.

The Moderator gave the Meeting an opportunity to express their opinions and make their inquiries about the current agenda item. However, no opinion or inquiry was made.

The Moderator informed that this agenda required a majority vote of the shareholders who attended the Meeting and casted their votes (excluding abstentions).

**Resolution:** The Meeting approved the omission of the appropriation of income as a legal reserve for the year 2023 and approved the omission of dividend payment for the year 2022. The resolution was approved by a majority vote of the total votes of shareholders who attended the Meeting and casted their votes (excluding abstentions), where the voting results were as follows:

Approved	125,406,586	votes,	Equivalent to	100.0000	%
Disapproved	0	votes,	Equivalent to	0.0000	%
Abstained	0	votes,	Not being counted as a vote		
Voided ballots	0	votes,	Not being counted as a vote		
<b>Total</b>	<b>125,406,586</b>	<b>votes,</b>	<b>Equivalent to</b>	<b>100.0000</b>	<b>%</b>

**Agenda 5** To consider approving the appointment of the Company's auditor and audit fee for the year 2024

The Chairman assigned the Moderator to report the details of this agenda to the Meeting.

In compliance with the Public Companies Limited Act B.E. 2535, Section 120, and the Company's Articles of Association, Article 41, which stipulates that the Annual General Meeting of Shareholders must appoint the Company's external auditor and determine the audit fee for every fiscal year. The Company's Articles of Association, Article 48 stipulates that the auditor must not be a director, employee, or person holding any position of the Company. In

addition, according to the Notification of the Securities and Exchange Commission No. TorJor. 75/2561 Re: Rules, Conditions, and Procedures for Disclosure of Information relating to Financial Status and Operating Result of Listed Company (No. 14), the Company is required to comply with regulations regarding rotation of the auditor, whereby the auditor, who has performed the auditing services to the Company for 7 years consecutively, shall cease his/her auditing services to the Company for a consecutive period of 5 fiscal years. In this regard, the rotation may be made by appointing other auditors in the same auditing firm in replacement of the previous auditor, without having to change the auditing firm.

Asst. Prof. Orathai Wanichdee, Chairman of the Audit Committee, informed the Meeting that the Audit Committee has considered the auditor's qualification in compliance with the Securities and Exchange Commission's stipulation; independence, knowledge, and experience in auditing including the propriety of the audit fee. Thus, it is deemed appropriate to propose to the Board of Directors to appoint the auditor from , PKF Audit (Thailand) Company Limited to be the Company's auditor. Further, PKF Audit (Thailand) Company Limited is a well-known company for its professional service and experience, as well as not having any relationship or conflicts of interest against the Company, subsidiary companies, executive management, major shareholders, or persons related to such person. The Audit Committee then proposed to the Board of Directors to appoint , PKF Audit (Thailand) Company Limited as the auditor of the Company and its subsidiaries for the year 2023 as follows:

Name of Auditors	Certified Public Accountant Number	Number of Years Engaged in Auditing Services to Company
(1) Mr. Banthit Tangpakorn and/or	8509	Never express an opinion on the Company and its subsidiaries' financial statement
(2) Ms. Sawinee Sawanont and/or	7092	Never express an opinion on the Company and its subsidiaries' financial statement
(3) Ms. Tanyarat Kongniwatsiri	11887	Never express an opinion on the Company and its subsidiaries' financial statement

Any of the aforesaid auditors shall perform the audit and express an opinion on the Company's and the subsidiaries' financial statements which uses the same auditing firm, i.e., Idolmaster Co., Ltd., Ideal Blockchain Event Organizer Co., Ltd., and sign the Company's financial statements. If the auditors are unable to perform their duties, PKF Audit (Thailand) Company Limited shall procure another certified public accountant of the office to audit the accounts and express opinions on the Company's and the subsidiaries' financial statements on behalf of the auditors as mentioned above.

Moreover, the Audit Committee has considered the auditor's qualification and approved to propose the audit fee for the year 2024 for the Company in the amount of Baht 2,310,000 and for the subsidiaries in the amount of Baht 40,000 with no other expenses.

The audit fee of the Company has increased by Baht 760,000 from Baht 1,550,000 to Baht 2,310,000 due to the following reasons:

Name	Year 2024 (Proposed year)		Year 2023	
	Audit fee	Non-audit fee	Audit fee	Non-audit fee
Company	Baht 2,310,000	-	Baht 1,550,000	-
Subsidiaries	Baht 40,000	-	Baht 120,000	-
Total	Baht 2,350,000	-	Baht 1,670,000	-

- (1) The Company obtained Digital assets, leading to prolonged auditing times for accounting auditors.
- (2) The increase in workload and new business ventures, as mentioned in Agenda 2, gave results to a higher volume of transactions and entries, leading to prolonged auditing times for accounting auditors.
- (3) The cost of hiring accounting auditors increased due to inflationary pressure.

The Board of Directors agreed with the proposal of the Audit Committee, and deemed it appropriate to propose the Annual General Meeting of Shareholders to consider approving the 3 auditors as mentioned above from PKF Audit (Thailand) Company Limited to be the Company's and subsidiaries' auditor for the year 2024. Moreover, the Board of Directors deemed it appropriate to propose the Annual General Meeting of Shareholders to approve the audit fee for the year 2024 for the Company in the amount of Baht 2,310,000 and the subsidiaries in the amount of Baht 40,000 with no other expenses. If the auditors are unable to perform their duties, PKF Audit (Thailand) Company Limited shall procure another certified public accountant of the office to audit the accounts and express opinions on the Company's and the subsidiaries' financial statements on behalf of the auditors as mentioned above.

The Moderator gave the Meeting an opportunity to express their opinions and make their inquiries about the current agenda item. However, no opinion or inquiry was made.

The Moderator then proposed the Meeting to consider approving the appointment of the Company's auditor and audit fee for the year 2024. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and casted their votes (excluding abstentions).

**Resolution:** The Meeting approved the appointment Mr. Bantthit Tangpakorn CPA Registration No. 8509 and/or Ms. Sawinee Sawanont CPA Registration No. 7092 and/or Ms. Tanyarat Kongniwatsiri CPA Registration No. 11887 from PKF Audit (Thailand) Company Limited to be the Company's auditor for the year 2024 and approve the audit fee for the year 2024 for the Company in the amount of Baht 2,310,000 and the subsidiaries in the amount of Baht 40,000 with no other expenses. The resolution was approved by a majority vote of the total votes of shareholders who attended the Meeting and casted their votes (excluding abstentions), where the voting results were as follows:

Approved	125,406,586	votes,	Equivalent to	100.0000	%
Disapproved	0	votes,	Equivalent to	0.0000	%
Abstained	0	votes,	Not being counted as a vote		
Voided ballots	0	votes,	Not being counted as a vote		
<b>Total</b>	<b>125,406,586</b>	<b>votes,</b>	<b>Equivalent to</b>	<b>100.0000</b>	<b>%</b>



**Agenda 6**      **To consider approving the appointment of the Company's directors to replace those who retire by rotation**

The Chairman assigned the Moderator to report the details of this agenda to the Meeting.

The Moderator informed the Meeting that in compliance with the Public Companies Limited Act B.E. 2535, Section 71, and the Company's Articles of Association, Article 20, stipulates that at least one-third (1/3) of the total members of the directors must retire by rotation. In this respect, the retired directors will be eligible for re-election. In the Meeting, there are 3 directors to be retired by rotation due to complete their terms as follows:

- |                               |                                                                                                                                                          |
|-------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1) Mr.Opas Cherdpunt          | Director / Chairman of the Executive Director / Risk management committee member / Nomination and Remuneration Committee member/ Chief Executive Officer |
| 2) Mr.Kongphan Pramoj         | Director / Audit Committee member / Independent Director                                                                                                 |
| 3) Miss Apsorn Wilartsakdanon | Director / Executive Director / Risk management committee member / Chief Financial Officer / Company Secretary                                           |

The Company had invited shareholders to nominate candidates to be elected as the Company's directors from November 3, 2023, to January 26, 2024, via the Company's website and notified the shareholders through the Stock Exchange of Thailand. However, upon the due date, no shareholders nominated any qualified persons for election as directors.

The Nomination and Remuneration Committee has followed the recruitment process in accordance with the criteria for nominating directors of the Company by considering suitability, i.e., qualifications, competence, experience, skills, and professional expertise, including the composition of the total number of directors of the Company, efficiency, and their performance as a director of the Company in the past. The Nomination and Remuneration Committee reviewed the qualifications of the directors who would retire by rotation and were of the opinion that these 3 directors had full qualifications, did not possess any prohibited characteristics under Public Companies Limited Act B.E. 2535 and relevant notifications of the Securities and Exchange Commission and the Stock Exchange of Thailand, have experience, knowledge, and expertise, and are the keys to Company's ongoing progress and prosperity and carefully performed their duties as well as their the continuance in performance, and their performance as directors and member of the sub-committee. Therefore, it is deemed appropriate to propose the Board of Directors to propose the Annual General Meeting of Shareholders to consider approving the reappointment of the directors who would retire by rotation as the Company's directors and other positions for another term.

Information of individuals nominated as the directors to replace the directors who retired by rotation was delivered to the Company's shareholders together with this invitation to the 2023 Annual General Meeting of Shareholders in Enclosure 3. To comply with good corporate governance, the Moderators asked the 3 directors to temporarily leave the Meeting during the votes on this agenda.

The Board exclusive of the directors with interests in this matter) has carefully considered, in accordance with the criteria for nominating directors of the Company, and was of the opinion that the nominated 3 directors are qualified under Public Companies Limited Act B.E. 2535 (as amended) and relevant notifications of the Stock

Exchange of Thailand, the Securities and Exchange Commission, and Capital Market Supervisory Board, and do not possess any prohibited characteristics according to the regulation of the Securities and Exchange Commission. Further, in the past, the 3 directors performed their duties as directors and sub-committees with great efficiency and provided comments and recommendations highly beneficial to the Company's operations. Therefore, the Board agreed with the proposal of the Nomination and Remuneration Committee and deemed it appropriate to propose the Annual General Meeting of Shareholders 2023 to consider approving the reappointment of (1) Mr. Opas Cherdpunt (2) Mr. Kongpan Pramroj and (3) Miss Apsorn Wilartsakdanon, the directors who would retire by rotation as the Company's directors and other positions for another term.

The Moderatos presented the details of each director and gave the Meeting an opportunity to express their opinions and make their inquiries before the voting for each director. However, no opinion or inquiry was made.

The Moderator then proposed the Meeting to consider approving the appointment of the Company's directors to replace those who retire by rotation. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and casted their votes (excluding abstentions). The votes would be conducted individually for each director.

**Resolution:** The Meeting approved the appointment of the Company's directors to replace those retiring by rotation, three directors, namely, (1) Mr. Opas Cherdpunt (2) Mr. Kongpan Pramroj and (3) Miss Apsorn Wilartsakdanon, who would retire by rotation, as directors of the Company for another term. The resolution was approved by a majority vote of the total votes of shareholders who attended the Meeting and casted their votes (excluding abstentions), detailed as follows:

1) Mr. Opas Cherdpunt as Director / Executive Director

Approved	98,584,867	votes,	Equivalent to	100.0000	%
Disapproved	0	votes,	Equivalent to	0.0000	%
Abstained	26,821,719	votes,	Not being counted as a vote		
Voided ballots	0	votes,	Not being counted as a vote		
<b>Total</b>	<b>125,406,586</b>	<b>votes,</b>	<b>Equivalent to</b>	<b>100.0000</b>	<b>%</b>

2) Mr. Kongpan Pramroj as Director / Independent Director

Approved	124,950,451	votes,	Equivalent to	100.0000	%
Disapproved	0	votes,	Equivalent to	0.0000	%
Abstained	456,135	votes,	Not being counted as a vote		
Voided ballots	0	votes,	Not being counted as a vote		
<b>Total</b>	<b>125,406,586</b>	<b>votes,</b>	<b>Equivalent to</b>	<b>100.0000</b>	<b>%</b>

3) Miss Apsorn Wilartsakdanon as Director / Executive Director

Approved	124,706,586	votes,	Equivalent to	100.0000	%
Disapproved	0	votes,	Equivalent to	0.0000	%
Abstained	700,000	votes,	Not being counted as a vote		
Voided ballots	0	votes,	Not being counted as a vote		
<b>Total</b>	<b>125,406,586</b>	<b>votes,</b>	<b>Equivalent to</b>	<b>100.0000</b>	<b>%</b>

Upon the completion of the voting, the Moderator invited the directors to come back to the Meeting.

**Agenda 7** To consider approving the director's remuneration for the year 2023

The Chairman assigned the Moderator to report the details of this agenda to the Meeting.

The Moderator informed the Meeting that in compliance with the Public Companies Limited Act B.E. 2535, Section 90, and the Company's Articles of Association, Article 25, stipulate that the Company's directors are eligible to receive remuneration from the Company as per the consideration and resolution of the shareholders' meeting. The remuneration of the director shall be stipulated in the exact amount or specific particular criteria and will be stipulated from time to time or effective until the shareholders' meeting has determined a change of such resolution. In addition, the Company's directors are eligible to receive the allowance and benefits according to the regulations of the Company.

The Nomination and Remuneration Committee considered the propriety of the remuneration of the directors by taking into account the duties and responsibilities of the directors and comparing them with the same industry and of similar size of business and deemed it appropriate to propose the Board of Directors to propose the Annual General Meeting of Shareholders to consider approving the director's remuneration for the year 2023 at the same rates applied in 2022, at the amount of not exceeding Baht 2,000,000, with no other compensation. In addition, Directors who are involved in the management of the Company request not to receive the remuneration for the years 2022 and 2023.

The Board of Directors agreed with the proposal of the Nomination and Remuneration Committee, and deemed it appropriate to propose the Annual General Meeting of Shareholders 2023 to consider approving the remuneration of the directors and various standing committees for the year 2023 not exceeding Baht 2,000,000 There is no other compensation as follows:

Position	Meeting Allowance per Time in 2023 (Proposed year)	Meeting Allowance per Time in 2022
Board of Directors		
- Chairman of the Board	Baht 15,000	Baht 15,000
- Director	Baht 10,000	Baht 10,000

Position	Meeting Allowance per Time in 2023 (Proposed year)	Meeting Allowance per Time in 2022
Audit Committee		
- Chairman of the Audit Committee	Baht 15,000	Baht 15,000
- Member of the Audit Committee	Baht 10,000	Baht 10,000
Risk Management Committee *		
- Chairman of the Risk Management Committee	Baht 15,000	Baht 15,000
- Member of the Risk Management Committee	Baht 10,000	Baht 10,000
Nomination and Remuneration Committee *		
- Chairman of the Nomination and Remuneration Committee	Baht 15,000	Baht 15,000
- Member the Nomination and Remuneration Committee	Baht 10,000	Baht 10,000

\* In this regard, directors who are involved with the management of the Company shall not be entitled to receive such remuneration for the year 2022 and 2023.

The Moderator gave the Meeting an opportunity to express their opinions and make their inquiries about the current agenda item. However, no opinion or inquiry was made.

The Moderator then proposed the Meeting to consider approving the director's remuneration for the year 2023. In this regard, this agenda required a vote of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting.

**Resolution** The Meeting approved the director's remuneration for the year 2023 not exceeding Baht 2,000,000 as proposed in all respect. The resolution was approved by an affirmative vote of not less than two-thirds (2/3) of total votes of the shareholders attending the meeting, detailed as follows:

Approved	125,406,586	votes,	Equivalent to	100.0000	%
Disapproved	0	votes,	Equivalent to	0.0000	%
Abstained	0	votes,	Equivalent to	0.0000	%
Voided ballots	0	votes,	Equivalent to	0.0000	%
<b>Total</b>	<b>125,406,586</b>	<b>votes,</b>	<b>Equivalent to</b>	<b>100.0000</b>	<b>%</b>

#### Agenda 8 Other matters (if any)

The Moderator informed the Meeting that this agenda was the last agenda and gave the Meeting an opportunity to express their opinions and make their inquiries.


Mrs. Suraswadee Khamthian a proxy from the Thai Investors Association, inquired 1. progress of investment in Lao People's Democratic Republic (Lao PDR) 2. Liquidity of the Company's digital MVP.

Mr. Opas Cherdpan clarified that according to Agenda 2 on the progress of investment in the Lao People's Democratic Republic (Lao PDR), the Company is considering two options. The first option is to invest in the same place, at present, the company has contacted the power plant in Lao PDR directly. There is no need to go through an intermediary or broker on the Lao PDR's side, electricity bill Prepayment. The second option is to relocate a location that is not far from the original location but still in Lao PDR, but the relocation costs to dismantle and rebuild the structure. Therefore, it is now in the process of deciding which way to invest.

The second issue is the liquidity of digital MVP coins. The Company has a duty to prove the true value of the coin with sufficient reason, which can be linked to the provision of reserves. Since proving the value of coins requires a lot of people to buy them, the Company has a duty to make the coins actually valued. The Company sees that it is not difficult to happen from music festivals and various events of the Company. When there is more work the demand for coins is increasing. However, the Company must consult with the auditor again to determine whether the price to be determined is sufficient and acceptable.

Miss Apsorn Wilartsakdanon would like to inform that on Agenda 4 about the resolution of omission of the appropriation of income as a legal reserve but in the financial statements, as published meeting documents, according to the enclosure 2 during 2023, the statutory reserve allocation increased from 2022 to the amount of Baht 228,611. The reason for the allocation of legal reserve is because during Q1/2023, the Company made a profit, so the legal reserve was allocated in the amount of Baht 228,611, but considering the full year, the Company made a loss as of December 31, 2023, the legal reserve should be equal to Baht 1,000,000. The amendment does not affect shareholders's equity in any way, the profit and loss figures remained the same.

As there were no additional questions or opinions, the Chairman, therefore, expressed his appreciation to all shareholders for their dedication to attending the Meeting and proposing suggestions to the Company. Then, the Chairman then declared the Meeting adjourned at 15.45 hrs.

  
Signed \_\_\_\_\_ Chairman  
Mr. Thanong Leeissaranukul  
Chairman of the Board of Directors

  
Signed \_\_\_\_\_ Meeting Recorder  
Miss Apsorn Wilartsakdanon  
Company Secretary