TPBI-EXC 007/2023

February 27, 2023

Subject The 2023 Annual General Meeting of Shareholders Date, dividend payment and the amendment of the Company's Articles of Association

To The President
The Stock Exchange of Thailand

TPBI Public Company Limited ("the Company") would like to notify the resolutions of the Board of Directors Meeting No.1/2023 held on February 25, 2023 at 01.30 p.m. resolved to approve the significance resolution as follows;

1. Approved to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the Statement of Financial of the Company for the fiscal year ended December 31, 2022.
2. Approved to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the omission of the allocate of the profit from the performance of the Company for the year 2022 to be a reserve fund as prescribed by law and dividend payment as follows;
   - 2.1 Approved the omission of the appropriation of legal reserve due to fully appropriated legal reserve of the Company.
   - 2.2 Approved the dividend payment for the performance of the Company for the year 2022 at 0.20 Baht per share from registered capital and paid-up capital 416,879,900 shares, total 83,375,980 Baht, fixed as the Record Date for determining the shareholders entitled to dividend payment on May 2, 2023 and the dividend will be paid on May 19, 2023. In this regard, the payment of dividend is subject to the approval of the Shareholder's Meeting at the 2023 Annual General Meeting of Shareholders.
3. Approved to propose to the 2023 Annual General Meeting of Shareholders to consider and approve for the re-appointment of (1) Mr. Kamol Borrisuttanakul; (2) Mr. Saksit Borrisuttanakul; and (3) Mr. Sittichai Borrisuttanakul; who would retire by rotation to resume the position of the board of directors of the Company for another term.

   Mr. Prinya Saniwalwaroon Independent Director who retried by rotation this year did not to resume independent director position and all positions in the company due to engagement with other business which resulting in the vacancy of 1 independent director position, therefore proposed the names of the new directors, Mr. Patiparn Sukorndhaman as Independent director in place of Mr. Prinya Saniwalwaroon as proposed by the Nomination and Remuneration Committee.
4. Approved to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the remuneration of Directors for the year 2023 and Bonus of Independent Directors for the year 2022 as follows;

Position	Remuneration (Baht/year)	
	2022	2023
1. Chairman of the Board of Directors	440,000	440,000
2. Chairman of the Audit Committee	280,000	280,000
3. Chairman of the Nomination and Remuneration Committee	130,000	130,000
4. Chairman of the Sustainability and Corporate Governance Committee	130,000	130,000
5. Independent Directors	330,000	330,000
6. Audit Committee	180,000	180,000
7. Nomination and Remuneration Committee	80,000	80,000
8. Sustainability and Corporate Governance Committee	80,000	80,000
9. Director	180,000	180,000

Position	Bonus 2021	Bonus 2022
Independent Director	Omitted bonus	15% of the director's remuneration per year

5. Approved to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the appointment of the Certified Auditor from EY Co., Ltd. as the Company's auditor for the fiscal year ended December 31, 2023, and appoint one of the below auditors lists to review and opinion on the financial statements of the Company;

   5.1 Mr. Natthawut Santipet — Certified Public Accountant No. 5730 and/or

   5.2 Ms. Krongkaew Limkittikul — Certified Public Accountant No. 5874 and/or

   5.3 Ms. Sirirat Sricharoensup — Certified Public Accountant No. 5419

   And approve to propose to the 2023 Annual General Meeting of Shareholders to fix the Company Auditor's remuneration for the fiscal year ended December 31, 2023 not exceeding 2,830,000 Baht excluding other expenses.

6. Acknowledged the result of the entitlement of shareholders to propose agenda of the 2023 Annual General Meeting of Shareholders and qualified candidate to be nominated for selection of the Company's Directors of the year 2023, from October 1 to December 31, 2022 that no agenda and candidate has been proposed by shareholders to the Company.

7. Approved to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the amendment of the Company's Articles of Association, details as per attachment 1.

8. Approved the scheduled of the 2023 Annual General Meeting of Shareholders to be held on April 22, 2023, 10.00 a.m. by electronic means (e-Meeting) to consider and approve the agenda items as follows;

Agenda 1	To consider and acknowledge the 2022 Annual General Meeting of Shareholders
Agenda 2	To consider and acknowledge the Annual Report of the performance of the Company for the year 2022
Agenda 3	To consider and approve the Statement of Financial of the Company for the fiscal year ended December 31, 2022
Agenda 4	To consider and approve the omission of the allocate of the profit from the performance of the Company for the year 2022 to be a reserve fund as prescribed by law and dividend payment
Agenda 5	To consider and approve the nomination of new directors to replace the directors who will be retired by rotation
Agenda 6	To consider and approve the remuneration of Directors for the year 2023 and Bonus of Independent Directors for the year 2022
Agenda 7	To consider and approve the appointment of the Certified Auditor and the determination of the Company Auditor's remuneration of auditor for the year 2023
Agenda 8	To consider and approve the amendment of the Company's Articles of Association
Agenda 9	Other matters (if any)

9. Approved the schedule of the Record Date for determining the shareholders entitled to attend The 2023 Annual General Meeting of Shareholders on March 17, 2023.

Please be informed accordingly.

Yours Sincerely,

(Mr. Kamol Borrisuttanakul)

Chief Financial Officer

Authorized Persons to Disclose Information

Attachment 1.

The amendment of the Company's Articles of Association, details as follow ;

Article	Present	Edited
25.	The chairman of the board or the person entrusted shall send a written notice summoning a meeting of the board of directors to directors not less than seven (7) days prior to the date of the meeting, except in the case of necessity or urgency to preserve the rights or interests of the Company, the meeting may be notified by other means and an earlier date of the meeting may be scheduled.	The chairman of the board or the person entrusted shall send a written notice summoning a meeting of the board of directors to directors <u>not less than Three (3) days</u> prior to the date of the meeting, except in the case of necessity or urgency to preserve the rights or interests of the Company, the meeting may be notified by <u>electronics means</u> and other means and an earlier date of the meeting may be scheduled. <u>The Company may send a summoning notice for the board of directors' meeting including its related documents by electronic mail.</u>
29.	The board of directors shall hold a meeting at least once every three (3) months within the province of the Company's head office or nearby provinces, or any other location. The date, time, and location of the meeting shall be determined by the chairman of the board.	The board of directors shall hold a meeting <u>at least once every three (3) months.</u> <u>The chairman of the board shall call the meeting of the board of directors. If it is reasonable or for the protection of the Company's benefit, at least two directors may jointly request that the chairman summons a board of directors' meeting and they shall also propose the meeting agenda and reasons to the chairman. In this case, the chairman shall summon and fix the date of the board of directors' meeting within fourteen (14) days from the date of the request.</u> <u>In the case where the chairman does not summon and fix the date of the meeting within the period specified in the above paragraph, the requesting directors may jointly summon and fix the date of the meeting to resolve the proposed agenda items within fourteen (14) days from the</u>

Article	Present	Edited
		end of such fourteen (14) day period mentioned in the above paragraph. In the absence of a chairman of the board of directors, the vice-chairman shall summon the meeting of the board of directors. In the case of the absence of a vice-chairman, a board of directors' meeting may jointly be summoned by at least two directors. The Company's board of directors may hold a meeting at the locality in which the Company's head office is situated or other provinces around the Kingdom, or the board of directors' meeting can be arranged via electronic means according to the conditions, procedures and methods prescribed by law. The headquarters of the Company shall be deemed to be the venue where the electronic meeting is held.
31.	The board of directors shall convene an annual general meeting of shareholders within four (4) months of the last day of the Company's fiscal year. The shareholders meetings other than those in the first paragraph shall be called extraordinary meeting. The board of directors may summon an extraordinary meeting whenever it deems appropriate. A shareholder or shareholders holding shares in aggregate not less than one-tenth (1/10) of the total issued shares may jointly submit their names in a written notice requesting the board of directors to summon an extraordinary	The board of directors shall convene an annual general meeting of shareholders within four (4) months of the last day of the Company's fiscal year. The shareholders meetings other than those in the first paragraph shall be called extraordinary meeting. The board of directors may summon an extraordinary meeting whenever it deems appropriate. A shareholder or shareholders holding shares in aggregate not less than one-tenth (1/10) of the total issued shares may jointly submit their names in a written notice requesting the board of directors to summon an extraordinary

Article	Present	Edited
	meeting at any time, provided that the matters and reasons for calling such meeting shall be clearly stated in the said notice. In this regard, the board of directors shall proceed to call a shareholders meeting to be held within forty five (45) days of the date of the receipt of such notice from the shareholders. In the event that the board of directors does not summon a shareholders meeting within the period as prescribed in the third paragraph, those shareholders jointly submitted their names or other shareholders holding shares in aggregate amount so prescribed may call a shareholders meeting themselves to be held within forty five (45) days of the completion date of the period as prescribed in the third paragraph. In this case, such shareholders meeting shall be deemed as the meeting summoned by the board of directors, whereby the Company shall be responsible for the necessary expenses to convene the meeting and provide assistance as appropriate. In case of the shareholders meeting summoned by the shareholders under the fourth paragraph could not constitute a quorum as required under Article 33, such shareholders in the fourth paragraph shall be jointly responsible to the Company for the incurred expense to convene the meeting.	meeting at any time, provided that the matters and reasons for calling such meeting shall be clearly stated in the said notice. In this regard, the board of directors shall proceed to call a shareholders meeting to be held within forty five (45) days of the date of the receipt of such notice from the shareholders. In the event that the board of directors does not summon a shareholders meeting within the period as prescribed in the third paragraph, those shareholders jointly submitted their names or other shareholders holding shares in aggregate amount so prescribed may call a shareholders meeting themselves to be held within forty five (45) days of the completion date of the period as prescribed in the third paragraph. In this case, such shareholders meeting shall be deemed as the meeting summoned by the board of directors, whereby the Company shall be responsible for the necessary expenses to convene the meeting and provide assistance as appropriate. In case of the shareholders meeting summoned by the shareholders under the fourth paragraph could not constitute a quorum as required under Article 33, such shareholders in the fourth paragraph shall be jointly responsible to the Company for the incurred expense to convene the meeting. <u>In the case where a shareholders' meeting is summoned by the shareholders, the notice may be sent via electronic means according to the</u>

Article	Present	Edited
		conditions, procedures and methods prescribed by law.
32.	The board of directors shall prepare a notice summoning a shareholders meeting indicating the place, date and time, the agenda of the meeting and matters to be proposed to the meeting along with reasonable details, by clearly specifying whether such matters are proposed for acknowledgement, approval or consideration, as the case may be, including opinions of the board of directors on such matters, and such notice shall be sent to the shareholders and registrar at least seven (7) days prior to the date of the meeting, provided that such notice shall also be published in a newspaper not less than three (3) days prior to the date of the meeting for not less than three (3) consecutive days. A shareholders meeting may be convened at the province of the Company's head office or a nearby province as determined by the board of directors.	The board of directors shall prepare a notice summoning a shareholders meeting whether it is in person or via electronic means indicating the place, date and time, the agenda of the meeting and matters to be proposed to the meeting along with reasonable details, by clearly specifying whether such matters are proposed for acknowledgement, approval or consideration, as the case may be, including opinions of the board of directors on such matters, and such notice shall be sent to the shareholders and registrar at least seven (7) days prior to the date of the meeting, provided that such notice shall also be published in a newspaper not less than three (3) days prior to the date of the meeting for not less than three (3) consecutive days. The Company may send a summoning notice of the meeting and its related documents to shareholders by electronic means. In addition, publication of a notice of the meeting may be instead made via electronic means by being posted on a generally accessible website according to the conditions, procedures and methods prescribed by law. A shareholders meeting may be convened at the province of the Company's head office or a nearby province as determined by the board of directors, or the shareholders' meeting can be arranged via electronic means according to the conditions, procedures and methods prescribed by law. The headquarters of the

Article	Present	Edited
		<u>Company shall be deemed to be the venue where the electronic meeting is held.</u>
33.	There shall be shareholders and proxies (if any) attending a shareholders meeting not less than twenty five (25) persons or not less than one-half (1/2) of the total number of shareholders and holding shares in aggregate not less than one-third (1/3) of the total issued shares to constitute a quorum. At any shareholders meeting, if a quorum is not presented as prescribed under the first paragraph within one (1) hour after the time appointed for holding the meeting, such shareholders meeting if summoned by the shareholders' request shall be dissolved, however, the shareholders meeting summoned otherwise shall be rescheduled and the notice of such rescheduled meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. A quorum is not required in the rescheduled meeting.	There shall be shareholders and proxies (if any) attending a shareholders meeting not less than twenty five (25) persons or not less than one-half (1/2) of the total number of shareholders and holding shares in aggregate not less than one-third (1/3) of the total issued shares to constitute a quorum. At any shareholders meeting, if a quorum is not presented as prescribed under the first paragraph within one (1) hour after the time appointed for holding the meeting, such shareholders meeting if summoned by the shareholders' request shall be dissolved, however, the shareholders meeting summoned otherwise shall be rescheduled and the notice of such rescheduled meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. A quorum is not required in the rescheduled meeting. <u>For the proxy method in the previous paragraph, the shareholders may appoint another person as their proxy to attend and vote on their behalf. The instrument appointing proxy shall be dated and signed by the shareholder giving proxy and shall be in the form so prescribed by the registrar.</u> <u>The shareholders may appoint another person as their proxy via electronic means according to the conditions, procedures and methods prescribed by law.</u>

Article	Present	Edited
44.	Dividends shall not be paid other than out of profits. No dividends shall be paid while the Company has an accumulated loss. Dividends shall be distributed in accordance with the number of shares, with each share receiving an equal amount, unless the Company issues preference shares with the different conditions of entitlement to the dividend payment from the ordinary shares, the dividends shall be distributed as such, provided that payment of dividends shall be approved by the shareholders meeting. The board of directors may, from time to time, approve the interim dividends to shareholders when the board of directors finds that the profit of the Company justifies such payment, and shall report such payment to the shareholders at the next shareholders meeting after the payment. The payment of dividends shall be made within one (1) month of the date of the resolution of the shareholders meeting or of the meeting of the board of directors, as the case may be, provided that the shareholders shall be notified in writing of such payment of dividends, and the notice of such payment of dividends shall also be published in a newspaper for not less than three (3) consecutive days.	Dividends shall not be paid other than out of profits. No dividends shall be paid while the Company has an accumulated loss. Dividends shall be distributed in accordance with the number of shares, with each share receiving an equal amount, unless the Company issues preference shares with the different conditions of entitlement to the dividend payment from the ordinary shares, the dividends shall be distributed as such, provided that payment of dividends shall be approved by the shareholders meeting. The board of directors may, from time to time, approve the interim dividends to shareholders when the board of directors finds that the profit of the Company justifies such payment, and shall report such payment to the shareholders at the next shareholders meeting after the payment. The payment of dividends shall be made within one (1) month of the date of the resolution of the shareholders meeting or of the meeting of the board of directors, as the case may be, provided that the shareholders shall be notified in writing of such payment of dividends, and the notice of such payment of dividends shall also be published in a newspaper for not less than three (3) consecutive days. <u>The written notices to the shareholders and publication of the notice of the dividend payment may be made via electronic means by</u>

Article	Present	Edited
		being posted on a generally accessible website according to the conditions, procedures and methods prescribed by law.