



Minutes of the Annual General Meeting of Shareholders No. 1/2023

Turnkey Communication Services Public Company Limited

Thursday; April 20, 2023

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. Khemchart | Nantasaguanthai | 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. | Ms. 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. | Ms. 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.	Mr.Pananan	Muanjit	Digital Services Department Director
5.	Mrs.Jiraporn	Sirirungnapawilai	Accounting Department Director
6.	Ms.Kleenat	Pinitphol	Company Secretary
7.	Mr.Pisit	Thangtanagul	PricewaterhouseCoopers ABAS Ltd.
8.	Mr.Sorawit	Saengkiattiyuth	PricewaterhouseCoopers ABAS Ltd.
9.	Ms.Supatra	Kerinsaguna	Kudan and Partner Company Limited

Ms. Sornwanee Phomsen, moderator of the meeting welcomed all shareholders and attendees to the 2023 Annual General Meeting of Shareholders of Turnkey Communication Services Public Company Limited. By informing the meeting attendance regulations of all attendees for acknowledgment and clarifying that on the record date for determining the names of shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders or the Record Date on March 8, 2023. Then invited Mr.Kittisak Amornchairojkul (Chairman of the Board of Directors, Independent Director, Chairman of the Nomination and Remuneration Committee) acted as the Chairman of the meeting ("the Chairman"), and opened the meeting. The Chairman informed that the Company has a total of 3,494 shareholders for this meeting. There were a total of 41 shareholders attending the meeting, 20 attending in person via the electronic system, and 21 proxies, totaling shares 197,447,963 shares, representing 65.81% 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. 1/2023 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 allowed the shareholders to inquire and comment on relevant matters by requesting the name-surname and status before inquiring or commenting. There were no neither inquiries nor 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	197,447,963	votes	equivalent to	100.0000
Disapprove	0	vote	equivalent to	0.0000
Voided Ballot	0	vote	equivalent to	0.0000
Total	197,447,963	votes	equivalent to	100.0000
Abstain	0	vote	equivalent to	-
<u>All</u>	<u>197,447,963</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 Mr.Sayam Tiewtranon CEO to inform the meeting to acknowledge the Company's operating results report for the year 2022 as below:

The Company or "TKC" is determined to be one of the leaders in digital solutions covering telecommunication and ICT fields. To become a leader in providing engineering services in the



field of information technology and telecommunications. Set priority to personnel development to catch up with technology and continuously improve quality. Build a good relationship with partners.

The Company aims to expand its Smart Solution business which includes Smart Airport, Smart Factories, Smart Farming, Smart Logistics, Autonomous Solutions, Cyber Security, Cloud, IOT and Big Data.

For the year 2022, the company has expanded its core business in the field of EduTech and Green Solution in order to expand its customer base. Increase more revenue by setting the company's revenue target in 2023 at 3,300 million baht, divided into 75% Core Business and 25% New Business.

The Chairman allowed the shareholders to inquire or comment on relevant matters by requesting the name-surname and status before inquiring or commenting. There were no neither inquiries nor comments. The Chairman requested the meeting to acknowledge, therefore there is no vote casting.

Resolution: The meeting has 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 Ms. Radakan Meetam CFO to inform the meeting resolved to approve the Company's financial statements for the year ended December 31, 2022, The Company's financial statements for the year ended December 31, 2022, were certified by a Certified Public Accountant and considered by the Audit Committee and the Board of Directors with a majority vote of the shareholders who attended the meeting and cast their votes are as follows:

unit : mil.Baht

	Consolidated Financial Statements		Increase/Decrease	
	December 31, 2022	December 31, 2021	Amount	Percentage
Current Assets	2,077	1,003	1,074	107
Non-Current Assets	549	450	99	22
Total Assets	2,626	1,453	1,173	81



unit : mil.Baht

	Consolidated Financial Statements		Increase/Decrease	
	December 31, 2022	December 31, 2021	Amount	Percentage
Current Liabilities	666	954	(288)	(30)
Non-Current Liabilities	109	132	(23)	(17)
Total Liabilities	775	1,086	(311)	(29)
Total Shareholders' Equity	1,851	367	1,484	404

unit : mil.Baht

	Consolidated Financial Statements		Increase/Decrease	
	December 31, 2022	December 31, 2021	Amount	Percentage
Total Revenues	2,462	2,198	264	12
Total Expenditures	2,221	1,997	224	11
Net Profit	241	201	40	20
Earnings per Shares	0.82	0.95	(0.13)	(16)

The Chairman allowed the shareholders to inquire and comment on relevant matters by requesting the name-surname and status before inquiring or commenting. There were no neither inquiries nor comments. The Chairman requested the meeting to consider and approve the Company's financial statements for the year ended December 31, 2022, 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	197,447,963	votes	equivalent to	100.0000
Disapprove	0	vote	equivalent to	0.0000
Voided Ballot	0	vote	equivalent to	0.0000
Total	197,447,963	votes	equivalent to	100.0000
Abstain	0	vote	equivalent to	-
<u>All</u>	<u>197,447,963</u>	<u>votes</u>	<u>equivalent to</u>	<u>100.0000</u>



Agenda 4

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

The Chairman assigned Ms.Radakan Meetam CFO to inform the meeting of the allocation of net profit and dividend payment for the year 2022 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 is 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

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 it 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 2022 at the rate of 0.60 Baht per share. In 2022, the Company paid an interim dividend of 0.20 Baht per share, amounting to 60,000,000 Baht on May 24, 2022.

The Company has determined the list of shareholders with rights to receive the dividend (Record Date) on April 28, 2023, and the dividend payment date on May 19, 2023. The right to receive the dividend is uncertain until approved by the 2023 Annual General Meeting of Shareholders.

The Chairman allowed the shareholders to inquire and comment on relevant matters by requesting the name-surname and status before inquiring or commenting. There were no neither inquiries nor comments. The Chairman requested the meeting to consider and approve the allocation of net profit and dividend payments for the year 2022.

Resolution: The meeting resolved to approve the dividend for the year 2022 will be paid at the rate of 0.40 Baht per share as the list of shareholders entitled to receive the dividend (Record Date) on April 28, 2023, and the dividend payment scheduled on May 19, 2023, with a majority vote of the shareholders who attended the meeting and cast their votes are as follows:

Approve	197,447,963	votes	equivalent to	100.0000
Disapprove	0	vote	equivalent to	0.0000
Voided Ballot	0	vote	equivalent to	0.0000
Total	197,447,963	votes	equivalent to	100.0000
Abstain	0	vote	equivalent to	-
<u>All</u>	<u>197,447,963</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 assigned Mr.Phichai Chainarongloka informed the meeting to consider and appoint directors to succeed those completing their terms as follows:

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:

1. Mr. WiWat Wetthayanukool Independent Director and
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. 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 allowed the shareholders to inquire and comment on relevant matters by requesting the name-surname and status before inquiring or commenting. There were no neither inquiries nor 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 as follows:

1. Mr. WiWat Wetthayanukool

Independent Director, Chairman of the Audit Committee

Approve	197,447,863	votes	equivalent to	99.9999
Disapprove	100	vote	equivalent to	0.0001
Voided Ballot	0	vote	equivalent to	0.0000
Total	197,447,963	votes	equivalent to	100.0000
Abstain	0	vote	equivalent to	-
<u>All</u>	<u>197,447,963</u>	<u>votes</u>	<u>equivalent to</u>	<u>100.0000</u>



2. Mr. Sithidej Mayalarp

Director

Approve	197,447,963	votes	equivalent to	100.0000
Disapprove	0	vote	equivalent to	0.0000
Voided Ballot	0	vote	equivalent to	0.0000
Total	197,447,963	votes	equivalent to	100.0000
Abstain	0	vote	equivalent to	-
<u>All</u>	<u>197,447,963</u>	<u>votes</u>	<u>equivalent to</u>	<u>100.0000</u>

3. Ms. Kulnada Oranraktham

Director

Approve	197,447,963	votes	equivalent to	100.0000
Disapprove	0	vote	equivalent to	0.0000
Voided Ballot	0	vote	equivalent to	0.0000
Total	197,447,963	votes	equivalent to	100.0000
Abstain	0	vote	equivalent to	-
<u>All</u>	<u>197,447,963</u>	<u>votes</u>	<u>equivalent to</u>	<u>100.0000</u>

Agenda 6

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

The Chairman assigned Mr. Pichai Chainarongloka to inform the meeting to consider and approve the directors' remuneration for the year 2023. 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 2023 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 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 form of salaries will not receive the directors' remuneration according to the above schedule.

The Chairman allowed the shareholders to inquire and comment on relevant matters by requesting the name-surname and status before inquiring or commenting. There were no neither inquiries nor comments. The Chairman requested the meeting to consider and approve the directors' remuneration for the year 2023.

Resolution: The meeting resolved to approve the directors' remuneration for the year 2023 at the same rate as the year 2022, with three-fourths voting of shareholders who attended the meeting and cast their votes as follows:

Approve	197,447,963	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>197,447,963</u>	<u>votes</u>	<u>equivalent to</u>	<u>100.0000</u>



Agenda 7

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

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 2023

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 consider and appoint the auditors from PricewaterhouseCoopers ABAS Ltd. as the Company's auditor as well as the subsidiaries' auditor for the year 2023 with the following names:

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

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, at the same rate as the year 2022, 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:

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 Chairman allowed the shareholders to inquire and comment on relevant matters by requesting the name-surname and status before inquiring or commenting. There were no neither inquiries nor comments. The Chairman requested the meeting to consider and approve the appointment of auditors and fix the audit fee for the year 2023.



Resolution: The meeting resolved to approve the appointment of auditors from PricewaterhouseCoopers ABAS Ltd. as the Company's auditor for the year 2023 and fixed the audit fee in the amount 3,600,000 Baht per year, at the same rate as the year 2022, with the following names:

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

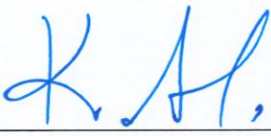
With majority vote of the shareholders who attended the meeting and cast their votes are as follows:


Approve	197,447,963	votes	equivalent to	100.0000
Disapprove	0	vote	equivalent to	0.0000
Voided Ballot	0	vote	equivalent to	0.0000
Total	197,447,963	votes	equivalent to	100.0000
Abstain	0	vote	equivalent to	-
<u>All</u>	<u>197,447,963</u>	<u>votes</u>	<u>equivalent to</u>	<u>100.0000</u>

Agenda 8 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 3.30 p.m.

Sign  Chairman of the Meeting
(Mr. Kittisak Amornchairojkul)
Chairman of the Board of Directors

Sign  Meeting Secretary
(Ms. Kleenat Pinitphol)
Company Secretary