



**Invitation to attend
The 2022 Annual General Meeting of Shareholders**

TEAM Consulting Engineering and Management Public Company Limited

**Tuesday, April 26, 2022 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 2022.**

No. EB/BG-SBG-00/650540

March 25, 2022

Subject: Invitation to attend the 2022 Annual General Meeting of Shareholders

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

- Attachments:
1. Copy of the 2021 Minutes of Annual General Meeting of Shareholders
 2. The Company's Annual Report for 2021 ("Form 56-1 One Report") (on QR Code format)
 3. Brief profile of the directors proposed for re-election as directors of the Company for an additional term and the proposed candidates to be elected as new directors
 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 2022 Annual General Meeting of Shareholders **on Tuesday, April 26, 2022 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 2022 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 1, 2021 to December 31, 2021. 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 2021 Annual General Meeting of Shareholders held on April 29, 2021

Objective

To propose the shareholders to approve the Minutes of the 2021 Annual General Meeting of Shareholders.

Facts and Rationale:

The 2021 Annual General Meeting of Shareholders was held on April 29, 2021. 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 2021 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, 2021

Objective

To propose the shareholders to acknowledge the Company's operating results for the year 2021.

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 2021 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 2021 Annual Report, with details as appeared in **Attachment 2**. (QR Code format).

Board's Opinion

The Board is of the opinion that the report on the Company's operating results for year ended December 31, 2021 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 2021 financial statements for the fiscal period ended on December 31, 2021

Objective

To propose the shareholders to consider and approve the Company's 2021 financial statements for the fiscal period ended December 31, 2021.

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 2021 ended December 31, 2021 are as follows:

Unit: million baht

| Items | Consolidated Financial Statements | Separate Financial Statements |
|---------------------------------------|---|-------------------------------------|
| Total Assets | 2,177 | 1,655 |
| Total Liabilities | 1,160 | 720 |
| Total Shareholders' Equity | 1,016 | 935 |
| Service Income | 1,759 | 1,123 |
| Net Profit | 112 | 131 |
| Basic Earnings Per Share (Baht/Share) | 0.16 | 0.19 |
| Cash flow from operating activities | (133.71) | (211.97) |
| Cash flows from investing activities | (8.15) | 38.33 |
| Cash flow from financing activities | (18.89) | (48.79) |

Audit Committee's Opinion

The Audit Committee has considered and reviewed the Company's 2021 financial statements for the fiscal period ended on December 31, 2021, 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 2021 financial statements for the fiscal period ended on December 31, 2021 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 2021 financial statements for the fiscal period ended on December 31, 2021 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 2021

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 2021.

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 appropriation of the legal reserve: The Company has net profit for the year ended December 31, 2021 (from January 1, 2021 to December 31, 2021) according to the separate financial statements of the Company in the amount of Baht 130,880,331 (one hundred thirty million eight hundred eighty thousand three hundred thirty-one 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 6,600,000 (six million six hundred thousand baht only), representing 5 percent of the net profit and distributed the dividend as the following details.

The dividend for the year of 2021: The Board of Directors Meeting No. 1/2022 held on February 23, 2022 resolved to approve to propose to the Annual General Meeting of Shareholders to consider and approve the dividend payment for the year 2021 from the net profit of separate financial statements for the year ended December 31, 2021 at the rate of Baht 0.15 per share (before withholding tax) to the Company's shareholders holding totaling of 680,000,000 shares, being the total amount of Baht 102,000,000 (one hundred two million baht only), which is 77.80% of the 2021 net profit

of the separate statement of comprehensive income 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 comparison of dividend payment ratio for the year 2020 and 2021

| Details of dividend payment | Year 2020 | Year 2021 |
|---|------------------|------------------|
| Net profit ratio per share (Baht) | 0.20 | 0.19 |
| Dividend payment ratio per share (Baht) | 0.16 | 0.15 |
| • Interim dividend | 0.11 | - |
| • Annual dividend | 0.05 | 0.15 |
| Total dividend payment ratio per net profit (%) | 88.44 | 77.80 |
| 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 6, 2022 and the payment of dividend will be scheduled on May 25, 2022.

However, the right to receive the dividend is uncertain because the Company has to seek prior approval from the 2022 Annual General Meeting of Shareholder.

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 2021 as follows:

1. To approve the appropriation of the legal reserve in the amount of Baht 6,600,000 (six million six hundred thousand baht only), or representing a portion of 5 percent of 2021 net profits.
2. To approve the declaration of the dividend payment of the year 2021 from the net profit of separate financial statements for the year ended December 31, 2021 at the rate of Baht 0.15 per share (before withholding tax) to the Company's shareholders holding totaling of 680,000,000 shares, being the total amount of Baht 102,000,000 (one hundred two million baht only), which is 77.80% of the 2021 net profit of the separate statement of comprehensive income for the year ended December 31, 2021.

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, acknowledgment of the resignation of the director, appointment of the director to replace the vacant position, and change of the authorized signatory of the director to bind the Company

5.1 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 2022

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

Dr. Thanasarn Khuayjarernpanishk has notified his intention not to be nominated for re-election as the director as he wishes to pass on the corporate management to the next generation of executives.

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 1, 2021 to December 31, 2021, 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 (excluding the directors who are due to retire by rotation at the 2022 Annual General Meeting of Shareholders). The said Committee has thoroughly considered and opined that General Wichien Sirisoonthorn and Mrs. Suvimol Chrityakierne have the suitable qualifications to be the independent director 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, as well as they have full qualifications in accordance with the definition of independent directors of the Company as required by the Office of the Securities and Exchange Commission. 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 two retiring directors to be re-elected as the independent director of the Company for additional term.

The nomination process of the Company's directors has considered the suitable person to be elected in replacement of the vacant position of Dr. Thanasarn Khuayjarernpanishk and deems it appropriate to propose the Annual General Meeting of Shareholders to consider the election of Mr. Prasong Wangrattanapranee as the Company's directors to replace the vacant position of Dr. Thanasarn Khuayjarernpanishk. Mr. Prasong Wangrattanapranee is knowledgeable, capable, possess experiences and expertise required by the Company, and also has full qualifications according to the Company's policy of directors nomination as well as does not possess any prohibited characteristics under the relevant laws.

In this regards, the Company has enclosed the brief profile of the said directors and the nominated candidate 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 directors who has a conflict of interest, has thoroughly considered and deems it appropriate to propose the Annual General Meeting of Shareholders to consider the re-election of General Wichien Sirisoonthorn and Mrs. Suvimol Chrityakierne, the retiring directors as the Company's independent director for an additional term and deems it appropriate to consider the election of Mr. Prasong Wangrattanapranee to be the director to replace the vacant position of Dr. Thanasarn Khuayjarernpanishk 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.

5.2 To acknowledge the resignation of the director

Objective

To propose the shareholders to acknowledge the resignation of the director.

Facts and Rationale

Dr. Prasert Patramai expressed his intention to pass on the corporate management to the next generation of executives, therefore; submitted a letter of resignation from being a director of the Company with effective from April 26, 2022 onwards.

Board's Opinion

The Board of Directors deems it appropriate to propose the Annual General Meeting of Shareholders to acknowledge the resignation of Dr. Prasert Patramai from directorship, effective from April 26, 2022 onwards.

Voting Requirement

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

5.3 To consider the appointment of the director to replace the vacant position

Objective

To propose the shareholders to consider the appointment of the director to replace the vacant position.

Facts and Rationale

According to Dr. Prasert Pattaramai, resigned from the directorship, to take into account the principles of good governance, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to approve the election of the new director to replace the vacant position. In such matter, the Nomination and Compensation Committee has thoroughly considered and opined that Mr. Kittipol Bunnim is qualified with expertise and knowledge and having highly experiences especially in the industry related to the Company's business as well as having an exemplary vision, good morals and ethic principle, and does not possess any prohibited characteristics under the relevant laws, therefore; deems it appropriate to propose to the Annual General Meeting of Shareholders to consider the election of Mr. Kittipol Bunnim to be the director to replace the vacant position of Dr. Prasert Pattaramai.

In this regards, the Company has enclosed the brief profile of the nominated candidate as well as his shareholdings in the Company, his 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 has thoroughly considered and deems it appropriate to propose the Annual General Meeting of Shareholders to consider and approve the election of Mr. Kittipol Bunnim to be the director in replacement the vacant position of Dr. Prasert Pattaramai according to the opinion of the Nomination and Compensation Committee, effective from April 26, 2022 onwards.

Voting Requirement

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

5.4 To consider the change of the authorized signatory of the director to bind the Company

Objective

To propose the shareholders to consider the change of the authorized signatory of the director to bind the Company

Facts and Rationale

According to Dr. Thanasarn Khuayjarernpanishk, the authorized director, has notified his intention not to be nominated for re-election as the director

for additional term and Dr. Prasert Pattaramai, the authorized director, resigned from the directorship, effective from April 26, 2022 onwards, the Company has to register the change of directors and the director's authority to the Public Limited Registrar. In such matter, as the Company has proposed to the Shareholder Meeting to consider and approve the election of Mr. Prasong Wangrattanaprane and Mr. Kittipol Bunnim to be the directors to replace the vacant position of Dr. Thanasarn Khuayjarernpanishk and Dr. Prasert Pattaramai respectively, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the change of the authorized signatory of the director to bind the Company at the same time as the following details:

Existing Mr. Prasert Patramai, Mr. Thanasarn Khuayjarernpanishk, Mr. Chawalit Chantararat, Mr. Issarin Patramai, Mr. Aphichat Sramoon any two out of five directors together jointly sign with the company's seal affixed.

To Mr. Chawalit Chantararat, Mr. Issarin Patramai, Mr. Aphichat Sramoon, Mr. Kittipol Bunnim, Mr. Prasong Wangrattanaprane any two out of five directors together jointly sign with the company's seal affixed.

Board's Opinion

The Board of Directors deems it appropriate to propose the Annual General Meeting of Shareholders to consider and approve the change of the authorized signatory of the director to bind the Company as proposed above.

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 2022

Objective

To propose to the shareholders to consider and approve the Company's Directors Remuneration for the year 2022 and annual reward for the year 2021.

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 that the Board of Directors submit to the Annual General Meeting of Shareholders to consider as the following details.

Remuneration of the Company' directors for the year 2022

The monthly remuneration of the directors, meeting allowances and rewards for the year 2022 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 2021, 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 2022 for the Company's Directors

| Board of Directors | Remuneration (per person) |
|---|---|
| <p>1. Remuneration of the Board of Directors</p> <p>1.1 <u>Directors' Monthly Remuneration</u> (same rate in 2021)</p> <ul style="list-style-type: none"> • Chairman of the Board • Deputy Chairman • Director <p>1.2 <u>Meeting allowance</u> (same rate in 2021)</p> <ul style="list-style-type: none"> • Chairman of the Board • Deputy Chairman • Director <p>1.3 <u>Rewards</u></p> | <p>37,500 Baht / Month</p> <p>32,500 Baht / Month</p> <p>25,000 Baht / Month</p> <p>7,500 Baht / Time</p> <p>6,500 Baht / Time</p> <p>5,000 Baht / Time</p> |
| <p>2. Remuneration of the Audit Committee</p> <p>2.1 <u>Directors' Monthly Remuneration</u> (same rate in 2021)</p> <ul style="list-style-type: none"> • Chairman of the Audit Committee • Member of the Audit Committee <p>2.2 <u>Meeting allowance</u> (same rate in 2021)</p> <ul style="list-style-type: none"> • Chairman of the Audit Committee • Member of the Audit Committee | <p>30,000 Baht / Month</p> <p>20,000 Baht / Month</p> <p>7,500 Baht / Time</p> <p>5,000 Baht / Time</p> |
| <p>3. Remuneration of the Nomination and Compensation Committee</p> <p>3.1 <u>Directors' Monthly Remuneration</u></p> <p>3.2 <u>Meeting allowance</u> (same rate in 2021)</p> <ul style="list-style-type: none"> • Chairman of the Nomination and Compensation Committee • Member of the Nomination and Compensation Committee | <p align="center">- None -</p> <p>7,500 Baht / Time</p> <p>5,000 Baht / Time</p> |
| <p>4 . Other Remuneration</p> | <p align="center">- None-</p> |

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 2021

The Board of Directors Meeting No. 1/2022, held on February 23, 2022, resolved to pay rewards of Baht 2,796,500 (two million seven hundred ninety-six thousand five hundred baht only) representing a portion of 2.5 percent of net profit from the consolidated financial statements of the year 2021, the said reward shall be paid from the directors' remuneration for the year 2021 which was approved by the 2021 shareholders' meeting on April 29, 2021. [The rewards paid from the net profit of the year 2020 in the amount of Baht 1,910,000 (one million nine hundred ten thousand baht only) representing a portion 1.6 percent of the net profit from the consolidated financial statements of the Company for the year 2020]. 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 2022 in amount of not exceeding Baht 7,000,000 (seven million baht only) and to pay the annual rewards for the year 2021 of Baht 2,796,500 (two million seven hundred ninety-six thousand five hundred 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.

Agenda No.7 To consider the appointment of the Company's Auditor and determine the auditing fees for the year 2022 ended December 31, 2022

Objective

To propose shareholders to consider the appointment of the Company's Auditor and to fix the auditing fees for the year 2022 ended December 31, 2022.

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 2022 ended December 31, 2022 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 2022 ended December 31, 2022 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 | 5 years (appointed in 2016 and 2018-2021) |
| 2. Miss Siraporn Ouuanunkun | 3844 | 4 years (appointed in 2018-2021) |
| 3. Mrs. Chonlaros Suntiasvaraporn | 4523 | 3 year (appointed in 2019-2021) |

The auditing fees for the year 2022 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 fee 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 2022 amounting to Baht 2,700,000 (two million seven hundred thousand baht only), which is the same as the auditing fee for the year 2021. 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 6 years since 2016 to 2021.

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 2021 and the year 2022

| Year 2022 (proposed year) | Increase / (Decrease) | Year 2021 |
|------------------------------|--------------------------|--------------|
| 2,700,000 | - | 2,700,000 |

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 2022 ended December 31, 2022, namely Mr. Chatchai Kasemsrithanawat, CPA. License No. 5813, Miss Siraporn Ouaanunkun, 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 2022 ended December 31, 2022 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 Offering (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 filing documents and according to the changes approved by the Board of meeting no. 1/2020 held on 19 February 2020 as informed to the shareholders.

As of December 31, 2021, the Company has used net IPO proceeds of 402.69 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 2021 | Balance of IPO proceeds as of 31 December 2021 |
|-----|---|----------------------------------|--|--|
| 1. | Investing in computer system, software and investment in business relating to advanced technology | 65.00 | 56.92 | 8.08 |
| 2. | Working Capital Management | 345.77 | 345.77 | - |
| | Total | 410.77 | 402.69 | 8.08 |

The Board of Directors Meeting No. 1/2022 held on February 23, 2022, 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, 2021, is Baht 8.08 Million provided that the time 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. SorJor.63/2561 Re: Change to Purpose of Proceeds Utilization under the Securities Offering.

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, 2021, is Baht 8.08 Million provided that the time use IPO proceeds is scheduled to take place within the year 2022. 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 director, 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.

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 April 25, 2022. 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. Shareholders who wish to attend a meeting in person, **please show the ATK result indicating that COVID-19 is not detected issued no more than 24 hours** before attending a meeting to our staff at the screening point.

3. 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, or participate in activities with more than 100 people gathering in the period of 14 days prior to the meeting as well as are at risk of contracting COVID-19. Shareholders are able to authorize the Company's Independent Directors to attend the Meeting and vote on their behalf. The Company has prepared proxy form B at the screening point.

4. 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

5. 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. 2010-12 Ext. 112 or via email

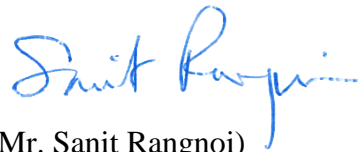
cs@team.co.th. Shareholders can examine all details in the agenda of Annual General Meeting of Shareholders and download attachments at www.teamgroup.co.th

Nevertheless, 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



(Mr. Sanit Rangnoi)

Chairman of the Board