



# THAI TEXTILE INDUSTRY PUBLIC COMPANY LIMITED

385 Moo 1 Soi Bang Make Khao, Sukhumvit Road, Tumbol Taiban, Umpur Muang Samutprakan, Samutprakan

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5 March 2024

Subject: Invitation to Ordinary Shareholders Meeting 1/2024

To: Shareholders

- Attachments
1. The General Shareholder's Meeting invitation form with the bar code is required for registration. Please bring the form on the date of the meeting. The QR Code is for downloading the Form 56-1 One Report 2023
  2. Proxy Form, 2 types
  3. Company rules concerning Shareholders Meeting
  4. Conditions, rules, and procedures for attending the Meeting, assigning Proxy, and voting
  5. Copy of Minutes of the Ordinary Shareholders Meeting 1/2023
  6. Supplement documents for Agenda 4 (Dividend payment history)
  7. Supplement documents for Agenda 5
    - a) Director information
    - b) Company regulations concerning the Board of Directors
    - c) Definition of Independent Directors
    - d) Director search rules
  8. Supplement documents for Agenda 6 (Remuneration for Directors)
  9. Supplement documents for Agenda 7 (Auditors remuneration history)
  10. Map to Shareholders meeting location
  11. Measures and Guidelines for Attending the 2024 Annual General Meeting of Shareholders Under the COVID-19 Situation
  12. Privacy Notice under the Personal Data Protection

The resolution of the Board of Directors at the Board of Directors Meeting Wednesday, 28 February 2024, concluded to set the Ordinary Shareholders Meeting 1/2024 to be on Friday, 26 April 2024, at 14:00 hrs., Thai Textile Industry Public Company Limited Conference Room, 385 Moo 1 Soi Bang Make Khao, Sukhumvit Road, Tumbol Taiban, Umpur Muang Samutprakan, Samutprakan, with the following agendas.

**Agenda 1: Certify the Annual General Shareholders Meeting 1/2023 minutes, held on Friday 28 April 2023.**

**Information for consideration:** A copy of the Minutes was sent to the Stock Exchange of Thailand and Ministry of Commerce as per the law required. In addition, a copy was posted on the Company website for the Shareholders to read and evaluate the correctness within an appropriate time, which no Shareholders requested to change or disagreed with the minutes. (Attachment 5)

**Board of Directors Opinion:** The Meeting should accept the Minutes as information was complete and correct.

**Voting:** This agenda must pass with majority votes by the Shareholders attending the Meeting and voted.

**Agenda 2: Board of Directors report on the performance of the Company in fiscal year 2023.**

**Information for consideration:** Report on the Company performance for 2023 and other important information are in the Form 56-1 One Report 2023

**Board of Directors Opinion:** The Meeting should acknowledge the performance of the Company for 2023.

**Voting:** No need to vote as this agenda was meant to inform the Shareholders only.

**Agenda 3: Consider approving the financial statement of fiscal year 2023.**

**Information for consideration:** Statement of financial position and statement of comprehensive income of 2023, which is included in the Financial Statement, have been verified by the certified public accountants. Form 56-1 One Report 2023, together with the Financial Statement, is given out at the Shareholders Meeting as well.

**Board of Directors Opinion:** The Meeting should approve the statement of financial position and statement of comprehensive income for 2023, which have been verified by the certified public accountants.

**Voting:** The agenda must pass with majority votes by the Shareholders attending the Meeting and voted.

**Agenda 4: Consider the approve profit allocation and dividend payment for 2023.**

**Information for consideration:** Since 1987, when the Company registered as a listed company in the Stock Exchange of Thailand, the policy for paying dividend is 60 percent of the net profit, after deducting corporate tax, for each fiscal year. The resolution of the shareholders meeting was to pay dividend every year except in 1997 during the Thai baht value crisis, and in 2018–2020, due to continuous loss in operation of the Company. (Attachment 6)

**Board of Directors Opinion:** In 2023, the Company had a net loss of 113,530,764 Baht however, when combined with the cumulative profit from 2022 of 550,943,945 Baht, the profit amount for 2023 dividend payment calculation is 387,413,181 Baht. The Meeting should approve of the dividend payment of 0.50 Baht (50 satang) per share, for a total of 25,000,000 Baht, with payment date on Friday, 24 May 2024.

**Voting:** The agenda must pass with majority votes by the Shareholders attending the Meeting and voted.

**Agenda 5: Consider the election to replace directors whose terms ended by rotation.**

**Information for consideration:**

1. As per the rule of the Company stating “at every Ordinary Shareholders Meeting, 1/3 of the total Directors’ term must expire. If the number of Directors, whose term is to expire, cannot be exactly 1/3, then the number will be closest to 1/3. Directors, whose term expires, after first year and second year of the Company registration will be picked by lucky draw. For later years, the Directors who stayed the longest term will have their term expired. The Directors, whose term expired, can be voted back to be a Director again.” (Attachment 7(b))

2. Currently the Board of Directors consisted of 10 Directors, and there are 3 Directors whose term expired as follow:

- |    |                             |   |
|----|-----------------------------|---|
| 1. | Mr. Preecha Chaipromprasith | Audit Committee Director, Independent Director,<br>Nomination Committee and<br>Remuneration Committee |
| 2. | Mr. Suchart Chantanakaracha | Independent Director  |
| 3. | Miss Naruemon Worarittichai | Executive Director  |

3. The Company have posted an announcement in the website of the Stock Exchange of Thailand, as well as, the Company’s website to give the Shareholders the right to add agendas, and propose individuals to be new Directors on the Board from 30 November 2023 to 10 February 2024. There were no Shareholders who proposed to add new agendas or individuals to be new Directors on the Board.

4. The Search Committee Directors have evaluated the profiles and experiences of all 3 Directors whose term expired, and all have the qualifications in accordance to the law, as well as, the rules of the Company, in addition to the knowledge and capability in the the textile industry, which can help the Company to operate with efficiency and continuance. The Board of Directors see fit to propose all 3 individuals to the Shareholders Meeting for consideration to reinstate them back as Directors again.

**Board of Directors Opinion:** To comply with the Company rule Point 20, and in the Board of Directors Opinion, the Shareholders Meeting should elect to reinstate the 3 individuals back to be Directors again.

**Voting:** The agenda must pass with majority votes by the Shareholders attending the Meeting and voted, and vote according to the rules and procedures as follow:

- (1) One share equals to one vote for one Shareholder.
- (2) The Shareholder must use all the votes in hand, as per Point 1, to cast for one or more individuals, but cannot split the votes to each individual.
- (3) The individual with the next highest vote count will be a Director until all Director spots are filled. In case the next highest vote count is equal, the Chairman of the Shareholders Meeting will have 1 extra vote to be the deciding vote.

**Agenda 6: Consider the directors’ remuneration.**

**Information for consideration:** In accordance to the Company rule Point 33, which stated that “Directors have the right to receive remuneration from the Company in the form of money, meeting incentive, bonus, or benefits in other forms in accordance to the rule or what the Shareholders Meeting

will consider.” The Shareholders Meeting can set exact quantity, or give an guideline and assign as necessary, or set as permanent until changes are requested. In addition, the Directors can receive stipends and benefits according to the rules of the Company.

**Board of Directors Opinion:** The Shareholders Meeting should approve the remuneration suggested by the Remuneration Committee Directors proposed asfollow:

- |    |   |                          |
|----|---|--------------------------|
| 1. | Committee Directors Bonus   | Withhold Payment         |
| 2. | Director’s Remuneration for all Directors<br>(Except Audit Committee Directors) | 5,000 Baht/person/month  |
| 3. | Director’s Remuneration for Audit Committee Directors                           | 10,000 Baht/person/month |

(Attachment 8)

**Voting:** The agenda must pass with majority votes by the Shareholders attending the Meeting and voted.

**Agenda 7: Consider to elect Certified Public Accountant Auditors and Remuneration Fee:**

**Information for consideration:** The Public Company Act 1992, Section 120, and the rules of the Company section 45.5, stated that the Shareholders Meeting have the authority to choose the certified public accountant and the Remuneration amount.

**Board of Directors Opinion:** The Shareholders Meeting should consider to appoint Ms.Nongram Laohaareedilok, Mrs.Pornthip Lertthanongsak, Ms.Sunantha Khumsuk and Ms.Chamaporn Rodloytook of AST Master Limited to be the Company certified public accountant and let either one audit and certify the financial statement of the Company, with the remuneration of 800,000 Baht per year as per the Board of Directors suggestion. (Attachment 9)

**Voting:** The agenda must pass with majority votes by the Shareholders attending the Meeting and voted.

**Agenda 8: Other agendas if any.**

The Company have set the list of Shareholders (Record Date) who have the right to attend the Ordinary Shareholders Meeting 1/2024, On Wenesday, 13 March 2024

You are invited to attend the meeting as per the date, time, and place indicated earlier by filling in the registration form (Attachment 1). In case of using a proxy, please have the representative present the proxy form (Attachment 2, just 1 form) before attending the meeting.

Sincerely,



(Mr. Tawatchai Chaiyapinunt)

Director

**Remark:** Shareholders who intend to do the following:

- 1) Question the agenda in advance for the Directors to reply on the date of the Shareholders Meeting and or
- 2) The Shareholders can download the Form 56-1 One Report 2023 digital edition through the QR Code that was sent together with the meeting invitation. If Shareholders prefer to receive a hardcopy of the Form 56-1 One Report 2023

Please contact Email address: [rattanaporn@tti.co.th](mailto:rattanaporn@tti.co.th), or Telephone 0-2703-8484, 0-2389-2298 or send postal mail to the following address:

Mrs. Rattanaporn Piriyanunsakul (Secretary of the Company)  
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