

March 28, 2024

Subject: Invitation to Attend the 2024 Annual General Shareholders' Meeting

To: Shareholders of Thai Wire Products Public Company Limited

Enclosures:

1. Minutes of the 2023 Annual General Shareholders' Meeting
2. Form 56-1 One Report 2023
3. The information of the proposed directors to replace those retiring by rotation
4. The qualifications of the company's independent director
5. Articles of Association relating to the Shareholders' Meeting
6. Process of Registration, Required Documents, Proxy and Voting in the Annual General Meeting of Shareholders 2024
7. Profiles of independent director who serves as proxy for shareholders
8. Proxy Form

The Board of Directors of Thai Wire Products Public Company Limited resolved to convene the 2024 Annual General Shareholders' Meeting on April 29<sup>th</sup>, 2024 at 10.00 a.m. at Dusita Room 5<sup>th</sup> FL , Asia Airport Hotel, 99/2 Moo 8, Phaholyothin Road, Kukot, Lamlukka , Pathumthani 12130 to consider the following agenda:

**Agenda 1 To certify the Minutes of the 2023 Annual General Meeting of Shareholders**

Rational: The Company held the 2023 Annual General Shareholders' Meeting on April 26<sup>th</sup>, 2023. A copy of the minute is provided in the Enclosure 1.

BOD's Opinion: The minute of the 2023 Annual General Shareholders' Meeting on April 26<sup>th</sup>, 2023 was completely and correctly recorded. It is considered appropriate for the Meeting of Shareholders to adopt the minute.

Required Vote: The resolution for this agenda requires the majority votes of the shareholders who attend the meeting and cast their votes.

**Agenda 2 To acknowledge the company's 2023 operating results**

Rational: The report of the company operational results for the year 2023 and other important information are available in the Form 56-1 One Report 2023 distributed to all shareholders together with this notice (Enclosure 2).

BOD's Opinion: It is considered appropriate for the Meeting of Shareholders to acknowledge the company's operational results for the year 2023.

Required Vote: No voting required for this agenda.

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

Rational:                    In compliance with Public Limited Companies Act, the company shall prepare the statement of financial position and the statement of comprehensive income for the shareholder's approval.

The company's financial statement for the year ended December 31,2023 in the Financial Statement section of 2023 Form 56-1 One Report was audited by the Certified Public Accountant and reviewed by the Audit Committee which is distribute to all shareholders together with this notice (Enclosure 2).

BOD's Opinion:        It is considered appropriate for the Meeting of Shareholders to approve the company's financial statement for the year ended December 31, 2023 which have been audited by the Certified Public Accountant and reviewed by the Audit Committee and Board of Directors.

Required Vote:        The resolution for this agenda requires the majority votes of the shareholders who attend the meeting and cast their votes.

**Agenda 4                    To consider and approve omission dividend payment for the company's 2023 operational results**

Rational                    Under the Public Company Act B.E.2535, the company is required to set aside as a legal reserve at least 5 percent of its net earning for the year deducting retained loss brought forward (if any) until the reserve reaches 10 percent of the registered share capital.

For the dividend payment, the company has policy to pay dividend to shareholders at the rate of 50% of net profit from operation after deduction of all reserves as stated in the company's Articles of Association and related laws. However, the actual dividend payment depends on cash flow, investment plan and all other necessity in the future.

In the year 2023, the net loss amounted to Baht 111.44 million. The management considered and proposed the meeting of Shareholders to approve omission dividend payment for the year 2023 performance.

BOD's Opinion:        It is considered appropriate for the Meeting of Shareholders to approve omission the dividend payment.

Required Vote:        The resolution for this agenda requires the majority votes of the shareholders who attend the meeting and cast their votes.

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

Rational 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 are as follows:-

- |                                 |   |
|---------------------------------|---|
| 1. Mr. Chalit Sathidthong       | Chairman of Audit Committee/ Independent Director |
| 2. Mr. Akamin Nganthavee        | Director  |
| 3. Mr. Tanapong Bhukaswan       | Director  |
| 4. Mr. Janewith Luangcharoenkij | Director  |
| 5. Mr. Pradit Vutdhipapornkul   | Director  |

The company invited shareholders to nominate qualified candidates for the director position during January 3, 2024 - February 5, 2024. However, no shareholder nominated any qualified candidate.

The Nomination and Remuneration Committee (excluding directors who are due to retire by rotation in 2024 Annual General Meeting of Shareholders) considered qualification of director and independent director and considered that 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. Chalit Sathidthong       | Chairman of Audit Committee/ Independent Director |
| 2. Mr. Akamin Nganthavee        | Director  |
| 3. Mr. Tanapong Bhukaswan       | Director  |
| 4. Mr. Janewith Luangcharoenkij | Director  |
| 5. Mr. Pradit Vutdhipapornkul   | Director  |

The five directors have no directorship or management positions in other organizations with conflicts of interests with the company. The board is consider that the mentioned directors who is qualified as directors and independent director for capable of giving comments independently and his qualifications is in accordance with relevant rules and regulations. They have brought about his extensive experience, knowledge and expertise to make recommendations beneficial in business operation of company.

The definition of company's independent director, which is equal to the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand is shown in the Enclosure 4.

BOD's Opinion: The Board of Directors, without conflict of interest member, concurred with the Nomination and Remuneration Committee consider that the qualifications of five candidates are proper and in

accordance with relevant laws and the Company's Article of Association. The Board thus recommends the 2024 Annual General Meeting of Shareholders to re-appoint five directors who were retired by rotation to serve for another term.

The profiles of the nominated directors for re-appointment are shown in the Enclosure 3.

**Required Vote:** The resolution for this agenda requires the majority votes of the shareholders who attend the meeting and cast their votes.

**Agenda 6                      To approve the directors' remuneration for the year 2024**

**Rational**                      The Nomination and Remuneration Committee determined the directors' remuneration based on the duty, the responsibilities of the Board of Directors together with the company's overall performance and business size.

For 2024, the Nomination and Remuneration Committee has considered the remuneration appropriateness based on above mentioned criteria and proposed the rate of director's remuneration equal to the preceding year. The details are as follows:

Directors

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

Audit Committee

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

**BOD's Opinion:** It is considered appropriate for the Meeting of Shareholders to approve the remuneration for the directors for the year 2024 consists of 1) Attendance fee and 2) Total remuneration not exceeding Baht 5 Million, equivalent to the year 2023.

**Required Vote:** The resolution for this agenda requires the majority votes of the shareholders who attend the meeting and cast their votes.

**Agenda 7                      To appoint an auditor and approve the auditing fee for 2024**

**Rational**                      In accordance with Securities and Exchange Act B.E.2535, the appointment of company auditor and auditor's remuneration shall be annually appointed by shareholders in the Annual General Shareholder's Meeting. The appropriated auditor will be proposed by the Audit Committee and considered by the Board of Directors.

The Audit Committee considered the auditor and audit fee for the year 2024 based on past year performance, the independence and the reasonable remuneration and propose to appoint BUNCHIKIJ CO., LTD. to be the audit firm of the company, as per details described below:

1. To consider and appoint the following auditors from BUNCHIKIJ CO., LTD. as the company's auditors for the year 2024:

- (1) Mr. Thewa Damdaeng, CPA No. 10777 or  
(Has been the company's auditor with signatory to the financial statement for 2020-2023)
- (2) Ms. Sudaporn Tawapee CPA No. 6862 or  
(Never been the company's auditor with signatory to the financial statement)
- (3) Mr. Pornchai Kittipanya-ngam CPA No. 2778  
(Never been the company's auditor with signatory to the financial statement)

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. The company has no subsidiary

2. To consider and fix the audit fee for the company for the accounting year 2024 in the amount of Baht 1,400,000. Only the audit fee is included in the remuneration of the company's auditor.

The comparison of the audit fee for the year 2024 and 2023 is as follow:

Unit: Baht

	2024	2023
Audit Fee	1,400,000	1,400,000
Non-audit fee	-	-
<b>Total</b>	<b>1,400,000</b>	<b>1,400,000</b>

BOD's Opinion: The Board of Director concurred with the Audit Committee's recommendation consider that BUNCHIKIJ CO., LTD. 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  
(2) Ms. Sudaporn Tawapee CPA No. 6862 or  
(3) Mr. Pornchai Kittipanya-ngam CPA No. 2778

auditors from BUNCHIKIJ CO., LTD. to be company's auditor for the year 2024 with the remuneration in the amount of Baht 1,400,000.

Required Vote: The resolution for this agenda requires the majority votes of the shareholders who attend the meeting and cast their votes.

**Agenda 8**            To consider and approve the amendment of the Company's objective and the amendment of clause 3 of the Memorandum of Association of the Company.

Rational            The Company has received a certificate of accreditation for the competence of testing and calibration laboratories (ISO/IEC 17025) from Thai Industrial Standards Institute. In order to operate the Company's business in accordance with the certification, the company will add a new objective of the company in the clause 43 of the company's objectives, as follows:

(43)    Operating a laboratory service business concerns inspection and mechanical testing of engineering materials, microstructure, chemical composition, corrosion resistance, and equipment calibration for laboratory.

And the amendment of clause 3 (objectives) of the Memorandum of Association of the Company, as follows:

Current            3. The Company has 42 clauses of objectives

Amended to      3. The Company has 43 clauses of objectives

BOD'S Opinion: It is considered appropriate for the 2024 Meeting of Shareholders to approve the amendment the Company's objectives by adding one Clause in the Clause 43 and the amendment of Clause 3 (objectives) of the Memorandum of Association of the Company. The Company has 43 clauses of objectives.

Required Vote: The resolution for this agenda requires the votes of not less than three-fourths (34/) of the shareholders who attend the meeting and cast their votes.

**Agenda 9**            To consider the other matters (if any)

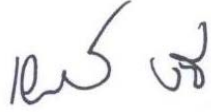
In case of any shareholder is unable to attend the meeting, shareholder may appoint another person or the company's independent directors (Enclosure 7) as a proxy to attend the meeting on your behalf by filling-in the information and placing the shareholder's signature(s) on the Proxy Form(Enclosure 8). The proxy form, together with all documents, is to be presented to the company secretary before the meeting begins or to be sent to the company secretary by mail at the company's address.

The registration will start from 9.00 a.m. onwards, it is highly recommended that shareholders and proxy holders bring and declare all documents as stated in the Enclosure 6 and Enclosure 8 (if any) to the meeting's registration.

If any shareholder wish to request additional information or have any question or suggest any recommendation regarding to the mention agenda of the Meeting of Shareholders, please submit the inquiries and suggestions in advance to fax no. 0-2520-3866

All shareholders are cordially invited to attend the meeting on the date, time and place as indicated above.

Yours sincerely

A handwritten signature in dark ink, appearing to be 'Akamin Nganthavee', written in a cursive style.

(Mr.Akamin Nganthavee)

Director

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

**Thai Wire Products Public Company Limited**

**Date** April 26<sup>th</sup>, 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. Janewith Luaengcharoenkij	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

**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.

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 4<sup>th</sup>, 2023 to February 4<sup>th</sup>, 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 28<sup>th</sup>, 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.

**Resolution:** The meeting considered and resolved to adopt the Minutes of Annual General Meeting of Shareholders held on April 28<sup>th</sup>, 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

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 31<sup>st</sup>, 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 31<sup>st</sup>, 2022**

Mr. Suwit Apichaidit proposed the meeting to consider and approve the Company’s financial statements for the year ended on December 31<sup>st</sup>, 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 Report) distributed to the shareholders in advance (Enclosure 2). The Financial statements are summarized as below:

Statements of Financial Position

As of December 31<sup>st</sup>, 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 31<sup>st</sup>, 2022.

**Resolution:** The meeting agreed and approved the Company’s financial statement for the year ended December 31<sup>st</sup>, 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:-

- 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	-

**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 4<sup>th</sup>, 2023 - February 4<sup>th</sup>, 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 |
|--------------------|----------------------|

(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	-

## 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	-

**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

- (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.

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.

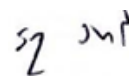
Signed



(Mr. Suri Buakhom)

Chairman of the Meeting

Signed



(Mr. Sorarat Nganthavee)

Recorder of the Meeting

**The Information of the Proposed Directors to Replace those Retiring by Rotation**

<b>Name</b>	<b>Mr. Chalit Sathidthong</b>
Position	Chairman of Audit Committee / Independent Director
Type of Director to be nominated	Chairman of Audit Committee / Independent Director
Age	73 years
Nationality	Thai
Number of Company Shares Held	None
Education	- Barrister at Law, Institute of Legal Education of Thai Bar - Bachelor of Law , Thammasat University
Training Courses for Directors	- Directors Accreditation Program (DAP)
Experience / Other Positions	<u>Listed Company and Public Company Limited</u> - Apex Development Public Company Limited <u>Other Juristic</u> - Chairman, Ploenchit Capital Company Limited
Meeting Attendance in 2023	5 out of 5 Board of Director Meeting 4 out of 4 Audit Committee Meeting
No of Years on the Board	4 years
Position in Other Entity that may have a Conflict of Interests with the Company	None
Record of Illegal Activity	None
Being an executive director, employee , member of staff or advisor who receives a regular salary	No
Being close relative to management / major shareholder of the company	No
Being professional service provider	No
Having business relation	None

### The Information of the Proposed Directors to Replace those Retiring by Rotation

<b>Name</b>	<b>Mr. Akamin Nganthavee</b>
Position	Director
Type of Director to be nominated	Director
Age	42 years
Nationality	Thai
Number of Company Shares Held	297,000 Shares (0.12%)
Education	- Executive MBA, Thammasat University - Bachelor Degree of Arts in Business Administration, Major in Finance , Seattle University
Training Courses for Directors	None
Experience / Other Positions	<u>Other Listed Company and Public Company Limited</u> 2008 - 2017 Director Southern Concrete Pile Public Company Limited 2007 - 2015 Director Circuit Electronic Industries Public Company Limited <u>Other Juristic</u> 2011 - 2018 Director Apricot Management Co., Ltd. 2006 - 2018 Director Thai Lao Lignite Co., Ltd
Meeting Attendance in 2023	5 out of 5 Board of Director Meeting
No of Years on the Board	16 years
Position in Other Entity that may have a Conflict of Interests with the Company	None
Record of Illegal Activity	None
Being close relative to management / major shareholder of the company	Cousin of Mr. Sorarat Nganthavee, Brother of Ms. Bongkot Nganthavee, Son of Mr. Siva Nganthavee
Being professional service provider	No
Having business relation	None

### The Information of the Proposed Directors to Replace those Retiring by Rotation

<b>Name</b>	<b>Mr. Tanapong Bhukaswan</b>
Position	Director
Type of Director to be nominated	Director
Age	47 years
Nationality	Thai
Number of Company Shares Held	None
Education	MBA Sasin Graduate Institute of Business Administration
Training Courses for Directors	None
Experience / Other Positions	<u>Other Listed Company and Public Company Limited</u> -None- <u>Other Juristic</u> 2015 - 2566    Managing Director   Mosh Co.,Ltd. 2010 - Present   Managing Director   Meanmoremind Co.,Ltd. 2006 - Present   Managing Director   This Life Co.,Ltd.
Meeting Attendance in 2023	5 out of 5 Board of Director Meeting
No of Years on the Board	16 years
Position in Other Entity that may have a Conflict of Interests with the Company	None
Record of Illegal Activity	None
Being close relative to management / major shareholder of the company	No
Being close relative to management / major shareholder of the company	No
Being professional service provider	No
Having business relation	None

### The Information of the Proposed Directors to Replace those Retiring by Rotation

<b>Name</b>	<b>Mr. Janewith Luaengcharoenkij</b>
Position	Director
Type of Director to be nominated	Director
Age	40 years
Nationality	Thai
Number of Company Shares Held	3,360,800 Shares (1.33%)
Education	- Master degree of Real estate Thammasat University - Bachelor degree of Civil Engineering Sripatum University - Bachelor degree of Mechanical engineering Asian University
Training Courses for Directors	None
Experience / Other Positions	<u>Listed Company and Public Company Limited</u> -None- <u>Other Juristic</u> 2012 - Present   Engineering Manager   S.P.K. Construction Co.,Ltd. 2007 - Present   Managing Director   D-CEM Company Limited
Meeting Attendance in 2023	5 out of 5 Board of Director Meeting
No of Years on the Board	4 years
Position in Other Entity that may have a Conflict of Interests with the Company	None
Record of Illegal Activity	None
Being close relative to management / major shareholder of the company	No
Being professional service provider	No
Having business relation	None

**The Information of the Proposed Directors to Replace those Retiring by Rotation**

<b>Name</b>	<b>Mr. Pradit Vutdhipapornkul</b>
Position	Director
Type of Director to be nominated	Director
Age	67 years
Nationality	Thai
Number of Company Shares Held	20,000 shares (0.01%)
Education	Bachelor of Law Ramkhamhaeng University
Training Courses for Directors	None
Experience / Other Positions	<u>Other Listed Company and Public Company Limited</u> -None- <u>Other Juristic</u> 1998 - Present Lawyer Chintek Brother Co.,Ltd.
Meeting Attendance in 2023	5 out of 5 Board of Director Meeting
No of Years on the Board	4 years
Position in Other Entity that may have a Conflict of Interests with the Company	None
Record of Illegal Activity	None
Being close relative to management / major shareholder of the company	No
Being professional service provider	No
Having business relation	None

**The Qualifications of the Company's Independent Director**

The qualifications of Independent Director of the Company which been set under the Company's Corporate Governance Policy are **same as** the minimum requirement of the Securities Exchange Commission (SEC) of the applicant with following details:

1. Holding not more than 1 percent of the total number of voting rights of the Company;
2. Neither being nor used to be an executive director, employee, staff or advisor who receives a salary; or controlling person of the Company, unless the foregoing status has ended not less than two years prior to the date of appointment;
3. Not being a person related by blood or legal registration such as father, mother, spouse sibling and child, including spouse of child of executive, major shareholder, controlling persons, or persons to be nominated as executive or controlling person of the Company;
4. Neither having nor used to have a business relationship with the Company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment;
5. Neither being nor used to be an auditor of the Company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, unless the foregoing relationship has ended not less than two years prior to the date of appointment;
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of appointment;
7. Not being a director appointed as a representative of directors of the Company, major shareholder or shareholder who is related to the Company's major shareholder;
8. Not undertaking any business in the same nature and in significant competition to the business of the Company or not being a partner in partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in significant competition to the business of the Company;
9. Not having any characteristic which cause the inability to express independent opinions with regard to the Company's business operations.



**Articles of Association Relating to the Shareholders' Meeting**

**Shareholder's Meeting**

Article 23: The Board of Directors shall hold the Annual Ordinary General Meeting within four months after the end of Company's fiscal year.

All other General Meetings are called Extraordinary General Meeting. The Board of Directors may convene the Extraordinary General Meeting whenever they think fit or shall convene an Extraordinary Meeting either shareholders not less than one-fifth of the total number of shares issued by the company or the number of at least 25 shareholders who hold the shares in total numbers of not less than one-tenth of the number of issued shares make a formal request in writing for an Extraordinary General Meeting to be convened. The request must specify the reason for which the meeting is required to convene. The Board of Directors must convene the meeting within 1 month from receiving such request.

Article 24: To convene the General Meeting, the Board of Directors shall prepare the written notice specifying the place, the day, the time and the agenda of the meeting with proper details as well as the Board's opinions, and clearly state that the agenda is for acknowledge, approval or consideration. Such notice shall be sent not less than 7 business days before the date set for the meeting to shareholders and registrar, and shall be published in the newspaper in the period of 3 days consecutively before the meeting date.

The Board of Directors shall set the meeting at the Head Office or any other place which consider appropriate.

Article 25: To constitute a quorum, a General Meeting shall be attended by not less than 25 shareholders and proxy (if any) or not less than one-half of the total member of shareholders which those representing not less than one-third of total issued shares.

If within an hour from the time appointed for the General Meeting, the quorum is not constituted, the meeting, if summoned upon the requisition of shareholders, shall be dissolved. If the meeting had not been summoned upon the requisition of shareholders, another General Meeting shall be summoned by giving the notification to the shareholders not less than 7

days before the date of the meeting and at such meeting, no quorum shall be necessary.

Article 26: The resolution of the meeting shall be as follows:

- (1) For normal case, the resolution shall be passed by the majority shareholders presenting at the meeting and exercising their votes. If the case of an equality of votes, the Chairman of the meeting shall be entitled to a casting vote.
- (2) For the following case, the resolution shall be passed by the majority of not less than three-fourth of the total votes of shareholders presenting at the meeting and having the voting right:
  - (a) Selling or transferring all businesses or some significant parts to other individuals
  - (b) Acquiring or receiving the businesses transferred from other private entities
  - (c) Entering, amending or terminating Contracts to lease all company's businesses or some significant parts, assigning other parties to operate Company's businesses or merging businesses with other entities with the objectives to share profit and loss

Article 27: The matters to be considered at the Annual Ordinary General Meeting are as follow:

- (1) To acknowledge the Company's operation report for the previous year which proposed by the Board of Directors
- (2) To consider and approve the balance sheet
- (3) To consider the appropriation of profit
- (4) To elect directors to replace directors who retired by rotation
- (5) To appoint the company's auditor and specify the remuneration
- (6) Other business

**Process of Registration, Required Documents, Proxy and Voting  
in the Annual General Meeting of Shareholders**

**Registration**

A Shareholder or proxy holder may register and submit documents required for attending the meeting for inspection prior to the meeting from 9.00 a.m. onwards.

**Required Documents**

**1. Individual Shareholders**

1.1 Attendance in person:

- Identification card/Government official identification card
- Passport (In case of foreigner)
- Document of first name/family name change (if any)

1.2 Proxy:

- The completed dully signed of the attached proxy form (A or B) with duty stamp of Baht 20;
- Certified copies of identification cards/government official identification cards or passports (in case of foreigner) of the appointer and the proxy.

**2. Juristic Person**

- The completed dully signed of the attached proxy form (A or B) with duty stamp of Baht 20;
- Copy of affidavit and been certified by authorized directors of the Company and affix the Company's seal (if any) as well as certified copies of identification cards/ government official identification cards or passports (in case of foreigner) of such authorized directors;
- Certified copies of identification cards or passports (in case of foreigner) of the proxy holder.

**3. For Foreign Investor Appointing Custodian in Thailand**

- All evidences of Custodian similar to those of the Juristic Person, the Custodian can select Proxy Form C, that is dully signed and affixed with duty stamp of Baht 20;
- Letter certifying that the Custodian is permitted to engage in the custodian business;
- Power of attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on its behalf.

In case of foreign documentation, English translation is required for the Non-English with certification of correctness of the translation by Shareholder, for individual, or the authorized representative(s) of the Shareholder, for Juristic Person.

**Proxy**

The Company has attached Proxy Form A, B and C, which are the official form declared under the Notification of the Department of Business Development, Ministry of Commerce on Form of Proxy B.E.2550, together with the notice of meeting to the shareholders.

- Form A: General Proxy Form (Simple Form)
- Form B: Specific Proxy Form with details in each agenda
- Form C: Specific Proxy Form for foreign investors who appoint Custodian in Thailand

Shareholder who will not attend the meeting may appoint a person as his/her Proxy with following procedure:

1. Select only one of the above Proxy Forms and affix the Baht 20 stamp duty with specifying the date of Proxy Form across such stamp duty.
2. Authorized a person or an Independent Director to attend and vote at the meeting on his/her behalf by specifying the name with details of a person to be his/her proxy.

Allocation of shares to several proxies to vote in the meeting is not allowed. The shareholder shall authorize the Proxy to cast the votes by all the shares held by him/her. Authorization of less than the total number of shares is not allowed except for the Custodian appointed by foreign investor(s) in accordance with Proxy Form C.

**Voting**

The Chairman shall inform the Meeting details of voting procedures.

**Voting Procedure**

1. Only votes cast by those voting against or abstaining would be counted. The number of these votes would be deducted from the total number of votes cast by the shareholders present at the meeting. The balance would be treated as the number of affirmative votes in the relevant agenda.
2. Shareholders who wish to vote against or abstain on any agenda have to raise their hands to enable the officers to collect the execution voting cards.

**Resolution of the Meeting**

1. In a normal case, by the majority voting rights of the shareholders who attend the meeting and have the right to vote. In case of a tie vote, the Chairman of the meeting shall be entitled to a casting vote.
2. Other case which the laws or the Company's Article of Association provided otherwise, the vote shall be in accordance with the laws or the Company's Article of Association. The Chairman shall inform the meeting before voting each agenda. In case of a tie vote, the Chairman of the meeting shall be entitled to a casting vote.

**Profiles of Independent Director who serves as Proxy for Shareholders**

<b>Name</b>	<b>Mr. Suri Buakhom</b>
Position	Chairman Independent Director
Age	79 years
Nationality	Thai
Address	Thai Wire Products Public Company Limited 101/88 Moo. 20 Phahonyothin Rd. Khlong Nueng, Khlong Luang, Pathumthani 12120
Number of Company Shares Held	None
Family Relationship	None
Education	- MBA, Thammasat University - B.Sc(Economics), Kasetsart University
Experience / Other Positions	Director, Zheng Xin Bank Company Ltd.
Meeting Attendance in 2023	5 out of 5 Board of Director Meeting
Position in Other Entity that may have a Conflict of Interests with the Company	None
Record of Illegal Activity	None
Conflict of Interest in this Meeting	None (Except Agenda 6 To approve the directors' remuneration for the year 2024)

**Profiles of Independent Director who serves as Proxy for Shareholders**

<b>Name</b>	<b>Mr. Chalit Satidthong</b>
Position	Chairman of Audit Committee Independent Director
Age	73 years
Nationality	Thai
Address	Thai Wire Products Public Company Limited 101/88 Moo. 20 Phahonyothin Rd. Khlong Nueng, Khlong Luang, Pathumthani 12120
Number of Company Shares Held	None
Family Relationship	None
Education	- Barrister at Law, Institute of Legal Education of Thai Bar - Bachelor of Law , Thammasat University
Experience / Other Positions	- Audit Committee Apex Development Public Company Limited - Chairman, Ploenchit Capital Company Limited
Meeting Attendance in 2023	5 out of 5 Board of Director Meeting 4 out of 4 Audit Committee Meeting
Position in Other Entity that may have a Conflict of Interests with the Company	None
Record of Illegal Activity	None
Conflict of Interest in this Meeting	None (Except Agenda 6 To approve the directors' remuneration for the year 2024)

**Profiles of Independent Director who serves as Proxy for Shareholders**

<b>Name</b>	<b>Mr. Chalio Ponwises</b>
Position	Member of Audit Committee Independent Director
Age	75 years
Nationality	Thai
Address	Thai Wire Products Public Company Limited 101/88 Moo. 20 Phahonyothin Rd. Khlong Nueng, Khlong Luang, Pathumthani 12120
Number of Company Shares Held	None
Family Relationship	None
Education	- Barrister at Law, Institute of Legal Education of Thai Bar - Bachelor of Law, Ramkhamhaeng University
Experience / Other Positions	Arbitrator, Arbitration Center for Court of Justice
Meeting Attendance in 2023	5 out of 5 Board of Director Meeting 4 out of 4 Audit Committee Meeting
Position in Other Entity that may have a Conflict of Interests with the Company	None
Record of Illegal Activity	None
Conflict of Interest in this Meeting	None (Except Agenda 6 To approve the directors' remuneration for the year 2024)

**Profiles of Independent Director who serves as Proxy for Shareholders**

<b>Name</b>	<b>Mrs. Thipchaya Suttapanya</b>
Position	Member of Audit Committee / Independent Director
Age	65 years
Nationality	Thai
Address	Thai Wire Products Public Company Limited 101/88 Moo. 20 Phahonyothin Rd. Khlong Nueng, Khlong Luang, Pathumthani 12120
Number of Company Shares Held	None
Family Relationship	None
Education	- Master degree in Business Administrator, Chulalongkorn University - Bachelor's degree in Accounting, Chulalongkorn University
Experience / Other Positions	2015 - 2017 Lay Judge, Labour Court of Region I
Meeting Attendance in 2023	5 out of 5 Board of Director Meeting 4 out of 4 Audit Committee Meeting
Position in Other Entity that may have a Conflict of Interests with the Company	None
Record of Illegal Activity	None
Conflict of Interest in this Meeting	None (Except Agenda 6 To approve the directors' remuneration for the year 2024)



**Proxy (Form A)**  
**(General Form)**

Duty Stamp  
Baht 20

- Written at .....
- Date ..... Month ..... Year .....
- (1) I / We ..... Nationality .....
- Residing at ..... Road ..... Sub District .....
- District ..... Province ..... Post Code .....
- (2) As a shareholder of Thai Wire Products Public Company Limited
- holding a total amount of ..... share(s), and is entitled to cast ..... vote (s)
- as described below :
- ☒ Ordinary share for ..... share (s), and is entitled to cast ..... vote (s)
- (3) I / We hereby authorized and appoint either one of the following persons :
- (1) Name ..... Age ..... Years,
- Residing at ..... Road ..... Sub District .....
- District ..... Province ..... Post Code .....; **or**
- (2) Name ..... Age ..... Years,
- Residing at ..... Road ..... Sub District .....
- District ..... Province ..... Post Code .....; **or**
- (3) Name ..... Age ..... Years,
- Residing at ..... Road ..... Sub District .....
- District ..... Province ..... Post Code .....

as my / our Proxy to attend and vote on my / our behalf at the 2024 Annual General Shareholder's Meeting on 29<sup>th</sup> April, 2024 at 10.00 a.m. at Dusita Room 5<sup>th</sup> FL, Asia Airport Hotel, 99/2 Moo 8 , Phaholyothin Road, Kukot, Lamlukka , Pathumthani 12130 or such other date, time and place as the meeting may be adjourned.

Any act(s) undertaken by the Proxy at such meeting shall be deemed as my / our own act (s) in all respects.

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

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

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

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

**Note :**

A shareholder assigning a proxy can authorize only one proxy to attend the meeting and cast the votes on his / her / their behalf and all votes of a shareholder cannot be split for more than one proxy.

## Proxy (Form B)

(the Form contains the matters to be authorized in full detail)

Duty Stamp  
Baht 20

Written at .....

Date ..... Month ..... Year .....

(1) I / We ..... Nationality .....  
 Residing at ..... Road ..... Sub District .....  
 District ..... Province ..... Post Code .....

(2) As a shareholder of Thai Wire Products Public Company Limited

holding a total amount of ..... share(s), and is entitled to cast ..... vote (s)

as described below :

- Ordinary share for ..... share (s), and is entitled to cast ..... vote (s)
- Preferred share for ..... share (s), and is entitled to cast ..... vote (s)

(3) I / We hereby authorized and appoint either one of the following persons :

- (1) Name ..... Age ..... Years,  
 Residing at ..... Road ..... Sub District .....  
 District ..... Province ..... Post Code .....; **or**
- (2) Name ..... Age ..... Years,  
 Residing at ..... Road ..... Sub District .....  
 District ..... Province ..... Post Code .....; **or**
- (3) Name ..... Age ..... Years,  
 Residing at ..... Road ..... Sub District .....  
 District ..... Province ..... Post Code .....

as my / our Proxy to attend and vote on my / our behalf at the 2024 Annual General Shareholder's Meeting on 29<sup>th</sup> April, 2024 at 10.00 a.m. at Dusita Room 5<sup>th</sup> FL, Asia Airport Hotel, 99/2 Moo 8, Phaholyothin Road, Kuko, Lam Lukka, Pathumthani 12130 or such other date, time and place as the meeting may be adjourned.

(4) I / We hereby authorize the Proxy to vote on my / our behalf in this meeting as follow :

**Agenda 1 To certify the Minute of the 2023 Annual General Shareholders' Meeting**

- ☐ (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- ☐ (b) To grant my / our proxy to vote at my / our desire as follows :  
☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 2 To acknowledge the company's 2023 operating result**

(No voting required for this agenda)

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

- ☐ (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- ☐ (b) To grant my / our proxy to vote at my / our desire as follows :  
☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 4 To consider and approve omission dividend payment for the company's 2023 operational results**

- ☐ (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- ☐ (b) To grant my / our proxy to vote at my / our desire as follows :
- ☐ Approve ☐ Disapprove ☐ Abstain

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

- ☐ (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- ☐ (b) To grant my / our proxy to vote at my / our desire as follows :
- ☐ The appointment of all nominated candidates; **or**
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ The appointment of individual member as follows:
- (1) Mr. Chalit Satidthong**
- ☐ Approve ☐ Disapprove ☐ Abstain
- (2) Mr. Akamin nganthavee**
- ☐ Approve ☐ Disapprove ☐ Abstain
- (3) Mr. Tanapong Bhukaswan**
- ☐ Approve ☐ Disapprove ☐ Abstain
- (4) Mr. Janewith Luangcharoenkij**
- ☐ Approve ☐ Disapprove ☐ Abstain
- (5) Mr. Pradit Vutdhipapornkul**
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 6 To approve the directors' remuneration for the year 2024**

- ☐ (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- ☐ (b) To grant my / our proxy to vote at my / our desire as follows :
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 7 To appoint an auditor and approve the auditing fee for 2024**

- ☐ (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- ☐ (b) To grant my / our proxy to vote at my / our desire as follows :
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 8 To consider and approve the amendment of company's objective and the amendment of clause 3 of the Memorandum of Association of the Company.**

- ☐ (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- ☐ (b) To grant my / our proxy to vote at my / our desire as follows :
- ☐ Approve ☐ Disapprove ☐ Abstain

(5) The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and will not be regarded as my / our voting as shareholder(s).

- (6) In case I / We do not specify or express my / our intention to vote in any agenda, or if there is any agenda considered or resolved in the meeting other than specified above, or if there is any change or amendment to any facts, the Proxy is entitled to consider the matters and vote on my / our behalf as the Proxy deems appropriate.

Any act(s) undertaken by the Proxy at such meeting shall be deemed as my / our own act (s) in all respects.

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

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

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

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

**Note :**

- (1) A shareholder assigning a proxy can authorize only one proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.
- (2) In agenda regarding the appointment of new directors, the appointment can be made for all directors or for individual director.
- (3) If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form B as attached.



## Proxy (Form C)

(specifically for a foreign shareholder for which a custodian in Thailand is appointed)

Duty Stamp  
Baht 20

Written at .....

Date ..... Month ..... Year .....

(1) I / We ..... Nationality .....

Residing at ..... Road ..... Sub District .....

District ..... Province ..... Post Code .....

As the Custodian of (Please specify the fund name) .....

As a shareholder of Thai Wire Products Public Company Limited

holding a total amount of ..... share(s), and is entitled to cast ..... vote (s)

as described below :

● Ordinary share for ..... share (s), and is entitled to cast ..... vote (s)

● Preferred share for ..... share (s), and is entitled to cast ..... vote (s)

(2) Hereby authorize and appoint either one of the following person :

(1) Name ..... Age ..... Years,

Residing at ..... Road ..... Sub District .....

District ..... Province ..... Post Code .....; **or**

(2) Name ..... Age ..... Years,

Residing at ..... Road ..... Sub District .....

District ..... Province ..... Post Code .....; **or**

(3) Name ..... Age ..... Years,

Residing at ..... Road ..... Sub District .....

District ..... Province ..... Post Code .....

as my / our Proxy to attend and vote on my / our behalf at the 2024 Annual General Shareholder's Meeting on 29<sup>th</sup> April, 2024 at 10.00 a.m. at Dusita Room 5<sup>th</sup> FL , Asia Airport Hotel, 99/2 Moo 8, Phaholyothin Road, Kukot, Lamlukka , Pathumthani 12130 or such other date, time and place as the meeting may be adjourned.

(3) The number of votes for which I / We authorize the Proxy to vote in this meeting is :

☐ To authorize the Proxy to cast the votes pursuant to the total number of shares☐ To authorize the Proxy to split the votes as follow :☐ Ordinary share for ..... share (s), and is entitled to cast ..... vote (s): and☐ Preferred share for ..... share (s), and is entitled to cast ..... vote (s)

Total number of voting right is .....

(4) I / We , hereby authorize the Proxy to vote on my / our behalf in this meeting as follow :

**Agenda 1 To certify the Minute of the 2023 Annual General Shareholders' Meeting**☐ (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.☐ (b) To grant my / our proxy to vote at my / our desire as follows :☐ Approve .....Vote☐ Disapprove ..... Vote☐ Abstain ..... Vote

**Agenda 2 To acknowledge the company's 2023 operating result**

(No voting required for this agenda)

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

- ☐ (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- ☐ (b) To grant my / our proxy to vote at my / our desire as follows :
- ☐ Approve .....Vote      ☐ Disapprove ..... Vote      ☐ Abstain ..... Vote

**Agenda 4 To consider and approve omission dividend payment for the company's 2023 operational results**

- ☐ (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- ☐ (b) To grant my / our proxy to vote at my / our desire as follows :
- ☐ Approve .....Vote      ☐ Disapprove ..... Vote      ☐ Abstain ..... Vote

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

- ☐ (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- ☐ (b) To grant my / our proxy to vote at my / our desire as follows :
- ☐ The Election and appointment of all members of the Board of Directors ; **or**
- ☐ Approve .....Vote      ☐ Disapprove ..... Vote      ☐ Abstain ..... Vote
- ☐ The Election and appointment of individual member(s) of the Board of Director as follows :
- (1) Mr. Chalit Satidthong**
- ☐ Approve .....Vote      ☐ Disapprove ..... Vote      ☐ Abstain ..... Vote
- (2) Mr. Akamin Nganthavee**
- ☐ Approve .....Vote      ☐ Disapprove ..... Vote      ☐ Abstain ..... Vote
- (3) Mr. Tanapong Bhukaswan**
- ☐ Approve .....Vote      ☐ Disapprove ..... Vote      ☐ Abstain ..... Vote
- (4) Mr. Janewith Luangcharoenkij**
- ☐ Approve .....Vote      ☐ Disapprove ..... Vote      ☐ Abstain ..... Vote
- (5) Mr. Pradit Vutdhipapornkul**
- ☐ Approve .....Vote      ☐ Disapprove ..... Vote      ☐ Abstain ..... Vote

**Agenda 6 To approve the directors' remuneration for the year 2024**

- ☐ (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- ☐ (b) To grant my / our proxy to vote at my / our desire as follows :
- ☐ Approve .....Vote      ☐ Disapprove ..... Vote      ☐ Abstain ..... Vote

**Agenda 7 To appoint an auditor and approve the auditing's fee for 2024**

- ☐ (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- ☐ (b) To grant my / our proxy to vote at my / our desire as follows :
- ☐ Approve .....Vote      ☐ Disapprove ..... Vote      ☐ Abstain ..... Vote

**Agenda 8 To consider and approve the amendment of company's objective and the amendment of clause 3 of the Memorandum of Association of the Company.**

- ☐ (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- ☐ (b) To grant my / our proxy to vote at my / our desire as follows :
- ☐ Approve                                      ☐ Disapprove                                      ☐ Abstain

(5) The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and will not be regarded as my / our voting as shareholder(s).

(6) In case I / We do not specify or express my / our intention to vote in any agenda, or if there is any agenda considered or resolved in the meeting other than specified above, or if there is any change or amendment to any facts, the Proxy is entitled to consider the matters and vote on my / our behalf as the Proxy deems appropriate.

Any act(s) undertaken by the Proxy at such meeting shall be deemed as my / our own act (s) in all respects.

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

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

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

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

**Note:**

- (1) This Proxy Form C is applicable only to a shareholder whose name appears in the shareholder registration book as foreign investor and a custodian in Thailand is appointed therefore.
- (2) Evidence of documents required to be attached to the proxy form are:
  - A Power of Attorney executed by the shareholder authorizing the custodian to execute the proxy form on behalf of such shareholder; and
  - A letter confirming that the person executing the proxy form has obtained a license for being a custodian.
- (3) The shareholder assigning a proxy can authorize only one proxy to attend the meeting and cast the vote on his / her / their behalf and all votes of a shareholder cannot be split for more than one proxy.
- (4) In agenda regarding the appointment of new directors, the appointment can be made for all directors or for individual director.
- (5) If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form C as attached.



**Annex to Proxy Form C**

The proxy is granted by a Shareholder of Thai Wire Products Public Company Limited

For the 2024 Annual General Shareholder's Meeting on 29<sup>th</sup> April, 2024 at 10.00 a.m. at Dusita Room 5<sup>th</sup> FL , Asia Airport Hotel, 99/2 Moo 8 , Phaholyothin Road, Kukot, Lamlukka , Pathumthani 12130 or such other date, time and place as the meeting may be adjourned.

**Agenda No..... Re :.....**

☐ (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.

☐ (b) To grant my / our proxy to vote at my / our desire as follows :

☐ Approve .....Vote      ☐ Disapprove ..... Vote      ☐ Abstain ..... Vote

**Agenda No..... Re :.....**

☐ (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.

☐ (b) To grant my / our proxy to vote at my / our desire as follows :

☐ Approve .....Vote      ☐ Disapprove ..... Vote      ☐ Abstain ..... Vote

**Agenda No..... Re :.....**

☐ (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.

☐ (b) To grant my / our proxy to vote at my / our desire as follows :

☐ Approve .....Vote      ☐ Disapprove ..... Vote      ☐ Abstain ..... Vote

**Agenda No..... Re :.....**

☐ (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.

☐ (b) To grant my / our proxy to vote at my / our desire as follows :

☐ Approve .....Vote      ☐ Disapprove ..... Vote      ☐ Abstain ..... Vote

