

**Minutes of the Annual General Meeting of Shareholders No.1/2020**

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**Date Time and Place**

The meeting was held on April Wednesday 29<sup>th</sup>, 2020 at 10.30 a.m. at Napannop Room Office 1/1 Moo 2 Tambol Thungyai Amphur Hatyai Songkhla Province.

**Directors being present :**

- |                             |   |
|-----------------------------|---|
| 1. Dato' Seri Tan Boon Pin  | Chairman of the Board of Directors                          |
| 2. Mr.Kampol Watcharanimit  | Managing Director   |
| 3. Mr.Somchai Deeprasertkul | Director and the Chief Financial Officer (CFO)              |
| 4. Mr.Chalong Apichatchote  | Director and Secretary of Company                           |
| 5. Mr.Tan Seow Phor         | Director  |
| 6. Mr.Chan Wah Chong        | Independent Director and<br>Chairman of the Audit Committee |
| 7. Mr.Vijit Tanksinmankhong | Independent Director and<br>Member of the Audit Committee   |
| 8. Mr.Boondej Varaphong     | Independent Director and<br>Member of the Audit Committee   |

Prior to the meeting duly convened, Mr.Kamolchai Bunsak, the company officer, has introduced Board of Directors that attended the meeting. The company has 8 persons in the Board of Directors and has attended this meeting with total of 8 persons, representing 100% of the total directors and introduce the directors attending the meeting as follow :

- |                             |   |
|-----------------------------|---|
| 1. Dato' Seri Tan Boon Pin  | Chairman of the Board of Directors<br>(Join the meeting via electronic media)                       |
| 2. Mr.Kampol Watcharanimit  | Managing Director   |
| 3. Mr.Somchai Deeprasertkul | Director and the Chief Financial Officer (CFO)  |
| 4. Mr.Chalong Apichatchote  | Director and Secretary of Company   |
| 5. Mr.Tan Seow Phor         | Director (Join the meeting via electronic media)  |
| 6. Mr.Chan Wah Chong        | Independent Director and Chairman of the Audit Committee<br>(Join the meeting via electronic media) |
| 7. Mr.Vijit Tanksinmankhong | Independent Director and Member of the Audit Committee  |
| 8. Mr.Boondej Varaphong     | Independent Director and Member of the Audit Committee  |

And introduced the participants via electronic media as follows

1. Auditor from KPMG Phoomchai Audit Ltd. :-

1.1 Miss. Bongkot Amsageam , Certified Public Accountant Registration No.3684

1.2 Miss. Yothika Sripongphankul, Audit Manager

1.3 Miss. Orawan Srisomphot, Assistant Audit Manager

2. Legal Counsel from ATCL Consultants LTD., Mr. Chuangchai Norchoovech, Managing Director  
3. Protecting shareholders' rights Proxies from Thai Investors Association, Miss Ramida anitaksorn

And to inform the meeting of voting procedures as follows:

1. The shareholders shall vote by a voting form as received upon the meeting register. Each shareholder shall be entitled to vote equal to share held on the basis one share per one vote. In case of proxy which a grantor already vote in the proxy form, a proxy shall not be entitle to vote in the Meeting again.
2. At the end of each agenda, the chairman shall allow shareholders to question. In case there is no shareholder with opinion differed from the board of directors, the chairman shall pass to consider on next agenda and such agenda shall be approved with unanimously resolution. In each agenda, the total votes shall be reported to the shareholder.
3. In case any shareholders disagree or wishing to abstain from voting on any agenda, please ask the shareholder to raise their hands when the chairman has finished inquiring the shareholders. In this case, the president will ask the shareholders who disagree or wanting to abstain from voting, specify the number of shares wishing to vote, not more than the number of shares held in the voting document form delivered to the company's staff to include the votes in that agenda that had the number of votes in favor abstention and the number who disagree. The chairman of the meeting informed the meeting to acknowledge and recorded in the minutes of the meeting
4. Any shareholders who do not understand the voting procedure, is able to ask the Company's Officer for more information.

#### *Preliminary Proceeding*

Dato' Seri Tan Boon Pin is chairman of the board of directors which attend the meeting via electronic media due to situation of Covid-19 as there is a prohibition to leave Malaysia and enter Thailand. The Board of Directors therefore selected the managing director, Mr. Kampol Watcharanimit as the chairman of the meeting and conducted the meeting instead. The chairman declared to the meeting that in this meeting, there were 13 shareholders attending the meeting in person, representing 143,728,150 shares equivalent to 43.55% and by proxy on behalf of 21 shareholders, representing 66,494,600 shares equivalent to 20.15%, including 34 registered shareholders. The total number of shares is 210,222,750 shares, equivalent to 63.70% of the total number of paid-up shares capital which total not less than one-third of the number of paid-up shares capital which constitute a quorum in accordance with Article 28 of the Articles of Association of the company having a registered capital of Baht 330 million, divided into 330 million shares with a par value of Baht 1.00

The Annual General Meeting of Shareholders for the year 2020 consisted of 8 agendas, as detailed in the notice calling the meeting which has been delivered to all shareholders. The Chairman opened the meeting in accordance with the following agenda:

#### **Agenda 1. To certify the minutes of the Annual General Meeting of Shareholders No. 1/2019**

The Chairman presented the Minutes the Annual General Meeting of Shareholders No.1/2019 held on April 25, 2019 the details attachment 1 which disclosed through QR Code in the invitation letter or on company's website ([www.tropical.co.th](http://www.tropical.co.th)) to shareholders in advance or document that shareholders have already received during registration. The company allows shareholders to ask question in advance in regards to amendment or objection. It appears that no shareholder has submitted any amendment or objection regarding the Annual General Meeting of year 2019 and due to reason that no shareholder proposing any amendment or additional question. The Chairman therefore asked the meeting to vote to approve the minutes of Annual General Meeting of Shareholders No. 1/2019.

The Shareholders' meeting unanimously acknowledge and certify minutes of Shareholders' Annual General Meeting No. 1/2019 by a majority of the total number of votes attending the meeting that have right to vote as follows:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	210,222,750	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

**Agenda 2. To certify the company's annual report and the board of director's report for 2019**

The Chairman presented the annual report of the Board of Directors and the company's operating results for the year 2019 which were disclosed through QR Code in the invitation letter or on the company's website (www.tropical.co.th) for shareholders to acknowledge the company's performance.

Financial Performance Overview the impact and volatility of global economic caused by trade war between US and China started in year 2018 continued into year 2019. In year 2019, revenue for our Group reduced marginally by 2% to Baht 4.91 Billion. However, in terms of US Dollar, the revenue for the Group actually shown an increase of approximately 3% in year 2019 as compared to prior year and in terms of sales volume, our Group registered an increase of 8% as compared to prior year. The decrease in revenue for year 2019 was mainly due to strengthening of the Baht against the US Dollar and from the price of tuna raw materials having decreased during the 4th quarter

Our industry has traditionally been trading in US Dollar, in year 2019, one of the greatest challenges faced by our Group was the strengthening of the Baht. Between beginning of the year till end of 2019, our currency has strengthened by more than 7% when other regional currencies weakened against the US Dollar. The appreciation of the Baht against the US Dollar had resulted in foreign exchange losses of Baht 17 million in year 2019 for our Group as compared to a foreign exchange gain of Baht 20 million in prior year.

In year 2019, our Group posted a net profit of Baht 108 million as compared to a net profit of Baht 168 million in 2018. The lower net profit was mainly due to increase in distribution costs in tandem with higher sales volume and foreign exchange losses as mentioned above.

In year 2020 is expected to be very challenging with the prevailing uncertainties in the global economy as a result of continuing of US and China Trade war and the effects of Coronavirus Covid-19 pandemic. This pandemic has halted a lot of economic activities across the globe and the world is still grappling on how to contain it. For year 2020, the Group had undertaken efforts on New Product Development and Product Innovations to increase our range of products offerings to our customers. These efforts are expected to improve the revenue stream of the Group as well as its profitability. In addition, the Group also will continue to improve on cost management and productivity.

The Chairman gave the Meeting an opportunity to ask questions related to the company's annual report and the board of directors' report for year 2019.

The Chairman said that where there were no further questions from shareholders. The meeting of shareholders voted unanimously to acknowledge the annual report. Report of the Board of Directors and the Company's performance for the year 2019 with a majority of the total votes attending the meeting and having the right to vote as follows

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	210,222,750	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

**Agenda 3. To consider and approve financial statements for the year ended December 31, 2019 and the auditor's report.**

The Chairman requested the meeting to consider and approve the financial statements for the fiscal year ended December 31, 2019 and the auditor's report as appeared in the 2019 annual report which was audited by a certified public accountant which is disclosed through QR Code in the invitation letter or the company's website www.tropical.co.th to shareholders in advance. If there is no other opinion, The Chairman ask the meeting to consider and approve.

The Chairman gave the Meeting an opportunity to ask questions related to the financial statements for the year ended December 31,2019.

The Chairman said that when there were no further questions from shareholders, therefore asked the meeting to consider that it was correct and unanimously approved the financial statements for the fiscal year ended December 31, 2019 as proposed by the Chairman by the majority of the total number of votes attending the meeting that have right to vote as follows:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	210,222,750	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

**Agenda 4. To consider and approve the allocation of net profit for dividend payment for the year 2019.**

The Chairman stated that in year 2019 the company has net profit for Baht 102,487,701 which equivalent to Baht 0.31 per share. The company has established a dividend payment policy that "The Company has a policy to pay dividends of not less than 25 percent of net profit, which must not affect the financial position and financial liquidity of the company and its subsidiaries in which the company holds 99.99% of shares when it is profitable and has liquidity, will pay dividends"

Therefore, the Board of directors proposed to make payment for dividend from net profit of Baht 0.12 per share in favor of shareholder of 330 million share which amount to Baht 39,600,000 (Baht thirty-nine million six hundred thousand only) or dividend payout ratio is 38.64% of net profit for year 2019 the dividend payment will be payable to shareholders whose name are recorded in the share register book as of May 11, 2020. The dividend is subjected to deduction of withholding tax as rate prescribed by law. Therefore, shareholder is eligible for tax credit. The chairman had inform the meeting to consider the propose dividend payment.

The Chairman gave the meeting an opportunity to ask questions related to the dividend payment for the year 2019.

The Chairman said when there were no further questions from the shareholders, The shareholders' meeting to unanimously approve the payment of dividends Baht 0.12 per share totaling Baht 39,600,000 (Baht thirty-nine million and six hundred thousand only) to be pay on Thursday, May 28, 2020 by a majority of the total number of votes attending the meeting that have right to vote as follows:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	210,222,750	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

## **Agenda 5. To consideration of the elect directors to replace those retire for the year 2020**

The Chairman stated to the shareholders that on each Annual General Meeting of the shareholders, one-third of the directors shall retire from office by rotation and this year the retired directors are as follows:

1. Mr.Somchai Deeprasertkul Director
2. Mr.Vijit Tanksinmankhong Independent Director
3. Mr.Chalong Apichatchote Director

However, the directors who retire are eligible to be elected for another term.

The company gives shareholders the opportunity to nominate qualified persons for the Board of Directors to consider to be a director for the Annual General Meeting of Shareholders for 2020 by announcing on the company's website, including notifying via the system. Electronics of the Stock Exchange of Thailand Between February 28, 2020 until March 13, 2020, but no shareholders have expressed their intention to do so.

The Chairman gave the Meeting an opportunity to ask questions relating to the election of directors to replace those retiring by rotation.

The Chairman said that when there were no further questions from shareholders, therefore requested the meeting to consider the appointment of directors to replace those retiring by rotation for another term. Then the Chairman asked the meeting to vote for the election of directors by considering each person as follows:

5.1 Asked shareholders to re-elect Mr.Somchai Deeprasertkul as a director for another term. The shareholder voted for Mr.Somchai Deeprasertkul for another term with the majority votes as follow:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	209,717,750	99.76%
Disapproved	Not constituted as votes	-
Abstained	505,000	0.24%
Voided ballot	Not constituted as votes	-

5.2 Asked shareholders to re-elect Mr.Vijit Tanksinmankhong as an independent director for another term. The shareholder voted for Mr.Vijit Tanksinmankhong for another term with the majority votes as follow:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	210,222,750	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

5.3 Asked shareholders to re-elect for Mr.Chalong Apichatchote as a director for another term. The shareholder voted for Mr.Chalong Apichatchote for another term with the majority votes as follow:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	209,722,750	99.76%
Disapproved	Not constituted as votes	-
Abstained	500,000	0.24%
Voided ballot	Not constituted as votes	-

The shareholders' meeting has considered and unanimously resolved to re-appoint 3 directors to retained position as director of the company for another term

The members of the new Board of Directors consisted of 8 persons as follow:

1. Dato Seri Tan Boon Pin
2. Mr.Kampol Watcharanimit
3. Mr.Somchai Deeprasertkul
4. Mr.Chalong Apichatchote
5. Mr.Tan Seow Phor
6. Mr.Chan Wah Chong
7. Mr.Vijit Tanksinmankhong
8. Mr.Boondej Varaphong

**Agenda 6. To consideration of directors' remuneration for the year 2020**

The Chairman proposed that directors' remuneration should be considered for 2020 as determined by the Board of Directors and the Audit Committee with regard to the appropriateness of various aspects by comparing references from companies in the same industry including considering the operating results of the company, obligations and responsibilities of the Board of Directors. Therefore requested the meeting to consider and establish the directors' remuneration for the year 2020

Establish remuneration for directors for the year 2020, which is equivalent to the previous year as follows:

Compensation	Amount (Baht)
1. Directors' remuneration (Annual)	
- Chairman of the board	600,000
- Director	150,000
2. Remuneration for Directors Audit Committee (Annual)	
- Chairman of audit committee	100,000
- Audit committee	25,000
3. Meeting allowance (Per time)	3,000

However, the company does not have other remuneration other than those mentioned above to directors. The directors' remuneration for 2020 have total amount not exceeding Baht 3 Million.

The Chairman gave the Meeting an opportunity to ask questions regarding the determination of the remuneration of directors.

The Chairman said that when there were no further questions from shareholders, therefore requested the meeting to consider and vote unanimously to considered and established remuneration of directors for the year 2020, which is equal to the previous year by the majority of the total number of votes attending the meeting and have right to vote as follows:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	210,222,750	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

**Agenda 7. To consider auditors and determination of audit fee for the year 2020.**

The Chairman proposed to appoint Miss.Bongkot Amsageam, CPA registration No.3684, or Miss.Nawarat Nitikeatipong CPA registration No.7789 or Miss.Vipavan Pattavanvivek CPA registration No. 4795 of KPMG Phoomchai Audit Ltd. to be the company's auditor for year 2020 and establish the audit fee, therefore asked the meeting to consider.

The Chairman gave the Meeting an opportunity to ask questions relating to the appointment of the auditor and determine the audit fee for the year 2020 and when there were no questions from the shareholders, he asked the meeting to consider resolution.

The shareholders' meeting has considered unanimously resolved to appoint Miss.Bongkot Amsageam, CPA. registration No.3684, or Miss.Nawarat Nitikeatipong CPA. registration No.7789 or Miss.Vipavan Pattavanvivek CPA registration No. 4795 of KPMG Phoomchai Audit Ltd. as the auditor for the year 2020, with annual audit fees Baht 1,635,000 (Baht one million six hundred and thirty-five thousand only) and in the event that authorized auditor cannot perform the work, KPMG Phoomchai Audit Limited to source other Certified Public Accountants of the Company to perform such duties instead by the majority of the total number of votes attending the meeting and have right to vote as follows:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	210,222,750	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

**Agenda 8. To consider other issues (If any)**

-None-

The Chairman said that when there were no further questions from shareholders,

Adjourned at 11.15 a.m.



Signed ..... Chairman of the meeting  
(Mr.Kampol Watcharanimit)

แบบ ข.

Form B.

ติดอากรแสตมป์

20 บาท

## หนังสือมอบฉันทะ

Proxy

เลขทะเบียนผู้ถือหุ้น

Shareholders Registration No.

เขียนที่ .....

Written at

วันที่ ..... เดือน ..... พ.ศ. ....

Date Month Year

(1) ข้าพเจ้า ..... สัญชาติ ..... อยู่บ้านเลขที่ .....

I / We

Nationality

Residing at No.

ถนน ..... ตำบล / แขวง ..... อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....

Road

Tambol / Khwaeng

Amphur / Khet

Province

Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท ทropicคอลลแคนนิ่ง (ประเทศไทย) จำกัด (มหาชน)

being a shareholder of Tropical Canning (Thailand) Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ .....เสียง ดังนี้

Holding the total amount of shares and have the rights to vote equal to votes as follows:

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

Ordinary share shares and have the rights to vote equal to votes

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

Preferred share shares and have the rights to vote equal to votes

(3) ขอมอบฉันทะให้

hereby appoint  ..... อายุ ..... ปี

age years

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

residing at No.

Road

Tambol / Khwaeng

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

Amphur / Khet

Province

Postal Code

 นายชาน วา ชอง กรรมการอิสระ อายุ 57 ปี

Mr. Chan Wah Chong Independent director age 57 years

อยู่บ้านเลขที่ 390 Lorong Keranji 7/3, Taman Keranji II, 09000 Kulim, Kedah, Malaysia

 นายวิจิตร ตั้งสินมั่นคง กรรมการอิสระ อายุ 59 ปี

Mr. Vijit Tanksinmankong Independent director age 59 years

อยู่บ้านเลขที่ 100/46 หมู่ที่ 4 ตำบลคอกหงส์ อำเภอหาดใหญ่ จังหวัดสงขลา 90110

 นายบุญเดช วรพงศ์ กรรมการอิสระ อายุ 77 ปี

Mr. Boondej Varaphong Independent director age 77 years

อยู่บ้านเลขที่ 45/50 หมู่ที่ 6 ตำบลคอกหงส์ อำเภอหาดใหญ่ จังหวัดสงขลา 90110



เป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนน ในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 ในวันที่ 28 เมษายน 2564 เวลา 10.30 น. ณ ห้องนพวรรณ ชั้น 3 อาคารสำนักงานใหญ่ของบริษัท 1/1 หมู่ที่ 2 ตำบลทุ่งใหญ่ อำเภอหาดใหญ่ จังหวัดสงขลา หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

to be my/our proxy in attending and voting on my behalf at the Annual Shareholders Meeting Year 2021 on Wednesday, April 28<sup>th</sup>, 2021, at 10.30 a.m., at the Napunnop room 3th floor office 1/1 Moo 2 Tambol Thungyai Amphur Hatyai Songkhla Province or later meeting to be held at a different time and place, in case of postponement.

(4) จำนวนคะแนนเสียงที่ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้

The number of votes which I / we have granted to my/our proxy to attend this Meeting and vote there as follows:

เท่ากับจำนวนหุ้นทั้งสิ้นที่ข้าพเจ้าถือและมีสิทธิออกเสียงลงคะแนนได้ตามข้อ (2)

Equal to all of the amount of shares held by me/us and have the rights to vote in accordance with Clause (2)

บางส่วนคือ  หุ้นสามัญ ..... หุ้น และมีสิทธิออกเสียงลงคะแนนได้ ..... เสียง  
a part of Ordinary share shares and have the rights to vote votes

หุ้นบุริมสิทธิ ..... หุ้น และมีสิทธิออกเสียงลงคะแนนได้ ..... เสียง  
Preferred share shares and have the rights to vote votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด ..... เสียง

in the total amount of votes

(5) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I / we grant my/our proxy to vote on my/our behalf as follows:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/ our behalf as appropriate in all respect.

(ข) ให้ผู้มอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมใหญ่สามัญผู้ถือหุ้น ครั้งที่ 1/2563 เมื่อวันที่ 29 เมษายน 2563

Agenda 1 To certify the minutes of the Annual General Meeting of Shareholders No.1/2020 held on Wednesday, April 29, 2020.

เห็นด้วย ..... เสียง  ไม่เห็นด้วย ..... เสียง  งดออกเสียง ..... เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัทประจำปี 2563

Agenda 2 To certify operating result of the company for year 2020.

เห็นด้วย ..... เสียง  ไม่เห็นด้วย ..... เสียง  งดออกเสียง ..... เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 3 พิจารณาและอนุมัติงบการเงินสำหรับปีบัญชีสิ้นสุด วันที่ 31 ธันวาคม 2563 และรายงานของผู้สอบบัญชี

Agenda 3 To consider and approve financial statements for the year ended December 31, 2020 and the auditor's report.

เห็นด้วย ..... เสียง  ไม่เห็นด้วย ..... เสียง  งดออกเสียง ..... เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 4 พิจารณาและอนุมัติการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2563

Agenda 4 To consider and approve the allocation of net profit for dividend payment for the year 2020.

เห็นด้วย ..... เสียง  ไม่เห็นด้วย ..... เสียง  งดออกเสียง ..... เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 5 พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระประจำปี 2564

Agenda 5 To consideration of the elect directors to replace those retire for the year 2021.

เห็นด้วยกับการแต่งตั้งกรรมการทั้งหมด ..... เสียง

Approve the appointment of all directors votes

เห็นด้วยกับการแต่งตั้งกรรมการบางราย ดังนี้

Approve the appointment of certain directors as follows :

1. ดาโต๊ะ ชรี ตัน บูน ปิน

Dato Seri Tan Boon Pin

เห็นด้วย ..... เสียง  ไม่เห็นด้วย ..... เสียง  งดออกเสียง ..... เสียง

Approve votes Disapprove votes Abstain votes

2. นายบุญเดช วรพงษ์

Mr. Boondej Varaphong

เห็นด้วย ..... เสียง  ไม่เห็นด้วย ..... เสียง  งดออกเสียง ..... เสียง

Approve votes Disapprove votes Abstain votes

3. นายกัมพล วัชรนิมิต

Mr.Kampol Watcharanimit

เห็นด้วย ..... เสียง  ไม่เห็นด้วย ..... เสียง  งดออกเสียง ..... เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการประจำปี 2564

Agenda 6 To consideration of directors' remuneration for the year 2021.

เห็นด้วย ..... เสียง  ไม่เห็นด้วย ..... เสียง  งดออกเสียง ..... เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 7 พิจารณาแต่งตั้งผู้ตรวจสอบบัญชี และกำหนดค่าตรวจสอบบัญชีประจำปี 2564

Agenda 7 To consider and approve the appointment of the company's auditor and determination of audit fees for the year 2021.

เห็นด้วย ..... เสียง  ไม่เห็นด้วย ..... เสียง  งดออกเสียง ..... เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 To consider other matter ( If any)

เห็นด้วย ..... เสียง  ไม่เห็นด้วย ..... เสียง  งดออกเสียง ..... เสียง

Approve votes Disapprove votes Abstain votes

(6) คำแถลงหรือเอกสารหลักฐานอื่นๆ (ถ้ามี) ของผู้รับมอบฉันทะ

The proxy's statement or any other evidencing documents (if any.)

.....  
.....  
.....

(7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the proxy at said meeting shall be deemed as having been performed by myself/ourselves in all respects.

ลงชื่อ / Signed..... ผู้มอบฉันทะ / Grantor  
(.....)

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

#### หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อการแยกการลงคะแนนเสียงได้  
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and any not split the number of shares to many proxies for splitting votes.
2. ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ(2)หรือจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ(2)ก็ได้  
The shareholder may grant all of the shares specified in Clause (2) or grant only a portion of the shares less than those specified in Clause (2) to the proxy
3. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการบางราย  
For Agenda appointing directors, the whole Board of Directors or certain directors can be appointed.
4. กรณีหากมีข้อกำหนดหรือข้อบังคับใดกำหนดให้ผู้รับมอบฉันทะต้องแถลงหรือแสดงเอกสารหลักฐานอื่นใด เช่น กรณีผู้รับมอบฉันทะเป็นผู้มีส่วนได้เสียในกิจการเรื่องใดที่ได้เข้าร่วมประชุมและออกเสียงลงคะแนนก็สามารถแถลงหรือแสดงเอกสารหลักฐาน โดยระบุไว้ในข้อ (6)  
If there is any rule or regulation requiring the proxy to make any statement of provides any evidence, such as the case that the proxy has interest in any matter which he/she attended and votes at the meeting, he/she may make the statement or provide evidence by specifying in Clause (6)

**Profile of Person Nominated for election as Director**

**Recruitment criteria and methods**

The selection process for directors of the company did not go through the Nomination Committee as the company has not appointed a nomination committee. However, the nominated directors for this director position have been screened by a joint board of directors and consider qualifications in various fields by considering the suitability of the qualifications, knowledge, experience and expertise from various professions including the performance as a director during the past year.

The person nominated at this time has passed the screening process of the Board of Directors and see that the qualifications are suitable for the company's business.



**Name** DATO SERI TAN BOON PIN  
**Age** 83 Years Old  
**Nationality** Malaysian  
**Position in Company** Chairman of Director

**Types of directors to be appointed** The director who vacates to be re-appoint.  
**Date of Appointment** 30 April 1984  
**Education** Accountancy of Sydney Technical College

**Director Training Program from IOD** -None-  
**Number of years being director** 37 Years  
**Shareholding in the company** 81,130,000 shares or 24.58% of issued ordinary shares and paid-up share capital  
**Attendance of meeting in 2020** Shareholders' Annual General Meeting 1/1 time  
 Board of Director Meeting 4/4 times  
**Working Experience at TC** 1980 – Present  
**Positions in other listed companies** -None -  
**Position in other companies (Non-listed company)**  
 - Chairman Tropical Consolidated Corporation Sdn. Bhd., Malaysia  
 - Chairman Safcol Holding (Thailand) Co., Ltd.,  
 - Chairman Elowfar Co., Ltd.  
 - Director Safcol Holdings (Hong Kong) Ltd. Hong Kong  
 - Director Safcol Singapore Pte Ltd., Singapore  
**Position in other businesses that may cause conflict of interest to the company** -None-  
**Having/having no interest in the agenda proposed at this Annual General Meeting of shareholders** -None-  
**Having a relationship with management personnel or major Shareholder of the company.** The father of Mr. Tan Seow Phor.



**Name** MR.BOONDEJ VARAPHONG

**Age** 77 Years Old

**Nationality** Thai

**Position in Company** Independent Director and Audit Committee

**Types of directors to be appointed** The director who vacates to be re-appoint.

**Date of Appointment** 18 October 1996

**Education** Diploma in Surveyor, Krungthep Technical College

**Director Training Program from IOD** - None-

**Number of Year being director** 25 Years

**Shareholding in the company** -None-

**Attendance of meeting in 2020** Shareholders' Annual General Meeting 1/1 time  
Board of Director Meeting 4/4 times  
Audit Committee Meeting 4/4 times

**Working experience during the last 5 years** - Independent Director of Tropical Canning (Thailand) PCL.

**Positions in other listed companies** -None -

**Position in other companies (Non-listed company)** - None-

**Position in other businesses that may cause conflict of interest to the company** -None-

**Having/having no interest in the agenda proposed at this Annual General Meeting of shareholders** -None-

The Board of Directors has considered that the person nominated as independent director this time who has held the position for more than 9 years due to being a qualified person and having full independent in the operation and in accordance with the relevant criteria.



<b>Name</b>	MR.KAMPOL WATCHARANIMIT
<b>Age</b>	60 Years Old
<b>Nationality</b>	Thai
<b>Position in Company</b>	Managing Director
<b>Types of directors to be appointed</b>	The director who vacates to be re-appoint.
<b>Date of Appointment</b>	4 July 1989
<b>Education</b>	Master of Business Administration Prince of Songkla University, Hat Yai Campus Bachelor of Food Science Prince of Songkla University, Hat Yai Campus
<b>Director Training Program from IOD</b>	- None-
<b>Number of years being director</b>	32 Years
<b>Shareholding in the company</b>	15,005,000 shares or 4.55% of issued ordinary shares and paid-up share capital
<b>Attendance of meeting in 2020</b>	Shareholders' Annual General Meeting 1/1 time Board of Director Meeting 4/4 times
<b>Working Experience at TC</b>	1984 – Present
<b>Positions in other listed companies</b>	- None -
<b>Position in other companies (Non-listed company)</b>	- Director Elowfar Co., Ltd. - Director Safcol Holdings (Thailand) Co., Ltd.
<b>Position in other businesses that may cause conflict of interest to the company</b>	-None-
<b>Having/having no interest in the agenda proposed at this Annual General Meeting of shareholders</b>	-None-



**Details of Independent Directors**

Criteria for the consideration of independent directors

The Board of Directors has considered that the persons nominated as independent directors shall be able to give independent opinions in accordance to related criteria of Stock Exchange. The company has defined the definition of "independent directors" of the company equal to the minimum requirements of the SEC or the Stock Exchange as follows:

1. Holds no more than 5% of the total voting shares in the company, affiliated companies, associated companies, or individuals with possible conflicts of interest.
2. Not involved in management including not being an employee, staff, or advisor who receives a regular salary or person who have controlling authority of the company or affiliated companies, associated companies, or individuals who may have conflicts or persons providing professional services to the company or affiliated companies, such as auditors, lawyers, etc., which must not have benefits or interests in the aforementioned for at least 1 year.
3. No business relationship, such as customers who supply raw materials, accounts payable / trade receivables Creditors / debtors of loans which have no benefits or interests, whether directly or indirectly, both in financial and company administration, affiliates, associates, or individuals who may have conflicts in a manner that will impair independence.
4. Not being a close relative with management, major shareholders of the company, affiliated companies, associated companies or persons with possible conflict of interest and not appointed as a representative to protect the interests of Directors, Major shareholder including disclosing other relationships that may impair independence
5. The Board of Directors has considered that the person nominated as an independent director can provide independent opinions and in accordance with the relevant rules.

**Relationships in related characteristics**

Relationship	Nominated as an Independent Director		
	Mr. Chan Wah Chong	Mr. Vijit Tanksinmankhong	Mr. Boondej Varaphong
Company shareholding			
- Number of shares	None	None	None
- Proportion of the total number of shares with voting rights	None	None	None
Being close relatives with the management / major shareholders of the company / subsidiaries.	No	No	No
Having a relationship with the company / parent company / subsidiary company / associated company or a juristic person that may have conflicts now or during the past 2 years in the following ways:			
1) Being a director that participates in the management of staff, employees or consultants who receive a regular salary.	None	None	None
2) Being a professional service provider (such as auditor, legal advisor)	None	None	None
3) business relationship (such as buying / selling raw materials / products / services Lending or borrowing)	None	None	None

## **Profile of Independent Directors**

Independent directors consist of 3 persons as follows



<b>Name</b>	MR. CHAN WAH CHONG
<b>Age</b>	57 years old
<b>Nationality</b>	Malaysian
<b>Address</b>	390 Lorong Keranji 7/3, Taman Keranji II, 09000 Kulim, Kedah, Malaysia
<b>Position in Company</b>	Independent Director, and Chairman of the Audit Committee
<b>Date of appointment</b>	26 September 2018
<b>Education</b>	A Qualified Member of Malaysian Institute of Certified Public Accounts
<b>Director Training Program from IOD</b>	-None-
<b>Number of years being director</b>	3 years
<b>Shareholding in the company</b>	-None-
<b>Attendance of meeting in 2020</b>	Shareholders' Annual General Meeting 1/1 time Board of Director Meeting 4/4 times Audit Committee Meeting 4/4 times
<b>Working experience during the last 5 years</b>	- Director, P & C Corporate Resources Sdn. Bhd., Malaysia - Director, SMS Risk Management Sdn. Bhd., Malaysia - Director, M Corporate Resources Sdn. Bhd., Malaysia - Independent Director, SLP Resources Bhd., Malaysia - Independent Director, Lii Hen Industries Bhd., Malaysia
<b>Positions in other listed companies</b>	- Independent Director, SLP Resources Bhd., Malaysia - Independent Director, Lii Hen Industries Bhd., Malaysia
<b>Position in other companies (Non-listed company)</b>	- Director, P & C Corporate Resources Sdn. Bhd., Malaysia - Director, SMS Risk Management Sdn. Bhd., Malaysia
<b>Position in other businesses that may cause conflict of interest to the company</b>	-None-
<b>Having/having no interest in the agenda proposed at this Annual General Meeting of shareholders</b>	-None-



<b>Name</b>	MR.VIJIT TANKSINMANKHONG
<b>Age</b>	59 Years Old
<b>Nationality</b>	Thai
<b>Address</b>	100/46 Moo 4 T. Khohong, Hatyai, Songkhla
<b>Position in Company</b>	Independent Director and Audit Committee
<b>Date of Appointment</b>	16 April 1999
<b>Education</b>	Bachelor of Medicine, Prince of Songkla University, Hat Yai Campus
<b>Director Training Program from IOD</b>	- None-
<b>Number of Year being director</b>	22 years
<b>Shareholding in the company</b>	-None-
<b>Attendance of meeting in 2020</b>	Shareholders' Annual General Meeting 1/1 time Board of Director Meeting 4/4 times Audit Committee Meeting 4/4 times
<b>Working experience during the last 5 years</b>	- Gynecologist, Rajyindee Hospital, Hatyai, Songkhla
<b>Positions in other listed companies</b>	-None -
<b>Position in other companies (Non-listed company)</b>	- None-
<b>Position in other businesses that may cause conflict of interest to the company</b>	-None-
<b>Having/having no interest in the agenda proposed at this Annual General Meeting of shareholders</b>	-None-



**Name** MR.BOONDEJ VARAPHONG

**Age** 77 Years old

**Nationality** Thai

**Address** 45/50 Moo 6, T. Khohong, Hatyai, Songkhla

**Position in Company** Independent Director and Audit Committee

**Date of Appointment** 18 October 1996

**Education** Diploma in Surveyor, Krungthep Technical College

**Director Training Program from IOD** - None-

**Number of Year being director** 25 years.

**Shareholding in the company** -None-

**Attendance of meeting in 2020** Shareholders' Annual General Meeting 1/1 time  
Board of Director Meeting 4/4 times  
Audit Committee Meeting 4/4 times

**Working experience during the last 5 years** - None-

**Positions in other listed companies** -None -

**Position in other companies (Non-listed company)** - None-

**Position in other businesses that may cause conflict of interest to the company** -None-

**Having/having no interest in the agenda proposed at this Annual General Meeting of shareholders** -None-

## **Appointment of auditors and determine audit fee**

In compliance with the Public Limited Company Act B.E. 1992, which requires Shareholders' General Meeting to appoint an auditor and determine audit fee of the company every year by recommendation from audit committee and Board of Directors has considered that it is appropriate for Shareholders' General Meeting to consider and approve the appointment of auditors from KPMG Phoomchai Audit Ltd. as the company's auditor for the year 2021 as follows:

1. Ms. Bongkot Amsageam                      Certified Public Accountant Registration Number 3684 and/or  
(Has been the signer of the company's financial statements for 3 years)
2. Ms. Nawarat Nitikeatipong              Certified Public Accountant Registration Number 7789 and/or  
(Has never been the signer on the company's financial statements)
3. Mr.Ekkasit Chuthamsatid              Certified Public Accountant Registration Number 4195  
(Has never been the signer on the company's financial statements)

And in the event that the said auditors are unable to perform their duties, KPMG Phoomchai Audit Ltd. oblige to find other auditors of the company to perform the duties on their behalf.

In year 2020 the auditor of the company is from KPMG Phoomchai Audit Ltd., Ms. Bongkot Amsageam which has signed since 2018 for 3 years performed duty as auditor and able to prepare financial statements on time. As for subsidiary company, Ms. Bongkot Amsageam was also the auditor.

## **Auditor's remuneration**

The Board of directors with recommendation from audit committee agreed to propose to Shareholders' General Meeting to considered and approved the remuneration for auditor of the company for year 2021 in the amount of Baht 1,715,000, an increase of Baht 80,000 from the year 2020, and 1 subsidiary company, the Elowfar Company Limited, which has remuneration for auditor in the amount of Baht 250,000, an increase of Baht 15,000 from the year 2020.

## **Other service fees**

**-None -**

## Articles of Association regarding Shareholders' Meeting

### Tropical Canning (Thailand) Public Company Limited

#### Section 4 Shareholders' Meeting

Article 26. Board of directors must arrange for Shareholders' Annual General Meeting within four months from end of the company's fiscal year

Shareholders' meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The Board of Directors will call Shareholders' Extraordinary General Meeting at any time as appropriate or a combined shareholder count not less than one-fifth of the total number of shares sold or at least twenty-five shareholders whose shares counted not less than one-tenth of the total number of shares sold may sign a letter requesting the board to call an Shareholders' Extraordinary General Meeting any time but must specify the reason for requesting the meeting clearly in the said letter. In this case, the board of directors must hold a shareholders' meeting within one month from the date of receiving the letter from shareholders.

Article 27. In calling a meeting of shareholders, the Board of Directors shall prepare notice of the meeting specifying the place, date, time, agenda of the meeting and matters to be proposed to the meeting, complete with appropriate details clearly specifying whether the matter will be proposed for acknowledgment, approval, or consideration. As case that may include Board's opinion on the said matter will be sent to shareholders no less than seven days before the meeting date and published meeting notices on newspapers for three consecutive days not less than three days before the meeting

Article 28. During shareholders' meeting, there must be at least twenty-five shareholders and proxy from shareholders (if any) present at the meeting or not less than half of the total number of shareholders and must have total number of shares not less than one-third of the total number of shares sold which will constitute a quorum of the meeting. In the event that any shareholder attend the meeting passed one hour of the schedule time and the number of shareholders which present at the meeting not forming quorum as specified if the shareholders' meeting is not a meeting request by shareholders have requested to arrange a new meeting. Then to send meeting invitation letter to the shareholders no less than Seven days before the date of the meeting in this latter meeting is not required to constitute a quorum.

Article 29. The resolution of the shareholders' meeting shall consist of the following votes.

- (1) In a normal case, majority vote of shareholders attend the meeting and cast their votes. If the votes are equal, the chairman of the meeting shall have an additional vote as the deciding vote.
- (2) In the following cases, a vote of not less than three-fourths of the total number of votes of shareholders who attended the meeting and have right to vote
  - a) Sale or transfer of the whole or substantial part of the company's business to other party
  - b) Purchase or acceptance of transfer of business from other companies or private companies by the company
  - c) Making, amendment or terminating any of company's lease agreements or substantial parts of Company's business, the assignment of the management of the business of the Company to any person, or amalgamation of the business with other persons with the objective of profit and loss sharing.

Article 30. Activities that the annual general meeting should carry out are as follows:

- (1) Consider report of Board of Directors showing business management during past year to the meeting
- (2) Consider and approve balance sheet.
- (3) Consider allocating profits.
- (4) Elect Directors replace those who are retired by rotation.
- (5) Appoint auditors.
- (6) Other activities.

## **Conditions, rules, and procedures for attending the meeting**

### **Proxy and voting**

#### **1. Proxy method**

The company has sent a proxy form according to Department of Business Development, Ministry of Commerce for shareholders who are unable to attend the Shareholders' Annual General Meeting No. 1/2021 of the Company by themselves could grant proxy by doing the following

- (1) Granting a proxy to any person according to intention of shareholders or grant proxy to independent director of any company by specifying the name and details of the person that shareholder intended to grant their proxy by selecting only one person as proxy to attend the said meeting
- (2) Affix duty stamp 20 Baht including crossed out the date of the said proxy to be correct and legally binding. If any shareholders do not affix stamp duty, the company provides service at the registration point.
- (3) Returned to the company office at least 1 business day before the meeting date for convenience and facilitate the evidence checking process

In this, regardless of how many shares of the company shareholders holds which intended to divide the proxy into many proxy form are not allow.

#### **2. Registration to attend the meeting**

The company will start accepting registration for attending the shareholders' meeting at least 1 hour before the commencement of the meeting or from 9.30 am onwards at the head office of the Napunnop Room No. 1/1, Moo 2, T. Thungyai, Hatyai, Songkhla according to map in attachment 8

#### **3. The presentation of documents before attending the meeting**

Attendees must present the following documents before joining the meeting (depending on either case) as follows:

##### **3.1 In the case of ordinary persons**

###### **3.1.1 In the case that the shareholders attend the meeting in person**

Show documents issued by the government agency which has not expired, such as an identity card, civil servant identity card, driver's license, or passport and if there is a change of name, submit evidence.

### **3.1.2 In case of granting a proxy to attend the meeting**

1. Proxy form as attached with the meeting invitation letter (Either Type), signatures of the grantor and proxy
2. A copy of document issued by the government agency to shareholders as in 3.1.1 which shareholder has duly certified copies
3. Show the documents issued by the government agency of the proxy as in 3.1.1

### **3.2 In the case of a juristic person**

#### **3.2.1 In case of representatives of shareholders (Directors) attend the meeting in person**

- (1) Show documents issued by a government agency of juristic person's representative same as ordinary persons as item 3.1.1
- (2) Copy of the juristic person registration certificate of the shareholder which duly certified by the juristic person's representative (Director) and has a statement indicating that the juristic person's representative who is a participate in the meeting, has the authority to act on behalf of the juristic person which is shareholder.

#### **3.2.2 In the event that a shareholder grant proxy to attend the meeting**

- (1) Proxy form as attached with the meeting invitation letter with signature of the juristic person representative (Director) who is the proxy grantor and proxy
- (2) Copy of the juristic person registration certificate which is shareholder duly certified by the juristic person's representative (Director) and has a statement indicating that the juristic person's representative who signs proxy form has authority to act on behalf of the juristic person which is shareholder
- (3) Copy of the document issued by the government agency of the juristic person's representative (Director) who is the grant proxy according to Clause 3.1.1 and certified true copy
- (4) Show the documents issued by the government agency of the proxy same as in the case of ordinary person as items 3.1.1

### **3.3 Shareholders who are not of Thai nationality or are a juristic person established under foreign law**

Prepare documents and show documents like the above case in which documents that aren't English must have an English translated copy and the shareholder or a representative of that juristic person shall certify the correctness of the translation

- 3.4 If any shareholders were granted proxies not stamp duty please contact the registration point to request stamp duty before attending the meeting. To request stamp duty .



## **4. Voting**

### **4.1 Voting rules**

- (1) Voting will be made openly by means of raising hands in which one share is counted as one vote and will split the vote namely agree, disagree or abstain, can be as many vote as intended
- (2) Voting in the case of grant proxy, proxy must vote as specified by proxy grantor in the Proxy Form. In the case that proxy grantor does not specify the intention to vote in the proxy form or not clearly specified, the proxy has the right to consider and vote on their behalf.
- (3) Resolution of the shareholders' meeting must consist of the following votes
  - In normal cases, the majority votes shall be considered as the resolution of the meeting.
  - Other cases in which the laws or Articles of Association are different from the normal cases will proceed in accordance with that stipulation by Chairman of the meeting or the person assigned by Chairman which will inform shareholders in the meeting before voting in each agenda.
- (4) If the votes are equal, the chairman of the meeting shall have one additional vote as the deciding vote.
- (5) Any shareholder has a special interest or benefit in any matter, it is prohibit to vote on the related matter and Chairman of the meeting may invite the specific shareholders to leave the meeting temporarily
- (6) Secret vote may be conducted when at least 5 shareholders request the meeting and the meeting resolves to be secret vote. The chairman of the meeting will determine the secret voting method and to inform the meeting before the said secret voting

### **4.2 Voting procedures for each agenda**

The Chairman or the person assigned by the Chairman will propose to shareholders to vote by raising their hands in each agenda. If there is a question from the meeting whether any shareholders disagree or abstaining according to the voting procedure as follows

#### **(1) In the case that the shareholders attend the meeting in person**

If any shareholders disapproved or abstained, the shareholders raise their hands and with marking as disagree or abstain from voting on the voting cards distributed to shareholders during registration to attend the meeting with signatures and officers of the company will walk in to collect the voting card for each agenda as vote collection.

For shareholders who do not raise their hands at the meeting, it is considered that the shareholders have voted in favor of the proposal made by the board of directors.

**(2) In the event that a shareholder grant proxy to attend the meeting**

- Voting shall be counted for each agenda that shareholders have cast their votes in the proxy form as proxy had submitted to the company's staff at the time of registration to attend the meeting, which will be counted as resolution of the meeting without having to vote on the voting confirmation card again
- In the event that shareholders do not specify their intention to vote on the proxy form or it is not clearly specified, the proxy has right to consider and vote on their behalf by following the procedures in Clause 4.2 (1)

**4.3 Vote counting and announcement of results**

In each agenda, the count of votes for each agenda will be formulate by deducting the disapproval votes and abstained votes from the total number of shares of shareholders / proxy attending the meeting and have voting rights to be announced the voting results to the meeting of each agenda on numbers of vote agreed, disagreed or abstained.



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**Map of the shareholder's meeting venue**

