



**Invitation to attend
The 2021 Annual General Meeting of Shareholders**

TEAM Consulting Engineering and Management Public Company Limited

**Thursday, April 29, 2021 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 foods and Beverages provided
at the Annual General Meeting of Shareholders for the Year 2021.**

No. EB/BG-SBG-00/640644

March 30, 2021

Subject: Invitation to attend the 2021 Annual General Meeting of Shareholders

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

- Attachments:
1. Copy of the 2020 Minutes of Annual General Meeting of Shareholders
 2. The Company's Annual Report for 2020 (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 and the definition of the independent director
 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. Attendance form for the Annual General Meeting of Shareholders
 9. Advance question submission form for each agenda item
 10. The measures and guideline for holding the Annual General Meeting of Shareholders under the circumstance of Coronavirus 2019 (COVID-19)
 11. 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 2021 Annual General Meeting of Shareholders **on Thursday, April 29, 2021 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 2021 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 October 15, 2020 to December 31, 2020. 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 2020 Annual General Meeting of Shareholders held on July 16, 2020

Objective

To propose the shareholders to approve the Minutes of the 2020 Annual General Meeting of Shareholders.

Facts and Rationale:

The 2020 Annual General Meeting of Shareholders was held on July 16, 2020. 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 2020 Annual General Meeting of Shareholders for approval, with details as appeared in **Attachment 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, 2020

Objective

To propose the shareholders to acknowledge the Company's operating results for the year 2020.

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 2020 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 2020 Annual Report (on QR Code format), with details as appeared in **Attachment 2**.

Board's Opinion

The Board is of the opinion that the report on the Company's operating results for year ended December 31, 2020 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 2020 financial statements for the fiscal period ended on December 31, 2020

Objective

To propose the shareholders to consider and approve the Company's 2020 financial statements for the fiscal period ended December 31, 2020.

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 2020 ended December 31, 2020 are as follows:

Unit: million baht

Items	Consolidated Financial Statements	Separate Financial Statements
Total Assets	2,008	1,579
Total Liabilities	1,094	762
Total Shareholders' Equity	914	816
Service Income	1,705	1,038
Net Profit	119	134
Basic Earnings Per Share (Baht/Share)	0.18	0.20
Cash flow from operating activities	272.10	243.67
Cash flows from investing activities	(18.96)	30.79
Cash flow from financing activities	(112.18)	(131.21)

Audit Committee's Opinion

The Audit Committee has considered and reviewed the Company's 2020 financial statements for the fiscal period ended on December 31, 2020, 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 2020 financial statements for the fiscal period ended on December 31, 2020 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 2020 financial statements for the fiscal period ended on December 31, 2020 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 the declaration of the dividend payment for the year 2020

Objective

To propose the shareholders to consider and approve the appropriation of the legal reserve and the declaration of the dividend payment for the year 2020.

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 Company has comprehensive income for the year ended December 31, 2020 (from January 1, 2020 to December 31, 2020) according to the separate financial statements of the Company in the amount of Baht 123,017,157 (one hundred twenty-three million seventeen thousand one hundred fifty-seven baht only) and unappropriated retained earnings in the amount of Baht 35,397,132 (thirty-five million three hundred ninety-seven thousand one hundred thirty-two baht only). As a result, the Company has allocated the profit as a legal reserve at Baht 6,700,000 (six million seven hundred thousand baht only), representing 5 percent of the net profit and distributed the dividend as the following details.

1. The interim dividend payment for the first half of 2020 operating result.

On August 11, 2020, the Company, by the Resolutions of the Board of Directors' meeting No. 4/2020, 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 0.11 per share (before withholding tax) or the total amount of Baht 74,800,000 (seventy-four million eight hundred thousand baht only). Such dividend payment was the payment from the net profit of the separate financial

statements ended June 30, 2020. The Company paid such dividend on September 11, 2020.

2. The dividend for the second half of 2020

For the operating results of the second half, the Company considered to pay an additional dividend payment from the net profit of separate financial statements for six (6) months as from July 1, 2020 to December 31, 2020 at the rate of Baht 0.05 per share (before withholding tax) to the Company's shareholders holding totaling of 680,000,000 shares, being the total amount of Baht 34,000,000 (thirty-four million baht only).

The totaling dividend payment of Baht 0.16 per share (before withholding tax), the total amount of Baht 108,800,000 (one hundred eight million eight hundred thousand baht only), representing 88.44 percent of the net profit of the separate financial statements for the year ended December 31, 2020. Such the dividend payment is in accordance with the dividend payment policy and the Articles of Association of the Company.

The comparison of dividend payment ratio for the year 2019 and 2020

Details of dividend payment paid from the separate financial statements for the year ended	Year 2019	Year 2020
Net profit ratio per share (Baht)	0.12	0.20
Dividend payment ratio per share (Baht)	0.11	0.16
• Interim dividend	0.05	0.11
• Annual dividend	0.06	0.05
Total dividend payment ratio per comprehensive income (%)	92.37	88.44
Number of common share (million shares)	680	680
Par Value of Share (Baht)	0.50	0.50

The record date for the right to receive the dividend will be on May 12, 2021 and the payment of dividend will be scheduled on May 28, 2021.

However, the right to receive the dividend is uncertain because the Company has to seek prior approval from the Shareholder's Meeting.

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 the dividend payment for the year 2020 as follows:

1. To approve the appropriation of the legal reserve in the amount of Baht 6,700,000 (six million seven hundred thousand baht only), or representing a portion of 5 percent of 2020 net profits.
2. To acknowledge an interim dividend payment by the resolutions of the Board of Directors' Meeting No. 4/2020 held on August 11, 2020 at the rate 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).
3. To approve the declaration of an additional dividend payment of the year 2020 from the net profit of separate financial statements for six (6) months as from July 1, 2020 to December 31, 2020 at the rate of Baht 0.05 per share (before withholding tax) to the Company's shareholders holding totaling of 680,000,000 shares, being the total amount of Baht 34,000,000 (thirty-four million 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.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 2021

No.	Name of Directors	Position
1.	Mr. Wera Sutesopon	Director, Member of the Nomination and Compensation Committee
2.	Mr. Issarin Patramai	Director
3.	Dr. Aphichat Sramoon	Director, Member of the Executive Committee, Chairman of the Risk Management Committee, Chief Executive Officer

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 October 15, 2020 to December 31, 2020, but no 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.

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, details as appeared in **Attachment 3.**

Board's Opinion

The Board of Directors, excluding the committee member who has conflict of interest, has thoroughly considered and deems it appropriate to propose the Annual General Meeting of Shareholders to consider the re-election of three retiring directors as the Company's directors and hold the same position in the Sub-Committees 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 2021

Objective

To propose to the shareholders to consider and approve the Company's Directors Remuneration for the year 2021 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 efficient 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 2021

The monthly remuneration of the directors, meeting allowances and rewards for the year 2021 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 2020, 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 2021 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 2020)	
• 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 2020)	
• Chairman of the Board	7,500 Baht / Time
• Deputy Chairman	6,500 Baht / Time
• Director	5,000 Baht / Time
1.3 <u>Rewards</u>	

Board of Directors	Remuneration (per person)
2. Remuneration of the Audit Committee 2.1 <u>Directors' Monthly Remuneration</u> (same rate in 2020) <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 2020) <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 2020) <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-

Note: Directors who hold the position of the executive of the Company from the Chief Executive Officer level down will not receive both Director's monthly remuneration and meeting allowance.

Annual rewards payment for the year 2020

The Board of Directors Meeting No. 1/2021, held on February 25, 2021, resolved to pay rewards of Baht 1,910,000 (one million nine hundred ten thousand baht only) representing a portion of 1.6 percent of net profit from the consolidated financial statements of the year 2020, the said reward shall be paid from the directors' remuneration for the year 2020 which was approved by the 2020 shareholders' meeting on July 16, 2020. [The rewards paid from the net profit of the year 2019 in the amount of Baht 1,732,000 (one million seven hundred thirty-two thousand baht only) representing a portion 1.5 percent of the net profit from the consolidated financial statements of the Company for the year 2019]. The Board of Directors shall allocate the amount of such annual rewards among themselves.

Board's Opinion

The Board of the Directors deems it appropriate to propose the Annual General Meeting of Shareholders to consider and approve the remuneration of the directors for the year 2021 in amount of not exceeding Baht 7,000,000 (seven million baht only) and to pay the annual rewards for the year 2020 of Baht 1,910,000 (one million nine hundred ten 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.

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 and cast their votes.

Agenda No.7 To consider the appointment of the Company's Auditor and determine the auditing fees for the year 2021 ended December 31, 2021

Objective

To propose shareholders to consider the appointment of the Company's Auditor and to fix the auditing fees for the year 2021 ended December 31, 2021.

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 2021 ended December 31, 2021 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 2021 ended December 31, 2021 in the amount of Baht 2,700,000 (two million seven 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	4 years (appointed in 2016 and 2018-2020)
2. Miss Siraporn Ouuanunkun	3844	3 years (appointed in 2018-2020)
3. Mrs. Chonlaros Suntiasvaraporn	4523	2 year (appointed in 2019-2020)

The auditing fees for the year 2021 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 1,755,000 (one million seven hundred fifty-five thousand baht only)
3. Other Fee -None-

The total of the review fees for a quarterly financial statement and the annual auditing fees for the year 2021 amounting to Baht 2,700,000 (two million seven hundred thousand baht only), which is decrease from the auditing fees for the year 2020. 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 5 years since 2016 to 2020.

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 2020 and the year 2021

Year 2021 (proposed year)	Increase / (Decrease)	Year 2020
2,700,000	(100,000)	2,800,000

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

Board's Opinion

The Board of the Directors deems it appropriate to propose the Annual General Meeting of Shareholders to consider and approve the appointment of auditors from EY Office Limited as the Company's auditors for the year 2021 ended December 31, 2021, namely Mr. Chatchai Kasemsrithanawat, CPA. License No. 5813, Miss Siraporn Ouuanunkun, CPA. License No. 3844, Mrs. Chonlaros Suntiasvaraporn, CPA. License No. 4523, or any other auditors from the office of EY Office Company Limited, by allowing any one of them to conduct an audit and comment on the financial statements of the Company and approve the auditing fees for the year 2021 ended December 31, 2021 amounting to Baht 2,700,000 (two million seven hundred thousand baht only) according to the opinion of 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. 8 To acknowledge the extension of time for the usage of fund raising through the sale of Initial Public Offering (IPO).

Objective

To propose shareholders to acknowledge the extension of time for the usage of fund raising through the sale of 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	

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 Company reported such changes to Shareholders for acknowledgment in the 2020 Annual General Meeting of Shareholders held on July 16, 2020.

As of December 31, 2020, the company has used net IPO proceeds of 387.91 million Baht with following details:

(Unit: Million Baht)

No.	Planned usage of IPO proceeds	Estimated amount of IPO proceeds	IPO Proceeds used until 31 December 2020	Balance of IPO proceeds as of 31 December 2020
1.	Investing in computer system, software and investment in business relating to advanced technology	65.00	42.14	22.86
2.	Working Capital Management	345.77	345.77	-
	Total	410.77	387.91	22.86

On February 25, 2021, the Board of Directors Meeting No. 1/2021 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, 2020, is Baht 22.86 Million provided that the time use IPO proceeds is scheduled to take place within the year 2021. The said change 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 deems it appropriate to propose the Annual General Meeting of Shareholders to acknowledge 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, 2020, is Baht 22.86 Million provided that the time use IPO proceeds is scheduled to take place within the year 2021. 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)

This Annual General Meeting of Shareholders is set during the COVID-19 pandemic, the Company deeply concerned about the safety of all attendees and its staff due to the mentioned situation, therefore, the Company would like to request for shareholders' cooperation to grant a proxy to the Company's Independent Directors, namely Mr. Sanit Rangnoi, the independent director, Chairman of the Board of Directors, and Chairman of the Audit Committee member, or to General Wichien Sirisoonthorn, the independent director, the Audit Committee member and Chairman of the Nomination and Compensation Committee member, or to Mrs. Suvimol Chrityakierne, the independent director and the Audit Committee member (details of their profile, including the definition of the independent director as appeared in **Attachment 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 2021".

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 **Attachment 5.** or downloading via the Company's website (Pre-casting the vote for each agenda is recommended). Please study the guidelines and procedures for attending shareholders meetings and the proxy granting as per **Attachment 6.**

The Company will conduct the meeting in accordance with the Company's Articles of Association as per **Attachment 7.** **Shareholders who wish to attend the meeting by themselves are requested to follow the instructions below;**

1. Please indicate your wish to attend the meeting in advance, using the form provided herewith as per **Attachment 8**, and submit the form to the Company by Wednesday, April 28, 2021. Please also be informed that the meeting room has been limitedly arranged to maintain distance between each attendee as specified by the government and deemed appropriate for the location.

2. The Company reserves the right to deny entry into the meeting venue and the meeting room to an shareholder or proxy who has any of the following symptoms, such as fever (a body temperature of 37.5 degrees Celsius and over), cough, sore throat, runny nose, loss of sense of smell or taste, shortness of breath, those who has contacted with confirmed COVID-19 case, traveled to or resided in Maximum Control Areas in the period of 14 days prior to the meeting.

3. For the benefit of the Meeting including to ensure the shareholder's rights, shareholders shall submit a written question on the proposed agenda to the Company prior to the meeting, using the form provided herewith as per **Attachment 9**. The submitted questions and the Company's response to those questions shall be recorded in the minutes of the meeting. To ensure the highest level of hygiene, the Company will not provide microphones in the meeting room for Q&A sessions but will instead request that all shareholders and proxies write down their questions on the slips that will be provided in the meeting room.

Please submit the attendance form for the Annual General Meeting of Shareholders and questions in advance prior to the Annual General Meeting of Shareholders via 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

4. Please strictly cooperate with the measures and guideline for holding the Annual General Meeting of Shareholders under the circumstance of Coronavirus 2019 (COVID-19) as per **Attachment 10**.

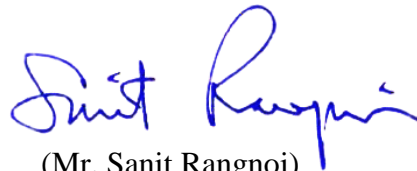
If a shareholder has any inquiries regarding the agenda meeting, please contact the Company Secretary at telephone number 0 2509 9000 Ext. 2010 Ext. 112 or via email cs@team.co.th. Shareholders can examine all details in the agenda of Annual General Meeting of Shareholders and download attachments at www.teamgroup.co.th

Nevertheless, this Annual General Meeting of Shareholders is set during the COVID-19 pandemic which the measures of the government and related government are uncertain and possible changes may occur before the date of the meeting. In case the circumstance changes or there is additional guidance issued by the government, the Company will publicly notify the guideline and procedures of attendance to the meeting under the COVID-19 pandemic on the Company's website.

The Company truly appreciates your understanding and look forward to your continued cooperation.

Yours faithfully,

By the Resolutions of the Board of Directors

A handwritten signature in blue ink, appearing to read "Sanit Rangnoi", is written in a cursive style.

(Mr. Sanit Rangnoi)

Chairman of the Board

- Translation -

**TEAM Consulting Engineering and Management Public Company Limited
Minutes of the 2020 Annual General Meeting of Shareholders
on Thursday, July 16, 2020 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

Miss Chuleekron Dangprapai, the MC, welcomed shareholders and proxies attending the meeting (“Attendees”) to the 2020 Annual General Meeting of Shareholders of TEAM Consulting Engineering and Management Public Company Limited (“The Company”) and requested all attendees to wear a face mask at all times. To facilitate the attendees, the Company provided hand sanitizers at various points. The MC then informed the attendees of the fire exit in case of emergency. At 14.00 hours, as per the schedule, the moderator invited the Chairman of the meeting to open the meeting.

Mr. Sanit Rangnoi, Independent Director, Chairman of the Board and Chairman of the Audit Committee, acting as the Chairman of the meeting (“the Chairman”) welcomed the shareholders and informed the meeting that there were 36 shareholders attending the meeting in person and 18 by proxy, thereby representing a total of 54 shareholders with a total of 412,545,900 shares, equivalent to 60.67 percent of the total 680,000,000 issued shares of the Company, constituting a quorum in accordance with the Company’s Articles of Association, and the meeting was duly convened.

After the meeting had started, additional shareholders and proxies joined the meeting. In total, 60 shareholders and proxies attended the meeting, comprising 42 shareholders present in person and 18 shareholders by proxy, holding altogether 413,844,500 shares, representing 60.86 percent of the total 680,000,000 issued shares of the Company.

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

Directors present at the meeting (9 out of 9 directors or representing 100.00 percent)

- | | |
|----------------------------------|------------------------------------------------------------------------------------------------------------|
| 1. Mr. Sanit Rangnoi | Independent Director / Chairman of the Board / Chairman of the Audit Committee |
| 2. Dr. Prasert Patramai | Deputy Chairman / Chairman 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. Wera Sutesopon | Director / Member of the Nomination and Compensation Committee |

- | | |
|-------------------------------------|--------------------------------------------------------------------------------------------------------------------------|
| 6. Dr. Thanasarn Khuayjarernpanishk | Director |
| 7. Mr. Chawalit Chantararat | Director / Chairman of the Executive Committee |
| 8. Mr. Issarin Patramai | Director |
| 9. Dr. Aphichat Sramoon | Director / Member of the Executive Committee /
Chairman of the Risk Management Committee /
Chief Executive Officer |

Top Executives present at the meeting

- | | |
|------------------------------------|--------------------------------------------------------------------------------------------------------------------|
| 1. Mr. Nakorn Sanyasiri | Deputy Chief Executive Officer – Operation /
Managing Director, TEAM Construction
Management Company Limited |
| 2. Dr. Teerawut Juirnarongrit | Chief Operation Officer / Managing Director,
Geotechnical & Foundation Engineering
Company Limited |
| 3. Mr. Sompat Suwapit | Chief Investment Officer |
| 4. Mrs. Penpilai Phonchaipanich | Chief Financial Officer |
| 5. Dr. Sirinimit Boonyuen | Managing Director, TLT Consultants Company
Limited |
| 6. Mr. Salyawate Prasertwitayakarn | Managing Director, TEAM SQ Company
Limited |

Auditors present at the meeting

- | | |
|----------------------------------|-------------------|
| 1. Mr. Chatchai Kasemsrithanawat | EY Office Limited |
| 2. Miss Itsada Naressaene | EY Office Limited |

The Chairman introduced Miss Pommara Patthanabhumthanint, the Company Secretary, who acted as the Secretary to the meeting and recorded the minutes of the meeting.

The Chairman assigned the Company Secretary to explain the voting procedures in order to comply with related laws and the Articles of Association of the Company as follows:

The Company had invited and informed the shareholders of the 2020 Annual General Meeting of Shareholders via three channels as follows:

1. The Company delivered by post to shareholders the Invitation Letter to the 2020 Annual General Meeting of Shareholders;
2. The Company published the Invitation Letter to the 2020 Annual General Meeting of Shareholders in newspaper;
3. The Company disclosed the details of the 2020 Annual General Meeting of Shareholders on its website.

The essence of the meeting regulation and voting procedures is as follows:

1. The voting shall have 3 alternatives which are "Approve," "Disapprove" or "Abstain" and shareholders shall vote in ballot papers. The Company's staff would collect the ballots for counting.
2. In case shareholders wish to vote "Disapprove" or "Abstain", they shall raise their hands so that the Company's staff could collect the ballots.
3. Proxies shall vote as specified by the shareholder in the proxy form only. If a shareholder does not specify his/her voting intention or his/her intention is unclear or the meeting passes resolutions on any agenda other than those specified in the proxy, the proxy shall have the right to consider and vote on the shareholder's behalf.
4. One share is equivalent to one vote and cannot be divided into partial votes.
5. The majority votes of the attending shareholders shall be required for a resolution of the meeting.
6. For the agenda No. 6 "To consider the Remuneration of the Company's Directors," not less than two-thirds (2/3) of the total votes of the shareholders present at the meeting shall be required for a resolution of the meeting.
7. In vote counting for each agenda item, the Company's staff shall collect the "Disapprove" or "Abstain" voting ballots. Such collected ballots shall then be deducted from the total number of shares of shareholders or proxies present at the meeting with the right to vote.
8. In case of the shareholders who appoint a proxy and specify their voting intention, the Company shall adopt their votes of "Approve", "Disapprove" or "Abstain" for counting the votes in each agenda item as per the intention of such shareholders.

Before convening the meeting, to ensure transparency in vote counting, the Company provided an opportunity for shareholders to volunteer to act as witnesses to the counting of votes. In this respect, Mr. Dolyawich Nongpong, a shareholder, volunteered to witness the vote counting.

Moreover, in case any shareholder wishes to ask questions or express his/her opinions in the meeting, such shareholder shall write questions and state his/her name, last name and attendance status on the provided paper, then raise his/her hand. The Company's staff would collect questions and submit them to the Chairman.

After the voting procedures had been explained, the Chairman proposed that the meeting consider the matters in accordance with the agenda as follows:

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

The Chairman assigned the Company Secretary to report the details to the shareholders.

The Company Secretary informed the meeting that the 2019 Annual General Meeting of Shareholders was held on April 3, 2019. The meeting had passed resolutions as stipulated by law and the Company prepared the minutes of the said meeting within 14 days from

the date of the meeting. The said minutes shall be submitted to the next 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 as per copies of the minutes distributed to the shareholders together with the invitation to this meeting.

After that, the Chairman provided an opportunity to shareholders to ask questions and express opinions on relevant matters. No shareholders asked any questions or expressed any opinions in this agenda; therefore, the Chairman proposed that the meeting cast their votes on this agenda. The resolution for this agenda item required a majority vote of the shareholders who attended the meeting and cast their votes.

Resolution **Having considered the matter, the meeting resolved to certify the Minutes of the 2019 Annual General Meeting of Shareholders held on April 3, 2019 as proposed. The resolution was unanimously passed by the shareholders who attended the meeting and were entitled to vote as follows:**

Approved	413,819,500	Votes,	equivalent to	100.00	Percent
Disapproved	0	Votes,	equivalent to	0.00	Percent
Abstained	0	Votes,	equivalent to	0.00	Percent
Voided Ballot	0	Votes,	equivalent to	0.00	Percent

Remark: In this agenda, there were additional 4 shareholders attending the meeting in person and by proxy, holding 1,273,600 shares. Therefore, a total of 58 shareholders were present, holding 413,819,500 shares, representing 60.86 percent of the total 680,000,000 issued shares of the Company.

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

The Chairman informed the meeting that pursuant to the Public Limited Companies Act B.E. 2535, Section 113, and Article 40 of the Company's Articles of Association, the Board of 8 Directors shall deliver the Annual Report to the shareholders along with the Invitation to the Annual General Meeting of Shareholders. The Company prepared a correct and complete report on the Company's operating results and the 2019 Annual Report in compliance with the Public Limited Companies Act B.E. 2535 and the criteria of the Office of the Securities and Exchange Commission. Details were disclosed in the 2019 Annual Report in digital form via QR Code attached to the invitation letter. Shareholders can download a copy of the 2019 Annual Report via the QR Code or from the Company's website.

The Chairman then assigned Dr. Aphichat Sramoon, Chief Executive Officer, and Mrs. Penpilai Phonchaipanich, Chief Financial Officer, to summarize the significant details to the meeting.

Dr. Aphichat, Chief Executive Officer, reported to the meeting the number of ongoing projects and new projects awarded in 2020, as well as opportunities in related businesses in 2020 for acknowledgement as follows:

1. 345 ongoing projects, divided into 90 government projects, 186 private projects, 52 international projects, and 17 related business projects, with project highlights presented herein.
 - 1) Project: Project Management and Construction Supervision of the MRT Pink Line, Khae Rai - Min Buri Section
Client: Mass Rapid Transit Authority of Thailand
Expected delivery: Year 2021
 - 2) Project: Detailed Design of the MRT Orange Line, Thailand Cultural Center - Hua Mark Section
Client: Mass Rapid Transit Authority of Thailand
Expected delivery: Year 2020
 - 3) Project: Project Management and Construction Supervision of SRT Double-Track Rail Lines, Lop Buri - Pak Nam Pho Section
Client: State Railway of Thailand (SRT)
Expected delivery: Year 2021
 - 4) Project: Construction Supervision of the Suvarnabhumi Airport Expansion (Phase II)
Client: Airports of Thailand Public Company Limited
Expected delivery: Year 2021
 - 5) Project: Detailed Design and Construction Supervision of the Lubricants Distribution Center
Client: PTT Public Company Limited
Expected delivery: Year 2020
 - 6) Project: Feasibility Study and Preliminary Design of the High-Speed Rail Linking 3 Airports Project Phase 2, Rayong - Chanthaburi - Trat Extension
Client: State Railway of Thailand (SRT)
Expected delivery: Year 2020
 - 7) Project: Project Management of the 2nd Runway and Taxiway Construction Project at U-Tapao International Airport
Client: Royal Thai Navy
Expected delivery: Year 2020
 - 8) Project: Project Management Office and Contract Administration Consultancy Services to Support the Eastern Economic Corridor Office (EECO) in the Development of U-Tapao Airport and Eastern Airport City Project, Fiscal year 2020.
Client: Eastern Economic Corridor Office of Thailand
Expected delivery: Year 2020
 - 9) Project: Supervision and Monitoring for Underground Works of Nam E-Moun Hydroelectric Power Project, Lao PDR
Client: Chaleun Sekong Energy Co., Ltd., Lao PDR
Expected delivery: Year 2023
 - 10) Project: Wastewater Treatment and Water Recycling Project for the Suan Luang - Sam Yan Area
Client: Chulalongkorn University
Expected delivery: Year 2020-2030

2. 88 projects awarded in 2020, comprising 17 government projects, 51 private projects, 10 international projects, and 10 related business projects, with project highlights presented herein.
 - 1) Project: Construction Supervision of High-Speed Rail Linking 3 Airports Project
Client: Eastern Economic Corridor Office of Thailand
Expected delivery: Year 2025
 - 2) Project: Survey and Design, and Preliminary Study of Intercity Motorway Project
Client: Department of Highways
Expected delivery: Year 2020
 - 3) Project: Construction Supervision Consultant of the Biotherapeutic Research Center
Client: Chulabhorn Research Institute
Expected delivery: Year 2022
 - 4) Project: Water Plan Preparation for Sakae Krang, Pa Sak, Chao Phraya and Tha Chin River Basins
Client: Office of the National Water Resources
Expected delivery: Year 2021
3. Opportunities for related businesses in 2020 such as District Cooling System (DCS) for Suan Luang – Sam Yan Commercial Area Project, a project by the Property Management of Chulalongkorn University (PMCU)

In addition, Mrs. Penpilai Phonchaipanich, Chief Financial Officer, reported to the meeting the Company's operating results for year ended December 31, 2019 for acknowledgement as follows:

Overall Operating Results

The 2019 service revenues of the Company and its subsidiaries totaled Baht 1,836 million, an increase of 11 percent over the previous year's total revenue of Baht 1,654 million, with gross profit of Baht 544 million or equivalent to 30 percent of the total service revenues. Net profit margin after deducting administrative expenses and other items amounted to Baht 155 million or equivalent to 6 percent of the total revenue, with profit per share at Baht 0.17 per share.

Service Revenue

As of December 31, 2019, the Company and its subsidiaries had the total service revenue of Baht 1,836 million. The revenue statistics for the past 4 years showed that the Company's service revenue was rather constant in the range of Baht 1,400 – 1,600 million. When combined with the 2019 revenue, the average revenue growth rate over 5 years was 5.4 percent. When classifying the revenue by sector, the Company's revenue growth rates over the previous year were 15 percent, 19 percent and 7 percent from government sector, private sector and international sector respectively, while the revenue from related businesses declined by 41 percent.

- Government Sector: Revenue from government projects amounted to Baht 983 million, increasing by 15 percent over the previous year. This resulted from project operations and recognized revenues from several large-scale projects of the government sector which have continued into the 2nd year of the project period. The project operation and progress rate rose higher from the previous year. Furthermore, there were revenues from new projects awarded within the year plus additional revenues from some previously completed projects of the

government sector. As a result, the 2019 recognized revenue from government projects has increased.

- Private Sector: Revenue from this sector totaled Baht 536 million, a 19-percent growth over the previous year. The recognized revenue rose mainly due to construction supervision projects for real estate development, particularly residential condominium projects. In addition, works were carried out for design-build contractors of medium-scale mass transit projects, with high portion of work completed, contributing to the higher recognized revenue in year 2019.

- International Sector: This sector generated revenues of Baht 247 million, growing by 7 percent over the previous year due to the extension of time of large-scale projects in Lao PDR. However, the project costs increased proportionally. Revenues from new awarded projects with a high percentage of work progress also contributed to the increase in the 2019 recognized revenue.

- Related Businesses: Revenue from this sector totaled Baht 70 million, a 41-percent decrease from the previous year. This is mainly due to the postponement of bidding for dam instrumentation projects in Lao PDR as a result of the government budget delay. However, the Company began winning such projects in the first quarter of year 2020.

Revenue Ratio by Source

1) Revenue by Sector: In the year 2018-2019, revenues from each sector were relatively similar, with the highest percentage of 53% coming from government sector, followed by private sector at 29%. The revenue growth rate of both sectors was 2 percent over the previous year. Revenues from international sector and related businesses altogether represented 18 percent.

2) Revenue by Specialization: Major income-generating projects in 2019 were transportation and logistics projects, accounting for 43 percent of the total revenue. Revenue from urban development, buildings and infrastructure projects came second at 29 percent, higher than the previous year's 25 percent, followed by water resources at 14 percent. The rest came from environmental management projects, representing 7 percent—a slight increase from 5 percent of the 2018 revenue—and energy projects accounting for 6 percent.

3) Revenue by Service Type: In 2019, revenues from construction management and supervision projects represented the highest percentage, more than half of the total service revenues. Study and design projects contributed 43 percent, rising from 36 percent of the previous year. This resulted from the recognition of revenues from short-term design projects awarded in 2019 with work progress higher than 80 percent. Moreover, additional revenues were recognized from the ongoing projects with work progress higher than 80 percent. Revenue from related businesses decreased to 4 percent.

Gross Profit and Net Profit from Services

In 2019, the Company and its subsidiaries had to recognize the impacts from a change in labour law whereby severance pay for employees has increased from 300 days to 400 days. This has resulted in higher costs and administrative expenses as professional remuneration is the primary cost of the Company's cost structure.

The impacts of the aforementioned labour law brought about a decline in gross profit to 29.6 percent or a 1-percent decrease from Baht 547 million to Baht 544 million. In case of without the aforementioned impacts, the Company's gross profit would rise to 31.7 percent or a growth of 6 percent, compared to the year 2018. The annual gross profit was slightly lower

than that of the previous year because the Company had adjusted the cost planning of some study and design projects which had more work than formerly estimated in the previous year.

With regard to the 2019 net profit, even though the Company was impacted by the statutory reserve set aside for employees' compensation, the Company was able to continually improve its management and control of administrative expenses. This resulted in a net profit of Baht 115 million which was comparable to the previous year's net profit of Baht 114 million. The 2019 net profit margin grew by 2 percent, compared to the previous year. Nonetheless, with the impacts of the statutory reserve set aside for employees' compensation, the 2019 net profit margin declined from 6.8 to 6.3. In case the aforesaid impacts were excluded, the Company's net profit margin would be 8.4 percent or Baht 154 million. This demonstrated that the net profit rose by 36.5 percent compared to the year 2018.

Backlog

In 2019, the Company had the highest backlog at Baht 3,830 million, compared to the previous years. Regarding backlog by sector, the backlog of government sector reached 73 percent as the Company was awarded the contract for Construction Supervision of the High-Speed Rail Linking Three Airports Project by the end of 2019, and the contract was signed in the first quarter of 2020. Additionally, the Company's backlog included private projects, representing 18 percent, international projects 7 percent and related businesses 2 percent.

When considering the type of service, the backlogs mainly comprised construction management and supervision projects, representing 74 percent, followed by study and design projects 24 percent, and the rest were related business projects.

When classified by specialization, the backlogs of transportation and logistics projects were highest at 63 percent, followed by urban development, buildings and infrastructure projects at 22 percent. The combined backlogs of water resources, energy and environmental projects amounted to 15 percent of the total backlogs.

Additionally, Mrs. Penpilai reported to the meeting the consolidated financial position as of December 31, 2019 of the Company and its subsidiaries to the meeting as follows:

Assets

As of December 31, 2019, the Company and its subsidiaries had total assets of Baht 1,886 million, an increase of Baht 58 million from the previous year's total assets of Baht 1,828 million.

Shareholders' Equity

Shareholders' equity was Baht 928 million, compared to Baht 927 million for the previous year.

Liabilities

Interest bearing debts amounted to Baht 27 million, a decrease of Baht 39 million from the previous year. Other liabilities totaled Baht 931 million, rising from Baht 862 million for the previous year as a result of the impacts from an increased statutory reserve due to the change in labour law.

Current Ratio

Liquidity grew from 1.92 times in the previous year to 2.03 times due to the increased current assets resulting from the increased production within the year as well as expediting the invoicing and collection of unbilled receivables, and more cash receipts due to continuous efforts and better efficiency in debt collection. This has significantly led to a reduction in unbilled receivables and their conversion into cash.

Loan-to-Share Ratio

Ratio of interest bearing debts fell from 0.04 times in the previous year to 0.03 times.

Debt to Equity Ratio

Debt to equity ratio (D/E Ratio) rose slightly from 0.97 times to 1.03 times, resulting from the impacts from an increased statutory reserve due to the change in labour law.

Return on Assets

Return on assets decreased to 6.2 percent. If the impacts from an increased statutory reserve due to the change in labour law were excluded, the return on assets would increase by 8.3 percent.

Return on Equity

Return on equity declined to 12.4 percent. If the impacts from an increased statutory reserve due to the change in labour law were excluded, the return on equity would increase by 16.3 percent, comparable to the previous year.

In addition, Dr. Aphichat reported that TEAM Consulting Engineering and Management Public Company Limited put emphasis on business operations with good corporate governance and business ethics for the benefits of shareholders and stakeholders. Therefore, the Board of Directors had resolved to approve an anti-corruption policy as a guideline for the Company's employees and executives to adhere to transparent business conduct. In 2019, the Company conducted 4 training programs for new staff, with inclusion of anti-corruption policy.

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, 2019 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 for shareholders to ask questions and express their opinions on relevant issues, with a summary as follows:

Question: Mr. Panachai Gorsawasworakul, shareholder, asked why the Company won few contracts, whereas STI, our competitor, won many projects. Did STI have competitive advantages over the Company? Moreover, what was the Company's maximum capacity?

Answer: Dr. Aphichat Sramoon, Chief Executive Director, explained that STI is one of the three SET-listed firms with similar business. The publicly disclosed information showed that STI had announced its intention to take over AEC, a company mainly providing consulting services for transportation projects in the government sector. It was expected that the aim of such takeover was to expand its customer base to the government sector as the current STI operations mainly focused on the private sector. In addition, the public disclosure of information revealed that STI's revenue in the previous year amounted to more than were Baht 700 million per year. The combined revenue of both firms would be about were Baht 1,400 – 1,600 million per year. STI's revenue from the private sector was similar to that of TEAM Group. With regard to the revenue from the government sector, TEAM Group's revenue was comparable or higher because of its multidisciplinary services while STI and AEC have mainly provided services for transportation projects. It could be concluded from the aforesaid information that the Company's revenue was quite considerable. Regarding the awarded projects, the Company was awarded more than 88 projects in early 2020. However, the Company would increase the frequency of disseminating information on awarded projects so that shareholders could have greater access to the information.

As regards the question whether STI had competitive advantages over the Company, STI's private projects were comparable to those of TEAM Construction Management Company Limited, a subsidiary of the Company, even though the revenue and number of projects of TEAM Construction Management Company Limited were slightly lower. However, when comparing the combined revenue and number of awarded projects from both government and private sectors, TEAM Group had higher revenue and number of awarded projects.

With respect to the Company's maximum capacity, the consulting works have largely depended on personnel. In case the Company wished to expand its capacity, more staff must be recruited. However, the fact is that consultants cannot employ staff far in advance as remuneration is part of the operating costs. Only key staff can be employed in advance. The Company had put in place business plans for the current year and following years in line with the staff plans; therefore, the Company would know the positions and number of required staff in each period of time. When the Company wins a contract, there will be staff ready to undertake the project work because the Company has a wide network of consultants who can join hands to carry out the project works immediately and continuously. Consequently, there is no worry about the maximum capacity. Incidentally, the Company has a policy to further expand its related businesses so as to increase its revenue growth sustainably.

Question: Mr. Chatchai Mongkolpan, shareholder, asked why the gross profit margin (GPM) continued to fall along with the decrease in sales and administrative expenses, resulting in the net profit margin (NPM) at 6-7%. What would be the level of the gross profit margin (GPM) or the net profit margin (NPM), when accepting a project, and what is the net profit margin (NPM) in the future? (The gross profit margin in the quarter 1/2563 was 25% only)

Answer: Dr. Aphichat Sramoon, Chief Executive Director, explained that when making a decision to accept a project, the Company would consider the project costs and profitability including the management and control of project expenses together with administrative expenses to achieve a better net profit margin. In the past year, the Company had efficiently controlled the administrative expenses, leading to a large reduction in these expenses, compared to the previous years, and a higher net profit margin. On the contrary, the Company had to address the challenges in controlling the project expenses. In 2020, the Company must manage its operations under the outbreak of novel coronavirus 2019 or COVID-19 which has direct impacts on the start of project works. If the COVID-19 pandemic continues longer, the commencement of many projects will be postponed. In such case, the Company will put in place a plan for prudent management and control of project expenses.

Furthermore, Mrs. Penpilai explained that in the past year, the Company controlled both the gross profit margin and net profit margin. The Company had adjusted the project expense plan to reflect the work quantity and personnel; consequently, the control of these expenses was still not very effective. However, the Company could efficiently manage the administrative expenses in order to improve the net profit margin as explained earlier by Dr. Aphichat.

Question: Mr. Somkiat Chalermisrachai, shareholder, asked about the gross profit margin (GPM) for government projects and private projects.

Answer: Dr. Aphichat Sramoon, Chief Executive Director, informed the meeting that the gross profit margin (GPM) for government projects and private projects depended on the type of work and level of complexity of each project. In case of good project management practice without impacts from other factors, the average gross profit margin would be fairly comparable for both government projects and private projects.

In this respect, the Chairman assured the shareholders that the Board of Directors had closely monitored the cost management and control to ensure its compliance with the plan, especially the management under the COVID-19 pandemic. The Company emphasized liquidity management together with cost reduction in order to minimize the impacts from the COVID-19 pandemic.

There were no further questions and opinions from the shareholders. Consequently, the Chairman proposed that the meeting acknowledge the report on the Company's operating results for year ended December 31, 2019. As this agenda was for acknowledgement, vote casting was not required.

Resolution **The meeting acknowledged the report on the Company's operating results for year ended December 31, 2019 as proposed.**

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

The Chairman informed the meeting that Articles 38 and 39 of the Company's Articles of Association prescribe that the Company shall arrange for the preparation and maintenance of accounts as well as the auditing thereof in accordance with the governing laws, and shall prepare 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 them to the Annual General Meeting of Shareholders for approval. Moreover, the Board of Directors shall arrange for an auditor to perform and complete an audit of the balance sheet before presenting it to the Shareholders' Meeting.

The Company prepared the balance sheet and statement of profit and loss for the year 2019 ended December 31, 2019 which were deemed to be correct, complete and adequate by the Audit Committee and the Board of Directors in accordance with the generally accepted accounting principles and were audited by the Company's Auditor.

The Chairman assigned Mrs. Penpilai Phonchaipanich, Chief Financial Officer, to present the significant details to the meeting.

Mrs. Penpilai informed the meeting of the key information of the Company's financial status and operating results for the year 2019 ended December 31, 2019 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 for the year	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)

Mr. Sanit Rangnoi, the Chairman, as the Chairman of the Audit Committee provided additional comments to the meeting that the Audit Committee had considered and reviewed the Company's 2019 financial statements for the fiscal period ended December 31, 2019, 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 2019 financial statements for the fiscal period ended December 31, 2019 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 2019 financial statements for the fiscal period ended December 31, 2019 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 raise questions and express their opinions on the relevant matters. However, there was no shareholder asking questions or expressing opinions on this agenda. Therefore, the Chairman proposed that the meeting cast their votes on this agenda. The resolution of this agenda shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

Resolution **Having considered the matters, the meeting unanimously approved the Company's 2019 financial statements for the fiscal period ended December 31, 2019 as follows:**

Approved	413,829,500	Votes,	equivalent to	100.00	Percent
Disapproved	0	Votes,	equivalent to	0.00	Percent
Abstained	0	Votes,	equivalent to	0.00	Percent
Voided Ballot	0	Votes,	equivalent to	0.00	Percent

Remark: In this agenda, there was an additional shareholder attending the meeting in person, holding 10,000 shares. As a result, there were a total of 59 shareholders present, holding 413,829,500 shares, representing 60.86 percent of the total 680,000,000 issued shares of the Company.

Agenda No. 4 To consider and approve the 2019 dividend payment**1) To acknowledge the interim dividend payment**

The Chairman informed the meeting that the Public Limited Companies Act B.E. 2535, Section 115, and Article 44 of the Company's Articles of Association state that 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, with each share being accorded equal distribution.

The Chairman added that Company has the policy to pay dividends to shareholders each year at not less than 40 percent of the 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 operating results, financial status, liquidity, investment plans, and legal conditions including management factors, necessity, and other suitable factors in the future. In addition, the dividend payment shall not significantly affect the normal operations of the Company.

After that, the Chairman explained that the Stock Exchange of Thailand and the Department of Business Development, Ministry of Commerce, have issued guidelines for listed companies impacted by COVID-19 pandemic, allowing interim dividend payments while the Company is unable to hold a shareholders' annual general meeting to approve the annual dividend payment. The Company shall report the interim dividend payment to the 2020 Shareholders' Annual General Meeting for acknowledgment.

The Chairman informed the meeting that the Company had net profit from the operating results for the year ended December 31, 2019 (from January 1, 2019 to December 31, 2019) in the amount of Baht 82,589,474 according to the separate financial statements of the Company. After deducting actuarial gain (loss) arising from the estimates of post-employment benefits, the Company's comprehensive income was Baht 61,100,513.

The Chairman assigned Mrs. Penpilai Phonchaipanich, Chief Financial Officer, to present the significant details of the interim payments to the meeting.

Mrs. Penpilai reported to the meeting that the Company had already considered and paid out the interim dividends twice, totaling Baht 0.11 per share (before withholding tax), with the following details.

- 1st Payment: According to the resolution of the Board of Directors' meeting No. 3/2019, held on August 7, 2019, the Company paid out the interim dividends at Baht 0.05 per share (before withholding tax) for the operating results of the first half of 2019 to the shareholders of the total 680,000,000 issued shares of the Company, totaling Baht 34,000,000. These dividends were paid to shareholders on September 5, 2019.

- 2nd Payment: According to the resolution of the Board of Directors' meeting No. 2/2020, held on April 7, 2019, the Company paid out the interim dividends at Baht 0.06 per share (before withholding tax) for the operating results of the second half of 2019 to the shareholders of the total 680,000,000 issued shares of the Company, totaling Baht 40,800,000. These dividends were paid to shareholders on May 7, 2020.

- The total interim dividend payment was Baht 0.11 per share (before withholding tax), amounting to Baht 74,800,000, which was paid from the retained earnings of the Company in the amount of Baht 18,360,000 and from the net profit for the year in the amount of Baht 56,440,000, representing 92.37 percent of the net profit from the separate financial statements for the year ended December 31, 2019. Such dividend payment was made in

accordance with the dividend payment policy and the Articles of Association of the Company. No additional dividend shall be paid for the 2019 operating results. When comparing to the 2018 dividend payment at Baht 0.15 per share, the 2019 dividend yield slightly decreased from 7 percent to 6 percent.

2) To consider and approve the appropriation of the legal reserve

The Chairman assigned Mrs. Penpilai Phonchaipanich, Chief Financial Officer, to report the significant details of the appropriation of the legal reserve to the meeting.

Mrs. Penpilai reported to the meeting that 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 part of its annual net profits to a reserve fund in an amount of not less than five (5) percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forward (if any) until this reserve fund reaches the amount of not less than ten (10) percent of the registered capital.

The Company's unappropriated retained earnings were Baht 42,848,044. Therefore, the Company allocated Baht 4,200,000 from the profit as a legal reserve or equivalent to 5 percent of the 2019 net profit.

The Chairman informed the meeting that the Board of Directors deemed it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the following matters.

1. To acknowledge the two interim dividend payments, with a total value of Baht 0.11 per share (before withholding tax), amounting to Baht 74,800,000, which were paid from the retained earnings of the Company in the amount of Baht 18,360,000 and from the net profit according to the 2019 separate financial statements in the amount of Baht 56,440,000. Such dividend payments were made in accordance with the dividend payment policy and the Articles of Association of the Company. No additional dividend shall be paid for the 2019 operating results.

2. To approve the appropriation of the legal reserve in the amount of Baht 4,200,000 or equivalent to 5 percent of 2019 net profit.

After that, the Chairman provided an opportunity to shareholders to ask questions and express their opinions on the relevant matters. No shareholder asked questions or expressed opinions on this agenda. Therefore, the Chairman proposed that the meeting vote on this agenda. The resolution of this agenda shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

Resolution

1. **The meeting acknowledged the said interim dividend payments as informed.**
2. **Having considered the matters, the meeting unanimously approved the appropriation of the legal reserve as follows:**

Approved	413,829,500	Votes,	equivalent to	100.00	Percent
Disapproved	0	Votes,	equivalent to	0.00	Percent
Abstained	0	Votes,	equivalent to	0.00	Percent
Voided Ballot	0	Votes,	equivalent to	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 pursuant to the Public Limited Companies Act B.E. 2535, Section 71, and Article 17 of the Company's Articles of Association, 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 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 may be re-elected for another term.

In addition, the Company had made an announcement on the Company's website, from November 1, 2019 to December 31, 2019, inviting the shareholders to propose names and personal information of persons with qualifications in accordance with relevant laws to be candidates for the Company's directors. However, no shareholder nominated any person to be elected as the Company's directors.

The directors who were due to retire by rotation in 2020 are as follows:

No.	Name of Director	Position
1	Mr. Sanit Rangnoi	Independent Director
2	Dr. Prasert Patramai	Director
3	Mr. Chawalit Chantararat	Director

The Chairman added that the Nomination and Compensation Committee, excluding the committee members who have a conflict of interest, had considered and opined that the aforementioned three directors have the suitable qualifications to be directors of the Company. They are knowledgeable and have experience which would be beneficial to the Company's business operations. They are fully qualified as a director in accordance with the Good Corporate Governance Principle and free from any prohibited characteristics of directors according to the Notification of the Securities and Exchange Commission. Therefore, it was deemed appropriate to propose the said three retiring directors to be re-elected as directors of the Company for another term.

Furthermore, the Nomination and Compensation Committee had considered and opined that Mr. Sanit Rangnoi is fully qualified in accordance with the definition of independent directors of the Company as required by the Office of the Securities and Exchange Commission. He is also able to provide opinions independently. In this regard, the Company had attached the profile of the said director and his shareholding in the Company, his holding of a directorship or management position in other businesses, and the definition of independent directors, to the invitation letter which had been delivered to the shareholders.

The Chairman then informed the meeting that, for this agenda, since the directors including the Chairman had completed their terms in this meeting and were considered to have a conflict of interest in this agenda item, they were requested to leave the meeting room so that the meeting could independently raise questions or vote on this agenda. The three directors would return to the meeting after the completion of this agenda. The Chairman assigned Dr. Aphichat Sramoon, Chief Executive Officer to chair the meeting instead.

Dr. Aphichat informed the meeting that the Board of Directors, excluding the members who had a conflict of interest, had thoroughly considered the candidates who had passed the nomination process, and deemed that the three retiring directors have qualifications suitable for the Company's business operations and deemed it appropriate to propose that the Annual General Meeting of Shareholders Meeting consider the re-election of the three retiring directors as the Company's directors for another term according to the opinion of the Nomination and Compensation Committee.

Dr. Aphichat then provided an opportunity to shareholders to ask questions and express their opinions on the relevant matters. No shareholder asked questions or expressed opinions on this agenda. Therefore, Dr. Aphichat proposed that the meeting vote on this agenda. The resolution of this agenda shall be passed by a majority vote of the shareholders attending the meeting and casting their votes for each candidate on an individual basis in the ballots with a box located next to the name of each individual candidate.

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

1. **Mr. Sanit Rangnoi**: The meeting unanimously approved the re-election of Mr. Sanit Rangnoi as the Company's Independent Director for another term as follows:

Approved	413,829,500	Votes,	equivalent to	100.00	Percent
Disapproved	0	Votes,	equivalent to	0.00	Percent
Abstained	0	Votes,	equivalent to	0.00	Percent
Voided Ballot	0	Votes,	equivalent to	0.00	Percent

2. **Dr. Prasert Patramai**: The meeting unanimously approved the re-election of Dr. Prasert Patramai as the Company's Director for another term as follows:

Approved	413,829,500	Votes,	equivalent to	100.00	Percent
Disapproved	0	Votes,	equivalent to	0.00	Percent
Abstained	0	Votes,	equivalent to	0.00	Percent
Voided Ballot	0	Votes,	equivalent to	0.00	Percent

3. **Mr. Chawalit Chantararat**: The meeting unanimously approved the re-election of Mr. Chawalit Chantararat as the Company's Director for another term as follows:

Approved	413,829,500	Votes,	equivalent to	100.00	Percent
Disapproved	0	Votes,	equivalent to	0.00	Percent
Abstained	0	Votes,	equivalent to	0.00	Percent
Voided Ballot	0	Votes,	equivalent to	0.00	Percent

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

The Chairman informed the meeting that the Public Limited Companies Act B.E. 2535, Section 90, states that a company shall not pay money or give any other property to directors unless it is the payment of remuneration under the Articles of Association of the Company. In the case where it is not stipulated in the Articles of Association of the Company, payment of remuneration shall be in accordance with resolutions of shareholders' meetings with the votes of not less than two-thirds of the total votes of the shareholders present at 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 a vote of not less than two-thirds (2/3) of the total votes of the shareholders present at the meeting. The remuneration of directors may be determined as a fixed amount or by setting specific criteria. The remuneration may be either determined from time to time or set to continue in effect until it is superseded by resolutions of shareholders' meetings. In addition, the directors are entitled to receive allowances and other fringe benefits in accordance with the Company's regulations.

The Chairman then assigned Dr. Prasert Patramai, the Chairman of the Nomination and Compensation Committee, to present the details to the meeting for consideration.

Criteria and Procedure for Proposal of the Directors' Remuneration

Such remuneration had been considered by the Nomination and Compensation Committee. The said Committee had carefully considered such matter by taking into account the duties and responsibilities of the Board of Directors, duties and tasks of directors, type of the remuneration, method of remuneration payment and the amount of remuneration for directors, type and size of business, markets and competitors. The said remuneration shall be at an appropriate and adequate level to attract and maintain qualified directors. The said Committee deemed it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the remuneration for directors, with following details.

Remuneration of the Company's Directors for the year 2020

The monthly remuneration of the directors, meeting allowances and rewards for the year 2020 altogether would not exceed Baht 7,000,000 (Seven million baht only) as per the opinion of the Remuneration and Compensation Committee, which was the same rate as that of 2019, taking into consideration the previous remuneration rate of directors, the Company's operating results, and comparison with other listed companies of comparable size and profits in the same industry, with the following details.

The 2020 Annual Remuneration for the Company's Directors

Board of Directors	Remuneration (per person)
1.1 Remuneration of the Board of Directors 1.1 <u>Directors' Monthly Remuneration</u> (same rate at that of 2019) <ul style="list-style-type: none"> Chairman of the Board Deputy Chairman Director 1.2 <u>Meeting Allowance</u> (same rate at that of 2019) <ul style="list-style-type: none"> Chairman of the Board Deputy Chairman Director 1.3 <u>Rewards</u> <u>Remark:</u> A director who engages in full-time business administration of the Company and receives a fixed salary will not receive remuneration in items 1.1 and 1.2.	37,500 Baht / Month 32,500 Baht / Month 25,000 Baht / Month 7,500 Baht / meeting 6,500 Baht / meeting 5,000 Baht / meeting
2. Remuneration of the Audit Committee 2.1 <u>Directors' Monthly Remuneration</u> (same rate at that of 2019) <ul style="list-style-type: none"> Chairman of the Audit Committee Member of the Audit Committee 2.2 <u>Meeting Allowance</u> (same rate at that of 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 / meeting 5,000 Baht / meeting
3. Remuneration of the Nomination and Compensation Committee 3.1 <u>Directors' Monthly Remuneration</u> 3.2 <u>Meeting Allowance</u> (same rate at that of 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 / meeting 5,000 Baht / meeting
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 propose that the Annual General Meeting of Shareholders approve the payment of rewards of Baht 1,732,000 (One million seven hundred thirty-two thousand baht only), representing 1.5 percent of the net profit from the 2019 consolidated financial statements. The Board of Directors shall allocate the amount of such annual rewards among themselves.

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

The Chairman then provided an opportunity to shareholders to ask questions and express their opinions on the relevant matters. No shareholder asked questions or expressed opinions on this agenda. Therefore, the Chairman proposed that the meeting vote on this agenda. The resolution of this agenda shall be passed by a vote of not less than two-thirds (2/3) of the total votes of the shareholders present at the meeting.

Resolution **Having considered the matters, the meeting unanimously approved the said Remuneration of the Company's Directors for the year 2020 as proposed, and approved in principle to pay the director's remuneration at the same rate while waiting for the Annual General Meeting of Shareholders next year as follows:**

Approved	413,844,500	Votes,	equivalent to	100.00	Percent
Disapproved	0	Votes,	equivalent to	0.00	Percent
Abstained	0	Votes,	equivalent to	0.00	Percent
Voided Ballot	0	Votes,	equivalent to	0.00	Percent

Remark: In this agenda, there was an additional shareholder attending the meeting in person, holding 15,000 shares. Therefore, a total of 60 shareholders were present, holding 413,844,500 shares, representing 60.86 percent of the total 680,000,000 issued shares of the Company.

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

The Chairman, as the Chairman of the Audit Committee, explained to the meeting that according to the Public Limited Companies Act B.E. 2535, Section 120, and Article 36 of the Company's Articles of Association, the Annual General Meeting of Shareholders shall appoint an auditor and determine an audit fee of the auditor. In addition, the criteria for a change of auditors every 7 fiscal years in accordance with the relevant Notification of the Capital Market Supervisory Board prohibit the appointment of the same audit firm that has performed its duties on auditing or reviewing and expressed opinions on financial statements of the same listed company for 7 consecutive fiscal years.

The Audit Committee had considered the work experience of EY Office Limited which had capability to perform its duties appropriately and had no conflict of interest with the Company, its subsidiaries, executives and major shareholders or any persons related to those persons. Therefore, EY Office Limited had independence in auditing and expressing opinions on the financial statements of the Company. In addition, EY Office Limited was able to conduct the audits according to the plan set out by the Company and had good

understanding of the Company's business. This would facilitate the audit procedure in an expeditious and efficient manner. Therefore, the Audit Committee resolved to propose the matter to the Board of Directors for submission to the shareholders' meeting for consideration and appointment of auditors from EY Office Limited as the Company's auditors for the year 2020 ended December 31, 2020. Any one of the auditors may conduct an audit and comment on the financial statements of the Company. The Audit Committee also proposed that the meeting fix the auditing fee 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 same rate as that for the year 2019 and deemed to be an 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 Ouannunkun	3844	2 years (appointed in 2018 and 2019)
3. Mrs. Chonlaros Suntiasvaraporn	4523	1 year (appointed in 2019)

The said auditors have performed their duties as the Company's auditors for 4 years from 2016 to 2019

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

Comparison of Auditing Fee for 2018 and 2019

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

Remark: There were no other fees paid to the auditors other than the audit fee.

The Chairman informed the meeting that the Board of the Directors deemed it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the appointment of auditors from EY Office Limited as per the names proposed above as the Company's auditors for the year 2020 ended December 31, 2020 and approve the auditing fee for the year 2020 ended December 31, 2020, amounting to Baht 2,800,000 (Two million eight hundred thousand baht only).

The Chairman provided an opportunity to shareholders to ask questions and express their opinions on the relevant matters. No shareholder asked questions or expressed opinions on this agenda. Therefore, the Chairman proposed that the meeting vote on this agenda. The resolution of this agenda shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

Resolution Having considered the matters, the meeting unanimously approved the appointment of the Company's Auditor and fixed the auditing fees for the year 2020 ended December 31, 2020 as follows:

Approved	413,844,500	Votes,	equivalent to	100.00	Percent
Disapproved	0	Votes,	equivalent to	0.00	Percent
Abstained	0	Votes,	equivalent to	0.00	Percent
Voided Ballot	0	Votes,	equivalent to	0.00	Percent

Agenda No. 8 To acknowledge the extension of time and change of the objective of fundraising through the Initial Public Offering (IPO)

The Chairman reported to the meeting that according to the Company's fund raising through the Initial Public Offering (IPO) during 4-6 July 2018, 180 million newly issued ordinary shares were offered at initial selling price of Baht 2.42 per share with par value of Baht 0.50 per share. The Company had planned to use IPO proceeds as disclosed in the filing documents.

2020 resolved to approve the extension of time for the usage of funds raised through the Initial Public Offering (IPO) with the balance of IPO proceeds as of December 31, 2019 at Baht 39.78 million, provided that the IPO proceeds shall be used within 2020, and also approved the change of the objective of the usage of the Company's IPO proceeds for investment in computer systems, software and business relating to advanced technology. The usage of fund for such change of objective would not exceed 15 percent of the IPO proceeds, which was not a material change in accordance with the Notification of the Office of the Securities and Exchange Commission No. Sor Jor. 63/2561.

The Chairman informed the meeting that the Board of the Directors deemed it appropriate to propose the matter to the Annual General Meeting of Shareholders for acknowledgement of the extension of time and change of the objective of the usage of IPO proceeds, with the balance of IPO proceeds at Baht 39.78 million, and the IPO proceeds shall be used within the year 2020 for investment in computer systems, software and business relating to advanced technology.

After that, the Chairman provided an opportunity to shareholders to ask questions and express their opinions on the relevant matters. No shareholder asked questions or expressed opinions on this agenda. Therefore, the Chairman proposed that the meeting acknowledge the extension of time and change of the objective of the usage of IPO proceeds. Vote casting was not required as this agenda was for acknowledgement.

Resolution The meeting acknowledged the extension of time and change of the objective of the usage of IPO proceeds as recommended.

Agenda No. 9 Other Businesses

The Chairman informed the meeting that this agenda provided an opportunity to the shareholders to raise any question and/or for the Board of Directors to answer any question or

clarify any matter to the shareholders. The Chairman then invited shareholders to raise questions and express their opinions, with a summary presented herein.

Mr. Chatchai Mongkolpan, shareholder, asked about the targeted incomes of this year and next year as well as the current backlog which included international projects at 13 percent. How would the current lockdown measures affect the existing and future international projects? How would the Company manage the situation? Moreover, how many were there condominium projects? As there were presently no condominium construction projects, what would be the impacts on the Company?

Answer: Dr. Aphichat Sramoon, Chief Executive Director, explained to the meeting that the forecast revenue of this year would be similar to the previous year. When considering the operating results of the first half of the year, the expected revenue would be in the range of Baht 1,800 – 2,000 million. Even though the Company must manage its operations under the COVID-19 pandemic which has direct impacts on the private investment, the Company anticipated that more government projects will be continuously implemented so as to stimulate the economy of the country. When the revenues from the government and private sectors were averaged out, particularly with the highest percentage of revenues from the government sector including revenue from related businesses, the Company expected that it would be able to maintain the revenue level comparable to the previous year and the revenue would grow further in the following years.

With regard to the backlog as explained earlier by Khun Penpilai, the backlog reached its highest level in 2019 and the 2020 backlog was expected to be at a similar level, ranging between Baht 3,700 million and Baht 3,800 million.

As for international projects, the Company agreed that regarding project management, the Company has been affected by the COVID-19 pandemic because its personnel could not be mobilized to work abroad. The Company's foreign staff in each country, such as Lao PDR, Vietnam, and Bhutan, were nonetheless able to continue their work. With the easing of lockdown measures, the Company began to mobilize its staff to work in other countries. These staff must comply with the 14-day state quarantine requirement; as a result, there were some waiting times prior to commencement of work. However, the design work has not been much affected as the staff could work in the head office and communicate with clients via teleconference.

Regarding the impacts on the project management and construction supervision of condominium construction projects, even though the Company has been impacted by the COVID-19 pandemic due to the project postponement by the private sector in the second quarter of 2020, it was expected that the project owners had no plan to cancel their projects but delayed them for 3-6 months. Moreover, the Company was awarded more than 51 private real-estate development projects in the first quarter of 2020, comprising over 30 residential condominium projects. Consequently, the Company would be able to continue its operations. However, the Company has managed its personnel by reassigning staff of private projects to government projects, and has considered measures to minimize the impacts.

There were no shareholders raising additional questions or expressed opinions. The Chairman expressed gratitude to all shareholders who sacrificed their time to attend the meeting with useful suggestions. The Chairman then declared the 2020 Annual General Meeting of Shareholders of TEAM Consulting Engineering and Management Public Company Limited adjourned.

The meeting was adjourned at 15.45 hours.

-Mr. Sanit Rangnoi-

Chairman of the Meeting

(Mr. Sanit Rangnoi)

Chairman of the Board


-Miss Pommara Patthanabhumthanint-

Minutes Taker

(Miss Pommara Pathanabhumthanint)

Corporate Secretary

Profile of the Nominated Candidates for the Election of Directors

Name - Surname	Mr. Wera Sutesopon (Nominated for re-election)	
Position in the Company	Director, Member of the Nomination and Compensation Committee	
Position Nominated	Director	
Date of Directorship	June 26, 1982	
Age	75 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
University of Illinois at Urbana-Champaign, USA	Master of Science
Chulalongkorn University	Bachelor of Electrical Engineering with Second Class Honors

Training Record with Thai Institute of Directors (IOD)

Course	Class / Year
• Directors Accreditation Program (DAP)	DAP 141/2017

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
2007 – Present Verasu Retail Company Limited	Chairman of the Board of Directors
2002 – Present Vista Cafe Company Limited	Chairman of the Board of Directors
2000 – Present Circuit Center Company Limited	Chairman of the Board of Directors
1993 – Present Verasu Group Company Limited	Chairman of the Board of Directors
1992 – Present TGC Holdings Company Limited	Director
1989 – Present South Sea Development Company Limited	Chairman of the Board of Directors
1977 – Present Verasu Limited Partnership	Chairman of the Board of Directors

Year(s) as the company's directorship

- Mr. Wera Sutesopon has been the company's directorship for 39 years. When including the time from the re-election of this term, he will be the company's directorship for a total of 42 years.

Shareholding in the company as of December 30, 2020

- 16,162,600 shares or representing 2.38 percent

Meeting attendance in year 2020

- | | |
|---------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|
| <ul style="list-style-type: none">• The Board of Directors | 7 times from the total of 7 times or representing 100 percent and attended a meeting for the Non-Executive Directors Meeting. |
| <ul style="list-style-type: none">• The Nomination and Compensation Committee | 3 time from the total of 3 times or representing 100 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 2021

Profile of the Nominated Candidates for the Election of Directors

Name - Surname	Mr. Issarin Patramai (Nominated for re-election)	
Position in the company	Director	
Position Nominated	Director	
Date of Directorship	April 27, 2017	
Age	47 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
University of Wisconsin-Madison, USA	Master of Business Administration (Finance, Investment & Banking and International Business)
Chulalongkorn University	Bachelor of Engineering (Chemical Engineering) with First Class Honors

Training Record with Thai Institute of Directors (IOD)

Courses	Class / Year
• Capital Market Academy Programs (CMA)	CMA 28/2019
• Board Nomination and Compensation Program (BNCP)	BNCP 1/2017
• Directors Certification Program (DCP)	DCP 155/2012
• Successful Formulation & Execution of Strategy (SFE)	SFE 11/2010

Other Training Courses

Courses	Institution
• Orientation Course – CFO Focus on Financial Reporting Class 2/2017	Federation of Accounting
• Chartered Financial Analyst	Professions CFA Institute, USA

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

Companies / Organizations	Position
2020 – Present Kerry Express (Thailand) Public Company Limited	Member of the Executive Committee and Member of the Risk Management Committee
2019 – Present Kerry Express (Thailand) Public Company Limited	Chief Investment Officer
2018 – April 2021 Surapon Foods Public Company Limited	Independent Director and Member of the Audit Committee
2017 – 2019 TEAM Consulting Engineering and Management Public Company Limited	Executive Director and Member of Risk Management Committee
2016 – 2019 TEAM Consulting Engineering and Management Public Company Limited	Senior Executive Vice President - Finance

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

Companies / Organizations		Position
2014 – Present	ICN System Company Limited	Director
2014 – Present	TEAM Consulting International Company Limited*	Director
2010 – 2020	HB 9 Company Limited	Director
2017 – October 2019	ATT Consultants Company Limited	Director
2017 – October 2019	TEAM SQ Company Limited	Director
2014 – October 2019	Geotechnical & Foundation Engineering Company Limited	Director
2014 – October 2019	TEAM Construction Management Company Limited	Director
2014 – 2017	Modern Management and Technology Company	Director

* Submitted 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. Issarin Patramai has been the company's directorship for 4 years. When including the time from the re-election of this term, he will be the company's directorship for a total of 7 years.

Shareholding in the company as of December 30, 2020

- 21,627,900 shares or representing 3.18 percent

Meeting attendance in year 2020

- The Board of Directors 6 times from the total of 7 times or representing 85.71 percent and attended a meeting for the Non-Executive Directors Meeting.

Relationship with other Management and Directors

- Son of Dr. Prasert Patramai, Duputy Chairman

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 2021

Profile of the Nominated Candidates for the Election of Directors

Name - Surname	Dr. Aphichat Sramoon (Nominated for re-election)	
Position in the Company	Director, Member of the Executive-Committee, Chairman of the Risk-Management Committee, Chief Executive Officer	
Position Nominated	Director	
Date of Directorship	19 February 2020	
Age	51 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
Nagaoka University of Technology (NUT), Japan	Doctor of Engineering in Civil Engineering and Energy
Asian Institute of Technology (AIT), Thailand	Master of Engineering in Soil Engineering
King Mongkut's University of Technology Thonburi (KMUTT), Thailand	Bachelor of Engineering in Civil Engineering with first class honors

Training Record with the Thai Institute of Directors (IOD)

Course	Class/Year
• Directors Accreditation Program (DAP)	DAP 169/2020
• Financial Statements for Directors (FSD)	FSD 19/2013

Board/Management Member in Other Listed Company in the Stock Exchange of Thailand

Company/Organization	Position
2017 – Present World Corporation Public Company Limited	Director
August 2020 – Present QTC Energy Public Company Limited	Director

Board/Management Member in Other Non-Listed Company in the Stock Exchange of Thailand

Company/Organization	Position
2019 – Present TEAM SQ Company Limited	Chairman of the Board
2019 – Present World Credit Foncier Company Limited	Chairman of the Board / Independent Director
2019 – Present NauticAWT Limited (Singapore)	Independent Director
2019 – Present Nam Theun 1 Power Company Limited	Director
2019 – Present iGL Synergy Company Limited	Director
2018 – Present TEAM Construction Management Company Limited	Director
2006 – Present Geotechnical and Foundation Engineering Company Limited	Director and Chairman of the Executive Committee

Year(s) as the company's directorship

- Dr. Aphichat Sramoon has been the company's directorship for 1 years (He replaced Mr. Peerawat Premcheun who resigned on February 18, 2020). When including the time from the re-election of this term, he will be the company's directorship for a total of 4 years.

Shareholding in the Company as of December 30, 2020

- 1,050,000 shares or representing 0.15%

Meeting attendance in year 2020

- | | |
|---------------------------------|-------------------------------------------------------------------------------------------------------------------------------|
| • The Board of Directors | 7 times from the total of 7 times or representing 100 percent and attended a meeting for the Non-Executive Directors Meeting. |
| • The Executive Committee | 17 time from the total of 19 times or representing 89.47 percent. |
| • The Risk Management Committee | 5 time from the total of 5 times or representing 100 percent. |

Relationship with Other Management Member and Director

- 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 2021

Information of the Company's Independent Directors for proxy granting

1. Mr. Sanit Rangnoi

Age	73 years
Position in the company	Independent Director /Chairman of the Board / Chairman of the Audit Committee
Current residence	101 Soi 3, Panya Inthra Village P.9, Panya Inthra Road, Khan Na Yao Sub-district, Khan Na Yao District, Bangkok 10230



Special Conflict of interest in this meeting:

- Agenda No. 6 - To consider the Remuneration of the Company's Directors for the year 2021

2. General Wichien Sirisoonthorn

Age	65 years
Position in the company	Independent Director / Member of the Audit Committee and Chairman 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 2021

3. Mrs. Suvimol Chrityakierne

Age	69 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 2021

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.

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 เอนจิเนียริง 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 _____ 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 2564 ของ บริษัท ทีม คอนซัลติ้ง เอนจิเนียริง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ในวันที่ 29 เมษายน 2564 เวลา 14.00 น. ณ ห้องประชุมชั้น 2 อาคารทีม เลขที่ 151 ถนนนวลจันทร์ แขวงนวลจันทร์ เขตบึงกุ่ม กรุงเทพมหานคร 10230 หรือที่แจ้งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
Anyone of above as my/our proxy to attend and vote on my/our behalf at the meeting of the 2021 Annual General Meeting of Shareholders of TEAM Consulting Engineering and Management Public Company Limited on April 29, 2021 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 ที่จะมอบฉันทะที่จะเลือกตั้งเจ้านายตัว / 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 นายศานิต รังน้อย อายุ 73 ปี อยู่บ้านเลขที่ 101 ซ.3 หมู่บ้านปัญญาอินทรา P.9
Mr. Sanit Rangnoi Age 73 years, residing at 101 Soi 3 Panya Inthra Village P.9
ถนน ปัญญาอินทรา ตำบล/แขวง คันนายว อำเภอ/เขต คันนายว
Road Panya Inthra Sub-District Khan Na Yao District Khan Na Yao
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10230 หรือ
Province Bangkok Postal Code 10230 or
- ☐ 3. ชื่อ พลเอก วิเชียร ศิริสุนทร อายุ 65 ปี อยู่บ้านเลขที่ 71/65 หมู่บ้านเสรีนาถ
General Wichien Sirisoonthorn Age 65 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
- ☐ 4. ชื่อ นางสาววิมล กฤตยาเกียรติ์ อายุ 69 ปี อยู่บ้านเลขที่ 316/29 ซอยสุขุมวิท 22
Mrs. Suvimol Chrityakierne Age 69 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 2564 ของ บริษัท ทีม คอนซัลติ้ง เอนจิเนียริ่ง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ในวันที่ 29 เมษายน 2564 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 2021 Annual General Meeting of Shareholders of TEAM Consulting Engineering and Management Public Company Limited on April 29, 2021 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

Agenda Item 1

พิจารณาและรับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 เมื่อวันที่ 16 กรกฎาคม 2563

To consider and approve the Minutes of the 2020 Annual General Meeting of Shareholders held on July 16, 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 2

Agenda Item 2

รับทราบรายงานผลการดำเนินงานของบริษัท สิ้นสุด ณ วันที่ 31 ธันวาคม 2563

To acknowledge the report on the Company's operating results for the year 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 3

Agenda Item 3

พิจารณาอนุมัติงบการเงินของบริษัทสำหรับรอบปีบัญชี 2563 สิ้นสุด ณ วันที่ 31 ธันวาคม 2563

To consider and approve the Company's financial statements for the fiscal period 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 4

Agenda Item 4

พิจารณาอนุมัติการจัดสรรเงินกำไรเป็นทุนสำรองตามกฎหมาย และประกาศจ่ายเงินปันผลประจำปี 2563

To consider and approve the appropriation of profit as a legal reserve and approve dividend payment 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 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 | <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. นายวีระ สุธีโสภณ

Mr. Wera Sutesopon

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

2. นายอิศรินทร์ ภัทรมัย

Mr. Issarin Patramai

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

3. ดร. อภิชาติ สระมูล

Dr. Aphichat Sramoon

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

วาระที่ 6**Agenda Item 6****พิจารณากำหนดค่าตอบแทนกรรมการบริษัท ประจำปี 2564****To consider the remuneration of the Company's directors for the year 2021**

- ☐ (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"/> ดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 7**Agenda Item 7****พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี สำหรับรอบปีบัญชี 2564****สิ้นสุด ณ วันที่ 31 ธันวาคม 2564****To consider the appointment of the Company's Auditor and to fix the auditing fees for the year 2021 ended December 31, 2021**

- ☐ (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"/> ดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 8**Agenda Item 8****รับทราบการขยายระยะเวลาการใช้เงินจากการระดมทุนผ่านการเสนอขายหุ้นสามัญเพิ่มทุนให้แก่ประชาชนทั่วไปเป็นครั้งแรก (Initial Public Offering)****To acknowledge the extension 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"/> ดออกเสียง |
| 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"/> ดออกเสียง |
| 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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2564 ของบริษัท ทีม คอนซัลติ้ง เอนจิเนียริ่ง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ในวันที่ 29 เมษายน 2564 เวลา 14.00 น. ณ ห้องประชุม ชั้น 2 อาคารทีม เลขที่ 151 ถนนพหลโยธิน แขวงพญาไท เขตปทุมวัน กรุงเทพมหานคร 10230 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the meeting of the 2021 Annual General Meeting of Shareholders of TEAM Consulting Engineering and Management Public Company Limited on April 29, 2021 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

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

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อนี้ส่งมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ
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

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงหุ้นต่างประเทศและแต่งตั้งให้พลเมืองไทยเป็นผู้รับฝากและดูแลหุ้นเท่านั้น)

(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 เอนจิเนียริ่ง 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:
<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

(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 นายศานิต รังน้อย อายุ 73 ปี อยู่บ้านเลขที่ 101 ซ.3 หมู่บ้านปัญญาอินทรา P.9
Mr. Sanit Rangnoi Age 73 years, residing at 101 Soi 3 Panya Inthra Village P.9
ถนน ปัญญาอินทรา ตำบล/แขวง คันนายาว อำเภอ/เขต คันนายาว
Road Panya Inthra Sub-District Khan Na Yao District Khan Na Yao
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10230 หรือ
Province Bangkok Postal Code 10230 or
- ☐ 3. ชื่อ พลเอก วิเชียร ศิริสุนทร 65 ปี อยู่บ้านเลขที่ 71/65 หมู่บ้านเสรีราษฎร์
Gen. Wichien Sirisoonthorn Age 65 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
- ☐ 4. ชื่อ นางสุวิมล ฤทธิยาภิรักษ์ อายุ 69 ปี อยู่บ้านเลขที่ 316/29 ซอยสุขุมวิท 22
Mrs. Suwimol Chrityakierne Age 69 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 เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2564

ของบริษัท ทีม คอนซัลติ้ง เอนจิเนียริ่ง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ในวันที่ 29 เมษายน 2564 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 2021 Annual General Meeting of Shareholders of

TEAM Consulting Engineering and Management Public Company Limited on April 29, 2021 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"/> หุ้นบริวารสิทธิ	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ	เสียง
Preferred share	shares	have the rights to vote equal to	votes

รวมสิทธิออกเสียงลงคะแนนเสียงทั้งหมด _____ 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 2563 เมื่อวันที่ 16 กรกฎาคม 2563

To consider and approve the Minutes of the 2020 Annual General Meeting of Shareholders held on July 16, 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	<input type="checkbox"/> ไม่เห็นด้วยเสียง	<input type="checkbox"/> งดออกเสียงเสียง
---------------------------------------------	-------------------------------------------------	------------------------------------------------

ApproveVote

Disapprove.....Vote

Abstain.....Vote

วาระที่ 2

Agenda Item 2

รับทราบรายงานผลการดำเนินงานของบริษัท สิ้นสุด ณ วันที่ 31 ธันวาคม 2563

To acknowledge the report on the Company's operating results for the year 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	<input type="checkbox"/> ไม่เห็นด้วยเสียง	<input type="checkbox"/> งดออกเสียงเสียง
---------------------------------------------	-------------------------------------------------	------------------------------------------------

ApproveVote

Disapprove.....Vote

Abstain.....Vote

วาระที่ 3

Agenda Item 3

พิจารณาอนุมัติงบการเงินของบริษัทสำหรับรอบปีบัญชี 2563 สิ้นสุด ณ วันที่ 31 ธันวาคม 2563

To consider and approve the Company's financial statements for the fiscal period 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	<input type="checkbox"/> ไม่เห็นด้วยเสียง	<input type="checkbox"/> งดออกเสียงเสียง
---------------------------------------------	-------------------------------------------------	------------------------------------------------

ApproveVote

Disapprove.....Vote

Abstain.....Vote

วาระที่ 4

Agenda Item 4

พิจารณาอนุมัติการจัดสรรเงินกำไรเป็นทุนสำรองตามกฎหมาย และประกาศจ่ายเงินปันผลประจำปี 2563

To consider and approve the appropriation of profit as a legal reserve and approve dividend payment 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	<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. นายวีระ สุธีโสภณ
Mr. Wera Sutesopon
- | | | |
|------------------------------------------------------------------|------------------------------------------------------------------------|--------------------------------------------------------------------|
| <input type="checkbox"/> เห็นด้วย.....เสียง
ApproveVote | <input type="checkbox"/> ไม่เห็นด้วยเสียง
Disapprove.....Vote | <input type="checkbox"/> งดออกเสียงเสียง
Abstain.....Vote |
|------------------------------------------------------------------|------------------------------------------------------------------------|--------------------------------------------------------------------|
2. นายอิศรินทร์ ภัทรมัย
Mr. Issarin Patramai
- | | | |
|------------------------------------------------------------------|------------------------------------------------------------------------|--------------------------------------------------------------------|
| <input type="checkbox"/> เห็นด้วย.....เสียง
ApproveVote | <input type="checkbox"/> ไม่เห็นด้วยเสียง
Disapprove.....Vote | <input type="checkbox"/> งดออกเสียงเสียง
Abstain.....Vote |
|------------------------------------------------------------------|------------------------------------------------------------------------|--------------------------------------------------------------------|
3. ดร. อภิชาติ สระมูล
Dr. Aphichat Sramoon
- | | | |
|------------------------------------------------------------------|------------------------------------------------------------------------|--------------------------------------------------------------------|
| <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 2564****To consider the remuneration of the Company's directors for the year 2021**

- ☐ (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 2564****สิ้นสุด ณ วันที่ 31 ธันวาคม 2564****To consider the appointment of the Company's Auditor and to fix the auditing fees for the year 2021 ended December 31, 2021**

- ☐ (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****รับทราบการขยายระยะเวลาการใช้เงินจากการระดมทุนผ่านงานเสนอขายหุ้นสามัญเพิ่มทุนให้แก่ประชาชนทั่วไปเป็นครั้งแรก (Initial Public Offering)****To acknowledge the extension 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) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำติดตามแนบด้านล่างของหนังสือมอบฉันทะ 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 2564 ของบริษัท ทีม คอนซัลติ้ง เอนจิเนียริ่ง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ในวันที่ 29 เมษายน 2564 เวลา 14.00 น. ณ ห้องประชุมชั้น 2 อาคารทีม เลขที่ 151 ถนนพหลโยธิน แขวงพญาไท เขตปทุมวัน กรุงเทพมหานคร 10230 หรือที่แจ้งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the meeting of the 2021 Annual General Meeting of Shareholders of TEAM Consulting Engineering and Management Public Company Limited on April 29, 2021 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 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
()

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

The Company shall proceed registration for the 2021 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 April 29, 2021 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.

Attendance form for the 2021 Annual General Meeting of Shareholders
TEAM Consulting Engineering and Management Public Company Limited (TEAMG)
Thursday, April 29 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
Holding the total amount of shares,

Wish to attend the 2021 Annual General Meeting of Shareholders on Thursday, April 29,
2021 at 14:00 hrs. at the Meeting Room, 2nd Floor, TEAM Building 151 Nuan Chan Road,
Nuan Chan Sub-district, Bueng Kum District Bangkok.

Signed.....Attendee

Remark: Please submit the completed "Question Form" within April 28, 2021 at 16.00 hours via one of the following channels:

- **Email:** cs@team.co.th
- **Facsimile:** 02-509-9090
- **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

Should you have any query or suggestion, please contact;

- Corporate Secretary Tel.: 02-509-9000 # 2010-12 # 112

Measures and Guideline for Holding the 2021 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 April 28, 2021 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, using the form provided herewith as per Enclosure No.9. 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 Please indicate your wish to attend the meeting in advance, using the form provided herewith as per Enclosure No. 9, and submit the form to the Company by Wednesday, April 28, 2021. Please also be informed that the meeting room has been

limitedly arranged to maintain distance between each attendee as specified by the government agencies and deemed appropriate for the location. 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.

2.2 All attendees are required to fill in the COVID-19 Infection Risk Screening Form.

2.3 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.

2.4 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.

2.5 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, runny nose, loss of sense of smell or taste, shortness of breath, patient with pneumonia, including those who has contacted with confirmed COVID-19 case, or traveled to or resided in Maximum Control Areas in the period of 14 days prior to the meeting 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.

2.6 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.

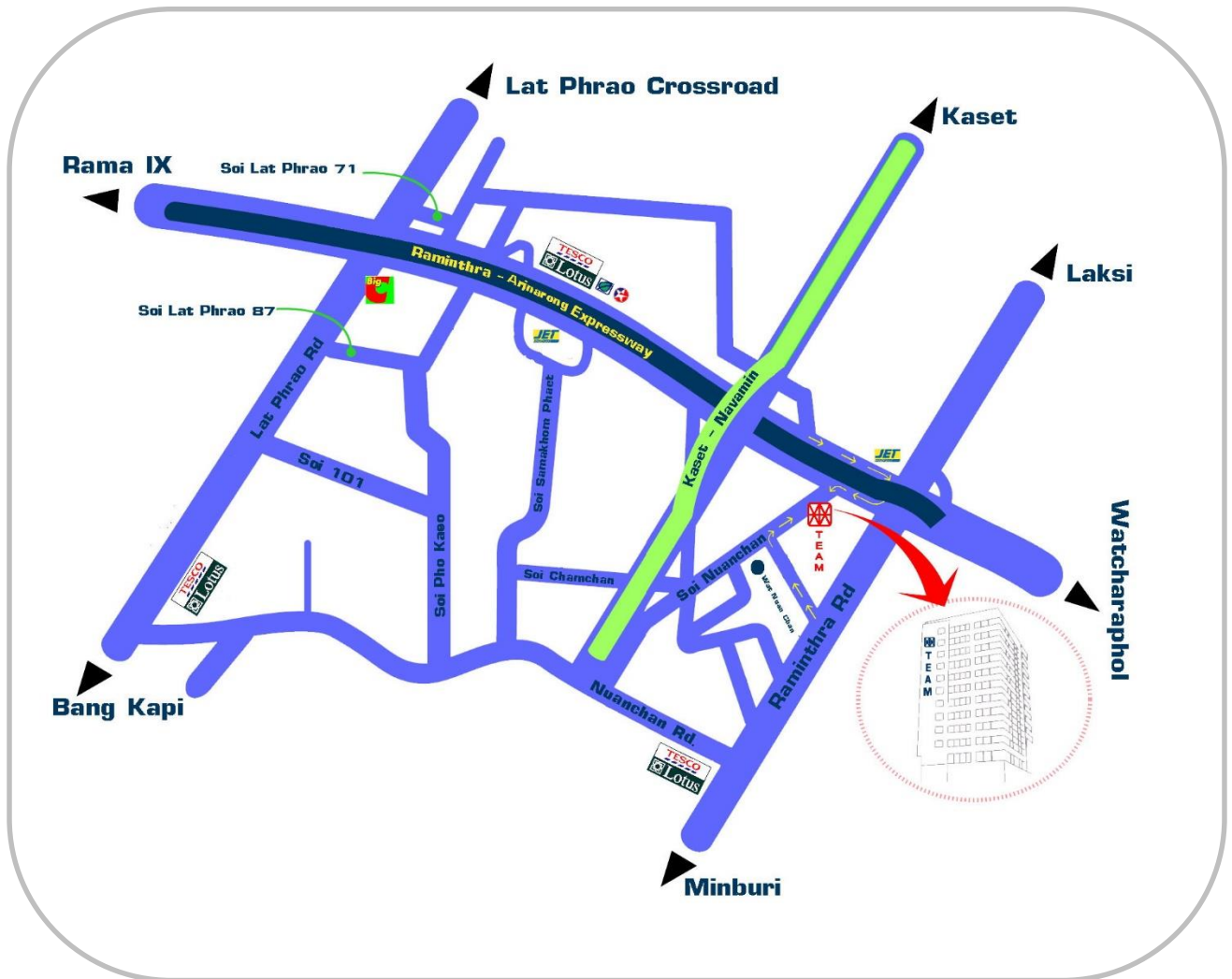
5. If there are any changes in the situation or additional AGM-related measures from the Government Official, the Company will inform Shareholders via the Company's website at www.teamgroup.co.th

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.

Map of the Meeting Venue
The 2021 Annual General Meeting of Shareholders
Thursday, April 29, 2021 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

