

SET 2023/002

March 23, 2023

Subject: Resolutions of the Board of Directors' Meeting regarding the amendment to the Company's objectives, the amendment to the Memorandum of Association, and the amendment to the agenda of the 2023 Annual General Meeting of Shareholders.

To: President
The Stock Exchange of Thailand

Ref: The Resolutions of the Board of Directors' Meeting No. 2/2023 Re: Dividend payment in the form of stock dividend and cash dividend, issuance of warrants No. 1 (TEAMG-W1) to existing shareholders on a pro-rata basis to their respective shareholdings (Rights Offering), the plan to offer for sale of the newly-issued ordinary shares of the Company to its directors, executives, and employees of the Company and/or its subsidiaries (Employee Stock Option Plan: TEAMG-ESOP), capital increase and convening of 2023 Annual General Meeting of Shareholders. (revised version) No. SET 2023/001 which has been disclosed to the Stock Exchange of Thailand and the shareholders on March 9, 2023

TEAM Consulting Engineering and Management Public Company Limited ("the Company") would like to inform you the resolutions of the Company's Board of Directors Meeting No. 3/2023 held on March 23, 2023. The meeting has adopted the following resolutions:

1. Approval of the amendment to the Company's objectives and the amendment to the Memorandum of Association and proposed to the 2023 Annual General Meeting of Shareholders for consideration and approval as follows:

1.1 To add the Company's objectives, Clause 39, as follows:

"To operate in verification, inspection, analysis, assessment, certification, training and other services related to the greenhouse gases, climate change, energy conservation, including any other business that are similar in all related fields of work"

1.2 To amend clause 3 of its Memorandum of Association to be consistent with the said amendment of the Company's objectives that currently consists of 38 clauses, to be as follows;

"Clause 3 The Company's objectives shall consist of 39 Clauses."

In addition, the Meeting of shareholders should authorize the authorized directors of the Company or persons assigned by the authorized directors of the Company to perform any action to amend and add any statement in order to be in line with in compliance with suggestions, opinions, or instructions of the register, or relevant government agent office.

2. Approval of the agenda amendment for the 2023 Annual General Meeting of Shareholders by adding an agenda item on consideration and approval of the amendment to Clause 39 of the Company's Objectives and the amendment to Clause 3 of the Memorandum of Association Therefore, the agenda of the 2023 Annual General Meeting of Shareholders of the Company are as follows:

- Agenda 1 Consider and certify the Minutes of the 2022 Annual General Meeting of Shareholders
- Agenda 2 Acknowledge the Company's performance for the 2022
- Agenda 3 Consider and approve the annual financial statements Ending 31 December 2022
- Agenda 4 Consider and approve the allocation of net profits as legal reserves and dividend payments in the form of stock and cash dividend based on the 2022 performance
- Agenda 5 Consider and approve the election of directors in replacement of those who are retiring by rotation.
- Agenda 6 Consider and approve the remunerations of the Company's directors for the year 2023.
- Agenda 7 Consider and approve the appointment of the Company's Auditor and to fix the auditing fees for the year 2023 ending December 31, 2023.
- Agenda 8 Consider and approve the issuance and allocation of warrants to purchase newly issued ordinary shares of the Company No. 1 (TEAMG-W1) to existing shareholders on a pro rata basis to their respective shareholdings (Rights Offering)
- Agenda 9 Consider and approve the issuance, offering and allocation of the Company's newly issued ordinary shares to the directors, executives and employees of the Company and/or its subsidiaries (TEAMG-ESOP), including related assignments. Considering the allocation of not more than 2,000,000 newly issued shares with a par value of 0.50 Baht under the said scheme.
- Agenda 10 Consider and approve the increase of the Company's registered capital not exceeding 137,000,000 Baht from the original registered capital of 340,000,000 Baht to 477,000,000 Baht by issuing newly issued ordinary shares not exceeding 274,000,000 shares with a par value of 0.50 Baht.
- Agenda 11 Consider and approve to amend Clause 4 of the Memorandum of Association of the Company, to reflect the increase of the Company's capital.
- Agenda 12 Consider and approve of the allocation of newly issued ordinary shares of the Company, not exceeding 274,000,000 shares with a par value of 0.50 Baht to the stock dividend payment not exceeding 136,000,000 shares, The exercise of the warrants to purchase newly issued ordinary shares of the Company No. 1 (TEAMG-W1) in the amount not exceeding 136,000,000 shares and the exercise of rights in the Company's newly issued ordinary share offering program to the directors, executives and employees of the Company and/or its subsidiaries (TEAMG-ESOP) in the amount not exceeding 2,000,000 shares with details as follows;

- Agenda 12.1 Consider and approve of the allocation of newly issued ordinary shares of the Company to the stock dividend payment for the fiscal year 2022, totally not exceeding 136,000,000 shares with a par value of 0.50 Baht.
- Agenda 12.2 Consider and approve of the allocation of newly issued ordinary shares of the Company to the exercise of the warrants to purchase newly issued ordinary shares of the Company No. 1 (TEAMG-W1) in the amount not exceeding 136,000,000 shares with a par value of 0.50 Baht.
- Agenda 12.3 Consider and approve of the allocation of newly issued ordinary shares of the Company to the exercise of rights in the Company's newly issued ordinary shares offering program to the directors, executives and employees of the Company and/or its subsidiaries (TEAMG-ESOP) in the amount of not more than 2,000,000 shares with a par value. 0.50 Baht.
- Agenda 13 Consider and approve the amendment of the Company's Articles of Association of the Company.
- Agenda 14 Consider and approve the amendment to Clause 39 of the Company's Objectives and the amendment to Clause 3 of the Memorandum of Association
- Agenda 15 Other matters (if any)

The date, time, meeting format, and the record date for determining the shareholders that are eligible to attend the 2023 Annual General Meeting of Shareholders are the original schedule, which is the meeting will be held on Wednesday 26th April 2023 at 14.00 via electronic method (E-AGM) and the record date for determining the shareholders that are eligible to attend the 2023 Annual General Meeting of Shareholders is set at March 14, 2023.

Please be informed accordingly.

Yours Sincerely,

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