

Invitation to attend the Extraordinary General Meeting of Shareholders No. 1/2565 of TQM Corporation Public Company Limited



Thursday, 18 August 2022 at 02.00 p.m.
EGM through Electronic Media (E-EGM)
as an only channel.

The Siam Cement Public Company Limited kindly requests for shareholders' and/or proxies' cooperation to study the details about procedures for registration of E-Meeting, and prepare identity documents, as well as study the procedures for voting and attending the E-Meeting or appointing an independent director of the Company to act as your proxy to vote on your behalf.

Inquiries about E-Meeting System/Technical support, please contact Quidlab Co., LTD. Tel. : +66(0)-2-013-4322 or +66(0)-800-087-616 E-mail : info@quidlab.com

Proceed with the submitting request for the meeting (E-Request)at

<https://tqm.foqus.vc/registration/>



or scan QR Code



CORPORATION PUBLIC COMPANY LIMITED

TQM CORPORATION PUBLIC COMPANY LIMITED

123 Ladplakao Road, Chorakhe Bua, Ladprao, Bangkok.

Tel: 1737, 0-2119-8888 Fax: 0-2119-9000 www.tqmcop.co.th

-Translation-

No. TC0010865

3 August 2022

Subject Notice of the Extraordinary General Meeting of Shareholders No. 1/2565
To Shareholders of TQM Corporation Public Company Limited.
Enclosures 1. Copy of Minutes of the Annual General Meeting of Shareholders for 2021.
(Enclosure for Agenda 1)
2. Draft of Articles of Association (only amended Articles) (Enclosure for Agenda 5)
3. Bibliographies of candidate who proposed to be director (Enclosure for Agenda 6)
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. Evidence of the right to attend the meeting via electronic meeting (E-Meeting).
7. Guidelines for attending the Extraordinary General Meeting of Shareholders No. 1/2565 via Electronic meeting (E-Meeting)
8. Proxy Form. (Form A, Form B and Form C)
9. Privacy Notice for the Extraordinary General Meeting of Shareholders No. 1/2565.

The Board of Directors' meeting of TQM Corporation Public Company Limited No.4/2565 held on 7 July 2022 resolved to call for the Extraordinary General Meeting of Shareholders No. 1/2565. – **Electronic Meeting, as an only channel**, as regulated by laws on Thursday 18 August 2022 at 02.00 p.m. at TQM Corporation Public Company Limited, the Integrity Room, 6th floor, Punnipa Building 1, 123 Ladplakao Road, Chorakhe Bua, Ladprao, Bangkok 10230. Therefore, the Company invites shareholders to attend the Electronic Meeting as scheduled to consider the following agenda:

Agenda 1 To certify the minutes of the Annual General Meeting of Shareholders for 2022

Facts and Reasons: The Company has facilitated the Annual General Meeting of Shareholders for 2022 on 28 April 2022 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 Extraordinary General Meeting of the Shareholders No.1/2565 to certify. (*Enclosure 1*)

Resolution: This matter requires an affirmative resolution passed 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 approve the change of Company's name

Facts and reasons: To expand to more diversified businesses by partnering with experts in different fields, such as finance, car dealer or construction, etc. Ticker "TQM" in the Stock Exchange of Thailand remains unchanged. Details are as follows.

Present Thai name	บริษัท ทีคิวเอ็ม คอร์ปอเรชั่น จำกัด (มหาชน)
Present English name	TQM Corporation Public Company Limited
New Thai name	บริษัท ทีคิวเอ็ม อัลฟา จำกัด (มหาชน)
New English name	TQM Alpha Public Company Limited

Board of Directors' Opinion: Approved to propose to EGM 1/2565 to consider and approve the change of Company's name

Resolution: This matter requires an affirmative resolution passed by no less than three quarters of the total number of votes of the shareholders present at the meeting and eligible to vote.

Agenda 3 To consider and approve the change of Company's seal

Facts and reasons: In accordance with the change of Company's name in Agenda 2, the Company's seal should be changed accordingly.



Board of Directors' Opinion: Approved to propose to EGM 1/2565 to consider and approve the change of Company's seal in accordance with name change

Resolution: This matter requires an affirmative resolution passed by no less than three quarters of the total number of votes of the shareholders present at the meeting and eligible to vote.

Agenda 4 To consider and approve the amendment of Company's Memorandum of Association, clause 1

Fact and reasons: In accordance with the change of Company's name in Agenda 2, the Company's Memorandum of Association must be amended with details as follows.

1. The Company's name is "บริษัท ทีคิวเอ็ม อัลฟา จำกัด (มหาชน)" with the name in English as "TQM Alpha Public Company Limited"

Board of Directors' Opinion: Approved to propose to EGM 1/2565 to consider and approve the amendment of Company's Memorandum of Association, clause 1, in accordance with name change

Resolution: This matter requires an affirmative resolution passed by no less than three quarters of the total number of votes of the shareholders present at the meeting and eligible to vote.

Agenda 5 To consider and approve the amendment of Company's Articles of Association

Facts and reasons: In accordance with the change of Company's name in Agenda 2 and the change of Company's seal in Agenda 3, the Company's Articles of Association: article 1, 2 and 54, should be amended with details as follows.

1. Present: These Articles shall be called the Articles of Association of "TQM Corporation Public Company Limited"
- New: These Articles shall be called the Articles of Association of "TQM Alpha Public Company Limited"

2. Present: Unless specified otherwise, the term "Company" shall mean บริษัท ทีคิวเอ็ม คอร์ปอเรชั่น จำกัด (มหาชน) with the name in English as "TQM Corporation Public Company Limited"
- New: Unless specified otherwise, the term "Company" shall mean บริษัท ทีคิวเอ็ม อัลฟา จำกัด (มหาชน) with the name in English as "TQM Alpha Public Company Limited"

54. Company's seal

Present	New
 <p>บริษัท ทีคิวเอ็ม คอร์ปอเรชั่น จำกัด (มหาชน) TQM CORPORATION PUBLIC COMPANY LIMITED</p>	 <p>บริษัท ทีคิวเอ็ม อัลฟา จำกัด (มหาชน) TQM ALPHA PUBLIC COMPANY LIMITED</p>

Board of Directors' Opinion: Approved to propose to EGM 1/2565 to consider and approve the amendment of Company's Articles of Association, article 1, 2 and 54, in accordance with name change.

Resolution: This matter requires an affirmative resolution passed by no less than three quarters of the total number of votes of the shareholders present at the meeting and eligible to vote.

Agenda 6 To consider and approve the appointment of one new director

Facts and reasons: In order to support the business growth, the Company needs to seek for more diversity of proficient and experienced talents. The Board of Directors approved to propose in the Extraordinary General Meeting of Shareholders 1/2565 to approve the appointment of Mr. Nattavudh Pungcharoenpong who has an expertise in technology, to be a new Non-Executive Director of the Company. Therefore, the number of Company's directors will be changed from 10 to 11.

Opinion of the Board of Directors: The nominated person has passed the prudent and judicious consideration and screening of the Board of Directors and the Remuneration Committee. Mr. Nattavudh Pungcharoenpong, who has an expertise in technology, is well-qualified and does not have prohibited characteristics as specified by relevant regulations and laws. Also, he is proficient and experienced in the specific field. This appointment will increase efficiency and diversity of the Board's structure, and will be beneficial to the operations of the Company with details specified in the meeting invitation. (Enclosure 3)

Resolution: This matter requires an affirmative resolution passed by two third of the total number of votes of the Shareholders who attend the meeting and cast their votes.

Agenda 7 To consider other matters (if any)

In addition, the Board of Directors is aware and cares about the health and safety of shareholders under the coronavirus (COVID-19) outbreak, therefore approved to convene the meeting via electronic media (E-Meeting). If the shareholders would like to attend the meeting, please follow the process of attending the electronic media (E-Meeting) (Enclosure 6). The registration will be open at 12:30 p.m. on Thursday, 18 August 2022.

If a shareholder is unable to attend the meeting via electronic media (E-Meeting) and would like to appoint a proxy to attend and vote in the meeting, please grant a proxy to another person or independent director to attend the E-Meeting using an attached proxy form (Enclosure 8). Proxy forms are available for download at the Company's website at www.tqmcop.co.th.

A shareholder would like to appoint the Company's independent director, **Mr. Marut Simasathien**, to attend the E-Meeting and to vote on behalf of the shareholders, please find the Information of Independent Directors, Qualifications and Definitions of Independent Directors details in (Enclosure 4). By granting this proxy, please send a filled proxy form to the Company by Monday, 15 August 2022.

Attn: Company Secretary

TQM Corporation Public Company Limited

Number 123, Ladplakhao Road, Chorakhe Bua Sub-district, Ladprao District, Bangkok 10230

For convenience of the document verification, shareholders are requested to send documents to the Company no later than 15th August 2022. In order to facilitate the Extraordinary General Meeting of Shareholders No. 1/2565 in quickly and effectively, the Company shareholders are invited to send the questions in related to the meeting agenda in advance. By specifying name, shareholder ID registration, phone number and others (if any) to **Company Secretary** via email cs@tqm.co.th or sending by registered letter to Office of the **Company Secretary** as address has mentioned above.

Yours sincerely

- *Signature* -

(Mr.Unchalin Punnipa)

Chairman of the Board of Directors



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The Minutes of 2022 Annual General Meeting of Shareholders

TQM Corporation Public Company Limited or "TQM"

Meeting Date	:	Thursday 28 th April 2022 at 14.00 hours
Place	:	Electronic Meeting at TQM Corporation Public Company Limited, the Integrity Room, 6th floor,
Chairman	:	Dr.Unchalin Punnipa Chairman of the Board of Directors
Meeting Secretary	:	Ms.Supichaya Theppitak Company Secretary
Attendees ^v	:	Before the meeting

Description	Shareholders	Votes
No. of shareholders	9,775	600,000,000
Shareholder attending in person	35	352,103,500
Shareholder attending by proxy	328	150,190,929
Total shareholders attending meeting	363	502,294,429

There were 83.7157% 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.

Before the official opening of the meeting, Ms. Ariya Silakom, Assistant Vice President – Investor Relations, as the moderator, welcomed the shareholders and informed that under the outbreak of the COVID-19 virus, the Company was aware and cared for everyone's health. The Board of Directors therefore approved to hold the 2022 Annual General Meeting of Shareholders of the Company via electronic medias (E-AGM) only. This meeting was an electronic meeting in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and the announcement of the Ministry of Digital Economy and Society on Security Standards of Electronics Conferences B.E. 2563 (2020) and in accordance with the rules stipulated by relevant laws on Thursday 28th April 2022 at 14.00 hours, by specifying the names of shareholders entitled to attend the 2022 Annual General Meeting of Shareholders on the date of March 25, 2022 or Record Date and the meeting invitation letter had been sent to all shareholders. This meeting of shareholders via electronic media (E-AGM) was one of the activities that the Company participated in the campaign to reduce greenhouse gas emissions under the CARE THE BEAR project of the Stock Exchange of Thailand, and the Company was ready to be a part of the joint efforts to reduce global warming to become a value of Thai society. After that, the moderator informed the agenda of the meeting according to the meeting invitation as follows:

^v Number of shareholders attending the Meeting were added after a post-meeting review. The number was revised due to errors in shareholders' registration and vote counting by OJ International Co. Ltd., the voting system provider. However, the revision and addition do not have a significant impact to the quorum in the meeting.



- Agenda 1 To certify the minutes of the Extraordinary General Meeting of the Shareholders No.1/2021
- Agenda 2 To consider and acknowledge the operating results of the Company in the year 2021
- Agenda 3 To consider and approve the financial statements for the year ended December 31, 2021
- Agenda 4 To consider and approve the allocation of profit for the year 2021 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 2022
- Agenda 7 To consider the appointment of auditors and determine the audit fee for the year 2022
- Agenda 8 To consider and approve the investment in TQR Public Company Limited which is a connected transaction of the Company
- Agenda 9 To consider other matters (if any)

The Company was aware the importance of shareholders as to promote good corporate governance regarding fair and equitable of shareholders' rights. The Company provided opportunities for shareholders to propose meeting agenda and the name of persons with suitable qualifications to be considered for election as the Company's directors as well as sending questions to the Company in advance for the Annual General Meeting of Shareholders for the year 2022 in accordance with the criteria and methods specified by the Company from 1 December 2021 to 31 December 2021 by announcing and disseminating the criteria and methods of submission through the SET's website and Company's website. When the deadline was closed, it turned out there was not any shareholder proposing an agenda as well as the name of persons with suitable qualifications to be considered for election as the Company's directors, also sending questions in advance for the Annual General Meeting of Shareholders for the year 2022.

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 2022 in the attachment 6, page 3.

The company had invited and informed the shareholders about the meeting as follows:

1. The Company had sent the meeting invitation letter along with meeting documents to all shareholders by mail through the system of Thailand Securities Depository Co., Ltd. or TSD.
2. The Company had published the invitation letter for the 2022 Annual General Meeting of Shareholders along with supporting documents in both Thai and English on the Company's website since April 5, 2022 (21 days in advance) to allow shareholders sufficient time to consider meeting agendas and supporting information and allow shareholders to submit questions in advance to the Company Secretary in order to be able to answer shareholders' questions completely and comprehensively
3. The Company had published in newspapers between 6 - 8 April 2022.

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 Committee / President |
| 2. Mr. Marut Simasathien | Independent Director / Chairman of the Audit Committee / Nomination and Remuneration Committee / Risk Management Committee / Corporate Governance Director |



3. Mr. Chinapat Visuttiapat (attended via electronic media)	Independent Director / Nomination and Remuneration Committee / Risk Management Committee / Member of The Audit Committee / Corporate Governance Director
4. Dr. Rutchaneeporn Pookayaporn (attended via electronic media)	Independent Director / Chairman of the Nomination and Remuneration Committee / Member of The Audit Committee / Corporate Governance Director
5. Ms. Suwabha Charoenying	Independent Director / Chairman of Corporate Governance Committee
6. Mr. Thana Thienachariya (attended via electronic media)	Independent Director / Member of The Audit Committee
7. Dr. Napassanun Punnipa	Director / Chairman of Executive Committee / Nomination and Remuneration Committee / Chief Executive Officer (CEO)
8. Ms. Somporn Ampaisutthipong	Director / Executive Director / Chief Financial Officer (CFO)
9. Ms. Ratana Punnipa	Director / Executive Director / Nomination and Remuneration Committee / Chief Risk Officer (CRO)
10. Mr. Ampon Oniam	Director / Executive Director / Chief Operations Officer (COO)

The Company had 10 directors and all of them attending the meeting or as 100%.

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

Executives

1. Mr. Patinyasak Tuntichuti	Accounting Director	(attended via electronic media)
2. Ms. Kanjane Kulsurakit	Assistant Finance Director	(attended via electronic media)

Auditors EY Office Limited

1. Khun Chokechai Ngamwutikul	Audit Partner	(attended via electronic media)
2. Khun Pomtip Sampuntasit	Associate Director	(attended via electronic media)
3. Khun Atsada Bushyacharu	Manager	(attended via electronic media)

Legal Advisor ONE Law Office Limited

1. Ms. Sukanya Singmethakul
2. Ms. Areeya Ananworaraks



In compliance with transparency policy, legal advisors from ONE Law Office were invited to observe the vote counting at the counting station.

The moderator addressed the meeting about the process and expressing opinions.

The Company assigned OJ International Co., Ltd., an Electronic Meeting System service provider (E-AGM) 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-AGM) before or during the meeting, please contact OJ International Co., Ltd. through the channels specified in the Electronic Conference System (E-AGM) manual that shareholders received by email.

Shareholders could attend the meeting via Weblink that OJ International Co., Ltd. sent by E-mail that the shareholder or proxy had registered with the Company. Log in by filling in the Username and Password according to the method specified by the Company and to register by clicking on the button "Register to Attend the Meeting" which this step would be considered that the shareholders had completed the registration to attend the meeting. The number of shareholders' shares would be counted to constitute a quorum.

Today's meeting was conducted in accordance with the agenda stated, according to the meeting invitation letter and the exercising rights and expressing opinions would be explain to the meeting on each. The Company allowed shareholders to ask questions and express their opinions. There were two ways for shareholders to do so.

- Channel 1: Press the "Participants" button, 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.
- Channel 2: Type a message through the system chat box (E-AGM) by clicking on the "Chat" button to type the message and when finished typing press "Enter" to send the message and then the officer would read the shareholders' questions.

If any shareholder had questions or opinions about the Company that was not on the agenda. Staff would read the inquiries and comments on other agendas which would be at the end of the meeting.

Votes counting

Voting method was an E-Voting system, counting votes by voting as 1 share to 1 vote at the end of each agenda report. There would be an opportunity for the meeting to vote on that agenda. The shareholders would have time to vote for each agenda for 60 seconds where the shareholders could vote "**Approved**" "**Disapproved**" or "**Abstained**". 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.

In case the shareholders did not vote for any agenda, the system would count the votes as "**Approved**" automatically.

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 5. To consider the election of directors in place of those retiring by rotation. To consider and vote on the appointment of a director in place of the director retiring by rotation, one person each time in order to comply with the principles of good corporate governance.

However, 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.

Then the moderator reported that the company had 9,775 shareholders representing 600,000,000 shares. There were 35 shareholders attending in person representing 352,103,500 shares and 328 shareholders attending by proxy representing 150,190,929 shares, totaling 363 shareholders and proxies presented at the commencement of the meeting representing holding in aggregate 502,294,429 shares^{2/} representing 83.7157%, 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 2022 Annual General Meeting of TQM today. I'd like to welcome you to the meeting. This is an online meeting or E-AGM to comply with preventive measures to mitigate COVID-19 transmission.

2021 has passed and it has been another year that we have to live with COVID-19. All of us needed to adjust ourselves and adapt to survive in today's world with continuous rapid changes. TQM also adapted to improve how we took care of customers. We have utilized "Hi-Tech" to improve efficiency of Tele-sale, increase speed in operations, add digital channels and offer new products to meet needs of new generation customers. However, we never stop "Hi-Touch" that we provide services with care, deliver beyond expectation, understand their needs and be their trusted advisor. These were our key success factors in the past year. We had higher number of customers with all-time-high revenue and profit. We believe that to grow with sustainability, we should improve the whole ecosystem and all stakeholders. The sustainability development principles should be integrated in setting target and directions of the Company, and cascading to operations, in order to create value to stakeholders. For example, last year, some customers were affected when some insurance companies closed down. Although TQM was not directly affected, we were willing to work harder to take care of customers and facilitate with partners to relieve the impact. As for our staff, we invested in computer system for Work from Home condition. It provided health safety without affecting efficiency.

Our success and challenges in the past year will drive us for further improvement on a solid foundation. We learn to adapt for changes and create sustainable growth with social 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.1/2021

The chairman addressed the meeting that the company held the Extraordinary General Meeting of the Shareholders No.1/2021 on December 28, 2021 as attached to the notice of 2021 meeting sent on Enclosure 1. As the

^{2/} Number of shareholders attending the Meeting were added after a post-meeting review. The number was revised due to errors in shareholders' registration and vote counting by OJ International Co. Ltd., the voting system provider. However, the revision and addition do not have a significant impact to the quorum in the meeting.



board had considered and approved to propose to the 2022 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	516,740,829*	100.0000
Disapproved	-	-
Voided	-	-
Total	516,740,829*	100.0000
Abstained	236,000*	-

Remark:

1. There were 3 additional shareholders attending the meeting for this agenda with 14,682,400 shares, therefore, in total, there were 366 shareholders in the meeting with 516,976,829 shares.
2. 2.* "Approved" and "Abstained" votes were added after a post-meeting review. The votes were revised due to errors in shareholders' registration and vote counting by OJ International Co. Ltd., the voting system provider. However, the revision and addition do not have a significant impact to the voting in this agenda.

Resolution: The meeting Certified the Minutes of the Extraordinary General Meeting of the Shareholders No. 1/2021 held on 28 December 2021, 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 2021.

The Chairman informed on anti-corruption policies which was one of the focuses in Company's business operation. The Company aims to operate with transparency, complying with anti-corruption policies. The Company continued to communicate and educate to employees and suppliers, as well as review policies and further study roles and responsibilities of companies in order to prepare for assessment and certifying to be a member of Collective Action against Corruption according to the declaration of intention of the Collective Action Coalition. At present, the Company is in process of certifying to be a member of Thailand's Private Sector Collective Action Coalition Against Corruption or CAC.

The chairman then appointed Dr. Napassanun Punnipa Director and Chief Executive Officer (CEO) to report the 2021 Operating Results of the company to the meeting.

Dr. Napassanun Punnipa Director and Chief Executive Officer (CEO) greeted all shareholders and thanked for their honors devoting time to attend the electronic meeting this time. In summary, reports on operating results and changes of the Company over the past year are as follows:

In 2021, Thailand faced with worsened COVID-19 situation that impacted many companies. TQM, as an insurance broker, did not have a direct impact from insurance claims. TQM had a solid financial status and a good growth. In 2021, TQM's insurance premium increased by 17% to Baht 17,505 million which was a continuous growth with 14% CAGR.



In 2021, TQM had a total revenue of Baht 3,427 million, increasing by Baht 291 million or 9% year on year due to the increase in sales revenue and service revenue in all insurance products. Motor insurance which is a key portfolio of TQM continued to grow. In 3Q2021, there was a one-time earning from the gain from bargain purchase of True Life Broker and True Extra Broker of Baht 63.8 million.

The total revenue comprised brokerage revenue of Baht 2,022 million, service revenue of Baht 1,234 million and other revenue of Baht 171 million, or a breakdown of 59%, 36% and 5% respectively. The percentage breakdown was similar to previous years.

Service cost was Baht 1,545 million, increasing by 2% from last year, in line with the revenue increase. However, the increased cost was at a lower rate than revenue increase. Therefore, when comparing service cost to revenue, it was 45%, continuing to decrease from previous years. Selling, General and Administrative expenses were Baht 781 million, increasing by 4% from last year, in line with the revenue increase. However, the increased expenses were at a lower rate than revenue increase. Therefore, when comparing SG&A to revenue, it was 23%, continuing to decrease from previous years. It was mainly because of the efficient cost and expenses control.

Net profit of 2021 was Baht 892 million, increasing by Baht 190 million or 27% due to the increase in all channels, especially online channel that increased revenue without high service cost. The net profit increase was also from the recently added True Life and True Extra that recognized revenue and profit in the third and fourth quarter, as well as Easy Lending that recognized revenue and profit in the fourth quarter, together with an efficient cost control. Net profit margin of TQM continues to improve from 18% in 2019, to 22% in 2020 and 26% in 2021.

The earning per share continues to increase as well. In 2021, it was Baht 1.48, based on new par of 600 million shares.

- Key financial ratios of 2021 are as follows.
- Liquidity ratio was 2.7 times, reflecting good liquidity.
- Gross profit margin was 52.8%, increasing year on year.
- Net profit margin was 26%, increasing year on year as well.
- Return on Equity was 33%.
- Return on Assets was 22.2%
- Debt to Equity ratio was 0.5 times, reflecting strong financial status.
- The above ratios represented better performance in all aspects: liquidity, profitability and financial status.

The moderator asked the shareholders and proxies for questions and suggestion. There were questions from shareholders and proxies for this agenda as follows:

Question 1 from Khun Patcharanan Lawanratanakul, a shareholder She asked about business challenges in 2022, such as competitors.

Dr.Unchalin Punnipa answered that during COVID-19, all businesses faced with challenges and insurance business as well. Two challenges we faced were 1) changing consumer's behaviors and 2) economic situation. COVID-19 raised the awareness in insurance products. COVID-19 insurance sales were extremely high like never before,



especially through online channels. The consequences were high claim rates as we already knew. Last year, many insurers had to pay for high amounts of COVID-19 claims and some companies had to close down. TQM, as an insurance broker, was not directly affected as the Company did not have underwriting risk. Apart from the negative impact, there were some positive impacts that consumers were aware and realized importance of insurance. We believe that momentum of business will be positive along with the recovery in terms of economy and tourism. Some foreign countries resumed business as usual. TQM developed and invested in technology and M&A in which we believed they should generate sustainable growth for TQM.

Question 2 from Khun Patcharanan Lawanratanakul, a shareholder. She asked whether the operating results would be in line with expectation as the target announced in Opportunity Day.

Dr.Napassanun Punnipa Director and Chief Executive Officer (CEO) answered that the target for 2022 was to achieve organic growth of premium sales of Baht 19 billion, together with inorganic growth of approx. Baht 9.6 billion, totaling Baht 29 billion. Our long-term goal is to achieve Baht 50 billion within 2026. In 2021, TQM achieved Baht 17.5 billion. The Company expects an average organic growth of 15%, led by motor insurance which is a core business. It will be complemented by home insurance that has good growth potential, and online channels. Inorganic growth will be from M&A or new business establishment.

Question 3 from Khun Patcharanan Lawanratanakul, a shareholder. Would war and high fuel price affect the Company directly or indirectly?

Ms.Sompom Ampaisutthipong Director and Chief Financial Officer (CFO) answered that it was an overall global economic situation, not only Thailand. Regarding the view that oil price might affect car volume, it is believed that the oil price should not have a significant impact. In the past 2-3 years, with COVID-19 situation and lockdown in many countries around the world, TQM's performance continued to improve every quarter and every year. The lockdown might reduce car usage but insurance did not. Motor insurance is necessary for risk protection and renewed on a yearly basis. The decrease of car usage was only temporary while insurance was continuous. TQM's performance in motor insurance never decreases. Sale of motor, health and accident insurance continues to grow.

Question 4 from Khun Tongtod Paenglard, Investor's right protection volunteer, proxy of Thai Investors Association. Some insurers closed down last year and some faced with complaints due to claims of COVID-19 insurance. Did that have impact on insurance industry and the Company?

Ms.Sompom Ampaisutthipong Director and Chief Financial Officer (CFO) answered that TQM, as an insurance broker, was not directly affected because the Company did not bear underwriting risk or pay for claims. However, TQM provided services to help customers, such as claim documents, filing claims, giving advice to retail customers, and claiming or paying on behalf of customers. However, the situation had an impact to insurers that were TQM's partners or impact from contracting COVID-19 or other sickness. TQM has a policy to take care of customers and partners to reduce impact in the ecosystem. TQM is an intermediary to take care and service them.

Resolution: The meeting acknowledged the Report of the Board of Directors for the year 2021



Agenda 3. To consider and approve the financial statements for the year ended 31 December 2021.

The chairman proposed the meeting to consider and approve the audited financial statements of the company for the year ended 31 December 2021, 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 2021,ended 31 December 2021. 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 2021 financial statements to shareholders together with the AGM invitation. The summary was as follows:

THB:MB

Financial Position	Consolidated
	As at 31 December 2021
Total Assets	4,436.4
Total Liabilities	1,425.8
Total Revenues	3,427.0
Net Profit	891.8
Profit per Share (Baht/Share)	1.48

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	516,928,029*	100.0000
Disapproved	-	-
Voided	-	-
Total	516,928,029*	100.0000
Abstained	236,000*	-

Remark:

1. There were one additional shareholder attending the meeting for this agenda with 187,200 shares, therefore, in total, there were 367 shareholders in the meeting with 517,164,029 shares.
2. * "Approved" and "Abstained" votes were added after a post-meeting review. The votes were revised due to errors in shareholders' registration and vote counting by OJ International Co. Ltd., the voting system provider. However, the revision and addition do not have a significant impact to the voting in this agenda.

Resolution: The meeting resolved to approve the audited financial statements of the Company for the year ended 31 December 2021 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 2021 and payment.

The Chairman informed the Meeting to approve the allocation of 2021 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 1 January 2021 to 31 December 2021 and from 2021 retained earnings, at the par of Baht 0.50 according to the par split in January 2022. The dividend will be paid from the separated financial statements at Baht 0.50 per share for 600 million shares, totaling Baht 300 million. Withholding tax of 10% or Baht 0.05 per share will be deducted from the dividend payment. Therefore, shareholders will receive net cash of Baht 0.45 per share. The Company also paid for an interim dividend of Baht 1.45 per share on 9 September 2021, totaling Baht 435 million. Total dividend payment is Baht 735 million.

The dividend payment is in accordance with the Company's dividend policy. The legal fund was already fully reserved. The Record date was 25 March 2022 and payment was 12 May 2022. The dividend payout can be compared with details as follows:

Table of Dividend Payout Compared to the previous year as follows

Payment Detail	2021 (proposed)	2020	2019
Net profit on Separate Financial Statement (baht)	774,575,888	625,669,423	542,544,004
Issued and paid-up share capital (share)	300,000,000	300,000,000	300,000,000
Dividend Payout (baht/share)	1.45	1.00	0.65
Interim Dividend (baht/share)	9 September 2564	8 September 2563	12 September 2562
Payment Date	600,000,000*	300,000,000	300,000,000
Dividend from Y2019 Performance (baht/share)	0.5	1.15	1.10
Payment Date	12 May 2565	14 May 2564	14 May 2563
Total Dividend Payment (Baht)	735,000,000	645,000,000	525,000,000
Dividend Payout Ratio (%)	94.89	103.09	96.77

Remark : * Referring to the Extraordinary General Meeting number 1/2564, held on 28 December 2021, the resolution was to approve the change of par value from 1.00 baht to 0.50 baht, effective on 13 January 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	516,928,029*	100.0000
Disapproved	-	-
Voided	-	-
Total	516,928,029*	100.0000
Abstained	236,000*	-

Remark: * "Approved" and "Abstained" votes were added after a post-meeting review. The votes were revised due to errors in shareholders' registration and vote counting by OJ International Co. Ltd., the voting system provider. However, the revision and addition do not have a significant impact to the voting in this agenda.



Resolution: The meeting resolved approve the allocation of profit for the year 2021 and dividend 2021 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 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. 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. Napassanun Punnipa | Director |
| 2. Ms. Ratana Punnipa | Director |
| 3. Ms. Sompom Ampaisutthipong | Director |

The Company had facilitated shareholders to exercise their rights to nominate directorial candidates in advance during 1 December 2021 – 31 December 2021 via SET portal and company's website. However, no shareholders nominated directorial candidates during the period.

The Board of Directors, excluding the directors who were involved, had carefully considered the suitability to benefit the Company's operations and the qualification, experiences and expertise of the specified directors to vacate the office accordingly, found that the such directors had knowledge, expertise and experiences being necessary for the Company's operations, therefore, (1) Dr.Napassanun Punnipa (2) Ms.Ratana Punnipa (3) Ms.Sompom Ampaisutthipong to return to hold the position for another term as director's information details attached in the meeting invitation on Enclosure 3

The 3 nominated directors this time, therefore, had been considered and approved by the Nomination and Remuneration Committee, and they deem appropriate to be proposed to the shareholders' meeting for consideration of the case of 3 retiring directors by rotation to return to be directors and hold position for another term as follows: (1) Dr.Napassanun Punnipa (2) Ms.Ratana Punnipa (3) Ms.Sompom Ampaisutthipong which a Company's director held a position for a term of 3 years.

To comply with the principles of good corporate governance, the moderator asked the three directors to temporarily leave the 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.Napassanun Punnipa

Type of Vote	Number of votes (1 share 1 vote)	Percent
Approved	505,326,915*	97.7558*
Disapproved	11,601,114*	2.2442*
Voided	-	-
Total	516,928,029*	100.0000
Abstained	236,000*	-

Remark: * "Approved" "Disapproved" and "Abstained" votes were added after a post-meeting review. The votes were revised due to errors in shareholders' registration and vote counting by OJ International Co. Ltd., the voting system provider. However, the revision and addition do not have a significant impact to the voting in this agenda.

2. Ms.Ratana Punnipa

Type of Vote	Number of votes (1 share 1 vote)	Percent
Approved	489,295,510*	94.6545*
Disapproved	27,632,519	5.3455*
Voided	-	-
Total	516,928,029*	100.0000
Abstained	236,000*	-

Remark: * "Approved" and "Abstained" votes were added after a post-meeting review. The votes were revised due to errors in shareholders' registration and vote counting by OJ International Co. Ltd., the voting system provider. However, the revision and addition do not have a significant impact to the voting in this agenda.

3. Ms.Somporn Ampaisutthipong

Type of Vote	Number of votes (1 share 1 vote)	Percent
Approved	514,418,101*	99.5145*
Disapproved	2,509,928	0.4855*
Voided	-	-
Total	516,928,029*	100.0000
Abstained	236,000*	-

Remark: * "Approved" and "Abstained" votes were added after a post-meeting review. The votes were revised due to errors in shareholders' registration and vote counting by OJ International Co. Ltd., the voting system provider. However, the revision and addition do not have a significant impact to the voting in this agenda.

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.Napassanun Punnipa**, approved by a majority vote of the total number of votes of the shareholders attending and casting their votes.
2. **Ms.Ratana Punnipa**, approved by a majority vote of the total number of votes of the shareholders attending and casting their votes.
3. **Ms.Somporn Ampaisutthipong**, approved by a majority 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 2022.

The Chairman reported to the meeting that the remuneration of the Board of Directors and sub-committees was considered with the company's long-term strategy and goals, experience, duties, scope and roles of responsibility, Accountability and Responsibility including expected benefits from each director, comparable to the practicing level in the industry. The Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the remuneration of the Board of Directors and the sub-committees for the year 2022, the amount was equal to the year 2021, details were as follows:

Position	Meeting Allowance per Time (Baht)	
	2022 (proposed)	2021
Board of Director		
- Chairman of Board of Director	50,000	50,000
- Director	30,000	30,000
Audit Committee		
- Chairman of Audit Committee	30,000	30,000
- Director	20,000	20,000
Risk Management Committee		
- Chairman of Risk Management Committee	30,000	30,000
- Director	20,000	20,000
Nomination and Remuneration Committee		
- Chairman of Nomination and Remuneration Committee	30,000	30,000
- Director	20,000	20,000
Corporate Governance Committee		
- Chairman of Corporate Governance Committee	30,000	30,000
- Director	20,000	20,000
Executive Committee		
- Chairman of Executive Committee	- none -	- none -
- Director	- none -	- none -

Other Nominations	2022 (proposed)	2021
Board of Directors	<ul style="list-style-type: none"> Health Insurance with premium Not over 70,000 Baht or Medical Expenses 70,000 Baht Directors and Officers Liability Insurance, paid by the Company. 	<ul style="list-style-type: none"> Health Insurance with premium Not over 70,000 Baht or Medical Expenses 70,000 Baht Directors and Officers Liability Insurance, paid by the Company.

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	516,928,029*	99.9543*
Disapproved	-	-
Abstained	236,000*	0.0457*
Voided	-	-
Total	517,164,029*	100.0000



Remark: * "Approved" and "Abstained" votes were added after a post-meeting review. The votes were revised due to errors in shareholders' registration and vote counting by OJ International Co. Ltd., the voting system provider. However, the revision and addition do not have a significant impact to the voting in this agenda.

Resolution: The meeting resolved to approved the directors' remunerations for the year 2022 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 2022.

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 2022 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 2022. 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 31 December 2022 with details as follows

No.	Auditor Name	License No.	Years auditing for company	
1	Khun Choekchai Ngamwutikul	9728	1 years	and/or
2	Khun Orawan Chunchakitpaisan	6105	-	and/or
3	Khun Bunyarit Thanomcharoen	7900	-	

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 2022 and the quarterly review fees for the company's subsidiaries' auditors are as follows:

Descriptions	2022 (proposed)	2021	Payment Ratio (increase/(decrease))	
			Baht	%
Company	KPMG Phoomchai Audit Ltd.			
Audit fees (baht)				
- The Company	1,100,000	1,050,000	50,000	4.76%
- Subsidiaries	4,950,000	3,720,000	1,230,000	33.06%
Total	6,050,000^{1/}	4,770,000	1,280,000	26.83%
Other services ^{2/}	pay as actual	137,626		

Remark: ^{1/} The audit fee increased due to the auditing for True Life Broker Company Limited, True Extra Broker Company Limited and Easy Lending Company Limited. The increase is according to the expansion in scope of work.

^{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 137,626 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	516,928,029*	100.0000
Disapproved	-	-
Voided	-	-
Total	516,928,029*	100.0000
Abstained	236,000*	-

Remark: * "Approved" and "Abstained" votes were added after a post-meeting review. The votes were revised due to errors in shareholders' registration and vote counting by OJ International Co. Ltd., the voting system provider. However, the revision and addition do not have a significant impact to the voting in this agenda.

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 2022, 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 investment in TQR Public Company Limited which is a connected transaction of the Company.

Advisors in this transaction were introduced as follows:

Financial Advisors

- Ms. Panthita Sae-Eng Deputy Managing Director
Thanachart Securities Public Company Limited
- Mr. Theraphol Saikaew Assistance Vice President
Thanachart Securities Public Company Limited

Independent Financial Advisors

- Mr.Siharaj Augchprasert Senior Vice President Investment Banking
Silom Advisory Company Limited
- Mr.Pollanut Kittiakrastein Investment Banking Analyst
Silom Advisory Company Limited

The Chairman informed the Meeting that he and Dr. Napassanun Punnipa, Director, had interest on the transaction in this agenda. In order to comply with good corporate governance, the Chairman appointed Mr. Marut Simasathien, Chairman of the Audit Committee, to be a Chairman and continue the Meeting to seek an approval from the Shareholders' Meeting for the transaction to invest in TQR PLC, which is a connected transaction.

It was informed that the persons who had interest on the transaction (Sellers of TQR and related persons according to section 258 of the Securities and Exchange Act) and were not eligible for voting in this agenda were as follows:



1. Etemal Growth Corporation Co., Ltd.	holding	306,892,800 shares
2. Mr. Unchalin Punnipa	holding	22,390,000 shares
3. Mrs. Napassanun Punnipa	holding	<u>18,596,400 shares</u>
	Total	347,879,200 shares

Person who had interest on the transaction but did not attend the 2022 Annual General Meeting was

4. Ms. Ingfar Punnipa	holding	<u>200 shares</u>
	Total	<u>347,879,400 shares</u>

The moderator invited persons who had interest in the transaction, namely Dr. Unchalin Punnipa and Dr.Napassanun Punnipa to leave the meeting room. When both of them left the room, the moderator invited Mr.Marut Simasathien to be the Chairman of the Meeting in this agenda.

Mr.Marut Simasathien Chairman of the Audit Committee was the Chairman of the Meeting ("Chairman") in this agenda. He informed that the transaction to invest in 102,000,000 shares of TQR Public Company Limited ("TQR") or 44.35 percent of shares issued and paid up at the price of Baht 5.10 (five baht ten satang), totaling Baht 520.20 million from Mr. Unchalin Punnipa and Mrs. Napassanun Punnipa (collectively called "the Sellers of TQR shares"). Both of them are related to the Company as the Sellers of TQR shares are major shareholders, directors and executives of the Company. ("TQR share purchase transaction") Upon the completion of TQR share purchase transaction, the Company will hold approximately 44.43 percent of TQR share issued and paid up which is exceeding 25 percent of voting rights of TQR. Therefore, the Company is required to make a tender offer for the remaining of TQR shares, which is approximately 55.57 percent of TQR shares issued and paid up, according to Notification of Capital Market Supervisory Board No. Tor.Jor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (as amended) ("Notification Tor.Jor. 12/2554"). TQR share purchase transaction and the tender offer of total TQR shares are deemed as the acquisition of assets according to the Notification of the Capital Market Supervisory Board No. Tor.Jor. 20/2551 Re: Rules on the Entering into Material Transaction Deemed as the Acquisition or Disposition of Assets (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of the Listed Company Concerning the Acquisition and Disposition of Assets, 2547 (2004) (as amended) (the "Notification of Acquisition or Disposition of Assets"). The transaction size is of the highest value when calculated based on the total value of Net Tangible Assets (NTA) method, and is equal to 30.22 percent of the total asset of the Company, according to the audited consolidated financial statements ended 31 December 2021. When considering the transaction size of all previous transactions for those assets acquired in the last six months, the transaction size is equal to 31.07 percent and is classified as Class 2 Transaction with the value of the combined transaction is equal to or higher than 15 percent but less than 50 percent according to the Notification of Acquisition or Disposition of Assets.

The TQR Share Purchase Transaction is deemed as a connected transaction according to the Notification of Capital Market Supervisory Board No. Tor.Jor. 21/2551 Re: Rules on Related Party Transaction (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of the Listed Company Concerning the Connected Transaction, 2546 (2003) (as amended) (collectively called "Notification on Connected Transaction") because the share purchase is from the Sellers of TQR shares who are major shareholders, directors and executives of the Company and will be nominated for directors and authorized director of TQR upon the approval of TQR's shareholders' meeting and/or Board Meeting later. The transaction size is 36.90 percent of the Company's Net Tangible Assets (NTA), according to the audited consolidated financial statements ended



31 December 2021, with the value of higher than Baht 20 million or higher than 3 percent of the Company's Net Tangible Assets (NTA), whichever is higher according to the Notification on Connected Transaction.

The TQR Share Purchase Transaction shall have been approved by the Company's shareholders' meeting before entering to the transaction according to the Notification of Connected Transaction. The Company intend to propose to the Sahreholders' meeting to consider and approve for the TQR Share Purchase Transaction according to the Notification of Connected Transaction and the Notification of Acquisition or Disposition of Assets.

Details for considering and approving the Connected Transaction are in the Information Memorandum of Connected Transaction of the Company as in the AGM invitation, attachment 4 and 5.

The Board of Directors, excluding directors having an interest on the transaction, had an opinion that the TQR Share Purchase Transaction from (1) Mr. Unchaln Punnipa and (2) Mrs. Napassanun Punnipa would improve clarity and transparency of the shareholding structure. It would diversify the Company's investment to re-insurance business which was a related business. That should add value to the Company by offering total solutions. Also, when considering revenue growth potential after entering to the transaction due to business synergy and co-creation of insurance products, the transaction is for the best interest of the Company and shareholders. It is reasonable and align with business strategy at a price not more than a price to buy from third party. The transaction is appropriate according to the abovementioned reasons, so it should be proposed to the shareholders' meeting to approve.

The Board of Directors appointed Silom Advisory Company Limited as an independent financial advisor (IFA) to give opinion on the transaction by considering on rationale, benefit to the Company, appropriateness of price, terms and conditions and risks to the Meeting.

Mr.Siharaj Augchprasert an independent financial advisor (IFA) from Silom Advisory Company Limited greeted shareholders and present IFA's opinion on TQR Share Purchase Transaction which is a connected transaction.

General information of the Transaction

It is an asset purchase from connected persons. TQM Corporation PLC ("TQM") had an intention to invest in 102,000,000 shares of TQR Public Company Limited ("TQR") or 44.35 percent of shares issued and paid up from Mr. Unchaln Punnipa and Mrs. Napassanun Punnipa at the price of Baht 5.10, totaling Baht 520.20 million.

Upon the completion of TQR share purchase transaction, TQM is required to make a tender offer for the remaining of TQR shares, which is approximately 55.57 percent of TQR shares issued and paid up with details as follows.

Sellers	Share acquired (shares)	Price acquired (baht/shares)	Amount (baht)	Note
1. Mr.Unchaln Punnipa *	59,500,000	5.10	303,450,000	TQM expects that it should be completed within 2Q22
2. Mrs.Napassanun Punnipa *	42,500,000	5.10	216,750,000	
Total	102,000,000		520,200,000	
3. Other shareholders who accept TQM's tender offer	127,810,000	5.10	651,831,000	

Note: *They are connected persons to TQM according to the Notification of connected transaction as they are directors, executives and major shareholders of TQM.



It is expected that the share purchase from Mr. Unchalin and Mrs. Napassanun should be completed within 2Q2022. The total tender offer will be at Baht 5.10 which is the highest price that TQM acquired TQR's shares within 90 days prior to the date of submission of the Tender Offer to the SEC Office. The price is lower than the fair price valued by the IFA, and lower than the current market price. Therefore, the IFA had an opinion that the total tender offer by TQM for the rest of TQR shares are unlikely to succeed.

Information on TQR

Differences of TQM and TQR's businesses

Company	TQM Corporation Public Company Limited	TQR Public Company Limited
Year of establishment	2011	2012
Type of business	Insurance Broker Holding shares in other companies operating non-life and life insurance brokers	Reinsurance Broker Operating reinsurance broker by providing suitable reinsurance contracts to partners, namely insurers and reinsurers
Nature of business	Business to Customer Broker between insurers and retail customers	Business to Business Broker between insurers and reinsurers

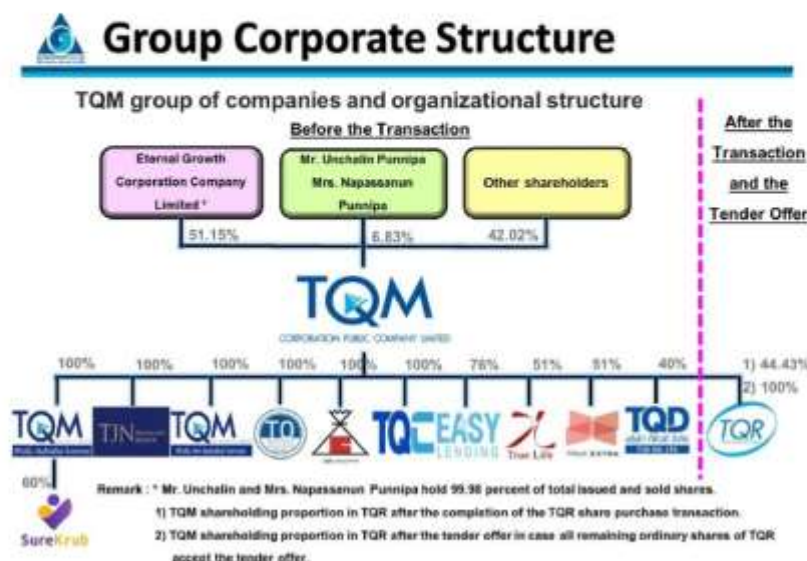
Financial performance

TQR has revenue growth in the past three years with details as follows:

Year	2019	2020	2021
Total revenue (million baht)	132.49	196.04	256.37
Net profit (million baht)	44.04	74.06	97.46

It shows that the Company has continuous growth in revenue and profit

Shareholding structure with details as follows:



The appropriateness of the transaction

Advantages and disadvantages of entering the transaction

Advantages	Disadvantages
1. TQM invested in a business that is stable and has growth potential, with good financial performance.	1. TQM might have lower liquidity.
2. The price is reasonable	2. TQM has expenses in TQR Share Purchase Transaction and total tender offer.
3. TQM can expand to reinsurance broker business and have business synergy.	
4. Diversification of revenue, aligning with TQM's strategy plan.	
5. TQM can rapidly start a new business.	
6. has opportunity to have return from dividend	

Advantages and disadvantages of not entering the transaction

Advantages	Disadvantages
1. TQM can maintain working capital.	1. TQM loses an opportunity to invest in a business with potential at reasonable price.
2. TQM does not have risk from operating reinsurance business	2. TQM loses an opportunity to increase and diversify source of revenue
	3. TQM loses an opportunity to have new business expansion.

Advantages and disadvantages of entering the connected transaction

Advantages	Disadvantages
Reduce risk of having conflict of interest	TQM has expenses in TQR Share Purchase Transaction

Risks from entering the transaction

1. Risk from not succeeding as expected
2. Risk from investing in a new business

Summary of IFA's opinion

Fair value

Approaches	Fair value of TQR share as of 31 December 2021		appropriateness of valuation approach
	Million baht	Baht per shares	
Book Value Approach	457.91	1.99	Inappropriate
Adjusted Book Value Approach	457.91	1.99	Inappropriate
Market value approach	2,801.73-4,452.75	12.18-19.36	Inappropriate
Market comparable approach - P/E	3,871.19-4,665.19	16.83-20.28	Inappropriate



Approaches	Fair value of TQR share as of 31 December 2021		appropriateness of valuation approach
	Million baht	Baht per shares	
Market comparable approach - P/BV	2,754.35-3,605.73	11.98-15.68	Inappropriate
Discounted cash flow	3,276.37-3,605.73	14.25-18.61	Appropriate

Valuation approach of TQR

Approaches	Fair value of TQR share		Higher than price of Baht 5.10 per share	
	Million baht	Baht per shares	Million baht	Baht per shares
Base case of discounted cashflow	3,700.12	16.09	10.99	215.44
Sensitivity analysis	3,276.37-4,280.23	14.25-18.61	9.15-13.51	179.32-264.90

IFA's opinion on the appropriateness of transaction price

The IFA has an opinion that the fair value of TQR is between Baht 14.25-18.61 per share or a total of Baht 1,453.00-1,898.19 million (according to the buy and sell agreement, there are 102.00 million shares or 44.35% of issued and sold shares of TQR). When compared to TQR transaction price of Baht 520.20 million or Baht 5.10 per share, the transaction price is lower than the fair value by 179.32-264.90 percent. Therefore, the IFA has an opinion that the transaction is appropriate in terms of price.

Summary of IFA's opinion

Topic	IFA's opinion
Advantages, disadvantages and risks	<u>Appropriate</u>
appropriateness of transaction price	<u>Appropriate</u>

It is recommended that shareholders should approve of the connected transaction to invest in ordinary shares of TQR Public Company Limited

The moderator asked the shareholders and proxies for questions and suggestion. There were questions from shareholders and proxies for this agenda as follows:

Question 1 from Khun Tongtod Paenglard, Investor's right protection volunteer, proxy of Thai Investors Association. What are business opportunities from investing in TQR?

Ms.Sompom Ampaisutthipong Director and Chief Financial Officer (CFO) according to the report from Silom Advisory Company Limited, the IFA, there are a lot of business opportunities as TQM has an expertise in insurance broker for individual customers (B2C) while TQR is one of a few and a leading reinsurance brokers. TQR also has outstanding financial performance. TQR and TQM can connect and support each other. With a creation by TQR, TQM can offer suitable products to customers. TQM has insights of retail consumers while TQR is a product expert locally and overseas. TQR has experiences from working with international reinsurers and bring products and innovations from abroad to apply with Thai market and local customer behaviors. TQM and TQR can join hand to create product offering that can meet demands of Thai market.



Question 2 from Khun Tongtod Paenglard, Investor's right protection volunteer, proxy of Thai Investors Association. Upon the transaction to invest 44.35% of TQR shares, TQM is required to make a total tender offer of the rest 55.57% shares. What is the expected tender offer price (while the market price is Baht 13.40 as of 27 April 22)? And did the Company prepare funds to do the tender offer?

Ms.Sompom Ampaisutthipong Director and Chief Financial Officer (CFO) informed that TQM already announced through SET's communication channels that the tender offer will be Baht 5.10, which is the same prices acquired from former shareholders. As for the funds, according to the consolidated financial statements, the Company has cash and cash equivalents, namely short-term and medium-term investments that have high liquidity and are preferable in bond market as the Board of Directors has a policy to invest in bonds with rating of A and better. Total cash is above Baht 2 billion. As at the end of 2021, the Company had more than Baht 2.3 billion.

Question 3 Khun Chaiyos Pornpong-apisit, shareholder asked whether TQR will be delisted from the SET.

Ms.Sompom Ampaisutthipong Director and Chief Financial Officer (CFO) answered that will remain its business as usual. TQM does not have a plan to delist TQR.

There was no further questions from shareholders and proxies. Moderator informed the vote as follows:

Type of Vote	Number of votes (1 share 1 vote)	Percent
Approved	163,983,419*	97.0036*
Disapproved	191,010	0.1130*
Abstained	4,874,400	2.8834*
Voided	-	-
Total	169,048,829*	100.0000

Remark: * "Approved" votes were added after a post-meeting review. The votes were revised due to errors in shareholders' registration and vote counting by OJ International Co. Ltd., the voting system provider. However, the revision and addition do not have a significant impact to the voting in this agenda.

Resolution: The Meeting resolved to approved the investment in TQR Public Company Limited, which is a connected transaction of the Company, by the votes of not less than three-fourths of the total number of votes of all shareholders attending the Meeting and casting their votes.

Moderator invited Dr. Unchalin Punnipa and Dr. Napassanun Punnipa to the meeting room after the voting was completed.

Agenda 9. To consider other matters (if any)

As there was no further question, the moderator opened floor for useful opinions from the shareholder and/or proxies. There was a questions a follows.

Question 1 from Khun Tongtod Paenglard, Investor's right protection volunteer, proxy of Thai Investors Association. Asked for more details on outlook and trends of insurance and reinsurance industry, in terms of competitors and Company's performance.

Dr.Unchalin Punnipa, the Chairman informed that the situation in the past 1-2 years, consumers have been more aware of importance of insurance. Millions of Thai people bought COVID insurance. Technology will drive



growth for insurers and sales channels but it needs high investment and time to develop. However, risks include many aspects, such as regulation in insurance, natural disasters, pandemic, war and its impact, and economic situation. Insurance premium in Thailand, both life and non-life, is around Baht 900 billion and still have room to grow. I believe that Thai people will be more aware and have tendency to buy more insurance through variety of channels, such as traditional agents, brokers, online, face-to-face, call center. We see opportunities to grow from our high number of tele sales staff. Technology development will also enhance new channels for growth. The most importantly, as we can see impacts to insurance company during COVID-19 pandemic, companies with solid financial status will gain trust. Reinsurers will also play an important role as insurance business focuses on diversifying risks. Reinsurer broker like TQR will help pass on risks from insurance companies. TQR also analyzes risks and designs products. In summary, in the competitive landscape of insurance, ones who have technology and strong financial status will be advantages. It is a good opportunity of TQM to join with TQR and add online sales channels with complementing business model. TQM was not affected by the situation in the past 2-3 years and our performance is still high as we have been telling shareholders.

There was no further question from shareholder and proxies. The Chairman was invited for the closing speech.

Dr.Unchalin Punnipa declared the meeting closed and thanked the shareholders for believing in the Company and being co-owners of TQM Corporation Public Company Limited as well as devoting time to attend the 2022 Annual General Meeting of Shareholders today, and hoped to have your kind cooperation again in the future as always.

The meeting adjourned at 16.11 hours.

-Signature-



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

-Signature-

..... Company Secretary
(Miss Supichaya Theppitak)

For Consideration on Agenda no. 5

To consider and approve the amendment of Company's Articles of Association Article 1, 2 and 54

The current content of Article 1	The amendment content of Article 1
<p>"These Articles shall be called the Articles of Association of "TQM Corporation Public Company Limited""</p>	<p>"These Articles shall be called the Articles of Association of <u>"TQM Alpha Public Company Limited"</u></p>
The current content of Article 2	The amendment content of Article 2
<p>"Unless specified otherwise, the term "Company" shall mean บริษัท ทีคิวเอ็ม คอร์ปอเรชั่น จำกัด (มหาชน) with the name in English as "TQM Corporation Public Company Limited""</p>	<p>"Unless specified otherwise, the term "Company" shall mean <u>บริษัท ทีคิวเอ็ม อัลฟา จำกัด (มหาชน) with the name in English as "TQM Alpha Public Company Limited"</u></p>
The current content of Article 54	The amendment content of Article 54
<p>"Company's seal"</p> 	<p>"Company's seal"</p> 

Profile of the candidate nominated for the appointment of director

Name Mr. Nattavudh Pungcharoenpong
Age 44
Nationality Thai
Shareholding None
Family Relationship of Management No
Nominating for Non-Executive Director



Education

1. Master of Engineering in Industrial Engineering,
School of Advanced Technologies, Asian Institute of Technology
2. Bachelor of Engineering Program in Aerospace Engineering, Kasetsart University

Professional experience during the past 5 years

Position as Director / Executive in other listed companies in SET

- None

Position in other companies / businesses

- | | | |
|------------------|---------------------------------|--|
| ● 2022 – Present | Independent Director | TPCS Public Company Limited |
| ● 2021 – Present | Director | Surekrub.com Company Limited |
| ● 2018 – Present | Co-founder / Executive Chairman | Six Network (Thailand) Company Limited |
| ● 2015 – Present | Co-founder and Fund Manager | 500 Tuktuks |
| ● 2012 – Present | Co-founder / Executive Chairman | Ookbee Company Limited |

Competitive or related businesses to the company

- None

Illegal Record in the past 5 years

- None

Definition of Independent Director of TQM Corporation 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 the 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.

INDEPENDENT DIRECTOR (PROXY FOR SHAREHOLDERS) (As of 31 December 2021)

Name Mr. Marut Simasathien
Age 72 yrs.
Nationality Thai
Address No.172, Soi Phibun Watthana 2, Khwang Samsen Nai, Khet Phaya Thai, Province Bangkok, Postcode 10400
Current Position Independent Director/ Chairman of the Audit Committee/ Nomination and Remuneration Director/ Risk Management Director/ Corporate Governance Director
Appointment Date as the Director/Management 22 February 2018
Shareholding None
No. of year being director 4 yrs.
Education 1. Master of Business Administration Kasetsart University
 2. Bachelor of Accounting, Thammasat University



Training

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

Professional Experience During The Past 5 Years

Position as Director / Executive in other listed companies in SET

- None

Position in other companies / businesses

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

Competitive or related businesses to the company

- None

Illegal Record in the past 5 years

- None

There is no interest in any agenda proposed at this general meeting of shareholders.

Relationship may cause conflicts of interest

- Not being a close relative to the management / major shareholder of the company and its subsidiaries.
- Not being a director who is involved in management, staff, employees or consultants receiving a regular salary.
- Not being a professional service provider, such as an auditor, legal counsel.
- No significant business relationship may result in not being able to act independently.

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

General Provision

Article 1. These Articles shall be called the Articles of Association of "TQM Corporation Public Company Limited"

Article 2. Unless specified otherwise, the term "Company" shall mean บริษัท ทีคิวเอ็ม คอร์ปอเรชั่น จำกัด (มหาชน) with the name in English as "TQM Corporation Public Company Limited"

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.

The Shareholders' Meeting

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.

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 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 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) consecutive days and not less than three (3) days prior to the date of the meeting.

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

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,

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.

Article 35. 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 36. 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).

Pursuant to paragraph 1 of Article 36, execution of transactions not exceeding the size of transactions according to the Securities and Exchange Act, B.E. 2535 and the Notification of the Securities and Exchange Commission, the Board of Directors shall have the authority to execute such transactions according to the Delegation of Authority.

Governance and management of subsidiaries and associates

Article 54. The seal of the Company is as affixed here to.



Evidence of the right to attend the meeting via electronic meeting (E-Meeting).

Ordinary Person

1. In case the shareholders attend the meeting by themselves.
Valid evidence that issue by government authorities, e.g., the identification card, government officer identification card, driver license or passport, including the evidence of name or last name's change (if any).
2. In case of granting proxy holder.
 - 2.1 One of the proxy forms as attached to the notice to shareholders, completely filled in and signed by shareholder and proxy.
 - 2.2 Certified true copy of valid evidence of the shareholder as specified in item 1.
 - 2.3 Certified true copy of valid evidence of the proxy as specified in item 1.

Juristic Person

1. In case of shareholder's representative (director) attend the meeting by themselves.
 - 1.1 The identification document of such authorized representative similar to those of ordinary person as specified in item 1.
 - 1.2 Copy of shareholder's Affidavit not over three months, and certify by the authorized director showing that the authorized director has the authority to act on behalf of the shareholder.
2. In case of shareholder appoint proxy holder
 - 2.1 One of the proxy forms as attached to the notice to shareholders, completely filled in and signed by the authorized director of shareholder and proxy.
 - 2.2 Copy of shareholder's Affidavit not over three months, and certify by the authorized director showing that such authorized director signing the proxy form has the authority to act on behalf of the shareholder.
 - 2.3 Certified true copy of valid evidence issued by government authorities of the authorized director signing the proxy form.
 - 2.4 Certified true copy of valid evidence of the proxy issued by government authorities similar to those of individual shareholder specified in item1.
3. **In case of Foreign Shareholder appointing a Custodian in Thailand**
 - 3.1 All evidence similar to those of the Juristic Person as specified in items 1 or 2.
 - 3.2 In case the foreign shareholder authorizes the custodian to sign the proxy form on its behalf, the following documents are required:
 - 1) Power of Attorney by foreign shareholder authorizing custodian to sign the proxy form on its behalf.
 - 2) Letter certifying that such custodian signing the proxy form has the permission to engage in the custodian business. In case the original documents are not in English, it shall be translated to the English language and certified true and correct translation by the shareholder (in case of ordinary person) or the authorized representative of shareholder (in case of juristic person).

** By the Company will not make a request for additional document or creating an undue burden to the shareholders (ex. undefined to use the shareholder's the ID card of proxy, specify in addition to the documents or the circular letter formal related) **

Guideline for Proxy Preparation

The Company has provided 3 proxy forms: Form A/ Form B / Form C prescribed by the Department of Business Development, Ministry of Commerce to be used in the following cases:

Form A: simple and general proxy form

Form B: specific proxy form

Form C: proxy form for foreign shareholder appointing the custodian in Thailand

The shareholder who is not able to attend the Meeting may appoint the proxy as follows:

1. Select only one of the three forms provided above as follows:
 - 1.1 General shareholder shall select only one of either Form A or Form B.
 - 1.2 Shareholder listed in the share register book as foreign shareholder appointing the custodian in Thailand can select proxy forms C.
2. Authorize a person or an Independent Director to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your proxy or marking in front of the name of an Independent Director to be your proxy.
3. Affix the 20 Baht stamp duty and specify the date on the proxy form.
4. The shareholder may send the completed proxy form together with the above documentation to the Head Office of the Company at:
 - 1) **Email: cs@tqm.co.th**
 - 2) **(Original document) Postal delivery:** Attention to: "Company Secretary"

Address: TQM Corporation Public Company Limited, 123 Ladplakao Road, Chorakhe Bua, Ladprao, Bangkok.

No later than 5.00 p.m. (Thailand time) on August 15, 2022 so that officers of the Company are given enough time to check the documentation. Spilt of shares to several proxies to vote in the meeting is not allowed. Shareholder shall authorize the proxy holder to cast the votes equal to the total number of shares held by shareholder. Authorizing less than the total number of shares is not allowed except for the custodian appointed by foreign shareholder in accordance with proxy form C.

Meeting Registration

The registrations for attending the meeting will be opened at 12.30 hours on Thursday, August 18, 2022 via Teleconference of Electronic Device (Only) by broadcasting live at the Company's headquarters meeting room.

Vote

Voting Process

1. The chairman of the meeting shall propose the shareholders to cast their votes for each agenda.
2. Only shareholders desiring to cast their votes as disapproval or abstention are required to mark in a box as disapproval or abstention, for counting with the system.
3. Shareholders, who cast votes as approval or do not indicate any mark on the box, will be assumed to have approved the agenda as proposed by the Chairman. They do not have to check any box.

Vote Counting Procedures

1. One share shall be counted as one vote and the majority of the votes shall be deemed a resolution, except as specified otherwise by law. In case of a tie of votes, the Chairman shall have cast a deciding vote.
2. In order to count the vote results for each agenda, the Company will count only the votes as disapproval and abstentions and deduct from the total votes of shareholders and proxies recorded in advance.
3. The voting results for each agenda will be announced for votes as approval, disapproval, and abstention based on the latest number of shares held by attendants in the meeting.

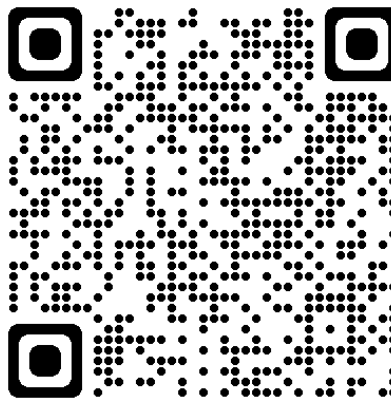
Guidelines for attending the Extraordinary General Meeting of Shareholders No. 1/2565

Via Electronic meeting (E-Meeting)

The Company hereby notifies the guidelines for attending the Meeting of Shareholders via electronic meeting (E-Meeting) as follows:

1. The Shareholders or proxies who would like to attend the E-EGM must submit an application to attend the meeting by Electronic Method via the Link at <https://tqm.fokus.vc/registration/>

or scan this QR Code.



The system will be available to access from 3 – 15 August 2022.

2. After logging into the system, the shareholders or proxies must prepare the following information (which should be in line with the shareholders information determined as at the Record Date from the Thailand Securities Depository Co., Ltd.) to fill in through the system:

- Securities holder registration number
- Identification Card Number/Passport Number/ Registration Number for juristic person
- E-Mail address for receiving the Web Link, Username and Password for attending the Meeting
- Mobile Phone Number
- Additional documents as follows:

Attending in person	Proxy to any person who is not the Company's Independent Director / Juristic person
Details as shown in Enclosure 6. And original documents to send by post.	Details as shown in Enclosure 6. And original documents to send by post.

3. When the Company receives the documents according to item 2 from shareholders or proxies. The Company will check the documents to confirm the right to attend the meeting. After that shareholders or proxies will receive an email with the following details.

- Username and Password
- WebLink for attending E-EGM system
- User manual

In case the request is rejected, the Shareholders will receive an e-mail to notify on the details and reason for rejection, then the Shareholder can resubmit through the system.

4. Please keep your username and password confidential. Do not disclose it to others and in case your username and password are lost or not received by 15 August 2022, please contact the Company immediately.
5. Please study the manual on how to use the E-EGM meeting system that the Company has sent to you by e-mail carefully. The system will allow you to register for the meeting 1.30 hours before the start of the meeting. However, the live broadcast of the conference will only start at 2:00 PM
6. For the voting method during the E-EGM meeting, you can vote on each agenda by voting "Agree" or "Disagree" or "Abstain". In case you do not vote for any agenda, your vote will be counted as "Agree" automatically.
7. In case you encounter technical problems while using the E-EGM meeting system before the meeting or during the meeting, please contact Quidlab, the E-EGM conference system provider of the Company. The channel to contact Quidlab can be found in the email that has sent username and password to you.

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 คอร์ปอเรชั่น จำกัด (มหาชน)

Being a shareholder of TQM Corporation Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้
 Holding a total number of share(s) 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) นายมารุต สิมะเสถียร ตำแหน่ง กรรมการอิสระและประธานกรรมการตรวจสอบ อายุ 72 ปี
 เลขที่ 172 ซอย พิบูลวัฒนา 2 แขวงสามเสนใน เขตพญาไท กรุงเทพมหานคร รหัสไปรษณีย์ 10400 หรือ
 Mr. Marut Simasathien Independent Director and Chairman of the Audit Committee's Member Age 72 years old
 Residing at No.172, Soi Phibun Watthana 2, Khwang Samsen Nai, Khet Phaya Thai, Bangkok Postcode 10400 or
- (2) ชื่อ..... อายุ ปี
 Name Age Years
 อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....
 Residing at No. Road Tambol/Khwaeng
 อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ
 Amphur/Khet Province Postcode or
- (3) ชื่อ..... อายุ ปี
 Name Age Years
 อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....
 Residing at No. Road Tambol/Khwaeng
 อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ
 Amphur/Khet Province Postcode or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565 ในวันพฤหัสบดีที่ 18 สิงหาคม 2565 เวลา 14.00 น. โดยวิธีการประชุมผ่านสื่ออิเล็กทรอนิกส์ ณ ห้องประชุมชื่อสัตย์ ชั้น 6 บริษัท ทีคิวเอ็ม คอร์ปอเรชั่น 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 1/2565 Extraordinary General Meeting of Shareholders to be held on Thursday, 18 August 2022, at 2.00 pm. The meeting will be conducted in form of electronic meeting (E-Meeting) at The Integrity Room, 6th Floor TQM Corporation Public Company Limited, 123 Ladplakao Road, Jorakaebua, Ladprao, 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

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียง ลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Note:

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.
(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)
PROXY FORM B (Clearly and Definitely Specified Voting)

เขียนที่.....
 Written at
 วันที่ เดือน พ.ศ.....
 Date Month Year

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

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

3. ขอมอบฉันทะให้
 Hereby appoint
 (1) นายมารุต สิมะเสถียร ตำแหน่ง กรรมการอิสระและประธานกรรมการตรวจสอบ อายุ 72 ปี
 เลขที่ 172 ซอย พิบูลวัฒนา 2 แขวงสามเสนใน เขตพญาไท กรุงเทพมหานคร รหัสไปรษณีย์ 10400 หรือ
 Mr. Marut Simasathien Independent Director and Chairman of the Audit Committee's Member Age 72 years old
 Residing at No.172, Soi Phibun Watthana 2, Khwang Samsen Nai, Khet Phaya Thai, Bangkok Postcode 10400 or
 (2) ชื่อ..... อายุ ปี
 Name Age Years
 อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....
 Residing at No. Road Tambol/Khwaeng
 อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ
 Amphur/Khet Province Postcode or

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565 ในวันพฤหัสบดีที่ 18 สิงหาคม 2565 เวลา 14.00 น. โดยวิธีการประชุมผ่านสื่ออิเล็กทรอนิกส์ ณ ห้องประชุมชื่อสัตย์ ชั้น 6 บริษัท ทีคิวเอ็ม คอร์ปอเรชั่น จำกัด (มหาชน) เลขที่ 123 ถนนลาดปลาเค้า แขวงจระเข้บัว เขตลาดพร้าว กรุงเทพมหานคร หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in No.1/2565 Extraordinary General Meeting of Shareholders to be held on Thursday, 18 August 2022, at 2.00 pm. The meeting will be conducted in form of electronic meeting (e-Meeting) at The Integrity Room, 6th Floor TQM Corporation Public Company Limited, 123 Ladplakao Road, Jorakaebua, Ladprao, 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 2565

Agenda item 1 To certify the minutes of the Annual General Meeting of Shareholders for 2022

- (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 2 พิจารณาอนุมัติเปลี่ยนแปลงชื่อบริษัท

Agenda item 2 To consider and approve the change of Company's name

- (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 3 พิจารณาอนุมัติเปลี่ยนแปลงตราประทับของบริษัท

Agenda item 3 To consider and approve the change of Company's seal

- (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 พิจารณาอนุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 1.

Agenda item 4 To consider and approve the amendment of Company's Memorandum of Association, clause 1

- (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 พิจารณาอนุมัติแก้ไขเพิ่มเติมข้อบังคับของบริษัท

Agenda item 5 To consider and approve the amendment of Company's Articles of Association

- (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 6 พิจารณาอนุมัติแต่งตั้งกรรมการเพิ่มเติมจำนวน 1 ท่าน

Agenda item 6 To consider and approve the appointment of one new director

- (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 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
 Agenda item 7 Others matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B) The proxy holder shall vote in accordance with my 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. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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/ourselves 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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ 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. 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 คอร์ปอเรชั่น จำกัด (มหาชน)

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

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565 ในวันพฤหัสบดีที่ 18 สิงหาคม 2565 เวลา 14.00 น. โดยวิธีการประชุมผ่านสื่ออิเล็กทรอนิกส์ ณ ห้องประชุมชื่อสัตย์ ชั้น 6 บริษัท ทีคิวเอ็ม คอร์ปอเรชั่น จำกัด (มหาชน) เลขที่ 123 ถนนลาดปลาเค้า แขวงจรเข้บัว เขตลาดพร้าว กรุงเทพมหานคร หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

No.1/2565 Extraordinary General Meeting of Shareholders to be held on Thursday, 18 August 2022, at 2.00 pm. The meeting will be conducted in form of electronic meeting (e-Meeting) at The Integrity Room, 6th Floor TQM Corporation Public Company Limited, 123 Ladplakao Road, Jorakaebua, Ladprao, 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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> 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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> 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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> 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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> 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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

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
 ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....
 As a custodian of

2. ซึ่งเป็นผู้ถือหุ้น ของบริษัท ทีคิวเอ็ม คอร์ปอเรชั่น จำกัด (มหาชน)
 Being a shareholder of **TQM Corporation Public Company Limited**
 โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้
 Holding a total number of share(s) 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) นายมารุต สิมะเสถียร ตำแหน่ง กรรมการอิสระและประธานกรรมการตรวจสอบ อายุ 72 ปี
 เลขที่ 172 ซอย ฟีบูนวัตธนา 2 แขวงสามเสนใน เขตพญาไท กรุงเทพมหานคร รหัสไปรษณีย์ 10400 หรือ
 Name Mr. Marut Simasathien Independent Director and Chairman of the Audit Committee's Member Age 72
 years old Residing at No.172, Soi Phibun Watthana 2, Khwang Samsen Nai, Khet Phaya Thai, Bangkok
 Postcode 10400 or
 (2) ชื่อ..... อายุ ปี
 Name Age Years
 อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....
 Residing at No. Road Tambol/Khwaeng
 อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ
 Amphur/Khet Province Postcode or

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565 ในวันพฤหัสบดีที่ 18 สิงหาคม 2565 เวลา 14.00 น. โดยวิธีการประชุมผ่านสื่ออิเล็กทรอนิกส์ ณ ห้องประชุมชื่อสตีย์ ชั้น 6 บริษัท ทีคิวเอ็ม คอร์ปอเรชั่น จำกัด (มหาชน) เลขที่ 123 ถนนลาดปลาเค้า แขวงจรเข้บัว เขตลาดพร้าว กรุงเทพมหานคร หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in No.1/2565 Extraordinary General Meeting of Shareholders to be held on Thursday, 18 August 2022, at 2.00 pm. The meeting will be conducted in form of electronic meeting (e-Meeting) at TQM Corporation Public Company Limited, 123 Ladplakao Road, Jorakaebua, Ladprao, 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="checkbox"/> หุ้นสามัญ	หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....	เสียง
Ordinary shares	share(s) and have the right to vote equal to	votes
<input type="checkbox"/> หุ้นบุริมสิทธิ	หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....	เสียง
Preference shares	share(s) 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 2565

Agenda item 1 To certify the minutes of the Annual General Meeting of Shareholders for 2022

(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"/> งงดออกเสียง.....เสียง
Approve	Disapprove	Abstain
Votes	Votes	Votes

วาระที่ 2 พิจารณาอนุมัติเปลี่ยนแปลงชื่อบริษัท

Agenda item 2 To consider and approve the change of Company's name

- (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 3 พิจารณาอนุมัติเปลี่ยนแปลงตราประทับของบริษัท

Agenda item 3 To consider and approve the change of Company's seal

- (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 4 พิจารณาอนุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 1.

Agenda item 4 To consider and approve the amendment of Company's Memorandum of Association, clause 1

- (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 5 พิจารณาอนุมัติแก้ไขเพิ่มเติมข้อบังคับของบริษัท

Agenda item 5 To consider and approve the amendment of Company's Articles of Association

- (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 6 พิจารณานุมัติแต่งตั้งกรรมการเพิ่มเติมจำนวน 1 ท่าน

Agenda item 6 To consider and approve the appointment of one new director

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

วาระที่ 7 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda item 7 Others matters (if any)

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

ลงชื่อ ผู้มอบฉันทะ
Signed Grantor
(.....)

ลงชื่อ ผู้รับมอบฉันทะ
Signed Proxy
(.....)

ลงชื่อ ผู้รับมอบฉันทะ
Signed Proxy
(.....)

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
4. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

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. 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 คอร์ปอเรชั่น จำกัด (มหาชน) ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565 ในวันพฤหัสบดีที่ 18 สิงหาคม 2565 เวลา 14.00 น. โดยวิธีการประชุมผ่านสื่ออิเล็กทรอนิกส์ ณ ห้องประชุมชื่อสตาร์ ชั้น 6 บริษัท ทีคิวเอ็ม คอร์ปอเรชั่น จำกัด (มหาชน) เลขที่ 123 ถนนลาดปลาเค้า แขวงจรเข้บัว เขตลาดพร้าว กรุงเทพมหานคร หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The proxy is granted by a shareholder of TQM Corporation Public Company of the No.1/2565 Extraordinary General Meeting of Shareholders to be held on Thursday, 18 August 2022, at 2.00 pm. The meeting will be conducted in form of electronic meeting (e-Meeting) at The Integrity Room, 6th Floor, TQM Corporation Public Company Limited, 123 Ladplakao Road, Jorakaebua, Ladprao, 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 in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy holder shall vote in accordance with my 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

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

Privacy Notice for the Extraordinary General Meeting of Shareholders No. 1/2565

TQM Corporation 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 Extraordinary General Meeting of Shareholders No. 1/2565 and to the Extraordinary General Meeting of Shareholders No. 1/2565 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 Corporation Public Company Limited**, 123 Ladplakao Road, Chorakhe Bua, Ladprao, Bangkok 10230, e-mail: cs@tqm.co.th