



**Tongkah Harbour Public Company Limited**

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**Invitation to the Annual General Meeting  
of Shareholders no. 25/2023**

**Monday, April 17, 2023**

**At 10.00 a.m. (Registration time 9.00 a.m.)**

**Through Electronic Conference (E-AGM)**

Scan to register



Form 56-1 One Report



**Note: Please consider the documents in Enclosure 3 Conditions for registration and documents to be presented on the meeting date.**



- Translation -

**Invitation to Annual General Meeting of Shareholders No.25/2023**

March 20, 2023

**Subject:** Invitation to Annual General Meeting of Shareholders No. 25/2023

**To :** All Shareholders of Tongkah Harbour Public Company Limited

- Enclosures:**
1. Profiles of nominated candidates for election as Directors in place of those who are retiring by rotation
  2. Procedures for registration and documents that must be presented on the meeting date
  3. A list and details of Independent Directors
  4. Company's Articles of Association in relation to shareholders' meetings and voting
  5. Proxy Form A, B, C (Form B is recommended)
  6. Registration Form (please bring it along to the meeting)

The Board of Directors of Tongkah Harbour Public Company Limited (hereinafter referred to as the "Company") has resolved to convene the Annual General Meeting of Shareholders No. 25/2023 on Monday, April 17, 2023, at 10:00 a.m. via electronic media (E-AGM) (open for registration (Log in) at 9:00 a.m.) to consider various matters according to the agenda of the meeting as follows:

**Agenda No. 1 To Acknowledge the Company's Business Operation Report and the Company's Annual Report in 2022**

**Fact and rationale**

The Company has prepared the Company's 2022 Business Operation Report and the Company's 2022 Annual Report, detailed as per a linked through QR Code in the invitation letter form, which is sent to shareholders together with this invitation letter.

**Board of Directors Opinion**

The Board of Directors has considered and agreed that it is appropriate to propose the Company's 2022 Business Operation Report and the Company's 2022 Annual Report to the shareholders' meeting for the acknowledgment of the shareholders.

**Casting vote**

Since this matter is for acknowledgment, no voting is required.

**Agenda No. 2 To Consider and Approve the Company's Financial Statements for the Year Ended on December 31<sup>st</sup>, 2022.**

**Fact and rationale**

In compliance with Sections 112 and 113 of The Public Company Limited Acts B.E. 2535 (as amended) and Article 50 of the Company's Articles of Association, the Company has prepared the financial statements for the year 2022 ended December 31<sup>st</sup>, 2022, which have been audited by the certified public accountant and approved by the Audit Committee. It is deemed appropriate to propose the financial statements and the Comprehensive Income Statement for the year ended 31<sup>st</sup>



December 2022 to the shareholder's meeting for approval. **The details are given in the financial statements in form 56-1 One report as per a linked through QR Code in the invitation letter form, which is sent to shareholders together with this invitation letter.**

The Financial Statements are summarized below:

Item	Amount (Million Baht)
Assets	1,309.23
Total liabilities	399.17
Total income	27.96
Net profit (loss)	(166.32)
Profit (loss) Baht/share	(0.10)

#### Board of Directors Opinion

The Board of Directors has considered and agreed that it is appropriated to propose the Company's Financial Statements for the year ended December 31<sup>st</sup>, 2022 which have been audited by the certified public accountant and approved by the Audit Committee to the shareholders' meeting for approval.

#### Casting vote

This agenda requires the majority votes of the total number of shareholders who attend the meeting and cast their votes.

### **Agenda No. 3 To review and approve the Suspension of Profit Allocation and Dividend Payment for the year 2022.**

#### Fact and rationale

According to Section 116 of the Public Limited Company Act B.E. 2535 (as amended) and Article 52 of the Company's Articles of Association, the Company is required to allocate part of the annual net profit as a reserve fund in an amount not less than five percent of the annual net profit less the sum of accumulated loss brought forward until the appropriated legal reserve's amounts are not less than ten percent of the registered capital.

Taking into consideration the Company's 2022 performance based on its financial statements as of 31 December 2022, the Company's business operation of 2022 still had an accumulated loss. Therefore, the Company is unable to allocate profit and pay dividends for the year 2022.

#### Board of Directors Opinion

The Board of Directors has considered and agreed that it is appropriate to propose the shareholders' meeting to consider and approve the omission of profit and dividend payment for the company's operating results for the year 2022.

#### Casting vote

This agenda requires the majority votes of the total number of shareholders who attend the meeting and cast their votes.



**Agenda No. 4 To Consider and Approve the Appointment of Directors who have retired by rotation for the year 2023.**

**Fact and rationale**

Under Section 71 of the Public Limited Company Act B.E. 2535 (as amended) and Article 20 of the Company's Articles of Association, at each annual general meeting of shareholders, one-third of directors (or a number closest to one-third) shall vacate the office. In this connection, the directors who have been longest in the office shall retire. However, the retiring directors shall be eligible for re-election.

At the Annual General Meeting of Shareholders for the Year 2023, one-third of the directors which is equal to the following 4 directors shall be retired from office.

- |                              |   |
|------------------------------|---|
| (1) Mr. Suthep Buramarn      | Chairman Board of Director              |
| (2) Mr. Nikom Chompulong     | Independent Director and Audit Director |
| (3) Mr. Grit Kongpattanyotin | Executive Director                      |
| (4) Mr. Vichai Benjapalporn  | Executive Director                      |

The Nomination Committee and Board of Directors considered and agreed to propose the names of the Board of Directors to be re-elected for 4 persons as follows:

- |                              |   |
|------------------------------|---|
| (1) Mr. Suthep Buramarn      | Chairman Board of Director              |
| (2) Mr. Nikom Chompulong     | Independent Director and Audit Director |
| (3) Mr. Grit Kongpattanyotin | Executive Director                      |
| (4) Mr. Vichai Benjapalporn  | Executive Director                      |

As part of the guidelines for identifying persons for election as the Company's directors, the Recruitment Committee shall be responsible for screening the persons first before submitting them to the Board of Directors for consideration. In considering the persons, the Committee shall take into account their knowledge, abilities, experience, vision, and trustworthiness. As well, the persons must possess professional qualifications and specialized expertise. On the other hand, they must not possess any characteristics prohibited by law.

Moreover, the abovementioned four directors possess appropriate qualifications, and experience in various fields i.e., legal, business management, finance, and audit as per the Skill Matrix of the Company's directors, having leadership and wide vision. Importantly, they lead a moral life and adhere to the code of ethical conduct. Furthermore, the persons proposed for election as independent directors are able to give opinions independently and in line with the rules and regulations concerned as well as deliberately consider the appropriateness of the continuation of the business operation which will benefit the Company, the Board of Directors, therefore, agree to propose four directors who are retiring by rotation to be re-appointed for one more term. The details of their profile shall be provided in **Enclosure 1**.

**Board of Directors Opinion**

Per the approval of the Recruitment Committee, the Board of Directors has considered the appropriate qualifications and benefits to the Company business' operation, including the proposed director who has been proposed to be the independent director, and the members of the audit committee are able to give opinions independently and in line with the rules and regulations concerned, therefore, the Board of Directors agreed to propose the shareholders' meeting to consider and approve the appointment of four directors who are retiring by rotation to be re-appointed for one more term proposed.



#### Casting vote

This agenda requires the majority votes of the total number of shareholders and the proxies who attend the meeting and casting their vote as per the criteria and procedure defined in the Company's Articles of Association as follows:

1. A shareholder shall have one vote per share.
2. In each resolution, a shareholder must exercise his right according to the number of votes specified under (1) and his votes may not be distributed howsoever to elect the candidate(s).
3. At the election of the directors, the votes shall be decided by the majority. In case of an equality of votes, the Chairman shall have a casting vote.

#### **Agenda No. 5 To Consider and Approve the Directors' 2023 Annual Remuneration.**

##### Fact and rationale

Under Section 90 of the Public Limited Company Act B.E. 2535 (as amended) and Article 27 of the Company's Articles of Association, at each annual general meeting of shareholders, the shareholders shall determine the directors' remuneration. The Company has defined the Remuneration for the Directors of the Company in the year 2023 by following the consideration from the Remuneration Committee which considers the suitability and in accordance with the general conditions of the same industry as well as the suitability of duties and responsibilities of the Board of Directors, therefore, it is deemed appropriate to propose the Annual Remuneration of Directors for the year 2023. The details shall be as follows:

<b>Description</b>	<b>Annual remuneration (Baht)</b>	<b>Meeting allowance per meeting (Baht)</b>
Board of Directors		
● Chairman	100,000	15,000
● Director/Independent director	50,000	15,000
● Executive Director	50,000	-
<b>Description</b>	<b>Annual remuneration (Baht)</b>	<b>Meeting allowance per meeting (Baht)</b>
Audit Committee		
● Chairman of Audit Committee	70,000	10,000
● Member of Audit Committee	50,000	10,000
Remuneration Committee		
● Chairman of Remuneration Committee	50,000	10,000
● Member of Remuneration Committee	30,000	10,000
Recruitment Committee		
● Chairman of Recruitment Committee	50,000	10,000
● Member of Recruitment Committee	30,000	10,000
Good Governance Committee		



Description	Annual remuneration (Baht)	Meeting allowance per meeting (Baht)
● Chairman of Good Governance Committee	50,000	10,000
● Member of Good Governance Committee	30,000	10,000
Risk Management Committee		
● Chairman of Risk Management Committee	50,000	10,000
● Member of Risk Management Committee	30,000	10,000

The Board of Directors' Opinion

The Remuneration Committee has fully and thoroughly considered the remuneration of directors by considering various appropriateness. Therefore, it is deemed appropriate to approve the remuneration for directors and all committees as proposed by the Remuneration Committee.

Casting vote

This agenda requires the vote of not less than two-thirds of the total number of shareholders who attend the meeting.

**Agenda No. 6 To Consider and Approve the Appointment of the Company's Auditors and to Determine the Auditing Fee for the Company's Financial Statements for the Year 2023.**Fact and rationale

To comply with Section 120 of the Public Limited Company Act B.E. 2535 (as amended) and Article 47 of the Company's Articles of Association, which required the annual general meeting of shareholders to appoint an auditor and determine the remuneration of the auditor of the Company every year, the Board of Directors has selected the auditor of the Company, based on the endorsement of the Audit Committee which takes into account the past performance, experience, standards and work efficiency, auditing expertise and independence of the auditor as well as the audit fees.

The Board of Directors' Opinion

The Board of Directors has considered and agreed that it is appropriate to propose the shareholders' meeting to consider and approve the appointment of the Company's Auditors and to determine the auditing fee for the Company and its subsidiaries, the details of which are as follows:

Company	Audit Fee (Baht)		Auditor	Registered No.
	2022	2023		
Tongkah Harbour PCL	1,850,000	2,230,000	A.M.T. & Associates	
Sky Cliff Co., Ltd.	160,000	160,000	(1)Mr.Chaiyuth Angsuwithaya	3885
Sea Minerals Co., Ltd.	140,000	140,000	(2)Mrs.Natsarak Sarochanunjeen	4563
89 Capricorn Development Co.,Ltd	400,000	400,000	(3)Miss Daranee Somkamnerd	5007
Pure Nergy Co.,Ltd.	540,000	540,000	(4)Mrs.Jarunee Nuammae	5596
Crinvest Co., Ltd.	640,000	640,000	(5) Mr. Siramate	11821
	3,730,000	4,110,000	Akkharachotkullanun **any of those is a signature	



Company	Audit Fee (Baht)		Auditor	Registered No.
	2022	2023		
THL MYANMAR Co., Ltd.	2,000,000 MMK (50,000 Baht)	40,366 Baht	Zin & Friends Audit Firm I.U Zin Wai	210

In case the certified public accountants whose names are mentioned above could not perform their duties, A.M.T. & Associates or Zin & Friends Audit Firm (whichever the case is) is permitted to assign its other certified public accountants of A.M.T. & Associates or Zin & Friends Audit Firm to carry out the work on their behalf.

**Remarks** In 2023, the Company has agreed to propose to appoint Mr.Chaiyuth Angsuwithaya, Mrs.Natsarak Sarochanunjeen, Miss Daranee Somkamnerd, Mrs.Jarunee Nuammae, and Mr. Siramate Akkharachotkullanun from A.M.T. & Associates to be the auditors of Company's subsidiaries in Thailand.

With this regard, the amount of the audit fee as follows:

Details for consideration	Year 2022	Year 2023	Increase (reduce)	% increase (reduce)
Audit fee	3,780,000	4,110,000	370,366	9.80

The Audit Committee's opinion:

The Audit Committee is of the opinion that the certified public accountants on the above list do not have any relationship or conflict of interest with the Company or its subsidiaries, executives, major shareholders, and related parties. In addition, A.M.T.& Associates has audit expertise, and its performance in the past year is satisfactory. As well, its audit fees are appropriate.

Casting vote

This agenda requires the majority votes of the total number of shareholders who attend the meeting and cast their votes.

**Agenda No. 7 To Consider Any Other Business (If any)**

All shareholders are cordially invited to the meeting as per the above date/time via electronic media (E-AGM). The shareholders or proxy are able to register and submit the documents for verification via electronic media (E-AGM) on April 17, 2023. 9.00 am onward.

In the case that you are unable to attend the meeting, you may appoint a proxy to attend and vote on your behalf by using one of the 3 enclosed proxy forms. As for foreign shareholders who appoint a custodian in Thailand to be your depositor to oversee the shares, please use one of the proxy forms. Shareholders may appoint an independent director of the Company as listed and detailed in **Enclosure 3** to attend the meeting and vote on behalf of the shareholders. The shareholders or proxies are requested to bring along the documents and a list of evidence as per **Enclosure 5 and 6** to be presented for registration before or on the meeting day.

Shareholders can authorize the company's independent directors to attend the meeting and vote on behalf of shareholders. The Company has assigned an independent director who can be a proxy for the meeting, namely Mrs.Tharinee



**Tongkah Harbour Public Company Limited**

บริษัท ท่าอากาศยานแอร์ จำกัด (มหาชน)

สำนักงานใหญ่ : เลขที่ 245 ถนนวมินทร์ แขวงจตุจักร เขตบึงกุ่ม กรุงเทพมหานคร 10230

BANGKOK : 245 Nawamin Road, Nuan Chan, Bueng Kum, Bangkok 10230

Tel : 02 915 5656 Fax : 02 509 2114

Pongsupatt Audit Committee Chairman and independent director, and Mr. Nipon Keeratipitayaporn, Audit, and independent director who represent as proxies, It appears in **Enclosure 3** to attend the meeting and vote on your behalf instead by completing the proxy form attached as **Enclosure 5** and send the proxy form and other evidence to “Company Secretary Section, Tongkah Harbour Public Company Limited, 245 Nawamin Rd. nuanchan subdistrict Bueang Kum District Bangkok 10230]” for at least 1 working day prior to the date of the meeting.

The company determines a list of shareholders who have the right to attend the Ordinary General Meeting of Shareholders on March 16, 2023.

Furthermore, the Company will conduct the meeting in accordance with the Company's regulations as detailed in **Enclosure 4** to allow you to receive maximum benefits from the meeting as well as to fully protect your rights. Should there be any questions that require the company to clarify the issues of this proposed agenda, please send your questions in advance to the above address.

Sincerely yours,

By the order of the Board of Directors



(Mr. Suthep Buramarn)

Chairman of the Board

Tongkah Harbour Public Company Limited