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S A H A P A T

SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED

Notice of the General Meeting of Shareholders

No. 68

Monday, April 22, 2019 at 10.00 a.m.

**At Chao Praya Room 2, Monthien Riverside Hotel,
No.372, Rama 3 Road, Kwaeng Bangkhlo , Khet Bang Kho Laem , Bangkok 10120**

**Please bring the Registration Form with Barcode to the meeting
For convenience in registration**



No. 056 /2019

April 01, 2019

Notice of the Annual General Meeting of Shareholders No. 68

To: Shareholders

- Attachments:
1. Copy of Minutes of the Annual General Meeting of Shareholders No.67 on April 23, 2018
 2. Annual Report for the year 2018 (QR Code) on QR code Registration Form
 3. Profile of the nominated persons (to be directors) in replacement of those who are retired by rotation
 4. The definition of “Independent Directors”
 5. The profile data of Independent Directors and Audit Committee that the Company nominated as the authorized person from the shareholders
 6. The Articles of Association which related to the General Meeting of Shareholders
 7. Documents and evidence of the person in attendance has to be presented before attending the meeting and the regulation for the meeting
 8. QR Code downloading procedures for the Annual Report 2018
 9. Procedures for attending the General Meeting of Shareholders
 10. Proxy Form B
 11. Requirement form of the Annual Report (printed form)
 12. Map of the meeting place of the General Meeting of Shareholders
 13. QR Code Registration Form (must be presented at the meeting day)

The Board of Directors of the Company determined to arrange the Annual General Meeting of Shareholders No. 68 on Monday, April 22, 2019, 10.00 a.m. at Chao Praya Room 2, Montien Riverside Hotel, No. 372, Rama 3 Road, Kwaeng Bangkhlo, Khet Bang Koeam, Bangkok 10120. The Company invited our shareholders to propose an agenda and/or to nominate candidates to be elected as directors from December 1 to 30, 2018, neither agenda nor candidates were proposed, therefore, the agendas to be considered are as follows:

1. **To certify the minutes of the Annual General Meeting of Shareholders No. 67 on April 23, 2018.**

Fact and reason : The Company has arranged the minutes to be submitted to the Stock Exchange of Thailand and publicized on the Company's website (www.sahapat.co.th) within 14 days from the day of the General Meeting of Shareholders and submitted to the Department of Business Development, Ministry of Commerce according to the requirement of the laws. A copy of the Minutes is attached as the attachment No.1.

Comment of the Board: Such minutes were recorded and should be submitted to the General Meeting of Shareholders for certification.

2. To acknowledge the Report of the Board of Directors for the previous year

Fact and reason: The Report of the Board of Directors and the operating results of the Company in 2018 provided in the Annual Report of 2018 (QR Code download), submitted together with the notice of the General Meeting of Shareholders in accordance with the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand

Comment of the Board : Such reports should be submitted to the General Meeting of Shareholders for acknowledgement.

3. To approve of the Financial Statements for the year ended December 31, 2018

Face and reason: Such Financial Statements were prepared in accordance with the financial reporting standards, examined and certified by a Certified Public Accountant and reviewed by the Audit Committee and the Board of Directors. The summary of the financial status and performance of the Company during the year 2018 are as follows:

(Unit: million Baht)

Transactions	Consolidated	Separated
Total Assets	26,714	25,952
Total Liabilities	9,350	9,244
Shareholders' Equity	17,364	16,708
Total Income	33,337	33,380
Net Profit	1,779	1,644
Basic Earnings per Share (Baht/Share)	5.28	4.98

Comment of the Board: Such Financial Statements should be submitted to the General Meeting of Shareholders for approval.

4. To approve the profit allocation and dividend payment

Fact and reason: The Company has the policy to pay the dividend at least Baht 0.15 per share by the consideration of business results and economic conditions. In 2018, profit for the year of the Company is the total amount of 1,644 million Baht, unappropriated retained earnings are 8,478 million Baht, and total earning for appropriation is 10,122 million Baht.

Comment of the Board: It was agreed to propose to the General Meeting of Shareholders to approve the appropriation of profit and dividend payment. Legal reserve was fully reserved so the Board of Directors agreed not to reserve in this year and agreed to pay the dividend Baht 1.50 per share for 330,000,000 shares, a total amount of Baht 495,000,000 which is compliance with the Company's dividend payment policy. The Company has already paid interim dividend at Baht 0.50 per share, amounting to Baht 165,000,000 on December 12, 2018 and remaining dividend payment another at Baht 1.00 per share, amounting to Baht 330,000,000 which will be paid from the retained earning already subject to 30% 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 shareholders entitling to receive the dividend according to the name listed on May 7, 2019 and determine dividend payment date on May 21, 2019. Details of dividend payment are as follows:

Details of Dividend Payment	2018 (Propose to Pay)	2017 (Paid)	The Policy
Dividend per Share (Baht / Share)	1.50 Baht	1.50 Baht	0.15 Baht
- Interim Dividend (Baht / Share)	0.50 Baht	0.50 Baht	-
- Dividend will pay for this time (Baht / Share)	1.00 Baht	1.00 Baht	-
Dividend Ratio per Net Profit	30.12 %	34.28 %	3.01 %

5. To consider the election of directors in replacement of those who are retired by rotation

Fact and reason: According to the Article of Association, Article 21, in every annual general meeting of shareholders, one-third of the directors are retired by rotation. If the number of directors cannot be divided into three parts, the nearest to such one-third of the directors shall retire from office and the retiring directors may be re-elected. In this General Meeting of Shareholders, five retiring directors are:

- | | | |
|-------------------|---------------|---------------------------------------|
| (1) Mr. Boonsithi | Chokwatana | Honorary Chairman |
| (2) Mr. Boonchai | Chokwatana | Chairman/ Chairman of Executive Board |
| (3) Miss.Sirilak | Dhanasarnsilp | Director |
| (4) Mr. Thamarat | Chokwatana | Director |
| (5) Dr. Vichai | Charoenwongse | Independent Director |

Comment of the Board: The Board of Directors, excluding the Directors who are nominated persons, has resolution to approve 5 persons to be the Directors of the company for another term. All 5 directors who has acknowledged competence and experience from various professionals, and including the consideration of work resulted by the Board of Directors, is good and qualifications stipulated by law, notifications, and the Article of Association. The profile of the nominated persons to be directors is in the attachment No.3.

6. To consider the Board of Director's remuneration

Fact and reason: According to the Article of Association, Article 32, the Company is not allowed to pay money or provide any property to the directors, except for the remuneration under their rights and other kind of benefits normally provided to those who were appointed as the directors of the Company. It also excludes the remuneration and welfare which directors received as a Company's employee or staff. For 2018, the General Meeting of Shareholders agreed to approve the remuneration to the directors of the Company not exceed 15 million Baht a year, the Company had the actually paid Baht 11,342,000 consisting of Baht 1,748,000 of meeting attendance fees, Baht 9,000,000 of the annum remuneration, Baht 510,000 of meeting attendance fee for Audit Committee, and Baht 84,000 of meeting attendance fees for Risk Management and Anti-Corruption Committee. The Company reported the summaries of the amount of money paid to each of the directors, Audit Committee and Risk Management and Anti-Corruption Committee individually and separately as shown in the Annual Report and 56-1 Form.

Comment of the Board: It was agreed to propose the General Meeting of Shareholders to approve the remuneration of directors should not exceed 15 million Baht. The amount excluded, and the remuneration and welfare which directors received as the Company's employee or staff, which consideration on evaluation of the Board of Directors operation, Company's operation result, the amount approved by the General Meeting of Shareholders, the amount paid for past year and

comparison with the level in same business group including power, duties and responsibilities. The proposal is as follows:

1. Board of Directors

- Meeting attendance fee (paid to attending directors only)

	<u>2019</u>	<u>2018</u>	
Chairman	12,000	12,000	(Baht/Meeting)
Director	10,000	10,000	(Baht/Meeting)

- Annual Remuneration is paid to all directors and allocated by the Board of Directors.

2. Audit Committee

- Meeting attendance fee is paid by quarter

	<u>2019</u>	<u>2018</u>	
Chairman	60,000	60,000	(Baht/Meeting)
Director	30,000	30,000	(Baht/Meeting)

3. Risk Management and Anti-Corruption Committee

- Meeting attendance fee (paid to attending directors only)

	<u>2019</u>	<u>2018</u>	
Chairman	4,000	4,000	(Baht/Meeting)
Consultant	4,000	4,000	(Baht/Meeting)
Director	3,000	3,000	(Baht/Meeting)

4. Any other benefits - none -

- Remuneration of other subcommittees, which were 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.

7. To appoint the Company's auditor and to consider the auditor fees

Fact and reason: According to the Article of Association, Article 49 and 50, the Auditors must not be any director, employee, staff or any otherwise position of the Company. The Auditors will be appointed in every General Meeting of Shareholders. The Company may re-appoint the former auditor after the termination. In 2018, the auditors were Mrs. Suvimol Krittayakiern, Certified Public Accountant No.2982, and/or Ms. Suphaphorn Mangjit, Certified Public Accountant No.8125, and/or Mr. Nopparoeck Pissanu Wong, Certified Public Accountant No.7764 of D I A International Audit Co., Ltd., with the remuneration of Baht 1,840,000. By having Mrs. Suvimol Krittayakiern, Certified Public Accountant No.2982, as a signer of the Financial Statement since 2017.

The Audit Committee have considered and agreed to propose Mrs. Suvimol Krittayakiern, Certified Public Accountant No.2982, and/or Ms. Suphaphorn Mangjit, Certified Public Accountant No. 8125, and/or Mr.Nopparoeck Pissanu Wong, Certified Public Accountant No.7764, of D I A International Audit Co., Ltd., to be the auditor of the Company for the year 2019.

Comment of the Board: It is agreed with the proposal of the Audit Committee. It should be proposed to the General Meeting of Shareholders to appoint Mrs. Suvimol Krittayakiern, Certified Public Accountant No.2982, and/or Ms. Suphaphorn Mangjit, Certified Public Accountant No. 8125, and/or Mr. Nopparoeck Pissanu Wong, Certified Public Accountant No.7764, of D I A International

Audit Co., Ltd., to be the auditor of the Company for the year 2019 and consider the auditor fees are as follows:

Description	<u>2019</u> (THB)	<u>2018</u> (THB)
Review of the financial statement for 1 st , 2 nd and 3 rd quarters	750,000	630,000
Review for consolidated of the financial statements for 1 st , 2 nd and 3 rd quarters	210,000	225,000
Audit fee for the year ended December 31	980,000	885,000
Audit consolidated for the year ended December 31	110,000	100,000
Total	2,050,000	1,840,000

For the shareholders' acknowledgement, the other services fee from the office of auditor in the year 2019

- Audited fees for PAEs of 4 subsidiaries	140,000 Baht
- Financial statements of Private Fund	200,000 Baht
- Information technology system audit	<u>220,000</u> Baht
Total	<u>560,000</u> Baht

and auditor fees for subsidiaries as follows:

<u>Audit Fee for Subsidiaries</u>	<u>2019</u> (THB)	<u>2018</u> (THB)
1. Chokchaipibul Co., Ltd.	465,000	405,000
2. Bangkok Tower (1999) Co., Ltd.	245,000	235,000
3. Tipvarin-Wattana Co., Ltd.	260,000	244,000
4. Tipvarin Inter Packaging Co., Ltd.	290,000	274,000
5. Dairy Thai Co., Ltd.	240,000	240,000

The Auditors mentioned above do not have any relationship or vested interest with the Company/ associated companies/ executives/ major shareholders or any person who are related to them.

8. Other matters (if any)

The shareholders are invited to attend the meeting on the date, time, and venue indicated above. The shareholders may register to attend the meeting at the venue of the meeting on such date at 8.00 a.m. onwards. It is the Company's policy to support shareholders to participate in the Company's operation, so the shareholders can submit questions in advance. The shareholders who have the questions related to any agenda of the General Meeting of Shareholders are able to send the questions in advance through email: invest@sahapat.co.th or a registered mail to Mrs. Siriporn Lekayavijitr (Company's Secretary) Saha Pathanapibul Public Company Limited, 2156 New Petchburi Road, Bangkok, Huaykwang, Bangkok 10310 or Fax No. 0-2318-1152 within April 17, 2019, and please specify the name, address and telephone number for the Company to contact back. The Company's Secretary will collect all questions submitted to the Chairman of the Board of Directors for consideration orderly and answer the questions submitted in advance on the meeting day.

For your convenience, if you are unable to attend the meeting and desire to appoint a person to attend the meeting and vote on your behalf, please completely fill and sign a Proxy Form from the Company's website www.sahapat.co.th. Foreign investors who authorize the custodian in Thailand to keep and safeguard their shares can choose either one of the Proxy Form; Form A, Form B; or Form C. Other Shareholders can choose only one of the Proxy Form; Form A; or Form B. The Shareholders who desire to appoint the Independent Directors who have also been Audit Committee of the Company, whose names were nominated by the Company as the selective proxies for the Shareholders, please see information in the attachment No.5.

You are kindly requested to submit the completed Proxy Form at least one day prior the meeting in order to facilitate the verification of the evidence. The Company will process registration with the barcode system, for registration convenience, each of Shareholders and proxies, who will attend the meeting, please sign and bring the QR Code Registration Form on the meeting day for the right to attend the Shareholder Meeting (attached as the attachment No.13).

By the order of the Board of Directors

Siriporn Lekayavijitr

(Mrs. Siriporn Lekayavijitr)

Company's Secretary

(English Translation)

SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED
The Minutes of the General Meeting of Shareholders No. 67

The meeting was held at Chao Praya Room 2, Montien Riverside Hotel, No. 372 Rama 3 Road, Khwaeng Bangklo, Khet Bangkoleam, Bangkok on April 23, 2018. There were shareholders in person and proxies 89 persons, equivalent to 155 shareholders, representing 266,426,431 shares or 80.74% of the total outstanding and paid-up shares (the Company had 330,000,000 outstanding and paid-up shares in total).

The Meeting commenced at 10.00 a.m.

Mr. Boonchai Chokwatana, Chairman of the Board acting as Chairman of the meeting.

Mrs. Siriporn Lekayavijitr, Company's Secretary, informed that there were shareholders and proxies 80 persons, equivalent to 146 shareholders, representing 266,314,863 shares or 80.70% of the total outstanding and paid-up shares (the Company had 330,000,000 outstanding and paid-up shares in total) which constituted the quorum.

Mr. Boonchai Chokwatana, Chairman, informed the meeting in the name of the Board of Directors of SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED would like to thanks all shareholders attending the meeting and welcomed the shareholders to the General Meeting of shareholders No.67 and introduced the Board of Directors, Management team and Auditors of Company as follows:

Attendance of the Board of Directors

1.	Mr. Boonsithi	Chokwatana	Honorary Chairman
2.	Mr. Boonchai	Chokwatana	Chairman / Chairman of the Executive Board
3.	Mr. Boonpakorn	Chokvathana	Vice Chairman
4.	Mr. Vathit	Chokwatana	President
5.	Mr. Boonyarith	Mahamontri	Director
6.	Mrs. Pasook	Raksawonkse	Senior Vice President and Chairman of Risk Management and Anti-Corruption Committee
7.	Mr. Wasin	Teyateeti	Independent Director / Chairman of Audit Committee
8.	Mr. Khachornsakdi	Vanaratseath	Independent Director / Audit Committee
9.	Mr. Petch	Paniangvait	Director
10.	Miss. Sirilak	Dhanasarnsilp	Director
11.	Mrs. Chailada	Tantivejakul	Director
12.	Dr. Vichai	Charoenwongse	Independent Director
13.	Mr. Thamarat	Chokwatana	Director
14.	Mrs. Siriporn	Lekayavijitr	Company's Secretary / Executive Board

Non - Attendance

1.	Mr. Surindr	Vadhanasiriphongs	Independent Director / Audit Committee
2.	POL.MAJ.GEN.Panurat	Meepien	Independent Director / Audit Committee

Mr. Boonchai Chokwatana, Chairman, given to Mrs. Siriporn Lekayavijitr, Company's Secretary, advice the Executive Board, the Auditor and the representative from the company auditor including explained the voting right procedure to the Meeting as follows:

Attendance of the Management Team

1.	Mr. Vora	Punkamol	Executive Director / Sales Director 1
2.	Mr. Punnavee	Sukyen	Executive Director / Sales Director 2
3.	Mr. Parinya	Sithidumrong	Executive Director / Marketing Director 1
4.	Mr. Pipat	Kowsuparmongkol	Executive Director
5.	Mr. Peerapol	Chanwichit	Executive Director
6.	Mrs. Siriwan	Wongariyakavee	Executive Director
7.	Miss Patcharaporn	Vatanasuk	Executive Director
8.	Miss Jamnong	Sriampornkul	Department Manager Accounting

Therefore, in this General Meeting of Shareholders, Sub committees Chairman and the Top Management of Accounting attended the meeting.

Auditor and the Representative attendance the meeting

1.	Mrs. Suvimol	Krittayakiern	Auditor
2.	Miss Areerat	Amoncharoensawat	Representative

From D I A International Audit Co., Ltd. was the witness in counting votes of the Meeting.

The Meeting considered and resolved as follows:

Mrs. Siriporn Lekayavijitr, Company's Secretary, informed that Company had given the opportunity to shareholders to propose agenda and/or to nominate candidates to be elected as directors from December 1 to 30, 2017, neither agenda nor candidates were proposed.

The voting right in this Meeting was in accordance with the Company's Article of Association No. 43 that prescribed one share was equal to one vote. The casting of vote with revelation, the shareholders could cast of vote with agree, disagree or abstain in each agenda. Counting of vote regarded especially from disagree and/or abstain including votes on bad cards (if any) the remaining of votes counted to be the affirmative vote for resolution of that agenda.

By deduction from all attended votes. In the case that shareholders did proxy to appoint other person to attend the meeting and to cast the vote according to shareholders' specified objective by sending the Proxy Form to Company in advance; Company has already recorded votes of the shareholders in the system.

In the case of a bad card, there is a vote in excess of one channel, or in the case of a strike in the card without signing the strike zone.

In the case that shareholders registered to attend the Meeting after the Meeting started, the shareholders have rights to vote in the remaining agenda. The Company would count the vote of shareholders who attended the Meeting during the forming of the quorum in the agenda which they voted and for the orderly vote, and recorded to the Minutes of the Meeting.

For transparency and well organized system, the Company counted the votes by Barcode System, and shareholders would see the votes of each agenda on screen at the same time, classified as follows:

1. Any agenda, except, the agenda of directors election, shareholders who disagreed or abstained their votes should raise the sign plate, the officer would bring the voting card to fill the registered number, specify an opinion and sign the name in the voting card, the officer would keep the voting card.

2. The election of directors' agenda, shareholders received voting card at the registered, would fill the specified opinion on the election of each director individually and sign the name in the voting card. In the case that shareholders who disagreed or abstained the votes should raise the sign plate, and the officer would count the votes immediately. But collect voting cards from shareholders / Proxies would be done at the end of this agenda.

The Directors who were shareholders reserved the right to vote for approval in every agenda according to the Board of Director's proposal. In case of shareholders assigned Director as Proxies to vote, Director would vote in accordance with the shareholder's specific objectives prescribed in Proxy Form.

Afterwards, Mr. Boonchai Chokwatana, Chairman, has processed the meeting with agenda as follows:

Before the 1st Agenda meeting started, the Company's Secretary informed that there were 2 persons, equivalent to 2 shareholders attending the meeting, holding 3,700 shares, to be in aggregate of shareholders and proxies in total of 83 persons, equivalent to 149 shareholders, which represented 266,353,963 shares or 80.71% of the total outstanding and paid-up shares.

1. To certify the Minutes of Annual General Meeting of Shareholders No.66 held on April 24, 2017.

Mr. Boonchai Chokwatana, Chairman, proposed that the Company had arranged the Minutes of the General Meeting of Shareholders No. 66 held on April 24, 2017 and submitted to the Stock Exchange of Thailand, and publicized on the Company's website www.sahapat.co.th within 14 days from the day of the General Meeting of Shareholders, and submitted to Department of Business Development, Ministry of Commerce, as required by the laws where copies of the Minutes was attached to the Notice that was sent to the shareholders, accordingly, the Board of Directors had opinion that the Minutes was corrected record.

Therefore, the Meeting was proposed for consideration and certification.

After consideration: the meeting unanimously resolved to certify the Minutes of the General Meeting of Shareholders No. 66 held on April 24, 2017 as proposal, with the votes:

Agree: 266,353,963 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

2. To Acknowledge the Report of the Board of Directors for the previous year.

Mr. Boonchai Chokwatana, Chairman, reported to the Meeting that the Board of Directors' report and the operating results of the Company in 2017 provided in the Annual Report of 2017 in CD-ROM as earlier submitted to shareholders together with the Notice of the General Meeting of Shareholders.

In 2017, the income generated by the sales of the Company and subsidiaries equaled 31,505 million Baht, decreased to 1,347 million Baht or 4.10% from the year 2016. In the year 2017, competition in the consumer goods market continued to intensify. The two original brands that have been pulled back are Nike, which changed its sales policy and "Aroi-D coconut milk". The Company has also been able to maintain its sales base from existing products. However, the Company has partnered with new partners as a distributor of "Under Armor" products, primarily to distribute products out of the province. In the past, the Nike branded sportswear was sold and the brand "coconut milk" was distributed.

The Company and its subsidiaries had gross profit of 5,440 million Baht or 17.27% of total sales. After deducting selling and administrative expenses, and financial costs, profit before tax was 1,903 million Baht and net profit after tax was 1,572 million Baht, an increase of 186 million Baht or equivalent to 13.36%

In 2017, the company expanded its anti-corruption coalition to a subsidiary. The subsidiaries have developed anti-corruption policy and the anti-corruption policy to employees of the company, and the partners have been known and practiced.

Communicate and publicize anti-corruption policies, Anti-Corruption Policy inside the company and outsiders through various channels such as the company website, Intranet, Brochures, etc.

Encourage training about Anti-corruption to the directors, executives, and employees continuously

No shareholder provided any additional comments. The Chairman requested the Meeting to acknowledge the report of the Board of Directors.

After consideration: the Meeting acknowledged the report of the Board of Directors.

Before the 3rd Agenda meeting started, the Company's Secretary informed that there were 3 persons, equivalent to 3 shareholders attending the meeting, holding 16,920 shares, to be in aggregate of shareholders and proxies in total of 86 persons, equivalent to 152 shareholders, which represented 266,370,883 shares or 80.72% of the total outstanding and paid-up shares.

3. To Approve of the Financial Statements for the year ended December 31, 2017.

Mr. Boonchai Chokwatana, Chairman, proposed the Financial Statements, consisting of Statements of Financial Position, Statements of Comprehensive Income, Statements of Changes in Shareholders' Equity, Statements of Cash Flows and Notes to the Financial Statements as at December 31, 2017. Such Financial Statements were prepared in accordance with generally accepted accounting principles, examined and certified by a Certified Public Accountant and reviewed by the Audit Committee and the Board of Directors, as detailed in the Annual Report for the year 2017, and earlier sent to shareholders together with the Notice for shareholders' consideration. Summary was as follows:

Unit : Million Baht		
Transactions	Consolidated	Separated
Total Assets	25,751	25,092
Total Liabilities	9,397	9,341
Shareholders' Equity	16,354	15,751
Total revenues	32,018	32,072
Net Profit	1,572	1,444
Earnings Per Share (Baht)	4.65	4.38

Therefore, the Meeting was proposed for consideration and approval.

After consideration: the meeting unanimously resolved to approve the Financial Statements as at December 31, 2017 as proposal, with the votes:

Agree: 266,370,883 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

4. To Approve the Profit Allocation and Dividend Payment.

Mr. Boonchai Chokwatana, Chairman, presented to the Meeting that the following information as at December 31, 2017:

Net Profit of the year 2017	1,444,073,966.81	Baht
Unappropriated Retained Earnings	<u>7,529,488,388.35</u>	Baht
Total Appropriated Retained Earnings	8,973,562,355.16	Baht

The Board of Directors proposed an appropriation of the retained earnings as follows:

Legal reserve was fully reserved, and no reservation in this year.

Dividend Payment of Baht 1.50 per share	495,000,000.00	Baht
Interim Dividend payment of Baht 0.50	<u>165,000,000.00</u>	Baht
Remaining paid Baht 1.00 per share	<u>330,000,000.00</u>	Baht
Unappropriated Retained Earning Carried forward	<u>8,643,562,355.16</u>	Baht

Dividend payment would be paid from the retained earning under corporate income tax at 30% where the individual shareholders can apply for tax credit in accordance with section 47 *bis* of the revenue code, by closing the shareholders registration books for suspension of share transfer on May 7, 2018. Date of dividend payment would be on May 22, 2018.

Therefore, the Meeting was proposed for consideration and approval.

After consideration: the meeting unanimously resolved to approve that there would be no legal reserve in this year due to fully reserved, and dividend payment was Baht 1.50 per share, amounting to Baht 495,000,000 The Company has already paid interim dividend at Baht 0.50 per share, amounting to Baht 165,000,000, on December 8, 2017 and remaining dividend payment at Baht 1.00 per share, amounting to Baht 330,000,000 as proposed, with the votes:

Agree: 266,370,883 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

Before the 5th Agenda meeting started, the Company's Secretary informed that there were 1 persons, equivalent to 1 shareholders attending the meeting, holding 39,980 shares, to be in aggregate of shareholders and proxies in total of 87 persons, equivalent to 153 shareholders, which represented 266,410,863 shares or 80.73% of the total outstanding and paid-up shares.

5. To consider the election of directors in replacement of those who are retired by rotation

Mr. Vathit Chokwatana, President, proposed to the Meeting that there were 15 Directors elected by the General Meeting of Shareholders.

According to the Article of Association, No.21, in every annual general meeting of shareholders, one-third of the directors are retired by rotation. If the number of directors cannot be divided into three part, the nearest to such one-third (1/3) of the directors shall retire from office and the retiring directors may be re-elected.

In this Annual General Meeting of Shareholders No.67, 5 retiring directors were:

1. Mrs. Pasook	Raksawonkse	Vice Chair / Chairman of Risk Management and Anti-Corruption Committee
2. Mr. Surindr	Vadhanasiriphongs	Independent Director / Audit Committee
3. POL.MAJ.GEN.Panurat	Meepien	Independent Director / Audit Committee
4. Mr. Petch	Paniangvait	Director
5. Mrs. Chailada	Tantivejakul	Director / Executive Director / Director of Risk Management and Anti – Corruption Committee

Mr. Surindr Vadhanasiriphongs declared not to be re-elected as director for another term.

Comment of the Board: The Board of Directors, excluding the Directors who are nominated persons, has resolution to approve 4 persons to be the Directors of the company for another term. Pol. Maj.Gen.Panurat Meepien is Independent Director for more than 9 years, who had knowledge competence, and experience required by the Company and was able to perform his duty of independent director. And to nominate Mr. Vichit Tantianunanont to replace the Independent Director reserved for Mr. Surindr Vadhanasiriphongs. The Board of Directors considered that Mr. Vichit Tantianunanont can provide independent opinion and follow relevant criteria. All 5 directors who has acknowledged competence and experience from various professionals, and including the consideration of work resulted by the Board of Directors, is good and qualifications stipulated by law, notifications, and the Article of Association.

In addition, under the Public Limited Companies Act B.E. 2535, Section 86, stated that the director shall not be director of other company operating business which had the same nature as and in competition with the business of the company, unless the director notified the shareholders meeting prior to the resolution of such appointment. Accordingly, it was informed to the Meeting before election that some nominated directors to be re-elected in this agenda were also the directors of other companies operating business which had the same nature as and in competition with the business of the Company as follows:

Name	Position	Company
Mr. Petch Paniangvait	Foreign Investment Manager	Thai President Foods Plc.

Profile of nominated persons to be directors already attached to the Notice sent to shareholders.

Therefore, the Meeting was proposed for consideration and election of the following nominated persons to be Directors of Company one by one as follows:

1. Mrs. Pasook Raksawonkse

After consideration: The meeting unanimously resolved to elect as proposed, with the votes:

Agree: 266,410,863 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

2. POL.MAJ.GEN. Panurat Meepien

After consideration: The meeting unanimously resolved to elect as majority vote, with the votes:

Agree: 266,410,853 votes; to be 99.9999% of casting votes of shareholders who attended the Meeting and voted

Disagree: 10 votes; to be 0.0000% of casting votes of shareholders who attended the Meeting and voted

Abstain: - None -

Voided Ballots: - None -

3. Mr. Petch Paniangvait

After consideration: The meeting unanimously resolved to elect as proposed, with the votes:

Agree: 266,410,863 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

4. Mrs. Chailada Tantivejakul

After consideration: The meeting unanimously resolved to elect as proposed, with the votes:

Agree: 266,410,863 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

5. Mr. Vichit Tantianunanont

After consideration: The meeting unanimously resolved to elect as majority vote, with the votes:

Agree: 266,392,710 votes; to be 99.9932 of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: 18,153 votes; to be 0.0068% of casting votes of shareholders who attended the Meeting and voted

Voided Ballots: - None -

Mr. Vathit Chokwatana, President, announced to the Meeting, the 15 Board of Directors were 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. Miss Sirilak	Dhanasarnsilp	12. Mrs. Chailada	Tantivejakul
13. Dr. Vichai	Charoenwongs	14. Mr. Thamarat	Chokwatana
15. Mr. Vichit	Tantianunanont		

The Company had fully independent directors in the one-third of the Board of Directors who were Mr. Wasin Teyateeti, POL.MAJ.GEN. Panurat Meepien, Mr. Khachornsakdi Vanaratseath, Dr. Vichai Charoenwongs, and Mr. Vichit Tantianunanont.

Presently, the Audit Committee of the Company were Mr. Wasin Teyateeti, POL.MAJ.GEN. Panurat Meepien and Mr. Khachornsakdi Vanaratseath

6. To consider the Board of Directors' remuneration.

Mr. Vathit Chokwatana, President, proposed to the meeting that according to the Articles of Association, Article 32, the Company was not allowed to pay money or provided any property to the Directors, except for the remuneration under their right and other kind of benefits normally provided to those appointed as the Directors of the Company. However, it excluded the remuneration and a welfare which Directors received as Company's employee or staff. For 2017, the General Meeting of Shareholders agreed to approve the remuneration to the directors of the Company not exceeding Baht 15 million a year, the Company had actually paid Baht 10,662,000 consisting of Baht 1,778,000 for directors' meeting attendance fee, Baht 8,200,000 for the directors' annual remuneration, Baht 600,000 for meeting attendance fee of Audit Committee and Baht 84,000 for meeting attendance fee of Risk Management Committee.

For 2018, the Board of Directors agreed to propose the General Meeting of Shareholders to approve the remuneration of Directors not exceeding Baht 15 million. This amount excluded the remuneration and welfare which Directors received as Company's employee or staff, which consideration on evaluation of Board of Directors operation, Company's operation result, the amount approved by the General Meeting of Shareholders, the amount paid for past year and comparison with the level in same business group including power, duties and responsibilities. The proposal was as follows:

1. Board of Directors
 - Meeting attendance fee (paid to attending directors only)

Chairman	12,000	Baht/ meeting
Director	10,000	Baht/ meeting
 - Annual remuneration paid to all directors and determined by the Board of Directors.
2. Audit Committee
 - Meeting attendance fee by quarter.

Chairman	60,000	Baht
Director	30,000	Baht
3. Risk Management and Anti – Corruption committee
 - Meeting attendance fee (paid to attending directors only)

Chairman	4,000	Baht/ meeting
Director	3,000	Baht/ meeting
4. Other Benefits – None –

Remuneration of other subcommittees appointed by the Board would be under the consideration of the Board of Directors as appropriate to scope of their duties and responsibilities.

The foregoing shall be effective from the General Meeting of Shareholders' approval until change, and the payment of remuneration would not exceed the amount which was approved by the General Meeting of Shareholders.

According to the Public Limited Companies Act B.E. 2535, Section 90, the payment of remuneration shall be in accordance with the resolution of the shareholders meeting based on a vote not less than two-thirds of the total number of votes of the shareholders attending the meeting.

Therefore, the meeting was proposed to consider and approve.

After consideration : the meeting unanimously resolved to approve the remuneration of the Board of Directors not exceeding Baht 15 million a year until change. The remuneration would be paid for Directors' meeting attendance fee, the Directors annual remuneration, meeting attendance fee for Audit Committee, meeting attendance fee for Risk Management and Anti – Corruption Committee including subcommittee's remuneration (if any) as stated above with the votes:

Agree: 266,410,863 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

7. To appoint the Company's auditor and to consider the auditor fees.

Mr. Wasin Teyateeti, Chairman of Audit Committee proposed to the meeting that according to the Articles of Association, No 49 and 50, the Auditors must not be director, employee, staff or any position of the Company, the Auditors will be appointed in every General Meeting of Shareholders. The Company may re-appoint the former auditor after terminating. In year 2017, the Company's auditors are Mrs. Suvimol Krittayakiern, Certified Public Accountant No.2982 and/or Miss. Miss Suphaphorn Mangjit, Certified Public Accountant No. 8125 and/or Mr. Nopparoeck Pissanu Wong Certified Public Accountant No.7764 of D I A International Audit Co., Ltd., with a remuneration of Baht 1,625,000. By Mrs. Suvimol Krittayakiern, Certified Public Accountant No. 2982 signed in the financial statements of the Company.

The other service fees from the office of auditor are the audit fees as follows

1. Audited fees for PAEs of 4 subsidiaries	120,000	Baht
2. Financial statements of Private Fund	160,000	Baht
3. Information technology system audit	<u>320,000</u>	Baht
Total	<u>600,000</u>	Baht

and auditor fees for subsidiaries as follows

1. Chokchaipibul Co., Ltd.	350,000	Baht
2. Bangkok Tower (1999) Co., Ltd.	225,000	Baht
3. Tipvarin-Wattana Co., Ltd.	225,000	Baht
4. Tipvarin Inter Packaging Co., Ltd.	255,000	Baht
5. Dairy Thai Co., Ltd.	230,000	Baht

In year 2018, The Board of Directors agrees as proposed by the Audit Committee. By considering the performance, independence, remuneration of the auditor, and the qualifications of the company, the Securities and Exchange Commission, It should be proposed to the General Meeting of Shareholders to appoint Mrs. Suvimol Krittayakiern, Certified Public Accountant No.2982, and/or Ms. Suphaphorn Mangjit, Certified Public Accountant No. 8125, and/or Mr. Nopparoeck Pissanu Wong, Certified Public Accountant No.7764, of D I A International Audit Co., Ltd., to be the auditor of the Company for the year 2018 and consider the auditor fees for the year 2018 are as follows:

1. Review of the financial statement for 1 st , 2 nd and 3 rd quarters	630,000 Baht
2. Review for consolidated of the financial statements for 1 st , 2 nd and 3 rd quarters	225,000 Baht
3. Audit fee for the year ended December 31,2018	885,000 Baht
4. Audit consolidated for the year ended December 31,2018	<u>100,000</u> Baht
Total	<u>1,840,000</u> Baht

For the shareholders' acknowledgement, the other services fee from the office of auditor is auditor fees for subsidiaries as follows:

1. Chokchaipibul Co., Ltd.	405,000 Baht
2. Bangkok Tower (1999) Co., Ltd.	235,000 Baht
3. Tipvarin-Wattana Co., Ltd.	244,000 Baht
4. Tipvarin Inter Packaging Co., Ltd.	274,000 Baht
5. Dairy Thai Co., Ltd.	240,000 Baht

The Auditors mentioned above do not have any relationship or vested interest with the Company/ associated companies/ executives/ major shareholders or any person who are related to them.

Therefore, the Meeting was proposed to consider and approve.

After consideration: the Meeting unanimously resolved to appoint Mrs. Suvimol Krittayakiern, Certified Public Accountant No. 2982 and/or Miss Suphaphorn Mangjit, Certified Public Accountant No. 8125 and/or Mr. Nopparoeek Pissanu Wong Certified Public Accountant No.7764 of D I A International Audit Co., Ltd. to be auditor(s) of the Company for the year 2018 and consider the auditor fees of Baht 1,840,000 as stated above with the votes:

Agree: 266,410,863 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

Before the 8th Agenda meeting started, the Company's Secretary informed that there were 2 persons, equivalent to 2 shareholders attending the meeting, holding 15,568 shares, to be in aggregate of shareholders and proxies in total of 89 persons, equivalent to 155 shareholders, which represented 266,426,431 shares or 80.74% of the total outstanding and paid-up shares.

8. To amend the Article No.33 of the Articles of Association of the Company

Mrs. Pasook Raksawonkse , Vice Chair proposed to the meeting that according to ensure conformance to Public Company Limited Act B.E.2535 section 100 as amended by the order No.21/2560 of the Head of the National Council for Peace and Order on Amendments of Laws to Facilitate the Ease of Doing Business. It is deemed appropriate the Amendment Article No.33 of the Article of Association of the Company. The details are as follows:

Present	Proposed to amend	Purpose
<p><u>Article.33</u> The Board of Directors shall summon a shareholder meeting as an annual general meeting of shareholders within four (4) months as from the last day of the fiscal year of the Company.</p> <p>The shareholder meeting other than the said meeting shall be called extraordinary meeting.</p> <p>The Board of Directors may summon An extraordinary meeting of shareholders any time as it deems appropriate.</p> <p>The shareholders holding shares amounting to not less than one-fifth (1/5) of the total number of shares sold or not less than twenty-five (25) shareholders holding shares amounting to not less than one-tenth (1/10) of the total number of shares sold may subscribe their names in a written request directing the Board of Directors to summon an extraordinary meeting at any time but the reasons for summoning such meeting must be clearly stated in such a request. In this event, the Board of Directors must summon a shareholder meeting within one (1) month as from the date of receipt of the request from the shareholders.</p>	<p><u>Article.33</u> The Board of Directors shall summon a shareholder meeting as an annual general meeting of shareholders within four (4) months as from the last day of the fiscal year of the Company.</p> <p>The shareholder meetings other than the said meeting shall be called extraordinary meeting.</p> <p>The Board of Directors may summon an extraordinary meeting of shareholders any time as it deems appropriate.</p> <p>One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold may, by subscribe their names in written request directing the Board of Directors to summon an extraordinary meeting at any time, but the reasons for summoning such meeting must be clearly stated in such request.</p> <p>In this event, the Board of Directors must summon a shareholder meeting to be held within forty-five (45) days as from the date of the receipt of the request from the shareholders.</p> <p>In case the Board of Directors fails to arrange for the meeting within such period under paragraph four, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under paragraph four.</p> <p>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 paragraph five, the number of the shareholders presented does not constitute quorum as prescribed by the Article 36 and Article 37, the shareholders under paragraph five shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.</p>	<p>To ensure conformance to Public Company Limited Act B.E.2535 section 100 as amended by the order of the Head of the National Council for Peace and Order on Amendments of Laws to Facilitate the Ease of Doing Business.</p>

The amendment of the Company's Articles of Association Approved by the shareholders' meeting with the votes of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. In order to make the amendment to the Company's regulations smoothly, the meeting approved the Board of Directors or the person entrusted by the Board of Directors may amend the text or words of the amended articles of association. On the advice of the Public Limited Company Registrar, Department of Business Development Ministry of Commerce.

Therefore, the Meeting was proposed to consider

The meeting has already considered. The Meeting unanimously approved the amendment of Article 33 of the Company's Articles of Association and the Board of Directors or the persons assigned by the Board of Directors, has authority to amend the text or the words of the amended Company's Articles of Association. On the advice of the Public Limited Company Registrar, Department of Business Development Ministry of Commerce with votes

<u>Agree:</u>	266,426,431 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted
<u>Disagree:</u>	- None -
<u>Abstain:</u>	- None -
<u>Voided Ballots:</u>	- None -

9. Other matters (if any)

Mr. Somchai Suchartcharoenying, shareholder, asked as follows
would like to appreciate and encourage Saha Patanapibul Public Company Limited. increased profits, dividend increase, I want to ask that sales decrease but have the ability to make more profit, it can increase product value, cost reduction or sale of property.

Mr. Boonchai Chokwatana, Chairman, answered the shareholders. Last year two goods have been distributed, added new products. But still not the same sales lost. The company's existing products are growing well. Therefore, the sales decreased. At the same time, the company has managed many things such as logistics. We did not prioritize so much. The company has been able to reduce costs by 80 million baht, Management and efficiency of warehouses and others.

Mr. Somchai Suchartcharoenying, shareholder, Logistics is a very high cost. For the business of the country and the cost of the national macro economy, Thailand's logistics cost is quite high, about 20%, other countries less than 10%. The company's focus and can reduce the cost is a good example. Ask the following questions

1. With regard to the use of electricity, the company is realized and focus about this issue.
2. Reduce the cost of using air condition, how to maintain air conditioning to save energy and extend service life.

Mr. Boonchai Chokwatana, Chairman, answered the shareholders as follows

1. The company takes care and importance of using electricity. In 2016, The company has made solar panels at the company's cafeteria, can reduced more than 10% changing the electric lamp from the old lamp into LED bulbs, The company attaches great importance that is the profit that comes back to the shareholders.
2. Previously, the company used the central air system. The cooling tower system currently uses ceiling type systems and is open-closed for a period of time and temperature control. Air-Conditioner has a duty to wash the device all the time so we save a lot of energy here.

Mr. Somchai Suchartcharoenying, asked as follows

1. Thailand is growing up with EEC. Last week, Mr. Jack-Mar signed the MOU with the vice president, asking if the company could benefit directly or indirectly and Sriracha Industrial Estate. Is there any free space to sell to foreign investors?
2. Will the company make an industrial estate increase in the east?
3. In 2018, which way the company decided to grow?

Mr. Boonsithi Chokwatana, Honorary Chairman, answer shareholders as follows

1. Industrial estate is not the company's business. Land of the bunch at Sriracha, Chonburi and Kabinburi out of EEC. However, Saha Group did not expect the land to make a profit but trying to use land to develop our business. Mr. Jack-Mar came to Thailand sparked the EEC's government more interesting. Really Mr. Jack-Mar's business is E-Commerce, this will help Thailand, especially selling agricultural products. In the future, the Internet will spread to all sectors. The country can sell agricultural products to foreign countries. This will be very useful.

2. If there is an increase of industrial estates. It would be Chachoengsao province, but no project.

3. From now on, doing business is inevitable big Data to analyze E-Commerce and Internet is a business to study and consider.

Mr. Worapat Chinpongpaiboon, shareholders, has questioned as follows

1. There is now more online trading, more changes what is the policy?

2. Gross margin is more different or not?

3. Over the past few years the company has merged. Want to know the reason for doing this?

Mr. Boonsithi Chokwatana, Honorary Chairman, answer shareholders as follows

1. E-Commerce is a necessary business. Our new channel affiliates with Lazada, Alibaba's network takes time. This number is not a lot, but must be constantly monitored. Every department has to learn how to do E-Commerce business.

2. Gross margin is not so much because the product of each business is not the same. Now is considering

3. This business needs to merge together. There is a merger in order to make the company bigger. More profitable, this is the era of many companies merging. Rather than distributing, it is more a combination. But shareholders do not have to worry. Everything is done for the shareholders.

Mr. Worapat Chinpongpaiboon, shareholder, asked whether Lawson had a policy to sell the franchise to expand?

Mr. Boonchai Chokwatana, Chairman, answered the shareholders. That, exceed 90% of convenience store business are franchise. Lawson has a policy to create more franchises.

There was no any other matter proposed for consideration, therefore, Mr. Boonchai Chokwatana, Chairman, called the Meeting adjourned and expressed thanks to all Shareholders.

The Meeting was adjourned at 11.00 a.m.

Boonchai Chokwatana

.....
(Mr.Boonchai Chokwatana)
Chairman of the Meeting

Profile of the nominated persons to be directors in replacement of those who are retired by rotation

1. **Name** - Mr. Boonsithi Chokwatana
- Age** - 81 years old
- Nationality** - Thai
- Education** - Doctor of Business Administration
 - Honorary D.B.A., Burapha University
 - Honorary Causa, Thammasat University
 - Honorary, University of The Thai Chamber of Commerce
 - Honorary, NIDA
 - Doctor of Engineering (Honorary), Khon Kaen University
 - The Doctor of Laws degree, Honoris Causa, Waseda University, Japan
 - The Doctor of science (Textiles and clothing) Rajamangala University of Technology, BKK
- Seminar Program** - Director Accreditation Program (DAP) 3/2003
 Director Certification Program (DCP) 68/2005
 Thai Institute of Directors Association (IOD)
- Position in Company** - Honorary Chairman
- Number of years as director** - 57 years
- Work Experiences**



Listed Company			Non-Listed company	Director/Executive position in other company engaging in competitive/related businesses Number	
Number	Director / Executive Position				
7 companies	Chairman	- Thai President Foods Public Company Limited.	18 companies	Chairman	- Thai President Foods Public Company Limited.
	Chairman, Chairman of the Executive Board	- Saha Pathana Inter-Holding Public Company Limited.		Director	- Sahachol Food Supplies Company Limited.
	Director	- Saha Cogen (Chonburi) Public Company Limited.			
	Advising Director	- Thai Wacoal Public Company Limited.			
		- Text Tile Prestige Public Company Limited.			
		- Thanulux Public Company Limited.			
	Honorary Advisory Director	- I.C.C. International Public Company Limited.			

Shareholding : 2,775,585 shares or to be 0.84%
 (oneself/spouse/children who is not sui juris)

Meeting Attendance record in 2018 : The General Shareholders meeting 1/1 time
 : The Board of Directors' meeting 12/12 times

Specialization : Have the expertise and knowledge, skills and vision of the business strategy to the growth of affiliates by an overview of the investment in the Financial, Marketing, Sales, Logistic, and associated information technology and the view of the creation and development of chief executives and personnel with the quality to sustain the affiliates

Type of Directorship being nominated : Director who is considered from the Board of Directors

Prohibitive aspect : Having no criminal offence record regarding dishonest assets acquisition

Profile of the nominated persons to be directors in replacement of those who are retired by rotation

- 2. Name** - Mr. Boonchai Chokwatana
- Age** - 71 years old
- Nationality** - Thai
- Education** - The Doctor of Honorary degree in
 - Communication, Naresuan University
 - Business Administration, Mahasarakham University
 - Logistics Management, Suan Sunandha Rajabhat University
 - Bachelors of Arts in Political Science Ramkhamhaeng University
- Seminar Program** - Director Accreditation Program (DAP) 3/2003
 Director Certification Program (DCP) 68/2005
 Thai Institute of Directors Association (IOD)
- Position in Company** - Chairman and Chairman of the Executive Board
- Number of years as director** - 46 years



Work Experiences

Listed Company			Non-Listed company	Director/Executive position in other company engaging in competitive/related businesses Number	
Number	Director / Executive Position				
3 companies	Chairman Director	- Far East DDB Public Company Limited. - Thai President Foods Public Company Limited. - Saha Pathana Inter Holding Public Company Limited.	19 companies	Director Director	- Thai President Foods Public Company Limited. - Sun 108 Co.,Ltd.

Shareholding : 2,026,342 shares or to be 0.61%
 (oneself/spouse/children who is not sui juris)

Meeting Attendance record in 2018 : The General Shareholders meeting 1/1 time
 : The Board of Directors' meeting 12/12 times

Specialization : Have the knowledge of the management skills. Have skill in the marketing to adjust business strategies for the market expansion of the sales and distribution. Have the expertise in advertising and have the initiative in the project to develop chief executives as well as personnel to have a quality to sustainable development of the organization.

Type of Directorship being nominated : Director who is considered from the Board of Directors

Prohibitive aspect : Having no criminal offence record regarding dishonest assets acquisition

Profile of the nominated persons to be directors in replacement of those who are retired by rotation

- 4. Name** - Miss Sirilak Dhanasarnsilp
Age - 69 years old
Nationality - Thai
Education - Bachelor of Law, Thammasat University
Seminar Program - Director Certification Program (DCP) 22/2004
 Thai Institute of Directors Association (IOD)
Position in Company - Director
Number of years as director - 3 Years



Work Experiences

Listed Company			Non-Listed company	Director/Executive position in other company engaging in competitive/related businesses Number	
Number	Director / Executive Position				
1 company	Director	- Saha Pathanapibul Public Company Limited	4 companies	Director	Ramsorntaweekarn Co.,Ltd.

Shareholding : 761,551 shares or to be 0.23%
 (oneself/spouse/children who is not sui juris)

Meeting Attendance record in 2018 : The General Shareholders meeting 1/1 time
 : The Board of Directors' meeting 12/12 times

Specialization : The Law
 : Financial Management
 : Management

Type of Directorship being nominated : Director who is considered from the Board of Directors

Prohibitive aspect : Having no criminal offence record regarding dishonest assets acquisition

Profile of the nominated persons to be directors in replacement of those who are retired by rotation

- 3. Name** - Mr. Thamarat Chokwatana
- Age** - 49 years old
- Nationality** - Thai
- Education** - Bachelor of Arts, Assumption University
- Seminar Program** - Director Accreditation Program (DAP) 3/2003
- Director Certification Program (DCP) 68/2005
Thai Institute of Directors Association (IOD)
- The Cyber Security Policy Master class training
Couse (NSTDA Academy) 31/2009
- Position in Company** - Director
- Number of years as director** - 2 years



Work Experiences

Listed Company			Non-Listed company	Director/Executive position in other company engaging in competitive/related businesses Number	
Number	Director / Executive Position				
3 companies	President and Vice Chair of Executive Board Director Director	- I.C.C International Public Company Limited - Thai Wacoal Public Company Limited - Thanulux Public company Limited	40 companies	Director	- Can Company Limited - Inter South Company Limited - Sun 108 Company Limited - Pens Marketing and Distribution Company Limited - Koraj Watana Company Limited

Shareholding : 232,254 shares or to be 0.07 %
(oneself/spouse/children who is not sui juris)

Meeting Attendance record in 2018 : The General Shareholders meeting 1/1 time
: The Board of Directors' meeting 11/12 times

Specialization : Marketing and business administration

Type of Directorship being nominated : Director who is considered from the Board of Directors

Prohibitive aspect : Having no criminal offence record regarding dishonest assets acquisition

Profile of the nominated persons to be directors in replacement of those who are retired by rotation

- 5. Name** - Dr. Vichai Charoenwongse
- Age** - 72 years old
- Nationality** - Thai
- Education** - Doctor of Medicine, Medicine Siriraj Hospital
Mahidol University
- Seminar Program** - Director Accreditation Program (DAP)
138/2017
- Thai Institute of Directors Association (IOD)
- Position in Company** - Independent Director
- Number of years as director** - 3 Years
- Work Experiences** - Medical, Bangkok Christian Hospital
- Medical Advisor, Bumrungrad International Hospital
- Medical Advisor, Bangkok Hospital
- Shareholding** - None
(oneself/spouse/children who is not sui juris)
- Meeting Attendance record in 2018** : The General Shareholders meeting 1/1 time
: The Board of Directors' meeting 10/12 times
- Specialization** : Doctor Surgery General Sugion FICS, FRCST
- Type of Directorship being nominated** : Independent Director who is considered from the Board of Directors
- Prohibitive aspect** : Having no criminal offence record regarding dishonest assets acquisition



Having the following relationship with the Company / parent company / subsidiary / affiliate / major Shareholder or authorities of the company at present or during the past 2 years	
- Being a director and participate in day-to-day business or being an officer, employee or consultant who receives a regular salary	None
- Being professional service provider, e.g., auditor, legal advisor	None
- Having business relation that is material and could be barrier to independent judgment (e.g. selling or purchasing raw materials / goods / services or providing financial support)	None
- Being a relative person with management / major shareholders of the Company / Affiliated company	None
- Being a directors have been promoted as a representative of directors of the company, major shareholders, shareholders, who relates with the major shareholders of company.	None

Definitions of “Independent Director”

The Company has given the following definitions of an “independent director” based on the announcement of the Capital Market Supervisory Board.

- (1) The person must hold no more than 1% of shares with voting rights of the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company; inclusive of shareholding by individuals related to such independent directors.
- (2) The person must not be serving, or have served, as a director who is involved with the management, or a staff member, an employee or a consultant with a monthly wage. The person also must not be or be an individual with the authority to control the company, the parent company, the associates, the affiliates, the associates of the same level, the major shareholders or of the entities with the authority to control the company, with the exception of the case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director. The ineligibility however does not include the case where an independent director has previously served as a public servant or a consultant of a government agency which is a major shareholder of, or an entity with the authority to control the company.
- (3) The person must not be related by blood or law as father, mother, spouse, sibling or child, spouse of son or daughter of executives, major shareholders, individuals with the authority to control the company or candidates for the position of an executive or an individual with the authority to control the company or an associate.
- (4) The person must not have, or have had, a business relationship with the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company, in such a manner that may interfere with one's independent discretion. The person also must have not been or has been a shareholder, individuals with the authority to control the company, of the person who has business relationship with the company, the parent company, the associates, the affiliates, the major shareholder or the entities with the authority to control the company. There is an exception in the case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.

The business relationship as described in the above paragraph is inclusive of normal trading transactions for the conduct of business; lease or letting of immovable; transactions relating to assets or service; provision or acceptance of financial assistance through acceptance or provision of loans and guarantees, the use of assets as collateral and other such practices which result in the company or the party to the agreement being under the obligation to repay the other party for an amount from 3% of net tangible assets of the company or from Twenty Million Baht whichever is lower. The calculation of such obligation to debt is to be in accordance with the related transaction value calculation method as per the Announcement of the Capital Market Supervisory Board on the Related Transaction Criteria with exceptions. The said obligation to debt includes that which has materialized during the period of one year prior to the day of business relationship with the same individual.

- (5) The person must not be, or has been, an auditor of the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company. The person also must not be a significant shareholder, an individual with the authority to control or a partner of the audit office with which the auditor the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company is associated. There is an exception in such case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.

- (6) The person must not be, or has been, a provider of a professional service including the service as a legal consultant or a financial consultant for which greater than Two Million Baht of fee is paid per year by the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company. The person also must not be a significant shareholder or an individual with the authority to control or a partner of such provider of professional service. There is an exception in such case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.
- (7) The person must not be a director appointed to represent a director of the company, a major shareholder or a shareholder who is related to a major shareholder.
- (8) The person must not be in a business of the same nature as, and of significant competition to, that of the company or an associate. The person also must not be a significant partner in a partnership; a director who is involved with the management; a staff member; an employee; a consultant with a monthly wage; as well as, a shareholder who holds more than 1% of shares with voting rights of another company which is engaged in a business of the same nature as and of significant competition to that of the company or an associate.
- (9) The person must not have any other characteristic which is an obstacle to the giving of free opinion on the operation of the company.

After having been appointed as an independent director following the qualifications specified under items (1) through (9) above, the independent director may be assigned by the Board of Directors to make decisions on the operation of the company, the parent company, the associates, the affiliates, the associates of the same level, the major shareholders or the entities with the authority to control the company in the manner of a collective decision.

Information of Independent Directors and Audit Committee that company nominated the name as authorized person from shareholders

1. Name - **POL.MAJ.GEN Panurat Meepien**
Type of Director - Independent Director and Chairman of Audit Committee
Age - 71 years old
Nationality - Thai
Address - 299/8 Soi Ladphao 41, Khwaeng Chan Kasem,
Khet Chatuchak, Bangkok 10130
Company Shareholding - None
Interest on each agenda - None



2. Name - **Mr. Wasin Teyateeti**
Type of Director - Independent Director and Chairman of Audit Committee
Age - 70 years old
Nationality - Thai
Address - 11 Seri Village, Rama 9 Road, Khwaeng Suanluang,
Khet Suanluang, Bangkok 10250
Company Shareholding - 0.005%
Interest on each agenda - None



3. Name - **Mr. Khachornsakdi Vanaratseath**
Type of Director - Independent Director and Audit Committee
Age - 71 years old
Nationality - Thai
Address - 18 Punnawithi 30 Sukhumvit 101 Road, Khwaeng
Bangjark, Khet Phra Khanong, Bangkok 10260
Company Shareholding - None
Interest on each agenda - None



**The Articles of Association which related to General Meeting of Shareholders of
SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED**

General Meeting of Shareholders

Article 33 The Board of Directors shall summon a shareholder meeting as an annual general meeting of shareholders within four (4) months as from the last day of the fiscal year of the Company. The shareholder meetings other than the said meeting shall be called extraordinary meetings.

The Board of Directors may summon an extraordinary meeting of shareholders any time as it deems appropriate.

One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold may, by subscribe their names in written request directing the Board of Directors to summon an extraordinary meeting at any time, but the reasons for summoning such meeting must be clearly stated in such request. In this event, the Board of Directors must summon a shareholder meeting to be held within forty-five (45) days as from the date of the receipt of the request from the shareholders.

In case the Board of Directors fails to arrange for the meeting within such period under paragraph four, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under paragraph four. 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 paragraph five, the number of the shareholders presented does not constitute quorum as prescribed by the Article 36 and Article 37, the shareholders under paragraph five shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting

Article 34 In summoning a shareholder meeting, the Board of Directors shall prepare a written notice summoning the meeting stating the place, date, time, agenda of the meeting with reasonable details by indicating clearly whether such matters are proposed for information, for approval or for consideration as the case may be including opinions of the Board of Directors with respect to the said matters and the said notice shall be served on the shareholders for their information not less than seven (7) days prior to the date of the meeting and shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

A place of the meeting under paragraph one shall be in the locality in which the head or branch office of the Company is located or any other place as the Board of Directors may designate.

Article 35 The Board of Directors shall send the documents required by law to the shareholders together with a notice summoning an annual general meeting.

Article 36 At a shareholder meeting, there must be not less than twenty-five (25) shareholders and proxies (if any) present or not less than half (1/2) of the total number of shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold in order to form a quorum unless otherwise provided by law in any specific case.

Article 37 At any shareholder meeting, when one (1) hour has passed since the time specified for the meeting, the number of shareholders present at the meeting remains in adequate to form a quorum as specified in Article 37 and if such shareholders meeting was called at the

request of the shareholders, such meeting shall be canceled. If such meeting was not called at the request of the shareholders, the meeting shall be summoned once again and the notice summoning such meeting shall be served on the shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Article 38 The Chairman of the Board of Directors shall be the Chairman of the shareholder meeting. In case where the Chairman is not present at a meeting or cannot perform his or her duties, if there is a Vice-Chairman, the Vice-Chairman shall be the Chairman of the meeting. If there is no such Vice-Chairman or if there is but such Vice-Chairman cannot perform his or her duties, the shareholders present at the meeting shall elect one shareholder to be the Chairman of the meeting.

Article 39 The Chairman of a shareholder meeting shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to the meeting. In this regard, the meeting shall be conducted in accordance with the sequence of the agenda specified in the notice summoning the meeting unless a resolution allowing a change in the sequence of the agenda is passed by the meeting with the votes of not less than two-third (2/3) of the number of shareholders present at the meeting.

Upon completion of consideration under paragraph one, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those specified in the notice summoning the meeting.

In case where the meeting has not finished the consideration of the matters according to the sequence as specified in the agenda under paragraph one or of the matters proposed by the shareholders under paragraph two as the case may be and the meeting is required to be adjourned, the meeting shall designate the place, date and time for the next meeting and the Board of Directors shall serve a notice summoning a meeting specifying the place, date, time and agenda to the shareholders not less than seven (7) days prior to the date of the meeting provided that such notice summoning the meeting shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

Article 40 Every shareholder is entitled to attend a shareholder meeting held any time whatsoever.

Article 44 The affairs to be carried out by the annual general meeting are as follows:

1. Report of the operations of the Company in the previous year;
2. Approval of Balance Sheet and Statement of Income
3. Appropriation of profits;
4. Election of new directors to replace the retiring directors;
5. Appointment of auditor and fixing of auditing fee;
6. Other matters.

Authorize proxy to attend the General Meeting of Shareholders and Shareholder rights to vote

Article 41 The shareholders may authorize other persons as proxies to attend and vote at a meeting on their behalf and the proxies must submit the instrument appointing the proxy to the Chairman or a person designed by the Chairman of the Board at the place of the meeting before attending such meeting. The instrument appointing the proxy shall be executed in accordance with the form specified by the Registrar under the law on public limited companies.

Article 42 Any shareholder which having special interests in any matter to be resolved by the meeting shall not be entitled to vote on such matter, except for the votes on the election of the directors. If there is a tie vote, the Chairman of the meeting shall have a casting vote.

Article 43 In casting a vote, one share is equal to one vote.
A resolution of the shareholder meeting shall consist of the following votes.

1. In an ordinary event, the majority vote of the shareholders present at the meeting and entitled to vote is required. If there is a tie vote, the Chairman of the meeting shall have a casting vote.

2. In the following events, a vote of not less than three-fourth (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote is required.
 - a. The sale or transfer of the whole or material parts of the business of the Company to other persons.
 - b. The purchase or acceptance of transfer of the business of other companies or private companies by the Company.
 - c. The conclusion, amendment or termination of contracts with respect to the lease of the whole or material parts of the business of the Company, the assignment of the management of the business of the Company to other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
 - d. The amendment of the Memorandum or Articles of Association of the Company;
 - e. The increase and reduction of a capital or issuance of debentures of the Company;
 - f. The amalgamation or dissolution of the Company.

Dividend Payment

Article 55 No dividend shall be distributed other than out of the profits. In case where the Company still has an accumulated loss, no dividend shall be distributed.

Article 56 Dividends shall be distributed according to the number of shares at an equal amount each. Distribution of the dividends shall be made within one (1) month as from the date of resolution of shareholder meeting or the meeting of the Board of Directors as the case may be provided that notice thereof in writing shall be served on the shareholders and such notice shall also be published in a newspaper for three (3) consecutive days.

Article 57 The Board of Directors may distribute the interim dividends to the shareholders from time to time if the Board regards that the profits of the Company justify such distribution. Such distribution of the dividends shall be reported to the shareholders at the next shareholder meeting.

Article 58 The Company must appropriate to a reserve fund at least one-twentieth (1/20) of the annual net profits less accumulated loss carried over until the reserve fund reaches one-tenth (1/10) of the registered capital of the Company.

Upon the approval of the shareholders meeting, the Company may transfer other reserve funds, legal reserve fund and share premium reserve fund respectively to compensate for the accumulated loss of the Company.

Directors' Qualification, Election and Term Expiration of Directors

Article 18 The Company shall have a Board of Directors comprising not less than five (5) directors and not less than half of whom shall have residence in the Kingdom. The Board of Directors shall elect one director to be the Chairman of the Board. In case where the Board of Directors deems it appropriate, the Board of Directors may elect one or several directors to be the Vice-Chairman of the Board. The Vice-Chairman shall have the duties pursuant hereto with respect to affairs assigned by the Chairman.

Two directors shall jointly affix their signatures together with the seal of the Company in order to be binding on the Company.

The Board of Directors may designate the names of the directors who have the power to affix their signatures together with the seal of the Company to be binding on the Company.

Article 19 The directors shall be natural persons and shall

1. be sui juris;
2. not be bankrupt, incompetent or quasi-incompetent;
3. have never been imprisoned on the final judgement of a court for an offense related to property committed with dishonest intent;
4. have never been dismissed or removed from government service or a government organization or government agency in punishment for dishonesty in performing their duties.

- Article 20** The directors shall be elected at the shareholder meeting in accordance with the following rules and procedures.
1. A shareholder shall have one vote for one share;
 2. Each shareholder must exercise all of the votes he or she has under paragraph one to elect one or several persons to be a director or directors and must not allot his or her vote to any person in any number;
 3. The persons having the highest number of votes to the lower number of votes in order shall be elected as the directors equal to the number of directors to be elected by the shareholder meeting in such election. In case where the number of votes for the candidates in descending order are equal which would otherwise cause the number of directors to be elected by the shareholder meeting to be exceeded in such election, the Chairman shall have a casting vote.

- Article 21** At every annual general meeting, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided into three (3) parts, the nearest to such one-third (1/3) of the directors shall retire from office.

The retirement of directors in the first and second years after registration of the Company shall be effected by drawing lots. In the subsequent years, the directors who has held office the longest shall retire.

A director who retires from office may be re-elected.

- Article 30** No director shall engage in a business which has the same nature as and in competition with that of the Company or become a partner in an ordinary partnership or a partner of unlimited liability in a limited partnership or a director of a private company or other companies engaged in a business which has the same nature as and is in competition with that of the Company regardless as to whether such a business is undertaken for his or her or other persons' benefits unless he or her had notified the shareholder meeting thereof prior to the resolution for his or her appointment was passed.

Remuneration of the Board of Directors

- Article 32** No payment or other property shall be made or given by the Company to a director except a remuneration as usually paid to him or her as a director of the Company such as salary, meeting allowance, per diem, premium, pension, subsidy, reward, medical expenses, fuel and transportation expenses.

The preceding paragraph shall not include such compensation or welfare given to the directors as a staff or employee of the Company.

Directors' qualification, Appointment of the Auditor, Determination the Remuneration of an Auditor and Attendance of The General Meeting of Shareholders.

- Article 49** An auditor shall not be a director, staff member, employee or a person holding any office or having any duty in the Company.

- Article 50** An auditor shall be elected annually by the general shareholder meeting. A retiring auditor may be re-elected.

- Article 51** A remuneration of an auditor shall be determined by a shareholder meeting.

- Article 54** An auditor has the duty to attend every shareholder meeting of the Company in which the balance sheet and statement of income and issues relating to the accounts of the Company are considered in order to clarify the auditing to the shareholders. The Company shall also submit to the auditor such reports and documents of the Company as to be obtained by the shareholders in every shareholder meeting.

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Documents and evidences of the attended person have to present before attend the meeting and regulations for the meeting

The registration of the General Meeting of Shareholder No. 68 of Saha Pathanapibul Public Company Limited will process with barcode system. For your convenience in registration, shareholders and authorized persons who will attend the meeting, please bring the Registration Form with barcode on the meeting day.

1. Documents of the attended person have to present before attend the meeting

Person

- (1) The shareholder who will attend the meeting by himself/herself is required to present an I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.
- (2) If the shareholders have appointed an authorized person to attend the meeting,
 - (2.1) Please use the Proxy Form B in a printed form attached with the Notice of the meeting or the Proxy Form A and duly execute only one of two Proxy Forms, alternatively you may download from the company's website (www.sahapat.co.th) and shall completely fill and sign of Grantor and Proxy.
 - (2.2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

Juristic Person

If the shareholders have appointed an authorized person to attend the meeting,

- (1) Please use the Proxy Form B in a printed form attached with the Notice of the meeting or the Proxy Form A and duly execute only one of two Proxy Forms, alternatively you may download from the company's website (www.sahapat.co.th) and shall completely fill and sign of Grantor and Proxy. The Grantor shall sign by the authorized person to act for the juristic person and affix with the seal of the company (if any).
- (2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

The shareholders are the foreign investors and appoint the custodian in Thailand to keep and safeguard the shares

If the shareholders have appointed an authorized person to attend the meeting,

- (1) Please use the Proxy Form B in a printed form attached with the Notice of the meeting or the Proxy Form A or Form C and duly execute only one of three Proxy Forms, alternatively you may download from the company's website (www.sahapat.co.th) and shall completely fill and sign of Grantor and Proxy. The Grantor shall sign by authorized person to act for the custodian. The evidences attached with Proxy Form are as follows:
 - (1.1) The power of attorney Letter from shareholder assigned to custodian to sign in the Proxy Form.
 - (1.2) The Confirm Letter to confirm that the person who signs in the Proxy Form get the consent to do the custodian business.
 - (2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.
- 2. The regulations for the meeting**
- 2.1 In the General Meeting of Shareholders, the shareholders have the rights to ask and recommend in every agenda.
 - 2.2 Casting vote in every agenda is opened.
 - 2.3 Casting vote is 1 share for 1 vote.

QR code Downloading Procedures for the Annual Report 2018

Annual Report 2018 consisting of the Company's Board of Directors Report, Financial Statements for the year ended December 31, 2018.

The Thailand Securities Depository Co., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the Annual Report in the form of E-books accessible through OR Code, thus allow the shareholders to access the information conveniently. Shareholders can download the aforementioned documents from the QR Code by following the steps below.

For iOS System

1. Turn on the mobile camera.
2. Focus the mobile camera to QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark : In case the notification does not appear on the screen of mobile phone, the QR Code can also be scanned with other applications such as QR CODE READER, Facebook or Line.

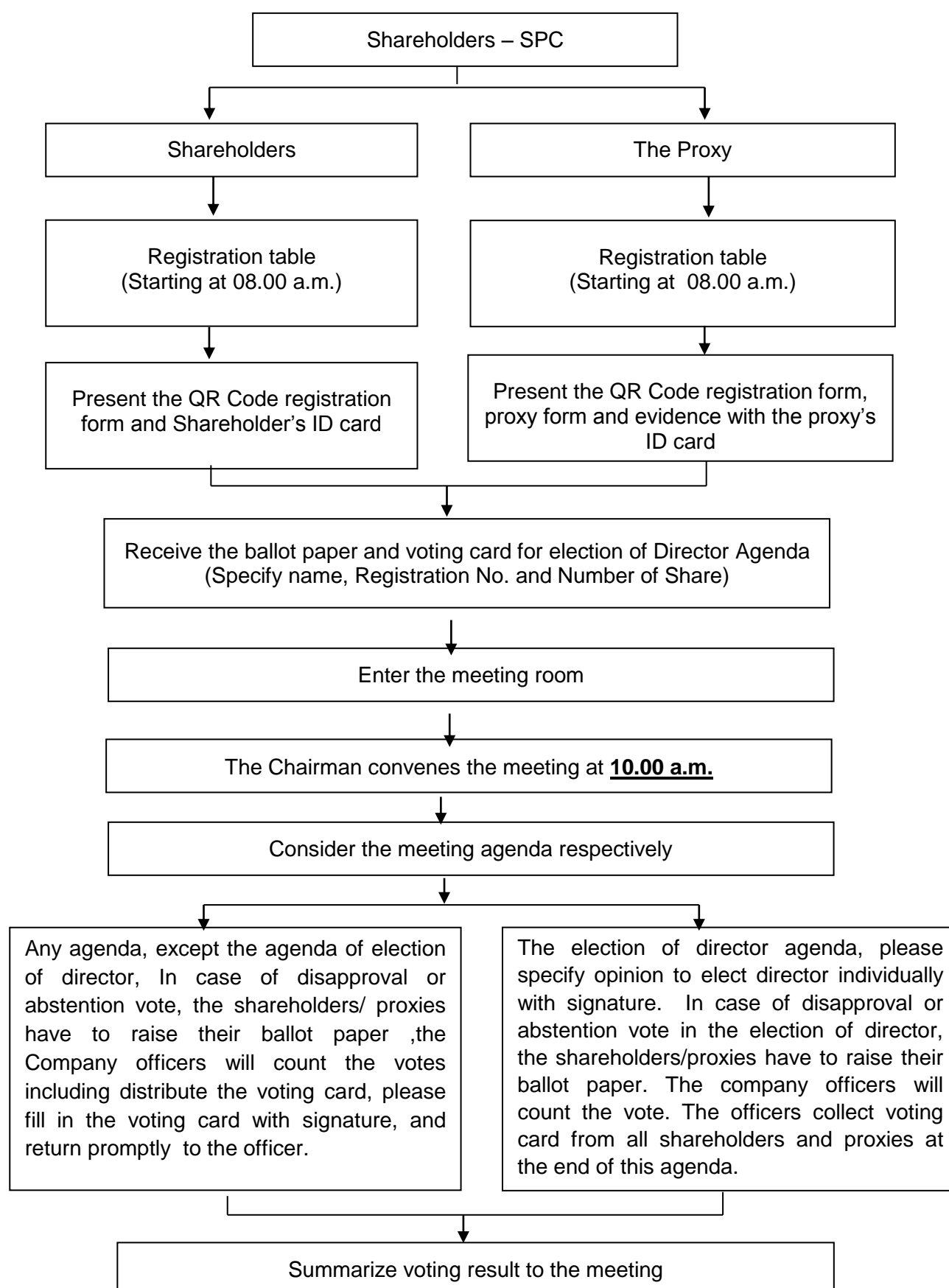
For Android System

1. Open applications such as QR CODE READER, Facebook or Line.

How to scan the OR Code with Line application

- Open Line application and click on "Add friend"
 - Choose "QR Code"
 - Scan the QR Code
2. Focus the mobile camera to QR Code to scan it.

**The process of registration for the General Meeting of Shareholder's No. 68
Saha Pathanapibul Public Company Limited
On Monday, April 22, 2019**



หนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B.)

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....

I/We

Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

with address at Road Sub-District

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท สหพัฒนพิบูล จำกัด (มหาชน)

being a shareholder of SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED.

โดยถือหุ้นจำนวนทั้งสิ้นรวมหุ้น และออกเสียงลงคะแนนได้เท่ากับเสียง ดังนี้
holding the total amount of shares with the voting rights of votes as follows;

หุ้นสามัญหุ้น ออกเสียงลงคะแนนได้เท่ากับเสียง

ordinary share shares with the voting rights of votes

หุ้นบุริมสิทธิหุ้น ออกเสียงลงคะแนนได้เท่ากับเสียง

preferred share shares with the voting rights of votes

(3) ขอมอบฉันทะให้

Hereby appoint

(1)อายุปี
Age Years

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

with address at Road Sub-District

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ

District Province Postal Code or

(2)อายุปี
Age Years

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

with address at Road Sub-District

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ

District Province Postal Code or

(3)อายุปี
Age Years

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

with address at Road Sub-District

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

District Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้น / การประชุมผู้ถือหุ้นสามัญ / วิสามัญ ครั้งที่ 68 ในวันจันทร์ที่ 22 เมษายน 2562 เวลา 10.00 น. ณ ห้องเจ้าพระยา 2 โรงแรม มณเฑียร ริเวอร์ไซด์ เลขที่ 372 ถนนพระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพมหานคร 10120 หรือที่จะพึงเดินทางไปในวัน เวลา และสถานที่อื่นด้วย

as only one of my / our proxy to attend and vote on my / our behalf at the Share Subscription Meeting / the General / the Extraordinary Meeting of Shareholders No.68 to be held on Monday, April 22, 2019 at 10.00 a.m. at Chao Praya room 2, Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, Bangkok 10120 or at any adjournment thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

☐ วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 67 เมื่อวันที่ 23 เมษายน 2561
Agenda 1 To certify the minutes of the Annual General Meeting of Shareholders No. 67 on April 23, 2018.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ จดออกเสียง

Abstain

☐ วาระที่ 2 รับทราบรายงานของคณะกรรมการบริษัทในรอบปีที่ผ่านมา
Agenda 2 To acknowledge the Report of the Board of Directors for the previous year.

☐ วาระที่ 3 พิจารณออนุมัติงบการเงิน สิ้นสุด ณ วันที่ 31 ธันวาคม 2561

Agenda 3 To approve the Financial Statements as at December 31, 2018.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ จดออกเสียง

Abstain

☐ วาระที่ 4 พิจารณออนุมัติการจัดสรรกำไรและการจ่ายเงินปันผล

Agenda 4 To approve the profit allocation and dividend payment.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ จดออกเสียง

Abstain

☐ วาระที่ 5 พิจารณาเลือกตั้งกรรมการบริษัทแทนกรรมการบริษัทที่ต้องออกตามวาระ

Agenda 5 To consider the election of directors in replacement of those who are retired by rotation

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

☐ การแต่งตั้งกรรมการทั้งหมด

To elect directors as a whole

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ จดออกเสียง

Abstain

☐ การแต่งตั้งกรรมการเป็นรายบุคคล

To elect each director individually

ชื่อกรรมการ นายบุญสิทธิ์ โชควัฒนา

Name of Director Mr. Boonsithi Chokwatana

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ จดออกเสียง

Abstain

ชื่อกรรมการ นายบุญชัย โชควัฒนา
Name of Director **Mr. Boonchai Chokwatana**

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ นางสาวศิริลักษณ์ ธนสารศิลป์
Name of Director **Miss Sililak Dhanasarnsilp**

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ นายธรรมรัตน์ โชควัฒนา
Name of Director **Mr. Thamarat Chokwatana**

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ นายแพทย์วิชัย เจริญวงศ์
Name of Director **Dr. Vichai Charoenwongse**

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

☐ วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการบริษัท

Agenda 6 To consider the Board of Director's remuneration.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(B) The Proxy must cast the votes in accordance with my / our following instruction:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

☐ วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดจำนวนเงินค่าสอบบัญชี

Agenda 7 To appoint the Company's auditor and to consider the auditors fees.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(B) The Proxy must cast the votes in accordance with my / our following instruction:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

☐ วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 Other business (If any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(B) The Proxy must cast the votes in accordance with my / our following instruction:

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐งดออกเสียง
Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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.

ลงชื่อ/Signed..... ผู้มอบฉันทะ/Shareholder
(.....)

ลงชื่อ/Signed..... ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed..... ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed..... ผู้รับมอบฉันทะ/Proxy
(.....)



หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
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.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
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.
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ ในใบ
ประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

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 B as enclosed.

**ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.
REGULAR CONTINUED PROXY FORM B**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท สหพัฒน์ปิบล จำกัด (มหาชน)

Authorization on behalf of the Shareholder of **SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED.**

ในการประชุมผู้ถือหุ้น / การประชุมผู้ถือหุ้นสามัญ / วิสามัญ ครั้งที่ 68 ในวันจันทร์ที่ 22 เมษายน 2562 เวลา 10.00 น. ณ ห้องเจ้าพระยา 2 โรงแรมมณเฑียร ริเวอร์ไซด์ เลขที่ 372 ถนนพระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Share Subscription Meeting/ the General / the Extraordinary Meeting of Shareholders No. 68 to be held on Monday, April 22, 2019 at 10:00 a.m. at Chao Praya room 2, Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, Bangkok 10120, or at any adjournment thereof.

.....
☐ วาระที่ เรื่อง

Agenda No. Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ จดออกเสียง

Abstain

.....
☐ วาระที่ เรื่อง

Agenda No. Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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Approve

☐ ไม่เห็นด้วย

Disapprove

☐ จดออกเสียง

Abstain

.....
☐ วาระที่ เรื่อง

Agenda No. Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ จดออกเสียง

Abstain

.....
☐ วาระที่ เรื่อง

Agenda No. Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ จดออกเสียง

Abstain

☐ วาระที่ เรื่อง

Agenda No. Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่ เรื่องเลือกตั้งกรรมการ (ต่อ)

Agenda No. Election of Directors (continued)

ชื่อกรรมการ

Name of Director

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

ชื่อกรรมการ

Name of Director

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

ชื่อกรรมการ

Name of Director

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

ชื่อกรรมการ

Name of Director

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

ชื่อกรรมการ

Name of Director

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

ชื่อกรรมการ

Name of Director

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

ชื่อกรรมการ

Name of Director

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

ชื่อกรรมการ

Name of Director

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งดออกเสียง
Abstain

Attachment No.11

Requirement Form of the Annual Report (Printed Form)

To Shareholders

Saha pathanapibul Public Company Limited would like to inform that shareholders who intent to receive the Annual Report 2018 in printed form, please fill the details below and send back to the company to Mrs. Siriporn Lekayavijitr or Mrs. Rattana Laparunluedech at 2156 New Petchburi Road, Khwaent Bangkokpi, Khet Huay kwang, Bangkok 10310, Tel. 02-318-0062 # 1200 or by Fax No. 02-318-1152. The company will send the Annual Report to you later.

I (elaborate handwriting).....

Address.....

.....

.....

Name of Contact Person.....

Telephone No.....

Fax No.

E-mail Address

Map to The Montien Riverside Hotel

