



No.TWZAGM01/2022

March 21, 2022

Subject: Invitation to the Annual General Meeting of Shareholders for 2022

To: Shareholders

- Enclosure:
1. Minutes of the Extraordinary General Meeting of Shareholders 2/2021
  2. Annual Report of Year 2021 (One Report) accessed via QR cord
  3. Opinion of the Audit Committee to propose the appointment the Auditor and the audit fee for the year 2022
  4. Profile of the retiring directors proposed for re-appointment.
  5. Definition of Independent Directors and Profile of Independent Directors who is a Proxy on behalf of Shareholders
  6. Articles of Association regarding the Shareholders' Meeting
  7. Terms and Conditions for Meeting Attendance via Inventech Connect
  8. Proxy Form A , B and C
  9. Guidelines for attending of Electronic Meeting by Inventech Connect
  10. Instructions for using the QR Code to download files
  11. 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. 2/2022, held on February 25<sup>th</sup>, 2022, has resolved to approve the Annual General Meeting of shareholders For 2022 on Monday, April 8, 2022 at 10.00 a.m. by conducting a meeting via electronic media (E-AGM) 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 1**      **Matters to be informed**
- Agenda 2**      **Consideration and adopt the minutes of Extraordinary General Meeting of Shareholders 2/2021**
- Objectives and reasons** : The Extraordinary General Meeting of Shareholders 2/2021 was held on November 19, 2021 at 10.00 a.m. The Company prepared the minutes of the meeting and submitted the copy to the Securities and Exchange Commission, the Stock Exchange of Thailand and Ministry of Commerce as required by law. The details were publicly disclosed on the Company's website (www.twz.co.th).
- Opinion of the Board** : After due consideration, the Board deemed that minutes of the Extraordinary General Meeting of Shareholders 2/2021 held on November 19, 2021 were duly and accurately recorded as appeared in the document attached hereto Enclosure 1 and found it appropriate to propose to the shareholders' meeting to consider and approve the minutes of such Meeting.
- Voting**: According to the law, this agenda has to be approved by the majority of the shareholders who attend the meeting and cast their votes.
- Agenda 3**      **Acknowledgement the Board of Directors' reports on the company's operating results for the year 2021**
- Objectives and reasons**: Report of the Board of Directors concerning results of business operation of the previous year were recorded in the Annual Report of year 2021. Such report was prepared completely and accurately according to the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand.
- Opinion of the Board** : After due consideration, the Board found it appropriate to propose to the shareholders' meeting to acknowledge the company's operating results for 2021 which details appeared in the Company's annual report of year 2021 (One Report) Enclosure 2
- Voting**: As this agenda is for information to shareholders, therefore, the voting is not required.
- Agenda 4**      **Consideration and approval of Balance Sheet and Income Statements for the year ended December 31, 2021.**

**Objectives and reasons** :According to the Public Limited Company Act B.E. 2535 and clause 34 of the Company’s Articles of Association, the Board of Directors has to ensure the preparation of the balance sheet and income statements at the end of each fiscal year and propose to the annual general shareholders’ meeting for the approval. Such financial statements have to be audited before presenting to the shareholders’ meeting.

**Opinion of the Audit Committee**: The Audit Committee considered and reviewed financial statements for the period ended December 31, 2021 which was audited and certified by the auditor and found it appropriate to propose to the Board of Directors to propose further to the shareholders’ meeting to consider and approve Balance Sheet and Income Statement for the year ended December 31, 2021.

**Opinion of the Board** :After due consideration, the Board found it appropriate to propose to the shareholders’ meeting to consider and approve Balance sheet and Income statement for the year ended December 31, 2021 which were considered and approved by the Audit Committee. The financial status and performance result of the Company in 2021 can be summarized as follows:

**Comparison of Separate Finance Statements of the Company**

Details	2021 (Million Baht)	2020 (Million Baht)
Total Assets	5,891.05	5,180.20
Total Liabilities	2,062.21	2,371.08
Shareholders’ Equities	3,828.84	2,809.12
Total Revenues	3,272.54	3,214.06
Net Profit	26.88	5.10
Earnings per share (Baht)	0.0020	0.0005

Details of financial statements showed in the Annual Report of year 2021 (One Report) which were sent out to shareholders with this invitation letter *Enclosure 2*

**Voting**: According to the law, this agenda has to be approved by the majority of the shareholders who attend the meeting and cast their votes.

**Agenda 5**      **Consideration and approval of the retained earnings as investment funds for business expansion of the company and Omitted dividend payment for the year 2021.**

**Objectives and reasons** : The Company's policy on dividend payment requires that the Company shall pay dividend at least 40% of net profit after tax and legal reserve. The Board of Directors has the power not to follow the policy or change the policy occasionally under the condition that it has to maximize the benefit of the shareholders. The dividend payment has to be approved by the shareholders' meeting.

Furthermore, according to clause 116 of Public Limited Company Act B.E.2535 and clause 38 of the Company's Articles of Associations, at least 5% of net profit has to be allocated for legal reserve till the accumulate legal reserve will be at least 10% of paid up capital of the Company.

**Opinion of the Board:** The company considers the situation of the company by realizing the stability of the business and doing business under uncertain circumstances which the aforementioned situation at present has affected Company performance and liquidity It is also an unpredictable event that will affect how long it will last. Managing liquidity and cash flow in such situations is essential that the company maintains it and manages it with care for the best interests of the company and its shareholders in the long run. The management, therefore, requests the Board of Directors to consider refraining from paying dividends for the year 2021 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. Therefore, it is appropriate to propose to the shareholders' meeting to consider and approve the omission of dividend payments for the year 2021 and to allocate legal reserves. at a rate of not more than 5%, in the amount of 1,344,029 baht, in accordance with Section 116 of the Public Limited Act B.E. 2535 and Article 38 of the Company's Articles of Association.

**Voting:** According to the law, this agenda has to be approved by the majority of the shareholders who attend the meeting and cast their votes.

**Agenda 6 Consideration and approval of the appointment of the company's auditor and fix audit fee for the year 2022.**

**Objectives and reasons** :Section 120 of the Public Limited Company Act B.E. 2535 required that the Annual General Meeting of shareholders has to consider and approve the appointment of auditor and determination the audit fee for the year.

As prescribed by the notification of the Securities and Exchange Commission No. GorJor 39/2548 required that the company must ensure the rotation of the auditors. If any of the auditors have been appointed for five consecutive fiscal years, but, with respect to rotation, the company is not required to engage a new audit firm which means the Company may appoint any auditors in the existing audit firm to replace the existing ones.

**Opinion of the Audit Committee:** The Audit Committee has considered the auditor of Karin Audit Co.,Ltd. to be the Company’s auditors for year 2022, which is the fifth consecutive fiscal year due to the performance in the past year as well and are appropriate for the audit fee. Accounting Firm as the Company’s auditor for the year 2022. Following are the list of auditors;

- |  |                       |
|--|-----------------------|
| 1.) Ms. Kannika Wipanurat              | CPA. No. 7305 and/or  |
| 2.) Mr. Jirote Sirirrote               | CPA. No. 5113 and/or  |
| 3.) Mrs. Sumana Senivongse Na Ayudhaya | CPA. No. 4713 and/or  |
| 4.) Ms. Nonglak Pattanabandith         | CPA. No. 5897 and/or  |
| 5.) Mr. Komin Linphrachaya             | CPA. No. 3675 and/or  |
| 6.) Mr. Worapol Wiriyakulapong         | CPA. No. 11181 and/or |
| 7.) Mr. Pojana Asavasontichai          | CPA. No. 4891 and/or  |
| 8.) Mr. Wichian Proongpanish           | CPA. No. 5851 and/ or |
| 9.) Miss Kojchamon Sunhuan             | CPA. No. 11536 and/or |
| 10.) Mr. Kraisaeng Thiranulak          | CPA. No. 5428         |

The Auditors No. 1 - 10 in the above-mentioned list shall be the Company’s auditor and fix audit fee for the year 2022 at Baht 1,634,000. Enclosure 3 In the event 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 their duties on their behalf.

**Opinion of the Board :** After due consideration, the Board found it appropriate to appoint auditors from Karin Audit Co.,Ltd. to be the Company’s auditors for year 2022, which is the fifth consecutive fiscal year and specifying one of these auditors to responsible for reviewing quarterly financial statements and auditing financial statements for year ended December 31, 2022.

**Comparisons of Audit Fees in the past year**

Description	Year 2022 (Baht)	Year 2021 (Baht)	Year 2020 (Baht)
Audit fee and quarterly review fee	1,634,000	1,634,000	1,634,000

In addition proposed to the shareholders that the company appoint Karin Audit Co.,Ltd. as the auditors of the subsidiaries in the Piyachat Co., Ltd. , TZ Trading Co., Ltd., Gear 2 Corporation Co.,Ltd., Mitra Corporation Co., Ltd., PG&C 5714 Co., Ltd., TANG Corporation Co., Ltd., KBM Construction Co., Ltd., SKYWELL (Thailand) Co., Ltd., ELECTRA Co., Ltd., Zenith Gloves Co., Ltd., CBD Corporation Co., Ltd. and Siam medical cannabis Co., Ltd. with the auditor fee and the quarterly review fee of its subsidiaries total amount 2,810,000 Bath.

The audit firm and auditors in the list above have no relationship with or any interest with the company/ its subsidiary / executives / major shareholders or related persons of those parties.

**Voting:** According to the law, this agenda has to be approved by the majority of the shareholders who attend the meeting and cast their votes.

**Agenda 7      Consideration and approval of the appointment of directors to replace those who will retire by rotation**

**Objectives and reasons :** Section 71 of Public Company Limited Act and Clause 14 of the Company's Articles of Associations required that at every Annual General Meeting, one third of the directors or nearest to one third shall retire from office.

The directors to retire from the office in the first and second year following the registration of the Company shall be drawn by lots. For subsequent years, the directors serving longest term shall retire from the office. The director who retires by rotation is eligible for re-election.

As the seventh year, 3 directors who are retired by rotation considering the directors who serving the longest term consist of:

- 1.) Mr. Puttachat Rungkasiri  
Director and Chairman
- 2.) Mr. Bundal Udol  
Independent Director and Member of Audit Committee
- 3.) Mr. Montree Kailerdsin  
Independent Director and Member of Audit Committee

**Opinion of the Board :**The Board, with the exception of the directors with special interests on this agenda, has considered the qualifications, knowledge, competency, experience, ethics and morality and found it appropriate to propose to the shareholders' meeting for the consideration and reappointment the director for another term of office as follows:

- 1.) Mr. Puttachat Rungkasiri  
Director and Chairman
- 2.) Mr. Bundal Udol  
Independent Director and Member of Audit Committee
- 3.) Mr. Montree Kailerdsin  
Independent Director and Member of Audit Committee

The above nominated persons possess qualification as required by the Securities and Exchange Act B.E. 2535 and Notifications of the Securities and Exchange Commission. Profile of the retiring directors proposed for re-appointment in Enclosure 4.

The Company has set the qualification of the independent director at the same as the minimum requirements of the SEC and the SET. In regard to the holding of the Company's shares, the independent director has to hold not more than 1% of the total shares with voting rights of the Company. Enclosure 5

**Voting:** According to the law, this agenda has to be approved by the majority of the shareholders who attend the meeting and cast their votes.

#### Agenda 8

**Consideration and approval of the directors' remunerations for year 2022.**

**Objectives and reasons** :As specified in clause 15 of the Company's Articles of Association, the director of the Company is entitled to receive remunerations from the Company as gratuity, meeting allowance, pension, bonus or other kinds of compensation in relation to the Articles of Association or the resolution of the shareholders' meeting which might set the exact amount, set the principle, set the amount occasionally or set the amount that will be effective in the long run until there is any change. Besides, the director shall receive allowance and other welfare according to the Company's Articles of Association.

**Opinion of the Board** : The Board has considered the appropriateness of remuneration at a level adequate to entice and retain qualified directors to the company, consistent with the results of operation, responsibilities and performance of each directors. The Board found it appropriate for the Meeting to consider and approve the directors' remunerations for year 2022 at the maximum of Baht 6.00 million which equal to remunerations of year 2021.

The roles, duties and responsibilities of the Board and its committees are shown in Securities and Exchange Act B.E. 2535 and Notifications of the

Securities and Exchange Commission. Profile of the retiring directors proposed for re-appointment in the Enclosure 2.

**Voting:** According to the law, the directors' remuneration has to be approved by not less than 2/3 of the shareholders who attend the meeting and cast their votes.

**Agenda 9      Consideration of any other business (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 Annual General Meeting of Shareholders 2022 (Record Date) on Monday, March 21<sup>st</sup>, 2022. The Company will post an XM sign on Friday, March 18<sup>th</sup>, 2022.

Therefore, The Company would like to invite the shareholders to attend the meeting via electronic media. On Friday, April 8, 2022. In addition, due to the epidemic situation of the Corona virus Disease 2019 (COVID-19), the Company would like to inform that the Company is aware of the safety and hygiene of all shareholders, the Company will convene the shareholders' meeting via electronic means (e-meeting) only. the Company has not arranged an additional place/meeting room to support attendance by the shareholders. The registration, vote casting, and vote counting of the meeting will be carried out via electronic means only.

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 Securities and Exchange Act B.E. 2535 and Notifications of the Securities and Exchange Commission. Profile of the retiring directors proposed for re-appointment in the Enclosure 8. 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 5. Within April 7<sup>th</sup>, 2022 (the Company reserves the right to refuse receive documents that arrive later than the time specified by the Company)

TWZ Corporation Public Company Limited

(Company Secretary Division)

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

Phone number 02-275-9789

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 08.00 a.m. 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 7 and 9.

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 11.

Yours Sincerely,



(Mr. Teerayot Suthisamdaeng)

Managing Director (Acting)

TWZ Corporation Public Company Limited

Remark :

1. How to use Inventech Connect

1



User Manual  
Via e-Request

2



User Manual  
Inventech Connect

2. If you have any problems with the software, please contact Inventech Tel. 02-931-9138

The system available during 31 March – 8 April 2022 at 08.30 a.m. – 05.30 p.m.

**(Specifically excludes holidays and public holidays)**

## Minutes of the Extraordinary General Meeting of Shareholders No. 2/2021

TWZ Corporation Public Company Limited

Held on Friday, November 19, 2021

By conducting a meeting via electronic media (E-EGM), TWZ Corporation Public Company Limited

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

TWZ Corporation Public Company Limited (“Company”) was determined the Extraordinary General Meeting of Shareholders No. 2 /2021 on Friday, November 19, 2021, and the book closure date of October 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 23,626 persons or 14,893,427,941 shares.

**Directors present at the Meeting:**

- |   |   |
|---|---|
| 1. Mr. Puttachat Rungkasiri             | President   |
| 2. Mr. Kittipong Kittipassorn           | Director and Deputy Managing Director             |
| 3. Asst. Prof. Dr. Tippakorn Rungkasiri | Director  |
| 4. Miss Kaikae Cherdvisavapan           | Director  |
| 5. Mr. Pat Lapanun                      | Director  |
| 6. Mr. Nuttachai Charoenkajonkul        | Director  |
| 7. Mr. Phongcham Samphaongern           | Independent Director and Chairman Audit Committee |
| 8. Mr. Bundal Udol                      | Independent Director and Audit Committee          |
| 9. Mr. Montree Dailerdsin               | Independent Director and Audit Committee          |

**Directors absent at the Meeting:**

-none-

**Executives present at the Meeting:**

- |                             |  |
|-----------------------------|--|
| - Miss Nalinee Pratusorn    | Director of Human Resource Management<br>Department and the Company Secretary                  |
| - Mr. Sakol Pawitranon      | Director of Business Development   |
| - Mr. Thanachit Dechpongrom | Assistance Director of Sales Department<br>and Acting Director of Sales                        |
| - Miss Ponpun Rungroj       | Assistance Director of Accounting and Finance<br>and Acting Director of Accounting and Finance |

**Other attendees:**

1. Mr. Rapongsit Paopuree Legal Advisor

**The meeting commenced at 10:00 a.m.**

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

Under the circumstance of Coronavirus 2019 (COVID-2019) outbreak, the shareholders meeting involves gathering, which may risk person-to-person transmission of the virus. Thus, realizing the shareholders' health concerned and reduction of COVID-2019 pandemic spreading, the Company requests for cooperation from all shareholders to consider appointing the Company's independent directors who have no conflict of interest with any of the meeting agenda a proxy to attend the meeting on shareholder's behalf instead of attending the physical meeting, according to the law and regulation, the Annual General Shareholders' Meeting must be attended by at least 25 shareholders or not less than half of the total shareholders, whichever is lower and the attended shareholders must together hold not less than 1/3 (one-third) of the total shares to constitute a quorum. Currently, the Company has received some amount of proxies from shareholders and satisfied the requirement by law and regulation to constitute a quorum to convene the Extraordinary General Meeting of Shareholders.

**Procedures for voting by attendees in person and the proxies**

1. In this Extraordinary General Meeting of Shareholders, voting one share is equal to one vote. However, in conducting the Meeting in each agenda if no shareholders disagree or abstain, it shall be deemed that shareholders agree unanimously as proposed by the Chairman. For voting (e-Voting), shareholders shall select agenda to vote, the system will show the voting status 1. Agree (green colour), 2. Disagree (red colour), 3. Abstain (orange colour). If shareholder wants to cancel the last vote, press "Cancel the latest vote". Shareholders can amend their votes until that agenda is closed for voting.
2. In the event that the proxy received proxies from many shareholders, select "User Icon" and click on the "Switch Account" button to access other accounts.
3. Any shareholder who has a special interest in any agenda will not have the right to vote in that agenda.
4. Shareholders have time to vote for 1 minute after notification of opening of voting for each agenda item and when voting results in each agenda has been closed, the results of that agenda will be announced to the Meeting.
5. Shareholders who gave proxy to others to attend the Meeting and is in form of voting according to the wishes of the shareholders, the Company has scored agree, disagree or abstain according to the shareholders' wishes, recorded in the registration for voting according to each agenda.

**Sending and answering questions in the meeting room**

1. Before voting on each agenda item, the company will allow the attendees to ask questions. or express opinions on issues related to that agenda as appropriate

2. Shareholders who wish to ask questions or express opinions on any agenda, can ask questions by press the symbol "Question", select agenda which to ask questions and typing questions then press the symbol "Send Question". In case shareholders would like to ask questions by voice message, can select "Record" and ask questions by voice then press to "Stop for Record" when the question is done then press "Send Question" to send the question by voice message. Shareholders should inform name and surname before asking questions every time. The Executives will answer your questions when the Meeting is finished.

3. In case of questions related to that agenda are sent into the system in large numbers, the company will consider the selection of questions as appropriate

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 60 shareholders attending the meeting in person, including him, representing 2,110,065,064 shares and 54 shareholders attending by proxy, representing 2,861,797,718 shares. In total, there were 114 shareholders, representing 4,971,862,782 shares or 33.3829 of the total paid-up shares (the number of shareholders as of the record date of October 26, 2021 is 23,626 shareholders in total, representing 14,893,427,941 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 approve Minutes of the 2021 Annual General Meeting of Shareholders**

The Company secretary asked the meeting to acknowledge the minutes of the 2021 AGM held on 30 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 2021 Annual General Meeting of Shareholders as proposed by a majority vote of the shareholders who attended the meeting and cast their votes.

**Resolution:** The Meeting approved the Minutes of the 2021 Annual General Meeting of Shareholders held on April 30, 2021 at 10.00 a.m. at TWZ Corporation Public Company Limited located at 269 Ratchadaphisek Road Ratchadaphisek Sub-district, Din Daeng District, Bangkok 10400  
The Shareholder's meeting resolved to approve with the following majority vote of shareholders who attended the meeting and voted:

Approved	Numbers of votes:	4,472,388,346 votes	Percentage share: 99.9971
Disapproved	Numbers of votes:	127,500 vote	Percentage share: 0.0028
Abstained	Numbers of votes:	504,326,436 vote	Percentage share: 0.0000
Invalid ballots	Numbers of votes:	0 vote	Percentage share: 0.0000
	<b>Total</b>	<b>4,976,842,282 votes</b>	<b>Percentage share: 100.0000</b>

**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

The Company secretary Due to the company has bonds matured on January 24<sup>th</sup>, 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 24<sup>th</sup>, 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 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 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 26<sup>th</sup>, 2021 and the date for the subscription of the newly issued ordinary shares date is during 13<sup>th</sup> – 20<sup>th</sup> 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.

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 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.

**Resolution:** The Meeting approved 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

The Shareholder's meeting resolved to approve with a vote of not less than three-fourth of the shareholders attending the meeting and voting as follows;

Approved	Numbers of votes:	4,399,352,546 votes	Percentage share: 88.3964
Disapproved	Numbers of votes:	9,277,500 vote	Percentage share: 0.1864
Abstained	Numbers of votes:	568,212,236 vote	Percentage share: 11.4171
Invalid ballots	Numbers of votes:	0 vote	Percentage share: 0.0000
	<b>Total</b>	<b>4,976,842,282 votes</b>	<b>Percentage share: 100.0000</b>



**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

The Company secretary 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 0.00 baht) 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

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 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, this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

**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 this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

Approved	Numbers of votes:	4,430,470,680 votes	Percentage share: 89.0217
Disapproved	Numbers of votes:	8,436,400 vote	Percentage share: 0.1695
Abstained	Numbers of votes:	537,935,202 vote	Percentage share: 10.8087
Invalid ballots	Numbers of votes:	0 vote	Percentage share: 0.0000
	<b>Total</b>	<b>4,976,842,282 votes</b>	<b>Percentage share: 100.0000</b>

**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 330,000,000 Baht**

The Company secretary 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 45,132shares 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 26<sup>th</sup>, 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.

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 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 with this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

**Resolution:** The Meeting approved 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 330,000,000 Baht.

The Shareholder’s meeting resolved to approve with this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

Approved	Numbers of votes:	4,374,901,480 votes	Percentage share: 87.9051
Disapproved	Numbers of votes:	7,276,200 vote	Percentage share: 0.1462
Abstained	Numbers of votes:	594,664,602 vote	Percentage share: 11.9486
Invalid ballots	Numbers of votes:	0 vote	Percentage share: 0.0000
	<b>Total</b>	<b>4,976,842,282 votes</b>	<b>Percentage share: 100.0000</b>

**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)

The Company secretary 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

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 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) with this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

**Resolution:** The Meeting approved 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).

The Shareholder's meeting resolved to approve with this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

Approved	Numbers of votes:	4,445,963,480 votes	Percentage share: 89.3330
Disapproved	Numbers of votes:	71,400 vote	Percentage share: 0.0014
Abstained	Numbers of votes:	530,807,402 vote	Percentage share: 10.6655
Invalid ballots	Numbers of votes:	0 vote	Percentage share: 0.0000
	<b>Total</b>	<b>4,976,842,282 votes</b>	<b>Percentage share: 100.0000</b>

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

The Company secretary 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

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 reduction of the Company's unsold registered capital with this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

**Resolution:** The Meeting approved the reduction of the Company's unsold registered capital

The Shareholder's meeting resolved to approve with this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

Approved	Numbers of votes:	4,434,785,880 votes	Percentage share: 89.1052
Disapproved	Numbers of votes:	11,255,800 vote	Percentage share: 0.2261
Abstained	Numbers of votes:	530,979,702 vote	Percentage share: 10.6686
Invalid ballots	Numbers of votes:	0 vote	Percentage share: 0.0000
	<b>Total</b>	<b>4,977,021,382 votes</b>	<b>Percentage share: 100.0000</b>

**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**

The Company secretary 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	1,489,342,794.10 Baht
	Divided into	14,893,427,941 shares
	A par value of	0.10 Baht
	Divided into:	
	Ordinary share	14,893,427,941 shares
	Preferred share	- shares ”

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 amendment of the Company’s Memorandum of Association Clause 4 to be in line with the reduction of the Company’s registered capital

**Resolution:** The Meeting approved the amendment of the Company’s Memorandum of Association Clause 4 to be in line with the reduction of the Company’s registered capital

The Shareholder’s meeting resolved to approve with this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

Approved	Numbers of votes:	4,438,888,480 votes	Percentage share: 89.1876
Disapproved	Numbers of votes:	7,332,300 vote	Percentage share: 0.1473
Abstained	Numbers of votes:	530,800,602 vote	Percentage share: 10.6650
Invalid ballots	Numbers of votes:	0 vote	Percentage share: 0.0000
	<b>Total</b>	<b>4,977,021,382 votes</b>	<b>Percentage share: 100.0000</b>

**Agenda Item 8 :** To consider and approve the Company’s registered capital increase

The Company secretary 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 1,489,342,794.10 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 0.10Baht 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



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 Company's registered capital increase with this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

**Resolution :** The Meeting approved the Company's registered capital increase  
The Shareholder's meeting resolved to approve with this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

Approved	Numbers of votes:	4,281,030,080	votes	Percentage share: 86.0159
Disapproved	Numbers of votes:	101,326,700	vote	Percentage share: 2.0358
Abstained	Numbers of votes:	594,664,602	vote	Percentage share: 11.9482
Invalid ballots	Numbers of votes:	0	vote	Percentage share: 0.0000
	<b>Total</b>	<b>4,977,021,382</b>	<b>votes</b>	<b>Percentage share: 100.0000</b>

**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

The Company secretary 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 2,977,237,990.30 Baht  
Divided into 29,772,379,903 shares  
A par value of 0.10 Baht  
Divided into:  
Ordinary share 29,772,379,903 shares  
Preferred share - shares"

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 amendment of the Company's Memorandum of Association Clause 4 to be in line with the increase of the Company's registered capital with this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

**Resolution :** The Meeting approved the amendment of the Company's Memorandum of Association Clause 4 to be in line with the increase of the Company's registered capital

The Shareholder's meeting resolved to approve with this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

Approved	Numbers of votes:	4,367,859,363	votes	Percentage share: 87.5522
Disapproved	Numbers of votes:	198,900	vote	Percentage share: 0.0039
Abstained	Numbers of votes:	620,800,602	vote	Percentage share: 12.4437
Invalid ballots	Numbers of votes:	0	vote	Percentage share: 0.0000
<b>Total</b>		<b>4,988,858,865</b>	<b>votes</b>	<b>Percentage share: 100.0000</b>

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

The Company secretary According to the Agenda item 8, which is to consider and approve the capital increase of the Company in the amount of 1,487,895,196.20 Baht from the original registered capital of 1,489,342,794.10 Baht dividing into 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 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

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 allocation of the Company's newly issued ordinary shares with this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

**Resolution :** The Meeting approved the allocation of the Company's newly issued ordinary shares  
The Shareholder's meeting resolved to approve with this agenda item shall be passed by a vote of not less than three-fourth of the shareholders attending the meeting and voting.

Approved	Numbers of votes:	4,362,986,863	votes	Percentage share: 99.9067
Disapproved	Numbers of votes:	4,071,400	vote	Percentage share: 0.0932
Abstained	Numbers of votes:	620,800,602	vote	Percentage share: 0.0000
Invalid ballots	Numbers of votes:	0	vote	Percentage share: 0.0000
	<b>Total</b>	<b>4,987,858,865</b>	<b>votes</b>	<b>Percentage share: 100.0000</b>

**Agenda Item 11: To consider other matters (if any)**

The Chairman 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. Piyapong Prasartthong, a shareholder, asked at the meeting that

- The drug code is effective Since December 9, 2021, I would like to ask the company How has it affected the business of marijuana and hemp?

Mr. Kittipong Kittipassorn clarified to the meeting that

- The company has done everything under the law that will come out entirely. Therefore, there is no problem and the company focuses on growing and using CBD to take advantage. Every step has been licensed by the Ministry. Since the import of seeds, planting, and extraction plants, currently in the process of applying for a license.

Ms. Anyada Duangthep, a shareholder, asked at the meeting that

- Does the company have an opportunity to invest in renewable energy businesses such as solar farms? and can the area be presented to the company for initial consideration?
- Activities related to hemp, the company have the policy to accept members of the farmers to cultivate for the company or not?

Mr. Kittipong Kittipassorn clarified to the meeting that

- The Company does not block the renewable energy business. If shareholders are interested, have information, have projects, and are likely to be feasible. and can generate good profits can present the company
- For farmers members Able to submit information for consideration first In terms of planting and expanding production, the company has an action plan.

The MC 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 11.50 a.m.**



A handwritten signature in black ink, appearing to be 'Nalinee'.

Miss Nalinee Pratubsorn  
Company Secretary

A handwritten signature in blue ink, appearing to be 'Puttachat Rungkasiri'.

Mr. Puttachat Rungkasiri  
Chairman of the Meeting

# One Report 2021

**Opinion of the Audit Committee to appoint the company's auditor  
and fix audit fee for the year 2022**

**Report from the Audit Committee of TWZ Corporation Public Company Limited**

To : The Board of Directors

Accordance with the resolution of shareholder at Karin Audit Co.,Ltd. appointed to the company's auditor to audit the financial statements of the company for the year 2021 and fix audit fee at Baht 1,634,000, which excludes the audit fee of its subsidiaries in an amount of Baht 2,630,000 Now it was conducted to full term, it is necessary to consider the appointment of the auditor and fix audit fee for the year 2022.

The Audit Committee has considered the auditor of Karin Audit Co.,Ltd. which is the company's auditor in the previous year. Because the performance in the past year as well, the auditor of the subsidiary not belong to the same audit firm and are appropriate for audit fee. In addition, the audit firm and auditors in the list above have no relationship with or any interest with the Company/ its subsidiary / executives / major shareholders or related persons of those parties.

After due consideration, the Audit Committee found it appropriate to propose to the Board of Directors to propose to the shareholders' meeting for consideration and appointment of Karin Audit Co.,Ltd. to be the Company's auditor for year 2022, which is the fifth consecutive fiscal year and specifying one of these auditors to responsible for reviewing quarterly financial statements and auditing financial statements for year ended December 31, 2022 , the name list of the auditors are as follows:

- |  |                       |
|--|-----------------------|
| 1.) Ms. Kannika Wipanurat              | CPA. No. 7305 and/or  |
| 2.) Mr. Jirote Sirirorote              | CPA. No. 5113 and/or  |
| 3.) Mrs. Sumana Senivongse Na Ayudhaya | CPA. No. 4713 and/or  |
| 4.) Ms.Nonglak Pattanabandith          | CPA. No. 5897 and/or  |
| 5.) Mr. Komin Linphrachaya             | CPA. No. 3675 and/or  |
| 6.) Mr. Worapol Wiriyakulapong         | CPA. No. 11181 and/or |
| 7.) Mr. Pojana Asavasontichai          | CPA. No. 4891 and/or  |
| 8.) Mr. Wichian Proongpanish           | CPA. No. 5851 and/ or |
| 9.) Miss Kojchamon Sunhuan             | CPA. No. 11536 and/or |
| 10.) Mr. Kraisaeng Thiranulak          | CPA. No. 5428         |

The Auditors No. 1 - 10 in the above-mentioned list shall be the Company's auditor and fix audit fee for the year 2022 at Baht 1,634,000. In the event 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 their duties on their behalf. Audit Committee

The Audit Committee  
TWZ Corporation Public Company Limited


**Profile of the nominated persons for consideration and election to be directors  
in replacement of those who are retired by rotation**

<b>Name</b>	<b>Mr. Puttachat Rungkasiri</b>		
<b>Age</b>	56 years		
<b>Position</b>	Director and Chairman		
<b>Shareholding</b>	8.79%		
<b>Number of years as director</b>	17 years (2005 – Present)		
<b>Highest Education</b>	Bachelor of Accounting and Commerce, Chulalongkorn University		
<b>Director Training</b>	Director Accreditation Program (DAP) Class 41/2005 Thai Institute of Directors Association (IOD)		
<b>Working Experiences</b>	2013-Present	Chairman of TWZ Corporation Plc.	
	2013-Present	Director of Piyachat Co., Ltd.	
	2016-2019	Director of Gear Corporation Co., Ltd.	
	2016-2018	Director of Mastech Tool and Service Co., Ltd.	
<b>Director/Management</b>	◆ Listed Company	- None -	
<b>Position in other companies</b>	◆ Non-listed Company	1 Company	
	◆ Other companies that compete with/relate to the Company	- None -	
<b>Attend of Meeting in 2021</b>	◆ The Board of Directors Meeting	10/10 times	
	◆ AGM 2021	2/2 times	
	◆ EGM 1/2021	2/2 times	
	◆ EGM 2/2021	1/1 times	
<b>Illegal Record in past 10 year</b>	- None -		
<b>Relationship with Management</b>	- Brother, Assistant Professor Dr. Tippakorn Rangkasiri, Company Director		

**Note :**

The committee has considered that the candidates to be nominated have qualifications, knowledge, abilities, experience in various fields. and being virtuous and ethical and in accordance with the relevant rules

**Profile of the nominated persons for consideration and election to be directors  
in replacement of those who are retired by rotation**


<b>Name</b>	<b>Mr. Bundal Udol</b>		
<b>Age</b>	55 years		
<b>Proposing to be</b>	Independent Director and Member of Audit Committee		
<b>Shareholding</b>	None		
<b>Number of years as director</b>	9 years (2013 – Present)		
<b>Highest Education</b>	Bachelor of Engineering (Mechanical Engineering), Kasetsart University		
<b>Director Training</b>	Director Accreditation Program (DAP) Class 41/2005 Thai Institute of Directors Association (IOD)		
<b>Working Experiences</b>	2019-Present	Member of Audit Committee of TWZ Corporation Plc.	
	2013-Present	Independent Director of TWZ Corporation Plc.	
	1991-Present	Captain, Thai Airways International Plc.	
	2005-2008	Director and Member of Executive Committee, TWZ Corporation Plc.	
<b>Director/Management</b>	◆ Listed Company	- None -	
<b>Position in other companies</b>	◆ Non-listed Company	- None -	
	◆ Other companies that compete with/relate to the Company	- None -	
<b>Attend of Meeting in 2021</b>	◆ The Board of Directors Meeting	10/10 times	
	◆ AGM 2021	2/2 times	
	◆ EGM 1/2021	2/2 times	
	◆ EGM 2/2021	1/1 times	
<b>Illegal Record in past 10 year</b>	- None -		
<b>Relationship with Management</b>	- None -		

**Note :**

The Board of Directors has considered that the persons nominated to be independent directors will be able to express their opinions independently and in accordance with the relevant rules.



**Profile of the nominated persons for consideration and election to be directors  
in replacement of those who are retired by rotation**

<b>Name</b>	<b>Mr. Montree Kailerdsin</b>		
<b>Age</b>	59 years		
<b>Proposing to be</b>	Independent Director and Member of Audit Committee		
<b>Shareholding</b>	None		
<b>Number of years as director</b>	8 months (August 13, 2021 - Present)		
<b>Highest Education</b>	Bachelor Degree in Accounting, Sukhothai Thammathirat Open University		
<b>Director Training</b>	None		
<b>Working Experiences</b>	August 13, 2021 – Present	-	Member of the Audit Committee TWZ Corporation Public Company Limited
	2013 – 2017	-	Chairman of the Internal Audit Committee Union Thai Honda Cooperative
	2012 – 2020	-	Certified Public Accountant (CPA) Tax Auditor (TA)
	2007 – 2013	-	Member of the Internal Audit Committee Union Thai Honda Cooperative
<b>Director/Management</b>	◆	Listed Company	- None -
<b>Position in other companies</b>	◆	Non-listed Company	- None -
	◆	Other companies that compete with/relate to the Company	- None -
<b>Attend of Meeting in 2021</b>	◆	The Board of Directors Meeting	2/10 times
	◆	AGM 2021	0/2 times
	◆	EGM 1/2021	0/2 times
	◆	EGM 2/2021	1/1 times
<b>Illegal Record in past 10 year</b>	- None -		
<b>Relationship with Management</b>	- None -		

**Note :**

The Board of Directors has considered that the persons nominated to be independent directors will be able to express their opinions independently and in accordance with the relevant rules.

**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, its 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 or 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

<b>Name</b>	<b>Mr. Phongcharn Samphaongern</b>	
<b>Age(year)</b>	63	
<b>Position</b>	Independent Director and Chairman of Audit Committee	
<b>Number of years as Director</b>	2 years (2020-Present)	
<b>Shareholding</b>	None	
<b>Highest Education</b>	Master of Public Administration Program - National Institute of Development Administration	
<b>Director Training</b>	Director Accreditation Program (DAP) Class 43/2005	
<b>Working Experiences</b>		

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.
2019-2019	Acting Managing Director of Small And Medium Enterprise Development Bank Of Thailand
2017-2019	Deputy Managing Director of Small And Medium Enterprise Development Bank Of Thailand
2013-2016	Assistant Managing Director of Small And Medium Enterprise Development Bank Of Thailand
2010-2010	Senior Vice President of Small And Medium Enterprise Development Bank Of Thailand

<b>Illegal Record in past 10 year</b>	- None -
<b>Relationship with Management</b>	- None -
<b>Conflict of interest in the agenda</b>	-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

## 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 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:

- (1) 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.

### Terms and Conditions for Meeting Attendance via Inventech Connect

To attend the Annual General Meeting of Shareholders 2022 of TWZ Corporation Public Company Limited via Inventech Connect, please thoroughly study and fully observe the terms and conditions stated below.

#### **1. Filing of request for meeting registration and attendance via Inventech Connect**

1.1 Shareholders/proxies intending to attend the meeting are required to file a request to attend the meeting via Inventech Connect. In doing so, all required personal data and relevant documents as indicated in the notice of the general meeting of shareholders of the Company must be duly and completely provided in support of the identity verification of shareholders/proxies.

The Company reserves the right to accept requests for meeting attendance via Inventech Connect from shareholders who are, as of the record date announced by the Company, eligible to attend the Annual General Meeting of Shareholders 2022.

1.2 In filing the request stated in 1.1 above, shareholders/proxies hereby affirm that all information provided is complete and correct, and acknowledge that the Company reserves the right to proceed with relevant verification. Should findings from such verification give grounds for doubts about the validity of relevant information or documents, the Company may at its discretion proceed with any actions, which include but are not limited to the rejection of their requests and the suspension of their meeting attendance rights, to ensure compliance of the meeting with applicable laws and the Company's rules and regulations.

1.3 Shareholders may file a meeting attendance request from 31 March 2022 during 8.30 hrs. – 17.00 hrs. (only on business days) until the adjournment of the meeting.

#### **2. Meeting attendance and voting via Inventech Connect**

2.1 After the meeting attendance request filed each shareholder/proxy has been approved, a username and a password will be sent to the e-mail address specified by the shareholder/proxy during the request filing stated in 1.1 above. Kindly note that such username and password are considered personal data of shareholders/proxies. Therefore, shareholders/proxies shall be accountable for the confidentiality of such information and shall disclose the username and password provided by the Company to any other parties.



- 2.2 The rights to attend and vote at the meeting are personal rights of shareholders/proxies. As each username can log into Inventech Connect only from one device at a time, shareholder/proxies shall keep the username and password only for their own and sole use without allowing other parties to use their username and password. The Company shall not be responsible for any damage arising from or in consequence of non-compliance of shareholders/proxies with these terms and conditions.
- 2.3 With regard to voting via Inventech Connect, shareholders/proxies may opt for advance voting on all agenda items or for live voting. However, shareholders/proxies must remain logged in throughout the session of such agenda item(s) and are required to cast their votes on each agenda item prior to its close of voting. Shareholders/proxies who leave the meeting (log-out) prior to the close of voting of any agenda item will not be counted toward the quorum for such agenda item and their votes will be annulled for such agenda item. Nonetheless, log-out during any agenda items does not bar the rights of shareholders/proxies to re-login or vote on remaining agenda items.
- 2.4 To make inquiries or express opinions, shareholders/proxies may press the microphone button on the screen and then type their name, surname, status (proxy/shareholder), followed by their questions and/or opinions. The questions and/or opinions raised by shareholders/proxies must be related to items on the meeting agenda. Suggestions and questions that are irrelevant to any items on the meeting agenda may be presented during the open session at the end of the meeting. The Company reserves the right to provide answers and clarifications in response to matters that are relevant to the items on the meeting agenda only.
- 2.5 In the event that audiovisual communication is used as a means for shareholders/proxies to raise their questions and/or opinions, shareholders/proxies give consent that the Company may create, use and distribute video and audio records of shareholders/proxies for the benefit of the electronic meeting and relevant documentation. For the effectiveness of the meeting facilitation and time management, each shareholder/proxy should finish their questions and/or opinions within five minutes and the Company reserves the right to limit the number of shareholders/proxies presenting their questions and/or opinions to the meeting via the audiovisual communication as deemed appropriate. In addition, the Company reserves the right to terminate any inquiries and/or opinions that are considered profanity, intimidation, harassment, obscenity, or violation of laws or rights of others.
- 2.6 If there are any shareholders/proxies who cause disturbance to the meeting or nuisance to other meeting participants during the meeting, the Company reserves the right to revoke the meeting attendance rights of such shareholders/proxies and to immediately remove them from the system without prior notice.

### 3. Personal data

- 3.1 The Company will collect, use and process personal data of shareholders and proxies in support of rights and identity verification, meeting attendance, voting, and meeting minutes preparation. The Company will also collect, use, distribute and create video and audio records of shareholders and proxies for the benefit of the meeting. Shareholders and proxies may further study the Privacy Policy Notice on the Company's website [www.twz.co.th](http://www.twz.co.th) to understand how the Company collects, uses and discloses personal data and the data owner's legitimate rights under the Personal Data Protection Law. Shareholders and proxies who have provided personal data of third parties shall be accountable for notifying such third parties the details about the collection, use and disclosure of personal data and rights according to the Privacy Policy Notice.
- 3.2 Personal data will be retained by the Company according to the data retention period prescribed by laws but no longer than 10 years. Such personal data will be erased/destroyed upon the end of the data retention period.

### 4. Other terms and conditions

- 4.1 Contents, including video and audio records, of this meeting are intellectual property of the Company as the sole owner. Recording, extraction, copying, use, and distribution of contents, including video and/or audio records, of the meeting by any means are strictly prohibited, and the Company reserves the right to take legal actions against any breaches of such prohibitions.
- 4.2 In the event that shareholders/proxies use any systems related to the meeting via Inventech Connect in any manners which violate the terms and conditions stated herein or any other stipulations of the Company for this meeting and therefore potentially cause damages or losses to the Company in any manners whatsoever, such shareholders/proxies shall be liable for fully compensating the Company for all costs and expenses arising from litigation initiated by any third parties and litigation initiated by the Company against them or violators.
- 4.3 The Company reserves the rights to deny access to this meeting by shareholders/proxies who do not agree to comply with the terms and conditions stated herein and to terminate access to this meeting by shareholders/proxies who do not follow the terms and conditions stated herein or the decisions of the chairman of the meeting.

4.4 Shareholders/proxies acknowledge that the audio and video quality of the meeting will vary with the internet network, data transmission and connectivity, and devices of shareholders/proxies. Shareholders/proxies agree that if they cannot attend the meeting due to any reasons that are beyond the Company's control, they will not make any claims nor take any actions to impose responsibilities on the Company.

Department of Business Development Ministry of Commerce There prepared a proxy form for shareholders who cannot attend the Meeting and a proxy may be appointed to the other person or independent directors. The shareholders to choose 3 types of proxy forms as follows:

1. Proxy Form A (General Appointment)
2. Proxy Form B (Specific Voting Appointment)
3. Proxy Form C (Only foreign shareholders as registered in the registration book who have custodian in Thailand)

In the General Meeting of Shareholders for the year 2022, if you can not attend the meeting. You can appoint another person to attend the meeting or appoint an independent director for attend this meetings.

As shareholder who wants to appoint an independent director, his/her proxy shall send the proxy being prepared and executed in accordance with the rules mentioned above to Company Secretary TWZ CORPORATION PLC. 269 Ratchadapisek Rd., Ratchadapisek, Din Daeng, Bangkok 10400 within April 7, 2022.

**For more information, Please see the topic : Note on document and evidence identifying shareholders or proxies eligible to register, attend, vote at the meeting and Guidelines for attending of Electronic Meeting by Inventech Connect shown in Attachment 7 and Attachment 9.**

Duty Stamp  
20 Baht

Proxy Form A

Written at.....

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

(1) I/We.....Nationality.....  
Located at No.....Road.....Sub-District.....  
District.....Province.....Postal Code.....

(2) being a share holder of TWZ Corporation Public Company Limited

holding the total amount of..... shares and the voting right equals to.....votes as follows  
ordinary share.....shares equal to voting right.....votes

(3) Hereby appoint

Mr./ Mrs./ Miss.....Age.....Years  
Located at No.....Road.....Sub-District.....  
District.....Province.....Postal Code.....

Or assign a proxy to the Independent Director

Mr. Phongcharn Samphaongern Age 63 Years  
269 Ratchadapisek Rd., Ratchadapisek, Din Daeng Bangkok

Anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting of shareholders For 2022 on Monday, April 8, 2022 at 10.00 by conducting a meeting via electronic media (E-AGM) 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, Din Daeng, Bangkok 10400 or on the date and at the place as may be postponed or changed.

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.

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

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

Remarks:

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.

Duty Stamp  
20 Baht

Proxy Form B

Written at.....

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

(1) I/We.....Nationality.....  
Located at No.....Road.....Sub-District.....  
District.....Province.....Postal Code.....

(2) being a share holder of TWZ Corporation Public Company Limited

holding the total amount of..... sharesand the voting right equals to.....votes as follows  
ordinary share.....shares equal to voting right.....votes

(3) Hereby appoint

Mr./ Mrs./ Miss.....Age.....Years  
Located at No.....Road.....Sub-District.....  
District.....Province.....Postal Code.....

Or assign a proxy to the Independent Director

Mr. Phongcharn Samphaongern Age 63 Years  
269 Ratchadapisek Rd., Ratchadapisek, Din Daeng Bangkok

Anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting of shareholders For 2022 on Monday, April 8, 2022 at 10.00 a.m. by conducting a meeting via electronic media (E-AGM) 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, Din Daeng, Bangkok 10400 or on the date and at the place as may be postponed or changed.

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

**Agenda 1 Matters to be informed.**

As this item is for information to shareholders, there will be no voting.

**Agenda 2 Consideration and adopt Minutes of the Extraordinary General Meeting of Shareholders 2/2021**

- (1) The proxy holder shall vote independently as to his/ her consideration.  
 (2) The proxy holder shall vote according to the shareholder's requirement as follows:  
 Approve  Disapprove  Abstain

**Agenda 3 Acknowledgement the Board of Directors' reports on the company's operating results for the year 2021.**

As this item is for information to shareholders, there will be no voting.

**Agenda4 Consideration and approval of Balance Sheet and Income Statement for the year ended December 31, 2021.**

- (1) The proxy holder shall vote independently as to his/ her consideration.
- (2) The proxy holder shall vote according to the shareholder's requirement as follows:
  - Approve       Disapprove       Abstain

**Agenda 5 Consideration and approval of the retained earnings as investment funds for business expansion of the company and Omitted dividend payment for the year 2021.**

- (1) The proxy holder shall vote independently as to his/ her consideration.
- (2) The proxy holder shall vote according to the shareholder's requirement as follows:
  - Approve       Disapprove       Abstain

**Agenda 6 Consideration and approval of the appointment of the company's auditor and fix audit fee for the year 2022.**

- (1) The proxy holder shall vote independently as to his/ her consideration.
- (2) The proxy holder shall vote according to the shareholder's requirement as follows:
  - Approve       Disapprove       Abstain

**Agenda 7 Consideration and approval of the appointment of directors to replace those who will retire by rotation.**

- (1) The proxy holder shall vote independently as to his/ her consideration.
- (2) The proxy holder shall vote according to the shareholder's requirement as follows:
  - Approve the appointment of all directors
    - Approve       Disapprove       Abstain
  - Approve the appointment of certain directors as follows:
    - 1.) Mr. Puttachat Rungkasiri      Director and Chairman
      - Approve       Disapprove       Abstain
    - 2.) Mr. Bundal Udol      Independent Director and Member of Audit Committee
      - Approve       Disapprove       Abstain
    - 3.) Mr. Montree Kailerdsin      Independent Director and Member of Audit Committee
      - Approve       Disapprove       Abstain

**Agenda 8 Consideration and approval of the directors' remuneration for the year 2022.**

- (1) The proxy holder shall vote independently as to his/ her consideration.
- (2) The proxy holder shall vote according to the shareholder's requirement as follows:
  - Approve       Disapprove       Abstain

**Agenda 9 Consideration of any other business (if any).**

- (1) The proxy holder shall vote independently as to his/ her consideration.
- (2) The proxy holder shall vote according to the shareholder's requirement as follows:
  - Approve       Disapprove       Abstain

(5) 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) 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 agenda 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.

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.

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

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

Remarks:

1. 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.
2. 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.
3. 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.



Attachment to Proxy Form B

The Proxy of the shareholder of **TWZ Corporation Public Company Limited**

For the Annual General Meeting of shareholders For 2022 on Monday, April 8, 2022 at 10.00 a.m. by conducting a meeting via electronic media (E-AGM) 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, Din Daeng, Bangkok 10400 or on the date and at the place as may be postponed or changed.

Agenda.....Subject.....

- (1) The proxy holder shall vote independently as to his/ her consideration.
- (2) The proxy holder shall vote according to the shareholder’s requirement as follows:
  - Approve       Disapprove       Abstain

Agenda.....Subject.....

- (1) The proxy holder shall vote independently as to his/ her consideration.
- (2) The proxy holder shall vote according to the shareholder’s requirement as follows:
  - Approve       Disapprove       Abstain

Agenda.....Subject.....

- (1) The proxy holder shall vote independently as to his/ her consideration.
- (2) The proxy holder shall vote according to the shareholder’s requirement as follows:
  - Approve       Disapprove       Abstain

I/ We certified that the information contained in this Attachment to Proxy Form is complete and true.

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

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

### Proxy Form C

Written at.....

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

(1) I/We.....Nationality.....  
Located at No.....Road.....Sub-District.....  
District.....Province.....Postal Code.....

(2) being a share holder of TWZ Corporation Public Company Limited

Holding the total amount of.....shares and the voting right equals to.....votes as follows  
ordinary share.....shares equal to voting right.....votes

(3) Hereby appoint

Mr./ Mrs./ Miss.....Age.....Years  
Located at No.....Road.....Sub-District.....  
District.....Province.....Postal Code.....

Or assign a proxy to the Independent Director

Mr. Phongcharn Samphaongern Age 63 Years  
269 Ratchadapisek Rd., Ratchadapisek, Din Daeng Bangkok

Anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting of shareholders For 2022 on Monday, April 8, 2022 at 10.00 a.m. by conducting a meeting via electronic media (E-AGM) 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, Din Daeng, Bangkok 10400 or on the date and at the place as may be postponed or changed.

(4) I/ We would like to grant proxy holder to attend and vote in the Meeting as follows:

Grant proxy the total amount of shares holding and entitles to vote.  
 Grant partial shares of  Ordinary share..... shares entitled to voting right.....votes

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

#### Agenda 1 Matters to be informed.

As this item is for information to shareholders, there will be no voting.

#### Agenda 2 Consideration and adopt Minutes of the Extraordinary General Meeting of Shareholders 2/2021

- (1) The proxy holder shall vote independently as to his/ her consideration.  
 (2) The proxy holder shall vote according to the shareholder's requirement as follows:  
 Approve  Disapprove  Abstain

**Agenda 3 Acknowledgement the Board of Directors' reports on the company's operating results for the year 2021.**

As this item is for information to shareholders, there will be no voting.

**Agenda4 Consideration and approval of Balance Sheet and Income Statement for the year ended December 31, 2021.**

- (1) The proxy holder shall vote independently as to his/ her consideration.
- (2) The proxy holder shall vote according to the shareholder's requirement as follows:
  - Approve       Disapprove       Abstain

**Agenda 5 Consideration and approval of the retained earnings as investment funds for business expansion of the company and Omitted dividend payment for the year 2021.**

- (1) The proxy holder shall vote independently as to his/ her consideration.
- (2) The proxy holder shall vote according to the shareholder's requirement as follows:
  - Approve       Disapprove       Abstain

**Agenda 6 Consideration and approval of the appointment of the company's auditor and fix audit fee for the year 2022.**

- (1) The proxy holder shall vote independently as to his/ her consideration.
- (2) The proxy holder shall vote according to the shareholder's requirement as follows:
  - Approve       Disapprove       Abstain

**Agenda 7 Consideration and approval of the appointment of directors to replace those who will retire by rotation.**

- (1) The proxy holder shall vote independently as to his/ her consideration.
- (2) The proxy holder shall vote according to the shareholder's requirement as follows:
  - Approve the appointment of all directors
    - Approve       Disapprove       Abstain
  - Approve the appointment of certain directors as follows:
    - 1.) Mr. Puttachat Rungkasiri      Director and Chairman
      - Approve       Disapprove       Abstain
    - 2.) Mr. Bundal Udol      Independent Director and Member of Audit Committee
      - Approve       Disapprove       Abstain
    - 3.) Mr. Montree Kailerdsin      Independent Director and Member of Audit Committee
      - Approve       Disapprove       Abstain

**Agenda 8 Consideration and approval of the directors' remuneration for the year 2022.**

- (1) The proxy holder shall vote independently as to his/ her consideration.
- (2) The proxy holder shall vote according to the shareholder's requirement as follows:
  - Approve       Disapprove       Abstain

**Agenda 9 Consideration of any other business (if any).**

- (1) The proxy holder shall vote independently as to his/ her consideration.
- (2) The proxy holder shall vote according to the shareholder's requirement as follows:
  - Approve       Disapprove       Abstain

(6) 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.

(7) 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.

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.

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

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

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

Attachment to Proxy Form C

The Proxy of the shareholder of **TWZ Corporation Public Company Limited**

For the Annual General Meeting of shareholders For 2022 on Monday, April 8, 2022 at 10.00 a.m. by conducting a meeting via electronic media (E-AGM) 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, Din Daeng, Bangkok 10400 or on the date and at the place as may be postponed or changed.

Agenda.....Subject.....

- (1) The proxy holder shall vote independently as to his/ her consideration.
- (2) The proxy holder shall vote according to the shareholder's requirement as follows:
  - Approve       Disapprove       Abstain

Agenda.....Subject.....

- (1) The proxy holder shall vote independently as to his/ her consideration.
- (2) The proxy holder shall vote according to the shareholder's requirement as follows:
  - Approve       Disapprove       Abstain

Agenda.....Subject.....

- (1) The proxy holder shall vote independently as to his/ her consideration.
- (2) The proxy holder shall vote according to the shareholder's requirement as follows:
  - Approve       Disapprove       Abstain

I/ We certified that the information contained in this Attachment to Proxy Form is complete and true.


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

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

## Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

### Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://inet.inventech.co.th/TWZ081245R> or scan QR Code  follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting.
- 2 Shareholders choose to file a request form.
- 3 Fill in the information shown on the registration page.
- 4  agree to the Requirements for Meeting Attendance via the Inventech Connect.
- 5 Click "Request" button.
- 6 Please wait for an email from the officer informing you of meeting details and Username & Password.

**\*\* 1 email account per 1 shareholder ID\*\***

2. 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 31 March 2022 at 8:30 a.m. and shall be closed on 8 April 2022 Until the end of the meeting.
3. The electronic conference system will be available on 8 April 2022 at 8:00 a.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.

### Appointment of Proxy to the Company's Directors

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 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

### If you have any problems with the software, please contact Inventech Call Center



02-931-9138



The system available during 31 March – 8 April 2022 at 08.30 a.m. – 05.30 p.m.

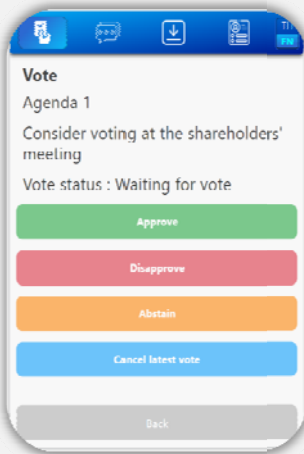
**(Specifically excludes holidays and public holidays)**


## Step for registration for attending the meeting (e-Register)




- 1 Click registration link URL from email approved.
- 2 Get Username and Password that you received from your email or request OTP to login.
- 3 Click "Login" button
- 4 Click "REGISTER" button the system has already registered and counted as a quorum.

## Step voting process (e-Voting)







- 1 Click on menu "Voting" or symbol 
- 2 Select which agenda that you want to vote.
- 3 Click the voting button as you choose.
- 4 The system will display status your latest vote.

To cancel the last vote, please press the button  (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results are closed.

## Step to ask questions via InvenTech Connect



- Click "Ask a question" on menu or symbol 
- 1 Ask a question via send the question.
  - Select which agenda that you want to ask.
  - Type the question then click "Send" 
- 2 Ask a question by recording
  - Select which agenda that you want to ask.
  - Click "Microphone" button or symbol 
  - Then say the question you want to ask.
  - When you want to stop record, press the sound recording symbol.
  - Click "Send" button or symbol 

## How to use InvenTech Connect



1 User Manual via-Request



2 User Manual InvenTech Connect

**Note** Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements

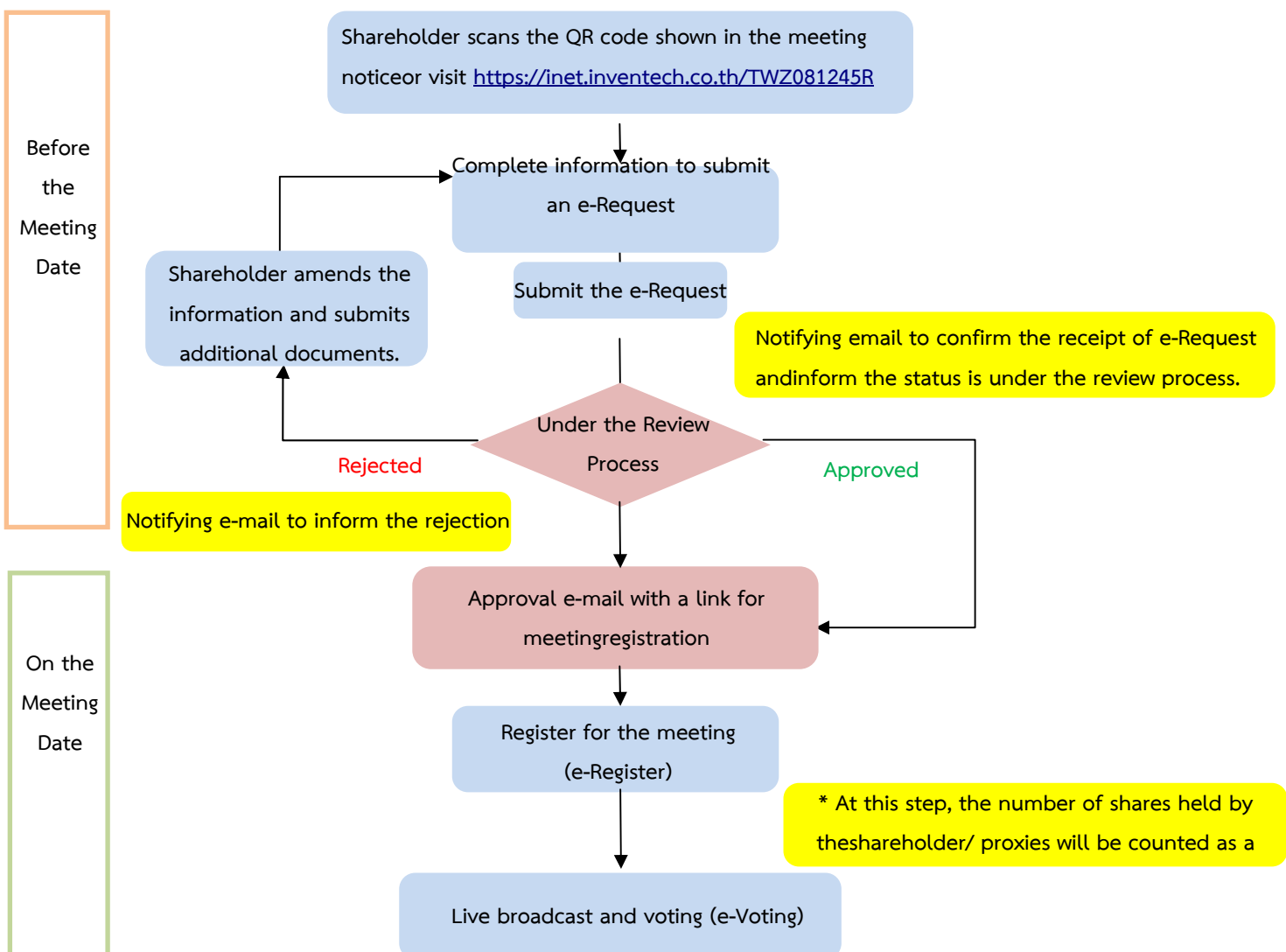
- High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
- High Quality Video: Must be have internet speed at 1.0 Mbps.
- Standard Quality Video : Must be have internet speed at 0.5 Mbps.

2. Equipment requirements.

- Smartphone/Tablet that use IOS or android OS.
- PC/Laptop that use Windows or Mac OS.

3. Requirement Browser Firefox or Chrome (Recommend) or Safari\*\* The system does not supported internet explorer.

Flowchart for the Meeting Attendance via e-Meeting



**Note**

1. For a proxy appointed by multiple shareholders:

- Such proxy may press the "Switch Account" button to log into other accounts, and the votes and the meeting quorums of previously used accounts will still be included as the base number of votes.

2. Leaving the meeting

- Meeting participants may press the "Leave Meeting" button to leave the meeting. As such, the votes of shareholders/proxies will be annulled for the remaining agenda items that have not yet been voted on.



**Using the QR Code for download  
One Report and Invitation to the 2022 Annual General Meeting of Shareholders**

The Stock Exchange of Thailand by Thailand Securities Depository Co., Ltd., as a securities registrar, has developed a system for companies listed on the SET to submit documents of shareholders' meetings and annual reports in electronic format via QR code. Code) To shareholders to conveniently and quickly view information, shareholders can download information via QR Code (as shown in Enclosure No. 2) by following the steps below.

**For iOS system (iOS 11 and above)**

1. Turn on camera on the phone.
2. Scan (point the camera on your phone) at the QR Code.
3. The screen will have a message (Notification) come up to the top, click on that message to view the meeting information

Note:

If there is no message (Notification) on mobile, shareholders can scan QR Code from other applications such as QR CODE READER, Facebook and Line, etc.

**For android system**

1. Open the QR CODE READER application, Facebook, or Line.  
Procedure for scanning QR Code via Line  
→ Go to Line and select add friend. → Select QR Code → Scan QR Code
2. Scan QR Code to view the meeting information.

**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.

1. 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.
2. 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:

1. 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 in accordance with the objectives prescribed earlier. The Company also stores the personal 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 <https://www.twz.co.th> 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.

**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](mailto:secretary@twz.co.th)