



- Translation -

Ref. TIPCO 004/2023

February 20, 2023

Subject: Fixing the date, the agenda of the Annual General Shareholders' Meeting for the year 2023, the dividend payments for the year 2022, and amending the Company's Articles of Association No. 24, 30, 31, 32

Attention: President & Director  
The Stock Exchange of Thailand

The Board of Directors' Meeting No. 2/2023 on February 20, 2023 has passed the resolutions as follows:

1. To recommend the dividend payment per share for the year 2022 at 0.89 baht, paid from the net profit and retained earnings, based on the Company's financial statements as of 31 December 2022, total amount of 429,495,879.60 baht which is 153% of net profit of separate financial statements. On December 9, 2022 the Company has already made an interim dividend payment at 0.19 baht per share for the performance from 1 January 2022 – 30 September 2022, total amount of 91,690,131.60 baht. Therefore, the remaining 2022 dividend is 0.70 baht per share from the net profit for the year 2022 and retained earnings, equivalent to the dividend payment in the amount of 337,805,748 baht and paid dividend on Wednesday, May 3, 2023.

A shareholder who is natural person is entitled to a tax credit in accordance with the criteria in Section 47 bis of the Revenue Code, at the rate of 20/80 for his/her dividend.

The dividend will be paid to the shareholders, who are entitled to receive dividends on the Company's Articles of Association, listed on the record date on Wednesday, April 19, 2023.

However, the resolution of Dividend payment will be presented in the Annual General Shareholders' Meeting for the year 2023, for approval.

2. To hold the Annual General Shareholders' Meeting (AGM) for the year 2023 on Friday, April 7, 2023 at 10.00 hours at TIPCO TOWER 1, 5<sup>th</sup> Floor Auditorium, 118/1 Rama 6 Road, Phayathai Sub-district, Phayathai District, Bangkok 10400 to consider the following agenda:
  1. To consider and adopt the minutes of the Annual General Shareholders' Meeting (AGM) for the year 2022 on April 7, 2022.  
Opinion of the Board: Recommend the AGM to approve the minutes as outlined in the enclosed document.
  2. To acknowledge the directors' annual performance report on the Company's 2022 performance.

Head Office : 118/1 TIPCO Tower, Rama 6 Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok. 10400 Thailand, Tel : (662) 273 6200

Factory : 205/1 Moo 2, Tambon Pongyang, Maerim District, Chiangmai Province 50180 Thailand.

Factory : 999 Moo 7 Phu Kham, Wichian Buri, Phetchaboon 67180 Thailand.

สำนักงานใหญ่ : เลขที่ 118/1 อาคารทิปโก้ ถนนพระราม 6 แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400, โทร (02) 273 6200

โรงงานเชียงใหม่ : เลขที่ 205/1 หมู่ 2 ตำบลโป่งแยง อำเภอแมริม จังหวัดเชียงใหม่ 50180 ประเทศไทย

โรงงานเพชรบูรณ์ : เลขที่ 999 หมู่ที่ 7 ตำบลพุดสาม อำเภอวิเชียรบุรี จังหวัดเพชรบูรณ์ 67180 ประเทศไทย



**Opinion of the Board:** Recommend the AGM to acknowledge the directors' annual performance report on the Company's 2022 performance.

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

**Opinion of the Board:** Recommend the AGM to approve the audited financial statements for the year ended December 31, 2022

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

**Opinion of the Board:** Recommend the AGM to approve dividend payment for the year 2022 at 0.89 baht per share. On December 9, 2022 the Company has already made an interim dividend payment at 0.19 baht per share. Therefore, the remaining 2022 dividend is 0.70 baht per share.

5. To consider and elect the directors to replace the retiring directors

**Opinion of the Board:** Recommend the AGM to re-elect 4 retired on term directors, namely, and Mr. Surachet Supsakorn, Mr. Nontigorn Kanchanachitra, Mr. Somchai Supattarakul and Mr. Chokchai Tocharoentanaphol for the next term.

6. To consider and approve the determine director remuneration for the year 2023.

**Opinion of the Board:** Recommend the AGM to approve the director's remuneration as proposed.

| Position  | Monthly Remuneration              | Remuneration from Operating Results |
|---|-----------------------------------|-------------------------------------|
| Chairman of the Board of Directors                    | Baht 50,000/month                 | Baht 600,000/annum                  |
| Member of the Board of Directors                      | Baht 40,000/month                 | Baht 480,000/annum                  |
| Chairman of the Audit Committee                       | Baht 70,000, four times per annum | -                                   |
| Member of the Audit Committee                         | Baht 50,000, four times per annum | -                                   |
| Chairman of the Nomination and Remuneration Committee | Baht 60,000/annum                 | -                                   |
| Member of the Nomination and Remuneration Committee   | Baht 40,000/annum                 | -                                   |

7. To consider and approve the appointment of an auditor(s) and its remuneration fees for the year 2023.

**Opinion of the Board:** Recommend the AGM to approve the appointment of  
 Mr. Natthawut Santipet C.P.A no. 5730 and/or  
 Ms. Isaraporn Wisutthiyan C.P.A no. 7480 and/or  
 Mr. Pornanan Kitjanawanchai C.P.A no. 7792

The auditors from EY Office Limited as the external auditor of the Company for the year 2023 with the remuneration of 1,150,000 baht per year.

Head Office : 118/1 TIPCO Tower, Rama 6 Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok. 10400 Thailand, Tel : (662) 273 6200

Factory : 205/1 Moo 2, Tambon Pongyang, Maerim District, Chiangmai Province 50180 Thailand.

Factory : 999 Moo 7 Phu Kham, Wichian Buri, Phetchaboon 67180 Thailand.

สำนักงานใหญ่ : เลขที่ 118/1 อาคารทีปโก้ ถนนพระราม 6 แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400, โทร (02) 273 6200

โรงงานเชียงใหม่ : เลขที่ 205/1 หมู่ 2 ตำบลโป่งแยง อำเภอแมริม จังหวัดเชียงใหม่ 50180 ประเทศไทย

โรงงานเพชรบูรณ์ : เลขที่ 999 หมู่ที่ 7 ตำบลพุดสาม อำเภอวิเชียรบุรี จังหวัดเพชรบูรณ์ 67180 ประเทศไทย



8. To consider amendment of the Company's Articles of Association No.24, 30, 31, 32  
**Opinion of the Board:** Recommend the AGM to approve the amendment of the Company's Articles of Association No.24, 30, 31, 32 as proposed.

| Company's Current Articles of Association   | Proposed change   |
|---|---|
| <p>Clause 24. To call for the meeting of the board of directors, the chairman or the person assigned is required to submit a letter of appointment to the directors at least seven days in advance of the meeting date unless it is an urgent case to look after the interest of the company, the appointment on the meeting of the board may be made by other methods and the meeting may be made earlier.</p>   | <p>Clause 24. To call for the meeting of the board of directors, the chairman or the person assigned is required to submit a letter of appointment to the directors at least <b>three</b> days in advance of the meeting date unless it is an urgent case to look after the interest of the company, the appointment on the meeting of the board may be made <b>by electronic</b> or by other methods and the meeting may be made earlier.</p> <p><b><u>If it is reasonable, or for the protection of the Company's interest, at least two directors may jointly request that the Chairman of the Board summon a meeting of the Board of Directors, whereby the agendas and reasons that will be proposed for consideration must be specified. In the case that a request is made by at least two directors, the Chairman of the Board shall summon and fix the date of the meeting within fourteen days of the date of receipt of the request.</u></b></p> <p><b><u>In the case where the Chairman of the Board does not take action in accordance with the provision in paragraph three, the requesting directors may jointly summon and fix the date of the meeting of the Board of Directors to consider the proposed agenda items within fourteen days of the end of such period mentioned in paragraph two.</u></b></p> |
| <p>Clause 30. The board of directors is required to arrange the meeting of shareholders which is the annual meeting of shareholders within four months since the end of the accounting period of the company.</p> <p>The other meeting of shareholders is called the extraordinary meeting of shareholders. The board of directors may call for the extraordinary meeting of shareholders at any time as deemed suitable or One or more shareholders holding shares amounting to not less than ten percent of the total number of shares sold may submit a written request to the Board of Directors for calling an extraordinary</p> | <p>Clause 30. The board of directors is required to arrange the meeting of shareholders which is the annual meeting of shareholders within four months since the end of the accounting period of the company.</p> <p>The other meeting of shareholders is called the extraordinary meeting of shareholders. The board of directors may call for the extraordinary meeting of shareholders at any time as deemed suitable or One or more shareholders holding shares amounting to not less than ten percent of the total number of shares sold may submit a written request to the Board of Directors for calling an extraordinary</p>   |

Head Office : 118/1 TIPCO Tower, Rama 6 Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok. 10400 Thailand, Tel : (662) 273 6200

Factory : 205/1 Moo 2, Tambon Pongyang, Maerim District, Chiangmai Province 50180 Thailand.

Factory : 999 Moo 7 Phu Kham, Wichian Buri, Phetchaboon 67180 Thailand.

สำนักงานใหญ่ : เลขที่ 118/1 อาคารทิปโก้ ถนนพระราม 6 แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400, โทร (02) 273 6200

โรงงานเชียงใหม่ : เลขที่ 205/1 หมู่ 2 ตำบลโป่งแยง อำเภอแมริม จังหวัดเชียงใหม่ 50180 ประเทศไทย

โรงงานเพชรบูรณ์ : เลขที่ 999 หมู่ที่ 7 ตำบลพุดาม อำเภอวิเชียรบุรี จังหวัดเพชรบูรณ์ 67180 ประเทศไทย



general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph two, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five days from the completion of such period. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.

In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph three is not formed according to Article 33, the shareholders as prescribed under paragraph three shall be collectively responsible to the Company for expenses arising from such meeting.

general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph two, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five days from the completion of such period. The shareholders calling the meeting may send the notice of the meeting to the shareholders by electronic method, if such shareholders have notified their intention or given their consent to the Company or the Board of Directors in accordance with the criteria prescribed by law. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.

In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph three is not formed according to Article 33, the shareholders as prescribed under paragraph three shall be collectively responsible to the Company for expenses arising from such meeting.

Clause 31. To call for the meeting of shareholders, the board of director is required to send a letter of appointment indicating the venue, date, time and agenda of the meeting and the matters to be proposed to the meeting with appropriate details and it is required to clearly indicate that the matter is submitted for information, approval or consideration as applicable, including the opinion of the board of directors on such matter and the letter is required to be sent to the shareholders at least seven days before the meeting date and the advertisement on the appointment of the meeting date is required to be published in the

Clause 31. To call for the meeting of shareholders, the board of director is required to send a letter of appointment indicating the venue, date, time and agenda of the meeting and the matters to be proposed to the meeting with appropriate details and it is required to clearly indicate that the matter is submitted for information, approval or consideration as applicable, including the opinion of the board of directors on such matter and the letter is required to be sent to the shareholders at least seven days before the meeting date and the advertisement on the appointment of the meeting date is required to be published in the

Head Office : 118/1 TIPCO Tower, Rama 6 Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok. 10400 Thailand, Tel : (662) 273 6200  
 Factory : 205/1 Moo 2, Tambon Pongyang, Maerim District, Chiangmai Province 50180 Thailand.  
 Factory : 999 Moo 7 Phu Kham, Wichian Buri, Phetchaboon 67180 Thailand.

สำนักงานใหญ่ : เลขที่ 118/1 อาคารทีปโก้ ถนนพระราม 6 แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400, โทร (02) 273 6200

โรงงานเชียงใหม่ : เลขที่ 205/1 หมู่ 2 ตำบลโป่งแยง อำเภอแมริม จังหวัดเชียงใหม่ 50180 ประเทศไทย

โรงงานเพชรบูรณ์ : เลขที่ 999 หมู่ที่ 7 ตำบลพุดงาม อำเภอวิเชียรบุรี จังหวัดเพชรบูรณ์ 67180 ประเทศไทย



|  |  |
|--|--|
| <p>newspaper for three consecutive days before the meeting date.</p> <p>The venue employed to arrange the meeting according to the first paragraph is required to be located in area resided with the head office or the branch office of the company or nearby province.</p>  | <p>newspaper for three consecutive days before the meeting date. <b><u>The Company may advertise the notice via electronic means in accordance with the criteria prescribed by law instead.</u></b></p> <p>The venue employed to arrange the meeting according to the first paragraph is required to be located in area resided with the head office or the branch office of the company or nearby province <b><u>throughout the Kingdom as may be determined by the Board of Directors. In the event that any shareholders' meeting is conducted via electronic means, the Company's head office shall be deemed the venue of such meeting.</u></b></p>                 |
| <p>Clause 32. The shareholder is eligible to attend and cast a vote in the meeting of shareholders or may assign the other person to attend and cast the vote in the meeting for him.</p> <p>The assignment is required to be made in writing and signed by the assignor and delivered to the chairman in the meeting at the venue of the meeting before the assignee will attend the meeting.</p> | <p>Clause 32. The shareholder is eligible to attend and cast a vote in the meeting of shareholders or may assign the other person to attend and cast the vote in the meeting for him.</p> <p>The assignment is required to be made in writing and signed by the assignor and delivered to the chairman in the meeting at the venue of the meeting before the assignee will attend the meeting. <b><u>Appointment of a proxy may be carried out via electronic means, provided that such method is safe, and that it is credible that such appointment has been duly made by a shareholder in accordance with the criteria prescribed by the Share Registrar.</u></b></p> |

9. To consider other matters (if any)

The record date and the Shareholder's register book closing date for the right to attend the Annual Shareholder's Meeting for the year 2023 shall be on Wednesday, March 8, 2023.

Please be informed accordingly.

Sincerely yours,

- Signed -

Mr. Leuchar Pisitthakarn  
Acting Chief Executive Officer

Head Office : 118/1 TIPCO Tower, Rama 6 Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok. 10400 Thailand, Tel : (662) 273 6200

Factory : 205/1 Moo 2, Tambon Pongyang, Maerim District, Chiangmai Province 50180 Thailand.

Factory : 999 Moo 7 Phu Kham, Wichian Buri, Phetchaboon 67180 Thailand.

สำนักงานใหญ่ : เลขที่ 118/1 อาคารทีบีเอฟู้ด ถนนพระราม 6 แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400, โทร (02) 273 6200

โรงงานเชียงใหม่ : เลขที่ 205/1 หมู่ 2 ตำบลโป่งแยง อำเภอแมริม จังหวัดเชียงใหม่ 50180 ประเทศไทย

โรงงานพิจิตร : เลขที่ 999 หมู่ที่ 7 ตำบลพุดาม อำเภอวิเชียรบุรี จังหวัดเพชรบูรณ์ 67180 ประเทศไทย