

The Board's Opinion: The Board of Directors recommended the meeting to approve the balance sheets and statement of income of the Company and subsidiaries for the year ended at December 31st, 2021 and be audited and certified by the Company's auditor EY Office Company Limited.

Voting: The laws prescribe that this agenda must be approved by the majority vote of shareholders and proxy holders who attend the meeting and vote.

Agenda 4 **To consider the dividend payment**

Objective and Reason: The Company has the dividend policy to pay the shareholders at the rate of no less than 40 percent of the net profit after withholding reserves according to the law. Nonetheless, such dividend payment can be changed, depending on the Company's performance, financial status and investment planning of the Company. Then, recommend to shareholder approval except the payment is the interim dividend, the Board of Directors has authorized to approve and acknowledge to the shareholders in the next Annual General Meeting.

Pacific Pipe Public Company Limited had net profit as listed on the 2021 Separate financial statements in the amount of 554.69 million baht. The Board of Directors considered paying dividend to shareholders at the rate 0.84 Baht per share from net profit of separate financial statement or 100% of net profit and dividends tax at 20%.

Comparison of the dividend payment of fiscal year 2018 – 2020 is as follows:

Items		2019	2020	2021
1. Net (Loss) Profit	(million baht)	344.68	203.12	554.69
2. Share	(million shares)	660	660	660
3. Dividend	(baht/share)	0.27	0.18	0.84
4. Proportion of dividend of net profit	(%)	51.92	58.06	100

The Board's Opinion: The Board of Directors recommend the meeting to approve the dividend payment from the separate financial statements of Pacific Pipe Public Company Limited at 0.84 Baht per share to the shareholders entitled to attend the 2022 Annual General Meeting, receive the dividend and whose name were enlisted in the Record Date by March 11th, 2022. The date of dividend payment is on May 5th, 2022.

Whereas, all rights to receive dividends is uncertain until approved by resolution in 2022 Annual General Meeting.

Voting: The laws prescribe that this agenda must be approved by majority vote of shareholders and proxy holders who attend the meeting and vote.

Agenda 5 **To consider the amendment to the objectives of the company and Article 3 of the Memorandum of Association (Objectives)**

- Objective and Reason:**
- Amendment of the objectives of the Company in the amount of 1 item as follow;
 - "No. 47 To engage in the business of electronic commerce and internet transactions, E-commerce, and all types of other electronic transactions within the country and abroad"
 - To be comply and support with online business operation.
 - Amendment of Article 3 of the Memorandum of Association (Objectives) to comply with the objectives of the Company as follow;

No.	Original text	Edited to
3	The objectives of the Company are 46 items.	The objectives of the Company are 47 items as follow; "No. 47 To engage in the business of electronic commerce and internet transactions, E-commerce, and all types of other electronic transactions within the country and abroad"

The Board's Opinion: The Board found it appropriate for the Meeting to approve amendment to the objectives of the company and Article 3 of the Memorandum of Association (Objectives).

Voting:

This agenda shall be determined by a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting.

Agenda 6

To consider and appoint the directors to replace the retiring directors by rotation.

Objective and Reason:

1. According to the Company's Articles "No.13". One-third of all directors must retire at every annual general's meeting of shareholder. In case, the number of directors cannot be clearly dividend into one-third. Then, the number of directors that nearest to one-third shall retire. For the retirement in the first and second year of becoming as a Listed Company, shall determine by lot. The following year, the directors who have been the longest in the office since their last appointment, shall retire. Nevertheless, directors who required to retiring remain eligible for re-appointment. The directors who are retired by rotation in this year are:

1. Mrs. Udomwara Dechsongjarus Independent director
2. Mrs. Aeimporn Panyasai Executive director

However, Mrs. Udomwara Dechsongjarus does not wish to serve as Company's Director.

2. The Board of Directors has considered in compliance with criteria and procedure regarding to director nomination method with the qualification, knowledge, abilities and experiences. By proposing Mrs. Aeimporn Panyasai to be re-elect as the director for another term and appointed Mr. Bunsak Aphichartanat as a new Independent Director, to replace Mrs. Udomwara Dechsongjarus who retired by rotation. The nomination method and curricula vitae of the two directors was shown in Enclosure No.2 and No.3.

4. The Company had published on the company's website and through the system of Stock Exchange of Thailand, providing minor shareholders an opportunity to propose the agendas and qualified nominees to appoint as directors of the Company in the period of November 1st, 2021 – December 31st, 2021. However, no shareholders proposed agendas, nominees.

The Board's Opinion:

The Board of Directors with exception of directors which having conflict of interest in this matter recommended the meeting to appoint the two directors namely;

1. Mrs. Aeimporn Panyasai Executive director
2. Mr. Bunsak Aphichartanat Independent director

In this regard, the Board of Directors considered that the director No. 2 is proposed to be independent directors since their qualifications in accordance with the definition of Independent Directors of the Company's Article. They also provide opinions independently which details are shown in the Enclosure No.5.

The Board of Directors has considered in compliance with criteria and procedure regarding to director nomination method with the qualification, knowledge, abilities and experiences including the performance, and agreed that all two directors are suitable for the position of director, which can support and provide opinions related to the business of the company. The Board of Directors proposed Mrs. Aeimporn Panyasai and Mr. Bunsak Aphichartanat as the company directors for another term.

Voting:

The laws prescribe that this agenda must be approved by majority vote of shareholders and proxy holders who attend the meeting and vote. The election of directors shall cast the vote individually.

Agenda 7

To consider the directors' remuneration for year 2022.

Objective and Reason:

The Remuneration Nomination and Corporate Governance Committee considered the 2022 remuneration of directors is set at no more than 5,500,000 Baht and director's bonus is set at 5,500,000 Baht based on duties, responsibilities and considered size of business, the Company's performance and rate of directors' remuneration, which had same type of business in listed company. In this regards, the allocation of remuneration will be delegated to the consideration of Remuneration Nomination and Corporate Governance Committee.

The director's remuneration for the last 3 consecutive years as follow

(UNIT: Baht / Year)	2020	2021	2022
Remuneration of directors	5,500,000	5,500,000	5,500,000
Bonus of directors		2,000,000	5,500,000

Meeting allowance and Monthly remuneration

	Meeting allowance (Baht/Time)	Monthly remuneration (Baht/Year)
The Board of Directors		
- Chairman	20,000	480,000
- Vice Chairman	20,000	360,000
- Member	20,000	240,000
Audit Committee (AC)		
- Chairman	10,000	180,000
- Member	10,000	90,000
Remuneration Nomination and Corporate Governance Committee (RNC)		
- Chairman	10,000	180,000
- Member	10,000	90,000
Executive and Risk Management Committee (ERC)		
- Chairman	10,000	180,000
- Member	10,000	90,000

Note: The executive directors shall not receive the meeting allowance because they have full-time duties in the management.

The Board's Opinion:

The Board of Directors agreed with the remuneration guidelines recommended by the Remuneration Nomination and Corporate Governance Committee and recommended the meeting to approve the directors' remuneration for year 2022 at no more than 5,500,000 Baht and director's bonus at 5,500,000 Baht.

Voting:

The laws prescribe that this agenda requires not less than two-thirds of the total number of votes of the shareholders and proxy holders attending the meeting.

Agenda 8

To consider the appointment of the auditors and the auditor's fee for year 2022.

Objective and Reason:

The Board of Directors agreed with the Audit Committee to consider and select EY Office Company Limited to be the auditor of the Company for the years 2022 because EY Office Company Limited has high professional standards, with expertise in auditing and good performance. In addition, EY Office Company Limited charges an appropriate audit fee, based on a comparison of fees for similar quantities of work charged by other auditing firms at the same professional level.

The proposed auditing firm and auditors have no relationship or conflict of interest with the Company or the managerial staff of the Company or majority shareholders, or person related to the said person. Thus EY Office Company Limited has an independent audit and gives the opinions for the Company's financial statement. The details are provided as Enclosure No.4

The Board's Opinion:

The Board of Directors agrees with the Audit Committee to select EY Office Company Limited to be the auditing firm and recommends the 2022 Annual General Meeting of Shareholders to consider and approve the appointment of the auditors and audit fee as follows:

1. Ms. Wilai Sunthonwanee Certified Public Accountant No. 7356, or (Never sign on the financial statements of the company)
2. Ms. Chonlaros Suntiasvaraporn Certified Public Accountant No. 4523, or (She had signed on the financial statements of the company for year 2013-2016)
3. Mr. Chatchai Kasemsrithanawat Certified Public Accountant No. 5813 (Never sign on the financial statements of the company)

As the Company' auditors for the accounting period in 2022 and the auditing fee is 1,540,000 Baht. One of the above has the authority to certify the auditors' report. In the case that auditors as in the

above list cannot work, EY Office Company Limited has a power to appoint other auditors be an auditor who can authorize to certify the auditors' report instead. However, should there be extraordinary auditing, excluding quarterly auditing and ordinary annual auditing, The Board of Directors will be responsible for considering and approving special remuneration on case-by-case basis.

Voting:

The laws prescribe that this agenda must be approved by majority vote of shareholders and proxy holders who attend the meeting and vote.

Agenda 9

To consider any other business (if any)

We greatly appreciate your attendance the E-AGM on the date and time and place as specified. In case shareholders cannot attend the meeting, please give a proxy to a person to attend and vote on your behalf by using one of Proxy Form. The shareholder and proxy must send the documents that confirm the right to attend the meeting according to conditions to attend the shareholders' meeting.

Yours sincerely

..... - *Signed by* -

(Mr. Kriengkrai Rukkulchon)

Chairman