

No. 139/2020

August 3, 2020

Subject : Reports on Shareholders Resolutions No.69

To : The Managing Director
The Stock Exchange of Thailand

Saha Pathanapibul Public Company Limited would like to report on the resolutions made at the Annual General Meeting of Shareholders No.69 which was held on August 3, 2020. While the Meeting started, there were shareholders and proxies 44 persons, equivalent to 89 shareholders, representing 273,830,752 shares or 82.98% of the total outstanding and paid-up shares. And in case the shareholders registered to attend the meeting after the meeting started, the shareholders have rights to vote in following agenda. The company will count the votes of shareholders who attended the meeting during the forming of the quorum in the agenda which they voted and for the orderly votes. The details of the resolutions are as follows:

1. Approval of the minutes of the Annual General Meeting of the Shareholders No.68 on April 22, 2019, with the votes:
Agree 274,406,396 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.
Disagree : - None -
Abstain : - None -
Voided ballots : - None -
2. Acknowledgement of the report of the Board of Directors for the past year.
3. Approval of the financial statements for the year ended December 31, 2019, with the votes:
Agree 274,406,396 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.
Disagree : - None -
Abstain : - None -
Voided ballots : - None -

4. Approval of the appropriation of profit proposed by the Board of Directors and acknowledge the interim dividend payment. Legal reserve was fully reserved that no further reserve was required. The Company has already paid interim dividend at Baht 0.60 per share, amounting to Baht 198,000,000 on December 11, 2019 and to avoid the impact of the aforesaid postponement of the Annual General Meeting because of the outbreak of the Coronavirus Disease 2019 ("COVID-19"), the Board of Directors resolved to pay the interim dividend at Baht 1.00 per share, amounting to Baht 330,000,000 on May 8, 2020, a total of the 2 interim dividend payments amount of Baht 528,000,000 which will be paid from the retained earning already subject to 25% of the corporate income tax which the individual shareholders can apply for tax credit in subject to Section 47 bis of the Revenue Code. The Board of Directors will not propose any further annual dividend for the fiscal year of 2019. with the votes:

Agree 274,406,396 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -

Abstain : - None -

Voided ballots : - None -

5. Approval of election of directors to replace the directors whose term has expired by rotation
Approval of election of directors to replace the 5 directors whose term has expired by rotation, electing the directors of Company one by one as follows,

1. Mr. Boonpakorn Chokvathana

Agree 274,406,396 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -

Abstain : - None -

Voided ballots : - None -

2. Mr. Vathit Chokwatana

Agree 274,406,396 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -

Abstain : - None -

Voided ballots : - None -

3. Mr. Boonyarith Mahamontri

Agree 274,406,396 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -

Abstain : - None -

Voided ballots : - None -

4. Mr. Wasin Teyateeti

Agree 274,406,396 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -

Abstain : - None -

Voided ballots : - None -

5. Mr. Khachornsakdi Vanaratseath

Agree 274,406,396 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -

Abstain : - None -

Voided ballots : - None -

Therefore, there are 15 persons of the Board of Directors for the Company as follows:

- | | |
|-----------------------------------|-------------------------------|
| 1. Mr. Boonpakorn Chokvathana | 2. Mr. Boonsithi Chokwatana |
| 3. Mr. Boonchai Chokwatana | 4. Mr. Boonyarith Mahamontri |
| 5. Mr. Khachornsakdi Vanaratseath | 6. Mr. Wasin Teyateeti |
| 7. Mr. Vathit Chokwatana | 8. Mrs. Pasook Raksawonkse |
| 9. POL.MAJ.GEN.Panurat Meepien | 10. Mr. Petch Paniangvait |
| 11. Ms. Sirilak Dhanasarnsilp | 12. Mrs.Chailada Tantivejakul |
| 13. Dr. Vichai Charoenwongse | 14. Mr. Thamarat Chokwatana |
| 15. Mr. Vichit Tantianunanont | |

The Company has fully independent directors in the one-third of the Board of Directors are Mr. Wasin Teyateeti, POL.MAJ.GEN. Panurat Meepien, Mr. Khachornsakdi Vanaratseath, Dr. Vichai Charoenwongse and Mr. Vichit Tantianunanont and the Audit Committee of the Company are Mr. Wasin Teyateeti, Mr. Khachornsakdi Vanaratseath and POL.MAJ.GEN. Panurat Meepien.

6. Approval on the remuneration to Board of Directors is not exceed 15 million Baht a year. The amount excluded the remuneration and welfare which Directors received as Company's employee or staff, details are as follow;

1. Directors

- Meeting attendance fee (paid to attending directors only)

(Unit : Baht/ meeting)

Chairman 12,000

Director 10,000

- Annual Remuneration is paid to all directors, allocated by the Nomination and Remuneration Committee and to propose the remuneration to the Board of Director for approval.

2. Audit Committee, Meeting attendance fee is paid by quarter.

(Unit : Baht/ quarter)

Chairman 60,000

Director 30,000

3. Nomination and Remuneration Committee

- Meeting attendance fee (paid to attending directors only)
(Unit : Baht/ meeting)

Chairman	12,000
Director	10,000

4. Risk Management Committee

- Meeting attendance fee (paid to attending directors only)
(Unit : Baht/ meeting)

Chairman	4,000
Director	3,000

5. Corporate Governance Committee

- Meeting attendance fee (paid to attending directors only)
(Unit : Baht/ meeting)

Chairman	4,000
Director	3,000

6. Any other benefits - none -

- Remuneration of other sub committees which organized by the Board will be in the consideration of the Board of Directors and considered by appropriateness, duties and responsibilities.

From the General Meeting of Shareholders approval until changes, the remuneration payment will not exceed the amount which approved by the General Meeting of Shareholders, with the votes:

Agree 274,406,396 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -
Abstain : - None -
Voided ballots : - None -

7. Approval to appoint Mrs. Suvimol Krittayakiern, Certified Public Accountant No. 2982 and/or Mr. Nopparoe Pissanuwong, Certified Public Accountant No.7764, and/or Mr. Wirote Satjathamnukul, Certified Public Accountant No.5128, of D.I.A. International Audit Co.,Ltd. to be auditor(s) of the Company for the year 2020, and Mrs. Suvimol Krittayakiern, Certified Public Accountant No. 2982 has been the signer of the company's financial statements for 3 years (from 2017) with the remuneration as follows:

1. Review of the financial statements for 1 st , 2 nd , 3 rd quarters	795,000	Baht
2. Review for consolidated of the financial statements for 1 st , 2 nd , 3 rd quarters	240,000	Baht
3. Audit fee for the year ended December 31, 2020	1,005,000	Baht
4. Audit consolidated for the year ended December 31, 2020	<u>110,000</u>	Baht
Total	<u>2,150,000</u>	Baht

with the votes:

Agree 274,406,396 votes or to be 100% of casting votes of shareholders who attended the meeting and voted.

Disagree : - None -

Abstain : - None -

Voided ballots : - None -

Please acknowledge accordingly,

Yours sincerely,

Pasook Raksawonkse , Vathit Chokwatana

(Mrs. Pasook Raksawonkse , Mr. Vathit Chokwatana)
Directors