

March 7, 2018

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**Agenda 8. Others, if any**

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

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

Respectfully yours,



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

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