

# **Notice of 2022 Annual General Meeting Of Shareholders**

## **TV Thunder Public Company Limited**

**Tuesday, April 26, 2022  
at 14.00 hours**

**at Thunder Studio (Town in Town)  
429 Soi Praya Prasert  
School, Plubpla, Wangthonglang, Bangkok 10310**

# TV Thunder Public Company Limited.

Registration No. 0107557000446

1213/309-310, Lat Phrao 94 (Panchamit) Alley, Sri Wara Road, Phlap Sub-district, Wang Thonglang District, Bangkok. 10310

TEL : +66(0) 2-5590022 FAX : +66(0) 2-5593609

April 4, 2022

Subject Notice of the Annual General Meeting of Shareholders 2022

To Shareholders of TV Thunder Public Company Limited

Attachment

1. Registration form QR Code
2. Copy of meeting minutes for the Annual General Meeting of Shareholders 2021 held on April 27, 2021
3. 56-1 One Report 2021 in form of QR Code
4. Profile and information of persons nominated as directors
5. Definition of Independent Director
6. Profile of nominated auditors for the year 2022
7. Information of the independent director whom the Company has proposed as the proxy for shareholders who cannot attend the meeting
8. Company's regulation about the shareholders' meeting
9. Documentary evidences required for the right to attend Annual General Meeting
10. Proxy form A, B, and C
11. Guide on how to use QR Code to download the 56-1 One Report 2021
12. Registration procedure for the Annual General Meeting of Shareholders 2022
13. Location map of meeting venue

The Board of Directors of TV Thunder Public Company Limited ("The Company") No. 3/2022 on 22 February 2022 has resolved in its meeting to call for the Annual General Meeting of Shareholders 2022 on Tuesday April 26, 2022 at 14.00 hrs. at Thunder Studio (Town in Town), 429 Soi Phraya Prasert School, Plubpla, Wang Thonglang, Bangkok 10310. with the meeting agenda as follows.

## Agenda No. 1 To consider and certify the minutes of the Annual General Meeting of Shareholders 2021.

General Information The Annual General Meeting of Shareholders 2021 of the Company was convened on April 27, 2021. The meeting minutes were submitted to the Stock Exchange of Thailand within 14 days after the meeting. Shareholders and the Board of Directors have considered and agreed that the contents are correct. The minutes were publicized in the Company's website for shareholders and other investors and there is no objection or editing.

Opinion of the Board of Directors The Board of Directors has opined to propose to the Annual General Meeting of Shareholders 2022 to consider and certify the minutes of the Annual General Meeting of Shareholders 2021 held on April 27, 2021. The Board of Directors has opined that the contents in the minutes are correct as appeared in the Attachment No.2.

Voting Requirement Resolution shall be adopted by the majority votes of the shareholders who attends the meeting and cast their votes

## Agenda No. 2 To acknowledge the financial performance of the Company in the previous year.

### General Information

The key summary of financial performance of the Company as of December 31, 2021 is as follows

Current Assets	:	270,348,322.00
Total Assets	:	744,013,395.40
Current Liabilities	:	91,636,089.37
Total Liabilities	:	112,319,835.51
Total Revenue	:	300,282,744.17
Net Income	:	2,587,770.85

The Company has summarized the financial performance in 2021 as appeared in the 56-1 One Report 2021 topics Financial status and Company's operating results page 46-68 as in the Attachment No. 3

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Opinion of the Board of Directors The Board of Directors has opined to propose to the Annual General Meeting of Shareholders 2021 to acknowledge the financial performance of the Company in 2020 as In the Attachment No. 3

Voting Requirement This agenda does not require shareholders' voting.

## **Agenda No. 3 To consider and approve the Statement of Financial Position, the Statement of Comprehensive Income, and the Auditor's Report for the Year 2021 as of December 31, 2021.**

General Information The Board of Directors has prepared the consolidated financial statement as of December 31, 2021 and the auditor has already audited the financial statement. The financial statement is proposed to the shareholders' meeting to consider and approve in the Annual General Meeting in accordance of Article 112 of Public Limited Companies Act B.E. 2535.

Opinion of the Board The Board has opined to propose to the Annual General Meeting of Shareholders 2022 to consider and approve the Statement of Financial Position, the Statement of Comprehensive Income, and the Auditor's Report for the year 2021 as of December 31, 2021 that has been considered by the Audit Committee and audited by the auditor of the Company. The details are in the 56-1 One Report topics Auditor's report and Financial statement page 123-176 as in the Attachment No. 3.

Voting Requirement Resolution shall be approved by the majority votes of the shareholders who attends the meeting and cast their votes.

## **Agenda No. 4 To consider and approve for appropriation of net profit as the legal reserve and dividend payment. as at 31 December 2021.**

General Information The Article 115 of Public Limited Companies Act B.E. 2535 specified that a company needs to pay dividend from its net profit only and the Article 116 specified that a company must set aside its net profit as legal reserve at least 5% of net profit until the legal reserve amount will be at least 10% of the authorized capital.

The Company has the policy to pay dividend at least 40% of net profit after tax and deducting for legal reserves based on the financial statement of the Company only. However, the dividend payment also depends on cash flows, investment plan, and legal conditions. Each company will consider for its necessity and appropriateness of potential factors in the future. The dividend payment should not significantly affect the normal operation of the Company.

Opinion of the Board The Board has the resolution to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the allocation of net profit in 2021 as the legal reserve for 1,418,407.60 baht as well as the payment of cash dividend from the net profit in 2021 for 0.03 baht per share. Total dividend payment is 24,009,902.25 baht paying from the Company's net profit after corporate income tax for the Separate Financial Statements, as in accordance with the Company's policy on dividend payment.

The record date to determine the eligible shareholders to receive the annual dividend shall be 6 May 2022, and dividend shall be paid on 24 May 2022. Nevertheless, the right to receive dividend is still uncertain as it has not yet been approved by the 2022 Annual General Meeting of shareholders.

Dividend Payment	2021	2020
1. Unappropriated Retained Earnings *	11,219,963.08	24,870,536.55
2. Net Profit **	26,949,744.34	(13,815,373.25)
3. Number of Ordinary Share	800,030,075	800,030,075
4. Dividend per Share	0.03	-
5. Total Dividend Payment	24,009,902.25	-
6. Dividend Payout Ratio	-	-
From Retained Earnings*	-	-
From Net Profit**	-	-

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\*From appropriated retained earnings of the Company only.

\*\*From net profit of the Company only after deducting legal reserve

Voting Requirement Resolution shall be adopted by the majority votes of the shareholders who attends the meeting and cast their votes

## Agenda No. 5 To consider and elect directors to replace the directors whose term of office has been completed.

General Information The Company Regulation No. 20 specified that there will be one-third or nearest number of one-third of directors whose term of office will be completed in each time of Annual General Meeting. The directors who term of office will be completed are those having longest term of office at that time. In this year, there are directors whose term of office will be completed as follows.

- |                             |          |
|-----------------------------|----------|
| 1) Mr.Montree Socratyanurak | Director |
| 2) Mr.Sompong Wannapinyo    | Director |
| 3) Mrs.Patraporn Wannapinyo | Director |

The nomination and remuneration committee of the Company has considered regarding to benefits of the Company based on the composition of the Board as well as their competency, experience, and expertise. Finally, the committee has proposed to re-appoint of 3 directors who term of office have been completed to be directors for another term as profile and information of these 3 directors as in Attachment No. 4 and the qualification of independent directors meets the criteria of Capital Market Supervisory Board (Details about Definition of Independent Director are in Attachment No. 5)

The Board of Directors has considered the qualification of the 3 nominated persons and found that the they have the knowledge, ability, experience and expertise to benefit the Company and the independent director can perform duty and provide opinions independently in accordance with related rules and regulations. The Board of Directors has opined that to propose to the shareholders' meeting to re-appoint 1) Mr.Montree Socratyanurak 2) Mr.Sompong Wannapinyo 3) Mrs.Patraporn Wannapinyo as the director for another term.

The Company allows shareholders to propose a qualified person as a candidate for director according to the nomination process of the Company for at least 30 days in advance starting from December 16, 2021 to January 31, 2022 via the Company's website. However, no candidate was nominated.

Opinion of the Board The Board has the resolution to propose to the Annual General Meeting of Shareholders 2022 to consider and approve the appointment of 3 directors whose term of office has been completed to be directors for another term as follows.

- |                             |          |
|-----------------------------|----------|
| 1) Mr.Montree Socratyanurak | Director |
| 2) Mr.Sompong Wannapinyo    | Director |
| 3) Mrs.Patraporn Wannapinyo | Director |

Voting Requirement Resolution shall be adopted by the majority votes of the shareholders who attends the meeting and cast their votes.

## Agenda No. 6 To consider and approve the remuneration for directors for the year 2022.

General Information The nomination and remuneration committee of the Company has considered the remuneration for director. Based on the financial performance of the Company in previous year, performance and responsibilities of directors, the remunerations of other companies with similar business as the Company, as well as the survey from Thai Institute of Directors (IOD), the remuneration of directors of the Company is in the similar level as the market average.

Opinion of the Board The Board has the resolution to propose to the Annual General Meeting of Shareholders 2022 to consider and approve the remuneration for directors in 2022. The quarterly remuneration will be paid every quarter and the meeting allowance will be paid for each meeting. Total budget is 2,000,000 baht that is the same budget as in 2021 as follows.

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1. Meeting Allowance  
Board of Directors and Audit Committee

Title	Meeting Allowance (Baht)
Chairman	20,000
Director	15,000
Chairman of Audit Committee	20,000
Audit Committee / Independent Director	15,000

Risk Management Committee

Title	Meeting Allowance (Baht)
Chairman of Risk Management Committee	20,000
Risk Management Committee	15,000

Nomination and Remuneration Committee

Title	Meeting Allowance (Baht)
Chairman of Nomination and Remuneration Committee	20,000
Nomination and Remuneration Committee	15,000

2. Quarterly Remuneration

Title	Quarterly Remuneration (Baht)
Chairman	30,000
Director	30,000

Comparison of Remunerations for Directors between 2022 and 2021

Title	Meeting Allowance		Quarterly Remuneration	
	2022 (Proposed)	2021	2022 (Proposed)	2021
Chairman	20,000	20,000	30,000	30,000
Director	15,000	15,000	30,000	30,000
Chairman of Audit Committee	20,000	20,000	-	-
Audit Committee	15,000	15,000	-	-
Chairman of Risk Management Committee	20,000	20,000	-	-
Member of Risk Management Committee	15,000	15,000	-	-
Chairman of Nomination and Remuneration Committee	20,000	20,000	-	-
Member of Nomination and Remuneration Committee	15,000	15,000	-	-

Based on the above remuneration, the Board of Directors and other committees will not get any other benefits beside the specified remuneration.

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## Agenda No. 7 To consider and appoint the Company's auditors and determine audit fee in 2022.

General Information Article 120 of Public Limited Companies Act B.E. 2535 and the Company Regulation No. 43 specified that the Annual General Meeting of Shareholders will appoint the auditor and determine their remuneration for that year. The same auditor from previous year may be appointed again.

Moreover, the Notification of Capital Market Supervisory Board specified that a company should change the auditor after the auditor has performed the duty for 7 years consecutively. However, it is not necessary to change the audit firm. A company may select another auditor from the same audit firm to replace the former one. Moreover, a company can select the same auditor back after that auditor has been changed for at least five years.

The Meeting has the resolution to propose to the 2022 Annual General Meeting of Shareholders to consider and appoint the auditors for the year 2022 from Dr. Virach & Associates Office Co., Ltd. to be the Company's auditors with the following details and an audit fee proposal of Dr. Virach & Associates Office Co., Ltd. the budget for audit fee in 2022 at 1,750,000.00 baht excluding other related expenses.

### Comparison of Audit Fee

Audit Fee	2022 (Proposed)	2021
1. Audit fee	1,750,000.00	1,750,000.00
2. Other expenses	Based on actual expense incurred	23,375.00

Opinion of the Board The Board has the resolution to propose to the Annual General Meeting of Shareholders 2022 to consider and approve the appointment of the auditors for the year 2022 from Dr. Virach & Associates Office Co., Ltd. to be the Company's auditors with the following details.

- |                                 |  |
|---------------------------------|--|
| 1. Dr. Virach Aphimeteetamrong  | Certified Public Accountant (Thailand) No. 1378 or |
| 2. Mr. Chaiyakorn Aunpitipongsa | Certified Public Accountant (Thailand) No. 3196 or |
| 3. Mr. Apiruk Ati-anuwat        | Certified Public Accountant (Thailand) No. 5202 or |
| 4. Miss Kornkaew Dabkaew        | Certified Public Accountant (Thailand) No. 8463    |

Any above person shall be responsible for reviewing and expressing opinion on the financial statements of the Company. In the case where the above auditors are unable to perform their duties, Dr. Virach & Associates Office Co., Ltd. shall assign another auditor of Dr. Virach & Associates Office Co., Ltd. instead. The auditor does not provide any other services to the Company and does not have any relationship or interest with the Company / its subsidiaries / management / major shareholders or any person related to such person. Therefore, the auditor is independent to review and express opinion on the financial statements of the Company. The proposed persons for the Company's auditors in this year have performed the auditor's duties for the Second year and the auditors of the Company and subsidiaries are from the same auditing company. In addition, the Board has approved the audit fee and quarterly reviewing fee of 1,160,000 baht excluding the audit fee and quarterly reviewing fee for subsidiaries of 590,000.00 baht. Total audit fee for 2022 is 1,750,000 baht.

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## Agenda No. 8 To consider other issues. (if any)

Therefore, the Company would like to invite shareholders to attend the meeting on the specified date and venue. The meeting registration will start at 12.00 hrs. onward. For any shareholders who would like to appoint a proxy for attending the meeting and casting the votes, please use any one proxy form attaching to this invitation letter. Please select only one type of form according to the Notification of the Department of Business Development. Re: Prescription of Proxy Letter Forms. (No. 5). B.E. 2550 and attach stamp duty of 20 baht. The attendees need to present the documents or evidence showing the identity of the shareholder or a proxy entitled to attend the meeting as specified in the attachment.

The Company allows shareholders to propose the agenda for meeting in advance based on the principle of good governance. Any shareholder can propose the agenda for the 2022 Annual General Meeting of Shareholders during the period starting from December 16, 2021 to January 31, 2022. The Company has publicized the criteria on the Company's website and disclose information with the Stock Exchange of Thailand. However, there is no shareholder proposing any meeting agenda.

Yours Faithfully,



( Mr. Montree Socratyanurak )  
Chairman of the Board  
TV Thunder Public Company Limited

## *Attachment No. 2*

### **Minutes of the 2021 Annual General Meeting of Shareholders**

#### **TV Thunder Public Company Limited**

**Time and Venue:** The meeting was held on April 27, 2021 at Thunder Studio (Town in Town) Soi Praya Prasert School, Phlapphla, Wangthonglang, Bangkok 10310

**The meeting was started at 14:00 hrs.**

Assoc.Prof.Dr. Montree Socratyanurak the Chairman of the Board of Directors was the Chairman of the meeting. The Chairman welcomed the shareholders and proxies to the meeting and assigned Mr. Natakrit Wannapinyo to conduct the meeting.

Mr. Natakrit Wannapinyo informed that

under the situation of the spread of coronavirus disease 2019 (COVID-19), the Company had determined the measures to present the spread of disease following the government measures and to concern the safety of all shareholders and participants.

The Company explained about the measures and guidelines to prevent the spread of coronavirus disease or COVID-19. Before voting in each agenda, any shareholder who would like to ask a question was requested to write the question on the provided paper instead of asking verbally using microphone. The shareholder was requested to specify the question with his/her name and surname before submitting to the staffs. Any paper without specified name-surname would be skipped due to incomplete information.

The Company controlled the meeting time within one and a half hours. The questions that were not answered in the meeting would be answered and published on the website of the Company later.

During the meeting, the Company kindly requested all shareholders to

- Wear hygiene mask or cloth mask all the time in the meeting room and surrounding area.
- Sit on the provided seat to reduce the movement.
- Keep the distance from others at least 1.5 - 2 meters.
- Write the question on the paper and raise a hand to call the staffs to collect such question.

In order to reduce the congestion of shareholders in the meeting area and follow the measures from Bangkok Metropolitan Administration, the Company provided the distance at least 2 meters at the screening point, document checking point, and registration point. Moreover, the Company arranged the seat with the distance at least 2 meters, which resulted in the limited seats that can accommodate shareholders around 10 seats. If the seat was full, the Company requested shareholders to appoint independent directors as proxies.

The meeting room could accommodate not more than 20 persons in accordance with the announcement of Bangkok Metropolitan Administration regarding temporary closure of the premises (No. 25), some directors and executives of the Company as well as the Company's auditors and legal advisors would attend the meeting via online to reduce the spread of disease and for safety of all participants. The Company did not provide any food, tea, or coffee in the meeting area as the measures to protect the health of all shareholders and participants attending the meeting. The Company would like to apologize for any inconvenience.

Thereafter, there was the introduce the Board of Directors, committee, executives, auditors, and advisors who attended the meeting to help in explaining or answering the questions as follows.

#### **Directors Attending the Meeting 8 persons**

Directors who attended the meeting on site are



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- |   |   |
|---|---|
| 1. Assoc.Prof.Dr. Montree Socratyanurak | Chairman of the Board of Directors / Chairman of Audit Committee / Chairman of Nomination and Remuneration Committee / Independent Director |
| 2. Mrs. Patraporn Wannapinyo            | Vice Chairman / Nomination and Remuneration Committee / Chief Executive Officer   |
| 3. Mr. Pirath Yensudjai                 | Director / Risk Management Committee / Chief Sales and Investment Officer   |
| 4. Mr. Natakrit Wannapinyo              | Director / Risk Management Committee / Chief Operating Officer  |

Directors who attended the meeting via online electronic media are

- |                                      |   |
|--------------------------------------|---|
| 1. Assoc.Prof.Dr. Gallayanee Parkatt | Director / Audit Committee / Risk Management Committee / Independent Director             |
| 2. Mr. Sudhitham Chirathivat         | Director / Audit Committee / Chairman of Risk Management Committee / Independent Director |
| 3. Mr. Sompong Wannapinyo            | Director  |
| 4. Mr. Phusit Laithong               | Director / Risk Management Committee /  |

**The number of directors attending the meeting was 100% of total number of directors**

**Executives Attending the Meeting via online electronic media 3 persons as follows.**

- |                           |   |
|---------------------------|---|
| 1. Mrs. Piyaporn Laithong | Risk Management Committee / Senior Executive Vice President             |
| 2. Ms. Naree Wichunakorn  | Risk Management Committee / Chief Financial Officer                     |
| 3. Ms. Napat Wannapinyo   | Vice President of Sale and Marketing Division / Chief Marketing Officer |

The meeting was informed that the Company had invited Mr. Chumpol Kaewmuang and Ms. Waraporn Krongkaew, the representatives from DIA International Auditing Co., Ltd. to attend the meeting and answering the questions from shareholders. The Company also invited Ms. Nartnaree Chaithong, the legal advisor from CMT Co., Ltd. who was independent and no interest with the Company as the representative to ensure that the meeting was conducted transparently in accordance to the Company's regulations. Moreover, the Company introduced Ms. Siriporn Ratirattananon, the Company Secretary.

Thereafter, Mr. Natakrit Wannapinyo informed about the meeting agenda and the procedure of voting and vote counting as follows.

**Meeting Agenda**

- |          |  |
|----------|--|
| Agenda 1 | To consider and adopt the minutes of the 2020 Annual General Meeting of Shareholders.  |
| Agenda 2 | To acknowledge for the Company's performance in the previous year.   |
| Agenda 3 | To consider and approve the Statement of Financial Position, the Statement of Comprehensive Income, and Auditor's Report for the year 2020 as of December 31, 2020.                                  |
| Agenda 4 | To consider approving the omission of allocation of net profit 2020 as the Legal reserves and the non-payment of dividend in respect of the Company's operating results ended as at 31 December 2020 |
| Agenda 5 | To consider and elect the directors to replace those whose term of office has completed  |
| Agenda 6 | To consider and approve the remuneration for directors in 2021   |

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Agenda 7 To consider and appoint the Company's auditors and determine the audit fees in 2021

Agenda 8 To consider other issues (if any)

## Voting Procedure

Mr. Natakrit Wannapinyo informed the meeting that the Company would apply the barcode system in vote counting to reduce the time used for vote counting. The Company would show the result of voting for each agenda.

### The voting procedure was as follows.

1. The attendee would receive the ballot from the staffs during the registration.
2. All shareholders had one vote per one share. Any shareholders with interest in any agenda were not eligible to vote in that agenda.
3. After getting information in each agenda, any shareholder who would like to vote against or abstain should put the vote in the ballot received during the registration. After finishing, the shareholders could raise their hands and the staff would collect the ballot.  
For the agenda no. 5 about considering and electing directors to replace the directors whose term of office has completed, the ballot would be collected separately for each nominated person. All ballots including voting for, voting against, and abstain would be collected. However, the ballots with voting against or abstain would be collected first for vote counting and the ballots with voting for would be collected after the meeting has been adjourned by putting the ballots on the table or submitting to the staffs after the meeting adjourned.
4. The agenda no. 2 was for acknowledgement and required no vote.
5. The agenda no. 1, 3, 4, 5, and 7 required majority voting from shareholders who attended the meeting and casted their votes excluding those who abstained. The agenda no. 6 required the supporting votes of not less than two-third of total votes of shareholders who attended the meeting. The agenda no. 8 required the supporting votes of not less than three-fourth of total votes of shareholders who attended the meeting and were eligible to vote.
6. The Company counted only the vote against and abstain and deducting from the total votes of shareholders attending the meeting to obtain the number of voting for such agenda. If there was no one shows any objection or any other comments, it implied that the meeting has unanimously approved for such agenda.
7. For shareholders who have appointed proxies and determined the vote in the proxy form, the Company has recorded such votes as specified in the proxy form.
8. The vote was considered to be void in the following cases.
  - (1) The ballot had more than 1 marks.
  - (2) The ballot had cross-out without signature.
  - (3) The ballot has no signature.
  - If shareholders would like to change the vote, they could cross out with signature every time.
  - The Company excluded the void ballots from total votes. However, in agenda no. 6, the void ballots would be included in total votes.
9. To save the time during vote counting, the next agenda would be considered first.
10. The meeting would be conducted sequentially based on the meeting agenda. For each agenda, the information would be presented, and shareholders could ask the questions before voting. Shareholders or proxies who would like to ask the questions needed to raise their hands and inform their full name to the meeting. In case of proxy, the name of shareholder should be informed to the meeting.

Thereafter, Mr. Natakrit Wannapinyo allowed shareholders and proxies to ask the questions about the voting procedure. There was no question.

Before starting, Assoc.Prof.Dr. Montree Socratyanurak, the Chairman of the meeting informed that there were 5 shareholders with total number of 292,073,501 shares and 30 proxies with total number of 242,992,500 shares attending the meeting. Therefore, there were total 35 persons attending the meeting with total number of 535,066,001 shares which was 66.8807% of total paid-up shares of 800,030,075 shares. This was considered as the quorum in accordance with the Company's Regulation.

## Opening Remarks

Assoc.Prof.Dr. Montree Socratyanurak the chairman of the meeting thanked and opened the 2021 Annual General Meeting of Shareholders to consider all issues based on the meeting agenda specified in the notification letter. Then, the Chairman assigned Mr. Pirath Yensudjai to conduct the meeting in each agenda and assigned Mr. Natakrit Wannapinyo as the meeting secretary.

## Agenda 1 To consider and adopt the minutes of the 2020 Annual General Meeting of Shareholders

Mr. Pirath Yensudjai proposed to the meeting to consider and adopt the minutes of the 2020 Annual General Meeting of Shareholders held on June 30, 2020. The minutes of the 2020 Annual General Meeting of Shareholders held on June 30, 2020 were in the attachment of the meeting invitation to all shareholder and were submitted to the Stock Exchange of Thailand within the specified period. The Board of Directors has opined that the minutes were correct and complete. The meeting minutes were posted in the Company's website for shareholders and other investors and there was on one made any objection or comments. Therefore, The Board of Directors has opined that the meeting minutes should be proposed to the shareholders meeting.

All shareholders and proxies were invited to ask questions or provide any opinion. There was no shareholder or proxy asking questions. Then, there was a call for voting.

**Resolution** The meeting had unanimously adopted the minutes of the 2020 Annual General Meeting of Shareholders held on June 30, 2020. The result of voting was as follows.

Vote for	535,066,001	shares	which was	100.00%
Vote against	0	shares	which was	0.00%
Abstain	0	shares		
Void	0	shares		

## Agenda 2 To acknowledge for the Company's performance in the previous year

Mr. Pirath Yensudjai reported the performance of the Company as December 31, 2020 as appeared in the Annual Report 2020 as follows.

### Financial Performance

For the year ended December 31, 2020, the Company had total revenue of 294.00million baht which decreased from the year 2019 by 25.78%. The decrease in revenues was mainly from the situation of COVID-19 and domestic economic condition. Other reasons were from ...

The revenue from advertising decreased by 34.03 million baht or 20.21% from the previous year. The main reasons were from the decrease in advertising fee per minute because customers reduced their advertising spending from the situation of COVID-19 and the decrease in the number of minutes from the rerun of programs during the period that the filming process could not be done, as well as the cancellation for program production of Hay day.

The revenue from services decreased by 65.19 million baht or 29.55% from the previous year. The main reasons were from the decrease in providing production services to TV stations and OTT. Moreover, the program The Price is Right from True4U did not extend the contract, which greatly affected the revenue from services because the production volume was relatively large.

### Financial Position

In the year 2020, total assets of the Company were 706.53 million baht which decreased from the year 2019 by 49.92 million baht or 6.60%. The decrease in total assets was mainly from the decrease in trade account receivables and inventories. The amounts received from trade account receivables were invested in the investment fund that could generate higher return than bank deposits, which was recorded in other non-current financial assets. Moreover, some amounts were used to repay for trade account payables.

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Total liabilities of the Company in the year 2020 were 97.42 million baht which decreased from the year 2019 by 46.51 million or 32.31%. The decrease in total liabilities was mainly from the decrease in trade account payables of 27.63 million baht and the decrease in unearned revenue of 22.48 million baht because of realizing revenues from the delivery of series Wun Rak Nak Kao.

Total shareholders' equity in the year 2020 was 609.11 million which decreased from the year 2019 by 3.41 million or 0.45%. This was mainly from the net loss in the year 2019 of 4.48 million baht.

The Company had summarized the operating performance of the Company for the year 2020 as appeared in the Annual Report for the year 2020 in the topic of Financial Position and Performance page 82 - 98.

## The Progress of Thai Private Sector Collective Action Against Corruption Project

- Review the anti-corruption policy on annual basis
- Prepare the channel for complaints, suggests, and whistleblowing in the website of the Company [www.tvthunder.co.th](http://www.tvthunder.co.th)
- Developing the campaigns to support and promote the prevention and suppression of corruption by consistently creating drama series with the contents in cultivating and promoting morality as well as anti-corruption. The Company received the honorable award "Chor Sa Ard" for TV program producers from National Anti-Corruption Commission (NACC) every year.

Thereafter, Mr. Pirath Yensudjai opened the opportunity for shareholders and proxies to ask questions or comments.

Ms. Nara Sripetch, a shareholder and proxy from Thai Investors Association inquired about the business plan in this year.

Mr. Pirath Yensudjai explained that the Company would produce 1-2 new programs in this year, which would be broadcasted on TV digital, series channel, and OTT partners of the Company. The revenue from advertising was expected to be higher than the previous year because the customers and advertising agencies could adapt with the situation of COVID-19. The decrease in overall advertising spending should be less than the previous year. The Company would also produce 1-2 series for TV stations. Therefore, the Company expected that the revenue in this year would increase by at least 20% and the net profit was expected to be around 3-5%.

When there were no more questions, Mr. Pirath Yensudjai proposed the report from the Board of Directors and the performance of the Company in previous year. This agenda was for acknowledgement and required no voting.

**Resolution** The Meeting had acknowledged the financial performance for the year 2020 as proposed.

## **Agenda 3 To consider and approve the Statement of Financial Position, the Statement of Comprehensive Income, and Auditor's Report for the year 2020 as of December 31, 2020.**

Mr. Pirath Yensudjai informed that according to Public Limited Company Act B.E. 2535 and the Company Regulation No. 44, the Board of Directors shall prepare the financial statements and propose to the Annual General Meeting of Shareholders to consider and approve. The Statement of Financial Position and the Statement of Comprehensive Income for the year ended 2020 were audited and reviewed by the auditor and Audit Committee as specified in the Annual Report page 100-161 onward. The Company also invited the auditor to join the meeting. Any shareholder who would like to ask questions about the financial statement of the Company were invited to write down the question on the paper with full name specifying whether as a shareholder or a proxy, then submitted to the staffs.

Thereafter, all shareholders and proxies were invited to ask questions.

There was no shareholder or proxy asking questions. Then, there was a call for voting to approve the Statement of Financial Position, the Statement of Comprehensive Income, and Auditor's Report for the year 2020 as of December 31, 2020.

# TV Thunder Public Company Limited.

Registration No. 0107557000446

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Mr. Natakrit Wannapinyo, the Meeting Secretary, informed the meeting that there were 1 new shareholder attending the meeting with 100 shares. Therefore, there were 36 persons attending the meeting with total of 535,066,101 shares.

**Resolution** The Meeting had the unanimous resolution to approve the Statement of Financial Position, the Statement of Comprehensive Income, and the Auditor's Report for the year 2020 as of December 31, 2020. The result of voting was as follows.

Vote for	535,066,101	shares	which was	100.00%
Vote against	0	shares	which was	0.00%
Abstain	0	shares		
Void	0	shares		

**Agenda 4 To consider approving the omission of allocation of net profit 2020 as the Legal reserves and the non-payment of dividend in respect of the Company's operating results ended as at 31 December 2020**

Mr. Pirath Yensudjai informed the meeting that the Company has the policy to pay dividend at least 40% of net profit after tax and deducting for legal reserves based on the separate financial statement of the Company. However, the dividend payment also depends on cash flows, investment plan, and legal conditions. Each company will consider for its necessity and appropriateness of potential factors in the future. The dividend payment should not significantly affect the normal operation of the Company.

Based on the financial performance as of December 31, 2020, the Company reported net loss. The Board of Directors opined to propose to the 2021 Annual General Meeting of Shareholders to approve of no appropriation of net profit for the year 2020 as the legal reserve and no dividend payment based on the financial performance for the year ended December 31, 2020.

All shareholders and proxies were invited to ask questions. There was no shareholder or proxy asking questions. Then, there was a call for voting to approve of no appropriation of net profit for the year 2020 as the legal reserve and approve of no dividend payment from the financial performance for the year ended December 31, 2020.

**Resolution** The Meeting had the unanimous resolution to approve of no appropriation of net profit for the year 2020 as the legal reserve and approve of no dividend payment from the financial performance for the year ended December 31, 2020. The result of voting was as follows.

Vote for	535,066,101	shares	which was	100.00%
Vote against	0	shares	which was	0.00%
Abstain	0	shares		
Void	0	shares		

**Agenda 5 To consider and elect the directors to replace those whose term of office has completed**

Assoc.Prof.Dr. Montri Socratyanurak informed the meeting to invite the directors whose term of offices have completed to leave the meeting room and go offline according to the good corporate governance practice and to facilitate shareholders to ask the questions. In this year, there were 3 directors who terms of office have completed which were Mr. Phusit Laithong, Mr. Pirath Yensudjai, and Mr. Natakrit Wannapinyo.

Then, 3 directors whose terms of office have completed had left the meeting room and gone offline.

Thereafter, the Chairman informed the meeting that in accordance with Public Limited Company Act B.E. 2535 and Company Regulation No. 20, there shall be one-third (1/3) of directors whose term of office will be

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completed in each time of Annual General Meeting. If the number of directors cannot be divided by three, the nearest number of one-third (1/3) shall be applied. The directors whose term of office have been completed can be elected for another term. In the year 2021, there were 3 directors whose term of office were completed, which were

- 1) Mr. Phusit Laithong, the director
- 2) Mr. Pirath Yensudjai, the director
- 3) Mr. Natakrit Wannapinyo, the director

The Nomination and Remuneration Committee has considered the qualification of each director individually and opined that the above 3 directors have qualification in term of knowledge, capability, experience, past performance as the directors that will benefit the Company. Moreover, these 3 directors have no prohibited characteristics and did not engage or hold shares in any business competing with the Company.

Therefore, the Nomination and Remuneration Committee and the Board of Directors (excluding interest directors) opined to propose to the shareholders' meeting to re-elect these 3 persons as directors for another term. The Company had attached the profile of these 3 directors to the meeting invitation sent to all shareholders before the meeting.

The Company allowed shareholders to nominate any qualified persons as the candidates for directors in advance via the Company's website and there was no shareholder nominated any person.

All shareholders and proxies were invited to ask questions or provide comments. There was no shareholder or proxy asking questions. Then, there was a call for voting for electing the directors individually to replace the directors whose term of office has completed.

**Resolution** The Meeting had the unanimous resolution to re-elect the directors whose term of office has completed for another term as follows.

## 1.1 Mr. Phusit Laithong

Vote for	535,066,101	shares	which was	100.00%
Vote against	0	shares	which was	0.00%
Abstain	0	shares		
Void	0	shares		

## 1.2 Mr. Pirath Yensudjai

Vote for	535,066,101	shares	which was	100.00%
Vote against	0	shares	which was	0.00%
Abstain	0	shares		
Void	0	shares		

## 1.3 Mr. Natakrit Wannapinyo

Vote for	535,066,101	shares	which was	100.00%
Vote against	0	shares	which was	0.00%
Abstain	0	shares		
Void	0	shares		

Thereafter, the Chairman asked the staff to invite 3 directors back to the meeting room.

The Chairman congratulated to 3 directors who have been entrusted by shareholders to be the directors for another term.

## Agenda 6 To consider and approve the remuneration for directors in 2021

Mr. Pirath Yensudjai informed that the nomination and remuneration committee of the Company has considered the remuneration for director in 2021 based on the responsibilities of directors, financial performance of the Company, and the remunerations of other companies with similar business as the Company, as well as the survey from Thai Institute of Directors (IOD), the remuneration of directors of the Company is in the similar level as the market average

The Board of Directors opined to propose to the shareholders' meeting to approve the remuneration for director in 2021 with the maximum amount of 2 million baht which was equal to the remuneration for directors in 2020 with the following details.

### 1. Meeting Allowance

#### Board of Directors and Audit Committee

Title	Meeting Allowance (baht)
Chairman of the Board of Directors	20,000
Director	15,000
Chairman of Audit Committee	20,000
Audit Committee / Independent Director	15,000

#### Risk Management Committee

Title	Meeting Allowance (baht)
Chairman of Risk Management Committee	20,000
Risk Management Committee	15,000

#### Nomination and Remuneration Committee

Title	Meeting Allowance (baht)
Chairman of Nomination and Remuneration Committee	20,000
Nomination and Remuneration Committee	15,000

### 2. Quarterly Remuneration

Title	Quarterly Remuneration per person (Baht)
Chairman	30,000
Director	30,000

Based on the above remuneration, the Board of Directors and other committees will not get any other benefits beside the meeting allowance and quarterly remuneration specified above. The above rate would be effective on January 1, 2021 onward.

All shareholders and proxies were invited to ask questions.

There was no shareholder or proxy asking questions. Then, there was a call for voting for the remuneration for directors as proposed.

**Resolution** After consideration, the Meeting had the unanimous resolution to approve for the remuneration for directors in 2020 with the maximum amount of 2,000,000 baht. The result of voting was as follows.



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Vote for	535,066,101	shares	which was	100.00%
Vote against	0	shares	which was	0.00%
Abstain	0	shares		
Void	0	shares		

## Agenda 7 To consider and appoint the Company's auditors and determine the audit fees in 2021

Mr. Pirath Yensudjai informed the meeting that the Board of Directors considered the proposal of the audit committee in selecting the Company's auditor based on the qualification of the auditors from Dr. Virach & Associates Office Co., Ltd. and found that they were qualified, experienced, independent and had no relationship and no interest with the Company, subsidiaries, executives, major shareholders or persons related to such person. The audit committee opined to appoint

1. Dr. Virach Aphimeteetamrong Certified Public Accountant (Thailand) No. 1378 or
2. Mr. Chaiyakorn Aunpitipongsa Certified Public Accountant (Thailand) No. 3196 or
3. Mr. Apiruk Ati-anuwat Certified Public Accountant (Thailand) No. 5202 or
4. Dr. Preecha Suan Certified Public Accountant (Thailand) No. 6718 or
5. Ms. Kornkaew Dabkaew Certified Public Accountant (Thailand) No. 8463

from Dr. Virach & Associates Office Co., Ltd. as the Company's auditor for the year 2021. The budget for audit fee was 1,750,000 baht excluding other related expenses. This amount included the audit fee and quarterly review fee of the Company for 1,160,000 baht and the audit fee and quarterly review fee of the subsidiaries for 590,000 baht.

Audit Fees	2021 (Proposed)	2020
1. Audit fee	1,750,000.00	2,150,000.00
2. Other expenses	Based on the actual expense	96,800.00

Thereafter, all shareholders and proxies were invited to ask questions. There was no shareholder or proxy asking questions. Then, there was a call for voting for appointment of the Company's auditors and determining the audit fees for 2021.

**Resolution** The Meeting had the unanimous resolution to approve for the appointment of the auditor from Dr. Virach & Associates Office Co., Ltd. as the Company's auditor by assigning any person on the above list as the Company's auditors in 2021 as well as approve the audit fees in 2021 of 1,750,000.00 baht. The result of voting was as follows

Vote for	535,066,101	shares	which was	100.00%
Vote against	0	shares	which was	0.00%
Abstain	0	shares		
Void	0	shares		

## Agenda 8 To consider other issues (if any)

Assoc.Prof.Dr. Montree Socratianurak informed the meeting that all agendas were finished. All shareholders were invited to propose any other issues. There was no shareholder proposing any issues. Then, all shareholders were invited to ask any questions. The details were as follows.

Ms. Nara Sripetch, a shareholder and proxy from Thai Investors Association inquired about the plan for online business because the current online market had been growing dramatically.



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Mr. Pirath Yensudjai explained that the Company focused on the production of TV programs and contents via online media as explained in the agenda no. 3. Normally, the Company could generate additional revenues from using TV programs to return via online channel e.g. Youtube and Facebook, which was a part of revenues from advertising. Moreover, the Company would provide production services for Platform Online for 5-7 programs in this year for OTT or Subscription Services including AIS PLAY and POPS TV. The Company had involved in this area for 2-3 years and would produce more online contents in the future.

Thereafter, Assoc.Prof.Dr. Montree Socratyanurak, the Chairman invited other shareholders to ask questions.

Once there was no more question, Assoc.Prof.Dr. Montree Socratyanurak the Chairman thanked all shareholders who attend the meeting and closed the meeting.

The meeting was adjourned at 14.49 hrs.

Signature\_\_\_\_\_Chairman of the Meeting  
(Assoc.Prof.Dr. Montree Socratyanurak)

Signature\_\_\_\_\_Meeting Secretary / Minutes  
Taker  
(Mr. Natakrit Wannapinyo)

## Attachment No. 4

### Profile and information of persons nominated as directors to replace directors whose term of office has completed

#### 1. Assoc.Prof.Dr. Montri Socratyanurak

Age 62 years old

Nationality Thai

- Title**
- Independent Director
  - Chairman of the Board of Directors
  - Chairman of Audit Committee
  - Chairman of Nomination and Remuneration Committee

#### Date appointed as Director

December 3, 2014 (The length of period in the office until April 2022 is 7 years)

#### Address

29/37 Ladprao 23, Chankasem, Chatuchak, Bangkok 10900

#### Education

- Ph.D. in Economics University of Minnesota, U.S.A. (Government Scholarship)
- Master in Economics University of Minnesota, U.S.A. (Government Scholarship)
- Master in Economic Development National Institute of Development Administration (NIDA)
- Bachelor in Economics Thammasat University

#### Training for Directorship

Certification of Director Accreditation Program (DAP) Batch 69/2008 from Institute of Director (IOD)

#### Titles in Other Listed Companies (5 Companies)

- 2020 - Present Chairman of Audit Committee / Independent Director Clover Power PCL
- 2016 - Present Chairman Thai Plastic Industrial (1994) PCL
- 2015 - Present Independent Director / Chairman of Audit Committee Megachem (Thailand) PCL
- 2012 - Present Independent Director / Chairman of Audit Committee East Coast Furnitech PCL
- 2011 - Present Independent Director / Audit Committee Union Auction PCL

#### Titles in Other Non-Listed Companies

None

#### Titles in Other Companies with Potential Conflict of Interest

None

#### The attendance of meeting in previous year

- Attendance of the Board of Directors Meeting 6/6 (100%)
- Attendance of Audit Committee Meeting 4/4 (100%)
- Attendance of Audit Nomination and Remuneration Committee Meeting 1/1 (100%)

#### Any interest in the agenda in this meeting

None



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## 2. Mr. Sompong Wannapinyo

Age 72 years old

Nationality Thai

**Title**  
- Director  
- Chairman of Advisory Board

**Date appointed as Director**  
December 3, 2014 (The length of period in the office until April 2022 is 7 years)

**Address**  
2411/16 Ladprao Road, Saphansong, Wang Thonglang, Bangkok 10310

**Education**  
Honorable degree in Technology, Television and Radio Broadcasting  
Rajamangala University of Technology Thanyaburi

**Training for Directorship**  
Certification of Director Accreditation Program (DAP) Batch 111/2014 from Institute of Director (IOD)

**Specialization**  
- Production for Television Program, Advertising Media, and Digital Media  
- Corporate Governance and Administration of Small Organization  
- Crisis Management and Business Continuity Management

**Titles in Other Listed Companies**  
None

**Titles in Other Non-Listed Companies (1 Company)**  
2011 - Present Chairman Creatist Media Co., Ltd.

**Work Experience During Past 5 years and/or Important Titles**  
2016 - Present Chairman Radio-Television Broadcasting Professional Federation

**Shareholding in the Company**  
155,531,200 shares (As of March 9, 2022)

**Interest in the Company, Parent Company, and Subsidiaries**  
None

**Titles in Other Companies with Potential Conflict of Interest**  
None

**The attendance of meeting in previous year**  
Attendance of the Board of Directors Meeting 6/6 (100%)





### 3. Mrs. Patraporn Wannapinyo

Age 59 years old

Nationality Thai

**Title**

- Director
- Nomination and Remuneration Committee
- Chief Executive Officer

#### Date appointed as Director

December 3, 2014 (The length of period in the office until April 2022 is 7 years)

#### Address

2411/16 Ladprao Road, Saphansong, Wang Thonglang, Bangkok 10310

#### Education

- Master of Business Administration National Institute of Development Administration (NIDA)
- Bachelor of Communication Arts Sukhothai Thammathirat Open University

#### Training for Directorship

Certification of Director Accreditation Program (DAP) Batch 111/2014 from Institute of Director (IOD)

#### Specialization

- Production for Television Program, Advertising Media, and Digital Media
- Administration of Small Organization
- Crisis Management and Business Continuity Management
- Corporate Governance
- Marketing

#### Titles in Other Listed Companies

None

#### Titles in Other Non-Listed Companies (4 Companies)

- 2018 - Present Chairman Meraya Co., Ltd.
- 2016 - Present Chairman Big Brain Creation Co., Ltd.
- 2013 - Present Chairman EM Entertainment Co., Ltd.
- 2011 - Present Chairman Creatist Media Co., Ltd.

#### Work Experience During Past 5 years and/or Important Titles

- 2018 - Present President Alumni Association of NIDA Business School, National Institute of Development Administration (NIDA)
- 2018 - Present Vice President Alumni Association of National Institute of Development Administration (NIDA)
- 2018 - Present Executive Director Right Livelihood Foundation
- 2016 - 2018 Vice President Zonta Club Bangkok 9

#### Shareholding in the Company

193,069,000 shares (As of March 9, 2022)

#### Interest in the Company, Parent Company, and Subsidiaries

None

#### Titles in Other Companies with Potential Conflict of Interest

None

#### The attendance of meeting in previous year

Attendance of the Board of Directors Meeting 6/6 (100%)

Attendance of Nomination and Remuneration Committee Meeting 1/1 (100%)

## *Attachment No. 5*

### Definition of Independent Director

TV Thunder Public Company Limited has determined the definition of independent director to meet the criteria of the Office of Securities and Exchange Commission or the Stock Exchange of Thailand regarding to shareholding in the Company, or not being employee or advisor with regular salary or not having control over the Company including business relationship as follows.

1. The person holds less than 1% of ordinary shares of the company, parent company, subsidiary, associate, major shareholder or controlling shareholder of the company counting the shareholding of related parties of that independent director
2. The person is not or has never been the director participating in management, people hired by the company, employees, consultant who get fixed salary, or controlling shareholder of the company, parent company, subsidiary, associate, joint subsidiaries, major shareholder or controlling shareholder of the company. This prohibition does not include the person who has not been in the above status already for at least 2 years before asking the permission from SEC. This prohibited characteristic does not include the case that the independent director used to be government official or consultant of government agency who is the major shareholder or controlling shareholder of the company.
3. The person who does not have blood relation or legitimation in form of father, mother, spouse, sibling, and child including spouse of child or any executive, major shareholder, controlling shareholder, or any person nominated as the executive or controlling shareholder of the company and subsidiaries.
4. The person does not have or never have the business relationship with the company, parent company, subsidiary, associate, major shareholder or controlling shareholder of the company in the characteristic that can be obstacle of independent consideration. Moreover, the person is not or has never been the significant shareholder or controlling shareholder of any company who has business relationship with the company, parent company, subsidiary, associate, major shareholder or controlling shareholder of the company. This prohibition does not include the person who has not been in the above status already for at least 2 years before asking the permission from SEC.
5. The person is not or have never been the auditor of the company, parent company, subsidiary, associate, major shareholder or controlling shareholder of the company. Moreover the person is not significant shareholder, controlling shareholder, or partner of auditor's office that the auditor of company, parent company, subsidiary, associate, major shareholder or controlling shareholder of the company belongs to. This prohibition does not include the person who has not been in the above status already for at least 2 years before asking the permission from SEC.
6. The person is not or have never been the professional service provider of the company including legal advisor and financial advisor who gets the compensation more than 2 million baht per year from the company, parent company, subsidiary, associate, major shareholder or controlling shareholder of the company. Moreover the person is not significant shareholder, controlling shareholder, or partner of that professional service provider. This prohibition does not include the person who has not been in the above status already for at least 2 years before asking the permission from SEC.
7. The person is not the director appointed as the representative or the company, major shareholder or any shareholder connected to major shareholder.
8. The person does not work for another organization running the same business and significantly competing with the company or subsidiaries. Also the person is not significant partner, director involving with the management process, employee, or people employed by the company and getting compensation in form of salary. Moreover, the person does not hold more than 1% of ordinary shares with voting rights in another company running the same business and significantly competing with the company or subsidiaries.
9. The person does not have characteristic that make him unable to provide opinion about the operation of the Company independently.

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## Attachment No. 6

### Information of Nominated Auditors for the year 2022

From Dr. Virach & Associates Office Co., Ltd.

#### 1. DR.VIRACH APHIMETEETAMRONG

##### POSITION

Chairman

##### EDUCATION

- B. Accountancy (2<sup>nd</sup> Class Honors), Chulalongkorn University
- M.B.A., Gothenburg School of Economics and Business Administration, Sweden
- Master of Accounting Science, University of Illinois, U.S.A.
- Ph.D. (Finance), University of Illinois, U.S.A.

##### WORK EXPERIENCE

2014-2017

- Vice President and The Chairman of Accounting Profession in The Accounting Education and Technology Committee, The Federation of Accounting Professions
- The Chairman of Accounting Profession in the Accounting Education and Technology Committee, The Federation of Accounting Professions

2011-2014

- Council Member of Chulalongkorn University
- Council Member of University of the Thai Chamber of Commerce

2013-June 2020

- Council Member of Thai-Nichi Institute of Technology

2009-Present

- Dean Faculty of Commerce and Accountancy, Chulalongkorn University

2007-Present

- Head Department of Banking and Finance, Faculty of Commerce and 1991-1999

1999-2003

- Accountancy, Chulalongkorn University

1982-1990 and

- Chairman of M.B.A. Program, Chulalongkorn University

1982-1983

- Chairman of M.B.A. Program, Chulalongkorn University

##### PROFESSIONAL ACTIVITIES

- Authorized Auditor
- Listed Auditor

#### 2. MR. CHAIYAKORN AUNPITIPONGSA

##### POSITION

Managing Director

##### EDUCATION

- Bachelor degree in Accounting, Faculty of Commerce and Accountancy, Chulalongkorn University.
- Bachelor degree in Law, Thammasat University
- Master of Arts in Economic Law Faculty of Law, Chulalongkorn University
- Modern Managers Program (MMP) Faculty of Commerce and Accountancy, Chulalongkorn University

##### WORK EXPERIENCE

2011-2017

- Member of the Auditing Standards Committee, The Federation of Accounting Professions

2001-2005

- Member of the Accounting Standards Committee of The Institute of Certified Accountants and Auditors of Thailand.

1995-2001

- Member of the Auditing Standards Committee of The Institute of Certified

Accountants

- and Auditors of Thailand.

1978-1981

- Jaiyos & Co.

##### PROFESSIONAL ACTIVITIES

- Authorized Auditor
- Listed Auditor
- Certified Professional Internal Auditors of Thailand (CPIAT)
- Barrister - at - Law (Thai Bar)

#### 3. MR.APIRUK ATI-ANUWAT

- Certified Public Accountant
- Listed Auditor
- B.B.A. (Accounting), Ramkhamhaeng University
- LL.B., Thammasat University
- MBA., Ramkhamhaeng University

#### 4. MISS.KORNKAEW DABKAEW

- Certified Public Accountant
- Listed Auditor
- B.B.A. (Accounting), Ramkhamhaeng University
- MA. (Accounting), Chulalongkorn University

**\*\* All 4 persons nominated as auditors above have no relationship or interest with the Company and subsidiaries, executives, major shareholders, or any person related to these persons.**

## Attachment No. 7

### Information of the independent director whom the Company has proposed as the proxy

**1. Assoc.Prof.Dr. Montri Socratyanurak**

**Age 62 years old**

**Nationality Thai**

- Title**
- Independent Director
  - Chairman of the Board of Directors
  - Chairman of Audit Committee
  - Chairman of Nomination and Remuneration Committee

**Date appointed as Director**

December 3, 2014 (The length of period in the office until April 2019 is 7 years)

**Address**

29/37 Ladprao 23, Chankasem, Chatuchak, Bangkok 10900

**Education**

- Ph.D. in Economics University of Minnesota, U.S.A. (Government Scholarship)
- Master in Economics University of Minnesota, U.S.A. (Government Scholarship)
- Master in Economic Development National Institute of Development Administration (NIDA)
- Bachelor in Economics Thammasat University

**Training for Directorship**

Certification of Director Accreditation Program (DAP) Batch 69/2008 from Institute of Director (IOD)

**Titles in Other Listed Companies (5 Companies)**

- 2020 - Present Chairman of Audit Committee / Independent Director Clover Power PCL
- 2016 - Present Chairman Thai Plastic Industrial (1994) PCL
- 2015 - Present Independent Director / Chairman of Audit Committee Megachem (Thailand) PCL
- 2012 - Present Independent Director / Chairman of Audit Committee East Coast Furnitech PCL
- 2011 - Present Independent Director / Audit Committee Union Auction PCL)

**Titles in Other Non-Listed Companies**

None

**Titles in Other Companies with Potential Conflict of Interest**

None

**The attendance of meeting in previous year**

- Attendance of the Board of Directors Meeting 6/6 (100%)
- Attendance of Audit Committee Meeting 4/4 (100%)
- Attendance of Audit Nomination and Remuneration Committee Meeting 1/1 (100%)

**Any interest in the agenda in this meeting**

None





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## 2. Assoc.Prof.Dr. Gallayanee Parkatt

Age 64 years old

Nationality Thai

- Title**
- Independent Director
  - Director
  - Audit Committee
  - Chairman of Risk Management Committee

### Date appointed as Director

December 3, 2014 (The length of period in the office until April 2019 is 7 years)

### Address

318 Phahonyothin 28, Phahonyothin Road, Chatuchak, Bangkok 10900

### Education

- Ph.D (Finance) RMIT University, Melbourne, Australia
- Master of Business Administration (Finance) National Institute of Development Administration (NIDA)
- Bachelor of Accounting University of the Thai Chamber of Commerce

### Training for Directorship

Certification of Director Accreditation Program (DAP) Batch 99/2012 from Institute of Director (IOD)

### Specialization

Accounting

### Titles in Other Listed Companies

None

### Titles in Other Non-Listed Companies

None

### Work Experience During Past 5 years and/or Important Titles

- 2010 - Present Chairman of the Committee for Doctor of Philosophy in Business Administration, Sukhothai Thammathirat Open University
- 2013 - 2015 Vice Rector of Finance Sukhothai Thammathirat Open University

### Shareholding

None

### Interest in the Company, Parent Company, and Subsidiaries

None

### Titles in Other Companies with Potential Conflict of Interest

None

### The attendance of meeting in previous year

- Attendance of the Board of Directors Meeting 6/6 (100%)
- Attendance of Audit Committee Meeting 4/4 (100%)
- Attendance of Risk Management Committee Meeting 1/1 (100%)

### - Any interest in the agenda in this meeting

None



# TV Thunder Public Company Limited.

Registration No. 0107557000446

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TEL : +66(0) 2-5590022 FAX : +66(0) 2-5593609

### 3.Mr.Supong Limtanakool

Age 70 years old

Nationality Thai

#### Title

- Independent Director
- Director
- Audit Committee
- Chairman of Risk Management Committee
- Nomination and Remuneration Committee

#### Date appointed as Director

January 25, 2022

#### Address

16/3 Soi Sukhumvit 33, Khlong Tan Nuea, Thawi Watthana, Bangkok. 10110

#### Education

- D.B.A. 1977 Doctor of Business Administration  
University of San Gabriel, Irvine, CA, USA.  
Emphasis: International Marketing
- M.S. 1975 Master of Science in Business Administration  
California State University, Long Beach, CA, USA.  
Emphasis: Marketing and Consumer Behavior,
- B.A. 1973 Bachelor of Arts  
California State University, Long Beach, CA, USA.  
Emphasis: Economics

#### Training for Directorship

Director Accreditation Program (DAP) Batch 68 / 2008 from Institute of Director (IOD)

#### Titles in Other Listed Companies (1 Companies)

2008 - present Audit Committee/Independent Director for Thai Polycons Public Company Ltd.,

#### Titles in Other Non-Listed Companies

- None

#### Work Experience During Past 5 years and/or Important Titles

- 1994 - present Vice President for External Affairs, Bangkok University,
- 2010 - present Subcommittee Chairman on Korean Friendship Association of Thailand,
- 2006 - present Chairman of Bangkok University Center for Strategic Studies

#### Shareholding in the Company

None

#### Interest in the Company, Parent Company, and Subsidiaries

None

#### Titles in Other Companies with Potential Conflict of Interest

None

#### The attendance of meeting in previous year

None

#### Any interest in the agenda in this meeting

None



## *Attachment No. 8*

### Company Regulation about the Shareholders' Meeting TV Thunder Public Company Limited

#### Section 5

##### Board of Directors

- No. 18 The Board of Directors of the Company shall consist of no less than five (5) members. At least one-half of the directors shall reside within the Kingdom of Thailand. All directors shall have qualification according to the laws and regulations.  
The directors of the Company may be not may not be shareholders of the Company.
- No. 19 Directors of the Company shall be elected by the shareholders' meeting under the following terms and conditions:
- (1) Each shareholder shall have one vote per share.
  - (2) Each shareholder may cast all his/her vote(s) according to (1) to elect one or several candidates as directors but could not allot the votes to any person at any number.
  - (3) The candidates receiving the highest number of votes in the respective order of the votes shall be elected as directors at such time. In the event that a number of candidates receiving an equal number of votes for the last directorship exceed the number of directors the Company required or to be elected at such time, the Chairman of the meeting shall have a second or casting vote.
- No. 20 At every Annual General Meeting of Shareholders, one-third of the directors shall retire from the office. If the number of directors is not a multiple of three, then the number of directors nearest to one-third (1/3) must retire from the office. The retired directors shall be eligible for re-election.  
The directors retiring in the first and the second years following the enlisting of the Company shall be drawn by lots. In the subsequent years, the directors who have been the longest in office shall retire.
- No. 25 The directors of the Company shall earn the remuneration as approved by the shareholders' meeting. The remunerations may be in form of fixed remuneration or variable remuneration based on the specified criteria. The determined remuneration can be effective for each time or until the shareholders' meeting has the resolution to change it. Moreover, the directors have the rights to get allowance and welfare according to the order of the Company.  
The first paragraph will not affect the rights of directors who are appointed from staffs or employees of the Company in earning compensation and benefits as the staffs or employees of the Company.

#### Section 6

##### Shareholders' Meeting

- No. 36 The Board of Directors must arrange the annual general meeting of shareholders within four (4) months from the end of the fiscal year. Shareholders meeting other than the first paragraph so-called extraordinary meeting. The Board of Directors shall convene the extraordinary shareholders' meeting at any time deemed appropriate.  
One or more shareholders holding shares of not less than ten (10) percent of the total number of outstanding shares may enter into a written request to the Board of Directors to call an extraordinary meeting at any time. The subject matter and reasons for requesting the meeting are clearly stated in the letter. The Board of Directors must arrange a meeting of shareholders within forty-five (45) days from the date of receipt of the letter from the shareholders.  
In case the Board does not arrange a meeting within forty-five (45) days from the date of receipt of the letter from the shareholders, shareholders can gather with other shareholders to have number of shares required can call for meeting within forty-five (45) days from the expiration of the period specified in the preceding paragraph.  
Such meeting shall be deemed to be a shareholders' meeting convened by the Board of Directors. The Company shall be responsible for the necessary expenses incurred from arranging meetings and providing reasonable accommodations. If the number of shareholders attending the meeting does not meet the required quorum, all shareholders who request for the meeting at that time shall be jointly liable for the expenses incurred from the arranging of such meeting.
- No. 37 The Board of Directors shall summon a Shareholders' Meeting by sending a notice to the shareholders at least seven (7) days before the date of the meeting. The notice shall specify the venue, date, time and agenda of the meeting and the subject matter to be submitted to the meeting together with appropriate details - specify clearly agenda that to acknowledge, or to approve, or to consider and also include the

# TV Thunder Public Company Limited.

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opinion of the Board of Directors. Such notice shall be published in a newspaper not less than three (3) consecutive days for at least three (3) days in advance of the date of the meeting date.  
The venue for the meeting may be in the province where the Company's head office is located, or any place decided by the Board of Directors.

38. The quorum of a Shareholders' Meeting shall be either not less than twenty-five (25) shareholders or proxies (if any) presented, or not less than half of the total number of shareholders, and the total number of shares altogether should not less than one-third (1/3) of the total number of outstanding shares. When one (1) hour has elapsed from the appropriated time fixed for any Shareholders' Meeting and the number of shareholders presenting at the meeting does not constitute a quorum as specified in the first paragraph, if such meeting is a Shareholders' Meeting convened because
- of a request from shareholders, it shall be extinguished. If it is not convened because of a request from shareholders, it shall be re-convened by sending notice to shareholders at least seven (7) days prior to the meeting. At this later meeting, a quorum as prescribed is not compulsory.
39. The Chairman of the Board of Directors is the Chairman in the Shareholders' Meeting. If the Chairman of the Board of Directors cannot attend the meeting, the Vice Chairman of the Board of Directors will be the Chairman of the meeting. If there is no Vice Chairman or Vice Chairman is not in the meeting or cannot act such duty, the meeting shall select any shareholder as the Chairman of the meeting.
40. The resolution of a Shareholders' Meeting should be form one share equaling one vote. The shareholders who have interest in any issue shall not vote for such issues. The election of directors and resolution of shareholders' meeting require the following votes:
- (1) In an ordinary case, it shall be adopted by a simple majority vote of the shareholders who attend the meeting and cast the vote. In case of equality of votes, the Chairman of the meeting shall have an additional casting vote.
  - (2) In the following cases, it shall be adopted by the votes of not less than three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote:
    - (a) Sale or transfer of the whole or a material part of the Company's business to others;
    - (b) Purchase or acceptance of transfer of other entity or private company to the Company.
    - (c) Execution, amendment or termination of contracts concerning the Company's all or partial leasing businesses, as well as assignment of other persons to operate the Company's business, or have a joint-venture with other persons with the objective of profit and loss sharing,
    - (d) Modification of Memorandum of Association or Company Regulation
    - (e) Capital increase or decrease of the Company
    - (f) Liquidation of the Company
    - (g) Issuance of bond of the Company
    - (h) Merger with other companies.
41. The agendas which an Annual General Meeting of Shareholders shall require are as follows:
- (1) To consider the declaration of the past operational results.
  - (2) To consider and approve the Company's Balance Sheet and Profit and Loss Statement.
  - (3) To approve the appropriation of the profit and dividend payment.
  - (4) To approve the appointment of a new director in replacement to a director who are due to retire by rotation.
  - (5) To approve the appointment of the Company's auditor.
  - (6) To consider other issues.

## *Attachment No. 9*

### Documentary evidences required to attend the Meeting

1. The shareholder who is ordinary person.
  - 1.1 If the shareholder will attend the meeting, the required document is any evidence with attached photo issued by government agencies and is unexpired e.g. citizen I.D. card, driving license, or passport.
  - 1.2 If the shareholder appoints the proxy holder to attend the meeting, the required documents are as follows.
    - (a) The proxy form enclosed with the meeting invitation that is completed filled and signed by proxy grantor and proxy holder.
    - (b) The photocopy of the evidence issued by government agencies of shareholders according to the details in no. 1.1 and certified as true copy by the proxy grantor.
    - (c) The evidence issued by government agencies of proxy holder according to the details in no. 1.1.
2. The shareholder who is juristic person.
  - 2.1 If the representative of shareholder attends the meeting
    - (a) The evidence issued by government agencies of the representative according to the details in no. 1.1.
    - (b) The photocopy of the juristic person certificate of the shareholder certified as true copy by the representative of the juristic person with the sentence showing that the representative who attends the meeting has authority to act for the shareholder who is the juristic person.
  - 2.2 If the shareholder appoints the proxy holder to attend the meeting
    - (a) The proxy form enclosed with the meeting invitation that is completed filled and signed by proxy grantor and proxy holder
    - (b) The photocopy of the juristic person certificate of the shareholder certified as true copy by the representative of the juristic person with the sentence showing that the representative who signed the proxy form has authority to act for the shareholder who is the juristic person.
    - (c) The evidence issued by government agencies of proxy holder according to the details in no. 1.1.
3. The shareholder who is non-Thai person or a juristic person established based on the law of other countries. The contents in no. 1 and no. 2 can be applied to the shareholder who is non-Thai person or a juristic person established based on the law of other countries with the following conditions
  - (a) The juristic person certificate can be the document issued by government agencies of the country that the juristic person is located or by the officer of the juristic person. The details include the name of juristic person, the authorized persons and terms and conditions of authority, and the head office location.
  - (b) The documents in other languages beside Thai or English must be attached with the translation in Thai or English and the representative of the juristic person has certified the correctness of translation.

# TV Thunder Public Company Limited.

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District, Bangkok. 10310

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*Attachment No. 10*

**Proxy Form A (Simple Form)**  
**At the back of the notification of the Department of Business Development**  
**about Proxy Form (No. 5), B.E. 2007**

Written at \_\_\_\_\_  
Day \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_  
I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_  
who is a shareholder of **TV Thunder Public Company Limited**  
and holding a total number of \_\_\_\_\_ shares, with voting rights of \_\_\_\_\_ votes, which comprise  
ordinary shares of \_\_\_\_\_ shares, with voting rights of \_\_\_\_\_ votes  
preferred ☐ shares of \_\_\_\_\_ shares, with voting rights of \_\_\_\_\_ votes  
do hereby appoint only one of the following persons :  
☐ (1) \_\_\_\_\_ Age \_\_\_\_\_ years old  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_  
or Independent Director  
☐ (2) Assco.Prof.Dr. Montree Socratyanurak Age 64 years old  
Residing at No. 29/37 Soi Lardprao 23 Road Lardprao Sub-district Chan Kasem District Chatuchak  
Province Bangkok Postal Code 10900  
☐ (3) Assco.Prof.Dr.Gallayanee Parkatt Age 63 years old  
Residing at No. 318 Road Phahonyothin Sub-district Chan Kasem  
District Chatuchak Province Bangkok Postal Code 10900  
☐ (4) Supong Limtanakool Age 70 years old  
Residing at No. 16/3 Soi Sukhumvit 33 Road \_\_\_\_\_ Sub-district Khlong Ta Nue District Thawi Watthana  
Province Bangkok Postal Code 10330

as my/our proxy holder to attend and vote on my/our behalf at 2022 Annual General Meeting of Shareholders held on April 26, 2022 at 14.00 hrs. Thunder Studio (Town in Town), 429 Soi Phraya Prasert School, Plubpla, Wangthonglang, Bangkok 10310 or at any adjournment thereof.

Signed _____ (_____)	Shareholder
Signed _____ (_____)	Proxy Holder
Signed _____ (_____)	Proxy Holder
Signed _____ (_____)	Proxy Holder

**Remarks:**

-The shareholder shall appoint only one proxy holder to attend and vote at the meeting and shall not allocate the number of shares to several proxy holders to vote separately.

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## Form B (Form specified the details of voting in each agenda)

Written at \_\_\_\_\_  
Day \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ (2)  
who is a shareholder of **TV Thunder Public Company Limited**  
and holding a total number of \_\_\_\_\_ shares, with voting rights of \_\_\_\_\_ votes, which comprise  
ordinary shares of \_\_\_\_\_ shares, with voting rights of \_\_\_\_\_ votes  
preferred shares of \_\_\_\_\_ shares, with voting rights of \_\_\_\_\_ votes

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

☐ (3) \_\_\_\_\_ Age \_\_\_\_\_ years old  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

or Independent Director

☐ (4) Assco.Prof.Dr. Montree Socratyanurak Age 64 years old  
Residing at No. 29/37 Soi Lardprao 23 Road Lardprao Sub-district Chan Kasem District  
Chatuchak Province Bangkok Postal Code 10900

☐ (3) Assco.Prof.Dr.Gallayanee Parkatt Age 63 years old  
Residing at No. 318 Road Phahonyothin Sub-district Chan Kasem  
District Chatuchak Province Bangkok Postal Code 10900

☐ (4) Supong Limtanakool Age 70 years old  
Residing at No. 16/3 Soi Sukhumvit 33 Road \_\_\_\_\_ Sub-district Khlong Ta Nues District  
Thawi Watthana Province Bangkok Postal Code 10330

as my/our proxy holder to attend and vote on my/our behalf at 2022 Annual General Meeting of Shareholders held on April 26, 2022 at 14.00 hrs. Thunder Studio (Town in Town), 429 Soi Phraya Prasert School, Plubpla, Wangthonglang, Bangkok 10310 or at any adjournment thereof.

(4) I/We authorize my/our proxy holder to cast votes on my/our behalf at the meeting in the following manner:

Agenda No. 1: To consider and certify the minutes of the Annual General Meeting of Shareholders 2021.

- ☐ (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate  
☐ (b) The proxy holder shall cast votes in accordance with the following instructions:  
☐ Approve ☐ Disapprove ☐ Abstain

Agenda No. 2: To acknowledge the financial performance of the Company in the previous year.

- ☐ (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate  
☐ (b) The proxy holder shall cast votes in accordance with the following instructions:  
☐ Approve ☐ Disapprove ☐ Abstain

Agenda No. 3: To consider and approve the Statement of Financial Position, the Statement of comprehensive Income, and the Auditor's Report for the Year 2021 as of December 31, 2021.

- ☐ (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate  
☐ (b) The proxy holder shall cast votes in accordance with the following instructions:  
☐ Approve ☐ Disapprove ☐ Abstain

Agenda No. 4: To consider and approve for appropriation of net profit as the legal reserve and dividend payment. as at 31 December 2021.

- ☐ (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate

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☐ (b) The proxy holder shall cast votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda No. 5: To consider and elect directors to replace the directors whose term of office has been completed.

☐ (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate

☐ (b) The proxy holder shall cast votes in accordance with the following instructions:

☐ Re-election of directors whose term of office has completed

☐ Elect each director individually

5.1 Assco.Prof.Dr.Montree Socratyanurak

☐ Approve ☐ Disapprove ☐ Abstain

☐ Elect each director individually

5.2 Mr.Sompong Wannapinyo

☐ Approve ☐ Disapprove ☐ Abstain

☐ Elect each director individually

5.3 Mrs.Patraporn Wannapinyo

☐ Approve ☐ Disapprove ☐ Abstain

Agenda No. 6 : To consider and approve the remuneration for directors for the year 2022.

☐ (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate

☐ (b) The proxy holder shall cast votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda No. 7 : To consider and appoint the Company's auditors and determine audit fee in 2022.

☐ (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate

☐ (b) The proxy holder shall cast votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda No. 8 To consider other issues. (if any)

☐ (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate

☐ (b) The proxy holder shall cast votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

(5) Any votes casted by the proxy holder in any agenda which are not in accordance with the instructions in this Proxy shall be void and not be considered as my/our votes.

(6) Where I/we have not indicated my/our instructions or have not clearly specified my/our instructions, or where the meeting has considered, or passed a resolution on any matter other than those specified above, including but not limited to any amendment or supplement of information provided, the proxy holder may cast votes as he/she deems appropriate.

Any and all acts performed by the proxy holder at the meeting, except those which are not in accordance with my/our instructions in this Proxy, shall be deemed as my/our own acts in all respects.

Signed \_\_\_\_\_ Shareholder  
(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy Holder  
(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy Holder  
(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy Holder  
(\_\_\_\_\_)

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Remarks:

1. The shareholder shall appoint only one proxy holder to attend and vote at the meeting and shall not allocate the number of shares to several proxy holders to vote separately.
2. With regard to the election of director(s), approval may be given in respect of all nominated persons as a group or for each nominated person individually
3. Where there occurs any agenda for the meeting's consideration other than those specified above, such additional agenda and additional instructions may be specified in the Annex to the Proxy Form attached hereto.



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## Annex to the Proxy Form B

Appointment of proxy holder by the shareholder of TV Thunder Public Company Limited  
in the Annual General Meeting of Shareholders 2022 held on April 26, 2022 at 14.00 hrs. at Thunder Studio (Town in Town), 429 Soi Phraya Prasert School, Plubpla, Wangthonglang, Bangkok 10310 or at any adjournment thereof

Agenda..... Title.....

- ☐ (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate
- ☐ (b) The proxy holder shall cast votes in accordance with the following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda..... Title.....

- ☐ (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate
- ☐ (b) The proxy holder shall cast votes in accordance with the following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda..... Title.....

- ☐ (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate
- ☐ (b) The proxy holder shall cast votes in accordance with the following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda..... Title.....

- ☐ (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate
- ☐ (b) The proxy holder shall cast votes in accordance with the following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain

# TV Thunder Public Company Limited.

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## Proxy Form C

(Used for foreign investors who appointed custodian in Thailand to take care shares  
At the back of the notification of the Department of Business Development  
about Proxy Form (No. 5), B.E. 2007

Written at \_\_\_\_\_  
Day \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_  
(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_  
acting as custodian for \_\_\_\_\_  
who is a shareholder of **TV Thunder Public Company Limited**,  
holding a total number of \_\_\_\_\_ shares, with voting rights of \_\_\_\_\_ votes, which comprise Ordinary share  
shares, with voting rights of \_\_\_\_\_ votes  
Preferred share \_\_\_\_\_ shares, with voting rights of \_\_\_\_\_ votes

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

☐ (1) \_\_\_\_\_ Age \_\_\_\_\_ years old  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_  
or Independent Director  
☐ (2) Assco.Prof.Dr. Montree Socratyanurak Age 64 years old  
Residing at No. 29/37 Soi Lardprao 23 Road Lardprao Sub-district Chan Kasem District  
Chatuchak Province Bangkok Postal Code 10900  
☐ (3) Assco.Prof.Dr.Gallayane Parkatt Age 63 years old  
Residing at No. 318 Road Phahonyothin Sub-district Chan Kasem  
District Chatuchak Province Bangkok Postal Code 10900  
☐ (4) Supong Limtanakool Age 70 years old  
Residing at No. 16/3 Soi Sukhumvit 33 Road \_\_\_\_\_ Sub-district Khlong Ta Nue District  
Thawi Watthana Province Bangkok Postal Code 10330

as my/our proxy holder to attend and vote on my/our behalf at 2022 Annual General Meeting of Shareholders held on April 26, 2022 at 14.00 hrs. Thunder Studio (Town in Town), 429 Soi Phraya Prasert School, Plubpla, Wangthonglang, Bangkok 10310 or at any adjournment thereof.

(3) I/We authorize my/our proxy holder to cast votes on my/our behalf at the meeting as follows.

☐ For all shares that I hold and am eligible to vote

☐ For a part of my shares as

Ordinary shares \_\_\_\_\_ shares that can be votes for \_\_\_\_\_ votes

(4) I/We authorize my/our proxy holder to cast votes on my/our behalf at the meeting in the following manner:

Agenda No. 1: To consider and certify the minutes of the Annual General Meeting of Shareholders 2021.

☐ (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate

☐ (b) The proxy holder shall cast votes in accordance with the following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda No. 2: To acknowledge the report on the Company's operating results as at past year.

☐ (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate

☐ (b) The proxy holder shall cast votes in accordance with the following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda No. 3: To consider and approve the Statement of Financial Position, the Statement of comprehensive Income, and the Auditor's Report for the Year 2021 as of December 31, 2021.

☐ (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate

☐ (b) The proxy holder shall cast votes in accordance with the following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda No. 4: To consider and approve for appropriation of net profit as the legal reserve and dividend payment. as at 31 December 2021.

☐ (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate

☐ (b) The proxy holder shall cast votes in accordance with the following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda No. 5: To consider and elect directors to replace the directors whose term of office has been completed.

☐ (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate

☐ (b) The proxy holder shall cast votes in accordance with the following instructions:

☐ Re-election of directors whose term of office has completed

☐ Elect each director individually

5.1 Assco.Prof.Dr.Montree Socratyanurak

☐ Approve

☐ Disapprove

☐ Abstain

☐ Elect each director individually

5.2 Mr.Sompong Wannapinyo

☐ Approve

☐ Disapprove

☐ Abstain

☐ Elect each director individually

5.3 Mrs.Patraporn Wannapinyo

☐ Approve

☐ Disapprove

☐ Abstain

Agenda No. 6 : To consider and approve the remuneration for directors for the year 2022.

☐ (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate

☐ (b) The proxy holder shall cast votes in accordance with the following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda No. 7 : To consider and appoint the Company's auditors and determine audit fee in 2022.

☐ (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate

☐ (b) The proxy holder shall cast votes in accordance with the following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda No. 8 To consider other issues. (if any)

☐ (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate

☐ (b) The proxy holder shall cast votes in accordance with the following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

(5) Any votes casted by the proxy holder in any agenda which are not in accordance with the instructions in this Proxy shall be void and not be considered as my/our votes.

(6) Where I/we have not indicated my/our instructions or have not clearly specified my/our instructions, or where the meeting has considered, or passed a resolution on any matter other than those specified above, including but not limited to any amendment or supplement of information provided, the proxy holder may cast votes as he/she deems appropriate.

# TV Thunder Public Company Limited.

Registration No. 0107557000446

1213/309-310, Lat Phrao 94 (Panchamit) Alley, Sri Wara Road, Phlap Sub-district, Wang Thonglang District, Bangkok. 10310

TEL : +66(0) 2-5590022 FAX : +66(0) 2-5593609

Any and all acts performed by the proxy holder at the meeting, except those which are not in accordance with my/our instructions in this Proxy, shall be deemed as my/our own acts in all respects.

Signed _____ ( _____ )	Shareholder
Signed _____ ( _____ )	Proxy Holder
Signed _____ ( _____ )	Proxy Holder
Signed _____ ( _____ )	Proxy Holder

## **Note**

1. This Proxy Form C shall be applicable only for the shareholders listed in the shares registration book as foreign investors who have appointed custodians in Thailand.
2. The following documents shall be attached to this Proxy Form:  
(1) Power of Attorney from the shareholder authorizing the custodian to sign the Proxy Form on behalf of the shareholder.  
(2) Letter certifying that the person signing the Proxy Form is licensed to engage in custodian business.
3. The shareholder shall appoint only one proxy holder to attend and vote at the meeting and shall not allocate the number of shares to several proxy holders to vote separately.
4. With regard to the election of director(s), approval may be given in respect of all nominated persons as a group or for each nominated person individually.
5. Where there occurs any agenda for the meeting's consideration other than those specified above, such additional agenda and additional instructions may be specified in the Annex to the Proxy Form C attached hereto.

## Annex to the Proxy Form C

in the Annual General Meeting of Shareholders 2022 held on April 26, 2022 at 14.00 hrs. at Thunder Studio (Town in Town), 429 Soi Phraya Prasert School, Plubpla, Wangthonglang, Bangkok 10310 or at any adjournment thereof

☐ Agenda ..... Title .....

☐ (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate

☐ (b) The proxy holder shall cast votes in accordance with the following instructions:

☐ Approve ..... votes ☐ Disapprove ..... votes ☐ Abstain ..... votes

☐ Agenda ..... Title .....

☐ (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate

☐ (b) The proxy holder shall cast votes in accordance with the following instructions:

☐ Approve ..... votes ☐ Disapprove ..... votes ☐ Abstain ..... votes

☐ Agenda ..... Title .....

☐ (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate

☐ (b) The proxy holder shall cast votes in accordance with the following instructions:

☐ Approve ..... votes ☐ Disapprove ..... votes ☐ Abstain ..... votes

☐ Agenda ..... Title .....

☐ (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate

☐ (b) The proxy holder shall cast votes in accordance with the following instructions:

☐ Approve ..... votes ☐ Disapprove ..... votes ☐ Abstain ..... votes

☐ Agenda ..... Title Election of Directors (Cont'd)

Name of Director .....

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director .....

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director .....

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director .....

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director .....

☐ Approve ☐ Disapprove ☐ Abstain

## Guide on using QR Code to download the annual report 2022

The Stock Exchange of Thailand by Thailand Securities Depository Co., Ltd. as the registrar has developed the system for the listed companies to submit the document for shareholders' meeting and annual report in electronic format in form of QR Code so that shareholders can access information quickly and conveniently

Shareholders can download information using QR Code (as in the Attachment No. 3) as follows.

For iOS (iOS 11 and above)

2. Scan (Turn camera toward) QR Code.

3. The screen will show the notification at the top, then click on that notification to see more information about the meeting.

Note

If there is no notification on the screen, you can scan QR code from other applications e.g. QR CODE READER, Facebook, Line, etc.

For Android

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

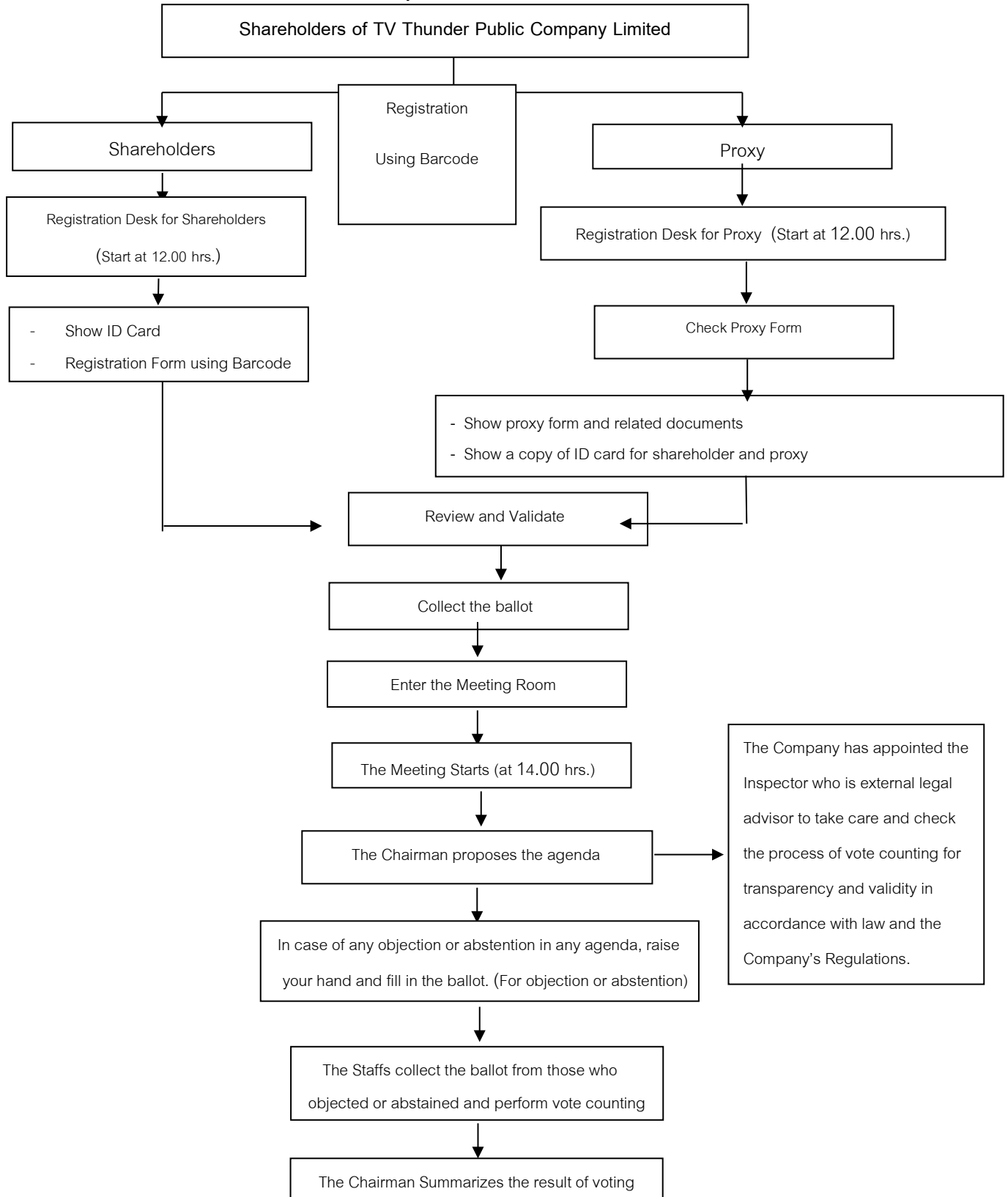
The procedure to scan QR code via Line

—> Open the application "Line" and choose "add friend" —> Choose QR Code —> Scan QR Code

2. Scan QR Code to see more information about the meeting.

**Procedure for attending the AGM 2022 of TV Thunder Public Company Limited**

**April 26, 2022 at 14.00 hrs.**



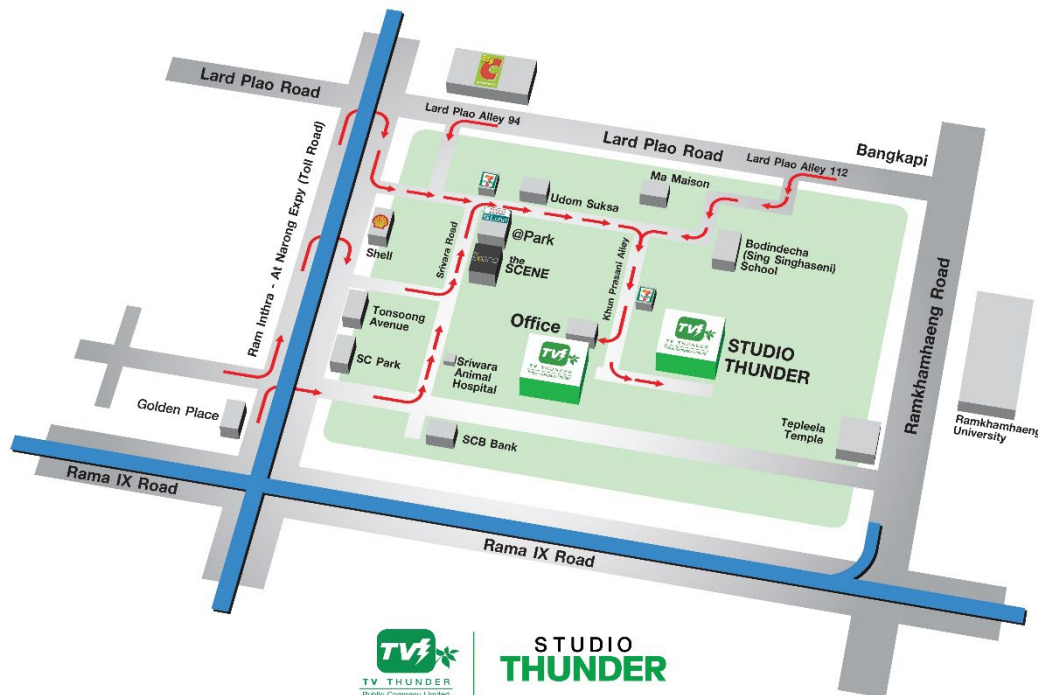
Please return all ballots to the staffs at the end of the meeting

## Location Map for 2022 Annual General Meeting of Shareholders

TV Thunder Public Company Limited  
At Thunder Studio (Town in Town)  
429 Soi Phraya Prasert School, Plubpla  
Wang Thonglang, Bangkok 10310  
Tel. 02-559-0022

Buses passing through Ladprao Road (Lad Prao 94 Bus Stop)  
No. 8,27,44,96,145,502,92,172,122,126

To facilitate the shareholders attending the meeting, the Company arranged for the shuttle van to attend the meeting at the front of Soi Ladprao 98/1, to the Thunder Studio during 12.00 , 13.00 , the last round is 13.30 hrs.)



**STUDIO THUNDER**

**TV Thunder Public Company Limited**

1213/309 – 10 Soi Ladprao 94 (Panjamit) Srivara Road, Phlapphla, Wangthonglang Bangkok 10310  
Tel : 0-2559-0022