

8. Ensure Engagement and Communication with Shareholders

The Board of Directors recognizes and prioritizes the fundamental rights of all shareholders equally and fairly, in accordance with the company's regulations and relevant laws. These rights apply both as investors in securities and as owners of the Company, including the right to buy, sell, or transfer their securities; the right to equal treatment in the event of a share repurchase by the company; the right to receive profit and dividend distributions on an equal basis; and the right to access sufficient and timely company information. Shareholders also have the right to propose additional meeting agenda items, nominate individuals for directorship in advance, express opinions, and raise questions during shareholders' meetings. Additionally, they have the right to participate in key company decisions, such as dividend allocation, the appointment or removal of directors, the appointment of auditors, approval of significant transactions that impact the company's business direction, and amendments to the Articles of Association and the Memorandum of Association.

In addition to the fundamental rights mentioned above, the Board of Directors has implemented various measures to promote and facilitate shareholders' exercise of their rights, as follows:

■ Shareholders' Meeting

At the shareholders' meeting, all shareholders have equal rights to access information, express opinions, and ask questions on agenda items and proposed matters. The chairman of the meeting is responsible for allocating sufficient time and encouraging discussions and inquiries. Shareholders receive the meeting agenda and supporting documents in advance through the Company's website, following clear guidelines as outlined below:

- 1) The Company holds an annual general meeting (AGM) every year within four months from the end of the fiscal year. The date, time, and venue of the meeting are set to ensure convenience and encourage participation from shareholders and institutional investors. Additionally, the Company may call an extraordinary general meeting (EGM) if deemed necessary or appropriate by the Board of Directors.
- 2) The Company provides shareholders and institutional investors with the right to propose meeting agenda items in advance for consideration and inclusion in the annual general meeting (AGM). They may also nominate qualified candidates for election as Company directors. Clear criteria for these proposals are established and published on the Company's website. Shareholders can submit agenda items and director nominations through the designated channels or via email at corporate_secretary@mmsbangkok.com. The Company Secretary will conduct a preliminary review before forwarding the proposals to the Nomination and Remuneration Committee and the Board of Directors for further consideration. The Company will notify the proposing shareholders of the evaluation results. If the Board approves a shareholder's proposal, it will be included in the AGM agenda.
- 3) The Company discloses the shareholders' meeting agenda on our website on the same day the Board of Directors approves it. This ensures that all shareholders have access to information regarding the meeting

date and agenda. Additionally, the Company publishes supporting documents for each agenda item at least 21 days before the meeting to provide shareholders with sufficient time for review.

- 4) The Company will send the notice of the shareholders' meeting to shareholders within the legally required timeframe, allowing them sufficient time to review the agenda items and matters to be presented. The notice will include comprehensive details necessary for decision-making, with each item clearly categorized as for acknowledgment, approval, or consideration. In addition, each agenda item will be accompanied by its objectives, rationale, and the Board of Directors' opinion.
- 5) The Company will announce the shareholders' meeting notice in a Thai-language daily newspaper for at least three consecutive days and publish it on the Company's website under the Investor Relations section. The announcement will clearly specify the meeting date, time, venue, and agenda items.
- 6) In cases where shareholders are unable to attend the meeting in person, the Company allows them to appoint an independent director or any other person as a proxy. Shareholders can use the proxy form provided by the Company, which is sent along with the meeting notice, along with detailed instructions on the proxy appointment process.

The Board of Directors will facilitate the shareholders' meeting by ensuring that all shareholders are treated equally in terms of documentation and shareholder rights. The Company has assigned the Thailand Securities Depository Co., Ltd. as our registrar to manage shareholder meetings for every session.

For the 2024 Annual General Meeting of Shareholders, the Company provided an opportunity for shareholders to propose agenda items and nominate individuals for director elections from September 22, 2023, to December 31, 2023. However, no shareholders submitted any agenda items or director nominations during this period.

■ **Proceedings on the Day of the Shareholders' Meeting**

- 1) The Board of Directors places great importance on the shareholders' meeting. Therefore, all board members, especially the chairpersons of subcommittees, will attend the meeting, with the Chairman of the Board presiding over the session. Additionally, the Chief Executive Officer, relevant executives, and representatives from the external auditor will participate to listen to shareholder feedback and address any questions.
- 2) The Company's management and share registrar are responsible for organizing shareholder meetings, sending meeting invitations, preparing the venue, providing meeting-related information, and facilitating the shareholder meetings.
- 3) The Company explains the voting procedures and vote-counting methods before the meeting. During the meeting, all shareholders have equal rights to express their opinions and ask questions, with an appropriate amount of time allocated. Voting is conducted on a one share, one vote basis, with the majority vote determining the resolution. In the event of a tie, the chairman of the meeting shall have the casting vote.

- 4) The Company adopts new innovations and technologies for meeting registration and vote counting to ensure convenience, speed, and accuracy. Pre-registration is open one hour before the meeting. Even after this period has passed, the Company will still allow shareholders who wish to attend the meeting to participate without losing their rights.
- 5) The Company provides an independent legal advisor and shareholder representatives to verify the accuracy and transparency of the vote counting for each agenda item. Additionally, the Company invites our auditor to attend the shareholders' meeting to address any questions related to the Company's financial statements.
- 6) The chairman of the meeting allocates an appropriate amount of time and encourages shareholders and institutional investors to ask questions or express their opinions on various matters related to the Company on an equal basis.

■ **Preparation of Meeting Minutes and Disclosure of Shareholders' Meeting Resolutions**

1) In the shareholders' meeting minutes, the Company records explanations of the voting procedures and the methods for presenting voting results before the meeting proceeds. The minutes also include a record of questions and answers, as well as the voting results for each agenda item, specifying the number of shareholders who voted in favor, against, abstained, or submitted invalid ballots. Additionally, the names of the attending directors and those absent from the meeting are recorded.

2) After the shareholders' meeting, the Company completes the meeting minutes with accurate and comprehensive information, including the disclosure of voting results for each agenda item. The minutes are published on the Company's website under the Investor Relations section within 14 days from the meeting date, allowing shareholders to review the information.

■ **Attending AGM by proxy**

In each annual general meeting, the Company provides a proxy form for shareholders who may be unable to attend the meeting by themselves; this is a way to protect the shareholders' rights and benefits.

For 2024 AGM, the Company attached the Proxy Form Kor, accompanied with details about each agenda, to the notice to AGM. In addition, shareholders were also offered choices to appoint proxies from suggested two independent directors, who did not involve in any conflicts of interest from each meeting agenda in the AGM. Complete information about the two independent directors were provided. Shareholders may choose one of the two independent directors or another person to act as their proxy as they find appropriate.

■ The matters to be carried out at an annual general meeting are as follows:

- 1) Consider the Board of Directors' report regarding the Company's performance for the previous fiscal year.
- 2) Consider approving the balance sheet and the statement of comprehensive income.
- 3) Consider approving profit allocation and dividend payment.

- 4) Consider appointing new directors to replace those who have to vacate the position after their terms end, and determine remuneration for the directors.
 - 5) Consider appointing an authorized auditor and determining the audit fee.
 - 6) Discuss other matters as deemed appropriate by the chairman of the meeting.
- The resolutions of an annual general meeting shall be comprised of the following votes:
 - 1) In a normal case, the majority of votes shall be deemed resolution. In case of an equality of votes, the chairman of the meeting shall have a casting vote.
 - 2) In the following cases, no less than three-fourths of the total number of votes cast by the present shareholders shall be deemed resolution:
 - Sale or transfer of the Company's business, entirely or partially, to other parties;
 - Purchase or receipt the transfer of the business from other companies or private companies to the Company;
 - Arrangement, amendment or termination of any contracts with respect to the granting of a lease of the Company's business, entirely or partially, the assignment to any other person(s) to manage the Company or the merger of the Company with any other parties in order to share profit and loss;
 - Additional amendment of the memorandum of association or article of association
 - Capital increases or decreases
 - Debenture issuances
 - Company amalgamation
 - Company dissolution

In case of some urgent matters to be put on extraordinary agenda which may have an impact on shareholders' benefits or have to conform to any rules or regulations that require shareholders' resolution, the Company may call an extraordinary general meeting, which will be done on a case-by-case basis.

The Company arranges the operation guidelines under relevant laws and in accordance with the code of ethical business and emphasizes compliance with the good corporate governance principles, which relate to the significance of the rights of all stakeholders as well as corporate social responsibility. The Company and subsidiaries' policies and operation guidelines in regard to the CSR – in – process principles are as follows.

1. Fair business operation

Company emphasizes the importance of business operation that promotes free trade competition. The business is carried out with honesty and fairness under relevant laws and the Company's rules and regulations. The Company avoids any activities that may cause conflicts of interest.

Operation guidelines

1. In terms of purchases and recruitment, when choosing operators or contractors, the Company takes into account the equality and fairness. No special favor is given to any particular individuals or entities and the Company is open for fair competition.
2. The Company's policy is strongly against any activities that involve in infringement of intellectual property or copyrights.

2. Anti-fraud and corruption

The Company has a policy against all forms of corruptions and establishes the code of ethical business to highlight the intention against corruptions. In order to combat all forms of frauds and corruption, on November 25, 2020, the Company announced its intention to be a united front against corruption or Thai Private Sector Collective Action Against Corruption (CAC) and appointed an anti-corruption working group to be responsible for drafting and adjusting guidelines, regulations, and related policies, as well as establishing channels for disseminating information and channels for receiving various complaints.

The Channels of Complaint, Practices are as follows;

1. Complaints can be filed verbally or in a written form or via an email to the following bodies.
 - **Audit Committee**
Tel. : 02-669-4200-9 Ext. 5804
Email : AC@mmsbangkok.com
 - **Corporate Governance and Sustainability Committee**
Tel. : 02-669-4200-9 Ext. 5804
Email : CG@mmsbangkok.com
 - **Director of Human Resources Department**
Tel. : 02-669-4200-9 Ext. 5401
Email : HR@mmsbangkok.com
2. Channels for complaints via Email : whistle@mmsbangkok.com
3. Suggestion box

In case the complainant chooses not to reveal their name and identity, a detail facts and evidence must be presented to show that there are reasonable grounds to believe that any person is involved in bribery or corruption.

Operation guidelines

1. The Company supports and encourages all personnel to see the significance of anti-corruption practice; and implants the awareness against corruption in employees' mind as part of the Company's organizational culture.
2. The Company educates and ensures the same understanding with external parties associated with the Company's business regarding the practice that is required to comply with the set anti-corruption policies.

3. The Company arranges the internal control system to prevent any corruption actions covering matters about sale, purchases, agreements, human resource management, accounting and finance, accounting and data records, operation, as well as other procedure relating to anti-corruption measures.
4. The Company arranges the payment procedure, with a clear approval process and the approval limit indicated. Any disbursement and payment apart from the Company's business operation must be accompanied by clear supporting documents to prevent improper disbursement and inappropriate political assistance. It should also be ensured that any payment for charity or donations is not done to support any corruption actions. Moreover, it must always be ensured that any disbursement to support business operation is not done on the pretext of engaging in any corruption.
5. The Company arranges risk management measures to prevent corruption that may arise from business operation. Some events from the business operation that entail high corruption risk levels should be identified. The risk levels should be assessed both in terms of the chance of risks and possible impacts. The Company also monitors the progress on risk management to prevent risks and reviews risk management measures, ensuring that the risk is at the acceptable levels.
6. The Company arranges internal control operation to ensure that the Company's existing risk management system in regard to corruption helps the Company to achieve the set objectives. In addition, the Company also examines the internal operation to ensure that it goes well in line with the Company's set rules and regulations.
7. The Company assigns the management to monitor and control the operation of employees from all levels and related parties. In particular, employees under the supervisory of the management shall understand and strictly follow the Company's anti-corruption policies.
8. The directors, management and employees, as well as related parties are required to strictly follow the Company's anti-corruption policies, corporate governance policies, the code of ethical business and regulations. They are prohibited from involving in corruption both directly and indirectly.
9. The directors, management and employees are prohibited from offering or receiving gifts, entertainment and unnecessary or improper payment to and from government officials or any individuals who involve in business operation with the Company. Anyone who is offered gifts with unusually high value is required to reject such gifts and report the matter to his or her supervisor immediately.
10. The Company's personnel must not ignore when they witness any actions deemed as corruption, which relates to the Company. In light of this incident, they should inform their supervisor or responsible persons. They should also collaborate in the investigation procedure. Should they have any questions, they shall consult with their supervisors.
11. The directors, management and employees are required to sign their signatures to acknowledge the Company's anti-corruption policies; this practice can confirm that all employees are aware of and

understand the Company's policies and they are also willing to strictly follow the corporate governance principles in regard to the anti-corruption policies as part of the organization overall operation.

3. Respect human rights

The Company focuses on the importance of human rights and follows human right principles, taking into account the equality, freedom, and equality of dignity and rights of individuals. The Company does not support discrimination against nationalities, races, religions, languages, ages, genders, marital status, sexual preferences and disability.

Operation guidelines

1. Support and respect human right protection actions, e.g., not supporting any activities that force labor to work, being against child labor, and etc.
2. The Company and the subsidiaries offer equal employment opportunities to general individuals, including disabled people.

4. Treat labor with fairness

Being well aware that manpower is a key factor that can enable the Company to enhance our potential and successfully reach our business growth targets, the Company treats employees with fairness, with the following policies:

1) Recruitment policies and operation guidelines

- The Company is strongly against any practices of labor forcing, not collecting money nor keeping employees' identification documents unless required by law.
- The Company makes payment of wages and remuneration in the Thai baht currency at the rates not less than what specified by law and does not withhold employees' remuneration for any cases, except for the case specified by law.
- The Company sets the working hours at not exceeding the maximum hours specified by law and calculate overtime hours in accordance with relevant laws.
- The Company provides safe workplace for pregnant employees; in addition, the Company neither terminates their employment contracts nor reduces their benefits due to their pregnancy.
- The Company promotes the enhancement of employees' efficiency by arranging public trainings and in-house trainings for employees at all levels, as well as organizing field trips for employees to visit other organizations in the same industry in order to broaden vision and learn new technologies, which can be applied to their organizational development.
- The Company provides safe and hygienic workplace, as well as necessary and appropriate healthcare facilities.

2) Personnel policies and operation guidelines

- Employees are the Company's most valuable resources and they are key success factors for the Company. The Company creates favorable values, culture and working environment and also treats employees with politeness, along with respects of their rights and freedom. The Company also tries to tighten relationship and bond among employees under the same Company's group.
- Employment, appointments, transfer, remuneration and benefits of employees are based on fairness and facets as well as the Company's actual operation performance.
- Safety is also another key issue. It's the Company's responsibility in creating working environment that is safe for employees' lives and their property. The Company also provides necessary and appropriate welfare items, e.g., certificate for free-drug workplace from the Department of Labor Protection and Welfare, an annual test of alarm system, annual check-ups, group life insurance and accident insurance policies, OPD allowance, and other benefit packages.
- The Company encourages employees to participate in training and seminars that are beneficial for both their work and personal development.

5. Responsibility to consumers

The Company is committed to development of goods/services that bring benefits to both the organization and society. The Company is also determined to produce high quality goods/services without harmful effects on consumers and environment.

Operation guidelines

- Create TV content, which not only focuses on entertainment and profit, but also includes useful information, assistance and creation of good opportunities for people in communities, all of which will lead to benefits to the society in the future.
- Provide quality services that meet clients' need with fair treatment, e.g., producing works or offering services based on the terms and conditions stated in the contracts, taking into account equality and standards.
- Keep clients' information safe and confidential, unless authorized to disclose information by the clients.

6. Preserve environment

The Company realizes that conservation of the environment or preservation of existing natural resources, control of waste or pollution release into nature, and effective control of resources are all important factors. Therefore, the Company has established sustainable development policies (ESG). Preserving the environment is part of such policies. Initially, the Company has used guidelines for developing knowledge and understanding for employees and pushing the process into the external environment, which will eventually create a continuous and systematic development process going forward.

Operation guidelines

- In business process, the Company focuses on effective use of resources and technology in production process and service provision, taking into account safety and friendliness to environment.
- The Company optimizes the uses of resources efficiently by organizing a "Green Office Project" to campaign for everyone's awareness on helping to reduce energy use. Make the best and effective use of resources and save energy.
- Develop and improve buildings in accordance with the principles of "Green Building" with a support plan for installing a solar cell system for energy saving and environmental friendliness in the future.
- Emphasize sustainability and saving of resources. by adopting technology and processes that reduce resource use and environmental impact.
- Manage waste efficiently according to the 3R principles (3Rs: Reduce Reuse and Recycle)

7. Participation in community and society development

The Company and the subsidiaries have policies about corporate social responsibility (CSR) under the ethical foundation. The Company aims to be part of the society to create awareness on responsibility to society both in community and general public levels. The Company has set guidelines regarding social responsibilities in various aspects, such as society, sports, healthcare, environment, and etc.

- The Company has signed a Memorandum of Understanding (MOU) with Bangkok University (Faculty of Digital Media and Cinematic Arts) to promote and support knowledge and experience exchange among experts, faculty members, and professionals who serve as trainers. This collaboration covers academic and organizational management experiences, the use of filmmaking equipment, cooperation in producing creative and academic works, and more. The initiative aims to drive the film and multimedia industry forward in a stable and sustainable manner across all aspects.
- On May 28, 2024, the Company signed a Memorandum of Understanding (MOU) with Thammasat University (Faculty of Journalism and Mass Communication) to implement various projects and activities, promote academic work, and develop professionals in the film industry. The agreement also includes the use of modern digital lighting technology for the film industry.
- On August 16, 2024, the Company signed a Memorandum of Understanding (MOU) with Chulalongkorn University (Faculty of Communication Arts) to implement a project aimed at promoting learning and developing skills in the film industry. The collaboration involves applying modern digital lighting technology to enhance the filmmaking process.
- On September 3, 2024, the Company, in collaboration with the Faculty of Informatics at Mahasarakham University, provided knowledge on filmmaking equipment and guided students majoring in Film under the Communication Arts program through the Virtual Production process at Fignant Studio.

- On September 11, 2024, the Company, in collaboration with the Faculty of Information and Communication Technology at Silpakorn University, organized a seminar titled "Film Production Study Tour Project." The program aimed to provide students with comprehensive knowledge and skills in all aspects of filmmaking.
- On November 14-15, 2024, the Company, in collaboration with the Faculty of Digital Media and Cinematic Arts at Bangkok University, organized a hands-on seminar titled "Hollywood Masterclass." The workshop aimed to provide knowledge and enhance skills in the professional use of filmmaking equipment.
- In 2024, the Company, in collaboration with the Program Management Unit for Human Resources & Institutional Development, Research, and Innovation (PMU-B), organized the "High-Performance Research Personnel Development Project in the Private Sector." This initiative aimed to provide participants with knowledge and skills in utilizing modern digital lighting technology for the film industry.
- The Company is committed to social responsibility by actively participating in community and social development activities. We provide support, assistance, and cooperation through financial contributions or donations of goods to support community initiatives as appropriate. Examples include donating bicycles and sports equipment to youth during various festive occasions.