



2023  
40  
YEARS

**GMM**  
GRAMMY

**Invitation to the 2023**

**Annual General Meeting of Shareholders**

**GMM Grammy Public Company Limited**

**Friday, April 28, 2023 at 2.00 p.m.**

**The meeting via electronic media only**

**according to the Emergency Decree on Electronic Meeting B.E. 2563 (2020), the Notification of the Ministry of Digital Economy and Society RE: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (2020) and other related laws and regulations**

**(E-AGM)**

GMM Grammy Public Company Limited kindly requests for shareholders' and/or proxies' cooperation to study the details about procedures for registration of E-AGM, and prepare identity documents, as well as study the procedures for voting and attending the E-AGM or appointing an independent director of the Company to act as your proxy to vote on your behalf.

**Privacy Notice**  
**For the 2023 Annual General Meeting of GMM Grammy Plc. via Electronic Media only (“E-AGM”)**

GMM Grammy Public Company Limited (“Company”) values any personal information of the shareholder(s) and/or proxy (“you”) and acts in compliance with Personal Data Protection Act B.E.2562. The Company would like to inform as follows:

**Data Controller information:** GMM Grammy Public Company Limited: The contacting details are as appear in the invitation for the Company’s E-AGM.

- 1. Personal Data:** The Company needs to collect your personal data information for the purpose of E-AGM arrangement and E-AGM attendance as follows:
  - 1.1. General Personal Data:** Name, Age, Address, Telephone Number, Identification Number, Bank Account, e-mail, Fax number, Shareholder ID, Occupation  
In addition, the Company will also take photograph and carry out video recording during the E-AGM.
- 2. Objectives, Legal basis, and Data Processing:** The Company will process the personal data in accordance with the objectives and legal basis as follows:
  - 2.1. Legal basis**
    - The Company will collect and use your data in item 1.1 for the purpose of calling, arranging, and conducting the E-AGM including verifying your identification and sending any related documents and carrying out any action according to the E-AGM resolutions and the laws as well as carrying out any other activities to comply with the laws and any order of the competent authorities in accordance with Public Limited Companies Act, B. E. 2535( 1992) , Civil and Commercial Code, the Emergency Decree on Electronic Meeting B.E. 2563 (2020) , the Notification of the Ministry of Digital Economy and Society RE: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (2020) and other related laws and regulations.
  - 2.2. Legitimate interest**
    - The Company will collect and use your data in item 1.1 for the purpose of preparing E-AGM minutes, and keeping evidences of your attendance to the E-AGM as well as for any activity as necessary related to the legitimate interest of Company and other person to the extent that it is within your reasonable expectation.
    - The Company will take photograph and record the video during the E-AGM for the use of reporting and publicizing the E-AGM via electronic means and printing. You may appear in the photograph or video recording of the E-AGM but the details of your identity will not be identified.
- 3. Source of Personal Data:** The Company will collect your personal data directly from you and from Thailand Securities Depository Co., Ltd.
- 4. Personal Data Storage:** The Company will keep your personal data so long as necessary for the objectives stated above. However, the Company expects to keep your personal data in item 1.1 for a period of 10 years from the date that the Company receives your data. To comply with their above objectives, upon the lapse of those periods, the Company will destroy your personal data or anonymize such data.
- 5. Right of Data Owner :** Personal data owner has the rights to access and receive the copy of your personal data, to object the collection, use, or disclosure of the data, to correct your personal data, to erase your personal data within the prescribed period, to restrain from using your personal data, to transfer your personal data to other person, and to complain. If you would like to exercise any of your rights, please contact the Company and the Company will consider your request and contact you as soon as possible. If the Company fails to comply with the laws related to personal data protection, you can file a complaint to the Office of the Personal Data Protection Commission.

*-Translation-***March 27, 2023****Subject** : Invitation to the 2023 Annual General Meeting of Shareholders via Electronic Media (E-AGM)**To** : The shareholders of GMM Grammy Public Company Limited**Enclosures**

1. Objectives and rationale of the Board of Directors' opinions to facilitate shareholders' considerations
2. Copy of the Minutes of the 2022 Annual General Meeting of Shareholders convened on April 29, 2022
3. Financial Summary from the Annual Registration Statement / the 2022 Annual Report (Form 56-1 One Report)
4. Profiles of the nominated candidates to replace directors who retired by rotation (4.1 - 4.3)
5. Details of the independent directors proposed as proxy holders (in the event that an independent director is appointed as a proxy holder)
6. The Company's Articles of Association concerning the Shareholders' Meeting
7. Documents and evidence that attendees have to identity proofing before joining the 2023 Annual General Meeting of Shareholders through Electronic Media (E-AGM) and procedure for proxy granting, registration and voting.
8. Procedures chart for Identity proofing and attend the 2023 AGM through Electronic Media (E-AGM)
9. Form for Submitting Question in Advance for the 2023 AGM via Electronic Media (E-AGM)
10. QR Code Downloading Procedures for Documents of the 2023 E-AGM and the Annual Registration Statement /the 2022 Annual Report (Form 56-1 One Report)
11. Three types of Proxy Forms (Form A, B, and C), according to the announcement of Department of Business Development Re: Form of Proxy (No. 5) B.E. 2550 and as amended and P.O. Box Envelope in case of returning the form by post (It is recommended to use type B).
12. Registration Form for attending the 2023 Annual General Meeting of Shareholders through Electronic Media (E-AGM)
13. Profiles of the Auditors Nominated as the Auditors of the Company in 2023 (13.1-13.2)
  - Form of the Meeting notification with QR code for downloading meeting documents

The Board of Directors ("the Board") of GMM Grammy Public Company Limited ("the Company") at its Meeting No.1/2023 convened on February 27, 2023, has resolved to invite all shareholders to attend the 2023 Annual General Meeting of Shareholders ("the Meeting") which will be convened on **Friday, April 28, 2023, at 2.00 p.m., via electronic media (E-Meeting / E-AGM) only**, in compliance with the Emergency Decree on Electronic Meeting B.E. 2563 (2020) , the Notification of the

Ministry of Digital Economy and Society RE: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (2020) and other related laws and regulations, to consider the following agenda items:

**Agenda 1 To certify the Minutes of the 2022 Annual General Meeting of Shareholders convened on April 29, 2022.**

**The Board's opinion:** The Board was deemed appropriate to present the minutes of the 2022 Annual General Meeting of Shareholders convened on April 29, 2022, to the Meeting to certify the minutes.

**Agenda 2 To acknowledge the declaration of the 2022 operational results and the Company's Annual Report**

**The Board's opinion:** The Board was deemed appropriate to report the Company's operational results and submit the 2022 Annual Report to the Meeting for acknowledgment.

**Agenda 3 To approve the Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending December 31, 2022.**

**The Board's opinion:** The Board proposed to the Meeting to approve the Company's Statement of Financial Position and the Comprehensive Income Statement for the fiscal year ended December 31, 2022, which were reviewed by the Board and the Audit Committee, and were duly audited and certified by the certified public accountant.

**Agenda 4 To approve the appropriation of the 2022 net profit as statutory reserve fund.**

**The Board's opinion:** The Board proposed to the Meeting to approve the appropriation of net profit as statutory reserve fund at the rate of 5 percent of the net profit the year 2022 ending December 31, 2022 of separate financial statements, totaling Baht 6,819,139, because according to the separate financial statements as of December 31, 2022, the company had a total net profit of Baht 136,382,782. In order to comply Section 116 of Public Company Limited Act, and Clause 38 of the Company's Articles of Association

**Agenda 5 To approve the omission of dividend payment from the 2022 operational results.**

**The Board's opinion:** The Board proposed to the Meeting to approve the omission of dividend payment from the 2022 operational results The company had a net profit of Baht 136 million and retained earnings of Baht 211 million, respectively, in the separate financial statements, in order. This is to allow the company having working capital in the company's business.

**Agenda 6 To approve the appointment of directors in place of those who are due to retire by rotation for the year 2023.**

**The Board's opinion:** The Board (except those 3 retired directors who have conflicts of interest in this agenda) has been carefully scrutinized, cautious to the appropriateness. This is to ensure that the persons nominated for this time are qualified for the Company's business operation. According to the opinion of the Nomination and Remuneration Committee, therefore resolved to proposed to the Meeting to endorse the appointment of directors who are due to retire by rotation namely (1) Mr. Paiboon Damrongchaitham, (2) Miss Boosaba Daorueng, (3) Mr. Phawit

Chitrakorn as the Company's directors for another term. (Profiles of those 3 candidates are described in Enclosure 4.1 - 4.3).

**Agenda 7 To approve the remunerations of the Board of Directors and subcommittees for the year 2023.**

**The Board's opinion:** The Board proposed that the Meeting to approve the Board of Director and Audit Committee's remuneration for the year 2023 at the amount of Baht 6,650,000, which is the same amounts as the previous year, according to the rules and details set forth. No remuneration shall be paid to other sub-committees.

**Agenda 8 To approve the appointment of the auditors and the determination of the audit fee for the year 2023.**

**The Board's opinion:** The Board proposed that the Meeting appoint EY Office Limited as the Company's auditor for the fiscal year ended December 31, 2023, and that any one of the individuals below be responsible for reviewing or audit and provide an opinion on the financial statements of the Company, namely (1) Mr. Khitsada Lerdwana CPA No.4958 or (2) Mrs. Ponnard Paocharoen CPA No.5238. (Profiles of those 2 auditors are described in Enclosure 13.1 - 13.2). In addition, the Meeting is proposed to approve the audit fee of the Company for the year 2023 at the amount of not exceeding Baht 3,053,600, which is the same amount as the previous year.

**Agenda 9 To approve the amendment of the Company's Articles of Association.**

**The Board's opinion:** The Board proposed that the Meeting to approve the amendment of the Articles of Association on article 22, article 29, article 30 and article 37. The statement shall be carried out in accordance with the Public Limited Companies Act (No.4) B.E.2565 (2022) and Notification of the Department of Business Development Re: the advertisement via electronic means B.E.2565 (2022) regarding the amendment of the Company's Articles of Association as follows:

Present Company's Articles of Association	Proposed Amendment to the Company's Articles of Association
<p><b>Article 22.</b> In convening the Board of Directors' Meeting, the Chairman or the assigned person shall send a notice of the meeting to the directors not less than seven (7) days in advance of the meeting date. Except in cases of urgency or for the purpose of reserving the rights or interest of the Company, the notice of the meeting may be sent by other means and be held earlier.</p> <p>The Company may send a summoning notice for a Board of Directors' meeting including its related documents by an electronic mail. In this regard, the person charged with arranging the meeting must keep a copy of the summoning notice and its related documents as evidence, which may be stored in electronic data format.</p>	<p><b>Article 22.</b> In convening the Board of Directors' Meeting, the Chairman or the assigned person shall send a notice of the meeting to the directors not less than <b>the period specified by law</b>. Except in cases of urgency or for the purpose of reserving the rights or interest of the Company, the notice of the meeting may be sent by <b>electronic means or</b> other means and be held earlier.</p> <p>The Company may send a summoning notice for a Board of Directors' meeting including its related documents by an electronic mail. In this regard, the person charged with arranging the meeting must keep a copy of the summoning notice and its related documents as evidence, which may be stored in electronic data format.</p>
<p><b>Article 29.</b> The Board of Directors shall summon a Shareholders' Meeting by sending a notice to the shareholders not less than 7 days before the date of the meeting. The notice shall specify the place, date,</p>	<p><b>Article 29.</b> The Board of Directors shall summon a Shareholders' Meeting by sending a notice to the shareholders not less than 7 days before the date of the meeting. The notice shall specify the place,</p>

Present Company's Articles of Association	Proposed Amendment to the Company's Articles of Association
<p>time and agenda of the meeting and the subject matter to be submitted to the meeting together with appropriate details - specify clearly agenda that to acknowledge, or to approve, or to consider and also compose of the Board of Directors' opinion. Such notice shall be published in a newspaper not less than 3 consecutive days in advance of the date of the meeting date at least 3 days.</p>	<p>date, time and agenda of the meeting and the subject matter to be submitted to the meeting together with appropriate details - specify clearly agenda that to acknowledge, or to approve, or to consider and also compose of the Board of Directors' opinion. Such notice shall be published in a newspaper <b><u>or via electronic means, through the process which shall be in accordance with the applicable laws</u></b>, not less than 3 consecutive days in advance of the date of the meeting date at least 3 days.</p>
<p><b>Article 30.</b> The quorum of a Shareholders' Meeting shall be either not less than 25 shareholders or proxies (if any) presented, or not less than half of the total number of shareholders, and the total number of shares altogether should not less than one-third of the total number of shares sold.</p> <p>Under each Shareholders' Meeting, Board of Directors may determine to have the Shareholders' Meeting through electronic media in accordance with the rules and procedures as prescribed by the related laws.</p> <p>The Shareholder's Meetings through electronic media and the sending of a summoning notice for the Shareholder's Meetings including its related documents shall be conducted under the procedure and period as provided by the laws and Articles of Association or sent by electronic mails, but it will be sent in accordance with the period and advertisement in newspapers as prescribed by the laws and Articles of Association.</p> <p>The Shareholders, who attended the Shareholders' Meeting through electronic media with the same procedures and terms as mentioned above, shall be deemed to be the attendance of the Shareholders' Meeting which can be counted to constitute a quorum for Shareholders' Meeting and shall be deemed to be the legally meeting under the related laws.</p> <p>When 1 hour has elapsed from the appropriated time fixed for any Shareholders' Meeting and the number of shareholders presenting at the Meeting does not constitute a quorum as specified, if such Meeting is a Shareholders' Meeting convened because of a request from shareholders, it shall be extinguished. If it is not convened because of a request from shareholders, it shall be re-convened by sending notice to shareholders not less than 7 days prior to the Meeting. At this later, a quorum as prescribed is not compulsory.</p> <p>The shares held by the Company, are not be counted to constitute a quorum for a Shareholders' Meeting.</p>	<p><b>Article 30.</b> The quorum of a Shareholders' Meeting shall be either not less than 25 shareholders or proxies (if any) presented, or not less than half of the total number of shareholders, and the total number of shares altogether should not less than one-third of the total number of shares sold.</p> <p>Under each Shareholders' Meeting, Board of Directors may determine to have the Shareholders' Meeting through electronic media in accordance with the rules and procedures as prescribed by the related laws.</p> <p>The Shareholder's Meetings through electronic media and the sending of a summoning notice for the Shareholder's Meetings including its related documents shall be conducted under the procedure and period as provided by the laws and Articles of Association or sent by electronic mails, but it will be sent in accordance with the period and advertisement in newspapers <b><u>or via electronic means, through the process which shall be in accordance with the applicable laws</u></b>.</p> <p>The Shareholders, who attended the Shareholders' Meeting through electronic media with the same procedures and terms as mentioned above, shall be deemed to be the attendance of the Shareholders' Meeting which can be counted to constitute a quorum for Shareholders' Meeting and shall be deemed to be the legally meeting under the related laws.</p> <p>When 1 hour has elapsed from the appropriated time fixed for any Shareholders' Meeting and the number of shareholders presenting at the Meeting does not constitute a quorum as specified, if such Meeting is a Shareholders' Meeting convened because of a request from shareholders, it shall be extinguished. If it is not convened because of a request from shareholders, it shall be re-convened by sending notice to shareholders not less than 7 days prior to the Meeting. At this later, a quorum as prescribed is not compulsory.</p> <p>The shares held by the Company, are not be counted to constitute a quorum for a</p>

Present Company's Articles of Association	Proposed Amendment to the Company's Articles of Association
	Shareholders' Meeting.
<p><b>Article 37.</b> Dividends cannot be disbursed from other sources of funds except profits. In the event that the Company has accumulated losses, no dividends will be paid.</p> <p>Dividend payments are equally divided according to the number of shares. Treasury stock will not receive any dividend payments.</p> <p>The Board of Directors may authorize interim dividend payments from time to time when there are reasonable profits to support the move and such decision will be announced at the next shareholders' meeting.</p> <p>Dividend payments should be made within 1 month from an Annual General Meeting or whenever the Board of Directors consents, according to circumstances. The notice has to be made in writing to all shareholders and the notification of impending dividend payments announced in Thai newspapers over 3 consecutive days.</p>	<p><b>Article 37.</b> Dividends cannot be disbursed from other sources of funds except profits. In the event that the Company has accumulated losses, no dividends will be paid.</p> <p>Dividend payments are equally divided according to the number of shares. Treasury stock will not receive any dividend payments.</p> <p>The Board of Directors may authorize interim dividend payments from time to time when there are reasonable profits to support the move and such decision will be announced at the next shareholders' meeting.</p> <p>Dividend payments should be made within 1 month from an Annual General Meeting or whenever the Board of Directors consents, according to circumstances. The notice has to be made in writing to all shareholders and the notification of impending dividend payments announced in Thai newspapers <b><u>or via electronic means, through the process which shall be in accordance with the applicable laws,</u></b> over 3 consecutive days.</p>

In this regard, the person delegated by the Board of Directors who has to register the amendment of the Articles of Association at the Department of the Business Development, Ministry of Commerce, shall be authorized to amend the terms in the Articles of Association in line with the registrar's order.

**Agenda 10**

**Other matters. (if any)**

**The Board's opinion:**

The Board deemed it appropriate to include this agenda so as to comply with the section 105 of the Public Limited Companies Act B.E.2535 (as amended) specifying that shareholders holding shares amounting not less than one-third of the total number of paid-up shares are qualified to ask the Meeting to consider any matter other than those set out in the invitation letter. Additionally, this agenda is also set for shareholders who wish to ask any further questions or provide any other opinions (if any). However, according to the Principles of Corporate Governance of Listed Company issued by Thai Institute of Directors (IOD) and AGM Checklist of Thai Investors Association, it is not recommended to add any other agendas that are not specified in the invitation letter to the Meeting to approve or vote.

In this regard, the Company specifies the names of shareholders for the rights to attend and vote at the 2023 AGM shall be recorded on March 13, 2023 (Record Date). The company would like to invite the shareholders to attend the meeting. via electronic media at the aforementioned date and time at the same time, which the Company will open for registration in the E-AGM system to attend the 2023 Annual General Meeting of Shareholders via electronic media (E-AGM) from 1.00 p.m. on Friday, April 28, 2023 onwards.

The Company recommends Shareholders and/or Proxy holder to study the conditions and methods of registration procedure, including submitting the request form to attend the Annual General Meeting of Shareholders for the year 2023 via electronic media (E-AGM) (according to Enclosure 12) and submit all relevant documents that require to identity proofing for receiving individual link to attend the E-AGM and the system access manual, together with study vote casting procedure as detailed in Enclosure 7. and Enclosure 8.

If any shareholder wishes to grant a proxy to another person instead of attending the Meeting in person to vote on shareholders' behalf. Please fill in the details and sign the Proxy Form A or Form B either. (Enclosure 11) to be complete, foreign shareholders which appoints a custodian in Thailand to be a stock depository and keeper, please use one of the Proxy Form A or Form B or Form C (Custodian). (Enclosure 11) with a 20 baht stamp duty attached. In the event that shareholders are unable to attend the meeting, able to grant a proxy to the Company's independent directors (Enclosure 5) instead of attending the Meeting in person to vote on shareholders' behalf according to the proxy form by sending a proxy that shows the desire to vote (Recommend to use the Proxy Form B (Enclosure 11)). To do so, please complete the Proxy Form B and give all vote instructions, and submit it along with accompanying documents for proxy appointment in the envelope enclosed with the 2023 Notice AGM (No stamp needed) to the Company by April 21, 2023. (Please study the details of documents and evidence that attendees have to identity proofing before joining the 2023 E-AGM through Electronic Media (E-AGM) and procedure for proxy granting, registration and voting (Enclosure 7).

For shareholders to receive the greatest benefit at the Meeting and fully protect the rights as a shareholder, should you have any queries that you would like the Company to clarify on any agenda, you can send the questions prior to the Meeting, please sending Form for Submitting Question in Advance for the 2023 AGM (Enclosure 9) via Electronic Media (E-AGM) to the company secretary via email:[cs@gmmgrammy.com](mailto:cs@gmmgrammy.com) or by placing the completed form in the envelope enclosed with the Notice (No stamp needed) to the Company Secretary, GMM Grammy Public Company Limited, 41st Floor, GMM Grammy Place, Sukhumvit 21 Road (Asoke), Khlongtoeinua, Wattana, Bangkok 10110 within April 21, 2023, or any shareholder who wishes to obtain a hard copy of the Annual Registration Statement /the 2022 Annual Report (Form 56-1 One Report) , please contact **Office of Corporate Secretary**.

To provide the shareholders' convenience in accessing the above information, the entire set of documents related to the Invitation of the 2023 Annual General Meeting of Shareholders, together with the proxy forms and all related documents , including downloading documents on the Company's website ([www.gmmgrammy.com](http://www.gmmgrammy.com)), both in Thai and English, **March 27, 2023, onwards**. The 2022 annual registration statement / Annual Report (Form 56-1 One Report) shall be publicized on the Company's website prior to the meeting date, not less than 21 days.

Yours Faithfully,



(Mr. Paiboon Damrongchaitham)

Chairman of the Board

By resolution of the Board

For information regarding the Shareholders' Meeting, please contact:

Office of Corporate Secretary Tel. (+662) 669 9291 / (+662) 669 9152 Email: [cs@gmmgrammy.com](mailto:cs@gmmgrammy.com)

**Objectives and rationale of the Board of Directors' opinions  
to facilitate shareholders' considerations.**

---

**Agenda 1 To certify the Minutes of the 2022 Annual General Meeting of Shareholders convened on April 29, 2022.**

The Company Secretary had prepared the minutes of the 2021 Annual General Meeting of Shareholders convened on April 29, 2022, which was subsequently considered by the Board, who agreed that the said minutes correctly contained complete information and the resolutions of such meetings. The questions, answers, and clarifications from the Board and the management were also attached to the minutes. Apart from having been delivered to the Stock Exchange of Thailand within 14 days from the date of the meeting, the minutes has also been posted on the Company's website at [www.gmmgrammy.com](http://www.gmmgrammy.com) for the shareholders to acknowledge and check its accuracy within an appropriate period. No shareholder raised an objection or requested an amendment to the minutes. (Please see details in Enclosure 2) Therefore, it was deemed appropriate to present the minutes of the 2022 Annual General Meeting of Shareholders convened on April 29, 2022, to the Meeting to certify the minutes.

**Required Resolution:**

According to the Company's Articles of Association, a resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

.....

**Agenda 2 To acknowledge the declaration of the 2022 operational results and the Company's Annual Report**

The report by the Board and management with respect to the Company's business performance for the year 2022 ended December 31, 2022 has been produced portraying the operational results of the Company during 2022. The Board, having considered and deemed it correct and sufficient, hereby proposes that the Meeting acknowledge the Company's business performance during 2022 and as contained in the Annual Registration Statement /the 2022 Annual Report (Form 56-1 One Report). The shareholders can download from the QR Code appearing on the "Form of the Meeting notification with QR code for downloading meeting documents, which was delivered to the shareholders together with this Invitation Letter.

**Required Resolution:**

This agenda does not require any vote, as this is to inform the Meeting for acknowledgment.

.....

**Agenda 3 To approve the Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending December 31, 2022.**

In accordance with Section 112 of the Public Limited Companies Act B.E.2535 (and as amended), the Company has to prepare the latest Statement of Financial Position and the Income Statement as at the end of the Company's fiscal year, to be presented and approved at the Annual

General Meeting. The Company's Statement of Financial Position and the Comprehensive Income Statement for the year as of December 31, 2022, had been reviewed by the Board and the Audit Committee, having considered and deemed them correct, complete and sufficient pursuant to the generally accepted accounting standards, and was duly audited and certified by auditors from **EY Office Limited**, who is the auditor of the Company. Details from the Statement of Financial Position and the Comprehensive Income Statement as of December 31, 2022 appears in the Annual Registration Statement /the 2021 Annual Report (Form 56-1 One Report) page.176-257, and a printed summary of key financial information from the 2021 Annual Report is also attached to this Invitation Letter (Enclosure 3)

**Required Resolution:**

According to the Company's Articles of Association, a resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

.....

**Agenda 4 To approve the appropriation of the 2022 net profit as statutory reserve fund.**

According to Section 116 of the Public Limited Companies Act B.E.2535 (and as amended) and the Company's Articles of Association, Clause 38 which stated: "The Company has to allocate not less than 5% of annual net profits as statutory reserves, net of accumulated losses (if any), until the value of statutory reserves is not less than 10% of registered capital unless the Company has another rule or regulation that otherwise specifies a higher reserve."

In this regard, according to the resolution of the 2022 Annual General Meeting of Shareholders held on April 29, 2022, to approve the Company Appropriate net profit as legal reserve at the rate of 5% of net profit for the year 2021 ended December 31, 2021 of the separate financial statements. The total amount is Baht 2,165,384.

Due to the company has net profit for the year 2022 separate financial statements ending 31 December 2022 in the total amount of Baht 136,382,782. Therefore, to comply with the law and the Company's Articles of Association, above, the Board of Directors proposed to the shareholders to consider and approve the appropriation of net profit for the year 2022 as a statutory reserve fund, in the totaling Baht 6,819,139 or equal 5 % of the net profit for the year 2022. As a result, the statutory reserve fund as of December 31, 2022 was Baht 8,984,523.

**Required Resolution:**

According to the Company's Articles of Association, a resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

.....

**Agenda 5 To approve the omission of dividend payment from the 2022 operational results.**

The Company has a policy paying the dividends to shareholders at a rate of not less than 40% of the net profit after corporate income tax each year, based upon the separate Company's financial statements. According to Section 115 of the Public Act and the Company's Articles of Association Clause 37 which stated that "Dividends cannot be disbursed from other sources of funds except profits. In the event that the Company has accumulated losses, no dividends will be paid."

From the separate financial statements ending on December 31, 2022, the company had a net profit of Baht 136 million and retained earnings of Baht 211 million, respectively, in the separate financial statements, in order. This is to allow the company having working capital in the company's business. Therefore, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the omission of the dividend payment from the 2022 operating results.

Details comparing the past 3 years for the dividend payments are shown as follows:

Details of dividend payment	The separate financial statements			
	2022	2021	2020	2019
Net Profits/(Loss):Million Baht	136.38	43.31	(1,421.06)	274.39
Retained Earnings/(Deficit):Million Baht	211.05	81.48	(1,417.70)	169.53
Earnings /(Loss) per Share:Baht	0.17	0.05	(1.73)	0.33
<b>Rate of Dividend Payment</b>				
- Interim dividends payment from net profit for the first 6 months of the year 2019 (Baht per share)	-	-	-	0.10
- Interim dividends payment from net profits of December 31, 2019 (baht per share)	-	-	-	0.20
- Annual Dividend Payment (Baht/Share)	None	-	-	0.30
<b>Total Dividends Payment (Baht per Share)</b>				
Number of Shares (Million Share) - new	819.9	819.9	819.9	819.9
Total Dividend Payouts (Million Baht)	-	-	-	245.98
Dividend Payout Ratio (%)	-	-	-	89.8

**Required Resolution:**

According to the Company's Articles of Association, a resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

**Agenda 6 To approve the appointment of directors in place of those who are due to retire by rotation for the year 2023.**

Pursuant to the Public Act and Clause 14 of the Company's Articles of Association, one-third of all directors shall be retired by rotation each year. At this 2023 Annual General Meeting of Shareholders, there are 3 directors (from 9 directors) due to retire by rotation, namely:

Name	Position in the Board	Position in the Sub-Committees
1. Mr. Paiboon Damrongchaitham	Chairman of the Board (Non-Executive Director)	• None
2. Miss Boosaba Daorueng	Vice-Chairman of the Board (Executive Director) (Authorized Director)	• Chairman of the Corporate Governance and Ethics Committee • Chairman of the Risk Management Committee • Chairman of the Group Executive Committee

Name	Position in the Board	Position in the Sub-Committees
3. Mr. Phawit Chittrakorn	Executive Director (Authorized Director)	<ul style="list-style-type: none"> <li>• Member of the Corporate Governance and Ethics Committee</li> <li>• Member of the Group Executive Committee</li> <li>• Member of the Risk Management Committee</li> </ul>

With respect to the Company’s Good Corporate Governance Policy, the shareholders were given the opportunity to nominate the names of qualified persons for being considered to be elected as directors in advance for the 2023 Annual General Meeting of Shareholders via the Company’s website [www.gmmgrammy.com](http://www.gmmgrammy.com), from September 30, 2022, to December 30, 2022. However, no shareholder nominated the qualified persons to the Company.

The Nomination and Remuneration Committee (the “NRC”) at the Meeting No.1/2023 held on February 27, 2023, had deliberately more details on the qualifications of directors in detail, taking into account the individual directors’ qualifications in various aspects based on the best interest of the Company under the policy, criteria and nomination process of the Company (Details appear in the Annual Registration Statement /the 2022 Annual Report (Form 56-1 One Report) under the heading "Corporate Governance> Recruitment and Appointment of the Directors" Page 108-109), and found that all the 3 retired directors, namely (1) Mr. Paiboon Damrongchaitham, (2) Miss Boosaba Daorueng and (3) Mr. Phawit Chittrakorn are fit to work for the Company as the directors for another term because of their qualifications that meets the requirements of the Public Act, have qualifications suitable for the business of the company, their knowledge, abilities, experience, vision, and working performance including their devotion and support to the Company’s business operation in the past years.

Therefore, the Board (except those 3 retired directors who have conflicts of interest in this agenda), considered and scrutinized the suitability of the person who was nominated for this time have qualifications suitable for the business of the company. In accordance with the opinion of the NRC above and agreed with the NRC to propose the Meeting to endorse the appointment of the 3 afore mentioned candidates as the Company’s directors. Their profiles and other supporting information and the qualification of the Company’s independent directors who retired by rotation in Enclosure 4.1 - 4.3.

**Required Resolution:**

A resolution for electing directors can be passed according to the method and procedure as stated in Clause 13 of the Company’s Articles of Association (Enclosure 6) and a resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

.....

*- intentionally left blank -*

**Agenda 7 To approve the remunerations of the Board of Directors and subcommittees for the year 2023.**

Pursuant to Clause 26 of the Company’s Articles of Association that “The Company shall pay the following compensation to the directors: (1) Annual bonus for the position of the Company’s director. (2) Salary, bonus in the case that any director being employed by the Company. (3) Compensation under the business contract between the Company and a director or any compensation in order to acquire the Company’s normal commercial interest.”

For the 2023 Annual General Meeting of Shareholders, the NRC and the Board considered the Board’s remuneration and the Sub-Committees’ remuneration for the year 2023 according to the Company’s the guidelines and procedures by considering various factors in support of their determination, including the scope of responsibilities, contributions, the work performance of the Company’s directors, business expansion, a comparison with other companies in the same industry and similar nature of the business, as well as the report of the 2022 Survey on Directors’ Remuneration of Listed Companies in the Stock Exchange of Thailand conducted by Thai Institution of Directors (IOD). It was apparent that the Company’s Board of Directors’ and Audit Committee’s remuneration was not different from the overall market average rate. Therefore, it was deemed appropriate to propose to the Meeting as the followings:

**1) The Board of Directors and Audit Committee’s Remuneration**

It was deemed appropriate to propose the Meeting to approve the Board of Directors and Audit Committee’s remuneration for the year 2023 as follows:

**1.1) Monetary Remuneration**

It was deemed appropriate to approve the Board of Directors and Audit Committee’s remuneration totaling at the amount of 6,650,000 Baht (Six million six hundred and fifty thousand baht), which is the same amount as the previous year, comprising of the monthly remuneration, the meeting allowance (being paid to a director who attends the meeting only) and annual bonus, as detailed below:

(Unit: Baht/year)

Committee	2023 (Proposed)	2022	2021
The Board of Directors	Total proposed remuneration not exceeding 6,650,000 Baht	Total remuneration not exceeding 6,650,000 Baht	Total remuneration not exceeding 6,650,000 Baht
Audit Committee			

**1.2) Non-Monetary Remuneration / Other Benefits**

- None -

**2) The Board of Directors’ Remuneration Criteria**

- Monthly Remuneration pay to the Board of Directors.

*- intentionally left blank -*

Committee	Position	Monthly Remuneration (baht / person / month)		
		2023 (Proposed)	2022	2021
The Board of Directors	Chairman of the Board	50,000	50,000	50,000
	Independent Director	20,000	20,000	20,000
	Non-Executive Director	20,000	20,000	20,000
	Executive Director *	- None -	- None -	- None -

Remarks: \* The Executive Director receives salary from being an employee of the Company.

- **Meeting Allowance** (Being paid to a director who attends the meeting only)

Committee	Position	Meeting Allowance (baht / person / time)		
		2023 (Proposed)	2022	2021
The Board of Directors	Chairman of the Board	20,000	20,000	20,000
	Independent Director	20,000	20,000	20,000
	Non-Executive Director	20,000	20,000	20,000
	Executive Director *	- None -	- None -	- None -

Remarks: \* The Executive Director receives salary from being an employee of the Company.

- **Annual Bonus**

The 2023 Annual Bonus will be paid from the rest of the remuneration of the Board of Directors and Audit Committee, after deducting the monthly remuneration and meeting allowances paid to the Company's directors and the Audit Committee. The Annual Bonus will be calculated in proportion to the number of attendance at the Board of Directors Meeting of each director. The Chairman of the Board will receive twice of his attendance. Independent Director, Executive Director and Non-Executive Director will receive one time of their attendance. The Chairman of the Nomination and Remuneration Committee is responsible for approving the appropriation of such Annual Bonus.

### 3) The Sub-Committees' Remuneration

It was deemed appropriate to propose the Meeting to approve the Sub-Committees' remuneration which was appointed by the Board as follows:

#### The Audit Committee

The Audit Committee's Remuneration Criteria as follows:

*- intentionally left blank -*

- Monthly Remuneration pay to the Audit Committee.

Committee	Position	Monthly Remuneration (baht / person / month)		
		2023 (Proposed)	2022	2021
The Audit Committee	Chairman of the Audit Committee	30,000	30,000	30,000
	Member of the Audit Committee	10,000	10,000	10,000

- Meeting Allowance (Being paid to a member who attends the meeting only)

Committee	Position	Meeting Allowance (baht/person/time)		
		2023 (Proposed)	2022	2021
The Audit Committee	Chairman of the Audit Committee	20,000	20,000	20,000
	Member of the Audit Committee	20,000	20,000	20,000

- Non-Monetary Remuneration / Other Benefits

- None -

#### Other Sub-Committees

Other sub-committees, namely the Nomination and Remuneration Committee, the Risk Management Committee, the Corporate Governance, and Ethics Committee, and the Group Executive Committee received no remuneration.

#### **The Board of Directors and the Audit Committee's remuneration payment in 2022 (by individuals)**

In 2022, the Company compensated the Board of Directors and the Audit Committee in a total of Baht 6,650,000 (Bath six million six hundred and fifty thousand), which is equal to the amount approved by the 2022 Annual General Meeting of Shareholders. Details on remuneration for each director in 2022 are as follows:

*- intentionally left blank -*

Name	Title	Remuneration for the Board of Directors (BOD)			Remuneration for the Audit Committee (AC)		Non-monetary	Total Remuneration (BOD+AC) 2022 (Baht)
		Meeting Allowance 2022 (Baht)	Monthly Remuneration 2022 (Baht)	Director's annual gratuity 2022 (Baht)	Meeting Allowance 2022 (Baht)	Monthly Remuneration 2022 (Baht)		
1. Mr. Paiboon Damrongchaitham	Chairman	80,000	600,000	666,000	-	-	None	1,346,000
2. Dr. Naris Chaiyasoot	Chairman of the Audit Committee+ Independent Director	80,000	240,000	333,000	80,000	360,000	None	1,093,000
3. Mr. Chanitr Charnchainarong	Member of the Audit Committee+ Independent Director	80,000	240,000	333,000	80,000	120,000	None	853,000
4. Mr. Suvit Mapaisansin	Member of the Audit Committee+ Independent Director	80,000	240,000	333,000	80,000	120,000	None	853,000
5. Mr. Sunyaluck Chaikajornwat	Member of the Audit Committee+ Independent Director	80,000	240,000	333,000	80,000	120,000	None	853,000
6. Miss Suwimon Jhungjotikapisit	Non-Executive Director	80,000	240,000	333,000	-	-	None	653,000
7. Miss Boosaba Daorueng	Director / Executive Director	-	-	333,000	-	-	None	333,000
8. Mr. Phawit Chitrakorn	Director / Executive Director	-	-	333,000	-	-	None	333,000
9. Mr. Fahmai Damrongchaitham	Director / Executive Director	-	-	333,000	-	-	None	333,000
<b>Total Remuneration (Baht)</b>		<b>480,000</b>	<b>1,800,000</b>	<b>3,330,000</b>	<b>320,000</b>	<b>720,000</b>	<b>None</b>	<b>6,650,000</b>

**Required Resolution:**

According to Section 90 of the Public Act, a resolution under this agenda can be passed with a vote of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting.

**Agenda 8 To approve the appointment of the auditors and the determination of the audit fee for the year 2023.**

Pursuant to the Public Act, shareholders are responsible for the appointment of the Company's auditors and its annual audit fee. Under the Notice of the Capital Market Board No. Tor Chor.

75/2561 (No.14) Re: Rules, conditions, and procedures for information disclosure relating to the financial condition and operating results of issuing companies on “Auditor Rotation” whose key points can be summarized as follows: “Listed companies must ensure the rotation of its auditor. In case the auditor has reviewed and/or audited and commented on the financial statements of the Company for seven consecutive accounting periods, whether consecutive or not, the company will be able to appoint the above auditor at least after the end of the next five accounting periods.”

For the 2023 Annual General Meeting of Shareholders, after due consideration by the Board, with a consent from the Audit Committee, it was deemed appropriate to re-elect **EY Office Limited (“EY”)**, the Company’s auditor since 1995 (28 years) and is certified by the Office of Securities and Exchange Commission, as the auditor of the Company for the fiscal year ending December 31, 2023 That was because of their excellent working standard, independence and satisfied performance during the past years. The Meeting was proposed to appoint any one of the individuals below to be responsible for reviewing, audit, and provide an opinion on the financial statements of the Company:

**The Company’s Auditors:**

1. Mr. Khitsada Lerdwana CPA No. 4958 or,  
(certified in the Company’s financial statements in 2021-2022 (2 years))  
(audited the Company’s financial statements in 2013 - 2015, which has been waived for 5 consecutive years)
2. Mrs. Ponnard Paocharoen CPA No. 5238  
(never certify in the Company’s financial statements)

In the event that the aforementioned auditors are unable to perform their duties, EY will replace the person with another auditor from its firm to conduct the audit works and give an opinion on the financial statements of the Company. The auditors who certify the financial statements have no relationship in any circumstances and have neither conflict of interest with the Company and its subsidiaries nor the management, major shareholders or any related persons of the aforementioned. Profiles and related information of the nominated auditors as the auditors of the Company for the year 2023 are delivered to the Company’s shareholders together with this invitation to the 2023 Annual General Meeting of Shareholders according to Enclosure 13.1-13.2.

In addition, EY’s auditor who is the auditor of the subsidiary under the same auditing firm are as follows:

**The Company’s subsidiaries’ Auditors:**

1. Mr. Khitsada Lerdwana CPA No. 4958 or,
2. Mrs. Ponnard Paocharoen CPA No. 5238

In this regard, the company has subsidiaries, both using the same auditor as the Company and using other auditors. The Board of Directors will supervise that the financial statements can be prepared in a timely manner according to the law.

**The Audit Fee**

The Board with the consent from the Audit Committee considered and deemed it appropriate to propose to the Meeting to approve audit fees for the year 2023 of GMM Grammy Plc. At the amount of Baht **3,053,600** (Baht three million fifty-three thousand six hundred), as same as the previous year (This amount excludes additional audit fees which may incur from future business restructuring the

merger or expansion / change of the company's business in the future or the effect of special audit (Change policy / accounting standards)) The Board opined that the amount was appropriate and competitive to those of other audit firms proposed to the Company.

In the previous year, the Company and its affiliates did not receive any other kind of services (Non-audit services) from EY. The audit fee of the Company could be summarized as follows:

(Unit: Baht)

Company	2023 Audit fee (Proposed)	% Change	2022 Audit fee
GMM Grammy Plc.	3,053,600	0%	3,053,600
Non-audit service fee	- None -	-	- None -

**Required Resolution:**

According to the Company's Articles of Association, a resolution under this agenda can be passed with a simple majority vote of the shareholders who attend the meeting and cast the vote.

**Agenda 9 To approve the amendment of the Company's Articles of Association**

The Board of Directors proposed to the 2023 Annual General Meeting of Shareholders to consider and approve the amendment of the Articles of Association on article 22, article 29, article 30 and article 37. The statement shall be carried out in accordance with the Public Limited Companies Act (No.4) B.E.2565 (2022) and Notification of the Department of Business Development Re: the advertisement via electronic means B.E.2565 (2022) regarding the amendment of the Company's Articles of Association as follows:

Present Company's Articles of Association	Proposed Amendment to the Company's Articles of Association
<p><b>Article 22.</b> In convening the Board of Directors' Meeting, the Chairman or the assigned person shall send a notice of the meeting to the directors not less than seven (7) days in advance of the meeting date. Except in cases of urgency or for the purpose of reserving the rights or interest of the Company, the notice of the meeting may be sent by other means and be held earlier.</p> <p>The Company may send a summoning notice for a Board of Directors' meeting including its related documents by an electronic mail. In this regard, the person charged with arranging the meeting must keep a copy of the summoning notice and its related documents as evidence, which may be stored in electronic data format.</p>	<p><b>Article 22.</b> In convening the Board of Directors' Meeting, the Chairman or the assigned person shall send a notice of the meeting to the directors not less than <b>the period specified by law</b>. Except in cases of urgency or for the purpose of reserving the rights or interest of the Company, the notice of the meeting may be sent by <b>electronic means or</b> other means and be held earlier.</p> <p>The Company may send a summoning notice for a Board of Directors' meeting including its related documents by an electronic mail. In this regard, the person charged with arranging the meeting must keep a copy of the summoning notice and its related documents as evidence, which may be stored in electronic data format.</p>
<p><b>Article 29.</b> The Board of Directors shall summon a Shareholders' Meeting by sending a notice to the shareholders not less than 7 days before the date of the meeting. The notice shall specify the place, date, time and agenda of the meeting and the subject matter to be submitted to the meeting together with appropriate details - specify clearly agenda that to</p>	<p><b>Article 29.</b> The Board of Directors shall summon a Shareholders' Meeting by sending a notice to the shareholders not less than 7 days before the date of the meeting. The notice shall specify the place, date, time and agenda of the meeting and the subject matter to be submitted to the meeting together with appropriate details - specify clearly</p>

Present Company's Articles of Association	Proposed Amendment to the Company's Articles of Association
<p>acknowledge, or to approve, or to consider and also compose of the Board of Directors' opinion. Such notice shall be published in a newspaper not less than 3 consecutive days in advance of the date of the meeting date at least 3 days.</p>	<p>agenda that to acknowledge, or to approve, or to consider and also compose of the Board of Directors' opinion. Such notice shall be published in a newspaper <u>or via electronic means, through the process which shall be in accordance with the applicable laws</u>, not less than 3 consecutive days in advance of the date of the meeting date at least 3 days.</p>
<p><b>Article 30.</b> The quorum of a Shareholders' Meeting shall be either not less than 25 shareholders or proxies (if any) presented, or not less than half of the total number of shareholders, and the total number of shares altogether should not less than one-third of the total number of shares sold.</p> <p>Under each Shareholders' Meeting, Board of Directors may determine to have the Shareholders' Meeting through electronic media in accordance with the rules and procedures as prescribed by the related laws.</p> <p>The Shareholder's Meetings through electronic media and the sending of a summoning notice for the Shareholder's Meetings including its related documents shall be conducted under the procedure and period as provided by the laws and Articles of Association or sent by electronic mails, but it will be sent in accordance with the period and advertisement in newspapers as prescribed by the laws and Articles of Association.</p> <p>The Shareholders, who attended the Shareholders' Meeting through electronic media with the same procedures and terms as mentioned above, shall be deemed to be the attendance of the Shareholders' Meeting which can be counted to constitute a quorum for Shareholders' Meeting and shall be deemed to be the legally meeting under the related laws.</p> <p>When 1 hour has elapsed from the appropriated time fixed for any Shareholders' Meeting and the number of shareholders presenting at the Meeting does not constitute a quorum as specified, if such Meeting is a Shareholders' Meeting convened because of a request from shareholders, it shall be extinguished. If it is not convened because of a request from shareholders, it shall be re-convened by sending notice to shareholders not less than 7 days prior to the Meeting. At this later, a quorum as prescribed is not compulsory.</p> <p>The shares held by the Company, are not be counted to constitute a quorum for a Shareholders' Meeting.</p>	<p><b>Article 30.</b> The quorum of a Shareholders' Meeting shall be either not less than 25 shareholders or proxies (if any) presented, or not less than half of the total number of shareholders, and the total number of shares altogether should not less than one-third of the total number of shares sold.</p> <p>Under each Shareholders' Meeting, Board of Directors may determine to have the Shareholders' Meeting through electronic media in accordance with the rules and procedures as prescribed by the related laws.</p> <p>The Shareholder's Meetings through electronic media and the sending of a summoning notice for the Shareholder's Meetings including its related documents shall be conducted under the procedure and period as provided by the laws and Articles of Association or sent by electronic mails, but it will be sent in accordance with the period and advertisement in newspapers <u>or via electronic means, through the process which shall be in accordance with the applicable laws</u>.</p> <p>The Shareholders, who attended the Shareholders' Meeting through electronic media with the same procedures and terms as mentioned above, shall be deemed to be the attendance of the Shareholders' Meeting which can be counted to constitute a quorum for Shareholders' Meeting and shall be deemed to be the legally meeting under the related laws.</p> <p>When 1 hour has elapsed from the appropriated time fixed for any Shareholders' Meeting and the number of shareholders presenting at the Meeting does not constitute a quorum as specified, if such Meeting is a Shareholders' Meeting convened because of a request from shareholders, it shall be extinguished. If it is not convened because of a request from shareholders, it shall be re-convened by sending notice to shareholders not less than 7 days prior to the Meeting. At this later, a quorum as prescribed is not compulsory.</p> <p>The shares held by the Company, are not be counted to constitute a quorum for a Shareholders' Meeting.</p>
<p><b>Article 37.</b> Dividends cannot be disbursed from other sources of funds except profits. In the event that the</p>	<p><b>Article 37.</b> Dividends cannot be disbursed from other sources of funds except profits. In the event</p>

Present Company's Articles of Association	Proposed Amendment to the Company's Articles of Association
<p>Company has accumulated losses, no dividends will be paid.</p> <p>Dividend payments are equally divided according to the number of shares. Treasury stock will not receive any dividend payments.</p> <p>The Board of Directors may authorize interim dividend payments from time to time when there are reasonable profits to support the move and such decision will be announced at the next shareholders' meeting.</p> <p>Dividend payments should be made within 1 month from an Annual General Meeting or whenever the Board of Directors consents, according to circumstances. The notice has to be made in writing to all shareholders and the notification of impending dividend payments announced in Thai newspapers over 3 consecutive days.</p>	<p>that the Company has accumulated losses, no dividends will be paid.</p> <p>Dividend payments are equally divided according to the number of shares. Treasury stock will not receive any dividend payments.</p> <p>The Board of Directors may authorize interim dividend payments from time to time when there are reasonable profits to support the move and such decision will be announced at the next shareholders' meeting.</p> <p>Dividend payments should be made within 1 month from an Annual General Meeting or whenever the Board of Directors consents, according to circumstances. The notice has to be made in writing to all shareholders and the notification of impending dividend payments announced in Thai newspapers <u>or via electronic means, through the process which shall be in accordance with the applicable laws,</u> over 3 consecutive days.</p>

In this regard, the person delegated by the Board of Directors who has to register the amendment of the Articles of Association at the Department of the Business Development, Ministry of Commerce, shall be authorized to amend the terms in the Articles of Association in line with the registrar's order.

Hence, the amendment of the Articles of Association of the Company, as to be in accordance with Section 31, the first paragraph of the Public Act stating that "under Section 19, the second paragraph, the Company may amend the Articles of Association only when the meeting of shareholders have passed a resolution with the votes of no less than three-quarters of the total votes cast by the shareholders attending the meeting and eligible to vote." The Board was of the opinion to propose this to the 2023 Annual General Meeting of Shareholders for approval.

**Required Resolution:**

According to the Public Act, this resolution requires the votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote.

.....

**Agenda 10 Other matters (If any)**

The Board deemed it appropriate to include this agenda to be in accordance with Section 105 of the Public Act stating that shareholders holding not less than one-third of the total number of shares sold, may request the meeting to consider any matter other than those specified in the meeting notice, and also for shareholders to ask any questions or provide any opinions (if any) and/or so that the Board shall answer or give an explanation to shareholders. Also, in case there were shareholders sent their inquiries or comments in advance.

However, according to the Principles of Corporate Governance of Listed Company issued by Thai Institute of Directors (IOD) and AGM Checklist of Thai Investors Association, it is not recommended to add any other agendas that are not specified in the invitation letter to the Meeting for approval or vote casting.

.....

**Additional Facts on the Meeting Agenda**

In order to comply with the Company's Good Corporate Governance Policy, the Company has invited all shareholders to propose agenda for the 2023 Annual General Meeting of Shareholders via the Company's website at [www.gmmgrammy.com](http://www.gmmgrammy.com) from September 30, 2022 to December 30, 2022. However, there was no shareholder propose any agenda to the Company. The Board, therefore, deemed it appropriate to set the agendas for the 2023 Annual General Meeting of Shareholders as appears in this Invitation Letter.

*-Translation-*

GMM Grammy Public Company Limited  
Minutes of the 2022 Annual General Meeting of Shareholders

The AGM via Electronic Media (E-AGM)

On Friday, April 29, 2022 at 2.00 p.m.

Broadcasting live from the meeting room, 21<sup>st</sup> Floor, GMM Grammy Place Building  
50 Sukhumvit 21 Road (Asoke), Khlongtoeinua, Wattana, Bangkok.

---

Mr. Paiboon Damrongchaitham, Chairman of the Company, appointed Ms. Boosaba Daorueng, Vice Chairman of the Board of Directors to presided as the Chairman of the Meeting (the "Chairman"). The Chairman delegated the role to Mrs. Somsuda Ruampumsuk, the Company Secretary, to conduct the Meeting (the "Conductor").

Quorum Announcement

The Conductor announced the statistic of the 2022 Annual General Meeting (the "Meeting") of GMM Grammy Public Company Limited (the "Company") that there were total of 5 shareholders attending in person, representing 6,167,848 shares, and 700 by proxies, representing 582,009,965 shares. The total number of attendants who were shareholders and proxy holders were equal to 705 persons, representing 588,177,813 shares or 71.7334% of total 819,949,729 subscribed shares. The quorum was thereby constituted according to the Company's Articles of Association.

Meeting Commencement

After explaining the quorum of the meeting, the Conductor invited the Chairman to welcome all shareholders and declared the commencement of the 2022 Annual General Meeting of Shareholders of GMM Grammy Public Company Limited ("the Company" , "Grammy").

The Chairman stated that welcomed all shareholders and proxies to the 2022 Annual General Meeting of Shareholders and opened the meeting. The Chairman then continued that with concern for the health of the attendees, Due to the outbreak of the 2019 coronavirus ("COVID-19") epidemic situation across many areas in Thailand at present, the government has asked for cooperation from the private sector to be cautious about organizing activities that involve large in-person gatherings as well as to consider arranging online meetings to reduce the spread of COVID-19. The Company has been closely monitoring the situation with the deepest concern for the safety of the meeting attendees and its staff and is set to strictly adhere to the government's measures to prevent and reduce the spread of COVID-19 as mentioned. Therefore, to reduce the risk of disease spreading in the most controlled areas. Which has a large number of attendees and the opportunity to communicate easily from the meeting venue.

In this regard, the Board of Director's Meeting No.1/2022 on February 25, 2022 has resolved to invite all shareholders to attend the 2022 Annual General Meeting of Shareholders ("the Meeting") which will be convened on Friday, April 29, 2022, at 2.00 p.m., via electronic media (E-Meeting / E-AGM) only, in compliance with the

Emergency Decree on Electronic Meeting B.E. 2563 (2020) , according to the announcement of the Ministry of Digital Economy and Society on Security Standards of Electronic Conferences B.E. 2563 (2020) and other related laws and regulations.

In this the 2022 Annual General Meeting of Shareholders, it was a form of meeting through the E-AGM system, which the Company assigned OJ International Co., Ltd., which is the system service, which has been self-evaluated with the Electronic Transactions Development Agency ("ETDA") by providing registration services and processing the vote counting system in the meeting. At the same time, the Company delivered the E-AGM Operation Manual to the shareholders and proxies attending the meeting at this time had been informed in advance.

The Company concern the privacy of the information of the shareholders and the proxies and to comply with Thailand Personal Data Protection Act 2019, the Company has announced the personal data protection for the 2022 Annual General Meeting. Once again, the Company would like to inform you that the Company will take photographs and record the video during the AGM for the use of reporting and publicizing the AGM via electronic means and printing. You may appear in the picture or video recording of the AGM, but the details of your identity will not be identified, including the company has asked for consent to disclose the names-surnames of shareholders or proxies who have asked questions, directors, executives, auditors who attended the meeting and answered questions of shareholders in the minutes of the meeting.

The Company was well aware of the importance of Good Corporate Governance Policy, and provided strong support to maintain greater transparency and confidence to shareholders, investors, and all stakeholders. In organizing the Annual General Meeting of Shareholders, the Company considers the rights and equitable treatment of shareholders; therefore, the Company had invited all shareholders to nominate qualified persons to stand for the election as a Company's director as well as to propose agenda for the Meeting in advance on the Company's website [www.gmmgrammy.com](http://www.gmmgrammy.com) from September 30, 2021 to December 30, 2021. However, there was neither proposals of director candidates nor agenda submitted to the Company

For the shareholders' convenience in accessing the information and considering the agenda and related documents, the Company had disclosed the entire set of documents related to the invitation to the 2022 Annual General Meeting of Shareholders, auditor's report & financial statements, and all related attachments both in Thai and in English on the Company's website, not less than 30 days prior to the Meeting, that was from March 28, 2022 onwards. For the 2021 Annual Report both in Thai and in English on the Company's website, the company disclosed the not less than 30 days prior to the Meeting, that was from March 28, 2022 onwards.

The Chairman then introduced the directors, members of the sub-committees, management of the Company, auditors, Financial Advisor and Legal Advisor who attended the Meeting via Electronic Media (Used Application Zoom Conference) as follows:

**Directors attending the Meeting** (9 persons as of 100% of all directors) **as follows:**

1. Mr. Paiboon Damrongchaitham                      Chairman/ Chairman of Advisory Board

- |    |                               |   |
|----|-------------------------------|---|
| 2. | Dr. Naris Chaiyasoot          | Chairman of the Audit Committee/<br>Chairman of the Nomination and Remuneration Committee/<br>Independent Director  |
| 3. | Miss Boosaba Daorueng         | Vice Chairman/ Chairman of the Risk Management<br>Committee/ Chairman of the Corporate Governance and<br>Ethics Committee/ Chairman of the Group Executive<br>Committee/Director (Authorized Director) /<br>Group Chief Executive Officer |
| 4. | Mr. Suvit Mapaisansin         | Independent Director / Member of the Audit Committee/<br>Member of the Nomination and Remuneration Committee/<br>Member of the Corporate Governance and Ethics Committee  |
| 5. | Mr. Chanitr Charnchainarong   | Independent Director/ Member of the Audit Committee   |
| 6. | Mr. Sunyaluck Chaikajornwat   | Independent Director/ Member of the Audit Committee/<br>Member of the Corporate Governance and Ethics Committee   |
| 7. | Miss Suwimon Jhungjotikapisit | Director (Authorized Director)/<br>Member of the Nomination and Remuneration Committee/<br>Company Advisor  |
| 8. | Mr. Phawit Chitrakorn         | Director (Authorized Director)/<br>Member of the Risk Management Committee/<br>Member of the Corporate Governance and Ethics Committee/<br>Member of the Group Executive Committee/<br>Chief Executive Officer – GMM Music                |
| 9. | Mr. Fahmai Damrongchaitham    | Director (Authorized Director)/<br>Member of the Risk Management Committee/<br>Member of the Group Executive Committee/<br>Chief Strategic Officer-Music 1  |

**Management attending the Meeting (1 persons) as follows:**

- |    |                            |   |
|----|----------------------------|---|
| 1. | Mr. Korlarp Suwacharangkul | Chief Executive Officer / O-Shopping Co.,Ltd.   |
| 2. | Miss Chonlaya Promsri      | Chief Financial Officer/<br>Member of the Risk Management Committee/<br>Member of the Group Executive Committee |

**Absent management, (1 persons) as follows:**

- |    |                          |   |
|----|--------------------------|---|
| 1. | Mr. Sompohb Budspawanich | Chief Strategic Officer-Music 2<br>Member of the Risk Management Committee/ |
|----|--------------------------|---|

**Auditors of EY Office Co., Ltd. (2 persons)**

- |    |                              |                   |
|----|------------------------------|-------------------|
| 1. | Mr. Khitsada Lerdwan         | Auditor           |
| 2. | Miss Patcharee Tantipitakkul | Assistant Auditor |

In the Meeting, Miss Patcharee Tantipitakkul as an “Inspector” being a witness of the vote counting process and to ensure that the meeting proceeded in accordance with the laws and the Company’s Articles of Association.

In addition, the Chairman welcomed Shareholder rights volunteer which is a proxy from Thai Investors Association who attended this meeting

Thereafter, the Chairman allowed the Conductor to proceed the meeting.

Prior to proceeding the meeting agenda, the Conductor invited shareholders and proxy holders to acknowledge the QR Code Downloading Procedures for supporting documents for the 2022 Annual General Meeting of Shareholders and the 2021 Annual Report with details as according to the steps shown in the Notice of the 2022 Annual General Meeting of Shareholders according to Enclosure 10. The Company has sent to the shareholders.

The Conductor invited shareholders and proxy holders to acknowledge the voting and counting processes to be the resolution of the 2022 Annual General Meeting of Shareholders via electronic media, with details as follows:

*1. According to Section 107(1) of the Public Company Act and Clause 31(1) of the Company’s Articles of Association, in general case, the resolution shall be passed by the majority votes of the total number of votes of shareholders who attend the meeting and have the right to vote whereby one share shall have one vote, and in the case of equality of votes, the Chairman shall be entitled to a final casting vote.*

*2. E-Voting for Electronic Conferencing can be performed as follows*

*1) Go to the E-Voting window to vote "Agree", "Disagree" or "Abstain" for each agenda within the specified time, (For the agenda for acknowledge will not be able to vote) when the voting is selected, the system will display a pop-up ("pop-up") asking one more time, confirm voting or not, press "OK" to confirm voting.*

*2) In the event that a shareholder wants to change the voting You can do this by clicking on the new score again, but if that time voting has been closed, shareholders will not be able to vote, or change the vote.*

*For attendees who attended the meeting via your mobile device or tablet (“Tablet”), you are requested to switch the Zoom application to the Google Chrome web browser (“Chrome”) to vote on the E-Voting menu.*

*3) When voting is complete return to Zoom’s E-meeting window to continue viewing the video and audio of the meeting.*

*4) The system will collect votes from shareholders who vote via E-Voting system and shareholders who vote in advance according to the proxy document.*

*However, if the shareholders' meeting at that time is an E-Voting, where no ballots are printed. Therefore, in the agenda for the election of directors, the ballots as specified in the annual general meeting quality assessment form cannot be collected., to be in line with the quality assessment project of the annual general meeting of shareholders or AGM Checklist of the Thai Investors Association. The shareholders are requested to vote for each director. The Conductor will call the name of the person nominated for appointment as a director individually.*

3. Each shareholder is permitted to have only one proxy attending and voting at the meeting. Having multiple proxies holding shares and separately casting votes is not permitted.

4. In the case where the proxy holder represents the shareholder by proxy, it shall be deemed that the proxy holder have the number of votes equivalent to the total number of shares held by the shareholder who granted the proxy. Therefore, in such case, the number of votes given in the proxy for each agenda shall be counted as the votes for the resolution.

5. Votes casted by those holding Proxy Forms "A" and "B" cannot be split for each agenda article. Votes casted by those holding Proxy Form "C" can be split, and are only granted to foreign shareholders who have appointed a custodian in Thailand to manage their shares.

6. To count the votes for each agenda, the "disagree" and "abstain" ballot is deducted from total shares of shareholders and proxy holders attending the meeting and pertain the right to vote. The result of each agenda would be announced in the meeting.

In case of no shareholder casting Disagree or Abstain (depending on each case), it is considered that the meeting unanimously resolved to approve any matter as proposed.

The vote counting process which would be conducted by computer system as follows:

- Step 1: Total shares of shareholders and proxy holders attending the meeting will be recorded as "Agree" votes.
- Step 2: The votes of "Disagree" and "Abstain" will be deducted according to the proxy authorization.
- Step 3: The votes of "Disagree" and "Abstain" will be deducted from voting through the E-Voting system.

The Conductor then summarized the result of each agenda.

7. To keep the meeting concise and efficient for all attendees, any shareholders and proxies who have questions to raise hands and requested, can be done in 2 ways: 1) type a comment or question in the ZOOM's "Chat" menu or 2) go to the Zoom Participant menu and press the Raise Hand button, then open the microphone to comment or ask by the conversation. All the questions and suggestions should be concise and related to each agendas, Shareholders or proxies wish to ask or suggests on other topics not related to the agenda, to submit in agenda 9 or submit to the management executives at the end of the meeting.

Then the conductor proposed agenda as follows:

<b>Agenda 1</b> To certify the Minutes of the 2021 Annual General Meeting of Shareholders convened on April 30, 2021.
---

The Conductor invited the Chairman to announce to the Meeting. The Chairman stated that the 2021 Annual General Meeting of Shareholders, which convened on April 30, 2021, had been accurately recorded details on votes, resolutions in each agenda, including questions and answers inquired during the meeting. The Chairman proposed the Meeting to consider and certify the said minutes which had been published on the Company's website and there was no protest or amendment by the shareholders.

The Chairman asked the Meeting whether the shareholder or proxies had any questions or comments to the Minutes of the 2021 Annual General Meeting of Shareholders. There was no question or comment. Thereafter, the Chairman requested the Meeting to cast their votes on this agenda.

The Meeting considered the matter and casted the votes. The Meeting certified the 2021 Annual General Meeting of Shareholders by majority votes of the shareholders attending the Meeting and casted their votes as below: (Closing vote at 2.21 p.m.)

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	588,177,685	100.0000
Disagreed	0	0.0000
Voided Ballot	0	0.0000
Total	588,177,685	100.0000
Abstained	128	-

**Agenda 2 To acknowledge the declaration of the 2021 operational results and the Company's Annual Report**

The Conductor invited the Chairman to announce to the meeting.

The Chairman announced the operating performance of the Company, in 2021, the Company have proven to be resilient and remain the leader in music and media content production industry and have also grown our business by expanding into new businesses and strengthening the business structure in the digital transformation era. With the effort and the support of various business partners to enhance the company's business structure, we are able to become more robust and sustainable. which can be summarized as follows:

- As for the music business, our core business, the company has implemented strategies that respond to the current situations. Even though this year, the company's concerts and festivals could not be held, the digital music business continues to grow well and remains the top driver of the total revenue.
- As for the movie business, it was able to recover from the Covid-19 pandemic situation. And rebounded to earn box office again, which has received favorable responses from audiences, along with revenues from streaming media remains at a good level.
- Home shopping business was also affected by the pandemic situation but still maintains a good customer base by expanding distribution channels with an opportunity to return to strong growth in the near future visible.
- In terms of joint ventures business investment this year, The One Enterprise Public Company Limited or ONEE, which operates a content production business, has been listed on the Stock Exchange of Thailand, launching its IPO in the past November. Furthermore, the Company has co-invested with YG Entertainment Inc., the leader in producing idol artists from Korea to create world-class quality idol artists in the future under YGMM Company Limited.

- Overall performance in 2021 has improved, with higher margins and higher profits.
- In 2022, amidst the COVID-19 situation, the Company determined to operate its business through this crisis for best possible results.

Overview of important events that occurred in the year 2021 can be summarized as follows:

- In March, 2021, O Shopping Co., Ltd. a subsidiary of the Company, and Rojukiss International Public Company Limited (“KISS”), established a joint venture company under the name O2 Kiss Co., Ltd with the objective to operate procurement, selling wholesale and/or retail, marketing and sales promotion for cosmetic products, cosmeceuticals and food supplement, with the registered capital of THB 50 million, where O Shopping Co., Ltd hold a 60% stake.
- In April, 2021, the Company and YG Entertainment Inc. (“YG”), which specialize in Idol artist development, and also a listed company in Korea Exchange (Korea Exchange: KRX), established a joint venture company under the name YGMM Co., Ltd, with the registered capital of THB 200 million where the Company hold a 51% stake.
- In June, 2021, the Company exercised the rights to purchase 59,940,000 shares of Rojukiss International Public Company or equivalent to 9.99% of KISS's total shares at KISS's initial public offering price of THB 9 per share as agreed upon, with a total value of approximately THB 539.80 million on June 10, 2021.
- In October, 2021, A group of shareholders of the Company, who are members of the Damrongchaitham family, has changed their shareholding in the Company by transferring all of their Company's shares in Fah Damrongchaitham Co., Ltd, which is a holding company incorporated by said group of shareholders to restructure the Damrongchaitham family's shareholding structure to support the family's business governance in the long term. As a result of the transfer, Fah Damrongchaitham Co., Ltd. has a shareholding of 52.05% of the total voting rights of the Company and has become major shareholder of the Company.
- In November 2021, the One Enterprise Public Company Limited (“ONEE”) has received full payment of the additional capital and then registered the increase of its issued and paid-up share capital from THB 3,810 million (1,905,000,000 ordinary shares with a par value of THB 2 per share) to THB 4,762.5 million (2,381,250,000 ordinary share with a par value of THB 2 per share) and has also registered with the Ministry of Commerce. The increase in registered share capital of joint venture resulted in a decrease in the Company's interest in joint venture from 31.27% to 25.02%. The Stock Exchange of Thailand approved the ONE Enterprise Public Company Limited's ordinary shares as listed securities, with trading permitted on November 5, 2021.

This being that the current shareholding structure and business operations of the Company are considered full circle one stop “Entertainment” business. Comprising of the music business, which is the company's main

business and related businesses which are home shopping, satellite box distribution, and movie business. •

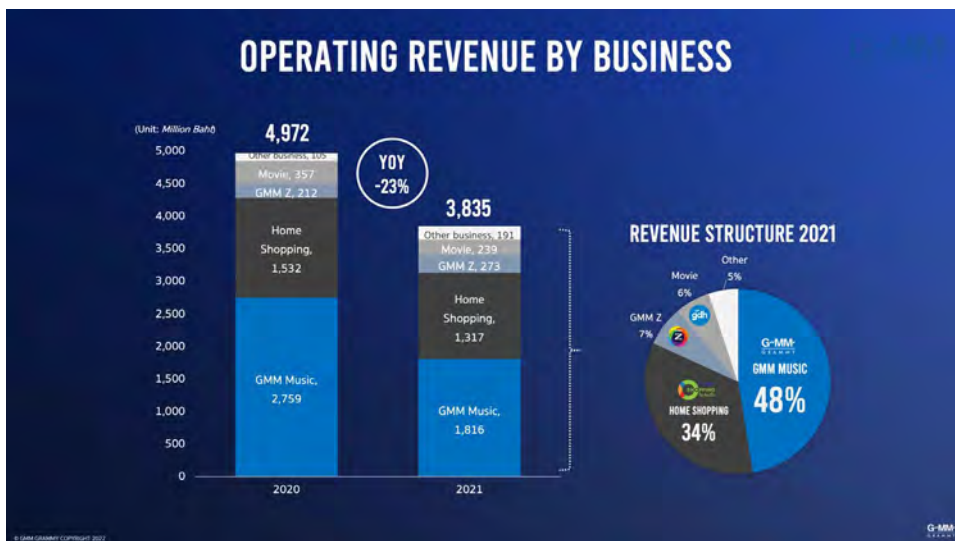
At present, the Company’s joint venture consists of The One Enterprise Public Company Limited, O2 Kiss Co., Ltd., and YGMM Co., Ltd



In the year 2021, the Company had total operating revenue of THB 3,835 million, a decrease of 23% from the previous year. However, there is a higher profit margin.

The Company's revenue structure in 2021 can be classified as follows:

- Music business 48%
- Home shopping business 34%
- Other businesses, including movies and other various segments, accounting for 18%



Besides giving the importance to the opportunity and business strategy. The company still gives importance to human resource development which is the most important foundation of the company. By focusing on the development of human resources to support the rapidly changing technology and trend of the world. In addition, the Company gave priority to good corporate governance plans in order to be awarded with the evaluation

in Corporate Governance of Listed Companies by the Thai Institute of Directors Association (IOD), which the Company got the highest rating, "Excellent" for 11 years consecutively. The Company hopes that this will help develop the organization to be create sustainable good returns for shareholders.

And to ensure that the Company have policies to stipulate responsibility, regulations and provision for appropriate action. The Company has intention and commitment to oppose and prevent corruption while running normal business. Although, the company has not signed a declaration on CAC yet, but the Company practices anti-corruption for explicitly guideline to run businesses and sustainably develop to good corporate governance.

In 2021, there were no reports of corrupt activities by the Company and/or the affiliated companies.

Subsequently, the Chairman assigned Mr. Phawit Chitrakorn, Chief Executive Officer of GMM Music ("Mr. Phawit"), to present GMM Music's performance in 2021 as well as the business outlook for 2022. Followed by Miss Chonlaya Promsri, Chief Financial Officer ("Miss Chonlaya"), to report the operating results and the management discussion and analysis (MD&A) for the year 2021.

**GMM Music Business Group** Mr. Phawit Chitrakorn, Chief Executive Officer of GMM Music, has clarified the overview of the music industry in the past year\ including the direction of future business operations in summary as follows: -

Mr. Phawit asserted that as all shareholders understand that the past 3 years has been a difficult time for everyone due to COVID-19 pandemic situation which has affected every Business Group in the Industrial Market of Thailand as well as the Company's Music Business. Nonetheless, today it will be presented to all shareholders as to how the Company handled and resolved the crisis of late and the future directions that the Company has planned to progress the business, in the following details.



- 2 years prior to the crisis of COVID-19, that is in 2019 The Company's revenue stood at approximately THB 3,797 million, following which the Company must cooperate with the government's measures to resolve the COVID-19 crisis. The Company complied with COVID-19 control measures in which the Company had to suspend all concert events, festivals, artists engagement and management, together with halting karaoke and

music school businesses for about 6 months resulting in decreased income for the Company in fiscal Year 2020 diminishing revenues by as much as 30% (THB 2,660 million)

Wherein the year 2021, the Company continued to cooperate with the government to resolve the COVID-19 crisis for all 12 months, which made the company cease doing the same type of business as mentioned above likewise. Loss of revenue was not caused by the recession but caused mainly by the service discontinuance according to government regulations. As a result, GMM Music's total revenue has decreased by about 32%, with income of approximately THB 1,805 million. In addition to the COVID crisis, there were many other problems in the country, such as the issue of vaccines allocations, public rally problems, etc., all of which also directly affected the source of income.

- Revenue from 4 core businesses, namely Digital Music business, in which revenue grew by 12%. The remaining businesses, namely Artist Management & Sponsorship business, revenue decreased by 52%, Digital Management Publishing business revenue decreased by 14% and Showbiz Concert & Festival business revenue decreased by 100%. All due directly to government's control measure to solve the COVID-19 crisis, details are shown in the illustrations below



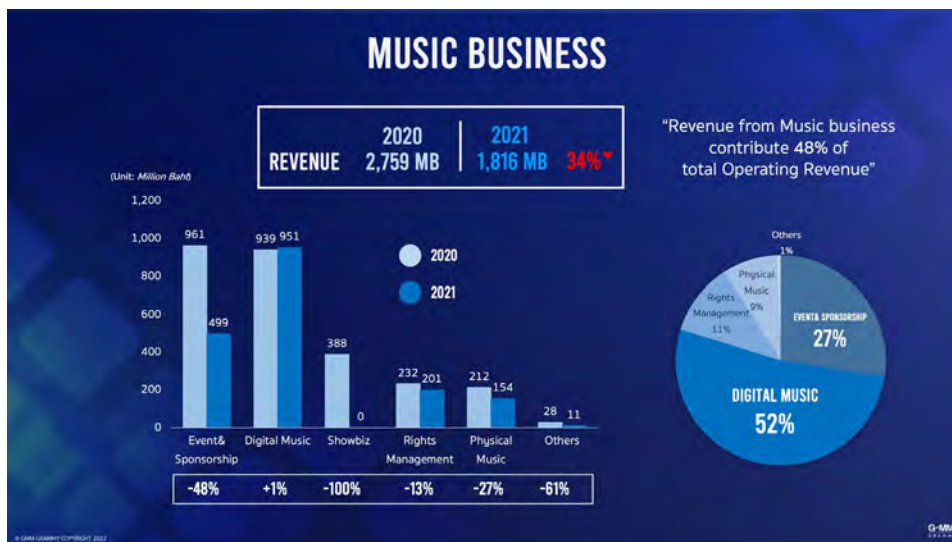
Nevertheless, the Company is positive that the government's control measures are not 'disruption' and is certain that when there are easing measures to reopen the nation and the government implements relief measures, the core businesses that previously stopped providing services will resume and recover their revenues, in which the Company continues to prepare long-term plans to move towards a new approach in the Company's business operations.

In 2021, the Company continued to produce quality content with great success as the video presentation revealed to the shareholders in the meeting room.

Innovative directions and new things that will take place in the future of the Company's business operations are 7 new things being implemented which the Company has presented to shareholders through video viewing as follows:

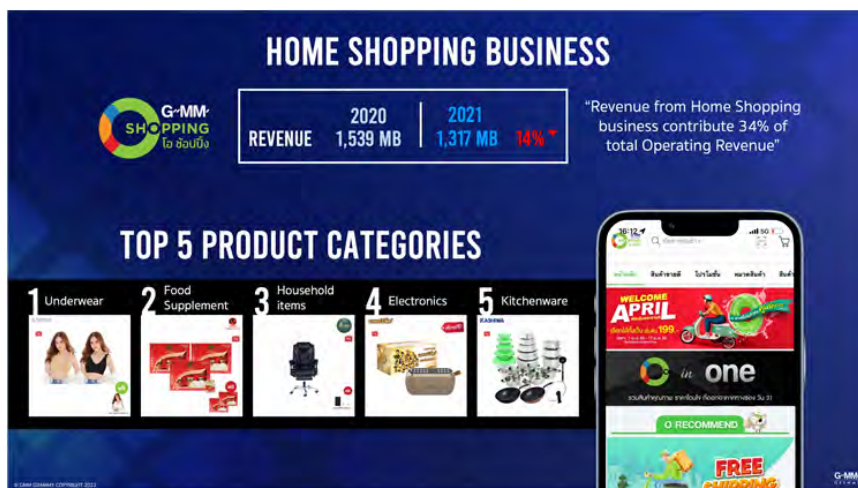
- 1) New Artist: 70 new artists, over 400 songs.
- 2) New Platform launch with Application "Plern" which is an application for listeners. Having highly positive feedback from interested audience that within 6 months, the downloads count reached 2 million hits.
- 3) New Showbiz has an operation plan to expand the festival business to cover all regions across the country and expand the festival into a new segment as lifestyle and organize indoor concert with the form of a theme.
- 4) New Digital Asset: The Company will use the existing assets of the Company to be presented in a new format as Music NFTs
- 5) New Service in the form of providing a complete Music Solutions Service.
- 6) New Channel continues to distribute products in the form of Thumb drive Vinyl in more advanced channels as well.
- 7) New Joint Venture: a joint venture with YG Entertainment to develop new idol artists

Miss Chonlaya Promsri, Chief Financial Officer ("Miss Chonlaya"), to report the operating results and the management discussion and analysis (MD&A) for the year 2021 as follows :

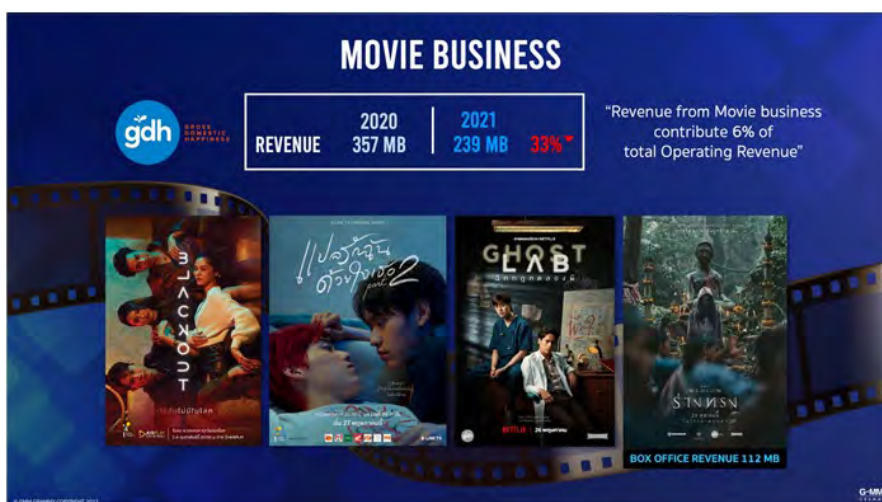


- GMM Music reports a total revenue of THB 1,816 million, a decrease of 34% YoY from THB 2,759 million from the income of each businesses consisting of:
  1. Revenue from Event & Sponsorship amounted to THB 499 million or approximately 27% of total music business revenue, decreased from 2020 by 48% YoY from THB 961 million.
  2. Revenue from Digital music business amounted to THB 951 million or approximately 52% of total music business revenue, increased by 1% YoY from THB 939 million.

3. Revenue from Showbiz business, amounted to zero since in 2021 the business was unable to operate due to the measures imposed by the government to prevent the spread of COVID-19.
4. Revenue from Rights Management business, amounted to THB 201 million or approximately 11% of total music business revenue, decreased by 13% YoY from THB 232 million.
5. Revenue from Physical Music business amounted to THB 154 million or approximately 9% of total music revenue, decreased by 27% YoY from THB 212 million.
6. Revenue from other business units amounted to THB 11 million or approximately 1% of total music business revenue, decreased by 61% YoY from THB 28 million.



- **Home Shopping business** (operated by O-Shopping) sales of products on both satellite TV and digital TV platform. In 2021, the revenue from O-Shopping amounted to THB 1,317 million or approximately 34% of total operating revenue, decreased by 14% YoY from THB 1,539 million. The decrease of consumer’s overall purchasing power caused by the rise in employment, as an effect of wave 2 and wave 3 of COVID-19 pandemic. Consumers had cut back their spending and intense competition in the home shopping industry also impacted O- Shopping revenue as compared to previous year. However, O-Shopping adapted their business strategies from selecting the best quality product with reasonable price and developing its distribution strategy towards media commerce and social commerce as well as online channels from 2022 onwards. In 2021, the best seller’s product includes underwear, food supplements, household items, electronics and kitchenware.



- **The Movie Business** (operated by GDH559) revenue amounted to THB 239 million or approximately 6% of total operating revenue. The revenue from movie business decreased by 33% YoY from THB 357 million. The decrease in revenue resulted from wave 2 and wave 3 of COVID-19, the cinema was unable to operate normally, which has caused GDH559 to adjust its business plan.

In the beginning of 2021, “GHOST LAB” movie was premiered worldwide on NETFLIX. The movie was on the top twitter trends in Thailand (#1) and has reached Number 1 spot on Netflix Thailand chart on the following day.

In the same year, “The Medium” was premiered in cinemas, a horror movie directed by “Tong - Banjong Pisanthanakun” and a South Korean film maker “Na Hong-jin”. “The Medium” box office revenue was THB 112.19 million. It was also the highest grossing Thai movie in Korea with approximately USD 7.3 million box office revenue. In addition, “The Medium” received the “Best of Bucheon” awards in Bucheon Choice from the 25th Bucheon International Fantastic Film Festival (BIFAN) in South Korea and “The Best Film in Jury (Premio Blogos de Oro a la Mejor Pelicula)” from the 32ndSan Sebastian Horror and Fantasy Film Week in Spain.

In 2022, GDH559 plan to produce and launch 5 movies and 1 TV series. Additionally, GDH559 partners with Broadcast Thai Television Co., Ltd and Kubix Digital Asset Co., Ltd. plan to launch the first digital token in Thailand (Initial Coin Offering: ICO), for investment in movie “Love Destiny The Movie”. Where moviegoers, fans, and investors will be given the opportunity to jointly invest in the making of a film, reflecting that GDH559 has never stopped adapting and expanding channels to strengthening its business.



- **Satellite TV Platform** (operated by GMMZ & Z trading) (operated by GMMZ & Z trading) revenue amounted to THB 273 million or approximately 7% of total revenue, increased by 29% YoY from THB 212 million. In 2021, the overall Satellite TV Platform business has improved from the previous year, as a result of new broadcasting technology that shifted from SD to HD (Mpeg2 – Mpeg4), lead the consumers to buy new set-top-box. As consumers spend more time at home during the COVID-19 pandemic, watching TV became

an important form of entertainment. This also resulted in Home Shopping business, our related business, has geared more advertising budget towards Satellite TV platform.

- Other business revenue amounted to THB 191 million, increased by 81% YoY from THB 105 million, mainly resulting from higher advertising revenue shared from GMM25 digital TV business and management fees income.



- One of the Company's joint venture, The One Enterprise Public Company Limited or "ONEE", was listed on the Stock Exchange of Thailand, with trading permitted on November 5, 2021. The market cap at the IPO price was THB 20,240.63 million. On April 21, 2022, the opening price was THB 12.50, increased by 47.06% from the IPO price at THB 8.50 or THB 29,527 million market cap. At present, the Company holds 25.02% of total shares in The One Enterprise Public Company Limited

ONEE is a holding company which operate as a Vertically Integrated Service Provider ranging from content production business (Content Creator) producing and creating quality contents for all audiences broadcasting offline and online, such as Television (One31 digital TV and as a marketing representatives for GMM25 digital TV), radios, social media and OTT Platform of the group companies as well as partners locally and abroad. Due to their comprehensive business model that covers from upstream to downstream, ONEE is able to adapt to the ever-changing consumer behavior. As a result, ONEE is one of Thailand's leading producers of media and entertainment content.

The meeting moderator gave an opportunity for shareholders and proxies to ask questions. The questions and opinions in this agenda were recorded in the attachment attached to this report.

The Conductor gave an opportunity for shareholders and proxies to ask questions. The questions and opinions mentioned in this agenda are recorded and attached with the minutes.

Whereas this agenda is proposed for acknowledgment, there was no vote. The conductor summarized that the meeting acknowledged the operation result of year 2021 and the 2021 annual report as proposed above.

**Agenda 3 To approve the Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending December 31, 2021.**

The Conductor invited Dr. Naris Chaiyasoot (“Dr. Naris”), as a Chairman of the Audit Committee, to inform the details of this agenda to the Meeting.

Dr. Naris said that he Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending 31 December 2021 was reviewed by the Audit Committee. The Audit Committee expressed their opinion that the auditor's report, financial statement and note to the financial statement contained accurate information, in accordance with facts and was made in accordance with general accepted accounting standards. The financial statement was reviewed and certified by the Company's auditor – Mr. Khitsada Lerdwana from EY Office Co., Ltd. He expressed his opinion that the financial statement of the Company showed accurate information in accordance with appropriate content stipulated for the financial report standard.

Thereafter, Dr. Naris assigned Miss Chonlaya Promsri (“Miss Chonlaya”) to summarize the information of the financial statement to the Meeting which was concluded as follows:

**The Comprehensive Income Statements for the fiscal year ending December 31, 2021.**

Consolidated financial statements						
(Unit: Million Baht)	Y2021	%	Y2020	%	Increase/ (decrease)	% of increase/ (decrease)
Revenue from sales and services	3,835	100%	4,972	100%	(1,136)	-23%
Cost of sales and services	(2,176)	-57%	(3,134)	-63%	(958)	-31%
Gross profits	1,659	43%	1,837	37%	(178)	-10%
Selling and administrative expenses	(1,732)	-45%	(1,965)	-40%	(233)	-12%
Loss from sales of investment in joint venture	-	0%	(438)	-9%	(438)	100%
Profit (loss) before other income, share of profit						
(loss) from investments, financial cost and tax	(73)	-2%	(565)	-11%	(493)	-87%
Dividend income	3	0%	-	0%	3	100%
Other income	52	1%	61	1%	(8)	-14%
Profit (loss) before share of profit (loss) from investments	(17)	0%	(505)	-10%	488	97%
Share of profit (loss) from investments in associates	9	0%	(3)	0%	12	360%
Share of profit from investments in joint ventures	262	7%	409	8%	(147)	-36%
EBIT	254	7%	(99)	-2%	353	355%
Finance income (cost)	(58)	-2%	(37)	-1%	21	56%
Income tax income (expenses)	(5)	0%	(13)	0%	(8)	-65%
Profit (loss) for the year before extraordinary items	191	5%	(150)	-3%	341	228%
extraordinary items - profit (loss)						
Fair value gain on other financial assets	90	2%	-	0%	90	100%
Gain on deemed disposal of investment in joint	235	6%	-	0%	235	100%
Total extraordinary items	325	8%	-	0%	325	100%
Profit (loss) for the year	515	13%	(150)	-3%	665	444%
NCI	(18)	0%	(26)	-1%	7	29%
Profit (loss) attributable to equity holders of the Company	497	13%	(175)	-4%	673	383%

Summary of the key points of the consolidated income statement for the year 2021 compared with the year 2020 are as follows:

- Total Operating Revenue amounted to THB 3,835 million, decreased from the year 2020 (THB 4,972 million) by THB 1,136 million or decreased by 23%.
- Cost of Sales and Services amounted to THB 2,176 million, decreased from the year 2020 (THB 3,134 million) by THB 958 million or decreased by 31%, in relation to declining revenue.
- Gross Profit amounted to THB 1,659 million, decreased from the year 2020 (THB 1,837 million) by THB 178 million or decreased by 10%. The company was able to achieve a gross profit margin in 2021 of 43%, which was better than that of 2020, which was 37%.
- SG&A expenses amounted to THB 1,732 million, decreased from the year 2020 (THB 1,965 million) by THB 233 million, or decreased by 12%. which arises from the best control, supervision and management of costs and expenses of the Company.
- Loss before other income, share of profit (loss) from investments, financial cost and tax income amounted to THB 73 million, loss decreased from the year 2020 (THB 565 million) by THB 493 million, or loss decreased by 87%. because in 2020, there was a loss from sale of investment in a joint venture of THB 438 million.
- Loss before share of profit (loss) from investments amounted to THB 17 million, loss decreased from the year 2020 (THB 505 million) by THB 488 million or loss decreased by 97%
- Profit for the year before extraordinary items from investments amounted to THB 191 million, increased from the year 2020 (Loss THB 150 million) by THB 341 million or increased by 228% , profit from special items are derived from fair value measurements in other financial assets THB 90 million and virtual profit from deemed disposal of investment in the joint venture THB 235 million, resulting from the listing of the ONEE's group on the Stock Exchange of Thailand total special items THB 325 million.
- The Company reported net profit attributable to equity holders of the Company at THB 497 million. increased from the year 2020 (Loss THB 175 million) by THB 673 million or increased by 383%

*-intentionally left blank-*

The summary of Income Statements for the year 2021 compared with the year 2020.

Total Asset

(Unit: Million Baht)	As at 31/12/2021	As at 31/12/2020	Increase/ (decrease)	% of increase/ (decrease)
<b>Assets</b>				
<b>Current assets</b>				
Cash and cash equivalents	563	728	(165)	-23%
Trade and other receivables	801	912	(111)	-12%
Inventories	221	213	8	4%
Other current financial assets	629	-	629	100%
Other current assets	144	196	(52)	-27%
<b>Total current assets</b>	<b>2,358</b>	<b>2,050</b>	<b>309</b>	<b>15%</b>
<b>Non-current assets</b>				
Investments	1,043	471	572	121%
Leasehold improvement and equipment	130	178	(48)	-27%
Right-of-use assets	320	379	(59)	-16%
Intangible assets	384	301	83	28%
Cost of spectrum license	423	480	(57)	-12%
Deferred tax assets	203	185	18	10%
Other non-current assets	198	198	-	0%
<b>Total non-current assets</b>	<b>2,701</b>	<b>2,192</b>	<b>509</b>	<b>23%</b>
<b>Total assets</b>	<b>5,059</b>	<b>4,242</b>	<b>817</b>	<b>19%</b>

Total Asset at the end of 2021 was THB 5,059 million, increased from the end of 2020 (THB 4,242 million) by THB 817 million or increased by 19% mainly due to Other current financial assets amounted THB 629 million, which this item does not exist in 2020. Non-current assets increased from investment THB 572 million. This is an additional investment of the ONEE's group arising from profit sharing and valuation from the listing of the ONEE's group on the SET. And investment in O2KISS Co., Ltd. and YGMM Co., Ltd.

*-intentionally left blank-*

Total liabilities

	As at 31/12/2021	As at 31/12/2020	Increase/ (decrease)	% of increase/ (decrease)
(Unit: Million Baht)				
<b>Liabilities</b>				
<b>Current liabilities</b>				
Short-term loan from bank	800	50	750	1500%
Trade and other payables	1,253	1,335	(82)	-6%
Unearned income	220	381	(161)	-42%
Current portion of long-term loan	363	75	288	383%
Current portion of lease liabilities	88	81	7	9%
Other current liabilities	87	135	(48)	-36%
<b>Total current liabilities</b>	<b>2,810</b>	<b>2,057</b>	<b>753</b>	<b>37%</b>
<b>Non-current liabilities</b>				
Long-term loan - net of current portion	261	623	(362)	-58%
Lease liabilities - net of current portion	253	307	(54)	-18%
Provision for long-term employee benefits	175	229	(54)	-24%
Deferred tax liabilities	18	-	18	100%
Other non-current liabilities	59	68	(9)	-13%
<b>Total non-current liabilities</b>	<b>767</b>	<b>1,227</b>	<b>(460)</b>	<b>-38%</b>
<b>Total liabilities</b>	<b>3,576</b>	<b>3,284</b>	<b>292</b>	<b>9%</b>

The Company's total liabilities at the end of 2021 were THB 3,576 million, increased from the year 2020 (THB 3,284 million) THB 292 million or increased by 9% mainly due to current liabilities 1) Short-term loan from bank increased amounted THB 750 million 2) Current portion of long-term loan increased amounted THB 288 million. Non-current liabilities decreased from the year 2022, due to the adjustment of the long-term loan - net of current portion due to short-term loan.

*-intentionally left blank-*

Shareholders' equity

	As at	As at	Increase/	% of
(Unit: Million Baht)	31/12/2021	31/12/2020	(decrease)	increase/
			(decrease)	(decrease)
Shareholders' equity				
Share capital				
Registered				
> 819,949,729 ordinary shares of Baht 1 each	<u>820</u>	<u>820</u>	<u>0</u>	0%
Issued and fully paid				
> 819,949,729 ordinary shares of Baht 1 each	820	820	(0)	0%
Share premium	493	1,897	(1,404)	-74%
Appropriated - statutory reserve	2	14	(12)	0%
Unappropriated (deficit)	92	(1,863)	(1,956)	-105%
Other components of shareholders' equity	(42)	(39)	3	7%
Equity attributable to owners of the Company	1,365	828	537	65%
Non-controlling interests of the subsidiaries	117	130	(13)	-10%
Total shareholders' equity	1,482	958	524	55%
Total liabilities and shareholders' equity	5,059	4,242	817	19%

Total shareholders' equity at the end of 2021 was THB 1,482 million, increased from the year 2020 (THB 958 million) by THB 524 million or increased by 55%

Total liabilities and shareholders' equity of 2021 was THB 5,059 million, increased from the year 2020 (THB 4,242 million) by THB 817 million or increased by 19%

The Conductor asked the Meeting whether the shareholder or proxies had any questions or comment. There was no question or comment. Thereafter, the Conductor requested the Meeting to cast their votes on this agenda.

During the conduct of this agenda, there were 2 additional shareholders attending the Meeting, representing 107,300 shares. Thus, there were 707 shareholders attended the Meeting and the total number of shares present in the Meeting was 588,285,113 shares.

The Meeting considered the matter and casted the votes. The Meeting approved the Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending December 31, 2021 by majority votes of the shareholders attending the Meeting and casted their votes. The voting results were as below:  
(Closing vote at 3.25 p.m.)

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	588,284,985	100.0000
Disagreed	0	0.0000
Voided Ballot	0	0.0000
Total	588,284,985	100.0000
Abstained	128	-

<b>Agenda 4 To approve the appropriation of the 2021 net profit as statutory reserve fund.</b>
--

The Conductor invited Miss Chonlaya to present the details to the Meeting. Miss Chonlaya declared that according to Section 116 of the Public Limited Companies Act B.E. 2535 (“Public Act”) and the Company’s Articles of Association (“AoA”) Clause 38, “The Company has to allocate not less than 5% of annual net profits as statutory reserves, net of accumulated losses (if any), until the value of statutory reserves is not less than 10% of registered capital unless the Company has another rule or regulation that otherwise specifies a higher reserve.”

According to the resolution of the 2021 Annual General Meeting of Shareholders on April 30, 2021, to approve the allocation of statutory reserve amount of Baht 13,719,594 and share premium amount of Baht 1,403,981,102 to compensate for a deficit in Retained Earnings of the Company in accordance with the financial statements as of December 31, 2020, in an amount of Baht 1,417,700,696. Consequently, the Company will have an outstanding share premium of Baht 492,987,095, and its deficit in Retained Earnings will be zero.

Due to, the company has net profit for the year 2021 separate financial statements ending on December 31, 2021 in the total amount of Baht 43,307,685. Therefore, to comply with the law and the Company’s Articles of Association, above, the Board of Directors proposed to the meeting to consider and approve the appropriation of net profit for the year 2021 as a statutory reserve fund, in the totaling Baht 2,165,384 or equal 5 % of the net profit for the year 2021.

The Conductor asked the Meeting whether the shareholder or proxies had any questions or comment. There was no question or comment. Thereafter, the Conductor requested the Meeting to cast their votes on this agenda.

The Meeting considered the matter and casted the votes. The Meeting approved the appropriation of net profit for the year 2021 as a statutory reserve fund, in the totaling Baht 2,165,384 or equal 5 % of the net profit for the year 2021. by majority votes of the shareholders attending the Meeting and casted their votes, the voting results are as below: (Closing vote at 3.32 p.m.)

*-intentionally left blank-*

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	588,284,885	100.0000
Disagreed	128	0.0000
Voided Ballot	0	0.0000
Total	588,285,013	100.0000
Abstained	100	-

<b>Agenda 5</b> To approve the omission of dividend payment from the 2021 operational results.
--

The Conductor invited Miss Chonlaya to present the details of this agenda to the Meeting.

Miss Chonlaya announced to the Meeting that the Company has a policy to pay dividend to shareholders at the rate of not less than 40% of net profit after deduction of corporate income tax for each year in separate financial statements in accordance to the Public Act section 115 and the AoA Clause 37 states that “dividends from other types of funds, other than profits, may not be distributed. In case the company still has accumulated losses. Dividend is prohibited. The Board of Directors may authorize interim dividend payments from time to time when there are reasonable profits to support the move and such decision will be announced at the next shareholders meeting.”

From the separate financial statements ending on December 31, 2021, the company had a net profit of Baht 43 million and retained earnings of Baht 81 million, respectively, in the separate financial statements, in order. This is to allow the company having working capital in the company's business. Therefore, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the omission of the dividend payment from the 2021 operating results.

The Conductor asks shareholders and proxies to post their inquiries. Then, requested the Meeting to cast their votes on this agenda. The inquiries and opinions mentioned in this agenda are recorded and attached with the minutes.

The Meeting considered the matter and casted the votes. The Meeting approved the omission of dividend payment from the 2021 operational results by majority votes of the shareholders attending the Meeting and casted their votes, the voting results are as below: (Closing vote at 3.39 p.m.)

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	588,284,885	100.0000
Disagreed	128	0.0000
Voided Ballot	0	0.0000
Total	588,285,013	100.0000
Abstained	100	-

**Agenda 6 To approve the appointment of directors in place of those who are due to retire by rotation for the year 2022**

The Conductor invited Dr. Naris, as the Chairman of the Nomination and Remuneration Committee to announce the details of this agenda to the Meeting.

Dr. Naris declared to the meeting that pursuant to the Public Act and Clause 14 of the AoA, one-third of all directors shall be retired by rotation in each year. In this year, there were 3 directors who are due for retirement by rotation (from 9 directors), as shown in below table.

Name	Position in the Board	Position in the Sub-Committees
1. Dr. Naris Chaiyasoot	Independent Director	<ul style="list-style-type: none"> <li>• Chairman of the Audit Committee</li> <li>• Chairman of the Nomination and Remuneration Committee</li> </ul>
2. Mr. Chanitr Charnchainarong	Independent Director	<ul style="list-style-type: none"> <li>• Member of the Audit Committee</li> </ul>
3. Mr. Fahmai Damrongchaitham	<p style="text-align: center;">Director</p> <p style="text-align: center;">(Executive Director)</p> <p style="text-align: center;">(Authorized Director)</p>	<ul style="list-style-type: none"> <li>• Member of the Group Executive Committee</li> <li>• Member of Risk Management Committee</li> </ul>

Dr. Naris stated that in order for the meeting to vote conveniently and transparently, Dr. Naris Chaiyasoot, Mr. Chanitr Charnchainarong and Mr. Fahmai Damrongchaitham have requested to temporarily leave this electronic media conference room temporarily. After the vote closed, and will return the electronic media meeting as usual once the voting on this agenda has been completed by asking the Conductor to present information to the meeting.

The Conductor stated that with respect to the Company's Good Corporate Governance Policy, the shareholders were given the opportunity to nominate the names of qualified persons for being considered to be elected as directors in advance for the 2022 Annual General Meeting of Shareholders via the Company's website [www.gmmgrammy.com](http://www.gmmgrammy.com), from September 30, 2021 to December 30, 2021. However, there was no shareholder nominating the qualified persons to the Company.

The Nomination and Remuneration Committee (the "NRC") at the Meeting No.1/2022 held on February 25, 2022, had deliberately more details on the qualifications of directors in detail, taking into account the individual directors' qualifications in various aspects based on the best interest of the Company. And found that all the 3 retired directors, namely (1) Dr. Naris Chaiyasoot, (2) Mr. Chanitr Charnchainarong and (3) Mr. Fahmai Damrongchaitham are fit to work for the Company as the directors for another term because of their qualifications that meets the requirements of the Public Act, have qualifications suitable for the business of the company, their

knowledge, abilities, experience, vision, and working performance including their devotion and support to the Company's business operation in the past years.

The Board of Directors has considered proposing to Directors No. (1) Dr. Naris Chaiyasoot, and No. ((2) Mr. Chanitr Charnchainarong to be independent directors. Due to the qualifications consistent with the independent director definition of the Securities and Exchange Commission, and the Stock Exchange of Thailand and the Company, and both of them will be able to express their opinions independently. as an independent director and audit committee throughout the past tenure have performed their duties with responsibility caution and honesty, including compliance with the law relevant rules, objectives and regulations of the Company, Board resolution as well as the resolutions of the shareholders' meeting, in accordance with the relevant details of the definition of independent directors of the Company.

The Company will be clarify the reason for the proposal to appoint Dr. Naris and Mr. Chanitr as independent directors for another term, although Dr. Naris will hold the position of director for 9 consecutive years, including the proposed renewal term , he will serve as a director for a total of 12 consecutive years, Mr. Chanitr will be a directorship for more than 9 consecutive years because in the recruitment difficulties of a qualified Director, especially a person with experience in the entertainment business, is complicated. Moreover, to avoid loss of opportunity to appoint a capable and experienced director. Dr. Naris and Mr. Chanitr are qualified persons. They have knowledge, abilities and experiences that are very beneficial to the Company's business operations.

Therefore, the Board (except those 3 retired directors who have conflicts of interest in this agenda), considered and scrutinized the suitability of the person who was nominated for this time have qualifications suitable for the business of the company. In accordance with the opinion of the NRC above and agreed with the NRC to propose the Meeting to endorse the appointment of the 3 afore mentioned candidates as the Company's directors. Their profiles and other supporting information and the qualification of the Company's independent directors who retired by rotation and the qualification of the Company's independent director in Enclosure 4.1 - 4.4.

The Conductor explained to the meeting that in order to comply with the Company's good corporate governance policy. This vote, the shareholders will be able to vote for the appointment of each director individually. It is a meeting through electronic media, and E-Voting is required, which does not provide ballots for shareholders, resulting in the Company unable to comply with the requirements of "Quality Assessment Project of the Annual General Meeting of Shareholders of Listed Companies" assessed by the Thai Investors Association. In regard to collecting ballots from all shareholders and proxies who attend the meeting and vote "Agree" on this agenda item.

The Conductor asked the Meeting whether the shareholder or proxies had any questions or comment. There was no question or comment. Thereafter, the Conductor requested the Meeting to cast their votes on this agenda.

The Meeting considered the matter and casted the votes. The Meeting approved the appointment of 3 directors, (1) Dr. Naris Chaiyasoot, (2) Mr. Chanitr Charnchainarong and (3) Mr. Fahmai Damrongchaitham to

serve as the Director of the Company by majority votes of the shareholders attending the Meeting and casted their votes, the voting results are as below: (Closing vote at 3.52 p.m.)

**1) Dr. Naris Chaiyasoot** Independent Director

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	588,205,685	99.9865
Disagreed	79,428	0.0135
Voided Ballot	0	0.0000
Total	588,285,113	100.0000
Abstained	0	-

**2. Mr. Chanitr Charnchainarong** Independent Director

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	588,284,985	100.0000
Disagreed	128	0.0000
Voided Ballot	0	0.0000
Total	588,285,113	100.0000
Abstained	0	-

**3. Mr. Fahmai Damrongchaitham** Director (Non-Executive Director)

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	588,205,785	99.9865
Disagreed	79,328	0.0135
Voided Ballot	0	0.0000
Total	588,285,113	100.0000
Abstained	0	-

After the vote closed, the Conductor invited 3 directors to return into the electronic media conference room.

**Agenda 7 To approve the remunerations of the Board of Directors and subcommittees for the year 2022.**

The Conductor invited Dr. Naris, as a Chairman of the Nomination and Remuneration Committee, to announce the details of this agenda to the Meeting.

For the 2022 Annual General Meeting of Shareholders, the NRC and the Board considered the Board's remuneration and the Sub-Committees' remuneration for the year 2022 according to the Company's guidelines and procedures by considering various factors in support of their determination, including the scope of responsibilities, contributions, work performance of the Company's directors, business expansion, a comparison

with other companies in the same industry and similar nature of business, as well as the report of the 2020 Survey on Directors' Remuneration of Listed Companies in the Stock Exchange of Thailand conducted by Thai Institution of Directors (IOD). It was apparent that the Company's Board of Directors' and Audit Committee's remuneration was not different from the overall market average rate. Therefore, it is deemed appropriate to propose to the Annual General Meeting of Shareholders, to approve the remunerations of the Board of Directors and Audit Committees for the year 2022 totaling at the amount of Baht 6,650,000, equal to the remuneration of the previous year. Other Sub-Committees received no remuneration. Summarized as the followings:

### 1) The Board of Directors and Audit Committee's Remuneration

It was deemed appropriate to propose the Meeting to approve the Board of Directors and Audit Committee's remuneration for the year 2022 as follows:

#### 1.1) Monetary Remuneration

It was deemed appropriate to approve the Board of Directors and Audit Committee's remuneration totaling at the amount of Baht 6,650,000, which is the same amount as the previous year, comprising of the monthly remuneration, the meeting allowance (being paid to a director who attends the meeting only) and annual bonus, as detailed below:

(Unit: Baht/year)

Committee	2022 (Proposed)	2021	2020
The Board of Directors	Total proposed remuneration not exceeding 6,650,000 Baht	Total remuneration not exceeding 6,650,000 Baht	Total remuneration not exceeding 6,650,000 Baht
Audit Committee			

#### 1.2) Non-Monetary Remuneration / Other Benefits

- None -

### 2) The Board of Directors' Remuneration Criteria

- Monthly Remuneration pay to the Board of Directors.

Committee	Position	Monthly Remuneration (baht / person / month)		
		2022 (Proposed)	2021	2020
The Board of Directors	Chairman of the Board	50,000	50,000	50,000
	Independent Director	20,000	20,000	20,000
	Non-Executive Director	20,000	20,000	20,000
	Executive Director *	- None -	- None -	- None -

Remarks: \* The Executive Director receives salary from being an employee of the Company.

- Meeting Allowance (Being paid to a director who attends the meeting only)

Committee	Position	Meeting Allowance (baht / person / time)		
		2022 (Proposed)	2021	2020
The Board of Directors	Chairman of the Board	20,000	20,000	20,000
	Independent Director	20,000	20,000	20,000
	Non-Executive Director	20,000	20,000	20,000
	Executive Director *	- None -	- None -	- None -

Remarks: \* The Executive Director receives salary from being an employee of the Company.

- Annual Bonus

The 2022 Annual Bonus will be paid from the rest of the remuneration of the Board of Directors and Audit Committee, after deducting the monthly remuneration and meeting allowances paid to the Company's directors and the Audit Committee. The Annual Bonus will be calculated in proportion to the number of attendances at the Board of Directors Meeting of each director. The Chairman of the Board will receive twice of his attendance. Independent Director, Executive Director and Non-Executive Director will receive one time of their attendance. The Chairman of the Nomination and Remuneration Committee is responsible for approving the appropriation of such Annual Bonus.

### 3) The Sub-Committees' Remuneration

It was deemed appropriate to propose the Meeting to approve the Sub-Committees' remuneration which were appointed by the Board as follows:

#### The Audit Committee

The Audit Committee's Remuneration Criteria as follows;

- Monthly Remuneration pay to the Audit Committee.

Committee	Position	Monthly Remuneration (baht / person / month)		
		2022 (Proposed)	2021	2020
The Audit Committee	Chairman of the Audit Committee	30,000	30,000	30,000
	Member of the Audit Committee	10,000	10,000	10,000

*-intentionally left blank-*

- Meeting Allowance (Being paid to a member who attends the meeting only)

Committee	Position	Meeting Allowance (baht/person/time)		
		2022 (Proposed)	2021	2020
The Audit Committee	Chairman of the Audit Committee	20,000	20,000	20,000
	Member of the Audit Committee	20,000	20,000	20,000

- Non-Monetary Remuneration / Other Benefits

- None -

#### Other Sub-Committees

Other sub-committees, namely the Nomination and Remuneration Committee, the Risk Management Committee, the Corporate Governance and Ethics Committee, and the Group Executive Committee received no remuneration.

The Conductor asked the Meeting whether the shareholder or proxies had any questions or comment. There was no question or comment. Thereafter, the Conductor requested the Meeting to cast their votes on this agenda.

During the conduct of this agenda, there were 1 additional shareholders attending the Meeting, representing 20 shares. Thus, there were 708 shareholders attended the Meeting and the total number of shares present in the Meeting was 588,285,133 shares.

The Meeting considered the matter and casted the votes. The Meeting approved the remunerations of the Board of Directors and Audit Committees for the year 2022 totaling at the amount of Baht 6,650,000, equal to the remuneration of the previous year. Other Sub-Committees received no remuneration as per the details proposed above by not less than two-third of the total votes casted by shareholders attending the Meeting. The voting results are as below: (Closing vote at 4.02 p.m.)

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	588,285,005	100.0000
Disagreed	128	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	588,285,133	100.0000

*-intentionally left blank-*

**Agenda 8 To approve the appointment of the auditors and the determination of the audit fee for the year 2022.**

The Conductor invited Dr. Naris to present the details of this agenda to the Meeting.

Dr. Naris informed the Meeting that pursuant to the Public Act, shareholders are responsible for the appointment of the Company's auditors and its annual audit fee. Under the Notice of the Capital Market Board No. Tor Chor. 75/2561 (No.14) Re: Rules, conditions and procedures for information disclosure relating to the financial condition and operating results of issuing companies on "Auditor Rotation" whose key points can be summarized as follows: "Listed companies must ensure the rotation of its auditor. In case auditor has reviewed and/or audited and commented on the financial statements of the Company for seven consecutive accounting periods whether consecutive or not, the company will be able to appoint the above auditor at least after the end of the next five accounting periods."

For the 2022 Annual General Meeting of Shareholders, after due consideration by the Board, with a consent from the Audit Committee, it was deemed appropriate to re-elect EY Office Limited ("EY"), the Company's auditor since 1995 (27 years) and being certified by the Office of Securities and Exchange Commission, as the auditor of the Company for the fiscal year ending December 31, 2022. That was because of their good working standard, independence and satisfied performance during the past years. The Meeting was proposed to appoint any one of the individuals below be responsible to review, audit and provide an opinion on the financial statements of the Company:

**Auditors of the Company:**

- (1) Mr. Krisada Lertwana CPA No. 4958 or  
(certified in the Company's financial statements in 2021 (1 years))
- (2) Mrs. Poonnart Paچارoen CPA No. 5238  
(never certify in the Company's financial statements)

In the event that the aforementioned auditors were unable to perform their duties, EY would replace the person with another auditor from its firm to conduct the audit work and give an opinion on the financial statements of the Company. The auditors who certified the financial statements had no relationship in any circumstances and have neither conflict of interest with the Company and its affiliates nor the management and major shareholders or any related persons of the aforementioned

In addition, the Auditors of EY who are the auditors of the Company's subsidiaries:

**The Company's subsidiaries' Auditors:**

- (1) Mr. Krisada Lertwana CPA No. 4958 or
- (2) Mrs. Poonnart Paچارoen CPA No. 5238

**Audit Fees:**

The Board with the consent from the Audit Committee considered and deemed it appropriate to propose to the Meeting to approve audit fees for the year 2022 of GMM Grammy Plc. **At the amount of Baht 3,053,600 (Baht**

three million fifty-three thousand six hundred), as same as the previous year (This amount excludes additional audit fees which may incur from future business restructuring the merger or expansion / change of the company's business in the future or the effect of special audit (Change policy / accounting standards)) The Board opined that the amount was appropriate and competitive to those of other audit firms proposed to the Company.

In the previous year, the Company and its affiliates did not receive any other kind of services (Non-audit services) from EY. The audit fee of the Company could be summarized as follows:

(Unit : Baht)

Company	2022 Audit fee (Proposed)	% Change	2021 Audit fee
GMM Grammy Plc.	3,053,600	0%	3,053,600
Non-audit service fee	- None -	-	- None -

The Conductor asked the Meeting whether the shareholder or proxies had any questions or comment. There was no question or comment. Thereafter, the Conductor requested the Meeting to cast their votes on this agenda.

The Meeting considered the matter and casted the votes. The Meeting approved appointment of the auditors and the determination of the audit fee for the year 2022 as proposed above, by majority votes of the shareholders attending the Meeting and casted their votes, the voting results are as below: (Closing vote at 4.10 p.m.)

Eligible Voter	Number of Vote (shares)	Percentage
Agreed	588,284,985	100.0000
Disagreed	128	0.0000
Voided Ballot	0	0.0000
Total	588,285,113	100.0000
Abstained	20	-

#### Agenda 9 Other matters. (if any)

The Conductor asked the shareholders and proxies whether there were any other matters for consideration, to be in accordance with Section 105 of the Public Act., No other matter was raised to the Meeting (Other questions and comments were provided in the appendix attached to this minutes)

Thereafter, the Conductor invited the Chairman to declare the adjournment.

The Chairman expressed her appreciation to all shareholders for attending the Meeting and declared the Meeting adjourned.

The Meeting adjourned at: 4.18 p.m.

Signature.....- *Miss Boosaba Daorueng* -.....The Chairman of the Meeting  
(Miss Boosaba Daorueng)

Signature.....- *Mrs. Somsuda Ruampumsuk* -.....Minutes Recorder  
(Mrs. Somsuda Ruampumsuk)

## Questions and Answers

The 2022 Annual General Meeting of Shareholders, on April 29<sup>th</sup>, 2022

GMM Grammy Public Company Limited

---

### Agenda 2 To acknowledge the declaration of the 2021 operational results and the Company's Annual Report

1. Mr. Kitti Ngammaharat, attending shareholders, who submitted questions in advance, inquired as follows:

- Requested the management to share Grammy's 3 – 5-year vision for growth. What direction is the company in the future? In the past couple of years, the Company has faced many obstacles and has experienced a drop in revenue. Is it likely that the company has already pass the bottom? I would like to hear more about how the Company envisions growth.
- Requested for updates on the new projects that were previously announced, such as the NFT project and the co-investment project with YG Entertainment from Korea. When will the actual revenue be reported and how the management launch and realize the potential in these projects?

Mr. Phawit Chitrakorn informed as follows:

- As was presented in the video, let me clarify what is at the core of our music business.
  - 1) The digital business will continue to grow. We have a growth strategy in place that will focus on improving not just quality but also the quantity of contents with all the streaming platforms in the market.
  - 2) Many of the business arms are in the process of investing in content and new artist production. These are reflected in the revenue that will be generated from the Artist Management business, which is one of the largest contributors to our business. This includes both tailor-made and live show, including the Showbiz business.
- Regarding NFTs, the Company is in the market trial phase. The first of the collection was sold out immediately however, the early revenue indicators expect that it will not exceed one hundred million baht. It is still unclear as to how the market will respond to this and how appetite for it will grow. It is estimated that approximately five percent of the global cryptocurrency market are interested in NFTs.
- As for YGMM, approximately 60,000 people showed interest in participating in the Audition, of which some have already passed their auditions. Usually, those selected as trainees will require between 3 - 5 years of training before they can debut and generate income for the Company. We will continue to audition talents to find the next generation of trainees to become artists.

2. Mr. Krailerk Potiapiyanvisut attending shareholders, inquired as follows:

- Please explain more about the Company's market share in terms of views on YouTube and other streaming platforms.
- What are the selling points of "Plean Platform" compared to other market leaders? What are the difference in terms of customer groups?

Mr. Phawit Chitrakorn informed as follows:

- We have grown our market share on YouTube, publishing content and utilizing multiple channels as part of our strategy to increase reach and grow our base, which has been accomplished. The Company's market share on YouTube is expected to be above 60% if we were to separate views and viewership. As for the revenue received from YouTube, the Company should have the highest income in the country. Shareholders can be confident that the company's digital market share revenue remains number one.
- As for "Plem Application", we didn't position ourself to compete with other music streaming platforms. We were targeting the masses and we have differentiated our platform by giving it a character. For example, the screen can be turned off while the music is playing, sound quality is good, and with a lower subscription rate, our target customer base is still growing.

3. Ms. Phacharathon Phumkhum a proxy, inquired as follows:

- Asked if the Company is expecting any growth in 2022 compared to the previous year? And what proportion of revenue would come each business?

Mr. Phawit Chitrakorn informed as follows:

- If the Company does not encounter a similar situation as it has in previous years, following strict measures and guidelines from the government, I'm confident that the business will experience greater growth than before. The main revenue generator (i.e., digital revenue), will surely grow, while Showbiz's revenue is likely to return in large quantities. As for the revenue from the Artist Management business, it should gradually grow. Because in the 1st quarter of 2022, B2B customers have not spent much money in the market. When we zoom out and see the big picture, there is still a matter of war. There were also continuous outbreaks of COVID-19 in the 1st quarter, but the Company still hopes that in the next quarter, revenue from Artist Management business will recover quickly. This should result in revenue growth this year.

Agenda 5 To approve the omission of dividend payment from the 2021 operational results.

4. Mr. Krailerk Potiapiyanvisut attending shareholders, inquired as follows:

- Asked why the Company does not pay dividends despite having sufficient cash and cash equivalents and positive operating cash flow?

Miss Chonlaya Promsri informed as follows:

- Net profit on the separate financial statements amounted to THB 43 million, which is not very high compared to the previous year. Also, the Company's business has a tendency to grow and expand, which will require cash for continuing operations. Therefore, the Board of Directors has considered and resolved to refrain from paying dividends to maintain cash for business operations to keep the business growing.

Agenda 9 Other matters (If any)

5. Mr. Krailerk Potiapiyanvisut attending shareholders, suggested as follows:

- Requested Grammy to adjust its strategic positioning by accepting international distributor agreements for artists in the country looking to expand their reach in the global market. Acting as an intermediary between Artists in Thailand and various foreign platforms will help to increase our bargaining power, accelerate the development of our artists, and help provide a more even playing field for Thai artists who sell their works abroad.
- Various business units should be changed from cost centers to profit centers by splitting them into subsidiaries to accept internal and external works. For example, setting up a distributor for music copyrights for both ours and other artists, a concert management company accepting work both internally and externally, to promote artists and others. As well as, cheering up the Company after going through a difficult time.

Miss Boosaba Daorueng Thank you for the suggestions from shareholders.



## Financial Summary

from the Annual Registration Statement /  
the 2022 Annual Report (Form 56-1 One Report)

GMM Grammy Public Company Limited

**GMM Grammy Public Company Limited and its subsidiaries**  
**Financial Highlights**

	<b>Consolidated (Unit : Million Baht)</b>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
Total revenues	5,319.7	4,215.4	5,035.6
Revenue from sales and services	5,221.6	3,835.4	4,971.6
Total costs	3,179.7	2,176.1	3,134.4
Gross profit	2,041.9	1,659.3	1,837.2
Earnings/(loss) before Non-controlling interest of the subsidiaries	182.3	515.4	(149.6)
Net earnings/(loss) for the year	166.4	497.1	(175.4)
Dividend paid	-	-	164.0
Total assets	6,170.8	5,058.8	4,241.8
Total liabilities	4,532.7	3,576.5	3,284.0
Non-controlling interest of the subsidiaries	107.1	116.9	129.7
Equity attributable to the Company's shareholders	1,531.0	1,365.5	828.1
Weighted average number of ordinary shares (Million shares)	819.9	819.9	819.9
Net earning/(loss) per share (Baht)	0.20	0.61	(0.21)
Dividend paid per share (Baht)	0.00	0.00	0.20
Book value per share (Baht)	1.87	1.67	1.01
Net profit/(loss) margins	3.13%	11.79%	-3.48%
Return on equity	11.49%	45.32%	-17.56%
Return on assets	2.96%	10.69%	-4.43%

**2020: Approved the omission of dividends payment for the 2020 operational results**

According to the 2020 separate financial statement, the Company recorded the net profit of 1,421 million baht in 2020, but still had a deficit. (In the separate financial statements) of 1,418 million bath, therefore, it can not pay dividends. So, the 2021 AGM held on April 30, 2021 resolved to approve the omission of dividend payment for the operational results of 2020.

**2021: Proposal for the omission of dividends payment for the 2021 operational results**

According to the 2021 separate financial statement, the Company had the 2021 operational results recorded the net profit of Baht 43 million and retained earnings of Baht 81 million, respectively. So, the 2022 AGM held on April 29, 2022 resolved to approve the omission of dividend payment for the operational results of 2021. This is to allow the company having working capital in the company's business.

**2022: Proposal for the omission of dividends payment for the 2022 operational results**

According to the 2022 separate financial statement, the Company had the 2022 operational results recorded the net profit of Baht 136 million and retained earnings of Baht 211 million, respectively, in the separate financial statements, in order. This is to allow the company having working capital in the company's business. Therefore, the Board of Directors' Meeting No.1/2023 held on February 27, 2023, resolved to propose the omission of dividend payment for the operational results of 2022 This proposal must be approved by the 2023 Annual General Meeting of Shareholders held on April 28, 2023.

## Independent Auditor's Report

To the Shareholders of GMM Grammy Public Company Limited

### Opinion

I have audited the accompanying consolidated financial statements of GMM Grammy Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2022, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of GMM Grammy Public Company Limited (the Company) for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of GMM Grammy Public Company Limited and its subsidiaries, and of GMM Grammy Public Company Limited as at 31 December 2022, and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

### Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report. I am independent of the Group in accordance with the *Code of Ethics for Professional Accountants including Independence Standards* issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

### Emphasis of Matter

I draw attention to accounting for copyrights to audio masters and video masters as previously was recognised as cost in the income statement, but it has changed to be recognised as intangible assets with definite useful life in the current year as stated in Note 3 to the consolidated financial statements.

My opinion is not modified in respect of this matter.

## **Key Audit Matters**

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

I have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond to each matter are described below.

### ***Revenue recognition***

The Group's revenue is significant to the financial statements and directly affects its operating results, to which users of financial statements pay attention. The Group has numerous types of revenue and it is derived through various channels, under agreements with a large number of customers that contain a variety of conditions, pertaining to matters such as sales promotions and discounts. In addition, changes in consumer behavior and industry trends have directly affected the competitive environment in media and entertainment industry. There are therefore risks with respect to the amount and timing of revenue recognition.

I have examined the revenue recognition of the Group by

- Assessing and testing the Group's IT system and its internal controls with respect to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls.
- Applying a sampling method to select sales and service agreements to assess whether revenue recognition was consistent with the conditions of the relevant agreement, and whether it was in compliance with the Group's policy.
- On a sampling basis, examining supporting documents for sales and service transactions occurring during the year and near the end of the accounting period, and with special consideration given to expanding the scope of the examination supporting documentation for transactions occurring near the end of the accounting period.

- Reviewing credit notes that the Group issued after the period-end, with special consideration given to expanding the scope of sampling of documentation.
- Performing analytical procedures on disaggregated data to detect possible irregularities in sales transactions throughout the period, particularly for accounting entries made through journal vouchers.

### **Other Information**

Management is responsible for the other information. The other information comprise the information included in annual report of the Group, but does not include the financial statements and my auditor's report thereon.

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work I have performed, I conclude that there is a material misstatement of this other information, I am required to report that fact. I have nothing to report in this regard.

### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Financial Statements**

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

I am responsible for the audit resulting in this independent auditor's report.



Khitsada Lerdwana  
Certified Public Accountant (Thailand) No. 4958

EY Office Limited  
Bangkok: 27 February 2023

**GMM Grammy Public Company Limited and its subsidiaries**

**Statement of financial position**

**As at 31 December 2022**

(Unit: Baht)

	<u>Note</u>	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
		<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	8	764,161,505	563,253,163	255,226,195	174,744,848
Trade and other receivables	9	1,088,605,782	800,960,477	670,987,241	466,535,987
Inventories	10	290,536,134	221,415,000	115,815,116	128,018,748
Prepaid expenses		34,771,278	44,624,139	13,312,472	11,001,513
Advance payments		43,481,549	15,454,974	34,664,837	11,475,496
Other current financial assets	11	509,490,000	629,370,000	509,490,000	629,370,000
Other current assets	12	121,059,729	83,563,572	57,587,007	28,153,753
<b>Total current assets</b>		<b>2,852,105,977</b>	<b>2,358,641,325</b>	<b>1,657,082,868</b>	<b>1,449,300,345</b>
<b>Non-current assets</b>					
Other non-current financial assets	13	5,835,949	5,879,511	5,585,999	5,629,561
Investments in subsidiaries	14	-	-	305,174,782	658,988,732
Investments in joint ventures	15	947,411,129	866,883,216	1,281,610,010	1,242,574,900
Investments in associates	16	146,386,520	169,859,755	194,341,357	194,341,357
Loans to related parties	7	-	-	-	-
Leasehold improvement and equipment	17	142,818,633	130,238,031	78,694,951	49,056,076
Right-of-use assets	25	632,692,669	319,617,813	481,352,166	178,665,715
Intangible assets	18	697,279,995	383,695,467	692,565,359	387,315,877
Cost of spectrum license	19	364,817,223	422,561,492	-	-
Deferred tax assets	33	191,210,748	203,393,633	176,552,677	181,038,786
Other non-current assets	20	190,206,784	198,067,922	107,286,808	107,388,536
<b>Total non-current assets</b>		<b>3,318,659,650</b>	<b>2,700,196,840</b>	<b>3,323,164,109</b>	<b>3,004,999,540</b>
<b>Total assets</b>		<b>6,170,765,627</b>	<b>5,058,838,165</b>	<b>4,980,246,977</b>	<b>4,454,299,885</b>

The accompanying notes are an integral part of the financial statements.

**GMM Grammy Public Company Limited and its subsidiaries**

**Statement of financial position (continued)**

**As at 31 December 2022**

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
<b>Liabilities and shareholders' equity</b>					
<b>Current liabilities</b>					
Short-term loan from bank	21	480,000,000	800,000,000	470,000,000	800,000,000
Trade and other payables	22	1,546,667,848	1,252,585,503	842,107,850	592,239,091
Unearned income		441,679,475	219,841,708	274,795,287	111,601,316
Short-term loans from related parties	7	-	-	280,800,000	529,800,000
Current portion of long-term loan	24	155,000,000	362,500,000	155,000,000	150,000,000
Current portion of lease liabilities	25	53,223,717	87,963,468	34,013,643	57,702,446
Income tax payable		4,009,091	2,483,476	-	-
Other current liabilities	23	131,680,650	84,225,405	86,737,604	46,650,104
<b>Total current liabilities</b>		<b>2,812,260,781</b>	<b>2,809,599,560</b>	<b>2,143,454,384</b>	<b>2,287,992,957</b>
<b>Non-current liabilities</b>					
Long-term loan - net of current portion	24	711,677,174	261,205,020	711,677,174	74,355,235
Lease liabilities - net of current portion	25	597,500,713	253,209,426	461,745,027	140,828,396
Long-term loan from related party	7	185,620,466	-	-	-
Deferred tax liabilities	33	101,857	17,920,502	101,857	17,920,502
Provision for long-term employee benefits	26	174,367,678	175,051,109	130,214,809	136,182,094
Obligation on loan guarantee	27	-	-	-	400,000,000
Other non-current liabilities		51,124,416	59,482,173	194,416	512,173
<b>Total non-current liabilities</b>		<b>1,720,392,304</b>	<b>766,868,230</b>	<b>1,303,933,283</b>	<b>769,798,400</b>
<b>Total liabilities</b>		<b>4,532,653,085</b>	<b>3,576,467,790</b>	<b>3,447,387,667</b>	<b>3,057,791,357</b>
<b>Shareholders' equity</b>					
Share capital					
Registered					
819,949,729 ordinary shares of Baht 1 each		819,949,729	819,949,729	819,949,729	819,949,729
Issued and fully paid					
819,949,729 ordinary shares of Baht 1 each		819,949,729	819,949,729	819,949,729	819,949,729
Paid-in capital					
Share premium	28	492,987,095	492,987,095	492,987,095	492,987,095
Retained earnings					
Appropriated - statutory reserve	28, 29	8,984,523	2,165,384	8,984,523	2,165,384
Unappropriated	28	251,554,164	91,962,759	211,045,648	81,482,005
Other components of shareholders' equity		(42,454,293)	(41,604,432)	(107,685)	(75,685)
Equity attributable to owners of the Company		1,531,021,218	1,365,460,535	1,532,859,310	1,396,508,528
Non-controlling interests of the subsidiaries		107,091,324	116,909,840	-	-
<b>Total shareholders' equity</b>		<b>1,638,112,542</b>	<b>1,482,370,375</b>	<b>1,532,859,310</b>	<b>1,396,508,528</b>
<b>Total liabilities and shareholders' equity</b>		<b>6,170,765,627</b>	<b>5,058,838,165</b>	<b>4,980,246,977</b>	<b>4,454,299,885</b>

The accompanying notes are an integral part of the financial statements.

Directors

**GMM Grammy Public Company Limited and its subsidiaries**

**Income statement**

**For the year ended 31 December 2022**

(Unit: Baht)

	Note	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
		<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
<b>Revenues</b>					
Sales of goods	30	1,556,519,581	1,505,614,903	146,598,774	154,495,737
Service income	30	2,178,672,133	926,183,608	1,600,919,167	497,935,538
Revenues from copyrights	30	1,486,365,653	1,403,643,102	1,345,043,193	1,192,619,788
Dividend income	11, 14, 15	9,592,900	3,296,700	170,468,222	63,820,071
Fair value gain on other financial assets		-	89,598,590	-	89,598,590
Gain on deemed disposal of investment in joint venture	15	-	234,924,682	-	-
Other income		88,578,068	52,183,877	17,623,123	13,697,956
<b>Total revenues</b>		<b>5,319,728,335</b>	<b>4,215,445,462</b>	<b>3,280,652,479</b>	<b>2,012,167,680</b>
<b>Expenses</b>					
Cost of sales and services		3,179,735,717	2,176,103,540	2,099,403,564	1,129,023,468
Selling, distribution and servicing expenses		523,667,670	411,897,270	64,907,768	46,812,016
Administrative expenses		1,392,534,792	1,320,193,697	908,888,484	845,449,047
Expected credit loss of loans to related parties (reversal)	7	-	-	308,505,946	(1,057,805,000)
Loss on fair value in other financial assets	11	119,883,562	-	119,883,562	-
Reversal of loss from recognise obligation on loan guarantee	27	-	-	(400,000,000)	-
Loss on impairment of investments in subsidiaries	14	-	-	7,813,950	1,014,275,000
Loss from sales of investment in joint venture	15	7,275,294	-	-	-
<b>Total expenses</b>		<b>5,223,097,035</b>	<b>3,908,194,507</b>	<b>3,109,403,274</b>	<b>1,977,754,531</b>
<b>Operating profit</b>		<b>96,631,300</b>	<b>307,250,955</b>	<b>171,249,205</b>	<b>34,413,149</b>
Share of profit from investments in joint ventures	15	184,706,540	261,964,936	-	-
Share of profit (loss) from investments in associates	16	(9,611,500)	8,868,631	-	-
Finance income		1,856,641	1,904,969	2,228,623	34,111,070
Finance cost	31	(73,602,135)	(60,031,697)	(50,419,582)	(37,256,578)
<b>Profit before income tax income (expenses)</b>		<b>199,980,846</b>	<b>519,957,794</b>	<b>123,058,246</b>	<b>31,267,641</b>
Income tax income (expenses)	33	(17,666,693)	(4,548,032)	13,324,536	12,040,044
<b>Profit for the year</b>		<b>182,314,153</b>	<b>515,409,762</b>	<b>136,382,782</b>	<b>43,307,685</b>
<b>Profit attributable to:</b>					
Equity holders of the Company		166,410,544	497,123,495	136,382,782	43,307,685
Non-controlling interests of the subsidiaries		15,903,609	18,286,267		
		<u>182,314,153</u>	<u>515,409,762</u>		
<b>Basic earnings per share</b>					
	34				
Profit attributable to equity holders of the Company		0.20	0.61	0.17	0.05

The accompanying notes are an integral part of the financial statements.

**GMM Grammy Public Company Limited and its subsidiaries**

**Statement of comprehensive income**

**For the year ended 31 December 2022**

(Unit: Baht)

	Note	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
		<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
<b>Profit for the year</b>		<u>182,314,153</u>	<u>515,409,762</u>	<u>136,382,782</u>	<u>43,307,685</u>
<b>Other comprehensive income:</b>					
<i>Other comprehensive income to be reclassified</i>					
<i>to profit or loss in subsequent periods:</i>					
Exchange differences on translation of financial statements					
in foreign currency - net of income tax		<u>(817,861)</u>	<u>(2,310,937)</u>	<u>-</u>	<u>-</u>
Other comprehensive income to be reclassified					
to profit or loss in subsequent periods - net of income tax		<u>(817,861)</u>	<u>(2,310,937)</u>	<u>-</u>	<u>-</u>
<i>Other comprehensive income not to be reclassified</i>					
<i>to profit or loss in subsequent periods</i>					
Actuarial gain - net of income tax	26	-	48,330,104	-	40,339,704
Gain (loss) on changes in value of equity investments					
designated at fair value through other comprehensive income					
- net of income tax		(32,000)	48,400	(32,000)	48,400
Share of actuarial loss of joint ventures - net of income tax	15	-	(3,348,391)	-	-
Share of actuarial loss of associates - net of income tax	16	-	(504,901)	-	-
Other comprehensive income not to be reclassified					
to profit or loss in subsequent periods - net of income tax		<u>(32,000)</u>	<u>44,525,212</u>	<u>(32,000)</u>	<u>40,388,104</u>
<b>Other comprehensive income for the year</b>		<u>(849,861)</u>	<u>42,214,275</u>	<u>(32,000)</u>	<u>40,388,104</u>
<b>Total comprehensive income for the year</b>		<u><u>181,464,292</u></u>	<u><u>557,624,037</u></u>	<u><u>136,350,782</u></u>	<u><u>83,695,789</u></u>
<b>Total comprehensive income attributable to:</b>					
Equity holders of the Company		165,560,683	537,376,769	<u>136,350,782</u>	<u>83,695,789</u>
Non-controlling interests of the subsidiaries		<u>15,903,609</u>	<u>20,247,268</u>		
		<u><u>181,464,292</u></u>	<u><u>557,624,037</u></u>		

The accompanying notes are an integral part of the financial statements.

GMM Grammy Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity

For the year ended 31 December 2022

(Unit: Baht)

Consolidated financial statements											
Equity attributable to equity holders of the Company											
	Equity attributable to equity holders of the Company				Other components of shareholders' equity						
					Other comprehensive income			Other changes by the owners			
	Issued and paid-up share capital	Share premium	Retained earnings		Exchange differences on translation of financial statements in foreign currency	Profit (loss) on changes in value of equity investments	Difference between book value from shareholding in subsidiary	Total other components of shareholders' equity	Total equity attributable to equity holders of the Company	Equity attributable to non-controlling interests of the subsidiaries	Total shareholders' equity
			Appropriated - statutory reserve	Unappropriated (deficits)							
<b>Balance as at 1 January 2021</b>	819,949,729	1,896,968,197	13,719,594	(1,863,211,859)	3,729,002	(124,085)	(42,946,812)	(39,341,895)	828,083,766	129,740,100	957,823,866
Profit for the year	-	-	-	497,123,495	-	-	-	-	497,123,495	18,286,267	515,409,762
Other comprehensive income for the year	-	-	-	42,515,811	(2,310,937)	48,400	-	(2,262,537)	40,253,274	1,961,001	42,214,275
Total comprehensive income for the year	-	-	-	539,639,306	(2,310,937)	48,400	-	(2,262,537)	537,376,769	20,247,268	557,624,037
Transfer of statutory reserve and share premium to offset deficit (Note 28)	-	(1,403,981,102)	(13,719,594)	1,417,700,696	-	-	-	-	-	-	-
Equity attributable to non-controlling interests of the subsidiaries	-	-	-	-	-	-	-	-	-	(33,077,528)	(33,077,528)
Transfer retained earnings to statutory reserve (Note 29)	-	-	2,165,384	(2,165,384)	-	-	-	-	-	-	-
<b>Balance as at 31 December 2021</b>	<u>819,949,729</u>	<u>492,987,095</u>	<u>2,165,384</u>	<u>91,962,759</u>	<u>1,418,065</u>	<u>(75,685)</u>	<u>(42,946,812)</u>	<u>(41,604,432)</u>	<u>1,365,460,535</u>	<u>116,909,840</u>	<u>1,482,370,375</u>
<b>Balance as at 1 January 2022</b>	819,949,729	492,987,095	2,165,384	91,962,759	1,418,065	(75,685)	(42,946,812)	(41,604,432)	1,365,460,535	116,909,840	1,482,370,375
Profit for the year	-	-	-	166,410,544	-	-	-	-	166,410,544	15,903,609	182,314,153
Other comprehensive income for the year	-	-	-	-	(817,861)	(32,000)	-	(849,861)	(849,861)	-	(849,861)
Total comprehensive income for the year	-	-	-	166,410,544	(817,861)	(32,000)	-	(849,861)	165,560,683	15,903,609	181,464,292
Equity attributable to non-controlling interests of the subsidiaries	-	-	-	-	-	-	-	-	-	(25,722,125)	(25,722,125)
Transfer retained earnings to statutory reserve (Note 29)	-	-	6,819,139	(6,819,139)	-	-	-	-	-	-	-
<b>Balance as at 31 December 2022</b>	<u>819,949,729</u>	<u>492,987,095</u>	<u>8,984,523</u>	<u>251,554,164</u>	<u>600,204</u>	<u>(107,685)</u>	<u>(42,946,812)</u>	<u>(42,454,293)</u>	<u>1,531,021,218</u>	<u>107,091,324</u>	<u>1,638,112,542</u>

The accompanying notes are an integral part of the financial statements.

**GMM Grammy Public Company Limited and its subsidiaries**

**Statement of changes in shareholders' equity (continued)**

**For the year ended 31 December 2022**

(Unit: Baht)

<b>Separate financial statements</b>							
	Issued and paid-up share capital	Share premium	Retained earnings		Other components of shareholders' equity		
			Appropriated - statutory reserve	Unappropriated (deficit)	Other comprehensive income Profit (loss) on changes in value of equity investments	Total other components of shareholders' equity	Total shareholders' equity
<b>Balance as at 1 January 2021</b>	819,949,729	1,896,968,197	13,719,594	(1,417,700,696)	(124,085)	(124,085)	1,312,812,739
Profit for the year	-	-	-	43,307,685	-	-	43,307,685
Other comprehensive income for the year	-	-	-	40,339,704	48,400	48,400	40,388,104
Total comprehensive income for the year	-	-	-	83,647,389	48,400	48,400	83,695,789
Transfer of statutory reserve and share premium to offset deficit (Note 28)	-	(1,403,981,102)	(13,719,594)	1,417,700,696	-	-	-
Transfer retained earnings to statutory reserve (Note 29)	-	-	2,165,384	(2,165,384)	-	-	-
<b>Balance as at 31 December 2021</b>	<u>819,949,729</u>	<u>492,987,095</u>	<u>2,165,384</u>	<u>81,482,005</u>	<u>(75,685)</u>	<u>(75,685)</u>	<u>1,396,508,528</u>
<b>Balance as at 1 January 2022</b>	819,949,729	492,987,095	2,165,384	81,482,005	(75,685)	(75,685)	1,396,508,528
Profit for the year	-	-	-	136,382,782	-	-	136,382,782
Other comprehensive income for the year	-	-	-	-	(32,000)	(32,000)	(32,000)
Total comprehensive income for the year	-	-	-	136,382,782	(32,000)	(32,000)	136,350,782
Transfer retained earnings to statutory reserve (Note 29)	-	-	6,819,139	(6,819,139)	-	-	-
<b>Balance as at 31 December 2022</b>	<u>819,949,729</u>	<u>492,987,095</u>	<u>8,984,523</u>	<u>211,045,648</u>	<u>(107,685)</u>	<u>(107,685)</u>	<u>1,532,859,310</u>

The accompanying notes are an integral part of the financial statements.

**GMM Grammy Public Company Limited and its subsidiaries**

**Statement of cash flows**

**For the year ended 31 December 2022**

(Unit: Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
<b>Cash flows from operating activities</b>				
Profit before tax	199,980,846	519,957,794	123,058,246	31,267,641
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	339,074,665	274,328,589	153,828,586	115,162,500
Reversal of bad debts and allowance for expected credit losses	(12,585,280)	(6,681,115)	(1,001,155)	(2,140,193)
Loss on impairment of financial assets (reversal)	(5,497,841)	7,445,323	(2,731,897)	14,103,317
Reversal of reduction of cost of inventory to net realisable value	3,714,060	9,374,113	6,366,970	15,936,845
Provision for sales returns (reversal)	4,680,177	(27,420,281)	4,580,449	(28,047,237)
Loss (gain) on fair value adjustments of other financial assets	119,883,562	(89,598,590)	119,883,562	(89,598,590)
Gain from capital reduction, returning funds and liquidation in subsidiaries	-	-	-	(647,693)
Loss on impairment of investments in subsidiaries	-	-	7,813,950	1,014,275,000
Reversal of impairment of leasehold improvement and equipment	-	(16,610,000)	-	-
Expected credit loss on loans to related parties (reversal)	-	-	312,238,998	(1,057,805,000)
Loss from sales of investment in associate	462,955	-	-	-
Loss (gain) on disposal of equipments	(4,191,291)	13,503,884	(4,189,383)	(239,986)
Reversal of impairment of intangible assets	(8,280,000)	(9,500,967)	-	-
Loss on disposal/write-off of intangible assets	8,289,101	15,148,137	-	1,847,215
Gain on deemed disposal of investment in joint ventures	-	(234,924,682)	-	-
Loss from sales of investment in joint venture	7,275,294	-	-	-
Reversal of obligation on loan guarantee	-	-	(400,000,000)	-
Loss (gain) from lease agreement cancellation	85,980	(116,039)	-	-
Loss (gain) from lease modification	(7,576,047)	455,731	(6,452,497)	455,731
Dividend income	(9,592,900)	(3,296,700)	(170,468,222)	(63,820,071)
Share of profit from investments in joint ventures	(184,706,540)	(261,964,936)	-	-
Elimination of unrealised profits on transaction with joint venture	18,336,997	-	-	-
Share of (profit) loss from investments in associates	9,611,500	(8,868,631)	-	-
Long-term employee benefit expenses	22,629,702	21,828,954	15,450,182	18,235,371
Interest income	(1,856,641)	(1,904,969)	(2,228,623)	(34,111,070)
Interest expenses	73,602,135	60,031,697	50,419,582	37,256,578
Profit (loss) from operating activities before changes in operating assets and liabilities	573,340,434	261,187,312	206,568,748	(27,869,642)
Decrease (increase) in operating assets				
Trade and other receivables	(269,562,184)	110,655,435	(201,219,360)	72,121,036
Inventories	(72,835,194)	(17,538,532)	5,836,662	(43,127,311)
Prepaid expenses	9,852,861	(2,272,137)	(2,310,959)	(1,634,786)
Advance payments	(28,026,575)	10,982,806	(23,189,341)	11,698,714
Other current assets	32,744,122	89,180,904	20,996,961	42,188,660
Other non-current assets	(497,202,079)	(222,825,096)	(397,086,368)	(141,551,005)

The accompanying notes are an integral part of the financial statements.

**GMM Grammy Public Company Limited and its subsidiaries**

**Statement of cash flows (continued)**

**For the year ended 31 December 2022**

(Unit: Baht)

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Increase (decrease) in operating liabilities				
Trade and other payables	285,074,860	(69,610,978)	241,983,558	(7,391,903)
Unearned income	221,837,767	(161,323,754)	163,193,971	(119,454,099)
Other current liabilities	42,774,527	(15,972,846)	35,507,051	(20,589,382)
Provision for long-term employee benefits	(15,826,762)	(24,170,532)	(15,826,762)	(24,170,532)
Other non-current liabilities	<u>(8,357,757)</u>	<u>(8,112,875)</u>	<u>(317,758)</u>	<u>19,625</u>
Cash flows from (used in) operating activities	273,814,020	(49,820,293)	34,136,403	(259,760,625)
Cash paid for interest expenses	(73,602,675)	(59,951,575)	(50,297,494)	(36,943,570)
Cash paid for income tax	(91,982,079)	(67,065,252)	(50,419,058)	(26,197,512)
Cash received from income tax refund	<u>45,106,887</u>	<u>76,120,656</u>	<u>20,588,741</u>	<u>5,736,683</u>
<b>Net cash flows from (used in) operating activities</b>	<u>153,336,153</u>	<u>(100,716,464)</u>	<u>(45,991,408)</u>	<u>(317,165,024)</u>
<b>Cash flows from investing activities</b>				
Acquisition of equipments	(61,975,176)	(27,257,594)	(51,048,948)	(12,915,729)
(Increase) decrease in loans to related parties	-	-	(312,238,998)	1,059,335,000
Cash paid to purchase additional investments in subsidiaries	-	-	-	(1,003,051,820)
Cash received from reduction of capital, returning funds and liquidation in subsidiary	-	-	346,000,000	65,282,788
Cash paid from investments in joint ventures	(39,035,110)	(85,025,190)	(39,035,110)	(51,025,200)
Cash received from disposal of investment in associate	6,948,780	-	-	-
Cash received from disposal of investment in joint venture	5,000,000	-	-	-
Cash received from disposal of equipment and right-of-use assets	4,753,707	10,709,484	4,533,767	584,542
Dividend received from subsidiaries, associates and joint ventures	119,051,447	15,000,000	161,649,863	46,948,430
Dividend received from other current financial assets	9,592,900	3,296,700	9,592,900	3,296,700
Interest income	1,829,603	1,887,355	1,944,083	38,214,181
Increase in other financial asset	-	<u>(539,767,542)</u>	-	<u>(539,767,542)</u>
<b>Net cash flows from (used in) investing activities</b>	<u>46,166,151</u>	<u>(621,156,787)</u>	<u>121,397,557</u>	<u>(393,098,650)</u>
<b>Cash flows from financing activities</b>				
Increase (decrease) in short-term loans from bank	(320,000,000)	750,000,000	(330,000,000)	750,000,000
Increase (decrease) in loans from related parties	185,620,466	-	(249,000,000)	(20,000,000)
Cash received from long-term loans	897,750,000	-	897,750,000	-
Repayment of long-term loans	(656,250,000)	(75,000,000)	(256,250,000)	(75,000,000)
Repayment of lease liabilities	(79,174,442)	(82,162,905)	(57,424,802)	(54,430,998)
Dividend paid to non-controlling interest of subsidiaries	<u>(25,722,125)</u>	<u>(33,076,885)</u>	-	-
<b>Net cash flows from (used in) financing activities</b>	<u>2,223,899</u>	<u>559,760,210</u>	<u>5,075,198</u>	<u>600,569,002</u>
<b>Net decrease in translation adjustments</b>	<u>(817,861)</u>	<u>(2,310,937)</u>	-	-
<b>Net increase (decrease) in cash and cash equivalents</b>	<u>200,908,342</u>	<u>(164,423,978)</u>	<u>80,481,347</u>	<u>(109,694,672)</u>
Cash and cash equivalents at beginning of year	<u>563,253,163</u>	<u>727,677,141</u>	<u>174,744,848</u>	<u>284,439,520</u>
<b>Cash and cash equivalents at end of year</b>	<u><u>764,161,505</u></u>	<u><u>563,253,163</u></u>	<u><u>255,226,195</u></u>	<u><u>174,744,848</u></u>
<b>Supplemental cash flows information:</b>				
Non-cash transactions:				
Increase in assets from lease agreements	11,905,422	12,735,067	11,905,422	3,827,653
Fixed assets purchased which payment has yet to be made	2,316,567	-	2,316,567	-
Intangible assets purchased which payment has yet to be made	677,781	-	677,781	-

The accompanying notes are an integral part of the financial statements.

**Profile of the directors who retired by rotation for the year 2023  
and be proposed to act as Company's director for another term.  
GMM Grammy Public Company Limited**

<b>Name - Surname</b>	• <b>Mr. Paiboon Damrongchaitham</b>
<b>Age</b>	• 73 years
<b>Nationality</b>	• Thai
<b>Appointment Date of Directorship</b>	• 25 March 1994
<b>Period of Directorship</b>	<ul style="list-style-type: none"> <li>• 29 years 1 Months (until the date of AGM)</li> <li>• 32 years 1 Months (Including the proposed agenda for this time)</li> </ul>
<b>Type of Director to be Appointed</b>	• Director (Non-Executive)

**Education**

- Bachelor of Arts (Mass Communications) (Honors), Chulalongkorn University
- Doctoral of Business Administration (Honorary), Christian University
- Doctoral of Buddhist Studies (Honorary), Buddhist Psychology, Mahachulalongkornrajavidyalaya University

**Training Program**

- Broadcasting Executive Forum (BCF), Class 1/2013, The National Broadcasting and Telecommunications Commission (NBTC)

**Position in the Company**

- 2008 - Present Chairman of the Company Advisory Board
- 1998 - Present Chairman of the Board

**Directorship and Executive Position in Other Company**

- **Listed Company:** 1 company

Period	Position	Company
3 May 2021 - Present	Chairman of the Board	The One Enterprise Plc.

- **Non-Listed Company:** 8 companies

Period	Position	Company
13 Aug 2020 - Present	Director (Authorized Director)	Fah Damrongchaitham Co., Ltd.
11 Apr 2018 - Present	Director	GDH 559 Co., Ltd.
2009 - Present	Director (Authorized Director)	Ruamfah Deawkan Co., Ltd.
2005 - Present	Director (Authorized Director)	Trinaga Co., Ltd.
2001 - Present	Director (Authorized Director)	Geurtfah Co., Ltd.
1998 - Present	Director	Global Music and Media (China) Co., Ltd.
1998 - Present	Chairman / Founder	Damrongchaitham Foundation
1987 - Present	Director (Authorized Director)	Ruamfah Co., Ltd.

**Profile of the directors who retired by rotation for the year 2023  
and be proposed to act as Company's director for another term.  
GMM Grammy Public Company Limited**

**Working Experience** (at least for the past 5 years)

Period	Position	Company
<b>Listed Companies</b>		
3 May 2021 - 11 Aug 2021	Member of the Nomination and Remuneration Committee	The One Enterprise Plc.
Jul 2011 - 13 Jul 2014	Member of the Nomination and Remuneration Committee	GMM Grammy Plc.
2005 - Jul 2011	Chairman of the Nomination and Remuneration Committee	GMM Grammy Plc.
1998 - 2008	Chairman of the Executive Committee Advisor	GMM Grammy Plc.
<b>Other Companies</b>		
23 Apr 2021 - 2 May 2021	Member of the Nomination and Remuneration Committee	The One Enterprise Co., Ltd.
12 Mar 2021 - 22 Apr 2021	Chairman of the Nomination and Remuneration Committee	The One Enterprise Co., Ltd.
31 May 2017- 3 May 2021	Chairman of the Board	The One Enterprise Co., Ltd.
1 Dec 2017 - 22 Nov 2020	Director (Authorized Director)	GMM Media Plc.
21 Dec 2019 - 30 Nov 2020	Chairman of the Executive Committee	GMM Channel Holding Co., Ltd.
7 Dec 2017- 30 Nov 2020	Director (Authorized Director)	GMM Channel Holding Co., Ltd.
21 Dec 2017- 20 Dec 2019	Chairman of the Board	GMM Channel Holding Co., Ltd.
Apr 2015 - 9 Dec 2019	Director	Judtanton Co., Ltd. (Liquidation Completed)
Nov 2011 - 4 Dec 2019	Chairman of the Board	GMM O-Shopping Co., Ltd. (Formerly O-Shopping Co., Ltd. / GMM CJ O-Shopping Co., Ltd.)
2009 - 26 Dec 2018	Vice Chairman	Family Know-how Co., Ltd (Dissolution)
2002 - 12 Nov 2018	Director	H.Y.Infinite Co., Ltd (Formerly Hou Yuu Co.,Ltd) (Liquidation Completed)
2008 - 20 June 2017	Chairman of the Company Advisory	GMM Media Plc.
Mar 2012 - Sep 2012	Director	GMM Z Co., Ltd.
2005 - 2009	Chairman of the Nomination and Remuneration Committee	GMM Media Plc.
2002 - 2009	Chairman of the Board	GMM Media Plc.

**Profile of the directors who retired by rotation for the year 2023  
and be proposed to act as Company's director for another term.  
GMM Grammy Public Company Limited**

Period	Position	Company
2007 - 2008	Advisor to the Executive Committee	GMM Media Plc.
2005 - 2007	Chairman of the Risk Management Committee	GMM Media Plc.
2002 - 2007	Chairman of the Executive Director	GMM Media Plc.

- **Other company that may cause any conflict of interest to the Company:** - None -

<b>Area of expertise</b>	Have Expertise, Knowledge and Experience about the business administration, Accounting & Finance, Business Strategy & Marketing, Organization and Human Resource Management, Investment, New Business Development, Good Corporate Governance and Risk Management
<b>Percentage of Share Holding as of 20 February 2023</b>	<p>Direct : - None -</p> <p>Indirect :</p> <p>(1) 426,774,344 Shares (52.05%) via Fah Damrongchaitham Co., Ltd. (Mr. Paiboon Damrongchaitham having 99% voting rights in Fah Damrongchaitham Co., Ltd. and he is Authorized Director in Fah Damrongchaitham Co., Ltd.</p> <p>(2) 433,600 Shares (0.05%) via Geurtfah Co.,Ltd. ( Mr. Paiboon Damrongchaitham is the Chairman of the Board and Director (Authorized Director) in Geurtfah Co.,Ltd and all his 4 children hold 100% shares in Geurtfah Co.,Ltd)</p> <p>Summary of total shares of 427,207,944 shares (equivalent to 52.10%) of the total issued shares of 819,949,729 shares.</p>
<b>Executive Related Relationship</b>	Being the father of Mr. Fahmai Damrongchaitham who is Director (Authorized Director), Executive of the company.
<b>Legal Disputes</b>	- None -
<b>Criteria and Recruitment Procedure</b>	The Board has considered and agreed with the Nomination and Remuneration Committee to propose the reappointment of Mr. Paiboon Damrongchaitham as a director for another term. This is in accordance with the criteria and recruitment process of the company. (As being disclosed in the 2022 Annual Report (Form 56-1 One report) under the Heading of Corporate Governance > Nomination and Remuneration of Directors and Executives > Nomination and Appointment Process of Director (Page. 108-109)
<b>Meeting Attendance in 2022</b>	<ul style="list-style-type: none"> <li>• The Shareholder Meeting in 2022: Attended 1 / 1 times</li> <li>• The Board of Directors' Meeting: Attended 4 / 4 times</li> </ul>

**Profile of the directors who retired by rotation for the year 2023  
and be proposed to act as Company's director for another term.  
GMM Grammy Public Company Limited**

<b>Name - Surname</b>	• Miss Boosaba Daorueng
<b>Age</b>	• 70 years
<b>Nationality</b>	• Thai
<b>Appointment Date of Directorship</b>	• 25 March 1994
<b>Period of Directorship</b>	• 29 years 1 Months (until the date of AGM) • 32 years 1 Months (Including the proposed agenda for this time)
<b>Type of Director to be Appointed</b>	• Director (Executive Director)

**Education**

- Bachelor of Liberal Arts, Thammasat University

**Training Program**

- The Thai Institute of Directors (IOD) : None

**Position in the Company**

- 13 May 2017 - Present Chairman of the Corporate Governance and Ethics Committee,
- May 2012- Present Chairman of the Group Executive Committee
- Feb 2012 - Present Group Chief Executive Officer
- 2008 - Present Vice Chairman of the Board
- 2005 - Present Chairman of the Risk Management Committee
- Mar 1994 - Present Director (Authorized Director)

**Directorship and Executive Position in Other Company**

- *Listed Company* : - None-
- *Non-Listed Company* : 23 companies

Period	Position	Company
15 Dec 2021 - Present	Director	Special Destiny Co., Ltd.
20 May 2020 - Present	Director	GMMZ Co., Ltd.
2020 - Present	Director	Nam Dee Mai Ngarm Co., Ltd.
17 Aug 2018 - Present	Director	OSP TV Co., Ltd.
29 Mar 2018 - Present	Director	EXACT Co., Ltd.
15 Jul 2016 - Present	Director	Sawasdee Thaweasuk Co., Ltd
15 Jul 2016 - Present	Director	Siangdee Thaweasuk Co., Ltd
14 Dec 2015 - Present	Director	GDH 559 Co., Ltd
27 May 2015 - Present	Director	Ngandee Thaweasuk Co., Ltd
Oct 2012 - Present	Director	GDC Co., Ltd
Oct 2010 - Present	Director	GR Vocal Studio Co., Ltd
Jul 2005 - Present	Director	Fan TV Co., Ltd
Apr 2004 - Present	Director	Scenario Co., Ltd
Jul 2003 - Present	Director	Digital Arms Co., Ltd
May 2000 - Present	Director	GMM Holding Co., Ltd

**Profile of the directors who retired by rotation for the year 2023  
and be proposed to act as Company's director for another term.  
GMM Grammy Public Company Limited**

Period	Position	Company
Dec 1998 - Present	Director	GMM Digital Domain Co., Ltd
Nov 1998 - Present	Director	MGA Co., Ltd
Nov 1998 - Present	Director	Grammy Publishing House Co., Ltd
Aug 1998 - Present	Director	GMM Music Publishing International Co., Ltd
1998 - Present	Director	Global Music and Media (China) Co., Ltd.
Aug 1996 - Present	Director	Magic Film Co., Ltd
Nov 1995 - Present	Director	More Music Co., Ltd
Sep 1994 - Present	Director	Extraorganizer Co., Ltd

**Working Experience** (at least for the past 5 years)

Period	Position	Company
<b><u>Listed Companies</u></b>		
2009 - May 2012	Co-Chief Executive Director	GMM Grammy Plc
2009 - Feb 2012	Co-Chief Executive Officer	GMM Grammy Plc.
<b><u>Other Companies</u></b>		
15 Jul 2016 - 9 Sep 2022	Director	Nadao Bangkok Co., Ltd
Jul 2013 - 9 Dec 2021	Director	G200M Co.,Ltd. (Former Digistream Co., Ltd.)
29 Mar 2018 - 29 Nov 2021	Director	Teen Talk Co., Ltd. (Liquidation Completed)
18 Apr 2018 - 25 Aug 2021	Director	GS ONE Co., Ltd.(Liquidation Completed)
18 May 2020 - 24 Aug 2021	Director	Bravo Studio Co., Ltd.(Liquidation Completed)
19 Apr 2017- 14 Jun 2021	Director	Z Trading Co.,Ltd
20 May 2020 - 9 Dec 2020	Director	Tee Fah Studio Co., Ltd. (Liquidation Completed)
20 May 2020 - 4 Dec 2020	Director	Gung Ho Studio Co., Ltd. (Liquidation Completed)
2004 - 4 Dec 2020	Director	Deetalk Co., Ltd. (Liquidation Completed)
Apr 2004 - 29 Jun 2020	Director	GMM Tai Hub Co., Ltd. (Liquidation Completed)
21 Jul 2016 - 16 Jun 2020	Director	Good Things Happen Co., Ltd
Feb 2006 - 2 Mar 2020	Director	GMM Goods Co., Ltd.
Nov 1998 - 5 Aug 2019	Director	Digital Gen Co., Ltd (Liquidation Completed)
Jan 1997 - 5 Aug 2019	Director	GMM Studio Co., Ltd (Liquidation Completed)
Aug 1999 - 24 Sep 2018	Director	G Broadcast Co., Ltd.
20 Apr 2018 - 24 Sep 2018	Director	Change2561 Co., Ltd.
4 Apr 2018 - 24 Sep 2018	Director	A-Time Media Co., Ltd.
4 Apr 2018 - 24 Sep 2018	Director	GMM TV Co., Ltd
4 Apr 2018 - 20 Sep 2018	Chairman of the Board / Director	GMM Media Plc.
4 Apr 2018 - 20 Sep 2018	Director	GMM Channel Co., Ltd.
4 Apr 2018 - 14 Sep 2018	Director	GMM Channel Holding Co., Ltd.
Aug 2015 - 12 Jan 2018	Director	A-Time Media Co., Ltd
Aug 2015 - 12 Jan 2018	Director	GMM TV Co., Ltd.
2015 - 12 Jan 2018	Director	GMM Media Plc.
Sep 2013 -12 Jan 2018	Director	GMM Channel Co., Ltd.

**Profile of the directors who retired by rotation for the year 2023  
and be proposed to act as Company's director for another term.  
GMM Grammy Public Company Limited**

Period	Position	Company
Aug 2015 - 7 Dec 2017	Director	GMM Channel Trading Co., Ltd.
May 2010 - 2 Jun 2017	Director	Acts Studio Co., Ltd
Sep 2015 - 1 Jun 2017	Director	Exact Scenario Co., Ltd.
Sep 2013 - 1 Jun 2017	Director	GMM One TV Co., Ltd.
21 Jul 2015 - 31 May 2017	Director	The One Enterprise Co., Ltd.
Sep 2015 - 3 Mar 2017	Director	Memiti Co., Ltd.
Nov 1998 - 31 Jan 2017	Director	GTH On-air Co., Ltd (Liquidation Completed)
Sep 2004 - 20 Jan 2016	Director	Luckdee Thaweasuk Co., Ltd. (Liquidation Completed)
Jul 2005 - 1 Jul 2015	Director	Index Creative Village Plc. (Former Index Event Agency Plc.)
2003 - 2008	Advisor to the Executive Committee and the Board of Directors	GMM Media Plc.

- **Other company that may cause any conflict of interest to the Company:** -None-

<b>Area of expertise</b>	Have Expertise, Knowledge and Experience about the business administration, Business Strategy & Marketing and Organization and Human Resource Management.
<b>Percentage of Share Holding as of 20 February 2023</b>	Direct : - None - Indirect : (1) 1,150,120 shares (0.14%). (2) 600,120 shares (0.07%) (via Mr. Santisuk Chongmankong who is a Spouse of Miss Boosaba Daorueng)  Summary of total shares held by related persons under Section 59 of 1,750,240 shares (equivalent to 0.21%) of the total issued shares of 819,949,729 shares.
<b>Executive Related Relationship</b>	- None -
<b>Legal Disputes</b>	- None -
<b>Criteria and Recruitment Procedure</b>	The Board has considered and agreed with the Nomination and Remuneration Committee to propose the reappointment of Miss Boosaba Daorueng as a director for another term. This is in accordance with the criteria and recruitment process of the company. (As being disclosed in the 2022 Annual Report (Form 56-1 One report) under the Heading of Corporate Governance > Nomination and Remuneration of Directors and Executives > Nomination and Appointment Process of Director (Page. 108-109)



**Profile of the directors who retired by rotation for the year 2023  
and be proposed to act as Company's director for another term.  
GMM Grammy Public Company Limited**

<b>Meeting Attendance in 2022</b>	<ul style="list-style-type: none"> <li>• The Shareholder Meeting in 2022 : Attended 1/1 times</li> <li>• The Board of Directors' Meeting : Attended 4/4 times</li> <li>• The Risk Management Committee's Meeting : Attended 1/1 times</li> <li>• The Corporate Governance and Ethics Committee's Meeting : Attended 2/2 times</li> <li>• The Group Executive Committee's Meeting : Attended 13/13 times</li> </ul>
-----------------------------------	--

**Profile of the directors who retired by rotation for the year 2023  
and be proposed to act as Company's director for another term.  
GMM Grammy Public Company Limited**

<b>Name - Surname</b>	• Mr. Phawit Chitrakorn
<b>Age</b>	• 48 years
<b>Nationality</b>	• Thai
<b>Appointment Date of Directorship</b>	• 28 April 2017
<b>Period of Directorship</b>	• 6 years (until the date of AGM) • 9 years (Including the proposed agenda for this time)
<b>Type of Director to be Appointed</b>	• Director (Executive Director)

**Education**

- Bachelor of Business Administration (Advertising), Assumption University

**Training Program**

*Thai Institute of Directors (IOD) : - None -*

**Position in the Company**

- 13 May 2017 - Present Member of the Risk Management Committee
- 13 May 2017 - Present Member of the Corporate Governance and Ethics Committee
- 28 Apr 2017 - Present Director (Authorized Director)
- 1 Jan 2017 - Present Chief Executive Officer- GMM Music
- 26 Feb 2016 - Present Member of Group Executive Committee

**Directorship and Executive Position in Other Company**

- *Listed Company : - None -*
- *Non-Listed Company : 5 companies*

Period	Position	Company
21 May 2021- Present	Director	YGMM Co., Ltd
20 May 2020- Present	Director	GMM Music Publishing International Co., Ltd
Apr 2018 - Present	Advisory	SIX Network Co., Ltd.
18 Apr 2018 - Present	Director	GR Vocal Studio Co., Ltd.
18 Apr 2018 - Present	Director	FAN TV Co., Ltd.

**Working Experience (at least for the past 5 years)**

Period	Position	Company
<b><u>Listed Companies</u></b>		
Jan 2016 - Dec 2016	Chief Marketing Officer	GMM Grammy Plc.
<b><u>Other Companies</u></b>		

**Profile of the directors who retired by rotation for the year 2023  
and be proposed to act as Company's director for another term.  
GMM Grammy Public Company Limited**

Period	Position	Company
21 May 2018 - 24 Aug 2021	Director	Bravo Studio Co., Ltd. (Liquidation Completed)
28 Mar 2018 - 9 Dec 2020	Director	Tee Fah Studio Co., Ltd. (Liquidation Completed)
21 May 2018 - 24 Aug 2021	Director	Gung Ho Studio Co., Ltd. (Liquidation Completed)
10 Apr 2018 - Present	Director	GMM Goods Co., Ltd.
18 Apr 2018 - 5 Mar 2018	Director	Digistream Co., Ltd.
19 Apr 2017- 5 Jun 2017	Director	GMM Z Co., Ltd.
2011 - 2015	Managing Director	Ogilvy and Mather Advertising
2008 - 2011	Managing Partner	Ogilvy and Mather Advertising
2003 - 2008	Business Director	Ogilvy and Mather Advertising
2002 - 2003	Group Account Director	Grey Worldwide Thailand
2000 - 2002	Account Director	DY&R Thailand
1997 - 2000	Account Manager	Grey Worldwide Thailand
1995 - 1997	Account Executive	Grey Worldwide Thailand

- **Other company that may cause any conflict of interest to the Company :** - None -

<b>Area of expertise</b>	Have Expertise, Knowledge and Experience about the business administration, Organization and Human Resource Management, Business Strategy & Marketing, Investment, New Business Development, Good Corporate Governance and Information Technology.
<b>Percentage of Share Holding as of 20 February 2023</b>	Direct : - None - Indirect : - None -
<b>Executive Related Relationship</b>	- None -
<b>Legal Disputes</b>	- None -
<b>Criteria and Recruitment Procedure</b>	The Board has considered and agreed with the Nomination and Remuneration Committee to propose the reappointment of Mr. Phawit Chitrakorn as a director for another term. This is in accordance with the criteria and recruitment process of the company. (As being disclosed in the 2022 Annual Report (Form 56-1 One report) under the Heading of Corporate Governance > Nomination and Remuneration of Directors and Executives > Nomination and Appointment Process of Director (Page. 108-109)



**Profile of the directors who retired by rotation for the year 2023  
and be proposed to act as Company's director for another term.  
GMM Grammy Public Company Limited**

---

<b>Meeting Attendance in 2022</b>	<ul style="list-style-type: none"><li>• The Shareholder Meeting in 2022 : Attended 1/1 times</li><li>• The Board of Directors' Meeting : Attended 4/4 times</li><li>• The Risk Management Committee's Meeting : Attended 1/1 times</li><li>• The Corporate Governance and Ethics Committee's Meeting : Attended 2/2 times</li><li>• The Group Executive Committee's Meeting : Attended 13/13 times</li></ul>
-----------------------------------	--

**Details of the Independent Directors Proposed as Proxy Holders  
for the 2023 Annual General Meeting of Shareholders**

Name	Position	Age	Address	Interest in agenda item	Special Interest in agenda item *
1. Dr. Naris Chaiyasoot	- Chairman of the Audit Committee - Chairman of the Nomination and Remuneration Committee - Independent Director	67 years	No.26/21 Moo 5, Soi Satchanalai Village., Soi Pramuansuk, Rungpracha Road, Wat Chalo, Bang Kruai, Nonthaburi province 11130	Agenda 7	None
2. Mr. Suvit Mapaisansin	- Member of the Audit Committee - Member of the Nomination and Remuneration Committee - Member of the Corporate Governance and Ethics Committee - Independent Director	64 years	No.177 Soi Phibun Watthana, Rama 6 Road, Samsen Nai, Phaya Thai, Bangkok 10400	Agenda 7	None
3. Mr. Chanitr Charnchainarong	- Member of the Audit Committee - Independent Director	59 years	No.150 Nanglinchee Road, Thung Maha Mek, Sathon, Bangkok 10120	Agenda 7	None
4. Mr. Sunyaluck Chaikajornwat	- Member of the Audit Committee - Member of the Corporate Governance and Ethics Committee - Independent Director	45 years	No. 135, Ratchapruek Road Soi 6, Bangchak, Pasicharoen, Bangkok 10160	Agenda 7	None

\* **Special Interest** Special interest means having a special interest that is different from other directors in every agenda item proposed, include receive the benefits or compensation beyond the normal criteria.

\*\* Additional condition as per Department of Business Development's Announcement dated February 4, 2013 regarding Proxy Granting, Proxy Holders' Voting Rights, and Delivery of an Invitation to Shareholders' Meeting of Public Company

G. The vote casting of a proxy holder is considered as a vote made on behalf of a proxy grantor. Therefore, a proxy holder, including those proxy holders who are independent directors that may have conflict of interest in any agenda, can still cast a vote on that agenda, on behalf of a proxy grantor who has no conflict of interest.

**Note:**

Agenda 7: To approve the remunerations of the Board of Directors and subcommittees for the year 2023.

**The Company's Articles of Association Concerning the Shareholders' Meeting**

**CHAPTER IV  
BOARD OF DIRECTORS**

12. The Board of Directors shall comprise of not less than 5 directors, provided that at least half (1/2) of the directors shall reside within the Kingdom of Thailand.
13. Except as stipulated in Article 17, the directors shall be appointed by the Shareholders Meeting in accordance with the following rules and procedures:
  - (1) Each shareholder shall have one vote per share.
  - (2) Each shareholder may cast all his/her vote(s) according to (1) to elect one or several candidates as directors, but could not allot the votes to any person at any number.
  - (3) The candidates receiving the highest number of votes in the respective order of the votes shall be elected as directors at such time. In the event that a number of candidates receive an equal number of votes for the last directorship exceed the number of directors the Company required or to be elected at such time, the chairman of the meeting shall have a second vote.
14. At every Annual General Meeting of Shareholders, one-third of the directors shall retire from office, the director who has held office longest shall be the first person to retire. If the number of directors is not a multiple of three, then the number of directors nearest to one-third must retire from office. The retired shall be eligible for re-election.
18. The Shareholders' Meeting may resolve to remove any director from office before the expiration of the term of office by the votes of not less than three-fourths of the total votes of the shareholders who attend and have the right to vote with shares amounting to not less than one-half of the shares held by the shareholders present at the meeting and have the right to vote.
19. A director may or may not be a shareholder of the Company.
24. Directors are prohibited to operate, be a partner or a director in any other entity with the same business as the Company or any entity who is a competitor, unless the Shareholders' Meeting is informed prior to the appointment.
26. The Company shall pay the following compensation to the directors:
  - (1) Annual bonus for the position of the Company's director.
  - (2) Salary, bonus in the case that any director being employed by the Company.
  - (3) Compensation under the business contract between the Company and a director or any compensation in order to acquire the Company's normal commercial interest.
27. Two directors may jointly sign and affix common seal of the Company to bind the Company.

The Board of Directors may specify and change the name of the authorized directors whose signatures affixed with the Company's seal.

The Board of Directors' Meeting shall be held at least once every 3 months.

**The Company's Articles of Association Concerning the Shareholders' Meeting**

**CHAPTER V  
SHAREHOLDERS MEETING**

28. The Board shall arrange for an Annual General Meeting of Shareholders to be held within four (4) months after the end of the fiscal year of the Company.

Other Shareholders' Meetings, apart from the abovementioned meeting, are called Extraordinary General Meetings. The Board of Directors may summon an Extraordinary General Meeting whenever they deem appropriate.

One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit a written request to the Board of Directors for calling an Extraordinary General Meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph three (3), the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the date under paragraph three (3). In this regard, the meeting shall be deemed as the Shareholders' Meeting called by the Board of Directors. The Company shall be responsible for necessary expenses incurring from such meeting and reasonably provide facilitation.

In case the meeting summoned by such shareholders under paragraph four (4) is not constitute a quorum as prescribed in Article 30, the shareholders under paragraph four (4) shall jointly responsible to the Company for expenses incurred from such meeting.

29. The Board of Directors shall summon a Shareholders' Meeting by sending a notice to the shareholders not less than 7 days before the date of the meeting. The notice shall specify the place, date, time and agenda of the meeting and the subject matter to be submitted to the meeting together with appropriate details - specify clearly agenda that to acknowledge, or to approve, or to consider and also compose of the Board of Directors' opinion. Such notice shall be published in a newspaper not less than 3 consecutive days in advance of the date of the meeting date at least 3 days.

30. The quorum of a Shareholders' Meeting shall be either not less than 25 shareholders or proxies (if any) presented, or not less than half of the total number of shareholders, and the total number of shares altogether should not less than one-third of the total number of shares sold.

Under each Shareholders' Meeting, Board of Directors may determine to have the Shareholders' Meeting through electronic media in accordance with the rules and procedures as prescribed by the related laws.

The Shareholder's Meetings through electronic media and the sending of a summoning notice for the Shareholder's Meetings including its related documents shall be conducted under the procedure and period as provided by the laws and Articles of Association or sent by electronic mails, but it will be sent in accordance with the period and advertisement in newspapers as prescribed by the laws and Articles of Association.

The Shareholders, who attended the Shareholders' Meeting through electronic media with the same procedures and terms as mentioned above, shall be deemed to be the attendance of the Shareholders' Meeting which can be counted to constitute a quorum for Shareholders' Meeting and shall be deemed to be the legally meeting under the related laws.

When 1 hour has elapsed from the appropriated time fixed for any Shareholders' Meeting and the number of shareholders presenting at the Meeting does not constitute a quorum as specified, if such Meeting is a Shareholders' Meeting convened because of a request from shareholders, it shall be extinguished. If it is not convened because of a request from shareholders, it shall be re-convened by sending notice to shareholders not less than 7 days prior to the Meeting. At this later, a quorum as prescribed is not compulsory.

## The Company's Articles of Association Concerning the Shareholders' Meeting

The shares held by the Company, are not be counted to constitute a quorum for a Shareholders' Meeting.

31. The resolution of the shareholders meeting shall require the following votes:
- (1) In ordinary case, it shall be adopted by a simple majority vote of the shareholders who attend the meeting and cast their votes. In case of equality of votes, the chairman of the meeting shall have a second and casting vote. One share shall count as one vote.
  - (2) In the following cases, it shall be adopted by the votes of not less than three-fourths of the total votes of the shareholders who attend and have the right to vote:
    - (a) sale or transfer of the whole or a material part of the Company's business to others;
    - (b) purchase or acceptance of transfer to the Company of business of another entity;
    - (c) execution, amendment or termination of a contract in relation to the leasing of the whole or a material part of the Company's business, assignment to other person to manage the Company's business or consolidation of the business with other persons with the purpose of profit and loss sharing;

In this regard, the shares held by the Company are not be eligible for votes casting and will not be counted to constitute the resolution of the shareholders meeting.

32. The agendas which the annual general meeting of shareholders shall require are as follows:
- (1) To consider the declaration of the past operational results.
  - (2) To consider and approve the Company's Balance Sheet.
  - (3) To approve the appropriation of the profit.
  - (4) To approve the appointment of the new director in replacement to the director who are due to retire by rotation.
  - (5) To approve the appointment of the Company's auditor.
  - (6) To consider other issues.

### CHAPTER VI ACCOUNTING, FINANCIAL STATEMENTS AND ACCOUNTING AUDITS

33. The fiscal year of the Company shall commence on the 1st of January and end on the 31st of December of each year.
35. The Board of Directors shall arrange for making a balance sheet and a profit and loss statement on the last day of the fiscal year of the Company and submit them to the Annual General Meeting of Shareholders. Prior to submitting them to a Shareholders' Meeting, the Board of Directors shall arrange for the balance sheet and the profit and loss statement to be audited.
36. The Board of Directors shall send the following documents to the shareholders together with the notice summoning an Annual General Meeting.
- (1) Copies of the audited balance sheet and profit and loss statement together with the report from the auditor thereon;
  - (2) Annual report of the Board of Directors.
37. Dividends cannot be disbursed from other sources of funds except profits. In the event that the Company has accumulated losses, no dividends will be paid.

**The Company's Articles of Association Concerning the Shareholders' Meeting**

Dividend payments are equally divided according to the number of shares. Treasury stock will not receive any dividend payments.

The Board of Directors may authorize interim dividend payments from time to time when there are reasonable profits to support the move and such decision will be announced at the next shareholders meeting.

Dividend payments should be made within one month from the Annual General Meeting or whenever the Board of Directors consents, according to circumstances. The notice has to be made in writing to all shareholders and the notification of impending dividend payments announced in Thai newspapers over three consecutive days.

38. The Company has to allocate not less than 5% of annual net profits as statutory reserves, net of accumulated losses (if any), until the value of statutory reserves is not less than 10% of registered capital.
41. The Company's auditors are responsible to attend every shareholders meeting whenever there occurs the agenda of considering the Company's Balance Sheet, Profit and Loss Statements, or any accounting difficulties of the Company, in order to provide clarification or explanation on accounting audit to shareholders. The Company shall deliver all related reports and documents necessary for shareholders to its auditors as well.

**Documents and evidence that attendees have to identity proofing before joining  
the 2023 Annual General Meeting of Shareholders through Electronic Media (E-AGM)  
and procedure for proxy granting, registration and voting.**

For GMM Grammy Public Company Limited (“the Company”) to have the shareholders meeting performed with transparency, legitimacy and benefit to all shareholders, it is deemed appropriate to have the documents or evidential materials showing the status of shareholders or their representatives who are entitled to participate and vote in the 2023 Annual General Meeting of Shareholders through Electronic Media (E-AGM) examined and as the standard procedures to be followed further. However, the Company hereby reserves the rights for making the exception in submitting such documents or evidential materials showing the status of each shareholder or its representative who is entitled to participate in the meeting as deemed proper by the Company.

Shareholders or proxies who wish to participate the E-AGM meeting must submit documents confirming their identity as specified by the Company to the Company by April 21, 2023, when the Company has reviewed the information in the list of shareholders' entitled to participate the meeting completely. The organizer of meeting via electronic media will send an individual link for attending the meeting and the system access manual to email which the shareholders informed the Company in the registration form for attending the Annual General Meeting of Shareholders via Electronic Media (E-AGM) (Enclosure 12) and the individual link will be sent to you 2 days in advance before the date of the E-AGM meeting.

However, this E-AGM conference is via electronic media meeting only, and there will be no venue for the meeting, asking for cooperation from shareholders who do not come to the location of the Company's office.

**(1) Documents or evidences required before attending the E-AGM**

**1) In case the shareholders attending the E-AGM by themselves**

- 1.1) **Please fill in the registration form** for attending the Annual General Meeting of Shareholders via Electronic Media (E-AGM) (Enclosure 12). Kindly fill your e-mail and mobile phone number clearly in order to be used for the meeting registration and attach identification document to confirm the attendance of E-AGM. The individual link to attend the E-AGM including the system access manual will be sent to the email that the shareholders or proxies have registered with the Company for use in attending the meeting via electronic meeting (E-AGM)
- 1.2) **Attach a copy of identification document** to confirm the attendance of E-AGM as follows:
  - 1.2.1) **In the event that the shareholder is an ordinary person:**

A copy valid evidence issued by governmental authorities, i.e., the identification card, governance officer identification card, driver license or passport, including the evidence of name or last name's change (if any) and sign the authentication.
  - 1.2.2) **For a Juristic Person, in case of shareholder's representative (director) attend the meeting by themselves:**
    1. A copy valid evidence issued by governmental authorities of shareholder's representative (director), i.e., the identification card, governance officer identification card, driver license or passport, including the evidence of name or last name's change (if any), and sign the authentication. And
    2. A copy of shareholder's Letter of Certification (not over 6 months) certified by authorized director(s) showing that such authorized director(s) has the authority to act on behalf of the juristic Person.

- 1.3) Please submit the registration form for attending the E-AGM and identification document as specified in item 1.1) and item 1.2) by scanning or taking photos and send them to the Company within April 21, 2023 via e-mail: [grammy@ojconsultinggroup.com](mailto:grammy@ojconsultinggroup.com)

**2) In case the shareholders appointing proxy to the Company's Independent Director or another person attend the E-AGM.**

In case that a shareholder is unable to attend the meeting, he/she may authorize the Company's Independent Director (please use one of the Proxy Form A or Form B or Form C (Custodian) in Enclosure 11 and please see details of the Independent Directors in Enclosure 5 of invitation to the E-AGM) or another person as their proxies to attend and vote instead.

- 2.1) Please fill the registration form for attending the E-AGM (Enclosure No.12). Kindly fill email and Mobile phone number of shareholder and proxies (other person) clearly in order to be used for the meeting registration and attach identification document to confirm the attendance of E-AGM. The company will send the individual link for attending the meeting and the system access manual to the email that the shareholders or proxies have registered with the Company.

In case the shareholders proxy to the Company's Independent Directors to attend and vote in the E-AGM meeting, please fill the name of Independent Director in the meeting registration.

- 2.2) Please completely fill statement and sign in the proxy (Enclosure 11) or the Company's proxy form, it has sent to shareholders together with the invitation letter of the E-AGM, with sign by the proxy grantor and the proxy holder (in case of other persons) Supporting document for the appointment of proxy as follow:

**A) In case a natural person**

1. A Proxy Form in 2.2) above which is completely filled and signed by the proxy grantor and the proxy holder;
2. A copy of valid ID card or passport or other official documents issued by government authority in 1) above certification true copy by the proxy grantor and the proxy holder.

**B) In case juristic person**

1. A Proxy Form in 2.2) above which is completely filled and signed by such juristic person's authorized person and have such juristic person's company seal affixed (if any) of the proxy grantor and signed by the proxy holder; *and*
2. A copy of shareholder's Letter of the Affidavit or Certification of incorporation (which is issued in the period of not exceeding 6 months) certified by authorized director(s) showing that such authorized director (s) signing the proxy has the authority to act on behalf of the juristic person who is a shareholder; *and*
3. A copy of valid ID card or passport or other official documents issued by government authority certified true copy by the proxy grantor; *and*
4. A copy of valid ID card or passport or other official documents issued by government authority certified true copy by the proxy holder.

**In case Custodian is proxy:**

Please enclose evidences of proxy grantor in accordance with B) 2. to B) 4. together with enclose letter of certification or copy of a permit to certify the permission to act as a Custodian.

**For a Non - Thai Nationality or a Juristic Person established under the foreign laws**

The documents and evidences will be as required above. In case the original documents or evidences are not in the English language, the English translation certified true and correct translation by its authorized director (s) is required.

- 2.3) **The shareholders may send the registration form for the E-AGM, the identification document and the completed proxy and send them to the Company within April 21, 2023 via both channels as follows;**
1. A copy of documents send by E-mail: [grammy@ojconsultinggroup.com](mailto:grammy@ojconsultinggroup.com) ; then
  2. submit it along with accompanying documents for proxy appointment in the envelope enclosed with the Notice (No stamp needed) to GMM Grammy Public Company Limited, Office of Corporate Secretary, 41st Floor, No. 50, GMM Grammy Place, Sukhumvit 21 Road (Asoke), Khlongtoeinuea, Wattana, Bangkok 10110

## **(2) Proxy procedures**

Three types of Proxy Forms (Form A, B and C), according to the announcement of Department of Business Development, Ministry of Commerce, have been delivered to the shareholders. Shareholders (natural person, institution, or juristic person) who cannot attend this Meeting in person can appoint proxy holders by the following methods:

1. A proxy is given to any person or the Company's independent director as desired by such the shareholder by indicating the name and particulars of such person who is to act as a proxy or making a mark in front of the independent director's name as stated in the proxy form. Only one person is selected as a proxy to participate in the meeting.
2. Baht 20 worth of duty stamp is affixed with the date crossed out on the proxy for legal validity. However, the registered proxy is given with convenience in using the duty stamps prepared the Company with free of charge.
3. The proxy is requested to have the true and genuine proxy with documentation delivered by mail in advance to the Company's address for the attention of : GMM Grammy Public Company Limited, Office of Corporate Secretary, 41st Floor, No. 50, GMM Grammy Place, Sukhumvit 21 Road (Asoke), Khlongtoeinuea, Wattana, Bangkok 10110. **Please send them to the Company not later than 5.00 p.m. (Bangkok time) on April 21, 2023**, so that officer of the Company are given enough time to check the documentation.

Any shareholder can hold any amount of the Company's shares, and must authorize only one proxy to attend and vote at the meeting and shall not split the number of shares to several proxies to vote separately.

## **(3) Attendance via electronic media meeting (E-AGM)**


- 1) After the Company receive the document in 1) or 2) above, The Company has checked the list of shareholders according to the shareholders registration book on the record date and the shareholders and proxies have confirmed their identity with the Company afterwards within the specified date, the individual link to attend the E-AGM including the system access manual will be sent to the email that the shareholders or proxies have registered with the Company for use in attending the shareholders' meeting via electronic media meeting (E-AGM) through the system of OJ International Company Limited (As least two day prior to the E-AGM). Suggested to apply 1 email to 1 shareholders/proxy

**Please read the system access manual thoroughly form the email that the Company send to you.**

In the case you have not received the individual link to attend the E-AGM including the system access manual within April 25, 2023, please immediately contact the OJ International Company Limited by Tel. +66 2-079-1811,+66 63-078-2638 or by Email: [hello@ojconsultinggroup.com](mailto:hello@ojconsultinggroup.com) immediately

- 2) In this connection, the registration and vote counting program of the Company can be used with computer, notebooks, tablets or mobile phones via Web Browser: Internet Explorer, Chrome with 4G internet speed or basic home internet.

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

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

- 3) The system will be open to attend the E-AGM meeting 60 minutes in advance before the meeting starts. However, the meeting will start at the Company time specified from 2:00 p.m. on April 28, 2023 only.
- 4) Login to the system, the attendees must use the information of the shareholder registration number and the number of the shareholder's ID card.
- 5) Voting via E-Voting system, shareholders or proxies can vote for each agenda only by voting "Agree", "Disagree" or "Abstain". In case of not voting on any agenda, the system will immediately assume that you vote as "Agree" (using the method count the votes by pouring the votes towards agreeing).

In the event that attendees have any problems in using the E-AGM system, you can contact OJ International Co., Ltd. by telephone number +66 2-079-1811,+66 63-078-2638 or by Email: [hello@ojconsultinggroup.com](mailto:hello@ojconsultinggroup.com) immediately.

**Registration attend the meeting after to the commencement of the meeting:**

In order to protect the rights and provide most convenience to shareholders who intend to participate shareholders meeting but may fail to present themselves on time, those shareholders are allow to attend the meeting. However, the Company would reserve the right to restrict that such shareholders refrain from voting for the agenda that had been considered and the voting result had already been announced. **Such shareholders are able to provide their votes only on the remaining agendas.**

**(4) Provisions in casting the vote**

**4.1) Vote casting and condition**

A shareholder shall have votes equal to the number of shares held (or as states in the proxy according to Clause 31 of the Company's Articles of Association). One share shall be equal to one vote.

- A. In voting each agenda via electronic media meeting, It will be a vote through the E-Voting system, which the shareholders or proxies can vote for each agenda only by voting "Agree", "Disagree" or "Abstain", which the system will open for you to vote on each agenda within the specified time. In case of not voting on any agenda, the system will immediately assume that you vote as "Agree".

- B. In case of no shareholder casting Disagree or Abstain (depending on each case), it is considered that the meeting unanimously resolved to approve any matter as proposed.
- C. Voting in case of the proxy and the shareholders indicate their votes in the proxy form, the Company will take those voting record as part of vote casting and will be counted in the voting process upon the proxy receipt.
- D. Any proxy using Form A and B, the proxy holder cannot split the votes in each agenda, whereas the proxy holder using Form C shall split their votes. This votes splitting can be executed only for the foreign shareholders who appoint custodians in Thailand as a custodian to attend and vote at the meeting,
- E. The resolution of the shareholders meeting must consist of the following votes (Clause 31 of the Company's Articles of Association):
  - In ordinary case, it shall be adopted by a simple majority vote of the shareholders who attend the meeting and cast their votes, one share shall count as one vote, is considered the meeting's resolution. In case of equality of votes, the chairman of the meeting shall be entitled to a final one casting vote..
  - In other cases, such as where required by law or the Company's Articles of Association that the resolution be made in accordance with the requirements of the law or the Company's Article of Association, the shareholders will be informed before casting votes on each agenda. However, provisions of resolution required for each agenda has been provided for shareholders' acknowledgement in the attachment herewith. (Enclosure 1) as well.

**Additional condition as per Department of Business Development's Announcement dated February 4, 2013 regarding Proxy Granting, Proxy Holders' Voting Rights, and Delivery of an Invitation to Shareholders' Meeting of Public Company**

- F. The vote casting of a proxy holder is considered as a vote made on behalf of a proxy grantor. Therefore, a proxy holder, including those proxy holders who are independent directors that may have conflict of interest in any agenda, can still cast a vote on that agenda, on behalf of a proxy grantor who has no conflict of interest.

#### **4.2) Voting procedures on each agenda item**

Voting on each agenda item: the shareholders or proxy holders shall be proposed to consider casting votes on each agenda item. The E-Voting system will be open for he/she to vote within the specified time.

#### **4.3) Counting votes and vote declaration**

##### **The counting of the votes of shareholders attending the meeting in person.**

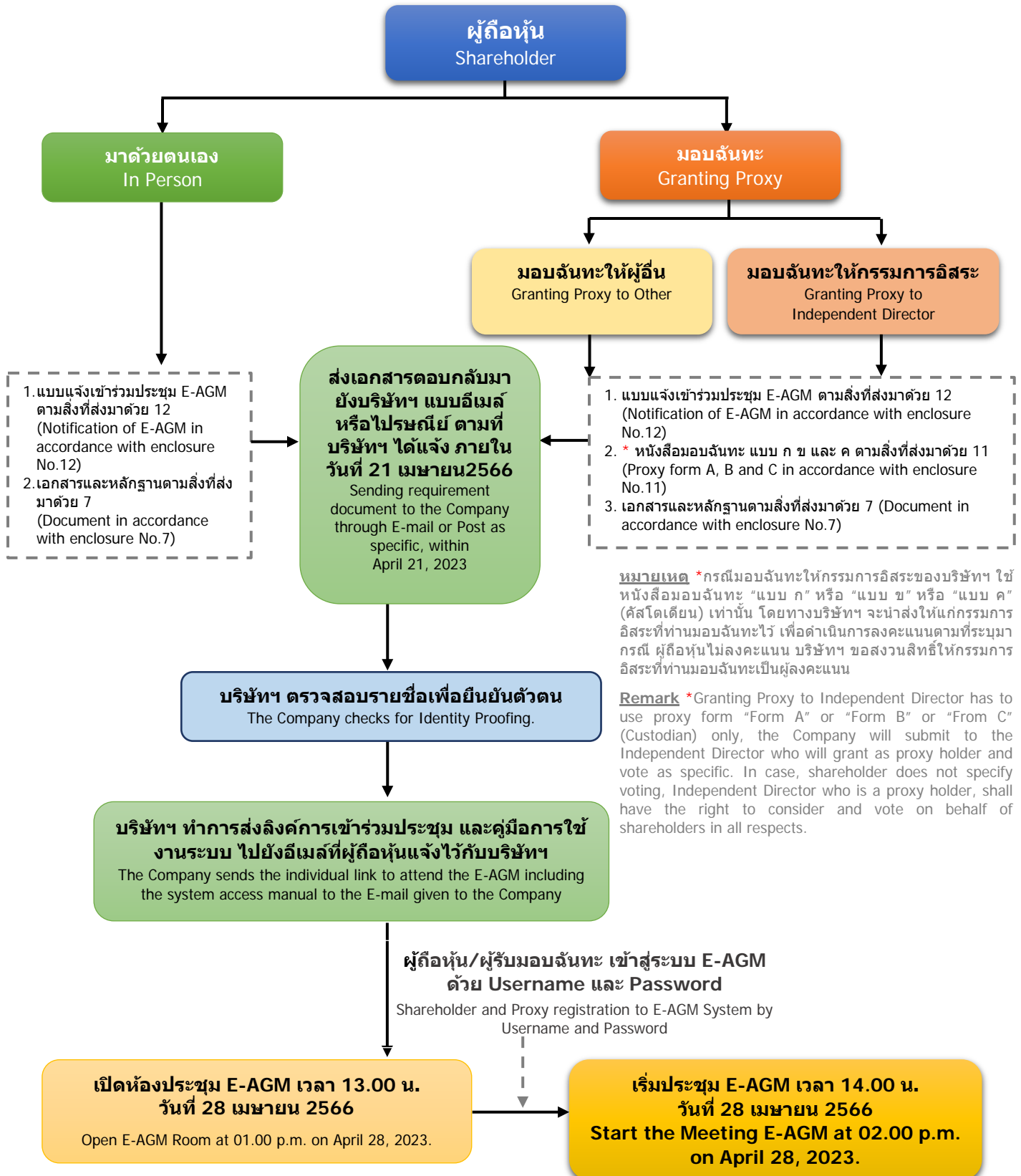
- A. In counting votes of each agenda, the Company's staff will announce the ended voting time before starting the vote counting process by way that the Company will deduct the Disagree or Abstain votes from the total shares of shareholders or proxy holders attending the meeting and entitled to vote and declared the voting result to the meeting.
- B. Once the voting has been closed via the E-Voting system, the shareholders or proxy holders will no longer be able to vote or change votes.

##### **The counting of the votes of proxy holders.**

- C. The Company will counted the votes according to the proxy form, no matter the proxy holder is in the meeting room or not.
- D. Any agenda in the proxy form does not show the vote casting, such agenda will be counted as "Agree" no matter the proxy holder is in the meeting room or not, unless the proxy holder expressed the vote casting in other options.

ผังขั้นตอนการยืนยันตัวตนเข้าร่วมประชุมสามัญผู้ถือหุ้นประจำปี 2566 ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM)

Procedures chart for Identity proofing and attend the 2023 AGM via electronic media



ผังขั้นตอนการยืนยันตัวตนเข้าร่วมประชุมสามัญผู้ถือหุ้นประจำปี 2566 ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM)

Procedures chart for Identity proofing and attend the 2023 AGM via electronic media

การส่งคำถามล่วงหน้า / Sending questions in advance

เพื่อให้ผู้ถือหุ้นได้รับประโยชน์สูงสุดจากการประชุมฯ และเพื่อเป็นการรักษาสิทธิประโยชน์ของผู้ถือหุ้นอย่างเต็มที่ หากท่านมีคำถามที่ประสงค์จะให้บริษัทฯ ชี้แจงในประเด็นใดก็ตามแต่ละระเบียบวาระการประชุมครั้งนี้ สามารถส่งคำถามล่วงหน้าได้ภายในวันที่ 21 เมษายน 2566 ถึงเลขานุการบริษัท ทางอีเมล: [cs@gmmgrammy.com](mailto:cs@gmmgrammy.com)

ทั้งนี้ ผู้ถือหุ้นและผู้รับมอบฉันทะที่เข้าร่วมประชุมฯ ยังคงสามารถสอบถามตามระเบียบวาระในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ผ่านสื่ออิเล็กทรอนิกส์ได้

For shareholders to receive the greatest benefit at the Meeting and fully protect the rights as a shareholder, should you have any queries that you would like the Company to clarify on any agenda, you can send the questions prior to the Meeting, in advance to Company Secretary via Email: [cs@gmmgrammy.com](mailto:cs@gmmgrammy.com) , within April 21, 2023.

However, Shareholders and Proxy Holder can also ask according to the meeting agenda by teleconferences through electronic devices (E-meeting).

ช่องทางการติดต่อและส่งเอกสาร / Channel to contact and submit document as required

- 1) กรณี ผู้ถือหุ้นหรือผู้รับมอบฉันทะ ยังไม่ได้รับอีเมลลิงค์การเข้าร่วมประชุมฯ และคู่มือการใช้งานระบบการประชุม E-AGM ภายในวันที่ 25 เมษายน 2566 โปรดติดต่อ บริษัท โอเจ อินเตอร์เนชั่นแนล จำกัด ในเวลาทำการ คือ 08.00 น. – 17.00 น. ของวันที่ 25-27 เมษายน 2566

In the case of shareholders or proxies haven't received an email link to join the meeting and the manual for accessing the E-AGM meeting system within April 25, 2023, please contact OJ International Co., Ltd. during business hours: 8:00 a.m. – 5:00 p.m. on April 25 - 27, 2023.

<ul style="list-style-type: none"> <li>▪ โทรศัพท์: 02-079-1811, 063-078-2638 <u>หรือ</u></li> <li>▪ อีเมล: <a href="mailto:hello@ojconsultinggroup.com">hello@ojconsultinggroup.com</a></li> </ul>	<ul style="list-style-type: none"> <li>▪ Telephone: +66 2-079-1811, +66 63-078-2638 <u>or</u></li> <li>▪ E-mail: <a href="mailto:hello@ojconsultinggroup.com">hello@ojconsultinggroup.com</a></li> </ul>
--	--

- 2) กรณี มีเหตุขัดข้องหรือติดปัญหาในการใช้งานระบบ E-AGM โปรดติดต่อบริษัท โอเจ อินเตอร์เนชั่นแนล จำกัด

In case there is a problem in using the E-AGM system, please contact OJ International Co., Ltd.

<ul style="list-style-type: none"> <li>▪ โทรศัพท์: 02-079-1811, 063-078-2638 <u>หรือ</u></li> <li>▪ อีเมล: <a href="mailto:hello@ojconsultinggroup.com">hello@ojconsultinggroup.com</a></li> </ul>	<ul style="list-style-type: none"> <li>▪ Telephone: +66 2-079-1811, +66 63-078-2638 <u>or</u></li> <li>▪ E-mail: <a href="mailto:hello@ojconsultinggroup.com">hello@ojconsultinggroup.com</a></li> </ul>
--	--

ผังขั้นตอนการยืนยันตัวตนเข้าร่วมประชุมสามัญผู้ถือหุ้นประจำปี 2566 ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM)

Procedures chart for Identity proofing and attend the 2023 AGM via electronic media

3) การติดต่อและส่งเอกสารเกี่ยวกับการประชุมฯ ให้แก่บริษัท จีเอ็มเอ็ม แกรมมี่ จำกัด (มหาชน)

Contacting and sending documents related to the meeting to GMM Grammy Public Company Limited

<ul style="list-style-type: none"><li>▪ <b>ทางไปรษณีย์ :</b> บริษัท จีเอ็มเอ็ม แกรมมี่ จำกัด (มหาชน) สำนักเลขานุการองค์กร ชั้น 41 เลขที่ 50 อาคารจีเอ็มเอ็ม แกรมมี่ เฟลส ถนนสุขุมวิท 21 (อโศก)แขวงคลองเตยเหนือ เขตวัฒนา กรุงเทพฯ 10110</li><li>▪ <b>อีเมล:</b> <a href="mailto:cs@gmmgrammy.com">cs@gmmgrammy.com</a></li><li>▪ <b>โทรศัพท์:</b> 02 669 9291 , 02 669 9152</li></ul>	<ul style="list-style-type: none"><li>▪ <b>Postal Mail Address:</b> GMM Grammy Public Company Limited Office of Corporate Secretary, 41<sup>st</sup> Floor, No. 50, GMM Grammy Place, Sukhumvit 21 Road (Asoke), Khlong Toei Nuea, Wattana, Bangkok 10110</li><li>▪ <b>E-mail:</b> <a href="mailto:cs@gmmgrammy.com">cs@gmmgrammy.com</a></li><li>▪ <b>Telephone:</b> +66 2 669 9291, +66 2 669 9152</li></ul>
--	--

แบบฟอร์มส่งคำถามล่วงหน้าสำหรับประชุมสามัญผู้ถือหุ้นประจำปี 2566 ผ่านสื่ออิเล็กทรอนิกส์  
Form for Submitting Question in Advance for the 2023 AGM via Electronic Media (E-AGM)

วันที่.....เดือน.....พ.ศ.....  
Date Month Year

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

- (2) เป็นผู้ถือหุ้นของ บริษัท จีเอ็มเอ็ม แกรมมี่ จำกัด (มหาชน)  
Being a shareholder of GMM Grammy Public Company Limited (“the Company”)

เลขทะเบียนผู้ถือหุ้น.....  
Shareholders' Registration No.

โดยถือหุ้นสามัญรวมทั้งสิ้น ..... หุ้น  
Holding the ordinary share in the amount of shares

- (3) ข้อมูลการมีส่วนได้เสีย (ถ้ามี) \_\_\_\_\_  
Interest information (if any) \_\_\_\_\_

(4) คำถาม / Question

- 1) \_\_\_\_\_  
\_\_\_\_\_  
2) \_\_\_\_\_  
\_\_\_\_\_  
3) \_\_\_\_\_  
\_\_\_\_\_

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder  
(.....)

ท่านสามารถส่งคำถามล่วงหน้าก่อนวันประชุม โดยส่งถึงเลขานุการบริษัท ทางอีเมล: [cs@gmmgrammy.com](mailto:cs@gmmgrammy.com) หรือ ส่งเอกสารฉบับจริงทางไปรษณีย์ โดยใส่ซองจดหมาย  
ตอบรับที่บริษัทฯ ได้จัดส่งให้ผู้ถือหุ้นพร้อมกับหนังสือเชิญประชุมฯ (ไม่ต้องติดแสตมป์) โดยส่งให้กับ เลขานุการบริษัท ซึ่งได้เจ้าหน้าที่ของถึง  
บริษัท จีเอ็มเอ็ม แกรมมี่ จำกัด (มหาชน) สำนักเลขานุการองค์กร ชั้น 41 เลขที่ 50 อาคารจีเอ็มเอ็ม แกรมมี่ เฟลส ถนนสุขุมวิท 21 (อโศก) แขวงคลองเตยเหนือ  
เขตวัฒนา กรุงเทพฯ 10110

You can submit questions in advance of the meeting date, please sending Form for Submitting Question in Advance for the 2023 AGM via Electronic Media (E-AGM) to the  
company secretary via email: [cs@gmmgrammy.com](mailto:cs@gmmgrammy.com) or send the original documents in the envelope enclosed with the Notice (No stamp needed) to GMM Grammy Public  
Company Limited, Office of Corporate Secretary, 41st Floor, No. 50, GMM Grammy Place, Sukhumvit 21 Road (Asoke), Khlong Toei Nuca, Wattana, Bangkok 10110.

## **QR Code Downloading Procedures for Documents of the 2023 Annual General Meeting of Shareholders through Electronic Media (E-AGM) and the Annual Registration Statement /the 2022 Annual Report (Form 56-1 One Report)**

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the 2023 Annual General Meeting of Shareholders through Electronic Media (E-AGM) and the Annual Registration Statement /the 2022 Annual Report (Form 56-1 One Report) in the form of E- books accessible through QR Code, thus allows the shareholders to access the information with ease. The aforementioned documents could be downloaded from the QR Code by following the steps below.

### **For iOS Operating System (iOS 11 and above)**

1. Turn on the mobile phone camera.
2. Turn the mobile phone camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

**Remark:** If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line.

### **For Android Operating System**

1. Open applications such as QR CODE READER, Facebook or Line.

#### **How to scan the QR Code with Line application**

- Open Line application and click on "Add friend"
  - Choose "QR Code"
  - Scan the QR Code
2. Scan the QR Code to access documents regarding the meeting.



**แบบหนังสือมอบฉันทะ แบบ ก**  
**Proxy Form A**

โปรดติด  
อากรแสตมป์  
20 บาท  
Duty Stamp  
Affixed  
(Baht 20)

เขียนที่ \_\_\_\_\_

Written at \_\_\_\_\_

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_

Date Month Year

1. ข้าพเจ้า \_\_\_\_\_  
I/We \_\_\_\_\_  
ที่อยู่ \_\_\_\_\_  
Address \_\_\_\_\_

สัญชาติ \_\_\_\_\_  
Nationality \_\_\_\_\_

2. เป็นผู้ถือหุ้นของ บริษัท จีเอ็มเอ็ม แกรมมี่ จำกัด (มหาชน) (“บริษัท”)  
Being a shareholder of GMM Grammy Public Company Limited (“the Company”)

โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
holding the ordinary share in the amount of \_\_\_\_\_ shares, and eligible for \_\_\_\_\_ votes

3. ขอมอบฉันทะให้ (มอบฉันทะได้เพียง 1 คน) (สามารถมอบฉันทะให้กรรมการอิสระของบริษัทฯ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 5)  
Hereby appoint (May grant proxy to the Company’s Independent Director of which details as shown in Enclosure 5)

ดร.นริศ ชัยสูตร / นายสุวิทย์ มาไพศาลสิน / นายชนิตร์ ชามุขชัยณรงค์ / นายสัญญาลักษณ์ ชัยขจรวัฒน์

Dr. Naris Chaiyasoot / Mr. Suwit Mapaisansin / Mr. Chanitr Charnchainarong / Mr. Sunyaluck Chaikajornwat

กรรมการอิสระ (โปรดเลือกเพียง 1 ท่าน) \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
Independent Director (please choose only one person) Age Years

อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล / แขวง \_\_\_\_\_  
Address Road Sub-District  
อำเภอ / เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
District Province Zip Code

นาย / นาง / นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
Mr. / Mrs. / Miss Age Years

อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล / แขวง \_\_\_\_\_  
Address Road Sub-District  
อำเภอ / เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
District Province Zip Code

นาย / นาง / นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
Mr. / Mrs. / Miss Age Years

อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล / แขวง \_\_\_\_\_  
Address Road Sub-District  
อำเภอ / เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
District Province Zip Code

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2566  
ในวันศุกร์ที่ 28 เมษายน 2566 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (Zoom) ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์  
พ.ศ. 2563 และกฎหมายหรือกฎระเบียบอื่น ๆ ที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders on Friday, April 28, 2023 at 2.00 p.m. via electronic media (Zoom) according to the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and other related laws or regulations or at any adjournment thereof to any other date, time and venue.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ  
Any act performed by the proxy at such meeting shall be deemed as my/our own act in all respects.

ลงชื่อ \_\_\_\_\_ ผู้มอบฉันทะ      ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ

Signature (\_\_\_\_\_) Proxy Grantor      Signature (\_\_\_\_\_) Proxy Holder

ลงชื่อ \_\_\_\_\_ ผู้มอบฉันทะ      ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ

Signature (\_\_\_\_\_) Proxy Grantor      Signature (\_\_\_\_\_) Proxy Holder

**หมายเหตุ / Remarks:**

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder assigning the Proxy must authorize only one proxy to attend and vote at the Meeting and shall not split the number of shares to several proxies to vote separately.

แบบหนังสือมอบฉันทะ แบบ ข  
(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)  
Proxy Form B  
(Explicit Form)

โปรดติด  
อากรแสตมป์  
20 บาท  
Duty Stamp  
Affixed  
(Baht 20)

- เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year
1. ข้าพเจ้า \_\_\_\_\_  
I/We  
ที่อยู่ \_\_\_\_\_  
Address  
\_\_\_\_\_
- สัญชาติ \_\_\_\_\_  
Nationality
- เลขทะเบียนผู้ถือหุ้น  
Shareholders'  
Registration No.
2. เป็นผู้ถือหุ้นของ บริษัท จีเอ็มเอ็ม แกรมมี่ จำกัด (มหาชน) ("บริษัทฯ")  
Being a shareholder of GMM Grammy Public Company Limited ("the Company")
- โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
holding the Ordinary share in amount of \_\_\_\_\_ shares, and eligible for \_\_\_\_\_ votes
3. ขอมอบฉันทะให้ (มอบฉันทะได้เพียง 1 คน) (สามารถมอบฉันทะให้กรรมการอิสระของบริษัทฯ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 5)  
Hereby appoint (May grant proxy to the Company's Independent Director of which details as in Enclosure 5)
- ดร.นริศ ชัยสูตร / นายสุวิทย์ มาไพศาลสิน / นายชินทร ชาญชัยณรงค์ / นายสัญญาลักษณ์ ชัยขจรวัฒน์  
Dr. Naris Chaiyasoot / Mr. Suvit Mapaisansin / Mr. Chanitr Charnchainarong / Mr. Sunyaluck Chaikajornwat
- กรรมการอิสระ (โปรดเลือกเพียง 1 ท่าน) \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
Independent Director (please choose only one) Age Years  
อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล / แขวง \_\_\_\_\_  
Address Road Sub-District  
อำเภอ / เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
District Province Zip Code
- นาย / นาง / นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
Mr. / Mrs. / Miss Age Years  
อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล / แขวง \_\_\_\_\_  
Address Road Sub-District  
อำเภอ / เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
District Province Zip Code
- นาย / นาง / นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
Mr. / Mrs. / Miss Age Years  
อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล / แขวง \_\_\_\_\_  
Address Road Sub-District  
อำเภอ / เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
District Province Zip Code

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2566  
ในวันศุกร์ที่ 28 เมษายน 2566 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (Zoom) ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ.  
2563 และกฎหมายหรือกฎระเบียบอื่น ๆ ที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders on Friday, April 28, 2023 at 2.00 p.m. via electronic media (Zoom) according to the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and other related laws or regulations or at any adjournment thereof to any other date, time and venue.

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I/we appoint my/our proxy to cast vote according to my/our intention in the following manner:

**วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2565 เมื่อวันที่ 29 เมษายน 2565**

**Agenda 1 To certify the Minutes of the 2022 Annual General Meeting of Shareholders convened on April 29, 2022.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to my / our following instruction.

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

**วาระที่ 2 รับทราบการแถลงผลการดำเนินงานในรอบปี 2565 และรับทราบรายงานประจำปี 2565**

**Agenda 2 To acknowledge the declaration of the 2022 operational results and the Company's Annual Report.**

วาระนี้ไม่ต้องออกเสียงลงคะแนนเนื่องจากการแจ้งให้ผู้ถือหุ้นรับทราบ  
This agenda does not require any vote as this is to inform the shareholders for acknowledgement.

**วาระที่ 3 พิจารณาอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ สำหรับรอบบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2565**

**Agenda 3 To approve the Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending December 31, 2022.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to my / our following instruction.

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

**วาระที่ 4 พิจารณาอนุมัติจัดสรรเงินกำไรสุทธิประจำปี 2565 ส่วนหนึ่งไว้เป็นทุนสำรองตามกฎหมาย**

**Agenda 4 To approve the appropriation of the 2022 net profit as statutory reserve fund.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to my / our following instruction.

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

**วาระที่ 5 พิจารณานุมัติงดจ่ายเงินปันผลจากผลการดำเนินงานปี 2565**  
**Agenda 5 To approve the omission of dividend payment from the 2022 operational results.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to my / our following instruction.

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

**วาระที่ 6 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ ประจำปี 2566**  
**Agenda 6 To approve the appointment of directors in place of those who are due to retire by rotation for the year 2023.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to my / our following instruction.

เลือกกรรมการ **ทั้ง 3 ท่าน** ตามที่เสนอ  
Vote for **all 3 directors** who are propose by the Company.

(1) นายไพบูลย์ ดำรงชัยธรรม  
Mr. Paiboon Damrongchaitham  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

(2) นางสาวบุษบา ดาวเรือง  
Miss Boosaba Daorueng  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

(3) นายภาวิต จิตรกร  
Mr. Phawit Chitrakorn  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

**วาระที่ 7 พิจารณานุมัติกำหนดค่าตอบแทนคณะกรรมการบริษัทและคณะกรรมการชุดย่อยสำหรับปี 2566**  
**Agenda 7 To approve the remunerations of the Board of Directors and subcommittees for the year 2023.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to my / our following instruction.

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

**วาระที่ 8 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีสำหรับปี 2566**

**Agenda 8 To approve the appointment of the auditors and the determination of the audit fee for the year 2023.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Agreed \_\_\_\_\_

Disagreed \_\_\_\_\_

Abstained \_\_\_\_\_

**วาระที่ 9 พิจารณานุมัติแก้ไขเพิ่มเติมข้อบังคับบริษัท**

**Agenda 9 To approve the amendment of the Company's Articles of Association.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Agreed \_\_\_\_\_

Disagreed \_\_\_\_\_

Abstained \_\_\_\_\_

**วาระที่ 10 เรื่องอื่นๆ (ถ้ามี)**

**Agenda 10 Other matters. (if any)**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Agreed \_\_\_\_\_

Disagreed \_\_\_\_\_

Abstained \_\_\_\_\_

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
Casting of the vote by my/our Proxy for any agenda which is not in accordance with this Proxy Form shall be deemed an incorrect vote and is not my/our vote as the shareholder.

6. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติใน เรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและ ลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
If I/we have not indicated my/our vote in any agenda, or the indicated vote is unclear, or if the Meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, my/our proxy shall have the right to consider and cast votes on my/our behalf in all respects as deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่า ข้าพเจ้าได้กระทำเองทุกประการ

Any lawful act performed by my/our proxy in this Meeting, except in the case that my/our Proxy does not cast the votes as specified in the Proxy Form, shall be deemed as my/our own act in all respects.

ลงชื่อ \_\_\_\_\_ ผู้มอบฉันทะ      ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature ( \_\_\_\_\_ ) Proxy Grantor      Signature ( \_\_\_\_\_ ) Proxy Holder

ลงชื่อ \_\_\_\_\_ ผู้มอบฉันทะ      ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature ( \_\_\_\_\_ ) Proxy Grantor      Signature ( \_\_\_\_\_ ) Proxy Holder

**หมายเหตุ:**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
3. ในกรณีที่มิ่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

**Remarks:**

1. The shareholder assigning the Proxy must authorize only one proxy to attend and vote at the meeting and shall not split the number of shares to several proxies to vote separately.
2. For agenda relating to election of directors, the election may be for the entire group of directors or each individual director.
3. In case the Meeting considers any matters other than those specified above, the shareholder may mark additional statement in the regular continued list attached to the Proxy Form B.

**ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข  
Regular Continued Proxy Form B**

**การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท จีเอ็มเอ็ม แกรมมี่ จำกัด (มหาชน)  
Authorization on Behalf of the Shareholder of GMM Grammy Public Company Limited**

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันศุกร์ที่ 28 เมษายน 2566 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (Zoom)

ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎหมายหรือกฎระเบียบอื่น ๆ ที่เกี่ยวข้อง  
หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2023 Annual General Meeting of Shareholders on Friday, April 28, 2023 at 2.00 p.m. via electronic media (Zoom),  
according to the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and other related laws or regulations  
or at any adjournment thereof to any other date, time, and venue.

วาระที่ \_\_\_\_\_ เรื่อง : \_\_\_\_\_

Agenda Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to my / our following instruction.

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

วาระที่ \_\_\_\_\_ เรื่อง : \_\_\_\_\_

Agenda Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to my / our following instruction.

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

วาระที่ \_\_\_\_\_ เรื่อง : **เลือกตั้งกรรมการ (ต่อ)**

Agenda Subject:

(1) ชื่อกรรมการ \_\_\_\_\_  
Director's name  
 เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

(2) ชื่อกรรมการ \_\_\_\_\_  
Director's name  
 เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

(3) ชื่อกรรมการ \_\_\_\_\_  
Director's name  
 เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Agreed \_\_\_\_\_ Disagreed \_\_\_\_\_ Abstained \_\_\_\_\_

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ  
I/We certified that the information contained in this Regular Continued Proxy Form B is complete and true.

ลงชื่อ _____	ผู้มอบฉันทะ	ลงชื่อ _____	ผู้รับมอบฉันทะ
Signature ( _____ )	Proxy Grantor	Signature ( _____ )	Proxy Holder
ลงชื่อ _____	ผู้มอบฉันทะ	ลงชื่อ _____	ผู้รับมอบฉันทะ
Signature ( _____ )	Proxy Grantor	Signature ( _____ )	Proxy Holder

แบบหนังสือมอบฉันทะ แบบ ค  
Proxy Form C

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(For foreign shareholders who have custodians in Thailand only)

1. ข้าพเจ้า \_\_\_\_\_  
I/We \_\_\_\_\_  
ที่อยู่ \_\_\_\_\_  
Address \_\_\_\_\_  
สัญชาติ \_\_\_\_\_  
Nationality \_\_\_\_\_

เขียนที่ \_\_\_\_\_  
Written at \_\_\_\_\_  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

เลขทะเบียนผู้ถือหุ้น  
Shareholders'  
Registration No.

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ \_\_\_\_\_  
As the Custodian of \_\_\_\_\_  
ซึ่งเป็นผู้ถือหุ้นของ บริษัท จีเอ็มเอ็ม แกรมมี่ จำกัด (มหาชน) ("บริษัทฯ")  
Being a shareholder of GMM Grammy Public Company Limited ("the Company")

โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
holding the Ordinary share in amount of \_\_\_\_\_ shares, and eligible for \_\_\_\_\_ votes

2. ขอมอบฉันทะให้ (มอบฉันทะได้เพียง 1 คน) (สามารถมอบฉันทะให้กรรมการอิสระของบริษัทโดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 5)  
Hereby appoint (May grant proxy to the Company's Independent Director of which details as in Enclosure 5)

ดร.นริศ ชัยสูตร / นายสุวิทย์ มาไพศาลสิน / นายชนิตร ชาชูชัยณรงค์ / นายสัญญาลักษณ์ ชัยขจรวัฒน์

Dr. Naris Chaiyasoot / Mr. Suvit Mapaisansin / Mr. Chanitr Charnchainarong / Mr. Sunyaluck Chaikajornwat

กรรมการอิสระ (โปรดเลือกเพียง 1 ท่าน) \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
Independent Director (please choose only one) Age Years

อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล / แขวง \_\_\_\_\_  
Address Road Sub-District  
อำเภอ / เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
District Province Zip Code

นาย / นาง / นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
Mr. / Mrs. / Miss Age Years

อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล / แขวง \_\_\_\_\_  
Address Road Sub-District  
อำเภอ / เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
District Province Zip Code

นาย / นาง / นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
Mr. / Mrs. / Miss Age Years

อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล / แขวง \_\_\_\_\_  
Address Road Sub-District  
อำเภอ / เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
District Province Zip Code

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2566  
ในวันศุกร์ที่ 28 เมษายน 2566 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (Zoom) ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ.  
2563 และกฎหมายหรือกฎระเบียบอื่น ๆ ที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders on Friday, April 28, 2023 at 2.00 p.m. via electronic media (Zoom) according to the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and other related laws or regulations or at any adjournment thereof to any other date, time and venue.

3. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้อย่างนี้ ดังนี้  
I/we appoint my/our proxy to cast vote according to my/our intention in the following manner:

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่มีถือ และมีสิทธิออกเสียงลงคะแนนได้  
Appoint my/our proxy for all shares held and eligible to cast votes.
- มอบฉันทะบางส่วน คือ หุ้นสามัญ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง  
Appoint my/our proxy for partial shares of: Ordinary share \_\_\_\_\_ shares, eligible for \_\_\_\_\_ votes

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I/we appoint my/our proxy to cast vote according to my/our intention in the following manner:

**วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2565 เมื่อวันที่ 29 เมษายน 2565**

**Agenda 1 To certify the Minutes of the 2022 Annual General Meeting of Shareholders convened on April 29, 2022.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to my / our following instruction.
- เห็นด้วย \_\_\_\_\_ เสียง       ไม่เห็นด้วย \_\_\_\_\_ เสียง       งดออกเสียง \_\_\_\_\_ เสียง  
Agreed \_\_\_\_\_ votes      Disagreed \_\_\_\_\_ votes      Abstained \_\_\_\_\_ votes

**วาระที่ 2 รับทราบการแถลงผลการดำเนินงานในรอบปี 2565 และรับทราบรายงานประจำปี 2565**

**Agenda 2 To acknowledge the declaration of the 2022 operational results and the Company's Annual Report.**

วาระนี้ไม่ต้องออกเสียงลงคะแนนเนื่องจากเป็นการแจ้งให้ผู้ถือหุ้นรับทราบ

This agenda does not require any vote as this is to inform the shareholders for acknowledgement.

**วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จสำหรับรอบปีบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2565**

**Agenda 3 To approve the Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending December 31, 2022.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to my / our following instruction.
- เห็นด้วย \_\_\_\_\_ เสียง       ไม่เห็นด้วย \_\_\_\_\_ เสียง       งดออกเสียง \_\_\_\_\_ เสียง  
Agreed \_\_\_\_\_ votes      Disagreed \_\_\_\_\_ votes      Abstained \_\_\_\_\_ votes

**วาระที่ 4 พิจารณานุมัติจัดสรรเงินกำไรสุทธิประจำปี 2565 ส่วนหนึ่งไว้เป็นทุนสำรองตามกฎหมาย**

**Agenda 4 To approve the appropriation of the 2022 net profit as statutory reserve fund.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to my / our following instruction.
- เห็นด้วย \_\_\_\_\_ เสียง       ไม่เห็นด้วย \_\_\_\_\_ เสียง       งดออกเสียง \_\_\_\_\_ เสียง  
Agreed \_\_\_\_\_ votes      Disagreed \_\_\_\_\_ votes      Abstained \_\_\_\_\_ votes

**วาระที่ 5 พิจารณานุมัติงดจ่ายเงินปันผลจากผลการดำเนินงานปี 2565**

**Agenda 5 To approve the omission of dividend payment from the 2022 operational results.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

เห็นด้วย \_\_\_\_\_ เสียง     ไม่เห็นด้วย \_\_\_\_\_ เสียง     งดออกเสียง \_\_\_\_\_ เสียง  
Agreed \_\_\_\_\_ votes    Disagreed \_\_\_\_\_ votes    Abstained \_\_\_\_\_ votes

**วาระที่ 6 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ ประจำปี 2566**

**Agenda 6 To approve the appointment of directors in place of those who are due to retire by rotation for the year 2023.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

เลือกกรรมการ **ทั้ง 3 ท่าน** ตามที่เสนอ  
Vote for **all 3 directors** who are proposed by the Company  
 เลือกกรรมการเป็นรายบุคคล  
Vote for a certain director.

(1) **นายไพบูลย์ ดำรงชัยธรรม**  
Mr. Paiboon Damrongchaitham

เห็นด้วย \_\_\_\_\_ เสียง     ไม่เห็นด้วย \_\_\_\_\_ เสียง     งดออกเสียง \_\_\_\_\_ เสียง  
Agreed \_\_\_\_\_ votes    Disagreed \_\_\_\_\_ votes    Abstained \_\_\_\_\_ votes

(2) **นางสาวบุษบา ดาวเรือง**  
Miss Boosaba Daorueng

เห็นด้วย \_\_\_\_\_ เสียง     ไม่เห็นด้วย \_\_\_\_\_ เสียง     งดออกเสียง \_\_\_\_\_ เสียง  
Agreed \_\_\_\_\_ votes    Disagreed \_\_\_\_\_ votes    Abstained \_\_\_\_\_ votes

(3) **นายภาวิต จิตรกร**  
Mr. Phawit Chitrakorn

เห็นด้วย \_\_\_\_\_ เสียง     ไม่เห็นด้วย \_\_\_\_\_ เสียง     งดออกเสียง \_\_\_\_\_ เสียง  
Agreed \_\_\_\_\_ votes    Disagreed \_\_\_\_\_ votes    Abstained \_\_\_\_\_ votes

**วาระที่ 7 พิจารณานุมัติกำหนดค่าตอบแทนคณะกรรมการบริษัทและคณะกรรมการชุดย่อยสำหรับปี 2566**

**Agenda 7 To approve the remunerations of the Board of Directors and subcommittees for the year 2023.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

เห็นด้วย \_\_\_\_\_ เสียง     ไม่เห็นด้วย \_\_\_\_\_ เสียง     งดออกเสียง \_\_\_\_\_ เสียง  
Agreed \_\_\_\_\_ votes    Disagreed \_\_\_\_\_ votes    Abstained \_\_\_\_\_ votes

**วาระที่ 8 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีสำหรับปี 2566**

**Agenda 8 To approve the appointment of the auditors and the determination of the audit fee for the year 2023.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to my / our following instruction.
- เห็นด้วย \_\_\_\_\_ เสียง       ไม่เห็นด้วย \_\_\_\_\_ เสียง       งดออกเสียง \_\_\_\_\_ เสียง  
Agreed \_\_\_\_\_ votes      Disagreed \_\_\_\_\_ votes      Abstained \_\_\_\_\_ votes

**วาระที่ 9 พิจารณานุมัติแก้ไขเพิ่มเติมข้อบังคับบริษัท**

**Agenda 9 To approved the amendment of the Company's Articles of Association**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to my / our following instruction.
- เห็นด้วย \_\_\_\_\_ เสียง       ไม่เห็นด้วย \_\_\_\_\_ เสียง       งดออกเสียง \_\_\_\_\_ เสียง  
Agreed \_\_\_\_\_ votes      Disagreed \_\_\_\_\_ votes      Abstained \_\_\_\_\_ votes

**วาระที่ 10 เรื่องอื่นๆ (ถ้ามี)**

**Agenda 10 Other matters (if any)**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to my / our following instruction.
- เห็นด้วย \_\_\_\_\_ เสียง       ไม่เห็นด้วย \_\_\_\_\_ เสียง       งดออกเสียง \_\_\_\_\_ เสียง  
Agreed \_\_\_\_\_ votes      Disagreed \_\_\_\_\_ votes      Abstained \_\_\_\_\_ votes

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
Casting of the vote by my/our Proxy for any agenda which is not in accordance with this Proxy Form shall be deemed an incorrect vote and is not my/our vote as the shareholder.

6. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติใน เรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและ ลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
If I/we have not indicated my/our vote in any agenda, or the indicated vote is unclear, or if the Meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, my/our proxy shall have the right to consider and cast votes on my/our behalf in all respects as deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่า ข้าพเจ้าได้กระทำเองทุกประการ

Any lawful act performed by my/our proxy in this Meeting, except in the case that my/our Proxy does not cast the votes as specified in the Proxy Form, shall be deemed as my/our own act in all respects.

ลงชื่อ \_\_\_\_\_ ผู้มอบฉันทะ                      ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature ( \_\_\_\_\_ ) Proxy Grantor                      Signature ( \_\_\_\_\_ ) Proxy Holder

ลงชื่อ \_\_\_\_\_ ผู้มอบฉันทะ                      ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature ( \_\_\_\_\_ ) Proxy Grantor                      Signature ( \_\_\_\_\_ ) Proxy Holder

**หมายเหตุ:**

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
  - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
  - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
4. วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

**Remarks:**

1. This Proxy Form C. is used only in case of shareholder whose name appears in the registration book as a foreign investor and has appointed a Custodian in Thailand as a custodian.
2. Evidence which must be attached with the Proxy are:
  - (1) Power of attorney from shareholder assigning the custodian to execute the proxy on his/her behalf.
  - (2) A document confirming that the custodian has the permission to conduct the custodian business.
3. The shareholder assigning the Proxy must authorize only one proxy to attend and vote at the meeting and shall not split the number of shares to several proxies to vote separately.
4. For agenda relating to election of directors, the election may be for the entire group of directors or each individual director.
5. In case the Meeting considers any matters other than those specified above, the shareholder may mark additional statement in the regular continued list attached to the Proxy Form C.

**ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค**

**Regular Continued Proxy Form C**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท จีเอ็มเอ็ม แกรมมี่ จำกัด (มหาชน)

**Authorization on Behalf of the Shareholder of GMM Grammy Public Company Limited**

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันศุกร์ที่ 28 เมษายน 2566 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (Zoom)

ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ.2563 และกฎหมายหรือกฎระเบียบอื่นๆ ที่เกี่ยวข้อง

หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2023 Annual General Meeting of Shareholders on Friday, April 28, 2023 at 2.00 p.m. via electronic media (Zoom),

according to the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and other related laws or regulations

or at any adjournment thereof to any other date, time and venue.

วาระที่ \_\_\_\_\_ เรื่อง : \_\_\_\_\_

Agenda Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Agreed \_\_\_\_\_ votes Disagreed \_\_\_\_\_ votes Abstained \_\_\_\_\_ votes

วาระที่ \_\_\_\_\_ เรื่อง : \_\_\_\_\_

Agenda Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to my / our following instruction.

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Agreed \_\_\_\_\_ votes Disagreed \_\_\_\_\_ votes Abstained \_\_\_\_\_ votes

วาระที่ \_\_\_\_\_ เรื่อง : เลือกตั้งกรรมการ (ต่อ)

Agenda Subject:

(1) ชื่อกรรมการ \_\_\_\_\_

Director's name

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Agreed \_\_\_\_\_ votes Disagreed \_\_\_\_\_ votes Abstained \_\_\_\_\_ votes

(2) ชื่อกรรมการ \_\_\_\_\_

Director's name

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Agreed \_\_\_\_\_ votes Disagreed \_\_\_\_\_ votes Abstained \_\_\_\_\_ votes

(3) ชื่อกรรมการ \_\_\_\_\_

Director's name

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Agreed \_\_\_\_\_ votes Disagreed \_\_\_\_\_ votes Abstained \_\_\_\_\_ votes

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certified that the information contained in this Regular Continued Proxy Form C is complete and true.

ลงชื่อ \_\_\_\_\_ ผู้มอบฉันทะ ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature ( \_\_\_\_\_ ) Proxy Grantor Signature ( \_\_\_\_\_ ) Proxy Holder

ลงชื่อ \_\_\_\_\_ ผู้มอบฉันทะ ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature ( \_\_\_\_\_ ) Proxy Grantor Signature ( \_\_\_\_\_ ) Proxy Holder



แบบแจ้งความประสงค์เข้าร่วมประชุมสามัญผู้ถือหุ้นประจำปี 2566 ผ่านสื่ออิเล็กทรอนิกส์

Registration form for attending the 2023 AGM via Electronic Media (E-AGM)

วันที่.....เดือน.....พ.ศ.....  
Date Month Year

- (1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....  
I/We, Identification Card/Passport number  
สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....  
Nationality Residing at No. Road Sub district  
อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....  
District Province Postal Code
- (2) เป็นผู้ถือหุ้นของ บริษัท จีเอ็มเอ็ม แกรมมี่ จำกัด (มหาชน)  
Being a shareholder of GMM Grammy Public Company Limited

เลขทะเบียนผู้ถือหุ้น..... โดยถือหุ้นรวมทั้งสิ้น ..... หุ้น  
Shareholders' Registration No. Holding the total amount of shares

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์ สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2566

I would like to participate the **2023 Annual General Meeting of Shareholders via electronic media (E-AGM)**

เข้าร่วมประชุมด้วยตัวเอง

Self-Attending

มอบนันทะให้ (นาย/นาง/นางสาว)..... ได้เข้าร่วมประชุมดังกล่าวข้างต้น

Proxy to

attend the meeting.

- (3) ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุม

Please send the Link to join the meeting by below email

อีเมล.....(โปรดระบุ)

E-Mail Please fil in the blank.

โทรศัพท์มือถือ.....(โปรดระบุ)

Mobile Number Please fil in the blank.

- (4) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามสิ่งที่ส่งมาด้วย 7. วิธีการเข้าร่วมประชุม ภายในวันที่ 21 เมษายน 2566

Please submit the required document per an Enclosure 7. by **April 21, 2023**

- (5) เมื่อได้รับการยืนยันตัวตน บริษัทฯ จะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมฯ ไปยังอีเมลที่ท่านได้ระบุไว้

Once you have verified, the company will send the Link to join the meeting via email

- (6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม E-AGM


Please prepare your Account Number and your Identification Card Number for log in the E-AGM meeting.

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder


(.....)

## Information of the Proposed Auditors for the Year 2023

## EY Office Limited

<b>Name-Surname</b>	Mr. Khitsada Lerdwana	
<b>Age</b>	53 years	
<b>Certified Public Accountant (Thailand) No.</b>	Certified Public Accountant Registration No.4958	
<b>Educational qualifications</b>	Master of Accounting and Finance, Chulalongkorn University  Bachelor of Accountancy, Thammasat University	
<b>Other</b>	Approved auditor by the Securities and Exchange Commission of Thailand and the Stock Exchange of Thailand  Member of Federation of Accounting Professions	
<b>Work Experiences</b>	2006 - Present Partner, EY Office Limited  1992 - 2006 Assistant Auditor, EY Office Limited	
<b>Shareholding in the company</b>	No (information as of 20 February 2023)	
<b>Year of Appointment as Auditor</b>	Signed the financial statements of the Company from 2021 - present	
<b>Information for consideration</b>		
Familial relationship with director or executives or major shareholders of the Company or subsidiary companies:		No
Relationship with the Company/subsidiary companies/associated company or juristic person that may cause a conflict of interest at present:		No
Significant business relationship that may affect the independence of the auditor:		No
Relationship as a director, staff or employee or position held in the Company or subsidiary companies:		No
<b>Contact Information</b>	EY Office Limited 33rd Floor, Lake Rajada Office Complex , No. 193/136-137, Rajadapisek Road, Klongtory, Bangkok 10110 Tel: (+66) 2264 9090 Fax: (+66) 2264 0789-90	

**Information of the Proposed Auditors for the Year 2023****EY Office Limited**

<b>Name-Surname</b>	Ms. Poonnard Paocharoen	
<b>Age</b>	49 years	
<b>Certified Public Accountant (Thailand) No.</b>	Certified Public Accountant Registration No. 5238	
<b>Educational qualifications</b>	Master of Business Administration, Kasetsart University Bachelor of Accountancy, Thammasat University	
<b>Other</b>	Approved auditor by the Securities and Exchange Commission of Thailand and the Stock Exchange of Thailand Member of Federation of Accounting Professions	
<b>Work Experiences</b>	2012 - Present Partner, EY Office Limited 1994 - 2012 Assistant Auditor, EY Office Limited	
<b>Shareholding in the company</b>	No (information as of 20 February 2023)	
<b>Year of Appointment as Auditor</b>	Has never signed the financial statements of the Company	
<b>Information for consideration</b>		
Familial relationship with director or executives or major shareholders of the Company or subsidiary companies:		No
Relationship with the Company/subsidiary companies/associated company or juristic person that may cause a conflict of interest at present:		No
Significant business relationship that may affect the independence of the auditor:		No
Relationship as a director, staff or employee or position held in the Company or subsidiary companies:		No
<b>Contact Information</b>	EY Office Limited 33rd Floor, Lake Rajada Office Complex , No. 193/136-137, Rajadapisek Road, Klongtory, Bangkok 10110 Tel: (+66) 2264 9090 Fax: (+66) 2264 0789-90	



2023  
40  
YEARS

**GMM**  
GRAMMY

**GMM Grammy Public Company Limited**

**50 GMM Grammy PLACE, Sukhumvit 21 Rd (Asoke),**

**Khlongtoeinuea, Wattana, Bangkok 10110, Thailand**

**Tel: (66) 2669-9000**

[www.gmmgrammy.com](http://www.gmmgrammy.com) |



[gmmgrammyofficial](#)