Thai Textile Industry Public Company Limited

Minutes of the Annual General Shareholders Meeting 1/2023

Friday, 28 April 2023

At Meeting Room of Thai Textile Industry Public Company Limited, 385 Moo 1 Soi Bang Make Khao, Taiban, Samutprakarn

Meeting started at 14:00.

Mr. Mongkol Mungkornkanok, the Chairman of the Board and Executive Director, was the Chairman of the Meeting with the following Directors, Auditors, and Secretary at the Annual General Shareholders Meeting:

Present at the Meeting were the following 8 Directors:

1.	Mr. Mongkol Mungkornkanok	Chairman of the Board and Managing Director	
2.	Mr. Boonnum Boonnumsap	Managing Director and Executive Director	
3.	Mr. Phaiboon Jaroonchaikanakij	Executive Director	
4.	Mr. Preecha Chaipromprasith	Audit Committee Director, Recruitment	
		Committee Director, and Remuneration	
		Committee Director	
5.	Mr. Charoen Laohathai	Audit Committee Director and Independent	
		Director	
6.	Mr. Tawatchai Chaiyapinunt	Executive Director, Recruitment Committee	
		Director, and Remuneration Committee Director	
7.	Mr. Kumjorn Chuenchoochit	Executive Director	
8.	Ms. Naruemon Worarittichai	Executive Director	

The following 2 Directors were not present at the Meeting:

1.	Dr. Chin Chinsettawong	Chairman of the Audit Committee, Recruitment	
		Committee Director, and Remuneration	
		Committee Director.	
2	Mr. Suchart Chantanakaracha	Director and Independent Director	

The number of Directors present represent 80 percent of all the Directors on Board.

Auditors, Secretary, and Lawyer of the Company who were present at the Meeting are as follow:

1.	Ms. Sunantha Khamsuk	(On behalf of Mr. PraditRodloytuk, Auditor Certificate number 218)
2.	Mr. Somchai Uraiprasith	Lawyer
3.	Mrs. Rattanaporn Piriyaprinsakul	Company Secretary

Before the start of the Meeting, Mr. Kumjorn Chuenchoochit announced the following to the Shareholders attending the Meeting.

- A. As the Company had given the opportunity for the Shareholders to add agendas, or recommend a person, or persons, to be a Director on the Board from 29 November 2022 to 10 February 2023, when the time period was over, there were no Shareholders that suggested agendas, or recommended a person to be a Director on the Board; therefore, the agenda of the meeting today would follow what the Board of Directors had set. The Shareholders can still exercise the right to recommend a person, or persons, to be a Director on the Board when the meeting reaches Agenda
- B. The voting at the Shareholders Meeting will be done through ballots with the following procedures:
 - 1. Each 1 share is equal to 1 vote.
 - 2. Each ballot is for a specific agenda, which is clearly labeled on the ballot. If the ballot is used to vote on an unrelated agenda, that ballot is considered invalid.
 - Each ballot will have 3 choices, Approve, Not Approve, and Abstain. Please mark your vote on only 1 choice. If more than 1 choice is marked on the ballot, that ballot is considered invalid.
 - 4. A ballot without the Shareholder's handwritten name is considered invalid.
 - The vote counting is done by using the barcode on the ballot. If any marking is done on the barcode and the barcode reading cannot read the barcode, that ballot is considered invalid.
 - 6. When the vote is cast, please raise your hand so our staff can collect the ballot for checking by computer. If there are any errors in computer counting, the votes tallied on the ballots will be given importance over the computer counting.
 - 7. Mr. Somchai Uraiprasith, Lawyer, is responsible for the vote counting.
- C. Please turn off all mobile phones and other communication devices.

After the explanation, the 8 Directors present at the meeting were introduced, and the Chairman then proceeded the Meeting according to the agenda as follow:

The Chairman opened the meeting and informed that there were a total of 51 Shareholders, including proxy, attending the meeting which amounted to 41,291,227 shares, which is 82.582 percent of all shares, meeting the quorum.

Agenda 1: Consider approval of the Minutes of the Ordinary Shareholder's Meeting 1/2022 held on Wednesday, 27 April 2022

The Chairman presented the Minutes of the Annual General Shareholders Meeting 1/2022, held on Wednesday, 27 April 2022, which was sent to the Shareholders along with the invitation letter and available on the Company website, for consideration and approval.

The Shareholders voted in favor to approve with the following votes:

Approve 41,291,227 Votes
Not Approve - Votes
Abstain - Votes
Invalid Ballots - Votes

Agenda 2: The Board of Directors reported the Company's operating results for the year 2022.

Mr. Kumjorn Chuenchoochit reported the operating results for the year 2022. The company has a profit consisting of the Company (TTI) and its subsidiary, Thai Rung Textile Co., Ltd., operating a yarn spinning business. Some of the yarns were sold to the company (TTI), and some were sold to the general public. The subsidiary has a profit of over 50 million baht, in 2022 which is similar to the year 2021. The subsidiary announced a dividend payment of 5% of the registered capital and has already paid dividends in 2022. As for the Company (TTI), it will be reported in Agenda 3.

The shareholders attending the general meeting acknowledged without any further questions.

Agenda 3: To consider and approve the financial statement and the profit and loss statement for the year 2022

The Chairman asked the meeting to consider approving the financial statement and the profit and loss statement for the year ended December 31, 2022 which has been audited and certified by the auditor of AST Master Co., Ltd. and has been reviewed by the Audit Committee.

Mr. Kumjorn Chuenchoochit read the auditor's report on page 75 of the 2022 annual report, which is the page of the profit and loss statement for the year ended December 31, 2022, comparing between years 2022 and 2021 with consolidated financial statements and separate financial statements as follows:

For the company in 2022, comparing the consolidated financial statement and separate financial statement between years 2022 and 2021, it can be seen that in 2022, the company's revenue from sales this year was 1,621 million baht compared to 2021, which had an increase in sales of 1,273 million baht because of the increase in product prices. Income from services this year was 5.8 million baht, last year was 8.12 million baht. Other income this year was 80.26 million baht, last year was 39.95 million baht. Total income this year was 1,707.85 million baht, last year was 1,321.48 million baht. Revenue increased from last year was 386.37 million baht, which is an increase in profit of 81.93 million baht from last year.

Detail clarification of the financial statements is as follows:

1. Net Profit and Loss Statement ending December 31, 2022 and 2021

Financial Statement For Each Company

The revenue for 2022 consisted of sales of goods 1,621.77 million baht, in 2021 it was 1,273.40 million baht. Revenue from services in 2022 is 5.82 million baht, in 2021 it was 8.12 million baht. Revenue from other services in 2022 is 80.26 million baht, in 2021 it was 39.95 million baht. The total revenue for 2022 is 1,707.85 million baht, in 2021 it was 1,321.48 million baht.

Expenses for 2022 consisted of Cost of Sales, which for this year is 1,502.49 million baht, in 2021 it was 1,200.90 million baht. Cost of Services for 2022 is 6.01 million baht, in 2021 it was 7.66 million baht. Cost of Selling for 2022 is 36.67 million baht, in 2021 it was 33.77 million baht. Cost of Administrative Expenses in 2022 is 61.11 million baht, in 2021 it was 58.25 million baht. The total Expense this year is 1,606.29 million baht, in 2021 it was 1,300.60 million baht.

Profit from operation expenses this year is 101.56 million baht, the previous year was 20.87 million baht. Cost of Finances this year is 2.85 million baht, the previous year was 3.27 million baht. Profit before tax income this year 98.70 million baht, the previous year was 17.59 million baht. Income tax expenses this year is 16.76 million baht, the previous year was 4.52 million baht. Profit for the year is 81.93 million baht, the previous year was 13.07 million baht. Profit from estimated insurance arithmetic this year is 20.00 million baht, less the effect of income tax 4.01 million baht, remaining 16.04 million baht. There was no such item the previous year.

The net profit of the Company for this fiscal year is 81.93 million baht, which is equivalent to profit per share of 1.64 baht, the previous year was of 29.12 million baht, which is equivalent to profit per share of 0.26 baht

Consolidated Statement

Revenue for 2022 consisted of Revenue from Sales this year is 2,784.83 million baht, the previous year was 2,187.96 million baht. Revenue from Services Income this year is 15.63 million baht, the previous year was 22.62 million baht. Revenue from Other Income this year is 61.38 million baht, the previous year was 71.28 million baht. Total Revenue this year is 2,861.86 million baht, the previous year was 2,281.87 million baht.

Expenses consisted of Cost of Sales this year is 2,556.43 million baht, the previous year was 2,048.91 million baht. Cost of Services this year is 15.26 million baht, the previous year was 21.48 million baht. Cost of Selling Expenses this year is 42.38 million baht, the previous year was 40.03 million baht. Cost of Administrative Expenses this year is 89.25 million baht, the previous year was 83.77 million baht. Total Expenses this year is 2,703.33 million baht, the previous year was 2,194.21 million baht.

Profit from operating cost this year is 158.52 million baht, the previous year was 87.65 million baht. Cost of Finances this year is 24.51 million baht, the previous year was 23.34 million

baht. Profit before Tax Expense this year is 134.00 million baht, the previous year was 64.30 million baht. Income Tax Revenue this year is 19.53 million baht, the previous year was 4.33 million baht. The total profit for this year is 114.47 million baht, the previous year was 59.97 million baht. Profit from estimated insurance arithmetic this year is 31.74 million baht, less impact of income tax this year 6.34 million baht, therefore remaining 25.39 million baht. There was no such item last year.

In conclusion, the Company's net profit for this fiscal year is 114.47 million baht, which is equivalent to profit per share of 2.15 baht, the previous year was 85.36 million baht, which was equivalent to loss per share of 1.08 baht.

2. Statement of Financial Position of the Company as of 31 December 2022 and 2021

Assets

Financial Statement for Each Company

Current assets consisted of Cash and Cash Equivalents this year is 212.39 million baht, the previous year was 231.44 million baht. Trade and other receivables this year is 193.94 million baht, the previous year was 132.97 million baht. Short-term loan to subsidiary this year is 80.00 million baht. The previous year did not have. Inventories this year is 318.90 million baht, the previous year was 366.63 million baht. There is no Withholding Assets For Sale within one year this year, the previous year was 24.57 million baht. Total current assets this year is 805.24 million baht, the previous year was 755.64 million baht.

Important Other Withholding Assets this year is 60.79 million baht, which is the same as last year. Non-current Assets consisting of Investment in Subsidiary this year is 550.32 million baht, which is the same as last year. Property, Plant, and Equipment this year is 850.96 million baht, the previous year was 889.61 million baht. Computer Software this year is 0.10 million baht, the previous year was 2.91 million baht. Corporate Income Tax Refundable this year is 13.99 million baht, the previous year was 13.83 million baht. Advance for purchase of machinery and equipment this year is 28.92 million baht Other Non-Current Assets this year is 0.24 million baht, the previous year was 0.18 million baht. The total non-current assets this year is 1,505.34 million baht, the previous year was 1,517.67 million baht.

In summary, the Company had total assets at the end of 2022 equal to 2,310.58 million baht, the previous year was 2,273.32 million baht.

Consolidated Financial Statement

Important Current Assets consisted of Cash and Cash Equivalents this year is 261.13 million baht, the previous year was 277.56 million baht. Trade and other receivables this year is 348.97 million baht, the previous year was 256.95 million baht. Inventories this year is 992.26 million baht, the previous year was 794.06 million baht. There is no Withholding Assets For Sale within one year this year, the previous year was 24.57 million baht. Total current assets this year is 1,602.37 million baht, the previous year was 1,353.16 million baht.

Important Non-current Assets consisting of Other Withholding Assets this year is 60.79 million baht, which is the same as last year. Property, Plant, and Equipment this year is 2,028.03 million baht, the previous year was 2,178.62 million baht. Computer Software this year is 0.10 million baht, the previous year was 2.91 million baht. Corporate Income Tax Refundable this year is 22.06 million baht, the previous year was 21.17 million baht. Advance for purchase of machinery and equipment this year is 28.92 million baht Other Non-Current Assets this year is 0.24 million baht, the previous year was 0.18 million baht. The total non-current assets this year is 2,140.16 million baht, the previous year was 2,263.69 million baht.

In summary, the Company had assets at the end of 2022 equal to 3,742.54 million baht, the previous year was 3,616.85 million baht.

Liabilities and Shareholders' Equity

Financial Statement for Each Company

Liabilities

Important Current Liabilities consisted of. Trade and other payables this year is 105.31 million baht, the previous year was 132.05 million baht. Other Current Liabilities this year is 0.36 million baht, the previous year was 0.25 million baht. Total Current Liabilities this year is 105.67 million baht, last year was 132.31 million baht.

Important Non-Current Liabilities consisted of Deferred Tax Liabilities this year is 96.18 million baht, last year was 79.41 million baht. Employee benefit obligations this year is 24.38 million baht, the previous year was 34.18 million baht. Total non-current liabilities this year is 120.56 million baht, the previous year was 113.59 million baht.

In summary, the Company's total liabilities for 2022 is 226.24 million baht, the previous year was 245.91 million baht.

Shareholders Equity

Shareholders Equity consisted of Shared Capital issued and paid-up share this year is 500.00 million baht, which is the same as the previous year. The Premium on Common Shares this year is 623.84 million baht, which is the same as the previous year. Retained Earnings appropriated for legal reserve this year is 50 million baht, which is the same as previous year. Retained Earnings appropriated for general reserves this year is 50 million baht, which is the same as the previous year. Retained Earnings unappropriated this year is 333.14 million baht, the previous year was 276.20 million baht. The surplus of asset revaluation this year is 527.36 million baht, which is the same as previous year. The Total Shareholders' Equity this year is 2,084.34 million baht, the previous year was 2,027.40 million baht.

The total liabilities and shareholders' equity at the end of 2022 is equal to 2,310.58 million baht, the previous year was 2,273.32 million baht.

Consolidated Financial Statement

Liabilities

Important Current Liabilities consisted of Short-Term Loans from Financial Institutions this year is 6.92 million baht. No previous year.Trade and other payables this year is 168.51 million baht, the previous year was 235.10 million baht. Current Portion of Long-Term Loans due this year is 15.77 million baht, the previous year was 40.41 million baht. Short-term loans from related persons and related companies this year is 663.00 million baht, the previous year was 559.00 million baht. Other current liabilities this year is 1.18 million baht, the previous year was 1.08 million baht. Total Current Liabilities this year is 855.40 million baht, the previous year was 835.60 million baht.

There were no Important Non-Current Liabilities which consisted of Long-Term Loans this year is 26.40 million baht, the previous year was 15.50 million baht. Deferred income tax liabilities 165.80 million baht, the previous year was 146.26 million baht. Employee benefit obligations this year is 41.38 million baht, the previous year was 51.59 million baht. The Total Non-Current Liabilities this year is 233.58 million baht, the previous year was 213.37 million baht.

In summary, the Company's total liabilities for 2022 is 1,088.99 million baht, the previous year was 1,048.97 million baht.

Shareholders Equity

Shareholders Equity consisted of Shared Capital issued and paid-up share this year is 500 million baht, which is the same as the previous year. The Premium on Common Shares this year is 623.84 million baht, which is the same as the previous year. Retained Earnings appropriated for legal reserve this year is 50 million baht, which is the same as previous year. Retained Earnings appropriated for general reserves this year is 50 million baht, which is the same as the previous year. Retained Earnings unappropriated this year is 550.94 million baht, the previous year was 468.31 million baht. Assets Valuation Surplus this year is 726.22 million baht, which is the same as the previous year. Combined with the Company this year is 2,501.05 million baht, the previous year was 2,418.37 million baht. Non-controlling interests this year is 152.54 million baht, the previous year was 149.50. The Total Shareholders' Equity this year is 2,653.55 million baht, the previous year was 2,567.88 million baht.

The total liabilities and shareholders' equity at the end of 2022 is equal to 3,742.54 million baht, the previous year was 3,616.85 million baht.

The Chairman gave the shareholders an opportunity to express their opinions and ask additional questions.

The shareholders asked the following questions:

Mr. Nara Sripetch (Shareholder Volunteer proxies from the Thai Investors Association) and the shareholders were satisfied with the Company's management in making the company more profitable in 2021 and 2022. Referring to the Annual Report on page 73 of the financial

statement, the inventories of the year 2021 was 794.06 million baht, in the year 2022 was 992.26 million baht, so she wanted to know the reason for the increase in inventory.

Mr. Kumjorn Chuenchoochit clarified that the company's inventories in 2021 amounted to 366.63 million baht, in 2022 was 318.90 million baht, which is a noticeable decrease from the previous year. The reason for the increase in inventories was mostly inventories of subsidiaries. The major raw material of the subsidiary is shipped from abroad and during the COVID-19 pandemic, there were many delayed shipments causing the subsidiary company to stockpile more raw materials to prevent shortages in case of delayed shipments. The Company does not have to stockpile the yarns since the yarns are received from the subsidiary. Many inventories, especially raw materials, have risen in price and slowly declined over the course of 1-2 months before the company announced its financial statement for the first and second quarter of this year, which showed a steady decrease in inventory.

There were no questions from the Shareholders, so the Chairman asked the Shareholders to cast their vote.

The Shareholders voted in favor to approve the Financial Statements and Net Profit and Loss Statement of fiscal year 2022 with the following votes:

Approve	41,291,227	Votes
Not Approve	-	Votes
Abstain	-	Votes
Invalid Ballots	-	Votes

Agenda 4:

Consider approval to allocate 2022 net profit for dividend payment.

Board Opinion In 2022, the company had a net profit of 107,627,706 baht, but when taking the retained earnings brought forward from 2021 in the amount of 443,316,239 baht, it has been calculated, It appears that there are profits to be allocated in 2022 totaling 550,943,945 baht. The shareholders' meeting should approve the allocation of profits by paying a dividend of 1.00 baht (one baht) per share, totaling 50,000,000 baht, due on Monday, 22 May 2023

This was proposed to the Shareholders Meeting for consideration and vote.

The meeting considered and passed a resolution with a majority vote of the shareholders attending the meeting and voted to approve to allocate profits and pay dividends as proposed by the Board with the following votes:

Approve	41,291,227	Votes
Not Approve	-	Votes
Abstain	-	Votes
Invalid Ballots	-	Votes

Agenda 5:

Consider approval of Directors to replace Directors who were scheduled to retire by rotation, and suggestion of new Directors.

Mr. Tawatchai Chaiyapinunt, Recruitment Committee Director, was assigned by the Chairman to disclose the criterias for the selection of Directors and Independent Directors as follow:

A. An opportunity was given to minority Shareholders to recommend individuals with qualities in accordance to the laws and regulations of a public company limited and The Securities and Exchange Commission of Thailand, by invitation through the Company's website at least 1 month before the Annual Ordinary Shareholders Meeting, which this year was from 29 November 2022 to 10 February 2023.

B. The Recruitment Committee Director's meeting will select qualified individuals, along with the minority Shareholder making the recommendation in A, if any, and present to the Board of Directors meeting for consideration to present at the Annual Ordinary Shareholders Meeting for selection.

The Board of the Recruitment Committee meeting 1/2023 held on 27 February 2023, have carefully considered and unanimously agreed that the 3 Directors scheduled to retire by rotation as per listed below, are knowledgeable and understands the textile industry; therefore should be reinstated as Directors for another term.

The 3 Directors scheduled to retire by rotation are as follow:

1.	Mr. Boonnam	Boonnamsap	Executive Director, Managing Director
2.	Dr. Chin	Chinsettawong	Chairman of the Audit Committee, Recruitment
			Committee Director, and Remuneration
			Committee Director
3.	Mr.Charoen	Laohatthai	Audit Committee Director and Independent
			Director

There were further questions and no other names were proposed for consideration; therefore, the Chairman asked the Shareholders to consider and vote to reinstate the outgoing Directors.

The majority Shareholders voted to reinstate all 3 Directors with the following votes:

Mr. Boonnam Boonnamsap		Executive Director, Managing Director	
Approve 41,291,227		Votes	
Not Approve	-	Votes	
Abstain	-	Votes	
Invalid Ballots	-	Votes	
2. Dr. Chin Chinsettawong		Chairman of the Audit Committee, Recruitment Committee Director, and Remuneration Committee Director	
Approve	41,291,227	Votes	
result for the			
Not Approve	-	Votes	

Abstain - Votes Invalid Ballots - Votes

3. Mr. Charoen Laohatthai Audit Committee Director and Independent

Director

Approve 41,291,227 Votes
Not Approve - Votes
Abstain - Votes
Invalid Ballots - Votes

Agenda 6:

Consider approval of Directors Remuneration

Mr. Tawatchai Chaiyapinunt, Remuneration Committee Director, was assigned by the Chairman to explain that the Remuneration Committee Directors Meeting 1/2023 on Monday, 27 February 2023, concluded to propose to the same Directors Remuneration as last year at the Shareholders Meeting, as follow:

 Board of Directors Bonus 	1,000,000	baht for whole Board
2. Directors Meeting Remuneration	5,000	baht/Person/Month
3. Audit Committee Remuneration	10,000	baht/Person/Month

The majority Shareholders, with no less than 2/3 of the Shareholders who attended the Meeting, voted to approve the Directors Remuneration as proposed by the Board of Directors, with the following votes:

Approve 41,291,222 Votes
Not Approve - Votes
Abstain 7,005 Votes
Invalid Ballots - Votes

Agenda 7:

Consider to appoint auditors of the company and auditors remuneration

Dr. Chin Chinsettawong, Chairman of the Audit Committee, assigned Mr. Preecha Chaipromprasith to report at the Meeting that at the Audit Committee Directors Meeting 1/2023 on Monday, 27 February 2023, concluded to that Mr. Pradit Rodloytuk, Ms. Nongram Laohaareedilok, Mrs. Pornthip Lerthanongsak, Ms. Chamaporn Rodloytuk, or Ms. Sunantha Kumsuk of AST Master Company Limited are knowledgeable, transparent, loyal to their occupation, and most importantly have no conflict of interest with the Company.

The history of the auditors are as follow:

1. Mr. Pradit Rodloytuk Auditor since 2002 to 2006, 2009 to 2013,

and 2014 to 2022

2. Ms. Nongram Laohaareedilok Auditor since 2007 to 2011, 2012 to 2015,

and 2016 to 2022

3. Mrs. Pornthip Lerthanongsak 2019 to 2022

4. Ms. Chamaporn Rodloytuk5. Ms. Sunantha Khamsuk2019 to 20222021 to 2022

The Board of Directors propose to the Shareholders to appoint the 5 auditors, with any one of the auditors authorized to audit the Company and be compensated with 800,000 baht per year.

The majority Shareholders, who attended the Meeting, voted to approve the recommendation of the Audit Committee Directors with the following votes:

Approve 41,298,227 Votes
Not Approve - Votes
Abstain - Votes
Invalid Ballots - Votes

Agenda 8:

Other agendas (if any)

The Chairman gave the shareholders an opportunity to ask questions or express their opinions.

Mr. Nara Sripetch, shareholder rights protection volunteer Proxies from the Thai Investors Association have 3 questions as follows:

- 1. How will the company deal with the future cost of energy, and coal?
- 2. What will be the future direction of the company?
- 3. Will the management increase share capital for those interested in the business since the Company has a relatively low number of shareholders, only 50 million shares?

Mr. Kumjorn Chuenchoochit, Executive Director, answered the questions as follow:

- 1. Two years after the Russia-Ukraine war, oil prices, coal prices, and natural gas prices had risen significantly. The Federation of Thai Industries, the Thai Chamber of Commerce and many parties are concerned about the relatively expensive domestic electricity cost when compared to other ASEAN countries. The domestic electricity cost in Vietnam is about 2 baht per unit, Malaysia is 2 baht per unit, and Indonesia is 3 baht per unit, while Thailand is over 4 baht per unit for households and over 5 baht per unit for manufacturing industries. Staying in line with the government's electricity policy, installing solar roofs at the subsidiary company has partially helped with the electricity bill and installing more solar roofs in other facilities will be considered.
- 2. The management sees the raw material price variable as being very volatile causing most companies in the industry to have selling prices lower than their overhead cost for the first 6 months. Hopefully, the market situation will improve in the last 6 months so the company can turn the situation around.
- 3. The company does not have any projects that will require a capital increase; therefore, will maintain the number of shares at 50 million shares at the price 10 baht per share. The

company is in the textile industry related business which is not the stocks that today's investors are interested in when compared to other industries such as energy or real estate. Regarding par split, the company will consider it for the future. If any changes were made, the shareholders would be informed.

The Chairman thanked the shareholders for their time in attending the meeting.

Meeting adjourned at 14.40.

(Mr. Mongkol Mungkornkanok)

Chairman of the General Shareholders Meeting

(Mrs. Rattanaporn Piriyaprinsakul)

General Shareholders Meeting Minutes Recorder