



# Charoong Thai Wire & Cable Plc.

**บริษัท จรุงไทย ไวร์แอนด์เคเบิล จำกัด (มหาชน)**

**Invitation to the Annual General Meeting of Shareholders for 2023**

**On Monday, 24<sup>th</sup> April, 2023 at 2.30 p.m.**

**Via Electronic Means (E-AGM)**

(Contact channels)

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CHAROONG THAI WIRE & CABLE PUBLIC COMPANY LIMITED.

บริษัท จรุงไทยไวร์แอนด์เคเบิล จำกัด (มหาชน)



(Translation)

CTW 010/2023

April 10, 2023

Subject : Invitation to the Annual General Meeting of Shareholders for 2023

To : The Shareholders of Charoong Thai Wire and Cable Public Company Limited

- Attachments :
1. Copy of the Minutes of the Annual General Meeting of Shareholders for 2022
  2. Annual Registration Statement/Annual Report for 2022 (Form 56-1 One Report) in QR Code format
  3. Profiles of the Nominated Directors
  4. Profiles of Independent Directors for Proxy Case
  5. The Company's Articles of Association concerned the Shareholders Meeting
  6. QR Code Downloading Procedures for the Annual Registration Statement/Annual Report for 2022 (Form 56-1 One Report)
  7. Guidelines for Attending the AGM via Electronic Means (E-AGM) and the Appointment of Proxies
  8. Registration Form for Attending the AGM via Electronic Means (E-AGM)
  9. The Requisition of 2022 Annual Registration Statement/Annual Report (Form 56-1 One Report)
  10. Proxy Form B

The Board of Directors of Charoong Thai Wire and Cable Public Company Limited passed the resolution to convene the 2023 Annual General Meeting of Shareholders on Monday 24<sup>th</sup> April, 2023 at 2.30 p.m. via Electronic Means (E-AGM), to consider the following agendas:

**Agenda 1. To acknowledge the Minutes of the Annual General Meeting of Shareholders for 2022.**

**Objective and Reason :** The Company held the Annual General Meeting of Shareholders for 2022 on 26<sup>th</sup> April, 2022, and the minutes of the meeting, as shown in Attachment No. 1, were recorded and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by laws and were posted on the Company's website ([www.ctw.co.th](http://www.ctw.co.th)) on May 6, 2022.

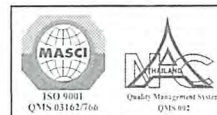
**Board of Directors' Opinion :** It is considered appropriate for the meeting of shareholders to acknowledge the minutes of the Annual General Meeting of Shareholders for 2022 which were certified by the Board of Directors who viewed that the minutes were correctly recorded according to the resolutions of the meeting of shareholders.

**Agenda 2. To acknowledge the Company's operating results for 2022.**

**Objective and Reason :** In order to comply with the Company's Articles of Association, the report of 2022 operating results is shown in the 2022 Annual Registration Statement/Annual Report (Form 56-1 One Report), attached herewith as Attachment No. 2.

**Board of Directors' Opinion :** It is considered appropriate to report the 2022 operating results and the Board of Directors' Report for 2022 to the meeting of shareholders for acknowledgment.



**Agenda 3. To consider and approve the Company's Balance Sheets and Income Statements for the year ended 31 December 2022.**

**Objective and Reason :** The Financial Statements for the year ended 31 December 2022, as shown in the 2022 Annual Registration Statement/Annual Report (Form 56-1 One Report), attached herewith as Attachment No. 2, were prepared by the Company, audited and certified by Mr. Supachai Phanyawattano, Certified Public Accountant No.3930, the Company's auditor, with the review of the Audit Committee. The Board shall submit such Financial Statements to the meeting of shareholders to consider and approve.

**Board of Directors' Opinion :** It is considered appropriate for the meeting of shareholders to approve the Company's Balance Sheets and Income Statements for the year ended 31 December 2022, which were audited by the Certified Public Accountant and reviewed by the Audit Committee.

**Agenda 4. To consider and approve the dividend payment for 2022's operating results.**

**Objective and Reason :** The Company has a dividend payment policy to allocate not less than 25 percent of net profit based on the separate financial statements as of the end of year after deducting legal reserve and the Board of Directors shall propose that the meeting of shareholders to consider and approve.

The operating results for the year 2022, the Company has a loss of Baht 5.94 million based on the separate financial statements but the Company has the unappropriated retained earnings of Baht 184.95 million based on the separate financial statements for 2022. As a result, the Company may consider paying out dividend to shareholders pursuant to Section 115 of the Public Limited Companies Act B.E. 2535 and Article 41 of the Company's Articles of Association, which state that no dividend shall be paid out of any money, other than profits.

**Board of Directors' Opinion :** It is considered appropriate for the meeting of shareholders to approve the dividend payment for the operating results of the year 2022 which will be paid from the unappropriated retained earnings based on the separate financial statements at the rate of Baht 0.05 per share number of shares 397,906,284, totaling Baht 19.90 million, the Record Date on which the shareholders are entitled to receive the dividend on March 7, 2023. The dividend shall be paid on May 22, 2023. However, the right to receive the dividend is still uncertain until the proposal has been approved by the Annual General Meeting of Shareholders for 2023.

Comparison of the dividend payout ratio for the year 2020-2022 :

Details of dividend payment	Unit	2022 (Proposed) Year	2021	2020
1. Profit (Loss) (Separate Financial Statements)	(MB)	(5.94)	(483.88)	284.81
2. Unappropriated retained earnings	(MB)	184.95	247.50	885.33
3. Number of shares	(Shares)	397,906,284	397,906,284	397,906,284
4. Dividend payout rate per share	(Baht/ Shares)	0.05	0.10	0.45
5. Total dividend payment	(MB)	19.90	39.79	179.06
6. Dividend payout ratio/Net profit	%	N/A	N/A	62.87

The Board of Directors deemed the above dividend payout ratio as appropriate, being in line with the Company's dividend policy.



**Agenda 5. To consider and approve the remuneration to directors and staffs for 2022.**

**Objective and Reason :** In order to comply with Article 43 of the Company's Articles of Association, which a resolution shall be issued at the meeting of shareholders for paying gratuity, remuneration or special rewards to directors, staffs or employees every year at a total rate of not more than 3 percent of total sales, with allocations in favor of directors at one-third and in favor of staffs or employees at two-third.

The criteria and process of directors' compensation are presented in the subject "Director Compensation Policy" of the 2022 Annual Registration Statement/Annual Report (Form 56-1 One Report), attached herewith as Attachment No.2

**Board of Directors' Opinion :** The Company has a loss of Baht 5.94 million based on the separate financial statements for the operating results in the year 2022 but the Company has a profit of Baht 24.45 million based on the consolidated financial statements. It is considered appropriate for the meeting of shareholders to approve the payment of remuneration for the year 2022 to each employee or staff at the rate of half-month of salary and to directors in the total amount not exceeding Baht 1 million.

**Agenda 6. To consider and fix the meeting allowance to directors for 2023.**

**Objective and Reason :** In order to propose that the meeting of shareholders consider and fix the meeting allowance to directors for the year 2023, with the recommendation of the Nomination and Compensation Committee on the meeting attendance fee, which has taken into the comparison with the other companies in the same industry. Therefore, it was deemed appropriate to propose that the meeting of shareholders consider and fix the meeting allowance for the year 2023 at the same rate as that of 2022, details as follows:

**Comparison for the meeting allowance to directors for 2022 -2023**

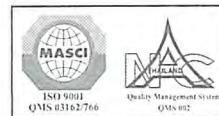
The Compensation of Directors	2023 (Proposed Year)	2022
	Baht /meeting	Baht /meeting
The Board of Directors:		
- Chairman	50,000	50,000
- Other directors	40,000	40,000
The Audit Committee:		
- Chairman	40,000	40,000
- Other members	30,000	30,000
The Nomination and Compensation Committee:		
- Chairman	40,000/year	40,000/year
- Other members	30,000/year	30,000/year

**Other Compensation :** Director Remuneration details are presented in the Agenda 5. To consider and approve the remuneration to directors and staffs for 2022.

There were no the monthly remuneration and other benefits (non-monetary) for the directors.

**Board of Directors' Opinion :** The Board agreed with the recommendation of the Nomination and Compensation Committee to propose that the meeting of shareholders fix the meeting allowance for the year 2023 at the same rate of 2022 to directors who attend the meeting.



**Agenda 7. To consider and elect the directors in replacement of those who are retired by rotation.**

**Objective and Reason** : According to the Article 17 of the Company's Articles of Association, one-third of the directors shall be retired on every Annual General Meeting of Shareholders. At the 2023 Annual General Meeting of Shareholders, five directors must be retired by rotation (One of those is the Independent Director), namely;

- |                                |  |
|--------------------------------|--|
| 1) Mr. Chai Sophonpanich       | Chairman   |
| 2) Mr. Premchai Karnasuta      | Vice-Chairman  |
| 3) Mrs. Nijaporn Charanachitta | Director and Member of the Nomination and Compensation Committee                                       |
| 4) Mr. Cheng Chen-You          | Director   |
| 5) Mr. Sai Wah Simon Suen      | Independent Director, Audit Committee Member and Chairman of the Nomination and Compensation Committee |

The Nomination and Compensation Committee complied with and followed the nomination criteria and procedures, which are presented in the subject "Criteria of Selection of Directors and Management" of the 2022 Annual Registration Statement/Annual Report (Form 56-1 One Report), and deemed that the five retiring directors namely, 1) Mr. Chai Sophonpanich 2) Mr. Premchai Karnasuta 3) Mrs. Nijaporn Charanachitta 4) Mr. Cheng Chen-You and 5) Mr. Sai Wah Simon Suen to retain their offices for another term.

The above five nominated directors have suitably qualification, with no disqualification pursuant to any relevant laws or regulations. The retiring directors have eminent individual with expertise in the business administration and also have the knowledge and capability that will benefit the Company's business including the nominated independent director will be able to comment freely and perform in accordance with the relevant guidelines and the board has considered that the person to nominate have suitably qualified according to relevant laws of independent director. The qualifications of the Company's independent director meet the requirements of the Capital Market Supervisory Board. The directorship as independent directors who hold office for more than 9 consecutive years and is re-elected to retain their office for another term since they will still continue to meet the Company's nomination and other criteria. During their term of directorship, they had also performed their duties well and brought their expertise, knowledge, extensive experience to make recommendation which were highly beneficial to the Company's strategy and business operation. (please see details of Definition of Independent Director in the 2022 Annual Registration Statement/Annual Report (Form 56-1 One Report) under the Criteria of Selection of Independent Directors subject).

Summarized profile of the five nominated directors is shown in Attachment No.3.

In addition, the above four nominated directors are not the director or management in other businesses with potential conflicts of interest or operate a business in competition with that of the Company. And the screening of their qualification was performed by the Board of Directors. The Company did not have policy to invite the Company's shareholders to propose the qualified candidate to be elected as the Company's director.

**Board of Directors' Opinion** : The Board of Directors, exclusive of the nominated directors, concurred with the proposal of the Nomination and Compensation Committee and considered it appropriate for the meeting of shareholders to re-elect all five directors retiring by rotation as the Company's directors for another term.



**Agenda 8. To consider and appoint the auditors and fix the audit fee for 2023.**

**Objective and Reason :** In order to comply with Section 120 of the Public Limited Act B.E. 2535 and Article 36 of the Company's Articles of Association, which state that the annual ordinary meeting of shareholders shall appoint an auditor and fix the audit fee every year.

**Board of Directors' Opinion:** The Audit Committee has considered the performance of auditors from EY Office Limited and deemed that they have high professional standard and satisfactory performance. The Board of Directors concurred with the proposal of the Audit Committee and considered it appropriate for the meeting of shareholders to appoint the auditors of EY Office Limited to be the Company's auditors for the year 2023 with the annual audit fee of Baht 2,580,000, which was equal to that of the previous year. None of the auditors provide other services; details are presented in the subject "Audit Fee" of the 2022 Annual Registration Statement/Annual Report (Form 56-1 One Report). The proposed auditors to be appointed are as follows:

- 1.Ms. Krongkaew Limkittikul Certified Public Accountant Registration No.5874 or
- 2.Mr. Chatchai Kasemsrithanawat Certified Public Accountant Registration No.5813 or
- 3.Mr. Natthawut Santipet Certified Public Accountant Registration No.5730

The above proposed auditors and EY Office Limited do not have any relationship and/or interest with the Company/its subsidiaries/its management/its major shareholders or related persons of those.

In addition, the auditors of EY Office Limited are also the auditors of the Company's four subsidiaries which are incorporated in Thailand. They appoint Ms. Krongkaew Limkittikul, Certified Public Accountant Registration No.5874, EY Office Limited, to be the auditors for the year 2023, with the total audit fee of Baht 2,400,000, which was equal to that of the previous year. In the event that auditor is unable to perform its duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in its place.

The Company will propose Ms. Krongkaew Limkittikul to be the auditor who signs the audit report on the Company's financial statements for the year 2023 since she is also the auditor of subsidiaries. She will begin to perform duties, express an opinion and signs the audit report on the Company's financial statements from the year 2003 onwards.

**Agenda 9. To consider and approve the amendment of the Articles of Association of the Company.**

**Objective and Reason :** In order to comply with an amended version of the Public Limited Companies Act(No.4) B.E. 2565(2022).

**Board of Directors' Opinion:** It is considered appropriate for the meeting of shareholders to approve the amendment of the Articles of Association of the Company, Article 23, 25, 26, 31 and 32, as well as the addition of Article 47 to comply with an amended version of the Public Limited Companies Act(No.4) B.E. 2565(2022), the details of amendment to the Company's Articles as follows :

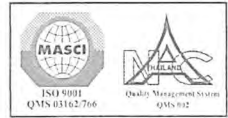
Article	Current Articles of Association	Proposed change
23.	The Board of Directors must arrange the meeting at least once in 3 months at the head office or the province nearby in the meeting.	The Board of Directors must arrange the meeting at least once in 3 months at the head office or the province nearby in the meeting <u>or via electronic means. In the case of meeting via electronic means, the Company's head office shall be deemed the venue of such meeting.</u>





Article	Current Articles of Association	Proposed change
25.	<p>The chairman is the person to call for the meeting of the Board.</p> <p>If two or more Directors request to summon the meeting of the Board of Directors, the Chairman must fix the meeting day within 14 days from the day receiving such request.</p>	<p>The chairman is the person to call for the meeting of the Board.</p> <p><u>If it is reasonable, or for the protection of the Company's interest, at least two or more Directors may jointly request that the Chairman of the Board summon a meeting of the Board of Directors, whereby the agendas and reasons that will be proposed for consideration must be specified. In this case the Chairman of the Board shall summon and fix the date of meeting within 14 days from the date of receipt of the request.</u></p> <p><u>In the case where the Chairman of the Board does not take action in accordance with the provision in the second paragraph, the requesting directors may jointly summon and fix the date of the meeting of the Board of Directors to consider the proposed agenda items within 14 days of the end of such period mentioned in the second paragraph.</u></p> <p><u>In the case that there is no Chairman of the Board or the Chairman of the Board is unable to perform his/her duties for any reason, the vice-chairman shall summon the meeting of the Board of Directors. In the case that there is no vice-chairman, or that the vice-chairman is unable to perform his/her duties, at least two directors may jointly summon a Board of Directors' Meeting.</u></p>
26.	<p>In summoning the meeting of the Board of Directors, the Chairman or his attorney shall send the appointment from meeting to the Directors not less than 7 days before the meeting day. Where it is necessary or urgent to preserve the rights or benefits of the company, the meeting may be called by other methods and an earlier meeting date may be chosen.</p>	<p>In summoning a meeting of the Board of Directors, the Chairman of the Board or the person assigned by the Chairman of the Board shall send the notice calling for a meeting to the directors not less than <u>3</u> days prior to the date of the meeting. In case of necessity and urgency for the purpose of maintaining the rights or benefits of the Company, the meeting may be summoned by <u>electronic, or any</u> other methods and an earlier meeting date may be chosen.</p>





Article	Current Articles of Association	Proposed change
31.	<p>There are 2 kinds of general meeting:</p> <p>(a) Annual General Meeting to be held once a year within 4 months from the day end of the account fiscal year of the company.</p> <p>(b) Extraordinary General Meeting. The Board of Directors are rightful to summon a meeting at any time or when there are one or more shareholders whom hold not less than one-tenth of the total number of shares sold may at any time request in writing to the Board of Directors to call for an Extraordinary General Meeting. But they must mention the subject and reason to call the meeting in such letter. In such case, the Board of Directors must arrange the extraordinary general meeting within 45 days from the day that they have received the letter from the shareholders.</p> <p>In case the Board of Directors does not hold the meeting within the period set out in the first paragraph, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call the meeting within 45 days from the completion of the period set out in the first paragraph. In this regard, such meeting shall be considered as the shareholders' meeting called by the Board of Directors, and the Company shall be responsible for any necessary expenses arising from the meeting and reasonably provide facilitation.</p> <p>In the case that the quorum of the meeting convened as requested by shareholders under the second paragraph cannot be formed as required by Article 33, the shareholders under the second paragraph shall be collectively responsible to the company for any expenses arising from such meeting.</p>	<p>There are 2 kinds of general meeting:</p> <p>(a) Annual General Meeting to be held once a year within 4 months from the day end of the account fiscal year of the Company.</p> <p>(b) Extraordinary General Meeting. The Board of Directors are rightful to summon a meeting at any time or when there are one or more shareholders whom hold not less than one-tenth of the total number of shares sold may at any time request in writing to the Board of Directors to call for an Extraordinary General Meeting. But they must mention the subject and reason to call the meeting in such letter. In such case, the Board of Directors must arrange the extraordinary general meeting within 45 days from the date that they have received the letter from the shareholders.</p> <p>In case the Board of Directors does not hold the meeting within the period set out in the first paragraph, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call the meeting within 45 days from the completion of the period set out in the first paragraph. <u>The shareholders calling the meeting may send the notice of the meeting to the shareholders by electronic method, if such shareholders have notified their intention or given their consent to the Company or the Board of Directors in accordance with the criteria prescribed by law.</u> In this case, such meeting shall be considered as the shareholders' meeting called by the Board of Directors and the Company shall be responsible for any necessary expenses arising from the meeting and reasonably provide facilitation.</p> <p>In the case that the quorum of the meeting convened as requested by shareholders under the second paragraph cannot be formed as required by Article 33, the shareholders under the second paragraph shall be collectively responsible to the Company for any expenses arising from such meeting.</p>





Article	Current Articles of Association	Proposed change
32.	In calling to attend the general meeting, the Board of Directors must make in writing, specify the place, day, time, agenda, and the matters that must be proposed to the meeting with proper detail by mention clearly the matters to be proposed for approval or for consideration, as the case may be, including the opinion of the Board of Directors in such matters, and send to the shareholder and the registrar not less than 7 days before the meeting. And to advertise the notification in the newspaper not less than 3 days before the meeting too.	In calling to attend the general meeting, the Board of Directors must make in writing, specify the place, day, time, agenda, and the matters that must be proposed to the meeting with proper detail by mention clearly the matters to be proposed for approval or for consideration, as the case may be, including the opinion of the Board of Directors in such matters, and send to the shareholder and the registrar not less than 7 days prior to the date of the meeting. The notice calling the meeting shall also be published in a newspaper for at least 3 consecutive days and not less than 3 days prior to the meeting date. <u>The Company may advertise the notice via electronic means in accordance with the criteria prescribed by law instead.</u>  <u>The shareholders' meeting may be held via electronic means.</u>  <u>In the case of a meeting via electronic means, the Company's head office shall be deemed the venue of such meeting.</u>
47.	-None-	<u>In the event that the Company or the Board of Directors is obliged to send letters or documents in accordance with the provisions of the Public Limited Companies Act B.E 2535 (1992) (including any amendments thereto) to the director, shareholders or creditors of the Company, if such persons have notified their intention to receive or consented to the delivery of, letters or documents via electronic means, the Company or the Board of Directors may send such letters or documents via electronic means in accordance with the criteria prescribed by law.</u>

**Agenda 10. To consider other issues (if any)**

All shareholders are hereby invited to attend the 2023 Annual General Meeting of Shareholders at the date, time as mentioned above. The E-AGM will be started at 2.30 p.m. If the shareholders intend to attend the E-AGM, the shareholders or proxies shall send the registration form for attending the AGM via Electronic Means (E-AGM), details in Attachment No.8 and identification documents as details in the notice to the meeting to the Company within April 19, 2023 at email: [kanjana@ctw.co.th](mailto:kanjana@ctw.co.th) or [nupun@ctw.co.th](mailto:nupun@ctw.co.th). Once the Company has verified the name of the shareholders at the Record Date on March 7, 2023, the Company shall send "Username" and "Password" for log in to the meeting control system for the E-AGM of QuidLab Co., Ltd., which is the meeting control system provider which has been certified by the Electronic Transactions Development Agency, to the shareholders via the email that given to the Company. If the shareholders are inconvenient to attend the E-AGM,





CHAROONG THAI WIRE & CABLE PUBLIC COMPANY LIMITED.

บริษัท จรุงไทยไวร์แอนด์เคเบิล จำกัด (มหาชน)



the shareholders can appoint the independent director of the Company to attend the E-AGM on their behalf. In this respect, the details and guidelines for attending the AGM via Electronic Means (E-AGM) are specified in Attachment No.7.

Yours sincerely,  
Charoong Thai Wire and Cable Public Company Limited

(Miss Kanjana Anekwasinchai)  
Company Secretary  
by the Order of the Board of Directors

#### Advertisement

The COVID- 19 pandemic has impacted businesses worldwide. Air freight was disrupted, resulting in postal service delays and possible losses of securities holder(s)' s beneficial documents such as invitation letter, dividend payment and share certificate, etc. Therefore, we would like to encourage the individual securities holder(s), both Thai and foreign nationality, having mobile phone number registered in Thailand for receiving the OTP, to apply for TSD's Investor Portal, an electronic channel, to ensure the receipt of such notifications faster, more convenient and at no cost, by simply applying via URL Link:

<https://www.set.or.th/tsd/en/investorportal/investorportal.html>.

For more information, please contact SET Contact Center: <https://www.set.or.th/contactcenter>.

**Charoong Thai Wire and Cable Public Company Limited**  
**Minutes of the Annual General Meeting of Shareholders for 2022**  
**via Electronic Means (E-AGM)**  
**Live broadcast at the Company's Head Office, Central City Tower, 12A<sup>th</sup> Floor,**  
**589/71 Debaratana Road, North Bangna Sub-district, Bangna District, Bangkok**  
**Tuesday, April 26, 2022 at 2.30 p.m.**

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Mr. Chai Sophonpanich, Chairman of the Board of Directors, acted as Chairman of the Meeting.

Ms. Kanjana Anekwasinchai, Company Secretary, informed that the Meeting was convened via Electronic Means (E-AGM) in this year. On the day of the Meeting, there were 16 shareholders present in person and 28 proxies or a total of 44 persons attending the Meeting, counting 298,800,259 shares, representing 75.0931% of the total 397,906,284 issued and paid-up shares, exceeding one-third of the total number of shares sold. A quorum was constituted in accordance with the Company's Articles of Association.

The Chairman declared the Meeting open and assigned the Company Secretary to explain the details and meeting procedures to the Meeting. The Company Secretary then introduced to the Meeting the Directors, the Company's Management and the Auditors. These persons were as follows:

Directors attending the Meeting: 11 persons (representing 91.67% of the total number of directors)

The following Directors attending the Meeting in person:

- |                             |   |
|-----------------------------|---|
| 1. Mr. Chai Sophonpanich    | Chairman  |
| 2. Mr. Sun Tao-Heng         | Director and Managing Director  |
| 3. Mr. Pornwut Sarasin      | Independent Director and Chairman of the Audit Committee  |
| 4. Mr. Kasem Kularbkeo      | Director and Member of the Nomination and Compensation Committee  |
| 5. Mrs. Sununtha Phaengsook | Director and Deputy Managing Director, Finance  |
| 6. Mr. Sai Wah Simon Suen   | Independent Director, Audit Committee Member, and Chairman of the Nomination and Compensation Committee |
| 7. Mr. Surachai Sirivallop  | Independent Director  |

The following Directors attending the Meeting via Electronic Devices:

- |                                |  |
|--------------------------------|--|
| 8. Mrs. Nijaporn Charanachitta | Director and Member of the Nomination and Compensation Committee |
| 9. Mr. Cheng Chen-You          | Director   |
| 10. Mr. Lee Michael Chao-Chun  | Director   |
| 11. Mr. Steven Suey Ku         | Independent Director and Audit Committee Member                  |

Directors absent at the Meeting

- |                           |               |
|---------------------------|---------------|
| 1. Mr. Premchai Karnasuta | Vice-Chairman |
|---------------------------|---------------|

2/..The..



The Company's Management attending the Meeting: 3 persons

- |                            |  |
|----------------------------|--|
| 1. Mr. Tanasit Aungkasi    | Deputy Managing Director, Sales and Marketing  |
| 2. Mrs. Apanut Wongjarit   | Asst. Managing Director, Accounting  |
| 3. Mr. Bandhit Tanchavalit | Asst. Managing Director, Siam Pacific Electric Wire and Cable Co., Ltd., CTW's 100% subsidiary |

Auditors from EY Office Limited attending the Meeting via Electronic Devices: 3 persons

1. Mr. Supachai Phanyawattano
2. Ms. Krongkaew Limpkittikul
3. Ms. Natiwan Suwanrungrueng

The Company Secretary explained to the shareholders regarding the governing rules of shareholder meetings and procedures of voting as follows:

1) In voting at the shareholders meeting, will ask for a resolution on an agenda, a shareholder shall have the voting rights equal to the number of shares held which one share would have one vote.

2) The Meeting would consider each item of the agenda in the order as shown in the meeting invitation letter. The shareholders were given a chance to ask questions and comment on any issues related to each agenda, by typing a message in the textbox and clicking on send button.

3) After the Company answers the question and announces the voting result of each agenda, it shall be deemed that voted casting of such agenda is concluded.

4) For the agenda regarding the election of directors, shareholders are required to cast their votes on the ballots for the election of each director.

5) Incase self-attending shareholders may cast their vote in each agenda by clicking the voting section either "approve", "disapprove", or "abstain". The Company provided approximately 1 minute to cast the vote during the period that the casting of vote is opened for each agenda. For shareholders who do not vote in any agenda, the system will automatically count their vote as "approve".

6) The shareholders who authorized their proxies to the Independent Directors and the shareholders who cast votes in advance, the Company shall cash votes of approval, disapproval or abstention on each agenda according to their requisition.

7) A shareholder who has interest in any agenda shall have no right to vote on such agenda.

8) In the vote-counting process, a resolution will require a majority of votes at the Meeting, except for the agenda concerning the remuneration of directors that must be approved with the votes of not less than two-thirds of all votes from shareholders who are present at the Meeting and have the right to vote.

In addition, the Company Secretary informed the Meeting that the Company is not yet a member of the Thailand's Private Sector Collective Action Coalition Against Corruption (CAC), but the Company has established the Anti-Corruption Policy. And the parent company of the Company is the listed company on the New York Stock Exchange, USA, which has the strict rules regarding anti-corruption that the Company must comply with such rules.

The shareholders acknowledged the procedures of voting, the Chairman then assigned Ms.Kanjana Anekwasinchai, Company Secretary, to conduct the Meeting in accordance with the Company's Articles of Association and the specified agenda respectively as follows:

**3/..Agenda 1..**



## **Agenda 1. To acknowledge the Minutes of the Annual General Meeting of Shareholders for 2021**

Ms. Kanjana Anekwasinchai, Company Secretary, requested the Meeting to consider and certify the Minutes of the Annual General Meeting of Shareholders for 2021 held on April 22, 2021, copies of which had been distributed to the shareholders together with the invitation letter for this Meeting. After consideration, the Board of Directors deemed that the said Minutes have been correctly contained the resolution of the meeting of shareholders and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the time frame prescribed by the laws.

The Company Secretary invited the shareholders to ask the questions or make comments. There was no inquiry.

The Meeting acknowledged such the Minutes of the Annual General Meeting of Shareholders for 2021, as proposed by the Company Secretary.

## **Agenda 2. To acknowledge the Company's Annual Report and the Board of Directors' Report for 2021**

The Chairman assigned Ms. Kanjana Anekwasinchai, Company Secretary, reported the summary of operating results of the Company and its subsidiaries based on the consolidated financial statements for the year 2021 as follows:

(Million Baht)			
Total Assets	6,460	Increased by	18.14%
Total Liabilities	2,528	Increased by	162.79%
CTW Shareholders' Equity	3,932	Decreased by	12.35%
Income from Sales	6,388	Increased by	36.86%
Cost of Sales	6,440	Increased by	61.57%
Selling and Distribution Expenses	72	Decreased by	38.46%
Administrative Expenses	278	Increased by	13.93%
Finance Cost	15	Increased by	66.67%
Profit of CTW	(404)	Decreased by	(235.17%)
	<u>Year 2021</u>	<u>Year 2020</u>	
Gross Profit (loss) Margin (%)	(0.81)	14.61	
Net Profit (loss) Margin (%)	(6.57)	6.37	

The Company and subsidiaries had loss of Baht 403.77 million for the year 2021, decreasing by Baht 702.49 million compared with profit of Baht 298.72 million in 2020.

There were details as appeared in the Annual Registration Statement/Annual Report for 2021 (Form 56-1 One Report), copies of which have already been distributed to the shareholders in QR Code format.

The Company Secretary invited the shareholders to ask the questions or make comments regarding the Company's operating results for 2021, if any. There was no inquiry.

4/..The Meeting..



The Meeting acknowledged such the Company's operating results and the Board of Directors' Report for 2021.

**Agenda 3. To consider and approve the Company's Balance Sheets and Income Statements for the year ended 31 December 2021**

The Chairman assigned Ms. Kanjana Anekwasinchai, Company Secretary, proposed the Meeting to consider and approve the Balance Sheets, Income Statements and Cash Flow Statements for the year ended 31 December 2021, which were audited and certified by Mr. Supachai Phanyawattano, Certified Public Accountant No.3930 and reviewed by the Audit Committee, details as shown in the Annual Registration Statement/Annual Report for 2021 (Form 56-1 One Report) which were distributed to all shareholders.

The Company Secretary invited the shareholders to ask the questions or make comments regarding the Statements of Financial Position and Income Statements for the year 2021. There was no inquiry, the Meeting was thus requested to vote on this agenda item.

The Meeting then made its consideration and resolved to approve the Balance Sheets, Income Statements and Cash Flow Statements for the year ended 31 December 2021, as presented by the Company Secretary with the number of votes as follows:

Approved	298,800,159	votes	Equivalent to	100.0000%
Disapproved	-	votes	Equivalent to	-
Abstained	100	votes	Equivalent to	0.0000%
Void	-	votes	Equivalent to	-

**Agenda 4. To consider and approve the allocation of net profit for 2021's operating results**

The Chairman assigned Ms. Kanjana Anekwasinchai, Company Secretary, stated to the Meeting that the Company has a dividend payment policy to allocate not less than 25 percent of net profit based on the separate financial statements as of the end of the year after deducting the legal reserve and the Board of Directors shall propose that the meeting of shareholders to consider and approve. Whenever there is payment of dividend, the Company shall allocate not less than 5 percent of the annual net profit, less the accumulated losses (if any), as a legal reserve to the extent that the legal reserve is equal to at least 10 percent of its registered capital.

The Company had loss of Million Baht 483.88 based on the separate financial statements for the year 2021's operating results and had no accumulated losses, details were summarized as follows:

		(Unit : Million Baht)
Unappropriated retained earnings, balance as at 1 January 2021		849.19
<u>Deduct</u> : Dividend paid (for 2020's operating results)		(179.06)
Balance		670.13
<u>Plus</u> : Loss for the year 2021	(483.88)	
Other comprehensive income for the year 2021	<u>1.57</u>	
Total comprehensive Income for the year		(482.31)
Unappropriated retained earnings, balance as at 31 December 2021		<u>187.82</u>

5/..The Board..



The Board of Directors made its consideration and deemed that the Company has retained earnings and sufficient cash flow to pay dividend, then proposed the Meeting to consider the dividend payment for the year 2021's operating results from the unappropriated retained earnings based on the separate financial statements at the rate of Baht 0.10 per share to 397,906,284 qualified shares, totaling Baht 39.79 million to the shareholders whose names appeared in the shareholders register book of the Company on the record date on which the shareholders are entitled to receive the dividend on March 25, 2022. The dividend shall be paid on May 20, 2022.

The Company Secretary invited the shareholders to ask the questions or make comments regarding the dividend payment for 2021's operating results. There was no inquiry, the Meeting was thus requested to vote on this agenda item.

The Meeting made its consideration and resolved to approve the dividend payment of Baht 0.10 per share to 397,906,284 qualified shares, totaling Baht 39.79 Million. The dividend payment is scheduled to be paid on May 20, 2022, with the number of votes as follows:

Approved	298,800,159	votes	Equivalent to	100.0000%
Disapproved	-	votes	Equivalent to	-
Abstained	100	votes	Equivalent to	0.0000%
Void	-	votes	Equivalent to	-

**Agenda 5. To consider and approve the remuneration to directors and staffs for 2021.**

The Chairman assigned Ms. Kanjana Anekwasinchai, Company Secretary, to stated that the Company has loss for the operating results in the year 2021 and there are effects of COVID-19 pandemic in daily life. But in order for reducing the cost of living of the Company's staffs and boosting their motivation and morale, which they has always performed work well. The Board of Directors, on the recommendation of the Nomination and Compensation Committee, therefore, it was deemed appropriate to propose that the meeting of shareholders to consider and approve the payment of remuneration for the year 2021 to each employee or staff at the rate of half-month of salary and to suspend payment of remuneration to directors.

The Company Secretary invited the shareholders to ask the questions or make comments regarding the payment of remuneration to directors and staffs for 2021. There was no inquiry, the Meeting was thus requested to vote on this agenda item.

The Meeting made its consideration and resolved to approve the payment of the remuneration for the year 2021 to each employee or staff at the rate of half-month of salary and to suspend payment of remuneration to directors as proposed by the Board of Directors, with the number of votes as follows:

Approved	298,800,159	votes	Equivalent to	100.0000%
Disapproved	-	votes	Equivalent to	-
Abstained	100	votes	Equivalent to	0.0000%
Void	-	votes	Equivalent to	-

**Agenda 6. To consider and fix the meeting allowance to directors for 2022.**

The Chairman assigned Ms. Kanjana Anekwasinchai, Company Secretary, to report to the Meeting that the Board of Directors, on the recommendation of the Nomination and Compensation Committee which considered the meeting allowance by comparison with the other companies in the same industry. Therefore, it was deemed appropriate to propose that the meeting of shareholders to consider and fix the meeting allowance for the year 2022 for directors and the Board Committee members who only present at the meeting, to remain at the same rate as that of the previous year, as follows:

6/..1.The..



1. The Board of Directors :

- Chairman	Baht 50,000/meeting
- Other directors	Baht 40,000/meeting

2. The Audit Committee:

- Chairman	Baht 40,000/meeting
- Other members	Baht 30,000/meeting

3. The Nomination and Compensation Committee:

- Chairman	Baht 40,000/year
- Other members	Baht 30,000/year

There were no the monthly remuneration and other benefits (non-monetary) for the directors.

The Company Secretary invited the shareholders to ask the questions or make comments regarding the determination of the meeting allowance to directors for 2022. There was no inquiry, the Meeting was thus requested to vote on this agenda item.

The Meeting made its consideration and resolved to fix the meeting allowance to directors for 2022 as proposed by the Board of Directors with the number of votes as follows:

Approved	298,800,159	votes	Equivalent to	100.0000%
Disapproved	-	votes	Equivalent to	-
Abstained	100	votes	Equivalent to	0.0000%
Void	-	votes	Equivalent to	-

**Agenda 7. To consider and elect directors in replacement of those who are retired by rotation.**

The Chairman assigned Ms. Kanjana Anekwasinchai, Company Secretary, to stated that according to Article 17 of the Company's Articles of Association, one-third of the directors shall be retired at every annual general meeting of shareholders. At the 2022 Annual General Meeting of Shareholders, three directors must be retired by rotation, namely:

- |                              |  |
|------------------------------|--|
| 1) Mr. Sun Tao-Heng          | Managing Director (Authorized director)  |
| 2) Mr. Kasem Kularbkeo       | Director and Member of the Nomination and Compensation Committee (Authorized director) |
| 3) Mr. Lee Michael Chao-Chun | Director   |

The Board of Directors, excluding the three nominated directors, concurred with the proposal of the Nomination and Compensation Committee and deemed that the above retiring directors have suitably qualification, with no disqualification pursuant to any relevant laws or regulations. They also have eminent individual with expertise in the business administration, the knowledge and capability that will benefit the Company's business including the nominated independent director will be able to comment freely and perform in accordance with the relevant guidelines. The qualifications of the Company's independent director meet the requirements of the Capital Market Supervisory Board. Therefore, it was deemed appropriate to propose the shareholders meeting to re-elect the said three retiring directors, namely; 1) Mr. Sun Tao-Heng 2) Mr.Kasem Kularbkeo and 3) Mr.Lee Michael Chao-Chun to retain their offices for another term.

7/..The Company..



The Company Secretary invited the shareholders to ask the questions or make comments regarding the election of directors in replacement of those who are retired by rotation. There was no inquiry, the Meeting was thus requested to vote on this agenda item.

The Meeting made its consideration and resolved to re-elect the said three retiring directors to retain their offices for another term with the number of votes for an individual director as follows:

	Director	Approved		Disapproved		Abstained		Void	
		votes	%	votes	%	votes	%	votes	%
1	Mr. Sun Tao-Heng	294,126,699	98.4359	-	-	4,673,560	1.5641	-	-
2	Mr. Kasem Kularbkeo	298,794,159	99.9980	-	-	6,100	0.0020	-	-
3	Mr. Lee Michael Chao-Chun	298,535,201	99.9113	-	-	265,058	0.0887	-	-

#### **Agenda 8. To consider and appoint the auditors and fix the audit fee for 2022.**

The Chairman assigned Mr. Pornwut Sarasin, Chairman of Audit Committee, to report to the Meeting that the auditors of EY Office Limited have high professional standards and satisfactory performance, the Board of Directors agreed with the Audit Committee to propose the meeting of shareholders to appoint the auditors of EY Office Limited to be the Company's auditors for the year 2022 with the annual audit fee of the Company amounted to Baht 2,580,000 which was equal to that of the previous year and the annual audit fee of its 4 subsidiaries amounted to Baht 2,400,000, which decreased by Baht 100,000 from the previous year. None of the auditors provide other services; details are presented in the subject "Audit Fee" of the Annual Registration Statement/Annual Report for 2021 (Form 56-1 One Report). The proposed auditors to be appointed were as follows:

1. Mr. Supachai Phanyawattano Certified Public Accountant Registration No.3930 or
2. Ms. Krongkaew Limkittikul Certified Public Accountant Registration No.5874 or
3. Mr. Natthawut Santipet Certified Public Accountant Registration No.5730

The above proposed auditors and EY Office Limited do not have any relationship and/or interest with the Company/its subsidiaries/its management/its major shareholders of related persons of those.

In the event that auditor is unable to perform its duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in its place.

With regards to the Company's 4 subsidiaries which are incorporated in Thailand, they appoint Mr. Supachai Phanyawattano, Certified Public Accountant Registration No. 3930 of EY Office Limited to be the auditor for the year 2022.

The Company has proposed Mr. Supachai Phanyawattano to be the auditor who signs the audit report on the Company's financial statements for the year 2022 since he is also the auditor of the Company's subsidiaries. He has conducted the audit and expressed an opinion on the financial statements of the Company for the year 2018-2021, total 4 years.

The Chairman of Audit Committee invited the shareholders to ask the questions or make comments regarding the appointment of the auditors and determination of the audit fee for 2022. There was no inquiry, the Meeting was thus requested to vote on this agenda item.

8/..The Meeting..



The Meeting made its consideration and resolved to appoint Mr. Supachai Phanyawattano, Certified Public Accountant Registration No.3930, or Ms. Krongkaew Limkittikul, Certified Public Accountant Registration No.5874, or Mr. Natthawut Santipet Certified Public Accountant Registration No.5730, of EY Office Limited to be the Company's auditors for the year 2022 with the annual audit fee of Baht 2,580,000. In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place. The Meeting also acknowledged the appointment of auditors and the annual audit fee of the Company's 4 subsidiaries of Baht 2,400,000 with the number of votes as follows:

Approved	298,800,159	votes	Equivalent to	100.0000%
Disapproved	-	votes	Equivalent to	-
Abstained	100	votes	Equivalent to	0.0000%
Void	-	votes	Equivalent to	-

**Agenda 9. To consider other issues.**

The Company Secretary invited the shareholders to ask the questions or make comments, if any.

There were no more questions raised.

The Chairman thanked the shareholders, who had devoted their time to attend the Meeting and approve the matters proposed by the Board of Directors, and closed the Meeting.

The Meeting was adjourned at 3.20 p.m.

Signed  Chairman of the Meeting  
(Mr. Chai Sophonpanich)



**Annual Registration Statement / Annual Report (Form 56-1 One Report) for 2022**  
**in QR Code Format**



<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=CTW&date=230424>



### Profiles of the nominated directors

1. **Name-Surname** : **Mr. Chai Sophonpanich**  
**Position in the Company** : Chairman  
**Age** : 79 Years  
**Nationality** : Thai  
**Education** : BA, (Business Administration) Colorado University, USA  
**Training Courses of Directors** : Director Certification Program (DCP 16/2002 and Chairman 10/2004)  
**CTW Shareholding** : 4,624,910 shares, equal to 1.16% of total shares with voting right  
**Number of year on Board** : 5 Years  
**Meeting attendance in 2022** : Board Meeting 5/5 times  
**Position in other businesses with potential conflicts of interest** : There is no position as director / executive in such business.  
**Position in other Organization (Non-Listed Companies)** : 1 Company  
**Position in other Listed Companies**

Period	Position	Company
2018 - Present	Chairman	Bangkok Insurance Plc.
2018 - Present	Chairman	Bumrungrat Hospital Plc.
2018 - Present	Chairman	Fine Metal Technologies Plc.
2018 - Present	Chairman	Thai Metal Processing Co., Ltd.

2. **Name-Surname** : **Mr. Premchai Karnasuta**  
**Position in the Company** : Vice-Chairman  
**Age** : 69 Years  
**Nationality** : Thai  
**Education** : MBA, University of Southern California, USA  
**Training Courses of Directors** : - None -  
**CTW Shareholding** : 106 shares, equal to 0% of total shares with voting right  
**Number of year on Board** : 29 Years  
**Meeting attendance in 2022** : Board Meeting 0/5 times  
**Position in other businesses with potential conflicts of interest** : There is no position as director / executive in such business.  
**Position in other Organization (Non-Listed Companies)** : 61 Companies  
**Position in other Listed Companies**

Period	Position	Company
1985 - Present	Executive Chairman	Italian - Thai Development Plc.
Present	Director	Siam Steel Syndicate Plc.



### Profiles of the nominated directors

3. **Name-Surname** : **Mrs. Nijaporn Charanachitta**  
**Position in the Company** : Director and Member of the Nomination and Compensation Committee  
**Age** : 71 Years  
**Nationality** : Thai  
**Education** : MBA, University of Wisconsin (Medison), USA  
**Training Courses of Directors** : Directors Certification Program (DCP 56/2005)  
**CTW Shareholding** : 106 shares, equal to 0% of total shares with voting right  
**Number of year on Board** : 21 Years  
**Meeting attendance in 2022** : Board Meeting 3/5 times  
Nomination and Compensation Committee Meeting 1/1 time  
**Position in other businesses with potential conflicts of interest**  
: There is no position as director / executive in such business.  
**Position in other Organization (Non-Listed Companies)** : 71 Companies  
**Position in other Listed Companies**

Period	Position	Company
1994- Present	Senior Vice-Executive Chairman	Italian - Thai Development Plc.
Present	Chairman	OHTL Plc.
Present	Chairman	Siam Steel Syndicate Plc.
Present	Director	TTCL Plc.

4. **Name-Surname** : **Mr. Cheng Chow-Chun**  
**Age** : 64 Years  
**Nationality** : Republic of China  
**Education** : BA (Finance), Southern California University, USA  
**Training Courses of Directors** : - None -  
**CTW Shareholding** : 207,224 shares, equal to 0.052% of total shares with voting right  
**Number of year on Board** : 1 Year  
**Meeting attendance in 2022** : Board Meeting 3/3 times  
**Position in other businesses with potential conflicts of interest**  
: There is no position as director / executive in such business.  
**Position in other Organization (Non-Listed Companies)** : 2 Companies  
**Position in other Listed Companies** : - None -



### Profiles of the nominated directors

5. **Name-Surname** : **Mr. Sai Wah Simon Suen**
- Position in the Company** : Independent Director, Member of Audit Committee and Chairman of the Nomination and Compensation Committee
- Age** : 63 Years
- Nationality** : British
- Education** : MBA, Finance Major, University of Hawaii, USA
- Training Courses of Directors** : - None -
- CTW Shareholding** : - None -
- Number of year on Board** : 14 Years
- Meeting attendance in 2022** : Board Meeting 5/5 times  
Audit Committee Meeting 4/4 times  
Nomination and Compensation Committee Meeting 1/1 time
- Position in other businesses with potential conflicts of interest**  
: There is no position as director / executive in such business.
- Position in other Organization (Non-Listed Companies)** : - None -
- Position in other Listed Companies**

Period	Position	Company
2018 - Present	Independent Director, Member of Audit Committee	Italian - Thai Development Plc.



### Profiles of Independent Directors for Proxy Case

1. **Name-Surname** : **Mr. Pornwut Sarain**  
**Position in the Company** : Independent Director and Chairman of the Audit Committee  
**Age** : 63 Years  
**Nationality** : Thai  
**Address** : 122 Sala Daeng Road, Silom, Bangrak, Bangkok 10500  
**Education** : MBA, Pepperdine University, USA  
**CTW Shareholding** : 38,150 shares, equal to 0.009% of total shares with voting right  
**Conflicts of Interest in the Agenda** : - None -  
**Special Conflicts of Interest different from other directors in every agenda, proposed in this meeting** : - None –
  
2. **Name-Surname** : **Mr. Sai Wah Simon Suen**  
**Position in the Company** : Independent Director, Audit Committee Member, and Chairman of the Nomination and Compensation Committee  
**Age** : 63 Years  
**Nationality** : British  
**Address** : 39 Somerset Park Suanplu, South Sathorn Road  
Yannawa, Sathorn, Bangkok 10120  
**Education** : MBA, Finance Major, University of Hawaii, USA  
**CTW Shareholding** : - None -  
**Conflicts of Interest in the Agenda** : - None -  
**Special Conflicts of Interest different from other directors in every agenda, proposed in this meeting** : Agenda 7. To consider and elect the directors in replacement of those who are retired by rotation. Wherewith he must be retired by rotation and nominated re-elect director retiring by rotation as the Company's directors for another term.
  
3. **Name-Surname** : **Mr. Surachai Sirivallop**  
**Position in the Company** : Independent Director  
**Age** : 82 Years  
**Nationality** : Thai  
**Address** : 143/4 Soi Pathonyotin 34, Senanikom, Jatujak, Bangkok 10900  
**Education** : Bachelor of Laws, Thammasat University and International Law, Albert Ludwig University of Freiburg, Germany.  
**CTW Shareholding** : - None -  
**Conflicts of Interest in the Agenda** : - None -  
**Special Conflicts of Interest different from other directors in every agenda, proposed in this meeting** : - None –



## **Charoong Thai Wire & Cable Public Company Limited Articles of Association concerning the Shareholders Meeting**

### **Chapter 4 : Board of Directors**

**Article 15.** The Directors of the company shall be not less than 5 persons appointed by the general meeting. And not less than half of the Directors must have domicile in Thai Kingdom.

**Article 16.** In voting to elect the Directors, it is deemed that every shareholder has 1 vote per 1 share.

**Article 17.** At the annual general meeting, the Directors shall retired by one-third. If the Directors are not divisible by three, the number of Directors retiring shall be the nearest one-third.

Directors to be retired from their office in the first and second year after the enforcement of these Articles of Association, they shall be retired by drawing. After that, the Directors who have stayed in the office longest, shall be retired. The retired Directors may be re-elected.

**Article 19.** In the case that the Director is vacant by other cause, except by rotation, the Board of Directors shall appoint a qualified person whom is not prohibited by the law of public company in his stead in the next meeting of the Board of Directors. Except the leaving Directors has the time to retain in his office less than 2 months.

The resolution of the Board of Directors in the first paragraph must have the vote not less than three-fourth of the remaining Directors.

Person to be instead as Director in the first paragraph shall retain his office during such time only as vacating Director was entitled to retain the same.

**Article 20.** The general meeting may put a resolution to remove any director before the retirement by rotation with a majority vote of not less than three-fourth of the participating shareholders whom are eligible to vote, and their total shares must not less than half of the shares held, and they are eligible to vote.

**Article 29.** The Directors are rightful to receive the remuneration from the company either in the form of salary, reward, meeting fee, pension, bonus other benefit, according to the Articles of Association or fixed by the general meeting that may be a constant amount or set a criteria and fix it at each time, or to set it to be effective until the change. Besides, they may get allowance and various welfare according to the regulation of the company.

The content in the first paragraph must not wave the right of the employee of the company whom are appointed to be the director of the company in receiving remuneration and/or benefit as an employee of the company.

### **Chapter 5 : Shareholders' Meeting**

**Article 31.** There are 2 kinds of general meeting :

(a) Annual General Meeting to be held once a year within 4 months from the day end of the account fiscal year of the company.

(b) Extraordinary General Meeting. The Board of Directors are rightful to summon a meeting at any time or when there are one or more shareholders whom hold not less than one-tenth of the total number of shares sold may at any time request in writing to the Board of Directors to call for an Extraordinary General Meeting. But they must mention the subject and reason to call the meeting in such letter. In such case, the Board of Directors must arrange the extraordinary general meeting within 45 days from the day that they have received the letter from the shareholders.

In case the Board of Directors does not hold the meeting within the period set out in the first paragraph, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call the meeting within 45 days from the completion of the period set out in the first paragraph. In this regard, such meeting shall be considered as the shareholders' meeting called by the Board of Directors, and the Company shall be responsible for any necessary expenses arising from the meeting and reasonably provide facilitation.



In the case that the quorum of the meeting convened as requested by shareholders under the second paragraph cannot be formed as required by Article 33, the shareholders under the second paragraph shall be collectively responsible to the company for any expenses arising from such meeting.

**Article 32.** In calling to attend the general meeting, the Board of Directors must make in writing, specify the place, day, time, agenda, and the matters that must be proposed to the meeting with proper detail by mention clearly the matters to be proposed for approval or for consideration, as the case may be, including the opinion of the Board of Directors in such matters, and send to the shareholder and the registrar not less than 7 days before the meeting. And to advertise the notification in the newspaper not less than 3 days before the meeting too.

**Article 33.** At the general meeting of shareholders, there shall be shareholders and proxies (if any) attending not less than 25 persons, or not less than half of the total shareholders. And hold the total shares not less than one-third of the total distributed shares to constitute a quorum.

If within an hour from the time appointed for the general meeting, the quorum fixed is not present. If the general meeting was summoned upon the requisition, such meeting dissolved. If the general meeting had not been summoned upon the requisition of shareholders, another general meeting shall be summoned and send the appointment for meeting to the shareholders not less than 7 days before the meeting. And at such meeting, no quorum shall be necessary.

**Article 34.** The resolution of the general meeting is based on the following votes.

- (1) In normal case, voting for a resolution shall be based upon majority vote. In case of a tie in vote, the Chairman of the meeting shall have another vote as a casting vote.
- (2) In the following cases, voting for a resolution shall be based upon three-fourth of the total vote of the shareholders whom attend the meeting and are eligible to vote.
  - (a) Sell or transfer the activity of the company entirely or the important part to other.
  - (b) Buy or accept the transfer of the activity of company, or other private company to be the property of this company.
  - (c) Prepare, change, or terminate the lease of whole or the important part of the activity of company. Authorize other person to manage the business of this company. Or to join with other person with an objective to share profit and loss.

**Article 35.** At every meeting, the Chairman shall act as Chairman of the meeting. If the Chairman cannot attend the meeting the Executive Vice-Chairman shall act instead, and if the Executive Vice-Chairman cannot attend the meeting, the meeting shall elect one Director from those present to act as Chairman of the meeting.

**Article 36.** An annual ordinary general meeting must transact the following matters:

- (1) Consider the report of the Board of Directors concerning the operation of the company in past year.
- (2) Consider to accept balance sheet, profit and loss account.
- (3) Consider to appropriation of profit (if any).
- (4) Appoint Directors to replace the Directors whom are retired by rotation.
- (5) Appoint auditor and fix the audit fee.
- (6) Other matters.

## Chapter 7 : Appropriation of profit

**Article 41.** Dividend shall not be paid from other money apart from profit. If the company sustain and accumulated loss, the dividend shall not be paid.

Appropriation of dividend shall be according to number of share equally.

The Board of Directors may pay out transitory dividend to the shareholders from time to time when it appears that the company has profit to do such, and report to the next general meeting.

The payment of such dividend must be made within 1 month from the resolution of the general meeting or from the Board of Director, as the case may be. This must be notified in writing to the shareholder and to be announced in the newspaper.

**Article 42.** Whenever there is payment of dividend the company shall appropriate money as reserve of at least 5% of net profit for the year of the company less accumulated until that reserve is 10% of the registered capital.



**Article 43.** A resolution shall be issued at the Meeting of Shareholders for paying gratuity, remuneration or special rewards to directors, staff or employee every year at a total rate of not more than 3 per cent of total sales volume, with allocations in favor of directors at one-third and in favor of staff or employees at two-third.

Regarding gratuity for staff or employees, the directors may make consideration at a meeting for disbursement as appropriate, for the time being.



**QR Code Downloading Procedures**  
**for the 2022 Annual Registration Statement/Annual Report (Form 56-1 One Report)**

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the 2022 Annual Registration Statement/Annual Report (Form 56-1 One Report) in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The aforementioned documents could be downloaded from the QR Code (as shown in Attachment 2), follow the following steps :

<b>For iOS System (iOS 11 and above)</b>
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1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark : If the notification does not appear on the mobile phone, the QR Code can be scanned with other application such as QR CODE READER, Facebook or Line etc.

<b>For Android System</b>
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1. Open application such as QR CODE READER, Facebook or Line
2. How to scan the QR Code with Line application
2. Open Line application and click on “Add friend” → Choose “QR Code” → Scan the QR Code
3. Scan the QR Code to access documents regarding the meeting.

## **Guidelines for Attending the AGM via Electronic Means (E-AGM) and Appointment of Proxy**

### **1. In case the shareholders attending the E-AGM by themselves :**

1.1. Please fill the registration form for the AGM via Electronic Means (E-AGM) attached to this guideline. **Kindly fill email and your cell phone number clearly in order to be used for the meeting registration** and attach identification document to confirm the attendance of E-AGM as follows:

- In the event that the shareholder is an ordinary person - a valid certified true copy of ID card, passport/ other official documents issued by government authority.
- In the event that the shareholder is a juristic person – please attach an executed version of the power of attorney or a proxy and supporting documents as per the detail in item “supporting documents for the appointment of proxy”.

Please submit the registration form for the AGM via Electronic Means (E-AGM) and such identification document to the Company by April 19, 2023 via the following channels:

- Email : [kanjana@ctw.co.th](mailto:kanjana@ctw.co.th) or [nupun@ctw.co.th](mailto:nupun@ctw.co.th)
- Post : Charoong Thai Wire and Cable Plc., Company Secretary Office, Central City Tower, 12A<sup>th</sup> Floor, located on 589/71 Debaratana Road, North Bangna Sub-district, Bangna District, Bangkok 10260.

1.2. When the Company receives document as per item 1.1 from you, the Company will proceed with inspecting document for confirming the meeting attendance. Once the inspected is completed, the Company will send username and password, together with WebLink for attending the E-AGM. Kindly refrain from giving your username and password provided for shareholder to other person. **In the case your username and password are lost or you have not received it by April 19, 2023, please immediately contact the Company.**

1.3. The Company will send details such as username and password to you and also send a manual for using the E-AGM system at the same time. Please read the manual thoroughly from the email that the Company sends to you. The system will be opened 60 minutes prior to the meeting in advance so that the shareholder can register for attending the meeting. However, the live broadcast will begin at 2.30 p.m.

1.4. For casting the vote during the E-AGM, a shareholder may cast his or her vote in each agenda to either approve, disapprove, or abstain from voting. For the shareholders who do not vote in any agenda, the system will automatically count your vote as “approve”.

1.5. If you have encounter with any technical problem in using the E-AGM system before or during the meeting, please contact Quidlab Company Limited who will be the Company’s service provider for the Company’s E-AGM’s meeting. The Company will specify a contact channel to Quidlab Company Limited in the email that the Company sends username and password to you.

### **2. In case the shareholders appointing proxy to attend the E-AGM :**

In case that a shareholder is unable to attend the meeting, he/she may authorize another person or the Company’s independent director, to attend and vote on his/her behalf. The name of independent directors are as follows:

- **Mr. Pornwut Sarain**, Independent Director and Chairman of the Audit Committee, 63 years  
Address: 122 Sala Daeng Road, Silom, Bangrak, Bangkok 10500
- **Mr. Sai Wah Simon Suen**, Independent Director, Audit Committee Member, and Chairman of the Nomination and Compensation Committee, 63 years  
Address: 39 Somerset Park Suanplu, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120
- **Mr. Surachai Sirivallop**, Independent Director, 82 years  
Address: 143/4 Soi Pathonyotin 34, Senanikom, Jatujak, Bangkok 10900



2 independent directors, Mr. Pornwut Sarain and Mr. Surachai Sirivallop, have no special interest in every agenda. As for Mr. Sai Wah Simon Suen, he has special interest in agenda 7 : To consider and elect the directors in replacement of those who are retired by rotation. Wherewith he must be retired by rotation and nominated re-elect director retiring by rotation as the Company's directors for another term. Please fill statement and sign in the proxy, as appeared in Attachment in the invitation letter and send the proxy together with supporting documents for the appointment of proxy (as specified below) to the Company by April 19, 2023 via the following channels:

- Email: [kanjana@ctw.co.th](mailto:kanjana@ctw.co.th) or [nupun@ctw.co.th](mailto:nupun@ctw.co.th)
- Post: Charoong Thai Wire and Cable Plc., Company Secretary Office, Central City Tower, 12A<sup>th</sup> Floor, located on 589/71 Debaratana Road, North Bangna Sub-district, Bangna District, Bangkok 10260.

### **Supporting documents for the appointment of proxy**

#### **1. Shareholder appoints a proxy :**

- 1) A Proxy Form which is completely filled and signed by the proxy grantor and the proxy;
- 2) A copy of valid ID card or passport certified true copy by the proxy grantor; and
- 3) A copy of valid ID card or passport certified true copy by the proxy.

#### **2. Juristic person :**

- 1) A Proxy Form which is completely filled and signed by such juristic person's authorized person and have such juristic person's company seal affixed (if any) of the proxy grantor and signed by the proxy;
- 2) A certified true copy of the Affidavit or Certificate of Incorporation which is issued in the period of not exceeding 1 year prior the proxy grantor's shareholder meeting;
- 3) A copy of valid ID card or passport certified true copy by the proxy grantor; and
- 4) A copy of valid ID card or passport certified true copy by the proxy.

#### **For the person who is not Thai citizen or is a foreign juristic person :**

If the documents or evidence as per above is not in Thai or in English version, the shareholder must show translation of those documents in English which is certified true translation by the shareholder or such juristic person's authorized person (in the case of juristic person).

#### **3. Channel for shareholder to send comments or questions related to business, industry and business operation of the Company or any relevant agenda to be considered in this E-AGM are as follows:**

- 3.1 During the E-AGM meeting, the shareholder attending the meeting can submit comments or questions during E-AGM system.
- 3.2 The shareholder can submit comments or question in advance to the Company prior to the meeting date via following channels:
  - Email: [kanjana@ctw.co.th](mailto:kanjana@ctw.co.th) or [nupun@ctw.co.th](mailto:nupun@ctw.co.th)
  - Post: Charoong Thai Wire and Cable Plc., Company Secretary Office, Central City Tower, 12A<sup>th</sup> Floor, located on 589/71 Debaratana Road, North Bangna Sub-district, Bangna District, Bangkok 10260.



## Registration Form for Attending the AGM via Electronic Means (E-AGM)

Written at \_\_\_\_\_

Date \_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
 Address \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
 \_\_\_\_\_ Province \_\_\_\_\_ Postal code \_\_\_\_\_

E-mail \_\_\_\_\_ Tel \_\_\_\_\_ as a  
 shareholder of Charoong Thai Wire and Cable Public Company Limited (the “Company”) holding a total  
 number of \_\_\_\_\_ shares. I hereby confirm to attend the meeting and cast the votes in the 2023  
 Annual General Meeting of Shareholders on Monday 24<sup>th</sup> April, 2023 at 2.30 p.m. via Electronic Means  
 (E-AGM). Please send a weblink for attending the E-AGM, Username, and Password my/our email as  
 follows.

Email \_\_\_\_\_

Sign \_\_\_\_\_ Shareholder  
 ( \_\_\_\_\_ )

Sign \_\_\_\_\_ Shareholder  
 ( \_\_\_\_\_ )

**Important remark: Kindly send this registration form for attending the AGM via Electronic Means (E-AGM) which is completely filled and attached identification document for inspection in attending the E-AGM to the Company by April 19, 2023 via the following channels:**

- Email : kanjana@ctw.co.th or nupun@ctw.co.th
- Post : Charoong Thai Wire and Cable Plc., Company Secretary Office, Central City Tower, 12A<sup>th</sup> Floor, located on 589/71 Debaratana Road, North Bangna Sub-district, Bangna District, Bangkok 10260.



**The Requisition of 2022 Annual Registration Statement/Annual Report (Form 56-1 One Report)**

Attention : Company Secretary,  
Charoong Thai Wire & Cable Public Company Limited

I, ..... Nationality .....  
Address ; .....  
.....Tel. No.....

Would like to request the following documents : Please mark ✓ in ( )

- ( ) Annual Registration Statement/Annual Report (Form 56-1 One Report) for 2022 in the form of a book (Thai).  
( ) Annual Registration Statement/Annual Report (Form 56-1 One Report) for 2022 in the form of a book (English).

**Delivery place**

- ( ) The Company sends the documents to same address as above-mentioned.  
( ) The Company sends the documents to the address below :

.....  
.....  
.....  
Tel. ....

Remark : After completion of the information above, please return this Requisition Form to CTW.

- By e-mail : [kanjana@ctw.co.th](mailto:kanjana@ctw.co.th) or [nupun@ctw.co.th](mailto:nupun@ctw.co.th)

- By mailing :

Charoong Thai Wire & Cable Plc.

589/71 Central City Tower, 12A<sup>th</sup> Floor, Debaratana Road, North Bangna Sub-district,  
Bangna District, Bangkok 10260

Should you have any query or suggestion, please contact : Mr.Nutchapun Puncahroen

Tel : 02-7456118-30 ext.157

**Proxy (Form B)**

Made at .....

Date.....Month.....Year.....

(1) **I/We**..... Nationality..... Resident at No..... Road.....  
 Sub-District..... District..... Province..... Post Code.....

(2) **being a shareholder of Charoong Thai Wire and Cable Public Company Limited.**  
 holding the total amount of ..... ordinary shares and have the rights to vote equal to ..... votes.

(3) Hereby appoint

☐ 1. Name..... age..... years, residing at ..... Road.....  
 Sub-District..... District..... Province..... Post Code.....

☐ 2. Name..... age..... years, residing at ..... Road.....  
 Sub-District..... District..... Province..... Post Code.....

☐ 3 Name..... age..... years, residing at ..... Road.....  
 Sub-District..... District..... Province..... Post Code.....

☐ 4. Mr.Pornwut Sarasin, Independent Director and Chairman of the Audit Committee age 63 years, residing at 122  
Road Sala Daeng Sub-District Silom District Bangrak Province Bangkok Post Code 10500

☐ 5. Mr.Sai Wah Simon Suen, Independent Director, Chairman of the Nomination and Compensation Committee and  
Audit Committee Member age 63 years, residing at 39 Somerset Park Suanplu Road South Sathorn  
 Sub-District Yannawa District Sathorn Province Bangkok Post Code 10120.

☐ 6. Mr.Surachai Sirivallop, Independent Director age 82 years, residing at 143/4 Soi Pathonyotin 34 Sub-District  
Senanikom District Jatujak Province Bangkok Post Code 10900

Any one of the above as my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders on Monday, April 24, 2023 at 2.30 p.m. via Electronic Means (E-AGM).

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

**Agenda 1. To acknowledge the Minutes of the Annual General Meeting of Shareholders for 2022.**

This agenda is for acknowledgement of the Minutes, voting is not required.

**Agenda 2. To acknowledge the Company's operating results for 2022.**

This agenda is for acknowledgement of the Company's Annual Report and the Board of Directors' Report, voting is not required.

**Agenda 3. To consider and approve the Company's Balance Sheets and Income Statements for the year ended 31 December 2022.**

☐ (A) To grant my/our proxy to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (B) To grant my/our proxy to vote at my/our intention as follows:

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda 4. To consider and approve the dividend payment for the year 2022's operating results.**

☐ (A) To grant my/our proxy to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (B) To grant my/our proxy to vote at my/our intention as follows:

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda 5. To consider and approve the remuneration to directors and staffs for 2022.**

☐ (A) To grant my/our proxy to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (B) To grant my/our proxy to vote at my/our intention as follows:

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda 6. To consider and fix the meeting allowance to directors for 2023.**

☐ (A) To grant my/our proxy to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (B) To grant my/our proxy to vote at my/our intention as follows:

☐ Approve

☐ Disapprove

☐ Abstain



**Agenda 7. To consider and elect the directors in replacement of those who are retired by rotation.**

- ☐ (A) To grant my/our proxy to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- ☐ (B) To grant my/our proxy to vote at my/our intention as follows:
- ☐ Vote for all the nominated directors
- ☐ Vote for an individual nominated director

1. Mr. Chai Sophonpanich

☐ Approve

☐ Disapprove

☐ Abstain

2. Mr. Premchai Karnasuta

☐ Approve

☐ Disapprove

☐ Abstain

3. Mrs. Nijaporn Charanachitta

☐ Approve

☐ Disapprove

☐ Abstain

4. Mr. Cheng Chen-You

☐ Approve

☐ Disapprove

☐ Abstain

5. Mr. Sai Wah Simon Suen

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda 8. To consider and appoint the auditors and fix the audit fee for 2023.**

- ☐ (A) To grant my/our proxy to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- ☐ (B) To grant my/our proxy to vote at my/our intention as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 9. To consider and approve the amendment of the Articles of Association of the Company**

- ☐ (A) To grant my/our proxy to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- ☐ (B) To grant my/our proxy to vote at my/our intention as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 10. To consider other issues. (If any)**

- ☐ (A) To grant my/our proxy to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- ☐ (B) To grant my/our proxy to vote at my/our intention as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

(5) Voting of proxy in any agenda that is not as specified in this proxy shall be considered as invalid and not signify my voting as the shareholder.

(6) In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the Meeting consider or passes any resolutions other than those specified above, including the case of any amendment or addition of any fact, the proxy shall have the rights to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any actions performed by the proxy in this Meeting shall, unless the proxy cast the votes not in compliance with my/our intention specified herein, be deemed to be the actions performed by myself/ourselves in all respects.

Signed ..... Grantor  
(.....)

Signed ..... Proxy  
(.....)

Signed ..... Proxy  
(.....)

Signed ..... Proxy  
(.....)

- Remarks
1. A shareholder appointing a proxy must authorize only one proxy to attend and vote at the Meeting. The number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.
  2. Regarding the election of directors, the proxy can either elect the whole set of the nominated directors or by individual.
  3. If the matters to be considered are more than those specified above, the proxy grantor may apply the Supplemental Proxy Form B as attached.

## **Supplemental Proxy Form B**

The proxy is granted by a shareholder of Charoong Thai Wire and Cable Public Company Limited.

At the 2023 Annual General Meeting of Shareholders to be held on Monday, April 24, 2023 at 2.30 p.m. via Electronic Means (E-AGM).

**Agenda..... Subject.....**

- ☐ (A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (B) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

**Agenda..... Subject.....**

- ☐ (A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (B) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

**Agenda..... Subject.....**

- ☐ (A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (B) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

**Agenda 7. To consider and elect the directors in replacement of those who are retired by rotation. (continued)**

1. Name of Director.....  

☐ Approve                      ☐ Disapprove                      ☐ Abstain
2. Name of Director.....  

☐ Approve                      ☐ Disapprove                      ☐ Abstain
3. Name of Director.....  

☐ Approve                      ☐ Disapprove                      ☐ Abstain
4. Name of Director.....  

☐ Approve                      ☐ Disapprove                      ☐ Abstain
5. Name of Director.....  

☐ Approve                      ☐ Disapprove                      ☐ Abstain