



# WORLD FLEX PUBLIC COMPANY LIMITED

## บริษัท เวิลด์ฟлекс จำกัด (มหาชน)

OFFICE : 1/7 BANGNA THANI BLDG, 3<sup>rd</sup> FL, ROOM 3B SOI BANGNA-TRAD 34, BANGNA TAI, BANGNA, BANGKOK 10260, THAILAND.

สำนักงาน : 1/7 อาคารบางนาธานี ชั้น 3 ห้อง 3B ซอยบางนา-ตราด 34 แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร 10260

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FACTORY : 59/1 MOO 5, MANAM KOO, PLUAKDAENG, RAYONG 21140 THAILAND.

โรงงาน : 59/1 หมู่ที่ 5 ตำบลแม่แก้ว อำเภอลำลูกเกด จังหวัดระยอง 21140 TEL : (038) 637-559 FAX : (038) 637-560



ISO 9001 : 2015

No. WFX 005/2566

February 22, 2023

Subject : Resolutions of the Board of Directors' Meeting, dividend payment, amendments to the Articles of Association and the schedule of the 2023 Annual General Meeting of Shareholders

To: President

The Stock Exchange of Thailand

The Board of Directors of World Flex Public Company Limited ("the Company") convened the Board of Directors Meeting No. 2/2023 on February 22, 2023. The Company would like to report the resolutions adopted at the said meeting as follows:

1. Approval of the Board of Directors' report on the Company's Operating Results for the year ended 31 December 2022 and proposing the same to the 2023 Annual General Meeting of Shareholders for acknowledgement
2. Approval of the statements of financial position and profit and loss statements of the Company for fiscal period ended 31 December 2022, which were audited by the Company's auditor, and proposing the same to the 2023 Annual General Meeting of Shareholders for consideration and approval.
3. Approval and propose to the 2023 Annual General Meeting of Shareholders to consider and approve the allocate its profits from the operational results of 2022 as a legal reserve according to the law and regulations at ten percent of separate financial statement and dividend payment for the operating results of 2022 at the rate of Baht 0.21 per share. The Company will specify the names of the shareholders who have the right to receive the dividend payment on 26 April 2023 (Record Date). The dividend payment shall be made on 15 May 2023.
4. Approval and propose to the 2023 Annual General Meeting of Shareholders to propose that the Shareholders' meeting consider and approve the appointment of the 2 directors who will be retired by rotation, namely:

1) Mr. Banlue Chanthadisai Independent Director, Chairman of the Audit Committee

2) Mr. Surapong Rongsirikul Independent Director,

Chairman of the Nomination and Remuneration Committee

The Board of Directors, excluding the nominated directors, concurred with and approved by the Nomination and Remuneration Committee's recommendation that as the 2 directors have experience, knowledge, and expertise, and are the keys to Company's ongoing progress and prosperity, its also review of the screened process, careful consideration. As an independent director, the opinion can be freely



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provided and in accordance with the relevant rules. it is advisable to re-appoint them as 2 directors for another term to help push and support the Company's operations for further prosperity.

To comply with the policy to promote good governance, and to demonstrate the fair and equitable treatment of all shareholders, the Company offered an opportunity for shareholders to nominate persons deemed qualified, knowledgeable, competent and suitable to represent them as directors in advance, from 1 September 2022 until 31 December 2022., but apparently no shareholders nominated any person for election as director.

5. Approved to propose the 2023 Annual General Meeting of Shareholders to consider and approve the remuneration of the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee, the Executive committee, and the Risk Management Committee and for the year 2023, the stipulation remuneration to be received at the rate equal to the year 2022. Remuneration and Meeting Allowance of Directors

### Remuneration and Meeting Allowance of Directors

| Directors  | Monthly Remuneration | Meeting Allowance   |
|--|----------------------|---------------------|
| <b>Remuneration of Directors</b>                                   |                      |                     |
| - Chairman of the Board of Directors                               | 10,000 baht/month    | 15,000 baht/meeting |
| - Directors  | 10,000 baht/month    | 10,000 baht/meeting |
| <b>Remuneration for the Audit Committees</b>                       |                      |                     |
| - Chairman of the Audit Committee                                  | - none-              | 15,000 baht/meeting |
| - Audit Committee Members  | - none-              | 10,000 baht/meeting |
| <b>Remuneration for the Nomination and Remuneration Committees</b> |                      |                     |
| - Chairman of the NRC Committee                                    | - none-              | 12,000 baht/meeting |
| - NRC Committee Members  | - none-              | 10,000 baht/meeting |
| <b>Remuneration for the Risk Management Committees</b>             |                      |                     |
| - Chairman of the Risk Committee                                   | - none-              | 12,000 baht/meeting |
| - Risk Committee Members   | - none-              | 10,000 baht/meeting |
| <b>Remuneration for the Executive Committees</b>                   |                      |                     |
| - Chairman of the Executive Committee                              | - none-              | 12,000 baht/meeting |
| - Executive Committee Members                                      | - none-              | 10,000 baht/meeting |

The Directors' bonus, Approval of the special bonus for the Company's Board of Directors, as recommended by the Nomination and Remuneration Committee. Such remuneration, in the amount not exceeding 3 million baht.



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6. Approval to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the appointment of

- (1) Mrs. siripen sukcharoenying C.P.A. Registration No 3636 and/or
- (2) Mr. Boonyarit thanomcgaroen C.P.A. Registration No 7900 and/or
- (3) Ms. Sirinuch wimolsatit C.P.A. Registration No 8413

; all of KPMG PHOOMCHAI AUDIT Office Limited, to act as the Company's auditor of the year 2023, and to review and provide his/her opinion on the financial statements of the Company and the fixing of the audit fee for the year 2023 to be an amount of not exceeding Baht 1,460,000.

7. Approval to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the amendment of the Company's Article of Association 29, 34, 36, 38, 39 to be in accordance with the Public Limited Company Act (No.4) B.E. 2565 (2022)

8. The Board meeting has determined the date of the 2023 Annual General Meeting of Shareholders which will be held on 19 April 2023 at 2 p.m., It is an Electronic Media Meeting of Shareholders (E-AGM) in accordance with the rules stipulated in the law related to the meeting via electronic media. The meeting will be broadcasted at Suanluang 4 room, 1st fl., Novotel bangna Hotel 333., Nongbon Subdistrict, Prawet District, Bangkok 10500, and to authorize the Managing Director of the Company to consider amending the agenda items, date, time, format of meeting and venue of the 2023 Annual General Meeting of Shareholder as deemed appropriate by considering benefits and impacts to the Company on a material basis. The agenda will be conducted as follows:

Agenda 1 To acknowledge the report of the Company's operating results as at the year 2022.

Agenda 2 To approve the financial statements for the fiscal period ending 31 December 2022.

Agenda 3 To approve the allocation of profit as legal reserve and payment dividend according to the operation results in the year 2022.

Agenda 4 To approve the appointment of the directors to replace the directors who will retire by rotation.

Agenda 5 To approve the determination of the remuneration for directors and committees for the year 2023.

Agenda 6 To approve the appointment of the auditor and the determination of the audit fee for the year 2023.

Agenda 7 To approve the amendment of the Company's Article of Association to be in accordance with the Public Limited Company Act B.E. 2565 (2022)

Agenda 8 To consider other matters (If any).



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The record date for determining the names of shareholders entitled to attend the 2023 Annual General Meeting of Shareholders on 10 March 2023.

Please be informed accordingly

Yours Sincerely,

(Mr. Nat Vongsasuttikul)

Managing Director

World Flex Public Company Limited