



Sky ICT Public Company Limited

# Invitation to 2025 Annual General Meeting of Shareholders

April 25, 2025 at 2:00 p.m.  
via Electronic Devices (e-AGM) only

April 3, 2025

Agenda Invitation to the 2025 Annual General Meeting of Shareholders

Dear Shareholders

- Enclosures
1. Copy of minutes of the 2024 Annual General Meeting of shareholder on April 26, 2024
  2. Annual Report for year 2024 of the Company (56-1 One Report 2024) as a QR Code, together with the Company's Financial Statements
  3. Profiles of directors for appointment to replace retiring directors by rotation
  4. Information of Memorandum Regarding the Private Placement Offering of Newly Issued Shares of Sky ICT Public Company Limited to Enoch Communications Co., Ltd. which is a private placement investor
  5. Capital Increase Report Form (F 53-4)
  6. Prohibitions of Actions regarded as Business domination by Foreigners
  7. Acceptance for the invitation of online meeting
  8. Explanation on Appointment of Proxy, Registration and Evidence for Meeting Attendance
  9. Articles of Association of the Company only applicable to the Shareholders' Meetings
  10. Profiles of Independent Directors nominated for proxy appointment
  11. Proxy form (format optional)
  12. Privacy Notice for the 2024 Annual General Meeting of Shareholders

The Board of Directors' Meeting of Sky ICT Public Company Limited (hereinafter referred to as "**Company**") No. 1/2025, held on February 27, 2025, had resolved to convene the 2025 Annual General Meeting of Shareholders (hereinafter referred to as "**Meeting**") on April 25, 2025 at 2:00 p.m. via electronic devices (e-AGM) only, pursuant to the Electronic Meetings Act B.E. 2563 and other related laws and regulations, and the list of shareholders entitled to attend the meeting (Record Date) is set for March 21, 2025, with the following agenda:

**Agenda 1 To consider and certify the Minutes of the 2024 Annual General Meeting of Shareholders, which was held on April 26, 2024**

*Background Information*

The 2024 Annual General Meeting of shareholders was held on Friday April 26, 2024 and the Company had prepared the minutes and submitted to the Stock Exchange of Thailand ("**SET**") and Ministry of Commerce within timeframe as prescribed by law. The minutes were also disclosed on the Company's website at <http://www.skyict.co.th/> details of which appear in the Enclosure 1, there was no objection or amendment thereto.

*Board of Directors' Opinion*

The Board of Directors deemed that the Minutes of the 2024 Annual General Meeting of shareholders, held on April 26, 2024 was correctly recorded according to the meeting's resolution. It is considered appropriate for the meeting of shareholders to certify.

Voting

This agenda shall be passed by a majority vote of the total number of votes of shareholders who attend the Meeting and cast their votes.

**Agenda 2 To consider and acknowledge the 2024 operation results of the Company**

Background Information

The Company's operation results for the year 2024, as presented in Annual Report for year 2024, (56-1 One Report 2024) were delivered to shareholders with the invitation details of which appear in the Enclosure 2.

Board of Directors' Opinion

The Board of Directors deemed it appropriate to propose that the Meeting consider and acknowledge the Company's operation results for the year 2024.

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

Background Information

The Company's financial statement, ended on December 31, 2024, was approved by the Audit Committee, which appears on the Company's financial statement, verified by the account auditors, as ended on December 31, 2024. These were delivered to shareholders with the invitation details of which appear in the Enclosure 2.

Board of Directors' Opinion

The Board of Directors deemed it appropriate to propose that the Meeting consider and approve the aforementioned financial statement.

Voting

This agenda shall be passed by a majority vote of the total number of votes of shareholders who attend the Meeting and cast their votes.

**Agenda 4 To consider and approve the omission of the allocation of net profit to the legal reserve and the omission of the dividend payment for the operating results for the year 2024**

Background Information

According to Public Limited Companies Act B.E. 2535 (including any amendment) ("Public Limited Companies Act"), limited companies must appropriation a portion of profit as a reserve funds at no less than 5 percent of the annual net profit, until this reserve fund is no less than 10 percent of the registered fund.

At present, the Company's reserve fund is amount THB 35,773,996.00 in full as required by law and in accordance with the Company's Article of Association, therefore, the Company is not required to allocate additional net profit as legal reserves.

In addition, the Company has a dividend payment policy to shareholders at no less than 40 percent of the net profit after income tax deduction, and reservation deduction according to the law. However, the dividend payment may be subjected to change. This depends on the investment plan, liquidity, necessity, and other appropriateness. For the dividend according to performance of year 2024, as the Company needs cash flow for operations of year 2025 then the Board of Directors deemed to omission of dividend payment for the year 2024.

#### Board of Directors' Opinion

The Board of Directors deemed it appropriate to propose that the Meeting consider and approve the omission of the allocation of net profit to the legal reserve and the omission of the dividend payment for the operating results for the year 2024.

#### Voting

This agenda shall be passed by a majority vote of the total number of votes of shareholders who attend the Meeting and cast their votes.

### **Agenda 5 To consider and approve the appointment of directors in place of those who are due to retire by rotation**

#### Background Information

According to the Company's regulation Clause 16 indicates at every Annual General Meeting of Shareholders, one-third (1/3) of the Board of Directors shall retire. If directors number is not dividable by three portion, then directors will be retired amount closest to one-third. The directors who retire by rotation in the first and second year after becoming a public company shall be drawn by lots. After that, the directors who have been in position the longest shall retire first. The directors who retired at that time may be re-elected into a position. In 2025, the following 2 directors who are due to retire are as follows:

1. Mr. Somkit Lertpaithoon                      Director / Chairman
2. Mr. Somchai Poolsavasdi                      Director / Vice President

With respect to the nomination of candidates in replacement of the directors due to retire by rotation, the Board of Directors assigned the Nomination and Remuneration Committee to consider the nomination of the persons qualified to be directors, and then proposed the names of such candidates to the Board of Directors. In this regard, the Company provided opportunities for shareholders to propose qualified candidate to be nominated as the Director for the 2025 Annual General Meeting of Shareholders since December 27, 2024 to January 31, 2025, there is no shareholder proposed the name of the person who is qualified to be appointed as the Company's director.

However, with regard to the consideration of election of new directors (the Interested director was prohibited from participating in the meeting), the Nomination and Remuneration Committee had proposed its opinion to the Board of Directors that the two (2) retiring directors are qualified, knowledgeable, well-experienced, visionary, ethical, as well as possessing good leadership skills, with an excellent attitude toward the organization, and are able to devote their time in the best interests of the Company's business operation. In addition, it also took into account the characteristics and does not have any prohibited characteristics under the Public Limited Companies Act and Securities and Exchange Act B.E. 1992 (and its amendment) ("Securities and Exchange Act") as well as related regulations for those who will hold positions as independent directors, they are qualified as independent directors in accordance with the requirements of the Securities and Exchange Commission, including the Company's definition of an "Independent Director(s)" and be able to give independent opinions in relation to the relevant rules and regulations

#### Board of Directors' Opinion

The Board of Directors has considered for the most appropriate and useful of the Company's operation, and deemed it appropriate to propose that the Meeting consider and approve the re-appointment 2 directors; Mr. Somkit Lertpaithoon and Mr. Somchai Poolsavasdi returned as directors for another term.

#### Voting

This agenda shall be passed by a majority vote of the total number of votes of shareholders who attend the Meeting and cast their votes.

### **Agenda 6 To consider and approve the remuneration for directors for the year 2025**

#### Background Information

According to the Public Company Limited Act BE. 2535 Section 90, the payment of directors' remuneration shall be in accordance with the resolution of the shareholders' meeting, comprising of the votes of not less than two-thirds of the total votes of the shareholders attending the meeting, and for the Board of Directors receive remuneration for their performance of duties properly and fairly, this includes sub-committees' remuneration which the Board of Directors has considered and appointed to supervise the management in various fields in accordance with the specified policies. Therefore, the Nomination and Remuneration Committee has proposed to the Board of Directors to determine of remuneration of directors for year 2025. The considerations were made on the Company's operation results, the director's duties and responsibilities, as well as director's remuneration of other company in the same industrial. The remuneration of directors for the year 2025 as follow.

Meeting	Remuneration (THB)		Meeting Allowance (THB)	
	Monthly basis		Per meeting	
	Y 2024	Y 2025	Y 2024	Y 2025
<b>Board of Directors / Shareholder</b>				
Chairman	26,000.00	26,000.00	25,000.00	25,000.00
Vice Chairman	22,000.00	22,000.00	19,000.00	19,000.00
Director	18,000.00	18,000.00	14,000.00	14,000.00

Meeting	Remuneration (THB)		Meeting Allowance (THB)	
	Monthly basis		Per meeting	
	Y 2024	Y 2025	Y 2024	Y 2025
<b>Audit Committee</b>				
Chairman	-	-	20,000.00	20,000.00
Director	-	-	14,000.00	14,000.00
<b>Risk Management Committee</b>				
Chairman	-	-	20,000.00	20,000.00
Director	-	-	14,000.00	14,000.00
<b>Nomination and Remuneration Committee</b>				
Chairman	-	-	20,000.00	20,000.00
Director	-	-	14,000.00	14,000.00
<b>Corporate Governance and Sustainability Committee</b>				
Chairman	-	-	20,000.00	20,000.00
Director	-	-	14,000.00	14,000.00

In this regard, the monthly remuneration for year 2025 and meeting allowance in aggregate shall not exceed THB 4,700,000.00 per year. In addition, the directors, who are employee of the Company, shall not be entitled to receive meeting allowance for the sub-committee meetings.

Other benefits : None

#### Board of Directors' Opinion

The Board of Directors deemed it appropriate to propose that the Meeting consider and approve remuneration of directors for year 2025 as proposed above. Effective May 1, 2025 onwards.

#### Voting

This agenda shall be passed by the votes of not less than two-thirds of the total number of votes of shareholders who attend the Meeting.

**Agenda 7 To consider and approve the appointment of the auditor and the audit fee for the accounting period 2024**

#### Background Information

The Board of Directors and the Audit Committee have considered and propose that the Meeting consider and approve the appointment of the following auditors from PricewaterhouseCoopers ABAS Ltd., as the auditors for the year 2025:

Name	CPA Registration No.	Number of years of auditing for the company
1. Ms. Nuntika Limviriyalers and/or	7358	1
2. Mr. Paiboon Tankun and/or	4298	-
3. Ms. Tithinua Vankeo	9432	-

In case those auditors cannot perform their duties to the Company, PricewaterhouseCoopers ABAS Ltd. shall procure other auditor of PricewaterhouseCoopers ABAS Ltd. to the Company instead. Also fixing the auditor's remuneration for the year 2025 at the total amount not exceeding THB 3,700,000.00.

Details (Unit: Baht)	2024	2025
Audit fee	3,700,000.00	3,700,000.00
Non-Audit fee	None	None
<b>Total</b>	<b><u>3,700,000.00</u></b>	<b><u>3,700,000.00</u></b>

Notably, the proposed auditors have no relations or conflicts of interests with the Company, directors, major shareholders or any other persons related to aforementioned individuals.

#### Board of Directors' Opinion

The Board of Directors and Audit Committee deemed it appropriate to propose that the Meeting consider and approve the appointment of the following auditors from PricewaterhouseCoopers ABAS Ltd., as the auditors for the year 2025 and approve the auditor's remuneration for the year 2025 at the total amount not exceeding THB 3,700,000.00. as specified above.

#### Voting

This agenda shall be passed by a majority vote of the total number of votes of shareholders who attend the Meeting and cast their votes.

*In the consideration of Agenda 8 to 10, these items are interrelated. Therefore, if any of the items is not approved by the shareholders' meeting, it will be considered that the previously approved items are automatically canceled, and no further consideration will be made for the remaining items.*

**Agenda 8 To consider and approve the acquisition and transfer of the entire business in accordance with the business transfer plan between the Company and Enoch Communications Co., Ltd., including the execution of the entire business transfer agreement, related agreements, contracts, and relevant document**

#### Background Information

The resolutions adopted by the Board of Directors at its Meeting No. 1/2025 held on 27 February 2025 has approved to propose to the shareholders' meeting for approval of the acquisition and transfer of all business operations under the entire business transfer plan between the Company and Enoch Communications Co., Ltd. ("**Enoch**"), whose shareholders comprise four individuals, namely: (1) Mr. Veera Thamcharas, (2) Ms. Renu Thamcharas, (3) Mr. Thanit Thamcharas, and (4) Ms. Suda Thamcharas (collectively, the "**Enoch Shareholders**"). The Enoch Shareholders are not connected persons to the Company. The Company will acquire and assume all of Enoch's business operations, including assets, liabilities, rights, obligations, and responsibilities, both present and future, as of the date of the entire business transfer, which includes 60,000 common shares, each with a par value of THB 100, in Callvoice Communications Co., Ltd. ("**Callvoice**"), a subsidiary of Enoch, representing 60 %

of Callvoice’s total registered and paid-up capital. This also includes entering into an entire business transfer agreement, related contracts, and other relevant documents (the **"Entire Business Transfer Transaction"**).

The Company would like to inform the key details of the entire business transfer transaction as follows:

<b>Date of the Transaction</b>	<p>The transaction will take place only if: (a) the Company obtains approval from the 2025 Annual General Meeting of Shareholders, scheduled for April 25, 2025. (b) Enoch obtains approval from its Board of Directors and/or shareholders’ meeting, as required by law (c) the Company receives approval from the Securities and Exchange Commission (“SEC”) for the issuance of shares through a private placement.</p> <p>The Company expects to complete the transaction within the second quarter of 2025.</p>								
<b>Related Parties</b>	<p>Transferees: The Company</p> <p>Transferor: Enoch</p>								
<b>Amount and Details of Securities Issued as Consideration for the Acquisition of Assets</b>	<p>The Company's newly issued ordinary shares, not exceeding 1,800,000 shares, with a par value of THB 0.50 per share, will be offered at a price of THB 20 per share, for a total offering value of THB 36,000,000.</p>								
<b>Details of Acquired Assets</b>	<p>The entire business of Enoch, which includes all current and future assets, liabilities, rights, duties, and responsibilities of Enoch at the time of the business transfer. This includes 60,000 common shares with a par value of THB 100 per share in Callvoice, a company owned by Enoch (representing 60% of the total registered and paid-up shares of Callvoice). For further information, please refer to the information regarding the offering and allocation of the newly issued shares of Sky ICT Public Company Limited to Enoc Communications Co., Ltd., a private placement <b>(Enclosure 4)</b>.</p> <p>Additionally, the Company would like to inform the shareholders about the details of Callvoice as follows:</p> <p>(1) General Information</p> <table> <tr> <td>Name of Company</td><td>Callvoice Communications Co., Ltd.</td></tr> <tr> <td>Location</td><td>7/129 Central Pinklao Office Building, 19th Floor, Room 1901, Borommaratchachonnani Road, Arun Amarin, Bangkoknoi, Bangkok</td></tr> <tr> <td>Incorporation Date</td><td>December, 17 1991</td></tr> <tr> <td>Registered Capital</td><td>THB 10,000,000</td></tr> </table>	Name of Company	Callvoice Communications Co., Ltd.	Location	7/129 Central Pinklao Office Building, 19th Floor, Room 1901, Borommaratchachonnani Road, Arun Amarin, Bangkoknoi, Bangkok	Incorporation Date	December, 17 1991	Registered Capital	THB 10,000,000
Name of Company	Callvoice Communications Co., Ltd.								
Location	7/129 Central Pinklao Office Building, 19th Floor, Room 1901, Borommaratchachonnani Road, Arun Amarin, Bangkoknoi, Bangkok								
Incorporation Date	December, 17 1991								
Registered Capital	THB 10,000,000								

Issued and Paid-Up Capital	THB 10,000,000
----------------------------	----------------

(2) Shareholders of Enoch

List of Shareholders	Number pf shares (shares)	Shareholding (%)
Mr. Veera Thamcharas	21,000	21
Ms. Renu Thamcharas	9,000	9
Ms. Suda Thamcharas	10,000	10
Enoch	60,000	60
<b>รวม</b>	<b>100,000</b>	<b>100</b>

(3) List of Directors of Enoch

1. Mr. Veera Thamcharas
2. Ms. Renu Thamcharas
3. Ms. Suda Thamcharas

(4) Business Operations

Engaged in a full-service business providing consulting, planning, development, and management of Customer Relationship Management (CRM) systems, including: (1) Procurement and installation of network, computer, and telephone systems. (2) Design, development, and implementation of customer contact center systems, including Interactive Voice Response (IVR), Computer-Aided Dispatch (CAD), and Workforce Management Systems.

(5) Financial statements

Assets (Unit: Million Baht)	2021	2022	2023
<b>Current Assets</b>			
Cash And Cash Equivalents	48.71	55.70	46.33
Trade Receivables	18.77	24.42	23.00
Short-term loans to related persons and entities	22.49	22.49	22.49
Other Receivables	11.93	12.34	9.19
Other Current Financial Assets	1.37	2.90	2.18
<b>Total Current Assets</b>	<b>103.28</b>	<b>117.86</b>	<b>103.19</b>
<b>Non-Current Assets</b>			
Restricted Deposits	9.67	9.69	9.73
Equipment	0.16	0.43	0.44
Intangible assets	0.18	0.13	0.07
Lease deposit	0.69	0.70	0.70
<b>Total Non-Current Assets</b>	<b>10.70</b>	<b>10.95</b>	<b>10.95</b>



	<p>par value of THB 0.50 per share at the offering price of THB 20 per share, totaling THB 36,000,000 as payment for the acquisition and acceptance of the entire business transfer to Enoch, representing 0.25 of all issued and paid-up shares of the Company (based on 1,800,000 newly issued shares, divided by 717,279,904 issued and paid-up shares of the Company after the execution of the Share Allocation Transaction).</p> <p>The transaction on share allocation in consideration of the entire business transfer with Enoch constitutes a private placement of newly issued ordinary shares, where the Shareholders' Meeting of the Company shall pass a resolution to clearly specify the offering price at THB 20 per share, which is not lower than 90 percent of the market price of the Company's shares pursuant to the requirements of the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Permission for Listed Companies to Offer Newly Issued Shares to Specific Investors dated 28 December 2022 (as amended) (the "<b>Notification TorJor. 28/2565</b>"). The "<b>market price</b>" refers to the weighted average price of the Company's shares listed on the SET for the past period of at least 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date the Board of Directors passed its resolution to propose this matter to the Shareholders' Meeting of the Company to approve the capital increase and the allocation of new shares to the private placement investor, whereby the weighted average price of the Company's shares calculated for the past 7 consecutive business days during the period from February 18, 2025 to February 26, 2025 is equal to THB 19.83 per share (Source: SETSMART from <a href="http://www.setsmart.com">www.setsmart.com</a>) as payment for the acquisition and acceptance of the entire business transfer from Enoch. To be used as consideration for the purchase and transfer of the entire business from Enoch, the Company will apply for the newly issued ordinary shares to be registered as listed securities, ("the <b>Share Allocation Transaction as Consideration for the Entire Business Transfer</b>")</p>
Value of Acquired Assets	<p>As Enoch operates as a holding company with an investment in Callvoice, holding 60% of Callvoice's registered capital as of the date of the entire business transfer, the agreed consideration for the sale and purchase of the 60% stake in Callvoice amounts to THB 36,000,000. This purchase price was mutually agreed upon between the Company and Enoch, taking into account an appropriate share valuation method for Callvoice. The valuation was conducted using the Discounted Cash Flow (DCF) approach,</p>

	which considers the company's future potential and profitability. The valuation determined Callvoice's shareholders' equity to be in the range of approximately THB 59.54 – 72.94 million. This valuation was conducted by Siam Alpha Capital Co., Ltd., a financial advisor approved by the SEC.
--	---

Such Entire Business Transfer Transaction is regarded as the Company's acquisition and acceptance of transfer of other company's business pursuant to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (as amended), therefore, the Company is required to obtain approval for such Entire Business Transfer Transaction from the Shareholders' Meeting of the Company with not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote.

The Entire Business Transfer Transaction is regarded as a transaction on the acquisition of assets under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (2004) dated October 29, 2004 (as amended) (the "**Notifications on Acquisition or Disposition of Assets**"). Based on the calculation of the transaction size using the net tangible assets method from the Company's audited financial statements for the fiscal year ended 31 December 2024, the transaction size is 0.99. When combined with the Company's asset acquisition transactions over the past six months, the highest transaction value reaches 3.04 of the NTA. As a result, this transaction qualifies as a Type 3 transaction, with a transaction size of less than 15 percent, and involves the issuance of securities as consideration for the asset acquisition. Therefore, the transaction falls under the approval authority of the Board of Directors. The Company is required to prepare and disclose information in accordance with the Acquisitions and Disposals of Assets Notification.

The Entire Business Transfer Transaction and Transaction on Share Allocation in Consideration of the Entire Business Transfer do not constitute connected transactions under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) dated November 19, 2003 (as amended).

However, for the information of shareholders and investors, the Company wishes to disclose details regarding the Entire Business Transfer Transaction and the Share Allocation Transaction as Consideration for the Entire Business Transfer. These transactions will only take place upon the fulfillment of the conditions precedent specified in the Entire Business Transfer Agreement between the Company and Enoch (the "**EBT Agreement**"), as well as other related agreements, contracts, and documents. The key conditions precedent can be summarized as follows:

- (1) The Board of Directors' meeting and/or the shareholders' meeting of the Company (as required by law) has resolved to approve the Entire Business Transfer Transaction and the Share

Allocation Transaction as Consideration for the Entire Business Transfer, along with any other necessary and/or related matters.

- (2) As of the Entire Business Transfer Date, no event or action has occurred, been caused to occur, or is reasonably expected to occur that could have a material adverse effect on Callvoice or hinder the execution of the Entire Business Transfer Transaction and the Share Allocation Transaction as Consideration for the Entire Business Transfer.
- (3) The Company has obtained approval from the Securities and Exchange Commission (SEC) to offer its newly issued ordinary shares to Enoch as a Private Placement, in accordance with Notification No. TorChor 28/2565 and other relevant regulations.
- (4) The Board of Directors' meeting and the shareholders' meeting of Enoch have resolved to approve the Entire Business Transfer to the Company, as well as the execution of the EBT Agreement, related agreements, contracts, and documents, along with any necessary actions to ensure the completion of the Entire Business Transfer Transaction and the Share Allocation Transaction as Consideration for the Entire Business Transfer.

The Company anticipates that the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer shall be completed within the second quarter of 2025 (depending on the completion of the conditions precedent under the Entire Business Transfer Agreement) and after the Shareholders' Meeting have resolved to approve the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer, including approval on various matters necessary for and/or in connection with such transactions.

Following the issuance and allocation of the newly issued ordinary shares to Enoch, Enoch will hold 1,800,000 shares in the Company, representing approximately 0.25 percent of the total issued and paid-up shares of the Company (after the registration of the paid-up capital increase following this issuance). Enoch is not considered a related party whose shareholding in the Company would trigger an obligation to consolidate securities holdings for the purpose of making a mandatory tender offer (Tender Offer). Specifically, there are no other persons with a relationship or acting in concert (Concert Party) with Enoch, nor are there any persons under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) or any nominee shareholders. As a result, Enoch is not required to make a Tender Offer, as its acquisition of the Company's shares does not reach 25 percent of the total voting rights of the Company, in accordance with the Notification TorJor. 12/2554. Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (as amended).

The Company's list of shareholders before (as of March 15, 2024) and after the transaction is as follows:

	List of Shareholder	Before the Transaction		After the Transaction	
		Number of Ordinary Shares	% of Total Issued Shares	Number of Ordinary Shares	% of Total Issued Shares
1.	Mr. Vorapote Amnueypol	78,427,695	10.96	78,427,695	10.93
2.	Mr. Pongsak Thammathataree	65,517,000	9.16	65,517,000	9.13
3.	Mr. Sura Kanitthaweeikul	47,336,980	6.62	47,336,980	6.60
4.	Mr. Palin Lojanagosin	35,000,000	4.89	35,000,000	4.88
5.	Mr. Pimarn Tiewtranon	28,342,959	3.96	28,342,959	3.95
6.	LGT BANK (SINGAPORE) LTD	27,694,748	3.87	27,694,748	3.86
7.	Mr. Marachai Kongboonma	25,871,158	3.62	25,871,158	3.61
8.	Miss Ketnapat Chokapisang	21,171,053	2.96	21,171,053	2.95
9.	CITI (NOMINEES) LIMITED-S.A PBG CLIENTS SG	20,934,425	2.93	20,934,425	2.92
10.	UBS AG SINGAPORE BRANCH	17,468,720	2.44	17,468,720	2.44
11.	Other shareholders	347,715,166	48.60	347,715,166	48.48
12.	Enoch	-	-	1,800,000	0.25
	<b>Total</b>	<b>715,479,904</b>	<b>100.00</b>	<b>717,279,904</b>	<b>100.00</b>

This document is prepared for informational purposes only and does not constitute an invitation or offer for the acquisition or subscription of securities in any manner.

Please refer to additional details in the information regarding the offering and allocation of the newly issued shares of Sky ICT Public Company Limited to Enoch Communications Company Limited, a private placement (Enclosed 4).

#### Board of Directors' Opinion

The Board of Directors resolved to propose to the Shareholders' Meeting the approval of the acquisition and transfer of the entire business according to the business transfer plan between the Company and Enoch, including the execution of the EBT Agreement, related agreements, and other relevant documents. This transaction is considered an acquisition of assets by a listed company. The Board also proposes that the Shareholders' Meeting approve the delegation of authority to the Chairman of the Executive Committee and/or the Chief Executive Officer and/or any authorized person from the Chairman of the Executive Committee and/or the Chief Executive Officer to carry out any necessary actions related to the business transfer transaction and the share allocation transaction as consideration for the business transfer. This includes negotiations, execution, amendments to the business transfer agreement, related agreements, and other documents, as well as establishing the terms, conditions, and other details related to the business transfer transaction and share allocation transaction, as deemed necessary and appropriate under applicable law.

### Voting

The resolution on this matter must be approved by at least three-fourths (3/4) of the total votes of the shareholders present at the meeting and entitled to vote.

**Agenda 9** To consider and approve an increase in the Company's registered capital by THB 900,000, from the existing registered capital of THB 357,739,952 to THB 358,639,952, by issuing 1,800,000 newly issued ordinary shares with a par value of THB 0.50 per share for a private placement. This includes the amendment to Clause 4 of the Company's Memorandum of Association to reflect the capital increase

### Background Information

The Board of Directors' Meeting No. 1/2025 of the Company which was held on February 27, 2025, resolved to propose the Shareholders' Meeting to consider and approve the Company's registered capital increase by THB 900,000 from the current registered capital of THB 357,739,952 to be THB 358,639,952 by issuing not exceeding 1,800,000 newly issued ordinary shares at the par value of THB 0.50 per share to offer to the private placement investor which is Enoch, as mentioned in the Agenda 8 above.

In order to align with the aforementioned increase in the Company's registered capital, the Company shall amend its Memorandum of Association, Clause 4 (Registered Capital), as follows

“Clause 4. Registered Capital	:	THB 358,639,952	(Three hundred fifty-eight million six hundred thirty-nine thousand nine hundred fifty-two Baht)
Divided into	:	717,279,904 Shares	(Seven hundred seventeen million two hundred seventy-nine thousand nine hundred four shares)
Par value per share	:	THB 0.50	(Fifty Satang)
Ordinary Shares	:	717,279,904 Shares	(Seven hundred seventeen million two hundred seventy-nine thousand nine hundred four shares)
Preferred Shares	:	-None-	-

### Board of Directors' Opinion

The Board of Directors has considered and deemed it appropriate to propose to the shareholders' meeting for approval of an increase in the Company's registered capital by THB 900,000, from the existing registered capital of THB 357,739,952 to THB 358,639,952. This capital increase will be achieved through the issuance of 1,800,000 newly issued ordinary shares with a par value of THB 0.50 per share. The Board also proposes the approval of an amendment to Clause 4 of the Memorandum of Association to reflect the capital increase. Furthermore, the Board authorizes the Chairman of the Executive Committee and/or the Chief Executive Officer and/or any authorized person designated by the Chairman of the Executive Committee and/or the Chief Executive Officer to undertake all necessary actions related to the registration of the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, as well as to perform any other necessary actions to comply with the registrar's requirements to complete the registration process.

### Voting

The resolution on this matter must be approved by at least three-fourths (3/4) of the total votes of the shareholders present at the meeting and entitled to vote.

**Agenda 10 To consider and approve the issuance and allocation of up to 1,800,000 newly issued ordinary shares with a par value of THB 0.50 per share for a private placement to Enoch Communications Co., Ltd**

### Background Information

According to the Board of Directors' Meeting No. 1/2025, held on February 27, 2025, it was resolved to propose to the Shareholders' Meeting to consider and approve the Company's registered capital increase by THB 900,000, from the current registered capital of THB 357,739,952 to THB 358,639,952, by issuing not exceeding 1,800,000 newly issued ordinary shares at a par value of THB 0.50 per share, to be offered to the private placement investor as mentioned above in Agenda 9. The Board of Directors resolved to grant approval to propose to the Shareholders' Meeting to consider the private placement to Callvoice by allocating not exceeding 1,800,000 newly issued ordinary shares at a par value of THB 0.50 per share, at an offering price of THB 20 per share, totaling THB 36,000,000 as consideration for the business transfer transaction to Enoch. Enoch will transfer its entire business, including assets, liabilities, rights, obligations, and responsibilities, both present and future, as of the business transfer date. This includes 60,000 ordinary shares with a par value of 100 Baht per share in Callvoice, a company held by Enoch (representing 60% of Callvoice's registered and paid-up capital), to make payment in kind for the Company's newly issued ordinary shares.

The issuance and allocation of the newly issued ordinary shares as consideration for the entire business transfer to Enoch will be conducted as a private placement (Private Placement). The offering price will be explicitly determined by a resolution of the shareholders' meeting at THB 20 per share, which is not lower than 90% of the market price of the Company's shares, in accordance with Notification No. TorJor. 28/2565. This

issuance must be approved by the shareholders' meeting with a vote of no less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

The market price refers to the weighted average price of the Company's shares listed on the SET for the past period of at least 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date the Board of Directors passed its resolution to propose this matter to the Shareholders' Meeting of the Company to approve the capital increase and the allocation of new shares to the private placement investor, whereby the weighted average price of the Company's shares calculated for the past 7 consecutive business days during the period from February 18, 2025 to February 26, 2025 is equal to THB 19.83 per share (Source: SETSMART from [www.setsmart.com](http://www.setsmart.com))

In this regard, in compliance with the conditions under the Revenue Code regarding the entire business transfer, Enoch shall proceed with the registration of its dissolution by 2025, within the same fiscal year of Enoch's entire business transfer. After such dissolution registration and during the liquidation of Enoch, all existing assets at such time of Enoch shall be transferred back to Enoch Shareholders and/or those whose names are listed as Enoch Shareholders as of the date of the liquidation completion in proportion to their shareholding percentages. Therefore, during the liquidation of Enoch, the Company's newly issued ordinary shares issued and allocated to Enoch as payment for the Entire Business Transfer Transaction shall be transferred back to the Enoch Shareholders and/or those whose names are listed as Enoch Shareholders as of the date of the liquidation completion in proportion to their shareholding percentages.

The Company anticipates that the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer shall be completed within the second quarter of 2025 (depending on the completion of the conditions precedent under the Entire Business Transfer Agreement) and after the Shareholders' Meeting shall have resolved to approve the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer, including approval on various matters necessary for and/or in connection with such transactions.

Please consider the additional details as shown in the Information of Memorandum Regarding the Private Placement Offering of Newly Issued Shares of Sky ICT Public Company Limited to Enoch Communications Co., Ltd. which is a private placement investor (Enclosure 4), and the Capital Increase Report (F53-4) (Enclosure 5).

#### Board of Directors' Opinion

The Board of Directors has considered and deemed it appropriate to propose to the Shareholders' Meeting for consideration and approval of the allocation of not exceeding 1,800,000 newly issued ordinary shares with a par value of THB 0.50 per share, to be offered to Enoch, a private placement investor, at the offering price of THB 20 per share, totaling THB 36,000,000 in all material respect. The Board also proposes the approval of the delegation of authority to the Chairman of the Executive Committee and/or the Chief Executive Officer and/or any authorized persons from the Chairman of the Executive Committee and/or the Chief Executive Officer to

have the authority to carry out any actions related to the issuance, offering, allocation, and subscription of the newly issued ordinary shares, including the following actions:

- (1) Determining other relevant details concerning the allocation of the newly issued ordinary shares to private placement investors, including but not limited to setting the offering period, as well as defining the terms and details in compliance with the applicable laws and regulations on the issuance and offering of securities.
- (2) Specifying and modifying the subscription and offering dates for the newly issued ordinary shares, determining whether the allocation shall be conducted in a single offering or in multiple tranches, setting the payment terms for the shares, and establishing any other conditions and details regarding the subscription and offering of the newly issued shares.
- (3) Setting the offering price higher than the price determined by the shareholders' resolution, ensuring compliance with the Capital Market Supervisory Board Notification No. TorJor. 28/2565. The offering price shall be the most appropriate price based on market conditions at the time of the private placement.
- (4) Executing, amending, modifying, submitting, and reporting any necessary documents related to approvals and evidence required for the issuance, offering, allocation, subscription, and delivery of the newly issued shares, including liaising with and submitting applications, documents, and supporting evidence to the Ministry of Commerce, the SEC, the SET, government agencies, or any other relevant authorities. The authorized persons shall also undertake all necessary actions to register the newly issued shares on the Stock Exchange of Thailand and ensure the successful completion of the private placement offering.
- (5) Registering amendments to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and carrying out any necessary actions to comply with the registrar's instructions to complete the registration process.

Pursuant to Notification TorJor. 28/2565, the Company must complete the share offering within the timeframe approved by the shareholders' meeting, which shall not exceed three months from the date the shareholders' meeting resolves to approve the issuance of the newly issued shares. However, if the shareholders explicitly resolve that, upon the expiration of the three-month period, the Board of Directors or its authorized representative shall determine the offering price based on the market price at the time of the offering, the Company may extend the share offering period to a maximum of 12 months from the date of the shareholders' meeting resolution approving the share issuance.

Please consider the details of the Board of Directors' opinion and the details of the issuance, offering, and allocation of the Company's newly issued ordinary in the Information of Memorandum Regarding the Private

Placement Offering of Newly Issued Shares of Sky ICT Public Company Limited to Enoch Communications Co., Ltd. which is a private placement investor (Enclosure 4), and the Capital Increase Report (F53-4) (Enclosure 5).

Voting

The resolution on this matter must be approved by at least three-fourths (3/4) of the total votes of the shareholders present at the meeting and entitled to vote.

**Agenda 11 To consider and approve the amendments of the Company's Objectives and approve the amendments of the Memorandum of Association Clause 3 to be consistent with the amendment of the Company's objectives**

Background Information

For the purposes of the Company's business operations covers the business that the company May expand the scope further in the future, the Board of Directors' Meeting No.1/2025 which held on February 27, 2025 resolved to propose to the Meeting to consider and approve the amendment of the Company's objectives and to approve the amendment of the Memorandum of Association, Clause 3 to be consistent with the amendment of the Company's objectives. The Company's objectives shall be added 4 clauses from the original 52 objectives to 56 objectives as follows:

- Clause (53) To carry on the business of providing cloud computing services, including Infrastructure-as-a-Service (IaaS) and Software-as-a-Service (SaaS), but not limited to Private Cloud, Public Cloud, and Hybrid Cloud services, along with the provision of applications through cloud computing systems.
- Clause (54) To carry on the business of Virtual Network Provider.
- Clause (55) To carry on the business of providing Data Entry and Data Processing.
- Clause (56) To carry on the business of buying, selling, importing, exporting, exchanging, installing, assembling, repairing, and distributing all types of electronic equipment, telecommunications devices, telecommunications tools, metal tools, machinery, cars, boats, aircraft, all types of vehicles, as well as parts and maintenance spare parts for all of the aforementioned goods, to government agencies, state-owned enterprises, and private entities.

Board of Directors' Opinion

The Board of Directors has considered and deemed it appropriate to propose that the Meeting consider and approve the amendment of the Company's objectives by added 4 clauses from the original 52 objectives to 56 objectives and to approve the amendment of the Memorandum of Association, Clause 3 to be consistent with the amendment of the Company's objectives as detailed above.

Voting

This agenda shall be passed by not less than three-fourths (3/4) of the total votes of shareholders who attend the Meeting and cast their votes.

**Agenda 12 To consider and approve the “Prohibitions of Actions regarded as Business domination by Foreigners”**

*Background Information*

As the Company has received the Type Three Telecommunications Business License from Office of the National Broadcasting and Telecommunication Commission (the “NBTC”). The NBTC has announced on prescribing the prohibitions of actions regarded as business domination by foreigners A.D. 2012 (as amended) (“**Notification**”) prescribe that, in each year, the licensee has duty to report the circumstances and status of foreign domination and the licensee shall prescribe or review the prohibitions of actions regarded as business domination by foreigners (“**Prohibitions**”) and submit to the NBTC for acknowledgment and the prohibitions must be approved by the Annual General Meeting of shareholders.

The Company has prepare the Prohibition in accordance with the Notification of NBTC as per details above and propose the 2021 Annual General Meeting of Shareholders held on April 28, 2021 for approval. Upon approval of the Prohibitions, the Company has a duty to present such Prohibition to the annual general meeting of shareholders to be reviewed annually and the Company has proposed to shareholders to review the said prohibition every year since 2022.

Thus, the Board of Directors’ Meeting deemed appropriate to propose that the Meeting consider and approve the “Prohibitions of Actions regarded as Business domination by Foreigners”, details of which set out in Enclosure 6.

*Board of Directors’ Opinion*

The Board of Directors has considered and deemed it appropriate to propose that the Meeting consider and approve the “Prohibitions of Actions regarded as Business domination by Foreigners” in accordance with the announcement of the National Broadcasting and Telecommunication Commission prescribing the prohibitions of actions regarded as business domination by foreigners A.D. 2012 (as amended) which requires the Company to propose the Prohibitions to the annual general meeting of shareholders for approval and/or review annually.

*Voting*

The resolution for this agenda item must be approved by not less than three-fourths (3/4) of the total votes of shareholders attend the Meeting and entitle to vote.

**Agenda 13 To consider other matter (if any)**

*Background Information*

Apart from the above agenda, shareholders whose total shares made up not less than one-thirds of listed share, may request the meeting of shareholders to consider matter apart from that set in the invitation. Nonetheless, this shall be made in pursuant to paragraph 2 of Section 105 of Public Limited Companies Act.

Board of Directors' Opinion

The Board of Directors has considered and deemed it appropriate to propose to the meeting of shareholders to approve to consider other matter, in which shareholders whose shares made up not less than one-thirds of listed share proposed (if any).

Moreover, to be in accordance with Section 225 of the Securities and Exchange Act. The Board of Directors, therefore, fixed March 21, 2025 as the record date (Record Date) to determine the names of shareholders who shall have the right to attend and vote at the 2025 Annual General Meeting of Shareholders.

Please be informed accordingly that all shareholders are hereby invited to attend the Meeting on the date and time as mentioned above. Any shareholders wish to appoint another person to attend and vote on his/her behalf at this meeting, please appoint one of the proxy forms, Form A, Form B or Form C and submit to the Company before attending the meeting. As for foreign shareholders who appoint a custodian in Thailand, please use one of the proxy forms, Form A, Form B, or Form C. In the event that shareholders who are unable to attend the 2025 Annual General Meeting of Shareholders can appoint Independent Directors of the Company as detailed in the proxy form to attend the meeting and vote on behalf of the shareholders. If any shareholders have any questions concerning the proposed agendas, the Company welcomes the opportunity to clarify these matters in the Meeting. Please send your questions in advance via email to [ir@skyict.co.th](mailto:ir@skyict.co.th). If you wish to ask further questions, please contact the Company's secretary at the phone number 02 029 7888 ext. 812.

However, due to this meeting is an electronic meeting (e-AGM) only. Shareholders can study the explanation on how to assign proxy, registration, presenting evidence of attendance to the meeting and the method of attending the meeting via electronic media (e-AGM) according to Enclosure 6 that attached to this letter and the Company request the shareholders to send the acceptance form to the Company or by scanning or taking photos to the company at [ir@skyict.co.th](mailto:ir@skyict.co.th) within April 22, 2025 would be very grateful.

In addition, the Company has prepared Annual Report 2024 (Form 56-1 One Report 2024) in the form of an electronic document due to the omission of giving out a hard copy as a part of the responsible business to reduce the environmental impact and global warming from business operations.

Best regards,



(Prof. Dr. Somkit Lertpaithoon)

Chairman

**Minutes of the 2024 Annual General Meeting of Shareholders  
of Sky ICT Public Company Limited**

**Date and Time of the Meeting** April 26, 2024, 16.00 hours. conducted via electronic media in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other relevant regulations. By broadcasting at No. 55, A.A. Capital Building, Ratchada, 5<sup>th</sup> -7<sup>th</sup> Floor, Ratchadaphisek Road, Din Daeng Subdistrict, Din Daeng District, Bangkok, with details of the meeting participants as follows:

**Directors who attended the meeting**

- |    |                               |   |
|----|-------------------------------|---|
| 1. | Prof. Dr. Somkit Lertpaithoon | Chairman of the Board of Directors  |
| 2. | Mr. Sithidej Mayalarp         | Director, Risk Management Committee, Nomination and Remuneration Committee, Corporate Governance Committee, Chief Executive Officer |
| 3. | Ms. Kulnada Oranraktham       | Director, Risk Management Committee, Nomination and Remuneration Committee, Corporate Governance Committee, Chief Financial Officer |
| 4. | Mr. Somchai Poolsvasdi        | Director  |
| 5. | Mr. Raj Tanta-Nanta           | Independent Director  |
| 6. | Mr. Vipoota Trakulhoon        | Chairman of the Audit Committee and Independent Director, Independent Director, Corporate Governance Committee                      |
| 7. | Mr. Thitisak Skulkroo         | Audit Committee, Independent Director, Chairman of Nomination and Remuneration Committee  |
| 8. | Dr. Sarut Vanichpun           | Audit Committee, Independent Director and Chairman of Risk Management Committee   |

**Other Attendees**

- |    |                           |   |
|----|---------------------------|---|
| 1. | Ms. Nuntika Limviriyalers | Auditor from Pricewaterhouse Coopers ABAS Co., Ltd. |
| 2. | Ms. Suphaluk Phupha       | Auditor from Pricewaterhouse Coopers ABAS Co., Ltd. |
| 3. | Mr. Nonthavee Bualoy      | Auditor from Pricewaterhouse Coopers ABAS Co., Ltd. |
| 4. | Ms. Supatra Kerinsakuna   | Legal Advisor from Kudun and Partners Co., Ltd.     |
| 5. | Ms. Witchuwan Chobphol    | Corporate Secretary                                 |

**The meeting commenced at 16.00 hours.**

**Miss. Witchuwan Chobphol** (Corporate Secretary), a moderator of the meeting introduced the Board of Directors and explained that the Board of Directors consisted of 8 directors and 8 of them attended the meeting, representing 100.00 percent of the total number of directors attending the meeting. The company has invited auditors Ms. Nuntika Limviriyalers, Ms. Supalak Phupha and Mr. Nonthawee Bualoy from Pricewaterhouse Coopers ABAS Co., Ltd. and legal advisor Ms. Supatra Kerinsakuna, senior lawyer of Kudan & Partners Co., Ltd. to oversee the shareholders' meeting to be transparent and in accordance with the law and regulations and to be a witness in the vote counting for this meeting.

After that, a moderator invited **Prof. Dr. Somkit Lertpaithoon**, (Chairman of the Board of Directors) to act as the chairman of the meeting (the "Chairman") in accordance with the Articles of Association of Sky ICT Public Company Limited (the "Company") and opened the Meeting, as well as informed the Meeting that from 715,479,904 shares of the Company's total shares, there were 7 shareholders attending the Meeting in person and 183 shareholders attending the Meeting by proxy, totaling 190 shareholders, equivalent to 551,614,466 shares, representing 77.10 percent of the total sold shares of the Company. Therefore, the quorum was constituted according to the Articles of Association of the Company. Before convening the Meeting to consider each agenda, **Miss Witchuwan Chobphol** was requested to inform the Meeting regarding the methods of conducting the meeting and voting methods.

For the 2024 Annual General Meeting, there are 11 agendas in total as detailed in the meeting's notice that the Company sent to all shareholders. In order to promote good corporate governance with regard to pay attention to the right of the shareholders, the Company gave the shareholders an opportunity to inquire about the agenda items and send an inquiry in advance with details and methods as informed in the meeting's notice to the Meeting and no shareholder inquired or notify the intention to propose any matter. Then the corporate secretary explained the voting method for the Meeting as follows:

**Discussion method**

- In the discussion, if anyone wishes to speak at the meeting, the Company has the following channels to contact:
  1. If shareholder wish to inquire by typing a message, shareholders should go to the Chat menu of the Zoom program to type a message and press the enter key to send the message to the system.
  2. If shareholder wish to inquire by conversation, shareholders should go to the participant menu below and press the raise hand button, when the Company's representative call your name, the staff will turn on your microphone to ask questions. Shareholders must press the unmute button and turn on the microphone on your device, in the event that the shareholder cannot speak

through the microphone (within 1 minute), please type your questions via chat instead so that the moderators can read the questions to the meeting instead.

- In each discussion, either through text typing or through conversation asking, shareholders should inform your name and surnames and specify whether you are coming in person or as a proxy before starting to ask questions every time for the benefit of taking minutes of the meeting accurately and completely
- The Company gives the opportunities for shareholders to submit questions in each agenda, in the event that no shareholder inquires within 1 minute the company will continue the meeting and if shareholders have additional questions, can be typed in via chat and the moderator will read your questions later.

**Voting method**

- Each shareholder is entitled to vote equal to the number of shares held, whereby one share shall be equal to one vote. As for a shareholder attending the Meeting in person or a proxy holding Proxy Form A and B shall cast only one of their votes, whether to vote approval, disapproval or abstention. The votes on each agenda item cannot be divided.
- The foreign investors' proxies who have been appointed as the depositary custodians in Thailand and stockholders who use Proxy Form C can divide votes in each agenda.
- Due to this meeting is via electronic media. Therefore, the ballots were not printed for the attendees to vote. Therefore, the shareholders are requested to proceed as follows:
  1. Shareholder should go to the E-Voting tab to vote in each agenda within 1 minute.
  2. When shareholder click to vote, the system will pop-up again and asking if vote confirmation, let shareholders press "Agree" to confirm voting.
  3. In the event that the shareholder wishes to change the vote, shareholder can be done by pressing the new score again.
  4. If the agenda has already been closed for voting, shareholders will not be able to vote or change the vote.
- For shareholders who attending the meeting via mobile device or tablet, please switch from Zoom program back to Chrome program to vote at the E-Voting menu and please return to the E-Meeting window (Zoom program) to continue watching the video and audio of the meeting.

- The system will collect points by counting the total votes from those who voted through the E-Voting system and those who voted in advance via proxy

The Company provided opportunities for shareholders to propose matters for consideration in inclusion in the agenda of this meeting since December 25, 2023 to January 31, 2024, there is no shareholder proposed any matters for consideration to be included in the meeting agenda.

After that, **Miss Witchuwan Chobphol** invited the Chairman to open the meeting and introduced the meeting agenda in the order stated in the invitation letter for the 2024 Annual General Meeting of Shareholders.

**Agenda 1 To consider and certify the Minutes of the 2023 Annual General Meeting of Shareholders, which was held on April 21, 2023**

The **Chairman** assigned **Miss Witchuwan Chobphol** (Corporate Secretary) to present this agenda to the meeting. Therefore, proposed to the meeting that the 2023 Annual General Meeting of shareholders was held on Friday April 21, 2023 and the Company had prepared the minutes and submitted to the Stock Exchange of Thailand (“SET”) and Ministry of Commerce within timeframe as prescribed by law. The minutes were also disclosed on the Company’s website at <http://www.skyict.co.th/> details of which appear in the **Enclosure 1**. It turned out that no one objected or requested any amendments.

The Board of Directors deemed that the Minutes of the 2023 Annual General Meeting of shareholders, held on April 21, 2023 was correctly recorded according to the meeting’s resolution. It is considered appropriate for the meeting of shareholders to certify.

**The Chairman** allowed shareholders to raise questions or give comments relevant to this agenda. As there was no question or comment from shareholders, the Chairman, therefore, asked the Meeting to resolve this matter.

**Resolution**

The Meeting has certified the Minutes of the 2023 Annual General Meeting of Shareholders, which was held on April 21, 2023, as per proposed details in all respect, with the votes as follows:

Shareholders' voting results	votes (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and entitled to vote
For	557,369,231	100.00
Against	0	0.00
Abstention	0	-
	<b>557,369,231</b>	<b>100.00</b>

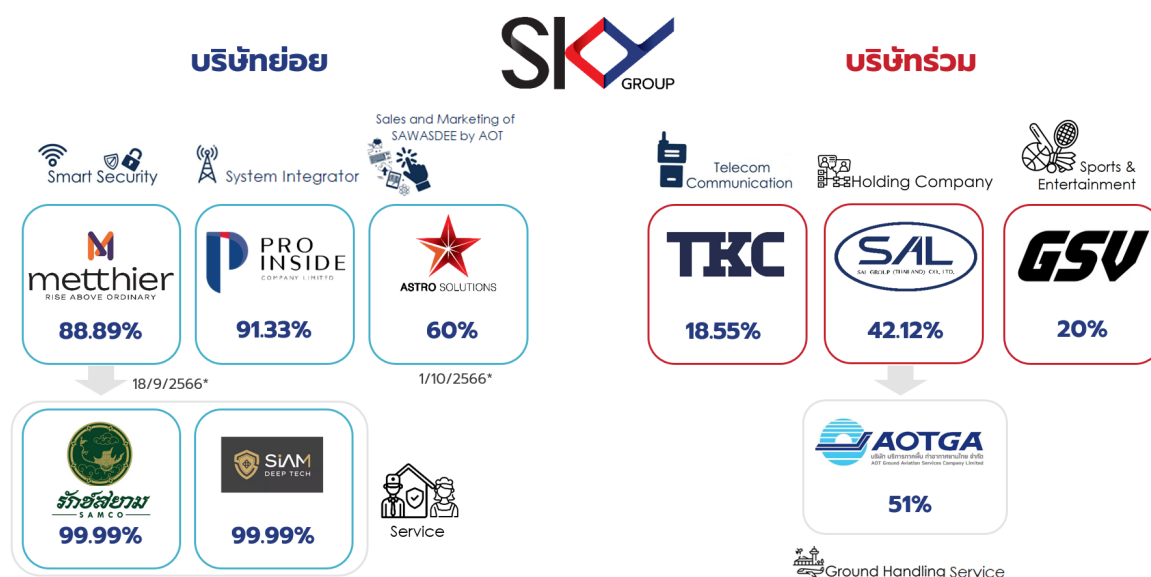
**Remarks:**

1. The resolution on this agenda item shall be passed by the majority vote of the shareholders who attend the Meeting and cast their votes, exclusive of the abstention as the basis of the vote counting.
2. In this agenda, there are 3 additional shareholders attending the meeting. Therefore, there were 193 shareholders attended the Meeting, equal to 557,369,231 shares.

**Agenda 2 To consider and acknowledge the 2023 operation results of the Company**

The Chairman assigned Mr. Sithidej Mayalarp (CEO) to present report on the Company's operating results for the year 2023, the details are as shown in the 56-1 One Report 2022 that has been delivered to the shareholders together with meeting invitation letter which appear in the Enclosure 2 , summarizing the Company's operating results to the meeting as follows:

1. The Company Group Structure as of 31 December 2023



The group of companies or SKY Group consists of:

Subsidiary Company

1.1 Metthier Co., Ltd. (“MT”)

- Is a company in which SKY holds 88.89% of shares, Focus on Smart Security with 2 more subsidiaries: Siam Security and Administration Co., Ltd. (“SAMCO”) and Siam Deep Tech Co., Ltd. (“SDT”) which work on security guard and housekeeper services, both in terms of human resource management and technology related to parking systems.

1.2 Pro Inside Co., Ltd. (“PI”)

- Is a company in which SKY holds 91.33% of shares, operating a system integrator business, accepting work on government projects in the areas of Infrastructure, Network, CCTV Security that are physical.

1.3 ASTRO Solutions Co., Ltd. (“ASTRO”)

- Is a company in which SKY holds 60% of shares, operating in Sales and Marketing business and Implement Platform for SAWASDEE Application which is Application management for 10 years (and has been extended for another 2 years)

Associate company

1.4 Turnkey Communication Services Public Company Limited (“TKC”)

- Is a company in which SKY holds 18.55% of shares, Manage IT related to Telecommunication work

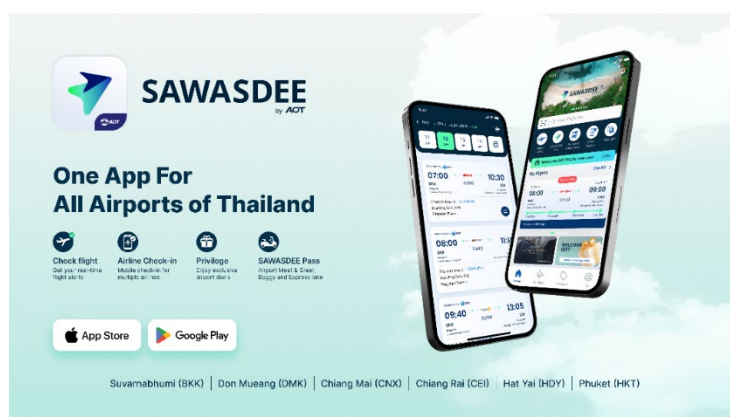
1.5 SAL Group (Thailand) Co., Ltd. (“SAL”)

- Is a company in which SKY holds 42.12% of shares. It is a Holding Company that holds shares in AOTGA that operates Ground Handling Service at Don Mueang Airport. and Phuket Airport.

1.6 Global Sport Venture Co., Ltd. (“GSV”)

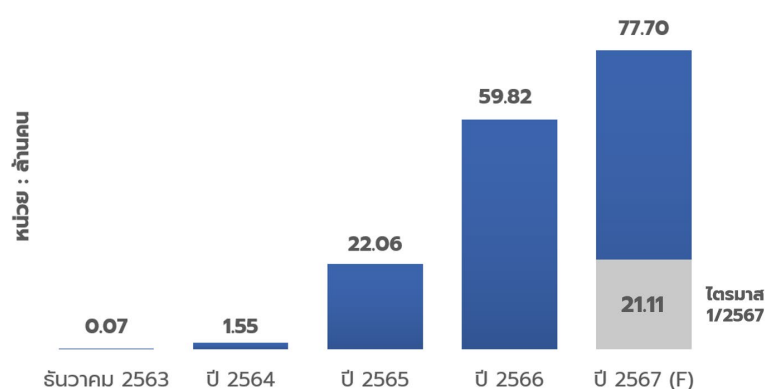
- Is a company in which SKY holds 20% of shares, focusing on Sport & Entertainment. Being a Muay Thai boxing manager at Rajadamnern Boxing Stadium.

## 2. Digital Platform



SAWASDEE Application has a contract period with AOT from July 31, 2024 to March 29, 2031, which is a business that the Company expects to drive the Company's revenue and profit in the future. Previously, SAWASDEE Application was used as an application for collecting health data of tourists traveling to Thailand during the COVID-19 outbreak. However, the COVID-19 situation has improved, so the company has released a new version for download on March 12, 2024. To be an application that is used as a complete travel platform for tourists traveling to Thailand. The new version has been downloaded 350,681 times as of March 31, 2024.

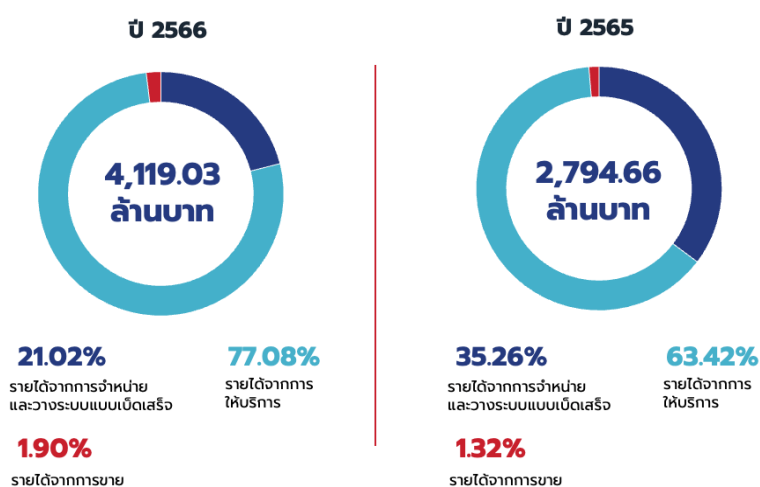
## 3. Number of passengers passing through the APPS&amp;PNR system (million people)



The Advance Passenger Processing Service (APPS) and Passenger Name Record (PNR) (“APPS&PNR”) project has been in operation since December 2020, the number of passengers passing through the immigration checkpoints of 6 airports under the supervision of Airports of Thailand Public Company Limited (AOT) consisting of Suvarnabhumi Airport, Don Mueang Airport, Phuket Airport, Hat Yai Airport, Chiang Mai Airport and Mae Fah Luang Chiang Rai Airport, that use the APPS&PNR system continuously increasing.

APPS&PNR is a project that the company has done for AOT. The company will earn income from this system based on the actual number of passengers passing through and exiting. In 2023, the number of tourists generating income for the company was 59.82 million people and there is an estimated tourist arrivals that are expected to generate income for the company in 2024 of approximately 77.70 million people. As of the first quarter of 2024, there were 21.11 million passengers.

4. Proportion of revenue structure



The Company's revenue in 2023 was 4,119.03 million baht, divided into revenue from sales and complete system installation at 21.02 percent, revenue from services at 77.08 percent, and revenue from sales at 1.90 percent, with the proportion of revenue changing according to the Company's business plan to allow the Company to enter into full-scale service work.

5. Projects signed in 2023

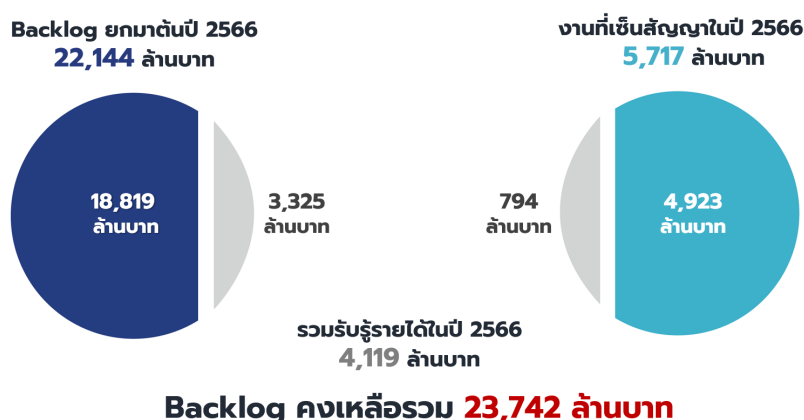
- Total value 5,717 million baht
- With projects worth more than 100 million baht as follows:

(1) Office of the National Digital Economy and Society Commission

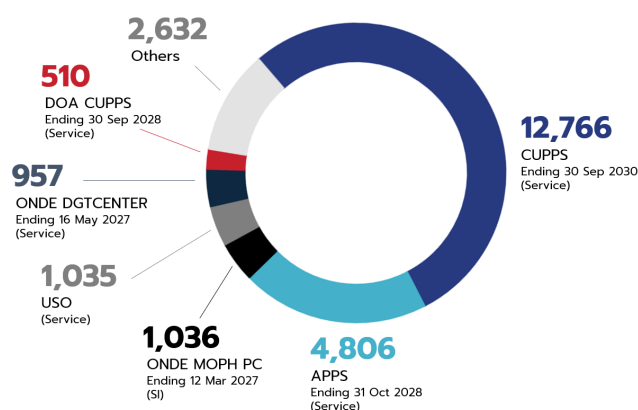
- : Sustainable Community Digital Center Ecosystem Development Project Activity
- 1: Establishment of 1,722 public internet service centers (community digital centers); Group 4: Equipment rental and personnel recruitment for 412 community digital centers
- : Project value: 1,156 million baht
- : Project duration: 4 years and 3 months from 16/2/2023 – 16/5/2027

- (2) Office of the National Digital Economy and Society Commission
  - : Public Health Cloud System Development Project of Thailand, Activity 1: Development of a Health Information Exchange Management System
  - : Project value: 1,036 million baht
  - : Project duration: 3 years and 3 months from 22/12/2023 – 12/3/2027
- (3) Department of Airports
  - : Contract for the provision of services and maintenance of boarding pass screening system (Common Use Passenger Processing System : CUPPS) 6 airports at Surat Thani Airport, Ubon Ratchathani Airport, Khon Kaen Airport, Nakhon Si Thammarat Airport, Trang Airport, Phitsanulok Airport (system installation section)
  - : Revenue 21,018 baht per outbound passenger
  - : Project duration: 5 years from 1/10/2023 – 30/9/2028
- (4) Airports of Thailand Public Company Limited
  - : Contract for the care and maintenance of CCTV systems at Suvarnabhumi Airport, Don Mueang Airport, Chiang Mai Airport, Hat Yai Airport, Phuket Airport and Mae Fah Luang Chiang Rai Airport
  - : Project value: 166 million baht
  - : Project duration: 4 years from 1/10/2023 – 30/9/2026

6. Backlog



The Company has a backlog value as of December 31, 2023 totaling 23,742 million baht, consisting of 18,819 million baht from the backlog value brought forward to the beginning of 2023 and 4,923 million baht from new contracts signed in 2023. The backlog is divided into projects as follows:



The Chairman allowed shareholders to raise questions or give comments relevant to this agenda.

Mr. Nattawut Wadwongtham (shareholder) asked whether the CUPPS project of the Department of Airports has a minimum income guarantee like AOT's or not.

Mr. Sithidej Mayalarp (CEO) explained that the CUPPS project of the Department of Airports will be different from the CUPPS project of AOT in that there is no guarantee of a minimum income of 90% of estimated passengers. However, the Company closely monitors the number of passengers using the CUPPS outbound project at 6 airports under the Department of Airports, in the past, the number of passengers has been growing continuously, especially during the recent Songkran holidays. Although there was no minimum guarantee, the number of passengers was close to the estimated number of passengers by almost 100%

Mr. Nattawut Wadwongtham (shareholder) asked whether the APPS project, which will end its contract in the future, is expected to have its contract renewed for sure and at the same rate or not.

Mr. Sithidej Mayalarp (CEO) explained that the APPS&PNR project is an AOT project, and if the contract expires, the company will have to bid according to AOT's procurement regulations, the company cannot answer whether the company will be able to continue the contract in the future when the contract expires. However, the company is confident that when that time comes, the company will be ready from the experience accumulated over the past 8 years that will give it an advantage over its competitors in getting the job, both in terms of knowledge and expertise of its personnel and partners.

No shareholders raised any further questions or comments, the Chairman asked the meeting to acknowledge the resolution of this agenda item.

## Resolution

The Meeting has acknowledged the 2023 operation results of the Company, details of which are shown in the 2023 Annual Report of the Company which had been delivered to the shareholders with the Meeting's notice as per proposed details in all respect (there is no voting in this agenda as this agenda is for the shareholders to acknowledge).

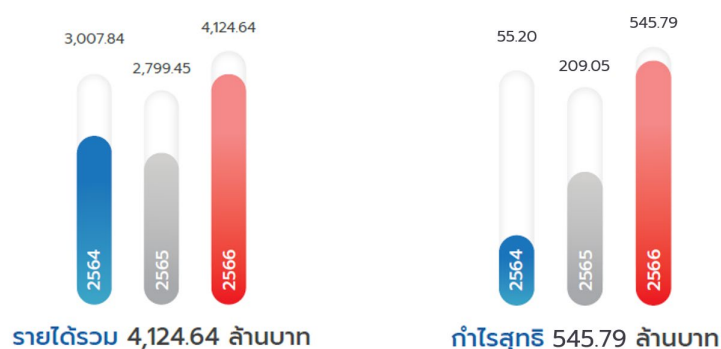
### Agenda 3 To consider and approve the Company's financial statements for the year 2023, ended December 31, 2023

The Chairman assigned Mr. Vipoota Trakulhoon (Chairman of the Audit Committee) to present this agenda to the meeting. Therefore, proposed to the meeting that

The Company's financial statements, ended on December 31, 2023, which have been audited by the auditor and have expressed their opinion that the financial statements are true and correct in all material respects in accordance with the financial reporting standards, without any conditions for giving such opinion and approved by the Audit Committee, which appears on the Company's financial statement, ended on December 31, 2023. These were delivered to shareholders with the invitation details of which appear in the Enclosure 2.

Mr. Kulnada Oranraktham (CFO) Presented additional performance results of the company to the meeting, which can be summarized as follows:

#### 1. Operating results

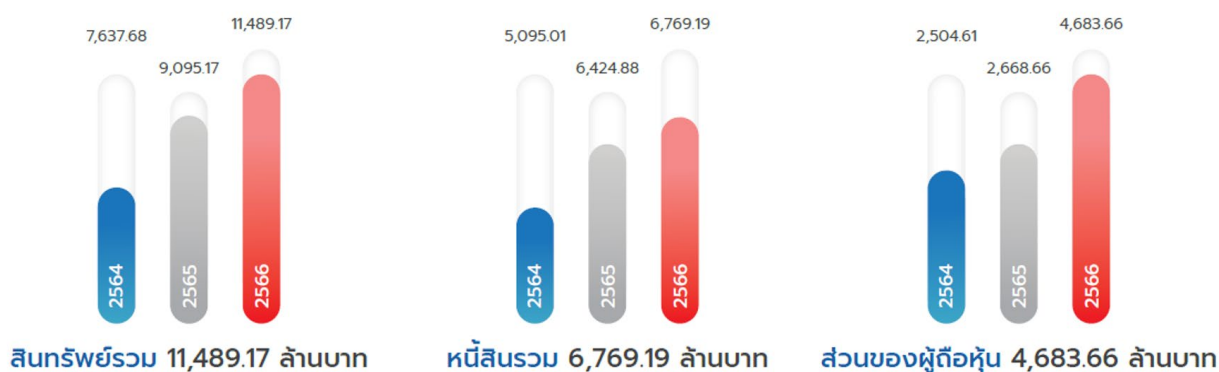


- The Company's revenue in 2023 was 4,124.64 million baht, an increase of 1,325 million baht from 2022, from 3 service businesses:
  - (1) CUPPS AOT project where the Company recognizes at least 90% of the estimated number of passengers in 2023, which is higher than in 2022.
  - (2) APPS project as explained by the CEO in the second agenda, the number of passengers of the APPS project in 2023 increased by more than 100% of 2022.

(3) Maintenance Service Agreement After the completion of a major project, the Company has signed an after-sales service contract, such as the Automatic License Plate Reading System project and various CCTV projects.

- The Company's net profit in 2023 increased by 336 million baht or 161% from 2022, resulting from the gross profit margin increasing from 15.92% to 25.61% due to the APPS project with increased revenue but fixed costs, resulting in the Company having an increased margin from the project.
- The Company's selling and administrative expenses increased due to the Company's plan to hire more skilled personnel to provide services and develop the Group's platform, including the inclusion of selling and administrative expenses from SAMCO in the fourth quarter of 2023.
- The Company's financial costs increased due to floating interest rates.
- The Company's net profit margin in 2023 was 13.23%, 7.47% higher than in 2022.

## 2. Financial status



- The Company's total assets in 2023 amounted to 11,489.17 million baht, an increase of 2,394 million baht or 26.32%, mainly due to
  - (1) Building and equipment improvements of 529 million baht due to the purchase of equipment used in the community digital project and investment in the Department of Airports' CUPPS project.
  - (2) Investment in associates and joint ventures increased by 485 million baht from the recognition of profit from TKC, SAL and GSV.
  - (3) Goodwill of 314 million baht from the investment in the purchase of SAMCO.
- The Company's total liabilities in 2023 amounted to 6,769.19 million baht, an increase of 344 million baht from 2022, mainly from trade creditors for equipment for projects acquired by the Company and liabilities arising from contracts of 158 million baht, which

were advance payments from projects that exceeded revenue recognized by the Company. However, there are also debts that have decreased, including short-term and long-term loans that the company has paid to financial institutions, resulting in a total decrease of 109 million baht, and employee benefit obligations increased from SAMCO employees that the company has acquired.

- The Company's shareholders' equity in 2023 was 4,683.66 million baht, an increase of 2,015 million baht from 2022, mainly due to the Company's capital increase in 2023 of 45.6 million baht, with a share premium of 1,368 million baht, and a profit of 2023 of 567 million baht.

**Mr. Vipoota Trakulhoon** (Chairman of the Audit Committee) further presented to the meeting that The Board of Directors deemed it appropriate to propose that the Meeting consider and approve the aforementioned financial statement.

**The Chairman** allowed shareholders to raise questions or give comments relevant to this agenda.

**Mr. Nattawut Wadwongtham** (shareholder) asked whether SAL Group is expected to increase its capital again and whether the company will have enough money for this.

**Mr. Sithidej Mayalarp** (CEO) explained that the company hopes that SAL will expand and receive more work. Currently, SAL has a profitable operating result and in 2024, it is expected to grow. At the same time, the amount of money and equipment that the company has invested is sufficient for the current management. Answering the question: at present, SAL has not increased its capital, however, if in the future there is an expansion to manage work at other airports, there may be a capital increase depending on the future. The company's current financial management is good and sufficient for its business operations. If SAL really wants to increase its capital, it will reconsider how and by how much it will increase its capital.

**The Chairman** allowed shareholders to raise questions or give comments relevant to this agenda. As there was no question or comment from shareholders, the Chairman, therefore, asked the Meeting to resolve this matter.

## **Resolution**

The Meeting has approved the Company's financial statements for the year 2023, ended December 31, 2023, which have been reviewed by the Audit Committee and audited by the auditor, details as of which are shown in the audited financial statement ended December 31, 2023, as per proposed details in all respect, with the votes as follows:

Shareholders' voting results	votes (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and entitled to vote
For	557,390,431	100.00
Against	0	0.00
Abstention	0	-
	<b>557,390,431</b>	<b>100.00</b>

**Remarks:**

1. The resolution on this agenda item shall be passed by the majority vote of the shareholders who attend the Meeting and cast their votes, exclusive of the abstention as the basis of the vote counting.
2. In this agenda, there are 1 additional shareholders attending the meeting. Therefore, there were 194 shareholders attended the Meeting, equal to 557,390,431 shares.

**Agenda 4 To consider and approve the allocation of net profits as legal reserve and the omission of the dividend payment for the operating results for the year 2023**

The **Chairman** assigned **Miss Witchuwan Chobphol** (Corporate Secretary) to present this agenda to the meeting. Therefore, proposed to the meeting that according to Public Limited Companies Act B.E. 2535 (including any amendment) ("**Public Limited Companies Act**"), limited companies must appropriation a portion of profit as a reserve funds at no less than 5 percent of the annual net profit, until this reserve fund is no less than 10 percent of the registered fund. At present, the Company's reserve fund is amount THB 31,213,329.00, which is lower than legal requirement because the Company had increased its registered capital in the year 2023. In this regard, the management of the Company had resolved to propose the Meeting consider approving the allocation of net profits to be the addition legal reserve in the amount of **THB 4,560,667.00**.

List	As of 31 December 2021	As of 31 December 2022	As of 31 December 2023
Registered capital (THB)	308,135,347.00	312,133,287.50	357,739,952.00
10% of the registered capital (THB)	30,813,534.70	31,213,328.75	35,773,995.20
The Company's legal reserve (THB)	30,813,534.70	30,813,534.70	31,213,329.00
To consider additional allocation (THB)	<b>0.00</b>	<b>399,795.00</b>	<b>4,560,667.00</b>

In addition, the Company has a dividend payment policy to shareholders at no less than 40 percent of the net profit after income tax deduction, and reservation deduction according to the law. However, the dividend payment may be subjected to change. This depends on the investment plan, liquidity, necessity, and other appropriateness. For the dividend according to performance of year 2023, as

the Company needs cash flow for operations of year 2024 then the Board of Directors deemed to omission of dividend payment for the year 2023.

The Board of Directors deemed it appropriate to propose that the Meeting consider and approve the omission of the allotment of the net profit as legal reserve and the omission of the dividend payment for the operating results for the year 2023.

**The Chairman** allowed shareholders to raise questions or give comments relevant to this agenda. As there was no question or comment from shareholders, the Chairman, therefore, asked the Meeting to resolve this matter.

### Resolution

The Meeting has approved the allocation of net profits as legal reserve and the omission of the dividend payment for the operating results for the year 2023 as the Company has to maintain liquidity for the year 2024 operations, as per proposed details in all respect, with the votes as follows:

Shareholders' voting results	votes (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and entitled to vote
For	557,390,431	100.00
Against	0	0.00
Abstention	0	-
	<b>557,390,431</b>	<b>100.00</b>

**Remarks:** The resolution on this agenda item shall be passed by the majority vote of the shareholders who attend the Meeting and cast their votes, exclusive of the abstention as the basis of the vote counting.

### Agenda 5 To consider and approve the appointment of directors in place of those who are due to retire by rotation

The **Chairman** assigned **Miss Witchuwan Chobphol** (Corporate Secretary) to present this agenda to the meeting. Therefore, proposed to the meeting that according to the Company's regulation Clause 16 indicates at every Annual General Meeting of Shareholders, one-third (1/3) of the Board of Directors shall retire. If directors number is not dividable by three portion, then directors will be retired amount closest to one-third. The directors who retire by rotation in the first and second year after becoming a public company shall be drawn by lots. After that, the directors who have been in position the longest shall retire first. The directors who retired at that time may be re-elected into a position. In 2023, the following 3 directors who are due to retire are as follows:

- |    |                        |  |
|----|------------------------|--|
| 1. | Mr. Sithidej Mayalarp  | Director, Risk Management Committee, Nomination and Remuneration Committee, Corporate Governance Committee |
| 2. | Mr. Raj Tanta-nanta    | Independent Director   |
| 3. | Mr. Vipoota Trakulhoon | Chairman of the Audit Committee, Independent Director and Chairman of Corporate Governance Committee       |

**Mr. Thitisak Skulkroo** (Chairman of the Nomination and Remuneration Committee) further presented to the meeting that in considering proposing directors to replace the directors who have left their positions according to the term, the Board of Directors has assigned the Nomination and Remuneration Committee to recruit and consider nominating candidates who are suitable to serve as new directors to replace the directors who have left their positions according to their terms to the Company's Board of Directors. The Company provided opportunities for shareholders to propose qualified candidate to be nominated as the Director for the 2024 Annual General Meeting of Shareholders since December 25, 2023 to January 31, 2024, there is no shareholder proposed the name of the person who is qualified to be appointed as the Company's director.

Therefore, the Nomination and Remuneration Committee (the directors who stake holder left the meeting room and did not participate in the consideration) considered the qualifications of the directors who are due to retire by rotation at the 2024 Annual General Meeting of Shareholders. It is considered that all three persons are knowledgeable, capable, have experience and a good work history, have leadership, broad vision, morality, ethics, and a good attitude towards the organization. They can devote sufficient time to the benefit of the company's operations and having qualifications and not having prohibited characteristics according to the Public Limited Companies Act and the Securities and Exchange Act B.E. 2535 (including amendments) (the "Securities Act") and related announcements. For those who will hold the position of independent director, they must have the qualifications of an independent director in accordance with the requirements of the Securities and Exchange Commission, including the definition of an independent director of the company, and be able to express opinions independently and in accordance with the relevant criteria.

**The Chairman** allowed shareholders to raise questions or give comments relevant to this agenda. As there was no question or comment from shareholders, the Chairman, therefore, asked the Meeting to resolve this matter.

## **Resolution**

The Meeting has approved the appointment 3 directors; namely, (1) Mr. Sithidej Mayalarp, (2) Mr. Raj Tanta-nanta, and (3) Mr. Vipoota Trakulhoon, who were due to retire by rotation to return to the Board for another term, with the votes as follows:

(1) Mr. Sithidej Mayalarp with the votes as follows:

Shareholders' voting results	votes (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and entitled to vote
For	556,676,531	99.87
Against	713,900	0.13
Abstention	0	-
	<b>557,390,431</b>	<b>100.00</b>

(2) Mr. Raj Tanta-nanta with the votes as follows:

Shareholders' voting results	votes (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and entitled to vote
For	556,676,531	99.87
Against	713,900	0.13
Abstention	0	-
	<b>557,390,431</b>	<b>100.00</b>

(3) Mr. Vipoota Trakulhoon with the votes as follows:

Shareholders' voting results	votes (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and entitled to vote
For	556,676,531	99.87
Against	713,900	0.13
Abstention	0	-
	<b>557,390,431</b>	<b>100.00</b>

**Remarks:** The resolution on this agenda item shall be passed by the majority vote of the shareholders who attend the Meeting and cast their votes, exclusive of the abstention as the basis of the vote counting.

**Agenda 6** To consider and approve the ratification of director remuneration for the year 2023 and approve the remuneration for directors for the year 2024

**Agenda 6.1** To consider and approve the ratification of director remuneration for the year 2023

The Chairman assigned Miss Witchuwan Chobphol (Corporate Secretary) to present this agenda to the meeting. Therefore, proposed to the meeting that The 2023 Annual General Meeting of

Shareholders on April 21, 2023 passed a resolution approving the determination of directors' remuneration for the year 2023 (from May 2023 to April 2024) in an amount not exceeding 3,500,000.00 baht per year. But due to entering into various transactions of the Company and subsidiaries as a result that the Company was required to hold several Board of Directors Meeting during year 2023, director remuneration for year 2023 is therefore calculated as a total of THB 3,775,000.00, which will exceed the limit of director remuneration approved by shareholders at the 2023 Annual General Meeting of Shareholders on 21 April 2023, Therefore, it was proposed to the meeting to consider ratifying the payment of directors' remuneration in the amount of THB 3,775,000.00.

**Mr. Thitisak Skulkroo** (Chairman of the Nomination and Remuneration Committee) further presented to the meeting that The Board of Directors deemed it appropriate to propose that the Meeting consider and approve the ratification of director remuneration for the year 2023 in amount of THB 3,775,000.00 baht as proposed

**The Chairman** allowed shareholders to raise questions or give comments relevant to this agenda. As there was no question or comment from shareholders, the Chairman, therefore, asked the Meeting to resolve this matter.

## **Resolution**

The Meeting has approved the ratification of director remuneration for the year 2023 in amount of THB 3,775,000.00 baht as per the proposed details in all respect, with the votes as follows:

Shareholders' voting results	votes (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and entitled to vote
For	546,984,526	98.14
Against	10,326,500	1.85
Abstention	79,405	0.01
	<b>557,390,431</b>	<b>100.00</b>

**Remarks:** The resolution on this agenda item shall be approved by the votes of not less than two-thirds of the total voting rights of the shareholders who attend the Meeting, inclusive of the abstention as the basis of the vote counting.

## **Agenda 6.2 To consider and approve the remuneration for directors for the year 2024**

The **Chairman** assigned **Miss Witchuwan Chobphol** (Corporate Secretary) to present this agenda to the meeting. Therefore, proposed to the meeting that according to the Public Limited Companies Act B.E. 2535, Section 90, the payment of remuneration to directors shall be in accordance with the resolution of the shareholders' meeting, which shall consist of no less than two-thirds of the total

number of votes of shareholders attending the meeting and to ensure that the Board of Directors receives appropriate and fair compensation for their duties, including compensation for various subcommittees that the Board of Directors has considered appointing to help oversee and manage the work in various areas in accordance with the specified policies.

Mr. Thitisak Skulkroo (Chairman of the Nomination and Remuneration Committee) further presented to the meeting that the Board of Directors and Nomination and Remuneration Committee has considered to determination of remuneration of directors for year 2024. The considerations were made on the Company's operation results, the director's duties and responsibilities, as well as director's remuneration of other company in the same industrial. The remuneration of directors for the year 2024 as follow.

Member	Remuneration (THB)		Meeting Allowance (THB)	
	Monthly basis		Per meeting	
	Y 2023	Y 2024	Y 2023	Y 2024
<b>Board of Directors</b>				
Chairman	26,000.00	26,000.00	22,000.00	25,000.00
Vice President	-	22,000.00	-	19,000.00
Director	18,000.00	18,000.00	12,000.00	14,000.00
<b>Audit Committee</b>				
Chairman	-	-	18,000.00	20,000.00
Director	-	-	12,000.00	14,000.00
<b>Risk Management Committee</b>				
Chairman	-	-	18,000.00	20,000.00
Director	-	-	12,000.00	14,000.00
<b>Nomination and Remuneration Committee</b>				
Chairman	-	-	18,000.00	20,000.00
Director	-	-	12,000.00	14,000.00
<b>Corporate Governance Committee</b>				
Chairman	-	-	18,000.00	20,000.00
Director	-	-	12,000.00	14,000.00

In this regard, the monthly remuneration for year 2024 and meeting allowance in aggregate shall not exceed THB 4,700,000.00 per year. In addition, the directors, who are employee of the Company, shall not be entitled to receive meeting allowance for the sub-committee meetings.

Other benefits : None

The Board of Directors deemed it appropriate to propose that the Meeting consider and approve remuneration of directors for year 2024 as proposed above. Effective May 1, 2024 onwards.

**The Chairman** allowed shareholders to raise questions or give comments relevant to this agenda. As there was no question or comment from shareholders, the Chairman, therefore, asked the Meeting to resolve this matter.

## **Resolution**

The Meeting has approved the remuneration for directors for the year 2024 as per the proposed details in all respect, with the votes as follows:

Shareholders' voting results	votes (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and entitled to vote
For	557,390,431	100.00
Against	0	0.00
Abstention	0	0.00
	<b>557,390,431</b>	<b>100.00</b>

**Remarks:** The resolution on this agenda item shall be approved by the votes of not less than two-thirds of the total voting rights of the shareholders who attend the Meeting, inclusive of the abstention as the basis of the vote counting.

## **Agenda 7 To consider and approve the appointment of the auditor and the audit fee for the accounting period 2024**

The **Chairman** assigned **Mr. Vipoota Trakulhoon** (Chairman of the Audit Committee) to present this agenda to the meeting. Therefore, proposed to the meeting that the Board of Directors and the Audit Committee have considered and propose that the Meeting consider and approve the appointment of the following auditors from **PricewaterhouseCoopers ABAS Ltd.**, as the auditors for the year 2024:

Name	CPA Registration No.	Number of years of auditing for the company
1. Ms. Nuntika Limviriyalers and/or	7358	-
2. Mr. Paiboon Tankun and/or	4298	-
3. Ms. Tithinua Vankeo	9432	-

In case those auditors cannot perform their duties to the Company, PricewaterhouseCoopers ABAS Ltd. shall procure other auditor of PricewaterhouseCoopers ABAS Ltd. to the Company instead. Also fixing the auditor's remuneration for the year 2022 at the total amount not exceeding **THB 3,700,000.00.**

All subsidiaries of the Company use the same auditing firm and the proposed auditors have no relations or conflicts of interests with the Company, directors, major shareholders or any other persons related to aforementioned individuals.

The Board of Directors and the Audit Committee considered that the meeting should consider appointing the auditors from the above list from Pricewaterhouse Coopers ABAS Limited as the Company's auditors and set the remuneration at no more than 3,700,000.00 baht.

**The Chairman** allowed shareholders to raise questions or give comments relevant to this agenda. As there was no question or comment from shareholders, the Chairman, therefore, asked the Meeting to resolve this matter.

### **Resolution**

The Meeting has approved the appointment of the auditors from PricewaterhouseCoopers ABAS Ltd., as the auditors for the year 2023 as follows:

- |                               |                                   |
|-------------------------------|-----------------------------------|
| (1) Ms. Nuntika Limviriyalers | CPA Registration No. 7358; and/or |
| (2) Mr. Paiboon Tunkoon       | CPA Registration No. 4298; and/or |
| (3) Ms. Tithinun Vankeo       | CPA Registration No. 9432         |

Should the said auditors be unable to perform their duties, PricewaterhouseCoopers ABAS Ltd. may assign another certified public accountant from PricewaterhouseCoopers ABAS Ltd. to perform such duties instead and approve the auditor's fees of THB 3,700,000.00 for the financial year 2024, as per proposed details in all respect, with the votes as follows:

Shareholders' voting results	votes (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and entitled to vote
For	557,390,431	100.00
Against	0	0.00
Abstention	0	-
	<b>557,390,431</b>	<b>100.00</b>

**Remarks:** The resolution on this agenda item shall be passed by the majority vote of the shareholders who attend the Meeting and cast their votes, exclusive of the abstention as the basis of the vote counting.

**Agenda 8** To consider and approve the amendments of the Company's Articles of Association to comply with the Act Public Company Limited (No. 4) B.E. 2022

The Chairman assigned Miss Witchuwan Chobphol (Corporate Secretary) to present this agenda to the meeting. Therefore, proposed to the meeting that since the law on public limited companies has been an additional amendment the Act Public Company Limited (No. 4) B.E. 2022 on May 21, 2022; The Board of Directors' Meeting of the Company No. 2/2024, held on February 28, 2024, had resolved to convene the 2024 Annual General Meeting of Shareholders to consider to amend the company's regulations to be consistent with the said Act. The details of the amendment are as follows.

Existing Articles of Association	Amended/Addition Version of Articles of Association
<p><b>Article 28.</b> The Board of Directors of the Company must cause the Board of Directors' meeting to be held at least once every three (3) months.</p> <p>In summoning a Board of Directors' meeting, the Chairman of the Board or an assigned person shall send a notice of the meeting to the directors not less than seven (7) days prior to the date of the meeting except in the case of necessity and urgency in order to safeguard the rights or interests of the Company, the notice summoning the meeting may be sent by other means and the date of the meeting may be scheduled sooner.</p> <p>To the chairman or the person assigned by the Chairman of the Board determines the date, time, and place of the Board meeting. The place of the meeting may be determined otherwise. In addition to the area where the Company's headquarters is located or any other locality</p>	<p><b>Article 28.</b> The Board of Directors of the Company must cause the Board of Directors' meeting to be held at least once every three (3) months.</p> <p>In summoning a Board of Directors' meeting, the Chairman of the Board or an assigned person shall send a notice of the meeting to the directors not less than <u>three (3) days</u> prior to the date of the meeting except in the case of necessity and urgency in order to safeguard the rights or interests of the Company, the notice summoning the meeting may be sent by other means and the date of the meeting may be scheduled sooner.</p> <p><u>In case of reasonable grounds or in order to safeguard the rights or interests of the Company, two (2) or more directors may jointly request the Chairman of the Board to summon the Board of Directors' meeting, provided that the agenda and reasons to be proposed for consideration at the meeting shall be also mentioned. In such case, the Chairman of the Board shall summon and schedule the date of the meeting within fourteen (14) days from the receipt date of the request.</u></p> <p><u>In the event that the Chairman of the Board fails to proceed under the third paragraph, the requesting directors may jointly summon and schedule the date of the meeting to consider the requested matters within fourteen (14) days from the completion of the first 14-day period.</u></p> <p>To the chairman or the person assigned by the Chairman of the Board determines the date, time, and place of the Board meeting. The place of the meeting may be determined otherwise. In addition to the area where the Company's headquarters is located or any other locality</p> <p><u>In case the Chairman of the Board fails to determine the venue of the meeting, the meeting shall be held at the location of the Company's head office. The Board of Directors' meeting may be held via electronic means,</u></p>

Existing Articles of Association	Amended/Addition Version of Articles of Association
	<p><u>whereby its procedure, methods, criteria, and conditions shall be in compliance with the applicable laws, rules, and regulations.</u></p> <p><u>In summoning a Board of Directors' meeting, the meeting notice may be sent to the directors by electronic means if the director has already informed the company or the committee of his/her intention or given consent.</u></p>
<p><b>Article 33.</b> In calling a Shareholders' Meeting, the Board of Directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgement, for approval, or for consideration, as the case may be, including the opinion of the Board of Directors on the said matters, and the said notice shall be distributed to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting. The notice shall be published in a newspaper for not less than three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</p> <p>The location that will be used for the shareholder meeting may be in the locality where the company's head office is located. or any other place as the committee determines.</p>	<p><b>Article 33.</b> In calling a Shareholders' Meeting, the Board of Directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgement, for approval, or for consideration, as the case may be, including the opinion of the Board of Directors on the said matters, and the said notice shall be distributed to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting. The notice shall be published in a newspaper for not less than three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</p> <p><u>The company may advertise meeting notices via electronic media instead of newspaper advertisements, in accordance with the rules of applicable laws.</u></p> <p>The location that will be used for the shareholder meeting may be in the locality where the company's head office is located. or any other place as the committee determines. <u>In case the Shareholders' Meeting is held via electronic means, the location of the Company's head office shall be deemed as the venue of such electronic meetings.</u></p>
<p><b>Article 34.</b> In the shareholder meeting, Shareholders may authorize another person who is of legal age to act as a proxy to attend the meeting and vote on their behalf.</p> <p>The authorization must be made in writing and sign the proxy grantor's name and follow the form specified by the Public Company Registrar and include at least the following items:</p> <ul style="list-style-type: none"> <li>A. The number of shares that the proxy holds.</li> <li>B. Name of the proxy holder</li> <li>C. The number of the meeting where a proxy is given to attend the meeting and vote.</li> </ul>	<p><b>Article 34.</b> In the shareholder meeting, Shareholders may authorize another person who is of legal age to act as a proxy to attend the meeting and vote on their behalf.</p> <p>The authorization must be made in writing and sign the proxy grantor's name and follow the form specified by the Public Company Registrar and include at least the following items:</p> <ul style="list-style-type: none"> <li>A. The number of shares that the proxy holds.</li> <li>B. Name of the proxy holder</li> </ul>

Existing Articles of Association	Amended/Addition Version of Articles of Association
<p>D. Date and signature of the shareholder granting the proxy.</p> <p>If the proxy wishes to vote at the meeting, the proxy form must be placed with the chairman of the assigned shareholder meeting at the meeting place before entering the meeting.</p>	<p>C. The number of the meeting where a proxy is given to attend the meeting and vote.</p> <p>D. Date and signature of the shareholder granting the proxy.</p> <p>If the proxy wishes to vote at the meeting, the proxy form must be placed with the chairman of the assigned shareholder meeting at the meeting place before entering the meeting.</p> <p><u>The appointment of proxy under paragraph one may be made by electronic means instead, whereby the methods employed shall be secure and credible to prove that such appointment has been duly made by the shareholder giving proxy and in accordance with the rules of applicable laws.</u></p>
<p>-None-</p>	<p><b>Chapter 9</b></p> <p><b><u>Convocation of meetings, publication, and delivery of documents via electronic means</u></b></p> <p><b>Article 50.</b> <u>The Company may determine that the Board of Directors' meeting or Shareholders' Meeting be held via electronic means. The meetings conducted via electronic means shall be in accordance with the criteria and methods prescribed under laws and according to the information security standards set forth under laws. The location of the Company's head office shall be deemed as the venue of such meetings.</u></p> <p><b>Article 51.</b> <u>Notification or publication of any announcements regarding the Company to individuals or the public may be published via electronic means in accordance with the rules of applicable laws.</u></p> <p><b>Article 52.</b> <u>The Company or the Board of Directors may send notices or documents to its directors, shareholders, or creditors by electronic means if such persons have expressly declared their intention or given consent in writing or by electronic means, which shall be in accordance with the rules of applicable laws.</u></p>

The Board of Directors has considered and deemed it appropriate to propose that the Meeting consider and approve the amendment of the Company's Articles of Association by discard the old statement and use the new statement as proposed above which includes proceeding to register the

amendment of the authorized directors as proposed and consider authorizing the Company's directors and/or persons assigned by the Company's directors has the power to make amendments to the necessary statements in the documents for the registration of such amendments as instructed or recommendations of the public companies registrar.

The Chairman allowed shareholders to raise questions or give comments relevant to this agenda. As there was no question or comment from shareholders, the Chairman, therefore, asked the Meeting to resolve this matter.

## **Resolution**

The Meeting has considered and approved the amendments of the Company's Articles of Association to comply with the Act Public Company Limited (No. 4) B.E. 2022, as per proposed details in all respect, with the votes as follows:

Shareholders' voting results	votes (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and entitled to vote
For	557,346,727	99.99
Against	43,703	0.01
Abstention	1	0.00
	<b>557,390,431</b>	<b>100.00</b>

**Remark:** The resolution on this agenda item shall be approved by the votes of not less than three-fourths of the total voting rights of the shareholders who attend the Meeting and entitled to vote, inclusive of the abstention as the basis of the vote counting.

**Agenda 9** To consider and approve the amendments of the Company's Objectives and approve the amendments of the Memorandum of Association Clause 3 to be consistent with the amendment of the Company's objectives

The Chairman assigned Miss Witchuwan Chobphol (Corporate Secretary) to present this agenda to the meeting. Therefore, proposed to the meeting that for the purposes of the Company's business operations covers the business that the company May expand the scope further in the future, the Board of Directors' Meeting No.2/2024 which held on February 28, 2024 resolved to propose to the Meeting to consider and approve the amendment of the Company's objectives and to approve the amendment of the Memorandum of Association, Clause 3 to be consistent with the amendment of the

Company's objectives. The Company's objectives shall be added 4 clauses from the original 48 objectives to 52 objectives as follows:

“Clause 49. To carry on the business of providing services, hiring, consulting, studying, designing, creating data for geoinformatics systems and digital map data;

Clause 50. To carry on the business using information technology data for data analytics in business operations and promoting advertising and marketing strategies, and other areas;

Clause 51. To carry on the business of conducting digital marketing, advertising, public relations, and selling products and services via electronic media through the internet platform, which is not a direct sales and direct marketing business;

Clause 52. To buy, sell, and exchange carbon credits, including to carry on any business related to carbon credits”

The Board of Directors has considered and deemed it appropriate to propose that the Meeting consider and approve the amendment of the Company's objectives by added 4 clauses from the original 48 objectives to 52 objectives and to approve the amendment of the Memorandum of Association, Clause 3 to be consistent with the amendment of the Company's objectives as detailed above.

**The Chairman** allowed shareholders to raise questions or give comments relevant to this agenda. As there was no question or comment from shareholders, the Chairman, therefore, asked the Meeting to resolve this matter.

## **Resolution**

The Meeting has considered and approved the amendments of the Company's Objectives and approve the amendments of the Memorandum of Association Clause 3 to be consistent with the amendment of the Company's objectives, as per proposed details in all respect, with the votes as follows:

Shareholders' voting results	votes (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and entitled to vote
For	557,390,431	100.00
Against	0	0.00
Abstention	0	0.00
	<b>557,390,431</b>	<b>100.00</b>

**Remark:** The resolution on this agenda item shall be approved by the votes of not less than three-fourths of the total voting rights of the shareholders who attend the Meeting and entitled to vote, inclusive of the abstention as the basis of the vote counting.

**Agenda 10 To consider and approve the “Prohibitions of Actions regarded as Business Domination by Foreigners”**

The **Chairman** assigned **Miss Witchuwan Chobphol** (Corporate Secretary) to present this agenda to the meeting. Therefore, proposed to the meeting that as the Company has received the Type Three Telecommunications Business License from Office of the National Broadcasting and Telecommunication Commission (the “NBTC”). The NBTC has announced on prescribing the prohibitions of actions regarded as business domination by foreigners A.D. 2012 (as amended) (“**Notification**”) prescribe that, in each year, the licensee has duty to report the circumstances and status of foreign domination and the licensee shall prescribe or review the prohibitions of actions regarded as business domination by foreigners (“**Prohibitions**”) and submit to the NBTC for acknowledgment and the prohibitions must be approved by the Annual General Meeting of shareholders.

The Company has prepare the Prohibition in accordance with the Notification of NBTC as per details above and propose the 2021 Annual General Meeting of Shareholders held on 28 April 2021 for approval. Upon approval of the Prohibitions, the Company has a duty to present such Prohibition to the annual general meeting of shareholders to be reviewed annually. The Company has proposed that shareholders review the said prohibitions annually from 2022.

Thus, the Board of Directors’ Meeting deemed appropriate to propose that the Meeting consider and approve the “Prohibitions of Actions regarded as Business domination by Foreigners”, details of which set out in Enclosure 4, which is in accordance with the law and regulations of the National Broadcasting and Telecommunications Commission on the prohibition of acts that are considered as business domination by foreigners, B.E. 2555 (and which have been amended) whereby the Company has a duty to propose such prohibitions to the general meeting of shareholders for consideration and/or review on a regular basis.

**The Chairman** allowed shareholders to raise questions or give comments relevant to this agenda. As there was no question or comment from shareholders, the Chairman, therefore, asked the Meeting to resolve this matter.

## Resolution

The Meeting has considered and approved the “Prohibitions of Actions regarded as Business domination by Foreigners”, as per proposed details in all respect, with the votes as follows:

Shareholders’ voting results	votes (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and entitled to vote
For	557,390,431	100.00
Against	0	0.00
Abstention	0	0.00
	<b>557,390,431</b>	<b>100.00</b>

**Remark:** The resolution on this agenda item shall be approved by the votes of not less than three-fourths of the total voting rights of the shareholders who attend the Meeting and entitled to vote, inclusive of the abstention as the basis of the vote counting.

## Agenda 11 To consider other matters (if any)

The Chairman present this agenda to the meeting. Therefore, proposed to the meeting that in addition to the above agenda items, shareholders with shares totaling not less than one-third of the total number of shares sold may request the meeting to consider matters other than those specified in the meeting invitation letter, in accordance with Section 105, paragraph two of the Public Limited Companies Act B.E. 2535 (and the amendments).

The Chairman asked the meeting whether any shareholder would like to propose other issues or ask further questions

Ms. Chanathip Wittayakul (a proxy from the Thai Investors Association) asked whether the Thai Investors Association has a policy to propose that listed companies in the Stock Exchange of Thailand hold general/extraordinary shareholders' meetings in the form of on-site meetings and online meetings, or what is called Hybrid, to facilitate meeting, communication and inquiries between shareholders, executives and the board of directors, which is in line with the circular letter of the Securities and Exchange Commission (SEC) No. SEC.Nor.(W) 2/2567 regarding request for cooperation regarding the organization of the general shareholders' meeting, dated 10 January 2024. Therefore, we would like to propose that the company consider the proposal to organize a Hybrid meeting in accordance with the policy of the Thai Investors Association mentioned above.

Mr. Sithidej Mayalarp (CEO) explained that the Company would like to take this matter into consideration along with other factors, such as appropriate meeting venue, use of meeting system, and additional expenses and emphasize that the company takes into account the rights and equal treatment of shareholders as important. If there are any changes in the method of holding shareholder meetings, everyone will be informed in the future.

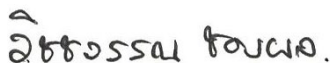
Mr. Khemthat Asawaponganan (shareholder) proposed to the executives to report the progress of the bidding for the Ground Service project at Suvarnabhumi Airport of AOTGA, what stage it is at, and what is the latest timeline?

Mr. Sithidej Mayalarp (CEO) explained that the company is currently waiting for AOT to announce the bidding for this project. In the meantime, the company has supported SAL and AOTGA in the maintenance and management of the IT system so that AOTGA is ready to bid for the project consistently.

The Chairman asked the meeting if any shareholders wished to ask any additional questions.

As no additional issue was proposed for the meeting to consider, the Chairman thanked the shareholders and all attendees and delivered the closing speech.

The meeting adjourned at 17.34 hours.



Miss Witchuwan Chobphol

Corporate Secretary



Prof. Dr. Somkit Lertpaithoon

Chairman of the Meeting

The Annual Report 2024 (Form 56-1 One Report 2024)  
And financial statements for year 2024, ended December 31, 2024  
In form of QR Code



## Profiles of directors for appointment to replace retiring directors by rotation

## Sky ICT Public Company Limited

Name – Surname	MR. SOMKIT LERTPAITHOON			
Age	66 years			
Type of Directorship	Director			
Date of appointment	23 December 2020			
Education Background	Doctorate, (Droit Public Interne), The University Paris II, France			
	Degree of Profound Studies, (Droit Public Interne), The University Paris II, France			
	Bachelor of Laws, Thammasat University			
	Barrister-at-Law, Institute of Legal Education Thai Bar Association			
	Certification in Local Government, Institute international d’ Administration Publique (IIAP), France			
Experiences for the past 5 years	<u>Listed Companies</u>			
	2022 – present	Chairman	Sky ICT PCL.	
	2020 – present	Director and Legal Advisor	Sky ICT PCL.	
	<u>Other Listed Companies</u>			
	2024 – present	Independent Director	Electricity Generating PCL.	
	2018 – 2024	Independent Director	PTT Global Chemical PCL.	
	<u>Other non-listed companies</u>			
	Present	Professor at the Department of Public Law and the Department of Social Forensic Studies History and Philosophy	Faculty of Law, Thammasat University	
	2013 – present	Associate of Members	Royal Academy of Thammasat and Politics Office	
	2009 – Present	10 <sup>th</sup> Member of the Council of State	Office of the Council of State	
	2015 – 2023	Member of the Council	Institutions King Prajadhipok's Institute	
Current Position(s) in the Company	Director / Chairman			
Attendance of Board Meetings in the previous year	7/7 meetings of the Board of Directors			
Years of Directorship	4 years and 4 months			
Family Relationship with Management	None			
Shareholding Percentage in SKY	None			
Current Directorship	Other listed companies		Electricity Generating PCL.	
	Other non-listed companies		None	
	Other entities with potential conflict of interest		None	
Criminal Records over the past 10 years	Having been convicted of criminal offense or subject to prosecution.		None	
	Having been adjudged bankrupt or under receivership.		None	
	Having been management or controller in any company and partnership adjudged bankrupt.		None	

## Profiles of directors for appointment to replace retiring directors by rotation (Cont'd)

## Sky ICT Public Company Limited

Name – Surname	MR. SOMCHAI POOLSVASDI		
Age	68 years		
Type of director proposed for appointment	Director		
Date of appointment	29 April 2022		
Education Background	Master of Political Science, Thammasat University		
	Bachelor of Laws, Thammasat University		
Training	Certificate, National Defence Course (NDC49), The National Defence College		
	Certificate, The Executive Program in Energy Literacy for a Sustainable Future, TEA		
	Certificate, Capital Market Academy		
	The Customs International Executive Management Program (CIEMP)		
	Director Certification Program (DCP) Class 136 of 2010		
Experiences for the past 5 years	<b>Listed Companies</b>		
	2024 – present	Vice President	Sky ICT PCL.
	2022 – present	Director	Sky ICT PCL.
	2019 – 2022	Consultant	Sky ICT PCL.
	<b>Other Listed Companies</b>		
	2022 – present	Independent Director	Dhipaya Insurance PCL.
	2021 – 2021	Independent Director	Bangchak Corporation PCL.
	2017 – 2022	Consultant to Chairman	Dhipaya Insurance PCL.
	<b>Other non-listed companies</b>		
	2020 - present	Chairman of the Sub-Committee	Boxing Promotion and Development
	2017 – present	Qualified Director	Faculty of Law, Thammasat University
	2020 – 2021	Qualified Director	Sports Authority of Thailand
Current Position(s) in the Company	Director / Vice President		
Attendance of Board Meetings in the previous year	7/7 meetings of the Board of Directors		
Years of Directorship	2 years and 11 months		
Family Relationship with Management	None		
Shareholding Percentage in SKY	None		
Current Directorship	Other listed companies	Bangchak Corporation PCL.	
	Other non-listed companies	None	
	Other entities with potential conflict of interest	None	
Criminal Records over the past 10 years	Having been convicted of criminal offense or subject to prosecution.	None	
	Having been adjudged bankrupt or under receivership.	None	
	Having been management or controller in any company and partnership adjudged bankrupt.	None	



**Scope of Duties and Responsibilities of the Chairman**

1. To call for Board of Directors Meeting and act as the Chairman of Board of Directors Meeting and Shareholders' Meeting as well as having a role in determining meeting agenda with the Chief Executive Officer
2. To conduct the meeting to be efficient and in accordance with the Company's regulations as well as support and allow directors to be able to express their opinions freely
3. To support and encourage the Board of Directors to perform their duties with their full potential and in accordance with their scope of responsibilities, authorities and the Good Corporate Governance Principles
4. To oversee and monitor the operations of the Board of Directors to achieve the Company's pursuant objectives
5. To have a casting vote in case the Board of Directors' Meeting has a tie vote

**The Board of Directors' Duties and Responsibilities**

1. To supervise and manage the Company to comply with laws, objectives and regulations of the Company, including the resolution of Shareholders' Meeting excepting matters that require approval from the Shareholders' Meeting before proceeding, for example, matters defined by laws that need resolution from shareholders' meeting, connected transactions and acquisition or disposal of important assets according to rules of the Stock Exchange of Thailand or other government agencies
2. To determine strategy, visions, and plans, and approve annual budget, investment budget not included in annual budget, management structure, administrative power, and corporate government policies
3. To supervise the operation section to work in accordance with policies, plans and approved budget
4. To review and approve Company's vision, mission, goals, policy, direction of operations Long-term strategic plan and mission annually
5. To appoint and determine roles and responsibilities of the Audit Committee, Board of Directors, other sub-committees and Company's Secretary as appropriate in order to manage the management system to follow the policies to support the management of the Board of Directors including setting criteria and the process of selecting directors, sub-committees and Chief Executive Officer that is transparent and clear as well as determine compensation and evaluate performance every year Including monitoring and overseeing the process of preparing personnel to replace or succeed the Chief Executive Officer.
6. To make sure that the Company shall have an accounting system, financial report and trustworthy audit including an internal control system and internal audit that are efficient and effective as well as supervising the Company to follow the Good Corporate Governance Policy including causing the company to review approval authority and operations (Table of Authority) to suit the situation, condition and size of business operations that has changed. Take steps to ensure that there are checks and balances (Check and Balance) for approval of transactions independently and appropriately, such as separation of duties (Segregation of Duties) of the

approver of disbursement (approver) and the auditor of transactions (reviewer) clearly and take any action to ensure that the company's overall internal control system able to detect abnormalities and prevent fraud that may occur.

7. Proceed with a mechanism to inspect or review reasonableness before entering into a transaction to acquire or dispose of assets with significant value, related transactions or transactions that may have conflicts of interest to be in accordance with the law Including reviewing the internal control system to be consistent with entering into the said transaction especially true in cases where the company has raised funds, the Board of Directors must ensure that the Company has a system in place to monitor the use of funds raised to meet the disclosed objectives. In addition, after approval of the transaction has been received, the Board of Directors must promote a mechanism for monitoring and reporting the progress of such transactions, keep shareholders informed continuously and appropriately, this must be done so that the company has a system for disclosing information, transactions and business operations of the company are correct, appropriate, complete and equitable to all investor groups
8. Follow up and ensure that the management prepares the financial statements within an appropriate period to allow the auditor and the audit committee time to investigate and make sufficient observations, in order for the financial statements prepared by the company to be accurate, transparent and able to be disclosed to investors within the time frame specified by the regulations.
9. Review the consistency of the information in the company's financial report with any other information related to the company's financial position and operating results that has been communicated to investors or related persons, such as descriptive information and management analysis (Management Discussion & Analysis) annual report and company news etc.
10. Consider details related to the use of fundraising funds, such as the feasibility of investment, suitability of value and funding channels Including following up on the use of fundraising funds to meet the objectives that have been disclosed.
11. To take care of benefits of the both major and minor shareholders equally and report the important operational information and financial report to the shareholders and stakeholders with accuracy and legal compliance
12. To oversee the Company to have a comprehensive risk management system and effective risk management, reporting and follow-up procedures
13. To supervise the management in accordance with Good Corporate Governance policies to ensure that the Company has fair and strict responsibilities to all stakeholders including selecting relevant people in the company's corporate governance system by considering knowledge, abilities and experiences.
14. To report responsibilities of the Board of Directors in financial report preparation by presenting it in conjunction with the Auditor's report in the annual report
15. The Board of Directors may assign one or more directors or other persons to act on behalf of the Board; however, the delegation of authority to directors excludes the delegation of authority which allow directors or authorized persons to approve the issue that he or another person who has conflict, interests or other advantages which oppose the Company's benefits. The Board of

Directors must request approval from the Shareholders' Meeting for the connected transaction and important assets acquisition and disposition of the Company as per the regulations from the Stock Exchange of Thailand and the announcement of the Securities and Exchange Commission and/or other related agencies.

16. To immediately notify the Company about his or other person's both direct and indirect interests in any contracts or transactions related to the Company or its subsidiaries
17. Set or change the conditions for signing authority to bind the company, including the names of directors who have authority to sign to bind the company.
18. Consider and approve the payment of interim dividends to the Company's shareholders and report to the shareholders at the next meeting.
19. Promote the company to have channels for receiving complaints or reporting inappropriate behavior (Whistleblower) including promoting policies or methods for dealing with complaints and protect whistleblowers appropriately

### **The Audit Committee's Duties and Responsibilities**

The Audit Committee and Independent Directors have scope of duties and responsibilities as assigned by the Board of Directors as follows:

1. To ensure that the Company has accurate and transparent financial reporting, by coordinating with the External Auditor and the Executive who is responsible for preparing quarterly and annual financial reports
2. To ensure that the Company has an appropriate and effective internal control system and internal audit and to consider the independence of the Internal Audit
3. To consider for select, nominate and terminate individuals who are independent to work as the Company's Internal Auditor and consider the remuneration of the Internal Auditor and establish a structure for the internal audit department to report directly to the Audit Committee.
4. Approve the internal audit plan and review the inspection report, including considering a follow up on issues found from the inspection report and approve the annual budget and personnel plans of the internal audit department.
5. Review and approve the internal audit department's charter, including considering and reviewing the internal audit department's performance reports.
6. Review the company's risk management process, work processes, controls and supervision of operations and information technology and effective information security and communication network systems, conforms to international standards and follow up on risk management results, including evaluating risk management results from the risk management working group.
7. To review the Company's operation to comply with laws about the Securities and Exchange, requirements of the Stock Market or laws related to Company's business
8. To consider, select, nominate and terminate individuals who are independent to work as the Company's internal Auditor and consider the compensation and scope of work of the auditor in accordance with the guidelines for the Audit Committee in selecting auditors set by the Securities and Exchange Commission to present to the Board of Directors to request appointment from the

general meeting of shareholders, including attending a meeting with the auditor without the management attending at least once a year.

9. Follow up and ensure that the management prepares the financial statements within an appropriate period to allow the auditor and the audit committee time to investigate and make sufficient observations, in order for the financial statements prepared by the company to be accurate, transparent and able to be disclosed to investors within the time frame specified by the regulations.
10. Review the consistency of the information in the company's financial reports with any other information related to the company's financial position and operating results that has been communicated to investors or related persons, such as descriptive information and management analysis (Management Discussion & Analysis) annual report and company news etc.
11. To have authority to hire independent consultants if necessary, under the Company's expense
12. To consider and give opinions on entering into transactions to acquire or dispose of assets with significant value, connected transactions or any transactions which may have conflicts of interests in accordance with laws and the regulations of the Stock Exchange of Thailand and the Capital Market Supervisory Board with honesty and reasonableness, in order to ensure that such transactions are reasonable and the most beneficial to the Company and shareholders. In addition, after the acquisition or disposal of assets Related items approved the Audit Committee should follow up and inquire about the progress of entering into such transactions with the management along with following up on investments and ensuring that the company discloses and reports progress to shareholders regularly and appropriately.
13. To consider details related to the use of fundraising funds, such as the feasibility of investment, suitability of value and funding channels, including ensuring that the company has a mechanism to oversee and follow up on the correct and appropriate use of fundraising funds to be in accordance with the objectives that have been disclosed as well as report and disclose information on the use of money received from fundraising to shareholders appropriately, consistently and according to the reporting period specified by the regulations.
14. During the operation, if the Audit Committee finds or suspects any of the following transactions or activities which may have significant effects on financial status or performance of the Company, the Audit Committee must report to the Board of Directors in order to correct those transactions or activities promptly
  - Transactions with conflict of interests
  - Corruption or irregular transactions or significant deficiencies in the Company's internal control system
  - Violation of Securities and Exchange laws, announcements and requirements of the Stock Exchange of Thailand, Securities and Exchange Commission or the Capital Market Supervisory Board, including laws related to the business of the Company

If the Board of Directors or the Executive cannot correct those transactions or activities promptly, members of the Audit Committee shall report them to the Securities and Exchange Commission or the Stock Exchange of Thailand.

15. If the Auditor finds any suspicious incidents connected with the Director, Manager or any person who is responsible for the operation of the Company violating the laws and the Auditor has reported such incident to the Audit Committee, the Committee must urgently make further investigation and report the preliminary results to the Securities and Exchange Commission and the Auditor as soon as possible, however within 30 days after receiving the report from the Auditor and report progress to the Securities and Exchange Commission and the auditor is informed periodically.
16. Prepare the report of the Audit Committee by disclosing it in the Company's annual report with signature of the Chairman of the Audit Committee. The report must at least include the following details:
  - a) Comment on the accuracy, entirety and reliability of the Company's financial statements
  - b) Comment on the sufficiency of the Company's internal control system
  - c) Comment on the compliance with Securities and Stock Market laws, requirements of the Stock Market or other laws related to the business of the Company
  - d) Comment on the suitability of the Auditor
  - e) Comment on transactions which may have conflict of interest
  - f) Number of the Audit Committee's meeting and attendance of each Audit Committee
  - g) Comment or overall observation that the Audit Committee received while performing the duties in accordance with the Charter
  - h) Other issues that the shareholders or general investors should be informed of under the scope of duties and responsibilities appointed from the Board of Directors
17. Perform any other tasks as assigned by the Board of Directors as appropriate

While operating under the scope of duties and responsibilities, the Audit Committee has the authority to invite management, executives or employees to report, give comments, attend the meeting or submit relevant and necessary documents.

However, the Board of Directors has authority to amend the scope of duties and responsibilities of the Audit Committee if necessary.

**Information of Memorandum Regarding the Private Placement Offering of Newly Issued Shares of Sky ICT Public Company Limited to Enoch Communications Co., Ltd. which is a private placement investor**

The Board of Directors' Meeting No. 1/2025 of Sky ICT Public Company Limited (the "**Company**") which was held on February 27, 2025, resolved to propose the Shareholders' Meeting to consider and approve the Company's registered capital increase by THB 900,000 from the current registered capital of THB 357,739,952 to be THB 358,639,952 by issuing not exceeding 1,800,000 newly issued ordinary shares at the par value of THB 0.50 per share to offer to the private placement investor which is Enoch Communications Co., Ltd. ("**Enoch**").

Details of the offering and allocation of the Company's newly issued shares by way of private placement which are important for the investor to make a decision are as follows:

**1. Details of the Offering of Newly Issued Ordinary Shares by way of Private Placement, Determination of Offering Price and Market Price**

**1.1 Offering and Allocation Procedures**

The resolutions adopted by the Board of Directors at its Meeting No. 1/2025 held on 27 February 2025 has approved to propose to the shareholders' meeting for approval of the acquisition and transfer of all business operations under the entire business transfer plan between the Company and Enoch Communications Co., Ltd. ("**Enoch**"), whose shareholders comprise four individuals, namely: (1) Mr. Veera Thamcharas, (2) Ms. Renu Thamcharas, (3) Mr. Thanit Thamcharas, and (4) Ms. Suda Thamcharas (collectively, the "**Enoch Shareholders**"). The Enoch Shareholders are not connected persons to the Company. The Company will acquire and assume all of Enoch's business operations, including assets, liabilities, rights, obligations, and responsibilities, both present and future, as of the date of the entire business transfer, which includes 60,000 common shares, each with a par value of THB 100, in Callvoice Communications Co., Ltd. ("**Callvoice**"), a subsidiary of Enoch, representing 60% of Callvoice's total registered and paid-up capital. This also includes entering into an entire business transfer agreement, related contracts, and other relevant documents.

As Enoch, in its capacity as a holding company, holds an investment in Callvoice amounting to 60% of Callvoice's registered capital as of the date of the entire business transfer, the agreed consideration for the sale and purchase of this 60% shareholding in Callvoice is THB 36,000,000. This purchase price was mutually negotiated between the Company and Enoch, with the Company considering both the agreed transaction price and an appropriate share valuation method. The valuation was conducted using the Discounted Cash Flow Approach, which takes into account the potential and future profitability of the business. Based on this assessment, the estimated shareholders' equity value of Callvoice ranges from approximately THB 59.54-72.94 million. This valuation was prepared by Siam Alpha Capital Company Limited which is a financial advisor approved by the Office of the Securities and Exchange Commission.

Upon comparison between the fair value of Callvoice and that of the Company, the Board of Directors resolved to grant approval to propose the Shareholders' Meeting to consider the private placement to Callvoice by allocating not exceeding 1,800,000 newly issued ordinary shares at the par value of THB 0.50 per share at the offering price of THB 20 per share, totaling THB 36,000,000 as payment for the acquisition and acceptance of the entire business transfer from Callvoice (the "**Transaction on Share Allocation in Consideration of the Entire Business Transfer**"), representing 0.25 of all issued and paid-up shares of the Company (based on 1,800,000 newly issued shares, divided by 717,279,904 issued and paid-up shares of the Company after the execution of the Share Allocation Transaction), whereby Callvoice will use its entire business, currently available and to be available in the future, as of the date of the entire business transfer, including 60,000 ordinary shares at the par value of THB 100 per share in Enoch, which is a subsidiary of Callvoice (or representing 60 percent of Enoch's registered and paid-up shares) to make payment in kind for the Company's newly issued ordinary shares (the "**Entire Business Transfer Transaction**").

The transaction on share allocation in consideration of the entire business transfer with Enoch constitutes a private placement of newly issued ordinary shares, where the Shareholders' Meeting of the Company shall pass a resolution to clearly specify the offering price at THB 20 per share, which is not lower than 90 percent of the market price of the Company's shares pursuant to the requirements of the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Permission for Listed Companies to Offer Newly Issued Shares to Specific Investors dated 28 December 2022 (as amended) (the "**Notification TorJor. 28/2565**"). The "market price" refers to the weighted average price of the Company's shares listed on the SET for the past period of at least 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date the Board of Directors passed its resolution to propose this matter to the Shareholders' Meeting of the Company to approve the capital increase and the allocation of new shares to the private placement investor, whereby the weighted average price of the Company's shares calculated for the past 7 consecutive business days during the period from February 18, 2025 to February 26, 2025 is equal to THB 19.83 per share (Source: SETSMART from [www.setsmart.com](http://www.setsmart.com)) as payment for the acquisition and acceptance of the entire business transfer from Enoch.

Furthermore, as the offering of newly issued ordinary shares of the Company to specific investors in this instance constitutes a private placement of newly issued shares, and the shareholders' meeting has explicitly determined the offering price, the Company must not only obtain approval from the shareholders' meeting for the offering of the newly issued ordinary shares to specific investors but must also fully comply with the Notification TorJor 28/2565. Only upon full compliance with this regulation will the Company be deemed authorized by the SEC to proceed with the offering of its newly issued ordinary shares to specific investors.

Such Entire Business Transfer Transaction is regarded as the Company's acquisition and acceptance of transfer of other company's business pursuant to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (as amended), therefore, the Company is required to obtain approval for such Entire Business Transfer Transaction from the Shareholders' Meeting of the Company with not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote.

The Entire Business Transfer Transaction is regarded as a transaction on the acquisition of assets under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (2004) dated October 29, 2004 (as amended) (the "**Notifications on Acquisition or Disposition of Assets**"). Upon calculation of the transaction size based on the value of net tangible assets per the Company's financial statements for the year 2024, ended December 31, 2024, which have been reviewed by the auditor, it was found that the transaction value is equivalent to 0.99 percent. When combined with the Company's acquisition of assets transactions within the past six months, the maximum transaction value is 3.04 percent based on the Net Tangible Assets method. As a result, the transaction falls under Type 3 Transaction, with a transaction value of less than 15 percent and involves the issuance of securities as consideration for the acquisition of assets. Therefore, the transaction falls under the Board's approval authority and requires to disclose information pursuant to Notifications on Acquisition or Disposition of Assets.

The Entire Business Transfer Transaction and Transaction on Share Allocation in Consideration of the Entire Business Transfer do not constitute connected transactions under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) dated November 19, 2003 (as amended).

In this regard, in compliance with the conditions under the Revenue Code regarding the entire business transfer, Enoch shall proceed with the registration of its dissolution by 2025, within the same fiscal year of Enoch's entire business transfer. After such dissolution registration and during the liquidation of Enoch, all existing assets at such time of Enoch shall be transferred back to Enoch Shareholders and/or those whose names are listed as Enoch Shareholders as of the date of the liquidation completion in proportion to their shareholding percentages. Therefore, during the liquidation of Enoch, the Company's newly issued ordinary shares issued and allocated to Enoch as payment for the Entire Business Transfer Transaction shall be transferred back to the

Enoch Shareholders and/or those whose names are listed as Enoch Shareholders as of the date of the liquidation completion in proportion to their shareholding percentages.

The Company anticipates that the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer shall be completed within quarter 2 of 2025 (depending on the completion of the conditions precedent under the Entire Business Transfer Agreement) and after the Shareholders' Meeting shall have resolved to approve the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer, including approval on various matters necessary for and/or in connection with such transactions.

Following the issuance and allocation of the newly issued ordinary shares to Enoch, Enoch will hold 1,800,000 shares in the Company, representing approximately 0.25 percent of the total issued and paid-up shares of the Company (after the registration of the paid-up capital increase following this issuance). Enoch is not considered a related party whose shareholding in the Company would trigger an obligation to consolidate securities holdings for the purpose of making a mandatory tender offer (Tender Offer). Specifically, there are no other persons with a relationship or acting in concert (Concert Party) with Enoch, nor are there any persons under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) or any nominee shareholders. As a result, Enoch is not required to make a Tender Offer, as its acquisition of the Company's shares does not reach 25 percent of the total voting rights of the Company, in accordance with the Notification TorJor. 12/2554. Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (as amended).

In addition, the Board of Directors deems it appropriate to propose that the shareholders' meeting consider and approve the authorization of the Chairman of the Executive Committee and/or the Chief Executive Officer and/or a designated representative of the Chairman of the Executive Committee and/or the Chief Executive Officer to take any arrangements in relation to the issuance, offering, allocation, and subscription for such newly issued ordinary shares, including the following matters:

- (1) Determining other relevant details concerning the allocation of the newly issued ordinary shares to private placement investors, including but not limited to setting the offering period, as well as defining the terms and details in compliance with the applicable laws and regulations on the issuance and offering of securities.
- (2) Specifying and modifying the subscription and offering dates for the newly issued ordinary shares, determining whether the allocation shall be conducted in a single offering or in multiple tranches, setting the payment terms for the shares, and establishing any other conditions and details regarding the subscription and offering of the newly issued shares.

- (3) Setting the offering price higher than the price determined by the shareholders' resolution, ensuring compliance with the Notification TorJor. 28/2565. The offering price shall be the most appropriate price based on market conditions at the time of the private placement.
- (4) Executing, amending, modifying, submitting, and reporting any necessary documents related to approvals and evidence required for the issuance, offering, allocation, subscription, and delivery of the newly issued shares, including liaising with and submitting applications, documents, and supporting evidence to the Ministry of Commerce, the SEC, the SET, government agencies, or any other relevant authorities. The authorized persons shall also undertake all necessary actions to register the newly issued shares on the Stock Exchange of Thailand and ensure the successful completion of the private placement offering.
- (5) Registering amendments to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and carrying out any necessary actions to comply with the registrar's instructions to complete the registration process.

Pursuant to the Notification TorJor. 28/2565, the Company must complete the share offering within the timeframe approved by the shareholders' meeting, which shall not exceed three months from the date the shareholders' meeting resolves to approve the issuance of the newly issued shares. However, if the shareholders explicitly resolve that, upon the expiration of the three-month period, the Board of Directors or its authorized representative shall determine the offering price based on the market price at the time of the offering, the Company may extend the share offering period to a maximum of 12 months from the date of the shareholders' meeting resolution approving the share issuance.

## 1.2 Name and Information of Specific Investor for the Offering and Allocation of Newly Issued Ordinary Shares

Name	Number of Allocated Shares (shares)	Offering Price (THB per share)	Total (THB)
Enoch	1,800,000	20	36,000,000

### (1) General Information of Enoch

Type of Business	Holding Company
Location	245/93 Chuanchuen Park Ville Village Soi. 7/7 Kanchanaphisek Rd. Sala Thammasop, Thawi Watthana, Bangkok 10170
Registration Number	0105567198034

Registration Date	September, 24 2024
Registered Capital	THB 6,000,000
Issued and Paid-Up Capital	THB 6,000,000

## (2) Shareholders of Enoch as of February 27, 2025

	List of Shareholders	Number of shares (shares)	Shareholding (percent)
1.	Mr. Wera Thamjarat	29,000	48.34
2.	Miss Renu Thamcharas	11,000	18.33
3.	Mr. Thanit Thamjarut	15,000	25.00
4.	Miss Suda Thamcharas	5,000	8.33
	<b>Total</b>	<b>60,000</b>	<b>100.00</b>

## (3) List of Directors of Enoch as of February 27, 2025

No.	List of Shareholders	Position
1.	Mr. Wera Thamjarat	Director
2.	Miss Renu Thamcharas	Director

## (4) Business Operations

Enoch operates as a Holding Company which holds shares in its subsidiary, Callvoice.

## 2. Objective of the Issuance of Ordinary Shares and Fund Utilization Plan

### 2.1 Objective of the Issuance of Ordinary Shares

In order to comply with the printing business restructuring plan, the issuance of the newly issued shares on this occasion is for the purpose of acquiring Enoch' business by accepting the entire business transfer, and as a result, the Company shall primarily acquire 60,000 ordinary shares at the par value of THB 100 per share of Callvoice (or representing 60 percent of Callvoice registered and paid-up shares), and the Company shall compensate Enoch for the Entire Business Transfer Transaction in the form of not exceeding 1,800,000 newly issued ordinary shares of the Company, whereby the Company will not receive any cash from the capital increase.

Affect which expect to impact the Company in case it is unable to achieve this transaction

If Callvoice's performance decreases or incurs a loss in the future, this will impact the Company, as such decrease or loss will be reflected in the consolidated financial statements of the Company. However, after considering the financial statements for the years 2022–2023, it appears that Callvoice has been generating profits from business operations related to the design and installation services of both hardware and software for Contact Center systems, Workforce Engagement, Quality Management, Unified Communication, and Safe and Smart Building, as well as providing maintenance services for hardware and software associated with Customer Relationship Management (CRM) systems.

## **2.2 Fund Utilization Plan**

The issuance of these shares is in accordance with the objective of using them as consideration for the full business transfer transaction from Enoch, totaling 1,800,000 shares. The transaction is expected to be completed in the second quarter of 2025.

The utilization plan of the aforementioned funds may be subject to changes based on the current cash position and liquidity of assets held by the Company, as well as the financial performance, cash flow, business plans, investment plans, and other necessary and appropriate considerations, as deemed fit by the Board of Directors. The decision will take into account the benefits to the Company and its shareholders as crucial factors.

## **3. Potential Impact on Shareholders from Issuance and Offering of Newly Issued Shares by way of Private Placement**

### **3.1 Price Dilution**

$$= \frac{\text{market price before the offering} - \text{market price after the offering}}{\text{market price before the offering}}$$

$$= \frac{19.83 - 19.83}{19.83}$$

$$= 0.002 \text{ (No price dilution) Due to the offering price of the shares being higher than the market price.}$$

The market price before the offering is refers to the weighted average price of the Company's shares listed on the SET for the past period of at least 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date the Board of Directors passed its resolution to propose this matter to the Shareholders' Meeting of the Company to approve the capital increase and the allocation of new shares, whereby the weighted average price of the Company's shares calculated for the past 7

consecutive business days during the period from February 18, 2025 to February 26, 2025 is equal to THB 19.83 per share (Source: SETSMART from www.setsmart.com).

The market price after the offering's formula

$$= \frac{(\text{number of existing shares} \times \text{market price before the offering}) + (\text{number of newly issued shares} \times \text{offering price})}{(\text{number of existing shares} + \text{number of newly issued shares})}$$

$$= \frac{(715,479,904 \times 19.83) + (1,800,000 \times 25)}{(715,479,904 + 1,800,000)}$$

$$= \text{THB 19.83 per share}$$

### **3.2 Control Dilution**

$$= \frac{\text{number of newly issued shares}}{\text{number of paid-up shares} + \text{number of newly issued shares}}$$

$$= \frac{1,800,000}{715,479,904 + 1,800,000}$$

$$= 25\%$$

### **3.3 Earnings per Share Dilution**

$$= \frac{\text{EPS before the offering} - \text{EPS after the offering}}{\text{EPS before the offering}}$$

$$= \frac{0.6723 - 0.6706}{0.6723}$$

$$= 0.25 \%$$

### **3.4 Worthiness to the Shareholders Compared with Impact to Earnings per Share Dilution or Control Dilution**

When considering the worthiness between the benefits that the shareholders will receive compared to the impacts, however, the Company considered that, after this transaction, it would acquire the business of

Callvoice which allows the Company to expand its customer base. This will result that the Company will be able to expand its business base which allows the Company to create profitability in the future.

#### **4 Opinion of the Board of Directors**

##### **4.1 Rationale and Necessity for Capital Increase**

The Board of Directors anticipates that this capital increase represents an issuance of securities in consideration of the entire business transfer, whereby Enoch will use 60,000 shares in Callvoice at the par value of THB 100 per share as payment in kind for the Company's newly issued ordinary shares allocated to it. Should the Company secure its funds by other means instead of the capital increase, such as borrowing of loan, the Company may incur additional loan burdens, or should the capital be increased by way of the rights issue, it may be uncertain to secure such proceeds from the capital increase, which may cause the existing shareholders to bear a burden of making payment for the capital increase, let alone the fact that such arrangements will be more time-consuming than the capital increase by way of private placement. Moreover, the Company has reviewed the valuation report from the Financial Advisor and found it reasonable as the valuation takes into account the capacity and the ability to make a profit of Callvoice in the future, which will enable the Company to recognize the steady and growing operating results of Callvoice, which the Company will have funds to support its current business plans and future business expansion of the group company.

##### **4.2 Possibility of the Utilization Plan of Proceeds Received from the Offering and Sufficiency of Source of Capital**

The Company will issue newly issued ordinary shares as consideration for the acquisition and transfer of the entire business to Enoch in accordance with the Entire Business Transfer plan. It is initially expected that the Entire Business Transfer transaction and the share allocation transaction as consideration for the Entire Business Transfer will be completed within the second quarter of 2025 or any other date as mutually agreed upon by the Company and Enoch, subject to the fulfillment of the conditions precedent under the Entire Business Transfer Agreement.

The significant conditions precedent are summarized below.

- (1) The Board of Directors and/or the Shareholders' Meeting of the Company (as required by law) has resolved to approve the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer, including approval on various matters necessary for and/or in connection with such transactions;
- (2) As of the date of the entire business transfer, there shall be no event or action has occurred, been caused to occur, or is reasonably expected to occur that could have a materially adverse

effect on Callvoice or obstruct the execution of the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer;

- (3) The Company has obtained approval from the SEC to offer newly issued ordinary shares to Enoch as a private placement in accordance with the criteria set forth under the Notification TorJor. 28/2565 and other relevant regulations;
- (4) The Board of Directors' Meeting and the Shareholders' Meeting of Enoch shall resolve to approve the transfer of its entire business to the Company, including the execution of the Entire Business Transfer Agreement, other arrangements, contracts and documents relating to the execution of the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer, as well as any other actions to ensure the successful completion of the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer.

However, if the Company does not receive funds from this capital increase, it may result in missed opportunities for business expansion in accordance with the Company's business plan. Nevertheless, if the Company requires additional investment beyond the amount received from this capital increase, the Company may consider alternative sources of funding to facilitate the transactions mentioned above.

**4.3 Reasonability of the capital increase and plan for use of proceeds received from the shares offering, including the adequacy of other funding sources in case the funds received from the share offering are insufficient to cover the entire budget required for implementing the plan**

This capital increase is reasonable and shall be beneficial to the Company. Should the Company secure its funds by other means instead of the capital increase, such as borrowing of loan, the Company may incur additional loan burdens, or should the capital be increased by way of the rights issue, it may be uncertain to secure such proceeds from the capital increase, which may cause the existing shareholders to bear a burden of making payment for the capital increase, such arrangements will be more time-consuming than the capital increase by way of private placement.

**4.4 Potential Impact on the Company's Business Operations, Financial Position and Overall Operating Results from the Capital Increase**

The offering of newly issued ordinary shares by way of private placement on this occasion is made to the company engaged in its business in the same industry as the Company, which will help enhance the Company's business operations, particularly telecommunication technology service work, which will expand the Company's customer base. This will enable the Company to strengthen and cover its Telecommunication technology service work. The offering of the Company's newly issued ordinary shares by way of private placement as payment in kind represents the Company's investment management which will not affect its

working capital. The Company anticipates to generate revenues from Callvoice's business in addition to its core business, which will be likely to derive good return on investment in Callvoice.

After the Company's study of the justifications and benefits of the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer as described above, the Board of Directors is of the view that this capital increase is reasonable and in the best interests of the Company, particularly the issuance and offering of shares at the price of THB 25 per share, which is based on the market price, referring to the weighted average price of the Company's shares for the previous 7 consecutive business days during the period from 18 February 2025 to 26 February 2025, equal to THB 19.83 per share (Source: SETSMART from [www.setsmart.com](http://www.setsmart.com)). These shares will be used as consideration for the acquisition and transfer of the entire business from Enoch, including 60,000 ordinary shares with a par value of THB 100 per share in Callvoice, a company wholly owned by Enoch.

#### **4.5 Justifications of the Offering Price by Private Placement and Backgrounds for Determination of the Offering Price**

The Company determined the offering price through mutual negotiation between the Company and Enoch. The Company referred to the valuation using the Discounted Cash Flow Approach] conducted by Siam Alpha Capital Company Limited which is a financial advisor approved by the Office of the Securities and Exchange Commission. and compared it with the market price of the Company's shares, calculated from the weighted average price of the Company's shares traded on the Stock Exchange of Thailand for a period of not less than 7 consecutive business days but not exceeding 15 consecutive business days prior to the date on which the Board of Directors resolved to propose to the Shareholders' Meeting for consideration and approval of the issuance and allocation of the Company's newly issued ordinary shares through Private Placement. The weighted average price of the Company's shares, calculated for the previous 7 consecutive business days during the period from February 18, 2025 to February 26, 2025, is equal to 19.83 THB per share (Source: SETSMART from [www.setsmart.com](http://www.setsmart.com)). The Board of Directors, having considered the best interests of the Company, views that the determination of the offering price [higher than the market price is appropriate.]

#### **4.6 Rationale for Offering Price Determination**

The offering price for the newly issued ordinary shares is at THB 20 per share in which such price is from the negotiation between the Company and Enoch and such offering price is reasonable because the price is not lower than 90 percent of the market price. The "market price" refers to the weighted average price of the Company's shares listed on the SET for the past period of at least 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date the Board of Directors passed its resolution to propose this matter to the Shareholders' Meeting of the Company to approve the capital increase and the allocation of new shares, whereby the weighted average price of the Company's shares calculated for the past 7

consecutive business days during the period from February 18, 2025 to February 26, 2025, which is equal to 19.83 THB per share.

Upon review of the rationale, necessity, and benefits to be derived by the Company from the issuance and allocation of newly issued ordinary shares for offering by way of private placement as described above, the Board of Directors thus resolved to approve the issuance and allocation of newly issued ordinary shares for offering to Enoch, on the grounds that the allocation of ordinary shares by way of private placement, the conditions for such allocation and the offering price of the newly issued ordinary shares are justifiable and in the best interests of the shareholders.

#### **4.7 Rationale and Justifications of the Offering of Newly Issued Shares by way of Private Placement**

The Board of Director view that such offering of newly issued shares by way of Private Placement is the consideration for the Entire Business Transfer Transaction between the Company and Enoch including the ordinary shares of Callvoice instead of cash. This will not materially affect the financial liquidity of the Company which will help creates an opportunity for business expansion, enhances the Group's customer base, including provides full range of telecommunication technology services due to such business integration. The Board of Directors views that such offering and allocating the shares is a reasonable consideration. This represents the Company's investment management which will not affect the Company's working capital. Should the Company secure its funds by other means instead of the capital increase, such as borrowing of loan, the Company may incur additional loan burdens, or should the capital be increased by way of the rights issue, it may be uncertain to secure such proceeds from the capital increase, which may cause the existing shareholders to bear a burden of making payment for the capital increase, let alone the fact that such arrangements will be more time-consuming than the capital increase by way of private placement.

#### **5. Certification of the Board of Directors on Capital Increase**

For the purpose of capital increase by way of private placement, the Board of Directors has carefully considered and verified information of Enoch, which is the specific investor, and is of the opinion that the investor has potential and ability to actually invest. In the event where any director of the Company fails to perform his/her functions with integrity and due care to protect the Company's interests in this capital increase, and such failure has caused damage to the Company, the shareholders may take legal actions to claim damages from such director on behalf of the Company pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (as amended). In the event where the failure to perform such functions has caused any directors or persons concerned to gain undue benefits, the shareholders may take legal actions to recover such benefits

from the directors on behalf of the Company pursuant to Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992) (as amended).

The Board of Directors certifies that the Board of Directors has carefully considered and verified the information of Enoch and view that Enoch have potential on the investment and able to invest in the Company by their knowledge which will support the telecommunication technology service business of the Company.

The Company hereby certifies that the information in this report is correct and complete in all respects.

Signature

- Kulnada Oranraktham-

(Miss Kulnada Oranraktham)

Director

Signature

- Sithidej Mayalarp-

(Mr.Sithidej Mayalarp)

Director

*-Company Seal-*

(F53-4)

**Capital Increase Report Form**  
**Sky ICT Public Company Limited**  
**February 27, 2025**

We, Sky ICT Public Company Limited (the “**Company**”), hereby inform the resolutions of the Board of Directors’ Meeting No. 1/2025, which was held on February 27, 2025, regarding the capital increase by way of private placement and the shares allocation, as follows:

**1. Capital Increase**

The Board of Directors’ Meeting No. 1/2025 of the Company, which was held on February 27, 2025, has resolved to approve the Company’s registered capital increase by THB 900,000 from the current registered capital of THB 357,739,952 to be THB 358,639,952 by issuing not exceeding 1,800,000 newly issued ordinary shares at the par value of THB 0.50 per share for the private placement for being as a payment of the entire business transfer transaction to Enoch Communications Co., Ltd. (“**Enoch**”), as per the following details:

Capital Increase	Types of Shares	Amount of Shares (shares)	Par Value (THB per share)	Total (THB)
<input checked="" type="checkbox"/> Specific Purpose of Use of Proceeds	Ordinary Shares	1,800,000	0.50	900,000
	Preferred Shares	-	-	-
<input type="checkbox"/> General Mandate	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-

**2. Allocation of New Shares**

**2.1 Specific Purpose of Use of Proceeds**

Allocation to	Amount of Shares (shares)	Ratio (Old : New)	Offering Price (THB per share)	Share Subscription and Payment Date and Time	Remark
Enoch Communications Co., Ltd. for the acquisition and acceptance of the	not exceeding 1,800,000	-	20	Please see remarks 1-3.	Please see remarks 1- 3.

Allocation to	Amount of Shares (shares)	Ratio (Old : New)	Offering Price (THB per share)	Share Subscription and Payment Date and Time	Remark
entire business transfer					
<b>Total</b>	1,800,000				

**Remarks:**

1. It was resolved to grant approval to propose the Shareholders' Meeting to consider approving the acquisition and acceptance of the entire business transfer according to the entire business transfer plan between the Company and Enoch, in which there are 4 shareholders, namely (1) Mr. Wera Thamjarat; (2) Miss Renu Thamcharas; (3) Mr. Thanit Thamjarut; (4) Miss Suda Thamcharas; ("**Enoch Shareholders**"), who are not connected persons of the Company, whereby the Company shall acquire and accept transfer of the entire business of Enoch, which refers to all assets, liabilities, rights, obligations and responsibilities of Enoch, currently available and to be available in the future, as of the date of the entire business transfer, including 60,000 ordinary shares at the par value of THB 100 per share in Callvoice Communication Company Limited ("**Callvoice**"), which is a subsidiary of Enoch (or representing 60 percent of Enoch's registered and paid-up shares), including the execution of the entire business transfer agreement, other arrangements, contracts and documents relating to the acquisition and acceptance of the entire business transfer from Enoch (the "**Entire Business Transfer Transaction**").

Since Enoch operates as a holding company with a 60% shareholding in Callvoice, the purchase price for acquiring 60% of Callvoice's shares is THB 36,000,000, as determined through negotiation between the Company and Enoch. The Company has assessed the purchase price using the Discounted Cash Flow Approach, taking into account Callvoice's future profit-generating potential. The equity valuation of Callvoice is estimated to be in the range of THB 59.54-72.94 million, based on the valuation by Siam Alpha Capital Company Limited which is a financial advisor approved by the Office of the Securities and Exchange Commission.

Upon comparison between the fair value of Call Voice and that of the Company, the Board of Directors resolved to grant approval to propose the Shareholders' Meeting to consider approving the issuance and allocation of not exceeding 1,800,000 newly issued ordinary shares of the Company at the par value of THB 0.50 per share at the offering price of THB 20 per share, totaling THB 36,000,000 to Enoch as payment for the acquisition and acceptance of the entire business transfer from Enoch, representing 0.25 percent of all issued and paid-up shares of the Company (based on all 1,800,000 newly issued divided by all issued and paid-up shares of the Company after the execution of the transaction on share allocation in consideration of the entire business transfer in the amount of 717,279,904 shares).

The transaction on share allocation in consideration of the entire business transfer with Enoch constitutes a private placement of newly issued ordinary shares, where the Shareholders' Meeting of the Company shall pass a resolution to clearly specify the offering price at THB 20 per share, which is not lower than 90 percent of the market price of the Company's shares pursuant to the requirements of the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Permission for Listed Companies to Offer Newly Issued Shares to Specific Investors dated 28 December 2022 (as amended) (the "**Notification TorJor. 28/2565**"). The "market price" refers to the weighted average price of the Company's

shares listed on the SET for the past period of at least 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date the Board of Directors passed its resolution to propose this matter to the Shareholders' Meeting of the Company to approve the capital increase and the allocation of new shares to the private placement investor, whereby the weighted average price of the Company's shares calculated for the past 7 consecutive business days during the period from February 18, 2025 to February 26, 2025 is equal to THB 19.83 per share (Source: SETSMART from www.setsmart.com) as payment for the acquisition and acceptance of the entire business transfer from Enoch and the Company will proceed with submitting an application for those shares to be listed on the SET (the **"Transaction on Share Allocation in Consideration of the Entire Business Transfer"**).

Moreover, the execution of such Entire Business Transfer Transaction is regarded as the Company's acquisition and acceptance of transfer of other company's business pursuant to Section 107(2)(b) of the Public Limited Companies Act, therefore, the Company is required to obtain approval for such Entire Business Transfer Transaction from the Shareholders' Meeting of the Company, with not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote.

The transaction on acquisition and acceptance of the entire business transfer is regarded as an acquisition of assets under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) dated October 29, 2004 (as amended) (the **"Notifications on Acquisition or Disposition of Assets"**). Upon calculation of the transaction size based on the value of net tangible assets per the Company's financial statements for the year 2024, ended December 31, 2024, which have been audited by the auditor, it was found that the transaction value is equivalent to 0.99 percent. When combined with the Company's acquisition of assets transactions within the past six months, the maximum transaction value is 3.04 percent based on the Net Tangible Assets method. As a result, the transaction falls under Type 3 Transaction, with a transaction value of less than 15 percent and involves the issuance of securities as consideration for the acquisition of assets. Therefore, the transaction falls under the Board's approval authority and requires to disclose information pursuant to Notifications on Acquisition or Disposition of Assets.

The Entire Business Transfer Transaction and Transaction on Share Allocation in Consideration of the Entire Business Transfer do not constitute connected transactions under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) dated November 19, 2003 (as amended).

However, the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer shall proceed only after the conditions precedent as specified in the Entire Business Transfer Agreement between the Company and Enoch (the **"Entire Business Transfer Agreement"**), including other arrangements, contracts and documents relating to such transactions, shall have been fulfilled. The significant conditions precedent may be summarized below.

(1) The Board of Directors and/or the Shareholders' Meeting of the Company (as required by law) has resolved to approve the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer, including approval on various matters necessary for and/or in connection with such transactions;

(2) As of the date of the entire business transfer, there shall be no event or action happening or caused to happen or reasonably believed to likely happen, which may give rise to material and adverse impact on Callvoice or obstruct

the execution of the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer;

(3) The Company has obtained approval from the Securities and Exchange Commission (“SEC”) to offer newly issued ordinary shares to Enoch as a private placement in accordance with the criteria set forth under the Notification TorJor. 28/2565 and other relevant regulations;

(4) The Board of Directors meeting and the Shareholders' meeting of Enoch have resolved to approve the transfer of the entire business to the Company, including the execution of the entire business transfer agreement, agreements, contracts, and other documents related to the transaction for the transfer of the entire business and the share allocation transaction as consideration for the transfer of the entire business, as well as any other actions necessary to complete the transaction for the transfer of the entire business and the share allocation transaction.

Upon completion of the entire business transfer transaction, Enoch will become a shareholder of the Company, holding 1,800,000 shares, representing approximately 0.25 percent of the Company's total issued and paid-up shares. Consequently, Enoch shall not be obligated to make a tender offer for all securities of the Company pursuant to the Securities and Exchange Act B.E. 2535 (1992) (as amended) in conjunction with 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 dated May 13, 2011 (as amended) (the “**Notification TorJor. 12/2554**”).

In this connection, the Board of Directors deems it appropriate to propose that the shareholders' meeting consider and approve the authorization of the Chairman of the Executive Committee and/or the Chief Executive Officer and/or a designated representative of the Chairman of the Executive Committee and/or the Chief Executive Officer to take any arrangements in connection with or necessary for the execution of the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer, including to negotiate, enter into, sign and amend the Entire Business Transfer Agreement, other arrangements, contracts and documents relating to the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer, and to set out rules, conditions and other details necessary for and in connection with the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer, as necessary and appropriate under the applicable laws.

Please refer to the details provided in the Information Memorandum regarding the offering and allocation of the newly issued shares of Sky ICT Public Company Limited to Enoch Communications Company Limited, as a Private Placement (**Enclosure 4**).

2. It was resolved to grant approval to propose the Shareholders' Meeting to consider approving the Company's registered capital increase by THB 900,000 from the current registered capital of THB 357,739,952 to be THB 358,639,952 by issuing 1,800,000 newly issued ordinary shares at the par value of THB 0.50 per share as for the capital increase with general mandate by Private Placement and to consider approving the amendment of Clause 4 (registered capital) of the Memorandum of Association of the Company to be in line with the Company's registered capital increase.

The registered capital and the number of newly issued shares as stated in the Company's Memorandum of Association may be subject to adjustment as approved by the Shareholders' Meeting in the related agenda.

Additionally, the Board of Directors has resolved to propose to the Shareholders' Meeting to approve the delegation of authority to the Chairman of the Executive Board and/or the Chief Executive Officer and/or their authorized representatives to take any necessary actions related to the registration of amendments to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to carry out any necessary actions to comply with the Registrar's order in order to complete the registration process.

3. It was resolved to grant approval to propose the Shareholders' Meeting to consider approving the issuance and allocation of not exceeding issuing 1,800,000 newly issued ordinary shares at the par value of THB 0.50 per share, to be offered to Enoch, a related party (Private Placement), with the following details:

It was resolved to grant approval to propose the Shareholders' Meeting to consider approving the issuance and allocation of not exceeding 1,800,000 newly issued ordinary shares at the par value of THB 0.50 per share at the offering price of THB 20 per share, totaling THB 36,000,000 to Enoch as payment for the Entire Business Transfer Transaction, whereby Enoch will use its entire business, which refers to all assets, liabilities, rights, obligations and responsibilities of Enoch, currently available and to be available in the future, as of the date of the entire business transfer, including 60,000 ordinary shares at the par value of THB 100 per share in Callvoice, which is a subsidiary of Enoch (or representing 60 percent of Callvoice's registered and paid-up shares), to make payment in kind for the Company's newly issued ordinary shares.

The issuance and allocation of newly issued ordinary shares as consideration for the entire business transfer to Enoch is a private placement of shares, specifically offered to a limited group of investors. The Shareholders' Meeting of the Company will approve the offering price, which is set at THB 20 per share. This offering price is not less than 90 percent of the market price of the Company's shares, as per the Notification No. TorJor. 28/2565, and must be approved by the Company's Shareholders' Meeting with at least three-fourths of the total votes of shareholders present and entitled to vote.

The market price for the issuance of the newly issued ordinary shares to Enoch is calculated from the weighted average price of the Company's ordinary shares listed on the SET for the past period for a period of not less than 7 consecutive business days but not exceeding 15 consecutive business days prior to the date the Board of Directors passed its resolution to propose the Shareholders' Meeting of the Company to consider approving the issuance and allocation of the Company's newly issued ordinary shares to Enoch by way of private placement, whereby the price during the period from February 18, 2025 to February 26, 2025, is equal to THB 19.83 (Source: SETSMART from [www.setsmart.com](http://www.setsmart.com)).

Furthermore, as the offering of newly issued ordinary shares of the Company to specific investors in this instance constitutes a private placement of newly issued shares, and the shareholders' meeting has explicitly determined the offering price, the Company must not only obtain approval from the shareholders' meeting for the offering of the newly issued ordinary shares to specific investors but must also fully comply with the Notification TorJor 28/2565. Only upon full compliance with this regulation will the Company be deemed authorized by the SEC to proceed with the offering of its newly issued ordinary shares to specific investors.

In this regard, in compliance with the conditions under the Revenue Code regarding the entire business transfer, Enoch shall proceed with the registration of its dissolution by 2025, within the same fiscal year of Enoch's entire business transfer. After such dissolution registration and during the liquidation of Enoch, all existing assets at such time of Enoch shall be transferred back to Enoch Shareholders and/or those whose names are listed as Enoch Shareholders as of the date of the liquidation completion in proportion to their shareholding percentages. Therefore, during the liquidation of Enoch, the Company's newly issued ordinary shares issued and allocated to Enoch as payment for the Entire Business Transfer Transaction shall be transferred back to the Enoch Shareholders and/or those whose names are listed as Enoch Shareholders as of the date of the liquidation completion in proportion to their shareholding percentages.

Following the issuance and allocation of the newly issued ordinary shares to Enoch, Enoch will hold 1,800,000 shares in the Company, representing approximately 0.25 percent of the total issued and paid-up shares of the Company (after the registration of the paid-up capital increase following this issuance). Enoch is not considered a related party whose shareholding in the Company would trigger an obligation to consolidate securities holdings for the purpose of

making a mandatory tender offer (Tender Offer). Specifically, there are no other persons with a relationship or acting in concert (Concert Party) with Enoch, nor are there any persons under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) or any nominee shareholders. As a result, Enoch is not required to make a Tender Offer, as its acquisition of the Company's shares does not reach 25 percent of the total voting rights of the Company, in accordance with the Notification TorJor. 12/2554.

Additionally, the Board of Directors has resolved to propose that the shareholders' meeting consider and approve the authorization of the Chairman of the Executive Committee and/or the Chief Executive Officer and/or a designated representative of the Chairman of the Executive Committee and/or the Chief Executive Officer to undertake any actions related to the issuance, offering, allocation, and subscription of the newly issued ordinary shares, including but not limited to the following::

- (1) Determining other relevant details concerning the allocation of the newly issued ordinary shares to private placement investors, including but not limited to setting the offering period, as well as defining the terms and details in compliance with the applicable laws and regulations on the issuance and offering of securities.
- (2) Specifying and modifying the subscription and offering dates for the newly issued ordinary shares, determining whether the allocation shall be conducted in a single offering or in multiple tranches, setting the payment terms for the shares, and establishing any other conditions and details regarding the subscription and offering of the newly issued shares.
- (3) Setting the offering price higher than the price determined by the shareholders' resolution, ensuring compliance with the Capital Market Supervisory Board Notification No. TorJor. 28/2565. The offering price shall be the most appropriate price based on market conditions at the time of the private placement.
- (4) Executing, amending, modifying, submitting, and reporting any necessary documents related to approvals and evidence required for the issuance, offering, allocation, subscription, and delivery of the newly issued shares, including liaising with and submitting applications, documents, and supporting evidence to the Ministry of Commerce, the SEC, the SET, government agencies, or any other relevant authorities. The authorized persons shall also undertake all necessary actions to register the newly issued shares on the Stock Exchange of Thailand and ensure the successful completion of the private placement offering.
- (5) Registering amendments to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and carrying out any necessary actions to comply with the registrar's instructions to complete the registration process.

Pursuant to Notification TorJor. 28/2565, the Company must complete the share offering within the timeframe approved by the shareholders' meeting, which shall not exceed three months from the date the shareholders' meeting resolves to approve the issuance of the newly issued shares. However, if the shareholders explicitly resolve that, upon the expiration of the three-month period, the Board of Directors or its authorized representative shall determine the offering price based on the market price at the time of the offering, the Company may extend the share offering period to a maximum of 12 months from the date of the shareholders' meeting resolution approving the share issuance.

Please refer to the details of the opinions of the Board of Directors and the details of the issuance, offer and allocation of the Company's newly issued ordinary shares in the Information of Memorandum Regarding the Private Placement Offering of Newly Issued Shares of Sky ICT Public Company Limited to Enoch Communications Co., Ltd. which is a private placement investor (**Enclosure 4**).

## **2.2 The Company's procedures for shares' fractions**

The newly issued shares offered to Enoch is considered as an offer in whole amount which there is no shares' fractions.

**3. Schedule for the Shareholders' Meeting for Approval of the Capital Increase and New Share Allocation**

The 2025 Annual General Meeting of Shareholders is scheduled to be held on April 25, 2025 at 14.00 p.m. hours via e-meeting according to the Royal Decree on Electronic Conferencing B.E. 2563 (2020) and other relevant laws and regulations, whereby:

- ☒ The record date to determine the list of shareholders entitled to attend the Shareholders' Meeting shall be on March 21, 2025.
- ☐ The share register shall be closed to suspend any share transfer for the right to attend the Shareholders' Meeting from ..... until the Shareholders' Meeting is adjourned.

**4. Approval for Capital Increase/New Share Allocation from Relevant Authorities and Conditions of Such Approval (if any)**

1. The Board of Directors and/or the Shareholders' Meeting of the Company (as required by law) has resolved to approve the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer, including approval on various matters necessary for and/or in connection with such transactions.
2. This capital increase shall be approved by the Shareholders' Meeting with not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote, excluding such votes of the interested shareholders at the Meeting.
3. The Company shall apply for registration of the registered capital increase and the change of its paid-up capital of the Company and the amendment of the Memorandum of Association with the Department of Business Department, Ministry of Commerce.
4. The Board of Directors' Meeting and the Shareholders' Meeting of Enoch shall resolve to approve the transfer of its entire business to the Company, including the execution of the Entire Business Transfer Agreement, other arrangements, contracts and documents relating to the execution of the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer, as well as any other actions to ensure the successful completion of the Entire Business Transfer Transaction and the Transaction on Share Allocation in Consideration of the Entire Business Transfer.
5. The Company has obtained approval from the SEC to offer newly issued ordinary shares to Enoch as a private placement in accordance with the criteria set forth under the Notification TorJor. 28/2565 and other relevant regulations

6. The Company shall apply for approval from the SET for listing of the newly issued ordinary shares as listed securities on the SET.

## **5. Purpose of Capital Increase**

The Company shall issue 1,800,000 newly issued ordinary shares at the par value of THB 0.50 per share at the offering price of THB 25 per share by allocating the Company's newly issued shares to Enoch as payment for the acquisition and acceptance of the entire business transfer.

The Transaction on Share Allocation in Consideration of the Entire Business Transfer with Enoch constitutes a private placement of newly issued ordinary shares, where the Shareholders' Meeting of the Company shall pass a resolution to clearly specify the offering price at THB 20 per share, which is not lower than 90 percent of the market price of the Company's shares pursuant to the requirements of the Notification TorJor. 28/2565. The "market price" refers to the weighted average price of the Company's shares listed on the SET for the past period of at least 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date the Board of Directors passed its resolution to propose this matter to the Shareholders' Meeting of the Company to approve the capital increase and the allocation of new shares to the private placement investor, whereby the weighted average price of the Company's shares calculated for the past 7 consecutive business days during the period from February 18, 2025 to February 26, 2025 is equal to THB 19.83 per share (Source: SETSMART from [www.setsmart.com](http://www.setsmart.com)) as payment for the acquisition and acceptance of the entire business transfer from Enoch.

Please refer to the details in the Information of Memorandum Regarding the Private Placement Offering of Newly Issued Shares of Sky ICT Public Company Limited to Enoch Communications Co., Ltd. which is a private placement investor (**Enclosure 4**).

## **6. Expected Benefits to the Company from the Capital Increase/New Share Allocation**

The capital increase by issuing and allocating shares to Enoch as payment for the acquisition and acceptance of the entire business transfer on this occasion shall enable the Company to have funds to accept the entire business transfer from Enoch without any impact on the financial status and financial burdens of the Company, and the Company is not required to borrow any loan from financial institution or secure funding by other means.

Please refer to the details provided in the Information of Memorandum Regarding the Private Placement Offering of Newly Issued Shares of Sky ICT Public Company Limited to Enoch Communications Co., Ltd. which is a private placement investor (**Enclosure 4**).

## **7. Expected Benefits to the Shareholders from the Capital Increase/New Share Allocation**

7.1 Considering the balance between the benefits to shareholders and the potential impacts, the Company has determined that proceeding with this transaction is appropriate. Following the completion of this transaction, the Company will acquire Callvoice's business, enabling the expansion of its business

base and integration with its existing operations. This, in turn, is expected to enhance the Company's profitability in the future.

7.2 The proceeds from this capital increase will provide the Company with the necessary funds to acquire Callvoice's ordinary shares from Enoch without affecting the Company's financial position or increasing its financial costs. Additionally, the Company will not need to secure loans from financial institutions or seek other sources of funding. Furthermore, if the Company completes the full business transfer of Enoch, it will be able to recognize Callvoice's profits each year, which will positively impact the Company's net profit. This, in turn, will contribute to improved financial performance and enhance the Company's ability to distribute dividends to its shareholders. If the Company achieves strong financial performance, shareholders will receive dividends in accordance with the Company's dividend policy.

#### **8. Other Details Essential for the Shareholders' Decision on Approval of the Capital Increase/New Share Allocation**

Please refer to the details of the opinions of the Board of Directors and the details of the issuance, offer and allocation of the Company's newly issued ordinary shares, financial plan which constitute transactions on acquisition of assets of listed companies, according to the Information of Memorandum Regarding the Private Placement Offering of Newly Issued Shares of Sky ICT Public Company Limited to Enoch Communications Co., Ltd. which is a private placement investor (**Enclosure 4**).

#### **9. Certification of the Board of Directors**

In the event where any director of the Company fails to perform his/her functions with integrity and due care to protect the Company's interests in this capital increase, and such failure has caused damage to the Company, the shareholders may take legal actions to claim damages from such director on behalf of the Company pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (as amended). In the event where the failure to perform such functions has caused any directors or persons concerned to gain undue benefits, the shareholders may take legal actions to recover such benefits from the directors on behalf of the Company pursuant to Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992) (as amended).

#### **10. Timeline for Implementation in the Event that the Board of Directors Resolves to Increase Capital/Allocate Newly Issued Shares**

No.	Procedures	Tentative Date
1.	The Board of Directors' Meetings No. 1/2568	February 27, 2025
2.	To determine the shareholders who shall be entitled to attend the 2025 Annual General Meeting of Shareholders (the Record Date)	March 21, 2025
3.	The 2025 Annual General Meeting of Shareholders	April 25, 2025

No.	Procedures	Tentative Date
4.	The Company is deemed to have obtained approval from the SEC to issue shares through a private placement as consideration for the acquisition of Callvoice shares in lieu of cash payment.	April 25, 2025
5.	The Company shall register its registered capital increase with the Ministry of Commerce.	Within 14 days from the date of the resolution of the Shareholders' Meeting
6.	The Company shall offer newly issued ordinary shares by way of private placement with specific purpose of use of proceeds	Within 3 months from the date of the resolution of the Shareholders' Meeting
7.	The Company shall register the change of the paid-up capital with the Ministry of Commerce	Within 14 days from the date of the Company's receipt of payments for the newly issued ordinary shares
8.	Enoch shall register its dissolution with the Ministry of Commerce in compliance with the conditions under the Revenue Code regarding the entire business transfer	By December 2025

The Company hereby certifies that the information in this report is correct and complete in all respects.

Signature

- Kulnada Oranraktham-

(Miss Kulnada Oranraktham)

Director

Signature

- Sithidej Mayalarp-

(Mr.Sithidej Mayalarp)

Director

-Company Seal-

(Some Quote)

**The Notification of the National Broadcasting and Telecommunications Commission  
Re: The prohibitions of actions regarded as business domination by foreigners A.D. 2012**

---

Published in the Government Gazette on 23 July 2012 Book 129 Special Section 117 D

“Prohibitions” means the prohibitions of actions regarded as business domination by foreigners, according to guideline in attachment to the notification.

“Business Domination” means the power to control or influence whether direct or indirect by foreigner to regulate the policy, the management, operation, appointment of directors or top management on consequence of telecommunication business operation of licensee by holding shares at a half or more than half of all voting rights or controlling majority votes in shareholder meeting or being able to appoint and remove more than half of the board of directors.

Item 7. Within 30 days after Annual General Meeting of Shareholders, licensee shall determine and review the prohibition and submit to the NBTC with certification signed by authorized person that the Company will not violate the prohibition in the Notification.

The prohibitions according to paragraph 1 shall be approved by the shareholder meeting of licensee.

(Attachment to the notification)

List of the Prohibitions of Business Domination by Foreigner

---

1) Dominated by Foreigner or agent by holding shares, whether direct or indirect for avoidable to this Notification; or

2) Dominated by holding shares by own Foreigner or agent provided that the said shares have the privilege more than actual shares held in voting in shareholders meeting or shares held by Thai shareholders; or

3) Dominated by Foreigner who has authority, control or influence, whether direct or indirect to regulate the policy, the management, operation, and appointment of directors or top management

Top management means Chairman of the Board of Directors, Managing Director, director, Chief Finance Officer, Head of purchasing function or any other person who has authority of influence on the management or operation of telecommunication of licensee; or

4) Dominated by legal binding with source of fund or loan from Foreigner or affiliate such as loan guarantee, offering interest rate that lower than market rate, business risk insurance or granting credit in discriminatory manner; or

5) Dominated by the Intellectual Property Contract or the Franchise Contract or the exclusive rights contract made with Foreigner or affiliate on consequence of transfer of expense and benefit to Foreigner; or

6) Dominated by purchasing contract or employment contract in management made with Foreigner or affiliate or employee or staff of Foreigner or affiliate on consequence of transfer of expense and benefit to Foreigner; or

7) Dominated by Joint Venture with Foreigner or affiliate by sharing the operating costs on consequence of transfer of expense and benefit to Foreigner; or

8) Dominated by transaction of pricing transfer or pricing collusion with Foreigner or affiliate.

**-Translation –**

**Notification**

**Sky ICT Public company Limited**

**Subject: The Prohibitions of actions regarded as business domination by foreigners**

---

In order to comply with the standards as announced by the National Broadcasting and Telecommunications Commission, subject “The prohibitions of actions regarded as business domination by foreigners A.D. 2012” (and as amended). Therefore, the Board of Directors' Meeting of Sky ICT Public Company Limited No. 1/2025 on February 27, 2025 has resolved to propose that the 2025 Annual General Meeting of Shareholders consider and review the “Prohibitions of Actions regarded as Business domination by Foreigners” which is the same information as the 2024 Annual General Meeting of Shareholders on April 26, 2024 had approved with details as follows;

1) Dominated by Foreigner or agent by holding shares, whether direct or indirect for avoidable to this Notification; or

2) Dominated by holding shares by own Foreigner or agent provided that the said shares have the privilege more than actual shares held in voting in shareholders meeting or shares held by Thai shareholders; or

3) Dominated by Foreigner who has authority, control or influence, whether direct or indirect to regulate the policy, the management, operation, and appointment of directors or top management

Top management means Chairman of the Board of Directors, Managing Director, director, Chief Finance Officer, Head of purchasing function or any other person who has authority of influence on the management or operation of telecommunication of licensee; or

4) Dominated by legal binding with source of fund or loan from Foreigner or affiliate such as loan guarantee, offering interest rate that lower than market rate, business risk insurance or granting credit in discriminatory manner; or

5) Dominated by the Intellectual Property Contract or the Franchise Contract or the exclusive rights contract made with Foreigner or affiliate on consequence of transfer of expense and benefit to Foreigner; or

6) Dominated by purchasing contract or employment contract in management made with Foreigner or affiliate or employee or staff of Foreigner or affiliate on consequence of transfer of expense and benefit to Foreigner; or

7) Dominated by Joint Venture with Foreigner or affiliate by sharing the operating costs on consequence of transfer of expense and benefit to Foreigner; or

8) Dominated by transaction of pricing transfer or pricing collusion with Foreigner or affiliate.

**ใบตอบรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ บริษัท สกาย ไอซีที จำกัด (มหาชน)**  
**Acceptance for the invitation of online meeting of Sky ICT Public Company Limited**

วันที่.....เดือน.....พ.ศ.....

Date                      Month                      Year

- (1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....  
 I/We,    Identification Card/Passport number  
 สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....  
 Nationality                      Residing at No.                      Road                      Sub district  
 อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....  
 District    Province    Postal Code

- (2) เป็นผู้ถือหุ้นของ บริษัท สกาย ไอซีที จำกัด (มหาชน) โดยถือหุ้นรวมทั้งสิ้น ..... หุ้น  
 Being a shareholder of Sky ICT Public Company Limited, holding the total amount of ..... shares  
 ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2568  
 I would like to participate the e-AGM for Annual General Meeting 2025

- ☐ เข้าร่วมประชุมด้วยตัวเอง เบอร์โทรศัพท์มือถือ.....(โปรดระบุ)  
 (Self-Attending)                      Mobile Number                      Please fill in the blank.  
☐ มอบฉันทะให้ (นาย/นาง/นางสาว).....ได้เข้าร่วมประชุมดังกล่าวข้างต้น  
 Proxy to    attend the meeting.  
 เบอร์โทรศัพท์มือถือของผู้รับมอบฉันทะ.....(โปรดระบุ เพื่อใช้ในการเข้าระบบ)  
 Proxy's Mobile Number    Please fill in the blank.

- (3) ข้อมูลในการจัดส่ง URL เพื่อเข้าประชุมและวิธีการเข้าร่วมประชุม อีเมล.....(โปรดระบุ)  
 Please send the Link to join the meeting by e-mail    Please fill in the blank.

- (4) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามเอกสารแนบ 8 วิธีการเข้าร่วมประชุม ภายในวันที่ 22 เมษายน 2568  
 Please submit the required document per an enclosure 8 by 22 April 2025

- (5) เมื่อได้รับการยืนยันตัวตน บริษัทฯ จะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ  
 Once you have verified, the company will send the Link to join the meeting via e-mail

- (6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม  
 Please prepare your Account Number and your Identification Card Number for log in the meeting.

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder

(.....)

## Explanation on Appointment of Proxy, Registration and Evidence for Meeting Attendance

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within April 22, 2025. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the e-mail you have sent to inform the Company. The Link will be sent one days in advance of the meeting date.

### Requesting to attend the meeting via electronic media

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways as follows:

1. Submit your request to attend the meeting by sending information via e-mail or postal mail.
2. Submit your request to attend the meeting by sending information via website or QR Code.

**If shareholders wish to notify their intention to attend the meeting via electronic media (E-AGM) by sending information via e-mail or postal:**

1. Please fill in the document requesting to attend the meeting via electronic media (e-AGM) (Enclosure 7) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the e-AGM meeting.
  - 2.1 Shareholders who are natural persons:
    - If a shareholder wishes to attend the meeting in person via e-Meeting:
      - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
    - If a shareholder appoints another person to attend the meeting on his/her behalf via e-Meeting:
      - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
      - A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.

- A copy of the proxy's identity document, such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.

2.2 Shareholders who are juristic persons:

- If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (e-Meeting)
  - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
  - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- If the proxy is assigned to attend the meeting instead via electronic media (e-Meeting)
  - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
  - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
  - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
  - Copy of the identity document of the proxy as in the case of natural persons as mentioned above.


Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company within the date April 22, 2025.

- e-mail : ir@skyict.co.th
- Postal : To. Company Secretary  
Sky ICT Public Company Limited  
55, A.A. Capital Ratchada Building, 6<sup>th</sup> -7<sup>th</sup> Floor  
Rachadapisek Road, Dindaeng, Dindaeng  
Bangkok 10400

If a shareholder wishes to submit a request to attend the meeting via electronic media (E-AGM) via the website or QR Code

1. Request to attend the meeting via Web Browser: Chrome by going to

Scan QR Code	Go to Link
	<a href="https://sky.thekoble.com/agm/emeeting/index/1">https://sky.thekoble.com/agm/emeeting/index/1</a>

2. Fill in the information of shareholders:
  - 2.1 Securities holder account number
  - 2.2 Name (do not include a title)
  - 2.3 Last Name
  - 2.4 ID card number
  - 2.5 Choose to accept the terms and consent to access to personal information
  - 2.6 Press “Confirm”
3. Check the name of the shareholder and the number of shares. If correct, please fill in shareholder information.
  - 3.1 Name - Surname (English)
  - 3.2 e-mail to receive a link to attend the meeting
  - 3.3 Mobile phone number
 

Self-Attending : Shareholder’s mobile number  
 Proxy : Proxy’s mobile number. (Used to log in system)
4. Select the attendance type
  - 4.1 Attend the meeting in person via e-AGM
  - 4.2 Authorize the natural persons to attend the meeting via e-AGM
  - 4.3 Assign a proxy to an independent director

5. Press “Next”

**In the case of shareholders attending the meeting in person**

Prepared shareholders’ identification documents

1. Attach a copy of the shareholder’s identity document
2. Attach a copy of other identity documents
3. Press “Next”
4. The system will display a message “Information received successfully” check the name, surname, and number of shares again
5. Close window to finish

**In the case of appointing the natural person to attend the meeting via e-AGM**

Prepared shareholders’ identification documents

1. Attach a copy of the shareholder’s identity document
2. Attach a copy of other identity documents
3. Press “Next”
4. Save the proxy’s information and attach supporting documents
  - 4.1 Name-surname of the proxy (Thai language)
  - 4.2 Name-surname of the proxy (English)
  - 4.3 Attach a copy of the proxy’s identity document
  - 4.4 Attach the proxy form with complete information and signature
5. Press “Next”
6. The system will display a message “Information received successfully” check the name, surname, and number of shares again
7. Close window to finish

**In the case of appointing a proxy to an independent director**

1. Attach a copy of the shareholder’s identity document (Like in the case of shareholders attending the meeting in person)
2. Attach the completed and signed proxy form
3. Press “Next”
4. The system will display a message “Information received successfully” check the name, surname, and number of shares again
5. Close window to finish

Remark: The system for receiving the request to attend the meeting will be open for operation from April 11, 2025 to April 25, 2025 or until the meeting is completed. (The system does not accept information on Saturdays, Sundays, and public holidays.)

**Electronic Meeting Attendance (e-AGM):**

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an e-mail from the meeting organizer, a link for attending the meeting, and a system's user manual two days before the meeting date. Please study the manual on how to use the e-AGM meeting system in detail. If you haven't received the Email within the April 24, 2025 date, please get in touch with the Company immediately.
2. Please prepare the following information for logging in the meeting

Self-Attending: Shareholder Account Number (10 digits Number) and ID Card.

Proxy: Proxy ID Card and Proxy's Mobile Number.

3. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

IOS system	Android system
	
<a href="https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307">https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307</a>	<a href="https://play.google.com/store/apps/details?id=us.zoom.videomeetings">https://play.google.com/store/apps/details?id=us.zoom.videomeetings</a>

4. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
5. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.

6. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
7. If attendees have any problems or problems in using the e-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

**\*\*\* This e-AGM meeting will be an electronic meeting only and will not be held in a conventional meeting venue; therefore, shareholders are requested not to come to the Company. \*\*\***

**If a shareholder wishes to appoint an independent director as a proxy:**

Suppose any shareholders cannot attend the e-AGM meeting in person or cannot appoint other proxies to attend the e-AGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (Enclosure 11) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company by the date within the date April 22, 2025 via the following channels:

- e-mail : ir@skyict.co.th
- Postal : To. Company Secretary  
Sky ICT Public Company Limited  
55, A.A. Capital Ratchada Building, 6<sup>th</sup> -7<sup>th</sup> Floor  
Ratchadapisek Road, Dindaeng, Dindaeng  
Bangkok 10400

Note: If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

**In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper:**

Please submit the following information:

1. The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).

3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:

- e-mail : ir@skyict.co.th
- Postal :                      To.        Company Secretary  
    Sky ICT Public Company Limited  
    55, A.A. Capital Ratchada Building, 6<sup>th</sup> -7<sup>th</sup> Floor  
    Ratchadapisek Road, Dindaeng, Dindaeng  
    Bangkok 10400

**Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the e-AGM meeting:**

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions in advance to the Company before the meeting date through the following channels:

- e-mail : ir@skyict.co.th
- Postal :                      To.        Company Secretary  
    Sky ICT Public Company Limited  
    55, A.A. Capital Ratchada Building, 6<sup>th</sup> -7<sup>th</sup> Floor  
    Ratchadapisek Road, Dindaeng, Dindaeng  
    Bangkok 10400

2. Submit advice or questions during the meeting to those attending the e-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:

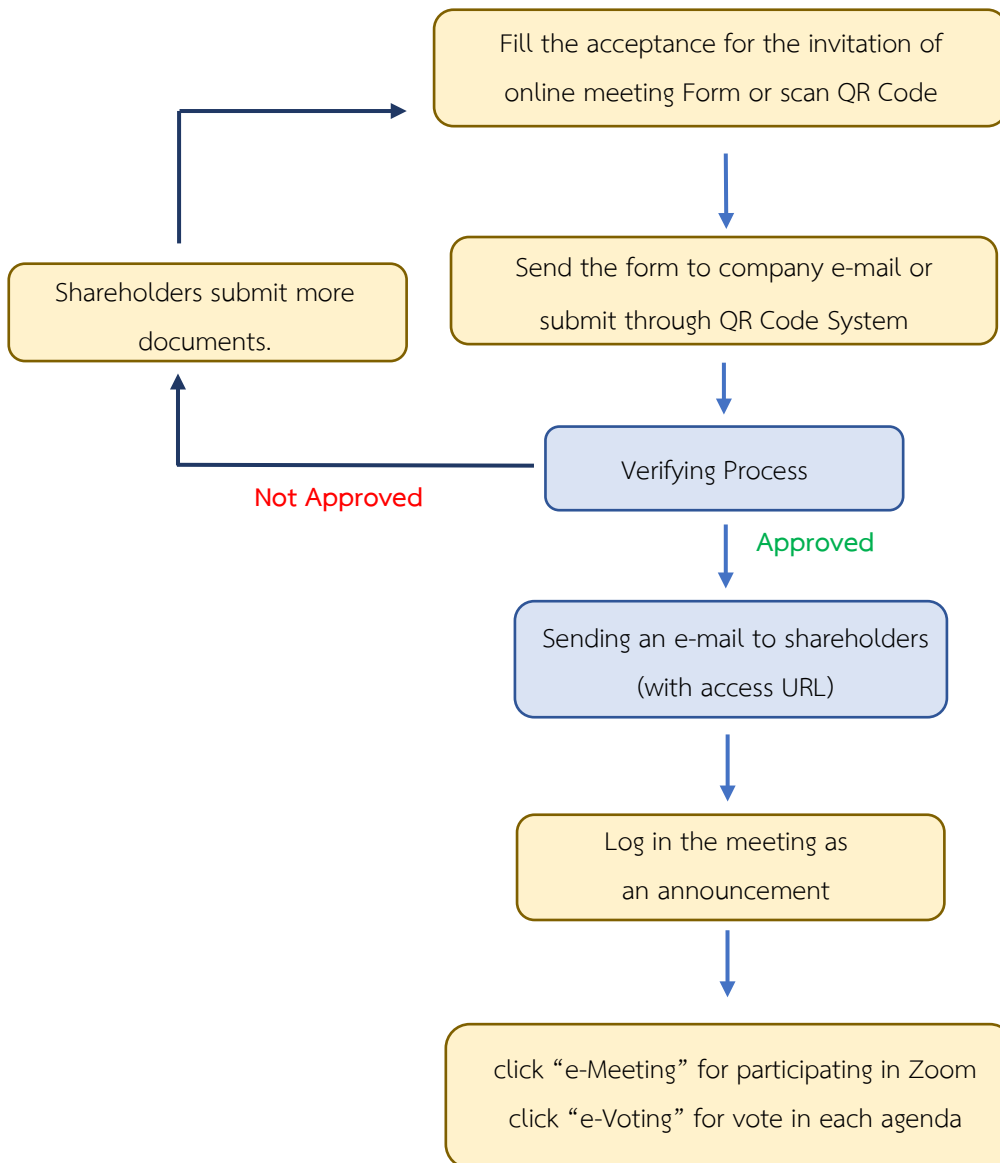
- Q&A Chat channel for text messages;
- An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn

off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' e-mails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via e-Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.
2. Regarding the process of attending the meeting and voting via e-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the e-mail that sends you the system's user manual.

## E-AGM Flowchart



**Articles of Association of Sky ICT Public Company Limited**  
**Only Applicable to the Shareholders' Meetings**

**Chapter 1 General**

Article 1. These Articles of Association shall be called the Articles of Association of **Sky ICT Public Company Limited**.

Article 2. The "Company" in these Articles of Association refers to **Sky ICT Public Company Limited**.

**Chapter 4 Meetings of Shareholders**

Article 32. The board of directors shall call an annual ordinary general meeting of shareholders to be held within four (4) months from the end of the Company's accounting period.

Any meetings of shareholders other than the meeting referred to above shall be called extraordinary general meetings. The board of directors may call an extraordinary general meeting at any time as it deems appropriate, or when one or several shareholders holding in aggregate not less than ten (10) percent of all issued shares, executing a written request for the board of directors to call an extraordinary meeting at any time, which must clearly indicate matters and reasons for such request, in which case, the board of directors shall call a meeting of shareholders within forty-five (45) days from the date of receipt of such written request from the shareholders.

If the board of directors fails to hold such meeting within the period of time under paragraph two, the shareholders who execute such request or other shareholders holding in aggregate not less than the requisite number of shares may call such meeting within forty-five (45) days from the lapse of such period of time under paragraph two, in which case, it shall be deemed as a meeting of shareholders called by the board of directors, whereby the Company shall bear all necessary expenses incurred by such meeting and provide facilitations as appropriate.

Should the number of shareholders present at any meeting of shareholders called by the shareholders under paragraph three be insufficient to constitute a quorum as required in Article 35, the shareholders under paragraph three shall be jointly responsible to reimburse the Company for such expenses incurred by that meeting.

Article 33. In calling a meeting of shareholders, the board of directors shall prepare a notice of meeting specifying the place, date, time, agenda and matters to be proposed to the meeting, together with sufficient details and clear remarks as matters for information, for approval or for consideration, as the case may be, which must be accompanied by the board of directors' opinions on such matters. Such notice of meeting shall be sent to the

shareholders and the registrar at least seven (7) days prior to the meeting date, and published in a newspaper for three (3) consecutive days.

The company may advertise meeting notices via electronic media instead of newspaper advertisements, in accordance with the rules of applicable laws.

The location that will be used for the shareholder meeting may be in the locality where the company's head office is located. or any other place as the committee determines. In case the Shareholders' Meeting is held via electronic means, the location of the Company's head office shall be deemed as the venue of such electronic meetings.

Article 34. At a meeting of shareholders, a shareholder may appoint another person of legal age as his/her proxy to attend and vote at the meeting on his/her behalf.

A proxy must be granted in written instrument signed by the grantor and using the form prescribed by the public limited company registrar, and at least containing the following particulars:

- a) the number of shares held by the grantor;
- b) the proxy's name;
- c) the number of the meeting in which the proxy is appointed to attend and vote;
- d) the date and signature of the shareholder granting such proxy.

If the proxy wishes to vote at the meeting, such proxy form must be submitted to the chairman of the meeting of shareholders in which the proxy is appointed, at the meeting place prior to attending the meeting.

The appointment of proxy under paragraph one may be made by electronic means instead, whereby the methods employed shall be secure and credible to prove that such appointment has been duly made by the shareholder giving proxy and in accordance with the rules of applicable laws.

Article 35. At every meeting of shareholders, not less than twenty-five (25) shareholders and proxies (if any) or not less than one half (1/2) of all shares, representing in aggregate not less than one-third (1/3) of all issued shares shall be present to constitute a quorum.

At any meeting of shareholders, if it occurs that after a lapse of one (1) hour from the scheduled time, the number of shareholders present is insufficient to constitute a quorum, in case the meeting is called at the shareholders' request, such meeting shall be cancelled. If it is not called at the shareholders' request, such meeting shall be rescheduled and a notice of meeting shall be sent to the shareholders at least seven (7) days prior to the meeting. At this subsequent meeting, a quorum is not required.

In every meeting of shareholders, the chairman of the board of directors shall preside over the meeting. If the chairman of the board of directors is not present or is unable to act as such, a vice chairman of the board of directors shall preside over the meeting. If the vice chairman is unable to act as such, the meeting shall elect one of the shareholders present to preside over the meeting.

The chairman of the meeting may adjourn the meeting to any other time at the consent of the meeting, in which case, the meeting shall specify the place, date and time of the adjourned meeting, provided that at the adjourned meeting, no other matters than those pending from the previous meeting shall be discussed, and the notice of meeting shall be sent in accordance with the procedure under Article 33.

Article 36. In voting at a meeting of shareholders, whether by a show of hands or secret ballots, one (1) share shall have one (1) vote, and resolutions of the meeting of shareholders shall require:

- (1) in a normal case, a majority vote of the shareholders present and vote at the meeting, and in case of a tie, the chairman of the meeting shall have a casting vote.
- (2) In any of the following events, not less than three-fourths (3/4) of all votes of the shareholders present and eligible to vote at the meeting:
  - (a) a sale or transfer of all or parts of the Company's business;
  - (b) a purchase or acceptance of transfer by the Company of business of another public limited company or limited company;
  - (c) an execution, amendment or termination of any contract relating to leasing of all or substantial parts of the Company's business, an authorization of another person to manage the Company's business or a business merger with other person for profit and loss sharing;
  - (d) an addition or amendment of the Memorandum of Association and the Articles of Association of the Company;
  - (e) an increase of its registered capital;
  - (f) a decrease of its registered capital;
  - (g) an issuance of debentures for public offering;
  - (h) a dissolution of the Company;
  - (i) a business merger with another company.

Article 37. Matters to be conducted at an annual ordinary general meeting at least include the following:

- (1) To consider the board of directors' report proposed to the meeting, presenting the Company's performance in the previous year;

- (2) To consider and approve the Company's balance sheet and profit and loss statement for the previous accounting period;
- (3) To consider profit appropriation, declaration of dividend and allocation of reserve funds;
- (4) To consider the election of directors to replace those due to retire by rotation;
- (5) To consider the directors' remuneration;
- (6) To consider the appointment of auditor and its remuneration;
- (7) Other matters.

**Profiles of Independent Directors Nominated for Proxy Appointment**  
**Sky ICT Public Company Limited**

Name – Surname	MR. VIPOOTA TRAKULHOON			
Age	59 years			
Type of Directorship	Chairman of the Audit Committee / Independent Director			
Appointment date	23 December 2020			
Educational Background	Master of Business Administration degree, Majors in finance and marketing, Sasin Graduate Institute of Business Administration, Chulalongkorn University			
	Bachelor of Business Administration degree, Major in finance, Chulalongkorn University			
Training	Director’s Guide to Legal Obligations and Duties (DLD) 2024			
	Advanced Audit Committee Program (AACP) Class 42 of 2021			
	Director Accreditation Program (DAP) Class 120 of 2015			
Experiences for the past 5 years	<u>Listed Companies</u>			
	2022 – present	Chairman of the Audit Committee / Independent Director / Chairman of Corporate Governance Committee	Sky ICT PCL.	
	2020 – 2022	Audit Committee / Independent Director / Chairman of Nomination and Remuneration Committee	Sky ICT PCL.	
	<u>Other Listed Companies</u>			
	2021 – present	Audit Committee / Independent Director	Thai Vegetable Oil PCL.	
	2017 – present	Audit Committee / Independent Director / Chairman of Nomination and Remuneration Committee	Triple I Logistics PCL.	
	2016 – present	Audit Committee / Independent Director	Business Alignment PCL.	
	2014– present	Director	Millcon Steel PCL.	
	<u>Other non-listed companies</u>			
	2015 – present	Director	Kobelco Millcon Steel Co., Ltd.	
	2014 – present	Director	Creative Power Co., Ltd.	
Current Position(s) in the Company	Chairman of the Audit Committee / Independent Director / Chairman of Corporate Governance Committee			
Attendance of Board Meetings in the previous year	7/7 meetings of the Board of Directors / 5/5 meetings of the Audit Committee / 2/2 meetings of the Corporate Governance Committee			
Years of Directorship	4 years 4 months			
Family Relationship with Management	None			
Shareholding Percentage in SKY	None			
Current Directorship	Other listed companies		Thai Vegetable Oil PCL. Triple I Logistics PCL. Business Alignment PCL. Millcon Steel PCL.	
	Other non-listed companies		Kobelco Millcon Steel Co., Ltd. Creative Power Co., Ltd.	

	Other entities with potential conflict of interest	None
<b>Criminal Records over the past 10 years</b>	Having been convicted of criminal offense or subject to prosecution.	None
	Having been adjudged bankrupt or under receivership.	None
	Having been management or controller in any company and partnership adjudged bankrupt.	None

**Profiles of Independent Directors Nominated for Proxy Appointment (Cont'd)**  
**Sky ICT Public Company Limited**


Name – Surname	MR. THITISAK SKULLKROO			
Age	69 years			
Type of Directorship	Audit Committee and Independent Director			
Date of appointment	29 June 2020			
Education Background	Master degree of Mini MBA, Kasetsart University			
	Bachelor degree of Accounting, Chiang Mai University			
Training	Director’s Guide to Legal Obligations and Duties (DLD) 2024			
	Strategic Board Master Class 10/2565			
	Risk Management Program for Corporate Leaders Class 20/2563			
	Board Nomination & Compensation Program (BNCP) Class 1/2560			
	Director Certificate Program Update (DCPU) Class 2/2557			
	Financial Statements for Director (FSD) Class 6/2552			
	Role of the Chairman Program (RCP) Class 13/2549			
	Director Certification Program (DCP) Class 62/2548			
	Director Accreditation Program (DAP) Class 13/2547			
Experiences for the past 5 years	<u>Listed Company</u>			
	2022 – present	Audit Committee / Independent Director / Chairman of the Nomination and Remuneration Committee	Sky ICT PCL.	
	2019 – 2022	Director	Sky ICT PCL.	
	<u>Other Listed Companies</u>			
	2019 – present	Director / Chairman of the Nomination and Remuneration Committee / Chairman of the Investment Committee	Thantawan Industry PCL.	
	2018 – 2022	Chairman of the Audit Committee	Eureka Design PCL.	
	2018 – 2021	Chairman of the Executive Committee	Advance Connection Corporation PCL. and affiliates	
	2017 – 2020	Director / Vice Chairman of the Board of Directors / Chairman of the Executive Committee	Beginstics PCL.	
	<u>Other non-listed companies</u>			
	2021 – present	Chairman of the Board of Directors	Carnival Co., Ltd.	
	2015 – present	Chairman of the Board of Directors	Creative Power Co., Ltd.	
Current Position(s) in the Company	Audit Committee / Independent Director / Chairman of the Nomination and Remuneration Committee			
Attendance of Board Meetings in the previous year	7/7 meetings of the Board of Directors / 5/5 meetings of the Audit Committee / 3/3 meetings of the Nomination and Remuneration Committee			
Years of Directorship	4 years 9 months			
Family Relationship with Management	None			
Shareholding Percentage in SKY	None			
Current Directorship	Other listed companies		Thantawan Industry PCL.	

	Other non-listed companies	1. Carnival Co., Ltd. 2. Creative Power Co., Ltd.
	Other entities with potential conflict of interest	None
<b>Criminal Records over the past 10 years</b>	Having been convicted of criminal offense or subject to prosecution.	None
	Having been adjudged bankrupt or under receivership.	None
	Having been management or controller in any company and partnership adjudged bankrupt.	None

**Profiles of Independent Directors Nominated for Proxy Appointment (Cont'd)**  
**Sky ICT Public Company Limited**

Name – Surname	MR. SARUT VANICHPUN			
Age	46 years			
Type of Directorship	Audit Committee and Independent Director			
Appointment Date	1 December 2021			
Educational Background	Ph.D. Electrical Engineering University of Maryland, College Park, Maryland, USA			
	M.S. Electrical Engineering University of Maryland, College Park, Maryland, USA			
	B.Eng. Electrical Engineering Chulalongkorn University, Bangkok, Thailand			
Training	Director’s Guide to Legal Obligations and Duties (DLD) 2024			
	Risk Management Program for Corporate Leaders (RCL) Class 32 of 2566			
	Director Certification Program (DCP) Class 315 of 2022			
Experiences	<u>Listed Companies</u>			
	2021 – present	Audit Committee / Independent Director / Chairman of Risk Management Committee	Sky ICT PCL.	
	<u>Other Listed Companies</u>			
	None			
	<u>Other non-listed companies</u>			
	2018 - Present	Senior Director	Sea Group, Thailand	
	2017 - 2018	SVP, Head of Prepaid Division	Total Access Communication PLC. (DTAC), Bangkok, Thailand	
Current Position(s) in the Company	Audit Committee / Independent Director / Chairman of Risk Management Committee /			
Attendance of Board Meetings in the previous year	7/7 meetings of the Board of Directors / 5/5 meetings of the Audit Committee / 3/3 meetings of the Risk Management Committee			
Years of Directorship	3 year 5 months			
Family Relationship with Management	None			
Shareholding Percentage in SKY	None			
Current Directorship	Other listed companies		None	
	Other non-listed companies		None	
	Other entities with potential conflict of interest		None	
Criminal Records over the past 10 years	Having been convicted of criminal offense or subject to prosecution.		None	
	Having been adjudged bankrupt or under receivership.		None	
	Having been management or controller in any company and partnership adjudged bankrupt.		None	

**Profiles of Independent Directors Nominated for Proxy Appointment (Cont'd)**  
**Sky ICT Public Company Limited**

Name – Surname	MR. RAJ TANTA-NANTA			
Age	56 years			
Type of Directorship	Independent Director			
Appointment date	26 April 2019			
Education Background	MBA in Finance, The American University, Washington D.C., USA			
	B.S.B.A. in Finance and International Management, Boston University, Boston, MA, USA			
Training	Director’s Guide to Legal Obligations and Duties (DLD) 2024			
	Director Certification Program (DCP) year 2006			
Experiences for the past 5 years	<u>Listed Companies</u>			
	2022 – present	Independent Director	Sky ICT PCL.	
	2019 – 2022	Director	Sky ICT PCL.	
	<u>Other Listed Companies</u>			
	2022 – present	Chairman of the Board of Director / Audit Committee / Independent Director	T.R.V. Rubber Products PCL.	
	<u>Other non-listed companies</u>			
	2019 – 2023	Director	Valor Hospitality Partners Asia Co., Ltd.	
Current Position(s) in the Company	Independent Director			
Attendance of Board Meetings in the previous year	7/7 meetings of the Board of Directors			
Years of Directorship	6 Years			
Family Relationship with Management	None			
Shareholding Percentage in SKY	0.56% (as of December 21, 2024)			
Current Directorship	Other listed companies		T.R.V. Rubber Products PCL.	
	Other non-listed companies		None	
	Other entities with potential conflict of interest		None	
Criminal Records over the past 10 years	Having been convicted of criminal offense or subject to prosecution.		None	
	Having been adjudged bankrupt or under receivership.		None	
	Having been management or controller in any company and partnership adjudged bankrupt.		None	

## Proxy Form A (a general form which is simple and not complicated)

Attached to the Notification of the Department of Business Development Re: Proxy Forms (No. 5) B.E. 2550 (2007)

(Affix Baht 20 Duty Stamp)

Written at: .....

Date: .....

- (1) I/We, ..... Nationality: ..... Address No.: .....  
 Road: ..... Tambon/Subdistrict: ..... Amphoe/District: .....  
 Province: ..... Post Code: .....  
 as a shareholder of Sky ICT Public Company Limited, holding a total of.....share(s) and equivalent to a  
 total of.....vote(s), as follows:

- (2) Hereby grant proxy to either:

Please mark  
(✓) in front  
of only one  
proxy's  
name

- ☐ (Mr./Mrs./Miss) .....Age: .....years  
 Address No.: .....Road: .....Tambon/Sub-district: .....  
 Amphoe/District: .....Province: .....Post Code: .....
- ☐ (Mr./Mrs./Miss) .....Age: .....years  
 Address No.: .....Road: .....Tambon/Sub-district: .....  
 Amphoe/District: .....Province: .....Post Code: .....
- ☐ **MR. VIPOOTA TRAKULHOON**, Independent Director and concurrently Chairman of the Audit Committee, Age 59,  
 residing at 80 Soi Phibulsongkram 15, Tambon Suan Yai, Amphoe Mueang Nonthaburi, Nonthaburi Province 11000;  
 or
- ☐ **MR. THITISAK SKULKROO**, Independent Director and concurrently Audit Committee Member, Age 69, residing at  
 235, Soi Ramkhamhaeng 43/1 (Khunying Chuea), Phlapphla Subdistrict, Wang Thonglang District Bangkok 10310; or
- ☐ **MR. SARUT VANICHPUN**, Independent Director and concurrently Audit Committee Member, Age 46, residing at  
 71/50 Soi Lat Phrao 35, Chandakasem Subdistrict, Chatuchak District, Bangkok 10900; or
- ☐ **MR. RAJ TANTA-NANTA**, Independent Director, Age 56, residing at 7 Panya Village, Soi Phatthanakarn 30,  
 Phatthanakarn Road, Suan Luang Subdistrict, Suan Luang District, Bangkok 10250

as my/our representative to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year  
 2025 of Sky ICT Public Company Limited on April 25, 2025 at 2:00 p.m. via electronic devices (e-AGM) only or any adjournment thereof  
 to any other date, time and place.

All acts undertaken by the proxy at the Meeting shall be treated as if they were my/our own acts in all respects.

Signed:.....Grantor  
 (.....)

Signed:.....Proxy  
 (.....)

Signed:.....Proxy  
 (.....)

Signed:.....Proxy  
 (.....)

Remark

The shareholder shall appoint only one proxy to attend and vote at the Meeting, and the number of shares is indivisible to  
 multiple proxies for different voting.

## Proxy Form B (a form which clearly specifies the items for which a proxy is granted)

Attached to the Notification of the Department of Business Development Re: Proxy Forms (No. 5) B.E. 2550 (2007)

(Affix Baht 20 Duty Stamp)

Written at: .....

Date: .....

- (1) I/We, ..... Nationality: ..... Address No.: .....  
 Road: ..... Tambon/Subdistrict: ..... Amphoe/District: ..... Province:  
 ..... Post Code: .....  
 as a shareholder of Sky ICT Public Company Limited, holding a total of ..... share(s) and equivalent to a  
 total of ..... vote(s), as follows:

- (2) Hereby grant proxy to either:

Please mark  
(✓) in front  
of only one  
proxy's  
name

- ☐ (Mr./Mrs./Miss) ..... Age: ..... years  
 Address No.: ..... Road: ..... Tambon/Sub-district: .....  
 Amphoe/District: ..... Province: ..... Post Code: .....  
☐ (Mr./Mrs./Miss) ..... Age: ..... years  
 Address No.: ..... Road: ..... Tambon/Sub-district: .....  
 Amphoe/District: ..... Province: ..... Post Code: .....  
☐ **MR. VIPOOTA TRAKULHOON**, Independent Director and concurrently Chairman of the Audit Committee, Age 59,  
 residing at 80 Soi Phibulsongkram 15, Tambon Suan Yai, Amphoe Mueang Nonthaburi, Nonthaburi Province 11000;  
 or  
☐ **MR. THITISAK SKULKROO**, Independent Director and concurrently Audit Committee Member, Age 69, residing at  
 235, Soi Ramkhamhaeng 43/1 (Khunying Chuea), Phlapphla Subdistrict, Wang Thonglang District Bangkok 10310; or  
☐ **MR. SARUT VANICHPUN**, Independent Director and concurrently Audit Committee Member, Age 46, residing at  
 71/50 Soi Lat Phrao 35, Chandakasem Subdistrict, Chatuchak District, Bangkok 10900; or  
☐ **MR. RAJ TANTA-NANTA**, Independent Director, Age 56, residing at 7 Panya Village, Soi Phatthanakarn 30,  
 Phatthanakarn Road, Suan Luang Subdistrict, Suan Luang District, Bangkok 10250

as my/our representative to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the  
 year 2025 of Sky ICT Public Company Limited on April 25, 2025 at 2:00 p.m. via electronic devices (e-AGM) only or any adjournment  
 thereof to any other date, time and place.

- (3) I/We hereby authorize the proxy to vote on my/our behalf at this Meeting as follows:

Item 1 To consider and certify the Minutes of the 2024 Annual General Meeting of Shareholders, which was held on 26 April 2024.

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;  
☐ (b) The proxy shall vote in accordance with my/our instruction as follows:  
☐ Agree ☐ Against ☐ Abstain

Item 2 To consider and acknowledge the 2024 operation results of the Company.

- ☐ The proxy is entitled to acknowledge the 2024 operation results of the Company on my/our behalf as he/she deems fit.

Item 3 To consider and approve the Company's financial statements for year 2024, ended 31 December 2024.

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;  
☐ (b) The proxy shall vote in accordance with my/our instruction as follows:  
☐ Agree ☐ Against ☐ Abstain

Item 4 To consider and approve the omission of the allocation of net profit to the legal reserve and the omission of the dividend payment for the operating results for the year 2024.

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain

Item 5 To consider and approve the appointment of directors in place of those who are due to retire by rotation.

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Appointment of whole directors
- ☐ For ☐ Against ☐ Abstain
- ☐ Appointment of individual director
- MR. SOMKIT LERTPAITHOON
- ☐ Agree ☐ Against ☐ Abstain
- MR. SOMCHAI POOLSAVASDI
- ☐ Agree ☐ Against ☐ Abstain

Item 6 To consider and approve the remuneration for directors for the year 2025.

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain

Item 7 To consider and approve the appointment of the auditor and the audit fee for the accounting period 2025.

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain

Item 8 To consider and approve the acquisition and transfer of the entire business in accordance with the business transfer plan between the Company and Enoch Communications Co., Ltd., including the execution of the entire business transfer agreement, related agreements, contracts, and relevant documents.

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain

Item 9 To consider and approve an increase in the Company's registered capital by THB 900,000, from the existing registered capital of THB 357,739,952 to THB 358,639,952, by issuing 1,800,000 newly issued ordinary shares with a par value of THB 0.50 per share for a private placement. This includes the amendment to Clause 4 of the Company's Memorandum of Association to reflect the capital increase.

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain

Item 10 To consider and approve the issuance and allocation of up to 1,800,000 newly issued ordinary shares with a par value of THB 0.50 per share for a private placement to Enoch Communications Co., Ltd.

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain

Item 11 To consider and approve the amendment of the Company's objectives and approve the amendment to Clause 3 of the Company's Memorandum of Association to be consistent with the amendment of the Company's objectives.

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree                      ☐ Against                      ☐ Abstain

Item 12 To consider and approve the "Prohibitions of Actions regarded as Business domination by Foreigners"

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree                      ☐ Against                      ☐ Abstain

Item 13 To consider other matters (if any).

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree                      ☐ Against                      ☐ Abstain

- (4) The proxy's vote in any agenda item which is contrary to those as instructed in this proxy form shall be deemed invalid and not regarded as my/our vote as a shareholder.
- (5) In the absence or doubt of my/our voting instructions in any agenda item or in the event that the Meeting considers or passes a resolution on any matter other than those mentioned above, including any amendment, change or addition of facts whatsoever, the proxy is entitled to consider and vote on my/our behalf in all respects as he/she deems fit.

All acts undertaken by the proxy at the Meeting, except those contrary to the votes according to my/our instructions in the proxy form, shall be treated as if they were my/our own acts in all respects.

Signed:.....Grantor  
(.....)

Signed:.....Proxy  
(.....)

Signed:.....Proxy  
(.....)

Signed:.....Proxy  
(.....)

Remarks:

1. The shareholder shall appoint only one proxy to attend and vote at the Meeting, and the number of shares is indivisible to multiple proxies for different voting.
2. The shareholder shall grant proxy according to the number as specified in (2), and may not grant proxy in part less than such number as specified in (2).
3. In the event that there are more agenda items than those indicated above, the grantor may use the attached Supplement to Proxy Form B.

## Supplement to Proxy Form B

Proxy of the Shareholder of Sky ICT Public Company Limited

In the Annual General Meeting of Shareholders for the year 2025 of Sky ICT Public Company Limited on April 25, 2025 at 2:00 p.m.  
via electronic devices (e-AGM) only or any adjournment thereof to any other date, time and place.

Item.....Re:.....

☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ Agree

☐ Against

☐ Abstain

Item.....Re:.....

☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ Agree

☐ Against

☐ Abstain

Item.....Re:.....

☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ Agree

☐ Against

☐ Abstain

Item.....Re: Election of Directors (Cont'd)

Director's name: .....

☐ Agree

☐ Against

☐ Abstain

Director's name: .....

☐ Agree

☐ Against

☐ Abstain

Director's name: .....

☐ Agree

☐ Against

☐ Abstain

## Proxy Form C

(a form used only in the case that the shareholder is a foreign investor and  
has appointed a custodian in Thailand to act as a depositary and administrator of shares)

Attached to the Notification of the Department of Business Development Re: Proxy Forms (No. 5) B.E. 2550 (2007)

(Affix Baht 20 Duty Stamp)

Written at: .....

Date: .....

- (1) I/We, ..... Nationality..... Address No.: .....  
Road: ..... Tambon/Sub-district: ..... Amphoe/District: .....  
Province: ..... Post Code.....

as a shareholder of Sky ICT Public Company Limited, holding a total of.....share(s) and equivalent to a  
total of.....vote(s), as follows:

- (2) Hereby grant proxy to either:

Please mark  
(✓) in front  
of only one  
proxy's  
name

- ☐ (Mr./Mrs./Miss) ..... Age: ..... years  
Address No.: ..... Road: ..... Tambon/Sub-district: .....  
Amphoe/District: ..... Province: ..... Post Code: .....
- ☐ (Mr./Mrs./Miss) ..... Age: ..... years  
Address No.: ..... Road: ..... Tambon/Sub-district: .....  
Amphoe/District: ..... Province: ..... Post Code: .....
- ☐ **MR. VIPOOTA TRAKULHOON**, Independent Director and concurrently Chairman of the Audit Committee, Age 59,  
residing at 80 Soi Phibulsongkram 15, Tambon Suan Yai, Amphoe Mueang Nonthaburi, Nonthaburi Province 11000;  
or
- ☐ **MR. THITISAK SKULKROO**, Independent Director and concurrently Audit Committee Member, Age 69, residing at  
235, Soi Ramkhamhaeng 43/1 (Khunying Chuea), Phlapphla Subdistrict, Wang Thonglang District Bangkok 10310; or
- ☐ **MR. SARUT VANICHPUN**, Independent Director and concurrently Audit Committee Member, Age 46, residing at  
71/50 Soi Lat Phrao 35, Chandrakasem Subdistrict, Chatuchak District, Bangkok 10900; or
- ☐ **MR. RAJ TANTA-NANTA**, Independent Director, Age 56, residing at 7 Panya Village, Soi Phatthanakarn 30,  
Phatthanakarn Road, Suan Luang Subdistrict, Suan Luang District, Bangkok 10250

as my/our representative to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the  
year 2025 of Sky ICT Public Company Limited on April 25, 2025 at 2:00 p.m. via electronic devices (e-AGM) only or any adjournment  
thereof to any other date, time and place.

- (3) We hereby authorize the proxy to attend and vote at this Meeting as follows:

- ☐ Proxy is granted according to all shares held and eligible to vote;
- ☐ Proxy is granted partially, as follows:
- ☐ Ordinary shares: .....share(s) and eligible for.....vote(s)
- ☐ Preferred shares: .....share(s) and eligible for.....vote(s)
- Being a total of.....vote(s)

- (4) We hereby authorize the proxy to vote on our behalf at this Meeting as follows:

- Item 1 To consider and certify the Minutes of the 2024 Annual General Meeting of Shareholders, which was held on 26 April 2024.
- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain
- Item 2 To consider and acknowledge the 2024 operation results of the Company.
- ☐ The proxy is entitled to acknowledge the 2024 operation results of the Company on my/our behalf as he/she deems fit.
- Item 3 To consider and approve the Company's financial statements for year 2024, ended 31 December 2024.
- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain
- Item 4 To consider and approve the omission of the allocation of net profit to the legal reserve and the omission of the dividend payment for the operating results for the year 2024.
- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain
- Item 5 To consider and approve the appointment of directors in place of those who are due to retire by rotation.
- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Appointment of whole directors
- ☐ For ☐ Against ☐ Abstain
- ☐ Appointment of individual director
- MR. SOMKIT LERTPAITHOON
- ☐ Agree ☐ Against ☐ Abstain
- MR. SOMCHAI POOLSAVASDI
- ☐ Agree ☐ Against ☐ Abstain
- Item 6 To consider and approve the remuneration for directors for the year 2025.
- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain
- Item 7 To consider and approve the appointment of the auditor and the audit fee for the accounting period 2025.
- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain
- Item 8 To consider and approve the acquisition and transfer of the entire business in accordance with the business transfer plan between the Company and Enoch Communications Co., Ltd., including the execution of the entire business transfer agreement, related agreements, contracts, and relevant documents.
- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain

Item 9 To consider and approve an increase in the Company's registered capital by THB 900,000, from the existing registered capital of THB 357,739,952 to THB 358,639,952, by issuing 1,800,000 newly issued ordinary shares with a par value of THB 0.50 per share for a private placement. This includes the amendment to Clause 4 of the Company's Memorandum of Association to reflect the capital increase.

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain

Item 10 To consider and approve the issuance and allocation of up to 1,800,000 newly issued ordinary shares with a par value of THB 0.50 per share for a private placement to Enoch Communications Co., Ltd.

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain

Item 11 To consider and approve the amendment of the Company's objectives and approve the amendment to Clause 3 of the Company's Memorandum of Association to be consistent with the amendment of the Company's objectives.

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain

Item 12 To consider and approve the "Prohibitions of Actions regarded as Business domination by Foreigners"

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain

Item 13 To consider other matters (if any).

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain

- (5) The proxy's vote in any agenda item which is contrary to those as instructed in this proxy form shall be deemed invalid and not regarded as our vote as a shareholder.
- (6) In the absence or doubt of our voting instructions in any agenda item or in the event that the Meeting considers or passes a resolution on any matter other than those mentioned above, including any amendment, change or addition of facts whatsoever, the proxy is entitled to consider and vote on our behalf in all respects as he/she deems fit.

All acts undertaken by the proxy at the Meeting, except those contrary to the votes according to our instructions in the proxy form, shall be treated as if they were our own acts in all respects.

Signed:.....Grantor  
(.....)

Signed:.....Proxy  
(.....)

Signed:.....Proxy  
(.....)

Signed:.....Proxy  
(.....)

Remarks:

1. This Proxy Form C is used only in the event that the shareholder whose name appears in the share register is a foreign investor and has appointed a custodian in Thailand to act as a depositary and administrator of shares.
2. Evidence to be accompanied with the proxy form includes:
  - (1) A power of attorney executed by the shareholder authorizing the custodian to sign the proxy form on his/her behalf;
  - (2) A document certifying that the proxy is licensed to operate the business as custodian.
3. The shareholder shall appoint only one proxy to attend and vote at the Meeting, and the number of shares is indivisible to multiple proxies for different voting.
4. The agenda item for election of directors may be on the slate or individual director voting basis.
5. In the event that there are more agenda items than those indicated above, the grantor may use the attached Supplement to Proxy Form C.

# Supplement to Proxy Form C

Proxy of the Shareholder of Sky ICT Public Company Limited

In the Annual General Meeting of Shareholders for the year 2025 of Sky ICT Public Company Limited on April 25, 2025 at 2:00 p.m.  
via electronic devices (e-AGM) only or any adjournment thereof to any other date, time and place.

.....

Item.....Re:.....

- ☐ (a) The proxy is entitled to consider and vote on our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with our instruction as follows:
- ☐ Agree .....vote(s)      ☐ Against.....vote(s)      ☐ Abstain.....vote(s)

Item.....Re:.....

- ☐ (a) The proxy is entitled to consider and vote on our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with our instruction as follows:
- ☐ Agree .....vote(s)      ☐ Against.....vote(s)      ☐ Abstain.....vote(s)

Item.....Re:.....

- ☐ (a) The proxy is entitled to consider and vote on our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with our instruction as follows:
- ☐ Agree .....vote(s)      ☐ Against.....vote(s)      ☐ Abstain.....vote(s)

Item.....Re: Election of Directors (Cont'd)

Director's name: .....

- ☐ Agree .....vote(s)      ☐ Against.....vote(s)      ☐ Abstain.....vote(s)

Director's name: .....

- ☐ Agree .....vote(s)      ☐ Against.....vote(s)      ☐ Abstain.....vote(s)

Director's name: .....

- ☐ Agree .....vote(s)      ☐ Against.....vote(s)      ☐ Abstain.....vote(s)

## **Privacy Notice for the 2025 Annual General Meeting of Shareholders**

Sky ICT Public Company Limited (“the Company”) is highly aware of personal data protection in accordance with the Privacy Data Protection Act B.E. 2562 (2019).

### **1. Personal Data to be Collected**

The Company has its necessity to collect your personal data, i.e. name, surname, address, telephone number, photograph, identification card, securities registration number, and information regarding the use of electronic systems, such as e-mail and IP address (in case of viewing an online meeting).

The Company will record and broadcast video and audio during the meeting for the legitimate interest and the benefits of the shareholders. In case of the proxy, the Company is required to request for the shareholder’s identification card, which may contain religious information, which is deemed as sensitive personal data, appearing on the card. As the Company does not intend to collect such information, the data subject can redact such information.

### **2. Personal Data Collection**

The personal data will be collected directly from the data subject and will be proceeded as necessary in accordance with the expressly stated objectives. The Company may also collect personal data obtained from other sources, such as Securities Registrar or Thailand Securities Depository Company Limited (TSD) only if it is necessary and by methods specified by laws.

### **3. Objectives of Personal Data Collection, Usage, and Disclosure**

The Company will collect, use, and disclose your personal data for the purposes of convening and holding the 2025 Annual General Meeting of Shareholders as required by law. The Company will also collect, use, and disclose your personal data and your reference person’s personal data in accordance with the Personal Data Protection Act B.E. 2562 (2019), authorizing the Company to collect such data without obtaining any consent for the purposes of the legitimate interests of the Company, other persons, or other juristic persons, or for the compliance with applicable laws.

### **4. Duration of Personal Data Retention**

The Company will retain your personal data so long as it is necessary for the purposes of collecting, using, and disclosing the personal data as specified in this notice.

In the event that the retention period of personal data cannot be clearly specified, the Company will keep the information in accordance with the expected period of the data retention standard (e.g. maximum prescription period of 10 years under general law).

**5. Your Rights as Personal Data Subject**

As the personal data subject, you have the rights set forth in the Personal Data Protection Act B.E. 2562 (2019), including other rights which may include the right to withdraw consent, the right to request for accessing to and receiving personal data, the right to request for correcting personal data, the right to request for removing or destroying personal data, the right to request for suspending the use of personal data, the right to request for transferring personal data by means specified by laws, the right to complain, and the right to object to the collection, usage, or disclosure of your personal data.

**6. Disclosure of Personal Data with Other Persons or Other Agencies**

The Company may be required to disclose your personal data to individuals or juristic persons or government agencies cooperating with the Company to carry out the objectives stated in this notice as necessary, such as technology system providers, regulators, government agencies, or according to the orders of the competent authorities.

**7. Contact**

If you have any queries or require more information regarding the personal data protection, please contact via the following address: Company Secretary, Sky ICT Public Company Limited, No. 55, A.A. Capital Ratchada Building, 6<sup>th</sup>-7<sup>th</sup> Floor Ratchadapisek Road, Dindaeng, Dindaeng Bangkok 10400, or email: [ir@skyict.co.th](mailto:ir@skyict.co.th)