



TPCS PUBLIC COMPANY LIMITED

Notice of the 48th Annual General Meeting of Shareholders

Tuesday 25 April 2023 at 10.00 hours.

at Chao Praya Room 2, The Montien Riverside Hotel.

372 Rama 3 Road, Khwang Bang Khlo, Khet Bang Kho Laem, Bangkok.

Please bring your Notification of Meeting with printed barcode and proxy (the proxy)
on the meeting day for convenient registration

In order to minimize unnecessary contact, no food and drinking water will be served and no printed documents will be distributed whereas eating and drinking will be strictly prohibited in the meeting venue.

Privacy Notice for the 48th Annual General Meeting of Shareholders

TPCS Public Company Limited (“the Company”) greatly aware of the personal data protection in accordance to the Privacy Data Protection Act B.E. 2562.

1. The Collection of Personal Data

It is necessary for the Company to collect your personal data that submit to the Company i.e. name, surname, address, telephone number, photo, identification number, shareholders’ registration and information related to electronic systems access and usage such as E-mail, IP Address (in case of online access to the meeting).

The Company will record and broadcast images and sounds of the meeting for its legitimate interests and the interests of shareholders. In the case of granting a proxy, it is necessary for the Company to collect a copy of the shareholder’s personal identification card which may contain religious information that is considered as Sensitive Data. The Company has no intention to collect such Sensitive Data. Accordingly, you can redact such data.

2. The Collection of Personal Data

In the direct collection of your Personal Data, the Company shall use the Personal Data only as necessary and only in accordance with the specified purposes. However, the Company may collect your Personal Data from any other sources, which means securities registrar or Thailand Securities Depository Co., Ltd. (TSD), but only in necessity and in accordance with measures required by law.

3. Purposes for the collection, use, and disclosure of Personal Data

The Company collects, uses, and discloses your Personal Data for the purposes to call the 48th Annual General Meeting of Shareholders and to convene the Annual General Meeting of Shareholders as required by law. Therefore, the Company will collect, use, and disclose your Personal Data and the referred person without your consent as authorized by the Personal Data Protection Act, B.E. 2562 (2019): for legitimate interests of the Company or any other persons or juristic persons or for compliance with the law to which the Company is subjected.

4. The Personal Data retention period

The Company will retain your Personal Data only for the necessary duration and will collect, use and disclose your Personal Data, as defined in this Privacy Notice

If it is not possible to specify the Personal Data retention period, the Company will retain the Personal Data as may be expected per data retention standards (such as the longest legal prescription of 10 years).

5. Your Rights as a Data Subject

As the owner of Personal Data (“Data Subject”), you have the rights as stipulated in the Privacy Protection Act B.E 2562, which include the right to withdraw the consent, the right to access and obtain a copy of your Personal Data, the right to correct, delete or destroy your Personal Data, the right to request suspension of the processing of your Personal Data, the right to transfer your Personal Data according to the measures stipulated by law, the right of complaint and the right to dissent to the processing or disclosing of your Personal Data.

6. The Disclosure of Personal Data to a Third Party

The Company may be required to disclose Personal Data to other persons or juristic persons or regulatory authorities, who works in cooperation with the Company for the compliance of the purposes as mentioned in this notice such as technology’s service provider, regulators or government agencies or by the order of regulatory officials

7. Contact channels

Enquires or questions on the Personal Data Protection can be addressed to the following channels: TPCS Public Company Limited, 489 Rama 3 Road, Bang Khlo, Bang Kho Laem, Bangkok 10120, E-mail: investor@tpcspc.com or Data Protection Officer (DPO), E-mail: data-privacy@tpcspc.com

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Note

- 1) The Shareholders can view the Notice of the 48th Annual General Meeting of Shareholders and documentation on the company's website at www.tpcsplc.com
- 2) The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
- 3) For more information, please contact:
Miss Darunee Supo / Corporate Secretary.
Phone 02 294-0071 ext. 221
E-mail: investor@tpcsplc.com

TRANSLATION

Lor khor. 04/2566

3 April 2023

Notice of the 48th Annual General Meeting of Shareholders

Messer: Shareholders of TPCS Public Company Limited.

Attachments:

- 1) Notification of Meeting with printed barcode (Please, bring on the meeting day).
- 2) Copy of the Minutes of the 47th Annual General Meeting of Shareholders.
- 3) Annual Report 2022 (Form 56-1 One Report) as QR Code comprised of Report of the Board of Directors, Financial Statements for the year ended 31 December 2022 and SUSTAINABILITY REPORT 2022
- 4) Profiles of the nominees for the position of directors.
- 5) The definition of "Independent Director"
- 6) Profiles of the Company Auditors Proposed for Appointment for the year 2023
- 7) Profiles of the independent directors proposed by the company to act as proxies for shareholders.
- 8) Copy of the company's Articles of Association relating the Shareholders Meeting.
- 9) Documents and evidence of the attended person that must be presented before attending the meeting, and regulation for the meeting.
- 10) The process of Registration for the Annual General Meeting of Shareholders.
- 11) Map of the venue for the Annual General Meeting of Shareholders.
- 12) Proxy Form B.

Whereas the Board of Directors, TPCS Public Company Limited (TPCS), has considered to hold the 48th Annual General Meeting of Shareholders on 25 April 2023, 10.00 hours at Chao Praya Room 2, The Montien Riverside Hotel, 372 Rama 3 Road, Khwang Bang khlo, Khet Bang kho laem, Bangkok 10120. The Board of Directors has set the record date to determine the names of shareholders' right to attend the 48th Annual General Meeting of shareholders be on 10 March 2023

The company had granted the opportunity to the shareholders to propose agenda and nominate candidates to be elected as Directors in advance during 1 – 31 December 2022 for the 48th Annual General Meeting of Shareholders. None of Shareholders proposes any agenda or nominates candidate to be elected as Director. Therefore, the company considers the following agendas:-

AGENDA 1: Certification of the minutes of the 47th Annual General Meeting of Shareholders.

Facts and reason: The foresaid meeting had been reported within 14 days after the meeting date and already submitted to the Stock Exchange of Thailand and Department of Business Development of Ministry of Commerce in time regulated and had publicly disclosed on website www.tpcsplc.com (Attachment No.2)

Comment of the Board: Being approved and consented to propose to the shareholder meeting for approval.

Voting resolution: Based on majority votes of the shareholders present at the meeting and having voting rights.

AGENDA 2: To acknowledge the report of the Board of Directors for the past year.

Facts and reason: The summary of the Company's performance during the year 2022 is shown in the Annual Report for the year 2022 (Form 56-1 One Report), which is provided herewith in Attachment No.3

Comment of the Board: Being consented to propose to the shareholders for acknowledgement.

Voting resolution: No voting required since this agenda is intended for acknowledgement purpose.

AGENDA 3: To consider and approve the Financial Statements for the year ended 31 December 2022.

Facts and reason: In compliance with relevant law stipulating that a company shall prepare its financial statements at the end of the fiscal year of the company and be audited and certified by the auditor prior to proposing for shareholders' approval.

Comment of the Board: Being consented to propose to the shareholders for approval.

(Unit : Million Baht)

Descriptions	Consolidated Financial Statements	Separate Financial Statements
Total Assets	3,070.43	3,016.95
Total Liabilities	320.12	306.12
Total Shareholders' Equity	2,750.31	2,710.83
Revenues from sales	1,790.27	1,699.31
Total Revenues from operation	1,793.23	1,699.52
Net Profit (Owners of the parent company)	285.21	282.45
Earnings Per Share (Baht)	2.64	2.62

Details are in the Financial Statements published in Annual Report 2022 (Form 56-1 One Report) (Attachment No.3)

Voting resolution: Based on majority votes of the shareholders present at the meeting and having voting rights.

AGENDA 4: To consider and approve the allocation of profit and dividend payment.

Facts and reason: According to the dividend payment policy stipulated that dividends shall be paid at the rate of 0.25 Baht per share (Twenty-five Satang or representing 25% of Par Value) subject to company's performance and economic situation. For the year 2022, the company has net profit from Separate Financial Statements of 282.45 Million Baht, however the retain earnings of the company is sufficient for dividend payment allocation to the shareholders.

Comment of the Board: To propose to the shareholders' meeting, to approve the company reserve allocation and dividend payment as follows;

1. **Statutory reserve:** Not to seek further allocation for statutory reserve, since the company has fulfilled its statutory reserve to the level of 10% of its registered capital as required by law already.
2. **General reserve:** It is proposed to set aside general reserves for the stability of the company. In the amount of 14,122,681.10 Baht (Fourteen million one hundred and twenty-two thousand six hundred and eighty-one Baht ten Satang).
3. **Dividend payment:** To propose dividend payment to the Shareholders' meeting for an approval to pay a Dividend for the year 2022, at the rate of 1 Baht per share (One Baht), Total of 108,000,000 Baht (One hundred and eight million Baht), will be paid out of net profits gained from corporate tax-exempted business (BOI).

The record date to determine the names of shareholders, who are eligible to receive the dividend is on 8 May 2023. The dividend payment will be made on 24 May 2023.

The below table is the details comparison the dividend payment, which complies with the dividend policy of the Company (Dividend payment is more than the policy stated):

Dividend description	2022	2021
Net profit (Separate Financial Statements) (Million Baht)	282.45	112.00
Number of shares (Million shares)	108.00	108.00
Annual Dividend payment (Baht/share)	1.00	0.75
Total dividend payments (Million Baht)	108.00	81.00
Dividend ratio (Separate Financial Statements) (%)	38.24	72.32

Voting resolution: Based on majority votes of the shareholders present at the meeting and having voting rights.

AGENDA 5: To consider and elect the directors in replacement of those who retired by rotation.

Facts and reason: In compliance with the Public Limited Companies Act and Clause 20, 21 of the Company's Articles of Association, one-third of the directors must retire from office by rotation at the Annual General Meeting of Shareholders. Four Directors to be retired by rotation in this Meeting are as follows:

Name	Surname	Position
1. Miss Sirikul	Dhanasarnsilp	<ul style="list-style-type: none"> • Director • Chairman of the Remuneration Committee
2. Mr. Padoong	Techasarintr	<ul style="list-style-type: none"> • Independent Director • Chairman of the Audit Committee • Chairman of the Corporate Governance and Risk Management Committee • Member of the Remuneration Committee
3. Mr. Somnuek	Thungpukdee	<ul style="list-style-type: none"> • Director, • Member of the Executive Board • Factory Manager • Acting for Business Manager
4. Mr. Koravit	Narongkananukul	<ul style="list-style-type: none"> • Director • Member of the Executive Board • Marketing Manager

In addition, the company had granted the opportunity to the shareholders to propose agenda and nominate candidates to be elected as directors in advance for the 48th Annual General Meeting of Shareholders during 1-31 December 2022. None of shareholders either proposes or nominates candidate to be elected as Director. Therefore, the Nomination Committee considers on an individual basis, While the interested person neither attend nor casted his vote. The Nomination Committee considered it appropriate for the Meeting of Shareholders to re-elect the retiring directors No. 1 - No. 4 to be directors for another term.

Comment of the Board: Since none of the shareholders nominates any candidate to be elected as directors. The Board of Directors, excluding the Directors who are nominated, have widely discussed and agreed with the Nomination Committee, with the consideration of each individual director's qualification, to propose to the Annual General Meeting of Shareholders to re-elect the retiring directors No. 1 - No. 4 to be directors for another term.

Mr. Padoong Techasarintr has been independent director more than 9 years. He possess all qualifications set forth in the qualifications of Independent Director of the company having the required expertise and experience in accounting and auditing. He has provided comments independently to the Board and has performed his duty as the independent director well. The Board of Directors then proposes the Meeting to elect Mr. Padoong Techasarintr to be an independent director. These nominated persons have passed the carefully screening processes of the Board of Directors. They are knowledgeable, competent and possess experiences in various professional fields. Their qualifications are as stipulated by law, related notifications and articles of association. As directors and members of Sub-Committees, their performances with their suggestions have benefited company and proven successfully.

Therefore, in the 48th Annual General Meeting of Shareholders, The Board of Directors then proposes the meeting to consider the appointment of directors individually. The list is as follows;

- | | | | |
|-----------------|-----------------|----|--|
| 1. Miss Sirikul | Dhanasarnsilp | as | Company Director |
| 2. Mr. Padoong | Techasarintr | as | Independent Director and Member of the Audit Committee |
| 3. Mr. Somnuek | Thungpukdee | as | Company Director |
| 4. Mr. Koravit | Narongkananukul | as | Company Director |

Enclosed please find the profiles of the persons nominated to be directors in replacement of those who retire by rotation are in Attachment No.4 and the definition for independent director complying with the requirements by The Capital Market Supervisory Board in Attachment No.5

Voting resolution: Based on majority votes of the shareholders present at the meeting and having voting rights.

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

Facts and reason: In compliance with the Public Limited Companies Act and Clause 32 of the Company's Articles of Association, prohibit company to pay money or provide any other asset to any director except for the remuneration under their rights and other kind of benefit normally provided to those appointed as the Directors of the company. It also excludes the remuneration and welfare which Directors received as company's employees or staff.

The resolution of the Annual General Meeting of Shareholders in 2022 approved the annual remuneration amount of and not exceeds 15,000,000.-Baht (Fifteen million Baht), the company paid 9,742,000.- Baht (Nine million and seven hundred forty-two thousand Baht); comprising of compensation to directors of 8,110,000.-Baht (Eight million, one hundred and ten thousand Baht), meeting allowance of 1,632,000.-Baht (One million six hundred and thirty-two thousand Baht) to directors of the company (including all sub-committees).

For the year 2023, the Remuneration Committee has resolved to propose the annual remuneration amount of and not exceeds 15,000,000.-Baht (Fifteen million Baht) same as the last year. The structure of the directors' remuneration was proposed as follow:

	2023 (propose)	2022
1. Annual remuneration	paid to all directors, based on the consideration of the Remuneration Committee.	paid to all directors, based on the consideration of the Remuneration Committee.
2. Meeting allowance paid to person attending the meeting.		
2.1 For The Board of Directors	<u>Remains</u>	
- Chairman	12,000.- Baht/Meeting	12,000.- Baht/Meeting
- Director	10,000.- Baht/Meeting	10,000.- Baht/Meeting
2.2 For The Audit Committee		
<u>Monthly</u>	<u>Remains</u>	
- Chairman	10,000.- Baht/Meeting	10,000.- Baht/Meeting
- Director	8,000.- Baht/Meeting	8,000.- Baht/Meeting
<u>Quarterly</u>	<u>Remains</u>	
- Chairman	60,000.- Baht/Meeting	60,000.- Baht/Meeting
- Director	30,000.- Baht/Meeting	30,000.- Baht/Meeting
2.3 For The Nomination Committee, The Remuneration Committee, The Corporate Governance and Risk Management Committee.	<u>Remains</u>	
- Chairman	10,000.- Baht/Meeting	10,000.- Baht/Meeting
- Director	8,000.- Baht/Meeting	8,000.- Baht/Meeting
3. Other Benefits	None	None

Whereas above remuneration criteria needs to receive the approval by the Board of Directors, and cannot exceed the amount approved by the shareholders' meeting.

Comment of the Board: It was agreed with the Remuneration Committee's proposal to propose the amount of and not exceeds 15,000,000.-Baht (Fifteen million Baht) per annum (same as last year) to propose to the Annual General Meeting of Shareholders. The proposal was considered with performances of company and directors as well as the authority, duty and responsibility of the directors to comply with corporate governance, anti-corruption and policy making for the company to cope with fast changing business environment and regulations. Furthermore, the Board of Directors had also considered the amount paid in the past year and compared with others in the same industry.

Voting resolution: This agenda requires not less than two-third of total votes of the shareholders present at the meeting.

AGENDA 7: To consider and appoint the auditors and fix the audit fees.

Facts and reason: In compliance with the Public Limited Companies Act and Clause 49, 50 of the Company's Articles of Association, an auditor must not be a director, employee, hired worker or holder of any position in the company. The auditor shall be appointed in the Annual General Meeting of Shareholders every year and is eligible to be re-elected.

In 2022, the auditor who has authorized signature in the Financial Statements of the company is Mr. Prasitporn Kesama, C.P.A. No. 9910, the office of ASV & Associates Limited, the audit fee and other fee was 1,010,000. - Baht (One Million and ten thousand Baht)

In 2023, the Audit Committee has considered and proposed the appointment of an independent person to act as the company's auditor including considering the remuneration of the auditor which can be considered based on Independence, Performance, professional standard and qualifications in accordance with the regulations of the company. And the Office of the Securities and Exchange Commission by proposing the names of auditors as follows

1. Mr. Prasitporn Kesama, certified public accountant no. 9910 or
(The authorized signature in the Financial Statements of the company since 2020 – Present.)
2. Mr. Satis Kiatgungwalgri, certified public accountant no. 9760 or
(Never be the authorized signature in the Financial Statements of the Company)
3. Mr. Anusorn Kiatgungwalgri, certified public accountant no. 2109 or
(The authorized signature in the Financial Statements of the company since 2010 – 2013= 4 years)
4. Ms. Kwunjai Kiatgungwalgri, certified public accountant no. 5875
(The authorized signature in the Financial Statements of the company since 2014 – 2019= 6 years)

Auditors from the office of ASV & Associates Limited to be the company auditor for the year 2023 by stipulating that any of the auditors has authority to audit and express opinion on the company's financial statements.

The above auditors do not have any relationship and / or any interest with the company, subsidiaries, executives, major shareholders, or related parties in any way. The information of the auditors and the independence of the nominated auditors is appeared in the Attachment No. 6

As for the remuneration of the auditor, the audit committee has compared the job quantity and the remuneration fee compared with audit fee of the other Listed Companies in the same level is reasonable, which has audit fees and other fees in the total amount of 1,145,000. - Baht (One Million and one hundred forty-five thousand Baht) with the remuneration of the auditor as follows:

Audit fees and other fees of TPCS	✓ (propose) 2023 (Baht)	2022 (Baht)
1. Quarter 1,2,3 audit fee	312,000.-	312,000.-
2. Annual audit fee ended 31 December	633,000.-	633,000.-
Total audit fees	<u>945,000.-</u>	<u>945,000.-</u>
<u>Other Fee</u>		
Audit fee (under BOI Condition)	200,000.-	100,000.-
Grand Total	<u>1,145,000.-</u>	<u>1,045,000.-</u>

In addition, the Annual General Meeting of Shareholders to acknowledge the audit fees and other fees of the subsidiary companies, TPCNIC Company Limited and TPCX Company Limited which has auditors of the company and the subsidiary companies under the same audit firm as follows:

1. TPCNIC Company Limited has audit fees and other fees in the total amount of 183,000.-Baht (same as last year)

Acknowledge the audit fees and other service fees of TPCNIC a subsidiary company	(Acknowledge) 2023 (Baht)	2022 (Baht)
1. Quarter 1,2,3	96,000.-	96,000.-
2. Annual audit fee ended 31 December	84,000.-	84,000.-
Total audit fees	180,000.-	180,000.-
<u>Other Fee</u>		
The Financial Statements (English Version)	3,000.-	3,000.-
Grand Total	<u>183,000.-</u>	<u>183,000.-</u>

2. TPCX Company Limited has audit fees and other fees in the total amount of 160,000.-Baht (same as last year)

Acknowledge the audit fees and other service fees of TPCX a subsidiary company	(Acknowledge) 2023 (Baht)	2022 (Baht)
1. Quarter 1,2,3	80,000.-	80,000.-
2. Annual audit fee ended 31 December	80,000.-	80,000.-
Total audit fees	160,000.-	160,000.-
<u>Other Fee</u>		
-None-	-	-
Grand Total	<u>160,000.-</u>	<u>160,000.-</u>

Comment of the Board: It is agreed to the Audit Committee selection and proposal. It should propose to the Annual General Meeting of Shareholders for approval to appoint the company auditor for the year 2023 as follow;

1. Mr. Prasitporn Kesama, certified public accountant no. 9910 or
(The authorized signature in the Financial Statements of the company since 2020 – Present.)
2. Mr. Satis Kiatgungwalgri, certified public accountant no. 9760 or
(Never be the authorized signature in the Financial Statements of the Company)
3. Mr. Anusorn Kiatgungwalgri, certified public accountant no. 2109 or
(The authorized signature in the Financial Statements of the company since 2010 – 2013 = 4 years)
4. Ms. Kwunjai Kiatgungwalgri, certified public accountant no. 5875
(The authorized signature in the Financial Statements of the company since 2014 – 2019 = 6 years)

Auditors from the office of ASV & Associates Limited to be the company auditor for the year 2023 by stipulating that any of the auditors has authority to audit and express opinion on the company's financial statements. With the consideration of independence, performance, professional standard and qualifications stipulated by the company Articles of Association and regulation of the Securities and Exchange Commission.

Moreover, job quantity and the remuneration fee compared with audit fee of the other Listed Company in same level is reasonable, Audit fees and other service are determined of a total 1,145,000.-Baht (One million and one hundred forty-five thousand Baht), providing additional information to the Annual General Meeting of Shareholders to acknowledge the audit fees and other service fees of the subsidiary are TPCNIC Company Limited and TPCX Company

Limited which the auditor of the company and the subsidiary under the same audit firm with total compensation of 183,000.- Baht (One hundred and eighty-three thousand Baht) and 160,000.- Baht (One hundred and sixty thousand Baht) respectively, with details of remuneration for the auditor as shown in the above table.

Voting resolution: This agenda requires majority votes of the shareholders present at the meeting and having voting rights.

AGENDA 8: Other matters (If any)

The shareholders are all invited to attend the meeting on the date, time and venue indicated above. The registration for meeting attendance shall open 2 hours prior to the meeting commencement, starting from 8.00 hours onwards.

Shareholders, who have questions related to any agenda of the Annual General Meeting of Shareholders, are able to send questions in advance at E-mail : investor@tpcsplc.com or registered mail to Miss Darunee Supo (Corporate Secretary), at the below detail within 17 April 2023, Please, specify the name, address, and telephone number which is able to contact. The questions submitted by shareholders shall be collected by the Corporate Secretary before further submission to the Managing Director and/or the Board of Directors for consideration. The company will consider and may answer via facsimile, email, or other channels prior to the meeting or at the meeting.

For your convenience, if you are unable to attend the meeting and desire to appoint a person to attend the meeting and vote on your behalf, please completely fill and sign Proxy Form B (Attachment No.12) or download Proxy Forms from the company's website www.tpcsplc.com

Shareholders who desire to appoint the independent directors who was nominated, by the name as the authorized person from shareholders can look up Attachment No.7

You are kindly requested to submit the complete Proxy Form at least one day prior to the meeting by send to:
Miss Darunee Supo (Corporate Secretary)
TPCS Public Company Limited.
489 Rama 3 Road, Bang Khlo, Bang Kho Laem, Bangkok 10120

The company will process registration with the barcode system. For registration convenience, shareholders and proxy please bring the documents and evidence of the attended person that must be presented before attending the meeting such as Notification of Meeting with printed barcode (Attachment No.1), Proxy Form B (Attachment No.12), with signature for the rights to attend the meeting on the meeting date.

By the order of the Board of Directors

Your Sincerely,

.....
Miss Darunee Supo

(Miss Darunee Supo)
Corporate Secretary

Translation

TPCS PUBLIC COMPANY LIMITED

Copy of the Minutes of the 47th Annual General Meeting of Shareholders

Held on Tuesday 26 April 2022

The Meeting was held at Chao Praya Room 2, The Monthien Riverside Hotel.

372 Rama 3 Road, Khwang Bang Khlo, Khet Bang Kho Laem, Bangkok.

The meeting commenced at 10.00 hours.

Upon appointment time, Mr.Chanin Ratanavijai, Director and Corporate Secretary, informed the meeting that, it was 10.00 hours,

there were shareholders, representing	21 shareholders	holding 3,589,960 shares
there were proxies, representing	44 shareholders	holding 88,847,678 shares
<u>there were shareholders and proxies 36 persons, representing</u>	<u>65 shareholders</u>	<u>holding 92,437,638 shares</u>

or 85.59% out of 108,000,000 company shares already issued and paid up. The meeting quorum was formed.

Accordingly, in accordance with Article 36 of the company's Article of Association, which required at least 25 shareholders and proxies, representing not less than half of the total number of shareholders and holding not less than one-third of the total number of shares already issued and paid up.

Mr. Manu Leelanuwatana, Chairman of the meeting, thanked all the shareholders for attending the meeting, and declared the meeting open. Before proceeding on the Meeting, the Chairman assigned Mr. Suchai Narongkananukul, Chairman of the Executive Board and Managing Director to introduce members of the Board of Directors, Sub-Committees, Executives, Corporate Secretary, Chief Financial Officer and Auditor of the company to the meeting and conduct by the agenda as follows:

10 members of the Board of Directors attended the meeting from 11 persons. (or representing 90.91% of the entire), namely;

- | | | |
|----|------------------------------------|---|
| 1. | Mr. Manu Leelanuwatana | Chairman of the Board of Directors and Member of the Nomination Committee. |
| 2. | Mr. Padoong Techasarintr | Independent Director, Chairman of the Audit Committee, Chairman of the Corporate Governance and Risk Management Committee and Member of the Remuneration Committee |
| 3. | Miss Sirikul Dhanasamsilp | Director and Chairman of the Remuneration Committee |
| 4. | Dr. Utid Tamwatin | Independent Director, Member of the Audit Committee and Member of the Corporate Governance and Risk Management Committee |
| 5. | Assoc. Prof. Dr. Supachet Chansarn | Independent Director and Member of the Audit Committee |
| 6. | Mr. Suchai Narongkananukul | Chairman of the Executive Board, Managing Director, Member of the Nomination Committee, Member of the Remuneration Committee and Member of the Corporate Governance and Risk Management Committee |

- | | | |
|----------------|-------------------|--|
| 7. Mr. Arnut | Rattanapathimakom | Deputy Managing Director, Executive Director and Member of the Corporate Governance and Risk Management Committee and Director of Production |
| 8. Mr. Somnuek | Thungpukdee | Director, Executive Director, Acting for Business Manager and Factory Manager |
| 9. Mr. Koravit | Narongkananukul | Director, Executive Director and Marketing Manager |
| 10. Mr. Chanin | Ratanavijai | Director, Executive Director, Corporate Secretary and Senior Manager-office of the CEO |

Other Executives attended the meeting, namely;

- | | | |
|------------------|--------------------|--|
| 1. Miss Darunee | Supo | Executive Board member and Accounting and Finance Manager (CFO) |
| 2. Miss Rachanee | Luevipasakul | Executive Board member, Human Resources and Administration Manager and Acting for Business Promotion Manager |
| 3. Mr. Supachai | Taechalapanarusmie | Internal Audit Manager |
| 4. Mrs. Sukjai | Rachadej | Factory Manager |
| 5. Mrs. Suwannee | Naipongprasit | Factory Manager |

The company auditors and the inspector for the vote-counting procedure from ASV & Associates Limited, Mr. Prasitporn Kesama and Ms. Kwunjai Kiatgungwalgri

For this Annual General Meeting of Shareholders, Chairman of the Board of Directors, Directors, Chairman of Sub-Committees, Executives, Chief Financial Officer and Auditor attended the meeting.

After that, Mr. Chanin Ratanavijai, Director and Corporate Secretary to provide information relating to the meeting and the voting procedure. For the shareholders' meeting this year, the company had granted the opportunity for the shareholders to propose meeting agenda and/or nominate candidates to be elected as directors by providing said information to the shareholders via SET and company website during 1 – 30 December 2021. There was not any shareholder submitting any proposal to be included in the meeting agenda or nominate any candidate to the company as specified in the notice of the meeting.

The voting method for this meeting was to comply with Article 43 of the company's Articles of Association, requiring each share to be counted as one vote, and the voting to be carried out in a transparent manner. The shareholders may cast either approval vote, disapproval vote, or abstention vote, for each meeting agenda, whereas only disapproval and/or abstention votes together with the invalid ballot (if any) would be taken into account, by deducting them from the total votes present at the meeting, in order to arrive at the number of approval votes.

A ballot is invalid if it is marked without the shareholder's signature or if there are more than one crosses marked in the ballot.

Whereas in the case where the shareholder had appointed a proxy to attend the meeting and cast vote according to his/her wish, and had already submitted such proxy appointment letter to the company.

In the case where the shareholder or proxy arrived for meeting registration after the meeting had already commenced, said shareholder or proxy would be allowed to cast vote only for the remaining agenda not yet entering consideration. The company would then add the number of shareholders or proxies so arrived, to the total meeting quorum, for such remaining agenda for further recording in the meeting minutes

In order to facilitate vote-counting procedure in a transparent manner, the company applied the barcode system to the vote-counting procedures, thereby allowing all shareholders to view the voting result for each agenda clearly on screen at the same time.

The voting method for the meeting agenda could be classified into the followings:

1. Any agenda, except the agenda of election of director, In case of “Disapproval” or “Abstention” vote, the shareholders/ proxies have to raise their ballot papers. The company officer will distribute voting card, please fill in the voting card with signature, and return to the officer.
2. The election of directors’ agenda, please elect director individually and sign. In case of “Disapproval” or “Abstention” vote in the election of director, the shareholders/proxies have to raise their ballot paper. The company officer will collect voting card from all shareholders at the end of the 5th agenda.

Directors will cast their votes in accordance with the opinions proposed by The Board of Directors for each meeting agenda. In case the director was assigned to vote for the shareholder, his or her voting will have to comply with such instruction specified by the shareholder in the proxy form. In this meeting, if any shareholders have questions. Please write any questions on the paper and send to company staff. Please write your name-surname. To record in the minutes of the meeting

After this, the Chairman assigned Mr. Suchai Narongkananukul, Chairman of the Executive Board and Managing Director to conduct the meeting according to the meeting agenda:-

Before starting the 1st agenda, the Corporate Secretary informed the meeting that there were 2 persons, representing 2 shareholders attending the meeting, holding 294,191 shares, the total shareholders and proxies were 38 persons, representing 67 shareholders and holding 92,731,829 shares or 85.86% of the company shares already issued and paid up.

AGENDA 1: Certification of the minutes of the 46th Annual General Meeting of Shareholders.

Chairman of the Executive Board and Managing Director, Mr. Suchai Narongkananukul informed the meeting that the minutes of the meeting had been reported within 14 days subsequent to the meeting date, and already submitted to the Stock Exchange of Thailand and Department of Business Development of the Ministry of Commerce within the timeframe specified by law, as well as disseminated through the company website (www.tpcsplc.com). The company had earlier sent out a copy of the minutes of the 46th Annual General Meeting of Shareholders together with the notice of the Annual General Meeting of Shareholders in advance. The Board considered that said meeting minutes had been duly and accurately recorded.

Then, asked shareholders if there was any question.

As the meeting had no comment, the Chairman of the Executive Board and Managing Director requested the meeting to consider the minutes of the 46th Annual General Meeting of Shareholders

Upon consideration, the minutes were unanimously out of the total votes of the shareholders attending the meeting and having the right to vote as follows:

Approved	92,731,829 votes	or	100 %
Disapproved	None	or	0 %
Abstained	None	or	0 %
Invalid ballots	None	or	0 %

AGENDA 2: To acknowledge the report of the Board of Directors for the past year.

Chairman of the Executive Board and Managing Director, Mr. Suchai Narongkananukul informed the meeting that, the Report of the Board of Directors and the operating results of the company in the year 2021 are shown in the invitation letter in the form of QR Code which includes the financial statements as of 31 December 2021 and Sustainability Report, earlier sent out to the shareholders together with the notice of the meeting (Attachment No. 3), therefore, summarizing the company's performance and the subsidiaries ("The Group") for the year 2021 as follows;

Items	2021 (Million Baht)	2020 (Million Baht)	Increase (Decrease)	
			(Million Baht)	%
Revenues from operation	932.70	762.91	169.79	22.26
- Revenues from sales	928.24	759.72	168.52	22.18
- Domestic Sales	693.72	552.33	141.39	25.60
- Oversea Sales	234.52	207.39	27.13	13.08
- Revenue from hire of works	4.46	3.19	1.27	39.81
Other incomes	75.22	58.63	16.59	28.30
- Rental income	1.62	1.90	(0.28)	-14.74
- Dividend income	39.81	45.49	(5.68)	-12.48
- Unrealized Profit from Revaluation of Financial Assets	10.81	-	10.81	100.00
- Income from being a Node Validator of digital asset transactions	3.99	-	3.99	100.00
- Other	18.99	11.24	7.75	68.95
Total revenues	1,007.92	821.53	186.40	22.69

The Company's total revenues were 1,007.92 million Baht, increases by 186.40 million Baht or 22.69% from the previous year. The major increase is contributed to an increase in Sales of 168.52 million Baht or 22.18% compared to the previous year in 2020. The increase is mainly due to economic recovery after the severe COVID-19 in 2020, coupled with the move toward Health Care Products with E-Commerce capability improvement to sell directly and deliver products to consumers faster.

For Other Income, it posted at 75.22 million Baht, increased by 16.59 million Baht from 58.63 million Baht in 2020, accounted for 28.30%, mainly due to Unrealized Profit from Revaluation of Financial Assets of 10.81 million Baht and income from being a Node Validator of digital asset transactions of 3.99 million Baht,

making the Total Revenue for the year 2021 at 1,007.92 million Baht from 821.53 million Baht in 2020, an increase of 186.40 million Baht or an increase of 22.69%.

Products	2021		2020		Increase (Decrease)	
	Sales (Million Baht)	%	Sales (Million Baht)	%	Sales (Million Baht)	%
Industries	676.07	72.48	579.88	76.01	96.19	16.59
Health and Household	256.64	27.52	183.03	23.99	73.61	40.23

Sales structure by product group of the Company and its subsidiaries in 2021 consists of Industrial Products with sales of 676.07 million Baht, an increase of 96.19 million Baht from the previous year or 16.59%. and the portion of Hygiene and Household Products was at 256.64 million Baht, an increase of 73.61 million Baht or 40.23 percent.

The sales of products in both groups accounted for 72.48% for the Industrial Product group and 27.52% for the Hygiene and Household Product group.

Consolidated financial statements

Items	2021 (Million Baht)	2020 (Million Baht)	Increase (Decrease)	
			(Million Baht)	%
Total Revenues	1,007.93	821.53	186.40	22.69
Total cost of operation	688.27	591.75	96.52	16.31
Total expenses	197.74	273.51	-75.77	-27.70
Income tax expenses	-15.40	23.16	-38.56	-166.50
Net profit for the year	106.51	-20.57	127.08	-617.79
Net profit - Owners of the parent company	106.73	-19.51	126.24	-647.05
Net Profit Ratio	10.59%	-2.38%		

Operating costs in 2021 were 688.27 million Baht, an increase of 96.52 million Baht or an increase of 16.31%. Total expenses were 197.74 million baht, a decrease of 75.77 million Baht or a 27.70% decrease. Income Tax Expense of 15.40 million Baht, causing the company and its subsidiaries to have a Net Profit of 106.51 million Baht, which is a part of the parent company of 106.73 million Baht, compared with a loss of 19.51 million Baht in 2020, an increase of 647.05%, thus making the Net Profit Margin stood at 10.59%, compared to a loss of 2.38% in 2020.

Financial Status of the company and its subsidiaries, as shown in the table:

Items	2021 (Million Baht)	2020 (Million Baht)	Increase (Decrease)	
			(Million Baht)	%
Total Assets	2,879.09	2,616.72	262.37	10.03
Total Liabilities	270.40	258.14	12.26	4.75
Total Shareholders' equity	2,608.69	2,358.58	250.11	10.60

The Total Assets was 2,879.09 million Baht, increase by 10.03%. Total Liabilities at the end of the year was 270.40 million Baht, increases by 4.75%. Shareholders' Equity increases by 250.11 million Baht, accounted for an increase 10.6%.

This year, year 2022, the global economy would continue to suffer due to the uncertainty of the severity of the COVID-19 epidemic and is aggravated by the ongoing problems of the war in Ukraine which will affect the economy widely. The Board of Directors must continue to implement the policy with caution following its original plan to diversify to the production and distribution of Hygiene and Household products that have been carried out in the past 3-4 years, which has achieved a certain degree of success as earlier reported.

In addition, the Board of Directors also agreed to focus on the changing of the digital world and set up a subsidiary at the end of 2021 to operate business related to digital assets. which is still in the early stage. If there is further progress, the company will report to shareholders according to the criteria set by the Securities and Exchange Commission in the future.”

To confirm the good governance and management of the Company in the past year is sustainable securities category for the second year and has received a very good corporate governance assessment from the Thai Institute of Directors Association (IOD).

In addition, the company attaches great importance to the implementation of the anti-corruption policy. The Company is undergoing the 2nd Re-Certification of the Thai Private Sector Collective Action Coalition Against Corruption. Last year, the company did not receive any complaints about good governance or any corruption.

Then, asked shareholders if there was any question.

As the meeting had no comment, the Chairman of the Executive Board and Managing Director informed the meeting that this was an acknowledgment agenda requiring no vote-casting, and proceeded to the next meeting agenda.

AGENDA 3: To consider and approve the Financial Statements for the year ended December 31, 2021

Chairman of the Executive Board and Managing Director, Mr. Suchai Narongkananukul informed the meeting that, proposed the meeting for approval of the Financial Statements as at 31 December 2021, were prepared in accordance with the financial reporting standards, examined and certified by a Certified Public Accountant and reviewed by the Audit Committee and Board of Directors, whose details appeared per the financial statements of the 2021 annual report (Form 56-1 One Report) earlier forwarded with the notice of the meeting to the shareholders. The key figures were in the following table:- (Unit : Million Baht)

Descriptions	Consolidated Financial Statements	Separate Financial Statements
Total Assets	2,879.09	2,836.57
Total Liabilities	270.40	269.07
Total Shareholders' Equity	2,608.69	2,567.50
Revenues from sales	928.24	924.90
Total Revenues from operation	932.71	924.91
Net Profit (Owners of the parent company)	106.73	112.00
Earnings Per Share (Baht)	0.99	1.04

Then, asked shareholders if there was any question.

As the meeting had no comment, the Chairman of the Executive Board and Managing Director asked the meeting to approve the financial statements as at 31 December 2021.

Upon consideration, the financial statements were adopted unanimously out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

Approved	92,731,829 votes	or	100 %
Disapproved	None	or	0 %
Abstained	None	or	0 %
Invalid ballots	None	or	0 %

AGENDA 4: To consider and approve the allocation of profit and dividend payment.

Chairman of the Executive Board and Managing Director, Mr. Suchai Narongkananukul, informed the meeting that, the company has the dividend payment policy stipulated that dividends shall be paid at the rate of 0.25 Bath (Twenty-five Satang) or 25 percent of Par-value subject to company's performance and economic situation,

In 2021, the company has net profit from Separate Financial Statements of 112 million Baht. The Board of Directors proposed to allot profit and dividend payment as following: -

1. **Statutory reserve:** Not to seek further allocation for statutory reserve, since the company has fulfilled its statutory reserve to the level of 10% of its registered capital as required by law already.
2. **General reserve:** It is proposed to set aside general reserves for the stability of the company. In the amount of 5,600,038.44 Baht (Five million six hundred thirty-eight Baht and forty-four Satang).
3. **Dividend payment:** To propose dividend payment to the Shareholders' meeting 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.

Summary of dividend payment details, which is in accordance with (more over), the company's dividend policy as follows:

Dividend description		<u>2021</u>	2020
Net profit (Separate Financial Statements)	(million Baht)	112.00	(19.77)
Number of shares	(million shares)	108.00	108.00
Annual Dividend payment	(Baht/Share)	0.75	0.60
Total dividend payments	(million Baht)	81.00	64.80
Dividend ratio (Separate Financial Statements)	(%)	72.32	-327.8

Then, asked shareholders if there was any question.

As the meeting had no comment, the Chairman of the Executive Board and Managing Director asked the meeting to consider this proposal.

Upon consideration, the reserve allocation and dividend payment was adopted unanimously out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

Approved	92,731,829 votes	or	100 %
Disapproved	None	or	0 %
Abstained	None	or	0 %
Invalid ballots	None	or	0 %

AGENDA 5: To consider and elect the directors in replacement of those who retire by rotation.

Chairman of the Executive Board and Managing Director, Mr. Suchai Narongkananukul, informed the meeting that according to the Public Limited Companies Act and the company's Articles of Association Article 20 and 21, specified that "An annual ordinary shareholder's meeting every time, the directors must be out of position in the amount rate of one-third (1/3). If the amount of directors not able to be divided into the three (3) parts, shall divide nearly into one / third (1/3) parts. The director being out of the position able to be re-elected.

The present, the Company has 11 directors, therefore, there are 3 directors who are due to retire by rotation are as follow:-

1. Mr. Suchai Narongkananukul
2. Mr. Arnut Rattanapathimakorn
3. Assoc. Prof. Krisada Visavateeranon

In this regard, Assoc. Prof. Krisada Visavateeranon who complete his term and does not wish to be renominated in the 47th Annual General Meeting of Shareholders.

None of shareholders either proposes or nominates candidate to be elected as Director. Therefore, the Nomination Committee considers on an individual basis, While the interested person neither attend nor casted his vote. The Nomination Committee considered it appropriate for the Meeting of Shareholders to re-elect the retiring directors No. 1 and No.2 to be directors for another term. Furthermore, the Nominating Committee resolved to recommend to The Board of Directors for further proposal to the shareholders' meeting to approve the election of Mr. Nattavudh Pungcharoenpong to replace Assoc. Prof. Krisada Visavateeranon, who complete his term and does not wish to be re-nomination.

Since Mr. Nattavudh Pungcharoenpong, who has been independent director possess all qualifications set forth in the qualifications of Independent Director of the company knowledgeable in modern technology as required by the company, Furthermore, he is able to provide an independent opinion which will be beneficial to the Company.

The consideration of each individual director's qualification shows that they are knowledgeable, competent and experienced in various professional fields. Their qualifications are as stipulated by law, related notifications and articles of association. With their suggestions as directors and members of Sub-committees, the policies carried out have proven successfully.

Therefore, in the 47th Annual General Meeting of Shareholders, The Board of Directors then proposes the meeting to consider the appointment of directors individually. The list is as follows;

1. Mr. Suchai Narongkananukul as Company Director
2. Mr. Arnut Rattanapathimakorn as Company Director
3. Mr. Nattavudh Pungcharoenpong as Independent Director and Member of the Audit Committee

The profile of the persons nominated to be directors and the definition of independent director of the company had been sent to the shareholders together with the notice of the meeting.

Furthermore, the Public company Act B.E.2535, section 86 specified that “company directors are not allowed to engage in other business having the same business nature, or otherwise competing with the company’s business, or becoming a partner in ordinary partnership, unlimited partner in registered ordinary partnership, or becoming the director in other companies having the same business nature or otherwise completing with the company’s business, whether for own or other persons’ benefits, except only in such cases where the shareholders’ meeting has been duly notified in advance prior to such appointment”.

The meeting was informed that above candidates do not have conflict of interest as stated. The profile of these 3 persons being nominated as director and definitions of independent director had earlier been sent out to the shareholders together with the notice of the meeting.

Then, asked shareholders if there was any question.

As the meeting had no comment, the Chairman of the Executive Board and Managing Director asked the meeting to cast votes to elect the directors replacing those retiring upon term completion, based on individual basis as follows:

5.1 Mr. Suchai Narongkananukul, to be Company Director

The resolution was adopted unanimously out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

Approved	92,731,829 votes	or	100 %
Disapproved	None	or	0 %
Abstained	None	or	0 %
Invalid ballots	None	or	0 %

5.2 Mr. Arnut Rattanapathimakorn, to be Company Director

The resolution was adopted unanimously out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

Approved	92,731,829 votes	or	100 %
Disapproved	None	or	0 %
Abstained	None	or	0 %
Invalid ballots	None	or	0 %

5.3 Mr. Nattavudh Pungcharoenpong, to be Independent Director and the Audit committee

The resolution was adopted unanimously of the total votes the shareholders attending the meeting and having the rights to vote as follows:

Approved	92,731,829 votes	or	100 %
Disapproved	None	or	0 %
Abstained	None	or	0 %
Invalid ballots	None	or	0 %

Thus, The Board of Directors for 2022 comprised 11 members as follows:-

- | | | |
|-----|---------------------------|--------------------|
| 1. | Mr. Manu | Leelanuwatana |
| 2. | Mr. Suchai | Narongkananukul |
| 3. | Mr. Arnut | Rattanapathimakorn |
| 4. | Mr. Chanin | Ratanavijai |
| 5. | Mr. Somnuek | Thungpukdee |
| 6. | Mr. Koravit | Narongkananukul |
| 7. | Miss. Sirikul | Dhanasarnsilp |
| 8. | Mr. Padoong | Techasarintr |
| 9. | Dr. Utid | Tamwatin |
| 10. | Assoc. Prof. Dr. Supachet | Chansarn |
| 11. | Mr. Nattavudh | Pungcharoenpong |

Whereby one-third of the total Board Members are Independent Directors. The 4 Independent Directors are Mr. Padoong Techasarintr, Dr. Utid Tamwatin, Assoc. Prof. Dr. Supachet Chansarn and Mr. Nattavudh Pungcharoenpong which all 4 persons are also members of the Audit Committee of the Company.

Before starting the 6th agenda, the Corporate Secretary informed the meeting that there was 1 person, representing 1 shareholder attending the meeting, holding 3 shares, the total shareholders and proxies were 39 persons, representing 68 shareholders and holding 92,731,832 shares or 85.86% of the company shares already issued and paid up.

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

Chairman of the Executive Board and Managing Director, Mr. Suchai Narongkananukul, informed the meeting that according to the Public Limited Companies Act and the company's Articles of Association Article 32, specified that " The company is not allowed to pay for or any other properties to the directors unless for compensation according to the rights and benefits repayment by other means regularity as the directors of the company, excluding the compensation or welfare which the directors obtained as the status of officer or employee of the company."

In the year 2021, Shareholders had approved the annual remuneration not exceed 12,000,000.-Baht (Twelve million Baht), which the company paid 8,248,000.-Baht (Eight million two hundred forty-eight thousand Baht); comprising of compensation to directors of 6,650,000.-Baht (Six million and six hundred

fifty thousand Baht), meeting allowance of 1,598,000.-Baht (One million five hundred and ninety-eight thousand Baht) to directors (including all sub-committees) of the company.

In 2022, the Board of Directors agreed with the Remuneration Committee's proposal to propose to the Shareholders to set the Directors' remuneration amount for performances of the company for 2022 at not exceed 15,000,000.-Baht (Fifteen Million Baht), excluding other remuneration or benefits duly accorded the directors as company's employee or staff member. By asking the remuneration committee to consider compensation in the amount allocated to the shareholders' approval.

The Remuneration Committee considered based on the Board of Directors' performances of company and directors as well as the authority, duty and responsibility of the directors, which will be additionally assigned to comply with corporate governance, anti-corruption and policy making for the company to cope with fast changing business environment and regulations. Furthermore, the Board of Directors had also considered the amount paid in the past year and compared with others in the same industry.

The remuneration details were as follow:

The remuneration	Chairman	Director
1. Annual remuneration	paid to all directors, based on the consideration by the Remuneration Committee.	
2. Meeting allowance : paid to person attending the meeting.		
• For The Board of Directors	12,000.- Baht / time	10,000.- Baht / time
• For The Audit Committee, The Nomination Committee, The Remuneration Committee, The Corporate Governance and Risk Management Committee.	10,000.- Baht / time	8,000.- Baht / time
• For The Audit Committee (Quarterly)	60,000.- Baht / time	30,000.- Baht / time
3. Other Benefits	- None -	

Whereas above remuneration criteria need to receive the approval by the Board of Directors, and not exceed the budget amount approved by the shareholders' meeting.

Then, asked shareholders if there was any question.

As the meeting had no comment, The Chairman of the Executive Board and Managing Director asked the meeting to consider above proposal, whereby not less than two-thirds of the votes present at the meeting would be required to approve.

Upon consideration, the meeting has approved to pay compensation to the Board of Directors in the total amount not exceeding 15,000,000.- Baht per year (Fifteen Million Baht only) by authorizing the Remuneration Committee to allocate within the amount approved by the shareholders' meeting was adopted unanimously out of the total votes of the shareholders attending the meeting as follows:

Approved	92,731,832 votes	or	100 %
Disapproved	None	or	0 %
Abstained	None	or	0 %
Invalid ballots	None	or	0 %

AGENDA 7: To consider and appoint the auditors and fix the audit fees.

Chairman of the Executive Board and Managing Director, Mr. Suchai Narongkananukul, informed the meeting that according to the Public Limited Companies Act and the company's Articles of Association Article 49 and Article 50, specified that, "The auditor shall not be the director, officer, employee or any designations of the company. The auditor shall be elected every year by the shareholders' ordinary meeting. The auditor who was terminated from the position able to be re-elected."

In 2021, the auditor who has authorized signature in the Financial Statements of the company is Mr. Prasitporn Kesama, certified public accountant no. 9910, the office of ASV & Associates Limited, the audit fee and other fees was 1,000,000.-Baht (One Million Baht)

For 2022, the Board of Directors deemed it appropriate to propose to the shareholders' meeting to appoint the company auditors, as proposed by the Audit Committee. The consideration was based on their independency, performances, good working principles and other qualifications stipulated by the company's Articles of Association and together with the requirements set forth by The Securities and Exchange Commission. It is deemed appropriate to propose to the Annual General Meeting of Shareholders to appoint the auditors for the year 2022 as follows:

1. Mr. Prasitporn Kesama, certified public accountant no. 9910 or
(The authorized signature in the Financial Statements of the company since 2020 – Present.)
2. Mr. Satis Kiatgungwalgri, certified public accountant no. 9760 or
(Never be the authorized signature in the Financial Statements of the Company)
3. Mr. Anusorn Kiatgungwalgri, certified public accountant no. 2109 or
(The authorized signature in the Financial Statements of the company since 2010 – 2013 total 4 years)
4. Ms. Kwunjai Kiatgungwalgri, certified public accountant no. 5875
(The authorized signature in the Financial Statements of the company since 2014 – 2019 total 6 years)

The Auditors from the office of ASV & Associates Limited to be the company auditor for the year 2022 for another term by stipulating that any of the auditors has authority to audit and express opinion on the company's financial statements.

With the consideration of independence, operation result, professional standard and qualifications stipulated by the company Articles of Association and regulation of Securities and Exchange Commission. Moreover, job quantity and the remuneration fee compared with audit fee of the other Listed Company in same level is reasonable, Audit fees and other service are determined of total 1,045,000.- Baht (One Million and forty-five thousand Baht) as follows:

Audit fees of TPCS	<u>2022 (Baht)</u>	2021 (Baht)
1. Quarter 1,2,3 audit fee	312,000.-	300,000.-
2. Annual audit fee ended 31 December	633,000.-	600,000.-
Total audit fees	<u>945,000.-</u>	900,000.-
<u>Other Fee</u>		
Audit fee (under BOI Condition) is not exceed	100,000.-	100,000.-

Audit fees of TPCS	2022 (Baht)	2021 (Baht)
Grand Total	1,045,000.-	1,000,000.-

In addition, the Annual General Meeting of Shareholders to acknowledge the audit fees and other fees of the subsidiary companies, TPCNIC Company Limited and TPCX Company Limited which has auditors of the company and the subsidiary companies under the same audit firm for the year 2022 as follows:

Acknowledge Audit fees of the subsidiary companies	2022 (Baht)	2021 (Baht)
1. TPCNIC Company Limited	183,000.-	173,000.-
2. TPCX Company Limited	160,000.-	* 12,000.-
Total	343,000.-	185,000.-

Note * TPCX Company Limited was established at the end of December 2021.

The auditors mentioned above do not have any relationship or vested interest in the company/subsidiary companies /executives /major shareholders or the connected persons and are capable of preparing the financial statements within the time frame.

Then, asked shareholders if there was any question.

As the meeting had no comment, Chairman of the Executive Board and Managing Director asked the meeting to consider and appoint the auditors and fix the audit fees for the year 2022 as proposed.

The resolution was adopted unanimously out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

Approved	92,731,832 votes	or	100 %
Disapproved	None	or	0 %
Abstained	None	or	0 %
Invalid ballots	None	or	0 %

AGENDA 8: Other matters (if any)

None

As there was no further topic or comment raised during the meeting, the Chairman of the Executive Board and Managing Director, therefore, requested the chairman to close the meeting. The chairman informed the meeting that the company would like to express sincere thanks for all attendance and declared the meeting close.

The meeting ended at 10.40 hours.

Minutes Recorder	<i>Mr. Chanin Ratanavijai</i>	<i>Mr. Manu Leelanuwatana</i>
	(Mr. Chanin Ratanavijai)		(Mr. Manu Leelanuwatana)
	Director and Corporate Secretary		Chairman of the meeting

Annual Report 2022 (Form 56-1 One Report)**QR Code Downloading Procedures.**

Annual Report 2022 (Form 56-1 One Report) comprised of Report of the Board of Directors, Financial Statements for the year ended 31 December 2022 and SUSTAINABILITY REPORT 2022.

The Thailand Securities Depository Co., Ltd. as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the Annual General Meeting of Shareholders and the Annual Report 2022 (Form 56-1 One Report) in the form of E-books accessible through QR Code, thus allow the shareholders to access the information conveniently. Shareholders can download the aforementioned documents from the QR Code by following the steps below.

<u>For iOS System</u> (for iOS 11 onwards) or <u>For Android System</u>	
<p>1. Open the camera on your smartphone. Point your camera at the QR code to scan the QR code. A notification will pop-up on screen. Click on the notification to open the website link.</p> <p>Remark: In case the notification does not appear on the screen of mobile phone, the QR Code can also be scanned with other applications such as “QR Code Reader” “Facebook” or “Line Application”.</p>	
<p>2. Open Facebook on your smartphone. From the search bar, type “qr code” to scan the QR code and open the website link. <u>Or</u></p>	
<p>3. Open application Line Application. You can use the search bar on the Home, Chats, or News tab (Line Today).</p>	
<p><u>From the search bar:</u></p> <ul style="list-style-type: none"> • Tap the QR code icon on the right side of the search bar. • Tap Scan QR code. 	<p><u>From profile settings:</u></p> <ul style="list-style-type: none"> • Tap the Home tab > Settings > Profile. • Tap My QR code. • Tap Scan QR code.
<p><u>From the add friends screen:</u></p> <ul style="list-style-type: none"> • Tap the Home tab > the add friends icon at the top right. • Tap QR code. 	

TRANSLATION**Profile of the nominated persons to be directors in replacement of those who retire by rotation**

Name	: Miss Sirikul Dhanasarnsilp	
Age	: 76 Years	
Nationality	: Thai	
Education	: Master's Degree in Business Administration, Thammasat University. : Bachelor's Degree in Economics, Thammasat University.	
Director Seminar Program	: By Thai Institute of Directors Association (IOD) - Director Accreditation Program (DAP) 3/2003 - Director Certification Program (DCP) 68/2005	
Director Nomination Type	: Company's Director who was considered by the Nomination Committee and the Board of Directors	
Position in Company	: Director and Chairman of the Remuneration Committee	
Date of appointment as Director	: 7 July 1976	
Year of Being Company's Director	: 46 Years	

Experience

Period	Position	Department / Company
2016 - Present	Director	Saha Pathana Inter-Holding Plc.
2022 - Present	Chairman	Wacoal Maesot Co., Ltd.
2013 - Present	Chairman	Pattaya Myanmar Co., Ltd.
1993 – Present	Chairman	Wacoal Lamphun Co., Ltd.
	Chairman	Wacoal Kabinburi Co., Ltd.
	Chairman	Pattaya Kabinburi Co., Ltd.
1984 – Present	Chairman	Wacoal Sriracha (Former: SR.W. Garment Co., Ltd.)
1975 – Present	Managing Director	Pattaya Manufacturing Co., Ltd.
1972 – 1 April 2017	Vice Chairman	Thai Wacoal PLC.

Director / Executive positions in other businesses

Other Listed Companies		Other Companies (Non-Listed Companies)	Position in Company Business /Related to Company's Business	
Qty.	Position / Company name		Qty.	Position / Company name
1	Director - Saha Pathana Inter-Holding Plc.	20	-None-	-None-

Shareholding (including shares held by spouse and under-aged children) 498,120 shares = 0.46%

Meeting Attendance in 2022 : The Shareholders' Meeting 1/1 Time
: The Board of Directors' Meeting 5/5 Times
: The Remuneration Committees' Meeting 2/2 Times

Specialist : Business Administration, Economics, Finance and Human Resources Management

Prohibited Characteristic : No record of criminal charges in relation to offence relating to property

Profile of the nominated persons to be directors in replacement of those who retire by rotation

Name : Mr. Padoong Techasarintr

Age : 83 Years

Nationality : Thai

Education : Bachelor's Degree in Accounting and Commerce, Thammasat University.

Director Seminar Program : By Thai Institute of Directors Association (IOD)

- Role of the Chairman Program (RCP) 6/2001
- Director Accreditation Program (DAP) 4/2003
- Director Certification Program (DCP) 55/2005
- Audit Committee Program (ACP) 22/2008
- Monitoring the Internal Audit Function (MIA) 3/2008
- Monitoring the system of Internal Control and Risk Management (MIR) 5/2009

Director Nomination Type : Independent Director and Member of the Audit Committee who was considered by the Nomination Committee and the Board of Directors.

Position in Company : Independent Director,
: Chairman of the Audit Committee,
: Chairman of the Corporate Governance and Risk Management Committee,
: Member of the Remuneration Committee

Date of appointment as Director : 26 April 1999

Year of Being Company's Director/ ID : 23 Years



Experience

Period	Position	Department / Company
2018 - Present	Independent Director and Chairman of the Audit Committee	CP ALL PLC.
2006 - 2021	Independent Director and Chairman of the Audit Committee	THE LANNA RESOURCES PLC.
1994 - 2021	Independent Director and Chairman of the Audit Committee	THANULUX PLC.
1995 - 1998	Executive Director	Siam City Bank Public Co., Ltd.
1994 - 1995	Director – Vice President	Siam City Bank Public Co., Ltd.

Director / Executive positions in other businesses

Other Listed Companies		Other Companies (Non-Listed Companies)	Position in Company Business / Related to Company's Business	
Qty.	Position / Company name		Qty.	Position / Company name
1	Independent Director and Chairman of the Audit Committee - CP ALL PLC.	-None-	-None-	-None-

Name	: Mr. Padoong Techasarintr
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Shareholding (including shares held by spouse and under-aged children)	-None- = 0%
Meeting Attendance in 2022 : The Shareholders' Meeting	1/1 Time
: The Board of Directors' Meeting	5/5 Times
: The Audit Committees' Meeting	12/12 Times
: The Corporate Governance and Risk Management Committees' Meeting	3/3 Times
: The Remuneration Committees' Meeting	2/2 Times
Specialist : Accounting and auditing	
Prohibited Characteristic : No record of criminal charges in relation to offence relating to property	

Information for consideration of appointment of Independent Directors

Being /not being vested interests with any following items with company / parent company/ subsidiary company and associated company or juristic persons with potential conflicts of interest at present or during the past two years	
- being / not being a director who take part in the management, an officer, employees or advisor who receives regular salary	- None -
- being / not being professional service providers (e.g., auditors, legal advisors)	- None -
- having / not having material business relationships with company that may affect their independence (e.g., buying / selling of raw materials / goods / services / lending and borrowing)	- None -
- being / not being close relatives to management or major shareholders of company and its subsidiaries	- None -
- being / not being a director who was promoted for to be nominee of company or major shareholders or shareholders who's connected person of major shareholders	- None -

Profile of the nominated persons to be directors in replacement of those who retire by rotation

Name : Mr. Somnuek Thungpukdee
Age : 57 Years
Nationality : Thai
Education : Bachelor's Degree in Engineering,
 Khon Kaen University
Director Seminar Program : By Thai Institute of Directors Association (IOD)
 -None-
Director Nomination Type : Director who was considered by the Nomination Committee and the Board of
 Directors
Position in Company : Director
 : Executive Board Member
 : Factory Manager
 : Acting Business Department Manager



Date of appointment as Director : 12 November 2018

Year of Being Company's Director : 4 Year

Experience

Period	Position	Department / Company
2022 - Present	Director	PT. Dynic Textile Prestige
2018 - Present	Director	TPCS PLC. (Former: Textile Prestige PLC.)
	Acting Business Manager	TPCS PLC. (Former: Textile Prestige PLC.)
2018 - 2022	Vice President Director	PT. Dynic Textile Prestige
2013 - Present	Deputy Managing Director	TPCNIC Co., Ltd
2011 - Present	Executive Director	TPCS PLC. (Former: Textile Prestige PLC.)
2010 - Present	Factory Manager	TPCS PLC. (Former: Textile Prestige PLC.)

Director / Executive positions in other businesses

Other Listed Companies		Other Companies (Non-Listed Companies)	Position in Company Business / Related to Company's Business	
Qty.	Position / Company name		Qty.	Position / Company name
-None-	-None-	2	2	- Deputy MD./ TPCNIC Co., Ltd. - Director/ PT. Dynic Textile Prestige

Shareholding (including shares held by spouse and under-aged children) 150 shares = 0.00 %

Meeting Attendance in 2022 : The Shareholders' Meeting 1/1 Time
 : The Board of Directors' Meeting 5/5 Times
 : The Executive Directors' Meeting 12/12 Times

Specialist : Production Management and Engineering

Prohibited Characteristic : No record of criminal charges in relation to offence relating to property

Profile of the nominated persons to be directors in replacement of those who retire by rotation

Name	: Mr. Koravit Narongkananukul	
Age	: 31 years	
Nationality	: Thai	
Education	: Ph.D. Candidate of Science level Business, Technology and Innovation Management Program Chulalongkorn University. : Master's Degree MBA Global Business Administration, Coventry University, UK. : Bachelor's Degree, Faculty of Engineering Department of Civil Engineering Kasetsart University.	
Director Seminar Program	: By Thai Institute of Directors Association (IOD) -None-	
Director Nomination Type	: Company's Director who was considered by the Nomination Committee and the Board of Directors	
Position in Company	: Director : Executive Board member : Marketing Manager	
Date of appointment as Director	: 27 April 2021	
Year of Being Company's Director	: 1 Year	

Experience

Period	Position	Department / Company
2022-Present	Commissioner	PT. Dynic Textile Prestige
2021-Present	Managing Director	TPCX Co., Ltd.
2021-Present	Director	TPCS PLC. (Former: Textile Prestige PLC.)
2020- Present	Executive Director	TPCS PLC. (Former: Textile Prestige PLC.)
2019-Present	Senior Marketing Manager	TPCS PLC. (Former: Textile Prestige PLC.)
2017-2019	Asst. Marketing Manager	TPCS PLC. (Former: Textile Prestige PLC.)
2016-2017	Marketing Executive	The Mall Group Co., Ltd.

Director / Executive positions in other businesses

Other Listed Companies		Other Companies (Non-Listed Companies)	Position in Company Business / Related to Company's Business	
Qty.	Position / Company name		Qty.	Position / Company name
-None-	-None-	2	2	- Managing Director/ TPCX Co., Ltd. - Commissioner/ PT. Dynic Textile Prestige

Shareholding (including shares held by spouse and under-aged children) 979,370 shares = 0.91%

Meeting Attendance in 2022 : The Shareholders' Meeting 1/1 Time
: The Board of Directors' Meeting 5/5 Times
: The Executive Boards' Meeting 12/12 Times

Specialist : Marketing and Management

Prohibited Characteristic : No record of criminal charges in relation to offence relating to property

TRANSLATION**The Definitions of “Independent Director”**

The company has given the definition of each "independent director" of the company equal to the announcement of the Capital Market Supervisory Board as follows:

- (1) holding shares not exceeding one percent of the total number of shares with voting rights of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director;
- (2) neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the date of appointment as an independent director. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the company;
- (3) not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the company or its subsidiary company;
- (4) neither having nor used to have a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment as an independent director.

The term 'business relationship' under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the company or his counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall

include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences;

- (5) neither being nor used to be an auditor of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment as an independent director;
- (6) neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of appointment as an independent director;
- (7) not being a director appointed as representative of directors of the company, major shareholder or shareholder who is related to major shareholder;
- (8) not undertaking any business in the same nature and in competition to the business of the company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the company or its subsidiary company;
- (9) not having any other characteristics which cause the inability to express independent opinions with regard to the company's business operations.

After being appointed as independent director with the qualifications under (1) to (9), the independent director may be assigned by the board of directors to take part in the business decision of the company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, provided that such decision shall be in the form of collective decision.

TRANSLATION**Profiles of the Company Auditors Proposed for Appointment for the year 2023**

1. Mr. Prasitporn Kesama	
Certified public accountant registration number	9910
Audit firm	ASV & Associates Limited
Education	- Bachelor of Business Administration in Accounting, Ramkhamhaeng University - Master of Business Administration in Finance and Banking, Ramkhamhaeng University
Work experiences	- Director ASV & Associates Limited
Relationship or interest of transaction with the company, subsidiary companies, executives, major shareholders or the connected persons	- None -

2. Mr. Satis Kiatgungwalgri	
Certified public accountant registration number	9760
Audit firm	ASV & Associates Limited
Education	- Bachelor of Science in Accounting, Thammasat University - Master of Professional Accounting, University of Sydney
Work experiences	- Audit Assistant Ernst & Young Office Limited - Senior Accounting Manager KT ZMICO Securities Company Limited - Assistant Vice President International Engineering Public Company Limited - Manager ASV & Associates Limited
Relationship or interest of transaction with the company, subsidiary companies, executives, major shareholders or the connected persons	- None -

3. Mr. Anusorn Kiatgungwalgri	
Certified public accountant registration number	2109
Audit firm	ASV & Associates Limited
Education	- Bachelor of Science in Accounting, Thammasat University
Work experiences	- Audit Manager Turquand Young & Co - Partner ASV & Associates Limited
Relationship or interest of transaction with the company, subsidiary companies, executives, major shareholders or the connected persons	- None -

4. Ms. Kwunjai Kiatgungwalgri	
Certified public accountant registration number	5875
Audit firm	ASV & Associates Limited
Education	- Bachelor of Science in Accounting (English Program), First Class Honor, Thammasat University - Master of Professional Accounting, University of Texas at Austin CPA (Texas, USA)
Work experiences	- Audit Senior Ernst & Young Office Limited - Assistant Auditor Deloitte and Touche (Houston, Texas) - Officer, Merger & Acquisition, Corporate Governance Department The Securities and Exchange Commission, Thailand - Partner ASV & Associates Limited
Relationship or interest of transaction with the company, subsidiary companies, executives, major shareholders or the connected persons	- None -

TRANSLATION**Profiles of the independent directors proposed by the company to act as proxies for shareholders.**

- 1. Name** - **Dr. Utid Tamwatin**
- Type of Director** - Independent Director, Member of the Audit Committee and Member of the Corporate Governance and Risk Management
- Age** - 74 Years
- Nationality** - Thai
- Address** - 13 Soi Inthamara 40, Khwaeng/Khet Din Daeng, Bangkok
10400



Having /not having special interest that is different from other directors in every agenda proposed at this AGM meeting - Agenda 1 – Agenda 8 not having special interest

- 2. Name** - **Assoc. Prof. Dr. Supachet Chansarn**
- Type of Director** - Independent Director and Member of the Audit Committee
- Age** - 44 Years
- Nationality** - Thai
- Address** - 232 Soi Ladprao 96, Ladprao Road, Khwaeng Phlapphla,
Khet Wang Thonglang, Bangkok 10310



Having /not having special interest that is different from other directors in every agenda proposed at this AGM meeting - Agenda 1 – Agenda 8 not having special interest

- 3. Name** - **Mr. Nattavudh Pungcharoenpong**
- Type of Director** - Independent Director, Member of the Audit Committee and Member of the Corporate Governance and Risk Management
- Age** - 46 Years
- Nationality** - Thai
- Address** - 988/279, NOBLE SOLO, Soi Sukhumvit 55, Sukhumvit Road,
Khwaeng Khlong Tan Nuea, Khet Watthana, Bangkok 10110



Having /not having special interest that is different from other directors in every agenda proposed at this AGM meeting - Agenda 1 – Agenda 8 not having special interest

TRANSLATION

Copy of the Articles of Association concerning the Shareholders' Meeting

of

TPCS PUBLIC COMPANY LIMITED.

Shareholders' Meeting.

Article 33 The Board of Directors shall arrange a shareholders' meeting within four (4) months since the ending date of the fiscal year of the company.

Any meeting other than the said shall be called an extraordinary shareholders' meeting.

The Board of Directors shall summon the extraordinary shareholders' meeting at any time as deemed appropriate.

One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold may, by subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days from the date the request in writing from the shareholders is received.

In case the board of directors fails to arrange for the meeting within the such period under paragraph four, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under paragraph four. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph five, the number of the shareholders presented does not constitute quorum as prescribed by no.36 and no.37, the shareholders under paragraph five shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

Article 34 The summon of the shareholders' meeting, the Board of Directors must provide the meeting appointment letter, specifying the place, date, time, agenda and subject which will be presented to the meeting, as well as the details appropriately, by clearly specifying the presenting subject in order to acknowledge, obtain an approval or consider in any case, including the opinion of the Board of Directors of the said subject, and send to the shareholders and registrar acknowledging of the said not less than seven (7) day before the meeting date. In addition, must publish on the said meeting appointment in the newspaper continuing for the period of three (3) days and not less than three (3) days before the meeting date.

The place of meeting as the first paragraph must be held in the head office location area of the company or branches or any other places specified by the Board of Directors.

Article 35 The Board of Directors must send the document as specified by law to the shareholders as well as the annual meeting appointment letter.

Article 36 The shareholders' meeting must have the shareholders and proxy persons from the shareholders (if any) participated not less than twenty-five (25) persons or not less than half (1/2) of the total amount of shareholders and the shares must be counted all together not less than one / third (1/3) of all the selling shares in order to form the quorum unless specified by law otherwise in any particular case.

Article 37 Any of the shareholders' meeting, when the appointed time comes to pass for one (1) hour, the number of shareholders whom participation being not completed for the form of quorum as specified by Item 36. If the shareholders' meeting has been summoned by the shareholders requested, the meeting will be dismissed. If the shareholders' meeting has not been summoned by the shareholders requested, the meeting shall be adjourned and reappointed, and must resend the appointment letter to the shareholders not less than seven (7) days before the meeting date. In this regard, the next occasion of the meeting shall not subject to the form of quorum.

Article 38 The chairman of the meeting shall be chair. In case of the chairman was absent or incapable performance, if any have the vice of chairman shall be chair, if not or if any but incapability, the participating directors shall select the one among of them to be the meeting's chairman.

Article 39 The chairman of the shareholders' meeting is responsible for controlling the meeting to be complied with the Articles of Association of the company herein regarding the subject of the meeting. In this regard, must perform the meeting compliance with the agenda respectively which specified in the meeting's appointment letter unless the meeting has resolved to change the agenda respectively by the votes not less than two / third (2/3) of the total amount of shareholders participation.

When the meeting has completely considered as the first paragraph, the shareholders whose shares being counted not less than one / third (1/3) of all the selling shares, may request the meeting considered the other subjects than the specification in the meeting appointment letter.

In the case of the meeting has not completely considered as the first paragraph or not completely considered as the presenting subjects of the shareholders as the second paragraph in any cases and need to adjourn to the next consideration, the meeting must define both the place, date and time of the next meeting and the Board of Directors must send the meeting appointment letter which specified both the place, date, time and agenda to the shareholders not less than seven (7) days before the meeting date. In addition, must publish on the said meeting appointment in the newspaper continuing for the period of three (3) days and not less than three (3) days before the meeting date.

Article 40 All shareholders have the rights to be participation on the shareholders' meeting whether any types of the shareholders' meeting.

Article 44 The annual ordinary meeting in order to consider on the business as follows:

- (1) The report of the trading business in the past year.
- (2) The approval consideration for balance sheet and profit and loss account.
- (3) Consideration for income appropriation.
- (4) Consideration for the new director elections instead rotations.
- (5) Consideration for an auditor and determining his remuneration.
- (6) Other considerations.

Authorize proxy to attend the General Meeting of Shareholder and Shareholder rights to vote.

Article 41 The shareholders will proxy to the other persons entering into the meeting and acting the vote for them and the proxier must deliver the proxy letter to the chairman of the Board of Directors or the person that the Board of Directors chairman defined the meeting place prior to the proxier will enter into the meeting. The proxy letter shall be complied with the form specified by the registrar under the law regarding the subject of Public Company Limited.

Article 42 Any of the shareholders who have been specially staked in any subject which the meeting will have resolved, such shareholder shall not have the rights to vote on the said subject unless the vote of director elections.

In case of the vote being a tie, the chairman shall exercise his casting vote.

Article 43 Regarding the vote will be counted on one share as one vote.

The shareholders' meeting resolutions must consist with the vote as follows:

(1) In case of normal, must be held on the majority votes of the shareholders participation and have the rights of vote. If the vote being a tie, the chairman shall exercise his casting vote.

(2) In case as follows shall be held on the votes not less than three / forth (3/4) of the total votes of shareholders participation

a. Sales or business transference of the company wholly or partially which was important to the others.

b. Purchase or accept business transference of other companies or private companies belong to the company.

c. Conducting, amendment or dismissal of the contract related in the leasing on the company business wholly or partially which was important, assignment to other persons for management on the business operation of the company or merger business together with the other persons with the sharing purpose of the profits and loss.

d. Additional amendment in the Memorandum of Association or the Articles of Association.

e. Capital increasing or decreasing of the company or debenture issuance.

f. Merger or dismissal of the company.

Dividend Payment

Article 55 The divided other than profits is subjected to prohibitions. In the event that the company has been remained of the accumulated loss, the dividend is subjected to.

Article 56 The dividend payment must be paid by the amount of shareholding and divided equally. The dividend payment must be performed within one (1) month since the date of shareholders' meeting or resolved by the Board of Directors, in any case. In addition, must notify by letter and send to the shareholders, and publish on the said dividend payment in the newspaper continuing for the period of three (3) days.

Article 57 The Board of Directors may pay occasionally an interim of the dividend to the shareholders when consider that the company is profitable enough to do so, and when the dividend is already paid must report to the shareholders' meeting acknowledging on the next meeting.

Article 58 The company must allocate the annual net profits as the reserve funds at least one / twentieth (1/20) of the annual net profits deducting from the accumulated losses brought forward until such reserve funds have been amounted to one / tenth (1/10) of the amount of registered capital of the company.

When such reserve has been approved by the shareholders' meeting, the company may transfer of other reserve funds, reserve funds by law and exceed from the shares value respectively, compensate for the accumulated loss of the company.

Qualification, Election and Term Expiration of Directors.

Article 18 The Board of Director shall have at least five (5) directors and not less than half (1/2) of total amount directors whose residence located in the kingdom.

The Board of Directors must elect one among of them to be the chairman. In this regard, the Board of Directors has properly considered electing one among of them or more to be the vice of chairman. The vice of chairman is required by the company articles herein when the chairman has given an assignment.

Must be jointly signed the signature of two directors binding the company and seal affixed of the company's stamp.

The Board of Directors may determine the authorized director's name who bearing the company and seal affixing of the company.

Article 19 The directors is an ordinary person and:

- (1) Legal age.
- (2) Not to be the person of bankruptcy, incompetent or quasi-incompetent.
- (3) Never been imprisonment by the final judgment, penalty charged of property committing by fraud.
- (4) Never been deprivation or dismissal from the government or state organization or governmental units charged of corruptions.

Article 20 The directors must be elected by the shareholders' meeting according to the regulations and methodologies as follows:

- (1) A shareholder has one share and equal to one vote.
- (2) Each shareholder must apply all the vote according to Item (1), to elect only one or more to be directors but shall not be divided of the vote to any others or how much.
- (3) The person who granted the subordinate maximum votes has been elected to be the director as the amount of directors that the shareholders' meeting must elect. In case of the person who granted the subordinate votes, being a tie over than the amount of directors that the shareholders' meeting must elect, the chairman shall exercise his casting vote.

Article 21 An annual ordinary shareholder's meeting every time, the directors must be out of position in the amount rate of one / third (1/3). If the amount of directors not able to be divided into the three (3) parts, shall divide nearly into one / third (1/3) parts.

The directors, who will be out of the position of the first and second years, after the company has been registered, may elect by lot-drawing. Any other years thereafter, the directors who being longest tenure shall be out of the position.

The director being out of the position able to be re-elected.

Article 30 The directors are not allowed to engage the same types of business and competitive to the company or become partner in the ordinary partnerships or unlimited liabilities in partnerships or being director of the private companies or other companies which are the same types and competitive to the business operation of the company whether with benefits of himself or other persons unless prior informed before the appointing resolutions to the shareholders' meeting.

Remuneration of the Board Directors.

Article 32 The company is not allowed to pay for or any other properties to the directors unless for compensation according to the rights and benefits repayment by other means regularity as the directors of the company such as salary, meeting chips, allowance, insurance, pension, bursary, reward, medical treatment expenses, fuel fee, vehicle, accommodation expenses.

The statement above paragraph, excluding the compensation or welfare which the directors obtained as the status of officer or employee of the company.

Qualification/Appointment of the Auditor, Determination the Remuneration of an Auditor and

Attendance The General Meeting of Shareholders.

Article 49 The auditor shall not be the director, officer, employee or any designations of the company.

Article 50 The auditor shall be elected every year by the shareholders' ordinary meeting. The auditor who was terminated from the position able to be re-elected.

Article 51 The auditor shall be compensated by the shareholders' meeting specification.

Article 54 The auditor has responsible for the meeting participations of the shareholders' meeting every time when consideration on the balance sheet and profit and loss account, and problems related in the company account, in order to explain the auditing to the shareholders, and the company must also deliver the report and document of the company which the shareholders should be received by the said shareholders' meeting to the auditor.

.....

Remarks: This English translation does not carry any legal authority. Only the original text in Thai has legal force.

TRANSLATION

Documents and evidence of the attended person that must be presented before attending the meeting and regulation for the meeting.

The registration of the 48th Annual General Meeting of Shareholders of TPCS Public Company Limited will process with barcode system. For your convenience in registration, shareholders and authorized persons who will attend the meeting, please bring a "Notification of Meeting with printed barcode" on the meeting day.

1. Documents of the attended person must present before attend the meeting.

1.1 Person

- (1.1.1) The shareholder who will attend the meeting by himself/herself is required to present an I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.
- (1.1.2) If the shareholders have appointed an authorized person to attend the meeting,
- (1) Please use the Proxy Form in a printed form attached with the Notice of the meeting or the printed form specified by the Ministry of Commerce Form A, or Form B and duly executes only one of two Proxy Forms, alternatively you may download from the company's website (www.tpcsplc.com) and shall completely fill and sign of Grantor and Proxy.
 - (2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

1.2 Juristic Person

- (1.2.1) Please use the Proxy Form in a printed form attached with the Notice of the meeting or the printed form specified by the Ministry of Commerce Form A or Form B and duly executes only one of two Proxy Forms, alternatively you may download from the company's website (www.tpcsplc.com) and shall completely fill and sign of Grantor and Proxy. The Grantor shall sign by the authorized person to act for the juristic person and affix with the seal of the company (if any).
- (1.2.2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

1.3 The shareholders are the foreign investors and appoint the custodian in Thailand to keep and safeguard the shares.

- (1.3.1) Please use the Proxy Form in a printed form attached with the Notice of the meeting or the printed form specified by the Ministry of Commerce Form A, Form B or Form C and duly execute only one of three Proxy Forms, alternatively you may download from the company's website (www.tpcsplc.com) and shall completely fill and sign of Grantor and Proxy. The Grantor shall sign by authorized person to act for the custodian. The evidences attached with Proxy Form are as follows:
- (1) The power of attorney from shareholder assigned to custodian to sign in the Proxy Form.
 - (2) The Confirm Letter to confirm that the person who signs in the Proxy Form get the consent to do the custodian business.
- (1.3.2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

2. The regulations for the meeting

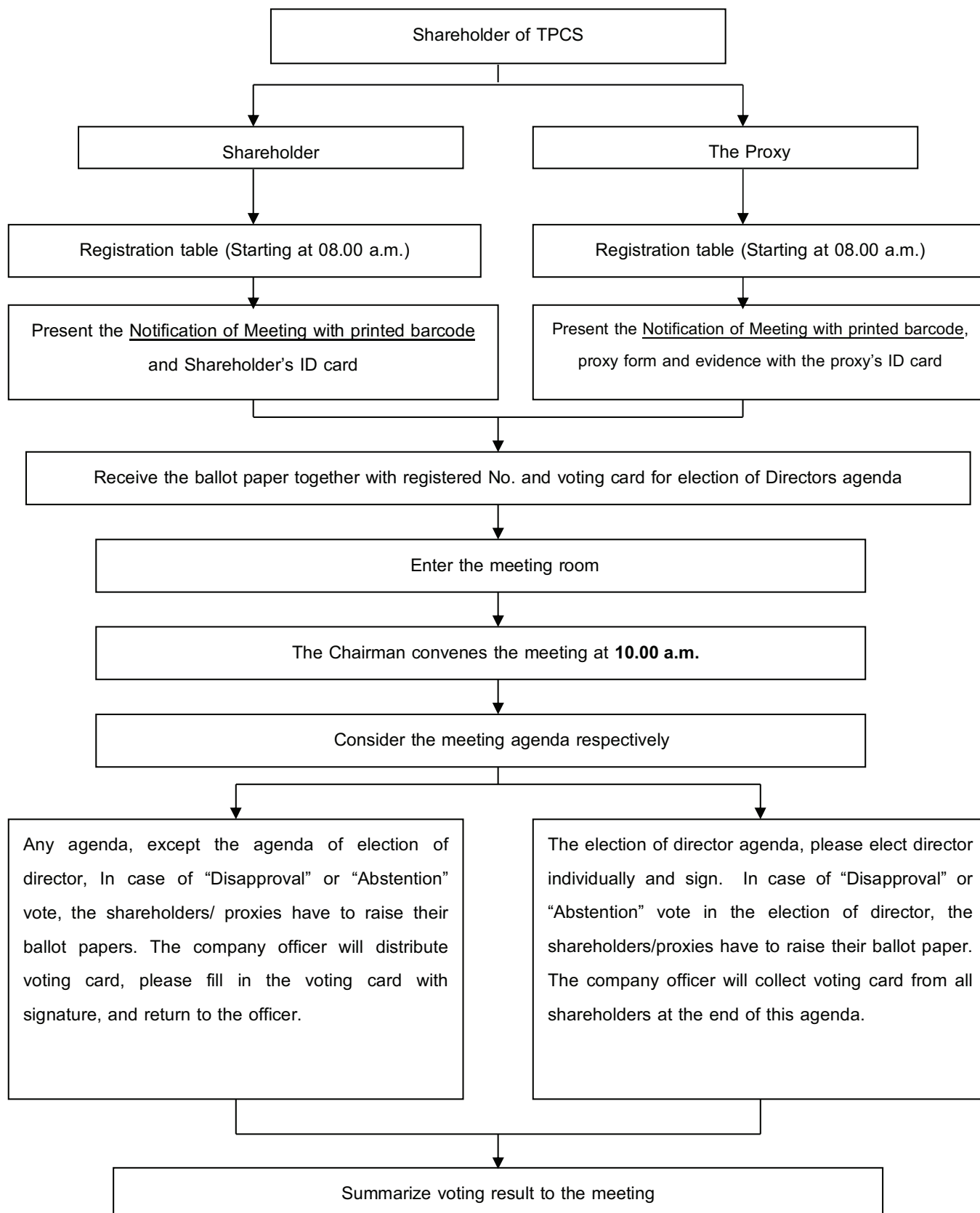
- 2.1 In the Meeting of Shareholders, the shareholders have the rights to ask and recommend in every agenda.
- 2.2 Casting vote in every agenda is opened.
- 2.3 Casting vote is 1 share for 1 vote.

TRANSLATION

The process of Registration for the 48th Annual General Meeting of Shareholders

TPCS Public Company Limited

Tuesday 25 April 2023



TRANSLATION

Map of the venue for the 48th Annual General Meeting of Shareholders

Montien Riverside Hotel

No. 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, Bangkok.

Tel. 02-292-2999, 02-292-2888

Bus No. 205 and BRT- Charoen Rath Station.



PROXY FORM B

Written at _____

Date ___ Month _____ Year ___

(1) I/We _____ Nationality _____
 with address at _____ Road _____ Sub-District _____
 District _____ Province _____ Postal Code _____

(2) being a shareholder of **TPCS Public Company Limited**

holding the total amount of _____ shares with the voting rights of _____ votes as follows;

ordinary share _____ shares with the voting rights of _____ votes

preferred share _____ shares with the voting rights of _____ votes

(3) do hereby appoint either one of the following persons:

(1) _____ Age _____ Years
 with address at _____ Road _____ Sub-District _____
 District _____ Province _____ Postal Code _____ or

(2) Dr. Utid Tamwatin Age 74 Years
 with address at 13 Road Soi Inthamara 40 Sub-District Din Daeng
 District Din Daeng Province Bangkok Postal Code 10400 or

(3) Assoc. Prof. Dr. Supachet Chansarn Age 44 Years
 with address at 232 Road Soi Ladprao 96 Sub-District Phlapphla
 District Wang Thonglang Province Bangkok Postal Code 10310 or

(4) Mr. Nattavudh Pungcharoenpong Age 46 Years
 with address at 988/279 Road Sukhumvit 55 Sub-District Khlong Tan Nuea
 District Watthana Province Bangkok Postal Code 10110

as only one of my / our proxy to attend and vote on my / our behalf at the 48th Annual General Meeting of Shareholders, to be held on 25 April 2023, 10.00 hours, at Chao Praya Room 2, the Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bang Khlo, Khet Bang Kho Laem, Bangkok 10120. or at any adjournment thereof.

(4) I / We authorize my / our Proxy to cast the votes according to my / our intentions as follows:

Agenda 1 : Certification of the minutes of the 47th Annual General Meeting of Shareholders.

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve

Disapprove

Abstain

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 2022.

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
 Approve Disapprove Abstain

Agenda 4 : To consider and approve the allocation of profit and Dividend Payment.

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
 Approve Disapprove Abstain

Agenda 5 : To consider and elect the directors in replacement of those who retired by rotation.

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
 To elect directors as a whole
 Approve Disapprove Abstain

- To elect each director individually

Name of Director Miss Sirikul Dhanasarnsilp to be Company Director

- Approve Disapprove Abstain

Name of Director Mr. Padoong Techasarintr to be Independent Director and

Member of Audit committee

- Approve Disapprove Abstain

Name of Director Mr. Somnuek Thungpukdee to be Company Director

- Approve Disapprove Abstain

Name of Director Mr. Koravit Narongkananukul to be Company Director

- Approve Disapprove Abstain

Name of Director _____

- Approve Disapprove Abstain

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

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
 Approve Disapprove Abstain

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

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
 Approve Disapprove Abstain

Agenda 8 : Other matters (If any)

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
 - Approve
 - Disapprove
 - Abstain

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.



Signed _____ Shareholder
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Remarks:

1. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
3. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B. as enclosed.



Agenda No. : Election of Directors (continued)

Name of Director _____
 Approve Disapprove Abstain

Name of Director _____
 Approve Disapprove Abstain

Name of Director _____
 Approve Disapprove Abstain

Name of Director _____
 Approve Disapprove Abstain

Name of Director _____
 Approve Disapprove Abstain

Name of Director _____
 Approve Disapprove Abstain

Name of Director _____
 Approve Disapprove Abstain

Name of Director _____
 Approve Disapprove Abstain

Name of Director _____
 Approve Disapprove Abstain

Name of Director _____
 Approve Disapprove Abstain

Name of Director _____
 Approve Disapprove Abstain



