

- Translation -

Lor khor. 02/2565

22 February 2022

Subject: Dividend payment, Schedule for the 47<sup>th</sup> Annual General Meeting of shareholders, the date of publication on the Company's website and Connected Transaction (revised)

To: President of the Stock Exchange of Thailand

The Meeting of the Board of Directors No. 1/2565 of TPCS Public Company Limited, on 22 February 2022, has resolved on the following matters: -

1. Dividend payment

Propose to the 47<sup>th</sup> Annual General Meeting of Shareholders' for an approval to pay Dividend for the year 2021, at the rate of 0.75 Baht per share (Seventy-five Satang), Total of 81,000,000 Baht (Eighty-one million Baht), which comprises of 2 parts

- 1) 0.50 Baht per share (Fifty Satang), will be paid out of net profits gained from corporate tax-exempted business (BOI).
- 2) 0.25 Baht per share (Twenty five Satang), will be paid out of net profits gained from 20% corporate tax-paid business.

The record date to determine the names of shareholders, who are eligible to receive the dividend is on 5 May 2022. The dividend payment will be made on 25 May 2022.

2. Annual General Meeting of Shareholders Date and the Dissemination date of AGM invitation letter

The 47<sup>th</sup> Annual General Meeting of Shareholders will be held on Tuesday 26 April 2022 at 10.00 a.m. at Chao Praya Room 2, Montien Riverside Hotel, 372 Rama 3 Road, Bangkhlo, Bangkholaem, Bangkok. The record date to determine the names of shareholders who are eligible to attend the 47<sup>th</sup> Annual General Meeting of shareholders which will be held on Wednesday 9 March 2022.

Matters to be transacted in the Annual General Meeting of Shareholders are as follows:

- Agenda 1 Certification of the minutes of the 46<sup>th</sup> Annual General Meeting of Shareholders.
- Agenda 2 To acknowledge the report of the Board of Directors for the past year.
- Agenda 3 To consider and approve the Financial Statements for the year ended 31 December 2021.
- Agenda 4 To consider and approve the allocation of profit and Dividend Payment.
- Agenda 5 To consider and elect the directors in replacement of those who retired by rotation.  
(There are 3 directors who are due to retire by rotation, namely 1. Mr. Suchai Narongkananukul, 2. Mr. Arnut Rattanapathimakorn and 3. Assoc. Prof. Krisada Visavateeranon)

The company has earlier provided the opportunity for shareholders to propose meeting agenda and/or nominate candidates to be elected as company directors, prior to its holding of the 2022 AGM, during 1–30 December 2021. However, there

was no shareholder who proposed any meeting agenda and/or nominates candidate to be elected as company directors prior to meeting.

The Board of Directors agreed with the Nominating Committee, which does not include directors who have interests therefore considered nominating directors to replace those who retired by rotation. By considering individual qualifications therefore nominate Mr. Suchai Narongkananukul, Mr. Arnut Rattanapathimakorn to be directors for another term and [nominate Mr. Natavudh Pungcharoenpong to be an independent director and member of the Audit Committee replacing Assoc. Prof. Krisada Visavateeranon, who complete his term and does not wish to be renominated in the 47<sup>th</sup> Annual General Meeting of Shareholders.](#)

Agenda 6 To consider and approve the remuneration of the Company's Directors.

Agenda 7 To consider and appoint the auditors and fix the audit fees.

[The Board of Directors has approved to propose to appoint the company auditor for the year 2022 as follow;](#)

1. [Mr. Prasitporn Kesama,](#) [certified public accountant no. 9910](#) [or](#)
2. [Mr. Satis Kiatgungwalgri,](#) [certified public accountant no. 9760](#) [or](#)
3. [Mr. Anusorn Kiatgungwalgri,](#) [certified public accountant no. 2109](#) [or](#)
4. [Ms. Kwunjai Kiatgungwalgri,](#) [certified public accountant no. 5875](#)

[Auditors from the office of ASV & Associates Limited to be the company auditor for the year 2022 by stipulating that any of the auditors has authority to audit and express opinion on the company's financial statements. Which proposed the audit fee for the year 2022 of 945,000 Baht \(Nine hundred forty-five thousand Baht\) and the other fee related to the certification of the BOI promoted business not exceeding 100,000.-Baht \(One hundred thousand Baht\), the total amount of 1,045,000.-Baht \(One million forty-five thousand Baht\)](#)

Agenda 8 Other matters (if any).

In addition, the meeting of the Board of Directors has resolved to assign the Managing Director, who is the authorized person to change the date; time and place of the meeting related the 47<sup>th</sup> Annual General Meeting of Shareholders as necessary.

3. The company shall disseminate the meeting invitation letter for the 47<sup>th</sup> Annual General Meeting of Shareholders together with the attached documents via the company website [www.tpcsplc.com](http://www.tpcsplc.com) under the heading "Investor Relations, Corporate announcements", accessible from 25 March 2022 onward. Whereas the actual meeting invitation letter and related documents shall be forwarded to the shareholders via registered mail, according to the shareholder's names appearing on the record date.

4. The meeting considered and approved the connected transaction with Thai Staflex Company Limited ("TSC"), whereby the Company will purchase some machinery and equipment from TSC to produce products related to the Company's supply chain, totaling a connected transaction value of 6,955,000 Baht, details as follows:

4.1 Transaction Date: within March 2022 onwards

4.2 Connected party and relationship

- Buyer: TPCS Public Company Limited ("TPCS, the Company")
- Seller: Thai Staflex Company Limited ("TSC")

The Relationship

- TPCS is a major shareholder of TSC (shareholding of 14%) and common shareholder is Saha Pathana Inter-Holding Public Company Limited (SPI).
- There are common directors, namely

Common Directors	Position	
	TPCS	TSC
1. Mr. Manu Leelanwatana	Chairman	Chairman
2. Mr. Suchai Narongkananukul	Managing Director	Director

4.3 Details of the transaction: TPCS will purchase some machinery and equipment from TSC as follows:

List	Total Price (Baht)	Price includes VAT (Baht)
• machinery and equipment	6,500,000	6,955,000
• Cost of demolition/ moving/ space improvement and machinery installation. (none of connected persons)	2,500,000	2,675,000
<b>Total</b>	<b><u>9,000,000</u></b>	<b><u>9,630,000</u></b>

4.4 Total value of consideration Criteria used to determine the value:

- Total project value 9,630,000 Baht or 0.37% of total assets.
- It is an asset or service transaction. with a total connected transaction value of 6,955,000 Baht, or 0.3% of NTA, is a medium-sized transaction where the transaction size is more than 1 million Baht but less than 20 million Baht or more than 0.03% but less than 3% of NTA, whichever is higher
- In this regard, the latest financial statements as of September 30, 2021, size 0.03% of the Company's NTA is equal to 0.69 million Baht and 3% of NTA is 68.62 million Baht.
- Therefore, the size of the above list Therefore, it is within the approval authority of the Board of Directors. and disclose information to the Stock Exchange of Thailand without having to seek approval from the shareholders' meeting

4.5 Acquisition of assets: Total project value 9,630,000 Baht or 0.37% of total assets, not more than 15% of total assets. Therefore, there is no need to notify the circular or seek approval from the shareholders.

- 4.6 Directors with interests did not attend the meeting and had no right to vote at the meeting: Mr. Manu Leelanuwatana, Mr. Suchai Narongkananukul
- 4.7 Opinion of the Board of Directors: The Board of Directors has considered that the transaction is reasonable and it is for the benefit of the Company. Therefore approved the said transaction.
- 4.8 Opinion of the Audit Committee and/or Director that significantly different from the Board of Directors : None

Please be informed accordingly.

Your Sincerely,

..... *Mr. Chanin Ratanavijai* .....

(Mr. Chanin Ratanavijai)

Director and Corporate Secretary

Corporate Secretary.

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