

(Translation)

## Invitation to the 2023 Annual General Meeting of Shareholders

T.A.C. Consumer Public Company Limited

Thursday, 27 April 2023 at 10.00 a.m.

via Electronic Media

Pursuant to the Emergency Decree on Electronic Media Conference B.E. 2563 (2020)

and Other Related Laws and Regulations

-Translation-

Ref.TACC(S.) 007/2023

27 March 2023

Subject : Invitation to 2023 Annual General Meeting of Shareholders.

To : Shareholders of T.A.C. Consumer Public Company Limited.

- Enclosures
1. A copy of the Minutes of 2022 Annual General Meeting of Shareholders.
  2. 2022 56-1 One Report in QR Code.
  3. Appropriation of profit from 2022 operating results and dividend payment.
  4. Credentials and background of Nominated Directors.
  5. Definition of Independent Director.
  6. Remuneration of Directors for the year 2023.
  7. Credentials and background of Auditor and detail of fix the auditing fee.
  8. Proxy form and details of an Independent Director who can be a proxy.
  9. Articles of Association concerning the Shareholders Meeting.
  10. Guidelines for the General Meeting of Shareholders Attendance via Electronic Media
  11. Registration Form for the General Meeting of Shareholders Attendance via Electronic Media

The Board of Directors Meeting of T.A.C. Consumer Public Company Limited (the "Company") No. 1/2023 has resolved to convene the 2023 Annual General Meeting of Shareholders on Thursday 27 April 2023 at 10.00 a.m., via Electronic Media.

The E-AGM will be held in accordance with the regulations and conditions prescribed by the Emergency Decree on Electronic Media Meeting B.E. 2563 (2020). Summaries of meeting details to consider the following agendas:

**Agenda 1** To consider and adopt 2022 Minutes of the Annual General Meeting of Shareholders held on April 21, 2022.

**Facts and reasons** The Minutes of 2022 Annual General Meeting of Shareholders held on April 21, 2022 are a true and correct record of the meeting. Copy of the Minutes of 2021 Annual General Meeting of Shareholders is provided in the enclosure to this notice (Enclosure 1).

**Board of Directors' opinion** The Board of Directors considered the matter and was of the opinion that the Meeting should adopt such Minutes of the General Meeting of Shareholders as proposed.

**Voting** This resolution must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting and vote.

**Agenda 2 To acknowledge the Annual Report Company's performance for the year 2022.**

**Facts and reasons** The report on the Company's performance for the year 2022 is available in the 56-1 One Report delivered to all shareholders along with this notice (Enclosure 2).

**Board of Directors' opinion** The Board of Directors considered the matter and was of the opinion that the report contains information on the Company's performance financial year 2021 . Therefore, the Meeting should acknowledge the Company's Annual Report and the Board of Directors report for the year 2021 as in the annual report sent to the shareholders.

**Voting** This agenda is for acknowledgement and does not require voting.

**Agenda 3 To consider approving the Financial Statements for the year ended December 31, 2022.**

**Facts and reasons** The Financial Statements for the year ended December 31, 2022 in the Financial Statements Section of the Annual Report as reviewed by the Audit Committee and audited by the auditor are delivered to all shareholders along with this notice (Enclosure 2).

**Board of Directors' opinion** The Board of Directors considered the matter and was of the opinion that the proposed Financial Statements have been audited by the Company's auditors which have expressed the opinion that the proposed Financial Statements contain information that is accurate in accordance with the generally accepted accounting principles. Therefore, the Meeting should approve the proposed Financial Statements.

**Voting** This resolution must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting and vote.

**Agenda 4 To consider approving the appropriation of net profits for the year 2022 operating results and the dividend payment.**

**Facts and reasons** Under Section 116 of the Public Limited Company Act, B.E. 2535 (1992) (as amended) (the "PLCA") and article 38 of the Company's Articles of Association, the Company is required to set aside as a legal reserve at least 5% of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10% of the registered capital of the Company. The reserve is non-distributable and the Company has a policy to pay dividend at least 30% of its net profit after deduction of corporate income tax and legal reserve.

**Board of Directors' opinion** The Board of Directors considered the matter and was of the opinion that the Meeting should approve the payment of dividend for the past performance ended year 2022 from the Company's operating profit as follows:

1. In 2022, the Company's net profit was 236.52 Million Baht and did not appropriate its net profit as legal reserve because the Company's legal reserve has reached the amount required by laws.

2. Dividend Payment for the Company's 2022 Operating Results as cash dividend in the year totaling dividend 218.88 Million Baht. In the year 2022, the Company has already interim dividend payment amount 0.17 Baht per share totaling dividend 103.36 Million Baht. This time, the Company propose dividend payment 0.19 Baht per share totaling dividend 115.52 Million Baht
3. The date of determining the right of shareholders Record Date to receive dividend payments will be on 9 May 2023. The dividend payment date is set to be on 23 May 2023.

Votes This resolution must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting and vote.

**Agenda 5 To approving and election the directors to replace those retiring by rotation.**

Facts and reasons According to article 18 of the Company's Articles of Association, one-third of the Company's directors or the number nearest to one-third Directors to be retired from their office in the first and second year after the registration of the Company, they shall be retired by drawing. After that, the Directors who have stayed in the office longest shall be retired. For this year, there are 3 directors to retire from their office, namely:

- |                             |  |
|-----------------------------|--|
| 1. ADM Apichat Pengsritong  | Chairman and Independent Director  |
| 2. Mrs.Paktra Suriyapee     | Audit Committee, Independent Director and Chairman of the<br>Nomination and Compensation Committee                           |
| 3. Mr. Komsak Wattanasriroj | Audit Committee, Independent Director, Nomination<br>and Compensation Committee and Chairman of Risk<br>Management Committee |

The Company had provided the shareholders with an opportunity to nominate individuals they consider appropriate to be selected as directors of the Company, including items for the 2023 AGM agenda. However, it appeared that on the expiration of the time specified, neither candidates for directorship nor the agenda have been proposed to the Company.

Board of Directors' opinion The Board of Directors considered the matter and was of the opinion that the Meeting should approve elect the directors to succeed the 3 directors should be re-elected for another term that

- 1) ADM Apichat Pengsritong, Chairman and Independent Director
- 2) Mrs. Paktra Suriyapee, Audit Committee, Independent Director and Chairman of the Nomination and Compensation Committee
- 3) Mr. Komsak Wattanasriroj, Audit Committee, Independent Director, Nomination and Compensation Committee and Chairman of Risk Management Committee.

As it is the knowledge, aptitude, specialization and experience to assist the Board of Directors in determining the direction setting of the business. The Board of Director nominate individuals they consider appropriate to be selected as Independent directors of the

Company will opinion are intently and according to concerning guideline. (Details of credentials and background of each nominated person are in Enclosure 3).

Votes which are more than the permissible number of directors to be elected at that time, the chairman of the general meeting shall cast a deciding vote.

**Agenda 6 To consider approving the remuneration of directors**

Facts and reasons Nomination and Compensation Committee considered and determined guidelines for fixing remuneration of director by taking into consideration the industry practice, duties and responsibilities of directors and the performance of the Company.

Board of Directors' opinion Nomination and Compensation Committee, taking into consideration directors' accountability, the Company's performance, business size, net profit and the current economy, considered and deemed it appropriate to propose that the meeting approve the remuneration of directors (The details of which are proposed in Enclosure 5)

Voting This resolution must be passed by a vote of no less than two-thirds of the total number of votes of the shareholders and proxy holders who attend the meeting.

**Agenda 7 To consider approving the appointment and the fixing of remuneration of auditor.**

Facts and reasons Under section 120 of the PLCA set Annual General Meeting of Shareholder appoint the auditors for the year and fix the audit fee yearly to comply with the law of public company.

Board of Directors' opinion The Board of Directors considered the matter and was of the opinion that the Meeting should approve that;

- |                                  |  |
|----------------------------------|--|
| 1) Ms.Satida Ratananurak         | Certified Public Accountant (Thailand) No. 4753 and/or |
| 2) Mrs.Sarinda Hirunprasurtwutti | Certified Public Accountant (Thailand) No. 4799 and/or |
| 3) Ms.Siriwan Nitdamrong         | Certified Public Accountant (Thailand) No. 5906        |

Of EY Office Limited to be the Auditor of the Company and fix the audit fee of 1,760,000 Baht. The amount does not include other expense. The auditors of the Company are the same persons for the year 2023. In order to be able to consider appointing an independent person to act as an auditor. There are no relationships or conflicts of interest among the Independent Auditor, the Company, the Executive, the major shareholders, or other related persons of these parties.

The comparison of the fix the auditing fee Year 2022 and 2023

Unit : Baht

List	2022	2023	%Change
Annual audit of financial Statement	1,080,000	1,190,000	10.18
Review report and interim Financial Statements (Total 3 Quarters)	480,000	570,000	18.75
Total	1,560,000	1,760,000	12.82

Note: The amount does not include other expense such as travel fee, document fee, fax fee etc.

**Audit Committee's opinion** The Audit Committee considered the matter and was of the opinion that the appointment auditor from EY Office Limited as the name list of the above auditors and deemed appropriate to the remuneration of the auditor as appropriate. For the fixing of remuneration of auditor maintain the audit fee at the same rate.

**Voting** This resolution must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting and vote.

**Agenda 8 Other**

The Company has fixed the Record Date on 10 March 2023.

Please attend the meeting via Electronic Media at the date, time and place mentioned above. If you wish to appoint a person to attend and vote at the meeting on your behalf. All proxy forms must be affixed with stamp duties of 20 Baht and presented to the Chairman or an authorized person of the Company via 2 channel such as 1) e-mail : [ir@tacconsumer.com](mailto:ir@tacconsumer.com) 2) registered post to Company Secretary address: T.A.C. Consumer PCL 23<sup>rd</sup> Floor, UM Tower, 9/231-233 Ramkhamhaeng Road, Suanluang, Bangkok 10250. The independent director who is proposed to be granted proxy is Assoc.Prof.Kitti Siripullop and Ms.Trithip Sivakrskul the details appear in Enclosure 9.

For any questions concerning the above agenda items or any matters relevant to the Company, TACC welcomes opportunity to clarify these matters in the Meeting. Please submit your questions in advance to Company Secretary by E-mail : [ir@tacconsumer.com](mailto:ir@tacconsumer.com) or to the facsimile number 0-2717-2899.

Yours Sincerely,



ADM Apichart Pengsritthong

Chairman

T.A.C. Consumer Public Company Limited

Addendums to Notice of 2023 Annual General Meeting of Shareholders

27 April 2023

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**Attachment 1**  
**Minutes of 2022 Annual General Meeting of Shareholders Electronic media (E-AGM)**  
**Of**  
**T.A.C. Consumer Public Company Limited**  
**21 April 2022**

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The Meeting was held on April 21, 2022 at 10:00 a.m., via Electronic media (E-AGM)

Admiral Apichart Pengsrithong, Chairman of Board of Directors acted as Chairman of the Meeting according to the Articles of Association of the Company.

Ms.Panjaborn Roeksomboon, Company Secretary informed the meeting that according to the pandemic situation of COVID-19 in Thailand, the virus widely spreads and unpredictably. The Company realized and concerned for the health and safety of the Shareholders as well as strict to comply with the government measures to prevent the spreading. As a result, the Company will not hold physical meeting at the meeting venue and will hold the 2022 Annual General Meeting of Shareholders via Electronic media only (E-AGM). The E-AGM will be held in accordance with the regulations and conditions prescribed by the Emergency Decree on Electronic Media Meeting B.E. 2563.

The Company has closing date of the share register for collection of names on March 11, 2022, the total number of shareholders who had the right to attend the Meeting was 8,224 persons. Today, there were 18 shareholders who had the right to attend the Meeting in person and 935 shareholders who attended the Meeting by proxies, thus totaling 953 attendants, holding altogether 268,512,605 shares, representing 44.1633% of the total issued shares of the Company, which one-third of the total shares sold, and thereby, constituting a quorum as required by the Articles of Association of the Company. Company Secretary, then, invited the Chairman to commence the meeting.

The Chairman declared the Meeting commenced and welcome the shareholders who attended the Meeting and Company Secretary introduced the following Board of Directors, Audit Committee, Nomination and Compensation Committee, Risk Management Committee, Executive Committee, Auditor and Legal advisor as follow:

**Directors attending the Meeting (88.99% of total Directors 9 persons)**

- |                                  |   |
|----------------------------------|---|
| 1. Admiral Apichart Pengsrithong | Chairman of the Board of Directors and Independent Director   |
| 2. Assoc.Prof.Kitti Siripullop   | Chairman of the Audit Committee and Independent Director  |
| 3. Mrs.Paktra Suriyapee          | Audit Committee, Independent Director and<br>Chairman of the Nomination and Compensation Committee                              |
| 4. Mr.Komsak Wattanasriroj       | Audit Committee, Independent Director Nomination and<br>Compensation Committee and Chairman of the Risk<br>Management Committee |

- |                                     |   |
|-------------------------------------|---|
| 5. Mr.Chanit Suwanparin             | Director, Nomination and Compensation Committee and Risk Management Committee |
| 6. Ms.Trithip Sivakriskul           | Independent Director and Risk Management Committee                            |
| 7. Mrs.Chirapan Khotcharit Choosang | Director and Risk Management Committee  |
| 8. Mr.Suphot Leenanurak             | Director and Risk Management Committee  |

**Executive Committee attending the Meeting (88.89% of total Executive Committee 7 persons)**

- |                                     |  |
|-------------------------------------|--|
| 1. Mrs.Chiraphan Khotcharit Chosang | Executive Commiittee   |
| 2. Mr.Suphot Leenanurak             | Executive Commiittee   |
| 3. Mrs.Suveeraya Ansvananda         | Executive Committee  |
| 4. Ms.Hatsaya Charuwitayanan        | Executive Committee  |
| 5. Ms.Preawnapa Nimma               | Executive Commiittee   |
| 6. Ms.Parichat Chotipumiwet         | Executive Committee and Senior Manager, Accounting and Finance |

**Company Secretary**

Ms.Panjaporn Roeksomboon

**Auditor attending the Meeting**

Ms. Satida Ratananurak of EY office Limited.

**Legal Advisor attending the Meeting**

Mr.Pow Markcharoenwut of Pow & Assosiate Low office.

Before proceeding to considering each agenda of the Meeting, the Company Secretary requested the legal Advisor to explain to the Meeting about the vote casting and counting procedures and the role of meeting inspector.

Company secretary informed the meeting of the vote casting and counting procedures as follow:

1. According to 41 of company article of assonsiation. In every meeting of shareholders, a shareholder has one vote per one share Voting card will be used for the purpose of counting votes for all agenda items.
2. Vote counting for each agenda at this Annual General Meeting of Shareholders shall be divided into 2 categories, as follows:-
  - This resolution must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting and vote such as agenda 1, 3, 4, 5, and 7 the Company will counted base number of votes for calculation by counting only the votes of the shareholders is against and abstain. Then be deducted from the total number of votes.
  - This resolution must be passed by a vote of no less than two-thirds of the total number of votes of the shareholders and proxy holders who attend the meeting such as agenda 6 the Company will counted

base number of votes for calculation by counting only the votes of the shareholders is attend the meeting for vote approve, against and abstain

3. Shareholders who have made the proxy form for others to attend the meeting and the proxy form is to vote according to the wishes of that shareholder. The Company has taken the votes of agreeing, disapproving or abstaining from voting according to the wishes of the shareholders. The total votes were recorded in advance.

4. In vote counting procedure, the Company will count the votes of the shareholders and proxies who participate in the E-AGM and deducted by the votes of disapprove, abstain or void and the remaining will be the approved votes.

5. In case any proxies cast their votes by marking the ballots in contrast to the votes specified in the proxy forms in advance.

6. For agenda To consider approving the appropriation of net profits for the year 2021 operating results and the dividend payment, To approving and election the directors to replace those retiring by rotation and To consider approving the remuneration of directors. The Company has not take the vote of directors holding shares of the Company to be included in the calculation for scoring base. Which the directors who has stakeholder will not vote in this agenda too.

7. Company Secretary will collect vote and report to the meeting before the next agenda begins.

#### The vote casting procedures

1. The Company assigned OJ International Company Limited, an independent organization, to manage and monitor the electronic meeting platform system whose it was certified by the Electronic Transaction Data Agency (ETDA). In this regard, the Company invited the shareholders's representatives to observe and witness the vote counting. Ms.Nittaya Armincen, a shareholder, representatives to observe and witness the vote counting

2. In this 2022 Annual General Meeting of Shareholders conducted through electronic means, the attendees can watch the broadcast live throughout the Meeting including the scores result of each agenda. The Company has released the Video demonstrating how to use the system online for the shareholders to know about vote counting procedure and how to send the inquiry at the beginning of this Meeting. If any shareholder has a technical frustration problem of how to use the system, please feel free to contact at the telephone number 02-079-1811 at any time throughout the Meeting.

3. In this meeting is an electronic media. Therefore, no ballot papers were printed to the meeting attendees.

4. In ballot, Ask the shareholders to go to the E-Voting window to vote for each agenda within the specified time (about 2 minutes). After selecting the vote, the system will pop-up again asking whether confirm the vote or not press ok to confirm the vote.

5. In the event that shareholders wish to change their voting. You can do this by clicking on the new score again. If the agenda has been closed for voting Shareholders will not be able to vote or change the vote.

6. When you have finished voting, Please return to the E-meeting window (zoom program) to continue viewing the video and audio of the meeting.

The Company Secretary further informed to the Meeting that the Agenda shall be conducted in accord sequence with the Meeting's invitation previously distributed to all shareholders. In the event that any shareholder would like to raise a question regarding the Agenda, the shareholder can s requested question at the beginning of the Meeting and the Company will consider to answer in the related agenda. The Chairman then requested the Meeting to consider the matters in accordance with the following agenda:

**Agenda 1 To consider and adopt 2021 Minutes of the Annual General Meeting of Shareholders held on April 22, 2021.**

The Chairman proposed to the Meeting to consider and adopt the 2021 Minutes of the Anuual General Meeting of Shareholders held on April 22, 2021, a copy of which had been sent to the shareholders together with the notice of this Meeting as set out in Enclosure 1 of the notice.

**Resolution:** The Meeting considered the proposed Minutes in details and resolved to adopt the 2021 Minutes of the Anuual General Meeting of Shareholders held on April 22, 2021 as proposed. The resolution was passed by a majority vote of the shareholders and proxy holders who attend the meeting and cast their votes as follows:

For:	276,675,907	Votes or	100.0000%
Against:	0	Votes or	0.0000%
Abstain:	199	Votes or	-
Void Ballots	0	Votes	

**Agenda 2 To acknowledge the annual report Company's performance for the year 2021.**

The Chairman informed the Meeting that the annual report Company's performance for the year 2021, the Board of Directors' report on the Company's performance and The factors affecting the Company both positively and negatively significantly and 2022 Strategic Direction had been sent to all shareholders together with the notice of this Meeting.

Mrs. Chirapan Khotcharit Choosang Deputy Managing Director to summarize the Company's performance results for the year 2021.

In 2021, The Company has propotion of Sales Revenue can be separated into 2 main categories as follow:

1. Sales Revenue of B2B Group in 96% of Sales Revenue include:

1) Cold Beverage Dispenser, there are about over 11,400++ stores core flavor such as Espresso, Latte and Milk Tea, Seasonal Drink such as Lychee Berry, Salak Berry, White Chocolate Mint and Chrysanthemum Juice

2) Instant powder drink in fresh coffee corner "All Café", there are about 9,500 stores core flavor such as Matcha Green Tea, Milk Tea, Lemon Tea and Taiwan Milk Tea. The Seasonal Drink such as Peach Cherry Bossom, Melon Milky and Blueberry Crumble

3) Hot Beverage Dispenser, there are about 515 stores mostly installed at 7-Eleven in PTT gas station.

2. Sales Revenue of B2C Group in 4% of Sales Revenue include:

1) Character Business, The Company a licensing agent such as San-X group, Maa ja (Dog Please) group, Jay The Rabbit and Warbie Yama.

2) Instant powder drink by “Na-Arun”

3) Café Business and Food Service group such as Café MuanChon, Jungle Café, Arabitia Café, CP Fresh Martm, Black Canyon, Punthai Coffee and Lotus’s group. The total Café Business and Food Service group 1,000 stores which helps to increase the distribution channels of the Company.

### 2021 Operating Results

In 2021, the Sales Revenue was 1,341 million baht, decreased by 2.01% from previous year when the sales was 1,314 million baht. The sales and service income increase from expanded market share and launched many new products. However, the company effected the COVID-19, that has effected the economy slow down until the end of the year. The Company have growth revenue from 1) increase in number of outlets of All Café (a fresh coffee corner within the 7-Eleven store) where the non –coffee products, series of new seasonal flavors were sold and increment size of products and, 2) increase in Co-develop new products B2B.

Net profit was 215.62 million baht (15.94% of sale) increased by 14.46% from the previous year whe the Net profit was 188.38 million baht. The increase in net profit was driven by the increase of gross margin in portion sale of products mix, and developed costing and operation efficiency.

Gross profit margin 38.02% increaded from the previous year 33.87%. Due to manage the cost expenses more efficiency by controlling and developing cost of products. The gross margin increase was due to increasing in portion sale of products mix from the Company have developed cost of products.

Total Asset were 1,066 million baht decreased from the previous year being reported at 1,011 million baht mostly due to Trade, Inventory and Other current financial assets. Total Liabilities were 322 million baht decreased from the previous year being reported 289 million baht mostly due to Trade payables and other payables. Shareholders equity were 744 million baht increased from the previous year being reported 722 million baht mostly due to the profit and dividend payment for the year.

The overall Financial Ratio is still within the criteria. The details as follows:

Financial Ratio	2021
<b>Liquidity Ratio</b>	
Current Ratio (X)	3.16
Quick Ratio (X)	2.96
Average Collection Period (Day)	67
Average Payment Period (Day)	54
Average Sale Period (Day)	21*

Financial Ratio	2021
<b>Profitability Ratio</b>	
Gross Profit Margin (%)	38.02%
Net Profit Margin (%)	15.94%
EBITDA (%)	21.37%
Return on Equity (%)	29.41%
Return on Assets (%)	20.76%
<b>Financial Policy Ratio</b>	
Debt to Equity Ration (X)	0.43

The Company has dividend payment for the year for interim dividend payment first half of the year at the rate of Baht 0.15 per shares.

The key highlight of 2022 Strategic Direction and the Company aims to grow between 10- 15 % by creating value of existing portfolio and continue creating new product in high growth & potential markets and new trend customers.

#### B2B Group

- The Cold Beverage Dispenser (7-Eleven, Jet Spray).
- The fresh coffee corner All Café (7-Eleven, All Cafe).
- The distribution channel via 7-Eleven Delivery platform.
- 7-Eleven Cambodia and Lao, Now there are open store at Cambodia 9 stores such as Poi Pet 1 store, Phnom penh 7 stores and kampong chang 1 stores.

In Quarter 1/2022, The Company has many promotion of Jet spray and All Café in order to stimulate sales of consumers who have returned to recover more including the launch of new products seasonal. The Cold Beverage in Dispenser (Jet Spray) were launch, Raspberry Milky drinks and Beverages in the All Café corner were launch Ruby Chocolate and Mango Mayongchid.

#### B2C Group

- Character Business such as San- X from Japan, Dog Please, Jay the Rabbit and Warbie Yama. The customer has new products and organizing events to stimulate awareness of cartoon characters
- Lotus's : Lotus's Hypermarket (Food Court) The Company has send beverage 75 stores and Lotus's go fresh (Jungle Cafe) 1,700 stores
- Domestic Business such as Café Business group and Food Service

## BON CAFÉ

As the Company's signing of an MOU with BONCAFE with three main objectives as follows:

- 1) Appointment of BON CAFÉ as a Hot vending Machine Agent for sending Hot Beverage Dispenser to the network various of BON CAFÉ such as BON CAFÉ Shop, Hotel, Car service, offices, etc. , which currently include more than 50 units from the goal of installing 150 units in 2022.
- 2) Joint development of non-coffee menu products to be sold at MAKRO
- 3) BON CAFÉ will relocation the production base of Non Coffee Menu group to the Company's factory.

## M&A, JV Business

- Progress of Joint venture with Thai Canatech Innovation Co., Ltd.(TCI) and Rajamangala University of Technology Phra Nakhon. To expansion Cannabis Business which a step into the Health & Wellness market. The Company has Co-Business Plan such as 1) Co-develop Beverage product with TACC 2) BP Know how to commercial 3) Focus Research & Development Cannabis seed to growing 3) Key potential partner for Medical grade product .

## The Anti-corruption

The Company realizes the importance of Anti-corruption policy. This aims to let all the management and employee be aware of the impact of corruption, to cultivate rightful values attitudes of employees to work with honesty while avoiding seeking benefits from one's position or providing such benefits to others for both directly and indirectly. This also prohibits employees from seeking personal or family interests using Company's position while aiming to increase the confidentiality of all stakeholders. Moreover, the meeting has agreed to disclose such Anti-corruption policy towards employees to comply. However, the Company sent employee to seminar Anti-corruption basic course for to know rule and procedure of Anti-corruption in organization. At present, the Company has consideration to join Thailand's Private Sector Collective Action Coalition Against Corruption: CAC.

The Chairman opened session for shareholders to ask questions but there was no shareholder asking any questions.

The Chairman proposed the Meeting to acknowledge the annual report Company's performance for the year 2020.

### **Agenda 3 To consider approving the Financial Statements for the year ended December 31, 2021.**

The Chaireman proposed the Meeting to consider approving the Financial Statements for the year ended December 31, 2021 which was reviewed by the Audit Committee and audited by the auditor. The Auditor had expressed the opinion that the financial statements contain information that is accurate in accordance with the generally accepted accounting principles. All documents were sent to the shareholders together with the notice of this meeting.

Assoc.Prof.Kitti Siripullop Chairman of Audit Committee opinion about act of Audit Committee, The Audit committee, the auditors and internal audit had reviewed the Company's quarterly and yearly financial statements as well as the financial statements of the Company. By considering from important aspect and consultation is free to ensure that the internal control process of the Company financial budget is accurate and reliable, as well as to ensure that the disclosure of important information is sufficient and timeliness for the financial statement users. Which is also in accordance with the laws and related notice as well as in accordance with the regulations of the Stock Exchange of Thailand and Securities and Exchange Commission and in comply with Financial Reporting Standards.

On behalf of The Audit Committee deemed that during the accounting period ended on 31 December 2021, the Company had put in place the transparent, adequate and appropriate Internal Control Systems covering risky management and the Company had established procedures that helped build confidence in Company's operation in accordance with the related laws by having good corporate governance along with the compilation and disclosure of adequate and reliable Company's financial report information.

The Chairman opened session for shareholders to ask questions as follows:

Khun Parinya Theinworn shareholder asked:

Was The Russian-Ukrainian war has an effect on the supply chain, whether it is equipment or raw materials of the company?

Khun Chirapan Khotcharit Choosang, Duputy Managing Director explained:

The Company has no direct affect from this situation due to the Company has trading or order raw material from this country. It may be an indirect effect rising oil prices which the Company will try to manage the best.

**Resolution:** This resolution must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting and vote.

For:	276,685,307	Votes or	100.0000%
Against:	0	Votes or	0.0000%
Abstain:	199	Votes	-
Void Ballots	0	Votes	

**Agenda 4** To consider approving the appropriation of net profits for the year 2021 operating results and the dividend payment.

Under Section 116 of the Public Limited Company Act, B.E. 2535 (1992) (as amended) (the "PLCA") and article 38 of the Company's Articles of Association, the Company is required to set aside as a legal reserve at least 5% of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10% of the registered capital of

the Company. The reserve is non-distributable and the Company has a policy to pay dividend at least 30% of its net profit after deduction of corporate income tax and legal reserve.

The Board of Directors considered the matter and was of the opinion that the Meeting should approve the payment of dividend for the past performance ended year 2020 from the Company's operating profit as follows:

1. In 2021, the Company's net profit was 215.62 Million Baht and did not appropriate its net profit as legal reserve because the Company's legal reserve has reached the amount required by laws.
2. Dividend Payment for the Company's 2021 Operating Results as cash dividend in the year totaling dividend 200.64 Million Baht. In the year 2021, the Company has already interim dividend payment amount 0.15 Baht per share totaling dividend 91.20 Million Baht. This time, the Company propose dividend payment 0.18 Baht per share totaling dividend 109.44 Million Baht.
3. The date of determining the right of shareholders Record Date to receive dividend payments will be on 29 April 2022. The dividend payment date is set to be on 19 May 2022.

The dividend payment for the year 2021 Adhere to dividend payment policy.

The comparison of the amounts of dividend payment for previous years and this year is provided below:

List	2018	2019	2020
Net Profit (Million Baht)	71.30	159.18	188.38
Number of ordinary shares (Million Shares)	608	608	608
Total Cash Dividend payment for the year (Million Baht)	79.04	145.92	182.40
Total Cash Dividend payment for the year (Baht per share)	0.13	0.24	0.30
1H2020 Net Profit (Million Baht)	37.17	73.14	90.41
Interim Dividend Payment (Baht per share)	0.04	0.10	0.13
Total Interim Dividend Payment (Million Baht)	24.32	60.80	79.04
<b>Cash Dividend payment per ordinary share (Baht per share)</b>	<b>0.09</b>	<b>0.14</b>	<b>0.17</b>
Dividend payment for the year (Million Baht)	54.72	85.12	103.36
Dividend payout ratio (%)	110.86%	91.67%	96.38%

The Chairman opened session for shareholders to ask questions but there was no shareholder asking any questions.

**Resolution:** This resolution must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting and vote.

For:	276,685,307	Votes or	100.0000%
Against:	0	Votes or	0.0000%
Abstain:	199	Votes	-
Void Ballots	0	Votes	

**Agenda 5 To approving and election the directors to replace those retiring by rotation.**

The Chairman informed According to article 18 of the Company's Articles of Association, one-third of the Company's directors (or the number nearest to one-third Directors to be retired from their office in the first and second year after the registration of the Company, they shall be retired by drawing. After that, the Directors who have stayed in the office longest shall be retired. For this year, there are 3 directors to retire from their office, namely:

1. Assoc. Prof.Kitti Siripullop Chairman of The Audit Committee and Independent Director
2. Mr.Chanit Suwanparin Director, Nomination and Compensation Committee  
and Risk Management Committee
3. Mrs.Chirapan Khotcharit Choosang Director and Risk Management Committee

The Company had provided the shareholders with an opportunity to nominate individuals they consider appropriate to be selected as directors of the Company, including items for the 2022 AGM agenda. However, it appeared that on the expiration of the time specified, neither candidates for directorship nor the agenda have been proposed to the Company. The Board of Directors considered the matter and was of the opinion that the Meeting should approve elect the directors to succeed the 3 directors should be re-elected for another term. As it is the knowledge, aptitude, specialization and experience to assist the Board of Directors in determining the direction setting of the business. The Board of Director nominate individuals they consider appropriate to be selected as Independent directors of the Company will opinion are indendently and according to concerning guideline.

The Chairman requested the Meeting to consider and elect directors to succeed the directors completing their term for the year 2022 as per details explained above.

The Company has not take the vote of Directors holding shares of the Company to be included in the calculation for scoring base. Which the directors who has stakeholder will not vote in this agenda too.

The Chairman opened session for shareholders to ask questions but there was no shareholder asking any questions.

**Resolution:** The Meeting considered and resolved to re-elect 1) Assoc. Prof.Kitti Siripullop 2) Mr.Chanit Suwanparin and 3) Mrs.Chirapan Khotcharit Choosang. The resoltions were passed for each individual director by a majority vote of the shareholders and proxy holders who attended the meeting and cast their votes, the details of which are as follows:

- 1) Assoc. Prof.Kitti Siripullop Chairman of The Audit Committee and Independent Director

For:	276,685,307	Votes or	99.9999%
Against:	199	Votes or	0.0001%
Abstain:	0	Votes	-
Void Ballots	0	Votes	

2) Mr.Chanit Suwanparin Director, Nomination and Compensation Committee  
and Risk Management Committee

For:	267,750,735	Votes or	99.9999%
Against:	199	Votes or	0.0001%
Abstain:	0	Votes	-
Void Ballots	0	Votes	

3) Mrs.Chirapan Khotcharit Choosang Director and Risk Management Committee

For:	146,463,208	Votes or	100.0000%
Against:	0	Votes or	0.0000%
Abstain:	0	Votes	-
Void Ballots	0	Votes	

#### Agenda 6 To consider approving the remuneration of directors

The Chairman informed the Board of Directors had assigned the Nomination and Compensation Committee to assess criteria and suitability of remunerations of directors, based on role and responsibilities, type of business, comparison with remunerations by listed companies of similar natures and comparison similar industry is similar duties and responsibilities, directors remuneration of the Company was the right criteria. The Nomination and Compensation has review directors remuneration at least once a year before making recommendation to the Board of Directors who would subsequently propose it to meeting of shareholders. Types of Remuneration including:

1. Director Fee, paid to Non-Executive Directors based on their attendances at each meeting.
2. Bonus, paid based on the Company's operating which is less than 2,500,000 Baht. The Board of Directors considered and deemed appropriate to increase the bonus of the Board of Directors as appropriate

The Board of Directors considered approving the remuneration of directors is remained unchanged as follows:

Unit : Baht

Description	2020	2021	2022
<b>1. Meeting Fee (per time)</b>			
<b><u>Board of Directors</u></b>			
Chairman	38,000	38,000	38,000
Directors	31,000	31,000	31,000
<b><u>Audit Committee</u></b>			
Chairman of the Audit Committee	31,000	31,000	31,000
Audit Committee	25,000	25,000	25,000

Description	2020	2021	2022
<b><u>Nomination and Compensation Committee</u></b>	19,000	19,000	19,000
Chairman of the Nomination and Compensation Committee	12,000	12,000	12,000
Nomination and Compensation Committee			
<b><u>Risk Management Committee</u></b>	10,000	10,000	10,000
Chairman of the Risk Manament Committee	10,000	10,000	10,000
Risk Management Committee			
<b>2. The Annual Incentive (Total)</b>	<b>2,000,000</b>	<b>2,500,000</b>	<b>2,000,000</b>

Note: 1) The remunerations will be paid only for the attendants.

2) Directors who receive monthly salary as the employee of the Company and/or Subsidiaries will not be receive remuneration as the Board of Director.

3) The Annual Incentive to Board of Directors which is less than 2.5 million baht, the Board of Directors will allocate appropriately.

In addition to the director remuneration of the above, Independent Directors and Non-Executive Directors also receive remuneration in other benefits such as expenses for training courses of IOD and other. This is in accordance with the Company's regulations.

The Company has not take the vote of directors holding shares of the company to be included in the calculation for scoring base. Which the directors who has stakeholder will not vote in this agenda too.

The Chairman opened session for shareholders to ask questions but there was no shareholder asking any questions.

**Resolution:** The Chairman requested the meeting to consider approving the remuneration of directors as per details explain above. This resolution must be passed by a vote of no less than two-thirds of the total number of votes of the shareholders and proxy holders who attend the meeting. Shareholders who have held the position as the position as the Company's directors did not register for this agenda to avoid having conflicts of interest in this case as follows:

For:	267,751,735	Votes or	99.9999%
Against:	199	Votes or	0.0000%
Abstain:	0	Votes or	0.0000%
Void Ballots	0	Votes	

**Agenda 7 To consider approving the appointment and the fixing of remuneration of auditor.**

The Chairman informed Under section 120 of the PLCA set Annual General Meeting of Shareholder appoint the auditors for the year and fix the audit fee yearly to comply with the law of public company.

The Board of Directors considered the matter and was of the opinion that the Meeting should approve that;

- |                              |  |
|------------------------------|--|
| 1) Ms.Satida Ratananurak     | Certified Public Accountant (Thailand) No. 4753 and/or |
| 2) Mr.Wichart Lokatetekrawee | Certified Public Accountant (Thailand)No. 4451 and/or  |
| 3) Ms.Siriwan Suratepin      | Certified Public Accountant (Thailand)No.4604          |

Of EY Office Limited to be the Auditor of the Company and fix the audit fee of 1,560,000 Baht. The amount does not include other expense. The auditors of the Company are the same persons for the year 2021. There are no relationships or conflicts of interest among the Independent Auditor, the Company, the Executive, the major shareholders, or other related persons of these parties.

The comparison of the fix the auditing fee year 2021 and 2022

Unit : Baht

List	2021	2022	%Change
Annual audit of financial Statement	1,080,000	1,080,000	-
Review report and interim Financial Statements (Total 3 Quarters)	480,000	480,000	-
<b>Total</b>	<b>1,560,000</b>	<b>1,560,000</b>	

Note: The amount does not include other expense such as travel fee, document fee, fax fee etc.

The Chairman opened session for shareholders to ask questions but there was no shareholder asking any questions.

**Resolution:** The Chairman requested the Meeting to consider approving the appointment and the fixing of remuneration of auditor as proposed. This resolution must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting and vote as follows:

For:	276,490,607	Votes or	99.9999%
Against:	199	Votes or	0.0001%
Abstain:	194,700	Votes or	-
Void Ballots	0	Votes	

#### Agenda 8 Other

There was no additional agenda proposed, The Chairman opened session for shareholders to ask questions as follows:

Khun Apinan Chirakomet shareholder asked:

In the first four months of 2022, sales of 7-Eleven has made a comeback. Is company sales can it be restored to the same level as 7-Eleven?

Khun Chirapan Khotcharit Choosang, Duputy Managing Director explained:

The Company's sales revenue in the first period has recovered and at a satisfactory level

Khun Prasan Kerdyu shareholder asked:

What is the Management team's growth targets for 2022 and where will they grow from?

Khun Chirapan Khotcharit Choosang, Deputy Managing Director and Khun Suphot Leenanurak Deputy Managing Director explained:

This year, The Company aims to grow between compared to the previous year by B2B business, which is the main proportion both in the Cold Beverages Dispenser category, All Café and 7-Eleven Delivery have continued strong growth. The product sold is All Café. For 7-Eleven Cambodia, where the Company has started selling beverages, it has received a very good response. The stores are opening and expanding rapidly. As for the Lotus's group, Lotus's go fresh is currently sold at 1,700 stores.

For the B2C business, the license business has recover since the beginning of the year by negotiating with customers in terms of various product campaigns and premium products. In the domestic sales business group, there is a lot of growth. There is a business plan together and have more partners. The proportion may not be much, but it is considered a good growth. For collaborating with BON CAFÉ, there are many projects that we can do together, which is considered a win-win for doing business together in the future. For the Joint venture with TCI, from the Company's listing on the Stock Exchange of Thailand. It will carry out the business of hemp and cannabis in accordance with the required law. Which asked the shareholders to wait to follow up on the progress.

shareholder asked:

Does the Company has a plan to expand production capacity or not?

Khun Chirapan Khotcharit Choosang, Deputy Managing Director explained:

The Company has factory at BanBung Chonburi, with production in the beverage All Café and Jet Spray (coffee Latte), currently the production line has been expanded. There are plans to expand the production line in the future. Which the current production capacity is still sufficient.

Khun Thawepong Sopaperm shareholder asked:

1) How does having an App 7-Eleven online affect the Company's sales revenue in 2022?

Khun Chirapan Khotcharit Choosang, Deputy Managing Director and Khun Suphot Leenanurak Deputy Managing Director explained:

The 7-Eleven Delivery platform was a considerable growth. This has a positive effect on the sales of the All Cafe beverage group, which the Company's beverage products in front of the 7-Eleven store are the same as in App 7-Eleven, with various promotions throughout the page on shop and online continuously.

2) From the results of the past 3 months, How does the Company maintain or adjust its revenue target for 2022?

Khun Chirapan Khotcharit Choosang, Duputy Managing Director and Khun Suphot Leenanurak Duputy Managing Director explained:

The Company still maintains its revenue growth target and saw more recovery trends and hope that the overall year will have a better direction.

Khun Chawachit Porntharakcharoen shareholder asked:

How many proportion of the revenue from Delivery? how are the various online promotions?

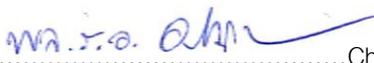
Khun Chirapan Khotcharit Choosang, Duputy Managing Director and Khun Suphot Leenanurak Duputy Managing Director explained:

The proportion of revenue from delivery came from the Company's All Cafe products approximately 30% with growth. Both from storefront sales and delivery. For various online promotions, 7-Eleven will be all leaders. In the past year, the Company has increased the upsizing of the beverage to 22 oz, which is a full year revenue recognition and saw a good growth trend in this section too.

There being no further matter proposed and question raised by shareholders,

On behalf of Board of Director, Executive Committee would like to thank you to all shareholders and proxies for taking the time to attend the Electronic media on today. Thank you for your attention and any suggestions given to the company. This means that you are interesting and have been following up the company operations closely. In case next year the situation improves, it should be able to resume normal meetings and considered that the meeting was completed and accomplished well.

Meeting closed at 11.45 hrs.

Signed..........Chairman

(Admiral Apichart Pengsritthong)

Signed..........

(Ms.Panjaporn Roeksomboon)

Company Secretary

## Attachment 2

### To consider approving the appropriation of profit from 2022 operating results and dividend payment

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Under Section 116 of the Public Limited Company Act, B.E. 2535 (1992) (as amended) (the "PLCA") and article 38 of the Company's Articles of Association, the Company is required to set aside as a legal reserve at least 5% of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10% of the registered capital of the Company. The reserve is non-distributable and the Company has a policy to pay dividend at least 30% of its net profit after deduction of corporate income tax and legal reserve.

#### Dividend Policy

The Company has a policy to pay dividend at least 30% of its net profit after deduction of corporate income tax and legal reserve. However, the dividend payment may differ from the mentioned rate subject to result of the operation, financial position, liquidity of the Company and necessary of working capital usage to manage and expand the Company's business including economic condition.

The comparison of the amounts of dividend payment for previous years and this year is provided below:

List	2020	2021	2022
Net Profit (Million Baht)	188.38	215.65	236.52
Number of ordinary shares (Million Shares)	608	608	608
Total Cash Dividend payment for the year (Million Baht)	182.40	200.64	218.88
Total Cash Dividend payment for the year (Baht per share)	0.30	0.33	0.36
1H2020 Net Profit (Million Baht)	90.41	101.28	129.22
Interim Dividend Payment (Baht per share)	0.13	0.15	0.17
Total Interim Dividend Payment (Million Baht)	79.04	91.20	103.36
Cash Dividend payment per ordinary share (Baht per share)	0.17	0.18	0.19
Dividend payment for the year (Million Baht)	103.36	109.44	115.52
Dividend payout ratio (%)	96.38%	93.05%	92.54%

#### Note:

- In 2020, The Board of Director meeting no. 3/2020 on Mar 25, 2020 considered approve for interim dividend payment 0.13 Baht per shares totaling dividend 85.12 Million Baht.
- In 2021, The Board of Director meeting no. 4/2021 on Aug 13, 2021 considered approve for interim dividend payment No.2, 0.15 Baht per shares totaling dividend 91.21 Million Baht.
- In 2022, The Board of Director meeting no. 3/2022 on August 11, 2022 considered approve for interim dividend payment 0.17 Baht per shares totaling dividend 103.36 Million Baht.

The consideration for the approval of dividend payment for the year 2022 is in accordance with the Company's dividend payment policies.



**Legal Dispute during the past 5 years**

- None

**Number of attend the meeting for the year 2022**

- Board of Director 5 times out of the total 5 time or 100%

**Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have Conflicts, at present or in the past 2 years:**

1. The participate in management and is not the employee, staff or consultant who receives regular salary in the Company, affiliate company, joint company, company or major shareholder of the Company.	He does not participate in management and is not the employee
2. The provide any professional service i.e. Auditor, legal counsel	He does not
3. Business relationship or benefit or interest with company that affect the duty performing independently in giving an opinion.	Done

Note: 1) Nominated Directors has undergone according to the process specified by the Company, by the Board of Directors and has the qualifications appropriate for the Company's business and no shareholders offer Nominated Directors.

2) The Board of Director nominate individuals they consider appropriate to be selected as Independent directors of the Company will opinion are indently and according to concerning guideline

3) The person does not hold any position as Director / Executive in any other business that may cause conflict of interest or is a competitive business relationship.

**Criteria for the Recruitment of Director**

The Board of Directors considered and is in agreement with the Nomination and Compensation Committee that ADM Apichat Pengsritong. The director who has held the office for many consecutive years would have knowledge, capability and experience in the Company's corporate governance that contribute to smooth and efficient business operations of the Company. Their long and continuous experience in business operation greatly contribute to the Company's business operation, including the determination of the business strategy, the following up of strategy plan, and the policy for the sustainable growth and development, and greatly create business value to the shareholders. Currently, he is the Chairman and Independent Director of the Company. Therefore, the Board of Directors deemed it appropriate to propose that the shareholders appoint ADM Apichat Pengsritong as a Director of the Company.



**Number of attend the meeting for the year 2022**

- Board of Director 4 times out of the total 5 time or 80%
- Audit Committee 4 times out of the total 4 time or 100%
- Nomination and Compensation Committee 2 times out of the total 2 time or 100%

**Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have Conflicts, at present or in the past 2 years:**

1. The participate in management and is not the employee, staff or consultant who receives regular salary in the Company, affiliate company, joint company, company or major shareholder of the Company.	She does not participate in management and is not the employee
2. The provide any professional service i.e. Auditor, legal counsel	She does not
3. Business relationship or benefit or interest with company that affect the duty performing independently in giving an opinion.	Done

Note: 1) Nominated Directors has undergone according to the process specified by the Company, by the Board of Directors and has the qualifications appropriate for the Company's business and no shareholders offer Nominated Directors.

2) The Board of Director nominate individuals they consider appropriate to be selected as Independent directors of the Company will opinion are indently and according to concerning guideline

3) The person does not hold any position as Director / Executive in any other business that may cause conflict of interest or is a competitive business relationship.

**Criteria for the Recruitment of Director**

The Board of Directors considered and is in agreement with the Nomination and Compensation Committee that Mrs.Paktra Suriyapee The director who has held the office for many consecutive years would have knowledge, capability and experience in the Company's corporate governance that contribute to smooth and efficient business operations of the Company. Their long and continuous experience in business operation greatly contribute to the Company's business operation, including the determination of the business strategy, the following up of strategy plan, To duties in auditing the reliabilities of financial Statement and greatly create business value to the shareholders. Currently, she is the Audit Committee, Independent Director and Chairman of the Nomination and Compensation Committee of the Company. Therefore, the Board of Directors deemed it appropriate to propose that the shareholders appoint Mrs. Paktra Suriyapee as a Director of the Company.

Mr. Komsak Wattanasriroj

Age 54 Years

Position Audit Committee, Independent Director, Nomination  
and Compensation Committee and Chairman of Risk Management Committee

Director Type Independent Director

Date of Appointment

- 21 December 2016

Year of Directorship

- 21 December 2016- The Annual General Meeting of Shareholders 2023 (6 years 4 months)

Education

- Master of Business Administration, Srinakharinwirot University.
- Bachelor of Accounting, Ramkhamhaeng University.

Credential of Thai Institute of Directors

- Board Nomination & Compensation Program (BNCP) Class 8/2019.
- Advance Audit Committee Program (AACP) Class 29/2018.
- Directors Certification Program (DCP) Class 105/2008.

Experiences

Positions in Listed Companies

- December 2016-Present Audit Committee, Independent Director, Nomination and Compensation Committee and Chairman of Risk Management Committee, T.A.C. Consumer Public Company Limited.
- 2005-April 2020 Director, Executive Director and CFO, Mono Technology Public Company Limited.

Other Current Position (Non-Listed Companies)

- None

Shareholding in the Company (%) as of December 31, 2022

- None

Relationship between Director & Executive family

- None



**Legal Dispute during the past 5 years**

- None

**Number of attend the meeting for the year 2022**

- Board of Director 5 times out of the total 5 time or 100%
- Audit Committee 4 times out of the total 4 time or 100%
- Nomination and Compensation Committee 2 times out of the total 2 time or 100%
- Risk Management Committee 2 times out of the total 2 time or 100%

**Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have Conflicts, at present or in the past 2 years:**

1. The participate in management and is not the employee, staff or consultant who receives regular salary in the Company, affiliate company, joint company, company or major shareholder of the Company.	He participate in management and as the employee
2. The provide any professional service i.e. Auditor, legal counsel	He Does not
3. Business relationship or benefit or interest with company that affect the duty performing independently in giving an opinion.	Done

Note: 1) Nominated Directors has undergone according to the process specified by the Company, by the Board of Directors and has the qualifications appropriate for the Company's business and no shareholders offer Nominated Directors.

2) The Board of Director nominate individuals they consider appropriate to be selected as Independent directors of the Company will opinion are indendently and according to concerning guideline

3) The person does not hold any position as Director / Executive in any other business that may cause conflict of interest or is a competitive business relationship.

**Criteria for the Recruitment of Director**

The Board of Directors considered and is in agreement with the Nomination and Compensation Committee that Mr. Komsak Wattanasriroj The director who has held the office for many consecutive years would have knowledge, capability and experience in the Company's corporate governance that contribute to smooth and efficient business operations of the Company. Their long and continuous experience in business operation greatly contribute to the Company's business operation, including the determination of the business strategy, the following up of strategy plan, To duties in auditing the reliabilities of financial Statement and greatly create business value to the shareholders. Currently, he is the Audit Committee, Independent Director, Nomination and Compensation Committee and Chairman of Risk Management Committee of the Company. Therefore, the Board of Directors deemed it appropriate to propose that the shareholders appoint Mr.Komsak Wattanasriroj as a Director of the Company.

## Attachment 4

### Definition of Independent Directors

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#### Definition of Independent Directors

Independent Directors are qualification requirement of regulation set by the Securities Exchange Commission and the Stock Exchange of Thailand as follows:

1. Holding shares of not more than 0.1% of total voting rights of the Company, parent company, subsidiaries, associates, major shareholder or the Company controlling person. The number of held shares shall be inclusive of shares held by any related persons of independent director.
2. Not being or having been an executive director, employee, staff member, advisor who receives a regular salary or being a controlling person of the Company, parent company, subsidiaries, associates, subsidiaries which have the same parent company, major shareholder or the Company controlling person except where such relationship was terminated for at least two years before appointment as an independent director.
3. Not being a person who is related by blood or registration under laws, including mother, father, spouses, sibling and children and spouse of children of management, major shareholder, controlling person or a person to be nominated as management or controlling person of the Company or subsidiaries.
4. Not having or having had a business relationship with the Company, parent company, subsidiaries, associates, major shareholders or the Company controlling person which may compromise independence. In addition, independent directors may not be or have been a significant shareholder, or controlling person who had a business relationship with the Company, parent company, subsidiaries, associates, or major shareholder or the Company controlling person, except where such relationship was terminated for at least two years before appointment as an independent director.
5. Not being or having been an independent auditor of the Company, parent company, subsidiaries, associates, major shareholders, or the Company controlling person, and not being a significant shareholder, controlling person or partner of the audit firm which has provided independent auditor services to the Company, parent company, subsidiaries, associates, major shareholder or the Company controlling person except where such relationship was terminated at least two years period before appointment as an independent director.
6. Not providing or having been providing professional services including legal advice, financial advice in consideration of service fees that are higher than two million baht per year from the Company, parent company, subsidiaries, associates, major shareholder or the Company controlling person and not being a significant shareholder, controlling person or partner of the independent service provider except such relationship was terminated for at least two years before the appointment as an independent director.
7. Not being a director who was appointed as a representative of a director of the Company, major shareholder or shareholder who is related to the major shareholder of the Company.
8. Not providing the same services as the Company and not being competitors of the Company and subsidiaries or not being a significant partner in a partnership or being an executive director, staff, employee, consultant who

receives regular payroll, or holding over 1% of voting rights of other company which operates the same business and competes with the Company and subsidiaries.

9. Not having any other conflicts, that prevent independent directors from giving independent opinions to the Company.
10. Having knowledge and understanding of nature of business as well as being knowledgeable and capable to benefit the Company's business.
11. Independent Directors must report to the Board of Directors immediately if there are any events that may cause them to be disqualified as independent directors.
12. Independent Directors shall year of directorship or not more than 9 years.
13. Independent Directors shall not hold positions in more than 5 listed companies.

Attachment 5

To consider approving the remuneration of directors

**Criteria of Remuneration of Directors**

In general practice, the Board of Directors had assigned the Nomination and Compensation Committee to assess criteria and suitability of remunerations of directors, based on role and responsibilities, type of business, comparison with remunerations by listed companies of similar natures and comparison similar industry is similar duties and responsibilities, directors remuneration of the Company was the right criteria. The Nomination and Compensation has review directors remuneration at least once a year before making recommendation to the Board of Directors who would subsequently propose it to meeting of shareholders.

**Types of Remuneration**

The remuneration of Director

1. Director Fee, paid to Non-Executive Directors based on their attendances at each meeting.
2. Bonus, paid based on the Company's operating. The Board of Directors considered and deemed appropriate to increase the Bonus of the Board of Directors as appropriate

**Comparative Data of Remuneration Paid**

Unit : Baht

Description	2021	2022	2023
<b>1.Meeting Fee (per time)</b>			
<b><u>Board of Directors</u></b>			
Chairman	38,000	38,000	38,000
Directors	31,000	31,000	31,000
<b><u>Audit Committee</u></b>			
Chairman of the Audit Committee	31,000	31,000	31,000
Audit Committee	25,000	25,000	25,000
<b><u>Nomination and Compensation Committee</u></b>			
Chairman of the Nomination and Compensation Committee	19,000	19,000	19,000
Nomination and Compensation Committee	12,000	12,000	12,000
<b><u>Risk Management Committee</u></b>			
Chairman of the Risk Manament Committee	10,000	10,000	15,000
Risk Management Committee	10,000	10,000	12,000
<b>2.The Annual Incentive (Total)</b>	<b>2,500,000</b>	<b>2,500,000</b>	<b>2,500,000</b>

Note: 1) The remunerations will be paid only for the attendants.

2) Directors who receive monthly salary as the employee of the Company and/or Subsidiaries will not be receive remuneration as the Board of Director.

3) The Annual Incentive to Board of Directors which is less than 2.5 million baht, the Board of Directors will allocate appropriately. In addition to the director remuneration of the above, Independent Directors and Non-Executive Directors also receive remuneration in other benefits such as expenses for training courses of IOD and other. This is in accordance with the Company's regulations.

The Company has disclosure remuneration of directors by separate individually and types of remuneration shown in 56-1 One Report for transparency and in accordance with good corporate governance principles.

Attachment 6

Credentials and background of Auditor and detail of fix the auditing fee

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1. Name : Ms. Satida Ratananurak

Age : 52 Years

Certified Public Accountant: 4753

Date of registered of Certified Public Accountant: 1 April 1996

Position : Partner of EY Office Limited

Company : EY Office Limited

Work period : April 1993 - Present



Education and Credential : - Bachelor's Degree in Accounting, Thammasat University  
- Master's Degree in Business Administration, National Institute of Development Administration (NIDA)

Experiences : Ms. Satida has been working with EY for 29 years and has taken the position of Partner at EY for 10 years. She leads audits in various large companies and has extensive experience in providing services covering variety type of business including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries, with expertise in Consumer goods business, Service business, Distribution business Production business, Business technology and Real estate business.

Mr. Satida is an approved auditor by the Securities and Exchange Commission of Thailand. He has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.

Signatory of financial statements of T.A.C.Consumer Public Company Limited. : -Yes 3 Years- (2020-2022)

Shareholding in the Company: -None-

Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and thwart independence : -None-

Contact details

E-Mail : Satida.ratananurak@th.ey.com

Tel : 0-2264-9090

Fax : 0-2264-0789-90

2. Name : Mrs. Sarinda Hirunprasurtwutti  
Age : 50 Years  
Certified Public Accountant: 4799  
Date of registered of Certified Public Accountant: 1 April 1996  
Position : Partner of EY Office Limited  
Company : EY Office Limited  
Work period : June 1993 - Present



Education and Credential : - Bachelor's Degree in Accounting, Thammasat University  
- Master's Degree in Accounting, Chulalongkorn University

Experiences : Mrs. Sarinda has been working with EY for 29 years and has taken the position of Partner at EY for 10 years. She leads audits in various large companies and has extensive experience in providing services covering variety type of business including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries, with expertise in Manufacturing Business, Consumer Goods, Electronic Components Business, Distribution Business, Retail Business, Construction Business, and Service Business.

Mrs. Sarinda is an approved auditor by the Securities and Exchange Commission of Thailand. He has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.

Signatory of financial statements of T.A.C.Consumer Public Company Limited. : -No-

Shareholding in the Company: -None-

Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons

which may lead to conflicts and thwart independence : -None-

Contact details

Email : Sarinda.Hirunprasurtwutti@th.ey.com

Phone : 0-2264-9090

Fax : 0-2264-0789-90

3. Name : Miss Siriwan Nitdamrong  
Age : 48 Years  
Certified Public Accountant : 5906  
Date of registered of Certified Public Accountant : 1 April 1999  
Position : Partner of EY Office Limited  
Company : EY Office Limited  
Work period : April 1996 – Present



Education and Credential : - Bachelor's Degree in Accounting, Kasetsart University  
- Master's Degree in Business Administration, Chulalongkorn University

Experiences : Miss Siriwan has been working with EY for 27 years and has taken the position of Partner at EY for 8 years. She leads audits in various large companies and has extensive experience in providing services covering variety type of business including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries, with expertise in Manufacturing Business, Consumer Goods, Electronic Components Business, Automobile & Parts Business, Distribution and Service Business.

Miss Siriwan is an approved auditor by the Securities and Exchange Commission of Thailand. He has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.

Signatory of financial statements of T.A.C. Consumer Public Company Limited. : -No-

Shareholding in the Company: -None-

Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and thwart independence : -None-

Contact details

E-Mail: [Siriwan.Nitdamrong@th.ey.com](mailto:Siriwan.Nitdamrong@th.ey.com)

Tel : 0-2264-9090

Fax : 0-2264-0789-90

Relations and/or Related transaction with the Company/ Subsidiaries / Management/ Major shareholders or related persons.

- The propose Auditor have no relation, benefits and interest with the Company / Subsidiaries / Joint Venture Company/Management / Major Shareholders, or related to such person. Therefore, he or she is able to audit and express an independent opinion on the Company's Financial Statement.

#### Audit office of the Company and its joint venture

- Auditors of the Company and its joint ventures not affiliated with the same audit office. However, The Board of Directors will ensure that the financial statements are prepared on time.

The comparison of the the auditing fee Year 2022 and 2023

Unit : Baht

List	2022	2023	%Change
Annual audit of financial Statement	1,080,000	1,190,000	10.18%
Review report and interim Financial Statements (Total 3 Quarters)	480,000	570,000	18.75%
Total	1,560,000	1,760,000	12.82%

Note: The amount does not include other expense such as travel fee, document fee, fax fee etc.

For the auditing fee in previous year, except for auditing fee no Compensation for other services.

#### Audit Committee's opinion on the propose to appointment the fixing of remuneration of auditor

The Audit Committee has considered and considered it appropriate to appoint an auditor from EY Office Limited as listed above and deemed appropriate for the auditor's remuneration for the year 2023, which is appropriate.

Attachment 7

Articles of Association concerning the Shareholders Meeting

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Director

17. The directors shall be elected at the meeting of the shareholders in accordance with the following rules and methods:-

- (1) Each shareholder shall have votes of one share for one vote.
- (2) Each shareholder shall exercise all his votes as mentioned in (1) to elect one or several persons as directors, allotment of his votes to any such person shall not be allowed.
- (3) The persons who received the highest votes in their descending order of the votes shall be elected as directors at the number equal to the number of directors of the Company. Under descending order of highest votes; if two persons tied for last number of directors who shall be elected and shall be made by drawing lots as directors at the number equal to the number of directors of the Company.

18. At each annual general meeting of shareholders, one-third of directors must be retired from office. If the number of directors to retire from office is not a multiple of three, then the number closest to one-third shall be retired.

The directors retiring from their offices in the first and second year after the registration of the Company shall be made by drawing lots. For subsequent years, the director who has been longest in the office shall be retired.

21. In the case of any vacancy on the Board of Directors other than the end of office term, the Board of Directors shall appoint a qualified person who does not possess any prohibited characterize as provided by the laws on Public Limited Company Act, to be a substitute director in the following Board meeting unless the remaining term of office of directors is less than two months.

The substitute director shall hold office only for the remainder of the term of office of the director whom he/she substitutes.

The resolution of the Board of Directors in respect of the first paragraph shall consist of not less than three-fourth votes of the remaining directors.

22. In the case where directors vacate office en masse, the outgoing Board of Directors shall remain in office to serve as the acting Board of Directors in furtherance of the operation of the business of the Company to the extent necessary until the new Board of Directors takes office, unless otherwise ordered by the Court. In the case where the Board of Directors vacates office under the court order, the outgoing Board of Directors must held a shareholders' meeting for electing a new Board of Directors within one(1)

month as from the date of the vacation of office and, for this purpose, send shareholders a written notice summoning a meeting not less than fourteen (14) days prior to the date of the meeting and shall advertise for a period of three(3) consecutive days.

23. The shareholders' meeting may pass a resolution to remove any director from office prior to retirement by rotation, by a vote of not less than three-fourths (3/4) of the number of shareholders attending the meeting and have the right to vote and the shares held by them shall, in aggregate, be not less than one half (1/2) of the number of shares held by the shareholders attending the meeting and have the voting right.

33. The Board of Directors gratuity and remuneration shall be determined in accordance with the resolutions of the Shareholders Meeting

The directors are entitled to receive remuneration from the Company in the form of award, meeting allowance, gratuity, bonus or any other benefits accordance with the articles or the shareholders' meeting consideration which may be a fixed sum or subject to any conditions applicable from time to time or be effective until any changes. The directors may also be entitled to allowances and fringe benefits in accordance with the Company's regulations.

The provisions of the previous paragraphs will not prejudice the rights of the Company's staff or employees who are appointed to be the directors of the Company in respect of their entitlements to remuneration and benefits as being staff or employees of the Company.

Payment of remuneration under the first and second paragraphs must not be in conflict with the qualifications of independent directors as may be required by The Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC).

#### **The Shareholder Meeting**

34. A meeting of shareholders must be held in the area where the Company's head office is located or in any adjacent provinces.

35. Arrange for annual general meeting of shareholder not less than 1 term shall be called annual general meeting within four months from the last day of the fiscal year of the Company.

Meetings other than in the first paragraph shall be called extraordinary general meetings.

The Board of Directors may call an extraordinary general meeting of shareholders whenever the board considers appropriate; or the shareholders holding shares altogether at not less than one fifth of the total number of shares sold; or number of shareholders of not less than twenty-five persons holding shares altogether at not less than one-tenth of the total number of shares sold may submit their names in a letter requesting the Board of Directors to call an extraordinary general meeting of shareholders at any time, but they shall give reasons for such request in the said letter. In such case, the Board of Directors shall

arrange for the meeting of shareholders to be held within one month from the date of receipt of such letter of request from the shareholders.

36. Calling shareholders for general meeting, the Board of Directors shall send the notice to shareholders for meeting specifying the place, date, time, agenda of the meeting, and the subject matter to be submitted to the meeting together with appropriate details by stating clearly whether it will be for information, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors toward the said matter (if any), and the said notice shall be sent to shareholders and the registrar at not less than seven days before the date of the meeting. Publication of notices calling for a meeting shall also be made in a newspaper for three (3) consecutive days and not less than three (3) days before the date of the meeting.

37. At a general meeting of shareholders, there shall be shareholders and proxies (if any) present at the meeting at a number of not less than twenty-five persons, or not less than one half of the total number of shareholders and such shareholders shall hold shares altogether at not less than one-third of the total number of shares sold, in order to constitute a quorum.

If after one hour from the time fixed for any general meeting of shareholders the number of shareholders present is still not enough to form a quorum in accordance with the first paragraph:- If such general meeting of shareholders is requested by the shareholders; such meeting shall be cancelled. If such meeting of shareholders is not called by the shareholders, the meeting shall be called again; and in the latter case, notice calling for meeting shall be sent to the shareholders not less than seven days before the meeting. In the second meeting, a quorum is no need.

38. Shareholders may authorize other persons as proxies to attend and vote at any meeting on their behalf and the instrument appointing proxy shall be submitted to the board chairman or the person assigned by the board chairman at the place of meeting before attend and vote at least consists of following topics:-

(1) Number of shares held by grantor.

(2) Name of Proxy.

(3) Number of meeting for proxy to attendance and is entitled to cast.

39. The Shareholders' Meeting must be conducted in order of the business listed in the agenda as specified in the written notice summoning the meeting, unless the meeting passes a resolution reshuffling the order of business in the agenda, with the votes of not less than two-thirds (2/3) of the number of shareholders present at the meeting.

Upon completion of the consideration of all the business listed in the agenda as specified in the written notice summoning the meeting, the shareholders holding the aggregate number of shares of not less than one third (1/3) of the total number of shares sold may request the consideration at the meeting of other business in addition to that specified in the notice summoning the meeting.

In the case where the consideration of the business listed in the agenda as specified in the written notice summoning the meeting or the consideration of other additional business proposed by the shareholders is unfinished and an adjournment of its consideration is necessary, the meeting shall fix the place, date and time of the next meeting and the Board of Directors shall send a written notice summoning a meeting, with an indication of the place, date, time and the agenda of the meeting to the shareholders not less than seven (7) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper not less than three (3) days prior to the date of the meeting and must be advertise for a period of three (3) consecutive days.

40. The chairman of the board shall preside over a meeting of shareholders. In the case where the chairman of the board is not present or is unable to perform the duty, a vice chairman, if any, shall preside over the meeting. If there is no vice chairman or there is a vice chairman but the vice chairman is unable to perform the duty, the shareholders present at the meeting shall elect one amongst themselves to preside over the meeting.
41. In every meeting of shareholders, a shareholder has one vote per one share. In the case where a shareholder who has a special interest in any matter may not cast votes on that matter, except for the election of directors.
42. Except where it requires otherwise in these Articles of Association or by law or to vote for any resolution or approval of any business, a resolution of shareholders must be passed by a majority of the votes cast by the shareholders present and cast a vote at the meeting. In case of equality of votes, the chairman of the meeting shall have a casting vote.

In any of the following cases where a resolution must be passed by three-quarters (3/4) or more of the votes cast by the shareholders present and eligible to vote at the meeting:

- (a) Sale or transfer of all or substantial part of the business of the Company to any person.
- (b) Purchase or acceptance of transfer of business of other public or private companies.
- (c) Entering into, alteration or termination of any agreement concerning a lease out of all or substantial part of the business of the Company or an assignment of the management control of the business of the Company to any person or a merger with any person for the purposes of profit and loss sharing.
- (d) Amendment to the Memorandum or Articles of Association of the Company.
- (e) Increase or reduction of capital.
- (f) Issue of debentures.
- (g) Amalgamation or a dissolution of the Company.

## Attachment 8

### Guidelines for the General Meeting of Shareholders Attendance via Electronic Media and proxy

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According to the Policy of the Stock Exchange of Thailand Re: Code of Conduct for The Company's Shareholders' Meeting. The purpose of the Company is to ensure that the shareholders' meeting of the listed company is considered a good practice, which will create confidence for shareholders, investors, and all related parties, and in order to ensure that the shareholders' meeting of the listed company is transparent, fair and beneficial to the shareholders.

#### 1. In case the shareholders attending the E-AGM by themselves

1.1 Please fill the registration form for attending the AGM through Electronic Media (E-AGM) attachment 10 to this guideline. Kindly fill email and your cell phone number clearly in order to be used for the meeting registration and attach identification document to confirm the attendance of E-AGM as follows:

- In the event that the shareholder is an ordinary person – a valid certified true copy of ID card, passport, or other official documents issued by government authority.
- In the event that the shareholder is a juristic person – an executed version of the power of attorney or a proxy and supporting documents as per the detail in item “supporting documents for the appointment of proxy” below.

Please submit the registration form for the meeting through electronic media (E-AGM) and such identification document to the Company within 18 April 2023 via the following channels:

- Email: [ir@tacconsumer.com](mailto:ir@tacconsumer.com)
- Registered Post: T. A. C. Consumer Public Company Limited 23<sup>rd</sup> Floor, UM Tower, 9/ 231- 233 Ramkumheng Road, Suanlaung, Bangkok, Thailand. 10250.

1.2 When the Company receives document as per item 1.1 from you, the Company will proceed with inspecting document for confirming the meeting attendance. Once the inspection is completed, the Company will send Web Link and manual for attending the E-AGM in advance for 2 Days. If you have not received an e-mail by April 26, 2023, please contact the Company immediately.

1.3 The Company will send details such as Username, Password, and Web link and also send a manual for using the E-AGM system at the same time. Please read the manual thoroughly from the email that the Company sends to you. The system will be open 60 minutes to the meeting in advance so that the shareholder can register for attending the meeting. However, the live broadcast will only begin at 10.00 a.m.

1.4 For casting the vote during the E-AGM, a shareholder may cast his or her vote in each agenda to either approve, disapprove, or abstain from voting. For the shareholders who do not vote in any agenda, the system will automatically count your vote as “approve”.

1.5 In the case that the attendees have problems or have problems in using the E-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the E-Mail sent to the user manual of the system.

## **2. In the case shareholders wishing to delegate a proxy for E-AGM**

For shareholders are unable to attend the 2023 Annual General Meeting (E-AGM), they can authorize another person or one of the Company's Independent Directors to attend such meeting on their behalf. Proxy forms are attached herewith by attachment 9.

### **Documents required for meeting attendance and proxy**

The Company has prepared proxy form as prescribed by Business Development Department, the Ministry of Commerce has defined 3 proxy forms for a shareholder in authorizing a proxy to attend the meeting as follows:-

1. Proxy Form A is a general which is not a complicated form;
2. Proxy Form B is the form in which each particular matter in detail is specified; and
3. Proxy Form C is to be applied in case that a foreign shareholder appoints a custodian in Thailand to take deposit and take care of shares.

### **Documents required for the meeting registration and attendance (as the case may be)**

#### **1) Individual Shareholder**

##### Attendance in person

Official identification document bearing the shareholder's photograph, and not yet expired, such as ID card, driving license, or passport.

##### Attendance by proxy

- a) Proxy form that is completely and accurately filled in and signed by the proxy grantor and the proxy, and affixed with Baht 20 stamp duty;
- b) A copy of official identification document bearing the Grantor's photograph, and not yet expired, such as ID card, driving license, or passport. Certified true copy signature is required; and
- c) A copy of official identification document bearing the Proxy's photograph, and not yet expired, such as ID card, driving license, or passport. Certified true copy signature is required.

#### **2) Juristic Person Shareholder**

##### Attendance in person by an authorized representative of the shareholder:

- (a) an official identification document bearing the shareholder's photograph, and not yet expired, such as ID card, driving license, or passport; and

- (b) a photocopy of the Affidavit or Certificate of Incorporation of the shareholder issued by the Ministry of Commerce, a competent authority of the country in which such juristic person is situated, or an officer of such juristic person, in where the information as to the name, the address of the head office, and the person(s) having power to place his/her/their signature(s) or to act on behalf of such juristic person (including any condition or limitation thereof), etc. must be specified, which the issuing date of such document must not be longer than 1 year prior to the shareholders meeting date, and such document must be certified as true and correct by such authorized representative(s).

Attendance by proxy:

- (a) a proxy form that is completely and accurately filled in and signed by the proxy grantor and the proxy, and affixed with Baht 20 stamp duty;
- (b) a photocopy of the Affidavit or Certificate of Incorporation of the shareholder issued by the Ministry of Commerce, a competent authority of the country in which such juristic person is situated, or an officer of such juristic person, in where the information as to the name, the address of the head office, and the person(s) having power to place his/her/their signature(s) or to act on behalf of such juristic person (including any condition or limitation thereof) must be specified, which the issuing date of such document must not be longer than 1 year prior to the shareholders meeting date, and such document must be certified as true and correct by the authorized representative(s) of such juristic person;
- (c) a photocopy of identification document of each of the authorized representative(s) who signed the proxy form as per detail referred to in clause 1.1 above and certified as true and correct by such authorized representative; and
- (d) an official identification document bearing the shareholder's photograph, and not yet expired, such as ID card, driving license, or passport.

**3) In the event that the shareholder appoints a custodian in Thailand as its deposit taker and take care of the shares:**

- (a) a Proxy Form C that is completely filled-in and signed by the proxy grantor and the proxy, and affixed with Baht 20 stamp duty;
- (b) a confirmation letter as to the fact that the custodian has obtained a license to undertake or engage in custodian business;
- (c) a photocopy of Affidavit of the custodian issued by the Ministry of Commerce not longer than 1 year prior to the shareholders meeting date and certified true and correct by the authorized representative(s) or the attorney-in-fact of the custodian (if a power of attorney is presented, such power of attorney must state that the attorney-in-fact is empowered to certify the document as such);
- (d) a photocopy of identification document of each of the authorized representative(s) of the custodian and not yet expired, such as ID card, driving license, or passport and certified as true and correct by such authorized representative;

- (e) a photocopy of an unexpired power of attorney of the custodian should there be an appointment of attorney-in-fact to act on behalf of the custodian, certified true and correct by the authorized representative(s) or the attorney-in-fact of the custodian (if the attorney-in-fact is authorized to certify document on behalf of the custodian), and a photocopy of the identification document of the attorney-in-fact issued by a governmental authority as referred to in clause 1.1 above certified true and correct by the attorney-in-fact; and
- (f) an official identification document bearing the shareholder's photograph, and not yet expired, such as ID card, driving license, or passport.

Should any document presented not be made in Thai or English, English translation thereof certified correct translation by the authorized representative(s) of the relevant juristic person must also be made and attached.

**3. The channel for shareholders to submit recommendations or questions related to any agenda which will be considered in the meeting E-AGM is as follows:**

3.1 During the E-AGM meeting, shareholders attending the meeting can submit suggestions or questions through the E-AGM meeting system.

3.2 Shareholders can send advice or questions in advance to the Company before the meeting date via e-mail : [ir@tacconsumer.com](mailto:ir@tacconsumer.com)

**4. Explanation on Vote Casting and Vote Counting at the Annual Meeting of Shareholders via Electronic Media.**

The Chairman of the meeting or any person assigned by the Chairman will inform the shareholders about the method of vote casting and counting before considering the meeting agendas.

1. The method of vote casting at the meeting is in accordance with the Company's Articles of Association and governing laws, namely 1 share for 1 vote.
2. Vote counting for each agenda at this Annual General Meeting of Shareholders shall be divided into 2 categories, as follows:-
  - This resolution must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting. The Company will counted base number of votes for calculation by counting only the votes of the shareholders is against and abstain. Then be deducted from the total number of votes.
  - This resolution must be passed by a vote of no less than two-thirds of the total number of votes of the shareholders and proxy holders who attend the meeting and proxy holders and vote. The Company will counted base number of votes for calculation by counting only the votes of the shareholders is attend the meeting for vote approve, against and abstain
3. In case any proxies cast their votes contrast to the votes specified in the proxy forms, the Company shall count the votes as specified in the proxy forms and already recorded in advance.



### Proxy Form A

Made at.....

.....

Date....., 2023

(1) I,.....Nationality.....  
Residing at No.....Road.....Tambon/Khwaeng.....  
Amphoe/Khet.....Province.....Postcode.....

(2) being a shareholder of the T.A.C.Consumer PCL, holding a total of.....shares, and  
having voting right equivalent to .....vote(s), details of which are as follows:-

Ordinary share of.....share(s), equivalent to.....vote(s)

Preferred share of.....share(s), equivalent to..... vote(s)

(3) Hereby authorizes (please tick for only one proxy)

(1)..... Age..... Residing at No.....  
Road.....Tambon/Khwaeng..... Amphoe/Khet.....  
Province..... Postcode..... or

(2)..... Age..... Residing at No.....  
Road.....Tambon/Khwaeng..... Amphoe/Khet.....  
Province..... Postcode..... or

Proxy to Independent Director

(1) Assoc.Prof. Kitti Siripullop Age 71 Years Address T.A.C. Consumer PCL, 23<sup>rd</sup> Floor, UM Tower No.  
9/231-233 Road Ramkhamhaeng Tambon/Khwaeng Suanluang Amphoe/Khet Suanluang Province  
Bangkok Postcode 10250 or

(2) Ms.Trithip Sivakrskul Age 56 Years Address T.A.C. Consumer PCL, 23<sup>rd</sup> Floor, UM Tower No.  
9/231-233 Road Ramkhamhaeng Tambon/Khwaeng Suanluang Amphoe/Khet Suanluang Province  
Bangkok Postcode 10250

any one of the above as my proxy to attend and vote on my behalf at the 2023 Annual General Meeting of Shareholders  
held on Thursday 27 April 2023 at 10.00 a.m. via Electronic Media (E-AGM).

Any actions performed by the proxy in the said meeting shall be deemed as have been performed by myself in all respects.

Signed \_\_\_\_\_ Grantor  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

---

**Note:**

- A shareholder shall authorize only one proxy to attend the meeting and cast votes. Shares apportion to several proxies and split of votes are not allowed.
- Please attach a valid certificate true copy ID card and signed by the proxy grantor and the proxy.

Proxy Form B

Made at.....

.....

Date....., 2023

(1) I,.....Nationality.....
Residing at No.....Road.....Tambon/Khwaeng.....
Amphoe/Khet.....Province.....Postcode.....

(2) being a shareholder of the T.A.C.Consumer PCL, holding a total of.....shares, and
having voting right equivalent to .....vote(s), details of which are as follows:-
Ordinary share of.....share(s), equivalent to.....vote(s)
Preferred share of.....share(s), equivalent to..... vote(s)

(3) Hereby authorizes (please tick for only one proxy)

[ ] (1)..... Age..... Residing at No.....
Road.....Tambon/Khwaeng..... Amphoe/Khet.....
Province..... Postcode..... or

[ ] (2)..... Age..... Residing at No.....
Road.....Tambon/Khwaeng..... Amphoe/Khet.....
Province..... Postcode..... or

Proxy to Independent Director

[ ] (1) Assoc.Prof. Kitti Siripullop Age 71 Years Address T.A.C. Consumer PCL, 23rd Floor, UM Tower No.
9/231-233 Road Ramkhamhaeng Tambon/Khwaeng Suanluang Amphoe/Khet Suanluang Province
Bangkok Postcode 10250 or

[ ] (2) Ms.Trithip Sivakriskul Age 56 Years Address T.A.C. Consumer PCL, 23rd Floor, UM Tower No.
9/231-233 Road Ramkhamhaeng Tambon/Khwaeng Suanluang Amphoe/Khet Suanluang Province
Bangkok Postcode 10250

any one of the above as my proxy to attend and vote on my behalf at the 2023 Annual General Meeting of Shareholders
held on Thursday 27 April 2023 at 10.00 a.m. via Electronic Media (E-AGM).

(4) I hereby authorize the proxy to vote on my behalf at this meeting as follows:-

Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2022 held on
April 21, 2022

- [ ] (a) The proxy shall be entitled to consider the matter and vote on my behalf, as he/she deems appropriate in all respects.
[ ] (b) The proxy shall vote according to my decision as follows:-
[ ] Approve [ ] Disapprove [ ] Abstain

**Agenda 2** To acknowledge the annual report Company's performance for the year 2022.

- For acknowledgement only. No voting required. -

**Agenda 3** To consider and approving the Financial Statements for the year ended December 31, 2022.

- (a) The proxy shall be entitled to consider the matter and vote on my behalf, as he/she deems appropriate in all respects.
- (b) The proxy shall vote according to my decision as follows:-
- Approve       Disapprove       Abstain

**Agenda 4** To consider approving the appropriation of net profits for the year 2022 operating results and the dividend payment.

- (a) The proxy shall be entitled to consider the matter and vote on my behalf, as he/she deems appropriate in all respects.
- (b) The proxy shall vote according to my decision as follows:-
- Approve       Disapprove       Abstain

**Agenda 5** To approving and election the directors to replace those retiring by rotation.

- (a) The proxy shall be entitled to consider the matter and vote on my behalf, as he/she deems appropriate in all respects.
- (b) The proxy shall vote according to my decision as follows:-
- Vote in respect of the nominated candidates as a whole
- Approve       Disapprove       Abstain
- Vote in respect of individual nominated candidate
1. ADM Apichart Pengsritong
- Approve       Disapprove       Abstain
2. Mrs. Paktra Suriyapee
- Approve       Disapprove       Abstain
3. Mr. Komsak Wattanasriroj
- Approve       Disapprove       Abstain

**Agenda 6** To consider approving the remuneration of directors.

- (a) The proxy shall be entitled to consider the matter and vote on my behalf, as he/she deems appropriate in all respects.
- (b) The proxy shall vote according to my decision as follows:-
- Approve       Disapprove       Abstain

**Agenda 7** To consider approving the appointment and fixing of remuneration of auditors.

- (a) The proxy shall be entitled to consider the matter and vote on my behalf, as he/she deems appropriate in all respects.
- (b) The proxy shall vote according to my decision as follows:-
- Approve       Disapprove       Abstain

(5) Voting by the proxy in any agenda that does not conform to my decision specified in this proxy appointment shall be deemed invalid and therefore is not my voting as a shareholder.

(6) In case I have not clearly stated my vote for any agenda, or there are additional agendas to be considered other than mentioned above, including amendment or addition of any fact thereof, the proxy shall have the right to consider the matter and vote on my behalf as he/she deems appropriate in all respects.

Any actions performed by the proxy in the said meeting, except the voting(s) not conform to my statement in this proxy appointment, shall be deemed as have been performed by myself in all respects.

Signed \_\_\_\_\_ Grantor  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

---

**Note:**

1. The shareholder shall appoint only one proxy to attend the meeting and vote on his/her behalf. Shares apportion to several proxies and split of votes are not allowed.
2. On the agenda regarding director election, the voting can be made for the nominated candidates as a whole or for individual candidate.
3. In case there are agendas other than stated above, the proxy may fill in the attached Annex to Form B.

**Annex to Proxy Form B**

Proxy of the shareholder of T.A.C. Consumer Public Company Limited.

In the 2023 Annual General Meeting of Shareholders on Thursday 27 April 2023 via Electronic Media (E-AGM).

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

- (a) The proxy shall be entitled to consider the matter and vote on my behalf, as he/she deems appropriate in all respects.
- (b) The proxy shall vote according to my decision as follows:-
  - Approve       Disapprove       Abstain

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

- (a) The proxy shall be entitled to consider the matter and vote on my behalf, as he/she deems appropriate in all respects.
- (b) The proxy shall vote according to my decision as follows:-
  - Approve       Disapprove       Abstain

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

- (a) The proxy shall be entitled to consider the matter and vote on my behalf, as he/she deems appropriate in all respects.
- (b) The proxy shall vote according to my decision as follows:-
  - Approve       Disapprove       Abstain

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

- (a) The proxy shall be entitled to consider the matter and vote on my behalf, as he/she deems appropriate in all respects.
- (b) The proxy shall vote according to my decision as follows:-
  - Approve       Disapprove       Abstain

**Agenda 5 To consider and elect directors in replacement of those retired by rotation (continued)**

Candidate's Name.....

- Approve       Disapprove       Abstain

Candidate's Name.....

- Approve       Disapprove       Abstain

Candidate's Name.....

- Approve       Disapprove       Abstain

Proxy Form C

(Specifically applied to foreign shareholders for which a custodian in Thailand is appointed)

Made at.....

Date....., 2023

(1) I/We.....Nationality.....
Residing at No.....Road.....Tambon/Khwaeng.....
Amphoe/Khet.....Province.....Postcode.....
as being a custodian for.....
that is a shareholder of T.A.C. Consumer Public Company Limited, holding a total of .....share(s)
and having voting right equivalent to .....vote(s), details of which are as follows:-

Ordinary share of.....share(s), equivalent to.....vote(s)

Preferred share of.....share(s), equivalent to..... vote(s)

(2) Hereby authorizes (please tick for only one proxy)

[ ] (1)..... Age..... Residing at No.....
Road.....Tambon/Khwaeng..... Amphoe/Khet.....
Province..... Postcode..... or

[ ] (2)..... Age..... Residing at No.....
Road.....Tambon/Khwaeng..... Amphoe/Khet.....
Province..... Postcode..... or

Proxy to Independent Director

[ ] (1) Assoc.Prof. Kitti Siripullop..... Age..... 71..... Years Address T.A.C. Consumer PCL, 23rd Floor, UM Tower, No.
9/231-233..... Road Ramkhamhaeng, Tambon/Khwaeng..... Suanluang..... Amphoe/Khet..... Suanluang Province
Bangkok..... Postcode..... 10250..... or

[ ] (2) Ms.Trithip Sivakrskul..... Age..... 56..... Years Address T.A.C. Consumer PCL, 23rd Floor, UM Tower, No.
9/231-233..... Road Ramkhamhaeng, Tambon/Khwaeng..... Suanluang..... Amphoe/Khet..... Suanluang Province
Bangkok..... Postcode..... 10250.....

any one of the above as my proxy to attend and vote on my behalf at the 2023 Annual General Meeting of Shareholders
held on Thursday 27 April 2023 at 10.00 a.m. via Electronic Media (E-AGM).

(4) I hereby authorize the proxy to vote on my behalf at this meeting as follows:-

Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2022 held on
April 21, 2022

[ ] (a) The proxy shall be entitled to consider the matter and vote on my behalf, as he/she deems appropriate in all respects.

[ ] (b) The proxy shall vote according to my decision as follows:-

[ ] Approve [ ] Disapprove [ ] Abstain

**Agenda 2** To acknowledge the annual report Company's performance for the year 2022.

- For acknowledgement only. No voting required. -

**Agenda 3** To consider and approving the Financial Statements for the year ended December 31, 2022.

- (a) The proxy shall be entitled to consider the matter and vote on my behalf, as he/she deems appropriate in all respects.
- (b) The proxy shall vote according to my decision as follows:-
- Approve       Disapprove       Abstain

**Agenda 4** To consider approving the appropriation of net profits for the year 2022 operating results and the dividend payment.

- (a) The proxy shall be entitled to consider the matter and vote on my behalf, as he/she deems appropriate in all respects.
- (b) The proxy shall vote according to my decision as follows:-
- Approve       Disapprove       Abstain

**Agenda 5** To approving and election the directors to replace those retiring by rotation.

- (a) The proxy shall be entitled to consider the matter and vote on my behalf, as he/she deems appropriate in all respects.
- (b) The proxy shall vote according to my decision as follows:-
- Vote in respect of the nominated candidates as a whole
- Approve       Disapprove       Abstain
- Vote in respect of individual nominated candidate
1. ADM Apichart Pengsritong
- Approve       Disapprove       Abstain
2. Mrs. Paktra Suriyapee
- Approve       Disapprove       Abstain
3. Mr. Komsak Wattanasriroj
- Approve       Disapprove       Abstain

**Agenda 6** To consider approving the remuneration of directors.

- (a) The proxy shall be entitled to consider the matter and vote on my behalf, as he/she deems appropriate in all respects.
- (b) The proxy shall vote according to my decision as follows:-
- Approve       Disapprove       Abstain

**Agenda 7** To consider approving the appointment and the fixing of remuneration of auditor.

- (a) The proxy shall be entitled to consider the matter and vote on my behalf, as he/she deems appropriate in all respects.
- (b) The proxy shall vote according to my decision as follows:-
- Approve       Disapprove       Abstain

(5) Voting by the proxy in any agenda that does not conform to my decision specified in this proxy appointment shall be deemed invalid and therefore is not my voting as a shareholder.

(6) In case I have not clearly stated my vote for any agenda, or there are additional agendas to be considered other than mentioned above, including amendment or addition of any fact thereof, the proxy shall have the right to consider the matter and vote on my behalf as he/she deems appropriate in all respects.

Any actions performed by the proxy in the said meeting, except the voting(s) not conform to my statement in this proxy appointment, shall be deemed as have been performed by myself in all respects.

Signed \_\_\_\_\_ Grantor  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

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**Note:**

1. The Proxy Form C is used in the sole case that the shareholder is specified on the shareholders registration book as a foreign investor and has appointed a custodian in Thailand to be responsible for his/her shares.
2. Documents to be enclosed with this form are
  - (1) Power of attorney by a shareholder authorizing the custodian to sign the proxy form on his/her behalf
  - (2) Letter certifying that the signer of the proxy is permitted to undertake custodian business
3. The shareholder shall appoint only one proxy to attend the meeting and vote on his/her behalf. Shares apportion to several proxies is not allowed.
4. On the agenda regarding director election, the voting can be made for the nominated candidates as a whole or for individual candidate.
5. In case there are agendas other than stated above, the proxy may fill in the attached Annex to Form C.

**Annex to Proxy Form C**

Proxy of the shareholder of T.A.C. Consumer Public Company Limited.

In the 2023 Annual General Meeting of Shareholders on Thursday 27 April 2023 at 10.00 a.m. via Electronic Media (E-AGM).

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

- (a) The proxy shall be entitled to consider the matter and vote on my behalf, as he/she deems appropriate in all respects.
- (b) The proxy shall vote according to my decision as follows:-
  - Approve       Disapprove       Abstain

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

- (a) The proxy shall be entitled to consider the matter and vote on my behalf, as he/she deems appropriate in all respects.
- (b) The proxy shall vote according to my decision as follows:-
  - Approve       Disapprove       Abstain

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

- (a) The proxy shall be entitled to consider the matter and vote on my behalf, as he/she deems appropriate in all respects.
- (b) The proxy shall vote according to my decision as follows:-
  - Approve       Disapprove       Abstain

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

- (a) The proxy shall be entitled to consider the matter and vote on my behalf, as he/she deems appropriate in all respects.
- (b) The proxy shall vote according to my decision as follows:-
  - Approve       Disapprove       Abstain

**Agenda 5 To consider and elect directors in replacement of those retired by rotation (continued)**

Candidate's Name.....

- Approve       Disapprove       Abstain

Candidate's Name.....

- Approve       Disapprove       Abstain

Candidate's Name.....

- Approve       Disapprove       Abstain

Attachment 10

Registration form for attending the AGM through Electronic Media (E-AGM)

---

Written at.....

.....

Date .....

I/We.....Nationality.....

Address.....

Email.....Tel.....

as a shareholder of T.A.C.Consumer Public Company Limited (the “Company”) holding a total number of  
.....shares

I hereby confirm to attend the meeting and cast the votes in the 2023 Annual General Meeting of Shareholders on Thursday, 27 April 2023, 10.00 a.m. through Electronic Media (E-AGM) and would like to request the Company to send a Web link and manual for attending the E-AGM to my/our email as follows.

Email.....

Sign.....Shareholder

(.....)

**Remark:** Kindly send this registration form for attending the AGM through Electronic Media (EAGM) which has been completely filled out, and attached identification document for inspection in relation to attending the E-AGM to the Company **within Tuesday, 18 April 2023** via the following channels:

- Email: [ir@tacconsumer.com](mailto:ir@tacconsumer.com) or
- Post: Company Secretary, Address: T. A. C. Consumer Public Company Limited, 23<sup>rd</sup> Floor, UM Tower, 9/231-233 Ramkumheng Road, Suanlaung, Bangkok, Thailand. 10250.