

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
2. Summary of important matters of the issuance and offering of warrants to purchase ordinary shares of the Company No. 6 (TWZ-W6)
3. Summary of the issuance and offering of convertible debentures of the Company
4. Summary of key matters of the issuance and offering of warrants to purchase ordinary shares of the Company No. 7 (TWZ-W7)
5. Capital Increase Report Form (F 53-4)
6. Definition of Independent Directors and Profile of Independent Directors who is a Proxy 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 the extraordinary 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 Reasons the Company conducted the 2021 Annual 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 period specified by law. A copy of the Minutes of the 2021 Annual General Meeting of Shareholders appears in Enclosure No. 1

Opinion of the Board the Board of Directors deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 to 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 of 0.10 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 than 4,964,475,981 shares (four thousand nine hundred sixty-four million four hundred seventy-five thousand nine hundred eighty-one shares) with a par value of 0.10 Baht (ten satang) per share to 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 than 496,447,598.10 Baht, which the company will use to pay off bond that has maturity date on January 24th, 2022 in the amount of not more than 420,000,000.00 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 Thailand according 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 oversubscriber 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 than his/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 allocated must 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 26th, 2021 and the date for the subscription of the newly issued ordinary shares date is during 13th – 20th 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

- 1) Determination or amendment of conditions and any details related to the offering of newly issued ordinary shares (Right Offering), including
 - 1.1) 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
- 2) 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 agency with the registration 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
- 4) 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 allocating newly 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 Board

The Board of Director deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 to 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 than 496,447,598.10 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 than 4,964,475,981 units to be allocated to existing shareholders who subscribe the newly issued ordinary shares of the Company in proportion to their subscription

Rationale and Reasons

the 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 Board

the Board of Directors is of the opinion that the issuance of the Warrant No. 6 (TWZ-W6) will help strengthen the Company and increased 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 to issue and offer convertible 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 is any 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 who holds shares less than 45,132 shares 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 uncertainty due to having to wait for approval from the shareholders' meeting

The detailed summary of the issuance and offering of convertible debentures 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 protected same 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 according 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. 2/2021 to 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 330,000 units 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 performance which is in the best interests of the Company and its shareholders which is divided into the amount for (1) electric vehicle business not more than 100.00 million Baht and (2) hemp-marijuana business and Kratom including other herbs in the amount of not more than 50.00 million Baht, and to repay loans from financial institutions and other interest bearing debts in the amount of not more than 100.00 million 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 80.00 million Baht in this part, and proposed to the Extraordinary General Meeting of Shareholders No. 2/2021 to 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 Reasons

to 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 than 3,300,000,000 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 Board

the 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 shares 16,511,148,750 shares with a par value of 0.10 Baht per share to 1,489,342,794.10 baht, dividing to 14,893,427,941 shares with a par value of 0.10 Baht 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. 1/2021 for 1,617,720,809 shares

Opinion of the Board

the Board of Directors deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 to consider and approve the reduction of the Company's registered capital in the amount of 161,772,080.90 Baht from the original registered capital of 1,651,114,875.00 Baht dividing to ordinary shares 16,511,148,750 shares 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 7

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

Rationale and Reasons

To 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

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 | 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 | 0.10 บาท | (ten satang) |
| | Divided into: | | |
| | 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 | (-)" |

Opinion of the Board

the Board of Director deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 to 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 Reasons

to 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 of 1,489,342,794.10Baht dividing to ordinary shares 14,893,427,941 shares with a par value of 0.10Baht per share to 2,977,237,990.30Baht dividing to 29,772,379,903 shares 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 Board

the Board of Director deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 to 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

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 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 Reasons

To 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 | (twenty-nine thousand seven hundred seventytwo million three hundred seventynine thousand nine hundred three shares) |
| | A par value of | 0.10 Baht | (ten satang) |
| | Divided into: | | |
| | Ordinary share | 29,772,379,903 shares | (twenty-nine thousand seven hundred Seventytwo million three hundred seventynine thousand nine hundred three shares) |
| | Preferred share | - shares | (-)" |

Opinion of the Board

the 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 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.

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 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

Opinion of the Board

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 2 of 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:

1. Shareholders who desire to attend the meeting by yourself. Please register for the meeting via the link <https://app.inventech.co.th/TWZ100430R> or

Scan QR Code



From 12th November to 19th November 2021, your documents will be received and checked to verify the identity of the shareholders and after the registration has been approved successfully. The shareholders 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



A handwritten signature in blue ink, appearing to be 'Kittipong Kittipassorn', written over a horizontal line.

(Mr. Kittipong Kittipassorn)

Authorized Director

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

