



## Notice to the 2021 Annual General Meeting of Shareholders

### Sky ICT Public Company Limited

Wednesday 28 April 2021 at 14.00 hrs.

Swissotel Le Concorde

No. 204 Ratchada Rachadapisek Road, Huay Kwang Bangkok

Registration starts at 12.30 hrs.

Please bring the Notification of Meeting with barcode to the meeting

*No Tokens To Be Given: In order to comply with the policy on transparency and the guideline for good corporate governance campaigned by the supervising authorities in relation to the decrease or cancellation of token giving at the meeting of shareholders, there will be no token given to the shareholders at the 2020 AGM of the Company. However, the Company will still provide a lunch box to the shareholders or their proxies who attend the Meeting (one set per one person)*

#### Guidelines for attending the meeting, regarding the outbreak of Coronavirus 2019 (COVID-19)

With our deep concern over the health of the meeting attendees from the spread of Coronavirus 2019 (COVID-19), the Company, therefore, kindly asks shareholders to remain informed the following guidelines:

1. Shareholders who recently visited or returned from any high-risk countries in less than fourteen (14) days as specified in the notification of Ministry of Public Health, the Company shall reserve the right to deny entry into the meeting.
2. In addition to item1, Shareholders who are in high-risk situation, e.g. having recently visited or returned from any high-risk countries or administrative areas in less than fourteen (14) days, or showing any sign of respiratory symptoms, are advised to proxy a representative or the Company's Independent Director as per the conditions and procedures state in the attachment, in any case, **the Company shall reserve the right to deny any high-risk attendees' entry into the meeting.**
3. The Company shall conduct health screening, in compliance with the guideline of Department of Disease Control, at the meeting entrance. For those being identified with respiratory symptom, **the Company shall reserve the right to deny entry into the meeting.** In case that aforementioned shareholder presents at Venue, such shareholder may proxy a representative or the Company's Independent Director to attend the meeting.
4. With our deep concern over the health of Shareholders, the Company asks for your kind cooperation even those who are not in the risk group, proxy the Company's Independent Director to attend the meeting.
5. The Venue will be sanitized and clean with Alcohol prior to the meeting. The Company kindly request everyone to prepare and wear a facemask at all times.

**The Company reserves the right to issue any additional measures as necessary.**

-Translation-

12 April 2021

Re: Invitation to the 2021 Annual General Meeting of Shareholders  
To: Shareholders of Sky ICT Public Company Limited  
Attachments

1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020, held on 22 September 2020
2. Annual Report for the year 2020 (QR Code)
3. Financial Statements for the year ended 31 December 2020 verified by the Audit Committee and audited by the Auditors
4. Profiles of proposed directors in replacement of those to be retired by rotation
5. Details of “Prohibitions of Actions Regarded as Business Domination by Foreigners”
6. Proxy and registration procedures and necessary documents or evidence of the shareholders entitled to attend the 2021 Annual General Meeting of Shareholders
7. A summary of Sky ICT Public Company Limited’s Articles of Association relating to the 2020 Annual General Meeting of Shareholders
8. Profiles of the Independent Directors proposed by Sky ICT Public Company Limited for Proxies Appointment
9. Proxy Form - 3 Types (Choose only one form)
10. A map of the meeting venue
11. Request Form of printed Annual Report

The Board of Directors’ Meeting of Sky ICT Public Company Limited (hereinafter referred to as “**Company**”) No. 2/2021, held on 12 March 2021, had resolved to convene the 2021 Annual General Meeting of Shareholders (hereinafter referred to as “**Meeting**”) on 28 April 2021 at 14.00 hours at Swissltel Le Concorde located at No. 204 Ratchada Rachadapisek Road, Huay Kwang Bangkok to consider the matters according to the agenda as follows:

**Agenda 1 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020, held on 22 September 2020**

*Background Information*

The Extraordinary General Meeting of Shareholders No. 1/2020 was held on 22 September 2020. The Company had submitted the Minutes of the aforesaid Meeting to the Stock Exchange of Thailand (hereinafter referred to as “**SET**”) and Ministry of Commerce within the timeframe specified by law. The Company also had published the said Minutes on the Company’s website (<http://www.skyict.co.th>). Details are as appeared in Enclosure 1 attached herewith.

Board of Directors' Opinion

After due consideration, the Board of Directors is of the opinion that the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020, held on 22 September 2020, provides an accurate record of the Board's resolution. Therefore, the Meeting should adopt said Minutes.

Resolution

This agenda shall be passed by a majority vote of the total number of votes of shareholders who attend the Meeting and cast their votes.

**Agenda 2 To consider and acknowledge the Company's operating result for the year 2020**

Background Information

The Company's operating results for the year 2020 were reported in the 2020 Annual Report distributed together with this invitation notice. Details are as appeared in Enclosure 2 attached herewith.

Board of Directors' Opinion

After due consideration, the Board of Directors is of the opinion that the Meeting should acknowledge the operating results of the Company for the year 2020.

**Agenda 3 To consider and approve the Financial Statements of the Company for the year ended 31 December 2020, which were verified by the Audit Committee and audited by the auditors**

Background Information

The Financial Statements of the Company for the year ended 31 December 2020, which have been verified by the Audit Committee and have been audited by the auditors are appeared in the Financial Statements for the year ended 31 December 2020 audited by the auditors. The Financial Statements have been distributed to all shareholders together with this invitation notice. Details are as appeared in Enclosure 3 attached herewith.

Board of Directors' Opinion

After due consideration, the Board of Directors is of the opinion that the Meeting should approve the Financial Statements of the Company for the year ended 31 December 2020.

Resolution

This agenda shall be passed by a majority vote of the total number of votes of shareholders who attend the Meeting and cast their votes.

**Agenda 4 To consider and approve the allocation of net profits and the omitted dividend payment for the operational year 2020**

Background Information

Public Limited Companies Act B.E. 2535 (B.E. 1992) (as amended) requires the Company to allocate not less than 5% of the annual net profits to be the legal reserve until such legal reserve would not less than 10% of the registered capital. Currently, the Company's legal reserve amounted to THB 27,775,000, which is lower than legal requirement because the Company had increased its registered capital in the year 2020. Thus, the Company's registered capital amounted to THB 308,135,347 as of 31 December 2020. In this regard, the management of the Company had resolved to propose the Meeting consider approving the allocation of net profits to be the addition legal reserve in the amount of **THB 3,038,535**.

List	As of 31 December 2019	As of 31 December 2020
Registered capital (THB)	277,750,000.00	308,135,347.00
10% of the registered capital (THB)	27,775,000.00	30,813,534.70
The Company's legal reserve (THB)	25,275,000.00	27,775,000.00
To consider additional allocation (THB)	2,500,000.00	<b><u>3,038,535.00</u></b>

In addition, the Company had a policy to pay dividend to shareholders at not less than 40% of the net profits in which net profits is after deducting corporate tax and legal reserve. However, the rate of dividend payment depends on its investment plan, cash flows, necessity and other suitability. As for the dividend payment for the year 2020, the Company would **omitted dividend payment** for the operational year 2020 in order to maintain its cash flows for the operational year 2021.

Board of Directors' Opinion

After due consideration, the Board of Directors is of the opinion that the Meeting should approve the allocation of net profits and the suspension of the dividend payment for the operational year 2020.

Resolution

This agenda shall be passed by a majority vote of the total number of votes of shareholders who attend the Meeting and cast their votes.

**Agenda 5 To consider and approve the appointment of directors in replacement of those to be retired by rotation**

Background Information

Article 16 of the Company's Articles of Association designates that at every Annual General Meeting of Shareholders, one-third of the directors must retire from office by rotation. If the number of directors is not a multiple of three, the number closest to one-third of all directors shall retire. Further, the directors who retire in

the first and second years after the Company's incorporation shall be drawn by lots. For the subsequent years, the director who is in the office for the longest period shall retire. In this connection, a director who retires from the office may be re-elected.

Three directors to be retired by rotation in this Meeting are as follows:

- |                                 |  |
|---------------------------------|--|
| 1. MR. RAJ TANTA-NANTA          | Directors                                |
| 2. MR. THANARERK THANAKIJSOMBAT | Audit Committee and Independent Director |
| 3. MR. VIPOOTA TRAKULHOON       | Audit Committee and Independent Director |

Board of Directors' Opinion

After due consideration, the Board of Directors is of the opinion that the Meeting should approve the appointment of the three directors, namely, (1) MR. RAJ TANTA-NANTA; (2) MR. THANARERK THANAKIJSOMBAT; and (3) MR. VIPOOTA TRAKULHOON, to become the Company's directors for another term.

After the Nomination and Remuneration Committee searching for a professional director in the board of directors of the Thai Institute of Directors Association (IOD), it turned out that there was no director with the qualifications required by the Company and the Company provided opportunities for shareholders to propose qualified candidate to be nominated as the Director for the Annual General Shareholder's Meeting for the year 2021 since 12 January 2021 to 31 January 2021, there is no shareholder proposed the name of the person who is qualified to be appointed as the Company's director in any way.

Resolution

This agenda shall be passed by a majority vote of the total number of votes of shareholders who attend the Meeting and cast their votes.

**Agenda 6 To consider and approve the remuneration of the directors for the year 2021**

Background Information

The Board of Directors and the Nomination and Remuneration Committee has thoroughly considered remuneration of the directors for the year 2021 based on the Company's performance, duties, liabilities, including comparison with the remuneration of other companies within the same industry. The Board of Directors had resolved to propose the Meeting consider approving the determination of remuneration of the directors as per details shown in the table below.

Member	Remuneration (THB)		Meeting Allowance (THB)	
	Monthly basis		Per meeting	
	Y 2020	Y 2021	Y 2020	Y 2021
<b>Board of Directors</b>				
Chairman	22,000.00	22,000.00	-	20,000.00
Director	15,000.00	15,000.00	-	10,000.00

Member	Remuneration (THB)		Meeting Allowance (THB)	
	Monthly basis		Per meeting	
	Y 2020	Y 2021	Y 2020	Y 2021
<b>Audit Committee</b>				
Chairman	-	-	-	15,000.00
Director	19,000.00	19,000.00	-	10,000.00
<b>Risk Management Committee</b>				
Chairman	-	-	-	15,000.00
Director	-	-	-	10,000.00
<b>Nomination and Remuneration Committee</b>				
Chairman	-	-	-	15,000.00
Director	-	-	-	10,000.00
<b>Corporate Governance Committee</b>				
Chairman	-	-	-	15,000.00
Director	-	-	-	10,000.00

In this regard, the monthly remuneration for year 2021 and meeting allowance in aggregate shall not exceed THB 2,500,000 per year. In addition, the director, who is company employee shall not be entitled to receive meeting allowance for the sub-committee meetings.

Board of Directors' Opinion

After due consideration, the Board of Directors is of the opinion that the Meeting should approve the determination of the directors for the year 2021, effective from 1 May 2021, as proposed.

Resolution

This agenda shall be passed by the votes of not less than two-thirds of the total number of votes of shareholders who attend the Meeting and cast their votes.

**Agenda 7 To consider and approve the appointment of the auditors and the determination of the auditor's fee for the financial year 2021**

Background Information

The Board of Directors and the Audit Committee had an opinion to appoint the auditors from PricewaterhouseCoopers ABAS Ltd. to be the Company's auditor. Details are as follows:

1. MR. PISIT THANGTANAGUL CPA Registration No. 4095 and/or
2. MISS NUNTIKA LIMVIRIYALERS CPA Registration No. 7358 and/or
3. MISS TITHINUN VANKEO CPA Registration No. 9432

Either one of the aforesaid auditors will serve as the Company's auditor in order to examine and express his/her opinions towards the Company's Financial Statements. If those proposed auditors are unable to serve as the Company's auditor, PricewaterhouseCoopers ABAS Ltd. shall provide the Company other qualified auditor. The auditor's fee for the financial year 2021 shall not exceed THB 3,400,000.

Details	Y 2018	Y 2019	Y 2020	Y 2021 (proposed year)
Audit fee (THB)	3,000,000	3,300,000	3,400,000	3,400,000
Other fee (THB)	None	None	None	None
<b>Total</b>	<b>3,000,000</b>	<b>3,300,000</b>	<b>3,400,000</b>	<b>3,400,000</b>

PricewaterhouseCoopers ABAS LTD. has been the auditor for the Company since the year 2017, which has not yet met the auditor turnover criteria according to the SEC, the listed companies are required to turn around auditors after performing their duties for the past 7 fiscal years, with a spacing of 5 fiscal years.

Board of Directors' Opinion

After due consideration, the Board of Directors and the Audit Committee are of the opinion that the Meeting should appoint the below auditors from PricewaterhouseCoopers ABAS Ltd. as the Company's auditors.

1. MR. PISIT THANGTANAGUL                      CPA Registration No. 4095                      and/or
2. MISS NUNTIKA LIMVIRIYALERS              CPA Registration No. 7358                      and/or
3. MISS TITHINUN VANKEO                      CPA Registration No. 9432

Besides, it was agreed that either one of the aforesaid auditors will serve as the Company's auditor in order to examine and express his/her opinions towards the Company's Financial Statements. If those proposed auditors are unable to serve as the Company's auditor, PricewaterhouseCoopers ABAS Ltd. shall provide the Company other qualified auditor. In addition, the auditor's fee for the financial year 2020 shall not exceed THB 3,400,000.

The proposed auditors of auditing firms have no relationship or conflict of interest with the Company, managerial persons of the Company, majority shareholders or related persons of the said persons.

Resolution

This agenda shall be passed by a majority vote of the total number of votes of shareholders who attend the Meeting and cast their votes.

**Agenda 8 To consider and approve the amendment of the Company's objectives and approve the amendment of Clause 3 of the Memorandum of Association to be in line with the amendment of the Company's objectives**

Background Information

For the Company able to support service business operations on electronic payment that a part of the Digital Platform project, which is a collaboration between the Group of Companies, Krungthai Bank PLC. and Airport of Thailand PCL. That payment is necessary to obtain permission from the relevant authorities are the Ministry of Finance and the Bank of Thailand, with the licenses related to the service under this project are (1) Payment Facilitating service (2) Payment services on behalf of the company. The Board of Directors therefore resolved to approve the amendment of the Company's objectives with details as follows;

Current Objective	New Objective
<p>Clause (40) To operate the business of electronic payment services, comprising:</p> <ul style="list-style-type: none"> <li>- Electronic money service of any kind, both from single and/or several merchants, and both with and/or without restriction of location for distribution and/or services, e.g., toll payment card;</li> <li>- Credit card network service, which refers to a network that provides services of receiving and sending electronic payment data from holders' credit cards to the card issuer, to approve such card transactions or receiving and sending billing data from electronic payments, as well as account settlement;</li> <li>- Electronic Data Capture (EDC) service, which refers to a network service for receiving and sending EDC data with the center or point of connection between network users;</li> <li>- Transaction switching service in any single and/or multiple systems, which refers to a service as center or point of connection for receiving and sending electronic payment data to service providers as mutually agreed upon;</li> <li>- Clearing service, which refers to such service for receiving, sending, verifying and confirming data per payment orders in order to calculate users' creditor or debtor position and for the purpose of settlement between debtor and creditor, including such arrangements to complete the settlement;</li> </ul>	<p>Clause (40) To operate the business of electronic payment services, comprising:</p> <ul style="list-style-type: none"> <li>- Electronic money service of any kind, both from single and/or several merchants, and both with and/or without restriction of location for distribution and/or services, e.g., toll payment card <u>this includes electronic card services issued by service providers to users, which will be identified or not with the payment to the service provider in advance for use in paying for the product, service fees or any other fees instead of paying with cash and the prepaid value or amount has been recorded;</u></li> <li>- Credit card network service, which refers to a network that provides services of receiving and sending electronic payment data from holders' credit cards to the card issuer, to approve such card transactions or receiving and sending billing data from electronic payments, as well as account settlement;</li> <li>- Electronic Data Capture (EDC) service, which refers to a network service for receiving and sending EDC data, <u>electronic payments from credit card, debit card, electronic money or any other electronic money card to the service provider who issued the card,</u> with the center or point of connection between network users;</li> <li>- Transaction switching service in any single and/or multiple systems, which refers to a service as center or point of connection for receiving and sending electronic payment data to service providers as mutually agreed upon;</li> <li>- Clearing service, which refers to such service for receiving, sending, verifying and confirming data per payment orders in order to calculate users' creditor or debtor position and for the purpose of settlement between debtor and creditor, including such arrangements to complete the settlement;</li> </ul>

Current Objective	New Objective
<ul style="list-style-type: none"> <li>- Settlement service, which refers to a payment service as mutually agreed upon in advance between the service provider and user in order to enable the service provider to adjust the user’s creditor or debtor status, and the service provider shall deduct money from the deposit account of the user which is debtor or receive payment by any other means as mutually agreed upon and adjust the deposit account of the user which is creditor or make payment by any other means to settle such debt;</li>   <li>- Electronic payment service through any device and/or network, which refers to a transfer of right to hold or withdraw or deduct money from users’ deposit accounts opened with the service providers by electronic means, whether in whole or in part;</li>   <li>- Bill payment service, which refers to such service that accepts payments on behalf of creditors for goods, services or any other fees by electronic means from users/debtors;</li>   <li>- The foregoing objectives do not operate the banking and finance business.</li> </ul>	<ul style="list-style-type: none"> <li>- Settlement service, which refers to a payment service as mutually agreed upon in advance between the service provider and user in order to enable the service provider to adjust the user’s creditor or debtor status, and the service provider shall deduct money from the deposit account of the user which is debtor or receive payment by any other means as mutually agreed upon and adjust the deposit account of the user which is creditor or make payment by any other means to settle such debt;</li>   <li>- Electronic payment service through any device and/or network, which refers to a transfer of right to hold or withdraw or deduct money from users’ deposit accounts opened with the service providers by electronic means, whether in whole or in part, <u>including being an intermediary in the payment of goods, services or any other fees through one device over the network Including providing network services for payment by various methods;</u></li>   <li>- Bill payment service, which refers to such service that accepts payments on behalf of creditors for goods, services or any other fees by electronic means from users/debtors;</li>   <li>- The foregoing objectives do not operate the banking and finance business.</li> </ul>
Clause (43) -N/A-	Clause (43) To operate the business of electronic designated payment systems
Clause (44) -N/A-	Clause (44) To operate the business of a trader, exchange, buy, sell, money, foreign currency, electronic money (e-Money), digital currency, cryptocurrencies, digital tokens, other digital assets and payment system service, as well as other related businesses for individuals, private, juristic persons, government agencies, government organizations and organizations both inside and outside the country as permitted by the relevant authorities.
Clause (45) -N/A-	Clause (45) To operate the business of a broker or an agent in exchange, buy, sell, money, foreign currency, electronic money (e-Money), digital currency, cryptocurrencies, digital tokens, other digital assets and payment system service, as well as other related businesses for individuals, private, juristic persons, government agencies, government organizations and organizations both inside and outside the country as permitted by the relevant authorities.

Current Objective	New Objective
Clause (46) -N/A-	Clause (46) To operate the business of a financial advisor or the service provider of the offering system of money, foreign currency, electronic money (e-Money), digital currency, cryptocurrencies, digital tokens, other digital assets and payment system service, as well as other related businesses for individuals, private, juristic persons, government agencies, government organizations and organizations both inside and outside the country as permitted by the relevant authorities.
Clause (47) -N/A-	Clause (47) To operate the business of advertising, advertising design, broadcasting news, announcements in trade or government, whether by printing, broadcasting, lighting, sound, display, documenting or by any other means of advertising both within and outside the country, issue a newspaper to introduce companies, stores, tourist attractions, vacation rentals, a property of entertainment, including trading and creativity, writing, writing, plays, screenplays, radio and television programs, fiction, academic documentaries, inventions, new products, design and copyrights.
Clause (48) -N/A-	Clause (48) To operate the business of production and distribution of various cards including electronic money cards and businesses related to or due to the business of providing electronic money cards, in order to pay for goods, services or any other fees, including for advance payment of goods, services or any other fees given to card members or customers of the company from various establishments.

And the Board of Director resolved to propose the 2021 Annual General Meeting of Shareholders to consider and approve the amendment of Clause 3 of the Memorandum of Association of the Company to be in line with the amendment of the Company’s objectives with the details as follows:

**“Clause 3. The Company’s objectives are concluded in 48 clauses as per the details in the attached BorMorJor. 002 Form.”**

*Board of Directors’ Opinion*

The Board of Directors is of the opinion to propose to the Shareholders Meeting to consider and approve the amendment of the Company’s objectives and approve the Amendment of Clause 3 of the Memorandum of Association to be in line with the amendment of the Company’s objectives and deems appropriate to propose the meeting to consider authorizing the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to take any arrangements in relation to the registration of the amendment of the

Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary arrangements in compliance with the registrar's order to effect the registration.

Resolution

This agenda shall be passed by the votes of not less than three-fourths of the total number of votes of shareholders who attend the Meeting and cast their votes.

**Agenda 9 To consider and approve the “Prohibitions of Actions regarded as Business domination by Foreigners”**

Background Information

As the company has received the Type Three Telecommunications Business License from Office of the National Broadcasting and Telecommunication Commission (“the NBTC”). The NBTC has announced on prescribing the prohibitions of actions regarded as business domination by foreigners A.D. 2012 (and as amended) (“Notification”) prescribe that, in each year, the licensee has duty to report the circumstances and status of foreign domination and the licensee shall prescribe or review the prohibitions of actions regarded as business domination by foreigners (“Prohibitions”) and submit to the NBTC for acknowledgment and the prohibitions must be approved by the Annual General Meeting of shareholders (“AGM”).

However, in the year 2020, the Company has delivering the circular letter to the shareholders to acknowledge the mentioned Prohibitions. Therefore, in the year 2021, the Board of Directors agreed to propose to the shareholders' meeting to consider and approve the “Prohibitions of Actions regarded as Business domination by Foreigners” as shown in Enclosure 5.

Board of Directors' Opinion

The Board of Directors is of the opinion to propose to the Shareholders Meeting to consider and approve the “Prohibitions of Actions regarded as Business domination by Foreigners” to be in line with the law and regulations of the NBTC: prescribing the prohibitions of actions regarded as business domination by foreigners A.D. 2012 (and as amended) that the Company has a duty to present such prohibitions to the Annual General Meeting of shareholders for consideration, setting and / or reviewing annually.

Resolution

This agenda shall be passed by the votes of not less than three-fourths of the total number of votes of shareholders who attend the Meeting and cast their votes.

**Agenda 10 To consider other matters (if any)**

Background Information

In addition to the agenda items above, a request to the Meeting to consider other matter in addition to those specified in the invitation notice can be done if the affirmative resolution of votes is not less than one-thirds of total number of shares sold.

Board of Directors' Opinion

The Board of Directors is of opinion that the Meeting should consider other matters proposed by not less than one-thirds of total number of shares sold (if any)

The Company provided opportunities for shareholders to propose subject matters to be included as the agenda for the Annual General Shareholder's Meeting for the year 2021 since 12 January 2021 to 31 January 2021, there is no shareholder proposed matters to be included as the agenda in any way.

Furthermore, the Record Date for the shareholders who are eligible to attend and vote at the Meeting on 30 March 2021.

The Shareholders of the Company are cordially invited to attend the Meeting at the date, time and place mentioned above. For shareholders who wish to appoint a proxy to attend the meeting and vote on behalf of the shareholders, please submit the Proxy Form in Enclosure 10 to the Chairman and/or person authorized by the Chairman before the Meeting. THB 20 of stamp duty must be affixed to the Proxy Form.

In addition, the rapid spread of the coronavirus disease 2019 (COVID-19) throughout many countries, the Company recommends that any shareholder shall appoint the Independent Director of the Company as their proxy to attend the meeting on their behalf.

In this regard, the Chairman authorizes the registration officers to receive the Proxy Form on behalf of the Chairman for your benefit and fully protect your rights, please send us your queries regarding the agenda items prior to the meeting date at e-mail: [witchuwan@skyict.co.th](mailto:witchuwan@skyict.co.th) or fax at +66 2029 7879 or should you have further queries, please do not hesitate to contact our Corporate Secretary at +66 2029 7888 ext. 812

Sincerely yours

A handwritten signature in blue ink, appearing to read 'Siriwat', with a long horizontal flourish extending to the right.

(MR. SIRIWAT TOVACHIRAKUL)

Chairman

**Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020  
of SKY ICT PUBLIC COMPANY LIMITED**

**Date and Time of the Meeting**      September 22, 2020 at 2:00 p.m.

**Place of the Meeting**                      Swissstel Le Concorde No. 204 Ratchada Rachadapisek Road, Huay Kwang Bangkok

**Directors who attended the meeting**

- |    |                               |  |
|----|-------------------------------|--|
| 1. | Mr. Siriwat Tovachirakul      | Chairman of the Board of Directors, Chairman of Audit Committee and Independent Director |
| 2. | Mr. Sithidej Mayalarp         | Director and Chief Executive Officer   |
| 3. | Ms. Kulnada Oranraktham       | Director and Chief Financial Officer   |
| 4. | Mr. Thitisak Skulkroo         | Director   |
| 5. | Mr. Raj Tanta-Nanta           | Director   |
| 6. | Mr. Thanarerk Thanakijsoombat | Independent Director and Audit Committee   |
| 7. | Mr. Bodin Apisaksirikul       | Independent Director   |

**Other Attendees**

- |    |                                 |  |
|----|---------------------------------|--|
| 1. | Ms. Thitawan Thanasombatpaisarn | Legal Advisor from Kudan & Partners Limited                        |
| 2. | Ms. Supatra Kerinsaguna         | Legal Advisor from Kudan & Partners Limited                        |
| 3. | Mr. Pitak Kittiakrastein        | Independent Financial Advisors from Silom Advisory Company Limited |
| 4. | Mr. Thonsakul Prajukjit         | Independent Financial Advisors from Silom Advisory Company Limited |
| 5. | Ms. Witchuwan Chobphol          | Corporate Secretary  |

**The meeting commenced at 2:00 p.m.**

Miss Witchuwan Chobphol (“**Corporate Secretary**”) began the Extraordinary General Meeting of Shareholders No. 1/2020 of Sky ICT Public Company Limited (“**Company**”) by introducing the board of directors, the auditors, and the legal advisor who were attending the meeting and informed the starting time of the meeting as specified in the invitation letter. The corporate secretary then invited Mr. Siriwat Tovachirakul, the chairman of the board of directors, to act as the chairman of the meeting (“**Chairman**”) in accordance with the Company's Articles of Association, to deliver the meeting opening speech, and to inform the meeting that of the total 557,681,316 shares, there were 40 shareholders attending the meeting in person and 103 shareholders attending a meeting by proxy, totaling 143 shareholders, 401,592,251 shares, representing 72.01 percent of the total sold shares, constituting a quorum in accordance with the Company's Articles of Association. Before considering the agenda of the meeting, the corporate secretary was requested to clarify how to proceed with the meeting and how to cast the votes.

For the Extraordinary General Meeting of Shareholders No. 1/2020, there were a total of 9 agenda as detailed in the invitation letters that the Company had sent to all shareholders. The corporate secretary informed the meeting that during the discussion, if anyone wish to speak, he/she should raise his/her hand over his/her head, and when the Chairman allowed, he/she would state his/her name-surname and the status of the shareholder—whether he/she came by himself/herself or as a proxy and then speak about the issue of agenda.

For efficiency, the corporate secretary clarified the meeting voting procedure as follows:

- Each shareholder is entitled to vote equal to the number of shares held, whereby one share shall be equal to one vote. As for a shareholder attending the Meeting in person or a proxy holding Proxy Form A and B shall cast only one of their votes, whether to vote approval, disapproval or abstention. The votes on each agenda item cannot be divided.
- The foreign investors' proxies who have been appointed as the depositary custodians in Thailand and stockholders who use Proxy Form C can divide votes in each agenda.
- In voting on each agenda, the Chairman will ask whether the shareholders will choose to disagree or to abstain. If there are any who choose to disagree or abstain, the Chairman will ask that shareholder to mark in the disagree box or abstain box in the ballot and raise his/her hand for the Company's official to collect the ballots for counting. For counting votes in various agendas, the Company will subtract the disagree votes and abstain votes from all votes, and the remainder will be considered as agree votes. For those who vote to agree, they will keep the ballots and return them to the Company's official after the completion of the meeting.
- The voting cards with more than one box is marked and the voting cards where a signature is not provided to verify a correction shall be considered void. In this regard, shareholders wishing to correct his/her vote on the voting card must cross out the existing vote on the voting card and affix his/her signature thereto. Otherwise, the voting card will be considered void.
- During the process of collecting and counting votes, there will be an opportunity for discussion or inquiry on the issue of that agenda until the result is known and the Chairman is ready to report the resolution on the agenda. Then the inquiry will conclude to allow the Chairman to report the results and proceed with the next agenda. In order for the meeting to continue and complete on schedule, any remaining question will be answered at the end of the meeting.

Before considering the agendas, the corporate secretary informed the meeting that in order to comply with the corporate governance for organizing shareholder meetings of listed companies, it would be appropriate to appoint a neutral director of the shareholders meeting to check the transparency of voting. Therefore, two volunteers from the shareholders were invited to witness the vote counting at the voting table. The witness list was as follows:

- |    |                             |                          |
|----|-----------------------------|--------------------------|
| 1. | Mr. Chinakrit Jangprapakorn | Proxy of the Shareholder |
| 2. | Mr. Jirawat Nonchang        | Shareholder              |

After the corporate secretary clarified the meeting procedures and the voting method, the Chairman was invited to make a speech to begin the meeting agenda as stated in the invitation letters of the 2020 Annual General Meeting.

**Agenda 1      To consider approving the Minutes of the 2020 Annual General Meeting of Shareholders, which was held on 28 April 2020**

The Chairman proposed that the meeting consider and approve the Minutes of the 2020 Annual General Meeting of Shareholders, which was held on 28 April 2020. The Company had prepared the minutes of the meeting to be submitted to the Stock Exchange of Thailand ("SET") and the Ministry of Commerce within the period specified by law and had published such reports on the Company's website at <http://www.skyict.co.th/>, as appeared in Enclosure 1 which had been distributed to all shareholders together with the invitation letters for this meeting.

The Board of Directors is of the opinion that the Minutes of the 2020 Annual General Meeting of Shareholders, which was held on 28 April 2020, provides an accurate record of the Board’s resolution. Therefore, the Meeting should adopt said Minutes.

The Chairman allowed shareholders to raise questions or give comments relevant to this agenda. As there was no question and comment from shareholders, the Chairman, therefore, asked the Meeting to resolve this matter.

**Resolution**

The meeting considered and approved to certify the Minutes of the 2020 Annual General Meeting of Shareholders, which was held on 28 April 2020 as per proposed details in all respect, with the voted as follows:

Shareholders ’voting results	(Vote) (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and casting their votes
For	401,592,514	100
Against	0	0
Abstention	-	-
Invalid	0	0
	<b>401,592,514</b>	<b>100</b>

**Remarks**

1. The resolution in this Agenda shall comprise a majority vote of the shareholders who attend the Meeting and cast their votes, exclusive of the abstention as the basis of the vote counting.
2. In this agenda, there are 4 additional shareholders attending the meeting Therefore, there were 147 shareholders attended the Meeting, equal to 401,592,514 shares.

*Given that items 2, 3.1, and 5.1 interrelate, therefore, should any particular item not be approved by the Extraordinary General Meeting of Shareholders No. 1/2020, the other items which may have been previously approved by the Meeting shall be deemed to be cancelled, and the remaining items shall not longer be considered accordingly*

**Agenda 2 To consider approving the dividend distribution**

The Chairman explained to the meeting that Section 115 of Public Limited Companies Act B.E. 2535 (B.E. 1992) (as amended) (“Public Limited Companies Act”) and Article 46 of the Company’s Articles of Association, “no dividend shall be paid out of funds other than profit and in the case where the Company still sustains a retained loss, no dividend shall be paid. As indicated in the Company’s Articles of Association, the Board of Directors may pay interim dividend to shareholders from time to time as it deems that the Company has enough profit to do so, and the payment of such dividend shall be reported to the shareholders at the next meeting.” Even the Board of Director is entitled to pay the interim dividend payment, the stock dividend and cash have to be in accordance with Section 117 of Public Limited Companies Act which indicated that “where the company has already registered an increase in capital, the company may pay dividends, in whole or in part, by issuing new ordinary shares to the shareholders, provided it has received the approval of the meeting of shareholders.”

In this regard, the meeting of the Board of Director of the Company No. 10/2020 which held on July 10, 2020 had consider the Company's operating result from the first quarter of the year of 2020 in separate financial statement. The Company has an earning of THB 2,808,787 and inappropriate retain earning of THB 258,103,176. The Company deems it appropriate to approve the interim dividend payment from the Company's first quarter operating result to the shareholders for the 557,681,316 issued shares of the Company which are the fully paid-up shares, totaling amount of THB 10,327,431.82 at the rate of 0.018518518602 per share. The interim dividend shall be paid from the inappropriate retain earning of the Company. The dividend payment shall be made by the stock dividend and cash, details of which are as follows:

- 1) The dividend distribution made by an issuance of the newly issued shares of not exceed 1 8,589,378 with the par value of THB 0.5 per share to the shareholders at ratio of 1 new share per 30 existing shares which equivalent to THB 0.01666666667 per share, totaling approximately THB 9,294,688.60.

In the case of a fraction of shares which cannot be allocated into new shares, the dividend will be paid in cash at the rate of THB 0.01666666667 per share

- 2) The dividend distribution made in cash at the rate of THB 0.001851851932 per share totaling amount of THB 1,032,743.22.

In this regard, August 19, 2020 is scheduled as the date to record the names of the shareholders who are entitled to dividend payment and the Company shall distribute the stock dividend and cash dividend on October 9, 2020.

The Chairman gave shareholders the opportunity to raise questions or give comments relevant to this agenda item. The shareholders raised the following questions regarding this agenda item:

Mr. Sakchai Sakulsrimontri, a shareholder attend the meeting in person asked whether, if shareholders buy the Company's shares within today, September 22, 2020, they will be entitled to receive the interim dividend payment on October 9, 2020.

Mr. Siriwat Tovachirakul (Chairman) clarified that, if shareholders buy the Company's shares within today, shareholders will not be entitled to receive the dividend payment on October 9, 2020 since the date to record the names of the shareholders who are entitled to dividend payment was August 19, 2020.

As there were no further questions and comments from shareholders, the Chairman, therefore, asked the Meeting to vote on this matter.

#### **Resolution**

The meeting considered and resolved to approve the interim dividend payment from the Company's first quarter operating result to the shareholders for the 557,681,316 issued shares of the Company which are the fully paid-up shares, totaling amount of THB 10,327,431.82 at the rate of 0.018518518602 per share. The interim dividend shall be paid from the inappropriate retain earning of the Company. The dividend payment shall be made by the stock dividend and cash.

Shareholders 'voting results	(votes) (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and casting their votes
For	401,592,515	100
Against	0	0
Abstention	-	-
Invalid	0	0
	<b>401,592,515</b>	<b>100</b>

**Remarks**

1. The resolution in this Agenda shall comprise a majority vote of the shareholders who attend the Meeting and cast their votes, exclusive of the abstention as the basis of the vote counting.
2. In this agenda, there is 1 additional shareholders attending the meeting Therefore, there were 148 shareholders attended the Meeting, equal to 401,592,515 shares.

**Agenda 3** To consider approving the Company's registered capital increase by THB 29,294,689 from the current registered capital of THB 278,840,658 to be THB 308,135,347 by issuing 58,589,378 newly issued ordinary shares at the par value of THB 0.50 per share

**Agenda 3.1** To consider approving the Company's registered capital increase by THB 9,294,689 from the current registered capital of THB 278,840,658 to be THB 288,135,347 by issuing 18,589,378 newly issued ordinary shares at the par value of THB 0.50 per share

The Chairman informed the Meeting that to be in accordance with the interim dividend payment in Agenda 2 above the Board of Director of the Company No. 10/2020 which held on July 10, 2020 deemed to propose to the Extraordinary General Meeting of Shareholders No. 1/2020 to consider approving the Company's registered capital increase by THB 9,294,689 from the current registered capital of THB 278,840,658 to be THB 288,135,347 by issuing 18,589,378 newly issued ordinary shares at the par value of THB 0.50 per share to reserve for the stock dividend payment as proposed.

The Chairman gave shareholders the opportunity to raise questions or give comments relevant to this agenda item. The shareholders raised the following questions regarding this agenda item:

Mr. Sakchai Sakulrimontri, a shareholder attend the meeting in person asked why the Company had to increase its registered capital while at the same time paying dividends to its shareholders.

Mr. Siriwat Tovachirakul (Chairman) clarified that, the Company wishes to distribute a dividend to shareholders in a form of stock dividend, however, if there is a fraction amount which is approximately THB 1,000,000, therefore, the Company shall pay for the fraction shares in cash. This will not affect the Company's cash flow.

As there were no further questions and comments from shareholders, the Chairman, therefore, asked the Meeting to vote on this matter.

## Resolution

The meeting considered and approved the Company's registered capital increase by THB 9,294,689 from the current registered capital of THB 278,840,658 to be THB 288,135,347 by issuing 18,589,378 newly issued ordinary shares at the par value of THB 0.50 per share to reserve for the stock dividend payment as per proposed details in all respect, with the voted as follows:

Shareholders 'voting results	(votes) (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and having the right to vote
For	401,592,515	100
Against	0	0
Abstention	0	0
Invalid	0	0
	<b>401,592,515</b>	<b>100</b>

## Remarks

The resolution in this Agenda shall comprise not less than three-quarters of the shareholders who attend the Meeting and having the right to vote.

Given that items 3.2, 5.2, 6 and 7 are interrelate, therefore, should any particular item not be approved by the Extraordinary General Meeting of Shareholders No. 1/2020, the other items which may have been previously approved by the Meeting shall be deemed to be cancelled, and the remaining items shall not longer be considered accordingly

**Agenda 3.2** To consider approving the Company's registered capital increase by THB 20,000,000 from the current registered capital of THB 288,135,347 to be THB 308,135,347 by issuing 40,000,000 newly issued ordinary shares at the par value of THB 0.50 per share

The Chairman informed the Meeting that the Board of Director of the Company No. 10/2020 which held on July 10, 2020 has approved to propose the Extraordinary General Meeting of Shareholders No. 1/2020 to consider approving the Company's registered capital increase by THB 20,000,000 from the current registered capital of THB 288,135,347 to be THB 308,135,347 by issuing 40,000,000 newly issued ordinary shares at the par value of THB 0.50 per share to reserve for the issuance and offering to the private placement investor. Due to the Company has a plan to seek for source of capital to use as its working capital to support the Common Use Passenger Processing System: CUPPS Project of the Suvarnabhumi Airport of Airports of Thailand Public Company Limited and to support the business expansion in the future. The details of which appeared in the Information Memorandum Offering and Allocation of Newly Issued Ordinary Shares of Sky ICT Public Company Limited by way of Private Placement **Enclosure 2** and Capital Increase Report Form (F 53-4) **Enclosure 3** that had been sent to all shareholders together with the invitation letters for this meeting.

The Chairman allowed shareholders to raise questions or give comments relevant to this agenda. The shareholders raised the following questions regarding this agenda item:

Mr. Sakchai Sakulsrimontri, a shareholder attend the meeting in person asked for clarification on the details of the Private Placement and what the Company's plan is regarding increasing its registered capital this year.

Mr. Siriwat Tovachirakul (Chairman) answered that the Company would clarify the details on the private placement in the next agenda item and further explained the reason why the Company requested a waiver from the requirement to make a tender offer for all securities of the business by virtue of the resolution of the Shareholders' Meeting (Whitewash) was due to the fact that the Investor had triggered the requirement to make a tender offer for all securities of the Company at 25 percent. The details of this matter are also covered in the next agenda item.

Mr. Tara Chonpranee, a shareholder attend the meeting in person asked the Company to (i) clarify the details of the Common Use Passenger Processing System: CUPPS Project and (ii) whether the CUPPS Project considered as an assets acquisition which required the approval from the shareholders meeting.

Mr. Sithidej Mayalarp (Director) clarified the details of the CUPPS Project that after the Company's 2020 Annual General Meeting of Shareholders, the Company signed a concession contract to develop the CUPPS Project with Airports of Thailand Public Company Limited ("AOT") on June 11, 2020, therefore, the Company has not had an opportunity to clarify the details of such Project to the shareholders. However, the Company has determined the cost, as well as the expected revenue, of investing in this Project, which in the Directors' view, this Project is excellent for the Company and will enhance the Company's long-term progress. A summary of the CUPPS Project is as follows:

- This Project has a term of 10 years;
- It is a service employment agreement contract under which the Company has to invest in equipment (Hardware and Software);
- In the fourth year, the Company has an obligation to invest in the Facial Recognition System in order to double identification in airports;
- The Company has to invest around THB 1,600,000,000.00, which shall come from both the Company's working capital and the Company's facility (Term Loans) agreement from Siam Commercial Bank; and
- The pros of this Project are that during the Covid-19 situation, the AOT will give the Company, as a concessionaire, a minimum revenue rate guarantee at 90 percent from expected revenue indicated in the terms of reference: TOR, which will calculate such minimum guarantee revenue during the last month of each year.

For the Company's acquisition of hardware and software equipment, not all equipment is the Company's assets. The CUPPS Project is a service employment agreement between the Company and the AOT which is considered as a normal business operation of the Company, therefore, there are no regulations that require the Company to request for its shareholders' approval for this transaction since this Project is not considered as the acquisition of large size assets.

As there were no further questions and comments from shareholders, the Chairman, therefore, asked the Meeting to vote on this matter.

**Resolution**

The meeting considered and approved the Company's registered capital increase by THB 20,000,000 from the current registered capital of THB 288,135,347 to be THB 308,135,347 by issuing 40,000,000 newly issued ordinary shares at the par value of THB 0.50 per share to reserve for the issuance and offering to the private placement investor as per proposed details in all respect, with the voted as follows:

Shareholders 'voting results	(votes) (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and having the right to vote
For	276,438,680	100
Against	0	0
Abstention	0	0
Invalid	0	0
	<b>276,438,680</b>	<b>100</b>

**Remarks**

- The resolution in this Agenda shall comprise not less than three-quarters of the shareholders who attend the Meeting and having the right to vote. Exclusive of the voting of connected persons and/or interested persons which are Mr. Vorapote Amnueypol and a person(s) whom Mr. Vorapote Amnueypol holds shares, both directly and indirectly, who is a shareholder of the Company details are as follows:

	Name	The Numbers of Shares Holding in the Company
1	Mr. Vorapote Amnueypol	46,929,251
2	LGT BANK (SINGAPORE) LTD	34,100,000
3	CITI (NOMINEES) LIMITED-S.A PBG CLIENTS SG	19,250,000
4	CITI (NOMINEES) LIMITED-PBG CLIENTS H.K.	12,715,900
5	UBS AG SINGAPORE BRANCH	12,181,800
	<b>Total</b>	<b>125,176,951</b>

- In this agenda, there are 5 additional shareholders attending the meeting Therefore, there were 153 shareholders attended the Meeting, equal to 401,615,631 shares.

**Agenda 4 To consider approving the Amendment of Clause 4 of the Memorandum of Association to be in line with the Company's registered capital increase**

The Chairman informed the Meeting that to be consistent with the Company's increase of registered capital mentioned in Agenda 3 the Company shall amend the Clause 4 of the Memorandum of Association of the Company as the Board of Director Meeting No. 10/2020 which held on July 10, 2020 has resolved to propose the Extraordinary General Meeting of Shareholders No. 1/2020 consider approving the amendment of Article 4 of the Memorandums of Association as follow:

“Clause 4.	Registered Capital	:	THB 308,135,347	(Three Hundred Eight Million One Hundred Thirty-Five Thousand Three Hundred Forty-Seven Baht)
	Divided into	:	616,270,694 shares	(Six Hundred Sixteen Million Two Hundred Seventy Thousand Six Hundred Ninety-Four shares)
	Par Value per share	:	THB 0.50	(Fifty Satang)
	Classified into	:		
	Ordinary Shares	:	616,270,694 shares	(Six Hundred Sixteen Million Two Hundred Seventy Thousand Six Hundred Ninety-Four shares)
	Preferred Shares	:	-None-	-

The Chairman allowed shareholders to raise questions or give comments relevant to this agenda. As there was no question and comment from shareholders, the Chairman, therefore, asked the Meeting to resolve this matter.

**Resolution**

The meeting considered and approved the amendment of Clause 4 of the Memorandum of Association of the Company according to the Company’s increase of registered capital as per proposed details in all respect, with the voted as follows:

Shareholders ’voting results	(votes) (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and having the right to vote
For	276,438,680	100
Against	0	0
Abstention	0	0
Invalid	0	0
	<b>276,438,680</b>	<b>100</b>

**Remarks**

The resolution in this Agenda shall comprise not less than three-quarters of the shareholders who attend the Meeting and having the right to vote. Exclusive of the voting of connected persons and/or interested persons which are Mr. Vorapote Amnueypol and a person(s) whom Mr. Vorapote Amnueypol holds shares, both directly and indirectly, who is a shareholder of the Company details are as follows:

	Name	The Numbers of Shares Holding in the Company
1	Mr. Vorapote Amnueypol	46,929,251
2	LGT BANK (SINGAPORE) LTD	34,100,000
3	CITI (NOMINEES) LIMITED-S.A PBG CLIENTS SG	19,250,000
4	CITI (NOMINEES) LIMITED-PBG CLIENTS H.K.	12,715,900
5	UBS AG SINGAPORE BRANCH	12,181,800
	<b>Total</b>	<b>125,176,951</b>

**Agenda 5**            To consider approving the allocation of the Company’s newly issued ordinary shares

**Agenda 5.1**        To consider approving the allocation of 18,589,378 newly issued ordinary shares of the Company to reserve for the stock dividend payment

The Chairman informed the Meeting that Due to the resolution to propose the meeting of the shareholders to consider approving the interim dividend payment in Agenda 2 above and the Company’s registered capital increase of THB 9,294,689 from the current registered capital of THB 278,840,658 to be THB 288,135,347 by issuing 18,589,378 newly issued ordinary shares at the par value of THB 0.50 per share in Agenda 3.1 above. The Board of Director deemed it appropriate to propose the meeting of the shareholders to consider approving the allocation of newly issued ordinary shares of the Company 18,589,378 newly issued ordinary shares at the par value of THB 0.50 per share to reserve for the stock dividend payment to Company’s shareholders s at ratio of 1 new share per 30 existing shares which equivalent to THB 0.01666666667 per share, totaling approximately THB 9,294,688.60 In the case of a fraction of shares which cannot be allocated into new shares, the dividend will be paid in cash at the rate of THB 0.01666666667 per share.

In addition, the Board of Directors’ Meeting resolved to grant approval to propose the Shareholders’ Meeting to consider authorizing the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to take any arrangements in relation to the issuance, offering, allocation and subscription for such newly issued ordinary shares.

the details of which appeared in Capital Increase Report Form (F 53-4) **Enclosure 3** that had been sent to all shareholders together with the invitation letters for this meeting.

The Chairman allowed shareholders to raise questions or give comments relevant to this agenda. As there was no question and comment from shareholders, the Chairman, therefore, asked the Meeting to resolve this matter.

**Resolution**

The meeting considered and approved the allocation of 18,589,378 newly issued ordinary shares at the par value of THB 0.50 per share to reserve for the stock dividend payment to Company’s shareholders at ratio of 1 new share per 30 existing shares which equivalent to THB 0.01666666667 per share, totaling approximately THB 9,294,688.60 and authorizing the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to take any arrangements in relation to the allocation of newly-issued ordinary shares as stock dividend as aforementioned as per proposed details in all respect, with the voted as follows:

Shareholders ’voting results	(votes) (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and casting their votes
For	401,592,515	100
Against	0	0
Abstention	-	-
Invalid	0	0
	<b>401,592,515</b>	<b>100</b>

**Remarks**

1. The resolution in this Agenda shall comprise a majority vote of the shareholders who attend the Meeting and cast their votes, exclusive of the abstention as the basis of the vote counting.
2. Given that agenda 3.1 and agenda 5.1 are interrelate and mutual conditions. Therefore, the voting of this agenda is conducted consequently prior to the agenda 3.2 and agenda 4, and thus; the number of shares in this agenda is not equal to the number of shares in agenda 3.2 and agenda 4.

**Agenda 5.2 To consider approving the allocation of 40,000,000 newly issued ordinary shares of the Company by way of private placement to the connected person of the Company**

The Chairman informed the Meeting that due to the resolution to consider approving the Company's registered capital increase by THB 20,000,000 from the current registered capital of THB 288,135,347 to be THB 308,135,347 by issuing 40,000,000 newly issued ordinary shares at the par value of THB 0.50 per share to issue and offer by the way of private placement as aforementioned detail in Agenda 3.2 above. The Board of Directors' Meeting No. 10/2563, held on July 10, 2020, had resolved to propose the Extraordinary General Meeting of the Shareholders No. 1/2020 consider approving the allocation of newly issued ordinary shares by the way of private placement to Mr. Vorapote Amnueypol (the "Investor"), who is the Company's connected person in the amount of not exceed 40,000,000 shares with per par value of 0.50 share. The issuance of such newly issued ordinary shares is a share offering where the Board of Directors' Meeting of the Company passed a resolution to clearly specify the offering price and propose to the Shareholders' Meeting to specify the offering price at THB 13.194 per share which the total amount shall not exceed THB 527,760,000, which is not lower than 90 percent of the market price pursuant to the requirements of the Notification No. TorJor. 72/2558. The market price for the offering of the newly issued ordinary shares to the Investor is calculated from the weighted average price of the Company's ordinary shares listed on the SET for the past period of at least 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date the Board of Directors passed its resolution to propose the Shareholders' Meeting of the Company to consider approving the issuance and allocation of the Company's newly issued ordinary shares by way of private placement, whereby the weight average price for the previous 7 consecutive business days during the period from June 30, 2020 to July 9, 2020 is equal to THB 14.66 per share (Source: SETSMART from www.setsmart.com).

Moreover, the issuance of such newly issued ordinary shares must be approved by the Shareholders' Meeting of the Company and the Company is also required to obtain approval from the Office of the Securities and Exchange Commission (the "SEC Office") as specified in the Notification No. TorJor. 72/2558 before such offering and allocation of the Company's newly issued ordinary shares.

If the offering price of the newly issued ordinary shares by way of private placement is lower than 90 percent of the market price of the Company's shares prior to the SET's order to accept such newly issued ordinary shares as listed securities, the Company is obliged to prohibit the Investor from selling all such newly issued ordinary shares within one year from the date on which the Company's newly issued ordinary shares start trading on the SET (Silent Period). Upon a lapse of six months after the Company's newly issued ordinary shares have started trading on the SET, the Investor may gradually sell up to 25 percent of all locked-up shares in accordance with the requirements set out in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 (2015) dated 11 May 2015 (as amended).

After the issuance and allocation of the Company's newly issued ordinary shares for offering to the Investor, the Investor shall hold shares in the Company in the total amount of 165,176,941 (exclude the stock divided that the Investor has received as being an existing shareholder) or representing approximately 26.80percent of all issued shares of the Company (after registration of the Company's paid-up capital increase following the issuance and offering of the newly issued shares on this occasion). In addition, the issuance and allocation of the Company's newly issued ordinary shares to the Investor on this occasion shall be regarded as connected transaction of a listed company as defined by the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008 (as amended) and the Notification of the Board of Governors of the SET Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) dated 15 September 1995 (as amended) since the Investor is the Company's major shareholder.

In addition, the Board of Directors' Meeting resolved to grant approval to propose the Shareholders' Meeting to consider authorizing the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to take any arrangements in relation to the issuance, offering, allocation and subscription for such newly issued ordinary shares, including the following matters:

- (1) To consider determining any other details relating to the private placement of the newly issued ordinary shares, including but not limited to the offering period and the relevant conditions and details in compliance with the laws, rules and regulations relating to the issuance and offering of securities;
- (2) To schedule and reschedule the date of subscription and offering of the newly issued ordinary shares, the allocation of the newly issued ordinary shares on one or several occasions, payment for shares, including other conditions and details relating to the subscription and offering of the such newly issued ordinary shares;
- (3) To determine the offering price which is higher than the price specify by the shareholders of the Company in compliance with the requirements of the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 whereby such offering price shall be the best possible price taking into account the market conditions at the time of the Company's private placement;
- (4) To sign, amend, change, contact or report any information in the applications and evidence necessary for and in connection with the issuance, offering, allocation, subscription and delivery of such newly issued ordinary shares, including contact and filing of the applications, documents and evidence with the Ministry of Commerce, the SEC Office, the SET, government agencies or other relevant authorities, and the listing of the Company's newly issued ordinary shares on the SET, and to have the authority to take any other actions as deemed necessary and appropriate to ensure the successful completion of the Company's issuance, offering and allocation of the newly issued ordinary shares by way of private placement;
- (5) To register the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to have the authority to take any necessary arrangements in compliance with the registrar's order to effect the registration.

Please refer to the details of opinion of the board of director regarding the rationale and necessity for capital increase, possibility of the plan for use of proceeds from the share offering and sufficiency of source of capital, potential impact of capital increase on the company's business operations, financial position and operating results including the financial position and operating result of the Company as a result of capital increase, the offering price and price justifications, rationale and necessity for the offering of newly issued shares by way of private placement and certification of the board of directors on capital increase in Information Memorandum on Offering and Allocation of Newly Issued Shares of Sky ICT Public Company Limited by way of Private Placement (Enclosure 2).

Pursuant to the Notification No. TorJor. 72/2558, the Company is required to complete the share offering within the period as approved by the Shareholders' Meeting, but not exceeding 3 months from the date the Shareholders' Meeting passes its resolution to approve the offering of the newly issued shares, or complete the share offering within 12 months from the date the Shareholders' Meeting passes its resolution to approve the share offering in the event where it is clearly specified by resolution of the Shareholders' Meeting that upon a lapse of such 3 months, the Board of Directors or the person authorized by the Board of Directors shall determine the offering price based on the market price during the offering period.

Please refer to the details of the issuance, offering and allocation of the Company's newly issued ordinary shares in Information Memorandum on Offering and Allocation of Newly Issued Shares of Sky ICT Public Company Limited by way of Private Placement (Enclosure 2) and the Capital Increase Report Form (F 53-4) (Enclosure 3).

The Chairman gave the shareholders the opportunity to raise questions or give comments relevant to this agenda item. The shareholders raised the following questions regarding this agenda item:

Mr. Sakchai Sakulsrimontri, a shareholder attend the meeting in person asked why the Company had not considered making a tender offer for all securities of the Company.

Mr. Siriwat Tovachirakul (Chairman) clarified that, the reason that the Company did not decide to make a tender offer was due to the fact that conducting a tender offer involves many procedures and each procedure will take a lot of time and incur high costs, especially during the Covid-19 situation.

As there were no further questions and comments from shareholders, the Chairman, therefore, asked the Meeting to vote on this matter.

## **Resolution**

The meeting considered and approved the allocation of 40,000,000 newly issued ordinary shares at the par value of THB 0.50 per share to issue and offer by the way of private placement to Mr. Vorapote Amnueypol who is the Company's connected person in the amount of not exceed 40,000,000 shares with per par value of 0.50 share with the offering price at THB 13.194 per share which the total amount shall not exceed THB 527,760,000, which is not lower than 90 percent of the market price pursuant to the requirements of the Notification No. TorJor. 72/2558 including approved authorizing the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to take any arrangements in relation to the issuance, offering, allocation and subscription for such newly issued ordinary shares, as per proposed details in all respect, with the voted as follows:

Shareholders' voting results	(votes) (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and casting their votes
For	276,438,680	100
Against	0	0
Abstention	0	0
Invalid	0	0
	<b>276,438,680</b>	<b>100</b>

### Remarks

The resolution in this Agenda shall comprise a majority vote of the shareholders who attend the Meeting and cast their votes, exclusive of the voting of connected persons and/or interested persons which are Mr. Vorapote Amnueypol and a person(s) whom Mr. Vorapote Amnueypol holds shares, both directly and indirectly, who is a shareholder of the Company details are as follows:

	Name	The Numbers of Shares Holding in the Company
1	Mr. Vorapote Amnueypol	46,929,251
2	LGT BANK (SINGAPORE) LTD	34,100,000
3	CITI (NOMINEES) LIMITED-S.A PBG CLIENTS SG	19,250,000
4	CITI (NOMINEES) LIMITED-PBG CLIENTS H.K.	12,715,900
5	UBS AG SINGAPORE BRANCH	12,181,800
	<b>Total</b>	<b>125,176,951</b>

### Agenda 6 To consider approving the execution of connected transaction

The Chairman informed the Meeting that the Board of Director of the Company No. 10/2020 which held on July 10, 2020 has approved to execute the transaction on issuance, offering and allocation of the Company's newly issued ordinary shares to the Investor as per the details in Agenda 5.1 above. Such transaction is regarded as connected transaction of a listed company as defined by the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008 (as amended) and the Notification of the Board of Governors of the SET Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) dated 15 September 1995 (as amended) (the "Notifications on Connected Transactions") since such transaction shall be executed with the Company's major shareholder. This transaction involves assets or services with the maximum value representing 41.59 percent of the Company's net tangible assets calculated from the reviewed financial statements for the three-month period ended 31 March 2020], and is regarded a transaction with the size [more than 3 percent of the Company's net tangible assets (NTA). Therefore, the Company is required to comply with the Notifications on Connected Transactions, including the following matters:

- (1) To prepare and submit a report and disclosure of information memorandum on the Company's transactions to the SET;
- (2) To convene a Shareholders' Meeting of the Company by delivering the invitation letter for the Shareholders' Meeting to the shareholders at least fourteen days prior to the date of the Shareholders'

Meeting, in order to obtain approval from the Shareholders' Meeting, with not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote, excluding such votes of the interested shareholders;

- (3) To appoint an independent financial advisor to carry out the relevant functions, including provide its opinions as required by the Notifications on Connected Transactions.

In addition, the Company is not only required to comply with the Notifications on Connected Transactions regarding the allocation of newly issued ordinary shares of the Company by way of private placement to the Investor, but the Company is also required to comply with the Notification No. TorJor. 72/2558 regarding the requirements of the offering of the newly ordinary shares by the way of private placement by clearly specify the offering price which is not lower than 90 percent of the market price including the requirement to make a tender offer for all securities of the Company by virtue of resolution of the Shareholders' Meeting (Whitewash) pursuant to the Notification of the SEC Office No. SorKor. 29/2561 Re: Rules for the Application for Waiver from the Requirement to make Tender Offer for All Securities of the Business by Virtue of the Shareholders' Meeting Resolution dated 20 May 2018.

According to the list of shareholders of the Company as of August 19, 2020, which is the date for determining the names of shareholders who are entitled to attend the meeting (Record Date), connected persons and / or interested persons who do not have rights Voting is Mr.Vorapote Amnueypol and a person(s) whom Mr. Vorapote Amnueypol holds shares, both directly and indirectly, who is a shareholder of the Company details are as follows:

	Name	The Numbers of Shares Holding in the Company
1	Mr. Vorapote Amnueypol	46,929,251
2	LGT BANK (SINGAPORE) LTD	34,100,000
3	CITI (NOMINEES) LIMITED-S.A PBG CLIENTS SG	19,250,000
4	CITI (NOMINEES) LIMITED-PBG CLIENTS H.K.	12,715,900
5	UBS AG SINGAPORE BRANCH	12,181,800
	<b>Total</b>	<b>125,176,951</b>

Please refer to further Information Memorandum on Connected Transaction on Private Placement of the Company's Newly Issued Ordinary Shares of Sky ICT Public Company Limited (Enclosure 4).

The Chairman allowed shareholders to raise questions or give comments relevant to this agenda. As there was no question and comment from shareholders, the Chairman, therefore, asked the Meeting to resolve this matter.

### Resolution

The meeting considered and approved the execution of connected transaction for the transaction on issuance, offering and allocation of the Company's newly issued ordinary shares to Mr. Vorapote Amnueypol which the transaction shall be executed with the Company's major shareholder, as per proposed details in all respect, with the voted as follows:

Shareholders' voting results	(votes) (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and having the right to vote
For	276,438,680	100
Against	0	0
Abstention	0	0
Invalid	0	0
	<b>276,438,680</b>	<b>100</b>

### Remarks

The resolution in this Agenda shall comprise not less than three-quarters of the shareholders who attend the Meeting and having the right to vote. Exclusive of the voting of connected persons and/or interested persons which are Mr. Vorapote Amnueypol and a person(s) whom Mr. Vorapote Amnueypol holds shares, both directly and indirectly, who is a shareholder of the Company details are as follows:

	Name	The Numbers of Shares Holding in the Company
1	Mr. Vorapote Amnueypol	46,929,251
2	LGT BANK (SINGAPORE) LTD	34,100,000
3	CITI (NOMINEES) LIMITED-S.A PBG CLIENTS SG	19,250,000
4	CITI (NOMINEES) LIMITED-PBG CLIENTS H.K.	12,715,900
5	UBS AG SINGAPORE BRANCH	12,181,800
	<b>Total</b>	<b>125,176,951</b>

### Agenda 7      To consider approving the application for a waiver from the requirement to make a tender offer for all securities of the business by virtue of resolution of the Shareholders' Meeting (Whitewash)

The Chairman informed the Meeting that as a result of the Company's registered capital increase as mentioned above, the Investor's total shareholding in the Company shall be equal to 165,176,941 shares (exclude the stock divided that the Investor has received as being an existing shareholder) or representing 26.80 percent of all issued shares after the Company's paid-up capital increase after this issuance and offering of newly issued shares, and as such, the Investor triggers the requirement to make a tender offer for all securities of the Company at 25 percent and is thus required to make a tender offer for all securities of the Company pursuant to the Securities and Exchange Act B.E. 2535 (1992) (as amended) and the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated 13 May 2011 (as amended).

However, the Investor wishes to apply for a waiver from the requirement to make a tender offer for all securities of the Company by virtue of resolution of the Shareholders' Meeting (Whitewash) pursuant to the Notification of the SEC Office No. SorKor. 29/2561 Re: Rules for the Application for Waiver from the Requirement to Make Tender Offer for All Securities of the Business by Virtue of the Shareholders' Meeting Resolution dated May 20, 2018 (the "Whitewash Notification"). The waiver from the requirement to make a tender offer for all securities of the Company by virtue of resolution of the Shareholders' Meeting on

this occasion requires approval from the Shareholders’ Meeting with not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote, excluding the votes of the persons under Section 258 of the applicant or the concert party of the applicant, and the persons under Section 258 of such party.

Please refer to further information in the Details of the Application for Waiver from the Requirement to Make a Tender Offer for All Securities of the Business by virtue of Resolution of the Shareholders’ Meeting (Whitewash) (Enclosure 5) and Request Form for Shareholders’ Meeting Resolution to Approve Acquisition of New Securities without Requirement to Make a Tender Offer for All Securities of the Business (Form 247-7) (Enclosure 6).

In this regard, the Company has appointed Silom Advisory Services Co., Ltd. as the Company’s independent financial advisor (IFA) to provide the Company’s shareholders with its opinion on (a) the application for a waiver from the requirement to make a tender offer for all securities of the business by virtue of resolution of the Shareholders’ Meeting (Whitewash); and (b) the execution of connected transaction, including preparing any other necessary and relevant documents as required by the regulatory units. The financial advisor is of opinion that the waiver from the requirement to make a tender offer for all securities of the business by virtue of resolution of the Shareholders’ Meeting (Whitewash) of the Investor is reasonable and shall provide the Company benefits. Details are as appeared in the Opinion of the Independent Financial Advisor on the Waiver from Making a Tender Offer for All Securities of the Business by the Resolution of the Shareholders' Meeting (Whitewash) (Enclosure 7).

In addition, the Investor has delivered the required documents as required in the Whitewash Notification to the SEC Office to consider Which the SEC Office has no additional comments after 15 days of receiving. Details are as appear in Request Form for Shareholders’ Meeting Resolution to Approve Acquisition of New Securities without Requirement to Make a Tender Offer for All Securities of the Business (Form 247-7) (Enclosure 6).

According to the list of shareholders of the Company as of August 19, 2020, which is the date for determining the names of shareholders who are entitled to attend the meeting (Record Date), connected persons and / or interested persons who do not have rights Voting is Mr. Vorapote Amnueypol and a person(s) whom Mr. Vorapote Amnueypol holds shares, both directly and indirectly, who is a shareholder of the Company details are as follows:

	Name	The Numbers of Shares Holding in the Company
1	Mr. Vorapote Amnueypol	46,929,251
2	LGT BANK (SINGAPORE) LTD	34,100,000
3	CITI (NOMINEES) LIMITED-S.A PBG CLIENTS SG	19,250,000
4	CITI (NOMINEES) LIMITED-PBG CLIENTS H.K.	12,715,900
5	UBS AG SINGAPORE BRANCH	12,181,800
	<b>Total</b>	<b>125,176,951</b>

In addition, the Board of Directors’ Meeting resolved to grant approval to propose the Shareholders’ Meeting to consider authorizing the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to take any arrangements in relation to the application for Whitewash as detailed above.

The Chairman allowed shareholders to raise questions or give comments relevant to this agenda. As there was no question and comment from shareholders, the Chairman, therefore, asked the Meeting to resolve this matter.

**Resolution**

The meeting considered and approved the application for a waiver from the requirement to make a tender offer for all securities of the business by virtue of resolution of the Shareholders’ Meeting (Whitewash) pursuant to the Notification of the SEC Office No. SorKor. 29/2561 Re: Rules for the Application for Waiver from the Requirement to Make Tender Offer for All Securities of the Business by Virtue of the Shareholders’ Meeting Resolution dated May 30, 2018 including approved authorizing the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to take any arrangements in relation to the application for Whitewash, as per proposed details in all respect, with the voted as follows:

Shareholders’ voting results	(votes) (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and having the right to vote
For	276,438,680	100
Against	0	0
Abstention	0	0
Invalid	0	0
	<b>276,438,680</b>	<b>100</b>

**Remarks**

The resolution in this Agenda shall comprise not less than three-quarters of the shareholders who attend the Meeting and having the right to vote. Exclusive of the voting of connected persons and/or interested persons which are Mr. Vorapote Amnueypol and a person(s) whom Mr. Vorapote Amnueypol holds shares, both directly and indirectly, who is a shareholder of the Company details are as follows:

	Name	The Numbers of Shares Holding in the Company
1	Mr. Vorapote Amnueypol	46,929,251
2	LGT BANK (SINGAPORE) LTD	34,100,000
3	CITI (NOMINEES) LIMITED-S.A PBG CLIENTS SG	19,250,000
4	CITI (NOMINEES) LIMITED-PBG CLIENTS H.K.	12,715,900
5	UBS AG SINGAPORE BRANCH	12,181,800
	<b>Total</b>	<b>125,176,951</b>

**Agenda 8 To consider approving the amendment of the Company's objectives**

The Chairman informed the Meeting that in order to support the business expansion of the Company from being the business partner with the Suvarnabhumi Airport of Airports of Thailand Public Company Limited to provide the service of "AOT

Mobile Application" since 2019 which the application consist of various services for airport customer including flight schedule, parking, airport lounge and points exchange to be a discount of certain entrepreneur in the airport. The Board of Director, therefore, deemed it appropriate to amend the Company’s objective as follow:

Current Objective	New Objective
Clause (40) -N/A-	<p>Clause (40) To operate the business of electronic payment services, comprising:</p> <ul style="list-style-type: none"> <li>- Electronic money service of any kind, both from single and/or several merchants, and both with and/or without restriction of location for distribution and/or services, e.g., toll payment card;</li> <li>- Credit card network service, which refers to a network that provides services of receiving and sending electronic payment data from holders’ credit cards to the card issuer, to approve such card transactions or receiving and sending billing data from electronic payments, as well as account settlement;</li> <li>- Electronic Data Capture (EDC) service, which refers to a network service for receiving and sending EDC data with the center or point of connection between network users;</li> <li>- Transaction switching service in any single and/or multiple systems, which refers to a service as center or point of connection for receiving and sending electronic payment data to service providers as mutually agreed upon;</li> <li>- Clearing service, which refers to such service for receiving, sending, verifying and confirming data per payment orders in order to calculate users’ creditor or debtor position and for the purpose of settlement between debtor and creditor, including such arrangements to complete the settlement;</li> <li>- Settlement service, which refers to a payment service as mutually agreed upon in advance between the service provider and user in order to enable the service provider to adjust the user’s creditor or debtor status, and the service provider shall deduct money from the deposit account of the user which is debtor or receive payment by any other means as mutually agreed upon and adjust the deposit account of the user which is creditor or make payment by any other means to settle such debt;</li> <li>- Electronic payment service through any device and/or network, which refers to a transfer of right to hold or withdraw or deduct money from users’ deposit accounts opened with the service providers by electronic means, whether in whole or in part;</li> <li>- Bill payment service, which refers to such service that accepts payments on behalf of creditors for goods, services or any other fees by electronic means from users/debtors;</li> <li>- The foregoing objectives do not operate the banking and finance business.</li> </ul>
Clause (41) -N/A-	To operate the e-Marketplace Platform for purchaser and buyer
Clause (42) -N/A-	To operate a tour business transportation booking accommodation hotel bungalow agent for both domestically and internationally including all types of tourism related businesses, hotel, car rentals, markets, restaurant, bar, nightclub, park and other recreation facilities.

The Chairman allowed shareholders to raise questions or give comments relevant to this agenda. As there was no question and comment from shareholders, the Chairman, therefore, asked the Meeting to resolve this matter.

**Resolution**

The meeting considered and approved the amendment of the Company's objectives, as per proposed details in all respect, with the voted as follows:

Shareholders 'voting results	(Vote) (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and casting their votes
For	401,615,631	100
Against	0	0
Abstention	0	0
Invalid	0	0
	<b>401,615,631</b>	<b>100</b>

**Remarks**

The resolution in this Agenda shall comprise a majority vote of the shareholders who attend the Meeting and cast their votes.

**Agenda 9 To consider approving the amendment of Clause 3 of the Memorandum of Association to be in line with the amendment of the Company's objectives**

The Chairman informed the Meeting that due to the Board of Directors' Meeting No. 10/2563, held on July 10, 2020, had resolved to propose the Extraordinary General Meeting of the Shareholders No. 1/2020 consider approving the amendment of Clause 3 of the Memorandum of Association to be in line with the amendment of the Company's objectives as follows:

Clause 3. The Company's objectives are concluded in 42 clauses as per the details in the attached BorMorJor. 002 Form.

In addition, the Board of Directors is of the opinion to propose to the Extraordinary General Meeting of Shareholders No. 1/2020 to consider approving the Amendment of Clause 3 of the Memorandum of Association to be in line with the amendment of the Company's objectives and deems appropriate to propose the meeting to consider authorizing the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to take any arrangements in relation to the registration of the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary arrangements in compliance with the registrar's order to effect the registration.

The Chairman allowed shareholders to raise questions or give comments relevant to this agenda. As there was no question and comment from shareholders, the Chairman, therefore, asked the Meeting to resolve this matter.

**Resolution**

The meeting considered and approved the amendment of Clause 3 of the Memorandum of Association to be in line with the amendment of the Company's objectives including approved authorizing the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the

Chief Executive Officer to take any arrangements in relation to the registration of the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary arrangements in compliance with the registrar's order to effect the registration as per proposed details in all respect, with the voted as follows:

Shareholders 'voting results	(votes) (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and having the right to vote
For	401,615,631	100
Against	0	0
Abstention	0	0
Invalid	0	0
	<b>401,615,631</b>	<b>100</b>

**Remarks**

The resolution in this Agenda shall comprise not less than three-quarters of the shareholders who attend the Meeting and having the right to vote.

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

The Chairman asked the meeting whether any shareholder would like to propose other issues or ask further questions. The shareholders raised the following questions regarding this agenda item:

1. Mr. Sakchai Sakulrimontri, a shareholder attend the meeting in person asked whether, in view of page 129 of the Company's financial statements which show the sources of each revenue stream of the Company, the Company had achieved all the revenue targets in 2019 and how many projects the Company hopes to complete in 2020? And he also asked whether the sixth project (Cart Service at Suvarnabhumi Airport) is part of the CUPPS Project.

Mr. Siriwat Tovachirakul (Chairman) answered that the Cart Service at Suvarnabhumi Airport is another complete project of the Company, however, the Company has not achieved all revenue since the project has the term of 7 years.

Mr. Sithidej Mayalarp (Director) answered further whether, according to the Company's financial statements, the progress of the Company's projects is as follows:

1. The first, second, fourth and fifth project are achieved as set out in the financial statements for 2020.
2. The third is a long term project which the Company has obligation to service for a further 5 years.
3. For the sixth project (Cart Service at Suvarnabhumi Airport), the Company has signed a contract with a term of 7 years from 2018 to 2025.

2. Mr. Sakchai Sakulrimontri, a shareholder attend the meeting in person asked the following, since, according to the Company's financial statements, the amount owed by the Company's commercial debtors, and amount owed by other debtors and assets from the Company's contracts have significantly increased from the amounts of around THB 350,000,000

to around THB 1,100,000,000 and from around THB 28,000,000 to around THB 1,100,000,000 respectively, will those two items still be present during this year (2020)?

Ms. Kulnada Oranraktham (Director) answered that, there are some debtors from which the Company has received the payment and there are some debtors incurred in accordance with the accounting standards, which is not recorded in the Company book and therefore the Company recorded to its book in 2020.

3. Mr. Sakchai Sakulsrimontri, a shareholder attend the meeting in person asked as follows:
- (1) How does the accounting standards No. 15 and No. 16 affected the Company and the Company's financial statements?
  - (2) What is the Backlog of the Company during the next 3 months? What is the expected Backlog of the Company in 2021?
  - (3) Why the Company's earnings per share has significantly reduced while the Company has a significant backlog in the half year financial statements?

Mr. Sithidej Mayalarp (Director) clarified that (i) regarding the accounting standard No. 15 and No. 16, there has been no significant effect on the Company's financial statements since the Company has been recorded its revenue in accordance with the accounting standard No. 15 from 2019 thereon. The accounting standard No. 16 does not has a significant impact due to the Company does not have many lease of assets items. (ii) Currently, the Company's Backlog does not included the CUPPS Project and APPS Project, which is another mega project of the Company that it expects to achieve in the next 5 years, with the deal value of THB 3,500,000,000. For the Company's Backlog of the last three months in 2020 is approximately in a hundred million digit which the Company has to re estimate the exactly amount thereafter, since the amount will fluctuate according to due dates of the Company's ongoing projects and (iii) regarding the decrease in the earnings per share, this is in line with accounting standard No. 15, under which the Company has to record its revenue on the delivery date, and the transfer of ownership to the project's owner, Therefore, prior to transfer the ownership to the owner, the Company has to record the revenue and expenses at the same time in which the profit shall not recognize until the completion of deliverable which will depend on each project.

Mr. Sithidej also further informed that there are many projects have been delivered to the project's owners since 2019. In the first quarter of 2019, there might be some projects that are affected by the delays caused by the Covid-19 situation. However, the Company carefully evaluated the situation, including earning income, project delivery and internal cost management. Therefore, the Company's income might slow down in the first quarter, however, the Company aims to deliver the proceeding projects on the scheduled dates in order to achieve its expected income in a second quarter 2020 onwards.

4. Mr. Tara Chonpranee, a shareholder attend the meeting in person asked, in view of the fact that, according to the annual report of the Company, the core source of its income is mostly from contracted service agreements including the upcoming CUPPS Project, what costs will the Company incur from the CUPPS Project in each year and he also asked how the Company will record its income and costs from the CUPPS Project.

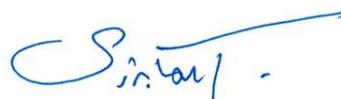
Ms. Kulnada Oranraktham (Director) answered that the Company has consulted with the auditors on this matter, therefore, the Company will derive its income from the CUPPS Project at 90 percent of the number of the passengers

in each quarter. For the record of the Company's cost, an amount will be in accordance with an actual cost that the Company has invested in the Projects minus the depreciation and operator cost (Monthly OpEx) for a term of 10 years.

Mr. Sithidej Mayalarp (Director) Answered further that, the Company aims to bid for other works i.e. security projects and infrastructure projects, in which the Company has continuously specialized. This will increase the proportion of income from sales and system installation. Therefore, the proportion of income will increase, whereby the contracted service agreement income will not exceed other income since the Company is constantly bidding for other works as abovementioned.

As no additional issue was proposed for the meeting to consider, the Chairman thanked the shareholders and all attendees and delivered his closing speech.

**The meeting was adjourned at 4:00 p.m.**

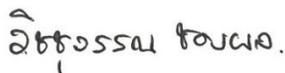


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Mr. Siriwat Tovachirakul

Chairman of the Board of Directors

As the Chairman of the Meeting



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Ms. Witchuwan Chobphol

Corporate Secretary

As the Secretary of the Meeting

## Profiles of directors for appointment to replace retiring directors by rotation

## Sky ICT Public Company Limited

Name – Surname	MR. RAJ TANTA-NANTA			
Age	52 years			
Type of Directorship	Director			
Appointment date	26 April 2019			
Education Background	MBA in Finance, The American University, Washington D.C., USA			
	B.S.B.A. in Finance and International Management, Boston University, Boston, MA, USA			
Experiences	2564 – ปัจจุบัน	Chairman of the Board of Director	Ras Advisory Co., Ltd.	
	2562 – ปัจจุบัน	Director	Sky ICT Public Company Limited	
	2562 – ปัจจุบัน	Director	Valor Hospitality Partners Asia Co., Ltd.	
	2020 – 2020	Deputy Chief Executive Officer	Nok Airlines Public Company Limited	
	2016 - 2019	Group President	DTGO Corporation Co., Ltd.	
	2011 – 2016	Vice President – Corporate Finance	Thai Airways International Public Company Limited	
Current Position(s) in the Company	Director			
Attendance of Board Meetings in the previous year	19 / 19 meetings of the Board of Directors			
Years of Directorship	2 Years			
Family Relationship with Management	None			
Shareholding Percentage in SKY	1.046% (As of 5 March 2021)			
Current Directorship	Other listed companies	None		
	Other non-listed companies	Ras Advisory Co., Ltd. Valor Hospitality Partners Asia Co., Ltd.		
	Other entities with potential conflict of interest	None		
Criminal Records over the past 10 years	Having been convicted of criminal offense or subject to prosecution.	None		
	Having been adjudged bankrupt or under receivership.	None		
	Having been management or controller in any company and partnership adjudged bankrupt.	None		

## Profiles of directors for appointment to replace retiring directors by rotation (Cont'd)

## Sky ICT Public Company Limited

Name – Surname	MR. THANARERK THANAKIJSOMBAT		
Age	43 years		
Type of Directorship	Director / Audit Committee / Independent Director		
Appointment Date	12 May 2017		
Educational Background	Ph.D. International Business and Finance, Southern New Hampshire University, USA		
	Master of Computer Science, Rivier University, USA		
	Master of Business Administration, Rivier University, USA		
	Bachelor of Engineering (Mechanical Engineering), Chulalongkorn University		
Training	Director Accreditation Program (DAP) Class 142 of 2017		
	Director Certification Program (DCP) Class 283 of 2019		
Experiences	2021 – present	Good Corporate Governance Committee	Sky ICT Public Company Limited
	2018 – present	Director	Wisera Co., Ltd.
	2017 – present	Audit Committee / Independent Director / Chairman of Risk Management Committee	Sky ICT Public Company Limited
	2012 – present	Vice Chair of Business Administration and Program Director of Finance	Mahidol University International College
Current Position(s) in the Company	Director / Audit Committee / Independent Director / Chairman of Risk Management Committee / Good Corporate Governance Committee		
Attendance of Board Meetings in the previous year	19 / 19 meetings of the Board of Directors 9 / 9 meetings of the Audit Committee		
Years of Directorship	4 years		
Family Relationship with Management	None		
Shareholding Percentage in SKY	None		
Current Directorship	Other listed companies	None	
	Other non-listed companies	Wisera Co., Ltd.	
	Other entities with potential conflict of interest	None	
Criminal Records over the past 10 years	Having been convicted of criminal offense or subject to prosecution.	None	
	Having been adjudged bankrupt or under receivership.	None	
	Having been management or controller in any company and partnership adjudged bankrupt.	None	

## Profiles of directors for appointment to replace retiring directors by rotation (Cont'd)

## Sky ICT Public Company Limited

Name – Surname	MR. VIPOOTA TRAKULHOON			
Age	55 years			
Type of Directorship	Director / Audit Committee / Independent Director			
Appointment date	23 December 2020			
Educational Background	Master of Business Administration degree, Majors in finance and marketing, Sasin Graduate Institute of Business Administration, Chulalongkorn University			
	Bachelor of Business Administration degree, Major in finance, Chulalongkorn University			
Training	Director Accreditation Program (DAP) Class 120 of 2015			
Experiences	2021 – present	Chairman of Nomination and Remuneration Committee / Good Corporate Governance Committee	Sky ICT Public Company Limited	
	2020 – present	Director / Audit Committee / Independent Director	Sky ICT Public Company Limited	
	2019 – present	Independent Director	General Engineering Public Company Limited	
	2016 – present	Audit Committee / Independent Director / Chairman of Nomination and Remuneration Committee	Triple I Logistics Public Company Limited	
	2016 – present	Audit Committee / Independent Director	Business Alignment Public Company Limited	
	2015 – present	Director	Kobelco Millcon Steel Co., Ltd.	
	2014 – present	Director	Millcon Steel Public Company Limited	
	2014 – present	Director	Creative Power Co., Ltd.	
Current Position(s) in the Company	Director / Audit Committee / Independent Director / Chairman of Nomination and Remuneration Committee / Good Corporate Governance Committee			
Attendance of Board Meetings in the previous year	None			
Years of Directorship	4 months			
Family Relationship with Management	None			
Shareholding Percentage in SKY	None			
Current Directorship	Other listed companies	General Engineering Public Company Limited Triple I Logistics Public Company Limited Business Alignment Public Company Limited Millcon Steel Public Company Limited		
	Other non-listed companies	Kobelco Millcon Steel Co., Ltd. Creative Power Co., Ltd.		
	Other entities with potential conflict of interest	None		

Criminal Records over the past 10 years	Having been convicted of criminal offense or subject to prosecution.	None
	Having been adjudged bankrupt or under receivership.	None
	Having been management or controller in any company and partnership adjudged bankrupt.	None

#### **Scope of Duties and Responsibilities of the Chairman**

1. To call for Board of Directors Meeting and act as the Chairman of Board of Directors Meeting and Shareholders' Meeting as well as having a role in determining meeting agenda with the Chief Executive Officer
2. To conduct the meeting to be efficient and in accordance with the Company's regulations as well as support and allow directors to be able to express their opinions freely
3. To support and encourage the Board of Directors to perform their duties with their full potential and in accordance with their scope of responsibilities, authorities and the Good Corporate Governance Principles
4. To oversee and monitor the operations of the Board of Directors to achieve the Company's pursuant objectives
5. To have a casting vote in case the Board of Directors' Meeting has a tie vote

#### **The Board of Directors' Duties and Responsibilities**

1. To supervise and manage the Company to comply with laws, objectives and regulations of the Company, including the resolution of Shareholders' Meeting excepting matters that require approval from the Shareholders' Meeting before proceeding, for example, matters defined by laws that need resolution from shareholders' meeting, connected transactions and purchase or sale of important assets according to rules of the Stock Exchange of Thailand or other government agencies
2. To determine strategy, visions, and plans, and approve annual budget, investment budget not included in annual budget, management structure, administrative power, and corporate government policies
3. To supervise the operation section to work in accordance with policies, plans and approved budget
4. To review and approve Company's vision and mission annually
5. To appoint and determine roles and responsibilities of the Audit Committee, Board of Directors, other sub-committees and Company's Secretary as appropriate in order to manage the management system to follow the policies
6. To make sure that the Company shall have an accounting system, financial report and trustworthy audit including an internal control system and internal audit that are efficient and effective as well as supervising the Company to follow the Good Corporate Governance Policy

7. To take care of benefits of the both major and minor shareholders equally and report the important operational information and financial report to the shareholders and stakeholders with accuracy and legal compliance
8. To oversee the Company to have a comprehensive risk management system and effective risk management, reporting and follow-up procedures
9. To supervise the management in accordance with Good Corporate Governance policies to ensure that the Company has fair and strict responsibilities to all stakeholders
10. To report responsibilities of the Board of Directors in financial report preparation by presenting it in conjunction with the Auditor's report in the annual report
11. The Board of Directors may assign one or more directors or other persons to act on behalf of the Board; however, the delegation of authority to directors excludes the delegation of authority which allow directors or authorized persons to approve the issue that he or another person who has conflict, interests or other advantages which oppose the Company's benefits. The Board of Directors must request approval from the Shareholders' Meeting for the connected transaction and important assets acquisition and disposition of the Company as per the regulations from the Stock Exchange of Thailand and the announcement of the Securities and Exchange Commission and/or other related agencies.
12. To immediately notify the Company about his or other person's both direct and indirect interests in any contracts or transactions related to the Company or its subsidiaries

#### **The Audit Committee's Duties and Responsibilities**

The Audit Committee and Independent Directors have scope of duties and responsibilities as assigned by the Board of Directors as follows:

1. To ensure that the Company has accurate and transparent financial reporting, by coordinating with the External Auditor and the Executive who is responsible for preparing quarterly and annual financial reports
2. To ensure that the Company has an appropriate and effective internal control system and internal audit and to consider the independence of the Internal Audit
3. To review the Company's operation to comply with laws about the Securities and Exchange, requirements of the Stock Market or laws related to Company's business
4. To consider, select, nominate and terminate individuals who are independent to work as the Company's internal Auditor and consider the compensation of the internal Auditor
5. To consider, select, nominate and terminate individuals who are independent to work as the Company's Internal Auditor and consider the remuneration of the Internal Auditor in order to present to the Board of Directors to request for the appointment from the General Meeting of the Shareholders as well as to join the meeting with the Auditors without the management at least once a year
6. To have authority to hire independent consultants if necessary, under the Company's expense
7. To consider connected transactions or any transactions which may have conflicts of interests in accordance with laws and the regulations of the Stock Exchange of Thailand and the Capital

Market Supervisory Board in order to ensure that such transactions are reasonable and the most beneficial to the Company

8. During the operation, if the Audit Committee finds or suspects any of the following transactions or activities which may have significant effects on financial status or performance of the Company, the Audit Committee must report to the Board of Directors in order to correct those transactions or activities promptly
  - Transactions with conflict of interests
  - Corruption or irregular transactions or significant deficiencies in the Company's internal control system
  - Violation of Securities and Exchange laws, announcements and requirements of the Stock Exchange of Thailand, Securities and Exchange Commission or the Capital Market Supervisory Board, including laws related to the business of the Company

If the Board of Directors or the Executive cannot correct those transactions or activities promptly, members of the Audit Committee shall report them to the Securities and Exchange Commission or the Stock Exchange of Thailand.

9. If the Auditor finds any suspicious incidents connected with the Director, Manager or any person who is responsible for the operation of the Company violating the laws and the Auditor has reported such incident to the Audit Committee, the Committee must urgently make further investigation and report the preliminary results to the Securities and Exchange Commission and the Auditor within 30 days after receiving the report from the Auditor.
10. Prepare the report of the Audit Committee by disclosing it in the Company's annual report with signature of the Chairman of the Audit Committee. The report must at least include the following details:
  - a) Comment on the accuracy, entirety and reliability of the Company's financial statements
  - b) Comment on the sufficiency of the Company's internal control system
  - c) Comment on the compliance with Securities and Stock Market laws, requirements of the Stock Market or other laws related to the business of the Company
  - d) Comment on the suitability of the Auditor
  - e) Comment on transactions which may have conflict of interest
  - f) Number of the Audit Committee's meeting and attendance of each Audit Committee
  - g) Comment or overall observation that the Audit Committee received while performing the duties in accordance with the Charter
  - h) Other issues that the shareholders or general investors should be informed of under the scope of duties and responsibilities appointed from the Board of Directors
11. Perform any other tasks as assigned by the Board of Directors as appropriate

While operating under the scope of duties and responsibilities, the Audit Committee has the authority to invite management, executives or employees to report, give comments, attend the meeting or submit relevant and necessary documents.

However, the Board of Directors has authority to amend the scope of duties and responsibilities of the Audit Committee if necessary.

[Some Quote]

The Notification of the National Broadcasting and Telecommunications Commission  
Re: The prohibitions of actions regarded as business domination by foreigners A.D. 2012

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Published in the Government Gazette on 23 July 2012 Book 129 Special Section 117 D

“Prohibitions” means the prohibitions of actions regarded as business domination by foreigners, according to guideline in attachment to the notification.

“Business Domination” means the power to control or influence whether direct or indirect by foreigner to regulate the policy, the management, operation, appointment of directors or top management on consequence of telecommunication business operation of licensee by holding shares at a half or more than half of all voting rights or controlling majority votes in shareholder meeting or being able to appoint and remove more than half of the board of directors.

Item 7. Within 30 days after Annual General Meeting of Shareholders, licensee shall determine and review the prohibition and submit to the NBTC with certification signed by authorized person that the Company will not violate the prohibition in the Notification.

The prohibitions according to paragraph 1 shall be approved by the shareholder meeting of licensee.

[Attachment to the notification]

List of the Prohibitions of Business Domination by Foreigner

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1) Dominated by Foreigner or agent by holding shares, whether direct or indirect for avoidable to this Notification; or

2) Dominated by holding shares by own Foreigner or agent provided that the said shares have the privilege more than actual shares held in voting in shareholders meeting or shares held by Thai shareholders; or

3) Dominated by Foreigner who has authority, control or influence, whether direct or indirect to regulate the policy, the management, operation, and appointment of directors or top management

Top management means Chairman of the Board of Directors, Managing Director, director, Chief Finance Officer, Head of purchasing function or any other person who has authority of influence on the management or operation of telecommunication of licensee; or

4) Dominated by legal binding with source of fund or loan from Foreigner or affiliate such as loan guarantee, offering interest rate that lower than market rate, business risk insurance or granting credit in discriminatory manner; or

5) Dominated by the Intellectual Property Contract or the Franchise Contract or the exclusive rights contract made with Foreigner or affiliate on consequence of transfer of expense and benefit to Foreigner; or

6) Dominated by purchasing contract or employment contract in management made with Foreigner or affiliate or employee or staff of Foreigner or affiliate on consequence of transfer of expense and benefit to Foreigner; or

7) Dominated by Joint Venture with Foreigner or affiliate by sharing the operating costs on consequence of transfer of expense and benefit to Foreigner; or

8) Dominated by transaction of pricing transfer or pricing collusion with Foreigner or affiliate.

-Translation –  
Notification

Sky ICT Public company Limited

**Subject: The Prohibitions of actions regarded as business domination by foreigners A.D. 2020.**

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In order to comply with the standards as announced by the National Broadcasting and Telecommunications Commission, subject “The prohibitions of actions regarded as business domination by foreigners A.D. 2012” (and as amended). Therefore, the Board of Directors' Meeting of Sky ICT Public Company Limited No. 18/2020 on 13 November 2020 has approved “The prohibition of acts that appear to be dominated by Foreigner A.D. 2020 with details as follows;

1) Dominated by Foreigner or agent by holding shares, whether direct or indirect for avoidable to this Notification; or

2) Dominated by holding shares by own Foreigner or agent provided that the said shares have the privilege more than actual shares held in voting in shareholders meeting or shares held by Thai shareholders; or

3) Dominated by Foreigner who has authority, control or influence, whether direct or indirect to regulate the policy, the management, operation, and appointment of directors or top management

Top management means Chairman of the Board of Directors, Managing Director, director, Chief Finance Officer, Head of purchasing function or any other person who has authority of influence on the management or operation of telecommunication of licensee; or

4) Dominated by legal binding with source of fund or loan from Foreigner or affiliate such as loan guarantee, offering interest rate that lower than market rate, business risk insurance or granting credit in discriminatory manner; or

5) Dominated by the Intellectual Property Contract or the Franchise Contract or the exclusive rights contract made with Foreigner or affiliate on consequence of transfer of expense and benefit to Foreigner; or

6) Dominated by purchasing contract or employment contract in management made with Foreigner or affiliate or employee or staff of Foreigner or affiliate on consequence of transfer of expense and benefit to Foreigner; or

7) Dominated by Joint Venture with Foreigner or affiliate by sharing the operating costs on consequence of transfer of expense and benefit to Foreigner; or

8) Dominated by transaction of pricing transfer or pricing collusion with Foreigner or affiliate.

**Explanation on Appointment of Proxy, Registration and Evidence for Meeting Attendance  
Sky ICT Public Company Limited**

The Company has prepared three proxy forms as set out by the Ministry of Commerce, as follows:

1. Form A is a general proxy form which is simple and not complicated;
2. Form B is a proxy form which clearly specifies the items for which a proxy is granted;
3. Form C is a proxy form which is used for a custodian;

in order to enable the shareholders who are unable to attend the Meeting in person to appoint their proxies to attend the Meeting on their behalf or to appoint the Company's independent directors as their proxies to vote, by selecting, completing and submitting only one proxy form to the Company prior to the Meeting.

**Registration for Meeting Attendance**

The Company will start the registration and review the validity of proxy forms at 1.30 hours before the Meeting, and will close the registration when the Meeting is called to order.

**Documents Required for Registration**

1. In case of a natural person:
  - 1.1 If the shareholder attends the Meeting in person, please present any document issued by government agency which shows the shareholder's photo, and remains valid, e.g., ID card, driving license, or passport.
  - 1.2 If a proxy is appointed to attend the Meeting:
    - (a) A proxy form containing complete and accurate information, and signed by the grantor and the proxy;
    - (b) A photocopy of the shareholder's document issued by government agency, which contains such details per item 1.1 above, and signed by the grantor as a certified true copy;
    - (c) Such document issued by government agency to the proxy, which contains such details per item 1.1 above.
  - 1.3 If a proxy is given to a custodian:
    - (a) A proxy form containing complete and accurate information, and signed by the grantor and the proxy;
    - (b) A photocopy of the shareholder's document issued by government agency, which contains such details per item 1.1 above, and signed by the grantor as a certified true copy;

- (c) A power of attorney executed by the shareholder authorizing the custodian to sign the proxy form on his/her behalf;
- (d) A document certifying that the proxy is licensed to operate the business as custodian.

2. In case of a juristic person:

2.1 If the shareholder's representative attends the Meeting in person:

- (a) Such representative's document issued by government agency, which contains such details per item 1.1 above;
- (b) A photocopy of the certificate of registration of juristic person of the shareholder, signed by its representative(s) as a certified true copy, evidencing that the representative who attends the Meeting is authorized to act on behalf of the juristic person, which is the shareholder.

2.2 If a proxy is appointed to attend the Meeting:

- (a) A proxy form containing complete and accurate information, and signed by the grantor and the proxy;
- (b) A photocopy of the certificate of registration of juristic person of the shareholder, signed by its representative(s) as a certified true copy, evidencing that the representative(s) signing the proxy form is/are authorized to act on behalf of the juristic person, which is the shareholder;
- (c) A photocopy of the document(s) issued by government agency of the representative(s) of the juristic person (director(s)), as grantor(s), and signed by its representative(s) as a certified true copy;
- (d) Such document issued by government agency to the proxy, which contains such details per item 1.1 above.

2.3 If a proxy is given to a custodian:

- (a) A proxy form containing complete and accurate information, and signed by the grantor and the proxy;
- (b) A photocopy of the certificate of registration of juristic person of the shareholder, signed by its representative(s) as a certified true copy, evidencing that the representative(s) signing the proxy form is/are authorized to act on behalf of the juristic person, which is the shareholder;
- (c) A photocopy of the document(s) issued by government agency of the representative(s) of the juristic person (director(s)), as grantor(s), and signed by its representative(s) as a certified true copy;
- (d) A power of attorney executed by the corporate shareholder authorizing the custodian to sign the proxy form on its behalf;
- (e) A document certifying that the proxy is licensed to operate the business as custodian.

**Articles of Association of Sky ICT Public Company Limited**  
**Only Applicable to the Shareholders' Meetings**

**Chapter 1 General**

Article 1. These Articles of Association shall be called the Articles of Association of **Sky ICT Public Company Limited**.

Article 2. The "Company" in these Articles of Association refers to **Sky ICT Public Company Limited**.

**Chapter 4 Meetings of Shareholders**

Article 32. The board of directors shall call an annual ordinary general meeting of shareholders to be held within four (4) months from the end of the Company's accounting period.

Any meetings of shareholders other than the meeting referred to above shall be called extraordinary general meetings. The board of directors may call an extraordinary general meeting at any time as it deems appropriate, or when one or several shareholders holding in aggregate not less than ten (10) percent of all issued shares, executing a written request for the board of directors to call an extraordinary meeting at any time, which must clearly indicate matters and reasons for such request, in which case, the board of directors shall call a meeting of shareholders within forty-five (45) days from the date of receipt of such written request from the shareholders.

If the board of directors fails to hold such meeting within the period of time under paragraph two, the shareholders who execute such request or other shareholders holding in aggregate not less than the requisite number of shares may call such meeting within forty-five (45) days from the lapse of such period of time under paragraph two, in which case, it shall be deemed as a meeting of shareholders called by the board of directors, whereby the Company shall bear all necessary expenses incurred by such meeting and provide facilitations as appropriate.

Should the number of shareholders present at any meeting of shareholders called by the shareholders under paragraph three be insufficient to constitute a quorum as required in Article 35, the shareholders under paragraph three shall be jointly responsible to reimburse the Company for such expenses incurred by that meeting.

Article 33. In calling a meeting of shareholders, the board of directors shall prepare a notice of meeting specifying the place, date, time, agenda and matters to be proposed to the meeting, together with sufficient details and clear remarks as matters for information, for approval or for consideration, as the case may be, which must be accompanied by the board of

directors' opinions on such matters. Such notice of meeting shall be sent to the shareholders and the registrar at least seven (7) days prior to the meeting date, and published in a newspaper for three (3) consecutive days.

The place of the meeting of shareholders may be located in the locality where the Company's head office is situated or any other place as the board of directors may specify.

Article 34. At a meeting of shareholders, a shareholder may appoint another person of legal age as his/her proxy to attend and vote at the meeting on his/her behalf.

A proxy must be granted in written instrument signed by the grantor and using the form prescribed by the public limited company registrar, and at least containing the following particulars:

- a) the number of shares held by the grantor;
- b) the proxy's name;
- c) the number of the meeting in which the proxy is appointed to attend and vote;
- d) the date and signature of the shareholder granting such proxy.

If the proxy wishes to vote at the meeting, such proxy form must be submitted to the chairman of the meeting of shareholders in which the proxy is appointed, at the meeting place prior to attending the meeting.

Article 35. At every meeting of shareholders, not less than twenty-five (25) shareholders and proxies (if any) or not less than one half (1/2) of all shares, representing in aggregate not less than one-third (1/3) of all issued shares shall be present to constitute a quorum.

At any meeting of shareholders, if it occurs that after a lapse of one (1) hour from the scheduled time, the number of shareholders present is insufficient to constitute a quorum, in case the meeting is called at the shareholders' request, such meeting shall be cancelled. If it is not called at the shareholders' request, such meeting shall be rescheduled and a notice of meeting shall be sent to the shareholders at least seven (7) days prior to the meeting. At this subsequent meeting, a quorum is not required.

In every meeting of shareholders, the chairman of the board of directors shall preside over the meeting. If the chairman of the board of directors is not present or is unable to act as such, a vice chairman of the board of directors shall preside over the meeting. If the vice chairman is unable to act as such, the meeting shall elect one of the shareholders present to preside over the meeting.

The chairman of the meeting may adjourn the meeting to any other time at the consent of the meeting, in which case, the meeting shall specify the place, date and time of the adjourned meeting, provided that at the adjourned meeting, no other matters than those pending from the previous meeting shall be discussed, and the notice of meeting shall be sent in accordance with the procedure under Article 33.

Article 36. In voting at a meeting of shareholders, whether by a show of hands or secret ballots, one (1) share shall have one (1) vote, and resolutions of the meeting of shareholders shall require:

- (1) in a normal case, a majority vote of the shareholders present and vote at the meeting, and in case of a tie, the chairman of the meeting shall have a casting vote.
- (2) In any of the following events, not less than three-fourths (3/4) of all votes of the shareholders present and eligible to vote at the meeting:
  - (a) a sale or transfer of all or parts of the Company's business;
  - (b) a purchase or acceptance of transfer by the Company of business of another public limited company or limited company;
  - (c) an execution, amendment or termination of any contract relating to leasing of all or substantial parts of the Company's business, an authorization of another person to manage the Company's business or a business merger with other person for profit and loss sharing;
  - (d) an addition or amendment of the Memorandum of Association and the Articles of Association of the Company;
  - (e) an increase of its registered capital;
  - (f) a decrease of its registered capital;
  - (g) an issuance of debentures for public offering;
  - (h) a dissolution of the Company;
  - (i) a business merger with another company.

Article 37. Matters to be conducted at an annual ordinary general meeting at least include the following:

- (1) To consider the board of directors' report proposed to the meeting, presenting the Company's performance in the previous year;
- (2) To consider and approve the Company's balance sheet and profit and loss statement for the previous accounting period;
- (3) To consider profit appropriation, declaration of dividend and allocation of reserve funds;
- (4) To consider the election of directors to replace those due to retire by rotation;
- (5) To consider the directors' remuneration;
- (6) To consider the appointment of auditor and its remuneration;
- (7) Other matters.

## Profiles of Independent Directors Nominated for Proxy Appointment

## Sky ICT Public Company Limited

Name – Surname	MR. SIRIWAT TOVACHIRAKUL		
Age	43 years		
Type of Directorship	Independent Director		
Appointment Date	28 April 2017		
Education Background	Bachelor degree of International Business (Logistics), University of Maryland College Park		
Training	Director Accreditation Program (DAP) Class 82 of 2010		
Experiences	2021 – present	Chairman of Good Corporate Governance Committee	Sky ICT Public Company Limited
	2020 – present	Director	AOT Ground Aviation Services Co., Ltd.
	2020 – present	Director	SAL Group (Thailand) Co., Ltd.
	2019 – present	Managing Director	CPS Shipping & Logistics Co., Ltd.
	2017 – present	Chairman of the Board of Director / Independent Director / Chairman of the Audit Committee /	Sky ICT Public Company Limited
	2017 – present	Director	Amornphan Shopping Center Co., Ltd.
	2014 – present	Executive Director	A M R Development Co., Ltd.
	2002 - present	Director	Siriya Homeland Co., Ltd.
Current Position(s) in the Company	Chairman of the Board of Director / Independent Director / Chairman of the Audit Committee / Chairman of Good Corporate Governance Committee		
Attendance of Board Meetings in the previous year	19 / 19 meetings of the Board of Directors 9 / 9 meetings of the Audit Committee		
Years of Directorship	4 Years		
Family Relationship with Management	None		
Shareholding Percentage in SKY	None		
Current Directorship	Other listed companies	None	
	Other non-listed companies	AOT Ground Aviation Services Co., Ltd. SAL Group (Thailand) Co., Ltd. CPS Shipping & Logistics Co., Ltd. Amornphan Shopping Center Co., Ltd. A M R Development Co., Ltd. Siriya Homeland Co., Ltd.	
	Other entities with potential conflict of interest	None	
Criminal Records over the past 10 years	Having been convicted of criminal offense or subject to prosecution.	None	
	Having been adjudged bankrupt or under receivership.	None	
	Having been management or controller in any company and partnership adjudged bankrupt.	None	

## Profiles of Independent Directors Nominated for Proxy Appointment (Cont'd)

## Sky ICT Public Company Limited

Name – Surname	MR. THANARERK THANAKIJSOMBAT		
Age	43 years		
Type of Directorship	Independent Director		
Appointment Date	12 May 2017		
Educational Background	Ph.D. International Business and Finance, Southern New Hampshire University, USA		
	Master of Computer Science, Rivier University, USA		
	Master of Business Administration, Rivier University, USA		
	Bachelor of Engineering (Mechanical Engineering), Chulalongkorn University		
Training	Director Accreditation Program (DAP) Class 142 of 2017		
	Director Certification Program (DCP) Class 283 of 2019		
Experiences	2021 – present	Good Corporate Governance Committee	Sky ICT Public Company Limited
	2018 – present	Director	Wisera Co., Ltd.
	2017 – present	Audit Committee / Independent Director / Chairman of Risk Management Committee	Sky ICT Public Company Limited
	2012 – present	Vice Chair of Business Administration and Program Director of Finance	Mahidol University International College
Current Position(s) in the Company	Director / Audit Committee / Independent Director / Chairman of Risk Management Committee / Good Corporate Governance Committee		
Attendance of Board Meetings in the previous year	19 / 19 meetings of the Board of Directors		
	9 / 9 meetings of the Audit Committee		
Years of Directorship	4 years		
Family Relationship with Management	None		
Shareholding Percentage in SKY	None		
Current Directorship	Other listed companies		None
	Other non-listed companies		Wisera Co., Ltd.
	Other entities with potential conflict of interest		None
Criminal Records over the past 10 years	Having been convicted of criminal offense or subject to prosecution.		None
	Having been adjudged bankrupt or under receivership.		None
	Having been management or controller in any company and partnership adjudged bankrupt.		None

## Profiles of Independent Directors Nominated for Proxy Appointment (Cont'd)

## Sky ICT Public Company Limited

Name – Surname	MR. VIPOOTA TRAKULHOON		
Age	55 years		
Type of Directorship	Independent Director		
Appointment date	23 December 2020		
Educational Background	Master of Business Administration degree, Majors in finance and marketing, Sasin Graduate Institute of Business Administration, Chulalongkorn University		
	Bachelor of Business Administration degree, Major in finance, Chulalongkorn University		
Training	Director Accreditation Program (DAP) Class 120 of 2015		
Experiences	2021 – present	Chairman of Nomination and Remuneration Committee / Good Corporate Governance Committee	Sky ICT Public Company Limited
	2020 – present	Director / Audit Committee / Independent Director	Sky ICT Public Company Limited
	2019 – present	Independent Director	General Engineering Public Company Limited
	2016 – present	Audit Committee / Independent Director / Chairman of Nomination and Remuneration Committee	Triple I Logistics Public Company Limited
	2016 – present	Audit Committee / Independent Director	Business Alignment Public Company Limited
	2015 – present	Director	Kobelco Millcon Steel Co., Ltd.
	2014 – present	Director	Millcon Steel Public Company Limited
	2014 – present	Director	Creative Power Co., Ltd.
Current Position(s) in the Company	Director / Audit Committee / Independent Director / Chairman of Nomination and Remuneration Committee / Good Corporate Governance Committee		
Attendance of Board Meetings in the previous year	None		
Years of Directorship	4 months		
Family Relationship with Management	None		
Shareholding Percentage in SKY	None		
Current Directorship	Other listed companies	General Engineering Public Company Limited Triple I Logistics Public Company Limited Business Alignment Public Company Limited Millcon Steel Public Company Limited	
	Other non-listed companies	Kobelco Millcon Steel Co., Ltd. Creative Power Co., Ltd.	
	Other entities with potential conflict of interest	None	
Criminal Records over the past 10 years	Having been convicted of criminal offense or subject to prosecution.		None

**Enclosure 8**

	Having been adjudged bankrupt or under receivership.	None
	Having been management or controller in any company and partnership adjudged bankrupt.	None

Proxy Form A (a general form which is simple and not complicated)

Attached to the Notification of the Department of Business Development Re: Proxy Forms (No. 5) B.E. 2550 (2007)

(Affix Baht 20 Duty Stamp)

Written at: .....

Date: .....

(1) I/We, ..... Nationality: ..... Address No.: .....  
 Road: ..... Tambon/Subdistrict: ..... Amphoe/District: .....  
 Province: ..... Post Code.....  
 as a shareholder of Sky ICT Public Company Limited, holding a total of.....share(s) and equivalent to  
 a total of.....vote(s), as follows:

(2) Hereby grant proxy to either:

Please mark  
 (✓) in front  
 of only one  
 proxy's  
 name

- (Mr./Mrs./Miss) .....Age: .....years  
 Address No.: .....Road: .....Tambon/Sub-district: .....  
 Amphoe/District: .....Province: .....Post Code: .....
- (Mr./Mrs./Miss) .....Age: .....years  
 Address No.: .....Road: .....Tambon/Sub-district: .....  
 Amphoe/District: .....Province: .....Post Code: .....
- MR. SIRIWAT TOVACHIRAKUL**, Independent Director and concurrently Chairman of the Audit Committee, Age 43, residing at 489 Senanikhom 1 Road, Lat Phrao Sub-district, Lat Phrao District, Bangkok 10230; or
- MR. THANAREK THANAKIJSOMBAT**, Independent Director and concurrently Audit Committee Member, Age 43, residing at 88/717 Parichart Pinklao Village, Tambon Bang Kratuak, Amphoe Samphran, Nakhon Pathom Province 73170; or
- MR. VIPOOTA TRAKULHOON**, Independent Director and concurrently Audit Committee Member, Age 55, residing at 80 Soi Phibulsongkram 15, Tambon Suan Yai, Amphoe Mueang Nonthaburi, Nonthaburi Province 11000

as my/our representative to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2021 on 28 April 2021 at 2:00 p.m. at Swissôtel Le Concorde, 204 Ratchadaphisek Road, Huaykhwang Subdistrict, Huaykhwang District, Bangkok 10320, or any adjournment thereof to any other date, time and place.

All acts undertaken by the proxy at the Meeting shall be treated as if they were my/our own acts in all respects.

Signed:.....Grantor  
 (.....)

Signed:.....Proxy  
 (.....)

Signed:.....Proxy  
 (.....)

Signed:.....Proxy  
 (.....)

Remark

The shareholder shall appoint only one proxy to attend and vote at the Meeting, and the number of shares is indivisible to multiple proxies for different voting.

## Proxy Form B (a form which clearly specifies the items for which a proxy is granted)

Attached to the Notification of the Department of Business Development Re: Proxy Forms (No. 5) B.E. 2550 (2007)

(Affix Baht 20 Duty Stamp)

Written at: .....

Date: .....

- (1) I/We, ..... Nationality: ..... Address No.: .....  
 Road: ..... Tambon/Subdistrict: ..... Amphoe/District: .....  
 Province: ..... Post Code: .....

as a shareholder of Sky ICT Public Company Limited, holding a total of.....share(s) and equivalent to a total of.....vote(s), as follows:

- (2) Hereby grant proxy to either:

Please mark  
(✓) in front  
of only one  
proxy's  
name

- (Mr./Mrs./Miss) ..... Age: .....years  
 Address No.: ..... Road: ..... Tambon/Sub-district: .....  
 Amphoe/District: ..... Province: ..... Post Code: .....
- (Mr./Mrs./Miss) ..... Age: .....years  
 Address No.: ..... Road: ..... Tambon/Sub-district: .....  
 Amphoe/District: ..... Province: ..... Post Code: .....
- MR. SIRIWAT TOVACHIRAKUL**, Independent Director and concurrently Chairman of the Audit Committee, Age 43, residing at 489 Senanikhom 1 Road, Lat Phrao Sub-district, Lat Phrao District, Bangkok 10230; or
- MR. THANARERK THANAKUSOMBAT**, Independent Director and concurrently Audit Committee Member, Age 43, residing at 88/717 Parichart Pinklao Village, Tambon Bang Kratuek, Amphoe Samphran, Nakhon Pathom Province 73170; or
- MR. VIPOOTA TRAKULHOON**, Independent Director and concurrently Audit Committee Member, Age 55, residing at 80 Soi Phibulsongkram 15, Tambon Suan Yai, Amphoe Mueang Nonthaburi, Nonthaburi Province 11000

as my/our representative to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2021 on 28 April 2021 at 2:00 p.m. at Swissôtel Le Concorde, 204 Ratchadaphisek Road, Huaykhwang Subdistrict, Huaykhwang District, Bangkok 10320, or any adjournment thereof to any other date, time and place.

- (3) I/We hereby authorize the proxy to vote on my/our behalf at this Meeting as follows:

Item 1 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020, which was held on 22 September 2020

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;  
 (b) The proxy shall vote in accordance with my/our instruction as follows:  
 Agree  Against  Abstain

Item 2 To consider and acknowledge the operating results for the year 2020

- The proxy is entitled to acknowledge the operating results for the year 2020 on my/our behalf as he/she deems fit.

Item 3 To consider and approve the Company's financial statements for the period ended 31 December 2020, which had been reviewed by the Audit Committee and audited by the certified public accountant

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- Agree                       Against                       Abstain

Item 4 To consider and approve the appropriate of net profits as legal reserve and approve the suspension of the declaration of dividend for the operating results for the year 2020

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- Agree                       Against                       Abstain

Item 5 To consider and approve the appointment of the directors in replacement of those retiring by rotation

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- Appointment of whole directors
- For                       Against                       Abstain
- Appointment of individual director
- MR. RAJ TANTA-NANTA
- Agree                       Against                       Abstain
- MR. THANARERK THANAKIJSOMBAT
- Agree                       Against                       Abstain
- MR. VIPOOTA TRAKULHOON
- Agree                       Against                       Abstain

Item 6 To consider and approve the remuneration for directors for the year 2021

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- Agree                       Against                       Abstain

Item 7 To consider and approve the appointment of the auditor and the audit fee for the accounting period 2021

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- Agree                       Against                       Abstain

Item 8 To consider and approve the amendment of the Company's objectives and approving the amendment of Clause 3 of the Memorandum of Association to be in line with the amendment of the Company's objectives

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- Agree                       Against                       Abstain

Item 9 To consider and approve the "Prohibitions of Actions regarded as Business domination by Foreigners"

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- Agree                       Against                       Abstain

Item 10 Other matters (if any)

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with my/our instruction as follows:
  - Agree                       Against                       Abstain

- (4) The proxy's vote in any agenda item which is contrary to those as instructed in this proxy form shall be deemed invalid and not regarded as my/our vote as a shareholder.
- (5) In the absence or doubt of my/our voting instructions in any agenda item or in the event that the Meeting considers or passes a resolution on any matter other than those mentioned above, including any amendment, change or addition of facts whatsoever, the proxy is entitled to consider and vote on my/our behalf in all respects as he/she deems fit.

All acts undertaken by the proxy at the Meeting, except those contrary to the votes according to my/our instructions in the proxy form, shall be treated as if they were my/our own acts in all respects.

Signed:.....Grantor  
(.....)

Signed:.....Proxy  
(.....)

Signed:.....Proxy  
(.....)

Signed:.....Proxy  
(.....)

Remarks:

1. The shareholder shall appoint only one proxy to attend and vote at the Meeting, and the number of shares is indivisible to multiple proxies for different voting.
2. The shareholder shall grant proxy according to the number as specified in (2), and may not grant proxy in part less than such number as specified in (2).
3. In the event that there are more agenda items than those indicated above, the grantor may use the attached Supplement to Proxy Form B.

Supplement to Proxy Form B

Proxy of the Shareholder of Sky ICT Public Company Limited

In the Annual General Meeting of Shareholders for the year 2021 on 28 April 2021 at 2:00 p.m. at Swissôtel Le Concorde, 204 Ratchadaphisek Road, Huaykhwang Subdistrict, Huaykhwang District, Bangkok 10320, or any adjournment thereof to any other date, time and place.

Item..... Re:.....

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with my/our instruction as follows:
  - Agree                       Against                       Abstain

Item..... Re:.....

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with my/our instruction as follows:
  - Agree                       Against                       Abstain

Item..... Re:.....

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with my/our instruction as follows:
  - Agree                       Against                       Abstain

Item..... Re: Election of Directors (Cont'd)

- Director's name: .....
  - Agree                       Against                       Abstain
- Director's name: .....
  - Agree                       Against                       Abstain
- Director's name: .....
  - Agree                       Against                       Abstain

## Proxy Form C

(a form used only in the case that the shareholder is a foreign investor and  
has appointed a custodian in Thailand to act as a depository and administrator of shares)

Attached to the Notification of the Department of Business Development Re: Proxy Forms (No. 5) B.E. 2550 (2007)

(Affix Baht 20 Duty Stamp)

Written at: .....

Date: .....

- (1) I/We, ..... Nationality..... Address No.: .....  
Road: ..... Tambon/Sub-district: ..... Amphoe/District: .....  
Province: ..... Post Code.....  
as a shareholder of Sky ICT Public Company Limited, holding a total of.....share(s) and equivalent  
to a total of.....vote(s), as follows:

- (2) Hereby grant proxy to either:

Please mark  
(✓) in front  
of only one  
proxy's  
name

- (Mr./Mrs./Miss) ..... Age: ..... years  
Address No.: ..... Road: ..... Tambon/Sub-district: .....  
Amphoe/District: ..... Province: ..... Post Code: .....
- (Mr./Mrs./Miss) ..... Age: ..... years  
Address No.: ..... Road: ..... Tambon/Sub-district: .....  
Amphoe/District: ..... Province: ..... Post Code: .....
- MR. SIRIWAT TOVACHIRAKUL**, Independent Director and concurrently Chairman of the Audit Committee, Age 43, residing at 489 Senanikhom 1 Road, Lat Phrao Sub-district, Lat Phrao District, Bangkok 10230; or
- MR. THANARERK THANAKIJSOMBAT**, Independent Director and concurrently Audit Committee Member, Age 43, residing at 88/717 Parichart Pinklao Village, Tambon Bang Kratuek, Amphoe Samphran, Nakhon Pathom Province 73170; or
- MR. VIPOOTA TRAKULHOON**, Independent Director and concurrently Audit Committee Member, Age 55, residing at 80 Soi Phibulsongkram 15, Tambon Suan Yai, Amphoe Mueang Nonthaburi, Nonthaburi Province 11000

as my/our representative to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2021 on 28 April 2021 at 2:00 p.m. at Swissôtel Le Concorde, 204 Ratchadaphisek Road, Huaykhwang Subdistrict, Huaykhwang District, Bangkok 10320, or any adjournment thereof to any other date, time and place.

- (3) We hereby authorize the proxy to attend and vote at this Meeting as follows:

- Proxy is granted according to all shares held and eligible to vote;
- Proxy is granted partially, as follows:
- Ordinary shares: .....share(s) and eligible for.....vote(s)
- Preferred shares: .....share(s) and eligible for.....vote(s)
- Being a total of.....vote(s)

- (4) We hereby authorize the proxy to vote on our behalf at this Meeting as follows:

- Item 1 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020, which was held on 22 September 2020
- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;

- (b) The proxy shall vote in accordance with my/our instruction as follows:
- Agree                                       Against                                       Abstain

Item 2 To consider and acknowledge the operating results for the year 2020

- The proxy is entitled to acknowledge the operating results for the year 2020 on my/our behalf as he/she deems fit.

Item 3 To consider and approve the Company's financial statements for the period ended 31 December 2020, which had been reviewed by the Audit Committee and audited by the certified public accountant

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- Agree                                       Against                                       Abstain

Item 4 To consider and approve the appropriate of net profits as legal reserve and approve the suspension of the declaration of dividend for the operating results for the year 2020

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- Agree                                       Against                                       Abstain

Item 5 To consider and approve the appointment of the directors in replacement of those retiring by rotation

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- Appointment of whole directors
- For                                       Against                                       Abstain
- Appointment of individual director
- MR. RAJ TANTA-NANTA
- Agree                                       Against                                       Abstain
- MR. THANARERK THANAKIJSOMBAT
- Agree                                       Against                                       Abstain
- MR. VIPOOTA TRAKULHOON
- Agree                                       Against                                       Abstain

Item 6 To consider and approve the remuneration for directors for the year 2021

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- Agree                                       Against                                       Abstain

Item 7 To consider and approve the appointment of the auditor and the audit fee for the accounting period 2021

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- Agree                                       Against                                       Abstain

Item 8 To consider and approve the amendment of the Company's objectives and approving the amendment of Clause 3 of the Memorandum of Association to be in line with the amendment of the Company's objectives

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;

- (b) The proxy shall vote in accordance with my/our instruction as follows:  
 Agree                       Against                       Abstain

Item 9 To consider and approve the “Prohibitions of Actions regarded as Business domination by Foreigners”

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;  
 (b) The proxy shall vote in accordance with my/our instruction as follows:  
 Agree                       Against                       Abstain

Item 10 Other matters (if any)

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;  
 (b) The proxy shall vote in accordance with my/our instruction as follows:  
 Agree                       Against                       Abstain

- (5) The proxy’s vote in any agenda item which is contrary to those as instructed in this proxy form shall be deemed invalid and not regarded as our vote as a shareholder.  
(6) In the absence or doubt of our voting instructions in any agenda item or in the event that the Meeting considers or passes a resolution on any matter other than those mentioned above, including any amendment, change or addition of facts whatsoever, the proxy is entitled to consider and vote on our behalf in all respects as he/she deems fit.

All acts undertaken by the proxy at the Meeting, except those contrary to the votes according to our instructions in the proxy form, shall be treated as if they were our own acts in all respects.

Signed:.....Grantor                      Signed:.....Proxy  
(.....)

Signed:.....Proxy                      Signed:.....Proxy  
(.....)

Remarks:

1. This Proxy Form C is used only in the event that the shareholder whose name appears in the share register is a foreign investor and has appointed a custodian in Thailand to act as a depositary and administrator of shares.
2. Evidence to be accompanied with the proxy form includes:
  - (1) A power of attorney executed by the shareholder authorizing the custodian to sign the proxy form on his/her behalf;
  - (2) A document certifying that the proxy is licensed to operate the business as custodian.
3. The shareholder shall appoint only one proxy to attend and vote at the Meeting, and the number of shares is indivisible to multiple proxies for different voting.
4. The agenda item for election of directors may be on the slate or individual director voting basis.
5. In the event that there are more agenda items than those indicated above, the grantor may use the attached Supplement to Proxy Form C.

Supplement to Proxy Form C

Proxy of the Shareholder of Sky ICT Public Company Limited

In the Annual General Meeting of Shareholders for the year 2021 on 28 April 2021 at 2:00 p.m. at Swissôtel Le Concorde, 204 Ratchadaphisek Road, Huaykhwang Subdistrict, Huaykhwang District, Bangkok 10320, or any adjournment thereof to any other date, time and place.

.....

Item.....Re:.....

- (a) The proxy is entitled to consider and vote on our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with our instruction as follows:
  - Agree .....vote(s)
  - Against.....vote(s)
  - Abstain.....vote(s)

Item.....Re:.....

- (a) The proxy is entitled to consider and vote on our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with our instruction as follows:
  - Agree .....vote(s)
  - Against.....vote(s)
  - Abstain.....vote(s)

Item.....Re:.....

- (a) The proxy is entitled to consider and vote on our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with our instruction as follows:
  - Agree .....vote(s)
  - Against.....vote(s)
  - Abstain.....vote(s)

Item.....Re: Election of Directors (Cont'd)

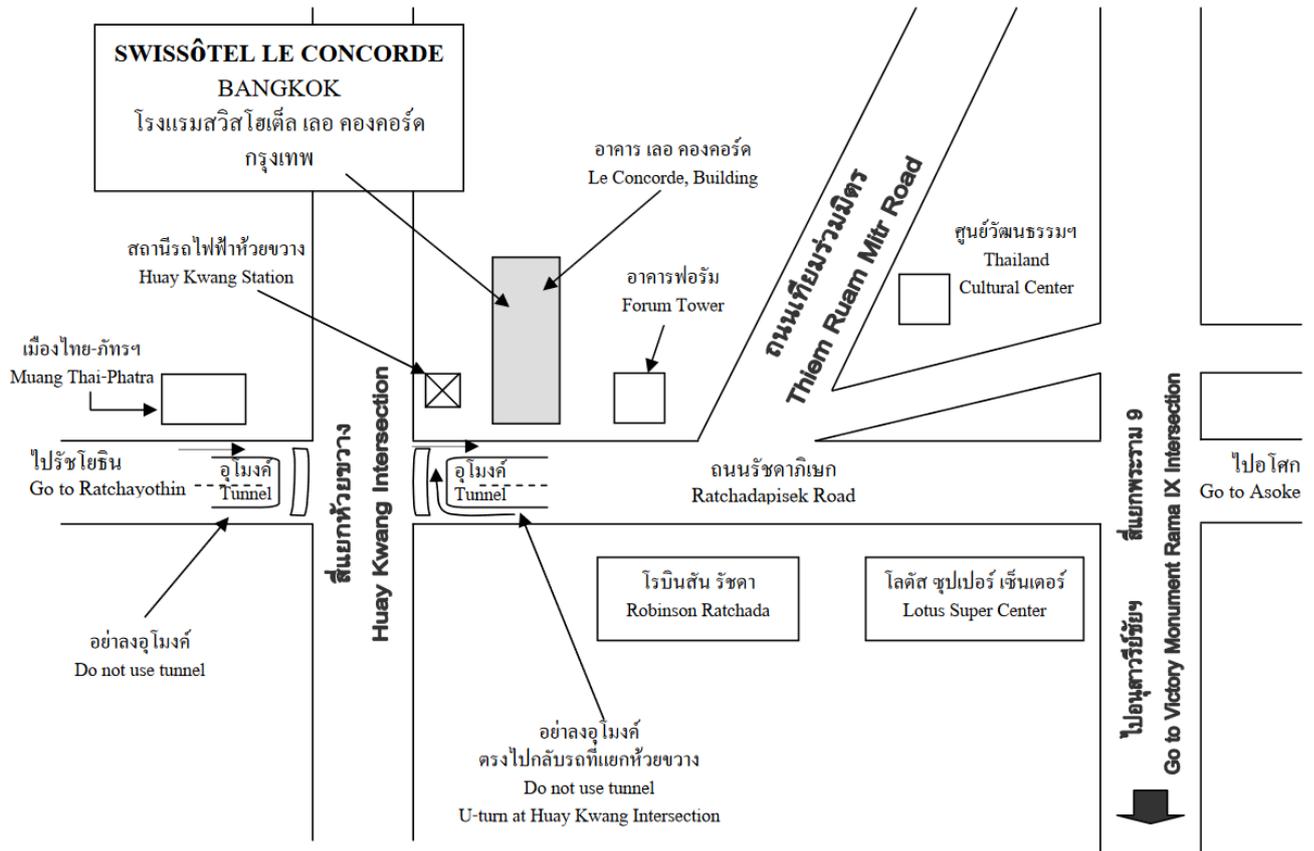
- Director's name: .....
- Agree .....vote(s)
  - Against.....vote(s)
  - Abstain.....vote(s)
- Director's name: .....
- Agree .....vote(s)
  - Against.....vote(s)
  - Abstain.....vote(s)
- Director's name: .....
- Agree .....vote(s)
  - Against.....vote(s)
  - Abstain.....vote(s)

Map of the Place of the Annual General Meeting of Shareholders for the year 2021

Sky ICT Public Company Limited

At Swissôtel Le Concorde, 204 Ratchadapisek Road, Huaykhwang Subdistrict

Huaykhwang District, Bangkok



**Form requesting a printed annual report**  
**Sky ICT Public Company Limited**

Dear Shareholders,

Sky ICT Public Company Limited (“the Company”) has prepared the Annual Report for year 2020 which includes the information according to the requirements of the Security and Exchange Commission through the QR Code and has delivered this information with the meeting notice.

If you wish to receive the printed Annual Report for year 2020 which will include the same information provided in the QR code, please notify us by providing the details specified below so that we could prepare the booklet for you.

Name	Lastname
Address No.	Street
Sub-district	District
Province	Postcode
Telephone No.	

You can send the form requesting a printed annual report for year 2020 to the Company or please contact to the address below.

Corporate Secretary

Sky ICT Public Company Limited

No. 55, 7<sup>th</sup> Floor, A.A. Capital Ratchada Building, Ratchadapisek Road, Dindaeng, Dindaeng Bangkok

Tel. +66 2029 7888

Fax. +66 2029 7879