



**Invitation to Attend the Annual General Meeting of Shareholders
No.18/2021 via Electronic Mean
Thai Optical Group Public Company Limited**



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On Thursday, April 8, 2021 at 10:00 onwards,
having the Digital Access Platform Co., Ltd. (a subsidiary of the Stock Exchange of Thailand)
as a provider of electronic shareholder meeting system.

The meeting will be accessible to shareholders via online channel only,
broadcasting from Optic Gallery, Thai Optical Company Limited or TOC,
located at 61/9 Moo 5, Bangbuathong-Suphanburi Road,
Laharn, Bangbuathong, Nonthaburi Province, 11110 Thailand



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8 March 2021

Subject: Invitation to Annual General Meeting of Shareholders No.18/2021 via electronic mean

Attention: Shareholders of Thai Optical Group Public Company Limited

Enclosure:

- 1) Copy of minutes of the Annual General Meeting of Shareholders No. 17/2020
- 2) Annual Registration Statement 2020 (56-1 One Report) in QR code format and the Company's financial statements as ended on December 31, 2020
- 3) The List of the auditor and audit fee for the year 2021
- 4) A brief profiles of nominated candidates for director's position
- 5) The Director's Remuneration
- 6) The Company's Articles of Association related to the Shareholders' meeting
- 7) Registration form, documents and evidences required to show in order to attend the meeting
- 8) Proxy Form B
- 9) Profiles of Independent Directors whom shareholders can consider as Proxy holders, and Qualifications of Independent Committees.
- 10) Form for requesting a hard copy of the Annual Registration Statement 2020 (56-1 One Report)
- 11) Guidelines to attend the e-AGM No.18/2021 and how to register

Referring to the Board of Directors Meeting of Thai Optical Group Public Company Limited (the Company), held on February 17, 2021, the meeting had a resolution to organise the Annual General Meeting of Shareholders via Electronic Mean (e-AGM) No. 18/2021, having the Digital Access Platform Co., Ltd. (a subsidiary of the Stock Exchange of Thailand) as a provider of electronic shareholder meeting system. The meeting will be accessible to shareholders via online channel only and it will take place on Thursday, April 8, 2021 at 10:00 onwards, broadcasting from Optic Gallery, Thai Optical Company Limited or TOC, located at 61/9 Moo 5, Bangbuathong-Suphanburi Road, Laharn, Bangbuathong, Nonthaburi Province, 11110 Thailand. The agenda items are as follows;

Agenda 1 **To certify the minutes of the Annual General Meeting of Shareholders No. 17/2020 which was held on July 15, 2020**

Objective and Rationale:

The Annual General Meeting of Shareholders No.17/2020 was held on July 15, 2020 and its minutes was prepared within 14 days from the date of the meeting. Then, it was sent to the Stock Exchange of Thailand (SET) and the Ministry of Commerce within the timeframe in compliance with Thai legislation. (The detail as being shown 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.17/2020, held on July 15, 2020.

The Board's Opinion:

The minutes had been recorded accurately and completely, the Board proposes to the Shareholders to certify the minutes of Annual General Meeting of Shareholders No. 17/2020.

Agenda 2 **To acknowledge the Company's operating results for the year 2020 in accordance with the Annual Registration Statement 2020 (56-1 One Report)**

Objective and Rationale:

The Company has reported its operating results and the significant changes of the year 2019 in accordance with Annual Registration Statement 2020 (56-1 One Report) for the acknowledgement of shareholders.

The Board's Opinion:

The Board proposes to the Shareholders' meeting to acknowledge the Company's operating results and the significant changes during the year 2019.

Agenda 3

To approve the Statement of Financial Position and Statement of Comprehensive Income ended on 31st December 2020, and to acknowledge the Auditor's Report

Objective and Rationale:

According to Public Limited Company Act, B.E. 2535 states that the Company shall prepare the Statement of Financial Position and Statement of Comprehensive Income for year-end on December 31, 2020 and propose to the Annual General Meeting of Shareholders for consideration and approval details of such appeared in the Annual Registration Statement 2020 (56-1 One Report).

The Board's Opinion:

The Board proposes to the Shareholders to approve the Statement of Financial Position and Statement of Comprehensive Income for ended on December 31, 2020 which were audited by the Certified Public Accountant and endorsed by the Audit Committee as well as to acknowledge the Company auditor's report as proposed.

Voting Rule:

This agenda shall be approved by the majority of votes of the shareholders attending the meeting and casting their votes.

Agenda 4

To approve of the Company's appropriation of net profit and dividend payout for the year 2020, and the Record Date to determine those who are eligible to receive dividend

Objective and Rationale:

According to the Company's dividend payment policy, it states that "the Company shall allocate the payment of dividend not less than 40 percent of the Net profit of consolidated financial statements after less all reserves required by law and the Company."

According to such policy, the Company's operating results of the year 2020 shows the net profit of consolidated financial statements in the amount of **68.78 million Baht** which can be compared with dividend payment of the previous year as follows;

Details of Dividend payment	2021 (Consolidated)	2020 (Consolidated)	2019 (Consolidated)
1. Net Profit	68.78 MB	132.13 MB	146.03 MB
2. Less legal reserve of 5%	--- MB	--- MB	--- MB
3. Net profit after legal reserve	68.78 MB	132.13 MB	146.03 MB
4. Paid-up shares	474.32 Million Shares	474.32 Million Shares	474.32 Million Shares
5. Dividend payout (whole year)	0.12 Baht / Share	0.25 Baht / Share	0.28 Baht / Share
6. Interim dividend payout	Omission	0.10 Baht / Share	0.06 Baht / Share
7. Final dividend payout	0.12 Baht / Share	0.15 Baht / Share	0.22 Baht / Share
8. Total dividend payout	56.92 MB	118.58 MB	132.81 MB
9. Dividend Payout ratio	83 %	90 %	91 %

The Board's Opinion:

The Board proposes to the Shareholders to consider and approve the appropriation of Net profit and dividend payment in year 2020 as follows;

1. For Shareholders to acknowledge the omission of interim dividend payment.
2. No need to arrange for the appropriate reserve from net profit as the current capital reserve of the Company has reached the amount as required by law.
3. The Shareholders shall approve the dividend payout for the year 2020 at 0.12 Baht per share for the total shares amount of 474.32 million shares in total amount of 56.92 million Baht, details described below;
 - (1) Dividend payout of 23.72 million Baht or equivalent to 0.05 Baht per share which will be paid from the appropriation of Net profit with paid corporate income tax at the rate of 0%
 - (2) Dividend payout of 9.49 million Baht or equivalent to 0.02 Baht per share which will be paid from the appropriation of Net profit with paid corporate income tax at the rate of 20%
 - (3) Dividend payout of 23.72 million Baht or equivalent to 0.05 Baht per share which will be paid from the appropriation of Net profit with paid corporate income tax at the rate of 30%
 - (4) According to the applicable regulations of the Company, the said dividend payout will be paid to the eligible shareholders whose names are listed on the Shareholders' registration book on the **Record date as of Wednesday, April 21, 2021., And**
 - (5) **Dividend payout date on Friday, May 7, 2021.**

Voting Rule:

This agenda shall be approved by the majority of votes of the shareholders attending the meeting and casting their votes

Agenda 5

To approve of the re-appointment of the Company's auditor and fixing the audit fee for the year 2021

Objective and Rationale:

In compliance with the Public Limited Company Act B.E. 2535, it states that the Company shall appoint the Company's Auditor and fix the audit fee in the Annual General Meeting of Shareholders every year. (as shown in Attachment 3)

The Audit Committee's Opinion:

The Audit Committee recommends to reappoint the auditors from EY Office Limited to be the Auditor of the Company and its Subsidiary for the year 2021 because they have good auditing experiences and expertise and they maintain thoroughly good standard of services and performances. In addition, to compare with other companies with the same standard, the audit fee of EY Office Limited is reasonable and appropriate for their scope of services.

The Board's Opinion:

In accordance with the Public Limited Company Act B.E.2535, the Shareholders meeting shall appoint the Company's auditor and determine the audit fee for every year and the selection of the Company's auditor and audit fee have been thoroughly reviewed and endorsed by the Audit Committee. Considering the qualification and experiences of the auditors as well as the reasonable audit fee, the Board proposes the Shareholder's meeting should therefore approve the appointment of the auditor from EY Office Limited to be the auditor of the Company and its Subsidiary for the year 2021 as namely hereto:

Auditor	CPA (Thailand) No.	TOG's Auditor
1. Mrs. Sarinda Hirunprasurtwutti	4799	2015-2019 or
2. Ms. Siriwan Nitdamrong	5906	2016-2018 or
3. Ms. Kamontip Lertwitworatep	4377	Never be a TOG's Auditor

In addition, those auditors do not have relationship or transactions with the Company /the Subsidiary company/ Executives/Major shareholders or any persons who have relationship with the said persons that may create the conflict of interest. The Board as recommended by the Audit Committee, proposes the Shareholders' meeting to approve audit fee of the Company and its Subsidiary for the year 2020 of 2,470,000 Baht (Two-Million-Forty-Seven-Thousand-Baht-Only). The same amount of the audit fee as the previous year of 2020. Please also be noted that the Company has no other service fees in the last fiscal year.

Voting Rule:

This agenda shall be approved by the majority of votes of the shareholders attending the meeting and casting their votes.

Agenda 6

To approve of the nomination of directors whose tenures are expired by rotation

Objective and Rationale:

According to, the Public Limited Company Act B.E.2535 and Article 22 of the Company's Articles of Association, it is prescribed that one - third of all directors must be retired by rotation on the date of Annual General Meeting of Shareholders in every year. For the year 2021, there are four (4) directors, whose terms are expired as follows:(The detail is shown in Attachment 4)

- | | |
|----------------------|----------------------------|
| 1. Sawang Prachartam | 3. Torn Prachartam |
| 2. Sarote Prachaktam | 4. Wichit Thaveeprechachat |

In addition, the Company has invited all Shareholders to propose director nominee through Company's website during October 1 to December 31, 2020, however, the Company received no recommendation.

The Board's Opinion:

The Board has considered in accordance with the Nomination and Remuneration Committees' recommendation excluding directors having the conflict of interest in this election and the Board proposes the Shareholders' meeting to approve those four (4) directors to hold the Company's directorship for another term due to their qualifications, skills, expertise and experiences which can be benefit to the Company's operation and they do not have incompatibility in accordance with related principles and laws. Therefore, the Board recommends the reappointment of directors whose tenures are expired by rotation.

Voting Rule:

This agenda shall be approved by the majority of votes of the shareholders attending the meeting and casting their votes. A shareholder has the right of one vote for one share.

Agenda 7

To approve of the remuneration of the Board of Directors and Sub-Committees, and bonus for the year 2021

Objective and Rationale:

According to, Article 23 of the Company's Articles of Association, it is prescribed that directors shall receive remuneration in the form of awards, meeting allowances, rewards, bonus, other

benefits and welfare in accordance to the Company’s regulations or by the resolution of the shareholders’ meeting. As a result, the Shareholders’ meeting shall determine the remuneration of the Company’s Directors for the year 2021. In this regard, the Boards of Directors through the Nomination and Remuneration Committee has considered carefully on proper remuneration of directors at an appropriate level in line with their responsibilities and competitiveness with the peer companies as the listed companies in the Stock Exchange of Thailand which are similar size of industry or business and the said remuneration shall be sufficiently to attract director who has appropriate experience and good qualifications as well as capability to perform and achieve the Company’s strategic direction. Additionally, the selection process is transparent which the shareholders can reassure the fairness of the selection criteria.

The Boards therefore proposes the Shareholders’ meeting to approve the remuneration of the Board of Directors and the Sub-committees as well as Bonus of the year 2021 in the total amount of **6.815 million Baht** as follows; (Refer to Attachment 5)

1. 2021 Annual Remuneration: At present, the Company has twelve (12) directors so the remuneration of the director for the year 2021 shall not exceed 5.815 million Baht.
2. 2021 Directors’ Bonus: According to, the Company’s operating results of the year 2020 which has achieved as planed so the Nomination and Remuneration Committee has considered that the Company shall reward directors with bonus not exceed 1.0 million Baht.
3. Other Benefits (other than regular company’s benefits): None

The Board’s Opinion:

The Board proposes to the Shareholder’s meeting to approve the remuneration of the Board and the Sub-committees including Bonus of the year 2021, which shall not exceed 6.815 million baht. As the matter has duly and appropriately considered by the Nomination and Remuneration Committee.

Voting Rule:

According to the Public Limited Company Act B.E. 2535 Section 90, this agenda shall be approved by not less than two-third of the total number of votes of the shareholders who attend the meeting.

Agenda 8

Other matters (if any)

We hereby invite all shareholders to attend the Annual General Meeting of Shareholders (e-AGM) No. 18/2021 via electronic mean, having Digital Access Platform Company Limited (a subsidiary of the Stock Exchange of Thailand) as a provider of the meeting management system (e-AGM).

The company asks for shareholders’ cooperation, please adhere to the terms and conditions of the registration to attend the meeting via electronic system as well as learn how to vote since the company will use the unique “Username” and “Password” systems for the registration and vote counting throughout the meeting. Therefore, shareholders have to verify their identity before attending the meeting, whereby you can learn more details on the registration methods for attending the meeting (Refer to the attachment No. 11) And please inform the company in advance, should you wish to attend the meeting. On the day of the meeting, the company will allow the registration to log-in to the system from 8:00 am onwards.

In addition, for the security of personal information, the system does not support the authorization of natural persons to other natural persons to attend and vote on their behalf at this meeting. Therefore, in order to protect the rights and interests of the shareholders, in the event that the shareholders cannot attend the meeting by themselves. The company would like to ask you to give proxy to independent directors who have no conflict of interests in the agenda of considering the election of directors as follows:

- 1) **Mr. Banchong Chittchang**
- 2) **Assoc. Prof. Dr. Wicha Jiwalai,**

using the proxy form B. The form must be completely filled with 20 baht stamp duty affixed (as attached 8).

Then, please courier the original document via registered mail to;
“Thai Optical Group Public Company Limited or TOG
15/5 Moo 6 Bangbuathong-Suphanburi Road,
Lahan Sub-district, Bangbuathong District
Nonthaburi Province 11110”

The company expects the mail to arrive at the company by Monday, April 5, 2021

For more information, please do not hesitate to contact us via these channels;

1. Postal Service:
“**The office of Company Secretary**”
15/5 Moo 6 Bangbuathong-Suphanburi Road,
Lahan Sub-district, Bangbuathong District
Nonthaburi Province 11110
2. **E-mail:** companysecretary@thaiopticalgroup.com
3. **Line ID:** comsectog

Yours, sincerely



(Dr. Sawang Prachartam)
Chairman

Remark: The Shareholders could download the invitation letter of the AGM No.18/2021 via electronic mean and its enclosures on TOG’s website at www.thaiopticalgroup.com from March 8, 2021.

Minutes of the Annual General Meeting of Shareholders No. 17/2020 via Electronic Means
Thai Optical Group Public Company Limited
Wednesday 15 July 2020 at 10:00 - 12:00 hrs.
Broadcasting from the Optic Gallery At the Thai Optical Company Limited or TOC
(A subsidiary company) Bangbuathong Nonthaburi

Present

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

Absent

1	Mr. Paul	Bryan Fussey	Non-Executive Director
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Attendees

1	Mr. Chaiwat	Chittikun	Chief Operating Officer (COO)
2	Ms. Jirasuda	Sumpaotong	Chief Financial Officer (CFO)
3	Ms. Supat	Kuanpradit	Company Secretary
4	Ms. Nuchjarin	Boonsermsuk	Secretary to the Audit Committee

Company's Auditors

1	Ms. Siriwan	Nitdamrong	Auditor from EY Office Limited
2	Ms. Jintana	Umpornpa-nga	Auditor from EY Office Limited

Attorney-at-law

1	Mr. Suwikor	Eimdilok	Law Office of Suwikor Eimdilok
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The meeting commenced at 10:00 hrs.

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

The number of shareholders attended the meeting are as follows;					
ประเภทผู้ถือหุ้น (Type of Shareholders)	จำนวนผู้ถือหุ้น (No. of Shareholders)		จำนวนหุ้น (No. of Shares)		
มาด้วยตนเอง (Shareholders)	26	ราย (Persons)	ถือหุ้นรวม (No. of Shares)	66,399,069	หุ้น (Shares)
รับมอบฉันทะ (Proxies)	41	ราย (Persons)	ถือหุ้นรวม (No. of Shares)	339,561,051	หุ้น (Shares)
รวม (Total)	67	ราย (Persons)	รวมถือหุ้นทั้งสิ้น (Total No. of Shares)	405,960,120	หุ้น (Shares)
คิดเป็น (Total shares are)	85.5882%		ของหุ้นที่จำหน่ายได้ทั้งหมด (of Total Paid up Capital)	474,318,000	หุ้น (Shares)

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

Pursuant to Section 33 of the Public Limited Company Act provides that to cast a vote, each share shall have one vote. Voting shall be done on the open basis, unless at least five shareholders request to vote by other means. Generally, voting by showing hand is recognized as a voting on the open basis. However, the Company has used the computer system to facilitate the process of registration and voting calculation. There were at least five shareholders who made a request and proposed to vote by using computer system. The Chairman, therefore, concluded to the Meeting that voting of shareholders shall be facilitated by the computer system using the method of writing votes on ballots of each agenda.

However, due to the COVID-19 outbreak, the Company has complied with government announcements supporting the organizing of meetings via electronic mean. In which to comply with the Royal Decree on the Meeting via electronic media Announced on 18 April 2020, the company has therefore introduced an electronic system to organize meetings to facilitate the registration and vote counting, as well as to use the aforementioned electronic system to systematically collect voting information for each agenda item.

The company therefore asks all shareholders to vote via electronic mean, which the company has sent a detailed instruction manual to everyone in advance.

Before commencement of the Meeting, the Chairman asked the Company Secretary to explain the voting procedure to the Meeting. Ms. Supat Kuanpradit, Company Secretary, explained to the voting procedure for each agenda to the Meeting as follows:

With reference to the Company's Article of Association Clause 42 defining that the vote casting in the Meeting was one share per one vote, in case that, any shareholders who were considered as the stakeholders in any agendas then their votes would not be counted in that agenda.

Voting can be done by pressing the 3-color bar graph symbol (yellow, blue, green) that appears on the shareholder screen which will lead to the topic of the voting agenda. When the meeting progresses through various agendas and the chairman has said "open voting" for each agenda, the status will be displayed with a message for you to select. Press "Disagree Voting Only or Abstain", if shareholders wish to vote against / abstain, the said message to vote according to their wishes. Then wait for the chairman to say "Voting is closed". The shareholders can press "view the vote summary" but if the shareholders agree, the shareholders do not have to press any symbols and wait for the chairman to "close the vote" Shareholders can press "view summary of scores" on that agenda.

The Chairman informed the Meeting that the Annual General Meeting of Shareholders of this time, there were no extraordinary agendas and no any additional proposed agenda from shareholders after the Company had announced on the Company's website and the website of the Stock Exchange of Thailand from 1 October 2019 to 31 December 2019. The Chairman announced to open the Meeting and then conducted the Meeting according to the following agendas:

Agenda Item 1 To certify the minutes of the Annual General Meeting of Shareholders No. 16/2019

The Chairman proposed the Meeting to consider and certify the Minutes of the Annual General Meeting of Shareholders No.16/2019 which was held on April 4, 2019 that were prepared and sent the copy within 14 days from the date of the meeting to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe in compliance with Thai law. Also, the copy of the said minutes had already been delivered together with the Meeting Invitation letter to all shareholders.

The Chairman opened opportunity to shareholders and proxies to put forward their questions and comments. And there were no questions and comments raised, while the Meeting was considering this agenda.

The Chairman requested the Meeting had the resolution to certify the Minutes as proposed.

Voting Results

Voting Results of Agenda Item 1		
Agenda 1 To certify the minutes of the Annual General Meeting of Shareholders No. 16/2019		
More shareholders who attended the meeting 2 shareholders, holding in total of 1,388,800 shares.		
The total number of attendees 69 shareholders, holding in total of 407,348,920 shares.		
Voting Results	Number of shares	Percent (%)
เห็นด้วย (Approve)	407,348,920	100.0000
ไม่เห็นด้วย (Disapprove)	0	0.0000
งดออกเสียง (Abstain)	0	0.0000
รวม (Total)	407,348,920	100.0000

Remark Please note that there were two additional attendees holding 1,388,800 shares brought up the total number of attendees to 69 persons and a total shares of 407,348,920.

Resolution: The quorum considered and resolved to certify the Minutes as proposed.

Agenda Item 2 To acknowledge the Company's operating results for the year 2019 in accordance to the Annual Report 2019

The Chairman appointed Torn Prachartam, CEO to report the operating results for the year 2019 to the shareholders as follows;

- Vision & Mission Statements:
To become a leading, sustainable, independent manufacturer with a global reputation for consistent service excellence, ease of doing business and supplying the best value stock lenses and complete Rx service solutions on time every time.
- Operating Results for 2019
In 2019, the company had total revenue of 1,972 million baht, increasing from year 2018, which had a total income of 1,842. Million baht with a growth rate of 7.1%. The company had a net profit of 132 million baht, a decrease from the previous year which had a net profit of 146.03 million baht or -9.6%, mainly due to the strengthen Thai baht.

- 2019 Sales by Geography
 - » Europe had a total sales of 750 million baht or 38%.
 - » Australia and New Zealand had a total sales of 688 million baht or 35%.
 - » Asia-Pacific had a total sales of 368 million baht or 18%.
 - » America had a total sales of 153 million baht or 8%.
 - » Other regions had the total sales of 13 million baht or equivalent to 0.6%

- Company's progress and development
 - » The installation of RX AUTOMATION Phase 2 is complete and fully operational.
 - » Today, the company offers the equivalent of all the leading lens manufacturers around the world.
 - » The company plans to launch more new products to the market in 2020.
 - » The company has measures to cope with the COVID-19 situation.
 - » The company plans to establish a subsidiary in Europe in 2020.

- Sustainability projects

The company is committed to operating sustainably by adhering to 3 principles:

 1. Paying attention to management for maximum efficiency
 2. Caring for people and
 3. Caring for the environment

In 2019, the company was certified as one of the ESG 100 from Thaipat Institute, received a Sustainability Award and received a silver medal from the Happy Retirement Program from the Securities and Exchange Commission. The company is committed to anti-corruption by being certified by the Thai Private Sector Collective Action Coalition against Corruption as of January 16, 2015. In 2018, we were certified, renewed, certified as a member of the Thai private sector against corruption on August 21, 2018, the certificate will be valid for 3 years from the date of approval.

The Chairman then gave the shareholders and proxy-holders an opportunity to inquire details about the Company's performance report for the year 2019, which includes the topics of 2019 operating questions as follows:

Questions from Therdsak Wangset, Shareholders

- 1) Progress of RX Automation Phase 2 factory
- 2) How much will the progress of the European subsidiary establishment and the expected increase in gross margin, net profit sales will increase and how will this affect SG&A to increase or decrease?
- 3) Considering that sales in Europe in the past few years have decreased. But at the same time, sales in the U.S.A., Australia & New Zealand and Asia Pacific are likely to grow, especially in the U.S.A., are growing rapidly. Mr. Wangset would like to know when sales and profits in these regions will offset the decline in Europe.

Answers from Torn Prachartam, CEO

- 4) The company has completed the installation of the machinery and has been fully operated since the Q4 of 2019, resulting in the company increasing the production of Rx lenses without increasing the workforce.
- 5) The company is working on setting up a European subsidiary by the end of 2020 and expects it to be operational in the Q4/2020. The establishment of a subsidiary will possibly be in Poland using the same business model as the US subsidiary, that is, the Company does not invest, but relies on a professional logistics provider to manage warehousing and logistics
- 6) The company saw a declining sales trend in the European region and established a subsidiary in Europe to compensate for that revenue.

Remark

All other questions related to the impact of the COVID-19 situation, the management team will be gathered to answer them on Agenda 8 (if any).

Resolution: The quorum acknowledged.

Remark Please note that there was an additional attendee holding 123,300 shares brought up the total number of attendees to 70 persons and a total shares of 407,472,220.

Agenda Item 3 To consider and approve of the Statement of Financial Position and Statement of Comprehensive Income ended on December 31, 2019 and to acknowledge the Company auditor's report

The Chairman appointed Torn Prachartam, CEO to conclude as follows;

Statement of Financial Position ended on December 31, 2019;

- Total revenue 2,023.57 million Baht
- Revenue from sales and services 1,971.94 million Baht
- Net profits 132.13 million Baht
- Earning per share 0.28 Baht

Statement of Comprehensive Income ended on December 31, 2019

- Total assets 2,582.03 million Baht
- Total liabilities 774.20 million Baht
- Shareholders' equity 1,807.84 million Baht
- Paid up capital 474.32 million Baht

The Chairman then gave the shareholders and proxy-holders an opportunity to inquire details about the agenda item, no questions nor issue were raised.

Resolution: The quorum resolved to approve the Company’s Statement of Financial Position and Statement of Comprehensive Income as ended at 31 December 2019 which had already been audited and certified by the auditors of EY Office Limited and accepted by the Audit Committee, by majority votes of shareholders who attended the meeting and casted their votes as follows:

Voting Results of Agenda Item 3

Agenda 3: To consider and approve of the Statement of Financial Position and Statement of Comprehensive Income ended on December 31, 2019 and to acknowledge the Company auditor’s report

More shareholders who attended the meeting 0 shareholders, holding in total of 0 shares.
The total number of attendees 70 shareholders, holding in total of 407,472,220 shares.

Voting Results	Number of Shares	Percent (%)
เห็นด้วย (Approve)	407,472,220	100.0000
ไม่เห็นด้วย (Disapprove)	0	0.0000
งดออกเสียง (Abstain)	0	0.0000
รวม (Total)	407,472,220	100.0000

Agenda Item 4 To ratify the Company’s appropriation of net profit and dividend payout for the year 2019

The Chairman reported the appropriation of net profit and dividend payout for 2019 by the approval of 2019 dividend payment at the rate of 0.25 Baht per share for the total shares amount of 474.32 million shares or 118.58 million Baht.

1. For Shareholders to acknowledge the payment of interim dividend which the Board of Directors No. 87 (3/2019), held on August 7, 2019 had passed the resolutions to approve the interim dividend payment at the rate of 0.10 Baht per share (Operating period January 1, 2019 to June 30, 2019) or 47.432 million Baht in total, that was paid on September 6, 2019.
2. No need to arrange for the appropriate reserve from net profit as the current capital reserve of the Company has reached the amount as required by law.
3. For Shareholders to acknowledge the payment of the second interim dividend payout for the year 2019 at 0.15 Baht per share (Operating period July 1 to December 31, 2019) for the total shares amount of 474.32 million shares or 71.15 million Baht in total. Dividend payout date was paid on Friday, April 24, 2020 due to the postponement of the AGM because of COVID-19 situation.

The Chairman then gave the shareholders and proxy-holders an opportunity to inquire details about the agenda item, questions as follows:

Question from Mr. Hungchai Akkawatsakul, Representative of Thai Investors Association:
Whether the company will be able to pay the interim dividend from the operating results of Q1-Q2/2020?

Answer from the Chairman:

At this time, the company has not yet had a board meeting in the second quarter of 2020 and therefore cannot answer this question.

Resolution: The quorum resolved to ratify the Company’s appropriation of net profit and dividend payout for the year 2019.

Agenda Item 5 To ratify the re-appointment of the Company’s auditor and the audit fee for the year 2020

The Chairman appointed Singh Tangtatswas, Chairman of the Audit Committee to report to the meeting as follows; According to the announcement from the Securities and Exchange Commission, Thailand (SEC), Thor. 28/2563 regarding the preparation and submission of the 1st quarter financial statements of the year 2020 of the company that is unable to hold a Annual General Meeting of Shareholders due to COVID-19 allocating the authorisation to reappoint the auditor and determine the audit fee 2020 and propose to the earliest Annual General Meeting of Shareholders for ratification.

In compliance with the announcement from the Securities and Exchange Commission, Thailand (SEC), Thor. 28/2563, the Board of Directors Meeting No. 92 (3/2020) held on May 6, 2020 had a resolution to reappoint the Company’s auditor and approved of audit fee for the year 2020 considering the qualification and experiences of the auditors as well as the reasonable audit fee. The Board proposes the Shareholder’s meeting should therefore ratify the reappointment of the auditor from EY Office Limited to be the auditor of the Company and its Subsidiary for the year 2020 as namely hereto:

Auditor	CPA (Thailand) No.	TOG’s Auditor
1. Mrs. Sarinda Hirunprasurtwutti	4799	2015-2019 or
2. Ms. Siriwan Nitdamrong	5906	2016-2018 or
3. Ms. Kamontip Lertwitworatep	4377	Never be a TOG’s Auditor

In addition, those auditors do not have relationship or transactions with the Company /the Subsidiary company/ Executives/Major shareholders or any persons who have relationship with the said persons that may create the conflict of interest. The Board as recommended by the Audit Committee, proposes the Shareholders’ meeting to ratify the approval of audit fee of the Company and its Subsidiary for the year 2020 of 2,470,000 Baht (Two-Million-Forty-Seven-Thousand-Baht-Only). This rate increases from the previous year in the amount of 160,000 Baht (Sixteen-Thousand-Baht-Only). Please also be noted that the Company has no other service fees in the last fiscal year.

The Chairman then gave the shareholders and proxy-holders an opportunity to inquire details about the agenda item, no questions nor issue were raised.

Resolution: The quorum resolved to ratify the re-appointment of the Company’s auditor and the audit fee for the year 2020 by majority votes of shareholders who attended the meeting and casted their votes as follows:

Voting Results of Agenda Item 5		
Agenda 5: To ratify the re-appointment of the Company’s auditor and the audit fee for the year 2020		
More shareholders who attended the meeting	0 shareholders, holding in total of	0 shares.
The total number of attendees	70 shareholders, holding in total of	407,472,220 shares.
Voting Results	Number of Shares	Percent (%)
เห็นด้วย (Approve)	407,469,800	99.9994
ไม่เห็นด้วย (Disapprove)	2,420	0.0006
งดออกเสียง (Abstain)	0	0.0000
รวม (Total)	407,472,220	100.0000

It is in accordance with the Company’s Articles of Association Clause 42 (1) and Section 107 of Public Company Limited Act B.E. 2535.

Agenda Item 6 To consider the nomination of directors whose tenures are expired by rotation

The Chairman appointed Phairuch Mekarporn, Chairman of the Nomination and Remuneration Committee, to report to the meeting as follows;

According to, the Public Limited Company Act B.E.2535 and Article 22 of the Company’s Articles of Association, it is prescribed that one - third of all directors must be retired by rotation on the date of Annual General Meeting of Shareholders in every year. For the year 2020, there are four (4) directors, whose terms are expired as follows:

- 1) Assoc.Prof.Dr. Wicha Jiwalai
- 2) Mr. Banchong Chittchang
- 3) Mr. Paul Bryan Fussey
- 4) Mr. David Andrew Cross

In addition, the Company has invited all Shareholders to propose director nominee through Company’s website during October 1 to December 31, 2019, however, the Company received no recommendation.

The Board has considered in accordance with the Nomination and Remuneration Committees’ recommendation excluding directors having the conflict of interest in this election and the Board proposes the Shareholders’ meeting to approve those four (4) directors to hold the Company’s directorship for another term due to their qualifications, skills, expertise and experiences which can be benefit to the Company’s operation and they do not have incompatibility in accordance with related principles and laws. Therefore, the Board recommends the reappointment of directors whose tenures are expired by rotation.

Resolution: The quorum resolved to approve of the nomination of directors with the majority votes of attended shareholders and proxies who had the rights to vote to appoint these four directors who terms were expired by rotation to hold the Company’s directorship for another term as follows:

- 1) Assoc.Prof.Dr. Wicha Jiwalai as Independent Director

Voting Results of Agenda Item 6.1

Agenda 6.1: To consider the nomination of directors whose tenures are expired by rotation; Assoc. Prof. Dr. Wicha Jiwalai

More shareholders who attended the meeting 0 shareholders, holding in total of 0 shares.
 The total number of attendees 70 shareholders, holding in total of 407,472,220 shares.

Voting Results	Number of Shares	Percent (%)
เห็นด้วย (Approve)	404,854,420	99.3576
ไม่เห็นด้วย (Disapprove)	2,596,400	0.6372
งดออกเสียง (Abstain)	21,400	0.0053
รวม (Total)	407,472,220	100.0000

2) Mr. Banchong Chittchang as Independent Director

Voting Results of Agenda Item 6.2		
Agenda 6.2: To consider the nomination of directors whose tenures are expired by rotation: Mr.Banchong Chittchang		
More shareholders who attended the meeting	0 shareholders, holding in total of	0 shares.
The total number of attendees	70 shareholders, holding in total of	407,472,220 shares.
Voting Results	Number of Shares	Percent (%)
เห็นด้วย (Approve)	407,472,220	100.0000
ไม่เห็นด้วย (Disapprove)	0	0.0000
งดออกเสียง (Abstain)	0	0.0000
รวม (Total)	407,472,220	100.0000

3) Mr. Paul Bryan Fussey as Non-Executive Director

Voting Results of Agenda Item 6.3		
Agenda 6.3: To consider the nomination of directors whose tenures are expired by rotation Mr. Paul Bryan Fussey		
More shareholders who attended the meeting	0 shareholders, holding in total of	0 shares.
The total number of attendees	70 shareholders, holding in total of	407,472,220 shares.
Voting Results	Number of Shares	Percent (%)
เห็นด้วย (Approve)	407,472,220	100.0000
ไม่เห็นด้วย (Disapprove)	0	0.0000
งดออกเสียง (Abstain)	0	0.0000
รวม (Total)	407,472,220	100.0000

4) Mr. David Andrew Cross as Non-Executive Director

Voting Results of Agenda Item 6.4

Agenda 6.4: To consider the nomination of directors whose tenures are expired by rotation Mr. David Andrew Cross

More shareholders who attended the meeting 0 shareholders, holding in total of 0 shares.
 The total number of attendees 70 shareholders, holding in total of 407,472,220 shares.

Voting Results	Number of Shares	Percent (%)
เห็นด้วย (Approve)	407,472,220	100.0000
ไม่เห็นด้วย (Disapprove)	0	0.0000
งดออกเสียง (Abstain)	0	0.0000
รวม (Total)	407,472,220	100.0000

It is in accordance with the Company's Articles of Association Clause 42(1) and Section 107 of Public Company Limited Act B.E. 2535.

Agenda Item 7 To ratify the 2020 remuneration of the Board of Directors and the Sub-Committees, and to consider bonus 2020 from the operating results of the year 2019

The Chairman assigned Phairuch Mekarporn, Chairman of the Nomination and Remuneration Committee, to report to the meeting as follows;

The Company has 12 Directors and the Company's Sub-Committees are included;

- 1) The Audit Committee, 3 persons.
- 2) The Business Strategic Committee, 5 persons.
- 3) The Nomination and Remuneration Committee, 3 persons

Regarding to the Company's Articles of Association, Chapter 4 (Directors), Clause 23, it is prescribed that the Directors' remuneration in form of reward, meeting fee, per diem, bonus or other compensations must be determined and approved by the Annual General Meeting of Shareholders with the vote not less than two-third of the total number of votes of the shareholders who attend the meeting. Therefore, the shareholders' meeting should fix the remuneration of the Company's Directors for the year 2020.

However, due to the spread of the the corona virus (COVID-19), the Company must postpone the previously announced AGM while the Board of Directors has held the positions and carried out their duties all this time until this meeting. The Company has therefore applied the usual remuneration by paying fees equal to the previous year.

In this regard, the Boards of Directors through the Nomination and Remuneration Committee has considered carefully proper remuneration of directors at an appropriate level in line with their responsibilities and competitiveness with the peer companies as the listed companies in the Stock Exchange of Thailand which are similar size of industry or business and the said remuneration shall be sufficiently to attract director who has appropriate experience, qualifications as well as capability to perform and achieve the Company's strategic direction.

The Boards therefore proposes to the Shareholders to ratify the remuneration of the Board of Directors and the Sub-committees for the year 2020 and to approve of bonus from the operating result of the year 2019 as follows;

1. 2020 Annual Remuneration: At present, the Company has twelve (12) directors so the remuneration of the directors for the year 2020 shall not exceed 5.815 MB.
2. 2020 Directors' Bonus: According to the operating results of the year 2019, the Nomination and Remuneration Committee has considered that the Company shall reward directors with bonus not exceed 1.80 million Baht.
3. Other Benefits (other than regular Company's benefits): None

The Chairman then gave the shareholders and proxy-holders an opportunity to inquire details about the agenda item, no questions nor issue were raised.

Resolution: The Meeting had the resolution to approve with the votes not less than two-third of the total number of votes of the attended shareholders and proxies who had the rights to vote as follows;

Voting Results of Agenda Item 7		
Agenda 7: To ratify the 2020 remuneration of the board of directors and the sub-committees, and to consider bonus 2020 from the operating results of the year 2019		
More shareholders who attended the meeting	0 shareholders, holding in total of	0 shares.
The total number of attendees	70 shareholders, holding in total of	407,472,220 shares.
Voting Results	Number of Shares	Percent (%)
เห็นด้วย (Approve)	407,472,220	100.0000
ไม่เห็นด้วย (Disapprove)	0	0.0000
งดออกเสียง (Abstain)	0	0.0000
รวม (Total)	407,472,220	100.0000

It is in accordance with the Section 90 of Public Company Limited Act B.E. 2535.

Agenda Item 8 Other matters (if any)

In the previous agenda, there were pending questions about the COVID-19 epidemic situation, how it affects business operations in both domestic and international market and what measures the company take to deal with the crisis. Supat Kuanpradit, Company Secretary, invited Torn Prachartam, Chief Executive Officer to answer shareholders' questions as follows:

- TOG Business Implications

TOG is an export business with customers around the world in more than 50 countries, each with a different approach to dealing with the COVID-19 epidemic, which the company has closely monitored that different countries have their own ideas and needs and how each controls the situation? What the company found was that in some countries it did not have a regulation but let the epidemic be a matter of natural force, or in some countries, it would use a lockdown measure to shut down the country, which makes the business cycle stopped or on paused, which affects the supply chain management, storage systems and financial impacts which the company closely monitors. The company's management uses insurance to help manage these risks, which can cover approximately 90% of all its clients.

When the stores were closed, they could not sell things when they started to reopen the store and in the beginning there was no order and still pulled out of the warehouse to sell before it was sold out and then returned to order again. Currently, the situation is underway at this point where the company has begun to receive orders again, yet another problem is the problem with the logistics of goods that receive a sharp spike in demand. The fluctuating freight prices and the freight flights as commercial flights are not yet operational, and even shipping has a similar problem. Therefore, after loosening the lock down, it can make the business operate even though it has not yet returned to normal situation.

The company pays great attention to the business conditions of its customers. At present, there are no reports that customers can not pay for products and services, but has requested to extend the payment due dates or credit terms, which the company deems that it is not a matter. That is quite reasonable in this situation, even the company itself has submitted a request to extend the payment terms with manufacturers of products and raw materials as well, because it wants to keep a good cash flow and to maintain the liquidity of the company as much as possible.

In addition, from the impact of the recession/depression, from now on, premium product anticipate that will be adversely affected, as well as the bulk shipment will be reduced. However, commodity product believe that will continue to be marketable.

- Internal Operations

The company has put in place protection measures within the office and factory area according to the Department of Disease Control, the Ministry of Public Health standards such as temperature measurement, use of alcohol-based hand sanitizer, mask wearing , or social distancing, etc. In addition, the company has a policy to focus on the production of automated production lines in order to reduce the crowd of employees and reduce the risk of infection within the Company’s wall.

- Future Plan

After the COVID-19 situation has softened, the company will focus on opening up a subsidiary in Europe and selling in all regions around the world. As for the internal organization management, the company has adjusted the internal management to be in line with the situation, such as human resource management.

The Chairman then gave the shareholders and proxy-holders an opportunity to inquire details about the agenda item.

Suggestion from Mr. Hungchai Akkawatsakul, Representative of Thai Investors Association:

He asked the company to report audit fees for the past 3 years in the invitation letter of the general meeting of shareholders for the record and for shareholders to acknowledge and he would like to provide encouragement to management and thank the management.

There was no other questions nor issues were raised.

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

The meeting adjourned at 12.00 น.

— Signature —

 (Dr. Sawang Prachartam)
 Chairman of the meeting

— Signature —

 (Ms.Supat Kuanpradit)
 Company Secretary

The Details of Agenda 5

To consider the reappointment of the Company's auditor and fix the audit fee for the year 2021

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. The Audit Committee recommended the former auditors from EY Office Limited to continue their duties as the Auditors of the Company's and its Subsidiary in 2021 because of their standard, expertise and good performance. The details of annual audit fee are proposed as follows:

(Unit: Baht)

Thai Optical Group Public Company Limited	2021	2020	2019
The audit fee of the Separated and Consolidated Financial Statements	920,000	920,000	800,000
The reviewing fee of the Separated and Consolidated Financial Statements	480,000	480,000	480,000
Other reviewing fee	80,000	80,000	80,000
Total	1,480,000	1,480,000	1,360,000
Change (%)	0.0	8.8	0.0

Thai Optical Company Limited	2021	2020	2019
The audit fee of the Separated and Consolidated Financial Statements	480,000	480,000	450,000
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
Total	720,000	720,000	690,000
Change (%)	0.0	4.3	0.0

Poly Sun Company Limited	2021	2020	2019
The audit fee of the Separated and Consolidated Financial Statements	210,000	210,000	200,000
The reviewing fee of the Separated and Consolidated Financial Statements	60,000	60,000	60,000
Total	270,000	270,000	260,000
Change (%)	0.0	3.8	0.0
Grand Total	2,470,000	2,470,000	2,310,000
Overall Change (%)	0.0	6.9	0.0

Including 3 companies totalling 2,470,000 baht, the fee is equal to the previous year.

Three auditors who will sign the audit of Thai Optical Group Public Company Limited and its subsidiaries for the year 2021 as follows:

Auditor	CPA (Thailand) No.	TOG's Auditor
1. Mrs. Sarinda Hirunprasurtwutti	4799	2015-2019 or
2. Ms. Siriwan Nitdamrong	5906	2016-2018 or
3. Ms. Kamontip Lertwitworatep	4377	Never be a TOG's Auditor

In addition, those auditors do not have relationship or transactions with the Company/the Subsidiary company/ Executives/Major shareholders or any persons who have relationship with the said persons that may create the conflict of interest. The Board as recommended by the Audit Committee, proposes the Shareholders' meeting to approve audit fee of the Company and its Subsidiary for the year 2021 of 2,470,000 Baht (Two-Million-Forty-Seven-Thousand-Baht-Only). This rate is equal to the audit fee for the year 2020. Please also be noted that the Company has no other service fees in the last fiscal year.

The Details of Agenda 6
Credentials and Backgrounds of Directors whose Tenure are Expired by Rotation and were nominated to be reappointed as the Company's Directors for Another Term

Sawang Prachartam, Ph.D.

- Chairman of the Board of Directors

Age:	76
Date of Appointment to the Board:	February 20, 2004
Years of Directorship:	20
% of Shareholding as of 30 December 2020:	2.53
Family Relationship with Other Directors and Members of Management:	Yes*



Educational Qualifications:

- Ph.D. CE University of Akron, Ohio, U.S.A. (Class of 1974)
- MSCE The University of Akron, Ohio, U.S.A. (Class of 1970)
- BSCE Chulalongkorn University, Bangkok, Thailand (Class of 1966)

IOD Training Program and Management Development:

- DCP: Director Certification Program, Class 83/2007
- UFS: Understanding the Fundamental Financial Statement, Class 2/2006
- FND: Finance for Non-Finance Director, Class 17/2005
- RCP: Role of Chairman Program, Class 11/2005
- DAP: Director Accreditation Program, Class 18/2004

Past Experience:

2004-Present	Thai Optical Group Public Co., Ltd. Chairman
2009-2014	Thai Optical Group Public Co., Ltd. Chairman of the Business Strategic Committee
2004-2008	Thai Optical Group Public Co., Ltd. Managing Director
1982-2003	Thai Optical Co., Ltd. Better Vision Group Co., Ltd. Nam Silp Thai Eyewear Co., Ltd. Executive Director of Sales and Marketing
1979-1981	Architect 110 Co., Ltd. Director and Engineer Thai Group Consultants Co., Ltd. Senior Structural Engineer
1976-1978	Department of Applied Science, Brookhaven National Lab, NY, U.S.A. Structural Engineer

1974-1976	Civil Engineering Department, The University of Akron, Ohio, U.S.A. Research Associate
1970-1974	Hale & Kullgren, Akron, Ohio, U.S.A. Structural Analysis System, Kent, Ohio, U.S.A. Engineer
1968-1969	Aisun & Associates Co., Ltd. Engineer
1967-1968	Soil Testing Service Co., Ltd. Engineer
1966-1967	Universal Engineering Consultants Co., Ltd. Engineer

Position in Subsidiaries or Associated Companies: None

Position in Related Company: Yes

- NST Ventures Co., Ltd.
Director

Positions in Other Listed Companies: None

Positions in Other Non-Listed Companies: Yes

- Thai Optometric Association
Director Consultant
- The Engineering Institute of Thailand Under H.M. the King's Patronage
Member
- Thai – Italian Chamber of Commerce (TICC)
Director
- TopCon Co., Ltd.
Director

Law Dispute in the Past 10 Years: None

Meeting attendance in 2020

- | | |
|--|-----------|
| • Annual General Meeting of Shareholders | 1/1 time |
| • Board of Directors Meeting | 6/6 times |

Mr. Sarote Prachaktam

- Non-Executive Director
- Member of the Business Strategic Committee

Age: 73
 Date of Appointment to the Board: February 20, 2004
 Years of Directorship: 20
 % of Shareholding as of 30 December 2020: 0.69
 Family Relationship with Other Directors and Members of Management: Yes*



Educational Qualifications:

- Master of Industrial Engineering, North Carolina State University, U.S.A.
- Bachelor of Mechanical Engineering, Chulalongkorn University, Thailand

IOD Training Program and Management Development:

- DCP: Director Certification Program, Class 86/2007
- DAP: Director Accreditation Program, Class 18/2004
- FND: Finance for Non-Finance Director, Class 13/2004

Past Experience:

2006-Present	Thai Optical Group Public Co., Ltd. Director	2011-2015	Thai Optical Co., Ltd. Chairman
	Member of the Business Strategic Committee	2009-2011	Thai Optical Group Public Co., Ltd. Managing Director
2012-2015	Thai Optical Group Public Co., Ltd. Director	2004-2008	Thai Optical Group Public Co., Ltd. Deputy Managing Director of Operating Sector
	Member of the Nomination and Remuneration Committee	1972-2003	Thai Optical Co., Ltd. Thai Polymer Lens Co., Ltd. Director and Factory Manager

Position in Subsidiaries or Associated Companies: None

Position in Related-Business to Company: Yes

- NST Ventures Co., Ltd.
Director

Positions in Other Listed Companies: None

Positions in Other Non-Listed Companies: None

Law Dispute in the Past 10 Years: None

Meeting Attendance in 2020

- Annual General Meeting of Shareholders 1/1 time
- Board of Directors Meeting 6/6 times
- Business Strategic Committee Meeting 4/4 times

Torn Prachartam

- Executive Director
- Member of Business Strategic Committee
- Chief Executive Officer



Age: 53
 Date of Appointment to the Board: November 10, 2010
 Years of Directorship: 14
 % of Shareholding as of 30 December 2020: 5.10
 Family Relationship with Other Directors and Members of Management: Yes*

Educational Qualifications:

- M.Sc. Industrial and Systems Engineering, Ohio University, U.S.A.
- BChE King Mongkut’s University of Technology Thonburi, Bangkok, Thailand

IOD Training Program and Management Development:

- BMT: Board Matters and Trends, Class 8/2019
- SBM: Strategic Board Master Class, Class 2/2017
- SFE: Successful Formulation and Execution of Strategy, Class 15/2012
- DCP: Director Certification Program, Class 149/2011

Kellogg School of Management, Northwestern University:

- Executive Development Program Session 87/2014

Past Experience:

2019-Present Thai Optical Group Public Co., Ltd.
Chief Executive Officer

2010-Present Thai Optical Group Public Co., Ltd.
Director
Member of the Business Strategic Committee

2014-2018 Thai Optical Group Public Co., Ltd.
Managing Director

2012-2014 Thai Optical Group Public Co., Ltd.
Deputy Managing Director of Operating Sector

2004-2012 Thai Optical Group Public Co., Ltd.
Division Manager, TOG Plant

2001-2003 Thai Polymer Lens Co., Ltd.
Division Manager, Production and Quality Control

1995-2001 Thai Polymer Lens Co., Ltd.
Division Manager, Planning and Quality Control

1994-1995 Thai Optical Co., Ltd.
Division Manager, Glass Mold Manufacturing

Position in Subsidiaries or Associated Companies: Yes

- Thai Optical Co., Ltd.
Chairman, Director, and Managing Director
- Poly Sun Co., Ltd.
Director, and Managing Director
- TOG USA, Inc.
Director

Position in Related Company: None

Positions in Other Listed Companies: None

Positions in Other Non-Listed Companies: Yes

- National Electronics and Computer Technology Center (NECTEC) Thailand
Sub-committee on Electronic Devices and System Program

Law Dispute in the Past 10 Years: None

Meeting Attendance in 2020

- | | |
|--|-----------|
| • Annual General Meeting of Shareholders | 1/1 time |
| • Board of Directors Meeting | 6/6 times |
| • Business Strategic Committee Meeting | 4/4 times |

Wichit Thaveprechachat

- Non- Executive Director

Age: 59
 Date of Appointment to the Board: April 8, 2008
 Years of Directorship: 16
 % of Shareholding as of 30 December 2020: None
 Family Relationship with Other Directors and Members of Management: None



Educational Qualifications:

- M.B.A., Banking and Finance, Ramkamhaeng University, Bangkok, Thailand
- B.B.A., Accounting, Ramkamhaeng University, Bangkok, Thailand

IOD Training Program and Management Development:

- ACPG: Anti-Corruption Practical Guide, Class 7/2013
- DCP: Director Certification Program, Class 138/2010
- BRP: Board Reporting Program, Class 2/2010
- DAP: Director Accreditation Program, Class 76/2008
- EMT: Effective Minutes Taking, Class 2/2006
- CSP: Company Secretary Program, Class 6/2004
- Chulalongkorn University, Bangkok, Thailand: MMP, Class 27

Past Experience:

2008 - Present	Thai Optical Group Co., Ltd. Non-Executive Director	1989-1993	Thai Central Steel Co., Ltd. Assistant Accounting Manager
2018	Thai Optical Group Co., Ltd. Business Planning and Finance Division Manager	1987-1989	Kiatpaisal Co., Ltd. Treasury
2005-2017	Thai Optical Group Co., Ltd. The Company Secretary	1985-1987	Khumsappaisal Co., Ltd. , Treasury
1993-2004	Sin Thai Estate Co., Ltd. Accounting Manager	1984-1985	Nana Condominium Co., Ltd. , Accountant

Position in Subsidiaries or Associated Companies: None

Position in Related-Business to Company: None

Positions in Other Listed Companies: None

Positions in Other Non-Listed Companies: None

Law Dispute in the Past 10 Years: None

Meeting Attendance in 2020

- Annual General Meeting of Shareholders 1/1 time
- Board of Directors Meeting 6/6 times

The Details of Agenda 7 Remuneration of Directors

According to, Article 23 of the Company's Articles of Association, it is prescribed that directors shall receive remuneration in the form of awards, meeting allowances, rewards, bonus, other benefits and welfare in accordance to the Company's regulations or by the resolution of the shareholders' meeting. As a result, the Shareholders' meeting shall determine the remuneration of the Company's Directors for the year 2020.

In this regard, the Nomination and Remuneration Committee has considered carefully on proper remuneration of directors at an appropriate level in line with their responsibilities and competitiveness with the peer companies as the listed companies in the Stock Exchange of Thailand which are similar size of industry or business and the said remuneration shall be sufficiently to attract director who has appropriate experience and good qualifications as well as capability to perform and achieve the Company's strategic direction. Additionally, the selection process is transparent which the shareholders can reassure the fairness of the selection criteria.

As the matter has duly and appropriately considered by the Nomination and Remuneration Committee, the Nomination and Remuneration Committee proposes to the Annual General Meeting of Shareholders No. 18/2021 to approve the remuneration of the Board of Directors and the Sub-committees including Bonus for the year 2021 in the total amount of 6.815 million Baht as follows;

1. 2021 Annual Remuneration: At present, the Company has twelve (12) directors so the remuneration of the director for the year 2021 shall not exceed 5.815 million Baht.

2. Directors' Bonus: According to, the Company's operating results of the year 2019 which has achieved as planned so the Nomination and Remuneration Committee has considered that the Company shall reward directors with bonus not exceeded 1.0 million Baht.

3. Other Benefits (other than regular Company's benefits): None

(Unit: Baht)

Committee	Number of Person(s)	Annual Remuneration 2021	Annual Remuneration 2020	Annual Remuneration 2019
The Board of Directors	12	3,751,000	3,751,000	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
Total		5,815,000	5,815,000	5,815,000

The Details of Agenda 7 Remuneration of Directors as An Individual

Director's Name	2021 Remuneration				Total Remuneration 2021	Total Remuneration 2020	Total Remuneration 2019
	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Business Strategic Committee			
Dr. Sawang Prachartam	517,000	-	-	-	517,000	517,000	517,000
Mr. Singh Tangtatswas	294,000	344,000	-	-	638,000	638,000	638,000
Mr. Phairuch Mekarporn	294,000	229,000	211,000	-	734,000	734,000	734,000
Assoc.Prof.Dr. Wicha Jiwalai	294,000	229,000	140,000	-	663,000	663,000	663,000
Mr. Banchong Chittchang	294,000	-	140,000	211,000	645,000	645,000	645,000
Mr. Paul Bryan Fussey*	294,000	-	-	140,000	434,000	434,000	0
Mr. David Andrew Cross	294,000	-	-	140,000	434,000	434,000	434,000
Mr. Sarote Prachartam	294,000	-	-	140,000	434,000	434,000	434,000
Mr. Torn Prachartam	294,000	-	-	140,000	434,000	434,000	434,000
Mrs. Pornpun Thotrakul	294,000	-	-	-	294,000	294,000	294,000
Mrs. Amolrat Prachartam	294,000	-	-	-	294,000	294,000	294,000
Ms. Wichit Thaveeprechachat	294,000	-	-	-	294,000	294,000	294,000
Mr. Nicholas Philip Green*	-	-	-	-	0	0	434,000
Total	3,751,000	802,000	491,000	771,000	5,815,000	5,815,000	5,815,000

Remark According to the resolution of the Board of Directors Meeting No. 89 (5/2019) held on 6th November 2019, the Board appointed Mr. Paul Bryan Fussy as a Non-Executive Director holding the position with the remaining term, and replacing Mr. Nicholas Philip Green due to his resignation.

Director's Name	Position	Bonus 2021	Bonus 2020	Bonus 2019
Dr. Sawang Prachartam	• Chairman of the Board	90,000	160,000	160,000
Mr. Singh Tangtatswas	• Independent Director • Chairman of the Audit Committee	110,000	198,000	198,000
Mr. Phairuch Mekarporn	• Independent Director • Chairman of Nomination and Remuneration Committee • Audit Committee	128,000	228,000	228,000
Assoc.Prof.Dr. Wicha Jivalai	• Independent Director • Audit Committee • Nomination and Remuneration Committee	114,000	205,000	205,000
Mr. Banchong Chittchang	• Independent Director • Chairman of the Business Strategic Committee • Nomination and Remuneration Committee	112,000	200,000	200,000
Mr. Paul Bryan Fussey*	• Non-Executive Director • Business Strategic Committee	74,000	-	-
Mr. David Andrew Cross	• Non-Executive Director • Business Strategic Committee	74,000	134,000	134,000
Mr. Sarote Prachaktam	• Non-Executive Director • Business Strategic Committee	74,000	134,000	134,000
Mr. Torn Prachartam	• Executive Director • Business Strategic Committee	74,000	134,000	134,000
Mrs. Pornpun Thotrakul	• Non-Executive Director	50,000	91,000	91,000
Mrs. Amolrat Prachartam	• Non-Executive Director	50,000	91,000	91,000
Ms. Wichit Thaveeprechachat	• Non-Executive Director	50,000	91,000	91,000
Mr. Nicholas Philip Green*	• Non-Executive Director • Business Strategic Committee		134,000	26,800
Mr. Sean Darren Lawe*	• Non-Executive Director • Business Strategic Committee			107,200
Total		1,000,000	1,800,000	1,800,000

Remarks

- According to the resolution of the Board of Directors Meeting No. 82 (3/2018) held on 7th August 2018, the Board appointed Mr. Nicholas Philip Green as a Non-Executive Director holding the position with the remaining term, and replacing Mr. Sean Darren Lawe due to his resignation.
- According to the resolution of the Board of Directors Meeting No. 89 (5/2019) held on 6th November 2019, the Board appointed Mr. Paul Bryan Fussy as a Non-Executive Director holding the position with the remaining term, and replacing Mr. Nicholas Philip Green due to his resignation.

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

Directors' Qualifications/Election Method of Directors/ Directors Retiring by Rotation

(Article.20) The Company requires the Board of Directors comprising at least 5 members. Not less than half of the total number of members must have residence in the Kingdom of Thailand. The qualifications of the directors have to be in complying with the law. The directors may be the Company shareholders, or not.

The Board of Directors will be responsible in the management of the company and is authorized to operate the company under the law and regulations of the company in accordance with the resolution of the company shareholders' meeting.

(Article.21) The election of Company directors is to be made at the Company shareholders' meeting, with respect to the following rules:

- 1) A shareholder has 1 vote per share held.
- 2) The election can be made individually, person by person or by any other method chosen at the meeting. Each shareholder has to give all votes he/she has in (1) to one candidate only; he/she cannot split his/her votes among any other candidate(s).
- 3) The candidates will be ranked in descending order of votes received, and will be appointed to be Directors of the Board, in order, until all positions are filled. If there is tie of votes for candidates in descending order, which causes an excess of the total number of directors; the Chairman shall have a casting vote.

(Article.22) At the Annual General Meeting, one-third of directors has to resign. If the number of the Directors cannot be separated into 3 parts, the number of resigning Directors should be vicinal to one-third. In subsequent years, the ones holding the longest term on the Board will be requested to stand down, and can be elected back to the Board.

(Article.23) The directors have the right to receive remunerations such as reward, the meeting allowance, compensation, bonus or other form of benefits as the approval of the shareholders' meeting defined by certain amount or referred to criteria. In addition, the directors are also provided the Company's benefits.

The provisions of paragraph one shall not affect the rights of the employees of the Company which has elected as an director in order to receive compensation and benefits as an employee or the Company's employees.

(Article.24) The membership of directors will be terminated upon expiry of term, and under the following conditions:

- 1) Death
- 2) Resignation
- 3) The directors are unqualified or discovered to have any forbidden characteristics, regarding to the law , regulations, in accordance to the Public Company Limited Act.
- 4) The membership is ended by a resolution vote at the shareholders' meeting.
- 5) A Court of Law orders the directors to resign.

(Article.25) The directors can submit their resignation letter to the Company and it is effective immediately. The directors, themselves, can also inform the registrar of their resignation.

(Article.26) In case of vacancy due to other reasons, aside from the expiry of membership term, the Company's Directors, in the Board meeting, will appoint a replacement with complete qualifications to fill the vacant position, unless the term of membership remaining is less than two months. The newly appointed director will only have the remaining of the outgoing term.

The replacement should obtain at least three quarters of votes from the remaining directors of the Board of Directors.

(Article.27) The shareholders may, in the meeting, elect to remove the directors of the Board before the expiry of term, with three quarters of shareholders in attendance and being eligible to vote. Furthermore, the number of shares held by those voting at the meeting should exceed half of the total shares held by all shareholders entitled to vote.

(Article.28) The Board will select one of the directors to be Chairman of the Board and one to be Managing Director.

If the Board of Directors considers that one or more should be appointed to be the Vice Chairman of the Board, then they would have duties and power according to Articles of Association, designated from the Chairman.

The Annual General Meeting of Shareholders

(Article.36) The Board of Directors shall provide the Annual General Meeting of Shareholders within four months after the financial year-end.

Other shareholders' meetings will be called as the Extraordinary Meeting of Shareholders.

The Board of Directors can hold the extraordinary meeting as when is necessary, or the combined shareholders with minimum 1/5 of total sold out shares; or 25 shareholders with minimum 1/10 of total sold out shares can combine signing on a significant book to request the Board of Directors to hold the extraordinary meeting anytime. However, it is also required clearly written reasons of requesting on the significant book. In this case, the Board of Directors is required to hold the meeting within 1 month after the date of the book's receiving.

(Article.37) To hold the shareholders' meeting, the Board of Directors must provide the invitation documents with the meeting place, date, time, agendas, and the matter that will be proposed to the meeting; including the details as necessary. Also, specify that such matter is required acknowledgement, approval or consideration with the opinions of the Board of Directors (if any) and the Company must send the necessary information to the shareholders and registrar at least 7 days prior to the meeting date, including publicizing through newspaper for 3 days prior to the meeting date at least 3 days continuously. The Board of Directors or the authorized directors are required to fix the meeting date, time, and place. However, the meeting place must be located on the Head Office area; or Branch Office area; or the neighbor province of the Head Office and Branch Office; or other province as the Board of Directors recommended.

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

(Article.38) To attend the shareholders' meeting, the shareholders have the right to attend and vote in the meeting or to authorize their proxy grantee, which is legally mature to attend and vote on their behalf. However, to authorize proxy must be done through proxy form as required by registrar. The aforementioned proxy form required sending to chairman of the meeting at the meeting place prior to the attending of the proxy grantee.

(Article.39) The shareholders' meeting must consist of the shareholders and proxy grantee (if any) at least 25 persons with combined shares minimum 1/3 of total sold out shares to attend the meeting, or the shareholders and proxy grantee at least 3 quarters of the total number of shareholders with the combined shares minimum 1/3 of total sold out shares.

In case any shareholders' meeting that the shareholders request for is over due for 1 hour but there is insufficient attendances as required, such shareholders' meeting must be halted. However if such shareholders' meeting is not requested by the shareholders, it is required to define new meeting date and time and sending of invitation matters to the shareholders at least 7 days prior to the meeting date. In addition, this new meeting is not required complete attendance.

(Article.40) In the meeting of shareholders, it is required the Chairman of the Board of Directors to be the chairman of the meeting. In case the Chairman of the Board of Directors is absent or unable to perform his/her duty, the Deputy chair Director shall be allowed to be the chairman of the meeting (if any). In case of there is no Deputy chair Director or unable to perform his/ her duty, one of shareholders who attends the meeting shall be the chairman of the meeting.

(Article.41) The chairman of the meeting can control the meeting procedure in accordance with laws and the Company's regulations. However, the chairman must proceed the meeting as defined agendas in invitation of the meeting unless the meeting has resolution to rearrange the meeting's agendas by at least 2/3 votes of attendant shareholders.

(Article.42) It is defined that in the meeting, one share has one right in voting. And hence, any shareholders that have the conflict of interest in any agenda have no right to vote in that agenda, except to vote on the election of directors.

Resolutions of the Shareholders' meeting shall consist of the votes as follows;

- 1) In ordinary case, judged by major votes of shareholders who attend the meeting. However if there are equal votes, the Chairman of the meeting is allowed to add his/her vote to be judge vote.
- 2) In the following cases, judged by at least ¾ of shareholders' votes who attend the meeting and have the rights to vote.
 - a) Sales or handing over of all or some business parts of the Company to other persons.
 - b) Purchase or being handed over of other company or private company to belong to the Company.

- c) Making, revising and cancellation of all or some significant business parts of the Company rent out agreement.
- d) Delegating other person to perform the Company's business.
- e) Combining of the Company's business with other person due to the co-dividing of profit and loss objective.
- f) Additional revising of memorandum of association and regulations.
- g) Increase or decrease of the Company's shares or selling debentures.
- h) Joint Venture or end the business.

(Article.43) Procedures on the shareholders' meeting shall be as follow;

- 1) To consider and acknowledge the operating performance for the previous year.
- 2) To consider and make approval on the Company's Balance Sheet and Profit and Loss Statement.
- 3) To consider and make approval on the profit allocation and dividend payment.
- 4) To consider and appoint the Directors to replace those who are retired by rotation.
- 5) To appoint the Company auditors and consider service fee.
- 6) Other procedures.

Dividend Payout and Reserved Money

(Article.49) It is prohibited to announce on dividend payment without the Board of Directors' resolution. The dividend payment must be informed to shareholders by written matter with announcement through a newspaper and must provide dividend payment within 1 (one) month after defined resolution.

(Article.50) The Board of Directors may provide interim dividend payment to shareholders as when the Board of Directors considered there are sufficient profits and must inform the shareholders' meeting in the next meeting.

(Article.51) The dividend payment must be equally provided in the number of shares' holding, except for preferred shares which might be provided regarding the regulation.

Apart from profits, the dividend payment by others is prohibited. Besides, in case of there is collective loss, the dividend payment is prohibited. In case the Company has not sold out shares regarding the total amount as registered or had capital increased registered already, all or some dividend may be paid by allocating the shareholders new common shares approving by the shareholders' meeting.

(Article.52) The Company must allocate some annual profits to be reserved money at least 5% of annual net profits, deducted by collective brought forward loss (if any); till this reserved money will be at least 10% (ten percent) of capital shares.

Besides aforementioned reserved fund, the Board of Directors might propose the shareholders' meeting to vote for allocation of other reserved money if this is considered to be the Company's benefit.

**Evidence of the right to attend the AGM via electronic means (E-AGM),
proxy, registration and voting methods**

Ordinary Person

1. In case, the shareholder attends the meeting by him/herself:

The shareholder shall present the valid identification document with photo identification issued by any government agency i.e., identification card, government officer ID card or passport and the name change certificate (if the shareholders obtain the said document) in order to register via online channel

2. In case of proxy:

For the security of personal information, the system does not support the authorization of natural persons to other natural persons to attend and vote on their behalf at this meeting. Therefore, in order to protect the rights and interests of the shareholders, in the event that the shareholders cannot attend the meeting by themselves. The company would like to ask you to give proxy to independent directors who have no conflict of interests in the agenda of considering the election of directors as follows:

- 1) **Mr. Banchong Chittchang and**
- 2) **Assoc. Prof. Dr. Wicha Jivalai,**

Using the proxy form B. The form must be completely filled with 20 baht stamp duty affixed (as attached 8).

Then, please courier the original document via registered mail to;
 “Thai Optical Group Public Company Limited or TOG
 15/5 Moo 6 Bangbuathong-Suphanburi Road, Lahan Sub-district, Bangbuathong District
 Nonthaburi Province 11110”

The company expects the mail to arrive at the company by Monday, April 5, 2021

Juristic Person

1. In case a representative (Director) of the shareholder attends the meeting by him/herself:

- 1.1 The representative shall present the document issued by any government agency, which is still valid and with photo identification, i.e., Identity Card, government officer ID card or passport as stated in case of ordinary person in clause 1.

- 1.2 Copy of company registration certificate of the shareholders issued by the Ministry of Commerce, which shall be valid not more than 3 months before the meeting date, duly certified by representative of such juristic person (Director) and having content showing that the representative of such juristic person who signed the proxy is authorised to act on behalf of the juristic person, the shareholder.

2. In case of proxy:

- 2.1 Proxy Form and addendum in the form attached to the notice to call for the shareholders’ meeting, duly filled in completely and signed by the representative of such juristic person (director), the shareholder and the proxy.

- 2.2 Copy of company registration certificate of the shareholders issued by the Ministry of Commerce, which shall be valid not more than 3 months before the meeting date, duly certified by the representative of such juristic person (Director) and having content showing that the representative of such juristic person, the shareholder.

- 2.3 Copy of document issued by any government agency to the representative of such juristic person (director), the shareholder, i.e., Identity Card, government officer ID card, driving license, or passport, with duly certified by the shareholder, as stated in case of ordinary person in clause 1.

3. Shareholder who does not have Thai Nationality or is a Juristic Person established under the Foreign

Law:

- 3.1 The representative shall present the document as stated in juristic person clause 1 and 2

- 3.2 In case that the foreign shareholders authorise a custodian to sign the proxy form on his/her behalf, the following documents are required;
- 1) Power of Attorney by Foreign shareholder authorising custodian to sign the proxy of his/her behalf.
 - 2) Letter certifying that such custodian signed the proxy form has the permission to engage in the custodian business.

The same documents to those stated above must be prepared and presented. Any document, which is not made in English must be translated into English and duly certified as true and correct translation by the shareholder or the representative of such juristic person.

“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.”

The shareholders who are unable to attend the Annual General Meeting of Shareholders via electronic means (E-AGM) by him/herself are encouraged to authorise another person or an Independent Director to attend and vote on his/her behalf as per the following procedures:

- 1) Authorise another person or an independent director to attend and vote on his/her behalf by specifying the name with details for a person as required to be your proxy or marking an independent director to be your proxy.
- 2) Affix a 20-Baht stamp duty and specify the date on the proxy form.
- 3) The shareholder may send the completed proxy form along with the required documentation to the Company’s head office at:

Postal address: “The Office of Company Secretary”
15/5 Moo 6, Bangbuathong-Suphanburi Road,
Laharn, Bangbuathong Nonthaburi 11110
Email: companysecretary@thaiopticalgroup.com

No later than 17:00 hrs (Bangkok time) of April 5, 2021 in order to allow a sufficient time to examine the documentation. Split of shares to several proxies to vote in the meeting is prohibited. Shareholders shall authorise the proxy holder to cast the votes equal to the total number of shares held by the shareholder. Authorising less than the total number of shares shall be allowed only for the custodian appointed by foreign shareholder in accordance with proxy form C (Download at www.thaiopticalgroup.com).

Electronic Meeting Registration

The shareholders will be able to attend Annual General Meeting of Shareholders via Electronic Mean (e-AGM) No. 18/2021, having the Digital Access Platform Co., Ltd. (a subsidiary of the Stock Exchange of Thailand) as a provider of electronic shareholder meeting system. The meeting will be accessible to shareholders via online channel only and it will take place on **Thursday, April 8, 2021 at 10:00 onwards**, broadcasting from Optic Gallery, Thai Optical Company Limited or TOC, located at 61/9 Moo 5, Bangbuathong-Suphanburi Road, Laharn, Bangbuathong, Nonthaburi Province, 11110 Thailand.

For more information, please do not hesitate to contact us via these channels;

1. Postal Service:
“The office of Company Secretary”
15/5 Moo 6 Bangbuathong-Suphanburi Road,
Lahan Sub-district, Bangbuathong District
Nonthaburi Province 11110
2. **E-mail:** companysecretary@thaiopticalgroup.com
3. **Line ID:** comsectog

Proxy (Form B.)
(Form Specifying Various Particulars for Authorisation Containing Clear and Concise Details)



Written at.....

Date.....MonthYear.....

(1) I/We Nationality
Residing/located at No., Road,, Tambol/Kwaeng,
Amphur/Khet....., Province, Postal Code.....

(2) Being a shareholder of **Thai Optical Group Public Company Limited (“ the Company”)**,
holding.....shares in total which are entitled to cast.....votes as follows:

Ordinary shares: shares in total which are entitled to cast..... votes; and

Preferred shares: shares in total which are entitled to cast..... votes,

(3) I/We wish to appoint

1)**Mr. Banchong Chittchang**.....age.....73.....years,
residing/located at No.11/42.....Moo 1..... Soi Pitak 2.....,Chaengwattana 14 Road,.....

Tambol/Kwaeng...Thung Song Hong..., Amphur/Khet...Lak Si..., Province...Bangkok...Postal Code.....10210.....or

2)**Assoc.Prof. Dr. Wicha Jiwalai**.....age.....77.....years,
residing/located at No.376-160.....,Rama 3 Road,

Tambol/KwaengBang Khlo,....Amphur/KhetBang Kho Laem,ProvinceBangkok,.... Postal Code ..10120.. or

Anyone of above as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders via Electronic Mean (e-AGM) No. 18/2021, having the Digital Access Platform Co., Ltd. (a subsidiary of the Stock Exchange of Thailand) as a provider of electronic shareholder meeting system. The meeting will be accessible to shareholders via online channel only and it will take place on **Thursday, April 8, 2021 at 10:00 onwards**, broadcasting from Optic Gallery, Thai Optical Company Limited or TOC, located at 61/9 Moo 5, Bangbuathong-Suphanburi Road, Laharn, Bangbuathong, Nonthaburi Province, 11110 Thailand., or such other date, time, place and method as may be adjourned.

(4) In this Meeting, I/we grant my/our proxy to vote on my/ our behalf as follows:

Agenda 1 re: To certify the minutes of the Annual General Meeting of Shareholders No. 17/2020 which was held on July 15, 2020

(a) The proxy is entitled to cast the votes on my behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve

Disapprove

Abstain



Agenda 2 re: To acknowledge the Company's operating results for the year 2020 in accordance with the Annual Registration Statement 2020 (56-1 One Report)

- (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain

Agenda 3 re: To approve the Statement of Financial Position and Statement of Comprehensive Income ended on 31st December 2020, and to acknowledge the Auditor's Report

- (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain

Agenda 4 re: To approve of the Company's appropriation of net profit and dividend payout for the year 2020, and the Record Date to determine those who are eligible to receive dividend

- (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain

Agenda 5 re: To approve of the re-appointment of the Company's auditor and fixing the audit fee for the year 2021

- (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain

Agenda 6 re: To approve of the nomination of directors whose tenures are expired by rotation

- (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Vote for all the nominated candidates**
- Approve Disapprove Abstain
- Vote for an individual nominated candidate**
- Dr. Sawang Prachartam**
- Approve Disapprove Abstain
- Mr. Sarote Prachaktam**
- Approve Disapprove Abstain
- Mr. Torn Prachartam**
- Approve Disapprove Abstain
- Ms. Wichit Thaveeprechachat**
- Approve Disapprove Abstain



Agenda 7 re: To approve of the remuneration of the Board of Directors and the Sub-Committees, and bonus for the year 2021

- (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain

Agenda 8 re: Other matters (if any)

- (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain

5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as not having been casted by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

SignProxy Grantor
(.....)

SignProxy Grantor
(.....)

SignProxy Grantor
(.....)

SignProxy Grantor
(.....)

Remarks:

1. A shareholder shall appoint only one proxy to attend and vote at the Meeting. A shareholder shall not appoint more than one proxy each with the voting rights in respect of a certain portion of shares.
2. Regarding the election of directors, the proxy can either elect the whole set of the nominated directors or by individual.
3. In case there are additional agendas to be discussed than those specified above, the proxy may make additional authorization in the Supplemental Proxy Form B attached hereto.



Supplemental Proxy Form B.

The proxy as a shareholder of the Annual General Meeting of Shareholders via Electronic Mean (e-AGM) No. 18/2021, having the Digital Access Platform Co., Ltd. (a subsidiary of the Stock Exchange of Thailand) as a provider of electronic shareholder meeting system. The meeting will be accessible to shareholders via online channel only and it will take place on **Thursday, April 8, 2021 at 10:00 onwards**, broadcasting from Optic Gallery, Thai Optical Company Limited or TOC, located at 61/9 Moo 5, Bangbuathong-Suphanburi Road, Laharn, Bangbuathong, Nonthaburi Province, 11110 or such other date, time and place as may be adjourned.

Agenda Item.....re:.....

(a) The proxy is entitled to cast the votes on my behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

Agenda Item.....re:.....

(a) The proxy is entitled to cast the votes on my behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

Agenda Item.....re:.....

(a) The proxy is entitled to cast the votes on my behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

Agenda Item.....re: To consider and appoint directors to replace the directors whose term are expired by rotation. (Continued)

Name of Director

Approve Disapprove Abstain

Name of Director

Approve Disapprove Abstain

Name of Director

Approve Disapprove Abstain

Name of Director

Approve Disapprove Abstain



A Brief Profile of the Independent Directors Proposed to Act as Proxies for Shareholders

Banchong Chittchang

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



Age: 73
 Date of Appointment to the Board: April 8, 2008
 Years of Directorship: 11
 % of Shareholding as of 30 December 2020: 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:

- Joined online seminars organised by Thai IOD 11 times, 2020
- IOD Facilitators Briefing, 2020
- IOD Facilitators Forum, 2020
- DLCP: Director Leadership Certification Program, Class 2020
- Audit Committee Forum “Audit Committee in the Age of Disruption, Class 2018
- National Director Conference 2018 “Rising Above Disruptions, Class 2018
- Innovation Trip to Japan, Class 2018
- EFC: Executive Forum on Competitiveness, Class 2018
- BMD: Board that Make a Difference, Class 7/2018
- SBM: Strategic Board Master Class, Class 1/2017
- DCPU: DCP Update, Class 1/2014
- ACEP: Anti-Corruption for Executive Program, Class 7/2012
- RCC: Role of Compensation Committee, Class 7/2008
- ReDCP: DCO Refresher Course, Class 5/2007
- CDC: Charter Director Class, Class 1/2007
- DCP: Director Certification Program, Class 7/2001 (Fellow Member)

In addition, Speakers at Thai IOD in the following courses;

- DCP Module 1: Practice of Directorship
- DCP Module 8: Directing Strategic Progress
- AACP: Advanced Audit Committee Program “Role of Audit Committee as an Independent Director”
- BNCP: Board Nomination & Compensation Program “Director Nomination”
- BMD: Boards That Make a Difference
- BRP: Board Reporting Program “Creating Value to Board Reporting”
- CGE: Corporate Governance for Executives “Disclosure for Directors and Executives”
- RCP: Roles of Chairman Program “Defining Chairman’s Role”
- SFE: Successful Formulation

Management Development

- Inchcape Management Program at Euro-Asia Center, INSEAD, Fontainebleau, France
- Strengthening Good Corporate Governance by Audit Committee and Independent Director:

Experiences from Fraud Cases 2020, organised by the Securities and Exchange Commission of Thailand (SEC) together with the Thai Institute of Directors Association (IOD)

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
Member of the Nomination and Remuneration Committee

1995- 2004 Malee Sampran Public Co., Ltd.
President
Federation of Thai Industries
Vice Chairman Food Processing Industry Club
Thailand Management Association (TMA)
Councilor

1989- 1994 Inchcape Manufacturing Co., Ltd.
Managing Director

1981-1989 Foremost Dairies (Bangkok) Co., Ltd.
Operations Manager

Position in Subsidiaries or Associated Companies: None

Position in Related-Business to Company: None

Positions in Other Listed Companies: Yes

- Lam Soon (Thailand) Public Co., Ltd.
Independent Director
Member of the Audit Committee
Member of Remuneration Committee
Member of Nomination Committee

- PTBI Public Co., Ltd.
Chairman
Independent Director

Positions in Other Non-Listed Companies: Yes

- Thai Institute of Directors (IOD)
Director
Member of Compensation Committee

Law Dispute in the Past 10 Years: None

Meeting Attendance in 2020

- Annual General Meeting of Shareholders 1/1 time
- Board of Directors Meeting 6/6 times
- Business Strategic Committee Meeting 4/4 times
- Nomination and Remuneration Committee Meeting 4/4 times

Assoc. Prof. Dr. Wicha Jiwalai

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



Age: 77
 Date of Appointment to the Board: February 20, 2004
 Years of Directorship: 17
 % of Shareholding as of 30 December 2020: 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:

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

Past Experience:

2015-Present	Thai Optical Group Public Co., Ltd. Member of Nomination and Remuneration Committee	1994-1995	The Sub-Committee for National Housing Policy Director
2004-Present	Thai Optical Group Public Co., Ltd. Independent Director Member of the Audit Committee	1993-1998	Thai Condominium Association President
2012- 2013	The ASEAN Federation of Land Surveying and Geomatic President	1986	Ghajamadha University, Indonesia (under the MUCIA – World Bank Project) Visiting Professor
2000- 2005	Geo-Informatics and Space Technology Development Agency (Public Organization), Chairman of Executive Board	1985-1989	Deputy Governor of Bangkok, Metropolitan Administration

1979-1985	Chulalongkorn University Survey Engineering Department, Faculty of Engineering Associate Professor and Head of Survey Engineering Department	1966-1979	Chulalongkorn University Survey Engineering Department, Faculty of Engineering Lecturer
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Position in Subsidiaries or Associated Companies: None

Position in Related-Business to Company: None

Positions in Other Listed Companies: Yes

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

Positions in Other Non-Listed Companies: Yes

- 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

Law Dispute in the Past 10 Years: None

Meeting Attendance in 2020

- | | |
|---|-----------|
| • Annual General Meeting of Shareholders | 1/1 time |
| • Board of Directors Meeting | 6/6 times |
| • Audit Committee Meeting | 4/4 times |
| • Nomination and Remuneration Committee Meeting | 4/4 times |

Qualifications of Independent Directors

According to the Securities and Exchange Commission (SEC), regulations on the qualification of Independent Committee are as follows:

1. Cannot hold more than 0.5 % of the Company and its Subsidiary paid- up shares. The shares held by relatives or related persons are included in this account.
2. At least 2 years prior to be appointed as the Independent Committees, they must have no responsibility in the administrative team of the Company and its Subsidiary, partnerships or related companies and have no authority to sign their name in any business matters or work as a consultant who receives salary from the Company and its Subsidiary, partnerships, related companies, major shareholders or is under control of any stakeholder.
3. Not be stakeholders dealing with the financial and administrative work directly or indirectly.
4. Not be the Audit Committees for the Company and its Subsidiary, partnerships or any juristic persons that may cause the conflicts.
5. Not gain more than 2 Million Bath per year in giving any professional services to the Company and its Subsidiary, partnerships or any individuals that may cause the conflicts.
6. Not have relationships with the executives, shareholders or major shareholders of the Company.
7. Must not be appointed as representatives to protect assets of the Company's directors or major shareholders.
8. Be capable of performing their duties, express opinions or report independently to the Board of Directors.

Form for Requesting a Hard Copy the Annual Registration Statement 2020 (56-1 One Report)

ATTN: Company Secretary

Address: 15/5 Moo 6, Bangbuathong-Suphanburi Road,
Laharn, Bangbuathong, Nonthaburi 11110

Tel.: +66 (0) 2 194 1145 to 50 Ext. 3119

E-mail: CompanySecretary@thaiopticalgroup.com

As I am a shareholder of Thai Optical Group Public Company Limited, I ask the Company to deliver the hard copy of the Annual Registration Statement 2020 (56-1 One Report) for the Annual General Meeting of Shareholders No.18/2021 to me to the address bellowing:

Shareholder's Name:..... Number of Shares:..... Shares

Address:

.....

.....

.....

Phone Number:

E-mail:

I wish to receive a hard copy of the Annual Registration Statement 2020 (56-1 One Report)

Thai Version copies English Version copies

Signature.....Shareholder

(.....)

Date



Guidelines to attend the E-AGM No. 18/2021 and how to register to attend the meeting

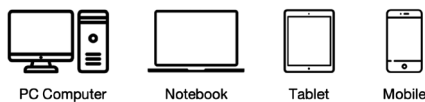
According to the spread of the COVID-19, the Company cares about your safety. Therefore, the Company would like to encourage the shareholder to follow the guideline as follows;

1. Keep the Company informed about your interest to attend the meeting and register in advance in accordance to the following procedures
2. Please authorise the proxy or an independent director of the Company to attend the meeting on your behalf by sending the required documentation to ‘the Office of Company Secretary’, No. 15/5 Moo 6, Bangbuathong-Suphanburi Road, Laharn, Bangbuathong Nonthaburi 11110 Thailand or via email address at CompanySecretary@thaiopticalgroup.com

How to Attend the E-AGM No. 18/2021 via electronic means

1. Getting ready for the DAP e-Shareholder Meeting

- Getting electronic devices with camera ready for registration purposes



- Accessing to the DAP e-Shareholder meeting via Web browser Google Chrome (Recommended), Safari, Internet Explorer
- Supported on operating systems IOS, Android
- Download Cisco WebEx Meeting application*



IOS



android

*Able to use via web browser.

- Prepare the proof of identity
- Thai National Identification Card

Attend the meeting by yourself

1. Natural person shareholder who wish to attend the meeting should use ID card to register for identification

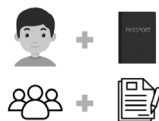
Register via DAP e-Shareholder Meeting



2. Natural person shareholder who wish to attend the meeting by using other documents e.g. government card, passport, to register for identification

Submit your identification to Company’s staff well in advance for registration

3. Juristic persons



* More details about the documents or how to submit your document, please see page 38-43.

Proxies

For shareholders who are not able to attend the meeting, please give proxies to Independent Directors as provided in the Form B.

2. How to register via e-Register System

For natural person shareholders who use National ID Card for Identification

1. Register via the QR Code link provided
2. Select “Register”
3. Read carefully and select to accept the terms and conditions to attend the meeting via DAP e-Shareholder Meeting, then select “ตกลง Accepted”
4. Fill in the required information
 - 4.1 Full name in Thai
 - 4.4 Email (To be used as the Username to access the e-AGM)
 - 4.2 National ID Card Number and the number on the back of your ID card
 - 4.5 Mobile Phone Number
 - 4.3 Date/Month/Year of Birth
 - 4.6 Password and password confirmation



QR Code for Registration

5. For shareholders confirm to accept the documents in electronic form from the meeting organiser by selecting Select “Continue”
6. Fill in the OTP which will be sent to the provided mobile phone number
7. The system will verify your information with the Database of the Department of Provincial Administration
8. After the verification by the Department of Provincial Administration, shareholders should take three pictures by using camera on your device as per the following specifics;

Picture 1: Current picture **Picture 2:** Photo of your ID Card **Picture 3:** Picture of yourself holding the ID Card

9. Verify your information provided by the issuer then select “Confirm”
10. Shareholders will receive the email notification about the confirmation of registration
(Please check your junk mail, if you cannot find it in the mailbox or contact the Company’s staff)

Shareholders must keep confidentiality of the given Username and Password and must not disclose it to others.

3. How to log-in to the e-AGM system

How to log-in the e-AGM system for Shareholders

1. Log in to <https://portal.eservice.set.or.th>
2. Select “Log in”
3. Fill in username and password
4. Fill in the OTP sent to your mobile device
5. The system will show all the e-AGM itinerary of each shareholders
 - 5.1 Calendar view
 - 5.2 List view

6. Shareholders select the listed company you wish to attend and the system will show the details related to the meeting such as meeting date, agenda items and other documents.
7. Select the company and then click on the confirm button.
8. Shareholders will be able to attend the meeting via WebEx and wait until the meeting starts.

4. How to the ask a question function

When a listed company officer prompts the shareholders to ask questions in each agenda item via the DAP e-Shareholder Meeting, and the shareholders wish to ask question. The Shareholdres shall follow the instruction below;


How to the ask a question function

1. Select “Send Question”
2. Type your question and select “confirm”

Asking questions when it is time to ask

1. When it comes to the questioning time, the listed company will ask the shareholder to open the mic or both mic and VDO on the WebEx system to ask your question.

5. How to use voting function

1. When it is time to vote, the listed company will notify the shareholders and open a voting system for each agenda via the DAP e-Shareholder Meeting system and press the vote button.
2. In each agenda item, there will be three options e.g. “Approve”, “Disapprove” and “Abstain”.
Remark: The voting system is similar to the physical meeting in which only the shareholders who vote “Disapprove” and “Abstain” only will select their option. However, for those who “Approve” do not need to do anything, but simply wait for the voting results announcement.
3. After the meeting announces to close the vote and announce the results, the shareholders will be able to see the results by selecting the icon 

6. How to reset your password

In case that the shareholders forget your password, select “Forget Password” There are two ways to reset your password.

1. Using your email to reset your password.

• Fill in your provided email • Verify your email and reset your password • Reset your password

2. Using OTP to reset your password.

• Request to reset your password via you mobile device • Fill in your mobile number • Request for OTP to

reset your password • Reset your password

Download registration manual here.

For more information, please contact
<https://www.set.or.th/e-shareholder-meeting>
Or scan here.



For more information, please contact:

1. Via Postal Address: ‘The Office of Company Secretary’, No. 15/5 Moo 6, Bangbuathong-Suphanburi Road, Laharn, Bangbuathong Nonthaburi 11110 Thailand
2. Via email address at companysecretary@thaiopticalgroup.com
3. Telephone: +66 (0) 2 194 1145 to 50 Ext. 3119
4. Line ID: comsectog



MORE INFORMATION



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