



TURNKEY COMMUNICATION SERVICES PUBLIC COMPANY LIMITED

**Invitation to the 2023 Annual General Meeting of Shareholders
By Teleconference using Electronic Devices (E-AGM)**

Thursday, April 20, 2023 at 2.00 p.m.

**By broadcasting live from the meeting room 4th Floor, of
Turnkey Communication Services Public Company Limited**

Privacy Notice for the 2022 Annual General Meeting of Shareholders

Turnkey Communication Services Public Company Limited ("the Company") is highly aware of personal data protection in accordance with the Privacy Data Protection Act B.E. 2562 (2019).

1. Personal Data to be Collected

The Company has its necessity to collect your personal data, i.e. name, surname, address, telephone number, photograph, identification card, securities registration number, and information regarding the use of electronic systems, such as email and IP address (in case of viewing an online meeting).

The Company will record and broadcast video and audio during the meeting for the legitimate interest and the benefits of the shareholders. In case of the proxy, the Company is required to request for the shareholder's identification card, which may contain religious information, which is deemed as sensitive personal data, appearing on the card. As the Company does not intend to collect such information, the data subject can redact such information.

2. Personal Data Collection

The personal data will be collected directly from the data subject and will be proceeded as necessary in accordance with the expressly stated objectives. The Company may also collect personal data obtained from other sources, such as Securities Registrar or Thailand Securities Depository Company Limited (TSD) only if it is necessary and by methods specified by laws.

3. Objectives of Personal Data Collection, Usage, and Disclosure

The Company will collect, use, and disclose your personal data for the purposes of convening and holding the 2023 Annual General Meeting of Shareholders as required by law. The Company will also collect, use, and disclose your personal data and your reference person's personal data in accordance with the Personal Data Protection Act B.E. 2562 (2019), authorizing the Company to collect such data without obtaining any consent for the purposes of the legitimate interests of the Company, other persons, or other juristic persons, or for the compliance with applicable laws.

4. Duration of Personal Data Retention

The Company will retain your personal data so long as it is necessary for the purposes of collecting, using, and disclosing the personal data as specified in this notice.

In the event that the retention period of personal data cannot be clearly specified, the Company will keep the information in accordance with the expected period of the data retention standard (e.g. maximum prescription period of 10 years under general law).

5. Your Rights as Personal Data Subject

As the personal data subject, you have the rights set forth in the Personal Data Protection Act B.E. 2562 (2019), including other rights which may include the right to withdraw consent, the right to request for accessing to and receiving personal data, the right to request for correcting personal data, the right to request for removing or destroying personal data, the right to request for suspending the use of personal data, the right to request for transferring personal data by means specified by laws, the right to complain, and the right to object to the collection, usage, or disclosure of your personal data.

6. Disclosure of Personal Data with Other Persons or Other Agencies

The Company may be required to disclose your personal data to individuals or juristic persons or government agencies cooperating with the Company to carry out the objectives stated in this notice as necessary, such as technology system providers, regulators, government agencies, or according to the orders of the competent authorities.

7. Contact

If you have any queries or require more information regarding the personal data protection, please contact via the following address: Office of Chief Executive Officer, Turnkey Communication Services Public Company Limited, 44/44 Vibhavadi-Rangsit 60 Yake 18-1-2, Talad Bangkhen, Laksi, Bangkok 10210, or email: Info@tkc-services.com

April 5, 2023

Subject: Notice of the 2023 Annual General Meeting of Shareholders

To: Shareholders of Turnkey Communication Services Public Company Limited

Attachment:

1. Copy of the Minutes of the Annual General Meeting of Shareholders No. 1/2022 held on April 28, 2022 (*For consideration of Agenda 1*);
2. Annual Report 2022 (Form 56-1 One Report 2022) with the financial statement for the year ended December 31, 2022, in the form of a QR Code (*For consideration of Agenda 2 and 3*);
3. Details of Nominated Directors for the appointment (*For consideration of Agenda 5*);
4. The Company's Articles of Association concerning Shareholders' Meeting;
5. Guideline for the 2023 Annual General Meeting of Shareholders;
 - The required documents for attending the shareholder's meeting
 - Registration and Proxy
 - Procedure for voting and counting method
6. Procedures for attending the 2023 Annual General Meeting of Shareholders;
7. Profiles of Independent Director nominated for proxy appointment;
8. Proxy Form A, B, and C. (*Attachment 7.1, 7.2, 7.3, respectively*)

The Board of Director meeting of Turnkey Communication Services Public Company Limited No. 1/2023 held on February 22, 2023, has resolved to hold the 2023 Annual General Meeting of Shareholders on **Thursday, April 20, 2023 at 2 P.M.** via an electronic device (E-AGM) as required by law, to consider the following agenda:

Agenda 1 To consider and certify the Minutes of the Annual General Meeting of Shareholders No. 1/2022 held on April 28, 2022

Fact and Rationale: The Annual General Meeting of Shareholders No. 1/2022 held on April 28, 2022. The Company has prepared the minutes of the meeting as required by law. (*Attachment 1*)

The Board's opinion: Deemed appropriate to propose the shareholders' meeting to consider and certify the Minutes of the Annual General Meeting of Shareholders No. 1/2022

Resolution: A majority vote of the shareholders attending the meeting and cast their votes.

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

Fact and Rationale: The Company has summarized the operating results and significant changes occurring in the year 2022 as disclosed in the Annual Report 2022 (Form 56-1 One Report 2022) (*Attachment 2*), which can be summarized as follows:

(Unit: mil. Baht)

Operating Results	2022		2021	
	Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements
Revenues from sales of goods, information engineering and services	2,459.45	2,313.82	2,193.67	2,033.30
Profit for the year	241.00	252.31	200.88	248.25
Earnings Per Share	0.82	0.85	0.95	1.17

The Board's opinion: Deemed appropriate to propose the shareholders' meeting to acknowledge the Company's operating results report for the year 2022

Resolution: This agenda item is for acknowledgment, therefore there is no vote casting.

Fact and Rationale: According to Section 112 of the Public Company Limited Act BE. 2535, the

Agenda 3 To consider and approve the Company's financial statements for the year ended December 31, 2022

Board of Directors has prepared the Company's financial statements for the year ended December 31, 2022, certified by a Certified Public Accountant (*Attachment 2*), Deemed appropriate to propose the shareholders' meeting for approval, which can be summarized as follows:

Statement of financial position for the year ended December 31, 2022

(Unit: mil. Baht)

Financial Position	Consolidated Financial Statements	Separate Financial Statements
Total Assets	2,626.32	2,590.11
Total Liabilities	775.19	733.06
Shareholder's Equity	1,851.13	1,857.05

Statement of comprehensive income for the year ended December 31, 2022

(Unit: mil. Baht)

Operating Results	Consolidated Financial Statements	Separate Financial Statements
Revenues from sales of goods, information engineering and services	2,459.45	2,313.82
Total comprehensive income for the year	263.09	274.07

The Board's opinion: Deemed appropriate to propose the shareholders' meeting to consider and approve the Company's financial statements for the year ended December 31, 2022, certified by a Certified

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

Public Accountant and considered by the Audit Committee and the Board of Directors.

Resolution: A majority vote of the shareholders attending the meeting and cast their votes.

Fact and Rationale: The Company has the policy to pay dividends at a rate of not less than 40% of the net profit from the Company's separate financial statements after corporate income tax deduction and legal reserve allocation. However, the Company may consider the dividend payment differently from the policy set forth depending on its financial liquidity performance, the necessity of capital for business expansion or new projects, as well as future investments for the Company's business expansion and economic conditions in accordance with the Company's dividend policy. In this regard, the dividend payments compare to the previous year as follows:

Details	2022	2021
Net profit according to the separate financial statements (mil. Baht)	252.31	248.25
Annual Dividend (Baht / Share)	0.60 Comprising: (1) Annual Dividend 0.40 Baht/Share (2) Interim Dividend 0.20 Baht/Share	2.81 Comprising: (1) Annual Dividend 0.30 Baht/Share (2) Interim Dividend* - No. 1 0.75 Baht/Share - No. 2 1.76 Baht/Share
Dividend payment (mil. Baht)	180.00	647.22

Dividend payment ratio to net profit (%)	71.34	260.71
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Remark: Dividend payment is part of the restructuring before being listed in the Stock Exchange of Thailand.

* Dividend payment from retained earnings.

The Board's opinion: Deemed appropriate to propose the shareholders' meeting to consider and approve the allocation of net profit as legal reserves by virtue of Section 116 of the Limited Public Company Act B.E. 2535 (1992) in the amount 30,000,000 Baht (Thirty million Bath) completed as required by legal.

The dividend payment for the operating results of the year 2022 at 0.40 Baht per share, totaling 120,000,000 Baht. By specifying the date of record for the shareholders entitled to receive the dividend on 28 April 2023, the payment is scheduled on 19 May 2023. Such dividend payments may still be uncertain depending on the approval of the 2023 Annual General Meeting of Shareholders. The company has already paid an interim dividend at 0.20 Baht per share, totaling 60,000,000 Baht. The

Agenda 5 To consider and appoint directors to succeed those completing their terms

dividend was paid on September 9, 2022.

Resolution: A majority vote of the shareholders attending the meeting and cast their votes.

Fact and Rationale: According to the Public Limited Company Act and Article 17 of the Company's Articles of Association, in every Annual General Meeting of Shareholders, one-third or the nearest to one-third of the directors will be retired by rotation; the directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been in office for the longest term shall retire; however, the retired directors are eligible for re-election. In 2023, the following three directors are due to retire by rotation:

- | | | |
|----------------|----------------|----------------------|
| 1. Mr.WiWat | Wetthayanukool | Independent Director |
| 2. Mr.Sithidej | Mayalarp | Director |
| 3. Ms.Kulnada | Oranraktham | Director |

The Nomination and Remuneration Committee has carried out the nomination process by considering that the directors who complete the terms mentioned above are those who have knowledge, abilities, experience, and expertise which are beneficial to the Company's operations, with full qualifications in accordance with the charter of the Board of Directors, as well as having complete qualifications and not having any prohibited characteristics under relevant laws. In addition, independent directors have all the qualifications in accordance with the relevant rules and laws and are able to express their opinions independently. However, if counting the agenda proposed for an appointment this time, Mr. WiWat Wetthayanukool will hold the position of the Company's Independent Director for more than 9 consecutive years from the date of his first appointment. But since he is a Director with expertise, therefore, able to comment on such aspects to help make important decisions for the Company as well as always, the Board of Directors deemed it appropriate to propose to the Annual General

Meeting of Shareholders for the year 2023. To consider re-appointing the 3 above-mentioned Directors who are due to retire by rotation to be in office for another period. (*Attachment 3*)

The Company has provided the shareholders an opportunity to nominate any qualified person and not have any prohibited characteristics by law to be elected as the Company's director, in accordance with the criteria disclosed on the Company's website, there was no proposal of director nominee submitted to the Company.

The Board's opinion: The Board of Directors, excluding the directors who retire by rotation at the 2023 Annual General Meeting of Shareholders, has fully considered and resolved to approve the Nomination

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

and Remuneration Committee's proposal by proposing the shareholder's meeting to re-elect the three retiring directors namely:

- | | | | |
|----|-------------|----------------|----------------------|
| 1. | Mr.Wiwat | Wetthayanukool | Independent Director |
| 2. | Mr.Sithidej | Mayalarp | Director |
| 3. | Ms.Kulnada | Oranraktham | Director |

Resolution: A majority vote of the shareholders attending the meeting and cast their votes.

Fact and Rationale: According to the Public Company Limited Act BE. 2535 Section 90, the payment of directors' remuneration shall be in accordance with the resolution of the shareholders' meeting, comprising of the votes of not less than two-thirds of the total votes of the shareholders attending the meeting, and for the Board of Directors receive remuneration for their performance of duties properly and fairly. Therefore, the Nomination and Remuneration Committee has proposed to the Board of Directors to determine the directors' remuneration based on the Company's performance in the past year, the director's performance and responsibilities, deemed appropriate to propose the 2022 Annual General Meeting of Shareholders, this includes sub-committees' remuneration which the Board of Directors has considered and appointed to supervise the management in various fields in accordance with the specified policies.

The Board's opinion: Approved as proposed by the Nomination and Remuneration Committee and, deemed appropriate to propose to the shareholders' meeting to consider and approve the directors' remuneration for the year 2023 at the same rate as the year 2022.

Position	2023 (Present Year)		2022 (Previous Year)	
	Monthly Compensation (Baht / Month)	Meeting Allowance (Baht / Meeting)	Monthly Compensation (Baht / Month)	Meeting Allowance (Baht / Meeting)
Chairman of the Board of Directors	22,000	16,000	22,000	16,000
Chairman of the Audit Committee	18,000	12,000	18,000	12,000
Chairman of the Risk Management Committee	18,000	12,000	18,000	12,000
Chairman of the Nomination and Remuneration Committee	18,000	12,000	18,000	12,000
Member of the Board	14,000	10,000	14,000	10,000
Member of the Audit Committee	15,000	12,000	15,000	12,000
Member of the Risk Management Committee	15,000	12,000	15,000	12,000
Member of the Nomination and Remuneration Committee	15,000	12,000	15,000	12,000

However, directors who hold executive positions in the Company and receive remuneration in the

Agenda 7 To consider and approve the appointment of auditors and fix the audit fee for the year 2023

form of salaries will not receive the directors' remuneration according to the above schedule.

Resolution: A two-thirds vote of shareholders attending the meeting.

Fact and Rationale: According to the Public Company Limited Act, the Annual General Meeting of Shareholders shall appoint auditors and fix the audit fee every year, which the Audit Committee has considered and approved the appointment of auditors and fixes the audit fee as appropriate. The proposed auditors have neither any relationships nor any transactions that may constitute a conflict of interest with the Company, subsidiaries, executives, major shareholders, or any related parties to such persons, thus they are independent in auditing and giving opinions on the Company's financial statements. Deemed appropriate to propose the Board of Directors to consider and appoint the auditors from PricewaterhouseCoopers ABAS Ltd. as the Company's auditor as well as the subsidiaries' auditor for the year 2023

Names	No. Certified Public Accountant	Auditing Experience with the Company
1. Mr. Pisit Thangtanagul	4095	6 Years (2017-2022)
2. Ms. Tithinun Vankeo	9432	-
3. Ms. Nuntika Limviriyalers	7358	-

One of them has the authority to audit the account and express an opinion on the financial statements, and fix the audit fee for the year 2023 in the amount 3,600,000 Baht per year with the following details:

Details (Unit: Baht)	2023 (Present Year)	2022 (Previous Year)
Audit Fee	2,100,000	2,100,000
Fee for review of three quarterly Financial Statement	1,500,000	1,500,000
<u>Total</u>	<u>3,600,000</u>	<u>3,600,000</u>

The Board's opinion: Approved as proposed by the Audit Committee, deemed appropriate to propose the shareholders' meeting to consider and appoint the auditors from PricewaterhouseCoopers ABAS Ltd. as the Company's auditor for the year 2023, with the following auditors:

1. Mr. Pisit Thangtanagul Certified Public Accountant No. 4095 and/or
2. Ms. Tithinun Vankeo Certified Public Accountant No. 9432 and/or
3. Ms. Nuntika Limviriyalers Certified Public Accountant No. 7358

Agenda 8 To consider other matter (if any)

Shareholders are invited to attend the meeting on the date, time, and place as mentioned above, any shareholders wish to appoint another person to attend and vote on his/her behalf at this meeting, please appoint one of the proxy forms, Form A, Form B or Form C and submit to the Company before attending the meeting. As for foreign shareholders who appoint a custodian in Thailand, please use one of the proxy forms, Form A, Form B, or Form C.

In the event that shareholders who are unable to attend the 2023 Annual General Meeting of Shareholders can appoint Independent Directors of the Company as detailed in the proxy form to attend the meeting and vote on behalf of the shareholders.

The Company has determined the list of shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders (Record Date) on March 8, 2023. The Company will use the registration and vote counting via an electronic system, and invite representatives from the legal advisory firm as the inspectors of the meeting in accordance with the law and the Company's Articles of Association, as well as the principles of good corporate governance in order to comply with the rules for the shareholders' meeting of the Securities and Exchange Commission.

In addition, the Company has prepared Annual Report 2022 (Form 56-1 One Report 2022) in the form of an electronic document due to the omission of giving out a hard copy as a part of the responsible business to reduce the environmental impact and global warming from business operations.

Yours sincerely

Turnkey Communication Services Public Company Limited



(Mr. Kittisak Amornchairojkul)

Chairman of the Board of Directors

Attachment 1 (For consideration of Agenda 1)

Copy of the Minutes of the Annual General Meeting of Shareholders No. 1/2022 held on April 28, 2022

Minutes of the Annual General Meeting of Shareholders No. 1/2022

Turnkey Communication Services Public Company Limited

Thursday, April 28, 2022

An electronic device (E-AGM)

(In accordance with regulation prescribed by law)

44/44 Vibhavadi-Rangsit Yake 18-1-2, Talad Bangkhen, Laksi, Bangkok

Directors present at the meeting (accounted for 100%)

- | | | |
|----|------------------------------|---|
| 1. | Mr. Kittisak Amornchairojkul | Chairman of the Board of Directors,
Independent Director, and Chairman of the
Nomination and Remuneration Committee |
| 2. | Mr. Wiwat Wetthayanukool | Chairman of the Audit Committee,
Independent Director |
| 3. | Mr. Pichai Chainarongloka | Chairman of the Risk Management
Committee, Member of the Audit Committee,
and Member of the Nomination and
Remuneration Committee, Independent
Director |
| 4. | Mr. Boonyarach Kitiyanan | Member of the Audit Committee and
Independent Director |
| 5. | Mr. Sayam Tiewtranon | Director, Member of the Risk Management
Committee, Member of the Nomination and
Remuneration Committee, Chairman of the
Executive Committee, and Managing Director |
| 6. | Mr. Piya Jirapapongsa | Director, Member of the Risk Management
Committee, Member of the Executive
Committee, and Deputy Managing Director of
Operations |
| 7. | Miss Radakarn Meetam | Director, Member of the Risk Management |

		Committee, Member of the Executive Committee, and Deputy Managing Director of Finance and Accounting
8.	Mr. Sithidej Mayalarp	Director
9.	Miss Kulnada Oranraktham	Director

Related parties attending the meeting

1.	Dr.Panupat Poocharoen	Member of the Risk Management Committee and Telecommunication Department Director
2.	Mr.Sakol Klinrun	Data Communication Department Director
3.	Mr.Ekapol Promrattanapong	Public Safety Department Director
4.	Mrs.Jiraporn Sirirunnapawilai	Accounting Department Director
5.	Miss Patthira Luengvilas	Company Secretary
6.	Mr. Pisit Thangtanagul	PricewaterhouseCoopers ABAS Ltd.
7.	Miss Supatra Kerinsaguna	Kudan and Partner Company Limited

Ms. Sornwanee Phomsen, moderator of the meeting welcomed all shareholders and attendees to the 2022 Annual General Meeting of Shareholders of Turnkey Communication Services Public Company Limited. By informing the meeting attendance regulations to all attendees for acknowledgment and clarifying that on the record date for determining the names of shareholders who are entitled to attend the 2022 Annual General Meeting of Shareholders or the Record Date on March 11, 2022. Then invited Mr. Kittisak Amornchairojkul (Chairman of the Board of Directors and Independent Director) acted as the Chairman of the meeting ("**the Chairman**"), and opened the meeting. The Chairman informed that the Company has a total of 4,949 shareholders for this meeting. There were a total of 40 shareholders attending the meeting, 28 attending in person via the electronic system, and 2 proxies, totaling shares 196,073,391 shares, representing 65.36% of the total issued shares of the Company forming a quorum as required by law according to the Company's Articles of Association, there were 9 directors attending the meeting, representing 100% of the total number of directors.

According to Article 17 of the Company's Articles of Association, there must be shareholders attending the meeting representing more than half of the total number of shares issued by the Company in order to constitute a quorum. Therefore, based on the number of shareholders attending the meeting and the number of shares, it is considered a quorum in accordance with the Company's Articles of Association.

According to Article 18 of the Company's Articles of Association, it is stipulated that voting at the general meeting shall be deemed that each shareholder shall have one vote for every share held, whether by raising of hands or by a secret voting method.

The Chairman then opened the Annual General Meeting of Shareholders No. 1/2022 and commenced the meeting according to the following agenda:

Agenda 1 To consider and certify the Minutes of Annual General Meeting No. 1/2022 held on April 28, 2022

The Chairman informed the meeting resolution to approve the minutes of the Annual General Meeting No. 1/2022, with a majority vote of the shareholders who attended the meeting and cast their votes, are as follows:

The Chairman provided the shareholders an opportunity to inquire and comment on relevant matters by requesting the name-surname and status before inquiring or commenting. There were no neither inquiries or comments. The Chairman requested the meeting to consider and certify the minutes of the 2022 Annual General Meeting of Shareholders

Resolution: The meeting considered and certified the minutes of the 2022 Annual General Meeting of Shareholders held on April 28, 2022 with the details as proposed. The vote results are as follows:

Approve	195,948,591	votes	equivalent to	100.0000
Disapprove	0	vote	equivalent to	0.0000
Voided Ballot	0	vote	equivalent to	0.0000
Total	195,948,591	votes	equivalent to	100.0000
Abstain	20,000	vote	equivalent to	-
<u>All</u>	<u>195.968.591</u>	<u>votes</u>	<u>equivalent to</u>	<u>100.0000</u>

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

The Chairman assigned Miss Radakan Meetam CFO to inform the meeting to acknowledge the Company's operating results report for the year 2022 as below:

(Unit: mil. Baht)

Operating Results	2021		2020	
	Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements
Total Revenue	2,193.67	2,033.30	2,877.01	2,764.59
Earnings	200.88	248.25	232.85	223.06
Earnings Per Share	0.95 Baht / Share	1.17 Baht / Share	1.16 Baht / Share	1.12 Baht / Share

The Chairman provided the shareholders an opportunity to inquire or comment on relevant matters by requesting the name-surname and status before inquiring or commenting. There were no neither inquiries or comments. The Chairman requested the meeting to acknowledge, therefore there is no vote casting.

Resolution: The meeting to acknowledgment, therefore there is no vote casting.

Agenda 3 To consider and approve the Company's financial statements for the year ending December 31, 2022.

The Chairman assigned Miss Radakan Meetam CFO to inform the meeting resolved to approve the Company's financial statements for the year ended December 31, 2021, with a majority vote of the shareholders who attended the meeting and cast their votes are as follows:

Statement of financial position for the year ended December 31, 2021

(Unit: mil. Baht)

Financial Position	Consolidated Financial Statements	Separate Financial Statements
Total Assets	1,453.17	1,368.87
Total Liabilities	1,085.90	1,003.81
Shareholder's Equity	367.27	364.06

Statement of comprehensive income for the year ended December 31, 2021

(Unit: mil. Baht)

Operating Results	Consolidated Financial Statements	Separate Financial Statements
Total Revenue	2,193.67	2,033.30
Earnings	200.88	248.25
Earnings Per Share	0.95	1.17

The Company's financial statements for the year ended December 31, 2021, were certified by a Certified Public Accountant and considered by the Audit Committee and the Board of Directors.

The Chairman provided the shareholders an opportunity to inquire and comment on relevant matters by requesting the name-surname and status before inquiring or commenting. There were no neither inquiries or comments. The Chairman requested the meeting to consider and approve the Company's financial statements for the year ended December 31, 2021, certified by a Certified Public Accountant and considered by the Audit Committee and the Board of Directors.

Resolution: A majority vote of the shareholders attending the meeting and cast their votes are as follows:

Approve	195,973,591	votes	equivalent to	100.0000
Disapprove	0	vote	equivalent to	0.0000
Voided Ballot	0	vote	equivalent to	0.0000
Total	195,973,591	votes	equivalent to	100.0000
Abstain	20,000	vote	equivalent to	-
All	195,993,591	votes	equivalent to	100.0000

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

The Chairman assigned Miss Radakan Meetam CFO to inform the meeting of the allocation of net profit and dividend payment for the year 2021 as below:

The Company has the policy to pay dividends at a rate of not less than 40% of the net profit from the Company's separate financial statements after corporate income tax deduction and legal reserve allocation. However, the Company may consider the dividend payment differently from the policy set forth depending on its financial liquidity performance, the necessity of capital for business expansion or new projects,

as well as future investments for the Company's business expansion and economic conditions in accordance with the Company's dividend policy. In this regard, the dividend payment compared to the previous year as follows:

Details	2021	2020
Net profit according to the separate financial statements (mil. Baht)	248.25	223.06
Annual Dividend (Baht / Share)	2.81 Comprising: (1) Annual Dividend 0.30 Baht / Share (2) Interim Dividend* - No. 1 0.75 Baht / Share - No. 2 1.76 Baht / Share	80.00*
Dividend payment (mil. Baht)	647.22	160.00
Dividend payment ratio to net profit (%)	260.71	71.73

Remark: Dividend payment is part of the restructuring before being listed in the Stock Exchange of Thailand.

* Dividend payment from retained earnings.

The Boards deemed appropriate to propose the shareholders' meeting to consider and approve the allocation of net profit as legal reserves of 10,000,000 Baht, after which the Company has legal reserves of 30,000,000 Baht, equivalent to 10% of the registered capital, in accordance with Section 116 of the Public Company Limited Act BE. 2535

The dividend payment for the operating results 2021 at the rate of 0.30 Baht per share. In 2021, the Company paid an interim dividend No. 1 at 0.75 Baht per share, amounting to 166,500,000 Baht on August 5, 2021, and No.2 was paid from retained earnings at 1.76 Baht per share, amounting to 390,720,000 Baht on December 9, 2021

The Company has determined the list of shareholders with rights to receive the dividend (Record Date) on May 11, 2022, and the dividend payment date on May 24, 2022. The right to receive the dividend is uncertain until approved by the 2022 Annual General Meeting of Shareholders.

The Chairman provided the shareholders an opportunity to inquire and comment on relevant matters by requesting the name-surname and status before inquiring or commenting. There were no neither inquiries or comments. The Chairman requested the meeting to consider and approve the allocation of net profit and dividend payments for the year 2021.

Resolution: The meeting resolved to approve the allocation of net profit as a legal reserve

amounting to 10,000,000 Baht and dividend for the year 2021 will be paid at the rate of 0.30 Baht per share as the list of shareholders entitled to receive the dividend (Record Date) on May 11, 2022, and the dividend payment scheduled on May 24, 2022, with a majority vote of the shareholders who attended the meeting and cast their votes are as follows:

Approve	196,102,991	votes	equivalent to	100.0000
Disapprove	0	vote	equivalent to	0.0000
Voided Ballot	0	vote	equivalent to	0.0000
Total	196,102,991	votes	equivalent to	100.0000
Abstain	0	vote	equivalent to	-
All	<u>196,102,991</u>	<u>votes</u>	<u>equivalent to</u>	<u>100.0000</u>

Agenda 5 To consider and appoint directors to succeed those completing their terms

The Chairman informed the meeting to consider and appoint directors to succeed those completing their terms as follow:

According to the Public Limited Company Act and Article 17 of the Company's Articles of Association, in every Annual General Meeting of Shareholders, one-third or the nearest to one-third of the directors will be retired by rotation; the directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been in office for the longest term shall retire; however, the retired directors are eligible for re-election. In 2022, the following three directors are due to retire by rotation:

4. Mr. Pichai Chainarongloka Independent Director
5. Mr. Piya Jirapapongsa Director
6. Ms. Radakarn Meetam Director

The Nomination and Remuneration Committee has carried out the nomination process by considering that the directors who complete the terms mentioned above are those who have knowledge, abilities, experience, and expertise which are beneficial to the Company's operations, with full qualifications in accordance with the charter of the Board of Directors, as well as having complete qualifications and not having any prohibited characteristics under relevant laws. In addition, independent directors have all the qualifications in accordance with the relevant rules and laws and are able to express their opinions independently. Therefore, deemed appropriate to propose a shareholder's meeting to consider and approve the appointment of such directors to be re-elected as the Company's directors for another term.

The Chairman provided the shareholders an opportunity to inquire and comment on

relevant matters by requesting the name-surname and status before inquiring or commenting. There were no neither inquiries or comments. The Chairman requested the meeting to consider and appoint directors to succeed those completing their terms.

Resolution: The meeting resolved to appoint three directors to be re-elected for another term individually, with a majority vote of the shareholders who attended the meeting and cast their votes are as follows:

1. Mr. Pichai Chainarongloka

Independent Director, Chairman of the Risk Management Committee, Member of the Audit Committee, and Member of the Nomination and Remuneration Committee

Approve	196,103,391	votes	equivalent to	99.9999
Disapprove	100	vote	equivalent to	0.0001
Voided Ballot	0	vote	equivalent to	0.0000
Total	196,103,491	votes	equivalent to	100.0000
Abstain	0	vote	equivalent to	-
All	<u>196,103,491</u>	<u>votes</u>	<u>equivalent to</u>	<u>100.0000</u>

2. Mr. Piya Jirapapongsa

Director, Member of the Risk Management Committee, Executive Director, and Deputy Managing Director of Operations

Approve	196,103,491	votes	equivalent to	100.0000
Disapprove	0	vote	equivalent to	0.0000
Voided Ballot	0	vote	equivalent to	0.0000
Total	196,103,491	votes	equivalent to	100.0000
Abstain	0	vote	equivalent to	-
All	<u>196,103,491</u>	<u>votes</u>	<u>equivalent to</u>	<u>100.0000</u>

3. Ms. Radakarn Meetam

Director, Member of the Risk Management Committee, Executive Director and Deputy Managing Director of Finance and Accounting

Approve	196,003,491	votes	equivalent to	100.0000
Disapprove	0	vote	equivalent to	0.0000
Voided Ballot	0	vote	equivalent to	0.0000

Total	196,003,491	votes	equivalent to	100.0000
Abstain	100,000	vote	equivalent to	-
<u>All</u>	<u>196,103,491</u>	<u>votes</u>	<u>equivalent to</u>	<u>100.0000</u>

Agenda 6 To consider and approve the directors' remuneration for the year 2022

The Chairman informed the meeting to consider and approve the directors' remuneration for the year 2022. Therefore, the Nomination and Remuneration Committee has proposed to the Board of Directors to determine the directors' remuneration based on the Company's performance in the past year, the director's performance and responsibilities, deemed appropriate to propose the 2022 Annual General Meeting of Shareholders, this includes sub-committees' remuneration which the Board of Directors has considered and appointed to supervise the management in various fields in accordance with the specified policies. the directors' remuneration for the year 2022 at the same rate as the year 2021.

Position	2022 (Present Year)		2021 (Previous Year)	
	Monthly Compensation (Baht / Month)	Meeting Allowance (Baht / Meeting)	Monthly Compensation (Baht / Month)	Meeting Allowance (Baht / Meeting)
Chairman of the Board of Directors	22,000	16,000	22,000	16,000
Chairman of the Audit Committee	18,000	12,000	18,000	12,000
Chairman of the Risk Management Committee	18,000	12,000	18,000	12,000
Chairman of the Nomination and Remuneration Committee*	18,000	12,000	-	-
Member of the Board	14,000	10,000	14,000	10,000
Member of the Audit Committee	15,000	12,000	15,000	12,000
Member of the Risk Management Committee	15,000	12,000	15,000	12,000
Member of the Nomination and Remuneration Committee*	15,000	12,000	-	-

*The Board of Directors' meeting resolved to approve the appointment of the Nomination and Remuneration Committee at the Board of Directors Meeting No. 4/2021 on Thursday, November 11, 2021

However, Directors who hold executive positions in the Company and receive remuneration in the form of salaries will not receive the directors' remuneration according to the above schedule.

The Chairman provided the shareholders an opportunity to inquire and comment on relevant matters by requesting the name-surname and status before inquiring or commenting. There were no neither inquiries or comments. The Chairman requested the meeting to consider and approve the directors' remuneration for the year 2022.

Resolution: The meeting resolved to approve the directors' remuneration for the year 2022 at the same rate as the year 2021, with three-fourths voting of shareholders who attended the meeting and cast their votes are as follows:

Approve	196,101,491	votes	equivalent to	99.9990
Disapprove	0	vote	equivalent to	0.0000
Abstain	2,000	vote	equivalent to	0.0010
Voided Ballot	0	vote	equivalent to	0.0000
All	196,103,491	votes	equivalent to	100.0000

Agenda 7 To consider and approve the appointment of auditors and fix the audit fee for the year 2022

The Chairman assigned Mr.Wiwat Wetthayanukool to inform the meeting to consider and approve the appointment of auditors and fix the audit fee for the year 2022

The Audit Committee has considered and approved the appointment of auditors and fixes the audit fee as appropriate. The proposed auditors have neither any relationships nor any transactions that may constitute a conflict of interest with the Company, subsidiaries, executives, major shareholders, or any related parties to such persons, thus they are independent in auditing and giving opinions on the Company's financial statements. Deemed appropriate to propose the Board of Directors to consider and appoint the auditors from PricewaterhouseCoopers ABAS Ltd. as the Company's auditor as well as the subsidiaries' auditor for the year 2022 with the following names:

1. Mr. Pisit Thangtanagul Certified Public Accountant No. 4095 and/or
2. Mr. Paiboon Tunkoon Certified Public Accountant No. 4298 and/or
3. Ms. Sakuna Yamsakul Certified Public Accountant No. 4960

One of them has the authority to audit the account and express an opinion on the financial statements, and fix the audit fee for the year 2022 in the amount not exceeding 3,600,000 Baht per year, decreased from the year 2021 by 300,000 Baht per year, excluding other non-audit fees that the Company will actually pay. However, the audit fee excludes the following miscellaneous expenses that will be incurred during the service such as travel, telephone, overtime, postage, stamp duty, photocopying, etc., with the following details:

(Unit: Baht / Year)

Details (Unit: Baht)	2022 (Present Year)	2021 (Previous Year)	Increase / Decrease
Audit Fee	2,100,000	2,400,000	300,000
Fee for review three quarterly Financial Statement	1,500,000	1,500,000	-
Other Fee	Actual payment	Actual payment *	-
Total	3,600,000	3,900,000	300,000

*Non-audit Fee 2021 in the amount of 900,000 Baht is a service fee for visiting the Stock Exchange of Thailand.

The Chairman provided the shareholders an opportunity to inquire and comment on relevant matters by requesting the name-surname and status before inquiring or commenting. There were no neither inquiries or comments. The Chairman requested the meeting to consider and approve the appointment of auditors and fix the audit fee for the year 2022.

Resolution: The meeting resolved to approve the appointment of auditors from PricewaterhouseCoopers ABAS Ltd. as the Company's auditor for the year 2022 and fixed the audit fee in the amount not exceeding 3,600,000 Baht per year, a decrease of 300,000 Baht from the year 2021, with the following names:

1. Mr.Pisit Thangtanagul Certified Public Accountant No. 4095 and/or
2. Mr. Paiboon Tunkoon Certified Public Accountant No. 4298 and/or
3. Ms. Sakuna Yamsakul Certified Public Accountant No. 4960



With majority vote of the shareholders who attended the meeting and cast their votes are as follows:

Approve	196,103,491	votes	equivalent to	100.0000
Disapprove	0	vote	equivalent to	0.0000
Voided Ballot	0	vote	equivalent to	0.0000
Total	196,103,491	votes	equivalent to	100.0000
Abstain	0	vote	equivalent to	-
All	196,103,491	votes	equivalent to	100.0000

Agenda 8 To consider and approve the amendment of the Company's Article of Association No. 49 regarding the Company's seal

The Chairman informed the meeting to consider and approve the amendment of the Company's Article of Association No. 49 regarding the Company's seal as below:

The amendment of the Company's seal is considered an amendment to Article 49 of the Company's Articles of Association, according to Article 36 (2) of the Company's Articles of Association, which stipulates that when the Company amends the Articles of Association, it shall be approved by the shareholders' meeting. to be consistent with the printed media and documents as follows:

The current seal	The proposed seal
	

The Chairman provided the shareholders an opportunity to inquire and comment on relevant matters by requesting the name-surname and status before inquiring or commenting. There were no neither inquiries or comments. The Chairman requested the meeting to consider and approve the amendment of the Company's Article of Association No. 49 regarding the Company's seal

Resolution: The meeting resolved to approve the amendment of the Company's Article of Association No. 49 regarding the Company's seal, with three-fourths voting of shareholders who attended the meeting and cast their votes are as follows:

Approve	196,103,491	votes	equivalent to	100.0000
Disapprove	0	vote	equivalent to	0.0000
Abstain	0	vote	equivalent to	0.0000
Voided Ballot	0	vote	equivalent to	0.0000
<u>All</u>	<u>196.103.491</u>	<u>votes</u>	<u>equivalent to</u>	<u>100.0000</u>

Agenda 9 To consider other matters (if any)

The Chairman inquired whether any shareholder had any questions.

There was no shareholder who proposed any other matters for consideration. The Chairman then thanked all shareholders and declared the meeting closed at 12.00 p.m.

Sign  Chairman of the Meeting

(Mr. Kittisak Amornchairojkul)

Chairman of the Board of Directors

Sign  - For- Meeting Secretary

(Miss Patthira Luengvilas)

Company Secretary

Attachment 2 *(For consideration of Agenda 2, 3)*

The Annual Report 2022 (Form 56-1 One Report 2022)

with the financial statement for the year ended December 31, 2022 in the form of QR Code



Attachment 3 (For consideration of Agenda 5)

Details of Nominated Directors for the appointment

Name-Surname Mr. Wiwat Wetthayanukool

Age 65 Years

Position in the Company

Chairman of the Audit Committee, Independent Director

IOD Training

- Director Certification Program (DCP) ปี 2011
- Audit Committee Program (ACP) ปี 2011

Meeting Attendance 2022

- Board of Directors 7/7 meetings
- Audit Committee 5/5 meetings

TKC shareholding (As of December 31, 2022)

- Self None
- Spouse/Underage Child None



Type of director proposed for appointment

Chairman of Audit Committee and Independent Director

Date of Appointment February 24, 2014

Number of years in Director position 9 Years 2 Months

(Hold the position of Director for more than 9 years because the Director is an expert. Therefore, he is always able to give opinions to help make decisions on important matters of the Company.)

Director/Executive positions in other companies

- Other listed companies

Chairman of the Corporate Governance Committee and Independent Director

Jack Chia Industries (Thailand) Public Company Limited

- Non-Listed companies -None-
- Businesses that may cause Conflicts of Interest -None-
- Criminal record in the past 10 years -None-

Brief working experience (5 years in the past)

2014-Present Chairman of Audit Committee and Independent Director
Turnkey Communication Public Company Limited

2011-Present Chairman of the Corporate Governance Committee and Independent Director
Jack Chia Industries (Thailand) Public Company Limited

2012-2020 Member of the Audit Committee and Independent Director
Entech Industrial Solution Company Limited

2012-2014 Member of the Audit Committee and Independent Director
Advance Finance Public Company Limited

Name-Surname Mr. Sithidej Mayalarp

Age 45 Years

Position in the Company Director

Education Record

- Master of Business Management, Chulalongkorn University
- Bachelor of Civil and Structural Engineering, The Ohio State University, USA



IOD Training

- Director Certification Program (DCP) 2017
- IT Governance and Cyber Resilience Program (ITG) 2017
- Successful formulation & Execution of Strategy (SFE) 2017

Type of director proposed for an appointment - Director

Date of appointment March 5, 2018

Number of years in Director position 4 Years 1 Month

Meeting Attendance 2022

- Board of Directors 7/7 meetings

TKC shareholding (As of December 31, 2022)

- Self 160,000 shares (0.05%)
- Spouse/Underage Child None

• Director/Executive positions in other companies
Chairman of Executive Committee – Sky ICT Pub. Co., Ltd.

• Non-Listed companies

Director – Auro Serves Company Limited

Director - Astro Solution Company Limited

Director - Metthier Limited

• Non-Listed companies

None

• Criminal record in the past 10 years

None

Brief working experience (5 years in the past)

2018-Present	Director – Turnkey Communication Services Public Company Limited
2020-Present	Director – Aero Serves Company Limited
2019-2022	Director – Pro Inside Company Limited
2018-Present	Director – Astro Solutions Company Limited
2017-Present	Chairman of Executive Committee – Sky ICT Public Company Limited
2017-Present	Director – Matthier Company Limited
2016-2017	Managing Director – Sky High Company Limited

Name-Surname Ms. Kulnada Oranraktham

Age 54 Years

Position in the Company Director

Education Record

- Master of Business Administration, Kasetsart University
- Bachelor of Commerce and Accounting, Thammasat University



IOD Training

- Director Certification Program (DCP) 2017
- IT Governance and Cyber Resilience Program (ITG) 2017
- Director Accreditation Program (DAP) 2016

Meeting Attendance 2022

- Board of Directors 7/7 meetings

TKC shareholder (As of December 31, 2022)

- Self 20,000 shares (less than 0.01%)
- Spouse/Underage Child None

Type of director proposed for an appointment - Director

Date of appointment March 5, 2018

Number of years in Director position 4 Years 1 Month

- Director/Executive positions in other companies

Director – Sky ICT Public Company Limited

- Non-Listed companies

Director – Aero Serves Company Limited

Director - Astro Solutions Company Limited

Director and Chief of Financial Officer – Matthier Company Limited

- Businesses that may cause Conflicts of Interest

None

- Criminal record in the past 10 years

None

Brief working experience (5 years in the past)

2018-Present Director – Turnkey Communication Services Public Company Limited

2020-Present Director – Aero Serves Company Limited

2019-2022 Director – Pro Inside Company Limited

2018-Present Director – Astro Solutions Company Limited

2017-Present Director – Sky ICT Public Company Limited

2017-Present Director and Chief of Financial Officer – Matthier Company Limited

2014-2017 Director and Chief of Financial Officer – Malachi Company Limited

2013-2014 Finance Director - The Audience Motivation Company Asia Company Limited

2010-2013 Chief of Financial Officer - Havas Worldwide Bangkok Company Limited

Attachment 4

The Company's Articles of Association concerning Shareholders' Meeting

Chapter 5

Board of Directors

Article 15. The Company shall have the Board of Directors comprising of at least five (5) directors to conduct the business of the Company, not less than half (1/2) of whom shall reside within the Kingdom, and they shall have qualifications as required by law.

There shall be no restrictions on a shareholder becoming a director.

Article 16. The directors shall be elected at the shareholders' meeting in accordance with the following rules and procedures:

- (1) Each shareholder is entitled to one (1) share for one (1) vote;
- (2) Each shareholder may exercise all his/her votes under (1) to elect one or more than one person as director or directors; however, the shareholder shall not allow his/her votes to any person in any number;
- (3) The candidates shall be ranked in descending order from the highest number of votes received to the lowest. Where the votes cast for candidates in descending order are tied which would otherwise cause the number of directors to be exceeded; the Chairman of the shareholders' meeting shall have a casting vote.

Article 17. At every Annual General Meeting, one-third (1/3) of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to one-third (1/3) shall retire (1/3).

A director who vacates office under this Article may be re-elected.

Chapter 6

Shareholders' meeting

Article 31. The Board of Directors shall call a shareholders' meeting which is an Annual General Meeting of Shareholders within four (4) months of the last day of the fiscal year of the Company.

Shareholders' meetings other than the one referred to in the first paragraph shall be called Extraordinary General Meetings of Shareholders. The Board of Directors may call an Extraordinary General Meeting of Shareholders any time the Board considers it expedient to do so.

One (1) or more shareholders holding shares in aggregate of not less than ten (10) percent of the total number of shares sold may sign a letter requesting the Board of Directors to call an Extraordinary General Meeting any time, but the matter and reasons for calling the meeting must be clearly stated in the aforementioned letter. Such case, the Board of Directors shall hold a shareholders' meeting within forty-five (45) days from the date of receipt the letter from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph three, the shareholders who subscribe their name or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the completion of such period. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The Company shall responsible for necessary expenses arising from such meeting and reasonable provides facilitation.

At the same time, if the quorum requirement is not met as specify in the Article 32, the shareholders who called for the meeting shall cover the expenses themselves.

Article 32. At the shareholders' meeting, there shall be shareholders and proxies (if any) attending at the meeting amounting to not less than twenty-five (25) persons or not less than one half (1/2) of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold to constitute a quorum.

At any shareholders' meeting, if one (1) hour passed since the time specified for the Meeting and the number of shareholders attending the Meeting is still inadequate for a quorum, and if such shareholder's meeting was called as a request by the shareholders, the Meeting shall be cancelled. If such Meeting was not called as a result of a request by the shareholders, the Meeting shall be called once again and the notice calling such Meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the Meeting. In the subsequent Meeting a quorum is not required.

Article 33. The Chairman of the Board of Directors shall be the chairman of shareholders' meetings.

If the Chairman of the Board of Directors is not presenting at a Meeting or cannot perform his duty, the Vice Chairman presenting at the Meeting shall be the Chairman of the Meeting. If there is no Vice Chairman or no Vice Chairman presenting at the Meeting or the Vice Chairman cannot perform his duty, the shareholders presenting at the Meeting shall elect one (1) shareholder to be the Chairman of the Meeting.

Article 34. In calling the shareholders' meeting, the Board of Directors shall prepare a written notice calling the Meeting that states the place, date, time, agenda of the Meeting and the matters to be proposed to the Meeting with reasonable details by indicating clearly whether it is the matter proposed for acknowledgement, for approval or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the registrar for their information at least seven (7) days prior to the date of the Meeting. The notice calling for the Meeting shall also be published in a newspaper at least three (3) days prior to the date of the Meeting for three (3) consecutive days.

The notice calling for the meeting may be delivered directly to the recipient or his representative or by registered mail.

The Board of Directors shall determine any other place in the Kingdom of Thailand to be used as the meeting place under paragraph one.

Article 35. The chairman of the shareholders' meeting has the duty to conduct the meeting in compliance with the Articles of Association concerning the meetings and follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds (2/3) of the number of the shareholders present at the meeting.

If the consideration of the matters referred to in the first paragraph is finished, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting.

If the meeting has not concluded the consideration of the matters according to the sequence of the agenda as referred to in the first paragraph, or the matters raised by the shareholders under the second paragraph, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the Board of Directors shall, not less than seven (7) days prior to the date of the meeting, deliver to the shareholders notice calling the meeting which indicates the place, date, time and agenda of the meeting. The notice calling the meeting shall also be published in a newspaper not less than three (3) days prior to the date of the meeting.

Article 36. In order to vote in the shareholders' meeting, either by public or secret voting. It shall be deemed each shareholder have a number of votes equal to the number of shares held (one (1) share has one (1) vote).

Voting shall be made openly, unless at least five (5) shareholders request a secret vote and the meeting resolves accordingly. The method for the secret vote shall be as specified by the chairman of the meeting.

A shareholder who has any special interest in a resolution cannot vote on such resolution, except for voting on the election of Directors. A resolution of the shareholders' meeting shall require:

- (1) In an ordinary event, the majority vote of the shareholders who attend the Meeting and cast their votes is required. In case of a tie vote, the Chairman of the Meeting shall have a casting vote.
- (2) In the following events, a vote of not less than three-fourths (3/4) voting of shareholders attending the meeting and cast their votes is required:
 - (a) Sale or transfer of the whole or important parts of the business of the Company to other persons;
 - (b) Purchase or acceptance of transfer of the business of other companies or private companies by the Company;
 - (c) The execution, amendment or termination of a contract concerning the leasing, in whole or essential part, of the Business; the assignment to another Person of responsibility for the management of the Business of the Company; or the merging of business with profit sharing objectives;
 - (d) Amendment of the Memorandum of Association or the Articles of Association;

- (e) Increase or reduction of the Company's registered capital;
- (f) Liquidation of the Company;
- (g) Issuance of the Company's debenture;
- (h) Merger of the Company; and
- (i) Other as provided by law requiring votes of not less than three-fourths (3/4) voting of shareholders attending the meeting and cast their votes

Article 37. The agendas that shall be included in the Annual Ordinary General Meeting of Shareholders are as follows:

- (1) To acknowledge the Board of Directors' report regarding to the Company's business in the past year;
- (2) To consider and approve the balance sheet and the profit and loss statement of the Company as the end of the Company's accounting year.
- (3) To consider and approve the allocation of net profit and dividend payment;
- (4) To consider and appoint directors to succeed those completing their terms and determine the director's remunerations;
- (5) To consider and appoint the auditor and fix the audit fee; and
- (6) To consider and approve any other matters.

Chapter 8

Dividends and Reserves

Article 47. No dividend shall be paid except out of profits. If the Company has had retained deficit, no dividend shall be paid in any way.

A dividend shall be paid according to the number of shares, each share being equally paid except the case where the Company has issued preferred stocks and required the different dividend payment from ordinary stocks, and the payment of dividend shall require the approval of the Shareholder's Meeting.

The Board of Directors may pay the shareholders such interim dividends as may be justified by the profits of the profits of the Company. When these dividends are paid, such dividend payment shall be notified in the next meeting of shareholders.

Dividend must be paid within one (1) month after the resolution of the meeting of shareholders or of the Board of Directors is passed, as the case may be. The shareholders shall be notified in written form of such dividend payment and the notice shall be published in the newspaper at least for three (3) consecutive days

Article 48. The Company shall allocate not less than five (5) percent of its annual net profit by deducting the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten (10) percent of the registered capital.

Attachment 5

Guideline for the 2022 Annual General Meeting of Shareholders

- The required documents for attending the shareholder's meeting

Attendees	Required Documents
1. Individual	<ul style="list-style-type: none"> ■ Registration Form
1.1 Thai shareholder	<ul style="list-style-type: none"> ■ Identification card of shareholder (personal I.D, or identification card of government officer, or identification card of state enterprise officer, or driving license).
1.2 Foreign shareholder	<ul style="list-style-type: none"> ■ Identification card of shareholder, or passport, or documents used in lieu of a valid passport.
<p><u>Attendance by Proxy</u> (A copy of the documents must be and correct)</p> <ul style="list-style-type: none"> ■ A completed of Proxy Form signed by the grantor and the proxy; ■ A copy of identification card of shareholders or passport (In case of foreigner) of grantor; ■ Personal I.D., driving license, or passport (In case of foreigner) of proxy. 	

Attendees	Required Documents
2. Juristic person	<ul style="list-style-type: none"> ■ Registration Form
<p>2.1 Juristic entity incorporated in the Kingdom</p> <p><u>Remark:</u> A copy of documents must be certified true by authorized director with Company seal.</p>	<ul style="list-style-type: none"> ■ A copy of Company Certificate issued no more than 90 days ago by the Department of Business Development, Ministry of Commerce; ■ Identification card or passport (In case of foreigner) of the authorized director in the Company Certificate; ■ A completed of Proxy Form signed by the grantor and the proxy; ■ Identification card or passport (In case of foreigner) of proxy.
<p>2.2 Juristic entity incorporated in a foreign country</p> <p><u>Remark:</u> A copy of documents must be certified true by authorized director with Company seal. If the document is produced overseas, the signature should be notarized by the certifying officer.</p>	<ul style="list-style-type: none"> ■ A copy of Company Certificate; ■ Identification card or passport (In case of foreigner) of the authorized director in the Company Certificate; ■ A completed of Proxy Form signed by the grantor and the proxy; ■ Identification card or passport (In case of foreigner) of proxy.

Attendees	Required Documents
<u>Attendance by Proxy</u> (A copy of the documents must be certified true and correct) <ul style="list-style-type: none"> ■ A completed of Proxy Form signed by the grantor and the proxy; ■ A copy of Company Certificate signed and certified by the authorized person of the juristic person of the grantor; ■ A copy of personal I.D., or identification card of government officer, or driving license of proxy 	

● **Registration and Proxy**

Meeting Registration

- The Company will open for registration via electronic device with the “IR PLUS AGM” application from April 6, 2023 onwards;
- The Company will open for login to attend the meeting via electronic device on April 20, 2023 from 12:00 PM onwards.

Proxy

Shareholders who wish to appoint a proxy can appoint any person as they wish or appoint an independent director as follows:

Names	Age (Years)	Position	Address	Special interest in the proposed agenda
1. Mr. Kittisak Amornchairojkul	62	Independent Director, Chairman of the Board of Directors, Chairman of the Nomination and Remuneration Committee	Turnkey Communication Services Public Company Limited 44/44 Vibhavadi-Rangsit 60 Yake 18-1-2, Talad Bangkhen, Laksi, Bangkok 10210	None
2. Mr. Pichai Chainarongloka	50	Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee		None

Remark: Independent Director is qualified individual and possesses an independency according to the Company's Board of Director Charter established by the Board, and the criteria established by the Securities and Exchange Commission. The information, qualifications and profiles of independent directors can be considered in Attachment 1 of the Annual Report 2021 (Form 56-1 One Report 2021).

- Procedure for voting and counting method

1. Each shareholder shall have one vote for every share held;
2. Shareholder shall make only one vote for approve, disapprove or abstain;
3. Voting on each agenda item (Except for Agenda 5 regarding the appointment of directors), the shareholders who vote to disapprove or abstain would be requested to cast their vote through the electronic meeting application for further vote counting. For the shareholders who voted to approve do not required to cast their votes;
4. In counting the votes, the Company will deduct the disapprove, abstain and void from the total votes of the shareholders who attended the meeting and were entitled to vote;
5. On Agenda 5, regarding the appointment of directors, the shareholders would be requested to cast their vote through the electronic meeting, whether approve, disapprove, or abstain for further vote counting. For the shareholders who do not vote through the electronic meeting application will be deemed to have abstained;
6. Before voting on each agenda item, the Chairman of the meeting will give shareholders an opportunity to inquire and comment on issues related to that agenda as appropriate by asking shareholders to press a button, then type a question in the text box, and please wait for a response from the admin staff to turn on the camera and mic for further inquiries or comments. Before inquiring or commenting, the shareholders are kindly requested to inform their names and surnames every time.
7. The resolution of the meeting will be based on a majority vote of the shareholders who attend the meeting and cast their votes (Except for Agenda 6, To consider and approve the directors' remuneration for the year 2023, which must be approved by two-thirds voting of the shareholders attending the meeting and cast their votes, and Except for Agenda 8, To consider and approve the amendment of the Company's Article of Association No. 49 regarding the Company's, which must be approved by three-fourths voting of shareholders attending the meeting and cast their votes.)
8. The proxy must vote only as specified by the grantor in the proxy form. Voting of proxy in any agenda that is not specified herein shall be considered as invalid and not voting as shareholder. If the grantor does not specify his/her intention to vote in any agenda in the proxy form or does not specify it clearly, the proxy shall be authorized to consider the matter and vote on shareholders behalf as deems it appropriate, Except for Agenda 5, an independent director who is a proxy and has a special interest in this agenda will abstain from voting.
9. The chairman of the meeting will inform the meeting of the voting results when the vote counting of that agenda is complete.

Attachment 6

Procedures for attending the 2022 Annual General Meeting of Shareholders



Processes of shareholder / proxy holder self-identification through the application IR PLUS AGM



On the date of meeting, all shareholders are encouraged to access to the Application IR PLUS AGM, and insert Pincode for registration with attending to the meeting.



The Application IR PLUS AGM,
iOS system,
Version 14.5 upwards



The Application IR PLUS AGM,
ANDROID system,
Version 8 upward



The Manual for
Using Application IR PLUS AGM



Meeting on web App
"webagm.irplus.in.th"

For your future
information
please add id line

@irplusagm



Scan QR Code

Call Center : 02-022-6200 ext.2

Attachment 7

Profiles of Independent Director nominated for proxy appointment

Name-Surname Mr. Kittisak Amornchairojkul

Age 62 Years

Position in the Company

Chairman of the Board of Directors, Independent Director

Education Record

- Master of Business Administration, Thammasat University
- Bachelor of Accounting, Rajamangala University of Technology



IOD Training

- Corporate Governance for Capital Market Intermediaries (CGI) 2016
- Role of the Chairman Program (RCP) 2008
- Director Accreditation Program (DAP) 2004

Date of appointment August 7, 2014

Number of years in Director position 8 Years 9 Month

Meeting Attendance 2022

- Board of Directors Committee 7/7 meetings
- Nomination and Remuneration Committee 2/2 meetings

TKC shareholding (As of December 31, 2022)

- Self None
- Spouse/Underage None

Director/Executive positions in other companies

- Other listed companies

None

- Non-Listed companies

Independent Director - PAI. International Company Limited

- Businesses that may cause conflicts of interest

None

- Criminal record in the past 10 years

None

Brief work experience (5 years in the past)

2014 - Present	Chairman of the Board of Directors – Turnkey Communication Services Public Company Limited
2021 – 2022	Advisor to Chief Executive Officer, CGS-CIMB Securities (Thailand) Company Limited
2017 – 2021	Director and Deputy Managing Director - CGS-CIMB Securities (Thailand) Company Limited
2009 – 2018	Deputy Managing Director - CGS-CIMB Securities (Thailand) Company Limited
2008 - Present	Independent Director – PAI. International Company Limited

Name-Surname Mr. Pichai Chainarongloka

Age 50 Years

Position in the Company

Chairman of the Risk Management Committee, Chairman of the Audit Committee, Member of the Nomination and Remuneration Committee, Independent Director

Education Record

- Master of Economics (Research), University of North Texas, USA
- Master of Real Estate Business, Thammasat University
- Bachelor of Economics, Thammasat University



Date of appointment February 24, 2014

Number of years in Director position 9 Years 2 Month

IOD Training

- Financial Statements for Directors (FSD) 2015
- Director Certification Program (DCP) 2014
- Director Accreditation Program (DAP) 2014

Meeting Attendance 2022

- Board of Director Committee 7/7 meetings
- Audit Committee 5/5 meetings
- Risk Management Committee 4/4 meetings
- Nomination and Remuneration Committee 2/2 meetings

TKC shareholding (As of December 31, 2022)

- Self None
- Spouse/Underage None

Director/Executive positions in other companies

- Other listed companies

Chief of Financial and Accounting Officer
DIMET (Siam) Public Company Limited

- Non-Listed companies

None

- Businesses that may cause conflicts of interest

None

- Criminal record in the past 10 years

None

Brief work experience (5 years in the past)

2014-Present Chairman of the Risk Management Committee, Chairman of the Audit Committee, Member of the Nomination and Remuneration Committee, Independent Director – Turnkey Communication Services Public Company Limited

2022-Present Chief of Financial and Accounting Officer - DIMET (Siam) Public Company Limited

2019-2021 Chief of Reit Management Officer - Innotech Asset Management Company Limited

2016-2019 Deputy of Director – U City Public Company Limited

2015 Director of Asset Management - TICON Management Company Limited

2011-2014 Real Estate Fund Manager - CIMB-Principal Asset Management Company Limited

Attachment 8

Proxy Form A., B., and C.

Attachment No. 8.1, 8.2 and 8.3

Is

Proxy

Attachment No. 8.1	Proxy Form A.	A general proxy form which is simple and uncomplicated.
Attachment No. 8.2	Proxy Form B	A form prescribed matters for which the power is to be granted in full detail.
Attachment No. 8.3	Proxy Form C	A form for foreign shareholder appointing Custodian in Thailand



Proxy Form A.

Attachment 8.1

Made at

Date Month Year

(1) I Nationality

Resident at No. Road Sub district

District Province Postal Code

(2) As a shareholder of **Turnkey Communication Services Public Company Limited**

Holding the total amount of shares, equal to voting right votes vote are as follows;

Common Share shares, equal to voting right votes votes

Preferred Share shares, equal to voting right votes votes

(3) Hereby appoint

(1) Age Years

Resident at No. Road Sub district

District Province Postal Code or

☐ (2) Mr. Kittisak Amornchairojkul Independent Director Age 62 Years or☐ (3) Mr. Pichai Chainarongloka Independent Director Age 50 Years

As my proxy to attend and vote in the Annual General Meeting of Shareholders for the year 2023 which will be held on April 20, 2023 at 2.00 p.m. via electronic device (E-AGM) or at any adjournment thereof to any other date, time and venue.

Any acts undertaken by the Proxy at such meeting shall be deemed as my act (s) in every respect.

Signature Grantor

(.....)

Signature Proxy

(.....)

Signature Proxy

(.....)

Signature Proxy

(.....)

Remark: A shareholder appointing a proxy must authorize only to attend the meeting and cast the vote on its behalf and all votes of a shareholder may not be split for more than one proxy.



Proxy Form B.

Attachment 8.2

Made at

Day Month Year

(1) I Nationality

Resident at No. Road Sub district

District Province Postal Code

(2) As a shareholder of Turnkey Communication Services Public Company Limited

Holding the total amount of shares, equal to voting right votes vote are as follows;

Common Share shares, equal to voting right votes votes

Preferred Share shares, equal to voting right votes votes

(3) Hereby appoint

(1) Age Years

Resident at No. Road Sub district

District Province Postal Code or

☐ (2) Mr. Kittisak Amornchairojkul Independent Director Age 62 Years or☐ (3) Mr. Pichai Chainarongloka Independent Director Age 50 Years

As my proxy to attend and vote in the Annual General Meeting of Shareholders for the year 2023 which will be held on April 20, 2023 at 2.00 p.m. via electronic device (E-AGM) or at any adjournment thereof to any other date, time and venue.

(4) I hereby appoint the Proxy to vote on my behalf in this meeting as are follows;

☐ Agenda 1 To consider and certify the Minutes of Annual General Meeting of Shareholders

No. 1/2022 held on April 28, 2022

☐ (a) The Proxy is entitled to cast the votes on my behalf at its own direction.☐ (b) The Proxy must cast the votes in accordance with my following instruction;☐ Approve☐ Disapprove☐ Abstain☐ Agenda 2 To acknowledge the Company's operating results report for the year 2022

This agenda item is for acknowledgement, therefore there is no vote casting.

☐ **Agenda 3 To consider and approve the Company's financial statements for the year ended December 31, 2022**

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

☐ **Agenda 4 To consider and approve the allocation of net profit and dividend payment for the year 2022**

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

☐ **Agenda 5 To consider and appoint directors to succeed those completing their terms**

- ☐ (a) The Proxy is entitled to cast the votes on my behalf at its own direction.
- ☐ (b) The Proxy must cast the votes in accordance with my following instruction;
- ☐ The appointment of all directors
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ The appointment of each director
- Director's Name ..1. Mr.Wiwat Wetthayanukool.....
- ☐ Approve ☐ Disapprove ☐ Abstain
- Director's Name ..2. Mr. Sithidej Mayalarp.....
- ☐ Approve ☐ Disapprove ☐ Abstain
- Director's Name ..3. Miss Kulnada Oranraktham.....
- ☐ Approve ☐ Disapprove ☐ Abstain

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

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

☐ **Agenda 7 To consider and approve the appointment of auditors and fix the audit fee for the year 2023**

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

☐ Agenda 8 To consider other matter (if any)☐ (a) The Proxy is entitled to cast the votes on my behalf at its own direction.☐ (b) The Proxy must cast the votes in accordance with my following instruction;☐ Approve☐ Disapprove☐ Abstain

(5) Voting of proxy in any agenda that is not as specified herein shall be considered as invalid and not my voting as a shareholder.

(6) If I do not specify or clearly specify my 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 authorize to consider the matter and vote on my behalf as the Proxy deems appropriate.

Any acts undertaken by the Proxy at such meeting shall be deemed as my act (s) in every respect.

Signature Grantor
(.....)

Signature..... Proxy
(.....)

Signature..... Proxy
(.....)

Signature..... Proxy
(.....)

Remark:

- (1) A shareholder appointing a proxy must authorize only to attend the meeting and cast the vote on its behalf and all votes of a shareholder may not be split for more than one proxy.
- (2) In respect of the agenda as to the appointment and election of the directors, either the whole set of the directors or only certain member may be vote for.
- (3) In the event that there is any further agenda apart from specified above brought into consideration in the meeting, the proxy may use the Annex to the Form of Proxy (From B)

Annex to the Form of Proxy (Form B.)

Grant of proxy as a shareholder of Turnkey Communication Services Public Company Limited

At the Annual General Meeting of Shareholders for the year 2022 which will be held on April 28, 2022 at 10.00 hours, via electronic device (E-AGM) or at any adjournment thereof to any other date, time and venue.

☐ Agenda ... Subject:

☐ (a) The Proxy shall vote independently as to his/her consideration

☐ (b) The Proxy shall vote according to the shareholder's requirement are as follows;

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda ... Subject:

☐ (a) The Proxy shall vote independently as to his/her consideration

☐ (b) The Proxy shall vote according to the shareholder's requirement are as follows;

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda ... Subject:

☐ (a) The Proxy shall vote independently as to his/her consideration

☐ (b) The Proxy shall vote according to the shareholder's requirement are as follows;

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda ... Subject:

☐ (a) The Proxy shall vote independently as to his/her consideration

☐ (b) The Proxy shall vote according to the shareholder's requirement are as follows;

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda ... Subject: To approve the appointment of directors (Cont.)

Director's Name

☐ Approve

☐ Disapprove

☐ Abstain

Director's Name

☐ Approve

☐ Disapprove

☐ Abstain

Director's Name

☐ Approve

☐ Disapprove

☐ Abstain

Director's Name

☐ Approve

☐ Disapprove

☐ Abstain

Director's Name

☐ Approve

☐ Disapprove

☐ Abstain



Proxy Form C.

Attachment 8.3

(A form for foreign shareholder appointing Custodian in Thailand)

Made at

Day Month Year

(1) I Nationality

Resident at No. Road Sub district

District Province Postal Code

Acting as the custodian for

As a shareholder of **Turnkey Communication Services Public Company Limited**

Holding the total amount of shares, equal to voting right votes vote are as follows;

Common Share shares, equal to voting right votes votes

Preferred Share shares, equal to voting right votes votes

(2) Hereby appoint

(1) Age Years

Resident at No. Road Sub district

District Province Postal Code or

☐ (2) Mr. Kittisak Amornchairojkul Independent Director Age 62 Years or☐ (3) Mr. Pichai Chainarongloka Independent Director Age 50 Years

As my proxy to attend and vote in the Annual General Meeting of Shareholders for the year 2023 which will be held on April 20, 2023 at 2.00p.m. via electronic device (E-AGM) or at any adjournment thereof to any other date, time and venue.

(3) I hereby appoint the Proxy to attend and vote in this meeting as follows:

☐ Authorize the total number of shares held and entitled to vote.☐ Part of the proxy is☐ Common Share shares, equal to voting right votes votes☐ Preferred Share shares, equal to voting right votes votes

All voting rights votes

(4) I hereby appoint the Proxy to vote on my behalf in this meeting as are follows;

☐ Agenda 1 To consider and certify the Minutes of Annual General Meeting of Shareholders No. 1/2022 held on April 28, 2021/

☐ (a) The Proxy is entitled to cast the votes on my behalf at its own direction.☐ (b) The Proxy must cast the votes in accordance with my following instruction;☐ Approve☐ Disapprove☐ Abstain

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

This agenda item is for acknowledgement, therefore there is no vote casting

☐ **Agenda 3 To consider and approve the Company's financial statements for the year ended December 31, 2022**

☐ (a) The Proxy is entitled to cast the votes on my behalf at its own direction.

☐ (b) The Proxy must cast the votes in accordance with my following instruction;

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda 4 To consider and approve the allocation of net profit and dividend payment for the year 2023**

☐ (a) The Proxy is entitled to cast the votes on my behalf at its own direction.

☐ (b) The Proxy must cast the votes in accordance with my following instruction;

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda 5 To consider and appoint directors to succeed those completing their terms**

☐ (a) The Proxy is entitled to cast the votes on my behalf at its own direction.

☐ (b) The Proxy must cast the votes in accordance with my following instruction;

☐ The appointment of all directors

☐ Approve ☐ Disapprove ☐ Abstain

☐ The appointment of each director

Director's Name ..1. Mr.Wiwat Wetthayanukool.....

☐ Approve ☐ Disapprove ☐ Abstain

Director's Name ..2. Mr. Sithidej Mayalarp.....

☐ Approve ☐ Disapprove ☐ Abstain

Director's Name ..3. Miss Kulnada Oranraktham.....

☐ Approve ☐ Disapprove ☐ Abstain

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

☐ (a) The Proxy is entitled to cast the votes on my behalf at its own direction.

☐ (b) The Proxy must cast the votes in accordance with my following instruction;

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda 7 To consider and approve the appointment of auditors and fix the audit fee for the year 2023**

☐ (a) The Proxy is entitled to cast the votes on my behalf at its own direction.

☐ (b) The Proxy must cast the votes in accordance with my following instruction;

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda 8 To consider other matter (if any)**☐ (a) The Proxy is entitled to cast the votes on my behalf at its own direction.☐ (b) The Proxy must cast the votes in accordance with my following instruction;☐ Approve☐ Disapprove☐ Abstain

(5) Voting of proxy in any agenda that is not as specified herein shall be considered as invalid and not my voting as a shareholder.

(6) If I do not specify or clearly specify my 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 authorize to consider the matter and vote on my behalf as the Proxy deems appropriate.

Any acts undertaken by the Proxy at such meeting shall be deemed as my act (s) in every respect.

Signature Grantor

(.....)

Signature Proxy

(.....)

Signature Proxy

(.....)

Signature Proxy

(.....)

Remark:

(1) Proxy Form B. is for foreign shareholder appointing Custodian in Thailand

(2) Evidence must be attached to the Proxy Form B. are as follows:

(1) Power of Attorney from the shareholders for the Custodian to sign the proxy form on his behalf.

(2) A letter confirming that the person signing the Proxy Form is authorized to undertake custodian business.

(3) A shareholder appointing a proxy must authorize only to attend the meeting and cast the vote on its behalf and all votes of a shareholder may not be split for more than one proxy.

(4) In respect of the agenda as to the appointment and election of the directors, either the whole set of the directors or only certain member may be vote for.

(5) In the event that there is any further agenda apart from specified above brought into consideration in the meeting, the proxy may use the Annex to the Form of Proxy (From B)

Annex to the Form of Proxy (Form C.)

Grant of proxy as a shareholder of Turnkey Communication Services Public Company Limited

At the Annual General Meeting of Shareholders for the year 2022 which will be held on April 28, 2022
at 10.00 hours, via electronic device (E-AGM) or at any adjournment thereof to any other date, time and venue.

☐ Agenda ... Subject:

☐ (a) The Proxy shall vote independently as to his/her consideration

☐ (b) The Proxy shall vote according to the shareholder's requirement are as follows;

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda ... Subject:

☐ (a) The Proxy shall vote independently as to his/her consideration

☐ (b) The Proxy shall vote according to the shareholder's requirement are as follows;

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda ... Subject:

☐ (a) The Proxy shall vote independently as to his/her consideration

☐ (b) The Proxy shall vote according to the shareholder's requirement are as follows;

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda ... Subject:

☐ (a) The Proxy shall vote independently as to his/her consideration

☐ (b) The Proxy shall vote according to the shareholder's requirement are as follows;

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda ... Subject: To approve the appointment of directors (Cont.)

Director's Name

☐ Approve

☐ Disapprove

☐ Abstain

Director's Name

☐ Approve

☐ Disapprove

☐ Abstain

Director's Name

☐ Approve

☐ Disapprove

☐ Abstain

Director's Name

☐ Approve

☐ Disapprove

☐ Abstain

Director's Name

☐ Approve

☐ Disapprove

☐ Abstain

The background features a series of overlapping, semi-transparent blue geometric shapes, primarily triangles and polygons, creating a complex, layered effect. Scattered throughout the white background are numerous small, solid blue dots of varying sizes. The overall aesthetic is modern and technological.

TKC