TV THUNDER

Public Company Limited

TV Thunder Public Company Limited

Juristic Person Registration No. 0107557000446

1213/309-310 Soi Ladprao 94 (Panjamitr), Srivara Road, Plubpla, Wang Thonglang, Bangkok 10310

TEL: +66(0) 2-5590022 FAX: +66(0) 2-5593609

Minutes of the Annual General Meeting of Shareholders for the Year 2024

TV Thunder Public Company Limited

Time and Venue: The meeting was held on April 26, 2024, at Thunder Studio (Town in Town) Soi Praya Prasert

School, Phlapphla, Wangthonglang, Bangkok 10310

The meeting was started at 14:00 hrs.

Assoc.Prof.Dr.Montree Socatiyanurak Chairman of the Board of Directors, welcomed the shareholders and proxies to the Annual General Meeting of Shareholders for the Year 2024 of TV Thunder Public Company

Limited.

and assigned Mr. Natthakrit is the meeting operator Thereafter, there was the introduce the Board of

Directors, committee, executives, auditors, and advisors who attended the meeting to help in explaining or

answering the questions as follows.

Number of Directors Who Attended the Meeting 8 Persons

Directors who attended the meeting are as follows.

1. Assoc.Prof.Dr. Montree Socatiyanurak Chairman of the Board of Directors

Independent Director

Chairman of Audit Committee

Chairman of Nomination and Remuneration Committee

2. Assoc.Prof.Dr. Gallayanee Parkatt Director

Independent Director

**Audit Committee** 

Risk Management Committee

3. Dr. Supong Limthanakul Director

Independent Director

**Audit Committee** 

Nomination and Remuneration Committee

Risk Management Committee

4. Mr. Sompong Wannapinyo Director

5. Mrs. Patraporn Wannapinyo Vice Chairman

Nomination and Remuneration Committee

Chief Executive Officer



Juristic Person Registration No. 0107557000446

1213/309-310 Soi Ladprao 94 (Panjamitr), Srivara Road, Plubpla, Wang Thonglang, Bangkok 10310

TEL: +66(0) 2-5590022 FAX: +66(0) 2-5593609

6. Mr. Pirath Yensudjai Director

Risk Management Committee

Chief Commercial Officer

7. Mr. Natakrit Wannapinyo Director

Risk Management Committee

Chief Operating Officer

8. Mr. Phusit Laithong Director

Risk Management Committee

The number of directors attending the meeting was 100% of total number of directors.

Number of Executives Who Attended the Meeting 3 Persons as follows.

1. Ms. Napat Wannapinyo Chief Marketing and Sales Officer

2. Ms. Panchanuch Kitkrongpaiboon Chief Financial Officer (CFO)

3. Mrs. Siriporn Ratiratnanon Chief Corporate Affair Officer

Company Secretary

The meeting was informed that the Company had invited Ms. Kornkaew Dabkaew (Auditor), Nippich KhanKhrua, the representative from Dr. Virach & Associates Office Co., Ltd., to attend the meeting and answering the questions from shareholders. The Company also invited Ms. Mananya Thitinantawan, the legal advisor from Mananya and Associates Co., Ltd., who was independent and no interest with the Company as the representative to ensure that the meeting was conducted transparently in accordance with the rules and Company's regulations.

Thereafter, Mr. Natakrit Wannapinyo informed about the meeting agenda and the procedure of voting and vote counting as follows.

#### Meeting Agenda

Agenda 1 To consider and certify the minutes of the Annual General Meeting of Shareholders 2023.

Agenda 2 To acknowledge the financial performance of the Company in the previous year.

Agenda 3 To consider and approve the Statement of Financial Position, the Statement of Comprehensive

Income, and the Auditor's Report for the Year 2023 as of December 31,2023.

Agenda 4 To consider approving the non-payment of dividend in respect of the Company's operating

results ended as of 31 December 2023.

Agenda 5 To consider and elect directors to replace the directors whose term of office has been

completed.

Agenda 6 To consider and approve the remuneration for directors for the year 2024.



Juristic Person Registration No. 0107557000446

1213/309-310 Soi Ladprao 94 (Panjamitr), Srivara Road, Plubpla, Wang Thonglang, Bangkok 10310

TEL: +66(0) 2-5590022 FAX: +66(0) 2-5593609

Agenda 7 To consider and appoint the Company's auditors and determine audit fee in 2024.

Agenda8 To consider other issues. (if any)

# Voting Procedure

Mr. Natakrit Wannapinyo informed the meeting that the Company would apply the barcode system in vote counting to reduce the time used for vote counting. The Company would show the result of voting for each agenda.

The voting procedure was as follows.

1. The attendee would receive the ballot from the staffs during the registration.

2. All shareholders had one vote per one share. Any shareholders with interest in any agenda were

not eligible to vote in that agenda.

3. After getting information in each agenda, any shareholder who would like to vote against or

abstain should put the vote in the ballot received during the registration. After finishing, the

shareholders could raise their hands and the staff would collect the ballot.

For the agenda no. 5 about considering and electing directors to replace the directors

whose term of office has completed, the ballot would be collected separately for each nominated

person. All ballots including voting for, voting against, and abstain would be collected. However,

the ballots with voting against or abstain would be collected first for vote counting and the ballots

with voting for would be collected after the meeting has been adjourned by putting the ballots on

the table or submitting to the staffs after the meeting adjourned.

4. The agenda no. 2 was for acknowledgement and required no vote.

5. The agenda no. 1, 3, 4, 5, and 7 required majority voting from shareholders who attended the

meeting and casted their votes excluding those who abstained. The agenda no. 6 required the

supporting votes of not less than two-third of total votes of shareholders who attended the

meeting. The agenda no. 8 required the supporting votes of not less than three-fourth of total

votes of shareholders who attended the meeting and were eligible to vote.

6. The Company counted only the vote against and abstain and deducting from the total votes of

shareholders attending the meeting to obtain the number of voting for such agenda. If there was

no one shows any objection or any other comments, it implied that the meeting has unanimously

approved for such agenda.

7. For shareholders who have appointed proxies and determined the vote in the proxy form, the

Company has recorded such votes as specified in the proxy form.



Juristic Person Registration No. 0107557000446

1213/309-310 Soi Ladprao 94 (Panjamitr), Srivara Road, Plubpla, Wang Thonglang, Bangkok 10310

TEL: +66(0) 2-5590022 FAX: +66(0) 2-5593609

- 8. The vote was considered to be void in the following cases.
  - (1) The ballot had more than 1 marks.
  - (2) The ballot had cross-out without signature.
  - (3) The ballot has no signature.
  - If shareholders would like to change the vote, they could cross out with signature every time.
  - The Company excluded the void ballots from total votes. However, in agenda no. 6, the void ballots would be included in total votes.
- 9. To save the time during vote counting, the next agenda would be considered first.
- 10. The meeting would be conducted sequentially based on the meeting agenda. For each agenda, the information would be presented, and shareholders could ask the questions before voting. Shareholders or proxies who would like to ask the questions needed to raise their hands and inform their full name to the meeting. In case of proxy, the name of shareholder should be informed to the meeting.
- 11. During the meeting, the Company has recorded the meeting in the form of video and photos, which will be used for preparing the meeting minutes and promoting the shareholder meetings through electronic and print media. There may be photos of shareholders attending the meeting and the names of the shareholders may also be identified in order to meet the objectives of the shareholder meetings.

Thereafter, Mr. Natakrit Wannapinyo allowed shareholders and proxies to ask the questions about the voting procedure. There was no question.

Before starting, . Assoc.Prof.Dr. Montree Socatiyanurak Chairman of the Board of Directors informed that there were 7 shareholders with total number of 512,074,170 shares and 28 proxies with total number of 15,041,310 shares attending the meeting. Therefore, there were total 35 persons attending the meeting with total number of 527,115,480 shares which was 65.8870% of total paid-up shares of 800,030,075 shares. This was considered as the quorum in accordance with the Company's Regulation.

# Opening Remarks

Assoc.Prof.Dr. Montree Socatiyanurak the chairman of the meeting thanked and opened the Annual General Meeting of Shareholders for the Year 2024 to consider all issues based on the meeting agenda specified in the notification letter. Then, the Chairman assigned Mr. Pirath Yensudjai to conduct the meeting in each agenda and assigned Mr. Natakrit Wannapinyo as the meeting secretary.



Juristic Person Registration No. 0107557000446

1213/309-310 Soi Ladprao 94 (Panjamitr), Srivara Road, Plubpla, Wang Thonglang, Bangkok 10310

TEL: +66(0) 2-5590022 FAX: +66(0) 2-5593609

Agenda 1 To consider and certify the minutes of the Annual General Meeting of Shareholders 2023.

Mr. Pirath Yensudjai proposed to the meeting to consider and adopt the minutes of the Annual General

Meeting of Shareholders for the Year 2023 held on April 26,2023. minutes of the Annual General Meeting of

Shareholders for the Year 2023 held on April 26, 2023, were in the attachment of the meeting invitation to all

shareholder and were submitted to the Stock Exchange of Thailand within 14 days from the date of the general

meeting of shareholders. The Board of Directors has opined that the minutes were correct and complete. The

meeting minutes were posted in the Company's website for shareholders and other investors and there was on

one made any objection or comments. Therefore, The Board of Directors has opined that the meeting minutes

should be proposed to the shareholders meeting.

All shareholders and proxies were invited to ask questions or provide any opinion. There was no

shareholder or proxy asking questions. Then, there was a call for voting.

Resolution The meeting had unanimously adopted the minutes of the Annual General Meeting of Shareholders

for the Year 2023. The result of voting was as follows.

Vote for 527,115,480 shares which was 100.00%

Vote against 0 shares which was 0.00%

Abstain 0 shares

Void 0 shares

Agenda 2 To acknowledge the financial performance of the Company in the previous year.

Mr.Pirat Yensudchai invited Ms.Panjanuch Kitgrongpaibul, Chief Financial Officer (CFO)

announced the Company's performance over the past year.

Ms. Panjanuch Kitgrongpaibul announced the Company's performance for the fiscal year ended

December 31, 2023, based on the details appearing in the Annual Report 2023 as follows.

Financial Status

1. The total assets have decreased by 16.9 million baht, which is 3 percent when compared with

2022. The main reason is the change of several asset items as follows:

Account and other current receivables have decreased by 11.3 million baht, and the television

program products-in-progress have declined by 13.3 million baht, derived from payment according to the

regular payment terms or as prescribed under the service agreements and from delivering the work to the

clients as prescribed under the agreements.

Page 5|15



Juristic Person Registration No. 0107557000446

1213/309-310 Soi Ladprao 94 (Panjamitr), Srivara Road, Plubpla, Wang Thonglang, Bangkok 10310

TEL: +66(0) 2-5590022 FAX: +66(0) 2-5593609

• In the 4th quarter of 2023, the Company gradually disposed of the investment funds in AnyMind Group Inc. by disposing of one third of the existing shares at cost price of 9.3 million baht. And the remaining two third of the shares still generated unrealized gain from value adjustment based on market price, which has increased by 3.4 million baht, resulting in the declined investment in equity instruments by 5.9 million baht.

- The value of property, plant and equipment has decreased from depreciation by 9.3 million baht.
- Deferred tax assets have decreased by 3.6 million baht from the loss on tax that the subsidiaries have not paid, the exercise of tax benefits from reversal of allowance to reduce investment value in joint venture.
- The Company added the cash surplus from working capital into the investment, resulting in the increase of investment in mutual funds by the net amount of 25.3 million baht.
- 2. The total liabilities have decreased by 24.7 million baht, which is 33 percent when compared with 2022:
  - Due to the decline of current liabilities resulting from:
- Account and other current payables which have decreased from the previous year by 12.8 million baht.
  - Unearned revenue which has declined from the previous year by 5.4 million baht.
  - Liabilities on employee benefits which have decreased by 5.6 million baht.
- 3. The total shareholders' equity has increased by 7.8 million baht, which is 1 percent when compared with 2022. The main reasons are as follows:
  - Adjustments of estimated employee benefits in the amount of 5.6 million baht in 2022.
- Increased net gain from value measurement of investment in equity instruments from tax which has increased by 2.8 million baht.
  - Annual loss of 3.4 million baht.
  - Gain from sale of investment funds in AnyMind Group Inc. in the amount of 2.9 million baht.

According to Neilsen Media Research, the overall expenditure on advertisement in 2023 has increased by approximately 3,700 million baht or by 3 percent from 2022, where the expenditure on advertising media via television has decreased by approximately 3.2 percent. When considering the media by categories, it is found that the expenditure on advertisement in 2023 has increased more than almost all of other media categories, except printed matters and advertisement on television with decreased media spending.

### Performance

1. The total revenue has decreased by 16.3 million baht, which is 38 percent when compared with 2022.



Juristic Person Registration No. 0107557000446

1213/309-310 Soi Ladprao 94 (Panjamitr), Srivara Road, Plubpla, Wang Thonglang, Bangkok 10310

TEL: +66(0) 2-5590022 FAX: +66(0) 2-5593609

• Advertising revenue which has declined by 19.2 million baht or 16 percent, where this advertising revenue equals to 52 percent of the total revenue of 2023.

- Revenue from services which has decreased by 95.3 million baht or 51 percent.
- Advertising revenue derived from advertisement via television and online which has declined by 13.3 percent from advertising revenue via television in 2022 since it has been affected by:
  - The decline in overall of media spending via television from the previous year
  - Extremely high competitiveness of advertising market on digital platforms

When considering the trend of advertising revenue of different television stations, it is also found that their advertising revenue has declined proportionately more than overall advertising market.

- Revenue from services has decreased from 2022 where the revenue from providing production services for TV programs/shows/series, managing copyrights, planning for marketing and communications has reduced by 123.1 million baht from 2022. Only the revenue from providing studio service has increased by 27.8 million baht, which is 223.6 percent from the previous year from an unusual long-term location agreement.
- 2. The total cost of sales has decreased by 97.8 million baht or by 38 percent when compared with 2022.

Expenses on sales and management have declined by 27.2 million baht or by 30 percent when compared with 2022.

- The cost of business for advertising has decreased by 7.0 million baht or 8.3 percent, which decreased proportionately less than the revenue resulting from cost control to be consistent with the declined trend of advertising revenue.
- The cost of rendering services has decreased by the net amount of 88.9 million baht or by 63 percent, which has decreased in proportion according to the number of services and value or sizes of the projects that could deliver in 2023.
- 3. The cost of sales and management has decreased by 27.2 million baht, which is 30 percent. The main reasons are as follows:
- The restructure of organization to align with current operations and cost control, which could save the total of 11.8 million baht on management expenses.
  - Unrealized loss of mutual funds that has decreased by 9.5 million baht from the previous year.
- 4. Gross profit has declined by 18.5 million baht, which is 23 percent when compared with 2022. The gross profit comprising as follows:
  - Gross profit from business for advertising, which has reduced by 12.2 million baht.
  - Gross profit from providing services, which has reduced by 6.4 million baht.



Juristic Person Registration No. 0107557000446

1213/309-310 Soi Ladprao 94 (Panjamitr), Srivara Road, Plubpla, Wang Thonglang, Bangkok 10310

TEL: +66(0) 2-5590022 FAX: +66(0) 2-5593609

• 3.3-million-baht loss from the main business activities in 2023, which has increased from the previous year by 11 percent.

5. In 2023, the net loss is 3.4 million baht, which has reduced from 2022 by 6.3 million baht or 65 percent. When considering the net gain (loss) in each quarter, it is found that the net gain (loss) was fluctuating in each quarter. In particular, advertising revenue increased and decreased according to the seasons, where the low season would be during the 1st quarter and 4th quarter. However, the revenue from providing services would have delivery periods according to what prescribed under the agreements and/or the conditions of the clients, wherein the quarter that delivery of work occurred would contain gain from services to support and improve the Company's performance of such quarter.

Afterwards, Mr. Pirat Yensudchai announced the progress of the Thai Private Sector Collective Action Coalition against Corruption as follows:

1) Reviewing the Anti-Corruption Policy and Guidelines

2) Campaigning, supporting, and promoting the prevention and suppression of corruption by inserting anti-corruption content in the drama and the series that the Company produces in the appropriate time and opportunity.

3) Expanding cooperation with the Company's partners by adding the topic "Anti-Corruption Policy" in contracting with business partners including the matter that will not act or take part in any action, which causes or may cause oneself or another business partner to violate the law on anti-corruption.

Thereafter, Mr. Pirath Yensudjai opened the opportunity for shareholders and proxies to ask questions or comments.

There was no question and Mr. Pirath Yensudjai proposed the meeting to acknowledge the report from the Board of Directors and the performance of the Company in previous year. This agenda was for acknowledgement and required no voting.

Mr. Natakrit Wannapinyo, the Meeting Secretary, informed the meeting that there were 1 more shareholder attending the meeting with 100,000 shares. Therefore, there were 36 persons attending the meeting with total of 527,215,480 shares.

Resolution The Meeting had acknowledged the financial performance for the year 2023 as proposed.

Agenda 3 To consider and approve the Statement of Financial Position, the Statement of Comprehensive Income, and the Auditor's Report for the Year 2023 as of December 31,2023.

Mr. Pirath Yensudjai informed that according to Public Limited Company Act B.E. 2535 and the Company Regulation No. 44, the Board of Directors shall prepare the financial statements and propose to the



Juristic Person Registration No. 0107557000446

1213/309-310 Soi Ladprao 94 (Panjamitr), Srivara Road, Plubpla, Wang Thonglang, Bangkok 10310

TEL: +66(0) 2-5590022 FAX: +66(0) 2-5593609

Annual General Meeting of Shareholders to consider and approve. The financial statements for the year 2023 were audited by the auditor and the Audit Committee has already considered them. The details were specified in the Annual Report page 214 and had been explained in the previous agenda. The Company also invited the auditor to join the meeting. Any shareholder who would like to ask questions about the financial statement of the Company were invited to write down the question on the paper with full name specifying whether as a shareholder or a proxy, then submitted to the staffs.

Thereafter, all shareholders and proxies were invited to ask questions.

There was no question. Then, there was a call for voting to approve the Statement of Financial Position, the Statement of Comprehensive Income, and Auditor's Report for the year 2023 as of December 31,2023.

Resolution The Meeting had the unanimous resolution to approve the Statement of Financial Position, the Statement of Comprehensive Income, and the Auditor's Report for the year 2023 as of December 31,2023. The result of voting was as follows.

Vote for	527,215,480	shares	which was	100.00%
Vote against	0	shares	which was	0.00%
Abstain	0	shares		
Void	0	shares		

Agenda 4 To consider approving the non-payment of dividend in respect of the Company's operating results ended as of 31 December 2023.

Mr. Pirath Yensudjai informed the meeting that the Company has the policy to pay dividend at least 40% of net profit after tax and deducting for legal reserves based on the separate financial statement of the Company. However, the dividend payment also depends on cash flows, investment plan, and legal conditions. Each company will consider for its necessity and appropriateness of potential factors in the future. The dividend payment should not significantly affect the normal operation of the Company.

The Board of Director has resolved in its meeting to propose to the Annual General Meeting of Shareholders for the year 2024 to consider and approve the omission of dividend payment from operating results starting on January 1, 2023, to December 31, 2023 due to net loss.

After that, the shareholders and proxies were invited to ask questions.

There was no shareholder asking questions. Therefore, the meeting was proposed to consider and approve the omission of dividend payment for the performance ended December 31,2023.



Juristic Person Registration No. 0107557000446

1213/309-310 Soi Ladprao 94 (Panjamitr), Srivara Road, Plubpla, Wang Thonglang, Bangkok 10310

TEL: +66(0) 2-5590022 FAX: +66(0) 2-5593609

Resolution: The meeting considered and unanimously resolved to approve the omission of dividend payment for the performance ended on December 31, 2023, due to net loss with the following votes:

Vote for 527,215,480 shares which was 100.00%

Vote against 0 shares which was 0.00%

Abstain 0 shares

Void 0 shares

Agenda 5 To consider and elect directors to replace the directors whose term of office has been completed.

Assoc.Prof.Dr. Montri Socatiyanurak informed the meeting to invite the directors whose term of offices have completed to leave the meeting room and go offline according to the good corporate governance practice and to facilitate shareholders to ask the questions. In this year, there were 3 directors who terms of office have completed which were Mr.Pirath Yensudjai, Mr.Natakrit Wannapinyo, and Mr.Phusit Laithong.

Then, 3 directors who were retied by rotation had left the meeting room.

Thereafter, the Chairman informed the meeting that in accordance with Public Limited Company Act B.E. 2535 and Company Regulation No. 20, there shall be one-third (1/3) of directors whose term of office will be completed in each time of Annual General Meeting. If the number of directors cannot be divided by three, the nearest number of one-third (1/3) shall be applied. The directors who term of office have been completed can be elected for another term. In the year2024, there were 3 directors whose term of office were completed, which were

Mr.Pirath Yensudjai Director
 Mr.Natakrit Wannapinyo Director
 Mr.Phusit Laithong Director

The Nomination and Remuneration Committee has considered the qualifications of each director individually. It was found that the qualifications of the two directors who had to retire by rotation is in accordance with the law on public limited companies, law on securities and securities exchange, and other relevant laws (if any) are suitable for the Company's business operations. They have knowledge, competence, experience, and expertise that are beneficial to the Company's operations. Moreover, 3 directors are able to express their opinions independently in accordance with the relevant rules.

The Nomination and Remuneration Committee has considered the qualification of each director individually and had the opinion that the above 3 directors have qualification in term of knowledge, capability,



Juristic Person Registration No. 0107557000446

1213/309-310 Soi Ladprao 94 (Panjamitr), Srivara Road, Plubpla, Wang Thonglang, Bangkok 10310

TEL: +66(0) 2-5590022 FAX: +66(0) 2-5593609

experience, past performance as the directors that will benefit the Company. Moreover, these 3 directors have no prohibited characteristics and did not engage or hold shares in any business competing with the Company.

Therefore, the Nomination and Remuneration Committee and the Board of Directors (excluding interest directors) opined to propose to the shareholders' meeting to re-elect these 3 persons as directors for another term. The Company had attached the profile of these 3 directors to the meeting invitation sent to all shareholders before the meeting.

The Company allowed shareholders to nominate any qualified persons as the candidates for directors in advance via the Company's website and there was no shareholder nominated any person.

All shareholders and proxies were invited to ask questions or provide comments. There was no shareholder or proxy asking questions. Then, there was a call for voting for electing the directors individually to replace the directors whose term of office has completed.

Resolution The Meeting had the unanimous resolution to re-elect the directors who were retired by rotation for another term as follows.

#### 5.1 Mr.Pirath Yensudjai

Vote for	527,215,480	shares	which was	100.00%
Vote against	0	shares	which was	0.00%
Abstain	0	shares		
Void	0	shares		
5.2 Mr.Natakrit Wannapi	nyo			
Vote for	527,215,480	shares	which was	100.00%
Vote against	0	shares	which was	0.00%
Abstain	0	shares		
Void	0	shares		
5.3 Mr.Phusit Laithong				
Vote for	527,215,480	shares	which was	100.00%
Vote against	0	shares	which was	0.00%
Abstain	0	shares		
Void	0	shares		

Thereafter, the Chairman asked the staff to invite 3 directors back to the meeting room.

The Chairman congratulated to 3 directors who have been entrusted by shareholders to be the directors for another term.

Juristic Person Registration No. 0107557000446

1213/309-310 Soi Ladprao 94 (Panjamitr), Srivara Road, Plubpla, Wang Thonglang, Bangkok 10310

TEL: +66(0) 2-5590022 FAX: +66(0) 2-5593609

### Agenda 6 To consider and approve the remuneration for directors for the year 2024.

Mr. Pirath Yensudjai informed that the nomination and remuneration committee of the Company has considered the remuneration for director for the year 2024 based on the responsibilities of directors, financial performance of the Company, and the remunerations of other companies with similar business as the Company, as well as the survey from Thai Institute of Directors (IOD), the remuneration of directors of the Company is in the similar level as the market average

The Board of Directors opined to propose to the shareholders' meeting to approve the remuneration for director for the year 2024 with the maximum amount of 2 million baht which was equal to the remuneration for directors for the year 2023 with the following details.

#### 1. Meeting Allowance

#### Board of Directors and Audit Committee

Title	Meeting Allowance (baht)
Chairman of the Board of Directors	20,000
Director	15,000
Chairman of Audit Committee	20,000
Audit Committee / Independent Director	15,000

## Risk Management Committee

Title	Meeting Allowance (baht)	
Chairman of Risk Management Committee	20,000	
Risk Management Committee	15,000	

#### Nomination and Remuneration Committee

Title	Meeting Allowance (baht)	
Chairman of Nomination and Remuneration Committee	20,000	
Nomination and Remuneration Committee	15,000	

## 2. Quarterly Remuneration

Title	Quarterly Remuneration per person (Baht)	
Chairman	30,000	
Director	30,000	



Juristic Person Registration No. 0107557000446

1213/309-310 Soi Ladprao 94 (Panjamitr), Srivara Road, Plubpla, Wang Thonglang, Bangkok 10310

TEL: +66(0) 2-5590022 FAX: +66(0) 2-5593609

Based on the above remuneration, the Board of Directors and other committees will not get any other benefits beside the meeting allowance and quarterly remuneration specified above. The above rate would be effective on January 1, 2024, onward.

All shareholders and proxies were invited to ask questions.

There was no shareholder or proxy asking questions. Then, there was a call for voting for the remuneration for directors as proposed.

Resolution After consideration, the Meeting had the unanimous resolution to approve for the remuneration for directors for the year 2024 with the maximum amount of 2,000,000 baht. The result of voting was as follows.

Vote for	527,215,480	shares	which was	100.00%
Vote against	0	shares	which was	0.00%
Abstain	0	shares		
Void	0	shares		

# Agenda 7 To consider and appoint the Company's auditors and determine audit fee in 2024.

Mr. Pirath Yensudjai informed the meeting that the Board of Directors considered the proposal of the audit committee in selecting the Company's auditor based on the qualification of the auditors from Dr. Virach & Associates Office Co., Ltd. and found that they were qualified, experienced, independent and had no relationship and no interest with the Company, subsidiaries, executives, major shareholders or persons related to such person. The audit committee opined to appoint.

1. Dr. Virach Aphimeteetamrong	Certified Public Accountant (Thailand) No. 1378 or
2. Mr. Chaiyakorn Aunpitipongsa	Certified Public Accountant (Thailand) No. 3196 or
3. Mr. Apiruk Ati-anuwat	Certified Public Accountant (Thailand) No. 5202 or
4. Ms. Kornkaew Dabkaew	Certified Public Accountant (Thailand) No. 8463

from Dr. Virach & Associates Office Co., Ltd. as the Company's auditor for the year 2024. The budget for audit fee was 1,815,000 baht excluding other related expenses. This amount included the audit fee and quarterly review fee of the Company for 1,225,000 baht and the audit fee and quarterly review fee of the subsidiaries for 590,000 baht.

Audit Fees	2024(Proposed)	2023
1. Audit fee	1,815,000.00	1,815,000.00
2. Other expenses	Based on the actual expense	93,110.00

TV THUNDER

Public Company Limited

TV Thunder Public Company Limited

Juristic Person Registration No. 0107557000446

1213/309-310 Soi Ladprao 94 (Panjamitr), Srivara Road, Plubpla, Wang Thonglang, Bangkok 10310

TEL: +66(0) 2-5590022 FAX: +66(0) 2-5593609

Thereafter, all shareholders and proxies were invited to ask questions. There was no shareholder or proxy

asking questions. Then, there was a call for voting for appointment of the Company's auditors and determining the

audit fees for the year 2024.

Resolution The Meeting had the unanimous resolution to approve for the appointment of the auditor from Dr. Virach

& Associates Office Co., Ltd. as the Company's auditor by assigning any person on the above list as the Company's

auditors for the year 2024 as well as approve the audit fees for the year 2024 of 1,815,000.00 baht. The result of

voting was as follows

Vote for 527,215,480 shares which was 100.00%

Vote against 0 shares which was 0.00%

Abstain 0 shares

Void 0 shares

Agenda 8 To consider other issues (if any)

Assoc.Prof.Dr. Montree Socatiyanurak informed the meeting that all agendas were finished. All

shareholders were invited to propose any other issues. There was no shareholder proposing any issues. Then,

all shareholders were invited to ask any questions and Mr. Pirath Yensudjai would answer those questions.

Ms. Sudsiri Bunnag from Volunteer to Protect Your Rights Project from Thai Investors Association had

questions regarding the risk management on technology since there are less people watching television, while

there are many competitors - How could the Company manage to be able to continue the business and

generate more profits? And concerning contracts, whether short term or long term, how could the Company

manage the contracts to continuously generate profits? And the trend of the next 5 years, will there still be

productions of television programs?

Mr. Pirath Yensudjai stated that there will be productions of television programs because actually, the

content creators can still exist even though the content may not be in forms of television programs, it can be in

other forms of media such as online or Offline YouTube, Facebook or TikTok. As a content provider, whether

via television or other forms of media, the Company still continues the production. In terms of revenue

distribution, the Company has been cutting the risk of the numbers from advertising revenue or from other

sources of revenue. Particularly, the Company has earned the revenue from online platform, such as Facebook

or YouTube as a substitute, which has been done in the past 4-5 years.

Page 14 | 15

TV THUNDER

Public Company Limited

TV Thunder Public Company Limited

Juristic Person Registration No. 0107557000446

1213/309-310 Soi Ladprao 94 (Panjamitr), Srivara Road, Plubpla, Wang Thonglang, Bangkok 10310

TEL: +66(0) 2-5590022 FAX: +66(0) 2-5593609

As for the new business, in the past two years, the Company has leased fixed asset, which is the

studio. In the past, the studio was mainly for internal use. We think this business is interesting because many

foreign production teams have come to Thailand, while Thailand is one of the top choices for them to film or

produce the television programs or movies. Therefore, in the past year since mid-2023, there have been more

clients using the service in this business resulting in generating more gross profit margin to cover the missing

portion from the business for advertising. As for providing the production services, the Company has been

providing the services where the Company has produced series for 4 or 5 clients per year.

Thereafter, Assoc.Prof.Dr. Montree Socatiyanurak, the Chairman invited other shareholders to ask

questions.

Once there was no more question, Assoc.Prof.Dr. Montree Socatiyanurak the Chairman thanked all

shareholders who attend the meeting and closed the meeting.

The meeting was adjourned at 15.00 hrs.

Signature \_\_\_\_-Assoc.Prof.Dr. Montree Socatiyanurak-\_ Chairman of the Meeting

(Assoc.Prof.Dr. Montree Socatiyanurak)

Signature -Mr. Natakrit Wannapinyo- Meeting Secretary / Minutes Taker

(Mr. Natakrit Wannapinyo)