

- Translation -

Lor Khor. 21/2566

8 November 2023

Subject : Approval of limit and transaction types with the connected parties for the year 2024

To: President of The Stock Exchange of Thailand

The Board of Directors of TPCS Public Company Limited., at the meeting No. 5/2566 held on 8 November 2023, approved and has passed a resolution as follows:

1. The meeting considered and approved of limit and transaction types with the connected parties for the year 2024 as follows:

1.1 Transaction date: From 1 January 2024 - 31 December 2024

1.2 Connected parties and relationships: 19 companies.

No.	Name of connected parties	Relationship*
1	TPCNIC Co., Ltd.	Subsidiary Company
2	TPCX Co., Ltd.	Subsidiary Company
3	Horizon Scuba Diving Club Co., Ltd.	Subsidiary Company of TPCX
4	Yondaime Kikukawa (Thailand) Co., Ltd.	Be a director and TPCX holds shares
5	Thai Wacoal Plc.	The major shareholders
6	Saha Pathana Inter Holding Plc.	The major shareholders
7	I. C. C. International Plc.	The major shareholders
8	A Tech Textiles Co., Ltd.	The common major shareholders: SPI, WACOAL
9	G Tech Material Co., Ltd.	The common major shareholders: SPI, WACOAL
10	Eastern Thai Consulting 1992 Co., Ltd.	The common major shareholders: SPI
11	Pitakkij Co., Ltd.	The common major shareholders: SPI
12	Thai Secom Security Co., Ltd.	The common major shareholders: SPI, ICC
13	Thai Samsung Life Insurance Plc.	The major shareholder (indirect): SPI, ICC
14	MBTS Broking Service Co., Ltd.	The common major shareholders: SPI
15	Kai IT Service Co., Ltd.	The common major shareholders: ICC
16	Pitakkij Security Co., Ltd.	The major shareholder (indirect): SPI
17	Thai Naxis Co., Ltd.	The common major shareholders: WACOAL
18	Racha Uchino Co., Ltd.	The common major shareholders: SPI, ICC
19	Tsuruha (Thailand) Co., Ltd.	The common major shareholders: SPI, ICC

* Noted SPI = Saha Pathana Inter Holding Plc., WACOAL = Thai Wacoal Plc.,

ICC = I.C.C. International Plc.

1.3 The General characteristics of transaction:

Company	Types of connected transactions	Example	Total amount
19 companies as above	<u>Category 2</u> Supporting normal business transactions without general trading conditions	- Business consultancy fee - Utilities	<u>Revenue item</u> Total not over of 35 million Baht
	<u>Category 3</u> Transaction regarding rental or lease of immovable property not exceeding 3 years.	- Immovable property rental fee not exceeding 3 years.	<u>Expense item</u> Total not over of 30 million Baht
	<u>Category 4</u> Transaction relating to assets or service	- Movable property rental fee - Administration Services	

1.4 Pricing and Compensation policies:

- Business consultancy fee: The fee depends on the difficulty and scope of service.
- Immovable property rental fee: Set by cost plus a reasonable profit.
- Assets or Service: Set by cost plus a reasonable profit.

Transaction volume: Above transactions are the transactions between TPCS Public Company Limited and the connected parties, which are considered to be transactions prescribed in the notification of the Board of Governors of the Stock Exchange of Thailand, Re: Disclosure of Information and other acts of Listed companies concerning the connected transactions, 2003 (B.E2546) and amendment.

Category 2 Supporting normal business transactions without general trading conditions.

Category 3 Transaction regarding rental or lease of immovable property not exceeding 3 years.

Category 4 Transaction related to assets or service.

as of the category 2, 3 and 4 states that having transaction volume larger than 1 million Baht but less than 20 million Baht, or otherwise more than 0.03% but less than 3% of net tangible assets (NTA), whichever may be greater.

Since 0.03% of the company's NTA as of 30 June 2023, stand at 0.77 million Baht, as compared to 3% of such amount for 77 million Baht,

Therefore, such transaction volume be approved by the company's Board of Directors, while at the same time being required to be duly disclosed the information to the SET, without having to seek approval from the shareholders' meeting for this matter.

1.5 Funding source: From the company's working capital which is adequate and does not affect the company's operations.

1.6 Transaction rationale: To support the business which the company invests and are the company's Supply Chain.

1.7 Those directors with possible conflict of interest did not attend nor casted votes.

- 1.8 Opinions of the Board of Directors: Agree to approve such transaction intended to support normal business transaction without general trading conditions, transaction regarding rental or lease of immovable property not exceeding 3 years, transaction relating to assets or service to the related company in the year 2024 in revenue an amount not exceed 35 million Baht and expense item an amount not exceed 30 million Baht.

The transaction with connected parties according to the above details, as they were considered to be normal business transactions, representing reasonable prices and other conditions concerned. Furthermore, such transactions should contribute to the company's further benefits, as well as help strengthen the company's business potential further, thereby promoting mutual business developments for the parties concerned.

- 1.9 Opinions by The Audit Committee and/or Director significantly different from those by The Board of Directors: - None –

Please be informed accordingly.

Yours Sincerely,

..... *Miss Darunee Supo*.....

(Miss Darunee Supo)

Corporate Secretary

Authorized Persons to Disclose Information