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S A H A P A T

SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED

Notice of the General Meeting of Shareholders

No. 69

Wednesday April 22, 2020 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**

Registration starts at 08.00 a.m.

**Please bring the Notification of Meeting Form with Barcode to the meeting
For attending the meeting**

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

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

1. Shareholders who recently visited or returned from any high-risk countries in less than fourteen (14) days as specified in the notification of Ministry of Public Health, the Company shall reserve the right to deny entry into the meeting.
2. In addition to item 1, Shareholders who are in a high-risk situation, e.g. having recently visited or returned from any high-risk countries or administrative areas in less than fourteen (14) days, or showing any sign of respiratory symptoms, are advised to proxy a representative or the Company's Independent Director as per the conditions and procedures stated in the attachment. In any case, the Company shall reserve the right to deny any high-risk attendees' entry into the meeting.
3. The Company shall conduct health screening, in compliance with the guideline of Department of Disease Control, at the meeting entrance. In case anyone with a temperature of 37.5 degree Celsius or those being identified with respiratory symptom, the Company shall reserve the right to deny entry into the meeting. In case that the aforementioned shareholder presents at the Venue, such shareholder may proxy a representative or the Company's Independent Director to attend the meeting. If the proxies do not pass the screening criteria the Company reserves the right to appoint an Independent Director as specified on the proxy. To protect the rights of shareholders.
4. With our deep concern over the health of the shareholders, the Company asks for your kind cooperation even those who are not in the risk group, proxy the Company's Independent Director to attend the meeting.
5. The Company kindly request everyone to prepare and wear a facemask at all times.

The Company reserves the right to issue any additional measures as necessary.



Translation

No. 054/2020

April 01, 2020

Notice of the Annual General Meeting of Shareholders No. 69

To: Shareholders

- Attachments:
1. Copy of Minutes of the Annual General Meeting of Shareholders No.68 on April 22, 2019
 2. Annual Report for the year 2019 (QR Code) on QR code Notification of Meeting 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 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 2019
 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 Notification of Meeting 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. 69 on Wednesday, April 22, 2020, 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, 2019, 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. 68 on April 22, 2019.**

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.

Voting : This agenda must be approved with majority votes of all shareholders who attended the meeting and were eligible to vote.

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 2019 provided in the Annual Report of 2019 (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.

Voting : This agenda is intended for acknowledgement propose which is not vote required.

3. To approve of the Financial Statements for the year ended December 31, 2019

Face and reason: Such Financial Statements were prepared in accordance with the financial reporting standards, examined and certified by a Certified Public Accountant and endorsed by the Audit Committee and the Board of Directors. The summary of the financial status and performance of the Company during the year 2019 are as follows:

(Unit: million Baht)

Transactions	Consolidated	Separated
Total Assets	27,096	26,191
Total Liabilities	8,681	8,589
Shareholders' Equity	18,415	17,602
Total Income	33,411	33,340
Net Profit	1,745	1,575
Basic Earnings per Share (Baht/Share)	5.18	4.77

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

Voting : This agenda must be approved with majority votes of all shareholders who attended the meeting and were eligible to vote.

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 2019, profit for the year of the Company is the total amount of 1,575 million Baht, unappropriated retained earnings are 9,583 million Baht, and total earning for appropriation is 11,158 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 1.60 per share for 330,000,000 shares, a total amount of Baht 528,000,000 which is compliance with the Company's dividend payment policy. The Company has already paid interim dividend at Baht 0.60 per share, amounting to Baht 198,000,000 on December 11, 2019 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 25% of the corporate income tax which the individual shareholders can apply for tax credit in subject to Section 47 bis of the Revenue Code. The

shareholders entitling to receive the dividend according to the name listed on May 7, 2020 and determine dividend payment date on May 21, 2020. Details of dividend payment are as follows:

Details of Dividend Payment	2019 (Propose to Pay)	2018 (Paid)	The Policy
Dividend per Share (Baht / Share)	1.60 Baht	1.50 Baht	0.15 Baht
- Interim Dividend (Baht / Share)	0.60 Baht	0.50 Baht	-
- Dividend will pay for this time (Baht / Share)	1.00 Baht	1.00 Baht	-
Dividend Ratio per Net Profit	33.52 %	30.12 %	3.14 %

Voting : This agenda must be approved with majority votes of all shareholders who attended the meeting and were eligible to vote.

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. Boonpakorn | Chokvathana | Vice Chairman |
| (2) Mr. Vathit | Chokwatana | President |
| (3) Mr. Boonyarith | Mahamontri | Director |
| (4) Mr. Khachornsakdi | Vanaratseath | Independent Director / Chairman of Audit Committee |
| (5) Mr. Wasin | Teyateeti | Independent Director / Audit Committee |

The Company provided the opportunity for shareholders to nominate persons with appropriate qualifications for election to the Board of Directors from December 1 to 30, 2019. However, no nominations had been made.

The Nomination and Remuneration Committee selected and examined the qualifications of each candidate, members of the committee with a vested interest refrained from nominating themselves. The criteria included knowledge, competencies, and experience. For independent directors, the ability to perform their role effectively, the liberty to express their minds, and compliance with pertinent regulations were also taken into account. Independent directors who had served for more than nine consecutive years were still considered. The Nomination and Remuneration Committee concluded that it would nominate all five directors retiring by rotation to be elected directors for another term.

Comment of the Board: The Board of Directors, excluding the Directors who are nominated and passed the screening process by the Nomination and Remuneration Committee, has resolution to approved 5 persons to be the Directors of the company for another term and purpose to the Annual General Meeting of shareholders for approval. All of these five directors, who retired by rotation, are knowledgeable individuals with a track record of experience. They are experts in their respective professional fields and meet the legal requirements, the criteria of relevant ministerial announcements, and the provisions of the Company's Articles of Association. Additionally, they have proven to be an asset to the Company.

The two independent directors who have served on the board for more than nine consecutive years are Mr.Khachornsakdi Vanaratseath (23 years) and Mr.Wasin Teyateeti (22 years). Both of these independent directors are well versed in finance and accounting. They have provided the Company with beneficial counsel. They meet the desired qualifications for the post and are capable of fulfilling their duties as independent directors by speaking their minds freely and complying with other relevant regulations.

The profile of the nominated persons to be directors is in the attachment No.3.

Voting : This agenda must be approved with majority votes of all shareholders who attended the meeting and were eligible to vote.

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 2019, 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 11,586,000 consisting of Baht 1,778,000 of meeting attendance fees, Baht 9,200,000 of the annum remuneration, Baht 480,000 of meeting attendance fee for Audit Committee, Baht 96,000 of meeting attendance fees for Nomination and Remuneration Committee and Baht 32,000 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, Nomination and Remuneration Committee and Risk Management and Anti-Corruption Committee individually and separately as shown in the Annual Report and 56-1 Form.

For 2020 the Nomination and Remuneration Committee has proposed to maintain the board remuneration 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, compensation budget approved by shareholders, and the amount already paid within the past year. The Company's director compensation is comparable to that of other organizations within the same business sector. The additional duties and responsibilities as a member of a board committee also mean additional remuneration.

Comment of the Board: It was agreed with the Nomination and Remuneration Committee and 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, The proposal is as follows:

1. Board of Directors

- Meeting attendance fee (paid to attending directors only)

	<u>2020</u>	<u>2019</u>
Chairman	12,000 (Baht/Meeting)	12,000 (Baht/Meeting)
Director	10,000 (Baht/Meeting)	10,000 (Baht/Meeting)

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

2. Audit Committee

- Meeting attendance fee is paid by quarter

	<u>2020</u>	<u>2019</u>
Chairman	60,000 (Baht)	60,000 (Baht)
Director	30,000 (Baht)	30,000 (Baht)

3. Nomination and Remuneration Committee

- Meeting attendance fee (paid to attending directors only)

	<u>2020</u>	<u>2019</u>
Chairman	12,000 (Baht/Meeting)	12,000 (Baht/Meeting)
Director	10,000 (Baht/Meeting)	10,000 (Baht/Meeting)

4. Risk Management and Anti-Corruption Committee

- Meeting attendance fee (paid to attending directors only)

	<u>2020</u>	<u>2019</u>
Chairman	4,000 (Baht/Meeting)	4,000 (Baht/Meeting)
Consultant	4,000 (Baht/Meeting)	4,000 (Baht/Meeting)
Director	3,000 (Baht/Meeting)	3,000 (Baht/Meeting)

5. 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.

Voting : This agenda must be approved which is not less than 2/3 (two-thirds) of all shareholders who attended the meeting.

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 2019, 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.

The Audit Committee have considered and agreed to propose the auditor of the D I A International Audit Co.,Ltd. to be the auditor of the Company for the year 2020. The Auditors are as follows :

- Mrs. Suvimol Krittayakiern, Certified Public Accountant No.2982 and/or
Had served 3 terms as a signer of the financial statement since 2017 - Present
- Mr.Nopparoeck Pissanu Wong, Certified Public Accountant No.7764 and/or
Had never sign of the company's financial statement and/or
- Mr. Wirote Satjathamnukul, Certified Public Accountant No. 5128
Had never sign of the company's financial statement

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 Mr. Nopparoeek Pissanuwong, Certified Public Accountant No.7764, and/or Mr. Wirote Satjathamnukul, Certified Public Accountant No.5128, of D I A International Audit Co., Ltd. , to be the auditor of the Company for the year 2020 and consider the auditor fees are as follows:

Description	<u>2020</u> (THB)	<u>2019</u> (THB)
Review of the financial statement for 1 st , 2 nd and 3 rd quarters	790,000	750,000
Review for consolidated of the financial statements for 1 st , 2 nd and 3 rd quarters	240,000	210,000
Audit fee for the year ended December 31	1,010,000	980,000
Audit consolidated for the year ended December 31	110,000	110,000
Total	2,150,000	2,050,000

For the shareholders' acknowledgement, the other services fee from the office of auditor as follows

	<u>2020</u>	<u>2019</u>
- Audited fees for PAEs of 4 subsidiaries	180,000 Baht	140,000 Baht
- Financial statements of Private Fund	210,000 Baht	200,000 Baht
- Information technology system audit	<u>220,000</u> Baht	<u>220,000</u> Baht
Total	<u>610,000</u> Baht	<u>560,000</u> Baht

and auditor fees for subsidiaries as follows:

<u>Audit Fee for Subsidiaries</u>	<u>2020</u> (THB)	<u>2019</u> (THB)
1. Chokchaipibul Co., Ltd.	700,000	465,000
2. Bangkok Tower (1999) Co., Ltd.	270,000	245,000
3. Tipvarin-Wattana Co., Ltd.	300,000	260,000
4. Tipvarin Inter Packaging Co., Ltd.	330,000	290,000
5. Dairy Thai Co., Ltd.	280,000	240,000
6. SPC Ventures Co., Ltd.	180,000	-

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.

Voting : This agenda must be approved with majority votes of all shareholders who attended the meeting and were eligible to vote.

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, Bangkapi, Huaykwang, Bangkok 10310 or Fax No. 0-2318-1152 within April 17, 2020, 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, 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 Notification of Meeting 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. 68

The meeting was held at Chao Praya Room 2, Montien Riverside Hotel, No. 372 Rama 3 Road, Khwaeng Bangklo, Khet Bangkoleam, Bangkok on April 22, 2019. There were shareholders in person and proxies 81 persons, equivalent to 141 shareholders, representing 275,103,698 shares or 83.36% 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 74 persons, equivalent to 134 shareholders, representing 274,915,763 shares or 83.31% 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.68 and introduced the Board of Directors, Management team and The Company's Secretary 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.	Mrs. Pasook	Raksawonkse	Vice Chair of the Executive Board / Consultant of Risk Management and Anti-Corruption Committee
5.	Mr. Vathit	Chokwatana	President
6.	Mr. Boonyarith	Mahamontri	Director
7.	Mr. Petch	Paniangvait	Director
8.	Miss. Sirilak	Dhanasarnsilp	Director
9.	Mrs. Chailada	Tantivejakul	Director
10.	Mr. Thamarat	Chokwatana	Director
11.	POL.MAJ.GEN.Panurat	Meepien	Independent Director / Chairman of Audit Committee
12.	Mr. Khachornsakdi	Vanaratseath	Independent Director / Audit Committee
13.	Mr. Wasin	Teyateeti	Independent Director / Audit Committee
14.	Dr. Vichai	Charoenwongse	Independent Director
15.	Mr. Vichit	Tantianunanont	Independent Director
16.	Mrs. Siriporn	Lekayavijitr	Company's Secretary / Executive Board

There were 15 Directors to participate in this meeting or to be 100% of the Company's Directors.

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
2.	Mr. Parinya	Sithidumrong	Executive Director / Marketing Director
3.	Mr. Pipat	Kowsuparmongkol	Executive Director
4.	Mr. Peerapol	Chanwichit	Executive Director
5.	Mrs. Siriwan	Wongariyakavee	Executive Director / Financial and Investment Director / Chief Financial Officer
6.	Miss Patcharaporn	Vatanasuk	Executive Director
7.	Miss Jamnong	Sriampornkul	Assistant Director of 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, 2018, 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 7,001 shares, to be in aggregate of shareholders and proxies in total of 76 persons, equivalent to 136 shareholders, which represented 274,922,764 shares or 83.31% of the total outstanding and paid-up shares.

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

Mr. Boonchai Chokwatana, Chairman, proposed that the Company had arranged the Minutes of the General Meeting of Shareholders No. 67 held on April 23, 2018 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. 67 held on April 23, 2018 as proposal, with the votes:

Agree: 274,922,764 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 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.

The total revenues of the company and subsidiaries in 2018, had amount of 32,715 million Bath an increase to 1,217 million Bath or 3.87% over the year 2017, from the growth of selling.

Due to, in the year 2018 had the fierce competition in the consumer goods market, our Company was able to achieve growth due to three major marketing strategies-namely strengthening relations with strategic partners, adding new products from new and existing partners to our inventories, and selling our products online. In addition, our consumer products, which are considered basic necessities, continued to be innovated to meet consumers' various needs while product differentiation played a key role in their marketing. For instance, Oriental Kitchen's Korean-style instant noodles were launched, as an alternative for consumers, at a lower price point than instant noodles imported from Korea.

The Company and subsidiaries had gross profit in the year 2018 amount of 5,696 million Bath equal to 17.41% of selling, when deducting selling and administrative expenses, and finance cost, net profit before tax was 2,152 million Bath. Net profit after tax was 1,778 million Bath, increased by 251 million Bath or 16.47% from the year 2017.

The company received certification of membership in the Collective Action Coalition Against Corruption on October 14, 2016, the company has continuously implemented are as follow:

1. 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.

2. Apply the Anti-Corruption's policy in Personal Department such as personal selection, orientation, job evaluation, compensation specify and advancement.

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

4. Join the activity in Anti-Corruption's Day.

5. Renewal the member of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) within 2019.

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 1 persons, equivalent to 1 shareholders attending the meeting, holding 21,840 shares, to be in aggregate of shareholders and proxies in total of 77 persons, equivalent to 137 shareholders, which represented 274,944,604 shares or 83.32% of the total outstanding and paid-up shares.

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

Mr. Vathit Chokwatana, President, 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, 2018. 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 2018, (QR Code download) and earlier sent to shareholders together with the Notice for shareholders' consideration. Summary was 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 / Shears)	5.28	4.98

Therefore, the Meeting was proposed for consideration and approval.

After consideration: the meeting unanimously resolved to approve the Financial Statements as at December 31, 2018 as proposal, with the votes:

Agree: 274,944,604 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

Before the 4th Agenda meeting started, the Company's Secretary informed that there were 2 persons, equivalent to 2 shareholders attending the meeting, holding 147,780 shares, to be in aggregate of shareholders and proxies in total of 79 persons, equivalent to 139 shareholders, which represented 275,092,384 shares or 83.36% of the total outstanding and paid-up shares.

4. To Approve the Profit Allocation and Dividend Payment.

Mr. Vathit Chokwatana, President, presented to the Meeting that the following information as at December 31, 2018:

Net Profit of the year 2018	1,643,563,647.14	Baht
Unappropriated Retained Earnings	<u>8,478,562,355.16</u>	Baht
Total Appropriated Retained Earnings	10,122,126,002.30	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>9,792,126,002.30</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, 2019. Date of dividend payment would be on May 21, 2019.

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 12, 2018 and remaining dividend payment at Baht 1.00 per share, amounting to Baht 330,000,000 as proposed, with the votes:

Agree: 275,092,384 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 2 persons, equivalent to 2 shareholders attending the meeting, holding 11,314 shares, to be in aggregate of shareholders and proxies in total of 81 persons, equivalent to 141 shareholders, which represented 275,103,698 shares or 83.36% of the total outstanding and paid-up shares.

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

Mrs. Pasook Raksawonkse, Vice Chair, 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.68, 5 retiring directors were:

1. Mr. Boonsithi	Chokwatana	Honorary Chairman
2. Mr. Boonchai	Chokwatana	Chairman / Chairman of the 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.

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. Boonsithi Chokwatana	Chairman	- Thai President Foods Plc. - Sahachol Food Supplies Co., Ltd.
Mr. Boonchai Chokwatana	Director	- Thai President Foods Plc. - Sun108 Co., Ltd.

Name	Position	Company
Miss. Sirilak Dhanasarnsilp	Director	- Ramasornthaveekarn Co., Ltd.
Mr. Thamarat Chokwatana	Director	- Can Co., Ltd. - Intersouth Co., Ltd. - Sun108 Co., Ltd. - Pens Marketing and Distribution Co., Ltd. - Koraj Watana Co., Ltd.

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. Mr. Boonsithi Chokwatana

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

Agree: 275,103,698 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

2. Mr. Boonchai Chokwatana

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

Agree: 275,103,698 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

3. Miss. Sirilak Dhanasarnsilp

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

Agree: 275,103,698 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

4. Mr. Thamarat Chokwatana

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

Agree: 275,103,698 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

5. Dr. Vichai Charoenwongse

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

Agree: 275,103,698 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

Mrs. Pasook Raksawonkse, Vice Chair, 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 POL.MAJ.GEN. Panurat Meepien, Mr. Khachornsakdi Vanaratseath, Mr. Wasin Teyateeti, Dr. Vichai Charoenwongs, and Mr. Vichit Tantianunanont.

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

6. To consider the Board of Directors' remuneration.

Mrs. Pasook Raksawonkse, Vice Chair, 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 2018, 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 11,342,000 consisting of Baht 1,748,000 for directors' meeting attendance fee, Baht 9,000,000 for the directors' annual remuneration, Baht 510,000 for meeting attendance fee of Audit Committee and Baht 84,000 for meeting attendance fee of Risk Management and Anti-Corruption Committee.

For 2019, 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
Consultant	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: 275,103,698 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.

POL.MAJ.GEN.Panurat Meepien, 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 2018, 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. Nopparoeek Pissanu Wong Certified Public Accountant No.7764 of D I A International Audit Co., Ltd., with a remuneration of Baht 1,840,000. By Mrs. Suvimol Krittayakiern, Certified Public Accountant No. 2982 as a signer of the Financial Statement since 2017.

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

1. Audited fees for PAEs of 4 subsidiaries	140,000	Baht
2. Financial statements of Private Fund	200,000	Baht
3. Information technology system audit	220,000	Baht
4. Other service	<u>149,995</u>	Baht
Total	<u>709,995</u>	Baht

and 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.	230,000	Baht

In year 2019, 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. Nopparoeek 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 for the year 2019 are as follows:

1. Review of the financial statement for 1 st , 2 nd and 3 rd quarters	750,000 Baht
2. Review for consolidated of the financial statements for 1 st , 2 nd and 3 rd quarters	210,000 Baht
3. Audit fee for the year ended December 31,2019	980,000 Baht
4. Audit consolidated for the year ended December 31,2019	<u>110,000</u> Baht
Total	<u>2,050,000</u> Baht

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

1. Audited fees for PAEs of 4 subsidiaries	140,000 Baht
2. Financial statements of Private Fund	200,000 Baht
3. Information technology system audit	<u>220,000</u> Baht
Total	<u>560,000</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.	465,000 Baht
2. Bangkok Tower (1999) Co., Ltd.	245,000 Baht
3. Tipvarin-Wattana Co., Ltd.	260,000 Baht
4. Tipvarin Inter Packaging Co., Ltd.	290,000 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 2019 and consider the auditor fees of Baht 2,050,000 as stated above with the votes:

Agree: 275,103,698 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

8. Other matters (if any)

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 10.40 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.Boonpakorn Chokvathana**
 Age - 84 years old
 Nationality - Thai
 Education - B.A, Economics University of Nottingham
 Seminar Program - Director Accreditation Program (DAP) 3/2003
 Director Certification Program (DCP) 68/2005
 Thai Institute of Directors Association (IOD)
 Position in Company - Vice 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	Director / Executive Position			Number	
2 companies	<u>2015-Present</u> Chairman Director	- New City (Bangkok) Public Company Limited - IT CITYPublic Company Limited	4 companies	- None -	- None -

Shareholding : 1,683,318 shares or to be 0.51%
 (oneself/spouse/children who is not sui juris)

Meeting Attendance record in 2019 : The General Shareholders meeting 1/1 time
 : The Board of Directors' meeting 11/12 times

Specialization : Textile industry, plan and provide strategies on production, marketing and human resource development

Type of Directorship being nominated : Director who was considered by Nomination and Remuneration Committee and 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.Vathit Chokwatana
- Age** - 55 years old
- Nationality** - Thai
- Education** - Master of Business Administration,
Assumption University
- Bachelor of Electronic Engineer,
San Francisco State University,
California, U.S.A.
- Seminar Program** - Director Accreditation Program (DAP) 75/2008
Thai Institute of Directors Association (IOD)
- Program Executives 21/2015, Capital Market
Academy
- Position in Company** - Vice President
- Number of years as director** - 12 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	<u>2015-Present</u> Director	Thai President Foods Public Company Limited	18 Companies	3 Companies	- Thai President Foods Public Company Limited - Sun108 Company Limited - Tsuruha (Thailand) Company Limited

Shareholding : 458,333 shares or to be 0.14%

(oneself/spouse/children who is not sui juris)

Meeting Attendance record in 2019 :

- The General Shareholders meeting 1/1 time
- The Board of Directors' meeting 12/12 times
- The Board of Executive meeting 9/12 times
- The Nomination and Remuneration meeting 2/2 times

Specialization : Business Management, Marketing Management,
Warehouse and Logistics Management, Information
Technology Management (IT)

Type of Directorship being nominated : Director who was considered by Nomination and Remuneration
Committee and 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. Boonyarith Mahamontri
- Age** - 74 years old
- Nationality** - Thai
- Education** - Bachelor of Science, Chulalongkorn University
- Seminar Program** - Director Accreditation Program (DAP) 3/2003
Director Certification Program (DCP) 68/2005
Thai Institute of Directors Association (IOD)
- Position in Company** - Director
- Number of years as director** - 31 years



Work Experiences

Listed Company			Non-Listed company	Director/Executive position in other company engaging in competitive/related businesses	
Number	Director / Executive Position			Number	
1 Company	<u>2015-Present</u> Director	Saha Cogen (Chonburi) Public Company Limited	1 Company	-None-	-None-

Shareholding : 62,218 shares or to be 0.02%

(oneself/spouse/children who is not sui juris)

Meeting Attendance record in 2019 : The General Shareholders meeting 1/1 time
: The Board of Directors' meeting 11/12 times

Specialization : Planning and corporate organization management

Type of Directorship being nominated : Director who was considered by Nomination and Remuneration Committee and 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** - Mr.Khachornsakdi Vanaratseath
- Age** - 72 years old
- Nationality** - Thai
- Education** - Master Degree of Accountancy,
Western Illinois University, U.S.A.
Graduate Diploma in Auditing,
Chulalongkorn University
- Seminar Program** - Director Accreditation Program (DAP) 3/2003
Thai Institute of Directors Association (IOD)
- Position in Company** - Independent Director and Chairman of
Audit Committee
- Number of years as director** - 23 years
- Work Experiences**



Listed Company			Non-Listed company	Director/Executive position in other company engaging in competitive/related businesses	
Number	Director / Executive Position			Number	
2 companies	<u>2015-Present</u> Independent Director and Chairman of Audit Committee <u>2017-Present</u> Independent Director and Chairman of Audit Committee	- Fareast DDB Public Company Limited - People's Garment Public Company Limited	1 Company	-None-	-None-

Shareholding : - None -

(oneself/spouse/children who is not sui juris)

Meeting Attendance record in 2019 : The General Shareholders meeting 1/1 time
: The Board of Directors' meeting 12/12 times
: The Board of Audit Committee meeting 5/5 times

Specialization : Accounting, finance and investment

Type of Directorship being nominated : Independent Director who was considered by Nomination and Remuneration Committee and 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

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

- 5. Name** - Mr. Wasin Teyateeti
- Age** - 71 years old
- Nationality** - Thai
- Education** - Bachelor of Accountancy Chulalongkorn University
- Seminar Program** - Director Accreditation Program (DAP) 3/2003 Thai Institute of Directors Association (IOD)
- Position in Company** - Independent Director and Audit Committee
- Number of years as director** - 22 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	<u>2015-Present</u> Vice Chairman	-Far East DDB Public Company Limited	10 Companies	-None-	-None-

Shareholding : 15,513 shares or to be 0.005%

(oneself/spouse/children who is not sui juris)

Meeting Attendance record in 2019 : The General Shareholders meeting 1/1 time
: The Board of Directors' meeting 10/12 times
: The Board of Audit Committee meeting 4/5 times

Specialization : Advertising, public relations and accounting

Type of Directorship being nominated : Independent Director who was considered by Nomination and Remuneration Committee and 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 - **Mr. Khachornsakdi Vanaratseath**
- Type of Director - Independent Director and Audit Committee
- Age - 72 years old
- Nationality - Thai
- Address - 18 Punawithi 30 Sukhumvit 101 Road, Khwaeng
Bangjark, Khet Phra Khanong, Bangkok 10260
- Company Shareholding - None
- Interest on each agenda - None
- Vested special interest in every agenda - Conflict of Interest in agenda No.5 Election of directors to replace the directors whose term has expired due to the directors are retired on rotation and the retiring directors may be re-elected.



2. Name - **Mr. Wasin Teyateeti**
- Type of Director - Independent Director and Audit Committee
- Age - 71 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
- Vested special interest in every agenda - Conflict of Interest in agenda No.5 Election of directors to replace the directors whose term has expired due to the directors are retired on rotation and the retiring directors may be re-elected.



3. Name - **POL.MAJ.GEN Panurat Meepien**
- Type of Director - Independent Director and Audit Committee
- Age - 72 years old
- Nationality - Thai
- Address - 299/8 Soi Ladphao 41, Khwaeng Chan Kasem,
Khet Chatuchak, Bangkok 10130
- Company Shareholding - None
- Vested special interest in every agenda - None



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

4. Name - **Dr. Vichai Charoenwongse**
- Type of Director - Independent Director
- Age - 73 years old
- Nationality - Thai
- Address - 29/50 Greenpoint Building Soi Anuman-Ratchthon
Surawong Road, Bang Rak, Bangkok 10500
- Company Shareholding - None
- Vested special interest
in every agenda - None



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5. Name - **Mr. Vichit Tantanunant**
- Type of Director - Independent Director
- Age - 73 years old
- Nationality - Thai
- Address - 8 Soi 9 (Seri 2nd) Hua Mark Sub-district,
Bangkapi, Bangkok 10250
- Company Shareholding - 0.005%
- Vested special interest
in every 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 inadequate 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 appointment 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.

.....

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. 69 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 Notification of Meeting 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 2019

Annual Report 2019 consisting of the Company's Board of Directors Report, Financial Statements for the year ended December 31, 2019.

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.

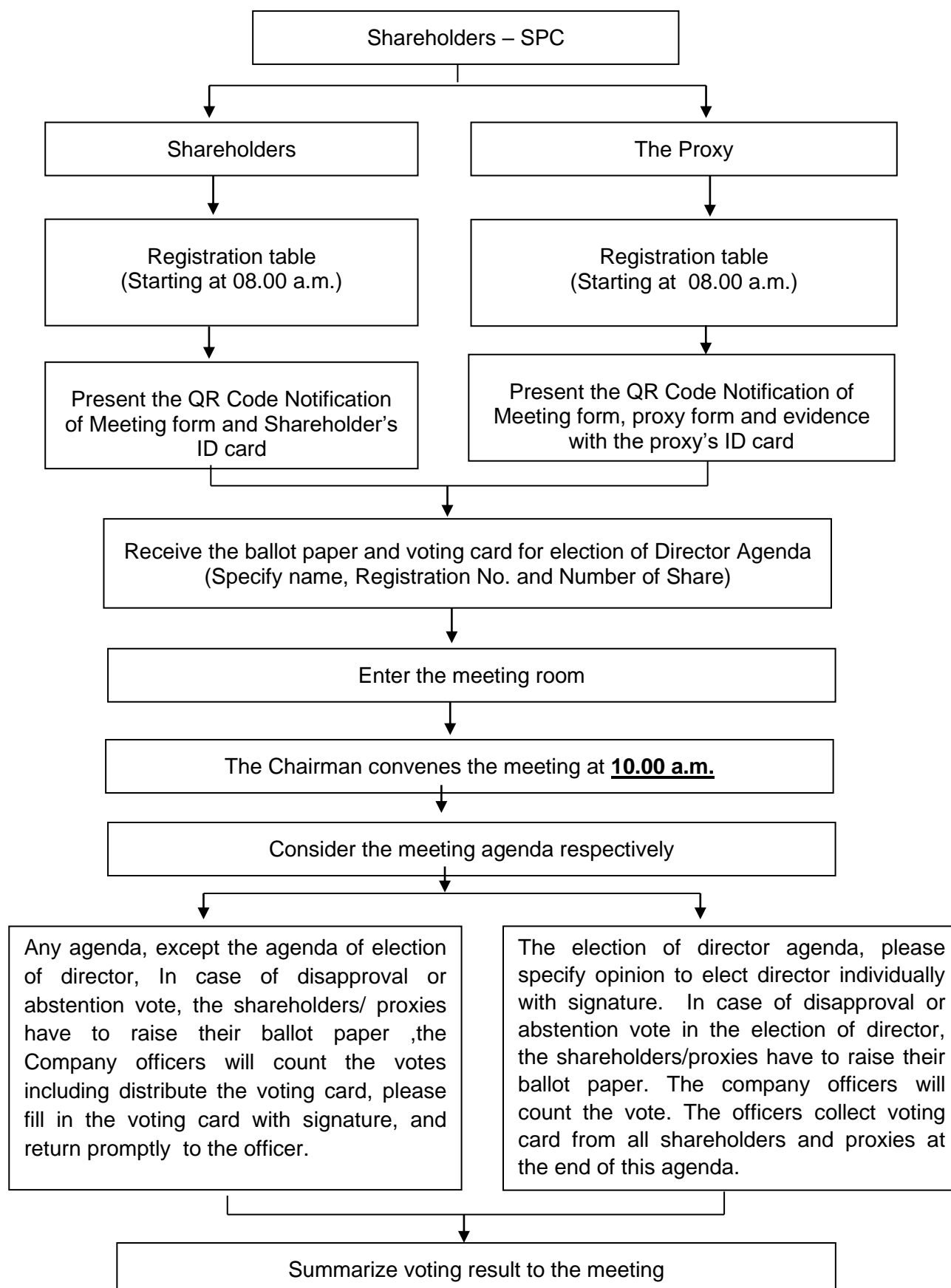
For Android System

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. 69
Saha Pathanapibul Public Company Limited
On Wednesday, April 22, 2020**



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.

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
holding the total amount of shares with the voting rights of votes as follows;

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

ordinary share shares with the voting rights of votes

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

preferred share shares with the voting rights of votes

(3) ขอมอบฉันทะให้

Hereby appoint

(1) พลตำรวจตรี ภาณุรัตน์ มีเพียร.....อายุ.....72.....ปี

POL MAJ GEN Panurat Meepien Age 72 Years

อยู่บ้านเลขที่.....299/8 ซอยลาดพร้าว 41 ถนน.....ตำบล/แขวง.....จันทน์เกษม.....

with address at 299/8 Soi Ladphoa 41 Road Sub-District Chan Kasem

อำเภอ/เขต.....จตุจักร.....จังหวัด.....กรุงเทพ.....รหัสไปรษณีย์.....10130.....หรือ

District Chatuchak Province Bangkok Postal Code 10130 or

(2) นายวิชิต ตันตียนานนท์.....อายุ.....73.....ปี

Mr. Vichit Tantanuannont Age 73 Years

อยู่บ้านเลขที่.....8 ซอย 9 หมู่บ้านเสรี 1 ถนน.....เสรี 2.....ตำบล/แขวง.....หัวหมาก.....

with address at 8 Soi 9 Road Seri 2 Sub-District Hua Mark

อำเภอ/เขต.....บางกะปิ.....จังหวัด.....กรุงเทพ.....รหัสไปรษณีย์.....10250.....หรือ

District Bangkapi Province Bangkok Postal Code 10250 or

(3).....อายุ.....ปี

Age Years

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

with address at Road Sub-District

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

District

Province

Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้น / การประชุมผู้ถือหุ้นสามัญ / วิสามัญ ครั้งที่ 69 ในวันพุธที่ 22 เมษายน 2563 เวลา 10.00 น. ณ ห้องเจ้าพระยา 2 โรงแรม มณเฑียรริเวอร์ไซด์ เลขที่ 372 ถนนพระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพมหานคร 10120 หรือที่แจ้งเลื่อนไปในวัน 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.69 to be held on Wednesday, April 22, 2020 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 68 เมื่อวันที่ 22 เมษายน 2562
Agenda 1 To certify the minutes of the Annual General Meeting of Shareholders No. 68 on April 22, 2019.

☐ (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 พิจารณานุมัติงบการเงิน สิ้นสุด ณ วันที่ 31 ธันวาคม 2562

Agenda 3 To approve the Financial Statements as at December 31, 2019.

☐ (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 พิจารณานุมัติการจัดสรรกำไรและการจ่ายเงินปันผล

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 นายบุญปกรณ์ โชควัฒนา

Name of Director Mr. Boonpakorn Chokvathana

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ จดออกเสียง

Abstain

ชื่อกรรมการ นายเวทิต โชควัฒนา

Name of Director **Mr.Vathit Chokwatana**

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

ชื่อกรรมการ นายบุญฤทธิ์ มหามนตรี

Name of Director **Mr. Boonyarith Mahamontri**

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

ชื่อกรรมการ นายขจรศักดิ์ วรรณต์เศรษฐ

Name of Director **Mr. Khachornsakdi Vanaratseath**

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

ชื่อกรรมการ นายวสิน เตยยะติ

Name of Director **Mr. Wasin Teyateeti**

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

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

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

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.

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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 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.

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

ประจำค่อแบบหนังสือมอบฉันทะแบบ 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 สหพัฒนพิบูล จำกัด (มหาชน)

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

ในการประชุมผู้ถือหุ้น / การประชุมผู้ถือหุ้นสามัญ / วิสามัญ ครั้งที่ 69 ในวันพุธที่ 22 เมษายน 2563 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. 69 to be held on Wednesday, April 22, 2020 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

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☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve Disapprove Abstain

☐ วาระที่ เรื่อง

Agenda No. Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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Approve Disapprove Abstain

☐ วาระที่ เรื่อง

Agenda No. Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve Disapprove Abstain

☐ วาระที่ เรื่อง

Agenda No. Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve Disapprove Abstain

☐ วาระที่ เรื่อง.....

Agenda No. Subject

☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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☐ 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

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 2019 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

