



**T S Flour Mill Public Company Limited**

**Annual General Meeting of Shareholder for the year 2025**

**Thursday, April 24, 2025 at 09.00 am.**

**The Meeting Room 4<sup>th</sup> Floor**

**T S Flour Mill Public Company Limited**

*90/9 Moo 1, Soi Siamsilo, Poochaosamingphrai Road,*

*Samrongklang, Pharadaeng, Samutprakarn 10130*

*Tel: 02-017-9999 Fax : 02-017-9999 # 222*

For the convenience of registering shareholders or patent holders attending the meeting.

Please bring the meeting notice, registration or compensation letter.

And identity card or identity document issued by the government to confirm his attendance.



Ref : CS012/2025

March 24, 2025

Re: Notice Calling for the 2025 Annual General Meeting of Shareholders

To: Shareholders of  
T S Flour Mill Public Company Limited

- Attachments**
1. Annual Report (Form 56-1 One Report) for the year 2024 in QR Code format and instructions on how to use the QR Code for downloading the annual report.
  2. Information about individuals nominated for election as company directors
    - 2.1 Non-Independent Directors' Profile
    - 2.2 Independent Directors' Profile
  3. Definition of the Company's Independent Directors
  4. Duties and Responsibilities of the Company's Board of Directors and Sub-Committees
  5. Auditor's Profile
  6. Registration, proxy appointment, and voting procedures.
  7. Acceptance for the Invitation of Online Meeting of T S Flour Mill Public Company Limited Form
  8. Proxy Forms A and B
  9. List of Independent Directors who are Appointed as Proxies for Shareholders who are Unable to Attend the Meeting
  10. Company regulations, Section 4: Shareholder Meetings.
  11. Company regulations, Section 3: Directors and Powers of Directors, Article 21, and the Public Limited Companies Act of 2535 B.E., Section 6: Board of Directors, Article 75.
  12. Privacy Notice for the Company's Annual General Meeting of Shareholders for the Year 2023
  13. Registration form for shuttle bus service request.
  14. Location Map of the AGM Meeting Venue

The Board of Directors' Meeting of T S Flour Mill Public Company Limited (“the Company”) held on February 27, 2025, had resolve that the 2025 Annual General Meeting of Shareholders (“AGM”) of the Company be conduct on Thursday, April 24, 2025, at 09:00 a.m. The meeting will be conducted in a Hybrid Meeting format, allowing shareholders or their representatives with the right to attend to participate either in person at the Company's meeting room on the 4th Floor, T S Flour Mill Public Company Limited, at 90/9 Moo 1, Soi Siamsilo, Poochaosamingphrai Road, Samrongklang, Pharadaeng, Samutprakarn, or electronically according to the criteria set by the laws related to Electronic Meetings (E-AGM).

In order to determine the agenda for the 2025 AGM, the Company made an announcement on its website to invite the shareholders to propose meeting agenda items during October 1 to December 31, 2024. At the end of the period, no agenda items had been proposed, therefore, the Company would like to announce the meeting agendas approved by the Board of Directors as follows:

**AGENDA NO.1 : To acknowledge the Board of Director's report on the year 2024 operation**

**FACTS AND RATIONALE** : The operating results of the Company and other important information for year 2024.

**OPINION OF THE BOARD** : The board of directors has reviewed and deemed it appropriate to propose in the AGM to acknowledge the Company's performance results for the year 2023. The details of the 2024 Company's operations are provided in the Annual Report as shown in [Attachment 1](#)

**VOTING RULE** : This agenda item is for acknowledgement, and voting is not required.

**AGENDA NO.2 : To consider and approve the statement of financial position and the statement of comprehensive income for the year ended on December 31, 2024.**



**FACTS AND RATIONALE** : Clause 55 of the Company’s Articles of Association stipulates that the audited financial statements as at the end of the fiscal year of the Company shall be prepared and submitted to the annual general meeting for approval. The Company’s audited financial statements for the year ended December 31, 2024, which have been audited by the certified public accountant of the Company and reviewed by the Audit, Committee, as well as endorsed by the Board of Directors are in the “Financial Statements” section of the Annual Report (Form 56-1 One Report) as shown in Attachment 1 and can be summarized as follows:

**The Summary of the Financial Status As Well As a Statement of Profit and Loss**

Total assets	1,701,434,473	baht
Total liabilities	649,484,824	baht
Shareholders' equity	1,051,949,649	baht
Total income	1,733,780,132	baht
Total cost	1,690,049,523	baht
Financial cost	17,041,860	baht
Income tax expense	7,494,819	baht
Profit for the year	19,193,930	baht
Basic earnings per share	0.05	baht /share

**Cash Flow Statement of the Company**

Derived from operating activities	200,103,762	baht
Used in investment activities	(6,732,052)	baht
Used in financing activities	(230,544,899)	baht
Cash decreased	(37,173,189)	baht

**OPINION OF THE BOARD** : The Board of Directors has reviewed and deemed it appropriate to propose in the AGM to approve The Company’s audited financial statements for the year ended December 31, 2024, which have been audited by the certified public accountant of the Company and reviewed by the Audit, Committee, as well as endorsed by the Board of Directors.

**VOTING RULE** : The resolution in respect of this agenda item shall be passed by a majority of the votes of the shareholders who are present and cast their votes.

**AGENDA NO. 3** : To consider the profit allocation and dividend payment for the company's operating results for the fiscal year 2024.

**FACTS AND RATIONALE**: In 2024, the Company had a net profit from the Company's operations of 19,193,929.85 baht and the Company had set aside a legal reserve of 10% of the registered capital, totaling 39,900,000.00 baht. Therefore, it is requested to approve not to set aside additional legal reserves in 2024 and to approve the payment of an annual dividend for 2024 in cash at the rate of 0.05 baht per share for 398,664,061 shares, totaling no more than 19,933,203.05 baht in dividends, which is a dividend payment from the Company's net profit and retained earnings, representing a dividend payout rate of 103.85% of net profit after deducting legal reserves, which is in line with the Company's policy of setting a dividend payout rate of no less than 50% of net profit after deducting corporate income tax from the separate financial statements and after deducting legal reserves and other accumulated funds as determined by the Company, with a 20% tax credit for dividends.

**The comparison of dividend payment :**

Details of Dividend Payment	2024	2023	2022	2021	2020
1. Net profit as per the separate financial statements (baht)	19,193,929.85	59,095,361	109,403,563	112,681,608	105,519,521
2. Legal Reserve (baht)	0	0	0	0	0
3. Net profit after allowance legal reserve (baht)	19,193,929.85	59,095,361	109,403,563	112,681,608	105,519,521



บริษัท ที เอส ฟลาวมิลล์ จำกัด (มหาชน)

T S FLOUR MILL PUBLIC COMPANY LIMITED



“โรงงานเป็นโรงงานสีเขียวและมีผลิตภัณฑ์ที่ปลอดภัยที่สุดในประเทศไทย”

Details of Dividend Payment	2024	2023	2022	2021	2020
4. Number of shares					
4.1 Number of shares of interim dividend payment (share)	398,664,061	398,664,061	398,664,061	398,664,061	398,664,061
4.2 Number of shares of annual dividend payment (share)	398,664,061	398,664,061	398,664,061	398,664,061	398,664,061
5. Profit per share (baht/share)	0.05	0.15	0.27	0.28	0.26
6. Total dividend payment per share (baht per share)	0.05	0.15	0.21	0.21	0.20
6.1 Interim dividend payment (baht per share)	-	0.08	0.08	0.08	0.08
6.2 Annual dividend payment (baht per share)	0.05	0.07	0.13	0.13	0.12
7. Total dividend payment (baht)	19,933,203.05	59,799,609.15	83,719,452.81	83,719,452.81	79,732,812.20
8. Dividend payout ratio after legal reserve (%)	103.85	101.19	76.52	74.30	75.56

**\* Dividend payment policy**

The Company has a policy to pay dividends to shareholders at a rate of not less than 50% of net profit after corporate income tax of a specific financial statement. And after deducting legal reserves and other savings as determined by the Company. Such dividend payment may be changed Depends on financial status Performance, investment plan, necessity and other suitability in the future as the Board of Directors and / or shareholders of the Company deems appropriate.

**OPINION OF THE BOARD :** The Board of Directors has already considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders to approve the appropriation of profit for the year 2024 as follows:

**1) Profit allocation for the year 2024**

- Net profit of 2024 19,193,929.85 baht
- Approved no legal reserve because 10% of the registered capital has been reached

**2) Dividend payment for the year 2024**

- Net profit of 2024 19,193,929.85 baht
- 5% legal reserve deduction 0 baht
- Profit after reserve 19,193,929.85 baht

**Approved the dividend payment for the year 2024 at the rate of 0.05 baht per share as follows;**

- Propose dividend payment from the annual net profit of 2024 and accumulated profits at 0.05 baht per share, 398,664,061 shares, totaling 19,933,203.05 baht

**Equivalent to 103.85% of net profit after legal reserve, which is in accordance with the Company's dividend policy. \***

**VOTING RULE :** The resolution in respect of this agenda item shall be passed by a majority of the votes of the shareholders who are present and cast their votes.

**AGENDA NO. 4 : To consider the appointment of directors to replace those who retire by rotation 2025**

**FACTS AND RATIONALE:** Clause 18 of the Company’s Articles of Association stipulates that at each annual general meeting, one-third of the directors shall retire from office. Retiring directors are eligible for re-election. The following 4 directors are due to retire at the 2025 AGM:

- 1. Mr. Pricha Attavipach Position: Chairman of the Board of Directors / Independent Director**
- 2. Mr. Narong Janelapawatanakul Position: Director / Executive Director**
- 3. Mr. Chalath Chinthammit Position: Director / Executive Director**
- 4. Mr. Somchai Wanawithaya Position: Director / Chairman of the Audit Committee / Independent Director**

In this regard, there are four directors who have been nominated for consideration in the process of selecting individuals to serve as company directors for reappointment to previous positions. The nominees are as follows: 1. Mr. Pricha Attavipach 2. Mr. Narong Janelapawatanakul 3. Mr. Chalath Chinthammit 4. Mr. Somchai Wanawithaya. The Nominating and Remuneration Committee has carefully considered and thoroughly



evaluated these individuals based on their knowledge, capabilities, and qualifications deemed suitable for the Company's business. They have consistently demonstrated competence in fulfilling their duties, and their experience has proven beneficial to the Company's operations.

The process of selecting individuals to serve as the Company directors has undergone screening by the Nomination and Remuneration Committee, excluding directors with financial interests. The Committee collectively evaluated qualifications, diversity, knowledge, expertise, leadership qualities, integrity, and ethics, including suitability in terms of qualifications, experience, and necessary skills to align with the Company's business strategy. The performance of directors in their roles during the previous term was also considered before recommending their reappointment to the shareholders for approval.

These directors have been thoroughly evaluated based on their experience, knowledge, and dedication, and the committee recommends their reappointment for another term.

Furthermore, in accordance with the Public Limited Companies Act, Section 75, and Company Regulations, Article 21 (details provided in Attachment 11), the power to select new directors lies with the shareholders. Therefore, the Nomination and Remuneration Committee has selected candidates with suitable qualifications, conducted a Board Skill Matrix to assess expertise from various professions and skills, and thoroughly considered their candidacy.

Additionally, the Company provided an opportunity for shareholders to nominate individuals with suitable qualifications for appointment as company directors in advance. The announcement was made on the Company's website (<http://www.tmill.co.th>) and through the electronic system of the Stock Exchange of Thailand. This opportunity was open from October 1, 2024, to December 31, 2024. However, no shareholders expressed interest or submitted nominations during this period.

**OPINION OF THE BOARD** : The Board of Directors, excluding directors with the interests, has considered the qualifications of candidates for directors whose terms are expiring and individuals proposed for election to replace resigning directors. The Nomination and Remuneration Committee, after careful evaluation, has confirmed that the individuals possess the necessary qualifications, knowledge, and suitability as per relevant laws and Company regulations. These individuals are incumbent directors who have provided valuable insights and recommendations to the board and have demonstrated competence in their roles. Moreover, they are experienced and skilled, in compliance with laws and regulations, and have successfully contributed to the Company's business operations. Importantly, they have not held positions as directors or executives in other businesses that could create conflicts of interest with the company. The Committee believes that these candidates will contribute positively to the Company's business and recommends their election at the 2025 AGM as follows:

- 1. Mr. Pricha Attavipach Position: Chairman of the Board of Directors / Independent Director**  
(Proposed for reappointment to the same position for another term)
- 2. Mr. Narong Janelapawatanakul Position: Director / Executive Director**  
(Proposed for reappointment to the same position for another term)
- 3. Mr. Chalut Chinthammit Position: Director / Executive Director**  
(Proposed for reappointment to the same position for another term)
- 4. Mr. Somchai Wanawithaya Position: Director / Chairman of the Audit Committee / Independent Director**  
(Proposed for reappointment to the same position for another term)

\*Summary of the brief history of the proposed 4 directors as provided in [Attachment 2.1 and 2.2](#).

The definition of an independent director of the company is evident in what is included in the [Attachment 3](#).

**VOTING RULE** : The resolution in respect of this agenda item shall be passed by a majority of the votes of the shareholders who are present and cast their votes.

**AGENDA NO. 5 To consider Remuneration of Directors for the year 2025**

**FACTS AND RATIONALE:** The Nomination and Remuneration Committee has considered the remuneration of the Board of Directors and Subcommittees for the year 2025, taking into account the performance and size of the business of the company, and proposes to set the remuneration at a maximum total amount not exceeding 15,044,250 baht per year, and the meeting allowance of the Nomination and Remuneration Committee, equal to the previous year, as follows:

- (1) Monetary Compensation
- 1.1 Monthly Remuneration and Meeting Allowance

**Comparison of remuneration for the year 2024-2025**

Position	Monthly remuneration 2024	Monthly remuneration 2025 (Propose year)
<b>Board of Director</b>		
Chairman of Board of Director	35,000	35,000
Non-Executive Director	25,000	25,000
Executive Director	25,000	25,000
<b>Sub-Committee</b>		
Chairman of Audit Committee	10,000	10,000
Audit Committee	5,000	5,000
Executives Committee	20,000	20,000
Meeting allowance		
Nomination and Remuneration Committee	5,000 baht / person / time	5,000 baht / person / time
Sustainable Development Committee	-	-
Risk Management Committee	-	-

(1.2) The Board of Directors' bonuses are contingent upon the Company's performance each year. The Chairman of the Board is empowered to allocate bonuses within the approved budget to the Board members.

Additionally, no other benefits are provided beyond the aforementioned compensation to the Board of Directors and subcommittees for both the years 2024 and 2025.

\*The roles and responsibilities of the Board of Directors and subcommittees are outlined in the accompanying [Attachment 4](#).

**OPINION OF THE BOARD :** The Board of Directors has considered and deems it appropriate to propose to the 2025AGM for approval of the directors' remuneration for the year 2025. This consideration takes into account various aspects, including completeness and comparison with similar companies in the industry. Based on the Company's performance and business size, it is proposed to set the maximum total compensation at 15,044,250 Baht per year. Meeting allowances for Nomination and Remuneration Committee are proposed at 5,000 baht/person/time. This excludes the Sustainable Development Committee and Risk Management Committee. The proposed remuneration rates will be effective from January 1, 2025, until a different resolution is passed at the annual shareholders' meeting.

**VOTING RULE :** The resolution in respect of this agenda item shall be passed by a vote of not less than two-thirds of the total number of the votes of the shareholders who are present and are eligible to vote.

**AGENDA NO. 6 To consider and approve the appointment of the auditor and fixing the Auditing fees for the year of 2025.**



**FACTS AND RATIONALE:** Section 120 of the Public Limited Companies Act B.E. 2535 stipulates that the appointment of an auditor and determination of its remuneration be approved at every annual general meeting. The selection of the auditor and determination of its remuneration have been reviewed by the Audit, and the Board of Directors.

The Audit Committee has recommended the appointment of Mr.Ampol Chamngwat, Certified Public Accountant No.4663 or Miss Praphasri Leelasupha Certified Public Accountant No.4664 or Mr.Naris Saowalakskul Certified Public Accountant No.5369 or Miss Gunyanun Punyaviwat Certified Public Accountant No.12733 or Mr.Burin Prasongsumrit Certified Public Accountant No.12879 or Ms. Pimjai Kerdkumrai Certified Public Accountant No.13975 Which is an auditor from Sam Nak-Ngan AMC Co., Ltd. as the auditor for the year 2025 to perform the audit and express an opinion on the Company's financial statements with total remuneration not exceeding 870,000 baht.

Name of Auditor	Certified Public Accountant No.	A number of years as an auditor of the Company
1. Mr. Ampol Chamngwat	4663	2 year (2023,2024)
2. Ms. Praphasri Leelasupha	4664	7 year (2012,2013,2014,2017,2018,2023,2024)
3. Mr. Naris Saowalaksakul	5369	8 year (2015,2016 and 2019, 2020,2021,2022,2023,2024)  (According to the guidelines of the SEC, a Company is allowed to appoint the same individual as an auditor for a maximum of 7 consecutive accounting periods, whether continuous or not. In the event that the incumbent auditor has completed 7 consecutive accounting periods, the company may reappoint the same auditor after a minimum hiatus of 5 consecutive accounting periods. This is applicable as long as the auditor in question maintains independence and is not a shareholder of the company. Mr. Naris Saowalaksakul, not being a shareholder of the Company and its affiliated companies, TSTE, is deemed independent to conduct an audit and express opinions on the Company's financial statements.
4. Ms. Gunyanun Punyaviwat	12733	2 year (2023,2024)
5. Mr.Burin Prasongsumrit	12879	1 year (2024)
6. Ms. Pimjai Kerdkumrai	13975	-

\*Information regarding the history and work experience of the auditor: SAM NAK-NGAN A.MC. Co.,Ltd. are presented in [Attachment 5](#).

**Comparative table of audit fees of the company for the years 2023-2025**

Year	Audit Company	Audit Fee (baht)	Others Fee (baht)
2023	SAM NAK-NGAN A.MC. Co.,Ltd.	790,000	60,000 บาท
2024	SAM NAK-NGAN A.MC. Co.,Ltd.	810,000	60,000 บาท
2025	SAM NAK-NGAN A.MC. Co.,Ltd.	810,000	60,000 บาท

SAM NAK-NGAN A.MC. Co.,Ltd. and the Certified Public Accountant is the auditor for TS Flour Mill Public Company Limited and its affiliated company, Thai Sugar Terminal Public Company Limited for 22 years from 2002 to 2024 (except In 2009, the auditor was changed to ASV & Associates Co., Ltd.) and is not a person or entity that may cause conflict of interest with the company, and has independence There is no conflict of interest with the Company and affiliated companies of TSTE Public Company Limited and is not a shareholder of the company, is independent of the Company and its subsidiaries for suggestion for financial statement of the Company.

**OPINION OF THE BOARD** Approved to propose to the 2025 AGM to appoint Mr.Ampol Chamngwat, Certified Public Accountant No.4663 or Miss Praphasri Leelasupha Certified Public Accountant No.4664 or Mr.Naris Saowalakskul Certified Public Accountant No.5369 or Miss Gunyanun Punyaviwat Certified Public Accountant No.12733 or Mr.Burin Prasongsumrit Certified Public Accountant No. 12879 or Ms. Pimjai Kerdkumrai Certified Public Accountant No.13975 Which is an auditor from Sam Nak-Ngan AMC Co., Ltd. as the auditor for the year 2025 to



บริษัท ที เอส ฟลาวมิลล์ จำกัด (มหาชน)

T S FLOUR MILL PUBLIC COMPANY LIMITED



“โรงงานเป็นโรงงานสีเขียวและมีเทคโนโลยีการผลิตทันสมัยที่สุดในประเทศ”

perform the audit and express an opinion on the Company's financial statements with total remuneration not exceeding 870,000 baht. The auditors are independent and have no conflict of interest in the Company

**VOTING RULE** : The resolution in respect of this agenda item shall be passed by a majority of the votes of the shareholders who are present and cast their votes. votes of the shareholders who are present and cast their votes.

Therefore, we kindly request your attendance at the meeting on the specified date, time, and location

Sincerely Yours,

(Ms. Waewta Kullachotthada)

Company Secretary





**Annual Report (Form 56-1 One Report) for the year 2024 in QR Code format  
and instructions on how to use the QR Code for downloading the annual report**

The Stock Exchange of Thailand, Thailand Securities Depository Company Limited, as a securities registrar, has developed a system for listed companies in the stock exchange. Send shareholders' meeting documents and annual reports in electronic format via QR code (QR Code) allowing shareholders to browse information easily and quickly. Which shareholders can download information via QR Code as follows;

**For iOS system (iOS 11 and above)**

1. Open the camera (Camera) on the phone.
2. Scan (facing the mobile photo box) at QR Code
3. The screen will have a message. (Notification) Up above, click on the message to see the meeting information.

**Note:** In the case of no messages (Notification) on mobile phones, shareholders can scan QR Code from applications Other applications such as QR Code Reader, Facebook and Line etc.

**For Android system**

1. Open the application, QR Code Reader, Facebook or Line

**Steps to scan QR Code via Line**

1. Go to Line and choose add friend (add friends), select QR Code, scan QR Code.
2. Scan QR Code to view the Annual Report

ข้อมูลบริษัท / หลักทรัพย์  
Company / Securities Information



<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=TMILL&date=250424>

**Note :** If the QR Code cannot be downloaded via mobile phone, shareholders can download the Annual Report 2024 (56-1 One Report) from the company's website <http://www.tmill.co.th> By visiting the Investor Relations / From 56-1.

**Information about individuals nominated for election as company directors****(Non-Independent Directors' Profile)**

**Name** : Mr. Narong Janelapawatanakul

**Type of director proposed for appointment** : Director / Executive Director

**Current position** : Director / Executive Director  
( Authorized to sign the company )

**Age** : 59 years

**Nationality** : Thai

**Date of tenure** : 29 June 2010

**Number of years as a director until the end of this term** : 14 years 10 months

**Meeting attendance in 2024**

- Board of Directors Meetings : Normal agenda 12 times out of 12 total (accounting for 100%)
- Executive Committee Meeting : Regular agenda 12 times out of 12 total (accounting for 100%)
- Shareholder meeting : Normal agenda 1 time out of 1 total (accounting for 100%)

**Proportion of shareholding in the company ( % ) as of December 31 , 2024 (including spouse and minor children) : - None -**

**Educational history** : - Bachelor's degree of Economics, Thammasat University

**Director training history** : - Director Accreditation Program (DAP Class 62/2007)  
Thai Institute of Directors Association ( IOD)

**Work experience / present:**

- a) Listed company ( other ) totaling 0 company as follows :  
- None -
- b) Companies that are not listed companies / executives in other businesses, totaling 7 companies as follows:
- Director of Mitkaset Uthaithani Company Limited
  - Director of Uthaithani IO Energy Company Limited
  - Director of Watanakul Oxygen Company Limited
- (c) Holding positions in other organizations : None
- (d) Holding a position in a business that competes with the Company's business that may cause a conflict of interest : No position held
- (e) Specify the name of the type of business in cases where it may cause a conflict of interest. (in the past 2 years) : None

**Family relationships between directors and executives** : None

**Presence/absence of interest in agenda items related to independent directors** : None

**Prohibited qualifications** : No criminal record related to property offenses committed with dishonesty, no history of transactions that could create conflicts of interest with the company in the past year.

**Criteria for selecting directors :**

- The selection and compensation committee has considered and found that Mr. Narong Janelapawatanakul has the qualifications as required by law, possesses knowledge and abilities beneficial to the company's business operations. Therefore, it is deemed appropriate to reinstate him to the same position for another term. The individual nominated for this position does not hold a position as a director or executive in other businesses that may create conflicts of interest with the company.
- The nomination is approved for consideration and approval by the shareholders at the meeting, as recommended by the Nomination and Remuneration Committee and the Board of Directors.

**Information of those nominated for election as company directors****(Directors who are not independent directors)**

**Name** : Mr. Chalot Chinthammit

**Type of director proposed for appointment** : Director / Executive Director

**Current position** : Director / Executive Director  
( Authorized to sign the company )

**Age** : 53 years

**Nationality** : Thai

**Date of tenure** : 29 June 2010

**Number of years as a director until the end of this term** : 14 years 10 months

**Meeting attendance in 2024**

- Board of Directors Meetings : Normal agenda 12 times out of 12 total (accounting for 100%)
- Executive Committee Meeting : Regular agenda 12 times out of 12 total (accounting for 100%)
- Shareholder meeting : Normal agenda 1 time out of 1 total (accounting for 100%)

**Proportion of shareholding in the company ( % ) as of 31 December 2024** : - None -

**(Including spouse and minor children)**

**Educational history** : - Bachelor's degree of Business Administration (Finance and Banking), Assumption University  
- Master's degree of Business Administration (Finance and Banking), Mercer University, USA

**Director training history** : - Director Accreditation Program (DAP, class no. 17/2004)  
Thai Institute of Directors Association (IOD)  
- Certificate of Senior Executive Program, Capital Market Academy (CMA, Class 10)  
- Energy Science Institute (ESIA, Class 6)  
- Business and Industrial Science Institute (BSI, Class 3)  
- Business Reform and Innovation Networking Program, Class 3

**Work experience / present:**

- a) Listed company ( other ) totaling 5 company as follows :
- Director of Khon Kaen Sugar Public Company Limited
  - Director of Rocktech Global Public Company Limited
  - Director of TSTE Public Company Limited
  - Director of BBGI Public Company Limited
  - Director of Triton Holding Public Company Limited
- b) Companies that are not listed companies / executives in other businesses, 27 companies as follows:
- Chief Executive Officer, New Krungthai Sugar Factory Company Limited
  - Chief Executive Officer, Thamaka Sugar Company Limited
  - Managing Director, New Kwang Soon Lee Sugar Company Limited
  - Director, Tourism Authority of Thailand
  - Director, Khun Chuan Company Limited
  - Director, Win Ingredients Company Limited
  - Director, BBGI Bioethanol (Chachoengsao) Company Limited
  - Director, WSP Logistics Company Limited
  - Director, KSL Agro and Trading Company Limited.
  - Director, Koh Kong Plantation Company Limited



- Director, Savannakhet Sugar Company Limited
- Director, Khon Kaen Sugar Power Plant Company Limited
- Director, BBGI Bioethanol Public Company Limited
- Director, KSL Export Trading Company Limited
- Director, Thai Sugar Miller Company Limited
- Director, On Nut Construction Company Limited
- Chairman, Colossal International Company Limited
- Director, M.M.P. Corporation Company Limited
- Director, Raja Ceramic Company Limited
- Director, KSL Real Estate Company Limited
- Director of KSL Sugar Holding Company Limited
- Director of Cheng Press Company Limited
- Director of Shinkij Company Limited
- Director of Raja Solar Material Company Limited.
- Director of Raja Porcelain Company Limited
- Director of Chanarat Company Limited
- Director of Para Ruamchok Company Limited

(c) Holding positions in other organizations : None

(d) Holding a position in a business that competes with the Company's business that may cause a conflict of interest : None

(e) Specify the name of the type of business in cases where it may cause a conflict of interest. (in the past 2 years) : None

**Family relationships between directors and executives** : None

**Having/not having any interest in the agenda related to independent directors** : None

**Prohibited qualifications** : No criminal record related to property offenses committed with dishonesty, no history of transactions that could create conflicts of interest with the company in the past year.

**Criteria for selecting directors :**

- The selection and compensation committee have considered and found that Mr. Chalut Chinthammit has the qualifications as required by law, possesses knowledge and abilities beneficial to the company's business operations. Therefore, it is deemed appropriate to reinstate her to the same position for another term. The individual nominated for this position does not hold a position as a director or executive in other businesses that may create conflicts of interest with the Company.

The nomination is approved for consideration and approval by the shareholders at the meeting, as recommended by the Nomination and Remuneration Committee and the Board of Directors.

Attachment 2.2

**Information of those nominated for election as company directors**

**(Independent Directors' Profile)**

**Name** : Mr. Pricha Attavipach

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

**Current position** : Chairman of the Board of Directors / Independent Director

**Age** : 87 years

**Nationality** : Thai

**Date of tenure** : 29 June 2010



**Number of years as a director until the end of this term** : 14 years 10 months

**Meeting attendance in 2024**

- Board of Directors Meeting : Normal agenda 12 times out of 12 total (accounting for 100%)
- Executive Committee Meeting : Normal agenda 12 times out of 12 total (accounting for 100%)
- Shareholder meeting : Normal agenda 1 time out of 1 total (accounting for 100%)

**Proportion of shareholding in the company ( % ) as of 31 December 2024** : Number 1,703,017 Stocks (0.43%)

**(Including spouse and minor children)**

**Educational History** :  
 - Bachelor's Degree of Industrial Engineering, Chulalongkorn University  
 - Master's degree of Industrial Engineering and Management, Oklahoma State University, USA

**Director training history**  
 - Director Accreditation Program (DAP, class no. 107/2017)  
 Thai Institute of Directors Association (IOD)  
 - Director Certification Program (DCP, class no. 39/2004)  
 Thai Institute of Directors Association (IOD)  
 - Finance for Non-Finance Directors (FND Class no. 8/2004)  
 - Audit Committee Program (ACP Class no. 11/2006)  
 - National Defense College Certificate (NDC Class no. 32)

**Work experience / present:**

- a) Listed company ( other ) totaling 2 company as follows:
- Chairman of the Board of Directors, TSTE Public Company Limited
  - Chairman of the Board of Directors, Kaset Thai International Sugar Corporation Public Company Limited
- b) Companies that are not listed companies / executives in other businesses, totaling 16 companies as follows:
- Chairman of Kaset Thai Biopower Public Company Limited
  - Chairman of SI Property Company Limited
  - Chairman of Thai Ekaluck Sugar Company Limited
  - Chairman of Ruamphon Industry Nakhon Sawan Company Limited
  - Chairman of Ekarat Pattana Company Limited
  - Chairman of Siam P.P. International Company Limited
  - Chairman of Environmental Pulp and Paper Company Limited
  - Chairman of Pan-Paper (1992) Company Limited
  - Chairman of Ruamkit Anghthong Warehouse Company Limited
  - Chairman of Khunying Panchuen Ruensiri Foundation
  - Chairman of Ajarn Lai-Aj Bhamrapa Foundation
  - Director of H.C. Stark Company Limited



- President of the University Council, Chao Phraya University
- Academic Committee, Engineering Institute of Thailand under Royal Patronage (Occupational Health and Safety Management System)
- Senior Engineer Expert, Council of Engineers, Industrial Engineering Branch
- Member of the Law Drafting Committee, Ministry of Labor

(c) Holding positions in other organizations : None

(d) Holding a position in a business that competes with the Company's business that may cause a conflict of interest : None

(e) Specify the name of the type of business in cases where it may cause a conflict of interest. (in the past 2 years) : None

**Family relationships between directors and executives** : None

**Presence/absence of interest in agenda items related to independent directors** : None

**Having/not having interest in the relevant agenda with independent directors :** No criminal record related to property offenses committed with dishonesty, no history of transactions that could create conflicts of interest with the company in the past year.

**Prohibited qualifications :** No history of criminal offenses related to property committed by Corrupt person has no history of making transactions that here may be a conflict of interest with the Company in the past year

**Criteria for selecting directors :**

- The Nomination and Remuneration Committee considered and found that Mr. Pricha Attavipach is fully qualified as required by law, has knowledge and ability that will be beneficial to the Company's business operations, is not a director who is involved in the management, an employee, a worker or a consultant who receives a regular salary / is not a professional service provider and has no significant business relationship that may cause him to be unable to perform his duties independently, including selection by making a table of expertise from various professions and skills (Board Skill Matrix) and the Board of Directors has carefully considered and therefore sees fit to propose Mr. Pricha Attavipach to be elected as a director to return to his original position for another term at the 2025 Annual General Meeting of Shareholders.

**Information about individuals nominated for election as company directors****Attachment 2.2****(Independent Directors' Profile)**

**Name** : Mr. Somchai Wanawithaya

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

**Current position** : Director / Chairman of the Audit Committee / Independent Director

**Age** : 76 years

**Nationality** : Thai

**Date of tenure** : 17 March 2011

**Number of years as a director until the end of this term** : 14 years 1 months

**Meeting attendance in 2024**

- Board of Directors Meeting : Normal agenda 10 times out of 12 total (accounting for 83.33% )
- Audit Committee Meeting : Normal agenda 4 times out of 4 total (accounting for 100% )
- Shareholder meeting : Normal agenda 1 time out of 1 total (accounting for 100% )

**Proportion of shareholding in the company ( % ) as of 31 December 2024** : - None -

**(Including spouse and minor children)**

**Educational History** : - Bachelor's Degree of Business Administration, Southeastern Louisiana University, USA  
- Master's degree of Business Administration, Southeastern Louisiana University, USA

**Director training history** : - Director Accreditation Program (DAP, class no. 8/2004)  
Thai Institute of Directors Association ( IOD)  
- Director Certification Program (DCP, class no. 49/2004)  
Thai Institute of Directors Association ( IOD)

**Work experience / present:**

- c) Listed company ( other ) totaling 1 company as follows:  
- Audit Committee / Independent Director, Sabina Public Company Limited
- d) Companies that are not listed companies / executives in other businesses, totaling 0 companies as follows:  
- None -

- (c) Holding positions in other organizations : None
- (d) Holding a position in a business that competes with the Company's business that may cause a conflict of interest : None
- (e) Specify the name of the type of business in cases where it may cause a conflict of interest. (in the past 2 years) : None

**Family relationships between directors and executives** : None

**Presence/absence of interest in agenda items related to independent directors** : None

**Having/not having interest in the relevant agenda with independent directors** : No criminal record related to property offenses committed with dishonesty, no history of transactions that could create conflicts of interest with the company in the past year.

**Prohibited qualifications** : No history of criminal offenses related to property committed by Corrupt person has no history of making transactions that here may be a conflict of interest with the Company in the past year

**Criteria for selecting directors** :



- The Nomination and Remuneration Committee considered and found that Mr. Somchai Wanawithaya is fully qualified as required by law, has knowledge and ability that will be beneficial to the Company's business operations, is not a director who is involved in the management, an employee, a worker or a consultant who receives a regular salary / is not a professional service provider and has no significant business relationship that may cause him to be unable to perform his duties independently, including selection by making a table of expertise from various professions and skills (Board Skill Matrix) and the Board of Directors has carefully considered and therefore sees fit to propose Mr. Somchai Wanawithaya to be elected as a director to return to his original position for another term at the 2025 Annual General Meeting of Shareholders.



Attachment 3**Definition of the Company's Independent Directors**

The Board of Directors of the Company has defined the criteria for independent directors, which refers to individuals who possess complete qualifications and independence more stringent than the criteria set by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). Currently, the criteria include:

- 1) Independence Criteria: Each independent director of the Company must meet the criteria specified in the Securities and Exchange Commission's Announcement No. 39/2559 regarding the offering of newly issued shares.
  - Hold less than one percent (1%) of the total voting rights of the Company, including shares held by related parties.
  - Not be, or have been within the past two (2) years, a director with management responsibilities, an employee, or a consultant receiving regular salary from the Company, its parent company, subsidiaries, or affiliates.
  - Have no blood relationship or legal registration relationship, such as parent, spouse, siblings, or children, with other directors, executives, major shareholders, or controlling persons of the Company.
  - Have not held or been a shareholder with more than one percent (1%) voting rights of the total voting rights of any other company within the last two (2) years unless exempted for a minimum of two (2) years.
  - Has not had or currently has a business relationship with the Company, its parent company, subsidiaries, affiliated companies, major shareholders, or controlling persons of the Company, in a manner that may impede independent judgment, including not being or having been a shareholder with interests or a person with controlling power related to individuals with a business relationship with the Company, its parent company, subsidiaries, affiliated companies, major shareholders, or controlling persons of the Company, unless exempted for a minimum of two (2) years.

The aforementioned business relationship includes transactions related to trade conducted regularly to carry out leasing or renting of real estate, transactions related to assets or services, or the provision or receipt of financial assistance through loans, guarantees, providing assets as collateral, and other similar transactions. These transactions result in the Company or the contracting party having a debt obligation to the other party, representing three percent (3%) of the net assets of the Company or exceeding ten billion Baht, whichever is lower. The calculation of the aforementioned debt obligation follows the valuation method of transactions interlinked as per the Securities and Exchange Commission's announcement on criteria for interlinked transactions, but in evaluating the debt obligation, include all debts arising within one year before the date of a business relationship with the same individual.

- Not be, or have been within the past two (2) years, an auditor of the Company, its parent company, subsidiaries, affiliates, major shareholders, or controlling persons unless exempted for a minimum of two (2) years.
- Not have provided professional services, including legal or financial consultancy, receiving fees exceeding two million (2,000,000) Baht per year from the Company, its parent company, subsidiaries, affiliates, major shareholders, or controlling persons unless exempted for a minimum of two (2) years.
- Not be a director appointed to represent the Company, major shareholders, or related parties.
- Does not engage in businesses that are of a similar nature and compete directly with the operations of the Company or its subsidiaries. Moreover, he is not a shareholder with interests or a person with controlling power who holds more than one percent (1%) of the total voting rights of another company that operates in a similar and competitive business with the Company or its subsidiaries. This includes not being a director involved in the management, an employee, or a consultant receiving a regular salary or holding shares exceeding one percent (1%) of the total voting rights of the other company, which operates in a similar and competitive business with the Company or its subsidiaries. Have no other characteristics that would compromise independent judgment regarding the Company's operations.
- Has no other characteristics that would prevent providing an independent opinion regarding the Company's operations.
- Not be a director appointed by The Board of Directors to make decisions regarding the operations of the Company, its parent company, subsidiaries, affiliated companies, major shareholders, or controlling persons. And,
- Not be a director of the same registered company, subsidiary, or subsidiary at the same level.



- 2) Independent directors should independent from the management and major shareholders of the Company, and none of the independent directors hold positions as directors in more than five (5) registered companies in Thailand.
- 3) Independent directors should serve consecutive terms not exceeding nine (9) years from the date of the first appointment. If reappointed, the board should consider the necessity.

Attachment 4**Duties and Responsibilities of the Company's Board of Directors and Sub-Committees**

- **The roles and responsibilities of the company's board of directors.**
  - 1) Carrying out duties in accordance with the law, company objectives, resolutions of the Board of Directors of directors, and decisions made at shareholder meetings is done with a sense of responsibility, vigilance, and honesty and integrity.
  - 2) Reviewing and approving the details of the Company's vision, mission, business strategies, business direction, business policies, goals, guidelines, operational plans, and budgets, as presented by the management and executive team, is part of the responsibilities.
  - 3) Supervising the management and overseeing the performance of the executive team, including the CEO and other individuals appointed to carry out these duties, to ensure alignment with the Company's vision, mission, business strategies, business direction, business policies, goals, guidelines, operational plans, and budgets as set by the Board of Directors.
  - 4) Monitoring the performance of the Company and its subsidiaries continuously to ensure compliance with the operational plans and budgets set by the Company.
  - 5) Implementing suitable and efficient accounting systems for both the Company and its subsidiaries, along with establishing adequate internal control and internal audit systems. Additionally, ensuring a regular assessment process for the appropriateness of the internal control systems of the Company.
  - 6) Ensuring a balanced financial position and profit/loss statement as of the end of the Company's accounting period. This includes personally signing to certify the aforementioned financial statements for presentation at the annual ordinary shareholders' meeting for approval.
  - 7) Reviewing and approving the selection and appointment of auditors, as well as considering the appropriate remuneration, as proposed by the Audit Committee before presenting it to the ordinary shareholders' meeting for approval.
  - 8) Establishing policies related to corporate governance principles set by the Stock Exchange of Thailand and the Securities and Exchange Commission. Providing approval for such policies and actively promoting their effective implementation to maintain a high standard of corporate governance within the Company. It is ensured that the Company remains committed to all stakeholders with regular reviews of these policies, at least once a year.
  - 9) Ensuring the Company conducts its business in accordance with principles of integrity, transparency, and good corporate governance, as approved by the Board of Directors. This includes instilling a strong sense of ethics and integrity among board members, executives, and employees. Communication within the organization is facilitated through electronic mail systems and bulletin boards. Additionally, standard operating procedures (SOPs) are established to control internal operations effectively.
  - 10) The Board of Directors oversees the implementation of a robust risk management system covering the entire organization. The Risk Management Committee is entrusted with formulating risk management policies and presenting them to the Audit Committee and the Board for acknowledgment. The Risk Management Committee executes these policies and provides regular reports to the Audit Committee and the Board. The Company conducts periodic reviews and evaluations of its risk management system at least once a year. The results are disclosed in the annual report, and attention is given to emerging risks, including early warning signs and abnormal incidents, at regular intervals.
  - 11) Establish a whistleblower policy allowing individuals to report irregularities or losses through the Company's website or directly to the Audit Committee and the Board of Directors. The reporting channels may involve internal audit department heads and/or the secretary of the Audit Committee. Clear procedures should be in place for receiving and investigating reports, and the Company should maintain confidentiality. Regular reporting to the independent directors or the Audit Committee is necessary, and actions taken in response to the reports should be well-documented.
  - 12) Consider approving the appointment of individuals with the required qualifications and without disqualifications as specified in the Public Company Limited Act B.E. 2535 (including subsequent amendments) and the Securities and Exchange Act B.E. 2535 (including subsequent amendments). This includes compliance with relevant announcements, regulations, and rules. The appointment process should be transparent, and approvals for appointments to vacant positions outside the normal term should be sought. The consideration for approval includes compensation for the appointed directors, which should be presented to shareholders for approval.



- 13) Appoint subcommittees, such as the Audit Committee and Management Committee, and define their roles and responsibilities to assist and support the work of the Board of Directors. Consider setting compensation for subcommittee members within the budget proposed by the management (not exceeding the approved amount by shareholders).
- 14) Consider appointing the CEO and Company Secretary, along with determining their compensation. Also, review and approve the total amount for annual bonuses for employees and executives of the Company.
- 15) Review and approve expenditures for investments, various operations, loans, or credit requests from financial institutions, and acting as a guarantor. This should align with the Company's regulations, rules, relevant announcements, and the rules of the Stock Exchange of Thailand and the Securities and Exchange Commission. Regular reporting of such transactions to the Board of Directors, the Audit Committee, and the shareholders' meeting is necessary.
- 16) Review and approve transactions involving the Company, its subsidiaries, and joint ventures (if any) with related parties as stipulated in the Securities and Exchange Act B.E. 2535 (including subsequent amendments), as well as the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission. Additionally, consider approving principles regarding general trading conditions for transactions between the Company and its subsidiaries (if any) with executives or related individuals. This is to establish a framework for management to conduct transactions within the legal framework and relevant criteria. The proposal should undergo scrutiny by the Audit Committee before seeking approval from the Board of Directors and/or the shareholders' meeting. Furthermore, any directors or executives of the Company who have a vested interest or are involved shall abstain from participating in the decision-making process for such transactions.
- 17) Establish suitable communication channels with each group of shareholders and oversee the disclosure of information to ensure accuracy, clarity, transparency, and alignment with the Company's information disclosure policy and relevant regulations.
- 18) Review and approve interim dividends.
- 19) Consider approving the appointment and changes in the names of authorized signatories who have the authority to sign binding agreements on behalf of the Company.
- 20) Seek professional opinions from external organizations if necessary to make informed decisions.
- 21) Ensure efficient company operations that protect the interests of all stakeholders.
- 22) Organize an annual ordinary shareholders' meeting within four (4) months from the end of the Company's accounting period.
- 23) Conduct committee meetings at least every three (3) months.
- 24) Prepare and take responsibility for the annual committee report, including financial statements, to present at the shareholders' meeting for consideration and approval.
- 25) Evaluate the committee's overall performance and assess the individual performance of each committee member to review achievements, issues, and challenges each year. Use the evaluation results for continuous improvement and development in various aspects of the committee's operations.
- 26) Supervise and manage the administration and operations of the Company in accordance with the Company's policies, securities laws, and relevant regulations of the Securities and Exchange Commission (SEC), the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand. This includes overseeing transactions that are interrelated and the acquisition or disposal of significant assets, ensuring compliance with laws and regulations, and establishing adequate and appropriate internal control and internal audit systems.

The Board of Directors of directors has the authority to delegate and/or assign specific tasks to other individuals, as specified in the power of attorney within the defined scope provided in written instruments and/or in accordance with regulations, terms, or orders set forth by the Board of Directors and/or the Company itself. It should be emphasized that the delegation of duties and responsibilities by the board of directors does not take the form of an authorization or delegation that could compromise the board's ability to approve transactions, especially in cases where conflicts of interest may arise.

In situations where individuals, including board members, may have conflicts of interest (as defined by the Securities and Exchange Commission and/or the Stock Exchange of Thailand and/or relevant authorities), they may abstain from participating in the decision-making process for specific transactions. The board ensures that approvals are granted based on policies and criteria set forth by shareholder meetings or the Board of Directors and are in line with normal business operations and



conditions. These measures aim to avoid any form of personal gain or conflict of interest with the Company or its subsidiaries, except in cases explicitly approved according to the policies and criteria established by shareholder meetings or The Board of Directors.

27) Review the Charter of the Board of Directors at least once a year.

● **Roles and Responsibilities of the Audit Committee**

1. The Audit Committee is tasked with reviewing and ensuring that the Company accurately and sufficiently reports its financial information in accordance with financial reporting standards. This is done through coordination with external auditors and responsible managers in the preparation of financial reports, both quarterly and annually. The Audit Committee may provide recommendations for the external auditors to audit or examine any transactions or items deemed significant and necessary during the Company's accounting audit.
2. The Audit Committee is responsible for scrutinizing and ensuring that the Company has appropriate, sufficient, and effective internal control systems. This includes internal controls to manage and monitor risks within the organization. The Committee assesses the adequacy and efficiency of the Company's internal control system.
3. The Committee evaluates the independence in carrying out the responsibilities of the person responsible for developing and auditing the effectiveness of the risk management and internal control within the internal audit unit. Moreover, the Committee provides approval for the appointment, transfer, termination, or any other changes in leadership roles within the internal audit unit or other units responsible for internal audits.
4. The Committee has the authority to access information at all levels of the Company, including inviting executives, department heads, employees, or relevant individuals to participate in meetings to provide explanations. Additionally, the Audit Committee is responsible for sending and receiving relevant information within the scope of duties assigned by the Board of directors.
5. Reviews and approves the annual budget, staffing levels, and resources necessary for the internal audit department's operations. It approves the annual audit plan, considers and approves significant changes to the audit plan, and oversees the internal audit department's operations to ensure alignment with the approved plan. The Audit Committee evaluates the quality of internal audit work regularly, following international professional standards for internal audit practices.
6. Ensures compliance with securities and stock market laws, regulations of the Stock Exchange of Thailand, and rules set by the Securities and Exchange Commission or any laws relevant to the Company's business.
7. Considers, selects, proposes appointments, and, if necessary, terminates independent individuals to serve as the Company's accountants. It also proposes the compensation for these individuals, taking into account their credibility, resource adequacy, the quantity of the audit work of the accounting office, and the experience of the personnel assigned to audit the company's accounts. The Audit Committee participates in meetings with the accountants at least once a year without the management present.
8. Reviews related party transactions or transactions that may have conflicting interests, ensuring accuracy, completeness, compliance with laws, and relevant regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission. This is to ensure that these transactions are in accordance with the law and the relevant regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission, providing assurance that the transactions are reasonable and beneficial to both the Company and the shareholders.
9. Preparing the report on the results of the oversight of the Audit Committee, to be disclosed in the annual report of the Company. This report must be signed by the Chairman of the Audit Committee and include at least the following information:
  - 1) Comments on the accuracy, completeness, and reliability of the Company's financial reports.
  - 2) Comments on the adequacy of the internal control system and risk management of the Company.
  - 3) Comments on compliance with securities laws, regulations of the Stock Exchange of Thailand, or any laws related to the Company's business.
  - 4) Comments on the suitability of the external auditor.
  - 5) Comments on items that may have conflicting interests.
  - 6) Number of Audit Committee meetings and attendance of each Committee Member.
  - 7) General comments or observations received by the Audit Committee in the performance of its duties as outlined in the Charter.



- 8) Other items that the shareholders and general investors should be informed of, within the scope of duties and responsibilities assigned by the Board of Directors.
  10. Conduct an examination to ensure that the Company has a systematic and effective risk management process, assessing the adequacy of strategic risk management to sustain the Company's growth. This includes monitoring the results of risk management and evaluating risk management performance by the Risk Management Committee.
  11. Meet with the management team at least once (1) a year.
  12. Examine the Company's processes related to whistleblowing and complaint handling, which are managed by the management team. This involves reviewing summaries of complaints and reporting incidents of corruption, as well as establishing preventive measures.
  13. Review the Company's operations to ensure alignment with anti-corruption policies/measures, including verifying the accuracy of reference documents and self-assessment forms related to anti-corruption measures under the Thai Private Sector Collective Action against Corruption (CAC) initiative. This ensures confidence in the sufficiency and effectiveness of anti-corruption measures.
  14. Consider the use of services other than auditing from the same auditing office.
  15. In performing the duties of the Audit Committee, if there is a discovery or suspicion of transactions or actions that may significantly impact the financial status and operational results of the Company, the Audit Committee shall report to the Board of Directors for internal improvement within a timeframe deemed appropriate by the Audit Committee. The types of transactions or actions that require reporting may include but are not limited to the following:
    - Transactions involving conflicts of interest.
    - Fraud, abnormalities, or significant deficiencies in the internal control system.
    - Violations of securities laws, stock exchange regulations, or laws related to the company's business. If the Audit Committee reports to the Board of Directors regarding matters that have a significant impact on the financial status and operational results, and after joint discussions with the Board of Directors and management, it is found that corrective actions need to be taken, the Audit Committee may report such findings to the Securities and Exchange Commission and/or the Stock Exchange of Thailand if it is found that there is unjustifiable inaction regarding the corrective actions within the specified timeframe.
  16. Review and propose amendments to the Audit Committee Charter as deemed necessary at least once (1) a year.
  17. Conduct a review of the performance in the past year by preparing a work performance report and presenting it to the Board of Directors at least once a year.
  18. Seek independent opinions from professional advisors as needed to provide insights or recommendations within the scope of responsibilities, as deemed appropriate and necessary, and at the expense of the Company.
  19. Perform other duties as assigned by the Board of Directors with the approval of the Audit Committee. In carrying out the aforementioned duties, the Audit Committee is directly responsible to the Board of Directors. The Board of Directors retains the responsibility for overseeing the company's operations. The external parties to the Board of Directors have the authority to amend, modify the definition, and qualifications of independent directors and the Charter of the Audit Committee to align them with the responsibilities and obligations of the Audit Committee. This alignment is to comply with the criteria set by the Securities and Exchange Commission, the Stock Exchange of Thailand, and/or other relevant laws and regulations.
- **Roles and Responsibilities of the Nomination and Remuneration Committee**
    1. Evaluate the structure and composition of the committee, considering the appropriate number and qualifications of the members for the company's business.
    2. Assess the qualifications of individuals to be appointed as independent committee members, ensuring they meet at least the independence criteria set by the Securities and Exchange Commission (SEC).
    3. Review policies and criteria for selecting individuals with suitable qualifications to serve as company directors and executives. Present these recommendations to the Board of Directors and/or shareholders' meeting for consideration and appointment.



4. Evaluate and examine the framework of policies, guidelines, and compensation for directors and executives to ensure it is appropriate, aligns with responsibilities, and is comparable to industry benchmarks. Link this assessment to the performance of each committee member. If changes are deemed necessary from the original shareholder meeting resolution, present them for consideration by the Board of Directors for subsequent approval.
5. Provide approval for the review of the Succession Plan policy and monitor its implementation. Present findings and recommendations to the Board of Directors.
6. Consider the development plan for committee members to enhance their understanding of the company's business, industry trends, and governance roles. Evaluate the plan for the continuous development of existing and incoming committee members to align with the company's needs.
7. Evaluate the performance of the Board of Directors and executives to report to the Board.
8. Periodically review the Nomination and Remuneration Committee Charter, at least once a year."

● **Roles and Responsibilities of the Executive Committee.**

1. Establish and review strategies, goals, and annual plans together with the Chairman of the Executive Committee, Chief Executive Officer, Executive Directors, and equivalent positions or the management team. Present these to the Board of Directors for consideration, approval, or endorsement.
2. Oversee the appropriateness and adequacy of the risk management system, including internal controls, together with the Chairman of the Executive Committee, Chief Executive Officer, Executive Directors, and equivalent positions or the management team. Present these to the Board of Directors for consideration, approval, or endorsement.
3. Set the framework for resource allocation, budget development, financial policies, and company investment in line with overall objectives. Collaborate with the Chairman of the Executive Committee, Chief Executive Officer, Executive Directors, and equivalent positions or the management team. Present these to the Board of Directors for consideration, approval, or endorsement.
4. Acknowledge hirings, appointments, removals, transfers, secondments, and resignations of Assistant Chief Executive Officers and equivalent positions.
5. Undertake actions as specified in the authority approval criteria.
6. Delegate or recommend to the Chairman of the Executive Committee, Chief Executive Officer, Executive Directors, and equivalent positions, or the management team for consideration, review, or action on any matter deemed appropriate by the Executive Committee.
7. Appoint a working committee to consider any matter deemed appropriate by the Executive Committee.
8. Review and present any matter for acknowledgment or approval by the Board of Directors.
9. Consider and act on critical issues related to the company's operations.
10. Consider any other matters or perform other duties delegated by the Board of Directors. The powers of the Executive Committee include, but are not limited to, approving any transaction that may present a conflict of interest, benefit, or disadvantage to the Executive Committee member or related person. Such transactions must be presented at the Company's Board meeting and/or shareholder meeting for consideration and approval, following the Company's regulations or relevant laws.

● **Roles and Responsibilities of the Sustainable Development Committee**

1. Operate within the legal framework, regulations from the Securities and Exchange Commission, and rules of the Stock Exchange of Thailand. Provide recommendations and adhere to best practices concerning organizational sustainability management and effective corporate governance. Oversee good corporate governance.
2. Establish, review, and scrutinize policy frameworks, objectives, and guidelines for sustainable management, ensuring that the organization can achieve its goals. Referencing best practices, international standards, laws, regulations of government agencies and organizations overseeing the Company, the committee shall operate in line with sustainable development, continuously develop and communicate effectively to the board for consideration and approval.



3. Oversee successful sustainable management at both the organizational and project levels. Emphasize the importance of sustainable management (Sustainability Awareness) to management and employees as a primary factor in decision-making related to resource utilization and various operations. Ensure compliance with good corporate governance requirements for continuous development and enhancement of the Company's corporate governance practices.
4. Support the work of various departments and personnel involved to ensure sustainable development strategies are implemented throughout the organization. Align with sustainable development in tandem with effective corporate governance, promoting collaboration and integration of sustainable work and projects with good corporate governance and business ethics within the Company. This effort aims to foster understanding and awareness among executives and employees at all levels, resulting in the consistent implementation of sustainable development practices, good corporate governance, and business ethics in the Company.
5. Perform any other duties as assigned by the Board of Directors with the approval of the Sustainability Development Committee.
6. Approve the sustainability report before its public disclosure.
7. Provide recommendations on best practices and policies related to corporate governance and business ethics to the Board of Directors, ensuring transparency, credibility, and verifiability. Conduct an annual review of corporate governance and business ethics policies and provide recommendations to the Board of Directors as deemed necessary.
8. Provide recommendations on the appropriate number of company directors based on the Company's size, type of business, and organizational requirements. Ensure adjustments are made to align with changing circumstances. The Board of Directors should consist of individuals with expertise relevant to the Company's business and experiences in various fields.
9. Evaluate and provide recommendations on the succession plan of the Chief Executive Officer, Managing Director, Chief Operating Officer, or equivalent positions.

● **Roles and Responsibilities of the Risk Management Committee.**

1. Handle all matters in compliance with laws, the SEC regulations, and the SET regulations, including relevant proposals and best practices.
2. Evaluate significant risks at the organizational level affecting the Company's business in all aspects. This includes developing the organization's capabilities, ensuring safety in production, environmental and health considerations, financial and commercial aspects, legal compliance, and various regulations, to formulate effective business risk management policies. Present findings to the Board of Directors for acknowledgment.
3. Ensure that the Company has appropriate and effective business risk management policies. Prepare reports from the Risk Management Committee for presentation at board meetings as deemed appropriate or when requested.
4. Develop strategies for risk management aligned with the approved business risk management policy by the board of directors. Analyze, assess, and monitor the implementation of the business risk management policy as defined.
5. Supervise and support the successful implementation of risk management at both the organizational and project levels (Enterprise Wide Risk Management). Focus on enhancing risk awareness among management and staff, making risk a fundamental factor in decision-making for resource utilization and various operations, ensuring appropriateness and sufficiency.
6. Perform other tasks as assigned by the Board of Directors with the approval of the Risk Management Committee.



**Auditor's Profile****Attachment 5**

<p><b>Name-Surname</b></p> <p>Educational Background</p> <ul style="list-style-type: none"> <li>- Licensed Certified Public Accountant (License No. 4663)</li> <li>- Certified Public Accountant approved by the Revenue Department.</li> <li>- Certified Public Accountant approved by the Customs Department.</li> <li>- Master's Degree (Financial Accounting), Chulalongkorn University</li> <li>- Certificate of Accounting Examination, Chulalongkorn University</li> <li>- Bachelor's Degree in Accounting, Ramkhamhaeng University</li> </ul>	<p><b>Mr. Ampol Chamongrat (Chief Executive Officer)</b></p> <p>Working Experiences</p> <ul style="list-style-type: none"> <li>- Sam Nak-Ngan AMC Co., Ltd (Since 2012 - Present)</li> <li>- S.K. Accounting Service Co., Ltd. (2003 - 2012)</li> <li>- Sam Nak-Ngan AMC Co., Ltd (1991 - 2003)</li> </ul>
<p><b>Name-Surname</b></p> <p>Educational Background</p> <ul style="list-style-type: none"> <li>- Licensed Certified Public Accountant (License No. 4664)</li> <li>- Certified Public Accountant approved by the Revenue Department.</li> <li>- Certified Public Accountant approved by the Customs Department.</li> <li>- Master's Degree (Financial Accounting), Chulalongkorn University</li> <li>- Certificate of Accounting Examination, Thammasat University</li> <li>- Bachelor's Degree in Accounting, Rajamangala University of Technology</li> </ul>	<p><b>Ms. Praphasri Leelasupha (Audit Partner)</b></p> <p>Working Experiences</p> <ul style="list-style-type: none"> <li>- Sam Nak-Ngan AMC Co., Ltd (Since 1992 - Present)</li> </ul>
<p><b>Name-Surname</b></p> <p>Educational Background</p> <ul style="list-style-type: none"> <li>- Licensed Certified Public Accountant (License No. 5369)</li> <li>- Certified Public Accountant approved by the Revenue Department.</li> <li>- Master's Degree (Financial Accounting), Chulalongkorn University</li> <li>- Certificate of Accounting Examination, Thammasat University</li> <li>- Bachelor's Degree in Accounting, Rajamangala University of Technology</li> </ul>	<p><b>Mr. Naris Saowalagsakul (Audit Partner)</b></p> <p>Working Experiences</p> <ul style="list-style-type: none"> <li>- Sam Nak-Ngan AMC Co., Ltd (Since 2015 - Present)</li> <li>- B.P.R. Audit and Advisory Limited (2012 - 2015)</li> <li>- S.K. Accounting Service Co., Ltd. (2002 - 2012)</li> <li>- Grant Thornton (Thailand) Limited (1999 - 2002)</li> <li>- Sam Nak-Ngan AMC Co., Ltd (1994 - 1999)</li> </ul>
<p><b>Name-Surname</b></p> <p>Educational Background</p> <ul style="list-style-type: none"> <li>- Licensed Certified Public Accountant (License No. 12733)</li> <li>- Certified Public Accountant approved by the Revenue Department.</li> <li>- Master's Degree in Accounting, Chulalongkorn University</li> <li>- Bachelor's Degree in Accounting, Chiang Mai University</li> </ul>	<p><b>Ms. Gunyanun Punyaviwat (Audit Manager)</b></p> <p>Working Experiences</p> <ul style="list-style-type: none"> <li>- Sam Nak-Ngan AMC Co., Ltd (Since 2011 - Present)</li> </ul>
<p><b>Name-Surname</b></p> <p>Educational Background</p> <ul style="list-style-type: none"> <li>- Licensed Certified Public Accountant (License No. 12879)</li> <li>- Certified Public Accountant approved by the Revenue Department.</li> <li>- Master's Degree in Accounting, Chulalongkorn University (Highest GPA)</li> <li>- Bachelor's Degree in Accounting, Rajamangala University of Technology Phra Nakhon (Second Class Honors)</li> </ul>	<p><b>Mr. Burin Prasongsumrit (Audit Manager)</b></p> <p>Working Experiences</p> <ul style="list-style-type: none"> <li>- Sam Nak-Ngan AMC Co., Ltd (Since 2013 - Present)</li> </ul>
<p><b>Name-Surname</b></p> <p>Educational Background</p> <ul style="list-style-type: none"> <li>- Licensed Certified Public Accountant (License No. 13975)</li> <li>- Certified Public Accountant approved by the Revenue Department.</li> <li>- Master's Degree in Accounting, Chulalongkorn University</li> <li>- Bachelor's Degree in Accounting, Rajamangala University of Technology Krungthep</li> </ul>	<p><b>Ms. Pimjai Kerdkumrai (Audit Manager)</b></p> <p>Working Experiences</p> <ul style="list-style-type: none"> <li>- Sam Nak-Ngan AMC Co., Ltd (Since 2011 - Present)</li> </ul>



Attachment 6

**Registration procedures, proxy appointment, and voting instructions**

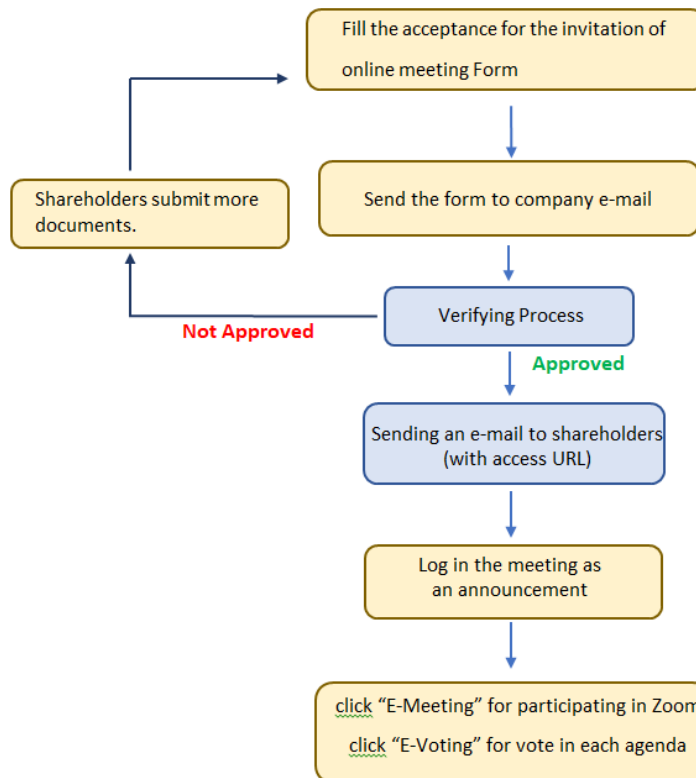
**for the Annual Shareholders' Meeting for the year 2025**

**Thursday, April 24, 2025, from 09:00 to 11:00 a.m**

**1. Registration**

- Shareholders or authorized proxies attending the physical meeting in person can register and submit documents or evidence for verification at the meeting venue before the meeting time, starting from 07:00 a.m. on Thursday, April 24, 2025. Alternatively, documents can be sent in advance through the channels specified by the company.
- Shareholders or authorized proxies participating in the E-AGM (via Zoom)
  - Shareholders or authorized proxies should express their intention to attend the meeting and submit documents for registration in the **Acceptance for the Invitation of Online Meeting of T S Flour Mill Public Company Limited Form**. Document submission, along with identity verification, should be completed by Thursday, April 17, 2025, through the channels provided by the company.
  - Shareholders or authorized proxies will receive a link to join the meeting via email provided in the **Acceptance for the Invitation of Online Meeting of T S Flour Mill Public Company Limited Form** for electronic participation.

**E-AGM Flowchart**



**2. Attendance in Person**

- Present original Thai national identification card, government officer identification card, or passport (for foreign shareholders) for registration.
- In case of name or surname changes, provide supporting documents certifying the relevant modifications.



### 3. Proxy Appointment

- Shareholders appointing a proxy must grant proxy authority to a single representative to attend the meeting and cast votes, using the provided proxy form (Form A or Form B).
- In cases where shareholders wish to grant proxy authority to the company's directors, it can be done accordingly.

1) Mr. Somchai Wanawittaya

Chairman of the Audit Committee / Independent Directors Age : 76 years

128 Soi Pattanakarn 54, Pattnakarn Road, Suanluang Sub-area, Suanluang District, Bangkok

Shareholding : -None-

Having/not having any interest in the agenda proposed in the shareholders' meeting : Having interest in AGENDA NO. 4,

To consider the appointment of directors to replace those who retire by rotation 2025

2) Mr. Anek Kumchum

Chairman of the Audit Committee / Independent Directors Age : 66 years

144/44 Soi Khoobon 27 Yak 13, Tha Rang Sub-district, Bang Khen District, Bangkok

Shareholding : -None-

Having/not having any interest in the agenda proposed in the shareholders' meeting : No special interests in any agenda items at

the meeting.

- Details about the proxy have been sent, attached at the end of the document.
- Please fill in the details in the blank spaces for the person you intend to authorize to attend the meeting, cast votes on your behalf, and sign as the proxy giver. In the proxy document, you may express your intention to vote on various agenda items by indicating whether you agree, disagree, or abstain. If there are any amendments or deletions to important text, the proxy giver must sign beside each change.
- The proxy document must be affixed with a 20 Baht revenue stamp.
- Please submit it at least 1 day before the meeting.

#### **Documents to be used for Proxy**

**(1) If the proxy is a natural person;** Proxies must submit the following documents:

- Proxy Signed by the Proxy
- A copy of ID card. Or a copy of the officer's ID card Or passport (In case the proxy is Foreigner) of the proxy. A signed copy is required. By the proxies
- Proxy must show ID card. Or official ID card. Or passport. (In case of proxies being foreigners) to register

**(2) If the proxy is a juristic person;** Proxies must submit the following documents.

- Proxy signed by the authorized signatory (ies) of the juristic person under the juristic person affidavit affixed with the corporate seal of the juristic person (if any)
- In case the proxy is a juristic person registered in Thailand A copy of the Certificate of Incorporation A certified copy is required. The person authorized to bind the juristic person. The stamp of the juristic person (if any)
- In case the proxy is a juristic person registered in a foreign country A copy of the Certificate of Incorporation Issued by the competent authority of the country in which the juristic person is situated. The Certificate of Incorporation must be certified by a Notary Public or a competent authority not exceeding 3 months.
- For foreign juristic persons Any document that does not have a manuscript in English. English translation must be attached at the same time. And the authorized signatory (s) of the juristic person shall certify the translation.
- Proxy must show ID card. Or official ID card. Or passport. (In case of proxies being foreigners) to register



**Channels for sending documents to the company in advance :**

1. Email : [company\\_secretary@tmill.co.th](mailto:company_secretary@tmill.co.th)
2. Fax # 02-017-9999 Ext. 222
3. Mail documents to :

Office secretary Company Secretary  
TS Flour Mill Public Company Limited  
No. 90/9 Moo 1, Soi Siam Silo, Poochaosomphai Rd.  
Tambol Samrongklang, Phra Pradaeng District, Samutprakarn 10130

**Contact channels for registration inquiries :**

Contact Company Secretary Tel. 02-017-9999 ext. 611

**Instructions for attendees**

1. You should refrain from attending the meeting if you have a respiratory illness and contact for treatment according to the procedures and refrain from attending any meeting in order to protect yourself and others.
2. Ask for the cooperation of the participants. Wear a face mask at all times in the meeting room, which is a closed area. To protect yourself and practice good hygiene.

**The Company reserves the right not to give out souvenirs on the day of the general meeting of shareholders.**



ใบตอบรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ บริษัท ที เอส ฟลาวมิลล์ จำกัด (มหาชน)

Attachment 7

Acceptance for the Invitation of Online Meeting of T S Flour Mill Public Company Limited Form

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 ที เอส ฟลาวมิลล์ จำกัด (มหาชน)

Being a shareholder of T S Flour Mill Public Company Limited

โดยถือหุ้นรวมทั้งสิ้น ..... หุ้น

Holding the total amount of shares

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2568

I would like to participate the E-AGM for Annual General Meeting 2025

เข้าร่วมประชุมด้วยตัวเอง เบอร์โทรศัพท์มือถือ.....(โปรดระบุ)

(Self-Attending) Mobile Number Please fil in the blank.

มอบฉันทะให้ (นาย/นาง/นางสาว).....ได้เข้าร่วมประชุมดังกล่าวข้างต้น

Proxy to attend the meeting.

เบอร์โทรศัพท์มือถือของผู้รับมอบฉันทะ.....(โปรดระบุ เพื่อใช้ในการเข้าระบบ)

Proxy's Mobile Number Please fil in the blank.

(3) ข้อมูลในการจัดตั้ง URL เพื่อเข้าประชุมและวิธีการเข้าร่วมประชุม

Please send the Link to join the meeting by below email

อีเมล.....(โปรดระบุ)

E-Mail Please fil in the blank.

(4) จัดส่งเอกสารเพื่อยืนยันตัวตน ภายในวันพฤหัสบดีที่ 17 เมษายน 2568

Please submit the required document by 17 April 2025

(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

Attachment 8

( General which is simple and uncomplicated )

attached to the announcement of the Department of Business Development Subject: Proxy Form (No. 5) B.E. 2550

ออกแสดงที่  
Stamp  
20 บาท

Written at .....

Date.....Month.....Year.....

(1) I/We .....Nationality.....Residing at .....  
Road .....Tambol/Sub-District ..... Amphur/District.....  
Province.....Postal Code.....

(2) being a shareholder of.....T S Flour Mill Public Co., Ltd.....  
Holding the total number of shares,..... and having the right to vote equivalent to votes as follows :

Ordinary share of shares,.....having the right to vote equivalent to votes,.....

Preferred share of shares,.....having the right to vote equivalent to votes,.....

(3) Hereby appoint :

1.....Age years,.....  
Residing at.....Road.....Tambol/Sub-District.....Amphur/District.....  
Province.....Postal Code..... , or

2.....Age years,.....  
Residing at.....Road.....Tambol/Sub-District.....Amphur/District.....  
Province.....Postal Code..... , or

3.....Age years,.....  
Residing at.....Road.....Tambol/Sub-District.....Amphur/District.....  
Province.....Postal Code.....

Only one person as my representative to attend and vote on my behalf at the 2025 Annual General Meeting of Shareholders No. 1/2025 **On Thursday, April 24, 2025 at 9:00 a.m. (Registration begins at 7:00 a.m.) at the meeting room on the 4th floor, TS Flour Mill Public Company Limited,** No. 90/9 Moo 1, Soi Siam Silo, Pu Chao Saming Phrai Road, Samrong Klang, Phra Pradaeng District, Samut Prakan Province 10130 or as may be postponed to other dates, times and places.

Any acts performed by the proxy in that meeting shall be regarded as if I had done it myself in all respects.

Sign ..... Grantor  
( )

Sign..... proxy  
( )

Sign ..... proxy  
( )

Sign ..... proxy  
( )

**Note: The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.**



## แบบหนังสือมอบฉันทะ แบบ ข.

Proxy Form B

เขียนที่.....

Made at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....  
I / We Nationalityอยู่บ้านเลขที่.....ถนน.....ตำบล/  
แขวง.....

Residing at No. Street Sub-district

อำเภอ/เขต.....จังหวัด.....  
รหัสไปรษณีย์.....

District

Province

Post Code

(2) เป็นผู้ถือหุ้นของ บริษัท ที เอส ฟลาวมิลล์ จำกัด (มหาชน)

As a shareholder of T S Flour Mill Public Company Limited,

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้  
holding a total number of shares and having total voting right of votes as follow:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share shares, with the voting right of votes

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share shares, with the voting right of votes

(3) ขอมอบฉันทะให้

Hereby appoint

 (1).....อายุ.....ปี

Name Age Years

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Residing at No. Street Sub-district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ

District

Province

Post Code

**OR** (1) นายสมชัย วนาวิทย์ อายุ 76 ปี อยู่บ้านเลขที่ 128 ซอย พัฒนาการ 54 ถนนพัฒนาการ แขวงสวนหลวง เขตสวนหลวง กรุงเทพมหานคร  
Mr.Somchai Wanawithaya Age 75 years, Residing at No.128 Soi Pattanakarn 54, Pattanakarn Road, Suanluang Sub-area, Suanluang District, Bangkok

หรือ / OR

 (2) นายเอก คำชุ่ม อายุ 66 ปี อยู่บ้านเลขที่ 144/44 ซ.คูบอน 27 แยก 13 แขวงท่าแร้ง เขตบางเขน กรุงเทพมหานคร  
Mr.Anek Kumchum Age 65 years, Residing at No. 144/44 Soi Kuborn 27 Yak 13 Tahrang Sub-area, Bangkok District Bangkok

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญประจำปี 2568  
anyone of the aboves as my/our Proxy to attend and vote on my/our behalf at the Shareholders' Annual General Meeting of Shareholders in 2025  
ในวันพฤหัสบดีที่ 24 เมษายน 2568 เวลา 09:00 น. ณ ห้องประชุมชั้น 4 บริษัท ที เอส ฟลาวมิลล์ จำกัด (มหาชน) เลขที่ 90/9 หมู่ 1 ซอยสยามไชโย  
ถนนปู่เจ้าสมิงพราย ตำบลลำโรงกลาง อำเภอพระประแดง จังหวัดสมุทรปราการ

On Thursday, April 24, 2025 at 09:00 a.m., at The Meeting Room 4th floor of T S Flour Mill Public Company Limited, 90/9 Moo 1, Soi Siamsiilo Poochaosamingphrai Road, Samrongklang, Phrapradaeng, Samutprakarn  
หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

or at any adjournment thereof to any other day, time and venue.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this meeting, I/We hereby appoint my/our Proxy to vote as follows:

ระเบียบวาระที่ 1 รับทราบผลการดำเนินงานประจำปี 2567

Agenda No.1 To acknowledge the Board of Director's report on the year 2024 operation.

ไม่มีกรลงมติในวาระนี้ เนื่องจากเป็นวาระเพื่อรับทราบผลการดำเนินงาน ประจำปี 2567

No voting is required since this agenda is for acknowledgment only

ระเบียบวาระที่ 2 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2567Agenda 2 To consider and approve the statement of financial position and the statement of comprehensive income for the year ended on December 31, 2024.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
Authorizing the Proxy to vote for every items at his/her own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ระเบียบวาระที่ 3 พิจารณานุมัติการจัดสรรกำไรและการจ่ายเงินปันผลสำหรับผลการดำเนินงานของบริษัท ประจำปี 2567Agenda 3 To consider the profit allocation and dividend payment for the company's operating results for the fiscal year 2024.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
Authorizing the Proxy to vote for every items at his/her own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ระเบียบวาระที่ 4 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระประจำปี 2568Agenda 4 To consider the appointment of directors to replace those who retire by rotation 2025

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
Authorizing the Proxy to vote for every items at his/her own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:

**การแต่งตั้งกรรมการเป็นรายบุคคล**

Appointment of the certain directors as follows:

- 4.1 ชื่อกรรมการ นายปรีชา อรรถวิวัฒน์ ประธานกรรมการ / กรรมการอิสระ  
4.1 Name of Director: **Mr. Pricha Attavipach** **Chairman of the Board of Directors / Independent Director**

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

- 4.2 ชื่อกรรมการ นายณรงค์ เจนลาภวัฒนกุล กรรมการ / กรรมการบริหาร  
4.2 Name of Director: **Mr. Narong Janelapawatanakul** **Director / Executive Director**

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

- 4.3 ชื่อกรรมการ นายชลัช ชินธรรมมิตร กรรมการ / กรรมการบริหาร  
4.3 Name of Director: **Mr. Chalath Chinthammit** **Director / Executive Director**

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain





4.4 ชื่อกรรมการ นางสาวชัย วณวิทย์

กรรมการ / ประธานกรรมการตรวจสอบ / กรรมการอิสระ

4.4 Name of Director: Mr. Somchai Wanawithaya

Director / Chairman of the Audit Committee / Independent Director

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

ระเบียบวาระที่ 5 พิจารณานุมัติค่าตอบแทนกรรมการและกรรมการชุดย่อย ประจำปี 2568

Agenda 5 To consider Remuneration of Directors for the year 2025.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
Authorizing the Proxy to vote for every items at his/her own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

ระเบียบวาระที่ 6 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทน ประจำปี 2568

Agenda 6 To consider and approve the appointment of the auditor and fixing the Auditing fees for the year of 2025.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
Authorizing the Proxy to vote for every items at his/her own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง  
Voting of the Proxy on any agenda that is not in accordance with my/our instruction stated herein.  
และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
Will be regarded as incorrect voting and will not be regarded as a vote of shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณา  
In case I/We have not stated my/our instruction of how to vote, or such instruction is ambiguous,  
หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด  
or in cases this meeting has to consider or approve any other matter other than the items stated herein, as well as there is  
ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
any change of any fact, the Proxy shall be entitled to freely vote at his/her own discretion.  
กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ  
All acts undertaken by the Proxy at this meeting, except the case that the Proxy did not vote as instructed herein,  
ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ  
shall be deemed as my/our own act (s) in every respect.

ลงชื่อ.....ผู้มอบฉันทะ  
Signed (.....) Shareholder

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signed (.....) Proxy

หมายเหตุ: ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้น  
ให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Remarks: The voting right has to be assigned to only one Proxy, therefore, this voting right can not be divided and separately assigned to more than one Proxy.

**List of Independent Directors who are Appointed as Proxies for Shareholders who are Unable to Attend the Meeting****1. Mr. Somchai Wanawittaya**

**Position** : Chairman of the Audit Committee / Independent Director  
**Age** : 76 year  
**Nationality** : Thai  
**Address** : 128 Soi Pattanakarn 54, Pattanakarn Road, Suanluang Sub-area, Suanluang District, Bangkok  
**Education** : - Bachelor Degree of B.B.A. Southeastern Louisiana University,U.S.A.  
- Master Degree of M.B.A. Southeastern Louisiana University, U.S.A.  
**Relationship between executives:** None  
**Shareholding in the company:** None



**Having/not having any interest in the agenda proposed in the shareholders' meeting** : Having interest in AGENDA NO. 4, To consider the appointment of directors to replace those who retire by rotation 2025

**2. Mr.Anek Kumchum**

**Position** : Chairman of the Audit Committee / Independent Director /  
Chairman of the Nomination and Remuneration Committee  
**Age** : 66 years  
**Address** : 144/44 Soi Kuborn 27 Yak 13 Tahrang Sub-area, Bangkhen Districk Bangkok  
**Education** : - Master of Law, Ramkamhaeng University  
- Bachelor of Law Ramkamhaeng University  
**Relationship between executives:** None  
**Shareholding in the company:** None



**Having/not having any interest in the agenda proposed in the shareholders' meeting** : No special interests in any agenda items at the meeting.

**Company Regulations, Section 4: Shareholder Meetings**

- Clause 17. The meeting of shareholders shall elect the directors in accordance with the following rules and procedures:
- 1) A shareholder has one vote for the number of shares he holds.
  - 2) Each shareholder will use the existing votes to elect one person or several directors.  
In the case of the election of several persons, the number of votes for each director shall not be divided.
  - 3) The persons receiving the highest number of votes in descending order shall be elected as directors.  
As the number of directors To have or be elected at that time. In the case where the persons elected in descending order are equal, the number of directors shall be equal. The President shall be the casting vote.
- Clause 18. At every Annual General Meeting If the number of directors cannot be divided into three parts, the number nearest to one-third (1/3) Directors to retire in the first year and the second year after the registration of the company. To draw lottery tickets for the next year, the directors who are in the longest position shall retire. The directors who leave the position. Maybe he will take another position.
- Clause 19. In addition to the termination of the position. Directors may vacate office upon
- 1) Death
  - 2) Resignation
  - 3) Lack of qualifications or prohibited characteristics under the law governing public limited company.
  - 4) The shareholders' meeting resolved to issue
  - 5) The court issued an order.
- Clause 23. Shareholders' Meeting the resolution of any director to retire before the expiration of his term, with the votes of not less than three quarters (3/4) of the total number of shareholders attending the meeting and having the right to vote. The number of shares held by the shareholders attending the meeting and having the right to vote is equal to not less than half (1/2) of the total shares held by the shareholders attending the meeting.
- Clause 33. Director's Bonus The maximum remuneration will be determined by the shareholders' meeting. Directors are entitled to receive remuneration from the Company in the form of prize money, meeting allowance, bonus or other benefits. In accordance with the Articles of Association or the shareholders' meeting. It may be fixed or set as a rule, and will be determined from time to time, or will continue to apply until such time as the change is made. In addition to the allowance and welfare.
- Clause 35. The shareholder's meeting at least once a year. Meeting like this are to be called. "General Meeting" the general meeting shall be within four (4) months after the end of the fiscal year. Other meetings of shareholders to be called "Extraordinary General Meeting" The Board of Directors will call an extraordinary meeting at any time it deems appropriate. Or when shareholders holding shares amounting to not less than one-fifth (1/5) of the total number of shareholders not less than twenty-five (25) persons holding shares not less than one-tenth (1/10) of the shares sold all their names to a letter in the same issue of the request. AGM's the written request must state that a conference call to be made clear. The Board of Directors must convene the Directors must convene the meeting within one (1) month from the date of receipt by the shareholders.
- Clause 36. The Notice of the AGM. The Board of Directors made the appointment Chung Ma Bu the day's agenda. And to propose to the Meeting with details as appropriate. By stating clearly that it is for acknowledgment, approval, and to consider the opinion of the Committee on such matters. And delivered to the shareholders and the Registrar of the Public notice not less than seven (7) days before the meeting. Advertising and Notice of Meeting newspaper at least three (3) days before the meeting date. It will be advertised for period of three (3) consecutive days.
- Clause 37. The shareholder's meeting. To the shareholders and proxies from shareholders (if any) to attend at least twenty fifteen (25) people or less than half of the number of shareholders And there must be stock shareholders are not less than one-third (1/3) of the shares sold all so it will complete a quorum. In the event that the shareholders meeting times. When overtime rounds to one (1) hours, the number of shareholders



attending the meeting a quorum is not defined. If the shareholders' meeting is called an appointment because shareholders request. The is extinguished. If the shareholders' meeting is not as meeting because shareholders request for meeting the new , and to send the meeting to the shareholders at least seven (7) days before the meeting. In this latter meeting to plenary session.

- Clause 38. The shareholder's meeting. The shareholders will give a proxy to others to attend the meeting. And the vote instead of there. Proxy will need to sign the book proxy. And the way that the Registrar in detail; The presented to the chairman. The chairman is defined at the place of the meeting before proxies for a meeting. And, at least to have the following items.
- A. shares the proxy is holding.
  - B. names proxies.
  - C. the time of meeting proxy to attend and vote.
- Clause 39. The meeting agenda that according to the sequence defined in the book the meeting except the will and resolutions. To change the sequence of agenda by the votes of not less than two-thirds (2 / 3) of the number of the shareholders meeting. When the meeting to consider the agenda as specified in the invitation letter is complete. The shareholders have stock shareholders are not less than one-third (1 / 3) of the shares sell at all. May ask the consider things other than prescribed in the book of the meeting. In the case of the meeting to consider the agenda set out in the notice of meeting or that the shareholders offer more unfinished. And the need to move the consideration, the specified place, date and time to the meeting once again. And the book the meeting location, date, time and agenda to shareholders at least seven (7) days before the meeting. The ad stated meeting in a newspaper at least three (3) days before the meeting. To advertise for a period of three (3) consecutive days.
- Clause 40. The chairman is the chairman of shareholders. When the chairman is not in a meeting or may not work if the vice-chairman, the vice president is the president. If there is no vice president, or but unable to perform his duties. To the shareholders meeting choose one is the chairman of the meeting.
- Clause 41. The shareholder's meeting. All shareholders have one vote one vote shares. If shareholders have a special interest in any matter. The shareholders will have the right to vote in that. In addition to the voting for the election of directors.
- Clause 42. To vote, or any approved any works in the shareholders' meeting. To get the approve a majority vote of shareholders. This meeting and have the right to vote. Unless specified otherwise in the regulations. Or another case law as to set. Or in the following cases, will need to get the votes of not less than three (3/4) of the number of voice all shareholders meeting. And have the right to vote.
- A. The sale or transfer of the business of the company all or some important to someone else.
  - B. The purchase or transfer of business of the company. Private company to belong to the company.
  - C. Make, edit or break the contract about renting business of the company or merger with another person. The objective is profit loss.
  - D. the amendment memorandum or articles of association of the company.
  - E. In order to raise capital and reducing the cost.
  - F. Issuing bonds.
  - G. Merge or quit the company
- Clause 47. No dividend payment is allowed. By the resolution of the shareholders. Or the resolution of the board where there is an interim dividend payment. Dividend payment shall be made in writing to the shareholders. (3) Consecutive days, and the dividend payment shall be made within one (1) month from the date of such resolution.
- Clause 48. The Board of Directors may pay interim dividends to the shareholders from time to time. When it appears to the directors that the company has a reasonable profit to do so. When the dividend payment is made, the meeting must be reported to the shareholders' meeting at the meeting. The next shareholders
- Clause 50. The Company must allocate a portion of its annual net profit to a reserve fund of not less than five (5) percent of its annual net profit. The amount of accumulated deficit brought forward (if any) until the reserve fund reaches the amount not less than ten percent.



**Company Regulations, Section 3: Directors and Powers of Directors, Article 21.**

Article 21 In the event that a director's position becomes vacant for reasons other than expiration of the term, the Board may choose a person with the qualifications and without disqualifications as prescribed by law on public limited companies to become a director until the next Board meeting, unless the remaining term of the director to be replaced is less than two (2) months.

The person appointed as a director under the above circumstances shall serve for the remaining term of the replaced director.

A resolution of the Board under this section must be approved by at least three-fourths (3/4) of the remaining directors.

**The Public Limited Companies Act of 2535 B.E., Section 6: Board of Directors, Article 75**

Article 75 Under the provisions of Article 83, in the event that a director's position becomes vacant for reasons other than the expiration of the term, the Board shall select a person with the qualifications and without the disqualifications as stipulated in Article 68 to become a director until the next Board meeting, unless the remaining term of the director to be replaced is less than two months.

The resolution of the Board under this section must be approved by at least three out of four votes of the remaining directors.

The person appointed as a director under the above circumstances shall serve for the remaining term of the replaced director.



## Privacy Notice

TS Flour Mill Public Company Limited (the “Company”) realizes the importance of personal data protection and respects your privacy rights as a personal data subject. In order to comply with the Personal Data Protection Act, B.E.2562 (2019) (the “PDPA” ), the Company would like to clarify the guidelines for personal data protection and the company will take measures to protect your personal data as well as prevent unauthorized use or for a purpose other than the primary purpose of collection.

1. Personal Data Collection and the Purpose of Collection The Company will collect, use, store, disclose and transfer the personal data you have provided to the Company, such as your first name-surname, address, phone number, identification number, audio recording or audiovisual record, including an electronic traffic data throughout the period of electronic meeting in order to perform the legal obligations required by law for the purposes of:

- Calling an electronic meeting of shareholders as required by law.
- Sending the form 56-1 One Report (Annual Registration Statement/Annual Report) and/or other meeting documents to the shareholders.
- Disclosing the shareholder’s personal data to relevant agencies as required by law, for example as evidence supporting the preparation of meeting minutes.

Including any personal data appears on the identification card that you have given to the Company during the registration of the AGM, which the company needs to collect for the purposes of legal obligations, legal claims, and identifying the eligible shareholder before attending the meeting.

## 2. Personal Data Storage and Retention Period

The Company will retain your personal data throughout the period of time in which your data is necessary for the processing of the above-mentioned purposes and for other legal compliance and claims.

3. Rights of the Personal Data Owner According to the PDPA B.E. 2562, as a personal data owner, you have the rights to request access to your personal data, obtain copies of your personal data, disclosure of the source of personal data obtained by the Company which you did not consent to, as well as the rights to rectify, transfer, suspend, erase, object to the processing of your personal data for any purpose other than the primary purpose of collection, or withdraw your consent given to the Company at any time.

Nonetheless, your request to exercise the rights to your personal data must be in accordance with the law and the Company may refuse your requested subject to exception by applicable laws.



Attachment 13

Re Invited shareholders to register for the shuttle service. At the Annual General Meeting of Shareholders for the year 2025

To Shareholders of TS Flour Mill Public Company Limited

TS Flour Mill Public Company Limited has arranged the shuttle service. To facilitate the shareholders to attend the 2025 AGM, on April 24, 2025, Located at the Bearing Sky train station exit door 5. scheduled is below:

- 07:30 Parking area for shareholders in front of The Metropolis Condominium (Samrong Sky train station exit door 5)
- 08:15 Bus depart from Samrong Sky train station to TS Flour Mill Public Company Limited
- 11:10 Bus depart TS Flour Mill Public Company Limited to Samrong Sky train station.

**If shareholders wish to use the van service provided by the company, please fill in the information below and send the documents back to the company. By Friday, April 18, 2025**

Channels for send the documents

- 1. Fax : 02-017-9999 ext. 222
- 2. E:mail [company\\_secretary@tmill.co.th](mailto:company_secretary@tmill.co.th) or
- 3. phone 02-017-9999 ext. 611

Registered Shareholder No.	
Name-Surname	
Phone Contact Number	

- Remark: 1. The company reserve the right to reserve a seat. To those who request the above conditions only.
2. If there are less than 5 registered, the company reserves the right to cancel the service. And will be notified before April 22, 2025.



**Location Map of the AGM Meeting Venue**



Meeting Room 4 Floor T S Flour Mill Public Company Limited

90/9 Moo 1, Soi Siamsilo, Poochaosamingphrai Road,

Samrongklang, Phapradaeng, Samutprakarn 10130

Call for get the direction : 02-017-9999