



**Invitation for Annual Shareholders' Meeting**

**For year 2019**

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

**Wednesday, April 10, 2019**

**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



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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, 2019

**Subject** Invitation to Attend the Annual General Shareholders' Meeting 2019

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

On February 27, 2019, 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 2019 on April 10, 2019 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 2018.**

**Objective & Reason** : The company held Annual General Shareholder's Meeting 2018 on April 11, 2018 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 2018.**

**Objective & Reason** : Company's performance for fiscal year 2018 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 2018 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 2018.**

**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 2018

**Opinion of the Board** : The Annual General Shareholder Meeting should approve the Statement of Financial Position and Statement of Comprehensive Income ended Dec. 31 2018 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 2018**

**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 2018 reported a net loss of Baht 36.75 million. Therefore, the Board of Directors proposed that there will be no dividends payments be made for year 2018 starting January 1, 2018 till December 31, 2018.

**Opinion of the Board** : The Annual General Meeting should approve that there will be no dividends payment for year 2018 operating results from January 1, 2018 till December 31, 2018

**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.Pairuch Sahamethapat, Mr.Phreecha Tachakraisri, Mr. Apichart Kasemkulsiri, Mr.Chumpol Techakraisri whereas there are 1 independent directors who are due to resign this year. However, the nomination committee considered Mr.Pairuch Sahamethapat 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 2018 till 31<sup>st</sup> December 2018 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 2019**

**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 2018, The remuneration committee and the directors with no conflict of interest proposed that there will be no bonus for year 2018 as a result of operating loss and the compensation payment for year 2019 shall be amounting Baht 2,919,000 (same as year 2018). 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 2018 and the directors' remuneration for year 2019 shall be at Baht 2,919 million (same as year 2018).

**Agenda 7. To consider and approve the appointment of Auditors and their remuneration for fiscal year 2019**

**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 2019 for the shareholders' consideration. Mr. Jadesada Hungsapruet 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 2019 and has been 5<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 1,060,000 (increase from 2018) and for other services that is BOI charge is Baht 10,000 / card totaling Baht 10,000 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 2019 with a remuneration will amount to Baht 1,060,000 and services that is BOI charges of Baht 10,000.

**Agenda 8. To consider and approve the amendment to Article 33 of the Company's Articles of Association**

**Objective & Reason :** To consider an amendment to Article 33 of the Company's Articles of Association to align it with Section 100 of the Public Limited Companies Act, B.E.2535, in accordance with a directive from the Head of the National Council for Peace and Order (No. 21/2560 Re: Additional Amendment to the Law for Business Facilitation) dated April 4, 2017.

**Opinion of the Board :** The Board has agreed to submit the amendment to Article 33 of the Company's Articles of Association for approval at the Annual General Meeting of Shareholders for approval. The details are provided below.

The current Articles of Association	The proposed Articles of Association
<p>Section 33. The Shareholders' General Meeting must be held at least once a year within four months after the last day of the fiscal year of the company and the said meeting will be called "Annual Ordinary General Meeting". Shareholders' meetings other than the one referred to in the first paragraph shall be called "Extraordinary General Meeting"</p> <p>The Board of Directors may hold an Extraordinary general meeting of the shareholders any time as the Board considers it to do so, or shareholders holding shares totally 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 than one-tenth of the total number of shares sold may submit their names in a request directing the Board of Directors to hold an extraordinary general meeting and state the reasons clearly in holding the meeting. The Board of Directors shall proceed to hold a shareholder meeting within one month after receiving of such request from the said shareholders.</p>	<p>Section 33. The Board of Directors shall arrange for an Annual General Meeting of Shareholders within 4 months from the last day of the fiscal year of the Company.</p> <p>The Meeting of Shareholders other than that in the first paragraph shall be called the Extraordinary Meeting.</p> <p>The Board of Directors may summon an Extraordinary Meeting of Shareholders whenever the Board thinks appropriate. One or more shareholders holding shares altogether at not less than ten percent of the total number of shares sold may submit their names in a letter requesting the Board of Directors to summon an Extraordinary Meeting of Shareholders at any time but they shall give express subjects and reasons for such request in the said letter. In such case, the Board of Directors shall arrange for the Meeting of Shareholders to be held within 45 days from the date of receipt of such request from the shareholders.</p> <p>In case the board of directors fails to arrange for the meeting within such period under third paragraph, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within 45 days as from the date of expiration of the period under third paragraph. In such case. the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.</p> <p>In the case where. at the meeting called by the shareholders under fourth paragraph. the number of the shareholders presented does not constituted quorum as provide by Article 32. the shareholders under fourth paragraph shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.</p>

**Agenda 9. Others, if any**

All shareholders are cordially invited to attend the 2019 Annual General Shareholders' Meeting on April 10, 2019, 14.00 PM. to be held at Four Rivers 1 Room., 1<sup>st</sup> Floor (River View), Ramada Plaza Bangkok Maenam Riverside Hotel, 2074 Charoenkrung Rd., Bangkorlaem, Bangkok 10120, Thailand. Detailed map of the meeting place is attached in Attachment 10.

In addition, the company will allow shareholders to register to attend the meeting from 13:00 P.M onwards. If you are unable to attend the meeting by yourself, you may appoint another person or the independent directors of the company attend the meeting and vote on behalf of you for this meeting. Please fill in the details and sign the proxy form (Attachment 9) or can download the proxy form from [www.tkrungthai.com](http://www.tkrungthai.com) to show to the registration officer on the meeting date and please prepare documents or evidence for identification in attending the meeting, which the company shall determine and announce the list of shareholders who have the rights to attend the Annual General Meeting of Shareholders Year 2019 (Record Date) on March 13, 2019. In addition, the company shall prepare Duty Stamps as our service for the shareholders to affix on the proxy form.

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 the invitation letter and supporting documents at [www.tkrungthai.com](http://www.tkrungthai.com), part Announcement in March 7, 2019 for more details.

**For the approval of Agenda 1: To acknowledge the Minutes of Meeting for fiscal year 2018**
**Minutes of Annual Shareholders' Meeting 2018**
**T.Krungthai Industries Public Co., Ltd.**
**Wednesday, 11<sup>th</sup> of April 2018 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. Apichart    | Kasemkulsiri  | 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. Dr. Kosol       | Surakomol     | Independent Director/ Director/ Director of Remuneration and Nomination Committee/<br>Director of Corporate Governance Committee/<br>Director of Risk Management Committee. |
| 7. Mr. Paotep      | Chotinuchit   | Chairman of Remuneration and Nomination Committee/<br>Chairman of Corporate Governance Committee/ Independent Director/<br>Audit Committee/ Director.                       |
| 8. Mr. Chumpol     | Techakraisri  | Director/ Executive Director/ Director of Risk Management<br>Committee/ Company Secretary/ Company Board Secretary/Asst. Managing Director.                                 |
| 9. Mr. Phreecha    | Techakraisri  | Director/ Executive Director/ Managing Director/<br>Director of Risk Management Committee.  |
| 10. Mr. Sumate     | Techakraisri  | CEO/ Director/ Director of Remuneration and Nomination Committee/<br>Director of Corporate Governance Committee.  |
| 11. Mr. Pairuch    | Sahamethapat  | Chairman of the Audit Committee/ Independent Director/ Director.  |

**Absentee**

- |                |              |           |
|----------------|--------------|-----------|
| 1. Mr. Prasong | Techakraisri | Director. |
|----------------|--------------|-----------|

The Company have Directors totally 12 persons and 11 from 12 Directors attended the meeting or 91.66% of the entire number of Director.directors.

### Top Management

- |                     |              |  |
|---------------------|--------------|--|
| 1. Mr. Kowate       | Limtrakul    | Chairman of Risk Management Committee.             |
| 2. Mr. Neeranart    | Promnart     | Executive Director/ Deputy Managing Director/ CFO. |
| 3. Miss. Nual-anong | Sukhanaphorn | Asst. CFO.   |
| 4. Mr. Prinya       | Kaeoluan     | Senior Accounting & Financial Manager.             |

### Auditor of Karin Audit Limited attended the meeting

- |               |            |
|---------------|------------|
| 1. Mr. Jirote | Sirirorote |
|---------------|------------|

### Representative from Thai Investors Association

- |               |         |
|---------------|---------|
| Mr. Prokthana | Sangmil |
|---------------|---------|

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. Witsarut Onnuam & Mr. Sukollapak Klungmontri from Far East Law Office (Thailand) Co., Ltd. to be an inspector for the voting procedure.

Before the meeting start informed following details

The 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, 2017 to December 31, 2017 but nobody proposed any agenda for the Annual General Meeting of Shareholders for year 2018.

To describe the method of voting and counting of votes as follows:

- The voting will be done by revelation and counted one vote per one share.
- Each shareholder or proxy can vote only one choice.

Approve       Disapprove       Abstain

A partial vote can not be split except in the case of a proxies. From foreign investors. Appointment of Custodian in Thailand As a depositor and take care of shares. Proxies must vote. This is in accordance with the shareholder's identification in the proxy form.

- For each agenda, the Chairman will check the shareholders or proxies who disagree and abstained in voting. Shareholders or proxies who agree/disagree or abstain have to fill in the voting form distributed to everyone and the officers will collect only the ballots of disagree or abstained for counting.

For agenda 5, the company officers shall collect the ballots from all shareholders or proxies.

- Shareholders who have conflict of interest on any agendas are not allowed to cast their votes except in electing the directors of the company.
- For the counting of votes for each agenda, there is a possibility that the numbers of vote of each agenda won't be equal as there might be some shareholders who left the room and or who came late during the meeting.
- By the majority vote of the shareholders attending the meeting who have the right to cast their votes, should the result of votes is equally the same the Chairman of the meeting can cast his vote which will be counted as final



- Shareholders who won't be present or has gone out of the room for any reason on any of the agendas, their ballots can be given to the officers before they leave the room and this has to be handed over to the vote counting officer for that agenda
- For the shareholders who appointed a proxy and requested the proxy to cast the vote for each agenda in advance per their requirement, the company already recorded the vote in the computer.

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 50 shareholders present 55,982,340 shares and appointed a proxy 86 persons 85,943,316 shares totaling 136 people with a total share of 141,925,656 shares which is equal to 66.32%. This total is more than minimum requirement indicated in the Articles of Association. Meeting was then declared open:

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

The company prepared and delivered the minutes of General Shareholders Meeting for the year 2017 within 14 days from the date of the meeting to SET and the Ministry of Commerce and informed to shareholders together with the a notice of the meeting as well as advertise on the company's website on May 4, 2017. The Board of Directors considered and confirmed that the contents of the minute are true and recorded correctly. Details are shown on the 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	141,925,656	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 2017.

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

Mr. Phreecha Techakraisri reported to the Meeting the summary of operating results in 2017 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.

Production of automobile in 2017 was 1.98 million units with differential around 30,000 units beyond the target which was set at 1.95 million units or an increase by 2.28% from the previous year. Thanks to the increase of domestic sales from 756,000 to 849,000 units as a result of Thai economic growth, higher consumer confidence and launches of new automobile models from different brands, Five-year car ownership of the First Automobile Project, overall export expands. The significant growth of tourism section, recovery of investment in private and state sector are factors that contribute to the domestic sales growth for 3 consecutive years.

In 2018, the Federation of Thai Industries (FTI) aims to produce approximately 2 million units of automobile, despite of the drop of production volume by 40,000 units when comparing to previous year. It is estimated that the target to produce 2 million units of automobiles is possible.

In 2017, export of automobiles and automotive parts of Thailand valued approximately 880,000 million baht, a slightly drop from previous year. However, the progress is considered as continual growth.

According to the said numbers, automotive manufacturers remain their trust in potential of automotive manufacturing industry in Thailand, of its feasibility to compete with other countries. Therefore, it is assured that the Company is in proper industry group, with potential to growth for the next 5 consecutive years.

- **The performances of the Company**

Since 2013, the Company tried to expand base of major customers by looking for new customers plus adding value to products by setting up production line for spraying Piano Black paint. However, the manufacturing volume of new customers did not meet our estimation, and the adverse effect was throughout the lifetime of automotive models, including new models which were designed to meet cost-saving policies. As a result, revenue of the following years were decreased.

In 2017, the Company's total sales volume was 1,073 million baht, a decrease by 25 million baht from the previous year. Sales volume from plastic parts was 960 million baht, a decrease by 45 million baht from previous year. All these decrease were result of the aforesaid reason.

Molds sales volume was 113 million baht, an increase by 20 million baht thanks to the forecast which stated that new models would be released to the market from the end of 2017-2019. Accordingly, the sales was focused on molds since this will gradually increase revenue from plastic parts sales.

In addition, to expand business base, we penetrate to OA Sector (Office Automation) which received positive feedback from customers. Orders for molds were made in the previous year and work has been generated and continued until this year.

Revenue structure in 2017, the main revenue was from automobile industry at 75%, mold 11%, electricity 12.7% and other 0.85%. Cost of production was managed and controlled with slightly improvement, therefore, gross profit margin reached 9.31%, an improvement by 2.85% when comparing to previous year at 6.46%. Earnings before interest and taxes (EBIT) was -4.40%, an improvement by 1.66% comparing to previous year at -6.06%. Financial expense was saved by 500,000 baht comparing to previous year thanks to the thoughtful financial management. Cash cycle was reduced from 68 days to 63 days and repayment of long-term debt are factors that contributed to decrease of financial cost.

However, in 2017, the Company reported the net loss of 51.32 million baht or -4.78% when comparing to net loss of previous year at 67.54 million baht or -6.15%. I, as a senior executive, hereby express my apology to all shareholders for the failure to generate profit. I give my promise that we, the management team will determine to improve and generate profit.

- **Implementation Guidelines in 2018**

What the Company will carry on is to boost up sales volume to reach break-even point by using the method we have been applying since year 2016-2017. For example, to focus on large injection machinery orders where competitors are not many. The Company receives orders for new models for year 2018 and 2019 from current customers and we are trusted by new customer base that are pioneer of automotive assembly business in Thailand. Despite sales volume of electric automotive is low during the first few years, it marks a good beginning for the future

In addition to sales volume, cost of production has been adjusted by using robot in painting process to minimize materials and waste volume from production process. Selling and administrative expenses are adjusted to be consistent with sales volume. Despite the minimum wage is increased by approximately 4.8%, other expenses are controlled to be in proper range.

- **Outstanding performances in 2016**

1. On 9 March 2017, Collective Action Coalition against corruption passed resolution to certify the Company as a member.
2. The Company received certificate for drug prevention and mitigation in business operation premise under White Factory Project, Level 3 from the Department of Welfare and Labor Protection.
3. The Company received "Good Cooperation Award" from Kawasaki Motor Enterprise (Thailand) Co., Ltd.
4. The Company was ranked as "Excellent" by the Thai Institute of Directors Association.

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.

To support the employees to develop their hometown, the company tried to make the employees aware of merit offering to 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 to build up the closer relationship.

In-house Activities ie. New year party, Mother's Day activity, Education support for employees' children and Blood Donation.

Additionally, the company regularly organize factory visit to give an opportunity for shareholders to learn and share the experience to each other. In year 2017 were visited Suwintawong factory. For this year, shareholder who is interested to visit factory can signed up in front of the shareholders' meeting room. The time and place to be visited will be advised later.

After Mr. Phreecha finished his report, the Chairman opened an opportunity for shareholders to inquire or propose additional suggestions which the attendees gave their opinions and inquired as follow:

**Mr. Thitiphong Sophonudomphorn**, a shareholder expressed his opinion that the annual report for year 2017, page 15, Article 6 Payment Policy dividend based on 'net profit' decreased every year, rising concern among shareholders. The shareholders inquired that

**Question:** 'What is the major problems of the Company? What is solution to generate profit for year 2018?

What is current production capacity?'

**Chairman:** Expressed his thanks to shareholders and assigned Mr. Phreecha, Managing Director to reply the enquiry.

**Answer:** - Major problems of the Company is the sales volume does not reach break-even point. According to the record, the Company sales volume reached 1,900 million baht. However, at present, sales volume is at 1,000 million baht, which is lower than the break-even point due to the fact that automotive industry is not fully recovered while prices of the parts of new models was designed to have lower cost. Therefore, the sales volume is reduced accordingly, while the production volume remain the same.

- Solution: We will try to boost up sales volume as much as possible.

- Current production capacity is around 50-60%

The Chairman thanked the shareholders and proposed to acknowledge the results of operations for the year 2017.

No more inquiries and comments from the shareholders.

**Resolution:** The meeting resolution to acknowledge the 2017 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, 2017.**

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, 2017. 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>2017</b>	<b>2016</b>
Total current assets	338.04	365.76
Total non-current assets	<u>755.00</u>	<u>688.56</u>
<b>Total assets</b>	<b><u>1,093.04</u></b>	<b><u>1,054.32</u></b>
Total current liabilities	624.23	635.10
Total non-current liabilities	<u>24.49</u>	<u>38.78</u>
Total liabilities	<u>648.72</u>	<u>673.88</u>
Total equity	<u>444.32</u>	<u>380.44</u>
<b>Total liabilities and equity</b>	<b><u>1,093.04</u></b>	<b><u>1,054.32</u></b>

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

	<b>2017</b>	<b>2016</b>
Total Revenue	1,072.67	1,097.75
Cost of sales of goods and rendering of services	<u>(972.82)</u>	<u>(1,026.88)</u>
<b>Gross profit</b>	<b><u>99.85</u></b>	<b><u>70.87</u></b>
Other Income	<u>7.97</u>	<u>13.02</u>
<b>Total expenses</b>	<b>(155.00)</b>	<b>(150.40)</b>
<b>(Loss) before finance costs and income tax</b>	<b><u>(47.18)</u></b>	<b><u>(66.51)</u></b>
Finance costs	(17.42)	(17.93)
Income (Expense) tax expense	<u>13.28</u>	<u>16.91</u>
<b>(Loss) for the years</b>	<b><u>(51.32)</u></b>	<b><u>(67.53)</u></b>
Total other comprehensive (expense) for the years - net	115.20	0.00
<b>Total comprehensive (expense) for the years</b>	<b><u>63.88</u></b>	<b><u>(67.53)</u></b>
<b>Basic (Loss)per share</b>	<b><u>(0.24)</u></b>	<b><u>(0.32)</u></b>

After Mr.Chumpol finished his report, the Chairman opened an opportunity for shareholders to inquire or propose additional suggestions which the attendees gave their opinions and inquired as follow:

**Mr. Thitiphong Sophonudomphorn**, a shareholder, share opinions and suggestions are as follows.

1. Annual Report 2017, Page 65, Paragraph "My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon" Personally, I think it is not appropriate. I suggest the chairman inform auditor to change wording such as 'I trust in the financial statement'.
2. Page 100 Remark 18 Capital Surplus from appraisal of fixed assets - please add more details.

Then, the questions,

**Question:** Page 64, Land appraisal, please clarify "Risk"

**Chairman:** Said thank you to shareholders and ask for suggestions for further procedures.

Then Mr. Jirote Sirirorote, an auditor answered the questions.

- Answer:**
- Auditor's opinion in page 64, the word "Risk" is an academic word used in financial statement. Financial statement of the listed companies use this word in common practice.
  - The word "Risk" herein is not any harmful matter, but it is rather considered as the consideration of auditor who should places importance on various issues related to business operation of the Company. Identify chances and significant errors that cause impacts to financial statement. For example, auditor will check if the revenue is recorded in accordance with standard or the revenue is adjust at high value, deviated from actual fact or not.
  - In 2017, the Company has complied with accounting standard on property, plants and equipment which stated that the company may record the new value of land appraisal to reflect current price of the land (the price was recorded 10 years ago).
- Conclusion: no risk issue and the Company has complied with accounting standard.

During the meeting there were additional shareholders giving a total shareholder attendees of 51 people and proxy of 86 people totaling 137 persons with a total no. of shares of 141,930,656 which is equal to 66.32%.

The Chairman opened an opportunity for shareholders to inquire.

No more inquiries and comments from shareholders. 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	141,930,656	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 2017**

Mr. Sumate Techakraisri, CEO to do report Performance year 2017 to the meeting the loss incurred for year 2017 amounting Baht 51.32 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 2017 for the operating result from January 1<sup>st</sup>, 2017 to December 31<sup>st</sup>, 2017.

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	141,930,656	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 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**

The Company Follow 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. Mr. Paotep Chotinuchit
2. Mr. Sumate Techakraisri
3. Mr. Virasak Suthantavibul
4. Dr. Kosol Surakomol

To ensure transparency in the agenda regarding the retiring four directors, the retiring directors went out of the meeting room.

The company put a notice on the company’s website to propose names of person who have the qualify to be elected as director of the company along with propose agendas during 1 October 2017 – 31 December 2017. No one proposed any names and agendas.

The Remuneration and Nomination Committee and Board of Directors, excluding the resigning four directors, commented that the 4 Directors who are resigning by rotation have proven their best of knowledge, experience, abilities and capabilities in managing the company (as AGM report attachment 3). Therefore, the resigning directors were proposed to be re-elected

Chairman requested the shareholders to vote in electing each Director 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 opened an opportunity for shareholders to inquire or propose additional suggestions which the attendees gave their opinions and inquired as follow:

**Mr. Prokthana Sangnil** : proxy from Thai Investors Association, inquired:

**Question:** 1. Proposed person for independent directors- what are their outstanding qualifications?

1.1 Proposed person for independent directors- how can they link between company strategies?

2. Does the Board of Directors discuss about independent directors who are in term for over 9 years?

To carry on the said term, how they can maintain their independence? In the future, what is the policy to determine term of office for independent directors?

**Chairman:** Said thank you to proxy holders and answered 2 questions as follows.

**Answer:** The Company has clarified reason in the invitation letter for acknowledgment of shareholders.

Main ideas are as below.

- The Board of Directors has considered, based on approval of the Nomination Committee that those who are proposed for independent directors are qualified as stipulated in the law, and they have knowledge, skills and expressed their opinion independently throughout the term of office and also provided beneficial suggestions to the Company.
- Therefore, the criteria and regulations which stated that independent directors shall not hold office over 9 years is based on the concern of shareholders and organization who is consider that the independence in management will be limited. I would like to explain that those directors who are re-elected for another term have knowledge, skills and are qualified to work as a team. The Board takes into account this advantage and therefore, propose to the meeting for approval of the re-election for another term.
- At present, the Company has no policy to determine term of office of independent directors due to the fact that 5 independent directors of the Company have knowledge of various fields and skills that are beneficial to the Company, including their independent expression of opinion throughout these time.

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 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. Mr. Paotep	Chotinuchit	141,930,656	0	0	0
		100%	0	0	0
2. Mr. Sumate	Techakraisri	141,930,656	0	0	0
		100%	0	0	0
3. Mr. Virasak	Suthantavibul	141,930,656	0	0	0
		100%	0	0	0
4. Dr. Kosol	Surakomol	141,930,656	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 2018**

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 loss incurred in year 2017.

The Remuneration Committee and Board of Directors considered and resolved to offer/give no bonus from the operation for year 2017 and approved the remuneration of the directors for year 2018 amounting to Baht 2,919,000 as same as year 2017 per the attachment no.4 in the notice of meeting.

During the meeting there were additional shareholders giving a total shareholder attendees of 55 people and proxy of 86 people totaling 141 persons with a total no. of shares of 141,966,657 which is equal to 66.34%

The Chairman opened an opportunity for shareholders to inquire.

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

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	114,338,051	80.54
2. Disagreed	0	0
3. Abstained	27,628,606	19.46
4. Voided Ballot	0	0

**Resolution:** The meeting resolution 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).

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 2018.**

That subject to the rules and regulations of Listed public companies Section 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 2018 for the shareholders' consideration. Mr. Jadesada Hungsapruerk CPA No. 3759 and/or Ms. Kannika Wipanutat 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 and the same time propose remuneration amounts to Baht 1,010,000 along with addition remuneration for BOI charge at Baht 10,000 per card for 2 cards totaling Baht 20,000.

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	141,966,657	100
2. Disagreed	0	0
3. Abstained	0	0
4. Voided Ballot	0	0

**Resolution:** Chairman confirmed the appointment of Mr. Jadesada Hungsapruerk CPA No. 3759 and/or Ms. Kannika Wipanutat CPA No. 7305 and/or Mr. Jirote Sirirorote CPA No. 5113 of Karin Audit Limited being the auditors for fiscal year 2018 with a remuneration will amounts to Baht 1,010,000 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 -

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**(General Terdsak Marrome)**

**Chairman of the Board**

- Signed -

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**(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 2019, directors who has to resign for rotation are as follows: Mr.Pairuch Sahamethapat, Mr.Phreecha Tachakraisri, Mr.Apichart Kasemkulsiri, Mr.Chumpol Techakraisri.

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 2019, The company has to nominate one 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. Pairuch Sahamethapat	
<b>Proposed as</b>	Independent Director	
<b>Present Position</b>	Chairman of the Audit Committee/ Independent Director/ Remuneration Committee and Nomination Committee/ Corporate Governance Committee/ Director	
<b>Age</b>	75 years	
<b>Education</b>	Chulalongkorn University, Accounting	
<b>Proficiency</b>	Accounting and Finance & Management.	
<b>Director training programs</b>	Director Accreditation Program (DCP 102/2008)	
<b>Date of appointment as director till 2018</b>	January 6, 2004 (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>1 position</u> 2004 - Present: Audit Committee, Siam Sport Syndicate PLC.	
<b>Position in Other Companies</b>	-None -	
<b>Position in other competitor companies</b>	-None -	
<b>Working Experience</b>	- Audit Committee, Siam Sport Syndicate PLC. - Audit Committee, Bangkok Ranch PLC. - Director of Region Revenue 1, The Revenue Department.	
<b>Meeting Attendance in year 2018</b>	- Attending the Board of Directors meeting 7/7 - Attending the Audit Committee Meeting 4/4 - Attending the Corporate Governance Committee 2/2 - Attending the Remuneration and Nomination Committee 2/2	
<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. Pairuch Sahamethapat was qualified to be a director in accordance with related laws and knowledge and capabilities, During his term, Mr. Pairuch Sahamethapat 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. Pairuch Sahamethapat 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.Phreecha Techakraisri	
<b>Proposed as</b>	Director	
<b>Present Position</b>	Director/ Executive Director/ Managing Director/ Director of Risk Management Committee.	
<b>Age</b>	57 years	
<b>Education</b>	Master of marketing Youngstown State University, USA.	
<b>Proficiency</b>	Mold / Injection Molding/ Marketing/ Management.	
<b>Director training programs</b>	Director Accreditation Program (DAP 10/2004)	
<b>Date of appointment as director till 2018</b>	January 6, 2004 (14 Years)	
<b>Shareholding in the company</b>	6,138,400 or 2.87%	
<b>Position in Other Listed Public Companies</b>	-None -	
<b>Position in Other Companies</b>	<u>3 position</u> 1997 - Present: Executive Director, Sri Sam-Ank Supplier Co., Ltd. 1996 - Present: Executive Director, T. Thai Snack Food Co., Ltd 1992 - Present: Director, T Thai Trade Development Co.,Ltd.	
<b>Position in other competitor companies</b>	-None -	
<b>Working Experience</b>	- Executive Director, Sri Sam-Ank Supplier Co., Ltd. - Executive Director, T. Thai Snack Food Co., Ltd - Director, T Thai Trade Development Co., Ltd.	
<b>Meeting Attendance in year 2018</b>	- Attending the Executive Director meeting, 13/13 - Attending the Board of Directors meeting 7/7 - Attending the Risk Management Committee 2/2	
<b>Criminal records for the past 10 years</b>	- None -	

<b>Name / Surname</b>	Mr. Apichart Kasemkulsiri	
<b>Proposed as</b>	Director	
<b>Present Position</b>	Director	
<b>Age</b>	53 years	
<b>Education</b>	MBA National of business administration of Sasin Chulalongkorn university	
<b>Proficiency</b>	Accounting and Finance	
<b>Director training programs</b>	Director Certification Program (DCP 73/2006)	
<b>Date of appointment as director till 2018</b>	January 6, 2004 (14 Years)	
<b>Shareholding in the company</b>	-None -	
<b>Position in Other Listed Public Companies</b>	<u>1 position</u> 2018 - Present: Director, LPN Development PLC.	
<b>Position in Other Companies</b>	<u>2 position</u> 2007 - Present: Executive Director, Sri Sam Ank Supplier Co., Ltd. 1996 - Present: Director, T. Thai Snack Food Co., Ltd.	
<b>Position in other competitor companies</b>	-None -	
<b>Working Experience</b>	- Director, ICBBD Leasing Co., Ltd. - Executive Director, Sri Sam Ank Supplier Co., Ltd. - Director, T. Thai Snack Food Co., Ltd - Senior Executive Vice President, ICBC PLC.	
<b>Meeting Attendance in year 2018</b>	- Attending the Board of Directors meeting 5/7	
<b>Criminal records for the past 10 years</b>	- None -	

<b>Name / Surname</b>	Mr. Chumpol Techakraisri	
<b>Proposed as</b>	Director	
<b>Present Position</b>	Director/ Executive Director/ Director of Risk Management Committee/ Company Secretary/ Company Board Secretary/ Asst. Managing Director.	
<b>Age</b>	39 years	
<b>Education</b>	Bachelor of Finance and Banking, Chulalongkorn, University.	
<b>Proficiency</b>	Injection Molding/ Accounting and Finance / Management.	
<b>Director training programs</b>	-Director Certification Program (DCP 102/2008) -Fundamentals Practice for Corporate Secretary (FPCS) 21/2009, Thai Listed Companies Association.	
<b>Date of appointment as director till 2018</b>	January 6, 2004 (14 Years)	
<b>Shareholding in the company</b>	956,940 or 0.45%	
<b>Position in Other Listed Public Companies</b>	<u>1 position</u> 2011 – Present: Director, Pace Development Corporation PLC.	
<b>Position in Other Companies</b>	<u>13 position</u> 2015 – Present: Director, Pace Creative Agency Company Limited. 2015 – Present: Director, Pace Interior Services Company Limited. 2014 – Present: Director, Pace Country Club Company Limited. 2014 – Present: Director, Pace Food Retail Company Limited. 2011 – Present: Director, Pace Real Estate Company Limited. 2011 – Present: Director, Pace Project One Company Limited. 2011 – Present: Director, Pace Project Two Company Limited. 2011 – Present: Director, Pace Project Three Company Limited. 2011 – Present: Director, YLP Company Limited. 2011 – Present: Director, lean-enterprise Company Limited. 2007 – Present: Director, Cinkara Property Company Limited. 2004 – Present: Director, MFT Development Company Limited. 2001 – Present: Director, Chadsan Phansuan Company Limited.	
<b>Position in other competitor companies</b>	-None -	
<b>Working Experience</b>	- Director, Pace Creative Agency Company Limited. - Director, Pace Interior Services Company Limited. - Director, Pace Country Club Company Limited. - Director, Pace Development Corporation PLC. - Director, Pace Food Retail Company Limited. - Director, Pace Real Estate Company Limited. - Director, Pace Project One Company Limited. - Director, Pace Project Two Company Limited. - Director, Pace Project Three Company Limited. - Director, YLP Company Limited. - Director, lean-enterprise Company Limited. - Director, Cinkara Property Company Limited. - Director, MFT Development Company Limited. - Director, Chadsan Phansuan Company Limited.	
<b>Meeting Attendance in year 2018</b>	- Attending the Executive Director meeting: 13/13 - Attending the Board of Directors meeting: 7/7 - Attending the Risk Management Committee meeting: 2/2	
<b>Criminal records for the past 10 years</b>	- None -	

**Agenda 6 To consider the approval of director's remuneration for fiscal year 2019**
**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 2018 and the compensation payment for year 2019 shall be amounting Baht 2,919,000 (same as year 2018) Detail are as follows:

**Details of Directors Remuneration**

Meeting Allowance Position	Year 2019		Year 2018		Year 2017	
	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 -Chairman of the Remuneration and Nomination Committee -Chairman of Corporate Governance Committee	31,500	378,000	31,500	378,000	31,500	378,000
Audit Committee	27,100	325,200	27,100	325,200	27,100	325,200
-Remuneration and Nomination Committee -Corporate Governance Committee	19,100*2	458,400	19,100*2	458,400	19,100*2	458,400
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 2018		Year 2017		Year 2016	
	Bonus (Baht)	Total (Baht)	Bonus (Baht)	Total (Baht)	Bonus (Baht)	Total (Baht)
Chairman	0	0	0	0	0	0
Chairman of Audit Committee	0	0	0	0	0	0
-Audit Committee -Chairman of the Remuneration and Nomination Committee -Chairman of Corporate Governance Committee	0	0	0	0	0	0
Audit Committee	0	0	0	0	0	0
-Remuneration and Nomination Committee -Corporate Governance Committee	0	0	0	0	0	0
Directors	0	0	0	0	0	0
<b>Total</b>		<b>0</b>		<b>0</b>		<b>0</b>

**Remark: No other benefits**

**Agenda 7 To consider and approve the appointment of Auditors and their remuneration for fiscal year 2019**

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 2019 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 2019 as their 5<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 1,060,000 which more than last year. The compensation for the year 2019 with:

The compensation	2019	2018	2017
Audit charge for each quarter (3 quarter)	<b>420,000</b>	390,000	360,000
Audit of Balance Sheet for fiscal year	<b>640,000</b>	620,000	600,000
Total	<b>1,060,000</b>	1,010,000	960,000

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

**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 form from [www.tkrungthai.com/investor/announcement/TAttament9.pdf](http://www.tkrungthai.com/investor/announcement/TAttament9.pdf).

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<br>Remuneration Committee and Nomination Committee<br>Corporate Governance Committee             |
| 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	83 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, Chulachomklat 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>
Meeting Attendance in year 2018	- Attending the Board of Directors Committee Meeting 7/7
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	75 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>
Meeting Attendance in year 2018	<ul style="list-style-type: none"> <li>- Attending the Board of Directors Committee Meeting: 7/7</li> <li>- Attending the Audit Committee Meeting: 4/4</li> <li>- Attending the Remuneration and Nomination Committee Meeting: 2/2</li> <li>- Attending the Corporate Governance Committee Meeting: 2/2</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 5, 6

Name – Surname	<b>Mr. Paotep Chotinuchit</b>
Age	86 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
Meeting Attendance in year 2018	- Attending the Board of Directors Committee Meeting: 7/7 - Attending the Audit Committee Meeting: 4/4 - Attending the Remuneration and Nomination Committee Meeting: 2/2 - Attending the Corporate Governance Committee Meeting: 2/2
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 6

Name – Surname	<b>Mr. Virasak Suthantavibhul</b>
Age	62 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. -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.
Meeting Attendance in year 2018	- Attending the Board of Directors Committee Meeting: 7/7 - Attending the Audit Committee Meeting: 4/4
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 6

Name - Surname	<b>Dr. Korsol Surakomol</b>
Age	79 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.
Meeting Attendance in year 2018	- Attending the Board of Directors Committee Meeting: 7/7 - Attending the Risk Management Committee Meeting: 2/2 - Attending the Remuneration and Nomination Committee Meeting: 2/2 - Attending the Corporate Governance Committee Meeting: 2/2
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 6

#### Attachment 8

#### Proxy for General Shareholders' Meeting year 2019

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) Capitalization of the Company's debts by issuing new common shares for the creditors.
- e) 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 2019 on April 10, 2019 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.

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 2019 on April 10, 2019 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 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. 2 : To acknowledge the Company's Performance 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. 3 : To consider and approve the Statement of Financial Position, Statement of Comprehensive Income as per auditor's report for year ended December 31 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. 4 : To approve the non payment of dividends for 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. 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. Pairuch Sahamethapat
- Approve                       Disapprove                       Abstain
- Mr. Phreecha Tachakraisri
- Approve                       Disapprove                       Abstain
- Mr. Apichart Kasemkulsiri
- Approve                       Disapprove                       Abstain
- Mr. Chumpol Techakraisri
- Approve                       Disapprove                       Abstain

**Agenda No. 6 : To consider the approval of directors' remuneration for fiscal year 2019**

- (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 2019**

- (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 : To consider and approve the amendment to Article 33 of the Company's Articles of Association**

- (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. 9 : 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 2019 on April 10, 2019 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 2019 on April 10, 2019 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  
( )

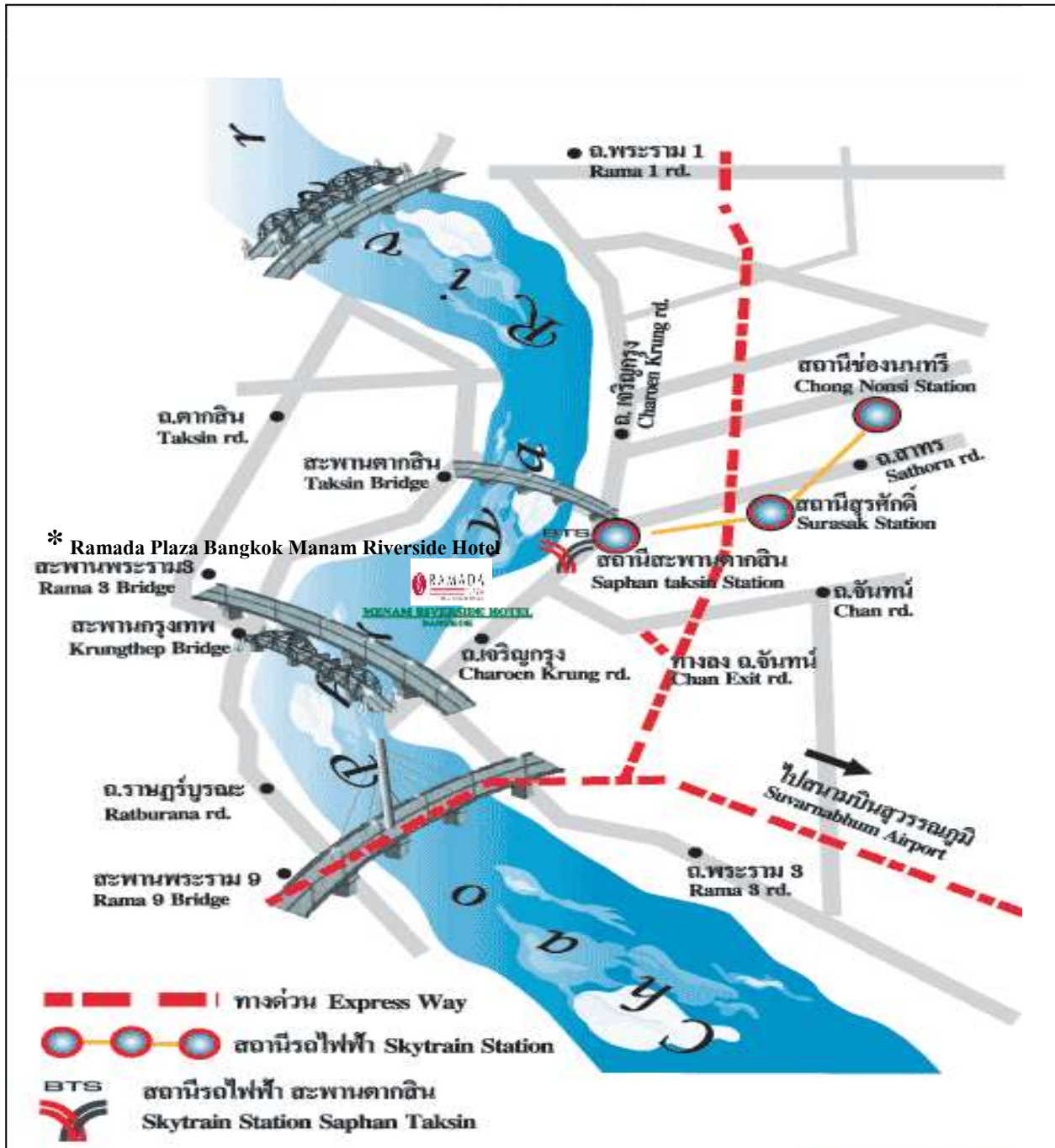
Signed \_\_\_\_\_ Proxy  
( )

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



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