

TQMalpha

Invitation to attend the Annual General Meeting of Shareholders for the year 2024

TQM Alpha Public Company Limited

Wednesday 24 April 2024 at 02.00 p.m.

Hybrid Meeting at Main Meeting room

123 Lat Pla Khao Road, Chorakhe Bua, Lat Phrao, Bangkok 10230

Registration at the meeting venue and
access to the e-AGM system will commence at 12:30 p.m.

- Shareholders or proxies who wish to attend the 2024 Annual General Meeting of Shareholders are kindly requested to submit their response form in accordance with the details provided in the invitation letter ([Enclosure 8](#)) no later than 19 April 2024.
- For those attending the meeting in person, please bring the registration form and your original ID card to the meeting venue for registration purposes, to facilitate the process and ensure efficiency.
- For those attending the meeting via electronic media (e-AGM), please prepare the information according to the details in the enclosed invitation letter ([Enclosure 10](#)) for use in the meeting.

In order to comply with the campaign guidelines set by the supervisory agency, the distribution of souvenirs, snacks and food has been discontinued.

-Translation-

No. TA0010367

26 March 2024

Subject Notice of the 2024 Annual General Meeting of Shareholders.

To Shareholders of TQM Alpha Public Company Limited.

Enclosures

1. Copy of Minutes of the 2023 Annual General Meeting of Shareholders.
(Enclosure for Agenda 1)
2. The 2023 Annual Registration Statement / Annual Report (Form 56-1 One Report) and Financial Statements for the year ended 31 December 2023 in QR Code link.
(Enclosure for Agenda 2 - 4)
3. Brief personal profile of directors who are due to retire by rotation and nominated to be re-elected. *(Enclosure for Agenda 5)*
4. The Company's definition of Independent Directors and Information of the Company's Independent Directors for proxy granting.
5. The Company's Articles of Association relating to the shareholders' meeting.
6. Details of evidence required for shareholders or proxy to register, attend and vote the meeting
7. Acceptance for the invitation to the meeting
8. Procedures for physically attending the 2023 Annual General Meeting of Shareholders at the meeting location.
9. Rules for attending the shareholders' meeting via electronic media (e-AGM)
10. Proxy Form. (Form A, Form B and Form C)
11. Personal Data Protection Notice (PDPA)
12. Map of the meeting venue and delivery of proxy documents

The Board of Directors' meeting of TQM Alpha Public Company Limited held on 27 February 2024 resolved to call for the 2024 Annual General Meeting of Shareholders on Wednesday 24 April 2024 at 02.00 p.m. at Main Meeting room of TQM Alpha Public Company Limited, 123 Lat Pla Khao Road, Chorakhe Bua Subdistrict, Lat Phrao District, Bangkok 10230, The Company has added a way to join the meeting in the form of a hybrid system (Hybrid Meeting) (You can choose to attend the meeting either e-AGM or participate in the

Company's meeting room). The meeting will be conducted by broadcasting live through the ZOOM program which is used as a meeting place as well.

The Company has set the agenda of the meeting to consider various matters according to the agenda and the Board of Directors' opinions as follows:

Agenda 1 To certify the minutes of the 2023 Annual General Meeting of the Shareholders held on 25 April 2023

Objectives and Rationale: The Company has facilitated the 2023 Annual General Meeting of Shareholders on 25 August 2023 as the detail in Minutes of Annual General Meeting of Shareholders attached.

Board of Directors' Opinion: The said Minutes were correct according to the resolutions of the Shareholders' Meeting, therefore, considered to propose the said Minutes to the 2024 Annual General Meeting of Shareholders to certify. (*Enclosure 1*)

Resolution: This agenda's resolution must be approved by a majority of the total number of votes of the Shareholders who attend the meeting and cast their votes.

Agenda 2 To consider and acknowledge the operating results of the Company in the year 2023

Objectives and Rationale: The Company has summarized the operating results and the major changes of the company for the year 2023 as presented in the 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report).

Board of Directors' Opinion: After due consideration, the Board considered to propose to The Shareholders' Meeting the operating results and the major changes of the company for the year 2023 as presented in the 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report). (*Enclosure 2*)

Resolution: This matter is for the Shareholders' information and acknowledgement and does not require voting.

Agenda 3 To consider and approve the financial statements for the year ended 31 December 2023

Objectives and Rationale: This matter is proposed for the Shareholders' consideration and approval in accordance with Section 112 of the Public Limited Companies Act B. E. 2535. The Company has duly prepared the balance sheet and income statement for the year ended 31 December 2023. Such financial statements have been audited and certified by Company's Auditors to be proposed to Shareholders'

Meeting. The company has sent such the financial statements for the year ended 31 December 2023 to Shareholders along with AGM Invitation.

THB:MB

Financial Position	Consolidated
	As at 31 December 2023
Total Assets	5,459.40
Total Liabilities	2,185.32
Total Revenues	3,720.70
Net Profit	859.58
Profit per Share (Baht/Share)	1.36

Audit Committee's Opinion: The Audit Committee considered and reviewed the Company's financial statements for the year ended on 31 December 2023 audited and signed by auditor of KPMG Phoomchai Audit Ltd. and agreed that the said statements were accurate and credible, then considered that the board of directors to propose the said statement to the shareholders' meeting for approval the said financial statements.

Board of Directors' Opinion: After due consideration, the board considered to propose to the Shareholders' Meeting to approve the Financial Statements ended 31 December 2023 which was audited by company's auditors, KPMG Phoomchai Audit Ltd. and reviewed by the Audit Committee as presented in the 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report). (*Enclosure 2*)

Resolution: This agenda's resolution must be approved by a majority of the total number of votes of the Shareholders who attend the meeting and cast their votes.

Agenda 4 To consider and approve the allocation of profit for the year 2023 and dividend payment

Objectives and Rationale: in compliance with the Public Limited Company Act B.E. 2535 and the Company's Articles of Association stated that Shareholders' Meeting considers the appropriation of net income and dividend payment of the year. The board of directors shall payout the interim dividend to shareholders upon the company has enough profit to do so and after doing so the board of directors shall report to the next Shareholders' Meeting. Section 116 and Articles of Association No.46 stated that the Company shall appropriate net income as legal reserved not less than 5 percent of net income of the year after deduction of retained losses (if any) until the legal reserve not less than 10 percent of registered capital that the Company has fully reserved by law.

In addition, the company has a policy to pay dividends at a rate of not less than 50 percent of net income after tax, legal reserved and reserved funds regulated by law as presented in the 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report). (*Enclosure 2*)

Board of Directors' Opinion: The Board recommends the Meeting to consider and approve the dividend payment from 1 January 2023 – 31 December 2023. The company has a net profit after deducting corporate income tax of 647 million baht (Six hundred and forty-seven million baht) according to the company's separated financial statements. The company has already paid interim dividends on 6 September 2023 at a rate of 0.50 baht per share, totaling 300 million baht (Three hundred million baht). There is still unallocated retained earnings of 478 million baht (Four hundred seventy-eight million baht) as of 31 December 2023, which, upon consideration, is sufficient to pay dividends to shareholders. Therefore, the company proposes that the board of directors approve the payment of dividends for the fiscal year from 1 January 2023, to 31 December 2023, from the company's financial statements and retained earnings at a rate of 0.50 baht per share, for 600 million shares, totaling 300 million baht (Three hundred million baht). The company will deduct a withholding tax of 10 percent or 0.05 baht per share from the dividend payment. Shareholders will receive a net dividend payment of 0.45 baht per share in cash.

This dividend payment is in accordance with the Company's Dividend Policy. The Company has completed the retain earnings as regulated by laws and sets the Record Date to be on 13 March 2024 (Posting of XD sign or ex-dividend date is 12 March 2024) and will make a payment on 10 May 2024 The right to receive dividend is unconfirmed, unless approved by the Shareholders' meeting.

Table of Dividend Payout Compared to the previous year as follows

Payment Detail	2023	2022	2021
Net profit on Separate Financial Statement (baht)	647,007,511	714,197,554	774,575,888
Issued and paid-up share capital (share)	600,000,000	600,000,000	300,000,000
Interim Dividend (baht/share)	0.5	0.70	1.45
Payment Date	8 September 2023	9 September 2022	9 September 2021
Issued and paid-up share capital (share)	600,000,000	600,000,000	600,000,000*
Dividend from Performance (baht/share)	0.5	0.5	0.5
Payment Date	10 May 2024	12 May 2023	12 May 2022
Total Dividend Payment (Baht)	600,000,000	720,000,000	735,000,000
Dividend Payout Ratio (%)	92.73	100.81	94.89

Remark : * Referring to the Extraordinary General Meeting number 1/2564, held on 28 December 28, 2021, the resolution was to approve the change of par value from 1.00 baht to 0.50 baht, effective on January 13, 2022.

Resolution: This agenda's resolution must be approved by a majority of the total number of votes of the Shareholders who attend the meeting and cast their votes.

Agenda 5 To consider the election of directors in place of those retiring by rotation

Objectives and Rationale: Pursuant to Section 71 of the Public Limited Companies Act B.E. 2535 (1992) and Article 18 of Articles of Association of the Company, at every Annual General Meeting of Shareholders, one-third of the total number of directors shall retire. If the total number of directors cannot be

divided into one-third, the nearest number to one-third of the directors shall retire; the retired director may be re-appointed. For the first and second year after being listed the Company is to use voluntary retirement of directors; if the number of retired directors by voluntary retirement does not obtain the required number in the first section abovementioned; the Company shall draw a lottery to determine director retire. In subsequent year, the directors who have held the position for the longest term shall retire. Directors who retire by rotation are as follows

- | | | |
|-----|-------------------------|--|
| (1) | Dr. Unchalin Punnipa | Chairman of the Board of Directors / Chairman of Sustainability and Risk Management Committee |
| (2) | Mr. Marut Simasathien | Independent Director / Chairman of the Audit Committee / Member of Nomination and Remuneration Committee / Member of Sustainability and Risk Management Committee / Member of Corporate Governance Committee |
| (3) | Mr. Thana Thienachariya | Independent Director / Member of the Audit Committee |
| (4) | Mr. Ampon Oniam | Director / Member of Executive Committee |

The Company had facilitated shareholders to exercise their rights to nominate directorial candidates in advance during 29 September 2023 – 31 December 2023 via SET portal and company's website. However, no shareholders nominated directorial candidates during the period.

Nomination and Remuneration Committee's Opinion: The Nomination and Remuneration Committee, excluding the Director who is considered as having conflict of interest considered concerning company's benefit at best, qualifications, experiences and area of expertise of the retired directors to re-appoint three directors who retire by rotation, namely, (1) Dr. Unchalin Punnipa, (2) Mr. Marut Simasathien, (3) Mr. Thana Thienachariya and (4) Mr. Ampon Oniam. who will retire by rotation, to be directors (Independents Directors) for another term, including serving as the chairman and director in various subcommittees in the same positions as before. The individual nominated this time has undergone a review process outlined by the company and possesses the necessary qualifications in accordance with relevant regulations, making them suitable for the company's business operations. The individuals nominated in this round are independent directors with fully qualified independence, according to the definition of independent directors of the company, as per relevant laws.

Board of Directors' Opinion: The Board of Directors of the Company, agreeing with the Nomination and Remuneration Committee's recommendation, proposes that the Shareholders should consider re-appointing three directors who retire by rotation, including serving as the chairman and director in various subcommittees in the same positions as before, namely (1) Dr. Unchalin Punnipa, (2) Mr. Marut Simasathien, (3) Mr. Thana Thienachariya and (4) Mr. Ampon Oniam for another term. They are independent directors and

-serving as the chairman and director in various subcommittees in the same positions as before and the nominated persons have been screened or carefully considered. Given the reasons that those three directors have extensive knowledge and experience in businesses, leadership skills, visions and exquisite working profiles and being qualified for company's business. The individual nominated this time has undergone a review process outlined by the company and possesses the necessary qualifications in accordance with relevant regulations, making them suitable for the company's business operations. The board of directors has considered and found that the person nominated to serve as an independent director meets the qualifications required by relevant laws and regulations concerning independent directors. Therefore, it was deemed appropriate to propose to the shareholders' meeting to consider re-electing all three persons to be the Company's directors (independent directors) for another term.

The profiles of directors who retired by rotation and be nominated for another term, details as per *(Enclosure 3)*

Resolution: This agenda's resolution must be approved by a majority of the total number of votes of the Shareholders who attend the meeting and cast their votes.

Agenda 6 To consider the remuneration of directors

Objectives and Rationale: Pursuant to Section 90 of the Public Limited Companies Act B.E.2535, the company shall not pay or give any properties to directors unless remunerations stated in Articles of Association of the Company. Pursuant to Article 31 of Articles of Association of the Company, the directors shall have the rights to receive remuneration from the Company such as salary, rewards, meeting allowance, allowance, gratuity, bonus or other types of benefits in accordance with the Articles of Associations or as approved by the General Meeting of Shareholders by two third of the total number of votes of the Shareholders who attend the meeting and cast their votes which the remuneration of directors may be determined in a certain amount or put into specific criteria or may be scheduled from time to time or to be effective forever until the shareholders' meeting has a resolution to change otherwise. Abovementioned directors being company's employees or being employed by the company receiving remunerations and benefits as in the first paragraph of Article 31 remain the rights of receiving compensations and benefits as company's employees or person being employed by the company.

Opinion of Nomination and Remuneration Committee: After due consideration on the directors' and committee's remunerations upon the Company's strategy and long-term goal, experience, accountability, responsibility and the benefits expecting to receive from individual director compared to the same business industry.

Opinion of the Board of Directors: The Board of Directors proposed to the Shareholders' Meeting to approve the payment of the Director's and Committee's Remunerations for the year 2024. In accordance with Good Corporate Governance Policy, the board proposed to the Shareholders' Meeting to approve as per the remunerations stated in the table below

(1) Compensation for attending board meetings

The proposed meetings allowance for the Board of Directors and Subcommittees in 2024 remains the same as in 2023. The details are as follows:

• **Board of Directors**

Position	Director Type	Meeting Allowance per Time (Baht)	
		2023	2024 (Proposed)
Board of Director			
Chairman of the Board	Independent Director and Non-Executive Director	60,000	60,000
	Executive Director	50,000	50,000
Director	Independent Director and Non-Executive Director	40,000	40,000
	Executive Director	30,000	30,000

• **Subcommittees**

Position	Director Type	Meeting Allowance per Time (Baht)	
		2023	2024 (Proposed)
Audit Committee			
Chairman of Audit Committee	Independent Director	40,000	40,000
Member of Audit Committee	Independent Director	30,000	30,000
Sustainability and Risk Management Committee			
Chairman of Sustainability and Risk Management Committee	Independent Director and Non-Executive Director	40,000	40,000
	Executive Director	30,000	30,000
Member of Sustainability and Risk Management Committee	Independent Director and Non-Executive Director	30,000	30,000
	Executive Director	20,000	20,000
Nomination and Remuneration Committee			
Chairman of Nomination and Remuneration Committee	Independent Director and Non-Executive Director	40,000	40,000
	Executive Director	30,000	30,000
Member of Nomination and Remuneration Committee	Independent Director and Non-Executive Director	30,000	30,000
	Executive Director	20,000	20,000

Position	Director Type	Meeting Allowance per Time (Baht)	
		2023	2024 (Proposed)
Corporate Governance Committee			
Chairman of Corporate Governance Committee	Independent Director and Non-Executive Director	40,000	40,000
	Executive Director	20,000	20,000
Member of Corporate Governance Committee	Independent Director and Non-Executive Director	30,000	30,000
	Executive Director	20,000	20,000
Executive Committee			
Chairman of Executive Committee	Executive Director	- none -	- none -
Member of Executive Committee	Executive Director	- none -	- none -

(2) Other compensation

Other compensation	2023	2024 (Proposed)
Board of Director	<ul style="list-style-type: none"> Health insurance with premium not over Baht 70,000 or medical expenses of not over Baht 70,000 Directors and Officers Liability Insurance, paid by the Company 	<ul style="list-style-type: none"> Health insurance with premium not over Baht 70,000 or medical expenses of not over Baht 70,000 Directors and Officers Liability Insurance, paid by the Company

(3) Gratuity to the Board of Directors

Gratuity to the Board of Directors	2023	2024 (Proposed)
Board of Director	Director's remuneration for the year, considering the Company's performance, and allocating the remuneration to each director.	Director's remuneration for the year is based on the company's performance. If the Company achieves its profit target, the remuneration will be allocated to each director at the rate of 0.1% of the budgeted net profit.

Remark	2023	2024 (Proposed)
Board of Director	The board will consider director's remuneration for the year, taking into account the company's performance, and allocate the remuneration to each director, reflecting their duties, responsibilities, and time commitment as a director. Additionally, when combined with compensation for (1) attending board meetings, (2) other compensation, and (3) director's remuneration, the total amount shall not exceed 10,000,000 baht (ten million baht).	The board will consider director's remuneration for the year, taking into account the company's performance, and allocate the remuneration to each director, reflecting their duties, responsibilities, and time commitment as a director. Additionally, when combined with compensation for (1) attending board meetings, (2) other compensation, and (3) director's remuneration, the total amount shall not exceed 12,000,000 baht (twelve million baht).

Resolution: This agenda's resolution must be approved by the votes of not less than two-thirds (2/3) of the total number of votes of all shareholders attending the Meeting

Agenda 7 To consider the appointment of auditors and determine the audit fee for the year 2024

Objectives and Rationale: To comply with Section 120 of the Public Limited Companies Act B.E. 2535 which prescribed that the auditors and their fee shall be appointed, and determined annually by the

Annual General Meeting of Shareholders. In addition, according to the regulation of Office of Securities and Exchange Commission requiring listed companies rotate the auditor if the current auditor performs the duty of reviewing or auditing and commenting on the company's financial statements for 5 consecutive fiscal years, appointing new auditor from the same audit company as the former auditor is allowed.

Audit Committee's Opinion: After due consideration, KPMG Phoomchai Audit Ltd. has been selected to be the Company's and subsidiaries auditor for the year 2024, which the was made by considering the comparison of auditing price and workload of listed company's auditors in the same peer. The Company found that KPMG Phoomchai Audit Ltd. is a company with experience and expertise and being on the list of auditors approved by the Office of the Securities and Exchange Commission ("SEC") to review financial statement of listed companies, therefore proceeded to the price and request to use the same auditor by proposing the Board of Directors to propose to the shareholders' meeting to approve the appointment of auditors from KPMG Phoomchai Audit Ltd. as the company's auditor and subsidiaries for the fiscal year ending 31 December 2024 with the following names:

No.	Name	CPA No.	Number of years auditing for the Company	
1	Ms. Orawan Chotiwiriyakui	10566	1 year	and/or
2	Mr. Chokechai Ngamwutikul	9728	2 year	and/or
3	Ms. Orawan Chunhakitpaisan	6105	none	and/or
4	Mr. Bunyarit Thanormcharoen	7900	none	

The said auditors are permitted to audit the company's and subsidiaries' accounts and comment on the company's subsidiaries' annual financial statements if the said authorized auditors are unable to perform the duties, KPMG Phoomchai Audit Ltd. can arrange other authorized auditors from KPMG Phoomchai Audit Ltd. to perform the duties for substitution and considered to propose the remuneration of the audit fees of the consolidated financial statements and separate financial statements for the fiscal year ending 31 December 2024 and the quarterly review fees for the company's subsidiaries' auditors are as follows:

Descriptions	2024 (proposed)	2023	Payment Ratio (increase/(decrease)) ^{1/}	
			Baht	%
Company	KPMG Phoomchai Audit Ltd.		Baht	%
Audit fee (baht)				
• Company	1,300,000	1,300,000	-	-
• Subsidiaries	5,120,000	4,990,000	+130,000	2.61%
Total	6,420,000	6,290,000	130,000	2.07%
Other services ^{2/}	pay as actual	54,177		

Remark : ^{1/} The audit fees have increased as a result of an increase in the volume of audit work from additional audits of TQR Public Company Limited and Bulk One Groups Company Limited.

^{2/} The audit fee for the year 2021 above does not include other audit fees (Non-Audit fees), which are general audit fees for information systems, data and documents preparation and other charges of the auditors in the amount of 38,842 Baht

Easy Lending Company Limited (“Subsidiary”) depending on the car title loan balance at the end of the year. In case the balance over 1,600 million Baht, the audit fees of the Company shall not exceed 1,200,000 Baht.

Board of Directors' Opinion: The board has considered the qualifications and remuneration of the auditor for the year 2024 as approved by the audit committee. The said auditor has none of relationships or interests with the company and its subsidiaries, executives, major shareholders or those involved with the said persons, regarding above reasons, it is appropriate to propose to the Annual General Meeting of Shareholders for consideration as follows:

1. Consider to appoint the auditors of KPMG Phoomchai Audit Ltd. as listed above to be the company's auditors and its subsidiaries for the fiscal year ending 31 December 2024.

2. Consider to approve the remuneration of the auditors for the audit fees of the consolidated financial statements and the separate financial statements of the company for the fiscal year ending 31 December 2024, in amount of not over 1,300,000 baht.

3. To acknowledge the remuneration of the auditors for the audit fees of the subsidiaries' financial statements in amount not over 5,120,000 baht.

As a result, the Company's auditor and its subsidiaries are under the same audit firm, The auditing fee for the group of companies shall not exceed Baht 6,420,000 (Six million four hundred and twenty thousand baht).

Resolution: This agenda's resolution must be approved by a majority of the total number of votes of the Shareholders who attend the meeting and cast their votes.

Agenda 8 To consider other matters (if any)

We would like invite all shareholders to attend the Annual General Meeting of Shareholders 2024 on Wednesday 24 April 2024 at 02.00 p.m. at Main Meeting room of at TQM Alpha Public Company Limited, 123 Lat Pla Khao Road, Chorakhe Bua Subdistrict, Lat Phrao District, Bangkok 10230, in the format of Hybrid Meeting.

For the shareholders' convenience, the Company organizes shuttle service to shareholders from Sena Nikhom BTS station (Exit 2), meeting point at J-Park next to Sena Nikhom junction at 12.00 - 13.00 hrs. If you are interested in using the service, please reserve your seat by e-Mail: cs@tqm.co.th or by phone Tel. 02 119 8888 ext. 1069 and 7855 before or on 19 April 2024.

For shareholders who wish to attend the meeting via electronic media (e-AGM), please follow the rules for attending the shareholders' meeting via electronic media (e-AGM). ([Enclosure 9](#)) The Company will

open registration to participate in the meeting via electronic media (e-AGM) from 1 April 2024 onwards until the meeting is concluded.

The Shareholders who cannot attend the meeting may grant proxy to other person or to one of the Company's independent directors to attend the meeting and vote on behalf of shareholders by filling up the proxy form (form A or B) as attached in ([Enclosure 10](#)) Or the Shareholders can download the proxy form online via www.tqmalpha.com please use only one form.

The Shareholders would like to grant proxy to an independent director of the Company named **Mr. Chinapat Visuttiapat** to attend the meeting and vote on behalf of the shareholders as brief profile, qualification and Definition of Independent Director are listed in ([Enclosure 4](#)) Please send filled proxy form back to the Company before or on 19 April 2024 by e-Mail: cs@tqm.co.th or sending to the Company Secretary, TQM Alpha Public Company Limited No. 123 Lat Pla Khao Road, Chorakhe Bua Subdistrict, Lat Phrao District, Bangkok 10230,

In addition, the Company has set 13 March 2024, as the date for determining the list of shareholders (Record Date) entitled to attend the 2024 Annual General Meeting of Shareholders

The Company prepared and sent details, Objectives and Rationale for above agendas and The 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report) in electronic format or QR Code with the invitation to the meeting already.

Yours sincerely

- *Signature* -

(Mr. Unchalin Punnipa)

Chairman of the Board of Directors

Remarks:

1. The Company has provided opportunities for shareholders to propose agendas for the shareholders' meeting. and to nominate a person to be considered for election as a director of the Company at the 2024 Annual General Meeting of Shareholders in advance Between September 29, 2023 – December 31, 2023, but there was no shareholder wish to propose an agenda for the shareholders and to nominate a person to be considered for election as a director of the Company at the Annual General Meeting of Shareholders for the year 2024 in any way

2. The Company has published the invitation letter in Thai and English versions together with the proxy form in A, B, and C on the company's website in which the Shareholders can download such at www.tqmalpha.co.th under the heading Investor Relations, Shareholders' Information, Invitation to the 2024 Annual General Meeting of Shareholders.

TQMalpha

TQM ALPHA PUBLIC COMPANY LIMITED

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The Minutes of 2023 Annual General Meeting of Shareholders

TQM Alpha Public Company Limited or "TQM"

Meeting Date : Tuesday 25th April 2023 at 14.00 hours
 Place : Hybrid Meeting at TQM Alpha Public Company Limited, at main meeting room.
 Chairman : Dr. Unchalin Punnipa Chairman of the Board of Directors
 Meeting Secretary : Ms. Supichaya Theppitak Company Secretary
 Attendees : Before the meeting

Description	Shareholders	Votes
No. of shareholders	8,118	600,000,000
Shareholder attending in person	42	354,036,201
Shareholder attending by proxy	252	118,164,212
Total shareholders attending meeting	294	472,200,413

There were 78.7001% of the total issued and paid and outstanding shares of 600,000,000 of the Company, thus, forming a quorum according to Company Article of Association.

Meeting open at 14.00 hours.

Prior to the start of the meeting, Ms. Ariya Silakorn, Assistant Vice President - Investor Relations, served as a moderator, welcomed the attendees. She also announced that the Board of Directors had approved the arrangements for the 2023 Annual General Meeting of Shareholders, taking place on Tuesday April 25, 2023 at 02.00 p.m. The meeting will be held in hybrid format at the Main Meeting room of TQM Alpha Public Company Limited located at 123 Ladplakao Road, Jorakhaebua, Ladprao, Bangkok 10230. Attendees will have the option to participate in person at the meeting venue or join online via Zoom application broadcasting live from the Main meeting room which is the meeting venue as well. The Company sent out the meeting invitation to all shareholders on March 27, 2023 (29 days prior to the meeting) to allow shareholders sufficient time to consider meeting agendas and related information. The company will record the meeting proceedings through audio and video means for the purpose of creating meeting minutes, for public relations purposes, and for any other necessary or related uses. After that, the moderator informed the agenda of the meeting according to the meeting invitation as follows:

- Agenda 1 To certify the minutes of the Extraordinary General Meeting of the Shareholders No.1/2565
- Agenda 2 To consider and acknowledge the operating results of the Company in the year 2022
- Agenda 3 To consider and approve the financial statements for the year ended 31 December 2022
- Agenda 4 To consider and approve the allocation of profit for the year 2022 and dividend payment
- Agenda 5 To consider the election of directors in place of those retiring by rotation
- Agenda 6 To consider the remuneration of directors for the year 2023
- Agenda 7 To consider the appointment of auditors and determine the audit fee for the year 2023
- Agenda 8 To consider and approve the amendment of Company's Articles of Association



Agenda 9 To consider other matters (if any)

The Company recognizes the importance of promoting good corporate governance by ensuring fair and equitable treatment of shareholders' rights. The Company provided opportunities for shareholders to propose meeting agendas and the name of persons with suitable qualifications to be considered for election as the Company's directors, as well as to send questions to the Company in advance for the Annual General Meeting of Shareholders for the year 2023 in accordance with the criteria and methods specified by the Company. The submission period for proposals and questions was from October 3, 2022 to January 3, 2023, with the Company announcing and disseminating the criteria and submission methods through the SET's and Company's websites. However, when the deadline had passed, no shareholders had submitted any proposals for meeting agendas, names of persons with suitable qualifications for directorship, or questions for the 2023 Annual General Meeting of Shareholders.

The Company allowed shareholders who were unable to attend the meeting could appoint proxies to independent director, the information of the independent director appeared in the notice of the Annual General Meeting of Shareholders for the year 2023 in the attachment 4, page 3.

The moderator introduced the board's members to the meeting as follows:

1. Dr. Unchalin Punnipa Chairman of the Board of Directors / Chairman of Risk Management and Sustainable Development Committee / President
2. Mr. Marut Simasathien Independent Director / Chairman of the Audit Committee / Member of Nomination and Remuneration Committee / Member of Risk Management and Sustainable Development Committee / Member of Corporate Governance Committee
3. Mr. Chinapat Visuttiapat Independent Director / Member of Nomination and Remuneration Committee / Member of Risk Management and Sustainable Development Committee / Member of The Audit Committee / Member of Corporate Governance Committee
4. Dr. Rutchaneepom Pookayapom Independent Director / Chairperson of the Nomination and Remuneration Committee / Member of The Audit Committee / Member of Corporate Governance Committee
5. Ms. Suvabha Charoenying Independent Director / Chairperson of Corporate Governance Committee
6. Mr. Thana Thienachariya Independent Director / Member of The Audit Committee
7. Mr. Nattavudh Pungcharoenpong Non-Executive Director / Member of Risk Management and Sustainable Development Committee
8. Dr. Napassanun Punnipa Director / Chairperson of Executive Committee / Member of Nomination and Remuneration Committee / Chief Executive Officer (CEO)



- | | |
|--------------------------------|---|
| 9. Ms. Somporn Ampaisutthipong | Director / Member of Executive Committee / Chief Financial Officer (CFO) |
| 10. Ms. Ratana Punnipa | Director / Member of Executive Committee / Member of Nomination and Remuneration Committee / Chief Risk Officer (CRO) |
| 11. Mr. Ampon Oniam | Director / Member of Executive Committee / Chief Operations Officer (COO) |

The Company had 11 directors and all of them attending the meeting or as 100%.

Then the moderator introduced Company's executives, auditors and a legal advisor attending the meeting as follows:

Executives

- | | |
|------------------------------|-----------------------------------|
| 1. Mr. Patinyasak Tuntichuti | Senior Vice President, Accounting |
|------------------------------|-----------------------------------|

Auditors KPMG Phoomchai Audit Ltd.

- | | |
|------------------------------|---------------|
| 1. Mr. Chokechai Ngamwutikul | Audit Partner |
| 2. Ms. Pomtip Sampuntasit | Audit Manager |

Legal Advisor ONE Law Office Limited

- | |
|----------------------------|
| 1. Ms. Areeya Ananworaraks |
| 2. Ms. Punyanuch Chavanond |

To adhere to best practices for shareholder meetings in the listed company regarding the vote counting process during the meeting, the company has appointed a third-party scrutineer to oversee the vote counting process and ensure transparency. For this role, Ms. Areeya Ananworaraks, a legal consultant from ONE Law Office Limited, was invited to monitor the vote counting process and ensure that the meeting proceedings comply with the company's laws and regulations.

The moderator introduced the meeting procedures as follows.

- Shareholders or proxy holder attending the meeting at the designated venue: After completing the registration process, the number of shares held by each shareholder will be counted for determining a quorum. Shareholders will be provided with a voting card to cast their votes for each agenda item during the meeting. To ensure convenience and efficiency, the company will use a barcode system for vote counting. All voting cards will be collected at the end of the meeting.
- Shareholders or proxy holder attending the meeting via electronic means: When verified identity by the Company, the shareholders will receive an email from E-Meeting Service by OJ International Co., Ltd. (e-agm@ojconsultinggroup.com). When they agree to comply with the terms and conditions of attending the Annual General Meeting of Shareholders for the year 2023 and they can register by clicking "Confirm to attend the meeting". Upon completion of this step, the shareholder is considered to have successfully



registered for the meeting and the number of shares held by the shareholder will be counted towards the quorum.

- The Company assigned OJ International Co., Ltd., ("OJ"), the meeting system service provider, as an independent agency to review the registration, collect and count the voting results in the meeting of the shareholders. In the event that shareholders encounter technical difficulties in using the Electronic Meeting System (E- Meeting) before or during the meeting, please contact OJ at 02-079-1811 or through the channels specified in the Electronic Conference System (E-Meeting) manual that shareholders received by email.

Instruction for inquiring or expressing opinions:

Before voting on each agenda item, shareholders were given the opportunity to ask questions related to each agenda item for at least one minute before voting. Attendees were reminded to keep their questions or opinions concise. Any questions or comments that were outside the agenda were addressed at the end of the meeting. The company clarified that it would only respond to questions related to the agenda at that time. If there were a large number of questions submitted and insufficient time to answer them during the meeting, the company would collect and disclose the answers in the meeting minute or on the company's website. Shareholders could ask questions or express their opinions through various channels provided by the company.

- Shareholders or proxy holder attending the meeting at the designated venue:
If any shareholder has any additional questions, please raise your hand, and an officer will provide you with a microphone. Kindly state your name and whether you are a shareholder or a proxy holder to ensure accurate record-keeping of the meeting.
- Shareholders or proxy holder attending the meeting via electronic means: There are two channels available for inquiries:

Channel 1 Camera and microphone: Press the "Participants" button, and then press the "Raise Hand" button. A hand symbol would appear next to the participants' names and the staff would open the microphone to the shareholders to allow shareholders to ask questions or express opinions. Attendees were reminded to state their full name and whether they were a shareholder or a proxy holder before asking a question or expressing an opinion. They were also instructed to lower their hand by clicking the "Lower Hand" button after they had finished.

Channel 2 Chat box: Type a message through the system chat box by clicking on the "Chat" button. Attendees were instructed to type their full name and indicate whether they were a shareholder or a proxy holder before asking a question or expressing an opinion. They were then asked to press "Enter" to send the message. The officer would read the shareholders' questions aloud.

The company provided an opportunity for shareholders to submit questions in advance for the 2023 Annual General Meeting in accordance with the criteria and procedures set forth by the company from October 3, 2022 to January 3, 2023. Only one shareholder submitted questions during this period. The company will respond to the questions either in another agenda item or at the end of the meeting.

The criteria for vote counting and the method for casting votes at the meeting

- Voting for each agenda item will be conducted openly and transparently. Each shareholder will have voting rights proportional to the number of shares they hold, with each share being equivalent to one vote.



- At the end of the report in each agenda, the meeting provided an opportunity for voting on that agenda. Shareholders had 60 seconds to vote on each agenda and could choose to vote "**Approved**," "**Disapproved**," or "**Abstained**."
- In case the shareholders did not vote for any agenda, the system would count the votes as "**Approved**" automatically.
- For each agenda, the vote counting would count only the shareholders casting their votes. Only "**Disapproved**" and/or "**Abstained**" then the votes would be deducted from the total number of votes attending the meeting. The rest would be considered as the votes to approve that agenda.
- When the counting of votes for that agenda was completed, the voting results would be displayed to the meeting. If the vote counting from the meeting had been completed, the system would close voting for that agenda.
- For agenda item 5 regarding the election of new directors to replace those who retire by rotation, the meeting will consider a resolution to appoint a new director for each position, one at a time, in order to ensure good corporate governance.
- The number of shareholders and votes in each agenda may not be the same as there may be some shareholders or proxies attending or leaving the meeting.

Method for casting a vote

- Shareholders or proxy holder attending the meeting at the designated venue: The voting procedure was presented in a video format. The details are as follows.

One share is counted as one vote. In case of a proxy holder, he/she must vote as the votes according to what is specified in the proxy form. For voting on each agenda item, in order to expedite the process, the ballot collector would collect "Disapprove" and "Abstain" ballots. Participants are requested to raise their voting cards and hand them to the officers for collection. These cards will be counted separately, subtracted from the total number of votes cast or the total number of votes eligible (depending on the case), and considered as dissenting votes for that particular agenda. As for the voting cards indicating "Approve," they will be collected in their entirety after the meeting, except for agenda item 5, which involves the election of directors. For this agenda, the voting cards indicating "Disapprove" or "Abstain" for each director will be collected. Therefore, all participants must clearly cast their votes on the voting cards and submit them to the ballot collector for counting, whether they vote "Disapprove" or "Abstain." Please note that any votes cast in any other format will be considered invalid.

1. The ballot marked more than one choice for each agenda.
2. The ballot marked self-contradictory.
3. The ballot marked and changed without the voter's signature.
4. The ballot marked votes over the votes representing.

The company uses a barcode system for vote counting. After the total number of votes has been counted, the total number of votes for each agenda item will be displayed on the screen in the meeting room. The summary of the resolution for that agenda item will be announced as the next agenda item.

In case the vote counting for a particular agenda item requires more time, the Chairman may request the meeting to move to the next agenda item to allow the meeting to proceed. The Chairman will



inform the meeting of the vote count result for that agenda item when the vote counting is completed. The number of shareholders and votes for each agenda item may vary as shareholders or proxies may join or leave the meeting during the session.

For questioning, the shareholders may please ask questions related to the meeting agenda; any questions apart from it or any suggestions, please ask or suggest after all the agenda completely considered, by stating your name and surname and status either attending in person or proxy; for the meeting minutes accuracy.

- Shareholders or proxy holder attending the meeting at the designated venue: They are required to proceed as follows.
 - For voting, shareholders should go to the E-Voting window and cast their vote within the specified time (60 seconds). Once they have selected their vote, a pop-up message will appear to confirm their selection.
 - If shareholders wish to change their vote, they can do so by selecting a new vote. However, if the voting period for that agenda has ended, they will not be able to change their vote or vote for that agenda.
 - For participants who join the meeting through mobile devices or tablets, they should switch from the Zoom application to the Chrome browser to access the E-Voting menu.
 - Once shareholders have finished casting their votes, they should return to the E-Meeting window (Zoom application) to resume the meeting.
 - In case the shareholders did not vote for any agenda, the system would count the votes as "Approved" automatically.

- Shareholders or proxy holder attending the meeting via electronic means with advance voting according to the shareholders' intention. The company has recorded the votes of the shareholders who vote "**Approve**", "**Disapprove**", or "**Abstain**" for each agenda item in the vote tally system. These votes have been tallied and added to the total vote count.

Then the moderator reported that the company had 8,118 shareholders representing 600,000,000 shares. There were 42 shareholders attending in person representing 354,036,201 shares and 252 shareholders attending by proxy representing 118,164,212 shares, totaling 294 shareholders and proxies presented at the commencement of the meeting representing holding in aggregate 472,200,413 shares representing 78.7001%, thus, forming a quorum according to Company's articles of association.

The moderator invited Dr. Unchalin Punnipa, the chairman of the meeting, to welcome the shareholders and open the meeting.

Dear all shareholders, I'd like to thank you for participating in the 2023 Annual General Meeting of TQM today. I'd like to welcome you to the meeting. For this meeting, the company has arranged a hybrid format, which allows shareholders to participate both electronically via E-AGM and in person at the meeting venue.

In the past year, we have all faced challenges in today's rapidly changing and uncertain world, which has affected consumer behavior. Therefore, traditional business methods may not be sufficient to meet these challenges.



In 2022, TQM restructured its organization and strategy, changing its name from TQM Corporation Public Company Limited to TQM Alpha Public Company Limited. TQM expanded its business beyond its main insurance business to include financial services, technology platform businesses, and comprehensive solutions as a trusted advisor that uses high-tech to enhance high-touch services to provide convenient, secure insurance and financial access, in line with our mission to remove uncertainty in life with insurance and financial services.

We believe that TQM Alpha, a combination of all companies in the group, creates synergies that support each other and promote sustainable growth in line with key policies that the company has adhered to and continuously implemented, including economic, social, and environmental dimensions, as well as corporate governance policies that emphasize stakeholders. We also apply this sustainable development approach to our internal operations. In 2022, our good intentions were recognized as TQM was selected to be part of the Thailand Sustainability Investment (THSI) list for sustainable stocks in the financial business group by the Stock Exchange of Thailand. We also received excellent ratings for corporate governance from the Thai Institute of Directors for the third consecutive year, and we were one of the Thai companies rated under the ASEAN CG Scorecard for 2021 in the ASEAN region.

We, the TQM Alpha team, would like to thank everyone for their trust and support, which has driven us to develop our business to create benefits for society and create a better quality of life for Thai people with good financial well-being, towards sustainable development.

Subsequently, the Chairman said that the meeting proceeded in accordance with the following agenda.

Agenda 1 To certify the minutes of the Extraordinary General Meeting of the Shareholders No.1/2565

The chairman addressed the meeting that the company held the Extraordinary General Meeting of the Shareholders No.1/2565 on August 18, 2022 as attached to the notice of 2023 meeting sent on Enclosure 1. As the board had considered and approved to propose to the 2023 annual general meeting of shareholders to certify.

The moderator asked the shareholders and proxies for questions and suggestions. There was not any question from shareholders and proxies for this agenda. The moderator, thereafter, announced the voting result as follows:

Type of Vote	Number of Votes (1 share 1 vote)	Percent
Approved	475,257,513	100.0000
Disapproved	0	0.0000
Voided	0	0.0000
Total	475,257,513	100.0000
Abstained	0	-

Remark:

- There were 3 additional shareholders attending the meeting for this agenda with 3,057,100 shares, therefore, in total, there were 297 shareholders in the meeting with 475,257,513 shares.

Resolution: The meeting Certified the Minutes of the Extraordinary General Meeting of the Shareholders No.1/2565 held on August 18, 2022, by unanimous votes of the total number of votes of all shareholders attending the Meeting and casting their votes

**Agenda 2 To consider and acknowledge the operating results of the Company in the year 2022**

The Chairman informed about the company's policy against corporate corruption, which the company has policies in place and adheres to, by rejecting any form of corruption and conflicts of interest. In 2022, the company reviewed its policies related to anti-corruption and appointed an organizational task force to promote ethical operations and communication to ensure that executives, employees, and customers are aware of this policy. The company also invited business partners to join in signing the declaration against corporate corruption. In 2023, the company elevated its efforts and received support from all units to achieve success in becoming a member of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC), and to promote sustainable development policies going forward.

The chairman then assigned Dr. Napassanun Punnipa, Director and Chief Executive Officer (CEO), to report the 2022 Operating Results of the company to the meeting.

Dr. Napassanun Punnipa Director and Chief Executive Officer (CEO) greeted all shareholders and expressed gratitude for their presence and for taking the time to attend this meeting, whether in person or virtually via electronic media.

In 2022, the overall economy of Thailand has improved and the country has seen positive trends, especially in the tourism sector, which is a major factor for the country's economic recovery. However, external factors such as inflation and high interest rates still pose challenges for businesses.

In 2022, TQM's revenue grew mainly from its core business, which is the insurance business that has adapted to the direction of the economy and the expanding insurance market. The company experienced an increase in insurance premiums from the previous year, with the highest in the fourth quarter, which is typically the high season for the insurance industry. The company also had good growth from new customers. The company's financial business, Easy Lending Company Limited, continues to have a continuous upward trend. Customers are interested in using loans to purchase insurance with TQM, and profits can be generated from the start of operations, with bad debts still at zero. The company has made a significant leap in growth since the beginning of the business in late 2021 with low financial costs, good risk management, and debt management. The technology platform business is still in its early stages, and collaborations have been made to expand the customer base for both insurance and financial services, offering products that meet customer needs. In 2023, the technology platform business has done more in InsurTech, and other details of the company's performance and changes during the past year will be presented in the form of a video with summary as follows.

The Thai economy in 2022 has shown signs of recovery, resulting in overall growth in insurance premiums for TQM. In particular, car insurance has experienced significant growth, especially from new customers, as it remains a major product that generates a majority of the company's sales. Similarly, home insurance has also seen growth as customers have gained a better understanding of the significance of protecting their homes against risks. Regarding health insurance, excluding the sales of COVID-19 insurance in 2021, there has still been growth in line with the trend of increased focus on health and reducing healthcare risks. Customers are becoming more aware of the importance of having health insurance coverage.

In 2022, there was a restructuring towards TQM Alpha to strengthen the business potential of the insurance business, which is the core business, and to integrate with the financial and technology platform businesses to better respond to the current customer needs. This provides an opportunity to expand the customer base to new groups.



In 2022, TQM recorded total revenue of 3,727 million baht, an increase of 44 million baht or 1% compared to the previous year. The financial statements of 2021 were restated after the acquisition of TQR's shares and consolidated with common control criteria. The revenue growth was from high base in 2021 with revenue from COVID-19 insurance, gain from bargain purchase when acquiring True Life Broker Co. Ltd. and True Extra Broker Co. Ltd., as well as one-time other income of TQR PLC. This growth was mainly driven by the core insurance business, particularly in the motor insurance segment, which continued to show strong growth. The aforementioned revenue is divided into broker fee revenue of 2,065 million baht, service fee revenue of 1,525 million baht, and other revenue of 137 million baht, with proportions of 55%, 41%, and 4%, respectively, which is similar to the previous year. The cost of services was 1,691 million baht, reflecting a 5% increase from the previous year, in line with the rise in revenue, particularly from new customers of car insurance. The service cost for these customers was higher than for existing ones when measured against total revenue. This accounts for 45% of total revenue, which is comparable to the previous year. Sales and administrative expenses were 924 million baht, an increase of 8% from the previous year. The main reason for this is the restructuring and recruitment of personnel to support the growing business, including the expansion of new business ventures that have generated revenue and profits. When comparing sales and administrative expenses to total revenue, the proportion is 25%, an increase from the previous year and similar to 2020. The net profit for 2021 was 885 million baht, a decrease of 11% from the previous year, which had a high base due to COVID-19 insurance sales and also had gain from bargain purchase of subsidiaries, and other income from TQR's provision reversal. If these one-off items were excluded, the net profit decreased by only 1%. When excluding one-off items in 2021, TQM's net profit margin in 2022 was close to that of 2021 at 24%, resulting in earnings per share of 1.35 baht in 2022. Key financial ratios are as follows.

- Liquidity ratio: 2.2 times, representing good liquidity
- Gross profit margin: 52.9%
- Net profit margin: 23.8%
- Return on Equity: 26.7%
- Return on Assets: 17.9%
- Debt to Equity ratio: 0.6 times, representing strong financial status

The key financial ratios mentioned above reflect a strong performance in terms of liquidity, profitability, and financial status.

Dr. Napassanun Punnipa, Director and CEO, added that according to the earlier video, it appeared that the company did not experience significant growth in 2022, despite relatively good performance from its new customers. However, the renewal segment, which included Covid-19 insurance, suffered a decline in sales of around 1,000 million baht, as the insurance company was unable to sell this type of insurance. Furthermore, the closure of other insurance companies resulted in a loss of insurance premiums and customers in this segment who did not renew their policies.

In 2023, TQM is expected to begin to operate normally. The renewal segment should perform as usual and insurance companies with weak financial status due to COVID-19 problems will no longer be an issue. TQM Alpha in 2023 will be divided into three groups: Insurance Group, Financial Group, and Technology Platform Group to create synergy for insurance and financial customers, using platform technology as a driving force.



In 2027, the company aims to achieve insurance premiums of approximately 50,000 million baht. Shareholders are expected to see growth in insurance for electric vehicles (EVs), which is a growing market, and the company plans to provide insurance for this type of vehicle in the future. The company sees that insurance premiums for EVs are about 30-40% higher than the market average, which will increase the commission earned from selling car insurance in the second year and beyond.

Due to the past COVID-19 outbreak, there has been an increased interest in Accident and Health Insurance (A&H) among consumers. As a result, the company has had to focus on upselling and cross-selling to this consumer group when selling insurance.

In the current year, with the COVID-19 situation improving, TQM has increased its salesforce in the first quarter as an investment in human capital and training to increase competency and sales in 2023. Current sales are meeting expectations. Seven strategies that TQM follows are 1. Finding potential partner, 2. Turn Competitors into Partners, 3. Technology Transformation, 4. Data Driven, 5. Human and Culture, 6. One Customer Multiple Products, and 7. M&A.

In addition, the company has a roadmap with TQM Alpha PLC., TQM Insurance Broker Co., Ltd., and TQR PLC. Furthermore, there are three other companies preparing to IPO, including insurance business in 2024, financial business in 2025, and technology platform business in 2026.

The moderator announced to the meeting that this agenda was for the meeting's acknowledgement, no voting from the shareholders and proxies required, thereafter, the moderator asked the shareholders and the proxies for questions and suggestion. There was not any question from shareholders and proxies for this agenda.

Resolution: The meeting acknowledged the Report of the Board of Directors for the year 2022

Agenda 3 To consider and approve the financial statements for the year ended December 31, 2022.

The chairman proposed the meeting to consider and approve the audited financial statements of the company for the year ended December 31, 2022, for this agenda the chairman then appointed Ms. Somporn Ampaisuttipong Director and Chief Financial Officer (CFO) to report the said financial statements to the meeting.

Ms. Somporn Ampaisuttipong Director and Chief Financial Officer (CFO) reported that in compliance with the Public Limited Companies Act, B.E. 2535, clause 112, the Company is required to prepare statements of financial position and statements of profit and loss for the year 2022, ended December 31, 2022. The statements were audited and signed by the auditor in order to seek an approval from the Shareholder's Annual General Meeting. The Company sent 2022 financial statements to shareholders together with the AGM invitation. The summary was as follows:

THB:MB

Financial Position	Consolidated
	As at December 31, 2022
Total Assets	4,903.03
Total Liabilities	1,745.28
Total Revenues	3,703.43
Net Profit	885.53
Profit per Share (Baht/Share)	1.35



The moderator asked the shareholders and proxies for questions and suggestion. There was not any question from shareholders and proxies for this agenda. The moderator, then, announced the voting result as follows:

Type of Vote	Number of votes (1 share 1 vote)	Percent
Approved	475,257,513	100.0000
Disapproved	0	0.0000
Voided	0	0.0000
Total	475,257,513	100.0000
Abstained	0	-

Resolution: The meeting resolved to approve the audited financial statements of the Company for the year ended December 31, 2022 by unanimous votes of the total number of votes of the Shareholders who attend the meeting and cast their votes.

Agenda 4 To consider and approve the allocation of profit for the year 2022 and dividend payment

The Chairman informed the Meeting to approve the allocation of 2022 profit and dividend payment. The Chairman assigned Ms. Somporn Ampaisuttipong Director and Chief Financial Officer (CFO) to report the financial statements.

Ms. Somporn Ampaisuttipong Director and Chief Financial Officer (CFO) informed the meeting that the Company will pay dividend from the Company performance since January 1, 2022 - December 31, 2022. The company has a net profit after deducting corporate income tax of 714 million baht (seven hundred fourteen million baht) according to the company's separated financial statements. The company has already paid interim dividends on September 9, 2022 at a rate of 0.70 baht per share, totaling 420 million baht (four hundred twenty million baht). There is still unallocated retained earnings of 358 million baht (three hundred fifty-eight million baht) as of December 31, 2022, which, upon consideration, is sufficient to pay dividends to shareholders. Therefore, the company proposes that the board of directors approve the payment of dividends for the fiscal year from January 1, 2022, to December 31, 2022, from the company's financial statements and retained earnings at a rate of 0.50 baht per share, for 600 million shares, totaling 300 million baht (three hundred million baht). The company will deduct a withholding tax of 10 percent or 0.05 baht per share from the dividend payment. Shareholders will receive a net dividend payment of 0.45 baht per share in cash.

The dividend payment is in accordance with the Company's dividend policy. The legal fund was already fully reserved. The Record date was March 14, 2023 and payment was May 12, 2023. The dividend payout can be compared with details as follows:

Table of Dividend Payout Compared to the previous year as follows

Payment Detail	2022	2021	2020
Net profit on Separate Financial Statement (baht)	714,197,554	774,575,888	625,669,423
Issued and paid-up share capital (share)	600,000,000	300,000,000	300,000,000
Interim Dividend (baht/share)	0.70	1.45	1.00
Payment Date	September 9, 2022	September 9, 2021	September 8, 2020

Payment Detail	2022	2021	2020
Issued and paid-up share capital (share)	600,000,000	600,000,000*	300,000,000
Dividend from Performance and retained earnings (baht/share)	0.5	0.5	1.15
Payment Date	May 12, 2023	May 12, 2022	May 14, 2021
Total Dividend Payment (Baht)	720,000,000	735,000,000	645,000,000
Dividend Payout Ratio (%)	100.81	94.89	103.09

Remark : * Referring to the Extraordinary General Meeting number 1/2564, held on December 28, 2021, the resolution was to approve the change of par value from 1.00 baht to 0.50 baht, effective on January 13, 2022.

The moderator asked the shareholders and proxies for questions and suggestion. There was not any question from shareholders and proxies for this agenda. The moderator, then, announced the voting result as follows:

Type of Vote	Number of votes (1 share 1 vote)	Percent
Approved	475,257,513	100.0000
Disapproved	0	0.0000
Voided	0	0.0000
Total	475,257,513	100.0000
Abstained	0	-

Resolution: The meeting resolved approves the allocation of profit for the year 2022 and dividend 2022 by unanimous votes of the total number of votes of the Shareholders who attend the meeting and cast their votes.

Agenda 5 To consider the election of directors in place of those retiring by rotation

The chairman announced that Dr. Rutchaneeporn Pookayaporn, who has a vested interest and is the Chairperson of the Nomination and Remuneration Committee, has reached the end of her term at this meeting. Mr. Marut Simasathien, Member of the Nomination and Remuneration Committee, was appointed by the Nomination and Remuneration Committee to chair this term's meeting. The chairman then instructed Mr. Marut Simasathien to present the report at the meeting.

Mr. Marut Simasathien, Member of the Nomination and Remuneration Committee, informed that pursuant to Section 71 of the Public Limited Companies Act B.E. 2535 (1992) and Article 18 of Articles of Association of the Company, at every Annual General Meeting of Shareholders, one-third of the total number of directors shall retire. If the total number of directors cannot be divided into one-third, the nearest number to one-third of the directors shall retire; the retired director may be re-appointed. In subsequent year, the directors who have held the position for the longest term shall retire. Directors who retire by rotation are as follows

- (1) Dr. Rutchaneeporn Pookayaporn Independent Director, Chairperson of the Nomination and Remuneration Committee, Member of the Audit Committee and Member of Corporate Governance Committee
- (2) Mr. Chinapat Visuttiapat Independent Director, Member of the Audit Committee, Member of Nomination and Remuneration Committee, Member of Risk Management



and Sustainable Development Committee and Member of Corporate Governance Committee

(3) Ms. Suvabha Charoenying Independent Director and Chairperson of Corporate Governance Committee

In order to ensure transparency in the deliberation and voting process during this term, the meeting has invited all three committee members to temporarily leave the meeting until the voting is completed.

Mr. Marut Simasathien, Member of the Nomination and Remuneration Committee, added that the Company had facilitated shareholders to exercise their rights to nominate directorial candidates in advance during October 3, 2022 – January 3, 2023 via SET portal and company's website. However, no shareholders nominated directorial candidates during the period.

The Nomination and Remuneration Committee and The Board of Directors excluding the Director who is considered as having conflict of interest considered concerning company's benefit at best, qualifications, experiences and area of expertise of the retired directors to re-appoint three directors who retire by rotation, namely, 1) Dr. Rutchaneeporn Pookayaporn, 2) Mr. Chinapat Visuttiapat and 3) Ms. Suvabha Charoenying, for another term. The three directors, who are independent directors and hold the same positions as before, are also serving as the chairman and director in various subcommittees. The persons nominated in this meeting have undergone the company's established process and possess the necessary qualifications in accordance with relevant criteria. They are suitable for the company's business operations and have been considered by the board of directors to meet the qualifications required by relevant laws and regulations concerning independent directors. The abbreviated biographies and related information of each nominated person are shown in the meeting materials that have been sent to shareholders along with the notice of this meeting.

The moderator informed the meeting that this agenda required a majority vote of the total number of votes of all shareholders and proxies attending the Meeting and casting their votes. This agenda would be considered individually. The moderator, then, summarized the voting as follows:

1. Dr. Rutchaneeporn Pookayaporn

Type of Vote	Number of votes (1 share 1 vote)	Percent
Approved	474,758,101	99.8981
Disapproved	484,412	0.1019
Voided	0	0.0000
Total	475,242,513	100.0000
Abstained	15,000	-

2. Mr. Chinapat Visuttiapat

Type of Vote	Number of votes (1 share 1 vote)	Percent
Approved	475,242,511	100.0000
Disapproved	2	0.0000
Voided	0	0.0000
Total	475,242,513	100.0000



Type of Vote	Number of votes (1 share 1 vote)	Percent
Abstained	15,000	-

3. Ms. Suvabha Charoenying

Type of Vote	Number of votes (1 share 1 vote)	Percent
Approved	475,257,513	100.0000
Disapproved	0	0.0000
Voided	0	0.0000
Total	475,257,513	100.0000
Abstained	0	-

Resolution: The meeting resolved to approve the appointment of directors to replace the directors retiring by rotation as proposed, as voted as follows:

1. **Dr. Rutchaneeporn Pookayaporn**, approved by a majority vote of the total number of votes of the shareholders attending and casting their votes.
2. **Mr. Chinapat Visuttiapat**, approved by a majority vote of the total number of votes of the shareholders attending and casting their votes.
3. **Ms. Suvabha Charoenying**, approved by a unanimous vote of the total number of votes of the shareholders attending and casting their votes.

Then, the moderator invited directors back to the meeting room.

Agenda 6 To consider the remuneration of directors for the year 2023

The Chairman informed the meeting that the remuneration of the Board of Directors and sub-committees was considered with the company's long-term strategy and goals, their experience, responsibilities, scope, accountability and responsibility, as well as the expected benefits from each director, compared to industry standards. The Board of Directors concluded that it is appropriate to propose the remuneration of the Board of Directors and sub-committees for the year 2023 to the Annual General Meeting of Shareholders for approval. The details of the proposed remuneration are as follows:

(1) Compensation for attending board meetings

The proposed meeting fees for the board of directors and sub-committee members of the company for the year 2023 include an increase compared to 2022. Non-executive and independent directors will receive an increment of 10,000 baht per meeting, while the remuneration for executive directors will remain unchanged. Details are as follows:



- Board of Directors

Position	Director Type	Meeting Allowance per Time (Baht)	
		2022	2023 (Proposed)
Board of Director			
Chairman of the Board	Independent Director and Non-Executive Director	50,000	60,000
	Executive Director	50,000	50,000
Director	Independent Director and Non-Executive Director	30,000	40,000
	Executive Director	30,000	30,000

- Subcommittees

Position	Director Type	Meeting Allowance per Time (Baht)	
		2022	2023 (Proposed)
Audit Committee			
Chairman of Audit Committee	Independent Director	30,000	40,000
Member of Audit Committee	Independent Director	20,000	30,000
Risk Management and Sustainable Development Committee			
Chairman of Risk Management and Sustainable Development Committee	Independent Director and Non-Executive Director	30,000	40,000
	Executive Director	30,000	30,000
Member of Risk Management and Sustainable Development Committee	Independent Director and Non-Executive Director	20,000	30,000
	Executive Director	20,000	20,000
Nomination and Remuneration Committee			
Chairman of Nomination and Remuneration Committee	Independent Director and Non-Executive Director	30,000	40,000
	Executive Director	30,000	30,000
Member of Nomination and Remuneration Committee	Independent Director and Non-Executive Director	20,000	30,000
	Executive Director	20,000	20,000
Corporate Governance Committee			
Chairman of Corporate Governance Committee	Independent Director and Non-Executive Director	30,000	40,000
	Executive Director	20,000	20,000
Member of Corporate Governance Committee	Independent Director and Non-Executive Director	20,000	30,000
	Executive Director	20,000	20,000
Executive Committee			
Chairman of Executive Committee	Executive Director	- none -	- none -
Member of Executive Committee	Executive Director	- none -	- none -

(2) Other compensation

Other compensation	2022	2023 (Proposed)
Board of Director	<ul style="list-style-type: none"> Health insurance with premium not over Baht 70,000 or medical expenses of not over Baht 70,000 Directors and Officers Liability Insurance, paid by the Company 	<ul style="list-style-type: none"> Health insurance with premium not over Baht 70,000 or medical expenses of not over Baht 70,000 Directors and Officers Liability Insurance, paid by the Company

(3) Gratuity to the Board of Directors

Gratuity to the Board of Directors	2022	2023 (Proposed)
Board of Director	- none -	Director's remuneration for the year, considering the company's performance, and allocating the remuneration to each director.

The board will consider director's remuneration for the year, taking into account the company's performance, and allocate the remuneration to each director, reflecting their duties, responsibilities, and time commitment as a director. Additionally, when combined with compensation for (1) attending board meetings, (2) other compensation, and (3) director's remuneration, the total amount shall not exceed 10,000,000 baht (ten million baht).

The moderator asked the shareholders and proxies for questions and suggestion. There was not any question from shareholders and proxies for this agenda. The moderator, then, announced the voting result as follows:

Type of Vote	Number of votes (1 share 1 vote)	Percent
Approved	474,737,913	99.8907
Disapproved	519,600	0.1093
Abstained	0	0.0000
Voided	0	0.0000
Total	475,257,513	100.0000

Resolution: The meeting resolved to approved the directors' remunerations for the year 2023 as proposed by the votes of not less than two-thirds of the total number of votes of all shareholders attending the Meeting

Agenda 7 To consider the appointment of auditors and determine the audit fee for the year 2023

This agenda the chairman appointed Mr. Marut Simasathien Chairman of the Audit Committee to report the selection of auditors and determination of the audit fees for the year 2023 to the meeting.

Mr. Marut Simasathien Chairman of The Audit Committee reported that upon the recommendation of the Audit Committee, the Board of Directors had considered KPMG Phoomchai Audit Ltd. or "KPMG" as the auditor of the Company and its subsidiaries for the year 2023. Upon the comparison of scope of work and audit fee of other comparable auditors, KPMG has a reasonable audit fee, experiences, and expertise, and it was approved by the Securities and Exchange Commission to audit financial statements of listed companies. Thus, it was proposed to the Annual General Meeting to appoint KPMG to be the auditor of the Company and its subsidiaries for the year ended December 31, 2023 with details as follows



No.	Name	CPA No.	Number of years auditing for the Company	
1	Mr. Chokechai Ngamwutikul	9728	2 year	and/or
2	Ms. Orawan Chunhakitpaisan	6105	none	and/or
3	Mr. Bunyarit Thanormcharoen	7900	none	and/or
4	Ms. Orawan Chotiwiwiyakul	10566	none	

The said auditors are permitted to audit the company's and subsidiaries' accounts and comment on the company's subsidiaries' annual financial statements if the said authorized auditors are unable to perform the duties, KPMG Phoomchai Audit Ltd. can arrange other authorized auditors from KPMG Phoomchai Audit Ltd. to perform the duties for substitution and considered to propose the remuneration of the audit fees of the consolidated financial statements and separate financial statements for the fiscal year ending December 31, 2023 by auditors of KPMG and subsidiaries under the same company and the quarterly review fees for the company's subsidiaries' auditors not exceed Baht 6,290,000 (Six million two hundred and ninety thousand Baht) are as follows:

Descriptions	2023 (proposed)	2022	Payment Ratio (increase/(decrease)) ^{1/}	
			Baht	%
Company	KPMG Phoomchai Audit Ltd.		Baht	%
Audit fee (baht)				
• Company	1,300,000	1,100,000	+200,000	18.18%
• Subsidiaries	4,990,000	4,950,000	+40,000	0.81%
Total	6,290,000	6,050,000	240,000	3.97%

Other services ^{2/}	pay as actual	38,842		
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Remark : ^{1/} The audit fees have increased as a result of an increase in the volume of audit work from additional audits of TQR Public Company Limited and Builk One Groups Company Limited.

^{2/} The audit fee for the year 2021 above does not include other audit fees (Non-Audit fees), which are general audit fees for information systems, data and documents preparation and other charges of the auditors in the amount of 38,842 Baht

The said auditor has none of relationships or interests with the company and its subsidiaries, executives, major shareholders or those involved with the said persons

The moderator asked the shareholders and proxies for questions and suggestion. There was not any question from shareholders and proxies for this agenda. The moderator, then, announced the voting result as follows:

Type of Vote	Number of votes (1 share 1 vote)	Percent
Approved	475,257,513	100.0000
Disapproved	0	0.0000
Voided	0	0.0000
Total	475,257,513	100.0000
Abstained	0	-



Resolution: The Meeting resolved to appoint the auditors of KPMG Phoomchai Audit Ltd as the auditors of the Company and its subsidiaries for the year 2023, as proposed, by unanimous votes of the total number of votes of all shareholders attending the Meeting and casting their votes.

Agenda 8 To consider and approve the amendment of Company's Articles of Association

The Chairman announced to the meeting that in accordance with the announcement of the Public Company Act (No. 4), which came into effect on May 21, 2022, it was deemed appropriate to propose to the Annual General Meeting of Shareholders for 2023 to consider approving amendments to the company's regulations to comply with various criteria. The amendment to the company's regulations in this instance concerns the number of directors, the supervision and management of subsidiaries and associates, as well as additional modifications to comply with the Public Company Act (No. 4) of B.E. 2565 regarding the calling of board meetings by directors, the duration of notice for calling board meetings, and the delivery of letters or documents inviting board meetings, advertising announcements, and proxies, among others. The regulations to be revised include numbers 3, 16, 25, 26, 32, 33, 34, 45, 48, 49, 50, 51, 52, and 53. As a result of these revisions, the company's regulations will be reduced from 54 to 50 regulations are as follows:

Text in red = Previous articles proposed to remove

Text in blue = Amended articles proposed to add

Previous	Amendments
Topic 1 General	
<p>Article 3. If this regulation is not specified otherwise, the Public Company Limited Act shall be enforced, and if the company's shares are registered securities in the Stock Exchange of Thailand, the Securities and Stock Exchange Act shall also be enforced.</p>	<p>Article 3. If this regulation is not specified otherwise, the Public Company Limited Act and the Securities and Stock Exchange Act shall be enforced.</p>
Topic 5 Board of Directors	
<p>Article 16. The company must have a board of directors comprising not less than five (5) and not more than twelve (12) directors, with at least one-third (1/3) of the directors being independent directors. The qualifications for independence shall comply with the criteria of the Securities and Stock Exchange Act, whereby at least one-half (1/2) of the total number of directors must have a domicile in Thailand and all directors of the company must be qualified and not prohibited by law.</p>	<p>Article 16. The company must have a board of directors comprising not less than five (5) directors, with at least one-third (1/3) of the directors being independent directors. The qualifications for independence shall comply with the criteria of the Securities and Stock Exchange Act, whereby at least one-half (1/2) of the total number of directors must have a domicile in Thailand and all directors of the company must be qualified and not prohibited by law.</p>

Previous	Amendments
<p>Directors may or may not be shareholders of the company.</p>	<p>Directors may or may not be shareholders of the company.</p>
<p>Article 25. The board of directors must hold a meeting at least once every three (3) months, either at the province where the company's main office is located or at a nearby province or any other location, as determined by the board of directors, with the date, time and location being set as deemed appropriate by the board of directors.</p> <p>If two (2) or more directors request the chairman of the board to call a meeting of the board, the chairman or a director delegated by the chairman must set the date of the meeting within fourteen (14) days from the date of the request.</p>	<p>Article 25. The board of directors must hold a meeting at least once every three (3) months, either at the province where the company's main office is located or at a nearby province or any other location, as determined by the board of directors, with the date, time and location being set as deemed appropriate by the board of directors.</p> <p>Article 26. The chairman of the board is responsible for calling a meeting of the board.</p> <p>If two (2) or more directors request the chairman of the board to call a meeting of the board, the directors must state the reason and the agenda for which they would like to propose to the meeting. The chairman or a director delegated by the chairman must set the date of the meeting within fourteen (14) days from the date of the request.</p> <p>In the event that the chairman of the board does not take action as specified in the second paragraph, the directors who made the request may jointly call and set the date of the meeting of the board to consider the requested matter within fourteen (14) days from the date when the time specified in the second paragraph has elapsed.</p> <p>In the event that there is no chairman of the board or the chairman of the board is unable to perform duties in accordance with the provisions of the first and second paragraphs, the vice-chairman of the board shall call a</p>

Previous	Amendments
<p>When calling a meeting of the board, the chairman of the board or a person delegated by the chairman must send a notice of the meeting to each director not less than <u>seven (7)</u> days before the meeting, unless there is an urgent need to protect the rights and interests of the company. In such case, the notice of the meeting may be given by other means and the date of the meeting may be set earlier.</p>	<p><u>meeting of the board. If there is no vice-chairman of the board or the vice-chairman of the board is unable to perform duties, two (2) or more directors may call a meeting of the board.</u></p> <p>When calling a meeting of the board, the chairman of the board or a person delegated by the chairman must send a notice of the meeting to each director not less than <u>three (3)</u> days before the meeting, unless there is an urgent need to protect the rights and interests of the company. In such case, the notice of the meeting may be given <u>by electronic means or any other means</u> and the date of the meeting may be set earlier.</p>
<p>Article 26. The board of directors meeting can be conducted via electronic media, <u>in accordance with the announcement of the National Council for Peace and Order No. 74/2557 on electronic meetings and the announcement of the Ministry of Information and Communication Technology on the standards for maintaining security of electronic meetings B.E. 2557, and other relevant laws concerning such meetings,</u> including any future amendments.</p>	<p><u>Article 27.</u> The board of directors <u>meeting of the company or meetings of the company's sub-committees</u> can be conducted via electronic media. <u>However, meetings conducted through electronic media must adhere to the criteria and methods specified by the relevant laws and regulations,</u> including any future amendments.</p> <p><u>In this case, the company's head office location should be considered as the venue for the meeting.</u></p> <p><u>If a director attends a meeting through electronic media in accordance with the criteria and procedures prescribed by law, it shall be deemed as attendance, and the meeting of the board of directors or the subcommittee meeting of the company held through such electronic media shall have the</u></p>

Previous	Amendments
	<p>same effect as a meeting held in accordance with the procedures prescribed by law and these regulations.</p>
Topic 6 Shareholder's meeting	
<p>Article 32. The board of directors shall call for a shareholders' meeting which is an annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.</p> <p>Shareholders' meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The board of directors may call for the extraordinary general meeting of shareholders at any time as deemed appropriate.</p> <p>Shareholders holding shares amounting to not less than ten percent (10%) of the total number of shares wholly sold submit their names and request the board of directors in writing to call for an extraordinary general meeting at any time, provided that, the reasons of request for calling for such meeting shall be clearly stated in the said written request. In such an event, the board of directors shall proceed to call for a shareholders' meeting to be held within a period of (45) days from the date of the receipt of such request from the said shareholders.</p> <p>In the event that the Board of Directors fails arranging a meeting within the period specified in paragraph three. Shareholders who are named or other shareholders the total number of shares as required shall be convened by itself within forty-five (45) days from the due date of the period under paragraph three. In</p>	<p>Article 33. The board of directors shall call for a shareholders' meeting which is an annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.</p> <p>Shareholders' meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The board of directors may call for the extraordinary general meeting of shareholders at any time as deemed appropriate.</p> <p>Shareholders holding shares amounting to not less than ten percent (10%) of the total number of shares wholly sold submit their names and request the board of directors in writing to call for an extraordinary general meeting at any time, provided that, the reasons of request for calling for such meeting shall be clearly stated in the said written request. In such an event, the board of directors shall proceed to call for a shareholders' meeting to be held within a period of (45) days from the date of the receipt of such request from the said shareholders.</p> <p>In the event that the Board of Directors fails arranging a meeting within the period specified in paragraph three. Shareholders who are named or other shareholders the total number of shares as required shall be convened by itself within forty-five (45) days from the due date of the period under</p>

Previous	Amendments
<p>such case, it shall be considered as a shareholders' meeting convened by the board of directors. The company is responsible for the expenses necessary incurred from arranging meetings and facilitating as appropriate.</p> <p>In the event that the shareholders' meeting is called by the shareholders under paragraph four, the number of shareholders attending cannot constitute a quorum as specified in this Article of Association. Shareholders under paragraph four must share the expenses incurred from arranging the meeting.</p>	<p>paragraph three. In such case, it shall be considered as a shareholders' meeting convened by the board of directors. The company is responsible for the expenses necessary incurred from arranging meetings and facilitating as appropriate.</p> <p><u>In the case where a shareholder calls a meeting under Section 4, the shareholder may send a notice of the meeting to other shareholders electronically. If the shareholder has expressed or given consent to the company or the board according to the criteria specified by the Registrar of Companies.</u></p> <p>In the event that the shareholders' meeting is called by the shareholders under paragraph four, the number of shareholders attending cannot constitute a quorum as specified in this Article of Association. Shareholders under paragraph four must share the expenses incurred from arranging the meeting.</p>
<p>Article 33. In calling a shareholders' meeting, the board of directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgement or for consideration, as the case may be, including the opinion of the board of directors on the said matters, and the said notice shall be distributed to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting. The notice shall be published in the newspaper for not less than three (3)</p>	<p><u>Article 34.</u> In calling a shareholders' meeting, the board of directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgement or for consideration, as the case may be, including the opinion of the board of directors on the said matters, and the said notice shall be distributed to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting. The notice shall be published in the newspaper for not less than three (3)</p>

Previous	Amendments
<p>consecutive days and not less than three (3) days prior to the date of the meeting.</p> <p>The place of the meeting shall be in the province in which the head office</p>	<p>consecutive days and not less than three (3) days prior to the date of the meeting.</p> <p>Sending meeting notices and advertising meeting announcements in accordance with Section 1 may use electronic media as an alternative, provided that it complies with the criteria set by the Registrar of Companies.</p> <p>The place of the meeting shall be in the province in which the head office</p> <p>Shareholders' meetings may be conducted through electronic media if so specified, and such electronic meetings must comply with the criteria and procedures set forth by law.</p> <p>In this case, the headquarters of the company is considered the place of the meeting.</p> <p>Meetings of shareholders conducted through electronic media in accordance with the criteria and methods specified by the law are considered to be equivalent to meetings held in accordance with the procedures prescribed by law and this regulation.</p>
<p>Article 34. At a shareholders' meeting there shall be not less than twenty-five (25) shareholders and proxies (if any) attending the meeting or not less than one-half (1/2) of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold,</p>	<p>Article 35. At a shareholders' meeting there shall be not less than twenty-five (25) shareholders and proxies (if any) attending the meeting or not less than one-half (1/2) of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold,</p> <p>The granting of power of attorney may be conducted electronically, provided that a secure and reliable method is used, and it is</p>

Previous	Amendments
<p>Whereby a quorum would then be constituted.</p> <p>At any shareholders' meeting, if one (1) hour has passed from the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed in the first paragraph, and if such shareholders' meeting was called as a result of a request of the shareholders, such meeting shall be cancelled, if such meeting was not called as a result of a request of the shareholders, a new meeting shall be. In this case, the notice of the meeting shall be sent to shareholders no less than seven (7) days prior to the meeting date. It is not mandatory for the quorum to be met in this subsequent meeting.</p>	<p>carried out by the shareholder in accordance with the criteria prescribed by the Registrar of the Company Limited.</p> <p>Whereby a quorum would then be constituted.</p> <p>At any shareholders' meeting, if one (1) hour has passed from the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed in the first paragraph, and if such shareholders' meeting was called as a result of a request of the shareholders, such meeting shall be cancelled, if such meeting was not called as a result of a request of the shareholders, a new meeting shall be. In this case, the notice of the meeting shall be sent to shareholders no less than seven (7) days prior to the meeting date. It is not mandatory for the quorum to be met in this subsequent meeting.</p>
Topic 8 Dividends and Reserves	
<p>Article 45. The Company is prohibited to pay dividend out of other funds except the profits. In case the Company still has an accumulated loss, the Company shall not pay any dividend.</p> <p>Dividend payment is divided equally by the number of shares except preference share that determined to receive the dividend otherwise receives dividend as determined.</p> <p>An interim dividend as in paragraph four must be approved by the shareholders' meeting.</p> <p>The board of directors may from time to time pay to the shareholders such interim dividends as appear to the board of directors to be</p>	<p>Article 46. The Company is prohibited to pay dividend out of other funds except the profits. In case the Company still has an accumulated loss, the Company shall not pay any dividend.</p> <p>Dividend payment is divided equally by the number of shares except preference share that determined to receive the dividend otherwise receives dividend as determined.</p> <p>An interim dividend as in paragraph four must be approved by the shareholders' meeting.</p> <p>The board of directors may from time to time pay to the shareholders such interim dividends as appear to the board of directors to be</p>

Previous	Amendments
<p>justified by the profits of the Company, and shall report to the shareholders on the payment of interim dividends at the next meeting of shareholders.</p> <p>In case the Company has not distributed the shares in the proportion of its registered capital or the Company has registered its increase of capital, the Company shall pay dividend wholly or partially by issuing new ordinary shares to shareholders with approval of the shareholders meeting.</p> <p>Dividend shall be paid within one month after the meeting of the Shareholders or after a resolution has been passed by the Board of Directors by informing the Shareholders in writing and advertising the dividend payment in the newspaper for 3 consecutive days.</p>	<p>justified by the profits of the Company, and shall report to the shareholders on the payment of interim dividends at the next meeting of shareholders.</p> <p>In case the Company has not distributed the shares in the proportion of its registered capital or the Company has registered its increase of capital, the Company shall pay dividend wholly or partially by issuing new ordinary shares to shareholders with approval of the shareholders meeting.</p> <p>Dividend shall be paid within one month after the meeting of the Shareholders or after a resolution has been passed by the Board of Directors by informing the Shareholders in writing and advertising the dividend payment in the newspaper for 3 consecutive days.</p> <p>Sending letters to shareholders and advertising dividend payments according to Section 6 can be done electronically, as long as it follows the guidelines specified by the Registrar of Companies.</p>
Topic 10 Governing, and management of subsidiaries and associates	
<p>Articles 48. The regulations in this topic are intended to establish measures and mechanisms for overseeing and managing both subsidiaries and associated companies, both directly and indirectly. This includes setting measures for monitoring the management of subsidiaries and associated companies.</p> <p>For the purposes of interpretation under this topic, "Subsidiary Company" and "Associated Company" mean a subsidiary or associated</p>	<p>Articles 49. If the company or its subsidiary agrees to engage in connected transactions or transactions related to the acquisition or disposal of assets of the company or its subsidiary, as per the criteria of the Securities and Exchange Commission, the Securities and Stock Exchange Commission, and the Stock Exchange of Thailand, which relate to connected transactions of registered companies or the acquisition or disposal of assets of registered companies, as</p>

Previous	Amendments
<p><u>company (depending on the case) engaged in the main business specified in Clause 24, which has a total size as provided for in Clause 23(2) of the Securities and Exchange Commission's Announcement No. Tor.Jor. 39/2559 Re: Application for and Granting of Approval for Offering of Newly Issued Shares (as amended), together with the Securities and Exchange Commission's Notification No. Kor.Jor. 17/2551 Re: Definitions in the Announcement Concerning the Issuance and Offer for Sale of Securities (as amended), as well as any future amendments or other definitions announced for enforcement.</u></p> <p><u>If these regulations stipulate that any significant transaction or operation that affects the financial status and operational results of subsidiary or associated companies must receive approval from the company's board of directors or shareholders meeting (depending on the case), the board of directors shall be responsible for scheduling a meeting (either a board or shareholders meeting, depending on the case) to consider and approve such matters before the subsidiary or associated companies conduct their own meeting to consider approval. In this case, the company must disclose information and comply with the criteria, procedures, and relevant procedures related to the topic for approval in accordance with public and commercial law, securities and stock market laws, and other related laws, as well as the regulations and criteria of the Securities and Exchange Commission and the Stock Exchange of Thailand. The company must seek approval from the Office of the</u></p>	<p><u>appropriate, the company must comply with the criteria and procedures set by the Securities and Exchange Commission, the Securities and Stock Exchange Commission, and the Stock Exchange of Thailand related to such transactions.</u></p>

Previous	Amendments
<p><u>Securities and Exchange Commission and the Stock Exchange of Thailand (as appropriate) and ensure that all information is disclosed comprehensively and accurately without any contradiction or dispute.</u></p> <p><u>Articles 49. Unless specified otherwise, in the following cases, the Company's subsidiary or associate companies must obtain approval from the Company's Board of Directors:</u></p> <p>a) <u>appointment or nomination of directors and executives in the Company's subsidiary or associate companies according to the proportion of the shares the Company holds in the subsidiary or associate companies.</u></p> <p><u>Unless this Articles of Association or the Board of Directors specifies otherwise, the directors and executives appointed or nominated by the Company shall have the authority to vote in the Board of Directors meeting of the subsidiary and/or associate companies in the matters related to general management and normal business operation of the subsidiary and/or associate companies according to discretion of the directors or executives for the best interest of the subsidiary and/or associate companies</u></p> <p><u>However, such directors or executives who are appointed or nominated by the Company shall be in the "White List", qualified with responsibility in the role according to related laws and shall not be untrustworthy according to the Notification of the Securities and Exchange Commission re Determination of</u></p>	

Previous	Amendments
<p data-bbox="341 371 746 443"><u>Untrustworthy Characteristics of Company Directors and Executives;</u></p> <p data-bbox="309 488 791 1227">b) <u>the increase of capital by way of issuance of new shares in subsidiary companies, placement including decrease of registered capital and/or paid up capital of the subsidiary companies which is not undertaken in accordance with the proportion the existing shareholders, or the any actions taken resulting in director or indirect voting right of the Company in a general shareholders meeting of the subsidiary companies in any level reduced by ten percent (10%) of the votes in the subsidiary companies or of the paid up capital of the subsidiary depending on the case except for the case that is in annual business plan or budget of the subsidiary companies which is approved by the Company's Board of Directors;</u></p> <p data-bbox="309 1249 775 1317">c) <u>approval of dividend and interim dividend (if any) distribution of the subsidiary companies;</u></p> <p data-bbox="309 1361 791 1608">d) <u>amendment of Articles of Association of the subsidiary companies (except for the amendment of Articles of Association in material matter pursuant Article 50 (e) which must be approved by the general shareholders meeting of the Company);</u></p> <p data-bbox="309 1653 759 1809">e) <u>approval of consolidated annual financial statements of the Company and subsidiary companies except for that case specified in the Delegation of Authority of the Company;</u></p> <p data-bbox="309 1854 775 1966">f) <u>appointment of auditor of the subsidiary companies specifically in the case where the auditor is not a full member of the group of</u></p>	

Previous	Amendments
<p><u>which the Company's audit is the member which is not in accordance with the Company's policy in terms of appointment of auditor where the auditor must be from the audit company in the group of which the Company's auditor is the member;</u></p> <p><u>The following items (g) to (j) are considered significant and if undertaken, the Company's financial status and operating result shall be affected. Therefore, prior to the meeting of the Board of Directors of the subsidiary companies, the directors appointed by the Company who are to be voting in these matters shall obtain approval from the Board of Directors of the Company. However, the transaction must be in the size that falls into the requirement that the Board of Directors must approve comparing to the size of the Company pursuant to the notification of the Securities and Exchange Commission of Thailand.</u></p> <p>g) <u>in the case that subsidiary companies enter into related party transaction with the Company or subsidiary companies or the transaction relating to acquisition or disposal of assets of the subsidiary companies including but not limited to the following:</u></p> <p>(1) <u>transfer or waiver of rights including the waiver of claim the Company has against the person causing damages to the subsidiary companies;</u></p> <p>(2) <u>sale or transfer of the whole or substantial parts of the business of the subsidiary</u></p>	

Previous	Amendments
<p><u>companies to other persons;</u></p> <p>(3) <u>purchase or acceptance of transfer of the business of other companies to the subsidiary companies;</u></p> <p>(4) <u>execution, amendment to, or termination of any contracts with respect to the granting a lease of the whole or substantial parts of the subsidiary company' s business, assignment of the management of the subsidiary company's business to any other persons, or merging of the business with any entities for the purpose of profit and loss sharing; and</u></p> <p>(5) <u>lease out or enter into hire purchase the whole or substantial part of business or property of the subsidiary companies;</u></p> <p>h) <u>acquisition of loan or provision of loan, credit, or guarantee or execution of contract which cause subsidiary companies financial burden, or provision of financial assistance to other persons in the substantial amount which is not related to the business of the subsidiary companies except for loan between the Company and subsidiary companies or between subsidiary companies;</u></p> <p>i) <u>dissolution of subsidiary company; and</u></p> <p><u>other transactions which are not normal business of subsidiary company and would significantly affect the subsidiary companies.</u></p> <p><u>Articles 50. Before the subsidiary company can engage in the following transaction, it must obtain approval from the shareholder meeting of the</u></p>	

Previous	Amendments
<p>company, with a vote of no less than three-fourths (3/4) of the total votes of the shareholders present and entitled to vote.</p> <p>(A) In cases where the subsidiary company agrees to engage in transactions with related parties of the company or its subsidiary, or transactions related to the acquisition or disposal of assets of the subsidiary company, such transactions must be considered and approved by the shareholder meeting of the company, provided that the size of the transaction of the subsidiary company is compared with the nature and/or size of the company (using the criteria for calculating the size of the transaction as stipulated in the relevant announcements of the Securities and Exchange Commission and the Stock Exchange of Thailand, subject to approval by the shareholder's meeting).</p> <p>(B) Increasing capital through the issuance of additional shares by the subsidiary company, and the allocation of shares, including the reduction of registered capital and/or paid-up capital of the subsidiary company, which is not proportional to the original shareholding of the shareholders, or any other actions that result in the proportion of the subsidiary company's shareholding and/or voting rights, both directly or indirectly, at the shareholders' meeting of the subsidiary company being less than the proportion required by law applicable to the subsidiary company that results in the company losing control of the subsidiary company. This must be the case where when calculating the size of the transaction</p>	

Previous	Amendments
<p>compared to the size of the subsidiary company, according to the criteria for calculating the size of the transaction set forth in the relevant announcement of the Securities and Exchange Commission and the Stock Exchange of Thailand, and such a case requires approval at the shareholders' meeting of the subsidiary company.</p> <p>(C) The cessation of operations of a subsidiary company must be a case where, when calculating the size of the subsidiary company's business to be terminated, it is compared to the size of the company (by applying the criteria for calculating the size of the transaction as stipulated in the relevant announcement of the Securities and Exchange Commission and the Stock Exchange of Thailand) and falls within the scope requiring approval at a shareholder meeting of the company.</p> <p>(D) Any other transactions that are not ordinary course of business of the subsidiary and transactions that will have significant impact on the subsidiary must be the cases that, when calculating the size of the transaction that the subsidiary will engage in, is compared to the size of the company (by applying the criteria for calculating the size of the transaction as specified in the relevant announcement of the Securities and Exchange Commission and the Stock Exchange of Thailand) and fall within the scope of requiring approval from the shareholders' meeting of the company.</p> <p>(E) Amending the bylaws of a subsidiary that may have a significant impact on the financial</p>	

Previous	Amendments
<p>status and operations of the subsidiary, including but not limited to amending the bylaws of the subsidiary that may affect the rights of the subsidiary. This includes proposing or appointing persons as directors or executives in the subsidiary in proportion to the shareholding of the company in the subsidiary, voting of the directors and executives proposed or appointed by the company at the subsidiary's board of directors meeting, voting of the company at the subsidiary's shareholder meeting, or payment of dividends by the subsidiary.</p> <p>Articles 51. The company shall monitor and oversee the directors and executives of its subsidiaries and associated companies who are nominated or appointed by the company, and ensure that they perform their duties and responsibilities in accordance with the law, regulations, and policies of the company.</p> <p>Articles 52 . The company shall take necessary actions to establish an internal control system, risk management system, and anti-corruption system, as well as other necessary systems, and set measures to monitor the operations of the subsidiary and associated companies, which are effective and sufficient to ensure that the operations of the subsidiary and associated companies comply with the plans, budgets, policies, regulations, laws, and announcements related to the good governance of listed companies, including announcements, regulations, and criteria related to the supervision and management of subsidiary and joint venture companies issued</p>	

Previous	Amendments
<p><u>by the Securities and Exchange Commission and the Stock Exchange of Thailand, and follow up to ensure that the subsidiary and associated companies disclose financial status, operating results, related transactions and significant assets acquisition or disposal, and any other significant information related to the companies' operations, in accordance with the relevant announcements issued by the Securities and Exchange Commission and the Stock Exchange of Thailand (as amended) (subject to each case).</u></p> <p><u>Articles 53. The company shall ensure that directors of its subsidiary, who have been appointed by the company, attend and vote in accordance with the company's direction at meetings of the subsidiary's board of directors to consider matters of significant importance to the subsidiary's business, each time.</u></p>	

The moderator asked the shareholders and proxies for questions and suggestion. There was not any question from shareholders and proxies for this agenda. The moderator, then, announced the voting result as follows:

Type of Vote	Number of votes (1 share 1 vote)	Percent
Approved	475,257,513	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided	0	0.0000
Total	475,257,513	100.0000

Resolution: The amendment of the company's articles of association was approved by a unanimous vote of all the shareholders who attended the meeting and had the right to vote.

Agenda 9 To consider other matters

The company has provided an opportunity for shareholders to propose an agenda for the Annual General Meeting of Shareholders for the year 2023, from October 3, 2022, to January 3, 2023. The criteria and methods for proposing an agenda were announced and disclosed through the website of the Stock Exchange of Thailand and the



company's website. However, when the deadline for proposal submission passed, no shareholders had submitted any proposal for the meeting.

In this agenda, the moderator reported to the meeting that shareholders have submitted the following questions.

Question 1 **Ms. Araya Kingkaew**, a shareholder who participated in the meeting electronically, sent a question through the system's message box, inquiring, **"How is the financial statement for the first quarter of 2023?"**

Ms. Somporn Ampaisutthipong, Director and Chief Financial Officer (CFO) answered that

The results of the first quarter are still in the process of being audited by the auditor. The company is unable to disclose the details of the financial statements, such as the company's revenue or profit, as the company's business has benchmark standards that must be met in order to comply with the Stock Exchange's regulations. The shareholders are requested to wait for a few more days as the Board of Directors will be meeting on May 12, 2023, and the company will release news (ELCID) in the morning of May 15, 2023, so that the shareholders can see the results of the operations simultaneously.

Question 2 **Mr. Chusak Kusirirat**, a shareholder, sent a pre-inquiry question according to the criteria and methods specified by the company, asking **"whether the revenue from other services of the subsidiary, TQM Insurance Runes Brokers Co., Ltd., is legally compliant or not."**

Mr. Chinapat Visuttiapat, Independent Director answered that

After the CFO's explanation, it was revealed that the revenue from other services in 2022 was 3.7 billion baht, comprising revenue of approximately 2 billion baht and an additional service revenue of approximately 1.5 billion baht. The remaining revenue was approximately 100 million baht. With regards to the question of whether this revenue is legally compliant or not, the answer is that the company, TQM Insurance Brokers Co., Ltd., operates within the insurance regulatory framework and is subject to government control and supervision. Internally, the company has an independent third-party Internal Auditor to audit its operations. Therefore, TQM Insurance Brokers Co., Ltd. is a legally compliant company and does not violate any laws.

Question 3 **Mr. Chusak Kusirirat**, a shareholder, sent a pre-inquiry question according to the criteria and methods specified by the company, asking **"Will there be any significant changes in the revenue from other services of TQM Insurance Brokers Co., Ltd., a subsidiary of the company, in 2023 and how? This will affect investors' decision-making?"**

Mr. Chinapat Visuttiapat, Independent Director informed that

At this time, we are unable to answer the question regarding other service revenue. This is part of our normal business operations. If there are any significant changes, it is the responsibility of the company's board of directors to disclose them. We ask that shareholders wait for the announcement



(ELCID) in the Stock Exchange of Thailand. As for whether there will be changes or not, and how they will be, we cannot answer at this time.

There were no further questions from the shareholders or proxies. The Chairman was then invited to adjourn the meeting.

The Chairman adjourned the meeting and thanked all the shareholders who attended either in person or online. The company is determined and confident. The first quarter of the year has passed, and the Board of Directors will convene a meeting to report the first-quarter results. The company is optimistic that this year, with the recovering economy, the upcoming elections, the revival of tourism, and the development of TQM Alpha insurance products into three distinct business directions with the aim of achieving synergy and a vast customer base, the company will flourish. Once again, the Chairman thanked all shareholders for their participation.

The meeting adjourned at 15.35 hours.

-Signature-

..... Chairman of the Board of Directors
(Mr. Unchalin Punnipa)

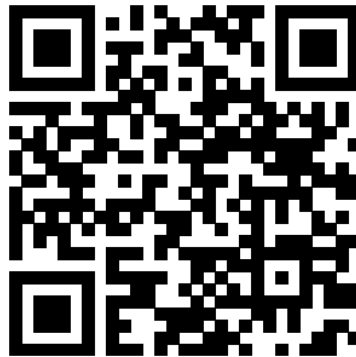
-Signature-

..... Company Secretary
(Ms. Supichaya Theppitak)

The 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report)
in the form of e-book accessible through QR Code together with the Company' s Statement of Financial Position
and Statement of Comprehensive Income for the year ended 31 December 2023
as approved by Certified Public Accountant and Audit Committee
(document for Agenda 2 - 4)

To facilitate Shareholder's access to information with ease, TQM Alpha Public Company Limited has provided The 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report) to the Shareholders in the form e-book with can be downloaded from the following channels:

1) QR Code



QR Code

The 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report)

Of iOS System (iOS 11 and above)

1. Turn on the Mobile Camera
2. Scan the above QR Code
3. Notification will appear on top of the screen. Click the notification to access The 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report)

Remark: If the notification does not appear on the Mobile phone, the QR Code can be scanned with other applications such as Line or QR CODE READER

Of Android system

1. Open Line applications. Click "add friend" and choose "QR Code"
2. Scan the QR Code to access the 2022 Annual report

2) Company's website

Shareholders can find The 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report) though the Company's website www.tqmalpha.com

Brief personal profile of directors who are due to retire by rotation and nominated to be re-elected

1. Dr. Unchalin Punnipa

Age : 61 yrs.

Nationality : Thai

Shareholding : 3.75 %

Appointment Date as Director : 14 July 2011

No. of year being director : 12 yrs.

Current Position : Chairman of the Board of Directors / Chairman of Sustainability and Risk Management Committee / President

Nominating for: Director

Education :

1. Honorary Doctorate Degree of Arts in General Management
2. Doctor of Philosophy in Public Administration, Eastern Asia University
3. Master of Business Administration, Kasetsart University
4. Bachelor of Political Science, Ramkhamhaeng university

Training :

- Executive Training Program on Administrative Justice Class 2, 2023
- Thailand Insurance Super Leadership Program, Class 2, 2022 the Office of Insurance Commission (OIC)
- “Chairing the Unknown Future” (IOD)
- 2morrow Scaler 2020 Stock2morrow
- Strategic Board Master Class (SBM) Class 7,2019 (IOD)
- Modern Manager Program (MMP 66) 2018 Chulalongkorn University
- Everest Business Camp 2018 Sripatum University
- Advanced Management Program, Capital Market Academy (CMA), Class 26, 2018
- National Defense Course (NDC), Class 58, 2015
- Advance Certificate Politics and Governance in Democracy System for Executive, Class 18 King Prajadhipok's Institute
- Thailand Insurance Leadership Program, Class 3, 2013
- ACADEMY OF BUSINESS CREATIVITY (ABC), Class 1, 2013
- Advanced Security Management Program (ASMP), Class 3, 2012
- Risk Management for Executives No.9/2011 Chulalongkorn University
- Director Certification Program, Class 146, 2011
- Successful Formulation & Execution of Strategy, Class 8, 2010
- Role of the Chairman Program, Class 23, 2010
- Business Analysis Program, Class 17, 2010 Chulalongkorn University



Professional Experience During the Past 5 Years :(1) Position as Director / Executive in other listed companies in SET :

- 2022 - Present Director TQR Public Company Limited

(2) Position in other companies / businesses :

- 1997 - Present Chairman of the Board / President TQM Insurance Broker Company Limited
- 2008 - Present Chairman of the Board / President TQM Life Insurance Broker Company Limited
- 2022 - Present Director Cashnow Plus Company Limited
- 2021 - Present Director True Life Broker Company Limited
- 2021 - Present Director True Extra Broker Company Limited
- 2021 - Present Director Easy Lending Company Limited
- 2021 - Present Director TQC Company Limited
- 2020 - Present Director TO 2020 Company Limited
- 2017 - Present Director TQM Place Company Limited
- 2007 - Present President Casmatt Company Limited
- 2006 - Present Director Ethanol Growth Corporation Company Limited
- 2017 - 2021 Director Dara Daily Shopping Company Limited
- 2013 - 2021 Director Beauty Lab Innovation (Thailand) Company Limited
- 2011 - 2021 Director The Perfect Group International Company

(3) Position in competitive or related businesses to the company : None

Illegal Record in the past 5 years : None

No. of Meeting Attendances:

- Board of Directors' Meeting 6 / 6 Meeting (equivalent to 100%)
- Sustainability and Risk Management Committee 3 / 3 Meeting (equivalent to 100%)
- 2023 Annual General Meeting of Shareholders attendance 1 / 1 Meeting (equivalent to 100%)

2. Mr. Marut Simasathien

Age : 74 yrs.

Nationality : Thai

Shareholding : None

Appointment Date as Director : 22 February : 2018

No. of year being director: 6 yrs.

Current Position : Independent Director / Chairman of the Audit Committee / Member of Nomination and Remuneration Committee / Member of Sustainability and Risk Management Committee / Member of Corporate Governance Committee

Nominating for: Independent Director

Education : 1. Master of Business Administration, Kasetsart University

2. Bachelor of Accounting, Thammasat University



Training :

- Value of Audit 2022 (SEC)
- Seminar on “The Importance of Audit Committee in the Capital Market and Roles of Audit Committee in Good Corporate Governance” (SEC)
- Seminar on “One report, sustainability disclosure requirement: The challenges ahead” (KPMG)
- Advanced Audit Committee Program (AAP), Class 38 (2020) the Thai Institute of Directors
- Director Accreditation Program (DAP), Class 17/2004 the Thai Institute of Directors
- Thailand National Defense Course, 2002 the National Defense College of Thailand
- Corporate Governance for Directors and Senior Executives Course of state Enterprises and Public Organizations, Class 11

Professional Experience During the Past 5 Years :

(1) Position as Director / Executive in other listed companies in SET : None

(2) Position in other companies / businesses :

- 2021 - Present Director / Member of The Audit Committee N.D.S.34 Company Limited
- 2003 - Present Chairman of the Board of Directors NL Development Pcl.
- 1989 - Present Director MPS Holding Company Limited
- 2016 - 2022 Independent Director / Member of The Audit Committee Thai National Product Pcl.

(3) Position in competitive or related businesses to the company : None

Illegal Record in the past 5 years : None

No. of Meeting Attendances:

- Board of Directors’ Meeting 6 / 6 Meeting (equivalent to 100%)
- Nomination and Remuneration Committee’s Meeting 3 / 3 Meeting (equivalent to 100%)
- The Audit Committee’s Meeting 4 / 4 Meeting (equivalent to 100%)
- Corporate Governance Committee’s Meeting 2 / 2 Meeting (equivalent to 100%)
- Sustainability and Risk Management Committee 3 / 3 Meeting (equivalent to 100%)
- 2023 Annual General Meeting of Shareholders attendance 1 / 1 Meeting (equivalent to 100%)

3. Mr. Thana Thienachariya

Age : 54 yrs.

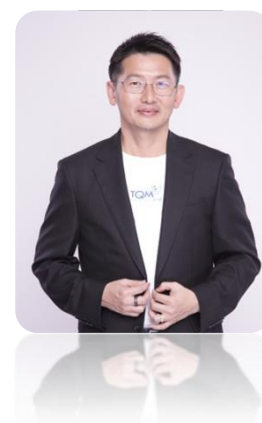
Nationality : Thai

Shareholding : 0.10%

Appointment Date as Director : 24 December 2020

No. of year being director : 3 yrs.

Current Position : Independent Director / Member of the Audit Committee



Nominating for: Independent Director

Education : 1. Master's degree Master of Business Administration Washington State University, USA.
2. Bachelor's degree Bachelor of Economics (2nd Class Honor) Chulalongkorn University

Training :

- Director Certification Program (DCP 181/2556)
- PDPA 2022 training by Onelaw
- TLCA Executive Development Program (EDP, Class 8/2554)
- New Generation of Leadership in Democracy, King Prajadhipok's Institute (Batch 1/2011) King Prajadhipok's Institute
- Capital Market Academy Leader Program (Batch 8/2009) Capital Market Academy

Professional Experience During the Past 5 Years :

(1) Position as Director / Executive in other listed companies in SET :

- 2020 - Present Director and Chairman of the Board of Directors Bluebik Group Pcl.
- 2020 - Present Advisor to CEO Siam Commercial Bank Pcl.
- 2013 - Present Independent Director Sappe Pcl.
- 2015 - 2020 Senior Executive Vice President Chief Executive Siam Commercial Bank Pcl.
Officer Marketing Group and Acting Senior
Executive Vice President Chief Executive
Corporate Communications Division and social activities

(2) Position in other companies / businesses :

- 2023 – Present Chairman of the Board of Directors / Laundry You Company Limited
Independent Director
- 2022 – Present Advisor BASE program BJC Big C Academy of Smart Entrepreneurs
- 2022 – Present Advisor Show No Limit Company Limited
- 2022 – Present Chairman of the Board of Directors / Director Bulk One Group Company Limited
- 2021 – Present Director Card X Company Limited
- 2020 - Present Chairman of the Board of Directors Purple Ventures Company Limited
- 2015 - Present Director Aksorn Education Company Limited
- 2013 - Present Director Academy of Business Creativity Sripatum University
- 2013 - 2020 Director Southpaw Company Limited

(3) Position in competitive or related businesses to the company : None

Illegal Record in the past 5 years : None

No. of Meeting Attendances:

- Board of Directors' Meeting 5 / 6 Meeting (equivalent to 83.33%)
- The Audit Committee's Meeting 3 / 4 Meeting (equivalent to 75.00%)
- 2023 Annual General Meeting of Shareholders attendance 1 / 1 Meeting (equivalent to 100%)

4. Mr. Ampon Oniam

Age : 62 yrs.

Nationality : Thai

Shareholding : 0.04%

Appointment Date as the Director : 22 September 2017

No. of year being director : 6 yrs.

Current Position : Director / Member of Executive Committee / Chief Operations Officer

Nominating for: Director

Education / Training :

- Ethical Leadership Program (ELP), Class 24, 2021 (IOD)
- Director Certification Program, Class 254, 2018

Professional Experience During the Past 5 Years :

(1) Position as Director / Executive in other listed companies in SET : None

(2) Position in other companies / businesses :

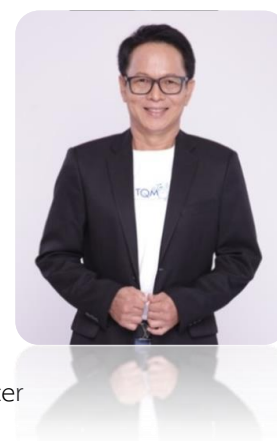
- 2017 - Present Chief Operations Officer TQM Insurance Broker Company Limited
- 2017 - Present Chief Operations Officer TQM Life Insurance Broker Company Limited
- 2008 - Present Director Casmatt Company Limited
- 2017 - Present Chief Operations Officer Casmatt Company Limited

(3) Position in competitive or related businesses to the company : None

Illegal Record in the past 5 years : None

No. of Meeting Attendances:

- Board of Directors' Meeting 6 / 6 Meeting (equivalent to 100%)
- Executive Committee 7 / 7 Meeting (equivalent to 100%)
- 2023 Annual General Meeting of Shareholders attendance 1 / 1 Meeting (equivalent to 100%)



Definition of Independent Director of TQM Alpha Public Company Limited

Independent director must not have Banking Business, must not be a banker or any business related to Banking Business that may affect independent decision making and must be a person with following qualifications:

1. Holding shares not exceeding 1 percent of the total number of shares with voting rights of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, including shares held by related persons of such independent director.
2. Neither being nor used to be an executive director, employee, staff, advisor who receives salary or controlling person of the Company, its parent company, subsidiary, affiliate, same-level subsidiary company, major shareholder or controlling person unless the foregoing status has ended not less than two years prior to taking the independent directorship. Independent director used to be a government officer or advisor of a government agency that the government is a major shareholder or the person in charge such company.
3. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child to other director, executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary company.
4. Neither having nor used to have a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, in the manner which may interfere with his/her independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, affiliate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to taking the independent directorship.

The term 'business relationship' under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or the counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences.

5. Neither being nor used to be an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, affiliate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to taking the independent directorship.
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of

professional services, unless the foregoing relationship has ended not less than two years prior to taking the independent directorship.

7. Not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder.
8. Not undertaking any business in the same nature and in competition to the business of the Company or subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company.
9. Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

For rules and procedures for appointment of independent directors in accordance with the rules and procedures for the appointment of directors. Each independent director can hold the position of independent director for a maximum of 9 years, unless the shareholders' meeting considers the reason and necessity as proposed by the company and approved the selection of independent director who holds the position of independent director for more than 9 consecutive years, to be an independent director.

Profiles of the Independent Directors proposed by the Company to act as Proxy for Shareholders

Mr. Chinapat Visuttiapat

Current Position : Independent Director / Member of Nomination and Remuneration Committee / Member of Risk Management and Sustainable Development Committee / Member of the Audit Committee / Member of Corporate Governance Committee

Age : 55 yrs.

Nationality : Thai

Address : 123 Lat Pla Khao Road, Chorakhe Bua Subdistrict, Lat Phrao District, Bangkok 10230

Shareholding : None

Conflicts of interest in any agenda: None



Remark: Details of profiles of the Independent Directors are shown in the Board of Directors section of the 2023 Annual Report (56-1 One report) which already disclosed on the Company's website (www.tqmalpha.com)

The Company's Articles of Association Relevant to the Shareholder's Meeting

The Shareholders' Meeting

Article 33. The board of directors shall call for a shareholders' meeting which is an annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.

Shareholders' meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The board of directors may call for the extraordinary general meeting of shareholders at any time as deemed appropriate.

Shareholders holding shares amounting to not less than ten percent (10%) of the total number of shares wholly sold submit their names and request the board of directors in writing to call for an extraordinary general meeting at any time, provided that, the reasons of request for calling for such meeting shall be clearly stated in the said written request. In such an event, the board of directors shall proceed to call for a shareholders' meeting to be held within a period of (45) days from the date of the receipt of such request from the said shareholders.

In the event that the Board of Directors fails arranging a meeting within the period specified in paragraph three. Shareholders who are named or other shareholders the total number of shares as required shall be convened by itself within forty-five (45) days from the due date of the period under paragraph three. In such case, it shall be considered as a shareholders' meeting convened by the board of directors. The company is responsible for the expenses necessary incurred from arranging meetings and facilitating as appropriate.

In the case where a shareholder calls a meeting under Section 4, the shareholder may send a notice of the meeting to other shareholders electronically. If the shareholder has expressed or given consent to the company or the board according to the criteria specified by the Registrar of Companies.

In the event that the shareholders' meeting is called by the shareholders under paragraph four, the number of shareholders attending cannot constituting a quorum as specified in this Article of Association. Shareholders under paragraph four must share the expenses incurred from arranging the meeting.

Article 34. In calling a shareholders' meeting, the board of directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgement or for consideration, as the case may be, including the opinion of the board of directors on the said matters, and the said notice shall be distributed to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting. The notice shall be published in the newspaper for not less than three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

Sending meeting notices and advertising meeting announcements in accordance with Section 1 may use electronic media as an alternative, provided that it complies with the criteria set by the Registrar of Companies.

The place of the meeting shall be in the province in which the head office.

Shareholders' meetings may be conducted through electronic media if so specified, and such electronic meetings must comply with the criteria and procedures set forth by law.

In this case, the headquarters of the company is considered the place of the meeting.

Meetings of shareholders conducted through electronic media in accordance with the criteria and methods specified by the law are considered to be equivalent to meetings held in accordance with the procedures prescribed by law and this regulation.

Article 35. At a shareholders' meeting there shall be not less than twenty-five (25) shareholders and proxies (if any) attending the meeting or not less than one-half (1/2) of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold,

The granting of power of attorney may be conducted electronically, provided that a secure and reliable method is used, and it is carried out by the shareholder in accordance with the criteria prescribed by the Registrar of the Company Limited.

Whereby a quorum would then be constituted. At any shareholders' meeting, if one (1) hour has passed from the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed in the first paragraph, and if such shareholders' meeting was called as a result of a request of the shareholders, such meeting shall be cancelled, if such meeting was not called as a result of a request of the shareholders, a new meeting shall be. In this case, the notice of the meeting shall be sent to shareholders no less than seven (7) days prior to the meeting date. It is not mandatory for the quorum to be met in this subsequent meeting.

Article 36. The chairman of the board shall be the chairman of shareholders' meetings. If the chairman of the board is not present at a meeting or cannot perform his duty, the vice-chairman shall be chairman of the meeting. If there is no vice-chairman or there is a vice-chairman but he is not present or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Article 37. A resolution of a shareholders' meeting, the shareholders shall be entitled to one (1) vote per one (1) share. Any shareholder who has a special interest in any matters shall not be entitled to vote in that matter except for voting on the election of directors. A resolution of the shareholders' meeting shall require:

- (a) in an ordinary event, the majority votes 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.
- (b) In fixing directors' remuneration, a vote of not less than two-thirds (2/3) of the total number of votes of shareholders who attend the meeting and have the right to vote.

- (c) in the following events, a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote:
- (1) the sale or transfer of the whole or the substantial part of the Company's business to any other person;
 - (2) the purchase or acceptance of transfer of the business of private company (s) or public company(s) by the Company;
 - (3) the making, amending or terminating of any agreement with respect to the granting of a lease of the whole or substantial parts of the Company's business, the assignment of the management of the business of the Company to any person(s), or the amalgamation of the business with other persons for the purpose of profit and loss sharing;
 - (4) the amendment of the Memorandum of Associations or Articles of Association of the Company;
 - (5) the increasing or reducing the Company's capital;
 - (6) the dissolution of the Company;
 - (7) the issuance and offering of debentures of the Company;
 - (8) the amalgamation of business of the Company with other company(s).

Under the mandate by Section 37, Paragraph One, any transaction the company undertakes that does not exceed the transaction size as defined by the Securities and Exchange Act, B.E. 2535 (1992) and the announcements by the Securities and Exchange Commission concerning the acquisition or disposal of assets, permits the Board of Directors to proceed within the scope of their authorized powers and actions as delegated by the group of company (Delegation of Authority).

Article 38. Transactions to be conducted at the Annual General Meeting are as follows:

- (a) Review of the report of the Board of Directors covering work done during the preceding year as proposed to the meeting by the Board;
- (b) Considering and approving the financial statements and profit and loss statement of the past fiscal year;
- (c) Considering the allocation of profit and reserve fund;
- (d) Election of new directors in place of those who must retire on the expiration of their Terms;
- (e) Fixing directors' remunerations;
- (f) Appointment of the auditor and setting of the audit fee;
- (g) Other businesses.

Board of Directors

Article 17. The directors shall be elected at the shareholder's meeting in accordance with the criteria and procedures as follows:

- (a) Each shareholder shall have one(1) share for one(1) vote;
- (b) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as directors or directors, but the shareholder cannot be divided his or her votes to any person in any number as the shareholder pleases; and

(c) Persons who receive the highest votes arranged in order from higher to lower in a number equal to that of the number of directors to be appointed are elected to be the directors of the Company in the meeting. In the event of a tie at a lower place, which would make the number of directors greater than that required, the chairman of the meeting should have a casting vote.

Article 18. At every annual ordinary shareholder's meeting one-third (1/3) of the directors, or, if the number of directors cannot be divided exactly into three parts, the number of directors nearest to one-third (1/3) shall vacate office.

A vacating director may be eligible for re-election.

The directors to vacate office in the first and second years following the registration of the conversion of the Company shall be drawn by lots. In subsequent years, the directors who have remained in office for the longest time shall vacate office.

Article 32. A director shall have a right to receive remuneration from the Company in the form of rewards, meeting allowance, gratuity, bonus or other benefits in accordance with the approval of the shareholders' meeting which has passed a resolution by not less than two-third (2/3) of the total number of votes of the shareholders attending the meeting and having the right to vote. It may be prescribed in fixed amount or establish the rules and prescribed for particular circumstance(s) or being perpetual rules until be changed by shareholder's meeting resolution. Moreover, a director shall have a right to receive the allowance and welfare according to the Company's rule.

The provisions in the first paragraph shall not affect the right of the director appointed from the officers or employees of the Company to receive remuneration and benefiting his/her capacity as an officer or employee of the Company.

Accounting, Financial and Auditing of Accounts

Article 39. The company's fiscal year begins on January 1 and ends on December 31 of each year.

Article 41. The board of directors shall prepare the balance sheet and the statement of profit and loss as of the last day of the fiscal year of the Company for submission to the shareholders for consideration and approval at the annual general meeting. The board of directors shall cause balance sheet and the statement of profit and loss to be examined by an auditor prior to submission to the shareholder's meeting.

Article 42. The board of directors shall deliver the following documents to the shareholders together with the notice calling for an annual general meeting of shareholders:

- (a) Copies of the balance sheets and statement of profit and loss, which have already been audited by the auditor, including the auditor's report; and
- (b) Annual report of the board of directors.

Article 43. The annual general meeting shall appoint the auditor(s) of the company and fix his/her/their remuneration. The retired auditor has the right to be re-appointed

The auditor shall not be a director, staff, employee or any person holding any position in the company. And / or other relevant laws.

Article 45. The annual general meeting shall appoint the auditor of the company. And determine the amount of compensation to the auditor. The auditor who has already retired has the right to be elected to return to the position again. The auditor shall not be the Company's director, officer, employee or person who holding any position or having any duty in the Company. The Company shall consider the auditor's rotation in accordance with the regulations stipulated in the Securities and Exchange Law and/or other relevant laws

Dividends and Reserves

Articles 46. The Company is prohibited to pay dividend out of other funds except the profits. In case the Company still has an accumulated loss, the Company shall not pay any dividend.

Dividend payment is divided equally by the number of shares except preference share that determined to receive the dividend otherwise receives dividend as determined.

An interim dividend as in paragraph four must be approved by the shareholders' meeting.

The board of directors may from time to time pay to the shareholders such interim dividends as appear to the board of directors to be justified by the profits of the Company, and shall report to the shareholders on the payment of interim dividends at the next meeting of shareholders.

In case the Company has not distributed the shares in the proportion of its registered capital or the Company has registered its increase of capital, the Company shall pay dividend wholly or partially by issuing new ordinary shares to shareholders with approval of the shareholders meeting.

Dividend shall be paid within one month after the meeting of the Shareholders or after a resolution has been passed by the Board of Directors by informing the Shareholders in writing and advertising the dividend payment in the newspaper for 3 consecutive days.

Sending letters to shareholders and advertising dividend payments according to Section 6 can be done electronically, as long as it follows the guidelines specified by the Registrar of Companies.

Article 47. The Company shall appropriate to a reserve fund not less than five (5) percent of the net annual profits less the brought forward incurred loss (if any) until the reserve fund reaches an amount of not less than ten (10) percent of the registered capital.

**Details of evidence required for shareholders or proxy to register,
attend and vote the meeting**

Attendance in person

1. Attendance in person

- 1.1 **Thai citizen:** Please present valid identity document issued by governmental bodies i.e. I.D. card or Government officer I.D. card or Driver's license; in case of Name and Surname Change, supporting document required.
- 1.2 **Non-Thai citizen:** Please present Alien Document or Passport
- 1.3 **Juristic entity incorporated in Thailand:**
- (1) Copy of the Affidavit of such entity issued by the Department of Business Development and no longer than 6 months before the meeting date certified correct and signed by Managing Director(s) of such entity with company seal affixed (if any)
 - (2) Copy of I.D. card or passport (in case of a foreigner) of Managing Director(s) of such entity abovementioned in No.1.3 A, certified by such Managing Director(s)
- 1.4 **Juristic entity incorporated outside Thailand:**
- (1) The Affidavit of such entity stating Managing Director(s) and authority issued by governmental related office with Notary public and issued no longer than 1 year.
 - (2) Copy of passport of the authorized director(s) who attend(s) the meeting, certified by authorized director(s).

Please bring the barcode registration form enclosed with this meeting notice for your convenience on the meeting date for Shareholders' Meeting Attendance

2. Attendance by proxy

2.1 Thai citizen:

- (1) Complete filled out Proxy Form
- (2) Copy of I.D. card of Grantor and certified correct by Grantor.
- (3) Copy of I.D. card of Proxy and certified correct by Grantor.

2.2 Non-Thai citizen:

- (1) Complete filled out Proxy Form
- (2) Copy of Alien Document or Passport of Grantor and certified correct by Grantor.
- (3) Copy of Alien Document or Passport of Proxy and certified correct by Grantor.

2.3 Juristic entity incorporated in Thailand:

- (1) Complete filled out Proxy Form
- (2) Copy of the Affidavit of such entity issued by the Department of Business Development of the grantor and no longer than 6 months before the meeting date of and certified correct and signed by Managing Director(s) of such entity whom signing the proxy form.

- (3) Copy of I.D. card or passport (in case of a foreigner) of the Grantor whom signing the proxy form, certified by the director(s) whom signing the proxy form.
- (4) Copy of I.D. card or passport (in case of a foreigner) of the Proxy, certified by the proxy.

2.4 Juristic entity incorporated outside Thailand:

- (1) Complete filled out Proxy Form
- (2) Copy of the Affidavit of such entity stating Managing Director(s) and authority issued by governmental related office with Notary Public.
- (3) Copy of I.D. card or passport (in case of a foreigner) of the Grantor whom signing the proxy form, certified by the director(s) whom signing the proxy form.
- (4) Copy of I.D. card or passport (in case of a foreigner) of the Proxy, certified by the proxy.

Please bring the barcode registration form enclosed with this meeting notice for your convenience on the meeting date for Shareholders' Meeting Attendance.

3. Custodian Proxy

3.1 Prepare and present required documents as Juristic entity No.1 and 2

3.2 In the case that the foreign investor granted authority to the Custodian to sign on the proxy form, the following document required

- (1) The Proxy Form of shareholder(s) granting authority to Custodian.
- (2) The letter of confirmation that the person signing the proxy form is authorized to perform the custodian business

Please bring the barcode registration form enclosed with this meeting notice for your convenience on the meeting date for Shareholders' Meeting Attendance. Any required documents that the original not in English, the English translation shall be attached and certified by shareholder(s) or Juristic entity's representative

Proxy

The Proxy Forms A and B have been sent to shareholders. If any shareholder is unable to attend the Shareholders' Meeting, please follow the protocol as follows:

1. For Non-Custodian Proxy, only Proxy Form A and B sent out by the Company are eligible to use for the meeting proxy the grantor shall only use one form for such proxy. Shareholders are eligible to grant proxy to any person or Company's Independent Director by stating proxy details into provided Company's proxy form to attend the meeting on Shareholders' behalf.
2. For legal binding of the Proxy, Duty stamp(s) for the value of 20 baht shall be affixed and crossed out the date on which the proxy made. Duty stamps are available at the registration desk for shareholders and proxies.
3. In case of granting proxy to Independent Director, please mail your complete filled out Proxy Form to the Company or Contact

“Company Secretary”

TQM Alpha Public Company Limited

123 Lat Pla Khao Road, Chorakhe Bua Subdistrict, Lat Phrao District, Bangkok 10230

Please note that shareholder(s) can only grant proxy to only one person to attend the meeting and cast votes.

Registration

The registration starts at 12.30 hrs, onwards at Main Meeting room 123 Lat Pla Khao Road, Chorakhe Bua Subdistrict, Lat Phrao District, Bangkok 10230 as map of the meeting venue attached.

For shareholders who wish to attend the meeting via electronic media (e-AGM), please follow the procedures for participating in the meeting through electronic media (e-AGM) as Rules for attending the shareholders' meeting via electronic media (e-AGM) attached.

Votes

Conditions

General Agenda

1. Shareholders or proxies cast their votes publicly on each agenda entitled each share to one vote and can only for 'Agree' or 'Disagree' or 'Abstain' of each agenda.
2. For Proxy
 - 2.1 If it is specified in the proxy instrument how the proxy has to vote on each matter on the agenda, the proxy must cast her/his vote accordingly.
 - 2.2 If it is not specified in the proxy instrument how the proxy has to vote, the proxy shall cast the vote as if the principal had attended the meeting in person.

Agenda for the Appointment of Directors

Article 17 of the Company's Articles of Association stipulates

- (a) Each shareholder shall have one(1) share for one(1) vote;
- (b) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as directors or directors, but the shareholder cannot be divided his or her votes to any person in any number as the shareholder pleases; and
- (c) Persons who receive the highest votes arranged in order from higher to lower in a number equal to that of the number of directors to be appointed are elected to be the directors of the Company in the meeting. In the event of a tie at a lower place, which would make the number of directors greater than that required, the chairman of the meeting should have a casting vote.

Procedures for voting in each agenda

1. The chairman of the meeting will propose the shareholders to consider voting in each agenda. Whereby one shareholder has votes equal to the number of shares he or she holds or proxies and can vote to 'Agree', 'Disagree' or 'Abstain' in each agenda equal to the number of shares that he or she holds or proxies.
2. The vote will be counted only for shareholders who vote 'Disagree' or 'Abstain' from voting on each agenda, the officer will collect the ballot and bring the vote of Disagree or Abstain to deduct from the total number of votes attending the meeting. The remaining votes will be considered as votes 'Agree' in that agenda.
3. For shareholders who wish to attend the meeting via electronic media (e-AGM), please follow the procedures for participating in the meeting through electronic media (e-AGM) as Rules for attending the shareholders' meeting via electronic media (e-AGM) attached.

The resolution of the shareholders' meeting shall consist of the following votes.

1. In the normal case, the majority vote shall be considered as the resolution of the meeting.
2. Other cases, by laws or company regulations, are different from normal cases. The resolution of the meeting will be in accordance with the laws or regulations that stipulate. The chairman of the meeting will inform the shareholders in the meeting to acknowledge before voting in each agenda.
 - 2.1 If the votes are equal, the Chairman of the meeting shall have an additional vote as the final vote.
 - 2.2 Any shareholder or proxy has a special interest in any particular matter, must not vote on that matter and the chairman of the meeting may request the shareholders or proxies to temporarily leave the meeting, except for the vote to elect the directors.
 - 2.3 Secret voting may be made when there are at least 5 shareholders in the meeting requesting and the meeting resolves to vote secretly. The chairman of the meeting will determine the method of voting and inform the meeting before voting on the agenda that has a resolution to vote secretly.

Vote counting and Notification of vote counting

The chairman of the meeting will explain how to count the votes to the meeting before starting the meeting agenda. The votes for each agenda will be counted from ballots or the ballots marked by the proxies attending the meeting with the right to vote, then inform the vote results to the meeting after ending the agenda.

ใบตอบรับเข้าร่วมประชุมของบริษัท ทีคิวเอ็ม อัลฟา จำกัด (มหาชน)

Acceptance of the invitation to the meeting of TQM Alpha Public Company Limited

วันที่.....เดือน.....พ.ศ.....

Date

Month

Year

(1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....

I/We,

Identification Card/Passport number

สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Nationality

Residing at No.

Road

Sub district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

District

Province

Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ทีคิวเอ็ม อัลฟา จำกัด (มหาชน)

Being a shareholder of TQM Alpha Public Company Limited

โดยถือหุ้นรวมทั้งสิ้น

Holding the total amount of

shares

(3) ประสงค์จะเข้าร่วมประชุมและลงคะแนนสำหรับการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 โดย

I would like to participate the Annual General Meeting of 2024 by

เข้าร่วมประชุม ณ สถานที่จัดประชุม

Attending in person at the Company's meeting room

ด้วยตัวเอง

มอบฉันทะให้บุคคลอื่นเข้าร่วมประชุม

Self-attendance

Appoint a proxy to attend the meeting on my behalf

- ชื่อผู้เข้าร่วมประชุม.....(โปรดระบุ)

Name

Please fill in the blank

- หมายเลขโทรศัพท์มือถือผู้เข้าร่วมประชุม.....(โปรดระบุ)

Mobile Number

Please fill in the blank

เข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-Meeting)

Attending the E-Meeting

ด้วยตัวเอง

มอบฉันทะให้บุคคลอื่นเข้าร่วมประชุม

Self-attendance

Appoint a proxy to attend the meeting on my behalf

- ชื่อผู้เข้าร่วมประชุม.....(โปรดระบุ)

Name

Please fill in the blank

- หมายเลขโทรศัพท์มือถือผู้เข้าร่วมประชุม.....(โปรดระบุ)

Mobile Number

Please fill in the blank

- อีเมล.....(โปรดระบุ)

E-Mail

Please fill in the blank.

- (4) ผู้ถือหุ้นหรือผู้รับมอบฉันทะที่มีความประสงค์จะเข้าร่วมประชุมสามัญผู้ถือหุ้น ประจำปี 2567 โปรดส่งใบตอบรับเข้าร่วมประชุมของบริษัทตามรายละเอียดในหนังสือเชิญประชุมฯ (เอกสารแนบ 7) ภายในวันที่ 19 เมษายน 2567

Shareholders or proxies who wish to attend the 2024 Annual General Meeting of Shareholders are kindly requested to submit their response form in accordance with the details provided in the invitation letter (Enclosure 7) no later than 19 April 2024

- (5) สำหรับผู้ที่มาเข้าร่วมประชุม ณ สถานที่จัดประชุม กรุณานำแบบฟอร์มลงทะเบียนและบัตรประชาชนตัวจริงมาในวันประชุมด้วย เพื่อความสะดวกรวดเร็วในการลงทะเบียน

For those attending the meeting in person please bring the registration form and your original ID card to the meeting venue for registration purposes, to facilitate the process and ensure efficiency.

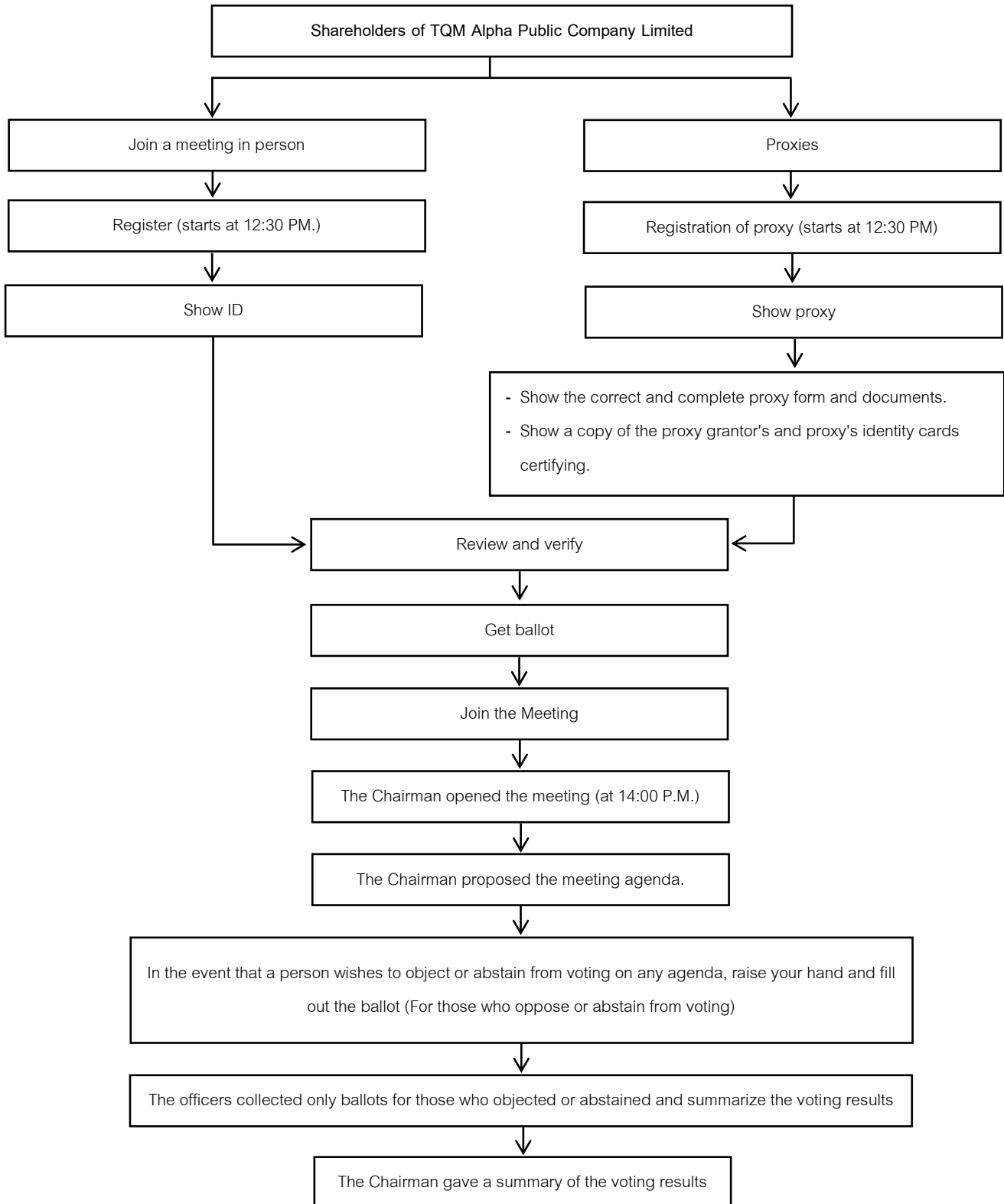
- (6) สำหรับผู้เข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) โปรดเตรียมข้อมูลตามรายละเอียดในหนังสือเชิญประชุมฯ (เอกสารแนบ 9) เพื่อใช้สำหรับการเข้าร่วมประชุม

For those attending the meeting via electronic media (e-AGM), please prepare the information according to the details in the enclosed invitation letter (Enclosure 9) for use in the meeting

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder
(.....)

Procedures for attending the 2024 Annual General Meeting of Shareholders
in person (Physical) at the meeting place TQM Alpha Public Company Limited

24 April 2024



* Please return the ballots for all agenda items to the Company's staff at the end of the meeting.

Rules for attending the shareholders' meeting via electronic media (e-AGM).

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within 19 April 2024. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent 1 day in advance of the meeting date.

Requesting to attend the meeting via electronic media.

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways as follows:

1. Submit your request to attend the meeting by sending information via e-mail or postal mail. If shareholders wish to notify their intention to attend the meeting via electronic media (e-AGM) by sending information via e-mail or postal.
 - 1.1 Please fill in the document requesting to attend the meeting via electronic media (e-AGM) (*Attachment 7*) by specifying your Email and your mobile phone number clearly for registering for the meeting.
 - 1.2 Attach a copy of proof of identity to confirm the right to attend the e-AGM meeting.
 - (1) Shareholders who are natural persons.
 - ❖ If a shareholder wishes to attend the meeting in person via e-Meeting.
 - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
 - ❖ If a shareholder appoints another person to attend the meeting on his/her behalf via e-Meeting
 - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
 - A copy of the proxy's identity document, such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.
 - (2) Shareholders who are juristic persons.
 - ❖ If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (e-Meeting).
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.

- A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- ❖ If the proxy is assigned to attend the meeting instead via electronic media e-Meeting.
 - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed.
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
 - Copy of the identity document of the proxy as in the case of natural persons as mentioned above.

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

2. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 1.2) by sending to the Company within the date 19 April 2024.

- e-Mail channel: cs@tqm.co.th
- Postal channels:

“Company Secretary”

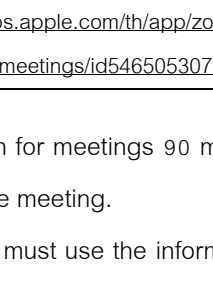

TQM Alpha Public Company Limited

123 Lat Pla Khao Road, Chorakhe Bua Subdistrict, Lat Phrao District, Bangkok 10230.

Electronic Meeting Attendance e-AGM

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual 1 day before the meeting date. Please study the manual on how to use the E-AGM meeting system in detail. If you haven't received the Email within the 23 April 2024 date, please get in touch with the Company immediately.
2. Please prepare the following information for logging in the meeting
 - Self-Attending: Shareholder Account Number (10 digits Number) and ID Card.
 - Proxy: Proxy ID Card and Proxy's Mobile Number.
3. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

iOS system	Android system
	
https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307	https://play.google.com/store/apps/details?id=us.zoom.videomeetings

4. The system will open for meetings 90 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
5. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
6. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
7. If attendees have any problems or problems in using the E-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

If a shareholder wishes to appoint an independent director as a proxy

Suppose any shareholders cannot attend the E-AGM meeting in person or cannot appoint other proxies to attend the E-AGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (*Enclosure 10*) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company by the date within the date **19 April 2024**, via the following channels

- e-Mail channel: cs@tqm.co.th

- Postal channels:

“Company Secretary”

TQM Alpha Public Company Limited

123 Lat Pla Khao Road, Chorakhe Bua Subdistrict, Lat Phrao District, Bangkok 10230

Note: If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper

Please submit the following information

1. The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:
 - e-Mail channel: cs@tqm.co.th
 - Postal channels:

“Company Secretary”
TQM Alpha Public Company Limited
123 Lat Pla Khao Road, Chorakhe Bua Subdistrict, Lat Phrao District, Bangkok 10230

Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the e-AGM meeting

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows

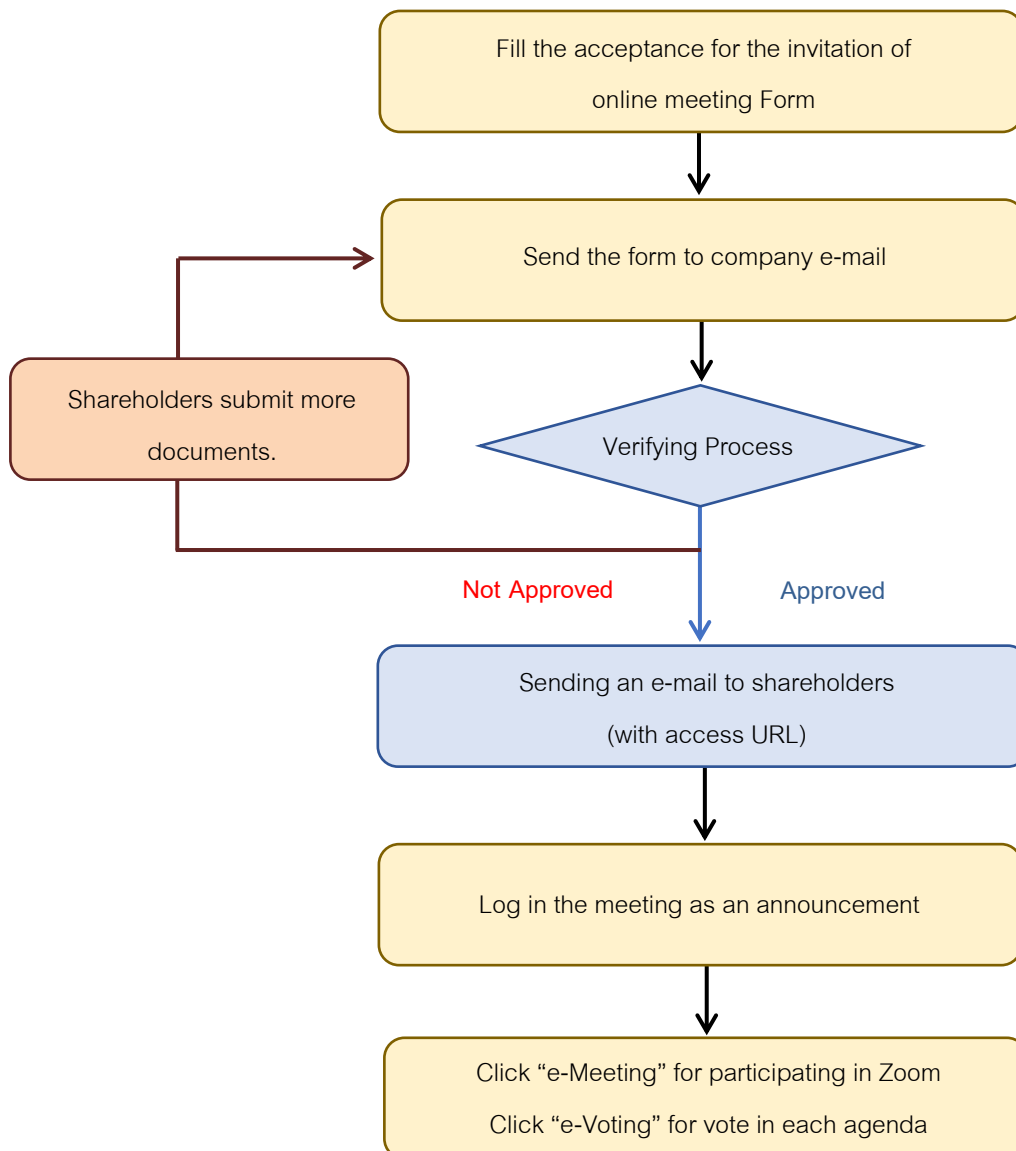
1. Send advice or questions **in advance** to the Company within the date April 19, 2024 through the following channels:
 - e-Mail channel : cs@tqm.co.th
 - Phone channel : 02-119-8888 ต่อ 5059, 1069, 7855
 - Postal channels :

“Company Secretary”
TQM Alpha Public Company Limited
123 Lat Pla Khao Road, Chorakhe Bua Subdistrict, Lat Phrao District, Bangkok 10230
2. Submit advice or questions **during the meeting** to those attending the e-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows
 - Chat channel for text messages.
 - An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' e-mails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via E-Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.
2. Regarding the process of attending the meeting and voting via E-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

e-AGM Flowchart



แบบหนังสือมอบฉันทะ แบบ ก. (แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

PROXY FORM A (General Form)

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date

Month

Year

1. ข้าพเจ้า..... สัญชาติ.....

I/We

Nationality

สำนักงานตั้งอยู่เลขที่..... ตำบล/แขวง.....

Residing at No.

Tambol/Kwaeng

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....

Amphur/Khet

Province

Postcode

2. ซึ่งเป็นผู้ถือหุ้น ของบริษัท ทีคิวเอ็ม อัลฟา จำกัด (มหาชน)

Being a shareholder of TQM Alpha Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้

Holding a total number of

shares and having voting rights equivalent to

vote(s), as follows:

 หุ้นสามัญ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง

Ordinary share

share(s) having voting rights equivalent to

vote(s)

 หุ้นบุริมสิทธิ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง

Preferred share

share(s) having voting rights equivalent to

vote(s)

3. ขอมอบฉันทะให้

Hereby appoint

 (1) นายชินภัทร วิสุทธิแพทย์ ตำแหน่ง กรรมการอิสระและกรรมการตรวจสอบ อายุ 55 ปี

123 ถนนลาดปลาเค้า แขวงจรเข้บัว เขตลาดพร้าว กรุงเทพมหานคร 10230 หรือ

Mr. Chinapat Visuttipat, Position Independent Director and Audit Committee's Member, Age 55 years old. Residing at 123 Lat Pla

Khao Road, Chorakhe Bua Subdistrict, Lat Phrao District, Bangkok 10230 or

 (2) ชื่อ..... อายุ..... ปี

Name

Age

Years

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....

Residing at No.

Road

Tambol/Khwaeng

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ

Amphur/Khe

Province

Postcode

or

 (3) ชื่อ..... อายุ..... ปี

Name

Age

Years

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....

Residing at No.

Road

Tambol/Khwaeng

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....

Amphur/Khet

Province

Postcode

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 โดยวิธีการประชุมแบบระบบไฮบริด ในวันพุธที่ 24 เมษายน 2567 เวลา 14.00 น. ณ ห้องประชุมใหญ่ บริษัท ทีคิวเอ็ม อัลฟา จำกัด (มหาชน) เลขที่ 123 ถนนลาดปลาเค้า แขวงจรเขี้ยว เขตลาดพร้าว กรุงเทพมหานคร หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the 2024 Annual General Meeting of Shareholders. The meeting will be conducted in form of Hybrid Meeting to be held on Wednesday, 24 April 2024, at 2.00 pm. at Main Meeting room of TQM Alpha Public Company Limited, 123 Lat Pla Khao Road, Chorakhe Bua Subdistrict, Lat Phrao District, Bangkok or at any adjournment thereof to any other date, time and venue.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any action of the proxy holder performed at the meeting shall be deemed as my/our act.

ลงชื่อ ผู้มอบฉันทะ
Signed Grantor
(.....)

ลงชื่อ ผู้รับมอบฉันทะ
Signed Proxy
(.....)

ลงชื่อ ผู้รับมอบฉันทะ
Signed Proxy
(.....)

หมายเหตุ / Note:

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A Shareholder shall appoint only one proxy to attend and vote at the meeting. A shareholder may not split shares for any more than one proxy in order to split votes.

แบบหนังสือมอบฉันทะ แบบ ข. (แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่จะเอียงชัดเจนตายตัว)

PROXY FORM B (Clearly and Definitely Specified Voting)

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date

Month

Year

1. ข้าพเจ้า..... สัญชาติ.....

I/We

Nationality

สำนักงานตั้งอยู่เลขที่..... ตำบล/แขวง.....

Residing at No.

Tambol/Kwaeng

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....

Amphur/Khet

Province

Postcode

2. ซึ่งเป็นผู้ถือหุ้น ของบริษัท ทีคิวเอ็ม อัลฟา จำกัด (มหาชน)

Being a shareholder of TQM Alpha Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้
Holding a total number of..... shares and having voting rights equivalent to..... vote(s), as follows: หุ้นสามัญ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง

Ordinary share

share(s) having voting rights equivalent to

vote(s)

 หุ้นบุริมสิทธิ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง

Preferred share

share(s) having voting rights equivalent to

vote(s)

3. ขอมอบฉันทะให้

Hereby appoint

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123 ถนนลาดปลาเค้า แขวงจระเข้บัว เขตลาดพร้าว กรุงเทพมหานคร 10230 หรือ

Mr. Chinapat Visuttipat, Position Independent Director and Audit Committee's Member, Age 55 years old. Residing at 123 Lat Pla Khao Road, Chorakhe Bua Subdistrict, Lat Phrao District, Bangkok 10230 or

 (2) ชื่อ..... อายุ..... ปี

Name

Age

Years

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....

Residing at No.

Road

Tambol/Khwaeng

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ

Amphur/Khe

Province

Postcode

or

 (3) ชื่อ..... อายุ..... ปี

Name

Age

Years

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....

Residing at No.

Road

Tambol/Khwaeng

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....

Amphur/Khet

Province

Postcode

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 โดยวิธีการประชุมแบบระบบไฮบริด ในวันที่พุธที่ 24 เมษายน 2567 เวลา 14.00 น. ณ ห้องประชุมใหญ่ บริษัท ทีคิวเอ็ม อัลฟา จำกัด (มหาชน) เลขที่ 123 ถนนลาดปลาเค้า แขวงจรเข้บัว เขตลาดพร้าว กรุงเทพมหานคร หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the 2024 Annual General Meeting of Shareholders. The meeting will be conducted in form of Hybrid Meeting to be held on Wednesday, 24 April 2024, at 2.00 pm. at Main Meeting room of TQM Alpha Public Company Limited, 123 Lat Pla Khao Road, Chorakhe Bua Subdistrict, Lat Phrao District, Bangkok or at any adjournment thereof to any other date, time and venue.

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/ We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2566

Agenda item 1 To certify the minutes of the 2023 Annual General Meeting of the Shareholders.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy holder shall vote in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานประจำปี 2566

Agenda item 2 To consider and acknowledge the operating results of the Company in the year 2023

วาระนี้เป็นเรื่องที่รายงานเพื่อทราบ จึงไม่ต้องการลงมติ

This agenda is for acknowledgement. Resolution is not required.

วาระที่ 3 พิจารณานุมัติงบการเงินสำหรับปี สิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda item 3 To consider and approve the financial statements for the year ended 31 December 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy holder shall vote in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 4 พิจารณานุมัติจัดสรรกำไรประจำปี 2566 และการจ่ายเงินปันผล

Agenda item 4 To consider and approve the allocation of profit for the year 2023 and dividend payment

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B) The proxy holder shall vote in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

Agenda item 5 To consider the election of directors in place of those retiring by rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B) The proxy holder shall vote in accordance with my/our intention as follows:
- การแต่งตั้งกรรมการทั้งชุด
- Vote for all the nominated candidates as a whole
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- การแต่งตั้งกรรมการเป็นรายบุคคล
- Vote for an individual nominee
- (1) **ดร.อัญชลิน พรธนนินา**
- Dr. Unchalin Punnipa
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- (2) **นายมารุต สิมะเสถียร**
- Mr. Marut Simasathien
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- (3) **นายธนา เทียรอัจฉริยะ**
- Mr. Thana Thienachariya
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- (4) **นายอำพน อันเอี่ยม**
- Mr. Ampon Oniam
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการ ประจำปี 2567

Agenda item 6 To consider the remuneration of directors for the year 2024.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy holder shall vote in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2567

Agenda item 7 To consider the appointment of auditors and determine the audit fee for the year 2024

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy holder shall vote in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda item 8 Others matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy holder shall vote in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy holder in any agenda that is not specified in this proxy form shall be considered as invalid and not my/our voting as a shareholder.

6. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the case that I/we have not declared a voting intention in any agenda or my/our determination is not clearly specified or that the meeting considers or ratifies resolutions in any matters apart from the agendas specified above, in addition to any amendment, modification or addition of any facts, the proxy holder shall have the right to consider and vote on behalf of myself/ourself as he/ she sees appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act(s) undertaken by the proxy holder at such meeting except the proxy holder does not vote as I/we specify in the proxy form shall be deemed as my/our own act(s) in every respects.

ลงชื่อ ผู้มอบฉันทะ
Signed Grantor
(.....)

ลงชื่อ ผู้รับมอบฉันทะ
Signed Proxy
(.....)

ลงชื่อ ผู้รับมอบฉันทะ
Signed Proxy
(.....)

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

Note:

1. A Shareholder shall appoint only one proxy to attend and vote at the meeting. A shareholder may not split shares for any more than one proxy in order to split votes.
2. Either all or each of the members of the Board of Directors may be appointed in the agenda of election of the directors.
3. In the case that there is any other agenda(s) to consider other than the specified agendas mentioned above, the proxy may use the Annex to the Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะ ข.

Attachment to Proxy Form (Form B)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ทีคิวเอ็ม อัลฟา จำกัด (มหาชน)

Grant of proxy as a shareholder of TQM Alpha Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันพุธที่ 24 เมษายน 2566 เวลา 14.00 น. โดยวิธีการประชุมแบบระบบไฮบริด ณ ห้องประชุมใหญ่ บริษัท ทีคิวเอ็ม อัลฟา จำกัด (มหาชน) เลขที่ 123 ถนนลาดปลาเค้า แขวงจรเขี้ยว เขตลาดพร้าว กรุงเทพมหานคร หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The 2024 Annual General Meeting of Shareholders to be held on Wednesday, April 24, 2024. at 2.00 pm. The meeting will be conducted in form of Hybrid Meeting at Main Meeting room of TQM Alpha Public Company Limited, 123 Lat Pla Khao Road, Chorakhe Bua Subdistrict, Lat Phrao District, Bangkok or at any adjournment thereof to any other date, time and venue.

วาระที่ เรื่อง

Agenda

Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy holder shall vote in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ เรื่อง

Agenda

Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy holder shall vote in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ เรื่อง

Agenda

Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy holder shall vote in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ เรื่อง

Agenda Subject

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy holder shall vote in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ เรื่อง

Agenda Subject

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy holder shall vote in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ เรื่อง เลือกตั้งกรรมการ (ต่อ)

Agenda Subject Appointment of Directors (Continued)

ชื่อกรรมการ.....

Name of Director

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

ชื่อกรรมการ.....

Name of Director

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

ชื่อกรรมการ.....

Name of Director

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

ชื่อกรรมการ.....

Name of Director

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

(ปิดอากรแสตมป์ 20 บาท / Duty stamp 20 baht)

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้ คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)
(Applicable to foreign shareholder appointing a custodian in Thailand to act on his/her behalf)

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date

Month

Year

1. ข้าพเจ้า..... สัญชาติ.....
I/We Nationality
สำนักงานตั้งอยู่เลขที่ ตำบล/แขวง
Residing at No. Tambol/Kwaeng
อำเภอ/เขต จังหวัด รหัสไปรษณีย์
Amphur/Khet Province Postcode

2. ซึ่งเป็นผู้ถือหุ้น ของบริษัท ทีคิวเอ็ม อัลฟา จำกัด (มหาชน)
Being a shareholder of TQM Alpha Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้
Holding a total number of shares and having voting rights equivalent to vote(s), as follows:
 หุ้นสามัญ หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง
Ordinary share share(s) having voting rights equivalent to vote(s)
 หุ้นบุริมสิทธิ หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง
Preferred share share(s) having voting rights equivalent to vote(s)

3. ขอมอบฉันทะให้
Hereby appoint
 (1) นายชินภัทร วิสุทธิแพทย์ ตำแหน่ง กรรมการอิสระและกรรมการตรวจสอบ อายุ 55 ปี
123 ถนนลาดปลาเค้า แขวงจรเข้บัว เขตลาดพร้าว กรุงเทพมหานคร 10230 หรือ
Mr. Chinapat Visuttipat, Position Independent Director and Audit Committee's Member, Age 55 years old. Residing at 123 Lat Pla
Khao Road, Chorakhe Bua Subdistrict, Lat Phrao District, Bangkok 10230 or

- (2) ชื่อ..... อายุ..... ปี
Name Age Years
อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....
Residing at No. Road Tambol/Khwaeng
อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ
Amphur/Khe Province Postcode or

(3) ชื่อ..... อายุ ปี
 Name Age Years
 อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....
 Residing at No. Road Tambol/Khwaeng
 อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....
 Amphur/Khet Province Postcode

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 โดยวิธีการประชุมแบบระบบไฮบริด ในวันพุธที่ 24 เมษายน 2567 เวลา 14.00 น. ณ ห้องประชุมใหญ่ บริษัท ทีคิวเอ็ม อัลฟา จำกัด (มหาชน) เลขที่ 123 ถนนลาดปลาเค้า แขวงจรเขี้ยว เขตลาดพร้าว กรุงเทพมหานคร หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the 2024 Annual General Meeting of Shareholders. The meeting will be conducted in form of Hybrid Meeting to be held on Wednesday, 24 April 2024, at 2.00 pm. at Main Meeting room of TQM Alpha Public Company Limited, 123 Lat Pla Khao Road, Chorakhe Bua Subdistrict, Lat Phrao District, Bangkok or at any adjournment thereof to any other date, time and venue.

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We authorize the proxy holder to attend and vote in this meeting as follows:

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้
 Grant proxy in accordance with the total amount of shares holding and have the right to vote.
- มอบฉันทะบางส่วน คือ
 Partially grant proxy namely
- | | | | |
|-----------------------|----------------------|--|-------|
| <input type="radio"/> | หุ้นสามัญ | หุ้น และมีสิทธิออกเสียงลงคะแนนได้..... | เสียง |
| | Ordinary shares | shares and have the right to vote equal to | votes |
| <input type="radio"/> | หุ้นบุริมสิทธิ | หุ้น และมีสิทธิออกเสียงลงคะแนนได้..... | เสียง |
| | Preference shares | shares and have the right to vote equal to | votes |
- รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง
 Total voting rights votes

5. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/ We hereby authorize the proxy to vote on my behalf at this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2566

Agenda item 1 To certify the minutes of the 2023 Annual General Meeting of the Shareholders.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (B) The proxy holder shall vote in accordance with my/our intention as follows:
- | | | | | | |
|--------------------------|--------------------|--------------------------|-----------------------|--------------------------|----------------------|
| <input type="checkbox"/> | เห็นด้วย.....เสียง | <input type="checkbox"/> | ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> | งดออกเสียง.....เสียง |
| | Approve | Votes | Disapprove | Votes | Abstain |
| | | | | | Votes |

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานประจำปี 2566

Agenda item 2 To consider and acknowledge the operating results of the Company in the year 2023

วาระนี้เป็นเรื่องที่ยายงานเพื่อทราบ จึงไม่ต้องมีการลงมติ

This agenda is for acknowledgement. Resolution is not required.

วาระที่ 3 พิจารณานุมัติงบการเงินสำหรับปี สิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda item 3 To consider and approve the financial statements for the year ended 31 December 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B) The proxy holder shall vote in accordance with my/our intention as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve | Votes | Disapprove |
| Votes | Votes | Abstain |
| Votes | Votes | Votes |

วาระที่ 4 พิจารณานุมัติจัดสรรกำไรประจำปี 2566 และการจ่ายเงินปันผล

Agenda item 4 To consider and approve the allocation of profit for the year 2023 and dividend payment

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B) The proxy holder shall vote in accordance with my/our intention as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve | Votes | Disapprove |
| Votes | Votes | Abstain |
| Votes | Votes | Votes |

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

Agenda item 5 To consider the election of directors in place of those retiring by rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B) The proxy holder shall vote in accordance with my/our intention as follows:
- การแต่งตั้งกรรมการทั้งหมด
- Vote for all the nominated candidates as a whole
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve | Votes | Disapprove |
| Votes | Votes | Abstain |
| Votes | Votes | Votes |
- การแต่งตั้งกรรมการเป็นรายบุคคล
- Vote for an individual nominee
- (1) **ดร.อัญชลิน พรรณนิภา / Dr. Unchalin Punnipa**
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve | Votes | Disapprove |
| Votes | Votes | Abstain |
| Votes | Votes | Votes |

(2) นายมารุต สิมะเสถียร / Mr. Marut Simasathien

เห็นด้วย..... เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
 Approve Votes Disapprove Votes Abstain Votes

(3) นายธนา เทียรอัศจรรย์ะ / Mr. Thana Thienachariya

เห็นด้วย..... เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
 Approve Votes Disapprove Votes Abstain Votes

(4) นายอำพน อ้นเอี่ยม / Mr. Ampon Oniam

เห็นด้วย..... เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
 Approve Votes Disapprove Votes Abstain Votes

วาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการ ประจำปี 2567

Agenda item 6 To consider the remuneration of directors for the year 2024.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy holder shall vote in accordance with my/our intention as follows:

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
 Approve Votes Disapprove Votes Abstain Votes

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2567

Agenda item 7 To consider the appointment of auditors and determine the audit fee for the year 2024

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy holder shall vote in accordance with my/our intention as follows:

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
 Approve Votes Disapprove Votes Abstain Votes

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda item 9 Others matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy holder shall vote in accordance with my/our intention as follows:

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
 Approve Votes Disapprove Votes Abstain Votes

6. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

Any vote casting of the proxy holder in any agenda which is not in accordance with those specified in the proxy shall be deemed invalid and not counting as my/our vote casting as a shareholder.

7. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If I/we do not specify or clearly specify my/our intention to vote in any agenda, or in the event of the meeting shall consider or pass resolutions in any matter other than those specified above including any amendment or modification of any fact, the proxy holder shall be authorized to consider and vote on my/our behalf as he/she deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act executed by the proxy holder in the meeting shall, unless the proxy holder did not cast the votes as specified herein, be deemed as being done by myself/ourselves in all respects

ลงชื่อ ผู้มอบฉันทะ
Signed Grantor
(.....)

ลงชื่อ ผู้รับมอบฉันทะ
Signed Proxy
(.....)

ลงชื่อ ผู้รับมอบฉันทะ
Signed Proxy
(.....)

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
2. หลักฐานที่ต้องแนบพร้อมหนังสือมอบฉันทะ คือ
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
5. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแบบ

Remarks

1. The Proxy Form C is only applicable to a shareholder whose name appears in the shareholder registration book as a foreign investor and has appointed a custodian in Thailand to be responsible for safeguarding his/her shares only.
2. The required evidence to be attached with the proxy form are:
 - (1) A Power of Attorney executed by the shareholder authorizing the custodian to sign the proxy form on his/ her behalf
 - (2) A letter confirming that the person executing the proxy form has obtained a license to act as custodian.
3. The shareholder appointing the proxy must authorize only one proxy holder to attend and vote in the meeting and may not split the Number of shares to many proxy holders in splitting votes.
4. Agenda for election of directors, you can elect for either the whole group of directors or each director.
5. In case there is any other agenda to be considered in the meeting other than those specified above, the proxy grantor may additionally specify it in the Supplementary Proxy Form C attached hereto.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

The Supplementary Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ทีคิวเอ็ม อัลฟา จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในรูปแบบไฮบริด (Hybrid Meeting) ในวันพุธที่ 24 เมษายน 2567 เวลา 14.00 น. ณ ห้องประชุมใหญ่ บริษัท ทีคิวเอ็ม อัลฟา จำกัด (มหาชน) เลขที่ 123 ถนนลาดปลาเค้า แขวงจระเข้บัว เขตลาดพร้าว กรุงเทพมหานคร หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The proxy is granted by a shareholder of TQM Alpha Public Company of the 2024 Annual General Meeting of Shareholders The meeting will be conducted in form of Hybrid to be held on Wednesday, 24 April 2024, at 2.00 pm. at Main Meeting room of TQM Alpha Public Company Limited, 123 Lat Pla Khao Road, Chorakhe Bua Subdistrict, Lat Phrao District, Bangkok or at any adjournment thereof to any other date, time and venue.

วาระที่ เรื่อง

Agenda

Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy holder shall vote in accordance with my/our intention as follows:
- เห็นด้วย..... เสียง ไม่เห็นด้วย..... เสียง งดออกเสียง..... เสียง
Approve Votes Disapprove Votes Abstain Votes

วาระที่ เรื่อง

Agenda

Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy holder shall vote in accordance with my/our intention as follows:
- เห็นด้วย..... เสียง ไม่เห็นด้วย..... เสียง งดออกเสียง..... เสียง
Approve Votes Disapprove Votes Abstain Votes

วาระที่ เรื่อง

Agenda

Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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(B) The proxy holder shall vote in accordance with my/our intention as follows:
- เห็นด้วย..... เสียง ไม่เห็นด้วย..... เสียง งดออกเสียง..... เสียง
Approve Votes Disapprove Votes Abstain Votes

วาระที่ เรื่อง

Agenda Subject

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 - (A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 - (B) The proxy holder shall vote in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย..... เสียง	<input type="checkbox"/> ไม่เห็นด้วย..... เสียง	<input type="checkbox"/> งดออกเสียง..... เสียง
Approve	Votes	Disapprove
	Votes	Abstain
		Votes

วาระที่ เรื่อง

Agenda Subject

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 - (A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 - (B) The proxy holder shall vote in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย..... เสียง	<input type="checkbox"/> ไม่เห็นด้วย..... เสียง	<input type="checkbox"/> งดออกเสียง..... เสียง
Approve	Votes	Disapprove
	Votes	Abstain
		Votes

วาระที่ เรื่อง เลือกตั้งกรรมการ (ต่อ)

Agenda Subject Appointment of Directors (Continued)

ชื่อกรรมการ.....

Name of Director

- | | | |
|--|---|--|
| <input type="checkbox"/> เห็นด้วย..... เสียง | <input type="checkbox"/> ไม่เห็นด้วย..... เสียง | <input type="checkbox"/> งดออกเสียง..... เสียง |
| Approve | Votes | Disapprove |
| | Votes | Abstain |
| | | Votes |

ชื่อกรรมการ.....

Name of Director

- | | | |
|--|---|--|
| <input type="checkbox"/> เห็นด้วย..... เสียง | <input type="checkbox"/> ไม่เห็นด้วย..... เสียง | <input type="checkbox"/> งดออกเสียง..... เสียง |
| Approve | Votes | Disapprove |
| | Votes | Abstain |
| | | Votes |

ชื่อกรรมการ.....

Name of Director

- | | | |
|--|---|--|
| <input type="checkbox"/> เห็นด้วย..... เสียง | <input type="checkbox"/> ไม่เห็นด้วย..... เสียง | <input type="checkbox"/> งดออกเสียง..... เสียง |
| Approve | Votes | Disapprove |
| | Votes | Abstain |
| | | Votes |

ชื่อกรรมการ.....

Name of Director

- | | | |
|--|---|--|
| <input type="checkbox"/> เห็นด้วย..... เสียง | <input type="checkbox"/> ไม่เห็นด้วย..... เสียง | <input type="checkbox"/> งดออกเสียง..... เสียง |
| Approve | Votes | Disapprove |
| | Votes | Abstain |
| | | Votes |

Privacy Notice for the 2024 Annual General Meeting of Shareholders.

TQM Alpha Public Company Limited (“the Company”) greatly aware of the personal data protection in accordance to the Privacy Data Protection Act B.E. 2562.

1. The Collection of Personal Data

It is necessary for the Company to collect your personal data that submit to the Company i.e. name, surname, address, telephone number, photo, identification number, shareholders’ registration and information related to electronic systems access and usage such as Email, IP Address (in case of online access to the meeting).

The Company will record and broadcast images and sounds of the meeting for its legitimate interests and the interests of shareholders.

In the case of granting a proxy, it is necessary for the Company to collect the copy of shareholder’s personal identification card which may contain religion information that is considered as Sensitive Data. The Company has no intention to collect such Sensitive Data. Accordingly, you can redact such data.

2. The Collection of Personal Data

In the direct collection of your Personal Data, the Company shall use the Personal Data only as necessary and only in accordance with the specified purposes.

However, the Company may collect your Personal Data from any other sources, which mean securities registrar or Thailand Securities Depository Co., Ltd. (TSD), but only in necessity and in accordance with measures required by law.

3. Purposes for the collection, use and disclosure of Personal Data

The Company collects, uses, and discloses your Personal Data for the purposes to call the 2024 Annual General Meeting of Shareholders. and to the 2024 Annual General Meeting of Shareholders. as required by law. Therefore, the Company will collect, use, and disclose your Personal Data and the referred person without your consent as authorized by the Personal Data Protection Act, B.E. 2562 (2019): for legitimate interests of the Company or any other persons or juristic persons or for compliance with law to which the Company is subjected.

4. The Personal Data retention period

The Company will retain your Personal Data only for the necessary duration, and will collect, use and disclose your Personal Data, as defined in this Privacy Notice

If it is not possible to specify the Personal Data retention period, the Company will retain the Personal Data as may be expected per data retention standards (such as the longest legal prescription of 10 years).

5. Your Rights as a Data Subject

As the owner of Personal Data (“Data Subject”), you have the rights as stipulated in the Privacy Protection Act B.E 2562, which include the right to withdraw the consent, the right to access and obtain a copy of your Personal Data, the right to correct, delete or destroy your Personal Data, the right to request suspension of the processing of your Personal Data, the right to transfer your Personal Data according to the measures stipulated by law, the right of complaint and the right to dissent to the processing or disclosing of your Personal Data.

6. The Disclosure of Personal Data to a Third Party

The Company may be required to disclose Personal Data to other persons or juristic persons or regulatory authorities, who works in cooperation with the Company for the compliance of the purposes as mentioned in this notice such as technology’s service provider, regulators or government agencies or by the order of regulatory officials

7. Contact channels

Enquires or questions on the Personal Data Protection can be addressed to the following channels: TQM Alpha Public Company Limited, 123 Ladplakao Road, Jorakaebua, Ladprao, Bangkok 10230, e-mail: dpo@tqm.co.th

Map of the Meeting Venue for the 2024 Annual General Meeting of Shareholders

at Main Meeting room of TQM Alpha Public Company Limited

123 Lat Pla Khao Road, Chorakhe Bua Subdistrict, Lat Phrao District, Bangkok 10230



Transportation

1. **By Car** : From Vibhavadi Ransit Road, Phaholyothin Road and Rattanakosin Road, entering to Kaset-Nawamin Road, turn right at the traffic light heading Wanghin Junction, the Company shall be on the right in Soi Ladplakao 25.
2. **By bus** : Bus No. 104, 107, 126, 129, 177, 178, 185, 206, 24, 26, 34, 39, 503, 512, 524, 528, 545, 59 and 63 , stop at Paolo Kaset Hospital or Talad Sene or Talad Bangkhen, continuing taking Red Car or Mini Car, heading Ladplakao, leaving at Soi Ladplakao 25.
3. **By BTS** : Sukhumvie line, taking off at Sena Nikhom – Exit 2 , continuing taking Red Car or Mini Car, heading Ladplakao, leaving at Soi Ladplakao 25.

For shareholders' conveniences, the Company provides a shuttle service from BTS Sena Nikhom (Exit 2) at J-Pak, next to Sena Nikhom junction

24 April 2024 at 12.00 – 13.00 hrs.

If the shareholders are interested in using the service, please reserve your seat by e-Mail: cs@tqm.co.th

or by phone Tel. 02 119 8888 ext. 1069 and 7855 before or on 19 April 2024