

**Minutes of the 2023 Annual General Meeting of Shareholders  
Of  
Asiasoft Corporation Public Company Limited**

**Date, Time, and Venue of the Meeting**

The 2023 Annual General Meeting of Shareholders of Asiasoft Corporation Public Company Limited (the "Company") was held on April 25, 2023, at 14.00 P.M. via electronic means (E-AGM) by DAP e-Shareholder Meeting system. At this meeting, the Company has recorded the meeting proceedings in the form of a video recording."

Before commencing the meeting's agenda items, Miss Weena Ouppakham, Company's Secretary introduced the directors and Executives of the Company attendees as follows:

**List of Directors who attended the Meeting:**

- |                                  |  |
|----------------------------------|--|
| 1. Mr. Pramoth Sudjitporn        | Chairman   |
| 2. Mr. Kittipong Prucksa-aroon   | Director and Managing Director                           |
| 3. Mr. Chalermphong Jitkuntivong | Independent Director and Chairman of the Audit Committee |
| 4. Mrs. Monluedee Sookpantararat | Independent Director and Audit Committee Member          |
| 5. Pol.Col. Yanaphon Youngyuen   | Independent Director and Audit Committee Member          |

The percentage of participating directors in the meeting was 100 percent (The Company does not have any Sub-Committee)

**List of Executive who attended the Meeting:**

- |                                   |   |
|-----------------------------------|---|
| 1. Mr. Ung Chek Wai Gerry         | Chief Financial Officer (CFO)                           |
| 2. MR. Quang Quach Dong           | Chief Executive Officer of Online Game Group (PlayPark) |
| 3. Mr. Chawanin Tritavornyuenyong | Accounting and Finance Director                         |

**List of Auditor Representatives from Mazars Co., Ltd.**

1. Mr. Sompop Pholprasarn
2. Miss Chalika Petchwisai

**List of the outsource lawyer:**

Miss Sukanda Lammana

Miss Weena Ouppakham, informed the meeting that there was a total of 8 shareholders attending the Meeting in person, holding shares in the total of 60,902 shares, and 70 shareholders attending the Meeting by proxy, holding shares in the total of 352,817,083 shares. The total number of shareholders attending the Meeting was 78, holding shares in the total of 352,877,985 shares, equivalent to 69.64 percent of the total paid-up shares of 506,716,514 shares, which was not less than 25 shareholders and more than one-third of

the total paid-up shares. The quorum was thus constituted according to the Public Limited Companies Act and Articles of Association of the Company. Please let Mr. Pramoth Sudjitporn, Chairman of the Board of Directors and Chairman of the Meeting, open the meeting.

Mr. Pramoth Sudjitporn informed the meeting that "I would like to welcome all shareholders to the 2023 Annual General Meeting. It is a great opportunity for all shareholders to be informed about the company's performance and business direction." The Chairman then opened the meeting and let the secretary proceed the meeting.

Miss Weena Ouppakham further explained about the voting method to the Meeting that, one share represents one vote, and if any shareholder or proxy wished to object or abstain to the vote on any agenda, please press object or abstain button on that agenda. In counting the votes in each agenda, the Company will deduct the objection and abstaining votes from the total number of votes of the meeting in that agenda. If the objection and abstention buttons were not pressed the Company will assume that the shareholders or proxies had a resolution to approve the proposed agenda. In the event that a shareholder makes a proxy to the Independent Director of the Company or others attending the meeting in which the shareholders have already voted in advance in the proxy form. The company recorded the votes as shareholders already pre-determined.

For sending the question, if any shareholder or proxy wishes to inquire or express an opinion, please ask in the matters related to that agenda, if it is a question that is not related to that agenda, please inquire in Agenda 12 for other matters. Shareholders or proxies who wish to ask questions, please type "send question" into the DAP e-Shareholder Meeting system. The meeting secretary will read your questions in each agenda. The chairman of the meeting or the Board of Directors will answer questions.

The Company provides opportunities for the shareholders the rights to propose matter to be included as an agenda ahead of the meeting and qualified candidate to be nominated as the Company's director by announcing the criteria of such proposal on the Company's website during 1 December 2022 to 31 January 2023, there is no suggested agenda item proposed by minority shareholders as well as no suggested qualified candidate to be nominated as the Company's director. The company then opened the meeting as per the following agenda:

#### **Agenda 1 To Adopt the Minutes of Annual General Meeting of Shareholders 2022**

Miss Weena Ouppakham proposed the Meeting to adopt the Minutes of Annual General Meeting of Shareholders 2022 dated April 22, 2022, a detail of which was distributed to the shareholders together with the Invitation to this Meeting before the Meeting. Substantial of the Minutes of Annual General Meeting of Shareholders 2022 as summarized as follows:

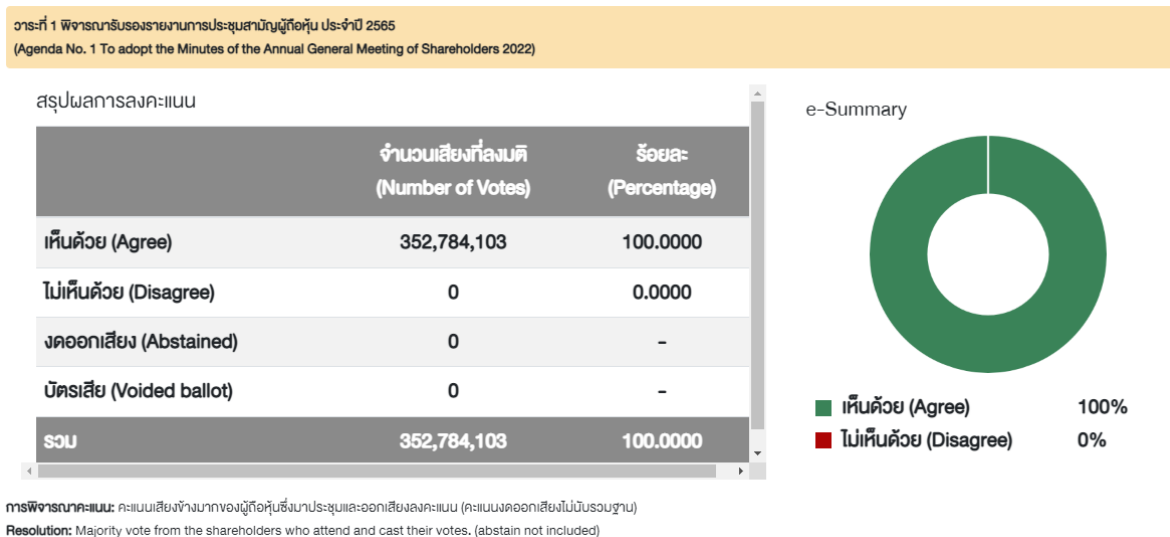
- |             |   |
|-------------|---|
| Agenda No.1 | Approved the Minutes of the Annual General Meeting of Shareholders year 2021. |
| Agenda No.2 | Acknowledged the Company's operating results for the year 2021.               |

- Agenda No.3      Approved the Statements of Financial Position and the Profit and Loss Statements for the year 2021.
- Agenda No.4      Approved the net profit appropriation and dividend payment for the year 2021.
- Agenda No. 5      Approved the appointment of 2 directors who retired by rotation to be the Company's directors for another term as follows:  
Mr. Kittipong Prucksa-aroon  
Pol.Col. Yanaphon Youngyuen
- Agenda No.6      Approved the directors' remuneration.
- Agenda No.7      Approved to appoint the Auditors and determine the audit fee for the year 2022.
- Agenda No.8      Approved the allocation of warrants to purchase the ordinary shares of Asiasoft Corporation Public Company Limited issued to board of directors, management, and employees of the Company and subsidiary No. 1 (AS-WB) to Board and employees who receive the warrants exceed 5% of the issued warrants.

Miss Weena Ouppakham asked the shareholders whether anyone wishes to raise any questions before voting, there was no question from the shareholders.

After consideration, the Meeting unanimously resolved as follows:

**RESLOVED:** Adopted the Minutes of Annual General Meeting of Shareholders 2022 dated April 22, 2022, as per the following votes:

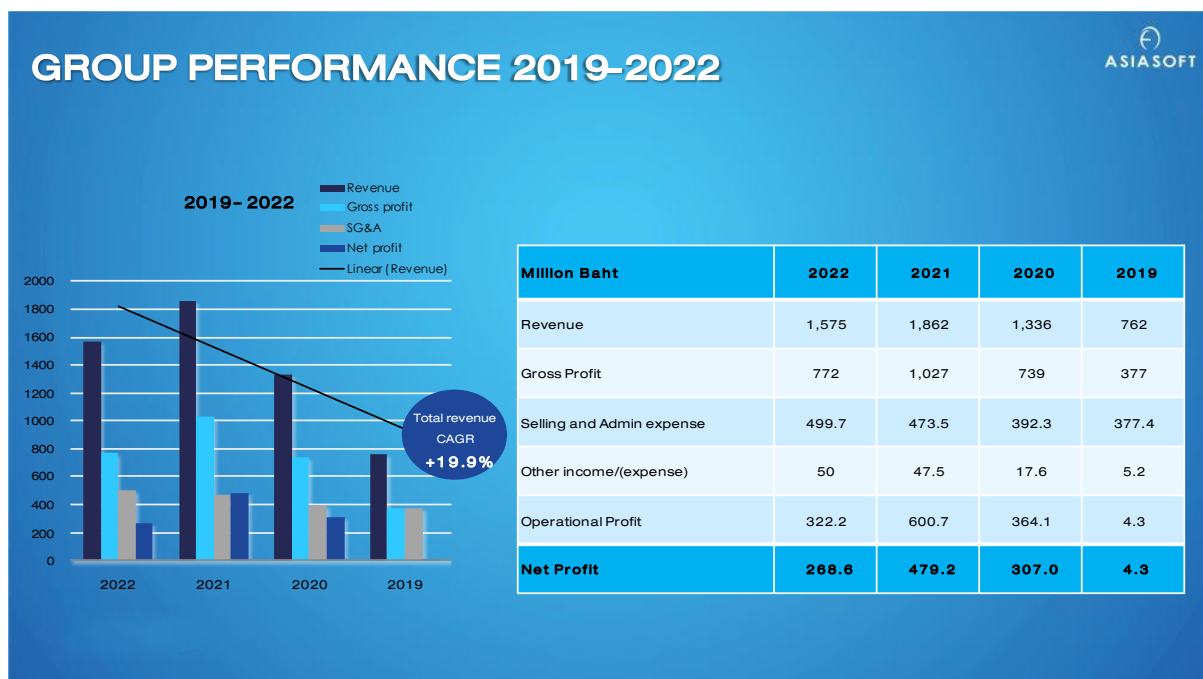


## Agenda 2 To acknowledge the Company's operating results for the Year 2022

Miss Weena Ouppakham has invited Mr. Chawanin Tritavornyuenyong, Accounting and Finance Director, to present the Company's operating results for the year 2022 to the meeting."

Mr. Chawanin Tritavornyuenyong informed the Meeting that the Company has summarized the operating results and significant changes in the year 2022 in the Form 56-1 report, which ended on December 31, 2022. The operating results and other important information have been published on the Company's website and sent to the shareholders together with the invitation letter for this Meeting format of QR Code. Including presenting the Management Discussion and Analysis (MD&A) for the year 2022 as a summary for shareholders' acknowledgement as follows:

In 2022, the company had a total revenue of 1,575 million baht and a net profit of 268.6 million baht. In the past year, the company released a total of 8 games, consisting of 7 mobile games and 1 PC game. The revenue was divided into 25% from mobile games and 75% from PC games. The group performance is compared from 2019-2022 as follows:



For the revenue breakdown by country structure, the company has 67% of its revenue from foreign countries and 33% of its revenue from Thailand. The COGS and SG&A are as follows:

# COGS PROFIT

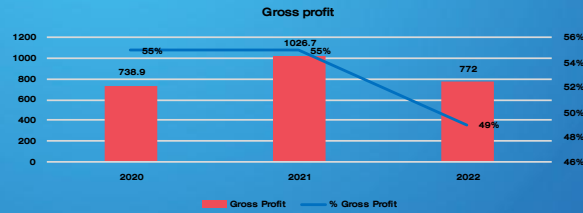
Unit : Million THB

W/O One Times

Year	2020	2021	2022
Gross Profit	756.0	1026.7	772
% Gross Profit	57%	55%	49%

With One Times

Year	2020	2021	2022
Gross Profit	738.9	1026.7	772
% Gross Profit	55%	55%	49%



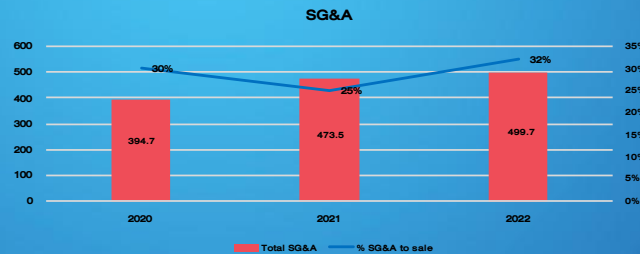
# SG&A

Unit : Million THB

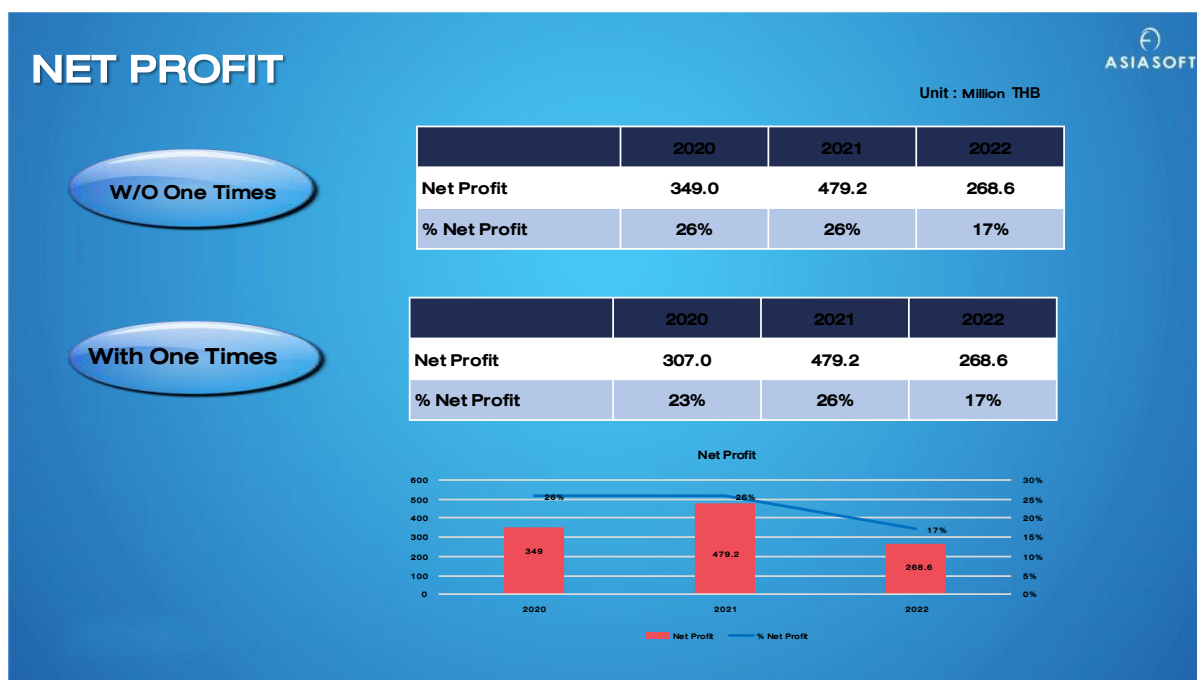
W/O One Times

Year	2020	2021	2022
Selling & Admin Expense	374.7	473.5	499.7
Loss on Litigation	0	0	0
Allowance for doubtful account	20	0	0
Total one off item	20	473.5	499.7
<b>Total SG&amp;A</b>	<b>394.7</b>	<b>473.5</b>	<b>499.7</b>

With One Times



The details of Net Profit are as follows:



Mr. Chawanin Tritavornyueng also added more about the Company's anti-corruption policy that, the Company had placed importance on anti-corruption in conducting its business, and committed to morals, ethics, transparency, and accountability to all stakeholders. The Company has established policies for the Board of Directors, executives, and employees. The Company signed a joint declaration with the Thai Private Sector's Collective Action Coalition for Anti-Corruptions to encourage and push forward a clear and concrete anti-corruption policy. Currently, the Company is a certified member of the Thai Private Sector's Collective Action Coalition (CAC). For details of the Anti-Fraud and Corruption Policy, the company has published it on the company's website.

Miss Weena Oupphakham asked the shareholders whether anyone wishes to raise any questions before voting.

Mr. Anuchit Nimitkarndee (shareholder) asked that, regarding the new games opened in 2022, most of them did not perform as expected. As for 2023, with the highly competitive mobile game market, what strategies do the management have in choosing games to open to generate revenue growth for the company? Also, what marketing plans are in place to make them more effective?

MR. Quang Quach Dong, Chief Executive Officer of Online Game Group (PlayPark), responded that in 2023, the Company will be more rigorous and cautious in selecting games. Additionally, the Company will change its marketing strategies to better align with the target audience and maximize marketing budgets. Choosing higher quality games will also result in higher game copyright values.

There are no further questions, the Meeting acknowledged the Company's operation of the year 2022.

## Agenda 3 To Approve the Financial Statement and Comprehensive Income Statement for the Fiscal Year of 2022

Mr. Chawanin Tritavomyuenyong reported the financial statement and comprehensive income statement for the fiscal year of 2022 to the Meeting, which was examined and certified by auditor (Mazars Co., Ltd.) without any conditions as follows:

### GROUP – PROFIT AND LOSS STATEMENTS

ASIASOFT

Unit : Million THB

Items (THB Millions)	2021	%	2022	%
Revenue from Sales & Services	1,862.1	100.0%	1,575.7	100.0%
Cost of Sales & Services *	(835.4)	(44.9)%	(803.9)	(51)%
Gross Profit *	1,026.7	55.1%	771.8	49%
SG & A Expense *	(473.5)	(25.4)%	(499.7)	(32)%
Other Revenues	47.5	2.6%	50	4%
EBIT	600.7	32.3%	322.1	21%
Finance Cost	(0.8)	(0.0)%	(3.3)	(0.2)%
Share of other comprehensive income in associates	(1.0)	(0.1)%	(1.6)	(0.1)%
Income Tax	(84.5)	(4.5)%	(51.2)	(3.2)%
Net Profit	514.4	27.6%	266	16.9%
Non-Controlling Interest	35.2	1.9%	(2.4)	(0.15)%
Net Profit attributable to owners of the parent company	479.2	25.7%	263.6	17%
Gross Profit Margin	55.1%		49%	
EBIT Margin	32.3%		21%	
Net Profit Margin	27.6%		17%	

\* Remarks : Including one-time item

### BALANCE SHEET STRUCTURE

ASIASOFT

Dec 31, 2022	
1,390	369
Assets	Liabilities
1,021	Equities

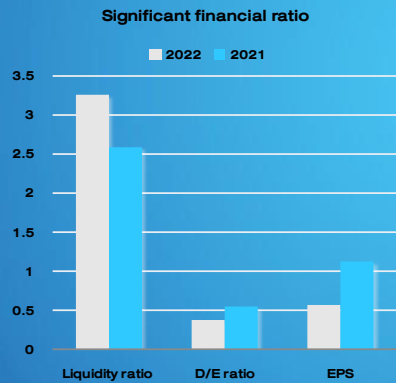
Unit : THB mn	Dec 31, 2021	Dec 31, 2022
Assets	1,330	1,390
Liabilities	472	369
Equities	858	1,021

Assets	
Current Assets	1,100
Non-Current Asset	290

Equities	
Registered Capital	256
Paid up Capital	253
Premium on share	240
Retain Earning	449
Other components	21
Equity for Parent Company	963
NCI	57

Liabilities	
Current Liabilities	336
Non-Current Liabilities	33

# SIGNIFICANT FINANCIAL RATIO



Financial ratio	2021	2022
Liquidity ratio	2.59	3.27
Gross Profit (%)	55.14	48.98
Net profit (%)	25.74	17.04
ROE (%)	55.85	15.28
ROA (%)	36.02	9.87
D/E Ratio	0.55	0.38
P/E	20.00	30.00
P/BV	20.11	17.19
EPS	1.13	0.58

Miss Weena Ouppakham proposed the Meeting to approve the financial statement and the comprehensive income statement for the fiscal year of 2022 which was examined and certified by the Company's committee and auditor without any conditions, the details of which had been sent with the annual report to the shareholders together with the invitation letter to this Meeting prior to the meeting date.

Miss Weena Ouppakham asked the shareholders whether anyone wishes to raise any questions before voting, there was no question from the shareholders.

After consideration, the Meeting unanimously resolved as follows:

**RESOLVED:** Approved the financial statement and the comprehensive income statement for the fiscal year of 2022, as per the following votes:

วาระที่ 3 พิจารณารายงานงบการเงินและงบกำไรขาดทุนเบ็ดเสร็จ สำหรับรอบระยะเวลาบัญชี ประจำปี 2565  
(Agenda No. 3 To approve the Statements of Financial Position and the Profit and Loss Statements for the year 2022)

สรุปผลการลงคะแนน

	จำนวนเสียงที่ลงมติ (Number of Votes)	ร้อยละ (Percentage)
เห็นด้วย (Agree)	352,784,135	100.0000
ไม่เห็นด้วย (Disagree)	0	0.0000
งดออกเสียง (Abstained)	0	-
บัตรเสีย (Voided ballot)	0	-
<b>รวม</b>	<b>352,784,135</b>	<b>100.0000</b>

e-Summary

■ เห็นด้วย (Agree) 100%  
■ ไม่เห็นด้วย (Disagree) 0%

การพิจารณา: คณะกรรมการพิจารณาจากเสียงข้างมากของผู้ถือหุ้นซึ่งมาประชุมและออกเสียงลงคะแนน (คะแนนงดออกเสียงไม่นับรวม)  
Resolution: Majority vote from the shareholders who attend and cast their votes. (abstain not included)



**Agenda 4 To Approve the Allocation of the Profit and the Dividend Payment for the Operation of Year 2022**

Miss Weena Ouppakham informed the Meeting that the resolution of the Board of Directors No.1/2023 held on February 24th, 2023 approved to pay dividend because the company has net profit for the year 2022 in the amount of 328,029,183.00 baht and setting aside at 25,650,374.00 baht for legal reserve, and for dividend payment to the shareholders at 0.53 baht per share, totaling 257,437,204.52 baht, representing 78 percent of the net profit of each company. (According to the company financial statements) after deducted corporate income tax, legal reserves and other necessary reserves are in line with the Company's dividend policy. Dividends are withholding tax at the rate stipulated by law. Due to the Board of Directors had already approved the interim dividend payment to the shareholders on September 8, 2022, at 0.3 baht per share for a total of 140,892,636.30 baht, therefore, there will be additional dividend remaining for the shareholders at 0.23 baht per share, totaling 116,544,568.22 baht. The specified the name list of shareholders who are eligible to receive dividends (Record Date) on March 29th, 2023, and the dividend payment to shareholders on May 9th, 2023, with the following details compared the dividend payments in year 2021 and 2022:

**รายละเอียดเปรียบเทียบการจ่ายปันผลในปี 2564 และ ปี 2565**  
(The comparison among the dividend payment for 2021 and 2022 year)

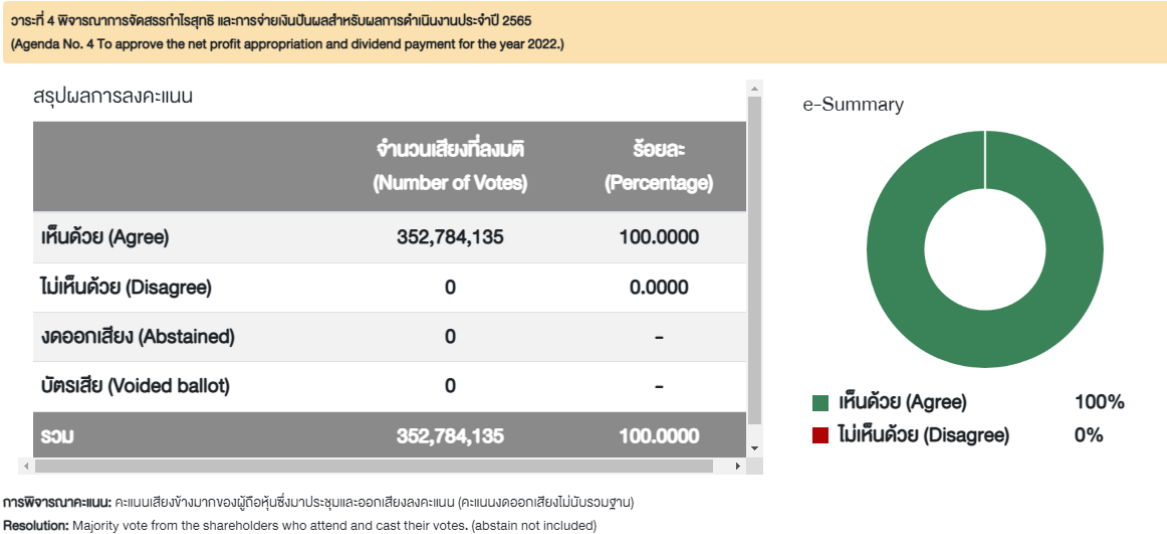
Details of dividend payment	Year 2021		Year 2022 (Proposed)	
	1. Net Profit /loss (Baht) – Separate Financial Statements	420,258,446		328,029,183.00
2. Number of Shares (Shares)	456,406,601	424,752,224	506,715,514	469,642,121
3. Dividend Payment Per Share (Baht/Share)	0.30 (year dividend)	0.40 (interim dividend)	0.23 (year dividend – waiting for approval)	0.30 (interim dividend)
	0.70		0.53	
4. Total Dividend Payment (Baht)	136,921,980.30	169,900,889.60	116,544,568.22	140,892,636.30
	306,822,869.90		257,437,204.52	

Miss Weena Ouppakham proposed the Meeting to approve the allocation of profit and dividend payment of the profit of operation for the year of 2022 and asked the shareholders whether anyone wishes to raise any question before voting, there was no question from the shareholders.

After consideration, the Meeting unanimously resolved as follows:

**RESLOVED:** Acknowledged the Company made an interim dividend payment on September, 8, 2022, at the rate of Baht 0.30 per share, amounting to Baht 140,892,636.30 and approved the net profit

appropriation and dividend payment for the year 2022 at the rate of Baht 0.23 per share and specified the name list of shareholders who are eligible to receive dividends (Record Date) on March 29, 2023, and the dividend payment to shareholders on May 9, 2023, as per the following votes:



#### Agenda 5 To elect directors to replace those who retired by rotation.

Miss Weena Ouppakham informed the Meeting that according with Article 15 of the Company's Articles of Association states that, at every annual general meeting, one-third of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire, the director who has held office the longest shall retire.

The Company provides opportunities for the shareholders the rights to propose qualified candidate to be nominated as the Company's director by announcing the criteria of such proposal during 1 December 2022 to 31 January 2023 through SET news release and the Company's website. There was no proposal of directorship to the Company.

The Company does not yet appoint the nominating committee. However, the Board, excluding the Director considered having conflict of interest in this matter, had considered by educational background, competencies and business experience. They must also be qualified under the Public Limited Companies Act, B.E. 2535, Notification of the SEC and other relevant laws, including the Company's Articles of Association and good corporate governance principle. The Board recommends that the shareholders' meeting should elect 2 directors who retired by rotation as follows;

1. Mr. Pramoth Sudjitporn Chairman
2. Mrs. Monluedee Sookpantararat Independent Director and Audit Committee Member

Miss Weena Ouppakham announced at the meeting that the educational and employment background of Mr. Pramoth Sudjitporn has been attached along with the meeting invitation. The Company's director appointment procedure does not proceed through the nominating committee because the Company does not yet appoint the nominating committee. However, this nominee have been considered according to the process specified by the company. The Board, excluding the Director considered having conflict of interest in this matter, had considered by educational background, competencies, and business experience. They must also be qualified under the Public Limited Companies Act, B.E. 2535, Notification of the SEC and other relevant laws, including the Company's Articles of Association and good corporate governance principle, including the director's performance with thoughtfulness and prudence, and viewed that even though Mr. Pramoth Sudjitporn have served as the director in the Company for over 15 years consecutively, but still perform his duties well with full competence, prudence, caution and honesty. As well as experience and expertise in the gaming industry and information technology suitable for the business of the Company as a result, the company's business operations are efficient, smooth and is of great benefit to the Company's business operations and let Mr. Pramoth Sudjitporn introduce himself to the shareholders.

Mr. Pramoth Sudjitporn said to the meeting that, he has experience in working with games and information technology. He is confident that his experience, knowledge, and abilities will benefit the company. He expressed his willingness to take the same position again for another term.

Miss Weena Ouppakham asked the shareholders if there were any questions, and no questions were raised.

Miss Weena Ouppakham announced at the meeting that the educational and employment background of Mrs. Monluedee Sookpantararat has been attached along with the meeting invitation. The Company's director appointment procedure does not proceed through the nominating committee because the Company does not yet appoint the nominating committee. However, the Board, excluding the Director considered having conflict of interest in this matter, had considered by educational background, competencies, and business experience. They must also be qualified under the Public Limited Companies Act, B.E. 2535, Notification of the SEC and other relevant laws, including the Company's Articles of Association and good corporate governance principle, and viewed that Mrs. Monluedee Sookpantararat have served as the director in the Company for over 15 years consecutively but still perform his duties well with full competence, prudence, caution, and honesty. As well as experience and expertise in the gaming industry and information technology suitable for the business of the Company as a result, the company's business operations are efficient, smooth and is of great benefit to the Company's business operations. Mrs. Monluedee Sookpantararat is qualified in accordance with the Company's definition of Independent Director, and able to raise opinions independently according to the related rules, regulations, and good corporate governance principles and let Mrs. Monluedee Sookpantararat introduce herself to the shareholders.

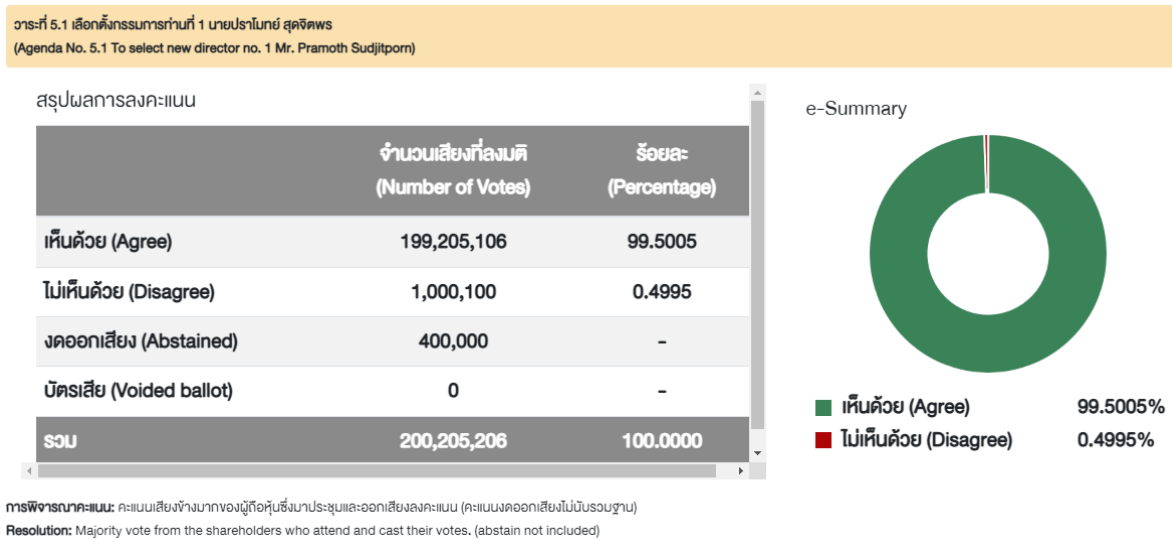
Mrs. Monluedee Sookpantararat said to the meeting that, she has knowledge and expertise in accounting. She has gained experience from working in various registered companies, as well as from being a part-time accounting lecturer. She believes that she can utilize her knowledge and expertise for the benefit of the company and is willing to accept the position again in the next term.

Miss Weena Ouppakham asked the shareholders if there were any questions, and no questions were raised.

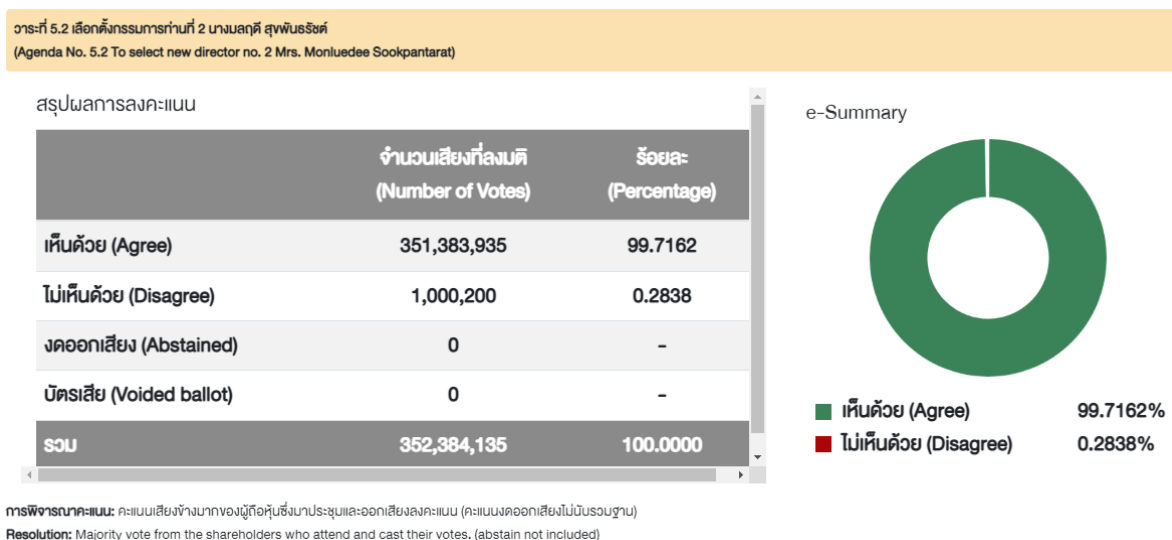
Miss Weena Ouppakham proposed the Meeting to vote for election of the directors who were to retire by rotation person in person and the Meeting resolved as below.

**RESLOVED:** Approved the election and appointment of Mr. Pramoth Sudjitporn and Mrs. Monluedee Sookpantararat to be re-elected for another term as per the following votes:

(1) Mr. Pramoth Sudjitporn, the Meeting voted with the shareholders attending the Meeting to be re-elected for another term as per the following voted:



(2) Mrs. Monluedee Sookpantararat, the Meeting voted with the shareholders attending the Meeting to be re-elected for another term as per the following voted:



**Agenda No. 6 To approve the increase of the number of company directors and to approve the appointment of new directors.**

Miss Weena Ouppakham informed the Meeting that as the company has changed the major shareholder structure, that is, SabuyTechnology Public Company Limited has held 21.22% of the company's shares and would like to nominate 1 representative to be in the Board of Directors as namely Mr. Santithorn Bunchua who will be proposed to serve as a director of the Company without having the authority to sign on behalf of the Company.

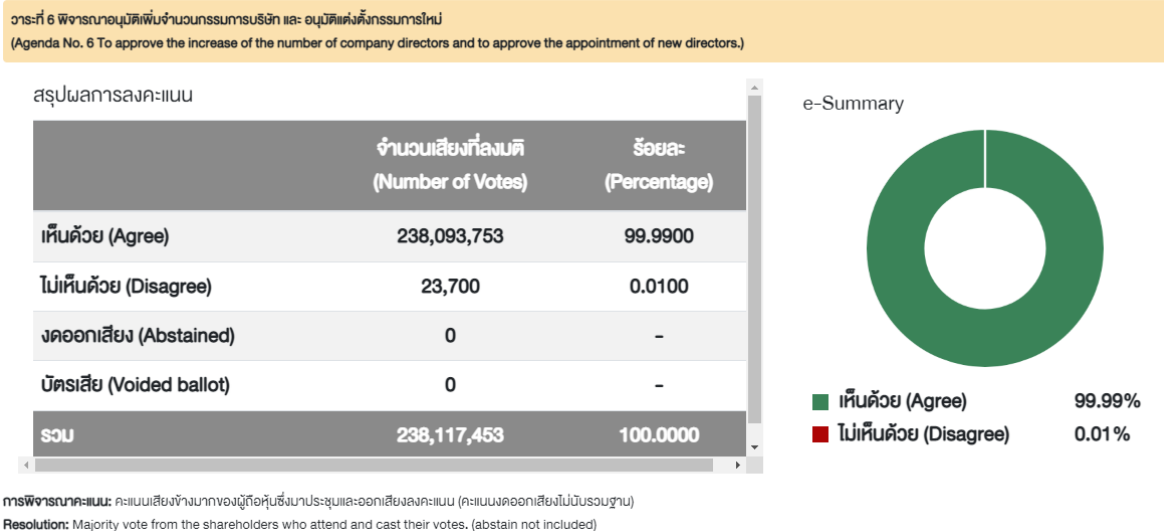
The Company's director appointment procedure does not proceed through the nominating committee because the Company does not yet appoint the nominating committee. However, the Board, excluding the Director considered having conflict of interest in this matter, had considered by educational background, competencies, and business experience. They must also be qualified under the Public Limited Companies Act, B.E. 2535, Notification of the SEC and other relevant laws, including the Company's Articles of Association and good corporate governance principle. The Board viewed that for the purpose of enhancing the potential and efficiency in the management of the Company which will be beneficial to the Company and its shareholders. The Board approved to propose to the shareholders' meeting to consider and approve the increase of the number of directors from 5 to 6 by appointing a new director, Mr. Santithorn Bunchua, to be a new director of the Company without having the authority to sign on behalf of the Company.

For basic information regarding Mr. Santithorn Bunchua, the Company has sent accompanying documents along with the invitation letter. Mr. Santithorn Bunchua holds a PhD in Electrical and Computer Engineering from Georgia Institute of Technology, a master's degree in electrical and computer Engineering from Georgia Institute of Technology, and a bachelor's degree in computer engineering from Assumption University. With his experience in technology-related companies, he can potentially enhance the efficiency and effectiveness of the company's management. It is recommended that the shareholders approve the increase in the number of board members from 5 to 6, appointing Mr. Santithorn Bunchua as a new board member, without the power to act on behalf of the company.

Miss Weena Ouppakham asked the shareholders if there were any questions, and no questions were raised.

After consideration, the Meeting unanimously resolved as follows:

**RESLOVED:** Approved to increase the number of the Company directors from 5 to 6 by appointing a new director, Mr. Santithorn Bunchua, without power of attorney on behalf of the Company, as per the following voted:



### Agenda 7 To Approve the Remuneration of Directors

Miss Weena Ouppakham informed the Meeting that according with Article 16 of the Company's Articles of Association states that, A director shall have a right to receive remuneration from the Company in the form of rewards, meeting allowances, gratuity, bonus, or otherwise as permitted hereby or approved by the shareholders' meeting, which may be determined in specific amounts or regulated by the standards and prescribed from time to time or coming into effect until amendments are made.

As the Company currently does not have a Remuneration Committee. However, the determination of the Board of Directors' remuneration has been carefully considered by the Board of Directors Meeting No. 1/2023 taking into account various factors and the appropriateness in accordance with the principles of good corporate governance, such as the Company's operating results in 2022, the economic situation of the current business related to the Company; Obligations and responsibilities of the Board of Directors including comparing the information on the remuneration of directors in the same or similar industries

The Board of Director proposed the meeting to consider approval on remuneration of the board of director as the same rate of 2022 as below:

Monthly Remuneration	Year 2023 (proposal)	Year 2022
Board of Director	Baht / Person	Baht / Person
♦ Chairman	35,000	35,000
♦ Director	25,000	25,000
Meeting Allowance	Year 2023 (proposal)	Year 2022
Audit Committee	Baht / Person / Attendance	Baht / Person / Attendance
♦ Chairman of the Audit Committee	50,000	50,000
♦ Audit Committee	35,000	35,000

Other Remuneration: None

If any of the directors is an employee or staff of the company, such remuneration would be an additional from the regular salary.

This would be effective as of 1<sup>st</sup> May 2023.

Miss Weena Ouppakham proposed the Meeting to approve the remuneration of directors and asked if there were any questions before voting. No questions raised by any shareholders.

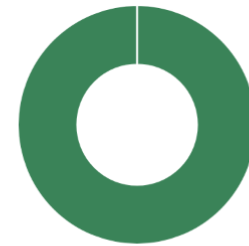
After the consideration, the Meeting approved and voted by the shareholders attending the Meeting as per below votes:

**RESLOVED:** Approved the remuneration of directors as proposed with effective date on 1<sup>st</sup> May 2023 as per below votes:

สรุปผลการลงคะแนน

	จำนวนเสียงที่ลงมติ (Number of Votes)	ร้อยละ (Percentage)
เห็นด้วย (Agree)	352,789,911	100.0000
ไม่เห็นด้วย (Disagree)	0	0.0000
งดออกเสียง (Abstained)	0	0.0000
บัตรเสีย (Voided ballot)	0	-
<b>รวม</b>	<b>352,789,911</b>	<b>100.0000</b>

e-Summary



■ เห็นด้วย (Agree)	100%
■ ไม่เห็นด้วย (Disagree)	0%
■ งดออกเสียง (Abstained)	0%

การพิจารณา: คะแนนเสียงไม่น้อยกว่า 2/3 ของจำนวนเสียงทั้งหมดของผู้ถือหุ้นซึ่งมาประชุม (คะแนนงดออกเสียงนับรวมเข้า)

Resolution: Votes not less than 2/3 of the total number of votes of the shareholders who attended the meeting. (abstain included)

**Agenda 8 To appoint the Auditors and determine the audit fee for the year 2023.**

Miss Weena Ouppakham informed the Meeting that the Audit Committee meeting No.1/ 2023 had considered that the performance of auditors from Mazars Company Limited are appropriate due to its reputable auditing quality and standard and good business knowledge of the Company, leading to rapid, flexible and efficient auditing performance. The Audit Committee proposed to the Board in order to consider and propose to the shareholders' meeting to consider the appointment of the auditors and the determination of the audit fee, detail as follows:

Company Auditors	Mazars Company Limited
Names of Auditors	Mr. Sompop Pholprasam CPA License No. 6941 and/or Ms. Wannawat Hemachayart CPA License No. 7049
Audit Fee	2,120,750 baht (Audit fee of the year 2021 is 3,150,000 baht) with no other service fee.
Relation with the Company	Auditors proposed to audit the Company has no relationship or conflict of interest with the Company, its subsidiaries, executives, major shareholders, or their related persons of such. The said auditor is accordingly independent to audit and comment the Company's financial statements.
Services to Other Companies	Mazars will audit and certify the financial statements of the year 2023 of the Company's subsidiaries, joint ventures and its affiliates totaling of 6 companies.

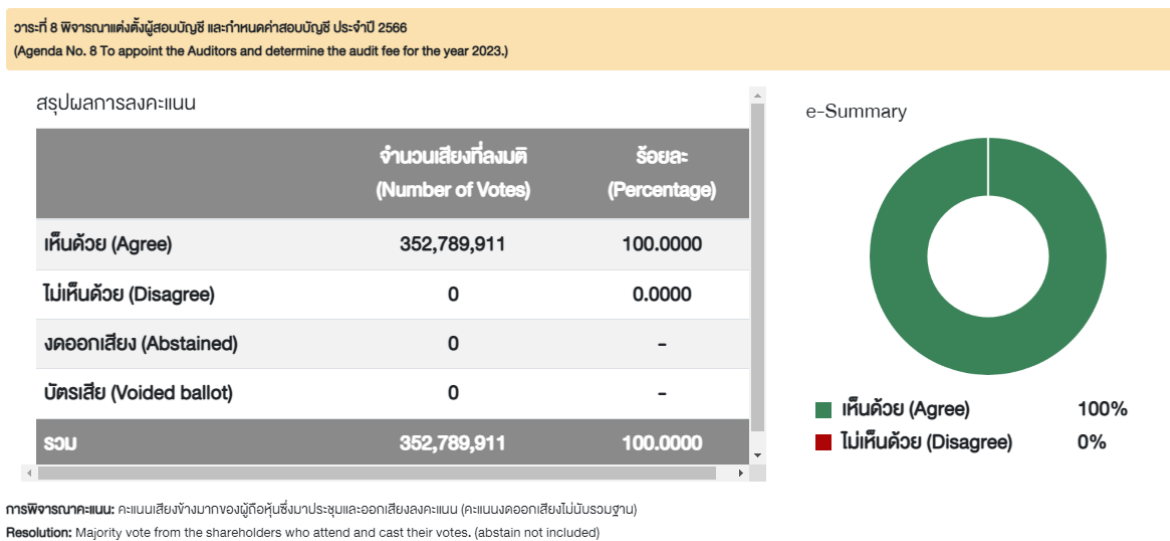


In this regard, the auditors according to the proposed list have served as the Company's auditors for a period of 5 years. Anyone as the Auditor is authorized to audit, review, and express their opinion for the Company's Financial Statements. In the event those auditors are unable to perform their duties, Mazars Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place. In addition, if there are any tasks arising other than the audit tasks, the shareholders' meeting should authorize the Board to determine the extraordinary expenses on a case-by-case basis.

Miss Weena Ouppakham proposed the Meeting to appoint the auditors with the auditor's fee for the year of 2023 and asked if there were any questions from the shareholders before voting. No questions were raised by the shareholders.

After consideration, the Meeting unanimously resolved as follows:

**RESLOVED:** Approved appointment of the auditors with the auditor's fee for the year of 2023 as proposed as per below votes:



### Agenda 9 To approve the change of the Company's name and seal.

Miss Weena Ouppakham informed the Meeting that because of the company There is a policy to expand the business, therefore, for clarity and consistency with the business plan of the Company. Therefore, it was deemed appropriate to propose to the shareholders' meeting to consider and approve the change of the Company's name and seal without changing the stock symbol. Details are stated in the invitation letter to the shareholders' meeting that has been sent out.

### The Company's name.

Currently	Thai name “บริษัท เอเชียซอฟท์ คอร์ปอเรชั่น จำกัด (มหาชน)” English name “ASIASOFT CORPORATION PUBLIC COMPANY LIMITED”
Offer	Thai name “บริษัท แอสเฟียร์ อินโนเวชั่นส์ จำกัด (มหาชน)” English name “ASPHERE INNOVATIONS PUBLIC COMPANY LIMITED”

### The Company's Seal

Currently	Offer
	

Miss Weena Ouppakham asked the shareholders whether anyone wishes to raise any questions before voting, there was no question from the shareholders.

After consideration, the Meeting unanimously resolved as follows:

**RESLOVED:** Approved to the change of the Company's name to “ASPHERE INNOVATIONS PUBLIC COMPANY LIMITED” and the Company's seal as per below votes:

วาระที่ 9 พิจารณานุมัติการเปลี่ยนชื่อและตราประทับของบริษัทฯ

(Agenda No. 9 To approve the change of the Company's name and seal.)

สรุปผลการลงคะแนน

	จำนวนเสียงที่ลงมติ (Number of Votes)	ร้อยละ (Percentage)
เห็นด้วย (Agree)	352,789,935	100.0000
ไม่เห็นด้วย (Disagree)	0	0.0000
งดออกเสียง (Abstained)	0	0.0000
บัตรเสีย (Voided ballot)	0	-
<b>รวม</b>	<b>352,789,935</b>	<b>100.0000</b>

e-Summary



■ เห็นด้วย (Agree)	100%
■ ไม่เห็นด้วย (Disagree)	0%
■ งดออกเสียง (Abstained)	0%

การพิจารณาคะแนน: คะแนนเสียงไม่น้อยกว่า 3/4 ของจำนวนเสียงทั้งหมดของผู้ถือหุ้นซึ่งมาประชุมและมีสิทธิออกเสียงลงคะแนน (คะแนนงดออกเสียงนับรวมตาม)

**Resolution:** Votes not less than 3/4 of the total votes of the shareholders who attended the meeting and had the right to vote, (abstain included)

Agenda 10 To approve the amendment of the Memorandum of Association and Articles of Association of the Company to be in line with the change of the Company's name and seal.



Following the resolution passed in Agenda 9 of the shareholder meeting to change the company's name and seal without changing the stock symbol, in order to align with the new name and seal, it is necessary to amend the Memorandum of Association and Articles of Association of the Company, the details are as follows:

(1) Amendment to Clause 1 of the Memorandum of Association (company name)

Clause 1           The Thai name is บริษัท แอสเฟียร์ อินโนเวชั่นส์ จำกัด (มหาชน)

                          The English name is ASPHERE INNOVATIONS PUBLIC COMPANY LIMITED

(2) Amendment to Clause 1, 2 and 44 of the Articles of Association of the Company

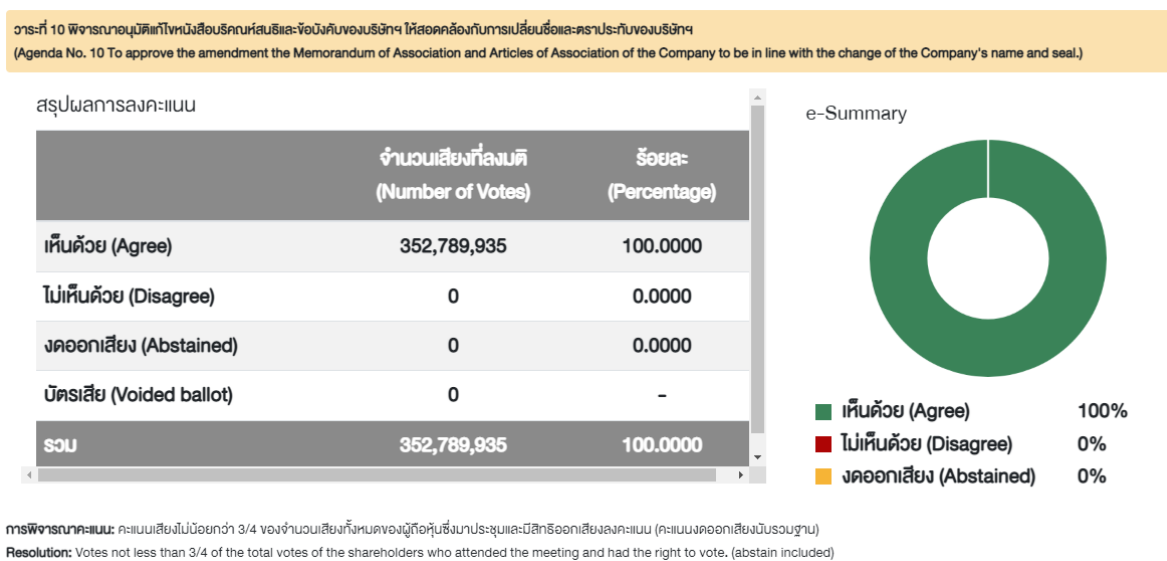
No	Present	Offer
1	This Articles of Association shall be called the Articles of Association of <b>Asiasoft Corporation Public Company Limited</b>	This Articles of Association shall be called the Articles of Association of <b>Asphere Innovations Public Company Limited</b>
2	The word "Company" herein shall mean <b>Asiasoft Corporation Public Company Limited.</b>	The word "Company" herein shall mean <b>Asphere Innovations Public Company Limited</b>
44	The company's seal shall be as follows:  	The company's seal shall be as follows:  

In addition, the authorized director may authorize any person to sign the request, or any document related to the registration of the amendment to the Memorandum of Association and the Articles of Association. and take any action relating to the application for registration of the amendment of the Memorandum of Association and the Company's Articles of Association with the Department of Business Development Ministry of Commerce, Including having the power to take any action as necessary and in connection with such action as he deems appropriate. and to comply with the law regulations and the interpretation of

relevant government agencies Including following the advice or order of the registrar or the official.  
Miss Weena Ouppakham asked the shareholders whether anyone wishes to raise any questions before voting, there was no question from the shareholders.

After consideration, the Meeting unanimously resolved as follows:

**RESLOVED:** Approved to amendment of the Memorandum of Association clause 1 ( the Company’s name) and Articles of Association of the Company clause 1, 2 and 44 to be in line with the change of the Company’s name and seal. In addition, the authorized director may authorize any person to sign the request, or any document related to the registration of the amendment to the Memorandum of Association and the Articles of Association. and take any action relating to the application for registration of the amendment of the Memorandum of Association and the Company’s Articles of Association with the Department of Business Development Ministry of Commerce, Including having the power to take any action as necessary and in connection with such action as he deems appropriate. and to comply with the law regulations and the interpretation of relevant government agencies Including following the advice or order of the registrar or the official as per below votes:



**Agenda 11 To approve the amendments of Clauses: no. 23, 24, 28, 29 and 39 of the Articles of Association of the Company, to conform to the Public Limited Companies Act (No.4) B.E. 2565**

Miss Weena Ouppakham informed the Meeting that due to the Public Limited Companies Act (No. 4), B.E. 2565, announced in the Royal Gazette and effective since May 24, 2022, with the amendment of the law to support the management of the meeting by electronically and modernize the method of scheduling meetings efficient reduce unnecessary expenses and facilitating the shareholders. With such amendments in 2022, it is deemed appropriate to propose to the shareholders' meeting of the Company to consider and approve the amendment of Articles 23, 24, 28, 29, 39 of the Company's Articles of Association, the details as follows:

Clause	Present	Proposed amendment
23	<p>A meeting of the Board of Directors must be held at least 3 times a month.</p> <p>The Board of Directors may hold the meeting at the location of the Company's head office or any other place as they may deem appropriate.</p>	<p>A meeting of the Board of Directors must be held at least 3 times a month.</p> <p><u>The meeting in the preceding paragraph</u>, the Board of Directors may hold the meeting at the location of the Company's head office or any other place as they may deem appropriate <u>or via electronic means in compliance with relevant laws regarding electronic meeting. In such a case the head office of the company shall be deemed to be the meeting place.</u></p>
24	<p>In summoning a meeting of the Board of Directors, the chairman of the board or the person assigned by the chairman of the board shall serve written notice summoning for such meeting to the directors not less than 7 days prior to the date of the meeting. Unless where it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be summoned by other methods and an earlier meeting date may be chosen.</p> <p>Two or more directors may request the chairman of the board to summon the meeting of the Board of Directors. In the event that there are 2 or more directors make a request, the chairman of the board or the director assigned by the chairman of the board must set the meeting date within 14 days from the date that request is received.</p>	<p>In summoning a meeting of the Board of Directors, the chairman of the board or the person assigned by the chairman of the board shall serve written notice summoning for such meeting to the directors not less than <u>3 days prior to the date</u> of the meeting. Unless where it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be summoned by <u>electronic methods</u> <u>or</u> other methods and an earlier meeting date may be chosen.</p> <p>Two or more directors may request the chairman of the board to summon the meeting of the Board of Directors. In the event that there are 2 or more directors make a request, the chairman of the board or the director assigned by the chairman of the board must set the meeting date within 14 days from the date that request is received.</p>
28	<p>In summoning a shareholders' meeting, the Board of Directors shall issue meeting notice specifying the venue, date, time agenda of the meeting and the subject matter to be submitted to the meeting with related information with clear objective for each agenda whether for acknowledgment,</p>	<p>In summoning a shareholders' meeting, the Board of Directors shall issue meeting notice specifying the venue, date, time agenda of the meeting and the subject matter to be submitted to the meeting with related information with clear objective for each agenda whether for acknowledgment, approval or consideration plus the Board's opinion.</p>

	<p>approval or consideration plus the Board's opinion. Such notice shall be sent to shareholders and registrar at least 7 days prior to the meeting and promulgated in daily newspaper for three consecutive days at least 3 days prior to the meeting.</p> <p>The shareholders' meeting may be held at the location where the Company's head office is situated or other province in territory as specified by the Board of Director.</p>	<p>Such notice shall be sent to shareholders and registrar at least 7 days prior to the meeting <u>or in case that shareholders have declared their intention or given consent to receive such notice via electronics means, the Company or the Board shall send such notice to the shareholders via electronic means, according to the criteria stipulated by the Registrar</u>, and promulgated in daily newspaper for three consecutive days at least 3 days prior to the meeting <u>or via electronic means, according to the criteria stipulated by the Registrar</u>.</p> <p>The shareholders' meeting may be held at the location where the Company's head office is situated or other province in territory as specified by the Board of Director <u>or can be held via electronic means in compliance with the relevant laws regarding electronic meeting</u>.</p>
29	<p>At the meeting of shareholders, the shareholder may appoint ant other person who is present and voting on his behalf. The proxy form must be dated and signed by the principal and according to the form as prescribed by the Registrar.</p> <p>The proxy form must be submitted to the board chairman or other person designated by the board chairman at the meeting place before the proxy attending the meeting.</p>	<p>At the meeting of shareholders, the shareholder may appoint ant other person who is present and voting on his behalf. The proxy form must be dated and signed by the principal and according to the form as prescribed by the Registrar.</p> <p>The proxy form must be submitted to the board chairman or other person designated by the board chairman at the meeting place before the proxy attending the meeting.</p> <p><u>The appointment of a proxy may be carried out via electronic means, provided that such methods are safe and credible that such appointment has been duly made by a shareholder giving a proxy, and in compliance with the criteria stipulated by the Registrar.</u></p>
39	<p>No dividend shall be paid other than out of profits. If the Company has accumulated losses, no dividend shall be paid.</p>	<p>No dividend shall be paid other than out of profits. If the Company has accumulated losses, no dividend shall be paid.</p>

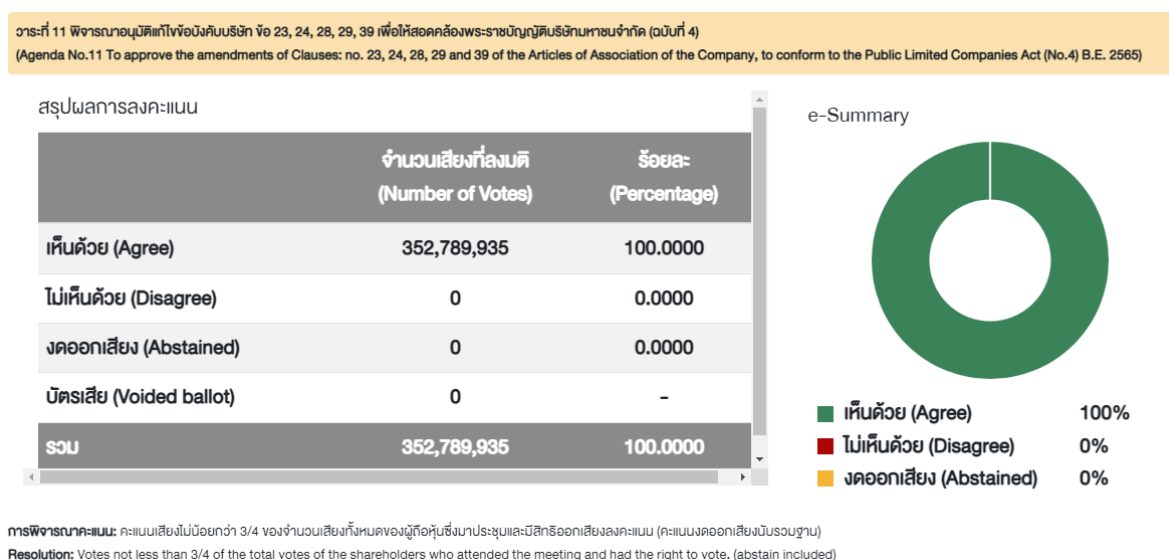
	<p>Unless otherwise provided herein for the preferred shares, dividends shall be distributed in accordance with the number of shares, with each share receiving an equal amount.</p> <p>The dividends payment shall be approved at the shareholders' meeting.</p> <p>The Board of Directors may from time to time pay to the shareholders such interim dividends as appear to the directors to be justified by the profits of the Company, and shall report to the shareholders on the payment of interim dividends at the next meeting of shareholders.</p> <p>The payment of dividends shall be made within 1 month from the date on which the resolution was passed at the shareholders' meeting or of the Board of Directors' meeting, as the case may be. The dividend payment shall be announced to the shareholders in writing and the notice of dividend payment shall be published in a newspaper. No interest shall be imposed against the Company if the dividends payment is made within the period prescribed by law.</p>	<p>Unless otherwise provided herein for the preferred shares, dividends shall be distributed in accordance with the number of shares, with each share receiving an equal amount.</p> <p>The dividends payment shall be approved at the shareholders' meeting.</p> <p>The Board of Directors may from time to time pay to the shareholders such interim dividends as appear to the directors to be justified by the profits of the Company, and shall report to the shareholders on the payment of interim dividends at the next meeting of shareholders.</p> <p>The payment of dividends shall be made within 1 month from the date on which the resolution was passed at the shareholders' meeting or of the Board of Directors' meeting, as the case may be. The dividend payment shall be announced to the shareholders in writing and the notice of dividend payment shall be published in a newspaper for at least 3 consecutive days <u>or can be undertaken by electronic means according to the criteria stipulated by the Registrar</u>. No interest shall be imposed against the Company if the dividends payment is made within the period prescribed by law.</p>
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In addition, the authorized director may authorize any person to sign the request, or any document related to the registration of the amendment to the Company's Articles of Association. and take any action relating to the application for registration of the amendment of the Company's Articles of Association with the Department of Business Development Ministry of Commerce, Including having the power to take any action as necessary and in connection with such action as he deems appropriate. and to comply with the law regulations and the interpretation of relevant government agencies Including following the advice or order of the registrar or the official.

Miss Weena Ouppakham asked the shareholders whether anyone wishes to raise any questions before voting, there was no question from the shareholders.

After consideration, the Meeting unanimously resolved as follows:

**RESLOVED:** Approved to amendment of Articles 23, 24, 28, 29, 39 of the Company's Articles of Association to conform to the Public Limited Companies Act (No.4) B.E.2565. In addition, the authorized director may authorize any person to sign the request, or any document related to the registration of the amendment to the Company's Articles of Association. and take any action relating to the application for registration of the amendment of the Company's Articles of Association with the Department of Business Development Ministry of Commerce, Including having the power to take any action as necessary and in connection with such action as he deems appropriate. and to comply with the law regulations and the interpretation of relevant government agencies Including following the advice or order of the registrar or the official as per below votes:



## Agenda 12 Other Business

Miss Weena Ouppakham asked if there were any additional questions by the shareholders.

Mr. Anuchit Nimitkarndee (shareholder) asked that from the SABUY tender AS news at a price of 18.5 and according to Mr. Chukiat's information to the media, Mr. Pramoth will help sell shares for 5% to complete 25% according to the conditions of the sale tender would like to ask: 1. Mr. Pramoth has the intention of wanting this deal to happen, or not, and Mr. Santithorn's intention in dealing tender AS of SABUY? 2. Why do you want this deal to happen? Has AS been worth it? 3. How much confidence do you have that this deal tender can actually happen? Since SABUY requires a lot of capital and there are many conditions to enter into the tender and if this deal doesn't happen How will it affect AS?

Mr. Pramoth Sudjitporn, chairman of the meeting, answered the question that SABUY's tender occurred because SABUY had confidence and foreseen the future growth of AS that AS could be an important force



in bringing both AS's business and AS's business. other under the SABUY group to grow and expand to foreign countries, SABUY decided to invest by purchasing shares of AS from existing shareholders and making a tender offer. The tender offer price of 18.5 baht is derived from the rules of the Stock Exchange, which stipulates that the tender offer maker must offer the highest price ever to acquire the shares prior to making the tender offer. Both SABUY and AS must appoint an independent financial advisor to comment on whether the price and tender offer is appropriate or not. The terms of the tender offer that SABUY has disclosed in the news for this deal will benefit AS, i.e., it will provide the company with a clear shareholder structure. and able to better manage the shareholder structure and do not worry about too much free float in the market and make the company have more partners that can expand the business even more. Including looking for new opportunities from new partners more.

Mr. Anuchit Nimitkarndee (shareholder) asked that according to Mr. Chukiat's comments to the media about AS's revenue growth target after tender, there is a growth target of 100% (approximately 3,000 million baht) in the next. 2 years in the future and the income of 15,000 million baht in the next 3 years is it possible? And if possible, how to do it? And why this revenue goal cannot be done by AS itself without SABUY to help (that's why I want the deal tender to happen)?

Mr. Pramoth Sudjitporn, chairman of the meeting, answered the question that after SABUY acquired shares. and completed the shareholder structure will cause business expansion in the country both domestically and internationally, including AS itself, has a relatively strong cash flow. giving an opportunity to invest in other businesses more interesting.

Mr. Anuchit Nimitkarndee (shareholder) would like to suggest that the executives consider increasing the opportunity for shareholders/investors to meet and ask more executives through hybrid meetings (with onsite) and onsite Oppday releases.

Mr. Pramoth Sudjitporn, chairman of the meeting, answered the question that the Company was pleased and would organize more onsite events for shareholders to have more opportunities to meet executives.

There were no additional questions by the shareholders. The Chairman thanked the shareholders and declared the Meeting closed at 3.43 pm.



(Mr. Pramoth Sudjitporn)  
Chairman of the Meeting