

No. AGM2024

March 13, 2024

**Subject: Invitation to the 2024 Annual General Meeting of Shareholders**

**To: Shareholders of The Practical Solution Public Company Limited**

- Enclosures:**
1. Copy of the Minutes of Annual General Meeting 2023
  2. Annual Report representing the Financial Statements of The Practical Solution Public Company Limited for the fiscal period ended December 31, 2023, in the form of a QR Code, together with Instructions for downloading such documents
  3. Biographies of the persons proposed for appointment as directors of the Company to replace the retiring directors
  4. Capital Increase Report Form (F 53-4)
  5. Proxy Forms A, B, and C
  6. Documents or evidence showing the identity of the shareholders or shareholder's representative entitled to attend the Meeting
  7. Biographies of Independent Directors acting as proxies for shareholders;
  8. The Company's Articles of Association concerning shareholders meetings
  9. Instructions for using Electronic Meeting System for shareholders meetings

Notice is hereby given that the Board of Directors of The Practical Solution Public Company Limited (the "**Company**") has resolved to convene the 2024 Annual General Meeting of Shareholders, by way of electronic means (e-AGM) only, at 14.00 hours on Friday, the 19<sup>th</sup> of April 2024, whereby the meeting will be broadcast live from the meeting room of The Practical Solution Public Company Limited at No. 99, Soi Cement Thai, Ratchadapisek Road, Lad Yao Sub-district, Chatuchak District, Bangkok. The following business shall be transacted at the meeting:

**Agenda Item No. 1 To confirm the Minutes of Annual General Meeting of Shareholders 2023**

**Facts and Rationale:** Annual General Meeting 2023 was held on April 27, 2023, and the meeting resolved therein to approve all agenda items specified by law. The minutes of the said meeting shall be submitted to the following shareholders' meeting for confirmation.

**Board's Opinion:** The Board of Directors has considered this matter and is of the opinion that the said minutes should be proposed to the 2024 Annual General Meeting for its approval, details of which appear in **Enclosure 1.**

**Required Vote for Approval:** A majority vote of the shareholders who attend and have the right to vote at the meeting will be required.

**Agenda Item No. 2** To acknowledge the report on the Company's Operations for the year ended December 31, 2023

**Facts and Rationale:** The Public Limited Companies Act B.E. 2535, Section 113, states that the Board of Directors shall deliver to the shareholders the Annual Report along with the notice calling for an annual general meeting of shareholders.

The Company prepared a correct and complete report on the Company's Operations and the Annual Report for 2023 in compliance with the Public Limited Companies Act B.E. 2535 and the criteria of the Office of the Securities and Exchange Commission (the "SEC").

**Board's Opinion:** The Board of Directors has considered this matter and is of the opinion that the report on the Company's operations for the year ended December 31, 2023 is accurate and shall be submitted to the Annual General Meeting of Shareholders for acknowledgment. The details of the said report appear in **Enclosure 2.**

**Required Vote for Approval:** This Agenda does not require a resolution as it is a report for the shareholders' acknowledgment.

**Agenda Item No. 3** To consider and approve the Company's Financial Statements for the fiscal period ended December 31, 2023

**Facts and Reasons:** According to Article 45 of the Company's Articles of Association, the Board of Directors shall provide the Company's Financial Statements at the end of each fiscal year for the Annual General Meeting of Shareholders' approval. The Board of Directors shall submit the Financial Statements to the Company's auditor for examination before delivering them to the shareholders' meeting.

The Board of Directors completed the Financial Statements for the fiscal period ended December 31, 2023, according to the Generally Accepted Accounting Principles. The said Financial Statements have been examined

by the Company's auditor, Mr. Peeradej Pongsatiensak, C.P.A. License No. 4752, of Dharmniti Auditing Co., Ltd., details of which appear in Enclosure 2.

**Board's Opinion:** The Board of Directors and the Audit Committee have approved the Financial Statements, which were audited by the auditor of the Company, and the Board of Directors is of the opinion that the Annual General Meeting of Shareholders should approve the Financial Statements for the fiscal period ended December 31, 2023, in compliance with the Company's Articles of Association and the Public Limited Companies Act B.E. 2535.

**Required Vote for Approval:** A majority vote of the shareholders who attend and have the right to vote at the meeting will be required.

**Agenda Item No. 4** To consider and approve the allocation of net profit as a statutory reserve fund and the declaration of dividend payment for the Company's Operations as of December 31, 2023

**Facts and Rationale:** Article 50 of the Company's Articles of Association states that no dividend shall be paid otherwise than from the Company's profit. In the case where the Company has accumulated losses, no dividends shall be paid. A dividend shall be paid according to the number of shares, and each share shall have equal entitlement. In addition, Article 52 of the Company's Articles of Association states that the Company shall allocate at least five (5) percent of the annual net profit less the accumulated losses brought forward (if any) for a reserve fund until such fund attains an amount of at least ten (10) percent of the Company's registered capital.

The Company has the policy to pay dividends at the rate of at least 40 percent of the net profit, according to the specific Financial Statements of the Company, less the allocations to the statutory reserve fund and other reserve funds. However, the payment of dividends may vary from such policy depending on business operations, cash flow status, financial liquidity, financial status, investment plans, conditions, and terms as stipulated in any contracts to which the Company is a party, including any other as deemed necessary and suitable in the future.

**Board's Opinion:** According to the operational results for the period ended December 31, 2023, the Company generated a net profit in accordance with specific Financial Statements in the amount of 111,667,423.62 Baht (One hundred eleven million six hundred sixty seven thousand four hundred twenty three baht sixty two satang) and has no accumulated losses. In addition, the Company has appropriated the said annual profits as the statutory reserve fund in the amount of 2,737,983.89 Baht (Two million Seven hundred

thirty-seven thousand nine hundred eighty-three baht eighty-nine satang) Therefore, the Company's total statutory reserve fund is currently 22,679,602.55 Baht (Twenty-two million six hundred seventy-nine thousand six hundred two baht fifty-five satang.)

The Board of Directors is therefore of the opinion that the Annual General Meeting of Shareholders should approve the dividend payment for the fiscal year ended 2023 in cash at the rate of Baht 0.18 (Eighteen Satang) per share to the Company's shareholders holding not exceeding 419,992,064 shares, whereby the total amount of dividends shall not exceed 75,598,571.52 Baht (Seventy-five million five hundred ninety-eight thousand five hundred seventy-one baht fifty-two satang), representing not exceeding 67.70 percent of the net profit for the year according to the 2023 Company's Separate Financial Statements and in compliance with the Company's dividend payment policy. The total dividend payments will be subject to withholding tax at the rate prescribed by law. The Company shall make dividends payment to the shareholders by May 15, 2024, as per the names appearing in the list of shareholders as at the record date fixed for the shareholders who are eligible to receive the dividends on April 29, 2024.

However, the right to receive dividends is still unconfirmed as it has to be approved by the shareholders' meeting.

#### Comparison of proposed dividend payment with that of the previous year

Details of dividend payment	Year 2023 (Proposed)	Year 2022
1. Net profit (Baht)	111,667,423.62*	77,779,137.70*
2. Number of shares (Shares) not exceeding	419,992,064	419,999,840
3. Dividend paid / share (Baht/share)	0.18	0.10
4. Total dividend amount paid (Baht) not exceeding	75,598,571.52	41,999,984.00
5. Dividend payout ratio to net profit (Percent)	67.70%	54.00%

\*Remark: Net profit for the year according to separate financial statements

**Required Vote for Approval:** A majority vote of the shareholders who attend and have the right to vote at the meeting will be required.

**Agenda Item No. 5 To consider and approve the appointment of directors in place of those retiring by rotation**

**Facts and Reasons:** Article 21 of the Company’s Articles of Association states that one-third of the directors must retire by rotation at the Annual General Meeting of Shareholders. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire. The directors retiring from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the directors who have held office longest shall retire. The retiring directors shall be eligible to be re-appointed for another term.

At this 2024 Annual General Meeting of Shareholders, there are 3 (Three) directors who will retire by rotation as follows:

Name of Directors Retiring by Rotation	Type/Position of Directors proposed for Reappointment
1) Mr. Anocha Wongrunroj	Chairman of the Board of Directors / Independent Director Chairman of the Nomination and Remuneration Committee / Member of Audit Committee
2) Mrs. Ratchanee Pattanalertphan	Director /Independent Director /Chairman of the Risk Management Committee/ Member of Audit Committee
3) Ms. Aumaporn Sengsui	Director (Binding authority to sign) / Executive Director / Risk Management Committee / Executive Vice President, Sales

**Criteria and method of directors' nomination:** The nomination process of the Company's directors has been considered by the Nomination and Remuneration Committee, taking into consideration their qualifications in accordance with the Public Limited Companies Act B.E. 2535, educational background, skills, experience in the related business activities of the Company, and relevant professional background which can support the business operations of the Company and contribute to the development of the Company, as well as the director's previous overall performance. As for the independent directors, the Board of Directors has considered their qualifications in accordance with the definition of an independent director set by the Capital Market Supervisory Board, the Stock Exchange of Thailand (the "SET"), including any possible significant business relationship between the Company and a director and which may cause the director to be unable to perform his/her duties independently.

According to the Principles of Good Corporate Governance for listed companies, the Company, thus, provided a chance for shareholders to propose qualified persons to be appointed as a Company director at the 2024 Annual General Meeting of Shareholders via the Company's website between December 12, 2023, and February 12, 2024. However, no shareholders proposed any persons to be appointed as Company directors.

**Board's Opinion:** The Board of Directors is of the opinion that the qualifications of the said 3 (Three) retiring directors do not fall under the prohibited characteristics in accordance with the Public Limited Companies Act B.E. 2535 which means that the said 3 (three) directors are not (i) bankrupt persons, (ii) incompetent or quasi-incompetent persons, (iii) have never been imprisoned by the judgment of a court for an offense related to property which was committed with dishonest intent, (iv) have never been dismissed or removed from government service, a government organization or a government agency in punishment for dishonesty in performing their duties, and (v) are not partners or shareholders of a juristic person operating a business which has the same nature as and engages in competition with the business of the Company. In addition, the said 3 (three) directors have sufficient knowledge and experience in the related business activities of the Company and should be able to contribute to the development of the Company.

Hence, the Board of Directors is of the opinion that the Annual General Meeting of Shareholders should reappoint the said 3 (three) retiring directors as the Company's directors for an additional term and they should hold the same positions in the Company.

The Company has enclosed the profiles of the said directors, their shareholdings in the Company (if any), whether they hold positions of directors or executives in other businesses, and the definition of an independent director, as per **Enclosure 3**.

**Required Vote for Approval:** A majority vote of the shareholders who attend and have the right to vote at the meeting will be required.

**Agenda Item No. 6 To consider fixing the remuneration of Directors for 2024**

**Facts and Rationale:** Section 90 of the Public Limited Companies Act B.E. 2535, and Article 26 of the Company's Articles of Association both state that the directors are entitled to receive remuneration by way of award, meeting fee, reward, bonus, or other benefits in accordance with a resolution of the shareholders meeting. The remuneration of directors can be fixed at a certain amount or according to a set criteria. Remuneration can either be determined from time to time or set to continue in effect until amended. In addition, directors shall be entitled to receive per diem and fringe benefits according to the Company's rules.

**Criteria for the proposal of the remuneration of Directors, Audit Committee, Nomination and Remuneration Committee, and other Sub-Committees:** The Nomination and Remuneration Committee, approved by the Board of Directors, has prescribed the criteria for the proposal of the remuneration of Directors and sub-committee members for the year 2024 by carefully taking into consideration their suitability, i.e., duties and responsibilities of Directors and sub-committee, and comparing such with directors of other public limited companies of a similar type and size listed on the Stock Exchange of Thailand, including considering the Thai Institute of Directors (IOD) survey results relating to remuneration of directors, and found that the remuneration of Directors as fixed by the Company is at a similar rate to the market average. The details are as follows:

**Comparison of Remuneration of Board of Directors / Audit Committee / Nomination and Remuneration Committee between 2024 and 2023**

Remuneration of Directors and Sub-Committee Members	Year 2024 (as proposed)		Year 2023	
	Monthly (Baht)	Meeting Fee/Meeting (Baht)	Monthly (Baht)	Meeting Fee/Meeting (Baht)
<b>1. Board of Directors</b>				
Chairman of the Board of Directors	20,000. -	25,000. -	20,000. -	25,000. -
Director	20,000. -	20,000. -	20,000. -	20,000. -

<b>2. <u>Audit Committee</u></b>				
Chairman of Audit Committee	-	25,000. -	-	25,000. -
Member of Audit Committee	-	20,000. -	-	20,000. -
<b>3. <u>Nomination and Remuneration Committee</u></b>				
Chairman of the Nomination and Remuneration Committee	-	25,000. -	-	25,000. -
Member of the Nomination and Remuneration Committee	-	20,000. -	-	20,000. -
<b>4. <u>Risk Management Committee</u></b>				
Chairman of Risk Management Committee	-	25,000. -	-	25,000. -
Risk Management Director	-	20,000. -	-	20,000. -
5. Other allowance and benefits besides monthly remuneration and meeting fee	Policies for life insurance, accident insurance, disability insurance, and group health insurance of Bangkok Life Assurance Public Company Limited with a total insurance premium of approximately 15,000 Baht per person/per annum	Policies for life insurance, accident insurance, disability insurance, and group health insurance of Bangkok Life Assurance Public Company Limited with a total insurance premium of approximately 15,000 Baht per person/per annum		

**Board's Opinion:** The Board of Directors is of the opinion that the 2024 Annual General Meeting of Shareholders should consider and approve the remuneration of the Directors for 2024

**Required Vote for Approval:** A vote of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting will be required.



**Agenda Item No. 7 To consider and approve the appointment of the Company's Auditor and fixing the auditor's remuneration for 2024**

**Facts and Rationale:** Section 120 of the Public Limited Companies Act B.E. 2535 states that the Annual General Meeting of Shareholders shall appoint an auditor and determine the remuneration of the auditor. In addition, as to the appointment of the same auditor, this shall not exceed 7 fiscal years no matter whether such period is consecutive or not, according to the Notification of the Capital Market Supervisory Board No. Tor.Jor. 44/2556 re: Rules, conditions, and procedures for disclosure of financial status and business operation information of securities issuers.

**Board's Opinion:** The Audit Committee, approved by the Board of Directors, has considered the selection of auditors who have been approved by the SEC by taking into account their qualifications, previous performance and work efficiency, and is of the opinion that the 2024 Annual General Meeting of Shareholders should consider appointing one of the following auditors of Dharmniti Auditing Co., Ltd., to be the Company's auditor for the fiscal year ended December 31, 2024 to give an opinion on the Company's financial statements, and to approve fixing the auditors' remuneration for the year 2024. The details are as follows:

1. Names of Proposed Auditors of Company for 2024

Names of Proposed Auditors	C.P.A. License No.	Number of years they will be the auditor for the Company
1) Mr. Peradate Pongsathiansak	4752	4 years (B.E. 2563 & B.E.2566)
2) Miss Soraya Tintasuwan	8658	Never been appointed
3) Miss Sulalit Ardsawang	7517	Never been appointed
4) Miss Thanyaphorn Tangtanopajai	9169	Never been appointed

2. The proposed remuneration of the auditor for 2024 is as follows:

The proposed auditor's remuneration for the year 2024 is Baht 1,100,000. The details of comparison of auditor's remuneration between 2024 and 2023 are as follows:

List	Year 2024 (as proposed) (Baht)	Year 2023 (Baht)	Amount as exceeded (Baht)
Annual audit	650,000	620,000	30,000
Quarterly review	450,000	450,000	-
Non-audit fee	-	-	-
Total	1,100,000	1,070,000	30,000

The auditors of Dharmniti Auditing Co., Ltd., are also the auditors of Great Serve Co., Ltd., The Win Telecom Co., Ltd., X-Secure Co., Ltd., Applied Techne Co., Ltd. which are the Company's subsidiaries company.

**Relationship/conflict of interest:** The said auditors as proposed above have no relationship or conflict of interest with any directors, executives, major shareholders, or connected persons whatsoever. Therefore, they will be independent in auditing and giving an opinion on the Company's financial statements, and they also have qualifications that are not in conflict with the regulations of the SET.

**Board's Opinion:** The Board of Directors is of the opinion that the 2024 Annual General Meeting of Shareholders should consider and approve the appointment of Auditors of Dharmniti Auditing Co., Ltd., as the Company's auditor with the remuneration for the year 2024 of Baht 1,100,000 (One Million One Hundred Thousand Baht only).

**Required Vote for Approval:** A majority vote of the shareholders who attend and have the right to vote at the meeting will be required.

**Agenda Item No. 8** To consider and approve the extension of the allocation of Company's newly issued ordinary shares under the General Mandate, of not exceeding 33,599,987 new ordinary shares to be offered to the Private Placement

**Facts and Rationale:** Approved of Annual General Meeting 2023 on April 27, 2023 to allocation of the newly issued ordinary shares under the General Mandate, of not exceeding 33,599,987 new ordinary shares to be offered to the Private Placement at par value of Baht 0.50 per share.

The Company has not allocated the entire amount of newly issued ordinary shares under the general mandate, which the allocation period of such ordinary shares will be due on the date the Company holds the 2024 Annual General Meeting of Shareholders. The company still believes that the capital increase under the general mandate will increase flexibility, manage the capital structure in line with economic conditions efficiently, and keep up with changes in market conditions, thus increasing business competitiveness.

**Board's Opinion:** : The Board of Directors is of the opinion that the 2024 Annual General Meeting of Shareholders should consider to Approved of the extension of allocation of the newly issued ordinary shares under the General Mandate, of not exceeding 33,599,987 new ordinary shares to be offered to the Private Placement at share, which will be due on the date of the Annual General Meeting of Shareholders for year 2024. The conditions for the allocation of the said newly issued ordinary shares are following with the approval of the Annual General Meeting of Shareholders for year 2023 in all respects.


**Required Vote for Approval:** A majority vote of the shareholders who attend and have the right to vote at the meeting will be required.

#### **Agenda Item No. 9 To consider other business (if any)**

**Facts and rationale:** The second paragraph of Section 105 of the Public Limited Companies Act B.E. 2535 provides that shareholders holding not less than one-third (1/3) of the total number of shares sold may request the meeting to consider matters other than those that are indicated in the notice calling for the meeting.

In the case that any shareholders holding shares in the proportion as prescribed by law wish to request the Annual General Meeting of Shareholders to consider other matters, they are requested to inform the Board of Directors prior to the date of the meeting or at the time of the meeting so that the Board of Directors shall further propose such matters at the Annual General Meeting of Shareholder for consideration accordingly. In addition, the Company will give the shareholders the opportunity to express their opinions or submit their queries for other matters relating to the Company in Agenda Item 9.

The Record Date for determining the shareholders that are entitled to attend the 2024 Annual General Meeting of Shareholders is fixed on March 8, 2024.

The Company has published the notice of this shareholders meeting together with supporting documents on the Company's website: [www.thepractical.co.th](http://www.thepractical.co.th) from March 13, 2024, and invites the shareholders to attend the 2024 Annual Ordinary Meeting of Shareholders at 14.00 hours on Friday, April 19, 2024, by electronic means (e-AGM) and having topics for discussion as detailed above. **The shareholders will be able to conduct pre-registration during the period from April 10, 2024 to April 19, 2024** via <https://app.inventech.co.th/TPS154236R/#/homepage>, or scan QR Code  and follow the steps as details of which appear in Enclosure 9.

For the reservation of the rights and benefits of shareholders who will not be able to attend the meeting in person and wish to appoint a proxy to attend and vote at the meeting on their behalf, please fill in your information and affix your signature on a proxy form, either type A or type B. For any foreign shareholders who appoint a custodian in Thailand to act as his/her custodian of shares, please use proxy form type C, details of which are as per in **Enclosure 5**. Moreover, any shareholder may appoint either Mr. Wuttichai Chartisaranuwat, the Company's Independent Directors, as their proxies to attend and vote at the meeting on their behalf, details of which appear in **Enclosure 7**. In this regard, any shareholder can send the duly signed proxy form together with supporting documents, details of which appear in **Enclosures 5 and 6** to the Company's registered address by post, addressed to the Company Secretary of The Practical Solution Public Company Limited at No. 99, Soi Cement Thai, Ratchadapisek Road, Lad Yao Sub-district, Chatuchak District, Bangkok 10900. For the sake of convenience, please arrange for the documents to arrive at the Company registered address by April 10, 2024 for examination.

The Company has prepared the Company's 2023 Annual Report representing the Financial Statements of The Practical Solution Public Company Limited for the fiscal period ended December 31, 2023, in the format of a QR Code, and the Company has also provided Instructions for using a QR Code to download the 2023 Annual Report as per **Enclosure 2**. However, in the case that any shareholders wish to obtain a hard copy of the 2023 Annual Report, please contact the Company's Secretary of The Practical Solution Public Company Limited at No. 99, Soi Cement Thai, Ratchadapisek Road, Lad Yao Sub-district, Chatuchak District, Bangkok 10900, telephone number 02-112-9999.

Very truly yours,

The Practical Solution Public Company Limited

Anocha Wongrunroj

(Mr. Anocha Wongrunroj)

Chairman of the Board of Directors