

SPC
S A H A P A T

SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED

Notice of the General Meeting of Shareholders

No.70

Monday, April 26, 2021 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 Registration Form with Barcode to the meeting
For attending the meeting**

The Company's Precautionary Measures and Guidelines for Holding the Annual General Meeting of Shareholders for the Year 2020 under the Circumstance of Coronavirus 2019 (COVID-19)

1. Shareholders are encouraged to appoint the Company's Independent Directors (The name list of Independent Directors attached as the attachment No.5) as proxy to attend the Meeting instead of participating in persons by using the proxy form sent to the Shareholders (pre-casting the vote for each agenda is recommended), and return the proxy form to the Company. (Please return the completed Proxy Form to the Company within April 22, 2021, to facilitate the verification of the evidence.)

Mrs. Siriporn Lekayavijitr (Company's Secretary)
Saha Pathanapibul Public Company Limited
2156 New Petchburi Road, Bangkapi, Huaykwang, Bangkok 10310

2. The Company would clean inside the meeting room in advance of the Meeting.

3. The Company has organized the meeting venue to avoid being overcrowded with appropriate social distancing of 1.5 meters in various areas. Limited number of available seats in the meeting room for approximately 50 seats with specific seating number for each attendee. Therefore, each attendee is required to sit as specified for the benefits of the disease prevention or following up in case of any unforeseen circumstances.

Once the seats are fully occupied, Shareholders, who attend the meeting in persons, are required to grant proxy to the Company's Independent Directors to attend the Meeting instead of participating in persons. If the proxies do not pass the screening criteria, to protect the rights of shareholders, the Company reserves the right to appoint an Independent Director as specified on the proxy.

4. The Company would like to request your cooperation to strictly follow the Company's measures and guidelines to prevent and minimize the risk of COVID-19 virus spread as follows:

4.1 All Attendees are required to wear your facemask and fill in the COVID-19 Infection Risk Screening Form before entering the venue, and for those attendees who have recently visited or returned from any disease infected zones as notified by the Ministry of Public Health, or being found of having risky symptoms such as fever, feel feverish, cough, runny nose, will not be allowed to attend the Meeting. The Company would ask for your cooperation to strictly follow the recommendations from our staff at the health screening point or attendee will be denied from entering the meeting. For those who cannot attend the meeting due to the reasons explained above are able to appoint the Company's Independent Directors as their proxies to attend and vote at the Meeting. Please also note that concealment of health information or traveling record could be considered as the violation of the Communicable Diseases Act B.E. 2558

4.2 The Company will provide the screening station and measure the body temperatures of all of the meeting attendants before entering the meeting venue, which any attendee who have body temperature of 37.5 degrees Celsius or higher will not be allowed to attend the meeting. Attendees who passed the health screening are requested to put on a registration sticker and wear your facemask at all time and clean your hands by using the alcohol-based hand sanitizer gel, provided by the Company at the meeting areas.

4.3 The Company reserves the rights to not allow any attendees, who do not pass the health screening or do not completed the COVID-19 Infection Risk Screening Form to enter the Meeting.

4.4 For the attendees, who wish to ask any question, are able to submit their written questions to the Company's staff, to submit the questions to the Company's Chairman of the Board of Directors.

5. The Company serve bottled water in the meeting room and ask you to cooperate would not eat any food all the time in the meeting room. We provide snacks for the shareholders or proxies who attend the meeting in the amount of 1 set per person after the meeting has ended.

6. If there are any changes in the situation or additional AGM-related measures from the Government Official, the Company will inform Shareholders via the Company's website (www.sahapat.co.th).

The Company would like to apologize for any inconvenience that may occurs, especially if a high number of meeting attendees cause a delay in the health screening and registration process.



Translation

No. 37/2021

April 2, 2021

Notice of the Annual General Meeting of Shareholders No. 70

To: Shareholders

- Attachments:
1. Copy of Minutes of the Annual General Meeting of Shareholders No.69 on August 3, 2020
 2. Annual Report for the year 2020 (QR Code) on QR code Registration Form
 3. Profile of the nominated persons (to be directors) in replacement of those who are retired by rotation
 4. The definition of "Independent Directors"
 5. The profile data of Independent Directors 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 2020
 9. Procedures for attending the General Meeting of Shareholders
 10. Proxy Form B
 11. Requirement form of the Annual Report (printed form)
 12. Map of the meeting place of the General Meeting of Shareholders
 13. QR Code Registration Form (must be presented at the meeting day)

The Board of Directors of the Company determined to arrange the Annual General Meeting of Shareholders No.70 on Monday, April 26, 2021, 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, 2020, 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. 69 on August 3, 2020.**

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 2020 provided in the Annual Report of 2020 (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, 2020

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 2020 are as follows:

(Unit: million Baht)

Transactions	Consolidated	Separated
Total Assets	34,074	32,903
Total Liabilities	10,360	10,178
Shareholders' Equity	23,714	22,725
Total Income	32,715	32,278
Net Profit	1,744	1,561
Basic Earnings per Share (Baht/Share)	5.18	4.74

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: In 2020, profit for the year of the Company is the total amount of 1,561 million Baht, unappropriated retained earnings are 10,936 million Baht, and total earning for appropriation is 12,497 million Baht. 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.

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 328,172,900 shares, a total amount of Baht 525,076,640 which is compliance with the Company's dividend payment policy. The Company will be paid from the retained earning already subject to 23% 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 11, 2021 and determine dividend payment date on May 25, 2021. Details of dividend payment are as follows:

Details of Dividend Payment	2020 (Paid)	2019 (Paid)	The Policy
Dividend per Share (Baht / Share)	1.60 Baht	1.60 Baht	0.15 Baht
- Interim Dividend (Baht / Share) in December 11, 2019	-	0.60 Baht	-
- Interim Dividend (Baht / Share) in May 8, 2020	-	1.00 Baht	-
- Dividend will pay for this time (Baht / Share)	1.60 Baht	-	
Dividend Ratio per Net Profit	33.64 %	33.52 %	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) Mrs. Pasook | Raksawonkse | Director / Vice Chair of Executive Board /
Chair of Corporate Governance Committee |
| (2) Mrs. Chailada | Tantivejakul | Director / Chair of Risk Management Committee /
Director of Nomination and Remuneration Committee |
| (3) POL.MAJ.Gen.Panurat | Meepien | Independent Director / Audit Committee |
| (4) Mr. Vichit | Tantianunanont | Independent Director |
| (5) Mr. Petch | Paniangvait | Director |

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, 2020. 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.

POL.MAJ.Gen.Panurat Meepien is an independent director who has served on the board for more than nine consecutive years, has been in the position of independent director for 12 years and when including the position of independent director until the completion of the term proposed in this time will be 15 years as independent director is well versed in law. He has provided the Company with beneficial counsel. He meets the desired qualifications for the post and is 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 2020, 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 11,602,000 consisting of Baht 1,808,000 of meeting attendance fees, Baht 9,200,000 of the annum remuneration, Baht 450,000 of meeting attendance fee for Audit Committee, Baht 64,000 of meeting attendance fee for Nomination and Remuneration Committee, Baht 52,000 of meeting attendance fees for Risk Management Committee and Baht 28,000 of meeting attendance fees for Corporate Governance Committee. The Company reported the summaries of the amount of money paid to each of the directors, Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and Corporate Governance Committee individually and separately as shown in the Annual Report and 56-1 Form.

For 2021 the Nomination and Remuneration Committee has proposed to maintain the board remuneration not exceed 15 million Baht a year. 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>2021</u>	<u>2020</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>2021</u>	<u>2020</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>2021</u>	<u>2020</u>
Chairman	12,000 (Baht/Meeting)	12,000 (Baht/Meeting)
Director	10,000 (Baht/Meeting)	10,000 (Baht/Meeting)

4. Risk Management Committee

- Meeting attendance fee (paid to attending directors only)

	<u>2021</u>	<u>2020</u>
Chairman	4,000 (Baht/Meeting)	4,000 (Baht/Meeting)
Director	3,000 (Baht/Meeting)	3,000 (Baht/Meeting)

5. Corporate Governance Committee

- Meeting attendance fee (paid to attending directors only)

	<u>2021</u>	<u>2020</u>
Chairman	4,000 (Baht/Meeting)	4,000 (Baht/Meeting)
Director	3,000 (Baht/Meeting)	3,000 (Baht/Meeting)

6. 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 2020, the auditors were Mrs. Suvimol Krittayakiern, Certified Public Accountant No.2982, and/or Mr.Nopparoeck Pissanu Wong, Certified Public Accountant No.7764, and/or Mr. Wirote Satjathamnukul, Certified Public Accountant No.5128 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 2021. The Auditors are as follows :

1. Mrs. Suvimol Krittayakiern, Certified Public Accountant No.2982 and/or
Had served 4 terms as a signer of the financial statement since 2017 - Present
2. Mr. Wirote Satjathamnukul, Certified Public Accountant No. 5128 and/or
Had never sign of the company's financial statement
3. Mr. Joompoth Priratanakorn, Certified Public Accountant No.7645 and/or
Had never sign of the company's financial statement
4. Mr.Nopparoeek Pissanuwong, Certified Public Accountant No.7764 and/or
Had never sign of the company's financial statement
5. Miss Suphaphorn Mangjit, Certified Public Accountant No.8125
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.Wirote Satjathamnukul, Certified Public Accountant No.5128 and/or Mr. Joompoth Priratanakorn, Certified Public Accountant No.7645 and/or Mr. Nopparoeek Pissanuwong, Certified Public Accountant No.7764 and/or Miss Suphaphorn Mangjit, Certified Public Accountant No.8125, of D I A International Audit Co., Ltd. , to be the auditor of the Company for the year 2021 and consider the auditor fees are as follows:

Description	<u>2021</u> (THB)	<u>2020</u> (THB)
Review of the financial statement for 1 st , 2 nd and 3 rd quarters	855,000	795,000
Review for consolidated of the financial statements for 1 st , 2 nd and 3 rd quarters	240,000	240,000
Audit fee for the year ended December 31	1,060,000	1,005,000
Audit consolidated for the year ended December 31	115,000	110,000
Total	2,270,000	2,150,000

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

	<u>2021</u>	<u>2020</u>
- Audited fees for PAEs of 4 subsidiaries	155,000 Baht	180,000 Baht
- Financial statements of Private Fund	210,000 Baht	210,000 Baht
- Information technology system audit	<u>220,000</u> Baht	<u>220,000</u> Baht
Total	<u>585,000</u> Baht	<u>610,000</u> Baht

and auditor fees for subsidiaries as follows:

<u>Audit Fee for Subsidiaries</u>	<u>2021</u> (THB)	<u>2020</u> (THB)
1. Chokchaipibul Co., Ltd.	800,000	700,000
2. Bangkok Tower (1999) Co., Ltd.	270,000	270,000
3. Tipvarin-Wattana Co., Ltd.	300,000	300,000
4. Tipvarin Inter Packaging Co., Ltd.	330,000	330,000
5. Dairy Thai Co., Ltd.	280,000	280,000
6. SPC Ventures Co., Ltd.	180,000	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. To Approve the Amendment of the Articles of Association No. 3 by added 1 item of company's objectives from 59 items to 60 items.

Fact and reason: To be consistent and support the asset management of the company in respect of land. It is then appropriate to amend the Memorandum of Association No. 3 by added 1 item of company's objectives from 59 items to 60 items, as follows :

“Clause 60. Conducting agricultural related activities of all kinds, such as farming, gardening, harvesting, raising animals, aquaculture, forestry, fishery, livestock, growing crops, fruit planting and other by-products in agriculture. Which includes setting up factories to produce goods and products from agricultural by-products to distribute domestically and internationally.”

Comment of the Board: It should propose to Annual General Meeting of Shareholders for approval. The Amendment of the Articles of Association No. 3 by added 1 item of company's objectives from 59 items to 60 items as described above. Allowing to the person assigned by the Board of Directors to registering an amendment to the Memorandum of Association with the Department of Business Development Ministry of Commerce and have authorized to amend and add wording in order to comply with the order of the Registrar.

Voting: This agenda must be approved with is not less than 3/4 (three-fourths) votes of all shareholders who attended the meeting and were eligible to vote.

9. Other matters (if any)

The shareholders are invited to attend the meeting on the date, time, and venue indicated above. The shareholders may register to attend the meeting at the venue of the meeting on such date at 8.00 a.m. onwards. It is the Company's policy to support shareholders to participate in the Company's operation, so the shareholders can submit questions in advance. The shareholders who have the questions related to any agenda of the General Meeting of Shareholders are able to send the questions in advance through email: invest@sahapat.co.th or a registered mail to Mrs. Siriporn Lekayavijitr (Company's Secretary) Saha Pathanapibul Public Company Limited, 2156 New Petchburi Road, Bangkok, Huaykwang, Bangkok 10310 or Fax No. 0-2318-1152 within April 22, 2021, 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 3 days prior the meeting in order to facilitate the verification of the evidence. The Company will process registration with the barcode system, for registration convenience, each of Shareholders and proxies, who will attend the meeting, please sign and bring the QR Code Registration Form on the meeting day for the right to attend the Shareholder Meeting (attached as the attachment No.13).

By the order of the Board of Directors

Siriporn Lekayavijitr

(Mrs. Siriporn Lekayavijitr)

Company's Secretary

(English Translation)

SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED
The Minutes of the General Meeting of Shareholders No. 69

The meeting was held at Galaxy 10th Floor, Avani+ Riverside Bangkok Hotel, No.257, Charoennakorn Road, Kwaeng Sum Rae, Khet Thonburi, Bangkok on August 3, 2020. There were shareholders in person and proxies 46 persons, equivalent to 91 shareholders, representing 274,406,396 shares or 83.15% 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 09.00 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 44 persons, equivalent to 89 shareholders, representing 273,830,752 shares or 82.98% 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.69 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 / Chairman of the Nomination and Remuneration Committee
3.	Mr. Boonpakorn	Chokvathana	Vice Chairman
4.	Mrs. Pasook	Raksawonkse	Vice Chair of the Executive Board / Chairman of the Corporate Governance 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 / Chairman of the Risk Management Committee
10.	Mr. Thamarat	Chokwatana	Director
11.	Mr. Wasin	Teyateeti	Independent Director / Chairman of Audit Committee
12.	POL.MAJ.GEN.Panurat	Meepien	Independent Director / Audit Committee
13.	Mr. Khachornsakdi	Vanaratseath	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. Mrs. Siriwan | Wongariyakavee | Executive Director / Financial and Investment Director / Chief Financial Officer |
| 2. 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 attendance the meeting

- Mrs. Suvimol Krittayakiern Auditor

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, 2019, 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 assigned to Mr.Vathit Chokwatana, President, proposed the 1- 4 Agenda items, assigned to Mrs.Pasook Raksawonkse, Vice Chair of the Executive Board, proposed the 5- 6 Agenda items and assigned to Mr. Wasin Teyateeti, Chairman of Audit Committee, proposed the 7 Agenda item, to 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 575,644 shares, to be in aggregate of shareholders and proxies in total of 46 persons, equivalent to 91 shareholders, which represented 274,406,396 shares or 83.15% of the total outstanding and paid-up shares.

1. To certify the Minutes of Annual General Meeting of Shareholders No.68 held on April 22, 2019.

Mr.Vathit Chokwatana, President, proposed that the Company had arranged the Minutes of the General Meeting of Shareholders No.68 held on April 22, 2019 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.68 held on April 22, 2019 as proposal, with the votes:

Agree: 274,406,396 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.Vathit Chokwatana, President, reported to 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.

The total revenues of the company and subsidiaries in 2019, had amount of 32,802 million Bath an increase to 87.44 million Bath or 0.27% over the year 2018. In the year 2019 had the despite the hurdles. However, the Company was able to maintain satisfactory performance and meet established goals. As always, the Company began the year by defining its missions, goals, strategies, action plans, and budgets. It also adhered to ethical principles in every step of its operations.

The Company and subsidiaries had gross profit in the year 2019 amount of 5,176 million Bath equal to 15.78% of selling, when deducting selling and administrative expenses, and finance cost, net profit before tax was 2,104 million Bath. Net profit after tax was 1,744 million Bath, decreased by 33.60 million Bath or 1.93% from the year 2018.

The company has renewed the member of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) within 2019 and received certification of membership in the Collective Action Coalition Against Corruption on November 4, 2019.

As the outbreak of the Coronavirus 2019 ("COVID-19"), the company allows to employees works from home and shuffle working time for reduce the risk to go to the company.

Saha group donated essential Items to public are as follow:

- 1 million of cotton face masks donated through the ministry of interior.
- 4,000 of PPE suits donated through the Prime Minister.
- 1 million of instant noodle "Sue Sat" project. In which a set of "Sue Sat" products are instant noodle "Sue Sat" and canned fish "Sue Sat", give to
 - Surrounding communities of the company.
 - Taxi driver.
 - Slum communities around Bangkok donated through Bangkok Governor.
 - Police and border patrol police donated through commissioner - general.
 - Distribute to the little free pantry (Tu Pun Sook) in 20 provinces.

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.

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, 2019. 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 2019, (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	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

Therefore, the Meeting was proposed for consideration and approval.

After consideration: the meeting unanimously resolved to approve the Financial Statements as at December 31, 2019 as proposal, with the votes:

Agree: 274,406,396 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

4. **To approve the profit allocation and acknowledge the interim dividend payment.**

Mr. Vathit Chokwatana, President, presented to the Meeting that the following information as at December 31, 2019:

Net Profit of the year 2019	1,575	Million Baht
Unappropriated Retained Earnings	<u>9,583</u>	Million Baht
Total Appropriated Retained Earnings	<u>11,158</u>	Million Baht

The Board of Directors proposed an appropriation of the retained earnings, the company has been legal reserved was fully reserved, and no reservation in this year.

The Board of Directors proposed to inform shareholders at the Annual General Meeting about the interim dividend payments as follow:

Details of Dividend Payment	Dividend payment / share	Total (Million Bath)
- Interim Dividend (Baht / Share) in December 11, 2019	0.60 Baht	198
- Interim Dividend (Baht / Share) in May 8, 2020	1.00 Baht	330
Total of the 2 interim payments	1.60 Baht	528

Unappropriated retained earning carried forward 10,828 Million Baht.

Dividend payment would be paid from the retained earning under corporate income tax at 25% where the individual shareholders can apply for tax credit in accordance with section 47 bis of the revenue code and the company not proposes any further annual dividend for the fiscal year of 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 acknowledge the 2 interim dividend payment amounts of Baht 528,000,000. The company not proposes any further annual dividend for the fiscal year of 2019 as proposed, with the votes:

Agree: 274,406,396 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted

Disagree: - None -

Abstain: - None -

Voided Ballots: - None -

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.69, 5 retiring directors were:

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

For the two independent directors who have served on the board for more than nine consecutive years are Mr.Wasin Teyateeti and Mr.Khachornsakdi Vanaratseath. 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.

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. Vathit Chokwatana	Director	- Thai President Foods Plc.
	Director	- Sun 108 Co., Ltd.
	Director	- TSURUHA(Thailand) 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. Boonpakorn Chokvathana

After consideration: The meeting unanimously resolved to elect as proposed, with the votes:
Agree: 274,406,396 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted
Disagree: - None -
Abstain: - None -
Voided Ballots: - None -

2. Mr. Vathit Chokwatana

After consideration: The meeting unanimously resolved to elect as majority vote, with the votes:
Agree: 274,406,396 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted
Disagree: - None -
Abstain: - None -
Voided Ballots: - None -

3. Mr. Boonyarith Mahamontri

After consideration: The meeting unanimously resolved to elect as proposed, with the votes:
Agree: 274,406,396 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted
Disagree: - None -
Abstain: - None -
Voided Ballots: - None -

4. Mr. Wasin Teyateeti

After consideration: The meeting unanimously resolved to elect as proposed, with the votes:
Agree: 274,406,396 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted
Disagree: - None -
Abstain: - None -
Voided Ballots: - None -

5. Mr. Khachornsakdi Vanaratseath

After consideration: The meeting unanimously resolved to elect as majority vote, with the votes:
Agree: 274,406,396 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 Mr. Wasin Teyateeti, POL.MAJ.GEN. Panurat Meepien, Mr. Khachornsakdi Vanaratseath, Dr. Vichai Charoenwongs, and Mr. Vichit Tantianunanont.

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

6. To consider the Board of Directors' remuneration.

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 2019, 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 11,586,000 consisting of Baht 1,778,000 for directors' meeting attendance fee, Baht 9,200,000 for the directors' annual remuneration, Baht 480,000 for meeting attendance fee of Audit Committee, Baht 96,000 for meeting attendance fee of Risk Management and Anti-Corruption Committee and Baht 32,000 for meeting attendance fee of Nomination and Remuneration Committee.

For 2020, the Board of Directors was agreed with the Nomination and Remuneration Committee to approve the remuneration of directors should not exceed 15 million Baht. The amount excluded, and the remuneration and welfare which directors received as the Company's employee or staff, which consideration on evaluation of the Board of Directors operation, 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. 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 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 by quarter.

Chairman	60,000	Baht
Director	30,000	Baht

3. Nomination and Remuneration Committee

- Meeting attendance fee (paid to attending directors only)

Chairman	12,000	Baht/ meeting
Director	10,000	Baht/ meeting

4. Risk Management Committee

- Meeting attendance fee (paid to attending directors only)

Chairman	4,000	Baht/ meeting
Director	3,000	Baht/ meeting

5. Corporate Governance Committee

- Meeting attendance fee (paid to attending directors only)

Chairman	4,000	Baht/ meeting
Director	3,000	Baht/ meeting

6. 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 Nomination and Remuneration Committee, meeting attendance fee for Risk Management Committee and meeting attendance fee for Corporate Governance Committee, including subcommittee's remuneration (if any) as stated above with the votes:
Agree:	274,406,396 votes; to be 100% of casting votes of shareholders who attended the Meeting and voted
Disagree:	- None -
Abstain:	- None -
Voided Ballots:	- None -

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

Mr. Wasin Teyateeti, Chairman of Audit Committee, proposed to the meeting that according to the Articles of Association, No. 49 and 50, the Auditors must not be director, employee, staff or any position of the Company, the Auditors will be appointed in every General Meeting of Shareholders. The Company may re-appoint the former auditor after terminating. In year 2019, the Company's auditors are Mrs. Suvimol Krittayakiern, Certified Public Accountant No.2982 and/or Miss Suphaphorn Mangjit, Certified Public Accountant No. 8125 and/or Mr. Nopparoek Pissanu Wong Certified Public Accountant No.7764 of D I A International Audit Co., Ltd., with a remuneration of Baht 2.050,000. Mrs. Suvimol Krittayakiern, Certified Public Accountant No.2982 had served 3 terms as a signer of the financial statement since 2017 – Present.

The other service fees from the office of auditor in 2019 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

and 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
6. SPC Ventures Co., Ltd.	20,000	Baht

In year 2020, 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 Mr. Nopparoek Pissanu Wong, 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. The Auditors are as follows:

Consider the auditor fees for the year 2020 are as follows:

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

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

1. Audited fees for PAEs of 4 subsidiaries	180,000	Baht
2. Financial statements of Private Fund	210,000	Baht
3. Information technology system audit	<u>220,000</u>	Baht
Total	<u>610,000</u>	Baht

And auditor fees for subsidiaries as follows:

1. Chokchaipibul Co., Ltd.	700,000	Baht
2. Bangkok Tower (1999) Co., Ltd.	270,000	Baht
3. Tipvarin-Wattana Co., Ltd.	300,000	Baht
4. Tipvarin Inter Packaging Co., Ltd.	330,000	Baht
5. Dairy Thai Co., Ltd.	280,000	Baht
6. SPC Ventures Co., Ltd.	180,000	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 Mr.Nopparoeck Pissanuwong, Certified Public Accountant No.7764, and/or Mr.Wirote Satjathamnukul, Certified Public Accountant No.5128, of D I A International Audit Co., Ltd. to be auditor(s) of the Company for the year 2020 and consider the auditor fees of Baht 2,150,000 as stated above with the votes:

Agree: 274,406,396 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 09.40 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 - **Mrs. Pasook Raksawonkse**
- Age - 66 years old
- Nationality - Thai
- Education - Master of Business Administration, Nida
- Seminar Program - Director Accreditation Program (DAP) 75/2008
Director Certification Program (DCP) 251/2017
Risk Management Program for Corporate Leaders (RCL) 7/2017
Thai Institute of Directors Association (IOD)
- Position in Company - Director
Vice Chair of Executive Board
Chair of Corporate Governance Committee
- Number of years as director - 13 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>June2008 - Present</u> Director	- Saha Pathanapibul Public Company Limited	5 companies	- None -	- None -

Shareholding : 55,000 shares or to be 0.02%
(oneself/spouse/children who is not sui juris)

Meeting Attendance record in 2020 :

- The General Shareholders meeting 1/1 time
- The Board of Directors' meeting 12/12 times
- The Board of Executive meeting 10/10 times
- The Risk Management Committee 5/5 times
- The Corporate Governance Committee 7/7 times

Specialization : Marketing strategy, business plan and marketing research

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** - **Mrs. Chailada Tantivejakul**
- Age** - 44 years old
- Nationality** - Thai
- Education** - Master Degree in International Commerce and Policy, George Mason University, U.S.A
- Bachelor of Economics Thammasat University
- Seminar Program** - Director Accreditation Program (DAP) 55/2006
- Risk Management Program for Corporate Leaders (RCL) 8/2017
Thai Institute of Directors Association (IOD)
- Position in Company** - Director
- Executive Director
- Chair of Risk Management Committee
- Director of Nomination and Remuneration Committee
- Number of years as director** - 5 years



Work Experiences

Listed Company			Non-Listed company	Director/Executive position in other company engaging in competitive/related businesses Number	
Number	Director / Executive Position				
2 companies	<u>Nov2017- Present</u>	- Executive Vice President and Chief Financial Officer	11 companies	- None -	- None -
	<u>2019 - Present</u>	- I.C.C International Director			

Shareholding : 1,166,739 shares or to be 0.35%

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

Meeting Attendance record in 2020 :

- The General Shareholders meeting 1/1 time
- The Board of Directors' meeting 12/12 times
- The Board of Executive meeting 9/10 times
- The Risk Management Committee 8/8 times
- The Nomination and Remuneration Committee 2/2 times

Specialization : Marketing and Advertising

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** - **POL.MAJ.Gen.Panurat Meepien**
- Age** - 73 years old
- Nationality** - Thai
- Education** - Master of Public Affairs, U.S.A.
- Bachelor of Political Science, Chiang Mai University
- Seminar Program** - Director Accreditation Program (DAP) 77/2009
Thai Institute of Directors Association (IOD)
- Position in Company** - Independent Director and Audit Committee
- 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>2013 - Present</u> Independent Director and Audit Committee	- Pan Asia Footwear Public Company Limited	-None-	-None-	-None-

Shareholding : **-None-**

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

Meeting Attendance record in 2020 : The General Shareholders meeting 1/1 time
: The Board of Directors' meeting 12/12 times
: The Audit Committee 5/5 times

Specialization : Law and Politics

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

- 4. Name** - **Mr. Vichit Tantianunanont**
- Age** - 74 years old
- Nationality** - Thai
- Education** - Assumption Commercial College, Bangkok
- Joint Venture Management Course, Insead University
- Seminar Program** - Director Accreditation Program (DAP) 3/2003
Thai Institute of Directors Association (IOD)
- Position in Company** - Independent Director
- Number of years as director** - 3 years
- Work Experiences**



Listed Company		Non-Listed company	Director/Executive position in other company engaging in competitive/related businesses Number	
Number	Director / Executive Position			
2 companies	<u>2015-Present</u> - Independent Director / Audit Committee - Chairman of Risk Management Committee	1 Company	-None-	-None-
	<u>2015-Present</u> - Independent Director / Audit Committee			
	- Far East Fame Line DDB Public Company Limited			
	- Sompoo Insurance (Thailand) Public Company Limited			

Shareholding : 18,153 shares or to be 0.005%

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

Meeting Attendance record in 2020 : The General Shareholders meeting 1/1 time
: The Board of Directors' meeting 12/12 times

Specialization : Consumer Products

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. Petch Paniangvait**
- Age** - 46 years old
- Nationality** - Thai
- Education** - MBA International Business,
University of Sydney, Australia
- Bachelor of Business Assumption University
- Seminar Program** - Director Accreditation Program (DAP) 99/2012
Thai Institute of Directors Association (IOD)
- Position in Company** - Director
- Executive Director
- Number of years as director** - 9 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>2017- Present</u> Assistant Vice President of Business development and Foreign Investment	- Thai President Foods Public Company Limited	5 companies	-None-	-None-

Shareholding : 300,000 shares or to be 0.09%

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

Meeting Attendance record in 2020 :

- The General Shareholders meeting 1/1 time
- The Board of Directors' meeting 12/12 times
- The Board of Executive meeting 6/6 times

Specialization : Marketing, Investing in and out of the country, Products

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

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. Wasin Teyateeti**
- Type of Director** - Independent Director and Chairman of Audit Committee
- Age** - 72 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**



- 2. Name** - **Mr. Khachornsakdi Vanaratseath**
- Type of Director** - Independent Director and Audit Committee
- Age** - 73 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**



- 3. Name** - **POL.MAJ.GEN Panurat Meepien**
- Type of Director** - Independent Director and Audit Committee
- Age** - 73 years old
- Nationality** - Thai
- Address** - 299/8 Soi Ladphao 41, Khwaeng Chan Kasem, Khet Chatuchak, Bangkok 10130
- Company Shareholding** - None
- Interest on each 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.
- Vested special interest in every agenda**



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 - 74 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



-
- 5. Name** - **Mr.Vichit Tantanunant**
Type of Director - Independent Director
Age - 74 years old
Nationality - Thai
Address - 8 Soi 9 (Seri 2rd)
Hua Mark Sub-district,
Bangkapi, Bangkok 10250
Company Shareholding - 0.005%
Interest on each agenda - Conflict of Interest in agenda No.5 Election
Vested special interest in every agenda 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.



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.

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

The registration of the General Meeting of Shareholder No. 70 of Saha Pathanapibul Public Company Limited will process with barcode system. For your convenience in registration, shareholders and authorized persons who will attend the meeting, please bring the Registration Form with barcode on the meeting day.

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

Person

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

Juristic Person

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

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

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

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

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

**QR code Downloading Procedures for supporting documents
for 2021 Annual General Meeting Shareholders**

The Thailand Securities Depository Co., Ltd. as a securities registrar under the Stock Exchange of Thailand (SET), has developed a system which allows SET Listed Companies to send the Notice of General Meeting of Shareholders, Annual Report in the form of E-books accessible through QR Code to shareholders, 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.

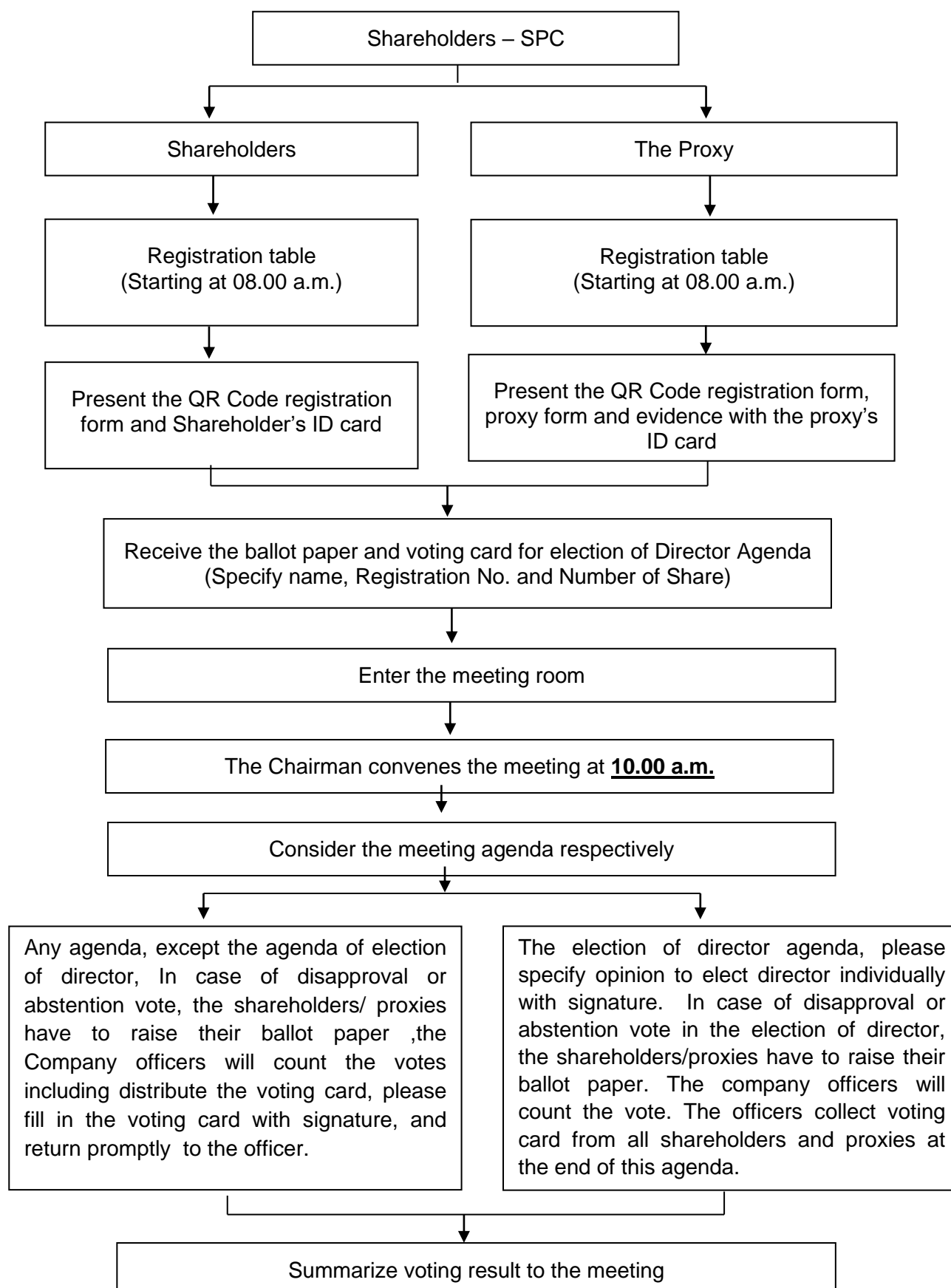
For Android System

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

How to scan the QR 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. 70
Saha Pathanapibul Public Company Limited
On Monday, April 26, 2021**



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) นายวสิน เตชะธิตี.....อายุ.....72.....ปี

Mr. Wasin Teyateeti

Age 72 Years

อยู่บ้านเลขที่.....11 หมู่บ้านเสรี ซอย 5 ถนน.....พระราม 9.....ตำบล/แขวง.....สวนหลวง.....

with address at

11 Seri Village

Road Rama 9

Sub-District

Suanluang

อำเภอ/เขต.....สวนหลวง.....จังหวัด.....กรุงเทพฯ.....รหัสไปรษณีย์.....10250.....หรือ

District

Suanluang

Province

Bangkok

Postal Code

10250

or

(2) นายขจรศักดิ์ วันรัตน์เศรษฐี.....อายุ.....73.....ปี

Mr. Khachornsakdi Vanaratseath

Age 73 Years

อยู่บ้านเลขที่.....18 ซอยปทุมวิภา 30.....ถนน.....สุขุมวิท 101.....ตำบล/แขวง.....บางจาก.....

with address at

18 Punnawithi 30

Road

Sukhumvit 101

Sub-District

Bangjark

อำเภอ/เขต.....พระโขนง.....จังหวัด.....กรุงเทพฯ.....รหัสไปรษณีย์.....10260.....หรือ

District

Phra Khnong

Province

Bangkok

Postal Code

10260

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 70 ในวันจันทร์ที่ 26 เมษายน 2564 เวลา 10.00 น. ณ ห้องเจ้าพระยา 2 โรงแรม มณเฑียร ริเวอร์ไซด์ เลขที่ 372 ถนนพระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพมหานคร 10120 หรือที่แจ้งเลื่อนไปใน วัน 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.70 to be held on Monday, April 26, 2021 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 69 เมื่อวันที่ 3 สิงหาคม 2563
Agenda 1 To certify the minutes of the Annual General Meeting of Shareholders No. 69 on August 3, 2020.

☐ (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 2 รับทราบรายงานของคณะกรรมการบริษัทในรอบปีที่ผ่านมา

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

☐ วาระที่ 3 พิจารณออนุมัติงบการเงิน สิ้นสุด ณ วันที่ 31 ธันวาคม 2563

Agenda 3 To approve the Financial Statements as at December 31, 2020.

☐ (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 4 พิจารณออนุมัติการจัดสรรกำไรและการจ่ายเงินปันผล

Agenda 4 To approve the profit allocation and dividend payment.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งดออกเสียง
Abstain

☐ วาระที่ 5 พิจารณาเลือกตั้งกรรมการบริษัทแทนกรรมการบริษัทที่ต้องออกตามวาระ

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

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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☐ (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

☐ งดออกเสียง
Abstain

☐ การแต่งตั้งกรรมการเป็นรายบุคคล
To elect each director individually

ชื่อกรรมการนางผาสุก รักยาวงค์.....
Name of DirectorMrs. Pasook Raksawonkse.....

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งดออกเสียง
Abstain

ชื่อกรรมการนางชัยลดา ตันติเวชกุล.....

Name of DirectorMrs. Chailada Tantivejakul.....

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ จดออกเสียง

Abstain

ชื่อกรรมการพลตำรวจตรีภาณุรัตน์ มีเพียร.....

Name of DirectorPOL.MAJ.Gen.Panurat Meepien.....

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ จดออกเสียง

Abstain

ชื่อกรรมการนายวิชิต ตันตือนูนานนท์.....

Name of DirectorMr. Vichit Tantianunant.....

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ จดออกเสียง

Abstain

ชื่อกรรมการนายเพชร พะเนียงเวทย์.....

Name of DirectorMr. Petch Paniangvait.....

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ จดออกเสียง

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

☐ จดออกเสียง

Abstain

☐ วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดจำนวนเงินค่าสอบบัญชี

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

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ จดออกเสียง

Abstain

☐ วาระที่ 8 อนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 3 วัตถุประสงค์ของบริษัทเพิ่มเติมวัตถุประสงค์
อีก 1 ข้อ จากเดิม 59 ข้อ เป็นข้อ 60

Agenda 8 To Approve the Amendment of the Memorandum of Association No. 3 by added 1 item of
company's objectives from 59 items to 60 items.

☐ (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 ๙ พิจารณาเรื่องอื่น ๆ (ถ้ามี)

☐ Agenda 9 Other business (If any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง 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 เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ 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
(.....)

อากร
แสตมป์
Duty Stamp
20 บาท
20 Baht

หมายเหตุ / Remark

- 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.
- 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.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ ในใบประจำข้อแบบหนังสือมอบฉันทะแบบ 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 70 ในวันจันทร์ที่ 26 เมษายน 2564 เวลา 10.00 น. ณ ห้องเจ้าพระยา 2 โรงแรมมณเฑียร ริเวอร์ไซด์ เลขที่ 372 ถนนพระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพฯ 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Share Subscription Meeting/ the General / the Extraordinary Meeting of Shareholders No. 70 to be held on Monday, April 26, 2021 at 10:00 a.m. at Chao Praya room 2, Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, Bangkok 10120, or at any adjournment thereof.

.....

☐ วาระที่ เรื่อง

Agenda No. Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve Disapprove Abstain

☐ วาระที่ เรื่อง.....

Agenda No. Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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Approve Disapprove Abstain

☐ วาระที่เรื่อง.....

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

(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 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 2020 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 Bangkapi, 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.....

.....

.....

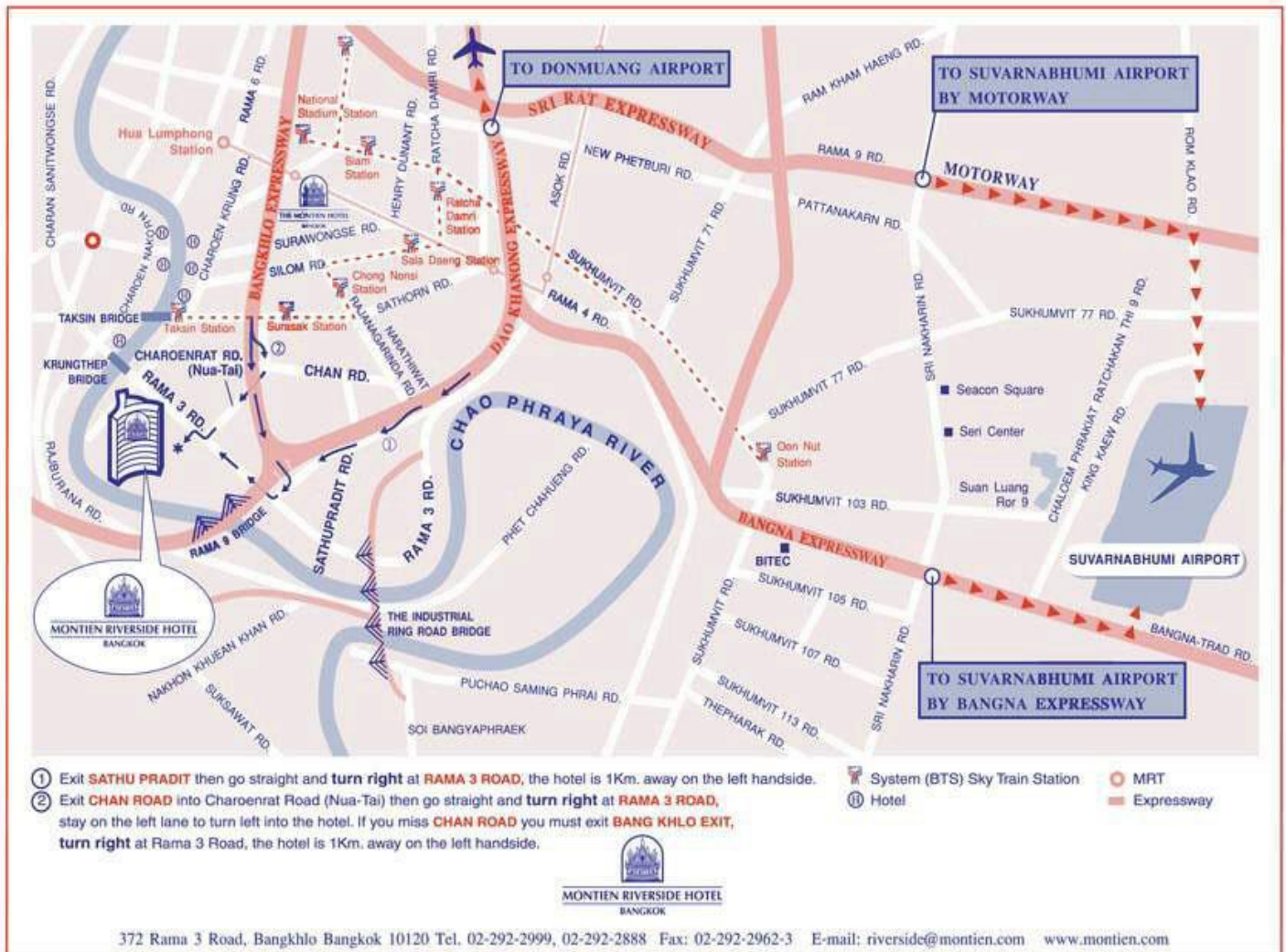
Name of Contact Person.....

Telephone No.....

Fax No.

E-mail Address

Map to The Montien Riverside Hotel



Ordinary Bus : Bus No. 205, 89, 35
 : Air-conditioned bus No. 205
 : BRT express bus