



บริษัท ฐิติกร จำกัด (มหาชน)

69 ถนนรามคำแหง แขวงหัวหมาก เขตบางกะปิ กรุงเทพฯ 10240 โทร. 0-2310-7000
ทะเบียนเลขที่ 0107546000130
http://www.tk.co.th

TK.007/2566

February 21, 2023

Subject : TK announces annual dividend payment / appointment of directors to replace the resigned directors and date for AGM 2023

Attn : President, The Stock Exchange of Thailand

The Board of Directors meeting of Thitikorn Public Company Limited No.1/ 2023 held on February 21, 2023 has passed the following resolutions:

1. Approved to propose to the Annual General Meeting of Shareholders (AGM), the payment of dividend with respect to the operation from January 1, 2022 to December 31, 2022 at 0.42 Baht per share, totaling 500,000,000 shares representing a total distribution of 210.0 Million Baht, according to the new dividend policy.

Detail of Dividend Payment	Year 2022	Year 2021
1. Net Profit (Consolidated FS)	367.1 Million Baht	471.8 Million Baht
2. Number of Shares	500,000,000 shares	500,000,000 shares
3. Dividend per share	0.42 Baht	0.50 Baht
4. Total payment	210.0 Million Baht	250.0 Million Baht
5. Dividend Payout Ratio	57.2%	53.0%

However, the right to receive the dividend is subject to shareholders' approval at AGM

2. The Record date for the shareholders entitled to attend the 2023 TK AGM and for dividend payment will be March 9, 2023. The annual dividend is payable on May 18, 2023 (within one month after the AGM).

However, the right to receive the dividend is subject to shareholders' approval at AGM.

3. The AGM for 2023 will be held on April 24, 2023 at 2.00 PM. at Meeting Room, 5th floor SP Arcade, located on 69 Ramkamhaeng Road, Huamark, Bangkok, Bangkok 10240.

4. Approved the appointment of directors to replace the resigned directors as follows;

4.1) Acknowledged the resignation of **Mr. Aphichai Uemsathienporn** from being an Director / Nomination and Remuneration Committee/ Executive Director/ Risk Management Committee/ Corporate Secretary. The resignation is effective since February 21, 2023 after the meeting of the Board of Directors onwards.

4.2) Approved the appointment of **Ms. Siripen Neamcharoun** to the position of Director / Nomination and Remuneration Committee/ Executive Director/ Corporate Secretary Instead of Mr. Aphichai Uemsathienporn, the resigned Director. By such appointment is effective since February 21, 2023 after the meeting of the Board of Directors onwards.

Therefore, the Board of Directors And sub-committees is as follows;

The Board of Directors consists of 11 Directors as Follows;

1. Dr. Chumpol Phornprapha	Chairman
2. Mr. Apichart Kasemkulsiri	Independent Director/ President of Audit Committee/ President of Nomination and Remuneration Committee
3. Mrs. Saowanee Kamolbutr	Independent Director/ Audit Committee
4. Mr. Kiattikhun Chartprasert	Independent Director/ Audit Committee
5. Mr. Nha-Kran Loahavilai	Independent Director / Nomination and Remuneration Committee

6. Ms. Prathama Phornprapha	Director/ Managing Director/ President of the Executive Board / Chief Financial Officer (CFO)
7. Mr. Prapol Phornprapha	Director/ Deputy Managing Director/ Executive Director
8. Mr. Raksanit Phornprapha	Director/ Executive Director
9. Mr. Satitphong Phornprapha	Director
10. Ms. Siripen Neamcharoun	Director / Nomination and Remuneration Committee/ Risk Management Committee/ Executive Director / Corporate Secretary
11. Mr. Prasit Sainonsee	Director/ Executive Director/ Risk Management Committee

The Audit Committee consisted of 3 independent directors as follows;

1. Mr. Apichart Kasemkulsiri	President of Audit Committee
2. Mrs. Saowanee Kamolbutr	Audit Committee
3. Mr. Kiattikhun Chartprasert	Audit Committee

The Nomination and Remuneration Committee consisted of 3 Directors as Follows;

1. Mr. Apichart Kasemkulsiri	President of Nomination and Remuneration Committee
2. Mr. Nha-Kran Loahavilai	Nomination and Remuneration Committee
3. Ms. Siripen Neamcharoun	Nomination and Remuneration Committee/ Secretary of Nomination and Remuneration Committee

The Executive Board consists of 5 Directors as Follows;

1. Ms. Prathama Phornprapha	President of the Executive Board
2. Mr. Prapol Phornprapha	Executive Director
3. Mr. Raksanit Phornprapha	Executive Director
4. Mr. Prasit Sainonsee	Executive Director
5. Ms. Siripen Neamcharoun	Executive Director / Secretary of Executive Board

The Risk Management Committee consisted of 6 Directors as follows;

1. Mr. Taweesak Charoensakyothin	President of the Risk Management Committee
2. Mr. Prasit Sainonsee	Risk Management Committee
3. Ms. Siripen Neamcharoun	Risk Management Committee
4. Mr. Akom Pourbuntidgul	Risk Management Committee
5. Mrs. Cholticha Yodsri	Risk Management Committee/ Secretary of Risk Management Committee
Dr. Rattakorn Poonsuph	Advisor to the Risk Management Committee

Effective date: February 21, 2023

5. The agenda for the AGM 2023 will be as follows;

Agenda 1 : To certify Minutes of the AGM 2022 held on April 25, 2022.

Agenda 2 : To acknowledge and approve the company's annual report and the board of director's report for overall performance of 2022.

Agenda 3 : To certify and approve the company's balance sheets and profit and loss statement as of December 31, 2022.

Agenda 4 : To consider and approve for the allocation of net profit and dividend payment for 2022 operational results at 0.42 Baht per share, totaling 500,000,000 shares representing a total distribution of 210.0 Million Baht.

Agenda 5 : To consider and approve the appointment of directors replacing those retired by rotation.

The rotated directors are as follows:

1. Dr. Chumpol Phornprapha	Chairman
2. Mr. Kiattikhun Chartprasert	Independent Director/ Audit Committee

3. Mr. Satitphong Phornprapha Director

Approved to propose to AGM for shareholders' approval **Retiring directors by rotation who are being proposed to be re-elected are as follows:**

1. Dr. Chumpol Phornprapha Chairman
 2. Mr. Kiattikhun Chartprasert Independent Director/ Audit Committee
 3. Mr. Satitphong Phornprapha Director

Therefore the members of the Board of Directors, are as follows:

1. Dr. Chumpol Phornprapha Chairman
 2. Mr. Apichart Kasemkulsiri Independent Director/ President of Audit Committee/
 President of Nomination and Remuneration Committee
 3. Mrs. Saowanee Kamolbutr Independent Director/ Audit Committee
 4. Mr. Kiattikhun Chartprasert Independent Director/ Audit Committee
 5. Mr. Nha-Kran Loahavilai Independent Director / Nomination and Remuneration
 Committee
 6. Ms. Prathama Phornprapha Director/ Managing Director/ President of the Executive
 Board /Chief Financial Officer (CFO)
 7. Mr. Prapol Phornprapha Director/ Deputy Managing Director/ Executive Director
 8. Mr. Raksanit Phornprapha Director/ Executive Director
 9. Mr. Satitphong Phornprapha Director
 10. Ms. Siripen Neamcharoun Director / Nomination and Remuneration Committee/
 Risk Management Committee/
 Executive Director / Corporate Secretary
 11. Mr. Prasit Sainonsee Director/ Executive Director/ Risk Management Committee

Agenda 6 : To consider and approve the directors' remuneration for the year 2023.

Approved to propose to AGM to determine the maximum amount of directors' Remuneration for the year 2023 to be 3,000,000 Baht.

Agenda 7 : To consider and approve the appointment of the auditors and to determine their remuneration for the year 2023.

Approved the appointment of three auditors of M.R. & Associates Co., Ltd. to be the Company's auditors for 2023 as follows:

1. Ms. Kornthip Wanichwisedkul Auditor license no. 6947 or
 (Has not sign the Company audited financial statement)
 2. Mr. Methee Ratanasrimetha Auditor license no. 3425 or
 (Signer of the Company and its subsidiaries audited financial statement for 2021-2022)
 3. Mr. Pisit Chiwaruangroch Auditor license no. 2803
 (Has not sign the Company audited financial statement)
 with a proposed audit fee of 3,630,000 Baht for 2023.

Agenda 8 : To consider and approve the amendment of the Articles of Association of the Company.

Approved to propose to AGM for shareholders approval on the amendment of the Articles of Association of the Company with the details as follows:

Articles of Association of the Company (Current)	Proposed to Amend as
<p>Article35. To request a shareholders meeting, the Board of Directors shall prepare a notice specifying the place, day and time, the agenda and the matters to be proposed at the meeting by clearly describing those matters which are to be proposed for acknowledgement, approval or consideration, including the submission of any comments by the Board of Directors on such matters. Such a notice shall be sent to the shareholders and the registrar no later than 7 days prior to the date of such meeting and advertise on the newspapers at least 3 days prior to the meeting day.</p> <p>The Company shareholder meeting shall take place at the Company head office is located or nearby provinces or in any other places, designated by the Board of Directors.</p>	<p>Article35. To request a shareholders meeting, the Board of Directors shall prepare a notice specifying the place, day and time, the agenda and the matters to be proposed at the meeting by clearly describing those matters which are to be proposed for acknowledgement, approval or consideration, including the submission of any comments by the Board of Directors on such matters. Such a notice shall be sent to the shareholders and the registrar no later than 7 days prior to the date of such meeting and advertise on the newspapers <u>or may use electronic media instead</u> at least 3 days prior to the meeting day.</p> <p>The Company shareholder meeting shall take place at the Company head office is located or nearby provinces or in any other places, designated by the Board of Directors.</p>
<p>Article 45. No dividend may be declared except from the profits. In case that the Company has retained loss, no dividend shall be declared. The dividend shall be allocated equally in accordance with the number of shares.</p> <p>The Board of Directors may from time to time pay the shareholders interim dividends as may appear to the Directors that the Company has gained sufficient profits and it is appropriate to do so and shall report such payment to the next General Meeting of Shareholders.</p> <p>The payment of dividend shall be made within one month from the date of resolution of the General Meeting or the Board of Directors, as the case may be. Notice of any dividend that may have been declared shall be given by letter to each shareholder and announced in a newspaper.</p>	<p>Article 45. No dividend may be declared except from the profits. In case that the Company has retained loss, no dividend shall be declared. The dividend shall be allocated equally in accordance with the number of shares.</p> <p>The Board of Directors may from time to time pay the shareholders interim dividends as may appear to the Directors that the Company has gained sufficient profits and it is appropriate to do so and shall report such payment to the next General Meeting of Shareholders.</p> <p>The payment of dividend shall be made within one month from the date of resolution of the General Meeting or the Board of Directors, as the case may be. Notice of any dividend that may have been declared shall be given by letter to each shareholder and announced in a newspaper. <u>or may use electronic media instead.</u></p>

Agenda 9: Consider and approve an addition to the Company's Objectives and the amendment to Clause 3 of the Company's Memorandum of Association in order to be in line with the addition to the Company's Objectives.

It is agreed to propose to the Annual General Meeting of Shareholders for further consideration of the additional of the Company's Objectives in the total of 8 Articles and the amendment of Clause 3 of the Memorandum of Association in accordance with the addition to the Objectives, which are detailed below.

Clause 38 Trading, selling, buying, and exchanging new cars, old cars, new motorcycles, and old motorcycles of all types and all other types of vehicles All types of electrical appliances and electronics, including all types of equipment, spare parts, and old parts.

Clause 39 Operating payment services for goods, utilities, and other service charges, as well as planning and organizing payment formats for such services.

Clause 40 Operating e-payment services business.

Clause 41 Investing in stocks, bonds, debentures, and other securities of any company which is set up to operate industry or other business; and trading, selling or buying back securities, shares, bonds, debentures, and other securities of the same natures, except in banking, finance, and credit foncier business.

Clause 42 Operating money loaning business by means of mortgage or buying real estate by means of consignment without taking deposits or receiving money from the public and taking advantage of that money.

Clause 43 Conducting the electronic money transfer business between bank accounts of the transferor and the transferee who either or both parties do not have a bank account.

Clause 44 Operating the business of installation and maintenance of vehicle tracking equipment and systems or personal location tracking systems, as well as equipment assemblies.

Clause 45 Operating the business of agents, brokers, distributors, wholesalers, retailers, importers, exporters, and renters of equipment for vehicle tracking or personal location tracking systems, as well as equipment assemblies, except insurance businesses, recruiting members for associations, and securities trading.

Agenda 10 : To consider other issues (if any).

In addition, the Board of Directors' Meeting has authorized Ms. Prathama Phornprapha to do any acts and things in relation to the convening and holding of the Annual General Meeting of Shareholders for the year 2023, including to amend and/or add to the agenda of the shareholders' meeting, and/or change the timing or place of such meeting, as well as to change the record date in order to determine names of shareholders who have the rights to attend the shareholders' meeting and to receive the dividends.

Please be informed accordingly.

Yours Sincerely,

(Ms. Prathama Phornprapha)
Director/ Managing Director