



Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022
More Return Public Company Limited
form of meetings via electronic media (E-EGM)

Date, time

Wednesday, November 30, 2022 at 10:10 a.m. via electronic media (E-EGM)

before the meeting

Ms. Manatchaya Pewphuak acted as the moderator of this meeting. welcomed all shareholders to enter the Extraordinary General Meeting of Shareholders No. 1/2022 of More Return Public Company Limited and informed the meeting that There were shareholders attending the meeting both in person and and by proxy, a total of 32 persons can hold all shares in total. 3,170,641,547 shares, representing 48.5485 percent of the total number of shares sold of the company. A quorum was formed in accordance with Article 38 of the Company's Articles of Association, which stipulated that at a shareholders' meeting, there must be at least 25 shareholders and proxies (if any) attending the meeting, and there must be shares in total. not less than one-third of the total number of shares sold of the Company thus constituting a quorum. The quorum was constituted according to the Company's Articles of Association. Before starting to consider various matters according to the meeting's agenda. The meeting facilitator clarified the voting and vote counting methods of shareholders for each agenda as follows:

1. Voting practice for those who attend the meeting in person and of the proxies

1.1 In this extraordinary general meeting of shareholders, one share is one vote. In conducting the meeting on each agenda Shareholders can vote for, agree, disagree or abstain on each agenda. Vote counting will be counted only. Shareholders voted against and/or abstained only. Then those votes will be deducted from the total number of votes. The remainder of the attendance will be considered as agreeing votes on that agenda. In voting for the shareholders to choose the agenda they wish to vote on. After that, the system will show buttons for voting: 1. Agree (green) 2. Disagree (red) 3. Abstain (orange). button "Cancel the last vote" in which the shareholders can amend their votes until that agenda is closed for voting. "Cancel the last vote" or "not vote", the company will assume that you agree with that agenda. And voting can be changed until the notice of voting closes.

1.2 In case of a proxy To receive proxies from many shareholders, click on "User icon" and press the button "Switch account" to access the accounts of other shareholders.

1.3 Any shareholder who has a special interest in any agenda will not have the right to vote on that agenda.

1.4 Shareholders have time to vote for 1 minute after the announcement of the opening of voting for each agenda. And when the voting result of each agenda is closed, the result of that agenda will be announced to the meeting later.



1.5 Shareholders who have made proxy forms for others to attend the meeting and vote according to the wishes of the shareholders. The Company used the votes of agreeing, disagreeing or abstaining according to the wishes of the shareholders It has already been included in the registration for voting according to the agenda.

1.6 Voting in this Extraordinary General Meeting of Shareholders is

1) Agenda 1, 2 and 3 must be approved by a majority vote of the shareholders. attending the meeting and having the right to vote

2) Agenda 4 and 5 must be approved with a vote of not less than three-fourths (3/4) of the total votes of the shareholders. attending the meeting and having the right to vote

3) Agenda 6 and 7 must be approved with a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote. Voting of the Applicant and persons under Section 258 of the Applicant or persons acting in concert (concert party) with the Applicant and persons under Section 258 of persons acting jointly of the Applicants.

2. Debriefing in the meeting room

2.1 Before voting on each agenda, the company will give the opportunity for the attendees to ask questions or express opinions on issues related to that agenda as appropriate

2.2 Participants who wish to ask questions or express their opinions on any agenda Can ask questions by pressing the button "Send a question / Question", choose an agenda. who want to ask, then type the question, then click on the symbol, send a question, or ask a question with voice by pressing the "Record/Record" button and ask a question with voice Once the question has been asked, press the "Stop for Record" button and press the "Send Question" button.

2.3 In the event that a large number of questions related to that agenda are sent into the system, the Company will consider and select the questions as appropriate.

After the meeting facilitator had finished explaining the voting method, he then introduced the Board of Directors attending the meeting as follows:

Directors of the Company who attended the meeting

- | | |
|--|---|
| 1. Pol. Maj. Gen. Latthasanya Piansompar | Independent Director / Chairman of the Board of Directors and Chairman of the Audit Committee |
| 2. Dr. Ummarit Klomchitcharoen | Director / President and Chief Executive Officer |
| 3. Mr. Chattaphum Khantiviriya | Director / Chairman of the Remuneration Committee |
| 4. Mr. Prawit Opas | Independent Director / Member of the Audit Committee |
| 5. Dr. Somchai Wongsubsin | Independent Director / Member of the Audit Committee |
| 6. Mr. Patbordee Chomwong | Director |

Attendees

- | | |
|----------------------------|--------------------------------|
| 1. Ms. Wannisa Srisuchai | Accounting and Finance Manager |
| 2. Ms. Kanokwan Boonprakob | Company Secretary |



Independent Financial Advisor from I V Global Securities Public Company Limited are:

1. Ms. Kritsaporn Khunchan
2. Mr. Thanawat Boonsiripaiboon

Legal advisors from Araya and Partners Co., Ltd. are:

1. Ms. Araya Puttipongthorn
2. Mr. Withawin Khorboonsongserm

The meeting started at 10.10 a.m.

Police Maj. Gen. Latthasanya Piansomphan, Chairman of the Board of Directors Acting as the chairman of the meeting opened the meeting. and welcomed the shareholders attending the Extraordinary General Meeting of Shareholders No. 1/2022 today and assigned Ms. Manatchaya Pewphuak to conduct the meeting according to the agenda.

The meeting facilitator proposed the meeting to consider various matters. According to the following agenda

Agenda 1 To consider and certify the minutes of the 2022 Annual General Meeting of Shareholders held on April 20, 2022.

The meeting moderator informed the meeting that The Company has sent a copy of the minutes of the 2022 Annual General Meeting of Shareholders held on April 20, 2022 to the Stock Exchange of Thailand. and the Ministry of Commerce within 14 days from the date of the Annual General Meeting of Shareholders as required by law and delivered the minutes of such meeting to the shareholders together with the meeting invitation letter. The Board of Directors considered that the minutes of the meeting were recorded correctly and completely.

However, the number of votes required to pass a resolution is a majority vote of the total number of votes of the shareholders attending the meeting and voting. and when no one has any comments or questions the chairman then asked the meeting to pass a resolution and the moderator summed up the meeting's resolutions as follows:

Resolution of the meeting

the meeting has considered Unanimously resolved to approve the minutes of the 2022 Annual General Meeting of Shareholders held on April 20, 2022.

with votes

Approved	3,170,641,547	votes or equal to	100	percent
Disapproved	0	votes or equal to	0	percent
Abstain	0	votes or equal to	0	percent

from the total number of votes 3,170,641,547 Votes who attended the meeting and voted on this agenda The moderator proposed the meeting to consider the next agenda.



Agenda 2 Approved the cancellation of the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021 held on November 24, 2021 (Agenda 2) to consider and approve the sale of investment in More Property Company Limited. Development Co., Ltd., a subsidiary of 38,399,993 shares or 99.99 percent of the total registered capital. with a par value of 10 baht per share, at a selling price of 6.51 baht per share, or a total value of 250,000,000 baht (two hundred and fifty million baht) to Mr. Siwaporn Tangchittiporn.

The moderator informed the meeting that in this agenda The Board of Directors is of the opinion that Because the area surrounding the Baan Suan condominium Has been expropriated, there will be a real estate development project in the area surrounding the Baan Suan Chatuchak condominium, which Mr. Siwaporn Tangchittiporn presented and introduced investors from other companies who are interested in investing in this project. The Board considered that it was an interesting project. and assigned the executive committee to study and analyze the feasibility of the project at the conclusion of the project The proportion of investment is clear. The deposit of 50 million baht that Mr. Siwaporn Tangchittiporn paid to More Return Public Company Limited will be considered as part of the investment in this project according to Mr. Siwaporn Tangchittiporn. Tiporn, if the project is not concluded or is considered risky, not worth the investment, MORE will return the deposit of 50 million baht back to Mr. Siwaporn Tangchittiporn. garden Being expropriated will have a positive effect on the property value of More Property Company. Development Co., Ltd. ("PROP") that has increased in addition, the restrictions on real estate development that existed before the surrounding areas were expropriated have been eliminated and due to the sale of investment in ordinary shares of More Property Company Limited. Development Co., Ltd. ("PROP") was approved by the Extraordinary General Meeting of Shareholders No. 1/2021. The Board of Directors therefore agreed to propose the cancellation of the disposition of capital in ordinary shares of More Property Company Limited. Tee Development Co., Ltd. ("PROP") to this extraordinary general meeting of shareholders. to consider and approve first and if there is progress in joint investment projects clear investment proportion The Company will comply with the criteria for acquisition or disposition of assets and notify subsequently.

In this regard, the meeting moderator informed the meeting that there were questions from **Mr. Phuwanart Na Songkhla, Thai Investors Association** Asked questions in Agenda 2 as follows:

Two resolutions were requested to cancel shareholders' resolutions, resulting in negative views of the board's effectiveness in business planning. In addition, when the shareholders have approved the plan will have an effect on the stock price to be higher because it will receive 250 million baht, but when there is news of a change saying that it has been canceled and that 250 million baht is not paid, it will affect the share price in a negative way. Therefore, he would like to clarify the issue of prudence in formulating a business plan and guidelines to prevent such a recurrence in the future/and the board did not have any information or did not know before or that the area around the Baan Suan condominium would have land expropriation, so there was a plan to sell the investment.

Dr. Ummarit Klomchitcharoen Chief Executive Officer answered questions as follows:



The reason for considering the disposal of all ordinary shares in PROP last year was that the Company planned to use the proceeds from the disposal of the investment in PROP to invest in the water management business. Because the performance of PROP still does not clearly reflect the profit. As a result, the company must be strict in the use of money for investment. Therefore, consider investing in businesses that can provide higher returns.

At that time, the company could not predict the situation of the spread of the Coronavirus (COVID-19). The economic situation at that time directly and indirectly affected the real estate business group. the Company's auditor There is a tendency to set up another allowance for impairment of investment in the future. expropriation of surrounding areas the news has been out for a long time but it is unclear and the company is not ready for funding. During the past year, Mr. Siwaporn Tangchittiporn led real estate development projects in the area surrounding the Baan Suan Chatuchak condominium. to present and introduce investors from other companies who are interested in investing in this project We therefore see that it is an interesting project. and when no one has any comments or questions the chairman then asked the meeting to pass a resolution and the moderator summed up the meeting's resolutions as follows:

Resolution of the meeting

the meeting unanimously resolved to approve the cancellation of the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021 held on November 24, 2021 (Agenda 2) to consider and approve the sale of investment in More Property Company Limited. Development Co., Ltd., a subsidiary of 38,399,993 shares or 99.99 percent of the total registered capital. with a par value of 10 baht per share, at a selling price of 6.51 baht per share, or a total value of 250,000,000 baht (two hundred and fifty million baht) to Mr. Siwaporn Tangchittiporn.

with votes

Approved	3,170,641,547	votes or equal to	100	percent
Disapproved	0	votes or equal to	0	percent
Abstain	0	votes or equal to	0	percent

from the total number of votes 3,170,641,547 Votes who attended the meeting and voted on this agenda The moderator proposed the meeting to consider the next agenda.

Agenda 3 To consider and approve the cancellation of the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021 held on November 24, 2021 (Agenda 7) regarding the allocation of newly issued ordinary shares in the amount not exceeding 2,000,000,000 shares (two billion shares) with a par value of 0.05 baht per share to be offered to a specific person (Private Placement), namely May Plus 2005 Co., Ltd., offering price of 1.50 baht per share, totaling not over 3,000,000,000 baht (three billion baht) as compensation for the acquisition Pyrolusite Mineral

The Board of Directors considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the cancellation of the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021 held on 24 November 2021 (Agenda 7) regarding the allocation of



ordinary shares. increase capital amount not more than 2,000,000,000 shares (two billion shares) with a par value of 0.05 baht per share for offering to a specific person (Private Placement), namely May Plus 2005 Co., Ltd. (“Investor”), offering price of 1.50 per share. baht, with a total value of not more than 3,000,000,000 baht (three billion baht) as compensation for the acquisition of Pyrolusite.

The meeting facilitator informed the meeting that there were questions.

Mr. Phuwanart Na Songkhla, Volunteer Phithaksit Thai Investors Association Asked questions in Agenda 3 as follows:

1. In case of requesting to cancel the resolution this time as a result of May Plus Company's breach of contract in the sale of pyrosite ore which directly affects More's tap water business group, so would like to know about the prudence in business negotiations What happened, May Plus did not comply with the contract.

Dr. Ummarit Klomchitcharoen Chief Executive Officer answered questions as follows:

Because May Plus 2005 Co., Ltd. (“Investor”) has breached the contract to buy and sell pyrolusite water filter products (Pyrolusite) dated July 5, 2020 by selling pyrolusite to other people and not shipping the mineral. pyrolusite water filter according to the company the order was processed on time. When the customer reported a default in the delivery of pyrolusite, the company assigned the legal department to closely follow up on this matter. until it was found that May Plus Pyrolusite was taken for sale by itself, so the legal department filed a lawsuit against May Plus 2005 Co., Ltd.

2. In this case, more has to sue May Plus Company as the 1st defendant and MN Pure Life Co., Ltd. as the 2nd defendant. Would like to know the progress of the case. and guidelines for mediation

Dr. Ummarit Klomchitcharoen Chief Executive Officer answered questions as follows:

On August 9, 2022, filed a lawsuit against May Plus 2005 Co., Ltd. as the 1st defendant, and MN Pure Life Co., Ltd. as the 2nd defendant, with a total value of 879,147,884 baht (black case number P.3993/2565, posted on August 11, 2022)

On October 11, 2022, the defendant's lawyers for both cases filed a request for an extension of the period for submitting the statement to November 13, 2022. The court therefore postponed the case to November 21, 2022 at 9:00 a.m.

On November 21, 2022, the 1st defendant's lawyer and 2nd defendant's lawyer filed a petition to postpone the case to wait for the prosecution's counterclaim. To be postponed to an appointment to point out two places on January 16, 2023 at 9:00 a.m.

3. For the business of selling tap water When the ore is not used There will be an impact on income that is not as expected. and that do not have efficient and cost-effective replacement minerals for business purposes instead. Want to know how much it affects the company's plans and business opportunities in the future

Dr. Ummarit Klomchitcharoen Chief Executive Officer answered questions as follows

Currently, the tap water business group the performance is already profitable. just not much At that time, we thought to reduce the cost of water filtration, reducing various expenses. Regarding the production of tap water, he would like to use pyrolusite to reduce the cost in this respect. However, the company has



experimented and tested the efficiency of different manganese ores. To determine the equivalence of the efficiency of pyrolusite by different sources. From business partners both in the country and neighboring countries, and now the water supply business subsidiary will continue to use the existing water filtration method and the company will find other effective and cost-effective replacement methods. Suitable production for use in water filtration to produce tap water for sale. In order to make the performance more profitable than it is.

and when no one has any comments or questions the meeting moderator additionally clarified to the meeting that the resolution of the meeting in this agenda will be based on the majority vote of the total number of votes of the shareholders attending the meeting and having the right to vote. The chairman then asked the meeting to pass a resolution and the moderator summed up the meeting's resolutions as follows:

Resolution of the meeting the meeting has considered unanimously Approved the cancellation of the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021 held on November 24, 2021 (Agenda 7) regarding the allocation of newly issued ordinary shares in the amount of not more than 2,000,000,000 shares (two billion shares) at a par value of 0.05 per share. baht for offering to a specific person (Private Placement) in the amount of 1 person, namely May Plus 2005 Company Limited, offering price of 1.50 baht per share, total value not exceeding 3,000,000,000 baht (three billion baht) as compensation for the acquisition Pyrolusite as proposed in all respects

with votes

Approved	3,170,641,547	votes or equal to	100	percent
Disapproved	0	votes or equal to	0	percent
Abstain	0	votes or equal to	0	percent

from the total number of votes 3,170,641,547 Votes who attended the meeting and voted on this agenda The moderator proposed the meeting to consider the next agenda.

Agenda 4 To consider and approve the reduction of the Company's registered capital by canceling unsold shares and amendment to Clause 4. of the Memorandum of Association to be in line with the reduction of the registered capital

The meeting moderator informed the meeting that The Board of Directors' meeting resolved to approve to propose to the shareholders' meeting to consider and approve the reduction of the Company's registered capital by 100,000,000 baht from the original registered capital. 453,793,579.75 baht is the new registered capital 353,793,579.75 baht by canceling 2,000,000,000 unissued registered ordinary shares at the par value of 0.05 baht, which are newly issued ordinary shares allocated to a specific person (Private Placement) according to the resolution of the Extraordinary General Meeting of Shareholders No. 1 / 2 0 2 1 held on November 24, 2021 to cancel the resolution of the allocation of shares as specified in item 3 above.

The Board considered it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 Consider approving the reduction of the company's registered capital by 100,000,000 baht from the original registered capital. 453,793,579.75 baht is the new registered capital 353,793,579.75 baht by canceling



2,000,000,000 unissued registered ordinary shares at the par value of 0.05 baht, which are newly issued ordinary shares allocated to a specific person (Private Placement) according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021 held on November 24, 2021 to cancel the resolution of the allocation of such shares as specified in Clause 3 and consider approving the amendment to Clause 4. of the Memorandum of Association to be in line with the reduction of registered capital as follows:

“Article 4. Registered capital in the 353,793,579.75 baht (three hundred fifty-three million seven hundred ninety-three thousand five hundred seventy-nine baht and seventy-five satang)
divided 7,075,871,595 Shares (seven billion seventy-five million eight hundred seventy-one thousand five hundred and ninety-five shares)
par value of 0.05 baht (five satang) per share
divided into Ordinary shares 7,375,871,595 shares (seven thousand three hundred seventy-five million eight hundred seventy-one thousand five hundred and ninety-five shares)
Preferred shares - shares (- shares)”

The meeting moderator additionally clarified to the meeting that the resolution of the meeting in this agenda will require a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. and when no one has any comments or questions the chairman then asked the meeting to pass a resolution and the moderator summed up the meeting's resolutions as follows:

Resolution of the meeting the meeting has considered Unanimously resolved to approve the reduction of the company's registered capital by 100,000,000 baht from the original registered capital. 453,793,579.75 baht is the new registered capital 353,793,579.75 baht by canceling 2,000,000,000 unissued registered ordinary shares at the par value of 0.05 baht, which are newly issued ordinary shares allocated to a specific person (Private Placement) according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021 held on November 24, 2021 to cancel the resolution of the allocation of such shares as specified in Clause 3 above and amend Clause 4. of the Memorandum of Association to be consistent with the reduction of registered capital. as proposed in all respects

with votes

Approved	3,170,641,547	votes or equal to	100	percent
Disapproved	0	votes or equal to	0	percent
Abstain	0	votes or equal to	0	percent

from the total number of votes 3,170,641,547 Votes who attended the meeting and voted on this agenda The moderator proposed the meeting to consider the next agenda.

Agenda 5 To consider and approve the increase of the Company's registered capital and the amendment to Clause 4. of the Memorandum of Association in line with the increase of the registered capital



The meeting moderator informed the meeting that The Board of Directors' meeting resolved to approve to propose to the shareholders' meeting to consider and approve the increase of the Company's registered capital by 15,000,000 baht (fifteen million baht) from the original registered capital. 353,793,579.75 baht is the new registered capital 368,793,579.75 baht by issuing not more than 300,000,000 newly issued ordinary shares (three hundred million shares) at a par value of 0.05 baht per share to support the allocation of newly issued ordinary shares to a specific person (Private Placement) and to consider approving the amendments. Clause 4 . of the Memorandum of Association in accordance with the increase of registered capital is as follows:

“Article 4. Registered capital in the 368,793,579.75 baht (three hundred sixty-eight million seven hundred ninety-three thousand five hundred seventy-nine baht and seventy-five satang)

Divided 7,375,871,595 Shares (seven thousand three hundred seventy-five million eight hundred seventy-one thousand five hundred and ninety-five shares)

par value of 0.05 baht (five satang) per share

divided into Ordinary shares 7,375,871,595 shares (seven thousand three hundred seventy-five million eight hundred seventy-one thousand five hundred and ninety-five shares)

Preferred shares - shares (- shares)”

The Board considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the increase of the Company's registered capital by 15,000,000 baht (fifteen million baht) from the original registered capital. 353,793,579.75 baht is the new registered capital 368,793,579.75 baht by issuing not more than 300,000,000 newly issued ordinary shares (three hundred million shares) at a par value of 0.05 baht per share to support the allocation of newly issued ordinary shares to a specific person (Private Placement) and to consider approving the amendments. Clause 4 of the Memorandum of Association in accordance with the increase of registered capital according to the proposed details

The meeting facilitator informed the meeting that he had the following questions:

Mr. Phuwanart Na Songkhla, Volunteer Phithaksit Thai Investors Association Asked questions in Agenda 5, 6 and 7

related and linked. because it is a request for approval of a capital increase Then allocate shares to increase capital as PP, and then ask for a waiver from having to make a tender offer or whitewash. Recently, there has been an observation issue from the SEC regarding different information. and would like the shareholders to exercise their voting rights cautiously, so he asked about this agenda for the next 2 agendas as follows:

Ask Agenda 5

1 .The Company still confirms the necessity of this capital increase or not? Please let me know the necessity again.



The Chairman asked Dr. Somchai wongsabsin Independent Director and Audit Committee answer questions instead because it is a capital increase for Dr. Ummarit Klomchitcharoen Chief Executive Officer which is a connected transaction, has been reviewed by the Audit Committee before

Dr. Somchai Wongsabsin Independent Director and Member of the Audit Committee answered questions as follows: The most important thing at this time is the image of the company from the events that have affected the company greatly Both negative news and news play affect credibility. in the business of the company This raises doubts and doubts about the ability to proceed with the Rolling Loud concert project from the copyright owner. because the company Official rights holder and organizer of Rolling Loud events in Thailand from 2023 to 2028 with exclusive rights to organize events in Southeast Asia. which is the first in Asia capital increase this time in addition to bringing money to do the RL project, which is a project that we have partnered with many partners, both public and private sectors. that we continue to hold this meeting during this time While there is a point, the event is not easy. We had to answer a lot of questions and clarify. If in the corner of working people Probably no one wants to continue, wants to stop, doesn't have to follow the original plan, it's fine. Warrants from minority shareholders can be used to implement the project. But making this list There are many expenses already incurred. whether it is a financial advisory fee Legal advisory fees, TSD processing fees, etc. Board of Directors and management team try to open up new business opportunities. which we believe can be extended to increase revenue channels for the company

2. Please confirm the reason for choosing to allocate PP shares despite being a connected person. Why not find someone else to buy instead?

Dr. Somchai Wongsabsin Independent Director and Member of the Audit Committee answered questions as follows: because 2 years ago the company have ever raised funds By way of allocating shares to 3 specific people, but when it's time, we can't control or let investors come to use the right at the time we want to use the money, causing the project plan that used to be done does not go as planned. anticipated In addition, due to this economic situation and it is a new business of the company. That is, the company I have never had a concert experience before. And the project still has many uncertain risks which may cause the project's performance may not be as expected. Due to various internal and external factors, it is difficult to find investors to invest with us.

3 In this case, if the PP is allocated to many people in order not to let you be Dr. Ummarit Klomchitcharoen Having to cross the line to make a tender offer would not necessarily require the whitewash criteria to become a moot point. or if it is an increase in PP capital for Ummarit Klomchitcharoen, but not crossing the line Then the required funds that are missing. Would it be more appropriate to use a loan from a financial institution for the shortfall

Dr. Somchai Wongsabsin Independent Director and Member of the Audit Committee answered questions as follows: Resolution of this capital increase Available since August This is the time when we have just acquired the rights of the copyright holder and held the official Rolling Loud event in Thailand. Considering the estimate of the money we will have to pay in preparation for this project for a period of 5 years from 2023 to



2028, we still do not know for sure in the next 2 months, who will use the warrant conversion rights in (October) or not consideration of the release of money by financial institutions in this condition, it's not easy. There are quite high financial costs. In addition, borrowing for RL projects requires a high amount of collateral. Financial institutions also consider various risks. that we will take the loan to invest the management had applied for a loan in the tap water business with a state concession that had not yet been approved.

3. Question: If the SEC has released news that there is still a significant difference between Board of Directors' Statement with the information in the invitation letter and the IFA's information. Therefore, more should ensure that the shareholders receive such significant information at least 14 days in advance of the meeting date. In this case, it is not known whether in the future it will affect the resolution of the shareholders today or not. that it does not comply with the rules of the SEC

Dr. Ummarit Klomchitcharoen Chief Executive Officer answered questions as follows: The company has already clarified this issue. which is the difference between the statement of the Board of Directors With the information in the invitation letter and information from the IFA that comes from the Board of Directors' meeting on November 14, 2022, considering the issue that the company will choose to hold a shareholders' meeting to do the transaction according to the plan or choose to cancel the shareholders' meeting Therefore, the figure from the clarification of the costs incurred in the amount of 899 million baht is the effect that may occur from the company. Choose to cancel today's meeting. causing the Company to pay all project costs However, today we have held a meeting to implement the original plan. The information that the shareholders received in the notice of the meeting that the company sent at least 14 days in advance. The information is therefore correct and complete because it has been based on the assumptions of cash inflows and outflows. In order to consider the need for capital increase according to the operation according to the work plan for today's resolution.

Ms. Ratre WisitSurawong, a shareholder, asked questions about Agenda 5 and Agenda 6 as follows: Is it a large capital increase for any reason? How many % of income can be spent to generate more income? Please clarify the guidelines.

Dr. Ummarit Klomchitcharoen Chief Executive Officer answered questions as follows

The company will use the money received from this event to organize the Rolling Loud Thailand concert event, which is organized for the first time in Thailand to increase the opportunity for the company to operate in the entertainment business. (Entertainment) to build business relationships in various fields. Which can be used to build on existing businesses and new businesses in the future, opening up income channels. and when no one has any comments or questions the meeting moderator additionally clarified to the meeting that the resolution of the meeting in this agenda will require a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. The chairman then asked the meeting to pass a resolution and the moderator summed up the meeting's resolutions as follows:

Resolution of the meeting the meeting has considered passed a resolution with not less than three-fourths of the votes Approved an increase in the registered capital of the company in the amount of 15,000,000 baht



(fifteen million baht) from the original registered capital. 353,793,579.75 baht is the new registered capital 368,793,579.75 baht by issuing not more than 300,000,000 newly issued ordinary shares (three hundred million shares) at a par value of 0.05 baht per share to support the allocation of newly issued ordinary shares to a specific person (Private Placement) and to consider approving the amendments. Clause 4 of the Memorandum of Association in accordance with the increase of registered capital as proposed in all respects

with votes

Approved	1,623,325,552	votes or equal to	99.9928	percent
Disapproved	115,830	votes or equal to	0.0071	percent
Abstain	0	votes or equal to	0	percent

from the total number of votes 3,170,641,547 Votes who attended the meeting and voted on this agenda The moderator proposed the meeting to consider the next agenda.

from the total number of votes 1,623,441,382 Votes attending the meeting and having the right to vote in this agenda

Note: The votes of stakeholders in this agenda are not included. There is 1 person, namely Mr. Amarit Klomchitcharoen, having 1,547,200,165 votes.

Agenda 6 To consider and approve the allocation of newly issued ordinary shares to a specific person (Private Placement) who is a connected person as well as to consider and approve the connected transactions

The meeting moderator informed the meeting that The Board of Directors' meeting resolved to approve to propose to the shareholders' meeting to consider approving the allocation of not more than 300,000,000 newly issued ordinary shares (three hundred million shares) at a par value of 0.05 baht per share for offering without whether one time or several times to a specific person (Private Placement), namely, Mr. Ummarit Klomchitcharoen (“Investor”) who is a connected person of the Company according to the Connected Transaction Notifications.

The offering price of the newly issued ordinary shares Assign the Board of Directors and/or persons assigned by the Board of Directors Determines the offering price of shares which must not be lower than 90 percent of the market price of the Company's ordinary shares. The market price of the Company's ordinary shares is set equal to the weighted average price of the Company's shares in the past for not less than 7 consecutive business days but not more than 15 consecutive business days prior to the date on which the offering price is determined. The weighted average price must be based on the average trading price of such shares each day. However, the date for determining the offering price of shares must be no later than 3 business days prior to the first day of offering to investors. This will happen after the shareholders' meeting has passed a resolution approving the Company's offering of newly issued shares through private placement. and the price the Board of Directors and/or the person assigned by the Board of Directors considers that the price is the best price according to the market conditions during the offering of such newly issued ordinary shares. By taking into account the interests of the company and shareholders is important. According to the Notification of



the Capital Market Supervisory Board No. Tor Jor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares through Private Placement dated October 28, 2015 (and its amendments) (“Notification Tor Jor. Mon. 72/2558”)

However, if the offering price of newly issued ordinary shares to specific investors (Private Placement) is lower than 90 percent of the market price (the market price is calculated from the weighted average price of the Company's ordinary shares traded in the stock market for the past 7-15 days) The Company has a duty to prohibit investors from selling all newly issued ordinary shares received from the offering within a period of 1 year from the date on which the newly issued ordinary shares of the Company begin trading on the SET (Silent Period). After the period of 6 months, the investor can then gradually sell the prohibited shares in the amount of 25 percent of the total number of shares prohibited for sale, in accordance with the rules specified in the Notification of the Stock Exchange of Thailand on Rules and Conditions. 2558 (2015) dated May 11, 2015 (and any amendments)

The issuance and offering of such newly issued ordinary shares must be approved by the shareholders' meeting of the Company with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. The votes of the shareholders who have interests are not counted. 1,547,200,165 shares and on October 21, 2022 exercised the right to convert warrants to purchase ordinary shares No. 2 in proportion to the amount of 600,013 shares and when including the allocation of ordinary shares for this increase in the amount of 300,000,000 shares, resulting in after the issuance and offering for sale of newly issued ordinary shares of the Company for offering to investors Investors will hold shares in the company in the amount 1,847,800,178 shares or 25.75 percent of the total number of shares sold of the company after the registration of the paid-up capital after the issuance of the newly issued shares this time Issuance and allocation of newly issued ordinary shares of the Company to investors at this time It is considered a connected transaction of a listed company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor.) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Operations of Listed Companies Concerning the Connected Transactions B.E. 2546 dated November 19, 2003 (as amended) ") as the investor is a director and major shareholder of the company The aforementioned transactions are transactions relating to assets or services with the highest value. representing 48.81% of the net tangible assets (NTA) of the Company, calculated from the Company's reviewed consolidated financial statements for the 2nd quarter of 2022 ended June 30, 2022. The transaction is more than 3% of the net tangible assets (NTA) of the Company, therefore, the Company is obligated to comply with the Connected Transaction Notifications. Including the following actions

(1) Prepare a report and disclose information on the transaction of the Company to the Stock Exchange of Thailand. ("SET")

(2) Proceed to arrange a shareholders' meeting of the company by sending a notice of shareholders' meeting not less than fourteen days prior to the meeting date. to get approval from the shareholders' meeting of the Company with a vote of not less than three-fourths of the total number of votes



of shareholders attending the meeting and having the right to vote. without counting the votes of shareholders who have interests

(3) Appoint an independent financial advisor (IFA) to perform the relevant duties. In this regard, the Company has appointed a financial advisor to act as an independent financial advisor for this connected transaction of the investor.

In addition, the Board of Directors' meeting The Company resolved to approve the proposal to the shareholders' meeting to consider and approve the authorization of the Board of Directors and/or the person assigned by the Board of Directors to have the authority to take any action. regarding the issuance, offering, allocation and subscription of such newly issued ordinary shares. This includes the following actions:

(1) Determine the offering price of newly issued shares in accordance with the criteria specified above. Including any other details related to the allocation of newly issued ordinary shares to specific investors. This includes but is not limited to determining, amending, adding details about the issuance, offering, allocation and subscription of newly issued ordinary shares. Offering date of newly issued ordinary shares and payment methods for newly issued ordinary shares (By considering the allocation period and subscription for one time or several times) as well as taking actions related to the issuance. offering for sale and subscribe for such newly issued ordinary shares and overseeing the delivery of information and disclosing relevant details to the market. securities, as well as setting conditions and relevant details in accordance with the laws and regulations related to the issuance and offering of newly issued ordinary shares

(2) Signing, amending, changing, contacting or reporting in various application documents and evidence necessary and relevant to the issuance, offering, allocation, subscription and delivery of such newly issued ordinary shares which includes contact and application for permission Such documents and evidence to the Ministry of Commerce, the SEC Office, the SET government agency or other relevant agencies and the listing of newly issued ordinary shares of the Company on the Stock Exchange of Thailand and has the power to take any other actions necessary and appropriate in order to complete the issuance and allocation of newly issued ordinary shares to specific investors of the Company.

(3) Register the capital increase and amend the memorandum of association at the Department of Business Development. Ministry of Commerce and have the power to take any action necessary to comply with the order of the Registrar. to complete the registration process

In this regard, the company must complete the offering of shares to investors within 6 months from the date of receiving a waiver from making a tender offer for all securities of the business by virtue of the resolution of the shareholders' meeting (Whitewash). Please consider other details. According to the Information Memorandum on the Offering and Allocation of Newly Issued Shares to Specific Investors (Private Placement) and the Connected Transaction of More Return Public Company Limited, Capital Increase Report Form (F53-4) and details regarding the request for a waiver from making a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting (Whitewash) (Enclosures 2, 3 and 4) that have been delivered to the shareholders. held by all shareholders together with the invitation letter for this



meeting The Board of Directors considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the allocation of not more than 300,000,000 newly issued ordinary shares with a par value of 0.05 baht per share, to be offered for sale either once or several times. time for a specific person (Private Placement), amounting to 1 person, namely Mr. Amarit Klomchitcharoen who is a connected person of the Company according to the Connected Transaction Notifications and related authorization according to the proposed details

The meeting facilitator informed the meeting that he had the following questions:

Mr. Kochai Thaweetermsakul, a shareholder, asked about the incident.

As a minority shareholder who is affected by stock prices and suffers directly to the incident from the white sources that fanfare comes out from all offices until now, I start to wonder what business MORE actually does. Isn't there a real business like the news? But from this meeting receive news from the company that delivers So it's still enough to understand. Regarding the Rolling Loud concert in collaboration with Pattaya tourism It seems like a tangible hope now. And hope that the company will make a profit and build an image. This will directly benefit minors like me.

The meeting facilitator informed the meeting that it was an opinion from this shareholder.

The meeting moderator additionally clarified to the meeting that the resolution of the meeting in this agenda will require a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. Such resolution shall not include the votes of a person under Section 258 of the Applicant or a concert party with the Applicant and a person under Section 258 of a person acting jointly with the Applicant. and when no one has any comments or questions the chairman then asked the meeting to pass a resolution and the moderator summed up the meeting's resolutions as follows:

Resolution of the meeting the meeting has considered Resolved with a vote of not less than three-fourths to approve the allocation of not more than 300,000,000 newly issued ordinary shares at a par value of 0.05 baht per share for offering either one time or several times to a specific person (Private Placement). 1 person, i.e. Mr. Amarit Klomchitcharoen (“Investor”) who is a connected person of the Company according to the Connected Transaction Notifications. and related authorization as proposed in all respects

with votes

Approved	1,623,325,552	votes or equal to	99.9928	percent
Disapproved	115,830	votes or equal to	0.0071	percent
Abstain	0	votes or equal to	0	percent

from the total number of votes 1,623,441,382 Votes attending the meeting and having the right to vote in this agenda

Note: The votes of stakeholders in this agenda are not included. There is 1 person, namely Mr. Amarit Klomchitcharoen, having 1,547,200,165 votes.

Agenda 7 To consider and approve the request for a waiver from making a tender offer for all securities of the business by virtue of the resolution of the shareholders' meeting (Whitewash)



The meeting moderator informed the meeting that Due to the increase of the company's registered capital for Issuing and offering shares to investors as specified in Agenda 6 above will cause investors to hold all shares in the company equal to 1,847,800,178 shares or 25.75% of the total number of shares sold after the increase of the paid-up capital of the Company after the issuance of this capital increase.

As a result, the investor holds shares in proportion that cross the point where a tender offer for all securities of the company is 25 percent and is obligated to make a tender offer for all securities of the company. In this regard, investors can still have the right to hold an additional 24.25% of the shares without having to make a tender offer for all securities of the Company as specified in the Securities and Exchange Act B.E.) in conjunction with the Notification of the Capital Market Supervisory Board No. Tor Jor 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (and any amendments).

However, the investor wishes to request a waiver from making a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash) according to the Notification of the SEC No. SorKor. Application for a waiver from making a tender offer for all securities of the business by virtue of the resolution of the shareholders' meeting of the Company In order to waive the tender offer for all securities of the Company by virtue of the resolution of this shareholders' meeting. Must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. Such resolution does not include the vote of a person under Section 258 of the Securities and Exchange Act B.E. 2535 (and as amended) of the applicant or a person acting in concert (concert party) with applicant for waiver and persons under section 258 of persons acting jointly with the person of the clerk in this regard, investors can have the right to hold another 24.25% of the shares without having to make a tender offer for all securities of the company. As specified in the Securities and Exchange Act B.E. business dominance dated 13 May 2011 (and amendments).

In this regard, please consider additional information in details regarding the request for a waiver from making a tender offer. of the business by virtue of the resolution of the shareholders' meeting (Whitewash) and the request form for the resolution of the shareholders' meeting to approve the acquisition of new securities without having to make a tender offer for all securities of the Company (Form 247-7) (Enclosures 4 and 5) which has been sent to all shareholders along with the invitation letter to this meeting.

In this regard, the Company has obtained an independent financial advisor to provide opinions on the request for a waiver from making a tender offer for all securities of the business by virtue of the resolution of the shareholders' meeting (Whitewash) of the waiver requester. The details appear in the report of the opinion of the Independent Financial Advisor on the connected transactions and the request for a waiver from making a tender offer for all securities of the business. By virtue of the resolution of the shareholders' meeting (Whitewash) (Attachment 6) that was sent to all shareholders together with the invitation letter of this meeting.

The Board of Directors (except interested directors who did not attend and vote at the Board of Directors' meeting) considered and agreed to propose to the Extraordinary General Meeting of Shareholders No.



1/2022 to consider and approve the request for a waiver from making a statement. Offer to purchase all securities of the business by virtue of the resolution of the shareholders' meeting (Whitewash) as a result of the increase in the Company's registered capital for the issuance and offering of shares to investors as specified in Clause 6 above, will cause the investors to hold all shares in the company equal to 1,847,800,178 shares or 25.75% of the total number of shares sold after the increase of the paid-up capital of the Company after the issuance of this capital increase. As a result, the investor holds shares in the proportion that crosses the point of making a tender offer for all securities of the Company at 25 percent, as proposed.

The meeting moderator additionally clarified to the meeting that the resolution of the meeting in this agenda will require a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. Such resolution shall not include the votes of a person under Section 258 of the Applicant or a concert party with the Applicant and a person under Section 258 of a person acting jointly with the Applicant.

Note: Shareholders who have no voting rights in this agenda are Mr. Amarit Klomchitcharoen, holding 1,547,200,165 shares (equivalent to 23.69 percent of the paid-up capital). (Applicant) There is no person under Section 258 or a person who acts together (concert party) with the applicant. and persons under section 258 of persons acting jointly with the person of the clerk

The meeting facilitator informed the meeting that he had the following questions:

Mr. Varitdon Rattanamalee, a shareholder, asked questions for Agenda 7 as follows:

because it is a minority shareholder who has been damaged by the recent events would like to ask in the future the company Is there a plan to build trust with retailers? How about the mission and vision of the company in the future?

Dr. Ummarit Klomchitcharoen Chief Executive Officer answered questions as follows:

The incident was an unexpected event. If looking back at the progress of the business I am a management team since me and this management team. Volunteer came to manage, I am confident that today the company is moving in the right direction. As the company's performance has turned positive since last year. We have been able to wipe out the accumulated losses completely. We have eliminated the malignancy in the unprofitable business and accelerated to find new businesses to supplement to generate money and profits with the company. Including the right to Rolling Loud Thailand, which we have received the right, we have already considered from the copyright owner. that we have the ability to take action It will be a new business that can increase revenue channels. If the company is profitable, it can pay dividends, which we can now do according to the criteria. And please be confident that if you can return to shareholders as dividends, we choose to do it first. As for the inevitable price impact as a shareholder, we will not count as major or minor shareholders. regarded as the same shareholders Before the incident, the company's shares that I held were worth nearly five billion baht. But today the value is less than one billion baht. Today I have to learn that I have been affected no less than everyone. And if the shares haven't been sold today, have



confidence that what we are doing will lead the company to survive. and when no one has any comments or questions the chairman then asked the meeting to pass a resolution and the moderator summed up the meeting's resolutions as follows:

Resolution of the meeting The meeting has considered Resolved by votes of not less than three-fourths to approve the request for a waiver from making a tender offer for all securities of the business by virtue of the resolution of the shareholders' meeting (Whitewash) due to the increase of the Company's registered capital for the issuance and offering of shares to the public Investing as specified in clause 6 above will make the investor hold all shares in the company equal to 1,847,800,178 shares or equivalent to 25.75 percent of the total number of shares sold after the increase in the paid-up capital of the company after the issuance of shares. capital increase this time as a result, the investor holds shares in the proportion that crosses the point of making a tender offer for all securities of the Company at 25 percent as proposed in all respects.

with votes

Approved	1,623,325,552	votes or equal to	99.9928	percent
Disapproved	115,830	votes or equal to	0.0071	percent
Abstain	0	votes or equal to	0	percent

from the total number of votes 3,170,641,547 Votes who attended the meeting and voted on this agenda The moderator proposed the meeting to consider the next agenda.

Remark: Not counting the votes of shareholders who do not have voting rights in this agenda, namely Mr. Amarit Klomchitcharoen holding 1,547,200,165 votes. (Applicant) There is no person under Section 258 or a person who acts together (concert party) with the applicant. and persons under section 258 of persons acting jointly with the person of the clerk

Agenda 8 Consider other matters (if any)

The Chairman informed the meeting that now the various agendas As stated in the invitation letter, it has been completely considered by the shareholders' meeting. I do not know if any shareholder will propose other matters. to consider or not

The meeting facilitator informed the meeting that he had the following questions:

Mr. Phuwanart Na Songkhla, Volunteer Phithaksit Thai Investors Association Asked about other agendas as follows:

Asked the President and the board took this opportunity clarify and create understanding for shareholders In the event that a person orders to sell shares More until it severely affects the stock price Because the price dropped to the floor for 5 days, which had a serious impact on shareholders.

Dr. Ummarit Klomchitcharoen Chief Executive Officer answered questions as follows:

from the incident as an executive of the organization and as a major shareholder We are not indifferent to what happened. We have had discussions with all sectors. to find a way to help stop the damage that will occur as shown in the news, for example, find people who still have confidence in the company to help buy shares. to reduce the damage, but such events happen quickly No one was able to catch up. So, it doesn't help much. And when the stock is about to release the SP sign, let it be traded as usual. which we have



already looked at, how to let stocks be traded in this situation It does not benefit anyone, especially minority shareholders. We have made a written request to the relevant authorities. to discuss whether there are gaps or whether there are ways to restrain it but it does not meet the conditions or criteria that are in order to suspend trading, which we understand the responsible agencies must have carefully considered as well the request from the company may not be enough Causing when the stock price has been released, the floor has dropped 6 times, likely to create the history of the Thai stock market. With stocks falling this much before the rebound, it still shows that shareholders still have some confidence. Otherwise, the stock price will have to continue to fall. infinite I would like to thank the shareholders who still have confidence in the company and the business that the company is running and Khun Puwanart Na Songkhla from the Thai Investors Association. giving an opportunity to clarify

The Chairman thanked Dr. Ummarit Klomchitcharoen. that help answer questions and build confidence among shareholders and inquired whether any shareholder had further questions or not. when no question The Chairman thanked all attendees.

therefore, adjourned the meeting at 11:30 a.m.

(Police Major General Latthasanya Piansomphan)
Chairman of the Board /President of the meeting

(Ms. Kanokwan Boonprakob)
Company secretary