



**Invitation to the Extraordinary General Meeting of Shareholders
No.1/2021 via Electronic Mean
Thai Optical Group Public Company Limited**



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On Wednesday, June 16, 2021 at 10:00 onwards,
broadcasting from Optic Gallery, Thai Optical Company Limited or TOC,
located at 61/9 Moo 5, Bangbuathong-Suphanburi Road,
Laharn, Bangbuathong, Nonthaburi Province, 11110 Thailand



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17 May 2021:

- Subject: Invitation to Extraordinary General Meeting of Shareholders No.1/2021 via electronic mean
- Attention: Shareholders of Thai Optical Group Public Company Limited
- Enclosure:
- 1) Copy of minutes of the Annual General Meeting of Shareholders No. 18/2021
 - 2) Information Memorandum of the Purchase and Acquisition of Entire Business Transfer from Poly Sun Co., Ltd. (“PLS”) to Thai Optical Group Public Company Limited (“TOG”)
 - 3) Advice on the resolution of the executive committee regarding the determination of acquisition value of the entire business transfer of Poly Sun Co., Ltd.
 - 4) The auditors who will prepare the financial statements at the date of Poly Sun Co., Ltd.’s dissolution date and to fix the auditing fees
 - 5) The Company’s Articles of Association related to the Shareholders’ meeting
 - 6) Documents and evidences required to show in order to pre-register
 - 7) Proxy Form B
 - 8) Profiles of Independent Directors whom shareholders can consider as Proxy holders, and Qualifications of Independent Committees.
 - 9) Guidelines to attend the e-EGM No.1/2021 and how to register

Referring to the Board of Directors Meeting of Thai Optical Group Public Company Limited (the Company), held on May 5, 2021, the meeting had a resolution to organise the Extraordinary General Meeting of Shareholders via Electronic Mean (e-EGM) No. 1/2021, having the Digital Access Platform Co., Ltd. (a subsidiary of the Stock Exchange of Thailand) as a provider of electronic shareholder meeting system. The meeting will be accessible to shareholders via online channel only. And it will take place on Wednesday, June 16, 2021 at 10:00 onwards, broadcasting from Optic Gallery, Thai Optical Company Limited or TOC, located at 61/9 Moo 5, Bangbuathong-Suphanburi Road, Laharn, Bangbuathong, Nonthaburi Province, 11110 Thailand. The agenda items are as follows;

Agenda 1 To certify the minutes of the Annual General Meeting of Shareholders No. 18/2021 via electronic mean (e-AGM) which was held on April 8, 2021

Objective and Rationale:

The Annual General Meeting of Shareholders No.18/2021 via electronic mean (e-AGM) which was held on April 8, 2021 and its minutes was prepared within 14 days from the date of the meeting. Then, it was sent to the Stock Exchange of Thailand (SET) and the Ministry of Commerce within the timeframe in compliance with Thai legislation. (Enclosure 1) As well as being published on the Company’s website at www.thaiopticalgroup.com. As a result, it is appropriate to propose to the Shareholders to certify the minutes of the Annual General Meeting of Shareholders No.18/2021 via electronic mean (e-AGM), held on April 8, 2021.

The Board’s Opinion:

The minutes had been recorded accurately and completely, the Board of Directors proposes to the Shareholders to certify the minutes of Annual General Meeting of Shareholders No. 18/2021 via electronic mean (e-AGM).

Voting Rule:

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

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”)

Objective and Rationale:

TOG has planned to restructure its business by acquiring the entire business of PLS, which is a subsidiary of TOG, and 99.99 % of its ordinary shares is held by TOG. After the entire business transfer is completed, PLS will register for the dissolution and liquidation with the Department of Business Development, Ministry of Commerce in accordance with section 74 (b)(c) and section 77/1 (8) (f) of Thai Revenue Code which the corporate income tax and the value added tax will be exempted including relevant taxes such as specific business tax and stamp duty. In this regard, TOG will receive the benefits from the said restructuring by reducing the related party transactions, unnecessary costs and expenses. Please see more details in Information Memorandum of the Purchase and Acquisition of Entire Business Transfer from Poly Sun Co., Ltd. to Thai Optical Group Public Company Limited (Enclosure 2).

The entire business transfer intends to be completed within December 2021.

The Board’s Opinion:

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 the advice on the resolution of meeting of executive meeting of Thai Optical group Public Company Limited (Enclosure 3).

However, the said value can be altered 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.

Moreover, as PLS is a subsidiary of the Company which the Company holds its shares at 99.99 percent, the purchase and acquisition as mentioned above are not subjected to the acquisition or disposal of assets transaction or connected transaction pursuant to Securities & Exchange Commission, Thailand and Stock Exchange of Thailand. However, to comply with section 107 (2)(b) of the Public Limited Company Act B.E. 2535, it will be presented this matter to the shareholders’ meeting for their approval.

Voting Rule:

This agenda must be approved with votes of not less than three-quarters (3/4) of the total number of votes of the shareholders attending the meeting and having the rights to votes.

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

Objective and Rationale:

In compliance with the Public Limited Company Act B.E. 2535, it states that the Company shall appoint the Company’s Auditor and fix the audit fee in the 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)

The Audit Committee’s Opinion:

The Audit Committee recommends to appoint the auditors from EY Office Limited to be the Auditor the auditors who will prepare the financial statements at the date of Poly Sun Co., Ltd.’s dissolution date because they have good auditing experiences and expertise and they maintain thoroughly good standard of services and performances. In addition, the audit fee of EY Office Limited is reasonable and appropriate for their scope of services.

The Board’s Opinion:

In accordance with the Public Limited Company Act B.E.2535, the Shareholders’ meeting shall appoint the Company’s auditor and determine the audit fee for every year and the selection of the Company’s auditor and audit fee have been thoroughly reviewed and endorsed by the Audit Committee. Considering the qualification and experiences of the auditors as well as the reasonable audit fee, the Board proposes the Shareholder’s meeting should therefore approve the appointment of the auditor from EY Office Limited to be the auditor 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	2016-2020 or
3. Ms. Kamontip Lertwitworatep	4377	Never sign as 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).

Voting Rule:

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

Agenda 4**Other matters (if any)****Objective and Rationale:**

According to the second paragraph of Section 105 of the Public Company Limited 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-thirds (1/3) of the total number of issued and paid-up shares.

The Board's Opinion:

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 propose any matter for consideration and approval, they are required to fulfill the conditions mentioned above according to the second paragraph of Section 105 of the Act.

We hereby invite all shareholders to attend the e-EGM) No. 1/2021 via electronic mean, having Digital Access Platform Company Limited (a subsidiary of the Stock Exchange of Thailand) as a provider of the meeting management system (DAP e-Shareholder Meeting).

The company asks for shareholders' cooperation, please adhere to the terms and conditions of the registration to attend the meeting via electronic system as well as learn how to vote since the company will use the unique "Username" and "Password" systems for the registration and vote counting throughout the meeting. Therefore, shareholders have to verify their identity before attending the meeting, whereby you can learn more details on the registration methods for attending the meeting (Refer to enclosure No. 9 and 10) And please inform the company well in advance, should you wish to attend the meeting. On the day of the meeting, the company will allow the registration to log-in to the system from 9:00 am onwards.

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

- 1) **Singh Tangtatswas, and**
- 2) **Phairuch Mek-arporn,**

By using the proxy form B. The form must be completely filled with 20 baht stamp duty affixed (as attached 8). Then, please courier the original document via registered mail. The company expects the mail to arrive at the company prior to the meeting date. (Enclosure 7)

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

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

Yours, sincerely



(Dr. Sawang Prachartam)
Chairman

Remark: The Shareholders could download the invitation letter of the e-EGM No.1/2021 via electronic mean and its enclosures on TOG's website at www.thaiopticalgroup.com from May 17, 2021.

**Minutes of the Annual General Meeting of Shareholders No. 18/2021 via Electronic Means
Thai Optical Group Public Company Limited or TOG
8 April 2021 at 10:00 - 12:00 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	Assoc.Prof.Dr. Wicha	Jiwalai	Independent Director
6	Mr. David Andrew	Cross	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	Mr. Paul Bryan	Fussey	Non-Executive Director
2	Mr. Sarote	Prachaktam	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	Ms. Siriwan	Nitdamrong	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	Ms. Chanatip	Wittayakul	Representative from Thai Investors Association
9	Mr. Yodpha	Boodsayasakul	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
Participated via online channel	24	60,294,069
Proxy	36	339,245,931
Total	60	399,540,000
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 announced to open the Meeting.

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.

The Chairman appointed Ms. Supat Kuanpradit, Company Secretary, to become the MC of today's meeting. With reference to the Company's Article of Association Clause 42 defining that the vote casting in the Meeting was one share per one vote, in case that, any shareholders who were considered as the stakeholders in any agendas then their votes would not be counted in that agenda.

Voting can be done through the DAP e-Shareholder Meeting as follows; firstly, click "Vote", then select "Approve/Disapprove/Abstain", and, lastly, wait for the company declare that "Voting is closed". The shareholders can press "blue graph icon" to view the summary of the voting results on each agenda item.

The Chairman informed the Meeting that the Annual General Meeting of Shareholders of this time, there were no extraordinary agendas and no any additional proposed agenda from shareholders after the Company had announced on the Company’s website and the website of the Stock Exchange of Thailand from 1 October to 31 December 2020.

Agenda Item 1 To certify the minutes of the Annual General Meeting of Shareholders No. 17/2020

The Company proposed the Meeting to consider and certify the Minutes of the Annual General Meeting of Shareholders No.17/2020 which was held on July 15, 2020 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. 17/2020 as proposed, by majority votes of shareholders who attended the meeting and casted their votes as follows:

Voting Results: Agenda 1 To certify the minutes of the Annual General Meeting of Shareholders No. 17/2020 via electronic mean, which was held on July 15, 2021		
	Number of Shares	%
Approved	404,610,100	100.0000
Disapproved	0	0.0000
Abstained	0	-
Total	404,610,100	100.0000

Remark

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

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

Torn Prachartam, CEO to report the operating results for the year 2020 to the shareholders as follows;

- Vision & Mission Statements:
To become a leading, sustainable, independent manufacturer with a global reputation for consistent service excellence, ease of doing business and supplying the best value stock lenses and complete Rx service solutions on time every time.
- Corporate Values
 - We speak with one common voice.
 - We are all accountable – we own and solve any customer issue; we deliver on our promises.
 - We strive to execute right first time, on time, every time.
 - We are open and adaptable to change, try to keep things simple and operate with a “can-do” attitude.
 - We are demanding on performance but equitable, remembering work should be enjoyable.
- Operating Results for 2020
In 2020, the company had total revenue of 1,821 million baht, decreasing from year 2019, which had a total income of 1,972. Million baht with a growth rate of -7.7%. The company had a net profit of 69 million baht, a decrease from the previous year which had a net profit of 132 million baht or -47.7%, mainly due to the spread of COVID-19.
- 2020 Sales by Geography
 - Australia and New Zealand had a total sales of 673 million baht or 37%.
 - Europe had a total sales of 511 million baht or 28.1%.
 - Asia-Pacific had a total sales of 369 million baht or 20.3%.
 - America had a total sales of 247 million baht or 13.6%.
 - Other regions had the total sales of 21 million baht or equivalent to 1.1%
- Current Production Developments
 - Starting mass production with automation processes
 - Expanding RX automation capacity with faster model
 - Developing Fog-Free Coating [mid 2021]
 - Developing TVX and high index RX sunglasses [mid 2021]
- Current Commercial Developments
 - Relocate TOG USA warehouse to a scalable operation supporting the business growth in the next 3 years located in Louisiana, MO
 - Commencement of TOG Europe operations since Mar 1, 2021

- Continuous collaboration with Better Vision for TOG premium progressive design series with premium coatings
- Sustainability projects
The company is committed to operating sustainably by adhering to 3 principles:
 - Caring for people
 - Caring for consumer
 - Caring for the environment

In 2020, the company was certified as one of the ESG100 from Thaipat Institute, received a THSI award from the Stock Exchange of Thailand (SET). The company is committed to anti-corruption by being certified by the Thai Private Sector Collective Action Coalition against Corruption as of January 16, 2015. In 2018, we were certified, renewed, certified as a member of the Thai private sector against corruption on August 21, 2018, the certificate will be valid for 3 years from the date of approval.

The Company opened the opportunity for the shareholders to inquire details about the Company's performance report for the year 2020 and received a question from a shareholder as follows:

Questions from Ms. Chanatip Wittayakul, Shareholders

As the ocean freight charge is getting higher due to the current situation of COVID-19, how does it affect the business?

Answers from Torn Prachartam, CEO

The impact was in line with the law of supply-demand, as during the economic recovery that demanded a lot of freight, companies barely had the bargaining power toward the higher shipping prices. However, the rising freight is still acceptable and the company continues to profit from the sale of the products.

Resolution: The quorum acknowledged the Company's operating results for the year 2020 in accordance with the Annual Registration Statement 2021 (Form 56-1 One Report)

Agenda Item 3 To approve of the Statement of Financial Position and Statement of Comprehensive Income ended on December 31, 2020 and to acknowledge the Company auditor's report

Singh Tangtatswas, Chairman of the Audit Committee concluded the Company's financial statements as follows;

According to Public Limited Company Act, B.E. 2535 states that the Company shall prepare the Statement of Financial Position and Statement of Comprehensive Income for year-end on December 31, 2020 and propose to the Annual General Meeting of Shareholders for

consideration and approval details of such appeared in the Annual Registration Statement 2020 (56-1 One Report).

Statement of Financial Position ended on December 31, 2020:

• Total revenue	1,850.00	million Baht
• Net profits	68.78	million Baht
• Earning per share	0.15	Baht

Statement of Comprehensive Income ended on December 31, 2020:

• Total assets	2,811.21	million Baht
• Total liabilities	1,004.71	million Baht
• Shareholders' equity	1,806.50	million Baht
• Paid up capital	474.32	million Baht

The Company's Statement of Financial Position and Statement of Comprehensive Income as ended at 31 December 2019 which had already been audited and certified by the auditors of EY Office Limited and accepted by the Audit Committee. The Company then gave the shareholders an opportunity to inquire details about the agenda item, no questions nor issue were raised. Thus, the company proposed for the approval.

Resolution: The quorum resolved to approve the Company's Statement of Financial Position and Statement of Comprehensive Income as ended at 31 December 2020 which had already been audited and certified by the auditors of EY Office Limited and accepted by the Audit Committee, by majority votes of shareholders who attended the meeting and casted their votes as follows:

Voting Results:		
Agenda 3 To approve of the Statement of Financial Position and Statement of Comprehensive Income ended on December 31, 2020 and to acknowledge the Company auditor's report		
	Number of Shares	%
Approved	404,610,100	100.0000
Disapproved	0	0.0000
Abstained	0	-
Total	404,610,100	100.0000

Remark

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

Agenda Item 4 To approve of the appropriation of net profit and dividend payout for the year 2020

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

The Company’s operating results of the year 2020 shows the net profit of consolidated financial statements in the amount of 68.78 million Baht which can be compared with dividend payment of the previous year as follows;

Details of Dividend payment	2020 (Consolidated)	2019 (Consolidated)	2018 (Consolidated)
1. Net Profit	68.78 MB	132.13 MB	146.03 MB
2. Less legal reserve of 5%	--- MB	--- MB	--- MB
3. Net profit after legal reserve	68.78 MB	132.13 MB	146.03 MB
4. Paid-up shares	474.32 Million	474.32 Million	474.32 Million
5. Dividend payout (whole year)	0.12 Baht / Share	0.25 Baht / Share	0.28 Baht / Share
6. Interim dividend payout	Omitted	0.10 Baht / Share	0.06 Baht / Share
7. Final dividend payout	0.12 Baht / Share	0.15 Baht / Share	0.22 Baht / Share
8. Total dividend payout	56.92 MB	118.58 MB	132.81 MB
9. Dividend Payout ratio	83 %	90 %	91 %

The Board proposed to the Shareholders to approve of the appropriation of Net profit and dividend payment for the year 2020 as follows;

1. For Shareholders to acknowledge the omission of interim dividend payment.
2. No need to arrange for the appropriate reserve from net profit as the current capital reserve of the Company has reached the amount as required by law.
3. The Shareholders shall approve the dividend payout for the year 2020 at 0.12 Baht per share for the total shares of 474.32 million shares in total amount of 56.92 million Baht, details described below;
 - (1) Dividend payout of 23.72 million Baht or equivalent to 0.05 Baht per share which will be paid from the appropriation of Net profit with paid corporate income tax at the rate of 0%
 - (2) Dividend payout of 9.49 million Baht or equivalent to 0.02 Baht per share which will be paid from the appropriation of Net profit with paid corporate income tax at the rate of 20%
 - (3) Dividend payout of 23.72 million Baht or equivalent to 0.05 Baht per share which will be paid from the appropriation of Net profit with paid corporate income tax at the rate of 30%

- (4) According to the applicable regulations of the Company, the said dividend payout will be paid to the eligible shareholders whose names are listed on the Shareholders' registration book on the **Record date as of April 21, 2021.**, And
- (5) **Dividend payout date on May 7, 2021.**

The Company then gave the shareholders an opportunity to inquire details about the agenda item, no questions nor issue were raised. Thus, the company proposed for the approval.

Resolution: The quorum resolved to approve of the appropriation of net profit and dividend payout for the year 2020, by majority votes of shareholders who attended the meeting and casted their votes as follows:

Voting Results:		
Agenda 4 To approve of the appropriation of net profit and dividend payout for the year 2020		
	Number of Shares	%
Approved	404,610,100	100.0000
Disapproved	0	0.0000
Abstained	0	-
Total	404,610,100	100.0000

Remark

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

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

Singh Tangtatswas, Chairman of the Audit Committee to report 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 Annual General Meeting of Shareholders every year.

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

Auditor	CPA (Thailand) No.	TOG's Auditor
1. Mrs. Sarinda Hirunprasurtwutti	4799	2021-present
2. Ms. Siriwan Nitdamrong	5906	2016-2020 or
3. Ms. Kamontip Lertwitworatep	4377	Never sign as a TOG's Auditor

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

The Company then gave the shareholders an opportunity to inquire details about the agenda item, no questions nor issue were raised. Thus, the company proposed for the approval.

Resolution: The quorum resolved to approve of the re-appointment of the Company's auditor and the audit fee for the year 20201 by majority votes of shareholders who attended the meeting and casted their votes as follows:

Voting Results: Agenda 5 To approve of the re-appointment of the Company's auditor and the audit fee for 2021		
	Number of Shares	%
Approved	404,614,300	100.0000
Disapproved	0	0.0000
Abstained	0	-
Total	404,614,300	100.0000

Remark

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

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

Phairuch Mekarporn, Chairman of the Nomination and Remuneration Committee, reported to the meeting as follows;

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

- 1) Dr. Sawang Prachartam
- 2) Mr. Sarote Prachaktam
- 3) Mr. Torn Prachartam
- 4) Ms. Wichit Thaveeprechachat

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

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

The Company then gave the shareholders an opportunity to inquire details about the agenda item, no questions nor issue were raised. Thus, the company proposed for the approval by allowing individual voting.

Resolution: The quorum resolved to approve of the nomination of directors by majority votes of shareholders who attended the meeting and casted their votes by allowing individual voting as per the following results:

1) Dr. Sawang Prachartam as a Director

Voting Results: Agenda 6.1 To approve of the nomination of directors whose tenures are expired by rotation– Dr. Sawang Prachartam		
	Number of Shares	%
Approved	392,614,300	100.0000
Disapproved	0	0.0000
Abstained	0	-
Total	392,614,300	100.0000

2) Mr. Sarote Prachaktam as a Director

Voting Results: Agenda 6.2 To approve of the nomination of directors whose tenures are expired by rotation – Sarote Prachaktam		
	Number of Shares	%
Approved	404,614,300	100.0000
Disapproved	0	0.0000
Abstained	0	-
Total	404,614,300	100.0000

3) Mr. Torn Prachartam as a Director

Voting Results: Agenda 6.3 To approve of the nomination of directors whose tenures are expired by rotation – Torn Prachartam		
	Number of Shares	%
Approved	378,469,500	100.0000
Disapproved	0	0.0000
Abstained	0	-
Total	378,469,500	100.0000

4) Ms. Wichit Thaveeprechachat as a Director

Voting Results: Agenda 6.4 To approve of the nomination of directors whose tenures are expired by rotation – Wichit Thaveeprechachat		
	Number of Shares	%
Approved	404,614,300	100.0000
Disapproved	0	0.0000
Abstained	0	-
Total	404,614,300	100.0000

Remark

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

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

Phairuch Mekarporn, Chairman of the Nomination and Remuneration Committee, reported to the meeting as follows; According to, Article 23 of the Company's Articles of Association, it is prescribed that directors shall receive remuneration in the form of awards, meeting allowances, rewards, bonus, other benefits and welfare in accordance to the Company's regulations or by the resolution of the shareholders' meeting. As a result, the Shareholders' meeting shall determine the remuneration of the Company's Directors for the year 2021.

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

The Boards therefore proposes the Shareholders' meeting to approve the remuneration of the Board of Directors and the Sub-committees as well as Bonus of the year 2021 in the total amount of 6.815 million Baht as follows;

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

The Company then gave the shareholders an opportunity to inquire details about the agenda item, no questions nor issue were raised. Thus, the company proposed for the approval

Resolution: The Meeting had the resolution to approve of the remuneration of the Board of Directors, the Sub-Committees, and bonus for the year 2021 by the votes not less than two-third of the total number of votes of shareholders who attended the meeting and casted their votes as follows:

Voting Results: Agenda 7 To approve of the remuneration of the Board of Directors, the Sub-Committees, and bonus for the year 2021		
	Number of Shares	%
Approved	404,614,300	100.0000
Disapproved	0	0.0000
Abstained	0	-
Total	404,614,300	100.0000

Remark

It is in accordance with the Section 90 of Public Company Limited Act B.E. 2535. And please note that there were no voided ballot paper as the company is using the electronic voting system.

Agenda Item 8 Other matters (if any)

The Company then gave the shareholders an opportunity to inquire or propose agenda item, no questions nor issue 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 11.50 hrs.

- Signature -

Dr. Sawang Prachartam)
Chairman of the meeting

- Signature -

(Ms.Supat Kuanpradit)
Company Secretary

Information Memorandum of the Entire Business Transfer (EBT) from Poly Sun Co., Ltd. (“PLS”) to Thai Optical Group Public Company Limited (“TOG”)

The board of directors of Thai Optical Group Public Company Limited (“ the Company or TOG”) No. 97 (2/2021) has the resolution on May 5, 2021 to consider and approve the transaction of the entire business of Poly Sun Co., Ltd. (“ PLS”), a subsidiary of the Company, holding 99.99% ownership. The Company will execute the EBT transaction in compliance with the requirements under the rules, procedures, and conditions under the applicable Thai Revenue Code to receive the relating tax advantages. The details of the transaction are as follows:

1. Date of the transaction

The Company will execute the EBT transaction pursuant to the approval from the e-EGM no.1/2021 which will be held on June 16, 2021 and the EBT transaction is expected to be completed within December 2021.

2. Related Parties and Relationship with the Company

Transferee Company:	Thai Optical Public Company Limited
Transferor Company:	Poly Sun Co., Ltd.
Relationship to the Bank :	The Company is the major shareholder of PLS with ownership of 99.99% and has 2 mutual Directors which are;
	1. Torn Pracharktam
	2. Amolrat Pracharktam

General Information of PLS :

General Information

Company Name : Poly Sun Co., Ltd. (“PLS”)
 Type of Business : Manufacturer and distributor of tinted and polarized lenses
 Address : 15/5 Moo 6, Bangbuathong-Suphanburi Rd., Laharn, Bangbuathong Nonthaburi
 Registration No. : 125540005766
 Registration Date : 23 July 1997
 Registered Capital : 20,000,000.00 baht
 Directors :
 1. Torn Pracharktam
 2. Amolrat Pracharktam
 3. Sarath Teganjanavanich
 Authorized signature: 1 out of 3 directors with the company seal

Shareholders of PLS as of 5 May 2021

Shareholders	Number of Shares/ Voting Counts	Ownership (%) / Voting Counts
1. Torn Prachartam	1 / 1	< 0.01% / < 0.01%
2. Amolrat Prachartam	1 / 1	< 0.01% / < 0.01%
3. Sarath Teganjanavanich	1 / 1	< 0.01% / < 0.01%
4. Thai Optical Group Public Co., Ltd.	19,999,997 / 20,000,000	99.99% / 99.99%
	20,000,000 / 20,000,000	100.00% / 100.00%

Financial Summary of PLS

Related transactions of PLS and which will be decreased after the restructuring of the business Note:
The Related party transaction of mention above are refer from the annual report of the PLS

(Unit:Baht)

As at 31 December		
	2020 (Verified)	2019 (Verified)
Assets		
Current assets		
Cash and cash equivalents	16,041,058	8,321,357
Trade and other receivables	7,847,743	17,048,606
Inventories	26,504,117	25,837,300
Other current assets	707,930	874,669
Property, plant and equipment	30,040,726	0
Intangible assets	65,505	0
Total current assets	81,207,079	52,081,932
Non-current assets		
Property, plant and equipment	0	30,582,905
Intangible assets	0	148,444
Other non-current assets - Deposit	0	27,000
Total non-current assets	0	30,758,349
Total assets	81,207,079	82,840,281

As at 31 December		
	2020 (Verified)	2019 (Verified)
Liabilities and shareholders' equity		
Current liabilities		
Short-term loans from banks	17,000,000	17,000,000
Trade and other payables	4,410,199	5,011,925
Provision for long-term employee benefits	3,631,286	0
Total current liabilities	25,041,485	22,011,925
Non-current liabilities		
Provision for long-term employee benefits	0	4,109,060
Total non-current liabilities	0	4,109,060
Total liabilities	25,041,485	26,120,985
Shareholders' equity		
Share capital		
200,000 ordinary shares of Baht 100 each		
Issued and fully paid up	20,000,000	20,000,000
Retained earnings		
Appropriated - statutory reserve	2,000,000	2,000,000
Unappropriated	34,165,594	34,719,296
Total shareholders' equity	56,165,594	56,719,296
Total liabilities and shareholders' equity	81,207,079	82,840,281

Related transactions of PLS and which will be decreased after the restructuring of the business

No.	Type of transactions	Related Transactions As of December 31, 2020 (Unit: Million Baht)
1	Purchased Products	0.80
2	Sold Products	0.39
	Total	1.19

Note: The Related party transaction of mention above are refer from the annual report of the PLS

3. Overview of Transaction

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.

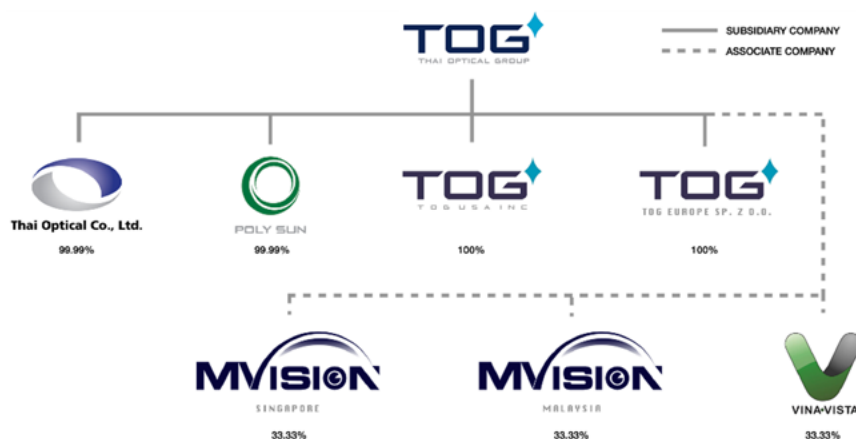
Furthermore, the transaction is exempted from compliance with the Notification of the Capital Market Supervisory Board No.TorChor 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of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

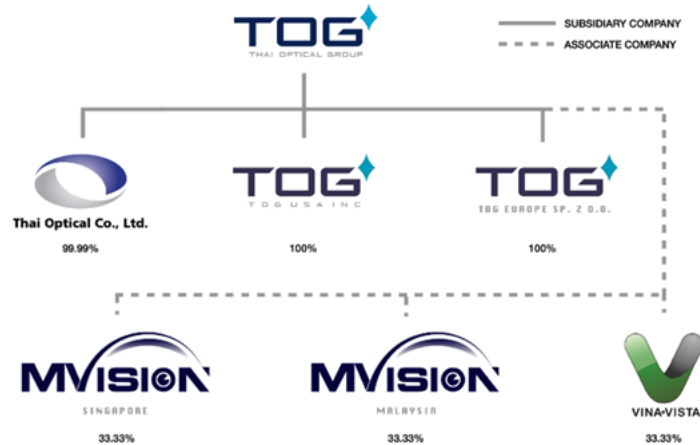
4. Rationale and Reasons for the Restructuring of Business

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 rationale and reasons of the transaction are as follows:

- 1) The transaction will enhance the flexibility of the operation and the management of the Company in terms of business operation, accounting, and legal issues that require approval from the Board Level and the Company's Shareholders Level.
- 2) 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.
- 3) The transaction could reduce unnecessary management expenses between the 2 companies.
- 4) The transaction will be executed in accordance with the Thai Revenue Code and be viable without incurring tax from the transfer of assets according to Section 74(b)(c), exempted VAT due to not deem as sale transaction as per Section 77/1(8)(f) and other related taxes such as, special business tax and stamp duties. The transaction is not exempted only the transferred fee of assets (if any) such as lands, buildings, and machines.

5. Restructuring Process

- 1) The Executive Committee will consult with legal and tax consultant, appointed auditor, and relating authorities bureau such as SEC, SET, and the Revenue Department to appropriately comply with the EBT transaction, and to disclose to the Stock Exchange of Thailand and stated in the invitation to the e-EGM No.1/2021.
- 2) The Executive Committee will appoint an independent appraisal firm which is certified by the SEC to appraise the fair value PLS's total assets for the consideration of an appropriate transfer price, and to be in accordance with the Thai Revenue Code as per taxes exemption on EBT Transaction.
- 3) The Board will propose to the e-EGM No.1/2021 to consider and approve the EBT transaction.
- 4) On the transfer date, PLS will transfer assets, liabilities, rights, and duties that are relevant and necessary to operate the business at the fair value determined by an independent appraisal firm.
- 5) On the transfer date, PLS will transfer and change contracts, licenses (if any), assets registration to the Company.
- 6) PLS will transfer the employees under its operation to the Company in accordance with the Thai Labour Laws.

- 7) PLS will dissolve and liquidate in accordance with the process, period, and regulations specified by the Thai Revenue Code within the same fiscal year of the EBT transfer date, or within 31 December 2021.

6. Governance and Management

After the restructuring, the group management and operational structure will retain. As for the governance on the conflict of interest, the Company will maintain the prevention process as prior to the restructure.

7. Impact of the EBT transaction on the Company's Financial Position, Operation Results, and Shareholders

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.

8. Opinion of the Board of Directors

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 referring to the Information Memorandum of acquisition value of the entire business transfer announced on May 13, 2021.

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.

Moreover, as PLS is a subsidiary of the Company which the Company holds its shares at 99.99 percent, the purchase and acquisition as mentioned above are not subjected to the acquisition or disposal of assets transaction or connected transaction pursuant to Securities & Exchange Commission, Thailand and Stock Exchange of Thailand. However, to comply with section 107 (2)(b) of the Public Limited Company Act B.E. 2535, it will be presented this matter to the shareholders' meeting for their approval.

9. Opinion of the Audit Committee or Directors whose Opinion is differed from the Board of Directors

-None-

May 13, 2021

Subject: Advice on the resolutions of the Executive Board to determine the acquisition value of the Entire Business Transfer from Poly Sun Co., Ltd. (“PLS”) to Thai Optical Group Public Company Limited (“TOG”)

To : Directors and Manager of the Stock Exchange of Thailand

The Board of Directors Meeting No.97 (2/2021) of Thai Optical Group Public Company Limited (“the Company” or “TOG”), held on May 5, 2021, the Meeting resolved to assign the executive directors to determine the purchased and acquired value of entire business of Poly Sun Co., Ltd. (“PLS”) which is a subsidiary of the Company with 99.99 % of its shares being held by the Company, and the said fair value determination will be considered based on the most benefits for the Company, and in accordance with the relevant laws, such as the Securities and Exchange Act, Public Company Limited Act and Thai Revenue Code including relevant regulations of the said laws.

In this regard, the meeting of the executive directors and the senior management of the Company held on May 13, 2021, have the resolution for determination of purchased and acquired price of PLS which is approximately THB 82 million as a fair value. The said value is calculated from the appraisal price of land, building and equipment evaluated by the independent appraiser. However, the said value can be altered at the effective date.

The Company would like to disclose the said information via the Stock Exchange of Thailand and will stipulate the said price in the invitation letter of shareholders’ meeting No. 1/2021 via electronic mean (e-EGM) for shareholders of the Company to consider and approve the said purchased and acquired business.

Please be advised and disseminate to investors accordingly.

Yours sincerely,

(Mr. Torn Prachartam)

Chief Executive Officer

Thai Optical Group Public Company Limited

A person is authorized to disclose the information

The Office of Company Secretary
+66 (0) 2 194 1145 to 50 Ext. 3119
CompanySecretary@thaiopticalgroup.com

The Details of Agenda 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 auditing fees

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 circumstance.

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	2016-2020 or
3. Ms. Kamontip Lertwitworatep	4377	Never be a TOG's Auditor

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

The Shareholders' Meeting

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

Other shareholders' meetings will be called as the Extraordinary General Meeting of Shareholders. The Board of Directors can hold the extraordinary general 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 general meeting of shareholders anytime. However, it is also required clearly written reasons of requesting on the significant book. In this case, the Board of Directors is required to hold the meeting within 1 month after the date of the book's receiving.

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

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

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

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

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

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

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

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

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

- 1) In ordinary case, judged by major votes of shareholders who attend the meeting. However if there are equal votes, the Chairman of the meeting is allowed to add his/her vote to be judge vote.
- 2) In the following cases, judged by at least $\frac{3}{4}$ 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.

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

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

Dividend Payout and Reserved Money

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

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

(Article.51) The dividend payment must be equally provided in the number of shares' holding, except for preferred shares which might be provided regarding the regulation. Apart from profits, the dividend payment by others is prohibited. Besides, in case of there is collective loss, the dividend payment is prohibited. In case the Company has not sold out shares regarding the total amount as registered or had capital increased registered already, all or some dividend may be paid by allocating the shareholders new common shares approving by the shareholders' meeting.

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

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

Evidence of the right to attend the Extraordinary General Meeting of Shareholders via electronic means (e-EGM), proxy, registration and voting methods

Ordinary Person

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

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

2. In case of proxy:

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

- 1) Mr. Singh Tangtatswas and
- 2) Mr. Phairuch Mek-arporn,

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

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

Juristic Person

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

- 1.1 The representative shall present the document issued by any government agency, which is still valid and with photo identification, i.e., Identity Card, government officer ID card or passport as stated in case of ordinary person in clause 1.
- 1.2 Copy of company registration certificate of the shareholders issued by the Ministry of Commerce, which shall be valid not more than 3 months before the meeting date, duly certified by representative of such juristic person (Director) and having content showing that the representative of such juristic person who signed the proxy is authorised to act on behalf of the juristic person, the shareholder.

2. In case of proxy:

- 2.1 Proxy Form and addendum in the form attached to the notice to call for the shareholders’ meeting, duly filled in completely and signed by the representative of such juristic person (director), the shareholder and the proxy.
- 2.2 Copy of company registration certificate of the shareholders issued by the Ministry of Commerce, which shall be valid not more than 3 months before the meeting date, duly certified by the representative of such juristic person (Director) and having content showing that the representative of such juristic person, the shareholder.
- 2.3 Copy of document issued by any government agency to the representative of such juristic person (director), the shareholder, i.e., Identity Card, government officer ID card, driving license, or passport, with duly certified by the shareholder, as stated in case of ordinary person in clause 1.

3. Shareholder who does not have Thai Nationality or is a Juristic Person established under the Foreign Law:
 - 3.1 The representative shall present the document as stated in juristic person clause 1 and 2
 - 3.2 In case that the foreign shareholders authorise a custodian to sign the proxy form on his/her behalf, the following documents are required;
 - 1) Power of Attorney by Foreign shareholder authorising custodian to sign the proxy of his/her behalf.
 - 2) Letter certifying that such custodian signed the proxy form has the permission to engage in the custodian business.

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

“The Company shall not make additional request to cause an undue burden to the shareholders. For instance, any unidentified to use the shareholder’s ID card for proxy, or any additional documents that are not specified in official circulated letter.”

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

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

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

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

Electronic Meeting Registration

The shareholders will be able to attend Extraordinary General Meeting of Shareholders via Electronic Mean (e-AGM) No. 1/2021, having the Digital Access Platform Co., Ltd. (a subsidiary of the Stock Exchange of Thailand) as a provider of electronic shareholder meeting system. The meeting will be accessible to shareholders via online channel only and it will take place on June 16, 2021 at 10:00 onwards, broadcasting from Optic Gallery, Thai Optical Company Limited or TOC, located at 61/9 Moo 5, Bangbuathong-Suphanburi Road, Laharn, Bangbuathong, Nonthaburi Province, 11110 Thailand.

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

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

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



Written at

DateMonthYear.....

(1) I/We Nationality

Residing/located at No, Road, Tambol/Kwaeng,
Amphur/Khet....., Province, Postal Code

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

- Ordinary shares:.....shares in total which are entitled to castvotes; and
- Preferred shares:.....shares in total which are entitled to castvotes,

(3) I/We wish to appoint

1) age.....years,
residing/located at No.Road, Kwaeng

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

2)**Mr. Singh Tangatswas** age.....77years,
residing/located at No. 59 Soi Sukhumvit 64 (Pongvejanusorn Shcool), Sukhumvit Road, Kwaeng Bangchark
Amphur/Khet.....Prakanong,Province.....Bangkok,..... Postal Code 10260....., or

3)**Mr. Phairuch Mekarporn** age.....75.....years,
residing/located at No. ... 95 Moo 5 Srinakorn Pattana Village, ... Nawamin Road, ... Kwaeng.....Klong Kum,.....
Amphur/Khet.....Bangkum,.....Province.....Bangkok,..... Postal Code 10240.....

Anyone of above as my/our proxy to attend and vote on my/our behalf at the Extraordinary Meeting of Shareholders via Electronic Mean (e-EGM) No. 1/2021, having the Digital Access Platform Co., Ltd. (a subsidiary of the Stock Exchange of Thailand) as a provider of electronic shareholder meeting system. The meeting will be accessible to shareholders via online channel only and it will take place on **June 16, 2021 at 10:00 onwards**, broadcasting from Optic Gallery, Thai Optical Company Limited or TOC, located at 61/9 Moo 5, Bangbuathong-Suphanburi Road, Laharn, Bangbuathong, Nonthaburi Province, 11110 Thailand, or such other date, time, place and method as may be adjourned.

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

Agenda 1 re: To certify the minutes of the Annual General Meeting of Shareholders No. 18/2021 via electronic mean, which was held on April 8, 2021

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



Agenda 2 re: 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”)

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

Agenda 3 re: To approve the 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

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

Agenda 4 re: Other matters (if any)

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

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

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

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

Sign.....Proxy Grantor
(.....)

Sign.....Proxy Grantor
(.....)

Sign.....Proxy Grantor
(.....)

Sign.....Proxy Grantee
(.....)

Remarks:

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



Supplemental Proxy Form B

The proxy as a shareholder of the Extraordinary Meeting of Shareholders via Electronic Mean (e-EGM) No. 1/2021, having the Digital Access Platform Co., Ltd. (a subsidiary of the Stock Exchange of Thailand) as a provider of electronic shareholder meeting system. The meeting will be accessible to shareholders via online channel only and it will take place on **June 16, 2021 at 10:00 onwards**, broadcasting from Optic Gallery, Thai Optical Company Limited or TOC, located at 61/9 Moo 5, Bangbuathong-Suphanburi Road, Laharn, Bangbuathong, Nonthaburi Province, 11110 Thailand, or such other date, time and place as may be adjourned.

Agenda Item..... re:

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

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

Approve Disapprove Abstain

Agenda Item..... re:

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

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

Approve Disapprove Abstain

Agenda Item..... re:

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

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

Approve Disapprove Abstain



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

Singh Tangtatswas

- Independent Director
- Chairman of the Audit Committee

Age : 78
 Date of Appointment to the Board : February 20, 2004
 Years of Directorship : 15
 % of Shareholding as of 30 December 2020 : None
 Family Relationship with Other Directors and Members of Management : None



Educational Qualifications :

- MBA Banking and Finance, Wharton School of Finance and Commerce, University of Pennsylvania, U.S.A.
- BEcon Thammasat University, Bangkok, Thailand

IOD Training Program and Management Development :

- 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 Program :

- Executive Development Program, Harvard Business School, U.S.A.
- Management Development Program, Wharton School of Finance and Commerce, U.S.A.
- Strengthening Good Corporate Governance by Audit Committee and Independent Director: Experiences from Fraud Cases 2020, organized by The Securities and Exchange Commission, Thailand together with the Thai Institute of Directors Association (IOD)

Past Experience :

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

1991-1996	Siam Cellulose Co., Ltd, Managing Director
1986-1996	Thai Pulp and Paper Industry Association Director and Treasurer Siam Industrial Finance and Securities Company Director The Siam Pulp and Paper Public Co., Ltd. Deputy Managing Director
1980-1986	Siam Cement Public Co., Ltd. Finance and Planning Manager
1978-1980	Fiscal Policy Office, Ministry of Finance Director of Fiscal Planning Division
1968-1978	Fiscal Policy Office, Ministry of Finance, Economist

Position in Subsidiaries or Associated Companies : None

Position in Related Company : None

Positions in Other Listed Companies : Yes

- Bangkok Insurance Public Co., Ltd.
Director
Chairman of the Nomination and Compensation Committee
- Bangkok Bank Public Co., Ltd.
Director

Positions in Other Non-Listed Companies : Yes

- Thai Institute of Directors
Director

Law Dispute in the Past 10 Years : None

Meeting Attendance in 2020:

- | | |
|---|-----------|
| • Annual General Meeting of Shareholders | 1/1 times |
| • Board of Directors Meeting: | 6/6 times |
| • Audit Committee Meeting: | 4/4 times |
| • Board of Directors Meeting without the Management Team: | 1/1 times |

Phairuch Mekarporn

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



Age : 74
 Date of Appointment to the Board : February 20, 2004
 Years of Directorship : 15
 % of Shareholding as of 30 December 2020 : Direct Shareholding:
 None / Indirect shareholding: 0.14%
 Family Relationship with Other Directors and Members of Management : None

Educational Qualifications :

- M.S.M.E., California State University, Long Beach, U.S.A.
- B.S.M.E., Chulalongkorn University, Bangkok, Thailand

IOD Training Program and Management Development :

- Advanced ACP: Advanced Audit Committee Program, Class 1/2009
- ACP: Audit Committee Program, Class 17/2007
- DCP: Director Certification Program, Class 81/2006
- Seminar: Directing in the Year of the Rooster: Hot Issues and Outlook for 2017

Management Development Program :

- Advanced Management Program: The International Senior Managers' Program, Harvard University, Graduated School of Business Administration, U.S.A.
- Seminar: Business in the Age of Uncertainty 2007, EY Office Limited
- Strengthening Good Corporate Governance by Audit Committee and Independent Director: Experiences from Fraud Cases 2020, organized by The Securities and Exchange Commission, Thailand together with the Thai Institute of Directors Association (IOD)

Past Experience :

2014-Present Thai Optical Group Public Co., Ltd.
Member of the Audit Committee

2004-Present Thai Optical Group Public Co., Ltd.
**Independent Director/
 Chairman of the Nomination and Remuneration Committee**

2004-2014 Thai Optical Group Public Co., Ltd.
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

1989-1996 Thai Paper Co., Ltd.
Thai Union Paper Public Co., Ltd.
Managing Director

Position in Subsidiaries or Associated Companies : None

Position in Related Company : None

Positions in Other Listed Companies : Yes

- TTW Public Company Limited
Independent Director
Chairman of Audit Committee
Chairman of Nomination and Remuneration Committee
Member of the Corporate Governance Committee

Positions in Other Non-Listed Companies : Yes

- Pathum Thani Water Co., Ltd.
Chairman of the Board of Directors

Law Dispute in the Past 10 Years : None

Meeting Attendance in 2019:

- Annual General Meeting of Shareholders 1/1 times
- Board of Directors Meeting: 6/6 times
- Audit Committee Meeting: 4/4 times
- Nomination and Remuneration Committee Meeting 4/4 times
- Board of Directors Meeting without the Management Team: 1/1 times

Qualifications of Independent Directors

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

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

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

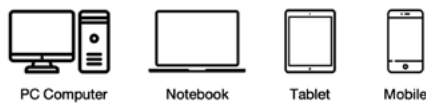
According to the spread of the COVID-19, the Company cares about your safety. Therefore, the Company would like to encourage the shareholder to follow the guideline as follows;

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

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

1. Getting ready for the DAP e-Shareholder Meeting

- Getting electronic devices with camera ready for registration purposes



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



IOS



android

*Able to use via web browser.

- Prepare the proof of identity
- Thai National Identification Card

Attend the meeting by yourself

1. Natural person shareholder who wish to attend the meeting should use ID card to register for identification	Register via DAP e-Shareholder Meeting
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2. Natural person shareholder who wish to attend the meeting by using other documents e.g. government card, passport, to register for identification	Submit your identification to Company’s staff well in advance for registration
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3. Juristic persons	
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* More details about the documents or how to submit your document, please see page 38-43.

Proxies

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

2. How to register via e-Register System

For natural person shareholders who use National ID Card for Identification

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



QR Code for Registration

For shareholders confirm to accept the documents in electronic form from the meeting organiser by selecting Select “Continue”

5. Fill in the OTP which will be sent to the provided mobile phone number
6. The system will verify your information with the Database of the Department of Provincial Administration
7. After the verification by the Department of Provincial Administration, shareholders should take three pictures by using camera on your device as per the following specifics;

Picture 1: Current picture **Picture 2:** Photo of your ID Card **Picture 3:** Picture of yourself holding the ID Card
8. Verify your information provided by the issuer then select “Confirm”
9. Shareholders will receive the email notification about the confirmation of registration

(Please check your junk mail, if you cannot find it in the mailbox or contact the Company’s staff)

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

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

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

1. Log in to <https://portal.eservice.set.or.th>
2. Select “Log in”
3. Fill in username and password
4. Fill in the OTP sent to your mobile device
5. The system will show all the e-AGM itinerary of each shareholders
 - 5.1 Calendar view
 - 5.2 List view
6. Shareholders select the listed company you wish to attend and the system will show the details related to the meeting such as meeting date, agenda items and other documents.
7. Select the company and then click on the confirm button.
8. Shareholders will be able to attend the meeting via WebEx and wait until the meeting starts.

4. How to the ask a question function

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

How to the ask a question function

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

Asking questions when it is time to ask

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

5. How to use voting function

1. When it is time to vote, the listed company will notify the shareholders and open a voting system for each agenda via the DAP e-Shareholder Meeting system and press the vote button.

2. In each agenda item, there will be three options e.g. “Approve”, “Disapprove” and “Abstain”.

Remark: The voting system is similar to the physical meeting in which only the shareholders who vote “Disapprove” and “Abstain” only will select their option. However, for those who “Approve” do not need to do anything, but simply wait for the voting results announcement.

3. After the meeting announces to close the vote and announce the results, the shareholders will be able to see the results by selecting the icon 

6. How to reset your password

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

1. Using your email to reset your password.

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

2. Using OTP to reset your password.

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

Download registration manual here.

For more information, please contact

<https://www.set.or.th/e-shareholder-meeting>

Or scan here.



For more information, please contact:

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

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