



- Translation -

29 February 2024

Subject: Notification of Non-payment of Dividend and Schedule of the 2024 Annual General Meeting of Shareholders via an Electronic Meeting (E-Meeting)

To: Managing Director  
The Stock Exchange of Thailand

TCM Corporation Public Company Limited (the "Company") would like to inform the resolutions on the important agenda of the Board of Directors Meeting of the Company No. 2/2024, held on 29 February 2024, as follows:

1. That the report on the Company's operating results and the Annual Report (Form 56-1 One Report) in respect of the year 2023 be proposed to the shareholders' meeting for acknowledgment.
2. That the audited statement of financial position and statements of comprehensive income of the Company for the fiscal year ended 31 December 2023 be proposed to shareholders' meeting for further consideration and approval.
3. That the appropriation of the annual net profit as a legal reserve of 1,997,651.65 Baht and the non-payment of dividend from the operating result of the fiscal year 2023 be proposed to the shareholders' meeting for further consideration and approval.
4. That the payment of the bonus for the year 2023 to the Board of Directors of the Company in the amount not exceeding 1,000,000 baht, whereby the Chairman of the Board is assigned to consider an allocation of the bonus to each of the Directors as appropriate, be proposed to shareholders' meeting for further consideration and approval.
5. That the appointment of Mr. Soravis Krairiksh, Mr. Suvitcha Nativivat and Mrs. Duangjai Lorlertwit, the Company's directors, who will retire by rotation to be directors of the company for another term, be proposed to the shareholders' meeting for further consideration and approval.
6. That the determination of Directors' remuneration for the fiscal year 2024 for the Board of Directors and Audit Committee, which is increased from the year 2023 at 5,000 baht/month for the Chairman of the Audit Committee and 5,000 baht/month for the Audit Committee, be proposed to the shareholders' meeting for further consideration and approval as follows:

Position	Meeting Allowance (Baht/Attendance)	Monthly Fee year 2023 (Baht/Month)	Monthly Fee year 2024 (Baht/Month)
Chairman of the Board of Directors	25,000	-	-
Directors (salary unpaid)	20,000	-	-
Chairman of the Audit Committee	-	15,000	20,000
Audit Committee	-	10,000	15,000



7. That the appointment of Miss Sulalit Ardsawang, Certified Public Accountant Registration No.7517, and/or Miss Nannaphat Wannasomboon, Certified Public Accountant Registration No.7793, and/or Mr. Peradate Pongsathainsak, Certified Public Accountant Registration No.4752 and/or Miss Soraya Tintasuwan Certified Public Accountant Registration No.8658, the auditors of Dharmniti Auditing Co., Ltd., as the Company's auditors for the fiscal year 2024 with the remuneration of up to 3,400,000 baht, 2.87% increase from the previous year, be proposed to shareholders' meeting for further consideration and approval.
8. That the 2024 Annual General Meeting of Shareholders be held on 26 April 2024 at 10.00 a.m., only via the electronic media by relaying from TCM Corporation Plc. with the following agenda.
  - Agenda 1. To acknowledge the minutes of the 2023 Annual General Meeting of Shareholders
  - Agenda 2. To acknowledge the report on the Company's operating results for the year 2023 and the Annual Report (Form 56-1 One Report)
  - Agenda 3. To consider and approve the audited statement of financial position and statements of comprehensive income for the fiscal year ended 31 December 2023
  - Agenda 4. To consider and approve the appropriation of profit from the operating result of the fiscal year 2023 and the non-payment of dividends to shareholders.
  - Agenda 5. To consider and approve bonus payments for the year 2023 to the Board of Directors.
  - Agenda 6. To consider and approve the appointment of directors replacing those retiring by rotation.
  - Agenda 7. To consider and approve the director's remuneration for the year 2024.
  - Agenda 8. To consider and approve the appointment of auditors, and their remuneration for the year 2024.
  - Agenda 9. Other business (if any)

In this regard, if shareholders are unable to attend the 2024 Annual General Meeting of Shareholders via electronic meeting (e-meeting), the Company recommends the shareholders appoint an independent director of the Company as their proxy to attend the meeting on their behalf.

9. That 15 March 2024 is to be fixed as the record date for determining the list of shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders via an electronic meeting (e-meeting).

Please be informed accordingly.

Yours Faithfully,  
TCM Corporation Public Company Limited

-Signed-

(Mrs. Noppaporn Aphiwatthanakul)  
Finance Director

## Form to Report on Names of Members and Scope of Work of the Audit Committee

The Board of Directors meeting of TCM Corporation Public Company Limited No. 2/2024 held on February 29, 2024, resolved the meeting's resolutions in the following manners:

**Appointment/Renewal:**

- |                                     |                          |
|-------------------------------------|--------------------------|
| (1) Chairman of the audit committee | Mr. Soravis Krairiksh    |
| (2) Member of the audit committee   | Mrs. Duangjai Lorlertwit |
| (3) Member of the audit committee   | Mr. Suvitcha Nativivat   |
- , the appointment/renewal of which shall take an effect as of March 25, 2024.

Determination/Change in the scope of duties and responsibilities of the audit committee with the following details:

-None of Change-

The audit committee is consisted of:

- |                                    |                           |                       |
|------------------------------------|---------------------------|-----------------------|
| 1. Chairman of the audit committee | Mr. Soravis Krairiksh     | term in office 1 year |
| 2. Member of the audit committee   | Mrs. Duangjai Lorlertwit  | term in office 1 year |
| 3. Member of the audit committee   | Mr. Suvitcha Nativivat    | term in office 1 year |
| Secretary of the audit committee   | Mr. Viritphol Ngampailin. |                       |

Enclosed hereto is - copies of the certificate and biography of the audit committee. The audit committee number(s) 1-2 have adequate expertise and experience to review creditability of the financial reports.

The audit committee of the company has the scope of duties and responsibilities to the Board of Director on the following matters:

1. To review that the Company's financial reports are correct, and disclosure of information are adequate.
2. To review that the Company's has established appropriate and effective internal control system and internal audit system, and observe the independence of the internal audit unit, as well as to approve the appointment, transfer and dismissal of the head of the internal audit unit or any other units responsible for the internal audit.
3. To review that the Company abides by the law and regulations of the Securities and Exchange Commission and/or the regulations of the Stock Exchange of Thailand, or any relevant laws governing the Company's business.
4. To review that the Company abides by the policy and guidelines of the Company's Anti-Corruption measure.
5. To select and propose for appointment of the Company's auditor and the audit fee, as well as reappointment or removal of continuing auditor based on the trustworthiness, adequacy of the resources and audit work amount by the audit firm, as well as work experience of the personnel assigned to perform the financial audit of the Company; and to attend a meeting with the auditor without the presence of the management at least once a year.
6. To consider the connected transactions, or transactions that may involve conflict of interests and acquisition or disposition of assets in accordance with the laws and regulations of the Securities and Exchange Commission and/or the regulations of the Stock of Thailand to ensure that such transactions are appropriate and most beneficial to the Company.
7. To review that the Company has established an appropriate and effective Risk Management System.
8. To review and consent to internal audit plan and procedure of the Internal Audit Department to be fully effective throughout the Company and its subsidiaries or companies within the same group.

9. To review and proceed that the executives or management responsibility has established a system or procedure for receiving petitions or complaints including appropriate rectification and supervision over each petition or complaint case individually.
10. To annually assess performance of the Audit Committee and report the assessment results to the Company's Board of Directors for acknowledgment and consideration at least once a year.
11. To prepare the Report of the Audit Committee over the past year and disclose the report in the Company's Form 56-1 One Report. The Report of the Audit Committee must be signed by the Chairman of the Audit Committee and must at least contain the following information.
  - (a) Opinions concerning with correctness, completeness, and trustworthiness of the financial reports of the Company.
  - (b) Opinion concerning with the adequacy of the Company's internal control system.
  - (c) Opinion concerning with the Company's compliance with the laws and regulations of the Securities and Exchange Commission and/or regulations of the Stock Exchange of Thailand, or any relevant laws governing the Company's business.
  - (d) Opinion concerning the appropriateness of the auditor.
  - (e) Opinion concerning with the connected transactions or transactions that may involve conflict of interest and acquisition or disposition of assets as stipulated by the laws.
  - (f) The number of the Audit Committee's Meeting and attendance record for each of the Audit Committee Members each year.
  - (g) Opinions or overall observations that the Audit Committee has received by performing according to the Charter as established by the Board of Directors.
  - (h) Other reports which should be acknowledged by the shareholders and general investors under the duties and responsibilities as assigned by the Board of Directors of the Company.
12. To perform other activities as delegated by the Company's Board of Directors with consent from the Audit Committee considering case-by-case.
13. To periodically present the Report of the Audit Committee to the Company's Board of Directors at least once every quarter.

The company hereby certifies that.

1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand; and
2. The scope of duties and responsibilities of the audit committee as stated above meet all the requirements of the Stock Exchange of Thailand

Signed ..... Director  
(Miss Piyaporn Phanachet)

(Seal)

Signed ..... Director  
(Mrs. Noppaporn Aphiwatthanakul)