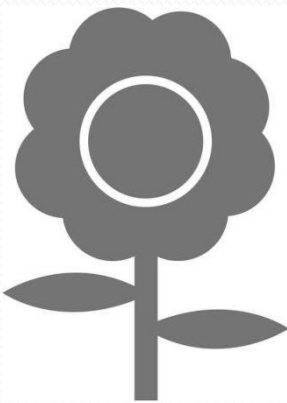


# Invitation to the Annual General Meeting of Shareholders 2023



## **Thantawan Industry Public Company Limited**

**Monday April 24, 2023 at 10.00 A.M.**

At Krungthep room 2, M Floor,  
Centara Grand at Centralplaza Ladprao  
1695 Phaholyothin Road, Khwaeng Chatuchak,  
Khet Chatuchak, Bangkok 10900

Please bring the enclosed proxy form together with your supporting documents to assist with your registration.

Registration starts at 08:00 a.m. onward.

## Privacy Notice

### for the 2023 Annual General Meeting of Shareholders

Thantawan Public Company Limited (“the Company”) is greatly committed to safeguarding and respecting the privacy rights of shareholders and/or proxy holders. The Company, therefore, provides the personal data protection measure for the attendees of the 2022 Annual General Meeting of Shareholders in accordance with the Privacy Data Protection Act B.E. 2562.

The Company would like to inform the shareholders and/or proxy holders regarding the information and rights under the law as follows:

#### 1. What personal data the Company may collect, use and disclose

The Company is required to collect personal data regarding shareholders and/or proxy holders, which personal data consists of the following details:

- General personal data such as name, surname, identification number, date of birth, gender, nationality, shareholder identification number, image, video recording, etc.
- Contact information such as address, telephone number, and email address etc.

The Company may receive and collect directly from shareholders and/or proxy holders and from Thailand Securities Depository Company Limited (“TSD”), or the Stock Exchange of Thailand (“SET”) or another source under the applicable laws.

#### 2. Purpose of collection, use and disclosures of personal data

The Company collects, uses and discloses personal data for following purposes:

- Determining the list of shareholders in order to invite, hold, and proceed with the Annual General Meeting of Shareholders for the year 2022 in accordance with the Company’s regulations as required by law, as well as delivering documents as requested by shareholders.
- Preparing the Minutes of the Annual General Meeting of Shareholders.
- Personal data will most likely be disclosed to individuals or organizations involved in the above-mentioned purpose, such as the Ministry of Commerce, SET, or government agencies involved in public health and communicable disease prevention.
- Using for the purpose of providing security for the shareholder meeting, promoting the company's public relations on a legitimate interest basis, and the company's interests shall not take precedence over the shareholders' and/or proxy holders' fundamental rights and freedoms.

The Company urges any shareholder and their proxy (if any) to submit a certified true copy of their identification card and please cross out or conceal information regarding blood type and religion (which is considered sensitive information according to the Act). If the document contains sensitive information about your blood type or religious preferences, the company will conceal or cross-reference it on your behalf

**Privacy Notice**  
for the 2023 Annual General Meeting of Shareholders

**3. Personal data protection and Retention periods**

The Company provides specific policies and measures in order to protect and safeguard your personal data, and the Company will retain your personal data only for the duration necessary for the purposes specified in this Privacy Notice under appropriate and strict security measures. In the case that 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. However, upon the expiration of the period and your personal data ceasing to be necessary for such purposes, the Company will delete and destroy your personal data or make your personal data indeterminate in accordance with the form and standards of erasure of personal data as announced by the Board of Directors, or the law, or in accordance with international standards.

**4. Rights of Data Owner**

As the owner of the personal data, you have the rights stipulated in the Privacy Protection Act B.E. 2562, which include the rights to withdraw the consent, to access and obtain a copy of your personal data, to correct, delete, or clean up your personal data, to refuse the processing of your personal data, to transfer your personal data according to the legal method stipulated, to file a complaint, and to object to the processing or disclosing of your personal data.

**5. Contact Information**

To contact the Company to exercise those rights under the Personal Data Protection Act B.E. 2562, or state other requirements, please contact

**Data Protection Officer**

Thantawan Industry Public Company limited

123 Suntowers Building A, 39th Vibhavadi-Rangsit Road, Jomphol, Jatujak District, Bangkok, Thailand 10900

hours: Monday – Friday 8:00 A.M.- 5:30 P.M.

Tel: 02-273-8333 Ext.3209

Email: [pdpa@thantawan.com](mailto:pdpa@thantawan.com)

(Translation)

Ref: THIP-SET/009/2023

March 7, 2023

Subject: Notice of the Annual General Meeting of Shareholders 2023

Dear: Shareholders of Thantawan Industry Public Company Limited.

Enclosures:

1. Copy of Minutes of Annual General Meeting of Shareholders 2022.
2. Annual report 2022 comprising of financial statements for the year ended December 31, 2022 in the form of QR Code.
3. Profile of the nominated of Directors to replace Retirement by rotation.
4. Definition and qualification of independent director(s) of the Company.
5. Profile of Auditor(s).
6. Submission of questions related to the Company in advance of the meeting.
7. Proxy Form A, B and C
8. Names and information of independent directors who are proposed as a proxy holder.
9. Explanation of proxy procedure, registration, identification documents required to attend the meeting and voting at the Shareholders' Meeting.
10. The Articles of Association on the Shareholders' Meeting.
11. Map

The Board of Director of Thantawan Industry Public Company Limited ("THIP" or "the Company") has resolved, in its meeting no.2/2023 on Friday March 3, 2023, to convene the 2023 Annual General Meeting of Shareholders (AGM) which will be held on Monday April 24, 2023 from 10:00 A.M., via Krungthep room 2 M floor, Centara Grand at Central Plaza Ladprao 1695, Phaholyothin Road, Chatuchak, Bangkok 10900 and fix the Record Date for the shareholders to attend and vote at the Annual General Meeting of Shareholders on Friday March 17, 2023.

In setting the 2023 AGM agendas, the Company had announced on the Company's website to invite shareholders to propose agenda(s) for the meeting in advance from Monday October 3, 2022 to Friday December 30, 2022. However, there was no any proposal of the agenda to the Company. The Company, then, proposed the following agendas as adhere to the resolution of the Board of Director:

**Agenda 1. To approve and certify the minutes of the 2022 Annual General Meeting of Shareholders**

**Objective and Reason:** The Company held the 2022 Annual General Meeting of shareholders on Friday April 22, 2022. Via an electronic meeting. And The minutes of the meeting was submitted to the Stock Exchange of Thailand (SET) together with the copy to the Securities and Exchange Commission (SEC) within 14 days and the Ministry of Commerce according to the laws. In addition, the Company also disclosed the minutes on the Company's website at [www.thantawan.com](http://www.thantawan.com) (for more details, please see [Enclosure 1](#)).

**Opinions of the Board of Directors:** The Board of Director's meeting has considered that the minute of the 2022 AGM of Shareholders is accurate and it's deemed appropriate to propose to the Shareholders' Meeting to certify the minutes of the 2022 Annual General Meeting of Shareholders.

**Vote requirement:** The resolution under this agenda has to be passed by the majority vote of shareholders attending and voting in the meeting. The Chairman of the meeting shall have a casting vote in case votes on this agenda are equal.

**Agenda 2. To acknowledge the Company's operating results of the year 2022.**

**Objective and Reason:** The report of operating results of the year 2022 is shown in the Annual Report ([Enclosure 2](#)) which has been sent to shareholders together with the notice of this meeting.

**Opinions of the Board of Directors:** Deemed appropriate to report the Company's operating result of the year 2022 to Shareholders for acknowledgement.

**Vote requirement:** This agenda is for shareholders' acknowledgment; therefore, voting is not required.

**Agenda 3. To consider and approve the financial Statements for the year ended December 31, 2022.**

**Objective and Reason:** The Financial Statements was prepared pursuant to the Generally Accepted Accounting Principles, and already reviewed and verified by CPAs (Certified Public Accountants), and approved by the Audit Committee and the Board of Director. Details were shown in the financial statements of the Annual Report 2022.

**Opinions of the Board of Directors:** Deemed appropriate to proposed to the Shareholders' Meeting for considering approving the financial statements for the year ended December 31, 2022, which has been considered by the Audit Committee and audited by the Certified Public Accountant.

**Vote requirement:** The resolution under this agenda has to be passed by the majority vote of shareholders attending and voting in the meeting. The Chairman of the meeting shall have a casting vote in case votes on this agenda are equal.

Agenda 4. To consider and approve the allocation of operating profit for the year 2022 and dividend payment.

Objective and Reason: The Company has the net profit for the year 2022 at 363.04 Million Baht with no accumulated loss. Consequently, the Company could consider paying dividend to the shareholders in accordance with article 44 of the Articles of Association which does not allow the Company to pay the dividend out of any fund other than profits. The dividend payments shall be distributed according to the number of shares in equal amount for each share. Further, according to article 45 of the Articles of Association, the Company has to set a portion of annual net profit as a reserve fund of at least 5 percent of the annual net profit deducted by the accumulated loss (if any) until the reserve is amounting to at least 10 percent of the registered capital as per described in Enclosure 10.

According to the Company's dividend distribution policy. The Company would consider an operating result and return on shareholders' equity for the long term. The Board of Director considered and agreed that this dividend payments are appropriated and in line with the dividend distribution policy which shall be consistent with on Company's performances and the Company still has a strong and sufficient fund to support the Company's growth and expansion of business consistently.

Opinions of the Board of Directors: Deemed appropriate to propose to the Shareholders' Meeting for considering approving the allocation of profit from the operating results for the year 2022 from January 1, 2022 to December 31, 2022 at the rate of 1.75 Baht per share, totaling 157,499,450.50 Baht. which will be paid from;

- 1) Net profit after the deduction of 20% corporate income tax at the rate of 1.25 Baht per share, totaling 112,499,607.50 Baht.
- 2) Net profit of operating income promoted by the Board of Investment are tax exempt at the rate of 0.50 Baht per share, totaling 44,999,843 Baht.

The dividend payment must be approved by the 2023 Annual General Meeting of Shareholders and dividend payment is scheduled for Monday, May 22, 2023, designated on Friday, March 17, 2023 as the Record Date for determining the list of shareholders eligible to attend the 2023 Annual General Meeting of Shareholders and to set Wednesday, May 3, 2023 as the Record Date for determining the right of shareholders in order to receive dividend payment from the company's net profit.

Additionally, the Company is not required to allocate the net profit of the year 2022 for the legal reserve fund because the legal reserve fund of the company already reached the rate stipulated by laws (fully reserve fund).

Table: Comparison of the Company's dividend payments over the past 3 years:

Description	Operating Results		
	Year 2022	Year 2021	Year 2020
No. of Common Shares	89,999,686	89,999,686	80,000,000
Net Profit (Million Baht)	363.04	382.82	347.81
Earnings per share (Baht per share)	4.03	4.25	4.35
Dividend Payment (Baht per share)	1.75	1.75	1.70
Total Dividend Payment (Million Baht)	158	158	136
Dividend payment ratio (%)	43.42	41.18	39.08

**Vote requirement:** The resolution under this agenda has to be passed by the majority vote of shareholders attending and voting in the meeting. The Chairman of the meeting shall have a casting vote in case votes on this agenda are equal.

**Agenda 5. To consider and approve the appointment of directors replacing those retired**

**Objective and Reason:** In accordance with the company's Article of Association, at every Annual General Meeting of Shareholders (AGM), one-third of the total number of directors shall retire from office. The retiring directors are eligible for re-election. At this Annual General Meeting of Shareholders, there are following 3 directors retiring by rotation namely:

1. Mr. Praisun Wongsmith Independent Director
2. Ms. Sasitorn Wongvilai Independent Director
3. Mrs. Pojanard Prinyapatpakorn Director

The Company invited shareholders to propose qualified candidates for the nomination to be directors of the Company from Monday October 3, 2022 to Friday December 30, 2022. However, there was no shareholder propose any candidates as directors of the Company.

The Nomination, Remuneration and Corporate Governance Committee, excluding the directors having conflict of interest in the matter, considered and filtered for the suitability of those directors who have a capability, being an expert in their assignment and responsibilities, with all along serving the company with their full effort which was the benefit of the Company's business and suitable for the company's business operations. Additionally, those aforementioned directors are not being a director or executive of any other business which might cause a conflict of interest with the Company and have full qualifications in accordance with the relevant laws and the Articles of Association. For these reasons, it was seen as appropriate to propose directors to shareholders.

Opinions of the Board of Directors: The Board of Directors has considered, screened, and selected the candidates according to the complete selection process. Deemed appropriate to propose to the Shareholders' Meeting for considering approving directors as follows:

1. Mr. Praisun Wongsmith; Independent Director
2. Ms. Sasitorn Wongvilai; Independent Director
3. Mrs. Pojanard Prinyapatpakorn; Director

The appointment of these three directors shall take effect from the shareholders' meeting approved on April 24, 2023.

Currently, Mr Praisun Wongsmith has been in the position of independent director for 9 years. If he is appointed by the resolution of the shareholders' meeting, he will have a term in office more than 9 years, which according to the corporate governance policy has set a policy for independent directors to hold office continuously for not more than 9 years from the date of appointment. In case of appointing an independent director to continue holding the position, the Board of Directors has reasonably considered the necessity as follows:

- Be able to perform duties independently and be able to express opinions independently and in accordance with relevant rules.

- Being an independent director who have not involved any related transaction with the Company's executives. There is no relationship with the Company's executives or no relationship with the major shareholders and no relationship with the auditors.

- Throughout his tenure in office, he has performed his duties by attending the Board of Directors meetings and attending Annual General Meeting of Shareholders.

- Being an independent director who is suitable to hold the position of Chairman of the Board with the ability, qualifications and maturity to hold such positions.

- Throughout his tenure as the Chairman of the Board, he has served as Chairman of the Board of Directors' meetings and acts as Chairman of the Annual General Meeting of Shareholder. He was be able to control and conduct both meetings appropriately and efficiently.

- Qualifications, knowledge and experience can provide advices and opinions that are beneficial to good corporate governance for the Company.

For the mention reasons, the Board of Director opinions that Mr. Praisun Wongsmith is capable and suitable to hold the position of an independent director of the Company and is also able to perform duties in accordance with good corporate governance principles even though he was being in the position and holding the position of an independent director continuously for more than 9 years. Therefore, it deems to propose Mr. Praisun Wongsmith to the 2023 Annual General Meeting of Shareholders for approval.

Biographies and meeting attendance of the nominated director are shown as attached of Enclosure 3. Also, the qualifications of the Company's independent directors are higher than the minimum regulations of the



Securities and Exchange Commission and the Stock Exchange of Thailand, see details as attached of Enclosure 4.

**Vote requirement:** The resolution under this agenda must be passed by the majority vote of shareholders attending and voting in the meeting. The Chairman of the meeting shall have a casting vote in case votes on this agenda are equal.

**Agenda 6. To approve the remuneration of the Company's Directors for the year 2023.**

**Objective and Reason:** In accordance with Clause 22 of the Article of the Company stipulates that directors shall have a right to receive remuneration from the Company in the form of reward, attendance fee, gratuity, bonus or any other consideration as per approved by the shareholders meeting. The remuneration of directors may be specified as certain amount or with specific terms and for specified time or effective until the shareholders meeting has a resolution to change.

The Company has a procedure for the remuneration proposal and consider by the nomination, remuneration and corporate governance committee before proposing to the Board of Director for consideration and then proposing to shareholders' meeting for approval. The nomination, remuneration and corporate governance committee considers in accordance with the following criteria:

- 1) Consider appropriately by comparing with criteria, procedure, pay rate, duties of the same industry and business with the Company as well as considering to liquidity.
- 2) Consider dividend payment to pay only the non-executive directors and if no dividend payment were paid to shareholders, the non-executive directors would also not be paid their annual bonus in that year.

**The nomination, remuneration and corporate governance committee's opinion:** It was considered appropriate directors' remuneration in consistent with duties and responsibilities of directors as well as the aforementioned criteria. It was considered appropriate to determine the remuneration of the directors, bonus for non-executive directors and the remuneration of sub-committee for the year 2023 in amount of 9,500,000 Baht (Monthly Compensation, Meeting fee and bonus) as below:

<u>Directors' remuneration structure</u>		
<b>1. The Board of Director remuneration</b>	<b>2023</b>	<b>2022</b>
1.1 The Board of Director remuneration (Baht/Month)		
- Chairman	50,000	50,000
- Director	35,000	35,000
1.2 The meeting allowance (Baht/Time)		
- Chairman	20,000	20,000
- Non-Executive Director	10,000	10,000

## 2. Sub-committee remuneration is paid on the number of times

### 2.1 Audit Committee (Baht/Time)

- Chairman	20,000	20,000
- Director	10,000	10,000

### 2.2 Nomination Remuneration Committee and Corporate Governance Committee (Baht/Time)

- Chairman	20,000	20,000
- Director	10,000	10,000

### 2.3 Risk Management Committee (Baht/Time)

- Chairman	20,000	20,000
- Director	10,000	10,000

### 2.4 Executive Committee (Baht/Time)

- Chairman	20,000	-
- Director	10,000	-

## 3. The remaining number of items 1 and 2 will be allocated as bonuses for the Non-Executive Directors.

The allocation method is as specified by Chairman of Board of Director. By assessing the performance and duration of work. If there is no dividend payment to shareholders, there will be no bonus payment.

### Comparison table of remuneration of directors

Description	2023 (proposal for this year)	2022	
		Budget proposal	Actual paid
Directors' remuneration (Baht)	9,500,000	11,000,000	10,275,000

**Opinions of the Board of Directors:** Considered approving as Nomination, Remuneration and Corporate Governance committee's opinion, therefore it's deemed appropriate to propose to the Shareholders' Meeting for considering approving the remuneration and bonus of the Company's Directors for the year 2023 in the not exceeding amount of 9,500,000 Baht.

Non-monetary remuneration of director: Health insurance, the liability of director and executive insurance in total of 100,000,000 baht, which is the same as last year.

**Vote requirement:** Resolution under this agenda shall require the approval from the Annual General Meeting of Shareholders, not less than two-thirds (2/3) of total votes of shareholders attending the meeting.

For this agenda, all directors are direct interested person thus the directors who are also the shareholders of the Company will abstain from voting in this agenda. In case shareholders appoint directors, who are the

interested person as proxies, such directors should be entitled to vote as usual, unless otherwise specified to the proxies by the shareholders accordingly.

**Agenda 7. To consider the appointment of the Company's auditors and annual audit fee for the year 2023**

**Objective and Reason:** In accordance with the Public Company Limited Act, B.E. 2535 (1992) specify that the annual ordinary meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the company every year. The former auditor may be re-appointed. For the year 2023, the audit committee propose to appoint the current auditor, EY Office Limited, who has worked to the Company for 6 years to be auditor of the Company by considering its great standard, expertise and good operation so far. Moreover, the appropriateness of auditor's remuneration compared with the same rank of the listed company. The audit company and auditors on the proposed list have no relationship or interest with the Company, executives and major shareholders or related person. Consequently, the auditor is independent in auditing and expressing opinion on the financial statements of the Company. See detail as attached of [Enclosure 5](#).

**Board of Director's opinion:** Board of Director considered and agreed with the Audit Committee to appoint EY Office Limited as Company's auditor in 2023 and the appointment of auditor and its remuneration shall be proposed for further approval by the Annual General Meeting of Shareholders as follows:

1. To consider appointing EY office Co., Ltd. as the Company's auditor in 2023 which nominates Ms. Siriwan Suratepin or anyone in the below list. In case the aforementioned auditor is not on duty, EY office Co., Ltd. will assign its other responsible auditor to audit and express opinion on Company's financial statement.

Name	CPA registered no.	Amount of auditor (years)
1. Ms. Siriwan Suratepin	4604	6
2. Mr. Wichart Lokatekrawee	4451	-
3. Ms. Kamontip Lertwitworatep	4377	-

2. Auditing fee or remuneration in the amount of Baht 2,050,000 excluding expenses related to the Audit which actually disbursed.

Description (Unit:Baht)	Audit Fee		Increase (Decrease)
	2023	2022	
1. Annual Financial Statement review	1,190,000	1,050,000	140,000
2. Interim financial statements review	660,000	600,000	60,000
3. Annual report review	-	100,000	(100,000)
Total Audit Fee	1,850,000	1,750,000	100,000
4. Other expenses – BOI promotion certificate 100,000 Baht per license.	200,000	200,000	-
<b>Total Audit Fee and other expense</b>	<b>2,050,000</b>	<b>1,950,000</b>	<b>100,000</b>

**Remark:** For the license to obtain privileges from investment promotion. The Company has received two investment promotion licenses. If additional rights are granted, other fees under item 4 will be increased in accordance with the number of licenses.

**Vote requirement:** The resolution under this agenda has to be passed by the majority vote of shareholders attending and voting in the meeting. The Chairman of the meeting shall have a casting vote in case votes on this agenda are equal.

**Agenda 8. To consider and approve an amendment to the Company's Articles of Association to be in line with the Public Limited Companies Act B.E. 2535 (1992) (No.4).**

**Objective and Reason:** As per the enforcement of the Public Limited Companies Act B.E. 2535 (1992) (No.4) in Royal Gazette, effective as of May 24, 2022, prescribes regulatory changes regarding the approval of conducting meeting via electronic approach in order to enhance efficiency, reduce unnecessary cost, and provide convenience to shareholders which aligns with the amended requirements, it is appropriate to propose to shareholders' meeting to consider and approve the amendment to the Company's Articles of Association.

**Opinions of the Board of Directors:** Deemed appropriated to proposed to the Shareholders' meeting for considering approving the amendment to the Company's Article of Association, which are 24, 25, 29, 31, 32,33, 44 and 48, to company with the Public Limited Companies Act 2535 (1992) (No.4), as amended in 2022, by repealing the existing wordings and replacing with the following new wording;

The Company's current Articles of Association		Proposed change	
Article 24	A quorum of the Board of Directors' meeting requires the presence of at least half (1/2) of all directors Chairman of the Board of Directors shall preside over each Board of Directors meeting. If the Chairman is not present or is unable to perform his/ her duties, the Vice-Chairman shall act as the presiding Chairman. In the case of a lack of Vice-Chairman or the Vice- Chairman's inability to perform his/her duties, the directors present at the meeting shall elect one director to be the Chairman of the meeting.  Decision of the Board of Directors' Meeting shall be made by majority votes. Each Director shall have one vote. Any Director	Article 24	A <u>meeting of the board of directors may be conducted electronically in accordance with the provisions prescribed by law governing electronic meeting</u> , quorum of the Board of Directors' meeting requires the presence of at least half (1/2) of all directors <u>whether they are participating physically or electronically</u> . The Chairman of the Board of Directors shall preside over each Board of Directors meeting. If the Chairman is not present or is unable to perform his/ her duties, the Vice-Chairman shall act as the presiding Chairman. In the case of a lack of Vice-Chairman or the Vice-Chairman's inability to perform his/her duties, the directors present at the meeting shall elect one director to be the Chairman of the meeting.

The Company's current Articles of Association	Proposed change
<p>who has interest in any matter shall not be entitled to vote on such matter. In the case of equal voting, the Chairman of the meeting shall have additional casting vote.</p>	<p><u>In the case that the board of directors meeting is conducted via electronic means, it shall comply with the criteria and procedures prescribed by law and meet the information security standards prescribed by law. In this case, the head office of the Company shall be deemed to be the place of the meeting, and the electronic meeting shall have the same legal effect as a physical meeting in accordance with the methods prescribed by law and in these Articles of Association.</u></p> <p>Decision of the Board of Directors' Meeting shall be made by majority votes. Each Director shall have one vote. Any Director who has interest in any matter shall not be entitled to vote on such matter. In the case of equal voting, the Chairman of the meeting shall have additional casting vote.</p>
<p>Article 25 In summoning a meeting of the Board of Directors, the Chairman of the Board or a person entrusted by him shall send notices thereof to the Directors not less than seven (7) days prior to the date of the meeting. However, in case of necessity or urgency for the purpose of maintaining the rights and interests of the Company, the summoning of the meeting may be made by other methods and the date of the meeting may be fixed sooner.</p>	<p>Article 25 In summoning a meeting of the Board of Directors, the Chairman of the Board or a person entrusted by him shall send notices thereof to the Directors not less than <u>three (3) days</u> prior to the date of the meeting. However, in case of necessity or urgency for the purpose of maintaining the rights and interests of the Company, the summoning of the meeting may be made by <u>electronic means or any other means</u> and the date of the meeting may be fixed sooner.</p> <p><u>In calling a meeting of the board of directors in accordance with the first paragraph, the vice-chairman of the board shall be the person who summons a</u></p>

The Company's current Articles of Association	Proposed change
	<p><u>meeting of the board of directors in the absence of the chairman of the board or the person assigned by the chairman of the board for whatever reason. In the absence of the vice-chairman of the board for whatever reason, at least two (2) directors may jointly summon a meeting of the board of directors.</u></p> <p><u>When there is reasonable cause or in order to preserve the rights or benefits of the Company, at least two (2) directors may jointly request that the chairman of the board of directors or the person assigned by the chairman of the board summons a meeting of the board of directors. whereby the agenda and reason(s) therefore that will be proposed for consideration must be specified. In such a case, the chairman of the board or the person assigned by the chairman of the board shall summon and fix the date of the meeting within fourteen (14) days of the date of receipt of the request.</u></p> <p><u>In the case where the chairman of the board of directors or the person assigned by the chairman of the board does not taking an action in accordance with the third paragraph, the requesting directors may jointly summon and fix the date of the meeting of the board of directors to consider the proposed agenda items within fourteen (14) days of the end of such period mentioned in the third paragraph.</u></p>
<p>Article 29 The Board of Directors' Meeting shall be held at least once every three (3) months at</p>	<p>Article 29 The Board of Directors' Meeting shall be held at least once <u>(1)</u> in every three (3)</p>

The Company's current Articles of Association	Proposed change
<p>the province that the Company head office is located or other nearby province or other places. The date, time and place of the Meeting shall be designated by the Chairman of the Board.</p>	<p>months at the province that the Company head office is located or other nearby province or <u>at any other location within the Kingdom</u>. The date, time and place of the Meeting shall be designated by the Chairman of the Board <u>or a person authorized to call a board of directors meeting under these Articles of Association</u>.</p>
<p>Article 31 The Board shall arrange for an Annual General Meeting of Shareholders to be held within four (4) months after the end of the fiscal year of the Company.</p> <p>Other Shareholders' Meetings, apart from the abovementioned meeting, are called Extraordinary General Meetings. The Board of Directors may summon an Extraordinary General Meeting whenever they deem appropriate.</p> <p>A shareholder or shareholders holding not less than one-tenth (1/10) of the total number of issued shares, may request the Board of Directors in writing to summon an Extraordinary General Meeting of Shareholders at any time, provided that the written request shall specify the reasons of the request. In such case, the Board of Directors has to summon an Extraordinary General Meeting of Shareholders within forty-five (45) days after receiving the request from those shareholders.</p> <p>In case, the Board of Directors don't arrange such meeting as according to the above within the period as prescribed,</p>	<p>Article 31 The Board shall arrange for an Annual General Meeting of Shareholders to be held within four (4) months after the end of the fiscal year of the Company.</p> <p>Other Shareholders' Meetings, apart from the abovementioned meeting, are called Extraordinary General Meetings. The Board of Directors may summon an Extraordinary General Meeting whenever they deem appropriate.</p> <p><u>In this regard, the shareholders' meeting may be held via electronic means. The meeting via electronic means shall be held in accordance with the procedures prescribed by the laws or regulations in force at that time.</u></p> <p>A shareholder or shareholders holding not less than <u>ten (10) percent</u> of the total number of issued shares, may request the Board of Directors in writing to summon an Extraordinary General Meeting of Shareholders at any time, provided that the written request shall specify the reasons of the request. In such case, the Board of Directors has to summon an Extraordinary General Meeting of Shareholders</p>

The Company's current Articles of Association	Proposed change
<p>within forty-five (45) days after receiving the request from those shareholders.</p> <p>In case, the Board of Directors don't arrange such meeting as according to the above within the period as prescribed, shareholders who have jointly signed or other shareholders , altogether have the amount of share as specify, are able to summon such meeting by themselves within forty five (45) as according to the above days within the period as prescribed, such case is deemed to be the shareholders' meeting summoned by the Board of Directors, the Company, therefore, shall take responsibility for the meeting expense and facilitate shareholder properly.</p> <p>When the shareholders' meeting was summoned by shareholders as according to the above and the number of shareholders presenting at the meeting does not constitute a quorum as specified in Article 33, the abovementioned shareholders altogether take responsibility for such meeting expense.</p>	<p>within forty-five (45) days after receiving the request from those shareholders.</p> <p>In case, the Board of Directors don't arrange such meeting as according to the above within the period as prescribed, shareholders who have jointly signed or other shareholders , altogether have the amount of share as specify, are able to summon such meeting by themselves within forty five (45) as according to the above days within the period as prescribed, such case is deemed to be the shareholders' meeting summoned by the Board of Directors, the Company, therefore, shall take responsibility for the meeting expense and facilitate shareholder properly.</p> <p>When the shareholders' meeting was summoned by shareholders as according to the above and the number of shareholders presenting at the meeting does not constitute a quorum as specified in Article 33, the abovementioned shareholders altogether take responsibility for such meeting expense.</p>
<p>Article 32 In summoning the shareholders' meeting, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details stating clearly the issues that will be for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on the said matters and shall send the same to the</p>	<p>Article 32 In summoning the shareholders' meeting, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details stating clearly the issues that will be for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on the said matters and shall send the same.</p>



The Company's current Articles of Association	Proposed change
<p>shareholder and the company Registrar for information not less than seven (7) days prior to the meeting. Publication of a notice of the meeting shall also be made in a newspaper for three (3) consecutive days at least three (3) days prior to the meeting.</p> <p>The place for the meeting shall be in the province of the head office of the Company or others as specified by the Board of Directors.</p>	<p>to the shareholder and the company Registrar for information not less than seven (7) days prior to the meeting. Publication of a notice of the meeting shall also be made in a newspaper <u>or advertised via electronic means in accordance with criteria prescribed by law instead</u> for three (3) consecutive days at least three (3) days prior to the meeting.</p> <p>The place for the meeting shall be in the province of the head office of the Company <u>or in a nearby province, or at any</u> other place as specified by the Board of Directors. <u>In the event that the board of directors meeting is held via electronic means, the head office of the Company shall be deemed to be the place of the meeting, and the electronic meeting shall have the same legal effect as a physical meeting in accordance with the methods prescribed by law and in these Articles of Association.</u></p>
<p>Article 33 The quorum of a Shareholders' Meeting shall be either not less than Twenty-five (25) shareholders or proxies (if any) presented, or not less than half of the total number of shareholders, and the total number of shares altogether should be not less than one-third (1/3) of the total number of issued shares.</p> <p>When one (1) hour has elapsed from the appropriated time fixed for any Shareholders' Meeting and the number of shareholders presenting at the meeting</p>	<p>Article 33 The quorum of a Shareholders' Meeting, <u>whether a physical meeting or a meeting via electronic means</u>, shall be either not less than Twenty-five (25) shareholders or proxies (if any) presented, or not less than half of the total number of shareholders, and the total number of shares altogether should be not less than one-third (1/3) of the total number of issued shares. <u>In appointing a proxy under this paragraph, it may be carried out via electronic means in accordance with the criteria prescribed by law.</u></p>

The Company's current Articles of Association	Proposed change
<p>does not constitute a quorum as specified, if such meeting is a Shareholders' Meeting convened due to a request from shareholders, it shall be extinguished. If it is not convened because of a request from shareholders, it shall be re-convened by sending notice to shareholders not less than seven (7) days prior to the meeting. In this later case, a quorum as prescribed is not compulsory</p>	<p>When one (1) hour has elapsed from the appropriated time fixed for any Shareholders' Meeting and the number of shareholders presenting at the meeting does not constitute a quorum as specified, if such meeting is a Shareholders' Meeting convened due to a request from shareholders, it shall be extinguished. If it is not convened because of a request from shareholders, it shall be re-convened by sending notice to shareholders not less than seven (7) days prior to the meeting. In this later case, a quorum as prescribed is not compulsory.</p>
<p>Article 44 Dividends cannot be disbursed from other sources of funds except profits. In the event that the Company has accumulated losses, no dividends will be paid.</p> <p>Dividend payments are equally divided according to the number of shares, except the Company issues the preference share and prescribes the dividend for such preference share differently from the ordinary share. The said dividend payments are requested to be approved by the Shareholders' Meeting.</p> <p>The Board of Directors may authorize interim dividend payments from time to time when there are reasonable profits to support the move and such decision will be announced at the next shareholders' meeting.</p> <p>Dividend payments should be made within one (1) month from an Annual General Meeting or</p>	<p>Article 44 Dividends cannot be disbursed from other sources of funds except profits. In the event that the Company has accumulated losses, no dividends will be paid.</p> <p>Dividend payments are equally divided according to the number of shares, except the Company issues the preference share and prescribes the dividend for such preference share differently from the ordinary share. The said dividend payments are requested to be approved by the Shareholders' Meeting.</p> <p>The Board of Directors may authorize interim dividend payments from time to time when there are reasonable profits to support the move and such decision will be announced at the next shareholders' meeting.</p> <p>Dividend payments should be made within one (1) month from an Annual General</p>

The Company's current Articles of Association	Proposed change
<p>whenever the Board of Directors approves, according to circumstances. The notice has to be made in writing to all shareholders and the notification of impending dividend payments announced in the newspapers</p>	<p>Meeting or whenever the Board of Directors approves, according to circumstances. The notice has to be made in writing to all shareholders and the notification of impending dividend payments announced in the newspapers <u>or through electronic means in accordance with the criteria prescribed by law.</u></p>
<p>Article 48 -None- (The Company's current Articles of Association contains 47 articles.)</p>	<p>Article 48 In the event that the Company or the board of directors is obliged to send letters or documents in accordance with the provisions of the Public Limited Companies Act B.E. 2535 (1992) (including any amendments thereto) to the directors, shareholders, or creditors of the Company, if such persons have notified their intention to receive or consented to the delivery of, letters or documents via electronic means, the Company or the board of directors may send such letters or documents via electronic means in accordance with the criteria prescribed by law.</p>

The Company's authorized directors and/or other person designated by the authorized directors shall be authorized to register the amendment to the Company's Article of Association with the Department of Business Development, Ministry of Commerce, and shall be authorized to amend or modify texts or perform any necessary acts which are required pursuant to the Registrar's order.

**Vote requirement:** Resolution under this agenda shall require the approval from the Annual General Meeting of Shareholders, not less than three-fourth (3/4) of total votes of shareholders attending the meeting.

**Agenda 9. To consider any other business (if any)**

**Remarks:** 1) The Notice of the Shareholders' Meeting together with its enclosures are available for download on the company's website [www.thantawan.com](http://www.thantawan.com), under the title "Download Shareholder Meeting".

- 2) Shareholders may submit his or her question prior to the Annual General Meeting of Shareholders in advance, from Monday April 3, 2023 to Friday April 21, 2023 according to the Company's rule as attached of Enclosure 6.
- 3) Shareholders, who is unable to attend the shareholders' meeting, can appoint the other persons to attend and vote on his/her behalf by choosing one of proxy forms. The Company has enclosed the proxy form A, B or C with more detail of Enclosure 7 i.e., form A (simple form), form B (all details are clearly indicated) or form C (in case of foreign investor shareholder appoint local custodian as their representative).
- 4) Or the shareholder may appoint the independent directors of the Company to attend the meeting and vote on his/ her behalf. Profiles of the independent directors are shown in Enclosure 8 as enclosed with this Notice of the Annual General Meeting of Shareholders. We request your kind cooperation in sending the proxy form with reference documents as specified in Enclosure 7 to the Company within Friday April 21, 2023 by postal mail to the Company Secretary of Thantawan Industry Public Company Limited, 123 Suntowers Building A, 32<sup>nd</sup> floor, Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok, 10900.  
The Company, consequently, would like to invite all shareholders to attend the meeting on the date, time and venue as the above mentioned. Shareholders can join the electronic meeting on Monday April 24, 2023 at 08.00 a.m. onwards.

Yours sincerely,

- Signature -

- Signature -

---

(Mr.Teerachai Siritunyanont) (Mrs.Pojanard Prinyapatpakorn)

Authorized Director

-Translation-

Minutes of the 2022 Annual General Meeting of Shareholders  
of  
Thantawan Industry Public Company Limited  
Friday 22, 2022  
Venue & Time

Electronic Meeting (E-AGM) broadcasting the meeting from 39<sup>th</sup> Floor at Suntowers Building Tower B, 123 Vibhavadi-Rangsit Road, Chomphon, Chatuchak District, Bangkok at 10:00 a.m.

The E-AGM started at 10.00 am.

Mr. Praisun Wongsmith, Chairman of the Board of Directors and presider of the Meeting ("Chairman"), greeted and thanked to shareholders who attended this Electrical Annual General Meeting of Shareholders (E-AGM). and informed that the 2022 Annual General Meeting of Shareholders will be in the form of Electronic Meeting (E-AGM) under the Emergency Decree on Electronic Meetings 2563 B.E. Via Application OJ-E-AGM of OJ International Co., Ltd., which will collect electronic traffic information of all attendees as evidence of attendance such as username of participants and the date and time of the meeting and the adjournment of the meeting and video and audio recordings of the meeting, the results of the voting of the attendees, etc. In addition, the meeting will be conducted in accordance with the Company's Articles of Association. and rules related to the general meeting of shareholders as specified by the regulatory body of listed companies by broadcasting the meeting from 39<sup>th</sup> Floor at Suntowers Building Tower B, 123 Vibhavadi-Rangsit Road, Chomphon, Chatuchak District, Bangkok

As the Meeting started, there were 8 Shareholders attending in person, representing 336,449 shares and by proxies 23 persons, representing 52,257,783 shares, totaling to 31 attendees, total representing 52,594,232 shares or 58.4382% of the total issued shares of the Company, thereby constituting a quorum according to the Articles of Association of the Company.

Chairman assigned Mr. Teerachai Siritunyanont, Secretary of the Meeting, to introduced attending directors and others as follows

9 Directors attending the Meeting entirely (representing 100% of the total number of the Company's directors)

- |                 |               |  |
|-----------------|---------------|--|
| 1. Mr.Praisun   | Wongsmith     | Independent Director and Chairman  |
| 2. Mr.Asadakorn | Limpiti       | Independent Director and Deputy chairman 1<br>Audit Committee, Chairman of Risk Management<br>Committee and Nomination Remuneration and Good<br>Corporate Governance Committee |
| 3. Mr.Sayan     | Satangmongkol | Independent Director and Deputy chairman 2<br>Chairman of Audit Committee and Nomination<br>Remuneration and Good Corporate Governance<br>Committee                            |

4. Ms.Sasitorn	Wongwilai	Independent Director, Audit Committee and Chairman of Nominaiton Remuneration and Good Corporate Governance Committee
5. Mr.Thitisak	Skulkroo	Director
6. Mr.Sivasas	Nagadatta	Director
7. Mrs.Pojanard	Prinyapatpakorn	Director and Chief Executive Officer
8. Mr.Detbordin	Riensubdee	Director, Risk Management Committee and deputy Chief Executive Officer
9. Ms.Narissai	Mahathitirat	Director

**Other attendees in the Meeting:**

1. Mr.Surasak	Luangaramsri	Chief of Business unit 1
2. Ms.Napasiri	Mahathitirat	Chief of Accounting and Financial
3. Mr.Yotsapon	Sangnil	Chief of Strategy and Business development
4. Ms.Siriwan	Suratepin	Partner of EY Office Co.,Ltd
5. Ms.Kamolthip	Sahasuthimontri	Manager of EY Office Co.,Ltd
6. Mr.Issarachai	Decharit	Legal advisor of Apiboon Law Co.,Ltd
7. Mr.Teerachai	Siritunyanont	Company secretary and secretary of the meeting

**Chairman:** To ensure that the Meeting was carried out smoothly, Chairman assigned Secretary of the Meeting to clarify the procedure of voting and counting votes.

**Mr. Teerachai Siritunyanont,** Secretary of the Meeting, explained the procedure for casting votes as the following details:

1. Ask for permission to recommend the use of the program or Application for this meeting. according to the manual that has been sent The attendees will have 2 menus which are 1) E-meeting via Zoom to view the live video and audio system from the meeting and 2) E-voting via the website to vote on each agenda. This menu is for those who have the right to vote only. and because this meeting is a meeting via electronic media Therefore, the ballots were not printed for the attendees.
2. To vote Participants are asked to go to the E-Voting tab to cast their votes. each agenda within the specified time (1 minute). Vote confirmation? Press OK to confirm the vote.
3. In casting votes, one share equals one vote. The meeting will consider the matters according to the agenda in the invitation letter. The information will be presented in each agenda and then allowed for voting according to the agenda. Shareholders who agree, disagree or abstain from voting are requested to select "Agree", "Disagree" or "Abstain" in the E- Voting menu. In each agenda, the Company will assume that shareholders wishing to vote are "Agree" on that agenda. In addition, since it is a voting through an online application, therefore, there is no case of invalid ballots.
4. When you have finished voting Please return to the E – meeting window via Zoom to continue watching the video and audio of the meeting. The system will collect points. by counting the total votes from those who voted via E-Voting and those who voted in advance via proxy

5. Go to the Chat menu in Zoom program to type a message. to ask a question or comment, and press the Enter key to send a message to the system. available throughout the meeting period The Company will answer questions and consider the shareholders' suggestions in Agenda 11 other matters which will be open for general matters.

6. Shareholders wishing to inquire through discussion can do as follows:

6.1 Go to the Participant menu below and press the Raise Hand button.

6.2 When the MC calls your name The staff will proceed to open the mic for you to inquire. You will need to press Unmute and turn on the mic on your device. In the event that the shareholder cannot speak through the mic (within 1 minute) Please type your questions via Chat instead so that the moderator will read the questions to the meeting on your behalf.

6.3 Each question was asked either by typing text. or through conversation Please ask the attendees to state their names and surnames. and specify whether you are coming in person or as a proxy before asking questions every time for the benefit of taking accurate and complete minutes of the meeting

6.4 The company gives the opportunity for the attendees to submit questions in each agenda. In the event that no attendees ask questions, the company will continue the meeting. If shareholders have additional questions Questions can be typed in via Chat. The staff will read your questions later.

7. The company reserves the right not to answer questions and turn off the mic. for a rude question or has a disturbing nature to control the meeting to be smooth.

For the determination of the meeting agenda, the Company has announced and invited the shareholders to propose the meeting agenda in advance. When the deadline is over It turns out that no other agenda has been proposed to the Company. Therefore, the Company has set the meeting agenda according to the invitation letter sent to the shareholders' meeting for a total of 11 agenda items. There is no additional agenda.

**Chairman** then proposed to the meeting to consider the agenda as follows :-

**Agenda 1** To approve and certify the minutes of the 2021 Annual General Meeting of Shareholders

**Chairman** assigned **Mr. Teerachai Siritunyanont**, Secretary of the Meeting, to present the Minutes of Annual General Meeting of Shareholders for the year 2021, which held on April 26, 2021 as details in a copy which had already been distributed to the shareholders with the Notice of this AGM.

**Chairman** then welcomed shareholders' queries for more details and other views. there were no more queries or comments, the Chairman requested the Meeting to consider the resolution for this agenda.

**Resolution:** The Meeting unanimously resolved to adopt the Minutes of Annual General Meeting of Shareholders for the year 2021 which held on April 26, 2021 as proposed without any amendments as follows:

List	Vote (shares)	The percentage of the vote of shareholders attending the Meeting who have the right to vote
Approved	52,594,682	100.0000
Disapproved	-	-
Abstained	-	-
Total	52,594,682	100.0000

Note: During Agenda 1, there was an additional shareholder attending the meeting in person, representing 450 shares, 32 attendees, total representing 52,594,682 shares, equivalent to 58.4387% of the issued and paid-up shares.

**Agenda 2** To acknowledge the Company's operating results of the year 2021

Chairman assigned Mr. Teerachai Siritunyanont, Secretary of the meeting, presented to the shareholders that The report of the Company's operating results for the year 2021 has been sent to the shareholders together with the notice of shareholder's meeting.

Mrs. Pojanard Prinyapatpakorn, Chief Executive Officer, presented to the shareholders about the operating results that 2021 is the year that the company has taken many actions in the midst of many crises with the determination and determination of all management team for the most efficient operation and to achieve the goals according to the plans that have been laid out. There are also developments in many areas in terms of market expansion distribution channel and supporting work of all departments including personnel development to prepare for sustainable growth. In this regard, Mrs. Pojanard Prinyapatpakorn assigned Mr. Detbordin Riensubdee, Director, Risk Management Committee and Deputy Chief Executive Officer, presented on the Company's operating results for the year 2021 to the meeting for acknowledgment by summarizing the main topics as follows:

**1. Business situations that affect the Company's operating results in 2021**

The epidemic situation of the coronavirus disease 2019 (COVID-19) has affected many things, whether it affects the supply chain and the price of raw materials in production In the past year, raw material prices rose during the first quarter, although prices were relatively stable in the second and third quarters, but rose again at the end of the fourth quarter and it contained an impact on domestic businesses and the Company's production capacity, but the Company was still able to get through the aforementioned crisis open as usual and continue to produce products.

**2. 2021 Annual Performance**

From the company's uncompromising commitment to work, in 2021, the Company has total sales revenue of 3,760 million or growing, accounting for 18.28%, resulting in the Company's total net profit of 382 million baht, or an increase of 10.07 percent compared to 2020, due to the Company's team, sales team, and production team who helped manage production costs excellently.



Revenue from sales comes from foreign markets 87.53% and domestic 12.45%. Overseas markets are quite affected by the epidemic situation of COVID-19. Therefore, the Company, therefore, planned to market and grow abroad quite a lot in the past year. The result of the sale is according to the company's plan.

In 2021, the Company plans to expand its market base in the United States with a proportion of 19.76 percent, an increase compared to the year 2020, which was 14.07 percent from sales revenue. The European market is 53.55%, the Australian and New Zealand markets are 4.48%, and the Asian market and other countries. at 9.74 percent.

Sales revenue came from repackaged and reusable bags, whether products in the normal zip bag or slider zip bag, were 89% of the revenue; Decrease in accordance with popular trends, which the company has forecasted in the past year to be at 6% of revenue and other types of products. will be accounted for at 5% of the total income.

#### **Success in creating innovative products for the environment and society**

Last year, the Company had given importance to the circular economy as well as the importance of sustainability and environmental friendliness. In the past year, the Company had sold products of garbage bags made from recycled materials under the SUNBIN brand and Anti-Virus zipper bags under the SUNZIP brand, which respond to the plaintiffs, customers during the epidemic situation of COVID-19 who paid more attention to cleanliness. In addition, the Company had organized the product category and registered more trademarks to expand more markets. In addition, sales channels and exports are more diversified in the country, the Company focused on selling through traditional markets (Traditional Trade), especially SUNBIN products. In addition, the Company's brand had more presence in the market of more online channels. In the main market such as SHOPEE and LAZADA.

Moreover, the Company had introduced technology and innovation to use in selling products by enabling the SUNFAMILY application to mothers who use SUNMUM breast milk bags to record and track information about their use. Remaining volume of milk bags stored through scanning the QR code on the SUNMUM product page for convenient management.

#### **Organization development and personnel to create sustainable organizational innovations**

The Company focused on organizational development by adjusting the company's strategy to drive the organization towards sustainability both economically, socially and environmentally as well as promoting knowledge and understanding of corporate sustainability for executives and laying the groundwork for employees to be aware of sustainability and try to create the value of the Company and the product.

In terms of personnel, the Company had emphasized more on innovation culture from the former focusing only on research and development. Yet, in the present, the Company trying to create new innovators down to personnel at all levels to change the traditional culture Towards an innovation culture through the project "THIP 30X".

#### **Key business strategies in 2022**

Policy to prevent and take care of employees in the epidemic situation of COVID-19 In the past year, the Company had provided 3 injections of vaccine to all employees of the Company. It took care of employees in terms of welfare and being in its entirety for employees to return to work normally. The Company had

established plans and activities to reduce risks that may arise, such as establishing a detention center in the workplace (factory isolation), etc. in order to take care of society and the community, the Company had provided assistance such as place of detention centers - quarantine to the people around the company and donate money and equipment needed to scrub separately and disposing of infectious waste to hospitals such as Siriraj Hospital, Police Hospital or other hospitals who take care of the patient.

**Awards received by the company in the past year**

- G-MARK Design Excellence Award for SUNFAMILY applications used with SUNMUM breast milk storage bags.
- Awarded from the Nakhon Pathom Forest Center For packaging, an environmentally friendly replacement material for seedling bags.
- Awarded from King Mongkut's Institute of Technology North Bangkok for the design of reusable garbage bags and bins. The trash can only repair the broken parts for longer use.
- Awarded outstanding sustainability development award "Rising Star Sustainability Awards" by the Stock Exchange of Thailand in collaboration with the Banking and Finance Journal.
- Awarded for outstanding performance among companies listed on the Stock Exchange of Thailand with market capitalization of not more than 3,000 million baht "Outstanding Company Performance Awards"
- Received "Outstanding CEO Awards" by the Stock Exchange of Thailand in collaboration with the Banking and Finance Journal.
- Be one of the 100 companies that have been disclosed in the list of 100 listed companies, known as the ESG 100 group of securities for the year 2021 from Thaipat Institute. that they are outstanding in sustainable business operations by surveying and evaluating sustainability data Environment, Society and Governance.
- Accreditation from the Ministry of Industry as an eco-industrial factory with social value in Silver Award level in 2021.

**3. 2021 Key Business Highlight**

- Accelerated market expansion to increase new customer base abroad from the past year that the Company having continued to market, especially in the American market and in Europe, the Company still sees an opportunity to expand its customer base in that region as well as focusing on expanding the market in the Oceania, South East Asia and ASEAN with the Company's own brand , which the company had received orders from dealers from these countries.
- Improved machine efficiency to increase productivity by at least 30 percent and reduce production costs continuously with LEAN & KAISEN and Debottleneck management strategies.
- Applied a low-carbon business to reaffirm its commitment to the environment by focusing on adding recycled material products and pushing products that use renewable materials.

**4. Progress report on the Thai Private Sector Collective Action Coalition Against Corruption Project CAC**

The Company announced its intention to join the Collective Action Coalition Against Corruption in the Thai Private Sector on September 25, 2017 and was certified on February 4, 2019 for a 3-year term, due on February 4, 2022 by The company has been renewed the membership of the project. next again.

In the past year, the Company regularly reviewed anti-corruption policies and practices and made a letter requesting cooperation in compliance with anti-corruption policies and guidelines and informed to partners and business customers and disseminating it to the Company's website and the Company has organized training sessions to raise awareness about anti-corruption policies and practices for employees, business partners and external organizations. The Audit Committee has the duty of monitoring to have an internal control system that prevents corruption risks and presents the results to the Board of Directors continuously. In 2021, the Company had not received any complaints about corruption.

**Chairman** then welcomed shareholders' queries for more details and other views. Since there were no more queries or comments, the Chairman requested the Meeting to consider the resolution for this agenda.

The Meeting acknowledged the report of the Company's operating result for the year 2021.

**Agenda 3** To consider and approve the financial Statements for the year ended December 31, 2021  
**Chairman** assigned **Ms. Napasiri Mahathitirat**, AMD Business Line: Accounting and Finance, concluded the Statement of Comprehensive income for the year ended December 31, 2021 compared with 2020 as the following summary:

- Total revenue 3,797.09 Million Baht, compared to 3,210.33 Million Baht in the last year, increasing to 586.75 Million Baht or 18.28%
- Total expense 3,335.08 Million Baht, compared to 2,805.23 Million Baht in the last year, increasing to decreasing to 589.85 Million Baht or 18.89%
- Net Profit 382.82 Million Baht, compared to 347.81 Million Baht in the last year, increasing to 35.01 Million Baht or 10.07%

The Statement of Financial position for the year ended December 31, 2021 which compared to the year 2020 as the following summary:

- Total Assets 2,956.95 Million Baht, compared to 2,511.52 Million Baht in the last year, increasing to 389.90 Million Baht or 40.3%
- Land, building and equipment 733.40 Million Baht, compared to 437.75 Million Baht in the last year, increasing to 295.64 Million Baht or 34.3%
- Account and other receivable 643.47 Million Baht, compared to 497.39 Million Baht in the last year, increasing to 146.08 Million Baht or 29.4%
- Total Liabilities and shareholders' equity 2,313.48 Million Baht, compared to 2,014.13 Million Baht in the last year, increasing to 299.35 Million Baht or 14.9%
- Operating Activities 236.58 Million Baht, compared to 475.94 Million Baht in the last year, decreasing to 239.35 Million Baht or 50.3%

Mr. **Sayan Satangmongkol** independent director and chairman of audit committee commented on this agenda that the said financial statements were prepared in accordance with the financial reports that have been reviewed by the Audit Committee and audited and certified by the certified public accountant as the financial statements. displayed unconditionally. Therefore, it is appropriate to propose to the shareholders for approval.

**Chairman** then welcomed shareholders' queries for more details and other views. Since there were no more queries or comments, the Chairman requested the Meeting to consider the resolution for this agenda.

**Resolution:** The Meeting unanimously resolved to approve the Financial Statement for the year end December 31, 2021 as proposed as follows:

List	Vote (shares)	The percentage of the vote of shareholders attending the Meeting who have the right to vote
Approved	52,594,682	100.0000
Disapproved	-	-
Abstained	-	-
Total	52,594,682	100.0000

**Agenda 4** To consider and approve the allocation of operating profit for the year 2021 and dividend payment

**Chairman** assigned **Mr. Teerachai Siritunyanont**, Secretary of the Meeting presented to the meeting that the Company had a net profit for the year 2021 of 382.82 million baht and no accumulated loss. The company can consider paying dividends to shareholders. According to the Company's Articles of Association, Article 44, which prohibits the payment of dividends from other types of money other than profits. by paying dividends To be divided according to the number of shares, per share equally and Article 45 of the Company's Articles of Association, the Company must allocate a portion of the annual net profit as a reserve of not less than 5% of the annual net profit. deducted by the accumulated loss brought forward (if any) until this reserve is not less than 10% of the registered capital.

according to the company's policy in considering dividend payment The company takes into account the operating results. and long-term returns for shareholders The proposed dividend payment rate is the rate that the Board of Directors deems appropriate. and in accordance with the dividend payment policy that depends on the operating results The company will still have strong capital to support growth. and the expansion of the company's business continually Allocation of profit from operating results for the year 2021 from January 1, 2021 to December 31, 2021 and dividend payment at the rate of 1.75 baht per share, including all dividends 157,499,450.50 baht, with this dividend payment from

- 1) Net profit after the deduction of 20% corporate income tax at the rate of 1.40 Baht per share, totaling 125,999,560.40 Baht.
- 2) Net profit of operating income promoted by the Board of Investment are tax exempt at the rate of 0.35 Baht per share, totaling 31,499,890.10 Baht.

Stock dividends and dividends are scheduled to be paid to shareholders on Tuesday, May 17, 2022. Shareholders for the year 2021 and designated Friday, April 29, 2021 as the date to determine the list of shareholders (RECORD DATE) for the right to receive stock dividends and dividends from the year 2021 with the following votes:

**Chairman** then welcomed shareholders' queries for more details and other views. Since there were no more queries or comments, the Chairman requested the Meeting to consider the resolution for this agenda.

**Resolution:** The Meeting unanimously resolved to approve to allocate profit from operating results for the year 2021 dividend payment to pay the remaining dividend at the rate of 1.75 baht per share, totaling the dividend. 157,499,450.50 baht. The dividend this time is paid from the following.

- 1) Net profit of businesses subject to corporate income tax of 20 percent at the rate of 1.40 baht per share, representing the total amount. 125,999,560.40 baht
- 2) Net profit of businesses that are exempt from tax from BOI incentives at the rate of 0.35 baht per share, representing the total amount. 31,499,890.10 baht.

Stock dividends and dividends are scheduled to be paid to shareholders on Tuesday, May 17, 2022. Shareholders for the year 2021 and designated Friday, April 29, 2021 as the date to determine the list of shareholders (RECORD DATE) for the right to receive stock dividends and dividends from the year 2021 with the following votes:

List	Vote (shares)	The percentage of the vote of shareholders attending the Meeting who have the right to vote
Approved	52,594,682	100.0000
Disapproved	-	-
Abstained	-	-
Total	52,594,682	100.0000

**Agenda 5** To consider and approve the capital decrease of the Company from 90,000,000 shares to 89,999,686 by cutting off the remaining registered shares from the stock dividend allocation  
**Chairman** assigned **Mr. Teerachai Siritunyanont**, Secretary of the Meeting presented to the meeting presented to the meeting that As a result of the 2021 Annual General Meeting of Shareholders held on April 26, 2021, it was resolved to approve the increase of the Company's registered capital in the amount of 10,000,000 baht from the original registered capital of 80,000,000 baht to a new registered capital of 90,000,000 baht by issuing 10,000,000 new ordinary shares. The par value of 1 baht per share to support the dividend payment of not more than 10,000,000 ordinary shares. As a result of the stock dividend payment on May 24, 2021, shareholders received a total of 9,999,686 stock dividends, therefore still There are 314 newly issued ordinary shares remaining from the dividend payment because the Company still has not fully sold shares as registered. In order to comply with the requirements of the law, it is necessary to reduce the registered capital of the company in the amount of 314 baht from the original registered capital of 90,000,000 baht to the

new registered capital in the amount of 89,999,686 baht by cutting off the remaining registered shares from the stock dividend allocation of 314 shares at 1 baht per share.

**Chairman** then welcomed shareholders' queries for more details and other views. Since there were no more queries or comments, the Chairman requested the Meeting to consider the resolution for this agenda.

**Resolution:** The meeting has approved the reduction of the Company's registered capital in the amount of 314 baht from the original registered capital of 90,000,000 baht to a new registered capital of 89,999,686 baht by cutting off the remaining registered shares from the stock dividend allocation of 314 shares at 1 baht per share.

In this regard, the Company's authorized directors and/or other person designated by the authorized directors shall be authorized to register the increase of the Company's registered capital with the Department of Business Development, Ministry of Commerce, and shall be authorized to amend or modify texts or perform any necessary acts which are required pursuant to the Registrar's order with anonymous votes as follows:

List	Vote (shares)	The percentage of the vote of shareholders attending the Meeting who have the right to vote
Approved	52,594,682	100.0000
Disapproved	-	-
Abstained	-	-
Total	52,594,682	100.0000

**Agenda 6** To consider and approve an amendment to Clause 4 of the Memorandum of Association to be consistent with the change of par value of the Company's share

**Chairman** assigned **Mr. Teerachai Siritunyanont**, Secretary of the Meeting presented to the meeting presented to the meeting that in order to be consistent with the reduction of the Company's registered capital from 90,000,000 baht to 89,999,686 baht as proposed to the meeting for consideration in Agenda 5 above, the Company therefore requests the Annual General Meeting of Shareholders to consider and approve the amendment of the Memorandum of Association of Company Article 4 in accordance with the reduction of the registered capital of the Company.

**Chairman** then welcomed shareholders' queries for more details and other views. Since there were no more queries or comments, the Chairman requested the Meeting to consider the resolution for this agenda

**Resolution:** The Meeting unanimously resolved to approve the amendment of the Memorandum of Association of Company Article 4 in accordance with the reduction of the registered capital of the Company.

Clause 4 Registered Capital	89,999,686 Baht	(Eighty-nine-nine-hundred-and-ninety-nine-thousand -six hundred-and-eighty-six-million Baht)
Divided into	89,999,686 Shares	(Eighty-nine-nine-hundred-and-ninety-nine-thousand -six-hundred-and-eighty-six-million Shares)
With par value of	1 Baht	(One Baht)
Divided as follows		
Ordinary shares	89,999,686 Shares	(Eighty-nine-nine-hundred-and-ninety-nine-thousand -six hundred-and-eighty-six-million Shares)
Preferred shares	- Shares	( - Shares)

In this regard, the Company's authorized directors and/or other person designated by the authorized directors shall be authorized to register the increase of the Company's registered capital with the Department of Business Development, Ministry of Commerce, and shall be authorized to amend or modify texts or perform any necessary acts which are required pursuant to the Registrar's order with anonymous votes as follows:

List	Vote (shares)	The percentage of the vote of shareholders attending the Meeting who have the right to vote
Approved	52,594,682	100.0000
Disapproved	-	-
Abstained	-	-
Total	52,594,682	100.0000

**Agenda 7** To consider and approve the appointment of directors replacing those retired

Chairman informed that for good corporate governance, therefore, Mr. Teerachai Siritunyanont have interests in considering the election of directors are requested to leave the meeting. until the consideration and voting is complete. Then, Chairman assigned Mr. Detbordin Riensubdee, act as a Secretary of the Meeting presented to the meeting that according to the regulations of the Company, Directors are required to term completed by 1/3 of the total number of directors. There were 3 Directors who were term completed by rotation this year which were:

1. Mr. Sayan Satangmongkol Independent Director and Chairman of Audit Committee
2. Mr. Sivanas Nagadatta Director
3. Mr. Detbordin Riensubdee Director

The Company had invited Shareholders to nominate qualified individuals for appointing as Directors of the Company from September 1, 2021 to November 30, 2021. However, Shareholders did not nominated any person to be appointed as a Director of the Company.

The Board of Director, excluding the interested Directors in this agenda deems appropriate to propose to the Shareholders' Meeting for consideration as follows:

**Ms. Sasitorn Wongwilai** Independent Director, Audit Committee and Chiarman of Nomination Remuneration and Good Corporate Governance Committee has considered and scrutinized the suitability of such directors. that They have knowledgeable, competent, and have expertise in the field and is suitable for the Company's business operations In addition, such person does not hold a position as a director or executive in other businesses that may cause conflicts of interest to the Company and have full qualifications according to relevant laws and according to the Company's regulations. Therefore, it should be proposed to the general meeting of shareholders to consider electing directors to replace the directors who retire by rotation.

1. Mr. Niwat Bangsa-ngiam Independent Director
2. Mr. Tanai Charinsarn Independent Director
3. Mr. Teerachai Siritunyanont Director

This shall takes effect from April 22, 2022 onward.

Profiles and proportion of attendance at the Meetings of the Board of Director of the persons nominated to be appointed as Directors of the Company are shown in [Enclosure 4](#) and the qualifications of Independent Directors are higher than the minimum requirements of the Office of the Securities and Exchange Commission. Details appear in [Enclosure 5](#) in the notice of the Meeting.

**Chairman:** then welcomed shareholders' queries for more details and other views. Since there were no more queries or comments, the Chairman requested the Meeting to consider the resolution for this agenda.

**Resolution:** The Meeting unanimously resolved to approve the election of directors as follows:

1. Mr. Niwat Bangsa-ngiam served as Independent Director with anonymous votes as follows

List	Vote (shares)	The percentage of the vote of shareholders attending the Meeting who have the right to vote
Approved	52,594,682	100.0000
Disapproved	-	-
Abstained	-	-
Total	52,594,682	100.0000



2. Mr. Tanai Charinsarn served as Independent Director with anonymous votes as follows:

Enclosure 1

List	Vote (shares)	The percentage of the vote of shareholders attending the Meeting who have the right to vote
Approved	52,594,682	100.0000
Disapproved	-	-
Abstained	-	-
Total	52,594,682	100.0000

3. Mr. Teerachai Siritunyanont served as Director with anonymous votes as follows

List	Vote (shares)	The percentage of the vote of shareholders attending the Meeting who have the right to vote
Approved	52,594,682	100.0000
Disapproved	-	-
Abstained	-	-
Total	52,594,682	100.0000

This shall takes effect from April 22, 2022 onward.

**Agenda 8** To approve the remuneration of the Company's Directors for the year 2022

From this agenda, Mr. Teerachai Siritunyanont returned to the Meeting and act as a Secretary of the Meeting. Chairman assigned Mr. Teerachai Sritunyanont, Secretary of the Meeting, to present to the Meeting that in accordance with Clause 22 of the Article of the Company stipulates that "The directors shall have a right to receive remuneration from the Company in the form of reward, attendance fee, gratuity, bonus or any other consideration as per approved by the shareholders Meeting. The remuneration of directors may be specified as certain amount or with specific terms and for specified time or effective until the shareholders Meeting has a resolution to change.

The Company has a procedure for the remuneration proposal and consider by the nomination, remuneration and corporate governance committee before proposing to the Board of Directors for consideration and then proposing to shareholders' Meeting for approval. The nomination, remuneration and corporate governance committee considers in accordance with the following criteria:

- 1) Consider appropriately by comparing with criteria, procedure, pay rate, duties of the same industry and business with the Company as well as considering to liquidity.
- 2) Consider dividend payment to pay only non-executive directors and If no dividend payment were paid to shareholders, non-executive directors would also not be paid their annual bonus in that year.

Ms. Sasitorn Wongwilai Independent Director, Audit Committee and Chairman of Nomination Remuneration and Good Corporate Governance Committee It was considered appropriate Directors' remuneration in

consistent with duties and responsibilities of directors as well as the aforementioned criteria. It was considered appropriate to determine the remuneration of the Directors, bonus for Non-Executive Directors and the remuneration of Sub-Committee for the year 2021 in amount of 11,000,000 Baht as the following comparison table below:

Description	2021 (The year of proposal)	2020	
		Budget proposal	Actual paid
Directors' remuneration (Baht)	11,000,000	10,800,000	9,765,000

#### Directors' remuneration structure

<b>1. The Board of Director remuneration</b>	<b>2022</b>	<b>2021</b>
1.1 The Board of Director remuneration (Baht/Month)		
- Chairman	50,000	50,000
- Director	35,000	35,000
1.2 The meeting allowance (Baht/Time)		
- Chairman	20,000	20,000
- Non-Executive Director	10,000	10,000
<b>2. Sub-committee remuneration is paid on the number of times</b>		
2.1 Audit Committee (Baht/Time)		
- Chairman	20,000	20,000
- Director	10,000	10,000
2.2 Nomination Remuneration Committee and Corporate Governance Committee (Baht/Time)		
- Chairman	20,000	20,000
- Director	10,000	10,000
2.3 Risk Management Committee (Baht/Time)		
- Chairman	20,000	20,000
- Director	10,000	10,000

#### **3. The remaining number of items 1 and 2 will be allocated as bonuses for the Non-Executive Directors.**

The allocation method is as specified by Chairman of Board of Director. By assessing the performance and duration of work. If there is no dividend payment to shareholders,

The Board of Director's opinion: The Board of Director considered and agreed with the aforementioned criteria and the nomination, remuneration and corporate governance committee's opinion. It was considered appropriate to propose the shareholders' Meeting to approve the directors' remuneration, bonus and remuneration for all Sub-Committees for the year 2021 within the amount of 11,000,000 Baht.

There will be no bonus payment and has non-monetary remuneration of directors such as health insurance and director liability insurance.

**Chairman:** then welcomed shareholders' queries for more details and other views. Since there were no more queries or comments, the Chairman requested the Meeting to consider the resolution for this agenda.

**Resolution:** The Meeting unanimously resolved to approve the remunerations for directors in the year 2021 within the amount of 11,000,000 Baht as consisting of:

- 1) The Board of Director's remuneration
- 2) Sub-Committee's remuneration
- 3) Remuneration in the form of bonus for Non-Executive Director

with votes unanimously as follows:

List	Vote (shares)	The percentage of the vote of shareholders attending the Meeting who have the right to vote
Approved	52,594,682	100.0000
Disapproved	-	-
Abstained	-	-
Total	52,594,682	100.0000

**Agenda 9** To consider the appointment of the Company's auditors and annual audit fee for the year 2022

**Chairman** assigned Mr. Teerachai Siritunyanont, Secretary of the Meeting, to present to the Meeting that according to Audit Committee proposed to re-appointed the former auditor in the preceding years 5 years : EY Office Limited to be the 2022 auditor due to its great standard, expertise and good operation so far, the Board, therefore, considered proposing to the Meeting to appoint Mrs. Siriwan Suratapin, Certified Public Accountant Registration No.4604 or Mr.Wichart Lokatekawee, Certified Public Accountant Registration No.4451 or Ms.Kamonthip Lertwitworatep, Certified Public Accountant Registration No.4377 from EY Office Limited as the company's auditor for the year 2021 and proposed the Meeting to consider determining the Annual Audit Fee of the year 2022 at 1,850,000 Baht excluded the other expenses relating to an actual payment for auditing there were details were as follows:

Description (Unit:Baht)	Audit Fee		Changed from 2021
	2022	2021	
1. Annual Financial Statement review	1,050,000	1,050,000	-
2. Interim financial statements review	600,000	600,000	-
3. Financial information in annual report review	100,000	100,000	-
Total Audit Fee	1,750,000	1,750,000	-
4. Other services – Verification of license rights according to BOI, 100,000 Baht per license.	100,000	100,000	-
Total	1,850,000	1,850,000	-

**Remark:** If the Company receives a license to benefit from additional investment promotion during this year, other expense will increase by 100,000 Baht per license

**Mr. Sayan Satangmongkol**, Independent director, Chairman of Audit Committee and Nomination Remuneration and Corporate Governance Committee, provide an additional information that the Audit Committee has considered the presentation of the auditor and the audit fee for the year 2022, taking into account the reputation credibility past performance service capability and give advice that is useful to the company professional independence and there is no indication that there is any conflict of interest therefore proposed EY Office Company Limited and the auditor as proposed The audit fee for the year 2022 is 1,850,000 baht, the same as the previous year. The audit fee is comparable to that of the same industry, which the Audit Committee has approved and proposed to the Board of Directors for consideration and approval and to be presented to the shareholders' meeting for further approval.

**Chairman:** then welcomed shareholders' queries for more details and other views. Since there were no more queries or comments, the Chairman requested the Meeting to consider the resolution for this agenda.

**Resolution:** The Meeting unanimously resolved to approve the appointment of Mrs. Siriwan Suratapin, Certified Public Accountant Registration No.4604 or Mr.Wichart Lokatekawee, Certified Public Accountant Registration No.4451 or Ms.Kamonthip Lertwitworatep, Certified Public Accountant Registration No.4377 from EY Company Limited as the company's auditor for the year 2022 with the Audit Fee as 1,850,000 Baht and other expenses relating to an actual payment for auditing as proposed with unanimously votes as follows:

List	Vote (shares)	The percentage of the vote of shareholders attending the Meeting who have the right to vote
Approved	52,594,682	100.0000
Disapproved	-	-
Abstained	-	-
Total	52,594,682	100.0000

**Agenda 10** To consider any other business, Chairman provides an opportunity for shareholders to ask additional questions

**Mr. Chaisak Krasapakarn**, a shareholder, asked the meeting whether for the year 2022 the company expects to have a merger or acquisition (M&A) or a joint venture (JV).

**Mr. Praisun Wongsmith**, Independent Director and Chairman of the Board, answered the shareholder's question that the Board of Directors has set up a working group to study the feasibility and opportunities for the matter. In the past, there are many companies submitting proposals to the company. The working team has reviewed the business for suitability, price and profitability. which the company is currently under consideration.

**Ms. Mathuphot Chantara**, a shareholder, asked the meeting, due to the current condition of oil prices rising, how does this case affect the price of plastic pellets and how does the company have a solution to the problem?

**Mrs. Pojanard Prinyapatpakorn**, Director and Chief Executive Officer, answered the shareholder's question that in business operations, the Company has adjusted its management to be in line with the oil price which affects the price of plastic resins by the company's brand (own brand), the company has increased the value of the product by using innovations from the research and development department. In addition, The production cost has also been managed to decrease all the time. in order to prepare for such a crisis.

**Mr. Surasak Luangaramsri**, Risk Management Committee and Chief of Business Unit 1, answered additional questions from shareholders as follows: price policy for contract manufacturing (OEM) businesses unless the price of plastic resin has increased or decreased more than 5 percent, the company and the employer will agree to adjust the price again. Last year, the Company has always adjusted the selling price due to the high volatility of plastic resin prices. Yet, when looking at the operating results in the past year, it will reflect that the matter of the price of pellets does not affect the company's performance much.

**Mr. Chaisak Krasapakarn**, a shareholder, asked the following questions:

1. What was FUTURE TEAM's performance in 2021 and plans for the year 2022?
2. The Company expects that, in 2022, will it be an increase in the number of foreign customers or decrease compared to 2021?
3. From the Company's performance report regarding the development of machinery to increase production capacity, how much does the company expect to increase in sales compared to 2021?

**Mrs. Pojanard Prinyapatpakorn**, Director and Chief Executive Officer, answered the shareholder's question that FUTURE TEAM was established with the intention to develop the core business and expanding the company's business channels in the past year due to various crises both the spread of COVID-19 and the external economic crisis causing many work plans with the quality of the team to slow down and selected only the necessary projects and most appropriate in such a crisis. Therefore, it is necessary to adjust the work plan of the team to develop the company's business foundation to be more stable and strong instead, focusing on production, sales and marketing, organizational development, financial management.

**Mr. Thitisak Skulkroo**, Director, answered the shareholder's question that the Investment Committee considered the opportunity and the possibility of investing in the past year. At present, the Company have begun to look for new business opportunities which is a packaging business, However, it has to consider the limitation of the company both in terms of law and personnel.

**Mr. Surasak Luangaramsri**, Risk Management Committee and Chief of Business Unit 1, answered the shareholder's question that the Company expects to have an increase in overseas customer base compared to the year 2021 and when considering the number of the Company's customer base in the past, you will find Company's customer base has been rising all the time.

**Mr. Detbordin Riensubdee**, Director, Risk Management Committee and Deputy Chief Executive Officer answered the shareholder's question about Expansion of the company's production capacity. It is necessary

to support the growth of the customer base and the Company's sales plan to support more production due to the implementation of management strategies "LEAN & KAISEN" and Debottleneck, which resulted in production line and production costs. The production cost of the Company will continue to decrease each year and the Company expects to have a sales increase of 10% to 15% compared to the previous year. according to the Company's goal.

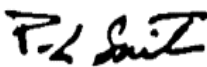
**Mr. Decha Sunthornchun**, a shareholder, asked the meeting whether the current baht value affects the company. How much and how does the company forecast the trend of the baht?

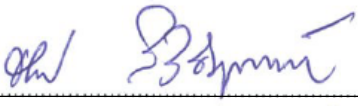
**Ms. Napsiri Mahathitirat**, Chief Financial Officer, answered the shareholder's question that as for the short-term trend, the Company expects that the baht will continue to weaken the ongoing forward contracts to buy/sell foreign currency. This will reduce the risk of loss from the first rate to change.

**Mr. Piti Na Pomphet**, proxy of **Mrs. Passakorn Chanpo**, shareholder, asked the meeting what the utilization rate of the Company was in the year 2021?

**Mr. Detbordin Riensubdee**, Director, Risk Management Committee and Deputy Chief Executive Officer, answered the shareholder's question that the Company's utilization rate would be more than 90 percent in the main products of the company, which the Company tried to maintain at that rate which will affect the cost of production and the Company's competitiveness. It is also a criterion for planning capacity expansion to maintain the said capacity utilization rate.

**Chairman** again inquired the Meeting for any comments or inquiries of other issues (if any). There was no shareholder asking any further question. The Chairman thanked all the shareholders for attending this AGM, then, announced that the Meeting was adjourned at 11.49 a.m.

Signed  Chairman  
(Mr. Praisun Wongsmith)

Signed  Secretary of the Meeting  
(Mr. Teerachai Siritunyanont)

QR Code Downloading Procedures for the Form 56-1 One Report 2022

The Thailand Securities Depository Co., as a securities registrar under the Stock Exchange of Thailand, has developed an electronic system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the Annual Report in the form of E-books accessible through QR Code, which is shown in the registration form, by following the steps below.

For iOS System

1. Turn on the mobile camera.
2. Focus the mobile camera to QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

**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.

For Android System

1. Open applications such as QR CODE READER, Facebook or Line.

How to scan the QR Code with Line application

- 1.1 Open Line application and click on "Add friend"
- 1.2 Choose "QR Code"
- 1.3 Scan the QR Code
2. Focus the mobile camera on QR Code to scan it.

### Profile of the Director retired by rotation and Re-elect back to serve another term

**Name** Mr. Praisun Wongsmith  
**Age** 63 Years old  
**Address** 79/131 Panya Indra Road, Kweang Bang Chan,  
 Khet Khlong Sam wa, Bangkok, 10510



#### Present position

- 2022-Present Director, Key Capital Co.,Ltd
- 2022-Present Independent Director, T leasing Co., Ltd
- 2018-Present Independent Director, and Audit Committee, S Hotels And Resorts PLC
- 2018-Present Independent Director, and Chairman of Audit Committee, Jakpaison Estate Co., Ltd.
- 2018-Present Director, P advisory Co.,Ltd.
- 2015-Present Chairman of Director, and Independent Director, Thantawan Industry PLC.
- 2013-Present Director, and Independent Director, P.W. Consultant Co.,Ltd.

#### Type of proposed appointment of director

- Independent Director

**Education** Master of Economics, Oklahoma State University, USA

#### Training Program of IOD & Others

1. Capital Market Academy Leader Program Class 14, Capital Market Academy
2. Advanced Security Management Program (ASMP) Class 5, The Association National Defence College of Thailand under the Royal Patronage of his majesty the King.
3. The Leadership, Grid Teamwork Co., Ltd.
4. Thai Institute of Director
  - 4.1 Subsidiary Governance Program Class 2/2022
  - 4.2 Risk Management Program for Corporate Leaders (RCL) Class 25/2021
  - 4.3 Director Leadership Certification Program (DLCP) Class. 2/2021
  - 4.4. Boardroom Success Through Financing and Investment (BFI) class 9/2020
  - 4.5. Digital Transformation – A must for all Companies 2018
  - 4.6. IT Governance and Cyber Resilience Program (ITG) class 8/2018
  - 4.7. Ethical Leadership Program Class 10/2017
  - 4.8. Director Briefing Class 4/2016 (Managing Technology & Disruption)
  - 4.9. Advanced Audit Committee Program Class 24/2016
  - 4.10. Board that Make a Difference (BMD) Class 1/2016



4.11. Role of the Chairman Program (RCP) Class 37/2015

4.12. Director Certification Program (DCP) Class 92/2007

4.13. Director Accreditation Program (DAP) Class 12/2004

#### Experience

2016 - 2022 Independent Director, and Chairman of Audit Committee,  
TMBThanachart Bank Public Company Limited

2017 - 2019 Independent Director, Industrial Estate Authority of Thailand

2017 - 2019 Independent Director, Islamic Bank Asset Management Public Company Limited

2016 - 2018 Independent Director, CAT telecom Public Company Limited

2014 – 2015 Audit Committee, Thantawan Industry PLC.

THIP Shareholdings - None

Family relations with executive (s) - None

Criminal history during the past 10 Years - None

#### Number of years as Director of the company

- 9 Years (Date of Appointment on April 28, 2014)

#### Exclusive interest in the agenda considered

- None

#### Attended the meeting during the year 2022

- Attended the AGM 1/1 time

- Attended the Board of Directors meetings 12/12 times

#### Stakeholder in various ways with company and Individuals that may cause the conflict of interest presently or the past two years

- None

#### Nomination Criteria

The Company has considered the approval of the Board of Directors that Mr. Praisun Wongsmith has all the qualifications as Public Company Act and Securities Act and have knowledge and business experience related to the Company's operations and be able to develop the Company. Therefore, He is deemed to be appointed as the Company's director.

Mr Praisun Wongsmith has been in the position of independent director for 9 years. If he is appointed by the resolution of the shareholders' meeting, he will have a term in office more than 9 years, which according to the corporate governance policy has set a policy for independent directors to hold office continuously for not more than 9 years from the date of appointment. In case of appointing an independent director to continue holding the position, the Board of Directors has reasonably considered the necessity as follows:

- Be able to perform duties independently and be able to express opinions independently and in accordance with relevant rules.

- Being an independent director who have not involved any related transaction with the Company's executives. There is no relationship with the Company's executives or no relationship with the major shareholders and no relationship with the auditors.

- Throughout his tenure in office, he has performed his duties by attending the Board of Directors meetings and attending Annual General Meeting of Shareholders.

- Being an independent director who is suitable to hold the position of Chairman of the Board with the ability, qualifications and maturity to hold such positions.

- Throughout his tenure as the Chairman of the Board, he has served as Chairman of the Board of Directors' meetings and acts as Chairman of the Annual General Meeting of Shareholder. He was be able to control and conduct both meetings appropriately and efficiently.

- Qualifications, knowledge and experience can provide advices and opinions that are beneficial to good corporate governance for the Company.

For the mention reasons, the Board of Director opinions that Mr. Praisun Wongsmith is capable and suitable to hold the position of an independent director of the Company and is also able to perform duties in accordance with good corporate governance principles even though he was being in the position and holding the position of an independent director continuously for more than 9 years. Therefore, it deems to propose Mr. Praisun Wongsmith to the 2023 Annual General Meeting of Shareholders for approval.

<b>Profile of the Director retired by rotation and Re-elect back to serve another term</b>
--

**Name** Miss Sasitorn Wongvilai

**Age** 56 years

**Present Address:** 50/21 Soi.Promprak, Sukumvit Rd., North Klongton,  
Wattana, Bangkok, 10110.

**Present position**

- Nomination Remuneration and Good Corporate Governance Committee  
Thantawan Industry Public Company Limited
- Certified Public Accountant; C.P.A. (Thailand)
- Cooperative Auditor, Cooperative Auditing Department; Ministry of Agriculture and Cooperatives.
- Director Manager; IAS Business Consulting Co., Ltd.
- Director Manager; Aviso (Thailand) Co., Ltd.
- Director Manager; Aners Co., Ltd.
- Lecturer, Faculty of Economics; Srinakharinwirot University
- Committee on Border Trade and Cross Border Trade (Myanmar); Board of Trade of Thailand

**Type of proposed appointment of director**

- Independent director

**Education**

- Doctor of Public Administration University of Northern Philippines (UNP)
- Master's degree in Applied Statistics National Institute of Development Administration (NIDA)
- Bachelor's Degree in Public Administration Ramkumhang University
- Bachelor's Degree in Accounting Faculty of Commerce and Accountancy Chulalongkorn University

**Training Program of IOD & Others**

1. Capital Market Development Program design to auditors
  2. Certificate law of taxation, The Central Tax Court
  3. Establishment Diagnostics Course, Thai-Japanese Technology Promotion Association
  4. APEC-IBIZ Small Business Counsellors Program, National Productivity Institute
  5. Manufacturing Cost Reduction in practice by JMAC&TMA, Management Association of Thailand
  6. Certificate of Small Industry Management and Consulting, Department of Industrial Promotion, Ministry of Industry
  7. Thai Institute of Director (IOD)
- Risk Management Program for Corporate Leaders Class 28/2022
  - Board Nomination and Compensation Program (BNCP) Class.11/2021

- Directors Certification Program Class 283/2019
- Director Accreditation Program Class 150/2018
- Advanced Audit Committee Program Class 31/2018

#### Experience

- Lecturer, New entrepreneurs creation and Business planing Kasetsart University and Association for the Promotion of Thai Small and Medium Entrepreneurs
- Lecturer, Business Administration Program in Industrial Management Faculty of Business Administration, Thai – Nichi Institute Technology
- Lecturer, Faculty of Business Administration, Kasetsart University
- Lecturer, Faculty of Accountancy, Bangkok University
- Lecturer, Faculty of Accountancy, The University of the Thai Chamber of Commerce (UTCC)
- Lecturer, Department of Business Administration, Mahasarakam University
- Lecturer, Faculty of Business Administration, Rajamangala Institute of Technology (Ministry of Education, Thailand) Borpitpimuk Mahama Campus.
- 2004                                 Manager of Consultancy team, Invigorating Thai Business stage 2, Association for the Promotion of Thai Small and Medium Entrepreneurs.
- 1991 – 1996                         Manager, Auditing Department. Supachai Accounting & Business Consulting.
- 1989 – 1991                         Semi - Senior Auditor, Deloitte Touche Tohmatsu Jaiyos Co.,Ltd.

**THIP Shareholdings**   - None

**Family relations with executive (s)**                         - None

**Criminal history during the past 10 Years**                 - None

**Number of years as Director of the company** 6 Year (Date of Appointment on April 24, 2017)

**Exclusive interest in the agenda considered**             - None

#### Attended the meeting during the year 2022

- |   |       |       |
|---|-------|-------|
| - Attended the AGM  | 1/1   | time  |
| - Attended the Board of Directors meetings  | 12/12 | times |
| - Attended Audit Committee meeting  | 5/5   | times |
| - Attended Nomination, Remuneration and Good Corporate Governance Committee meeting | 8/8   | times |

#### Stakeholder in various ways with company and Individuals that may cause the conflict of interest presently or the past two years

- None

#### Nomination Criteria

The Company has considered the approval of the Board of Directors that Ms. Sasitorn Wongvilai has all the qualifications as Public Company Act and Securities Act and have knowledge and business experience related to the Company's operations and be able to develop the Company. Therefore, she is deemed to be appointed as the Company's director.

**Profile of the Director retired by rotation and Re-elect back to serve another term**

**Name** Mrs. Pojanard Prinyapatpakorn  
**Age** 67 Years old  
**Address** 84 Soi Bun Soong Village, Vibhavadi Rangsit,  
 Lat Yao, Chatuchak, Bangkok 10900

**Present position**

- 2010-Present Director, Managing Director, Thantawan Industry PLC.
- 2010-Present Director, Managing Director, Bangkok Terminal Company Limited

**Type of proposed appointment of director**

- Director

**Education**

- Master of Social Administration, Thammasat University
- Master of Housing Development, Chulalongkorn University

**Training Program of IOD & Others**

1. Energy Literacy for senior executive Class No.12/2018
2. Senior executive Program in Industrial Development and Investment Class 3/2016  
Institute of Business and Industrial Development
3. Capital Market Academy Leader Program Class 17/2014, Capital Market Academy
4. Thai Institute of Director (IOD)
  - 4.1 Subsidiary Governance Program Class 3/2022
  - 4.2 Director Leadership Certificate Program (DLCP) Class 1/2021
  - 4.3 Strategic Board Master Class (SBM) Class 9/2020
  - 4.4 Advanced Audit Committee Program (AACP) Class 25/2017
  - 4.5 Board Nomination and Compensation Program (BNCP) Class 1/2017
  - 4.6 Boards that Make a Difference (BMD) Class 1/2016
  - 4.7 Role of the Chairman Program (RCP) Class 36/2016
  - 4.8 Successful Formulation & Executive of Strategy (SFE) Class 21/2014
  - 4.9 How to Develop a Risk Management Plan (HRP) Class 2/2012
  - 4.10 Role of the Compensation Committee (RCC) Class 14/2012
  - 4.11 Finance for Non-Finance Directors (FND) Class 25/2006
  - 4.12 Director Certification Program (DCP) Class 35/2003

**Experience**

- 2017 - 2020 Independent Director, Audit Committee, Nomination and Remuneration Committee, Chairman of the Corporate Governance & Sustainable Development Committee, Nirvana Daii Public Company Limited
- 2014 - 2017 Chairman of Risk Management Committee, Thantawan Industry PLC.
- 2017 - 2018 Risk Management Committee, Thantawan Industry PLC.

**THIP Shareholdings** - None

**Family relations with executive (s)** - None

**Criminal history during the past 10 Years Positions as directors or executives in other companies.**

- None

**Positions as directors or executives in other companies**

1. Businesses which are listed companies

- No

2. Businesses which are not listed companies

- Bangkok Terminal Company Limited

3. Businesses that may cause a conflict of interest with the Company

- No

**Number of years as Director of the company** 23 Years (Date of Appointment on March 19, 2000)

**Exclusive interest in the agenda considered**

- None

**Attended the meeting during the year 2022**

- Attended the AGM 1/1 time
- Attended the Board of Directors meetings 12/12 times

**Stakeholder in various ways with company and Individuals that may cause the conflict of interest presently or the past two years**

- None

**Nomination Criteria**

The Company has considered the approval of the Board of Directors that Mrs. Pojanard Prinyapatpakorn has all the qualifications as Public Company Act and Securities Act and have knowledge and business experience related to the Company's operations and be able to develop the Company. Therefore, she is deemed to be appointed as the Company's director.

**Definition and qualification of independent director(s) of the Company.**

The Board of Directors must comprise of sufficient number of Independent directors to inspect and balance the performance of the Board and the operation of Management team that have an ability to share their opinions independently. Independent directors on the Board must represent at least one-third of all directors and not less than three directors.

**Independent directors must have all the qualifications required by The Capital Market Supervisory Board as follows:**

1. Holding shares is not exceeding 0.5 percent of the total number of shares with voting rights of the company, its Parents Company, subsidiary, affiliate, major shareholder or controlling person including shares held by related persons of such Independent director.
2. Neither being nor used to manage the office, employee, advisor who receives salary, or controlling person of the company, its parent company, subsidiary, affiliate, same level of subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years.
3. Not being a person related to blood relationship or legal family's registration as father, mother, spouse, sibling and child including Son's wife to the other directors, management, major shareholder, controlling person or person to be nominated as director, 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, affiliate, major shareholder or controlling person, in the manner that may interfere to his/her Independent discretion and neither being nor used to be a significant shareholder or controlling person of any person to business relationship with the company. Also Its parent company, subsidiary, affiliate, same level of subsidiary company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years.
5. Neither being nor used to be an auditor of the company, its parent company, subsidiary, affiliate, 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, affiliate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years.
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, affiliate, 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.
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 subsidiary company or not being a significant partner in a partnership or being an executive director, employee, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other companies which undertakes business in the same nature and in competition to the business of the company or its subsidiary company.
9. The term of independent directors is subject to a three-year term and resolved to limit the number of terms at maximum of 9 consecutive year term.

**Remark:** Concentration than the minimum requirements of the SEC and SET, the Company determines that the Independent Shareholders have no more than 0.5 percent of the shares with voting rights of the company (According to article 1). The SEC and SET determine that the shareholders have no more than 1.0 percent of the total number of shares with voting rights for all of the company.

Profile and experience of the auditor: (EY Office Limited)

No.	Name-Surname	Position	Education and certification	Description of experience
1.	Ms. Siriwan Suratepin	Partner	<ul style="list-style-type: none"> <li>- Bachelor's Degree in Accounting, Thammasat University</li> <li>- Master's Degree in Accounting, Thammasat University</li> <li>- Graduate Diploma in Auditing, Thammasat University</li> <li>- Graduate Diploma in English for Careers, Thammasat University</li> </ul>	<ul style="list-style-type: none"> <li>- Experience working with EY for 29 years.</li> <li>- Experience in the position of Partner at EY for 17 years.</li> <li>- Auditors, approval by SEC</li> </ul>
2.	Ms. Kamontip Lertwitworatep	Partner	<ul style="list-style-type: none"> <li>- Bachelor's Degree in Accounting, Thammasat University</li> <li>- Master's Degree in Accounting, Thammasat University</li> <li>- Graduate Diploma in Auditing, Thammasat University</li> </ul>	<ul style="list-style-type: none"> <li>- Experience working with EY for 32 years.</li> <li>- Experience working at EY - San Jose for 18 months.</li> <li>- Experience in the position of Partner at EY for 21 years.</li> <li>- Auditors, approval by SEC</li> </ul>
3.	Mr. Wichart Lokatekrawee	Partner	<ul style="list-style-type: none"> <li>- Bachelor's Degree in Accounting, Thammasat University</li> <li>- Master's Degree in Accounting, Thammasat University</li> <li>- Graduate Diploma in Auditing, Thammasat University</li> </ul>	<ul style="list-style-type: none"> <li>- Experience working with EY for 32 years.</li> <li>- Experience in the position of Partner at EY for 21 years.</li> <li>- Auditors, approval by SEC</li> </ul>

Remark: Such person has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.



**Invite shareholders to submit questions in advance, prior to the AGM 2023**

The company recognizes the importance of all shareholders and enhance the practice of good corporate governance. The company has provided a question system for shareholders to submit question (s) relevant to the company, prior to the meeting as:

1. **Shareholder shall provide questions with information as the following:**
  - Name, contacting address, Telephone number, Fax number and e-mail address (if any) of the shareholder including Number of shares held.
  - Detail of questions
  
2. **The company opens questions in alternatively way:**
  - Email: attaphon@thantawan.com
  - Registered mail to: Company Secretary  
Thantawan Industry Public Company Limited  
123 Suntowers Building A, 32<sup>nd</sup> Floor  
Vibhavadi-Rangsit Road, Chomphon sub-district  
Chatuchak district, Bangkok 10900
  - By Facsimile: 02-273-8484
  
3. **Open question:**
  - Shareholder shall submit questions to the company in advance, prior to the meeting from Monday April 3, 2023 to Friday April 21, 2023.
  
4. **Reply to question (s)**
  - The company shall consider the question(s) that receive from the Shareholders at the General Meeting of Shareholder in order to provide an information to the other shareholders equally.

## แบบหนังสือมอบฉันทะแบบ ก. (แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

## Proxy Form A (General Form)

ติดอากร แสตมป์ Duty Stamp 20 บาท/Baht	เลขทะเบียนผู้ถือหุ้น..... Shareholder registration number	เขียนที่ / Written at..... วันที่.....เดือน.....พ.ศ..... Date Month B.E.
--	--	--

1. ข้าพเจ้า ..... สัญชาติ .....

I / We ..... Nationality

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....

Residing at No ..... Road ..... Tambol/Kwaeng

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....

Amphur/Khet ..... Province ..... Post Code

2. เป็นผู้ถือหุ้นของบริษัท ทานตะวันอุตสาหกรรม จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น

Being a shareholder of Thantawan Industry Public Company Limited, holding a total number of ..... share(s),

และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้

and having rights to vote equivalent to ..... vote(s), the details of which are as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Ordinary share total of ..... share(s), having voting rights equivalent to ..... vote(s)

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Preferred share total of ..... share(s), having voting rights equivalent to ..... vote(s)

3. ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง) / Hereby appoint (Please choose one of following)

กรณีเลือก 1. กรุณาทำเครื่องหมาย  
✓ ที่  1. ระบุผู้รับมอบอำนาจ  
If you make proxy by choosing  
No.1, please mark ✓ at   
1. and giving a details of proxy  
(proxies).

(1) ชื่อ ..... อายุ ..... ปี

Name ..... Age ..... year

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....

Residing at No. .... Road ..... Tambol/Kwaeng

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....

Amphur/Khet ..... Province ..... Post Code

หรือ ชื่อ ..... อายุ ..... ปี

or Name ..... Age ..... year

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....

Residing at No. .... Road ..... Tambol/Kwaeng

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....

Amphur/Khet ..... Province ..... Post Code

กรณีเลือก 2. กรุณาทำ  
เครื่องหมาย ✓ ที่   
If you make proxy by  
choosing No.2, please mark  
✓ at

- (2) มอบฉันทะให้กรรมการอิสระของบริษัทฯ (กรุณาเลือกข้อใดข้อหนึ่ง) คือ
- Appoint any one of the following Independent Directors of Company (Please choose one of following)
- (2.1) นายอัษฎากร ลัมปิติ / Mr. Asdakorn Limpiti (รายละเอียดกรรมการอิสระปรากฏตามสิ่งที่แนบมาด้วย) (Details specified in the attachment here)
- (2.2) นายนิวัฒน์ บางเสียม / Mr. Nivat bangsa-iam (รายละเอียดกรรมการอิสระปรากฏตามสิ่งที่แนบมาด้วย) (Details specified in the attachment here)
- (2.3) นายธัญ ชรินทร์สาร / Mr. Tanai Charinsarn (รายละเอียดกรรมการอิสระปรากฏตามสิ่งที่แนบมาด้วย) (Details specified in the attachment here)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันจันทร์ที่ 24 เมษายน 2566 เวลา 10.00 ณ ห้อง กรุงเทพ 2 ชั้น M โรงแรมเซ็นทารา แกรนด์ แอท เซ็นทรัลพลาชาลาดพร้าว เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร 10900 หรือจะฟังเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

As my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders 2023 on Monday, April 24, 2023 at 10:00 a.m. via Krungthep room 2, M floor, Centara Grand at Centraplaza Ladprao, 1695, Phaholyothin Road, Chatuchak, Bangkok, 10900 or at any adjournment thereof to any other date, time and venue.

Any act of the proxy holder performed at the meeting shall be deemed as my/our act.

ลงชื่อ/ Signed ..... ผู้มอบฉันทะ/ Shareholder  
(.....)

ลงชื่อ/ Signed ..... ผู้รับมอบฉันทะ / Proxy  
(.....)

ลงชื่อ/ Signed ..... ผู้รับมอบฉันทะ / Proxy  
(.....)

ลงชื่อ/ Signed ..... ผู้รับมอบฉันทะ / Proxy  
(.....)

**หมายเหตุ** ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

**Remark:** A shareholder shall make a proxy to only one proxy holder to attend and vote in the meeting. He/She cannot split his/her shares and assign to several proxy holders to vote for him/her in the meeting.

## แบบหนังสือมอบฉันทะ แบบ ข. (แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

## Proxy Form B (Proxy Form containing specific details)

ตีตรา แดง Duty Stamp 20 บาท/Baht	เลขทะเบียนผู้ถือหุ้น _____	เขียนที่ / Written _____
	Shareholder registration number	วันที่ _____ เดือน _____ พ.ศ. _____
		Date                      Month                      B.E.

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_  
 I/We \_\_\_\_\_ Nationality \_\_\_\_\_ Residing No. \_\_\_\_\_ Road \_\_\_\_\_  
 ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
 Tambon/Khwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_

(2) เป็นผู้ถือหุ้นของ บริษัท ทานตะวันอุตสาหกรรม จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น  
 Being a shareholder of Thantawan Industry Public Company Limited, holding a total number of \_\_\_\_\_ share(s),  
 และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
 and having rights to vote equivalent to \_\_\_\_\_ vote(s), with details as follows:  
 หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
 Ordinary share total of \_\_\_\_\_ share(s), having voting rights equivalent to \_\_\_\_\_ vote(s)  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
 Preferred share total of \_\_\_\_\_ share(s), having voting rights equivalent to \_\_\_\_\_ vote(s)

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง) / Hereby appoint (Please choose one of following)

กรณีเลือก 1. กรุณาทำเครื่องหมาย <input checked="" type="checkbox"/> ที่ 1. ระบุผู้รับมอบอำนาจ If you make proxy by choosing No.1, please mark <input checked="" type="checkbox"/> at <input type="checkbox"/> 1. and giving a detail of proxy (proxies).
---

(1) ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
 Name \_\_\_\_\_ Age \_\_\_\_\_ year  
 อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
 Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_  
 อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
 Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_

หรือ ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
 Or Name \_\_\_\_\_ Age \_\_\_\_\_ year  
 อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
 Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_  
 อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
 Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_

หรือ ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
 Or Name \_\_\_\_\_ Age \_\_\_\_\_ year  
 อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
 Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_  
 อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
 Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_

กรณีเลือก 2. กรุณาทำ  
เครื่องหมาย  ที่   
If you make proxy by  
choosing No.2, please mark  
 at

- (2) มอบฉันทะให้กรรมการอิสระของบริษัทฯ (กรุณาเลือกข้อใดข้อหนึ่ง) คือ  
Appoint any one of the following Independent Directors of Company  
(Please choose one of following)
- (2.1) นายอัษฎากร ลิมปิติ / Mr. Asdakorn Limpiti (รายละเอียดกรรมการอิสระ ปรากฏตาม  
สิ่งที่แนบมาด้วย) (Details specified in the attachment here)
- (2.2) นายนิวัฒน์ บางเสียงม / Mr. Nivat Bangsa-iam (รายละเอียดกรรมการอิสระ ปรากฏ  
ตามสิ่งที่แนบมาด้วย) (Details specified in the attachment here)
- (2.3) นายธนัย ชรินทร์สาร / Mr. Tanai Charinsarn (รายละเอียดกรรมการอิสระ ปรากฏตาม  
สิ่งที่แนบมาด้วย) (Details specified in the attachment here)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันจันทร์ที่ 24 เมษายน 2566 เวลา 10.00 ณ ห้องกรุงเทพ 2 ชั้น M โรงแรมเซ็นทารา แกรนด์ แอท เซ็นทรัลพลาซ่าลาดพร้าว เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร 10900 หรือจะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

As my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders 2023 on Monday, April 24, 2023 at 10:00 a.m. via Krungthep room 2, M floor Centara Grand at Centralplaza Ladprao, 1695, Phaholyothin Road, Chatuchak, Bangkok 10900 or at any adjournment thereof to any other date, time and venue.

ข้าพเจ้ามอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I/we hereby authorize the proxy holder to vote on my/our behalf at this meeting as follows:

**วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2565**

**Agenda 1 To approve and certify Minutes of the 2022 Annual General Meeting of Shareholders.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy may consider the matters and vote on my/our behalf, as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(B) The proxy may consider the matters and vote on my/our behalf as follows;
- เห็นด้วย .....เสียง  ไม่เห็นด้วย .....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

**วาระที่ 2 เรื่อง คณะกรรมการรายงานกิจการของบริษัทฯ ในรอบปี 2565**

**Agenda 2 To acknowledge the report on Company's operating results for the year 2022.**

เป็นวาระเพื่อรับทราบ จึงไม่มีการลงมติ  
The agenda for to acknowledge and no vote.

**วาระที่ 3 เรื่อง พิจารณานุมัติงบการเงินสำหรับปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2565**

**Agenda 3 To consider and approve the Financial Statements for the year ended December 31, 2022.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy may consider the matters and vote on my/our behalf, as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(B) The proxy may consider the matters and vote on my/our behalf as follows;
- เห็นด้วย .....เสียง  ไม่เห็นด้วย .....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

## วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรจากการดำเนินงานปี 2565 และการจ่ายปันผล

Agenda 4 To consider and approve the profit allocation from operating results for the year 2022 and Dividend payment.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy may consider the matters and vote on my/our behalf, as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(B) The proxy may consider the matters and vote on my/our behalf as follows;
- |   |       |  |       |  |       |
|---|-------|--|-------|--|-------|
| <input type="checkbox"/> เห็นด้วย ..... | เสียง | <input type="checkbox"/> ไม่เห็นด้วย ..... | เสียง | <input type="checkbox"/> งดออกเสียง..... | เสียง |
| Approve                                 | votes | Disapprove                                 | votes | Abstain                                  | votes |

## วาระที่ 5 เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

Agenda 5 To consider and approve the appointment of directors replacing those retired by rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy may consider the matters and vote on my/our behalf, as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(B) The proxy may consider the matters and vote on my/our behalf as follows;
- การแต่งตั้งกรรมการทั้งหมด / The appointment of all directors**
- |   |       |  |       |  |       |
|---|-------|--|-------|--|-------|
| <input type="checkbox"/> เห็นด้วย ..... | เสียง | <input type="checkbox"/> ไม่เห็นด้วย ..... | เสียง | <input type="checkbox"/> งดออกเสียง..... | เสียง |
| Approve                                 | votes | Disapprove                                 | votes | Abstain                                  | votes |

**การแต่งตั้งกรรมการเป็นรายบุคคล / Appointment of individual director**

1. นายไพโรจน์ วงศ์สมิทธิ/ Mr. Praisun Wongsmith

- |   |       |  |       |  |       |
|---|-------|--|-------|--|-------|
| <input type="checkbox"/> เห็นด้วย ..... | เสียง | <input type="checkbox"/> ไม่เห็นด้วย ..... | เสียง | <input type="checkbox"/> งดออกเสียง..... | เสียง |
| Approve                                 | votes | Disapprove                                 | votes | Abstain                                  | votes |

2. นางสาวศศิธร วงศ์วิไล/ Ms. Sasitorn Wongwilai

- |   |       |  |       |  |       |
|---|-------|--|-------|--|-------|
| <input type="checkbox"/> เห็นด้วย ..... | เสียง | <input type="checkbox"/> ไม่เห็นด้วย ..... | เสียง | <input type="checkbox"/> งดออกเสียง..... | เสียง |
| Approve                                 | votes | Disapprove                                 | votes | Abstain                                  | votes |

3. นางพจนารถ ปริญญาทรัพย์/ Mrs. Pojanard Prinyapatpakorn

- |   |       |  |       |  |       |
|---|-------|--|-------|--|-------|
| <input type="checkbox"/> เห็นด้วย ..... | เสียง | <input type="checkbox"/> ไม่เห็นด้วย ..... | เสียง | <input type="checkbox"/> งดออกเสียง..... | เสียง |
| Approve                                 | votes | Disapprove                                 | votes | Abstain                                  | votes |

## วาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการ ประจำปี 2566

Agenda 6 To consider and approve directors' remuneration for the year 2023.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(B) The proxy may consider the matters and vote on my/our behalf as follows;
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

## วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและค่าสอบบัญชี ประจำปี 2566

Agenda 7 To consider and approve the appointment of auditor and determination of auditor's remuneration for the year 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(B) The proxy holder shall vote in accordance with my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**วาระที่ 8 พิจารณาแก้ไขเพิ่มเติมข้อบังคับบริษัทเพื่อให้สอดคล้องกับพระราชบัญญัติมหาชนจำกัด พ.ศ. 2535 (ฉบับที่ 4)**  
**Agenda 8 To consider and approve the amendment to the Company's Article of Association to be in line with the Public Limited Companies Act B.E. 2535 (1992) (No.4)**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (B) The proxy holder shall vote in accordance with my/our intention as follows:
 

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

**วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)**  
**Agenda 9 To consider any other business (if any)**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (B) The proxy holder shall vote in accordance with my/our intention as follows:
 

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
 Voting of the proxy holder in any agenda that is not specified to this proxy shall be considered as invalid and shall not constitute my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case, I/we have not specified my/our voting intention to any agenda or specified unclear instruction or in case the meeting considered or passed resolutions in any matters other than these specified above. Furthermore, in case there is any amendment or addition to any fact. The proxy holder shall have the right to consider and vote on my/our behalf as deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

I/We shall be fully liable for any action taken by the proxy at the meeting, except for the case that the proxy does not cast the vote as specified in this proxy form.

ลงชื่อ/ Signed ..... ผู้มอบฉันทะ/ Shareholder  
 (.....)

ลงชื่อ/ Signed ..... ผู้รับมอบฉันทะ / Proxy  
 (.....)

ลงชื่อ/ Signed ..... ผู้รับมอบฉันทะ / Proxy  
 (.....)

ลงชื่อ/ Signed ..... ผู้รับมอบฉันทะ / Proxy  
 (.....)

- หมายเหตุ**
1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
  2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

- Remark**
1. A shareholder shall appoint only one proxy holder to attend and vote at the meeting. Shall not allocate the number of shares to several proxies for voting separately.
  2. In case there are further agenda apart from specified above brought into consideration in meeting, the shareholders may use the Attachment to Proxy Form B.



ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

Annex attached to the Proxy form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ทานตะวันอุตสาหกรรม จำกัด (มหาชน)

The proxy as the shareholder of Thantawan Industry Public Company Limited

ในการประชุมใหญ่สามัญผู้ถือหุ้น ประจำปี 2566 ในวันจันทร์ที่ 24 เมษายน 2566 เวลา 10.00 น. ในรูปแบบการประชุม ณ ห้องกรุงเทพ 2 ชั้น M โรงแรมเซ็นทารา แกรนด์ แอท เซ็นทรัลพลาซาลาดพร้าว เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร 10900 หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders 2023, to be held on Monday, April 24, 2023 at 10.00 a.m., via Krungthep room 2, M floor Centara Grand at Centraplaza Ladprao 1695, Phaholyothin Road, Chatuchak, Bangkok 10900 or any adjournment thereof to any other date, time and venue.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(B) The proxy holder shall vote in accordance with my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(B) The proxy holder shall vote in accordance with my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(B) The proxy holder shall vote in accordance with my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(B) The proxy holder shall vote in accordance with my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(B) The proxy holder shall vote in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(B) The proxy holder shall vote in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/we certify that the details in this Attachment to Proxy Form are completely correct and totally true.

ลงชื่อ/ Signed ..... ผู้มอบฉันทะ/ Shareholder  
(.....)

ลงชื่อ/ Signed ..... ผู้รับมอบฉันทะ / Proxy  
(.....)

ลงชื่อ/ Signed ..... ผู้รับมอบฉันทะ / Proxy  
(.....)

ลงชื่อ/ Signed ..... ผู้รับมอบฉันทะ / Proxy  
(.....)

## แบบหนังสือมอบฉันทะแบบ ค.

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

## Proxy Form C

(Specific for a foreign shareholder for which a custodian in Thailand is appointed)

ตีตรา แสตมป์ Duty Stamp 20 บาท/Baht	เลขทะเบียนผู้ถือหุ้น _____	เขียนที่ / Written at _____
	Shareholder registration number	วันที่ _____ เดือน _____ พ.ศ. _____
		Date Month B.E.

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_  
 I/We \_\_\_\_\_ Nationality \_\_\_\_\_ Residing No. \_\_\_\_\_ Road \_\_\_\_\_  
 ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
 Tambon/Khwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_

(2) เป็นผู้ถือหุ้นของ บริษัท ทานตะวันอุตสาหกรรม จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น  
 Being a shareholder of Thantawan Industry Public Company Limited, holding a total number of \_\_\_\_\_ share(s),  
 และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
 and having rights to vote equivalent to \_\_\_\_\_ vote(s), with details as follows:

หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
 Ordinary share total of \_\_\_\_\_ share(s), having voting rights equivalent to \_\_\_\_\_ vote(s)

หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
 Preferred share total of \_\_\_\_\_ share(s), having voting rights equivalent to \_\_\_\_\_ vote(s)

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง) / Hereby appoint (Please choose one of following)

กรณีเลือก 1. กรุณาทำเครื่องหมาย  
 ที่  1. ระบุผู้รับมอบอำนาจ  
 If you make proxy by choosing  
 No.1, please mark  at   
 1. and giving a details of proxy  
 (proxies).

(1) ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
 Name \_\_\_\_\_ Age \_\_\_\_\_ year  
 อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
 Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_  
 อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
 Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_

หรือ ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
 Or Name \_\_\_\_\_ Age \_\_\_\_\_ year  
 อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
 Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_  
 อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
 Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_

กรณีเลือก 2. กรุณาทำ  
เครื่องหมาย ✓ ที่   
If you make proxy by  
choosing No.2, please mark  
✓ at

- (2) มอบฉันทะให้กรรมการอิสระของบริษัทฯ (กรุณาเลือกข้อใดข้อหนึ่ง) คือ  
Appoint any one of the following Independent Directors of Company  
(Please choose one of following)
- (2.1) นายอัษฎากร ลิมป์ิติ / Mr. Asdakorn Limpiti (รายละเอียดกรรมการอิสระ  
ปรากฏตามสิ่งที่แนบมาด้วย) (Details specified in the attachment here)
- (2.2) นายนิวัฒน์ บางเสียม / Mr. Nivat Bangsa-iam (รายละเอียดกรรมการอิสระ  
ปรากฏตามสิ่งที่แนบมาด้วย) (Details specified in the attachment here)
- (2.3) นายธัญ ชรินทร์สาร / Mr. Tanai Charinsarn (รายละเอียดกรรมการอิสระ  
ปรากฏตามสิ่งที่แนบมาด้วย) (Details specified in the attachment here)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันจันทร์ที่ 24 เมษายน 2566 เวลา 10.00 ณ ห้องกรุงเทพ 2 ชั้น M โรงแรมเซ็นทารา แกรนด์ แอท เซ็นทรัลพลาซ่าลาดพร้าว เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร 10900 หรือจะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

As my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders 2023 on Monday, April 24, 2023 at 10:00 a.m. via Krungthep room 2, M floor, Centara Grand at Centralplaza Ladprao 1695, Phahonyothin Road, Chatuchak, Bangkok 10900 or at any adjournment thereof to any other date, time and venue.

- (3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนแทนในครั้งนี้อย่างนี้

I/We authorize the proxy to vote on my/our behalf at the Meeting as follow:

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Grant proxy the total amount of shares holding and entitled to vote.

- มอบฉันทะบางส่วน คือ

To split the votes as follows:

- หุ้นสามัญ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนน \_\_\_\_\_ เสียง  
Ordinary share share(s) and have the rights to vote equal to votes
- หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนน \_\_\_\_\_ เสียง  
Preference share share(s) and have the rights to vote equal to votes
- รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด \_\_\_\_\_ เสียง  
The total number of voting right is \_\_\_\_\_ Votes

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We authorize the proxy to vote on my/our behalf in this meeting as follows:

วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2565

Agenda 1 To approve and certify Minutes of the 2022 Annual General Meeting of Shareholders.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy may consider the matters and vote on my/our behalf, as the proxy deems appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy may consider the matters and vote on my/our behalf as follows;

- เห็นด้วย .....เสียง  ไม่เห็นด้วย .....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 2 เรื่อง คณะกรรมการรายงานกิจการของบริษัทฯ ในรอบปี 2565

Agenda 2 To acknowledge the report on Company's operating results for the year 2022.

เป็นวาระเพื่อรับทราบ จึงไม่มีการลงมติ

The agenda for to acknowledge and no vote.

วาระที่ 3 เรื่อง พิจารณานุมัติงบการเงินสำหรับปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2565

Agenda 3 To consider and approve the Financial Statements for the year ended December 31, 2022.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy may consider the matters and vote on my/our behalf, as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(B) The proxy may consider the matters and vote on my/our behalf as follows;
- เห็นด้วย .....เสียง  ไม่เห็นด้วย .....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรจากการดำเนินงานปี 2565 และการจ่ายปันผล

Agenda 4 To consider and approve the profit allocation from operating results for the year 2021 and Dividend payment.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy may consider the matters and vote on my/our behalf, as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(B) The proxy may consider the matters and vote on my/our behalf as follows;
- เห็นด้วย .....เสียง  ไม่เห็นด้วย .....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 5 เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

Agenda 5 To consider and approve the appointment of directors replacing those retired by rotation

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy may consider the matters and vote on my/our behalf, as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(B) The proxy may consider the matters and vote on my/our behalf as follows;
- การแต่งตั้งกรรมการทั้งหมด / The appointment of all directors**  
 เห็นด้วย .....เสียง  ไม่เห็นด้วย .....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes
- การแต่งตั้งกรรมการเป็นรายบุคคล / Appointment of individual director**
1. นายไพโรจน์ วงศ์สมิทธิ / Mr. Praisun Wongsmith  
 เห็นด้วย .....เสียง  ไม่เห็นด้วย .....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes
2. นางสาวศศิธร วงศ์วิไล / Ms. Sasitorn Wongwilai  
 เห็นด้วย .....เสียง  ไม่เห็นด้วย .....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes
3. นางพจนารถ ปริญญาภิรักษ์ / Mrs. Pojanard Prinyapatpakorn  
 เห็นด้วย .....เสียง  ไม่เห็นด้วย .....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการ ประจำปี 2566

Agenda 6 To consider and approve directors' remuneration for the year 2023.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(B) The proxy may consider the matters and vote on my/our behalf as follows;
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

- วาระที่ 7**      **พิจารณาแต่งตั้งผู้สอบบัญชีและค่าสอบบัญชี ประจำปี 2566**  
**Agenda 7**      **To consider and approve the appointment of auditor and determination of auditor's remuneration for the year 2023**
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(B) The proxy holder shall vote in accordance with my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- วาระที่ 8**      **พิจารณาแก้ไขเพิ่มเติมข้อบังคับบริษัทฯ เพื่อให้สอดคล้องกับพระราชบัญญัติมหาชนจำกัด พ.ศ. 2535 (ฉบับที่ 4)**  
**Agenda 8**      **To consider and approve the amendment to the Company's Article of Association to be in line with the Public Limited Companies Act B.E. 2535 (1992) (No.4)**
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(B) The proxy holder shall vote in accordance with my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- วาระที่ 9**      **พิจารณาเรื่องอื่นๆ (ถ้ามี)**  
**Agenda 9**      **To consider any other business (if any)**
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(B) The proxy holder shall vote in accordance with my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
- (5) Any votes by the proxy in any agenda not rendered in accordance with my/our intention specified herein shall not be deemed as my/our votes as a shareholder.
- (6) If I/We do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the proxy shall be authorized to consider the matters and vote on my/our behalf as the proxy deems appropriate.
- Any acts taken by the proxy at the meeting shall, unless the proxy cast the votes not in compliance with my/our intention specified herein, be deemed as my/our own act(s) in all aspects.

ลงชื่อ/ Signed ..... ผู้มอบฉันทะ/ Shareholder  
 (.....)

ลงชื่อ/ Signed ..... ผู้รับมอบฉันทะ/ Proxy  
 (.....)

ลงชื่อ/ Signed ..... ผู้รับมอบฉันทะ/ Proxy  
 (.....)

**หมายเหตุ**

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
  - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ลงนามในหนังสือมอบฉันทะแทน
  - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
4. ในกรณีที่มิววาระที่พิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

**Remarks**

1. This Proxy Form C is applicable only to a shareholder whose name appears in the shareholder registration book as a foreign investor and a custodian in Thailand is appointed therefore.
2. Evidence of documents required to be attached to the proxy from are:
  - (1) A Power of Attorney executed by the shareholder authorizing the custodian to execute the proxy form on behalf of such shareholder.
  - (2) A letter confirming that the person executing the proxy form has obtained a license for being a custodian.
3. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.
4. If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form C as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะ (แบบ ค.)Annex to the Form of Proxy (Form C)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ทานตะวันอุตสาหกรรม จำกัด (มหาชน)

The proxy as the shareholder of Thantawan Industry Public Company Limited

ในการประชุมใหญ่สามัญผู้ถือหุ้น ประจำปี 2566 ในวันจันทร์ที่ 24 เมษายน 2566 เวลา 10.00 น. ในรูปแบบการประชุม ณ ห้อง กรุงเทพ 2 ชั้น M โรงแรมเซ็นทารา แกรนด์ แอท เซ็นทรัลพลาซ่าลาดพร้าว เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร 10900 หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders 2023, to be held on Monday, April 24, 2023 at 10.00 a.m., via Krungthep room 2, M floor Centara Grand at Centralplaza Ladprao 1695, Phahonyothin Road, Chatuchak, Bangkok 10900 or any adjournment thereof to any other date, time and venue.

วาระที่..... เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy may consider the matters and vote on my/our behalf, as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(B) The proxy may consider the matters and vote on my/our behalf as follows;
- |   |       |  |       |  |       |
|---|-------|--|-------|--|-------|
| <input type="checkbox"/> เห็นด้วย ..... | เสียง | <input type="checkbox"/> ไม่เห็นด้วย ..... | เสียง | <input type="checkbox"/> งดออกเสียง..... | เสียง |
| Approve                                 | votes | Disapprove                                 | votes | Abstain                                  | votes |

วาระที่..... เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy may consider the matters and vote on my/our behalf, as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(B) The proxy may consider the matters and vote on my/our behalf as follows;
- |   |       |  |       |  |       |
|---|-------|--|-------|--|-------|
| <input type="checkbox"/> เห็นด้วย ..... | เสียง | <input type="checkbox"/> ไม่เห็นด้วย ..... | เสียง | <input type="checkbox"/> งดออกเสียง..... | เสียง |
| Approve                                 | votes | Disapprove                                 | votes | Abstain                                  | votes |

วาระที่..... เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy may consider the matters and vote on my/our behalf, as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(B) The proxy may consider the matters and vote on my/our behalf as follows;
- |   |       |  |       |  |       |
|---|-------|--|-------|--|-------|
| <input type="checkbox"/> เห็นด้วย ..... | เสียง | <input type="checkbox"/> ไม่เห็นด้วย ..... | เสียง | <input type="checkbox"/> งดออกเสียง..... | เสียง |
| Approve                                 | votes | Disapprove                                 | votes | Abstain                                  | votes |



วาระที่..... เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy may consider the matters and vote on my/our behalf, as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(B) The proxy may consider the matters and vote on my/our behalf as follows;
  - เห็นด้วย .....เสียง  ไม่เห็นด้วย .....เสียง  งดออกเสียง.....เสียง
  - Approve votes Disapprove votes Abstain votes

วาระที่..... เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy may consider the matters and vote on my/our behalf, as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(B) The proxy may consider the matters and vote on my/our behalf as follows;
  - เห็นด้วย .....เสียง  ไม่เห็นด้วย .....เสียง  งดออกเสียง.....เสียง
  - Approve votes Disapprove votes Abstain votes

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ  
I/we certify that the details in this Attachment to Proxy Form are completely correct and totally true.

ลงชื่อ/ Signed ..... ผู้มอบฉันทะ/ Shareholder  
(.....)

ลงชื่อ/ Signed ..... ผู้รับมอบฉันทะ / Proxy  
(.....)

ลงชื่อ/ Signed ..... ผู้รับมอบฉันทะ / Proxy  
(.....)

ลงชื่อ/ Signed ..... ผู้รับมอบฉันทะ / Proxy  
(.....)

<b>Names and information of independent directors being proposed as a proxy</b>
---

**Name** Mr. Asdakorn Limpiti  
**Age** 68 Years old  
**Address** 9/53 Moo 7, Suan Yai sub-district,  
Mueang district, Nonthaburi, 11000

**Present position**

2016 – Present Independent Director and Audit Committee, Thantawan Industry PLC.

2017 – Present Chairman of Risk management Committee, Thantawan Industry PLC.

**Education**

Master of engineering, Michigan (Chemical Engineering), Ann Arbor University, USA

Bachelor of engineering, Michigan, (Chemical Engineering), Ann Arbor University, USA

**Training Program of IOD & Others**

1. Advance Management Program (AMP) 167/2004, Harvard Business School
2. Capital Market Academy (CMA) Class 17/2013, Capital Market Academy
3. Thailand Energy Academy (TEA) Class 1/2012
4. Thai Institute of Director
  - 4.1 Director Leadership Certificate Program Class 6/2022
  - 4.2 Director Certification Program (DCP) 75/2006
  - 4.3 Advanced Audit Committee Program (AACP) Class 25/2017

**Experience**

2010 - 2013 Executive Vice President, Strategy and Business Development Group,  
PTT Exploration and Production Public Company Limited.

2014 – 2015 Executive Vice President, Strategy and Business Development Group  
Acting Executive Vice President, Technology and Sustainability Development Group, PTT Exploration  
and Production Public Company Limited.

2015 - 2016 Advisor, PTT Exploration and Production Public Company Limited.

2017 – 2021 Nomination, Remuneration and Corporate Governance Committee, Thantawan Industry PLC.

**THIP Shareholdings** - None

**Family relations with executive (s)** - None

**Criminal history during the past 10 years** - None

**Positions as directors or executives in other companies**

1. Businesses which are listed companies.

- None

2. Businesses which are not listed companies.

- None

3. Businesses that may cause a conflict of interest with the Company.

- None

**Number of years as Independent Director of the company**

- 7 Years (Date of Appointment on 1 August, 2016).

**Exclusive interest in the agenda considered**

- None

**Forbidden qualifications**

1. Never dishonestly committing an offence against property.
2. Never enter into any transaction which may cause conflict of interest against the company during the year.

**Attended the meeting during the year 2022**

- |  |       |       |
|--|-------|-------|
| - Attended the AGM                       | 1/1   | time  |
| - Attended the Board of Directors        | 12/12 | times |
| - Attended the Audit Committee           | 5/5   | times |
| - Attended the Risk Management Committee | 6/6   | times |

## Names and information of independent directors being proposed as a proxy

**Name** Mr. Nivat Bangsa-ngiam  
**Age** 65 Years old  
**Address** 271, Soi Sirindhorn Road 7 Sirindhorn Road, Bang Bamru,  
 Bang Phlat, Bangkok



### Present position

2022 - Present Independent Director and Audit Committee, Thantawan Industry PLC  
 2019 - Present Chairman of Risk management Committee, Millcon Steel PLC.  
 2018 - Present Director and Audit Committee, AIRA Securities PLC.  
 2017 - Present Internal Audit consultant of the listed company and legal consultant of SEC

### Education

- Master of Business Administration Program, Thammasat University
- Bachelor of Business Administration (Accounting), Ramkhamhaeng University
- Bachelor of Law, Ramkhamhaeng University

### Training Program of IOD & Others

1. Certified Fraud Examiners, Association of Certified Fraud Examiners / Member # 654614
2. Training and seminars abroad
  - 2.1 Auditing of Securities, US-SEC, United States of America
  - 2.2 Auditing of Unfair Securities Trading Practices, IOSCO, Canada
  - 2.3 Auditing of Unfair Capital Market, Turkey
  - 2.4 Auditing of transfer illegal money into legal money and Unfair Securities Trading Practices, IOSCO  
Democratic Socialist Republic of Sri Lanka
  - 2.5 Auditing of Unfair and Fraud Securities Trading Practices, IOSCO, Spain
3. Training & Seminars in Thailand
  - 3.1 Graduate Diploma (English for Business and Management) ,Sukhothai Thammathirat Open University
  - 3.2 MMP Class. 32, Faculty of Commerce and Accountancy, Chulalongkorn University
  - 3.3 Member of the Federation of Accounting Professions
  - 3.4 CPE, Certified Fraud Examiners
4. Director Certificate Program (DCP) Class 322/2022

**Experience**

2018- 2020 Corporate Governance Director, Nok Airlines Public Company Limited

1992 - 2017 Assistant Vice President – Audit Capital Markets, The Securities and Exchange Commission, Thailand

1982 - 1992 Compliance and financial institution Auditor, Bank of Thailand (with the legislation of Credit and Fancier B.E. 2522 and the royal of the emergency decree on loans of money amounting to public cheating and fraud B.E.2527)

1980 - 1982 Auditor, Bangkok Bank Public Company Limited

1980 - 1980 Assistant Auditor, KPMG

THIP Shareholdings - None

Family relations with executive (s) - None

Criminal history during the past 10 years - None

**Positions as directors or executives in other companies**

1. Businesses which are listed companies.

- Millcon Steel PLC.

2. Businesses which are not listed companies.

- None

3. Businesses that may cause a conflict of interest with the Company.

- None

**Number of years as Independent Director of the company**

- 1 year (Appointed on April 24, 2022)

**Exclusive interest in the agenda considered**

- None

**Forbidden qualifications**

1. Never dishonestly committing an offence against property.
2. Never enter into any transaction which may cause conflict of interest against the company during the year.

**Attended the meeting during the year 2022**

- Attended the Board of Directors 8/8 times
- Attended the Audit Committee 3/3 times

<b>Names and information of independent directors being proposed as a proxy</b>
---

**Name** Mr. Tanai Charinsarn

**Age** 50 years old

**Address** 34 Soi Lat Pla Khao, Chorakhe Bua Subdistrict,  
Lat Phrao District, Bangkok.

**Current Position**

- 2022 – Present Independent Director, Nomination Remuneration and Good Corporate Committee, Thantawan Industry Public Company Limited
- 2019 – Present Independent Director and Member of the Remuneration Committee, J.D. Food Public Company Limited
- 2018 – Present Independent Director, Audit Committee and Remuneration Committee Ready Planet Company Limited
- 2009 – Present Full-time Lecturer, Faculty of Commerce and Accountancy Chulalongkorn University
- 2004 – Present Director, DCON Products Public Company Limited

**Education**

- Doctor of Philosophy, Information Technology University of New South Wales, Australia
- Master of Science degree, Civil Engineering University of Illinois, Urbana-Champaign, USA
- Bachelor's degree, Faculty of Engineering, Civil Engineering Chulalongkorn University

**Training Program of IOD& Others**

- Thai Institute of Directors (IOD)
- Director Leadership Certification Program (DLCP) Class 1/2021
  - Advanced Audit Committee Program (AAP) Class 32/2019
  - Chartered Director Class (CDC) Class 3/2008
  - Director Certification Program (DCP) Class 98/2008
  - Director Accreditation Program (DAP) 2004

**Working experience**

- 2018 – 2021 Independent director, DV8 Public Company Limited
- 2017 – 2021 IT Strategy Committee, Thailand Post Co., Ltd.
- 2015 – 2019 Guest teacher, Faculty of Commerce and Accountancy, Thammasat University

- Qualification**
- Certified Strategic Management Professional (SMP), Association for Strategic Planning, USA
  - Fellow (FStratPS), Strategic Planning Society, U.K.
  - Member, Strategic Management Society, USA
  - Chartered Director, Thai Institute of Directors Association

**Professional members**

- Association for Strategic Planning (ASP), Strategic Planning Society (SPS), Strategic Management Society (SMS), Institute of Directors (IOD)

**THIP Shareholding** - None

**Family relations with executive (s)**

- None

**Criminal history during the past 10 Years**

- None

**Tenure as Directors or Executives in the other companies**

1) **Other listed companies**

- J.D. Food Public Company Limited
- DCON Products Public Company Limited

2) **Other non-listed companies**

- Ready Planet Company Limited

3) **Other businesses may cause conflict of interest to the company**

- None

**Number of years as Independent Director of the company**

- 1 year (Appointed on April 24, 2022)

**Exclusive interest in the agenda considered**

- None

**Prohibit Qualification**

1. There is no criminal record in any property-related offense committed in corruption.
2. There is no history of transactions that may cause conflicts of interest with the Company. in the past year.

**Attended the meeting during the year 2022**

- Attended the Board of Directors 7/8 times
- Attended Nomination Remuneration and Good Corporate Governance Committee 5/5 times

**Guidelines for Proxy Appointment, Registration, and Identification Documents**  
**Required to Attend and Vote in the General Meeting of Shareholders**

**Appointment of Proxy**

The Company has dispatched Proxy Form B as specified by the Department of Business Development, Ministry of Commerce. Any shareholder who is unable to attend the Meeting can consider to appoint the other persons or any of Independent directors as proposed to act as his/her proxy as follows:

- |                          |   |
|--------------------------|---|
| 1. Mr. Asadakorn Limpiti | Independent Director / Audit Committee<br>Chairman of Risk Management Committee           |
| 2. Mr. Nivat Bangsa-iam  | Independent Director / Audit Committee /  |
| 3. Mr. Tanai Charinsarn  | Independent Director / Nomination Remuneration<br>and Good Corporate Governance Committee |

Including details of age, education and work experience. History of Board of Directors 'meeting and the proportion of shareholding in the company of each director as Enclosure 8. Shareholder of proxy may specify more than one proxy for flexibility. In case any of the appointed proxies are unable to attend the meeting in person, other proxies can attend the meeting for them. However, proxies are entitled to attend and vote for only one. Also, unable to split the number of shares to several proxies for vote's separation. Additionally, voting of each agenda item, shareholders have the right to vote only for approval, disapproval or abstention.

**Documents Verify Eligibility to Attend the Meeting**

Participants are requested to present the following documents, prior to attend the meeting (if any):

**For Individual Shareholders**

1. In case of attendance in person:
  - Present an identity document with name, surname, photo and validity from government issuing i.e., Identification card or Government Official Identification card or passport. In the event of changing name or surname, evidence certifying also require.
2. In case of appointment proxy:
  - The Proxy form that we have enclosed with Notice of the Meeting already filled in and signed by both grantor and proxy.
  - Copy of identity document issued to Shareholder by Government Official Identification as specified no. 1 with certified true copy by the shareholder.
  - Identity document that Government issued to the Proxy, the same as specified no. 1.



**For Juristic Shareholders, registered in Thailand**

1. In case of authorized Juristic person's representative, attendance in person:
  - An Identity document of the representative issued by Government Official, the same as ordinary people as specified no.1.
  - Affidavit of shareholder that certified true copy by Juristic person's representative which show that he/she attends the meeting with authorized person to act on behalf of the shareholder.
2. In case of appointment proxy:
  - The Proxy form has enclosed Notice of the Meeting with already filled in and signed by the juristic person's representative as grantor and proxy.
  - Certified true copy of shareholder's Affidavit by juristic person's representative and shows that the representative who sign the proxy with authorized person to act on behalf of the shareholder.
  - An Identity document of the proxy issued by Government Official, the same as ordinary person as specified no.1.
  - Copy of identity document issued by Government Official for Juristic person's representative, the same as specified no. 1 with certified true copy by the Juristic person's representative.

**For Non-Thai Shareholders and Juristic Persons Incorporated under Foreign Law**

To arrange documents similar to the cases of shareholder who is an ordinary and juristic person with their identity documents (if any cases) as the following:

- Certified true copy of shareholder's passport or representative of juristic person or proxy (if any).
- Certified true copy of Affidavit, issued by Government Official as located and sign by juristic's representative with detail of the Affidavit contain with the name of Juristic person and condition or limitations of authorized signature including the location of Head Office.
- Any document without master copy of English language must be attached with English translation and certified true copy by the shareholder or representative of the juristic person.

**For Foreign Shareholders and appointing Custodian in Thailand**

- Documents similar to the case of juristic person.
- Power of Attorney granted by shareholder to authorize custodian to sign the Proxy Form on his/her behalf.
- Certify letter of custodian who signs a proxy form shows that the custodian is permitted to engage in the business of custodian.

Voting

Agenda generally

1. Voting shall be counted as one share one vote with majority votes. In case the vote is equal, the Chairman of the meeting will take a decision to casting vote for the final vote, apart from the vote of shareholders.
2. Voting of each agenda item, the Chairman of the Board of Directors will offer to the shareholders for voting and ask whether object, disagree or abstain. Please raise hand up:
  - If any shareholder raises a hand up to object or abstain, they will record and resolve to object or abstain from voting then submit to an officer for counting the vote each agenda item. The shareholders who have not raised their hands up will be deemed to resolve for approval by the Chairman as proposed to the meeting for consideration.
  - If no any shareholder raises a hand up to object or abstain will be deemed to resolve unanimously by the Chairman approval. Unless the shareholder has marked in a proxy form to object or abstain and already recorded by the company as proposed to the meeting for consideration.
3. Any person who is stakeholder special to any of agenda item shall not be entitled to vote that item. Any the vote that remove directors without any restrictions.
4. Shareholders who attend the meeting in person. Can cast a ballot that distributed during the registration. For proxy. votes in the ballots as required by the grantor that specified to the proxy form. Also deliver to the officer for recording together with the votes that shareholders have appointed the proxy in advance to the Independent Directors as proposed by the company.

Committee agenda

Agenda for the election of directors under Clause 16 of the Article of Association

Requires the shareholders to elect directors under the rules and procedures as follows:

1. Shareholders shall be entitled to one vote.
2. Each shareholder shall be entitled to take all of the votes: (1) to elect one or more persons as directors, but will divide to the any the split vote for whoever is not much.
3. The person who received the highest votes. Respectively, to a person who has been elected as a director of the Committee should have or be elected at that time. In the event that the person who was elected in a descending order of votes equal more than the number of directors to be due or be elected at that time for a president who is a casting vote.

Counting of votes.

Chairman of the meeting or staff will explain how to count the votes before the start of the meeting agenda.

- Counting of votes on each agenda item. The company will count the votes of the shareholders at the meeting. And shareholders to appoint proxies to the Company recorded pre-while proxies to attend registration. The vote does not agree. And abstention. Deducted from the total shares of the meeting and entitled to vote on each agenda item.

The Chairman will announce the meeting of the voting on each agenda item. After voting on each agenda item ends. The estimate will separate voice and approve by voice vote and represent a few percent does. Each session will use the number of shares of the last meeting.

## Articles of Association of the Company relating to the Shareholders' meeting

### Article 16

The appointment of a director shall be made by the Shareholders Meeting in accordance with the following conditions and procedures:

- (1) Each shareholder shall have a number of votes equal to the numbers of shares held by him;
- (2) Each shareholder shall exercise all the votes that he has under (1) to appoint one or several person(s) to be director(s), provided that he cannot divide his votes to any person to any extent; and
- (3) Persons receiving the highest votes in descending order are those who are elected to be directors, to the number of directors who are to be elected. If there is a tie in the last to be elected and this exceeds the said number of directors, the presiding chairman shall have an additional casting vote

### Article 17

At every Annual General Meeting of Shareholders, one-third (1/3) of the directors shall retire from the office; the director who has held the office longest shall be the first person to retire. If the number of directors is not a multiple of three, then the number of directors nearest to one-third (1/3) must retire from the office.

The retired shall be eligible for re-election.

The retiring directors in the first and second year of the conversion of the Company shall be determined by a draw of lots. In the subsequent years, the director who is in the office for the longest period shall retire.

### Article 20

The Shareholders' meeting may resolve to remove any director from the office before the expiration of his/ her term of office by rotation. The resolution of such case shall consist of not less than three-fourth (3/4) votes of shareholders attending the meeting and entitle to vote, and the total number of shares altogether should not be less than half of the total number of shares held by the shareholders attending the meeting.

### Article 32

In summoning the shareholders' meeting, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details stating clearly the issues that will be for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholder and the company Registrar for information not less than seven (7) days prior to the meeting. Publication of a notice of the meeting shall also be made in a newspaper for three (3) consecutive days at least three (3) days prior to the meeting.

The place for the meeting shall be in the province of the head office of the Company or others as specified by the Board of Directors.

**Article 33**

The quorum of a Shareholders' Meeting shall be either not less than Twenty-five (25) shareholders or proxies (if any) presented, or not less than half of the total number of shareholders, and the total number of shares altogether should be not less than one-third (1/3) of the total number of issued shares.

When one (1) hour has elapsed from the appropriated time fixed for any Shareholders' Meeting and the number of shareholders presenting at the meeting does not constitute a quorum as specified, if such meeting is a Shareholders' Meeting convened due to a request from shareholders, it shall be extinguished. If it is not convened because of a request from shareholders, it shall be re-convened by sending notice to shareholders not less than seven (7) days prior to the meeting. In this later case, a quorum as prescribed is not compulsory.

**Article 35**

In order to vote in the shareholders' meeting, each shareholder shall have a number of votes equal to the numbers of shares held by him. The shareholders who has vested interest shall have no right to vote for such matter. Except for election of voting directors, resolution of the shareholders' meeting shall comprise the following votes:

- (1) In normal case, the majority of votes of shareholders who attend the meeting and cast votes. In case of equality of votes, the Chairman of the Meeting shall have an additional casting vote;
- (2) In the following cases, a resolution shall be passed by votes of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and are entitled to vote:
  - a) the sale or transfer of the entire business or important parts of the business of the Company to other persons;
  - b) the purchase or acceptance of transfer of the business of other companies or private companies by the Company;
  - c) the making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the Company, the assignment of the management of the business of the Company to any other persons or the amalgamation of the business with other persons with purpose of profit and loss sharing;
  - d) any amendments or addition of the Memorandum of Association or the Articles of Association of the Company;
  - e) any increase or decrease of registered capital;
  - f) dissolution of the Company;
  - g) any issuance of debentures;
  - h) the amalgamation of the Company with other company.

**Article 36**

Businesses to be transacted at the Annual General Meeting are as follows:

1. To acknowledge the Board of Director report on the past operational results.
2. To consider and approve the Company's balance sheets and profit and loss accounts of the preceding fiscal year.
3. To approve the appropriation of the profit and dividend payment.
4. To approve the appointment of a new director in replacement to a director who are due to be retired by rotation.
5. To specify the remuneration of directors
6. To approve the appointment of the Company's auditor and remuneration fee.
7. To consider other issues.

**Article 44**

Dividends cannot be disbursed from other sources of funds except profits. In the event that the Company has accumulated losses, no dividends will be paid.

Dividend payments are equally divided according to the number of shares, except the Company issues the preference share and prescribes the dividend for such preference share differently from the ordinary share. The said dividend payments are requested to be approved by the Shareholders' Meeting.

The Board of Directors may authorize interim dividend payments from time to time when there are reasonable profits to support the move and such decision will be announced at the next shareholders' meeting.

Dividend payments should be made within one (1) month from an Annual General Meeting or whenever the Board of Directors approves, according to circumstances. The notice has to be made in writing to all shareholders and the notification of impending dividend payments announced in the newspapers.

**Article 45**

The Company has to allocate at least five (5) percent of its annual net profits as statutory reserve, of deficit (if any), until the reserve reaches ten (10) percent of registered capital.

For more details, please see the Company's Articles of Association on the Company's website, [www.thantawan.com](http://www.thantawan.com).

Map of 2023 Annual General Meeting of Shareholder

The Annual General Meeting will be held at 10.00 AM on Monday 24, 2023

At Krungthep room 2, M floor, Centara Grand at Centralplaza Ladprao

1695, Phaholyothin Road, Chatuchak, Bangkok 10900

