

**Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 via Electronic Means
Thai Optical Group Public Company Limited or TOG
16th June 2021 at 10:00 - 11:00 hrs.
Broadcasting from the Optic Gallery of the Thai Optical Company Limited or TOC
Bangbuathong Nonthaburi**

Present

1	Dr. Sawang	Prachartam	Chairman of the Board
2	Mr. Singh	Tangtatswas	Independent Director / Chairman of the Audit Committee
3	Mr. Banchong	Chittchang	Independent Director / Chairman of the Business Strategic Committee
4	Mr. Phairuch	Mekarporn	Independent Director / Chairman of the Nomination and Remuneration Committee
5	Mr. David Andrew	Cross	Non-Executive Director
6	Mr. Sarote	Prachaktam	Non-Executive Director
7	Mrs. Pornpun	Thotrakul	Non-Executive Director
8	Ms. Wichit	Thaveeprechachat	Non-Executive Director
9	Mr. Torn	Prachartam	Executive Director / Chief Executive Officer (CEO)
10	Mrs. Amolrat	Prachartam	Executive Director / Chief Administrative Officer (CAO)

Absent

1	Assoc.Prof.Dr. Wicha	Jiwalai	Independent Director
2	Mr. Paul Bryan	Fussey	Non-Executive Director

Attendees

1	Mr. Chaiwat	Chittikun	Chief Operating Officer (COO)
2	Ms. Jirasuda	Sumpaotong	Chief Financial Officer (CFO)
3	Ms. Supat	Kuanpradit	Company Secretary
4	Ms. Nuchjarin	Boonsermsuk	Secretary to the Audit Committee
5	Mrs. Sarinda	Hirunprasurtwutti	Auditor from EY Office Limited
6	Ms. Jintana	Umpornpa-nga	Auditor from EY Office Limited
7	Mr. Suwikorn	Eimdilok	Law Office of Suwikorn Eimdilok
8	Mr. Noppadon	Pakonnimiddee	Representative from Thai Investors Association
9	Ms. Siriporn	Phol-uayporn	Shareholder Representative

The meeting commenced at 10:00 hrs.

Dr. Sawang Prachartam, Chairman of the Board of Directors, presided as Chairman of the Meeting (the Chairman) had welcomed and conveyed gratitude to all shareholders and proxies. The Chairman announced that there were shareholders and proxies who attended the Meeting hereunder:

Number of shareholders		
Total Shares	474,318,000	
	Number of Participants	Number of Shares
Attended via online system	28	121,968,880
Attended at the physical meeting venue	0	0
Proxy	27	239,088,731
Total	55	361,057,611
Minimum shares to constitute a quorum	25	158,106,000

According to the Company's Article of Association Clause 39 defined that in the meeting of shareholders, the total persons and proxies attended the meeting should not be less than 25 persons and the total numbers of shares should not be less than one third of the total numbers of free float shares of the Company's total paid up shares which was 474,318,000 shares or not less than 158,106,000 shares which were considered forming a quorum.

As above said proportions, the Meeting was therefore considered to form a quorum. The Chairman opened the Meeting. The Chairman appointed Ms. Supat Kuanpradit, Company Secretary, to be the MC of today's meeting.

In accordance with the Company's Articles of Association and the agenda set forth in the invitation letter that the Company has informed the details related to the arrangement of the Extraordinary General Meeting of Shareholders in 3 ways as follows:

1. Sent out the meeting invitation letter via registered letter to all shareholders.
2. Published an advertisement for the Extraordinary General Meeting of Shareholders in the daily newspaper.
3. Published information about the Extraordinary General Meeting of Shareholders to the electronic news of the Stock Exchange of Thailand and the Company's website.

Pursuant to Section 33 of the Public Limited Company Act provides that to cast a vote, each share shall have one vote. Voting shall be done on the open basis, unless at least five shareholders request to vote by other means. Due to the COVID-19 outbreak, the Company has complied with government announcements supporting the organizing of meetings via electronic mean. In which to comply with the Royal Decree on the Meeting via electronic media Announced on 18 April 2020, the company has therefore introduced an electronic system to organize meetings to facilitate the registration and vote counting, as well as to use the aforementioned electronic system to systematically collect voting information for each agenda item. The company therefore asks all shareholders to vote via electronic mean, which the company has sent a detailed instruction manual in advance.

With reference to the Company's Article of Association Clause 42 defining that the vote casting in the Meeting was one share per one vote, in case that, any shareholders who were considered as the stakeholders in any agendas then their votes would not be counted in that agenda. Voting can be done through the DAP e-Shareholder Meeting as follows; firstly, click "Vote", then select "Approve/Disapprove/Abstain", and, lastly, wait for the company declare that "Voting is closed". The shareholders can press "blue graph icon" to view the summary of the voting results on each agenda item.

Today's meeting has 4 agendas as follows:

Agenda Item 1 To certify the minutes of the Annual General Meeting of Shareholders No. 18/2021 which was held on April 8, 2021

Agenda Item 2 To approve the corporate restructuring plan by transferring the entire business of Poly Sun Co., Ltd. ("PLS") to Thai Optical Group Public Company Limited ("TOG")

Agenda Item 3 To approve the appointment of the auditors who will prepare the financial statements at the Poly Sun Co., Ltd.'s dissolution date and to fix the audit fees

Agenda Item 4 Other matters (if any)

The vote counting in every agenda will be based on a majority vote, unless the law requires otherwise. Voting will be divided into 2 categories as follows:

Category 1 : Agenda 1 and Agenda 3

These agenda items must be approved by a majority vote of the total votes of the shareholders who attend the meeting and appoint their proxies and have the right to vote.

Category 2 : Agenda 2

This agenda item must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and appoint proxies and have the right to vote.

In addition, the Company records video throughout the meeting which can be viewed after the meeting via the Company's website at www.thaiopticalgroup.com.

Agenda Item 1 To certify the minutes of the Annual General Meeting of Shareholders No. 18/2021 which was held on April 8, 2021

The Company proposed the Meeting to consider and certify the Minutes of the Annual General Meeting of Shareholders No.18/2021 which was held on April 8, 2021 that were prepared and sent the copy within 14 days from the date of the meeting to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe in compliance with Thai law. Also, the copy of the said minutes had already been delivered together with the Meeting Invitation letter to all shareholders.

The Company opened opportunity to shareholders to ask questions and provide comments. And there were no questions nor comments raised, while the Meeting was considering this agenda. The Company requested the Meeting had the resolution to certify the Minutes as proposed.

Resolution: The quorum resolved to certify the the minutes of the Annual General Meeting of Shareholders No. 18/2021 as proposed, by majority votes of shareholders who attended the meeting and casted their votes and appointed proxies as follows:

สรุปผลการลงคะแนน วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 18/2564 วันที่ 8 เมษายน 2564 (Agenda 1 To approve the minutes from the previous e-AGM No. 18/2021, held on April 8, 2021)

รายการ	จำนวนเสียงที่ลงมติ	ร้อยละ
เห็นด้วย (Approved)	370,484,011	100.0000
ไม่เห็นด้วย (Disapproved)	0	0.0000
งดออกเสียง (Abstained)	0	-
รวม (Total)	370,484,011	100.0000

Remark Please note that there were no so-called voided ballot paper as the company is using the electronic voting system.

Agenda Item 2 To approve the corporate restructuring plan by transferring the entire business of Poly Sun Co., Ltd. (“PLS”) to Thai Optical Group Public Company Limited (“TOG”)

Torn Prachartam, CEO proposed the corporate restructuring plan by transferring the entire business of Poly Sun Co., Ltd. (“PLS”) to Thai Optical Group Public Company Limited (“TOG”) to the shareholders as follows;

The Company will execute the restructuring transaction through EBT in which the Company will receive the business of manufacturing and distribution of tinted and polarized lenses from PLS, as well as assets, liabilities, licenses, entire rights and duties, and will dissolve PLS in accordance with the Thai Revenue Code. Thus, the value of the transaction is determined to be the fair value. The Board has authorized the Executive Committee to consider appointing an independent appraisal to determine the appropriate fair value with the Company’s best interest and in accordance with related laws and regulations such as, the Securities and Exchange Act B.E.2535, the Public Companies Limited Act B.E.2535, and the Thai Revenue Code., and including the notifications of related law. The transaction is expected to be completed within December 2021.

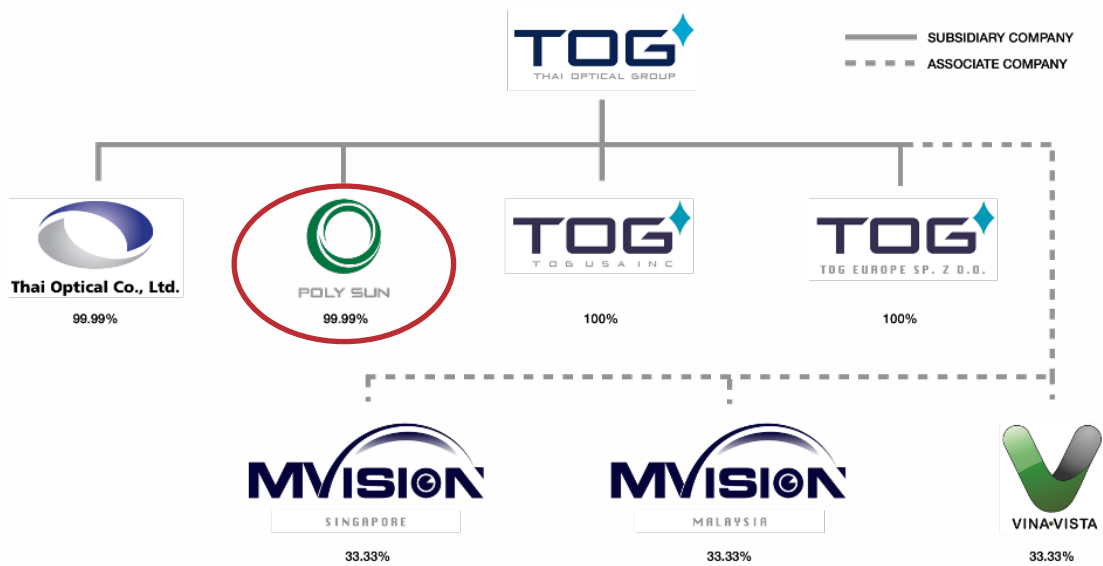
As the EBT Transaction is a restructuring of group of company on the basis of under common control (UCC), it is not subject to the regulation of the acquisition of assets pursuant to Notification of the Capital Market Supervisory Board No.TorChor 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E.2547.

Furthermore, the transaction is exempted from compliance with the Notification of the Capital Market Supervisory Board No.TorChor 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E.2546.

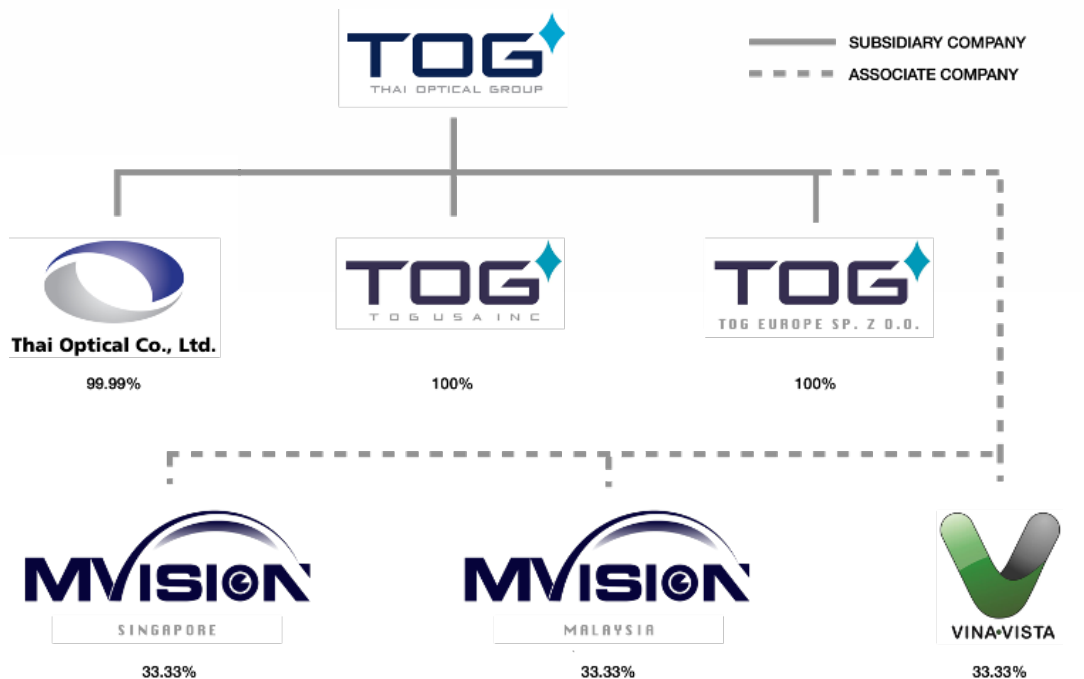
However, the execution of the transaction is regarded as the Company acquisition and receive the transfer of another business to the Company pursuant to Section 107(2)(b) of the Public Limited Companies Act B.E.2535. Therefore, the Company is required to obtain approval for the EBT transaction from the shareholders' meeting, with not less than three-quarters of all votes of the shareholders present at the shareholders' meeting and entitled to vote.

The restructuring through EBT from the subsidiary (transferor) to the Company (transferee) is to achieve the group of company strategic goal in creating a sustain growth for the business. The restructuring illustrates as follows:

Prior to the EBT



After the EBT



The EBT transaction will not significantly affect the Company's financial position and operation results which the transaction is executed between the Company and its 99.99% subsidiary.

The Board of Directors of the Company unanimously resolved to propose the shareholders' meeting to consider and approve the entire business transfer of PLS to TOG. In this regard, the purchased and acquired value of the entire business is approximately THB 82 million stipulated by the meeting of the executive committee on 13 May 2021. Please refer to Information Memorandum of the resolution of meeting of executive meeting of Thai Optical group Public Company Limited (Enclosure 3).

However, the said value can be altered according to the change of net book value of shareholder's equity of PLS at the effective date and requested the shareholders' meeting to authorize the board of directors, executive committee, authorized director(s) ; and/ or person(s) entrusted by the board of directors executive committee and/or authorised director(s) to be empowered to approve, determine and/ or amend the details and any conditions in connection with or necessary for the above entire business transfer transactions such as the date of transfer, price and term of payment including negotiation, discussion and signing in the documents and other relevant agreements and any actions which are necessary for entire business transfer and liaison with government authorities until the entire business is completed.

The Company opened the opportunity for the shareholders to inquire details about the EBT and received a question from a shareholder as follows:

Question from Ms. Noppadon Pakonnimiddee, Representative from Thai Investor Association
How will the EBT benefit minor shareholders?

Answer from Torn Prachartam, CEO

The rationale of the transaction in which will benefit the business in many ways, for instance:

- Restructuring with the Company, a listed company, as the transferee and operator of the business will likely increase the group of Company's creditability, create trustworthiness towards the suppliers and clients, and including, fully enhance the Company's competitive advantages. For example, the bargaining power for the purchase of raw materials Ordering large volumes on behalf of TOG will receive better prices and order conditions than ordering on behalf of a subsidiary, PLS.
- The transaction could reduce unnecessary management expenses between the two companies including reducing the cost of job positions that are redundant in internal management such as accounting, personnel management, warehouse and transportation personnel, etc.

Resolution: The quorum resolved to approve the corporate restructuring plan by transferring the entire business of Poly Sun Co., Ltd. ("PLS") to Thai Optical Group Public Company Limited ("TOG") with votes of not less than three-quarters (3/4) of the total number of votes of the shareholders attending the meeting and proxies who are have the rights to votes as follows:

สรุปผลการลงคะแนน วาระที่ 2 พิจารณานโยบายแผนปรับโครงสร้างธุรกิจด้วยวิธีการโอนกิจการทั้งหมดบริษัท โพลีซัน จำกัด ("PLS") มายัง บริษัท ไทยออปติคัล กรุ๊ป จำกัด (มหาชน) ("TOG") (Agenda 2 To approve the corporate restructuring plan by transferring the entire business of Poly Sun Co., Ltd. ("PLS") to Thai Optical Group Public Company Limited ("TOG"))		
อนึ่ง เนื่องจาก PLS เป็นบริษัทย่อยที่ TOG ถือหุ้นร้อยละ 99.99 การรับซื้อและโอนกิจการทั้งหมด ดังกล่าวไม่เข้าข่ายเป็นรายการได้มาหรือจำหน่ายไปซึ่งสินทรัพย์ หรือ รายการที่เกี่ยวข้องกับตามข้อกำหนดสำนักงาน คณะกรรมการหลักทรัพย์และตลาดหลักทรัพย์แห่งประเทศไทย แต่เพื่อให้เป็นไปตามมาตรา 107(2)(v) แห่ง พระราชบัญญัติ บริษัทมหาชนจำกัด พ.ศ. 2535 จึงให้นำเสนอต่อที่ประชุมผู้ถือหุ้นเพื่อพิจารณานโยบายต่อไป		
รายการ	จำนวนเสียงที่ลงมติ	ร้อยละ
เห็นด้วย (Approved)	370,539,011	100.0000
ไม่เห็นด้วย (Disapproved)	0	0.0000
งดออกเสียง (Abstained)	0	0.0000
รวม (Total)	370,539,011	100.0000

Remark Please note that there were no so-called voided ballot paper as the company is using the electronic voting system.

Agenda Item 3 To approve the appointment of the auditors who will prepare the financial statements at the Poly Sun Co., Ltd.'s dissolution date and to fix the audit fees

The Company Secretary reported to the meeting as follows;

In compliance with the Public Limited Company Act B.E. 2535, it states that the Company shall appoint the Company's Auditor and fix the audit fee in the Shareholders' meeting every year. From the Annual General Meeting of Shareholders No. 18/2021 has approved the appointment of an auditor from EY Office Company Limited and has resolved to determine the audit fee for the year 2021.

However, referring to the acquisition and purchase of the entire business transfer, there will be an additional audit fees. Thus, the Company shall propose to the Extraordinary General Meeting of Shareholders to approve the appointment of auditors to prepare financial statements at the date of dissolution and to determine audit fees for business restructuring by the entire business transfer as in a special case. (Enclosure 4)

Considering the qualification and experiences of the auditors and the reasonable audit fee, the Board proposes the Shareholder's meeting should therefore approve the appointment of the auditor from EY Office Limited to be the auditor who will prepare the financial statements at the date of Poly Sun Co., Ltd.'s dissolution as namely hereto:

Auditor	CPA (Thailand) No.	TOG's Auditor
1. Mrs. Sarinda Hirunprasurtwutti	4799	2021 - Present
2. Ms. Siriwan Nitdamrong	5906	2018 - 2020 or
3. Ms. Kamontip Lertwitworatep	4377	Never be a TOG's Auditor

In addition, those auditors do not have relationship or transactions with the Company /the Subsidiary company/ Executives/Major shareholders or any persons who have relationship with the said persons that may create the conflict of interest. The Board as recommended by the Audit Committee, proposes the Shareholders' meeting to approve audit fee for preparing the financial statements at the PLS's dissolution date of 150,000 Baht (Fifteen-Thousand-Baht-Only).

Resolution: The quorum resolved to approve the appointment of the auditors who will prepare the financial statements at the Poly Sun Co., Ltd.'s dissolution date as proposed and also resolved to fix audit fee for preparing the financial statements at the PLS's dissolution date of 150,000 Baht (Fifteen-Thousand-Baht-Only) with the majority votes of shareholders and proxies who casted their votes as follows;

สรุปผลการลงคะแนน วาระที่ 3 พิจารณาแต่งตั้งผู้สอบบัญชีเพื่อทำงานการเงิน (ณ วันเลิกบริษัท) และกำหนดค่าสอบบัญชี (Agenda 3 To consider the appointment of the auditors who will prepare the financial statements at the Poly Sun Co., Ltd.'s dissolution date and to fix the auditing fees)		
รายการ	จำนวนเสียงที่ลงมติ	ร้อยละ
เห็นด้วย (Approved)	370,539,001	< 100.0000
ไม่เห็นด้วย (Disapproved)	10	> 0.0000
งดออกเสียง (Abstained)	0	-
รวม (Total)	370,539,011	100.0000

Remark Please note that there were no voided ballot paper as the company is using the electronic voting system.

Agenda Item 4 Other matters (if any)

The Company then gave the shareholders an opportunity to inquire or propose agenda item, no question nor agenda were raised.

The Chairman expressed gratitude to Chairman of the Audit Committee, Chairman of the Nomination and Remuneration Committee, Chairman of the Business Strategic Committee, Independent Directors, Directors, Auditors, honorable guests, shareholders and proxies for contributing their valuable time to join the meeting.

The meeting adjourned at 10.53 hrs.

- Signature -

(Dr. Sawang Prachartam)
Chairman of the meeting

- Signature -

(Ms. Supat Kuanpradit)
Company Secretary