



บริษัท ทีทีซีแอล จำกัด (มหาชน)
TTCL PUBLIC COMPANY LIMITED

TAX ID 0107551000185 (HEAD OFFICE)
159/41-44 SERMMIT TOWER 27th - 30th FLOOR
SUKHUMVIT 21 (ASOKE) ROAD, NORTH KLONGTOEY,
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เลขประจำตัวผู้เสียภาษี 0107551000185 (สำนักงานใหญ่)
159/41-44 อาคารเสริมมิตรทาวเวอร์ ชั้น 27-30 ถนนสุขุมวิท 21 (อโศก)
แขวงคลองเตยเหนือ เขตวัฒนา กรุงเทพมหานคร 10110
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14th March 2023

Ref. no. CS-005/2566

Subject: Invitation to the Annual General Meeting of Shareholders No. 1/2566 through Electronic Devices (E-AGM)

To: Shareholders
TTCL Public Company Limited

Attachments: 1. Supporting Documents for Agendas to the Annual General Meeting of Shareholders No. 1/2566
2. Supporting Documents for Attendance of the Meeting

1. Supporting Documents for Agendas to the Annual General Meeting of Shareholders No. 1/2566

(1.1) Supporting Document for agenda 1

- Minutes of the Annual General Meeting of Shareholders No. 1/2565 held on 12th April 2022

(1.2) Supporting Document for agenda 2 and 3

- 56-1 One Report 2022 and The Statement of Financial Position and the Statement of Comprehensive Income for the year ended 31st December 2022 (in QR Code)

Remarks: If the shareholders would like to receive the print-out of the 56-1 One Report 2022, please contact: Administration Department and Company Secretary Tel: 0-22608505 Ext. 1501, 1503, 1544 Fax: 0-2260-8525-6 or E-mail : ir@ttcl.com

(1.3) Supporting Document for agenda 6

- Profile of directors who are re-elected to resume the office for another term.
- The definition of independent directors of the Company

(1.4) Supporting Document for agenda 7

- The remuneration of Board of Directors, Audit Committee, and Board of Management for the year 2023

(1.5) Supporting Document for agenda 8

- The details of Certified Public Accountants (Auditors) and determination of auditors' fee for the year 2023

(1.6) Supporting Document for agenda 9

- Details of the amendment of the Articles of Association



2. Supporting Documents for Attendance of the Meeting

- (2.1) Proxy Form A, Proxy Form B and Proxy Form C (The Forms can be downloaded from https://investor.ttcl.com/shareholder_meeting.html)
- (2.2) Guideline for registration, the method of granting proxy, procedure for attending E-AGM.
- (2.3) Registration form for authorized signatory of juristic person.
- (2.4) Article of Association of TTCL Public Company Limited, relating to Shareholders' Meeting No.1/2566 through Electronic Devices (E-AGM).
- (2.5) QR Code Downloading Procedure for 56-1 One Report 2022.
- (2.6) User Manual for the electronic Meeting system (E-AGM) for the Shareholders' Meeting
- (2.7) Question Form for the Annual General Meeting of Shareholder No.1/2566.
- (2.8) Privacy Notice for the Shareholders' Meeting.

Meeting Agenda

- Agenda 1: To adopt Minutes of the Annual General Meeting of Shareholder No. 1/2565 held on 12th April 2022.
- Agenda 2: To report on the result of the company's operation for the year 2022.
- Agenda 3: To approve the Statement of Financial Position and the Statement of Comprehensive Income of the Company for the fiscal year ended 31st December 2022.
- Agenda 4: To consider and approve the transfer of appropriated legal reserve and premium on share capital to compensate the retained deficits of the Company.
- Agenda 5: To consider and approve non-payment of dividend from the operation result of fiscal year 2022.
- Agenda 6: To consider and elect new Directors in place of those to be retired by rotation.
- Agenda 7: To consider and fix the Board of Directors, Audit Committee, and Board of Management Remuneration for the year 2023.
- Agenda 8: To consider and approve the appointment of Auditor and Audit Fee for the year 2023.
- Agenda 9: To consider and approve the amendment of the Articles of Association concerning the use of electronic means to conduct the meeting.
- Agenda 10: To consider and approve the amendment of the Company's objectives concerning business operations related to electronic custom clearance as well as providing electronic data transmission services including the amendment of Clause 3 of the Memorandum of Association to be in line with the Company's objectives.
- Agenda 11: To report the issuance and offering of debenture up to year 2022.
- Agenda 12: Other business (if any).

NOTICE IS HEREBY GIVEN that, by virtue of the resolution of the Board of Directors of TTCL Public Company Limited (the “**Company**”), no. 2/2566, held on 28th February 2023, the Annual General Meeting of Shareholders No. 1/2566 will be held on **Wednesday, 12th April 2023** through Electronic Devices (E-AGM) under the Royal Decree on Teleconference through Electronic Mean E.E. 2563 (2020) and relevant law and regulations, which would broadcast live at 14.00 hrs. at the meeting Room 27th Floor, Sermmit Tower, No. 159/41-44, Sukhumvit 21 (Asoke) Road, Khweang Klongtoey Nuer, Khet Wattana, Bangkok. **Also, onsite registration services do not allow on the meeting day.** Identify proofing or granting proxy are required to submit in advance.

The Company publicizes the relevant documents to the Annual General Meeting of Shareholders No. 1/2566 as following:

1. The agendas of the meeting, Supporting Documents for Agendas and Supporting Documents for Attendance via:
https://investor.ttcl.com/shareholder_meeting.html from 14th March 2023 onward
2. 56-1 One Report 2022 via: <https://investor.ttcl.com/ar.html>

The Company had granted the opportunity for Shareholders to exercise their rights to propose matters to be included in the Meeting Agenda in advance as well as to nominate a candidate to be appointed as a director. There was no proposal from such.

Agenda 1 To adopt Minutes of the Annual General Meeting of Shareholder no. 1/2565 held on 12th April 2022.

Supporting Information: The Minutes of the Annual General Meeting of Shareholder no. 1/2565 held on 12th April 2022, to consider all necessary matters according to the requirement of the laws, were recorded correctly. The minutes in detail were enclosed herewith as **(1.1) Supporting document for agenda 1** for shareholders’ adoption.

Board of Directors’ opinion: Having considered the matter, the Board of Directors was of the opinion that Minutes of the Annual General Meeting of Shareholder no. 1/2565 were correct with full information and should be adopted by the shareholders. A copy of the said minutes is enclosed herewith as **(1.1) Supporting Document for Agenda 1.**

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

Agenda 2 To report on the result of the company’s operation for the year 2022.

Supporting Information: For the year 2022, the Company’s operation result was shown in the summary that the net profit is Baht 676.88 million in consolidated financial statement and for the separate financial statement showing Baht 367.36 million.

Board of Directors’ opinion: It is deemed appropriate to report the Company’s operation results for the year 2022 to the meeting of shareholders for acknowledgment without passing any resolution as **(1.2) Document to support Agenda 2. (in QR Code)**

Voting: This agenda item is only for acknowledgment; therefore, no voting is required.

Agenda 3 To approve the Statement of Financial Position and Statement of Comprehensive Income for the fiscal year ended 31st December 2022.

Supporting Information: The Company has prepared a Statement of Financial Position as well as the Statement of Comprehensive Income at the end of 31st December 2022 which was audited & certified by the auditor, and has been reviewed by the Company's Audit Committee.

Board of Directors' opinion: It is deemed appropriate to propose to the Meeting of shareholders to consider and approve the Statement of Financial Position as well as the Statement of Comprehensive Income for the year ended 2022, as reviewed correctly, duly audited, and certified as **(1.2) Document to support Agenda 3. (in QR Code)**

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

Agenda 4 To consider and approve the transfer of appropriated legal reserve and premium on share capital to compensate the retained deficits of the Company.

Supporting Information: According to Section 119 of the Public Limited Companies Act. B.E. 2535 (including any revision) determines that "a company may, upon approval by a meeting of shareholders, the Company may transfer the reserve under section 51, the reserve under section 116, or any other reserves to compensate the accumulated deficit of the Company. The accumulated deficit compensation under paragraph one must be firstly deducted from other reserves then from the reserve under section 116 (legal reserve) and the reserve under section 51 (reserve from premium on share capital) respectively."

According to the Company's separate financial statements for the fiscal year ended 31st December 2022, the Company has retained deficits of THB 955.81 million. The Company is unable to make dividend payment as the Company's unappropriated retained earnings is still a deficit. Even the performance of the fiscal year 2022 was positive. In order to prepare the Company to be able to pay dividends in the future when the Company has net profit and sufficient cash flow, the Board of Directors has jointly considered and reviewed by prioritizing the benefits of the Company's shareholders. The Board of Directors, therefore, deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the transfer of appropriated legal reserve in the amount of Baht 56.00 million and premium on share capital in the amount of Baht 899.81 to compensate the retained deficits of the Company according to the Company's separate financial statements for the fiscal year ending 31st December 2022.

The details of transferring the appropriated legal reserve and premium on share capital to compensate the retained deficits of the Company are as follows;

Item as of 31 st December 2022	THB
Retained Loss	955,809,809
Details of Legal Reserve and premium on share capital to compensate the retained deficits of the Company	
Legal Reserve (total THB 56,000,000)	(56,000,000)
Premium on share capital (total THB 3,285,759,928)	(899,809,809)
Net	0

Board of Directors' opinion: It is deemed appropriate to propose to the Meeting of shareholders to consider and approve the transfer of appropriated legal reserve and premium on share capital to compensate the retained deficits of the Company as proposed in all respects.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

Agenda 5 To consider and approve non-payment of dividend from the operation result of the fiscal year 2022.

Supporting Information: According to Section 115 of the Public Limited Companies Act, B.E. 2535 (including any revision) and Article 48, "No dividend shall be paid otherwise than out of profits. In a case where the company still has accumulated losses, no dividend shall be paid."

The Company has a policy to distribute dividends according to the Company's performance in the rate not less than 50 percent of the net profit after deducted taxes and reservation required by law. However, the Board of Directors of the Company has the authority to consider the exception of compliance to this policy or change the policy from time to time but subject to the conditions that in all aspects it shall have proceeded for the best benefit of the shareholders.

Reference to Section 115 of the Public Limited Companies Act, B.E. 2535 and Article 48 as mentioned, even the Company's operation result in separated financial statement for the year 2022 was shown the net profit of Baht 367.36 million. However, the Company is unable to make dividend payment as the Company's unappropriated retained earnings is still a deficit in the amount of Baht 955.81 million. Nevertheless, the Board of Directors has proposed to the Annual General Meeting of Shareholders to consider and approve the transfer of appropriated legal reserve and premium on share capital to compensate the retained deficits to the Company to resume its dividend payment to the Shareholders in the future.

Board of Directors' opinion: It is deemed appropriate to propose to the Meeting of shareholders to consider and approve non-payment of dividends as the Company's unappropriated retained earnings is still a deficit according to the Company's separate financial statements for the fiscal year ended 31st December 2022.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

Agenda 6 To consider and elect new Directors in place of those to be retired by rotation.

Supporting Information: According to the Company's Articles of Association Clause 22, at every Annual General Meeting of Shareholders, one-third of the total directors must retire from office. The 4 directors who are retired in this Annual General Meeting namely;

- | | | |
|------------------|---------------|-----------------------------------|
| 1) Mr. Hironobu | Iriya | Chairman of the Board of Director |
| 2) Mrs. Nijaporn | Charanachitta | Director |
| 3) Mr. Tiwa | Jaruke | Director |
| 4) Mr. Suvit | Manomaiyanon | Independent Director |

The Company provided an opportunity for shareholders to propose names of qualified candidates for the directorship via SET Community Portal and on the Company's website from 2 September – 30 December 2022. However, no shareholders nominated a candidate for directorship.

The Nomination and Remuneration Committee has considered the director's qualifications, knowledge, competency, experience, and expresses opinions independently, which will obtain benefit to the Director's performance and necessity of the Board Structure that aligns with the Company's strategy. It is deemed appropriate to propose the Board of Directors propose to the meeting of shareholders to re-elect 4 retiring directors as above to resume their offices for another term.

Mr. Suvit Manomaiyanon has served as Independent Director from 1st March 2021 to 31st December 2022 (1 year 9 months). His qualifications in accordance with the definition of the Capital Market Supervisory Board and independent directors' qualifications and performance are outstanding and well-respected. He also possessed expertise, experience, and understanding of the Company's business.

Profile of directors who are re-elected to resume the office for another term and definition of the nominated independent director are enclosed as **(1.3) Document to support Agenda 6.**

Board of Directors' opinion: It is deemed appropriate to propose to the Meeting of shareholders to consider and approve according to the recommendation of the Nomination & Remuneration Committee and has been agreed by the Board of Directors as follows;

- To re-elect 4 retiring directors to resume their offices for another term namely;

- | | | |
|------------------|---------------|-----------------------------------|
| 1) Mr. Hironobu | Iriya | Chairman of the Board of Director |
| 2) Mrs. Nijaporn | Charanachitta | Director |
| 3) Mr. Tiwa | Jaruke | Director |
| 4) Mr. Suvit | Manomaiyanon | Independent Director |

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

Agenda 7 To consider and fixed the Board of Directors, Audit Committee, and Board of Management Remuneration for the year 2023.

Supporting Information: According to the Company's Articles of Association Clause 35, The Directors are entitled to remuneration from the company in form of salary, award, meeting fee, reward, bonus, or any benefits in accordance with the Article of Association or as approved by a meeting of shareholders.

Fixed Remuneration to the Board of Directors, Audit Committee, and Board of Management for the year 2023 has been considered by the Nomination and Remuneration Committee has been taken into account the facts of a suitable type, size, and performance of the Company comparing with the Thai Directors Compensation Survey 2022 from Thai Institute of Directors (IOD). The Company's remuneration is in range compared with other companies in the Thai Directors Compensation Survey 2022 as mentioned.

2023 Fixed Remuneration;

• Board of Directors	:	6,100,000	Baht/year
• Audit Committee	:	400,000	Baht/year
• Board of Management	:	6,700,000	Baht/year
Total	:	13,200,000	Baht/year

The details of the Fixed Remuneration to Board of Directors, Audit Committee, Board of Management, and other Sub-Committee for the year 2023 are enclosed as **(1.4) Document to support Agenda 7.**

Board of Directors' opinion: It is deemed appropriate to propose that the Meeting of shareholders grant approval to the fixed remuneration for Board of Directors, Audit Committee, and Board of Management for the year 2023 as above proposed by the Nomination & Remuneration Committee and has been accepted by the Board of Directors.

2023 Fixed Remuneration for the Board of Directors, Audit Committee, and Board of Management as follows;

• Board of Directors	:	6,100,000	Baht/year
• Audit Committee	:	400,000	Baht/year
• Board of Management	:	6,700,000	Baht/year
Total	:	13,200,000	Baht/year

Voting: To approve this matter, a resolution must be passed by not less than two-thirds of the shareholders who attend the meeting.

Agenda 8 To consider and approve the appointment of Auditor and Audit Fee for the year 2023.

Supporting Information: The Company's Audit Committee has considered the selection of the Auditor for the Company and proposed the Board to appoint Grant Thornton Limited (Grant Thornton) to be the auditor of the Company for another year (4th year) and the name list of auditors as the name list follows;

1)	Mr. Somckid	Tiatragul	C.P.A.(Thailand) No. 2785
2)	Ms. Kanyanat	Sriratchachaval	C.P.A.(Thailand) No. 6549
3)	Ms. Saranya	Akharamahaphanit	C.P.A.(Thailand) No. 9919
4)	Ms. Luxsamee	Deetrakulwattanapol	C.P.A.(Thailand) No. 9056
5)	Ms. Kesanee	Srathongphool	C.P.A.(Thailand) No. 9262

and one of those shall be made auditing and giving suggestions to the financial statement of the Company for the fiscal year ended of 31st December 2023. In case those cannot perform the duty, Grant Thornton is to provide the other qualified CPA from its office to perform. Profiles of the selected auditors are enclosed as **(1.5) Document to support Agenda 8**. The audit fee for TTCL shall be fixed at 6,070,500.- Baht (Six million seventy thousand and five hundred Baht only) which is increased by 5.12 % from 2022 audit fee.

Grant Thornton is also appointed for being auditor of 5 out of 23 company branches and subsidiaries. The Company shall pay attention to the financial statement of non-audited by Grant Thornton to be submitted in time for consolidation.

Board of Directors' opinion: It is deemed appropriate to propose to the Meeting of shareholders to consider and approve the appointment of Grant Thornton Limited as the Company's auditors and the auditor name list are as follows;

- | | | | |
|----|--------------|---------------------|---------------------------|
| 1) | Mr. Somckid | Tiattragul | C.P.A.(Thailand) No. 2785 |
| 2) | Ms. Kanyanat | Sriratchatchaval | C.P.A.(Thailand) No. 6549 |
| 3) | Ms. Saranya | Akharamahaphanit | C.P.A.(Thailand) No. 9919 |
| 4) | Ms. Luxsamee | Deetrakulwattanapol | C.P.A.(Thailand) No. 9056 |
| 5) | Ms. Kesanee | Srathongphool | C.P.A.(Thailand) No. 9262 |

and fix the audit fee at Baht 6,070,500 (Baht six million seventy thousand and five hundred only) for the fiscal year ended 31st December 2023 as recommended by Audit Committee and has been accepted by Board of Directors.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

Agenda 9

To consider and approve the amendment of the Articles of Association concerning the use of electronic means to conduct the meeting.

Supporting Information: With reference to the announcement of the Public Limited Companies Act (No. 4) B.E. 2565 (2022) in Royal Gazette, effective as of 24th May 2022, prescribes regulatory changes to support the use of electronic means for conducting meetings, modernized the method for convening meetings in order to enhance efficiency, reduce unnecessary costs, and to offer more convenience for shareholders. Whereas the Meeting of the Board of Director No. 2/2566, held on 28th February 2023 has had the resolution that it is appropriate to propose the Shareholders' Meeting to consider and approve the amendment of Articles 30, 33, 38, 42, 54 and additional Articles 56 and 57 to align with the Public Limited Companies Act, B.E. 2535 (1992), as amended in 2022, the details as per **(1.6) the supporting documents of agenda 9**.

Board of Directors' Opinion: It is appropriate to propose the Shareholders' Meeting to consider and approve the amendment of the Articles of Association concerning the use of electronic means to conduct the meeting by amending of Articles 30, 33, 38, 42, 54 and additional Articles 56 and 57 including any actions with related entitles to the amendment of Article of Association of the Company.

Voting: To approve this matter, a resolution must be passed by not less than three-quarters (3/4) of the total number of votes by the shareholders who attend the meeting and cast their votes.

Agenda 10 To consider and approve the amendment of the Company's objectives concerning business operations related to electronic custom clearance as well as providing electronic data transmission services including the amendment of Clause 3 of the Memorandum of Association to be in line with the Company's objectives.

Supporting Information: Whereas the Meeting of the Board of Director No. 2/2566, held on 28th February 2023, has had the resolution on approval to propose the Shareholders' Meeting to consider the amendment of the Company's objectives concerning business operations related to electronic custom clearance as well as providing electronic data transmission services. It is appropriate to propose the Shareholders' Meeting to consider and approve the amendment of company business objectives by adding a new Company objectives number 34 from the currently existing 33 items which the following details;

Item no. 34 To engage in the business of operations related to electronic customs clearance as well as providing electronic data transmission services.

In order to consistency with the amendment of the Company's objectives as above, it is appropriate to propose the Shareholders' Meeting to consider the amendment of Clause 3 of the Memorandum of Association, detail as below;

"Clause 3. The Company has Objectives in 34 clauses, as details in Form BorMorJor002 attached."

Board of Directors' Opinion: It is appropriated to propose the Shareholders' Meeting to consider and approve the amendment of the Company's objectives concerning business operations related to electronic custom clearance as well as providing electronic data transmission services including the amendment of Clause 3 of the Memorandum of Association to be in line with the Company's objectives as the details proposed as well as to approve on granting the company authorized director or the person who is empowered by the company authorized director to have authorization on amendment any content and wording in accordance with the suggestion, opinion, and or the order of the Company Registrar and or other government authority related in order to complete the registration.

Voting: To approve this matter, a resolution must be passed by not less than three-quarters (3/4) of the total number of votes by the shareholders who attend the meeting and cast their votes.

Agenda 11 To report the issuance and offering of debenture up to the year 2022.

Supporting information: Reference is made to Annual General Meeting of Shareholders No. 1/2559 on Friday 8th April 2016, Agenda Item 4, in connection with which the shareholders approved the issuance and offering of debentures in the aggregate outstanding principal amount of not exceeding Baht 6,000 million (Baht six thousand million only) or its equivalent in other currencies to support the Company's business expansion and working capital.

In summary, the following table provides debenture information as of 31st December 2022 as follows;

Unsubordinated Loan

#	Series	Issue date	Tenure	Million THB	Rate	Maturity date
1	1/2565	27-Apr-22	2Y5M	1,500	7.15%	27-Sep-2024
Total				1,500	7.15%	

Total the issuance and offering of debenture as of 31st December 2022 is amounting of THB 1,500 million and the remaining balance for issuance and the offering of debentures to be proceed will be THB 4,500 million.

The Company continues to maintain the aggregate outstanding principal amount of not exceeding THB 6,000 million (Baht six thousand million only) or its equivalent in other currencies with the same following preliminary details as per previous approval of shareholders since Annual General Meeting no. 1/2559 on 8th April 2016.

Board of Directors' opinion: It is deemed appropriate to report to the Shareholders of the issuance and offering of debentures up to the year 2022 in the amount of not exceeding THB 6,000 million (Baht six thousand million only) and maintain the aggregate outstanding principal amount of not exceeding THB 6,000 million (Baht six thousand million only) or its equivalent in other currencies as per previous approval of Shareholders since Annual General Meeting of Shareholders on 8th April 2016, as proposed in all respects.

Voting: This agenda item is only for acknowledgement; therefore, no voting is required.

Agenda 12 Other Business (if any)

The Shareholders are free to ask any question and the Board will answer their questions (if any).

The Company has confirmed Tuesday 14th March 2023 is the Record Date on which the shareholders whose name appear on the company's share register book shall have the right to attend the Annual General Meeting of Shareholders no. 1/2566 through Electronic Devices (E-AGM)

1. For shareholders attending by themselves via DAP e-Shareholder Meeting system:

Please register via DAP e-Shareholder Meeting system at

<https://portal.eservice.set.or.th/Account/Login?refer=joqvXPLxH5KL1F5T8MlgZDg%2byZH0DTyBteWe%2fmIMLedB1IUsn%2bs0VA%3d%3d>

or scan QR Code specified in **(2.6) Supporting Documents for Attendance** and prepare the registration documents to register via DAP e-Shareholder Meeting system from 20 March 2023. The registration documents will be reviewed to ensure the identification of the shareholders. After the documents are reviewed that it is correct, the shareholders will obtain the email with Username and Password for logging into the electronic meeting system (DAP e-Shareholder Meeting) on the date of the Meeting from 11.00 hrs. onwards. Please see the procedure in attending E-AGM in **(2.2) Supporting Documents for Attendance** for more details. Please register via DAP e-shareholder



Meeting system at least 2 days before 12th April 2023 for the convenience in attending the meeting on the meeting date.

2. For shareholders attending by proxy:

Please submit the identification documents or the proxy documents together with the required documents in proxy granting in **(2.2) Supporting Documents for Attendance**. After that, please send all documents to the Company. The documents must be arrived to the Company within 10th April 2022 at

- Email: adm.cs@ttcl.com or
- Fax: 02-260-8526 or
- Dispatch a reply envelope and send it back to the Company;
Company Secretary
TTCL Public Company Limited
159/41-44 Sermitmit Tower 27th – 30th Floor, Sukhumvit 21
(Asoke Road), North Klongtoey, Wattana, Bangkok, 10110

The registration documents will be reviewed to ensure the identification of the shareholders. After that, the proxy will obtain the email with Username and Password for logging into the electronic meeting system (DAP e-Shareholder Meeting) on the date of the Meeting from 11.00 hrs. onwards. Please see the procedure in attending E-AGM in **(2.2) Supporting Documents for Attendance** for more details.

The company requests the shareholders consider appointing an Independent Directors to vote on his or her behalf without attending the meeting in person by complete the Proxy Form (Form B) together with the required documents in proxy granting. After that, please send all documents to the Company. The documents must be arrived to the Company within April 10, 2023 at

- Email: adm.cs@ttcl.com or
- Fax: 02-260-8526 or
- Dispatch a reply envelope and send it back to the Company;
Company Secretary
TTCL Public Company Limited
159/41-44 Sermitmit Tower 27th – 30th Floor, Sukhumvit 21
(Asoke Road), North Klongtoey, Wattana, Bangkok, 10110

Shareholders may appoint Independent Director of the Company. The name lists of Independent Director are as follow;

- | | |
|------------------------------|---|
| 1. Mr. Sivaraks Pinicharomna | Independent Director
Chairman of Audit Committee |
| 2. Mr. Suvit Manomaiyanon | Independent Director
Audit Committee |
| 3. Dr. Ryuzo Nagaoka | Independent Director
Audit Committee |
| 4. Mr. Nuttachat Charuchinda | Independent Director |





In this regard, the independent directors of the Company who are proxies from the shareholders disinterested in the proposed agenda for this meeting except the independent director No. 2 who will retire by rotation and have been nominated for re-election for another term in Agenda 6. Further details of independent directors are shown in **(2.2) Supporting Documents for Attendance**. The Company will conduct the meeting in accordance with Company's Articles of Association relating to the Shareholders' Meeting and Voting as per **(2.2) and (2.4) Document to support Attendance**. Please also note that the Invitation to the Annual General Meeting of Shareholders No. 1/2566 including relevant information and the proxy forms are publicized on the Company's website at https://investor.ttcl.com/shareholder_meeting.html from 14th March 2023.

If there is any question relating to the agendas, such question can be submitted by using the Advance Question Form in **(2.7) Supporting Documents for Attendance** and sent via ir@ttcl.com in advance within 10th April 2023 so that the Company can declare and/or additional information at the Meeting to protect the best interest of the Shareholders.

Yours faithfully,

(Mr. Hironobu Iriya)
Chairman of the Board of Director

