



สำนักงานใหญ่ 101/88 หมู่ที่ 20 นิคมอุตสาหกรรมนวนคร ถ.พหลโยธิน ต.คลองหนึ่ง อ.คลองหลวง
จ.ปทุมธานี 12120 โทร 02-520-3855-64 แฟกซ์ 02-520-3865-66
โรงงาน 4 ถนน โอ 5 นิคมอุตสาหกรรมมาบตาพุด ต.มาบตาพุด อ.เมือง
จ. ระยอง 21150 โทร. (038) 684610 - 3 แฟกซ์. (038) 684614

OFFICE

101/88 MOO20 NAVA NAKORN INDUSTRIAL ESTATE, PHAHONYOTHIN ROAD, KHLONG NUENG,
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RAYONG 21150 THAILAND. TEL. (6638) 684610-3 FAX. (6638) 684614

Minutes of the 2022 Annual General Meeting of Shareholders via electronic devices

Thai Wire Products Public Company Limited

Date April 28th, 2022

Venue Broadcast live via electronic devices from the meeting room at the head office of Thai Wire Products Public Company Limited, 101/88 Moo 20 Navanakorn Industrial Estate, Khlong Nueng, Khlong Luang, Pathum Thani 12120

Attendees 9 self-attending shareholders, holding an aggregate number of 16,521,200 shares
29 proxies, holding an aggregate number of 86,396,770 shares
Total number of shareholders were 38 shareholders holding an aggregate number of 102,917,970 shares which were accounted for 38.12%

Directors attending the Meeting comprised 12 directors of the total number of 13 directors (equivalent to 92.31%), namely:

1. Mr. Suri Buakhom	Chairman of the Board of Directors
2. Mr. Chalit Satidthong	Chairman of Audit Committee / Independent Director
3. Mr. Chalio Ponwises	Audit Committee / Independent Director
4. Mr. Akamin Nganthavee	Director / Managing Director
5. Mr. Suwat Chitamai	Member of Nomination and Remuneration Committee and Director
6. Mr. Tanapong Bhukaswan	Director
7. Mr. Phanthum Phanthumchinda	Member of Nomination and Remuneration Committee and Independent Director
8. Mr. Sorarat Nganthavee	Director and Director of Marketing
9. Mr. Janewitht Luangcharoenkij	Director
10. Mrs. Thipchaya Suttapanya	Audit Committee / Independent Director
11. Mr. Yongyut Boonme	Director
12. Ms. Bongkot Nganthavee	Director

Director not attending the meeting due to other missions

1. Mr. Pradit Vutdhipapornkul	Director
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Executives Present at the Meeting

1. Mr. Suchart Keopaitoon	Senior Marketing & Sales Manager
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4. The Company will announce the results of the vote to the meeting either approve, disapprove or abstain, with percentage of total votes in the meeting.

Remarks: Since it was allowed the shareholders to register and attend the meeting at any time during the meeting, even after a commencement of the meeting; therefore, the number of shares of the entitled shareholders may vary in each agenda.

During each agenda, shareholders and proxies are welcomed to provide opinion or raise question prior to the vote casting by asking the question or typing a message through the chat window and typing your questions / opinion, the inquirer should inform his/her first name, family name and indicate whether he/she is a shareholder or proxy prior to providing any opinion or queries.

Should the opinion or question found to be irrelevant to the ongoing agenda, it is highly recommended the inquirer to raise that opinion or question again in the relevant agenda or in the other matter agenda at the end of the meeting.

In additional, the Company allowed its shareholders to propose matter(s) for consideration as agenda of the shareholders' meeting with proposing period from January 7th, 2022 to February 7th, 2022 and also allowed shareholders to submit any enquiries prior to the meeting. However, there were no any enquiries or proposals submitted from the shareholders to be added in the agenda of the AGM 2022.

After the meeting has been well acknowledged and agreed with the meeting procedures, vote casting and vote counting as described above, the Meeting Conductor introduced directors, executives of the Company and auditor as listed in above section and invited Mr. Akamin Nganthavee, Managing Director to open the meeting. Thereafter, the Managing Director welcomed the shareholders and proceeded in accordance with the following agenda items.

Agenda 1 To certify the Minutes of Annual General Shareholders' Meeting for 2021

Mr. Akamin Nganthavee proposed the meeting to consider and adopt the Minutes of the Annual General Shareholders' Meeting for 2021 held on July 14th, 2021. A copy of the said Minutes had been submitted to the shareholders together with the invitation letter of this meeting in the Enclosure 1.

Mr. Akamin Nganthavee requested the shareholder to inquire and comment regarding the Minutes of the Annual General Shareholders' Meeting for 2021.

No shareholder requested to amend the Annual General Shareholders' Meeting for 2021.

There were no questions from the shareholders. Mr. Akamin Nganthavee requested the meeting to consider and certify the Minutes of the Annual General Shareholders' Meeting for 2021.



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Resolution: The meeting considered and resolved to adopt the Minutes of Annual General Meeting of Shareholders held on July 14th, 2021 as proposed with unanimous vote of the shareholders present to the meeting and cast their votes as follows:-

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	102,917,970	100.00
Disapproved	0	-
Abstained	0	-
Invalid	0	-

Agenda 2 To acknowledge the Company's 2021 operating results

Mr. Akamin Nganthavee reported that the operating result and the significant change for the year of 2021 are shown in the 2021 Annual Report (Form 56-1 One Report), which had been sent to all shareholders together with the invitation letter of this meeting. The summary is as follows:-

Revenues

The Company reported total revenues of Baht 2,177.13 million, which includes revenues from sales of Baht 2,134.60 million and other incomes of Baht 42.53 million.

Sales in 2021 amounted to Baht 2,134.60 million, representing an increase of Baht 491.60 million, equivalent to 29.92 percent higher compared to 2020 which is supported by sales price increase due to the raw material increase, while sale volume is similar to the previous year. The proportion of sales: 83% came from domestic and 17% came from export.

Costs and Expenses

Costs of goods sold in 2021 amounted to Baht 1,859.16 million, increase by Baht 304.56 million or 19.59% from the previous year due to the higher price of raw material.

Selling expenses, administrative expenses, financial cost and other expenses amounted to Baht 163.83 million, which are Baht 41.58 million higher than last year. The main reason is the increase of employee expenses and freight charges and financial cost from trust receipt.



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Profit

The gross profit in 2021 totaled Baht 275.44 million, increased by 187.03 million or 211.55% from the previous year. The net profit in 2021 totaled Baht 154.14 million, increased by Baht 167 million or 1,298.60% from the previous year.

The reason why the company has no income tax expenses in 2021 because the company has taxable expense which can be utilized for tax purposes.

The Financial Review

As of December 31st, 2021, total assets were worth Baht 2,341.40 million. Total liabilities and total equity was at Baht 781 million and Baht 1,560.40 million respectively.

Anti-Corruption

The Company has not announced to join the Anti-Corruption scheme with Thailand's Private Sector Collective Action Against Corruption (CAC) but has announced the Anti-Corruption Policy since November 2015. Moreover, the Company has opened up opportunities for all stakeholders to report or inform any irregularities in the business operations through the specific channels provided. This is to ensure that the investigation of complaints is conducted according to the process specified in the "Whistleblowing Policy". In 2021, the Company had no complaint in relation to fraud or ethical misconduct or any incident that may cause negative reputation to the company.

Mr. Akamin Nganthavee then invited the shareholders attending the meeting to raise question and express their opinion which can be summarized as follows:

There were no further questions from the shareholders. The meeting acknowledged the Company's 2021 operating results.

Agenda 3 To consider and approve the Company's financial statements for the year ended December 31st, 2021

Mr. Suwit Apichaidit proposed the meeting to consider and approve the Company's financial statements for the year ended on December 31st, 2021. The Company's financial statements were audited by the Certified Public Accountant and reviewed by the Audit Committee and is shown in the Annual Report (Form 56-1 One Report) distributed to the shareholders in advance (Enclosure 2). The Financial statements are summarized as below:



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Statements of Financial Position

As of December 31st, 2021, the Company had total assets of Baht 2,341.40 million included current assets and non-current assets of Baht 1,374.19 million and Baht 967.21 million respectively, The Company had total liabilities of Baht 781 million and total equities in the amount of Baht 1,560.40 million.

Statement of comprehensive Income

In 2021, the revenue from the sales was Baht 2,134.60 million with the cost of goods sold equal to Baht 1,859.16 million. The gross profit totaled Baht 275.44 million. The other income was Baht 42.53 million. The selling expenses, administrative expenses, financial cost and other expenses were Baht 175.79 million. Therefore, the net profit was Baht 154.14 million and the net profit per share was 0.61 Baht.

Mr. Suwit Apichaidit then invited the shareholders attending the meeting to raise question and express their opinion.

There were no further questions from the shareholders. Mr. Suwit Apichaidit requested the meeting to consider and approve the Company's financial statement for the year ended December 31st, 2021.

Resolution: The meeting agreed and approved the Company's financial statement for the year ended December 31st, 2021, by unanimous vote of shareholders who attend the meeting and cast their votes as follows:-

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	102,917,970	100.00
Disapproved	0	-
Abstained	0	-
Invalid	0	-

Agenda 4 To consider and approve dividend payment for the Company's 2021 operating results.

Mr. Akamin Nganthavee proposed the meeting to consider and approve the allocation of legal reserve and dividend payment for the Company's 2021 operating results. The details are as follows:-

- Under the Public Company Act B.E. 2535, Section 116 and Clause 33 of the Company's Articles of Association, indicating that the Company has to allocate some of its net profit as a Company's legal



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reserve which has to be at minimum 5 percent of the yearly net profit. This amount would be deducted by retained loss brought forward (if any) until the Company's legal reserve reaches 10 percent of the registered share capital.

- In 2021, No statutory reserve is required because the reserve has already reached 10% of the registered capital as required by the related laws.
- For the dividend payment, the Company has the policy to pay the dividend to the shareholders in the ratio of 50 percent of net profit gained from the Company's operating results and in accordance to the Company's financial statement after a deduction of the reserved funds that must be complied with the Company's Articles of Association and Law. Plus, the dividend payment shall depend on the Company's cash flow, investment plan and other necessities in the future.
- In the year 2021, the net profit after allocation to the legal reserve amounted to Baht 154.14 million. The management considered and proposed the meeting of Shareholders to approve dividend payment for the year 2021 performance at the rate of Baht 0.286 per share. The Company has made an interim dividend payment to the shareholders for the first half year operation of 2021 on September 10, 2021 at the rate of Baht 0.221 per share, and still has to pay the remaining dividend at the rate of Baht 0.065 per share. The date for determining the rights of shareholders to receive dividend payment will be on March 11, 2022 (Record Date). The dividend payment will be made on May 27, 2022.

Mr. Akamin Nganthavee invited the shareholders attending the meeting to raise question and express their opinion which can be summarized as follows:-

There were no further questions from the shareholders. The meeting considered the matter and cast votes.

Resolution: The meeting agreed to approve dividend payment for 2021 at the rate of Baht 0.065 per share as proposed with the following votes:-

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	102,917,970	100.00
Disapproved	0	-
Abstained	0	-
Invalid	0	-



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

In accordance with Clause 14 of the Company's Articles of Association, one-third of the total number of directors shall be required to vacate their offices by rotation at every general meeting of shareholder.

Five directors to be retired by rotation in this meeting were as follows:

- | | |
|---------------------------------|--------------------------------------|
| 1. Mr. Chalio Ponwises | Audit Committee/Independent Director |
| 2. Mr. Sorarat Nganthavee | Director |
| 3. Mr. Janewith Luangcharoenkij | Director |
| 4. Mr. Pradit Vutdhipapornkul | Director |
| 5. Ms. Bongkot Nganthavee | Director |

The Company invited shareholders to nominate qualified candidates for the director position during January 7th, 2022 - February 7th, 2022. However, no shareholder nominated any qualified candidate.

The Nomination and Remuneration Committee (excluding directors who are due to retire by rotation in 2022 Annual General Meeting of Shareholders) considered qualification of director and independent director and considered that the five directors, who have completed their tenure, hold qualifications such as experience, knowledge, skills, capability and their performances which will be relevant to the business of the company. Thus, the Board of Directors recommend to re-appoint five directors who were retired by rotation to serve for another term as follow:-

- | | |
|---------------------------------|--------------------------------------|
| 1. Mr. Chalio Ponwises | Audit Committee/Independent Director |
| 2. Mr. Sorarat Nganthavee | Director |
| 3. Mr. Janewith Luangcharoenkij | Director |
| 4. Mr. Pradit Vutdhipapornkul | Director |
| 5. Ms. Bongkot Nganthavee | Director |

The profiles of the nominated directors for re-appointment are shown in the Enclosure 3 which was sent to the shareholders together with the invitation letter of this meeting.

Mr. Suwit Apichaidit invited the shareholders attending the meeting to raise question and express their opinion.

There were no questions from the shareholders. The meeting considered the matter and cast votes for each proposed individual candidate.



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5.4 Mr. Pradit Vutdhipapornkul

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	102,897,970	100.00
Disapproved	0	-
Abstained	20,000	-
Invalid	0	-

5.5 Ms. Bongkot Nganthavee

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	102,371,970	100.00
Disapproved	0	-
Abstained	546,000	-
Invalid	0	-

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

Mr. Akamin Nganthavee informed the meeting that the Nomination and Remuneration Committee has considered the remuneration for directors for 2022 and proposed the rate of remuneration for year 2022 equal to the preceding year as these following details:

Directors

- Attendance fee: 15,000 Baht/person/time
- The total remuneration fee: not exceed Baht 5 million per year.
- Other remuneration and benefits: None

Audit Committee

- Attendance fee : 20,000 Baht/person/time

Mr. Akamin Nganthavee invited the shareholders attending the meeting to raise question and express their opinion.



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There were no questions from the shareholders. The meeting considered the matter and cast votes.

Resolution: The meeting considered and resolved to approve the remuneration for directors of year 2022 as proposed. The result of votes are as follows:-

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	102,917,970	100.00
Disapproved	0	-
Abstained	0	-
Invalid	0	-

Agenda 7 To appoint an auditor and approve the audit fee for 2022

Mr. Suwit Apichaidite proposed the meeting to consider and approve the appointment of auditor and audit fee for 2022. The Board of Director concurred with the Audit Committee's recommendation considered that Bunchikij Company Limited is proper, reliable and independent. In additional, the auditor fee is reasonable. Thus, it is considered appropriate for the meeting of shareholders to approve the appointment of

(1) Mr. Thewa Damdaeng CPA No. 10777 or

(Has been the Company's auditor with signatory to the Company's financial statements for 2020- 2021)

(2) Ms. Sudaporn Tawapee CPA No. 6862 or

(Never certified in Company's financial statements)

(3) Mr. Pornchai Kittipunya-ngam CPA No. 2778

(Never certified in the Company's financial statements)

The auditors from Bunchikij Co., Limited to be Company's auditor for the year 2022 with the remuneration in the amount of Baht 1,400,000. Only the audit fee is included in the Company's auditor.

Besides, the above-mentioned auditors have neither relationship nor conflict of interest with the Company, the executives, the major shareholders or other related persons of these parties. Thus, the proposed auditors are independent to perform audit activities and express their opinion on the financial statement of the Company.

Mr. Suwit Apichaidit invited the shareholders attending the meeting to raise question and express their opinion.



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There were no questions from the shareholders. The meeting considered the matter and cast votes.

Resolution: The meeting considered and resolved to approve the appointment of Mr. Thewa Damdaeng, CPA No. 10777 or Ms. Sudaporn Tawapee, CPA No. 6862 or Mr. Pornchai Kittipunya-ngam, CPA No. 2778 from Bunchikij Co., Limited to be Company's auditor for the year 2022 and the audit fee in the amount of Baht 1,400,000. The result of votes is as follows:-

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	102,917,970	100.00
Disapproved	0	-
Abstained	0	-
Invalid	0	-

The Chairman informed that all the agenda for the meeting of Annual General Meeting of Shareholders 2022 was successfully approved and there was not other issue to be considered and invited the shareholders attending the meeting to raise question and express their opinion.

There were no further questions from the shareholders. The chairman announced the meeting closure and thanked all the shareholders for their support.

The meeting adjourned at 10.50 a.m.

Signed

(Mr. Suri Buakhom)

Chairman of the Meeting

Signed

(Mr. Sorarat Nganthavee)

Recorder of the Meeting