

Invitation to Annual General Meeting of Shareholders No.19/2022 via Electronic Mean Thai Optical Group Public Company Limited



www.thaiopticalgroup.com



NEXT-GEN TECH IN VISION

A SERIES OF CUSTOMIZED SINGLE VISION LENSES AND
PROGRESSIVE LENSES, DESIGNED AND DEVELOPED
WITH SUPERLATIVE PATENTED TECHNOLOGY.

zenith™ zense™ zoul™ zeen™ verzo™

On Thursday, 7th April 2022 at 10:00 onwards,
using the DAP e-Shareholder Meeting service,
broadcasting from Thai Optical Company Limited or TOC,
located at 61/9 Moo 5, Bangbuathong-Suphanburi Road,
Laharn, Bangbuathong, Nonthaburi Province, 11110 Thailand



zeen™

KEEP YOUR EYES RELAXED AT ALL TIME

1 March 2022:

Subject: Invitation to Annual General Meeting of Shareholders No.19/2022 via Electronic Mean

To: Shareholders of Thai Optical Group Public Company Limited

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

1. Copy of minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 via electronic mean (e-EGM No. 1/2021)
2. QR code downloading procedures to view the Annual Registration Statement 2021 (Form 56-1 One Report) and the Company's financial statements ended 31st December 2021
3. The list of the Company's auditors and audit fee for the year 2022
4. A brief profiles of nominated candidates for the appointment of directors to replace the directors retiring by rotation
5. The remuneration and bonus of the Company's directors for the year 2022

Supporting Documents for the Meeting

6. The Company's Articles of Association in relation to the Shareholders' meeting
7. Documents and evidences required to show in order to attend the meeting
8. Proxy Form A. and B.
9. Details of independent directors supporting the appointment of shareholders' proxy
10. Guidelines for attending the e-AGM No. 19/2022 via electronic mean, how to send question during the meeting, and how to cast a vote on each agenda item via e-AGM platform
11. Registration form for attending the Annual General Meeting of Shareholders (No. 19/2022) via electronic mean
12. Privacy Notice pursuant to Personal Data Protection Act, B.E. 2562 (2019)

Thai Optical Group Public Company Limited ("the Company") is aware of the rising case of the Coronavirus Disease (COVID-19 outbreak spreading across many areas. With deep concern for health and safety of all shareholders and relevant stakeholders and to prevent the spread of COVID-19, the Board of Directors therefore passed a resolution to approve the Annual General Meeting of Shareholders via Electronic Mean (e-AGM) No. 19/2022, having the Digital Access Platform Co., Ltd. (a subsidiary of the Stock Exchange of Thailand) as a service provider of the DAP e-Shareholder Meeting system. The meeting will be accessible to shareholders via online channel only in accordance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) and other related regulations. The e-AGM No. 19/2022 is to be convened on on **Thursday, 7th April 2022 at 10:00 hrs.**, 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 to consider the following agenda items.

Agenda 1 **To certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 which was held on 16th June 2021**

Fact and Rationale:

The Extraordinary General Meeting of Shareholders No.1/2021 was held on 16th June 2021 and its minutes was prepared within 14 days from the date of the meeting. Then, it was submitted to the Stock Exchange of Thailand (SET) and the Ministry of Commerce within the timeframe in compliance with Thai legislation. Details of which appear in Enclosure 1. As a result, it is appropriate to propose to the Shareholders to certify the minutes of the Extraordinary General Meeting of Shareholders No.1/2021, held on 16th June 2021.

Opinion of the Board of Directors:

The Board of Directors deems it appropriate to propose to the shareholders to certify the minutes of Extraordinary General Meeting of Shareholders No.1/2021 as it had been recorded accurately and completely.

Voting:

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

Agenda 2 **To acknowledge the Company's Annual Registration Statement 2021 (Form 56-1 One Report) and 2021 Performance Result**

Fact and Rationale:

The Company has summarised the 2021 operational results of Thai Optical Group Public Company Limited and its subsidiary and the significant changes of the year 2021 in the Annual Registration Statement 2021 (Form 56-1 One Report) for the acknowledgement of shareholders. Details of which appear in Annual Registration Statement 2021 (Form 56-1 One Report 2021) in QR code format.

Opinion of the Board of Directors:

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

Voting:

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

Agenda 3 **To approve the Statement of Financial Position and Statement of Comprehensive Income ended 31st December 2021 together with the Auditor's Report**

Fact and Rationale:

Section 112 of the Public Limited Company Act. B.E. 2535 (1992) (including any amendment thereto) and Clause 56 of the Company's Articles of Association require the Company to prepare its Statement of Financial Position and Statement of Comprehensive Income at the end of the fiscal year to be proposed to the Annual General Meeting of Shareholders for consideration and approval.

The Statement of Financial Position and Statement of Comprehensive Income for the fiscal year ended 31st December 2021 together with the Auditor’s Report have been provided under Section “Financial Statements” of the Annual Registration Statement 2021 (Form 56-1 One Report), as per Enclosure No. 2. The financial statements for the year ending 31st December 2021 have already been audited by the Certified Public Accountant from the EY Office Limited, reviewed by the Audit Committee and endorsed by the Board of Directors of Thai Optical Group Public Company Limited. A summary of significant information is as follows;

Summary of significant information of the Consolidated Financial Statements for the fiscal year ended 31st December 2021

Item	As at 31st December 2021 (Baht)	As at 31st December 2020 (Baht)	Change in Percent + / (-)
Total assets	2,887,527,134	2,811,211,325	3%
Total liabilities	930,671,757	1,004,709,253	-7%
Total equity	1,956,855,377	1,806,502,072	8%
Total revenue	2,466,200,450	1,850,004,350	33%
Net profit	310,120,767	68,780,902	351%
Net profit attributable to owners of the parent	310,120,767	68,780,902	351%
Basic earnings per share	0.65	0.15	351%

Opinion of the Board of Directors:

The Board of Directors deems it appropriate to propose the meeting to consider and approve the financial statements for the fiscal year ended 31st December 2021 which have been audited by the Certified Public Accountant from the EY Office Limited, reviewed by the Audit Committee and endorsed by the Board of Directors of Thai Optical Group Public Company Limited.

Voting:

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

Agenda 4

To approve the allocation of net profits and annual dividend payment for 2021, and to fix the Record Date for the right to receive dividends

Fact and Rationale:

The Company has its dividend payment policy, it states that “the Company shall allocate the payment of dividend not less than 40 percent of the Net profits 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 2021 shows the net profits of consolidated financial statements in the amount of Baht 310,120,767.

A comparison of the previous dividend payments is as follows:

A comparison of the previous dividend payments is as follows:

Details of Dividend payment	2021 (Consolidated)	2020 (Consolidated)	2019 (Consolidated)
1. Net Profit	310.12 MB	68.78 MB	132.13 MB
2. Less legal reserve of 5%	--- MB	--- MB	--- MB
3. Net profit after legal reserve	310.12 MB	68.78 MB	132.13 MB
4. Paid-up shares	474.32 Million Shares	474.32 Million Shares	474.32 Million Shares
5. Dividend payout (whole year)	0.56 Baht / Share	0.12 Baht / Share	0.25 Baht / Share
6. Interim dividend payout	0.21 Baht / Share	Omission	0.10 Baht / Share
7. Final dividend payout	0.35 Baht / Share	0.12 Baht / Share	0.15 Baht / Share
8. Total dividend payout	265.62 MB	56.92 MB	118.58 MB
9. Dividend Payout ratio	86%	83%	90%

The Board of Directors deem it appropriate to propose to the Meeting to consider and approve the allocation of net profits and dividend payment for 2021 at the rate of Baht 0.56 per share amounting to Baht 265.62 Million as follows:

1. On 10th September 2021, the Company made an interim dividend payment from retained earnings at the rate of Baht 0.21 per share (from the operating result from 1st January 2021 to 30th June 2021) amounting to Baht 90,023,402.75.
2. No need to arrange for the legal reserve from net profit as the current capital reserve of the Company has reached the amount as required by law.
3. The remaining dividend for the year 2021 shall be paid at Baht 0.35 per share amounting to Baht 166.01 Million as detailed below;
 1. Dividend payment of Baht 75.89 Million or equivalent to Baht 0.16 per share which shall be paid from the allocation of net profits that is exempted from corporate income tax.
 2. Dividend payment of Baht 23.72 Million or equivalent to Baht 0.05 per share which shall be paid from the allocation of net profits with paid corporate income tax at the rate of 20%.
 3. Dividend payment of Baht 66.40 Million or equivalent to Baht 0.14 per share which shall be paid from the allocation of net profits with paid corporate income tax at the rate of 30%.
 4. The record date to determine the right to receive dividend is **Wednesday, 20th April 2022.**
 5. The **Dividend payment shall be made on Friday, 6th May 2021.**

Kindly note that the right to receive dividend is uncertain because this matter must be approved by the Annual General Meeting of Shareholders 2022.

Opinion of the Board of Directors:

The Board of Directors deem it appropriate to propose to the Meeting to consider and to approve the annual dividend payment at the rate of Baht 0.56 per share which is consistent with the Company's dividend payment policy. The Company already made an interim payment at the rate of Baht 0.21 per share and shall pay the remaining dividend for the year 2021 at Baht 0.35 per share.

Voting:

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

Agenda 5

To approve of the appointment of the Company’s auditor(s) and the audit fee for 2022

Fact and Rationale:

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

The Audit Committee has considered and proposed to appoint the auditor(s) based on the past performance, experience with the internationally acceptable standards, possession of thorough knowledge and understanding in the businesses of the group of companies. It is deemed appropriate to propose the appointment of EY Office Limited to be the Company’s audit firm and to appoint the following certified public accountants from EY Office Limited, who are the auditors approved by the Office of the Securities and Exchange Commission (“Office of SEC”), to be the Company’s auditors;

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

The proposed auditors have no relationship and/or conflicts of interest against the Company, the subsidiaries, the executives, the major shareholders or other related persons thereof. The Board of Directors, therefor, deem it appropriate to propose the appointment of auditor(s) from EY Office Limited to be the Company’s auditor(s) for another year.

The Audit Committee has further proposed the auditor’s fee for 2021 in the amount of Baht 2,300,000 per year (less than the previous year) and other actual costs incurred in relation to audit matters. (In comparison of the previous year (2021), the auditor’s fee was Baht 2,470,000 and there was no other non-audit fee.)

The reason for the reduced audit fee is because the company received approval from the Extraordinary General Meeting of Shareholders No. 1/2021 regarding the Entire Business Transfer (EBT) of Poly Sun Company Limited, formerly a subsidiary of the Company. The said EBT was completed on 30th September 2021, causing the Company to have audit fees for the Company and its subsidiaries for a total of 2 companies instead of 3 companies. Details as shown in Enclosure No. 3.

Opinion of the Board of Directors:

The Board of Directors deem it appropriate to propose the Meeting to consider and approve the appointment of EY Office Limited to be the Company’s audit firm and the appointment of (1) Mrs. Sarinda Hirunprasurtwutti, Certified Public Accountant No. 4799

and/or (2) Ms. Siriwan Nitdamrong, Certified Public Accountant No. 5906 and/or (3) Ms. Kamontip Lertwitworatep, Certified Public Accountant No. 4377 to be the Company's auditors for the year 2022 with the auditor's fee of Baht 2,300,000 per year as well as other actual costs incurred in relation to audit matters.

The proposed audit firm and auditor(s) have no relationship and/or conflicts of interest against the Company, the subsidiaries, the executives, the major shareholders or the related persons thereof.

Voting:

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

Agenda 6

To approve the appointment of directors to replace the directors retiring by rotation

Fact and Rationale:

Section 71 of Public Limited Companies Act, B.E. 2535 (1992) (including any amendment thereto) and Clause 22 of the Company's Articles of Association require that, at every Annual General Meeting of Shareholders, one-third (1/3) of the directors must retire by rotation. Should the directors be unable to be divided into three parts, the number of directors closest to one-third (1/3) of all directors shall retire. In this respect, the retired directors will be eligible for re-election.

At present, the Board of Directors consists of 12 directors. In this Annual General Meeting of Shareholders No. 19/2022, the four (4) directors retiring by rotation are as follows:

- | | | |
|-----------------|-------------|--|
| 1) Mr. Singh | Tangtatswas | Independent Director,
Chairman of the Audit Committee |
| 2) Mr. Phairuch | Mekarporn | Independent Director,
Chairman of the Nomination and Remuneration Committee,
Member of Audit Committee |
| 3) Mrs. Pornpun | Thotrakul | Non-Executive Director |
| 4) Mrs. Amolrat | Prachartam | Executive Director,
Chief Administrative Officer (CAO) |

The Company made available the opportunity for the shareholders to nominate qualified persons to be elected as directors in advance during 1st October 2021 to 31st December 2021 by announcements through electronic disclosure channel of the Stock Exchange of Thailand and on the Company's website at www.thaiopticalgroup.com. Nonetheless, no shareholders nominated any candidates for election as directors.

The Nomination and Remuneration Committee (without the interested directors) has considered the recruitment and selection of the personnel, who are deserving as being nominated as directors in replacement of the directors who are retiring by rotation, by

taking into account the suitability, knowledge, competencies and expertise of the Board of Directors with the variety of experiences in relevant businesses which are supportive to the operation of the Company and deemed it appropriate to re-elect the 4 directors retiring by rotation as director and independent directors for another term.

The 4 director do not have any position in other organisations that may compete with or have any conflict of interest against the Company.

Profiles, educational background, and work experience of the nominated candidates for the appointment of directors appear in the Enclosure No. 4.

Opinion of the Board of Directors:

The Board of Directors (without the interested directors) has carefully considered and agreed with the recommendation of the Nomination and Remuneration Committee. Having considered by the Nomination and Remuneration Committee and the Board of Directors, the 4 nominated directors are the qualified persons with the knowledge, competencies, expertise of the Board of Directors possessing good working experience and profiles with leadership, broad vision and shall be able to devote sufficient time in the interests of the Company's business operation. The characteristics which are appropriate and in accordance with the elements and structure of the directors under the Company's business strategies are also taken into account. Such directors also have qualifications pursuant to the Public Limited Companies Act, B.E. 2535 (1992) (including any amendment thereto) and relevant notifications of the Capital Market Supervisory Board.

As a result, the Board of Directors (without the interested directors) deems it appropriate to propose the Meeting to appoint directors to replace the directors retiring by rotation as follows:

1. to re-appoint Mr. Singh Tangtatswas, who is retiring by rotation, to serve as Independent Director for another term;
2. to re-appoint Mr. Phairuch Mekarporn, who is retiring by rotation, to serve as Independent Director for another term;
3. to re-appoint Mrs. Pornpun Thotrakul, who is retiring by rotation, to serve as Director for another term;
4. to re-appoint Mrs. Amolrat Prachartam, who is retiring by rotation, to serve as Director for another term;

Voting:

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

Fact and Rationale:

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

The Nomination and Remuneration Committee is responsible for the consideration of forms and criteria for directors' remuneration and recommend to the Board of Directors to consider and propose to shareholders meeting subsequently. In determination of directors' remuneration of the Company for 2022, the Nomination and Remuneration Committee has considered by comparing with the information of remunerative payment of other listed companies within the same type of business, duties and responsibilities of directors, and the previous practice of the Company, and deemed it appropriate to propose the Board of Directors to consider the endorsement before proposing to the meeting the remuneration of the Board of Directors and the Sub-committees as well as Bonus of the year 2022 in the total amount of not exceeding Baht 13,165,000 as follows:

1. Annual Remuneration 2022: At present, the Company has twelve (12) directors. The Board of Directors deems it appropriate to propose the Meeting to fix the remuneration of the directors for 2022 in the amount of not exceeding Baht 5,965,000.
2. Annual Bonus 2022: The Board of Directors deems it appropriate to propose the Meeting to consider and approve the annual bonus payment based on 2021 operational results in the amount of not exceeding Baht 7,200,000.
3. Any other benefits besides the benefits set out in the Company's Articles of Association: None

Details of which appear in Enclosure 5.

Opinion of the Board of Directors:

Having considered and agreed with the recommendation of the Nomination and Remuneration Committee, the Board of Directors deems it appropriate to propose the Meeting to approve the directors' remuneration and the annual bonus of the year 2022 in the total amount of not exceeding Baht 13,165,000 according to the above proposal.

Voting:

The resolution for this agenda shall be approved by the votes of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting, including abstentions in the calculation base.

Agenda 8 Other matters (if any)

Fact and Rationale:

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

Opinion of the Board of Directors:

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

Information for Shareholders

- (1) The Company has scheduled the Record Date to determine the shareholders' right to attend the Annual General Meeting of Shareholders No. 19/2022 via Electronic Mean on 3rd March 2022.
- (2) The Company invited the shareholders to propose agenda items and to nominate qualified candidates for election as directors for the Annual General Meeting of Shareholders No. 19/2022 via Electronic Mean in advance during 1st October 2021 to 31st December 2021 by announcements through the electronic disclosure channel of the Stock Exchange of Thailand (SET) and on the Company's website at www.thaiopticalgroup.com. Nonetheless, no shareholders proposed any matters nor nominated any candidates for election as directors.
- (3) Shareholders who wish to attend the meeting in person, please complete, and submit the Registration form for attending the Annual General Meeting of Shareholders (No. 19/2022) via electronic mean (Enclosure No. 11) together with the identification documents and supporting evidence as specified in Guidelines for attending the e-AGM No. 19/2022 via electronic mean (Enclosure No. 7) in order to verify the right to attend the Meeting, to the Company within 5th April 2022 via the following channels:
 1. E-mail: CompanySecretary@thaiopticalgroup.com or
 2. Post: Thai Optical Group Public Company Limited,
The Office of Company Secretary,
No. 15/5 Moo 6, Bangbuathong-Suphanburi Road, Laharn,
Bangbuathong, Nonthaburi Province, 11110 THAILAND

- (4) If shareholders are unable to attend the Meeting via electronic mean in person, please appoint a proxy to attend the Meeting and vote on your behalves by using either Proxy Form A., or Proxy Form B only. The Proxy Forms are set out in Enclosure No. 8. Shareholders can also appoint either one of the independent directors (who have no conflicts of interests in the directors election agenda), by using Proxy Form B. as a proxy to attend the Meeting and vote on their behalves. The appointed independent directors shall vote in each agenda as stated by the shareholders in the Proxy Forms. The independent directors who have no conflicts of interests in the agenda of the election of directors are as follows:
1. Mr. Banchong Chittchang and
 2. Assoc. Prof. Dr. Wicha Jivalai,
- In this regard, details and qualifications of independent directors proposed as proxies of shareholders as shown in Enclosure No. 9.
- (5) The Annual General Meeting of Shareholders No. 19/2022 via Electronic Mean will be conducted by the electronic mean only (using DAP e-Shareholder Meeting), as well as the registration and voting. No physical meeting is provided.
- (6) To ensure that the registration for e-AGM attendance of the Annual General Meeting of Shareholders No. 19/2022 via Electronic Mean shall be convenient and in an orderly manner, the system will be opened 1 hour prior to the Meeting. However, the streaming live/live broadcast will begin at 10:00 hrs. only. Please carefully read the Guidelines for attending the e-AGM No. 19/2022 via electronic mean, how to send question during the meeting, and how to cast a vote on each agenda item via e-AGM platform (Enclosure No. 10) thoroughly.
- (7) If you have any queries or problems in using the e-AGM system before or during the Meeting, please contact the Company via the following channels:
1. E-mail: CompanySecretary@thaiopticalgroup.com or
 2. Line ID: comsectog
- (8) The Company shall conduct the Meeting in accordance with the Company's Articles of Association regarding Shareholders' Meeting, details of which appear in Enclosure No. 6.
- (9) Queries can be submitted in advance to acquire the information of each agenda item of the Meeting, by submitting it to the Company within 5th April 2022 via the following channels:
1. E-mail: CompanySecretary@thaiopticalgroup.com or
 2. Post: Thai Optical Group Public Company Limited,
The Office of Company Secretary,
No. 15/5 Moo 6, Bangbuathong-Suphanburi Road, Laharn,
Bangbuathong, Nonthaburi Province, 11110 THAILAND
 3. Line ID: comsectog

Therefore, the shareholders are cordially invited to attend the Annual General Meeting of Shareholders No. 19/2022 via Electronic Mean on the date, time, and procedures as mentioned above. The Meeting shall be conducted in electronic meeting only and no physical meeting shall be provided.

Please be informed accordingly.

Yours faithfully,



(Sawang Prachartam, PhD)
Chairman of the Board of Directors
Thai Optical Group Public Company Limited

Remark: The invitation letter of the e-AGM No.19/2022 via electronic mean and its enclosures will be available for download on TOG's website at www.thaiopticalgroup.com from 1st May 2022 onwards.

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

Present

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

Absent

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

Attendees

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

The meeting commenced at 10:00 hrs.

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

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

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

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

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

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

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

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

Today's meeting has 4 agendas as follows:

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

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

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

Agenda Item 4 Other matters (if any)

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

Category 1: Agenda 1 and Agenda 3

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

Category 2: Agenda 2

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

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

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

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

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

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

Agenda 1 To approve the minutes from the previous e-AGM No. 18/2021, held on April 8, 2021		
	Number of Shares	%
Approved	370,484,011	100.0000
Disapproved	0	0.0000
Abstained	0	-
Total	370,484,011	100.0000

Remark

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

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

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

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

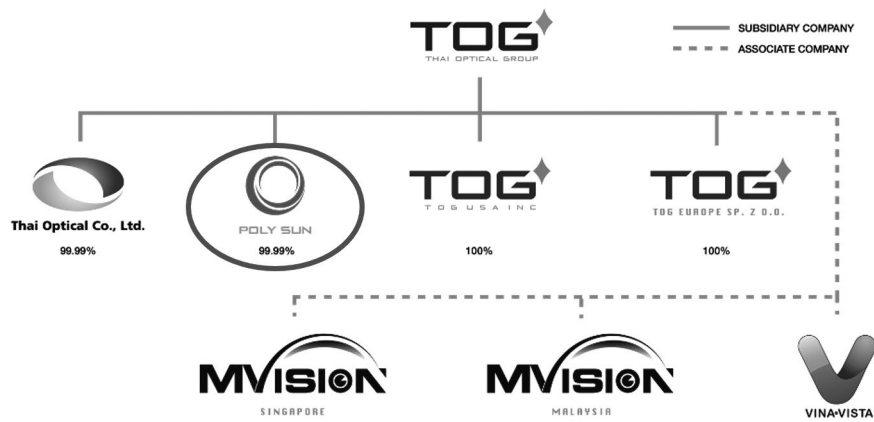
As the EBT Transaction is a restructuring of group of company on the basis of under common control (UCC), it is not subject to the regulation of the acquisition of assets pursuant to Notification of the Capital Market Supervisory Board No.TorChor 20/2551 Re: Rules on Entering into Material Transactions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

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

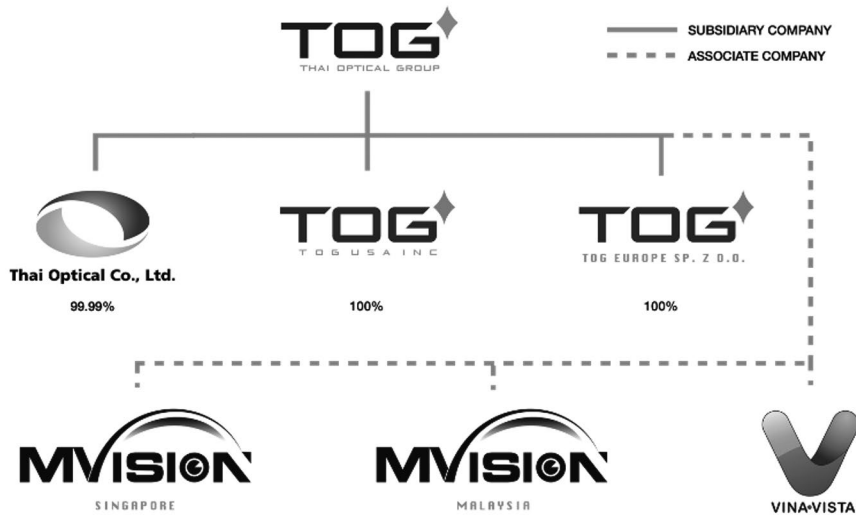
However, the execution of the transaction is regarded as the Company acquisition and receive the transfer of another business to the Company pursuant to Section 107(2)(b) of the Public Limited Companies Act B.E.2535. Therefore, the Company is required to obtain approval for the EBT transaction from the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

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

Prior to the EBT



After the EBT



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

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

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

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

Question from Ms. Noppadon Pakonnimiddee, Representative from Thai Investor Association

How will the EBT benefit minor shareholders?

Answer from Torn Prachartam, CEO

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

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

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

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

	Number of Shares	%
Approved	370,539,011	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	370,539,011	100.0000

Remark

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

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

The Company Secretary reported to the meeting as follows;

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

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

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

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

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

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

Agenda 3 To consider the appointment of the auditors who will prepare the financial statements at the Poly Sun Co., Ltd.'s dissolution date and to fix the auditing fees		
	Number of Shares	%
Approved	370,539,001	100.0000
Disapproved	10	0.0000
Abstained	0	-
Total	370,539,011	100.0000

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

Agenda Item 4 Other matters (if any)

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

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

The meeting adjourned at 10.53 hrs.

- Signature -

(Dr. Sawang Prachartam)
Chairman of the meeting

- Signature -

(Ms. Supat Kuanpradit)
Company Secretary

**QR code downloading procedures to view
the Annual Registration Statement 2021 (Form 56-1 One Report)
and the Company's financial statements ended 31st December 2021**

The Thailand Securities Depository Co., Ltd. as a securities registrar under the Stock Exchange of Thailand (“SET”) has implemented a system which allows SET Listed Companies to send to the shareholders documents regarding the shareholders’ meeting and the Annual Registration Statement 2021 (Form 56-1 One Report) in the form of e-book accessible through QR code, this allows the shareholders to access the information with ease.

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

For iOS mobile operating system (from iOS 11 and above)

1. Turn on the mobile camera.
2. Focus the mobile camera to QR code to scan it.
3. The notification will appear on top of the screen. Then, click on the notification to access documents regarding the meeting.

For Android System

1. Open applications, such as Line, Facebook, or QR Code Reader

How to scan QR Code via Line application

- ⇒ Open Line application and click on “Add Friend”
- ⇒ Choose “QR Code”
- ⇒ Scan the QR Code

2. Focus the mobile camera to QR Code to scan it

The Details of Agenda 5

To approve the appointment of auditor(s) and the audit fee for 2022

In order to comply with the Public Limited Company Act B.E. 2535, the Shareholders' meeting should appoint the Company's auditors and consider the audit fee every year. With the recommendation from The Audit Committee and the endorsement of the Board of Directors, the Board of Directors deems it appropriate to propose the Meeting to re-appoint the auditor(s) from EY Office Limited to continue their duties as the Auditors of the Company's and its Subsidiaries in 2022 because of their Internationally accepted standard, expertise and good performance. The details of annual audit fee for 2022 are as follows:

(หน่วย: บาท)

Thai Optical Group Public Company Limited	2022	2021	2020
The audit fee of the Separated and Consolidated Financial Statements	990,000	920,000	920,000
The reviewing fee of the Separated and Consolidated Financial Statements	510,000	480,000	480,000
Other reviewing fee	80,000	80,000	80,000
Total	1,580,000	1,480,000	1,480,000

Thai Optical Company Limited	2022	2021	2020
The audit fee of the Separated and Consolidated Financial Statements	480,000	480,000	480,000
The reviewing fee of the Separated and Consolidated Financial Statements	120,000	120,000	120,000
Review of BOI	120,000	120,000	120,000
Total	720,000	720,000	720,000

Poly Sun Company Limited	2022	2021	2020
The audit fee of the Separated and Consolidated Financial Statements	-	210,000	210,000
The reviewing fee of the Separated and Consolidated Financial Statements	-	60,000	60,000
Total	-	270,000	270,000
Grand Total	2,300,000	2,470,000	2,470,000

In 2021, the Company and subsidiaries have a total audit fee of 2,470,000 baht. However, at the Extraordinary General Meeting of Shareholders No. 1/2021 had passed the resolution of the Entire Business Transfer (EBT) of Poly Sun Company Limited, which was previously a subsidiary, to the Company. The transfer of the business was completed on 30th September 2021.

Therefore, in this year of 2022, it appears that the audit fee of the Company and its subsidiaries is not exceeding Baht 2,300,000, a decrease of Baht 170,000 compared to the previous year.

The auditor(s) who will sign the audit of Thai Optical Group Public Company Limited and its subsidiaries for the year 2022 as follows:

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

In addition, those auditors do not have relationship or transactions with the Company/the Subsidiary company/ Executives/Major shareholders or any persons who have relationship with the said persons that may create the conflict of interest. The Board as recommended by the Audit Committee, proposes the Shareholders' meeting to approve audit fee of the Company and its Subsidiaries for the year 2022 of not exceeding Baht **2,300,000**. This rate is reduced from the previous year by Baht 170,000. due to the Entire Business Transfer of Poly Sun Co., Ltd., a formerly subsidiary, to the Company. As a result, the total audit fee will decrease from the previous year.

The Details of Agenda 6
A brief profiles of nominated candidates for the appointment of directors
to replace the directors retiring by rotation

Mr.Singh Tangtatswas

- Independent Director
- Chairman of the Audit Committee



Age: 79
Date of Appointment to the Board: 20th February 2004
Years of Directorship (including the number of years in the case of being appointed this time): 21
% of Shareholding as of 30 December 2021: None
Family Relationship with Other Directors and Members of Management: None

Educational Qualifications:

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

IOD Training Program:

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

Management Development:

- Executive Development Program, Harvard Business School, USA
- Management Development Program, Wharton School of Finance and Commerce, USA

Past Experience:

2004-Present	Thai Optical Group Public Co., Ltd. Independent Director Chairman of the Audit Committee
2005-2013	TWZ Corporation PCL. Independent Director
2002-2009	Corporate Governance Center, The Stock Exchange of Thailand Advisor
1999-2001	Krung Thai Bank PCL., President and Chief Executive Officer
1996-1999	The Stock Exchange of Thailand, President

Position in Subsidiaries or Associated Companies:	None
Position in Related Company:	None
Positions in Other Listed Companies:	Yes
<ul style="list-style-type: none"> • Bangkok Bank Public Company Limited Executive Director • Bangkok Insurance Public Company Limited Chairman Remuneration and Nomination Committee Independent Director 	
Positions in Other Non-Listed Companies:	Yes
<ul style="list-style-type: none"> • Sukhumvit 62 Medical Limited Director • Kanjanatat Company Limited Director • Burapa Tharin Company Limited Director • Trirajpanachai Company Limited Director 	
Law Dispute in the Past 10 Years:	None
Meeting attendance in 2021:	
• Annual General Meeting of Shareholders No. 18/2021	1/1 time
• Extraordinary General Meeting of Shareholders No. 1/2021	1/1 time
• Audit Committee	3/4 times
• Audit Committee Meeting with External Auditor and without the Management and Internal Auditor	1/1 time
• Board of Directors Meeting	5/6 times

Mr. Phairuch Mekarporn

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



Age: 76
Date of Appointment to the Board: 20th February 2004
Years of Directorship (including the number of years in the case of being appointed this time): 21
% of Shareholding as of 30 December 2021: None
Family Relationship with Other Directors and Members of Management: None

Educational Qualifications:

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

IOD Training Program:

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

Management Development:

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

Past Experience:

2004-Present	Thai Optical Group Public Co., Ltd. Independent Director Chairman of the Nomination and Remuneration Committee Member of the Audit Committee
2004-2014	Thai Optical Group Public Co., Ltd. Independent Director Member of the Business Strategic Committee
1996-2003	Siam Kraft Industry Co., Ltd. Thai Kraft Paper Industry Co., Ltd. Thai Union Paper Industry Co., Ltd. Managing Director

Position in Subsidiaries or Associated Companies:	None
Position in Related Company:	None
Positions in Other Listed Companies:	Yes
<ul style="list-style-type: none"> • TTW Public Company Limited <ul style="list-style-type: none"> Independent Director Chairman of the Audit Committee Member of the CG Committee and Risk Committee 	
Positions in Other Non-Listed Companies:	None
Law Dispute in the Past 10 Years:	None
Meeting attendance in 2021:	
<ul style="list-style-type: none"> • Annual General Meeting of Shareholders No. 18/2021 • Extraordinary General Meeting of Shareholders No. 1/2021 • Nomination and Remuneration Committee • Audit Committee • Audit Committee Meeting with External Auditor and without the Management and Internal Auditor • Board of Directors Meeting 	<p>1/1 time</p> <p>1/1 time</p> <p>4/4 times</p> <p>4/4 times</p> <p>1/1 time</p> <p>6/6 times</p>

Mrs. Pornpun Thotrakul

- Non-Executive Director

Age:	67
Date of Appointment to the Board:	20th February 2004
Years of Directorship (including the number of years in the case of being appointed this time):	21
% of Shareholding as of 30 December 2021:	1.46
Family Relationship with Other Directors and Members of Management:	Yes



Educational Qualifications:

- Master Degree of Science (Chemical Engineering), The University of Akron, Ohio, U.S.A.
- Bachelor Degree of Science (Chemical Engineering), Chulalongkorn University

IOD Training Program:

- BRP: Board Reporting Program, Class 2/2010
- DCP: Director Certification Program, Class 90/2007
- RCC: Role of the Compensation Committee, Class 2/2007
- FND: Finance for Non-Finance Director, Class 28/2006
- DAP: Director Accreditation Program, Class 15/2004

Work Experience:

2012-Present	Thai Optical Group Public Co., Ltd. Director
2012-2014	Thai Optical Group Public Co., Ltd. Procurement and General Affair Division Manager
2004-2014	Thai Optical Group Public Co., Ltd. Administrative Deputy Managing Director
1977-2004	Thai Optical Company Limited International Trade Manager
1975-1979	King Mongkut Institute of Technology, Bangmod Campus Special Instructors in Chemical Engineering Department

Position in Subsidiaries or Associated Companies: None

Position in Related Company:

- | | |
|---|---|
| • Nam Silp Thai Eyewear Co., Ltd.
Director | • NST Training Centre Company Limited
Director |
| • NST Ventures Company Limited
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 2021:

- | | |
|---|-----------|
| • Annual General Meeting of Shareholders
No. 18/2021 | 1/1 time |
| • Extraordinary General Meeting of Shareholders
No. 1/2021 | 1/1 time |
| • Board of Directors Meeting | 6/6 times |

Mrs. Amolrat Prachartam

- Executive Director
- Chief Administrative Officer



Age: 54
Date of Appointment to the Board: 7th December 2017
Years of Directorship (including the number of years in the case of being appointed this time): 8
% of Shareholding as of 30 December 2021: 1.86
Family Relationship with Other Directors and Members of Management: Yes

Educational Qualifications:

- Bachelor Degree of Civil Distribution and Marketing, Faculty of Commerce, Waseda University, Japan

IOD Training Program:

- DCP: Director Certification Program, Class 256/2018

Management Development:

- Training to ensure readiness before PDPA is effective, organised by the Securities and Exchange Commission (SEC), 2021
- TDPG 2.0 Personal Data Protection Practices, organised by the Legal Research and Development Center Chulalongkorn University, 2020

Work Experience:

2019-Present	Thai Optical Group Public Co., Ltd. Chief Administrative Officer (CAO)
2018-Present	Thai Optical Group Public Co., Ltd. Executive Director
2015-2018	Thai Optical Group Public Co., Ltd. Logistics and Supply Chain Division Manager
2008-2014	Thai Optical Group Public Co., Ltd. Business Development Division Manager
2004-2007	Thai Optical Group Public Co., Ltd. Sales and Marketing Division Manager

Position in Subsidiaries or Associated Companies: Yes

- Thai Optical Company Limited
Director
- TOG USA, Inc.
Director
- TOG Europe Sp. z o.o.
Director

Position in Related 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 2021:

- Annual General Meeting of Shareholders No. 18/2021 1/1 time
- Extraordinary General Meeting of Shareholders No. 1/2021 1/1 time
- Board of Directors Meeting 5/5 times*

Remark:

The Board of Directors' meetings in 2021 consist of 5 Board meetings and another Board of Directors meetings without the management, a total of 6 times, in which Mrs. Amonrat Prajaktham held the position Executive Director. Therefore, as an Executive Director, the number of meetings of the Board of Directors of the Company was 5 times out of the total number of 5 times, which was different from other directors who do not hold positions as Executive Director of the Company.

The Details of Agenda 7 Remuneration of Directors for 2022

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

The Nomination and Remuneration Committee is responsible for the consideration of forms and criteria for directors' remuneration and recommend to the Board of Directors to consider and propose to shareholders meeting subsequently. In determination of directors' remuneration of the Company for 2022, the Nomination and Remuneration Committee has considered by comparing with the information of remunerative payment of other listed companies within the same type of business, duties and responsibilities of directors, and the previous practice of the Company, and deemed it appropriate to propose the Board of Directors to consider the endorsement before proposing to the meeting the remuneration of the Board of Directors and the Sub-committees as well as Bonus of the year 2022 in the total amount of not exceeding Baht 13,165,000 as follows:

1. Annual Remuneration 2022: At present, the Company has twelve (12) directors. The Board of Directors deems it appropriate to propose the Meeting to fix the remuneration of the directors for 2022 in the amount of not exceeding Baht 5,965,000.
2. Annual Bonus 2022: The Board of Directors deems it appropriate to propose the Meeting to consider and approve the annual bonus payment based on 2021 operational results in the amount of not exceeding Baht 7,200,000.
3. Any other benefits besides the benefits set out in the Company's Articles of Association: None

(Unit : Baht)

Committee	Number of Person(s)	Annual Remuneration 2022	Annual Remuneration 2021	Annual Remuneration 2020
The Board of Directors	12	3,901,000	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		5,965,000	5,815,000	5,815,000

**The Details of Agenda 7
Remuneration of Directors as an individual**

List of Board of Directors	Remuneration for 2022				Total Remuneration for 2022	Total Remuneration for 2021	Total Remuneration for 2020
	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Business Strategic Committee			
Dr. Sawang Prachaiktam	667,000	-	-	-	667,000	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	434,000
Mr. David Andrew Cross	294,000	-	-	140,000	434,000	434,000	434,000
Mr. Sarote Prachaktam	294,000	-	-	140,000	434,000	434,000	434,000
Mr. Torn Prachaiktam	294,000	-	-	140,000	434,000	434,000	434,000
Mrs. Pornpun Thotrakul	294,000	-	-	-	294,000	294,000	294,000
Ms. Wichit Thaveeprechachat	294,000	-	-	-	294,000	294,000	294,000
Mrs. Amolrat Prachaiktam	294,000	-	-	-	294,000	294,000	294,000
Total	3,901,000	802,000	491,000	771,000	5,965,000	5,815,000	5,815,000

The Details of Agenda 7 Director's Bonus as an individual

List of Board of Directors	ตำแหน่ง	Bonus for 2022	Bonus for 2021	Bonus for 2020
Dr. Sawang Prachartam	• Chairman	640,000	90,000	160,000
Mr. Singh Tangtatswas	• Independent Director • Chairman of the Audit Committee	790,000	110,000	198,000
Mr. Phairuch Mekarporn	• Independent Director • Chairman of the Nomination and Remuneration Committee • Member of Audit Committee	910,000	128,000	228,000
Assoc.Prof.Dr Wicha Jiwalai	• Independent Director • Member of Audit Committee • Member of Nomination and Remuneration Committee	821,000	114,000	205,000
Mr. Banchong Chittchang	• Independent Director • Chairman of the Business Strategic Committee • Member of Nomination and Remuneration Committee	799,000	112,000	200,000
Mr. Paul Bryan Fussey*	• Non-Executive Director • Member of Business Strategic Committee	537,000	74,000	-
Mr. David Andrew Cross	• Non-Executive Director • Member of Business Strategic Committee	537,000	74,000	134,000
Mr. Sarote Prachaktam	• Non-Executive Director • Member of Business Strategic Committee	537,000	74,000	134,000
Mr. Torn Prachartam	• Executive Director • Member of Business Strategic Committee	537,000	74,000	134,000
Mrs. Pornpun Thotrakul	• Non-Executive Director	364,000	50,000	91,000
Ms. Wichit Thaveeprechachat	• Non-Executive Director	364,000	50,000	91,000
Mrs. Amolrat Prachartam	• Executive Director	364,000	50,000	91,000
Mr. Nicholas Philip Green*	• Non-Executive Director • Member of Business Strategic Committee	-	-	134,000
Total		7,200,000	1,000,000	1,800,000

Remark

According to the resolution of the Board of Directors Meeting No. 89 (5/2019) held on 6th November 2019, the Board has appointed Mr. Paul Bryan Fussey as a Non-Executive Director to replace Mr. Nicholas Philip Green who resigned, for the remaining term.

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

- (Clause 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.
- (Clause 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.
- (Clause 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.
- (Clause 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 a director in order to receive compensation and benefits as an employee or the Company's employees.
- (Clause 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.
- (Clause 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.
- (Clause 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.
- (Clause 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.

- (Clause 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

- (Clause 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.
- (Clause 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 Authorise Proxy Grantee to attend the Shareholders' Meeting and the rights of Shareholders for Voting.

- (Clause 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.
- (Clause 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.
- (Clause 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.
- (Clause 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.

(Clause 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 $\frac{3}{4}$ 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.

(Clause 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 Payment and Reserved Money

(Clause 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.

(Clause 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.

(Clause 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.

(Clause 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.

**Documents and evidences required in order to attend the e-AGM No. 19/2022,
the appointment of proxy, and registration process**

For Individual Shareholders

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

Self-registration for Individual shareholder

- (1) Follow the Guidelines for attending the e-AGM No. 19/2022 via electronic mean (Enclosure No. 10) to complete self-registration, or

For the company to register for Individual shareholders

- (1) Registration form for attending the Annual General Meeting of Shareholders (No. 19/2022) via electronic mean (Enclosure No. 11) signed by shareholders. Please provide your e-mail address and mobile phone number clearly which will be used for authentication in order to attend the Meeting.
- (2) A copy of valid identification card, government officer card, driver's license, or passport (in case of foreigner), certified as true and correct copy by the shareholder.
- (3) Submit the registration form together with identification documents as specified above to the Company within 5th April 2022 (The company expects the mail to arrive at the company within 5th April 2022) via the following channels:

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

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

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

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

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

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

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

In this regard, details and qualifications of independent directors proposed as proxies of shareholders as shown in Enclosure No. 9.

2. Required documents for the appointment of proxy

Individual shareholder to appoint a proxy

- (1) Registration form for attending the Annual General Meeting of Shareholders (No. 19/2022) via electronic mean (Enclosure No. 11) signed by the proxy.
- (2) The Proxy Form, correctly and completely filled in, signed by the grantor and the proxy with the stamp duty affixed in full.
- (3) A copy of valid identification card, government officer card, driver's license, or passport (in case of foreigner) of the grantor, certified as true and correct copy by the grantor.
- (4) A copy of valid identification card, government officer card, driver's license, or passport (in case of foreigner) of the proxy, certified as true and correct copy by the proxy.
- (5) Submit the registration form together with identification documents as specified above to the Company within 5th April 2022 (The company expects the mail to arrive at the company within 5th April 2022) via the following channels:

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

For Juristic Persons Shareholders

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

Self-registration for Juristic Person shareholder

- (1) Follow the Guidelines for attending the e-AGM No. 19/2022 via electronic mean (Enclosure No. 10) to complete self-registration, or

For the company to register for Juristic Person shareholders

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

- (1) Registration form for attending the Annual General Meeting of Shareholders (No. 19/2022) via electronic mean (Enclosure No. 11) signed by the authorised person of the juristic person attending the e-AGM. Please provide your e-mail address and mobile phone number clearly which will be used for authentication in order to attend the Meeting.
- (2) A copy of valid identification card, government officer card, driver's license, or passport (in case of foreigner), certified as true and correct copy by the shareholder.
- (3) A copy of an affidavit of the juristic person, issued by the Ministry of Commerce (no longer than 6-month) certified as true and correct copy by the authorised person attending the e-AGM, with the statement showing the such authorised person is empowered the act on behalf of such juristic person as the shareholder.
- (4) Submit the registration form together with identification documents as specified above to the Company within 5th April 2022 (The company expects the mail to arrive at the company within 5th April 2022) via the following channels:
 1. E-mail: CompanySecretary@thaiopticalgroup.com or
 2. Post: Thai Optical Group Public Company Limited, The Office of Company Secretary, No. 15/5 Moo 6, Bangbuathong-Suphanburi Road, Laharn, Bangbuathong, Nonthaburi Province, 11110 THAILAND

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

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

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

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

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

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

In this regard, details and qualifications of independent directors proposed as proxies of shareholders as shown in Enclosure No. 9.

2. Required documents for the appointment of proxy

Juristic Person shareholder to appoint a proxy

- (1) Registration form for attending the Annual General Meeting of Shareholders (No. 19/2022) via electronic mean (Enclosure No. 11) signed by the proxy.
- (2) The Proxy Form, correctly and completely filled in, signed by the grantor and the proxy with the stamp duty affixed in full.

- (3) A copy of valid identification card, government officer card, driver's license, or passport (in case of foreigner) of the authorised person (as the grantor), certified as true and correct copy by the grantor.
- (4) A copy of valid identification card, government officer card, driver's license, or passport (in case of foreigner) of the proxy, certified as true and correct copy by the proxy.
- (5) A copy of an affidavit of the juristic person, issued by the Ministry of Commerce (no longer than 6-month) certified as true and correct copy by the authorised person as the grantor, with the statement showing the such authorised person is empowered the act on behalf of such juristic person as the shareholder.
- (6) Submit the registration form together with identification documents as specified above to the Company within 5th April 2022 (The company expects the mail to arrive at the company within 5th April 2022) via the following channels:
 1. E-mail: CompanySecretary@thaiopticalgroup.com or
 2. Post: Thai Optical Group Public Company Limited, The Office of Company Secretary, No. 15/5 Moo 6, Bangbuathong-Suphanburi Road, Laharn, Bangbuathong, Nonthaburi Province, 11110 THAILAND

Procedures for the appointment of proxy

- (1) General shareholders may choose to use either Proxy Form A., or Proxy Form B. only. The Company recommends the shareholders to use Proxy Form B. and specify the voting for each agenda items.
- (2) Shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper are recommend to use Proxy Form C which is available on the Company's website at www.thaiopticalgroup.com/investors_view.php?content_id=42
- (3) The shareholders, who appoint the proxy, shall appoint only one proxy to attend the Meeting and cast a vote. The shareholder cannot split his/her number of shares to different proxies for separate voting.
- (4) The shareholders can appoint either one of the Company's Independent Directors whose names and details are provided in Enclosure No. 9. The Company recommends the shareholders to use Proxy Form B. And specify the voting for each agenda item. In case of appointing an independent director as a proxy, Registration form for attending the Annual General Meeting of Shareholders (No. 19/2022) via electronic mean (Enclosure No. 11) is not required to be submitted.
- (5) The Proxy Form must be correctly and clearly filled in and arranged to be signed by the grantor and the proxy as well as affixed with a Baht 20 stamp duty bearing the crossed-out mark and specifying the date such proxy is made. The completed and executed proxy should be submitted together with the required documents for the appointment of proxy as specified below, to the Company within 5th April 2022 (The company expects the mail to arrive at the company within 5th April 2022) via the following channels:
 1. E-mail: CompanySecretary@thaiopticalgroup.com or
 2. Post: Thai Optical Group Public Company Limited, The Office of Company Secretary, No. 15/5 Moo 6, Bangbuathong-Suphanburi Road, Laharn, Bangbuathong, Nonthaburi Province, 11110 THAILAND
- (6) In case of any changes of Title/Name/Surname, a copy of evidence of such changes certified as true and correct copy, shall be submitted.
- (7) For foreign language document, if the original supporting documents are not in English, English translation of such documents are required and must be certified as true and correct translation by the shareholders or the authorised person of the juristic persons.
- (8) The Company shall not make additional request to cause an undue burden to the shareholders. For instance, any unidentified to use the shareholder's ID card for proxy, or any additional documents that are not specified in official circulated letter.
- (9) For more information, please do not hesitate to contact us via these channels;
 1. E-mail: CompanySecretary@thaiopticalgroup.com or
 2. Line ID: comsectog

Proxy Form A.
(a general form that is simple and uncomplicated)

Affix
Baht 20
Duty Stamp

Written at

DateMonthYear.....

(1) I/We Nationality

Address

.....

(2) Being a shareholder of **Thai Optical Group Public Company Limited (“ the Company”)**,
holding the total amount ofshares and having the right to vote equal to votes as follows:

Ordinary shares.....shares and having the right to vote equal tovotes; and

Preferred shares:shares and having the right to vote equal tovotes,

(3) Hereby appoint (please choose one option)

1) Name Age..... years

Residing at....., Road, Tambol/Kwaeng

Amphur/Khet, Province..... Postal Code, or

2) Name Age..... years

Residing at....., Road, Tambol/Kwaeng.....

Amphur/Khet, Province..... Postal Code

Any one of them as my/our proxy in attending and voting on my/our behalf at the **Annual General Meeting of Shareholders (e-AGM) No. 19/2022 via Electronic Mean**, having the Digital Access Platform Co., Ltd. (a subsidiary of the Stock Exchange of Thailand) as a provider of DAP e-Shareholder Meeting system. The meeting will be accessible to shareholders via online channel only. The meeting will be accessible to shareholders via online channel only in accordance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) and other related regulations. The e-AGM No. 19/2022 is to be convened on on **Thursday, 7th April 2022 at 10:00 hrs.**, 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, and method as may be adjourned.

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

SignedProxy Grantor
(.....)

SignedProxy
(.....)

SignedProxy
(.....)

SignedProxy
(.....)

Remarks:

The shareholder appointing the proxy must authorise only one proxy to attend and vote at the meeting and not split the number of shares to several proxies for splitting votes.



Proxy Form B.
(An explicit Form that sets out specific details of authorisation)

Affix
Baht 20
Duty Stamp

Written at

DateMonthYear.....

(1) I/We Nationality

Address

(2) Being a shareholder of **Thai Optical Group Public Company Limited (“ the Company”)**,

holding the total amount of shares and having the right to vote equal to votes as follows:

Ordinary shares..... shares and having the right to vote equal to.....votes; and

Preferred shares: shares and having the right to vote equal to.....votes,

(3) Hereby appoint (please choose one option)

1) Name.....Age.....years

Residing at, Road.....,Tambol/Kwaeng

Amphur/Khet, ProvincePostal Code

2) **Mr. Banchong Chittchang**.....Age..... 73years

Residing at No 11/42 Moo 1, Soi Pitak 2, Road ...Chaengwattana 14...,Tambol/Kwaeng Thung Song Hong

Amphur/KhetLak Si....., ProvinceBangkok.....Postal Code 10210..... or

3) **Assoc.Prof. Dr. Wicha Jivalai**Age..... 77years

Residing at.....No. 376-160, Road.....Rama 3,Tambol/Kwaeng ...Bang Khlo...

Amphur/KhetBang Kho Laem....., ProvinceBangkok.....Postal Code 10120.....

Any one of them as my/our proxy in attending and voting on my/our behalf at the **Annual General Meeting of Shareholders (e-AGM) No. 19/2022 via Electronic Mean**, having the Digital Access Platform Co., Ltd. (a subsidiary of the Stock Exchange of Thailand) as a provider of DAP e-Shareholder Meeting system. The meeting will be accessible to shareholders via online channel only. The meeting will be accessible to shareholders via online channel only in accordance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) and other related regulations. The e-AGM No. 19/2022 is to be convened on on **Thursday, 7th April 2022 at 10:00 hrs.**, 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, and method as may be adjourned.



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

Agenda 1 To certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 which was held on 16th June 2021

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

Agenda 3 To approve the Statement of Financial Position and Statement of Comprehensive Income ended 31st December 2021 together with the Auditor's Report

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

Agenda 4 To approve the allocation of net profits and annual dividend payment for 2021, and to fix the Record Date for the right to receive dividends

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

Agenda 5 To approve the appointment of auditor(s) and the audit fee for 2022

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

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

- (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- (b) The proxy shall have the right to vote according to my/our instruction as follows:
 To elect all nominated directors
 Approve Disapprove Abstain
 To elect individual nominated directors
1) Mr. Singh Tangtatswas
 Approve Disapprove Abstain
2) Mr. Phairuch Mekarporn
 Approve Disapprove Abstain
3) Mrs. Pornpun Thotrakul
 Approve Disapprove Abstain
4) Mrs. Amolrat Prachartam
 Approve Disapprove Abstain



Agenda 7 To approve the fixing of directors' remuneration and bonus for 2022

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

Agenda 8 Other matters (if any)

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

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

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

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

SignedProxy Grantor
(.....)

SignedProxy Grantor
(.....)

SignedProxy Grantor
(.....)

SignedProxy
(.....)

SignedProxy
(.....)

SignedProxy
(.....)

Remarks:

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



Supplemental Proxy Form B.

The proxy is granted by a shareholder of Thai Optical Group Public Company Limited for the Annual General Meeting of Shareholders (e-AGM) No.19/2022 via electronic mean, having the Digital Access Platform Co., Ltd. (a subsidiary of the Stock Exchange of Thailand) as a provider of DAP e-Shareholder Meeting system. The meeting will be accessible to shareholders via online channel only. The meeting will be accessible to shareholders via online channel only in accordance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) and other related regulations. The e-AGM No. 19/2022 is to be convened on on **Thursday, 7th April 2022 at 10:00 hrs.**, 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, and method as may be adjourned

AgendaSubject :

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

(b) The proxy shall have the right to vote according to my/our instruction as follows:

Approve Disapprove Abstain

AgendaSubject :

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

(b) The proxy shall have the right to vote according to my/our instruction as follows:

Approve Disapprove Abstain

AgendaSubject :

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

(b) The proxy shall have the right to vote according to my/our instruction as follows:

Approve Disapprove Abstain

AgendaSubject : Election of Directors (continued).....

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 Proxy 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 : 13
 % 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 :

- DLCP: Director Leadership Certification Program, Class 0/2021
- EFC: Executive Forum on Competitiveness, Class 2018
- BMD: Board that Make a Difference, Class 7/2018
- SBM: Strategic Board Master Class, Class 1/2017
- BFI: Boardroom Success through Financing and Investment Class 1/2017
- DCPU: Director Certification Program Update, Class 1/2014
- ACEP: Anti-Corruption for Executive Program, Class 3/2012
- EDC: The Executive Director Course, Class 1/2012
- RCC: Role of the Compensation Committee, Class 7/2008
- DCP 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:

- AACP: Advanced Audit Committee Program, Session 7 “Role of Audit Committee as Independent Director”
- BNCP: Board Nomination & Compensation Committee, Session 1 “Board Nomination”
- BRP: Board Reporting Program, Session 1 “Creating Value to Board Reporting”
- CGE: Corporate Governance for Executives, Session 4 “Disclosure to the Board & Shareholders”
- DCP: Director Certification Program, Module 1 “Practice of Directorship & Module 8 “Board’s Role in Strategy – Part II”
- RCP: Role of Chairman Program, Session 1 “Defining Chairman’s Role”
- SFE: Successful Formulation & Execution of Strategy, Session 4 “Executing Strategy Successfully”

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)
Advisor to Board Member

Law Dispute in the Past 10 Years : None

Meeting Attendance in 2021

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

การพัฒนาด้านการจัดการ :

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

ประวัติการทำงาน :

2015-Present	Thai Optical Group Public Co., Ltd. Member of Nomination and Remuneration Committee
2004-Present	Thai Optical Group Public Co., Ltd. Independent Director Member of the Audit Committee
2012- 2013	The ASEAN Federation of Land Surveying and Geomatic President
2000- 2005	Geo-Informatics and Space Technology Development Agency (Public Organization), Chairman of Executive Board
1994-1995	The Sub-Committee for National Housing Policy Director

1993-1998	Thai Condominium Association President
1986	Ghajamadha University, Indonesia (under the MUCIA – World Bank Project) Visiting Professor
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
Position in Subsidiaries or Associated Companies :	None
Position in Related-Business to Company :	None
Positions in Other Listed Companies :	Yes
<ul style="list-style-type: none"> • STP & I PCL. Chairman of the Audit Committee • TNDT PCL. Chairman of the Audit Committee 	
Positions in Other Non-Listed Companies :	Yes
<ul style="list-style-type: none"> • 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 2021	
• Annual General Meeting of Shareholders	1/1 time
• Extraordinary General Meeting of Shareholders	0/1 time
• Audit Committee	4/4 times
• Audit Committee Meeting with External Auditor and without the Management and Internal Auditor	1/1 time
• Nomination and Remuneration Committee Meeting	4/4 times
• Board of Directors Meeting	6/6 times

Qualifications of Independent Directors

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

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

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

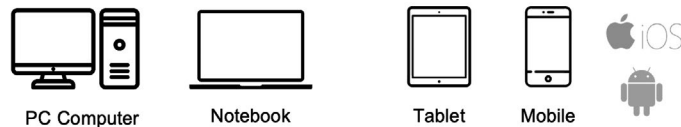
According to the spread of the COVID-19, the Company cares about your safety. Therefore, the Company would like to encourage the shareholder to follow the guideline as follows;

- (1) Follow the Guidelines for attending the e-AGM No. 19/2022 via electronic mean (Enclosure No. 10) to complete self-registration, or
- (2) If you do not wish to register by yourself, please submit the Registration form for attending the Annual General Meeting of Shareholders (No. 19/2022) via electronic mean (Enclosure No. 11) signed by shareholders. Then, please provide your e-mail address and mobile phone number clearly which will be used for authentication in order to attend the Meeting, or
- (3) 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

User Manual e-Shareholder Meeting System

1. Preparation for DAP e-Shareholder Meeting

- For registration, please prepare an electronic device with a camera



- Access to DAP e-Shareholder Meeting via Web Browser.

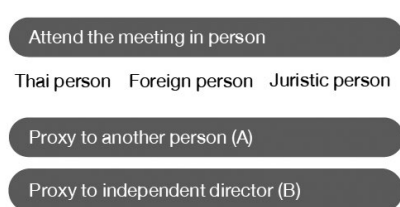


- Documents required for registration



- Registration methods for attending the shareholder meeting

1. e-Registration via DAP e Shareholder Meeting system



QR code for e-Registration (e-AGM No. 19/2022)



* In the case of appointing a proxy to another person (B), registration can be done by sending documents to the company (Method 2).

2. Register by sending documents to the company*

For registration, shareholders submit the documents for identity verification to the company, as specified in the invitation to the shareholders’ meeting

The company officer will check the information and proceed registration. The system will inform the shareholders of the registration result and username for attending the meeting.

*Please study the details of registration such as document list / document submission, as specified in the invitation to the shareholders’ meeting

In case of proxy

For shareholder who is unable to attend the meeting, they may appoint a proxy.

Please find more information about proxy in the invitation letter to shareholders' meeting.

2. Steps of e-Registration

Log in to register from the registration link provided in the invitation to the shareholders' meeting.

1. Click "New registration registration"

2. Shareholders accept the terms and conditions for attending the shareholders' meeting via DAP e-Shareholder system by marking and click OK

2.1 Attend the meeting in person Individual person with the ID Card

Step 1 Choose a registration form

Step 2 Specify the type of shareholder

Step 3 Fill out shareholder's information

Step 4 Enter OTP

Step 5 Take pictures of yourself

Shareholders need to take pictures of yourself holding the ID card as explained in 3 steps below:

- Picture 1 : Picture of yourself
- Picture 2 : Picture of your ID card
- Picture 3 : Picture of yourself holding the ID card

Step 6 Review registration and securities holding information

No.	Full name	Current Stock	Preferred Stock	Address
1	นายสมชาย ใจดี	1,000	1,000	1/1 หมู่ 1 ตำบลบางพลีใหญ่ อำเภอบางพลี จังหวัดสมุทรปราการ
Total		1,000	1,000	

Shareholders review the registration information and securities holding information. If the information is correct, click "Submit"

Please keep your username and password confidential. Your login account should never be disclosed to others.

2.2 Attend the meeting in person Foreign person / Person without the ID card OR Juristic Person

Step 1 Choose a registration form

Step 2 Specify the type of shareholder

Step 3 Fill out personal information

Step 4 Enter OTP

Step 5 Take a picture of yourself/Attach files

Step 6 Review registration and securities holding information

Please keep your username and password confidential. Your login account should never be disclosed to others.

2.3 Proxy to another person (AA)

Step 1 Choose a registration form

Step 2 Specify the type of proxy

Step 3 Fill out the information of the shareholder who appoints a proxy and enter OTP

Step 4 Fill out proxies information

Step 5 Review registration and securities holding information

Proxies will receive an email with the initial password.
Proxies will have to reset a new password before logging in to DAP e Shareholder Meeting

2.4 Proxy to independent director (BB)

Step 1 Choose a registration form

Step 2 Specify the type of proxy

Step 3 Fill out the information of the shareholder who appoints a proxy and enter OTP

Step 4 Specify the name of the independent director

Step 5 Cast a vote in advance

Step 6 Review registration and securities holding information

The shareholder will receive an email informing your proxy registration result to confirm that the proxy registration has been completed. However, the shareholder will not receive the password, as the proxy are appointed to independent director and your vote was already casted.

3. Steps of joining the e-Meeting

Step 1 <https://portal.eservice.set.or.th> Shareholders log in to DAP e-Shareholder Meeting system on the date and time specified by the company Click the meeting link in the email received from the system.

Step 2 Enter username (email address that you have registered) and password

Step 3 1. Search for the meeting by finding the Company name / Meeting type etc.
2. Click on the meeting you wish to join

Step 4 Menu bar will display information as follow:

1. Meeting information
2. Meeting agenda agenda
3. Your question list list
4. Voting result (after announced announced)
 - Click “Join Meeting Meeting”
 - Agree to the terms and conditions of service by marking and click “Join Meeting Meeting”
 - Confirm name and voting rights
 - Enter OTP

Description

1. Meeting Display: Webex Meeting screen will be embedded in DAP e Shareholder Meeting, If the screen does not work, click Open WebEx ’ on the top right to view the meeting via Application Cisco Webex Meeting instead
2. Current agenda will be indicated by star icon and yellow bar.
3. e-Voting functions: voting can be casted only within appointed time frame
4. e-Question functions: queueing your questions for both current and upcoming agenda
5. Your questions submitted in the meeting
6. Voting results: It will be only shown after the company has announced results for each agenda

4. e-Question and e Voting functions

e-Question functions

During the meeting, shareholders can submit questions in advance:

1. Click “Send Question”
2. Choose the agenda you wish to ask question
3. Type your question (Optional)
4. Click “Send Question”

When you are allowed to ask questions, the company will call your name. Please turn on your microphone and/or camera (VDO) to ask such question by yourself

e-Voting functions

For each agenda, there are 3 voting options: **“Approve”, “Disapprove” and “Abstain”**

1. Click “Submit Vote”
2. Vote within the period of time given for both your vote rights and proxy’s (if any)
3. Click “Submit Vote”

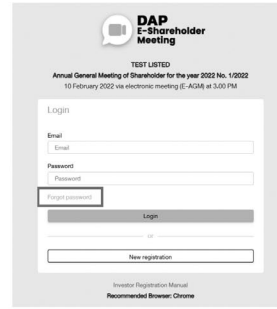
Shareholders are able to vote only within given time frame.

After the closing of voting in each agenda, the company will announce results. Shareholders can check the result of each agenda by clicking the icon

5. Resetting password



To retrieve your password, shareholders can reset password by clicking “Forgot password” button.



There are 2 options to reset your password:

1 Reset password via email

Enter your registered email

Check your inbox

Set new password

2 Reset password via mobile phone number

Click the link to reset password via mobile phone

Enter your mobile phone number

Request for OTP and enter OTP

Set new password

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. Line ID: comsectog

**Registration form for attending the Annual General Meeting of Shareholders
(No. 19/2022) via electronic mean Thai Optical Group Public Company Limited
7 April 2022 at 10:00 hrs.
Broadcasting from Thai Optical Company Limited (TOC)**

Written at

DD MM YY.

(1) I,, Nationality

Passport Number, Date of Birth (DD/MM/YY)

Residing at

Mobile Phone Number, Email (for receiving two-factor identification and
username & password)

(2) Being a shareholder or proxy of Thai Optical Group Public Company Limited (“ the Company”),
holding the total amount of shares and having the right to vote equal to votes as follows:

Ordinary shares shares and having the right to vote equal to votes;

Preferred shares: shares and having the right to vote equal to votes,

(3) wish to attend the 2022 Annual General Meeting of Shareholders (No. 19/2522) via electronic mean on
the date and time and according to the method specified in the invitation letter for the meeting. I have
read and agree to be bound by the terms and conditions of use of the DAP e-Shareholder Meeting service
in the attached document.

Signed Shareholder / Proxy

(.....)



Terms and conditions of use of the DAP e-Shareholder Meeting service (for registration of shareholders)

Shareholders who wish to register to attend the shareholder's meeting organised by the meeting organiser through the DAP e-Shareholder Meeting system accepts and agrees to comply with the terms and conditions for attending the shareholder's meeting through the DAP e-Shareholder Meeting system as follows in all respects.

1. Definition

In the terms and conditions for attending the shareholder's meeting through the DAP e-Shareholder Meeting system, the definitions are as follows:

"The meeting organiser" means the public limited company that organises shareholder's meeting via DAP e-Shareholder Meeting system.

"The shareholders" means shareholders who are eligible to attend the shareholder's meeting including those who have been appointed as proxies by the shareholders in the proxy form.

"The service provider" means Digital Access Platform Company Limited or DAP.

"DAP e-Shareholder Meeting" means the meeting control system by using information technology that the meeting organiser requested to use the service from the service provider as an additional channel for shareholders to attend the shareholder's meeting via electronic platform.

2. The shareholders acknowledge and agree that shareholders are obliged to procure any tools and/or equipment, including the internet network according to the conditions informed by the meeting organiser so that they can attend the meeting via the DAP e-Shareholder Meeting system efficiently and continuously at the expense of the shareholders themselves.
3. The shareholders certify and confirm that the information entered into the DAP e-Shareholder Meeting system including any other information provided by the shareholders and/or the information in which will be given to the meeting organiser later via the DAP e-Shareholder Meeting system in the registration for the meeting via the DAP e-Shareholder Meeting system, it is the information of the shareholders without using a pseudonym or anonymity, and the information is complete, accurate and true in all respects.

In addition, in the event that technology is used to help verify the identity of the shareholders before approval for attend the meeting via the DAP e-Shareholder Meeting system, such as face recognition technology, which the shareholders certify and confirm that the shareholders have taken such steps by the shareholders themselves and not the twins or any other person having a similar appearance to the shareholders.

In the event that the information provided by the shareholders is incomplete, incorrect or not true, the shareholder agrees and acknowledges that the shareholders account or username will be suspended, cancel or deny any access to the DAP e-Shareholder Meeting system without prior notice to shareholders.

4. Shareholders acknowledge and understand that shareholders will receive a username and password to use in attending the meeting after receiving approval from the meeting organiser. Having attended the meeting via DAP e-Shareholder Meeting system, shareholders must keep their username and password confidential. Any action that occurs under the DAP e-Shareholder Meeting login with the shareholder's username and password is considered an act of the shareholders themselves and is the acts that are correct, complete and binding shareholders in all respects.

In the event that any other person uses the username and/or the password of the shareholders to use without being assigned by the shareholders. Shareholders are obliged to notify the meeting organiser immediately and the shareholders acknowledge and agree that the meeting organiser has the right to suspend, cancel, or deny access of the username and/or password to the DAP e-Shareholder Meeting system of shareholders without prior notice to shareholders.

In this regard, the shareholders acknowledge and agree that attendance through the DAP e-Shareholder Meeting system and any actions occurring under the system login DAP e-Shareholder Meeting with the username and password of the shareholders that occurred before the cancellation of the use of the username and/or password is an act that correct, complete, and binding on shareholders in all respects.

5. The shareholders acknowledge and agree that personal information of shareholders related to attendance through this DAP e-Shareholder Meeting system will be collected and used and/or disclosed by the meeting organiser and protected by the meeting organiser's personal data protection policy whereby shareholders can check their rights according to the Privacy Notice pursuant the Personal Data Protection Act B.E. 2562 (2019) for the Annual General Meeting of Shareholders No. 19/2022 included in this invitation letter. Services assigned by the meeting organiser pursuant to a service contract, e-Services may collect, use and/or disclose shareholder personal information to the extent necessary for the performance of any legal obligations applicable to the service provider such as computer traffic data collection, whereby shareholders can check their rights at the service provider's privacy policy.

**Privacy Notice pursuant to Personal Data Protection Act, B.E. 2562 (2019)
For the Annual General Meeting of Shareholders No. 19/2022 via electronic mean
Thai Optical Group Public Company Limited
7 April 2022 at 10:00 hrs.**

Purposes and necessity for Personal Data collection

In order to comply with laws, in particular, Public Limited Company law and Securities Exchange law, the Company is obliged to prepare shareholder register and has to collect, use, disclose and process Personal Data of shareholders and/or proxies for Annual General Meeting of Shareholders and Extraordinary General Meeting of Shareholders (if any) (collectively, the “**Shareholder’s Meeting**”), delivering relevant documents, vote counting process, and other actions relating to such Shareholder’s Meeting.

Personal Data to be collected and retention period

The Company shall receive Personal Data, i.e. name, surname, nationality, identification number (or passport number), date/month/year of birth, age, address, number of shares and type of shares held, securities holder’s number, telephone number and email provided by shareholder and/or proxies, or by Thailand Securities Depository Co., Ltd. (TSD) as the securities registrar. The Company shall retain such information for the necessary period as required by law and for the above purposes.

It is necessary for the Company to disclose some information of the above Personal Data as follows:

- Data Processor for the benefits of shareholder’s registration, voting verification, processing, and reporting.
- Department of Business Development, Ministry of Commerce and Stock Exchange of Thailand for submitting Minutes of the Shareholders’ Meeting and list of shareholders as required by law.
- Disclosure of Minutes of the Shareholders’ Meeting on the Company’s website.

Identification documents, such as copy of national identification card/ or passport, may contain Sensitive Data, e.g. blood type, or religion. Shareholders, grantors and proxies are requested to conceal/delete such Sensitive Data before submitting to the Company. If such information submitted to the Company is not concealed/ deleted, the Company shall conceal/or blacken out those Sensitive Data in order to protect your data and it shall be deemed that the Company has not collected any submitted Sensitive Data.

Rights of the data subjects

Data subjects have rights in accordance with the Privacy Data Protection Act, B.E. 2562 (2019), for instance, giving consent, withdrawing consent, accessing or obtaining or amend their Personal Data, objecting the collection or use or disclose of the Personal Data, requesting to delete or to destroy or suspend the use of Personal Data, etc. subject to regulations and procedures as required by law.

In this regard, the Company shall collect use or disclose Personal Data to the extent of necessity for legitimate interests and in compliance with laws by taking into account of the right to the privacy and personal data protection.

Contact Information

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



MORE INFORMATION



design™

zenith™

zense™

zoul™

zeen™

A SERIES OF CUSTOMIZED LENSES, DESIGNED AND DEVELOPED
WITH SUPERLATIVE PATENTED TECHNOLOGY.