

Principle 8 :

Ensure Engagement and Communication with Shareholders

The Company emphasized and recognized the importance of the equitable treatment of all shareholders rights, both minority and majority shareholders, institute investors or foreigners, without committing any violation or deprivation of the rights of shareholders or not to limit the opportunity to search for media of the Company. The Company also encouraged shareholders to exercise their fundamental rights covered by the law, for examples:- the right to sell, purchase or transfer the Company's securities, the Company's profit by the way of dividend payment, the right of equitable treatment of shares' refunding (if any), the right to attend and vote in the meeting of shareholders, etc. The Company would disclose important information affecting the investors in form 56-1 One Report for the year 2023 and publish such news via SET. Even in case of shareholder transactions (Shareholder Agreement), the Company would try its best efforts to look into the agreement, not to be affected significantly to the company or other shareholders. They were as follow:-

the Annual General Meeting No. 17/2023

Prior to the Meeting

1. The Company conducted the Annual General Meeting (AGM) of Shareholder 2022 on Monday 25th April 2022, at 09.30 a.m., at the Training Center of Thai Nondestructive Testing (Public) Co., Ltd., No. 20 Soi Ramkhamhaeng 60 Yaek 6, Ramkhamhaeng Road, Huamark, Bangkapi, Bangkok 10240, in which the selection of the meeting format and venues took into account the convenience of the shareholders' meeting in principle. The Company has posted meeting agenda with its details via set portal system of SET 55 days prior to the meeting date. The invitation letter (in Thai and English) indicating place, date, time, meeting agenda with objectives and opinions of directors, guidelines, proxy form, articles of association related to voting and supporting documents were provided and disclosed on the Company's website (www.tndt.co.th) in the "investor relations" section under the title of "shareholder information" subtitle of "Meeting of Shareholder" 40 days prior to the meeting date for the shareholders to have sufficient time to consider and/or authorized proxy to attend the meeting. The Company assigned TSD, the registrar, to deliver the documents and registration form with barcode directly to the shareholders 32 days prior to the meeting date. Moreover, the invitation has also been 3 days continually published in the newspaper, 26 days prior to the meeting date to be in line with law and regulations.

2. For the equality and fairness to all of shareholders, the Company invited the shareholders to propose the agendas and the nominees to serve as directors to exercise the right to appoint directors individually, and to propose the questions prior to the 2023 Annual General Meeting date (during 15 December 2022 to 15 January 2023). The guidelines were clarified and noticed to the shareholders via: online system of SET, the Company website www.tndt.co.th and published the results to the shareholders via: online system of SET, to the invitation of the Company's shareholders meeting and in the shareholders' meeting. On the due date, there was no shareholder to propose agendas, nominees to serve as directors, or submit the questions in advance to the Company.

Furthermore, in year 2023 the Company's proportion of free float shares were at 65.47 percent, and the proportion of shares held by institutional investors were less than 5 percent.

The Shareholders' Meeting Date

1. The Company had a policy to facilitate and encourage shareholders including the institutional investors and proxies to register one hours prior the meeting to test the picture and sound. Shareholders were also allowed to register for the meeting even after the meeting had commenced and could maintain their rights for voting on those resolutions that had not yet been determined. The Company also provided an opportunity for shareholders to meet without discrimination or any obstacles to communicate between shareholders.

2. In case of shareholders who would not be able to attend the meeting, the Company allowed the shareholders to authorize an Independent Director or any other person as a representative with proxy form A or B or C as attached on the letter of invitation (only one type) and evidence in accordance with the regulations as mentioned in the invitation letter, the rights to vote would be correspond to the number of shares held, ie 1 share per 1 vote of the same category of shares and having equality voting rights.

In case of the Company's share has more than one type, the Company will disclose the voting rights of each type of share.

3. The Chairman of the Board and all Committees, Executives and Auditors valued the importance of the AGM. Therefore, they attended and participated in the shareholders' meeting in order to express their opinions, raise any questions and clarify the issues related to the agenda and the Company's business.

4. The Chairman of the Board assigned the Company Secretary to announce meeting regulations as required by law and Company regulations, e.g. opening of the meeting, voting and vote counting on each agenda, introducing all Board Members, Executives, Auditors and Management.

5. The Chairman of the Board, who chaired the AGM, also conducted the meeting agenda with respect for the agenda earlier announced in the Invitation, in which any additional or change on the agenda was prohibited so as not to infringe the rights of shareholders who could not attend the meeting themselves.

6. In the meeting, the shareholders had the rights to inquire about the Company's operations. The Chairman and Board of Directors fully provided an opportunity for shareholders to make inquiries, comments and suggestions in all agendas appropriately.

7. The Directors, having conflict of interest in any agenda, should not participate in the agenda.

8. For the resolutions voting, the company invited volunteers from those attending the meeting to witness and inspect each vote count. The voting results in term of approval, disapproval, abstains or voided ballot for each agenda were transparently presented to the meeting.

9. The Company Secretary records important questions and comments in the meeting minutes, including the voting results from shareholders To notify shareholders and keep it as evidence.

After the Meeting Date

1. The voting results of each agenda in both Thai and English were disclosed on the next day of AGM to the public by posting via online system of SET.

2. The minutes were submitted to the SET and the Ministry of Commerce within 14 days of the completion of the meeting. It also contained the Directors attendance, voting guidelines and procedures, the memorandum of the important inquiries or comments raised by shareholders and the responses from the Directors, as well as the voting results of each agenda. For the AGM No. 17/2023, the Company had submitted the minutes on May 8, 2023.

To facilitate the exercise of shareholders in attending the AGM and support the voting rights of the shareholders in regards to the principles and guidelines in the manual of "AGM Checklist" as defined by Thai Investors Association, the Company has been evaluated by Thai Investors Association in the AGM of Shareholders for the year 2023 with a score of 95 (for the year 2022 with a score of 100).

