



Invitation to the 2025 Annual General Meeting of Shareholders

GMM Grammy Public Company Limited



Tuesday, April 29, 2025 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.



Office of Corporate Secretary

02-669-9291 , 02-669-9152



Website

www.gmmgrammy.com

Privacy Notice

For the 2025 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 photographs 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, Civil and Commercial Code, the Emergency Decree on Electronic Meeting B.E. 2563 , the Notification of the Ministry of Digital Economy and Society RE: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 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 another 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 28, 2025

Subject : Invitation to the 2025 Annual General Meeting of Shareholders

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. Financial Summary from the Annual Registration Statement / the 2024 Annual Report (Form 56-1 One Report)
3. Profiles of the nominated candidates to replace directors who retired by rotation and the qualification of the Company's independent director (3.1 - 3.4)
4. Profiles of the Auditors Nominated as the Auditors of the Company in 2025 (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 2025 Annual General Meeting of Shareholders and procedure for proxy granting, registration and voting.
8. Guidelines for attending General Meeting of Shareholders via Electronic Media (e-AGM)
9. Form for Submitting Question in Advance for the 2025 AGM
10. QR Code Downloading Procedures for Documents of the 2025 AGM and the Annual Registration Statement /the 2024 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 2025 Annual General Meeting of Shareholders (e-AGM)

Enclosures (Being separated from the Invitation Letter)

- Registration form with barcode

The Board of Directors ("the Board") of GMM Grammy Public Company Limited ("the Company") at its Meeting No.1/2025 convened on February 26, 2025, (the "Board of Directors' Meeting") has resolved to invite all shareholders to attend the 2025 Annual General Meeting of Shareholders (the "Shareholders' Meeting" or the "Meeting"), which will be convened on **Tuesday, April 29, 2025, at 2.00 p.m., in the form of an electronic meeting, only ("e-Meeting" or "e-AGM") via the Zoom system, which will be broadcast live from the Auditorium Room, 21st floor of GMM Grammy Place, located**

at

No. 50, Sukhumvit 21 Road (Asoke), Khlong Toei Nuea, Wattana, Bangkok, 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 acknowledge the declaration of the 2024 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 2024 Annual Report (56-1 One Report) of the Company to the Meeting for acknowledgment.

Agenda 2 To approve the Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending December 31, 2024.

The Board's opinion: The Board proposed to the Meeting to approve the Company's Financial Statement (Statement of Financial Position and the Comprehensive Income Statement) for the fiscal year ended December 31, 2024, which were reviewed by the Board and the Audit Committee, and were duly audited and certified by the certified public accountant.

Agenda 3 To approve the appropriation of the 2024 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 in the amount of Baht 54,920,386, or 2 percent of the net profit for the year 2024 ending on December 31, 2024 of the separate financial statements. Because the separate financial statements ending on December 31, 2024 of the Company had a net profit of Baht 2,660,670,204, resulting in the Company having the statutory reserve fund as of December 31, 2024, in the amount of Baht 81,994,973, representing 10 percent of the registered capital, which is fully in compliance with the legal .

Agenda 4 To approve the omission of dividend payment from the 2024 operational results.

The Board's opinion: The Board proposed to the Meeting to approve the omission of dividend payments from the 2024 operational results. The Company had a net profit of Baht 2,660.7 million and retained earnings of Baht 3,163.2 million in the separate financial statements ending on December 31, 2024, respectively. Although , which indicates a substantial profit, but the Company has utilized the majority of these funds to repay all outstanding loans, as well as to invest in additional growth businesses, and to ensure the Company has sufficient working capital for the Company's business.

Agenda 5 To approve the appointment of directors in place of those who are due to retire by rotation for the year 2025.

The Board's opinion: (The directors involved did not attend the meeting and consider this agenda.)

In 2025, there are 3 directors who are due to retire by rotation, i.e., (1) Dr. Naris Chaiyasoot, (2) Mr. Chanitr Charnchainarong and (3) Mr. Fahmai Damrongchaitham

In accordance with the opinions of the Nomination and Remuneration Committee and the Board of Directors, a thorough, careful, and appropriate screening process was conducted to ensure that the individuals nominated possess the qualifications suitable for the company's business operations. Therefore, the resolution was passed to propose to the Annual General Meeting of Shareholders to consider and approve the reappointment of one director who has completed their term (Director No. (3)), namely Mr.Fahmai Damrongchaitham for another term.

Additionally, it was proposed to appoint external experts as directors to replace the two directors who have completed their terms (Directors No. (1) and (2)). Specifically, it was proposed to appoint Mr. Vithit Leenutaphong as an independent director to replace Dr. Naris Chaiyasoot, and to appoint Mrs. Nidcha Jirametthanakij as an independent director to replace Mr. Chanitr Charnchainarong, whose terms have expired in 2025 and who do not wish to be reappointed for another term.

In accordance with the composition of directors of GRAMMY, namely;

- (1) Mr. Vithit Leenutaphong (proposed to appoint as a new independent director to replace Dr. Naris Chaiyasoot)
- (2) Mrs. Nidcha Jirametthanakij (proposed to appoint as a new independent director to replace Mr. Chanitr Charnchainarong)
- (3) Mr. Fahmai Damrongchaitham (proposed to reappoint an executive director for another term)

(Profiles of those 3 candidates and the qualification of the Company's independent director are described in Enclosure 3.1 - 3.4)

Agenda 6 To approve the remunerations of the Board of Directors and subcommittees for the year 2025.

The Board's opinion: The Board proposed that the Meeting to approve the Board of Director and Audit Committee's remuneration for the year 2025 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. According to the proposal that the Nomination and Remuneration Committee has considered and appropriately screened and the Board of Directors has approved.

Agenda 7 To approve the appointment of the auditors and the determination of the audit fee for the year 2025.

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, 2025, 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) Mrs. Poonnard Paocharoen CPA No.5238 or (2) Ms. Kosum Cha-em CPA No.6011 (3) Ms. Vilailak Laohasrisakul CPA No.6140 (Profiles of the 3 Auditors Nominated as the Auditors of the Company are described in Enclosure 4.1-4.3). In addition, the Meeting is proposed to approve the audit fee of the Company for the year 2025 at the amount of not exceeding Baht 2,490,000, which is Baht 210,000 more than the previous year, representing approximately 9.2%, as proposed by the Audit Committee, which has appropriately screened and approved by the Board of Directors.

Agenda 8 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 2025 AGM shall be recorded on March 20, 2025 (Record Date). The company would like to invite the shareholders to attend the Shareholders' Meeting at the aforementioned date and time at the same time, which the Company will open for registration in the e-AGM (By Inventech Connect system) to attend the 2025 Annual General Meeting of Shareholders (e-AGM) from 12.00 a.m. on Tuesday, April 29, 2025 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 2025 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 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 stamp duty of Baht 20 attached. Shareholders can read more details about how to appoint a proxy in Enclosure 7.

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 2025 Notice AGM (No stamp needed) to the Company by April 18, 2025. (Please study the details of documents and evidence that attendees have to identity proofing before joining the 2025 AGM and procedure for proxy granting, registration and voting in 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 2025 AGM (Enclosure 9) to the company secretary via email : 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), Khlongtoeinuea,

Wattana, Bangkok 10110 within April 18, 2025, or any shareholder who wishes to obtain a hard copy of the Annual Registration Statement /the 2024 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 2025 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), both in Thai and English, **March 28, 2025, onwards**. The 2024 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

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

Agenda 1 To acknowledge the declaration of the 2024 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 2024 ended December 31, 2024, has been produced portraying the operational results of the Company during 2024. The Board, having considered and deemed it correct and sufficient. Therefore, The Board was a resolution to approve and proposes that the Meeting acknowledge the Company's business performance during 2024 and as contained in the Annual Registration Statement /the 2024 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.

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Agenda 2 To approve the Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending December 31, 2024.

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 Board of Directors therefore resolved to approve and deem it appropriate to proposes that the Meeting to approve the Company's Financial Statement (Statement of Financial Position and the Comprehensive Income Statement) for the year as of December 31, 2024, 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 Financial Statement (the Statement of Financial Position and the Comprehensive Income Statement) as of December 31, 2024, appears in the Annual Registration Statement /the 2024 Annual Report (Form 56-1 One Report) page. 224-312 and a printed summary of key financial information from the 2024 Annual Report is also attached to this Invitation Letter (Enclosure 2)

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.

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Agenda 3 To approve the appropriation of the 2024 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 2024 Annual General Meeting of Shareholders held on April 29, 2024, to approve the Company Appropriate net profit as statutory reserve fund at the rate of 5% of net profit for the year 2023, ended December 31, 2023, of the separate financial statements. The total amount is Baht 18,090,064. As a result, the statutory reserve fund as of December 31, 2023, is Baht 27,074,587.

Due to the company has net profit for the year 2024 separate financial statements ending 31 December 2024 in the total amount of Baht 2,660,670,204. Therefore, to comply with the law and the Company's Articles of Association, above, the Board of Directors proposed to the shareholders' meeting to consider and approve the appropriation of net profit for the year 2024 as a statutory reserve fund, in the totaling Baht 54,920,386 or equal 2 % of the net profit for the year 2024, ended December 31, 2024, of the separate financial statements. As a resulting in the Company having the statutory reserve fund as of December 31, 2024, in the amount of Baht 81,994,973, representing 10 percent of the registered capital, which is fully in compliance with the legal.

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.

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Agenda 4 To approve the omission of dividend payment from the 2024 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 2024 operational results. The Company had a net profit of Baht 2,660.7 million and retained earnings of Baht 3,163.2 million in the separate financial statements ending on December 31, 2024, respectively. Although, which indicates a substantial profit, but the Company has utilized the majority of these funds to repay all outstanding loans, as well as to invest in additional growth businesses, and to ensure the Company has sufficient working capital for 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 2024 operating results.

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

Details of dividend payment	The separate financial statements		
	2024	2023	2022
The separate financial statements			
Net Profits/(Loss):Million Baht	2,660.7	361.80	136.38
Retained Earnings/(Deficit):Million Baht	3,163.2	554.76	211.05
Earnings /(Loss) per Share:Baht	3.24	0.44	0.17
Rate of Dividend Payment			
- Interim dividends payment (Baht per share)	-	-	-
- Annual Dividend Payment (Baht/Share)	None	-	-
Total Dividends Payment (Baht per Share)			
Number of Shares (Million Share)	819.9	819.9	819.9
Total Dividend Payouts (Million Baht)	-	-	-
Dividend Payout Ratio (%)	-	-	-

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 appointment of directors in place of those who are due to retire by rotation for the year 2025.

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 2025 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. Dr. Naris Chaayasoot	Independent Director	<ul style="list-style-type: none"> Chairman of the Audit Committee Chairman of the Nomination and Remuneration Committee
2. Mr. Chanitr Charnchainarong	Independent Director	<ul style="list-style-type: none"> Member of the Audit Committee
3. Mr. Fahmai Damrongchaitham	Executive Director (Authorized Director)	<ul style="list-style-type: none"> Member of the Group Executive Committee Member of the Risk Management Committee

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 2025 Annual General Meeting of Shareholders via the Company's website www.gmmgrammy.com, from September 4, 2024, to December 4, 2024. However, no shareholder nominated the qualified persons to the Company.

Nonetheless, the Company received a letter dated January 31, 2025, from Dr. Naris Chaayasoot and Mr. Chanitr Charnchainarong, independent directors whose due to retire by rotation at this Meeting, stated their intention not to be considered for a renewal of directorship term. Due to the principles of good corporate governance policy It is determined that independent directors should hold

positions in listed companies for no more than 9 years. They have already held the position of independent director for 12 years and 9 years, in order, and therefore would like not to renew their term at the 2025 Annual General Meeting of Shareholders.

Hence, The Nomination and Remuneration Committee (the "NRC") and the Board of Directors (the "Board") at the Meeting No.1/2025 held on February 26, 2025, 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 2024 Annual Report (Form 56-1 One Report) under the heading "Corporate Governance> Recruitment and Appointment of the Directors" Page 129-130, Therefore, the resolution was passed to propose to the Annual General Meeting of Shareholders to consider and approve the reappointment of one director who has completed their term (Director No. (3)), namely Mr.Fahmai Damrongchaitham for another term. is fit to work for the Company as the director for another term because of his qualifications that meets the requirements of the Public Act, has qualifications suitable for the business of the company, his knowledge, abilities, experience, vision, and working performance including his devotion and support to the Company's business operation in the past years.

In addition, the NRC and the Board have recruited and selected qualified individuals from external sources who meet the appropriate qualifications and do not conflict with the qualifications of independent directors as stipulated by the Company, according to the Company's processes and procedures, to propose to the Annual General Meeting of Shareholders for consideration and approval, and to propose their appointment as independent directors to replace two directors whose terms have retired (i.e., directors numbered (1) and (2)). Specifically, it was proposed to appoint Mr. Vithit Leenutaphong as an independent director to replace Dr. Naris Chaiyasoot, and to appoint Mrs. Nidcha Jirametthanakij as an independent director to replace Mr. Chanitr Charnchainarong, whose terms have expired in 2025 and who do not wish to be re-appointed for another term.

Furthermore, Mr. Vithit Leenutaphong and Mrs. Nidcha Jirametthanakij are not shareholders, directors of the Company, or have been any business relationships with the Company and its subsidiaries that might impede their independent judgment. Additionally, they are not and have not been significant shareholders or controlling persons of those with such business relationships, and they have not been professional service providers who received fees from the Company or its subsidiaries within the past two years. Therefore, the qualifications of Mr. Vithit Leenutaphong and Mrs. Nidcha Jirametthanakij do not fall under the prohibitions as the qualification of the Company's independent director.

Therefore, the Board of Directors has considered and is of the opinion that the persons to be nominated as independent directors have the qualifications in accordance with the laws related to the regulations related to independent directors. Therefore, it has considered and proposed to the AGM to approve the appointment of Mr. Vithit Leenutaphong and Mrs. Nidcha Jirametthanakij as independent directors, because their qualifications are in line 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 independent directors, in accordance with the relevant details of the definition of independent directors of the Company are set out in Enclosure 3.4.

In accordance with the composition of directors of GRAMMY, namely;

- (1) Mr. Vithit Leenutaphong (proposed to appoint as a new independent director to replace Dr. Naris Chaiyasoot)
- (2) Mrs. Nidcha Jirametthanakij ((proposed to appoint as a new independent director to replace Mr. Chanitr Charnchainarong)
- (3) Mr. Fahmai Damrongchaitham (proposed to reappoint an executive director for another term)

Therefore, the Board of Directors (except those directors who have conflicts of interest in this agenda) considered and scrutinized the suitability of the person who was nominated for this time have passed the consideration process as specified by the Company and have qualifications in accordance with the relevant rules and regulations and are suitable for the Company's business and the scope of roles and responsibilities of the 1 director whose term has expired and 2 persons proposed for consideration to be appointed as new directors to replace the directors who do not wish to renew their terms this time, taking into account the maximum benefits of the Company as the main principle. In accordance with the opinion of the NRC above and the Board of Directors therefore resolved to propose the Annual General Meeting of Shareholders to consider to endorse the appointment of the 3 afore mentioned candidates as the Company's directors, individually as follows:

Agenda 5.1 To Consider and approve the appointment of Mr. Fahmai Damrongchaitham as an executive director for another term.

Agenda 5.2 To Consider and approve the appointment of Mr. Vithit Leenutaphong as a new independent director.

Agenda 5.3 To Consider and approve the appointment of Mrs. Nidcha Jirametthanakij as a new independent director.

Their profiles and other supporting information and the qualification of the Company's independent directors who retired by rotation in Enclosure 3.1 - 3.4.

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 8) 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.

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Agenda 6 To approve the remunerations of the Board of Directors and subcommittees for the year 2025.

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 2025 Annual General Meeting of Shareholders, the NRC and the Board considered the Board's remuneration and the Sub-Committees' remuneration for the year 2025 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 2024 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, the Board of Director was deemed appropriate to propose to approve 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 2025 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 (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	2025 (Proposed)	2024	2023
The Board of Directors	Total proposed remuneration not exceeding Baht 6,650,000	Total remuneration not exceeding Baht 6,650,000	Total remuneration not exceeding Baht 6,650,000
Audit Committee			

1.2) Non-Monetary Remuneration / Other Benefits

Directors and Officers Liability Insurance (D&O) in the amount of Baht 300 million, covering directors and executives of the Company and its subsidiaries.

2) The Board of Directors' Remuneration Criteria

- Monthly Remuneration pay to the Board of Directors.

Committee	Position	Monthly Remuneration (baht / person / month)		
		2025 (Proposed)	2024	2023
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)		
		2025 (Proposed)	2024	2023
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 2025 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:

- **Monthly Remuneration pay to the Audit Committee.**

Committee	Position	Monthly Remuneration (baht / person / month)		
		2025 (Proposed)	2024	2023
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)		
		2025 (Proposed)	2024	2023
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 2024 (by individuals)

In 2024, the Company compensated the Board of Directors and the Audit Committee in a total of Baht 6,650,000, which is equal to the amount approved by the 2024 Annual General Meeting of Shareholders. Details on remuneration for each director in 2024 are as follows:

Name	Title	Remuneration for the Board of Directors (BOD)			Remuneration for the Audit Committee (AC)		Non-monetary	Total Remuneration (BOD+AC) 2024 (Baht)
		Meeting Allowance 2024 (Baht)	Monthly Remuneration 2024 (Baht)	Director's annual gratuity 2024 (Baht)	Meeting Allowance 2024 (Baht)	Monthly Remuneration 2024 (Baht)		
1. Mr. Paiboon Damrongchaitam	Chairman	200,000	600,000	462,626	-	-	None	1,262,626
2. Dr. Naris Chaiyasoot	Chairman of the Audit Committee+ Independent Director	200,000	240,000	231,313	160,000	360,000	None	1,191,313
3. Mr. Chanitr Charnchainarong	Member of the Audit Committee+ Independent Director	200,000	240,000	231,313	160,000	120,000	None	951,313
4. Mr. Thana Thienachariya ²	Member of the Audit Committee+ Independent Director	180,000	160,000	208,182	100,000	80,000	None	728,182

Name	Title	Remuneration for the Board of Directors (BOD)			Remuneration for the Audit Committee (AC)		Non-monetary	Total Remuneration (BOD+AC) 2024 (Baht)
		Meeting Allowance 2024 (Baht)	Monthly Remuneration 2024 (Baht)	Director's annual gratuity 2024 (Baht)	Meeting Allowance 2024 (Baht)	Monthly Remuneration 2024 (Baht)		
5. Mr. Sunyaluck Chaikajornwat	Member of the Audit Committee+ Independent Director	200,000	240,000	231,313	160,000	120,000	None	951,313
6. Miss Suwimon Jhungjotikapisit	Non-Executive Director	200,000	240,000	231,313	-	-	None	671,313
7. Miss Boosaba Daorueng	Director / Executive Director	-	-	231,313	-	-	None	231,313
8. Mr. Phawit Chitrakorn	Director / Executive Director	-	-	231,313	-	-	None	231,313
9. Mr. Fahmai Damrongchaitham	Director / Executive Director	-	-	208,182	-	-	None	208,182
Mr. Suvit Mapaisansin ¹	Member of the Audit Committee+ Independent Director	20,000	80,000	23,131	60,000	40,000	None	223,131
Total Remuneration (Baht)		1,200,000	1,800,000	2,290,000	640,000	720,000	None	6,650,000

Note: Additional Information and Changes During the Year 2024**

- ¹ Mr. Suvit Mapaisansin completed his term as a Director and a member of the Audit Committee, in accordance with the resolution of the 2024 Annual General Meeting of Shareholders. His tenure ended following the Annual General Meeting of Shareholders, effective April 29, 2024. Mr. Suvit will receive monthly compensation for a period of four months (January - April 2024).
- ² Mr. Thana Thienachariya was appointed as a Director and a member of the Audit Committee in accordance with the resolution of the 2024 Annual General Meeting of Shareholders, effective April 29, 2024. Mr. Thana will receive monthly compensation for a period of eight months (May - December 2024).

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 7 To approve the appointment of the auditors and the determination of the audit fee for the year 2025.

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 2025 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 (30 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, 2025. 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. Mrs. Ponnard Paocharoen (certified in the Company’s financial statements in 2024 (1 year))	C.P.A. Registration No. 5238, or
2. Ms. Kosum Cha-em (never certify in the Company’s financial statements)	C.P.A. Registration No. 6011, or
3. Ms. Vilailak Laohasrisakul (never certify in the Company’s financial statements)	C.P.A. Registration No. 6140

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 2025 are delivered to the Company’s shareholders together with this invitation to the 2025 Annual General Meeting of Shareholders according to Enclosure 4.1-4.3.

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. Mrs. Ponnard Paocharoen (certified in the Company’s financial statements in 2024 (1 year))	C.P.A. Registration No. 5238, or
2. Ms. Kosum Cha-em (never certify in the Company’s financial statements)	C.P.A. Registration No. 6011, or

3.Ms.Vilailak Laohasrisakul (never certify in the Company's financial statements)	C.P.A. Registration No. 6140
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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 2025 of GMM Grammy Plc. At the amount of Baht 2,490,000 and no other service fees (Non-audit services fee) , which is Baht 210,000 more than the previous year, representing approximately 9.2%, (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 Audit Committee and the Board opined that the amount was appropriate and competitive to those of other audit firms proposed to the Company.

In the previous year 2024, the Company will receive tax advisory services in the amount of Baht 200,000.

The audit fee of the Company could be summarized as follows:

(Unit: Baht)

Company	2025 Audit fee and Non-audit services fee (Proposed)	Change	Change %	2024 Audit fee and Non-audit services fee
GMM Grammy Plc.	2,490,000	210,000	9.2%	2,280,000
Non-audit service fee	ไม่มี	(200,000)	(100%)	200,000

- In 2024, the Company utilized other services from EY totaling Baht 4,386,065, divided into consulting services related to the sale of GMM Music shares to strategic investors for Baht 4,076,000, and accounting and tax advisory services totaling Baht 310,065.
- In 2025, the Company extended the service period for tax advisory services for Non-assurance services (NAS) from the original contract end date of March 14, 2025, by another year, to end on March 14, 2026, due to remaining service hours of 20 hours. This contract extension did not incur any additional costs.
- The 2025 audit fees proposed above do not include potential increases in audit fees for the Company due to mergers and acquisitions or the expansion/change of the Group's business in the future, or impacts from special audits (changes in accounting policies/standards).
- For other subsidiaries that do not use the same auditor as the Company, the Board of Directors will ensure that financial statements can be prepared within the stipulated time frame.

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 8 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 2025 Annual General Meeting of Shareholders via the Company's website at www.gmmgrammy.com from September 4, 2024 to December 4, 2024. However, there was no shareholder propose any agenda to the Company. The Board, therefore, deemed it appropriate to set the agendas for the 2025 Annual General Meeting of Shareholders as appears in this Invitation Letter.



Financial Summary

from the Annual Registration Statement /

the 2024 Annual Report (Form 56-1 One Report)

GMM Grammy Public Company Limited

Financial Highlights

	Consolidated (Unit : Million Baht)		
	2024	2023	2022
Statement of Income Statement (Million Baht)			
Total revenues	6,237.3	5,988.2	5,319.7
Revenue from sales and services	6,165.4	5,931.4	5,221.6
Total costs	3,651.2	3,632.7	3,179.7
Gross profit	2,514.2	2,298.7	2,041.9
Earnings (loss) before Non-controlling interest of the subsidiaries	272.2	(126.5)	182.3
Net earnings (loss) for the year-Equity holders of the Company	195.6	(132.6)	166.4
Dividend paid	-	-	-
Statement of Financial Position (Million Baht)			
Total assets	8,243.7	6,241.2	6,132.9
Total liabilities	3,593.7	4,718.0	4,494.8
Non-controlling interest of the subsidiaries	264.0	117.3	107.1
Equity attributable to the Company's shareholders	4,386.0	1,406.0	1,531.0
Weighted average number of ordinary shares (Million shares)	819.9	819.9	819.9
Per Share Data (Baht per Share)			
Net earning (loss) per share	0.24	(0.16)	0.20
Dividend paid per share	0.00	0.00	0.00
Book value per share	5.35	1.71	1.87
Ratios (%)			
Net profit (loss) margins	3.14%	(2.21%)	3.13%
Return on equity (ROE)	6.75%	(9.03%)	11.49%
Return on assets (ROA)	2.70%	(2.14%)	2.98%

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

According to the 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. So, the 2023 AGM held on April 28, 2023 resolved to approve the omission of dividend payment for the operational results of 2022. This is to allow the company having working capital in the company's business.

2023: Proposal for the omission of dividends payment for the 2023 operational results

According to the separate financial statement, the Company had the 2023 operational results recorded the net profit of Baht 362 million and retained earnings of Baht 555 million, respectively, in the separate financial statements, in order. So, the 2024 AGM held on April 29, 2024 resolved to approve the omission of dividend payment for the operational results of 2023. This is to allow the company having working capital in the company's business.

2024: Proposal for the omission of dividends payment for the 2024 operational results

According to the separate financial statement, the Company had the 2024 operational results recorded the net profit of Baht 2,661 million and retained earnings of Baht 3,163 million, respectively, in the separate financial statements, in order. Which indicates a substantial profit, but the Company has utilized the majority of these funds to repay all outstanding loans, as well as to invest in additional growth businesses, and to ensure the Company has sufficient working capital for its operations. Therefore, the Board of Directors' Meeting No.1/2025 held on February 26, 2025, resolved to propose that the 2025 Annual General Meeting of Shareholders to be held on April 29, 2025 to consider and approve the omission of dividend payment from the operating results for the year 2024 to the company's shareholders.

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 2024, 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 material accounting policy information, and have also audited the separate financial statements of GMM Grammy Public Company Limited for the same period (collectively "the financial statements").

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 2024, 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 Matters

I draw attention to the following matters.

- a) As disclosed in Note 13 to the financial statements, the sale of ordinary shares of GMM Music Public Company Limited ("GMM Music"), a subsidiary, to strategic investors (TENCENT and Warner Music Group) are of significant value of the transaction to the financial statements. Additionally, the Company has obligations under the price protection agreement according to the terms and conditions set forth in the contracts related to the transaction of selling GMM Music's ordinary shares to the buyer groups and to ensure that the purchase price for the buyer groups is equitable with other individuals in the event that GMM Music offers its shares to the public for the first time. The Company assesses that it has the right to control the conditions of the public offering of shares according to its own discretion. This will help the Company to reduce the risk of having to compensate the difference to the group of buyers by carefully managing and planning the share offering to ensure that the public offering price is appropriated. The Company's management assesses that the risk from this term of agreement is low, therefore, the management has not yet recorded an estimate of the liability for the price difference compensation.
- b) As disclosed in Note 14 and 15 to the financial statements regarding the acquisition of ordinary shares in The One Enterprise Public Company Limited by the Company and the acquisition of ordinary shares in Joox Thailand (Hong Kong) Limited by GMM Tomorrow Company Limited (a subsidiary), which resulted from the sale of ordinary shares of GMM Music Public Company Limited to the TENCENT group, the Group is currently assessing the fair value the identifiable assets acquired and liabilities assumed at the acquisition date. The measurement is to be completed within a period of 1 year from the acquisition date in accordance with Thai Financial Reporting Standard No. 3 Business Combinations which the Group applies by analogy.

My opinion is not modified in respect of this matters.

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.
- Reviewing credit notes that the Group issued after the period-end.
- 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.



Poonnard Paocharoen
Certified Public Accountant (Thailand) No. 5238

EY Office Limited
Bangkok: 26 February 2025

GMM Grammy Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2024

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2024	2023	2024	2023
Assets					
Current assets					
Cash and cash equivalents	7	843,410,508	672,857,234	194,477,582	141,489,996
Trade and other receivables	8	970,859,943	1,068,575,612	104,257,303	176,832,032
Inventories	9	271,341,177	223,501,775	5,264,638	3,177,404
Prepaid expenses		33,924,477	49,807,358	6,105,314	3,788,492
Advance payments		15,127,360	19,763,577	80,279	1,040,322
Other current financial assets	10	189,509,634	266,133,600	189,509,634	266,133,600
Other current assets	11	72,165,094	215,898,275	12,682,433	44,529,825
Total current assets		2,396,338,193	2,516,537,431	512,377,183	636,991,671
Non-current assets					
Other non-current financial assets	12	5,519,369	5,781,256	5,519,369	5,531,306
Investments in subsidiaries	13	-	-	1,890,901,309	1,080,661,324
Investments in joint ventures	14	1,841,253,967	968,049,254	2,082,115,756	1,205,097,560
Investments in associates	15	1,093,469,998	146,880,076	194,341,357	194,341,357
Loans to related parties	6	-	-	534,220	-
Leasehold improvement and equipment	16	234,312,276	147,469,295	12,613,142	9,661,789
Right-of-use assets	24	579,089,313	702,379,621	166,577,815	142,519,974
Intangible assets	17	1,441,713,806	1,062,118,415	35,941,447	34,375,651
Cost of spectrum license	18	249,170,480	307,072,953	-	-
Deferred tax assets	30	216,106,657	174,992,874	183,050,379	156,084,997
Other non-current assets	19	186,737,209	209,967,189	92,949,908	113,089,766
Total non-current assets		5,847,373,075	3,724,710,933	4,664,544,702	2,941,363,724
Total assets		8,243,711,268	6,241,248,364	5,176,921,885	3,578,355,395

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 2024

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2024	2023	2024	2023
Liabilities and shareholders' equity					
Current liabilities					
Short-term loan from bank	20	380,000,000	673,000,000	-	-
Trade and other payables	21	1,468,216,391	1,709,789,256	131,227,965	202,299,652
Unearned income		708,560,209	263,642,789	3,274,638	2,992,570
Short-term loans from related parties	6	-	-	236,800,000	279,300,000
Current portion of long-term loan	23	-	133,301,282	-	133,301,282
Current portion of lease liabilities	24	66,090,307	63,735,644	19,409,925	13,951,241
Income tax payable		37,603,647	36,065,699	-	-
Other current liabilities	22	124,600,157	66,163,871	22,538,508	16,484,479
Total current liabilities		2,785,070,711	2,945,698,541	413,251,036	648,329,224
Non-current liabilities					
Long-term loan - net of current portion	23	-	857,853,261	-	857,853,261
Lease liabilities - net of current portion	24	579,224,935	681,484,624	164,581,336	137,746,001
Deferred tax liabilities	30	101,857	101,857	101,857	101,857
Provision for long-term employee benefits	25	194,230,818	189,801,459	40,800,879	39,511,808
Other non-current liabilities		35,044,416	43,084,416	194,416	194,416
Total non-current liabilities		808,602,026	1,772,325,617	205,678,488	1,035,407,343
Total liabilities		3,593,672,737	4,718,024,158	618,929,524	1,683,736,567
Shareholders' equity					
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		492,987,095	492,987,095	492,987,095	492,987,095
Surplus on share-based payment		8,669,584	8,669,584	-	-
Retained earnings					
Appropriated - statutory reserve	26	81,994,973	27,074,587	81,994,973	27,074,587
Unappropriated		238,052,933	100,897,040	3,163,217,849	554,756,862
Other components of shareholders' equity		2,744,380,059	(43,609,637)	(157,285)	(149,445)
Equity attributable to owners of the Company		4,386,034,373	1,405,968,398	4,557,992,361	1,894,618,828
Non-controlling interests of the subsidiaries		264,004,158	117,255,808	-	-
Total shareholders' equity		4,650,038,531	1,523,224,206	4,557,992,361	1,894,618,828
Total liabilities and shareholders' equity		8,243,711,268	6,241,248,364	5,176,921,885	3,578,355,395

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 2024

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2024	2023	2024	2023
Revenues					
Sales of goods	27	1,393,251,982	1,577,234,343	-	6,013,966
Service income	27	3,230,605,188	2,612,830,688	167,251,786	133,990,003
Revenues from copyrights	27	1,541,547,660	1,741,321,414	43,299,929	9,774,540
Dividend income	10, 13, 14	18,460,855	8,393,200	222,299,220	273,841,915
Gain from sales of investment in subsidiaries	13	-	-	2,815,396,241	-
Other income		53,447,136	48,468,831	24,117,570	3,680,914
Total revenues		6,237,312,821	5,988,248,476	3,272,364,746	427,301,338
Expenses					
Cost of sales and services		3,651,159,929	3,632,663,909	137,982,505	151,542,915
Selling, distribution and servicing expenses		468,950,909	499,804,872	13,517,827	294,518
Administrative expenses		1,711,307,564	1,653,027,533	498,145,188	534,039,667
Expected credit loss of loans to related parties (reversal)	6	-	-	(78,059,750)	(51,029,875)
Loss on fair value in other current financial assets	10	14,412,749	243,358,893	14,412,749	243,358,893
Loss on impairment of investments in subsidiaries	13	-	-	-	19,514,937
Total expenses		5,845,831,151	6,028,855,207	585,998,519	897,721,055
Operating profit (loss)		391,481,670	(40,606,731)	2,686,366,227	(470,419,717)
Share of profit from investments in joint ventures	14	126,826,711	120,599,594	-	-
Share of profit from investments in associates	15	4,945,445	2,143,556	-	-
Finance income		5,537,810	2,607,914	17,547,489	19,439,623
Finance cost	28	(127,166,965)	(121,176,464)	(70,882,446)	(71,596,118)
Profit (loss) before income tax income (expenses)		401,624,671	(36,432,131)	2,633,031,270	(522,576,212)
Income tax income (expenses)	30	(129,383,329)	(90,083,483)	27,638,934	159,419,264
Profit (loss) for the year from continuing operations		272,241,342	(126,515,614)	2,660,670,204	(363,156,948)
Discontinued operation					
Profit for the year from discontinued operations					
- net of income tax	32	-	-	-	724,958,226
Profit (loss) for the year		272,241,342	(126,515,614)	2,660,670,204	361,801,278
Profit (loss) attributable to:					
Equity holders of the Company					
Profit (loss) for the year from continuing operations		195,570,915	(132,567,060)	2,660,670,204	(363,156,948)
Profit for the year from discontinued operations		-	-	-	724,958,226
		195,570,915	(132,567,060)	2,660,670,204	361,801,278
Non-controlling interests of the subsidiaries					
Profit for the year from continuing operations		76,670,427	6,051,446		
		272,241,342	(126,515,614)		
Basic earnings per share					
31					
Profit (loss) attributable to equity holders of the Company					
Continuing operations		0.24	(0.16)	3.24	(0.44)
Discontinued operations		-	-	-	0.88
		0.24	(0.16)	3.24	0.44

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 2024

(Unit: Baht)

		<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>Note</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Profit (loss) for the year from continuing operations		<u>272,241,342</u>	<u>(126,515,614)</u>	<u>2,660,670,204</u>	<u>(363,156,948)</u>
Other comprehensive income:					
<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>61,758</u>	<u>309,598</u>	<u>-</u>	<u>-</u>
Other comprehensive income to be reclassified					
to profit or loss in subsequent periods - net of income tax		<u>61,758</u>	<u>309,598</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	25	3,837,706	-	2,711,169	-
Loss on changes in value of equity investments					
designated at fair value through other comprehensive income					
- net of income tax		<u>(7,840)</u>	<u>(41,760)</u>	<u>(7,840)</u>	<u>(41,760)</u>
Share of actuarial loss of joint ventures - net of income tax		<u>(6,933,485)</u>	<u>-</u>	<u>-</u>	<u>-</u>
Share of actuarial loss of associates - net of income tax		<u>(398,857)</u>	<u>-</u>	<u>-</u>	<u>-</u>
Other comprehensive income not to be reclassified					
to profit or loss in subsequent periods - net of income tax		<u>(3,502,476)</u>	<u>(41,760)</u>	<u>2,703,329</u>	<u>(41,760)</u>
Other comprehensive income for the year		<u>(3,440,718)</u>	<u>267,838</u>	<u>2,703,329</u>	<u>(41,760)</u>
Total comprehensive income for the year from					
continuing operations		268,800,624	(126,247,776)	2,663,373,533	(363,198,708)
Total comprehensive income for the year from					
discontinued operations		<u>-</u>	<u>-</u>	<u>-</u>	<u>724,958,226</u>
Total comprehensive income for the year		<u>268,800,624</u>	<u>(126,247,776)</u>	<u>2,663,373,533</u>	<u>361,759,518</u>
Total comprehensive income attributable to:					
Equity holders of the Company					
Profit (loss) for the year from continuing operations		193,738,114	(132,299,222)	2,663,373,533	(363,198,708)
Profit for the year from discontinued operations		<u>-</u>	<u>-</u>	<u>-</u>	<u>724,958,226</u>
		<u>193,738,114</u>	<u>(132,299,222)</u>	<u>2,663,373,533</u>	<u>361,759,518</u>
Non-controlling interests of the subsidiaries					
Profit for the year from continuing operations		<u>75,062,510</u>	<u>6,051,446</u>		
		<u>268,800,624</u>	<u>(126,247,776)</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 2024

(Unit: Baht)

	Consolidated financial statements											
	Equity attributable to equity holders of the Company											
	Other components of shareholders' equity											
	Other comprehensive income			Other changes by the owners			Difference between investment and book value from change in shareholding in subsidiary			Total other components of shareholders' equity		
	Issued and paid-up share capital	Share premium	Surplus on share-based payment	Appropriated - statutory reserve	Unappropriated	Retained earnings	Exchange differences on translation of financial statements in foreign currency	Loss on changes in value of equity investments	Change in subsidiary	Total equity attributable to equity holders of the Company	Equity attributable to non-controlling interests of the subsidiaries	Total shareholders' equity
Balance as at 1 January 2023	819,949,729	492,987,095	-	8,984,523	251,554,164	-	600,204	(107,685)	(42,946,812)	1,531,021,218	107,091,324	1,638,112,542
Profit for the year	-	-	-	-	(132,567,060)	-	-	-	-	(132,567,060)	6,051,446	(126,515,614)
Other comprehensive income for the year	-	-	-	-	-	-	309,598	(41,760)	-	267,838	-	267,838
Total comprehensive income for the year	-	-	-	-	(132,567,060)	-	309,598	(41,760)	-	(132,299,222)	6,051,446	(126,247,776)
Equity attributable to non-controlling interests of the subsidiaries (Note 13)	-	-	-	-	-	-	-	-	(1,423,182)	(1,423,182)	4,113,038	2,689,856
Transfer retained earnings to statutory reserve (Note 26)	-	-	-	18,090,064	(18,090,064)	-	-	-	-	-	-	-
Share-based payment	-	-	8,669,584	-	-	-	-	-	-	8,669,584	-	8,669,584
Balance as at 31 December 2023	819,949,729	492,987,095	8,669,584	27,074,587	100,897,040	-	909,802	(149,445)	(44,369,994)	1,405,968,398	117,255,808	1,523,224,206
Balance as at 1 January 2024	819,949,729	492,987,095	8,669,584	27,074,587	100,897,040	-	909,802	(149,445)	(44,369,994)	1,405,968,398	117,255,808	1,523,224,206
Profit for the year	-	-	-	-	195,570,915	-	-	-	-	195,570,915	76,670,427	272,241,342
Other comprehensive income for the year	-	-	-	-	(3,494,636)	-	61,758	(7,840)	-	(3,440,718)	(1,607,917)	(5,048,635)
Total comprehensive income for the year	-	-	-	-	192,076,279	-	61,758	(7,840)	-	192,130,197	75,062,510	267,192,707
Equity attributable to non-controlling interests of the subsidiaries (Note 13)	-	-	-	-	-	-	-	-	2,787,935,778	2,787,935,778	71,685,840	2,859,621,618
Transfer retained earnings to statutory reserve (Note 26)	-	-	-	54,920,386	(54,920,386)	-	-	-	-	-	-	-
Balance as at 31 December 2024	819,949,729	492,987,095	8,669,584	81,994,973	238,052,933	-	971,560	(157,285)	2,743,565,784	4,386,034,373	264,004,158	4,650,038,531

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 2024

(Unit: Baht)

Separate financial statements									
	Other components of shareholders' equity								
	Issued and paid-up share capital	Share premium	Retained earnings		Other comprehensive income		Total other components of shareholders' equity		Total shareholders' equity
			Appropriated - statutory reserve	Unappropriated	Loss on changes in value of equity investments	Total other components of shareholders' equity			
Balance as at 1 January 2023	819,949,729	492,987,095	8,984,523	211,045,648	(107,685)	(107,685)	(107,685)	(107,685)	1,532,859,310
Profit for the year	-	-	-	361,801,278	-	-	-	-	361,801,278
Other comprehensive income for the year	-	-	-	-	(41,760)	(41,760)	(41,760)	(41,760)	(41,760)
Total comprehensive income for the year	-	-	-	361,801,278	(41,760)	(41,760)	(41,760)	(41,760)	361,759,518
Transfer retained earnings to statutory reserve (Note 26)	-	-	18,090,064	(18,090,064)	-	-	-	-	-
Balance as at 31 December 2023	819,949,729	492,987,095	27,074,587	554,756,862	(149,445)	(149,445)	(149,445)	(149,445)	1,894,618,828
Balance as at 1 January 2024	819,949,729	492,987,095	27,074,587	554,756,862	(149,445)	(149,445)	(149,445)	(149,445)	1,894,618,828
Profit for the year	-	-	-	2,660,670,204	-	-	-	-	2,660,670,204
Other comprehensive income for the year	-	-	-	2,711,169	(7,840)	(7,840)	(7,840)	(7,840)	2,703,329
Total comprehensive income for the year	-	-	-	2,663,381,373	(7,840)	(7,840)	(7,840)	(7,840)	2,663,373,533
Transfer retained earnings to statutory reserve (Note 26)	-	-	54,920,386	(54,920,386)	-	-	-	-	-
Balance as at 31 December 2024	819,949,729	492,987,095	81,994,973	3,163,217,849	(157,285)	(157,285)	(157,285)	(157,285)	4,557,992,361

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 2024

(Unit: Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Cash flows from operating activities				
Profit (loss) before tax from continuing operations	401,624,671	(36,432,131)	2,633,031,270	(522,576,212)
Profit before tax from discontinued operations (Note 32)	-	-	-	904,883,684
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	367,911,420	407,074,948	50,678,300	117,233,045
Bad debts and allowance for expected credit losses (reversal)	(115,287,116)	(18,050,957)	16,522,323	(5,866,773)
Loss on impairment of financial assets	77,452,390	7,665,876	-	2,552,020
Reversal of reduction of cost of inventory to net realisable value	(31,446,732)	(20,888,479)	-	(118,031,307)
Provision for sales returns (reversal)	28,985,527	(14,838,674)	-	(35,941,947)
Loss on fair value adjustments of other financial assets	14,412,749	243,358,893	14,412,749	243,358,893
Gain from sales of other long-term investment	(24,840)	-	-	-
Gain from sales of investment in subsidiary	-	-	(2,815,396,241)	-
Cash received from returning funds and liquidation in subsidiary	-	-	(14,641,372)	-
Gain from sales of other financial asset	(353,674)	-	(353,674)	-
Profit from business transfer	-	-	-	(521,086,146)
Loss on impairment of investments in subsidiary (reversal)	-	-	(15,300,000)	19,514,937
Reversal of expected credit loss on loans to related parties	-	-	(62,759,750)	(51,029,875)
Gain on disposal of equipments	(2,194,874)	(13,514,499)	(1,512,094)	(6,714,349)
Loss on write-off of intangible assets	20,618,410	23,924,918	20,616,058	1,474,413
Reversal of impairment of intangible assets	(20,616,058)	-	(20,616,058)	-
Gain from lease modification and cancellation	(5,457,606)	(3,540,796)	-	(225,713)
Dividend income	(18,460,855)	(8,393,200)	(222,299,220)	(285,840,955)
Share of profit from investments in joint ventures	(126,826,711)	(120,599,594)	-	-
Share of profit from investments in associates	(4,945,445)	(2,143,556)	-	-
Share-based payment	-	8,669,584	-	-
Long-term employee benefit expenses	24,158,727	25,570,983	5,801,699	12,150,858
Interest income	(5,537,810)	(2,607,914)	(17,547,489)	(19,502,106)
Interest expenses	127,166,965	121,176,464	70,882,446	96,136,472
Profit (loss) from operating activities before changes in operating assets and liabilities	731,179,138	596,431,866	(358,481,053)	(169,511,061)

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 2024

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Decrease (increase) in operating assets				
Trade and other receivables	158,436,780	7,370,276	97,629,380	18,593,078
Inventories	(16,392,670)	87,922,838	(2,087,234)	147,770,631
Prepaid expenses	15,882,881	(15,036,080)	(2,316,822)	148,109
Advance payments	4,794,807	23,717,972	960,043	30,301,994
Other current assets	171,785,912	(30,075,041)	39,648,922	37,618,180
Other non-current assets	(47,274,785)	(73,723,885)	(30,279,200)	(44,538,528)
Increase (decrease) in operating liabilities				
Trade and other payables	(250,015,726)	173,425,322	(66,854,295)	(2,253,074)
Unearned income	444,917,420	(178,036,686)	282,068	55,935,103
Other current liabilities	5,991,159	(27,116,198)	6,054,029	(158,117,655)
Provision for long-term employee benefits	(11,067,716)	(23,334,207)	(2,184,661)	(21,417,467)
Other non-current liabilities	(8,040,000)	(8,040,000)	-	-
Cash flows from (used in) operating activities	1,200,197,200	533,506,177	(317,628,823)	(105,470,690)
Cash paid for interest expenses	(127,581,590)	(116,659,532)	(71,591,125)	(95,850,679)
Cash paid for income tax	(197,445,075)	(106,578,755)	(7,803,757)	(43,478,990)
Cash received from income tax refund	70,504,765	53,963,481	50,419,058	26,197,512
Net cash flows from (used in) operating activities	945,675,300	364,231,371	(346,604,647)	(218,602,847)
Cash flows from investing activities				
Acquisition of equipments	(132,759,170)	(54,303,972)	(8,976,738)	(26,591,250)
Cash paid for aquisition and creation of intangible assets	(545,844,739)	(598,860,437)	(21,544,889)	(319,938,907)
Increase in loans to related parties	-	-	62,225,530	51,029,875
Net cash received from business transfer	-	-	-	420,000,000
Cash paid to purchase additional investments in subsidiary	-	-	(1,003,661)	(799,999,980)
Cash received from disposal of investment in subsidiary	-	-	2,018,834,996	-
Cash received from returning funds and liquidation in subsidiary	-	-	17,266,293	-
Cash paid to purchase investment in joint ventures	(898,292,751)	(25,487,250)	(877,018,196)	(25,487,250)
Cash paid to purchase investment in associate	(25,000,000)	-	-	-
Cash received from disposal of other current financial assets	62,567,028	-	62,567,028	-
Cash received from returning funds and liquidation				
in other non-current financial assets	274,790	-	-	-
Cash received from returning funds and liquidation in joint venture	482,595	-	-	-
Dividend received from other current financial assets	18,460,855	8,393,200	18,460,855	8,393,200
Dividend received from subsidiaries, associates and joint ventures	146,288,719	127,098,719	162,023,629	302,247,416
Cash received from disposal of equipment and right-of-use assets	2,202,623	16,240,911	1,515,857	6,757,717
Cash received from disposal of intangible assets	-	-	-	22,425,084
Interest income	5,537,757	2,624,603	17,785,199	17,322,255
Net cash flows from (used in) investing activities	(1,366,082,293)	(524,294,226)	1,452,135,903	(343,841,840)

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 2024

(Unit: Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Cash flows from financing activities				
Increase (decrease) in short-term loans from bank	(293,000,000)	193,000,000	-	68,000,000
Increase (decrease) in loans from related parties	-	(185,620,466)	(42,500,000)	294,500,000
Cash received from long-term loans	-	680,000,000	-	680,000,000
Front-end fee paid	-	(4,000,000)	-	(4,000,000)
Early loan redemption fee paid	-	(3,800,000)	-	(3,800,000)
Repayment of long-term loans	(992,051,282)	(556,698,719)	(992,051,282)	(556,698,719)
Repayment of lease liabilities	(64,838,447)	(57,121,685)	(17,992,388)	(29,292,793)
Cash received from non-controlling interests of subsidiaries				
from investments in subsidiaries	1,992,873,122	2,692,000	-	-
Dividend paid to non-controlling interest of subsidiaries	(47,526,554)	(2,144)	-	-
Net cash flows from (used in) financing activities	<u>595,456,839</u>	<u>68,448,986</u>	<u>(1,052,543,670)</u>	<u>448,708,488</u>
Net increase (decrease) in translation adjustments	<u>(4,496,572)</u>	<u>309,598</u>	<u>-</u>	<u>-</u>
Net increase (decrease) in cash and cash equivalents	<u>170,553,274</u>	<u>(91,304,271)</u>	<u>52,987,586</u>	<u>(113,736,199)</u>
Cash and cash equivalents at beginning of year	<u>672,857,234</u>	<u>764,161,505</u>	<u>141,489,996</u>	<u>255,226,195</u>
Cash and cash equivalents at end of year	<u><u>843,410,508</u></u>	<u><u>672,857,234</u></u>	<u><u>194,477,582</u></u>	<u><u>141,489,996</u></u>

Supplemental cash flows information:

Non-cash transactions:

Increase in assets from lease agreements	88,059,975	166,584,394	50,286,406	16,463,250
Decrease in right-of-use assets from modification of lease agreement	117,668,950	-	-	-
Fixed assets purchased which payment has yet to be made	3,749,262	6,835,314	-	-
Intangible assets purchased which payment has yet to be made	422,916	-	145,092	-
Repayment of loan by offsetting liability	-	-	-	296,000,000
Accrued of employee benefits	16,112,799	10,116,128	1,123,667	2,184,661

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

**Profile of the directors who retired by rotation for the year 2025
and be proposed to act as Company's director for another term.
GMM Grammy Public Company Limited**

- Name - Surname** · Mr. Fahmai Damrongchaitham
- Age** · 38 years
- Nationality** · Thai
- Appointment Date of Directorship** · 12 May 2017
- Period of Directorship ***
- 7 years 11 months (until the date of AGM)
 - 10 years 11 months (Including the proposed agenda for this time)
- Type of Director to be Appointed** · **Director** (Executive Director)

**Education**

- Bachelor of Arts in Communication Faculty of Annenberg School for Communication, University of Southern California, USA

Training Program

Program	Class	Year	Organized by
Director Accreditation Program (DAP)	188	2021	Thai Institute of Directors (IOD)

Position in the Company

Period	Position
14 May 2023 - Present	(Acting) Chief Investment Officer
27 Feb 2018 - Present	Member of the Risk Management Committee
12 May 2017 - Present	Director (Authorized Director)
27 Feb 2017 - Present	Member of the Group Executive Committee
22 Aug 2011 - Present	Member of Investment Committee

Directorship and Executive Position in Other Company

- **Listed Company:** - company

Period	Position	Company
-None-	-None-	-None-

- **Non-Listed Company:** 14 companies

Period	Position	Company
27 Dec 2024 - Present	Director (Authorized Director)	GMM ASIA Co.,Ltd.

**Profile of the directors who retired by rotation for the year 2025
and be proposed to act as Company's director for another term.
GMM Grammy Public Company Limited**

Period	Position	Company
3 Dec 2024 - Present	Director (Authorized Director)	GMM X ONE Co.,Ltd.
7 Aug 2024 - Present	Director (Authorized Director)	GMM Global Co.,Ltd.
13 Jun 2024 - Present	Director (Authorized Director)	G&LDH Co.,Ltd.
11 Mar 2024 - Present	Director (Authorized Director) / Executive Director / Chief Marketing Officer	GMM Music Plc. (Transform to public company as of March 11, 2024)
24 Jan 2024 - Present	Director (Authorized Director)	TNY Entertainment and Technology Co.,Ltd.
4 Jul 2023 - Present	Director (Authorized Director)	BlackGem Co., Ltd. (Formerly GR Vocal Studio Co., Ltd. - registered for a name change on March 1, 2024)
21 May 2021 - Present	Director (Authorized Director)	YGMM Co., Ltd.
13 Aug 2020 - Present	Director (Authorized Director)	Fah Damrongchaitham Co., Ltd.
Aug 2012 - Present	Director	U-Star (Thailand) Co., Ltd.
2011 - Present	Director (Authorized Director)	Geurtfah Co., Ltd.
2011 - Present	Director (Authorized Director)	Ruamfah Co., Ltd.
2009 - Present	Director (Authorized Director)	Ruam Fah Deaw Gun Co., Ltd.
13 Sep 2007 - Present	Director and Secretary	Damrongchaitham Foundation

Working Experience (at least for the past 5 years)

Period	Position	Company
<u>Listed Companies</u>		
3 May 2021 - 22 Feb 2024	Director (Authorized Director) / Member of Executive Committee	The ONE Enterprise Plc.
15 May 2019-13 Nov 2023	Chief Strategic Officer-Music 1	GMM Grammy Plc.
1 Dec 2016 - 14 May 2019	Chief Sale Officer-GMM Music	GMM Grammy Plc.
9 Dec 2011 - 12 May 2017	Member of Risk Management Committee	GMM Grammy Plc.
Oct 2014 - 30 Nov 2016	Managing Director - Artist	GMM Grammy Plc.
16 Jun 2010 - 30 Sep 2014	Managing Director, Sanamluang Music	GMM Grammy Plc.

**Profile of the directors who retired by rotation for the year 2025
and be proposed to act as Company's director for another term.
GMM Grammy Public Company Limited**

Period	Position	Company
2011 - Dec 2012	Co-Chief Operation Officer (Co-COO)	GMM Grammy Plc.
9 Dec 2011 - Mar 2012	Member of the Corporate Governance and Ethics Committee	GMM Grammy Plc.
28 Jul 2008 - 15 Jun 2010	Marketing Officer	GMM Grammy Plc.
<u>Other Companies</u>		
Jan 2016 - 7 Oct 2024	Director (Authorized Director)	Suea Tid Peak Krub Co., Ltd. (Deregistered on October 7, 2024, and is in the process of liquidation.)
18 May 2021 - 2 Jul 2024	Director	GDH559 Co.,Ltd.
6 Oct 2023 - 11 Mar 2024	Member of the Executive Committee	GMM Music Co., Ltd. (Transform to public company as 11 Mar 2024)
1 Sep 2023 - 11 Mar 2024	Chief Marketing Officer	GMM Music Co., Ltd. (Transform to public company as 11 Mar 2024)
7 Apr 2023 - 11 Mar 2024	Director (Authorized Director)	GMM Music Co., Ltd. (Transform to public company as 11 Mar 2024)
Oct 2012 - 29 Feb 2024	Managing Director	Z Trading Co., Ltd.
31 May 2017 - 2 May 2021	Director (Authorized Director) / Executive Director	The ONE Enterprise Co., Ltd. (Transform to public company as 3 May 2021)
11 Apr 2019 - 20 Mar 2020	Director	GMP Foods Co., Ltd.
7 Dec 2017 - 30 Nov 2020	Director	GMM Channel Holding Co., Ltd.
Mar 2017 - 20 May 2020	Director (Authorized Director)	Z Trading Co., Ltd.
18 Apr 2018 - 18 May 2020	Director (Authorized Director)	FAN TV Co., Ltd.
Sep 2019 - 4 Dec 2019	Director (Authorized Director)	O-Shopping Co., Ltd. (Formerly GMM CJ O-Shopping Co., Ltd.)
24 Aug 2018 - 14 Mar 2019	Director	Proud Project One Co., Ltd.
18 Apr 2018 - 5 Mar 2019	Director	Digistream Co., Ltd.
20 Apr 2018 - 24 Sep 2018	Director (Authorized Director)	Change2561 Co., Ltd.
12 Jan 2018 - 24 Sep 2018	Director (Authorized Director)	A-Time Media Co., Ltd.
12 Jan 2018 - 24 Sep 2018	Director (Authorized Director)	GMM TV Co., Ltd.
12 Jan 2018 - 20 Sep 2018	Director	GMM Channel Co., Ltd.

**Profile of the directors who retired by rotation for the year 2025
and be proposed to act as Company's director for another term.
GMM Grammy Public Company Limited**

Period	Position	Company
6 Dec 2017 - 20 Sep 2018	Director (Authorized Director)	GMM Media Plc.
Apr 2013 - 5 May 2017	Director (Authorized Director)	3-RD Co., Ltd.

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

Area of expertise	Have Expertise, Knowledge and Experience about the business of the Company as well, Business administration, Organization and Human resource management, Business Strategy and Marketing
Percentage of Share Holding as of 20 March 2025 (According to Section 59 of the Securities and Exchange Act.)	<p>Direct : - None -</p> <p>Indirect :</p> <p>(1) 426,774,344 Shares (52,05%) via Fah Damrongchaitham Co., Ltd. (Mr. Fahmai Damrongchaitham having 0.25 voting rights in Fah Damrongchaitham Co., Ltd. and he is authorized director in Fah Damrongchaitham Co., Ltd)</p> <p>(2) 453,800 Shares (0.06%) via Geurtfah Co., Ltd. (Mr. Fahmai Damrongchaitham is the Director and Authorized Director in Geurtfah Co.,Ltd., hold 25% and all his 3 sibling hold 75%shares in Geurtfah Co.,Ltd.)</p> <p>Of the total issued shares of 819,949,729 shares</p>
Executive Related Relationship	Being the son of Mr. Paiboon Damrongchaitham who is Chairman of the Board and Major shareholder (Indirect)
Legal Disputes	- None -
Criteria and Recruitment Procedure	The Board has considered and agreed with the Nomination and Remuneration Committee to propose the reappointment of Mr. Fahmai 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 2024 Annual Report (Form 56-1 One report) under the Heading of Corporate Governance> Nomination and Appointment of Directors and Executives (Page. 129-130))
Meeting Attendance in 2024	<ul style="list-style-type: none"> • The Shareholder Meeting in 2024: Attended 2 / 2 times • The Board of Directors' Meeting: Attended 9 / 10 times • The Group Executive Committee's Meeting: Attended 10 / 13 times • The Risk Management Committee's Meeting: Attended 1 / 1 times

**Profile of the directors of the proposed committee member for appointment
as a company director for the year 2025
GMM Grammy Public Company Limited**

- | | |
|--|---|
| Name - Surname | • Mr. Vithit Leenutaphong |
| Age | • 69 years |
| Nationality | • Thai |
| Date of propose for appointment as a director | • The propose for the appointment to the position of independent director succeeding Dr. Naris Chaiyasoot was presented at the shareholders' meeting on April 29, 2025. |
| Type of Director to be Appointed | • Independent Director |

**Education**

- Doctor of Philosophy Program in Innovation and Industrial Management, College of Innovation and Industrial Management, King Mongkut's Institute of Technology Ladkrabang. (2023)
- Master Degree of Business Administration (International Monetary Fund), University of Southern California, USA. (1982)
- Bachelor Degree of Marketing and Management, Jacksonville University, USA. (1978)

Training Program

Program	Class	Year	Organized by
High Performance Board		2558	IMD International Switzerland
Role of the Chairman Program (RCP)	34	2557	Thai Institute of Directors (IOD)
Successful Formulation & Execution of Strategy (SFE)	3	2552	Thai Institute of Directors (IOD)
Role of the Compensation Committee (RCC)	7	2551	Thai Institute of Directors (IOD)
Audit Committee Program (ACP)	5	2548	Thai Institute of Directors (IOD)
Director Certification Program (DCP)	16	2545	Thai Institute of Directors (IOD)

Position in the Company: -None-

Directorship and Executive Position in Other Company

- ***Listed Company:*** 1 companies

Period	Position	Company
2015 - present	Independent Director, Audit Committee	Sahathai Terminal Public Company Limited

**Profile of the directors of the proposed committee member for appointment
as a company director for the year 2025
GMM Grammy Public Company Limited**

• **Non-Listed Company:** 6 companies

Period	Position	Company
2014 - Present	Director and Chairman of the Executive Committee	Thaiyarnyon Intersales Co., Ltd.
2005 - Present	Director and Chairman of the Executive Committee	Thaiyarnyon Co., Ltd.
2005 - Present	Director	National Press Council of Thailand
2005 - Present	Director	The Queen's Gallery
2005 - Present	Director	Bangkok bank foundation
2012 - Present	Director	Siam University Council

Working Experience (at least for the past 5 years)

Period	Position	Company
Listed Companies		
2013 - 2016	Chairman of the Board / Chairman of the Nomination and Remuneration Committee and Executive	Advanced Info Service Public Company Limited
	Director	InTouch Holdings Public Company Limited
2001 - 2013	Director and Audit Committee	InTouch Holdings Public Company Limited
2002 - 2004	Director	Airports of Thailand Public Company Limited
Other Companies		
2005 - 2020	Independent Director, Audit Committee	Sahathai Steel Pipe Public Company Limited
2013 - 2014	Director	Thailand-China Business Council
1995 - 2010	Director	German-Thai Chamber of Commerce
2001 - 2008	Vice President	Yontrakit Group.
2005 - 2006	Chairman of the Board	Government Pharmaceutical Organization
1996 - 1997	Director	Expressway Authority of Thailand

• **Other company that may cause any conflict of interest to the Company:**

- None -

**Profile of the directors of the proposed committee member for appointment
as a company director for the year 2025
GMM Grammy Public Company Limited**

- **Relationship in the company/major shareholder/subsidiary/associated company or other conflicted business entity in present or during the past 2 years:**

Type of Relationship	Status / Explanation
1. Being a director who takes part in the management of the company, employee, staff member, or advisor receiving a regular salary.	- No -
2. Being a professional service provider. (i.e., auditor or legal advisor)	- No -
3. Having business relationship. (i.e., buy-sell materials/products/services or financial support)	- None -

Area of expertise	Accounting & Finance, Marketing Strategy, Organization & Human Resources Management , Good Corporate Governance (CG), Leaders
Percentage of Share Holding as of 20 March 2025	Direct : - None - Indirect : - None -
Executive Related Relationship	- None -
Legal Disputes	- None -
Criteria and Recruitment Procedure	The Board has considered and agreed with the Nomination and Remuneration Committee to propose the appointment of Mr. Vithit Leenutaphong as an independent director to replace Dr. Naris Chaipasoot, whose term is set to expire in the year 2025 and who has expressed no intention for reappointment. Additionally, Mr. Vithit Leenutaphong has qualifications as an independent director as stipulated in the relevant laws by being able to give opinions independently. This is in accordance with the criteria and recruitment process of the Company. (as being disclosed in the 2024 Annual Report (56-1 One report) under the Heading of Corporate Governance> 6. Nomination and Fixing the Remuneration of the Directors and Executives > Nomination and Appointment of Company Directors (Page. 129-130))

**Profile of the directors of the proposed committee member for appointment
as a company director for the year 2025
GMM Grammy Public Company Limited**

- | | |
|--|--|
| Name - Surname | • Mrs. Nidcha Jirametthanakij |
| Age | • 62 years |
| Nationality | • Thai |
| Date of propose for appointment as a director | • The propose for the appointment to the position of independent director succeeding Mr. Chanitr Charnchainarong was presented at the shareholders' meeting on April 29, 2025. |
| Type of Director to be Appointed | • Independent Director |

**Education**

- Master of Business Administration, Kasetsart University (1994).
- Bachelor of Accounting (Accounting), Thammasat University (1984).

Training Program

Program	Class	Year	Organized by
The Role of the Board in IT Governance		2020	Thai Institute of Directors (IOD)
Director Certification Program (DCP)	206	2015	Thai Institute of Directors (IOD)
CFOs Orientation Course for New IPOs			The Stock Exchange of Thailand (SET)
TLCA Executive Development Program	2	2008	The Stock Exchange of Thailand (SET)
Executive Development Program	8	2012	Fiscal Policy Research Institute Foundation, Kingdom of Thailand in cooperation with Maxwell School of Syracuse University
Advanced Management Program (AMP) 2 - People Management		2016	Personnel Management Association of Thailand
Introduction to Energy Insurance and Risk Management		1996	Sedgwick Energy & Marine Limited; United Kingdom
Program on the Modernization Process in Japan and Dynamism of Japanese Society		1990	IATSS Forum, Japan

Position in the Company: -None-

Directorship and Executive Position in Other Company

- **Listed Company:** 0 companies

Period	Position	Company
None	None	None

**Profile of the directors of the proposed committee member for appointment
as a company director for the year 2025
GMM Grammy Public Company Limited**

• **Non-Listed Company:** 3 companies

Period	Position	Company
Mar 2024- Present	Audit and Evaluation Committee	Ministry of Social Development and Human Security
Apr 2023 - Present	Independent Director , Chairman of Audit Committee and member of the Nomination and Remuneration Committee	Unique Plastic Industry Public Company Limited
Feb 2022 - Present	The 43 rd -45 th Board of Directors of the Savings Cooperative and Chairman of the 45 th Investment Subcommittee of the Savings Cooperative	PTT Saving and Credit Cooperative, Limited

Working Experience (at least for the past 5 years)

Period	Position	Company
Listed Companies		
Mar 2018 - Sep 2022	Executive Vice President	PTT Public Company Limited
Oct 2018 - Sep 2022	Senior Executive Vice President, Corporate Accounting & Finance (CFO)	IRPC Public Company Limited
Mar 2018 - Sep 2018	Executive Vice President, Finance Management (CFO)	PTT Oil and Retail Business Public Company Limited
2016-2018	Vice President, Group Financial Planning,	PTT Public Company Limited
2012-2013	Vice President, Investor Relations	PTT Public Company Limited
Other Companies		
Mar 2021 - Sep 2022	VISTEC Finance and Budget Sub-Committee	Vidyasirimedhi Institute of Science and Technology (VISTEC)
Jul 2020 - Sep 2022	Director	Mytex Polymers (Thailand) Company
Dec 2018 - Sep 2022	Director	IRPC A&L Company Limited
Nov 2018 - Sep 2022	Director	IPolymer Company Limited
Nov 2018 - Sep 2022	Director	IRPC Oil Company Limited
Nov 2018 - Sep 2022	Director	IRPC Polyol Company Limited
Nov 2018 - Sep 2022	Director	WHA Industrial Estate Rayong Company Limited
Oct 2018 - Sep 2022	Director	UBE Chemicals (Asia) Public Company Limited

**Profile of the directors of the proposed committee member for appointment
as a company director for the year 2025
GMM Grammy Public Company Limited**

Period	Position	Company
Oct 2018 - Sep 2022	Director	IRPC Clean Power Company Limited
2013 - 2016	Managing Director	PTT Regional Treasury Center Pte Ltd. (Singapore)

- Other company that may cause any conflict of interest to the Company:
- None -
- Relationship in the company/major shareholder/subsidiary/associated company or other conflicted business entity in present or during the past 2 years:

Type of Relationship	Status / Explanation
1. Being a director who takes part in the management of the company, employee, staff member, or advisor receiving a regular salary.	- No -
2. Being a professional service provider. (i.e., auditor or legal advisor)	- No -
3. Having business relationship. (i.e., buy-sell materials/products/services or financial support)	- None -

Area of expertise	Accounting & Finance, Organization & Human Resources Management , Leaders
Percentage of Share Holding as of 20 March 2025	Direct : - None - Indirect : - None -
Executive Related Relationship	- None -
Legal Disputes	- None -
Criteria and Recruitment Procedure	The Board has considered and agreed with the Nomination and Remuneration Committee to propose the appointment of Mrs. Nidcha Jirametthanakij, as an independent director to replace Mr. Chanitr Charnchainarong, whose term is set to expire in the year 2025 and who has expressed no intention for reappointment. Additionally, Mrs. Nidcha Jirametthanakij has qualifications as an independent director as stipulated in the relevant laws by being able to give opinions independently. This is in accordance with the criteria and recruitment process of the Company. (as being disclosed in the 2024 Annual Report (56-1 One report) under the Heading of Corporate Governance> 6. Nomination and Fixing the Remuneration of the Directors and Executives > Nomination and Appointment of Company Directors (Page. 129-130))

Qualifications of the Independent Director GMM Grammy Public Company Limited


The qualification of the Company's independent director is in compliance with (equal to) the minimum requirement of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, which is in accordance with the Notification of the Capital Market Supervisory Board. The details are as followings:

1. Holds shares of not exceeding 1% of total voting shares of the Company, its parent company, its subsidiaries, its associated companies, its major shareholders, or its controlling persons, including shares held by related parties.
2. Is not or has not ever been an executive director, employee, staff, corporate advisor receiving a regular salary, or a controlling person of the Company, its parent company, its subsidiaries, its associated companies, its same-level subsidiaries, its major shareholders, or its controlling persons unless the foregoing status has ended for more than 2 years prior to being appointed as Independent Director. Such prohibitions exclude government officer or advisor to any government agency who is major shareholder or controlling person of the Company.
3. Is not a person related by blood or by law in terms of father, mother, spouse, sibling and child, including spouse of the children, of other directors, management, major shareholders, controlling persons, or persons to be nominated as directors, management or controlling persons of the Company or its subsidiaries.
4. Is not or has not ever been an auditor of the Company, its parent company, its subsidiaries, its associated companies, its major shareholders, or its controlling persons, and is not a significant shareholder, a controlling person, or a partner of an audit firm which employs auditors of the Company, its parent company, its subsidiaries, its associated companies, its major shareholders, or its controlling persons unless the foregoing relationship has ended for more than 2 years prior to being appointed as Independent Director.
5. Has not or has not had a business relationship with the Company, its parent company, its subsidiaries, its associated companies, its major shareholders, or its controlling persons, in the manner that may interfere with his/her independent judgement, or is not or has not ever been a significant shareholder or a controlling person of any person having business relationship with the Company, its parent company, its subsidiaries, its associated companies, its major shareholders, or its controlling persons unless the foregoing relationship has ended for more than 2 years prior to being appointed as Independent Director. The term "business relationship" aforementioned includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services, grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions which result in the Company or his counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the Company or Baht 20 million or more, whichever is lower.
6. Is not or has not ever been any professional advisor including legal or financial advisor who receives an annual service fee exceeding Baht 2 million from the Company, its parent company, its subsidiaries, its associated companies, its major shareholders, or its controlling persons, and is not a significant shareholder, a controlling person, or a partner of the professional advisor unless the foregoing relationship has ended for more than 2 years prior to being appointed as Independent Director.

7. Is not a director representing Board member of the Company's, its major shareholders, or a shareholder who is related to the Company's major shareholders.
8. Does not own/run any business similar to or material competing with the Company or its subsidiaries, or not being a significant partner in any partnership, executive director, employee, staff, advisor receiving regular salary, or holds more than 1% of total voting shares of the company similar to or material competing with the Company or its subsidiaries.
9. Has no any other characteristic which make him/her incapable of expressing independent opinions with regard to the Company's business.
10. After being appointed, Independent Director may be authorized by the Board of Directors to make a collective decision to execute business of the Company, its parent company, its subsidiaries, its associated companies, its same-level subsidiaries, its major shareholders, or its controlling persons.


Any person being appointed as Independent Director of the Company may be a person who has or has had a business relationship, or may be a professional advisor receiving amount exceeding those specified in item 5 or 6 in case the Board of Directors has duly considered that relationship will not affect the ability to perform duties and express independent opinions.

Information of the Proposed Auditors for the Year 2025**EY Office Limited**


Name-Surname	Mrs. Poonnard Paocharoen	
Age	51 years	
Certified Public Accountant (Thailand) No.	Certified Public Accountant Registration No. 5238	
Educational qualifications	Master of Business Administration, Kasetsart University Bachelor of Accountancy, Thammasat University	
Other	Approved auditor by the Securities and Exchange Commission of Thailand and the Stock Exchange of Thailand Member of Federation of Accounting Professions	
Work Experiences	<div>2012 - Present</div> <div>Partner, EY Office Limited</div> <div>1994 - 2012</div> <div>Assistant Auditor, EY Office Limited</div>	
Shareholding in the company	No (information as of 20 March 2025)	
Year of Appointment as Auditor	Signed the financial statements of the Company from 2024 - present	
<u>Information for consideration</u>		
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
Contact Information	EY Office Limited Lake Rajada Office Complex 33rd Floor, 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 2025

EY Office Limited

Name-Surname	Ms. Kosum Cha-em	
Age	52 years	
Certified Public Accountant (Thailand) No.	Certified Public Accountant Registration No.6011	
Educational qualifications	Master of Economics, Thammasat University Bachelor of Accountancy, Thammasat University	
Other	Approved auditor by the Securities and Exchange Commission of Thailand and the Stock Exchange of Thailand Member of Federation of Accounting Professions	
Work Experiences	<div>2015 - Present</div> <div>Partner, EY Office Limited</div> <div>1995 - 2015</div> <div>Assistant Auditor, EY Office Limited</div>	
Shareholding in the company	No (information as of 20 March 2025)	
Year of Appointment as Auditor	Has never signed the financial statements of the Company	
Information for consideration Familial relationship with director or executives or major shareholders of the Company or subsidiary companies: Relationship with the Company/subsidiary companies/associated company or juristic person that may cause a conflict of interest at present: Significant business relationship that may affect the independence of the auditor: Relationship as a director, staff or employee or position held in the Company or subsidiary companies:		No No No No
Contact Information	EY Office Limited Lake Rajada Office Complex 33rd Floor, 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 2025**EY Office Limited**

Name-Surname	Ms. Vilailak Laohasrisakul	
Age	50 years	
Certified Public Accountant (Thailand) No.	Certified Public Accountant Registration No. 6140	
Educational qualifications	Master of Arts (Economic Law), Chulalongkorn University Bachelor of Accountancy, Chulalongkorn University	
Other	Approved auditor by the Securities and Exchange Commission of Thailand and the Stock Exchange of Thailand Member of Federation of Accounting Professions	
Work Experiences		
2015 - Present	Partner, EY Office Limited	
1996 - 2015	Assistant Auditor, EY Office Limited	
Shareholding in the company	No (information as of 20 March 2025)	
Year of Appointment as Auditor	Has never signed the financial statements of the Company	
Information for consideration		
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
Contact Information	EY Office Limited Lake Rajada Office Complex 33rd Floor, No. 193/136-137, Rajadapisek Road, Klongtory, Bangkok 10110 Tel: (+66) 2264 9090 Fax: (+66) 2264 0789-90	

**Details of the Independent Directors Proposed as Proxy Holders
for the 2025 Annual General Meeting of Shareholders**

Name	Position	Age	Address	Interest in agenda item	Special Interest in agenda item *
1. Mr. Thana Thienachariya	<ul style="list-style-type: none"> - Member of the Audit Committee - Member of the Nomination and Remuneration Committee - Member of the Corporate Governance and Ethics Committee - Independent Director 	56 years	No.20/224 Moo 9, Bang Talat, Pak Kret, Nonthaburi 11120	Agenda 6	None
2. Mr. Sunyaluck Chaikajornwat	<ul style="list-style-type: none"> - Member of the Audit Committee - Member of the Corporate Governance and Ethics Committee - Independent Director 	47 years	No. 135, Ratchapruek Road Soi 6, Bangchak, Pasicharoen, Bangkok 10160	Agenda 6	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 6: To approve the remunerations of the Board of Directors and subcommittees for the year 2025.

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 or via electronic means, through the process which shall be in accordance with the applicable laws, 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 or via electronic means, through the process which shall be in accordance with the applicable laws.

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-

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

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 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.

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

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.

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 or via electronic means, through the process which shall be in accordance with the applicable laws, 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 2025 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 2025 Annual General Meeting of Shareholders (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 18, 2025, 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 of attending the e-AGM in person.

- 1.1) Please fill in the registration form** for attending the 2025 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) according to Enclosure 8
- 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 18, 2025** via e-mail: cs@gmmgrammy.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 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 and surname 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 18, 2025** via both channels as follows;

1. A copy of documents send by E-mail: cs@gmmgrammy.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 proxies 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 by 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 18, 2025**, so that the 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) Registration for the meeting participation (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 Inventech Systems (Thailand) Co.,Ltd. (As least two day prior to the e-AGM). Suggested to apply 1 email to 1 shareholders/proxy

Please read [Guidelines for Attending General Meeting of Shareholders via Electronic Media \(e-AGM\)](#) as per [Enclosure 8](#) or the system access manual thoroughly form the email that the Company sent to you.

How to use Inventech Connect




User Manual and Video of using Inventech Connect


- In the case you have not received the individual link to attend the e-EGM including the system access manual within April 28, 2025, please immediately contact the Inventech Systems (Thailand) Co.,Ltd. by Tel. +66 2-931-9137 or by LINE ID : @inventechconnect 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: Chrome (Suggest) / Safari / Microsoft Edge (** The system does not support Internet Explorer.), with internet speed 0.5-2.5 Mbps or basic home internet.


Note : In case of attending the meeting via tablet and mobile phone must install Zoom Meeting program before attending the meeting.


- 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 29, 2025, 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).

If you have any problems with the software, please contact Inventech Call Center

 02-931-9137

 @inventechconnect

 The system available during 22 – 29 April 2025 at 08.30 a.m. – 05.30 p.m.
(Specifically excludes holidays and public holidays)



Report a problem
[@inventechconnect](#)

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 in the 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 (e-AGM), 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.

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

- F. The casting of a proxy holder is considered as a vote made on behalf of a proxy grantor. Therefore, a proxy holder, including those proxies 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

proxies

Voting for each agenda, the conductor will propose for shareholders or proxies to consider voting for each agenda. The meeting will be asked if any shareholders disagree or abstain from voting.

For those who attend the meeting via electronic media (e-AGM), the conductor will propose for shareholders or proxies to consider voting for each agenda: which will use the e-Voting voting system. Voting will be open 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 conductor 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 proxies 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 proxies will no longer be able to vote or change votes.


The counting of the votes of proxies.

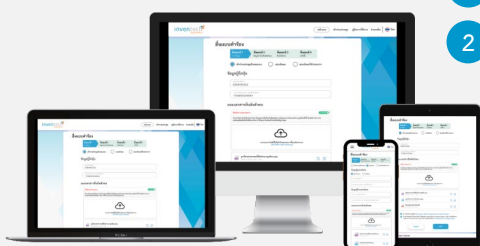
- C. The Company will count the votes according to the proxy form, no matter the proxy is in the meeting or not.
- D. Any agenda in the proxy form does not show the vote casting, such agenda will be counted as "Agree" no matter the proxy is in the meeting or not, unless the proxy expressed the vote casting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

Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://con.inventech.co.th/GRAMMY834546R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
 Step 1 Fill in the information shown on the registration
 Step 2 Fill in the information for verify
 Step 3 Verify via OTP
 Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

**** Merge user accounts, please using the same email and phone number ****

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 18 April 2025 at 8:30 a.m. and shall be closed on 29 April 2025 Until the end of the meeting.

3. The electronic conference system will be available on 29 April 2025 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by 18 April 2025 at 5.00 p.m.

GMM Grammy Public Company Limited
 Office of Corporate Secretary, 41st Floor,
 No. 50, GMM Grammy Place, Sukhumvit 21 Road (Asoke), Khlong Toei Nuea, Wattana, Bangkok 10110.

If you have any problems with the software, please contact Inventech Call Center



02-931-9137



@inventechconnect



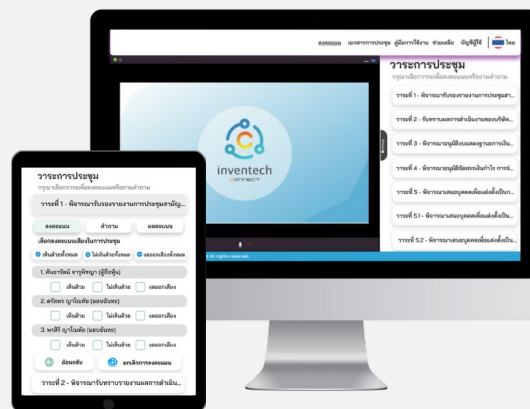
The system available during 22 – 29 April 2025 at 08.30 a.m. – 05.30 p.m.
(Specifically excludes holidays and public holidays)



Report a problem
 @inventechconnect

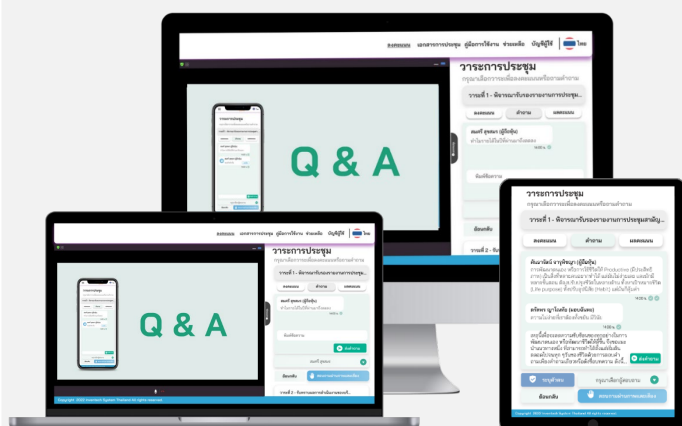
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Accept” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

Step to ask questions via Inventech Connect



- Select which agenda
- Click on “Question” button

1 Ask a question

- Type the question then click “Send”

2 Ask the question via video

- Click on “Conference”
- Click on “OK” for confirm your queue
- Please wait for the queue for you then you can open the microphone and camera

How to use Inventech Connect

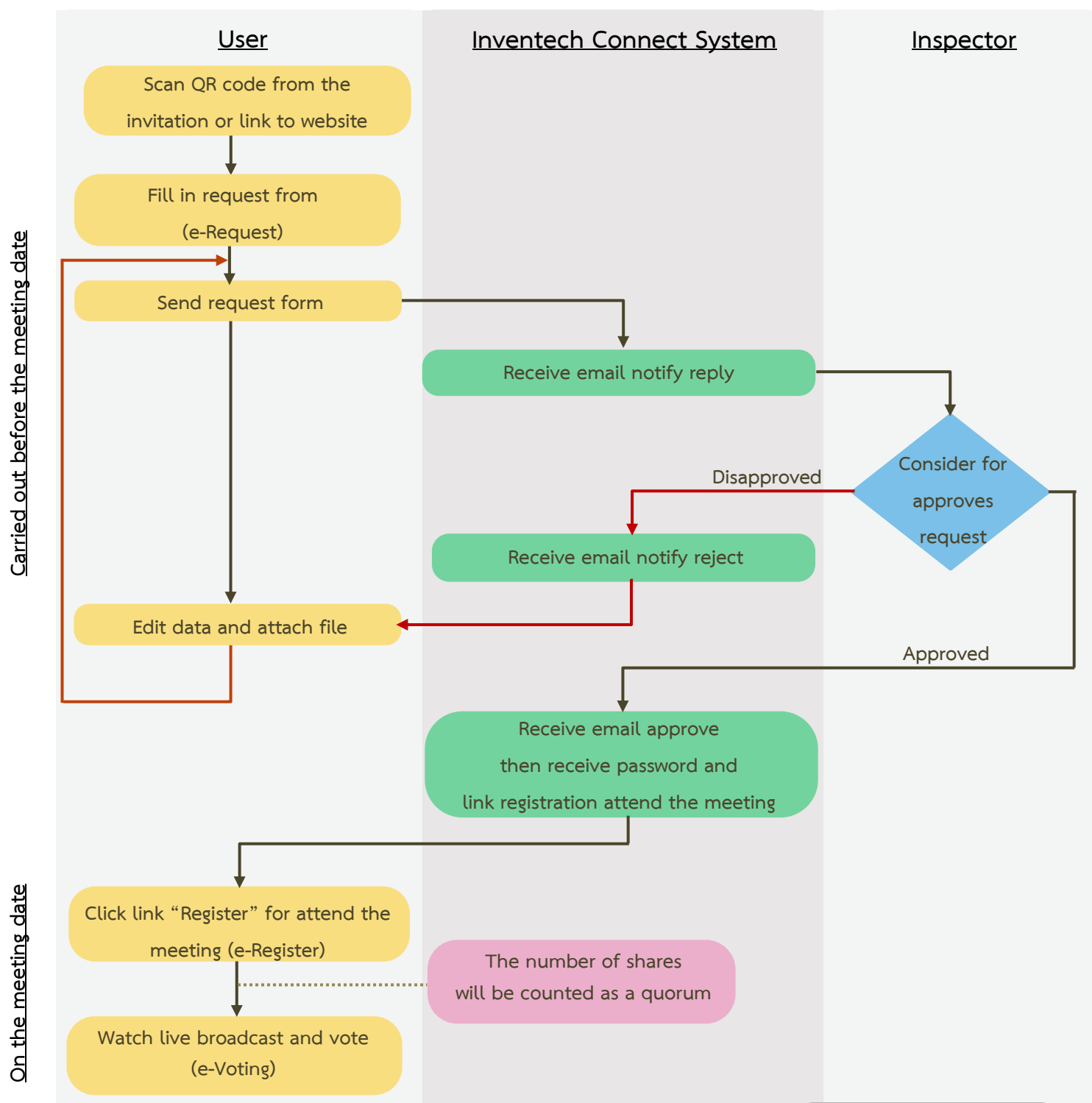


User Manual and Video of using Inventech Connect

* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge ** The system does not supported internet explorer.

Guidelines for Attending the Meeting via Electronic Meeting (e-Meeting)



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from the meeting base.

แบบฟอร์มส่งคำถามล่วงหน้าสำหรับประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ผ่านสื่ออิเล็กทรอนิกส์
Form for Submitting Question in Advance for the 2025 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 หรือ ส่งเอกสารฉบับจริงทางไปรษณีย์ โดยใส่ซองจดหมาย
ตอบรับที่บริษัทฯ ได้จัดส่งให้ผู้ถือหุ้นพร้อมกับหนังสือเชิญประชุมฯ (ไม่ต้องติดแสตมป์) โดยส่งให้กับ เลขานุการบริษัท ซึ่งได้จำหน่ายซองถึง
บริษัท จีเอ็มเอ็ม แกรมมี่ จำกัด (มหาชน) สำนักเลขานุการองค์กร ชั้น 41 เลขที่ 50 อาคารจีเอ็มเอ็ม แกรมมี่ เฟส 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 2025 AGM to the company secretary via email:
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 Nuea, Wattana, Bangkok 10110.

QR Code Downloading Procedures for Documents of the 2025 Annual General Meeting of Shareholders (e-AGM) and the Annual Registration Statement /the 2024 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 2025 Annual General Meeting of Shareholders (e-AGM) and the Annual Registration Statement /the 2024 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.



Documents of the 2025 AGM and the Annual Registration Statement /the 2024 Annual Report (Form 56-1 One Report)

โปรดติด
อากรแสตมป์
20 บาท
Duty Stamp
Affixed
(Baht 20)แบบหนังสือมอบฉันทะ แบบ ก
Proxy Form A

1. ข้าพเจ้า _____
I/We _____
ที่อยู่ _____
Address _____
สัญชาติ _____
Nationality _____
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 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)

นายธนา เทียรอัจฉริยะ / นายสัญญาลักษณ์ ชัยขจรวัฒน์

Mr. Thana Thienachariya / Mr. Sunyaluck Chaikajornwat

<input type="checkbox"/>	กรรมการอิสระ (โปรดเลือกเพียง 1 ท่าน) Independent Director (please choose only one person)	อายุ _____ ปี Age _____ Years
	อยู่บ้านเลขที่ _____ ถนน _____ ตำบล / แขวง _____ Address _____ Road _____ Sub-District _____ อำเภอ / เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ District _____ Province _____ Zip Code _____	
<input type="checkbox"/>	นาย / นาง / นางสาว _____ Mr. / Mrs. / Miss _____	อายุ _____ ปี Age _____ Years
	อยู่บ้านเลขที่ _____ ถนน _____ ตำบล / แขวง _____ Address _____ Road _____ Sub-District _____ อำเภอ / เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ District _____ Province _____ Zip Code _____	
<input type="checkbox"/>	นาย / นาง / นางสาว _____ Mr. / Mrs. / Miss _____	อายุ _____ ปี Age _____ Years
	อยู่บ้านเลขที่ _____ ถนน _____ ตำบล / แขวง _____ Address _____ Road _____ Sub-District _____ อำเภอ / เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ District _____ Province _____ Zip Code _____	

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ในวันอังคารที่ 29 เมษายน 2568 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (“e-Meeting”, “e-AGM”) โดยใช้ระบบ Zoom ซึ่งจะถ่ายทอดสด ณ ห้อง Auditorium ชั้น 21 เลขที่ 50 อาคารจีเอ็มเอ็ม แกรมมี่ เพลส ถนนสุขุมวิท 21 (อโศก) แขวงคลองเตยเหนือ เขตวัฒนา กรุงเทพมหานคร ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎหมายหรือกฎระเบียบอื่นๆ ที่เกี่ยวข้อง หรือที่จะเปลี่ยนแปลงไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the 2025 Annual General Meeting of Shareholders on Tuesday, April 29, 2025 at 2.00 p.m. in the form of an electronic meeting (“e-Meeting”, “e-AGM”) via the Zoom system, which will be broadcast live from the Auditorium Room, 21st floor of GMM Grammy Place, located at No. 50, Sukhumvit 21 Road (Asoke), Khlong Toei Nuea, Wattana, Bangkok, 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 ที่จะมอบฉันทะที่ละเอียดยึดชัดเจนตายตัว)
Proxy Form B
(Explicit Form)

โปรดติด
อากรแสตมป์
20 บาท
Duty Stamp
Affixed
(Baht 20)

1. ข้าพเจ้า _____
I/We _____
ที่อยู่ _____
Address _____

เขียนที่ _____
Written at _____
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

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)

นายธนา เที่ยรอัจฉริยะ / นายสัญญาลักษณ์ ชัยขจรวัฒน์

Mr. Thana Thienachariya / 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 2568 ในวันอังคารที่ 29 เมษายน 2568 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ ("e-Meeting", "e-AGM") โดยใช้ระบบ Zoom ซึ่งจะถ่ายทอดสด ณ ห้อง Auditorium ชั้น 21 เลขที่ 50 อาคารจีเอ็มเอ็ม แกรมมี่ เพลส ถนนสุขุมวิท 21 (อโศก) แขวงคลองเตยเหนือ เขตวัฒนา กรุงเทพฯ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎหมายหรือกฎระเบียบอื่นๆ ที่เกี่ยวข้อง หรือที่จะเปลี่ยนแปลงไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the 2025 Annual General Meeting of Shareholders on Tuesday, April 29, 2025 at 2.00 p.m. in the form of an electronic meeting ("e-Meeting", "e-AGM") via the Zoom system, which will be broadcast live from the Auditorium Room, 21st floor of GMM Grammy Place, located at No. 50, Sukhumvit 21 Road (Asoke), Khlong Toei Nuea, Wattana, Bangkok, 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 **รับทราบการแถลงผลการดำเนินงานในรอบปี 2567 และรับทราบรายงานประจำปี 2567**

Agenda 1 **To acknowledge the declaration of the 2024 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 2 **พิจารณาอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ สำหรับรอบปีบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2567**

Agenda 2 **To approve the Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending December 31, 2024.**

☐ (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 3 **พิจารณาอนุมัติจัดสรรเงินกำไรสุทธิประจำปี 2567 ส่วนหนึ่งไว้เป็นทุนสำรองตามกฎหมาย**

Agenda 3 **To approve the appropriation of the 2024 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 4 **พิจารณาอนุมัติงดจ่ายเงินปันผลจากผลการดำเนินงานปี 2567**

Agenda 4 **To approve the omission of dividend payment from the 2024 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 5 **พิจารณาอนุมัติแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ ประจำปี 2568**

Agenda 5 **To approve the appointment of directors in place of those who are due to retire by rotation for the year 2025.**

☐ (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.

☐ เลือกกรรมการทั้ง 3 ท่าน ตามที่เสนอ

Vote for all 3 directors who are propose by the Company.

☐ เลือกกรรมการเป็นรายบุคคล

Vote for a certain director.

(1) นายฟ้าใหม่ Mr. Fahmai	ดำรงชัยธรรม Damrongchaitham	
<input type="checkbox"/> เห็นด้วย Agreed_____	<input type="checkbox"/> ไม่เห็นด้วย Disagreed_____	<input type="checkbox"/> งดออกเสียง Abstained_____
(2) นายวิฑิต Mr. Vithit	ลินตพงษ์ Leenutaphong	
<input type="checkbox"/> เห็นด้วย Agreed_____	<input type="checkbox"/> ไม่เห็นด้วย Disagreed_____	<input type="checkbox"/> งดออกเสียง Abstained_____
(3) นางณิชา Mrs. Nidcha	จิรเมธอนกิจ Jirametthanakij	
<input type="checkbox"/> เห็นด้วย Agreed_____	<input type="checkbox"/> ไม่เห็นด้วย Disagreed_____	<input type="checkbox"/> งดออกเสียง Abstained_____

วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนคณะกรรมการบริษัทและคณะกรรมการชุดย่อยสำหรับปี 2568

Agenda 6 To approve the remunerations of the Board of Directors and subcommittees for the year 2025.

☐ (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
Agreed_____

☐ ไม่เห็นด้วย
Disagreed_____

☐งดออกเสียง
Abstained_____

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีสำหรับปี 2568

Agenda 7 To approve the appointment of the auditors and the determination of the audit fee for the year 2025.

☐ (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
Agreed_____

☐ ไม่เห็นด้วย
Disagreed_____

☐งดออกเสียง
Abstained_____

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 To consider 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
Agreed_____

☐ ไม่เห็นด้วย
Disagreed_____

☐งดออกเสียง
Abstained_____

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
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 หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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 ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบปะจําต่อแบบหนังสือมอบฉันทะแบบ 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 2568 ในวันอังคารที่ 29 เมษายน 2568 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ ("e-Meeting" , "e-AGM") โดยใช้ระบบ Zoom ซึ่งจะถ่ายทอดสด ณ ห้อง Auditorium ชั้น 21 เลขที่ 50 อาคารจีเอ็มเอ็ม แกรมมี่ เพลส ถนนสุขุมวิท 21 (อโศก) แขวงคลองเตยเหนือ เขตวัฒนา กรุงเทพฯ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎหมายหรือกฎระเบียบอื่นๆ ที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2025 Annual General Meeting of Shareholders on Tuesday, April 29, 2025 at 2.00 p.m., in the form of an electronic meeting

("e-Meeting" , "e-AGM") via the Zoom system, which will be broadcast live from the Auditorium Room, 21st floor of GMM Grammy Place, located at No. 50, Sukhumvit 21 Road (Asoke), Khlong Toei Nuea, Wattana, Bangkok, 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 _____
Signature (_____)

ผู้มอบฉันทะ
Proxy Grantor

ลงชื่อ _____
Signature (_____)

ผู้รับมอบฉันทะ
Proxy Holder

ลงชื่อ _____
Signature (_____)

ผู้มอบฉันทะ
Proxy Grantor

ลงชื่อ _____
Signature (_____)

ผู้รับมอบฉันทะ
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 _____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 _____ votes2. ขอมอบฉันทะให้ (มอบฉันทะได้เพียง 1 คน) (สามารถมอบฉันทะให้กรรมการอิสระของบริษัทโดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 5)
Hereby appoint (May grant proxy to the Company's Independent Director of which details as in Enclosure 5)

นายธนา เทียรอัจฉริยะ / นายสัญญาลักษณ์ ชัยขจรวัฒน์

Mr. Thana Thienachariya / Mr. Sunyaluck Chaikajornwat

☐ กรรมการอิสระ (โปรดเลือกเพียง 1 ท่าน) _____ อายุ _____ ปี
Independent Director (please choose only one) _____ Age _____ Yearsอยู่บ้านเลขที่ _____ 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 _____ Yearsอยู่บ้านเลขที่ _____ 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 _____ Yearsอยู่บ้านเลขที่ _____ ถนน _____ ตำบล / แขวง _____
Address _____ Road _____ Sub-District _____
อำเภอ / เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
District _____ Province _____ Zip Code _____

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ในวันอังคารที่ 29 เมษายน 2568 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ ("e-Meeting", "e-AGM") โดยใช้ระบบ Zoom ซึ่งจะถ่ายทอดสด ณ ห้อง Auditorium ชั้น 21 เลขที่ 50 อาคารจีเอ็มเอ็ม แกรมมี่ เพลส ถนนสุขุมวิท 21 (อโศก) แขวงคลองเตยเหนือ เขตวัฒนา กรุงเทพฯ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎหมายหรือกฎระเบียบอื่นๆ ที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the 2025 Annual General Meeting of Shareholders on Tuesday, April 29, 2025 at 2.00 p.m. in the form of an electronic meeting ("e-Meeting", "e-AGM") via the Zoom system, which will be broadcast live from the Auditorium Room, 21st floor of GMM Grammy Place, located at No. 50, Sukhumvit 21 Road (Asoke), Khlong Toei Nuea, Wattana, Bangkok, 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
I/we appoint my/our proxy to cast vote according to my/our intention in the following manner:

- ☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือ 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 รับทราบการแถลงผลการดำเนินงานในรอบปี 2567 และรับทราบรายงานประจำปี 2567

Agenda 1 To acknowledge the declaration of the 2024 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 2 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ สำหรับรอบปีบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2567

Agenda 2 To approve the Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending December 31, 2024.

- ☐ (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 3 พิจารณานุมัติจัดสรรเงินกำไรสุทธิประจำปี 2567 ส่วนหนึ่งไว้เป็นทุนสำรองตามกฎหมาย

Agenda 3 To approve the appropriation of the 2024 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 4 พิจารณานุมัติงดจ่ายเงินปันผลจากผลการดำเนินงานปี 2567

Agenda 4 To approve the omission of dividend payment from the 2024 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 5 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ ประจำปี 2568

Agenda 5 To approve the appointment of directors in place of those who are due to retire by rotation for the year 2025.

- ☐ (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.

☐ เลือกกรรมการทั้ง 3 ท่าน ตามที่เสนอ

Vote for all 3 directors who are proposed by the Company

☐ เลือกกรรมการเป็นรายบุคคล
Vote for a certain director.

(1) นายฟ้าใหม่

ดำรงชัยธรรม

Mr. Fahmai

Damrongchaiatham

☐ เห็นด้วย _____ เสียง
Agreed _____ votes

☐ ไม่เห็นด้วย _____ เสียง
Disagreed _____ votes

☐ งดออกเสียง _____ เสียง
Abstained _____ votes

(2) นายวิฑิต

ลินุตพงษ์

Mr. Vithit

Leenutaphong

☐ เห็นด้วย _____ เสียง
Agreed _____ votes

☐ ไม่เห็นด้วย _____ เสียง
Disagreed _____ votes

☐ งดออกเสียง _____ เสียง
Abstained _____ votes

(3) นางณิชา

จิรเมธธนกิจ

Mrs. Nidcha

Jirametthanakij

☐ เห็นด้วย _____ เสียง
Agreed _____ votes

☐ ไม่เห็นด้วย _____ เสียง
Disagreed _____ votes

☐ งดออกเสียง _____ เสียง
Abstained _____ votes

วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนคณะกรรมการบริษัทและคณะกรรมการชุดย่อยสำหรับปี 2568

Agenda 6 To approve the remunerations of the Board of Directors and subcommittees for the year 2025.

- ☐ (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
Agreed _____ votes

☐ ไม่เห็นด้วย _____ เสียง
Disagreed _____ votes

☐ งดออกเสียง _____ เสียง
Abstained _____ votes

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีสำหรับปี 2568

Agenda 7 To approve the appointment of the auditors and the determination of the audit fee for the year 2025.

- ☐ (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
Agreed _____ votes

☐ ไม่เห็นด้วย _____ เสียง
Disagreed _____ votes

☐ งดออกเสียง _____ เสียง
Abstained _____ votes

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 To consider 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
Agreed _____ votes

☐ ไม่เห็นด้วย _____ เสียง
Disagreed _____ votes

☐ งดออกเสียง _____ เสียง
Abstained _____ votes

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
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 หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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.

กิจการใดที่ผู้รับมอบฉันทะกระทำให้ในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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:

- หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
 - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
 - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
- วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
- ในกรณีที่มิววาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประกอบแบบหนังสือมอบฉันทะแบบ 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 2568 ในวันอังคารที่ 29 เมษายน 2568 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ ("e-Meeting" , "e-AGM") โดยใช้ระบบ Zoom ซึ่งจะถ่ายทอดสด ณ ห้อง Auditorium ชั้น 21 เลขที่ 50 อาคารจีเอ็มเอ็ม แกรมมี่ เพลส ถนนสุขุมวิท 21 (อโศก) แขวงคลองเตยเหนือ เขตวัฒนา กรุงเทพมหานคร

ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎหมายหรือกฎระเบียบอื่นๆ ที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2025 Annual General Meeting of Shareholders on Tuesday, April 29, 2025 at 2.00 p.m., in the form of an electronic meeting

("e-Meeting" , "e-AGM") via the Zoom system, which will be broadcast live from the Auditorium Room, 21st floor of GMM Grammy Place, located at No. 50, Sukhumvit 21 Road (Asoke), Khlong Toei Nuea, Wattana, Bangkok, 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:	
<input type="checkbox"/> (ก)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration.	
<input type="checkbox"/> (ข)	ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to my / our following instruction.	
<input type="checkbox"/> เห็นด้วย _____ เสียง Agreed _____ votes	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง Disagreed _____ votes	<input type="checkbox"/> งดออกเสียง _____ เสียง Abstained _____ votes

วาระที่ _____	เรื่อง : _____	
Agenda	Subject:	
<input type="checkbox"/> (ก)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration.	
<input type="checkbox"/> (ข)	ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to my / our following instruction.	
<input type="checkbox"/> เห็นด้วย _____ เสียง Agreed _____ votes	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง Disagreed _____ votes	<input type="checkbox"/> งดออกเสียง _____ เสียง Abstained _____ votes

วาระที่ _____	เรื่อง : เลือกตั้งกรรมการ (ต่อ)	
Agenda	Subject:	
	(1) ชื่อกรรมการ _____ Director's name	
<input type="checkbox"/> เห็นด้วย _____ เสียง Agreed _____ votes	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง Disagreed _____ votes	<input type="checkbox"/> งดออกเสียง _____ เสียง Abstained _____ votes
	(2) ชื่อกรรมการ _____ Director's name	
<input type="checkbox"/> เห็นด้วย _____ เสียง Agreed _____ votes	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง Disagreed _____ votes	<input type="checkbox"/> งดออกเสียง _____ เสียง Abstained _____ votes
	(3) ชื่อกรรมการ _____ Director's name	
<input type="checkbox"/> เห็นด้วย _____ เสียง Agreed _____ votes	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง Disagreed _____ votes	<input type="checkbox"/> งดออกเสียง _____ เสียง Abstained _____ votes

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

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

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

แบบแจ้งความประสงค์เข้าร่วมประชุมสามัญผู้ถือหุ้นประจำปี 2568 ผ่านสื่ออิเล็กทรอนิกส์

Registration form for attending the 2025 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 2568 (e-AGM)

I would like to attend the **2025 Annual General Meeting of Shareholders via electronic media (e-AGM)**

☐ เข้าร่วมประชุมด้วยตัวเองผ่านสื่ออิเล็กทรอนิกส์ (e-AGM)
Self-Attend meetings via electronic media (e-AGM)

☐ มอบฉันทะให้ (นาย/นาง/นางสาว)..... ได้เข้าร่วมประชุมดังกล่าว
Proxy to attend the meeting.

(3) ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM)

Please send the Link to join the meeting via electronic media (e-AGM) by below email

อีเมล.....(โปรดระบุ)

e-Mail Please fil in the blank.

โทรศัพท์มือถือ.....(โปรดระบุ)

Mobile Number Please fil in the blank.

(3.1) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามสิ่งที่ส่งมาด้วย 7 วิธีการเข้าร่วมประชุม ภายในวันที่ 18 เมษายน 2568

Please submit the required document per an Enclosure 7. by **April 18, 2025**

(3.2) เมื่อได้รับการยืนยันตัวตน บริษัทฯ จะจัดส่งลิงก์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมฯ ไปยังอีเมลที่ท่านได้ระบุไว้

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

(3.3) 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

(.....)



GMM Grammy Public Company Limited

**50 GMM Grammy Place, Sukhumvit 21 Rd (Asoke),
Klongtoeinuea, Wattana, Bangkok 10110, Thailand**

Tel: (66) 2669-9000