



**Invitation to attend
The 2020 Annual General Meeting of Shareholders**

TEAM Consulting Engineering and Management Public Company Limited

**Thursday, July 16, 2020 at 14.00 hours
at the Meeting Room, 2nd Floor, TEAM Building
151 Nuan Chan Road, Nuan Chan Sub-district, Bueng Kum District
Bangkok 10230**

**No gift, foods and beverages provided
at the Annual General Meeting of Shareholders for the Year 2020.**

June 12, 2020

Subject: Invitation to attend the 2020 Annual General Meeting of Shareholders

To: Shareholders of TEAM Consulting Engineering and Management Public Company Limited

Enclosures:

1. Copy of the 2019 Minutes of Annual General Meeting of Shareholders
2. The Company's Annual Report for 2019 (on QR Code format)
3. Brief profile of the directors proposed for re-election as directors of the Company for an additional term
4. Information of the Company's Independent Directors for proxy granting
5. Proxy Forms (Form A, Form B and Form C) for proxy granting (recommend using Form B)
6. Guidelines and procedures for attending the Shareholders' Meeting and the grant of a proxy
7. The Company's Articles of Association concerning the Shareholders' Meeting
8. Map of the Meeting Venue

The Board of Directors of **TEAM Consulting Engineering and Management Public Company Limited** ("the Company") has resolved to convene the 2020 Annual General Meeting of Shareholders **on Thursday, July 16, 2020 at 14.00 hours**, at the meeting room, 2nd Floor, TEAM Building, 151 Nuan Chan Road, Nuan Chan Sub-district, Bueng Kum District, Bangkok 10230.

In order to define the agenda for the 2020 Annual General Meeting of Shareholders, the Company disclosed an announcement on its website to invite the shareholders to propose meeting agenda items in advance during November 1, 2019 to December 31, 2019. At the end of the period, no agenda items had been proposed, therefore, the Company would like to announce the meeting agendas approved by the Board of Directors as follows:

Agenda No. 1 To consider and approve the Minutes of the 2019 Annual General Meeting of Shareholders held on April 3, 2019

Objective

To propose the shareholders to approve the Minutes of the 2019 Annual General Meeting of Shareholders.

Facts and Rationale:

The 2019 Annual General Meeting of Shareholders was held on April 3, 2019. The meeting resolved to approve the matters as stipulated by the law. The Company has prepared the minutes of the said meeting within 14 days

from the date of the meeting. The said minutes shall be submitted to the upcoming Annual General Meeting of Shareholders for confirmation.

Board's Opinion

The Board is of the opinion that the said minutes had been recorded correctly and completely and should be proposed to the Annual General Meeting of Shareholders for approval, with details as appeared in **Enclosure No. 1.**

Voting Requirement

The resolution of this agenda requires the majority votes of shareholders who attend the meeting and cast their votes.

Agenda No. 2 **To acknowledge the report on the Company's operating results for year ended December 31, 2019**

Objective

To propose the shareholders to acknowledge the Company's operating results for the year 2019.

Facts and Rationale

The Public Limited Companies Act B.E. 2535, Section 113, and Article 40 of the Company's Articles of Association state that the Board of Directors shall deliver to the shareholders the Annual Report along with the notice for the Annual General Meeting of Shareholders. The Company prepared a correct and complete report on the Company's operations and the Annual Report for 2019 in compliance with the Public Limited Companies Act B.E. 2535 and the criteria of the Office of the Securities and Exchange Commission, details have disclosed in the 2019 Annual Report (on QR Code format), with details as appeared in **Enclosure No. 2.**

Board's Opinion

The Board is of the opinion that the report on the Company's operating results for year ended December 31, 2019 is accurate and deems it appropriate to propose to the Annual General Meeting of Shareholders for acknowledgment.

Voting Requirement

This agenda is for acknowledgment; therefore, there is no requirement for voting.

Agenda No.3 To consider and approve the Company's 2019 financial statements for the fiscal period ended on December 31, 2019

Objective

To propose the shareholders to consider and approve the Company's 2019 financial statements for the fiscal period ended December 31, 2019.

Facts and Rationale

According to the Public Limited Companies Act B.E. 2535, Sections 109, 110, 112 and Article 38, 39 of the Company's Articles of Association, prescribe that the Company shall arrange for the preparation and maintaining of accounts as well as the auditing thereof accordance with the governing laws, and shall manipulate the balance sheet and statement of profit and loss at least once every twelve (12) months of the fiscal period of the Company, and propose the Annual General Meeting of Shareholders for approval. Moreover, the Board of Directors shall provide an auditor to examine and complete the financial statements before presenting in the Shareholders' Meeting.

The key information of the Company's financial status and operating results for the year 2019 ended December 31, 2019 are as follows:

Unit: million baht

Items	Consolidated Financial Statements	Separate Financial Statements
Total Assets	1,886	1,468
Total Liabilities	958	650
Total Shareholders' Equity	928	817
Service Income	1,836	1,184
Net Profit	115	83
Basic Earnings Per Share (Baht/Share)	0.17	0.12
Cash flow from operating activities	234.6	141.4
Cash flows from investing activities	(31.3)	21.7
Cash flow from financing activities	(98.3)	(96.6)

Audit Committee's Opinion

The Audit Committee has considered and reviewed the Company's 2019 financial statements for the fiscal period ended on December 31, 2019,

which were audited and signed by the auditor from EY Office Limited, and deems it appropriate to propose that the Board of Directors submit the Company's 2019 financial statements for the fiscal period ended on December 31, 2019 to the Annual General Meeting of Shareholders for consideration and approval.

Board's Opinion

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the Company's 2019 financial statements for the fiscal period ended on December 31, 2019 which were audited and signed by the auditor of the Company, and reviewed by the Audit Committee.

Voting Requirement

The resolution of this agenda requires the majority votes of shareholders who attend the meeting and cast their votes.

Agenda No.4 To consider and approve the appropriation of the legal reserve and to acknowledge the Interim Dividend Payments.

Objective

To propose the shareholders to consider and approve the appropriation of the legal reserve and acknowledge the Interim Dividend Payments.

Facts and Rationale

According to the Public Limited Companies Act B.E. 2535, Section 115 and Article 44 of the Company's Articles of Association state that the dividend shall not be paid from other types of money other than profits. In the case where a company has incurred accumulated loss, no dividend may be paid. The dividend shall be distributed in accordance with the number of shares with each share receiving an equal amount. According to the Public Limited Companies Act B.E. 2535, Section 116 and Article 45 of the Company's Articles of Association states that the Company must appropriate at least five (5) percent of its annual net profit as legal reserve, less accumulated loss brought forward (if any) until the legal reserve reaches an amount of not less than ten (10) percent of its registered capital.

The Company has a policy to pay dividend to shareholders each year not less than 40 percent of net profit of the separate financial statements of the Company after the deduction of corporate income tax and all reserve funds as required by law. However, the said dividend payment may change depending on the business operation results, financial status, liquidity

investment plan, and legal conditions including the management factors, necessity and other suitable factors in the future. In addition, the dividend payment shall not significantly affect to the normal operation of the Company.

The Stock Exchange of Thailand and Department of Business Development, Ministry of Commerce have given guidelines for listed companies which have been affected by COVID-19 to arrange the Interim dividend payments. After such payments have been made, it shall be reported for acknowledgment at the shareholders meeting.

The Company has net profit from the operating results for the year ended December 31, 2019 (from January 1, 2019 to December 31, 2019) according to the separate financial statements of the Company in the amount of Baht 82,589,474 (eighty-two million five hundred eighty-nine thousand four hundred seventy-four baht only), after deducing actuarial gain (loss) arising from post-employment benefits reservation, the Company has comprehensive income in the amount of Baht 61,100,513 (sixty-one million one hundred thousand, five hundred and thirteen baht only) and unappropriated retained earnings in the amount of Baht 42,848,044 (forty-two million eight hundred forty-eight thousand forty-four baht only). As a result, the Company has allocated the profit as a legal reserve at Baht 4,200,000 (four million two hundred thousand baht only), representing 5 percent of the net profit and distributed the interim dividend into two payments with as the following details.

1. The interim dividend for the first half of 2019 operating result.

On August 7, 2019, the Company, by the Resolutions of the Board of Directors' meeting No. 3/2019, resolved to approve the payment of the interim dividend to the Company's shareholders holding totaling of 680,000,000 shares at the rate of Baht 0.05 per share (before withholding tax) or the total amount of Baht 34,000,000 (thirty-four million baht only). Such dividend payment was the payment from the retained earnings of the Company in the amount of Baht 18,360,000 (eighteen million three hundred sixty thousand baht only) or at the rate of Baht 0.027 per share and was paid from the net profit of the separate financial statements ended June 30, 2019 the total of Baht 15,640,000 (fifteen million six hundred forty thousand baht only) or at the rate of Baht 0.023 per share. The Company paid such dividend on September 5, 2019.

2. The interim dividend for the last half of 2019 operating result.

On April 7, 2020, the Company, by the Resolutions of the Board of Directors' meeting No. 2/2020, resolved to approve the payment of the interim dividend to the Company's shareholders holding totaling of 680,000,000 shares at the rate of Baht 0.06 per share (before withholding tax) or the total amount of Baht 40,800,000 (forty million eight hundred thousand baht only). The Company paid such dividend on May 7, 2020.

The totaling interim dividend payment of Baht 0.11 per share (before withholding tax), the total amount of Baht 74,800,000 (seventy-four million eight hundred thousand baht only), which was paid from the retained earnings of the Company in the amount of Baht 18,360,000 (eighteen million three hundred sixty thousand baht only) and paid from the net profit of the separate financial statements for the year 2019 in the amount of Baht 56,440,000 (fifty-six million four hundred forty thousand baht only), representing 92.37 percent of the net profit. Such the dividend payment is in accordance with the dividend payment policy and the Articles of Association of the Company. No additional dividend shall be paid for the Operating Results in the Year 2019.

The comparison of dividend payment ratio for the year 2018 and 2019

Details of dividend payment paid from the separate financial statements for the year ended	Year 2018	Year 2019
Net profit ratio per share (Baht)	0.134	0.12
Dividend payment ratio per share (Baht)	0.15	0.11
<ul style="list-style-type: none">• Dividend for the first 6 months of the year<ul style="list-style-type: none">○ Interim dividend<ul style="list-style-type: none">- Paid from the retained earnings brought forward- Paid from the net profit ended June 30	<ul style="list-style-type: none">0.0750.0250.05	<ul style="list-style-type: none">0.050.0270.023
<ul style="list-style-type: none">• Dividend for the last 6 months of the year<ul style="list-style-type: none">○ Interim dividend○ Annual dividend	<ul style="list-style-type: none">-0.075	<ul style="list-style-type: none">0.06-
Total dividend payment ratio per comprehensive income (%)	83.53	92.37
Number of common share (million shares)	680	680
Par Value of Share (Baht)	0.50	0.50

Board's Opinion

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the appropriation of the legal reserve and acknowledge the 2019 interim dividend payments. as follows:

1. To approve the appropriation of the legal reserve in the amount of Baht 4,200,000 (four million two hundred thousand baht only), or representing a portion of 5 percent of 2019 Net Profits.
2. To acknowledge the two interim dividend payments, with the total value of totaling Baht 0.11 (before withholding tax) per share, the total amount of Baht 74,800,000 (seventy-four million eight hundred thousand baht only), which was paid from the retained earnings of the Company in the amount of Baht 18,360,000 (eighteen million three hundred sixty thousand baht only) and paid from the net profit of the separate financial statements for the year 2019 in the amount of Baht 56,440,000 (fifty-six million four hundred forty thousand baht only). Such dividend payment is in accordance with the dividend payment policy and the Articles of Association of the Company. No additional dividend shall be paid for the Operating Results in the Year 2019.

Voting Requirement

The resolution of this agenda requires the majority votes of shareholders who attend the meeting and cast their votes.

Agenda No.5 To consider the election of directors in replacement of those who are retiring by rotation

Objective

To propose the shareholders to consider and approve the election of directors to replace those who are retiring by rotation.

Facts and Rationale

According to the Public Limited Companies Act B.E. 2535, Section 71 and the Company's Articles of Association, Article 17 state that one-third (1/3) of the Company's directors must retire by rotation at every Annual General Meeting of Shareholders. If the number of directors is not a multiple of three, the number of directors that is closest to one-third shall retire. The directors who retire from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has been in the office for the longest period shall

retire and such director who retires by rotation shall be eligible to be re-elected for another term.

List of the directors who are retiring by rotation in 2020

No.	Name of Directors	Position
1	Mr. Sanit Rangnoi	Independent Director/ Chairman of the Board of Directors/ Chairman of the Audit Committee
2	Dr. Prasert Patramai	Deputy Chairman of the Board/ Chairman of the Nomination and Compensation Committee
3	Mr. Chawalit Chantararat	Director/ Chairman of the Executive Committee

The Company has disclosed on the Company's website to invite the shareholders to propose names and personal information of persons who obtain the qualifications in accordance with relevant laws for selecting as the Company's directors from November 1, 2019 to December 31, 2019, but no minority shareholders proposed names of any person to be nominated as directors of the Company.

Criteria and method of directors' nomination

The nomination process of the Company's directors was considered by the Nomination and Compensation Committee. The said Committee has thoroughly considered and opined that the above three directors have the suitable qualifications to be directors of the Company. They are knowledgeable and have experience which can support the business operation of the Company. They also are qualified as a director in accordance with the Good Corporate Governance Principle and the Notification of the Securities and Exchange Commission No. KorJor. 3/2560 Subject: Determination of the lack of trustworthiness of directors and executives. In addition, throughout the period of time, the three retiring directors have performed their duties, devoted themselves to the Company and provided recommendations beneficial to the Company's business operations. Therefore, it is deemed appropriate to propose the said three retiring directors to be re-elected as the directors of the Company for additional term.

Moreover, the Nomination and Compensation Committee has considered and opined that Mr. Sanit Rangnoi, the independent directors, have full qualifications in accordance with the definition of independent directors of the Company as required by the Office of the Securities and Exchange Commission. The said directors are able to provide the opinions independently. In this regards, the Company has enclosed the profile of the said directors as well as their shareholdings in the Company, their acting in the position of a director or an executive in other businesses including the definition of the independent director, details as appeared in **Enclosure No. 3.**

Board's Opinion

The Board of Directors, excluding the committee member who has conflict of interest, has thoroughly considered and deemed it appropriate to propose the Annual General Meeting of Shareholders to consider the re-election of three retiring directors as the Company's directors for an additional term according to the opinion of the Nomination and Compensation Committee.

Voting Requirement

The resolution of this agenda requires the majority votes of shareholders who attend the meeting and cast their votes.

Agenda No. 6 To consider the Remuneration of the Company's Directors for the year 2020

Objective

To propose to the shareholders to consider and approve the Company's Directors Remuneration for the year 2020 and annual reward for the year 2020.

Facts and Rationale

According to the Public Limited Companies Act B.E. 2535, section 90, states that a company shall not pay money or give any property to any director unless it is a payment of remuneration under the Articles of Association of the company. If it is not so stipulated in the Articles of Association of the company, the payment of remuneration shall be in accordance with the resolution of the shareholders meeting by a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting. Article 22. of the Company's Articles of Association states that the directors are entitled to receive remuneration from the Company by way of rewards, meeting allowances, gratuities, bonuses or other benefits as approved with the votes of not less than two-third (2/3) of

total votes of the shareholders attending the Meeting. The remuneration of directors may be fixed as a certain amount or set of specific criteria. The remuneration can be either determined from time to time or set to continue in effect until it is superseded by the shareholders meeting resolutions. In addition, the directors are entitled to receive allowances and other fringe benefits in accordance with the Company's regulations.

Criteria and procedure for proposal of the Directors' Remuneration

Such remuneration was considered by the Nomination and Compensation Committee. The said Committee has carefully considered such matter by taking the duties and responsibilities of the Board of Directors, their duties and working for the Board of Directors, type of the remuneration, payment method of remuneration and the amount of remuneration for directors, type and sizes of business including markets and competitors. The said remuneration shall be in appropriate and adequate to motivate to retain the sufficient directors and deem it appropriate to propose the Annual General Meeting of Shareholders to consider as the following details.

Remuneration of the Company' directors for the year 2020

The monthly remuneration of the directors, meeting allowances and rewards for the year 2020 in amount of not exceeding Baht 7,000,000 (Seven Million baht only) as per the opinion of the Remuneration and Compensation Committee, which is equivalent to the remuneration in year 2019, was considered from the previous of directors' remuneration rate, the Company's operating results and compare with the same company industry which is the similar size and profits. The details are as follows:

The Annual Remuneration in 2020 for the Company's Directors

Board of Directors	Remuneration (per person)
1. Remuneration of the Board of Directors 1.1 <u>Directors' Monthly Remuneration</u> (same rate in 2019) <ul style="list-style-type: none"> Chairman of the Board Deputy Chairman Director 1.2 <u>Meeting allowance</u> (same rate in 2019)	37,500 Baht / Month 32,500 Baht / Month 25,000 Baht / Month

Board of Directors	Remuneration (per person)
<ul style="list-style-type: none"> • Chairman of the Board • Deputy Chairman • Director 	7,500 Baht / Time 6,500 Baht / Time 5,000 Baht / Time
1.3 <u>Rewards</u> <u>Note:</u> A director who engages in full-time business administration of the Company and receives fixed salary will not receive remuneration in 1.1 and 1.2.	
2. Remuneration of the Audit Committee 2.1 <u>Directors' Monthly Remuneration</u> <ul style="list-style-type: none"> • Chairman of the Audit Committee • Member of the Audit Committee 2.2 <u>Meeting allowance</u> (same rate in 2019) <ul style="list-style-type: none"> • Chairman of the Audit Committee • Member of the Audit Committee 	30,000 Baht / Month 20,000 Baht / Month 7,500 Baht / Time 5,000 Baht / Time
3. Remuneration of the Nomination and Compensation Committee 3.1 <u>Directors' Monthly Remuneration</u> 3.2 <u>Meeting allowance</u> (same rate in 2019) <ul style="list-style-type: none"> • Chairman of the Nomination and Compensation Committee • Member of the Nomination and Compensation Committee 	- None - 7,500 Baht / Time 5,000 Baht / Time
4 . Other Remuneration	- None-

Annual rewards payment for the year 2019

The Board of Directors Meeting No. 1/2020, held on February 19, 2020, resolved to pay rewards of Baht 1,732,000 (One Million seven hundred thirty-two thousand baht only) representing a portion of 1.5 percent of net profit from the consolidated financial statements of the year 2019 [The rewards paid from the net profit of the year 2018 in the amount of Baht 2,271,170 (two million two hundred seventy-one thousand one hundred

seventy-one baht only) representing a portion 2.0 percent of the net profit from the consolidated financial statements of the Company]. The Board of Directors shall allocate the amount of such annual rewards among themselves.

Board's Opinion

The Board of the Directors deemed it appropriate to propose the Annual General Meeting of Shareholders to consider and approve the remuneration of the directors for the year 2020 in amount of not exceeding Baht 7,000,000 (seven million baht only) and to pay the annual rewards for the year 2019 of Baht 1,732,000 (one million seven hundred thirty-two thousand baht only) according to the opinion of the Nomination and Compensation Committee. In addition, to propose the Annual General Meeting of Shareholders to approve in principle to pay the directors' remuneration at the same rate while waiting for the Annual General Meeting of Shareholders next year.

Voting Requirement

The resolution of this agenda requires the votes of not less than two-thirds (2/3) of the total votes of shareholders who attend the meeting.

Agenda No.7 To consider the appointment of the Company's Auditor and to fix the auditing fees for the year 2020 ended December 31, 2020

Objective

To propose shareholders to consider the appointment of the Company's Auditor and to fix the auditing fees for the year 2020 ended December 31, 2020.

Facts and Rationale

According to the Public Limited Companies Act B.E. 2535, Section 120 and the Company's Articles of Association, Article 36 state that the Annual General Meeting of Shareholders shall appoint an auditor and fix the auditing fees of the auditor. In addition, the criteria for the change of the auditors every seven fiscal years in accordance with the related Notification of the Capital Market Supervisory Board prescribes that a company is not permitted to appoint the same auditor who has been the auditor of the Company for the previous consecutive for 7 years.

The Audit Committee has considered the work experiences of the Auditors of EY Office Limited that can perform duties appropriately and has no conflict of interest with the Company, subsidiaries, the executives and major shareholders or any related persons of those persons. Therefore, EY Office

Limited is able to conduct the audits on the Company's schedule and can audit rapidly and efficiently due to its well understanding pertinent to the Company's business. Therefore, the Audit Committee proposed that the Board of Directors submit to the shareholders to consider and appoint the auditors from EY Office Limited as the Company's auditors for the year 2020 ended December 31, 2020 by allowing any one of them to conduct an audit and comment on the financial statements of the Company and proposed to fix the auditing fees for the year 2020 ended December 31, 2020 in the amount of Baht 2,800,000 (two million eight hundred thousand baht only) which is the appropriate rate. The details are as follows:

Name of Auditor	C.P.A. License No.	Year(s) as the Auditor of the Company
1. Mr. Chatchai Kasemsrithanawat	5813	3 years (appointed in 2016 and 2018-2019)
2. Miss Siraporn Ouaganunkun	3844	2 years (appointed in 2018 and 2019)
3. Mrs. Chonlaros Suntiasvaraporn	4523	1 year (appointed in 2019)

The auditing fees for the year 2020 is as follows:

1. The review fees for a quarterly financial statement is amount of Baht 315,000 (three hundred fifteen thousand baht only) per quarter, totaling Baht 945,000 (nine hundred forty-five thousand baht only).
2. Annual auditing fees is amount of Baht 1,855,000 (one million eight hundred fifty-five thousand baht only)
3. Other Fee (Non-Audit Fee) -None-

The total of the review fees for a quarterly financial statement and the annual auditing fees amounting to Baht 2,800,000 (two million eight hundred thousand baht only), which is the same rate with the auditing fees for the year 2019. In addition, the said auditors have no conflict of interest with the Company, subsidiaries, the executives, major shareholders or any related person of those persons. Therefore, the said auditors are able to audit and express its opinions on the Company's financial statements independently and has provided the auditing services to the Company for 4 years since 2016 to 2019.

Moreover, the auditors of EY Office Limited are also the auditor of 6 subsidiaries of the Company.

The comparison table of auditing fees for the year 2019 and the year 2020

Year 2020 (proposed year)	Increase / (Decrease)	Year 2019
2,800,000	Same	2,800,000

Remark: There are no others fee to be paid to the auditors.

Board's Opinion

The Board of the Directors deemed it appropriate to propose the Annual General Meeting of Shareholders to consider and approve the appointment of auditors from EY Office Limited namely Mr. Chatchai Kasemsrithanawat, CPA. License No. 5813, Miss Siraporn Ouuanunkun, CPA. License No. 3844, and Mrs. Chonlaros Suntiasvaraporn, CPA. License No. 4523 by allowing any one of them to conduct an audit and comment on the financial statements of the Company according to the opinion of the Audit Committee as the Company's auditors for the year 2020 ended December 31, 2020 and approve the auditing fees for the year 2020 ended December 31, 2020 amounting to Baht 2,800,000 (two million eight hundred thousand baht only).

Voting Requirement

The resolution of this agenda requires the majority votes of shareholders who attend the meeting and cast their votes.

Agenda No. 8 To acknowledge extending and changing the objective of the use of funds raised through the sale of newly issued shares under Initial Public Offering (IPO).

Objective

To propose shareholders to acknowledge extending and changing the objective of the use of funds raised through the sale of newly issued shares under Initial Public Offering (IPO).

Facts and Rationale

According to the company's fund raising through the Initial Public Officer (IPO) during the period of 4-6 July 2018 which offered 180 million newly issued ordinary shares at initial selling price of 2.42 Baht per share with par value of 0.50 Baht per share. The Company hereby has planned usage of IPO proceeds as disclosed in the filling documents as follows:

(Unit: Million Baht)

No.	Planned usage of IPO proceeds (As shown in the prospectus)	Estimated amount of IPO proceeds	Estimated use IPO proceeds
1.	Investment in computer system, software and advanced technology	65.00	Within 2019
2.	Working Capital Management	345.77	Within 2019
	Total	410.77	

As of 31 December 2019, the Company has used net IPO proceeds of 370.99 Million Baht with following details:

(Unit: Million Baht)

No.	Planned usage of IPO proceeds (As shown in the prospectus)	Estimated amount of IPO proceeds	IPO Proceeds used until 31 December 2019	Balance of IPO proceeds as of 31 December 2019
1.	Investment in computer system, software and advanced technology	65.00	25.22	39.78
2.	Working Capital Management	345.77	345.77	-
	Total	410.77	370.99	39.78

On February 19, 2020, the Board of Directors Meeting No. 1/2020 resolved to approve the extension of time for the usage of fund raising through the Initial Public Offering (IPO) with the balance of IPO proceeds as of December 31, 2019, is Baht 39.78 Million provided that the time use IPO proceeds is scheduled to take place within the year 2020, It was further approved that the change of the purpose of the use of proceeds for investing in computer system, software and investment in business relating to advanced technology. The said change does not exceed 15 percent of the proceeds from IPO, which is not material and complies with the Notification of the Office of the Securities and Exchange Commission No. SorJor.63/2561.

Board's Opinion

The Board of the Directors deemed it appropriate to propose the Annual General Meeting of Shareholders to acknowledge extending and changing the objective of the use of funds raised through the sale of newly issued shares under Initial Public Offering (IPO) with the balance of IPO proceeds as of December 31, 2019, is Baht 39.78 Million provided that the time use IPO proceeds is scheduled to

take place within the year 2020. The purpose of the use of proceeds is to invest in computer system, software, and investment in business relating to advanced technology.

Voting Requirement

This agenda is for acknowledgment; therefore, there is no requirement for voting.

Agenda No.9 Other Business (if any)

The Company has closely monitored the outbreak of Coronavirus Disease 2019 (COVID-19) situation and deeply concerned about the safety of all attendees and its staff due to the mentioned situation. The Company shall organize the meeting and ensures maximum safety and comply with all relevant guidelines and recommendations issued by government agencies and related organizations in relating to organizing meetings, seminars, and other activities involving the gathering of a large number of people.

In this regard, the Company will arrange the venue of the annual general meeting of shareholders in according to social distancing advice which has the capacity to host about 50 seats in the meeting room. This is to ensure no gathering of a large number of people for safety and hygiene of all meeting participants and staffs

The Company would like to request the kind cooperation from Shareholders to grant a proxy to the Company's Independent Directors, namely General Wichien Sirisoonthorn, the independent director, the Audit Committee member and the Nomination and Compensation Committee member, or to Mrs. Suvimol Chrityakierne, the independent director and the Audit Committee member (details of their profile as appeared in **Enclosure No. 4.**) as a proxy grantor and voting on behalf of you in the meeting. The Company's Independent Directors who represent to be proxy are considered to have no special conflict of interest in all agenda proposed for the meeting's consideration, except the agenda No. 6: "To consider the Remuneration of the Company's Directors for the year 2020".

Please fill in the information, sign and affix Baht 20 stamp duty to a proxy form by choosing one of the proxy forms i.e. Proxy Form A (General Form), or Proxy Form B (Specific Details Form), or Proxy Form C (for Foreign Shareholder Appointing Custodian in Thailand) as per **Enclosure No. 5.** Please study the guidelines and procedures for attending shareholders meetings and the proxy granting as per **Enclosure No. 6.**

In case of Shareholders who wish to attend the Meeting in person, the Company would like to request for your kind cooperation to strictly follow the Measures and Guideline for holding the Annual General meeting of Shareholders under the Circumstance of Coronavirus 2019 or COVID-19 to prevent and minimize the risk of COVID-19 spread.

For Shareholders to receive the utmost benefit from the Meeting including to reserve the Shareholder's privileges, if any Shareholders would like the Company's to give an explanation for any issues relating to the proposed agendas, questions can be sent in advance to the following channels:

- **Registered Mail:** To Corporate Secretary, TEAM Consulting Engineering and Management Public Company Limited 151 Nuan Chan Road, Nuan Chan Sub-district, Bueng Kum District, Bangkok 10230
- **Email:** cs@team.co.th
- **Facsimile:** +662 509 9090

The Company will conduct the meeting in accordance with the Company's Articles of Association as per **Enclosure No. 7**. If a shareholder has any inquiries regarding the agenda meeting, please contact the Company Secretary at telephone number 0 2509 9000 Ext. 2010 Ext. 112 or via email cs@team.co.th. The Shareholders can examine all details in the agenda of Annual General Meeting of Shareholders at the Company's website www.teamgroup.co.th.

By the Resolutions of the Board of Directors



(Mr. Sanit Rangnoi)
Chairman of the Board

Measures and Guideline for Holding the Annual General Meeting of Shareholders under the Circumstance of Coronavirus 2019

Due to the outbreak of the Coronavirus Disease 2019 (COVID-19), with kind concern for the health and safety of all meeting attendees and staff, the Company, therefore; provided the Precautionary Measures and Guidelines for holding the Annual General Meeting of Shareholders under the Circumstance of Coronavirus 2019 (COVID-19), which is compliance with measure issued by the Department of Disease Control, Ministry of Public Health as follows:

1. Shareholders are required to grant Proxy to the Company's Independent Directors to attend the Meeting instead of participating in persons.

1.1 Shareholders can grant a proxy to the Company's Independent Directors to attend and vote at the Meeting by using a proxy form as enclosure no. 5 or downloading via the Company's website (Pre-casting the vote for each agenda is recommended) and sending back the proxy form together with related documents or evidence as enclosure no.6 to the Company within July 15, 2020 to the address below:

Corporate Secretary

**TEAM Consulting Engineering and Management Public Company Limited
151 Nuan Chan Road, Nuan Chan Sub-district, Bueng Kum District,
Bangkok 10230, Thailand.**

1.2 To recognize how importance of the shareholders as well as to promote a good corporate governance, the Company provides Shareholders more options for submitting written questions relating to the agendas in advance. The Company shall record questions and answers in the AGM Minutes of Meeting by which Shareholders are required to indicate their name and surname. Shareholders are welcome to send them with the proxy form, appointing the Company's Independent Director as their proxies, or choosing channels as follows:

- **Registered Mail:** To Corporate Secretary, TEAM Consulting Engineering and Management Public Company Limited 151 Nuan Chan Road, Nuan Chan Sub-district, Bueng Kum District, Bangkok 10230
- **Email:** cs@team.co.th
- **Facsimile:** +662 509 9090

2. In case of Shareholders who wish to attend the Meeting in person, the Company would like to request your kind cooperation to strictly follow the Company's measures and guidelines to prevent and minimize the risk of COVID-19 spread as follow:

2.1 All attendees are required to fill in the COVID-19 Infection Risk Screening Form and the Company reserves the rights to not allow any attendees who have recently visited or returned from any disease infected zones as notified by the Ministry of

Public health, including those who have had close contact with those who have visited or returned from any disease infected zones, or being found of having risky symptoms such as fever, cough, sore throat, sneezing, and running nose to attend the Meeting. For those who cannot attend the meeting due to the reason explained above are able to appoint the company's Independent Director as their proxies to attend and vote at the Meeting. Please also note that concealment of health information or traveling record could be considered as the violation of the Communicable Diseases Act B.E. 2558.

2.2 All attendees requested to pass the temperature-screening point before entering the meeting. All attendees who have a body temperature of 37.5 degrees Celsius or higher will not be allowed to attend the meeting. Attendees who passed the health screening are requested to put on a sticker-marked clearly, and the Company would like to request all attendees to prepare and wear a facemask at all times and clean whose hands by using the alcohol-based hand sanitizer gel, provided by the Company at the meeting areas.

2.3 The Company reserves the right to not allow any attendees who do not pass the temperature-screening or do not complete the COVID-19 Infection Risk Screening Form to enter the Meeting.

2.4 The Company has organized the meeting venue to avoid crowded meeting area with the appropriate social distancing of 1-2 meters in various areas, which are temperature-screening points, document-checking points and registration counters, as well as limited number of shareholders in the elevator each round and limited number of available seats in the meeting room for approximately 50 seats with specific seating number for each attendee. Therefore, each attendee is required to sit as specified for the benefit of disease prevention for following up in case of any unforeseen circumstances. Once the seats are fully occupied, Shareholders, who attend the meeting in persons, are required to grant a proxy to the Company's Independent Directors to attend the Meeting instead of participating in persons.

2.5 To minimize the risk of COVID-19 spreading, the microphone will not be available for asking questions at the meeting. Attendees, who wish to ask any questions, are able to submit their written questions to the Company's staff to submit them to the Chairman of the Board of Directors.

3. The Company would not serve food and beverages at the Meeting in order to minimize the risk of the infection of COVID-19 spreading.

4. The meeting room would be cleaned a day in advance.

5. If there are any changes in the situation or additional AGM-related measures from the Government Official, the Company will inform Shareholders via the Company's website at www.teamgroup.co.th



บริษัท ทีม คอนซัลติ้ง เอนจิเนียริ่ง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน)
TEAM Consulting Engineering and Management PCL.

The Company would like to apologize for any inconvenience that may occurs, especially if a high number of meeting attendees cause a delay in the health screening and registration process.

Sincerely yours,

TEAM Consulting Engineering and Management PCL.



Question Form for 2020 Annual General Meeting of Shareholders
TEAM Consulting Engineering and Management Public Company Limited (TEAMG)
Thursday, July 16, 2020 at 14.00 hours

Attention: Corporate Secretary,
TEAM Consulting Engineering and Management Public Company Limited

I, (Mr. / Mrs. / Ms. / Others)

Please indicate with ✓ in the blank ()

() being a shareholder of TEAM Consulting Engineering and Management
Public Company Limited

() being a proxy ofwho is a shareholder of
TEAM Consulting Engineering and Management Public Company Limited

I wish to submit a question(s) of agenda for the 2020 Annual General Meeting of
Shareholders as follows:

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Remark: Please submit the completed “Question Form” within July 15, 2020 at 17.00 hours via one of the following channels:

- **Registered Mail:** To Corporate Secretary, TEAM Consulting Engineering and Management Public Company Limited 151 Nuan Chan Road, Nuan Chan Sub-district, Bueng Kum District, Bangkok 10230
- **Email:** cs@team.co.th
- **Facsimile:** 02-509-9090

Should you have any query or suggestion, please contact;

- Corporate Secretary Tel.: 02-509-9000 # 2010-1 # 112

TEAM Consulting Engineering and Management Public Company Limited
Minutes of the 2019 Annual General Meeting of Shareholders
on Wednesday, April 3, 2019 at the meeting room, 2nd Floor, TEAM Building,
151 Nuan Chan Road, Nuan Chan Sub-district, Bueng Kum District, Bangkok

The Meeting started at 14.00 hours

Dr. Prasert Patramai, the Chairman of the Board, acted as the Chairman of the meeting (“the Chairman”) welcomed the shareholders and informed that there were 72 shareholders attending the meeting in person and 64 by proxy, thereby representing a total of 136 shareholders with a total of 487,315,400 shares or representing 71.66 percent of the total issued shares of the Company amount of 680,000,000 shares, constituting a quorum in accordance with the Company’s Articles of Association and the meeting was held duly convened.

After the meeting having started, there were additional shareholder and proxies registered for attendance giving the total number of shareholders attending the meeting in person in the number of 85 shareholders and 72 shareholders by proxy, or representing a total of 157 shareholders with a total of 511,202,610 shares or representing 75.18 percent of the total issued shares of the Company amount of 680,000,000 shares.

The Chairman introduced the Directors, Executives, Auditor and Financial Advisor of the Company attending the meeting as follows:

Directors attending the meeting (8 out of 9 directors or representing 88.89 percent in total)

- | | |
|-------------------------------------|--|
| 1. Dr. Prasert Patramai | Chairman of the Board |
| 2. Mr. Sanit Rangnoi | Independent Director / Deputy Chairman / Chairman of the Audit Committee / Member of the Nomination and Compensation Committee |
| 3. General Wichien Sirisoonthorn | Independent Director / Member of the Audit Committee / Member of the Nomination and Compensation Committee |
| 4. Mrs. Suvimol Chrityakierne | Independent Director / Member of the Audit Committee |
| 5. Mr. Peerawat Premchun | Director / Chairman of the Nomination and Compensation Committee / Member of the Executive Committee |
| 6. Dr. Thanasarn Khuayjarernpanishk | Director / Chairman of the Risk Management Committee / Member of the Executive Committee |

- | | |
|-----------------------------|--|
| 7. Mr. Chawalit Chantararat | Director / Chairman of the Executive Committee /
Member of the Risk Management Committee / President |
| 8. Mr. Issarin Patramai | Director / Member of the Executive Committee /
Member of the Risk Management Committee / Senior
Executive Vice President – Finance |

Director(s) absent the meeting (Absent the meeting due to the business engagement in abroad)

- | | |
|-----------------------|----------|
| 1. Mr. Wera Sutesopon | Director |
|-----------------------|----------|

Top Executives attending the meeting

- | | |
|-------------------------------|--|
| 1. Mr. Chanchai Gawgirdwiboon | Senior Executive Vice President - Government Business |
| 2. Dr. Sirinimit Boonyuen | Senior Executive Vice President - International Business |
| 3. Dr. Aphichart Sramoon | Senior Executive Vice President - Private Business |

Top Executives from the Subsidiary Companies attending the meeting

- | | |
|------------------------------------|---|
| 1. Dr. Werapol Thonguthai | Managing Director, ATT Consultants Company Limited |
| 2. Mr. Nakorn Sanyasiri | Managing Director, TEAM Construction Management
Company Limited |
| 3. Dr. Teerawut Juirnarongrit | Managing Director, Geotechnical & Foundation
Engineering Company Limited |
| 4. Mr. Salyawate Prasertwitayakarn | Managing Director, SQ Architects and Planners
Company Limited |

Auditor attending the meeting

- | | |
|----------------------------------|---|
| 1. Mr. Chatchai Kasemsrithanawat | Certified Public Accountant Registration No. 5813,
EY Office Limited |
|----------------------------------|---|

Financial Advisor attending the meeting

- | | |
|---------------------------|---|
| 1. Mr. Parinya Wongpetkao | Vice President, Asset Pro Management Company
Limited |
|---------------------------|---|

The Chairman introduced Miss Supaporn Rojana-amornchai, the Company Secretary who performed as a Secretary of the meeting and record the minutes of the meeting.

The Chairman assigned Mrs. Kedsara Luengruengtip, Vice President, Corporate Legal Department, to inform the voting procedures in order to comply with related laws and the Articles of Association of the Company as follows:

1. The voting shall have 3 alternatives which are "Agree", "Disagree" or "Abstain" by allowing shareholders to vote in the ballots. The Company's staff would collect the ballots in order to count the votes respectively.

2. Proxies shall vote as specified by the shareholder in the proxy form only. If a shareholder has not specified his/her intention of voting or the specification is unclear or the meeting votes on an agenda not specified herein, the proxy shall have the right to consider and vote on the shareholder's behalf.
3. One share is equivalent to one vote and cannot be divided into partial votes.
4. The majority votes of shareholders who attend the meeting shall be required for a resolution of the meeting.
5. For the agenda no. 6 "To consider the Remuneration of the Company's Directors for the year 2019", not less than two-thirds (2/3) of the votes of shareholders who attend the meeting shall be required for a resolution of the meeting.
6. In the case of "Disagree" and "Abstain", the shareholders shall raise their hands so that the Company's staff could collect the ballots for votes counting.
7. For the counting of votes, the Company's staff shall collect the "Disagreement" or "Abstain" from voting ballots. Such collected ballots shall then be deducted from the total shares of shareholders or proxies who attend the meeting and cast their votes.
8. In the case of the shareholders who appointed a proxy and had specified the type of casting of their votes, the Company shall adopt their votes of "Agree", "Disagree" or "Abstain" for counting the votes in each agenda item according to the purpose of such shareholders.

Moreover, in case of the shareholders wish to inquire questions or express their opinions in the meeting, such shareholders shall raise their hand and state their names, last names and attending status before inquiring.

Before convening the meeting, for the sake of transparency in terms of vote counting, the Company provided an opportunity to shareholders to be the voting inspectors in order to witness the vote counting. In this respect, there were three representatives from the shareholders being the voting inspectors namely Dr. Asavin Chintakananda, Dr. Supattana Wichakul and Miss Mananchara Payaonoi.

After completed the explanation of the voting procedures, the Chairman then declared the meeting to consider the matters in accordance with the agenda as follows:

Agenda No. 1 To consider and certify the Minutes of the 2018 Annual General Meeting of Shareholders held on March 12, 2018

The Chairman assigned the Company Secretary to report the details in this agenda to the shareholders.

The Company Secretary reported the meeting that the 2018 Annual General Meeting of Shareholders was held on March 12, 2018. The meeting resolved to approve the conversion of a private company into a public limited company and other matters as stipulated by the law.

The Company had prepared the minutes of the said meeting within 14 days from the date of the meeting. The said minutes shall be submitted to the upcoming Annual General Meeting of Shareholders for confirmation.

The Chairman informed the meeting that the Board was of the opinion that the said minutes had been recorded correctly and completely and should be proposed to the 2019 Annual General Meeting of Shareholders for confirmation and the copy of the said minutes was dispatched to the shareholders together with the notice of this meeting.

After that, the Chairman provided an opportunity to shareholders to inquire questions and express their opinions on the relevant matters. However, there was no shareholder inquiring questions or expressing opinions in this agenda. Therefore, the Chairman proposed the meeting to cast their votes in this agenda. To consider approving this agenda must be adopted by a resolution with the majority votes of shareholders who attend the meeting and cast their votes.

Resolution **Having considered the matter, the meeting unanimously certified the said Minutes of the 2018 Annual General Meeting of Shareholders held on March 12, 2018 as follows:**

Approved	489,271,310	Votes,	or represented	100.00	Percent
Disapproved	0	Votes,	or represented	0.00	Percent
Abstained	0	Votes,	or represented	0.00	Percent
Voided Ballot	0	Votes,	or represented	0.00	Percent

Note: In this agenda, there were additional shareholders from when the meeting was being convened in the number of 13 shareholders holding 1,955,910 shares, the result of which was that there was the total number of 149 shareholders attending the meeting representing 489,271,310 shares or representing 71.95 percent of the total issued shares of the Company amount of 680,000,000 shares.

Agenda No. 2 To acknowledge the report on the Company's operating results for year ended December 31, 2018

The Chairman informed the meeting that the Public Limited Companies Act B.E. 2535, Section 113, and Article 40 of the Company's Articles of Association state that the Board of Directors shall deliver the Annual Report to the shareholders along with the notice for the Annual General Meeting of Shareholders. The Company prepared a correct and complete report on the Company's operations and the Annual Report for 2018 in compliance with the Public Limited Companies Act B.E. 2535 and the criteria of the Office of the Securities and Exchange Commission, details have disclosed in the 2018 Annual Report.

The Chairman then assigned Mr. Chawalit Chantararat, President, and Mr. Issarin Patramai, Senior Executive Vice President - Finance to report the significant details to the meeting.

Mr. Chawalit described the overview of business operations and the operations of the company and its subsidiaries as follows:

1. TEAM Consulting Engineering and Management Public Company Limited (TEAMG)
The company is a leader in environmental engineering and integrated management consultancy services both in the country and in the ASEAN region.
2. ATT Consultants Company Limited (ATT)
The company conducts the business of energy, oil and gas, power plant, petrochemical-related projects, berth, building, pipeline system and utilities.
3. Geotechnical & Foundation Engineering Company Limited (GFE)
The company operates the business as a specialist in geotechnical foundation and underground structures engineering consultancy as well as instrumentation services.
4. TEAM Construction Management Company Limited (TEAM-CM)
The company provides consulting services in construction management and construction supervision for various types of project including residential and commercial buildings, office buildings, condominiums, resorts, hospitals, warehouses, factories, showrooms, service centers, and infrastructure.
5. SQ Architects and Planners Company Limited (SQ)
The company conducts the business of planning and design of building architecture, interior design, landscape architecture, and design for urban development.
6. LTEAM SOLE Company Limited (LTEAM)
The company provides a full range of environmental management service provider in Lao PDR.
7. TLT Consultants Company Limited (TLT)
The company operates an environmental consultancy services in preparing environmental impact assessment reports.

Mr. Chawalit added that the businesses on integrated engineering consulting services of the Company and its subsidiaries are divided into five specialized as follows:

1. Transportation and logistics (TR) including road, bridge, motorway, mass transit system, double track railway system and high-speed railway, airport, port, traffic engineering, traffic management and logistics management.
2. Water Resources (WE) including water resource management and development for consumption and irrigation, hydrology, flood prevention and drainage, coastal engineering and hydropower project development.
3. Buildings and utilities (BI) including all types of buildings and utilities, various real estate development projects such as condominiums, hotels, shopping centers and mixed-use industrial estates, industrial factories, green building, city planning and regional planning, land development planning, buildings and industrial estates and Transit Oriented Development (TOD).

4. Environmental Management (ENV) including strategic environmental assessment, preliminary environmental study and analysis, environmental impact assessment, social impact assessment, health impact assessment environmental management planning, resettlement plan, and social development plan.
5. Energy (Energy, POW) including power generation from fossil fuel and all types of renewable energy sources which includes natural gas, hydroelectric power, wind, solar, biomass, biogas, nuclear waste, overhead cable replacement with underground cable, energy infrastructure development, energy conservation, energy management including independent engineer and due diligence.

In addition, Mr. Issarin Patramai, Senior Executive Vice President – Finance reported the meeting to acknowledge the Company's operating results for year ended December 31, 2018 as follows:

Revenue

In 2018, the Company and its subsidiaries report the total revenue in the amount of 1,666.5 million baht, growing by 3.7% from the previous year at 1,606.5 million baht, consisting of service revenue of 1,654.2 million baht or 99.3% of total revenue, representing 4.0% growth from the prior year. Meanwhile, other revenue came out at 12.3 million baht, representing 0.7% of total revenue.

Revenue from services

As of 31 December 2018, the Company and its subsidiaries posted revenue from services in the amount of 1,654.2 million baht, 4.0% growth compared to that of last year, as a result of significant project operation progress and the increase in new project acquisition thanks to the growth in government and private investments in various sectors. Revenue from government projects account for 51.7% or 855.8 million baht, following by revenue from private sector at 27.1% or 448.6 million baht and international projects at 14.1% or 231.5 million baht respectively.

- Government sector generated 855.8 million baht, a growth of 8.3% from the previous year. The main reason was from overall project implementation progress in various mega projects from the government, such as construction supervision of the Red Line Bangsue-Rangsit, construction supervision of the double-track railway Lopburi-Pak Nam Po. This was also enhanced by the new mega project acquisition in 2018, for instance, construction supervision of the Pink Line Khaerai - Minburi and specification design and preparation of the proposal for Laem Chabang Port construction project phase 3.
- Private sector amounted to 448.6 million baht, representing a growth of 15.3% from that of previous year. Mainly, the Company recognizes revenue from property development projects and large mass transit system in the urban area which includes the detailed design of the MRT Orange Line and the construction management of various property development projects especially condominiums developed by reputable property developers in the country, e.g., construction supervision of Life Asoke Rama 9, The Room Phayathai, Ideo

Mobi Rangnam and Plum Pinklao. These are mainly medium scale projects which the Group can continuously recognize revenue in the past year.

- International sector generated revenue of 231.5 million baht, a decrease of 31.8% from that of 2017. This was mainly due to the fact that a number of large scale international projects have entered their final phases. As a result, the Company can recognize the service revenue at much slower paces comparing to the previous years when the projects were in full swing. At present, the Company is under business development progress to undertake more large-scale international projects in the year 2019. In spite of this, international project operation is still the primary target of the Company and its subsidiaries. In 2018, the Company and its subsidiaries continue providing services in the various countries including Lao PDR, Vietnam, Myanmar and Timor Leste covering various industries such as roads, hydroelectric power plants, energy, waterworks, environment, buildings, urban development, and industrial estates.
- Related business generated revenue of 118.3 million baht, a growth of 64.7% from the previous year. Significant projects in related business area included Instrumentation works for the MRT Orange Line-contract E1, phase 2, Installation of dam instrumentation for Nam Ngiep project in Lao PDR. Accordingly, the revenue from related business significantly increased in 2018. Furthermore, the Company and its subsidiaries leverage service efficiency by applying advanced technologies such as Building Information Modelling (BIM) and Unmanned Aerial Vehicle (Drone) to the study, design and construction supervision projects related to buildings, urban development, industrial estates, and real estates.

Other revenues

In 2018, the Company and its subsidiaries have other revenue in the amount of 12.3 million baht, a decrease by 4.0 million baht or 24.3% from that of the previous year. The was due unusually high base in 2017, when the Company and its subsidiaries posted 7.9 million baht profit generated from asset sales which included land and property unused in the business operation. Rental and service revenue also reduced due to the optimization of asset utilization to ensure adequacy and the highest benefits to the business operation of the Company and its subsidiaries. Hence, the Company decided not to renew the office space rental contracts with related companies. Additionally, software sales and foreign exchange gains also contributed to other revenues.

Cost of service, gross profit and gross profit margin

In 2018, the Company and its subsidiaries incurred operating expenses in the amount of 1,525.1 million baht or 92.2% of revenue, an increase of 2.9% from the previous year at 1,481.5 million baht (the rate of increase of expense is less than that of revenue of 4.0%). Out of this amount, the cost of service came out at 1,107.1 million baht, or 66.9% of service income, rising from 65.0% from that of last year in accordance with the nature of projects in progress during the year. These cost of service mainly consists of professional remuneration, sub-contractors and equipment.

Factors affecting future operation

For the year 2019, the Company and its subsidiaries will continue to manage and implement various projects under the backlog list valued 3,426.3 million according to the contracts, leading to continual recognition of revenue. Furthermore, the upbeat investment trend in infrastructure and transportation systems from the government continues to grow, especially large-scale projects in the Eastern Economic Corridor or EEC and the national rail transit system development. The Company and its subsidiaries are constantly preparing for the bid of these mega projects with the aim to have more work and generate more revenue for the following years. The Company and its subsidiaries continue to focus on enhancing operating efficiency to increase profit.

Moreover, Mr. Issarin reported the meeting to acknowledge the financial position including the financial status as at December 31, 2018 of the Company and its subsidiaries as follows:

Assets

As of 31 December 2018, the Company and its subsidiaries have total assets worth 1,828.0 million baht, an increase by 522.9 million from 1,305.1 million at the end of the previous year, representing a 40.1% increase. Current asset came out at 1,328.8 million baht, an increase by 497.7 million baht from 831.1 million baht at the end of last year, or up by 59.9%. Non-current asset value 499.2 million baht, an increase of 25.2 million baht from 474.0 million baht or up by 5.3% from 2017 level.

Liabilities

Total liabilities came out at 900.7 million baht at the end of 2018, an increase of 67.6 million baht from the previous year at 833.1 million baht, representing 8.1%. Out of this, current liabilities was 693.0 million baht, an increase of 73.5 million baht from the last year of 619.5 million baht, up by 11.9% and non-current liabilities was 207.7 million baht, a decrease of 5.9 million baht from 213.6 million baht, representing a 2.7% decrease from 2017.

Shareholders' equity

Shareholders' equity was 927.3 million baht at the end of 2018, an increase of 455.3 million baht from 472.0 million baht, representing an increase of 96.4% from the previous year. Such a significant increase is contributed by the capital increase through an initial public offering (IPO) and the increase of unappropriated retained earnings from the annual operating result of the Company.

Cash flow, liquidity and capital adequacy

As of 31 December 2018, the cash and cash equivalents increase by 146.4 million baht from the previous year. As a result, at the year end, cash and cash equivalent reach 246.0 million baht.

The Chairman informed the meeting that the Board was of the opinion that the report on the Company's operating results for year ended December 31, 2018 was accurate and that the same should be proposed to the Annual General Meeting of Shareholders for acknowledgment.

After that, the Chairman provided an opportunity to shareholders to inquire questions and express their opinions on the relevant matters which could be summarized as the followings:

Question: Mr. Anu Wongsarakij, shareholder, congratulated to the company that was successfully listed on the Stock Exchange of Thailand and admired the Company's management for the growth of operating results. He inquired that why the Company was able to be awarded with the large number of projects particularly in the government segment including the opportunity in obtaining the awarded projects while comparing with the competitors.

Answer: Mr. Chawalit Chantararat, President, explained on the processes of the bidding or proposal submission to clients that the Company and its subsidiaries submit the financial proposals by considering the complexity, risks concerned, technical difficulties and project size as well as propose the appropriate number of skilled manpower with relevant experience and expertise in all related field works that to be served in each project. The stock of knowledge accumulated throughout the 40 years of experience has been passed on from generation to generation. The teamwork, knowledge transfer, and exchange of experiences have led the Company towards being a strong and knowledgeable organization, where accurate output and high standard services are delivered to our clients. The Company and its subsidiaries currently possess highly skilled and experienced staffs approximately 1,540 which are considered the strengths of the Company when compared with other bidders, therefore resulting in a large proportion of revenue from the government segment or representing a ratio of 52 percent in the past year.

Question: Mr. Anu Wongsarakij, shareholder, inquired about the Company's management guidelines on the delayed payments from the government projects. And for the private segment, will it be affected from the new stipulation of Loan announced by the Thai Commercial Banks? In addition, how will the business growth for the international segment?

Answer: Mr. Chawalit Chantararat, President, informed that the Company's unbilled receivable has increased from the previous year mostly from the stability and reliability government projects. The increment was mainly due to the higher proportion of the inconsistency between the work progress of the contractors and the percentage of completion of the consultancy services, which was specified in the term of payments in the contract of the awarded projects. Therefore, affected the revenue and the payments receivable significantly. However, according to the cabinet resolution defined that the payment of the consultancy's services shall not obligated to the work progress of the contractors, the Company and its subsidiaries are in the process of negotiating and speeding up the amendment of the contracts

with the project agencies to be able to proceed of the payment in accordance with the percentage of completion of the consultancy services. In addition, the Company was also affected due to the conversion to a public company. As a result, there must be the amendment of the contracts between the Company and the project agencies who were the government agencies and state enterprises before being able to issue the invoices according to the normal process. Such mentioned process had many complex processes which rely on the project agencies and spend several months therefore causing the higher unbilled receivable of the Company and its subsidiaries.

For the private segment, the Company is not affected from the new stipulation of Loan announced by the Thai Commercial Banks. Moreover, the Company is still obtaining the awarded of the condominium projects on a monthly basis and most of the said projects are high-end projects which focuses on the high-end market customers with high purchasing capacity as well. Therefore, the Company is consistently obtaining the awarded projects of the condominium project on a monthly basis.

For the international segment, the Company has plans to expand the Company's business in the overseas from five countries in Laos, Myanmar, Vietnam, Cambodia and Malaysia in currently. The Company has also an investment plan to increase the revenue proportion from the international segment by placing long-term goals for growing business into 7 countries in ASEAN region. However, the Company still retains the capacity in obtaining the awarded projects in the five existing countries and follows up on workmanship continuously.

Question: **Mr. Anu Wongsarakij, shareholder,** inquired about the impact on the Company costs caused by the minimum wage increment and the impact on the Company from the new Labour Protection Act regarding the additional legal severance pay rate from 300 days to 400 days.

Answer: **Mr. Issarin Patramai, Senior Executive Vice President – Finance,** informed the meeting as follows:

- (1) The Company does not be affected by the increment of the minimum wage and this will not affect the costs of the company as well for the reasons of most of the Company's employees are permanent staff who have graduated from bachelor degree to doctoral degree in the field of engineers, architects and academics which are the specific profession that does not lean on the minimum wage announced by the government. In addition, the Company are considerate of the competitive remuneration compared with other companies that operate the similar businesses and provide the appropriate remuneration adjustment to the Company's staff in order to motivate and retain the sufficient number of manpower to operate the business sustainably.

- (2) According to the new Labour Protection Act regarding the additional legal severance pay rate from 300 days to 400 days, the said law is pending the announcement to the Government Gazette. However, this new Labor Protection Act determines that in case of retirement or dismissal by the employer, an employee who works for 20 years is entitled to receive a compensation of not less than the last wage rate for 400 days. Such change would affect the post-employment benefit program and will eventually increase provision for long-term employee benefits by 46 million baht (the Company's portion: 33 million baht). The Company and its subsidiaries will record the impact from such change by recognizing the previous cost of service as an expense in the income statement during the period that the said law will become effective. However, the said transaction is a non-cash, one-time, non-recurring item which does not significantly affect the overall operation, financial status and cash flow of the Company and its subsidiaries.

Question: Mr. Anu Wongsarakij, shareholder, inquired that how the new Thai Financial Reporting Standards (TFRS) will affect the company?

Answer: Mr. Issarin Patramai, Senior Executive Vice President – Finance, informed that the Company has considered the impact of the new accounting reporting standards together with the company's auditor. There was a solution that the adoption of TFRS 15 regarding the revenue from contracts with customers does not have any significant impact to the Company due to the revenue is recognized when services have been rendered on the basis of the percentage of completion which is in accordance with TFRS. For TFRS No. 9 regarding the financial instruments, it is expected that there will be no significant impact as well since the company does not have any financial derivatives transactions.

There were no further questions and opinions from the shareholders, the Chairman then proposed the meeting to acknowledge the report on the Company's operating results for year ended December 31, 2018. Since the purpose of this agenda was to report to the shareholders for acknowledgement, any voting was not required.

Resolution **The meeting acknowledge the said report on the Company's operating results for year ended December 31, 2018 as informed.**

Agenda No. 3 To consider and approve the Company's 2018 financial statements for the fiscal period ended on December 31, 2018

The Chairman informed the meeting that According to the Public Limited Companies Act B.E. 2535, Sections 109, 110, 112 and Article 38, 39 of the Company's Articles of Association, prescribe that the Company shall arrange for the preparation and maintaining of accounts as well as the auditing thereof accordance with the governing laws, and shall manipulate the balance sheet and statement of profit and loss at least once every twelve (12) months of the fiscal period of the Company, and propose the Annual General Meeting of Shareholders for

approval. Moreover, the Board of Directors shall provide an auditor to examine and complete the financial statements before presenting in the Shareholders' Meeting.

The Chairman assigned Mr. Issarin Patramai, Senior Executive Vice President - Finance to report the significant details to the meeting.

Mr. Issarin reported the meeting that the key information of the Company's financial status and operating results for the year 2018 ended December 31, 2018 are as follows:

Unit: million baht

Items	Consolidated Financial Statements	Separated Financial Statements
Total Assets	1,828	1,454
Total Liabilities	901	613
Total Shareholders' Equity	927	841
Service Income	1,654	1,060
Net Profit for the year	114	91
Basic Earnings Per Share (Baht/Share)	0.19	0.16
Cash flow from operating activities	(65)	(147)
Cash flows from investing activities	(22)	5
Cash flow from financing activities	233	227

The Chairman requested Mr. Sanit Rangnoi, Chairman of the Audit Committee to provide additional comments to the meeting.

Mr. Sanit informed the meeting that the Audit Committee has considered and reviewed the Company's 2018 financial statements for the fiscal period ended on December 31, 2018, which were audited and signed by the auditor from EY Office Limited, and deemed it appropriate to propose that the Board of Directors submit the Company's 2018 financial statements for the fiscal period ended on December 31, 2018 to the Annual General Meeting of Shareholders for consideration and approval.

The Chairman informed the meeting that the Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the Company's 2018 financial statements for the fiscal period ended on December 31, 2018 which were audited and signed by the auditor of the Company, and reviewed by the Audit Committee.

After that, the Chairman provided an opportunity to shareholders to inquire questions and express their opinions on the relevant matters which could be summarized as the followings:

Question: Mr. Anu Wongsarakij, shareholder, mentioned that the Company has a large amount of advances received. Is it represent that the company has a lot of liabilities? Is it not a good result? And why when receiving a lot of advances received, the company still has negative cash flow from the operating activities?

Answer: **Mr. Issarin Patramai, Senior Executive Vice President – Finance**, informed that the service income received in advance and advances received from the project agencies are divided into 2 parts i.e. (1) the service income received in advance caused by the revenue received before service rendered which is not a negative result at all. Since these are not the liabilities to pay back but it is the Company's stipulation that must be completed as this is usually arisen when the Company has signed the contract. (2) The advances received from the project agencies in which are normally collected according to the contract. In response to the negative cash flows, this caused by the higher income that has not yet been paid due to the collection of money was made in proportion to the contractor's completion of work. In this regards, it has already passed the Cabinet resolution and the Company is currently in the process of revising the contracts in order to speed up the collection of money respectively.

Question: **Mr. Anu Wongsarakij, shareholder**, inquired that does the new Thai Financial Reporting Standards, TFRS15 effective in 2019, will affect the company?

Answer: **Mr. Chatchai Kasemsrithanawat, the Company's auditor**, informed that the TFRS15, effective in 2019, has no significant impact on the Company as disclosed in the notes to the financial statements of the company. Since the revenue recognition method based on the percentage of completion performed by the company is not different from the new revenue recognition standard.

There were no further questions and opinions from the shareholders, the Chairman proposed the meeting to cast their votes in this agenda. To consider approving this agenda must be adopted by a resolution with the majority votes of shareholders who attend the meeting and cast their votes.

Resolution **Having considered the matters, the meeting unanimously approved the said Company's 2018 financial statements for the fiscal period ended on December 31, 2018 as follows:**

Approved	511,202,610	Votes,	or represented	100.00	Percent
Disapproved	0	Votes,	or represented	0.00	Percent
Abstained	0	Votes,	or represented	0.00	Percent
Voided Ballot	0	Votes,	or represented	0.00	Percent

Note: In this agenda, there were additional shareholders from agenda no. 1 in the number of 8 shareholders holding 21,931,300 shares, the result of which was that there was the total number of 157 shareholders attending the meeting representing 511,202,610 shares or representing 75.18 percent of the total issued shares of the Company amount of 680,000,000 shares.

Agenda No. 4 To consider and approve the declaration of the dividend payment for the year 2018

4.1 To acknowledge the interim dividend payment

The Chairman assigned Mr. Issarin Patramai, Senior Executive Vice President - Finance to report the significant details to the meeting.

Mr. Issarin reported the meeting that the Article 44 of the Company's Articles of Association states that the Board of Directors may pay the interim dividend payment to shareholders from time to time when the Board of Directors deems that the Company has sufficient profit to do so and shall report to the shareholders at the subsequent meeting. The Company paid the interim dividend payment at the rate of Baht 0.075 per share (before withholding tax) to the Company's shareholders holding totaling of 680,000,000 shares, being the total dividend of Baht 51,000,000 and being paid from the retained earnings and net profit of the separate financial statements for 6 (six) months (as from January 1, 2018 to June 30, 2018) according the Board of Directors Meeting No. 4/2018 held on August 9, 2018 and the Company paid the interim dividend payment to the shareholders on September 7, 2018.

4.2 To consider and approve the appropriation of the legal reserve and the declaration of the dividend payment for the year 2018.

The Chairman assigned Mr. Issarin Patramai, Senior Executive Vice President - Finance to report the significant details to the meeting.

Mr. Issarin reported the meeting According to the Public Limited Companies Act B.E. 2535, Section 115 and Article 44 of the Company's Articles of Association state that the dividend shall not be paid from other types of money other than profits. In the case where a company has incurred accumulated loss, no dividend may be paid. The dividend shall be distributed in accordance with the number of shares with each share receiving an equal amount. According to the Public Limited Companies Act B.E. 2535, Section 116 and Article 45 of the Company's Articles of Association states that the Company must appropriate at least five (5) percent of its annual net profit as legal reserve, less accumulated loss brought forward (if any) until the legal reserve reaches an amount of not less than ten (10) percent of its registered capital.

The Company has a policy to pay dividend to shareholders each year not less than 40 percent of net profit of the separate financial statements of the Company after the deduction of corporate income tax and all reserve funds as required by law. However, the said dividend payment may change depending on the business operation results, financial status, liquidity, investment plan, and legal conditions including the management factors,

necessity and other suitable factors in the future. In addition, the dividend payment shall not significantly affect to the normal operation of the Company.

The Company has net profit from the operating results for the year ended December 31, 2018 (from January 1, 2018 to December 31, 2018) according to the separate financial statements of the Company in the amount of Baht 91,131,759 (Ninety-One Million One Hundred and Thirty-One Thousand, Seven Hundred and Fifty-Nine Baht Only) and unappropriated retained earnings in the amount of Baht 70,479,817 (Seventy Million Four Hundred and Seventy-Nine Thousand Eight Hundred and Seventeen Baht Only). As a result, the Company is able to provide an additional dividend payment for the year 2018 from the net profit of separate financial statements for six (6) months as from July 1, 2018 to December 31, 2018 at the rate of Baht 0.075 per share (before withholding tax) to the Company's shareholders holding totaling of 680,000,000 shares, being the total amount of Baht 51,000,000.

On August 9, 2018, the Board of Directors Meeting No. 4/2018 resolved to approve the payment of interim dividend to shareholders at the rate of Baht 0.075 per share (before withholding tax) or the total amount of Baht 51,000,000. Such dividend payment was the payment from the retained earnings of the Company at the rate of Baht 0.025 per share or in the amount of Baht 17,000,000 and was paid from the net profit of the separate financial statements for six (6) months ended June 30, 2018 (first half year) at the rate of Baht 0.050 per share or the total of Baht 34,000,000. The total dividend payment paid from the net profit for the year 2018 equals to Baht 0.125 per share or the total amount of Baht 85,000,000, representing 93 percent of the net profit of the separate financial statements for the year ended December 31, 2018. Such the dividend payment is in accordance with the dividend payment policy and the Articles of Association of the Company.

The record date for the right to receive the dividend will be on April 19, 2019 and the payment of dividend will be scheduled on May 3, 2019.

The Chairman reported the meeting that the Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the appropriation of the legal reserve and the dividend payment for the year 2018 as follows:

1. To acknowledge of the interim payment for the first half of 2018.
2. To approve the appropriation of the legal reserve in the amount of Baht 4,600,000 and approve the declaration of an additional dividend payment of 2018 from the net profit of separate financial statements for six (6) months as from July 1, 2018 to December 31, 2018 at the rate of Baht 0.075 per share (before withholding tax) to the Company's shareholders holding totaling of 680,000,000 shares, being the total amount of Baht 51,000,000.

3. The record date for the right to receive the dividend will be on April 19, 2019 and the payment of dividend will be scheduled on May 3, 2019.

After that, the Chairman provided an opportunity to shareholders to inquire questions and express their opinions on the relevant matters which could be summarized as the followings:

Question: **Mr. Anu Wongsarakij, shareholder,** inquired that does the company has a plan for the company's shares to be stock dividend? What is the Company's dividend payment policy in the future?

Answer: **Mr. Issarin Patramai, Senior Executive Vice President – Finance,** informed that the Company has a policy to pay dividend to shareholders annually, not less than 40% of the net profit as per separate financial statement of the Company after deduction of corporate income tax and legal reserves as stipulated by law. However, the dividend payment is subject to changes, depending on operation result, financial status, liquidity, investment plan, legal conditions, and other factors related with management, necessity and other reasons in the future. The dividend payment should not significantly affect the usual business course of the Company. However, shareholders can trust that the company will pay dividend to shareholders by considering the appropriateness and optimum benefit of shareholders.

Question: **Mr. Yossapon Sutharattanachaiporn, shareholder,** inquired that the company may have to reserve a certain amount of employee expenses in 2019. In such matter, will it be affected the dividend payment in 2019? And will the company be able to consider paying dividend to shareholders in the future?

Answer: **Mr. Issarin Patramai, Senior Executive Vice President – Finance,** informed that as the company may have reserve the amount of 46 million baht of employee expenses, which affects the Company's separate financial statements for approximately 33 million baht and resulting in a decrease in the company's profit approximately 33 million baht. In this respect, according to the dividend payment policy, it may take a slightly impact on dividend payment. However, the company will emphasize on the expected return on investment of shareholders as the mainly thoughtfulness. The company may consider paying some dividend from the adequate retained earnings.

There were no further questions and opinions from the shareholders, the Chairman proposed the meeting to acknowledge the interim dividend payment. Since the purpose of this agenda was to report to the shareholders for acknowledgement, any voting was not required. The Chairman then proposed the meeting to cast their votes in the agenda of to consider and approve the appropriation of the legal reserve and the declaration of the dividend payment for the year 2018. To consider approving this agenda must be adopted by a resolution with the majority votes of shareholders who attend the meeting and cast their votes.

- Resolution**
1. The meeting acknowledge the said interim dividend payment as informed.
 2. Having considered the matters, the meeting unanimously approved the said appropriation of the legal reserve and the declaration of the dividend payment for the year 2018 as follows:

Approved	511,202,610	Votes,	or represented	100.00	Percent
Disapproved	0	Votes,	or represented	0.00	Percent
Abstained	0	Votes,	or represented	0.00	Percent
Voided Ballot	0	Votes,	or represented	0.00	Percent

Agenda No. 5 To consider the election of directors in replacement of those who are retiring by rotation

The Chairman informed the meeting that according to the Public Limited Companies Act B.E. 2535, Section 71 and the Company's Articles of Association, Article 17 state that one-third (1/3) of the Company's directors must retire by rotation at every Annual General Meeting of Shareholders. If the number of directors is not a multiple of three, the number of directors that is closest to one-third shall retire. The directors who retire from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has been in the office for the longest period shall retire and such director who retires by rotation shall be eligible to be re-elected for another term.

In addition, the Company has disclosed on the Company's website to invite the shareholders to propose names and personal information of persons who obtain the qualifications in accordance with relevant laws for selecting as the Company's directors from November 12, 2018 to December 31, 2018, but no minority shareholders proposed names of any person to be nominated as directors of the Company.

The list of the directors who retired by rotation in 2019 as the following:

No.	Name of Directors	Position
1	General Wichien Sirisoonthorn	Independent Director
2	Mrs. Suvimol Chrityakierne	Independent Director
3	Dr. Thanasarn Khuayjarernpanishk	Director

Before considering this agenda, the Chairman requested the directors who retired by rotation to leave from the meeting room for a while as those directors were the interested persons in this

agenda so that the meeting can ask and vote independently and return to the meeting room after the consideration of this agenda was completed.

The Chairman requested Mr. Peerawat Premchun, Chairman of the Nomination and Compensation Committee provide additional comments to the meeting.

Mr. Peerawat informed the meeting that the nomination process of the Company's directors was considered by the Nomination and Compensation Committee, excluding the committee member who has conflict of interest. The said Committee has considered and opined that the above three directors have the suitable qualifications to be directors of the Company. They are knowledgeable and have experience which can support the business operation of the Company. They also are qualified as a director in accordance with the Good Corporate Governance Principle and the Notification of the Securities and Exchange Commission No. KorJor. 3/2560 Subject: Determination of the lack of trustworthiness of directors and executives. In addition, throughout the period of time, the three retiring directors have performed their duties, devoted themselves to the Company and provided recommendations beneficial to the Company's business operations. Therefore, it is deemed appropriate to propose the said three retiring directors to be re-elected as the directors of the Company for additional term.

Moreover, the Nomination and Compensation Committee has considered and opined that General Wichien Sirisoonthorn and Mrs. Suvimol Chrityakierne, the independent directors, have full qualifications in accordance with the definition of independent directors of the Company as required by the Office of the Securities and Exchange Commission. The said directors are able to provide the opinions independently. In this regards, the Company has enclosed the profile of the said directors as well as their shareholdings in the Company, their acting in the position of a director or an executive in other businesses including the definition of the independent director, details as per the documents which was dispatched to the shareholders together with the notice of this meeting.

The Chairman reported the meeting that the Board of Directors deemed it appropriate to propose the Annual General Meeting of Shareholders to consider the re-election of three retiring directors as the Company's directors for an additional term according to the opinion of the Nomination and Compensation Committee.

After that, the Chairman provided an opportunity to shareholders to inquire questions and express their opinions on the relevant matters. However, there was no shareholder inquiring questions or expressing opinions in this agenda. Therefore, the Chairman proposed the meeting to cast their votes in this agenda. To consider approving this agenda must be adopted by a resolution with the majority votes of shareholders who attend the meeting and cast their votes by voting in the ballots for election of directors individually. In the ballot, the ballots for each director have been separated.

Resolution

Having considered the matters, the meeting unanimously approved that the following persons be re-elected as the Company's directors as follows:

1. **General Wichien Sirisoonthorn** The meeting unanimously approved the re-election of General Wichien Sirisoonthorn as the Company's Independent Director for an additional term as follows:

Approved	511,202,610	Votes,	or represented	100.00	Percent
Disapproved	0	Votes,	or represented	0.00	Percent
Abstained	0	Votes,	or represented	0.00	Percent
Voided Ballot	0	Votes,	or represented	0.00	Percent

2. **Mrs. Suvimol Chrityakierne** The meeting unanimously approved the re-election of Mrs. Suvimol Chrityakierne as the Company's Independent Director for an additional term as follows:

Approved	511,202,610	Votes,	or represented	100.00	Percent
Disapproved	0	Votes,	or represented	0.00	Percent
Abstained	0	Votes,	or represented	0.00	Percent
Voided Ballot	0	Votes,	or represented	0.00	Percent

3. **Dr. Thanasarn Khuayjarernpanishk** The meeting unanimously approved the re-election of Dr. Thanasarn Khuayjarernpanishk as the Company's Director for an additional term as follows:

Approved	511,202,610	Votes,	or represented	100.00	Percent
Disapproved	0	Votes,	or represented	0.00	Percent
Abstained	0	Votes,	or represented	0.00	Percent
Voided Ballot	0	Votes,	or represented	0.00	Percent

Agenda No. 6 To consider the Remuneration of the Company's Directors for the year 2019

The Chairman requested Mr. Peerawat Premchun, Chairman of the Nomination and Compensation Committee to report the significant details to the meeting.

Mr. Peerawat reported the meeting that according to the Public Limited Companies Act B.E. 2535, section 90, states that a company shall not pay money or give any property to any director unless it is a payment of remuneration under the Articles of Association of the company. If it is not so stipulated in the Articles of Association of the company, the payment of remuneration shall be in accordance with the resolution of the shareholders meeting by a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting. Article 22. of the Company's Articles of Association states that the directors are entitled to receive

remuneration from the Company by way of rewards, meeting allowances, gratuities, bonuses or other benefits as approved with the votes of not less than two-third (2/3) of total votes of the shareholders attending the Meeting. The remuneration of directors may be fixed as a certain amount or set of specific criteria. The remuneration can be either determined from time to time or set to continue in effect until it is superseded by the shareholders meeting resolutions. In addition, the directors are entitled to receive allowances and other fringe benefits in accordance with the Company's regulations.

Criteria and procedure for proposal of the Directors' Remuneration

Such remuneration was considered by the Nomination and Compensation Committee. The said Committee has carefully considered such matter by taking the duties and responsibilities of the Board of Directors, their duties and working for the Board of Directors, type of the remuneration, payment method of remuneration and the amount of remuneration for directors, type and sizes of business including markets and competitors. The said remuneration shall be in appropriate and adequate to motivate to retain the sufficient directors and deem it appropriate to propose the Annual General Meeting of Shareholders to consider as the following details.

Remuneration of the Company' directors for the year 2019

The monthly remuneration of the directors, meeting allowances and rewards for the year 2019 in amount of not exceeding Baht 7,000,000 (Seven Million Baht Only) as per the opinion of the Remuneration and Compensation Committee, which is equivalent to the remuneration in year 2018, was considered from the previous of directors' remuneration rate, the Company's operating results and compare with the same company industry which is the similar size and profits. The details are as follows:

The Annual Remuneration in 2019 for the Company's Directors

Board of Directors	Remuneration (per person)
1. Remuneration of the Board of Directors	
1.1 <u>Directors' Monthly Remuneration</u> (same rate in 2018)	
• Chairman of the Board	37,500 Baht / Month
• Deputy Chairman	32,500 Baht / Month
• Director	25,000 Baht / Month
1.2 <u>Meeting allowance</u> (same rate in 2018)	
• Chairman of the Board	7,500 Baht / Time
• Deputy Chairman	6,500 Baht / Time
• Director	5,000 Baht / Time
1.3 <u>Rewards</u>	The rewards shall be paid not exceeding 3% of net profit of the consolidated

Board of Directors	Remuneration (per person)
<u>Note:</u> A director who engages in full-time business administration of the Company and receives fixed salary will not receive remuneration in 1.1 and 1.2.	financial statements of the year 2019
2. Remuneration of the Audit Committee 2.1 <u>Directors' Monthly Remuneration</u> (same rate in 2018) <ul style="list-style-type: none"> Chairman of the Audit Committee Member of the Audit Committee 2.2 <u>Meeting allowance</u> (same rate in 2018) <ul style="list-style-type: none"> Chairman of the Audit Committee Member of the Audit Committee 	30,000 Baht / Month 20,000 Baht / Month 7,500 Baht / Time 5,000 Baht / Time
3. Remuneration of the Nomination and Compensation Committee 3.1 <u>Directors' Monthly Remuneration</u> (same rate in 2018) 3.2 <u>Meeting allowance</u> (same rate in 2018) <ul style="list-style-type: none"> Chairman of the Nomination and Compensation Committee Member of the Nomination and Compensation Committee 	- None - 7,500 Baht / Time 5,000 Baht / Time
4. Other Remuneration	- None -

Annual rewards payment for the year 2018

The Board of Directors Meeting No. 1/2019, held on February 20, 2019, resolved to pay rewards of Baht 2,271,170 (Two Million Two Hundred Seventy-One Thousand One Hundred and Seventy Baht Only) representing a portion of 2 percent of net profit from the consolidated financial statements of the year 2018. The Board of Directors shall allocate the amount of such annual rewards among themselves.

The Chairman reported the meeting that the Board of the Directors deemed it appropriate to propose the Annual General Meeting of Shareholders to consider and approve the remuneration of the directors for the year 2019 in amount of not exceeding Baht 7,000,000 (Seven Million Baht Only) and to pay the annual rewards for the year 2018 of Baht 2,271,170 (Two Million Two Hundred Seventy-One Thousand One Hundred and Seventy Baht Only) according to the opinion of the Nomination and Compensation Committee.

After that, the Chairman provided an opportunity to shareholders to inquire questions and express their opinions on the relevant matters which could be summarized as the followings:

Question: **Mr. Anu Wongsarakij, shareholder**, inquired that the operating results of the Company seems to be growing and the company has already listed on the Stock Exchange of Thailand. Why the Company still being paid the remuneration for the directors in year 2019 at the same rate as year 2018?

Answer: **Mr. Issarin Patramai, Senior Executive Vice President – Finance**, informed that the current Board of Directors has been appointed in the middle of 2017. The Company has paid remuneration to the directors and the partial of annual rewards for the year 2017 in proportion to the working period for directors in 2018. However, the remuneration for that Company directors was considered from the previous of directors' remuneration rate, the Company's operating results and compare with the same company industry which is the similar size and profits where such remuneration must be at an appropriate rating.

Question: **Mr. Anu Wongsarakij, shareholder**, requested the Company to explain the meaning of “the Board of Directors shall allocate the amount of such annual rewards among themselves”.

Answer: **The Chairman** explained that in that practice, the Board of Directors assigned the Chairman to consider the allocation of the annual rewards to the directors. After having considered, the Chairman will propose the allocation of the annual rewards to the meeting for further consideration respectively.

There were no further questions and opinions from the shareholders, the Chairman proposed the meeting to cast their votes in this agenda. To consider approving this agenda must be adopted by a resolution with the votes of not less than two-thirds (2/3) of the total votes of shareholders who attend the meeting.

Resolution **Having considered the matters, the meeting unanimously approved the said Remuneration of the Company's Directors for the year 2019 as follows:**

Approved	511,202,610	Votes,	or represented	100.00	Percent
Disapproved	0	Votes,	or represented	0.00	Percent
Abstained	0	Votes,	or represented	0.00	Percent
Voided Ballot	0	Votes,	or represented	0.00	Percent

Agenda No. 7 To consider the appointment of the Company's Auditor and to fix the auditing fees for the year 2019 ended December 31, 2019

The Chairman requested Mr. Sanit Rangnoi, Chairman of the Audit Committee to report the significant details to the meeting.

Mr. Sanit reported the meeting that according to the Public Limited Companies Act B.E. 2535, Section 120 and the Company's Articles of Association, Article 36 state that the Annual General Meeting of Shareholders shall appoint an auditor and fix the auditing fees of the auditor. In addition, the criteria for the change of the auditors every five(s) fiscal years in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 44/2556 regarding rules, conditions and the disclosure of the financial status and the Company's operating results states that a company is not permitted to appoint the same auditor who has been the auditor of the Company for the previous consecutive for 5 years.

The Audit Committee has considered the work experiences of EY Office Limited that can perform duties appropriately and has no conflict of interest with the Company, subsidiaries, the executives and major shareholders or any related persons of those persons. Therefore, EY Office Limited is able to conduct the audits on the Company's schedule and can audit rapidly and efficiently due to its well understanding pertinent to the Company's business. Therefore, the Audit Committee proposed that the Board of Directors submit to the shareholders to consider and appoint the auditors from EY Office Limited as the Company's auditors for the year 2019 ended December 31, 2019 by allowing any one of them to conduct an audit and comment on the financial statements of the Company and proposed to fix the auditing fees for the year 2019 ended December 31, 2019 in the amount of Baht 2,800,000 (Two Million Eight Hundred Thousand Baht Only) which is the appropriate rate. The details are as follows:

Name of Auditor	C.P.A. License No.	Year(s) as the Auditor of the Company
1. Mr. Chatchai Kasemsrithanawat	5813	2 years (appointed in 2016 and 2018)
2. Miss Siraporn Ouuanunkun	3844	1 year (appointed in 2018)
3. Mrs. Chonlaros Suntiasvaraporn	4523	- None -

The auditing fees for the year 2019 are as follows:

1. The review fees for a quarterly financial statement is amount of Baht 315,000 per quarter (Three Hundred and Fifteen Thousand Baht only), totaling Baht 945,000 (Nine Hundred and Forty-Five Thousand Baht only).
2. Annual auditing fees is amount of Baht 1,855,000 (One Million Eight Hundred and Fifty-Five Thousand Baht Only)
3. Other Fee (Non-Audit Fee) -None-

The total of the review fees for a quarterly financial statement and the annual auditing fees amounting to Baht 2,800,000 (Two Million Baht only), which was 2 percent increasing from the auditing fees for the year 2018. In addition, the said auditors have no conflict of interest with the Company, subsidiaries, the executives, major shareholders or any related person of

those persons. Therefore, the said auditors are able to audit and express its opinions on the Company's financial statements independently and has provided the auditing services to the Company for 3 years since 2016 to 2018.

Moreover, the auditors of EY Office Limited were also the auditor of 6 subsidiaries of the Company.

The comparison table of auditing fees for the year 2018 and the year 2019

Year 2019 (proposed year)	Increase / (Decrease)	Year 2018
2,800,000	2%	2,745,000

The Chairman informed the meeting that the Board of the Directors deemed it appropriate to propose the Annual General Meeting of Shareholders to consider and approve the appointment of auditors from EY Office Limited according to the above proposed name lists as the Company's auditors for the year 2019 ended December 31, 2019 and approve the auditing fees for the year 2019 ended December 31, 2019 amounting to Baht 2,800,000 (Two Million Baht only).

After that, the Chairman provided an opportunity to shareholders to inquire questions and express their opinions on the relevant matters. However, there was no shareholder inquiring questions or expressing opinions in this agenda. Therefore, the Chairman proposed the meeting to cast their votes in this agenda. To consider approving this agenda must be adopted by a resolution with the majority votes of shareholders who attend the meeting and cast their votes.

Resolution **Having considered the matters, the meeting unanimously approved the said appointment of the Company's Auditor and to fix the auditing fees for the year 2019 ended December 31, 2019 as follows:**

Approved	511,202,610	Votes,	or represented	100.00	Percent
Disapproved	0	Votes,	or represented	0.00	Percent
Abstained	0	Votes,	or represented	0.00	Percent
Voided Ballot	0	Votes,	or represented	0.00	Percent

Agenda No. 8 Other Business

The Chairman informed the meeting that this agenda provided an opportunity to the shareholders to raise any inquiry and/or for the Board of Directors to answer any question or clarify any matter to the shareholders. After that, the Chairman gave opportunities to shareholders to inquire questions and express their opinions which could be summarized as the followings:

Mr. Anu Wongsarakij, shareholder, congratulated the Company on the accomplishment for the first Annual General Meeting of Shareholder after listing on the Stock Exchange of Thailand. He also inquired how the Company's business will enhance the growing alongside the economy of Thailand.

Mr. Chawalit Chantararat, President, answered Mr. Anu's inquiry that the Company has participated and performed as the core of being an engineering consultant services in various projects for both infrastructure and the mega projects. In addition, there are more expansion in the private segment including set forth on the targeting of the awarded projects for the international segments both in the number of countries and the amount of the awarded projects in each country as well as expanding the engineering consultant services in related businesses as well. The Company aims to continue growing from the previous year according to the expansion of the country's infrastructure which is a key factor in stimulating the country's economic growth. Moreover, the Company still endeavors to maintain its leading position in the industry by applying the modern technology to develop the Company's working methods rapidly and manipulate cost-effective in order to enlarge the company's profits.

Dr. Asavin Chintakananda, shareholder, expressed his gratitude to the Chairman of the Board, the Board of Directors and the management of the Company on their supports and has taken good care of the Company's business. Moreover, he thanked to all directors who have consistently dedicated their contributions to perform their duties with responsibility for the Company.

Assistant Professor Dr. Sukulpat Khumpaisal, shareholder, introduced the new potential business to the Company is that the City Development Business. There are several companies in the large provinces in Thailand have operated this kind of business, but it seems such companies shall be inadequate of the knowledge and ability in manipulating the infrastructure system.

There were no shareholders who inquired additional questions or expressed opinions. The Chairman expressed gratitude to all shareholders participating in the meeting and sacrificing their time to attend the meeting with useful suggestions. The Chairman then declared the 2019 Annual General Meeting of Shareholders of TEAM Consulting Engineering and Management Public Company Limited adjourned.

The meeting was adjourned at 16.15

-Dr. Prasert Patramai-

Chairman of the Meeting

(Dr. Prasert Patramai)

Chairman of the Board

-Miss Supaporn Rojana-amornchai-

Minutes Taker

(Miss Supaporn Rojana-amornchai)

Corporate Secretary

Profile of the Nominated Candidates for the Election of Directors

Name - Surname	Mr. Sanit Rangnoi (Nominated for re-election)	
Position in the company	Independent Director / Chairman of the Board of Directors.	
Position Nominated	Independent Director	
Date of Directorship	April 27, 2017	
Age	72 years	
Nomination Procedure	Nominated by the Nomination and Compensation Committee and agreed to propose to the Shareholder's meeting for consideration by the Board of Directors	

Education

Institution	Degree
Pennsylvania State University, USA	Master of Engineering (Industrial Engineering)
Chulalongkorn University	Bachelor of Engineering (Industrial Engineering) with Second Class Honors
Sukhothai Thammathirat University	Bachelor of Economics

Training Record with Thai Institute of Directors (IOD)

Courses	Class / Year
• Financial Institutions Governance Program (FGP)	FGP 4/2012
• Role of the Compensation Committee Program (RCC)	RCC 3/2007
• Directors Certification Program (DCP)	DCP 72/2006
• Finance for Non-Finance Directors (FND)	FND 27/2006
• Directors Accreditation Program (DAP)	DAP 45/2005

Board member / Management in other Listed Company - The Stock Exchange of Thailand

Company / Organization	Position
- None -	- None -

Board member/ Management in other Non-Listed Company - The Stock Exchange of Thailand

Companies / Organizations	Position
2010 – Present MSIG Insurance (Thailand) Public Company Limited	Director, Chairman of the Audit Committee and Member of the Remuneration Committee

Year(s) as the company's directorship

- Mr. Sanit Rangnoi has been the company's directorship for 3 years. When including the time from the re-election of this term, he will be the company's directorship for a total of 6 years.

Shareholding in the company as of February 6, 2020

- 375,000 shares or representing 0.06 percent

Meeting attendance in year 2019

- The Board of Directors 5 times from the total of 5 times or representing 100 percent and attended a meeting for the Non-Executive Directors Meeting.
- The Audit Committee 5 times from the total of 5 times or representing 100 percent and attended a meeting between the Audit Committee and the Auditor without the company's management.
- The Nomination and Compensation Committee 1 time from the total of 1 times or representing 100 percent.
Remark: Mr. Sanit Rangnoi has terminated from the Chairman of the Nomination and Compensation Committee since being appointed as the Chairman of the Board of Directors, effective from May 8, 2019.

Relationship with other Management and Directors

- None

Criminal offense record during the past 10 years

- None

Position in other company that may cause conflicts of interest with the company

- None


Director's prohibited qualifications

- None

Conflicts of Interest in the agenda

- Agenda No. 5 – To consider the election of directors in replacement of those who are retiring by rotation.
- Agenda No. 6 – To consider the Remuneration of the Company's Directors for the year 2020

Profile of the Nominated Candidates for the Election of Directors

Name - Surname	Dr. Prasert Patramai (Nominated for re-election)	
Position in the company	Deputy Chairman / Chairman of the Nomination and Compensation Committee.	
Position Nominated	Director	
Date of Directorship	January 10, 1979	
Age	73 years	
Nomination Procedure	Nominated by the Nomination and Compensation Committee and agreed to propose to the Shareholder’s meeting for consideration by the Board of Directors	

Education

Institution	Degree
Asian Institute of Technology	Ph.D. Civil Engineering (Water Resources Engineering)
Asian Institute of Technology	Master of Civil Engineering (Water Resources Engineering)
Chulalongkorn University	Bachelor of Civil Engineering with Second Class Honors

Training Record with Thai Institute of Directors (IOD)

Courses	Class / Year
• Role of the Chairman Program (RCM)	RCM 41/2017
• Director Accreditation Program (DAP)	DAP 18/2004

Board member / Management in other Listed Company - The Stock Exchange of Thailand

Company / Organization	Position
- None -	- None -

Board member/ Management in other Non-Listed Company - The Stock Exchange of Thailand

Companies / Organizations	Position
1992 – Present TGC Holdings Company Limited	Director

Terms of the company's directorship

- Dr. Prasert Patramai has been the company's directorship for 41 years. When including the time from the re-election of this term, he will be the company's directorship for a total of 44 years.

Shareholding in the company as of February 6, 2020

- 73,098,800 shares or representing 10.75 percent

Meeting attendance in year 2019

- The Board of Directors 5 times from the total of 5 times or representing 100 percent.
- The Executive Committee 19 times from the total of 22 times or representing 86 percent.

Relationship with other Management and Directors

- None

Criminal offense record during the past 10 years

- None

Position in other company that may cause conflicts of interest with the company

- None


Director's prohibited qualifications

- None

Conflicts of Interest in the agenda

- Agenda No. 5 – To consider the election of directors in replacement of those who are retiring by rotation.
- Agenda No. 6 – To consider the Remuneration of the Company's Directors for the year 2020

Profile of the Nominated Candidates for the Election of Directors

Name - Surname	Mr. Chawalit Chantararat (Nominated for re-election)	
Position in the company	Director / Chairman of the Executive Committee/ Chairman of the Management Committee- Water Resources Business Unit/ Chairman of the Management Committee- International Business Unit	
Position Nominated	Director	
Date of Directorship	April 27, 2010	
Age	63 years	
Nomination Procedure	Nominated by the Nomination and Compensation Committee and agreed to propose to the Shareholder's meeting for consideration by the Board of Directors.	

Education

Institution	Degree
Asian Institute of Technology	Master of Civil Engineering (Water Resources Engineering)
Khon Kaen University	Bachelor of Civil Engineering (Chemical Engineering)

Training Record with Thai Institute of Directors (IOD)

Course	Class / Year
• Directors Certification Program (DCP)	DCP 122/2009

Board member / Management in other Listed Company - The Stock Exchange of Thailand

Company / Organization	Position
- None -	- None -

Board member/ Management in other Non-Listed Company - The Stock Exchange of Thailand

Companies / Organizations	Position
2016 – Present TEAM Construction Management Company Limited	Director
2014 – Present Geotechnical & Foundation Engineering Company Limited	Director
2014 – Present Modern Management and Technology Company Limited	Director
2014 – Present TEAM Consulting International Company Limited*	Director

* Summited the registration of liquidation with the Department of Business Development Ministry of commerce on November 30, 2016 and currently under the liquidation processes.

Year(s) as the company's directorship

- Mr. Chawalit Chantararat has been the company's directorship for 10 years. When including the time from the re-election of this term, he will be the company's directorship for a total of 13 years.

Shareholding in the company as of February 6, 2020

- 38,278,400 shares or representing 5.63 percent

Meeting attendance in year 2019

- | | |
|---------------------------------|--|
| • The Board of Directors | 5 times from the total of 5 times or representing 100 percent. |
| • The Executive Committee | 22 times from the total of 22 times or representing 100 percent. |
| • The Risk Management Committee | 2 times from the total of 6 times or representing 33 percent. |

Relationship with other Management and Directors

- None

Criminal offense record during the past 10 years

- None

Position in other company that may cause conflicts of interest with the company

- None

Director's prohibited qualifications

- None

Conflicts of Interest in the agenda

- Agenda No. 5 – To consider the election of directors in replacement of those who are retiring by rotation.
- Agenda No. 6 – To consider the Remuneration of the Company's Directors for the year 2020

Definition and Qualifications of Independent Directors

1. Holding no more than 1 % of total voting shares* including the shareholding of persons related to the independent directors
2. Not currently be or never been the company's executive director, worker, employee, salaried consultant, or controlling parties.* Exception: It has been at least two years after the person has held the position.
3. Not by blood or legally registered with other directors, executives, major shareholders, controlling parties, or persons who will be nominated as directors, executives, or controlling parties of the company or subsidiary.
4. Not currently having or never had any relations with the company* in the way that such relation may impede the person from having independent views. Also, the person should not currently be or never be a significant shareholder or controlling person for persons having business relations with the company.* Exception: It has been at least two years after the person has held the position.
5. Not currently being or never been the company's auditor.* Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current auditor's auditing firm.* Exception: It has been at least two years after the person has held the position.
6. Not currently be providing or never provided professional services, legal consulting, nor financial consulting services to the company with a fee more than Baht 2 million per year.* Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current service providers. Exception: It has been at least two years after the person has held the position.
7. Not currently a director appointed to represent the company's directors, major shareholders, or the shareholder related to major shareholder.
8. Not currently be operating under similar business nature and significant competition to the company or subsidiary; or not a significant partner of the partnership, executive director, salaried worker, employee, or consultant; or holding more than 1% of voting shares of any other companies operating under similar business nature and significant competition to the company and subsidiary.
9. Not under any conditions that may impede the person from having independent views towards the company's operations.

* Including the parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company.

Information of the Company's Independent Directors for proxy granting

1. General Wichien Sirisoonthorn

Age	64 years
Position in the company	Independent Director / Member of the Audit Committee and Member of the Nomination and Compensation Committee
Current residence	71/65 Seranee Raya Village, Nawong Pracha Phatthana Road. Sikan Sub-district, Don Mueang District, Bangkok 10210



Special Conflict of interest in this meeting:

- Agenda No. 6 - To consider the Remuneration of the Company's Directors for the year 2020

2. Mrs. Suvimol Chrityakierne

Age	68 years
Position in the company	Independent Director and Member of the Audit Committee
Current residence	316/29 Soi Sukhumvit 22, Sukhumvit Road, Klongtoey Sub-district, Klongtoey District, Bangkok 10110



Special Conflict of interest in this meeting:

- Agenda No. 6 - To consider the Remuneration of the Company's Directors for the year 2020

หนังสือมอบฉันทะ (แบบ ก.)
Proxy (Form A.)
(แบบทั่วไปซึ่งเป็นแบบง่ายไม่ซับซ้อน /General Proxy Form)

อากรแสตมป์ 20 บาท
Stamp Duty Baht 20

เลขทะเบียนผู้ถือหุ้น _____
Shareholders' Registration No.

เขียนที่ _____
Written at

วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____
I/We
อยู่บ้านเลขที่ _____ สัญชาติ _____
Address Nationality

(2) เป็นผู้ถือหุ้นของบริษัท ทีม คอนซัลติ้ง เอนจิเนียริ่ง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ("บริษัท")
Being a Shareholder of TEAM Consulting Engineering and Management Public Company Limited ("the Company")
โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total amount of _____ shares and have the rights to vote equal to _____ votes as follows:
☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share _____ shares have the rights to vote equal to _____ votes
☐ หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preferred share _____ shares have the rights to vote equal to _____ votes

(3) ขอมอบฉันทะให้
Hereby appoint
☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Mr./Mrs./Ms. Age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-District District
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
Province Postal Code or
☐ 2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Mr./Mrs./Ms. Age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-District District
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
Province Postal Code or
☐ 3. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Mr./Mrs./Ms. Age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-District District
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
Province Postal Code or

คนหนึ่งคนใดเพียงผู้เดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ของ บริษัท ทีม คอนซัลติ้ง เอนจิเนียริ่ง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ในวันที่ 16 กรกฎาคม 2563 เวลา 14.00 น. ณ ห้องประชุมชั้น 2 อาคารทีม เลขที่ 151 ถนนนวลจันทร์ แขวงนวลจันทร์ เขตบึงกุ่ม กรุงเทพมหานคร 10230 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
Anyone of above as my/our proxy to attend and vote on my/our behalf at the meeting of the 2020 Annual General Meeting of Shareholders of TEAM Consulting Engineering and Management Public Company Limited on July 16, 2020 at 14.00 hours at TEAM building, 2nd Floor, 151 Nuan Chan Road, Nuan Chan, Bueng Kum, Bangkok 10230 or such other date, time and place as the meeting may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้เสมือนถือข้าพเจ้าได้กระทำเองทุกประการ
Any actions performed by the proxy in this Meeting shall be deemed to be actions performed by myself/ourselves.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ :

ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Remark : A shareholder shall appoint only one proxy to attend and vote at the Meeting. A shareholder shall not appoint more than one proxy each with the voting rights in respect of a certain portion of shares.

หนังสือมอบฉันทะ (แบบ ข.)
Proxy (Form B.)
 (แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่จะแยกชัดเจนโดยตัว / Specific Details Form)

อากรแสตมป์ 20 บาท
 Stamp Duty Baht 20

เลขทะเบียนผู้ถือหุ้น _____
 Shareholders' Registration No.

เขียนที่ _____
 Written at

วันที่ _____ เดือน _____ พ.ศ. _____
 Date Month Year

(1) ข้าพเจ้า _____
 I/We
 อยู่บ้านเลขที่ _____ สัญชาติ _____
 Address Nationality

(2) เป็นผู้ถือหุ้นของบริษัท ทีม คอนซัลติ้ง เอนจิเนียริ่ง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ("บริษัท")
 Being a Shareholder of TEAM Consulting Engineering and Management Public Company Limited ("the Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น	และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total amount of _____ shares	and have the rights to vote equal to _____ votes as follows:
<input type="checkbox"/> หุ้นสามัญ _____ หุ้น	ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share _____ shares	have the rights to vote equal to _____ votes
<input type="checkbox"/> หุ้นบุริมสิทธิ _____ หุ้น	ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preferred share _____ shares	have the rights to vote equal to _____ votes

(3) ขอมอบฉันทะให้
 Hereby appoint

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
 Mr./Mrs./Ms. Age years, residing at
 ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
 Road Sub-District District
 จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
 Province Postal Code or

☐ 2. ชื่อ พลเอก วิเชียร ศิริสุนทร อายุ 64 ปี อยู่บ้านเลขที่ 71/65 หมู่บ้านเสรีรายา
 General Wichien Sirisoonthorn Age 64 years, residing at 71/65 Seranee Raya Village
 ถนน นาวงประชาพัฒนา ตำบล/แขวง สีกัน อำเภอ/เขต ดอนเมือง
 Road Nawong Pracha Phatthana Sub-District Sikan District Don Mueang
 จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10210 หรือ _____
 Province Bangkok Postal Code 10210 or

☐ 3. ชื่อ นางสาววิมล กฤตยาเกียรติ์ อายุ 68 ปี อยู่บ้านเลขที่ 316/29 ซอยสุขุมวิท 22
 Mrs. Suvimol Chrityakierne Age 68 years, residing at 316/29 Soi Sukhumvit 22
 ถนน สุขุมวิท ตำบล/แขวง คลองเตย อำเภอ/เขต คลองเตย
 Road Sukhumvit Sub-District Klongtoey District Klongtoey
 จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10110 หรือ _____
 Province Bangkok Postal Code 10110 or

คนหนึ่งคนใดเพียงผู้เดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ของ บริษัท ทีม คอนซัลติ้ง เอนจิเนียริ่ง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ในวันที่ 16 กรกฎาคม 2563 เวลา 14.00 น. ณ ห้องประชุมชั้น 2 อาคารทีม เลขที่ 151 ถนนนวลจันทร์ แขวงนวลจันทร์ เขตบึงกุ่ม กรุงเทพมหานคร 10230 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of above as my/our proxy to attend and vote on my/our behalf at the meeting of the 2020 Annual General Meeting of Shareholders of TEAM Consulting Engineering and Management Public Company Limited on July 16, 2020 at 14.00 hours at TEAM building, 2nd Floor, 151 Nuan Chan Road, Nuan Chan, Bueng Kum, Bangkok 10230 or such other date, time and place as the meeting may be adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
in this Meeting. I/we grant my/our proxy to vote on my/our behalf as follows:

วาระที่ 1 **พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2562 เมื่อวันที่ 3 เมษายน 2562**
Agenda Item 1 **To consider and approve the Minutes of the 2019 Annual General Meeting of Shareholders held on April 3, 2019**

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 2 **รับทราบรายงานผลการดำเนินงานของบริษัท สิ้นสุด ณ วันที่ 31 ธันวาคม 2562**
Agenda Item 2 **To acknowledge the report on the Company's operating results for the year ended December 31, 2019**

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 3 **พิจารณาอนุมัติงบการเงินของบริษัทสำหรับรอบปีบัญชี 2562 สิ้นสุด ณ วันที่ 31 ธันวาคม 2562**
Agenda Item 3 **To consider and approve the Company's financial statements for the fiscal period ended December 31, 2019**

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 4 **พิจารณาอนุมัติการจัดสรรเงินกำไรเป็นทุนสำรองตามกฎหมาย และรับทราบการจ่ายเงินปันผลระหว่างกาล**
Agenda Item 4 **To consider and approve the appropriation of profit as a legal reserve and acknowledge the Interim Dividends Payment**

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 5 **พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ**
Agenda Item 5 **To consider the election of directors in replacement of those who are retiring by rotation**

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

☐ **เลือกตั้งกรรมการทั้งหมด**

Vote for all nominated candidates

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

☐ **เลือกตั้งกรรมการเป็นรายบุคคล**

Vote for an individual nominated candidate

1.นายศานิต รังน้อย

Mr. Sanit Rangnoi

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

2. ดร.ประเสริฐ ภัทรมัย

Dr. Prasert Patramaii

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

3. นายชวลิต จันทรรัตน์

Mr. Chawalit Chantararat

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 6**Agenda Item 6****พิจารณากำหนดค่าตอบแทนกรรมการบริษัท ประจำปี 2563****To consider the remuneration of the Company's directors for the year 2020**

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 7**Agenda Item 7****พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี สำหรับรอบปีบัญชี 2563****สิ้นสุด ณ วันที่ 31 ธันวาคม 2563****To consider the appointment of the Company's Auditor and to fix the auditing fees for the year 2020 ended December 31, 2020**

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 8**Agenda Item 8**

รับทราบการขยายระยะเวลาและเปลี่ยนแปลงเพิ่มเติมวัตถุประสงค์การใช้เงินจากการระดมทุนผ่านการเสนอขายหุ้นสามัญเพิ่มทุนให้แก่ประชาชนทั่วไปเป็นครั้งแรก (Initial Public Offering)
To acknowledge extending and changing the objective of the use of funds raised through the sale of newly issued shares under Initial Public Offering (IPO).

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 9**Agenda Item 9****พิจารณาเรื่องอื่นๆ (ถ้ามี)****Other Business (if any)**

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
 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 a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the Meeting considers or passes any resolution 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้เสมือนถือว่าข้าพเจ้าได้กระทำเองทุกประการ
 Any actions performed by the proxy in this Meeting shall be deemed to be actions performed by myself/ourselves.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
 ()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
 ()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
 ()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
 ()

หมายเหตุ : ตามประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Remarks : According to the notification of Department of Business Development, Ministry of Commerce regarding Proxy Form (Issue 5) 2007

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and not split the number of shares to several proxies for splitting votes.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
Regarding the election of directors, the proxy can either elect the whole set of the nominated directors or any individual nominated directors.
3. ในกรณีที่มติวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อตามแนบด้านล่างของหนังสือมอบฉันทะ แบบ ข. ฉบับนี้
In case there are additional agenda items other than those specified above, the grantor of the proxy shall use the Attachment to Proxy Form B. attached herewith to specify the additional agenda item(s).

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข. / Supplemental Proxy Form B.
(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนโดยตัว / Specific Details Form)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ทีม คอนซัลติ้ง เอนจิเนียริ่ง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ("บริษัท")

The proxy as a shareholder of TEAM Consulting Engineering and Management Public Company Limited ("The Company")

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ของบริษัท ทีม คอนซัลติ้ง เอนจิเนียริ่ง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ในวันที่ 16 กรกฎาคม 2563 เวลา 14.00 น. ณ ห้องประชุมชั้น 2 อาคารทีม เลขที่ 151 ถนนพหลโยธิน แขวงพญาไท เขตปทุมวัน กรุงเทพมหานคร 10230 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the meeting of the 2020 Annual General Meeting of Shareholders of TEAM Consulting Engineering and Management Public Company Limited on July 16, 2020 at 14.00 hours at TEAM building, 2nd Floor, 151 Nuan Chan Road, Nuan Chan, Bueng Kum, Bangkok 10230 or such other date, time and place as the meeting may be adjourned.

วาระที่ _____ เรื่อง _____
Agenda Subject :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ _____ เรื่อง _____
Agenda Subject :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ _____ เรื่อง _____
Agenda Subject :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ _____ เรื่อง เลือกตั้งกรรมการใหม่ (ต่อ)
Agenda Subject : Election of new Directors (continued)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เลือกตั้งกรรมการทั้งหมด
Vote for all the nominated directors
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
- ☐ เลือกตั้งกรรมการเป็นรายบุคคล
Vote for an individual nominated candidate

บุคคลที่ได้รับการเสนอชื่อ _____

Name of the nominated candidate

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

บุคคลที่ได้รับการเสนอชื่อ _____

Name of the nominated candidate

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

บุคคลที่ได้รับการเสนอชื่อ _____

Name of the nominated candidate

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ
I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

หนังสือมอบฉันทะ (แบบ ค.)

Proxy (Form C.)

อากรแสตมป์ 20 บาท

Stamp Duty Baht 20

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงหุ้นต่างประเทศและแต่งตั้งให้คนไทยเป็นผู้รับฝากและดูแลหุ้นเท่านั้น)

(for Foreign Shareholder Appointing Custodian in Thailand)

เลขทะเบียนผู้ถือหุ้น _____
Shareholders' Registration No.

เขียนที่ _____
Written at

วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____

I/We

สำนักงานตั้งอยู่เลขที่ _____ สัญชาติ _____
Office Address Nationality

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-District District

จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ _____

As a custodian for (Shareholders' name)

ซึ่งเป็นผู้ถือหุ้นของ บริษัท ทีม คอนซัลติ้ง เอนจิเนียริง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ("บริษัท")

Which is a Shareholder of TEAM Consulting Engineering and Management Public Company Limited ("the company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total amount of _____ shares and have the rights to vote equal to _____ votes as follows:
☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share _____ shares have the rights to vote equal to _____ votes
☐ หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preferred share _____ shares have the rights to vote equal to _____ votes

(2) ขอมอบฉันทะให้

Hereby appoint

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Mr./Mrs./Ms. Age years, residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-District District

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
Province Postal Code or

☐ 2. ชื่อ พลเอก วิเชียร ศิริสุนทร _____ 64 ปี อยู่บ้านเลขที่ 71/65 หมู่บ้านเสรีนา
Gen. Wichien Sirisoonthorn Age 64 years, residing at 71/65 Seranee Raya Village

ถนน นาวงประชาพัฒนา _____ ตำบล/แขวง สีกัน _____ อำเภอ/เขต ดอนเมือง _____
Road Nawong Pracha Phatthana Sub-District Sikan District Don Mueang

จังหวัด กรุงเทพมหานคร _____ รหัสไปรษณีย์ 10210 _____ หรือ _____
Province Bangkok Postal Code 10210 or

☐ 3. ชื่อ นางสาวลิ้ม กลุฑยาเกียรติ _____ อายุ 68 ปี อยู่บ้านเลขที่ 316/29 ซอยสุขุมวิท 22
Mrs. Suvimol Chrityakierne Age 68 years, residing at 316/29 Soi Sukhumvit 22

ถนน สุขุมวิท _____ ตำบล/แขวง คลองเตย _____ อำเภอ/เขต คลองเตย _____
Road Sukhumvit Sub-District Klongtoey District Klongtoey

จังหวัด กรุงเทพมหานคร _____ รหัสไปรษณีย์ 10110 _____
Province Bangkok Postal Code 10110

คนหนึ่งคนใดเพียงผู้เดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2563

ของ บริษัท ทีม คอนซัลติ้ง เอนจิเนียริง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ในวันที่ 16 กรกฎาคม 2563 เวลา 14.00 น. ณ ห้องประชุมชั้น 2

อาคารทีม เลขที่ 151 ถนนนวลจันทร์ แขวงนวลจันทร์ เขตบึงกุ่ม กรุงเทพมหานคร 10230 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of above as my/our proxy to attend and vote on my/our behalf at the meeting of the 2020 Annual General Meeting of Shareholders of

TEAM Consulting Engineering and Management Public Company Limited on July 16, 2020 at 14.00 hours at TEAM building, 2nd Floor,

151 Nuan Chan Road, Nuan Chan, Bueng Kum, Bangkok 10230 or such other date, time and place as the meeting may be adjourned.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting. I/We grant my/our proxy to vote on my/our behalf as follows.

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้ ตามข้อ (1)

Grant proxy equal to all of the number of shares held by me/us and has the right to vote in accordance with Clause (1)

☐ มอบฉันทะบางส่วน คือ

Grant proxy in partial of the number of shares held by me/us

<input type="checkbox"/> หุ้นสามัญ	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ	เสียง
Ordinary share	shares	have the rights to vote equal to	votes

<input type="checkbox"/> หุ้นบุริมสิทธิ	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ	เสียง
Preferred share	shares	have the rights to vote equal to	votes

รวมสิทธิออกคะแนนเสียงทั้งหมด _____ เสียง

Totaling _____ votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting. I/we grant my/our proxy to vote on my/our behalf as follows :

วาระที่ 1

Agenda Item 1

พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2562 เมื่อวันที่ 3 เมษายน 2562

To consider and approve the Minutes of the 2019 Annual General Meeting of Shareholders held on April 3, 2019

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วยเสียง	<input type="checkbox"/> งดออกเสียงเสียง
ApproveVote	Disapprove.....Vote	Abstain.....Vote

วาระที่ 2

Agenda Item 2

รับทราบรายงานผลการดำเนินงานของบริษัท สิ้นสุด ณ วันที่ 31 ธันวาคม 2562

To acknowledge the report on the Company's operating results for the year ended December 31, 2019

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วยเสียง	<input type="checkbox"/> งดออกเสียงเสียง
ApproveVote	Disapprove.....Vote	Abstain.....Vote

วาระที่ 3

Agenda Item 3

พิจารณานำมติงบการเงินของบริษัทสำหรับรอบบัญชี 2562 สิ้นสุด ณ วันที่ 31 ธันวาคม 2562

To consider and approve the Company's financial statements for the fiscal period ended December 31, 2019

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วยเสียง	<input type="checkbox"/> งดออกเสียงเสียง
ApproveVote	Disapprove.....Vote	Abstain.....Vote

วาระที่ 4

Agenda Item 4

พิจารณานำมติการจัดสรรเงินกำไรเป็นทุนสำรองตามกฎหมาย และรับทราบการจ่ายเงินปันผลระหว่างกาล

To consider and approve the appropriation of profit as a legal reserve and acknowledge the Interim Dividends Payment

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วยเสียง	<input type="checkbox"/> งดออกเสียงเสียง
ApproveVote	Disapprove.....Vote	Abstain.....Vote

วาระที่ 5**Agenda Item 5****พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ****To consider the election of directors in replacement of those who are retiring by rotation**

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย.....เสียง
ApproveVote | <input type="checkbox"/> ไม่เห็นด้วยเสียง
Disapprove.....Vote | <input type="checkbox"/> งดออกเสียงเสียง
Abstain.....Vote |
|--|--|--|
- ☐ **เลือกตั้งกรรมการทั้งหมด**
Vote for all nominated candidates
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย.....เสียง
ApproveVote | <input type="checkbox"/> ไม่เห็นด้วยเสียง
Disapprove.....Vote | <input type="checkbox"/> งดออกเสียงเสียง
Abstain.....Vote |
|--|--|--|
- ☐ **เลือกตั้งกรรมการเป็นรายบุคคล**
Vote for an individual nominated candidate
- 1.นายสานิต รังน้อย
Mr. Sanit Rangnoi
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย.....เสียง
ApproveVote | <input type="checkbox"/> ไม่เห็นด้วยเสียง
Disapprove.....Vote | <input type="checkbox"/> งดออกเสียงเสียง
Abstain.....Vote |
|--|--|--|
2. ดร.ประเสริฐ ภัทรมาย์
Dr. Prasert Patramai
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย.....เสียง
ApproveVote | <input type="checkbox"/> ไม่เห็นด้วยเสียง
Disapprove.....Vote | <input type="checkbox"/> งดออกเสียงเสียง
Abstain.....Vote |
|--|--|--|
3. นายชวลิต จันทรรัตน์
Mr.Chawalit Chantararat
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย.....เสียง
ApproveVote | <input type="checkbox"/> ไม่เห็นด้วยเสียง
Disapprove.....Vote | <input type="checkbox"/> งดออกเสียงเสียง
Abstain.....Vote |
|--|--|--|

วาระที่ 6**Agenda Item 6****พิจารณากำหนดค่าตอบแทนกรรมการบริษัท ประจำปี 2563****To consider the remuneration of the Company's directors for the year 2020**

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย.....เสียง
ApproveVote | <input type="checkbox"/> ไม่เห็นด้วยเสียง
Disapprove.....Vote | <input type="checkbox"/> งดออกเสียงเสียง
Abstain.....Vote |
|--|--|--|

วาระที่ 7**Agenda Item 7****พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี สำหรับรอบปีบัญชี 2563****สิ้นสุด ณ วันที่ 31 ธันวาคม 2563****To consider the appointment of the Company's Auditor and to fix the auditing fees for the year 2020 ended December 31, 2020**

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย.....เสียง
ApproveVote | <input type="checkbox"/> ไม่เห็นด้วยเสียง
Disapprove.....Vote | <input type="checkbox"/> งดออกเสียงเสียง
Abstain.....Vote |
|--|--|--|

วาระที่ 8**Agenda Item 8**

รับทราบการขยายระยะเวลาและเปลี่ยนแปลงเพิ่มเติมวัตถุประสงค์การใช้เงินจากการระดมทุน
ผ่านการเสนอขายหุ้นสามัญเพิ่มทุนให้แก่ประชาชนเป็นครั้งแรก (Initial Public Offering)
To acknowledge extending and changing the objective of the use of funds raised through
the sale of newly issued shares under Initial Public Offering (IPO).

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 9
Agenda Item 9

พิจารณาเรื่องอื่นๆ (ถ้ามี)
Other Business (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| ApproveVote | Disapprove.....Vote | Abstain.....Vote |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
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 a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the Meeting considers or passes any resolution 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้เสมือนถือว่าข้าพเจ้าได้กระทำเองทุกประการ
Any actions performed by the proxy in this Meeting shall be deemed to be actions performed by myself/ourselves.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ : ตามประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Remarks : According to the notification of Department of Business Development, Ministry of Commerce regarding Proxy Form (Issue 5) 2007

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งคัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้ฝากและดูแลหุ้นเท่านั้น
Only foreign shareholders as registered in the registration book who have custodian in Thailand can use the Proxy Form C.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะแบบ ค. คือ
Evidences to be enclosed with the proxy form C. are:
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of Attorney from shareholder authorizes a custodian to sign the Proxy form on behalf of the shareholder.
 - (2) หนังสือยืนยันผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
Letter of certification to certify that the signer in the proxy Form have a permission to act as a Custodian.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนได้
A shareholder shall appoint only one holder to attend and vote at the Meeting. A Shareholder may not appoint more than one proxy holder, each with the voting right in respect of a certain portion of shares.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
Regarding the election of directors, the proxy can either elect the whole set of the directors or any specific director.
5. ในกรณีที่มิ่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำตามแนบด้านล่างของหนังสือมอบฉันทะ แบบ ค.ฉบับนี้
In case there are additional agenda, the proxy can state other agenda by using the Supplemental Proxy Form C as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค. / Supplemental Proxy Form C.

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงหุ้นต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นเท่านั้น)
(for Foreign Shareholder Appointing Custodian in Thailand)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ทีม คอนซัลติ้ง เอนจิเนียริ่ง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ("บริษัท")

The proxy as a shareholder of TEAM Consulting Engineering and Management Public Company Limited ("The Company")

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ของบริษัท ทีม คอนซัลติ้ง เอนจิเนียริ่ง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ในวันที่ 16 กรกฎาคม 2563 เวลา 14.00 น. ณ ห้องประชุมชั้น 2 อาคารทีม เลขที่ 151 ถนนนวลจันทร์ แขวงนวลจันทร์ เขตบึงกุ่ม กรุงเทพมหานคร 10230 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the meeting of the 2020 Annual General Meeting of Shareholders of TEAM Consulting Engineering and Management Public Company Limited on July 16, 2020 at 14.00 hours at TEAM building, 2nd Floor, 151 Nuan Chan Road, Nuan Chan, Bueng Kum, Bangkok 10230 or such other date, time and place as the meeting may be adjourned.

วาระที่ _____ เรื่อง _____
Agenda Subject :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย.....เสียง
ApproveVote | <input type="checkbox"/> ไม่เห็นด้วยเสียง
Disapprove.....Vote | <input type="checkbox"/> งดออกเสียงเสียง
Abstain.....Vote |
|--|--|--|

วาระที่ _____ เรื่อง _____
Agenda Subject :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย.....เสียง
ApproveVote | <input type="checkbox"/> ไม่เห็นด้วยเสียง
Disapprove.....Vote | <input type="checkbox"/> งดออกเสียงเสียง
Abstain.....Vote |
|--|--|--|

วาระที่ _____ เรื่อง _____
Agenda Subject :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย.....เสียง
ApproveVote | <input type="checkbox"/> ไม่เห็นด้วยเสียง
Disapprove.....Vote | <input type="checkbox"/> งดออกเสียงเสียง
Abstain.....Vote |
|--|--|--|

วาระที่ _____ เรื่อง **เลือกตั้งกรรมการใหม่ (ต่อ)**
Agenda Subject : **Election of new Directors (continued)**

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เลือกตั้งกรรมการทั้งหมด
Vote for all the nominated directors
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย.....เสียง
ApproveVote | <input type="checkbox"/> ไม่เห็นด้วยเสียง
Disapprove.....Vote | <input type="checkbox"/> งดออกเสียงเสียง
Abstain.....Vote |
|--|--|--|
- ☐ เลือกตั้งกรรมการเป็นรายบุคคล
Vote for an individual nominated candidate
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย.....เสียง
ApproveVote | <input type="checkbox"/> ไม่เห็นด้วยเสียง
Disapprove.....Vote | <input type="checkbox"/> งดออกเสียงเสียง
Abstain.....Vote |
|--|--|--|
- บุคคลที่ได้รับการเสนอชื่อ
Name of the nominated candidate
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย.....เสียง
ApproveVote | <input type="checkbox"/> ไม่เห็นด้วยเสียง
Disapprove.....Vote | <input type="checkbox"/> งดออกเสียงเสียง
Abstain.....Vote |
|--|--|--|

บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

☐ เห็นด้วย.....เสียง

ApproveVote

☐ ไม่เห็นด้วยเสียง

Disapprove.....Vote

☐ งดออกเสียงเสียง

Abstain.....Vote

บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

☐ เห็นด้วย.....เสียง

ApproveVote

☐ ไม่เห็นด้วยเสียง

Disapprove.....Vote

☐ งดออกเสียงเสียง

Abstain.....Vote

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อนั่งล้อมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

Guidelines and Practices for attending the Shareholders Meeting and the grant of proxy

The Company shall proceed registration for the 2020 Annual General Meeting of Shareholders with a Barcode system so as to promote transparency and fairness, as well as provide benefits and convenience to shareholders. The Company considers appropriate to impose procedures on review of documents and evidence identifying shareholders and proxies eligible to register, attend and vote at the Meeting as follows:

1. Utility of Proxy Form

A. Proxy Form

The Registrar of Public Limited Company has stipulated three (3) proxy forms:

1. Form A, which is a simple general proxy form;
2. Form B, which states the clear details of matter to be undertaken by the Proxy;
3. Form C, which applies to a foreign shareholder who appoints a custodian in Thailand to act as his/her custodian of shares.

B. Method of Use of Proxy Form

1. A Thai shareholder can use only Proxy Form A or B;
2. A foreign shareholder who has appointed a custodian in Thailand to act as his/her custodian of shares can use either Proxy Form A or B or C.

The shareholder must authorize only one proxy to attend and vote at the meeting and not split the number of shares to several proxies for splitting votes. The shareholder must grant the proxy in the same number of holding shares which is unable to grant proxy apart or less than the number of shares held except for the Custodian appointed by the foreign shareholder in accordance with Proxy Form C.

2. Documents to be presented prior to the Meeting

In all cases, the identity documents must be issued by competent authorities; examples include ID card, Civil Servant ID card or driving license. These documents must still be valid and not be damaged or in a condition that cannot identify the holder. If the Shareholder has changed his/her name/surname, supporting documentary evidence is required. For your convenience in registration, please also bring the invitation letter on the QR Code format which is sent to shareholders for registration on the date of the Meeting.

Individual Person

- 1) In case of personal attendance the original identity document must be presented at the Shareholders' Meeting.
- 2) In case of proxy
 - Any Proxy Form (either Form A or Form B) duly filled in and signed by shareholder and proxy;
 - A copy of shareholder's identity document duly certified by shareholder;
 - Copy of proxy's identity document duly certified by proxy together with original thereof at point of registration.

Juristic Person

- 1) In case of the Juristic Person attending the meeting by its authorized representative(s)

- Any Proxy Forms (either Form A or Form B) duly filled in and signed by shareholder and proxy;
- Copy of a company certificate taken not more than 6 months duly certified by authorized person(s);
- Copy(ies) of authorized person(s)'s identity document duly certified by such authorized person(s) together with original thereof at point of registration.

2) In case of the shareholder appointing the proxy to attend the meeting

- Any Proxy Forms (either Form A or Form B) duly filled in and signed by authorized representative(s) of shareholder and proxy;
- Copy of a company certificate taken not more than 6 months duly certified by authorized representative(s) containing particulars that authorized representative(s) affixing signature(s) on the Proxy Form is(are) duly authorized;
- Copy(ies) of identity document(s) of authorized representative(s) duly certified by him/her/them;
- Copies of proxy's identity document duly certified by proxy together with original thereof at point of registration.

3) Custodian appointed as depositary by foreign shareholders

3.1 Documents as under juristic person 1 and 2 shall be prepared by selecting one of any Proxy Form (either Form A, Form B or Form C).

3.2 In the event custodian has been authorized to sign on proxy, the following documents shall be produced:

- a power of attorney appointing such custodian to sign on proxy;
- a confirmation letter that signatory has been licensed to engage in custodian business.
- Documents issued overseas are required to be notarized by a Notary Public.
- If any document which is not originally issued in English, the English translation is required and must be attached with the original, and certified as a true translation by an authorized director(s) of such juristic person.

3. Meeting Registration

The Company shall proceed with registration two hours prior to the Meeting time or from 12.00 hours on July 16, 2020 at the venue which a map attached to this Notice.

The Company's Articles of Association concerning the Shareholders' Meeting

Article 31. The Board of Directors shall hold an Annual General Shareholders' Meeting within four (4) months after fiscal year end.

All other Shareholders' Meetings apart from above are called extraordinary meeting. The Board of Directors may summon an extraordinary meeting at any time it deems appropriate.

One (1) or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold may, by subscribing their names requesting the Board of Directors in writing to call an extraordinary meeting of shareholders at any time, but the reason for calling such meeting shall be clearly stated in such request. In such event, the Board of Directors shall proceed to call a Shareholders' Meeting to be held within forty-five (45) days as from the date of such request in writing from the shareholders is received.

In the case the Board of Directors fail to arrange for the meeting within as period under third paragraph, the shareholders who have subscribed their name or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under the third paragraph. In such case, the meeting deemed to be Shareholders' Meeting called by the Board of Directors and the Company shall be responsible for necessary expenses that incurred from meeting providing and facilitate properly.

In the case where, at the meeting called by the shareholders under fourth paragraph, the number of the shareholders present does not constitute quorum as prescribed in Article 33. The shareholder under fourth paragraph shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

Article 32. To summon a Shareholders' Meeting, the Board of Directors shall prepare a notice thereof specific place, date, time, agenda and appropriate matters for the meeting by clearly stating those matters proposed for acknowledgement, approval or consideration, as the case may be including the Board's opinions. Such notice shall be sent to the shareholders and the registrar not less than seven (7) days prior to the meeting date, and published in the newspaper for a period of not less than three (3) consecutive days, at least three (3) days prior to the meeting date.

The place where the meeting is to be held in the locality in where the head office of the Company or any other place determined by the Board of Directors.

Article 34. The Chairman of the Board shall preside as Chairman of the meeting. If the Chairman of the Board is unable to attend the meeting or unable to perform the duty, the Vice-Chairman shall preside as Chairman of the meeting. If there is no Vice-Chairman or the Vice-Chairman exists but is unable to perform his duties, the shareholders in the meeting shall elect one person to act as a Chairman of the meeting.

Article 35. In voting at the Shareholders' Meeting, one (1) share shall have one (1) vote and any shareholder has a special interest in any matter that shareholder has no right to vote on that matter in addition to voting for election of directors and the resolution of the Shareholders' Meeting shall consist of the following votes:

- (1) In general, a resolution shall be passed by a majority votes of shareholders present at the meeting. In the case of an equality votes, the Chairman of the meeting shall have the casting vote.
- (2) In the case below, a resolution shall be passed by a vote of not less than three-fourths (3/4) of all votes of shareholders attending the meeting and entitled to vote;
 - (a) sales or transfer of the whole or integral parts of the Company's business to other persons;
 - (b) purchase or acceptance of transfer of a business of other private companies or public limited companies by the Company;
 - (c) execution, amendment or termination of a contract related to the lease of the whole or a substantial part of the Company's business, the assignment of another person to manage the business of the Company, or merge the business with other persons, for the purpose of profit or loss sharing;
 - (d) amendment to the Memorandum of Association or Articles of Association of the Company;
 - (e) increase or reduction of the Company's registered capital;
 - (f) dissolution of the Company;
 - (g) issuance of debentures of the Company;
 - (h) amalgamation of the Company's business with another company.

Article 36. Activities that the Annual General Meeting of Shareholders should call as follows:

- (1) acknowledge report of the Board of Directors proposed in Shareholders' Meeting that indicates activities of the Company in the previous year;
- (2) consider and approve the balance sheets and profit and loss statements;
- (3) consider and approve the allocation of profits and dividend payment;
- (4) consider and elect new directors to replace those who will retire by rotation;
- (5) consider and determine director's remuneration;
- (6) consider and appoint auditors and determine the audit fees; and
- (7) transact other businesses.

Proxy for attending the Shareholders' Meeting

Article 33. The Shareholders' Meeting shall have the shareholder and proxy from shareholder (If any) attend the meeting not less than twenty-five (25) persons or not less than a half (1/2) of all shareholders and shall have the shares combine together not less than one-third (1/3) of all distributes shares shall be quorum.

In the event at any Shareholders' Meeting, upon the lapse of one (1) hour from the fixed for the meeting commencement that prescribed under first paragraph. The summons upon the requisition of shareholders, shall be cancelled. If the meeting of shareholders had not been summoned upon the requisition of shareholders, another meeting shall be summoned. And written notice summoning the meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At such subsequent meeting, no quorum is required to be constituted.

Qualification of Directors, Election and Rotation of Directors

The Company must have the Board of Directors consisting of not less than five (5) persons to conduct the Company's business provided that no less than half (1/2) of total number of directors shall reside in Thailand and shall have qualification as prescribed by law.

A director may or may not be shareholder of the Company.

Article 16. Shareholders' Meeting shall elect director(s) according to rules and procedures as follows:

- (1) Each shareholder shall have one (1) vote for one (1) share.
- (2) Each shareholder shall utilize all the right under (1) to elect one or several persons to be a director or directors of the Company. In case of voting for more than one director, he cannot distribute his votes.
- (3) Persons who are elected to be directors will be those who receive the highest number of votes, in descending order, according to the number of directors who are to be elected. In the event of a tie for the last position to be elected and this exceeds the said number of directors, the Chairman of the meeting shall have a casting vote.

Article 17. At every Annual General Meeting of Shareholder, one-third (1/3) of the directors, or if their number is not a multiple of three, then the number nearest to one-third (1/3) must retire from office.

A retiring director is eligible for re-election.

The director retiring from the office in the first and the second years after the registration of the Company shall be selected by means of drawing lots. In every subsequent year, the directors who have been longest in office shall retire.

Auditor

Article 37. The Company's fiscal year begins on January 1 and ends on December 31 of each year.

Article 38. The Company shall arrange for the preparation and keeping of accounts as well as the audit thereof in accordance with the law governing such, and shall make a balance sheet and a statement of profit and loss at least once every twelve (12) months which is the accounting period of the Company.

Article 41. The auditor shall not be a director, personnel, employee or person holding any position in the Company.

Article 42. The auditor has the authority to audit accounts, documents and any other evidence relating to income, as well as the assets and liabilities of the Company during the business hours of the Company. In this regard, the auditor has power to inquire the directors, personnel, employees, person who hold any positions of the Company and the representatives of the Company including allowing those individuals to clarify the facts or submit documents or evidence about the operation of the Company.

Article 43. The auditor has the duty to attend every meeting of shareholders whenever it is held to consider the balance sheet, the statement of loss and profit and problems concerning the accounts of the Company in order to give explanations to shareholders and the Company shall also send the reports and all documents that shareholders should receive in the meeting to the auditor as well.

Dividend Payment

Article 44. No dividends shall be paid otherwise than out of profits. In the case where a company has incurred accumulated loss, no dividends may be paid.

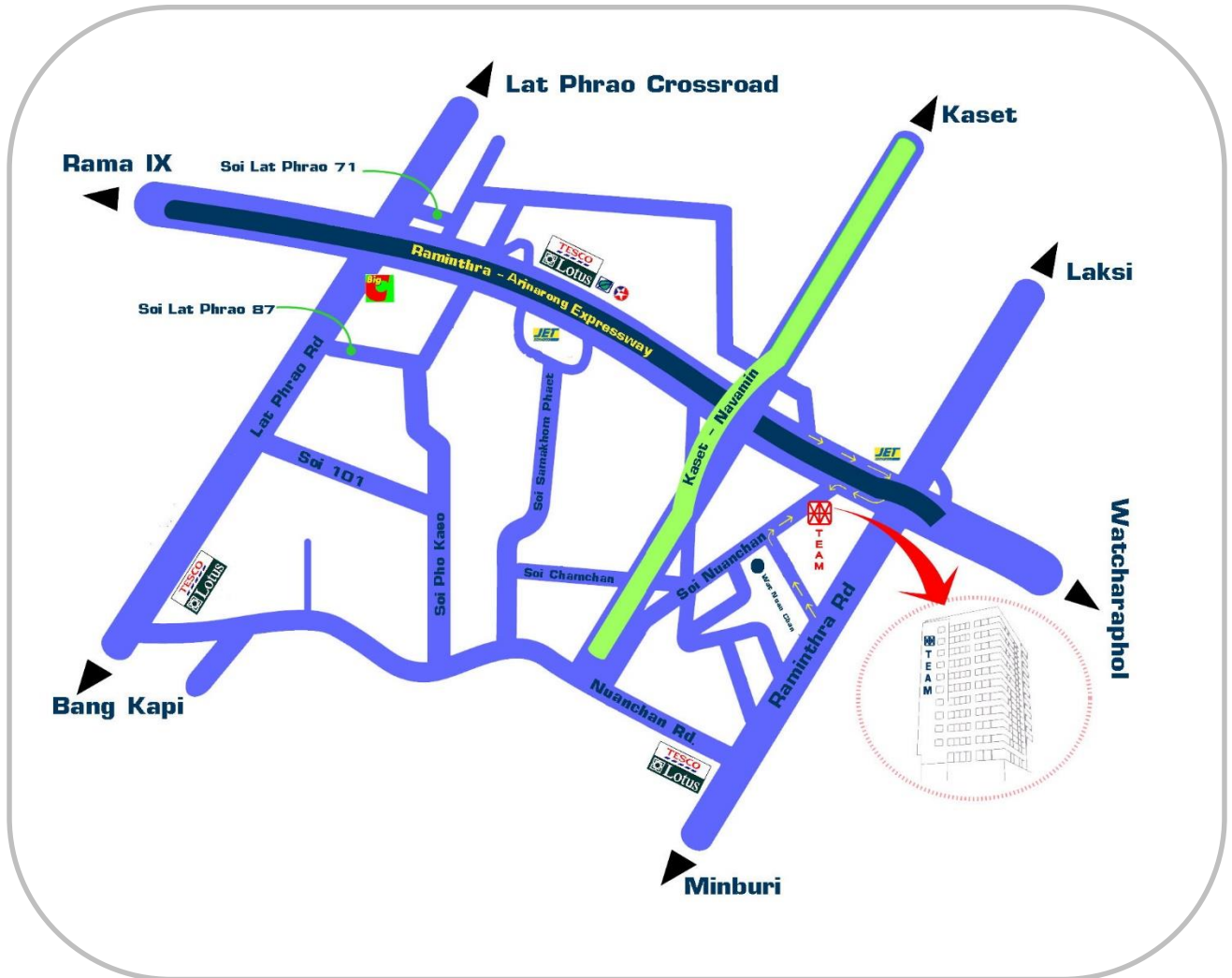
Dividends shall be distributed in accordance with the number of shares in equal number for each share. Unless in case that the Company issues the preference shares and specifying that the preference shares receives different dividends from the ordinary shares, the dividend shall be allocated as specified. The dividend payment shall be approved by the Shareholders' Meeting.

The Board of Directors may pay the interim dividends payment to shareholders from time to time when the Board of Directors deems that the Company has sufficient profit to do so and shall report to the shareholders at the subsequent meeting.

Payment of dividends shall be made within one (1) month from the date of the resolution is passed by the meeting of shareholders or the Board Directors, as the case may be. However, a notice thereof shall be sent to the shareholders and also be published in a newspaper for a period of not less than three (3) consecutive days.

Article 45. The Company shall allocate annual net profits as reserve fund not less than five (5) percentage of annual net profits less the sum of accumulated loss brought forward (if any) until reserve fund amounts to not less than ten(10) percentage of registered capital.

Map of the Meeting Venue
The 2020 Annual General Meeting of Shareholders
Thursday, July 16, 2020 at 14.00 hours



TEAM Consulting Engineering and Management Public Company Limited

151 Nuan Chan Road, Nuan Chan Sub-district,

Bueng Kum District, Bangkok 10230

Telephone 0 2509 9000 www.teamgroup.co.th

