

Invitation to the Extraordinary General Meeting of ShareholdersNo.2/2021

TWZ Corporation Public Company Limited

On Friday, November 19, 2021 at 10.00 A.M.

Via Electronic Extraordinary General Meeting (E-EGM)

Broadcast live at TWZ Corporation Public Company Limited 269 Ratchadaphisek Road, Ratchadaphisek Subdistrict, Din Daeng District, Bangkok 10400

Remark :

- 1. The Company will conduct the Extraordinary General Meeting of Shareholders No. 2/2021 via electronic media (E–EGM)
- 2. Please note that the electronic registration will be available from 12 November 2021 at 8:30 a.m. onward until 19 November 2021
- 3. Be able to learn how to attend the meeting by the E-EGM manual book for the shareholders' meeting that being available on the Company's website www.twz.co.th



If you have any questions or concerns about the capital increase / convertible bonds, etc. For more information, please visit Line ID : @twz-insight or Scan QR Code No.TWZEGM 02/2021

1st November 2021

Subject Invitation to the Extraordinary General Meeting of Shareholders No. 2/2021

Attention Shareholders of the Company

TWZ Corporation Public Company Limited

Enclosures 1.

Copy of Minute of 2021 Annual General Meeting held on April 30th, 2021

- Summary of important matters of the issuance and offering of warrants to purchase 2. ordinary shares of the Company No. 6 (TWZ-W6)
- 3. Summary of the issuance and offering of convertible debentures of the Company
- Summary of key matters of the issuance and offering of warrants to purchase ordinary 4. shares of the Company No. 7 (TWZ-W7)
- 5. Capital Increase Report Form (F 53-4)
- Definition of Independent Directors and Profile of Independent Directors who is a Proxy 6. on behalf of Shareholders
- 7. Clarifications on how to register, assigning proxy, documents and evidence to be presented and/or delivered to the company. and method of attending the extraordinary general meeting of shareholders and theextraordinary general meeting of shareholders via electronic media
- 8. Articles of Association related to the shareholders' meeting
- 9. Proxy Form A, Form B and Form C.
- 10. Personal Data Processing Practices for the shareholders' meeting

TWZ Corporation Public Company Limited ("the Company") would like to inform that the Board of Directors Meeting No. 9/21, held on October 8th, 2021, has resolved to approve the Extraordinary General Meeting of shareholders No. 2/2564 on Wednesday, November 19, 2021 at 10.00 by conducting a meeting via electronic media (E-EGM) in accordance with the Emergency Decree on Electronic Meetings B.E. 2020 and the other relevant laws and regulations by broadcasting live from TWZ Corporation Public Company Limited located at 269 Ratchadaphisek Road Ratchadaphisek Sub-district, Din Daeng District, Bangkok 10400 to consider matters according to the following agenda below:

Agenda Item 1 To consider and approve the Minutes of the 2021 Annual General Meeting of shareholders

- Rationale and Reasonsthe Company conducted the 2021Annual General Meeting of Shareholders
held on April 30th, 2021. The Company has prepared and delivered a copy
of the Minutes of the Meeting to the Ministry of Commerce within the
periodspecified by law. A copy of the Minutes of the 2021 Annual General
Meeting of Shareholders appears in Enclosure No. 1
- Opinion of the Boardthe Board of Directors deemed it appropriate to propose to the
Extraordinary General Meeting of Shareholders No. 2/2021to consider and
approve the Minutes of the 2021 Annual General Meeting of Shareholders
held on April 30th, 2021, which the Board of Directors deemed that the
report has been properly and completely recorded
- Voting Requirements
 The resolution on this agenda item shall be passed by a majority votes of the shareholders attending the meeting and casting their votes.
- Agenda Item 2 To consider and approve the issuance of newly issued ordinary shares in the amount of not more than 4,964,475,981 shares with a par value of0.10 Baht to the existing shareholders on a proportional basis (Rights Offering) at the rate of 3 existing shares per 1 newly issued share at the offering price of 0.10 Baht per share

Rationale and Reasons Due to the company has bonds matured on January 24th, 2022, and also has plans to invest in other businesses in the future to diversify the risk of the Company's existing business operations. Therefore, the company needs to prepare capital by requesting the meeting to consider and approve the issuance and allocation of newly issued ordinary shares in the amount not more than4,964,475,981 shares (four thousand nine hundred sixty-four million four hundred seventy-five thousand nine hundred eightyone shares) with a par value of 0.10Baht (ten satang) per shareto be issued and offered to the existing ordinary shareholders of the Company in proportion to their shareholding (Rights Offering) at the offering price of 0.10 Baht (ten satang) per share, which is equal to the par value. In case of maximum subscription, the company will receive the total amount of not more than496,447,598.10 Baht, which the company will use to pay off bond that has maturity date on January 24th, 2022in the amount of not more than420,000,000.00 Baht and the remaining amount of not more than 76,447,598.10 Baht will be used to support other business expansions in the future, including working capital (The use of such funds may change the proportion of use according to the ability of fundraising as well as the appropriateness of investment in each situation in the future for other new business projects that the company considers that there is a good return and benefit to the Company itself and its shareholders by complying with the rules and regulations of the Stock Exchange of Thailandaccording to the Acquisition and Disposal of Asset) by allocating at the ratio of 3 existing shares to 1 newly issued ordinary shares. In the case of fractions of shares, such fractions shall be rounded off and the shareholders can subscribe for the newly issued ordinary shares in excess of their rights by allocating the newly issued ordinary shares that have not been subscribed in the first allocation to the shareholders who oversubscribe and paid the subscription price for all shares by allocating the remaining shares to be in accordance with the existing shareholding proportion of the shareholders who oversubscribe in every round ("Right Offering"). The allotment of oversubscribed shares shall be in accordance with the following details:

- 1) In the case of shares remaining from the allocation to the existing shareholders of the Company in proportion to the number of shares in the first round or equal to the number of shares that the existing shareholders have oversubscribed. The Company will allocate the remaining shares to all shareholders who oversubscribe in proportion to their existing shareholding proportions and receive full payment for the subscription amount shown to all oversubscribe.
- 2) In the case that there are shares remaining from the allocation to the existing shareholders of the Company in proportion to their shareholding in the first round in the amount of less than the number of shares oversubscribed by the existing shareholders. The Company will allocate the remaining shares as follows:
 - 2.1) The Company will allocate such remaining shares by multiplying the existing shareholding proportion of each oversubscribed person by the number of remaining shares. The result of the calculation will be equal to the number of shares that each over subscriber is entitled to be allocated and not more than the number of shares that each shareholder has subscribed and paid the subscription price in full.

2.2) In the event that there are still remaining shares after the allocation pursuant to Clause 2.1), the Company will allocate such remaining shares to each over subscriber who has not been fully allocated according to the original shareholding of the shareholders who oversubscribe by bringing the shareholding proportion of those who subscribe more thanhis/her rights of each individual multiplied by the number of shares remaining. The result of the calculation is equal to the number of shares that each oversubscriber is entitled to allotment. In the case of fractions of shares, such fractions shall be rounded off.

However, the number of shares to be allocatedmust not exceed the number of shares that each shareholder has subscribed and paid the subscription price in full amount. The Company will allocate shares to those who oversubscribe according to the method under this clause until there are no remaining shares from the allocation.

In the case of subscription for newly issued ordinary shares by Right Offering, this results in any subscriber holding or bypassing the trigger point required by law to make a tender offer for all securities of the Company. The subscriber is obliged to act in accordance with the relevant laws and regulations.

In this regard, the date for determining the names of the shareholders who are entitled to offer for sale of newly issued ordinary shares in the offering of newly issued ordinary shares of the Right Offering (Record Date) is October 26^{th} , 2021 and the date for the subscription of the newly issued ordinary shares date is during $13^{th} - 20^{th}$ December 2021, which is 6 working days totally. However, the determination of such rights is still uncertain and subject to obtain an approval from this Extraordinary General Meeting of Shareholders.

In this regard, the Executive Committee and/or the Executive Committee and/or the Chief Executive Officer or a person who is the Board of Directors or the Executive Committee or the Chief Executive Officer assigned is ones who have an authority to take any action relating to the issuance and offering of newly issued ordinary shares to the existing shareholders in proportion to their respective shareholdings (Right

Offering) and the allocation of such newly issued ordinary shares, including but not limited to

- Determination or amendment of conditions and any details related to the offering of newly issued ordinary shares (Right Offering), including
 - The number of newly issued ordinary shares to be allocated to the existing shareholders
 - 1.2) Date for determining the names of shareholders who are entitled to be offered for sale of newly issued ordinary shares (Record Date)
 - 1.3) The offering ratio for the offering of newly issued ordinary shares (Right Offering) (i.e. the ratio of existing ordinary shares to newly issued ordinary shares)
 - 1.4) Offering price and calculation of the offering price for the offering of newly issued ordinary shares (Right Offering)
 - 1.5) Method of allocation of oversubscribed shares
 - 1.6) Subscription and payment period for the offering of newly issued ordinary shares (Right Offering) and other conditions and details related to the above operation
- Negotiating and signing, certifying, endorsing and/or delivering the necessary or relevant documents and contracts including various operations related to the allocation of newly issued ordinary shares above
- 3) Endorsement, endorsement and/or handover Request for permission and waiver including any request for evidence related to the allocation of newly issued ordinary shares above and also including the preparation and submission of a permit and request for a waiver and documents as well as evidence to the competent authority or relevant agencywith theregistration of newly issued ordinary shares as securities listed on the Stock Exchange of Thailand and have the power to take any necessary action for the allocation of the newly issued ordinary shares above
- Appointing and assigning other suitable persons to be sub-assignees for the above actions

In this regard, the Company has the right to use its discretion to consider not offering or not allocatingnewly issued ordinary shares to any existing shareholders, if the offering or allocation of such newly issued ordinary shares may result in (a) being contrary to any laws or regulations of Thailand or abroad; or the articles of association of the Company; or (b) resulting in the Company have a duty to perform or to take any action other than those required to comply with the rules relating to the issuance and offer for sale of securities under Thai law; or (c) not comply with the procedures, rules and conditions prescribed in the Company. However, the Company has the right, at its discretion, to offer and allocate such newly issued ordinary shares to certain existing shareholders who are not in Thailand by means of exemptions under foreign law.

Opinion of the BoardThe Board of Director deemed it appropriate to propose to the
Extraordinary General Meeting of Shareholders No. 2/2021to consider and
approve the issuance of and offering new ordinary shares to the existing
shareholders of the Company with the right to be allocated according to
the shareholding proportion (Right offering) in the amount of not more than
4,964,475,981 shares at the offering price of 0.10 Baht per share, which is
equal to the par value by allocating at the ratio of 3 existing shares to 1
newly issued ordinary share. In case of maximum subscription,the
company will receive the total amount of not more than496,447,598.10
Baht for repayment the matured bond as well as to support other business
expansions in the future and to use as working capital as detailed in
Enclosure 5.

 Voting Requirements
 The resolution on this agenda item shall be passed by votes of no less

 than three-fourth (3/4) of the total votes cast by the shareholders attending

 the Meeting.

Agenda Item 3 To consider and approve the issuance of warrant to purchase ordinary shares of the Company No. 6 (TWZ-W6) in the amount of not more than4,964,475,981units to be allocated to existing shareholders who subscribe the newly issued ordinary shares of the Company in proportion to their subscription

Rationale and Reasonsthe Company intends to issue the Warrant No. 6 (TWZ-W6) ("Warrant No. 6(TWZ-W6)") in the amount of not more than 4,964,475,981 units to be
allocated to the existing shareholders of the Company who subscribed
and be allocated newly issued ordinary shares being issued and offered to

the existing shareholders in proportion of their shareholding in the ratio of 1 newly issued ordinary share per 1 unit of Warrant No. 6 (TWZ-W6) without value (the offering price per unit is 0.00baht) and its exercise price is 0.10 Baht per share and its exercise period is 2 years. In case that there is a fraction from the calculation such fraction shall be rounded off as detailed in Enclosure 2.

In this regard, the Board of Directors has been assigned and/or the Executive Committee and/or Chief Executive Officer or a person that the Board of Directors or the Executive Committee or the Chief Executive Officer assigned is the person who has the authority to determine and amend the rules and regulations, conditions and details of the issuance and offering of the Warrants No. 6 (TWZ-W6) in all respects as it deems appropriate and under the scope specified by law, such as the allocation and issuance date of the Warrant No. 6 (TWZ-W6), as well as having the power to perform various actions as necessary and appropriate in connection with the issuance of the Warrant No. 6 (TWZ-W6) in all respects, including but not limited to contacting, preparing or delivering any necessary or related documents for issuing and offering the Warrant No. 6 (TWZ-W6) and the listing of the Warrant No. 6 (TWZ-W6) as listed securities on the Stock Exchange of Thailand as well as requesting permission from relevant agencies

Opinion of the Boardthe Board of Directors is of the opinion that the issuance of the Warrant No.6 (TWZ-W6) will help strengthen the Company andincreased financial
flexibility in operations and to reserve funds for working capital of the
Company which is in line with the company's business plan and help to
increase liquidity for the Company in the future. Therefore, the Board of
Directors deemed it appropriate to propose to the shareholders' meeting
to consider and approve the issuance of Warrants No. 6 (TWZ-W6) in the
amount of not more than 4,964,475,981 units to be allocated to the existing
shareholders of the Company who subscribed and received the allocation
of the newly issued ordinary shares being issued and offered to the
existing shareholders in proportion to their shareholding and the
delegation of relevant powers as detailed above

- Voting Requirements
 The resolution on this agenda item shall be passed by votes of no less

 than three-fourth (3/4) of the total votes cast by the shareholders attending

 the Meeting.
- Agenda Item 4 To consider and approve the issuance and offering of the convertible bonds to the existing shareholders of the Company with the right to be allocated in shareholding proportion(Right Offering) in the amount of not more than 330,000,000Baht
- Rationale and Reasons To use as an additional investment in the current operating business as well as future business that the Company believe that it can increase in revenue and returns resulting in an improvement of the Company's performance which is still in the best interests of the Company and its shareholders which is divided into the amount for (1) electric vehicle business not exceeding 100.00 million Baht and (2) hemp-marijuana business and Kratom Including other herbs in the amount of not more than 50.00million Baht, and to repay loans from financial institutions and other interest bearing debts in the amount of not more than 100.00million Baht and to use as working capital for the Company as well as to reserve for future business in the amount of not more than 80.00 million Baht. The Company intends toissue and offerconvertible bonds to the existing shareholders of the Company in the proportion of their shareholding (Right offering) in the amount of 45,132 existing shares per 1 unit of convertible bonds, if there isany fractions from the calculation, it will be eliminated in all cases.And the total amount of convertible bonds is not more than 330,000 units, worth 1,000baht per 1 unit of convertible debentures. The total value of convertible debentures offered for sale is not more than 330,000,000 Baht. Any person whoholds shares less than 45,132shares will not have the right to subscribe for convertible bonds. (but any can subscribe in excess of their rights) and existing shareholders who are entitled to allotment can subscribe for convertible debentures according to their rights, less than right or beyond their rights or waive the right for the convertible debentures offered for sale at this time. If there are convertible debentures remaining from the allocation according to rights, the Company will allocate the remaining convertible debentures to the shareholders who have subscribed and paid for the convertible debentures in excess of their rights. (Until there are no convertible bonds left to be allocated) in accordance with the following rules:

(1) In the event that the remaining convertible debentures are more than the total number of shareholders who have oversubscribed. All over subscribers will be allocated according to the needs of those over subscriber.

(2) In the event that the remaining convertible debentures are less than the total number of shareholders who have oversubscribed. Shareholders who oversubscribe will be allocated the convertible debentures oversubscribed in proportion of their existing shareholding until there are no remaining convertible debentures oversubscribed.

In this regard, the Company has the right to use its discretion to consider not offering or not allocating convertible bonds to any existing shareholders, if the offering or allocation of such convertible bonds may result in (a) being contrary to any laws or regulations of Thailand or abroad; or the articles of association of the Company; or (b) resulting in the Company have a duty to perform or to take any action other than those required to comply with the rules relating to the issuance and offer for sale of securities under Thai law; or (c) not comply with the procedures, rules and conditions prescribed in the Company. However, the Company has the right, at its discretion, to offer and allocate such convertible debentures to certain existing shareholders who are not in Thailand by means of exemptions under foreign law.

In this regard, the Board of Directors' meeting has resolved to determine the date for determination of the names of shareholders who are entitled to the allotment of convertible debentures offered to the existing shareholders on October 26th, 2021(Record Date). However, the granting of such right of the Company is still uncertaintydue to having to wait for approval from the shareholders' meeting

The detailed summary of the issuance and offering ofconvertibledebentures of the Company is shown in Enclosure 3.

However, this issuance and offering of convertible bonds will enable the company to raise funds at the most reasonable financial cost and does not have dilution effect immediately. The impact on the market price (Price Dilution) will not occur because the exercise price of the convertible debentures is not lower than the current market price. As for the impact on

the voting rights of the existing shareholders (Control Dilution) will not occur as well because it is an offering of convertible debentures to the existing shareholders of the Company in the proportion of their shareholding. However, in the event that the holders of the convertible bond are not the existing shareholder of the Company for the whole amount, it will affect the voting rights of the existing shareholders and their share of profits as follows:

- Effect on the voting rights of the existing shareholders (Control Dilution) 9.97%
- Effect on profit sharing (EPS Dilution) 9.97%

However, if there is the event of converting of the convertible bond along with the exercise of the warrant No. 6 and No. 7, the details of the impact on Dilution Effect can be found in Enclosures 2 and 4, respectively.

By comparing the impact on the profit sharing or voting rights of the shareholders with the value that the shareholders will receive in the issuance and offering of convertible bonds. Company's shareholders will benefit from the investment in debt securities that have the opportunity to convert into ordinary shares of the Company in the future if the convertible bonds are not converted. Convertible bondholders will be protectedsame as the Company's ordinary creditors and will receive interest as stipulated in the terms and conditions and when the convertible debenture holder deems it appropriate and/or meets the conditions stipulated in the terms and conditions such convertible debentures will be converted into ordinary shares of the Company to the specified proportions causing the shareholders of the Company has the opportunity to earn profit from the gap of conversion price and market price in the future.

In this regard, the Board of Directors has authorized and/or the Executive Committee and/or Chief Executive Officer or a person that the Board of Directors Board of Directors or the Chief Executive Officer assigned have the power to determine and change the rules, conditions, details or take any necessary action and in connection with the issuance of and offering convertible debentures in all respects as it deems appropriate and under the scope required by law. This includes but is not limited to the following authority

- (1) stipulate or amend the details, methods and other conditions related to the issuance and offering convertible debentures as appropriate. This includes but is not limited to the terms and conditions of convertible bonds, the date of issue of convertible debentures, the par value of convertible bonds, the offering price, the number of ordinary shares to support the conversion of convertible bonds, the interest rate, the calculation and payment method of interest, the conversion price, the conversion rate, the period of exercise of right of conversion, the redemption price, the redemption period, the maturity date of the exercise of the right to convert or determining events that the company must issue additional new shares to accommodate the change in the exercise of convertible rights, the conditions for the adjustment of the right to convert
- (2) appointment of advisors and individuals (such as financial advisors and legal advisors) in connection with providing information and submitting documentary evidence with relevant government agencies or in any other case related to the issuance of and offering convertible debentures as it fits
- (3) negotiate, agree, enter into, amend, add, sign, endorse and certify documents, contracts, permission requests, waiver requests, evidence, disclosures sales report and various documents that are necessary and related to the offer for sale and allocating convertible bonds and the allocation of the newly issued ordinary shares to support the exercise of convertible debenture holders which includes contacting, filing, amendments, additions, signing permits, waivers, evidence, disclosures sales report and other documents to the Securities and Exchange Commission ("SEC Office"), the Stock Exchange of Thailand ("SET"), government agencies and/or agencies involved in issuing and offering convertible debentures Bringing in the newly issued ordinary shares from the exercise of convertible rights listed on the Stock Exchange of Thailand and
- (4) authorize any person as a sub-authorization to perform and perform the above-mentioned acts on behalf of the Company; and

(5) take any other necessary actions and appropriate in connection with the issuance, offering and allocation of convertible debentures so that the abovementioned actions are accomplished.

Opinion of the Board the Board of Directors deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2021to consider and approve the issuance of and offering convertible debentures to the existing shareholders of the Company by their shareholding proportion (Right offering) in the amount of not more than 330,000units or equivalent to the value of convertible debentures offered for sale not more than 330,000,000 Baht as additional investment in the business that is currently operating as well as future business that the company expects to bring in revenue and increase in returns and resulted in an improvement in the Company's performancewhich is in the best interests of the Company and its shareholders which is divided into the amount for (1)electric vehicle business not more than100.00 million Baht and (2)hemp-marijuana business and Kratom Including other herbs in the amount of not more than 50.00million Baht, and to repay loans from financial institutions and other interest bearing debts in the amount of not more than 100.00million Baht and to use as working capital for the company's business operations as well as to reserve for future business which has amount of not more than 80.00million Baht in this part, and proposed to the Extraordinary General Meeting of Shareholders No. 2/2021to consider delegating the powers as detailed above. Due to the issuance and offering of convertible debentures this time, this is considered to lay the foundation and strengthen both the financial structure of the Company's projects and the Company's debt-to-equity ratio in the future and make the Company's shareholders have the opportunity to invest in the company at a reasonable price

- Voting Requirements
 The resolution on this agenda item shall be passed by votes of no less

 than three-fourth (3/4) of the total votes cast by the shareholders attending

 the Meeting.
- Agenda Item 5 To consider and approve the issuance and offering of warrant to purchase ordinary shares of the Company No.7 (TWZ-W7) in the amount of not more than 3,300,000,000 units to be allocated to shareholders who subscribe and receive convertible bonds being sold to the existing shareholders in proportion (Right Offering)

Rationale and Reasonsto prepare and to strengthen the company's financial health, the Company
therefore proceeded to issue and offering for sale of warrants to purchase
ordinary shares of the Company No. 7 (TWZ-W7) ("Warrants No. 7 (TWZ-
W7)"), which is specified-holder and can be transferred,to the existing
shareholders who subscribe for convertible debentures in proportion of
their shareholding in the ratio of 1 unit of convertible debentures per
10,000 units of warrant No. 7, at a price of 0Baht per unit, not more
than3,300,000,000 units.The details of warrants No. 7 (TWZ-W7) appears
in Enclosure 4.

In this regard, the Board of Directors has been assigned and/or the Executive Committee and/or Chief Executive Officer or a person that the Board of Directors or the Executive Committee or the Chief Executive Officer assigned is the person who has the authority to determine and amend the rules, conditions and details of the issuance and offering for sale of the Warrants No. 7 (TWZ-W7) in all respects as it deems appropriate and under the scope specified by law, such as the allocation and issuance date of the Warrant No. 7 (TWZ-W7), as well as having the power to perform various actions as necessary and appropriate in connection with the issuance of the Warrants No. 7 (TWZ-W7) in all respects, including but not limited to contacting, preparing, signing, certifying, endorsing and/or delivering the necessary documents or related to the issuing and offering the Warrant No. 7 (TWZ-W7) and the listing of the Warrant No. 7 (TWZ-W7) as listed securities on the Stock Exchange of Thailand. as well as requesting permission from relevant agencies

Opinion of the Boardthe Board of Directors deemed it appropriate to propose to the
Extraordinary General Meeting of Shareholders No. 2/2021 to consider and
approve the issuance of and offering warrants No. 7 (TWZ-W7) in the
amount of not more than 3,300,000,000 units to the existing shareholders
who subscribe for convertible bonds in proportion of their shareholding as
well as propose to the Extraordinary General Meeting. Shareholders No.
2/2021 to consider the delegation of powers as detailed above.

 Voting Requirements
 The resolution on this agenda item shall be passed by votes of no less

 than three-fourth (3/4) of the total votes cast by the shareholders attending

 the Meeting.

Agenda Item 6 To consider and approve the reduction of the Company's unsold registered capital

 Rationale and Reasons
 due to there are shares that have not been sold which remain from the issuance of newly issued ordinary shares in proportion to their share (Right Offering) last time according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021. Therefore, the Company has to reduce the registered capital in order to write off the shares that have not yet been sold.

The Company therefore desires to reduce the registered capital of the Company in the amount of 161,772,080.90 Baht from the original registered capital of 1,651,114,875.00 Baht dividing to ordinary shares16,511,148,750 shares with a par value of 0.10Baht per share to 1,489,342,794.10 baht, dividing to 14,893,427,941 shares with a par value of 0.10Baht per share, by cutting off the unissued registered shares remaining from the issuance of the newly issued ordinary shares in proportion to their shareholding (Right Offering) last time according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021for 1,617,720,809 shares

Opinion of the Boardthe Board of Directors deemed it appropriate to propose to the
Extraordinary General Meeting of Shareholders No. 2/2021to consider and
approve the reduction of the Company's registered capital in the amount of
161,772,080.90Baht from the original registered capital of 1,651,114,875.00
Baht dividing to ordinary shares 16,511,148,750shares with a par value of
0.10 Baht per share. 1,489,342,794.10 Baht dividing to 14,893,427,941
shares with a par value of 0.10 Baht per share.

 Voting Requirements
 The resolution on this agenda item shall be passed by votes of no less

 than three-fourth (3/4) of the total votes cast by the shareholders attending

 the Meeting.

Agenda Item 7To consider and approve the amendment of the Company's Memorandum of AssociationClause 4 to be in line with the reduction of the Company's registered capital

Rationale and ReasonsTo be consistent with the above registered capital decrease, the Company
has to amend Clause 4 of the Company's Memorandum of Association by
using the following instead and the person assigned by the Board of
Directors to register the amendment of the Memorandum of Association at

	tł	the Department of Business Development, the Ministry of Commerce has					
	tł	the power to amend and add words to comply with the registrar's order as					
	fo	ollows:					
"Clause4.	Registered capit	al 1,489,342,794.10Baht	(one thousand four hundred and eighty nine million three hundred forty-two thousand seven hundred ninety-four Baht and ten satang)				
	Divided into	14,893,427,941 shares	(fourteen thousand eight hundred and ninety three million four hundred twenty seven thousand nine hundred and forty one shares)				
	A par value of Divided into:	0.10 บาท	(ten satang)				
	Ordinary share	14,893,427,941 shares	(fourteen thousand eight hundred and ninety three million four hundred twenty seven thousand nine hundred and forty one shares)				
	Preferred share	- shares	(-)"				
on of the Roard the Roard of Director deemed it appropriate to propose to the							

Opinion of the Boardthe Board of Director deemed it appropriate to propose to the
Extraordinary General Meeting of Shareholders No. 2/2021to consider and
approve the amendment of the Memorandum of Association Clause 4 to
be in line with the decrease of the Company's registered capital. In this
regard, the person who is assigned by the Board of Directors to register
the amendment of the Memorandum of Association at the Department of
Business Development, the Ministry of Commerce has the power to amend
and add words to comply with the registrar's order.

 Voting Requirements
 The resolution on this agenda item shall be passed by votes of no less than three-fourth (3/4) of the total votes cast by the shareholders attending the Meeting.

Agenda Item 8 To consider and approve the Company's registered capital increase

Rationale and Reasonsto support the issuance of newly issued ordinary shares by issuing and
offering for sale to existing shareholders in proportion of their shareholding
(Right Offering); issuing and offering for sale of warrants to purchase

ordinary shares of the Company No. 6 (TWZ-W6); offering convertible debentures to shareholders in proportion of their shareholding (Right Offering); issuing and offering for sale of warrants to purchase ordinary shares of the Company No. 7 (TWZ-W7). The Company intends to increase the Company's registered capital by 1,487,895,196.20Baht from the original registered capital of1,489,342,794.10Baht dividing to ordinary shares 14,893,427,941shares with a par value of 0.10Baht per share to 2,977,237,990.30Baht dividing to 29,772,379,903shares with a par value of 0.10Baht per share by issuing new ordinary shares in the amount of 14,878,951,962 shares with a par value of 0.10 Baht per share

Opinion of the Boardthe Board of Director deemed it appropriate to propose to the
Extraordinary General Meeting of Shareholders No. 2/2021to consider and
approve the increase of the Company's registered capital in the amount of
1,487,895,196.20Baht from the original registered capital of
1,489,342,794.10 Baht dividing to ordinary shares 14,893,427,941 shares
with a par value of 0.10 Baht per share to 2,977,237,990.30 Baht dividing
to 29,772,379,903 shares with a par value of 0.10 Baht per share by
issuing new ordinary shares in the amount of 14,878,951,962 shares with
a par value of 0.10 Baht per share

<u>Voting Requirements</u> The resolution on this agenda item shall be passed by votes of no less than threefourth (3/4) of the total votes cast by the shareholders attending the Meeting.

Agenda Item 9 To consider and approve the amendment of the Company's Memorandum of Association Clause 4 to be in line with the increase of the Company's registered capital

Rationale and ReasonsTo be consistent with the above registered capital increase, the Company
has to amend Clause 4 of the Company's Memorandum of Association by
using the following instead and the person assigned by the Board of
Directors to register the amendment of the Memorandum of Association at
the Department of Business Development, the Ministry of Commerce has
the power to amend and add words to comply with the registrar's order as
follows:

"Clause4.	Registered capital	2,977,237,990.30Baht	(two thousand nine hundred and
			seventyseven million two hundred
			thirtyseven thousand nine hundred ninety
			Baht thirty satang)
	Divided into	29,772,379,903 shares	(twentynine thousand seven hundred
			seventytwo million three hundred
			seventynine thousand nine hundred three
			shares)
	A par value of	0.10 Baht	(ten satang)
	Divided into:		
	Divided into.		
	Ordinary share	29,772,379,903 shares	(twentynine thousand seven hundred
			Seventytwo million three hundred
			seventynine thousand nine hundred three
			shares)
	Preferred share	- shares	(-)"
Opinion of the Boa	ard the Bo	pard of Director deeme	d it appropriate to propose to the
	Extraor	dinary General Meeting of	Shareholders No. 2/2021to consider and

Extraordinary General Meeting of Shareholders No. 2/2021to consider and approve the amendment of the Memorandum of Association Clause 4 to be in line with the increase of the Company's registered capital. In this regard, the person who is assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development, the Ministry of Commerce has the power to amend and add words to comply with the registrar's order.

<u>Voting Requirements</u> The resolution on this agenda item shall be passed by votes of no less than threefourth (3/4) of the total votes cast by the shareholders attending the Meeting.

Agenda Item 10 To consider and approve the allocation of the Company's newly issued ordinary shares

Rationale and Reasons According to the Agenda item 8, which is to consider and approve the capital increase of the Companyin the amount of 1,487,895,196.20 Baht from the original registered capital of1,489,342,794.10 Bahtdividing into ordinary shares 14,893,427,941 shares with a par value of 0.10 Baht per share to2,977,237,990.30 Baht dividing into 29,772,379,903 shares with a

par value of 0.10 Baht per share as shown the details in the capital increase report form (F 53-4) in Enclosure No. 5.

The Company proposes to consider and approve the allocation of the Company's newly issued ordinary shares in the amount of not more than 14,878,951,962 shares with a par value of 0.10 Baht per share as follows:

- (1) Allocation of newly issued ordinary shares in the amount not more than 4,964,475,981 shares with a par value of 0.10 Baht (ten satang) per share to support the issuance and offering the Company's newly issued ordinary shares to the shareholders of the Company in their shareholding proportion (Right Offering) at the offering price of 0.10 Baht (ten satang) per share by allocated in the ratio of 3 existing shares to 1 newly issued ordinary share.
- (2) Allocation of newly issued ordinary shares in the amount of not more than 4,964,475,981 shares to support the issuance and offering warrants to purchase ordinary shares of the Company No. 6 (TWZ-W6) without any charge at the ratio of 1 unit of warrant per 1 ordinary share, equivalent to an amount not exceeding 4,964,475,981 units
- (3) Allocation of newly issued ordinary shares in the amount of not more than 1,650,000,000 shares to support the issuance and offering convertible bonds of the Company to the existing shareholders of the shareholding proportion (Right Offering) in the amount of not more than 330,000 units with a face value of 1,000 Baht per 1 unit of convertible bonds. The total offering value is not more than 330,000,000 Baht.
- (4) Allocation of newly issued ordinary shares in the amount not more than 3,300,000,000 shares to support the issuance and offering warrants to purchase ordinary shares of the Company No. 7 (TWZ-W7) without any charge at the ratio of 1 unit of convertible bond per 10,000 warrant units. accounted for not more than 3,300,000,000 units
- <u>Opinion of the Board</u> the Board of Directors deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 to consider and approve the allocation of newly issued ordinary shares, the total number of shares not more than 14,878,951,962 shares with a par value of 0.10 Baht per share for 1) supporting the issuance and offering of newly issued

ordinary shares to the existing shareholders of the Company (Right Offering) 2) supporting the issuance and offering of warrants to purchase the Company's ordinary shares No. 6 (TWZ-W6) 3) supporting the issuance and offering of convertible bonds to the existing shareholders of the Company in their proportion (Right Offering)4) supporting the issuance and offering of warrants to purchase ordinary shares of the Company No. 7 (TWZ-W7) with all the details as mentioned.

 Voting Requirements
 The resolution on this agenda item shall be passed by a majority votes of the shareholders attending the meeting and casting their votes.

Agenda Item 11 To consider others (if any)

According to section 105 paragraph 2of the Public Company Limited Act, it states that the shareholders who hold shares in aggregate of not less than one-third of the total number of shares sold may request the meeting to consider other matters besides those above listed. However, for transparency and giving equal rights to shareholders, there should not be any additional agenda that are not specified in the notice of the meeting for the shareholders' meeting.

In this regard, the Company determines the list of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2021 (Record Date) on Tuesday, October 26th, 2021. The Company will post an XA sign (XA: XR, XW and XB) on Monday, October 25th, 2021.

In addition, due to the epidemic situation of the Coronavirus Disease 2019 (COVID-19), the Company would like to inform that the Company is aware of the safety and hygiene of all shareholders, as a result, the Extraordinary General Meeting of Shareholders No. 2/2021 will be conducted via electronic media (E-EGM) in accordance with the regulations as required by law regarding electronics meeting on Friday, November 19th, 2021 at 10:00 a.m.

Therefore, the Company would like to invite the shareholders to attend the meeting via electronic media (E-EGM) on date and time mentioned earlier.

Due to the epidemic situation of the Coronavirus Disease 2019 (COVID-19), there is still uncertainty which has an opportunity to intensify. Hence, the Company may need to change the date, time, venue or method of the meeting to comply with the relevant laws. For the safety and hygiene of all shareholders, if there is any change, the Company will inform the shareholders via the Company's website and the SET portal system of the SET.

In the event that shareholders are unable to attend the meeting in person and desires to appoint a proxy to attend the meeting and vote on his/her behalf,please use either Proxy Form A or Form B. Foreign shareholders who appoint a custodian to be a stock depository and keeper Please use the Proxy Form C.

according to Enclosure No. 9 and to protect your rights. and benefits of shareholders in case of being unable to attend the meeting in person and wishes to appoint the independent directors of the Company attend the meeting and vote on his/her behalf Shareholders can appoint a proxy by using Proxy Form B to the independent directors of the Company. attend the meeting and able to vote on behalf of the shareholders The profiles of independent directors who act as proxies for shareholders Appears according to Enclosure No. 6. However, the Company The meeting will be conducted in accordance with the Company's Articles of Association, Chapter 5, regarding the shareholders' meeting. Details appear in Enclosure No. 8.

However, shareholders can attend the meeting via electronic media (E-EGM) by using the system from Inventech Systems (Thailand) company limited which is a service provider that complies with the requirements of the Electronic Transactions Development Agency. Therefore, the Company would like to inform Methods for attending the meeting via electronic media (E-EGM) are as follows:

 Shareholders who desire to attend the meeting by yourself. Please register for the meeting via the linkhttps://app.inventech.co.th/TWZ100430R or

Scan QR Code



From 12th November to 19th November 2021, your documents will be received andchecked to verify the identity of the shareholders and after the registration has been approved successfully. Theshareholders will receive an E-mail with your username and password, and a user manual to log in the system on the date. The meeting will be started at 10.00 am. However, please study details in the clarification for the method of registration, authorization of proxy, document and evidence that must be presented and delivered to the Company including the method of attending the Extraordinary General Meeting of Shareholders via electronic media according to Enclosure No. 7.

2. Shareholders who desire to appoint a proxy in case that they are unable to attend the meeting via electronic media (E-EGM) of the Company in person. The shareholders can appoint any person as they desire or appoint independent directors instead of attending the meeting in person by registering via the link. https://app.inventech.co.th/TWZ100430R or scan QR Code



From 12th November to 19th November 2021 and please use either Proxy Form A or Form B. For foreign shareholders who appoint a custodian to be a stock depository and keeper,please use the Proxy Form C in accordance with Enclosure No. 9 (Proxy Form A, Form B and Form C) that have been sent to the shareholders together with this meeting invitation (EGM Notice). and send the original document to

TWZ Corporation Public Company Limited

(Company Secretary Division)

269 Ratchadaphisek Road Ratchadaphisek Subdistrict, Din Daeng District, Bangkok 10400 Phone number 02-275-9789

Within 18th November 2021 (the Company reserves the right to refuse receive documents that arrive later than the time specified by the Company), your documents will be verified the identity of the shareholders. After the registration has been approved successfully. The shareholders will receive an E-mail with the system username (Username) and password (Password) and a manual for accessing the system for the proxy to use to log in the system on the date. The meeting will be started at 10.00 am. However, please study details in the clarification for the method of registration, authorization of proxy, document and evidence that must be presented and delivered to the Company including the method of attending the Extraordinary General Meeting of Shareholders via electronic media according to Enclosure No. 7.

In addition, to comply with the Personal Data Protection Act B.E. 2019, the Company is aware of the importance of personal information of shareholders. and/or proxies. Therefore, the Company would like to inform all shareholders about the methods of collecting, using, disclosing and processing personal information that can identify the shareholders' identity and/or proxies according to the personal information protection notice for the shareholders' meeting as shown in Enclosure No. 10.

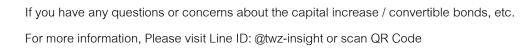
Your sincerely

TWZ Corporation Public Company Limited



(Mr. Kittipong Kittipassorn)

Authorized Director





Enclosure 1

Minutes of Annual General Meeting of Shareholders for year 2021 (New) TWZ Corporation Public Company Limited Held on Friday, April 30, 2021 At the Auditorium Room 1, 1st floor, TWZ Corporation Public Company Limited

No. 269 Ratchadaphisek Road, Ratchadaphisek, Din Daeng, Bangkok

As TWZ Corporation Public Company Limited ("Company") held the Annual General Meeting of Shareholders for year 2021 on April 19, 2021, at the Auditorium Room 1, 1st floor, TWZ Corporation Public Company Limited, no. 269 Ratchadaphisek Road, Ratchadaphisek, Din Daeng, Bangkok and it had been 1 hour late (11.00 AM.), the number of appeared shareholders who participated the meeting themselves and shareholders appointing proxies is 33 persons, counting as 2,595,070,879 shares or 26.1951% of the total paid-up share of 9,906,689,250 shares. The said amount does not reach one-third of all sold shares according to Clause 103 of the Public Limited Company Act B.E. 2535 and Clause 28 of the Company's Article of Association. As a result, it failed to form a quorum; therefore, the meeting on April 19, 2021, was unable to be convened. Consequently, the Board of Director then convened for the Annual General Meeting of Shareholders for year 2021 (New) on Friday, April 30, 2021 and determined the record date of March 23, 2021, on which the names of the shareholders entitled to attend the annual general meeting of shareholders for year 2021 were determined, and the book closure date of March 24, 2021 under section 225 of the securities and exchange act B.E. 2535 (1992) (as amended), on which the number of the shareholders is 8,897 persons or 9,906,689,250 shares.

Directors present at the Meeting:

1.	Mr. Puttachat	Rungkasiri	President
2.	Mr. Kittipong	Kittipassorn	Director and Deputy Managing Director
3.	Asst. Prof. Dr. Tip	opakorn Rungkasiri	Director
4.	Miss Kaikae	Cherdvisavapan	Director
5.	Assoc. Pachara	Pacharavanich	Independent Director and Chairman
			of the Audit Committee
6.	Mr. Bundal	Udol Independent	Director and Member of the Audit Committee
7.	Mr. Phongcharn	Samphaongern	Independent Director and Member
			of the Audit Committee

Directors absent at the Meeting:

-none-

Executives present at the Meeting:

-	Miss Nalinee	Pratubsorn	Director of Human Resource Management
			Department and the Company Secretary
-	Mr. Sakol	Pawitranon	Director of Business Development
-	Mr. Thanachit	Dechpongprom	Assistance Director of Sales Department
			and Acting Director of Sales
-	Miss Ponpun	Rungroj	Assistance Director of Accounting
			and Acting Director of Accounting
-	Miss Siriporn	Rattanaumnuaysiri	Assistance Director of Finance
			and Acting Director of Finance

Other attendees:

- 1. Mr. Thanathit Raksathianraphap Representative of Karin Audit Company limited
- 2. Mr. Rapongsit Paopuree Legal Advisor

The meeting commenced at 10:00 a.m.

MC declared the rights and procedures for ballot casting as follows.

1. For the 2021 Annual General Meeting of Shareholders, the Company will provide appropriate social distancing by setting a distance of at least 1 meter for each seat, making it possible to accommodate only 20 shareholders and proxies. Seats are given to the right to attendees who register first. Once the seats are full, shareholders will not be able to enter the meeting space. Therefore, the shareholders who attended the meeting were requested to cooperate in appointing the independent directors of the Company instead of attending the meeting.

Therefore, please sit at the location provided by the Company without moving the seat to reduce congestion in the meeting room. For those who pass the screening process to attend the meeting, the Company asks for your cooperation to wear a mask at all times during the meeting for your safety and those around you and in this meeting. The Company will consider in order of the meeting agenda as specified in the invitation letter for a total of 10 agendas. Shareholders will get the opportunity to ask questions or express their opinions first, before voting for that agenda. To minimize the risk the outbreak of Coronavirus 2019 (COVID-19), the Company did not prepare microphones for shareholders to ask questions. The Company asks shareholders who would like to ask a question to write it on the paper

provided, specifying his/her first and last name and shareholder's his/her first and last name for a proxy, and send it to the Company's staff at the reception or pass it in the meeting room instead of asking directly through the microphone.

- 2. Each shareholder's votes equal the shares held. One share equals one vote.
- 3. Procedures for voting is as follows

To seek a resolution on each agenda item, the Chairman will ask the meeting if any shareholder objects or abstains. If no one objects or abstains, it shall be deemed that shareholders approve the proposed resolution without using the ballot.

If any shareholder objects or abstains, he/she is asked to raise their hands. Then the Company's staff will walk to pick up the ballots of those who will oppose or abstain in order to count the votes. The protesters or abstentions must put a checkmark [/] in the rectangular box according to their wishes in the ballots distributed since the registration process.

Shareholders who do not object or abstain from voting shall be deemed to agree. which may not have to vote on the ballot. The shareholders will have votes equal to the number of shares you hold, 1 share equals 1 vote.

For the voting procedure in Agenda Item 7; to consider and approve the appointment of directors to replace those who retired by rotation and Agenda Item 8; to consider increasing the number of directors of the Company and propose to appoint new directors, shareholders will use the ballot that the Company distributed. The shareholders were asked to study the details on the ballot whether to vote for approval, disapproval or abstention. The Company's staff will collect such ballots for verification, recording and ensuring that the results of the vote counting are accurate. The shareholders' meeting is informed of the result of the vote-counting immediately when the counts completed. In the meantime, the shareholders' meeting will consider the following agendas.

4. Shareholders who have granted their proxy by specifying their opinions or exercising their voting rights since the registration process, the Company will count the votes according to the shareholder's proxy in all respects.

For the proxies attending the meeting, the proxy is asked to check the order of the grantor and vote correctly in accordance with the stipulated by the grantor.

5. Shareholders or proxies who have registered but have not voted and are unable to attend the meeting until completion, the Company asks for their cooperation to exercise the right by sending the ballots that vote in advance to the Company's staff to record the votes in that agenda.

In the event that the shareholder or the proxy does not return the ballot indicating the opinion, disapproval or abstention to the officer before the chairman concludes the votes on that agenda, it shall be deemed that shareholders or proxies vote in agreement.

MC invited Mr. Puttachat Rungkasiri, Chairman of the Board of Directors to act as the meeting chairman, opening the meeting and proceeding the meeting.

Mr. Puttachat Rungkasiri, Chairman, informed the meeting that there were 21 shareholders attending the meeting in person, including him, representing 1,146,340,734 shares and 16 shareholders attending by proxy, representing 1,443,666,312 shares. In total, there were 37 shareholders, representing 2,590,007,046 shares or 26.144 of the total paid-up shares (the number of shareholders as of the record date of March 23, 2021 is 8,897 shareholders in total, representing 9,906,689,250 shares) Therefore, a quorum was formed as stipulated in the Company's Articles of Association. Therefore, the Company would like to open the meeting and conduct according to the agendas. Ms. Nalinee Pratubsorn, the Company secretary, explained the objectives and reasons for the meeting agendas and summarized the resolution to the shareholders as assigned.

Agenda Item 1: To acknowledge

-None-

Agenda Item 2: To approve minutes of Extraordinary General Meeting of Shareholders No.1/2021

The Company secretary asked the meeting to acknowledge the minutes of the 2019 AGM held on 26 April that the Company held the Extraordinary General Meeting of Shareholders No. 1 / 2121 on February 25, 2021 at 10.00 a.m., in which the Company prepared the minutes of the meeting and delivered a copy of the minutes of the meeting to the Office of the Securities and Exchange Commission (SEC), the Stock Exchange of Thailand and the Ministry of Commerce as to comply with the law, including publishing on the Company's website and sending to the shareholders for consideration as details shown in Attachment 1.

The Board of Directors has considered it appropriate to propose to the shareholders' meeting to consider and approve the minutes of the meeting.

The Chairman then welcomed shareholders' queries. In the absence of such queries and views, it is concluded that the meeting resolved to certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 as proposed by a majority vote of the shareholders who attended the meeting and cast their votes.

Resolution:The Meeting approved the minutes of Extraordinary General Meeting of Shareholders No.1/2021
held on February 25, 2021 at 10.00 a.m. at Salon A Room, 2nd Floor, Swissotel Bangkok
Ratchada, Ratchadaphisek Road, HuaiKhwang, HuaiKhwang, Bangkok.
The Shareholder's meeting resolved to approve with the following majority vote of shareholders
who attended the meeting and voted:

	Total	2,590,007,156 votes	Percentage share: 100.0000
Invalid ballots N	umbers of votes:	0 vote	Percentage share: 0.0000
Abstained	Numbers of votes:	0 vote	Percentage share: 0.0000
Disapproved	Numbers of votes:	0 vote	Percentage share: 0.0000
Approved	Numbers of votes:	2,590,007,156 votes	Percentage share: 100.0000

Agenda Item 3: To acknowledge the Board of Directors repost of Company's performance for the year 2020

<u>The Company secretary</u> asked the meeting to acknowledge that the Company has summarized its past performance and significant changes occurring in the year 2020 as shown in the 2020 Annual Report, which has been accurately and completely prepared in accordance with the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, including publishing on the Company's website and sending to the shareholders for consideration as details shown in Attachment 2.

Since this agenda is for acknowledgment, it is not required to be voted. The Board of Directors considers it appropriate to propose to the shareholders' meeting to acknowledge the Board of Directors' report on Annual performance for the year 2020

The Chairman then welcomed shareholders' queries for more details and other views. In the absence of such queries and views, he asked the meeting to acknowledge the Board of Directors repost of Company's performance for the year 2020.

Resolution: The meeting acknowledged the Board of Directors repost of Company's performance for the year 2020

<u>Agenda Item 4:</u> To consider and approve the balance sheet and profit and loss account for the year 2020, ending on December 31, 2020

The Company secretary informed the shareholders' meeting for acknowledgment in compliance with the Public Limited Companies Act B.E. 2535 and Article 34 of the Company's Articles of Association, which stipulates that the Board of Directors must prepare a balance sheet and profit and loss account at the end of the accounting year of the Company and propose to the shareholders' meeting in the annual general meeting to consider and approve this balance sheet and profit and loss account. The Board must arrange for the auditor to complete the audit before presenting it to the shareholders' meeting.

Detail	2020	2019
Detail	(million baht)	(million baht)
Total asset	5,180.20	4,759.15
Total liabilities	2,371.08	2,096.33
Equity	2,809.12	2,662.82
Total income	3,214.06	3,690.16
Net profit	5.10	54.53
Profit per share (unit: baht)	0.0005 baht	0.0064 baht

Specified financial statements of compared businesses of the Company

The Board of Directors has considered it appropriate to propose to the shareholders' meeting to consider and approve the balance sheet and profit and loss account for the year 2020, ending on December 31, 2020.

The Company's annual financial statements ending December 31, 2020, details as shown in Attachment 2, have been reviewed by the Audit Committee, audited and certified by the certified public accountant, summarized as follows:

The Chairman asked if any shareholders would like to ask questions, vote against or abstain or not. In the absence of such queries and views, it is concluded that the meeting resolved to approve the balance sheet and profit and loss account for the year 2020, ending on December 31, 2020 with the majority vote of shareholders who attended the meeting and voted.

Resolution: The Meeting approved the balance sheet and profit and loss account for the year 2020, ending on December 31, 2020.

The Shareholder's meeting resolved to approve with the following majority vote of shareholders who attended the meeting and voted:

Approved	Numbers of votes:	2,590,767,202 votes	Percentage share: 100.0000
Disapproved	Numbers of votes:	0 vote	Percentage share: 0.0000
Abstained	Numbers of votes:	0 vote	Percentage share: 0.0000
Invalid ballots N	umbers of votes:	0 vote	Percentage share: 0.0000
	Total	2,590,767,202 votes	Percentage share: 100.0000

<u>Agenda Item 5:</u> To consider and approve the allocation of net profits as legal reserves and refrain from paying dividends for the year 2020

<u>The Company secretary</u> informed the shareholders' meeting of the Company's dividend payment policy that requires the Company to pay dividends at the rate of not less than 40 percent of net profit after tax and legal reserves. In this regard, The Board of Directors has the power to consider exemption from the implementation of the said policy or change such policy from time to time under the conditions that such action must be in the best interests of the shareholders. The dividend payment must be approved by the shareholders' meeting.

In addition, according to Section 116 of the Public Limited Companies Act B.E. 2535 and Article 38 of the Company's Articles of Association, "the Company must allocate a portion of its annual net profit as a reserve of not less than 5 (five) percent of its annual net profit after the accumulated loss brought forward (if any) until this reserve is not less than 10 (ten) percent of the registered capital of the Company."

Board of Directors has considered the situation of the Company by realizing the stability of the business and running the business under uncertain circumstances. In this regard, the current situation has affected the operating results and liquidity of the Company. Moreover, it is also an unpredictable event in that the Company cannot anticipate its affecting period. It's highly important that the Company must keep managing liquidity and cash flow in this situation with special focus and care for the best interests of the Company and its shareholders in the long run. The management, therefore, asked the Board of Directors to consider refrain from paying dividends for the year 2020 in order for the Company to have financial liquidity for use in operations. In addition, the Company has expanded its investment in other businesses as well. The Board of Directors considered that it is necessary to reserve liquidity and appropriate to propose to the shareholders' meeting to consider and approve the omission of dividend payment for the year 2020 and to allocate legal reserves at a rate of not more than 5% in the amount of 255,171.98 baht, in accordance with Section 116 of the Public Limited Act B.E. 2535 and Article 38 of the Company's Articles of Association.

Detail of dividend payment	2020		2019		2018	
1. Net profit	5.10	million baht	54.53	million baht	61.04	million baht
2. Legal reserves	0.26	million baht	2.73	million baht	3.05	million baht
3.Number of shares	9,907	million shares	9,907	million shares	8,549	million shares
4. Annual dividend payment	-	baht:share	-	baht:share	0.00286	baht:share
5. Total dividend payment	-	million baht	-	million baht	24.45	million baht
6. Dividend rate **	-	%	-	%	40.05	%

Comparison of the last year dividend payment

The Company's policy to pay dividends at a rate of not less than 40 percent of net profit after tax and legal reserves. However, the Board of Directors has the power to consider the exemption from the said policy or change such policy from time to time under the conditions that such action must be in the best interests of the shareholders

Therefore, the Company deems it appropriate to propose to the Board of Directors. Consider setting up a legal reserve of 0.26 million baht in order to use retained earnings as an investment for the Company's business expansion and refrain from paying dividends for the year 2020.

<u>The Chairman</u> asked if any shareholders would like to ask questions, vote against or abstain or not. In the absence of such queries and views, it is concluded that the meeting resolved to approve refraining from paying dividends for the year 2020 and the allocation of net profits as legal reserves in the amount of 255,171.98 baht with the majority vote of shareholders who attended the meeting and voted.

Resolution: The Meeting approved refraining from paying dividends for the year 2020 and the allocation of net profits as legal reserves in the amount of 255,171.98 baht.

The Shareholder's meeting resolved to approve with the following majority vote of shareholders who attended the meeting and voted:

	Total	2,590,767,202 votes	Percentage share: 100.0000
Invalid ballots N	umbers of votes:	0 vote	Percentage share: 0.0000
Abstained	Numbers of votes:	0 vote	Percentage share: 0.0000
Disapproved	Numbers of votes:	0 vote	Percentage share: 0.0000
Approved	Numbers of votes:	2,590,767,202 votes	Percentage share: 100.0000

Enclosure 1

Agenda Item 6: To consider appointing an auditor and determine the audit fee for the year 2021

<u>The Company secretary</u> informed the shareholders' meeting for acknowledgment in order to comply with the Public Limited Companies Act B.E. that requires the shareholders' meeting to consider appointing an auditor and determine the annual audit fee of the Company.

In addition, according to the Notification of the Securities and Exchange Commission No. KorJor. 39/2548 Re: Rules, Conditions and Methods for Disclosure of Information on Financial Positions and Operating Results of Securities Issuing Companies (No. 20), the Company is required to provide auditor turnover when the same auditor has performed his/her duties for 5 consecutive accounting years. The Company can appoint a new auditor who affiliates to the same office as the former auditors. However, the Company may appoint an auditor who retires from the performance of the auditor's rotation after at least two accounting years lapsed from the date of retirement.

In 2021, the Audit Committee has considered and selected an auditor from Karin Audit Company Limited to be the Company's auditor in 2021 for the 4th year due to the appropriate number of certified, expertise, independent and experienced auditors.

In this regard, the proposed audit fee for the year 2021 is set at the amount of 1,634,000 baht, excluding the audit fee of the subsidiary in the amount of approximately 2,630,000 baht. The fee is proposed to the Board of Directors to propose to the shareholders' meeting for approval as appears in Attachment 3.

The Board of Directors, therefore, deems it appropriate to propose to the shareholders' meeting to consider appointing an auditor from Karin Audit Company Limited as the Company's auditor for the year 2021 and assigning one of the auditors to be responsible for reviewing the quarterly financial statements and checking the financial statements as of the year end on December 31, 2021, consisting of the following names:

1.	Miss Kannika	Wipanurat	Certified Public Accountant Registration No. 7305
2.	Mr. Jirote	Sirirorote	Certified Public Accountant Registration No. 5113
3.	Miss Nonglak	Pattanabandith	Certified Public Accountant Registration No. 4713
4.	Mrs. Sumana	Senivongse	Certified Public Accountant Registration No. 5897
5.	Mr. Komin	Linphrachaya	Certified Public Accountant Registration No. 3675
6.	Mr. Mongkol	Laovorapong	Certified Public Accountant Registration No. 4722
7.	Mr. Kojchamon	Sunhuan	Certified Public Accountant Registration No. 11536

In case that the aforementioned certified auditors are unable to perform their duties, Karin Audit Company Limited can arrange for another certified public accountant of Karin Company Limited to perform duties on its behalf.

Comparison of the last year audit fee as follows

Audit fee	2021	2020	2019
Audiciee	(baht)	(baht)	(baht)
Audit and quarterly financial statement	1,634,000	1,634,000	1,584,000
review fee			

In addition, it is appropriate to propose to the shareholders' meeting that the Company has also selected Karin Audit Company Limited as the auditor of its 9 domestic subsidiaries, namely Piyachat Company Limited, TZ Trading Company Limited, Gear 2 Corporation Company Limited, Mitra Corporation Company Limited, PG & C 5714 Company Limited, Tang Corporation Company Limited, K.B.M. Construction Company Limited, Skywell (Thailand) Company Limited, and Electra Motive Company Limited with audit fees and quarterly review fees of all nine subsidiaries, totaling approximately 2,630,000 baht.

However, the audit firm and the auditors as proposed have no relationship and/or interest in the Company/subsidiary / management / major shareholder or those related to such persons in any way.

The Chairman asked if any shareholders would like to ask questions, vote against or abstain or not. In the absence of such queries and views, it is concluded that the meeting resolved to appointing an auditor from Karin Audit Company Limited as the proposed detail and determine the audit fee for the year 2021 at the amount of 1,634,000 baht with the majority vote of shareholders who attended the meeting and voted.

Resolution: The Meeting approved appointing Miss Kannika Wipanurat, Certified Public Accountant Registration No. 7305, and/or Mr. Jirote Sirirorote, Certified Public Accountant Registration No. 5113, and/or Miss Nonglak Pattanabandith, Certified Public Accountant Registration No. 4713, and/or Mrs. Sumana Senivongse, Certified Public Accountant Registration No. 5897, and/or Mr. KominLinphrachaya, Certified Public Accountant Registration No. 3675, and/or Mr. Mongkol Laovorapong, Certified Public Accountant Registration No. 4722, and/or Mr. Kojchamon Sunhuan, Certified Public Accountant Registration No. 11536 from Karin Audit Company Limited as the Company's auditor for the year 2021 and assigning one of the auditors to be responsible for reviewing the quarterly financial statements and checking the financial statements as of the year end on December 31, 2021 and determine the audit fee for the year 2021 at the amount of

1,634,000 baht. In case that the aforementioned certified auditors are unable to perform their duties, Karin Audit Company Limited can arrange for another certified public accountant of Karin Company Limited to perform duties on its behalf.

The Shareholder's meeting resolved to approve with the following majority vote of shareholders who attended the meeting and voted:

Approved	Numbers of votes:	2,588,949	9,121 votes	Percentage share: 99.9298
Disapproved	Numbers of votes:	1,818	3,081 vote	Percentage share: 0.0701
Abstained	Numbers of votes:	0	vote	Percentage share: 0.0000
Invalid ballots N	umbers of votes:	0	vote	Percentage share: 0.0000
	Total	2,590,767	,202 votes	Percentage share: 100.0000

Agenda Item 7: To consider and approve the appointment of directors to replace those who retire by rotation

The Company secretary informed the shareholders' meeting for acknowledgment according to the Public Company Limited Act B.E. 2535, Section 71 and Article 14 of the Company's Articles of Association that require, in every annual general meeting, one-third of the directors shall retire. If the number of directors cannot be divided exactly into three parts, it shall be issued by the number closest to one-third. For the directors who must retire in the first year and the second year after the registration of the Company, a lottery will be used to determine who will leave the office. In the following years, the director who has been in the position for the longest time shall retire. Directors retiring by rotation may be elected to a new position

For the year 2021, which is the sixteenth year, there is 1 director who must retire by rotation, consisting of:

1) Mr. Phongcharn Samphaongern Independent Director and Member of the Audit Committee

The Board of Directors, excluding stakeholders, considered together qualifications, knowledge, abilities, experiences in various fields and quality of being virtuous and ethical and deemed appropriate to propose to the shareholders' meeting to consider and approve the reappointment of directors who retired by rotation to be directors for another term.

In this regard, the above person has all the qualifications under the Public Limited Companies Act B.E. 2535 and the Notification of the Securities and Exchange Commission. A brief biography of the person nominated to be considered for election as a director to replace the directors whose terms have expired, who have been reelected to hold office is attached in Attachment 4.

Enclosure 1

For this agenda, approval must be passed by a majority vote of the shareholders attending the meeting and casting their votes.

The Chairman informed the shareholders' meeting that to ensure transparency in voting due to having interest in this agenda, he asked permission to leave the meeting room and invited the directors who had retired by rotation to leave the meeting room until the shareholders exercised their right to vote in the ballot and the ballots are completely collected. The Chairman asked if there's any shareholder who would like to inquire. If there are no more inquiries, the protesters or abstentions must put a checkmark in the ballot. When finished, he/she is asked to raise their hands. Then the Company's staff will walk to pick up the ballots of those who will oppose or abstain in order to count the votes.

<u>The chairman, when finished with the vote count, would like to invite the directors who left the meeting</u> room to return to the meeting.

<u>Resolution:</u> The Meeting approved the appointment of directors who retire by rotationtobe directors for another termwith the majority vote of shareholders who attended the meeting and voted for each director.

1) Mr. Phongcharn Samphaongern Independent Director and Member of the Audit Committee The Shareholder's meeting resolved to approve with the following majority vote of shareholders who attended the meeting and voted:

Total		2,590,767,202 votes		Percentage share: 100.0000
Invalid ballots Numbers of votes:		0	vote	Percentage share: 0.0000
Abstained	Numbers of votes:	0	vote	Percentage share: 0.0000
Disapproved	Numbers of votes:	1,818,081	vote	Percentage share: 0.0701
Approved	Numbers of votes:	2,588,949,121 votes		Percentage share: 99.9298

Agenda Item 8: To consider increasing the number of Company directors and propose to appoint new directors

<u>The Company secretary</u> informed the shareholders' meeting for acknowledgment of the Board of Directors to be diverse in the structure which consists of qualified persons with diverse knowledge, abilities, experiences and expertise that are beneficial to business operations and to help drive the business in accordance with the vision, mission, strategic plan and Company policy.

The Company, therefore, deems it appropriate to consider increasing the number of 2 directors of the Company by proposing to appoint new directors as follows:

- 1. Mr. Phat Lapanan Director
- 2. Mr. Nuttachai Charoenkajonkul Director

The Board of Directors should be diverse in the structure, consisting of qualified persons with diverse knowledge, abilities, experiences and expertise that are beneficial to business operations and to help drive the business in accordance with the vision, mission, strategic plan and Company policy.

Accordingly, the directors who have been appointed as mentioned above are knowledgeable, capable, and proficient which will be beneficial to the operation according to the strategic direction of the Company as well as having complete qualifications according to the Company's Articles of Association and does not have any prohibited characteristics under the Public Limited Companies Act B.E. 2535 and the Securities and Exchange Act B.E. 2535.

<u>The Chairman</u> asked at the meeting that is there any shareholder who would ask, object or abstain. Shareholders' questions can be summarized as follows:

Miss Janenate Methavevinij, the shareholder, asked in the meeting that

- What are the expertise and ability of the new directors?

Miss Nalinee Pratubsorn clarified that

- Mr. Phat Lapanan specializes in the electric vehicle business and Mr. Nuttachai Charoenkajonkul specializes in electric vehicle business, rubber gloves and finance.

Mr. Kiet Sumongkolthanakul, shareholder, asked in the Meeting that

- Do the increasing numbers of directors result in increased expenses?

Mr. Puttachat Rungkasiri clarified to the Meeting that

- The Company will use the same budget. Both of them have experiences in business related to the Company such as cars, financial management and have experiences working in a finance company

<u>The Chairman</u> asked if any shareholders would like to ask questions, vote against or abstain or not. In the absence of such queries and views, it is concluded that the meeting resolved to approve increasing the number of Company directors and propose to appoint new directors.

Resolution:

The Shareholder's meeting resolved to approve with the following majority vote of shareholders who attended the meeting and voted for each director as follows:

1. Mr. Phat Lapanan Director

The Shareholder's meeting resolved to approve with the following majority vote of shareholders who attended the meeting and voted:

Approved	Numbers of votes:	2,588,950,522 votes		Percentage share: 100.0000
Disapproved	Numbers of votes:	1,818,081	vote	Percentage share: 0.0701
Abstained	Numbers of votes:	0	vote	Percentage share: 0.0000
Invalid ballots Numbers of votes:		0	vote	Percentage share: 0.0000
Total		2,590,768,603	votes	Percentage share: 100.0000

2. Mr. Nuttachai Charoenkajonkul Director

The Shareholder's meeting resolved to approve with the following majority vote of shareholders who attended the meeting and voted:

Approved	Numbers of votes:	2,588,950,522 votes		Percentage share: 100.0000
Disapproved	Numbers of votes:	1,818,081	vote	Percentage share: 0.0701
Abstained	Numbers of votes:	0	vote	Percentage share: 0.0000
Invalid ballots Numbers of votes:		0	vote	Percentage share: 0.0000
	Total	2,590,768,603	votes	Percentage share: 100.0000

Agenda Item 9: To consider and approve the determination of directors' remuneration for the year 2021

The Company secretary informed the shareholders' meeting for acknowledgment according to Article 15 of the Company's Articles of Association that directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses or other forms of benefits according to the Articles of Association or the resolution of the shareholders' meeting. This may be set as a fixed number or placed as a guideline and may be stipulated from time to time, or shall remain in effect indefinitely until there is a change. In addition, directors are entitled to receive allowances and welfare according to Company regulations.

The Board of Directors has considered it appropriate to propose to the shareholders' meeting to consider and approve the remuneration of the directors of the year 2021 within the amount of 6.00 million baht.

Details of the scope of duties and responsibilities of the Board of Directors and various sub-committees are shown in Attachment 2: Annual Report on the topic of management structure.

For this agenda, approval must be passed by a vote of not less than two-thirds of the shareholders attending the meeting and casting their votes.

The Chairman asked if any shareholders would like to ask questions, vote against or abstain or not. In the absence of such queries and views, it is concluded that the meeting resolved to approve the determination of the remuneration of directors for the year 2021 within the amount of 6.00 million baht with a vote of not less than two-thirds of the shareholders attending the meeting and voting.

<u>Resolution:</u> The Meeting approved the determination of the remuneration of directors for the year 2021 within the amount of 6.00 million baht with a vote of not less than two-thirds of the shareholders attending the meeting and voting as follows;

Total		2,590,768,703	votes	Percentage share: 100.0000
Invalid ballots N	umbers of votes:	0	vote	Percentage share: 0.0000
Abstained	Numbers of votes:	0	vote	Percentage share: 0.0000
Disapproved	Numbers of votes:	1,818,081	vote	Percentage share:0.0701
Approved	Numbers of votes:	2,588,950,622	votes	Percentage share: 99.9298

Agenda Item 10: To consider other matters (if any)

<u>The Chairman</u> informed the shareholders' meeting that there are no other matters to consider and asked if there was anyone who would ask more questions or make any suggestions. Shareholders' questions can be summarized as follows:

Mr. Kiet Sumongkolthanakul, a proxy, asked at the meeting that

- Does the Company have any additional business plans?

Mr. Puttachat Rungkasiri clarified to the meeting that

- Electric Vehicle Business is getting more concrete
- Cannabis and hemp business is in the process that the Company is waiting for the organic law of the food and drug. The Company has jointly developed food recipes and beverages and sought distribution channels. If there is an announcement of the Cannabis and hemp Act, the Company will bring the prepared products to register the food FDA and immediately distribute them. Currently, the Company is selling raw materials from existing farms to joint ventures or customers, trying to create recipes for sale at the farm and selling sample products. If the FDA law is launched, the Company will proceed immediately.

Miss Janenate Methavevinij, a proxy, asked at the meeting that

- For the electric vehicle business that imported cars from China, what is the potential of the car, battery, and how durable is the structure of the car?
- What are the distribution channels you plan to reach your goals?

Mr. Puttachat Rungkasiri clarified to the meeting that

- For electric Vehicle Business, currently, many countries have moved their production bases to China. Almost all brands of electric vehicles are made in China. Products from China are of higher quality and cars made in China are entitled to FTA (Free Trade Area) without import duty but only tax and VAT. For example, once there are American and European brands of mobile phones, but today, almost all brands, such as iPhone, are made in China. Therefore, there shouldn't be a problem with quality.
- The Company has already contacted the showroom to sell the products. If the Company can import righthand drive electric vehicles, they can be sold at an affordable price.

Miss Janenate Methavevinij, a proxy, asked at the meeting that

- For signing an MOU with the community enterprise of Rak Jung Farm Wang Nam Khiao Group, what are the details, such as what kind of farm and whether or not the raw materials are used to produce for sale and how.

Mr. Puttachat Rungkasiri clarified to the meeting that

- The Company has the right to distribute all farm products. In an early state, cannabis and hemp farm are very few. However, it is expected that when the government has allowed the private sector to apply for permission to plant, a lot of people will apply for growing hemp and cannabis. If the license is issued as expected in 3-6 months, products will be generated a lot. The Company's advantage is that the Company has ready and sufficient raw materials for making samples, conducting research, researching formulas for industrial production and will be able to inform FDA faster.
- Wang Nam Khiao Farm is a closed farm with a Greenhouse system, closed to prevent insects, pests, with fans to control humidity as restricted. Seeds come from the Netherlands.
- There are many methods for extracting the substance. Currently, the farm uses the boiling method and has coordinated with the supplier about other extraction methods. At present, the Company has not started the middle process since the types of raw material are not settled yet. However, the Company has studied for the information that there are two types of extraction methods, namely total extraction and separate extraction. The Company must consider the last process of production in that what kind of raw materials are needed. If the investment is too high, products will exceed usage. Each business uses different raw materials such as food, nutritional supplements, beverages and medical. The cost of middle

production is different. The Company has to survey in the early process about what kind of raw materials are needed, which varieties should be planted in order to start doing the middle process.

- At present, raw materials are used to make desserts, food and beverages at the farm but cannot be sold as a package because the Food Act has not yet been issued.

Miss Janenate Methavevinij, a proxy, asked at the meeting that

- How does the director plan to arrange a complete quorum in only 1 time.

Mr. Puttachat Rungkasiri clarified to the meeting that

- The Company has tried to contact investors and shareholders. They informed that they would come to the meeting by themselves and have faced inconvenience to authorize a proxy.

<u>The MC</u> thanked the shareholders for taking the time to attend the meeting. If there is any mistake, the Company would like to express their sincere apology here. In the following year, the Company will continue to improve and develop for the betterment.

The Chairman closed the meeting.

The meeting adjourned at 11.00 a.m.



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Miss Nalinee Pratubsorn Company Secretary

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Mr. Puttachat Rungkasiri Chairman of the Meeting

Summary of the preliminary details of the warrants to purchase ordinary shares of <u>TWZ Corporation Public Company Limited No.6(TWZ-W6)to be issued and offered to the existing shareholders</u> of the Company who subscribe andwho has been allocated convertible debentures in proportion to the number of shares held by each shareholder (Right Offering) and the impact on shareholders

Issuer and offering of securities	TWZ Corporation Public Company Limited ("the Company" or" TWZ")
Name of the warrant	Warrants to purchase ordinary shares of TWZ Corporation Public
	Company Limited No. 6 ("Warrant No.6"or " <u>TWZ-W6</u> ")
Type of the warrant	Type of holder identification and transferable
Address of the warrant issuer	269 Ratchadaphisek Rd, Din Daeng, Din Daeng, Bangkok 10400
Number of warrants issued and offered	Not more than 4,964,427,981units, the issuing and offering of
for sale	Warrants No. 6will be carried out upon approval from
	theExtraordinary General Meeting of ShareholdersNo. 2/2021
Number of ordinary shares allocated to	Not more than 4,964,427,981shares with par value of 0.10 Baht per
accommodate the exercise of warrants	share (representing 25.00%of thetotal issued shares of the
	Company at the present together with the number of ordinary
	shares to be issued and offered to the existing shareholders of the
	Companyunder the assumption that all the warrants are exercised)
	representing 16.67% of the total issued shares of the Company,
	together with the number of shares reserved for the issuance of new
	ordinary shares issued to the existing shareholders for
	4,964,475,981 shares, the number of shares reserved for the
	warrant No. 6 (TWZ-W6) at4,964,475,981 shares, the number of
	shares reserved for convertible bonds issued to existing
	shareholders at1,650,000,000 shares and the number of shares
	reserved for the warrant No. 7 (TWZ-W7) at3,300,000,000 shares,
	issued and allocated in theExtraordinary General Meeting of
	ShareholdersNo. 2/2021. In this regard, the number of shares
	reserved for convertible bonds and the number of shares reserved
	for the Company's issuance of new ordinary shares, convertible
	bonds or warrants in the future are not more than 50% of all the
	Company issued shares.

*Method for calculating the proportion of ordinary shares reserved for the exercise of the Warrants No.6¹: Number of ordinary shares reserved for exercise of warrants TWZ-W6 Total number of outstanding shares of the Company + Number of shares reserved for the issuance of new ordinary shares $= \frac{4,964,475,981}{14,893,427,941 + 4,964,475,981}$ = 25.00% Remarks:

The aforementioned calculation is sorted by agenda. By considering only the agenda foroffering the ordinary shares to the existing shareholders and warrants No. 6forsubscribing the Company's ordinary shares, however, the Company has calculated the proportion of reserved shares for the overall offering to the shareholders' meeting at this time in the capital increase report form (F53-4) in the remarks section of Clause 3, the allocation of the newly issued shares, by dividing the calculation according to the circumstances of the subscription for the newly issued ordinary shares.

*Method for calculating the proportion of ordinary shares reserved for converting the convertible bond and the exercise of the Warrants No.6and No. 7:

Number of shares reserved for convertible bonds issued to existing shareholders + Number of ordinary shares reserved for exercise of warrants TWZ-W6 + Number of ordinary shares reserved for exercise of warrants TWZ-W7 Total number of outstanding shares of the Company + Number of shares reserved for the issuance of new ordinary shares

¹ The calculation takes into consideration the Clause 10 of the Notification No. Tor Chor. 34/2551

Offer method	 = 1,650,000,000 + 4,964,475,981 + 3,300,000,000 14,893,427,941 + 4,964,475,981 = 49.93% Offering and allocating to the existing shareholders who subscribe newly issued shares of the Company in proportion to the number of shares held by each shareholder (Right Offering). The Company will allocate to the shareholders who subscribe to newly issued shares of the Company in proportion to the number of shares held by each shareholder (Right Offering). The Company will allocate to the shareholders who subscribe to newly issued shares of the Company in proportion to the number of shares held by each shareholder (Right Offering) without charge (zero Baht) at a ratio of 1 newly issued share per 1 unit of Warrant
	No. 6(TWZ-W6) However, those who exercise the right to purchase the Company's shares under the Warrant No. 6, it is not necessary to be existing shareholders of the Company.
Offering price per unit	0 Baht per unit (zero Baht)
Term of the warrant	2 years from the issuing date of the warrant
Date of issuing and offering of the	Board of Directors and/or the Executive Committee and/or Chief
warrant	Executive Officer or a person in the Board of Directors or the Executive Committee or Chief Executive Officer to be the person having the power to set the date of issuance and offering the Warrant No. 6 upon approval from theExtraordinary General Meeting of ShareholdersNo. 2/2021.
Exercise ratio	1 unit of warrant per 1 ordinary share of the Company (may be changed after the adjustment conditions)
Exercise price	0.10Baht, except for the adjustment of the exercise price However, in the event of an adjustment of the exercise price, the exercise price of the Warrant No. 6 per unit after adjustment of the exercise price under any circumstances will not be lower than the par value of the Company's ordinary shares.
Exercise period	The Warrant No. 6holder can exercise the warrants every 6 months after the issuance and offering date of the Warrant No. 6(TWZ-W6)

First exercise date	It can be exercised after 6 months from the date of issuing and
	offering of the Warrant No. 6.
Last exercise date	The date of the Warrant No. 6 is 2 years from the date of issuing
	and offering of the Warrant No. 6. However, in case the last exercise
	date falls on the Company's business holiday, the last exercise date
	shall be postponed to the last working day prior to the last exercise date.
Period for notification of the intention to	The Warrant No. 6 holders who wish to exercise their rights to
exercise the rights	purchase the Company's ordinary shares must notify the intention to
	exercise the rights to purchase ordinary shares of the Company
	between 9.00-15.00 hours within the period of 5 days prior to each
	exercise date (period for the notification of the intention to exercise
	the rights for the exercise of the rights) for the final exercise. There
	shall be a period for notification of the intention to exercise the
	rights at least 15 days prior to the last exercise date (period for the
	notification of the intention to exercise the last right).
Inability to cancel the notification of the	Once the warrant holder has notified the intention to exercise the
intention to exercise the rights	rights to purchase shares under the Warrant No. 6, the warrant
	holder may not cancel the notification of the intention to exercise
	such warrant without written consent letters from the Company.
Offering period	The offering will be completed within 1 year from the date of the
	shareholders' extraordinary general meeting approves the issuing and
	offering of Warrant No. 6by the Board of Directors and/or the Executive
	Committee and/or Chief Executive Officer or a person that the
	Board of Directors or the Executive Committee or Chief Executive
	Officer assign to consider and set the conditions and further details.
Warrant registrar	Company Thailand Securities Depository Company Limited
Secondary market of the warrant	The Company will list the Warrant No. 6 on the Stock Exchange of
	Thailand ("SET ").
Secondary market of ordinary shares	The Company will list the ordinary shares arising from the exercise
arising from the exercise of warrants	of the Warrant No. 6 to be listed on the SET.
Other rights and benefits	Ordinary shares issued under the exercise of the Warrant No.6 will
	have the same rights and conditions as the Company's ordinary
	shares, which went earlier in all respects.

Reasons for issuing additional new	To protect the interests of the belging of the Wernert No. C pot to be	
shares to accommodate the rights	To protect the interests of the holders of the Warrant No. 6 not to be	
adjustment	inferior than the previous one, the Company will adjust the exercise	
aujustment	price and the exercise ratio in accordance with any events set out in	
	Article 11 (4) (b) in accordance with the Notification of the Capital	
	Market Supervisory Board No. TorChor. 34/2551 Re: Application for	
	and Permission to Offer for Sale of Warrants to Purchase Newly	
	Issued Shares and Newly Issued Shares to Support the Warrants	
	dated December 15, 2008 (amendment) including;	
	1. When there is a change in the par value of the Company's	
	ordinary shares as a result of a stock merger or a share split	
	2. When the Company offers new ordinary shares at low price ¹	
	3. When the Company offers convertible bonds at low price of	
	offering warrants to purchase shares at low price ¹	
	4. When the Company pays all or part of the dividends to	
	newly issued shares to the Company's shareholders	
	5. When the Company pays dividends in money which is	
	higher than the rate indicated in the terms and conditions	
	6. When there is any other case similar to No. 1 5. that	
	causes any benefits to the warrant holder will be received	
	when the exercise of the warrants is inferior.	
	The definition of the formula for the right adjustment as well as other	
	additional details will be as stated in the rights terms.	
	The Company will assign the Board of Directors to and/or the	
	Executive Committee and/or Chief Executive Officer or a person that	
	the Board of Directors or the Executive Committee or the Chief	
	Executive Officer assign to determine the conditions and other	
	details Involved in the adjustment or change of the exercise ratio	
	and exercise price.	
Objectives of issuing of warrants and	To add the working capital in the currently running business as well	
the benefits that the Company will	as the future business expected to bear more income and returns	
derive from the allocation of this newly	and improve the Company performance which is greatly benefit the	
issued ordinary shares		

	Company and the Company shareholders. The Company will
	acquire the additional fund for 496,447,598.10 baht.
Benefits that the shareholders	In the event that the Warrant holders exercise their rights to
will receive from the capital increase	purchase the Company's newly issued ordinary shares according to
	the Warrant No. 6, the shareholders of the Company will receive
	benefits due to the Company. The fund received will be used in
	various projects of the Company in the future as appropriate and in
	line with the objectives of the issuance and allocation of Warrant No.
	6 at this time.
Other conditions	
	The Board of Directors and/or the Executive Committee and/or Chief
	Executive Officer or a person that the Board of Directors Executive
	Committee or the Chief Executive Officer assign to be the person
	who has the power to set and change the rules, conditions and
	various details in issuing and offering the Warrant No. 6 in all
	respects as it deems appropriate and under the jurisdiction
	stipulated by law such as the allocation and issuance date of the
	warrant No. 6, etc., including having the power to perform
	necessary and appropriate actions in connection with issuing of the
	warrant No. 6 in all respects. This includes, but is not limited to,
	contacting, preparing or delivering any necessary documents or
	relating to the issuance and offering of the Warrant No.6 and listing
	of the Warrant No.6 as listed securities on the SET, as well as
	requesting permission from other relevant agencies and the
	appointment of sub-power attorney etc.
Effects on shareholders	See the details in the attachment on the next page.

<u>Notes:</u>1/ Low price based on the Notification of the Capital Market Supervisory Board No. Tor Chor. 34/2551 Re: Application for and Permission to Offer for Sale of Warrants to Purchase Newly Issued Shares and Newly Issued Shares to Support the Warrants dated December 15, 2008 (amendment)

Dilution Effects

Due to the issuance of warrants, it is the issuing of warrants to the shareholders who subscribe to the convertible debentures in proportion to the number of shares held by each shareholder (Right Offering). However, if the right to purchase shares in the full amount under the Warrant No.6 by a person other than the existing shareholders in full amount will have an impact on shareholders as follows.

1. Effects of control dilution and proportion of voting rights

In the event that the exercise of the Warrant No. 6 is not the original shareholders in full will have an impact on the profit sharing or voting rights of the existing shareholders (Control Dilution) from exercising such rights reduced, with details as follows.

Details of the calculation are as follows:

= Number of shares reserved for hte number of Warrant No. 6 Number of paid-up shares + Number of ordinary shares (RO) + Number of shares reserved for Warrant No. 6

4,964,475,981

14,893,427,941 + 4,964,475,981+4,964,475,981

= 20.00%

=

In the event that the holders of the Warrant No. 6, the Warrant No. 7 and the convertible bond are not all the original shareholders, it will have an impact on the profit sharing or voting rights of the existing shareholders (Control Dilution) from exercising such rights reduced, with details as follows.Details of the calculation are as follows:

	Number of shares reserved for the Warrant No. 6 + Number of shares reserved for the Warrant No. 7 + Number of shares reserved for convertible bonds
=	Number of paid-up shares + Number of ordinary shares (RO) +
	Number of shares reserved for the Warrant No. 6 + Number of shares reserved for the Warrant No. 7 + Number of shares reserved for convertible bonds

4,964,475,981+3,300,000,000 + 1,650,000,000

= 14,893,427,941 + 4,964,475,981 + 4,964,475,981 + 3,300,000,000 + 1,650,000,000 = 33.30%

2. EPS Dilution

In the event that the holders of the Warrant No. 6 who exercise all the warrants are the original shareholders, the Earning per share will decrease. Details are as follows:

Net profit	=	7,080,846 Baht (The past 4 quarters from the 2nd quarter of 2021)	
EPSo	=	Net profit before capital increase	
EPSn	=	Net profit after capital increase	
Q0	=	Ordinary share before capital increase	
Qro	=	Ordinary share as RO ratio	
Qw6	=	Ordinary shares reserved for the Warrant No.6	
EPSo	=	Net profit for the past 4 quarters from the 2nd quarter of 2021 Q_0	
	=	7,080,846	
		14,893,427,941	
	=	0.000475 Baht per share	
	=	Net profit for the past 4 quarters from the 2nd quarter of 2021	
EPSn		Q0+QR0+QW6	
	=	7,080,846	
		14,893,427,941+ 4,964,475,981 +4,964,475,981	
	=	0.000285 Baht per share	
EPS Dilution =		EPSo-EPSn EPSo	

= 0.000475-0.000285 = 0.000475 = 40.00%

In the event that the holders of the Warrant No. 6, the Warrant No. 7 and the convertible bond who exercise all the warrants are the original shareholders, the Earning per share will decrease. Details are as follows:

Net profit	=	7,080,846 Baht (The past 4 quarters from the 2nd quarter of 2021)
EPSo	=	Net profit before capital increase
EPSn	=	Net profit after capital increase
Q0	=	Ordinary share before capital increase
Qro	=	Ordinary share as RO ratio
QW6	=	Ordinary shares reserved for the Warrant No.6
500		Net profit for the past 4 quarters from the 2nd quarter of 2021
EPSo	=	Qo
		7,080,846
	=	14,893,427,941
	=	0.000475 Baht per share
EPSn	=	Net profit for the past 4 quarters from the 2nd quarter of 2021
LI OII		Q0+QRO+QW6+QCB+QW7
		7,080,846
		14,893,427,941 + 4,964,475,981 + 4,964,475,981 + 1,650,000,000 + 3,300,000,000
	=	0.000239 Baht per share
		EPSo-EPSn
EPS Dilutio	n=	EPSo
		0.000475-0.000239
	=	0.000439
	=	49.93%

3. Price Dilution

Effects on share price due to the exercise price of the warrants No. 6 of the Company which is0.10Baht, in case of exercising the conversion rights TWZ-W6

=	Share price before the offering - Share price after the offering		
	Share price before the offering		
=	0.14 - 0.12		
	0.14		
=	11.71%		

Where share price before the offering is

	(Share price x paid share) +		
	(Ordinary share RO price x Number of share RO) +		
(Exer	cise price of TWZ-W6 x Number of shares reserved for conversion rights of TWZ-W6)		
=	Number of paid share + Number of ordinary share RO +		
	Number of shares reserved for conversion rights of TWZ-W6		
=	(0.14 x 14,893,427,941) + (0.10 x 4,964,475,981) + (0.10 x 4,964,475,981)		
	14,893,427,941 + 4,964,475,981 + 4,964,475,981		
=	0.125		

Effects on share price due to the exercise price of the warrants No. 6 and No. 7 to buy the Company share at 0.10 Baht per share, in case of the conversion rights which is 0.10Baht, in case of exercising the conversion rights TWZ-W6andTWZ-W7

	Share price before the offering - Share price after the offering		
=	Share price before the offering		
=	0.14 - 0.12		
	0.14		
=	13.77%		

Where share price after the offering is

	(Share price x paid share) + (Ordinary share RO price x Number of share RO) +
	(Convert price of TWZ-W6 x Number of shares reserved for conversion rights of TWZ-W6)+
	(Convert price of TWZ-W6 x Number of shares reserved for conversion rights of TWZ-W7)
=	Number of paid share + Number of ordinary share RO +
	Number of shares reserved for conversion rights of TWZ-W6
	Number of shares reserved for conversion rights of TWZ-W7
_	(0.14 x 14,893,427,941) + (0.10 x 4,964,475,981) + (0.10 x4,964,475,981)+ (0.1 x 3,300,000,000)
_	14,893,427,941 + 4,964,475,981 + 4,964,475,981+ 3,300,000,000
=	0.122

Remark: Share price equals the weighted average market price of the Company for the past 15 consecutive business days prior to the Board of Directors' Meeting No. 9/2021 on October 8, 2021 (information from Set.or.th)

Important	Details	of the	Convertible	Bonds
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Торіс	Details
Issuer of convertible bonds	TWZ Corporation Public Company Limited("the Company")
Objective Plan to use the proceeds	To add the working capital in the currently running business as well as the future business expected to bear more income and returns and improve the Company performance which is greatly benefit the Company and the Company shareholders. Some will be used to repay loans with financial institutions and other binding debts and as working capital for business operation and reserved fund for the future business. 1. To add the working capital in the currently running business as well as the
from the offering of convertible bonds	 future business expected to bear more income and returns and improve the Company performance which is greatly benefit the Company and the Company shareholders, consisting of the amount for electric vehicle business at not more than 100.00 million baht and for the business of hemp-marijuana, Kratom and other herbs at not more than 50.00 million baht 2. To repay loans with financial institutions and other binding debts at not more than 100.00 million baht 3. To use as working capital to run the business and reserved fund for the future business at not more than 80.00 million baht Remark The use of such proceeds may change the use proportion according to the ability to raise funds as well as the appropriateness of investment in each situation to invest in other new business projects in the future that the company deems to have good returns and benefits to the company and its shareholders. The company will continue to comply with the rules of the Stock Exchange of Thailand regarding the acquisition and disposal of assets.
Туре	Name-holders convertible bonds have the conversion rights into newly issued ordinary shares of the Company, not subordinated, without insurance, and have a representative of the bondholders and the issuer of convertible bonds has the right to redeem it before the maturity date.
Value of convertible bonds offered for sale	Not more than330,000,000 Baht

Торіс	Details
Bond value	1,000 Baht per 1 unit of convertible bonds
Number of convertible	Not more than330,000units
bonds	
Method of offering and	The Company will offer and allot the whole number to the existing shareholders of
allocation	the Company who havethe right to be allocated in proportion to their
	shareholding. The existing shareholder can subscribe to the convertible bond at the
	allotted amount, lesser, more or waive the right not to subscribe to the convertible
	bonds at offer for salethis time. The Company will allocate the convertible bonds to
	the shareholders who subscribe at the allotted amount first. If there are convertible
	bondsleft from the allotted amount, the Company will allot the remaining convertible
	bonds to the shareholders who subscribe and pay for the convertible bonds in
	excess of their rights (until there are no convertible bonds left to allot).
	The Company has the right to exercise its discretion not to offer for sale or not to
	allocate the above convertible bonds, any existing shareholders. If such an offer for
	sale or allocation of convertible bonds may result in (a) in violation of any laws or
	regulations of Thailand or abroad or the Articles of Association of the Companyor
	(b) it is the result that the Company has a duty to perform or have to do any
	actionsin addition to those required to comply with regulations related to the issuing
	and offering of securities under the law of Thailand or (c) it does not comply with
	the methods, criteria and conditions specified in the allocation of the
	Company.However, the Company has the right to exercise its judgment in offering
	and allocating such convertible bonds to certain existing shareholders outside
	Thailand on the basis of exemptions made under international law.
Proportion of allocated to	45,132existing shares: 1 unit of convertible bonds(in the event that there is a
existing shareholders	fraction from the calculation, it will be eliminated in all cases).
	However, any person of the Company's shareholders holding less than
	45,132shares will not have the right to subscribe to the convertible bonds under
	their rights (but can subscribe for more than their rights).
Stocks allocated to	1,650,000,000shares(representing9.97% of the Company's paid-up capital after
accommodate the	exercising the conversion right under the convertible bonds based on the
conversion of convertible	assumption that the whole amount of the conversion right is exercised, or
bonds	represents 5.54% of shares sold as of the Board of Directors' Meeting No. 9/2021

Торіс	Details
	held on 8 October 2021, together with the number of shares reserved for the
	issuance of new ordinary shares issued to the existing shareholders for
	4,964,475,981 shares, the number of shares reserved for the warrant No. 6 (TWZ-
	W6) at4,964,475,981 shares, the number of shares reserved for convertible bonds
	issued to existing shareholders at 1,650,000,000 shares and the number of shares
	reserved for the warrant No. 7 (TWZ-W7) at3,300,000,000 shares, issued and
	allocated in theExtraordinary General Meeting of ShareholdersNo. 2/2021). In this
	regard, the number of shares reserved for convertible bonds and the number of
	shares reserved for the Company's issuance of new ordinary shares, convertible
	bonds or warrants in the future are not more than 50% of all the Company issued
	shares.
	*Method for calculating the proportion of ordinary shares reserved for the exercise
	of the Convertible Bonds:
	Number of shares reserved for convertible bonds issued to existing shareholders +
	Number of ordinary shares reserved for exercise of warrants TWZ-W6 +
	Number of ordinary shares reserved for exercise of warrants TWZ-W7
	Total number of outstanding shares of the Company +
	Number of shares reserved for the issuance of new ordinary shares
	1,650,000,000 + 4,964,475,981 + 3,300,000,000
	14,893,427,941 + 4,964,475,981
	= 49.93%
Age of convertible bonds	2 years and 6 months from the date of issuance of convertible bonds
Interest rate	6.25% per year
Interest payment	4 times a year with interest payments made every quarters of every year from the
	date of issuance of the convertible bonds
Restrictions on the transfer	-None-
of convertible bonds	
Convertible price	0.20Baht per share or other price from the conversion price adjustment according
	to the conditions that will be set out in the terms and conditions.
Convertible ratio	1 unit of convertible bond: 5,000 shares (or other rates resulting from adjustment of
	conversion price according to the conditions set forth in the terms and conditions).

Торіс	Details	
Convertible date	Can begin to convert for 2 years from the date of issuance of convertible bondsor	
	on the maturity date of the convertible bonds.	
Exercise period and	Can be convertible for 2 years from the date of issuance of the convertible bonds or	
exercise schedule	on thematurity date of expiration of the convertible bonds.	
Expiration date	2 years and 6 months from the date of issuance of convertible bonds	
Redemption at expiration	In the event that the convertible bondholders want to exercise the convertible	
date for convertible bonds	bonds to the Company's newly issued ordinary shares. The holders of convertible	
	bonds have the right to exercise convertible bonds to newly issued ordinary shares	
	until the 15 th working days before the maturity date ("Last Exercise Date") without	
	the conversion. However, at the last exercise of the convertible bonds each	
	convertible bond holder has two options, which are:	
	a) <u>Request for redemption in cash in full.</u> Each bondholder will receive cash in the	
	amount of 1,000 Baht per 1 unit of convertible bonds, which is equal to the	
	value of the convertible bond with the final interest payment.	
	b) <u>Request for redemption by converting the convertible bonds.</u> (The value of the	
	convertible bonds equal to 1,000 Baht per unit) by redeeming the remaining	
	convertible bonds in full amount to the Company's newly issued ordinary shares	
	at a convertible price of 0.20 Baht per share(orother prices resulting from the	
	conversion price adjustment according to the conditions that will be set out in	
	the next right).However, if there is a fraction of shares from the conversion	
	calculation, the convertible bond holders will receive cash back instead of a	
	fraction of that shares. The fraction of the number of shares is multiplied by the	
	conversion price.In this regard, the Company will calculate to leave no more	
	than two decimal places left (if the third position is greater than or equal to five,	
	the Company will round the second decimal place up and round the second	
	decimal down. If the third position is less than five). In addition, the Company	
	will pay the accrued interest to convertible bond holders up to (but not	
	included) the conversion date.	
	However, each bondholder will have to choose options a) or b) only one cannot split	
	the convertible bonds they hold to choose options a) and b).	

Торіс	Details		
Redemption value of	Convertible bonds have a total redemption value equal to the par value of the		
convertible bonds	convertible bonds, regardless of whether the convertible bonds are redeemed one		
	time or several times.		
The right of call/put option	The Company has the right to redeem the convertible bonds before the maturity		
	date (Call Option).		
Representative of the	During appointment		
holder of convertible bonds			
Registration of convertible	Thai Bond Market Association (ThaiBMA) (Optional)		
bonds			
Secondary market of	The Stock Exchange of Thailand		
convertible ordinary shares			
Dilution effect	1. Effects on the stock's market price (price dilution) will not occur because the		
	determined conversion price will not be lower than the current market price at		
	the time of issuance of the convertible bonds.		
	2. Effects on the voting rights of the existing shareholders and profit share		
	(control dilution) will not occur because the whole amount of the convertible		
	bonds is offered to the existing shareholders of the Company with the right to		
	be allocated.However, in the event that the conversion rights the convertible		
	bonds not the original shareholder of the Company, this whole amount will		
	affect the voting rights of the existing shareholders and profit share (control		
	dilution)after the exercise of conversion rights. Based on the assumption that		
	the rights are all exercised, details of the calculation are as follows:		
	Number of shares reserved for convertible bonds		
	Control Dilution = paid-up shares +		
	Number of shares reserved for convertible bonds 1,650,000,000		
	= 14,893,427,941 + 1,650,000,000 = 9.97%		
	In the event that the shareholder exercises the conversion rights together with		
	the right of the Warrant No. 6, the Warrant No. 7, see details at Enclosure 2 and 3,		
	consecutively.		

Торіс	Details		
	3. Effects on EPS Dilution based on the assumption that all the conversion		
	rights are exercised. The effects on EPS Dilution can be calculated as		
	follows.		
	Net profit	=	7,080,846 Baht (The past 4 quarters from the 2nd quarter of 2021)
	EPSo	=	Net profit before capital increase
	EPSn	=	Net profit after capital increase
	Q0	=	Ordinary share before capital increase
	Q _{CB}	=	Ordinary share reserved for convertible bonds
	EPSo =	Net P	rofit for past 4 quarters for past 4 quarters from the 2nd quarter of 2021
	LF30 -	_	^{Qo} 7,080,846
		=	14,893,427,941
		=	0.000475 Baht per share
	$EPSn = \frac{Vet Profit for past 4 quarters for past 4 quarters}{Q0+ QCB}$		
	= 14,893	8,427,94	1 +1,650,000,000
		=	0.000428 Baht per share
			EPSo-EPSn
	EPS Dilution	=	EPSo
		=	0.000475-0.000428
			0.000475
		=	9.97%
	In the ever	nt that th	ne shareholder exercises the conversion rights together with
	the right of the \	Narrant	No. 6, the Warrant No. 7, see details at Enclosure 2 and 3,
	consecutively.		
The reason for issuing new	To protect the in	nterests	of the holders of the Warrant No. 6 not to be inferior than the
shares to accommodate	previous one, tl	he Com	pany will adjust the exercise price and the exercise ratio in
the change in the exercise of conversion rights	accordance with any events set out in the Capital Market Supervisory Board		

Торіс	Details
	Notification No. Tor Chor. 17/2561 Re: Application for and Approval for Offer for
	Sale of Newly Issued Debt Instruments as of 17 January 2018 (and as amended),
	including;
	1. When there is a change in the par value of the Company's shares as a
	result of a share merger or split of shares
	2. When the Company offers new shares at low price ¹
	3. When the Company offers convertible bonds at low prices or offering
	warrants to purchase shares at low prices ¹
	4. When the Company pays all or part of the dividends in newly issued
	shares to the shareholders
	5. When the Company pays dividends in money which exceeds the rate
	stipulated in the terms and conditions
	6. When there is any other event similar to No. 1.) to No. 5.) above that
	causes any benefit that the holders of convertible bonds will receive when
	they exercise their conversion rights less than before
	In the event of a change in the exercise of conversion rights for any reason, if
	additional newly issued shares are required to accommodate the change in the
	exercise of such rights. The Company will be able to issue new shares to
	accommodate the change in exercising the conversion rights only when a
	resolution of the shareholders' meeting approves the issuance of shares in order to
	adequately support the changes in exercising the conversion rights to the
	Securities and Exchange Commission.

<u>Notes:</u>1/Low price based on the announcement of Sor Chor. 39/2551, the calculation of the offering price of securities and the determination of the market price for consideration of the offering of newly issued shares at low prices.

Summary of the preliminary details of the warrants to purchase ordinary shares of TWZ Corporation Public Company Limited No.7(TWZ-W7)to be issued and offered to the existing shareholders of the Company who subscribe andwho has been allocated convertible bonds in proportion to the number of shares held by each shareholder (Right Offering) and the impact on shareholders

Issuer and offering of securities	TWZ Corporation Public Company Limited ("the Company" or" TWZ")
Name of the warrant	Warrants to purchase ordinary shares of TWZ Corporation Public
	Company Limited No. 7 ("Warrant No. 7"or " <u>TWZ-W7</u> ")
Type of the warrant	Type of holder identification and transferable
Address of the warrant issuer	269 Ratchadaphisek Rd, Din Daeng, Din Daeng, Bangkok 10400
Number of warrants issued and offered	Not more than 3,300,000,000 units, the issuing and offering of
for sale	Warrants No. 7will be carried out upon approval from
	theExtraordinary General Meeting of ShareholdersNo. 2/2021
Number of ordinary shares allocated to	Not more than 3,300,000,000shares with par value of 0.10 Baht per
accommodate the exercise of warrants	share (representing 22.16% of thetotal issued shares of the
	Company at the present which are exercised according to the
	warrants under the assumption that all the warrants are exercised)
	representing 11.08% of the total issued shares of the
	Companytogether with the number of shares reserved for the
	issuance of new ordinary shares issued to the existing shareholders
	for 4,964,475,981 shares, the number of shares reserved for the
	warrant No. 6 (TWZ-W6) at4,964,475,981 shares, the number of
	shares reserved for convertible bonds issued to existing
	shareholders at 1,650,000,000 shares and the number of shares
	reserved for the warrant No. 7 (TWZ-W7) at3,300,000,000 shares,
	issued and allocated in theExtraordinary General Meeting of
	ShareholdersNo. 2/2021. In this regard, the number of shares
	reserved for convertible bonds and the number of shares reserved
	for the Company's issuance of new ordinary shares, convertible
	bonds or warrants in the future are not more than 50% of all the

Company issued shares. *Method for calculating the proportion of ordinary shares reserved for the exercise of the Warrants No.7¹: Number of ordinary shares reserved for convertible bonds + Number of ordinary shares reserved for exercise of warrants TWZ-W7 Total number of outstanding shares of the Company 1,650,000,000 + 3,300,000,000 14,893,427,941 = 33.24%

Remarks:

The aforementioned calculation is sorted by agenda. By considering only the agenda for offering the ordinary shares to the existing shareholders and warrants No. 7 for subscribing the Company's ordinary shares, however, the Company has calculated the proportion of reserved shares for the overall offering to the shareholders' meeting at this time in the capital increase report form (F53-4) in the remarks section of Clause 3, the allocation of the newly issued shares, by dividing the calculation according to the circumstances of the subscription for the newly issued ordinary shares.

*Method for calculating the proportion of ordinary shares reserved for converting the convertible bond and the exercise of the Warrants No.6and No. 7:

Number of shares reserved for convertible bonds issued to existing shareholders +

Number of ordinary shares reserved for exercise of warrants TWZ-W6 + Number of ordinary shares reserved for exercise of warrants TWZ-W7

Total number of outstanding shares of the Company + Number of shares reserved for the issuance of new ordinary shares

¹ The calculation takes into consideration the Clause 10 of the Notification No. Tor Chor. 34/2551

	$= \frac{1,650,000,000 + 4,964,475,981 + 3,300,000,000}{14,893,427,941 + 4,964,475,981}$ = 49.93%
Offer method	Offering and allocating to the existing shareholders who subscribe
	and receive the allocation of convertible bonds in proportion to the
	number of shares held by each shareholder (Right Offering).
	The Company will allocate to the shareholders who subscribe to
	convertible bonds in proportion to the number of shares held by
	each shareholder (Right Offering) without charge (zero Baht) at a
	ratio of 1 unit of convertible bonds per 10,000units, Warrant No. 7
	(TWZ-W7)
	However, those who exercise the right to purchase the Company's
	shares under the Warrant No. 7, it is not necessary to beexisting
	shareholders of the Company.
Offering price per unit	0 Baht per unit (zero Baht)
Term of the warrant	2 years from the issuing date of the warrant
Date of issuing and offering of the	Board of Directors and/or the Executive Committee and/or Chief
warrant	Executive Officer or a person in the Board of Directors or the
	Executive Committee or Chief Executive Officer to be the person
	having the power to set the date of issuance and offering the
	having the power to bet the date of loodahee and eneming the
	Warrant No. 7 upon approval from theExtraordinary General
Exercise ratio	Warrant No. 7 upon approval from theExtraordinary General
Exercise ratio	Warrant No. 7 upon approval from theExtraordinary General Meeting of ShareholdersNo. 2/2021.
Exercise ratio Exercise price	Warrant No. 7 upon approval from theExtraordinary General Meeting of ShareholdersNo. 2/2021. 1 unit of warrant per 1 ordinary share of the Company (may be
	 Warrant No. 7 upon approval from theExtraordinary General Meeting of ShareholdersNo. 2/2021. 1 unit of warrant per 1 ordinary share of the Company (may be changed after the adjustment conditions)
	 Warrant No. 7 upon approval from theExtraordinary General Meeting of ShareholdersNo. 2/2021. 1 unit of warrant per 1 ordinary share of the Company (may be changed after the adjustment conditions) 0.10Baht, except for the adjustment of the exercise price
	 Warrant No. 7 upon approval from theExtraordinary General Meeting of ShareholdersNo. 2/2021. 1 unit of warrant per 1 ordinary share of the Company (may be changed after the adjustment conditions) 0.10Baht, except for the adjustment of the exercise price However, in the event of an adjustment of the exercise price, the
	 Warrant No. 7 upon approval from theExtraordinary General Meeting of ShareholdersNo. 2/2021. 1 unit of warrant per 1 ordinary share of the Company (may be changed after the adjustment conditions) 0.10Baht, except for the adjustment of the exercise price However, in the event of an adjustment of the exercise price, the exercise price of the Warrant No. 7 per unit after adjustment of the
	 Warrant No. 7 upon approval from theExtraordinary General Meeting of ShareholdersNo. 2/2021. 1 unit of warrant per 1 ordinary share of the Company (may be changed after the adjustment conditions) 0.10Baht, except for the adjustment of the exercise price However, in the event of an adjustment of the exercise price, the exercise price of the Warrant No. 7 per unit after adjustment of the exercise price that the exercise price will not be lower than the
Exercise price	 Warrant No. 7 upon approval from theExtraordinary General Meeting of ShareholdersNo. 2/2021. 1 unit of warrant per 1 ordinary share of the Company (may be changed after the adjustment conditions) 0.10Baht, except for the adjustment of the exercise price However, in the event of an adjustment of the exercise price, the exercise price of the Warrant No. 7 per unit after adjustment of the exercise price under any circumstances will not be lower than the par value of the Company's ordinary shares.
Exercise price	 Warrant No. 7 upon approval from theExtraordinary General Meeting of ShareholdersNo. 2/2021. 1 unit of warrant per 1 ordinary share of the Company (may be changed after the adjustment conditions) 0.10Baht, except for the adjustment of the exercise price However, in the event of an adjustment of the exercise price, the exercise price of the Warrant No. 7 per unit after adjustment of the exercise price under any circumstances will not be lower than the par value of the Company's ordinary shares. The Warrant No. 7 holder can exercise the warrants every 6 months

First exercise date	It can be exercised after 6 months from the date of issuing and
	offering of the Warrant No. 7.
Last exercise date	The date of the Warrant No. 7 is 2 years from the date of issuing
	and offering of the Warrant No. 7. However, in case the last exercise
	date falls on the Company's business holiday, the last exercise date
	shall be postponed to the last working day prior to the last exercise
	date.
Period for notification of the intention to	The Warrant No. 7 holders who wish to exercise their rights to
exercise the rights	purchase the Company's ordinary shares must notify the intention to
	exercise the rights to purchase ordinary shares of the Company
	between 9.00-15.00 hours within the period of 5 days prior to each
	exercise date (period for the notification of the intention to exercise
	the rights for the exercise of the rights) for the final exercise. There
	shall be a period for notification of the intention to exercise the
	rights at least 15 days prior to the last exercise date (period for the
	notification of the intention to exercise the last right).
Inability to cancel the notification of the	Once the warrant holder has notified the intention to exercise the
intention to exercise the rights	rights to purchase shares under the Warrant No. 7, the warrant
	holder may not cancel the notification of the intention to exercise
	such warrant without written consent letters from the Company.
Offering period	The offering will be completed within 1 year from the date of the
	shareholders' extraordinary general meeting approves the issuing
	and offering of Warrant No. 7by the Board of Directors and/or the
	Executive Committee and/or Chief Executive Officer or a person that
	the Board of Directors or the Executive Committee or Chief
	Executive Officer assign to consider and set the conditions and
	further details.
Warrant registrar	Company Thailand Securities Depository Company Limited
Secondary market of the warrant	The Company will list the Warrant No. 7 on the Stock Exchange of
	Thailand ("SET ").
Secondary market of ordinary shares	The Company will list the ordinary shares arising from the exercise
arising from the exercise of warrants	of the Warrant No. 7 to be listed on the SET.

Other rights and benefits	Ordinary shares issued under the exercise of the Warrant No. 7 will			
	have the same rights and conditions as the Company's ordinary			
	shares, which issued earlier in all respects.			
Reasons for issuing additional new	To protect the interests of the holders of the Warrant No. 7 not to be			
shares to accommodate the rights	inferior than the previous one, the Company will adjust the exercise			
adjustment	price and the exercise ratio in accordance with any events set out in			
	Article 11 (4) (b) in accordance with the Notification of the Capital			
	Market Supervisory Board No. TorChor. 34/2551 Re: Application for			
	and Permission to Offer for Sale of Warrants to Purchase Newly			
	Issued Shares and Newly Issued Shares to Support the Warrants			
	dated December 15, 2008 (amendment) including;			
	1. When there is a change in the par value of the Company's			
	ordinary shares as a result of a stock merger or a share			
	split			
	2. When the Company offers new ordinary shares at low			
	price ¹			
	3. When the Company offers convertible bonds at low price of			
	offering warrants to purchase shares at low price ¹			
	4. When the Company pays all or part of the dividends to			
	newly issued shares to the Company's shareholders			
	5. When the Company pays dividends in money which is			
	higher than the rate indicated in the terms and conditions			
	6. When there is any other case similar to No. 1 5. that			
	causes any benefits to the warrant holder will be received			
	when the exercise of the warrants is inferior.			
	The definition of the formula for the right adjustment as well as other			
	additional details will be as stated in the rights terms.			
	The Company will assign the Board of Directors to and/or the			
	Executive Committee and/or Chief Executive Officer or a person that			
	the Board of Directors or the Executive Committee or the Chief			
	Executive Officer assign to determine the conditions and other			

Γ	
	details Involved in the adjustment or change of the exercise ratio
	and exercise price.
Objectives of issuing of warrants and	To add the working capital in the currently running business as well
the benefits that the Company will	as the future business expected to bear more income and returns
derive from the allocation of this newly	and improve the Company performance which is greatly benefit the
issued ordinary shares	Company and the Company shareholders. The Company will
	acquire the additional fund for 330,000,000baht.
Benefits that the shareholders will	In the event that the Warrant holders exercise their rights to
receive from the capital increase	purchase the Company's newly issued ordinary shares according to
	the Warrant No. 7, the shareholders of the Company will receive
	benefits due to the Company. The fund received will be used in
	various projects of the Company in the future as appropriate and in
	line with the objectives of the issuance and allocation of Warrant No.
	7 at this time.
Other conditions	The Board of Directors and/or the Executive Committee and/or Chief
	Executive Officer or a person that the Board of Directors Executive
	Committee or the Chief Executive Officer assign to be the person
	who has the power to set and change the rules, conditions and
	various details in issuing and offering the Warrant No. 7 in all
	respects as it deems appropriate and under the jurisdiction
	stipulated by law such as the allocation and issuance date of the
	warrant No. 7, etc., including having the power to perform
	necessary and appropriate actions in connection with issuing of the
	warrant No. 7 in all respects. This includes, but is not limited to,
	contacting, preparing or delivering any necessary documents or
	relating to the issuance and offering of the Warrant No.7 and listing
	of the Warrant No.7 as listed securities on the SET, as well as
	requesting permission from other relevant agencies and the
	appointment of sub-power attorney etc.
Effects on shareholders	See the details in the attachment on the next page.
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<u>Notes:</u>1/ Low price based on the Notification of the Capital Market Supervisory Board No. Tor Chor. 34/2551 Re: Application for and Permission to Offer for Sale of Warrants to Purchase Newly Issued Shares and Newly Issued Shares to Support the Warrants dated December 15, 2008 (amendment)

Dilution Effects

Due to the issuance of warrants, it is the issuing of warrants to the shareholders who subscribe to the convertible bonds in proportion to the number of shares held by each shareholder (Right Offering). However, if the right to purchase shares in the full amount under the Warrant No.7 by a person other than the existing shareholders in full amount will have an impact on shareholders as follows.

1. Effects of control dilution and proportion of voting rights

In the event that the exercise of the Warrant No. 7 is not the original shareholders in full will have an impact on the profit sharing or voting rights of the existing shareholders (Control Dilution) from exercising such rights reduced, with details as follows.

Details of the calculation are as follows:

Number of shares reserved for hte number of Warrant No. 7

=

Number of paid-up shares + Number of shares reserved for Warrant No. 7

= 3,300,000,000 14,893,427,941 + 3,300,000,000

= 18.14%

In the event that the holders of the Warrant No. 6, the Warrant No. 7 and the convertible bond are not all the original shareholders, it will have an impact on the profit sharing or voting rights of the existing shareholders (Control Dilution) from exercising such rights reduced, with details as follows.Details of the calculation are as follows:

= Number of shares reserved for the Warrant No. 6 + Number of shares reserved for the Warrant No. 7 + Number of shares reserved for convertible bonds Number of paid-up shares + + Number of ordinary shares (RO) + Number of shares reserved for the Warrant No. 6 + Number of shares reserved for the Warrant No. 7 + Number of shares reserved for convertible bonds

4,964,475,981+ 3,300,000,000 + 1,650,000,000

14,893,427,941 + 4,964,475,981 + 4,964,475,981+ 3,300,000,000 + 1,650,000,000

= 33.30%

2. EPS Dilution

=

In the event that the holders of the Warrant No. 7who exercise all the warrants are the original shareholders, the Earning per share will decrease. Details are as follows:

Net profit	=	7,080,846 Baht (The past 4 quarters from the 2nd quarter of 2021)		
EPSo	=	Net profit before capital increase		
EPSn	=	Net profit after capital increase		
Qo	=	Ordinary share before capital increase		
QRO	=	Ordinary share as RO ratio		
Qw6	=	Ordinary shares reserved for the Warrant No.6		
EPSo	=	Net profit for the past 4 quarters from the 2nd quarter of 2021 Q_0		
	=	7,080,846		
		14,893,427,941		
	=	0.000475 Baht per share		
	_	Net profit for the past 4 quarters from the 2nd quarter of 2021		
EPSn	=	Q0+Qw7		
		7,080,846		
	=			
		14,893,427,941 +3,300,000,000		
	=	0.000389 Baht per share		
		EPSo-EPSn		
EPS Dilution	=	EPSo		
		-		

= 0.000475-0.000389 = 0.000475 = 18.14%

In the event that the holders of the Warrant No. 6, the Warrant No. 7 and the convertible bond who exercise all the warrants are the original shareholders, the Earning per share will decrease. Details are as follows:

Net profit	=	7,080,846 Baht (The past 4 quarters from the 2nd quarter of 2021)			
EPSo	=	Net profit before capital increase			
EPSn	=	Net profit after capital increase			
Q0	=	Ordinary share before capital increase			
QRO	=	Ordinary share as RO ratio			
Qw6	=	Ordinary shares reserved for the Warrant No.6			
Qw7	=	Ordinary shares reserved for the Warrant No.7			
500		Net profit for the past 4 quarters from the 2nd quarter of 2021			
EPSo	=	Q0			
		7,080,846			
	=	14,893,427,941			
	=	0.000475 Baht per share			
	=	Net profit for the past 4 quarters from the 2nd quarter of 2021			
EPSn		Q0+QR0+QW6+QCB+QW7			
		7,080,846			
	=	14,893,427,941 + 4,964,475,981 + 4,964,475,981 + 1,650,000,000 + 3,300,000,000			
	=	0.000239 Baht per share			
		EPSo-EPSn			
EPS Dilutio	n=	EPSo			
		0.000475-0.000239			
	=	0.000439			

= 49.98%

3. Price Dilution

Effects on share price due to the exercise price of the warrants No. 6 of the Company which is0.10Baht, in case of exercising the conversion rightsTWZ-W7

	Share	e price before the offering - Share price after the offering
=		Share price before the offering
	=	0.14 - 0.13
		0.14
	=	5.31%

Where share price before the offering is

(Share price x paid share) +						
(Excercise pri	(Excercise price of TWZ-W7 x Number of shares reserved for conversion rights of TWZ-W7)					
= Number of pa	Number of paid share +Number of shares reserved for conversion rights of TWZ-W7					
_	(0.14 x 14,893,427,941) + (0.10 x3,300,000,000)					
-	14,893,427,941 + 3,300,000,000					
=	0.13					

Effects on share price due to the exercise price of the warrants No. 6 and No. 7 of the Company which is 0.10Baht, in case of exercising the conversion rights TWZ-W7

	Share	price before the offering - Share price after the offering
=		Share price before the offering
		0.14 - 0.12
	=	0.14
	=	13.77%

Where share price after the offering is

	(Share price x paid share) + (Ordinary share RO price x Number of share RO) +
	(Exercise price of TWZ-W6 x Number of shares reserved for conversion rights of TWZ-W6)+
	(Exercise price of TWZ-W6 x Number of shares reserved for conversion rights of TWZ-W7)
=	Number of paid share + Number of ordinary share RO +
	Number of shares reserved for conversion rights of TWZ-W6+
	Number of shares reserved for conversion rights of TWZ-W7
_	(0.14 x 14,893,427,941) + (0.10 x 4,964,475,981) + (0.10 x 4,964,475,981)+ (0.1 x 3,300,000,000)
-	14,893,427,941 + 4,964,475,981 + 4,964,475,981+ 3,300,000,000
=	0.122

Remark: Share price equals the weighted average market price of the Company for the past 15 consecutive business days prior to the Board of Directors' Meeting No. 9/2021 on October 8, 2021 (information from Set.or.th)

(F 53-4)

Capital Increase Report Form TWZ Corporation Public Company Limited October 11, 2021

I, TWZ Corporation Public Company Limited (the "Company"), would like to report on the resolutions of the Board of Directors Meeting No. 9/2121 dated October 8, 2021 regarding capital reduction and increase of registered capital of the Company and allotment of capital increase shares as follows:

1. Capital reduction

The Board of Directors' meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 to consider and approve the reduction of the Company's registered capital from 1,651,114,875 Baht to 1,489,342,794.10 Baht by eliminating 1,617,720,809 unissued ordinary shares at a par value of 0.10 Baht per share, totaling 161,772,080.90 Baht. In this regard, the unsold ordinary shares are the remaining ordinary shares after the allocation to be offered to the existing shareholders in proportion, according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021amount 1,617,720,809 shares.

2. Capital increase

The Board of Directors' meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2021to consider and approve the increase of the Company's registered capital from the original 1,489,342,794.10 Baht to 2,977,237,990.30 Baht for 14,878,951,962 shares with a par value of 0.10 (ten Satang) per share, totaling 1,487,895,196.20 Baht to support the issuance of newly issued ordinary shares of 4,964,475,981 shares,to support the exercise of the warrants to purchase the Company's ordinary shares No. 6 (TWZ-W6) in the amount of 4,964,475,981 shares, to support the exercise of warrants to purchase ordinary shares of the amount of 1,650,000,000 shares, and to support the exercise of warrants to purchase ordinary shares of the Company No. 7 (TWZ-W7) in the amount of 3,300,000,000 shares by increasing the capital in the following manner.

	Capital increase	Share types	Number of shares	Face value	Total
	Capital increase	Share types	Number of shares	(Baht per share)	(Baht)
V	Specifying the Purpose of Using	Common shares,	14,878,951,962	0.10	1,487,895,196.20
	Funds Form	Preferred shares	-	-	-
	General Mandate Form	Common shares,	-	-	-
		Preferred shares	-	-	-

3. Allotment of newly issued shares

3.1Specifying the Purpose of Using Funds Form

Allocate to	Number of shares	Ratio (original : new)	Selling price (Baht per share)	Date and time of subscription and payment of shares	Remarks
Existing ordinary	4,964,475,981shares	3 existing ordinary	0.10	$13^{th} - 17^{th}$ and 20^{th}	Please consider
shareholders of		shares : 1 new		December 2021 ¹	theremarks below
the Company in		ordinary share			
proportion to their					
shareholding					
(Rights Offering)					
To support the	4,964,475,981	1 new ordinary	Shareholders will	After being	Please consider
exercise of the	shares	share : 1 unit of	receive warrants	approved by the	the remarks below
warrants to		warrant No. 6	free of charge	Extraordinary	
purchase the			(zero Baht) when	General Meeting	
Company's			subscribing and	of Shareholders	
ordinary shares			receivingallocated	No. 2/2021, the	
No. 6 (TWZ-W6)			the newly issued	offering will be	
			ordinary shares	completed within	
			according to the	1year from the	
			regulations	date that the	
			and the conditions	shareholders'	
			of the Company	meeting has	
				approved.	
To support the	1,650,000,000shares	45,132 existing	Shareholders will	$13^{th} - 17^{th}$ and 20^{th}	Please consider
conversion of		shares: 1 unit of	purchase	December 2021 ¹	the remarks below
convertible		convertible bond	convertible bonds		
bonds			at the price of		
			1,000 Baht per		
			unit.		
To support the	3,300,000,000shares	1 unit of	Shareholders will	After being	Please consider
issuance and		convertible	receive warrants	approved by the	the remarks below
offering of		debentures :	free of charge	Extraordinary	
warrants to		10,000 units of	(zero Baht) when	General Meeting	
purchase		warrant	subscribing and	of Shareholders	
ordinary shares			allocating the	No. 2/2021, the	

Allocate to	Number of shares	Ratio (original : new)	Selling price (Baht per share)	Date and time of subscription and payment of shares	Remarks
of the Company			convertible	offering will be	
No. 7 (TWZ-W7)			debenturesoffered	completed within	
			to existing	1 year from the	
			shareholders of the	date that the	
			Company in the	shareholders'	
			proportion to the	meeting has	
			number of shares	approved.	
			held by each		
			shareholder (Right		
			Offering) according		
			to regulations		
			and the conditions		
			of the Company		

1/ To be changed depending on the shareholders' meeting

Remarks:

The Board of Directors Meeting No. 9/2021, dated October 8, 2021, resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2021, which will be held on November 19, 2021 for consideration, approved as follows:

1) Resolved the issuance of newly issued ordinary shares in the amount not exceeding 4,964,475,981 shares with a par value of 0.10 Baht per share, totaling 496,447,589.10 Baht, to be issued and offered to the existing shareholders of the Company in proportion to their shareholding at the offering price of 0.10 Baht per share, which is the par value. By allocating at the ratio of 3 existing ordinary shares to 1 newly issued ordinary share In the case of fractions of shares, such fractions shall be rounded off and shareholders can subscribe for newly issued ordinary shares in excess of their rights, by allocating unsubscribed newly issued ordinary shares in the first allocation of the remaining shares to the shareholders who oversubscribe and the subscription price has been paid for all shares, by allocating the remaining shares to be in accordance with the original shareholding ratio of the shareholders who oversubscribe for each of those shares every round ("Right Offering").

In the case of subscription for newly issued ordinary shares to offer shares to existing shareholders in proportion to their shareholding (Right Offering), this results in any subscriber holding shares reaching or

crossing the point required by law to make a statement tenders for all securities of the Company. The subscriber is obliged to act in accordance with the relevant laws and regulations.

- 2) Resolved the issuance of warrants to purchase ordinary shares of the Company No. 6 ("TWZ-W6") in the amount not exceeding 4,964,475,981 units or equivalent to 25.00 percent of the Company's paid-up capital as of the date of the Board of Directors' meeting No. 9/2021, held on October 8, 2021 together with the number of ordinary shares to be issued and offered to the existing shareholders of the Company under the assumption that the whole amount of rights are exercised order to allocate to the existing shareholders of the Company subscribed and allocated ordinary shares offered to the existing shareholders in proportion to the number of shares held by each shareholder (Right Offering), free of charge (zero Baht) at the ratio of 1 new unit of share per 1 unit of warrant No. 6 (TWZ-W6), with the term of 2 years from the date of issuance. The exercise ratio of warrants is 1 unit per 1 ordinary share and the exercise price is 0.10 Baht per share (except in the case of adjustment of the exercise price). In this regard, a brief description of TWZ-W6 appears in the summary of the preliminary details of the warrants to purchase ordinary shares of TWZ Corporation Public Company Limited No. 6 (TWZ-W6) to be issued and sold to the existing shareholders of the Company who subscribenewly issued shares in proportion to the number of shares held by each shareholder of shares held by each shareholder of shares held by each shareholder of the existing shareholders of the Company Limited No. 6 (TWZ-W6) to be issued and sold to the existing shareholders of the Company who subscribenewly issued shares in proportion to the number of shares held by each shareholder (Right Offering) and impact on shareholders.
- 3) Resolved the issuance and offer for sale of newly issued convertible debentures of the Company and granting the right to convert into ordinary shares of the Company. The total amount does not exceed 330,000 units, offering price 1,000 Baht per 1 unit of convertible debentures. The total offering value is not more than 330,000,000 Baht to the existing shareholders of the Company with rights to be allocated in proportion to their respective shareholdings (Right Offering) ("Convertible debentures offered for sale to the existing shareholders").

In this regard, the aforementioned convertible debentures of not more than 330,000 units shall be allocated to the existing shareholders of the Company with rights to be allocated in proportion to their respective shareholdings (Right Offering) in the allocation ratio of 45,132 existing shares per 1 unit of convertible debentures If there is a fraction from the calculation, it must be eliminated in all cases by any shareholders of the Company who holds less than 45,132 shares will not have the right to subscribe for convertible bonds (but can subscribe for more than their rights)and existing shareholders who are entitled to be allocated can subscribe for convertible debentures according to their rights less than right or beyond their rights or waive the right not to subscribe for the convertible bonds offered for sale at this time, whereby the Company will allocate the convertible bonds to the shareholders who have subscribed accordingly to the full amount first. If there are convertible bonds remaining from the allocation, the Company will allocate the remaining convertible bonds to

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the shareholders who subscribe and pay for the convertible bonds in excess of their rights (until there are no convertible bonds left to be allocated) in accordance with the following rules:

- (1) In the event that the remaining convertible debentures are more than the total number of demands of all oversubscribed shareholders combined, all oversubscribed shareholders will be allocated according to the needs of the oversubscribed shareholders.
- (2) In the event that the remaining convertible debentures are less than the total number of oversubscribing shareholders, the oversubscribing shareholders will be allocated the oversubscribed convertible debentures in proportion to their original shareholding as cycle until there are no more convertible debentures that are oversubscribed.

In this regard, the Company has the right to, in its sole discretion, not offer or allocate the above convertible debentures to any existing shareholders if the offering or allotment of such convertible debentures may result in (A) it is a violation of any law or regulation of Thailand or abroad. or the Articles of Association of the Company; or (B) as a result, the Company have a duty to perform or have to take any action in addition to those required to comply with the regulations relating to the issuance and offering of securities under Thai law; or(C) not in accordance with the methods, rules, and conditions set forth in the allocation of the Company. However, the Company has the right, in its sole discretion, to offer and allocate such convertible debentures to certain existing shareholders outside Thailand by virtue of the exemptions available under foreign law.

- 4) Resolved the issuance and offering of warrants to purchase ordinary shares of the Company No. 7 ("TWZ-W7") in the amount of not more than 3,300,000,000 units or 22.16 percent of the Company's paid-up capital, as of the Board of Directors' meeting date. The Company No. 9/2121, convened on October 8, 2021 for the existing shareholders of the Company subscribing and allocating convertible debentures offered to existing shareholders in proportion to the number of shares held by each shareholder (Right Offering)free of charge (zero Baht) at the ratio of 1 unit of convertible debentures per 10,000 units of warrants No. 7 (TWZ-W7). The warrants are valid for 2 years from the date of issuance. The exercise ratio of warrants is 1 unit per 1 common share and the exercise price is 0.10 Baht per share (except in the case of adjustment of the exercise price).In this regard, a brief description of TWZ-W7 appears in the summary of the preliminary details of the warrants to purchase ordinary shares of TWZ Corporation Public Company Limited No. 7 (TWZ-W7) to be issued and proposed to sell the existing shareholders of the Company subscribing and allocating convertible debentures offered to existing shareholders in proportion to their shareholding and impact on shareholders.
- 5) Resolved the reduction of the registered capital of the company in the amount of 161,772,080.90 Baht from the original registered capital of 1,651,114,875 Baht divided into ordinary shares 16,511,148,750 shares with a par value of 0.10 Baht per share and 1,489,342,794.10 Baht divided into ordinary shares 14,893,427,941 shares

Enclosure 5

with a par value of 0.10 Baht per share. In this regard, the unsold ordinary shares are the remaining ordinary shares from the allocation to be offered to the existing shareholders in proportion. According to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2564, amounting to 1,617,720,809 shares.

- 6) Resolved in the increase in the registered capital of the company in the amount of 1,487,895,196.20 Baht from the original registered capital 1,489,342,794.10 Baht divided into ordinary shares 14,893,427,941 shares with a par value of 0.10 Baht per share and 2,977,237,990.30 Baht divided into ordinary shares 29,772,379,903 shares with a par value of 0.10 Baht per share by issuing new ordinary shares 14,878,951,962 shares with a par value of 0.10 Baht per share to support the issuance of the number of newly issued ordinary shares 4,964,475,981 shares, the issuance of warrants to purchase ordinary shares of the Company No. 6 (TWZ-W6) in the amount of 4,964,475,981 shares, to support the issuance of convertible bonds 1,650,000,000 shares, and issuance of warrants to purchase ordinary shares of the Company No. 7 (TWZ-W7) in the amount of 3,300,000,000 shares.
- 7) Resolved the allocation of newly issued ordinary shares 14,878,951,962 shares with a par value of 0.10 Baht per share to support the issuance of the Company's newly issued ordinary shares, the issuance of warrants to purchase the Company's ordinary shares No. 6 (TWZ-W6), the issuance of offer for sale of convertible debentures, and issuance of warrants to purchase ordinary shares of the Company No. 7 (TWZ-W7) with details as follows:
 - 7.1) Allocation of newly issued ordinary shares to support the issuance and offering of newly issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) at the rate of 3 existing shares per 1 new ordinary share, not exceeding 4,964,475,981 shares with a par value of 0.10 Baht per share, totaling 496,447,598.10 Baht to existing shareholder of the Company with the offering price at 0.10 Baht per share which is equal to par value.
 - 7.2) Allocation of newly issued ordinary shares to support the issuance and offering of warrants to purchase ordinary shares of the Company No. 6 (TWZ-W6) in an amount not exceeding 4,964,475,981 shares with a par value of 0.10 Baht per share or 25.00 percent of the Company's paid-up capital as of the Board of Directors' meeting No. 9/2021, held on October 8, 2021 to the existing shareholders who subscribe for the newly issued ordinary shares of the Company in proportion to their subscription (Right Offering) free of charge (zero Baht) at the ratio of 1 new ordinary share per 1 unit of warrant No. 6 (TWZ-W6), equivalent to not more than 4,964,475,981. The warrants are valid for no more than 2 years, from the date of issuance of the warrants, the exercise ratio is 1 unit of the warrants per 1 common share, and the exercise price is 0.10 Baht per share (except in the case of adjustment of the exercise price).

- 7.3) Allocation of newly issued ordinary shares to support the issuance and offering of convertible debentures in the total amount not exceeding 1,650,000,000 shares with a par value of 0.10 Baht per share, representing an allocation of convertible bonds of the Company in the amount of not more than 330,000 units, offering price of 1,000 Baht per 1 unit of convertible bonds. The total offering value is not more than 330,000,000 Baht to the existing shareholders of the Company who are entitled to be allocated in proportion to their shareholding. By specifying the conversion ratio, 1 unit of convertible bond can be converted into 5,000 ordinary shares at an exercise price of 0.20 Baht per share. However, the said conversion price and rate are higher than the market price of the Company's ordinary shares and is subject to change as a result of the conversion price adjustment in accordance with the conditions that will be further set forth in the terms of rights.
- 7.4) Allocation of newly issued ordinary shares to support the issuance and offering of warrants to purchase ordinary shares of the Company No. 7 (TWZ-W7) in the amount not exceeding 3,300,000,000 shares with a par value of 0.10 Baht per share or equivalent to 22.16% of the Company's paid-up capitalas at the Board of Directors' meeting No. 9/2021, held on October 8, 2021, to shareholders who subscribe for convertible debentures in proportion to the number of shares held by each shareholder (Right Offering) free of charge (zero Baht) in the ratio of 1 unit of convertible debentures per 10,000 units of warrant No. 7 (TWZ-W7), not exceeding 3,300,000,000 units.

To calculate the proportion of common shares to support the whole amount of newly issued ordinary shares, the company has calculated based on 4 scenarios according to the subscription of the newly issued ordinary shares of the existing shareholders. Because the number of registered ordinary shares will change depending on the number of shares reserved for the exercised of the warrants No. 6 which is divided into the following scenarios below:

- In case no subscription of RO
- In case of 50% subscription of RO
- In case of 75% subscription of RO
- In case of full subscription of RO

Registered capital before the issuance of RO	14,893,427,941	shares
Issuance of supporting shares - RO	4,964,475,981	shares
Registered capital after the issuance of RO	19,857,903,922	shares
Issuance of supporting shares - TWZ-W6	4,964,475,981	shares
Issuance of supporting shares - Convertible Bond	1,650,000,000	shares
Issuance of supporting shares - TWZ-W7	3,300,000,000	shares

Totalincrease registered capital	9,914,475,981	shares
New registered capital	29,772,379,903	shares
No subscription of RO		
Paid-up capital	14,893,427,941	
Total increase registered capital	4,950,000,000	
50% subscriptionof RO		
Paid-up capital	17,375,665,932	
Total increase registered capital	7,432,237,991	
75% subscriptionof RO		
Paid-up capital	18,616,784,927	
Total increase registered capital	8,673,356,986	
Full subscriptionof RO		
Paid-up capital	19,857,903,922	
Total increase registered capital	9,914,475,981	
No subscription ofRO	33.24%	
50% subscriptionof RO	42.77%	
75% subscriptionof RO	46.59%	
Full subscriptionof RO	49.93%	

3.1.1Actions of the Company in the case of fractional shares

In the event of a fraction of a share, the fraction of the share shall be discarded in all cases.

3.2 General Mandate Form

Allocate to	Security types	Number of	Percent	Remarks
		shares	Paid-up capital ^{1/}	
Existing shareholder	Common shares,			
	Preferred shares			
To support the conversion/				
Exercise the right of the TSRs to				
purchase the transferable capital increase shares				

People	Common	 	
	shares,		
	Preferred	 	
	shares		
Private placement	Common	 	
	shares,		
	Preferred	 	
	shares		

^{1/}Percent of paid-up capital as of the date the Board of Directors resolved to increase the capital by General Mandate Form

4 Determine the date of the Extraordinary General Meeting of Shareholders for approval of the capital increase and the allocation of newly issued shares

The date of the Extraordinary General Meeting of Shareholders for the year 2021 is scheduled on Friday, November 19, 2021 at 10.00 via electronic media (E-EGM) by:

- Determine the closing date of the registration to suspend the transfer of shares for the right to attend the shareholders' meeting from the day until the said shareholders' meeting is completed.
- Determine the names of shareholders who are entitled to attend the shareholders' meeting, shareholders who are entitled to the offering of newly issued ordinary shares in the IPO and shareholders who are entitled to subscribe convertible debentures (Record Date) on October 26, 2021.

5 Approval for capital increase/allotment of new shares to relevant government agencies and conditions for applying for permission (if any)

- 5.1. The Company will register the capital reduction / capital increase, amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce within 14 days from the date that the Extraordinary General Meeting of Shareholders resolved to approve the increase of registered capital, and proceed to register the change of paid-up capital within 14 days from the date of receipt of payment for the shares in full.
- 5.2. The Company will apply for permission from the Stock Exchange of Thailand to accept newly issued ordinary shares as listed securities.

6 Objectives of the capital increase and the use of additional funds

The overall capital increase objective is to use as a reserve fund for the Company's future business expansion, including investment in electric vehicle business and/or hemp-marijuana business and Kratom plants; including other herbs and/or business related to the Company's current business and/or other businesses that can generate satisfactory returns to the Company in the future, including to settle financial institution debts and other contingent liabilities and use as working capital for the Company, the Company would like to summarize the objectives of the capital increase classified by type of capital increase as follows:

6.1 Proceeds from the issuance of new ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) in the amount of 496,447,598.10 Baht for debt repayment of debentures as well as business operations to support other business expansions in the future and for used as working capital.

Remarks

The use of such funds may change the proportion of use of funds according to the ability to raise funds as well as the appropriateness of investment in each situation to invest in new business projects. Any other additions in the future that the company considers to have good returns and benefits to the Company and its shareholders, the Company will continue to comply with the rules of the Stock Exchange of Thailand on the acquisition and disposal of assets.

- 6.2 Proceeds from the issuance of warrants to purchase ordinary shares of the Company No. 6 (TWZ-W6) to the existing shareholders who subscribe for the newly issued ordinary shares of the Company in the amount of 496,447,598.10 Baht as additional investment in the business that currently operating as well as the future business that the Company expects will bring more income and returns and result in an improvement in the performance of the Company, which is in the best interests of the Company and its shareholders.
 - Reserve fund for future business in the amount of 300,000,000 Baht
 - To be used as working capital in the company's business 196,447,598.10Baht

<u>Remarks</u>

The use of such funds may change the proportion of use of funds according to the ability to raise funds as well as the appropriateness of investment in each situation to invest in new business projects. Any other additions in the future that the Company considers to have good returns and benefits to the Company and its shareholders, the Company will continue to comply with the rules of the Stock Exchange of Thailand on the acquisition and disposal of assets.

- 6.3 The capital increase from the issuance of convertible debentures to the existing shareholders of the Company in the amount of 330,000,000 Baht, with the objectives as follows:
 - To further invest in the business that it currently operates, as well as in the future business that the Company expects will bring in additional income and returns and result in an improvement in the Company's performance, which is the maximum benefit to the company and its shareholders are electric vehicle business in the amount of 100,000,000 Baht and hemp-marijuana business and Kratom plants, including other herbs in the amount of 50,000,000 Baht.
 - Repay loans from financial institutions and other contingent liabilities in the amount of 100,000,000 Baht.
 - To be used as working capital for the Company's business operations and reserve funds for future businesses of 80,000,000 Baht.
 - To reserve for repayment of bonds in case that the money received from the fundraising of newly issued ordinary shares is not enough

Remarks

The use of such funds may change the proportion of use of funds according to the ability to raise funds as well as the appropriateness of investment in each situation to invest in new business projects. Any other additions in the future that the Company considers to have good returns and benefits to the Company and its shareholders, the Company will continue to comply with the rules of the Stock Exchange of Thailand on the acquisition and disposal of assets.

6.4 Proceeds from the issuance of warrants to purchase ordinary shares of the Company No. 7 (TWZ-W7) to shareholders who subscribe for convertible debentures offered to existing shareholders in proportion to 330,000,000 Baht to repay the convertible debentures. If the convertible debentures are not exercised as well as to serve as a reserve fund for the Company's future business expansion including related businesses and to expand the business to increase revenue and create good returns for the Company and repay loans from financial institutions and to use as working capital for operations.

Remarks

The use of such funds may change the proportion of use of funds according to the ability to raise funds as well as the appropriateness of investment in each situation to invest in new business projects. Any other additions in the future that the Company considers to have good returns and benefits to the Company and its shareholders, the Company will continue to comply with the rules of the Stock Exchange of Thailand on the acquisition and disposal of assets.

The detailed summary of the Objectives of fundraising classified by each type of fundraising and the use of fundraising shown as follows table:

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No.	Details	Amount	% of Capital	Period
			Increases	
1.	To repay bonds	420,000,000.00	25.41%	withinQ1 2022
2.	To invest in the current business	150,000,000.00	9.08%	withinQ4 2022
3.	To invest in the future business	340,000,000.00	20.57%	withinQ4 2022
4.	To repay the convertible bonds	330,000,000.00	19.96%	withinQ2 2024
5.	To repay loans from financial	100,000,000.00	6.05%	withinQ1 2022
	institutions and other interest-bearing			
	debts			
6.	To be used as working capital of the	312,895,196.20	18.93%	withinQ1 2022
	Company			
	รวม	1,652,895,196.20	100.00%	

Remarks

The use of funds may be changed according to the amount of fundraisingand the appropriateness of investment in each situation to invest in any new business projects in the future that the Company considers to have good returns and benefits to the Company and the shareholders, the Company will continue to comply with the rules of the Stock Exchange of Thailand on the acquisition and disposal of assets

7 Benefits that the company will receive from the capital increase/share allotment

- 7.1 Increase working capital for the Company's business operations
- 7.2 Strengthen the capital building and financial position of the Company to support the expansion of the Company's business. As a result, the Company has more income and profit from operating the business, which will enable the Company to pay dividends to shareholders in the future if the profit target is achieved.
- 7.3 Reduce interest expenses and reduce liquidity, because some of the capital increase will be used to repay loans from financial institutions and debentures to reduce the risk that the Company will default on loans and debentures; and also reduce the burden of paying interest.
- 7.4 Issuance of newly issued ordinary shares and convertible debentures will enable the Company to repay the bond due on January 24, 2022 as its maturity.

8 Benefits that the shareholders will receive from the capital increase/share allotment

- 8.1 Increase liquidity, shareholders have the convenience of trading securities from increased liquidity.
- 8.2 Dividend Policy, shareholders will receive a return in the form of dividends as the Company proceeds to increase capital will bring working capital in the electric vehicle business, hemp-marijuana business, and

Kratom plants; including other herbs and related businesses that have the potential to generate satisfactory returns in the future for the Company. This will result in the Company having more profit from operating results. However, the Company has a policy to pay dividends to shareholders at the rate of not less than 40 percent of net profit after tax and legal reserve. In this regard, the Board of Directors has the power to consider exempting from the implementation of the said policy or change such policy from time to time, under the conditions that such action must be in the best interests of the shareholders, such as use as a reserve for loan repayment, as an investment for expanding the Company's business, or in the event of a change in market conditions. This may affect the Company's cash flow in the future.

8.3 The Company receives more capital to allow the Company to continue its business and increase the ability to invest in other businesses that will help strengthen the financial position, which will increase the Company's securities value in the long run.

9 Any other details necessary for the shareholders to use in the decision to approve the capital increase / allotment of new shares

- Capital increase and allocation of newly issued ordinary shares to support the exercise of the warrants offered for sale to the existing ordinary shareholders of the Company will cause impacts on the Company's shareholders, with details in attachments 1-3 (under Dilution Effect) of Report of the resolution of the Board of Directors No. 9/2021
- Shareholders will be allocated 5,000 existing bonds per 1 unit of convertible bonds. If there is a fraction from the calculation, it must be eliminated in all cases. Any shareholder of the Company holding less than 5,000 shares will not have the right to subscribe for convertible bonds (but can subscribe for more than their rights).

10 Opinion of the Board of Directors

10.1 Rationale and necessity of the capital increase

The Board of Directors is of the opinion that The Company is necessary to increase its registered capital and issue new ordinary shares to be offered to the existing shareholders in proportion to their shareholding (Rights Offering) together with the newly issued ordinary shares to support the exercise of the warrants. No. 6 (TWZ-W6)to allocate to the existing shareholders of the Company who subscribed and allocated the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their respective shareholdings (Rights Offering) and the issuance and offering of convertible debentures to the shareholders in proportion (Rights Offering) together with the newly issued ordinary shares to support the exercise of the convertible debentures; including the exercise of rights under the Warrant No. 7 (TWZ-W7) to allocate to the existing shareholders of and allocated to the existing shareholders of the Company who subscribed and allocate to the existing shareholders of the warrant No. 7 (TWZ-W7) to allocate to the existing shareholders of rights under the Warrant No. 7 (TWZ-W7) to allocate to the existing shareholders of the Company who subscribed and allocated convertible debentures issued and

offered to this existing shareholders in proportion shareholding (Rights Offering) as the Company has a plan to pledge the money received from the offering for capital increase to use for the purpose according to the details mentioned in Clause 6.

In addition, considering the different ways of offering shares, the Board of Directors has considered and is of the opinion that the issuance and offering of new ordinary shares to this existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering); including the issuance and offering of convertible debentures to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) is an appropriate fundraising approach, and in line with the objective of this capital increase, which will make the company receive capital in a short time. In addition, the offering of capital increase shares to the existing shareholders in proportion to their respective shareholding proportions gives the shareholders of the participating companies the right to subscribe for the newly issued shares; and have the right to receive returns from the performance of the Company together in the future.

10.2 Possibility of a plan to use the proceeds from the IPO

The Company expects to complete the issuance and offering of newly issued ordinary shares to the existing shareholders in proportion (Rights Offering) and convertible debentures to the existing shareholders (Rights Offering) within 2021*; the Company will use the money received from the capital increase to use for the purpose as detailed in Clause 6 above.

Remarks: The period for which the Company will receive the money may change according to the time of the subscription date, which depends on the date of the Extraordinary General Meeting No. 2/2021.

10.3 Reasonableness of the capital increase, plans for the use of proceeds from the offering, and the adequacy of funding sources

The Board of Directors approved of the issuance and offering of newly issued ordinary shares to shareholders in proportion to their respective shareholdings (Rights Offering) together with newly issued ordinary shares to support the exercise of the Warrants No. 6 (TWZ-W6) and to allocate to shareholders who subscribe and allocate newly issued ordinary shares offered to existing shareholders in proportion to their shareholding (Rights Offering); and issuance and offering of convertible debentures to shareholders on a proportional basis (Rights Offering); together with the newly issued ordinary shares to support the exercise of rights under the warrant No. 7 (TWZ-W7) to allocate to the existing shareholders of the Company who subscribed and allocated convertible debentures issued and offered to this existing shareholders in proportion Shareholding (Rights Offering). It is reasonable and in the

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Enclosure 5

best interest of the Company and all shareholders as the Company plans to use the money raised from this fundraising for the purpose specified in the details mentioned in Clause 6.

However, in the event that all the newly issued ordinary shares that the Company issued and offered for sale at this time are fully subscribed. The Company will be able to raise funds in the amount of approximately 496,447,598.10 Baht, which the Company plans to use the money for debt repayment as well as business operations to support other business expansions in the future; and to use as working capital of the Company as for the issuance of newly issued ordinary shares, to support the exercise of warrants No. 6 (TWZ-W6).If the shareholders exercise their rights to purchase the newly issued ordinary shares under the Warrant No. 6 (TWZ-W6) in full, the Company will be able to raise funds approximately 496,447,598.10 Baht. The Company plans to use the money that has been exercised to purchase such capital increase shares as an additional investment in the business that is currently operating as well as future business that the company expects to bring in revenue.

In addition, in the issue of new ordinary shares to support the conversion of debentures in the event that all the newly issued ordinary shares that the Company issued and offered for sale at this time are fully subscribed. The Company will be able to raise funds in the amount of approximately 330,000,000.00 Baht which the Company plans to use the money to invest more in the business that it currently operates, as well as in the future business that the Company expects to bring in revenue. Increased returns and resulted in an improvement in the Company's performance, which is the most beneficial to the Company and its shareholders are the electric vehicle business, the hemp-marijuana business, and Kratom plants, as well as a number of other herbs. Including repayment of financial institution loans and other contingent liabilities and to use as working capital for the Company's business operations and reserve funds for future business. For the issuance of newly issued ordinary shares to support the exercise of warrants No. 7 (TWZ-W7). In the event that the shareholders exercise their rights to purchase the newly issued ordinary shares under the warrant No. 7 (TWZ-W7) in full. The Company will be able to raise funds approximately 330,000,000.00 Baht, which the Company plans to use the money to pay off the convertible bonds if the convertible bonds are not exercised as well as to serve as a reserve for the Company's future business expansion, including businesses that related and extending to the business to increase revenue and create good returns for the Company and repay loans from financial institutions and to use as working capital for operations in the best interests of the Company and its shareholders.

10.4 Expected impact on the Company's business operations as well as financial position and the performance of the Company

The Board of Directors is of the opinion that issuance and offering of newly issued ordinary shares to the shareholders in proportion (Rights Offering) together with the newly issued ordinary shares for the exercise of the warrants No. 6 (TWZ-W6) to allocate to the existing shareholders of the company who subscribed and received the allocation of the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Rights Offering) and the issuance and offering of convertible debentures to shareholders on a proportional basis (Rights Offering) together with newly issued ordinary shares to support the exercise of convertible debentures; including the exercise of rights under the warrant No. 7 (TWZ-W7) to allocate to the existing shareholders of the Company who subscribed and allocated convertible debentures issued and offered to the existing shareholders in proportion Shareholding (Rights Offering) is the implementation of the company's financing plan. This will enable the Company to use the proceeds from the capital increase for the purpose according to the details mentioned in Cluse 6 above. The action as mentioned above will be beneficial to the Company's business operations and it is beneficial to the Company to strengthen its cash flow and financial position, which will reduce the Company's debt-to-equity ratio and help to strengthen the Company's financial liquidity. However, in the capital increase from the issuance and offering of capital increase shares this time. This will result in a better overall financial status of the Company, which will result in a stable financial position of the Company.

11 Testimonials of the board of directors regarding the capital increase

In the event that the Company's directors fail to perform duties in accordance with the law, objectives, and articles of association of the Company, as well as the resolutions of the shareholders' meeting with honesty and care to protect the interests of the Company in matters relating to the capital increase.By doing or refraining from doing any act that does not perform such duty and causing damage to the Company, the Company can claim compensation from the said director. However, if the Company does not claim such compensation, shareholders holding a total of not less than 5% of the total paid-up shares may notify the Company to make a claim and if the Company does not take action as informed by the shareholders, such shareholders can sue for damages from the said director on behalf of the Company, according to Section 85 of the Public Limited Companies Act B.E. 2535 (including any amendments thereto). In addition, if any action or omission of the director which does not perform duties in accordance with the law, objectives, and articles of association of the Company, as well as the resolutions of the shareholders' meeting with honesty and care to protect the interests of the Company.In matters relating to the capital increase causing the directors, executives, or related persons to gain unlawful benefits, the Company may sue the directors to be responsible for returning such benefits to the Company or shareholders holding shares and having voting rights of not less than 5 percent of the total number of voting rights of the Company. It will notify the Company to do so. If the Company fails to act as informed by the shareholder within 1 month from the date of receipt of the

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notification, such shareholder can exercise the right to claim the benefit from the director on behalf of the Company in accordance with Section 89/18 of the Securities and Exchange Act. B.E. 2535 (including any amendments).

12. Timetable of action in the event that the Board of Directors has a resolution to increase capital / allotment of new shares

No.	Process steps	Day Month Year
1.	Board of Directors Meeting No. 9/2021	8 October 2021
2.	Date of determination of names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2021, shareholders who are entitled to receive the newly issued ordinary shares in the offering of shares of the Right Offering and the holders of shares entitled to subscribe for convertible bonds (Record Date)	26 October 2021
3.	Date of the Extraordinary General Meeting of Shareholders No. 2/2021to request approval on various matters related	19 November 2021
4.	Execute the registration of capital reduction, capital increase and registration of amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce	within 14 days from Extraordinary meeting date Shareholders No. 2/2021 approved
5.	Subscription date for newly issued ordinary shares and convertible debentures*	13 th - 17 th and 20 th December 2021

Remarks: The period of the subscription date, there is still uncertainty based on the date of the Extraordinary General Meeting No. 2/2021

The Company hereby certifies that the information contained in this report is true and complete in all respects.

Signature.....authorized director to sign on behalf of the Company

(Mr. Kittipong Kittipassorn)

Signature.....authorized director to sign on behalf of the Company

(Ms. Khaikhae Cherdvisawaphan)

Definition of Independent Directors of TWZ Corporation Plc.

An Independent Director is a qualified individual and possesses an independency according to the Notification of the Capital Market Supervisory, and the criteria established by the Stock Exchange of Thailand, which have been defined equal to the criteria established by the Stock Exchange of Thailand. An Independent Director must:

- 1. Holding shares not more than 1% of the total shares with voting rights of the Company, its subsidiaries, which shall be inclusive of the shares held by related persons.
- 2. Not being or having previously been a director who takes part in management, an employee, a staff member or advisor who receives a regular salary, or a controlling person of the Company, its subsidiaries unless the termination of being in such position had occurred at least 2 years before an appointment as the Company's independent director.
- 3. Not being a person related by blood or registration under laws in the form of fatherhood, motherhood, spouse, sibling and child as well as child's spouse, of its executives, its major shareholders, its controlling persons or such other persons who will be nominated to be executives or controlling persons of the Company or its subsidiaries.
- 4. Having no current or previous business relationship with the Company, its subsidiaries, it major shareholders or its controlling persons which may interfere his /her independent discretion, and not being or having previously been a major shareholder or controlling person of the company which has a business relationship with the Company, its subsidiaries, its major shareholders or its controlling persons, unless the termination of being in such position had occurred at least 2 years before the appointment as the Company's independent director.
- 5. Not being or having previously been an auditor of the Company, its subsidiaries, its major shareholders or its controlling persons and not being a major shareholder or partner of the audit office of the auditor of the Company, its subsidiaries, its major shareholders or its controlling persons unless the termination of being in such position had occurred at least 2 years before the appointment as the Company's independent director.
- 6. Not being of having previously been any professional service provider including legal advisor or financial advisor who receives more than 2 million baht annually from the Company, its subsidiaries, its major shareholders or its controlling persons and not being a major shareholder, controlling person or partner of such professional service provider unless the termination of being in such position had occurred at least 2 years before the appointment as the Company's independent director.

- 7. Not being a director appointed as a representative of the Company's directors, major shareholder or a shareholder who is related to the Company's major shareholder.
- 8. Not operating any business which has the same nature and significant in competition with the Company, its subsidiaries or not being a major shareholder in partnership or a director who takes part in the management, an employee, a staff member or advisor who receives a regular salary or holding shares more than 1% of total shares with voting rights of other company who operates same business and significantly competes with the Company and its subsidiaries.
- 9. Having no characteristics that may affect the giving of independent opinions on the operation of the Company and its subsidiaries.

Profile of the independent director to present as proxy

Name		Mr. Phongcl	harn Samphaongern			
Age(year)		62				
Position	ition Independent		Director and Chairman of Audit Committee			
Number of years as Dire	ector	1 years (202	20-Present)			
Shareholding None		None				
Highest Education		Master of Pu	ublic Administration Program - National Institute of			
		Developmer	nt Administration			
Director Training		Director Acc	creditation Program (DAP) Class 43/2005			
Working Experiences						
	May 2021-Present		Independent Director and Chairman of Audit Committee			
			of TWZ Corporation Plc.			
	Aug 2020 – May 2021		Independent Director and Member of Audit Committee			
			of TWZ Corporation Plc.			
	2019-20)19	Acting Managing Director of Small And Medium Enterprise			
			Development Bank Of Thailand			
	2017-20)19	Deputy Managing Director of Small And Medium Enterprise			
			Development Bank Of Thailand			
	2013-20)16	Assistant Managing Director of Small And Medium Enterprise			
			Development Bank Of Thailand			
	2010-20	010	Senior Vice President of Small And Medium Enterprise			
			Development Bank Of Thailand			
Illegal Record in past 10	year	- None	-			
Relationship with Management - None -						

Conflict of interest in the agenda -None-

Interests in the Company / Parent Company / Subsidiary / Associated Company or juristic persons that may have conflicts of interest at present or during the past 2 years

1. Being a director who participates in management, staff, employee, or advisor who receives a regular salary

- 2. Being a professional service provider (such as auditors, legal advisors) is not
- 3. Having a significant business relationship which may result in the inability to act independently

Guidelines for attending the Annual General Meeting of Shareholders

by Electronic Means via Inventech Connect

 The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at :https://app.inventech.co.th/TWZ100430R

or scan QR Code:



- 2. TheShareholdersmustpreparethefollowinginformationtofill-inthroughthesystem:
 - Identification Card Number/Passport Number for foreigner
 - Shareholders Registration Number (Appear on a notification of meeting)
 - Name and Surname
 - Amount of shares
 - E-Mail Address
 - Mobile Number
 - Additional Attachments
 - For Shareholders who wish to attend the meeting by Electronic Means themselves, please attach the copy of Identification Card /Passport for foreigner and certified true copy, and a photo is also applicable to upload into the system.
 - For Shareholders who wish to attend the meeting by Electronic Means with proxies, please also attached the proxy forms with required documents.
- 3. After completely filled-in all required information and attachment, please select "I have read and agreed to comply with meeting attendance requirements, and meeting attendance requirements through Inventech Connect" then click "accept on the term of service".
- 4. Then click to "submit the request".

- After completing the fourth step: An assigned administration team will proof the document. Once your request is approved, the Shareholders will receive an email to notify on the followings:
 - (1) Link of meeting
 - (2) Username and Password for e-Voting
 - (3) Link for user manual.

The Shareholders can access the system to attend the meeting on the date specified in the notice of the shareholders' meeting.

In case the request is rejected, shareholders will receive an email to notify them on the details and the reason for rejection, then the shareholders can resubmit through the system.

 For Shareholders who would like to attend the Meeting through the Electronic Means by proxy,

pleaseappointanypersontoactasyourproxyorauthorizeoneoftheCompany'sIndependent Directors to attend and vote on your behalf.

- 7. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 12 November 2021 at 8:30 a.m. onward until 19 November 2021 Until the end of the meeting
- 8. For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, please submit the proxy form together with required documents to the Company by mail to the following address. Such proxy form and required documents shall be delivered to the Company by 18 November 2021 at 4:00 p.m.

Company Name TWZ CORPORATION PUBLIC COMPANY LIMITED

Department SECRETARY

Address 269 Ratchadapisek Rd., Ratchadapisek, Din Daeng Bangkok 10400

Manual to attend the Meeting by Electronic Means and login for Inventech Connect

(Live Streaming)

- Meeting and Inventech Connect (Live Streaming) systems support Web Browser procedure and operation manual as below:
 - 1.1 Using Inventech Connect (Live Streaming)

Manual Inventech Connect (Live Streaming)https://qrgo.page.link/obr8g

QR Code :



1.1.1 Steps for using Inventech Connect (Live Streaming):

- 1. Shareholders click the link to enter the Meeting Room in the approval notification Email for Inventech Connect.
- 2. Then the system will display information for e-Register. Fill-in the Username and Password that received by email, then click "sign-in" button.
- The system will display the Shareholders' registration information. (*At this procedure, it will be considered that the Shareholders has already registered to attend the meeting and the number of shares of the Shareholder to be counted as a quorum.)
- 4. After step 3, The Shareholders will be able to watch the live broadcast and can vote as follows:
 - 4.1 Press on the menu (Top left corner) or symbol as in the picture.
 - 4.2 Go to the menu "รับชมถ่ายทอดสด / Live"
 - 4.3 The system will display the menu to access all 4 parts.
 - 1. การถ่ายทอดสด / Live
 - 2. การลงคะแนน / Vote
 - 3. การส่งคำถาม / Question
 - 4. เอกสารการประชุม / File

- If shareholders want to watch live streaming (Live Streaming), Can press the button "Broadcasting / Live"
- 6. WhenShareholderswanttovote, choose the agenda tovote. Then the system will show all 4 voting buttons i.e.
 - 1. Agree(green color), 2. Disagree (red color), 3. Abstain (orange color),

And 4.Do not submit vote (blue color).

If selecting "Do not submit vote" or "Abstain", the Company will put your votes into the scores determined by the meeting, and voting may be changed until the agenda ends voting results submission.

- 7. If shareholders want to send question, Shareholders can 2 options
 - 1. Message shareholders can do this by typing the letters and sending.
 - Voice message shareholders can do press to "บันทึกเสียง" than finish shareholders press to "หยุดบันทึกเสียง" and sending
- 8. Shareholders can conduct a review of the votes on an agenda basis. When the voting results are closed, select the agenda you want to review, and then the system will display a graph and a table showing voting information of the selected session.
- 9. If shareholders want to download file shareholders can do press to "เอกสารการ ประชุม / File"
- 10. In the event that a Shareholder has been authorized by multiple accounts, select "User Icon" and click on the "Switch Account" button to access other accounts. Votes and quorum will not be removed from the meeting.
- Shareholders may leave the meeting by selecting the "User Icon" and click" Leave Meeting" button.

*At this step, if the Shareholder leave the meeting during the meeting, the system will remove the right to vote of the Shareholders from the meeting on the agenda that has not yet been processed.

12. The electronic conference system will be available on November19, 2021 at 8:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

- 13. The functionality of the electronic conferencing system (Cisco Web ex Meeting) and Inventech Connect is dependent on the internet system supported by shareholders or proxies. Including equipment and/ or program of the device. Please use the device and/or the following programs to operate the system.
 - Recommended internet speed should be at least 4Mbps
 - Internet Browser: Firefox or Chrome (recommended) orSafari.

Remark:

- 1. The Shareholders must fill-in the Username and Password that received via email for register and join the meeting, at this procedure, it will be considered that the Shareholders has already registered to attend the meeting, (if Shareholders do not register to attend the meeting, your shares will not be counted as a quorum, and you cannot vote or watch the live meeting). Also, if the Shareholders leave the meeting during the meeting by pressing the "leave the meeting" button, the system will remove the votes of the Shareholders from the quorum of the meeting.
- 2 The Shareholders must prepare the Email Address for e-Request to obtain 1. Link for the meeting, and 2.Username and Password for attending the meeting.
- 3. The required information must be aligned with the information as of the record date that provided by Thailand Securities Depository Co., Ltd(TSD).

For registration troubleshooting, please contact the system administrator at 02-021-9124, available during 12 November 2021 at 8:30 a.m. onward until 19 November 2021 from 8.30 a.m. to 5.30 p.m. or Until the end of the meeting

Articles of Association regarding the Shareholder Meeting

Chapter 5 : Shareholder Meeting

Section 25. The board of directors shall call a shareholder meeting which is an annual ordinary general meeting of shareholders within four (4) months of the last day of the fiscal year of the Company.

One or more shareholders holding shares totaling not less than ten (10) percent of the total number of shares sold will Sign their names to request the Board of Directors to call an extraordinary meeting of shareholders at any time. but must specify the reason for request, The meeting shall be clearly stated in the aforementioned letter. in such a case The board of directors must hold a shareholders' meeting within forty-five. (45) days from the date Receive a letter from the shareholder

In the case where the Board fails to hold a meeting within the period under paragraph three all shareholders who have signed their names or other shareholders. The aggregate amount of shares as required can be called a meeting by itself. within forty-five (45) days from the expiration of the period under paragraph 3, in such a case shall be deemed to be a shareholders' meeting summoned by the Board of Directors. The company must be responsible for necessary expenses incurred from Arranging meetings and providing reasonable facilitation.

In the case where it appears that at any meeting of shareholders which is called because of the shareholders under paragraph four, the number of shareholders attending the meeting is not quorum was formed as set out in clauses. 28 The shareholders under the fourth paragraph must jointly be responsible for reimbursement of expenses incurred from the convening of the next meeting that to the company.

Section 26. In calling a shareholder meeting, the board of directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in the said matters, and the said notice shall be delivered to the shareholders and the registrar for their information at least seven (7) days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper at least three (3) days prior to the date of the meeting.

Section 26/1 The Shareholders Meeting can be held through electronic media and such Meeting shall comply with the rules specified by the laws.

Section 27. At a shareholder meeting, the shareholder may appoint a proxy to attend the meeting and vote on their behalf at the meeting. The proxy form must be dated and signed by the principal and according to the form as prescribed by the Registrar.

The proxy form must be submitted to the chairman of the board or other person designated by the chairman of the board at the meeting place before the proxy attending the meeting.

Section 28. In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five (25) persons and such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold of the Company or there shall be shareholders and proxies attending at a shareholder meeting amounting to not less than one half of the total number of shares amounting to not less than one third (1/3) of the total number of shares amounting to not less than one half of the total number of shareholders and such shareholders shall hold shares amounting to not less than one third (1/3) of the total number of shares sold of the Company.

At any shareholder meeting, if one hour passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined, and if such shareholder meeting was called as a result of a request by the shareholders, the meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

The chairman of the board shall be the chairman of shareholder meetings. If the chairman of the board is not present at a meeting or cannot perform his duty, the vice-chairman present at the meeting shall be the chairman of the meeting. If there is no vice-chairman or there is a vice-chairman who is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Section 29. In order to vote in the shareholder meeting, each shareholder shall have a number of votes equal to the number of shares held. A resolution of the shareholder meeting shall require:

- in an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes.
 In case of a tie vote, the chairman of the meeting shall have a casting vote.
- (2) in the following events, a vote of not less than three quarters (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - (a) The sale or transfer of the whole or important parts of the business of the Company to other persons;
 - (b) The purchase or acceptance of transfer of the business of other companies or private companies by the Company;

- (c) The making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the Company, the assignment of the management of the business of the Company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
- (d) The amending of the memorandum of association or the article of association;
- (e) The capital increase or capital decrease of the Company or the issuance of the Company's debenture;
- (f) The amalgamation or the liquidation of the Company.

Section 30. The agendas that shall be included in the annual ordinary general meeting of shareholders are as follows:

- (a) To consider the reports of the board of directors regarding the Company's business in the past year;
- (b) To approve the balance sheet and the profit and loss statement of the Company;
- (c) To approve the profit allocation and dividend payment;
- (d) To appoint new directors to replace the vacated directors and to specify the director's remunerations;
- (e) To appoint the auditor and to specify the remuneration of such auditor; and
- (f) To consider and approve any other matters as appropriate.

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(3)	ขอมอบฉันทะให้							
. ,	Hereby appoint							
	🔲 นาย/นาง/ นางสาว.					อายุ	ป็	
	 Mr./ Mrs./ Miss					Age	Years	
	อยู่บ้านเลขที่		ถนน		ຫົ	เบล/แขวง		
	Locate at no.		Road			Sub-District		
	อำเภอ/เขต		จังหวัด		รเ	หัสไปรษณีย์		
	District		Province	9		Postal Code		
หรือ มอ	บฉันทะให้กรรมการอิสระ							
Or assign	a proxy to the Independe	nt Director						
	🔲 นายพงชาญ สำเภา	เงิน	อายุ	62	ป			
	Mr.PhongsharnSamp	bhaongern	Age	62	Years			
	ที่อยู่ เลขที่ 269 ถเ	เนรัชดาภิเษก แข	เวงรัชดาภิเษก I	เขตดินแผ	ดง กรุงเท	พมหานคร 10400		
	Address 269 Ratcha	dapisek Rd., Ratcl	hadapisek, Din	Daeng Ba	angkok 104	400		

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุม วิสามัญผู้ถือหุ้น ครั้งที่ 2/2564 ในวันที่ 19 พฤศจิกายน 2564 เวลา 10.00 น. โดยวิธีการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ.2563 และกฎหมาย และกฎระเบียบอื่น ๆ ที่ เกี่ยวข้อง หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the Extraordinary General Meeting 2/2021 of Shareholdersto be held on November 19, 2021 at 10.00 a.m. conducted via electronic meeting (E-EGM) accordingto Emergency Decree on electronic meeting B.E.2020 or on the date and at the place as may be postponed or changed.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this Meeting except my/our proxy hasn't voted as I/we specified shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed	ผู้มอบฉันทะ/Grantor
()

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy (.....)

<u>หมายเหตุ</u>

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียว เป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

<u>Remark</u>

A shareholder shall appoint only one proxy holder to attend and vote at the Meeting and all votes of a shareholder may not be split for more than one proxy.

								Enclosure	9
			ติดอากรแสตมป์ 20 บาท						
				Stamp duty of Baht 20					
								Or Bart 20	
						เขียนที่			
						Written at			
						วันที่	เดือน	พ.ศ	
						Date	Month	Year	
(1)	ข้าพ	เจ้า			สัญข	ชาติ			
	I/We	2				National	ity		
	อยู่บ้	้านเลขที่	ถนน		ตำ	เบล/แขวง			
	Loca	ate at no.	Ro	ad		Sub-Dist	rict		
	อำเร	าอ/เขต	จังหวัด	ิๆ	รห์	 ้זสไปรษณีย์.			
	Distr	ict	Pro	ovince		Postal C	ode		
(2)	เป็นเ	ผู้ถือหุ้นของบริษัท ที่ดับเ	มลิวแซด คอร์เ	Jอเรชั่น จำกัด(มหาชน)				
		g a share holderof TWZ							
โดยถือ	ห้นจำน	วนทั้งสิ้นรวม	ห้น	และออกเสียง	าลงคะแนา	นได้เท่ากับ		เสียง ดังนี้	
	1	tal amount of	,	and the voti				votes as follows	
		หุ้นสามัญ	หุ้น	ออกเสียงลงคะ	แนนเสียง	ได้เท่ากับ		เสียง	
		Ordinary share	shares	and the voti	ng right e	quals to		votes	
(3)	ขอม	อบฉันทะให้							
	Here	eby appoint							
		นาย/นาง/ นางสาว					อายุ	ป็	
		Mr./ Mrs./ Miss					A	Age Years	
		อยู่บ้านเลขที่		ถนน		ตำบ	ล/แขวง		
		Locate at no.		Road			Sub-District	t	
		อำเภอ/เขต		จังหวัด		รหัส	ไปรษณีย์		
		District		Province	e		Postal Code	le	
หรือ ม	อบฉันท	าะให้กรรมการอิสระ							
Or assi	gn a pro	oxy to the Independent I	Director						
		นายพงชาญ สำเภาเงิน	ļ	อายุ	62	จ			
		Mr.PhongsharnSampha		Age	62	Years			
		ที่อยู่ เลขที่ 269 ถนนร์	ัชดาภิเษก แข	วงรัชดาภิเษก	เขตดินแด	าง กรุงเทพม	เหานคร 104	100	
		Address 269 Ratchadap	isek Rd., Ratcl	nadapisek, Din	Daeng Ba	ngkok 1040	C		

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ ถือหุ้น ครั้งที่ 2/2564 ในวันที่ 19 พฤศจิกายน 2564 เวลา 10.00 น. โดยวิธีการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-EGM)ตามพระ ราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ.2563 และกฎหมาย และกฎระเบียบอื่น ๆ ที่เกี่ยวข้อง หรือที่จะพึง เลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the Extraordinary General Meeting 2/2021to be held on November 19, 2021 at 10.00 a.m. conducted via electronic meeting (E-EGM) accordingto Emergency Decree on electronic meeting B.E.2020 or on the date and at the place as may be postponed or changed.

	9/ 9/		~ /	6 9/9/0/		a		97	2 / 0		. v	å.	2
(4)	ฑ้าพเจ้า	າຫລາເລາ	ເວັ້າ ທະ	ไห้ณ์รับเร	ແລະເວັ້ນທະ	ออกเสียงลง	คะแบบบแทบ	เข้าห	แล้าไข	เการเ	ระชาเคร้ง	บิดั	ังขี
(-)	0 1 1 1 6 0 1	100800	10010		NUUKKNE	00116610 4614	10 00 10 10 00 11 10	0 10	60 164		196 001194	lo ri	IN 16

I/ We therefore would like to vote for each agenda item as follows:

วาระที่	1	พิจารณารับรอง	รายงานการประ	ชุมสามัญผู้ถือหุ้น ประจำเ	່ງ 2564	
Agenda1		To consider ar	nd approve the	e Minutes of the 2021 A	Annual	General Meeting of shareholders
(1)	Ű			ละลงมติแทนข้าพเจ้าไเ endently as to his/ hei	1	
(2)	0			นนตามความประสงค์ข ding to the shareholde		
	[] เห็นด้วย Approve		ไม่เห็นด้วย Disapprove		งดออกเสียง Abstain
วาระที่ 2	2	-	าับผู้ถือหุ้นเ ดิ ม	ตามสัดส่วน (Rights C		4,964,475,981 หุ้น มูลค่าที่ตราไว้หุ้นละ g) ในอัตรา 3 หุ้นเดิม ต่อ 1 หุ้นเพิ่มทุน ใน
Agenda 2		4,964,475,981	shares with a g) at the rate	par value of0.10 Baht	to the	linary shares in the amount of not more than existing shareholders on a proportional basis vly issued share at the offering price of 0.10
(1)	Ű			ละลงมติแทนข้าพเจ้าไเ endently as to his/ hei	1	
(2)	(2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follo					
	۵] เห็นด้วย Approve		ไม่เห็นด้วย Disapprove		งดออกเสียง Abstain
วาระที่ 3	5	•	475,981 หน่	•		มัญของบริษัท ครั้งที่ 6 (TWZ-W6) จำนวน ดิมที่จองซื้อหุ้นสามัญเพิ่มทุนของบริษัทตาม

Agenda 3	To consider and approve the issuance of warrant to purchase ordinary shares of the Company No. 6 (TWZ-W6) in the amount of not more than4,964,475,981units to be allocated to existing shareholders									
			s of the Company in proportion to their subscription							
(1)	0		แจ้าได้ทุกประการตามที่เห็นสมควร 							
	The proxy holder shall	The proxy holder shall vote independently as to his/ her consideration.								
(2)	ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้									
	The proxy holder shall vote according to the shareholder's requirement as follows:									
	🔲 เห็นด้วย	🔲 ไม่เห็นด้วย	🗖 งดออกเสียง							
	Approve	Disapprove	Abstain							
วาระที่ 4	พิจารณาอนุมัติกา	รออกและเสนอขายหุ้นกู้แปะ	ลงสภาพให้แก่ผู้ถือหุ้นเดิมของบริษัทฯ ที่มีสิทธิได้รับ							
	การจัดสรรตามสัดส	ส่วนการถือหุ้น (Right Offer	ing) จำนวนไม่เกิน 330,000,000 บาท							
Agenda 4	To consider and	approve the issuance and	d offering of the convertible bonds to the existing							
		e Company with the right to ot more than 330, 000,000B	be allocated in shareholding proportion (Right Offering) aht							
(1)	ให้ผ้รับมอบฉันทะมีสิท	ธิพิจารณาและลงมติแทนข้าท	แจ้าได้ทุกประการตามที่เห็นสมควร							
	0	vote independently as to hi								
(2)	ให้ย้รับบอบอับพะออก	สียงลงคะแนนตามความประ	หลงด์ของข้างแล้า ดังนี้							
	0		holder's requirement as follows:							
	เห็นด้วย	ไม่เห็นด้วย	🗋 งดออกเสียง							
	Approve	Disapprove	Abstain							
วาระที่ 5			แสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท ครั้งที่ 7 (TWZ-							
	_		พื่อจัดสรรให้แก่ผู้ถือหุ้นที่จองซื้อและได้รับการจัดสรร 							
		•	ทามสัดส่วน (Right Offering)							
Agenda 5			offering of warrant to purchase ordinary shares of the							
			not more than3,300,000,000units to be allocated to ertible bonds being sold to the existing shareholders in							
	proportion (Right C									
(1)			แจ้าได้ทุกประการตามที่เห็นสมควร							
	0	vote independently as to hi	1							
_			~							
(2)		สียงลงคะแนนตามความประ								
	The proxy holder shall	vote according to the share	holder's requirement as follows:							
	🔲 เห็นด้วย	🔲 ไม่เห็นด้วย	🗖 งดออกเสียง							
	Approve	Disapprove	Abstain							
วาระที่ 6	พิจารณาอนุมัติกา	รลดทุนจดทะเบียนที่ยังไม่ได้	<i>้</i> จำหน่ายของบริษัท							
Agenda 6	To consider and ap	prove the reduction of the (Company's unsold registered capital							

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(1)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร									
_		ote independently as to his	21							
(2)		มงลงคะแนนตามความประส								
	The proxy holder shall ve	ote according to the shareh	nolder's requirement as follows:							
	🔲 เห็นด้วย	🔲 ไม่เห็นด้วย	🔲 งดออกเสียง							
	Approve	Disapprove	Abstain							
วาระที่ 7	พิจารณาอนุมัติการแก้ไ	ขเพิ่มเติมหนังสือบริคณห์สนธ์	ธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการลดทุน	จดทะเบียน						
	ของบริษัท		v							
Agenda 7	To consider and app	rove the amendment of th	ne Company's Memorandum of Association C	lause 4 to						
	be in line with the re	duction of the Company's	registered capital							
(1)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร									
	The proxy holder shall vote independently as to his/ her consideration.									
(2)	ให้ผู้รับมอบฉันทะออกเสีย	มงลงคะแนนตามความประส	สงค์ของข้าพเจ้า ดังนี้							
	5		nolder's requirement as follows:							
	🔲 เห็นด้วย	🔲 ไม่เห็นด้วย	🔲 งดออกเสียง							
	Approve	Disapprove	Abstain							
d o										
วาระที่ 8 Agenda 8		<mark>ขุนจดทะเบียนของบริษัท</mark> ove the Company's registe	ared capital increase							
(1)	-		เจ้าได้ทุกประการตามที่เห็นสมควร							
	The proxy holder shall vo	ote independently as to his	s/ her consideration.							
(2)	ให้ผู้รับมอบฉันทะออกเสีย	บงลงคะแนนตามความประเ	สงค์ของข้าพเจ้า ดังนี้							
	The proxy holder shall ve	ote according to the shareh	nolder's requirement as follows:							
	🔲 เห็นด้วย	🔲 ไม่เห็นด้วย	🔲 งดออกเสียง							
	Approve	Disapprove	Abstain							
วาระที่ 9	พิจารณาอนุมัติการแก้ไ ของบริษัทฯ	ขเพิ่มเติมหนังสือบริคณห์สนธิ	ของบริษัทฯ ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุน	จดทะเบียน						
Agenda 9		rove the amendment of th	ne Company's Memorandum of Association C	lause 4 to						
	be in line with the ind	crease of the Company's re	egistered capital							
(1)	ให้ผ้รับมอบฉันทะมีสิทธิพิ	จารณาและลงมติแทนข้าพ	เจ้าได้ทุกประการตามที่เห็นสมควร							
	-	ote independently as to his								
(2)	ให้ผู้รับบอบอับทะออกเสีย	บงลงคะแนนตามความประเ	สงค์ของข้าพเจ้า ดังนี้							
<u> </u>	0		nolder's requirement as follows:							
	🔲 เห็นด้วย	🔲 ไม่เห็นด้วย	🗖 งดออกเสียง							
	Approve	Disapprove	L งตออกเสยง Abstain							

วาระที่ 10) พิ่	จารณาอนุมัติจัดสรร	หุ้นส	ามัญเพิ่มทุนของบริษัท				
Agenda 10	То	consider and approv	/e th	e allocation of the Company's newly issued ordinary shares				
(1)	U			าและลงมติแทนข้าพเจ้าไ ependently as to his/ he	'	ประการตามที่เห็นสมควร sideration		
(2)	ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows:							
		เห็นด้วย		ไม่เห็นด้วย		งดออกเสียง		
		Approve		Disapprove		Abstain		
วาระที่ 11 Agenda 11	วาระที่ 11 พิจารณาเรื่องอื่น ๆ (ถ้ามี) Agenda 11 To consider others (if any)							
(1)	(1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/ her consideration.							
(2)	2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows:							
		เห็นด้วย Approve		ไม่เห็นด้วย Disapprove		งดออกเสียง Abstain		

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการ ลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting for proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมี การพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริง ประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I have not declared a voting intention in any agenda or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agendum specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/ her consideration.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุใน หนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this Meeting except my/our proxy hasn't voted as I/we specified shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor (.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy (.....)

<u>หมายเหตุ</u>

- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่ สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
- ในกรณีที่มีวาระที่พิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้รับมอบฉันทะสามารถระบุเพิ่มเติมได้ในใบ ประจำต่อแบบหนังสือมอบฉันทะ แบบ ข. ตามแนบ

<u>Remarks:</u>

- 3. A shareholder shall appoint only one proxy holder to attend and vote at the Meeting and all votes of a shareholder may not be split for more than one proxy.
- 4. In agenda regarding the appointment of new directors, the vote can be either for all the nominated candidates as a whole or for an individual nominee.
- 5. In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Attachment to Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ**บริษัท ที่ดับบลิวแซด คอร์ปอเรชั่น จำกัด(มหาชน)** The Proxy of the shareholder of **TWZ Corporation Public Company Limited**

การประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2564 ในวันที่ 19 พฤศจิกายน 2564 เวลา 10.00 น. โดยวิธีการจัดประชุมผ่านสื่อ อิเล็กทรอนิกส์ (E-EGM) ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ.2563 และกฎหมาย และกฎระเบียบ อื่น ๆ ที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The Extraordinary General Meeting 2/2021 to be held on November 19, 2021 at 10.00 a.m. conducted via electronic meeting (E-EGM) according to Emergency Decree on electronic meeting B.E.2020 or on the date and at the place as may be postponed or changed.

วาระที่		เรื่อง.							
Agenda		Subje	ect						
	(1)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/ her consideration.							
	(2)	•			ะแนนตามความเ ording to the sh		งข้าพเจ้า ดังนี้ s requirement as fo	llows:	
			เห็นด้วย		ไม่เห็นด้วย		🛛 งดออกเสียง		
			Approve		Disapprove		Abstain		
วาระที่ Agenda		เรื่อง. Subje	ect						
	(1)	0	ขับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร proxy holder shall vote independently as to his/ her consideration.						
	(2)	ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows:							
			เห็นด้วย Approve		ไม่เห็นด้วย Disapprove		🛛 งดออกเสียง Abstain		
ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ									
I/ We cer	tified that th	ne inforr	mation contain	ed in this A	Attachment to P	roxy Form	is complete and tr	ue.	

ลงชื่อ/Signed	ผุ้มอบฉันทะ/Grantor
()
ลงชื่อ/Signed	ผู้รับมอบฉันทะ/Proxy
()

								Enclosure
			แบบหนังสือมอบฉันทะ แบบ ค. Proxy FromC.					ติดอากรแสตมป์ 20 บาท Stamp duty of Baht 20
						เขียบที่		
						Written a		
							เดือน	พ.ศ
						Date	Month	Year
(1)	ข้าพ	เเจ้า			สัญร	ชาติ		
	I/We				c c	Natior		
	อยู่เ	้านเลขที่						
		ate at no.	ad			District		
	อำเง	าอ/เขต	ิด	รห์	^เ ้สไปรษถ์			
	Distr	fict	Pro	ovince		Posta	l Code	
	Bein หุ้นจำน	ป็นผู้ถือหุ้นของบริษัท ที่ g a share holderof TW2 วนทั้งสิ้นรวม stal amount of หุ้นสามัญ Ordinary share	Z Corporation F หุ้น shares	Public Company และออกเสียง and the votii	/ Limited เลงคะแนา ng right e แนนเสียง	นได้เท่ากัง quals to ได้เท่ากัง	U	votes as follows
(2)	ขอเ	เอบฉันทะให้						
	Here	eby appoint						
		นาย/นาง/ นางสาว					อายุ	ປີ
		Mr./ Mrs./ Miss					Age	Years
		อยู่บ้านเลขที่		ถนน		ตั′	าบล/แขวง	
		Locate at no.		Road			Sub-District	
		อำเภอ/เขต		จังหวัด			หัสไปรษณีย์	
		District		Province	2		Postal Code	
หรือ ม	อบฉันท	าะให้กรรมการอิสระ						
Or assig	gn a pro	oxy to the Independent	Director					
		นายพงชาญ สำเภาเงิ	น	อายุ	62	ปี		
		Mr.PhongsharnSamph ที่อยู่ เลขที่ 269 ถนน		Age เวงรัชดาภิเษก เ	62 .ขตดินแด	Years 1ง กรุงเท	พมหานคร 10400	
		Address 269 Ratchada	pisek Rd., Ratc	hadapisek, Din I	Daeng Ba	ngkok 10	400	

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ ถือหุ้น ครั้งที่ 2/2564 ในวันที่ 19 พฤศจิกายน 2564 เวลา 10.00 น. โดยวิธีการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-EGM)ตามพระ ราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ.2563 และกฎหมาย และกฎระเบียบอื่น ๆ ที่เกี่ยวข้อง หรือที่จะพึง เลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the Extraordinary General Meeting 2/2021to be held on November 19, 2021 at 10.00 a.m. conducted via electronic meeting (E-EGM) accordingto Emergency Decree on electronic meeting B.E.2020 or on the date and at the place as may be postponed or changed.

(3)	ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้ I/ We would like to grant proxy holder to attend and vote in the Meeting as follows: มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือ และมีสิทธิออกเสียงลงคะแนนได้ Grant proxy the total amount of shares holding and entitles to vote.										
	🗖 มอบฉันทะบางส่วนคือ										
	Grant certain of my/our proxy as follows:										
	🗖 หุ้นส	หามัญ	หุ้น และมีสิท	ธิออกเสียงลงคะแนนได้	เสียง						
		inary share		shares and have the rights to vote equal to							
		รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมดหุ้น									
	Total vo	ting right	V	otes							
(4)	ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้ I/ We therefore would like to vote for each agenda item as follows:										
	วาระที่ 1	พิลารณารับรองรายงา	เการประชุมสามัญผู้ถือหุ้น ป	ระจำปี 2564							
	Agenda1 To consider and approve the Minutes of the 2021 Annual General Meeting of shareholders										
	(1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The prove helder shall use independently as to bis (ber consideration)										
	The proxy holder shall vote independently as to his/ her consideration.										
	(2) ให้ผู้	🔲 (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้									
	The	e proxy holder shall vo	te according to the share	nolder's requirement as follows:							
		🔲 เห็นด้วย	🔲 ไม่เห็นด้วย	🔲 งดออกเสียง							
		Approve	Disapprove	Abstain							
	วาระที่ 2	พิจารณาอนุมัติการ	ออกหุ้นสามัญเพิ่มทุน จำ	นวนไม่เกิน 4,964,475,981 หุ้น มูล	ค่าที่ตราไว้หุ้นละ						
		-		nts Offering) ในอัตรา 3 หุ้นเดิม ต่อ							
		ราคาเสนอขายหุ้นล			V V						
	Agenda 2	•		ly issued ordinary shares in the amou	unt of not more than						
		4,964,475,981 shares	with a par value of0.10	Baht to the existing shareholders on	a proportional basis						
		(Rights Offering) at t	he rate of 3 existing shar	es per 1 newly issued share at the	offering price of 0.10						
		Baht per share									

	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/ her consideration.								
	-	เงลงคะแนนตามความประสง ote according to the shareho	เค์ของข้าพเจ้า ดังนี้ lder's requirement as follows:						
	Iห็นด้วย Approve	ไม่เห็นด้วย Disapprove	งดออกเสียง Abstain						
วาระที่ 3	•	-	ะซื้อหุ้นสามัญของบริษัท ครั้งที่ 6 (TWZ-W6) จ่ ก่ผู้ถือหุ้นเดิมที่จองซื้อหุ้นสามัญเพิ่มทุนของบริษ						
Agenda 3 To consider and approve the issuance of warrant to purchase ordinary shares of the Compa (TWZ-W6) in the amount of not more than4,964,475,981units to be allocated to existing shar who subscribe the newly issued ordinary shares of the Company in proportion to their subscrip									
(1)	 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/ her consideration. 								
(2)	5	รี้ยงลงคะแนนตามความประส vote according to the shareh	สงค์ของข้าพเจ้า ดังนี้ nolder's requirement as follows:						
	Iห็นด้วย Approve	ไม่เห็นด้วย Disapprove	งดออกเสียง Abstain						
วาระที่ 4	พิจารณาอนุมัติการ	ออกและเสนอขายหุ้นกู้แปล	งสภาพให้แก่ผู้ถือหุ้นเดิมของบริษัทฯ ที่มีสิทธิได้	้ำรับ					
	การจัดสรรตามสัดส่	วนการถือหุ้น (Right Offeri	ng) จำนวนไม่เกิน 330,000,000 บาท						
Agenda 4	shareholders of the		offering of the convertible bonds to the or be allocated in shareholding proportion (Right C ht						
(1)	5	พิจารณาและลงมติแทนข้าพ vote independently as to his	เจ้าได้ทุกประการตามที่เห็นสมควร s/ her consideration.						
(2)		รี้ยงลงคะแนนตามความประส vote according to the shareh	สงค์ของข้าพเจ้า ดังนี้ nolder's requirement as follows:						
	เห็นด้วย Approve	ไม่เห็นด้วย Disapprove	🔲 งดออกเสียง Abstain						

วาระที่ 5	พิจารณาอนุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท ครั้งที่ 7 (TWZ-W7) จำนวนไม่เกิน 3,300,000,000 หน่วย เพื่อจัดสรรให้แก่ผู้ถือหุ้นที่จองซื้อและได้รับการจัดสรรหุ้นกู้ แปลงสภาพที่เสนอขายให้แก่ผู้ถือหุ้นเดิมตามสัดส่วน (Right Offering)							
Agenda 5	To consider and approve the issuance and offering of warrant to purchase ordinary shares of the Company No.7 (TWZ-W7) in the amount of not more than 3,300,000,000 units to be allocated to shareholders who subscribe and receive convertible bonds being sold to the existing shareholders in proportion (Right Offering)							
(1)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/ her consideration.							
(2)	ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows:							
	🔲 เห็นด้วย	🔲 ไม่เห็นด้วย	🗖 งดออกเสียง					
	Approve	Disapprove	Abstain					
วาระที่ 6 Agenda 6 🔲 (1)	To consider and app ให้ผู้รับมอบฉันทะมีสิทธิ์เ	พิจารณาและลงมติแทนข้าพเ	ompany's unsold registered capital เจ้าได้ทุกประการตามที่เห็นสมควร					
(2)		ote independently as to his/ ยงลงคะแนนตามความประส						
	0		older's requirement as follows:					
	☐ เห็นด้วย Approve	ไม่เห็นด้วย Disapprove	งดออกเสียง Abstain					
วาระที่ 7	พิจารณาอนุมัติการแก้ ของบริษัท	ไขเพิ่มเติมหนังสือบริคณห์สนธ ิ	ของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียา	น				
Agenda 7		prove the amendment of the eduction of the Company's r	e Company's Memorandum of Association Clause 4 to registered capital	0				
(1)	0	พิจารณาและลงมติแทนข้าพเ ote independently as to his,	เจ้าได้ทุกประการตามที่เห็นสมควร / her consideration.					
(2)	-	ยงลงคะแนนตามความประส ote according to the shareho	างค์ของข้าพเจ้า ดังนี้ older's requirement as follows:					
	เห็นด้วย Approve	ไม่เห็นด้วย Disapprove	โป งดออกเสียง Abstain					

วาระที่ 8 Agenda 8	พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัท To consider and approve the Company's registered capital increase					
(1)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/ her consideration.					
(2)	ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows:					
	เห็นด้วย Approve	ไม่เห็นด้วย Disapprove	งดออกเสียง Abstain			
วาระที่ 9 พิจารณาอนุมัติการแก้ไขเพิ่มเติมหนังสีอบริคณห์สนธิของบริษัทฯ ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน ของบริษัทฯ						
Agenda 9	To consider and approve the amendment of the Company's Memorandum of Association Clause 4 to be in line with the increase of the Company's registered capital					
(1)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/ her consideration.					
(2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows:						
	เห็นด้วย Approve	ไม่เห็นด้วย Disapprove	🔲 งดออกเสียง Abstain			
วาระที่ 10 พิจารณาอนุมัติจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท Agenda 10 To consider and approve the allocation of the Company's newly issued ordinary shares						
 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/ her consideration. 						
(2)	ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows:					
	Iห็นด้วย Approve	ไม่เห็นด้วย Disapprove	งดออกเสียง Abstain			
วาระที่ 11 พิจารณาเรื่องอื่น ๆ (ถ้ามี) Agenda 11 To consider others (if any)						
(1)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/ her consideration.					
(2)	The ploxy holder shall vote independently as to his/ her consideration. ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows:					
	Iห็นด้วย Approve	ไม่เห็นด้วย Disapprove	งดออกเสียง Abstain			
		109				

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการ ลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting for proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมี การพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริง ประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I have not declared a voting intention in any agenda or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agendum specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/ her consideration.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุใน หนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this Meeting except my/our proxy hasn't voted as I/we specified shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor (.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy (.....)

<u>หมายเหตุ</u>

- หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝาก และดูแลหุ้นให้เท่านั้น
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
 (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน(Custodian)เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
 (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะ หลายคนเพื่อแยกการลงคะแนนเสียงได้
- 4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
- 5. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้รับมอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค. ตามแนบ

Remarks:

- 1. Only foreign shareholders as registered in the registration book who have custodian in Thailand can use Proxy Form C.
- 2. Documents to be attached with the proxy are:
 - (1) Power of Attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
- 3. A shareholder shall appoint only one proxy holder to attend and vote at the Meeting and all votes of a shareholder may not be split for more than one proxy.
- 4. In agenda regarding the appointment of new directors, the vote can be either for all the nominated candidates as a whole or for an individual nominee.
- 5. In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Attachment to Proxy Form C

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค. Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ**บริษัท ที่ดับบลิวแซด คอร์ปอเรชั่น จำกัด(มหาชน)** The Proxy of the shareholder of **TWZ Corporation Public Company Limited**

การประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2564 ในวันที่ 19 พฤศจิกายน 2564 เวลา 10.00 น. โดยวิธีการจัดประชุมผ่านสื่อ อิเล็กทรอนิกส์ (E-EGM) ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ.2563 และกฎหมาย และกฎระเบียบ อื่น ๆ ที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The Extraordinary General Meeting 2/2021to be held on November 19, 2021 at 10.00 a.m. conducted via electronic meeting (E-EGM) according to Emergency Decree on electronic meeting B.E.2020 or on the date and at the place as may be postponed or changed.

วาระที่ Agenda		เรื่อง Subject				
	(1)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/ her consideration.				
	(2)	ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows:				
		🔲 เห็นด้วย	🔲 ไม่เห็นด้วย	🔲 งดออกเสียง		
		Approve	Disapprove	Abstain		
วาระที่ Agenda		เรื่อง Subject				
	(1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/ her consideration.				1632	
	(2)	☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows:				
		🔲 เห็นด้วย	🔲 ไม่เห็นด้วย	🔲 งดออกเสียง		
		Approve	Disapprove	Abstain		
			สือมอบฉันทะ ถูกต้องบริบูรณ์และเ d in this Attachment to Proxy			
				ຍູ້ນ	อบฉันทะ/Grantor	
			()		

ลงชื่อ/Signed.		ผู้รับมอบฉันทะ/Proxy
(.))

TWZ CORPORATION Public Company Limited's Guideline for processing of personal information for the Shareholders' Meeting

The Company realizes the importance of personal information protection and has prepared a guideline for processing of personal information of the Company for an annual general meeting and an extraordinary general meeting (collectively referred to as the "Shareholders' Meeting"), described as follows.

Collected personal information

The Company will collect your personal information being name-surname, date of birth, identification number, securities number, address, telephone number, email (if any), photo, or video from the meeting's recording, and health information (only as necessary for disease screening of those attending the meeting).

Remark: Identification documents submitted to the Company, e.g., a copy of an identification card, or other governmental documents, may feature sensitive data, e.g., race, blood type, and religion. These types of information are not necessary for the purpose of a Shareholders' Meeting. You can conceal them before handing the documents to the Company. In case you do not conceal these sensitive data, the Company reserves the right to conceal these data without being deemed to have collected your sensitive data.

Sources of personal information

The Company may receive your personal information from the following sources.

- The Company may receive your personal information directly from yourself, through your meeting's attendance registration, proxy (if any), heal inquiries (if any), a copy of an identification card or document for which you submitted as part of the attendance registration.
- The Company may receive your personal information from the Company's shareholders' book on the record date that the Company will have received from Thailand Securities Depository Co., Ltd. or TSD as the Company's securities registrar.
- 3. On the shareholders' meeting date, the Company will arrange for a recording of photos and videos to collect the ambience within the meeting's area and of those attending it. You may appear in these photos and/or videos. If you do not wish for the Company to publish them, you may notify the Company for suspension of the photos' and videos' publication that features you.

Information processing

Upon receipt of your personal information, the Company will:

 Collect your information both in the form of document and electronic data, whether locating onshore or offshore (shared drive/cloud) as may be necessary for the purpose of the Shareholders' Meeting, including other relevant activities.

- 2. Use your collected personal information to convene a meeting, register an attendee, count a quorum, count votes, pay dividends (if approved in that respective meeting), proceed in those matters to which the shareholders are entitled as a result of the Shareholders' Meeting (if any), contact and deliver documents to the shareholders, and proceed in those activities for which the Company has arranged for the shareholders.
- 3. Disclose your collected personal information to information technology service providers for processing data as pertains to registration of attendees, counting of quorum, and counting of votes, including for serving as a backup information in case of necessary inspection. The Company will also disclose your personal information to a live broadcast service provider so as to enable the relevant system and broadcast meeting's photos (if any), and an organizer relevant to the Company's activities conducted for the shareholders, to the extent relevant and necessary. The Company will also disclose the personal information (to the extent necessary) of those who are infectious, or reasonably suspected to be infectious, of severe contagious disease (if found) to the Department of Public Health, Ministry of Health, or other governmental organizations as required by law.

For shareholders who inquire during the meeting, there might be the recording of your name or surname in minutes of the meeting. These minutes will be disclosed in the Company's website and will be submitted to the Stock Exchange of Thailand (SET) and the Department of Business Development, Ministry of Commerce as required by law.

Objectives of and bases in processing personal information

Objectives of processing personal information

The Company stores, uses, and discloses your personal information for the following objectives: determining rights of shareholders who are entitled to attend the Shareholders' Meeting; convening the meeting; registering attendees; counting quorum; paying dividends (if approved in that respective meeting); proceeding in those matters to which the shareholders are entitled as a result of the Shareholders' Meeting (if any); and contacting and delivering documents to the shareholders, e.g. 56- 1 One Report and financial report.

Bases in processing personal information

Complying with legal obligations. The Company processes the personal information to ensure compliance with legal obligations as a listed company, a securities issuing company, or in other capacities, including obligations under the Public Limited Companies Act B.E. 2535 (1992), the Securities and Exchange Act B.E. 2535 (1992), and other laws, regulations, articles, and notifications that are relevant.

Legitimate interest. The Company processes the personal information for enabling legitimate interests that are reasonable and within boundaries reasonably expected by the owner of the personal information, or for other objectives for which the laws allow, e.g. voice recording, taking photographs, video recording, or CCTV to record required information for public relations and for security reasons or conducting of the Company's activities for the shareholders.

Storing of personal information and timeline

There of The Company stores your personal information in a hard copy format at the Company's office, or at other locations which the Company rents, or other places, used to store documents, of those contractors the Company hires to store important documents. The Company also stores your personal information in an electronic format in the Company's database, including the databases of information technology service providers hired by the Company, whereas the information will be stored throughout the time length that is necessary for the purpose of using the information for the purpose of reference and inspection as may be necessary, for the 10 years period as from the date on which the Company receives the personal information, except for the case in which the laws provide otherwise, or the Company still retains the right or is entitled to process your information pursuant to the permissible bases. When the eligible timeframe has lapsed, the Company will destroy the information within 90 days.

Rights of the personal information's owner

The owner of the personal information is entitled to revoke consent for processing of personal information, which he or she has given. However, the revocation does not affect the collection, use, or disclose of the personal information that has already been conducted on the basis of the prior given consent. Moreover, the owner retains the right to access the personal information, to demand for a copy of the personal information, to request for the disclose of an improper acquire of personal information that the owner does not consent to, to rectify the inaccurate information, to delete the personal information, to suspend the use of the personal information, to transfer the personal information, including the rights to object to the processing of the personal information.

The owner of the personal information may exercise the above rights by submitting a request in writing to the Company or through electronic mail pursuant to the form and details prescribed in <u>https://www.twz.co.th</u> The Company will consider and notify the result of the consideration within 30 days as from the date on which the Company receives the request. The Company may decline the rights of the owner of the personal information in case the laws allow it to do so.

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Revisiting and modifying of the personal information protection guideline

The Company may modify this guideline to ensure compliance with relevant laws and to ensure compatibility with the Company's change in operation. The Company will publish a notification of such change for your information before proceeding to affect the change.

Contact information

TWZ Corporation Public Company Limited

(Company Secretary Division)

269 Ratchadaphisek Road Ratchadaphisek Subdistrict, Din Daeng District, Bangkok 10400

Phone number 02-275-9789

Email : secretary@twz.co.th

บริษัท ที่ดับบลิวแซด คอร์ปอเรชั่น จำกัด (มหาชน) тพz corporation public company limited

269 ถนนรัชดาภิเษก แขวงรัชดาภิเษก เขตดินแดง กรุงเทพฯ 10400 269 Ratchadapisek Rd., Ratchadapisek, Din Daeng, Bangkok 10400

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