

# TKC

TURNKEY COMMUNICATION SERVICES  
PUBLIC COMPANY LIMITED

## Invitation to the 2024

Annual General Meeting of Shareholders

Turnkey Communication Services Pub Co., Ltd.



By Teleconference  
using Electronic  
Devices (e-AGM)

**Friday, April 19, 2024  
at 2:00 p.m.**

By broadcasting live from the meeting room 4<sup>th</sup> floor of  
Turnkey Communication Services Pub Co., Ltd.

## Privacy Notice for the 2024 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 e-mail 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 the case of the proxy, the Company is required to request 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 proceed as necessary in accordance with the expressly stated objectives. The Company may also collect personal data obtained from other sources, such as the 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 2024 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 outlined 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 access and receive 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 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](mailto:Info@tkc-services.com)

April 4, 2024

- Agenda: Notice of the 2024 Annual General Meeting of Shareholders
- To: Shareholders
- Attached:
1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on October 9, 2023 (For Consideration of Agenda 1);
  2. Annual Report 2023 (Form 56-1 One Report 2023) with the financial statement for the year ended December 31, 2023, 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. Details of New Directors for the Appointment (For Consideration of Agenda 6);
  5. The Company's Articles of Association Concerning Shareholders' Meeting;
  6. Guideline for the 2024 Annual General Meeting of Shareholders;
    - The required documents for attending the shareholder's meeting
    - Registration and Proxy
    - Procedure for voting and counting method
  7. Procedures for attending the 2024 Annual General Meeting of Shareholders;
  8. Profiles of Independent Director nominated for proxy appointment;
  9. Proxy Forms A, B, and C.

The Board of Director meeting of Turnkey Communication Services Public Company Limited No. 1/2024 held on February 23, 2024, has resolved to hold the 2024 Annual General Meeting of Shareholders on Friday, April 19, 2024, at 2:00 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 Extraordinary General Meeting of Shareholders No. 1/2023 held on October 9, 2023**

**Fact and Rationale:** The Extraordinary General Meeting of Shareholders No. 1/2023 was held on October 9, 2023. The Company has prepared the minutes of the meeting as required by law. (*Attachment 1*)

**The Board's opinion:** It deemed appropriate to propose the shareholders' meeting to consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023

**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 2023**

**Fact and Rationale:** The Company has summarized the operating results and significant changes occurring in the year 2023 as disclosed in the Annual Report 2023 (Form 56-1 One Report 2023) (*Attachment 2*), which can be summarized as follows:

(Unit: MB)

Operating Results	2023		2022	
	Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements
Revenues from sales of goods, information engineering and services	3,858.22	3,733.62	2,459.45	2,313.82
Profit for the year	250.43	246.32	241.00	252.31
Earnings Per Share	0.80	0.79	0.82	0.85

**The Board's opinion:** It deemed appropriate to propose the shareholders' meeting to acknowledge the Company's operating results report for the year 2023

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

**Agenda 3: To consider and approve the Company's financial statements for the year ended December 31, 2023**

**Fact and Rationale:** According to Section 112 of the Public Company Limited Act BE. 2535 (1992), the Board of Directors has prepared the Company's financial statements for the year ended December 31, 2023, 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, 2023**

(Unit: MB)

Financial Position	Consolidated Financial Statements	Separate Financial Statements
Total Assets	5,235.58	5,227.37
Total Liabilities	1,310.41	1,303.77
Shareholder's Equity	3,925.17	3,923.60

**Statement of comprehensive income for the year ended December 31, 2023**

(Unit : MB)

Operating Results	Consolidated Financial Statements	Separate Financial Statements
Revenues from sales of goods, information engineering and services	3,858.22	3,733.62
Total comprehensive income for the year	249.32	242.85

**The Board's opinion:** It deemed appropriate to propose the shareholders' meeting to consider and approve the Company's financial statements for the year ended December 31, 2023, 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.

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

**Fact and Rationale:** According to Public Limited Companies Act B.E. 2535 (1992) (including any amendment), limited companies must appropriate a portion of the profit as a reserve fund at no less than 5 percent of the annual net profit, until this reserve fund is no less than 10 percent of the registered fund. At present, the Company's reserve fund amounts to THB 30,000,000.00, which is lower than the legal requirement because the Company had increased its registered capital in the year 2023, the registered capital as of December 31, 2023 is THB 400,000,000.00. In this regard, the management of the Company had resolved to propose the Meeting consider approving the allocation of net profits to be the additional legal reserve in the amount of THB 10,000,000.00.

List	As of December 31, 2022	As of December 31, 2023
Registered capital (THB)	300,000,000	400,000,000.00
10% of the registered capital (THB)	30,000,000	40,000,000.00
The Company's legal reserve (THB)	30,000,000	30,000,000.00
To consider additional allocation (THB)		<u>10,000,000.00</u>

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 compared to the previous year are as follows:

Details	2023	2022
Net profit according to the separate financial statements (MB)	246.32	252.31
Annual Dividend (THB/Share)	0.15	0.60 Comprising (1) Annual Dividend 0.40 THB/Share (2) Interim Dividend 0.20 THB/Share
Dividend payment (MB)	60.00	180.00
Dividend payment ratio to net profit (%)	24.36	71.34

**The Board's opinion:** Deemed appropriate to propose the shareholders' meeting to consider and approve the allocation of net profits as legal reserve in the amount of THB 10,000,000.00 and consider and approve the dividend payment for the operating results of the year 2023 at 0.15 THB per share, totaling THB 60,000,000.00. By specifying the date of record for the shareholders entitled to receive the dividend on 29 April 2024, the payment is scheduled for 15 May 2024. Such dividend payments may still be uncertain depending on the approval of the 2024 Annual General Meeting of Shareholders.

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

#### **Agenda 5: To consider and appoint Directors to succeed those completing their terms**

**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 2024, the following three Directors are due to retire by rotation:

1. MR. KITTISAK AMORNCHAIROJKUL
2. MR. SAYAM TIEWTRANON
3. MR. KHEMCHART NANTASAGUANTHAI

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 that 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. The Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders for the year 2024 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 2024 Annual General Meeting of Shareholders, has fully considered and resolved to approve the Nomination and Remuneration Committee's proposal by proposing the shareholder's meeting to re-elect the three retiring Directors namely:

1. MR. KITTISAK AMORNCHAIROJKUL
2. MR. SAYAM TIEWTRANON
3. MR. KHEMCHART NANTASAGUANTHAI

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

**Agenda 6: To consider and approve the increase in the number of Directors and approve the appointment of a new Director**

**Fact and Rationale:** To strengthen the Company's potential from the experience of qualified Directors, the Board of Directors' Meeting of the Company deemed appropriate to propose that the Meeting consider and approve the increase of the number of Directors from 9 persons to 11 persons and the appointment of a new Director, namely MR. SIRIPONG OONTORNPAN and MISS SUREERAT PRACHAYANUKUL, who have qualifications as a Director according to the regulations of the Securities and Exchange Commission (the "SEC Office") and the SET (*Attachment 4*)

**The Board's opinion:** The Board of Directors has considered the suitability and experience of the qualified Directors to enhance and strengthen the Company's potential based on the experiences of the Director and deemed appropriate to propose that the Meeting consider and approve the increase of the number of Directors from 9 persons to 11 persons and the appointment of a new Director, namely MR. SIRIPONG OONTORNPAN and MISS SUREERAT PRACHAYANUKUL as proposed above.

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

**Agenda 7: To consider and approve the Directors' remuneration for the year 2024**

**Fact and Rationale:** According to the Public Company Limited Act BE. 2535 (1992) 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, 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. 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 2024 Annual General Meeting of Shareholders to consider determining Directors' remuneration as follows:

Member	Remuneration (THB)		Meeting Allowance (THB)	
	Monthly basis		Per meeting	
	Y 2023	Y 2024	Y 2023	Y 2024
<b>Board of Directors</b>				
Chairperson	22,000	24,000	16,000	16,000
Director	14,000	15,000	10,000	12,000
<b>Audit Committee</b>				
Chairperson	18,000	22,000	12,000	15,000
Director	15,000	18,000	12,000	12,000
<b>Risk Management Committee</b>				
Chairperson	18,000	18,000	12,000	12,000
Director	15,000	15,000	12,000	12,000
<b>Nomination and Remuneration Committee</b>				
Chairperson	18,000	18,000	12,000	12,000
Director	15,000	15,000	12,000	12,000
<b>Sustainable Development Committee</b>				
Chairperson	-	-	-	12,000
Director	-	-	-	12,000

In this regard, the monthly remuneration for the year 2024 and meeting allowance in aggregate shall not exceed THB 4,000,000.00 per year and such remuneration will be effective from May 1, 2024 onwards. In addition, the Directors, who are the Executive Committee of the Company and receive salary from the Company, shall not be entitled to receive remuneration as per the table above

**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 2024 as proposed above. Effective May 1, 2024 onwards.

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

**Agenda 8: To consider and approve the appointment of auditors and fix the audit fee for the year 2024**

**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 consider and appoint the auditors from PricewaterhouseCoopers ABAS Ltd. as the Company's auditor as well as the subsidiaries' auditor for the year 2024

Names	CPA Registration No.	Auditing Experience with the Company
1. MISS NUNTIKA LIMVIRIYALERS	7358	-
2. MISS TITHINUN VANKEO	9432	-
3. MR. PAIBOON TUNKOOM	4298	-

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 2024 in the amount of 3,650,000.00 THB per year with the following details:

Details (Unit: THB)	2024	2023
Audit Fee	3,650,000.00	3,600,000.00
Other Service Fee	-	-
<b>Total</b>	<b><u>3,650,000.00</u></b>	<b><u>3,600,000.00</u></b>

**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 2024 in the amount of 3,650,000.00 THB per year, with the following auditors:

- |                                |                           |        |
|--------------------------------|---------------------------|--------|
| (1) MISS NUNTIKA LIMVIRIYALERS | CPA Registration No. 7358 | and/or |
| (2) MISS TITHINUN VANKEO       | CPA Registration No. 9432 | and/or |
| (3) MR. PAIBOON TUNKOOM        | CPA Registration No. 4298 |        |

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

**Agenda 9: To consider and approve the amendments of the Company's Articles of Association to comply with the Act Public Company Limited (No. 4) B.E. 2565 (2022)**

**Fact and Rationale:** Since the law on Public Limited Companies has been an additional amendment to the Act Public Company Limited (No. 4) B.E. 2022 on May 21, 2022; The Board of Directors' Meeting of the Company No. 2/2024, held on February 28, 2024, had resolved to convene the 2024 Annual General Meeting of Shareholders to consider to amend the company's regulations to be consistent with the said Act. The details of the amendment are as follows.

Existing Articles of Association	Amended/Addition Version of Articles of Association
<p><b>Article 25.</b> In summoning a Board of Directors' meeting, the Chairperson of the Board or an assigned person shall send a notice of the meeting to the Directors not less than seven (7) days prior to the date of the meeting except in the case of necessity and urgency in order to safeguard the rights or interests of the Company, the notice summoning the meeting may be sent by other means and the date of the meeting may be scheduled sooner.</p>	<p><b>Article 25.</b> In summoning a Board of Directors' meeting, the Chairperson of the Board or an assigned person shall send a notice of the meeting to the Directors not less than <u>three (3) days</u> prior to the date of the meeting except in the case of necessity and urgency in order to safeguard the rights or interests of the Company, the notice summoning the meeting may be sent by <u>electronic means</u> or other means and the date of the meeting may be scheduled sooner.</p> <p><u>In case of reasonable grounds or in order to safeguard the rights or interests of the Company, two (2) or more Directors may jointly request the Chairman of the Board to summon the Board of Directors' meeting, provided that the agenda and reasons to be proposed for consideration at the meeting shall be also mentioned. In such case, the Chairman of the Board shall summon and schedule the date of the meeting within fourteen (14) days from the receipt date of the request.</u></p> <p><u>In the event that the Chairman of the Board fails to proceed under the third paragraph, the requesting Directors may jointly summon and schedule the date of the meeting to consider the requested matters within fourteen (14) days from the completion of the first 14-day period.</u></p> <p><u>To the Chairman or the person assigned by the Chairman of the Board determines the date, time, and place of the Board meeting. The place of the meeting may be determined otherwise. In addition to the area where the Company's headquarters is located or any other locality</u></p> <p><u>In case the Chairman of the Board fails to determine the venue of the meeting, the meeting shall be held at the location of the Company's head office. The Board of Directors' meeting may be held via electronic means, whereby its procedure, methods, criteria, and conditions shall be in compliance with the applicable laws, rules, and regulations.</u></p> <p><u>In summoning a Board of Directors' meeting, the meeting notice may be sent to the Directors by electronic means if the Director has already informed the company or the committee of his/her intention or given consent.</u></p>
<p><b>Article 34.</b> In calling a Shareholders' Meeting, the Board of Directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgment, for approval, or for consideration, as the case may be, including</p>	<p><b>Article 34.</b> In calling a Shareholders' Meeting, the Board of Directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgment, for approval, or for consideration, as the case may be, including the opinion of the</p>

Existing Articles of Association	Amended/Addition Version of Articles of Association
<p>the opinion of the Board of Directors on the said matters, and the said notice shall be distributed to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting. The notice shall be published in a newspaper for not less than three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</p> <p>The meeting invitation letter must be delivered directly to the recipient or the recipient's representative or by registered mail.</p> <p>the Board of Directors shall determine any other place in the Kingdom of Thailand that will be used as a meeting place under paragraph one.</p>	<p>Board of Directors on the said matters, and the said notice shall be distributed to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting. The notice shall be published in a newspaper for not less than three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</p> <p><u>The company may advertise meeting notices via electronic media instead of newspaper advertisements, in accordance with the rules of applicable laws.</u></p> <p><u>The location that will be used for the shareholder meeting may be in the locality where the company's head office is located, or any other place as the committee determines. In case the Shareholders' Meeting is held via electronic means, the location of the Company's head office shall be deemed as the venue of such electronic meetings.</u></p>
<p><b>Article 38.</b> In the shareholder meeting, Shareholders may authorize another person who is of legal age to act as a proxy to attend the meeting and vote on their behalf. The authorization must be made in writing and sign the proxy grantor's name and must be placed with the Chairman or a person designated by the Chairman at the meeting place before entering the meeting, the proxy must be according to the form specified by the Public Company Registrar.</p>	<p><b>Article 38.</b> In the shareholder meeting, Shareholders may authorize another person who is of legal age to act as a proxy to attend the meeting and vote on their behalf. The authorization must be made in writing and sign the proxy grantor's name and must be placed with the Chairman or a person designated by the Chairman at the meeting place before entering the meeting, the proxy must be according to the form specified by the Public Company Registrar.</p> <p><u>The appointment of proxy under paragraph one may be made by electronic means instead, whereby the methods employed shall be secure and credible to prove that such appointment has been duly made by the shareholder giving proxy and in accordance with the rules of applicable laws.</u></p>
<p>-None-</p>	<p><b>Chapter 10</b></p> <p><b>Publication and delivery of documents via electronic means</b></p> <p><u>Article 51 . Notification or publication of any announcements regarding the Company to individuals or the public may be published via electronic means in accordance with the rules of applicable laws.</u></p> <p><u>Article 52. The Company or the Board of Directors may send notices or documents to its Directors, shareholders, or creditors by electronic means if such persons have expressly declared their intention or given consent in writing or by electronic means, which shall be in accordance with the rules of applicable laws.</u></p>

**The Board's opinion:** The Board of Directors has considered and deemed it appropriate to propose that the Meeting consider and approve the amendment of the Company's Articles of Association by discarding the old statement and using the new statement as proposed above which includes proceeding to register the amendment of the authorized Directors as proposed and consider authorizing the Company's Directors and/or persons assigned by the Company's Directors has the power to make amendments to the necessary statements in the documents for the registration of such amendments as instructed or recommendations of the public companies registrar.

**Resolution:** A three-fourths (3/4) vote of shareholders attending the meeting.

**Agenda 10: To consider and approve the amendments of the Company's Objectives and approve the amendments of the Memorandum of Association Clause 3 to be consistent with the amendment of the Company's objectives**

**Fact and Rationale:** For the purposes of the Company's business operations cover the business that the company may expand the scope further in the future, the Board of Directors Meeting No.1/2024 which was held on February 23, 2024, resolved to propose to the Meeting to consider and approve the amendment of the Company's objectives and to approve the amendment of the Memorandum of Association, Clause 3 to be consistent with the amendment of the Company's objectives. The Company's objectives shall be added 1 clause from the original 57 objectives to 58 objectives as follows:

Current Objective	New Objective
Clause (58) -none-	Clause ( 5 8 ) Engages in the business of guaranteeing debts, liabilities, and performance of contracts of other persons. Including providing guarantee services for persons entering the country or traveling abroad according to immigration law, tax law, and other laws.

**The Board's opinion:** The Board of Directors has considered and deemed it appropriate to propose that the Meeting consider and approve the amendment of the Company's objectives by adding 1 clause from the original 57 objectives to 58 objectives and to approve the amendment of the Memorandum of Association, Clause 3 to be consistent with the amendment of the Company's objectives as detailed above.

**Resolution:** A three-fourths (3/4) vote of shareholders attending the meeting.

**Agenda 11: To consider other matters (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 2024 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 2024 Annual General Meeting of Shareholders (Record Date) on March 18, 2024. 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 2023 (Form 56-1 One Report 2023) 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)

Chairperson of the Board of Directors

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

of

Turnkey Communication Services Public Company Limited

**Date, Time, and Venue**

The meeting was held on October 9, 2023, at 2.00 P.M., via electronic device in accordance with the Emergency Decree on Meetings via Electronic Media B.E. 2563 (2020) and relevant laws, by broadcasting at No. 44/44 Vibhavadi-Rangsit Yake 18-1-2, Talad Bangkhen, Laksi, Bangkok. The details of the meeting participants are as follows:

**Directors present at the meeting**

- |      |                               |   |
|------|-------------------------------|---|
| (1)  | Mr. Kittisak Amornchairojkul  | Chairperson of the Board of Directors, Independent Director |
| (2)  | Mr. Sayam Tiewtranon          | Executive Chairperson, Managing Director, Director          |
| (3)  | Mr. Piya Jirapongsa           | Director  |
| (4)  | Ms. Radakarn Meetam           | Director  |
| (5)  | Mr. Sithidej Mayalarp         | Director  |
| (6)  | Ms. Kulnada Oranraktham       | Director  |
| (7)  | Mr. Wiwat Wetthayanukool      | Independent Director, Chairpersonire                        |
| (8)  | of the Audit Committee        |   |
| (9)  | Mr. Pichai Chainarongloka     | Independent Director, Audit Committee                       |
| (10) | Mr. Khemchart Nantasaguanthai | Independent Director, Audit Committee                       |

**Related parties attending the meeting**

- |     |   |   |
|-----|---|---|
| (1) | Mr. Kongkoch Yongsavasdikul                 | Legal Advisor from Kudun and Partners Company Limited                 |
| (2) | Ms. Supatra Kerinsaguna                     | Legal Advisor from Kudun and Partners Company Limited                 |
| (3) | Mr. Chosit Techavanitchayanumat<br>Limited  | Financial advisor from Siam Alpha Capital Company                     |
| (4) | Ms. Rattiporn Leelapanyalert<br>Limited     | Financial advisor from Siam Alpha Capital Company                     |
| (5) | Mr. Phithak Kittiakrasathien                | Independent financial advisor from Silom Advisory<br>Company Limited. |
| (6) | Mr. Tonsakul Prajakjit,<br>Company Limited. | Independent financial advisor from Silom Advisory<br>Company Limited. |

**The meeting commenced at 2.00 P.M.**

Miss Sarawanee Phromsen, acted as the meeting facilitator. (“Moderator”) therefore invited Mr. Kittisak Amornchairotkul, acting as the Chairperson of the meeting (“Chairperson”) in accordance with the regulations of Turnkey Communication Services Public Company Limited (“the Company”), as well as opening the meeting and informing the meeting that, from a total of 300,000,000 shares, there were 17 shareholders attending the meeting in person, 5 by proxy, 11 shareholders attending the online meeting, and 1 by appointing an online proxy, totaling 34. The total number of shares is 199,123,363 shares or 66.3745 percent of the total number of sold shares of the Company. A quorum was formed according to the Company's regulations.

After the Moderator had explained the meeting procedures and voting methods, she invited the Chairperson to open the meeting and took into consideration the meeting agenda in the order described in the invitation to the Extraordinary General Meeting of Shareholders No. 1/2023.

**Agenda 1      To consider and certify the Minutes of the Annual General Meeting of Shareholders  
No. 2023 held on April 20, 2023**

The Chairperson informed the meeting that the Company had prepared a report of the 2023 Annual General Meeting of Shareholders, held on April 20, 2023, and had sent a copy of the said meeting report to the Stock Exchange of Thailand. (“Stock Exchange”) and the Department of Business Development Ministry of Commerce As required by law, the details appear in **Enclosure 1**, which has been sent to all shareholders along with the meeting invitation letter.

The Board of Directors considered and found that the minutes of the 2023 Annual General Meeting of Shareholders, held on April 20, 2023, were recorded correctly in accordance with the resolution of the meeting. Therefore, it was considered appropriate to propose that the meeting of shareholders certify the minutes of the said meeting.

The Moderator requested the Extraordinary General Meeting of Shareholders No. 1/2023 to consider approving the minutes of the 2023 Annual General Meeting of Shareholders, which was held on 20 April 2023.

The Moderator asked the meeting to express their opinion and ask questions relating to this agenda. The details of the shareholder’s question are summarized as follows



### Questions/Opinions/Answers

The Moderator asked the meeting to express their opinion and ask questions relating to this agenda. However, there were no other shareholders who inquired or provided additional opinions, the Moderator then asked the meeting to vote.

### Resolution:

The meeting resolved to certify the Minutes of the Annual General Meeting of Shareholders No. 2023 held on April 20, 2023, with all details as proposed, with the following votes:

Votes	Votes 1 share = 1 vote	Percentage of the total vote of the shareholders who attend the meeting and are entitled to vote
Approved	199,108,364	99.9925
Disapproved	0	0
Abstained	15,000	0.0075
	<b>199,123,364</b>	<b>100</b>

**Remarks:** In this agenda, there was 1 additional shareholder who registered for a total of 35 shareholders attending the meeting in this agenda, the total number of shares was 199,123,364 shares.

The resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and are entitled to vote.

*In consideration of Agenda No. 2 to Agenda No. 4 are related matters and related conditions. If any of those agendas were disapproved by the shareholders, other agendas that are related matters and related conditions will not be further proposed for consideration and those retreated agendas shall be disapproved as well.*

**Agenda 2** To consider and approve the acquisition of shares of Advanced Information Technology Public Company Limited including the execution of the share purchase agreement, and other arrangements, contracts, and documents relating to the acquisition of shares which is regarded as an acquisition of assets of listed companies

Mr. Sayam Tiewtranon informed the meeting that, the Board of Directors Meeting No. 5/2023 of the Company, held on July 24, 2023, has resolved to propose the shareholders' meeting to consider and approve an acquisition of shares in Advanced Information Technology Public Company Limited (“AIT”) including the execution of the share purchase agreement, and other arrangements, contracts and documents relating to the acquisition of shares in AIT with the following details.

The Company will acquire ordinary shares in AIT from the following persons (the “Sellers”) in the total amount of 357,126,471 ordinary shares (representing 24.95% of all issued and paid-up shares in AIT) at a value of THB 6.80 per share, the total purchase price will be THB 2,428,460,002.80 (the “Share Purchase Transaction of AIT”):

- (1) 237,600,000 shares from Sabuy Technology Public Company Limited (“SABUY”) (representing 16.60% of all issued and paid-up shares in AIT) with the total purchase price of not exceeding THB 1,615,680,000.00 The payment shall be made by the issuance and allocation of 64,627,200 newly issued ordinary shares of the Company to SABUY (totaling the value of THB 25.00 per share) by way of Private Placement, as payment in kind instead of cash;
- (2) 8,237,515 shares from Ms. Sasinet Baholyodhin (representing 0.58% of all issued and paid-up shares in AIT) with the purchase price of THB 56,015,102.00. The payment shall be made by cash;
- (3) 34,024,631 shares from Mr. Sina Oontornpan (representing 2.38% of all issued and paid-up shares in AIT) with the purchase price of THB 231,367,490.80. The payment shall be made by cash;
- (4) 32,151,840 shares from Ms. Sinanang Oontornpan (representing 2.25% of all issued and paid-up shares in AIT) with the purchase price of THB 218,632,512.00. The payment shall be made by cash;

- (5) 7,762,485 shares from Mrs. Netnapit Oontornpan (representing 0.54% of all issued and paid-up shares in AIT) with the purchase price of THB 52,784,898.00. The payment shall be made by cash; and
- (6) 37,350,000 shares from Mr. Chookiat Rujanapornpajee (representing 2.61% of all issued and paid-up shares in AIT) with the purchase price of THB 253,980,000.00. The payment shall be made by cash.

On the Board of Directors' meeting date approving the Share Purchase Transaction of AIT, AIT's registered capital is THB 1,547,406,727, and paid-up capital of THB 1,431,373,734 divided into 1,431,373,734 shares at a par value of THB 1.00 per share

Upon comparison between the fair value of AIT at 24.95% of all issued and paid-up shares which approximately equal to THB 2,365.69 million – THB 3,073.57 million or at THB 6.60 – THB 8.56 per share and that of the Company by reference to Discounted Cash Flow Approach as the valuation method which conducted by Siam Alpha Capital Company Limited, which is a financial advisor approved by the Office of the Securities and Exchange Commission (the “SEC Office”), the Board of Directors resolved to propose that the Shareholders' Meeting consider and approve the issuance and allocation of not exceeding 100,000,000 newly issued ordinary shares at a par value of THB 1.00 per share and at the offering value of THB 25.00 representing 25.00% of all issued and paid-up shares of the Company (after the registration of capital increase of the Company and the allocation of shares of such capital increase), as payment in kind for SABUY as part of the acquisition of shares in AIT instead of cash together with the cash payment of THB 812,780,002.80 for the Sellers in No. (2) to (6).

The transaction involving the share allocation to SABUY in consideration of the Share Purchase Transaction of AIT constitutes a private placement of newly issued ordinary shares, whereby the Shareholders' Meeting shall have resolved to specifically determine the offering price at THB 25.00 per share, which is not lower than 90% of the market price of the Company's shares in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Permission for Listed Companies to Offer Newly Issued Shares to Specific Investors dated December 28, 2022 (the “**Notification No. TorJor. 28/2565**”). In this regard, the “market price” refers to the weighted average price of the Company's shares listed on the Stock Exchange of Thailand (“**SET**”) for the past period of at least 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date the Board of Directors passed its resolution to propose this matter to the Shareholders' Meeting of the Company to approve the capital increase and the allocation of new shares, whereby the weighted average price of the Company's shares calculated for the past 7 consecutive business days during the period from July 13, 2023, to July 21, 2023 is equal to THB 22.74 per share (Source: SETSMART

from www.setsmart.com). The Company's newly issued ordinary shares shall be used as payment in kind for the acquisition of AIT's shares from SABUY.

The Share Purchase Transaction of AIT is regarded as an acquisition of assets pursuant to the Notification of the Capital Markets Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B. E. 2547 (2004) dated October 29, 2004 (as amended) (the “**Notifications on Acquisition and Disposition of Assets**”). Upon calculation of the transaction size based on the total value of consideration relative to the Company's total assets per the Company's financial statements ended March 31, 2023, which have been reviewed by the auditor, the transaction value is equal to 85.34%. Upon combination of the Company's transactions involving the acquisition of assets over the past six months, the highest value of the transaction is equal to 85.54% based on the total value of consideration, this transaction is regarded as a type 1 transaction pursuant to the Notifications on Acquisition or Disposition of Assets.

Therefore, the Company is required to comply with the Notifications on Acquisition or Disposition of Assets, including the following matters:

- (1) To prepare and submit a report and disclosure of information memorandum on the Company's transaction to the SET immediately, which must at least contain the information as required in List (1) attached to the Notifications on Acquisition or Disposition of Assets;
- (2) To appoint an independent financial advisor to carry out the relevant functions, including providing its opinions as required by the Notifications on Acquisition or Disposition of Assets and submit the independent financial advisor's report to the shareholders for consideration, together with the invitation letter for the Shareholders' Meeting. In this regard, the Company has appointed Silom Advisory Co., Ltd., which is a financial advisor approved by the SEC Office, as its independent financial advisor to provide its opinions to the shareholders on the Share Purchase Transaction of AIT; and
- (3) To convene a Shareholders' Meeting of the Company to approve the execution of the Share Purchase Transaction of AIT, by delivering the invitation letter for the Shareholders' Meeting to the shareholders at least 14 days prior to the date of the

Shareholders' Meeting. The resolution must be passed by not less than three-fourths of all votes of the shareholders present at the Shareholders' Meeting and entitled to vote.

Please refer to additional details of the Share Purchase Transaction of AIT and the allocation of the Company's newly issued shares as payment for the Share Purchase Transaction of AIT which is regarded as an acquisition of assets of listed companies in the Information Memorandum of the Company on the Acquisition of Assets regarding the Acquisition of Shares of AIT (Enclosure 2) and Information Memorandum of the Company on the Offering and Allocation of Newly Issued Shares by way of Private Placement (Enclosure 3) attached herewith this invitation letter to this meeting.

For the independent financial advisor's opinion on the acquisition of shares of AIT which is regarded as an acquisition of assets of listed companies as shown in the independent financial advisor report (Enclosure 5)

However, the acquisition of ordinary shares of AIT is not regarded as a connected transaction of the company pursuant to the connected person under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) dated November 19, 2003 (as amended) (the "Notifications on Connected Transaction").

The Share Purchase Transaction of AIT and the transaction involving the share allocation (pursuant to item 3 of this disclosure apart from the allocation to persons Nos. 3 (4) and (5) who shall not be confined by conditions precedent of the share sale and purchase agreement of each of the Sellers) shall proceed only after the conditions precedent as specified in the share purchase agreement between the Company and each of the Sellers (the "SPA"), including other arrangements, contracts, and documents relating to such transactions, have been fulfilled. The significant conditions precedent are summarized below.

- (1) The Company shall have conducted the due diligence in AIT and such due diligence shall have been satisfied by the Company;
- (2) The Board of Directors' Meeting and the Shareholders' Meeting of the Company shall have resolved to approve the Share Purchase Transaction of AIT and the transaction involving the share allocation, including approval on various matters necessary for and/or in connection with such transactions. On July 24, 2023, the Board of Directors'

Meeting No.5/2566 (2023) of the Company resolved to approve the entry into Share Purchase Transaction of AIT and Transaction Involving the Share Allocation, and to propose to the shareholders' meeting of the Company No. 1/2023 which will be held on October 9, 2023, to consider and approve the entry into Share Purchase Transaction of AIT and Transaction Involving the Share Allocation accordingly;

- (3) There shall be no event or action having occurred or caused to occur or reasonably believed to be likely to occur, that may give rise to any material and adverse impact on AIT or jeopardize the execution of the Share Purchase Transaction of AIT and the transaction involving the share allocation;
- (4) The Board of Directors' Meeting and/or the Shareholders' Meeting of SABUY (as required by applicable laws) shall have resolved to approve the sale of AIT's shares to the Company, including the execution of the SPA, and other arrangements, contracts and documents relating to the execution of the Share Purchase Transaction of AIT and the transaction involving the share allocation, as well as any other actions to ensure the successful completion of the Share Purchase Transaction of AIT and the transaction involving the share allocation. The Board of Directors' Meeting No. 13/2566 of SABUY which was held on July 24, 2023, resolved to approve such agendas;
- (5) The Board of Directors' Meeting and/or the Shareholders' Meeting of SABUY (as required by applicable laws) shall have resolved to approve the cancellation of the investment in capital increase ordinary shares in T.K.S. Technologies Public Company Limited and the sale of ordinary shares in AIT to T.K.S. Technologies Public Company Limited which constitute connected transactions. The Board of Directors' Meeting No. 13/2566 of SABUY which was held on July 24, 2023, and the shareholders' meeting of SABUY No. 1/2023 which will be held on August 24, 2023, resolved to approve such agendas; and
- (6) The Company shall have been approved by the SEC Office to allocate 82,627,200 shares in total, consisting of (a) 64,627,200 shares to SABUY (b) 9,254,700 shares to Mr. Sina Oontornpan and (c) 8,745,300 shares to Ms. Sinanang Oontornpan in accordance with the Notification No. TorJor. 28/2565 and other applicable regulations.

As a result of the Share Purchase Transaction of AIT, it shall cause the Company to hold 357,126,471 shares in AIT representing 24.95% of all issued and paid-up shares in AIT, and as such, the Company

shall not be required to make a tender offer for all securities of AIT pursuant to the Securities and Exchange Act B.E. 2535 (1992) (as amended) (the “**Securities Act**”) and the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (as amended) (the “**Notification No. TorJor. 12/2554**”).

In this regard, the Board of Directors’ Meeting deemed it appropriate to propose that the Shareholders’ Meeting consider and authorize the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to make any arrangements in connection with or necessary for the execution of the Share Purchase Transaction of AIT, including to negotiate, enter into, sign and amend the SPA, and other arrangements, contracts and documents relating to the Share Purchase Transaction of AIT and the share allocation, and to set out rules, conditions and other details necessary for and in connection with the Share Purchase Transaction of AIT and the share allocation, as necessary and appropriate under the applicable laws.

The Moderator then asked the asked the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the acquisition of shares of AIT including the execution of the share purchase agreement, and other arrangements, contracts and documents relating to the acquisition of shares which is regarded as an acquisition of assets of listed companies, and to consider and approve authorize the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to make any arrangements in connection with or necessary for the execution of the Share Purchase Transaction of AIT, including to negotiate, enter into, sign and amend the SPA, and other arrangements, contracts and documents relating to the Share Purchase Transaction of AIT and the share allocation, and to set out rules, conditions and other details necessary for and in connection with the Share Purchase Transaction of AIT and the share allocation, as necessary and appropriate under the applicable laws.

The Moderator asked the meeting to express their opinion and ask questions relating to this agenda. The details of the shareholder’s question are summarized as follows.

#### Questions/Opinions/Answers

The Moderator asked the meeting to express their opinion and ask questions relating to this agenda. There was one proxy represented on behalf of the Thai Investors Association wished to inquire as follows:

1. How does the Share Purchase Transaction of AIT benefit the Company?

Mr. Sayam Tiewtranon explained to shareholders that the Share Purchase Transaction of AIT will enable the Company to immediately be able to expand its customer base. This is because AIT has a customer base in various sectors which will help the Company to have the opportunity to expand its customer base and will further increase the Company's income.

2. How reasonable is it for the determination of the price of AIT's ordinary share at THB 6.80?

The financial advisor explained to shareholders that the determination of the AIT's ordinary shares price used a calculation method based on the discounted cash flow approach, which is a commonly used method. Despite the determined price being higher than the market price, it is appropriate for the Share Purchase Transaction of AIT as it is a large volume trading, and the trading price has been set in advance.

3. What is the independent financial advisor's view on the Share Purchase Transaction of AIT?

The financial advisor explained to the shareholders that the Share Purchase Transaction of AIT has various risks, which could be summarized as follows:

- (1) Operational risks, which the returns from AIT may not be resulted as expected.
- (2) Risks from conditions precedent that required to comply pursuant to the share purchase agreement.
- (3) Risks from AIT's share price that may be changed.
- (4) Risks from the transaction nature which must approved by the Company's shareholders.
- (5) Risks from disputes and obligations of AIT.
- (6) Dilution effect risks, which the independent financial advisor has calculated and has an impact of approximately 5.24%
- (7) Business similarity risks between the Company and AIT, which require separation of works and responsibilities. This may be managed by a separate group of customers as the products of the two companies are different.
- (8) The investors will have an investment proportion of more than 10%, which will make the investor become a major shareholder of the Company.
- (9) Risks from the need to rely on personnel who are important to the business operation.

There were no other shareholders who inquired or provided additional opinions, the Moderator then asked the meeting to vote.



**Resolutions:**

The meeting resolved to approve the acquisition of shares of AIT including the execution of the share purchase agreement, and other arrangements, contracts and documents relating to the acquisition of shares which is regarded as an acquisition of assets of listed companies, and to consider and approve authorize the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to make any arrangements in connection with or necessary for the execution of the Share Purchase Transaction of AIT, including to negotiate, enter into, sign and amend the SPA, and other arrangements, contracts and documents relating to the Share Purchase Transaction of AIT and the share allocation, and to set out rules, conditions and other details necessary for and in connection with the Share Purchase Transaction of AIT and the share allocation, as necessary and appropriate under the applicable laws as proposed in all respects, with the following votes.

Votes	Votes 1 share = 1 vote	Percentage of the total vote of the shareholders who attend the meeting and are entitled to vote
Approved	199,123,264	99.9999
Disapproved	0	0
Abstained	100	0.0001
	<b>199,123,364</b>	<b>100</b>

**Remarks:** This resolution was passed by votes of not less than three-fourths (3/4) of the total votes of the shareholders who attended the meeting and were entitled to vote, excluding the votes of the interested shareholders.

**Agenda 3** To consider and approve the increase of the Company's registered capital by THB 100,000,000.00 from the current registered capital of THB 300,000,000.00 to THB 400,000,000.00 by issuing not exceeding 100,000,000 newly issued ordinary shares at a par value of THB 1.00 per share and an amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital

Mr. Sayam Tiewtranon informed the meeting that, the Board of Directors Meeting No. 5/2023 of the Company, held on July 24, 2023, has resolved to propose the shareholders' meeting to consider and approve the increase of the Company's registered capital of THB 100,000,000.00 from the current registered

capital of THB 300,000,000.00 to be THB 400,000,000.00 by issuing 100,000,000 newly issued ordinary shares at the par value of THB 1.00 per share to offer to specific persons by way of private placement in the amount of 100,000,000 shares, and the amendment of Memorandum of Association Clause 4 of the Company (Registered Capital) to be in line with the increase of the registered capital of the Company with details as follows:

“Clause 4. Registered Capital	:	THB 400,000,000	(Four Hundred Million Baht)
Consisting of	:	400,000,000 Shares	(Four Hundred Million Shares)
At a par value of	:	THB 1.00	(One Baht)
Dividing into	:		
Ordinary shares	:	400,000,000 Shares	(Four Hundred Million Shares)
Preferential shares	:	-None-	-

The issuance of newly issued ordinary shares is intended to be used as part of the consideration for the Share Purchase Transaction of AIT, which will allow the Company to acquire 357,126,471 ordinary shares at a par value of THB 1.00 per share, representing 24.95% of all issued and paid-up ordinary shares of AIT from the investors at the total purchase price of THB 2,428,460,002.80. The Company will pay the price for such ordinary shares in (1) cash in the amount of THB 812,780,002.80 and (2) by issuing newly issued ordinary shares, as a payment in kind, to SABUY in the amount of not exceeding 64,627,200 ordinary shares, with a par value of THB 1.00 per share, and for offer to specific persons by way of private placement (Private Placement) at an offering price of THB 25.00 per share.

In addition, the Board of Directors’ Meeting has resolved to propose to the shareholders’ meeting to consider and approve to authorize the Company’s Board of Directors’ Meeting resolved to grant approval to propose the Shareholders’ Meeting to consider authorizing the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to take any arrangements in relation to the registration of the capital increase and the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary arrangements in compliance with the registrar’s order to complete the registration process.

The Moderator asked the meeting to express their opinion and ask questions relating to this agenda. The details of the shareholder's question are summarized as follows.

**Questions/Opinions/Answers**

The Moderator asked the meeting to express their opinion and ask questions relating to this agenda. However, there were no other shareholders who inquired or provided additional opinions, the Moderator then asked the meeting to vote.

**Resolution:**

The meeting resolved to approve the increase of the Company's registered capital by THB 100,000,000.00 from the current registered capital of THB 300,000,000.00 to be THB 400,000,000.00 by issuing not exceeding 100,000,000 newly issued ordinary shares at a par value of THB 1.00 per share and an amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital, and to consider and approve authorize the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to take any arrangements in relation to the registration of the capital increase and the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary arrangements in compliance with the registrar's order to complete the registration process as proposed in all respects, with the following votes.

Votes	Votes 1 share = 1 vote	Percentage of the total vote of the shareholders who attending the meeting and entitled to vote
Approved	199,108,264	99.9924
Disapproved	0	0
Abstained	15,100	0.0076
	<b>199,123,364</b>	<b>100</b>

**Remarks:** This resolution was passed by votes of not less than three-fourths (3/4) of the total votes of the shareholders who attended the meeting and were entitled to vote.

**Agenda 4 To consider and approve the allocation of newly issued ordinary shares of the Company by way of Private Placement**

Mr. Sayam Tiewtranon informed the meeting that, the Board of Directors Meeting No. 5/2023 of the Company, held on July 24, 2023, has resolved to propose the shareholders' meeting to consider and approve the allocation of not exceeding 100,000,000 newly issued ordinary shares to offer to specific persons by way of private placement (the "Investor") which are not connected person of the Company. The details of the allocation of shares are as follows:

- (1) Allocation of the newly issued ordinary shares of not exceeding 9,254,700 shares at a par value of THB 1.00, with the offering price of THB 25.00 per share, in a total value of THB 231,367,500.00 to Mr. Sina Oontompan;
- (2) Allocation of the newly issued ordinary shares of not exceeding 8,745,300 shares at a par value of THB 1.00, with the offering price of THB 25.00 per share, in a total value of THB 218,632,500.00 to Ms. Sinanang Oontompan;
- (3) Allocation of the newly issued ordinary shares of not exceeding 64,627,200 shares at a par value of THB 1.00, with the offering price of THB 25.00 per share, in a total value of THB 1,615,680,000.00 to SABUY as payment in kind instead of cash for the consideration of Share Purchase Transaction of AIT as per details mentioned above;
- (4) Allocation of the newly issued ordinary shares of not exceeding 10,000,000 shares at a par value of THB 1.00, with the offering price of THB 25.00 per share, in a total value of THB 250,000,000.00 to BCH Ventures Company Limited; and
- (5) Allocation of the newly issued ordinary shares of not exceeding 7,372,800 shares at a par value of THB 1.00, with the offering price of THB 25.00 per share, in a total value of THB 184,320,000.00 to Mr. Palin Lojanagosin;

(Such allocations of newly issued ordinary shares to specific persons by way of private placement, collectively referred to as, the "Share Allocation Transaction").

The issuance of such newly issued ordinary shares is an offering where the Board of Directors' Meeting of the Company passed a resolution to clearly specify the offering price and propose to the shareholders' meeting to determine the offering price at THB 25.00 per share with the total value of not exceeding THB 2,500,000,000.00, which is not considered an offering of new shares at a price lower than 90 percent of the market

price pursuant to the requirements of the Notification No. TorJor. 28/25565. In this regard, the “market price” refers to the weighted average price of the Company’s shares listed on the SET for the past period of at least 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date the Board of Directors passed its resolution to propose this matter to the Shareholders’ Meeting of the Company to approve the capital increase and the allocation of new shares, whereby the weighted average price of the Company’s shares calculated for the past 7 consecutive business days during the period from July 13, 2023 to July 21, 2023 is equal to THB 22.74 per share (Source: SETSMART from www.setsmart.com). The issuance of newly issued ordinary shares must be approved by the Shareholders’ Meeting of the Company.

In addition, the offering price offered to specific persons by way of private placement in this round is an offering price which is not less than 90% of the market price of the Company’s shares. Pursuant to the criteria specified in the SET’s Notification No. TorChor. 18/2565 regarding the criteria, conditions, and methods on the approval of the requests to accept capital increase ordinary shares or preferred shares as listed securities B.E. 2558 (2015), dated 11 May 2015 (as amended) (“**SET Notification**”). Therefore, the issuance and allocation of newly issued ordinary shares for offering to the Investor is not considered as an offer for sale of newly issued shares at a low price. The Investor who has been allocated 100,000,000 shares, therefore, is not subject to a silent period prohibiting the sale of shares (Silent Period) as announced by the SET.

After the issuance and allocation of the Company’s new ordinary shares for offering to the Investor as detailed above, the Investor will hold totaling of 100,000,000 shares in the Company, or in the approximate ratio of 25.00 percent of the total sold shares of the Company (Upon the increase of the paid registered capital of the Company after this round of shares issuance and offering). Nonetheless, the Investor has no connected person who holds shares in the Company which could result in the securities being included in making a tender offer to purchase all the Company’s securities (Tender Offer). There is no other person who has a relationship or acts in concert (Concert Party), or there is no person under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended), or no person who holds the shares as a nominee (Nominee). Therefore, not trigger the duty to make a tender offer to purchase all the Company’s securities (Tender Offer) that the Investor obtained the Company’s shares not exceeding 25 percent of total voting rights in the Company as required under Notification No. TorJor. 12/2554.

In addition, the Board of Directors’ Meeting resolved to propose to the shareholders’ meeting to consider and approve to authorize the Company’s Board of Directors’ Meeting resolved to grant approval to propose the Shareholders’ Meeting to consider authorizing the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to take any arrangements in relation to the issuance, offering, allotment, and subscription of such newly issued ordinary shares, including the following matters:

- (1) To consider and determine and/or amend, adjust any details necessary for and relating to the allotment of the newly issued ordinary shares of the Company to specific persons, including but not limited to determining the offering period, and other related details and conditions to be in consistence with the laws and rules concerning the issuance and offering of securities;
- (2) To determine and/ or amend the date for shares subscription, shares offering date, and/ or allocation date of newly issued ordinary shares, either for one time or multiple times, the shares subscription payment, including the conditions and other details concerning the subscription and offering of such newly issued ordinary shares;
- (3) To determine the share offering price to be higher than the price as specified in the shareholders' meeting of the Company. However, this shall be in accordance with the rules set for in the Notification No. TorJor. 28/2565. The offering price shall be based on the market price during the period that the Company offers the shares to specific persons.
- (4) To execute, sign, amend, contact, notify, and report for any applications and evidence necessary and relevant to the issuance, offering, allotment, subscription, and distribution of the Company's newly issued ordinary shares, including but not limited to contacts and filing of such applications, documents, and evidence to the Ministry of Commerce, the SEC Office, the SET, or any government agencies or relevant agencies involved with the listing the newly issued ordinary shares of the Company as listed securities on the SET, and have the power to take any actions necessary and appropriate for the successful of issuance, offering, and allocation of the new ordinary shares to specific persons; and
- (5) To register the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary action in compliance with the registrar's order(s) to effect the registration.

Pursuant to the Notification No. TorJor. 28/2565, the Company shall complete the offering within the period as approved by the shareholders' meeting but not exceeding 3 months from the date on which the shareholders' meeting passes a resolution to approve the offering of newly issued shares or complete the offering within 12 months from the date on which the shareholders' meeting passes a resolution to approve the offering of newly issued shares in the event where it is clearly specified by the resolution of the

shareholders' meeting that after such 3- month period has ended, the Board of Directors or the person authorized by the Board of Directors shall determine the offering price based on the market price during the offering period.

Please refer to additional details of issuance, offering, and allocation of newly issued ordinary shares of the Company in the Information Memorandum of the Company on the Offering and Allocation of Newly Issued Shares by way of Private Placement (Enclosure 3)

The Moderator asked the meeting to express their opinion and ask questions relating to this agenda. The details of the shareholder's question are summarized as follows.

#### Questions/Opinions/Answers

The Moderator asked the meeting to express their opinion and ask questions relating to this agenda. However, there were no other shareholders who inquired or provided additional opinions, the Moderator then asked the meeting to vote.

#### Resolution:

The meeting resolved to approve the allocation of not exceeding 100,000,000 newly issued ordinary shares to offer to the Investor who are specific persons by way of private placement (Private Placement), including the authorization of the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to take any arrangements to complete the issuance, offering, and allocation of newly issued share, including to take the following actions:

- (1) To consider and determine and/or amend, adjust any details necessary for and relating to the allotment of the newly issued ordinary shares of the Company to specific persons, including but not limited to determining the offering period, and other related details and conditions to be in consistence with the laws and rules concerning the issuance and offering of securities;
- (2) To determine and/ or amend the date for shares subscription, shares offering date, and/ or allocation date of newly issued ordinary shares, either for one time or multiple times, the shares subscription payment, including the conditions and other details concerning the subscription and offering of such newly issued ordinary shares;

- (3) To determine the share offering price to be higher than the price as specified in the shareholders' meeting of the Company. However, this shall be in accordance with the rules set for in the Notification No. TorJor. 28/2565. The offering price shall be based on the market price during the period that the Company offers the shares to specific persons.
- (4) To execute, sign, amend, contact, notify, and report for any applications and evidence necessary and relevant to the issuance, offering, allotment, subscription, and distribution of the Company's newly issued ordinary shares, including but not limited to contacts and filing of such applications, documents, and evidence to the Ministry of Commerce, the SEC Office, the SET, or any government agencies or relevant agencies involved with the listing the newly issued ordinary shares of the Company as listed securities on the SET, and have the power to take any actions necessary and appropriate for the successful of issuance, offering, and allocation of the new ordinary shares to specific persons; and
- (5) To register the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary action in compliance with the registrar's order(s) to effect the registration, as proposed in all respects, with the following votes:

Votes	Votes 1 share = 1 vote	Percentage of the total vote of the shareholders who attend the meeting and are entitled to vote
Approved	199,108,264	99.9924
Disapproved	0	0
Abstained	15,100	0.0076
	<b>199,123,364</b>	<b>100</b>

**Remarks:** This resolution was passed by votes of not less than three-fourths (3/4) of the total votes of the shareholders who attended the meeting and were entitled to vote.

Agenda 5 To consider and approve the issuance and offering of debt instruments



Miss Radakarn Meetam informed the meeting that, Due to the company's current reliance on borrowed funds from financial institutions and profits generated from its operations as the primary sources of capital for conducting business, the management believes it is prudent to propose to the Board of Directors, for consideration at the upcoming meeting, the exploration of additional avenues for capital mobilization to enhance the company's financial flexibility and cost management. This will be achieved through the issuance and offering of debt securities. The details of this proposal are as follows:

Type of Debt Securities	Debt shares, exchangeable notes, both short-term and/or long-term, may be either registered or bearer, with or without rights, and may or may not be secured, and may or may not have a representative for the debt holders. These specifics are subject to market suitability at the time of issuance and offering of debt securities on each occasion.
Objective	To be utilized for managing the financial flexibility and cost structure of the Company.
Total face value of the debt securities	Not exceeding 2,000,000,000 Thai Baht (THB) or an equivalent amount in another currency based on the outstanding balance of all debt securities of the Company. Furthermore, the Company may issue and offer additional debt securities and/or replace existing debt securities that have been redeemed, subject to the total face value of the specified debt securities.
Terms	Not exceeding 10 years from the issuance date of the debt securities, subject to market conditions at the time of issuance and offering of the debt securities on each occasion.
The allocation method	Offered for sale to Public Offering, and/or Institutional Investors, and/or Private Placement, both domestically and/or internationally, based on the criteria specified in the Securities and Exchange Commission (SEC) and Stock Exchange of Thailand (SET) regulations. These securities may be issued and offered as single or multiple tranches and may be offered in one or multiple instances.
The interest rate	Dependent on the market interest rates prevailing on the day of the offering and issuance of the debt securities.

#### Questions/Opinions/Answers

The Moderator asked the meeting to express their opinion and ask questions relating to this agenda. However, there were no other shareholders inquired or provide additional opinions, the Moderator then asked the meeting to vote.

**Resolution:**

The meeting resolved to approve the issuance and offering of debt instruments as proposed in all respects, with the following votes:

Votes	Votes 1 share = 1 vote	Percentage of the total vote of the shareholders who attend the meeting and are entitled to vote
Approved	199,123,364	100
Disapproved	0	0
Abstained	0	0
	<b>199,123,364</b>	<b>100</b>

**Remarks:** This resolution was passed by votes of not less than three-fourths (3/4) of the total votes of the shareholders attended the meeting and entitled to vote

**Agenda 6** To consider and approve the amendment of the Company’s objectives and amendments of clause 3. of the Memorandum of Association to be in line with the amendments of the Company’s objectives

Miss Radakarn Meetam informed the meeting that, At the 5th/2566 meeting of the Company's Board of Directors, held on July 24th, 2023; a resolution was passed to propose to the Shareholders' Meeting for consideration and approval of amendments to the Company's Objectives. Additionally, there was a resolution to propose further amendments to Clause 3 of the Company's Memorandum in order to align the objectives with the products related to the Company's business operations. The resolutions are as follows:

*“Clause 44. Prepare study, research, and development of small electric vehicles (electric motorcycles), all-electric vehicles and accessories, and equipment for small EVs (electric motorcycles), all types of electric vehicles and spare parts for small vehicles (electric motorcycles), all spare parts, and batteries for all types of EVs.*

*Clause 45. Assemble and import small EVs (electric motorcycles), all types of EVs coming into Thailand for sales of small EVs (electric motorcycles), all types of EVs for sales of small EVs*

*(electric motorcycles), all types of EVs, batteries for all EVs, and all types of battery swap equipment.*

*Clause 46. Operate electric charging business for all EVs, all types of EV chargers, battery swap station, security alert system for home power usage, electronic communication equipment for aerial communications, electronic equipment for use with other systems, solar cells including materials for all smart equipment, including related accessories and spare parts.*

*Clause 47. Operate service and maintenance business, consult, assemble, design, install, inspect, amend, and maintain renewable power systems, all types of electric chargers, all types of EV batteries, battery swap, related electronic equipment, smart devices, and all types of smart electric devices.*

*Clause 48. Operate rental service business as well as design electric charging stations, battery swap stations, solar cells, including all related equipment, smart devices, all types of smart electric devices, and parking space for all types of vehicles.*

*Clause 49. Operate all types of electric charging businesses.*

*Clause 50. Operate EV distribution and rental businesses, all types of EV batteries, and battery swap stations for all types of EVs.*

*Clause 51. Operate electric charging business, battery swap stations, and all types of electric power businesses.*

*Clause 52. Operate businesses for servicing and leasing all forms of electric vehicles, including those that are manually driven, semi-autonomous, and fully autonomous, as well as related equipment and spare parts.*

*Clause 53. Operate service and consulting business as well as design, inspection, modification, maintenance, and fixing of all types of EVs, including those that are manually driven, semi-autonomous, and fully autonomous, as well as related equipment and spare parts.*

*Clause 54. Operate power generation and distribution business.*

*Clause 55. Bid for rights, license, concession, trademark, industrial IP (intellectual property), assets, or special privileges that will benefit the Company in pursuit of this business.*

*Clause 56. Purchase, sell, lease, sell on consignment, or procure electric vehicles, EV batteries, and all types of battery swap stations as well as provide service by other means.*

*Clause 57. Operate factories for fixing, manufacturing, and assembly of various batteries used in radio broadcasting, communication radio, all types of vehicles, and various electric vehicles.”*

In order to align with the aforementioned amendments to the Company's Objectives, the Company will proceed with additional amendments to Clause 3 of the Memorandum concerning the Company's Objectives. By proposing the following amendments to Clause 3 of the Memorandum is as follows:

"Clause 3. Objectives of the Company: There are 57 objectives, as detailed in accordance with the attached Form BorMorJor.002"

#### Questions/Opinions/Answers

The Moderator asked the meeting to express their opinion and ask questions relating to this agenda. However, there were no other shareholders who inquired or provided additional opinions, the Moderator then asked the meeting to vote.

#### Resolution:

The meeting resolved to approve the amendments to the Company's Objectives as proposed in all respects and approve to grant authority to the Board of Directors and/or the Executive Committee and/or the CEO and/or any individuals appointed by the Board of Directors and/or the Executive Committee and/or the CEO to have the authority to register amendments to the Company's Objectives and further amendments to the Memorandum with the Department of Business Development, Ministry of Commerce. These individuals

are authorized to undertake any necessary actions as directed by the registrar to ensure the registration process is completed successfully. with the following votes:

Votes	Votes 1 share = 1 vote	Percentage of the total vote of the shareholders who attend the meeting and are entitled to vote
Approved	199,123,364	100
Disapproved	0	0
Abstained	0	0
	<b>199,123,364</b>	<b>100</b>

**Remarks:** This resolution was passed by votes of not less than three-fourths (3/4) of the total votes of the shareholders attended the meeting and entitled to vote

**Agenda 7 To consider other matters (if any)**

The Chairperson asked the meeting if there were any shareholders who had additional questions or comments. It appeared that there were no further questions or comments.

The Chairperson then thanked the shareholders for taking the time to attend the meeting and closed the Extraordinary General Meeting of Shareholders No. 1/2023.

**The Meeting ended at 3:25 P.M.**

Sign\_\_\_\_\_Chairperson of the meeting

(MR. KITTISAK AMORNCHAIROJKUL)

Chairperson of the Board of Directors/Chairperson of the meeting

Sign\_\_\_\_\_Secretary of the Meeting

(MISS KLEENAT PINITPHOL)

Company Secretary

The Annual Report 2023 (Form 56-1 One Report 2023)  
And financial statements for the year 2023, ended December 31, 2023  
In the form of a QR Code



Profiles of Directors for appointment to replace retiring Directors by rotation  
Turnkey Communication Services Public Company Limited  
(No. 1)

**Name-Surname:** Mr. Kittisak Amornchairojkul

**Age:** 63

**Position in the company:** Chairman of the Board of Directors and Independent Directors

**Date of appointment:** July 25, 2014

**Education:**

- Master of Business Administration, Thammasat University
- Bachelor's Degree in Accounting, Rajamangala University of Technology

**Training:**

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

**Years of Directorship:** 9 years and 8 months (as of the general meeting of shareholders)

**Meeting attendance year 2023:**

- Board of Directors 8/8 times
- Nomination and Remuneration Committee 1/1 time

**Current Directorship in other listed companies:** None

**Current Directorship in non-listed companies:** Independent Director, PAI. International Co., Ltd.

**Businesses that may cause conflicts of interest:** None

**Criminal Records over the past 10 years:** None

**Shareholding Percentage in TKC:**

- Hold shares directly: None
- Hold shares by spouse/children who have not yet reached legal age: None

## Experiences

2014 – present	Chairperson of the Board of Directors Turnkey Communication Services Public Company Limited <b>Business Type:</b> Digital/Telecommunications
2021 – 2022	CEO's advisor CGS-CIMB Securities (Thailand) Co., Ltd. <b>Business Type:</b> Securities Company
2017 - 2021	Director and Deputy Chief Executive Officer CGS-CIMB Securities (Thailand) Co., Ltd. <b>Business Type:</b> Securities Company
2009 – 2018	Deputy Chief Executive Officer CIMB Securities (Thailand) Co., Ltd. <b>Business Type:</b> Securities Company
2008 – present	Independent Director PAI. International Co., Ltd. <b>Business Type:</b> Surgery hospital
2004 – 2009	Managing Director BT Securities Co., Ltd. <b>Business Type:</b> Securities Company
2003 – 2004	Executive Vice Chairman Thai Bank Public Company Limited <b>Business Type:</b> Bank
2001 – 2003	Managing Director BT Securities Co., Ltd. <b>Business Type:</b> Securities Company



**Profiles of Directors for appointment to replace retiring Directors by rotation  
Turnkey Communication Services Public Company Limited  
(No. 2)**

**Name-Surname:** Mr. Sayam Tiewtranon

**Age:** 51

**Position in the company:** Director, Chairperson of the Executive Committee and Managing Director

**Date of appointment:** October 31, 2007

**Education:**

- Master's Degree in Business Administration, Johnson & Wales University
- Master's Degree in Telecommunications, Computer Network, The George Washington University, USA
- Bachelor's Degree in Electrical Engineering, Boston University, USA

**Training:**

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

**Years of Directorship:** 16 years 5 months (as of the general meeting of shareholders)

**Meeting attendance year 2023:**

- Board of Directors 8/8 times
- Risk Management Committee 4/4 times
- Nomination and Remuneration Committee 1/1 time

**Current Directorship in other listed companies:** None

**Current Directorship in non-listed companies:** Paradigm Technology Service Co., Ltd.

**Businesses that may cause conflicts of interest:** None

**Criminal Records over the past 10 years:** None

**Shareholding Percentage in TKC:**

- Hold shares directly: 124,699,900 shares (31.17%)
- Hold shares by spouse/children who have not yet reached legal age: None

## Experiences

2005 – present	Managing Director and Chairperson of Executive Director Turnkey Communication Services Public Company Limited <b>Business type:</b> Digital/Telecommunications
2019 – present	Director of Paradigm Technology Service Co., Ltd. <b>Business type:</b> Production of data communication equipment
2016 – 2023	Director of IBS Corporation Co., Ltd. <b>Business type:</b> Other information services
2004 – 2005	Telecommunications Manager of Loxley Wireless Co., Ltd. <b>Business type:</b> Telecommunications
2002 – 2004	Chief Technician of Celestica (Thailand) Co., Ltd. <b>Business type:</b> Production of communication equipment
1996 – Present	Director of Srithai Cleaning Service Co., Ltd. <b>Business type:</b> Staffing service

**Profiles of Directors for appointment to replace retiring directors by rotation  
Turnkey Communication Services Public Company Limited  
(No. 3)**

**Name-Surname:** Mr. Khemchart Nantasaguanthai

**Age:** 40

**Position in the company:** Audit Committee and Independent Director

**Date of appointment:** November 11, 2022

**Education:**

- Master of Laws Ramkhamhaeng University

- Bachelor of Laws Bangkok University

**Training:**

- Certificate of Advocacy Course from the Lawyers Council's Advocacy Training Center

- Director Certification Program (DCP) year 2023

**Years of Directorship:** 1 Years, 5 Month (as of the general meeting of shareholders)

**Meeting attendance year 2023:**

- Board of Directors 8/8 times

- Audit Committee 4/4 times

**Current Directorship in other listed companies:** None

**Current Directorship in non-listed companies:** None

**Businesses that may cause conflicts of interest:** None

**Criminal Records over the past 10 years:** None

**Shareholding Percentage in TKC:**

- Hold shares directly: None

- Hold shares by spouse/children who have not yet reached legal age: None

**Experiences**

2022 – present	Audit Committee and Independent Director Turnkey Communication Services Public Company Limited
2023 – present	Special lecturer lectures on litigation and legal document preparation. Suan Sunandha Rajabhat University
2013 – Present	Lawyer, Thep Co., Ltd. or Thep Law Office

**Details of New Directors for the appointment  
Turnkey Communication Services Public Company Limited**

**Name:** MR. SIRIPONG OONTORNPAN

**Age:** 71

**Current position:** Chairperson of the Executive Committee and President, Director  
Nomination and Remuneration Committee  
Advance Information Technology Public Company Limited (“AIT”).



**Education:**

: Ph.D., Philosophy Program Department of Public Administration, Eastern Asia University

: Master's Degree, Computer Science Western Michigan University, USA

: Bachelor's Degree, Electrical Engineering Western Michigan University, USA

**Training:**

: Director Certificate Program (DCP) No. 36/2003 Thai Institute of Directors Association

: National Defense College, 2004

: Senior Executive Course, Capital Market Academy (Class 12)

: Advanced Security Management Course, Class 3

: Pillar for the Land of Leaders Course High level according to the royal initiative of His Majesty the King, 1<sup>st</sup> generation

: Pillar for the Land Course “Honour” under the royal patronage, Class 1

: High-Level Executive Course for Nation Building, Class 1, Nation Building Institute

: Senior Executive Course “Thammasat University for Society”, Class 11, Thammasat Science Institute for Society

: Senior Executive Course “Thammasat University for Society and the World”, Class 2

: Senior Executive Course Thammasat Golf, Class 7

: Digital Transformation for CEO course, class 2

: Mission WE course, class 1

**Criminal history:** – None –

**Work experience:**

1993 – present: Director / Nomination and Remuneration Committee / Chairman of the Executive Committee /  
President, Advance Information Technology Public Company Limited.

2017 – present: Director, Make Me Wine Co., Ltd.

2017 – present: Director, Rainier Development Co., Ltd.

2012 – present: Director, Loxley & AIT Holding Co., Ltd.

2014 – 2017: Chairperson of the Board of Directors, SLA Asia Co., Ltd.

**Details of New Directors for the appointment (Continued)**  
**Turnkey Communication Services Public Company Limited**

**Name:** MISS SUREERAT PRACHAYANUKUL

**Age:** 52

**Current position:** Deputy Managing Director Finance Division,  
 Advance Information Technology Public Company Limited.



**Education:**

: Master's Degree in Accounting, Thammasat University

: Bachelor of Commerce and Accountancy, Thammasat University

**Training:**

: Strategic CFO in Capital Markets Program Class 5, SET

: CFO Certificate Class 1, Federation of Accounting Professions

**Criminal history:** – None –

**Work experience**

2023 – present: Deputy Managing Director Finance Division, Advance Information Technology PCL.

2003 – 2022: Assistant Managing Director Financial and Accounting Control Department, Advance Information Technology PCL.

**Articles of Association of Turnkey Communication Services Public Company Limited  
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 Chairperson 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 at any time, but the matters and reasons for calling the meeting must be clearly stated in the aforementioned letter. In such case, the Board of Directors shall hold a shareholders' meeting within forty-five (45) days from the date of receipt of 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 be responsible for necessary expenses arising from such meeting and reasonably provides facilitation.

At the same time, if the quorum requirement is not met as specified in 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 canceled. 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 Chairperson of the Board of Directors shall be the Chairperson of shareholders' meetings.

If the Chairperson of the Board of Directors is not presenting at a Meeting or cannot perform his/her duty, the Vice Chairperson presenting at the Meeting shall be the Chairperson of the Meeting. If there is no Vice Chairperson presenting at the Meeting or the Vice Chairperson cannot perform his/her duty, the shareholders presenting at the Meeting shall elect one (1) shareholder to be the Chairperson 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 acknowledgment, 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/her 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 Chairperson 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 has 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 Chairperson 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 Chairperson 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 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 at 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 in the case where the Company has issued preferred stocks and required a 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 Company. When these dividends are paid, such dividend payment shall be notified in the next meeting of shareholders.

The 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.

Guideline for the 2024 Annual General Meeting of Shareholders  
Of Turnkey Communication Services Public Company Limited

- The required documents for attending the shareholder's meeting

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

Attendees	Required Documents
<b>2. Juristic person</b>	<ul style="list-style-type: none"> <li>▪ Registration Form</li> </ul>
<p><b>2.1 Juristic Entity Incorporated in the Kingdom</b></p> <p><i>Remark:</i> A copy of documents must be certified true by the authorized Director with the Company seal.</p>	<ul style="list-style-type: none"> <li>▪ A copy of Company Certificate issued no more than 90 days ago by the Department of Business Development, Ministry of Commerce;</li> <li>▪ Identification card or passport (In case of foreigner) of the authorized Director in the Company Certificate;</li> <li>▪ A completed Proxy Form signed by the grantor and the proxy;</li> <li>▪ Identification card or passport (In case of foreigner) of proxy.</li> </ul>

Attendees	Required Documents
<p>2.2 Juristic entity incorporated in a foreign country</p> <p><i>Remark:</i> A copy of documents must be certified true by the authorized Director with the Company seal. If the document is produced overseas, the signature should be notarized by the certifying officer.</p>	<ul style="list-style-type: none"> <li>▪ A copy of the Company Certificate;</li> <li>▪ Identification card or passport (In case of foreigner) of the authorized Director in the Company Certificate;</li> <li>▪ A completed Proxy Form signed by the grantor and the proxy;</li> <li>▪ Identification card or passport (In case of foreigner) of proxy.</li> </ul>
<p><u>Attendance by Proxy</u> (A copy of the documents must be certified true and correct)</p> <ul style="list-style-type: none"> <li>▪ A completed Proxy Form signed by the grantor and the proxy;</li> <li>▪ A copy of the Company Certificate signed and certified by the authorized person of the juristic person of the grantor;</li> <li>▪ A copy of personal I.D., or identification card of a government officer, or driving license of a proxy</li> </ul>	

- **Registration and Proxy**

Meeting Registration

- The Company will open for registration via an electronic device with the “IR PLUS AGM” application from April 8, 2024, onwards;
- The Company will open for login to attend the meeting via an electronic device on April 19, 2024, from 12:00 P.M. 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. Wiwat Wetthayanukool	66	Chairman of the Audit Committee and Independent Director	Turnkey Communication Services Public Company Limited 44/44 Vibhavadi-Rangsit 60 Yake	None
2. Mr. Pichai Chainarongloka	51	Independent Director, Member of the Audit Committee, and Member of the Nomination and Remuneration Committee	18-1-2, Talad Bangkhen, Laksi, Bangkok 10210	None

**Remark:** An Independent Director is a qualified individual and possesses Independence 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 2023 (Form 56-1 One Report 2023).

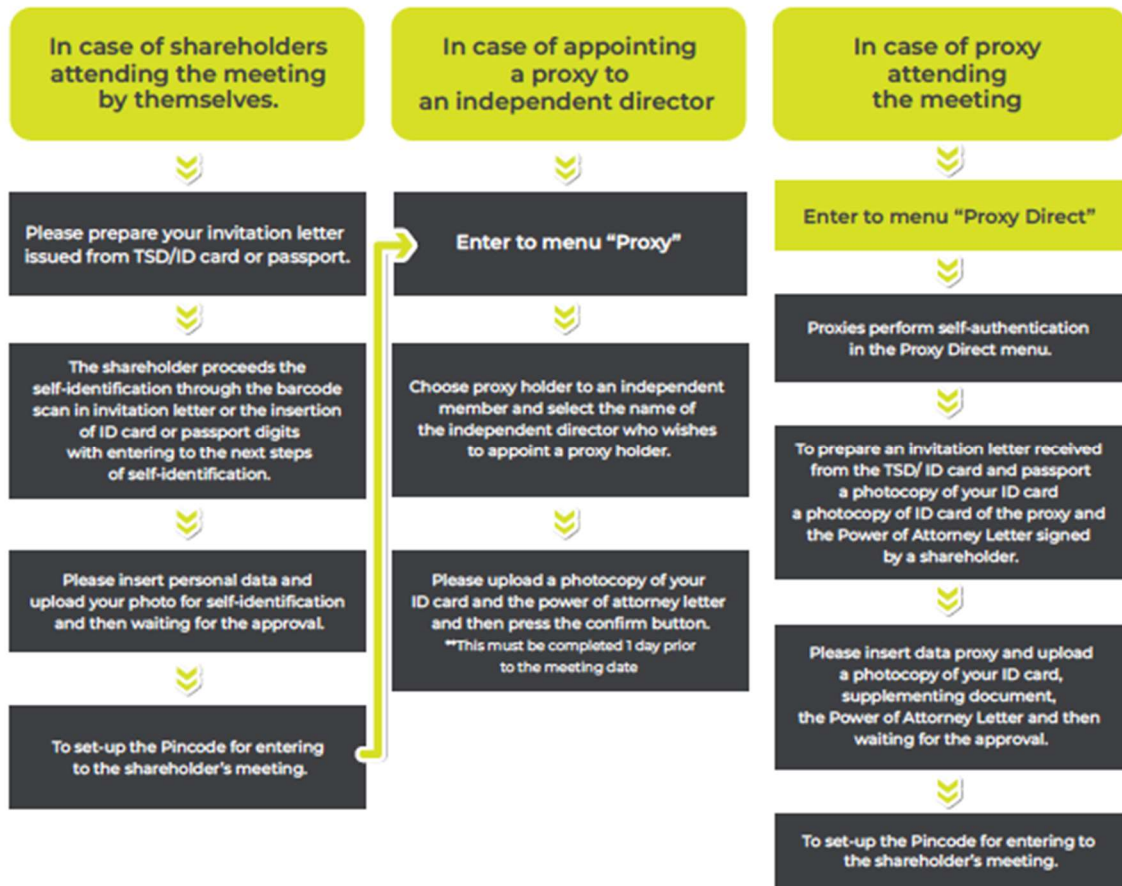
- **Procedure for voting and counting method**

1. Each shareholder shall have one vote for every share held;
2. Shareholders shall make only one vote to 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 are 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 Chairperson 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, Agenda 9, and Agenda 10**, 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 invalid and not voting as a 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 deemed 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 chairperson of the meeting will inform the meeting of the voting results when the vote counting of that agenda is complete.

Procedures for attending the 2024 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

**Profiles of Independent Directors Nominated for Proxy Appointment  
Turnkey Communication Services Public Company Limited  
(No. 1)**

**Name – Surname:** Mr. Wiwat Wetthayanukool

**Age:** 66 years

**Current Position(s) in the Company:** Chairman of the Audit Committee and Independent Director

**Date of appointment:** 11 February 2014

**Education Background:**

- Master of Business Administration in Finance, Washington State University, USA
- Bachelor of Account, Chulalongkorn University

**Training:**

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

**Years of Directorship:** 10 Years 2 Months (At date of AGM)

**Attendance of Board Meetings in the previous year:**

- 8/8 meetings of the Board of Directors
- 4/4 meetings of the Audit Committee

**Current Directorship:**

- **Other listed companies:** Jack Chia Industries (Thailand) Public Company Limited
- **Other non-listed companies:** None
- **Other entities with a potential conflict of interest:** None

**Criminal Records over the past 10 years**

- None



**Experiences for the past 5 years:**

**2014 - present** Chairperson of the Audit Committee and Independent Director

Turnkey Communication Services Public Company Limited

**Business type:** Digital/Telecommunications

**2011 - present** Chairperson of the Corporate Governance Committee/Audit Committee

/Independent Director

Jack Chia Industries (Thailand) Public Company Limited

**Business type:** Personal items and medical supplies

**2012 – 2020** Audit Committee and Independent Director

Entech Industrial Solution Company Limited

**Business type:** Measuring instruments, providing equipment calibration services

**2012 – 2014** Audit Committee and Independent Director

Advance Finance Public Company Limited

**Business type:** Finance

**Profiles of Independent Directors Nominated for Proxy Appointment**  
**Turnkey Communication Services Public Company Limited**  
**(No. 2)**

**Name – Surname:** Mr. Pichai Chainarongloka

**Age:** 51 years

**Appointment Date:** 11 February 2014

**Current Position(s) in the Company:** Chairperson of the Risk Management Committee, Member of the Audit Committee, Member of the Nomination and Remuneration Committee and Independent Director

**Educational Background:**

- Master of Economics (Research), University of North Texas, USA
- Master of Real Estate Business, Thammasat University
- Bachelor of Economics, Thammasat University
- Graduate Certificate Program in Property Valuation Thammasat University

**Training:**

- Risk Management Program for Corporate Leaders (RCL) 2019
- Audit Committee Program (ACP) 2019
- Director Certification Program (DCP) 2015

**Years of Directorship:** 10 Years 2 Months (At date of AGM)

**Attendance of Board Meetings in the previous year:**

- 8/8 meetings of the Board of Directors
- 4/4 meetings of the Audit Committee
- 1/1 meetings of the Nomination and Remuneration Committee
- 4/4 meetings of the Risk Management Committee

### Current Directorship:

- **Other listed companies:** None
- **Other non-listed companies:** Origin Reit Management Company Limited
- **Other entities with a potential conflict of interest:** None

**Criminal Records over the past 10 years:** None

### Experiences

<b>2014 – Present</b>	Audit Committee and Independent Director Turnkey Communication Services Public Company Limited <b>Business type:</b> Digital/Telecommunications
<b>2023 – Present</b>	Managing Director Origin REIT Management Company Limited <b>Business type:</b> REIT Management
<b>2022 – 2023</b>	Chief Accounting and Finance Officer Dimet (Siam) Public Company Limited <b>Business type:</b> Manufacture and distribute industrial paint products
<b>2019 - 2021</b>	Chief REIT Management Officer Xspring Asset Management Company Limited <b>Business type:</b> Fund Management
<b>2016 – 2019</b>	Deputy Director of Property Management U City Public Company Limited <b>Business type:</b> Real Estate Development
<b>2015</b>	Director of Property Management Ticon Management Company Limited <b>Business type:</b> REIT Management
<b>2011 – 2014</b>	Real Estate Fund Manager CIMB-Principal Asset Management Company Limited <b>Business type:</b> Property Management

Proxy Form A (a general form which is simple and not complicated)

Attached to the Notification of the Department of Business Development Ref.: Proxy Forms (No. 5) B.E. 2550 (2007)

(Affix Baht 20 Duty Stamp)

.....

Written at: .....

Date: .....

(1) I/We, ..... Nationality: ..... Address No.: .....  
 Road: ..... Tambon/Subdistrict: ..... Amphoe/District: .....  
 Province: ..... Post Code.....  
 as a shareholder of Turnkey Communication Services Public Company Limited, holding a total of.....share(s)  
 and equivalent to a total of.....vote(s), as follows:

(2) Hereby grant proxy to either:

Please mark  
 (✓) in front  
 of only one  
 proxy's  
 name

- (Mr./Mrs./Miss) ..... Age: .....years  
 Address No.: .....Road: .....Tambon/Sub-district: .....  
 Amphoe/District: .....Province: .....Post Code: .....
- (Mr./Mrs./Miss) ..... Age: .....years  
 Address No.: .....Road: .....Tambon/Sub-district: .....  
 Amphoe/District: .....Province: .....Post Code: .....

- MR. WIWAT WETHAYANUKOOL**, Independent Director and concurrently Audit Committee Member, Age 66, residing at 1515/40 Sukhumvit Road, Phra Khanong 1, Watthana, Bangkok; or
- MR. PICHAI CHAINARONGLOKA**, Independent Director and concurrently Audit Committee Member, Age 51, residing at 505 Charansanitwong 12, Wat Tha Phra, Bangkok Yai, Bangkok

as my/our representative to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2024 of Turnkey Communication Services Public Company Limited on April 19, 2024 at 2:00 P.M. via electronic devices (e-AGM) only or any adjournment thereof to any other date, time and place.

All acts undertaken by the proxy at the Meeting shall be treated as if they were my/our own acts in all respects.

Signed:.....Grantor  
 (.....)

Signed:.....Proxy  
 (.....)

Signed:.....Proxy  
 (.....)

Signed:.....Proxy  
 (.....)

Remark

The shareholder shall appoint only one proxy to attend and vote at the Meeting, and the number of shares is indivisible to multiple proxies for different voting.

## Proxy Form B (a form which clearly specifies the items for which a proxy is granted)

Attached to the Notification of the Department of Business Development Ref: Proxy Forms (No. 5) B.E. 2550 (2007)

(Affix Baht 20 Duty Stamp)

Written at: .....

Date: .....

- (1) I/We, ..... Nationality: ..... Address No.: .....  
 Road: ..... Tambon/Subdistrict: ..... Amphoe/District: ..... Province:  
 ..... Post Code.....  
 as a shareholder of Turnkey Communication Services Public Company Limited, holding a total of.....share(s)  
 and equivalent to a total of.....vote(s), as follows:

- (2) Hereby grant proxy to either:

Please mark  
 (✓) in front  
 of only one  
 proxy's  
 name

- (Mr./Mrs./Miss) ..... Age: .....years  
 Address No.: ..... Road: ..... Tambon/Sub-district: .....  
 Amphoe/District: ..... Province: ..... Post Code: .....
- (Mr./Mrs./Miss) ..... Age: .....years  
 Address No.: ..... Road: ..... Tambon/Sub-district: .....  
 Amphoe/District: ..... Province: ..... Post Code: .....
- MR. WIWAT WETTHAYANUKOOL**, Independent Director and concurrently Audit Committee Member, Age 66,  
 residing at 1515/40 Sukhumvit Road, Phra Khanong 1, Watthana, Bangkok; or
- MR. PICHAI CHAINARONGLOKA**, Independent Director and concurrently Audit Committee Member, Age 51, residing  
 at 505 Charansanitwong 12, Wat Tha Phra, Bangkok Yai, Bangkok

as my/our representative to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the  
 year 2024 of Turnkey Communication Services Public Company Limited on April 19, 2024 at 2:00 P.M. via electronic devices (e-AGM)  
 only or any adjournment thereof to any other date, time and place.

- (3) I/We hereby authorize the proxy to vote on my/our behalf at this Meeting as follows:

Item 1 To consider and certify the Minutes of the 2023 Extraordinary Meeting of Shareholders No.1/2566 (2023), which was held on  
 9 October 2023.

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;  
 (b) The proxy shall vote in accordance with my/our instruction as follows:  
 Agree  Against  Abstain

Item 2 To consider and acknowledge the 2023 operation results of the Company.

- The proxy is entitled to acknowledge the 2022 operation results of the Company on my/our behalf as he/she deems fit.

Item 3 To consider and approve the Company's financial statements for the year 2023, ended 31 December 2023.

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;  
 (b) The proxy shall vote in accordance with my/our instruction as follows:  
 Agree  Against  Abstain

Item 4 To consider and approve the appropriate of net profits as legal reserve and the omission of the dividend  
 payment for the operating results for the year 2023.

(a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;

(b) The proxy shall vote in accordance with my/our instruction as follows:

Agree  Against  Abstain

Item 5 To consider and approve the appointment of Directors in place of those who are due to retire by rotation

(a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;

(b) The proxy shall vote in accordance with my/our instruction as follows:

Appointment of whole Directors

Agree  Against  Abstain

Appointment of Individual Director

MR. KITTISAK AMORNCHAIROJKUL

Agree  Against  Abstain

MR. SAYAM TIEWTRANON

Agree  Against  Abstain

MR. KHEMCHART NANTASAGUANTHAI

Agree  Against  Abstain

Item 6 Consider and approve the increase in the number of Directors, and appoint new Directors.

(a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;

(b) The proxy shall vote in accordance with my/our instruction as follows:

MR. SIRIPONG OONTORNPAN

Agree  Against  Abstain

MISS SUREERAT PRACHAYANUKUL

Agree  Against  Abstain

Item 7 To consider and approve the ratification of Director remuneration for the year 2023 and approve the remuneration for Directors for the year 2024.

(a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;

(b) The proxy shall vote in accordance with my/our instruction as follows:

Agree  Against  Abstain

Item 8 To consider and approve the appointment of the auditor and the audit fee for the accounting period 2024.

(a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;

(b) The proxy shall vote in accordance with my/our instruction as follows:

Agree  Against  Abstain

Item 9 To consider and approve the amendments of the Company's Articles of Association to comply with the Act Public Company Limited (No. 4) B.E. 2565 (2022).

(a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;

(b) The proxy shall vote in accordance with my/our instruction as follows:

Agree  Against  Abstain

Item 10 To consider and approve the amendments of the Company's Objectives and approve the amendments of the Memorandum of Association Clause 3 to be consistent with the amendment of the Company's objectives.

(a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;

- (b) The proxy shall vote in accordance with my/our instruction as follows:
- Agree                       Against                       Abstain

Item 11 To review and approve the “Prohibitions of Actions regarded as Business Domination by Foreigners”

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- Agree                       Against                       Abstain

Item 12 Other matters (if any)

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- Agree                       Against                       Abstain

- (4) The proxy’s vote in any agenda item that is contrary to those as instructed in this proxy form shall be deemed invalid and not regarded as my/our vote as a shareholder.
- (5) In the absence or doubt of my/our voting instructions in any agenda item or in the event that the Meeting considers or passes a resolution on any matter other than those mentioned above, including any amendment, change, or addition of facts whatsoever, the proxy is entitled to consider and vote on my/our behalf in all respects as he/she deems fit.

All acts undertaken by the proxy at the Meeting, except those contrary to the votes according to my/our instructions in the proxy form, shall be treated as if they were my/our own acts in all respects.

Signed:.....Grantor (.....)	Signed:.....Proxy (.....)
Signed:.....Proxy (.....)	Signed:.....Proxy (.....)

Remarks:

1. The shareholder shall appoint only one proxy to attend and vote at the Meeting, and the number of shares is indivisible to multiple proxies for different voting.
2. The shareholder shall grant proxy according to the number as specified in (2), and may not grant proxy in part less than such number as specified in (2).
3. In the event that there are more agenda items than those indicated above, the grantor may use the attached Supplement to Proxy Form B.

Supplement to Proxy Form B

Proxy of the Shareholder of Turnkey Communication Services Public Company Limited
In the Annual General Meeting of Shareholders for the year 2024 of Turnkey Communication Services Public Company Limited on
April 19, 2024, at 2:00 P.M. via electronic devices (e-AGM) only or any adjournment thereof to any other date, time, and place.

Item.....Re:.....

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
(b) The proxy shall vote in accordance with my/our instruction as follows:
Agree Against Abstain

Item.....Re:.....

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
(b) The proxy shall vote in accordance with my/our instruction as follows:
Agree Against Abstain

Item.....Re:.....

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
(b) The proxy shall vote in accordance with my/our instruction as follows:
Agree Against Abstain

Item.....Re: Election of Directors (Continued)

Director's name: .....
Agree Against Abstain

Director's name: .....
Agree Against Abstain

Director's name: .....
Agree Against Abstain



## Proxy Form C

(a form used only in the case that the shareholder is a foreign investor and  
has appointed a custodian in Thailand to act as a depository and administrator of shares)

Attached to the Notification of the Department of Business Development Ref: Proxy Forms (No. 5) B.E. 2550 (2007)

(Affix Baht 20 Duty Stamp)

Written at: .....

Date: .....

- (1) I/We, ..... Nationality..... Address No.: .....  
Road: ..... Tambon/Sub-district: ..... Amphoe/District: .....  
Province: ..... Post Code.....

as a shareholder of Turnkey Communication Services Public Company Limited, holding a total  
of.....share(s) and equivalent to a total of.....vote(s), as follows:

- (2) Hereby grant proxy to either:

Please mark  
(✓) in front  
of only one  
proxy's  
name

- (Mr./Mrs./Miss) ..... Age: ..... years  
Address No.: ..... Road: ..... Tambon/Sub-district: .....  
Amphoe/District: ..... Province: ..... Post Code: .....
- (Mr./Mrs./Miss) ..... Age: ..... years  
Address No.: ..... Road: ..... Tambon/Sub-district: .....  
Amphoe/District: ..... Province: ..... Post Code: .....
- MR. WIWAT WETHAYANUKOOL**, Independent Director and concurrently Audit Committee Member, Age 66,  
residing at 1515/40 Sukhumvit Road, Phra Khanong 1, Watthana, Bangkok; or
- MR. PICHAI CHAINARONGLOKA**, Independent Director and concurrently Audit Committee Member, Age 51, residing  
at 505 Charansanitwong 12, Wat Tha Phra, Bangkok Yai, Bangkok

as my/our representative to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the  
year 2024 of Turnkey Communication Services Public Company Limited on April 19, 2024 at 2:00 p.m. via electronic devices (e-AGM)  
only or any adjournment thereof to any other date, time and place.

- (3) We hereby authorize the proxy to attend and vote at this Meeting as follows:

- Proxy is granted according to all shares held and eligible to vote;
- Proxy is granted partially, as follows:
- Ordinary shares: .....share(s) and eligible for.....vote(s)
- Preferred shares: .....share(s) and eligible for.....vote(s)
- Being a total of.....vote(s)

- (4) We hereby authorize the proxy to vote on our behalf at this Meeting as follows:

Item 1 To consider and certify the Minutes of the Extraordinary Meeting of Shareholders No.1/2566 (2023), which was held on 9  
October 2023.

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- Agree  Against  Abstain

Item 2 To consider and acknowledge the 2023 operation results of the Company.

- The proxy is entitled to acknowledge the 2022 operation results of the Company on my/our behalf as he/she deems fit.

Item 3 To consider and approve the Company's financial statements for the year 2023, ended 31 December 2023.

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- Agree                       Against                       Abstain

Item 4 To consider and approve the appropriate net profits as a legal reserve and the omission of the dividend payment for the operating results for the year 2023.

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- Agree                       Against                       Abstain

Item 5 To consider and approve the appointment of Directors in place of those who are due to retire by rotation

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- Appointment of whole Directors
- For                       Against                       Abstain
- Appointment of individual Director
- MR. KITTISAK AMORNCHAIROJKUL
- Agree                       Against                       Abstain
- MR. SAYAM TIEWTRANON
- Agree                       Against                       Abstain
- MR. KHEMCHART NANTASAGUANTHAI
- Agree                       Against                       Abstain

Item 6 Consider and approve the increase in the number of Directors, and appoint new Directors.

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- MR. SIRIPONG OONTORNPAN
- Agree                       Against                       Abstain
- MISS SUREERAT PRACHAYANUKUL
- Agree                       Against                       Abstain

Item 7 To consider and approve the ratification of Director remuneration for the year 2023 and approve the remuneration for Directors for the year 2024.

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- Agree                       Against                       Abstain

Item 8 To consider and approve the appointment of the auditor and the audit fee for the accounting period 2024.

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- Agree                       Against                       Abstain

Item 9 To consider and approve the amendments of the Company's Articles of Association to comply with the Act Public Company Limited (No. 4) B.E. 2565 (2022).

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;

- (b) The proxy shall vote in accordance with my/our instruction as follows:  
 Agree                       Against                       Abstain

Item 10 To consider and approve the amendments of the Company's Objectives and approve the amendments of the Memorandum of Association Clause 3 to be consistent with the amendment of the Company's objectives.

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;  
 (b) The proxy shall vote in accordance with my/our instruction as follows:  
 Agree                       Against                       Abstain

Item 11 To review and approve the "Prohibitions of Actions regarded as Business Domination by Foreigners"

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;  
 (b) The proxy shall vote in accordance with my/our instruction as follows:  
 Agree                       Against                       Abstain

Item 12 Other matters (if any)

- (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;  
 (b) The proxy shall vote in accordance with my/our instruction as follows:  
 Agree                       Against                       Abstain

- (5) The proxy's vote in any agenda item that is contrary to those as instructed in this proxy form shall be deemed invalid and not regarded as our vote as a shareholder.  
(6) In the absence or doubt of our voting instructions in any agenda item or in the event that the Meeting considers or passes a resolution on any matter other than those mentioned above, including any amendment, change, or addition of facts whatsoever, the proxy is entitled to consider and vote on our behalf in all respects as he/she deems fit.

All acts undertaken by the proxy at the Meeting, except those contrary to the votes according to our instructions in the proxy form, shall be treated as if they were our own acts in all respects.

Signed:.....Grantor                      Signed:.....Proxy  
(.....)  
(.....)

Signed:.....Proxy                      Signed:.....Proxy  
(.....)  
(.....)

Remarks:

1. This Proxy Form C is used only in the event that the shareholder whose name appears in the share register is a foreign investor and has appointed a custodian in Thailand to act as a depositary and administrator of shares.
2. Evidence to be accompanied by the proxy form includes:
  - (1) A power of attorney executed by the shareholder authorizing the custodian to sign the proxy form on his/her behalf;
  - (2) A document certifying that the proxy is licensed to operate the business as custodian.
3. The shareholder shall appoint only one proxy to attend and vote at the Meeting, and the number of shares is indivisible to multiple proxies for different voting.
4. The agenda item for the election of Directors may be on a slate or individual Director voting basis.
5. In the event that there are more agenda items than those indicated above, the grantor may use the attached Supplement to Proxy Form C.

Proxy of the Shareholder of Turnkey Communication Services Public Company Limited

In the Annual General Meeting of Shareholders for the year 2024 of Turnkey Communication Services Public Company Limited on April 19, 2024, at 2:00 P.M. via electronic devices (e-AGM) only or any adjournment thereof to any other date, time, and place.

.....

Item..... Re:.....

- (a) The proxy is entitled to consider and vote on our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with our instructions as follows:
  - Agree .....vote(s)       Against.....vote(s)       Abstain.....vote(s)

Item..... Re:.....

- (a) The proxy is entitled to consider and vote on our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with our instructions as follows:
  - Agree .....vote(s)       Against.....vote(s)       Abstain.....vote(s)

Item..... Re:.....

- (a) The proxy is entitled to consider and vote on our behalf as he/she deems fit;
- (b) The proxy shall vote in accordance with our instructions as follows:
  - Agree .....vote(s)       Against.....vote(s)       Abstain.....vote(s)

Item..... Re: Election of Directors (Continued)

- Director's name: .....
- Agree .....vote(s)       Against.....vote(s)       Abstain.....vote(s)
- Director's name: .....
- Agree .....vote(s)       Against.....vote(s)       Abstain.....vote(s)
- Director's name: .....
- Agree .....vote(s)       Against.....vote(s)       Abstain.....vote(s)

The Leading, Independent  
Engineering Services Provider



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