

**The Minutes of the Extraordinary General Meeting of Shareholders No. 2/2025.**

**Kingsmen C.M.T.I. Public Company Limited**

**No. 9/19, Moo 7, Lam Luk Ka Leab Khlong 6 Road,**

**Bueng Kham Phroi Sub-district, Lam Luk Ka District, Pathum Thani**

**Date, Time, and Location**

The Extraordinary General Meeting of Shareholders No. 2/2025 of Kingsmen C.M.T.I. Public Company Limited (the "Company") was held on September 24, 2025 at 2.00 P.M. via electronic media (E-EGM), according to the rules stipulated by the law related to electronic conferencing. The meeting was broadcasted live from the Gallery Meeting Room 1st Floor, No. 9/19, Moo 7, Lam Luk Ka Leab Khlong 6 Road, Bueng Kham Phroi Sub-district, Lam Luk Ka District, Pathum Thani. 12150

**Directors in Attendance (100%)**

(1) Mr. Chayawat	Pisessith	Chairman of the board
(2) Miss Sunisa	Ratnanenya	Director and Managing Director
(3) Mrs. Poonsook	Pisessith	Director
(4) Mr. Teerataht	Poshyanonda	Independent director and Chairman of Audit committee (via electronic media)
(5) Mr. Theeraporn	Verathaworn	Independent director and Audit committee (via electronic media)
(6) Mr. Peerasant	Khlaisang	Independent director and Audit committee (via electronic media)
(7) Mr. Sanguan	Srinakarin	Director (via electronic media)
(8) Mr. Somchai	Cheewasutthanon	Director (via electronic media)

**Executives in Attendance**

(1) Miss Thannarin	Grihateja	Director, Accounting & Finance
(2) Mr. Panu	Lertpenmaetha	Executive Director
(3) Miss. Konkanok	Sukhudom	Manager, Legal
(4) Miss Phattharin	Lawtrakulngam	Company Secretary
(5) Miss Sarocha	Saisin	Assistant to Company Secretary

**Legal Advisor**

(1) Mr. Pisit

Thitihiranthikun

Etc.

The meeting started at 14:00 hrs.

Mr. Chayawat Pisessith, Chairman of the board, presided over the meeting ("**Chairman**") with Miss Phattharin Lawtrakulngam, Company Secretary, as the Secretary of the meeting. The Secretary had introduced the directors attending the meeting and other attendees to the participants prior to the meeting. Before commencing the meeting, the Chairman had assigned the Company Secretary to explain the meeting procedures and the voting process of shareholders for each agenda item as follows:

1. Voting: Each share is entitled to one vote. Shareholders who have a special interest in any matter shall not have the right to vote.
2. Electronic Voting:
  - As this meeting is conducted electronically, there will be no printed voting cards.
  - To vote, shareholders should navigate to the E Voting tab within the electronic platform and cast their votes for each agenda item within a 1-minute timeframe. Once selected, a pop-up will prompt for confirmation; shareholders should click "confirm" to validate their vote.
  - Shareholders can change their vote by selecting a new option, but once an agenda item is closed, no further changes or votes can be made.
  - For attendees joining via mobile or tablet devices, switch from the Zoom application to the Chrome browser to access the E-Voting menu.
  - After voting, return to the E-Meeting window to continue viewing the meeting proceedings.
  - The system will tally votes from both E-Voting and votes cast in advance via proxy documents.
3. Vote Counting: Only disapproval and abstention votes will be counted, the remaining number of votes considered as approval votes.
4. Vote Results Announcement: Vote results will be announced after the completion of each agenda item.
5. Comments and Questions: Shareholders wishing to inquire, or comment may do so through the provided channels during the meeting, such as submitting suggestions and questions as follows:

If shareholders wish to ask a question via text message, please do so as follows:

1. Navigate to the Chat menu in the Zoom program to type your message.
2. Press the Enter button to send your message to the system.

If shareholders prefer to ask questions verbally, please do the following:

1. Go to the Participants menu at the bottom and click the Raise Hand button.
2. When your name is called, the facilitator will unmute you to ask your question. You will need to unmute and turn on your microphone on your device. If you're unable to speak through the microphone (within a 1-minute timeframe), please type your question in the Chat instead.
3. Whether asking questions via text or verbally, please ensure to provide your full name and specify whether you are speaking for yourself or as a proxy before asking each question for accurate meeting documentation.
4. The company provides an opportunity for participants to submit questions for each agenda item. If there are no questions submitted within 2 minutes, the company will proceed with the meeting. If shareholders have additional questions, they can type them in the Chat, and the facilitator will read them later.

Furthermore, please provide comments relevant to the agenda under consideration. If shareholders wish to propose suggestions or comments on matters not on the meeting agenda, you can express your opinions during the agenda item discussing other matters.

The resolution of this shareholder meeting consisted of the following votes:

Agenda items 1, being informational, therefore no voting is required.

Agenda items 2 require approval by a majority of the total votes of shareholders present and voting.

The Chairman informed the meeting that at this time there were 13 shareholders attending the meeting in person and 23 shareholders as proxies, for a total of 36 shareholders, with a total of 381,416,231 shares. Therefore, there were shareholders and proxies. From the shareholders attending the meeting, there were not less than 25 people and their combined shares accounted for 75.4968%, which is more than 1/3 of the total number of shares sold in the company, amounting to 505,208,400 shares, thus forming a quorum according to the company's regulations.

The company has arranged for independent vote counters, Mr. Pisit Thitihiranthikun, an external legal advisor, served as a witness to oversee the meeting and verify the vote counting process, ensuring transparency, legality, and compliance with the company's regulations and good corporate governance standards. Following this, the chairman proceeded with the meeting agenda as follows:

**Agenda No.1:** The issues to be raised by the Chairman.

The Chairman expressed gratitude to the shareholders who dedicated time to attend the company's the Extraordinary General Meeting of Shareholders No. 2/2025. Due to the facilitation for shareholders' convenience, the Board of Directors resolved during the 6/2025 Board Meeting

on August 18<sup>th</sup>, 2025, to conduct the shareholders' meeting via electronic media (E-EGM) and has passed the resolution to determine the period for resale of the company's 44,149,415 repurchase shares or equivalent to 8.04% or the total paid-up capital, under the share repurchase scheme for financial management purpose, during September 15, 2025 to September 19, 2025.

The Company would like to inform that, by the end of the resale period, the Company is unable to resell the repurchased shares in an amount of 44,149,415 shares or equivalent to 8.04% of the total issued shares of the Company. Therefore, in order to comply with the Ministerial Regulation Prescribing Rules and Procedures for the Repurchase of Shares, Disposal of Repurchased Shares and Deduction of Repurchased Shares of the Companies, B.E. 2544, the Company is required decrease in paid-up capital by writing off the unsold amount of the Repurchased Shares totaling 44,149,415 shares, per value of 0.50 bath per shares.

The capital decrease by deducting the repurchased shares under 1 causes the company's paid-up capital to decrease.

- Original capital 549,357,815 shares, with the par value of 0.50 baht per share and the total value of 274,678,907.50 baht
- New capital 505,208,400 shares, with the par value of 0.50 baht per share and the total value of 252,604,200 baht

The company will proceed to register the change to the registered capital with the Ministry of Commerce and make a report via the information dissemination system of The Stock Exchange of Thailand accordingly.

The Chairman gave an opportunity for shareholder inquiries and comments, but there were no questions from shareholders. As this agenda item was for informational purposes only, no resolutions were made, and the Chairman proposed that the meeting proceed to the next agenda item.

**Resolution**      The resolution for this agenda is for acknowledgement; therefore, no vote shall be cast.

**Agenda No.2:** Approve the transfer of legal reserve and share premium to compensate for the Company's accumulated losses.

The chairman assigned the company secretary to provide a summary.

In order to clear the retained deficit in the separate financial statements of the Company by referring to the provisions under Section 119, the Public Company Act BE 2535 (and the amendment) (the Public Company Act), the Company can compensate for the retained deficit with reserves. In accordance with the provision stipulating that compensation shall be deducted from other reserves first, then deduct the appropriated legal reserve, and the share premium reserve, respectively, as shown in the separate financial statements of the Company ended June 30, 2025. The Company has the retained deficit of 55,426,282 Baht.

The Board of Directors has considered and deemed it appropriate for the Extraordinary General Meeting of Shareholders No. 2/2025 consider and approved the transfer of appropriated legal reserve in the amount of 3,699,334 Baht and share premium in the amount of 37,609,487 Baht accounting to an aggregate amount of 41,308,821 Baht to compensate the accumulated loss of the company according to the reviewed separate financial statements as of 30 June 2025. After such transfer of appropriated legal reserve amount and share premium to compensate the accumulated loss as aforementioned, the company shall have accumulated loss remaining in the amount of 14,117,461 Baht (Since the loss arises from the reserve for treasury shares repurchased, which constitutes other reserves that the Company is required to maintain until the repurchased shares are disposed of and/or the share capital is reduced to cancel any remaining unsold treasury shares, the Company is therefore prohibited from transferring the reserve for treasury shares repurchased to offset the accumulated losses until such disposal and/or capital reduction has been duly completed) and share premium in the amount of 70,688,760 Baht. However, this capital reduction will not affect any change in the shareholders' equity since it is merely the offset in accounting transactions as per the following details;

Components of Shareholders' Equity	As of 30 June 2025 (separate financial statements)	
	Prior to the Compensation of the Accumulated Loss (Baht Million)	After the Compensation of the Accumulated Loss (Baht Million)
Issued and paid-up shares	274,678,908	274,678,908
Share premium	108,298,247	70,688,760
Retained earnings (deficit)		
Appropriated for legal reserve	3,699,334	-
Reserve for treasury shares	65,236,879	65,236,879
Unappropriated	(55,426,282)	(14,117,461)
Treasury shares	(65,236,879)	(65,236,879)
<b>Total shareholders' equity</b>	<b>331,250,207</b>	<b>331,250,207</b>

The chairman gave the shareholders an opportunity to ask questions and express opinions.

**Question 1:** Mr. Thongthot Phaenglart, proxy from the Thai Investors Association, inquired whether, according to the information provided by the Company, the Company still had accumulated losses of THB 14,117,461 after transferring the legal reserve and share premium as of 30 June 2025, and if so, when such losses could be offset.

**Answer:** The Chairman explained that the Company still had accumulated losses amounting to THB 14,117,461. As resolved by the Board of Directors at Meeting No. 6/2025 held on 18 August 2025, the Board approved the determination of the period for the disposal of the Company's 44,149,415 treasury shares, representing 8.04% of the total paid-up shares, under the share repurchase program for financial management purposes, during 15–19 September 2025.

As of 19 September 2025, the Company was unable to dispose of all the treasury shares. The Company is currently in the process of preparing registration documents for the amendment of registered capital with the Ministry of Commerce (within 14 days). Upon completion, the reserve for treasury shares that the Company had set aside will be transferred back to retained earnings, amounting to THB 65.24 million. After offsetting the accumulated losses of THB 14.12 million, the Company will have retained earnings of THB 51.12 million. Including the profit (loss) of Q3/2025, this will result in the Company's retained earnings as of 30 September 2025, which will be announced in the Q3/2025 financial statements in early November.

**Question 2:** Mr. Thongthot Phaenglart, proxy from the Thai Investors Association, inquired whether the Company still had a policy to repurchase its shares.

**Answer :** The Chairman explained that the Company currently had no active share repurchase policy. However, in accordance with the relevant regulations, the Company may initiate a new treasury share program after six months from the end of the most recent program. Any future decision will also take into consideration other factors, including retained earnings, excess liquidity, and the number of minority shareholders.

The Chairman provided an opportunity for shareholders attending the meeting to ask questions and express their opinions but there were no further inquiries from the shareholders. Therefore, the chairman proposed that the meeting approve the transfer of legal reserve and share premium to compensate for the Company's accumulated losses, as presented to the meeting.

**Resolution** The meeting resolved to approve the transfer of legal reserve and share premium to compensate for the Company's accumulated losses, with the majority of votes from the shareholders who attended the meeting and cast their votes as follows:

Resolution	Number of Shares (shares)	Percentage
Approved	381,416,231	100.0000
Disapproved	0	0.0000
Voided Ballot	0	0.0000
Total	381,416,231	100.0000
Abstained	0	0.0000

**Agenda No.3:** Other matters (if any).

There were no resolutions in this agenda item, so the chairman then provided an opportunity for shareholders to ask additional questions or provide further comments.

**Question 1:** Mr. Thongthot Phaenglart, proxy from the Thai Investors Association, inquired about the overall situation of trade shows and events in Thailand, and, given the current market conditions, what strategies the Company had in place to increase its backlog and ensure stable and recurring revenue, particularly in light of intensifying competition from foreign competitors.

**Answer:** The Chairman assigned the Managing Director to respond to the question.

Ms. Sunisa Ratnanenya explained that trade shows and events continue to be organized nationwide, despite the unfavorable economic, political, and general conditions in recent

periods. As trade shows and events remain key tools for marketing and sales promotion, such activities have continued, although the budgets per event have been noticeably reduced. Therefore, it is necessary for the Company to continuously expand its markets and customer base.

With respect to foreign competitors entering the industry, the Company has not yet been significantly affected, as its clients still place high importance on the assurance of quality delivery, rather than low price alone, together with strict safety control and high service standards.

**Question 2:** Mr. Thongthot Phaenglart, proxy from the Thai Investors Association, asked about the Company's plans to invest in new technologies, such as VR/AR for presentations or project management systems, to enhance efficiency and differentiate itself from competitors.

**Answer :** The Chairman assigned the Managing Director to respond to the question.

Ms. Sunisa Ratnanenya explained that during this year, the Company, together with its international affiliates in the Kingsmen Group, had begun exploring technologies suitable for business operations, such as AI for design support, marketing data analysis, and general operational enhancement. However, these technologies serve only as supporting tools, as certain aspects of Kingsmen's business still require the specialized expertise of personnel.

**Question 3:** Mr. Thongthot Phaenglart, proxy from the Thai Investors Association, inquired whether the two overseas subsidiaries, particularly Kingsmen C.M.T.I. Cambodia, had been affected by the irregular border situation between Thailand and Cambodia.

**Answer :** The Chairman assigned the Director of Accounting and Finance to respond to the question. Ms. Thannarin Grihateja explained that the two overseas subsidiaries, Kingsmen Myanmar and Kingsmen C.M.T.I. Cambodia, had both taken legal closure actions. Kingsmen Myanmar completed its legal closure on 29 March 2024. Kingsmen C.M.T.I. Cambodia had registered the cessation of its business operations but was still in the process of completing the remaining closure procedures.

**Question 4:** Mr. Thongthot Phaenglart, proxy from the Thai Investors Association, inquired about the measures the Company had in place to monitor advances to subsidiaries that remained unpaid from previous years, amounting to approximately THB 8.8 million, as well as the reasons for recording the allowance for expected credit losses.

**Answer :** The Chairman assigned the Director of Accounting and Finance to respond to the question. Ms. Thannarin Grihateja explained that the Company had already made a full provision for the amount as of the fiscal year ended 31 December 2020. The reason for the non-



repayment was that Kingsmen C.M.T.I. Cambodia had incurred losses from the commencement of its operations until the closure of its business.

**Question 5:** Mr. Thongthot Phaenglart, proxy from the Thai Investors Association, inquired about the Company's measures for monitoring trade receivables that had been overdue for more than 12 months, totaling approximately THB 22.69 million (as of 30 June 2025).

**Answer:** The Answer 5: The Chairman assigned the Director of Accounting and Finance to respond to the question. Ms. Thannarin Grihateja explained that the total amount of THB 22.69 million was divided into two parts:

- Part 1: Receivables under legal proceedings in court, totaling THB 21.85 million, which were expected to be recovered.
  - Part 2: Small-scale receivables that could not be collected, totaling approximately THB 0.84 million, as certain companies had ceased operations and were declared bankrupt according to the Department of Business Development (DBD) records.
- Full provisions had been made for both parts.

The chairman then provided an opportunity for shareholders to ask additional questions or provide further comments, but there were none. The chairman thanked the shareholders for their time and participation and adjourned the meeting at 2:38 PM.



(Mr. Chayawat Pisessith)  
Chairman of the Board