



ทีพีซี เพาเวอร์ โฮลดิ้ง
TPC POWER HOLDING

Notice of the 2022 Annual General Meeting of Shareholders

TPC Power Holding Public Company Limited

Thursday, April 21, 2022 at 10.00 AM

Via Electronic Method (e-AGM)

at The Company's Meeting Room 3 Floor No. 4/2 Soi Prasert

Manukitch 29, Yak 8, Prasert Manukit Road Chorakhe Bua

Sub District, Lat Phrao District, Bangkok 10230

Remark: The Company will hold the 2022 Annual General of Shareholder's Meeting via Electronic method channel only to provide conveniences for shareholders without travelling to join the AGM in person which could make shareholders at risk of contracting of the COVID-19 infection. Shareholders can join the AGM via electronic method by given instruction in this invitation letter.

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Re: Notice of the 2022 Annual General Meeting of Shareholders

To: Shareholders of TPC Power Holding Public Company Limited

- Enclosures:
1. Copy of Minutes of the 2021 Annual General Meeting of Shareholders
(Enclosure for Agenda 1)
 2. The Annual Report stating the Company's operating performance for the year 2021 and the copy of the Company's financial statements for the fiscal period ending December 31, 2021 (QR Code)
(Enclosure for Agenda 2, 3 and 4)
 3. Brief profiles of directors nominated to replace directors retiring by rotation
(Enclosure for Agenda 5)
 4. Definition of the Independent Director
 5. Documents or evidence proving the status of shareholders or shareholders' representatives eligible to attend the Meeting
 6. Company's Articles of Association concerning the Shareholders' Meeting
 7. Methods of Attending the 2022 Annual General Meeting of Shareholders through Electronic Media (e-AGM)
 8. Acceptance for the invitation of online meeting
 9. Proxy Forms
 10. Details about Company's Independent Directors for proxy case

TPC Power Holding Public Company Limited has passed a resolution in the committee' meeting No. 1/2022. The meeting was held on Thursday 17 February 2022 to hold the 2022 Annual General Meeting of Shareholders on April 21, 2022, at 10.00 a.m. The shareholders' meeting will be held via electronic media (e-AGM) only at the company's meeting room, 3rd Floor, No. 4/2 Soi Prasert Manukit 29, Intersection 8, Prasert Manukit Road, Chorakhe Bua sub-district, Lat Phrao district, Bangkok, 10230. Under the royal act on Electronic Media Meeting B.E. 2020 which will open for registration to attend the Annual General Meeting of Shareholders from April 7, 2022, onwards. The agenda is as follows :

Agenda 1 To adopt the Minutes of the 2021 Annual General Meeting of Shareholders

Facts and reasons: The 2021 Annual General Meeting of Shareholders of the Company was held on Thursday, April 22, 2021. The minutes of the said meeting were recorded accurately, details of which appear in Enclosure 1.

Board's Opinion: The Board is of the opinion that the said minutes should be proposed to the 2021 Annual General Meeting of Shareholders for approval, details of which appear in Enclosure 1.

Votes Required for Approval: The resolution of this agenda requires the majority of shareholders attending the meeting and casting of their votes.

Agenda 2 To acknowledge the report on the Company's operating performance for the year 2021

Facts and reasons: Regarding the operating performance of the Company and its subsidiaries for the fiscal year ending December 31, 2021, the Company and its subsidiaries have earned a total income

amounting to 2,470,396,978.96 Baht and the net profit amounting to 287,118,989.93 Baht as detailed in the Annual Report as delivered to the shareholders in the form of a QR Code together with the Notice of this Meeting (Enclosure 2).

Board's Opinion: The Board is of opinion that the report on the Company's operating performance should be proposed to the Annual General Meeting of Shareholders for acknowledgement, details of which appear in Enclosure 2.

Votes Required for Approval: This agenda item needs no vote by the shareholders. It is reported for the shareholders' acknowledgement only.

Agenda 3 To consider and approve the Company's Financial Statements for the Fiscal Period ended December 31, 2021

Facts and reasons: The Board of Directors has arranged for the preparation of the Company's consolidated financial statements for the fiscal period ending December 31, 2021, which have been audited by the Company's certified public accountants, and should be further proposed to the Annual General Meeting of Shareholders for approval in accordance with Section 112 of the Public Limited Companies Act, B.E. 2535 (Enclosure 2).

Board's Opinion: The Board is of opinion that the said consolidated financial statements of the Company for the fiscal period ending December 31, 2021, which have been audited and certified by the certified public accountants, should be proposed to the Meeting of Shareholders for approval, details of which appear in the Annual Report (Enclosure 2).

Votes Required for Approval: The resolution of this agenda requires the majority of shareholders attending the meeting and casting of their votes.

Agenda 4 To consider and approve the dividend payment for the year ending on December 31, 2021

Facts and reasons: According to Section 115 of the Public Limited Companies Act, B.E. 2535, it prescribes that no dividend shall be paid out of funds other than profit. In the case where the company still sustains an accumulated loss, no dividend shall be paid.

The Company has a policy to pay dividends at a rate of at least 40 percent of the net profit after the corporate income tax of the Company's financial statements and statutory reserve. Such said dividend payments may be changed from the aforementioned rate, depending on the Company's operating performance, financial status, liquidities, use of working capital for operations, additional investment, business expansion, conditions and restrictions as defined in the loan agreements and other factors relating to the management as the Board of Directors and/or shareholders of the Company deem appropriate.

Subject to the operating performance for the fiscal year ending December 31, 2021, the Company and its subsidiaries have earned a total income amounting to 2,470,396,978.96 Baht. The financial statements of the Company have recorded income amounting to 480,295,884.24 Baht and operating profit amounting to 396,729,275.18 Baht. The Board of Directors of the Company deemed it appropriate to pay dividends for the 2021 performance results.

Board's Opinion:

Approved the shareholders' meeting proposal to approve an appropriation of profit for the Company's operating results for the fiscal period ending December 31, 2021 and dividend to shareholders of 0.396 Baht per share for a total amount of 158,875,200.00 Baht. By cut off the dividend for the first 9 months of the year 2021 of 0.343 Baht per share for the total of 137,611,600.00 Bath on December 7, 2021, and for the last 3 months of the year 2021 the dividend is the amount of 0.053 Bath per share for the total of 21,263,600.00 Bath. So the dividend will be paid by Net profit account with the fiscal period ending on December 31, 2021 paid from the net profit subject to corporate income tax. Individual shareholders are eligible for a full tax credit. The company has allocated the reserve fund according to the law.

| From the operating results of the year | 2021 | 2020 | 2019 | 2018 | 2017 |
|--------------------------------------------------|--------------|--------------|--------------|---------------|---------------|
| Net Profit per Share (Baht) | 0.99 | 0.51 | 0.54 | 0.36 | 0.15 |
| Dividend per share | 0.396 | 0.198 | 0.207 | 0.0623 | 0.0563 |
| Dividend Pay-Out Ratio per Net Profit (%) | 40 | 40 | 40 | 18 | 40 |

Upon approval of the Annual General Meeting of the Shareholders for the said dividend payment, the record date for determining the shareholders who are entitled to receive the dividend payment is fixed at April 28, 2022. The dividend payment date is fixed at May 18, 2022.

Votes Required for Approval: The resolution of this agenda requires the majority of shareholders attending the meeting and casting of their votes.

Agenda 5 To consider the appointment of new directors in place of those retiring by rotation

Facts and reasons: Article 18 of the Company's Articles of Association states that, at every annual general meeting of shareholders, one-third (1/3) of the Company's directors must retire by rotation. If the number of directors is not a multiple of three, the number of directors that is close to one-third shall retire. The directors retiring 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 held office for the longest period shall retire. This Meeting is the third meeting of the Company after its conversion into a public limited company. There are three directors who have held office for the longest period as listed below:

1. Mr. Cherdsak Wattanavijitkul Director/ Executive Director/ President
2. Mr. Pathompol Saosap Director/ Executive Director
3. Mr. Thanwa Theeravitayalert Director/ Member of the Audit Committee/
Independent Director

The Company's nomination of directors is not considered by the Nomination Committee because this Committee has not yet been appointed. The nomination is subjected to the mutual consideration of the Company's board meeting. Nominees that already passed the qualification and consideration from the committee. The qualifications of each director must be in accordance with the Public Limited Companies Act, B.E. 2535, and the related notifications of the Securities and Exchange Commission, and the Stock Exchange of Thailand.

According to the independent committee positioning range of 9 years, the committee has concluded that the independent committee appointment to be permanent will bring benefit to the company and shareholders. Because the appointed committee will have knowledge and experiences in the company's line of work. So the committee has considered that nominees for this appointment still can express, share opinions freely and according to the involved conditions.

Board's Opinion: The Board is of the opinion that it deems appropriate to propose to the Annual General Meeting of Shareholders the following directors retiring by rotation to be re-elected for an additional term:

- | | |
|---------------------------------|------------------------------------------------------------------|
| 1. Mr. Cherdsak Wattanavijitkul | Director/ Executive Director/ President |
| 2. Mr. Pathompol Saosap | Director/ Executive Director |
| 3. Mr. Thanwa Theeravitayalert | Director/ Member of the Audit Committee/ Independent Director |

Brief profiles of all three directors are shown in Enclosure 3 and their qualifications are relevant to the criteria defined by the Capital Market Supervisory Board (The definition of the independent director appears in the Annual Report under the section of Management and Corporate Governance (Enclosure 4)).

Votes Required for Approval: The resolution of this agenda requires the majority of shareholders attending the meeting and casting of their votes.

Shares held by directors nominated in this Meeting as of 12 January 2022

| List of Persons Nominated as Directors | Number of Shares | Percentage of Shares eligible to vote |
|----------------------------------------|------------------|---------------------------------------|
| 1. Mr. Cherdsak Wattanavijitkul | 158,079 | 158,079 |
| 2. Mr. Pathompol Saosap | - | - |
| 3. Mr. Thanwa Theeravitayalert | 58,000 | 58,000 |

Meeting attendance by directors nominated in this Meeting

| List of Names | Title | Meeting Attendance/ Total Meetings (time) | | | |
|---------------------------------|---------------------------------------------------------------|-------------------------------------------|-----------------|-----------------|-----------------------|
| | | Board of Directors | Executive Board | Audit Committee | Shareholders' Meeting |
| 1. Mr. Cherdsak Wattanavijitkul | Director/ Executive Director/ President | 5/5 | 26/26 | - | 1 |
| 2. Mr. Pathompol Saosap | Director/ Executive Director | 5/5 | 24/26 | - | 1 |
| 3. Mr. Thanwa Theeravitayalert | Director/ Member of the Audit Committee/ Independent Director | 5/5 | - | 4/4 | 1 |

Tenure of directors nominated for an additional term

| Name | Year of Appointment | Latest Year of Appointment | Type of Directorship | Nomination/ Appointment as Directors in 2021 |
|---------------------------------|---------------------|----------------------------|---------------------------------------------------------------------|----------------------------------------------|
| 1. Mr. Cherdsak Wattanavijitkul | 2013 | 2019 | Director/ Executive Director/ President | Yes |
| 2. Mr. Pathompol Saosap | 2017 | 2019 | Director/ Executive Director | Yes |
| 3. Mr. Thanwa Theeravitayalert | 2014 | 2019 | Director/ Member of the Audit Committee/ Independent Director | Yes |

Conflicts of Interest of Independent Directors nominated in this Meeting

| Characteristics of Conflicts of Interest | Person nominated as the Independent Director Mr. Thanwa Theeravitayalert |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|
| Holding of shares in the Company - Number of shares - Proportion of shares eligible to vote | 58,000 58,000 |
| Having/not having any interest in the following characteristics with the company/ large company/ subsidiary/ associated company or juristic person that may have conflicts of interest <u>at present or in the past 2 years</u> (1) Having been/ not having been a director involved in the management, staff, employee or advisor having received the salary regularly. (2) Having been/ not having been a professional service provider (e.g. auditor, legal advisor) (3) Having had / not having had a business relationship (e.g. purchase/sales of raw materials/ goods/ service, lending or borrowing) | No No None |

Agenda 6 To consider and approve the remuneration of directors for 2022

Facts and reasons: The Company has not yet appointed the Remuneration Committee to fix the remuneration of directors. The Meeting of the Board of Directors, therefore, considers and fixes the remuneration of directors by taking account of the Company's operating results in the previous year, performance and responsibility of each director by comparison with other companies in the same or identical business.

Board's Opinion: The Board is of the opinion that the said remuneration of directors for 2022 should be proposed to the Annual General Meeting of Shareholders for consideration and approval (which includes the Board of Directors, the Audit Committee, and Executive Directors) in the form of meeting attendance fees, annual remuneration and bonus for directors. The remuneration details are as follows:

1. Meeting attendance fee and annual remuneration

| Remuneration/ Title | Attendance Fee (Baht/time) | Annual Remuneration (Baht) |
|--------------------------------------------------------|---------------------------------------|-------------------------------------------|
| Chairman of the Board | 20,000 | 1,440,000 |
| Chairman of the Audit Committee | 20,000 | 780,000 |
| Member of the Audit Committee and Independent Director | 10,000 | 600,000 |
| Director | 10,000 | 540,000 |

Note:

1. A director holding several titles in the same company shall receive the remuneration for his/her highest position only.
2. A director shall receive the attendance fee from four meetings a year only. The payment for other meetings apart from such four meetings shall not be made.
3. An executive director who receives remuneration as the Company's employee shall not be entitled to receive the remuneration as the executive director.

2. Bonus for directors

When the Company earns a profit from its performance results, the Board of Directors shall receive a bonus in the amount of, but not to exceed Baht 5,000,000. Each board member and executive director shall receive a bonus from his/her title with the highest amount of bonus only. The directors who are also the Company's management are not entitled to receive the bonus.

Comparison of the remuneration payments to directors for 2022 and 2021

| Title/ Composition of the Remuneration | Attendance Fee | | Annual Remuneration | |
|-----------------------------------------------------------|---------------------------------|-------------|---------------------------------|-------------|
| | 2022 (Year proposed) | 2021 | 2022 (Year proposed) | 2021 |
| Chairman of the Board | 20,000 | 20,000 | 1,440,000 | 1,440,000 |
| Chairman of the Audit Committee | 20,000 | 20,000 | 780,000 | 780,000 |
| Member of the Audit Committee and Independent Director | 10,000 | 10,000 | 600,000 | 600,000 |
| Director | 10,000 | 10,000 | 540,000 | 540,000 |

Votes Required for Approval: Not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting in accordance with Section 90 of the Public Limited Companies Act, B.E. 2530 shall be required.

Agenda 7 To consider and approve the appointment of the Company's Auditor and to fix the Auditor's fee for 2022

Facts and reasons: Section 120 of the Public Limited Companies Act, B.E. 2535 stipulates that the annual ordinary meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the company every year. The former auditor may be re-appointed.

In addition, the notification of the Capital Market Supervisory Board, No. GorJor. 39/2548 re: Criteria, Condition and Method of Reporting and Information Disclosure for Financial Position and Overall Operation of the Security Issuing Company (Issue No. 20) stipulates that the Company shall rotate the auditor if the said auditor consecutively performs his or her duty for five accounting years. It is unnecessary that a new auditing firm be changed for rotation. The Company can appoint another auditor in that auditing firm to replace the primary auditor.

The Board of Directors has considered and is of the opinion that Mr. Nopparoek Pitsanuwong who has been an auditor of the company 5 years ago. Certified Public Accountant No. 7764 and/or Ms. Somjintana Pholhirunrat, the Certified Public Accountant No. 5599 and/or Ms. Suphaphorn Mangjit, the Certified Public Accountant No. 8125 of the auditing firm of D I A International Audit Co., Ltd. should be appointed as the auditors of the Company for 2021. The audit fee has been determined to be 1,250,000 Baht, excluding other expenses incurred.

Comparison of the Auditor's Fee

| Audit Fee | 2022 (Year proposed) | 2021 | 2020 |
|------------------|--------------------------------|-------------|-------------|
| Annual audit fee | 1,250,000 | 1,180,000 | 1,180,000 |
| Other services | - | - | - |

Board's Opinion: The Board is of opinion that the appointment of Mr. Nopparoek Pitsanuwong, Certified Public Accountant No. 7764 and/or Ms. Somjintana Pholhirunrat, the Certified Public Accountant No. 5599 and/or Ms. Suphaphorn Mangjit, the Certified Public Accountant No. 8125 of the auditing firm of D I A International Co., Ltd. as the Company's auditor in 2022 should be proposed to the Annual General Meeting of Shareholders for approval. The audit fee shall not exceed 1,250,000 Baht per year, excluding other expenses incurred.

The auditors as per the list proposed above have had no relationship and/or interest with the Company, executives, major shareholders, or related parties with the said persons.

Votes Required for Approval: The resolution of this agenda requires the majority of shareholders attending the meeting and casting of their votes.

Agenda 8 Other business (if any)

Please be informed to invite the shareholders to attend the meeting on the said date and time. The company request for shareholders' cooperation and / or proxies, please study the conditions and how to register and prepare documents confirming the identity. As well as studying the voting method and the procedures for attending the meeting. Details are shown in Attachment No. 7 (Method for attending the 2022 Annual General Meeting of Shareholders via electronic media (e-AGM)).

In the case that the shareholders who are unable to attend the 2022 Annual General Meeting of Shareholders can authorize the independent directors of the company, details attached to the proxy form, to attend the meeting and vote on behalf of shareholders. And applied that the shareholders or the proxy to submit the proxy form together with supporting documents (In case of proxy) to the company secretary, TPC Power Holding Public Company Limited, No. 4/2 Soi Prasert Manukit 29, Intersection 8, Prasert Manukit Road, Chorakhe Bua Subdistrict, Lat Phrao District, Bangkok 10230

In addition, the company has set March 4, 2022, as the date to determine the names of shareholders who will be entitled to attend the 2022 Annual General Meeting of Shareholders (Record Date).

Yours Faithfully,



(Mr. Cherdsak Wattanavijitkul)

Managing Director

Minutes of the 2021 Annual General Meeting of Shareholders
of
TPCH Power Holding Public Company Limited

Date, Time and Venue

The 2021 Annual General Meeting of Shareholders was convened on April 22, 2021, at 10.00 hrs., held via electronic media (e-AGM) only at the meeting room of the Company located at Floor 3, 4/2 Soi Prasert-Manukitch 29, Yak 8, Prasert-Manukitch Road, Charakae Bua, Lad Prao, Bangkok.

Directors present at the Meeting

| | |
|----------------------------------|-------------------------------------------------------------------------|
| 1. Dr. Thanu Kulachol | Chairman of the Board of Directors/ Independent Director |
| 2. Mrs. Kanoktip Chanpalangsri | Director/ Chairman of Executive Committee |
| 3. Mrs. Boontipa Simaskull | Director/ Chairman of the Audit Committee/ Independent Director |
| 4. Mr. Thanwa Theeravitayalart | Director/ Member of the Audit Committee/ Independent Director |
| 5. Mr. Norachai Sripimol | Director/ Member of the Audit Committee/ Independent Director |
| 6. Mr. Chainarong Chanpalangsri | Director |
| 7. Mr. Cherdasak Wattanavijitkul | Director/ Executive Director/ President |
| 8. Mr. Pol Kongsua | Director/ Executive Director/ Vice President-Construction and Operation |
| 9. Mr. Pathompol Saosap | Director/ Executive Director |

Director absent from the Meeting

-

Executives present at the Meeting

| | |
|--------------------------|--------------------------------------------------------------|
| 1. Ms. Sompis Saengrang | Vice President, Finance & Account and Investors |
| 2. Miss Yupawadee Chaiya | Vice President-Local Business Development/ Company Secretary |

Other attendant

| | |
|-----------------------------|-------------------------------------|
| 1. Mr. Viroj Sajjathamnukul | D I A International Audit Co., Ltd. |
|-----------------------------|-------------------------------------|

Ms. Yupawadee Chaiya, Company Secretary, informed the Meeting that there were 10 shareholders attending online and another 895 proxies; therefore, there were 905 shareholders in total, holding an aggregate of 194,690,067 shares, representing 48.5269 percent of the total of 401,200,000 issued shares of the Company. A quorum was thus constituted according to Article 37 of the Company's Articles of Association. Therefore, the Company Secretary invited Dr. Thanu Kulachol, Chairman of the Meeting, to open the meeting

Before starting the first agenda item, the Chairman assigned Ms. Yupawadee Chaiya, Company Secretary, to clarify to the Meeting the meeting and voting procedures on each agenda item as follows:

1. The shareholders present online and proxies authorized to vote in the Meeting shall have votes as equal to the number of shares he/she held. One share would be regarded as one vote. The shareholders with conflicts of interest in any agenda item shall not have the right to vote for it.

2. The Meeting would have consideration subject to the sequence of the agenda items stated in the Notice of this Meeting. The information relating to each agenda item would be presented and the shareholders would be permitted to raise questions before passing the resolution for a particular agenda item. The shareholders or proxies who wanted to ask questions or share opinions must perform pursuant to the following steps:

- The shareholder presses the key "Send question" to show his/her wish to raise the question.
- Type the question to be raised and press the key "Confirm" to submit the question waiting for clarification on queue.
- When questioning is allowed, the Company shall call the shareholder names by order, they must turn on the microphone on WebEx system to raise their questions by pressing the key "Unmute me".
- The shareholders must register for meeting attendance in WebEx system by indicating their actual first name and last name so that the Company's staff could turn on the microphone for those who want to ask the questions by themselves.
- The shareholders who may be unable to raise questions by themselves, the Company's staff would read their questions before answering them.
- As the meeting time is limited, if the Company is unable to clarify all questions raised by the shareholders, the remaining questions and answers would be put in the minutes of the Annual General Meeting of Shareholders, and posted on the Company's website.

3. After reporting details of a particular agenda item and the Company allows the shareholders to ask the questions, the voting system would be opened for each agenda. The shareholders "disagreeing" or "abstaining" from voting would vote in DAP e-Shareholder Meeting system. The shareholders who do not vote on any particular agenda shall be deemed they "agree" with it.

4. Vote counting

Resolutions for Agenda 1, 3, 5, 6, and 8 would be passed by the majority of votes of the shareholders present online and eligible to vote.

Resolution for Agenda 4 would be passed by not less than three-fourths of the total votes of the shareholders present online and eligible to vote.

Resolution for Agenda 7 would be passed by not less than two-thirds of the total votes of the shareholders present online and eligible to vote.

The disagreement votes or abstentions would be deducted from the total votes of the shareholders attending the Meeting to conclude the approval votes on such agenda item.

If there was no objection or any other different opinion, it would be deemed that the Meeting agreed or approved such particular agenda item by unanimous votes. To save time when counting the votes, the Meeting would consider next agenda item.

5. For the agenda item regarding director election, the shareholders would elect an individual director subject to the ballots that would be provided separately as Agenda item 6.1, 6.2 and 6.3.

Then, the Chairman of the Meeting asked the Meeting to consider the agenda items as proposed.

The Meeting started.

Dr. Thanu Kulachol, Chairman of the Board of Directors, chaired the Meeting.

Agenda 1: To adopt the minutes of the 2019 Annual General Meeting of Shareholders

The Chairman proposed the Meeting to consider and adopt the minutes of the 2020 Annual General Meeting of Shareholders held on June 26, 2020. The minutes of the said meeting were recorded accurately, which appeared in the copy of the minutes of the meeting earlier delivered to the shareholders prior to this Meeting together with the Notice to this Meeting (Enclosure 1).

Resolution: The Meeting considered and adopted the minutes of the 2020 Annual General Meeting of Shareholders as proposed by the following votes:

| | | | |
|-------------|-------------|---------------------|----------------|
| Approved | 195,075,277 | votes, representing | 100.00 percent |
| Disapproved | - | votes, representing | 0.00 percent |
| Abstained | - | votes, representing | 0.00 percent |

Total number of shareholders present in this agenda: 905

Agenda 2: To acknowledge the 2020 operating performance of the Company

The Chairman assigned Mr. Cherdsak Wattanavijitkul, President, to report in brief the operating performance of the Company and its subsidiaries for the fiscal year ended December 31, 2020 to the Meeting. Mr. Cherdsak Wattanavijitkul, President, summarized the operating performance of the Company and its subsidiaries as described below.

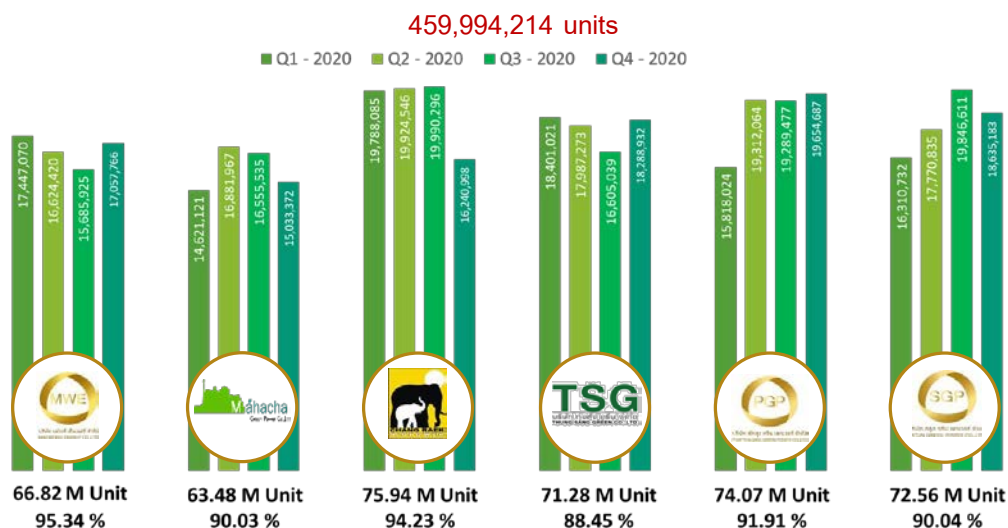
From the operating performance of the Company and its subsidiaries for the fiscal year ended December 31, 2020, the total income was recorded at Baht 1,777,373,129.97, and net profit was recorded at Baht 425,479,582.74. The operating performance of the Company and its subsidiaries in details appeared in the Annual Report earlier delivered to the shareholders together with the Notice to the Meeting.

Business Overview of Subsidiaries of TPCH

| Company | Proportion of Share Held by TPCH (percent) | Power Plant Location | Types of Fuel | Total Installed Capacity/ Total Sale Capacity | Project Status | Electricity Units Sold in 2020 |
|-------------------------------------------------|--------------------------------------------|----------------------------------------|------------------------------------|-----------------------------------------------|---------------------------|--------------------------------|
| Commercial Operation Date has achieved already. | | | | | | |
| 1. Chang Raek Biopower Co., Ltd. (CRB) | 73.12 | Amphoe Thung Sung, Nakhon Si Thammarat | Rubber tree and palm oil | 9.9/9.2 FIT | COD on 15 March 2013 | 75,943,925 |
| 2. Maewong Energy Co., Ltd. (MWE) | 85.00 | Amphoe Mae Wong, Nakhon Sawan | Husk and mixed wood | 9.0/8.0 FIT | COD on 12 October 2015 | 66,815,181 |
| 3. Mahachai Green Power Co., Ltd. (MGP) | 46.00 | Amphoe Muang, Samut Sakhon | Coconut meal, shell and mixed wood | 9.5/8.0 FIT | COD on 8 April 2016 | 63,477,279 |

| Company | Proportion of Share Held by TPCH (percent) | Power Plant Location | Types of Fuel | Total Installed Capacity/ Total Sale Capacity | Project Status | Electricity Units Sold in 2020 |
|-------------------------------------------------|--------------------------------------------|---------------------------------------|------------------------------------------------------------------|--------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|--------------------------------|
| Commercial Operation Date has achieved already. | | | | | | |
| 4. Thung Sung Green Co., Ltd. (TSG) | 65.00 | Amphoe Thung Yai, Nakhon Si Thammarat | Rubber tree and palm oil | 9.5/9.2 FIT | COD on 3 October 2016 | 71,282,265 |
| 5. Patthalung Green Power Co., Ltd. (PGP) | 60.00 | Amphoe Pak Phayun, Phatthalung | Rubber tree and palm oil | 9.9/9.2 FIT | COD on 7 July 2017 | 74,074,252 |
| 6. Satun Green Power Co., Ltd. (SGP) | 51.00 | Amphoe Khuan Kalong, Satun | Rubber tree and palm oil | 9.9/9.2 FIT | COD on 9 February 2018 | 72,563,361 |
| Commercial Operation Date has achieved already. | | | | | | |
| 7. Pattani Green Co., Ltd. (PTG) | 69.06 | Amphoe Nong Chik, Pattani | Rubber tree and palm oil | 23.0/21.0 Adder | COD on 19 May 2020 | 33,865,802.60 |
| 8. TPCH Power 1 Co., Ltd. (TPCH1) | 87.73 | Amphoe Muang Yala, Yala | Rubber tree and palm oil | 9.9/9.2 FIT | COD on 27 November 2020 | 4,947,302 |
| 9. TPCH Power 5 Co., Ltd. (TPCH5) | 89.0 | Amphoe Muang, Narathiwat | Rubber tree and palm oil | 6.3/6.3 FIT | COD on 17 November 2020 | 3,881,116 |
| Company | Proportion of Share Held by TPCH (percent) | Power Plant Location | Types of Fuel | Total Installed Capacity/ Total Sale Capacity | Project Status | |
| Other subsidiaries | | | | | | |
| 10. TPCH Power 2 Co., Ltd. (TPCH2) | 88.23 | Amphoe Muang Yala, Yala | Rubber tree and palm oil | 9.9/9.2 FIT | COD on 17 February 2021 | |
| 11. Siam Power Co., Ltd. (SP) | 50.0 | Amphoe Sai Noi, Nonthaburi | Municipal solid waste management from landfill of Nonthaburi PAO | 9.5/8.0 FIT | Overall project 90% | |
| 12. PA Waste & Energy Co., Ltd. (PA) | 33.0 | | | | Production and management of solid waste for electricity generation (under submitting an application for license) | |
| 13. Pracharat Biomass Bannang Co., Ltd. (PBB) | 59.38 | Amphoe Bannang Sata, Yala | Rubber tree and palm oil | 3.0/2.85 FIT | Under construction | |
| 14. Pracharat Biomass Maelan Co., Ltd. (PBM) | 59.24 | Amphoe Maelan, Pattani | Rubber tree and palm oil | 3.0/2.85 FIT | Under construction | |

Amount of electricity sold in 2020:



The Chairman invited the shareholders to raise their questions or share their opinions toward this agenda item. The shareholder's opinion was as follows:

Mr. Yutthana Warit raised the question that Pattani Green Power Plant could be started late because some machinery got damaged. Could this be claimed from the machinery seller because the Company lost the chance of exercising the right in the Adder?

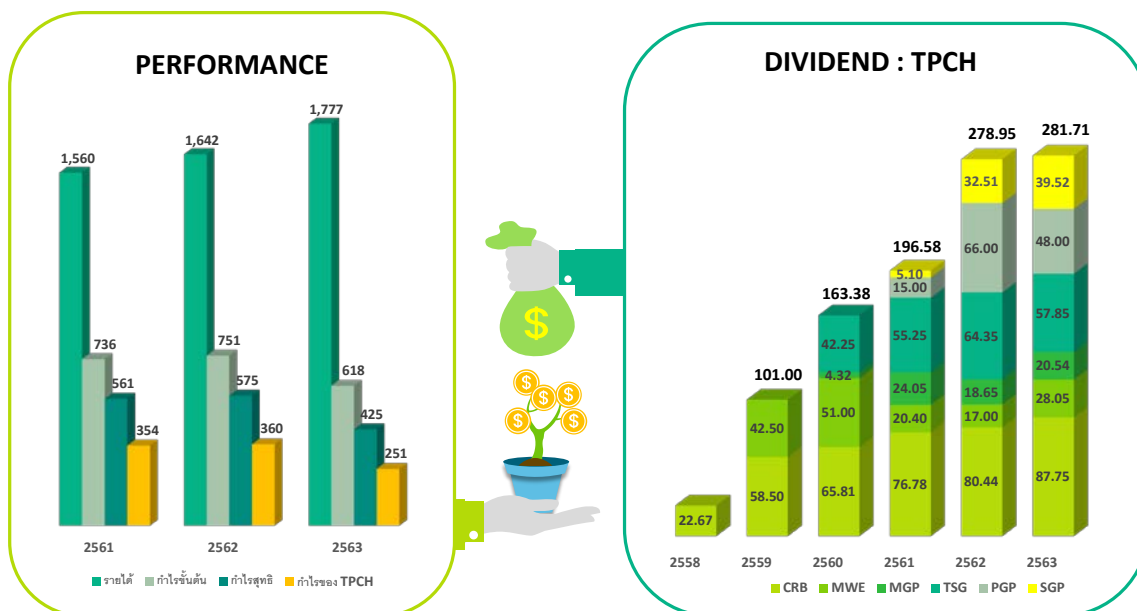
Mr. Cherdasak Wattanavijitkul explained that the Company has now claimed for compensation from the contractor. The letter for guarantee claim has been issued already. It was now under the operating process.

Resolution: The Meeting acknowledged the Company's operating performance for the year of 2019 as proposed.

Agenda 3: To consider and approve the consolidated financial statements of the Company for the fiscal year ended December 31, 2019

The Chairman assigned Mr. Cherdasak Wattanavijitkul, President, to report in brief the financial statements of the Company for the fiscal year ended December 31, 2020 to the Meeting as certified by the Company's auditor, and reviewed by the Audit Committee of the Company, which appeared in the Annual Report earlier delivered to the shareholders prior to this Meeting together with the Notice to this Meeting. The significant details were as follows:

| | |
|----------------------|-----------------------|
| Assets | 8,688,264,989.63 Baht |
| Liabilities | 4,637,654,996.11 Baht |
| Shareholders' equity | 4,050,609,993.52 Baht |
| Income | 1,777,373,129.97 Baht |
| Profit for the Year | 425,479,582.74 Baht |



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The Chairman invited the shareholders to raise their questions or share their opinions toward this agenda item, but no questions were raised.

Resolution: The Meeting considered and approved the Company's consolidated financial statements for the fiscal year ended December 31, 2020 by the following votes:

| | | | |
|----------------------------------------------------------|-------------|---------------------|----------------|
| Approved | 195,075,377 | votes, representing | 100.00 percent |
| Disapproved | - | votes, representing | 0.00 percent |
| Abstained | - | votes, representing | 0.00 percent |
| Total number of shareholders present in this agenda: 905 | | | |

Agenda 4: To consider and approve the issuance and offering for sales of debentures of the Company

The Chairman assigned Mr. Cherdtrak Wattanavijitkul, the President, to propose the Meeting to consider and approve the issuance and offering for sales of debentures of the Company as an alternative of fund raising for its business expansion, and reduction of interest borne by the Company from loans taken out from commercial banks. The issuance and sales of debentures shall not exceed Baht 3,000 million. The details about this issuance have been delivered to the shareholders together with the Notice to this 2021 Annual General Meeting of Shareholders.

| | |
|-------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Objectives of Issuance | : To use in the Company's operations or working capital, and to support the Company's business operation. |
| Type of Debentures | : All types of debentures and forms whether or not the debenture holder's name is specified, with or without collateral, representative, subordinated debentures and/or unsubordinated debentures, depending on market conditions at the time of each offering and other related factors. |
| Credit Rating | : BBB with "stable" outlook announced by TRIS Rating Co., Ltd. |
| Currency | : Thai Baht and/or foreign currency at equivalent amount based on the exchange rate of each issuance of debentures |

| | |
|---------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Total Value of Debenture | : The principal amount shall not exceed Baht 3,000 million at any time (Revolving Basis). In this regard, the calculation of the maximum principal amount of debentures to be issued and offered for sales by the Company at any time (Revolving Basis) shall include the principal amount of debentures that have not yet been redeemed by the Company, but excluding the principal amount of debentures that have already been redeemed by the Company. |
| Term to Maturity | : Not exceeding 5 years upon the date of each issuance, but under requirements prescribed by the Capital Market Supervisory Board and/or The Securities and Exchange Commission. |
| Offering | : Debentures are to be offered domestically and/or internationally through a public offering and/or private placement offering and/or institutional investors and/or High Net Worth investors in accordance with the notifications of the Securities and Exchange Commission (SEC) or any other related rules and regulations in force at the time the debentures are issued and offered. |
| Interest Rate | : Up to the market conditions at the time of issuance and offering of debentures or terms and conditions of debentures to be issued at such time. |
| Redemption | : The debenture holder and/or the Company may or may not have the right to redeem their debentures before their maturity date, depending on the terms and conditions of each issuance of debentures. |
| Secondary Market | : The Company may register the debentures with The Thai Bond Market Association or other secondary market as it deems appropriate. |
| Power to prescribe any other details | : To authorize the Board of Directors or any director of the Company or any person assigned by the Board of Directors or any director of the Company to have the power in undertaking the issuance and offering for sales of debentures, and also in considering and specifying details relevant to the debentures including type and amount of debentures, offering value, term, interest rate, offer price per unit, project life, allocation method, redemption conditions and other related details as appropriate, and also in assigning the Board of Directors or any director of the Company or any person authorized by the Board of Directors or any director of the Company to have power in taking any actions necessary and relating to such issuance and offering for sales of debentures, including but not limited to the appointment of the financial advisor, advisor for the issuance and offering for sales of debentures, credit rating institution of the Company, representative of debenture holders and/or registrar for debentures, and in executing (with or without the Company's seal affixed), amending, negotiating of the contracts and/or various documents, and also in contacting to provide the information, filing documents to the Office of the Securities and Exchange Commission, The Bank of Thailand, The Stock |

| | |
|--|-----------------------------------------------------------------------------------------------------------------------------------------------------|
| | Exchange of Thailand, The Thai Bond Market Association and/or any other authorities relating to such issuance and offering for sales of debentures. |
|--|-----------------------------------------------------------------------------------------------------------------------------------------------------|

The Chairman asked if any shareholders would like to raise other questions. When no further questions were raised, the Chairman proposed that the shareholders voted on this agenda.

Resolution: The Meeting considered and approved the Company's issuance and offering for sales of debentures as details proposed above by the following votes:

| | | | |
|-------------|-------------|---------------------|----------------|
| Approved | 195,082,377 | votes, representing | 100.00 percent |
| Disapproved | - | votes, representing | 0.00 percent |
| Abstained | - | votes, representing | 0.00 percent |

Total number of shareholders present in this agenda: 905

Agenda 5: To consider and approve the dividend payment from the operating performance ended December 31, 2020

The Chairman assigned Mr. Cherdsak Wattanavijitkul, the President, to report in brief the dividend payment from the operating performance of the Company for the fiscal year ended December 31, 2020. The details were presented below.

As of December 31, 2020, the Company and its subsidiaries have earned the total revenues amounting to Baht 1,777,373,129.97 and the separate financial statements of the Company recorded the revenues amounting to Baht 281,713,727.60 while the profit from the operating performance amounted to Baht 203,459,499.16. Therefore, the Board of Directors of the Company deemed appropriate to propose the Shareholders' Meeting to consider and acknowledge the dividend payment from the operating performance ended December 31, 2020 to the Company's shareholders at Baht 0.198 per share or the total payment amounted to Baht 79,437,600.00. After the deduction of the interim dividend payment for the Company's operating performance during the first 6 months of 2020 at Baht 0.088 per share or in the total of Baht 35,305,600.00, which was paid to the shareholders on September 3, 2020, the remaining dividend payment for the operating performance during the last 6 months of 2020 would be at Baht 0.110 per share or in the total dividend payment would be Baht 44,132,000.00. Such dividend payment was made from the Company's net profit of the fiscal year ended December 31, 2020, from its net profit for which the Company had to pay for the corporate income tax. The shareholders who were the natural person could credit the entire amount of such payment. The reserve was also set aside as required by law.

The shareholders eligible for such dividend payment (record date) would be fixed on May 7, 2021 and the dividend payment date would be on May 20, 2021.

The Chairman invited the shareholders to raise their questions or share their opinions toward this agenda item, no questions were raised in this agenda.

Resolution: The Meeting approved the dividend payment for the operating performance ended December 31, 2020 in accordance with the details proposed by the following votes.

3. Mrs. Boontipa Simaskull

| | | | |
|-------------|-------------|---------------------|-----------------|
| Approved | 191,225,577 | votes, representing | 98.0764 percent |
| Disapproved | 3,750,600 | votes, representing | 1.9236 percent |
| Abstained | 6,200 | votes, representing | 0.00 percent |

Total number of shareholders present in this agenda: 905

Agenda 7: To consider the remuneration of directors for the year 2020

The Chairman informed the Meeting that the Company's Remuneration Committee has not yet been appointed to fix the remuneration of the Company's directors. However, the meeting of the Board of Directors has jointly fixed the said remuneration by taking account of the directors' performance and responsibilities, and by comparing it with other companies in the same or similar business.

The Chairman proposed the Meeting to consider and approve the remuneration of directors for the year 2021 (comprising the Board of Directors, the Audit Committee, and Executive Directors), which covered the meeting attendance fee, annual remuneration, and bonus for directors as follows:

1. Meeting attendance fee and annual remuneration

| Remuneration/ Title | Attendance Fee (Baht/Meeting) | Annual Remuneration (Baht) |
|---------------------------------|------------------------------------------|---------------------------------------|
| Chairman of the Board | 20,000 | 1,440,000 |
| Chairman of the Audit Committee | 20,000 | 780,000 |
| Member of the Audit Committee | 10,000 | 600,000 |
| Director | 10,000 | 540,000 |

Note:

1. A director holding several titles in the same company shall receive the remuneration for his/her highest position only.
2. A director shall receive the attendance fee from 4 meetings a year only. The payment for other meetings apart from such 4 meetings shall not be made.
3. An executive director who receives the remuneration as the Company's employee shall not be entitled to receive the remuneration as the executive director.

2. Bonus for directors

In case the Company gains a profit from its operating performance; the bonus shall be paid to the Board of Directors and other committees of the Company for not more than Baht 5,000,000 only. Each director shall receive the bonus for only one title for which he/she receives the highest amount of payment. Any director who is the Company's Management is not permitted to receive the bonus.

The Chairman invited the shareholders to raise their questions or share their opinions toward this agenda item, no questions were raised in this agenda.

Resolution: The Meeting considered and approved the remuneration of directors as proposed above by the following votes:

| | | | |
|-------------|-------------|---------------------|-----------------|
| Approved | 195,076,177 | votes, representing | 99.9968 percent |
| Disapproved | - | votes, representing | 0.00 percent |
| Abstained | 6,200 | votes, representing | 0.0032 percent |

Total number of shareholders present in this agenda: 905

Agenda 8: To consider the appointment of the Company's Auditor and to fix the Auditor's fee

The Chairman assigned Mrs. Boontipa Simaskull, Chairman of the Audit Committee, to report this matter to the Meeting. Mrs. Boontipa Simaskull informed that the Audit Committee considered that it deemed appropriate to propose to the meeting of shareholders for consideration and approval of appointing Mr. Nopparoek Pitsanuwong, the Certified Public Accountant No. 7764; and/or Ms. Somjintana Pholhirunrat, the Certified Public Accountant No. 5599; and/or Ms. Suphaphorn Mangjit, the Certified Public Accountant No. 8125 of D I A International Audit Company Limited to be the Company's auditors for the year of 2020. The audit fee Baht 1,180,000 per year, excluding other expenses incurred.

The Chairman invited the shareholders to raise their questions or share their opinions toward this agenda item, no questions were raised in this agenda.

Resolution: The Meeting approved the appointment of the auditors of D I A International Audit Co., Ltd., and the Company's audit fee as per details proposed above by the following votes:

| | | | |
|-------------|-------------|---------------------|----------------|
| Approved | 195,082,377 | votes, representing | 100.00 percent |
| Disapproved | - | votes, representing | 0.00 percent |
| Abstained | - | votes, representing | 0.00 percent |

Total number of shareholders present in this agenda: 905

Agenda 9: Other business (if any)

The Chairman requested the Meeting to raise other additional questions and opinions. Certain of shareholders had the following comments.

Mr. Yuthana Warit asked about the price of rubber tree which was likely to be gradually higher because the farmers have cut less rubber trees. What was the Company's direction to prevent the rising price of rubber tree? Were there any problems for Rak Kaew project?

Mr. Cherdasak Wattanavijitkul explained that the rubber tree price became higher because a lot of furniture plants in the southern region have been closed down, so the farmers have cut less rubber trees. But, from the recent checking, the rubber tree has been exported more, so it was anticipated that the tree price would be stable. However, in the long term, the Company in collation with a southern university has conducted the research on Rak Kaew energy crop and bamboo to be the fuel for power plants. The Company has joined hands with the Member of the SBPAC to develop some economic crops

and energy crops in three southern border provinces. Regarding Rak Kaew energy crop under the Company's planting experiment to enter into the bid for the biogas community power plant project, the study has not yet continued because the current criteria have not supported the energy crops. To bid for the community-based power plants soon, the Company would mainly focus on the biomass power plants.


Mr. Yutthana Warit raised more question about the Company's direction in 2021 when it would have chance to invest in new power plant projects. How many MW would be in total?

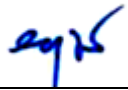
Mr. Cherdsak Wattanavijitkul advised that, in 2021, the Company set the target at 250 MW, divided into biomass and biogas power plants for 200 MW, and municipality solid waste power plant for 50 MW.

Mr. Manop Chancharoensook raised the question whether, at present, PTG, TPCH1 and TPCH5 power plants could be operated normally like other power plants or not.

Mr. Cherdsak Wattanavijitkul advised that, on March 2021, PTG power plant achieved its highest capacity factor in 6 months because all equipment problems have been remedied already until it could be run regularly. For TPCH1, TPCH2, and TPCH5 power plants, their overall operation stayed at 80% as they just started the commercial operations and some parts had to be improved.

When no shareholders raised other further questions or comments, the Chairman extended his appreciation to the shareholders. The Meeting was adjourned at 11.02 hrs.

signed  Chairman of the Meeting
(Dr. Thanu Kulachol)

signed  Secretary to the Meeting
(Miss Yupawadee Chaiya)

Annual Report with the 2021 operating performance and copy of the financial statements of TPC Power Holding Public Company Limited for the fiscal year ending December 31, 2021 (QR-Code)

The Stock Exchange of Thailand has provided alternatives to listed companies in the preparation of their annual reports in QR-Code form for less cost and more convenience in such preparation. TPC Power Holding Public Company Limited provides the 2021 Annual Report in QR-Code, which is delivered to all shareholders together with the Notice to the Meeting of Shareholders. Nevertheless, shareholders, who would like to receive the 2021 Annual Report Book, are requested to fill in the form provided below and send it back to us via facsimile number 0-2943-2935-6 ext. 444; then, the Company will deliver it to shareholders.

.....

Annual Report 2021 (Book) Request Form

(Please write in block letters)

Name/Surname of the Shareholder:

Address: Moo Soi/ Village

Road Khwaeng/ Tambon

Khet/ Amphoe Province Postal Code

Name-Surname: Mr.Cherdsak Wattanavijitkul
Age: 43 years
Nationality: Thai
Education: - MBA Business Administration, Bangkok University
 - Bachelor Degree Business Administration, ABAC
Director Training/Seminar: - Director Accreditation Program (DAP) # 100, Thai institute of directors, Thailand
 - Chief Financial Officer training CFO # 16
 - Executive Energy Program EEP # 1 The Federation Of Thai Industries
 - King Prajadhipok's Institute Governance and Public Law # 16
 - Manager training course "Thammasat For Social" # 11



Work Experience:

- 2016 – present : Director TPCH Power 1 Company Limited
- 2016 – present : Director TPCH Power 2 Company Limited
- 2016 – present : Director TPCH Power 5 Company Limited
- 2016 – present : Director Siam Power Company Limited
- 2012 – present : Director/ Executive Director/ President
 TPC Power Holding Public Company Limited / Energy Production Business
- 2013 – present : Director Thai Polycons Public Company Limited / Construction
- 2011 – Present : Director TPC Asset Company Limited / Property
- 2011 – Present : Director/Managing Director
 Chang Reak Biopower Company Limited / Power
- 2011 – Present : Director/Managing Director
 Thung Sang Green Company Limited / Power
- 2013 – Present : Director/Managing Director
 Phatthalung Green Power Company Limited / Power
- 2014 – Present : Director/Managing Director Mae Wong Energy Company Limited / Power
- 2014 – Present : Director/Managing Director Satun Green Power Company Limited / Power
- 2013 – Present : Director/Managing Director Pattani Green Company Limited / Power
- 2014 – 2014 : Managing Director Bangsapan Noi Biomass Company Limited / Power
- 2010 – 2013 : Director-Business Development
 Thai Polycons Public Company Limited / Construction
- 2008 – 2010 : Business Development Manager
 Thai Polycons Public Company Limited / Construction

Present position
Listed companies (SET) Director/Managing Director/Executive Director
 TPC Power Holding Public Company Limited
 Director/ Thai Polycons Public Company Limited
Non-listed businesses None
Business which may cause conflict of interest to the Company None
Type of director proposed for appointment: Director/ Executive Director/ President
Number of years while acting as director: 9 years

Shareholding in the Company: 158,079 ordinary shares

Direct and indirect interest in businesses in which the Company or its subsidiaries are the party: None

Number of meeting attendance in 2021: Attending 5 meetings for the total of 5 board meetings held

Interest in agendas proposed in this Meeting: Nominee of 5 time Managing Director Appointment

(This nominated person holds no position as director or executive in other businesses that may cause conflicts of interest against the Company)



Name-Surname: Mr. Phathompol Saosap

Age: 53 years

Nationality: Thai

Education: - Bachelor Degree Civil Engineering Southwestern University (Philippines)

Director Training/Seminar: - Director Accreditation Program (DAP) #103 Thai institute of directors, Thailand
- Diploma, National, Thai National Defence Course Class No.60

Work Experience: - 2017 – Present : Director TPC Power 6 Company Limited
- 2017 – Present : Director/ Chang Reak Biopower Company Limited / Power
- 2017 – Present : Director Pattani Green Power Company Limited / Power
- 2017 – Present : Director Phatthalung Green Power Company Limited / Power
- 2017 – Present : Director Satun Green Power Company Limited / Power
- 2017 – Present : Director Mae Wong Energy Company Limited / Power
- 2017 – Present : President and Chief Executive Officer
Thai Polycons Public Company Limited / Construction
- 2015 – Present : Director TPC Power Holding Public Company Limited / Power
- 2015 – Present : Director Tung Sang Green Company Limited / Power
- 2015 – 2017 : Senior Deputy Managing Director Construction
Thai Polycons Public Company Limited / Construction
- 2013 – 2015 : Director-Company Support
Thai Polycons Public Company Limited / Construction
- 2008 – 2013 : Purchasing and Employing Manager
Thai Polycons Public Company Limited / Construction

Present position

Listed companies (SET) Director/ Executive Director TPC Power Holding Public Company Limited
Director ,Managing Director, President and Chief Executive Officer
Thai Polycons Public Company Limited

Non-listed businesses None

Business which may cause conflict of interest to the Company None

Type of director proposed for appointment: Director/ Executive Director

Number of years while acting as director: 7 year

Shareholding in the Company: None

Direct and indirect interest in businesses in which the Company or its subsidiaries are the party: None

Number of meeting attendance in 2021: Attending 5 meetings for the total of 5 board meetings held

Interest in agendas proposed in this Meeting: Nominee of 5 time Managing Director Appointment

(This nominated person holds no position as director or executive in other businesses that may cause conflicts of interest against the Company)



Name-Surname: Mr. Thanwa Theeravitayalert
Age: 64 years
Nationality: Thai
Education: - Bachelor Degree, Accounting, Thammasat University
- Bachelor Degree, Laws, Sukhothai Thammathirat University
Director Training/Seminar: - Directors Accreditation Program (DAP), Class 68
Work Experience: - 2014 – Present : Director, Audit Committee and Independent Director
TPC Power Holding Public Company Limited
- 1980 – 2000 : The Electricity Generating Authority of Thailand
- 2000 – 2002 : Audit and Management Consultant Company Limited
- 2004 – 2017 : Designated Areas for Sustainable Tourism Administration
(Public Organization)

Present position

Listed companies (SET) Director, Audit Committee and Independent Director
TPC Power Holding Public Company Limited

Non-listed businesses None

Business which may cause None

conflict of interest to the

Company

Type of director proposed for Director, Audit Committee and Independent Director
appointment:

Number of years while acting as 8 year
director:

Shareholding in the Company: 58,000 ordinary shares

Direct and indirect interest in None

businesses in which the

Company or its subsidiaries are

the party:

Number of meeting attendance Attending 5 meetings for the total of 5 board meetings held
in 2021: Attending 4 meetings for the total of 4 Audit Committee meetings held

Interest in agendas proposed in Nominee of 5 time Managing Director Appointment
this Meeting:

(This nominated person holds no position as director or executive in other businesses that may cause conflicts of interest against the Company)

Definition of the Company's Independent Director

The Company has set the definition for the Company's Independent Directors according to the legal minimum required by the rule of the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) regarding shareholding percentage in a company, not being a staff member, personnel, permanent advisor or controlling person of the Company, and having no business relationship.

An independent director refers to an external director who is able to perform the duty of protecting the interest of every shareholder equitably, and preventing the occurrence of any conflicts of interest between the Company and any connected person. An independent director must have the following qualifications:

1. Shall not hold shares exceeding one percent of the total number of voting shares of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, including shares held by related persons of such independent director.
2. Shall be neither nor have ever been a director with management authority, employee, staff member, advisor who receives a salary or is a controlling person of the Company, its parent company, subsidiary, associate, same-tier subsidiary company, major shareholder or controlling person unless the foregoing status has ended not less than two years prior to the date of becoming a director. Such prohibitions shall not, however, include cases where the independent director previously served as a government officer or an advisor to a government agency which is a major shareholder or controlling person of the Company.
3. Shall not be a person related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of child of other directors, an executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary.
4. Shall neither have nor have ever had a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, in a manner that may interfere with his/her independent judgment, and neither is nor has ever been a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of becoming an independent director.

The term 'business relationship' in the preceding paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantees, providing assets as collateral, and any other similar actions, which result in the applicant or his/her counterpart being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the applicant or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions *mutatis mutandis*. The consideration of such indebtedness shall include

indebtedness incurred during the period of one year prior to the date on which the business relationship with the person commences.

5. Shall not be nor have ever been an auditor of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, and not be a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of becoming an independent director.
6. Shall not be nor have ever been a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, its parent company, subsidiary, associate, major shareholder or controlling person, and not be a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of becoming an independent director.
7. Shall not be a director appointed as representative of the Board of Directors, major shareholder or shareholder who is related to a major shareholder of the Company.
8. Shall not undertake any business in the same nature and in competition with the business of the Company or its subsidiary, nor be a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding one percent of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary.
9. Shall not have any other characteristic that limits his or her ability to express independent opinions regarding the Company's operations.

Documents or Evidence Proving the Status of Shareholders or Shareholders' Representatives Eligible to Attend the Meeting of Shareholders of the Company

The policy of the Board of Governors of The Stock Exchange of Thailand dated February 19, 1999 regarding good practices for holding a shareholders' meeting aims to establish best practices for listed companies, which leads to confidence in shareholders, investors and all relevant parties, and to ensure that the shareholders' meeting of listed companies is transparent, equitable and beneficial to the shareholders. Accordingly, the Company believes that an inspection of documents or evidence verifying the identities of the shareholders or their representatives eligible to attend the meeting should be observed by the shareholders. However, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis at the Company's sole discretion.

1. Natural person

1.1 Thai nationality

- (a) Identification card of the shareholder (personal I.D. or government officer identification card or state enterprise officer identification card).
- (b) In case of proxy, identification card of the proxy grantor, and identification card or passport of the proxy holder (in case of the foreign proxy).

1.2 Non-Thai nationality

- (a) Passport of the shareholder.
- (b) In case of proxy, passport of the proxy grantor, and identification card or passport of the proxy holder (in case of the foreign proxy).

2. Juristic Person

2.1 A juristic person registered in Thailand

- (a) Corporate affidavit issued by the Department of Business Development, Ministry of Commerce not older than 30 days.
- (b) Identification card or passport (in case of foreigner) of the authorized director who signs the proxy form including identification card or passport (in case of foreigner) of the proxy holder.

2.2 A juristic person registered outside Thailand

- (a) Corporate affidavit.
- (b) Identification card or passport (in case of foreigner) of the authorized director who signs the proxy form including identification card or passport (in case of foreigner) of the proxy holder.

A copy of documents must be a certified true copy. In case of any documents or evidence produced or executed outside Thailand, such documents or evidence should be notarized by a notary public.

Note:

Shareholders who are unable to present at the 2022 Annual General Meeting of Shareholders may authorize any independent director of the Company to attend and vote in the Meeting on their behalf by submitting the completed proxy to TPC Power Holding Public Company Limited, 4/2 Soi Prasert-Manukitch 29, Yaek 8, Prasert-Manukitch Road, Chorakhehua, Ladprao, Bangkok 10230.

**The Company's Articles of Association
with regard to the Meeting of Shareholders and Voting**

1. Calling the meeting

Section 4, Article 34 The general meeting of the shareholders of the Company shall be held at the registered office of the Company or at any adjacent province or at such other place as the directors may decide.

Section 4, Article 36 In calling a shareholders' meeting, the board of directors shall prepare a notice stating the place, date, time, agenda of the meeting and matters to be proposed to the meeting together with reasonable details by indicating clearly whether it is a matter proposed for acknowledgement, for approval or for consideration, including the opinions of the board of directors for such matters; deliver the above notice to the shareholders at least seven days prior to the date of the meeting; and publish the above notice in a newspaper for three consecutive days and at least three prior to the date of the meeting.

2. Granting of proxy

Section 4, Article 38 At any shareholders' meeting, shareholders may appoint any other person who is sui juris as proxy present and voting on his/her behalf. The proxy form must be dated and signed by the principal and shall comply with the form as prescribed by the registrar. The proxy form must be submitted to the chairman of the board of directors or other person designated by the chairman at the meeting venue before the proxy attending the meeting. The proxy form must contain at least the following details:

- a. Number of shares held by such proxy grantor
- b. Name of the proxy holder
- c. Serial number of meeting authorized to attend and voting on behalf of the shareholder

3. Meeting procedure

Section 4, Article 39 The meeting of shareholders shall be conducted in accordance with the sequence of agenda items as specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds (2/3) of the number of the shareholders present at the meeting.

If the consideration of the matters referred to in the first paragraph is finished, the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting.

If the meeting has not concluded the consideration of the matters according to the sequence of the agenda as referred to in the first paragraph, or the matters raised by the shareholders under the second paragraph, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the Board of Directors shall, not less than seven days prior to the date of the meeting, deliver to the shareholders notice calling the meeting which indicates the place, date, time and agenda of the meeting. The notice calling the meeting shall also be published in a newspaper not less than three days prior to the date of the meeting.

Section 4, Article 40 The chairman of the board of directors has a duty to be the chairman of the meeting. In case the chairman of the board is not present at the meeting or cannot perform his duty, and if there is a vice-chairman, the vice-chairman shall be the chairman of the meeting. If there is no vice-chairman, or if there is a vice-chairman but he/she cannot perform his/her duties, the shareholders present at the meeting shall elect one of the shareholders to be the chairman of such meeting.

4. Quorum

Section 4, Article 37 In order to constitute a quorum, there must be at least twenty-five shareholders and proxies (if any) attending at a shareholders' meeting or at least one half of the total number of shares sold or not less than a half of total number of shareholders and proxies holding not less than one-thirds of the total number of the Company's shares sold.

At any shareholders' meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined, if such shareholders' meeting is called by the request of the shareholders, such meeting shall be cancelled. If such shareholders' meeting was not called by the request of the shareholders, the board of directors shall call for another meeting by sending a notice to the shareholders at least seven days prior to the date of the meeting. At the subsequent meeting, a quorum as stated above, is not required.

5. Voting

Section 4, Article 41 In voting, the shareholders shall have votes equal to the number of shares held by them. One share is entitled to one vote.

A shareholder who has any special interest in a resolution cannot vote on such resolution, except for voting on the election of Directors.

Section 4, Article 42 In an ordinary event, a resolution or approval in the meeting of the shareholder shall count the majority vote of the shareholders who attend the meeting and have the rights to vote, except defined otherwise in this Articles of Association or other cases as defined by law or in the following events, shall count a vote of not less than three-fourths (3/4) of shareholders present at the meeting and entitled to vote:

- (a) Sale or transfer of the whole or certain substantial parts of the Company's business to other persons;
- (b) Purchase or acceptance of a transfer of business of other companies or private companies to the Company's own;
- (c) Entering into, amending, or terminating the contract relating to the leasing out of the Company's business in whole or in essential parts; the authorization of other persons to manage the Company's business or the amalgamation of the businesses with other persons for sharing profit and loss;
- (d) Amendment, modification or addition of the Memorandum or Articles of Association of the Company;
- (e) Increase or decrease of capital or issuance of debentures;
- (f) Issuance of debentures
- (g) Amalgamation or dissolution of the Company.

6. Appointment of director

Section 3, Article 15 There shall be not less than five Directors, each of whom shall be appointed as the Chairman.

The Vice Chairman and other titles may be appointed as it deems appropriate and not less than half of the Directors shall be residents of the Kingdom.

Section 3, Article 17 The election of Directors at a general meeting of shareholders shall be carried out in accordance with the following rules and procedures:

- (1) A shareholder shall have one vote for each share he/she holds or represents.
- (2) At the election of Directors, the shareholders shall vote for each individual candidate nominated for Directors, but not exceeding the number of Directors required for that election. The vote shall not be distributed.
- (3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as Directors in that order until all of the Director positions are filled. Where the votes

cast for candidates in descending order are tied, which would otherwise cause the number of Directors to be exceeded, the remaining appointment shall be made by the chairman of the meeting who shall have a casting vote.

Section 3, Article 18 At the annual general meeting of shareholders, one-third of the Directors, or if their number is not multiple of three, then the number nearest to one-third (1/3), must retire from the office.

Directors retiring from office in the first and second years after registration of the conversion to a public limited company shall be done by means of drawing lots. In subsequent years, the Director who has held office the longest shall retire. A retiring Director is eligible for re-election.

Methods of Attending the 2022 Annual General Meeting of Shareholders through Electronic Media (e-AGM)

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company which will open for registration to attend the Annual General Meeting of Shareholders from April 7, 2022, onwards. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent two days in advance of the meeting date.

Requesting to attend the meeting via electronic media

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways as follows:

1. Submit your request to attend the meeting by sending information via Email or postal mail.
2. Submit your request to attend the meeting by sending information via website or QR Code.

If shareholders wish to notify their intention to attend the meeting via electronic media (E-AGM) by sending information via Email or postal:

1. Please fill in the document requesting to attend the meeting via electronic media (E-AGM) (Attachment 8) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-AGM meeting.

2.1 Shareholders who are natural persons:

- If a shareholder wishes to attend the meeting in person via E-Meeting:
 - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
- If a shareholder appoints another person to attend the meeting on his/her behalf via E-Meeting:
 - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
 - A copy of the proxy's identity document, such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.

2.2 Shareholders who are juristic persons:

- If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (E-Meeting)

- A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
- A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- If the proxy is assigned to attend the meeting instead via electronic media (E-Meeting)
 - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
 - Copy of the identity document of the proxy as in the case of natural persons as mentioned above.


Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company

- Email channel: chanakan@tpcpower.co.th
- Postal channels: TPC Power Holding Public Company Limited
4/2 Soi Prasert-Manukitch 29, Yaek 8, Prasert-Manukitch Rd., Chorakhehua, Ladprao, Bangkok 10230

If a shareholder wishes to submit a request to attend the meeting via electronic media (E-AGM) via the website or QR Code

1. Request to attend the meeting via Web Browser: Chrome by going to

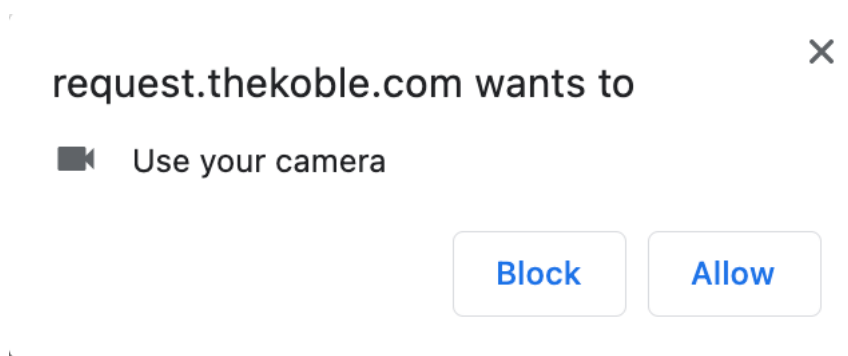
| Scan QR Code | Go to Link |
|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
|  | https://tpch.thekoble.com/aggm/emeeting/index/1 |

2. Fill in the information of shareholders:
 1. Securities holder account number;
 2. Name (do not include a title) If the shareholder is a juristic person, do not fill in this field;
 3. Last Name (In case the shareholder is a juristic person, enter the name of the juristic person in the last name field);
 4. ID card number;
 5. Attach the file of the company certificate (In the case of a shareholder who is a juristic person);
 6. Choose to accept the terms and consent to access to personal information;
 7. Press "Confirm"
3. Check the name of the shareholder and the number of shares. If correct, please fill in shareholder information.
 1. Name - Surname (English);
 2. Email to receive a link to attend the meeting;
 3. Mobile phone number;
 4. Select the attendance type:
 - i. Attend the meeting in person via E-AGM;
 - ii. Authorize the natural persons to attend the meeting via E-AGM;
 - iii. Assign a proxy to an independent director;
 5. Press "Next"

In the case of shareholders attending the meeting in person

Record photos of shareholders

1.1 Press "Allow" to accept the website to access the camera. Press Allow.



1.2 Take a photo of a full ID card:

- Press "Take a photo";
- Press "Save";
- If you want to take another shot, please press the "Retry" button.

1.3 Take a picture of the shareholder holding an ID card (As the example shown):

- Press "Take a photo";

- Press "Save";
- If you want to take another shot, please press the "Retry" button.

1.4 Press "Next";

1.5 The system will display a message "Information received successfully," check the name, surname, and number of shares again;

1.6 Press "Finish."

In the case of appointing the natural person to attend the meeting via E-AGM:

1. Record photos, shareholder information (as in the case of shareholders attending the meeting in person);
2. Save the proxy's information and attach supporting documents:
 - a. Name-surname of the proxy (Thai language);
 - b. Name-surname of the proxy (English);
 - c. Attach a copy of the proxy's identity document;
 - d. Attach the proxy form with complete information and signature;
 - e. Press "Next"
3. Press "Next";
4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
5. Press "Finish."

In the case of appointing a proxy to an independent director:

1. Record photos, shareholder information (Like in the case of shareholders attending the meeting in person);
2. Attach the completed and signed proxy form;
3. Press "Next";
4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
5. Press "Finish."

Remark: The system for receiving the request to attend the meeting will be open for operation from April 7, 2022 to Meeting date or until the meeting is completed. (The system does not accept information on Saturdays, Sundays, and public holidays.)

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

Electronic Meeting Attendance (E-AGM):

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual two days before the meeting date. Please study the manual on how to use the E-AGM meeting system in detail. If you haven't received the Email within the two date, please get in touch with the Company immediately.
2. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

| IOS system | Android system |
|-------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|
|  |  |
| https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307 | https://play.google.com/store/apps/details?id=us.zoom.videomeetings |

3. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
4. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
5. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
6. If attendees have any problems or problems in using the E-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

If a shareholder wishes to appoint an independent director as a proxy:

Suppose any shareholders cannot attend the E-AGM meeting in person or cannot appoint other proxies to attend the E-AGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (Attachment 9) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company from April 7, 2022, onwards. via the following channels:

- By Email: chanakan@tpcpower.co.th
- By mail: TPC Power Holding Public Company Limited

4/2 Soi Prasert-Manukitch 29, Yaek 8, Prasert-Manukitch Rd., Chorakhehua, Ladprao, Bangkok 10230

Note: If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper:

Please submit the following information:

1. The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:

- By Email: chanakan@tpcpower.co.th
- By mail: TPC Power Holding Public Company Limited

4/2 Soi Prasert-Manukitch 29, Yaek 8, Prasert-Manukitch Rd., Chorakhehua, Ladprao, Bangkok 10230

Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the E-AGM meeting:

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions **in advance** to the Company before the meeting date through the following channels:
 - By Email: chanakan@tpcpower.co.th
 - Telephone: Tel. 02-9432935 Ext.333
 - By mail: TPC Power Holding Public Company Limited

4/2 Soi Prasert-Manukitch 29, Yaek 8, Prasert-Manukitch Rd., Chorakhehua, Ladprao, Bangkok 10230

2. Submit advice or questions during the meeting to those attending the E-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:

- Chat channel for text messages;
- An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Emails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via E-Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.
2. Regarding the process of attending the meeting and voting via E-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

The company's actions to comply with the law on the protection of personal data

In the shareholders' meeting via the DAP e-Shareholder Meeting system, the company will collect, use and disclose personal information of shareholders in order to perform their duties as required by law and for the benefit of providing services to shareholders in attending shareholders' meetings which the shareholders will be protected in accordance with the privacy policy.

Other facilitating channels

The company will record video and sound throughout the agenda of the meeting and will put the records up the company's website at www.tpcpower.co.th after the meeting is over.



ทีพีซี พาวเวอร์ โฮลดิ้ง
TPC POWER HOLDING

ใบตอบรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ บริษัท ทีพีซี พาวเวอร์ โฮลดิ้ง จำกัด (มหาชน)
Acceptance for the invitation of online meeting of TPC Power Holding Public Company

วันที่.....เดือน.....พ.ศ.....
Date Month Year

- (1) ข้าพเจ้า..... หมายเลขบัตรประชาชน/หนังสือเดินทาง.....
I/We, Identification Card/Passport number
สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
Nationality Residing at No. Road Sub district
อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
District Province Postal Code

- (2) เป็นผู้ถือหุ้นของ บริษัท ทีพีซี พาวเวอร์ โฮลดิ้ง จำกัด (มหาชน)
Being a shareholder of TPC Power Holding Public Company Limited

โดยถือหุ้นรวมทั้งสิ้น หุ้น
Holding the total amount of shares

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2565
I would like to participate the E-AGM for Annual General Meeting 2022

เข้าร่วมประชุมด้วยตัวเอง
Self-Attending

มอบฉันทะให้ (นาย/นาง/นางสาว)..... ได้เข้าร่วมประชุมดังกล่าวข้างต้น
Proxy to attend the meeting.

- (3) ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุม
Please send the Link to join the meeting by below email

อีเมล.....(โปรดระบุ)
E-Mail Please fill in the blank.

โทรศัพท์มือถือ.....(โปรดระบุ)
Mobile Number Please fill in the blank.

- (4) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามสิ่งที่ส่งมาด้วยลำดับที่ 7 วิธีการเข้าร่วมประชุม
Please submit the required document per an attachment 7

- (5) เมื่อได้รับการยืนยันตัวตน บริษัทฯ จะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ
Once you have verified, the company will send the Link to join the meeting via email

- (6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม
Please prepare your Account Number and your Identification Card Number for log in the meeting.

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder

(.....)

Proxy Form A: General Proxy Form (SIMPLE FORM)
According to Regulation of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550

Written at

Date Month Year.....

(1) I/We Nationality
 residing at Road Tambon/Khwaeng
 Amphoe/Khet Province Postal Code.....

(2) Being a shareholder of TPC Power Holding Public Company Limited
 holding the total amount of shares with the voting rights of votes as follows:
 ordinary shares shares with the voting rights of votes
 preferred shares shares with the voting rights of votes

(3) do hereby appoint either one of the following persons:

(1) Age Years residing at
 Road Tambon/KhwaengAmphoe/Khet
 Province Postal Code..... or

(2) Age Years residing at
 Road Tambon/Khwaeng Amphoe/Khet
 Province Postal Code..... or

(3) Age Years residing at
 Road Tambon/Khwaeng Amphoe/Khet
 Province Postal Code.....

as only one of my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders to be held on April 21, 2022 at 10:00 AM , in which the general meeting of shareholders will be held via electronic media only at The Company's Meeting Room 3rd Floor No. 4/2 Soi Prasert Manukitch 29, Yak 8, Prasert Manukit Road Chorakhe Bua Sub District, Lat Phrao District, Bangkok or on such other date and at such other place as may be adjourned or changed.

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me/us in all aspects.

Signed Proxy Grantor
 (.....)

Signed Proxy Holder
 (.....)

Signed Proxy Holder
 (.....)

Signed Proxy Holder
 (.....)

Remarks

The shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

Proxy Form B: General Proxy Form (SPECIFIC DETAILS FORM)
According to Regulation of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550

Written at

Date Month Year

(1) I/We Nationality
Address Road Tambon/Khwaeng
Amphoe/Khet Province Postal Code

(2) being a shareholder of TPC Power Holding Public Company Limited
holding the total amount of shares and are entitled to vote equal to votes as follows:
ordinary share shares and are entitled to vote equal to votes
preference shares shares and are entitled to vote equal to votes

(3) Hereby appoint

(1) Name Age years
with address at Road Tambon/Khwaeng
Amphoe/ Khet Province Postal Code

(2) Name Age years
with address at Road Tambon/Khwaeng
Amphoe/ Khet Province Postal Code

(3) Name Age years
with address at Road Tambon/Khwaeng
Amphoe/ Khet Province Postal Code

as only one of my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders to be held on April 21, 2022 at 10:00 AM , in which the general meeting of shareholders will be held via electronic media only at The Company's Meeting Room 3rd Floor No. 4/2 Soi Prasert Manukitch 29, Yak 8, Prasert Manukit Road Chorakhe Bua Sub District, Lat Phrao District, Bangkok or on such other date and at such other place as may be adjourned or changed.

(4) I/We authorize my/our Proxy to vote on my/our behalf in this Meeting as follows:

Agenda 1: To consider and adopt the minutes of the 2021 Annual General Meeting of Shareholders

(a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(b) The Proxy shall vote in accordance with my/our intention as follows:

Approve

Disapprove

Abstain

Agenda 2: To acknowledge the Company's operating results for the year 2021

Agenda 3: To consider and approve the financial statements for the fiscal year ended December 31, 2021

(a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(b) The Proxy shall vote in accordance with my/our intention as follows:

Approve

Disapprove

Abstain

- Agenda 4: To consider and approve the dividend payment for the year ending on December 31, 2021
- (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows:
- Approve Disapprove Abstain

- Agenda 5: To consider the election of directors in place of those retiring by rotation
- (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows:
- To elect directors as a whole
- Approve Disapprove Abstain
- To elect each director individually
- Mr. Cherdsak Wattanavijitkul
- Approve Disapprove Abstain
- Mr. Pathompol Saosap
- Approve Disapprove Abstain
- Mr. Thanwa Theeravitayalert
- Approve Disapprove Abstain

- Agenda 6: To consider and approve the remuneration and bonus of directors for the year 2022
- (a) The Proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows:
- Approve Disapprove Abstain

- Agenda 7: To consider and approve appointment of the Company's Auditor and to Auditor's fee for 2022
- (a) The Proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows:
- Approve Disapprove Abstain

- Agenda 8: To consider other business (if any)
- (a) The Proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows:
- Approve Disapprove Abstain

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholders.

(6) In case I/We do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my/our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me/us in all aspects.

Signature Proxy Grantor

()

Signature Proxy Holder

()

Signature Proxy Holder

()

Signature Proxy Holder

()

Remark

1. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.
3. In case there are agendas other than those specified above, the additional statement can be specified by the Proxy in the Attachment to Proxy Form B.

Attachment to Proxy Form B

Granting of power to a proxy as a shareholder of TPC Power Holding Public Company Limited in the 2022 Annual General Meeting of Shareholders on April 21, 2022 at 10:00 AM , in which the general meeting of shareholders will be held via electronic media only at The Company's Meeting Room 3rd Floor No. 4/2 Soi Prasert Manukitch 29, Yak 8, Prasert Manukit Road Chorakhe Bua Sub District, Lat Phrao District, Bangkok or on such other date and at such other place as may be adjourned or changed.

.....

Agenda No..... Subject

- (a) The Proxy is entitled to consider and vote on my/own behalf as deemed appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows:
 - Approval Disapprove Abstain

Agenda No..... Subject

- (a) The Proxy is entitled to consider and vote on my/own behalf as deemed appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows:
 - Approval Disapprove Abstain

Agenda No..... Subject

- (a) The Proxy is entitled to consider and vote on my/own behalf as deemed appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows:
 - Approval Disapprove Abstain

Agenda No..... Subject

- (a) The Proxy is entitled to consider and vote on my/own behalf as deemed appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows:
 - Approval Disapprove Abstain

Agenda No..... Subject

- (a) The Proxy is entitled to consider and vote on my/own behalf as deemed appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows:
 - Approval Disapprove Abstain

Agenda No..... Subject

- (a) The Proxy is entitled to consider and vote on my/own behalf as deemed appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows:
 - Approval Disapprove Abstain

Agenda No..... Subject

- (a) The Proxy is entitled to consider and vote on my/own behalf as deemed appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows:
 - Approval Disapprove Abstain

Agenda No..... Subject Election of directors (cont.)

Name of Director

Approval Disapprove Abstain

Name of Director

Approval Disapprove Abstain

Name of Director

Approval Disapprove Abstain

Proxy Form C: General Proxy Form (For foreign shareholders who have custodians in Thailand only)

According to Regulation of Department of Business Development

Re: Form of Proxy (No. 5) B.E. 2550

Written at

Date Month Year

(1) I/We with
address at Road Tambon/Khwaeng Amphoe/ Khet
..... Province Postal Code..... in our capacity as the
Custodian for being a shareholder of TPC
Power Holding Public Company Limited

holding the total amount of Shares and are entitled to vote equal to votes as follows:

ordinary shares shares with the voting rights of votes

preferred shares shares with the voting rights of votes

(2) do hereby appoint either one of the following persons:

(1) Age Years
residing at Road Tambon/Khwaeng
Amphoe/Khet Province Postal Code..... or

(2) Age Years
residing at Road Tambon/Khwaeng
Amphoe/Khet Province Postal Code..... or

(3) Age Years
residing at Road Tambon/Khwaeng
Amphoe/Khet Province Postal Code..... or

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders to be held on April 21, 2022 at 10:00 AM , in which the general meeting of shareholders will be held via electronic media only at The Company's Meeting Room 3rd Floor No. 4/2 Soi Prasert Manukitch 29, Yak 8, Prasert Manukit Road Chorakhe Bua Sub District, Lat Phrao District, Bangkok or on such other date and at such other place as may be adjourned or changed.

(3) I/We would like to grant proxy holder to attend and vote in the Meeting as follows:

Grant proxy the total amount of shares holding entitled to vote.

Grant partial shares of

ordinary shares shares and are entitled to vote equal to votes

preferred shares shares and are entitled to vote equal to votes

Total Votes

(4) I/We therefore would like to vote for each agenda item as follows:

- Agenda 1: To consider and adopt the minutes of the 2021 Annual General Meeting of Shareholders
 - (a) The Proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
 - (b) The Proxy shall vote in accordance with my/our intention as follows:
 - Approve votes Disapprove votes Abstain votes
- Agenda 2: To acknowledge the Company's operating results for the year 2021
 - (a) The Proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
 - (b) The Proxy shall vote in accordance with my/our intention as follows:
 - Approve Disapprove Abstain
- Agenda 3: To consider and approve the financial statements for the fiscal year ended December 31, 2021
 - (a) The Proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
 - (b) The Proxy shall vote in accordance with my/our intention as follows:
 - Approve Disapprove Abstain
- Agenda 4: To consider and approve the dividend payment for the year ending on December 31, 2021
 - (a) The Proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
 - (b) The Proxy shall vote in accordance with my/our intention as follows:
 - Approve Disapprove Abstain
- Agenda 5: To consider the election of directors in place of those retiring by rotation
 - (a) The Proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
 - (b) The Proxy shall vote in accordance with my/our intention as follows:
 - To elect directors as a whole
 - Approve Disapprove Abstain
 - To elect each director individually
 - Mr. Cherdsak Wattanavijitkul
 - Approve Disapprove Abstain
 - Mr. Pathompol Saosap
 - Approve Disapprove Abstain
 - Mr. Thanwa Theeravitayalert
 - Approve Disapprove Abstain

Agenda 6: To consider and approve the remuneration and bonus of directors for the year 2022

- (a) The Proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows:
 - Approve votes Disapprove votes Abstain votes

Agenda 7: To consider and approve appointment of the Company's Auditor and to Auditor's fee for 2022

- (a) The Proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows:
 - Approve votes Disapprove votes Abstain votes

Agenda 8: To consider other business (if any)

- (a) The Proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows:
 - Approve votes Disapprove votes Abstain votes

(5) Votes of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and

shall not be the vote of the Shareholder.

(6) In case I/We do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my/our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me/us in all aspects except for vote of the Proxy which is not in accordance with this Proxy Form.

Signature Proxy Grantor

()

Signature Proxy Holder

()

Signature Proxy Holder

()

Signature Proxy Holder

()

Remark

1. This Form C is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.
2. The necessary evidence to be enclosed with this Proxy Form is:
 - (1) The power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf.
 - (2) A certification that the authorized signatory of the proxy form is licensed to operate the custodian business.
3. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
4. In the agenda relating to election of Directors, it is applicable for elect either directors as a whole or elect each director individually.
5. In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form C as enclosed.

Attachment to Proxy Form C

Granting of power to a proxy as a shareholder of TPC Power Holding Public Company Limited in the 2022 Annual General Meeting of Shareholders to be held on April 21, 2022 at 10:00 AM , in which the general meeting of shareholders will be held via electronic media only at The Company's Meeting Room 3rd Floor No. 4/2 Soi Prasert Manukitch 29, Yak 8, Prasert Manukit Road Chorakhe Bua Sub District, Lat Phrao District, Bangkok or on such other date and at such other place as may be adjourned or changed.

.....

Agenda No..... Subject

(a) The Proxy is entitled to consider and vote on my/own behalf as deemed appropriate.

(b) The Proxy shall vote in accordance with my/our intention as follows:

Approval votes Disapprove votes Abstain votes

Agenda No..... Subject

(a) The Proxy is entitled to consider and vote on my/own behalf as deemed appropriate.

(b) The Proxy shall vote in accordance with my/our intention as follows:

Approval votes Disapprove votes Abstain votes

Agenda No..... Subject

(a) The Proxy is entitled to consider and vote on my/own behalf as deemed appropriate.

(b) The Proxy shall vote in accordance with my/our intention as follows:

Approval votes Disapprove votes Abstain votes

Agenda No..... Subject

(a) The Proxy is entitled to consider and vote on my/own behalf as deemed appropriate.

(b) The Proxy shall vote in accordance with my/our intention as follows:

Approval votes Disapprove votes Abstain votes

Agenda No..... Subject

(a) The Proxy is entitled to consider and vote on my/own behalf as deemed appropriate.

(b) The Proxy shall vote in accordance with my/our intention as follows:

Approval votes Disapprove votes Abstain votes

Agenda No..... Subject

(a) The Proxy is entitled to consider and vote on my/own behalf as deemed appropriate.

(b) The Proxy shall vote in accordance with my/our intention as follows:

Approval votes Disapprove votes Abstain votes

Agenda No..... Subject

(a) The Proxy is entitled to consider and vote on my/own behalf as deemed appropriate.

(b) The Proxy shall vote in accordance with my/our intention as follows:

Approval votes Disapprove votes Abstain votes

Agenda No..... Subject Election of directors (cont.)

Name of Director

Approval votes Disapprove votes Abstain votes

Name of Director

Approval votes Disapprove votes Abstain votes

Name of Director

Approval votes Disapprove votes Abstain votes

Profiles of Independent Directors for Proxy Case



Name-Surname: Dr. Thanu Kulachol

Age: 80 years

Nationality: Thai

Address: 70/44 Moo 5, Khwaeng Khlong Kum,
Khet Bueng Kum, Bangkok

Education:

- Doctor of Humane Letters Honorary Degree, Ohio University, U.S.A.
- Doctor of Humane Letters Honorary Degree, Fairleigh Dickinson University, U.S.A.
- Doctor of Education Honorary Degree, Southern Illinois University, U.S.A.
- Ph.D (High Education), Southern Illinois University, U.S.A.
- M.B.A. (Finance), Magna Cumme Laude , Fairleigh Dickinson University, U.S.A
- Bachelor degree in Business and Administration, Bangkok University

Director Training/Seminar:

- Directors Accreditation Program (DAP), Class 68
- Advanced Management Program, Harvard University, U.S.A.
- Diploma, National Defence College, Joint State-Private Sector Course, Class 2

Work Experience:

- 2020 – present : Chairman of the Board of Director / Independent Director /
Chairman of the Audit Committee
Teera-Mongkol Industry Public Company Limited
- 2019 – present : Public organization representative of The Higher Education
Commission
- 2016 – present : Chairman Siam Power Company Limited / Power
- 2013 – present : Chairman / Independent Director
TPC Power Holding Public Company Limited / Power
- 2008 – present : Chairman / Independent Director
Thai Polycons Public Company Limited / Construction
- 2007 – present : Emeritus Bangkok University
- 2008 – 2011 : Senator
- 1996 – 2000 : Senator
- 1988 – 2007 : Rector Bangkok University

Present position

Listed companies (SET) Chairman of the Board of Director / Independent Director /
Chairman of the Audit Committee
Teera-Mongkol Industry Public Company Limited
Chairman / Independent Director TPC Power Holding Public Company Limited
Chairman / Independent Director Thai Polycons Public Company Limited

Non-listed businesses Emeritus Bangkok University

**Business which may cause
conflict of interest to the** None

Company

Type of director proposed for appointment: Chairman of the Board of Director / Independent Director

Number of years while acting as director: 9 years

Shareholding in the Company: 58,000 ordinary shares

Direct and indirect interest in businesses in which the Company or its

subsidiaries are the party:

Number of meeting attendance in 2021: Attending 5 meetings for the total of 5 board meetings held

Interest in agendas proposed in this Meeting: None

(This nominated person holds no position as director or executive in other businesses that may cause conflicts of interest against the Company)



Profiles of Independent Directors for Proxy Case

| | |
|-----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name-Surname: | Mrs. Boontipa Simaskul |
| Age: | 73 years |
| Nationality: | Thai |
| Address: | 8/101 Soi Pradipat 15, Pradipat Road, Khwaeng Sam Sen |
| Education: | <ul style="list-style-type: none"> - Master Degree, International Economics, University of Colorado, USA - Bachelor Degree, Faculty of Political Science, Chulalongkorn University |
| Director Training/Seminar: | <ul style="list-style-type: none"> - Directors Accreditation Program (DAP), Class 107 - Diploma, National Defence College, Joint State-Private Sector Course, Class 11 |
| Work Experience: | <ul style="list-style-type: none"> - 2014 – Present : Director / Chairman of the Audit Committee / Independent Director, TPC Power Holding Public Company Limited - 2000 – 2002 : Director-General, Department of Business Economics - 1997 – 2000 : Inspector General, Department of Foreign Trade - 1992 – 1997 : Deputy Director-General, Department of Foreign Trade |

Present position

| | |
|-------------------------------|---------------------------------------------------------------------------------------------------------------|
| Listed companies (SET) | Director / Chairman of the Audit Committee / Independent Director TPC Power Holding Public Company Limited |
|-------------------------------|---------------------------------------------------------------------------------------------------------------|

| | |
|------------------------------|------|
| Non-listed businesses | None |
|------------------------------|------|

| | |
|---------------------------------------------------------------------|------|
| Business which may cause conflict of interest to the Company | None |
|---------------------------------------------------------------------|------|

| | |
|---------------------------------------------------|-------------------------------------------------------------------|
| Type of director proposed for appointment: | Director / Independent Director / Chairman of the Audit Committee |
|---------------------------------------------------|-------------------------------------------------------------------|

| | |
|--------------------------------------------------|--------|
| Number of years while acting as director: | 8 year |
|--------------------------------------------------|--------|

| | |
|-------------------------------------|-------------------------|
| Shareholding in the Company: | 100,000 ordinary shares |
|-------------------------------------|-------------------------|

| | |
|-----------------------------------------------------------------------------------------------------------|------|
| Direct and indirect interest in businesses in which the Company or its subsidiaries are the party: | None |
|-----------------------------------------------------------------------------------------------------------|------|

| | |
|----------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------|
| Number of meeting attendance in 2021: | Attending 5 meetings for the total of 5 board meetings held Attending 4 meetings for the total of 4 audit committee meetings held |
|----------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------|

| | |
|------------------------------------------------------|------|
| Interest in agendas proposed in this Meeting: | None |
|------------------------------------------------------|------|

(This nominated person holds no position as director or executive in other businesses that may cause conflicts of interest against the Company)

Profiles of Independent Directors for Proxy Case



Name-Surname: Mr. Thanwa Theeravitayalert
Age: 64 years
Nationality: Thai
Address: 60 Soi Tiwanon 36, Tambon Ta Sai, A. Muang
Nonthaburi, Nonthaburi
Education: - Bachelor Degree, Accounting, Thammasat University
- Bachelor Degree, Laws, Sukhothai Thammathirat University
Director Training/Seminar: - Directors Accreditation Program (DAP), Class 68
Work Experience: - 2014 – Present : Director / Audit Committee / Independent Director
TPC Power Holding Public Company Limited / Power
- 2004 – 2017 : Designated Areas for Sustainable Tourism Administration
(Public Organization)
- 2000 – 2002 : Audit and Management Consultant Company Limited
- 1980 – 2000 : The Electricity Generating Authority of Thailand

Present position

Listed companies (SET) Director / Audit Committee / Independent Director
TPC Power Holding Public Company Limited

Non-listed businesses None

Business which may cause None

conflict of interest to the

Company

Type of director proposed None

for appointment:

Number of years while 8 years

acting as director:

Shareholding in the 58,000 ordinary shares

Company:

Direct and indirect interest None

in businesses in which the

Company or its

subsidiaries are the party:

Number of meeting Attending 5 meetings for the total of 5 board meetings held

attendance in 2021: Attending 4 meetings for the total of 4 audit committee meetings held

Interest in agendas Nominee of 5 time Managing Director Appointment

proposed in this Meeting:

(This nominated person holds no position as director or executive in other businesses that may cause conflicts of interest against the Company)

Profiles of Independent Directors for Proxy Case



| | |
|-----------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name-Surname: | Mr.Norchai Sripimol |
| Age: | 79 years |
| Nationality: | Thai |
| Education: | - MBA (Finance), Fairleigh Dickinson University, USA - Bachelor Degree in Accounting, Chulalongkorn University |
| Director Training/Seminar: | - Directors Accreditation Program (DAP), Class 118 - National Defence College (PorRorOr. Class 8) |
| Work Experience: | - 2015 – present : Director / Member of the Audit Committee / Independent Director, TPC Power Holding Public Company Limited / Power - 2012 – 2012 : Chairman of the Internal Audit Committee, NBTC - 2007 – 2009 : Chairman of the Committee for Broadcasting and Telecommunications Research and Development Fund for the Public Interest - 2004 – 2006 : Chairman of the State Audit Commission, Office of the Auditor General - 2002 – 2004 : Member of the State Audit Commission, Office of the Auditor General - 2002 – 2002 : Deputy Director, Bureau of the Budget |
| Present position | |
| Listed companies (SET) | Director / Member of the Audit Committee / Independent Director TPC Power Holding Public Company Limited |
| Non-listed businesses | None |
| Business which may cause conflict of interest to the Company | None |
| Type of director proposed for appointment: | None |
| Number of years while acting as director: | 7 years |
| Shareholding in the Company: | None |
| Direct and indirect interest in businesses in which the Company or its subsidiaries are the party: | None |

Number of meeting Attending 5 meetings for the total of 5 board meetings held
attendance in 2021: Attending 4 meetings for the total of 4 Audit Committee meetings held
Interest in agendas None

proposed in this Meeting:

(This nominated person holds no position as director or executive in other businesses that may cause conflicts of interest against the Company)



ทีพีซี เพาเวอร์ โฮลดิ้ง
TPC POWER HOLDING

TPC Power Holding Public Company Limited

4/2 Soi Prasert-Manukitch 29, Yaek 8, Prasert-Manukitch Rd., Chorakhehua, Ladprao, Bangkok 10230

Tel. 02-9432935-6 Fax. 02-9432935-6