



Invitation for Annual Shareholders' Meeting

For year 2020

T. Krungthai Industries Public Co., Ltd.

Wednesday, April 22, 2020

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

Guidelines for attending the meeting, regarding the outbreak of Coronavirus 2019 (COVID-19)

According to the outbreak of Coronavirus Disease 2019 (Covid-19), the Ministry of Public Health has declared to be a dangerous infectious disease under the Communicable Disease Act.B.E.2558(2015). With our deep concern over the health of the meeting attendees from the spread of Covid-19, Company therefore kindly asks shareholders to remain informed with the following guidelines:

1. The company requests cooperation for shareholders who travelled to or returned from risky countries according to the announcement of the Ministry of Public Health or have fever with respiratory symptoms, please appoint an independent director of the company or others to attend the meeting instead.
2. The company has set up a screening point in front of the meeting room. In case any attendee is found that she/he has fever and the symptoms such as cough, runny nose, sore throat or shortness of breath, the company reserves the right not allow to enter the meeting area. However she/he can appoint an independent director of the company or others to attend the meeting on her/his behalf.
3. This year, the AGM will be arranged concisely and follow the agenda, in accordance of the law. We seek the co-operation from the Shareholders as follows:
 - 3.1 Those who passed the screening, please keep sticker on your cloth and wear the mask at all time of the meeting.
 - 3.2 Please avoid sharing personal items with others.
 - 3.3 The meeting will accept only written questions of shareholders or proxies. You can send questions or suggestions in advance by putting in "Question box" provided by the company at the registration point.



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For more information, please contact

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March 6, 2020

Subject Invitation to Attend the Annual General Shareholders' Meeting 2020

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

On February 28, 2020, 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 2020 on April 22, 2020 at 14.00 to be held at Four Rivers 1 Rm., 1st 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 2019.

Objective & Reason: The company held Annual General Shareholder's Meeting 2019 on April 10, 2019 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 2019.

Objective & Reason: Company's performance for fiscal year 2019 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 2019 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 2019.

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 2019 as per document attached no.2

Opinion of the Board: The Annual General Shareholder Meeting should approve the Statement of Financial Position and Statement of Comprehensive Income ended Dec. 31 2019 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 2019

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.

Although in the year 2019, the company got a net profit of 12.21 million baht, it still has a accumulated loss of 43.77 million baht. According to the Public Co. Ltd. Act B.E.2535, section 115 dividends is prohibited to be paid from other sources other than profits. With the event that the company still has an accumulated loss, it is prohibited to pay dividends, the Board of Directors therefore deem to omit the payment of dividends from the operation results for period of 1st January to 31st December 2019.

Opinion of the Board: The Annual General Meeting should approve that there will be no dividends payment for year 2019 operating results from January 1, 2019 till December 31, 2019

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: General Terdsak Marrome, Mr.Kumpee Chongthurakit, Mrs.Yupa Techakraisri and Mr.Prasong Techakraisri whereas there are 1 independent directors who are due to resign this year. However, the nomination committee considered General Terdsak Marrome 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 1st October 2019 till 31st December 2019 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 appointment of a new director.

Objective & Reason: During the board of directors meeting a resolution had been passed to appoint Mr. Kowate Limtrakul to be the Managing Director of the company effective 1st January 2020. Therefore, to enable the board of directors to carry on the business with efficiency and effectiveness, one additional director shall be appointed. The nomination committee has carefully considered and screened the candidate's characteristics to be appointed as one of the directors as per the selection criterion under the Public Co., Ltd. Act. B.E. 2535. New directors' biography appears in Attachment 3.

Opinion of the Board: The Board of Directors agreed to propose during the Ordinary General Meeting of Shareholders to consider and approve the appointment of Mr. Kowate Limtrakul as one of the directors from 12 existing directors, making a new total of 13 directors.

Agenda 7. To consider the approval of directors' remuneration for fiscal year 2020

Objective & Reason: Pursuant to the Public Limited Companies Act and Article 16 of the company's Article of Association, the remuneration for directors has been considered by the committee based on the responsibility and be comparable to the same level of business as well as the overall market situation, the remuneration committee and the directors with no conflict of interest proposed that there will be no bonus for year 2019 and for year 2020 directors' remuneration shall be the same amounts as year 2019 with the amounts of Baht 2,919,000. 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 2019 and the directors' remuneration for year 2020 shall be at Baht 2,919 million (same as year 2019).

Agenda 8. To consider and approve the appointment of Auditors and their remuneration for fiscal year 2020

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 5 Auditors for fiscal year 2020 for the shareholders’ consideration. Mr. Jadesada Hungsapruerk CPA No. 3759 and/or Ms. Kannika Wipanurat CPA No. 7305 and/or Mr. Jirote Sirirorote CPA No. 5113 and/or Ms. Nonglak Pattanabandith CPA No. 4713 and/or Ms. Sumana Senivongse CPA No. 5897 of Karin Audit Limited being the auditors for fiscal year 2020 and has been 6th years (2015 – 2020) 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 (same from 2019) as per attachment no. 5.

Opinion of the Board: The Board of Directors has considered and agreed as per the proposal of the audit committee to propose to the shareholders’ general meeting to consider the appointment of Karin Audit Co., Ltd. to be the auditor for year 2020 and approve their audit fee in the amount of Baht 1,060,000.- (equal to the year 2019). Details of the auditor are as follows:

| Auditors | CPA No. | Number of years certified on the Financial Statement |
|------------------------------|---------|--|
| 1. Mr.Jadesada Hungsapruerk | 3759 | 1 Years (2017) |
| 2. Mr.Jirote Sirirorote | 5113 | 4 Years (2015- 2016), (2018- 2019) |
| 3. Ms.Kannika Wipanurat | 7305 | ----- |
| 4. Ms.Nonglak Pattanabandith | 4713 | ----- |
| 5. Mrs.Sumana Senivongse | 5897 | ----- |

Agenda 9. Others, if any

All shareholders are cordially invited to attend the 2020 Annual General Shareholders’ Meeting on April 22, 2020, 14.00 PM. to be held at Four Rivers 1 Room., 1st 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 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 2020 (Record Date) on March 13, 2020. 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, part Announcement in March 6, 2020.

For the approval of Agenda 1: To acknowledge the Minutes of Meeting for fiscal year 2019
Minutes of Annual Shareholders' Meeting 2019
T.Krungthai Industries Public Co., Ltd.
Wednesday, 10th of April 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.
Meeting commenced at 14:00 hrs.

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

Board Directors

| | | |
|--------------------|---------------|--|
| 1. General Terdsak | Marrome | Chairman of the Board/ Independent Director. |
| 2. Mr. Prasong | Techakraisri | Director. |
| 3. Mr. Apichart | Kasemkulsiri | Director. |
| 4. Mrs. Yupa | Techakraisri | Director. |
| 5. Mr. Kumpee | Chongthurakit | Director/ Director of Remuneration and Nomination Committee/ Director of Corporate Governance Committee. |
| 6. Mr. Virasak | Suthantavibul | Independent Director/ Audit Committee/ Director. |
| 7. Dr. Kosol | Surakomol | Independent Director/ Director/ Director of Remuneration and Nomination Committee/ Director of Corporate Governance Committee/ Director of Risk Management Committee. |
| 8. Mr. Paotep | Chotinuchit | Chairman of Remuneration and Nomination Committee/ Chairman of Corporate Governance Committee/ Independent Director/ Audit Committee/ Director. |
| 9. Mr. Chumpol | Techakraisri | Director/ Executive Director/ Director of Risk Management Committee/ Company Secretary/ Company Board Secretary/ Asst. Managing Director. |
| 10. Mr. Phreecha | Techakraisri | Director/ Executive Director/ Managing Director/ Director of Risk Management Committee. |
| 11. Mr. Sumate | Techakraisri | CEO/ Director/ Director of Remuneration and Nomination Committee/ Director of Corporate Governance Committee. |
| 12. Mr. Pairuch | Sahamethapat | Chairman of the Audit Committee/ Independent Director/ Director/ Director of Remuneration and Nomination/ Director of Corporate Governance Committee. |

The Company have Directors totally 12 persons and 12 Directors attended the meeting or 100% of the entire number of directors.

Top Management

| | | |
|------------------|-----------|--|
| 1.Mr. Kowate | Limtrakul | Chairman of Risk Management Committee. |
| 2. Mr. Neeranart | Promnart | Executive Director/ Director of Risk Management Committee/ 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

- | | |
|---------------|--------------|
| 1. Mr. Methee | An-adirekkun |
|---------------|--------------|

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 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 2019 along with a candidate nomination for the election of the company's director on October 1, 2018 to December 31, 2018 but nobody proposed any agenda for the Annual General Meeting of Shareholders for year 2019.

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 31 shareholders present 58,644,146 shares and appointed a proxy 69 persons 86,307,700 shares totaling 100 people with a total share of 144,951,846 shares which is equal to 67.73%. 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 2018

The company prepared and delivered the minutes of General Shareholders Meeting for the year 2018 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 April 23, 2018. 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.

The Chairman gave shareholders on opportunity to inquire questions or give suggestions. The inquiries and suggestions are as follow:

Shareholder: Mr. Thitiphong Sophonudomphorn expressed his opinion about the new form of an invitation letter which is two pieces of paper sealed together. It is understood that the purpose of the new format is to reduce the use of papers and global warming. However, it is not practical for the shareholders to print the proxy form for assigning another person to attend the meeting on their behalf. He suggested the Board of Directors to consider enclosing a proxy form and a map in the new invitation letter.

Board of Directors: acknowledged the matter regarding to attaching the proxy form and map to the invitation letter as the shareholder suggested.

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:

| Voting Results | Total No. of Votes (1 Share = 1 Vote) | % No. of Shareholders attended the meeting who exercised their rights to cast their votes |
|-----------------------|--|--|
| 1. Agreed | 144,951,846 | 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 2018.

Agenda 2 To Acknowledgment of the operating result for the year 2018.

Mr. Phreecha Tachakraisri reported to the summary of operating results in 2018.

● **Automotive Industry**

In 2018, total automobile production reached 2.16 million vehicle units which were the highest number in the past 5 years as it surged by 8.99% . The rising amount added up by 1.04 million units of domestic sales, an increased by approximately 20% from

last year as results of the newly launched models and an improved economy from the investment of the government and private sectors, the low-income earner and agriculture subsidy program and the higher confidence in the industrial sector.

In 2019, the automobile production is estimated to increase slightly or remain unchanged from the previous year by the impact of export fluctuations.

• **Company performance**

The growth of automobile production increased corporate sales from 1,073 million baht in 2017 to 1,171 million baht, raising 98 million baht or by 9%. The sale volume of 1,068 million baht was from plastic parts which increased to 108 million baht while the sale of mold reached 103 million baht or a drop by 10 million baht as a result of revenue recognition for the sale of mold. Meanwhile, the product backlog worth above 70 million baht is going to be delivered and recognized revenue in the year 2019.

Revenue structure of automotive plastic parts sales remained the major income as it raised from 75.81% in 2017 to 82.53% in 2018, a growth of 149 million baht. Revenue structure from electric appliances industry dropped from 12.71% to 7.86%. However, an overall turnover increased by 98 million baht or by 9% as mentioned above.

According to the growth of turnover at approximately 98 million baht or by 9%, the Company had a net loss of 36.75 million baht or -3.14%.

However, the company performance is likely to improve as the net profit in the 4Q of 2018 showed the less amount of loss when comparing with the year 2016 and 2017 as a result of the gross profit and operating profit margin that raised by 2%.

I, as a senior executive, hereby express my apology to all shareholders for the failure to generate profit. However, we are determined to improve to achieve the goal by generating more sales volume and controlling the costs in order to make 2019 a profitable year.

• **Outstanding performances in 2018**

1. Best Achievement Target Jidoka 2017 from Toyoda Gosei (Thailand) Co., Ltd.
2. Best Quality & Delivery Performance Supplier 2017 from Siam Aisin Company Limited.
3. Received a 100% quality assessment score for the 2018 Annual General Meeting of Shareholders from the Thai Investors Association.
4. Received the assessment result as 1 in 142 listed companies that received "Excellent" rating (5 stars) from a total of 657 listed companies participating in the survey.

Other than business operation, the Company also arranged social activities to leverage the quality of the societies and communities where all levels of employees took part in various activities. For example, the external activities such as the merit-making activity - Pa Pha Soo Baan Kerd, Children's Day activities, and the internal activities such as the merit making for New Year's Day, Safe Driving Campaign during Songkran Festival, a scholarship granting for employees' children, and blood donation.

Regarding anti-corruption policy, the Company has included the anti-corruption content in the employee orientation document for new employees and also hosted the contest for anti-corruption slogan creation.

In addition, the Company also arranged a factory-visiting activity for shareholders. In 2018, the shareholders visited the King Kaew factory and exchanged experiences together. The Company will also arrange the same activity for the year 2019. Anyone who would like to join, please register at the reception. The venue and the time of the visit will be informed when we have come to a conclusion.

When Mr. Phreecha Tachakraisri finished his report, **the Chairman** gave shareholders an opportunity to inquire questions or give suggestions. The inquiries and suggestions are as follows:

Proxy holder: Mr. Denchai Dampathik inquired the below.

Question 1: Will the Company make any profit in 2019?

Question 2: Will the company be affected by the arrival of electric cars?

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

Answer 1: We believe that we will make a profit in 2019.

Answer 2: After estimation, it is forecasted that the arrival of the electric cars would be advantage to the Company due to the fact that electric vehicles are lightweight, therefore the plastic parts will become a great choice. Currently, the Company has one client who is an electric vehicle manufacturer.

Proxy holder: Mr. Methee An-adirekkun from the Thai Investors Association inquired the below.

Question 1: What was the cause of the operating cashflow deficit in 2018?

Question 2: In 2018, the Company borrowed the additional loan of approximately 63 million baht. Does such loan affect the higher cost of capital and raising more fund?

Chairman: Expressed his thanks to shareholders and assigned Mr. Neeranart, CFO to reply the enquiry.

Answer 1: The cause that the operating cashflow was in deficit, partially was from the loss of profit from the painting process which required a very high quality process. As a result, after the production process, there were some of the defects. Another cause was the level of production decreasing lower than the break-even point. The Company has been trying to solve the problem by reducing variable costs and controlling fixed cost and the Company managed to make a profit in Q4 of 2018. Another cause of deficit operating cash flow is from the increase of investment in net working capital.

Answer 2: The Company borrowed an additional loan of 63 million baht as the results of more operating activities of the Company. Meanwhile, the sale volume grew by approximately 9% and the increasing of the mold production which is awaiting to be delivered to customers. That is the cause of borrowing from the financial institutions as mentioned above.

Regarding the liquidity, the cash flow statement from operating activities before net working capital is showing the positive financial status and on the process of improving tendency.

Shareholder: Mr. Thitiphong Sophonudomphorn inquired the below:

Question 1: The Company's total revenue was about a billion baht, if we want to make a profit, we will need to increase sale volume. How does the company achieve this?

Question 2: If the Company is only capable of gaining about one billion baht while in Q4 of 2018, the Company started making a profit. With the current costs and the sales of approximately one billion baht, will the Company be able to make a profit in 2019?

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

Answer 1: Regarding the ability to increase sale volume, the Company had already received the confirmed orders from clients. Therefore, in 2019, the sale volume should rise by 5-10%.

Answer 2: The Company firmly believes that we will make a profit in 2019.

Shareholder: Mr. Thitiphong Sophonudomphorn inquired more about the estimated number of sale volume for the year 2019.

Mr. Chumpol Techakraisri: responded to the question about 2019's sales that he couldn't reply with the precise number but the target was about 10%. The majority of product sales had been confirmed by the clients however it all depends on the condition of the

automotive industry in the future as well. With the sale volume per the expectation and the effort of the company to reduce costs, the Company is confident that it would make a profit in 2019.

The Chairman thanked the shareholders and proposed to acknowledge the results of operations for the year 2018.

No more inquiries and comments from the shareholders.

Resolution: The meeting resolution to acknowledge the 2018 operating 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, 2018.

Mr. Neeranart Promnart reported to the Meeting.

Statements of Financial Position. In summary, the total assets of the Company were 1,134 million baht in total, increasing by 41.84 million baht from 2017.

Current assets increased 79.89 million baht. The account receivables rose 41.23 million baht and the inventory increased by 50 million baht. Non-current assets reduced 38.04 million baht. There were the purchase of two large injection machines worth approximately 25 million baht and the investment to maintain the fixed assets in good condition 20 million baht while the depreciation cost was 68.25 million baht and other assets reduced, as a result, the non-current assets decreased.

Total liabilities increased 78.60 million baht, divided into 62.68 million baht of bank debts and 12.34 million baht of trade payables. The shareholders' equity dropped by 36.75 million baht due to the net loss, debt to equity ratio was 1.78 and bank debt to equity ratio was 1.35.

Profit and loss statement: In summary, total revenue was 1,171.22 million baht with a net loss of 36.75 million baht. Revenue structure slightly shifted with 90% of plastic parts sales and 10% of mold sales.

The revenue of 1,171.22 million baht increased by 98.55 million baht or 9.19%. Revenue from plastic parts sales reached 1,068.30 million baht, an increase by 108.18 million baht with the growth rate at 11.27% and 102.92 million baht from mold sales which dropped by 9.63 million baht, representing the growth rate of -8.56%.

The gross profit was 129.20 million baht or 11.03%, an increase by 2%. The loss before interest and tax was -28.26 million baht. Profit before interest and tax increased by 2% with a net loss of 36.75 million baht, a deficit decrease by 14.57 million baht. The cash profit was 63.65 million baht.

Cash Flow Statement

Cash Outflow from operating activities was 8.87 million baht.

Cash flow from operations before changing of working capital was 61.67 million baht, but the investment in the working capital rose by 70.44 million baht as mentioned above, which is the increase of the account receivables by 41.23 million baht from the income growth in the Q4 and the expanding inventory.

Cash Outflow from investing activities was 45.67 million baht.

As mentioned above, the company invested on two large injection machine in 850 tonne and 1300 tonne sizes worth 25 million baht and also invested on asset maintenance costs by 20 million baht.

Cash Inflow from financing activities increased by 44.64 million baht.

Long term liabilities dropped by 17.95 million baht. Long term liabilities is from the finance lease of two plastic injection machines worth 25 million baht under the 5-year contract. Total net liabilities were 17.55 million baht while the short term loan increased by 63.28 million baht to support working capital.

After Mr. Neeranart 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:

Shareholder: Mr. Thitiphong Sophonudomphorn inquired the below.

Question 1: The two new injection machines that the Company purchased were for replacing the old ones or new additional investment? How much would it generate more income?

Question 2: According to the item 8 of notes to the Financial Statements, the total inventory of 2018 was worth 170 million baht. Why was it exceedingly high? Can we sell them?

Chairman: Expressed his thanks to shareholders and assigned Mr. Phreecha and Mr. Neeranart to reply the enquiry.

Answer 1: The two new injection machines were purchased to replace the old ones which had been used for over 20 years and to increase the efficiency of production. The new ones are also power saving.

Answer 2: The inventory total worth of 170 million baht were divided into three main categories including (1) Raw materials: the order is based on production volume of customers (2) Work in Process are mainly mold works (3) Finished goods: The value is not much, similar to last year. The Company is not worried about the impairment of products since they were made by orders.

During the meeting there were additional shareholders giving a total shareholder attendees of 34 people and proxy of 70 people totaling 104 persons with a total no. of shares of 145,006,846 which is equal to 67.76%.

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:

| Voting Results | Total No. of Votes (1 Share = 1 Vote) | % No. of Shareholders attended the meeting who exercised their rights to cast their votes |
|-----------------------|--|--|
| 1. Agreed | 145,006,846 | 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 2018

Mr. Phreecha Tachakraisri, to do report Performance year 2018 to the meeting the loss incurred for year 2018 amounting Baht 36.75 million. Board of Committee proposed to approve and consider that no dividend payments for year 2018 for the operating result from January 1st, 2018 to December 31st, 2018.

After Mr. Phreecha 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:

| Voting Results | Total No. of Votes (1 Share = 1 Vote) | % No. of Shareholders attended the meeting who exercised their rights to cast their votes |
|-----------------------|--|--|
| 1. Agreed | 145,006,846 | 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 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

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. Pairuch Sahamethapat
2. Mr. Phreecha Tachakraisri
3. Mr. Apichart Kasemkulsiri
4. Mr. Chumpol Techakraisri

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 2018 – 31 December 2018. No one proposed any names and agendas.

The Nomination Committee and 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. Therefore, the resigning directors were proposed to be re-elected.

In the year 2019, 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. The Board of Directors and Nomination Committee recommend that accordance with the related laws, Mr. Pairuch Sahamethapat was qualified to be a director with his knowledge and capabilities, During his term, Mr. Pairuch Sahamethapat has provided insightful comments and valuable suggestions which has benefited to the company.

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:

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

During the meeting there were additional shareholders giving a total shareholder attendees of 35 people and proxy of 70 people totaling 105 persons with a total no. of shares of 145,006,847 which is equal to 67.76%.

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. Pairuch Sahamethapat | 145,006,747 | 100 | 0 | 0 |
| | 100% | 0.00001% | 0 | 0 |
| 2. Mr. Phreecha Tachakraisri | 145,006,847 | 0 | 0 | 0 |
| | 100% | 0 | 0 | 0 |
| 3. Mr. Apichart Kasemkulsiri | 145,006,847 | 0 | 0 | 0 |
| | 100% | 0 | 0 | 0 |
| 4. Mr. Chumpol Techakraisri | 145,006,847 | 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 2019

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 2018.

The Remuneration Committee and Board of Directors considered and resolved to offer/give no bonus from the operation for year 2018 and approved the remuneration of the directors for year 2019 amounting to Baht 2,919,000 as same as year 2018 per the attachment no.4 in the notice of meeting.

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:

| Voting Results | Total No. of Votes (1 Share = 1 Vote) | % No. of Shareholders attended the meeting who exercised their rights to cast their votes |
|------------------|--|--|
| 1. Agreed | 117,378,241 | 80.9467 |
| 2. Disagreed | 0 | 0 |
| 3. Abstained | 27,628,606 | 19.0533 |
| 4. Voided Ballot | 0 | 0 |

Resolution: The vote of not less than two-third of the shareholders who attended, resolution approve that there will be no bonus payment for year 2018 and the directors' remuneration for year 2019 shall be at Baht 2,919,000 (same as year 2018).

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 2019.

That subject to the rules and regulations of Listed 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 2019 for the shareholders’ consideration. Mr. Jadesada Hungsapruerk 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 5th years and the same time propose remuneration amounts to Baht 1,060,000 along with addition remuneration for BOI charge at Baht 10,000 per card for 1 card amounting Baht 10,000.

During the meeting there were additional shareholders giving a total shareholder attendees of 36 people and proxy of 70 people totaling 106 persons with a total no. of shares of 145,006,947 which is equal to 67.76%

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

The result of voting as follows:

| Voting Results | Total No. of Votes (1 Share = 1 Vote) | % No. of Shareholders attended the meeting who exercised their rights to cast their votes |
|------------------|--|---|
| 1. Agreed | 145,006,947 | 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 Wipanurat CPA No. 7305 and/or Mr. Jirote Sirirorote CPA No. 5113 of Karin Audit Limited being the auditors for fiscal year 2019 with a remuneration will amounts to Baht 1,060,000 along with addition remuneration for BOI charge at Baht 10,000 per card for 1 card amounting Baht 10,000. are unanimously approved by majority votes.

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

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. Directors will propose this matter for approval at the Annual General Meeting of Shareholders for 2019. The details are provided below.

| The current Articles of Association | The proposed Articles of Association |
|---|---|
| <p>Section 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”</p> <p>The Board of Directors may call an Extraordinary general meeting of the shareholders any time the Board considers it to do so, or shareholders holding shares amounting to not less than one-fifth of the total number of</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</p> |

| | |
|---|---|
| <p>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 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</p> | <p>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 35, the shareholders under fourth paragraph shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.</p> |
|---|---|

This Agenda requires the approved vote of not less than three-fourth of the shareholders who attended.

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:

| Voting Results | Total No. of Votes (1 Share = 1 Vote) | % No. of Shareholders attended the meeting who exercised their rights to cast their votes |
|-----------------------|--|--|
| 1. Agreed | 145,006,947 | 100 |
| 2. Disagreed | 0 | 0 |
| 3. Abstained | 0 | 0 |
| 4. Voided Ballot | 0 | 0 |

Resolution: The vote of not less than three-fourth of the shareholders who attended, resolution approve that the amendment to Article 33 of the Company's Articles of Association

Agenda 9 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 2019 filled with commitment. Blessings for all with happiness and prosperity and the meeting adjourned.

The Meeting adjourned at 15:00 hrs.

- Signed -

(General Terdsak Marrrome)

Chairman of the Board

- Signed -

(Miss Pornthip Puangsab)

Meeting Recorder

Attachment for Agenda 5 To consider and approve the election of directors replacing those who are retiring upon completion of their term of office / Agenda 6 To consider the appointment of a new director.

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

The year 2020, directors who has to resign for rotation are as follows: General Terdsak Marrome, Mr.Kumpee Chongthurakit, Mrs.Yupa Techakraisri, Mr.Prasong Techakraisri.

The Board of Directors considered and agreed with the Nominating Committee that The 4 retiring directors have complete qualifications according to the selection criteria. And when considering the history of meeting attendance, qualifications, experience, including participation in creating benefits for the company of the 4 directors who are due to retire by rotation, it is appropriate to nominate all 4 directors to resume their positions By having the profiles of all 4 directors attached for consideration in Agenda 5

In the year 2020 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

| | | |
|--|---|---|
| Name – Surname | General Terdsak Marrome |  |
| Proposed as | Independent Director | |
| Present Position | Chairman / Independent Director | |
| Age | 84 years | |
| Education | -Bachelor of Science, Chulachomkiao Royal Military Academy. -Command and General Staff College -Royal Thai army war college -Law Program of Commander, Ministry of defence -National Defence College of Thailand -Doctor of Science in Innovation and Technology Education (honorary), Rajamangala University of Technology Phra Nakhon | |
| Proficiency | Defence & Management. | |
| Director training programs | Director Accreditation Program (DAP 10/2004) | |
| Date of appointment as director till 2019 | January 6, 2004 (15 Years) | |
| Total time served as the company's director. | 18 Years | |
| Shareholding in the company | 220,000 or 0.10% | |
| Position in Other Listed Public Companies | <u>1 position</u> 2012 – Present: Chairman, East Coast Furnitech Public Company Limited. | |
| Position in Other Companies | <u>1 position</u> 1987 - Present: Chairman of the Advisory and Director, Eastern Technological college (E-Tech). | |
| Position in other competitor companies | -None - | |
| Working Experience | - Chairman of the Advisory, Lions Club Thailand - Chairman East Coast Furnitech Public Company Limited - President, Sahapant Santiphap International (Thailand) - Global Vice Presidents Sun Moon University, Chungnam Republic of Korea. - President, Vietnam War Veteran Association under Royal Patronage - Vice-President, Pavana Foundation for Children and Women - Royal Guard - President Tai Kaew Foundation, Tamwati School - Chairman of the Advisory and Director, Eastern Technological college (E-Tech) - Special force in 21 Royal Guard Regiment. Of Majesty Queen Sirikit The Queen | |
| Meeting Attendance in year 2019 | Attending the Board of Directors Committee Meeting 8/8 | |
| Criminal record for the past 10 years | - None - | |
| 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. | The Board of Directors and Nomination Committee recommend that General Terdsak Marrome was qualified to be a director in accordance with related laws and knowledge and capabilities, During his term, General Terdsak Marrome 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 General Terdsak Marrome is retained as a director for another term. | |
| Information for election of independent directors Relationship with the company and or juristic person with disagreement at the present time or 2 years ago | | |
| 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 - | |


| | | |
|--|---|---|
| Name / Surname | Mr. Kumpee Chongthurakit |  |
| Proposed as | Director | |
| Present Position | Director/ Director of Remuneration and Nomination Committee Director of Corporate Governance Committee | |
| Age | 66 years | |
| Education | Bachelor of Marketing, Assumption University. | |
| Proficiency | Marketing & Management. | |
| Director training programs | Director Certification Program (DCP 48/2004) | |
| Date of appointment as director till 2019 | January 6, 2004 (15 Years) | |
| Shareholding in the company | 500,000 or 0.23% | |
| Position in Other Listed Public Companies | <u>1 position</u> 1992 – Present : Director, LPN Development PLC. | |
| Position in Other Companies | <u>2 position</u> 1992 – Present : Director, SSA Industries Co., Ltd. 1987 – Present : Director, Sri Sum-Ank Supplier Co., Ltd. | |
| Position in other competitor companies | -None - | |
| Working Experience | -Director & Executive Director, LPN Development PLC. -Director, Lumpini Property Management Co., Ltd. -Director, SSA Industries Co., Ltd. -Director, Sri Sum-Ank Supplier Co., Ltd | |
| Meeting Attendance in year 2019 | -Board of Directors Meeting : 7 times from 8 meetings -Remuneration and Nomination Meeting : 2 times from 2 meetings -Corporate Governance Committee : 2 times from 2 meetings | |
| Criminal records for the past 10 years | - None - | |

| | | |
|--|--|---|
| Name / Surname | Mrs. Yupa Techakraisri |  |
| Proposed as | Director | |
| Present Position | Director | |
| Age | 70 years | |
| Education | - Bachelor of Economics, Ramkamheang University - Accounting Advance of Pitman Examination Institute | |
| Proficiency | Accounting and Finance & Management. | |
| Director training programs | Director Certification Program (DCP 32/2003) | |
| Date of appointment as director till 2019 | January 6, 2004 (15 Years) | |
| Shareholding in the company | 24,000,000 or 11.21% | |
| Position in Other Listed Public Companies | <u>1 position</u> 1989 - Present : Director, LPN Development PLC. | |
| Position in Other Companies | <u>2 position</u> 1992 – Present : Director, Lumpini Property Management Co., Ltd. 1992 – Present : Director of Pornsanti Co.,Ltd. | |
| Position in other competitor companies | - None - | |

| | |
|---|---|
| Working Experience | -Director & Executive Director, LPN Development PLC. -Director, Lumpini Property Management Co., Ltd. -Director of Lumpini Project Service Management Co.,Ltd. -Director of Pornsanti Co.,Ltd. |
| Meeting Attendance in year 2019 | Board of Directors Meeting : 8 times from 8 meetings |
| Criminal records for the past 10 years | - None - |

| | | |
|--|--|---|
| Name / Surname | Mr. Prasong Techakraisri |  |
| Proposed as | Director | |
| Present Position | Director | |
| Age | 52 years | |
| Education | Bachelor of Economics Ritsumeikan University, Japan | |
| Proficiency | Management. | |
| Director training programs | Director Accreditation Program (DAP 11/2004) | |
| Date of appointment as director till 2019 | January 6, 2004 (15 Years) | |
| Shareholding in the company | 2,903,606 or 1.36% | |
| Position in Other Listed Public Companies | - None - | |
| Position in Other Companies | <u>1 position</u> 1996 - Present : Managing Director, Chaiwattana Accessories Co., Ltd. | |
| Position in other competitor companies | - None - | |
| Working Experience | -Managing Director, Chaiwattana Accessories Co., Ltd. | |
| Meeting Attendance in year 2019 | Board of Directors Meeting : 8 times from 8 meetings | |
| Criminal records for the past 10 years | - None - | |

Details of the New Directors

| | | |
|--|---|---|
| Name / Surname | Mr. Kowate Limtrakul |  |
| Proposed as | Director | |
| Present Position | Chairman of Risk Management Committee/ Managing Director | |
| Age | 68 years | |
| Education | Master of Business Administration, Chulalongkorn University | |
| Proficiency | Mold / Injection/ Management. | |
| Director training programs | Director Certification Program (DCP 105/2008) | |
| Shareholding in the company | 275,000 or 0.13% | |
| Position in Other Listed Public Companies | <u>1 position</u> 2014 - Present : Audit Committee, Multibax Public Company Limited. | |
| Position in Other Companies | - None - | |
| Position in other competitor companies | - None - | |
| Working Experience | Audit Committee, Multibax Public Company Limited | |
| Criminal records for the past 10 years | - None - | |

Agenda 7 To consider the approval of director's remuneration for fiscal year 2020
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 2019 and the compensation payment for year 2020 shall be amounting Baht 2,919,000 (same as year 2019) Detail are as follows:

Details of Directors Remuneration

| Meeting Allowance Position | Year 2020 | | Year 2019 | | Year 2018 | |
|--|------------------------------|------------------|------------------------------|------------------|------------------------------|------------------|
| | 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 |
| Total | | 2,919,000 | | 2,919,000 | | 2,919,000 |

| Bonus Position | Year 2019 | | Year 2018 | | Year 2017 | |
|--|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| | 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 |
| Total | | 0 | | 0 | | 0 |

Remark: No other benefits

Agenda 8 To consider and approve the appointment of Auditors and their remuneration for fiscal year 2020

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 5 auditors and their remuneration for the year 2020 and proposed to the company's Directors for their consideration. Mr. Jadesada Hungsapruerk CPA No. 3759 and/or Mrs. Nonglak Pattanabandith CPA No. 4713 and/or Mr. Jirote Sirirorote CPA No. 5113 and/or Mrs. Kannika Wipanurat CPA No. 7305 and/or Ms. Sumana Senivongse CPA No. 5897 of Karin Audit Limited has been proposed during the meeting to be the auditor for the year 2020, 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.

The Board of Directors has considered and agreed as per the proposal of the audit committee to propose to the shareholders' general meeting to consider the appointment of Karin Audit Co., Ltd. to be the auditor for year 2020 and approve their audit fee in the amount of Baht 1,060,000.- (equal to the year 2019). Details as follows:

| Audit Fee | 2020 | 2019 | 2018 |
|---|------------------|-----------|-----------|
| Audit Charge for each quarter (3 quarter) | 420,000 | 420,000 | 390,000 |
| Audit of Balance Sheet for fiscal year | 640,000 | 640,000 | 620,000 |
| Total Audit Fee | 1,060,000 | 1,060,000 | 1,010,000 |
| Non-Audit Fee | 0 | 0 | 0 |

Details of Auditor

| Mr. Jadesada Hungsapruerk CPA No. 3759 | |
|--|---|
| Education | Audit Work Experience |
| Bachelor Degree of Commerce and Accountancy – Major Accounting, Thammasat University | 1.Finance group - The Industrial Finance Corporation of Thailand - Cathay Leaseplan Public Company Limited Group 2.Agribusiness group - United Farmer Industry Company Limited - Charoen Pokphand Foods Public Company Limited Group - Asian Seafoods Coldstorage Public Company Limited Group 3.Real Estate group - Bangkok Land Public Company Limited Group - Senadevelopment Public Company Limited Group 4. Building Material group - The Union Mosaic Industry Public Company Limited - Dynasty Ceramic Public Company Limited Group 5. Energy group - Unique Mining Services Public Company Limited 6. Publication group - Eastern Printing Public Company Limited |

| Mrs. Kannika Wipanurat CPA No. 7305 | |
|--|--|
| Education | Audit Work Experience |
| - Master of Science – Major Accounting, Thammasat University - Bachelor Degree of Commerce and Accountancy – Major Accounting, Thammasat University | 1.Real Estate - Bangkok Land Public Company Limited - M.K. Real Estate Development Public Company Limited - Senadevelopment Public Company Limited 2.Building Material - Dynasty Ceramic Public Company Limited Group - The Union Mosaic Industry Public Company Limited 3.Trading and Retail - Jay Mart Public Company Limited Group |

| Mr. Jirote Sirirorote CPA No. 5113 | |
|---|--|
| Education | Audit Work Experience |
| - Master of Science- Major ccounting, Chulalongkorn University. - Bachelor Degree of Commerce and Accountancy – Major Accounting, Thammasat University | 1.Real Estate Group - U City Public Company Limited Group - Senadevelopment Public Company Limited Group - M.K. Real Estate Development PCL. 2.Building Material Group - The Union Mosaic Industry PCL. 3.Energy Group - Eternal Energy Public Company Limited |

| Mrs. Nonglak Pattanabandith CPA No. 4713 | |
|---|---|
| Education | Audit Work Experience |
| - Master degree of Business Administration – Major Accounting, Thammasat University - Bachelor Degree of Commerce and Accountancy – Major Accounting, Thammasat University | 1.Finance Institute Group - Semico Securities Public Co., Ltd. - Chao Praya Finance and Securities Co., Ltd. - Inter Credit and Trust Co., Ltd. 2.Trading and Retail - CenCar Company Limited (Carrefour) 3.Real Estate - Central Pattana Public Company Limited Group 4.Technologies Group - Datamat Public Company Limited Group - Tech Pacific (Thailand) Company Limited 5.Automotive Group - Swedish Motor Public Company Limited Group - Kawasaki Motors Enterprise (Thailand) Co., Ltd. 6.Hotel - Imperial Samui Hotel Company Limited 7.University - Sripatum University 8.Industry Group - Cppc Public Company Limited - Kiang Huat Sea Gull Trading Frozen Food PCL Group. - Siam Elelethrochemical Company Limited - Bangkok Telecom Co., Ltd. - Environment Pulp And Paper Company Limited 9. Trade - Muang Thong Seiko Company Limited |

| Ms. Sumana Senivongse CPA No. 5897 | |
|--|--|
| Education | Audit Work Experience |
| - Master of Business Administration-Financial Management, National Institute of Development Administration. - BBA in Accounting, Thammasat University | 1.Manufacturing & Trading Consumer Products - Procter & Gamble Trading Co., Ltd. 2.Automotive Industry - Honda Automobile (Thailand) Co., Ltd. 3.Agro & Food Industry - Sriracha Pelletizing Co., Ltd. - Cargill Siam Co., Ltd. 4.Electronic Home Products - Matsushita Electric Appliance Co., Ltd. 5.Finance & Securities - Citicorp Corporation Limited - BBC Finance & Securities Co., Ltd. |

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 Certificated 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 B: http://www.tkrungthai.com/announcement/Eform_B2020.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 Remuneration Committee and Nomination Committee Corporate Governance Committee |
| 3. Mr. Paotap Chotinuchit | Chairman of Remuneration Committee and Nomination Committee Chairman of Corporate Governance Committee Independent Director / Audit Committee / Director |
| 4. Mr. Virasak Sutanthaviboon | Audit Committee / Director |
| 5. Dr. Kosol Surakomol | Independent Director / Director/ Remuneration Committee and Nomination Committee Corporate Governance Committee/ Risk Management Committee |

Attachment 7

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

| | |
|--|---|
| Name - Surname | General Terdsak Marrome |
| Age | 84 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"> - Bachelor of Science, Chulachomklat Royal Military Academy. - Command and General Staff College - Royal Thai army war college - Law Program of Commander, Ministry of defence - National Defence College of Thailand - Doctor of Science in Innovation and Technology Education (honorary), Rajamangala University of Technology Phra Nakhon - Director Accreditation Program (DAP10/2004) |
| Working Experience | <ul style="list-style-type: none"> - Chairman of the Advisory, Lions Club Thailand - Chairman East Coast Furnitech Public Company Limited - President, Sahapant Santiphap International (Thailand) - Global Vice Presidents Sun Moon University, Chungnam Republic of Korea. - President, Vietnam War Veteran Association under Royal Patronage - Vice-President, Pavena Foundation for Children and Women - Royal Guard - President Tai Kaew Foundation, Tamwati School - Chairman of the Advisory and Director, Eastern Technological college (E-Tech) - Special force in 21 Royal Guard Regiment. Of Majesty Queen Sirikit The Queen |
| Meeting Attendance in year 2019 | - Attending the Board of Directors Committee Meeting 8/8 |
| 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 5, 7 |
| Special interests which are different from other directors | - None - |

| | |
|--|--|
| Name - Surname | Mr. Pairuch Sahamethapat |
| Age | 76 years |
| Present Position | Chairman of Audit Committee / Independent Director / Director/ Remuneration Committee and Nomination Committee/ Corporate Governance Committee. |
| Address | 12/98 Soi Sangkom 4, Changwattana Rd., Tungsonghong, Laksi Bangkok 10210 |
| Educational Attainment / Seminar Attended | - Chulalongkorn University, Accounting - Director Certification Program (DCP102/2008) |
| Working Experience | - Audit Committee, Siam Sport Syndicate PLC. - Audit Committee, Bangkok Ranch PLC. - Director of Region Revenue 1, The Revenue Department. |
| Meeting Attendance in year 2019 | - Attending the Board of Directors Committee Meeting: 8/8 - 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 | - 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 7 |
| Special interests which are different from other directors | - None - |

| | |
|--|--|
| Name – Surname | Mr. Paotep Chotinuchit |
| Age | 87 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 2019 | - Attending the Board of Directors Committee Meeting: 8/8 - 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 7 |
| Special interests which are different from other directors | - None - |

| | |
|--|--|
| Name – Surname | Mr. Virasak Suthantavibhul |
| Age | 63 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, NFC Public Company Limited. -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 2019 | - Attending the Board of Directors Committee Meeting: 8/8 - 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 7 |
| Special interests which are different from other directors | - None - |

| | |
|--|--|
| Name - Surname | Dr. Korsol Surakomol |
| Age | 80 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 | - Director & Secretary, Thep Siri Foundation. - 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 2019 | - Attending the Board of Directors Committee Meeting: 8/8 - Attending the Risk Management Committee Meeting: 1/1 - 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 7 |
| Special interests which are different from other directors | - None - |

Proxy for General Shareholders' Meeting year 2020

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

1. 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. 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.

The Meeting of Shareholders other than that in the first paragraph shall be called the Extraordinary Meeting.

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.

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.

In the case where at the meeting called by the shareholders under fourth paragraph. the number of the shareholders presented does not constitute quorum as provided by Article 35, the shareholders under fourth paragraph shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

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 than 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 date 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 a 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 2020 on April 22, 2020 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 2020 on April 22, 2020 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 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. 2 : To acknowledge the Company's Performance 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. 3 : To consider and approve the Statement of Financial Position, Statement of Comprehensive Income as per auditor's report for year ended December 31 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. 4 : To approve the non payment of dividends for 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. 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

General Terdsak Marrome.

Approve Disapprove Abstain

Mr.Kumpee Chongthurakit.

Approve Disapprove Abstain

Mrs.Yupa Techakraisri.

Approve Disapprove Abstain

Mr.Prasong Techakraisri.

Approve Disapprove Abstain

Agenda No. 6 : To consider the appointment of a new director

(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 the approval of directors' remuneration for fiscal year 2020

(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 appointment of Auditors and their remuneration for fiscal year 2020

(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 on proxy older 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 2020 on April 22, 2020 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 2020 on April 22, 2020 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:

Agenda No. 1 : To approve the Minutes of Annual General Shareholders' Meeting 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. 2 : To acknowledge the Company's Performance 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. 3 : To consider and approve the Statement of Financial Position, Statement of Comprehensive Income as per auditor's report for year ended December 31 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. 4 : To approve the non payment of dividends for 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. 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
 - General Terdsak Marrome.
 - Approve Disapprove Abstain
 - Mr.Kumpee Chongthurakit.
 - Approve Disapprove Abstain
 - Mrs.Yupa Techakraisri.
 - Approve Disapprove Abstain
 - Mr.Prasong Techakraisri.
 - Approve Disapprove Abstain

Agenda No. 6 : To consider the appointment of a new director

- (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 the approval of directors' remuneration for fiscal year 2020

- (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 appointment of Auditors and their remuneration for fiscal year 2020

- (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) 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.

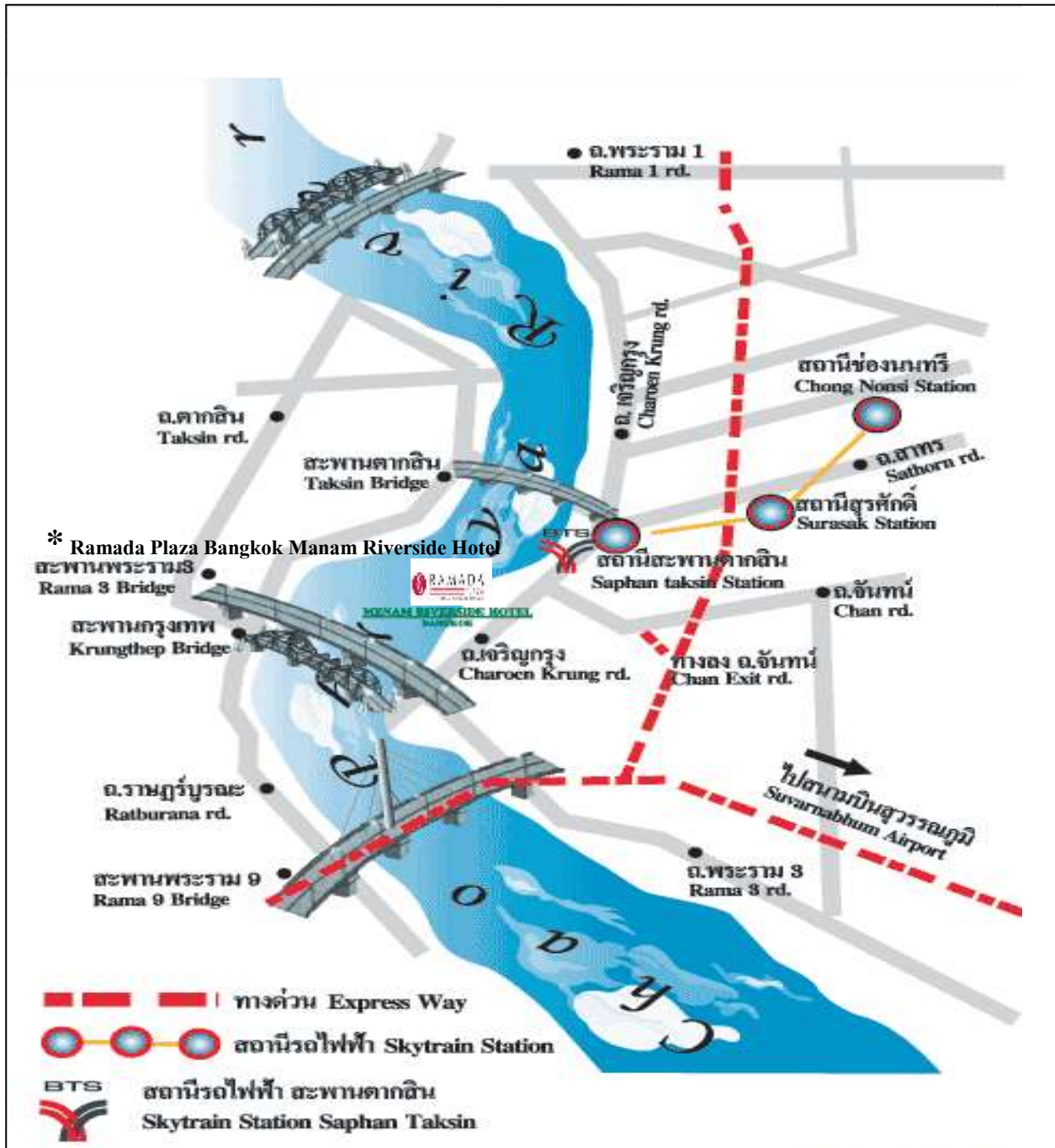
For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

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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