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DV8-2567-FA-001

February 27th, 2024

To: The President
The Stock Exchange of Thailand

Subject: Management Discussion and Analysis for Year ended December 31, 2023

DV8 Public Company Limited (the "Company") has submitted the financial statements of the Company and its subsidiaries for Year ended December 31, 2023 which have been reviewed by the Certified Public Accountant. The Company would like to clarify the operations of the Company and its subsidiaries as follows

Revenues

For Year ended December 31, 2023 the Company has operating income and other income totaling Baht 140.36 million, decreased Baht 124.70 million or a decreased of 47.05% from Baht 265.06 million of last year, which was mainly changed from the following items:

- **Revenue from Advertising Media**, Revenue amounted to Baht 134.42 million. The increased Baht 20.48 million or an increase of 17.97% from Baht 113.94 million in the last year was attributable to an increase in revenue from point-of-sale advertising.
- **Sales income** the company has sales income in 2022 in the amount of 103.18 million baht, most of which arises from sales of LED display screens to the Office of the Permanent Secretary, Ministry of Interior, according to the project to create awareness among the public with intelligent signage. In 2023, there will be no such income.
- **Revenue from Construction Works**, in 2020, the Company signed a joint venture agreement with Delighting International Co., Ltd. and named DCORP-DLI Joint Venture for electronic tendering. According to the announcement of the Office of the Permanent Secretary of the Ministry of Interior, when the established joint venture won the tender, the plan and procedure for the construction of digital signage under the project for 76 provinces were handed over to the Parcel Inspection Committee. Upon approval, the joint venture entered into a sign construction contract in 2020 and commenced construction in 2021,



resulting in the Company's construction revenue for Year 2022 amounting to Baht 42.90 million. The Company has already recognized all project revenues in 2022.

- **Gain from selling investments** in associated companies in the amount of 2.76 million baht because in 2022 the company sold investments in Revolution of Digital Employee Experience Co., Ltd., which operates the business of creating and provide services regarding applications for organization management
- **Other income** amounted to 5.72 million baht, an increase of 2.28 million baht from the previous year, amounting to 3.44 million baht, which was mostly income from interest income.

Cost

In 2023, the company had total costs of 99.16 million baht, a decrease from 215.48 million baht from the previous year, representing an amount of 116.32 million baht or a decrease of 53.98 percent, which mainly occurred from Cost of selling LED display and construction contract costs According to the income mentioned above.

Expenditure

- **Expenses for sales and services** expenses amounted to Baht 8.92 million. The increased was Baht 2.90 million or an increase of 48.14% from Baht 6.02 million from the last year. The increase was due to the company having increased advertising media income.
- **Administrative expenses** amounted to Baht 50.46 million. The increased was Baht 16.45 million or an increase of 48.37% from Baht 34.01 million from the last year, the majority arises from the write-off of assets due to office relocation. Setting up allowance for doubtful debts and adjustments to income tax were deducted at source as some expenses after inspection to request a tax refund from the Revenue Department.

Performance

For Year ended December 31, 2023, the Company has a net loss of Baht 36.48 million. This net loss included the loss of non-controlling interests of Baht 0.77 million. Besides the mentioned operating results, the Company has a net loss attributable to the parent company of Baht 35.71 million.



Financial Position

Assets

The Company's total assets as at December 31, 2023 amounted to Baht 818.17 million and as at December 31, 2022 of Baht 517.79 million, an increase by Baht 300.38 million or 58.01% the increase in the Company's assets was mainly due to the Company having cash received from the capital increase. The Company's assets as at December 31, 2023 comprised current assets of 87.19% and non-current assets of 12.81%

Liabilities

The Company has total liabilities as at December 31, 2023 in the amount of Baht 58.46 million and as at December 31, 2022 of Baht 74.00 million a decrease of Baht 15.54 million or decrease 20.99% This mainly occurred from a decrease in Liabilities arising from contracts. The Company's liabilities as at December 31, 2023 comprised current liabilities of 75.28% and non-current liabilities of 24.72%.

Liquidity

Cash flow

The company has cash and cash equivalents as at December 31, 2023 amount Baht 475.30 million. Details of the source and use of cash are as follows:

- **Net cash provided by operating activities** was Baht 28.98 million. This is mainly due to the decrease in assets caused by contracts.
- **Net cash used from investment activities** was Baht 22.32 million. This was mainly due to an increase in other current financial assets.
- **Net cash provided by financing activities** was Baht 347.34 million. Most of them are generated from cash received from capital increases.

Liquidity Ratio

The Company's liquidity ratio as at December 31, 2023 was 16.21 times. The Company has increase current assets from cash and cash equivalents. and decrease in liabilities arising from contracts current liabilities on the part of trade and other current payables. Nevertheless, if there are external factors that the Company cannot be carried out as normally as in the past, the Company still has liquidity in its operations as the Company has sufficient current assets to repay its current debts at the liquidity rate as initially mentioned.



Legal Disputes

Summary of the status of litigation between the Company and/or its subsidiaries underway as of September 30, 2023

1) Muse Group Bangkok Co., Ltd. - Defendant

Status as of report date It's pending by the Supreme Court

Litigation Start Date January 8, 2015

History

- Muse Group Bangkok Co., Ltd. is a debtor under the contract to operate the European Thailand Classic Golf Program, since the tournament ended in February 2015, Muse Group Bangkok Co., Ltd. has only partially settled to the Company and has been deflecting the repayment of the remaining debt.
- The Company filed a lawsuit against Muse Group Bangkok Co., Ltd. as a defendant in Bangkok South Civil Court under the contract to run the Thai Classic Golf Tournament. Total litigation capital of 113,574,762.20
- On November 27, 2017, the Court of Justice ruled that the defendants should pay 18,253,248.40 with interest rates of 7.5% per annum from the following June 15, 2015 until the payment is completed to the plaintiff. Customary fees to be folded
- Both parties have filed an appeal against the judgement of the Court of First Instance.
- On March 25, 2019, the Bangkok South Civil Court read the appeals court's decision to "sentence the defendant to pay 57,201,682.21 with interest rate of 7.5% per annum from July 14, 2016 onwards until the payment is completed to the plaintiff. The customary fees in the appeal stage to be folded."
- On October 25, 2022, The Civil Court of Southern Bangkok read the verdict of the Supreme Court, "the judgment upheld the Appeal Court."
- Company Legal Department Taking over from the original legal team by requesting a copy of the Supreme Court's judgment and requesting the issuance of a letter acknowledging the finality of the case and receiving authorization from the company to proceed with the legal enforcement process.



2) 94 Entertainment Co., Ltd. – Defendant

Status as of report date Currently in the process of execution - the defendant's property cannot be seized. This is because the defendant no longer operates a business and has moved his establishment. This matter has been reported to the official receiver in the case. There is an opinion to stop the execution of the case.

Litigation Start Date December 8, 2016

History

- 94 Entertainment Co., Ltd. is a co-production contractor owed a total of approximately 40 MB for co-production. The Company later terminated the contract, cut the broadcast signal, and called on 94 Entertainment Co., Ltd. to repay all debts.
- July 1, 2015: 94 Entertainment Co., Ltd. has contacted for negotiations and has agreed to a debt restructuring contract and accepted debt conditions, but the debtor has paid only three installments (totaling 1.5 MB) and defaulted.
- December 8, 2016: The Company filed a lawsuit against 94 Entertainment Co., Ltd. With the Civil Court, total capital litigation of 44,418,907.18, Black case No. 5872/2559.
- May 15, 2017: The court had a verdict under the compromise agreement. The defendant agreed to repay the principal amount to the plaintiff of 39,304,000, agreeing to complete the payment within 3 years, starting the first payment by August 10, 2017 onwards. If default, the plaintiff can fully enforce the case according to the lawsuit, with the payment details. as follows

1st year	payment not less than	500,000 per month
2nd year	pay not less than	700,000 per month
3rd year	payment not less than	1,000,000 per month
- After 94 Entertainment Co., Ltd. defaulted on the debt, the Company issued a warrant for execution and proceeded with the investigation to enforce the case, but no assets were found.
- The Company filed a request for a warrant to set up a law Enforcement Officer to the court. Further inspecting the defendant's assets, no assets were found to be seized or enforced.
- September 23, 2020: The Company filed a petition with the Legal Execution Department to seize the debtor's assets, setting a date for seizure and attachment on February 17, 2021.
- February 17 In 2021, the Enforcement Officer was brought into foreclosure at the defendant's office, it turned out. The defendant moved out of the said office. The Enforcement Officer then refrained from the execution action.



- Proceed property investigation until the end of the time period for the Company to enforce the order against the defendant.

3) Media Agency Thai Co., Ltd. – Defendant

Status as of report date In the process of execution - to bring the Enforcement Officer to pursue the assets of the defendant or debtor according to the judgment at the Company's office.

Litigation Start Date September 21, 2017

History

- Media Agency Thai Co., Ltd. is a contractual debtor to purchase airtime management rights, and the debtor is unable to fulfill the contract. The debtor later requested a debt reconciliation with the Company by agreeing to a contract to determine how to pay the debt. Under the contract to purchase the rights to the broadcast time management, that is, the debtor agrees to repay the Company in accordance with the purchase agreement for the broadcast time management rights, bringing the advertising rights to the broadcast time of European golf to pay the debt. When advertising can be sold, and one part of (approximately 93.5 MB) has entered into a debt restructuring agreement. However, after entering into a contract, the debtor defaulted, was unable to pay the debt according to the contract, the Company has followed up with the inquiry, but the debtor did not have a clear guideline for resolving the debt.

History
(continued)

- September 21, 2017, the Company filed a debtor lawsuit with Thonburi Civil Court for Black case No. 1726/2560 with a total litigation capital lawsuit of 323,296,077.43.
- July 16, 2018, the Court ruled that the defendants should pay 314,995,077.20 with interest at the rate of 12% per annum of the principal of 243,362,657.56 from June 30, 2017, and to pay interest at the rate of 7.5% per annum of the principal of 68,756,301.30 from the following date of the indictment (filed on September 21, 2017) until the payment is completed to the plaintiff and the defendant shall pay the customary fees on behalf of the plaintiff by setting a lawyer fee of 10,000. The court fee, to be used in place of the plaintiff wins the case.
- In this case, the defendant did not file an appeal, the case to the end, the Company issued a warrant for enforcement and proceeded with the investigation of the defendant. The defendant was found to no longer operate in any business.
- The Company filed a request to appoint an Enforcement Officer to the court.



- April 25, 2021: Enforcement Officers postponed foreclosure indefinitely due to COVID-19 situation.
- Submit a notification to the enforcement officer to fix the date to seize the defendant's property.

4) MIC Broadcast co., Ltd. – Defendant

Status as of report date Currently in the process of execution - the defendant's property cannot be seized. This is because the defendant no longer operates a business and has moved his establishment. This matter has been reported to the official receiver in the case. There is an opinion to stop the execution of the case.

Litigation Start Date December 28, 2017

History The Company has filed 3 lawsuits against this debtor, arising from different debts as follows.

Case 1: File a lawsuit against the debtor under the co-production contract with the civil court. The total litigation amounted to 1,024,774.96 on December 28, 2017. The court ordered that the defendants were absent from the plea and absent the hearing and let the plaintiffs bring witnesses to the unilateral investigation.

The court later sentenced the Company to win the case and to get paid the full debt according to the lawsuit.

– Additional checks of the defendant's assets. No assets were found to be seized, frozen or enforced.

– The Company filed a request to appoint Enforcement Officer.

– The case is in the process of execution. To bring the Enforcement Officer to pursue the assets of the defendant or the judgment debtor at the Company's offices.

– November 4, 2021, lead the Enforcement Officer to foreclosure at the defendant's office. The defendant moved out of the office. The Enforcement Officer then refrained from the enforcement action.

- Proceed property investigation until the end of the time period for the Company to legally enforce the order against the defendant.

Case 2: Lawsuit was filed against the debtor under the Broadcast License Agreement (Movie Rights) 20,528,521.12 on January 10, 2018.

– In this case, the Court ruled under a conciliatory, with the 1st defendant admitting to owe the plaintiff 20,582,521.12, the 2nd defendant admitting to owed 10,329,384.24, with the 2nd defendant agreeing to pay the plaintiff 8,827,500 on a monthly basis of not less than 300,000 and to be



completed within 29 months (at the end of November 2020). The remaining 11,755,021.22, the 1st defendant agreed to complete the payment in December 2022.

– The Company submitted a statement not interested in filing a lawsuit against the 2nd defendant to the court.

– In the process of installment payment of 1st defendant.

– The defendant performs installment debt payment to the Company in the amount of 6.3 MB at present.

Case 3: Lawsuit was filed against the debtor under the broadcast license agreement (Edge Sport broadcast rights) of 78,795,266 on January 18, 2018.

– The court ruled under a conciliatory agreement, with the defendant admitting to owe the plaintiff a debt to the prosecution by agreeing to pay the plaintiff. 44,223,200 divided into two installments of 22,111,600 each, starting the first instalment at the end of December 2018, the second installment at the end of June 2019. In the event of default, all defaults will be considered. The defendant consented to the plaintiff to complete the full payment with interest.

– The Company filed a request to appoint as Enforcement Officer.

– Further investigation of the defendant's assets did not find any assets to be frozen or enforced.

– The case is in the process of execution. To bring the Enforcement Officer to pursue the assets of the defendant or the judgment debtor at the Company's office.

– The Enforcement Officer went to the defendant's office to process the foreclosure, and it turned out that the defendant's company had no assets for the Enforcement Officer to seize.

– Proceed property investigation until the end of the time period for the Company to legally enforce the order against the defendant.

5) IT Professional Co., Ltd.

Status as of report date It is under consideration by the Supreme Court.

Litigation Start Date November 1, 2018



History

IT Professional Co., Ltd. was in debt under a contract for the purchase and installation of electrical, lighting and air conditioning systems of 2 contracts, whereby this debtor was unable to negotiate a settlement.

The Company filed a lawsuit on November 1, 2018, filing two contractual lawsuits to the Civil Court. as follows

Case 1 - Black case No. 6411/2561 Total litigation capital of 27,089,318.75 (including interest) The case is a couple of inability to mediate. The court is scheduled to examine the prosecution/defendant's witnesses on January 23, 24, 2020.

- On March 24, 2020, the Lower Court ruled that the defendants should pay the plaintiff amounting to 25,596,979.77 with interest at the rate of 7% per annum of the funds from January 1, 2018 onwards until the payment is completed to the plaintiff, but the interest to the date of the lawsuit shall not exceed 1,492,338.98 as requested by the plaintiff to pay the plaintiff's customary fee. The lawyer fee is 50,000 and prosecution cost is 10,000.

- The defendant has filed an extension of the appeal period to the court.

- On July 5, 2021, the Appeal Court of upheld the decision to dismiss the plaintiff's lawsuit but did not preclude the plaintiff's right to filing a new lawsuit against the defendant within the age limit. Return the court fee in the Trial Court to the plaintiff and in the Appeal Court to the defendant. Customary fees unless ordered by the court to be returned to be folded.

- On October 1, 2021, the plaintiff filed a petition with the Supreme Court case for the court to proceed with the trial.

- On May 18, 2022, the plaintiff filed an appeal to the court. for the court to proceed with the case.

- The Supreme Court ruled in favor of the plaintiff. Stand by the court of first instance

- Prepare documents (Supreme Court judgment), certificate of finality of the case) to request approval from the company. Proceed with legal enforcement in accordance with the legal procedures.

Case 2 - Black case No. 6412/2561, total litigation Capital 63,408,087.02 (including interest)

- December 27, 2019, the verdict was made by the Civil Court for the Company to win the case as follows: "The defendant shall pay 59,914,962.62 with interest at the rate of 7% per annum of the said principal from January 1, 2018 onwards until payment is completed to the plaintiff, but the interest to the date of the prosecution shall not exceed 3,493,124.40



as requested by the plaintiff, and the defendant shall pay the customary fee on behalf of the plaintiff by setting the lawyer 150,000 and the prosecution cost 10,000 ."

- The defendant has filed an extension of the appeal period to the court.

- March 31, 2021, the Court of Appeal ruled that the defendant should pay 49,456,250 with interest at a rate of 7% per annum from October 11, 2018 onwards until the payment is completed to the plaintiff (filed on November 1, 2018), but the interest until the date of the prosecution must not exceed 3,493,124.40, unless it's resolved by the Trial Courts.

- The Supreme Court is scheduled to hear the order of the Supreme Court on February 8, 2022.

- The Supreme Court rejected the defendant's motion to extent petition time. The case is enforceable in accordance with the judgment of Court of Appeal and is final. The Company is filing an application requesting enforcement in accorded with law process.

And the Board of Directors Meeting No. 8/2017 held on September 15, 2017, the Board of Directors of the Company resolved to approve the investment in the hyper reality development business, the Marvel Experience Thailand: Theme Entertainment Attraction (TMX) of Hero Experience Co., Ltd. (Hero Experience) by the purchase of 32.50% of the newly issued shares by Hero Experience Co., Ltd., totaling amount of Baht 280.00 million. Later, on December 12, 2017, the Company's Board of Directors approved the additional purchase of 5.00% of the new shares issued by the capital increase of Hero Experience, totaling amounted of Baht 45.00 million, thereby resulting in the total combined shareholding of 37.50% amounted of Baht 325.00 million.

On January 21, 2019, Hero Experience Co., Ltd held extra-ordinary general meeting No.1/2019 to propose an agenda to termination of the project Hero Experience due to the fact that Hero Experience has a lack of liquidity problem, and the Project has not been operated in accordance with the plan. Referred to additional information many creditors of Hero Experience Co., Ltd. accounted for amount of Baht 59.50 million filed a lawsuit and/or submitted letter to claim their debt with interest and late payment surcharge.

In addition, the loan agreement between Siam Commercial Bank Public Company Limited and Hero Experience Co., Ltd. Dated May 23, 2018, the Company was guaranteed by its fixed deposit bank account of amounted of Baht 90.00 million. In the extra-ordinary general meeting No. 1/2019 resolved to settle loan agreement with the fixed deposit bank account.

In year 2020, the management of Hero Experience Co., Ltd. reported information regarding the case, which stated that, Hero Experience Co., Ltd. was sued by 26 creditors in total debt of amounted of Baht 78.30 million (In year 2019, was sued by debt of amounted of Baht 77.30 million). However, 3 creditors withdrew the lawsuit and agreed to reduce the debt to Hero Experience Co., Ltd., which Hero Experience Co., Ltd. has already paid off the debt. In addition, 19 creditors agreed that Hero Experience Co., Ltd. can pay in installments according to the terms and conditions set by the creditors. And as



regards the case against the 4 creditors, total amount of amounted of Baht 10.23 million, Hero Experience Co., Ltd. is in the process of mediation. The case result has not been announced. The Company filed a petition for its business reorganization to the Central Bankruptcy Court. As a result, the company has to suspend all creditors' debt payments until the lawsuit ends. By according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2020 held on June 15, 2020, it was resolved to approve the Company to enter the business rehabilitation process. And on July 9, 2020, Hero Experience Co., Ltd. filed a petition for business rehabilitation to the Central Bankruptcy Court. The court has issued an order to accept the petition. and scheduled a hearing for the petition on October 6, 2020, with a total of 3 objectors. Later, both litigants requested to postpone the case. which the court considered and found that if both parties can negotiate an agreement, it will be beneficial to the trial. for the sake of justice Therefore, the request was postponed to an appointment to hear the request on December 9, 2020. Later on, that day, the Central Bankruptcy Court negotiated mediation with the parties again but was unable to reach an agreement. The court therefore scheduled another hearing on the request on March 9, 2021, and on April 28, 2021, the court dismissed the request. On November 30, 2023, the Central Bankruptcy Court ruled that the defendant (Hero Experience) was bankrupt. An open investigation of the debtor was not yet necessary. Therefore, the defendant's open investigation must be suspended for now. Later, on January 25, 2023, the Central Bankruptcy Court informed the creditors' meeting about how Hero's assets were being managed. Experiences By announcing the auction.

Yours Sincerely,

A handwritten signature in blue ink, appearing to read 'Nathaphol Kasamvilas'.

(Mr. Nathaphol Kasamvilas)

Chief Executive Officer