

SET 2022/02

February 23, 2022

Subject: Resolutions of Board of Directors' Meeting regarding Date and Agenda of the 2022 Annual General Meeting of Shareholders and Dividend Payment

To: President
The Stock Exchange of Thailand

TEAM Consulting Engineering and Management Public Company Limited (“the Company”) would like to inform you of the significant resolutions of the Company’s Board of Directors Meeting No. 1/2022 held on February 23, 2022. The meeting has adopted the following resolutions:

1. Approval of the Board of Directors’ report on the Company’s operating results for the year 2021 ending December 31, 2021 and proposal of the same to the 2022 Annual General Meeting of Shareholders for acknowledgment.
2. Approval of the Company’s financial statements for the fiscal period ending December 31, 2021, which were audited by the Company’s auditor and proposal of the same to the 2022 Annual General Meeting of Shareholders for approval.
3. Approval of the appropriation of profit as a legal reserve and declaration of the dividend payment for the year 2021 and proposal of the same to the 2022 Annual General Meeting of Shareholders for approval as follows:
 - 3.1 Approval of the appropriation of profit as legal reserve amounting to Baht 6,600,000 (six million six hundred thousand baht only).
 - 3.2 Approval of the declaration of the dividend payment of 2021 at the rate of Baht 0.15 per share (before withholding tax) or the total of Baht 102,000,000 (one hundred two million baht only), which is 77.93% of the net profit of the separate financial statements for the year ended December 31, 2021. Such dividend payment is in accordance with the dividend payment policy and the Articles of Association of the Company.

The Record Date for the right to receive the dividend will be on May 6, 2022 and the payment of dividend will be made on May 25, 2022. Provided always, that the right of receive dividends is still subject to the approval of the 2022 Annual General Meeting of Shareholders.

4. Approval of the reappointment of two (2) directors who will retire from the Board by rotation at 2022 Annual General Meeting of Shareholders as the Company’s independent directors for an additional term, namely Gen. Wichien Sirisoonthorn, independent director and Mrs. Suvimol Chrityakierne, independent director, as well as approval of the appointment of Mr. Prasong Wangrattanapranee as the director in replacement of Dr. Thanasarn Khuayjarernpanishk who retiring by rotation, due to Dr. Thanasarn notified his intention not to be reappointed as the director and he wishes to pass on the corporate management to the next generation of executives. This matter shall be proposed to the 2022 Annual General Meeting of Shareholders for approval.

5. Acknowledged the resignation of Dr. Prasert Patramai from the director, effective from April 26, 2022 onwards. Dr. Prasert wishes to pass on the corporate management to the next generation of executives, therefore he resigned from being a director of the Company. Then, the Board of Directors' meeting unanimously resolved to appoint Dr. Prasert as the Honorary Chairman, effective from April 26, 2022 onwards, since he has been the Company's Founder, Director, and Executive of the Company for over 40 years, playing an important role in building the organization into an integrated consulting company that has grown and sustained until now.
6. Approval of the remunerations of the Company's directors for the year 2022 and proposal to the 2022 Annual General Meeting of Shareholders for approval as follows:
 - 6.1 The directors' monthly remunerations, the Board's meetings allowance and the directors' annual rewards for the year 2022 shall be not exceeding Baht 7,000,000 (seven million baht only).
 - 6.2 The directors' annual rewards of the year 2021 shall be paid Baht 2,796,500 (two million seven hundred ninety-six thousand five hundred baht only) or representing 2.5 percent of the net profit from the consolidated financial statements of the year 2021. The Board of Directors shall distribute the amount of such annual rewards among the directors in such manner as they themselves determined.
7. Approval of the appointment of Mr. Chatchai Kasemsrithanawat, a certified public accountant, License No. 5813 or Miss Siraporn Ouuanunkun, a certified public accountant, License No. 3844 or Mrs. Chonlaros Suntasvaraporn, a certified public accountant, License No. 4523 from EY Office Limited, as auditors of the Company for the year 2022 with the auditing fees of Baht 2,700,000 (two million seven hundred thousand baht only). This matter shall be proposed to the 2022 Annual General Meeting of Shareholders for approval.
8. Approval of the extension of time for the usage of fund raising through the Initial Public Offering (IPO) which the balance of IPO proceeds as of December 31, 2021 is 8.08 million baht provided that the time to use IPO proceeds is scheduled to take place within the year 2022. The said change is not material and complies with the Notification of the Office of the Securities and Exchange Commission No. SorChor.63/2561 Re: Change to Purpose of Proceeds Utilization under the Securities Offering. This matter shall be proposed to the 2022 Annual General Meeting of Shareholders for acknowledgement.
9. The Board of Directors has resolved to convene the 2022 Annual General Meeting of Shareholders on Tuesday 26th April 2022 at 14.00 hours at TEAM Building, 2nd Floor, No. 151 Nuan Chan Road, Nuan Chan, Bueng Kum, Bangkok Metropolis. The meetings' agenda are as follows:
 - Agenda Item 1 To consider and certify the Minutes of the 2021 Annual General Meeting of Shareholders held on April 29, 2021.
 - Agenda Item 2 To acknowledge the report on the Company's operating results for the year ending December 31, 2021.
 - Agenda Item 3 To consider and approve the Company's financial statements for the fiscal period ending December 31, 2021.

- Agenda Item 4 To consider and approve the appropriation of profit as a legal reserve and declaration of dividends payment for the year 2021.
- Agenda Item 5 To consider the election of directors in replacement of those who are retiring by rotation.
- Agenda Item 6 To consider the remunerations of the Company's directors for the year 2022.
- Agenda Item 7 To consider the appointment of the Company's Auditor and to fix the auditing fees for the year 2022 ending December 31, 2022.
- Agenda Item 8 To acknowledge the extension of time for the usage of fund raising through the sale of Initial Public Offering.
- Agenda Item 9 Other Business (if any)

The record date for determining the shareholders that are eligible to attend the 2022 Annual General Meeting of Shareholders is set at March 10, 2022. The Company's Board of Directors has authorized the Chief Executive Officer to change type, date, time, and venue of the meeting including other details related to the 2022 Annual General Meeting of Shareholders as appropriate, in case of necessity as caused by uncontrollable factors and/or for the benefit of having the meeting be held effectively and suitable to the situation.

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 circumstance in the Notice of the 2022 Annual General Meeting of Shareholders and the Company's website at www.teamgroup.co.th.

Please be informed accordingly.

Yours Sincerely,

(Dr. Aphichat Sramoon)
Chief Executive Officer
TEAM Consulting Engineering and Management Public Company Limited