



**Invitation for Annual Shareholders' Meeting**

**For year 2018**

**T. Krungthai Industries Public Co., Ltd.**

**Wednesday, April 11, 2018**

**At 14:00 hrs**

Four Rivers 1 Rm., 1st Floor (River View),  
Ramada Plaza Bangkok Menam Riverside Hotel  
2074 Charoenkrung Rd., Bangkorlaem, Bangkok 10120, Thailand

Please bring the proxy form with you on the day of the meeting for  
convenience and quick registration

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### **For more information, please contact**

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#### **Investor Relation of T. Krungthai Industries Public Co., Ltd.**

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March 7, 2018

**Subject** Invitation to Attend the Annual General Shareholders' Meeting 2018

**Attention** Shareholders of T. Krungthai Industries Public Co., Ltd.

On February 26, 2018, during the Board of Directors Meeting of T. Krungthai Industries Public Co., Ltd., it was resolved to hold the Annual General Shareholders' Meeting for year 2018 on April 11, 2018, Thursday at 14.00 to be held at Four Rivers 1 Rm., 1<sup>st</sup> Floor (River View), Ramada Plaza Bangkok Menam Riverside Hotel, 2074 Charoenkrung Rd., Bangkorlaem, Bangkok 10120, Thailand in order to consider various items on the agenda as follows :

**Agenda 1. To approve the Minutes of Annual General Shareholders' Meeting for fiscal year 2017.**

**Objective & Reason** : The company held Annual General Shareholder's Meeting 2017 on April 21, 2017 and the company shall send details of the said meeting to Stock Exchange Market and to the Ministry of Industry which is shown on the company's website and the attachment no. 1.

**Opinion of Board** : The Annual General meeting should approve the minutes which was correctly and truly recorded.

**Agenda 2. To acknowledge the Company's Performance for fiscal year 2017.**

**Objective & Reason** : Company's performance for fiscal year 2017 as per the company's Article of Association point no 40. For details please refer to the company's annual report as per document attached no. 2.

**Opinion of the Board** : The company's performance for the fiscal year 2017 has been acknowledged by the Directors.

**Agenda 3. To consider and approve the Statement of Financial Position, Statement of Comprehensive Income as per auditor's report for year ended Dec 31 2017.**

**Objective & Reason** : As per the regulation of public companies matra 112 in the year 1992 and pursuant to article 53 of company's articles of association, requesting the directors to consider and approve the Statement of Financial Position and Statement of Comprehensive Income at the end of each year and this report must be ready before the shareholder meeting. Details are shown in the annual report 2017.

**Opinion of the Board** : The Annual General Shareholder Meeting should approve the Statement of Financial Position and Statement of Comprehensive Income ended Dec. 31 2017 along with the auditor's report which has been already audited and approved by the auditors.

**Agenda 4. To approve the non payment of dividends for year 2017**

**Objective & Reason** : The company has a policy to pay the dividends to the shareholders not less than 40% of net profit of each year except if company have plans to invest on some investments.

Company's performance for year 2017 reported a net loss of Baht 51.32 million. Therefore, the Board of Directors proposed that there will be no dividends payments be made for year 2017 starting January 1, 2017 till December 31, 2017.

**Opinion of the Board** : The Annual General Meeting should approve that there will be no dividends payment for year 2017 operating results from January 1, 2017 till December 31, 2017

**Agenda 5. To consider and approve the election of directors replacing those who are retiring upon completion of their term of office**

**Objective & Reason** : In accordance with the rules and regulations of public companies Matra 71 and pursuant to company's article of association no. 18 "In every Annual General Meeting one-third will resign from their posts. who may be re-elected to be in the office. At present has twelve directors. The directors shall resign and the following directors who are going to resign are: Mr.Paotep Chotinuchit, Mr.Sumate Techakraisri, Mr.Virasak Suthantavibhul, Dr.Kosol Surakomol whereas there are 3 independent directors who are due to resign this year. However, the nomination committee considered Mr.Paotep Chotinuchit, Mr.Virasak Suthantavibhul, Dr.Kosol Surakomol to be qualified as required by law and has the knowledge and ability to provide good advice to the company. Therefore, it is appropriate to re-appoint the mentioned resigning independent directors for another term.

The company had informed through the website inviting shareholders to propose names of qualified candidates for the directorship candidacy on 1<sup>st</sup> October 2017 till 31<sup>st</sup> December 2017 and also to propose agendas but there were no proposals received from the shareholders. The Nomination Committee and Directors who do not get any benefit nor loss commented that the 4 Directors have proven their best knowledge and abilities, experience and skill, therefore, the 4 resigning Directors shall be re-elected for another term. Should the 4 resigning directors been proposed to continue his/her duty to the company the said proposed directors are not allowed to vote for themselves. Resume of each Director are shown on the attachment no. 3

**Opinion of the Board** : The nomination committee considered that the 4 directors who are resigning by rotation and has been re-elected to continue their services for another term and as the board of directors is of opinion that these persons are qualified and have proven their good and best knowledge, competency and experience in managing the company in accordance to the regulations of public companies and that there is no law not to allow the re-election of the concerned directors.

**Agenda 6. To consider the approval of directors' remuneration for fiscal year 2018**

**Objective & Reason** : Pursuant to the Article 16 of company's Article of Association, the remuneration has been considered by the committee in order to suit the responsibility and volume of work and for this fiscal year 2017, The remuneration committee and the directors with no conflict of interest proposed that there will be no bonus for year 2017 as a result of operating loss and the compensation payment for year 2018 shall be amounting Baht 2,919,000 (same as year 2017). Details are shown on attachment no. 4

**Opinion of the Board** The Remuneration Committee and the Board of Directors has proposed that shareholders' approve that there will be no bonus payment for year 2017 and the directors' remuneration for year 2018 shall be at Baht 2,919 million (same as year 2017).

**Agenda 7. To consider and approve the appointment of Auditors and their remuneration for fiscal year 2018**

**Objective & Reason** : Pursuant to the Article 56, 57 of the Company's Article of Association, the Board of Directors shall appoint auditor and fix the remuneration and pursuant to Section 120 according to the Public Limited Companies Act, the General meeting shall appoint auditors and fix their remuneration for auditing every year. The Audit Committee proposed 3 Auditors for fiscal year 2018 for the shareholders' consideration. Mr. Jadesada Hungsapruuek CPA No. 3759 and/or Ms. Kannika Wipanurat CPA No. 7305 and/or Mr. Jirote Sirirorote CPA No. 5113 of Karin Audit Limited being the auditors for fiscal year 2018 and has been 4<sup>th</sup> years continually auditor of the company and also no relationship, and no conflict of interest with the company either directly or indirectly with the be it on management / major shareholders or person (s) relating to those. It has been approved during the General meeting that their remuneration will amount to Baht 1,010,000 (increase from 2017) and for other services that is BOI charge is Baht 10,000 / card totaling Baht 20,000 as per attachment no. 5.

**Opinion of the Board :** The General meeting elected Mr. Jadesada Hungsapruet CPA No. 3759 and/or Mr. Jirote Sirirorote CPA No. 5113 and/or Ms. Kannika Wipanurat CPA No. 7305 of Karin Audit Limited being the auditors for fiscal year 2018 with a remuneration will amount to Baht 1,010,000 and services that is BOI charges of Baht 20,000.

**Agenda 8. Others, if any**

All shareholders are cordially invited to attend the said meeting as per the date, time and place mentioned and should you have any questions regarding the agendas, please feel free to contact before the meeting date by sending facsimile at no. 02-212-4864 informing of your address and contact no. for the company to get in touch with you.

The company will be opened for registration from 13:00 hrs. onwards and should the shareholder is not able to attend the meeting, please fill in the proxy form appointing your proxy or the Independent Directors of the company who are entitled to vote on the shareholders behalf. For convenience in the registration may we request the shareholders/proxy to bring the proxy form (attached) to show to the registration officers along with the required documents in attending the meeting which are attached herewith. The company had set the record date on March 12, 2018 for determination for the right to attend the meeting. The company shall prepare Revenue Stamps as our service for the shareholders who appointed their proxies.

Respectfully yours,



.....  
**(Mr. Sumate Techakraisri)**  
**CEO / Chairman**

- Remarks
1. However, if any shareholders would like to have a copy of the annual report in hard copy, please contact Tel. no. 02-211-3732 ext. 104.
  2. Shareholders can access our company's website ([www.tkrungthai.com](http://www.tkrungthai.com)) from March 7, 2018 for more details.

**For the approval of Agenda 1: To acknowledge the Minutes of Meeting for fiscal year 2017**

**Minutes of Annual Shareholders' Meeting 2017**

**T.Krungthai Industries Public Co., Ltd.**

**Friday, 21<sup>th</sup> of April 2017 at 14:00 hrs**

**Four Rivers 1 Rm., 1<sup>st</sup> Floor (River View), Ramada Plaza Bangkok Menam Riverside Hotel**

**2074 Charoenkrung Rd., Bangkorlaem, Bangkok 10120, Thailand.**

**Meeting commenced at 14:00 hrs.**

Introduction of Board Directors and Top Management who all attended the meeting.

**Board Directors**

- |                    |               |   |
|--------------------|---------------|---|
| 1. General Terdsak | Marrome       | Chairman of the Board / Independent Director.   |
| 2. Mr. Prasong     | Techakraisri  | Director.   |
| 3. Mrs. Yupa       | Techakraisri  | Director.   |
| 4. Mr. Kumpee      | Chongthurakit | Director / Director of Remuneration and Nomination Committee /<br>Director of Corporate Governance Committee.   |
| 5. Mr. Virasak     | Suthantavibul | Independent Director / Audit Committee / Director.  |
| 6. Mr. Paotep      | Chotinuchit   | Chairman of Remuneration and Nomination Committee /<br>Chairman of Corporate Governance Committee /<br>Independent Director / Audit Committee / Director. |
| 7. Mr. Chumpol     | Techakraisri  | Director / Executive Director / Director of Risk Management<br>Committee / Company Secretary / Company Board Secretary /<br>Asst. Managing Director.      |
| 8. Mr. Phreecha    | Techakraisri  | Director / Executive Director / Managing Director /<br>Director of Risk Management.   |
| 9. Mr. Sumate      | Techakraisri  | CEO / Director / Director of Remuneration and Nomination<br>Committee / Director of Corporate Governance Committee.                                       |
| 10. Mr. Pairuch    | Sahamethapat  | Chairman of the Audit Committee / Independent Director /<br>Director.   |

**Absentee**

- |                 |              |   |
|-----------------|--------------|---|
| 1. Dr. Kosol    | Surakomol    | Independent Director / Director / Director of Remuneration and<br>Nomination Committee / Director of Corporate Governance Committee /<br>Director of Risk Management Committee. |
| 2. Mr. Apichart | Kasemkulsiri | Director.   |

### **Top Management**

- |                  |           |   |
|------------------|-----------|---|
| 1. Mr. Kowate    | Limtrakul | Chairman of Risk Management Committee / Executive Director. |
| 2. Mr. Neeranart | Promnart  | Deputy Managing Director & CFO                              |
| 3. Mr. Prinya    | Kaeoluan  | Senior Accounting & Financial Manager                       |

### **Auditor of Karin Audit Limited attended the meeting**

- |               |            |
|---------------|------------|
| 1. Mr. Jirote | Sirirorote |
| 2. Ms. Kanita | Sawangwong |

### **Representative from Thai Investors Association**

- |           |                   |
|-----------|-------------------|
| Mr. Pisit | Tangprajakphakdee |
|-----------|-------------------|

Before the meeting started the Chairman informed regarding the casting of vote procedure and the counting of votes for those who attended by themselves and the proxy as follows:

1. The voting shall be 1 share / 1 vote and the resolution of the General Shareholders Meeting votes are as follows:

1.1 By the majority vote of the shareholders attending the meeting who have the rights to cast their votes, should the result of votes is equally the same then the Chairman of the Board can cast his vote which will be counted as final result.

1.2 The Chairman will ask the voting result for each agenda and for the shareholders who disapprove and abstained in voting has to fill in the voting form distributed by the officers and after the shareholders cast their votes, shareholders are requested to raise their hands and send them back to vote counter. Officers will then count the votes for those who disapprove and abstained and such vote shall be deducted from the total votes at the meeting. The rest of votes shall be counted for the approval of the said agenda. In the case of Agenda 5 the company shall keep the ballot of each shareholder.

2. Shareholders who have conflict of interest on any agendas are not allowed to cast their votes except in voting directors of the company

3. In the case that Shareholders who won't be present or has to go out of the room for any reason on any of the agendas, their voting ballots can be given or hand over to the officers before they leave the room and this has to be given to the vote counting officer for that agenda.

For the shareholder who appointed a proxy and requested the proxy to cast the vote as for each agenda, the company already recorded the vote in the computer.

For the casting of votes for each agenda, there is a possibility that result is not the same as there were more shareholders and proxies who came late during the meeting

General Terdsak Marrome, Chairman of the Board thanked the shareholder for attending the meeting and informed As per the company's articles of association no. 35, paragraph 1, In order to constitute a quorum, there shall be shareholders and proxies (if any) attending the Shareholders meeting not less than 25 Shareholders or not less than one half of the total members of the shareholders and in either case such shareholders shall hold shareholding to not less than one third of the total number of shares sold.

That there were 51 shareholders present 69,218,289 shares and appointed a proxy 83 persons 74,064,007 shares totaling 134 people with a total share of 143,282,296 shares which is equal to 66.95%. This total is more than minimum requirement indicated in the Articles of Association. Meeting was then declared open:

In order to create clarity and transparency in the casting of votes for each topic of the agenda as in compliance with the company's Corporate Governance Policy Statement, the Chairman invited an outsider legal consultant, Mr. Theerapan Petchsuwan & Mr. Witsarut Onnuam from Far East Law Office (Thailand) Co., Ltd. to be an inspector for the voting procedure.

Chairman informs that if any shareholder has question or wish to share any opinion, please show your interest by raising your hand. Then chairman will allow you to do so by starting with informing your name then continue with your question or opinion.

As per Corporate Governance Policy on the rights of shareholders and the participation on the meeting was published through SET and the company website to propose agendas for the annual shareholders' meeting for year 2017 along with a candidate nomination for the election of the company's director on October 1, 2016 to December 31, 2016 but nobody proposed any agenda for the Annual General Meeting of Shareholders for year 2017.

The Chairman proceeded with the following agendas:

**Agenda 1 To approve the Minutes of Annual General Shareholders' Meeting for fiscal year 2016**

The Chairman of the Board requested the Board to confirm the General Shareholders minutes of meeting held on April 20, 2016 which has been to shareholders and placed a notice on the company's website on May 3, 2016, within 14 days after the date of the Annual General Shareholders' meeting. The Board of Directors confirmed that the contents of the minute are true and recorded correctly. Details are shown on the document attachment no. 1 for the meeting to consider and approve.

None of the shareholders in the meeting room had any objection to the minutes or wished to amend it otherwise.

The Chairman then proposed the meeting to cast their votes. The results are as follows:

<b>Voting Results</b>	<b>Total No. of Votes (1 Share = 1 Vote)</b>	<b>% No. of Shareholders attended the meeting who exercised their rights to cast their votes</b>
1. Agreed	143,282,296	100
2. Disagreed	0	0
3. Abstained	0	0
4. Voided Ballot	0	0

**Resolution:** The Chairman concluded that meeting resolution approved the Minutes of Annual General Meeting for Fiscal year 2016.

**Agenda 2 To acknowledge the company's Performance for fiscal year 2016.**

The Chairman requested Mr. Phreecha Techakraisri, Managing Director, to present a report.

Mr. Phreecha Techakraisri reported to the Meeting the summary of operating results in 2016 additional to the CD of an annual report, delivered to shareholders, together with a meeting invitation letter.

● **Automotive Industry**

Automotive Industry affects directly to the company's operation.

In year 2016, Thailand's total car production totaled to 1.94 million units (increase of 1.7 %). Exports amounted to 1.19 million units, a decrease of 1.4 % and 0.77 units for domestic sales. The country experienced a significant decline of 3.9 % due to unrecovered overall economy combined with low agricultural crop prices which made the purchasing power of consumers slowed down.



In terms of export for motor vehicles and parts it was valued around Baht 890 million with a continuous growth in this industry.

Based on such figures, it shows that automotive manufacturers still believe and confident in a potential of Thailand automotive production which is competitive with other countries. Therefore, we believes that in the next 5 years Thailand automobile future would continuously grow.

- **The performances of the Company**

In 2016, the company's total revenue amounted to Baht 1,098 million, a decrease of 258.65 million or 19.07 % from the previous year classified as follows :

- Internal factor from the decrease in the production of automotive parts had been model changed and the decline in mold sales. Therefore, it had a great impact on the decrease of our sales. However, in the year 2017, the company tried to find new project to increase our sales.
- External factor is due to the economic slowdown in the country and worldwide that made domestic and international sales down

The result of declined sales in 2016 has given the company a net loss of Baht 67.54 million or -6.15 % resulted from the gross margin has been reduced from 14 % in year 2015 to 6.46 % in year 2016 which was quite low from normal production. The company has produced nearly Baht 2,000 million but last year produced only Baht 1,000 million. Moreover, the waste from spray painting at Suwintawong factory along with other production costs which cannot be reduced in ratio with the sales. However, the company is striving to solve the said problem.

The operating margin from year 2015 equaled to 2.38 % down to -6.06 % in 2016. Even though we have reduced the company's expenses by Baht 15.53 million from Baht 165.92 million in year 2015 to Baht 150.40 million in year 2016 and lowering of other cost of sales and expenses.

- **Implementation Guidelines in 2017.**

We will increase revenue from new models for the coming year and focus on selling molds and plastic parts and to penetrate many customers especially our main ones.

Cost of production process has been improved to reduce the raw material waste during production process.

For sales and administrative expenses, the manpower has been adjusted in proportion with the sales.

- **Outstanding performances in 2016**

1. Best Delivery From Toyoda Gosei (Thailand) Co.,Ltd.
2. The company has run business under the Good Corporate Governance guideline which has been evaluated and got an "Excellent" level ( 5 stars ) from 601 surveyed firms. Only 80 companies received this level.
3. On March 9, 2017, the CAC Board endorsed TKT certification as a member of the Thailand's Private Sector Collective Action against Corruption.

These are just few examples of the company's awards, more details of which were already submitted in the annual report sent.

In addition to our business operations, the company has organized events to improve social and community activities every year participated by all employees.

The company tried to make the employees aware of merit offering at their hometown by offering " Robes to their Hometown". Moreover, the company strives to promote better and closeness to employees own families by giving presents on children's day.

Besides New Year's merit making held at the factory premises, there is also mother's day, yearly blood donation. Company believes that people is the heart of the organization. Therefore, the company tries to promote education by giving scholarship program to the employees' children from kindergarten up to 9<sup>th</sup> grade.

Additionally, the company regularly organized factory visit to give an opportunity for shareholders to learn and understand company's operation. In year 2016 about 50 people were visited Kingkaew factory. For this year, shareholder who interested can signed up in front of the shareholders' meeting room to visit Suwinthawong factory.

After Mr. Phreecha finished his report, the Chairman opened an opportunity for shareholders to inquire.

No more inquiries and comments from the shareholders. Chairman proposed the meeting to cast their votes.

**Resolution:** The meeting resolution to acknowledge the 2016 performance report.

**Agenda 3 To consider and approve the Statement of Financial Position, Statement of Comprehensive**

**Income as per auditor's report for year ended Dec 31, 2016.**

The Chairman of the Board requested Mr. Chumpol Techakraisri, to make the report.

Mr. Chumpol Techakraisri informed during the meeting regarding the Statement of Financial Position and Statement of Comprehensive Income as per the auditor's report for year ended Dec 31, 2016. Details of these are in the Annual report in the form of CD which were sent to the shareholders together with the invitation letter and already had uploaded on company website. Details of financial statement are as follows:

**Statement of financial position (Million-Baht)**

	<b>2016</b>	<b>2015</b>
Total current assets	365.76	411.22
Total non-current assets	<u>688.56</u>	<u>727.27</u>
<b>Total assets</b>	<b><u>1,054.32</u></b>	<b><u>1,138.49</u></b>
Total current liabilities	635.10	612.52
Total non-current liabilities	<u>38.78</u>	<u>65.16</u>
Total liabilities	<u>673.88</u>	<u>677.68</u>
Total equity	<u>380.44</u>	<u>460.81</u>
<b>Total liabilities and equity</b>	<b><u>1,054.32</u></b>	<b><u>1,138.49</u></b>

**Statements of comprehensive income (Million – Baht)**

	<b>2016</b>	<b>2015</b>
Total Revenue	1,097.75	1,356.39
Cost of sales of goods and rendering of services	<u>(1,026.88)</u>	<u>(1,166.48)</u>
<b>Gross profit</b>	<b><u>70.87</u></b>	<b><u>189.91</u></b>
Other Income	<u>13.02</u>	<u>8.30</u>
<b>Total expenses</b>	<b>(150.40)</b>	<b>(165.93)</b>
<b>Profit (loss) before finance costs and income tax</b>	<b><u>(66.51)</u></b>	<b><u>32.28</u></b>
Finance costs	(17.93)	(17.93)
Income tax expenses	<u>16.91</u>	<u>( 1.95)</u>
<b>Profit (Loss) for the years</b>	<b><u>(67.53)</u></b>	<b><u>12.40</u></b>
<b>Net Profit (loss) (Baht per share)</b>	<b><u>(0.32)</u></b>	<b><u>0.06</u></b>

During the meeting there were additional shareholders giving a total shareholder attendees of 53 people and proxy of 83 people totaling 136 persons with a total no. of shares of 143,292,396 which is equal to 66.96%.

After Mr.Chumpol has finished report, the Chairman opened an opportunity for shareholders to inquire.

No dissenting shareholders in the meeting so the Chairman proposed the meeting to cast their votes.

The voting results are as follows:

<b>Voting Results</b>	<b>Total No. of Votes (1 Share = 1 Vote)</b>	<b>% No. of Shareholders attended the meeting who exercised their rights to cast their votes</b>
1. Agreed	143,292,396	100
2. Disagreed	0	0
3. Abstained	0	0
4. Voided Ballot	0	0

**Resolution:** The Chairman concluded that Statement of Financial Position and Statement of Comprehensive Income are unanimously approved by majority votes.

**Agenda 4 To approve the non payment of dividends for year 2016**

The Chairman of the Board requested Mr. Sumate Techakraisri, CEO to do report

Mr. Sumate Techakraisri reported to the meeting the loss incurred for year 2016 amounting Baht 67.54 million and the cause of this loss has already been proposed in Agenda no. 2. Mr. Sumate apologized to the shareholders' of this unsatisfactory performance in the past years and hopefully the company will have a continuous profitability.

In this agenda the committee proposed to approve and consider that no dividend payments for year 2016 for the operating result from January 1<sup>st</sup>, 2016 to December 31<sup>st</sup>, 2016.

After Mr. Sumate has finished report, the Chairman opened an opportunity for shareholders to inquire.

No dissenting shareholders in the meeting so the Chairman proposed the meeting to cast their votes.

The voting results are as follows:

<b>Voting Results</b>	<b>Total No. of Votes (1 Share = 1 Vote)</b>	<b>% No. of Shareholders attended the meeting who exercised their rights to cast their votes</b>
1. Agreed	143,292,396	100
2. Disagreed	0	0
3. Abstained	0	0
4. Voided Ballot	0	0

**Resolution:** The meeting resolution approve that there will be no dividends payment for year 2016 operating results from January 1, 2016 till December 31, 2016.

**Agenda 5 To consider and approve the election of directors replacing those who are retiring upon completion of their term of office**

The Chairman of the Board informed the Rules and Regulations of Listed Public Companies Matra 71 and Article of Association No. 18 "In every Annual General Meeting, one third of the total no. of Directors shall resign, in case the no. of Directors could not be divided into 3 parts, thus the number nearest to one third shall resign".

Directors that resign on the first and second year after the company's registration were drawn by lot. For the following years, Director who is in the position for a longest time must resign.

Directors who resigned are eligible for re-election and retain their position.

At present the company has 12 Directors. 4 Directors who will resign by rotation are:

1. General Terdsak Marrome
2. Mr. Kumpee Chongthurakit
3. Mrs. Yupa Techakraisri
4. Mr. Prasong Techakraisri

On agenda 5, an election of the retiring directors upon completion of their term in office, therefore to ensure the transparency in this agenda the retiring directors were requested to leave the meeting room and Mr. Sumate Techakraisri chaired the meeting.

Mr. Sumate Techakraisri presided the meeting: Informed that the company put a notice on the company website to propose names or persons who have the qualification to hold the directorship position along with propose agenda during October 1<sup>st</sup>, 2016 to December 31<sup>st</sup>, 2016. before the Shareholders' meeting through e-mail or fax but no proposals were received.

The Remuneration and Nomination Committee commented that the 4 resigning Directors have proven their best knowledge, experience and capabilities in managing the company. Therefore, the resigning directors were proposed to be re-elected for another term.

Chairman requested the shareholders to vote for each resigning Directors individually to comply with the standard practice of Securities and Exchange Commission. Shareholders' must cast their votes as agreement, disagreement and abstained in order to have transparent vote counting.

The Chairman asked in the meeting if any shareholder has any question or other suggestions to propose in the meeting.

**Mr. Pisit Tangprajakphakdee:** proxy from Thai Investors Association, inquired:

**Question:** What are the criteria for nomination and independent directors? Since there is one Director who has held the position for over 9 years and has been re-elected for another term, how do you determine and what are the policies for independent directors to hold the position for another term?

**Chairman:** thanked the proxy for the question and commissioned Mr. Chumpol Techakraisri to answer the same.

**Answer:** For this agenda, the 4 resigning directors were proposed to be re-elected for another term and one of them is an Independent Director. General Terdsak Marrome has served for 13 years as an independent director of the company the reason of his re-election was already explained on the Annual General Meeting invitation letter send to all shareholders for year 2017 to be acknowledged.

The company has not yet set policy of term in the office for independent directors. For 5 independent directors, they all have the best knowledge in various fields that benefits the company.

Mr. Paotep Chotinuchit, Chairman of the Nomination Committee added that General Terdsak Marrome is a highly responsible person who voices out his ideas freely and is always ready to give advices and fulfill his duties.

Nomination Committee have considered the qualifications and resolved to re-elect him for another term.

The Chairman resumed the meeting by allowing and giving the shareholders the opportunity to ask questions or make comments. Shareholders who voted against and abstained to please raise their hands. The staffs of the company collected the ballots.

No dissenting shareholders in the meeting so, the Chairman proposed the meeting to cast their votes.

The voting result are as follows:

Name of Directors	Agree, %	Disagree, %	Abstained, %	Voided Ballot, %
1. General Terdsak Marrome	143,292,296	100	0	0
	99.9999%	0.0001	0	0
2. Mr. Kumpee Chongthurakit	143,292,396	0	0	0
	100%	0	0	0
3. Mr. Mrs.Yupa Techakraisri	143,292,396	0	0	0
	100%	0	0	0
4. Mr. Prasong Techakraisri	143,292,396	0	0	0
	100%	0	0	0

**Resolution:** The Chairman informed that re-elect the 4 directors who resigned by rotation are unanimously approved by majority votes.

The Chairman requested the staffs who collected the ballots for this agenda to keep the ballots to review later and then invited all 4 directors back to the meeting room and then congratulated and welcomed them back for another term.

**Agenda 6 To consider and approval of director's remuneration for fiscal year 2017.**

The Chairman requested Mr. Sumate Techakraisri who doesn't has conflict of interest to run this agenda.

Mr. Sumate Techakraisri informed that under company policy no. 16, compensation and bonuses from the operating results depends on the shareholder meeting to determine and consider. Taking into account the huge loss incurred in year 2016.

The Remuneration Committee and Board of Directors considered and resolved to offer/give no bonus from the operation for year 2016 and approved the remuneration of the directors for year 2017 amounting to Baht 2,919,000.

After the report from Mr. Sumate Techakraisri, Chairman allow shareholder to ask questions

No dissenting shareholders in the meeting so, the Chairman proposed the meeting to cast their vote.

The voting results are as follows:

Voting Results	Total No. of Votes (1 Share = 1 Vote)	% No. of Shareholders attended the meeting who exercised their rights to cast their votes
1. Agreed	115,663,790	80.7187
2. Disagreed	0	0
3. Abstained	27,628,606	19.2726
4. Voided Ballot	0	0

**Resolution:** The meeting resolution approve that there will be no bonus payment for year 2016 and the directors' remuneration for year 2017 shall be at Baht 2,919 million (same as year 2016).

The Directors who have conflict of interest from this matter refrained from voting.

**Agenda 7 To consider and approve the appointment of Auditors and their remuneration for fiscal year 2017.**

The Chairman of the Board informed during the meeting that subject to the rules and regulations of Listed public companies matra: 120 and the Articles of Association no. 56, 57 to appoint during the shareholder meeting a company's auditor and their yearly remuneration. The Audit Committee and Board of Directors proposed 3 Auditors for fiscal year 2017 for the shareholders' consideration. Mr. Jadesada Hungsapruerk CPA No. 3759 and/or Mr. Jirote Sirirorote CPA No. 5113 and/or Ms. Kannika Wipanurat CPA No. 7305 of Karin Audit Limited being the auditors for fiscal year 2017 and has been 3<sup>rd</sup> years and the same time propose remuneration amounts to Baht 960,000 along with addition remuneration for BOI charge at Baht 10,000 per card for 2 cards totaling Baht 20,000.

During the meeting there were additional shareholders giving a total shareholder attendees of 57 people and proxy of 83 people totaling 140 persons with a total no. of shares of 143,356,896 which is equal to 66.99%.

No dissenting shareholders in the meeting so the Chairman proposed the meeting to cast their vote.

The result of voting as follows:

<b>Voting Results</b>	<b>Total No. of Votes (1 Share = 1 Vote)</b>	<b>% No. of Shareholders attended the meeting who exercised their rights to cast their votes</b>
1. Agreed	143,276,896	99.9442
2. Disagreed	80,000	0.0558
3. Abstained	0	0
4. Voided Ballot	0	0

**Resolution:** Chairman confirmed the appointment of Mr. Jadesada Hungsapruerk CPA No. 3759 and/or Mr. Jirote Sirirorote CPA No. 5113 and/or Ms. Kannika Wipanurat CPA No. 7305 of Karin Audit Limited being the auditors for fiscal year 2017 with a remuneration will amounts to Baht 960,000 along with addition remuneration for BOI charge at Baht 10,000 per card for 2 cards totaling Baht 20,000. are unanimously approved by majority votes.

**Agenda 8 Others**

The Chairman asked the shareholders of any comments, questions and suggestion.

No one raised any question or suggestions so, the Chairman announced that whoever wishes to visit the company's factory, to please register their names at the registration counter in front of the conference room.

The Chairman, on behalf of the Board of Directors of the company, expressed his thanks to the shareholders and proxies for sparing their precious time to attend the meeting and thank all the employees who has worked and shown their dedication and accountability at all time. The company will strive to solve and fix its weaknesses and be ready to work harder this 2017 filled with commitment. Blessings for all with happiness and prosperity and the meeting adjourned.

The Meeting adjourned at 15:00 hrs.

- Signed -

\_\_\_\_\_  
(General Terdsak Marrrome)

**Chairman of the Board**

- Signed -

\_\_\_\_\_  
(Miss Pornthip Puangsab)

**Meeting Recorder**

**Attachment for Agenda 5 : To consider and approve the election of directors replacing those who are retiring upon completion of their term of office**

As per the company's Article of Association no. 18 " In every Annual General Meeting one third of the total no. of Directors shall resign, in case of the no. of directors could not be divided into 3 parts, thus the number nearest to one third shall resign

Directors that resigned on the first and second year after the company's registration were drawn by lot. For the following years, Director who is in the position for a long time must resign. Directors who resigned are eligible for re-election and retain their position"

**Selection of Directors**

The Nomination Committee shall consider the individuals qualifications to serve as company's directors. Candidates for directorship must / should possess qualification according to the standard set by the Securities and Exchange Commission for Public Limited Companies. They must be knowledgeable, experienced that will be beneficial to the business, must possess ethical business practice, absolute discretion, straightforward, independent , devote his/her time to the business, adequately empathetic and perform its duties and responsibilities for the benefit of the organization

In the year 2018, directors who has to resign for rotation are as follows : Mr.Paotep Chotinuchit, Mr. Sumate Techakraisri Mr.Virasak Suthantavibhul, Dr.Kosol Surakomol.

The Executive Directors have the authority and responsibility to consider, select and screen persons but the company hasn't appointed any director for this purpose. Nevertheless, the company's Directors shall be appointed by the Board of Directors basing on their background, skills, qualifications, experience and professionalism along with the advantages done for the company. After having all the foregoing examined and approved by the Directors, they shall be then proposed for consideration during the shareholder meeting. In order to be appointed, a director must be approved by more than half of all the votes from the shareholders who attended the meeting. Board of Directors have considered the meeting attendance, skills, qualification, experience along with the advantages done for the company of the 4 resigning directors which shall be then proposed for consideration on their re-election. Details of the said Directors are attached for this Agenda 5. In the year 2018, The company has to nominate three person to propose as an independent director.

**Qualifications of Independent Directors**

The Board of Directors had set the qualifications of an independent director which is in conformity with the requirement of SEC and at least there must be 3 independent directors with the following qualifications :

1. Hold no more than 0.5% of total voting stocks of TKT, its parent company, its subsidiaries and its associated companies, related juristic entity with conflicts including stocks held by related persons.

\* The company has established stricter criteria than the announcement made by The Capital Market Commission in which they can hold a share of not more than 1 percent

2. Not a Board member or in the management team of the company / employee / wages / consultant who gets regular salary/has the authority to manage and direct the company , parent company , its subsidiaries, and its associated companies or related juristic entity with conflicts ( present and for the past 2 years before the appointment )

3. Not related by blood or legal registration such as parents, spouse, brothers, sisters and children including the directors' children spouses, main shareholders, power to control and juristic entity who is appointed to manage the company or its subsidiaries.


4. No business relationship with TKT , parent company, its subsidiaries and its associated companies, or related juristic entity in order to have freedom in exercising the rights to express their ideas and opinions on the company performance

5. Is not appointed as a representative of the company's director, major shareholders or shareholders who are related to the major shareholders of the company.

6. No other impediments or impairments to express independent opinions concerning the operations of the company.

7. If qualified for the item 1-6, the independent director may be assigned by the Board of Directors to make decisions relating to business operations of the company, the company's major shareholder, a subsidiary an associate a subsidiary of the same tier or any juristic person with a conflict of interests, on the basis of collective decision.


#### Details of the Directors


<b>Name / Surname</b>	Mr. Paotep Chotinuchit	
<b>Proposed as</b>	Independent Director	
<b>Present Position</b>	Chairman of Remuneration Committee and Nomination Committee Chairman of Corporate Governance Committee Independent Director/ Director of Audit Committee/ Director	
<b>Age</b>	85 years	
<b>Education</b>	M.Sc Metallurgical Engineer University of Arizona, USA.	
<b>Proficiency</b>	Accounting and Finance & Management.	
<b>Director training programs</b>	Director Accreditation Program (DAP 11/2004)	
<b>Date of appointment as director till 2016</b>	January 6, 2004 (14 Years)	
<b>Total time served as the company's director.</b>	17 Years	
<b>Shareholding in the company</b>	5,000 or 0.002%	
<b>Position in Other Listed Public Companies</b>	-None -	
<b>Position in Other Companies</b>	<u>2 position</u> 2004 – Present : Audit Committee, Siam Sport Syndicate PLC. 2013 – Present : Professional Director Suranaree University of Technology Hospital	
<b>Position in other competitor companies</b>	-None -	
<b>Working Experience</b>	- Audit Committee, Technology Suranaree University. - President, Qualine Management Co., Ltd. - Professional Director, Suranaree University of Technology Hospital	
<b>Meeting Attendance</b>	-Board of Directors Meeting : 8 times from 8 meetings -Audit Committee Meeting : 4 times from 4 meetings - Remuneration and Nomination Committee : 2 times from 2 meetings - Corporate Governance Committee : 2 times from 2 meetings	
<b>Criminal records for the past 10 years</b>	- None -	
<b>Reason for proposing to the Annual General Meeting of Shareholders to re-elect an independent director, who has been director for more than nine years.</b>	The Board of Directors and Nomination Committee recommend that Mr. Paotep Chotinuchit was qualified to be a director in accordance with related laws and knowledge and capabilities, During his term, Mr. Paotep Chotinuchit always provided insightful comments and valuable suggestions which benefited. The Board of Directors would like to propose to the Annual General Meeting of Shareholders that Mr. Paotep Chotinuchit is retained as a director for another term.	



<b>Information for election of independent directors</b>	
<b>Relationship with the company and or juristic person with disagreement at the present time or 2 years ago</b>	
1. director who is in the management level, employee, service or advisor who receives a salary	- None -
2. Professional ( as an Auditor )	- None -
3. Business relationship	- None -

<b>Name / Surname</b>	Mr. Sumate Techakraisri	
<b>Proposed as</b>	Director	
<b>Present Position</b>	Chief Executive Director / Director Director of Remuneration and Nomination Committee Chairman of Corporate Governance Committee	
<b>Age</b>	71 years	
<b>Education</b>	Bachelor of Economics, Thammasat University. Mini MBA Chulalongkorn University.	
<b>Proficiency</b>	Mold / Injection Molding.	
<b>Director training programs</b>	-Director Accreditation Program (DAP 137/2010) -Program Executives Capital Market Academy (CMA) Class 17	
<b>Date of appointment as director till 2016</b>	January 6, 2004 (14 Years)	
<b>Shareholding in the company</b>	23,500,000 or 10.98%	
<b>Position in Other Listed Public Companies</b>	-None -	
<b>Position in Other Companies</b>	<u>6 position</u> 2007 – Present : Director, Cinkara Property Company Limited. 2004 – Present : Director, MFT Development Company Limited 2001 – Present : Director, Chadsan Phansuan Company Limited 1987 – Present : Directors, Prairie Marketing Co., Ltd. 1985 – Present : Chairman of Director of PEACE & LIVING Co., Ltd. 1978 – Present : Chairman of Director of Greenland Marketing Co., Ltd.	
<b>Position in other competitor companies</b>	-None -	
<b>Working Experience</b>	-Director, Cinkara Property Company Limited. -Director, MFT Development Company Limited -Director, Chadsan Phansuan Company Limited -Directors, Prairie Marketing Co., Ltd. -Chairman of Director of PEACE & LIVING Co., Ltd. -Chairman of Director of Greenland Marketing Co., Ltd	
<b>Meeting Attendance</b>	-Board of Directors Meeting : 8 times from 8 meetings - Remuneration and Nomination Committee : 2 times from 2 meetings - Corporate Governance Committee : 2 times from 2 meetings	
<b>Criminal records for the past 10 years</b>	- None -	

<b>Name / Surname</b>	Mr.Virasak Sutanthavibul	
<b>Proposed as</b>	Independent Director	
<b>Present Position</b>	Independent Director/ Director of Audit Committee/ Director	
<b>Age</b>	61 years	
<b>Education</b>	Master Degree, Industrial Engineering, Texas A&M University, Texas,USA.	
<b>Proficiency</b>	Accounting and Finance & Management.	
<b>Director training programs</b>	Director Certification Program (DAP 21/2004)	
<b>Date of appointment as director till 2016</b>	January 7, 2010 (14 Years)	
<b>Total time served as the company's director.</b>	17 Years	
<b>Shareholding in the company</b>	-None -	
<b>Position in Other Listed Public Companies</b>	<u>Director 3 position</u> 2015 – Present : Chairman of Audit Committee, Thai Plaspac PCL. 2012 – Present : Chairman of Audit Committee, Bangpakong Terminal PCL. 2011 – Present : Director, Bangkok Insurance Public Company Limited. <u>1 position</u> 1997 – Present : Senior Executive Vice President in charge of Commercial Bangkok Bank Public Company Limited	
<b>Position in Other Companies</b>	<u>4 position</u> 2009 – Present : Director, The Grand-UB Co.,Ltd. 2001 - Present : Director, Toyota Leasing (Thailand) Co., Ltd. 2001 – Present : Director, Asia Lamp Industry Co., Ltd. 2001 – Present : Director, Thai Indo Kordsa Co., Ltd.	
<b>Position in other competitor companies</b>	-None -	
<b>Working Experience</b>	-Chairman of Audit Committee, Thai Plaspac Public Company Limited. -Chairman of Audit Committee, Bangpakong Terminal PCL. -Director, Bangkok Insurance Public Company Limited. -Director, The Grand-UB Co.,Ltd. -Director, Toyota Leasing (Thailand) Co., Ltd. -Director, Asia Lamp Industry Co., Ltd. -Director, Thai Indo Kordsa Co., Ltd. -Senior Executive Vice President in charge of Commercial Bangkok Bank Public Company Limited.	
<b>Meeting Attendance</b>	- Board of Directors Meeting : 7 times from 8 meetings - Audit Committee Meeting : 4 times from 4 meetings	
<b>Criminal records for the past 10 years</b>	- None -	
<b>Reason for proposing to the Annual General Meeting of Shareholders to re-elect an independent director, who has been director for more than nine years.</b>	The Board of Directors and Nomination Committee recommend that Mr.Virasak Sutanthavibul was qualified to be a director in accordance with related laws and knowledge and capabilities, During his term, Mr.Virasak Sutanthavibul always provided insightful comments and valuable suggestions which benefited. The Board of Directors would like to propose to the Annual General Meeting of Shareholders that Mr.Virasak Sutanthavibul is retained as a director for another term.	
<b>Information for election of independent directors</b>		
<b>Relationship with the company and or juristic person with disagreement at the present time or 2 years ago</b>		
1. director who is in the management level, employee, service or advisor who receives a salary	- None -	
2. Professional ( as an Auditor )	- None -	
3. Business relationship	- None -	

<b>Name / Surname</b>	Dr. Kosol Surakomol	
<b>Proposed as</b>	Independent Director	
<b>Present Position</b>	Independent Director/ Director Director of Remuneration Committee and Nomination Committee Director of Corporate Governance Committee Director of Risk Management Committee	
<b>Age</b>	78 years	
<b>Education</b>	M.S. in Chemical Engineering, Wayne State University,	
<b>Proficiency</b>	Management.	
<b>Director training programs</b>	Director Certification Program (DCP 137/2010)	
<b>Date of appointment as director till 2016</b>	January 7, 2010 (8 Years)	
<b>Total time served as the company's director.</b>	11 Years	
<b>Shareholding in the company</b>	-None -	
<b>Position in Other Listed Public Companies</b>	<u>1 position</u> 2013 – Present : Advisors office of The President, Loxley PCL.	
<b>Position in Other Companies</b>	-None -	
<b>Position in other competitor companies</b>	-None -	
<b>Working Experience</b>	- Advisors office of The President, Loxley Public Company Limited. - Chief Executive Officer, Fuji Asia Co., Ltd. - Operations Director, Summit Auto Seats Industry Co.,Ltd. - Executive Director, Thonburi Automotive Assembly Plant Co.,Ltd. - Managing Director, Bangchan General Assembly Co.,Ltd. - Engine & Powertrain Department, Design Engineer Ford Motor Company, Michigan, U.S.A -Chemical Engineer, Thailand Smelting and Refining Co.,Ltd.	
<b>Meeting Attendance</b>	-Board of Directors Meeting : 7 times from 8 meetings - Remuneration and Nomination Committee : 2 times from 2 meetings - Corporate Governance Committee : 2 times from 2 meetings - Risk Management Committee : 2 times from 2 meetings	
<b>Criminal records for the past 10 years</b>	- None -	
<b>Reason for proposing to the Annual General Meeting of Shareholders to re-elect an independent director, who has been director for more than nine years.</b>	The Board of Directors and Nomination Committee recommend that Dr. Kosol Surakomol was qualified to be a director in accordance with related laws and knowledge and capabilities, During his term, Dr. Kosol Surakomol always provided insightful comments and valuable suggestions which benefited. The Board of Directors would like to propose to the Annual General Meeting of Shareholders that Dr. Kosol Surakomol is retained as a director for another term.	
<b>Information for election of independent directors</b>		
<b>Relationship with the company and or juristic person with disagreement at the present time or 2 years ago</b>		
1. director who is in the management level, employee, service or advisor who receives a salary	- None -	
2. Professional ( as an Auditor )	- None -	
3. Business relationship	- None -	

**Agenda 6 To consider the approval of director's remuneration for fiscal year 2018**
**Standard Method of allocating remuneration of the Board of Directors**

The Remuneration Committee and Directors who do not have conflict of interest had considered the Directors compensation with fairness based on the standard of the industry along with the market rate and the performance and responsibility of the Director and would like to propose directors will not receive a bonus for year 2017 and the compensation payment for year 2018 shall be amounting Baht 2,919,000 (same as year 2017) Detail are as follows:

**Details of Directors Remuneration**

Meeting Allowance Position	Year 2018		Year 2017		Year 2016	
	Remuneration (Baht/month)	Total (Baht)	Remuneration (Baht/month)	Total (Baht)	Remuneration (Baht/month)	Total (Baht)
Chairman	53,550	642,600	53,550	642,600	53,550	642,600
Chairman of Audit Committee	44,750	537,000	44,750	537,000	44,750	537,000
-Audit Committee	31,500	378,000	31,500	378,000	31,500	378,000
-Chairman of the Remuneration and Nomination Committee						
-Chairman of Corporate Governance Committee						
Audit Committee	27,100	325,200	27,100	325,200	27,100	325,200
-Remuneration and Nomination Committee	19,100*2	458,400	19,100*2	458,400	19,100*2	458,400
-Corporate Governance Committee						
Directors	16,050*3	577,800	16,050*3	577,800	16,050*3	577,800
<b>Total</b>		<b>2,919,000</b>		<b>2,919,000</b>		<b>2,919,000</b>

Bonus Position	Year 2017		Year 2016		Year 2015	
	Bonus (Baht)	Total (Baht)	Bonus (Baht)	Total (Baht)	Bonus (Baht)	Total (Baht)
Chairman	0	0	0	0	20,000	20,000
Chairman of Audit Committee	0	0	0	0	13,000	13,000
-Audit Committee	0	0	0	0	13,000	13,000
-Chairman of the Remuneration and Nomination Committee						
-Chairman of Corporate Governance Committee						
Audit Committee	0	0	0	0	13,000	13,000
-Remuneration and Nomination Committee	0	0	0	0	13,000*2	26,000
-Corporate Governance Committee						
Directors	0	0	0	0	13,000*3	39,000
<b>Total</b>		<b>0</b>		<b>0</b>		<b>124,000</b>

**Remark: No other benefits**

**Agenda 7 To consider and approve the appointment of Auditors and their remuneration for fiscal year 2018**

Pursuant to the policy listed public companies matra 120 and the Article 56 and 57 of Company's Article of Association it was resolved during the Annual Shareholders Meeting to appoint and set their yearly remuneration. The Audit Committee had considered appointing 3 auditors and their remuneration for the year 2018 and proposed to the company's Directors for their consideration. Mr. Jadesada Hungsapruak CPA No. 3759 and/or Mrs. Kannika Wipanurat CPA No. 7305 and/or Mr. Jirote Sirirorote CPA No. 5113 of Karin Audit Limited has been proposed during the meeting to be the auditor for the year 2018 as their 4<sup>th</sup> years with the company, this is due to their independence and besides they have no benefit in any way in our company's finance / management / main shareholders or have any relationship whatsoever. The company has no other affiliate companies / partners.

On top of this, during the meeting it was proposed to offer them Baht 1,010,000 which more than last year. The compensation for the year 2018 with:

The compensation	2018	2017	2016
Audit charge for each quarter (3 quarter)	<b>390,000</b>	360,000	330,000
Audit of Balance Sheet for fiscal year	<b>620,000</b>	600,000	570,000
Total	<b>1,010,000</b>	960,000	900,000

Remark : other charges for BOI certificate charges will be Baht 10,000 / certificate totaling Baht 20,000.-

**Documents for the right to join the meeting**

The following documents must be presented prior to attend the Annual General Meeting (as the case may be)

**1. In the event that the shareholder is an Ordinary person :**

1.1 Attendance in person: a valid official ID card wherein a photograph is shown, e.g. personal I.D. cards, Driver license and or passport

1.2 Attendance by Proxy:

- a) A completed proxy Form signed by the shareholder and the proxy.
- b) A copy of the shareholder's ID card as referred to in 1.1 certified correct by the shareholder; and
- c) An original of the proxy's ID card as referred to in 1.1

**2. In the event that the shareholder is a juristic person**

**Representative of the juristic person**

- a) An original of such authorized representative's ID card as referred to in 1.1.; and
- b) A copy of the Affidavit of Certificate of Incorporation of the shareholder showing the name of such authorized representative as a person having the authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified correct by such authorized representative together with the affixing its Common Seal ( if any)

**Attendance by proxy**

- a) A completed proxy form signed by the shareholder and the proxy
- b) A copy of the Affidavit of Certificate of Incorporation of the shareholder showing that the name of the person who signs in the proxy form as the shareholder is an authorized representative of the shareholder having the authority on the shareholder's behalf and such copy of the affidavit or Certificate of Incorporation must be certified correct by such authorized representative together with affixing its common seal ( if any)
- c) An original of the proxy's ID card as referred to in 1.1.

**3. In the event that the shareholder is non-Thai shareholder or is a juristic person incorporated under a foreign law :**

Paragraph no. 1 and 2 above shall be applied mutatis and mutadis to a non-Thai shareholder or shareholder which is a juristic person incorporated under a foreign law as the case may be under the following conditions.

- a) Affidavit or certificate of Incorporation of such juristic person may be issued by either the governmental authority of the country in where such juristic person is situated or by an officer of such juristic person, provided that such an Affidavit or Certificate in incorporation must contain the name of the juristic person, the address of the head office of the juristic person, and the name (s) of the person (s) having authority to sign on behalf of the juristic person together with any restrictions or conditions of the power of such person (s) ; and
- b) English translation is required to be attached for any original document which is not made in English and such translation must be certified by the authorized representative of such juristic person together with affixing its common seal (if any).

Shareholders or proxies can register and submit the required documents for the attending the meeting before or from 13.00 hrs.

In addition, proxies documents given to the shareholders are in attached no. 9 are the proxy forms with details of agenda (Form B). Form A and for the foreign investors who appoints a custodian in Thailand use (Form C). Shareholders can download the forms from the company's website <http://www.tkrungthai.com>.

For the shareholders who wish to appoint proxy who are independent directors of the company are as follows:

- |                               |  |
|-------------------------------|--|
| 1. General Terdsak Marrome    | Chairman of the Board / Independent Director   |
| 2. Mr. Pairuch Sahamethapat   | Chairman of Audit Committee / Independent Director / Director  |
| 3. Mr. Paotap Chotinuchit     | Chairman of Remuneration Committee and Nomination Committee<br>Chairman of Corporate Governance Committee<br>Independent Director / Audit Committee / Director |
| 4. Mr. Virasak Sutanthaviboon | Audit Committee / Director   |
| 5. Dr. Kosol Surakomol        | Independent Director / Director<br>Remuneration Committee and Nomination Committee<br>Corporate Governance Committee<br>Risk Management Committee              |

**Independent Directors Resume and has no benefit in any way in our company's finance and management**

Name - Surname	<b>General Terdsak Marrome</b>
Age	82 years
Present Position	Chairman / Independent Director
Address	2/268 Muangthong vill, Mu 1, Soi Changwattana 14, Tungsonghong, Laksi, Bangkok 10210
Educational Attainment / Seminar Attended	<ul style="list-style-type: none"> <li>- Bachelor of Science, Chulachomkiao Royal Military Academy.</li> <li>- Command and General Staff College</li> <li>- Royal Thai army war college</li> <li>- Law Program of Commander, Ministry of defence</li> <li>- National Defence College of Thailand</li> <li>- Doctor of Science in Innovation and Technology Education (honorary), Rajamangala University of Technology Phra Nakhon</li> <li>- Director Accreditation Program (DAP10/2004)</li> </ul>
Working Experience	<ul style="list-style-type: none"> <li>- Chairman of the Advisory, Lions Club Thailand</li> <li>- Chairman East Coast Furnitech Public Company Limited</li> <li>- President, Sahapant Santiphap International (Thailand)</li> <li>- Global Vice Presidents Sun Moon University, Chungnam Republic of Korea.</li> <li>- President, Vietnam War Veteran Association under Royal Patronage</li> <li>- Vice-President, Pavena Foundation for Children and Women</li> <li>- Royal Guard</li> <li>- President Tai Kaew Foundation, Tamwati School</li> <li>- Chairman of the Advisory and Director, Eastern Technological college (E-Tech)</li> <li>- Special force in 21 Royal Guard Regiment. Of Majesty Queen Sirikit The Queen</li> </ul>
Attendance of meeting for fiscal year 2017	Board of Directors Meeting : 8 times from 8 meetings
Company Shareholding	220,000 or 0.10%
Family Relationship among the directors	- None-
Criminal record for the past 10 years	- None -
Advantage on the meeting agendas	No disadvantage on every meeting agenda : Except on Agenda 6

Name - Surname	<b>Mr. Pairuch Sahamethapat</b>
Age	74 years
Present Position	Chairman of Audit Committee / Independent Director / Director
Address	12/98 Soi Sangkom 4, Changwattana Rd., Tungsonghong, Laksi Bangkok 10210
Educational Attainment / Seminar Attended	<ul style="list-style-type: none"> <li>- Chulalongkorn University, Accounting</li> <li>- Director Certification Program (DCP102/2008)</li> </ul>
Working Experience	<ul style="list-style-type: none"> <li>- Audit Committee, Siam Sport Syndicate PLC.</li> <li>- Audit Committee, Bangkok Ranch PLC.</li> <li>- Director of Region Revenue 1, The Revenue Department.</li> </ul>
Attendance of meeting for fiscal year 2017	<ul style="list-style-type: none"> <li>- Board of Directors Meeting : 8 times from 8 meetings</li> <li>- Audit Committee meetings : 4 times from 4 meetings</li> </ul>

Company Shareholding	- None -
Family Relationship among the directors	- None -
Criminal record for the past 10 years	- None-
Advantage on the meeting agendas	No disadvantage on every meeting agenda : Except on Agenda 6

Name – Surname	<b>Mr. Paotep Chotinuchit</b>
Age	85 years
Present Position	Audit Committee / Independent Director / Director Chairman of Remuneration Committee and Nomination Committee Chairman of Corporate Governance Committee
Address	104 Setsiri Rd. Samsen Nai , Phayathai, Bangkok
Educational Attainment / Seminar Attended	-M. Sc Metallurgical Engineer University of Arizona, USA. -Director Accreditation Program (DAP11/2004)
Working Experience	- Audit Committee, Technology Suranaree University. - President, Qualine Management Co., Ltd. -- Professional Director, Suranaree University of Technology Hospital
Attendance of meeting for fiscal year 2017	- Board of Directors Meeting : 8 times from 8 meetings - Audit Committee meetings : 4 times from 4 meetings - Remuneration and Nomination Committee : 2 times from 2 meetings - Corporate Governance Committee : 2 times from 2 meetings
Company Shareholding	5,000 or 0.02%
Family relationship among the directors	- None -
Criminal record for the past 10 years	- None -
Advantage on the meeting agendas	No disadvantage on every meeting agenda : Except on Agenda 5, 6

Name – Surname	<b>Mr. Virasak Suthantavibhul</b>
Age	61 years
Present Position	Audit Committee / Independent Director / Director
Address	35/90 Soi Lat Prao 23, Lat Yao, Chatujak, Bangkok
Educational Attainment / Seminar Attended	-Master's Degree in Industrial Engineering, Texas A&M University, USA. -Director Accreditation Program (DAP21/2004)
Working Experience	-Chairman of Audit Committee, Thai Plaspac Public Company Limited. -Chairman of Audit Committee, Bangpakong Terminal PCL. -Director, Bangkok Insurance Public Company Limited. -Director, The Grand-UB Co.,Ltd. -Director, Toyota Leasing (Thailand) Co., Ltd. -Director, Asia Lamp Industry Co., Ltd. -Director, Thai Indo Kordsa Co., Ltd. -Senior Executive Vice President in charge of Commercial Bangkok Bank Public Company Limited.
Attendance of meeting for fiscal year 2017	- Board of Directors Meeting : 8 times from 8 meetings - Audit Committee meetings : 4 times from 4 meetings
Company Shareholding	- None -
Family Relationship among the directors	- None -
Criminal record for the past 10 years	- None -
Advantage on the meeting agendas	No advantage on every agendas except on Agenda 5, 6



Name - Surname	<b>Dr. Korsol Surakomol</b>
Age	78 years
Present Position	Independent Director / Director Remuneration Committee and Nomination Committee Corporate Governance Committee Risk Management Committee
Address	73/9 Mooban Panya, Pattanakarn, Suangluang, 10250
Educational Attainment / Seminar Attended	- Phd. in Mechanical Engineering Wayne State University, Detroit, Michigan, U.S.A. - Director Certification Program (DCP137/2010)
Working Experience	- Advisors office of The President, Loxley Public Company Limited. - Chief Executive Officer, Fuji Asia Co., Ltd. - Operations Director, Summit Auto Seats Industry Co.,Ltd. - Executive Director, Thonburi Automotive Assembly Plant Co.,Ltd. - Managing Director, Bangchan General Assembly Co.,Ltd. - Engine & Powertrain Department, Design Engineer Ford Motor Company, Michigan, U.S.A - Chemical Engineer, Thailand Smelting and Refining Co.,Ltd.
Attendance of meeting for fiscal year 2017	- Board of Directors Meeting : 7 times from 8 meetings - Remuneration and Nomination Committee : 2 times from 2 meetings - Corporate Governance Committee : 2 times from 2 meetings - Risk Management Committee : 2 times from 2 meetings
Company Shareholding	- None -
Family Relationship among the directors	- None -
Criminal record for the past 10 years	- None -
Advantage on the meeting agendas	No advantage on every agendas except on Agenda 5, 6

#### Attachment 8

#### **Proxy for General Shareholders' Meeting year 2018**

As per the company's articles of association no. 35, paragraph 1, In order to constitute a quorum, there shall be shareholders and proxies (if any) attending the Shareholders meeting not less than 25 Shareholders or not less than one half of the total members of the shareholders and in either case such shareholders shall hold shareholding to not less than One third of the total number of shares sold, unless otherwise stipulated by law governing public limited companies.

Should the shareholder is not able to join the Annual General Meeting; we would like to request the shareholders to appoint a proxy as per attached proxy form.

#### **Casting of Votes**

- Casting of votes is open to all and one share is eligible to one vote and the resolution can be passed by the following integral votes
  - In normal case, the majority of shareholders attending the meeting and exercising the vote. If the votes are equal, the Chairman of the meeting can cast additional one vote to obtain the ultimate resolution

- The Chairman of the meeting shall inform the shareholders of the resolution of each agenda and any shareholders who is are not in favor shall fill in the ballot distributed by the officers and submit to the person who counts the votes

2. Casting of votes by the proxy, the proxy is directed to cast his/her votes pursuant to the shareholders purpose as specified in the proxy form.

3. Shareholders who has any special advantage in any case, they must not be allowed to cast their votes on that agenda and the Chairman of the meeting may request the shareholder concerned to temporarily leave the meeting room

**Article of Association Relating the Annual General Shareholders Meeting**

“Point 32. The Shareholders Meeting shall be held at the company’s headquarters, and or to the vicinity or other places indicated by the Board of Directors

Point 33. Shareholders meeting must be called at least once a year and the said meeting will be called “Annual Ordinary General Meeting” within four months of the last day of the fiscal year of the company. Shareholder meetings other than the one referred to in the first paragraph shall be called “Extraordinary General Meeting”

The Board of Directors may call an extraordinary general meeting of the shareholders any time the Board considers it expedient to do so, or shareholders holding shares amounting to not less than one-fifth of the total number of shares sold, or shareholders numbering not less than twenty-five persons holding shares amounting to not less that one-tenth of the total number of shares sold may submit their names in a request directing the Board of Directors to call an extraordinary general meeting and state the reasons clearly in calling the meeting. The Board of Directors shall proceed to call a shareholder meeting within one month of the date receipt of such request from the said shareholders.

Point 34. In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least (seven days) prior to the date of the meeting

The notice calling for the meeting shall also be published in the newspaper at least three days prior to the date of the meeting.

Point 35. In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than 25 persons, or not less than one half of the total number of shareholders, and in either case such shareholders shall hold shares amounting to not less that one-third of the total number of shares sold.

At any shareholder meeting, if one hour has passed from the time specified for the meeting and the number of shareholders and the aggregate number of shares held by the shareholders attending the meeting is still inadequate for a quorum, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was called by the Board of Directors, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders not less than 7 days prior to the date of the meeting. In subsequent meeting a quorum is not required

Point 36. A shareholder may appoint a proxy to attend the meeting and may cast their votes on his behalf.

The instrument appointing a proxy shall specify the dated and be signed by the shareholder appointing the proxy in accordance with the form prescribed by the share registrar and list must contain the following:

- A. Total shareholding of the shareholder
- B. Name of the Proxy
- C. Number of times in appointing proxy to attend the meeting and cast his/her votes and the proxy must be given to the Chairman prior to commencement of the meeting

Point 37. In the case that all agendas are not all taken into consideration, or to consider regarding the shareholder who has shareholding totaling not less than one third of the total shares sold, propose to the meeting to consider the unfinished agenda so it is necessary to arrange another meeting informing the shareholders the date, place and time of the next meeting. The Board of Directors shall then send letters informing the date, time and place and the agendas to the shareholders 7 prior to the meeting. The notice calling for the meeting shall also be published in the newspaper at least three days prior to the date of the meeting.

Point 38. Should the Chairman of the Board is not present or cannot perform his duty and if there is Vice-Chairman, the Vice-Chairman present at the meeting shall act as the Chairman of the meeting. If there is no Vice-Chairman, or if the Vice-Chairman cannot perform his duty, the shareholder present at the meeting shall elect one shareholder to act as the Chairman of the meeting.

Point 39. In casting votes, one share is eligible for one vote.

If the shareholder has an special advantage in any case, shareholder must abstain from voting except on the election of the Director.

Casting of votes on any resolution or approval of any activity at the shareholder meeting, they must have majority votes of the shareholders who attended the meeting and has the right to exercise his right except on the following case, a minimum of three-fourth of all votes from the shareholders attending the meeting and exercising the votes

- a) Selling or transferring all businesses or some significant parts to other individuals
- b) Acquiring or receiving the businesses transferred from other listed public company or a private companies to the company.
- c) The execution, amendment or cancellation of contracts relating to the leasing out of the whole or certain important parts of the businesses of the company, the assignment to any other persons to manage the businesses of the company or the amalgamation of the businesses with other persons with an objective towards profit and loss sharing.
- d) Decrease of company's capital by decreasing the number of shares or decrease in the amount of the shares.

Point 40. Businesses to be transacted at ordinary meeting shall be as follows :

- (1) To consider the report of the Board of Directors relating to the results of operation of the company carried by the Board of Directors in the previous year.
- (2) To consider the approval of the Balance sheet
- (3) To consider the appropriation of profit.
- (4) To consider the election of the new Directors who resigned by rotation
- (5) To consider the appointment of the company auditor
- (6) Others, if any



PROXY FORM A (General Form, which is easy and not complicated)

Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I / We \_\_\_\_\_ Nationality \_\_\_\_\_ with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) being a shareholder of \_\_\_\_\_ PUBLIC COMPANY LIMITED

holding the total amount of \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes as follows;

ordinary share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

preferred share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

(3) hereby appoint

(1) \_\_\_\_\_ Age \_\_\_\_\_ Years

with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(2) \_\_\_\_\_ Age \_\_\_\_\_ Years

with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(3) \_\_\_\_\_ Age \_\_\_\_\_ Years

with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

as only one of my / our proxy to attend and vote on my / our behalf at the Share Subscription Meeting / the Ordinary / Extraordinary/Meeting of Shareholders for year 2018 on April 11, 2018 at 14.00 p.m. at the Four Revers 1 Rm., 1st Floor (River View) Ramada Plaza Bangkok Menam Riverside Hotel, 2074 Charoenkrung Rd., Bangkorlaem, Bangkok 10120 or at any adjournment thereof.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects.

Signed \_\_\_\_\_ Shareholder

( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy

( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy

( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy

( \_\_\_\_\_ )

Remarks:

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.



PROXY FORM B

Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I / We \_\_\_\_\_ Nationality \_\_\_\_\_
with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) being a shareholder of \_\_\_\_\_ Public Company Limited
holding the total amount of \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes as follows;
ordinary share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes
preferred share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

(3) hereby appoint

(1) Name \_\_\_\_\_ Age \_\_\_\_\_ Years
with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District \_\_\_\_\_
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(2) Name \_\_\_\_\_ Age \_\_\_\_\_ Years
with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District \_\_\_\_\_
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(3) Name \_\_\_\_\_ Age \_\_\_\_\_ Years
with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District \_\_\_\_\_
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

Only one of them as my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders for year 2018 on April 11, 2018 at 14.00 p.m. at the Four Revers 1 Rm., 1st Floor (River View) Ramada Plaza Bangkok Menam Riverside Hotel, 2074 Charoenkrung Rd., Bangkoklaem, Bangkok 10120 or at any adjournment thereof.

(4) I / We authorize the Proxy to vote on my/our behalf at the Meeting as follows:

Agenda No. 1 : To approve the Minutes of Annual General Shareholders' Meeting for fiscal year 2017

- (a) The Proxy has the right to consider and vote on my/our behalf.
(b) The Proxy votes on my/our following purposes:
Approve Disapprove Abstain

Agenda No. 2 : To acknowledge the Company's Performance for fiscal year 2017

- (a) The Proxy has the right to consider and vote on my/our behalf.
(b) The Proxy votes on my/our following purposes:
Approve Disapprove Abstain

Agenda No. 3 : To consider and approve the Statement of Financial Position, Statement of Comprehensive Income as per auditor's report for year ended December 31 2017

- (a) The Proxy has the right to consider and vote on my/our behalf.
(b) The Proxy votes on my/our following purposes:
Approve Disapprove Abstain

Agenda No. 4 : To approve the non payment of dividends for year 2017

- (a) The Proxy has the right to consider and vote on my/our behalf.
(b) The Proxy votes on my/our following purposes:
Approve Disapprove Abstain

Agenda No. 5 : To consider and approve the election of directors replacing those who are retiring upon completion of their term of office

- (a) The Proxy has the right to consider and vote on my/our behalf.
(b) The Proxy votes on my/our following purposes:

- To elect directors as a whole
- Approve                       Disapprove                       Abstain
- To elect each director individually
- Mr. Paotep Chotinuchit
- Approve                       Disapprove                       Abstain
- Mr. Sumate Techakraisri
- Approve                       Disapprove                       Abstain
- Mr. Virasak Suthantavibhul
- Approve                       Disapprove                       Abstain
- Dr. Kosol Surakomol
- Approve                       Disapprove                       Abstain

**Agenda No. 6 : To consider the approval of directors' remuneration for fiscal year 2018**

- (a) The Proxy has the right to consider and vote on my/our behalf.
- (b) The Proxy votes on my/our following purposes:
- Approve                       Disapprove                       Abstain

**Agenda No. 7 : To consider and approve the appointment of Auditors and their remuneration for fiscal year 2018**

- (a) The Proxy has the right to consider and vote on my/our behalf.
- (b) The Proxy votes on my/our following purposes:
- Approve                       Disapprove                       Abstain

**Agenda No. 8 : Others (if any) \_\_\_\_\_**

(5) A Proxy's vote in any agenda which does not follow those specified in proxy form, it shall consider that vote is incorrect as well as it does not vote on my/our behalf as a shareholder.

(6) If I/we do not specify my/our purpose to vote for any agenda or specify unclearly or in case the meeting considers or approves any other than agenda set off, including correcting or adding any fact, a proxy can consider and vote on my/our behalf as he/she may deem appropriate in all respects.

For any act performed by the Proxy at the Meeting except the Proxy did not vote as I/we had specified in the proxy form, it shall be deemed as such acts had been done by me/us in all respects.

Signed \_\_\_\_\_ Shareholder  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

**Remarks:**

1. The Shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
2. In the agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
3. In case there is any further agenda apart from specified above brought into consideration in meeting, the proxy holder may use the Attachment to Proxy Form B.





REGULAR CONTINUED PROXY FORM B

Authorization on behalf of the Shareholder of \_\_\_\_\_ PUBLIC COMPANY LIMITED. For the Annual General Meeting of Shareholders for year 2018 on April 11, 2018 at 14.00 p.m. at the Four Revers 1 Rm., 1st Floor (River View) Ramada Plaza Bangkok Menam Riverside Hotel, 2074 Charoenkrung Rd., Bangkorlaem, Bangkok 10120 or at any adjournment thereof..

Agenda No. \_\_\_\_ : Subject \_\_\_\_\_

(a) The Proxy has the right to consider and vote on my/our behalf.

(b) The Proxy votes on my/our following purposes:

Approve

Disapprove

Abstain

Agenda No. \_\_\_\_ : Subject \_\_\_\_\_

(a) The Proxy has the right to consider and vote on my/our behalf.

(b) The Proxy votes on my/our following purposes:

Approve

Disapprove

Abstain

Agenda No. \_\_\_\_ : Subject \_\_\_\_\_

(a) The Proxy has the right to consider and vote on my/our behalf.

(b) The Proxy votes on my/our following purposes:

Approve

Disapprove

Abstain

Agenda No. \_\_\_\_ : Subject \_\_\_\_\_

(a) The Proxy has the right to consider and vote on my/our behalf.

(b) The Proxy votes on my/our following purposes:

Approve

Disapprove

Abstain

Agenda No. \_\_\_\_ : Election of Directors (continued)

Name of Director \_\_\_\_\_

Approve

Disapprove

Abstain

Name of Director \_\_\_\_\_

Approve

Disapprove

Abstain

Name of Director \_\_\_\_\_

Approve

Disapprove

Abstain

Name of Director \_\_\_\_\_

Approve

Disapprove

Abstain

Agenda No. \_\_\_\_ : Subject \_\_\_\_\_

(a) The Proxy has the right to consider and vote on my/our behalf.

(b) The Proxy votes on my/our following purposes:

Approve

Disapprove

Abstain



PROXY FORM C (Form in case the shareholders are foreign investors  
and appoint the custodian in Thailand to keep and safeguard the shares)

Written at \_\_\_\_\_

Date \_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_

(1) I / We \_\_\_\_\_ Nationality \_\_\_\_\_

with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

acting as a custodian for \_\_\_\_\_

being a shareholder of \_\_\_\_\_ PUBLIC COMPANY LIMITED

holding the total amount of \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes as follows;

ordinary share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

preferred share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

(2) hereby appoint

(1) \_\_\_\_\_ Age \_\_\_\_\_ Years

with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(2) \_\_\_\_\_ Age \_\_\_\_\_ Years

with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(3) \_\_\_\_\_ Age \_\_\_\_\_ Years

with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

Only one of them as my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders for year 2018 on April 11, 2018 at 14.00 p.m. at the Four Revers 1 Rm., 1st Floor (River View) Ramada Plaza Bangkok Menam Riverside Hotel, 2074 Charoenkrung Rd., Bangkoklaem, Bangkok 10120 or at any adjournment thereof.

(3) I/We authorize my /our Proxy to attend and cast the votes as follows:

(a) The Proxy is entitled for all shares held and vote.

(b) The Proxy is entitled for certain shares as follows:

ordinary share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

preferred share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

Total entitled vote \_\_\_\_\_ votes.

(4) I / We authorize my / our Proxy to cast the votes according to my / our intentions as follows:

(1)  Agenda No. \_\_\_\_: Subject \_\_\_\_\_

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

Agenda No. \_\_\_\_: Subject \_\_\_\_\_

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

Agenda No. \_\_\_\_: Subject \_\_\_\_\_

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes





Agenda No. \_\_\_\_: Subject \_\_\_\_\_

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

Agenda No. \_\_\_\_: Subject \_\_\_\_\_

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

(2) **Agenda No. \_\_\_\_: Subject Election of Directors**

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

To elect directors as a whole

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

To elect each director individually

Name of Director .....

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

Name of Director .....

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

Name of Director .....

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

Name of Director .....

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

Name of Director .....

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

Signed \_\_\_\_\_ Shareholder  
( )

Signed \_\_\_\_\_ Proxy  
( )

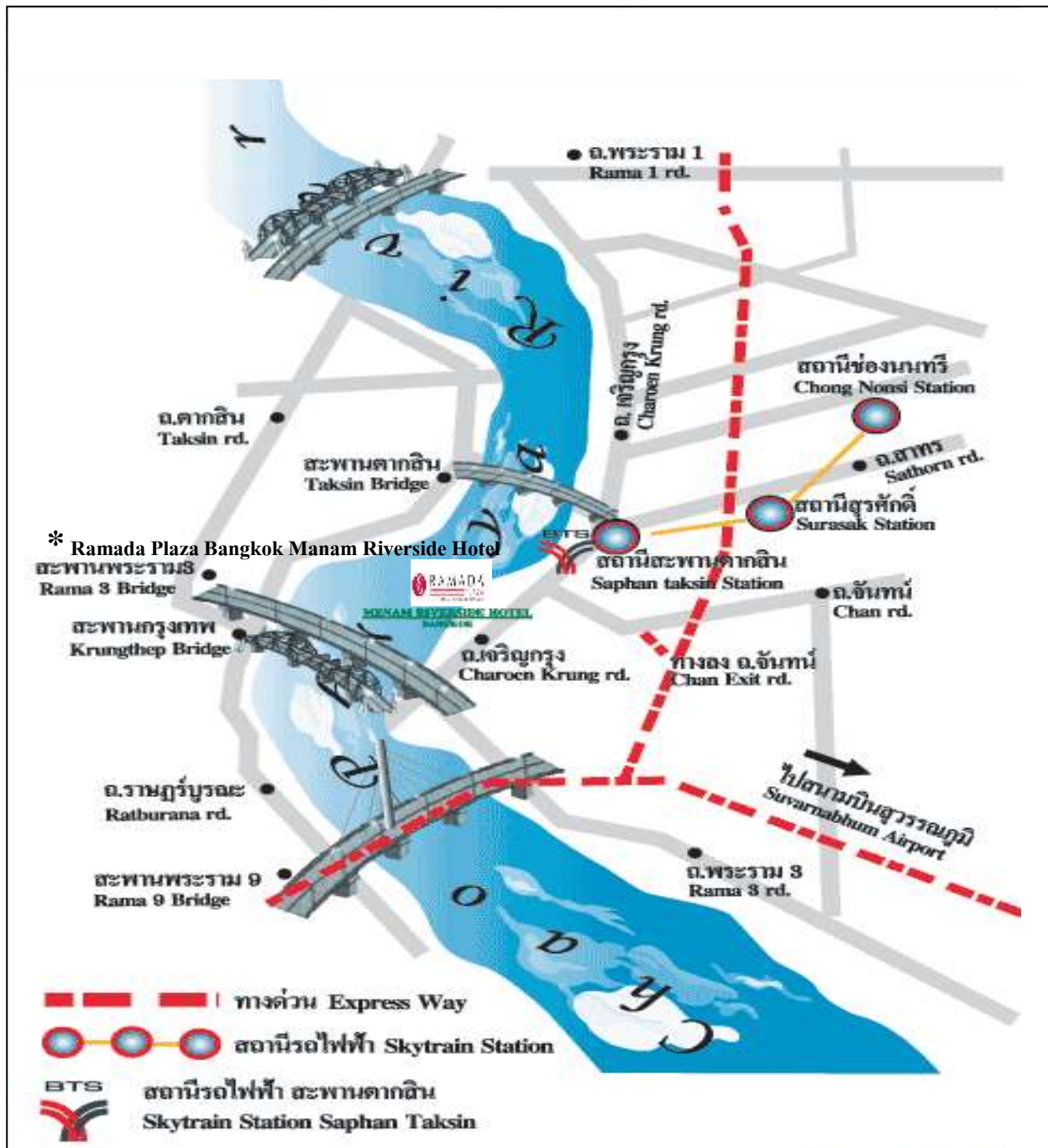
Signed \_\_\_\_\_ Proxy  
( )

Signed \_\_\_\_\_ Proxy  
( )

Remarks:

1. Proxy Form C shall be applicable only for the shareholders listed in the share register book as the foreign investors and appoint the custodian in Thailand to keep and safeguard the shares.
2. The evidences attached with the Proxy are as follows:
  - (1) The power of attorney from shareholders assigned to custodian to sign the Proxy Form.
  - (2) The Confirm Letter to confirm that the person who sign in the Proxy Form get the consent to do the custodian business.
3. The Shareholders appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of share to several proxies to vote separately.
4. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
5. In case there are agenda other than the agenda specified above, the additional statement can be specified by the shareholder in the Regular Continued Proxy Form C as enclosed

MAP



ห้องโฟร์ริเวอร์ส 1 ชั้น 1 (ริมแม่น้ำ) โรงแรมแม่น้ำ รามาดาพลาซ่า, กรุงเทพฯ  
 Four Rivers 1 Rm., 1<sup>st</sup> Floor (River View), Ramada Plaza Bangkok Manam Riverside Hotel  
 2074 ถนนเจริญกรุง บางคอแหลม กรุงเทพฯ 10120  
 2074 Charoenkrung Road, Bangkorlaem, Bangkok 10120  
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