

4 April 2023

Re: Invitation to the 2023 Annual General Meeting of Shareholders

To: Shareholders of D.T.C. Enterprise Public Company Limited

- Enclosures:
1. Copy of Minutes of the 2022 General Meeting of Shareholders
 2. The 2022 Annual Report (QR Code) comprising of report on the Company's operating results for the year 2022 and copies the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) for the year ended 31 December 2022 which have been audited by the certified auditor
 3. Names and profiles of persons nominated to be appointed as directors
 4. Amended Articles of Association of the Company
 5. Capital Increase Report Form (F 53-4)
 6. Guideline for the appointment of proxy, the registration, and evidence to be presented on the date of the 2023 Annual General Meeting of Shareholders
 7. Names and profiles of independent directors who may be appointed by shareholders as their proxies to attend and vote in the 2023 Annual General Meeting of Shareholders
 8. The Company's Articles of Association with respect to the meeting
 9. Map of the meeting's venue of the 2023 Annual General Meeting of Shareholders
 10. Proxy form B.
 11. Guideline for using QR Code for downloading the 2022 Annual Report

The Board of Directors' Meeting of D.T.C. Enterprise Public Company Limited (the "Company") has passed the resolution to convene the 2023 Annual General Meeting of Shareholders on 21 April 2023 at 1.30 p.m., at S31 Sukhumvit Hotel, Ballroom 1, 5th Floor, No. 545 Sukhumvit

Road, Khlong Toei Nuea Sub-district, Wattana District, Bangkok, 10110 Thailand to consider the following agendas:

Agenda 1 To consider and adopt the Minutes of the 2022 Annual General Meeting of Shareholders

Purpose and rationale: The Company has prepared the Minutes of the 2022 General Meeting of Shareholders held on 21 April 2022 within the period of time specified by laws and proposed such minutes to the Board of Directors pursuant to the details attached as Enclosure 1.

Board's opinion: The Board of Directors is of the opinion that the Minutes of the 2022 General Meeting of Shareholders held on 21 April 2022 was accurately recorded and deems it appropriate to propose such minutes to be adopted by the Annual General Meeting of Shareholders

Remark: This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the meeting and casting votes.

Agenda 2 To acknowledge the Company's operating results report of the year 2022

Purpose and rationale: The Board of Directors has prepared the information on the Company's operating results for the past year 2022, which is shown in the 2022 Annual Report as per Enclosure 2.

Board's opinion: The Board of Directors deems it appropriate to propose the Company's operating results for the year 2022 to the Annual General Meeting of Shareholders for acknowledgment.

Remark: This Agenda is for acknowledgement and thus voting is not required

Agenda 3 To consider and approve the Statement of Financial Position and Statement of Comprehensive Income (balance sheet and profit and loss

statements) for the fiscal year ended 31 December 2022 which have been audited by the certified auditor

Purpose and rationale:

To be in compliance with the Company's Articles of Association and Section 112 of the Public Limited Companies Act B.E. 2535 (as amended), the shareholders are required to approve the Statement of Financial Position and the Statement of Comprehensive Income (balance sheet and profit and loss statements) of the for the fiscal year ended 31 December 2022 which have been reviewed by the Audit Committee and have been audited by the certified auditors, the details of which are as outlined in the 2022 Annual Report as per Enclosure 2.

Board's opinion:

The Board of Directors deems it appropriate that the Statement of Financial Position and the Statement of Comprehensive Income (balance sheet and profit and loss statements) of the Company for the fiscal year ended 31 December 2022 which have been reviewed by the Audit Committee and have been audited by the certified auditors be proposed to the Annual General Meeting of Shareholders for approval and the report of the auditors be proposed for acknowledgement.

Remark:

This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the meeting and casting votes.

Agenda 4 To consider and approve of the appropriation of profits as legal reserve and dividend payment

Purpose and rationale:

The Company has profits from the operating results of the year 2022 according to the Separate Financial Statement for the year ended 31 December 2022 which has been reviewed by the certified auditor of the Company of Baht 44,893,783.03. The Board of Directors deems it appropriate to propose for the

appropriation of profits as legal reserve and for the distribution of dividend as follows:

- 1) appropriating annual net profit as legal reserve at the amount of Baht 3,000,000;
- 2) paying dividend in the form of newly issued ordinary shares of the Company at the amount not exceeding 48,200,000 shares at the par value of Baht 0.5 per share to the shareholders at the rate of 1 stock dividend per 25 existing shares, with the maximum total being Baht 24,100,000 or Baht 0.020000000000 per share. In case an ordinary share resulting from the dividend payment is a fraction, the Company will disregard such fraction and will pay dividend in cash for such disregarded fraction of the ordinary share at the rate of Baht 0.022222222220 per share; and
- 3) paying dividend in cash at the amount of not exceeding Baht 2,677,777.78 at the rate of Baht 0.002222222220 per share to accommodate withholding tax at the rate of 10 percent of income pursuant to Section 50(2) of the Revenue Code.

The total dividend to be paid is at the rate of Baht 0.022222222220 per share. The names of shareholders entitled to receive the dividend will be determined on Tuesday 2 May 2023 (Record Date) and the dividend will be paid on Friday 19 May 2023. The right to receive the dividend remains uncertain pending the approval from the Annual General Meeting of Shareholders.

Board's Opinion:

The Board of Directors deems it appropriate that the appropriation of net profit for 2022 as legal reserve and that

dividend payment in the form of newly issued ordinary shares of the Company be proposed to the Annual General Meeting of Shareholders for approval.

Remark: This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the meeting and casting votes.

Agenda 5 To consider and approve the increase of registered capital of Baht 24,100,000 from the current registered capital of Baht 602,500,000 to be Baht 626,600,000 by issuing 48,200,000 ordinary shares at the par value of Baht 0.50 per share to reserve for stock dividend payment and consider and approve the Amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of registered capital of the Company

Purpose and rationale: To reserve for stock dividend payment in the form of 48,200,000 newly issued ordinary shares, the Company is required to increase its registered capital of Baht 24,100,000 from the current registered capital of Baht 602,500,000 to be Baht 626,600,000 by issuing 48,200,000 ordinary shares at the par value of Baht 0.50 per share. The details of capital increase are outlined in the Capital Increase Report Form (F 53-4) as per Enclosure 5 and to amend Clause 4 of its Memorandum of Association to be in line with the increase of its registered capital as follows:

“Clause 4.	Registered Capital	Baht 626,600,000	(Baht six hundred twenty six million six hundred thousand)
	Divided into	1,253,200,000 shares	(one thousand two hundred fifty three million two hundred thousand shares)
	Par value	Baht 0.50 per share	(fifty Satang)

Divided into

Ordinary shares 1,253,200,000 shares (one thousand two hundred fifty three million two hundred thousand shares)

Preferred - share (- share)”
shares

Board's opinion:

The Board of Directors deems it appropriate that the increase of registered capital of Baht 24,100,000 from the current registered capital of Baht 602,500,000 to be Baht 626,600,000 by issuing 48,200,000 ordinary shares at the par value of Baht 0.50 per share and the Amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of registered capital of the Company be proposed to the Annual General Meeting of Shareholders for approval. The Board of Directors deems it appropriate that amendment of the Company's Articles of Association be proposed to the Annual General Meeting of Shareholders for approval and that a person authorized by the Board of Director, authorized directors or the Chief Executive Officer shall have the power to register the amendment of Company's Articles of Association at the Department of Business Development, Ministry of Commerce, and have the power to amend and revise any statement or take any actions necessary to comply with the orders of the Registrar.

Remark: This Agenda requires an affirmative resolution of at least three-fourths (3/4) of the votes of the total number of votes of the shareholders present at the meeting and casting votes.

Agenda 6 To consider and approve the allocation of newly issued ordinary shares of the Company

Purpose and rationale: As a result of increase in the Company's registered capital of Baht 24,100,000 by issuing 48,200,000 ordinary shares at the par value of Baht 0.50 per share to reserve for dividend payment in the form of ordinary shares of the Company at the rate of 1 stock dividend per 25 existing shares. In this regard, the Company will allocate the newly issued ordinary shares as follows:

Allocation to	Number of Shares	Ratio (Old:New)	Sale Price per Share (Baht)	Share Subscription and Payment Date and Time	Remark
Existing shareholders	48,200,000	25:1	-	The Company will pay stock dividend to the existing shareholders at the rate of 1 stock dividend per 25 existing shares	To reserve for dividend payment

Board's opinion: The Board of Directors deems it appropriate that the allocation of no more than 48,200,000 newly issued shares pursuant to the details above be proposed to the Annual General Meeting of Shareholders for approval.

Remark: This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the meeting and casting votes.

Agenda 7 To consider and approve the appointment of the auditors and the audit remuneration for the year 2023

Purpose and rationale: Pursuant to the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Company's Articles of Association, the annual general meeting of shareholders shall appoint the auditor and determine the auditor's compensation every year.

The Board of Directors (following the consideration and recommendation of the Audit Committee) had selected the Company's auditors and proposed that the Annual General Meeting of Shareholders appoint the following auditors from Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd. as auditors of the Company for the fiscal year ended 31 December 2023. One of the auditors would audit and certify the Company's Financial Statements and be the Company's auditor for the fiscal year ended 31 December 2023.

- 1) Mr. Bardin Larprangsirat, Certified Public Accountant No. 10985; and/or
- 2) Ms. Lasita Magut, Certified Public Accountant No. 9039; and/or
- 3) Mrs. Wilasinee Krishnamra, Certified Public Accountant No. 7098.

The Audit Committee is of the opinion that the above-mentioned auditors are independent, knowledgeable and have experience in auditing after undertaking a comparison with other auditors proposed by the Management Committee. In addition, in undertaking consideration, the Audit Committee has complied with the Notification of the Capital Market Supervisory Board which states that a listed company shall rotate auditor if the existing auditor has performed his or her duty of reviewing or auditing and providing opinion on the Financial Statements of the listed company for 7 fiscal years, whereby the listed company can appoint a new auditor from the same audit firm as the former auditor.

The Audit Committee has considered and deemed it appropriate to determine the audit remuneration for the fiscal year ended 31 December 2023 to be Baht 3,200,000.

Board's opinion:

The Board of Directors deems it appropriate that the appointment of the following auditors from Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd. be proposed to the Annual General Meeting of Shareholders for approval:

- 1) Mr. Bardin Larprangsirat, Certified Public Accountant No. 10985; and/or
- 2) Ms. Lasita Magut, Certified Public Accountant No. 9039; and/or
- 3) Mrs. Wilasinee Krishnamra, Certified Public Accountant No. 7098.

The auditors above shall be appointed as auditors of the Company for the year 2023 with the audit remuneration for the year 2023 being Baht 3,200,000.

Remark: This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the meeting and casting votes.

Agenda 8 To consider and approve the appointment of the Company's directors to replace those who retire by rotation

Purpose and rationale: Pursuant to the Company's Articles of Association and Section 71 of the Public Limited Companies Act B.E. 2535 (1992) (as amended), one-third of the total number of directors must retire by rotation at each annual general meeting of shareholders. In 2023, there are 3 directors who must retire by rotation as follows:

- 1) Mr. Amphorn Pornwaragorn, Independent Director / Audit Committee Member / Risk Management Committee Member
- 2) Ms. Churarat Suteethorn, Independent Director / Audit Committee Member
- 3) Mr Aroon Borirak, Independent Director / Chairman of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee had procured and considered the persons to be the Company's directors by taking in account knowledge, experience and suitability which are beneficial to the business operation of the Company as well as qualifications required by the laws. Therefore, the Nomination and Remuneration Committee (with directors with conflict of interest abstaining from voting) deemed it appropriate to propose that the 3 directors who must retire by rotation shall be re-appointed for another term. As for independent directors, the Nomination and Remuneration Committee had already considered the qualifications in accordance with the definition of an independent director of the Stock Exchange of Thailand.

Board's opinion:

The Board of Directors is of the opinion that the nominated directors have been considered using the process determined by the Company, possess the qualifications as required by relevant rules and regulations, and are suitable for the business operation of the Company. Therefore, the Board of Directors deemed it appropriate that the re-appointment of the following directors who must retire by rotation for the year 2023 for another term as approved by the Nomination and Remuneration Committee be proposed to the Annual General Meeting of Shareholders for approval:

- 1) Mr. Amphorn Pornwaragorn, Independent Director / Audit Committee Member / Risk Management Committee Member
- 2) Ms. Churarat Suteethorn, Independent Director / Audit Committee Member
- 3) Mr Aroon Borirak, Independent Director / Chairman of the Nomination and Remuneration Committee

The Board of Directors has considered that the independent directors nominated are able express their opinion independently and possess the qualifications in compliance with relevant laws on requirements relating to independent directors. Furthermore, the nominated directors do not hold positions as directors or executives in other businesses that may result in conflict of interests or that are in competition with the Company. The profiles and work experiences of the directors nominated for re-appointment as the Company's directors for another term are outlined in Enclosure 3.

Remark: This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the meeting and casting votes.

Agenda 9 To consider and approve the directors' remuneration of the year 2023

Purpose and rationale: Pursuant to Section 90 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 22 of the Company's Articles of Association, the Company's directors are entitled to receive remuneration of director in the form of rewards, meeting allowances, bonuses or other compensations to be considered and approved with an affirmative vote of not less than two-thirds (2/3) of all shareholders attending the meeting. In this regard, remuneration may be determined as a fixed amount or specific rules may be adopted therefor and may be prescribed

to be effective from time to time or until the shareholders have resolved otherwise. In addition, the directors will also be entitled to receive allowances and welfares according to the regulations of the Company. As a result, the Nomination and Remuneration Committee had resolved to determine the directors' remuneration of the year 2023 as follows:

Position	Monthly Remuneration	Meeting Allowance
	(Baht/person/month)	(Baht/person/time)
1. Directors		
Chairman	30,000	30,000
Director (who is not executive)	20,000	20,000
Director (who is the executive as the managing director)	-	12,000
Director (who is the executive but not the managing director)	-	10,000
2. Audit Committee		
Chairman of the Audit Committee	-	25,000
Committee of the Audit Committee	-	20,000
3. Nomination and Remuneration Committee		
Chairman of the Nomination and Remuneration Committee	-	25,000
Committee of the Nomination and Remuneration Committee	-	20,000
4. Risk Management Committee		
Chairman of the Risk Management Committee	-	25,000
Committee of the Risk Management Committee	-	20,000

Remark: 1. A director who is an executive or personnel of the Company will not receive remuneration as a chairman or a member of a committee.

2. The Meeting of the Board of Directors No. 1/2023 had resolved to increase the annual budget for the remuneration of directors from an amount not exceeding Baht 10,000,000 per year to an amount not exceeding Baht 16,000,000 per year.

Board's opinion: The Board of Directors deems it appropriate that the directors' remuneration be proposed to the Annual General Meeting of Shareholders for approval.

Remark: This Agenda requires an affirmative resolution of at least two-thirds (2/3) of the votes of the total number of votes of the shareholders present at the meeting.

Agenda 10 To consider and approve the amendments of the Company's Articles of Association

Purpose and rationale: The Public Limited Companies Act B.E. 2535 (1992) was amended by the Public Limited Companies Act (No. 4) B.E. 2565 (2022) allowing public limited companies to have more flexibility in various matters including the use of electronic means in convening meetings and sending notices or documents. It is therefore necessary for the Company to amend Article 29, Article 34, Article 38 paragraphs 2 and 3, Article 39 paragraph 3, Article 51 paragraph 4 and Article 57 of its Articles of Association to be in line with the provisions of the law and to facilitate the business operation of the Company. The details of the Company's Articles of Association which are proposed for amendment are outlined in Enclosure 4.

Board's opinion: The Board of Directors deems it appropriate to amend Article 29, Article 34, Article 38 paragraphs 2 and 3, Article 39 paragraph 3, Article 51 paragraph 4 and Article 57 of the Company's Articles of Association and to propose to the Annual General Meeting of Shareholders to approve such amendment of the Company's Articles of Association. It is deemed appropriate that a person authorized by the Board of Director, authorized

directors or the Chief Executive Officer shall have the power to register the amendment of Company's Articles of Association at the Department of Business Development, Ministry of Commerce, and have the power to amend and revise any statement or take any actions necessary to comply with the orders of the Registrar.

Remark: This Agenda requires an affirmative resolution of at least three-fourths (3/4) of the votes of the total number of votes of the shareholders present at the meeting and casting votes.

Agenda 11 Others (if any)

Purpose and rationale: This agenda is for the shareholders to make any inquiries and/or give any suggestions to the Board of Directors (if any) and/or for the Board of Directors to clarify any inquiries of the shareholders. No additional agendas will be proposed to the shareholders' meeting for consideration and the resolution will not be required for this agenda.

In this regard, the shareholders of the Company are invited to attend the meeting on the date, and at the time and place as described above and are requested to prepare all evidences that will be used for the meeting as detailed in the guideline for the appointment of proxy to attend the meeting, the registration, and evidence to be presented on the meeting date of the 2023 Annual General Meeting of Shareholders as outlined in Enclosure 6. The Company will conduct the meeting in accordance with the Company's Articles of Association as outlined in Enclosure 8. To reserve the rights and interests of the shareholders, in an event that any shareholder is unable to attend the meeting in person and would like to appoint the Company's independent directors as proxy to attend the meeting and cast votes on his or her behalf, the shareholder can select one of the independent directors of the Company whose names and profiles are outlined in Enclosure 7. The shareholders must fill in and sign the proxy form attached herewith, deliver such proxy form and duly affix the Baht 20 stamp duty together with the supporting documents to Company's Secretary Division, D.T.C.

Enterprise Public Company Limited at No. 63 Soi Sukhumvit 68, Sukhumvit Road, Bang Na Nuea Sub-district, Bang Na District, Bangkok 10260, Tel: 1176 ext. 615, within 13 April 2023.

The custodians that represent oversea shareholders shall use the Proxy Form C., which is available for download from the Company's website.

The Board of Directors of the Company determines the Record Date on which the shareholders will have the rights to attend the 2023 Annual General Meeting of Shareholders on 8 March 2023.

Please be informed that the shareholders and proxies can register for the meeting attendance starting from 1 p.m. on the meeting date at S31 Sukhumvit Hotel, Ballroom 1, 5th Floor, No. 545 Sukhumvit Road, Khlong Toei Nuea Sub-district, Wattana District, Bangkok, 10110. The map of the meeting venue has been prepared as outlined in [Enclosure 9](#).

In addition, the Company has prepared the 2022 Annual Report in QR Code version as outlined in [Enclosure 2](#) and has prepared the instructions on how to use the QR Code to download the 2022 Annual Report in the [Enclosure 11](#).

Sincerely Yours,



(Mr. Thotspol Kunapermsiri)

Director/

Chief Executive Officer and Managing Director

Enclosure 1

Minutes of the 2022 Annual General Meeting of Shareholders of

D.T.C. Enterprise Public Company Limited

Date, time and venue of the meeting

The meeting was held on 21 April 2022 at 13.30 hrs. at the Meeting No. 310 of the Office of D.T.C. Enterprise Public Company Limited (“Company”) located at No. 63 Soi Sukhumvit 68, Bang Na Nuea Sub-District, Bang Na District, Bangkok, 10260.

Commencement of the meeting

Mr. Apisit Rujikeatkamjorn, Chairman of the Board of Directors, presided as the Chairman of the Meeting (“Chairman”). The Chairman declared to the meeting that there were a total of 7 shareholders attending the meeting in person and via proxy, amounting to a total of 900,000,000 shares or 100 percent of the total shares thereby constituting a quorum pursuant to the law and the Articles of Association of the Company. The Chairman then declared the meeting open and proceeded with the meeting pursuant to the meeting agenda as follows:

Agenda 1: To consider approving the minutes of the Extraordinary Meeting of Shareholders No. 1/2022

The Chairman proposed for the meeting to consider approving the minutes of the Extraordinary Meeting of Shareholders No. 1/2022 held on 7 February 2022, the details of which appear in Enclosure 1 (copy of the minutes of the Extraordinary Meeting of Shareholders No. 1/2022), which were delivered to all shareholders along with the invitation to the meeting.

Resolution The meeting had considered and unanimously resolved to approve the minutes of the Extraordinary Meeting of Shareholders No. 1/2022 held on 7 February 2022 with the details as proposed in all respects.

Agenda 2: To consider and acknowledge the operating results of the Company for 2021

The Chairman entrusted Mr. Roongaroon Bavornphatrasophon, Manager of the Accounting Division, to clarify the details to the meeting to consider the operating results of the Company for 2021.

Mr. Roongaroon Bavornphatrasophon, Manager of the Accounting Division, presented the operating results of the Company for 2021 with the material details as follows:

The profit and loss statement revealed that in 2021, the Company's net profit is Baht 77.24 million, with the total revenue being Baht 585.47 million and the total cost being Baht 297.81 million. When the total revenue is deducted from the cost, there is a gross profit of Baht 287.66. When the gross profit is combined with other revenue of Baht 6.06 million, deducting expenses incurred in the sale and management of Baht 37.12 million and Baht 153.50 respectively, the Company's profit from operation is Baht 103.10 million.

In comparison with the revenue in 2020, it is evident that the revenue in 2021 has decreased by 7.88%, the revenue from the sale of goods has decreased by 28.53% and the revenue from the service provision has decreased by 5.50% as a result of the spread of Covid-19.

The Company's expenses incurred in the sale is Baht 37.12 million and in the management is Baht 153.50 million.

In relation to the cash flow statement in 2021, the Company's total cash and cash equivalents at the end of the year is Baht 235.58 million.

Resolution The meeting had considered and resolved to acknowledge the operating results of the Company for 2021.

Agenda 3: To consider approving the financial statements for the accounting period ending on 31 December 2021

The Chairman proposed for the meeting to consider approving the financial statements for the period ending on 31 December 2021. The Company's auditor had reviewed and expressed opinion in the financial statements of the Company and its subsidiaries that they were appropriate and correct in material respect pursuant to the financial reporting

standards. The Board of Directors and Audit Committee considered and opined that the financial statements were in accordance with the financial reporting standards. The financial statements were delivered to the shareholders.

The Chairman entrusted Mr. Roongaroon Bavornphatrasophon, Manager of the Accounting Division, to clarify and present the financial statements for the accounting period ending on 31 December 2021 to the meeting for consideration.

There are material changes to the statement of financial position as follows:

Assets

The overall assets in 2021 has decreased from 2020 i.e. in 2021, the cash and cash equivalents are Baht 235.58 million, the net account receivables and other receivables are Baht 103.17 million, the net inventory is Baht 96.91 million. The total current assets are Baht 445.85 and the total non-current assets is 354.86 million. In 2021 the total assets are Baht 800.71 million, while in 2020 the total assets are Baht 1,016.00 million.

Liabilities and equities

The overall liabilities and equity in 2021 has decreased from 2020. In 2021, the total liabilities is Baht 277.91 million, the total current liabilities are Baht 170.67 million and the total non-current liabilities is Baht 107.24 million, the account payables and other payables are Baht 105.50 million and the total equities are Baht 800.71 million. In contrast, in 2020 the total liabilities and equities are Baht 1,016.00 million.

In this regard, the details of the financial statements for 2021 were delivered to the shareholders along with the invitation to the meeting.

Resolution The meeting had considered and unanimously resolved to approve the financial statements for the accounting period ending on 31 December 2021.

Agenda 4: To consider proposing and approving the payments of dividend from operation for the accounting period ending on 31 December 2021

The Chairman entrusted Mr. Roongaroon Bavornphatrasophon, Manager of the Accounting Division, to clarify the details to the meeting to consider the payments of dividend from operation for the accounting period ending on 31 December 2021.

Mr. Roongaroon Bavornphatrasophon, Manager of the Accounting Division, proposed the details of interim payment of dividend for 2021 as follows:

1) Pursuant to the resolution of the Meeting of the Board of Directors held on 15 November 2021, the directors approved the interim payment of dividend from the operating results from 1 January 2021 to 30 September 2021 at the rate of Baht 13.33 per share totaling Baht 60 million whereby the dividend was fully paid in December 2021.

2) Pursuant to the resolution of the Meeting of the Board of Directors held on 15 December 2021, the directors approved the second interim payment of dividend from the retained earnings of 2020 at the rate of Baht 0.111 per share totaling Baht 100 million whereby the dividend was fully paid in December 2021.

In this regard, the Company did not pay dividend for 2021. Pursuant to the resolution of the 2021 Annual General Meeting of Shareholders held on 21 April 2021, the shareholders approved the annual payment of dividend from the retained earnings of 2020 at the rate of Baht 160 per share totaling Baht 360 million. The Company had fully paid the dividend in May and September 2021.

Resolution The meeting had considered and unanimously resolved to acknowledge the 2 interim payments of dividend and the non-payment of dividend for 2021.

Agenda 5: To consider approving the appointment of new directors to replace those who must retire by rotation

The Chairman entrusted Ms. Siriporn Pornsoongsong, Undersecretary, to clarify the details to the meeting on the appointment of new directors to replace those who must retire by rotation.

Ms. Siriporn Pornsoongsong, Undersecretary, presented the details to the effect that the Meeting of the Procurement and Remuneration Committee held on 23 February 2022 and the Meeting of the Board of Directors No. 1/2022 held on 28 February 2022 had resolved to propose that the following directors shall retire by rotation (every 3 years):

1. Khun Suphant Pornsoongsong
2. Khun Thotspol Kunapermsiri
3. Dr. Chan Lailuk

In this regard, the Board of Directors had considered the suitability based on the composition of the Board of Directors both in terms of qualifications, knowledge, skills, experience and expertise in the best interest of the Company and thus proposed for all the 3 directors to be re-appointed for another term.

Resolution The meeting had considered and unanimously resolved to approve the retirement by rotation of all the 3 directors and the re-appointment of all the 3 directors for another term.

Agenda 6: To consider approving the remuneration of the directors of the Company for the year 2022

The Chairman entrusted Ms. Siriporn Pornsoongsong, Undersecretary, to clarify the details to the meeting to consider the remuneration of the directors of the Company for 2022.

Ms. Siriporn Pornsoongsong, Undersecretary, clarified the details on the remuneration of the directors of the Company for 2022 as follows:

Position	Monthly Remuneration	Meeting Attendance Fee
	(Baht / Person / Month)	(Baht / Person / Time)
1. Board of Directors		
Chairman of the Board of Directors	30,000	30,000
Director (non-executive)	20,000	20,000
Director (executive director who is a general manager)	-	12,000
Director (executive director who is not a general manager)	-	10,000
2. Audit Committee		
Chairman of the Audit Committee	-	25,000
Member of the Audit Committee	-	20,000
3. Procurement and Remuneration Committee		
Chairman of the Procurement and Remuneration Committee	-	25,000
Member of the Procurement and Remuneration Committee	-	20,000
4. Organizational Risk Management Committee		
Chairman of the Organizational Risk Management Committee	-	25,000
Member of the Organizational Risk Management Committee	-	20,000

Remark: 1. A director who is an executive or personnel of the Company will not receive remuneration as a chairman or a member of a committee.

2. The Meeting of the Board of Directors No. 1/2022 had resolved to set up an annual budget for the remuneration of directors in an amount not exceeding Baht 10,000,000 per year.

Resolution The meeting had considered and approved the remuneration of the directors of the Company for 2022 with the details as proposed in all respects.

Agenda 7: To consider approving the appointment of auditors and the audit fee

The Chairman entrusted Mr. Roongaroon Bavornphatrasophon, Manager of the Accounting Division, to clarify the details to the meeting to consider the appointment of auditors and the audit fee.

Mr. Roongaroon Bavornphatrasophon, Manager of the Accounting Division, proposed the following auditors from PricewaterhouseCoopers ABAS Ltd. as auditors of the Company:

1. Khun Nopanuch Apichatsatien, certified public account with the registration number 5266; or
2. Khun Sanicha Akarakittilap, certified public account with the registration number 8470; or
3. Khun Paiboon Tunkoon, certified public account with the registration number 4298.

In this regard, the auditors proposed possess the qualifications required by public limited companies and the Office of the Securities and Exchange Commission. The auditors proposed and PricewaterhouseCoopers ABAS Ltd. have no relationship or interest in the Company/management/major shareholders. The Meeting of the Board of Directors deemed it appropriate to propose to the Meeting of Shareholders to consider approving the audit fee for 2022 in an amount of Baht 4,452,000.00 per year which is equal to the fee in 2021 excluding other expenses.

Entity	Fee 2022
D.T.C. Enterprise Public company Limited	3,700,000.00
Thai Digital Map Company Limited	260,000.00
Wisawakam Software Company Limited	280,000.00
D Core System Integrator Company Limited	212,000.00
Total GROUP	4,452,000.00

Resolution The meeting had considered and resolved to:

- approve Khun Nopanuch Apichatsatien , certified public account with the registration number 5266, Khun Sanicha Akarakittilap, certified public

account with the registration number 8470, or Khun Paiboon Tunkoon, certified public account with the registration number 4298, from PricewaterhouseCoopers ABAS Ltd. as auditors of the Company for 2022.

- approve the audit fee for 2022 pursuant to the details as proposed in all respects.

Agenda 8: Other businesses

No other businesses were proposed at the meeting.

As there were no other businesses for the meeting to consider or acknowledge, the Chairman then concluded the meeting at around 14.00 hrs.

-signature-

(Mr. Apisit Rujikeatkamjorn)

Chairman of the Meeting

-signature-

(Ms. Nirada Tanyapornkamol)

Recorder of the Meeting Minutes

Company Secretary

Enclosure 2

QR Code for Downloading the 2022 Annual Report



Enclosure 3

Name and profile of person nominated to be appointed as a director

Name

Mr. Amphorn Pornvaragorn

(Nominated to be re-appointed
for another term)



Current Position in the Company

Independent Director/Audit
Committee Member/Risk
Management Committee
Member

Type of directors to be appointed

Independent Director

Age

63 years

Educational background

Commencement – Completion Period	Education	Major	Institution
Graduate in 1982	Bachelor degree	Bachelor of Business Administration (Accounting)	Assumption Business Administration College

Expertise

Accounting and Finance, General Counsel

Training relating to role and
duties of directors

Director Accreditation Program (DAP) 104/2013

Shareholding in the Company

0.0217% (as of 31 December 2022)

Taking a position as a director/
executive in any other listed

None

company

Taking a position as a director/
executive in any other non-listed
company

None

Taking a position as a director/
executive in any other company
which may give rise to a conflict
of interest with the company

None

Duration of being a director of
the Company

10 years

Attendance at the Board of Directors'
Meetings in the year 2022

Attending 5 meetings out of 5 meetings

Name and profile of person nominated to be appointed as a director

Name

Ms. Chularat Suteethorn

(Nominated to be re-appointed
for another term)



Current Position in the Company

Independent Director/Audit
Committee Member

Type of directors to be appointed

Independent Director

Age

68 years

Educational background

Commencement – Completion Period	Education	Major	Institution
1972 - 1975	Bachelor degree	Bachelor of Economics, Banking and Finance	Kasetsart University
1980 - 1982	Master degree	MDS. (Economic Policy and Planning), Institute of Social Studies	The Hague, the Netherlands

Expertise

Accounting and Finance, General Counsel

Training relating to role and
duties of directors

Director Accreditation Program (DAP) 40/2005
Director Certification Program (DCP) 72/2006

Shareholding in the Company

0.029 % (As of 31 December 2022)

Taking a position as a director/ executive in any other listed Limited company	Seafco Public Company Limited Country Group Holdings Public Company Neighbouring Countries Economic Development Cooperation Agency (Public Organization) MFC Asset Management Public Company Limited
Taking a position as a director/ executive in any other non-listed company	None
Taking a position as a director/ executive in any other company which may give rise to a conflict of interest with the company	None
Duration of being a director of the Company	4 years
Attendance at the Board of Directors' Meetings in the year 2022	Attending 5 meetings out of 5 meetings

Name and profile of person nominated to be appointed as a director

Name

Mr. Aroon Borirak

(Nominated to be re-appointed
for another term)

Current Position in the Company

Independent Director/Chairman
of the Nomination and
Remuneration Committee



Type of directors to be appointed

Independent Director

Age

53 years

Educational Background

Commencement – Completion Period	Education	Major	Institution
Graduate in 1982	Bachelor Degree	Faculty of Communication Arts	Dhurakij Pundit University
Graduate in 2009	Master Degree	MBA Logistics Management	University of the Thai Chamber of Commerce (UTCC)

Expertise

Information and Technology, Planning and
Strategy, General Counsel

Training relating to role and
duties of directors

Director Certification Program (DCP) 308/2564

Shareholding in the Company

0.0217 % (As of 31 December 2022)

Taking a position as a director/ executive in any other listed company	None
Taking a position as a director/ executive in any other non-listed company	Supply Chain Biz Company Limited ITL Trade Media Company Limited
Taking a position as a director/ executive in any other company which may give rise to a conflict of interest with the company	None
Duration of being a director of the Company	5 years
Attendance at the Board of Directors' Meetings in the year 2022	Attending 5 meetings out of 5 meetings

Amended Articles of Association

Articles of Association	Original Provision	Provision Proposed for Amendment
Clause 29	<p>In convening a meeting of the Board of Directors, whether in person or via electronic means, the chairman of the board of directors or an entrusted person shall send the notice of meeting to the directors at least seven (7) days prior to the date of the meeting unless in case of an emergency where it is necessary to protect the rights and benefits of the Company, in which case the notice of meeting may be notified via other methods and the meeting date may be scheduled earlier.</p> <p>In this regard, in case the meeting of the Board of Directors is convened via electronic means, the invitation to the meeting and supporting documents for the meeting may be sent via electronic mail.</p>	<p>In convening a meeting of the Board of Directors, whether in person or via electronic means, the Chairman of the Board of Directors or an entrusted person shall send the notice of meeting to the directors at least three (3) days prior to the date of the meeting unless in case of an emergency where it is necessary to protect the rights and benefits of the Company, in which case the notice of meeting may be notified via electronic means or any other methods and the meeting date may be scheduled earlier.</p> <p>In case the Chairman of the Board of Directors is absent for any reason, the Vice-Chairman shall convene the meeting of the Board of Directors. In case the Vice-Chairman is absent for any reason, at least two directors may jointly convene the meeting of the Board of Directors.</p> <p>In this regard, the invitation to the meeting and supporting documents for the meeting may be sent via electronic mail, and</p>

Articles of Association	Original Provision	Provision Proposed for Amendment
		the time period for the sending of the invitation to the meeting for each meeting as well as the criteria and methods for the sending of the notice of meeting via electronic mail shall be in accordance with the relevant laws or notifications.
Clause 34	The meetings of the Board of Directors shall be held at least once every three (3) months at the province where the head office of the Company is located or a nearby province or at any other venue whereby the determination of date, time and venue shall be under the discretion of the Chairman of the Board of Directors.	The meetings of the Board of Directors shall be held at least once every three (3) months at the province where the head office of the Company is located or a nearby province or at any other venue whereby the determination of date, time and venue shall be under the discretion of the Chairman of the Board of Directors. In this regard, a meeting of the Board of Directors may be held by electronic means, and the head office of the Company shall be deemed to be the venue of such meeting.
Clause 38, Paragraphs two and three	In this regard, in case the meeting of shareholders is convened via electronic means, the invitation to the meeting and supporting documents for the meeting may be sent via electronic mail.	In this regard, the invitation to the meeting and supporting documents for the meeting may be sent via electronic mail, and the time period for the sending of the invitation to the meeting and the advertisement of each meeting as well as the criteria

Articles of Association	Original Provision	Provision Proposed for Amendment
	<p>The venue of the meeting may be in the province where the head office of the Company is located or any other nearby province as the Board of Directors may determine.</p>	<p>and methods for the sending of the notice of meeting via electronic mail shall be in accordance with the relevant laws or notifications.</p> <p>The venue of the meeting may be in the province where the head office of the Company is located or any other nearby province as the Board of Directors may determine. In this regard, a meeting of shareholders may be held via electronic means, and the head office of the Company shall be deemed to be the venue of such meeting.</p>
<p>Clause 39, Paragraph three</p>	<p>In effecting a proxy, the proxy shall deliver the proxy notice to the Chairman of the Board of Directors or a person designated by the Chairman at the venue of the meeting before the proxy attends the meeting. In this regard, there shall be only one proxy for each shareholder regardless of how much shares in the Company are held by such shareholder.</p>	<p>In effecting a proxy, the proxy shall deliver the proxy notice or submit information on the proxy via electronic means (in case proxy is effected via electronic means) in accordance with the criteria and form prescribed by the Registrar to the Chairman of the Board of Directors or a person designated by the Chairman before the proxy attends the meeting. In this regard, there shall be only one proxy for each shareholder regardless of how much shares in the Company are held by such shareholder.</p>

Articles of Association	Original Provision	Provision Proposed for Amendment
Clause 51, Paragraph four	The payment of dividend shall be done within one (1) month from the date the meeting of shareholders or the meeting of the Board of Directors passes the resolution, as the case may be, whereby notification in writing shall be made to the shareholders and the notice of dividend payment shall be advertised in a newspaper for at least three (3) consecutive days.	The payment of dividend shall be done within one (1) month from the date the meeting of shareholders or the meeting of the Board of Directors passes the resolution, as the case may be, whereby notification in writing shall be made to the shareholders and the notice of dividend payment shall be advertised in a newspaper or via electronic means pursuant to the conditions, criteria and methods stipulated by the relevant laws or notifications for at least three (3) consecutive days.
Clause 57	-	The Company or the Board of Directors may send a notice or document to a director, shareholder or creditor of the Company via electronic means pursuant to the designated channels in case such person expressly notifies his or her intention or consent in writing or via electronic means to the Company pursuant to the channels, methods and time period stipulated by the Company. In this regard, the sending of notice or document via electronic means shall be pursuant to the conditions, procedures, criteria and methods stipulated by the relevant laws or notifications.

(F53-4)

Capital Increase Report Form

D.T.C. Enterprise Public Company Limited

22 February 2023

D.T.C. Enterprise Public Company Limited (the “Company”) hereby report on the resolution of the Board of Directors Meeting No. 1/2566 held on 22 February 2023 regarding the capital increase and allocation of newly issued ordinary shares as follows.

1. Capital Increase

The Board of Directors’ Meeting has approved the increase of registered capital of Baht 24,100,000 from the current registered capital of Baht 602,500,000 to be Baht 626,600,000 by issuing 48,200,000 ordinary shares at the par value of Baht 0.50 per share. The capital increase is for the specific purpose of use of proceeds to reserve for stock dividend payment.

2. Allocation of New Shares

The Board of Directors’ Meeting has approved the allocation of 48,200,000 newly issued ordinary shares of the Company at the par value of Baht 0.50 per share, totaling Baht 24,100,000 as per the following details.

2.1 Details of Allocation

Allocation to	Amount of Shares (share)	Ratio (Old/New)	Offering Price (Baht per share)	Share Subscription and Payment Date and Time	Remark
The existing shareholders	48,200,000	25:1	-	The Company pays the stock dividend at the ratio of 25 existing shares per 1 new share.	To reserve for stock dividend payment.

Remark: The Company schedules the record date to determine the names of shareholders who have rights to receive the dividend on 2 May 2023 and the dividend payment date on Friday 19 May 2023. Nevertheless, such entitlement for dividend

payment is subject to the approval by the shareholders' meeting.

2.2 The Company's arrangement with any fraction of shares

In the case shareholders has share fraction derived from the allocation of stock dividend, the Company will pay such shareholder for the fraction in cash at the rate of Baht 0.0222222222220.

2.3 The remaining non allocation shares

-None-

3. Schedule of the shareholders' meeting to approve the capital increase and the allocation of the newly issued shares

The Board of Directors' Meeting has resolved to schedule the date of the 2023 Annual General Meeting of Shareholders on Friday 21 April 2023, 1.30 p.m. at Ballroom 1, 5th Floor, S31 Sukhumvit Hotel, no. 545 Sukhumvit Road, Klongtoey Nuea Sub-district, Wattana District, Bangkok 10110 with the record date to determine the names of shareholders who have rights to attend the Annual General Meeting of Shareholders of the year 2023 on Wednesday 8 March 2023

4. Application for approval of the capital increase and allocation of newly issued shares by the relevant governmental agencies and approval conditions

4.1 Approval by the 2023 Annual General Meeting of Shareholders

4.2 Registering the capital increase and the amendment of Memorandum of Association with the Ministry of Commerce and registering the paid-up capital with the Ministry of Commerce

4.3 Applying for approval from the Stock Exchange of Thailand for the acceptance of the Company's securities to be listed on the Stock Exchange of Thailand

5. Objectives of the capital increase and plans for utilizing the proceeds received from the capital increase

To accommodate the stock dividend payment to the shareholders of the Company

6. Benefits which the Company will receive from the capital increase and allocation of newly issued shares

6.1 To increase the share liquidity of the Company

6.2 To maintain the working capital of the Company

7. Benefits which the shareholders will receive from the capital increase and allocation of newly issued shares

7.1 Dividend Payment Policy

The Company has dividend payment policy to pay dividend in each in year at the rate not less than 30 per cent of the net profit after deduction of reserves as required by the Articles of Association and by law and on the conditions that the Company has no other necessity and the dividend payment does not have a significant impact on the Company's operations.

7.2 Rights of Shareholders

Shareholders who are entitled to the stock dividend allocation will be entitled to receive dividends of the Company in the future.

8. Other details necessary for shareholders' consideration and approval of the capital increase and allocation of newly issued shares

-None-

9. Schedule of actions upon the Board of Directors passing the resolution of the capital increase and share allotment

1. The Board of Directors' Meeting No. 1/2023	Wednesday 22 February 2023
2. Record date to determine the list of shareholders entitled to attend the 2023 Annual General Meeting of the Shareholders	Wednesday 8 March 2023
3. The 2023 Annual General Meeting of Shareholders	Friday 21 April 2023
4. Registration of increase of registered capital and the amendment of Memorandum of Association with the Ministry of Commerce	Within 14 days from the date of resolution of the Shareholders' Meeting
5. Record date to determine the list of shareholders entitled to receive the dividend	Tuesday 2 May 2023
6. Dividend payment date	Friday 19 May 2023
7. Registration of paid-up capital with the Ministry of Commerce	Within 14 days from the date of dividend payment

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

Sincerely yours,

Mr Thotspol Kunapermsiri
Chief Executive Officer and Managing
Director

Enclosure 6

Guideline for the appointment of proxy,
the registration, and evidence to be presented on the date of
the 2023 Annual General Meeting of the Shareholders

All shareholders and proxies are requested to bring their invitation letter, proxy form and other required documents with the following details to register their attendance of the 2023 Annual General Meeting of Shareholders on 21 April 2023 of D.T.C. Enterprise Public Company Limited (the “Company”).

1. Documents Required Prior to Attending the MeetingFor individuals**1. *Self-attending***

Valid identification issued by governmental authorities e.g. identification card, governmental identification card, driver’s license or passport, including evidence of change of name or last name (if any).

2. *Proxy*

2.1 Proxy Form in the form as attached to the invitation letter to the shareholders’ meeting completely filled out and signed by the shareholder and the proxy, duly affixed with the stamp duty.

2.2 Certified true copy by the shareholder of valid identification of the shareholder as specified in Item 1. for individuals.

2.3 Valid identification of the proxy as specified in Item 1. for individuals.

For juristic persons**1. *Representative of Shareholder (Authorized Director) Attending the Meeting***

1.1 Valid identification of the authorized director(s) as specified in Item 1. for individuals.

1.2 Certified true copy of the shareholder’s Affidavit issued by the Department of Business Development, Ministry of Commerce, for a period no longer than 6 months before the meeting date by the authorized director(s) with company’s seal affixed (if any). The document must show a statement that the authorized

director(s) has the authority to act on behalf of the juristic person that is the shareholder.

2. Proxy

- 2.1 Proxy Form in the form as attached to the invitation letter to the shareholders' meeting completely filled out and signed by the authorized director(s) of the shareholder according to the registration as the grantor and the proxy, duly affixed with the stamp duty.
- 2.2 Certified true copy of the shareholder's Affidavit issued by the Department of Business Development, Ministry of Commerce, for a period no longer than 6 months before the meeting date by the authorized director(s). The document must show a statement that the authorized director(s) who signs on the proxy has the authority to act on behalf of the juristic person that is the shareholder.
- 2.3 Certified true copy by the authorized director(s) of valid identification(s) issued by governmental authorities of the authorized director(s) who is a proxy as specified in Item 1. for individuals.
- 2.4 Valid identification issued by governmental authorities of the proxy as specified in Item 1. for individuals.

3. Proxy for Shareholder who is a Foreign Investor Assigning Custodian in Thailand as his or her Proxy

- 3.1 Documents from Custodian
 - a. Proxy Form (**Form C.**) which is available for download from the Company's website at www.dtc.co.th and has been completely filled out and signed by the authorized person(s) of the custodian according to the registration as the grantor and the proxy, duly affixed with the stamp duty.
 - b. A document confirming that the custodian has the permission to conduct the custodian business which is signed by the custodian's authorized person(s) according to the registration.
 - c. Certified true copy of custodian's Affidavit issued by the Department of Business Development, Ministry of Commerce, for a period no longer than 6 months before the meeting date by the authorized person(s) according to the registration. The document must show a statement that the authorized person(s) who signs as the grantor has the authority to act on behalf of the custodian.

- d. Certified true copy of valid evidence issued by governmental authorities of the authorized person(s) of the custodian who is the grantor as specified in Item 1. for individuals.
- 3.2 Document from the Shareholder
 - a. Power of attorney from the shareholder assigning the custodian to execute the proxy on his or her behalf.
 - b. Certified true copy of the shareholder's Affidavit issued by the Department of Business Development, Ministry of Commerce, for a period no longer than 6 months before the meeting date by the authorized director(s) according to the registration. The document must show a statement that the authorized director(s) who signs on the proxy has the authority to act on behalf of the juristic person that is the shareholder.
 - c. Certified true copy of valid evidence issued by governmental authorities of the authorized director(s) who is a grantor as specified in Item 1. for individuals.
 - 3.3 Valid evidence issued by governmental authorities of the proxy as specified in Item 1. for individuals. The documents prepared in any language other than Thai or English must be translated into English and certified true and correct translation by the shareholder or the authorized director(s) of the shareholder.
4. *For Non-Thai Nationality or Foreign Company (Other than Those Assigning Custodian as his/her Proxy in No.3)*

Please provide the documents in accordance with the above Item 1. or 2. as the case may be. The documents prepared in any language other than Thai or English must be translated into English and certified true and correct translation by the shareholder or the authorized director(s) of the shareholder.

2. Proxy Form

The Company has provided the Proxy Form (Form B.) in the form specified by Department of Business Development, Ministry of Commerce, and uploaded Proxy Form A. and Form C. on the Company's website at www.dtc.co.th. The type of each Proxy form is as follows:

- Form A: General Proxy Form (simple form)
- Form B: Specific Proxy Form (containing specific details of proxy)
- Form C: Custodian Proxy Form for foreign shareholder who appoints a custodian in Thailand

The shareholder who is unable to attend the meeting may appoint a person by proxy as follows:

- (1) Shareholders other than foreign shareholders appointing a custodian in Thailand shall complete either Proxy Form A. or Form B. Foreign shareholders appointing a custodian in Thailand may choose to use either Proxy Form A., Form B., or Form C. In any case, each shareholder shall complete **only one** of the above Proxy Forms;
- (2) Authorize a person to attend and vote at the meeting pursuant to the shareholder's intention or an independent director of the Company (as per the Enclosure), specify the name and details of the proxy and sign the form as the grantor;
- (3) Affix stamp duty of Baht 20 and specify the date of the Proxy Form across such stamp duty to validate the legality; and
- (4) Return the completed Proxy Form to Company's Secretary Division of the Company by 13 April 2023 or at least half an hour before the meeting commences so the officers of the Company have sufficient time to verify the documents.

In this regard, the shareholder shall authorize only one proxy to cast votes equal to the shares held by him or her and cannot allocate his or her shares for divided votes, with the exception of foreign shareholders appointing a custodian in Thailand as their proxy where the shares can be divided for allocation of the votes.

3. Meeting Registration

The commencement for registration to attend the meeting will be not less than 1 hour before the meeting commences or from 1 p.m. on 21 April 2023 at S31 Sukhumvit Hotel, Ballroom 1, 5th Floor, No. 545 Sukhumvit Road, Khlong Toei Nuea Sub-district, Wattana District, Bangkok, 10110 Thailand. Please refer to the map as attached.

4. Voting

1. Voting Rules

- (1) Voting for each agenda item will involve the use of the voting card system where one share will count as one vote. Shareholders or proxies shall vote for only either "agree", "disagree" or "abstain" and cannot divide his or her vote, with the exception of foreign shareholders appointing a custodian in Thailand using Proxy Form C.

- (2) In case of the use of Proxy Forms, if the grantor did not specify the authorization or the authorization is unclear, the proxy shall be authorized to consider and vote on such matter on behalf of the shareholder.

2. Voting Procedures

The Secretary of the meeting shall inform the meeting of the voting procedures as follows:

- (1) The Secretary will propose the meeting to cast the vote for each agenda by asking each time whether any shareholders agree, disagree or abstain.
- (2) Shareholders and proxies using Proxy Form A. shall vote in the voting card provided during registration by marking in only one of the boxes agree disagree or abstain.
- (3) For proxy using Proxy Form B. and Form C., the Company shall count the votes as specified by the shareholder.

3. Resolution of the Meeting

- Ordinary event: majority vote of the meeting.
 - Other matters which the laws or the Company's Articles of Association provide otherwise: the resolution shall be in accordance with the laws or the Company's Articles of Association.
- (1) In case of a tie vote, the Chairman of the meeting shall have an additional vote as the casting vote.
 - (2) Any shareholder or proxy with any special interest in a matter shall not be permitted to vote on such matter.

4. Counting and Announcement of the Vote

The vote count shall be done immediately and the Chairman shall announce the results of the vote count in every agenda.

** Please return all voting cards for all agendas to the Company's officers at the conclusion of the meeting.*

Enclosure 7**Profiles of independent directors who may be appointed by shareholders as their proxies**

1. **Name** Mr. Amphorn Pornwaragorn **Age** 63 year-old
Independent Director
Address No. 63 Soi Sukhumvit 68, Sukhumvit Road,
Bang Na Nuea Sub-district, Bang Na District, Bangkok
Direct or indirect interest in the agenda proposed in the Meeting
None



2. **Name** Mr. Suphant Pornsoongsong **Age** 69 year-old
Independent Director
Address No. 63 Soi Sukhumvit 68, Sukhumvit Road,
Bang Na Nuea Sub-district, Bang Na District, Bangkok
Direct or indirect interest in the agenda proposed in the Meeting
None



Enclosure 8**The Company's Articles of Association in relation to the Meeting of Shareholders**

Clause 19. Directors shall be elected at the meeting of shareholders in accordance with the following rules and procedures:

- (1) Each shareholder shall have one (1) vote per one (1) share held;
- (2) The shareholders shall vote for each individual candidate nominated for directors pursuant to number of votes under (1) whereby the shareholder can elect only one director or more than one director to be director. In case that more than one director will be elected, the shareholder cannot separate the votes; and
- (3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order, until all of the director positions are filled. Where there is an equality of votes cast for candidates in descending order causing the number of directors to be exceeded, the chairman of the meeting shall have a casting vote.

Clause 20. A director shall have the following qualifications:

- (1) being an individual and having attained the age of maturity;
- (2) not being bankrupt, incompetent or quasi-incompetent;
- (3) not having been imprisoned by a final judgment to a term of imprisonment for an offense against property with dishonest intent; and
- (4) not have been expelled or removed from the official service, a state organization or a state agency on the ground of dishonest performance of duties.

Clause 21. At every annual general meeting, one-third (1/3) of the directors shall retire. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) shall retire.

The directors retiring from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who then has held office for the longest period shall retire.

The directors retiring from office by rotation may be re-elected as the Company's directors for another term.

Clause 24. The shareholders' meeting may pass a resolution removing any director prior to the retirement by rotation of that director's term by the votes of not less than three-fourths (3/4) of the shareholders present at the meeting and having the right to vote, with the number of shares being not less than one-half (1/2) of all the shares held by the shareholders present at the meeting and having the right to vote.

Clause 26. The director is entitled to receive the remuneration from the Company including gratuities, meeting allowances, rewards, bonuses or benefits of any other nature as considered and resolved by the meeting of shareholders with the votes of not less than two-thirds (2/3) of the total votes of shareholders present at the meeting. Such remuneration may be a fixed amount or under predetermined conditions which will remain effective from time to time or until changed by the resolution of the meeting of shareholders. In addition, the director shall have the right to receive allowances and welfare benefits in accordance with the Company's regulations

The provision in the first paragraph shall not affect the rights of any staff or employee who has been elected as director with regard to his or her the right to receive remuneration and benefits as a staff member or employee of the Company.

Clause 36. The board of directors shall call a meeting of shareholders which is an annual general meeting of shareholders within four (4) months from the end of each of the Company's fiscal years.

Any meetings of shareholders other than the one referred to in the first paragraph shall be called an extraordinary meeting of shareholders which may be called by the board of directors at any time as deemed appropriate.

One or several shareholders holding shares representing not less than ten (10) percent of total number of issued and sold shares of the Company may, by subscribing their names, make a written request to the board of directors to call an extraordinary meeting of shareholders at any time, provided that the written request must clearly specify the matter and state the reasons for calling such meeting. In this regard, the board of directors shall arrange to convene a meeting of shareholders within forty-five (45) days from the date of receipt of the request of the shareholders.

In the case where the board of directors fails to convene the meeting within the period set out under the third paragraph, the shareholders subscribing their names in the request or any other shareholders holding shares representing not less than such required amount may call the meeting by themselves within forty-five (45) days from the expiration of the period under the third paragraph. Such meeting shall be deemed as called by the directors and the Company shall be responsible for the necessary expenses incurred by such meeting and provide any arrangement to facilitate such meeting as appropriate.

In the case where any meeting of shareholders called by the shareholders pursuant to the fourth paragraph fails to form a quorum as prescribed by Clause 39 of the Articles of Association, the shareholders under the fourth paragraph shall jointly reimburse any and all expenses incurred by the Company from convening such meeting.

Clause 38. In calling a meeting of shareholders whether in person or by electronic method, the board of directors shall prepare a written notice specifying the

venue, date, time and agenda of the meeting and the matters to be proposed to the meeting in appropriate details by clearly indicating in each matter whether it is a matter proposed for acknowledgement, approval, or consideration, as the case may be, and including the opinion of the board of directors on each of the matters. The notice shall be disseminated to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting and shall be advertised in a manner as prescribed by law.

In case of the calling a meeting by electronic method, the notice and supporting documents can be delivered by email.

The meeting of shareholders shall be arranged in the province where the head office of the Company is located or any other adjacent provinces as may be stipulated by the board of directors.

Clause 39. In order to constitute a quorum of a shareholder meeting (in person or by electronic method), there shall be shareholders and proxies (if any) attending the meeting amounting to not less than twenty-five (25) persons 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 by the Company.

At any shareholders' meeting, if one (1) hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still insufficient for a quorum pursuant to the first paragraph, and if such shareholders' meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice for calling such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. In this subsequent meeting, a quorum is not required.

In appointing a proxy, the proxy shall submit the proxy form to the Chairman of the Board of Directors or a person designated by the Chairman at the

meeting venue prior to the attendance of such proxy. The proxy attending the meeting and voting shall be one person regardless of the number of shares held by such shareholder.

Clause 40. The Chairman of the board of directors shall be the Chairman of the shareholders' meetings. If the Chairman is not present at the meeting or cannot perform his or her duty, the Vice-Chairman present shall be the chairman of the meeting. If there is no Vice-Chairman or there is a Vice-Chairman who is not present at the meeting or cannot perform his or her duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Clause 41. In voting at the shareholders' meeting, one (1) share is entitled to one (1) vote and any shareholder having special interest in any matter shall not be entitled to vote on such matter, except for voting on the election of directors. A resolution of the meeting of shareholders shall be made by the following votes:

- (1) 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.
- (2) In the following matters, 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 shall be required:
 - (a) the sale or transfer of the whole or some material parts of the business of the Company to other person(s);
 - (b) the purchase or acceptance of transfer of the business of other private companies or public companies by the Company;
 - (c) the making, amending or terminating of contracts with respect to the granting of a lease of the whole or some material parts of the business of the Company, the assignment of the management of the business of the Company to any other

persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;

- (d) the amendment to the Memorandum or Articles of Association of the Company;
- (e) the increase or decrease of the registered capital of the Company;
- (f) the dissolution of the Company;
- (g) the issuance of the debentures of the Company; and
- (h) the amalgamation of the Company.

Clause 42. Voting shall be made openly unless at least five (5) shareholders request a secret vote before the voting and the meeting resolved accordingly.

The method for the secret vote shall be as specified by the Chairman of the meeting.

Clause 43. The businesses to be considered and transacted in an annual general meeting of shareholders are as follows:

- (1) to consider the report of the board of directors presented to the meeting in respect of operational results of the Company in the last year;
- (2) to consider and approve the balance sheet and profit and loss statements of the Company;
- (3) to consider and approve the allocation of profits and payment of dividend;
- (4) to consider and elect the directors in replacement of those retiring by rotation;
- (5) to consider and approve the remuneration of directors;
- (6) to appoint the auditor and determine their remuneration; and
- (7) other businesses.

- Clause 46. The board of directors shall arrange for the balance sheet and the profit and loss statement to be prepared as at the last date of the Company's fiscal year and be proposed to the annual general meeting of shareholders for approval. The board of directors shall arrange for the balance sheet and profit and loss statement to be audited by the auditor before submission of the same to the meeting of shareholders.
- Clause 47. The board of directors shall deliver the following documents to the shareholders together with the notice calling for the annual general meeting of shareholders:
- (1) Copies of the audited balance sheet and the profit and loss statement, together with the auditor's report; and
 - (2) Annual report of the board of directors and supporting documents.
- Clause 48. The auditor shall not be a director, personnel, employee or person holding any position within the Company.
- Clause 50. The auditor has the duty to attend every meeting of shareholders at which the balance sheet, the profit and loss statement, and the issues concerning the accounts of the Company are to be considered in order to explain the auditing process to the shareholders. The Company shall also deliver all the reports and documents of the Company that are to be received by the shareholders at that meeting of shareholders to the auditor.
- Clause 51. No dividends shall be paid otherwise than out of profits. If the Company has accumulated losses, no dividend shall be paid.
- Unless in the case of preference shares as otherwise provided by the Articles of Association, dividends shall be distributed according to the number of shares, with each share receiving an equal amount, and allocated as stipulated. The dividend payment shall be subject to prior approval from the meeting of shareholders.

The board of directors may pay interim dividends to the shareholders from time to time if it determines that the profits of the Company justify such payment. After the interim dividends have been paid, such interim dividend payment shall be reported to the shareholders at the next meeting of shareholders.

The payment of dividends shall be made within one (1) month from the date on which the resolution is passed at the meeting of shareholders or the board of directors, as the case may be. The shareholders shall be notified in writing of such dividend payment, and the notice of such dividend payment shall also be published in a newspaper at least three (3) consecutive days.

Clause 53. The Company shall allocate at least five (5) percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until such reserve fund attains the amount of not less than ten (10) percent of the registered capital.

Enclosure 9

Map of the meeting's venue of the 2023 Annual General Meeting of Shareholders



อากรแสตมป์

20 บาท

Stamp Duty

Baht 20

หนังสือมอบฉันทะแบบ ข.**PROXY FORM B**

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ. 2566

Date Month Year 2023

(1) ข้าพเจ้า.....สัญชาติ.....อยู่บ้านเลขที่.....ถนน.....

I / We Nationality with address at No. Road

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Tambol / Kwaeng Amphur / Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท ดี.ที.ซี. เอ็นเตอร์ไพรส์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น

being a shareholder of D.T.C. Enterprise Public Company Limited, holding share(s)

และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

and with the voting rights of vote(s) as follows:-

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share share(s) and with the voting rights of vote(s)

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share share(s) and with the voting rights of vote(s)

(3) ขอมอบฉันทะให้

hereby appoint either one of the following persons :

 (ก) นาย/นาง/นางสาว.....อายุ.....ปี อยู่บ้านเลขที่.....

(a) Mr./Mrs./Miss age years with address at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....

Road Tambol / Kwaeng Amphur / Khet Province

รหัสไปรษณีย์.....หรือ

Postal Code or

 (ข) นาย/นาง/นางสาว.....อายุ.....ปี อยู่บ้านเลขที่.....

(b) Mr./Mrs./Miss age years with address at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....

Road Tambol / Kwaeng Amphur / Khet Province

รหัสไปรษณีย์.....หรือ

Postal Code or

(ค) นายอัมพร พรवारภรณ์ อายุ 63 ปี ที่อยู่ 63 ซอยสุขุมวิท 68 ถนนสุขุมวิท แขวงบางนาเหนือ เขตบางนา กรุงเทพมหานคร ซึ่งไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมผู้ถือหุ้นครั้งนี้ หรือ

(c) Mr. Amphorn Pornwaragorn, aged 63 years with address at 63 Soi Sukhumvit 68, Sukhumvit Road, Bang Na Nuea, Bang Na, Bangkok, who has no special interest in agenda of the meeting, or

(ง) นายสุพันธ์ พรสูงสง อายุ 69 ปี ที่อยู่ 63 ซอยสุขุมวิท 68 ถนนสุขุมวิท แขวงบางนาเหนือ เขตบางนา กรุงเทพมหานคร ซึ่งไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมผู้ถือหุ้นครั้งนี้

(d) Mr. Suphant Pornsoongsong, aged 69 years with address at 63 Soi Sukhumvit 68, Sukhumvit Road, Bang Na Nuea, Bang Na, Bangkok, who has no special interest in agenda of the meeting,

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันที่ 21 เมษายน 2566 เวลา 13.30 น. ณ ห้องบอลรูม 1 ชั้น 5 โรงแรม S31 Sukhumvit เลขที่ 545 ถนนสุขุมวิท แขวงคลองเตยเหนือ เขตวัฒนา กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย ทั้งนี้ กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

as only one of my / our proxies to attend and vote on my / our behalf at the 2023 Annual General Meeting of Shareholders to be held on 21 April 2023 at 13.30 hrs. at S31 Sukhumvit Hotel, Ballroom 1, 5th Floor, No. 545 Sukhumvit Road, Khlong Toei Nuea, Wattana, Bangkok, 10110 or at any adjournment thereof or any other venue. For any act performed by the proxy holder at the meeting, it shall be deemed as such acts had been done by me / us in all respects.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2565

Agenda 1 To consider and adopt the Minutes of the 2022 Annual General Meeting of Shareholders

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

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

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัทประจำปี 2565

Agenda 2 To acknowledge the Company's operating results report of the year 2022

วาระนี้ไม่มีการลงมติผู้ถือหุ้น เนื่องจากเป็นวาระเพื่อทราบ

Voting is not required since this agenda is for acknowledgement only.

วาระที่ 3 พิจารณาและอนุมัติงบประมาณแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ (งบดุลและงบกำไรขาดทุน) สำหรับปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2565 ซึ่งผ่านการตรวจสอบของผู้สอบบัญชีรับอนุญาตแล้ว

Agenda 3 To consider and approve the Statement of Financial Position and Statement of Comprehensive Income (balance sheet and profit and loss statements) for the fiscal year ended 31 December 2022 which have been audited by the certified auditor

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

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

วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรสุทธิประจำปี 2565 เป็นทุนสำรองตามกฎหมายและการจ่ายเงินปันผล

Agenda 4 To consider and approve the appropriation of annual net profits of the year 2022 as legal reserve and dividend payment

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

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

วาระที่ 5 พิจารณานุมัติการเพิ่มทุนจดทะเบียนจำนวน 24,100,000 บาท จากทุนจดทะเบียนเดิมจำนวน 602,500,000 บาทเป็นทุนจดทะเบียนจำนวน 626,600,000 บาท โดยออกเป็นหุ้นสามัญจำนวนรวม 48,200,000 หุ้น มูลค่าที่ตราไว้ หุ้นละ 0.50 บาทเพื่อรองรับการจ่ายหุ้นปันผล และพิจารณานุมัติการแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เรื่องทุนจดทะเบียนเพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

Agenda 5 To consider and approve the increase of registered capital of Baht 24,100,000 from the current registered capital of Baht 602,500,000 to be Baht 626,600,000 by issuing 48,200,000 ordinary shares at the par value of Baht 0.50 per share to reserve for stock dividend payment and consider and approve the Amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of registered capital of the Company

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

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

วาระที่ 6 พิจารณานุมัติจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท

Agenda 6 To consider and approve the allocation of newly issued ordinary shares of the Company

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy is entitled to cast the votes on my / our behalf at its own discretion.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy must cast the votes in accordance with my / our following instruction:

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

วาระที่ 7 พิจารณาและอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2566

Agenda 7 To consider and approve the appointment of the auditors and the audit remuneration for the year 2023

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy is entitled to cast the votes on my / our behalf at its own discretion.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy must cast the votes in accordance with my / our following instruction:

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

วาระที่ 8 พิจารณาอนุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

Agenda 8 To consider and approve the appointment of the Company's directors to replace those who retire by rotation

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy is entitled to cast the votes on my / our behalf at its own discretion.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy must cast the votes in accordance with my / our following instruction:

การแต่งตั้งกรรมการทั้งหมด

Appointment of all directors nominated

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

การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of individual director

ชื่อกรรมการ.....นายอัมพร พรवारากรณ์.....

Name of director: Mr. Amphorn Pornwaragorn

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

ชื่อกรรมการ.....นางสาวจุฬารัตน์ สุธีธร.....

Name of director: Ms. Churarat Suteethorn

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

ชื่อกรรมการ.....นายอรุณ ปรวิรักษ์.....

Name of director: Mr. Aroon Borirak

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

วาระที่ 9 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2566**Agenda 9 To consider and approve the directors' remuneration of the year 2023** ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

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

วาระที่ 10 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับบริษัท**Agenda 10 To consider and approve the amendments of the Company's Articles of Association** ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

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

วาระที่ 11 พิจารณาเรื่องอื่นๆ (ถ้ามี)**Agenda 11. Others (if any)** ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to cast the votes on my / our behalf at its own discretion.

 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy must cast the votes in accordance with my / our following instruction:

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider and vote the matter on my / our behalf as the proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the proxy at the meeting, it shall be deemed as such acts had been done by me / us in all respects except for the vote of the proxy which is not in accordance with this Proxy Form.

ลงชื่อ.....ผู้มอบฉันทะ
Signed Shareholder
(.....)

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

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

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

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Remarks

1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and vote and shall not allocate the number of shares to several proxies to vote separately.
2. For the agenda on the appointment of directors, appointment can be made for all directors nominated or individual director.
3. In case there are agenda other than the agenda specified above, the additional statement can be specified by the shareholder in the Supplementary Proxy Form B. as enclosed.

Enclosure 11**Guideline for using QR Code for downloading
the 2022 Annual Report**

The Stock Exchange of Thailand (“SET”) by Thailand Securities Depository Co., Ltd. as a securities registrar, has developed a system which allows Listed Companies to send the documents regarding the General Meeting of Shareholders and the Annual Report in the electronic form accessible through QR Code in order to increase efficiency and facilitate shareholders to access company information conveniently and quickly.

The Shareholder can download the 2022 Annual Report through QR Code (as shown in the Enclosure 2) by following the steps below.

● For iOS System

1. Turn on the mobile camera.
2. Scan the QR Code (Turn the mobile camera to the QR Code).
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

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

● For Android System

1. Open applications such as QR CODE READER, Facebook or Line.

Steps for scanning the QR Code with Line application

- Open Line application and click on "Add friend"
 - Choose “QR Code”
 - Scan the “QR Code”
2. Scan the QR Code to access documents regarding the meeting.