



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
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Minutes of the 2023 Annual General Meeting of Shareholders via electronic devices

Thai Wire Products Public Company Limited

Date April 26th, 2023

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 16,415,400 shares
28 proxies, holding an aggregate number of 85,622,700 shares
Total number of shareholders were 37 shareholders holding an aggregate number of
102,038,100 shares which were accounted for 37.79%

Directors attending the Meeting comprised 12 directors of the total number of 12 directors (equivalent to 100.00%), namely:

1. Mr. Suri Buakhom	Chairman of the Board of Directors / Independent Director
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	Director
6. Mr. Tanapong Bhukaswan	Director
7. Mr. Sorarat Nganthavee	Director and Director of Marketing
8. Mr. Pradit Vutdhipapornkul	Director
9. Mr. Janewitht Luangcharoenkij	Director
10. Mrs. Thipchaya Suttapanya	Audit Committee / Independent Director
11. Mr. Yongyuth Boonme	Director
12. Ms. Bongkot Nganthavee	Director

Executives Present at the Meeting

1. Mr. Suchart Keopaitoon	Senior Marketing & Sales Manager
2. Mr. Pattana Sukkasem	Plant Manager
3. Mr. Suchart Techatiemchan	Senior Quality Control Manager
4. Mr. Suwit Apichaidit	Accounting and financial Manager



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Auditor attending the Meeting

1. Mr. Thewa Damdaeng

The Meeting was called to order at 10.00 am.

Mr. Akamin Nganthavee informed the meeting that there were 8 Shareholders attending the meeting in person, representing 8,402,300 shares and 28 Shareholders who appointed a Proxy, representing 85,622,700 Shares. Thus, there were total of 36 attendants holding an aggregate number of 94,025,000 shares, or equivalent to 34.82 of total paid-up capital of 270,000,000 shares, which exceeds one third of the total shares. Thus, a quorum of the meeting was duly constituted. Before proceeding with the Meeting, the Meeting Conductor informed the Meeting of the rules and procedure for voting and counting of the shareholders' votes on each agenda item, as follows:

Vote Casting

1. The shareholder or a proxy shall have the number of votes equal to the number of shares held or obtained by proxy. One share shall equal to one vote.
2. Voting for each agenda, the shareholders and proxies, who must vote "approve" or "disapprove" or "abstain".
3. The shareholder or a proxy who do not vote in the voting program or do not click in the system shall be deemed to approve that agenda.

Vote Counting

1. For vote counting procedure, the votes "disapprove" or "abstain" shall be subtracted from the total number of votes. Shareholders who do not return the ballot shall be deemed as voting in approval on each agenda.
2. The resolution shall be passed by a majority vote of the shareholders attending the meeting and casting their votes, abstention would not be counted.
3. In case that the shareholder uses proxy form B and indicates the vote on each agenda in advance. The Company shall record the vote as shown in the proxy form B at the registration to the meeting.
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.

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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 4th, 2023 to February 4th, 2023 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 2023.

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. Suri Buakhom, Chairman to open the meeting. Thereafter, the Chairman welcomed the shareholders and proceeded in accordance with the following agenda items.

Agenda 1 To certify the Minutes of Annual General Shareholders' Meeting for 2022

Mr. Akamin Nganthavee proposed the meeting to consider and adopt the Minutes of the Annual General Shareholders' Meeting for 2022 held on April 28th, 2022. 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. Akamint Nganthavee requested the shareholder to inquire and comment regarding the Minutes of the Annual General Shareholders' Meeting for 2022.

No shareholder requested to amend the Annual General Shareholders' Meeting for 2022.

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 2022.



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Resolution: The meeting considered and resolved to adopt the Minutes of Annual General Meeting of Shareholders held on April 28th, 2022 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	102,038,100	100.00
Disapproved	0	0.00
Abstained	0	-
Invalid	0	-

Agenda 2 To acknowledge the Company's 2022 operating results

Mr. Akamin Nganthavee reported that the operating result and the significant change for the year of 2022 are shown in the 2022 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 2,170.13 million, which includes revenues from sales of Baht 2,143.19 million and other incomes of Baht 26.94 million.

Sales in 2022 amounted to Baht 2,143.19 million, representing an increase of Baht 8.59 million, equivalent to 0.40 percent higher compared to 2021 which is supported by sales price increase due to the raw material increase, while sale volume is decrease from both domestic sales and exports. The proportion of sales: 89.61% came from domestic and 10.39% came from export.

Other income

For 2022 other income amounted to Baht 26.49 million, which includes sale scrap, dividend income and gain on exchange rate decrease of Baht 15.59 million from the previous year.

Costs and Expenses

Costs of goods sold in 2022 amounted to Baht 2,052.57 million, increase by Baht 193.41 million or 10.40% from the previous year due to the higher price of raw material.

Selling expenses, administrative expenses, financial cost and other expenses amounted to Baht 174.94 million, which are Baht 21.94 million higher than last year. The main reason was a decrease of employee expenses



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while freight charges, financial cost from trust receipt and allowance for decline in value and slow-moving of inventories were increased.

Profit

The gross profit in 2022 totaled Baht 90.62 million, decreased by 184.82 million or 67.10% from the previous year. The net loss in 2022 totaled Baht 73.03 million, increased by Baht 227.17 million or 147.38% from the previous year.

The reason why the company has no income tax expenses in 2022 because the company has taxable expense which can be utilized for tax purposes.

The Financial Review

As of December 31st, 2022, total assets were worth Baht 2,156.12 million. Total liabilities and total equity was at Baht 678.21 million and Baht 1,477.91 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 2022 operating results.

Agenda 3 To consider and approve the Company's financial statements for the year ended December 31st, 2022

Mr. Suwit Apichaidit proposed the meeting to consider and approve the Company's financial statements for the year ended on December 31st, 2022. 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



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4 I - 5 RD. MAPTAPHUD INDUSTRIAL ESTATE MAPTAPHUD MUANG RAYONG 21150 THAILAND. TEL. (6638) 684610-3 FAX. (6638) 684614

Report) distributed to the shareholders in advance (Enclosure 2). The Financial statements are summarized as below:

Statements of Financial Position

As of December 31st, 2022, the Company had total assets of Baht 2,156.12 million included current assets and non-current assets of Baht 1,216.95 million and Baht 939.17 million respectively, The Company had total liabilities of Baht 678.21 million and total equities in the amount of Baht 1,477.91 million.

Statement of comprehensive Income

In 2022, the revenue from the sales was Baht 2,143.19 million with the cost of goods sold equal to Baht 2,052.57 million. The gross profit totaled Baht 90.62 million. The other income was Baht 26.94 million. The selling expenses, administrative expenses, financial cost and other expenses were Baht 174.94 million. Therefore, the net loss was Baht 73.03 million and the net loss per share was 0.29 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, 2022.

Resolution: The meeting agreed and approved the Company's financial statement for the year ended December 31st, 2022, 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	102,038,100	100.00
Disapproved	0	0.00
Abstained	0	-
Invalid	0	-

Agenda 4 To consider and approve omission dividend payment for the Company's 2022 operating results.

Mr. Akamin Nganthavee proposed the meeting to consider and approve the allocation of legal reserve and dividend payment for the Company's 2022 operating results. The details are as follows:-



สำนักงานใหญ่ 101/88 หมู่ที่ 20 นิคมอุตสาหกรรมนวนคร ถ.พหลโยธิน ต.คลองหนึ่ง อ.คลองหลวง
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- 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 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 2022, 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 2022, the net loss amounted to Baht 73.03 million therefore the management considered and proposed the meeting of Shareholders to approve omission dividend payment for the year 2022 performance. For 2021 the net profit after allocation to the legal reserve amounted to Baht 154.14 million and 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 dividend payment to the shareholders on September 10, 2021 and May 27, 2022 at the rate of Baht 0.221 and Baht 0.065 per share, respectively.

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 omission dividend payment for the 2022 Company's operating results 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	102,038,100	100.00
Disapproved	0	0.00
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. Suri Buakhom | Chairman / Independent Director |
| 2. Mr. Suwat Chitamai | Director |
| 3. Mr. Phanthum Phanthumchinda | Director |
| 4. Mrs. Thipchaya Suttapanya | Audit Committee / Independent Director |
| 5. Mr. Yongyuth Boonmee | Director |

Mr. Phanthum Phanthumchinda resigned from the Director of the Company, effectively on January 4, 2023. Therefore, there are four directors who were retired by rotation in this meeting as follows:

- | | |
|------------------------------|--|
| 1. Mr. Suri Buakhom | Chairman / Independent Director |
| 2. Mr. Suwat Chitamai | Director |
| 3. Mrs. Thipchaya Suttapanya | Audit Committee / Independent Director |
| 4. Mr. Yongyuth Boonmee | Director |

The Company invited shareholders to nominate qualified candidates for the director position during January 4th, 2023 - February 4th, 2023. However, there were shareholders nominated a qualified candidate namely, Police Lieutenant Colonel Benjapon Chantawan and the management also nominated a qualify candidate namely, Mr. Tan Vanasup.

The Board of Directors (excluding directors who are due to retire by rotation in 2023 Annual General Meeting of Shareholders) considered qualification of director and independent director and considered that the four directors, who have completed their tenure, hold qualifications such as experience, knowledge, skills, capability, especially from the field or skills that are lacking is important and their performances which will be relevant to the business of the company. Thus, the Board of Directors recommend to re-appoint four directors who were retired by rotation to serve for another term as follow:-

- | | |
|------------------------------|--|
| 1. Mr. Suri Buakhom | Chairman / Independent Director |
| 2. Mr. Suwat Chitamai | Director |
| 3. Mrs. Thipchaya Suttapanya | Audit Committee / Independent Director |
| 4. Mr. Yongyuth Boonmee | Director |

and to appoint the new director as follow:

- | | |
|--------------------|----------------------|
| 1. Mr. Tan Vanasup | Independent Director |
|--------------------|----------------------|



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4 I - 5 RD. MAPTAPHUD INDUSTRIAL ESTATE MAPTAPHUD MUANG
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(Replaced Mr. Phanthum Phanthumchinda, who resigned on January 4, 2023, and the company has already filed a registration with the registrar.)

The profiles of the nominated directors 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.

Resolution: The meeting considered and approved to re-elect the 4 retiring directors to serve as the Company's directors for another term. The resolution was passed for each individual director. The details are as follow:-

5.1 Mr. Suri Buakhom

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	102,038,090	100.00
Disapproved	10	0.00
Abstained	0	-
Invalid	0	-

5.2 Mr. Suwat Chitamai

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	102,038,100	100.00
Disapproved	0	0.00
Abstained	0	-
Invalid	0	-

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5.3 Mrs. Thipchaya Suttapanya

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	102,038,100	100.00
Disapproved	0	0.00
Abstained	0	-
Invalid	0	-

5.4 Mr. Yomgyuth Boonmee

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	102,038,100	100.00
Disapproved	0	0.00
Abstained	0	-
Invalid	0	-

and proposed the appointment of a new director

5.5 Mr. Tan Vanasup

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	102,038,100	100.00
Disapproved	0	0.00
Abstained	0	-
Invalid	0	-



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 ไอ 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,
Khlong Luang, Pathumthani 12120 Tel. 02-520-3855-64 Fax 02-520-3865-66

FACTORY

4 | - 5 RD. MAPTAPHUD INDUSTRIAL ESTATE MAPTAPHUD MUANG
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Agenda 6 To approve the directors' remuneration for the year 2023

Mr. Akamin Nganthavee informed the meeting that the Nomination and Remuneration Committee has considered the remuneration for directors for 2023 and proposed the rate of remuneration for year 2023 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.

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 2023 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	102,038,100	100.00
Disapproved	0	0.00
Abstained	0	-
Invalid	0	-

Agenda 7 To appoint an auditor and approve the audit fee for 2023

Mr. Suwit Apichaidite proposed the meeting to consider and approve the appointment of auditor and audit fee for 2023. 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



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

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Khlong Luang, Pathumthani 12120 Tel. 02-520-3855-64 Fax 02-520-3865-66

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

(Has been the Company's auditor with signatory to the Company's financial statements for 2020 - 2022)

(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 2023 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.

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 2023 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	102,038,100	100.00
Disapproved	0	0.00
Abstained	0	-
Invalid	0	-

The Chairman informed that all the agenda for the meeting of Annual General Meeting of Shareholders 2023 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.



บริษัท ไทยไวร์โปรดักส์ จำกัด (มหาชน)
THAI WIRE PRODUCTS PUBLIC COMPANY LIMITED



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

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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 11.45 a.m.

Signed

(Mr. Suri Buakhom)

Chairman of the Meeting

Signed

(Mr. Sorarat Nganthavee)

Recorder of the Meeting