



**Invitation to Annual General Meeting of Shareholders**

**No.20/2023 via Electronic Mean**

**Proxy Forms**

March 3<sup>rd</sup>, 2023

**Subject:** Invitation to Annual General Meeting of Shareholders No.20/2023 via Electronic Mean

**To:** Shareholders of Thai Optical Group Public Company Limited

**Enclosure:** **Supporting Documents for the Meeting's Agenda**

- 1) Copy of minutes of the Annual General Meeting of Shareholders No. 19/2022 via electronic mean (e-AGM No. 19/2022)
- 2) QR code for downloading the Annual Registration Statement 2022 (Form 56-1 One Report) and the Company's financial statements ended December 31<sup>st</sup>, 2022
- 3) The list of the Company's auditors and audit fee for the year 2023
- 4) A brief profiles of nominated candidates for the appointment of directors to replace the directors retiring by rotation
- 5) The remuneration and bonus of the Company's directors for the year 2023

**Supporting Documents for the Meeting**

- 6) The Company's Articles of Association in relation to the Shareholders' meeting
- 7) Documents and evidences required in order to attend the e-AGM
- 8) Proxy Form A. and B.
- 9) Details of independent directors supporting the appointment of shareholders' proxy
- 10) Guidelines for attending the e-AGM No. 20/2023 via electronic mean, how to send question during the meeting, and how to cast a vote on each agenda item via e-AGM platform
- 11) Registration form for attending the Annual General Meeting of Shareholders (No. 20/2023) via electronic mean
- 12) Privacy Notice pursuant to Personal Data Protection Act, B.E. 2562 (2019)

The Company's Board of Directors has approved the summoning of **the Annual General Meeting of Shareholders No. 20/2023 to be held on Wednesday, April 5<sup>th</sup>, 2023, at 10:00 a.m. via electronic mean only, through the E-Meeting Platform of the Digital Access Platform Co., Ltd.** The E-AGM platform, the Company uses, complies with the Emergency Decree on Electronic Meetings, B.E.2563 (2020) and the Standard for Maintaining Security of Meetings via Electronic Means B.E. 2563 (2020) Notification by the Ministry of Digital Economy and Society.

TOG made an invitation to the shareholders to propose agenda or nominate director a candidate in advance, for the 2023 Annual General Meeting of Shareholders, between October 1<sup>st</sup>, 2022 and December 31<sup>st</sup>, 2022, and there was no such proposal. The Board of Directors has set the agenda and details related to the meeting and publicized them on the Company's website [www.thaiopticalgroup.com](http://www.thaiopticalgroup.com) in advance since March 3<sup>rd</sup>, 2023. Here are the meeting's agenda items.

**Agenda1: Certify the minutes of the 2022 Annual General Meeting of Shareholders**

**Fact and Rationale:**

The Annual General Meeting of Shareholders No. 19/2022 was held on April 7<sup>th</sup>, 2022 and its minutes was prepared within 14 days from the date of the meeting. Then, it was submitted to the Stock Exchange of Thailand (SET) and the Ministry of Commerce within the timeframe in compliance with Thai legislation. Details of which appear **in Enclosure 1**. As a result, it is appropriate to propose to the Shareholders to certify the minutes of the Annual General Meeting of Shareholders No. 19/2022 was held on April 7<sup>th</sup>, 2022.

**Opinion of the Board of Directors:**

The Board of Directors deems it appropriate to propose to the shareholders to certify the minutes of Annual General Meeting of Shareholders No. 19/2022 as it had been recorded accurately and completely.

**Voting:**

The resolution of this agenda shall be approved by a majority vote of shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda2: Acknowledge the Company's 2022 Operating Results**

**Fact and Rationale:**

The Company has summarized the 2022 operational results and overall performance of Thai Optical Group Public Company Limited and its subsidiary, details of which appear in the Annual Registration Statement 2022 (Form 56-1 One Report 2022) in QR code format.

**Opinion of the Board of Directors:**

The Board proposes to the Shareholders' meeting to acknowledge the Company's operating results of the year 2022.

**Voting:**

This agenda is for acknowledgement; therefore, no vote shall be cast.

**Agenda 3: Consider and approve the Statement of Financial Position and Statement of Comprehensive Income for the year end 31<sup>st</sup> December 2022**

**Fact and Rationale:**

Section 112 of the Public Limited Company Act, B.E. 2535 (1992) (including any amendment thereto) and Clause 56 of the Company's Articles of Association require the Company to prepare its Statement of Financial Position and

Statement of Comprehensive Income at the end of the fiscal year to be proposed to the Annual General Meeting of Shareholders for consideration and approval.

The Statement of Financial Position and Statement of Comprehensive Income for the fiscal year ended 31st December 2022 together with the Auditor's Report have been provided under Section "Financial Statements" of the Annual Registration Statement 2022 (Form 56-1 One Report), as per **Enclosure 2**. The financial statements for the year ending December 31<sup>st</sup>, 2022 have already been audited by the Certified Public Accountant, the EY Office Limited, and passed the consideration from the Audit Committee and the Board of Directors of Thai Optical Group Public Company Limited, which is summarized as follows;

<b>Consolidated Financial Statements (Baht)</b>	<b>As of 31Dec2022</b>	<b>As of 31Dec2021</b>	<b>Change</b>
<b>Total assets</b>	<b>3,302,209,324</b>	<b>2,887,527,134</b>	<b>14%</b>
<b>Total liabilities</b>	<b>1,187,277,623</b>	<b>930,671,757</b>	<b>28%</b>
<b>Total shareholders' equity</b>	<b>2,114,931,701</b>	<b>1,956,855,377</b>	<b>8%</b>
<b>Total revenue</b>	<b>2,979,581,123</b>	<b>2,466,200,450</b>	<b>21%</b>
<b>Net profit</b>	<b>403,617,942</b>	<b>310,120,767</b>	<b>30%</b>
<b>Net profit attributable to the parent company</b>	<b>403,617,942</b>	<b>310,120,767</b>	<b>30%</b>
<b>Basic earnings per share</b>	<b>0.85</b>	<b>0.65</b>	<b>31%</b>

**Opinion of the Board of Directors:**

The Board of Directors deems it appropriate for the meeting to consider and approve the Company's financial statements for the fiscal year ended December 31<sup>st</sup>, 2022, which has been audited by the Certified Public Accountant, the EY Office Limited, and has been reviewed by the Audit Committee and the Board of Directors.

**Voting:**

The resolution of this agenda shall be approved by a majority vote of shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda4: Consider and approve the dividend payment for the operating result in 2022**

**Fact and Rationale:**

The Company has the Dividend Policy to pay at the rate of not less than 40% of the net profit from the consolidated financial statements, after deducting reserves of all types pertaining to laws, and conditions set by the Company. In 2022, the Company has a net profit of 403,617,942 baht, according to the consolidated financial statements. The past 3 years' comparison of dividend payments is shown in the following table.

	Unit	2023	2022	2021
1. Net Profit	Million Baht	403.62	310.12	68.78
2. Less legal reserve of 5%	Million Baht	-	-	-
3. Net profit after legal reserve	Million Baht	403.62	310.12	68.78
4. Paid-up shares	Million Shares	474.318	474.318	474.318
5. Dividend payout (whole year)	Baht/Share	0.60	0.56	0.12
6. Interim dividend payout	Baht/Share	0.17	0.21	Omission
7. Final dividend payout	Baht/Share	0.43	0.35	0.12
8. Total dividend payout	Million Baht	284.59	265.62	56.92
9. Dividend Payout ratio	%	71 %	86 %	83 %

### **Opinion of the Board of Directors:**

The Board deems it appropriate to propose to the Meeting to consider and approve the allocation of net profit and dividend payment as follows.

- (1) No need to arrange for the legal reserve from net profit as the current capital reserve has reached the amount required by law.
- (2) Dividend payment for operating result in 2022 at the rate of 0.60 Baht per share, 474.318 Million Shares and totaling 284.59 Million Baht, details are as follows:
  - (2.1) According to the Approval Resolution of the Board of Directors' Meeting No.106 (5/2022) held on September 9, 2022, the Company made an interim dividend payment (for the operating result from 1 January 2022 to 30 June 2022) at the rate of 0.17 Baht per share, totaling 80.63 Million Baht.
  - (2.2) The dividend payment at this time (for operating result from 1 July 2022 to 31 December 2022) will be at the rate of 0.43 Baht per share, in the amount of 474.318 million shares, totaling 203.96 Million Baht, details as follows:
    - 1) Dividend payment of 166.01 Million Baht or equivalent to 0.35 Baht per share, which shall be paid from the allocation of net profits that is **exempted from corporate income tax**.
    - 2) Dividend payment of 37.95 Million Baht or equivalent to 0.08 Baht per share, which shall be paid from the allocation of net profits with paid corporate income tax at the rate of 20%.
- (3) The record date to determine the list of shareholders entitled to receive dividend is **Wednesday, 19 April 2023**.
- (4) The dividend payment shall be made on **Wednesday, 3 May 2023**. However, the dividend is uncertain, as it must be approved by the 2023 Annual General Meeting of Shareholders 2023.
- (5) The Company's registrar is the Thailand Securities Depository Co., Ltd. (TSD)

### **Voting:**

The resolution of this agenda shall be approved by a majority vote of shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda 5: Consider and approve the appointment of auditor(s) and the remuneration for 2023**

**Fact and Rationale:**

Section 120 of the Public Limited Companies Act, B.E. 2535 (1992) (including any amendment thereto) and Clause 43 of the Company’s Articles of Association require the Annual General of Shareholders to consider the appointment of auditor and to determine the auditor(s)’s fee every year.

The Audit Committee has considered and proposed to appoint the auditor(s) based on the past performance, experience with the internationally acceptable standards, possession of thorough knowledge and understanding in the businesses of the group of companies. It is deemed appropriate to propose the appointment of EY Office Limited to be the Company’s audit firm and to appoint the following certified public accountants from EY Office Limited, who are the auditors approved by the Office of the Securities and Exchange Commission (“Office of SEC”), to be the Company’s auditors. The proposed auditors have no relationship and/or conflicts of interest against the Company, the subsidiaries, the executives, the major shareholders or other related persons thereof. In addition, an order from the Securities and Exchange Commission issued on October 12th, 2005, indicated that the auditor shall be rotated on 5 years-basis. The Board of Directors deems it appropriate to propose the appointment of auditor(s) from EY Office Limited to be the Company’s auditor(s) for another year.

Auditors	CPA No.	2022	2021	2020	2019	2018
1.Mrs. Sarinda Hirunprasurtwutti	4799	✓	✓	-	-	-
2.Ms. Kamontip Lertwitworatep	4377	-	-	-	-	-
3.Ms. Patcharawan Koonarangsri	6650	-	-	-	-	-

✓ Had been the Company’s auditor.

The Audit Committee consider it appropriate for the meeting to consider and approve the Audit Fee for the auditing and reviewing the financial statements for the year 2023 of Thai Optical Group Public Company Limited and Thai Optical Co., Ltd., in total amount not more than 2,400,000 Baht for both companies, having an increase of 100,000 Baht from 2022, details as shown in **Enclosure 3**.

**Opinion of the Board of Directors:**

The Board deems it appropriate to propose the Meeting to consider and approve the appointment of EY Office Limited to be the Company’s audit firm and the appointment of (1) Mrs. Sarinda Hirunprasurtwutti, CPA No. 4799 and/or (2) Ms. Kamontip Lertwitworatep, CPA No. 4377 and/or (3) Ms. Patcharawan Koonarangsri, CPA No. 6650 to be the Company’s auditors for the year 2023, with the auditor’s fee, in total amount not more than 2,400,000 Baht, as well as other actual costs incurred in relation to audit matters.

**Voting:**

The resolution of this agenda shall be approved by a majority vote of shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda 6: Consider and approve the election and appointment of directors retired by rotation**

**Fact and Rationale:**

Section 71 of Public Limited Companies Act, B.E. 2535 (1992) (including any amendment thereto) and Clause 22 of the Company’s Articles of Association require that, at every Annual General Meeting of Shareholders, one-third (1/3) of the directors must retire by rotation. Should the directors be unable to be divided into three parts, the number directors closest to one-third (1/3) of all directors shall retire. In this respect, the retired directors will be eligible for re-election. At present, the Board of Directors consists of 12 directors. In this Annual General Meeting of Shareholders No. 20/2023, the four (4) directors retiring by rotation are as follows:

<b>Name of Director</b>	<b>Type of Directorship</b>
1.Assoc. Prof. Dr. Wicha Jiwalai	Independent Director
2.Mr.Banchong Chitchang	Independent Director
3.Mr.Paul Bryan Fussey	Non-Executive Director
4.Mr. David Andrew Cross	Non-Executive Director

**Nomination Criteria and Procedure**

The Company made available the opportunity for the shareholders to nominate qualified persons to be elected as directors in advance from October 1st, 2022 to December 31st, 2022, by announcements through the electronic disclosure channel of the Stock Exchange of Thailand and on the Company’s website at [www.thaiopticalgroup.com](http://www.thaiopticalgroup.com). At the end of the period, there was no shareholder nominating any person to be considered for election as a director.

The Nomination and Remuneration Committee, without the interested directors, considered the recruitment and selection of the personnel, who are deserving of being nominated as directors in replacement of the directors, retiring by rotation, and recommended approval on re-electing all of the four directors, who are retiring by rotation, as directors and independent directors for another term, for the following reasons;

- 1) Have professional experience and expertise in various fields of relevant businesses, which are supportive to the Company business and the Board, both in the current and future.
- 2) Provide experienced oversight of the Company’s business and contribute practical insight into business strategy and operations, driving growth, building and strengthening corporate culture and supporting the achievement of strategic priorities and objectives.
- 3) Are knowledgeable and bringing oversight activities from a variety of economic and competitive environment.
- 4) Consistently performed duties in the past years with useful suggestions to the Board and the Sub-Committees.
- 5) Possess the qualification for the directorship position of the listed company, required by the Company’s regulation and the Securities and Exchange Commission regulations.
- 6) The 1st and the 2nd nominated candidates possess the necessary qualification for the directorship, according to the definition of the **Independent Director**, required by the Securities of Exchange Commission. The Board

determined it's rigorously necessary that both independent directors continue to serve on the Board, exceeding a cumulative term of nine years from the first day of service, as the directors are professionally experienced with the dynamics and operation of the Board of Directors, and bring useful suggestions and oversight of good corporate governance, which effectively contribute to the Board and the Sub-Committees. This experience well supports the Board and the management's accountability, transparency, and protection of shareholder interests.

The biography of each individual candidate appears in Enclosure 4.

**Opinion of the Board of Directors:**

The Board of Directors, excluding the interested directors, recommend the shareholders consider and approve the selection and appointment of the four directors, who retired by rotation, back to serve as a director for another term, as suggested by the Nomination and Remuneration Committee.

<b>Name of Director</b>	<b>Type of Directorship</b>	<b>The Board's Opinion</b>
1.Assoc. Prof. Dr. Wicha Jiwalai	Independent Director	Continue one more term
2.Mr.Banchong Chitchang	Independent Director	Continue one more term
3.Mr.Paul Bryan Fussey	Non-Executive Director	Continue one more term
4.Mr. David Andrew Cross	Non-Executive Director	Continue one more term

**Voting:**

The resolution of this agenda shall be approved by a majority vote of shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base. The shareholders shall consider the election of the Company's directors individually, whereby shareholders have one vote for one share.

**Agenda 7: Consider and approve the Board of Directors' remuneration and bonus.**

**Fact and Rationale:**

The Section 90 of the Public Limited Companies Act B.E.2353 (1992) (including any amendment thereto) and the Clause23 of the Company's Article of Association stated that the directors shall receive remuneration in the form of monetary rewards, meeting allowances, lump-sum payment, bonus, and other benefits and welfare pursuant to the Company's regulations and/or by the resolution of the shareholders' meeting with the vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting.

The Nomination and Remuneration Committee is responsible for the consideration of forms and criteria for directors' remuneration and recommend to the Board of Directors consider and propose to shareholders' meeting. In considering the remuneration of the Company's directors, the Nomination and Remuneration Committee has compared the remuneration payment of other listed companies, having similar size and group of business sectors, duties and responsibilities of the directors, and the Company's previous practice. Therefore, it was deemed appropriate to present



to the Board of Directors to consider and propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the remuneration of the Company's Directors, the Sub-Committees, and the bonus for the year 2023 in the total amount of not exceeding 16.548 Million Baht, detailed as follows:

(1) 2023 Annual Remuneration: The Board of Directors comprises twelve (12) director positions. In the amount not exceeding 5.965 Million Baht.

(2) 2023 Bonus: Consider 2022 operational results in the amount not exceeding 10.583 Million Baht.

(3) Any other benefits besides the benefits set out in the Company's Articles of Association: None

The table showing details of remuneration and bonus for each individual director as shown in **Enclosure 5**.

**Opinion of the Board of Directors:**

It is deemed appropriate to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the remuneration of the Company directors, Sub-Committees, and the bonus for the year 2023 in the total amount of not exceeding 16.548 Million Baht, as detailed above and shown in **Enclosure 5**.

**Voting:**

The resolution for this agenda shall be approved by the votes of **not less than two-thirds (2/3)** of the total number of votes of the shareholders attending the meeting.

**Agenda 8: Other matters (if any)**

**Fact and Rationale:**

Section 105 of the Public Limited Companies Act, B.E. 2535 (1992), the Meeting may consider other subject matters without an agenda defined in the Invitation Letter if there are shareholders present at the Meeting with a combined shareholding of no less than one-third (1/3) of the total number of issued and paid-up shares.

**Opinion of the Board of Directors:**

The Board of Directors deems it appropriate to provide the shareholders with this agenda so that they can raise questions and/ or express opinions on various matters without having to adopt any resolution. However, if the shareholders wish to purpose any matter for consideration and approval, they are required to fulfill the conditions mentioned above according to Section 105 of the Act.

### Information for Shareholders

- (1) The Company has scheduled the Record Date to determine the shareholders' right to attend the Annual General Meeting of Shareholders No. 20/2023 via Electronic Mean on March 1<sup>st</sup>, 2023.
- (2) The Company invited the shareholders to propose agenda items and to nominate qualified candidates for election as directors for the Annual General Meeting of Shareholders No. 20/2023 via Electronic Mean in advance during October 1<sup>st</sup>, 2022 to December 31<sup>st</sup>, 2022 by announcements through the electronic disclosure channel of the Stock Exchange of Thailand (SET) and on the Company's website at [www.thaiopticalgroup.com](http://www.thaiopticalgroup.com). Nonetheless, no shareholders proposed any matters nor nominated any candidates for election as directors.
- (3) Shareholders who wish to attend the meeting in person, please complete, and submit the Registration form for attending the Annual General Meeting of Shareholders (No. 20/2023) via electronic mean (**Enclosure 11**) together with the identification documents and supporting evidence as specified in Guidelines for attending the e-AGM No. 20/2023 via electronic mean (**Enclosure 7**) in order to verify the right to attend the Meeting, to the Company within 3<sup>th</sup> April 2023 via the following channels:
  - 1) E-mail : [companysecretary@thaiopticalgroup.com](mailto:companysecretary@thaiopticalgroup.com) or
  - 2) Post : Thai Optical Group Public Company Limited, The Office of Company Secretary,  
15/5 Moo 6, Bangbuathong-Suphanburi Road, Laharn, Bangbuathong, Nonthaburi, 11110  
THAILAND
- (4) If shareholders are unable to attend the Meeting via electronic mean in person, please appoint a proxy to attend the Meeting and vote on your behalves by using either Proxy Form A., or Proxy Form B only. The Proxy Forms are set out in **Enclosure 8**. Shareholders can also appoint either one of the independent directors (who have no conflicts of interests in the directors election agenda), by using Proxy Form B. as a proxy to attend the Meeting and vote on their behalves. The appointed independent directors shall vote in each agenda as stated by the shareholders in the Proxy Forms. The independent directors who have no conflicts of interests in the agenda of the election of directors are as follows:
  - 1) Mr. Singh Tangtatswas and
  - 2) Mr. Phairuch MekarpornIn this regard, details and qualifications of independent directors proposed as proxies of shareholders as shown in **Enclosure 9**.
- (5) The Annual General Meeting of Shareholders No. 20/2023 via Electronic Mean will be conducted by the electronic mean only (using DAP e-Shareholder Meeting), as well as the registration and voting. No physical meeting is provided.
- (6) To ensure that the registration for e-AGM attendance of the Annual General Meeting of Shareholders No. 20/2023 via Electronic Mean shall be convenient and in an orderly manner, the system will be opened 1 hour, 9:00 hrs., prior to the Meeting. However, the streaming live/live broadcast will begin at 10:00 hrs. Only. Please carefully read the Guidelines for attending the e-AGM No. 20/2023 via electronic mean, how to send question during the meeting, and how to cast a vote on each agenda item via e-AGM platform (**Enclosure 10**) thoroughly.
- (7) If you have any queries or problems in using the e-AGM system before or during the Meeting, please contact the Company via the following channels:
  - 1) E-mail : [companysecretary@thaiopticalgroup.com](mailto:companysecretary@thaiopticalgroup.com)

- (8) The Company shall conduct the Meeting in accordance with the Company's Articles of Association regarding Shareholders' Meeting, details of which appear in **Enclosure 6**.
- (9) Queries can be submitted in advance to acquire the information of each agenda item of the Meeting, by submitting it to the Company via the following channels:
- 1) E-mail : [companysecretary@thaiopticalgroup.com](mailto:companysecretary@thaiopticalgroup.com) or
  - 2) Post : Thai Optical Group Public Company Limited, The Office of Company Secretary,  
15/5 Moo 6, Bangbuathong-Suphanburi Road, Laharn, Bangbuathong, Nonthaburi, 11110  
THAILAND

Therefore, the shareholders are cordially invited to attend the Annual General Meeting of Shareholders No. 20/2023 via Electronic Mean on the date, time, and procedures as mentioned above. The Meeting shall be conducted in electronic meeting only and no physical meeting shall be provided.

Please be informed accordingly.

Yours faithfully,

*(signed) Sawang Prachartam*

(Sawang Prachartam, PhD)

Chairman of the Board of Directors

Thai Optical Group Public Company Limited

Minutes of the Annual General Meeting of Shareholders No. 19/2022 via Electronic Means

Thai Optical Group Public Company Limited or TOG

April 7<sup>th</sup>, 2022 at 10:00 - 11:00 hrs.

Broadcasting from the Optic Gallery of the Thai Optical Company Limited or TOC

Bangbuathong Nonthaburi

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Minutes of the Annual General  
Meeting of Shareholders No.  
19/2022

**The Annual Registration Statement 2022 (Form 56-1 One Report)  
And the Company's financial statements ended December 31st, 2022**

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The Thailand Securities Depository Co., Ltd. as a securities registrar under the Stock Exchange of Thailand (“SET”) has implemented a system which allows SET Listed Companies to send to the shareholders documents regarding the shareholders’ meeting and the Annual Registration Statement 2022 (Form 56-1 One Report) in the form of e-book accessible through QR code, this allows the shareholders to access the information with ease.

Shareholders can download the aforementioned documents from QR code provided in Notification of Meeting (with QR code)



The Annual Registration  
Statement 2022  
(Form 56-1 One Report)

**The Details of Agenda 5**

**To approve the appointment of auditor(s) and the audit fee for 2023**

Information for appointment of the company's independent auditor

Profile - EY OFFICE COMPANY LIMITED

Registered no. : 0105535032483

Type : COMPANY LIMITED

Address : 93/136-137 Lake Ratchada Complex Floor 33 Ratchadaphisek Rd, Khwaeng Khlong Toei,  
Khet Khlong Toei, BKK THAILAND 10110

Tel: +66 (0) 2 264 9090 Fax: +66 (0) 2 264 0789 to 90

E-mail : ey.thailand@th.ey.com

In order to comply with the Public Limited Company Act B.E. 2535, the Shareholders' meeting should appoint the Company's auditors and consider the audit fee every year. With the recommendation from The Audit Committee and the endorsement of the Board of Directors, the Board of Directors deems it appropriate to propose the Meeting to re-appoint the auditor(s) from EY Office Limited to continue their duties as the Auditors of the Company's and its Subsidiaries in 2023 because of their Internationally accepted standard, expertise and good performance. The details of annual audit fee for 2023 are as follows:

(Unit: Baht)

<b>Thai Optical Group Public Company Limited</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>
The audit fee of the Separated and Consolidated Financial Statements	1,070,00	1,070,00	1,000,00
The reviewing fee of the Separated and Consolidated Financial Statements	510,000	510,000	480,000
Other reviewing fee	100,000	-	-
Non – Audit fee	None	None	None
<b>Total</b>	<b>1,680,000</b>	<b>1,580,000</b>	<b>1,480,000</b>

<b>Thai Optical Company Limited</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>
The audit fee of the Separated and Consolidated Financial Statements	480,000	480,000	480,000
The reviewing fee of the Separated and Consolidated Financial Statements	120,000	120,000	120,000
Review of BOI	120,000	120,000	120,000
Non – Audit fee	None	None	None
<b>Total</b>	<b>720,000</b>	<b>720,000</b>	<b>720,000</b>

<b>Poly Sun Company Limited</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>
The audit fee of the Separated and Consolidated Financial Statements	-	-	210,000
The reviewing fee of the Separated and Consolidated Financial Statements	-	-	60,000
Non – Audit fee	None	None	None
<b>Total</b>	-	-	<b>270,000</b>
<b>Grand Total</b>	2,400,000	<b>2,300,000</b>	<b>2,470,000</b>

In 2022, the Company and subsidiaries have a total audit fee of 2,300,000 baht. However, at the Extraordinary General Meeting of Shareholders No. 1/2021 had passed the resolution of the Entire Business Transfer (EBT) of Poly Sun Company Limited, which was previously a subsidiary, to the Company. The transfer of the business was completed on 30th September 2021.

Therefore, in this year of 2023, it appears that the audit fee of the Company and its subsidiaries is 2,400,000 Baht, Due to increased workload, there was a 100,000 Baht increase over the previous year. This excludes any other actual expenses.

The auditor(s) who will sign the audit of Thai Optical Group Public Company Limited and its subsidiaries for the year 2023 as follows:

Auditor	CPA (Thailand) No.	TOG's Auditor(s)
1) Mrs. Sarinda Hirunprasurtwutti	4799	2021 - Present or
2) Ms. Kamontip Lertwitworatep	4377	Never be a TOG's Auditor
3) Ms. Patcharawan Koonarangsri	6650	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 of the Company and its Subsidiaries for the year 2023 of 2,400,000 Baht. Due to increased workload, this rate has risen from the previous year. This excludes any other actual expenses.

The Details of Agenda 6

A brief profiles of nominated candidates for the appointment of directors to replace the directors retiring by rotation

**Assoc. Prof. Dr. Wicha Jiwalai**

- Independent Director
- Member of the Audit Committee
- Member of the Nomination and Remuneration Committee



**Age:** 78  
**Date of Appointment to the Board:** 20<sup>th</sup> February 2004  
**Years of Directorship** 18  
**(including the number of years in the case of being appointed this time) :**  
**% of Shareholding as of 18 January 2023:** None  
**Family Relationship with Other Directors and Members of Management:** None

**Educational Qualifications:**

- Ph.D. Geodetic Science, the Ohio State University, U.S.A.
- M.S. Geodetic Science, the Ohio State University, U.S.A.
- M.S. Engineering, ITC, The Netherlands
- BSCE Chulalongkorn University, Bangkok, Thailand

**IOD Training Program:**

- CDC: Charter Director Class, Class 1/2007
- ACP: Audit Committee Program, Class 11/2006
- DAP: Director Accreditation Program, Class 8/2004
- RCP: Role of Chairman Program, Class 2000
- DCP: Director Certification Program, Class 14

**Management Development:**

- Meeting with the Audit Committee of listed companies, organized by the Securities and Exchange Commission of Thailand (SEC), 2021
- Strengthening Good Corporate Governance by Audit Committee and Independent Director: Experiences from Fraud Cases 2020, organized by the Securities and Exchange Commission of Thailand (SEC) together with the Thai Institute of Directors Association (IOD)

**Past Experience:**

<b>2015 – Present</b>	<b>Thai Optical Group Public Co., Ltd.</b> Member of Nomination and Remuneration Committee
<b>2004 – Present</b>	<b>Thai Optical Group Public Co., Ltd.</b> Independent Director Member of the Audit Committee
<b>2012 – Present</b>	<b>The ASEAN Federation of Land Surveying and Geomatic</b> Honorary President
<b>2000 – 2005</b>	<b>Geo-Informatics and Space Technology</b>
<b>Development</b>	<b>Agency (Public Organization),</b> Chairman of Executive Board
<b>1994 – 1995</b>	<b>The Sub-Committee for National Housing Policy</b> Director
<b>1993 – 1998</b>	<b>Thai Condominium Association</b> President
<b>1986</b>	<b>Ghagamadha University, Indonesia (under the</b>
<b>MUCIA</b>	<b>– World Bank Project)</b> Visiting Professor
<b>1985 – 1989</b>	<b>Deputy Governor of Bangkok, Metropolitan Administration</b>
<b>1979 – 1985</b>	<b>Chulalongkorn University</b>



1966 – 1979

**Position in Subsidiaries or Associated Companies:**

**Position in Related Company:**

**Positions in Other Listed Companies:**

- STP & I PCL.  
Chairman of the Audit Committee
- TNDT PCL.  
Chairman of the Audit Committee

**Positions in Other Non-Listed Companies:**

- **Salintara Co., Ltd.**  
Chairman
- **World Resort Co., Ltd.**  
Director
- **Surveying and Mapping Society of Thailand**  
President
- **The Engineering Institute of Thailand  
Under H.M. the King’s Patronage**  
Civil Engineering Technical Board 1

**Law Dispute in the Past 10 Years:**

**Meeting attendance in 2022:**

- |  |           |
|--|-----------|
| • Annual General Meeting of Shareholders No. 19/2022   | 1/1 times |
| • Audit Committee  | 4/4 times |
| • Audit Committee Meeting with External Auditor<br>and without the Management and Internal Auditor | 1/1 times |
| • Nomination and Remuneration Committee  | 4/4 times |
| • Board of Directors Meeting   | 8/8 times |

**Survey Engineering Department, Faculty of Engineering**

Associate Professor and Head of Survey Engineering

Department

**Chulalongkorn University**

**Survey Engineering Department, Faculty of Engineering**

Lecturer

None

None

Yes

Yes

None

**Mr. Banchong Chitchang**

- Independent Director
- Chairman of the Business Strategy Committee
- Member of the Nomination and Remuneration Committee



**Age:** 74  
**Date of Appointment to the Board:** 8<sup>th</sup> April 2008  
**Years of Directorship** 14  
**(including the number of years in the case of being appointed this time) :**  
**% of Shareholding as of 18 January 2023:** None

**Family Relationship with Other Directors and Members of Management:** None

**Educational Qualifications:**

- MS. Mechanical Engineering, University of Akron, U.S.A.
- B.Eng. Mechanical (Magna Cum Laude or Second-Class Honors), Chulalongkorn University, Bangkok, Thailand

**IOD Training Program:**

- DLCP: Director Leadership Certification Program, Class 0/2021
- EFC: Executive Forum on Competitiveness, Class 2018
- BMD: Board that Make a Difference, Class 7/2018
- SBM: Strategic Board Master Class, Class 1/2017
- BFI: Boardroom Success through Financing and Investment Class 1/2017
- DCPU: Director Certification Program Update, Class 1/2014
- ACEP: Anti-Corruption for Executive Program, Class 3/2012
- EDC: The Executive Director Course, Class 1/2012
- RCC: Role of the Compensation Committee, Class7/2008
- DCP Refresher Course, Class 5/2007
- CDC: Charter Director Class, Class 1/2007
- DCP: Director Certification Program, Class 7/2001 (Fellow Member)
- AACP: Advanced Audit Committee Program, 2022

**In addition, Facilitators at Thai IOD in the following courses, in 2022:**

1. Advanced Audit Committee Program (AACP): Session 7 “Role of Audit Committee as Independent Director”
2. Board Nomination & Compensation Committee (BNCP): Session 1 “Board Nomination”
3. Board Reporting Program (BRP): Session 1 “Creating Value to Board Reporting”
4. Corporate Governance for Executives (CGE): Session 4 “Disclosure to the Board & Shareholders”
5. Director Certification Program (DCP): Module 1 “Practice of Directorship” & Module 8 “Board’s Role in Strategy – Part II”
6. Corporate Governance Program for Insurance Company (CIC 1/2022)
7. Role of Chairman Program (RCP): Session2 “Strengthen Business Through Effective Board and CEO”
8. Successful Formulation & Execution of Strategy (SFE): Session 4 “Executing Strategy Successfully”

**Management Development:**

- Inchcape Management Program at Euro-Asia Center, INSEAD, Fontainebleau, France
- In 2022, attended the followings:
- TMA Thailand Competitiveness 2022 @ The Athenee Hotel, on 7 July 2022.
- Series of Thai IOD National Director conference 2022, during July – August 2022
- IOD Facilitator Training on 5 September 2022
- EY Webinar: Managing Through Current & Upcoming Global Crises, on 11 October 2022
- Etc.

**Past Experience:**

**2015 – Present**

**Thai Optical Group Public Co., Ltd.**  
Chairman of the Business Strategic Committee

**2008 – Present**

**Thai Optical Group Public Co., Ltd.**  
Independent Director  
Member of the Business Strategic Committee

<p><b>1995 – 2004</b></p>	<p>Member of the Nomination and Remuneration Committee  <b>Malee Sampran Public Co., Ltd.</b>                  President  <b>Federation of Thai Industries</b>                  Vice Chairman Food Processing Industry Club  <b>Thailand Management Association (TMA)</b>                  Councilor</p>
<p><b>1989 – 1994</b></p>	<p><b>Inchcape Manufacturing Co., Ltd.</b>                  Managing Director</p>
<p><b>1981 – 1989</b></p>	<p><b>Foremost Dairies (Bangkok) Co., Ltd.</b>                  Operations Manager</p>
<p><b>Position in Subsidiaries or Associated Companies:</b></p>	<p>None</p>
<p><b>Position in Related Company:</b></p>	<p>None</p>
<p><b>Positions in Other Listed Companies:</b></p> <ul style="list-style-type: none"> <li>• Lam Soon (Thailand) Public Co., Ltd.  <b>Independent Director</b>  <b>Member of the Audit Committee</b>  <b>Member of Remuneration Committee</b>  <b>Member of Nomination Committee</b></li> <li>• <b>PTBI Public Co., Ltd.</b>                  Chairman                  Independent Director</li> </ul>	<p>Yes</p>
<p><b>Positions in Other Non-Listed Companies:</b></p> <ul style="list-style-type: none"> <li>• <b>Thai Institute of Directors (IOD)</b>                  Advisor to The Board of Directors</li> <li>• <b>Thai Investors Association</b>                  Advisor</li> </ul>	<p>Yes</p>
<p><b>Law Dispute in the Past 10 Years:</b></p>	<p>None</p>
<p><b>Meeting attendance in 2022:</b></p> <ul style="list-style-type: none"> <li>• Annual General Meeting of Shareholders No. 19/2022</li> <li>• Business Strategy Committee</li> <li>• Nomination and Remuneration Committee</li> <li>• Board of Directors Meeting</li> </ul>	<p>1/1 times                  5/5 times                  4/4 times                  8/8 times</p>

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**Mr. Paul Bryan Fussey**

- Independent Director
- Member of the Business Strategy Committee

**Age:** 56  
**Date of Appointment to the Board:** 6<sup>th</sup> November 2019  
**Years of Directorship** 3  
**(including the number of years in the case of being appointed this time) :**  
**% of Shareholding as of 18 January 2023:** None  
**Family Relationship with Other Directors and Members of Management:** None



**Educational Qualifications:**

- FCMA Qualification, Chartered Institute of Management Accountants, United Kingdom (2006)
- ACMA Qualification, Chartered Institute of Management Accountants, United Kingdom (1999)

**IOD Training Program and Management Development:**

- None

**Past Experience:**

<b>2019 – Present</b>	<b>Thai Optical Group Public Co., Ltd.</b> Non-executive Director Member of Business Strategic Committee
<b>2010 – Present</b>	<b>Specsavers Optical Group</b> Chief Financial & Commercial Officer
<b>2005 – 2009</b>	<b>Boots The Chemist</b> Financial Director
<b>2003 – 2005</b>	<b>Boots Contract Manufacturing</b> Managing Director
<b>2001 – 2003</b>	<b>Boots The Chemist</b> Divisional Finance Director
<b>1996 – 2001</b>	<b>Hygena Kitchens</b> Finance Director

**Position in Subsidiaries or Associated Companies:**

None

**Position in Related Company:**

Yes

- **Specsavers Pty Limited**  
Director
- **Specsavers Procurement Asia Limited**  
Director
- **NLRx Limited**  
Sharing the same ultimate holding company
- **Lens-Online Limited**  
Sharing the same ultimate holding company

**Positions in Other Listed Companies:**

None

**Positions in Other Non-Listed Companies:**

None

**Law Dispute in the Past 10 Years:**

None

**Meeting attendance in 2022:**

- |  |           |
|--|-----------|
| • Annual General Meeting of Shareholders No. 19/2022 | 0/1 times |
| • Business Strategy Committee                        | 5/5 times |
| • Board of Directors Meeting                         | 5/8 times |

**Mr. David Andrew Cross**

- Independent Director
- Member of the Business Strategy Committee



**Age:** 67  
**Date of Appointment to the Board:** 2<sup>nd</sup> December 2009  
**Years of Directorship** 13  
**(including the number of years in the case of being appointed this time) :**  
**% of Shareholding as of 18 January 2023:** None  
**Family Relationship with Other Directors and Members of Management:** None

**Educational Qualifications:**

- Graduate of Australian Institute of Company Directors (2008)
- Chartered Accountant (since 1979)
- Bachelor of Economics (Adelaide University 1977)

**IOD Training Program and Management Development:**

- Australian Institute of Company Directors  
The Chairman (2013)

**Past Experience:**

**2009 – Present**

**Thai Optical Group Public Co., Ltd.**

Non-executive Director  
 Member of Business Strategic Committee

**2007**

**Carl Zeiss Vision-AG**

Vice President Strategic Business Development

**2004 – 2007**

**SOLA International Inc.**

**Carl Zeiss Vision-AG.**

Managing Director Asia Pacific

**Optical Distributors and Manufacturers**

**Association of Australia (ODMA)**

Non-Executive Directors

**2002 – 2004**

**SOLA International Inc.**

Vice President Business Planning and Development

**1999 – 2002**

**SOLA International Inc.**

Vice President Finance Global Operations

**1996 – 1999**

**SOLA Australia**

Commercial Director

**1993 – 1996**

**SOLA Australia**

Finance Director

**1980 – 1996**

**Clarks Shoes Australia LTD.**

Commercial Director

**1976 – 1980**

Hungerfords /KPMG

**Position in Subsidiaries or Associated Companies:**

None

**Position in Related Company:**

Yes

- **Specsavers Pty Ltd.,**  
Director of Global Strategy (Supply Chain)

**Positions in Other Listed Companies:**

Yes

- **Royal Automobile Association of South Australia Inc.**  
Non-Executive Director  
Member of Group Remuneration Committee  
Member of Governance and Nominations Committee
- **Lion Distribution Pte Limited (Singapore)**  
Director
- **Optic Century International Limited (Hong Kong)**  
Director

<b>Positions in Other Non-Listed Companies:</b>	None
<b>Law Dispute in the Past 10 Years:</b>	None
<b>Meeting attendance in 2022:</b>	
• Annual General Meeting of Shareholders No. 19/2022	1/1 times
• Business Strategy Committee	5/5 times
• Board of Directors Meeting	7/8 times

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The Details of Agenda 7

Remuneration of Directors for 2023

Section 90 of the Public Limited Companies Act, B.E. 2535 (1992) (including any amendment thereto) and Clause 23 of the Company's Article of Association provide that the directors shall receive remuneration in the form of monetary reward, meeting allowance, lump-sum payment, bonus, other benefits and welfare pursuant to the Company's regulations and/or by the resolution of the shareholders' meeting with the vote of not less than two-third (2/3) of the Total votes of shareholders attending the meeting.

The Nomination and Remuneration Committee is responsible for the consideration of forms and criteria for directors' remuneration and recommend to the Board of Directors to consider and propose to shareholders meeting subsequently. In determination of directors' remuneration of the Company for 2023, the Nomination and Remuneration Committee has considered by comparing with the information of remunerative payment of other listed companies within the same type of business, duties and responsibilities of directors, and the previous practice of the Company, and deemed it appropriate to propose the Board of Directors to consider the endorsement before proposing to the meeting the remuneration of the Board of Directors and the Sub-committees as well as Bonus of the year 2023 in the total amount of not exceeding 16.548 million baht. as follows:

1. Annual Remuneration 2023: At present, the Company has twelve (12) directors. The Board of Directors deems it appropriate to propose the Meeting to fix the remuneration of the directors for 2022 in the amount of not exceeding 5.965 million baht.
2. Annual Bonus 2023: The Board of Directors deems it appropriate to propose the Meeting to consider and approve the annual bonus payment based on 2022 operational results in the amount of not exceeding 10.583 million baht.
3. Any other benefits besides the benefits set out in the Company's Articles of Association: None

(Unit : Baht)

Committee	Number of Person(s)	Annual Remuneration 2023	Annual Remuneration 2022	Annual Remuneration 2020
The Board of Directors	12	3,901,000	3,901,000	3,751,000
Audit Committee	3	802,000	802,000	802,000
Business Strategic Committee	5	771,000	771,000	771,000
Nomination and Remuneration Committee	3	491,000	491,000	491,000
<b>Total</b>		<b>5,965,000</b>	<b>5,965,000</b>	<b>5,815,000</b>

The Details of Agenda 7

Remuneration of Directors as an individual

List of Board of Directors	Remuneration for 2023				Total Remuneration for 2021
	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Business Strategic Committee	
Dr. Sawang Pracharktam	667,000	-	-	-	667,000
Mr. Singh Tangatswas	294,000	344,000	-	-	638,000
Mr. Phairuch Mekarporn	294,000	229,000	211,000	-	734,000
Assoc.Prof.Dr Wicha Jiwalai	294,000	229,000	140,000	-	663,000
Mr. Banchong Chittchang	294,000	-	140,000	211,000	645,000
Mr. Paul Bryan Fussey	294,000	-	-	140,000	434,000
Mr. David Andrew Cross	294,000	-	-	140,000	434,000
Mr. Sarote Prachaktam	-	-	-	-	434,000
Mr. Torn Pracharktam	294,000	-	-	140,000	434,000
Mrs. Pornpun Thotrakul	294,000	-	-	-	294,000
Ms. Wichit Thaveprechachat	294,000	-	-	-	294,000
Mrs. Amolrat Pracharktam	294,000	-	-	-	294,000
<b>Total</b>	<b>3,607,000</b>	<b>802,000</b>	<b>491,000</b>	<b>631,000</b>	<b>5,531,000</b>
					<b>5,965,000</b>
					<b>5,815,000</b>



The Details of Agenda 7

Director's Bonus as an individual

List of Board of Directors	Position	Bonus for 2023	Bonus for 2022	Bonus for 2021
<b>Dr. Sawang Prachartam</b>	• Chairman	1,185,500	640,000	90,000
<b>Mr. Singh Tangtatswas</b>	• Independent Director • Chairman of the Audit Committee	1,131,500	790,000	110,000
<b>Mr. Phairuch Mekarporn</b>	• Independent Director • Chairman of the Nomination and Remuneration Committee • Member of Audit Committee	1,301,500	910,000	128,000
<b>Assoc.Prof.Dr Wicha Jiwalai</b>	• Independent Director • Member of Audit Committee • Member of Nomination and Remuneration Committee	1,175,500	821,000	114,000
<b>Mr. Banchong Chittchang</b>	• Independent Director • Chairman of the Business Strategic Committee • Member of Nomination and Remuneration Committee	1,143,500	799,000	112,000
<b>Mr. Paul Bryan Fussey*</b>	• Non-Executive Director • Member of Business Strategic Committee	769,500	537,000	74,000
<b>Mr. David Andrew Cross</b>	• Non-Executive Director • Member of Business Strategic Committee	769,500	537,000	74,000
<b>Mr. Sarote Prachaktam</b>	• Non-Executive Director • Member of Business Strategic Committee	651,500	537,000	74,000
<b>Mr. Torn Prachartam</b>	• Executive Director • Member of Business Strategic Committee	769,500	537,000	74,000
<b>Mrs. Pornpun Thotrakul</b>	• Non-Executive Director	521,500	364,000	50,000
<b>Ms. Wichit Thaveeprechachat</b>	• Non-Executive Director	521,500	364,000	50,000
<b>Mrs. Amolrat Prachartam</b>	• Executive Director	521,500	364,000	50,000
<b>Total</b>		<b>10,462,000</b>	<b>7,200,000</b>	<b>1,000,000</b>

\*\*\*Note: The bonus for the vacated office of director, Mr. Sarote Prachartam, who passed away on November 6<sup>th</sup>, 2022, is calculated based on the number of days of the term in office serving as the Company's director and the member of the Business Strategy Committee for a period of 309 days.

**The Company's Articles of Association related to  
The Annual General Meeting of Shareholders**

**Board of Directors**

(Clause 20) The Company shall have a board of directors, consisting of at least five (5) directors and not less than one half (1/2) of total number of such directors shall have abodes in the Kingdom of Thailand and the Company's directors shall be qualified as required by law. However, the director of the Company needs not to be the shareholder of the Company.

The Board of Directors shall be responsible for the Company's all affairs management and has authority to carry out functions within the legal scope, Company's objectives and article of association and according to the resolution of the general shareholders meeting.

(Clause 21) The election of the Company's directors shall be made in the shareholders meeting which continues in accordance with the following criteria and procedures.

- (1) One shareholder has the number of votes equally to the number of shares he/she holds.
- (2) In the directors' election, the voting may be made for each director. In each resolution making, the shareholder must vote with the number of votes he/she has according to Sub-clause (1). His/her votes cannot be divided to give to any other shareholder.
- (3) The persons receiving the most votes in descending order shall be elected to be the directors equally to the number of directors required to exist or elected at that time. In the event those persons receiving votes in the next respective order is tie or receive equal votes, the number of directors required or elected at that time, the chairperson shall be the casting vote.

(Clause 22) In every annually general ordinary meeting, one third of directors have to retire from positions. If their number cannot be divided into exact three (3) parts, then the number nearest to one-third (1/3) must retire from office.

Directors who have to retire from their positions in the first year and the second year following the registration of the Company shall be made by raffle drawing. In every subsequent year, the director who has been in office for the longest period shall retire from the position first. A term-retiring director is eligible for re-election to hold the office again.

(Clause 23) The Directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses or benefits in other manners as approved by the shareholders' meeting which may determine as a fixed number or as a criterion and can determine from time to time or wish it to be effective forever until they are changed and in addition, they can receive allowances and various welfare according to the Company's orders.

The provisions in the first paragraph shall not affect to the rights of the personnel or employees of the Company who are elected as the directors to receive remuneration and benefits as being personnel or employees of the Company.

(Clause 24) Other than the term rotation, a director may be vacated from the office when;

- (1) Dies
- (2) Resigns
- (3) Lacks of qualification or has prohibited characteristics under the law on public limited companies.
- (4) The meeting of shareholders issues the resolution to retire.
- (5) A Court has issued an order him/her to leave the position.

(Clause 25) Any director who wishes to resign from position, shall submit a resignation letter to the Company and the resignation is effective from the date the resignation letter has reached the Company.

The director who resigns according to the first paragraph shall optionally notify his/her resignation to the Registrar.

(Clause 26) Any vacancy occurring in the Board of Directors due to other cause other than by the term rotation, the Board of Directors shall elect a person who has qualification and non-prohibited characteristic by the law on limited public

companies, to be the replaced member in the next board of directors' meeting unless the remaining term of being the director is less than two (2) months. The person so appointed shall retain his/her office only for the vacating director was entitled to retain the same.

The resolution of the Board of Directors under paragraph one must consist of votes of not less than three-fourth (3/4) of the number of remaining directors.

(Clause 27) The shareholders' meeting may pass a resolution removing any director from office before the expiration of the term with a vote of not less than three-fourth of the number of shareholders attending the meeting and having the right to vote and their shares number combined altogether is not less than half of the number of shares held by shareholders attending the meeting and having the right to vote.

(Clause 28) The Board of Directors shall elect one director to be the Chairperson and elect another director to be the Managing Director

In the event that the Board of Directors think fit to select one or more directors to be the Vice Chairperson(s). The vice-chairperson has duties according to the articles of association in the affair assigned by the chairperson.

**The Annual General Meeting of Shareholders**

(Clause 36) The Board of Directors must arrange for annually ordinary shareholders meeting within four (4) months from the ending day of the Company's accounting year-round.

All other shareholders meetings other than the meeting aforementioned in paragraph one shall be called the extraordinary meetings.

The Board of Directors may summon an extraordinary shareholder meeting whenever they think fit or when one or several shareholders holding shares totaling not less than ten (10) per cents of the totally sold shares, collectively make a letter requesting the Board to summon for an extraordinary shareholder meeting at any time but they have to specify the subject and reason requesting for the meeting clearly stated in such letter as well. In this case, the Board of Directors must arrange a shareholders' meeting within forty-five (45) days from the day receiving the letter from the shareholders.

In the event that the Board of Directors fails to hold a meeting within the time limit under paragraph three, all shareholders subscribing names together or other shareholders combined together to form the number of shares as prerequisite, may summon for the meeting by themselves within forty-five (45) days from the expiration of the period under paragraph three. In such case, it shall be considered as the shareholders' meeting summoned by the Board of Directors whereas the Company must be responsible for the necessary expenses incurred from the arrangement of the meeting and render the convenience as appropriate.

In the event that it appears that any meeting of shareholders convened by the shareholders under paragraph four, if the number of attending shareholders cannot fulfill a quorum as stipulated in Clause 39, the shareholders according to paragraph four, must jointly be responsible to pay the costs resulting from the arrangement of such meeting to the Company.

(Clause 37) In the summon for meeting, the Board of Directors shall prepare a meeting summon letter specifying the place, date, time, meeting agenda and matters to be proposed to the meeting together with reasonable details, by clearly specifying whether the matter was proposed for acknowledgment, approval, or for consideration, along with the opinion of the Board of Directors in such matter (if any) and deliver them to the shareholders and the Registrar not less than seven (7) days before the meeting date and announce the notice of the meeting in a newspaper for three (3) consecutive days and not less than three (3) days before the date of the meeting.

The Board of Directors or the assigned director shall determine the date, time and place of the meeting of shareholders. The place to be used as the shareholders' meeting must be located in the locality where the head

office or branch office is located or other province or other place nearby to the location of the head office and branch offices or other provinces or other places as thought fit by the Board of Directors.

**To Authorize Proxy Grantee to attend the Shareholders' Meeting and the rights of Shareholders for Voting.**

(Clause 38) In the shareholders' meeting, the shareholders have the right to attend and vote in the meeting. However, a shareholder may appoint a person who has reached the age of majority to attend the meeting and vote on his/her behalf. The proxy must be made in the form of the power of attorney bearing the date and signatures of the appointing shareholder and assigned proxy which must be made in accordance with the form prescribed by the Registrar.

This power of attorney must be submitted to the Chairperson or a person designated by the Chairperson at the place of the meeting before the proxy attends the meeting.

(Clause 39) In the shareholders' meeting, there must be shareholders and their proxies (if any) not less than twenty-five (25) persons and their shares, when combined together, must not be less than one-third (1/3) of the number of shares totally sold out or there must be shareholders and their proxies not less than a half of total shareholders attending and their collective shares must not be less than one-third (1/3) of total distributed shares number to constitute a quorum.

In the event it appears that in a shareholders' meeting, if one (1) hour has lapsed by the appointed time, the number of shareholders attending the meeting cannot constitute a quorum as determined, if the shareholders' meeting has been summoned for meeting appointment because the shareholders have previously requested, such meeting shall be suspended. If the meeting is not summoned by the shareholders' request, the meeting shall be summoned again and the summon notice for the meeting shall be sent to the shareholders not less than seven (7) days before the meeting date. In this latter meeting, a quorum is unnecessarily to be fulfilled.

(Clause 40) In the shareholders' meeting, the Chairperson shall preside over the meeting, in case of the Chairperson is absent from the meeting or unable to perform the duty, if there is a vice chairperson, the vice chairperson shall preside over the meeting. If there is no vice chairperson or there is but unable to perform the duty, the shareholders attending the meeting shall elect one among themselves to preside over the meeting.

(Clause 41) The Chairperson of the shareholders' meeting has the duty to control the meeting to comply with the law and the Company's articles of association. In this regard, the meeting must be conducted in accordance with the order of the agenda specified in the meeting summon letter unless the meeting issues a resolution to change the order of the agenda with the vote of not less than two-third of the number of shareholders present at the meeting.

(Clause 42) In voting at the shareholders' meeting, 1 share is entitled to 1 vote. If a shareholder has a special interest in any matter to be resolved, such shareholder has no voting right in that matter except in voting for the election of directors.

**The resolution of shareholders' meeting shall consist of the following votes.**

In normal cases, a majority vote of the shareholders who attend the meeting and cast their votes shall be respected. If the voting is tie or equal number of votes, the Chairperson of the meeting shall have an additional vote as a casting vote.

- (1) In the following cases, a decision of not less than three-fourth (3/4) of the total votes of the shareholders who attend the meeting and have the right to vote.
  - (a) The sale or transference of the Company's business, wholly or in significant parts, to other person.

- (b) Purchase or acceptance of transference of other companies or private companies' business to belong to the Company.
- (c) Making, remedy or terminating the contract related to the leasing of the whole or significant parts of the Company's business.
- (d) Assigning other person to manage the Company's business.
- (e) Merging affairs with other person with the objective to share the profit and loss together.
- (f) The amendment of the Company's memorandum of association or the articles of association.
- (g) Increasing or decreasing the Company's capital and issuing the debentures.
- (h) Amalgamation or dissolution of the Company.

(Clause 43) The affairs which the annual ordinary meeting should carry out are as follows:

- (1) Acknowledging the Board of Directors' report presented to the meeting that shows the Company's affairs during the past year.
- (2) Consider and approve the balance sheets or statement of financial position and profit and loss accounts of the Company.
- (3) Consider and approve the allocation of profits and dividend payment.
- (4) Consider the election of new directors to replace those who are retired by rotation.
- (5) Consider the appointment of auditors and determine the audit fees.
- (6) Other affairs.

**Dividend Payment and Reserved Money**

(Clause 49) The announcement of dividend payment is prohibited except by the resolution of the shareholders' meeting or the resolution of the Board of Directors in case there is a provisional dividend payment.

The dividend payment shall be notified in letters sent to the shareholders and notification of such dividend payment via a local newspaper and such dividend payment shall be arranged to occur within 1 (one) month from such resolution issuance.

(Clause 50) The Board of Directors may pay interim dividends to shareholders from time to time when it appears to the Board that the Company has sufficient profits to be able to do so and when the dividends have been paid, it shall be reported to the next meeting of shareholders for acknowledgment.

(Clause 51) Dividends shall be distributed equally according to the number of each share, unless otherwise specified for the preference shares.

The payment of dividends from other category money other than the profits cannot be made and in the event that the Company still have retained loss, the dividend payment is prohibited.

Under the above paragraph, in the event that the Company has not yet sold shares up to the number registered or the Company has registered an increment of capital, the Company can optionally pay the dividends, wholly or partially by issuance of new ordinary shares to the shareholders by the approval of the shareholders meeting.

(Clause 52) The Company must allocate a portion of annual net profit to be a reserve not less than five (5) per cents of annual net profit less by the amount of retained loss carried forward (if any) until this reserve fund is not less than 10 (ten) per cents of its registered capital.

In addition to such reserve, the Board of Directors may propose to the shareholders meeting to pass a resolution to allocate other reserves as viewed useful for the Company's affair operation.

**Documents and evidences required in order to attend the e-AGM No. 20/2023**

**The appointment of proxy, and registration process**

**For Individual Shareholders**

For shareholders who wish to attend the e-AGM, please complete, sign, and attach the required identification documents for verification of the right to attend the e-AGM as follows:

**Self-registration for Individual shareholder**

- (1) Follow the Guidelines for attending the e-AGM No. 20/2023 via electronic mean (Enclosure 10) to complete self-registration, or

**For the company to register for Individual shareholders**

- (1) Registration form for attending the Annual General Meeting of Shareholders (No. 20/2023) via electronic mean (Enclosure 11) signed by shareholders. Please provide your e-mail address and mobile phone number clearly which will be used for authentication in order to attend the Meeting.
- (2) A copy of valid identification card, government officer card, driver's license, or passport (in case of foreigner), certified as true and correct copy by the shareholder.
- (3) Submit the registration form together with identification documents as specified above to the Company within April 3<sup>rd</sup>, 2023 (The company expects the mail to arrive at the company within April 3<sup>rd</sup>, 2023) via the following channels:

1. E-mail : companysecretary@thaiopticalgroup.com or
2. Post : Thai Optical Group Public Company Limited,  
The Office of Company Secretary,  
No. 15/5 Moo 6, Bangbuathong-Suphanburi Road, Laharn,  
Bangbuathong, Nonthaburi Province, 11110 THAILAND

**For Individual shareholders who wish to appoint a proxy to attend e-AGM**

1. **In the event that shareholders are unable to attend the Meeting via electronic mean in person, please appoint a proxy to attend the Meeting and vote on your behalves by using either;**

**Proxy Form A** is a general form that is simple and uncomplicated; or

**Proxy Form B** is an explicit form that sets out specific details of authorization.

The Proxy Forms are set out in Enclosure 8. Shareholders can also appoint either one of the independent directors (who have no conflicts of interests in the directors election agenda), by using Proxy Form B. as a proxy to attend the Meeting and vote on their behalves. The appointed independent directors shall vote in each agenda as stated by the shareholders in the Proxy Forms. The independent directors who have no conflicts of interests in the agenda of the election of directors are as follows:

**1) Mr. Singh Tangtatswas and**

**2) Mr. Phairuch Mekarporn**

In this regard, details and qualifications of independent directors proposed as proxies of shareholders as shown in Enclosure 9.

2. **Required documents for the appointment of proxy**

**Individual shareholder to appoint a proxy**

- (1) Registration form for attending the Annual General Meeting of Shareholders (No. 20/2023) via electronic mean (Enclosure 11) signed by the proxy.
- (2) The Proxy Form, correctly and completely filled in, signed by the grantor and the proxy with the stamp duty affixed in full.
- (3) A copy of valid identification card, government officer card, driver's license, or passport (in case of foreigner) of the grantor, certified as true and correct copy by the grantor.
- (4) A copy of valid identification card, government officer card, driver's license, or passport (in case of foreigner) of the proxy, certified as true and correct copy by the proxy.
- (5) Submit the registration form together with identification documents as specified above to the Company within April 3<sup>rd</sup>, 2023 (The company expects the mail to arrive at the company within April 3<sup>rd</sup>, 2023) via the following channels:

1. E-mail : companysecretary@thaiopticalgroup.com or
2. Post : Thai Optical Group Public Company Limited,  
The Office of Company Secretary,  
No. 15/5 Moo 6, Bangbuathong-Suphanburi Road, Laharn,  
Bangbuathong, Nonthaburi Province, 11110 THAILAND

### **For Juristic Persons Shareholders**

For Juristic Person shareholders who wish to attend the e-AGM, please complete, sign, and attach the required identification documents for verification of the right to attend the e-AGM as follows:

#### **Self-registration for Juristic Person shareholder**

- (1) Follow the Guidelines for attending the e-AGM No. 20/2023 via electronic mean (Enclosure 10) to complete self-registration, or

#### **For the company to register for Juristic Person shareholders**

*(The authorized person of the juristic person to attend the e-AGM by him/herself)*

- (1) Registration form for attending the Annual General Meeting of Shareholders (No. 20/2023) via electronic mean (Enclosure 11) signed by the authorized person of the juristic person attending the e-AGM. Please provide your e-mail address and mobile phone number clearly which will be used for authentication in order to attend the Meeting.
- (2) A copy of valid identification card, government officer card, driver's license, or passport (in case of foreigner), certified as true and correct copy by the shareholder.
- (3) A copy of an affidavit of the juristic person, issued by the Ministry of Commerce (no longer than 6-month) certified as true and correct copy by the authorized person attending the e-AGM, with the statement showing the such authorized person is empowered the act on behalf of such juristic person as the shareholder.
- (4) Submit the registration form together with identification documents as specified above to the Company within April 3<sup>rd</sup>, 2023 (The company expects the mail to arrive at the company within April 3<sup>rd</sup>, 2023) via the following channels:

1. E-mail : companysecretary@thaiopticalgroup.com or
2. Post : Thai Optical Group Public Company Limited,  
The Office of Company Secretary,  
No. 15/5 Moo 6, Bangbuathong-Suphanburi Road, Laharn,  
Bangbuathong, Nonthaburi Province, 11110 THAILAND

### **For Juristic Persons shareholders who wish to appoint a proxy to attend e-AGM**

1. **In the event that shareholders are unable to attend the Meeting via electronic mean in person, please appoint a proxy to attend the Meeting and vote on your behalves by using either;**

**Proxy Form A** is a general form that is simple and uncomplicated; or

**Proxy Form B** is an explicit form that sets out specific details of authorization.

The Proxy Forms are set out in Enclosure 8. Shareholders can also appoint either one of the independent directors (who have no conflicts of interests in the directors election agenda), by using Proxy Form B. as a proxy to attend the Meeting and vote on their behalves. The appointed independent directors shall vote in each agenda as stated by the shareholders in the Proxy Forms. The independent directors who have no conflicts of interests in the agenda of the election of directors are as follows:

**1) Mr. Singh Tangtatswas and**

**2) Mr. Phairuch Mekarporn**

In this regard, details and qualifications of independent directors proposed as proxies of shareholders as shown in Enclosure 9.

2. **Required documents for the appointment of proxy**

#### **Juristic Person shareholder to appoint a proxy**

- (1) Registration form for attending the Annual General Meeting of Shareholders (No. 20/2023) via electronic mean (Enclosure 11) signed by the proxy.

- (2) The Proxy Form, correctly and completely filled in, signed by the grantor and the proxy with the stamp duty affixed in full.
- (3) A copy of valid identification card, government officer card, driver's license, or passport (in case of foreigner) of the authorized person (as the grantor), certified as true and correct copy by the grantor.
- (4) A copy of valid identification card, government officer card, driver's license, or passport (in case of foreigner) of the proxy, certified as true and correct copy by the proxy.
- (5) A copy of an affidavit of the juristic person, issued by the Ministry of Commerce (no longer than 6-month) certified as true and correct copy by the authorized person as the grantor, with the statement showing the such authorized person is empowered the act on behalf of such juristic person as the shareholder.
- (6) Submit the registration form together with identification documents as specified above to the Company within April 3<sup>rd</sup>, 2023 (The company expects the mail to arrive at the company within April 3<sup>rd</sup>, 2023) via the following channels:

- 1) E-mail : companysecretary@thaiopticalgroup.com or
- 2) Post : Thai Optical Group Public Company Limited,  
The Office of Company Secretary,  
No. 15/5 Moo 6, Bangbuathong-Suphanburi Road, Laharn,  
Bangbuathong, Nonthaburi Province, 11110 THAILAND

**Procedures for the appointment of proxy**

- (1) General shareholders may choose to use either Proxy Form A., or Proxy Form B. only. The Company recommends the shareholders to use Proxy Form B. and specify the voting for each agenda items.
- (2) Shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper are recommend to use Proxy Form C which is available on the Company's website at [www.thaiopticalgroup.com/investors\\_view.php?content\\_id=42](http://www.thaiopticalgroup.com/investors_view.php?content_id=42)
- (3) The shareholders, who appoint the proxy, shall appoint only one proxy to attend the Meeting and cast a vote. The shareholder cannot split his/her number of shares to different proxies for separate voting.
- (4) The shareholders can appoint either one of the Company's Independent Directors whose names and details are provided in Enclosure 9. The Company recommends the shareholders to use Proxy Form B. And specify the voting for each agenda item. In case of appointing an independent director as a proxy, Registration form for attending the Annual General Meeting of Shareholders (No. 20/2023) via electronic mean (Enclosure 11) is not required to be submitted.
- (5) The Proxy Form must be correctly and clearly filled in and arranged to be signed by the grantor and the proxy as well as affixed with a Baht 20 stamp duty bearing the crossed-out mark and specifying the date such proxy is made. The completed and executed proxy should be submitted together with the required documents for the appointment of proxy as specified below, to the Company within April 3<sup>rd</sup>, 2023 (The company expects the mail to arrive at the company within April 3<sup>rd</sup>, 2023) via the following channels:
  1. E-mail : companysecretary@thaiopticalgroup.com or
  2. Post : Thai Optical Group Public Company Limited,  
The Office of Company Secretary,  
No. 15/5 Moo 6, Bangbuathong-Suphanburi Road, Laharn,  
Bangbuathong, Nonthaburi Province, 11110 THAILAND
- (6) In case of any changes of Title/Name/Surname, a copy of evidence of such changes certified as true and correct copy, shall be submitted.
- (7) For foreign language document, if the original supporting documents are not in English, English translation of such documents are required and must be certified as true and correct translation by the shareholders or the authorized person of the juristic persons.
- (8) The Company shall not make additional request to cause an undue burden to the shareholders. For instance, any unidentified to use the shareholder's ID card for proxy, or any additional documents that are not specified in official circulated letter.
- (9) For more information, please do not hesitate to contact us via these channels;
  1. E-mail : companysecretary@thaiopticalgroup.com

Enclosure 8  
แบบหนังสือมอบฉันทะ แบบ ก.  
Proxy Form A.

อากรแสตมป์  
20 บาท  
Affix Baht 20  
Duty Stamp

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

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่บ้านเลขที่ \_\_\_\_\_  
I/We Nationality Residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Road Tambol/Sub District Amphur/District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ไทยออปติคอลล กรุ๊ป จำกัด (มหาชน)  
Being a shareholder of Thai Optical Group Public Company Limited (the Company),

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total amount of shares and have the right to vote equal to votes as follows:  
 หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share shares and have the right to vote equal to votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preferred share shares and have the right to vote equal to votes

(3) ขอมอบฉันทะให้  
Hereby appoint (please choose one option)

1) \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Age years, Residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Road Tambol/Sub District Amphur/District Province Postal Code , or

2) \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Age years, Residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Road Tambol/Sub District Amphur/District Province Postal Code , or

3) \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Age years, Residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Road Tambol/Sub District Amphur/District Province Postal Code

คนหนึ่งคนเดียวเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันที่ 5 เมษายน 2566 เวลา 10.00 น. ผ่านสื่ออิเล็กทรอนิกส์หรือที่พึงเลือกในวัน เวลา สถานที่หรือวิธีการเข้าประชุมอื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of shareholders on April 5 ,2023, at 10.00 hrs., through an electronic media platform, or such other date, time and place as may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ  
Any business carried out by the proxy in the said meeting shall be deemed as having carried out by myself/ourselves.

ลงนาม/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
(.....)

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
(.....)

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

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่บ้านเลขที่ \_\_\_\_\_  
I/We \_\_\_\_\_ Nationality Residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Road Tambol/Sub District Amphur/District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ไทยออปติคอลล กรุ๊ป จำกัด (มหาชน)  
Being a shareholder of Thai Optical Group Public Company Limited (the Company),  
โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total amount of \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes as follows:  
 หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preferred share \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามัญสามารถมอบฉันทะให้กรรมการอิสระของบริษัทได้ โดยมีรายละเอียดกรรมการอิสระของบริษัท ปรากฏตามสิ่งที่ส่งมาด้วย 9)  
Hereby appoint (May grant proxy to the Company's Independent Director of which details as shown in Enclosure 9)  
 1) \_\_\_\_\_ นาย สิงห์ ตังทตสวัสต์ อายุ 80 ปี อยู่บ้านเลขที่ 59  
Mr. Singh Tangtatswas Age years, Residing at \_\_\_\_\_  
ถนน สุขุมวิท64 ตำบล/แขวง บางจาก อำเภอ/เขต พระโขนง จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10260 หรือ  
Road sukhumvit64 Tambol/Sub District Bangchak District Prakanong Province Bangkok Postal Code , or  
 2) \_\_\_\_\_ นาย ไพรัช เมฆอาภรณ์ อายุ 77 ปี อยู่บ้านเลขที่ 237/67  
Mr. Phairuch Mekarporn Age years, Residing at \_\_\_\_\_  
ถนน พหลโยธิน 32 ตำบล/แขวง ลาดยาว อำเภอ/เขต จตุจักร จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10900 หรือ  
Road Phahonyothin32 Tambol/Sub District Ladyao District Chatuchak Province Bangkok Postal Code , or  
 3) \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Age years, Residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Road Tambol/Sub District Amphur/District Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันที่ 5 เมษายน 2566 เวลา 10.00 น. ผ่านสื่ออิเล็กทรอนิกส์หรือที่พึงเลือกไปในวัน เวลา สถานที่หรือวิธีการเข้าประชุมอื่นด้วย  
As only one of my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Meeting of shareholders on April 5, 2023, at 10.00 hrs., through an electronic media platform, or such other date, time and place as may be adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้  
In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:  
**วาระที่ 1** เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 19/2565 ผ่านระบบอิเล็กทรอนิกส์ เมื่อวันที่ 7 เมษายน 2565  
**Agenda 1** To certify the minutes of the Annual General Meeting of Shareholders No. 19/2022 which was held on April 7, 2022  
 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.  
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามคำสั่งของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to vote according to my/our instruction as follows:  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain  
**วาระที่ 3** พิจารณานอมนุมติงบแสดงฐานะการเงิน และงบกำไรขาดทุนเบ็ดเสร็จสำหรับปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2565 และรับทราบรายงานของผู้สอบบัญชี  
**Agenda 3** To approve the Statement of Financial Position and Statement of Comprehensive Income ended 31st December 2022 together with the Auditor's Report  
 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.  
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามคำสั่งของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to vote according to my/our instruction as follows:  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain





วาระที่ 4 เรื่อง พิจารณานอมนุมัติการจัดสรรกำไรสุทธิและการจ่ายเงินปันผลของบริษัทฯ ประจำปี 2565 และวันกำหนดรายชื่อผู้มีสิทธิรับเงินปันผล (Record Date)

**Agenda 4** To approve the allocation of net profits and annual dividend payment for 2022, and to fix the Record Date for the right to receive dividends

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to vote according to my/our instruction as follows:
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 5 เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนประจำปี 2566

**Agenda 5** To approve the appointment of auditor(s) and the audit fee for 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to vote according to my/our instruction as follows:
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 6 เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

**Agenda 6** To approve the appointment of directors to replace the directors retiring by rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to vote according to my/our instruction as follows:
- การแต่งตั้งกรรมการทั้งหมด  
To elect all nominated directors
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้  
The appointment of certain director as follows:
- รศ.ดร.วิชา จิวาลัย  
Assoc. Prof. Dr. Wicha Jiwalai  
 เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain
  - นายบรรจง จิตต์แจ้ง  
Mr. Banchong Chitchang  
 เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain
  - นาย พอล ไบรอัน ฟัสซี่  
Mr. Paul Bryan Fussey  
 เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain
  - นาย เดวิด แอนดรูว์ ครอส  
Mr. David Andrew Cross  
 เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 7 เรื่อง พิจารณานอมนุมัติค่าตอบแทนคณะกรรมการบริษัทและคณะกรรมการชุดย่อย และโบนัสประจำปี 2566

**Agenda 7** To approve the fixing of directors' remuneration and bonus for 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to vote according to my/our instruction as follows:
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 8 เรื่อง พิจารณาเรื่องอื่นๆ (ถ้ามี)

**Agenda 8** Other matters (if any)

- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
 Vote of the proxy on any agenda item which is not in accordance with my/our voting intention expressed in this Form of Proxy shall be invalid and shall not regarded as the vote in my/our capacity as the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 In case that I/we have not specified my/our voting intentions any agenda item or not clearly specified or in the case that the meeting considers or passes resolutions on any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem it appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ  
 For any act(s) or performed by the proxy at the meeting, it shall be deemed that such act(s) had been done by me in all respects except for the vote of the proxy which is not in accordance with my/our voting intentions expressed in this Proxy Form.

ลงนาม/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
 (.....)

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
 (.....)

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
 (.....)

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
 (.....)

**หมายเหตุ**

- 1) ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
 The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and not split the number of shares to several proxies for splitting votes.
- 2) วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
 In the agenda item regarding election of new directors, the whole set of nominated directors, or any individual nominated directors can be elected.
- 3) ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ  
 In the case that there are agenda items other than those specified above, the grantor of the proxy shall use the Enclosure Form B. attached herewith to specify the additional agenda item(s).



## ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

## Supplemental Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ไทยออปติคอลล กู๊ป จำกัด (มหาชน)

The proxy is granted by a shareholder of **Thai Optical Group Public Company Limited.**

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันที่ 5 เมษายน 2566 เวลา 10.00 น. ผ่านสื่ออิเล็กทรอนิกส์

For the Annual General Meeting of Shareholders for the year 2023 on April 5, 2023 at 10.00 hrs. through an electronic media platform.

วาระที่..... เรื่อง.....  
Agenda.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to vote according to my/our instruction as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่..... เรื่อง.....  
Agenda.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to vote according to my/our instruction as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่..... เรื่อง.....  
Agenda.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to vote according to my/our instruction as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่..... เรื่อง.....  
Agenda.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to vote according to my/our instruction as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่..... เรื่อง.....  
Agenda.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to vote according to my/our instruction as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่..... เรื่อง พิจารณาแต่งตั้งกรรมการ (ต่อ)  
Agenda..... To consider and approve the appointment of directors (Continued)

ชื่อกรรมการ.....  
Name of director

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ.....  
Name of director

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

ชื่อกรรมการ.....

Name of director

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

ชื่อกรรมการ.....

Name of director

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

ชื่อกรรมการ.....

Name of director

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

ลงนาม/Signed.....ผู้มอบฉันทะ/Grantor  
(.....)

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)



**Proposed to Act as Proxy for Shareholders**

**Mr.Singh Tangtatswas**

- Independent Director
- Chairman of the Audit Committee

**Age:** 80  
**Date of Appointment to the Board:** 20 February 2004  
**Years of Directorship** 18  
**(including the number of years in the case of being appointed this time) :**  
**% of Shareholding as of 18 January 2023:** None  
**Family Relationship with Other Directors and Members of Management:** None



**Educational Qualifications:**

- Master of Business Administration (Finance and Banking), Wharton School of Finance and Commerce, University of Pennsylvania, U.S.A.
- Bachelor Degree of Economics, Thammasart University

**IOD Training Program:**

- FGP: Financial Institutions Governance Program, Class 2/2011
- MIA: Monitoring the Internal Audit Function, Class 6/2009
- DCP: Director Certification Program, Class 0/2000

**Management Development:**

- Executive Development Program, Harvard Business School, USA
- Management Development Program, Wharton School of Finance and Commerce, USA
- Meeting with the Audit Committee of listed companies organized by the Securities and Exchange Commission (SEC), 2021
- Strengthening Good Corporate Governance by Audit Committee and Independent Director: Experiences from Fraud Cases 2020, organized by the Office of the Securities and Exchange Commission (SEC) in collaboration with the Thai Institute of Directors (IOD)

**Past Experience:**

<b>2004 – Present</b>	<b>Thai Optical Group Public Co., Ltd.</b> Independent Director Chairman of the Audit Committee
<b>2005 – 2013</b>	<b>TWZ Corporation PCL.</b> Independent Director
<b>2002 – 2010</b>	<b>Corporate Governance Center, The Stock Exchange of Thailand</b> Advisor
<b>1999 – 2001</b>	<b>Krung Thai Bank PCL.,</b> President and Chief Executive Officer
<b>1996 – 1999</b>	<b>The Stock Exchange of Thailand,</b> Director and Manager

<b>1991 – 1996</b>	<b>SIAM CELLULOSE COMPANY LIMITED</b> Managing director
<b>1986 – 1996</b>	<b>The Thai Pulp and Paper Industries Association</b> Director and Treasurer <b>THE SIAM SANWA INDUSTRIAL CREDIT COMPANY LIMITED</b> Director <b>THE SIAM PULP AND PAPER COMPANY LIMITED</b> Deputy Managing Director <b>THE SIAM CEMENT PUBLIC COMPANY LIMITED</b> Director, Fiscal Planning Division <b>Fiscal Policy Office</b> Bureau of Fiscal Policy <b>Fiscal Policy Office</b> Economist
<b>1980 – 1986</b>	
<b>1978 – 1980</b>	
<b>1968 – 1978</b>	
<b>Position in Subsidiaries or Associated Companies:</b>	None
<b>Position in Related Company:</b>	None
<b>Positions in Other Listed Companies:</b>	Yes
<ul style="list-style-type: none"> <li>• <b>Bangkok Bank Public Company Limited</b> Executive Director</li> <li>• <b>Bangkok Insurance Public Company Limited</b> Chairman, Remuneration and Nomination Committee Independent Director</li> </ul>	
<b>Positions in Other Non-Listed Companies:</b>	Yes
<ul style="list-style-type: none"> <li>• Sukhumvit 62 Medical Limited Director</li> <li>• Kanjanatat Company Limited Director</li> </ul>	
<b>Law Dispute in the Past 10 Years:</b>	None
<b>Meeting attendance in 2022:</b>	
<ul style="list-style-type: none"> <li>• Annual General Meeting of Shareholders No. 19/2022</li> <li>• Audit Committee</li> <li>• Audit Committee Meeting with External Auditor and without the Management and Internal Auditor</li> <li>• Board of Directors Meeting</li> </ul>	<p>1/1 times</p> <p>4/4 times</p> <p>1/1 times</p> <p>8/8 times</p>

**Mr. Phairuch Mekarporn**

- Independent Director
- Chairman of the Nomination and Remuneration Committee
- Member of the Audit Committee



**Age:** 77  
**Date of Appointment to the Board:** 20<sup>th</sup> February 2004  
**Years of Directorship** 16  
**(including the number of years in the case of being appointed this time) :**  
**% of Shareholding as of 18 January 2023:** None  
**Family Relationship with Other Directors and Members of Management:** None

**Educational Qualifications:**

- Master of Science in Mechanical Engineering, California State University, Long Beach, California, U.S.A.
- Bachelor Degree of Science in Mechanical Engineering, Chulalongkorn University , Thailand

**IOD Training Program:**

- Advanced ACP: Advanced Audit Committee Program, Class 1/2009
- ACP: Audit Committee Program, Class 17/2007
- DCP: Director Certification Program, Class 81/2006

**Management Development:**

- Advanced Management Program: The International Senior Managers’ Program, Harvard University, Graduated School of Business Administration, U.S.A.
- Meeting with the Audit Committee of listed companies, organized by the Securities and Exchange Commission of Thailand (SEC), 2021
- Strengthening Good Corporate Governance by Audit Committee and Independent Director: Experiences from Fraud Cases 2020, organized by the Securities and Exchange Commission of Thailand (SEC) together with Thai Institute of Directors Association (IOD)
- Independent Directors’ Forum 1/2019 - “Tips and Tricks for Dealing with Question in AGM”, Thai Institute of Directors Association (IOD)

**Past Experience:**

<b>2004 – Present</b>	<p><b>Thai Optical Group Public Co., Ltd.</b></p> <p>Independent Director</p> <p>Chairman of the Nomination and Remuneration Committee</p> <p>Member of the Audit Committee</p>
<b>2007 – Present</b>	<p><b>TTW Public Company Limited</b></p> <p>Independent Director</p> <p>Chairman of the Audit Committee</p>

2007 – 2020	Member of the CG Committee and Risk Committee <b>TTW Public Company Limited</b> Chairman of the Nomination and Remuneration Member of the CG Committee
2007 – 2020	<b>Pathum Thani Water Co., Ltd.</b> Chairman of the board
2004 – 2014	<b>Thai Optical Group Public Co., Ltd.</b> Independent Director Member of the Business Strategic Committee
1996 – 2003	<b>Siam Kraft Industry Co., Ltd.</b> Thai Kraft Paper Industry Co., Ltd. Thai Union Paper Industry Co., Ltd. Managing Director
<b>Position in Subsidiaries or Associated Companies:</b>	None
<b>Position in Related Company:</b>	None
<b>Positions in Other Listed Companies:</b>	Yes
<ul style="list-style-type: none"> <li>• <b>TTW Public Company Limited</b> Independent Director Chairman of the Audit Committee Member of the CG Committee and Risk Committee</li> </ul>	
<b>Positions in Other Non-Listed Companies:</b>	None
<b>Law Dispute in the Past 10 Years:</b>	None
<b>Meeting attendance in 2022:</b>	
<ul style="list-style-type: none"> <li>• Annual General Meeting of Shareholders No. 19/2022</li> <li>• Audit Committee</li> <li>• Audit Committee Meeting with External Auditor and without the Management and Internal Auditor</li> <li>• Nomination and Remuneration Committee</li> <li>• Board of Directors Meeting</li> </ul>	<p>1/1 times</p> <p>4/4 times</p> <p>1/1 times</p> <p>4/4 times</p> <p>8/8 times</p>



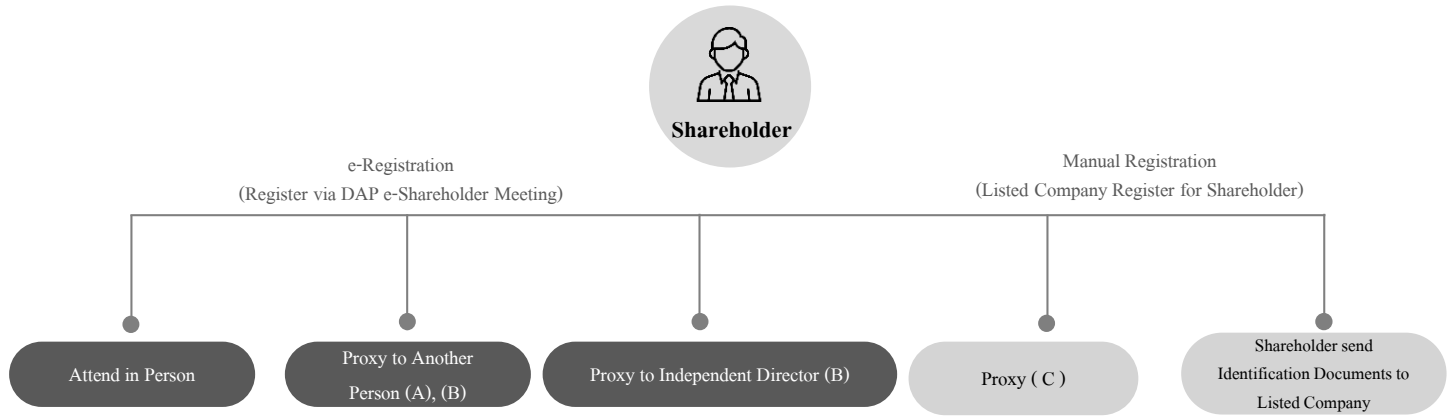
### Qualifications of Independent Directors

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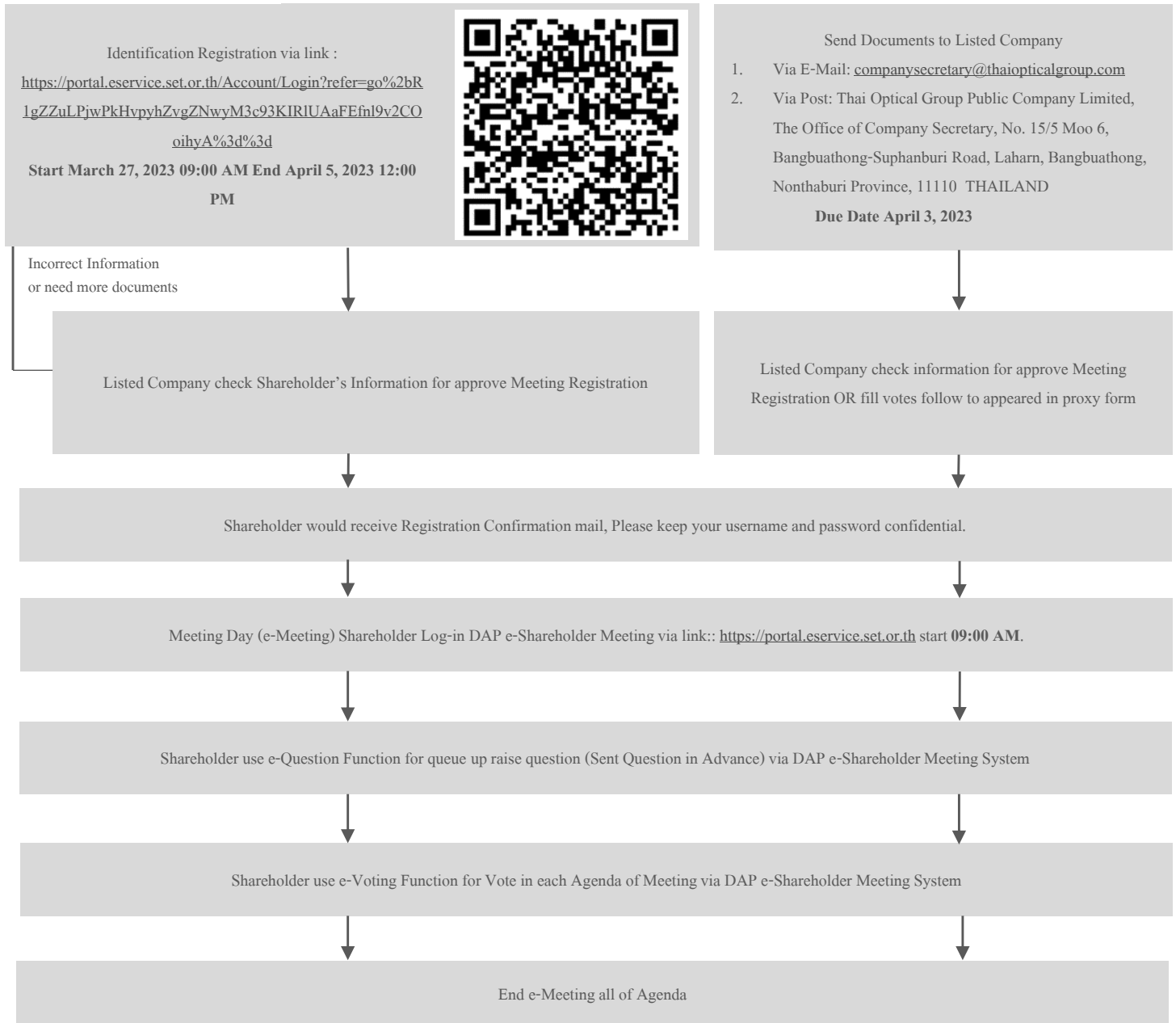
The qualifications of an independent director are as per the Company's criteria which are in line and more stringent than the criteria set by the Notification of the Capital Market Supervisory Board which is also available on the Company's website. At the present, the said criteria prescribed that the qualifications of independent director are as follows:

- 1) Holding no exceeding 0.5 percent of the total voting shares of the Company, parent company, subsidiaries, associated companies, major shareholders or controlling persons of the Company, including the shares held by connected persons of such independent director;
- 2) Not being or having been executive director, employee, staff or an adviser who receives a regular salary; or a controlling person of the Company, parent company, subsidiaries, associated companies, same-level subsidiaries, major shareholder or controlling person unless the foregoing status has ended no less than two years prior to the date of appointment such prohibited characteristics shall exclude the case where an independent director used to be a government official or advisor of a governmental agency, which is a major shareholder or the controlling person of the Company;
- 3) Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, directors, major shareholders, controlling persons, or persons to be nominated as executives, directors, or controlling persons of the Company or its subsidiaries;
- 4) Not having or having had a business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders or controlling persons in a manner that may interfere with independent discretion, which includes not being or having been a significant shareholder or controlling person of any person having a business relationship with the Company, subsidiaries, associated companies, major shareholders or controlling person, unless either the foregoing status has ended for at least two years prior to the date of appointment;
- 5) Not being or having been an auditor of the Company, its parent company, subsidiaries, associate companies, major shareholders or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiaries, associate companies, major shareholders or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment;
- 6) Not being or having been a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, its parent company, subsidiaries, associate companies, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of appointment;
- 7) Not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholder who is a connected person of the Company's major shareholder;
- 8) Not undertaking any business in the same nature and in significant competition to the business of the Company or subsidiaries or not being a partner in a significant partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the voting shares of other company which undertakes business in the same nature and in significant competition to the business of the Company or subsidiaries;
- 9) Not having any characteristic which make him/her incapable of expressing independent opinions with regard to the Company's business affairs.

**Attendance Guidelines for the E-AGM No.20/2023 and How to Ask Questions and Vote Using the Electronic System**



Documents: According to the attachment 7



DAP e-Shareholder Meeting User Manual



**Registration form for attending the Annual General Meeting of Shareholders (No. 20/2023) via electronic mean**

**Thai Optical Group Public Company Limited**

5 April 2023 at 10:00 hrs.

Broadcasting from Thai Optical Company Limited (TOC)

เขียนที่ \_\_\_\_\_  
Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We Nationality

เลขที่บัตรประจำตัวประชาชน \_\_\_\_\_ วัน/เดือน/ปีเกิด \_\_\_\_\_  
Passport Number Date of Birth

อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing at Road Tambol/Sub District

อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Amphur/District Province Postal Code

เบอร์โทรศัพท์ (ใช้ในการรับหมายเลข OTP ในการลงทะเบียนและ log-in) \_\_\_\_\_  
Mobile Phone Number (for receiving two-factor identification)

อีเมล (ใช้ในการรับ username และ password) \_\_\_\_\_  
E-Mail (for receiving username & password)

(2) เป็นผู้ถือหุ้นของ บริษัท ไทยออปติคอลล กรุ๊ป จำกัด (มหาชน)  
Being a shareholder of Thai Optical Group Public Company Limited (the Company),

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ดังนี้  
Holding the total amount of \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes  
as follows:

หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share shares and have the right to vote equal to \_\_\_\_\_ votes

หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preferred share shares and have the right to vote equal to \_\_\_\_\_ votes

(3) มีความประสงค์เข้าร่วมการประชุมสามัญผู้ถือหุ้นประจำปี 2566 (ครั้งที่ 20/2566) ผ่านระบบอิเล็กทรอนิกส์ ในวันและเวลา และวิธีการตามที่ระบุไว้ในหนังสือเชิญประชุม โดยข้าพเจ้าได้อ่านและตกลงผูกพันตามข้อตกลงและเงื่อนไขการใช้บริการ DAP e-Shareholder Meeting ตามเอกสารที่แนบมาด้วย

Wish to attend the 2023 Annual General Meeting of Shareholders (No. 20/2023) via electronic mean on the date and time and according to the method specified in the invitation letter for the meeting. I have read and agree to be bound by the terms and conditions of use of the DAP e-Shareholder Meeting service in the attached document.

ลงนาม ..... ผู้ถือหุ้น/ผู้รับมอบฉันทะ  
Signed Shareholder / Proxy  
(.....)



**Privacy Notice pursuant to Personal Data Protection Act, B.E. 2562 (2019)**

For the Annual General Meeting of Shareholders No. 20/2023 via electronic mean  
Thai Optical Group Public Company Limited 5 April 2023 at 10:00 hrs.

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Since Thai Optical Group Public Company Limited (the Company), as the data controller under the Personal Data Protection Act, B.E. 2562, is legally obligated to inform its shareholders and their proxies, as the data subject, of Privacy Notice for this E-AGM. The details are as follows:

**1. Personal Data:** The Company needs to collect the following personal information for the purpose of arranging attendance at the E-AGM: General Personal Data; Name, Age, Address, Telephone number, Identity Card Number, Bank Account Details, E-mail address, Fax number, Shareholder's registration number, motion pictures, sound, or both sound and motion pictures from video recordings, or from information technology systems, or from broadcasting through electronic media, or by any other means provided by the Company, including electronic traffic information.

**2. Purposes and Legal Basis for Personal Data Processing:** The Company will process all personal data in accordance with the purpose and legal basis for personal data processing as follows:

**2.1 Legal obligation**

- The Company will collect and use your personal data specified in items 1 above for the purpose of calling, arranging and conducting the E-AGM, including identity verification, sending any related documents, and carrying out any action pursuant to the E-AGM resolutions and/or to comply with the related laws or orders issued by the relevant authorities such as the Public Limited Companies Act, B.E. 2535 (1992), and Notification of the Ministry of Digital Economy and Society, and re: Standards for Maintaining Security of Meetings via Electronic Means, B.E. 2563 (2020), and other relevant laws, and so on. If you do not provide necessary personal data to the Company, the Company may be unable to fulfil its legal obligations and may affect to your benefits.

**2.2 Legitimate interest**

- The Company will collect and use your personal data specified in item 1 above for the purpose of preparing the E-AGM minutes, and keep evidence of your meeting attendance and any other activity involving the Company's legitimate interests and other persons to the extent that it is within your reasonable expectation.

**3. Sources of Personal Data:** The Company will collect your personal data directly from you and from Thailand Securities Depository Co., Ltd., which is the Company's registrar.

**4. Personal Data Storage:** The Company expects to keep your personal data for a period of 10 years from the date of the E-AGM. After these periods elapse, the Company will either destroy or anonymize your personal data.

**5. Disclosure of Personal Data Transfer:** The Company may disclose or transfer your personal information to related persons or entities such as service providers, contractors of the company involved in meeting arrangements or information technology or store data or maintain the website as well as auditors, legal advisor, government agency or officials with legal authority. The company will disclose or transfer your personal information to service providers or contractors only to the extent necessary to provide the service and will do so that the service provider or contractors do not use your information for other purposes.

The Company may disclose or transfer your Personal Data to foreign countries. In the event that consent is the legal basis for proceeding such actions, the Company will obtain your consent first in accordance with the laws.

**6. Rights of Data Subject:** As a data subject, you have the right to receive a copy of your personal data, the right to correct any mistakes in your personal data, the right to have your personal data erased, the right to withdraw your consent, the right to restrict for your personal data to be used for any other purpose than the abovementioned E-AGM, the right to request your personal data to be transferred to third parties, and the right to file complaints with a panel of experts under the Personal Data Protection Act, B.E. 2562.

**7. Contact Information:** If you would like to contact or inquire the details of the processing of personal data or exercise any of your rights, please contact the Company at email, [CS@togPLC.onmicrosoft.com](mailto:CS@togPLC.onmicrosoft.com), or by post to Thai Optical Group Public Company Limited, No. 15/5 Moo 6, Bangbuathong-Suphanburi Road, Laharn, Bangbuathong, Nonthaburi, 11110 THAILAND for this E-AGM, or contact **Data Protection Officer** at email; [data.privacy@thaiopticalgroup.com](mailto:data.privacy@thaiopticalgroup.com).