



Notice of the 2023 Annual General Meeting of Shareholders

TEAM Consulting Engineering and Management
Public Company Limited

Wednesday, April 26, 2023, at 14.00 hours

Through an Electronic Meeting (e-AGM) only

Please study the manual of the meeting attendance
by scanning QR Code below



April 10, 2023

Subject: Invitation to attend the 2023 Annual General Meeting of Shareholders

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

Enclosure: 1. Copy of the 2022 Minutes of Annual General Meeting of Shareholders

2. The Company's Annual Report for 2022 ("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

4. Summary of the issuance and offering of warrants to purchase the Company's newly issued ordinary shares No. 1 (TEAMG-W1)

5. Information Memorandum on the Company's ordinary shares offered to the directors, executives, and employees of the Company and/or its subsidiaries (TEAMG-ESOP)

6. Capital Increase Report Form (Form F 53-4)

7. Company's Articles of Association (Amended version)

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

9. Information of independent directors nominated by the Company as proxies from shareholders and the definition of independent directors

10. Proxy Forms (Form A, Form B and Form C) for proxy granting (recommend using Form B)

11. Guideline, documents and evidences required for the meeting attendance, registration and Proxy Appointment

12. Guideline for attending the meeting through electronic system (e-AGM)

13. Manual of the electronic meeting system for the Shareholders' meeting

14. Notice of Personal Data Protection

15. Advance question submission form for each agenda item

The Board of Directors of **TEAM Consulting Engineering and Management Public Company Limited** ("the Company") has resolved to convene the 2023 Annual General Meeting of Shareholders **on Wednesday, April 26, 2023 at 14.00 hours through an electronic meeting platform (e-AGM) only** in accordance with Emergency Decree on Electronic Meeting B.E.2563 and other related laws and regulations.

In order to define the agenda for the 2023 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, 2022, to December 31, 2022. 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 2022 Annual General Meeting of Shareholders

Objective:

To propose to the shareholders' meeting to approve the Minutes of the 2022 Annual General Meeting of Shareholders.

Facts and Rationale:

The 2022 Annual General Meeting of Shareholders was held on April 26, 2022. 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 of Directors is of the opinion that the said minutes had been recorded correctly and completely and should be proposed to the 2022 Annual General Meeting of Shareholders for approval, with details as appeared in **Enclosure No. 1**.

Voting Requirement

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

Agenda No. 2 To acknowledge the report on the Company's operating results for the year 2022

Objective

To propose to the shareholders' meeting to acknowledge the Company's operating results for the year 2022.

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 operating results 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 2022 Annual Report, with details as appeared in **Enclosure No. 2**. (QR Code format)

Board's Opinion

The Board of Directors is of the opinion that the report on the Company's operating results for year ended December 31, 2022, 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 financial statements for the fiscal period ended on December 31, 2022

Objective

To propose to the shareholders' meeting to consider and approve the Company's 2022 financial statements for the fiscal period ended December 31, 2022.

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 balance sheet before presenting in the Shareholders' Meeting.

The key information of the Company's financial status and operating results for the year 2022 ended December 31, 2022, are as follows:

Unit: million baht

Items	Consolidated Financial Statements	Separate Financial Statements
Total Assets	2,331	1,737
Total Liabilities	1,301	800
Total Shareholders' Equity	1,030	936
Sale and Service Income	1,624	944
Net Profit	103	90
Basic Earnings Per Share (Baht/Share)	0.15	0.13
Cash flow from operating activities	136.02	(9.84)
Cash flows from investing activities	(25.12)	30.83
Cash flow from financing activities	19.79	27.35

Audit Committee's Opinion

The Audit Committee has considered and reviewed the Company's 2022 financial statements for the fiscal period ended on December 31, 2022, which were audited and certified by the auditor from EY Office Limited and deems it appropriate to propose that the Board of Directors submit the Company's 2022 financial statements for the fiscal period ended on December 31, 2022, 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 2022 financial statements for the fiscal period ended on December 31, 2022, which were audited and certified 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 allocation of net profits as legal reserves and dividend payments in the form of stock and cash dividend based on the 2022 performance**

Objective

To propose to the shareholders' meeting to 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

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 not less than 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.

- A. The allocation of net profit as legal reserve in the amount of 4,600,000 Baht, which gives the total legal reserve as of December 31, 2022, amounted at 27,900,000 Baht.
- B. The stock dividend payment for the fiscal year 2022 performance from January 1, 2022, to December 31, 2022, as ordinary shares to shareholders at the ratio of 5 existing shares per 1 stock dividend, or totally not exceeding 136,000,000 shares with a par value of 0.50 Baht, totaling not more than 68,000,000 Baht or equivalent to the dividend payment rate of 0.10 Baht per share.

If any shareholder has a fraction of a share from such stock dividend allocation, the Company shall pay a cash dividend instead at the rate of 0.10 Baht per share for such fraction of shares.

- C. Cash dividend payment at the rate of approximately 0.011111111111 Baht per share or an amount not exceeding 7,555,556 Baht (allocated for 10% withholding tax out of disposable income, as per the Revenue Code, Article 50(2) (Jor)).

Total dividend payment in clauses B) and C) is a dividend payment at the rate of approximately 0.111111111111 Baht per share or an estimated value not exceeding 75,555,556 Baht. In this regard, all dividends shall be deducted to accommodate withholding tax at the rate determined by the laws. The Company has set the record date of shareholders who are entitled to receive the dividend on March 14, 2023, and pay dividends to shareholders on May 22, 2023.

However, the right to receive dividends mentioned above remains uncertain until approved by the Annual General Meeting of Shareholders for the year 2023.

Board's Opinion

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to approve the allocation of profits as legal reserves and pay dividends in the form of stock dividends and cash for the year 2022 as detailed above.

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 and approve the election of directors to replace those who are due to retire by rotation.

Objective

To propose to the shareholders' meeting to consider and approve the election of directors to replace those who are due to retire 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 2023

No.	Name of Directors	Position
1	Mr. Rapee Phongbupakicha	Independent Director
2	Mr. Chawalit Chantararat	Director
3	Mr. Kittipol Bunnim	Director

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, 2022 to December 31, 2022, 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 2023 Annual General Meeting of Shareholders). The said Committee has thoroughly considered and opined that Mr. Rapee Phongbupakicha, Mr. Chawalit Chantararat and Mr. Kittipol Bunnim have the suitable qualifications to be the 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. 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. In addition, Mr. Rapee Phongbupakicha, the independent director, have the suitable qualifications to be the independent director of the Company as required by the Capital Market Supervisory Board. 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 regard, the Company has attached a brief profile, shareholding in the Company, holding directorships or executive positions in other businesses of directors as per **Enclosure No. 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 the reappointment of three (3) directors who will retire from the Board by rotation in 2023, Mr. Rapee Phongbupakicha, the independent director as the Company's independent director for an additional term, as well as the reappointment of Mr. Chawalit Chantararat and Mr. Kittipol Bunnim, the directors as the Company's directors for an additional term.

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 2023

Objective

To propose to the shareholders' meeting to consider and approve the Company's Directors Remuneration for the year 2023 and annual reward for the year 2022.

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-thirds (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 2023

The monthly remuneration of the directors, meeting allowances and rewards for the year 2023 in amount of not exceeding 7,000,000 Baht (seven million baht only) as per the opinion of the Nomination and Compensation Committee, which is equivalent to the remuneration in year 2022, was considered from the previous of directors' remuneration rate, the Company's operating results and compare with the same listed company industry which is the similar size and profits. The details are as follows:

The Annual Remuneration in 2023 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 2022) <ul style="list-style-type: none"> Chairman of the Board Deputy Chairman Director 1.2 <u>Meeting allowance</u> (same rate in 2022) <ul style="list-style-type: none"> Chairman of the Board Deputy Chairman Director 1.3 <u>Rewards</u>	37,500 Baht / Month 32,500 Baht / Month 25,000 Baht / Month 7,500 Baht / Time 6,500 Baht / Time 5,000 Baht / Time
2. Remuneration of the Audit Committee 2.1 <u>Directors' Monthly Remuneration</u> (same rate in 2022) <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 2022) <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 2022) <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. Remuneration of the Corporate Governance and Sustainability Committee 3.1 <u>Directors' Monthly Remuneration</u> 3.2 <u>Meeting allowance</u> <ul style="list-style-type: none"> Chairman of the Corporate Governance and Sustainability Committee Member of the Corporate Governance and Sustainably Committee 	- None - 7,500 Baht / Time 5,000 Baht / Time
5. 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 2022

The Board of Directors Meeting No. 1/2023, held on February 23, 2023, resolved to pay rewards of 1,545,000 Baht (one million five hundred forty-five thousand baht only) representing a portion of 1.5 percent of net profit from the consolidated financial statements of the year 2022, the said reward shall be paid from the directors' remuneration for the year 2022 which was approved by the 2022 shareholders' meeting on April 26, 2022. [The rewards paid from the net profit of the year 2021 in the amount of 2,796,500 Baht (two million seven hundred ninety-six thousand five hundred baht only) representing a portion of 2.5 percent of the net profit from the consolidated financial statements of the Company for the year 2021]. The Board of Directors shall allocate the amount of such annual rewards among themselves.

Board's Opinion

The Board of Directors deems it appropriate to propose the Annual General Meeting of Shareholders to consider and approve the remuneration of the directors for the year 2023 in amount of not exceeding 7,000,000 Baht (seven million baht only) and to pay the annual rewards for the year 2022 of 1,545,000 Baht (one million five hundred forty-five 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.

Agenda No. 7 To consider the appointment of the Company's Auditor and determine the auditing fees for the year 2023 ended December 31, 2023

Objective

To propose to the shareholders' meeting to consider the appointment of the Company's Auditor and to fix the auditing fees for the year 2023 ended December 31, 2023.

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 7 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 can audit and express its opinions on the Company's financial statements independently and can 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 2023 ended December 31, 2023 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 2023 ended December 31, 2023 in the amount of 2,880,000 Baht (two million eighty hundred and eighty 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. Mrs. Chonlaros Suntiasvaraporn	4523	4 years (Appointed in 2019- 2022)
2. Miss Sirirat Sricharoensup	5419	-
3. Miss Watoo Kayankannavee	5423	-
4. Miss Supanee Triyanantakul	4498	-

The auditing fees for the year 2023 is as follows:

1. The review fees for a quarterly financial statement are amount of Baht 340,000 (three hundred forty thousand baht only) per quarter, totaling Baht 1,020,000 (one million twenty thousand baht only).

2. Annual auditing fee is amount of Baht 1,860,000 (one million eight hundred sixty 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 2023 amounting to Baht 2,880,000 Baht (two million eighty hundred and eighty thousand baht only) . 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 can audit and express its opinions on the Company's financial statements independently and has provided the auditing services to the Company for 7 years since 2016 to 2022.

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 2022 and the year 2023

Year 2023 (Proposed year)	Increase / (Decrease)	Year 2022
2,880,000	Increase	2,700,000

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

Board's Opinion

The Board of 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, namely Mrs. Chonlaros Suntiasvaraporn, CPA. License No. 4523, Miss Sirirat Sricharoensup, CPA. License No. 5419, Miss Watoo Kayankannavee, CPA. License No. 5423, or Miss Supanee Triyanantakul, CPA. License No. 4498, 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 2023 ended December 31, 2023 amounting to 2,880,000 Baht (two million eighty hundred and eighty 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 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)

Objective

To propose to the shareholders' meeting to 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)

Facts and Rationale

As the Company wishes to issue and allocate warrants to purchase newly issued ordinary shares of the Company to existing shareholders on a pro rata basis to their respective shareholdings (Rights Offering) with the purpose of being used as a supporting fund for investment in various projects in the future related to the Company's existing business and diversify investment into new businesses. The details are as follows:

The issuance and allocation of warrants to purchase newly issued ordinary shares of the Company No. 1 (TEAMG-W1) with a term of 3 years shall be allocated at the price of 0 Baht (Nil) per unit, not exceeding 136,000,000 units, on a pro rata basis to the respective shareholdings (Rights Offering) to existing shareholders (par value of 0.50 Baht per share) at the ratio of 5 existing ordinary shares to 1 unit of TEAMG-W1 warrants. The exercise ratio for TEAMG-W1 warrants is 1 unit of TEAMG-W1 warrants per 1 ordinary share of the Company (par value of 0.50 Baht per share) at the exercise price of 15.00 Baht per share (except for the case of rights adjustment). Any fractions of the shares or TEAMG-W1 Warrants remaining from the calculation of allocation ratio shall be rounded down. The conditions and details of TEAMG-W1 are set out in **Enclosure No. 4**. The Company has set May 12, 2023, as the date for determining the names of shareholders entitled to be allocated TEAMG-W1 warrants (Record Date).

Board's Opinion

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders consider approving the following items:

- A. The issuance and allocation of warrants to purchase newly issued ordinary shares of the Company No. 1 (TEAMG-W1) with a term of 3 years shall be allocated at

the price of 0 Baht (Nil) per unit, not exceeding 136,000,000 units, on a pro rata basis to the respective shareholdings (Rights Offering) to existing shareholders.

- B. The Company has set May 12, 2023, as the date for determining the names of shareholders entitled to be allocated TEAMG-W1 warrants (Record Date).
- C. The executive committee or persons designated by the executive committee or Dr. Aphichat Sramoon or Mrs. Penpilai Phonchaipanich is authorized to determine, amend and revise the conditions and details relating to the allocation of warrants to purchase newly issued ordinary shares of the Company No. 1 (TEAMG-W1), such as the issuance date and the allocation, the adjustment or change of the exercise ratio and exercise price, as well as execute relevant documents and to take any actions deemed necessary and appropriate in connection with the issuance and allocation of TEAMG-W1 warrants until completion, including but not limited to, information provision and filing documents with the Securities and Exchange Commission ("the office of the SEC"), the Stock Exchange of Thailand ("SET"), Thailand Securities Depository Company Limited, the Ministry of Commerce or other competent authorities, including listing of the TEAMG-W1 warrants and ordinary shares issued from the exercise of TEAMG-W1 warrants as listed securities on the SET.

Voting Requirement

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

- Agenda No. 9 To 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 exceeding 2,000,000 newly issued shares with a par value of 0.50 Baht per share under the said scheme

Objective

To propose to the shareholders' meeting to 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)

Facts and Rationale

As the Company requires issuing, offering, and allocation newly issued ordinary shares of the Company to the directors, executives, and employees of the Company and/or its

subsidiaries (TEAMG-ESOP) for rewarding and incentivizing the performance of the directors, executives, and employees of the Company and/or its subsidiaries who are committed to working and pushing the Company's business forward, the period of which shall not exceeding 6 months from the date of shareholders' approval. Considering the allocation of not exceeding 2,000,000 newly issued shares with a par value of 0.50 Baht per share. Terms, details and conditions for exercising the right to purchase ordinary shares of the Company appear in Enclosure No. 5.

For the TEAMG-ESOP that issues and allocates to directors, executives and employees of the Company and/or its subsidiaries. No person will be allocated more than 5% of the total number of TEAMG-ESOP.

Board's opinion

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the issuance, offering and allocation of newly issued ordinary shares of the Company to the directors, executives, and employees of the Company and/or its subsidiaries (TEAMG-ESOP), the period of which shall not exceeding 6 months from the date of shareholders' approval. Considering the allocation of not exceeding 2,000,000 newly issued shares with a par value of 0.50 Baht per share as mentioned above. The executive committee or persons designated by the executive committee or Dr. Aphichat Sramoon or Mrs. Penpilai Phonchaipanich shall have the authority to consider and determine any other details necessary in relation with the TEAMG-ESOP project as it deems appropriate, including but not limited to the allocation of the TEAMG-ESOP project, adjustment or change in the exercise ratio and exercise price as well as execute relevant documents and to take any actions deemed necessary and appropriate in connection with the issuance and allocation of the TEAMG-ESOP project, including, but not limited to, information provision and filing documents with the office of the SEC, the SET, Thailand Securities Depository Company Limited, the Ministry of Commerce or other competent authorities, including listing of ordinary shares resulting from the exercise of rights under the TEAMG-ESOP program to be listed on the SET.

Voting Requirement

The resolution of this agenda requires a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. There must be no shareholders holding shares in aggregate of 10 percent or more of the total number of votes of shareholders attending the meeting and voting against the offering of shares under the TEAMG-ESOP.

Agenda No. 10 To 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 per share.

Objective

To propose to the shareholders' meeting to consider and approve the increase of the Company's registered capital.

Facts and Rationale

The increase registered capital of the Company to accommodate (A) stock dividend payment, (B) The exercise of the warrants to purchase the newly issued ordinary shares of the Company No. 1 (TEAMG-W1) issued to the existing shareholders of the Company on a pro rata basis to their respective shareholdings (Rights Offering) and, (C) Exercise of rights in the Company's newly issued ordinary share offering program to directors, executives and employees of the Company and/or its subsidiaries (TEAMG-ESOP) with registered capital not exceeding 137,000,000 Baht from the original registered capital of 340,000,000 Baht, totaling registered capital of 477,000,000 Baht by issuing not exceeding 274,000,000 ordinary shares with a par value of 0.50 Baht per share. Details regarding the increase in the Company's registered capital appear in Enclosure No. 6.

Board's opinion

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to approve in the increase registered capital of the Company to accommodate (A) stock dividend payment, (B) The exercise of the warrants to purchase the newly issued ordinary shares of the Company No. 1 (TEAMG-W1) issued to the existing shareholders of the Company on a pro rata basis to their respective shareholdings (Rights Offering) and, (C) Exercise of rights in the Company's newly issued ordinary share offering program to directors, executives and employees of the Company and/or its subsidiaries (TEAMG-ESOP) as mentioned above.

Voting Requirement

The resolution of this agenda requires a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

Agenda No. 11 To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company, to reflect the increase of the Company's capital.

Objective

To propose to the shareholders' meeting to consider and approve the amendment of clause 4 of the Memorandum of Association of the Company, to reflect the increase of the Company's capital.

Facts and Rationale

As proposed to the meeting to approve the increase of the Company's registered capital in Agenda No.10 above, the Company had to amend Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital.

Existing:

Clause 4.	Registered capital	340,000,000	Baht	(Three hundred and forty million Baht)
	Divided into	680,000,000	Shares	(Six hundred and eighty million Shares)
	Par value of	0.50	Baht	(Fifty Satang)
	Divided into:			
	Ordinary share	680,000,000	Shares	(Six hundred and eighty million Shares)
	Preference share	-	Shares	(Zero Share)

Correction:

Clause 4.	Registered capital	477,000,000	Baht	(Four hundred and seventy-seven million Baht)
	Divided into	954,000,000	Shares	(Nine hundred and fifty-four million Shares)
	Par value of	0.50	Baht	(Fifty Satang)
	Divided into:			
	Ordinary share	954,000,000	Shares	(Nine hundred and fifty-four million Shares)
	Preference share	-	Shares	(Zero Share)

Board's opinion

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company, to reflect the increase of the Company's capital as per mentioned above.

Voting Requirement

The resolution of this agenda requires a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

- Agenda No. 12 To 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 per share to accommodate the stock dividend payment in the amount not exceeding 136,000,000 shares, accommodate 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 accommodate 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

Objective

To propose to the shareholders' meeting to consider and approve the allocation of newly issued ordinary shares of the Company, not exceeding 274,000,000 shares with a par value of 0.50 Baht per share to the stock dividend payment in the amount 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.

- Agenda No. 12.1 To consider and approve of the allocation of newly issued ordinary shares of the Company to accommodate the stock dividend payment for the fiscal year 2022, totally not exceeding 136,000,000 shares with a par value of 0.50 Baht per share.

Objective

To propose to the shareholders' meeting to consider and approve the allocation of newly issued ordinary shares of the Company to accommodate the stock dividend payment for the fiscal year 2022, totally not exceeding 136,000,000 shares with a par value of 0.50 Baht per share.

Facts and Rationale

Allocation of capital increase shares in the amount of not exceeding 136,000,000 shares at a par value of 0.50 Baht per share to accommodate the stock dividend payment, appearing in the Capital Increase Report Form (Form F 53-4) (Enclosure No. 6)

Board's opinion

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to approve the allocation of capital increase shares in the amount of not exceeding 136,000,000 shares at a par value of 0.50 Baht per share to accommodate the stock dividend payment and to consider assigning the Board of Directors in considering and determining the conditions and details of actions related to the allocation of the newly issued ordinary shares to as detailed above as well as the amendment of the wording or text in documents minutes of the shareholders' meeting, and/or other requests and/or take any action as deemed appropriate and within the scope of authority prescribed by law, as well as the introduction of new ordinary shares to be listed on the SET and the submission of documents and evidence to the Office of the SEC or other related departments.

Voting Requirement

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

- Agenda No. 12.2 To consider and approve the allocation of newly issued ordinary shares of the Company to accommodate 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 per share

Objective

To propose to the shareholders' meeting to consider and approve the allocation of newly issued ordinary shares of the Company to accommodate 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 per share.

Facts and Rationale

The allocation of not more than 136,000,000 shares at the par value of 0.50 Baht per share to accommodate the exercise of the rights under the warrants to purchase the

Company's newly issued ordinary shares No. 1 (TEAMG-W1) appears in the Capital Increase Report Form (Form F 53-4) (Enclosure No. 6)

Board's opinion

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to approve the allocation of not exceeding 136,000,000 shares at the par value of 0.50 Baht per share to accommodate the exercise of the rights under the warrants to purchase the Company's newly issued ordinary shares No. 1 (TEAMG-W1) and to consider assigning the Board of Directors in considering and determining the conditions and details of actions related to the allocation of the newly issued ordinary shares to as detailed above as well as the amendment of the wording or text in documents minutes of the shareholders' meeting and/or other requests and/or take any action as deemed appropriate and within the scope of authority prescribed by law, as well as the introduction of new ordinary shares to be listed on the SET and the submission of documents and evidence to the Office of the SEC or other related departments.

Voting Requirement

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

- Agenda No. 12.3 To consider and approve the allocation of newly issued ordinary shares of the Company to accommodate the exercise of rights in the Company's newly issued ordinary share offering program to the directors, executives and/or 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 per share

Objective

To propose to the shareholders' meeting to consider and approve the allocation of newly issued ordinary shares of the Company to accommodate 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 of not more than 2,000,000 shares with a par value of 0.50 Baht per share.

Facts and Rationale

To propose to the shareholders' meeting for consideration and approval of 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 of not exceeding 2,000,000 shares at par value of 0.50 Baht per share according to Capital Increase Report Form (Form F 53-4) (Enclosure No. 6).

Board's opinion

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval of the allocation of newly issued ordinary shares of the Company to accommodate 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 of not exceeding 2,000,000 shares at par value of 0.50 Baht per share and to consider assigning the Board of Directors in considering and determining the conditions and details of actions related to the allocation of the newly issued ordinary shares to as detailed above as well as the amendment of the wording or text in documents minutes of the shareholders' meeting and/or other requests and/or take any action as deemed appropriate and within the scope of authority prescribed by law, as well as the introduction of new ordinary shares to be listed on the SET and the submission of documents and evidence to the Office of the SEC or other related departments.

Voting Requirement

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

Agenda No. 13 To consider and approve the amendment to the Company's Articles of Association

Objective

To propose to the shareholders' meeting to consider and approve the amendment to the Company's Article of Association for Articles 25, 29, 31, 32 and Article 33 be in line with the Public Limited Company Act (No.4) B.E. 2565

Facts and Rationale

As per the enforcement of the Public Limited Companies Act (No. 4) B.E. 2565 (2022) in Royal Gazette, effective as of 24 May 2022, prescribes regulatory changes regarding the approval of conducting meeting through electronic approach in order to enhance efficiency, reduce unnecessary costs, and provide convenience to investors which aligns with the amended requirements, it is appropriate to propose to shareholders' meeting to consider and approve the amendment to the Company's Articles of Association by amending Articles 25, 29, 31, 32 and 33. Company's Articles of Association (Amended version) appear in **Enclosure No. 7**.

Board's opinion

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve on the amendment to the Company's Article of Association for Articles 25, 29, 31, 32 and Article 33 be in line with the Public Limited Company Act (No.4) B.E. 2565. 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 compliance with suggestions, opinions, or instructions of the registrar, or relevant government agent office.

Voting Requirement

The resolution of this agenda requires a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

Agenda No. 14 To consider and approve the addition of Clause 39 to the Company's Objectives and the amendment to Clause 3 of the Memorandum of Association

Objective

To propose to the shareholders' meeting to consider and approve the addition of Clause 39 to the Company's Objectives and the amendment to Clause 3 of the Memorandum of Association.

Facts and Rationale

To support the business of the Company that will operated, it is appropriate to propose to shareholders' meeting to consider and approve the addition of Clause 39 to the Company's Objectives and the amendment to Clause 3 (Objective) of the Memorandum of Association under Section 31 of Public Company Limited Act B.E.2535 (1992) follows:

- The proposed amendment of the Company's Objectives

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

- The proposed amendment of clause 3 of the Memorandum of Association

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

Board's opinion

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to approve the addition of Clause 39 to the Company's Objectives and the amendment to Clause 3 of the Memorandum of Association to support the business of the Company as detailed above. 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 registrar, or relevant government agent office.

Voting Requirement

The resolution of this agenda requires a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

Agenda No. 15 Other matters (if any)

Due to the relevant and conditional of Agendas 4, 8, 9, 10, 11, and 12 above to be presented to the shareholders' meeting for consideration, in case one of the agendas is not approved by the shareholders' meeting, the other relevant agenda approved will be cancelled, or the relevant agenda will not be further considered, or the details of the relevant agenda will be amended to be appropriately in line with the resolutions of the shareholders' meeting.

The Shareholders who wish to attend the meeting by themselves through the electronic means, please kindly study the details and guideline for the registration in advance **as per Enclosure No.**

11. The pre-registration can be done by 2 means (please choose each of the following methods):-

1. Pre-registration by yourself through DAP e-Shareholder Meeting by scanning QR Code. The pre-registration system will be opened from April 12, 2023 at 09.00 a.m. onwards until the end of the meeting, or
2. Pre-registration by submitting the whole set of required original documents to the Company by postal to Company Secretary of TEAM Consulting Engineering and Management Public Company Limited, TEAM Building, No. 151 Nuan Chan Road, Nuan Chan Sub-district, Bueng Kum District, Bangkok 10230 by April 25, 2023.

The shareholders, who already proceeded the pre-registration and passed the verification of Shareholders' identification, shall be notified the username and password through SMS and email for logging-in the e-AGM meeting system on April 26, 2023 whereas the e-AGM meeting system shall allow to access from 1.00 p.m. onwards.

Besides, for Shareholders' right and benefit, in case the shareholders are unable to attend the Meeting and would like to grant a proxy to another person(s) or the Company's independent director according to the details of the independent directors and definitions of independent directors **as appeared in Enclosure No. 9** as a proxy grantor and voting on behalf of you in the meeting, please grant a proxy in advance within April 25, 2023 by filling in the information, sign and affix Baht 20 stamp duty to a proxy form by choosing one of the proxy forms i.e. Proxy Form A (General Form), or Proxy Form B (Specific Details Form), or Proxy Form C (for Foreign Shareholder Appointing Custodian in Thailand) **as per Enclosure No. 10** and please kindly study guideline, documents and evidences required for the e-AGM registration and Proxy Appointment **as per Enclosure No. 11**

The Company would highly request the shareholders to study guideline for attending the meeting through electronic system **as per Enclosure No. 12** and manual of the electronic meeting system for the Shareholders' meeting **as per Enclosure No. 13** and the notice of personal data protection **as per Enclosure No. 14**

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 Enclosure No. 15**.

The Company will conduct the meeting in accordance with the Company's Articles of Association **as per Enclosure No. 8**. If a shareholder has any inquiries regarding the agenda meeting, please contact the Company Secretary at telephone number 0 2509 9000 Ext. 2010 Ext. 112 or via email cs@team.co.th. The Shareholders can examine all details in the agenda of 2023 Annual General Meeting of Shareholders at the Company's website www.teamgroup.co.th.

You are cordially invited to attend the 2023 Annual General Meeting of Shareholders in the form of meeting through electronic media (e-AGM) on the date, time and method mentioned above.

The Company truly appreciates your understanding and looks forward to your kind cooperation.

Yours faithfully,

By the Resolutions of the Board of Directors



(Mr. Rapee Phongbupakicha)

Chairman of the Board

- Translation -

TEAM Consulting Engineering and Management Public Company Limited
Minutes of the 2022 Annual General Meeting of Shareholders
on Tuesday, April 26, 2022 via Electronic Method (e-AGM)

The Meeting started at 14.00 hours

a third party service provider

Miss Pommara Patthanabhumthanint, Company Secretary, acting as the Secretary of the Meeting, welcomed shareholders and proxies attending the Meeting (“Attendees”) to the 2022 Annual General Meeting of Shareholders of TEAM Consulting Engineering and Management Public Company Limited (“The Company”) and clarified the need to hold a meeting under the situation of the coronavirus disease 2019 (COVID-19) pandemic. The Company deemed it appropriate to convene the 2022 Annual General Meeting of Shareholders through electronic platform in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020). This Meeting was conducted using an e-Meeting system operated by Quidlab Co., Ltd., a third-party service provider of e-AGM conference system in accordance with the Notification of Ministry of Digital Economy and Society Regarding Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (2020), and certified by the Electronic Transactions Development Agency (ETDA). The Shareholders who had submitted the meeting attendance request form in advance would receive username and password along with a manual and a link to log on to the system. They could participate throughout the Meeting and be informed of the voting results of each agenda which would be presented on the screen.

The Company Secretary further informed the Meeting that the Company has given importance to the arrangement of the Shareholders Meeting, taking into account the shareholders’ equitable rights. Therefore, the Company provided an opportunity for shareholders to nominate candidates for election as the Company’s directors and propose an agenda for inclusion in the agenda of Shareholders Meeting. The Company published all relevant documents on its website from 1 October 2021 to 31 December 2021. After the deadline, it was found that none of the shareholders nominated candidates for election as directors or proposed any additional agenda item. As a result, the names of directors to be appointed and the meeting agenda for today’s Shareholders Meeting came from the resolution of the Board of Directors Meeting. In addition, the Company provided an opportunity for shareholders to submit questions related to the meeting agenda in advance as per the details and channels given in the Invitation to the Meeting.

The Company Secretary then introduced the Directors, Executives, and Auditor who attended the Meeting as follows:

Directors present at the Meeting (8 directors from the total of 8 directors (No. 2 – 8) or representing 100.00 percent)

- | | |
|-------------------------|--|
| 1. Dr. Prasert Patramai | Honorary Chairman |
| 2. Mr. Sanit Rangnoi | Independent Director / Chairman of the Board/
Chairman of the Audit Committee |

- | | |
|-------------------------------------|--|
| 3. General Wichien Sirisoonthorn | Independent Director / Member of the Audit Committee / Chairman of the Nomination and Compensation Committee |
| 4. Mrs. Suvimol Chrityakierne | Independent Director / Member of the Audit Committee |
| 5. Dr. Thanasarn Khuayjarernpanishk | Director |
| 6. Mr. Chawalit Chantararat | Director / Member of the Nomination and Compensation Committee |
| 7. Mr. Issarin Patramai | Director / Member of the Nomination and Compensation Committee |
| 8. Dr. Aphichat Sramoon | Director / Chairman of the Executive Committee/
Chairman of the Risk Management Committee/
Chief Executive Officer |
| 9. Dr. Chana Poomee | Director (attended via electronic means) |

Executives attending the Meeting via electronic means

- | | |
|------------------------------------|--|
| 1. Dr. Teerawut Juinarongrit | Member of the Executive Committee / Member of the Risk Management Committee / Chief Operating Officer / Managing Director of Geotechnical & Foundation Engineering Co., Ltd. |
| 2. Mr. Sompat Suwapit | Member of the Executive Committee / Member of the Risk Management Committee / Chief Operating Officer / Managing Director of Special Project Business |
| 3. Mrs. Penpilai Phonchaipanich | Member of the Executive Committee / Member of the Risk Management Committee / Chief Financial Officer |
| 4. Mrs. Premwanee Preedapan | Managing Director of TLT Consultants Co., Ltd. |
| 5. Dr. Montree Budsabathorn | Managing Director of ATT Consultants Co., Ltd. |
| 6. Mr. Salyawate Prasertwitayakarn | Managing Director of TEAM SQ Co., Ltd. |
| 7. Mr. Worapong Preecha | Managing Director of TEAM Construction Management Co., Ltd. |

Auditor attending the Meeting via electronic means

- | | |
|----------------------------------|---|
| 1. Mr. Chatchai Kasemsrithanawat | EY Office Limited (attended via electronic means), also responsible for the transparency in vote counting |
|----------------------------------|---|

Corporate Legal present at the Meeting

1. Mrs. Kedsara Luengruengtip

Vice President – Corporate Legal, responsible for supervising the Meeting in compliance with the laws and regulations of the Company

The Company Secretary further added that the Company was honored by the presence of Mr. Chan Nuaklai, a proxy from the Thai Investors Association, as a protection volunteer who attended the Meeting to assess the quality of the Company's 2022 Annual General Meeting of Shareholders.

The Company Secretary then explained the essence of voting criteria and procedure in order to comply with related laws and the Articles of Association of the Company, as well as voting process, vote counting criteria, and procedure for asking questions in each agenda as follows:

1. The voting shall have 3 alternatives which are "Approve," "Disapprove" or "Abstain."
2. In case shareholders wish to vote "Disapprove" or "Abstain," they shall select the check mark button in front of the chosen option, and then cast their votes and click "Send" button as displayed on the screen during the voting period of each agenda.
3. Proxies shall vote as specified by the shareholder in the proxy form only. If a proxy grantor has not specified or has not clearly specified his/her voting instruction or the Meeting passes resolutions on any agendas other than those stated in the proxy, the proxy shall have the right to cast the vote on behalf of shareholders.
4. One share is equivalent to one vote and cannot be divided into partial votes.
5. The majority of Shares vote is the resolution of the Meeting.
6. For 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 the vote counting for each agenda item, the Company shall deduct the "Disapprove" or "Abstain" votes from the total number of shares of the shareholders and proxies attending the Meeting and having the rights to vote.
8. In case of the shareholders who have appointed a proxy and specified 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 instruction of such shareholders.
9. The Company will open voting for a period of approximately 1 minute.

The voting procedure is summarized as follows:

1. When shareholders wish to vote, click on the voting menu and the check mark button on the menu bar that appears on the left-hand side for selecting to vote on each agenda that can be voted on.
2. Select a vote in each agenda by clicking one of the buttons: "Approve", "Disapprove" or "Abstain," and then press Submit. Once a vote is submitted, the shareholders will be notified by a pop-up alert message that the vote is cast successfully.
3. If a shareholder enters the system and does not click any button on the voting menu, the system will automatically count the votes as "Approve."

4. The shareholders can vote and change the vote in each agenda until the Meeting announces the closure of voting for that agenda.
5. For security reasons, each user can log in to one device only and if the user tries to log in to another device or a different browser on the same computer, the previous login will be automatically logged out. The shareholders must not share their username & password with other persons.
6. If a shareholder requests a username and password for attending the Meeting in the e-AGM system and submits a Proxy Form B with the vote already cast, the system will not be able to change the vote, but the shareholders can ask questions.

The vote counting criteria are summarized as follows:

1. Under Article 35 of the Company's Articles of Association, for a general case, a simple majority vote of the shareholders attending the Meeting and casting their votes shall be required for passing a resolution. In case of equality of vote, the Chairman of the Meeting shall give a casting vote.
2. In the vote counting for each agenda item, only the "Disapprove" and "Abstain" votes of the shareholders in the Meeting will be counted and then deducted from the total number of votes of shareholders and proxies present at the Meeting with the right to vote, while the rest will be deemed as "Approve" votes. Nevertheless, the votes by the proxy appointed by a shareholder who has already voted in the proxy form will be counted before the Meeting.
3. The declaration of voting results will show "Approve", "Disapprove", and "Abstain" votes. For each agenda item, the latest number of attendees will be adopted; therefore, the number of attendees on each agenda item may change and vary.

The Company Secretary further clarified that before voting on each agenda, the Company will provide an opportunity for attendees to ask questions on issues related to that agenda as appropriate. The questions should be directly related to that agenda. If it was a question related to other agendas, the Company will give an answer or explanation in the agenda related to that question. The Company kindly requests the shareholders' cooperation to concisely give their opinions or ask questions and refrain from repeatedly making inquiries or expressing opinions on an issue so that other shareholders would have an opportunity to exercise their rights. The Company kindly requests the shareholders' cooperation so that the Meeting can proceed well and within the set time frame. In case a large number of questions are entered into the system, the Company reserves the right to select certain questions to be addressed as suitable and if any question cannot be answered in the Meeting due to the time constraint, the Company will collect and answer the questions and then disclose them in the minutes of the Meeting or via the Company's website.

Mrs. Kedsara Luengruengtip, Vice President of the Corporate Legal, then informed the Meeting that there were 34 shareholders attending the Meeting in person and 30 by proxy, thereby representing a total of 64 shareholders with a total of 343,305,000 shares, equivalent to 50.4860 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.

The Company Secretary added that the Company still gave shareholders the right to register to attend the Meeting after the commencement of the Meeting, with the right to vote on the agenda items not yet resolved. After that, the Company Secretary invited the Chairman of the Meeting to open the Meeting.

Mr. Sanit Rangnoi, Chairman of the Board, acting as the Chairman of the Meeting, welcomed attendees and then proposed that the Meeting considered the matters in accordance with the agenda as follows:

Agenda No. 1 To consider and certify the Minutes of the 2021 Annual General Meeting of Shareholders held on April 29, 2021

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

The Company Secretary informed the Meeting that the 2021 Annual General Meeting of Shareholders was held on April 29, 2021. 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 approval.

The Company Secretary further informed the Meeting that the Board of Directors was of the opinion that the said minutes had been recorded correctly and completely and should be proposed to the 2022 Annual General Meeting of Shareholders for approval.

After that, the Chairman provided an opportunity for shareholders to ask questions and express opinions on relevant matters. No shareholders asked any questions or expressed any opinions on 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.

After the counting of votes, the voting results were declared as follows:

Approved	347,120,400	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

Remarks: In this agenda, three additional shareholders attended the Meeting in person, holding 3,815,400 shares. As a result, there were totally 67 shareholders present, holding 347,120,400 shares, representing 51.0471 percent of the total 680,000,000 issued shares of the Company.

Resolution: The Meeting unanimously approved the Minutes of the 2021 Annual General Meeting of Shareholders held on April 29, 2021.

Agenda No. 2 To acknowledge the report on the Company's operating results for the year ended December 31, 2021

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

Dr. Aphichat Sramoon, Chief Executive Officer, discussed the vision and business goals in 2021-2025, sustainable business practices, and a summary of the number of projects awarded in 2021 and those newly awarded in 2022 up to present, ongoing projects, and outstanding projects in related businesses, as well as the important projects in backlog as follows:

1. The Company's 2021-2025 vision is to be "A regional solution provider and innovative business developer" with the following business goals:

- To maintain its leadership in integrated consulting services by providing consulting services for upstream and downstream projects until the successful project implementation
- To expand its business into investments by leveraging the consulting experience of the Group of the Companies and partners' expertise
- To implement the Company's 4 Engines policy, i.e. Public Sector, Private Sector, International Sector, and Related Business
- To accelerate the expansion of other businesses and non-consulting business investments to generate returns comparable to the returns from consulting business
- To develop technology and management system to increase the efficiency of the Company's operations
- To recruit and manage multidisciplinary personnel to achieve team synergy and operational efficiency
- To be a leading organization people want to work for

2. The Company is committed to conduct its business in accordance with the principles of sustainable development, encompassing environment, social issues, and governance as follows:

- Environment: Involving energy management, water resources and wastewater management projects, by using water from natural water resources and wastewater sources with utmost efficiency
- Social Issues: Emphasizing customer welfare, employee engagement, diversity, and inclusion
- Governance: Conducting business with business ethics, transparency, fairness and accountability

3. Examples of ESG projects undertaken:

- Water Resources Management Master Plan for Greater Chao Phraya River Basin Project, Office of the National Water Resources
- Phru Khuan Khreng Feasibility Study, Survey and Design Project, Nakhon Si Thammarat and Phatthalung provinces, Department of Water Resources

- Preparation of Water Plans for Ping, Wang, Yom and Nan River Basins Project, and Preparation of Water Plans for Sakae Krang, Pa Sak, Chao Phraya and Tha Chin River Basins Project, Office of the National Water Resources
 - “TEAM GROUP Unites to Fight COVID-19” Project
 - Donation of medical equipment to support the operations of medical personnel
 - Installation of “Tu Pan Suk” or Happiness-Sharing Cabinet in front of TEAM Building and at the project sites where TEAM has undertaken the project works from 2020 up to present
 - The Company in joint cooperation with TEAM Group Foundation has continually offered educational scholarships to students of various schools in Nakhon Sawan and Nakhon Nayok provinces for 14 years
4. 155 projects awarded in 2021, comprising 38 government projects, 74 private projects, 17 international projects, and 26 related business projects
5. 55 projects awarded in 2022 up to present, consisting of 15 government projects, 33 private projects, 6 international projects, and 1 related business project
6. 380 ongoing projects, including 115 government projects, 200 private projects, 38 international projects, and 27 related business projects
7. Outstanding projects in related business are District Cooling System (DCS) Project for the Property Management of Chulalongkorn University, Solar Power Purchase Agreement Project (Solar Rooftop) for Siam Quality Steel Co., Ltd. and Chuen Siri Co., Ltd., Water Recycling Project for the Property Management of Chulalongkorn University, and Water Treatment and Water Supply System for Sawanpracharak Hospital (New Branch) Project.
8. Backlog Highlights:
- 1) Projects Awarded in 2022
- Construction Supervision of Khlong Prem Prachakon Drainage Tunnel from Khlong Bang Bua to Chao Phraya River Project, Bangkok Metropolitan Administration
 - Construction Supervision of Expansion of Mahasawat Water Treatment Plant Project, with a capacity of 800,000 cubic meters/day, Metropolitan Waterworks Authority
 - Survey and Design of 4-Lane Highway on Highway No. 3267, Ang Thong-Khamot Subdistrict Section, and Highway No. 117, Uttaradit-Phu Du Section, Department of Highways
 - Project Consultant and Construction Supervision of Chiller Improvement and Efficiency Enhancement for the Head Office Building and 12 Branch Offices of Provincial Electricity Authority Project, Provincial Electricity Authority

- Preparation of Emergency Action Plan (EAP) for Bang Phra Dam Project, Royal Irrigation Department
- Installation of 6 Dam Instruments for Lam Saphung Reservoir Project, Chaiyaphum Province, Royal Irrigation Department

2) Ongoing Projects

- Transport Infrastructure Development under Southern Economic Corridor Development for Transport Connectivity between the Gulf of Thailand and the Andaman Sea Project (Landbridge Project), Office of Transport and Traffic Policy and Planning
- Construction Supervision of Water Transmission Tunnel and Related Works Project, Metropolitan Waterworks Authority
- Environmental Impact Monitoring for Laem Chabang Port Phase 3 Project, Port Authority of Thailand
- Construction Supervision of Klong Saen Saep Drainage Tunnel Project, Klong Saen Saep and Khlong Lat Phrao Drainage Tunnel to Lat Phrao Soi 130 Section, Bangkok Metropolitan Administration
- Preparation of Water Plans for Ping, Wang, Yom and Nan River Basins Project, Office of the National Water Resources
- Conversion of Overhead Line to Underground System along MRT Pink Line and Yellow Line Project, Metropolitan Electricity Authority

In addition, Mrs. Penpilai Phonchaipanich, Chief Financial Officer, reported to the Meeting the Company's operating results for the year ended December 31, 2021 for acknowledgement as follows:

Overall Operating Results

The 2021 service revenues of the Company and its subsidiaries totaled Baht 1,759 million, with gross profit of Baht 441 million. Net profit margin after deducting administrative expenses and other items amounted to Baht 112 million, with earnings per share at Baht 0.16 per share.

Service Revenue

The 2021 service revenues of the Company and its subsidiaries totaled Baht 1,759 million, rising from Baht 1,705 million in 2020 or an increase of 3 percent. The major part of the revenue, amounting to Baht 1,062 million, came from the government sector, followed by the private sector at Baht 478 million, the related business sector at Baht 120 million, and the international sector at Baht 99 million. The revenue from the related business sector increased by 52 percent, compared to that of 2021, comprising 82 percent from related services and 18 percent from non-consulting business.

Revenue Ratio by Source

1) Revenue by Sector: In the year 2021, the revenue mainly came from the government sector, accounting for 57 percent, followed by the private sector at 27 percent, the related business at 7 percent, and the international sector representing 6 percent.

2) Revenue by Specialization: Major revenue-generating projects in 2021 were transportation and logistics projects, accounting for 37 percent of the total revenue. Revenue from urban development, buildings and infrastructure projects came second at 26 percent, followed by water resources at 19 percent. The rest came from environmental projects at 9 percent, and energy projects at 5 percent, with other projects accounting for 4 percent.

3) Revenue by Service Type: Revenue from construction management and supervision projects represented the highest portion at 55 percent of the total revenue—a decrease from 60 percent of the previous year. Study and design projects contributed 38 percent, a rise from 35 percent in the year 2020, and revenue from related businesses represented 7 percent.

Gross Profit and Net Profit from Services

The 2021 gross profit of the Company and its subsidiaries totaled Baht 441 million, or equivalent to 25.3 percent, a 3-percent drop from last year. The main cause was the recognition of increased costs due to the COVID-19 pandemic that had led to the closure of construction sites and the subcontracting required for entering the sites.

With regard to the net profit, the Company's 2021 net profit was Baht 112 million. As the Company was able to efficiently manage and control administrative expenses, similar to the previous year, this resulted in a slight decline in the net profit to 6.3 percent, compared to the year 2020.

Backlog

In 2021, the Company had the backlog in the amount of Baht 3,750 million, a growth from Baht 3,297 million in 2020, with 66 percent from government projects, 22 percent from private projects, 10 percent from international projects which rose from last year due to the award of a large project by the end of the year, and 2 percent from related business.

When classified by specialization, the backlog of transportation and logistics projects was highest at 36 percent, followed by urban development, buildings and infrastructure projects at 28 percent, and water resources projects at 27 percent. The combined backlogs of energy and environmental projects amounted to 9 percent of the total backlogs.

The backlog orders of non-consulting business included 4 projects, i.e. Water Treatment and Water Recycling Project with a Baht 3.81 million backlog for the Property Management of Chulalongkorn University; Solar Power Purchase Agreement Project (Solar Rooftop) with a Baht 44.64 million backlog for Siam Quality Steel Co., Ltd.; District Cooling System with the backlog of Baht 590.80 million for the Property Management of Chulalongkorn University; and Water Treatment and Water Supply System for Sawanpracharak Hospital (New Branch) Project with the backlog of Baht 237.51 million.

Additionally, Mrs. Penpilai reported the consolidated financial position of the Company and its subsidiaries as of December 31, 2021 to the Meeting as follows:

Assets

As of December 31, 2021 the Company and its subsidiaries had the total assets of Baht 2,177 million, an increase of Baht 169 million from Baht 2,008 million of the previous year's total assets.

Shareholders' Equity

As of December 31, 2021, the shareholders' equity of the Company and its subsidiaries was totally Baht 1,016 million, a rise of Baht 101.68 million from Baht 914.32 million at the end of 2021 due to an increase in periodic net profit.

Liabilities

Interest-bearing debts increased from the year 2020 to Baht 106 million owing to bank loans for project investments of its subsidiaries while no interest debts rose to Baht 1,055 million. These increases resulted from the recognition of revenue and advance payments for new projects in 2021.

Important Financial Ratio

Current ratio or liquidity ratio remained at 1.91 times, which was the same as that of the previous year. The debt to capital ratio increased to 0.10 times due to the higher amount of interest bearing debts and the debt to equity ratio fell slightly to 1.14 times.

Dr. Aphichat further reported that TEAM Consulting Engineering and Management Public Company Limited is an organization with commitments and focus on business operations based on good governance principles and Code of Business Ethics for the benefit of all shareholders and stakeholders. Consequently, the Company has put in place an anti-corruption policy as an operational guideline for directors, executives and employees and carries out an annual review of the anti-corruption policy. In 2021, the anti-corruption policy review was performed in the Board of Directors Meeting No. 7/2021, held on December 21, 2021, and the following actions were taken in 2021.

- 1) Business Risk Assessment: On a quarterly basis, the Risk Management Directors assessed corruption risks and reported the results to the Risk Management Committee, the Executive Committee, and the Board of Directors, respectively.
- 2) Guidelines: The Company prepared an Enterprise Risk Management (ERM) Manual and distributed it through its internal website (intranet). All departments are required to implement the Enterprise Risk Management.
- 3) Communication and Staff Training: The Company's Anti-Corruption Policy was communicated to its directors, executives, employees and all stakeholders via the Company's website and internal website (intranet). It was also included in the orientation of new employees.
- 4) Monitoring and Assessment: The Company's corruption risk management was monitored and assessed by the Executive Committee, with the results reported to the Audit Committee and the Board of Directors every quarter.

- 5) Review of Adequacy of Anti-Corruption Process: The Audit Committee reviewed the effectiveness of the corruption risk management from the internal auditor report submitted by the internal auditor every two quarters together with and the external auditor report every quarter.
- 6) Whistleblowing and Complaints: The Company has established a whistleblowing and complaint policy as well as mechanisms for investigation, whistleblower protection and maintenance of confidentiality.

In 2021, the Company received neither whistleblowing case nor complaint with regard to corrupt actions of directors, executives and employees of the Company.

The Company Secretary informed the Meeting that the Board of Directors was of the opinion that the report on the Company's operating results for the year ended December 31, 2021 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: Ms. Orawan Khrongkaew, a shareholder, asked what were the Company's goals and backlog for 2022.

Answer: Dr. Aphichat Sramoon, Chief Executive Officer, clarified that according to the information presented to the shareholders concerning the Company's business plan, the Company had targeted a revenue growth of 10 percent from the previous year and the 2022 backlog was expected to be around four billion Baht.

As there were no further questions and opinions from the shareholders, the Chairman proposed that the Meeting acknowledged the report on the Company's operating results for the year ended December 31, 2021. As this agenda was for acknowledgement, vote casting was not required.

Resolution: The Meeting acknowledged the report on the Company's operating results for the year ended December 31, 2021.

Agenda No. 3 To consider and approve the Company's 2021 financial statements for the fiscal period ended on December 31, 2021

The Chairman assigned Mrs. Penpilai Phonchaipanich, Chief Financial Officer, to present the important details to the Meeting.

Mrs. Penpilai reported to the Meeting that the Company had prepared the balance sheet and statement of profit and loss for the year 2021 ended December 31, 2021 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.

Mrs. Penpilai then informed the Meeting of the key information of the Company's financial status and operating results for the year 2021 ended December 31, 2021 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 for the year	112	131
Basic Earnings per Share (Baht/Share)	0.16	0.19
Cash flow from operating activities	(133.71)	(211.97)
Cash flow from investing activities	(8.15)	38.33
Cash flow from financing activities	(18.89)	(48.79)

The Chairman, as the Chairman of the Audit Committee, reported to the Meeting that the Audit Committee had considered and reviewed the Company's 2021 financial statements for the fiscal period ended December 31, 2021, 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 2021 financial statements for the fiscal period ended December 31, 2021 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 that the Annual General Meeting of Shareholders consider and approve the Company's 2021 financial statements for the fiscal period ended December 31, 2021 which were audited and signed by the auditor of the Company and also reviewed and approved by the Audit Committee.

After that, the Chairman provided an opportunity for shareholders to ask 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.

After the counting of votes, the voting results were announced as follows:

Approved	350,120,400	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

Remarks: In this agenda, there was an additional shareholder attending the Meeting in person, holding 3,000,000 shares. As a result, there were a total of 68 shareholders present, holding 350,120,400 shares,

representing 51.4883 percent of the total 680,000,000 issued shares of the Company.

Resolution: The Meeting unanimously approved the Company's 2021 financial statements for the fiscal period ended December 31, 2021.

Agenda No. 4 To consider and approve the appropriation of the legal reserve and the declaration of the dividend payment for the year 2021

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

Mrs. Penpilai informed the Meeting that the 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 Company's 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.

Mrs. Penpilai further informed the Meeting that the Company had a net profit for the year ended December 31, 2021 (from January 1, 2021 to December 31, 2021) based on the Company's separate financial statements in the amount of Baht 131,098,909 and unappropriated retained earnings in the amount of Baht 147,506,166.

As a result, the Meeting was requested to approve the appropriation of profit as legal reserve in the amount of Baht 6,600,000 or equivalent to 5 percent of the 2021 net profit.

For the dividend payment, the Board of Directors Meeting No. 1/2022 held on February 23, 2022 resolved to approve, for submission to the Annual General Meeting of Shareholders for consideration and approval, the dividend payment for the year 2021 from the net profit based on the 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 a total of 680,000,000 shares, amounting to Baht 102,000,000 (one hundred two million baht only) which was 77.80% of the 2021 net profit according to the separate statement of comprehensive income for the year ended December 31, 2021. The record date for determining the list of the shareholders entitled to receive the dividend payments would be on May 6, 2022 and the dividend payment was scheduled to be made on May 25, 2022 at the rate of Baht 0.15 per share.

After that, the Chairman provided an opportunity for shareholders to ask questions and express their opinions on the relevant matters. As no shareholder asked any questions or expressed any opinions, 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.

After the counting of votes, the voting results were announced as follows:

Approved	350,120,400	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

Resolution: The Meeting unanimously approved the appropriation of legal reserve in the amount of Baht 6,600,000 and the declaration of dividend payment for the year 2021 at the rate of Baht 0.15 per share (before withholding tax). The record date for determining the list of the shareholders entitled to receive the dividend payments was scheduled to be May 6, 2022 and the dividend payment would be made on May 25, 2022.

Agenda No. 5 To consider the election of directors in replacement of those retiring by rotation, acknowledgment of the resignation of directors, appointment of directors to fill the vacant positions, and change of the authorized signatory of the director to bind the Company

5.1 To consider the election of directors in replacement of the directors retiring by rotation

The Chairman informed the Meeting that General Wichien Sirisoonthorn, Chairman of the Nomination and Compensation Committee and a director, was due to retire by rotation. Therefore, the Company Secretary was assigned to present and explain facts and reasons for the Meeting to consider.

The Company Secretary informed the Meeting that pursuant to the Public Limited Companies Act B.E. 2535 (1992), 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 to 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 longest in office shall retire. The retiring directors may be re-elected.

In addition, the Company had made an announcement on the Company's website, from October 1, 2021 to December 31, 2021, inviting the shareholders to nominate 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 director.

The directors who were due to retire by rotation in 2022 were as follows:

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

Dr. Thanasarn Khuayjarernpanishk had expressed his intention not to seek re-election as director because he wished to pass on the corporate management to the next generation of executives.

The Company Secretary added that the nomination process of the Company's directors was considered by the Nomination and Compensation Committee excluding the directors who were due to retire by rotation at the 2022 Annual General Meeting of Shareholders. The said Committee had thoroughly considered and was of the view that General Wichien Sirisoonthorn and Mrs. Suvimol Chrityakierne have suitable qualifications to be independent directors of the Company. They have knowledge and experience which will benefit the Company's business operations. They also have full qualifications in accordance with the Good Corporate Governance Principle and do not have any prohibited characteristics according to the Notification of the Securities and Exchange Commission No. Kor Jor. 3/2560 (2017) Regarding Determination of Untrustworthy Characteristics of Company Directors and Executives. They are fully qualified in accordance with the definition of independent directors of the Company as required by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, and are competent to provide independent opinions. In addition, throughout their term of office, both retiring directors had performed their duties, devoted their time to the Company and provided recommendations beneficial to the Company's business operations. Therefore, it was deemed appropriate to propose the aforesaid two retiring directors to be re-elected as independent directors of the Company for another term. Furthermore, the Nomination and Compensation Committee had considered the qualifications of eligible person to be nominated for the election of director to fill the vacancy resulting from the retirement of Dr. Thanasarn Khuayjarernpanishk and deemed it appropriate to propose to the Meeting to consider the election of Mr. Prasong Wangrattanapranee as the Company's director in replacement of Dr. Thanasarn Khuayjarernpanishk as he has knowledge, competence and experience which will be valuable to the Company's operations. He also has full qualifications in accordance with the Company's policy on director nomination and does not possess any prohibited characteristics under relevant laws.

The Company Secretary additionally 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 it appropriate to propose that the Annual General Meeting of Shareholders consider the re-election of General Wichien Sirisoonthorn and Mrs. Suvimol Chrityakierne, the retiring directors, as the Company's directors for another term. The Board of Directors also deemed it appropriate to propose that the Meeting consider the election of Mr. Prasong Wangrattanapranee as a director in replacement of Dr. Thanasarn Khuayjarernpanishk according to the recommendations of the Nomination and Compensation Committee.

The Chairman then provided an opportunity for shareholders to ask questions and express their opinions on the relevant matters. As there was no question or opinion from the shareholders, 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 for each candidate on an individual basis.

After the counting of votes, the voting results were declared as follows:

1. General Wichien Sirisoonthorn:

Approved	350,120,400	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. Mrs. Suvimol Chrityakierne:

Approved	350,120,400	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. Prasong Wangrattanapranee:

Approved	350,120,400	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

Resolution: The Meeting unanimously approved the re-election of General Wichien Sirisoonthorn and Mrs. Suvimol Chrityakierne as the Company's independent directors for another term and the election of Mr. Prasong Wangrattanapranee as the Company's director to fill the vacant position.

5.2 To acknowledge the resignation of director

The Company Secretary informed the Meeting that Dr. Prasert Patramai had expressed his intention to pass on the corporate management to the next generation of executives; therefore, he submitted a letter of resignation from directorship of the Company to be effective from April 26, 2022 onwards. The Board of Directors deemed it appropriate to submit the resignation from directorship of Dr. Prasert Patramai with effect from April 26, 2022 onwards to the Annual General Meeting of Shareholders for acknowledgement.

After that, the Chairman provided an opportunity for shareholders to ask questions and express their opinions on the relevant matters. As there was no question or opinion from the shareholders, the Chairman proposed that the Meeting acknowledge the resignation of the director. Vote casting was not required as this agenda was for acknowledgement.

Resolution: The Meeting acknowledged the resignation of the director.

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

The Company Secretary informed the Meeting that given the resignation of Dr. Prasert Patramai from directorship and the good governance principles, the Board of Directors deemed it appropriate to propose that the Annual General Meeting of Shareholders approve the election of a new director to fill the vacant position. In this regard, the Nomination and Compensation Committee had thoroughly considered and opined that Mr. Kittipol Bunnim is qualified with expertise, knowledge and great experience, especially in the industry related to the Company's business. He is a visionary person with strong moral and ethical principles and adherence to transparency in his professional conduct. He does not possess any prohibited characteristics under the relevant laws. Consequently, the Committee deemed it appropriate to propose that the Annual General Meeting of Shareholders consider the election of Mr. Kittipol Bunnim as a director to fill the position vacated by Dr. Prasert Patramai.

The Company Secretary further added that the Board of Directors had thoroughly considered and deemed it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the election of Mr. Kittipol Bunnim as a director to fill the position vacated by Dr. Prasert Patramai according to the opinion of the Nomination and Compensation Committee, which would take effect from April 26, 2022 onwards.

After that, the Chairman provided an opportunity for shareholders to ask questions and express their opinions on the relevant matters. As no shareholder asked any questions or expressed any opinions, 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.

After the counting of votes, the voting results were announced as follows:

Approved	350,120,400	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

Resolution: The Meeting unanimously approved to elect Mr. Kittipol Bunnim as the Company's director to fill the vacant position with effect from April 26, 2022 onwards.

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

The Company Secretary informed the Meeting that as Dr. Thanasarn Khuayjarernpanishk, an authorized director due to retire by rotation in 2022, had expressed his intention not to be nominated for re-election as the Company's director for another term, and Dr. Prasert Patramai, an authorized director, had resigned from the directorship, effective from April 26, 2022 onwards, the Company had to submit the change of directors and the authorized signatories of directors to the Registrar of Public Limited Companies.

In such matter, as the Shareholders Meeting approved the election of Mr. Prasong Wangrattanapranee and Mr. Kittipol Bunnim to be the directors to fill the positions vacated by Dr. Thanasarn Khuayjarernpanishk and Dr. Prasert Patramai respectively, the Board of Directors deemed it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the change of the authorized signatories of the directors to bind the Company at the same time as per the following details:

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

After that, the Chairman provided an opportunity for shareholders to ask questions and express their opinions on the relevant matters. No shareholder asked any questions or expressed any opinions; consequently, 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.

After the vote counting, the voting results were declared as follows:

Approved	350,120,400	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

Resolution: The Meeting unanimously approved the change of authorized signatories of directors to bind the Company, namely Mr. Chawalit Chantararat, Mr. Issarin Patramai, Mr. Aphichat Sramoon, Mr. Kittipol Bunnim, Mr. Prasong Wangrattanapranee. Any two out of five directors jointly sign with the company's seal affixed.

Agenda No. 6 To consider the remuneration of the Company's Directors for the year 2022

The Chairman assigned the Company Secretary to present the details to the Meeting for consideration.

The Company Secretary informed the Meeting that 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 by the Annual General Meeting of Shareholders with a vote of not less than two-thirds (2/3) of the total votes of the shareholders present at the Meeting.

Criteria and Procedure for Proposal of the Directors' Remuneration

The remuneration had been considered by the Nomination and Compensation Committee. The said Committee had carefully considered such matter by taking into consideration the duties and responsibilities of the Board of Directors, duties and tasks of directors, type of 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 2022

The monthly remuneration of the directors, meeting allowances and rewards for the year 2022 altogether would not exceed Baht 7,000,000 as per the opinion of the Remuneration and Compensation Committee, which was the same rate as that of 2021, taking into account 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 2022 Annual Remuneration for the Company's Directors

Board of Directors	Remuneration (per person)
1. Remuneration of the Board of Directors	

Board of Directors	Remuneration (per person)
1.1 <u>Directors' Monthly Remuneration</u> (same rate at that of 2021) <ul style="list-style-type: none"> Chairman of the Board Deputy Chairman Director 1.2 <u>Meeting Allowance</u> (same rate at that of 2021) <ul style="list-style-type: none"> Chairman of the Board Deputy Chairman Director 1.3 <u>Rewards</u>	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 2021) <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 2021) <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 2021) <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 -

Remarks: Directors who are executives of the Company from the Chief Executive Officer level down are not entitled to receive 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 representing 2.5 percent of the net profit from the consolidated financial statements of the year 2021. The Board of Directors shall allocate the amount of such annual rewards among themselves.

The Company Secretary further informed the Meeting that Board of the Directors deemed it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the remuneration of the directors for the year 2022 in the amount of not exceeding Baht 7,000,000 and to pay the annual rewards for the year 2021 of Baht 2,796,500 according to the opinion of the Nomination and Compensation Committee, and that the Annual General Meeting of Shareholders approve in principle to pay the directors' remuneration at the same rate while waiting for the Annual General Meeting of Shareholders.

The Chairman then provided an opportunity for shareholders to ask questions and express their opinions on the relevant matters. As there was no question or opinion from the shareholders, 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.

After the counting of votes, the voting results were declared as follows:

Approved	350,120,400	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

Resolution: The Meeting unanimously approved to pay the remuneration of the Company's Directors for the year 2022 in the amount of not exceeding Baht 7,000,000 and to pay the annual rewards for the year 2021 of Baht 2,796,500, and also approved in principle to pay the directors' remuneration at the same rate while waiting for the Annual General Meeting of Shareholders next year.

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

The Chairman, in his capacity as the Chairman of the Audit Committee, explained to the Meeting that pursuant to the Public Limited Companies Act B.E. 2535 (1992), 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.

The Chairman added that the Audit Committee had considered the work experiences of EY Office Limited which has appropriately performed its duties and has no conflict of interest with the Company, subsidiaries, the executives and major shareholders or any related persons of those persons. EY Office Limited is therefore independent to conduct audits and express its opinions on the Company's financial statements as well as capable of performing audits according to the Company's schedule. Its good understanding of the Company's business will enable the audits to be conducted rapidly and efficiently. Consequently, the Audit Committee resolved to submit the matter to the Board of Directors for further proposing to the Annual General Meeting of Shareholders for consideration and appointment of 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 render opinions on the financial statements of the Company and also proposed to fix the auditing fees for the year 2022 ended December 31, 2022 in the amount of Baht 2,700,000, which was the same as the auditing fee for the year 2021 and an appropriate rate, with the following details.

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 Ouaanunkun	3844	4 years (appointed in 2018-2021)
3. Mrs. Chonlaros Suntiasvaraporn	4523	3 years (appointed in 2019-2021)

The aforesaid auditors have performed their duties as the Company's auditors for 6 years from 2016 to 2021.

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

Comparison 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

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

The Company Secretary then informed the Meeting that 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 the Company's auditors for the year 2022 ended December 31, 2022, as per the names proposed above, or any other auditors from the office of EY Office Limited, and also approve the auditing fees for the year 2022 ended December 31, 2022, amounting to Baht 2,700,000 according to the opinion of the Audit Committee.

The Chairman provided an opportunity for shareholders to ask questions and express their opinions on the relevant matters. As there was no question or opinion, 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.

After the vote counting, the voting results were declared as follows:

Approved	350,120,400	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

Resolution: The Meeting unanimously approved the appointment of Mr. Chatchai Kasemsrithanawat, C.P.A. License No.5813, or Miss Siraporn Ouaanunkun, C.P.A. License No.3844, or Mrs. Chonlaros Suntiasvaraporn, C.P.A. License No.4523, of EY Office Limited to be the Company's Auditor and determined the auditing fees for the year 2022 ended December 31, 2022 in the amount of Baht 2,700,000.

Agenda No. 8 To acknowledge the extension of time for the usage of fund raised through the Initial Public Offering (IPO).

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

Mrs. Penpilai reported to the Meeting that according to the Company's fund raising through the Initial Public Offering (IPO) during 4-6 July 2018, a total of 180 million newly issued ordinary shares were offered at the initial selling price of Baht 2.42 per share with par value of Baht 0.50 per share. The Company had intended to use the IPO proceeds as disclosed in the filing documents and according to the changes of the purpose of fund usage approved by the Board of Directors Meeting No. 1/2020 on February 19, 2020, as the shareholders had been earlier informed. As of December 31, 2021, the Company had already used Baht 402.69 million of the net IPO proceeds.

The Board of Directors Meeting No. 1/2022 on February 23, 2022 resolved to approve the extension of time for the usage of fund raised through the Initial Public Offering (IPO) with the remaining balance of IPO proceeds as of December 31, 2021 amounting to Baht 8.08 million, provided that the period of time for utilizing the IPO proceeds was within the year 2022. The said change was not material in accordance with the rules of the Office of the Securities and Exchange Commission as per the Notification of the Office of the Securities and Exchange Commission No. Sor Jor. 63/2561 (2018) regarding Change in Objectives of Proceeds Utilization under the Securities Offering Statement and Draft Prospectus.

The Company Secretary informed the Meeting that the Board of the Directors deemed it appropriate to propose that the Annual General Meeting of Shareholders acknowledge the extension of time for the usage of fund raised through the Initial Public Offering (IPO) with the remaining balance of IPO proceeds amounting to Baht 8.08 million, and the period of time for utilizing the IPO proceeds would be within the year 2022 for investment in computer system, software, and businesses related to advanced technology.

After that, the Chairman provided an opportunity for shareholders to ask questions and express their opinions on the relevant matters. As there was no question or opinion from the shareholders, the Chairman proposed that the Meeting acknowledge the extension of time for the usage of IPO proceeds. Vote casting was not required as this agenda was for acknowledgement.

Resolution: The Meeting acknowledged the extension of time for the usage of fund raised through Initial Public Offering (IPO) with the remaining balance of Baht 8.08 million to be used within the year 2022.

Agenda No. 9 Other Businesses

The Chairman informed the Meeting that the Company had given an opportunity for shareholders to propose an agenda to be included in the Shareholders Meeting, from 1 October 2021 to 31 December 2021. After the deadline, it was found that no shareholder had proposed any agenda. Therefore, there was no additional agenda in Agenda No. 9.

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. Saran Youngnoi, a shareholder, asked whether and how the new shareholders would have any impact on the Company's operations.

Answer: Dr. Aphichat Sramoon, Chief Executive Officer, explained that with regard to the change of the Company's shareholder structure, the Company has not planned any change in the Company's core business operations or management structure. The Company has carried on its operations in accordance with the business plan approved by the Board of Directors, with

a focus on consulting business and related businesses, while the ongoing investments and business collaboration will continue in line with the business plan to achieve the announced vision.

As there was no further inquiry or suggestion, the Chairman expressed his appreciation to all shareholders who sacrificed their time to attend the Meeting and provide valuable suggestions. The Chairman then declared the 2022 Annual General Meeting of Shareholders of TEAM Consulting Engineering and Management Public Company Limited adjourned.

The Company Secretary informed the Meeting that, at the time the Meeting was adjourned, a total of 68 shareholders and proxies attended the Meeting, consisting of 38 shareholders present in person and 30 shareholders by proxy, holding an aggregate number of 350,120,400 shares. This represented 51.4883 percent of the total 680,000,000 issued shares of the Company. The Company Secretary then expressed gratitude to all shareholders, directors, executives and attendees for taking the time to attend the 2022 Annual General Meeting of Shareholders of the Company.

The Meeting was adjourned at 15.45 hours.

- Sanit Rangnoi -

Chairman of the Meeting

(Mr. Sanit Rangnoi)

Chairman of the Board

- Pommara Patthanabhumthanint -

Minutes Taker

(Miss Pommara Patthanabhumthanint)

Corporate Secretary

Profile of the Nominated Candidates for the Election of Directors

Name - Surname	Mr. Rapee Phongbupakicha (Nominated for re-election)	
Position in the company	Independent Director, Chairman of the Board of Directors, Chairman of the Audit Committee, Chairman of the Corporate Governance and Sustainability Committee	
Position Nominated	Independent Director	
Date of Directorship	October 12, 2022	
Current Age	63 years	
Nomination Procedure	Nominated by the Nomination and Compensation Committee and agreed to propose to the Shareholder's meeting for consideration by the Board of Directors	

Education

Institution	Degree
National Institute of Development Administration	Master of Public Administration
Thammasat University.	Bachelor of Political Science

Training Record with Thai Institute of Directors (IOD)

Courses	Class / Year
-	-

5-Year past Experiences

○ Position in the Company

Period	Position
2023 - Present	Chairman of the Corporate Government and Sustainability Committee
2022 - Present	Chairman of the Board of Directors / Chairman of the Audit Committee

○ 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

Company / Organization		Position
2022 - Present	State Railway Of Thailand	Director
2021 - Present	Borisuth Land And House Co., Ltd.	Authorized Director
2021 – Present	Apex Park Co., Ltd.	Chairman of the Board of Directors

Remarkable Position

Period	ตำแหน่ง
2021	Chairman of the Board of Directors, Aeronautical Radio of Thailand Ltd.
2021	Member of the Sub-Committee on the Office of Public Sector Anti-Corruption Commission, Office of Public Sector Anti-Corruption Commission
2020	Chairman of the Board of Directors, S.R.T. Electrified Train Co., Ltd.
2018	The Governor of Chachoengsao Province
2015	Chief of Inspector General of the Ministry of Interior of Thailand
2014	The Governor of Nakhon Sawan Province
2013	The Governor of Phitsanulok Province
2011	The Governor of Nong Bua Lamphu Province
2010	The Governor of Surin Province / The Governor of Nakhon Ratchasima Province
2009	The Governor of Sisaket Province
2007	The Vice Governor of Uthai Thani Province
2006	The Vice Governor of Trat Province
2004	The Vice Governor of Ratchaburi Province
2003	The Director of Prince Damrongrajapubhab Institute of Research and Development
2002	The Personnel Division Director of Office of the Permanent Secretary for Interior
1999	The District Chief Officer of Phra Phutthabat District, Saraburi Province
1997	The District Chief Officer of Phatthana Nikhom District, Lopburi Province
1996	The District Chief Officer of Lam Sonthi District, Lopburi Province

Other Position

Period	Position
2019 - 2020	The President of the Political Science Association of Thammasat University under The Royal Patronage
2015 - 2018	The President of Buriram Association

Year(s) as the company's directorship

- Mr. Rapee Phongbupakicha has been the company's independent director for 6 months. When including the time from the re-election of this term, he will be the company's directorship for a total of 3 years and six months.

Shareholding in the company as of December 30, 2022

- 400,000 shares or representing 0.06 percent

Meeting attendance in year 2022

- | | |
|--------------------------|--|
| - The Board of Directors | 2 times from the total of 2 times or representing 100 percent and attended a meeting for the Non-Executive Directors Meeting. |
| - The Audit Committee | 2 times from the total of 2 times or representing 100 percent and attended a meeting between the Audit Committee and the Auditor without the Company's management. |

Relationship with other Management and Directors

- None

Has never been convicted or violating security or stock exchange law, nor laws governing finance?

- 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 2023

Profile of the Nominated Candidates for the Election of Directors

Name - Surname	Mr. Chawalit Chantararat (Nominated for re-election)	
Position in the company	Director, Member of the Nomination and Compensation Committee, Member of the Corporate Governance and Sustainability Committee, Advisor to the Executive Committee	
Position Nominated	Non-Executive Director	
Date of Directorship	April 27, 2010	
Current Age	66 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
The National Defence College of Thailand	Certificate in National Defence (NDC 2550)
Asian Institute of Technology	Master of Water Resources Engineering
Khon Kaen University	Bachelor of Civil Engineering

Training Record with Thai Institute of Directors (IOD)

Course	Class / Year
● Board Nomination & Compensation Program (BNCP)	11/2021
● Directors Certification Program (DCP)	122/2009

5-Year past Experiences

○ Position in the Company

Period	Position
2023 - Present	Member of the Corporate Governance and Sustainability Committee
2010 - Present	Director
2021 - 2022	Advisor to the Executive Committee
2020 - Present	Member of the Nomination and Compensation Committee
2020 - 2022	Chairman of the Executive Committee
2019 - 2022	Chairman of the Management Committee - Water Resources and International Business Unit.

Period	Position
2019 - 2020	Deputy Chairman of the Executive Committee / Member of the Risk Management Committee
2016 - 2020	President

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

Company / Organization	Position
- None -	- None -

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

Companies / Organizations	Position
2016 - Present TEAM Construction Management Co., Ltd.	Director
2014 - Present Geotechnical & Foundation Engineering Co., Ltd.	Chairman of the Board of Directors
2014 - Present Modern Management and Technology Co., Ltd.	Director
2014 - 2021 TEAM Consulting International Co., Ltd.	Director
2017 - 2019 ATT Consultants Co., Ltd.	Director
2007 - 2018 TEAM Management Group Co., Ltd.	Director

Insignia: Silver Medalist (Seventh Class) of the Order of Direkgunabhorn

Year(s) as the company's directorship

- Mr. Chawalit Chantarart has been the company's independent director for 13 years. When including the time from the re-election of this term, he will be the company's directorship for a total of 16 years.

Shareholding in the company as of December 30, 2022

- 3,247,500 shares or representing 0.48 percent

Meeting attendance in year 2022

- The Board of Directors 9 times from the total of 10 times or representing 90 percent and attended a meeting for the Non-Executive Directors Meeting.
- The Nomination and Compensation Committee 6 times from the total of 6 times or representing 100 percent.

Relationship with other Management and Directors

- None

Has never been convicted or violating security or stock exchange law, nor laws governing finance?

- 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 2023

Profile of the Nominated Candidates for the Election of Directors

Name-Surname	Mr. Kittipol Bunnim (Nominated for re-election)	
Position in the company	Director Member of the Corporate Governance and Sustainability Committee	
Position Nominated	Non-Executive Director	
Date of Directorship	April 26, 2022	
Current Age	68 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
Khon Kaen University	B.Eng. (Civil Engineering)

Training Record with Thai Institute of Directors (IOD)

Course	Class / Year
● Directors Certification Program (DCP)	325/2022

Other Training Record

Institution / Organization	Class / Year
● TAKUMA Co., Ltd.	The working technique of kiln solid waste disposal (Incineration Plant), Japan
● MITSUBISHI, Singapore	The working technique of kiln solid waste disposal (Incineration Plant), Singapore
● TEAM Consulting Engineers Co., Ltd.	Quality Management System: ISO 9001: 2000

5-Year past Experiences

○ Position in the Company

Period	Position
2023 - Present	Member of the Corporate Governance and Sustainability Committee
2022 - Present	Directors
2022 - Present	Advisor to the Executive Committee

Period	Position
2020 - 2022	Member of the Executive Committee
2017 - 2020	Advisor
2010 - 2018	Directors
2016 - 2017	Senior Vice President – Government Business

○ 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

Company / Organization	Position
2020 - Present Daoreuk Communications Co., Ltd. 2001 - 2018	Directors
2007 - 2014 TLT Consultants Co., Ltd.	Directors
2008 - 2014 Geotechnical and Foundation Engineering Co., Ltd.	Directors
2008 - 2017 TEAM Management Group Co., Ltd.	Directors

Year(s) as the company's directorship

- Mr. Kittipol Bunnim has been the company's independent director for 1 year. 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, 2022

- 6,650,000 shares or representing 0.98 percent

Meeting attendance in year 2022

- The Board of Directors 6 times from the total of 8 times or representing 75 percent and attended a meeting for the Non-Executive Directors Meeting.
- The Nomination and Compensation Committee 3 times from the total of 5 times or representing 60 percent.

Relationship with other Management and Directors

- None

Has never been convicted or violating security or stock exchange law, nor laws governing finance?

- 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 2023

Summary of the Details of the Warrants to Purchase Ordinary Shares of
TEAM Consulting Engineering and Management Public Company Limited No.1 (TEAMG-W1)

Issuer	TEAM Consulting Engineering and Management Public Company Limited (the "Company")
Name of Securities Offered	Warrants to Purchase Ordinary Shares of TEAM Consulting Engineering and Management Public Company Limited No.1 (the "TEAMG-W1 Warrants")
Type of Warrants	Named and transferable
Number of the Warrant to be Issued and Offered	Not exceeding 136,000,000 units
Number of Shares to be Allocated for the Exercise of the Warrants	<p>Net exceeding 136,000,000 shares (par value of 0.50 Baht per share) representing 16.67% of all issued and sold shares of the Company of 680,000,000 shares as of February 23, 2023, together with stock dividend of the Company from this transaction of 136,000,000 shares, totaling of 816,000,000 shares.</p> <p><u>Calculation for allocated shares ratio:</u></p> $= \frac{\text{Allocated shares of TEAMG-W1}}{\text{Total shares sold of the Company} + \text{Number of Stock Dividend}}$ $= \frac{136,000,000}{680,000,000 + 136,000,000}$ $= 16.67\%$
Offering Price per Unit	0.00 Baht per unit (No value)
Offering Method / Allocation Ratio	<p>The Company will allocate the TEAMG-W1 Warrants to the Company's Shareholders recorded in Record Date as of May 12, 2023, in proportion to their shareholding percentages (Rights Offering) at the ratio of five (5) existing ordinary shares per one (1) unit of the TEAMG-W1 Warrants.</p> <p>Should there be any fraction of the ordinary shares remaining from the calculation of allocation ratio, such fraction shall be discarded. All of the TEAMG-W1 Warrants remaining from the allocation shall be cancelled by the</p>

	Company, and as such, the balance of the TEAMG-W1 Warrants will be equal to the number allocated to the shareholders without fraction
Exercise Ratio	<p>One (1) unit of the TEAMG-W1 Warrants is entitled to purchase one (1) ordinary share of the Company, except where the exercise ratio is adjusted by the conditions for rights adjustment.</p> <p>Should there be any fraction of the ordinary shares or TEAMG-W1 Warrants remaining from the calculation of allocation ratio (if any), such fraction shall be discarded.</p>
Exercise price	15.00 Baht per share, except where the exercise price is adjusted by the conditions for rights adjustment.
Term of the Warrants	Three (3) years from the issuance date of the TEAMG-W1 Warrants
Issuance Date	Date set by the executive committee or person assigned by the executive committee or Dr. Aphichat Sramoon or Mrs. Penpilai Phonchaipanich.
Exercise Period	<p>Holders of the TEAMG-W1 Warrants may exercise the TEAMG-W1 Warrants on the last business day of June and December in each calendar year throughout the term of the warrant. The earliest period that the holder can exercise the right is in December 2023. The latest period that the holder can exercise the right will be when TEAMG-W1 Warrants expired which is 3 years from the issuance date. If the exercise date falls on a holiday of the Company, the exercise date shall be changed to the previous business day.</p> <p>The remaining warrants after the exercise or have not been exercised on any exercise date can be accumulated to be exercised on the next exercise date throughout the term of the warrants. However, if the term of the warrants are completed, any unexercised warrants will be invalidated and expired.</p>
Exercise Notice Period	Holders of the TEAMG-W1 Warrants wishing to exercise the right to purchase the Company's ordinary shares must give notice of intention to exercise in advance at least 5 business days before each exercise date. If the exercise date falls on a holiday of the Company, the exercise date shall be changed to the last business day preceding such exercise date, except for the last exercise

	of the warrants, for which such exercise notice must be given during the period of 15 days prior to the last exercise date.
Inability to Cancel the Exercise Notice	Once the holders of the TEAMG-W1 Warrants have given the exercise notice to purchase ordinary shares under the TEAMG-W1 Warrants, such exercise notice may not be cancelled.
Reason for Issuance of New Shares to Accommodate the Rights Adjustment	When the Company adjust the exercise price and/or the exercise ratio under the conditions for rights adjustment upon the occurrence of any event as specified in the terms and conditions of the warrants, with the characteristics as described in the Notification of the Capital Market Supervisory Board No. TorJor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Share Warrants and Newly Issued Underlying Shares.
Adjustment Conditions	<p>The Company will adjust the exercise price and/or the exercise ratio when one of the following events happen:</p> <ol style="list-style-type: none"> 1. When the par value of the Company's shares changes because of a reverse stock split or a stock split; 2. When the Company offers new shares at a lower price than 90% of market price at the time of the offering of such shares or before the offering of such shares and the method of calculation is as specified in the license terms; 3. When the Company offers convertible debentures or warrants by set the price or calculate the price of newly issued shares to support such convertible debentures or warrants to be lower than 90% of market price at the time of the offering of such shares or warrants or before the offering of such shares or warrants and the method of calculation is as specified in the license terms; 4. When the Company pays dividends, in whole or in part, by distributing newly issued shares to shareholders; 5. When the Company pays dividends in cash more than 90% of net profit in the Company's separate financial statements after income tax for operations in any accounting period;

	<p>6. When any other events similar to (1) to (5) occur and cause any benefit to be received by the holders of the warrants upon exercise of the TEAMG-W1 Warrants to be less favorable.</p> <p>In this regard, the executive committee or a person assigned by the executive committee or Dr. Aphichat Sramoon or Mrs. Penpilai Phonchaipanich shall be authorized to determine conditions and other details related to the adjustment or change of the exercise ratio and exercise price.</p>
Other Conditions	<p>In this regard, the executive committee or a person assigned by the executive committee or Dr. Aphichat Sramoon or Mrs. Penpilai Phonchaipanich shall be authorized to determine details and conditions of the warrants, including negotiations, agreements, and signing of relevant documents and contracts and take any relevant or necessary actions as appropriate to ensure the successful issuance and offering of the warrants. This include listing the warrants and ordinary shares issued as a result of the exercise of the warrants as listed securities on the Stock Exchange of Thailand as well as applying for permission from the relevant authorities.</p>
Effect to the Shareholders	<p>In considering to the shareholders, the effect will be divided into 4 cases as follows.</p> <p>case 1 In the case of issuing and allocating only TEAMG-W1 warrants by other persons who are not existing shareholders exercising their rights to purchase the whole amount of newly issued ordinary shares of the Company.</p> <p>case 2 In the case of issuance and allocation of the TEAMG-ESOP by directors, executives and employees of the Company and/or its subsidiaries exercising their rights to purchase ordinary shares of the Company and the exerciser of such right is not a shareholder of the Company in whole amount.</p> <p>case 3 In the case of the issuance and allocation of TEAMG-W1 warrants and the TEAMG-ESOP, where the existing shareholders exercise their rights to purchase the Company's ordinary shares in full amount and directors, executives and</p>

	<p>employees of the Company and/or subsidiaries use the right to purchase the whole amount of ordinary shares of the Company</p> <p>case 4 In the case of the issuance and allocation of TEAMG-W1 warrants and TEAMG-ESOP by persons who are not existing shareholders exercising their rights to purchase the whole amount of newly issued ordinary shares of the Company and directors, executives and employees of the Company and/or its subsidiaries exercise their rights to purchase the Company's ordinary shares in full amount.</p> <p>By considering the effect to the Company's shareholders as follows:</p> <p>1. <u>Control Dilution</u></p> <p>Calculation formula:</p> $\text{Control Dilution} = Q_w / (Q_o + Q_w)$ <p>Q_o = The number of existing ordinary shares equal to 680,000,000 shares as of the date of the Board of Directors' meeting that resolved to issue and offer the TEAMG-W1 warrants and the TEAMG-ESOP on February 23, 2023, including the number of shares for the Company's common stock dividend in the amount of 136,000,000 shares, totaling 816,000,000 shares, and the number of ordinary shares that existing shareholders exercise their rights to purchase according to the TEAMG-W1 warrants and the TEAMG-ESOP project in different scenarios as follows:</p> <ul style="list-style-type: none"> - Scenario 1 : $Q_{o_1} = 816,000,000$ shares - Scenario 2 : $Q_{o_2} = 816,000,000$ shares - Scenario 3 : $Q_{o_3} = 952,000,000$ shares - Scenario 4 : $Q_{o_4} = 816,000,000$ shares <p>Q_w = The number of new ordinary shares increased from the exercise of the TEAMG-W1 warrants and/or and the TEAMG-ESOP, in each scenario as follows:</p> <ul style="list-style-type: none"> - Scenario 1 : $Q_{w_1} = 136,000,000$ shares - Scenario 2 : $Q_{w_2} = 2,000,000$ shares
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- Scenario 3 : $Qw_3 = 2,000,000$ shares
- Scenario 4 : $Qw_4 = 138,000,000$ shares

Therefore,

Scenario 1: Control Dilution equals to 14.29%

Scenario 2: Control Dilution equals to 0.24%

Scenario 3: Control Dilution equals to 0.21%

Scenario 4: Control Dilution equals to 14.47%

2. Price Dilution

Calculation Formula:

$$\text{Price Dilution} = (P_o - P_n) / P_o$$

P_o = Pre-offering price, which is equal to 9.09 Baht per share, calculated from the weighted average price of the Company's ordinary shares during 15 consecutive business days prior to the date of the Board of Directors' meeting on February 23, 2023 (from February 2, 2023 to February 22, 2023), which is equal to 10.91 Baht per share multiplied by the number of existing ordinary shares equal to 680,000,000 shares at the date of the Board of Directors' meeting. Dividing by the number of existing ordinary shares equal to 680,000,000 shares at the date of the Board of Directors' meeting plus the number of shares for the stock dividend of the Company at the amount of 136,000,000 shares, totaling 816,000,000 shares.

$$P_o = \frac{10.91 \times 680,000,000}{680,000,000 + 136,000,000}$$

$$P_o = 9.09 \text{ Baht per share}$$

P_n = price after the offering

P_n = (Market price x Number of paid-up shares) + (Exercise price of TEAMG-W1 x Number of shares reserved for TEAMG-W1 exercise) + (Exercise price x Number of shares to be received from exercise)

Number of paid-up shares + Number of shares to be offered

In each scenario as follows:

- Scenario 1 : $P_n = 9.93$ Baht per share
- Scenario 2 : $P_n = 9.07$ Baht per share
- Scenario 3 : $P_n = 9.91$ Baht per share
- Scenario 4 : $P_n = 9.91$ Baht per share

Price dilution in each scenario is as follows;

Scenario 1: Price Dilution equals to -9.29%

Scenario 2: Price Dilution equals to 0.23%

Scenario 3: Price Dilution equals to -9.07%

Scenario 4: Price Dilution equals to -9.07%

Since the exercise price of TEAMG-W1 warrants is higher than the price before offering P_o . Therefore, the issuance and allocation of TEAMG-W1 warrants will not result in a decrease in share price.

3. Earning per Share Dilution

Calculation formula:

$$\text{EPS Dilution} = (\text{EPS}_o - \text{EPS}_n) / \text{EPS}_o$$

$$\text{EPS}_o = \text{Net profit} / Q_o$$

The net profit of the last 4 quarters of the company is 103,062,670 Baht.

Q_o = The number of existing ordinary shares equal to 680,000,000 shares as of the date of the Board of Directors' meeting that resolved to issue and offer TEAMG-W1 warrants and TEAMG-ESOP on February 23, 2023, including the number of shares for the stock dividend of the Company, amounting to 136,000,000 shares, totaling 816,000,000 shares.

Therefore, the EPS_o in each scenario is as follows.

- Scenario 1 : $\text{EPS}_{o_1} = 0.13$ Baht per shares
- Scenario 2 : $\text{EPS}_{o_2} = 0.13$ Baht per shares

	<ul style="list-style-type: none"> - Scenario 3 : $EPS_{o_3} = 0.11$ Baht per shares - Scenario 4 : $EPS_{o_4} = 0.13$ Baht per shares <p>$EPS_n = \text{Net profit} / (Q_o + Q_n)$</p> <p>$Q_n$ = The number of new ordinary shares increased from the exercise of the TEAMG-W1 warrants and/or the TEAMG-ESOP, in each scenario as follows:</p> <ul style="list-style-type: none"> - Scenario 1 : $Q_{n_1} = 136,000,000$ shares - Scenario 2 : $Q_{n_2} = 2,000,000$ shares - Scenario 3 : $Q_{n_3} = 2,000,000$ shares - Scenario 4 : $Q_{n_4} = 138,000,000$ shares <p>Therefore, the EPS_n in each scenario is as follows:</p> <ul style="list-style-type: none"> - Scenario 1 : $EPS_{n_1} = 0.11$ Baht per shares - Scenario 2 : $EPS_{n_2} = 0.13$ Baht per shares - Scenario 3 : $EPS_{n_3} = 0.11$ Baht per shares - Scenario 4 : $EPS_{n_4} = 0.11$ Baht per shares <p>EPS Dilution in each scenario is as follow:</p> <p>Scenario 1 : EPS Dilution equal to 14.29%</p> <p>Scenario 2 : EPS Dilution equal to 0.24%</p> <p>Scenario 3 : EPS Dilution equal to 0.21%</p> <p>Scenario 4 : EPS Dilution equal to 14.47%</p>
Secondary Market of the Warrants	The Company shall further apply for listing of the TEAMG-W1 Warrants as listed securities on the Stock Exchange of Thailand ("SET").
Secondary Market for Ordinary Shares from the Exercise of Conversion Right	The Company shall list such ordinary shares arising from the exercise of rights as listed securities on SET.
Warrant Registrar	Thailand Securities Depository Company Limited

-Translation-

**Information on the offering of newly issued ordinary shares
of TEAM Consulting Engineering and Management Public Company Limited (“the Company”)
under the Employee Stock Option Plan for to the directors, executives, and employees of the Company and/or its
subsidiaries (TEAMG-ESOP)**

1. Objectives and necessities

To reward the performance of directors, executives and employees of the Company and/or its subsidiaries ("TEAMG employees") who are committed to working and pushing the Company's business forward to success and to strengthen the morale of work and participation in the ownership of the Company. This will incentivize TEAMG employees to increase their work efficiency. The Company can therefore continue to compete in the future and retain knowledgeable personnel to work for the Company in the long run, which will bring utmost benefits to the Company.

However, the issuance and offering of ordinary shares must be approved by the Company's shareholders' meeting and comply with securities and exchange laws and related rules.

2. Details of the offered securities

2.1 Key features of the offered securities

Type:	Ordinary shares of the Company to be offered to TEAMG employees
Number of issued:	Not exceeding 2,000,000 shares with a par value of 0.5 Baht, representing approximately 0.29% of the total number of issued and outstanding shares of the Company.
Offering period:	Not more than 6 months from the date of approval from the shareholders' meeting of the Company. The Company will complete the offering by October 25 th , 2023.
Offering price:	0.5 Baht, is equal to the par value of the shares. This is in accordance with the provisions of Section 52 of the Public Limited Companies Act B.E. 2535 (including as amended).

Method of offering and allocation: Offering and allocating to directors, executives, and employees of the Company and/or its subsidiaries on the 25th day of the month from May 2023 to October 2023 without passing through a broker to purchase securities as detailed in Clause 2.2.

The Company will allocate ordinary shares to TEAMG employees by giving the executive committee or persons designated by the executive committee or Dr. Aphichat Sramoon or Mrs. Penpilai Phonchaipanich the authority to consider and determine the number of ordinary shares to those who remain in the status of TEAMG employees at present based on their position, duty, responsibility towards the Company, duration of employment, experience, capability, potential and work efficiency, achievement, including benefits which will occur to the Company in the future. The total number of shares in the TEAMG-ESOP is not more than 2,000,000 shares.

If the allocation to any TEAMG employee exceeds 5% of the number of ordinary shares to be offered under this scheme, the Board of Directors shall propose to the shareholders' meeting for approval under the rules and conditions as announced by SEC Announcement Tor Chor 32/2551 dated 15 December 2008 regarding the offering of newly issued securities to directors or employees, including any other notices or requirements as amended or substituted for such announcements.

In any case, the number of shares allocated by each TEAMG employee is not necessarily the same.

Secondary Market: The Company will register newly issued ordinary shares as securities listed on the Stock Exchange of Thailand.

Rights and benefits other than the usual rights and benefits of common stock

None

2.2. Other criteria and conditions for exercising the right to purchase ordinary shares.

2.2.1. Notification period of the exercise intention

TEAMG employees who have been allocated shares may notify their intention to exercise their right to purchase ordinary shares between 9.00 - 15.00 hours within 10 working days prior to each exercise date. Unless the TEAMG employee exercises the right at last time, the TEAMG employees shall notify the intention to purchase ordinary shares between 9:00 – 15:00 hours within 5 working days prior to the scheduled date of exercise. If the exercise date falls on the Company's business holiday, the exercise date shall be postponed to the last business day prior to the date of such exercise.

The Company will provide additional warnings and details (if any) regarding the notification period for exercise intention, notification period for the final exercise intention, number of shares that can be exercised, the exercise price, the exercise period, the bank account details for the purchase of ordinary shares, and contact address for the exercise, by posting the notification at the head office of the Company, or making a letter and sending it to the department where TEAMG employees have been assigned, or informing them via electronic mail at least 5 business days prior to each of notification period of the exercise intention.

2.2.2. Terms and conditions

Qualifications of directors, executives, and employees who are entitled to receive the offering of newly issued ordinary shares of the Company under the TEAMG-ESOP program are as follows:

- (1) TEAMG employees who receive an allotment of shares shall hold the position of TEAMG employee at the time of exercise of the rights.
- (2) For directors or executives, they must have the status of directors and/or executives of the Company and/or its subsidiaries as of the date of allocation of newly issued ordinary shares for a period of not less than 6 months and shall maintain the status of directors and/or executives of the Company and/or its subsidiaries as of the date of the offering of newly issued ordinary shares.
- (3) For employees, they must have the status of employees of the Company and/or its subsidiaries as of the date on which the list of employees who are entitled to receive the

allocation of newly issued ordinary shares for a period of not less than 6 months and shall be classified as employees of the Company and/or its subsidiaries as of the date of the offering of newly issued ordinary shares.

- (4) The number of shares allocated by each TEAMG employee is not necessarily the same. This depends on the position, experience, responsibilities, years of work, achievements, abilities, past performance, including expected benefits to the Company and subsidiaries in the future.
- (5) In case a TEAMG employee who has been allocated shares has transferred affiliation or company according to the approval of Board of Directors of the Company or its subsidiaries (depends) where such TEAMG employees are still employees of the Company or a subsidiary, that TEAMG employee can exercise the right to purchase all allocated shares until the end of the ESOP.

In case the allocated TEAMG employees cease to be TEAMG employees before or on the exercise date for other reasons such as death, resignation, or dismissal (if any), that TEAMG employee will not have the right to purchase shares under the TEAMG-ESOP. The remaining allotted shares shall be canceled and become ineffective immediately. The non-exercisable shares shall be returned to the Company for further allocation by the Board of Directors to other TEAMG employees whose qualifications meet the criteria.

- (6) After the final exercise date, if any TEAMG employees, to whom the shares is allocated, has not exercised the right to purchase shares, has not fully exercised the right to purchase shares or has not completely complied with all the conditions governing the exercise within the final exercise date of TEAMG-ESOP, it shall be deemed that such a person has waived his or her right to purchase the remaining shares and has no claim against the Company.
- (7) The Company shall be entitled to reallocate the offered shares as a result of the resignation, retirement or released from being TEAMG employees. The Board of Directors or a person assigned by the Board of Directors have the power to re-allocate shares to other TEAMG employees as appropriate under the criteria for allocating shares in this ESOP program.

In case of a new allocation to TEAMG employees, which results in any of them being allocated more than 5 percent of the shares offered under this ESOP program. Before the new allocation, the Company must call a shareholders' meeting to obtain a resolution to approve the allocation of the Company. Meeting notices and meeting resolutions must be in accordance with the rules and conditions under the Notification of the Capital Market

Supervisory Board No. Tor Chor 32/2551 dated December 15, 2008 regarding the offer for sale of newly issued securities to directors or employees, including any other amended announcements or requirements or in lieu of the said announcement

- (8) Any person who exercises the right to purchase shares shall be responsible for the personal income tax. Such person shall pay for the withholding tax on personal income tax at the same time of the payment of exercise right. In the case of a shortfall between the estimated tax payable by such person to the Company and the withholding tax to be deducted by the Company, such person shall pay the additional amount within 3 business days after receipt of notice requesting the remaining amount by the Company. In case that the withholding tax calculated by the Company is lower than the estimated tax payable, the Company shall refund the exceeding amount without interest to such person within 3 business days from the date on which the Company informs such person.

2.2.3. Other Conditions

The executive committee or persons designated by the executive committee or Dr. Aphichat Sramoon or Mrs. Penpilai Phonchaipanich shall have power to determine the name(s) of TEAMG Employees, to whom shares is allocated, the number of allocated shares, the offering date, the exercise periods, the conditions to adjust the exercise price and number of the allocated shares, including other relevant terms and details to the extent that it is not contrary to the Capital Market Supervisory Board Notification No. Tor Chor 32/2551 dated 15 December 2008 regarding the sale of newly issued securities to directors or employees or any subsequent amendments or additions thereto or such other announcement as may replace it in the future.

In case there is any adjustment of the exercise price and the number of allocated shares (if any), such adjustment shall not affect the benefits of TEAMG Employee, to whom shares are allocated under TEAMG-ESOP, i.e., the adjustment shall not increase or decrease the existing entitlement of TEAMG Employee.

3. Offering price compared to market price

The offering price of newly issued ordinary shares to directors, executives, and/or employees of the Company and/or its subsidiaries under the TEAMG-ESOP is 0.50 Baht which is equal to the par value of

the shares. This is to comply with the provisions of Section 52 of the Public Limited Companies Act B.E. 2535 (including any amendments).

However, this offering of ordinary shares to TEAMG employees is considered an offering of shares to TEAMG employees at a discounted price according to the Notification of the Capital Market Supervisory No. Tor Jor. 32/2551 regarding offering of newly issued securities to directors or employees (according to the Amendments) ("Notification Tor Jor. 32/2551"). The weighted average price for 15 consecutive business days prior to the Board of Directors' Meeting No. 2/2023 held on February 23, 2023, resolved to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the project, TEAMG-ESOP, that is, from February 2, 2023 to February 22, 2023, which is 10.91 Baht per share.

4. List of all directors who received the allocation of newly issued ordinary shares under the TEAMG-ESOP
- The Company will allocate ordinary shares to TEAMG employees in the amount of not more than 2,000,000 shares. The executive committee or persons designated by the executive committee or Dr. Aphichat Sramoon or Mrs. Penpilai Phonchaipanich has the power to allocate and determine the number of ordinary shares to those who retain the status of TEAMG employees at present, considering the appropriateness from the position, duties, responsibilities, years of work, achievements, abilities, and past performance, including expected benefits to the Company and subsidiaries in the future. The allocation details are divided as follows:

- 4.1. List of TEAMG employees who are directors of the Company, in the case that such allocation does not exceed 5% of total shares to be offered in this ESOP

Name	Position	Number of allocated shares	% of total shares in TEAMG-ESOP
Dr. Aphichat Sramoon	Director / Chief Executive Officer	87,620	4.38

- 4.2. List of TEAMG employees who are directors, executives, and employees of the Company who have been allocated more than 5 percent of the shares to be offered in this ESOP

None

5. Dilution Effect

Case 1 In the case of issuing and allocating only TEAMG-W1 warrants by other persons who are not existing shareholders exercising their rights to purchase the whole amount of newly issued ordinary shares of the Company.

Case 2 In the case of issuance and allocation of the TEAMG-ESOP by directors, executives and employees of the Company and/or its subsidiaries exercising their rights to purchase ordinary shares of the Company and the exerciser of such right is not a shareholder of the Company in whole amount.

Case 3 In the case of the issuance and allocation of TEAMG-W1 warrants and the TEAMG-ESOP, where the existing shareholders exercise their rights to purchase the Company's ordinary shares in full amount and directors, executives and employees of the Company and/or subsidiaries use the right to purchase the whole amount of ordinary shares of the Company

Case 4 In the case of the issuance and allocation of TEAMG-W1 warrants and TEAMG-ESOP by persons who are not existing shareholders exercising their rights to purchase the whole amount of newly issued ordinary shares of the Company and directors, executives and employees of the Company and/or its subsidiaries exercise their rights to purchase the Company's ordinary shares in full amount.

By considering the impact on the Company's shareholders as follows:

1. Control Dilution

Calculation formula:

$$\text{Control Dilution} = Q_w / (Q_o + Q_w)$$

Q_o = The number of existing ordinary shares equal to 680,000,000 shares as of the date of the Board of Directors' meeting that resolved to issue and offer the TEAMG-W1 warrants and the TEAMG-ESOP on February 23, 2023, including the number of shares for the Company's common stock dividend in the amount of 136,000,000 shares., totaling 816,00,000 shares, and the number of ordinary shares that existing shareholders exercise their rights to purchase according to the TEAMG-W1 warrants and the TEAMG-ESOP project in different scenarios as follows:

- Scenario 1 : Qo1 = 816,000,000 shares
- Scenario 2 : Qo2 = 816,000,000 shares
- Scenario 3 : Qo3 = 952,000,000 shares
- Scenario 4 : Qo4 = 816,000,000 shares

Qw = The number of new ordinary shares increased from the exercise of the TEAMG-W1 warrants and/or and the TEAMG-ESOP, in each scenario as follows:

- Scenario 1 : Qw1 = 136,000,000 shares
- Scenario 2 : Qw2 = 2,000,000 shares
- Scenario 3 : Qw3 = 2,000,000 shares
- Scenario 4 : Qw4 = 138,000,000 shares

Therefore,

Scenario 1: Control Dilution equals 14.29%

Scenario 2: Control Dilution equals 0.24%

Scenario 3: Control Dilution equals 0.21%

Scenario 4: Control Dilution equals 14.47%

2. Price Dilution

Calculation formula:

$$\text{Price Dilution} = (P_o - P_n) / P_o$$

Po = Pre-offering price, which is equal to 9.09 Baht per share, calculated from the weighted average price of the Company's ordinary shares during 15 consecutive business days prior to the date of the Board of Directors' meeting on February 23, 2023 (from February 2, 2023 to February 22, 2023), which is equal to 10.91 Baht per share multiplied by the number of existing ordinary shares equal to 680,000,000 shares at the date of the Board of Directors' meeting. Dividing by the number of existing ordinary shares equal to 680,000,000 shares at the date of the Board of Directors' meeting plus the number of shares for the stock dividend of the Company at the amount of 136,000,000 shares, totaling 816,000,000 shares.

$$P_o = \frac{10.91 \times 680,000,000}{680,000,000 + 136,000,000}$$

Po = 9.09 Baht per share

P_n = Price after offering

$P_n = (\text{Market price} \times \text{Number of paid-up shares}) + (\text{Exercise price of TEAMG-W1} \times \text{Number of shares reserved for TEAMG-W1 exercise}) + (\text{Exercise price} \times \text{Number of shares to be received from exercise})$

 $\text{Number of paid-up shares} + \text{Number of shares to be offered}$

In each scenario as follows:

- Scenario 1 : $P_n = 9.93$ Baht per share
- Scenario 2 : $P_n = 9.07$ Baht per share
- Scenario 3 : $P_n = 9.91$ Baht per share
- Scenario 4 : $P_n = 9.91$ Baht per share

Price dilution in each scenario is as follows:

Scenario 1: Price Dilution equals -9.29%

Scenario 2: Price Dilution equals 0.23%

Scenario 3: Price Dilution equals -9.07%

Scenario 4: Price Dilution equals -9.07%

Since the exercise price of TEAMG-W1 warrants is higher than the price before offering P_o . Therefore, the issuance and allocation of TEAMG-W1 warrants will not result in a decrease in share price.

3. Earning per Share Dilution

Calculation formula:

$\text{EPS Dilution} = (\text{EPS}_o - \text{EPS}_n) / \text{EPS}_o$

$\text{EPS}_o = \text{Net profit} / Q_o$

The net profit of the last 4 quarters of the company is 103,062,670 Baht.

Q_o = The number of existing ordinary shares equal to 680,000,000 shares as of the date of the Board of Directors' meeting that resolved to issue and offer TEAMG-W1 warrants and TEAMG-ESOP on February

23, 2023, including the number of shares for the stock dividend of the Company, amounting to 136,000,000 shares, totaling 816,000,000 shares.

Therefore, the EPS₀ in each scenario is as follows.

- Scenario 1 : EPS₀1 = 0.13 Baht per share
- Scenario 2 : EPS₀ 2 = 0.13 Baht per share
- Scenario 3 : EPS₀ 3 = 0.11 Baht per share
- Scenario 4 : EPS₀ 4 = 0.13 Baht per share

$$\text{EPS}_n = \text{Net profit} / (\text{Q}_0 + \text{Q}_n)$$

Q_n = The number of new ordinary shares increased from the exercise of the TEAMG-W1 warrants and/or the TEAMG-ESOP, in each scenario as follows:

- Scenario 1 : Q_n1 = 136,000,000 shares
- Scenario 2 : Q_n 2 = 2,000,000 shares
- Scenario 3 : Q_n 3 = 2,000,000 shares
- Scenario 4 : Q_n 4 = 138,000,000 shares

Therefore, the EPS_n in each scenario is as follows.

- Scenario 1 : EPS_n1 = 0.11 Baht per share
- Scenario 2 : EPS_n 2 = 0.13 Baht per share
- Scenario 3 : EPS_n 3 = 0.11 Baht per share
- Scenario 4 : EPS_n 4 = 0.11 Baht per share

EPS Dilution in each scenario is as follows.

Scenario 1: EPS Dilution equals 14.29%

Scenario 2: EPS Dilution equals 0.24%

Scenario 3: EPS Dilution equals 0.21%

Scenario 4: EPS Dilution equals 14.47%

6. Right of shareholders to object to the offering of shares to TEAMG employees according to the Tor Jor. 32/2551 announcement.

6.1. According to Clause 9 of Notification TorJor. 32/2551, the offering of securities to employees must be approved by the shareholders' meeting Company's shares with a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, and there must be no shareholder holding shares in aggregate of more than ten percent of the total number of votes of the shareholders attending the meeting voted against the offering of shares under the ESOP.

6.2. According to Clause 12 (3) of Notification TorJor. 32/2551, the offering of securities to any specific TEAMG employee exceeds five percent of the number of ordinary shares offered to TEAMG employees in this ESOP must be approved for such employees are individual and must be approved by the shareholders' meeting of the Company with votes of more than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. There must not have shareholders holding shares altogether more than five percent of the total number of votes of the shareholders who attended the meeting and voted against the said resolution.

7. Opinion of the Board of Directors regarding the offering the New Shares

7.1. Rationale and necessity of the offered shares

Board of Directors have an opinion that is to reward the performance of TEAMG employees who are committed to work and drive the Company's business until success and to strengthen work morale and participation in Company ownership. This is an incentive for TEAMG employees to increase their work efficiency.

7.2. Reasonableness of the offering of shares, benefits that the Company will be received when comparing the difference between the offering price and the market price that the Company have to lose

Board of Directors have an opinion after comparing to the market price and the offering price. The Company has a difference of the value that the Company expected to receive from the offering of capital increase shares from the said project. The Company views that the difference is a bonus to TEAMG employees, helping to create a sense of ownership in the Company which will be beneficial to the business of the Company and create the utmost benefit for the shareholders in the future. The company will deduct money from the offering of shares from TEAMG employees' bonuses, reducing the burden of net cash expenses for remuneration for executives and employees. Funds received from

capital increase by directors, executives, and employees of the Company and/or subsidiaries are still working capital.

In addition, the Board of Directors have the opinion that although the offering of TEAMG-ESOP shares is trading at a low price but causing price dilution to shareholders, only a small amount of 0.23 percent. In addition, the number of shares offered throughout the ESOP, representing 0.29 percent or not more than 5 percent of the paid-up shares at the date of the Board of Directors' meeting has such a resolution. In conclusion, this offering of shares is appropriate and does not affect the shareholders and the Company significantly.

7.3. Impact on business operations financial status and the performance of the company

As the Company offers small amount of ordinary shares to TEAMG employees and this is considered an offering of shares to TEAMG employees at a low price, the Company therefore expects that this offering will affect business operations, financial status, and the performance of the company insignificantly.

(F53-4)

Capital Increase Report Form
TEAM Consulting Engineering and Management Public Company Limited
February 23, 2023

We, TEAM Consulting Engineering and Management Public Company Limited (the “Company”), hereby report on the resolutions of the Board of Directors’ Meeting No. 2/2023, which was held on February 23, 2023, regarding the capital increase and new share allocation, as follows:

1. Capital increase

The Board of Directors’ Meeting resolved to approve the increase of the Company’s registered capital from 340,000,000 Baht to 477,000,000 Baht by issuing no more than 274,000,000 ordinary shares with a par value of 0.50 Baht, totaling 137,000,000 Baht, by increasing capital in the following manner.

Capital increase	Type of Shares	Amount of Shares (Shares)	Par Value (Baht per shares)	Total (Baht)
<input checked="" type="checkbox"/> Specific Purpose of Use of Proceeds	Ordinary shares	274,000,000	0.50	137,000,000
<input type="checkbox"/> General Mandate	- N/A -	- N/A -	- N/A -	- N/A -

2. Allocation of New Shares

Allocate to	Amount of Shares (Shares)	Ratio (Old: New)	Offering price (Baht per share)	Share Subscription and Payment date and Time	Remark
1. To accommodate the dividend shares payment	136,000,000	5 ordinary shares to 1 dividend share	-	Detail as Note No.1	Detail as Note No.1
2. To accommodate the exercise of the warrants of the Company for allocation to existing shareholders in proportion to their shareholding percentage No.1 (TEAMG-W1)	136,000,000	5 ordinary shares to 1 warrant unit <u>Exercise ratio</u> 1 warrant unit to 1 ordinary share	Free of Charge <u>Exercise price</u> 15.00 Baht per share	Detail as Note No.2	Detail as Note No.2
3. To accommodate the exercise of rights to purchase ordinary shares under TEAMG-ESOP for directors, executives and employees of the Company and/or its subsidiaries	2,000,000	-	Detail as Note No.3	Detail as Note No.3	Detail as Note No.3

Note: The Board of Directors Meeting No. 2/2023 resolved to approve on proposing to the Annual General Meeting of Shareholders 2023 to consider and approve the increase of the Company's registered capital from 340,000,000 Baht to 477,000,000 Baht by issuing ordinary shares in the amount not exceeding 274,000,000 shares at a par value of 0.50 Baht per share, totaling 137,000,000 Baht, with the details of the allocation of newly issued ordinary shares as follows:

- 1) Capital increase to accommodate dividend payment for operating results in 2022 which are ordinary shares of the Company to shareholders at the rate of 5 existing shares per 1 dividend shares, in the amount of not more than 136,000,000 shares, at the par value of 0.50 Baht per share, total value not exceeding 68,000,000 Baht or equivalent to the value of the dividend payment rate of 0.10 Baht per share. If any shareholder has a fraction of shares from the allocation of such dividend shares, the Company will pay dividends in cash instead at the rate of 0.10 Baht per share for such fraction of shares. Wherewith the Company has set the list of shareholders who are entitled to receive dividends (Record Date) on March 14, 2023 and scheduled dividend payment to shareholders on May 22, 2023.
- 2) Capital increase to accommodate the exercise of warrants to purchase newly issued ordinary shares of the Company No. 1 (TEAMG-W1) with a period of 3 years in the amount of not more than 136,000,000 units to existing shareholders in proportion to their shareholding (Rights Offering) in the ratio of the allocation of existing ordinary shares (par value of 0.50 Baht per share) in the amount of 5 shares per 1 TEAMG-W1 Warrants unit free of charge. However, the exercise ratio is 1 unit of TEAMG-W1 Warrants with the right to purchase ordinary shares of the Company (par value of 0.50 Baht per share) for 1 share and the exercise price is 15.00 Baht per share (except in scenario of rights adjustment)

In the event that there is a fraction of shares or TEAMG-W1 Warrants from the calculation, such fractions shall be discarded. The Company has set the list of shareholders who are entitled to receive the allotment of TEAMG-W1 Warrants (Record Date) on May 12, 2023.

- 3) Capital increase to accommodate TEAMG-ESOP to the directors, executives and employees of the Company and/or its subsidiaries in order to reward and motivate the performance of the directors, executives and employees of the Company and its subsidiaries who are dedicated to working and driving the business of the Company to keep making progress all the time which has the nature of a continuous project not exceeding 6 months by considering the allocation of shares for capital increase in the amount of not more than 2,000,000 shares at a par value of 0.50 Baht per share, details as shown in Enclosure 2

3. Schedule for Ordinary/Extraordinary Shareholders' Meeting for Approval of the Capital Increase and New Share Allocation

The Annual General Meeting of Shareholders 2023 is scheduled to be held on April 26, 2023 at 14.00 hours through electronic meeting (E-AGM) according to the Royal Decree on Electronic Conferencing B.E. 2563 and related laws and regulations which to set the list of shareholders entitled to the right to attend the shareholders' meeting (Record date) as of March 14, 2023.

4. Approval for Capital Increase/New Share Allocation from Relevant Authorities and Conditions of Such Approval

- 1) The Company will seek approval from the Annual General Meeting of Shareholders 2023.
- 2) The Company will apply for registration of the increase of registered capital, registration of changes in paid-up capital and the amendment of the memorandum to the Department of Business Development Ministry of Commerce.
- 3) The Company will apply for approval from the Stock Exchange of Thailand in accepting the TEAMG-W1 Warrants to be issued and allocated to existing shareholders in proportion to their shareholding

and ordinary shares arising from the exercise of the TEAMG-W1 Warrants to be listed on the Stock Exchange of Thailand.

- 4) The Company will apply for permission from the Stock Exchange of Thailand to offering the sale to directors, executives, employees of the Company and its subsidiaries under the TEAMG-ESOP and listing of ordinary shares resulting from the exercise of right under the TEAMG-ESOP to be listed on the Stock Exchange of Thailand.

5. Purpose of Capital Increase

The Company intend to issue new ordinary shares in the amount of not more than 274,000,000 shares at a par value of 0.50 Baht per share with the following objectives:

- 1) To accommodate stock dividend payment for no more than 136,000,000 shares
- 2) To accommodate the exercise of the warrants to purchase newly issued ordinary shares of TEAM Consulting Engineering and Management Public Company Limited No. 1 (TEAMG-W1) in an amount not exceeding 136,000,000 shares, with the objective to utilizing the cash from exercising the warrants to support the growth of the Company's business and its subsidiaries in the future and as working capital of the Company.
- 3) To accommodate TEAMG-ESOP for the Company to have sufficient ordinary shares to support the ordinary shares to be issued and offered to directors, executives, and employees of the Company and its subsidiaries under the TEAMG-ESOP.

6. Expected Benefits to the Company from the Capital Increase/New Share Allocation

- 1) The Company intend to use the funds received from exercising the rights to purchase ordinary shares under the TEAMG-W1 Warrants as funds to support the business growth of the Company and its subsidiaries in the future and as working capital of the Company. This will have a positive effect on the operations of the Company in the future and create opportunities to generate additional income and profits for the Company.
- 2) It is an incentive for employees to jointly create the future growth of the Company and its subsidiaries as well as retaining important personnel to work with the Company and its subsidiaries in the long term. This will have a positive effect on the operations of the Company in the future which will have a positive effect on the Company's performance and its subsidiaries. This will generate the highest return to the Company's shareholders in the future.

7. Expected Benefits to the Shareholders from the Capital Increase/New Share Allocation

7.1. Dividend payment policy

The Company has a policy to pay dividends to shareholders at the rate of no less than 40% of the net profit of the separate financial statements after deduction of taxes and legal reserves and other reserves

(if any). However, such dividend payment is subject to change. It depends on the performance, financial position, liquidity, business expansion, the need for working capital in operations investment plans and future business expansion, market conditions, suitability and other factors related to the operation and management of the Company under the condition that the Company must have sufficient cash for business operations. In addition, such action must be in the best interests of the shareholders as the Board of Directors and/or the Company's shareholders deems appropriate.

7.2. Right to receive dividends from the Company's operation

TEAMG-W1 Warrants' holders are entitled to receive dividends from operations starting from when the Warrant Holders exercise their rights to purchase ordinary shares of the Company and has been registered as a shareholder of the Company.

7.3. The Company Operation

TEAMG-ESOP is an incentive for the directors, executives, and employees of the Company and its subsidiaries to perform their duties with great efficiency. As a result, the Company would have a good turnover followed in the end.

8. **Other Details Essential for the Shareholders' Decision on Approval of the Capital Increase/New Share Allocation**

In considering the effect on the Company's shareholders which will be divided into 4 Scenarios as follows.

Scenario 1 In the Scenario of the issuance and allocation of the TEAMG-W1 Warrants by persons who are not the existing shareholders exercising their rights to purchase the whole amount of newly issued ordinary shares of the Company.

Scenario 2 In Scenario of the issuance and allocation of the TEAMG-ESOP by directors, executives, and employees of the Company and/or its subsidiaries exercising their rights to purchase ordinary shares of the Company and the exerciser of such right is not a shareholder of the Company in whole amount.

Scenario 3 In the Scenario of the issuance and allocation of TEAMG-W1 Warrants and the TEAMG-ESOP, where the existing shareholders exercise their rights to purchase ordinary shares of the Company in whole amount and directors, executives, and employees of the Company and/or its subsidiaries exercise their rights to purchase the ordinary shares of the Company in whole amount.

Scenario 4 In the Scenario of the issuance and allocation of TEAMG-W1 Warrants and the TEAMG-ESOP by persons who are not existing shareholders exercising their rights to purchase newly issued ordinary shares of the Company in whole amount and directors, executives, and employees of the Company and/or its subsidiaries exercise their rights to purchase the Company's ordinary shares in whole amount.

By considering the effect to the Company's shareholders as follows:

1) Control Dilution

Calculation formula

$$\text{Control Dilution} = Q_w / (Q_o + Q_w)$$

Q_o = The number of existing ordinary shares equal to 680,000,000 shares as of the date of the Board of Directors' meeting that resolved to issue and offer the TEAMG-W1 warrants and the TEAMG-ESOP on February 23, 2023, including the number of shares for the Company's common stock dividend in the amount of 136,000,000 shares, totaling 816,000,000 shares, and the number of ordinary shares that existing shareholders exercise their rights to purchase according to the TEAMG-W1 warrants and the TEAMG-ESOP project in different scenarios as follows:

- Scenario 1 : $Q_{o1} = 816,000,000$ shares
- Scenario 2 : $Q_{o2} = 816,000,000$ shares
- Scenario 3 : $Q_{o3} = 952,000,000$ shares
- Scenario 4 : $Q_{o4} = 816,000,000$ shares

Q_w = The number of new ordinary shares increased from the exercise of the TEAMG-W1 warrants and/or and the TEAMG-ESOP, in each scenario as follows:

- Scenario 1 : $Q_{w1} = 136,000,000$ shares
- Scenario 2 : $Q_{w2} = 2,000,000$ shares
- Scenario 3 : $Q_{w3} = 2,000,000$ shares
- Scenario 4 : $Q_{w4} = 138,000,000$ shares

Therefore,

Scenario 1: Control Dilution equal to 14.29%

Scenario 2: Control Dilution equal to 0.24%

Scenario 3: Control Dilution equal to 0.21%

Scenario 4: Control Dilution equal to 14.47%

2) Price Dilution

Formula

$$\text{Price Dilution} = (P_o - P_n) / P_o$$

Po = Pre-offering price, which is equal to 9.09 Baht per share, calculated from the weighted average price of the Company's ordinary shares during 15 consecutive business days prior to the date of the Board of Directors' meeting on February 23, 2023 (from February 2, 2023 to February 22, 2023), which is equal to 10.91 Baht per share multiplied by the number of existing ordinary shares equal to 680,000,000 shares at the date of the Board of Directors' meeting. Dividing by the number of existing ordinary shares equal to 680,000,000 shares at the date of the Board of Directors' meeting plus the number of shares for the stock dividend of the Company at the amount of 136,000,000 shares, totaling 816,000,000 shares.

$$P_o = \frac{10.91 \times 680,000,000}{680,000,000 + 136,000,000}$$

Po = 9.09 Baht per share

Pn = Price after the offering

Pn = (Market price x Number of paid-up shares) + (Exercise price of TEAMG-W1 x Number of shares reserved for TEAMG-W1 exercise) + (Exercise price x Number of shares to be received from exercise)

Number of paid-up shares + Number of shares to be offered

In each scenario are as follow:

- Scenario 1 : Pn = 9.93 Baht per share
- Scenario 2 : Pn = 9.07 Baht per share
- Scenario 3 : Pn = 9.91 Baht per share
- Scenario 4 : Pn = 9.91 Baht per share

Price dilution in each Scenario is as follow:

Scenario 1: Price Dilution equals to -9.29%

Scenario 2: Price Dilution equals to 0.23%

Scenario 3: Price Dilution equals to 9.07%

Scenario 4 : Price Dilution equals to -9.07%

Since the exercise price of TEAMG-W1 warrants is higher than the price before offering Po. Therefore, the issuance and allocation of TEAMG-W1 warrants will not result in a decrease in share price.

3) Earning per Share Dilution

Calculation formula

$$\text{EPS Dilution} = (\text{EPSo} - \text{EPSn}) / \text{EPSo}$$

$$\text{EPSo} = \text{Net profit} / \text{Qo}$$

The net profit of the last 4 quarters of the company is 103,062,670 Baht.

Qo = The number of existing ordinary shares equal to 680,000,000 shares as of the date of the Board of Directors' meeting that resolved to issue and offer TEAMG-W1 warrants and TEAMG-ESOP on February 23, 2023, including the number of shares for the stock dividend of the Company, amounting to 136,000,000 shares, totaling 816,000,000 shares.

Therefore, the EPSo in each scenario is as follows.

- Scenario 1 : $\text{EPSo1} = 0.13$ Baht per shares
- Scenario 2 : $\text{EPSo 2} = 0.13$ Baht per shares
- Scenario 3 : $\text{EPSo 3} = 0.11$ Baht per shares
- Scenario 4 : $\text{EPSo 4} = 0.13$ Baht per shares

$$\text{EPSn} = \text{Net profit} / (\text{Qo} + \text{Qn})$$

Qn = The number of new ordinary shares increased from the exercise of the TEAMG-W1 warrants and/or the TEAMG-ESOP, in each scenario as follows:

- Scenario 1 : $\text{Qn1} = 136,000,000$ shares
- Scenario 2 : $\text{Qn 2} = 2,000,000$ shares
- Scenario 3 : $\text{Qn 3} = 2,000,000$ shares
- Scenario 4 : $\text{Qn 4} = 138,000,000$ shares

Therefore, the EPSn in each scenario is as follows.

- Scenario 1 : $\text{EPSn1} = 0.11$ Baht per shares
- Scenario 2 : $\text{EPSn 2} = 0.13$ Baht per shares
- Scenario 3 : $\text{EPSn 3} = 0.11$ Baht per shares
- Scenario 4 : $\text{EPSn 4} = 0.11$ Baht per shares

EPS Dilution in each scenario is as follow:

Scenario 1 : EPS Dilution equals to 14.29%

Scenario 2 : EPS Dilution equals to 0.24%

Scenario 3 : EPS Dilution equals to 0.21%

Scenario 4 : EPS Dilution equals to 14.47%

9. Schedule of Actions after the Board of Directors' Resolution to Approve the Capital Increase/New Share Allocation

No	Procedures	Tentative Date
1	Board of Directors Meeting No. 2/2023	February 23, 2023
2	Date for determining the list of shareholders who are entitled to attend the Annual General Meeting of Shareholders 2023 (Record Date)	March 14, 2023
3	Date for determining the names of shareholders who are entitled to receive dividends and stock dividends (Record Date)	March 14, 2023
4	Annual General Meeting of Shareholders 2023	April 26, 2023
5	Date of registration of capital increase and amendment to the Memorandum of Association with the Ministry of Commerce	Within 14 days from the date the shareholders' meeting approved the resolution
6	Date to determine the list of shareholders who are entitled to receive the warrants to purchase ordinary shares of the Company No. 1 (TEAMG-W1) (Record Date)	May 12, 2023

The Company hereby certifies that the information in this report is correct and complete in all respects.

Team Consulting Engineering and Management Public Company Limited

Signature: Authorized Director of the Company

(Mr. Chawalit Chantararat)

Signature: Authorized Director of the Company

(Dr. Aphichat Sramoon)

The amendment to the Company's Articles of Association in order to be aligned with the law

Amendment of Articles 25, 29, 31, 32 and 33 as follows:

Company's Current Articles of Association	Proposed change
<p>Section 25 In summoning a meeting of directors, the Chairman of the Board or the person designated by the Chairman shall send a notice to each director not less than seven (7) days in advance of the meeting, except in case of an emergency where it is necessary to protect the rights or privileges of the Company, when a meeting may be summoned by other means and on shorter notice.</p>	<p>Section 25 In summoning a meeting of the Board of Directors, the Chairman of the Board or the person designated by the Chairman shall send a notice to each director not less than <u>three (3) days</u> in advance of the meeting, except in case of an emergency where it is necessary to protect the rights or privileges of the Company, <u>when a meeting may be summoned by electronic means or other means and on shorter notice.</u></p> <p><u>However, if it is reasonable, or to protect the rights or privileges of the Company, at least two directors may jointly request that the Chairman of the Board summon a meeting of the Board of Directors, whereby the agendas and reasons that will be proposed for consideration must be specified. In such case, the Chairman of the Board shall summon and fix the date of the meeting within fourteen (14) days of the date of receipt of the request.</u></p> <p><u>In the case where the Chairman of the Board does not take action in accordance with the provision in second paragraph, the requesting directors may jointly summon and fix the date of the meeting of the Board of Directors to consider the proposed agenda items within fourteen (14) days of the end of such period mentioned in second paragraph.</u></p> <p><u>If there is no Chairman of the Board by any reason, a Vice-Chairman shall summon the meeting. If there is no Vice-Chairman of the Board by any reason, at least two directors may jointly summon the meeting of the Board of Directors.</u></p>
<p>Section 29 The Board of Directors shall be held at least once every three months at the province where the head office of the Company is located, or neighboring province, or any other places. The date, time and place shall be fixed as deems appropriate by the Board of Directors.</p>	<p>Section 29 The Board of Directors shall be held at least once every three months at the province where the head office of the Company is located, or neighboring province, or <u>any other places within the Kingdom of Thailand.</u></p> <p><u>The meeting of the Board of Directors in accordance with the provision in first paragraph,</u></p>

Company's Current Articles of Association	Proposed change
	<u>may be held via electronic means according to the law on electronic meetings. In such case, the Company's head office shall be deemed the venue of the meeting.</u>
<p>Section 31 The Board of Directors shall hold an annual general meeting within four (4) months after the end of each fiscal year.</p> <p>All meetings of shareholders other than annual general meetings referred to in the paragraph one are called "Extraordinary Shareholders' Meeting". The Board of Directors may summon an extraordinary shareholders' meeting whenever it deems appropriate.</p> <p>A shareholder or shareholders holding an aggregate of at least ten percent of the total shares sold may, by subscribing their names, make a written requisition to the Board of Directors for summoning an extraordinary shareholders' meeting at any time, provided that reasons for requisitioning a summons of a meeting shall also be clearly indicated therein. In such case, the Board of Directors must cause a meeting of shareholders to be held within forty-five (45) days as from the date of receipt the written request from the shareholders.</p> <p>In the event the Board of Directors fails to convene the shareholder's meeting within the period under third paragraph, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves summon the meeting within forty-five (45) days from the date of expiration of the period under third paragraph. In such case, the meeting is deemed to be a shareholders' meeting summoned by the Board of Directors, and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.</p> <p>In the event that, at the shareholders' meeting summoned by the shareholders under the fourth paragraph, the number of the shareholders present</p>	<p>Section 31 The Board of Directors shall hold an annual general meeting within four (4) months after the end of each fiscal year.</p> <p>All meetings of shareholders other than annual general meetings referred to in the paragraph one are called "Extraordinary Shareholders' Meeting". The Board of Directors may summon an extraordinary shareholders' meeting whenever it deems appropriate.</p> <p>A shareholder or shareholders holding an aggregate of at least ten percent of the total shares sold may, by subscribing their names, make a written requisition to the Board of Directors for summoning an extraordinary shareholders' meeting at any time, provided that reasons for requisitioning a summons of a meeting shall also be clearly indicated therein. In such case, the Board of Directors must cause a meeting of shareholders to be held within forty-five (45) days as from the date of receipt the written request from the shareholders.</p> <p>In the event the Board of Directors fails to convene the shareholder's meeting within the period under third paragraph, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves summon the meeting within forty-five (45) days from the date of expiration of the period under third paragraph. In such case, the meeting is deemed to be a shareholders' meeting summoned by the Board of Directors, and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.</p> <p>In the event that, at the shareholders' meeting summoned by the shareholders under the fourth paragraph, the number of the shareholders present</p>

Company's Current Articles of Association	Proposed change
<p>in the meeting does not constitute quorum as prescribed in Section 33 of this Articles of Association, the shareholders under fourth paragraph shall jointly compensate the Company for the expenses incurred in arrangements for convening that meeting.</p>	<p>in the meeting does not constitute quorum as prescribed in Section 33 of this Articles of Association, the shareholders under fourth paragraph shall jointly compensate the Company for the expenses incurred in arrangements for convening that meeting.</p> <p><u>The shareholders' meeting may be held via electronic means according to the law on electronic meetings.</u></p>
<p>Section 32 In summoning a meeting of shareholders, the Board of Directors shall send notice of the meeting specifying the venue, day, time and agenda of the meeting together with reasonable details and a clear indication as to whether such matters are to be submitted for acknowledgement, for approval, or for consideration including the opinion of the Board of Directors on said matters and shall deliver the same to the shareholders and the Registrar not less than seven (7) days before the date of the meeting. In addition, the notice of the meeting shall also be published in a newspaper for three (3) days consecutively and at least three (3) days in advance of the meeting.</p> <p>A meeting of shareholders may be held at the province where the head office of the Company is located, or any other place shall be fixed as deems appropriate by the Board of Directors.</p>	<p>Section 32 In summoning a meeting of shareholders, the Board of Directors shall send notice of the meeting specifying the venue, day, time and agenda of the meeting together with reasonable details and a clear indication as to whether such matters are to be submitted for acknowledgement, for approval, or for consideration including the opinion of the Board of Directors on said matters and shall deliver the same to the shareholders and the Registrar not less than seven (7) days before the date of the meeting. In addition, the notice of the meeting shall also be published in a newspaper for three (3) days consecutively and at least three (3) days in advance of the meeting. <u>The Company may advertise the notice via electronic means according to the law on electronic meetings instead.</u> A meeting of shareholders may be held at the province where the head office of the Company is located, or any other place shall be fixed as deems appropriate by the Board of Directors. <u>In the event that any shareholders' meeting is conducted via electronic means, the Company's head office shall be deemed the venue of such meeting.</u></p>
<p>Section 33 The meeting of shareholders must be attended by shareholders or proxies (if any) of not less than twenty-five (25) persons or not less than one-half (1/2) of the total number of shareholders and have an aggregate number of shares of not less than one-third (1/3) of all shares issued to constitute a quorum.</p> <p>If at any meeting of shareholders, after one (1) hour from the time fixed for the meeting a</p>	<p>Section 33 The meeting of shareholders must be attended by shareholders or proxies (if any) of not less than twenty-five (25) persons or not less than one-half (1/2) of the total number of shareholders and have an aggregate number of shares of not less than one-third (1/3) of all shares issued to constitute a quorum.</p> <p><u>Appointment of a proxy may be carried out via electronic means, provided that such method is</u></p>

Company's Current Articles of Association	Proposed change
<p>quorum, as prescribed in paragraph one, is not constituted, and if such meeting of shareholders was requested for by the shareholders, such meeting shall be cancelled. If such meeting of shareholders was not summoned for by the shareholders, another meeting shall be summoned, and a 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.</p>	<p><u>safe, and that it is credible that such appointment has been duly made by a shareholder in accordance with the criteria prescribed by the Share Registrar.</u></p> <p>If at any meeting of shareholders, after one (1) hour from the time fixed for the meeting a quorum, as prescribed in paragraph one, is not constituted, and if such meeting of shareholders was requested for by the shareholders, such meeting shall be cancelled. If such meeting of shareholders was not summoned for by the shareholders, another meeting shall be summoned, and a 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.</p>

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.

Information of the Company's Independent Directors for proxy granting

1. Mr. Rapee Phongbupakicha

Age 63 years

Position in the company Independent Director /
Chairman of the Board /
Chairman of the Audit Committee /
Chairman of the Corporate
Governance and Sustainability
Committee



Current residence 88/8 Moo.6, Kud Nok Plao Subdistrict,
Mueang District, Saraburi Province 18000

Special Conflict of interest in this meeting:

- Agenda No. 5 - Consider and approve 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 2023

2. General Wichien Sirisoonthorn

Age 67 years

Position in the company Independent Director / Member of
the Audit Committee and Chairman
of the Nomination and
Compensation Committee
Member of the Corporate
Governance and Sustainability
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 2023

3. Mrs. Suvimol Chrityakierne

Age 71 years

Position in the company Independent Director and
Member of the Audit Committee
Member of the Corporate
Governance and Sustainability
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 2023

4. Assoc. Prof. Dr. Chamlong Prabkeao

Age 64 years

Position in the company Independent Director
Member of the Corporate
Governance and Sustainability
Committee

Current residence 20/125 Moo 8, Suwinthawong Road,
Lam Phak Chi Sub-district,
Nong Chok District, Bangkok 10530

**Special Conflict of interest in this meeting:**

- Agenda No. 6 - To consider the Remuneration of the Company's Directors for the year 2023

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 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 _____ 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 2566 ของ บริษัท ทีม คอนซัลติ้ง เอนจิเนียริ่ง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ในวันที่ 26 เมษายน 2566 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) เท่านั้น

Anyone of above as my/our proxy to attend and vote on my/our behalf at the meeting of the 2023 Annual General Meeting of Shareholders of TEAM Consulting Engineering and Management Public Company Limited on April 26, 2023 at 14.00 hours through an electronic meeting platform (e-AGM) only

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม 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 :

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 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 นายระพี ผ่องบุพกิจ อายุ 63 ปี อยู่บ้านเลขที่ 88/8 หมู่ที่ 6
Mr. Rapee Phongbupakicha Age 63 years, residing at 88/8 Moo.6
ถนน _____ ตำบล/แขวง กุดนุกเปล้า อำเภอ/เขต เมืองสระบุรี
Road Sub-District Kud Nok Plao District Mueang Saraburi
จังหวัด สระบุรี รหัสไปรษณีย์ 18000 หรือ _____
Province Saraburi Postal Code 18000 or

☐ 3. ชื่อ พลเอก วิเชียร ศิริสุนทร อายุ 67 ปี อยู่บ้านเลขที่ 71/65 หมู่บ้านเสรีนาถ
General Wichien Sirisoonthorn Age 67 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 กฤตยาเกียรติ์ อายุ 71 ปี อยู่บ้านเลขที่ 316/29 ซอยสุขุมวิท 22
Mrs. Suvimol Khrityakierne Age 71 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

☐ 5. ชื่อ รศ.ดร.จำลอง ปราบแก้ว 64 ปี อยู่บ้านเลขที่ 20/125 หมู่ที่ 8
Assoc. Prof. Dr. Chamlong Prabkeao Age 64 years, residing at 20/125 Moo 8
ถนน สุวินทวงศ์ ตำบล/แขวง ลำผักชี อำเภอ/เขต หนองจอก
Road Suwinthawong Sub-District Lam Phak Chi District Nong Chok
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10530 หรือ _____
Province Bangkok Postal Code 10530 or

คนหนึ่งคนใดเพียงผู้เดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ของ
บริษัท ทีม คอนซัลติ้ง เอนจิเนียริง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ในวันที่ 26 เมษายน 2566 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์
(e-AGM) เท่านั้น

Anyone of above as my/our proxy to attend and vote on my/our behalf at the meeting of the 2023 Annual General Meeting of Shareholders of
TEAM Consulting Engineering and Management Public Company Limited on April 26, 2023 at 14.00 hours through an electronic meeting platform (e-AGM) only

(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 2565

To consider and approve the Minutes of the 2022 Annual General Meeting of Shareholders

- ☐ (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

รับทราบผลการดำเนินงานของบริษัท ประจำปี 2565

To acknowledge the report on the Company's operating results for the year 2022

- ☐ (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

พิจารณาและอนุมัติงบการเงินประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2565

To consider and approve the Company's 2022 financial statements for the fiscal period ended on December 31, 2022

- ☐ (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 และการจ่ายเงินปันผล ในรูปแบบของหุ้นปันผล และเงินสดจากผลการดำเนินงานประจำปี 2565

To 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

- ☐ (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

พิจารณาและอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ

To consider and approve the election of directors to replace those who are due to retire 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. นายระพี ผ่องบุพกิจ

Mr. Rapee Phongbupakicha

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

2. นายชวลิต จันทรรัตน์

Mr. Chawalit Chantararat

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

3. นายกิตติพล บุณนิม

Mr. Kittipol Bunnim

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 6

Agenda Item 6

พิจารณาและอนุมัติการกำหนดค่าตอบแทนกรรมการบริษัท ประจำปี 2566

To consider the Remuneration of the Company's Directors for the year 2023

☐ (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:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 7

Agenda Item 7

พิจารณาและอนุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี สำหรับรอบปีบัญชี 2566

สิ้นสุด ณ วันที่ 31 ธันวาคม 2566

To consider the appointment of the Company's Auditor and determine the auditing fees for the year 2023 ended December 31, 2023

☐ (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:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 8

พิจารณาและอนุมัติการออกและจัดสรรใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของบริษัทฯ ครั้งที่ 1 (TEAMG-W1) ให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น (Rights Offering)

To 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)

☐ (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:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 9

พิจารณาและอนุมัติการออกเสนอขายและจัดสรรโครงการเสนอขายหุ้นสามัญที่ออกใหม่ของบริษัทฯ ให้แก่กรรมการ ผู้บริหาร และพนักงานของบริษัท และ/หรือ บริษัทย่อย (TEAMG-ESOP) รวมทั้งการมอบหมายการดำเนินการที่เกี่ยวข้อง โดยพิจารณาการจัดสรรหุ้นเพิ่มทุนจำนวนไม่เกิน 2,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.50 บาท ภายใต้โครงการดังกล่าว

To 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 exceeding 2,000,000 newly issued shares with a par value of 0.50 Baht per share under the said scheme

☐ (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:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 10

พิจารณาและอนุมัติการเพิ่มทุนจดทะเบียนของบริษัทจำนวนไม่เกิน 137,000,000 บาท จากทุนจดทะเบียนเดิมจำนวน 340,000,000 บาท เป็นจำนวน 477,000,000 บาท โดยการออกหุ้นสามัญเพิ่มทุนจำนวนไม่เกิน 274,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.50 บาท To 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 per share

- ☐ (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 11

พิจารณาและอนุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 4. ของบริษัทเพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company, to reflect the increase of the Company's capital.

- ☐ (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 12

พิจารณาและอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท จำนวนไม่เกิน 274,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.50 บาท เพื่อรองรับการจ่ายหุ้นปันผล เป็นจำนวนไม่เกิน 136,000,000 หุ้น เพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของบริษัท ครั้งที่ 1 (TEAMG-W1) เป็นจำนวนไม่เกิน 136,000,000 หุ้น และเพื่อรองรับการใช้สิทธิในโครงการเสนอขายหุ้นสามัญที่ออกใหม่ของบริษัทให้แก่กรรมการ ผู้บริหาร และพนักงานของบริษัท และ/หรือ บริษัทย่อย (TEAMG-ESOP) เป็นจำนวนไม่เกิน 2,000,000 หุ้น

To 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 per share to accommodate the stock dividend payment in the amount not exceeding 136,000,000 shares, accommodate 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 accommodate 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.

วาระที่ 12.1

พิจารณาและอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท เพื่อรองรับการจ่ายหุ้นปันผลสำหรับผลประกอบการงวดปี 2565 เป็นจำนวนไม่เกิน 136,000,000 หุ้น มูลค่าที่ตราไว้ หุ้นละ 0.50 บาท

To consider and approve of the allocation of newly issued ordinary shares of the Company to accommodate the stock dividend payment for the fiscal year 2022, totally not exceeding 136,000,000 shares with a par value of 0.50 Baht per share

- ☐ (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 12.2

พิจารณาและอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท เพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของบริษัทครั้งที่ 1 (TEAMG-W1) เป็นจำนวนไม่เกิน 136,000,000 หุ้น มูลค่าที่ตราไว้ หุ้นละ 0.50 บาท

To consider and approve the allocation of newly issued ordinary shares of the Company to accommodate 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 per share

- ☐ (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 12.3

พิจารณาและอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ เพื่อรองรับการใช้สิทธิในโครงการเสนอขายหุ้นสามัญที่ออกใหม่ของบริษัทฯ ให้แก่กรรมการ ผู้บริหาร และพนักงานของบริษัท และ/หรือ บริษัทย่อย (TEAMG-ESOP) เป็นจำนวนไม่เกิน 2,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.50 บาท

To consider and approve the allocation of newly issued ordinary shares of the Company to accommodate the exercise of rights in the Company's newly issued ordinary share offering program to the directors, executives and/or 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 per share

- ☐ (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 13**พิจารณาอนุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัท****To consider and approve the amendment to the Company's Articles of Association**

- ☐ (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 14**พิจารณาและอนุมัติการแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัท ข้อที่ 39 และการแก้ไขหนังสือบริคณห์สนธิข้อ 3****To consider and approve the addition of Clause 39 to the Company's Objectives and the amendment to Clause 3 of the Memorandum of Association**

- ☐ (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 15**พิจารณาเรื่องอื่นๆ (ถ้ามี)****Agenda Item 15****Other Business (if any)**

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

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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**

- ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนน 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.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
Regarding the election of directors, the proxy can either elect the whole set of the nominated directors or any individual nominated directors.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำติดตามแนบด้านล่างของหนังสือมอบฉันทะ 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 ที่จะมอบฉันทะที่จะเลือกตั้งเจ้านายตัว / 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 2566 ของบริษัท ทีม คอนซัลติ้ง เอนจิเนียริ่ง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ในวันที่ 26 เมษายน 2566
เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) เท่านั้น ☐

At the meeting of the 2023 Annual General Meeting of Shareholders of TEAM Consulting Engineering and Management Public Company Limited on April 26, 2023 at 14.00 hours through an electronic meeting platform (e-AGM) only

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

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งดออกเสียง
Abstain

บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งดออกเสียง
Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

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

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

หนังสือมอบฉันทะ (แบบ ค.)

Proxy (Form C.)

อากรแสตมป์ 20 บาท

Stamp Duty Baht 20

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงหุ้นต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นเท่านั้น)
(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

คนหนึ่งคนใดเพียงผู้เดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ของ บริษัท ทีม คอนซัลติ้ง เอนจิเนียริ่ง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ในวันที่ 26 เมษายน 2566 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) เท่านั้น

Anyone of above as my/our proxy to attend and vote on my/our behalf at the meeting of the 2023 Annual General Meeting of Shareholders of

TEAM Consulting Engineering and Management Public Company Limited on April 26, 2023 at 14.00 hours through an electronic meeting platform (e-AGM) only

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

- ☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้ ตามข้อ (1)

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

- ☐ มอบฉันทะบางส่วน คือ

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

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

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1

พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2565

Agenda Item 1

To consider and approve the Minutes of the 2022 Annual General Meeting of Shareholders

- ☐ (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

รับทราบผลการดำเนินงานของบริษัท ประจำปี 2565

Agenda Item 2

To acknowledge the report on the Company's operating results for the year 2022

- ☐ (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

พิจารณาและอนุมัติงบการเงินประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2565

Agenda Item 3

To consider and approve the Company's 2022 financial statements for the fiscal period ended on December 31, 2022

- ☐ (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

พิจารณาอนุมัติการจัดสรรเงินกำไรเป็นทุนสำรองตามกฎหมายและการจ่ายเงินปันผลในรูปแบบของหุ้นปันผลและเงินสดจากผลการดำเนินงานประจำปี 2565

Agenda Item 4

To 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

- ☐ (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

พิจารณาและอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ
To consider and approve the election of directors to replace those who are due to retire 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
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
- ☐ **เลือกตั้งกรรมการทั้งหมด**
Vote for all nominated candidates
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
- ☐ **เลือกตั้งกรรมการเป็นรายบุคคล**
Vote for an individual nominated candidate
1. นายระพี ผ่องบุพกิจ
Mr. Rapee Phongbupakicha
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
2. นายชวลิต จันทรรัตน์
Mr. Chawalit Chantararat
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
3. นายกิตติพล บุลนิม
Mr. Kittipol Bunnim
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 6
Agenda Item 6

พิจารณาและอนุมัติการกำหนดค่าตอบแทนกรรมการบริษัท ประจำปี 2566
To consider the Remuneration of the Company's Directors for the year 2023

- ☐ (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 7
Agenda Item 7

พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี สำหรับรอบปีบัญชี 2566
สิ้นสุด ณ วันที่ 31 ธันวาคม 2566
To consider the appointment of the Company's Auditor and determine the auditing fees for the year 2023 ended December 31, 2023

- ☐ (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

พิจารณาและอนุมัติการออกและจัดสรรใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของบริษัทครั้งที่ 1 (TEAMG-W1) ให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น (Rights Offering)
To 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)

- ☐ (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

พิจารณาและอนุมัติการออกเสนอขายและจัดสรรโครงการเสนอขายหุ้นสามัญที่ออกใหม่ของบริษัทฯ ให้แก่กรรมการ ผู้บริหาร และพนักงานของบริษัทฯ และ/หรือ บริษัทย่อย (TEAMG-ESOP) รวมทั้งการมอบหมายการดำเนินการที่เกี่ยวข้อง โดยพิจารณาการจัดสรรหุ้นเพิ่มทุนจำนวนไม่เกิน 2,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.50 บาท ภายใต้โครงการดังกล่าว

To 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 exceeding 2,000,000 newly issued shares with a par value of 0.50 Baht per share under the said scheme

- ☐ (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 10

Agenda Item 10

พิจารณาและอนุมัติการเพิ่มทุนจดทะเบียนของบริษัทจำนวนไม่เกิน 137,000,000 บาท จากทุนจดทะเบียนเดิมจำนวน 340,000,000 บาท เป็นจำนวน 477,000,000 บาท โดยการออกหุ้นสามัญเพิ่มทุนจำนวนไม่เกิน 274,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.50 บาท

To 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 per share

- ☐ (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 11

Agenda Item 11

พิจารณาและอนุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 4. ของบริษัท เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company, to reflect the increase of the Company's capital.

- ☐ (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 12

Agenda Item 12

พิจารณาและอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท จำนวนไม่เกิน 274,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.50 บาท เพื่อรองรับการจ่ายหุ้นปันผล เป็นจำนวนไม่เกิน 136,000,000 หุ้น เพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของบริษัทฯ ครั้งที่ 1 (TEAMG-W1) เป็นจำนวนไม่เกิน 136,000,000 หุ้น และเพื่อรองรับการใช้สิทธิในโครงการเสนอขายหุ้นสามัญที่ออกใหม่ของบริษัทฯ ให้แก่กรรมการ ผู้บริหาร และพนักงานของบริษัทฯ และ/หรือ บริษัทย่อย (TEAMG-ESOP) เป็นจำนวนไม่เกิน 2,000,000 หุ้น

To 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 per share to accommodate the stock dividend payment in the amount not exceeding 136,000,000 shares, accommodate 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 accommodate 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.

วาระที่ 12.1

Agenda Item 12.1

พิจารณาและอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ เพื่อรองรับการจ่ายหุ้นปันผลสำหรับผลประกอบการงวดปี 2565 เป็นจำนวนไม่เกิน 136,000,000 หุ้น มูลค่าที่ตราไว้ หุ้นละ 0.50 บาท

To consider and approve of the allocation of newly issued ordinary shares of the Company to accommodate the stock dividend payment for the fiscal year 2022, totally not exceeding 136,000,000 shares with a par value of 0.50 Baht per share

- ☐ (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 12.2

พิจารณาและอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท เพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของบริษัทครั้งที่ 1 (TEAMG-W1) เป็นจำนวนไม่เกิน 136,000,000 หุ้น มูลค่าที่ตราไว้ หุ้นละ 0.50 บาท

Agenda Item 12.2

To consider and approve the allocation of newly issued ordinary shares of the Company to accommodate 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 per share

- ☐ (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 12.3

พิจารณาและอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ เพื่อรองรับการใช้สิทธิในโครงการเสนอขายหุ้นสามัญที่ออกใหม่ของบริษัทฯ ให้แก่กรรมการ ผู้บริหาร และพนักงานของบริษัท และ/หรือ บริษัทย่อย (TEAMG-ESOP) เป็นจำนวนไม่เกิน 2,000,000 หุ้น มูลค่าที่ตราไว้ หุ้นละ 0.50 บาท

Agenda Item 12.3

To consider and approve the allocation of newly issued ordinary shares of the Company to accommodate the exercise of rights in the Company's newly issued ordinary share offering program to the directors, executives and/or 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 per share

- ☐ (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 13

พิจารณาอนุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัท

To consider and approve the amendment to the Company's Articles of Association

Agenda Item 13

- ☐ (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 14

พิจารณาและอนุมัติการแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัท ข้อที่ 39 และการแก้ไขหนังสือบริคณห์สนธิข้อ 3

Agenda Item 14

To consider and approve the addition of Clause 39 to the Company's Objectives and the amendment to Clause 3 of the Memorandum of Association

- ☐ (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 15

พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda Item 15

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) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
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 ให้เสมือนถือว่ามีอำนาจได้กระทำการเองทุกประการ
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

- 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.
- 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.
- 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.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
Regarding the election of directors, the proxy can either elect the whole set of the directors or any specific director.
- 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.

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงหุ้นต่างประเทศและแต่งตั้งให้คิสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นเท่านั้น)
(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")

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ของบริษัท ทีม คอนซัลติ้ง เอนจิเนียริ่ง แอนด์ แมเนจเม้นท์ จำกัด (มหาชน) ในวันที่ 26 เมษายน 2566 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) เท่านั้น □

At the meeting of the 2023 Annual General Meeting of Shareholders of TEAM Consulting Engineering and Management Public Company Limited on April 26, 2023 at 14.00 hours through an electronic meeting platform (e-AGM) only

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 _____
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:
- ☐ 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
()

Guideline and documents required for the e-AGM registration and Proxy Appointment

The Company shall proceed registration for the 2023 Annual General Meeting of Shareholders through an electronic meeting (DAP e-Shareholder Meeting) 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. Document required

Individual	Juristic person
Personal attendance	
1. In case of personal attendance ID card or passport (in case the foreigner).	1. In case of the Juristic Person attending the meeting by its authorized representative(s) 1.1 Copy of a company certificate taken not more than 6 months duly certified by authorized person(s); 1.2 Copy(ies) of authorized person(s)'s identity document duly certified by such authorized person(s).
In case of proxy	
2. In case of proxy 2.1 Any Proxy Form (either Form A or Form B) duly filled in and signed by shareholder and proxy;	2. In case of the shareholder appointing the proxy to attend the meeting 2.1 Any Proxy Forms (either Form A or Form B) duly filled in and signed by authorized representative(s) of shareholder and proxy;

Individual	Juristic person
<p>2.2 A copy of shareholder's identity document duly certified by shareholder;</p> <p>2.3 Copy of proxy's identity document duly certified by proxy.</p>	<p>2.2 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;</p> <p>2.3 Copy(ies) of identity document(s) of authorized representative(s) duly certified by him/her/them;</p> <p>2.4 Copies of proxy's identity document duly certified by proxy.</p> <p><u>3. Custodian appointed as depositary by foreign shareholders</u></p> <p>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).</p> <p>3.2 In the event custodian has been authorized to sign on proxy, the following documents shall be produced:</p> <ul style="list-style-type: none"> - a power of attorney appointing such custodian to sign on proxy; - a confirmation letter that signatory has been licensed to engage in custodian business. <ul style="list-style-type: none"> • 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. Steps of e-Registration

Please proceed the pre-registration (within April 25, 2023) with the following steps:-

3.1 Registration methods for attending the shareholder meeting

1. Pre-registration by yourself through DAP e-Shareholder Meeting by scanning QR Code. The pre-registration system will be opened from April 12, 2023 at 09.00 a.m. onwards

1.1 Registration through QR Code



Or linked website

<https://portal.eservice.set.or.th/Account/Login?refer=ql%2fi%2f7zav9Mo7mUGRH%2fs9Ywdr3e1N44m4JltMJPClgQ2KtkevPKYmQ%3d%3d>

1.2 Select “Resister”.

1.3 Accept terms and conditions for attending the shareholders’ meeting through DAP e-Shareholder Meeting system by marking ☒ and then pressing “OK” button.

1.4 Follow the steps in item 3.2

2 Pre-registration by sending documents to the Company

2.1 Pre-registration by submitting the whole set of required documents to the Company by postal at Company Secretary of TEAM Consulting Engineering and Management Public Company Limited, TEAM Building, 151 Nuan Chan Road, Nuan Chan Sub-district, Bueng Kum District, Bangkok 10230.

The completed documents will have to be arrived the Company by April 25, 2023.

2.2 The Company officer will check the information and proceed registration. The system will inform the shareholders of the registration result and username for attending the meeting.

3.2 Steps of e-Registration**Self-attending the e-AGM**

1. Fill-in personal information
 - 1.1 In case of Individual person shareholder : name surname, ID card number, date of birth, email address, mobile phone number, and password.
 - 1.2 In case of Juristic person shareholder : name of juristic person, company registration number, personal information of the company representative who shall attend the e-AGM (i.e. name & surname, ID card number, date of birth, email address, mobile phone number), and password,
2. Click “Next”.
3. Click request OTP, and OTP will be sent to sms and email as you have entered in step no.1.
4. The e-AGM attendant take photo by clicking photo button. The system will turn on your camera, attached to your devices, Taking 3 shots of photo; photo of yourself, photo of ID card, and photo of yourself holding ID card, and then uploading the photos to the system,
5. In case of the Company’s representative who shall attend the e-AGM, take photo of yourself and then upload the photo together with the required documents to the system; i.e. the certificate of incorporation (within 6-months period). Proxy letter as the Company grants the representative to attend the e-AGM on their behalf, copy of ID card of the authorized director(s) as specified in the certificate of incorporation, and copy of ID card of the representative who shall attend the e-AGM.
6. Check the correctness of shareholding information, and then click “Confirm” button.
7. The Shareholder will receive sms and email confirming your registration result as well as username and password for logging-in the e-AGM system. If you cannot find the email, please check from junk mail or contract the Company at cs@team.co.th before the meeting date.

The pre-registration can be made through PC, notebook, tablet, or smart phone which camera is attached in these devices, The Shareholders can access to pre-registration system through web browsers of google chrome (recommended), safari, and internet explorer, The operating system is well compatible with IOS and Android.

The Shareholders are requested to study manual of pre-registration by downloading at https://media.set.or.th/set/Documents/2022/May/Shareholder_Manual_Book_EN.pdf

In case of Proxy Granting to General person

Choose to use Proxy Form A or B as attached to the meeting invitation letter and affix 20 baht revenue stamp.

In case using Proxy Form A.

1. Fill-in the Shareholder's personal information: name and surname, ID card number, date of birth, email address, mobile phone number, and one time password (OTP)
2. Fill-in the proxy's personal information: name and surname, ID card number, date of birth, email address, mobile phone number.
3. Upload the proxy documents to the system, i.e. proxy form A with completely fill-in information and signed, copy of the Shareholder's ID card, and copy of the Proxy's ID card.
4. Click "Next".
5. Check the correctness of shareholding information, and then click "confirm" button.
6. Password to log-in the e-AGM system shall be sent to sms and email of the Proxy.

In case using Proxy Form B.

1. Fill-in the Shareholder's personal information: name and surname, ID card number, date of birth, email address, mobile phone number, and one time password (OTP)
2. Fill-in the proxy's personal information: name and surname, ID card number, date of birth, email address, mobile phone number.
3. Select your vote for each agenda item, which are to agree, disagree, or abstain.
4. Upload the proxy documents to the system, i.e. proxy form B with completely fill-in information and signed, copy of the Shareholder's ID card, and copy of the Proxy's ID card.
5. Click "Next".
6. Check the correctness of shareholding information, and then click "confirm" button.
7. Password to log-in the e-AGM system shall be sent to sms and email of the Proxy.

In case of proxy granting to the independent Director
--

Please use Proxy Form B. and affix 20 baht revenue stamp.

1. Fill-in the Shareholder's personal information: name and surname, ID card number, date of birth, email address, mobile phone number,
2. Identify one of the independent Director to be your proxy by selecting the names as appear in the system
3. Select your vote for each agenda item, which are to agree, disagree, or abstain.
4. Upload the proxy documents to the system, i.e. proxy form B with completely fill-in information and signed and copy of the Shareholder's ID card.
5. Check the correctness of shareholding information, and then click "Confirm" button,
6. The Shareholder shall be informed the confirmation of registration and the proxy granting result to sms and email. The Shareholder shall not receive the password for logging-in the e-AGM as the Shareholders already granted their proxy to the independent Director and voted in advance already.

Guideline for attending the meeting through electronic system

Please kindly study manual and procedure of the meeting attendance in advance prior to the meeting date at

https://media.set.or.th/set/Documents/2022/May/Shareholder_Manual_Book_EN.pdf

or scan QR Code below



1. Log-in the e-AGM system

The meeting attendants can log-in the e-AGM meeting system on April 27, 2023 from 1.00 p.m. onwards (the meeting will start at 2.00 p.m.) by using username and password sent to sms and email.

➤ **Linked website for logging-in:**

<https://portal.eservice.set.or.th/Account/Login?refer=ql%2fi%2f7zav9Mo7mUGRH%2fs9Ywdr3e1N44m4JltMJPClgQ2KtkevPKYmQ%3d%3d>

➤ **or scan QR code below**



2. Asking Questions or express the opinions (e-Question)

- 2.1 Before casting the vote in each meeting agenda, the Company will give the attendants an opportunity to ask question or express the opinion relating to that agenda
- 2.2 The meeting attendants, who wish to ask question or express the opinion, select “Send Questions” icon and then select the agenda item and type in the questions in the asking questions box, The question will be added into the waiting list
- 2.3 The system administrator will read the question sent by shareholders instead of the Shareholders for the meeting runs concisely and smoothly.

3. E-Voting

- 3.1 To cast a vote, one share shall have one vote
- 3.2 The meeting attendant might cast the vote to “Approve”, or “Disapprove”, “Abstain”
- 3.3 The meeting attendant will be required to vote within the voting time as the Company shall inform in advance. Otherwise, your vote shall be counted as the agreeing in agenda item.

4. Contract Channel

The Shareholders can contact the Company regarding the e-AGM at cs@team.co.th

**Manual of the electronic meeting system for the Shareholders' meeting
(DAP e-Shareholder Meeting)**

The Company's Annual General Meeting of Shareholders for the year 2023 on April 26, 2023 will be conducted through electronic meeting system by utilizing DAP e-Shareholder Meeting system, provided by Digital Access Platform Co. Ltd., the Company under the Stock Exchange of Thailand.

The meeting attendants can access the meeting system from PC, notebook, tablet, or smartphone through web browser of google chrome, safari, or internet explorer, which will be well compatible with both IOS and android.

The meeting attendant is requested to study manual of e-meeting system by downloading the link below

https://media.set.or.th/set/Documents/2022/May/Shareholder_Manual_Book_EN.pdf

Or scan QR Code below



Privacy Notice for the Shareholders' Meeting

TEAM Consulting Engineering and Management Public Company Limited (the “Company”) realize the importance of personal data protection Persons from whom the Company collects Personal Data. Therefore, the Company would like to inform you of the following information to comply with the Personal Data Protection Act B.E. 2562

1. Purpose of Collection, Use and Disclosure of Personal Data

The Company is required to collect, use, and disclose personal data of the shareholders and/or proxies for the following purposes:

- 1.1 For the benefits of calling, arranging and conducting the shareholders' meeting of the Company pursuant to the Company's Articles of Association as well as applicable laws, notifications and criteria for meeting arrangement as stipulated by the government.
- 1.2 To distribute the meeting invitation and all supporting documents as well as for prepare minutes of the shareholders' meeting.
- 1.3 For the benefits of registration to attend the shareholders' meeting quorum counting, voting and counting of votes in the shareholders' meeting.

2. Personal Data that the Company Collects

The Company will collect personal data directly from shareholders and/or proxies and from Thailand Securities Depository Co., Ltd. and/or through the contract channels as the Company specified for your self-verification to attend the meeting.

- 2.1 General Personal Data such as name, surname, address, telephone number, email address, contact channels, nationality, occupation, date of birth, national identification number, passport number, bank account, number of shares, etc.
- 2.2 Technical information such as log files, IP Address, website login/logout records, and information that the Company collects through the use of Cookies or other technologies, etc.
- 2.3 Other information such as audio recording of conversations, photograph, video conference recording and video recording by means of CCTV, etc.

3. Disclosure of Personal Data

The Company may disclose the Personal Data of shareholders and/or proxies in accordance with the specified purposes and the rules prescribed by law to the following persons and entities.

- 3.1 The subsidiaries and associated firms of the Company, including executives, directors, staff, employees or relevant in-house staff of the said entities and as necessary for the processing of Personal Data of the shareholders and/or proxies.
- 3.2 Data Processors assigned or engaged by the Company to manage/process the Personal Data for the Company in the provision of services such as information technology services, data recording services, payment services, mailing services, delivery services, printing services, data analysis services or any other services which may be beneficial to the shareholders.
- 3.3 Advisors of the Company such as legal advisors, lawyers, auditors, experts or other internal and external service providers of the Company, etc.
- 3.4 Government agencies or regulatory agencies overseeing the Company such as Department of Business Development, Ministry of Commerce, the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, etc.

4. Period of collection of personal data

The Company will collect the Personal Data of shareholders for the period necessary for fulfilling the specified purposes of the Personal Data processing under item 1.

5. Rights of Data Subjects

The data subjects have the rights, pursuant to the Personal Data Protection Act B.E. 2562 (2019), which includes the right to withdraw consent, right of access, right to data portability, right to object, right to erasure, right to restriction, right to rectification, etc.

6. Contact Channels

Details of Data Controller: TEAM Consulting Engineering and Management Public Company Limited

Contact Address: 151 Nuan Chan Road, Nuan Chan, Bueng Kum, Bangkok 10230

Contact Channel: Corporate Planning & Communication

Data Protection Officer (DPO)

Contact Address: Office of Data Protection Officer

Contact Channel: Tel. No. 02-5099000 ext. 2017

Email: Teamgroup@team.co.th



A regional solution provider
and innovative business developer