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THIP-SET/029/2017

May 22, 2017

To: Shareholders of Thantawan Industry Public Company Limited

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2017

Attachment:

1. Copy of Minutes Annual General Meeting of Shareholders No. 1/2017.
2. Amendment of the Company's the Articles of Association (Draft)
3. Amendment of the Company s Objectives (Draft)
4. Definition and qualification of Independent director (s) of the company.
5. To submit questions, regarding the meeting in advance.
6. Proxy Form A B and C.
7. Names and information of independent directors are proposed as a Proxy Holder.
8. Proxy procedure, Registration, Identification documents required to attend and vote in the Extraordinary General Meeting of Shareholders.
9. The Articles of Association regarding the Shareholder's Meeting.
10. The map of meeting venue.

Thantawan Industry Public Company Limited (THIP) held the Board of Directors's meeting no. 5/2017 dated May 11, 2017 with resolution to attend the 2017 Extraordinary General Meeting of Shareholders (EGM) which will be held on Thursday July 6, 2017 at 10:00 hrs; Suntowers Building B, Meeting room; 39th floor, 123 Vibhavadi-Rangsit Road, Khwaeng Chomphon, Khet Chatuchak, Bangkok 10900. To set the right for the shareholders to attend Extraordinary General Meeting of Shareholders and votes which Record date will be on Thursday May 25, 2017. To aggregate shareholders list under section 225 of Securities and Stock Exchange Act by closing the company' shareholders register book on Friday May 26, 2017.

Agenda 1 To consider and certify the minutes of the 2017 Annual General Meeting

Objective and Reason: Thantawan Industry Public Company Limited (THIP) held the Annual General Meeting of Shareholders 2017 on Wednesday April 26, 2017. The minutes of the meeting was submitted to the Stock Exchange of Thailand (SET) together with the copy to the Securities and Exchange Commission (SEC) within 14 days and the Ministry of Commerce according to laws. In addition the company also disclosed the minutes on the company's website at [www.thantawan.com](http://www.thantawan.com) (for more details, please see attached of Attachment 1).

Board of Directors' opinion: It was considered appropriate to the Meeting of Shareholders by approval the minutes of 2017 Annual General Meeting of Shareholders.

Vote required: Approved by a majority vote of presenting and casting votes of shareholders. In case the vote was equal, the Chairman of the meeting would take a decision to casting vote for the final vote accordingly.

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Agenda 2 To consider and approve the reduction of the Company's registered capital by cancelling the authorized but un-issued ordinary shares of 2,000,000 shares

Objective and Reason: In the General Annual Meeting of Shareholder 1/1994 on 22 April 1994, The Shareholders' meeting approved share offers at 10,000,000 shares at Baht 10 par value totaling Baht 100,000,000 to public offerings or private placements but there is still 2,000,000 shares at Baht 10.00 par value left, and the company still not yet been offered these shares as many years passed by, so the Board of Directors considered it appropriate to the reduction of the Company's registered capital by Baht 20,000,000.00 from the existing registered capital of Baht 100,000,000.00 to Baht 80,000,000.00 by cancelling the authorized but un-issued ordinary shares of 2,000,000 shares at Baht 10.00 par value

Board of Directors' opinion Approved to propose to the Extraordinary General Meeting of Shareholders the reduction of the Company's registered capital by Baht 20,000,000.00 from the existing registered capital of Baht 100,000,000.00 to Baht 80,000,000.00 by cancelling the authorized but un-issued ordinary shares of 2,000,000 shares at Baht 10 par value

Vote required the vote of not less than three quarter of the total number of shareholders attending the meeting who have the right to vote.

Agenda 3 To consider and approve an amendment to Clause 4 of the Memorandum of Association to be consistent with the reduction of registered capital of the Company

Objective and Reason: After the reduction of the Company's registered capital by Baht 20,000,000.00 from the existing registered capital of Baht 100,000,000.00 to Baht 80,000,000.00 by cancelling the authorized but un-issued ordinary shares of 2,000,000 shares at Baht 10.00 par value, the company must proceed an amendment to Clause 4 of the Memorandum of Association to be in line with the reduction of registered capital of the company.

Board of Directors' opinion Approved to propose to the Extraordinary General Meeting of Shareholders to consider an amendment to Clause 4 of the Memorandum of Association as follows:

Particulars	Present	Change to
Registered Capital	100,000,000 Baht	80,000,000.00 Baht
Divided into	10,000,000 Shares	8,000,000 Shares
With par value of	10.00 Baht	10.00 Baht
Divided as follows		
Ordinary shares	10,000,000 Shares	8,000,000 Shares
Preferred shares	- Shares	- Shares

And that the Company's authorized directors and/or other person designated by the authorized directors shall be authorized to register the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and shall be authorized to amend or modify texts or perform any necessary acts which are required pursuant to the Registrar's order

Vote required the vote of not less than three quarter of the total number of shareholders attending the meeting who have the right to vote

Agenda 4 To consider and approve the change of par value of the Company's shares from Baht 10 per share to Baht 1 per share

Objective and Reason:

1. To boost the liquidity of the company's commerce.

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2. The change of par value by reducing can distribute the shareholding to shareholder widely because the trading price per share reduced ,therefore the shareholder easily trade the company's shares better, especially minority shareholders.
3. The company greatly would be interested by investors

Board of Directors' opinion Approved to propose to the Extraordinary General Meeting of Shareholders to consider the change of par value of the Company's shares from Baht 10.00 per share to Baht 1.00 per share. Such par value change will not affect the registered capital of the Company. The details of the change of the Company's shares par value are as follows:

Particulars	Prior to the change of Par Value	After the change of Par Value
1.Registered Capital	Baht 80,000,000.00	Baht 80,000,000.00
2. Paid up Capital	Baht 80,000,000.00	Baht 80,000,000.00
3. Par Value	Baht 10 / share	Baht 1 / share
4.Number of Shares	8,000,000 shares	80,000,000 shares

Vote required the vote of not less than three quarter of the total number of shareholders attending the meeting who have the right to vote

Agenda 5 To consider and approve an amendment to Clause 4 of the Memorandum of Association to be consistent with the change of par value of the Company's share

Objective and Reason: After the change of par value of the company's shares from Baht 10 per share to Baht 1 per share, the company must proceed an amendment to Clause 4 of the Memorandum of Association to be in line with the reduction of registered capital of the company

Board of Directors' opinion Approved to propose to the Extraordinary General Meeting of Shareholders to consider an amendment to Clause 4 of the Memorandum of Association as follows:

Particulars	Prior	After
Registered Capital	80,000,000 Baht	80,000,000.00 Baht
Divided into	8,000,000 Shares	80,000,000 Shares
With par value of	10.00 Baht	1.00 Baht
Divided as follows		
Ordinary shares	8,000,000 Shares	80,000,000 Shares
Preferred shares	- Shares	- Shares

And that the Company's authorized directors and/or other person designated by the authorized directors shall be authorized to register the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and shall be authorized to amend or modify texts or perform any necessary acts which are required pursuant to the Registrar's order

Vote required the vote of not less than three quarter of the total number of shareholders attending the meeting who have the right to vote

Agenda 6 To consider the amendment of the Articles of Association

Objective and Reason: As the Articles of Association was enforced on the company in ages so essentially, the amendment of the Articles of Association needs to be updated and related to a present law.

Board of Directors' opinion Approved to propose to the Extraordinary General Meeting of Shareholders to consider an amendment to the Articles of Association by cancellation of the whole previous Articles of Association: 44 items, and replace with the new Articles of Association: 47 items, as shown in Attachment 2

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And that the Company's authorized directors and/or other person designated by the authorized directors shall be authorized to register the amendment to the Articles of Association with the Department of Business Development, Ministry of Commerce, and shall be authorized to amend or modify texts or perform any necessary acts which are required pursuant to the Registrar's order

Vote required the vote of not less than three quarter of the total number of shareholders attending the meeting who have the right to vote

Agenda 7 To consider and approve an amendment to the Objectives

Objective and Reason Amending to the Objectives did for removing the old clause that could not do anymore under the present law and also add new clauses to update and enable to support the new transactions, moreover to supporting an expansion growth and a customer base in the future.

Board of Directors' opinion Approved to propose to the Extraordinary General Meeting of Shareholders to consider an amendment to the Objectives by cancellation of the whole previous Objectives: 30 items, and replace with the new Objectives: 41 items, as shown in Attachment 3

And that the Company's authorized directors and/or other person designated by the authorized directors shall be authorized to register the amendment to the Objectives with the Department of Business Development, Ministry of Commerce, and shall be authorized to amend or modify texts or perform any necessary acts which are required pursuant to the Registrar's order

Vote required the vote of not less than three quarter of the total number of shareholders attending the meeting who have the right to vote

Agenda 8 To consider and approve an amendment to Clause 3 of the Memorandum of Association to be consistent with the amendment of the Objectives

Objective and Reason: After the amendment to the Objective: 41 items, the company must proceed an amendment to Clause 3 of the Memorandum of Association to be in line with the new Objective.

Board of Directors' opinion Approved to propose to the Extraordinary General Meeting of Shareholders to consider an amendment to Clause 3 of the Memorandum of Association to be consistent with the amendment of the Objectives as follows:

"Clause 3. The Objectives have 33 items according to the attached BorMorJor 002",

And that the Company's authorized directors and/or other person designated by the authorized directors shall be authorized to register the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and shall be authorized to amend or modify texts or perform any necessary acts which are required pursuant to the Registrar's order

Vote required the vote of not less than three quarter of the total number of shareholders attending the meeting who have the right to vote

Agenda 9 To consider any other matters (if any)

Remarks:

- 1) All shareholders shall download the Notice of the Shareholders' Meeting together with relating documents on the Company's website [www.thantawan.com](http://www.thantawan.com), under the title "Download Shareholder Meeting".
- 2) Shareholders shall send his or her question and submit to the meeting in advance, prior to the Extraordinary General Meeting of Shareholders from Thursday June 8, 2017 to Monday June 26, 2017 as adhere to the company's criteria and channel as attached of Attachment 5.
- 3) Shareholders, who are unable to attend the shareholders' meeting, can appoint the other persons to attend and vote on his/her behalf by choosing one of proxy forms. The company has enclosed the proxy form A, B or C with more

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detail of Attachment 6, namely proxy form A (General form), proxy form B (Containing specific details), and proxy form C (Specifically, for foreign shareholders which have an appointed custodian in Thailand).

- 4) Or the shareholder shall appoint to Independent directors of the company to attend and vote on his/ her behalf. Profiles of the Independent directors are shown in Attachment 7 as enclosed with this Notice of the Extraordinary General Meeting of Shareholders. Request your kind sending the proxy form with reference documents as specified to Attachment 8 to the Company within Monday June 26, 2017 by mailing address to the Company Secretary of Thantawan Industry Public Company Limited, 123 Sun Towers Building A, 32<sup>nd</sup> floor, Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok, 10900.

The Company, consequently, would like to invite all shareholders to attend the meeting on the date, time and venue as the above mentioned. Registration will be on Thursday July 6, 2017 at 08.30 a.m. onwards.

Yours sincerely,

By order of the Board of Directors

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- Signature -

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- Signature -

(Mr.Teerachai Siritunyanont) (Mrs.Pojanard Prinyapatpakorn)

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Minutes of Annual General Meeting of Shareholders No.1/2017  
of  
Thantawan Industry Public Company Limited  
Wednesday April 26, 2017

**Venue & Time:**

Meeting room, 39th Floor at Suntowers Building Tower B, 123 Vibhavadi-Rangsit Road, Jomphol, Jatujak District, Bangkok at 10:00 a.m.

Mr. Prisun Wongsmith, the Chairman of Board of Directors and presider of the Meeting "Chairman", has greeted and thanked to shareholders who attended this Annual General Meeting of Shareholders (AGM). As the meeting started, there were 29 shareholders attending in person, representing 75,463 shares and 14 proxies, representing 4,516,940 shares, totaling up to 43 attendees, total representing 4,592,403 shares or 57.41% of the total issued shares of the company, thereby constituting a quorum according to the Articles of Association of the Company.

The chairman assigned Mr. Teerachai Siritunyanont, the Secretary of the meeting, to introduced directors, Executive board, auditors and legal counsel examining the procedure for casting votes, respectively as follows:

**Directors attending the Meeting:**

1. Mr. Prisun	Wongsmith	Independent Director and Chairman
2. Mr. Singhchai	Aroonvuthiphong	Independent Director and Chairman of Audit Committee
3. Mr. Sayan	Satangmongkol	Independent Director and Audit Committee
4. Mr. Asdakorn	limpiti	Independent Director and Audit Committee
5. Mrs. Pojanard	Prinyapatpakorn	Director, Managing Director and Risk Management Committee
6. Mr. Surasak	Luangaramsri	Director and Executive board
7. Ms. Narissai	Mahathitirat	Director and Executive board
8. Mr. Dejbordin	Riensubdee	Director, Risk Management Committee, and Executive board
9. Mr. Teerachai	Siritunyanont	Director, Executive board, and Secretary of the Company

**Executive attending the Meeting:**

Mr. Wichit	Pansrimangkorn	Executive board and Risk Management Committee
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**Auditors attending the Meeting:**

1. Mr. Thanawut	Piboonsawat	Auditor from Dharmniti Auditing Co., Ltd.
2. Ms. Arisa	Penaium	Assistant Auditor from Dharmniti Auditing Co., Ltd.

**New Auditors in the year 2017 attending the Meeting**

1. Ms. Chanisa	Pechsiri	Senior Manager from EY Office Limited.
2. Ms. Nutta	Sahasutmontree	Manager from EY Office Limited.

**Legal Counsel attending the Meeting :**

Mr. Nattporn	Nansrirat	Independent Legal Counsel
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To ensure that the Meeting was carried out smoothly, the chairman assigned the Secretary of the Meeting to clarify the procedure of voting and counting votes.

Mr. Teerachai Siritunyanont, the Secretary of the Meeting, explained the procedure for casting votes as the following details:

1. A Shareholder or proxies (only the proxy was not specified to vote a proxy form) who had already registered would receive an evidence of voting card which covers all of agendas.
2. Proxy B holders, who shareholders or proxies require the proxies to vote according to their requirement, would not get the evidence of voting cards as the shareholders had already vote in advance. This would record in the system and count the total votes of each agenda.
3. The vote was entitled to one share one vote. The shareholders can vote their entire shares as either approved or disapproved or abstained.
4. If shareholders disapproved or abstained from the voting, please raised their hands & submitted a voting card, with name & surname, amount of shares & Resolution together with signature in the voting cards. The number of these votes shall be deducted from the total votes of shareholders attending the meeting and having right to vote and if shareholders did not raised their hands and submitted a voting ballot, the company will be considered as approved.
5. To announcing the vote result to each agenda, the chairman will assign the Secretary of the Company to announce at the meeting in the end of each agenda by separating Approve, Disapprove and Abstain. And by calculating it with the proportion. If the shareholders submit their vote card after announced the vote result, the company would not count this vote.
6. The vote was entitled to one share one vote. Shareholders and Proxies would need the evidence of voting cards for all of agendas (except the 2<sup>nd</sup> agenda was for information, no need a resolution).
7. The company would collect the casting votes of agreement from all shareholders at the end of the meeting.
8. The company has invited Mr. Pratyua Suathongkam as Vote counting/Results Management Systems Consultant from OJ International Co., Ltd. for registration and vote counting all of agendas and Mr. Nattporn Nansirirat as Independent Legal Counsel to be vote counting inspector for transparency in the meeting.
9. If a shareholder who wished to ask a question or give their opinions to each agenda, please raise his/her hands and stand at the microphone which the company prepared by stating their names, last names, and attending status before ask a question or give their opinions.
10. If shareholders wished to ask a question or give their opinions apart from each agenda which is presenting, please ask a question or give their opinions in the end of the meeting.

There are 8 agendas in this meeting time and the company had invited shareholders on site to propose the agenda within October 1, 2016 to December 31, 2016. However, there was no shareholder proposing the agenda.

The chairman commenced the meeting and proposed the following agenda items to the meeting for:

**Agenda 1** To adopt the Minutes of Annual General Meeting of Shareholders 1/2016

The chairman assigned Mr. Teerachai Siritunyanont, the Secretary of the meeting, to present the Minutes of the Annual General Meeting of Shareholders No.1/2016 held on April 27, 2016 as per details in a copy, which had already been distributed to the shareholders with the Notice of this AGM.

The chairman then welcomed shareholders' queries for more details and other views. Since there were no more queries or comments, the chairman requested the Meeting to consider the resolution for this agenda.

**Resolution:** The Meeting unanimously resolved to adopt the Minutes of the Annual General Meeting of Shareholders No. 1/2016 held on April 27, 2016 as proposed without any amendments by 4,626,203 votes, representing 100% of total shares held by shareholders attending and casted their voted. (During the meeting of Agenda 1, there were more shareholders 5 persons, 33,800 shares, totaling 48 persons, 4,626,203 shares, representing 57.83% from the total issued shares of the company)

**Agenda 2** The Board of Directors reported Company's operation of the year 2016

The chairman assigned Mrs. Pojanard Prinyapatpakorn, Managing Director, to summarize the Company's operation of the year 2016 as follows:

1. Business Overview
2. 2016 Annual Performance
3. Key Business Highlight 2017

**Business Overview**

The Company was founded over 30 years ago. At first time, the company run its business as the Original Equipment Manufacturer (OEM) but in the past few years, the company has changed the business strategy and became the Original Equipment Manufacturer and the Original Design Manufacturer (ODM) because the change of an economic environment and the increased economic competition. At present, the company also is the Original Brand Manufacture (OBM)

To compare sales from the year 1991 to 2016, the company has the continued business growth by changing the business strategy, so if we compare this year's sales with the past 6 years (2012-2016), the company has a growth of almost 100 percent.

**2016 Annual Performance**

In the year 2016, the company has the total revenue at 2,678 Million Baht by domestic sales 346 million baht, export sales 2,288 million Baht and other products 44 million Baht.

The percentage of the total revenue is export sales 85 percent and domestic sales and other products 15 percent.

In the year 2016, the company has more profit at 324 Million Baht, average at 11.98 percent, compared with the profit per years. The main factor that clause the increased company's profit is the more order from major customers and machine management, so these factors reduce cost and waste.

The export sales mostly were from Europe and the second is Australia and New Zealand.

The domestic sales mostly were from the Industrial sector which make the OEM and ODM for other bands in the market and the second one is a modern trade group.

**Key Business Highlight 2017**

The direction of the company in the year 2017, the company has set the goal that "To increasing the efficiency of production, product value and internal management with the innovation and technology for the sustainable growth.

Mr. Surasak Luangaramsri, Director and Executive board, has reported the resolution of Key Business Focus of marketing affair. In the year 2017, the company has the target as follows;

1. The American market which has purchasing power and demand in the company's products such as Zipper bags and Slider Zipper bag that both have more order from the American market than the last year at average 40 percent.
2. The new product for example the Cling Wrap that is a film for food quality preservation and mom & baby products: breast milk storage bags and milk powder bags.
3. To seriously build the company's band and increasing the marketing channel in every markets. All of these key make more the company's sales than the last year at average 30%.

Then, Mr. Dejbordin Riensubdee, Director, Risk Management Committee and Executive board, has reported production plan in the year 2017 as follows;

1. The company rent the land behind the factory to build a new warehouse which has the 7 rai (area). And the company also has the plan to modernize the old factory. After summarize the land rentals with the maintenance of the old factory, we will have more production area and warehouse as follows:



year	Area (Rai)	Capacity	
		Production (tons/month)	Warehouse (Pallets)
2016	28-2	1,963	10,498
2017	34-3	2,135	15,086
		8.8 % up	44 % up

2. Rental in Tuangtana Nakhon Project for supporting the expansion of the production capacity as follows;

1. Production Buildings 5,474 square meter
2. Material Warehouse 2,230 square meter
3. Warehouse 5,370 square meter

Totaling to 13,074 square meter

Mr. Somprasong Sangsawang/Shareholder asked that:

Why did the company have to sell discounted products in a plaza?

Mr. Surasak Luangaramsri/Director and Executive board respond that:

Because basically, the company would like to release non-standard products which did not have the obvious package and this is the ordinary process. The company also would like to publicize its products.

Mr. Sangchai Uranpanichkul/Shareholder asked that:

Did the company have any plans to reach its goals for the Capability Expansion and the Market Expansion?

Mrs. Pojanard Prinyapatpakorn/Director, Managing Director and Risk Management Committee respond that:

Before the company will invest in its capacity: factory or machines, the company must have received the customer's orders.

Mr. Prisun Wongsmith/Chairman added that:

The company considered the obvious customer's orders and the optimal order quantity in the future.

Mr. Amnauy Ophassettakul/Shareholder asked that:

As the Manager team reported that the company had sales from major customers at 300 million Baht, Does the company continuously keep trading with major costumers as detailed? And which zone is major customers?

Mrs. Pojanard Prinyapatpakorn/Director, Managing Director and Risk Management Committee respond that:

Major customers as aforementioned is Europe which we have traded with them for a long time, so we always have a plan to keep all of those major customers and the Marketing Section also have plan for new customers.

In the absence of any other follow-up queries and recommendations, the chairman thanked to the shareholders raising suggestions and comments to the Board of Directors and teams.

The Meeting acknowledged the Company's operation of the year 2016.

**Agenda 3** To consider and approve the Financial Statement for the year ended December 31, 2016

The chairman assigned Mr. Wichit Pansrimangkorn, Executive board and Risk Management Committee, concluded the Statement of Financial position for the year ended December 31, 2016 compared with 2015 as the following summary:

- Current assets 1,262.63 Million Baht, compared with 934.58 Million Baht in last year, increasing 35.10%
- Non-current assets 514.51 Million Baht, compared with 481.18 Million Baht in last year, increasing 6.92%
- Total Assets 1,777.13 Million Baht, compared with 1,415.76 Million Baht in last year, increasing 25.53%
- Total Liabilities and shareholders' equity 1,177.13 Million Baht, compared with 1,415.76 Million Baht in last year, increasing 25.53%
- Un-appropriation retained earnings 1,117.16 Million Baht, compared with 882.64 Million Baht in last year, increasing 26.57%

The Statement of Comprehensive Income for the year ended December 31, 2016 which compared to year 2015 as the following summary:

- Total revenue 2,703.90 Million Baht, compared with 2,376.09 Million Baht in last year, increasing 327.80 Million Baht or 13.40%
- Cost of Sales 75.24%, compared with 77.24% in last year, decreasing 10.84%
- Selling expense 3.07%, compared with 3.21% in last year, decreasing 9.05%
- Administrative expense 6.76%, compared with 6.77% in last year, decreasing 13.50%
- Income tax 76.63 Million Baht, compared with 60.95 Million Baht in last year, increasing 29.01%
- Net Profit 324.03 Million Baht, compared with 241.441 Million Baht in last year, increasing 34.21%
- Earnings per share 40.50 Baht, compared with 30.18 Baht in last year.

Mr. Wichit Jirachatmongkol/Shareholder asked that:

Could you please give details of the increased Inventories?

Mr. Wichit Pansrimangkorn/Executive board and Risk Management Committee respond that:

The increased Inventories were a result of the finished goods that the company still have not deliver to customer and one more thing is the raw materials which were on the way.

Mr. Prisun Wongsmitth/Chairman added that:

As mentioned previously, Inventories are not a dead-stock product but those products are producing and waiting for shipping.

Mr. Anuchit Nimitkarndee/Shareholder asked that:

1. The company has more cash and short-term Investment than the last year. How does the company manage and invest these cash and short term Investment?
2. The company's net profit was quite great if we compare to the last year; therefore, these increased the ROA's rate. How did the company get a plan to prevention from other investors who have more investment and will become company's rivals?

Mr. Prisun Wongsmitth/Chairman added that:

1. The company will manage to get the most out of cash and short-term Investment. In this year, the company has to dividend payment and advance an investment, and also the company plan to invest in a modernizing building and machines.
2. The company always keeps and nurtures relationships with customers, this is a crucial part of growing a successful business, so it is quite hard in cast other investors or company's rivals easily come to the company's business line. Importantly, customers still trade with the company because the company generally take care and build thrust with customers and also give a fair price. Moreover, if any problems occurred, we can talk and willingly find a solution together, so customers have confidence in our company and they also did not want to risk doing business with others.

Mrs. Patra Kongattakarn proxy from Mrs. Pakkaporn Kongattakarn/Shareholder asked that:

How much are resins cost? And what kind of resin does the company mostly use?

Mr. Wichit Pansrimangkorn/Executive board and Risk Management Committee respond that:

The resins cost approximately is 45-50% of the sale price and the most resin that the company use was up to the product type such as Zipper bags made of LDPE and LLDPE, drinking straws made of Polypropylene etc. In addition, the company has been researching for bringing the other resins or the other grade to the company's combination and the product innovation process.

The chairman then welcomed shareholders' queries for more details and other views. Since there were no more queries or comments, the chairman requested the Meeting to consider the resolution for this agenda.

**Resolution :** The Meeting unanimously resolved to approve the Financial Statement for the year end December 31, 2016 as proposed by 4,811,003 votes, representing 100% of total shares held by shareholders attending and casted their votes. (During the meeting of Agenda 3, there were more shareholders 12 persons, 184,800 shares, totaling 60 persons, 4,811,003 shares, representing 60.14% from the total issued shares of the company)

**Agenda 4** To approve the allocation of net profit from Operation results 2016sdr and Dividend payment.

The chairman assigned Mr. Teerachai Siritunyanont, the Secretary of the meeting, to present to the meeting that the Company's Net Profit for the year 2016 had been at 324.02 Million Baht and no deficit. Consequently, the company considered it appropriate to propose the meeting to approve for dividend payment to shareholders in accordance with articles of association no.37 which was not allow to pay the dividend from other earnings except the company's net profit. The dividend was divided into the total number of shares as equity. Refer to articles of association no.38, the company ought to set a portion of annual net profit as a reserve fund, not less than 5% of annual net profit, which had been deducted by deficit which was carried forward (if any) until the reserve fund was not less than 10% of the registered share capital.

For consideration of the dividend payment in line with the company's policy, the company would recognize to Operating results and return on Shareholders' equity in long term. The rate of dividend payment as proposed was deemed appropriate by The Board of Directors since the company remained a strong capital to support the company's growth and expansion of business consistently. In 2016 the Board of Directors proposed to pay Dividend payment at 14.18 Baht per share, equaling to 35% of annual net profit of 2016. Comparison to the last year, the company had paid the dividends at 10.50 Baht per share, equaling to 34.79% of annual net profit of 2015. The dividend would be distributed to shareholders on May 24, 2017.

The company had set the right for the shareholders to attend the Annual General Shareholders' Meeting 2016 as follows: On Monday, May 8, 2017 was the Record date for the right to receive the dividend from the operating results of the year 2016 in accordance with section 225 of Securities and Exchange Act, by closing the company's shareholders register book on Tuesday, May 9, 2016.

The chairman then welcomed shareholders' queries for more details and other views. Since there were no more queries or comments, the chairman requested the Meeting to consider the resolution for this agenda.

**Resolution:** The Meeting unanimously resolved to approve for an allocation of the company's profit to an interim dividend of the year 2016 at Baht 14.18 per share (Fourteen Baht and Eighteen satang), totaling to Baht 113,440,000 (One hundred and thirteen million and four hundred forty thousand Baht only). The Meeting also approved the date for closing the company's shareholders register book and the date of dividend payment as proposed by 4,812,003 votes, representing 100% of total shares held by shareholders attending and casted their voted . (During the meeting of Agenda 4, there were more shareholders 1 person, 1,000 shares, totaling to 61 persons, 4,812,003 shares, representing 60.15% from the total issued shares of the company.)

**Agenda 5** To consider and approve the election of the Directors to replace those who retire by rotation in 2017 For this agenda, Mr. Sayan Satangmongkol, Independent Director and Audit Committee, as the chairman instead of Mr. Prisun Wongsmith, Independent Director and Chairman, assigned Mr. Teerachai Sritunyanont, the Secretary of the Meeting, to present to the meeting that in accordance with the Company's Articles of Association, one-third of the Directors shall be retired by rotation. In the Company's 201 AGM, there were 3 directors who would be retired by rotation, and whose biographies adhered to attachment 3 in the Notice of the Meeting as:

- |                  |                 |  |
|------------------|-----------------|--|
| 1. Mr. Prisun    | Wongsmith       | Independent Director and Chairman                    |
| 2. Mr. Singhchai | Aroonvuthiphong | Independent Director and Chairman of Audit Committee |
| 3. Mrs. Pojanard | Prinyapatpakorn | Director   |

The company gave the shareholders an opportunity to nominate the persons who have a voting qualification to be the Director on October 1, 2016 to December 31, 2016 however there is no the nomination from the shareholders to be the Director.

The Board of Directors agreed to propose the Meeting for electing the Directors who would be retired by rotation to be re-appointed, namely:

- |                  |                 |   |
|------------------|-----------------|---|
| 1. Mr. Prisun    | Wongsmith       | Re-elected as Independent Director and Chairman                       |
| 2. Mr. Singhchai | Aroonvuthiphong | Re-elected as Independent Director and Chairman of<br>Audit Committee |
| 3. Mrs. Pojanard | Prinyapatpakorn | Re-elected as Director  |

Effective from April 26, 2017 onwards.

The shareholders raised some questions as follows:

Mr. Rungsri Jiaranaikajon proxy from Thai Investors Association (TIA)/Shareholder asked that:

Did the company have a policy about the Independent Director terms? And how details did the company's meeting consult about it?

Mr. Sayan Satangmongkol/Independent Director and Audit Committee respond that:

The Independent director's qualification was specified by the charter, and we still did not appoint the Nomination and Remuneration Committee, and the Independent directors who would be retired still have the qualification and excellently perform their duty so far; therefore, we have nominated these Independent directors to be re-appointed until we have the Nomination and Remuneration Committee for seeking persons who properly have the qualification for this position and this is the answer that why the Independent directors who take this position for a long time were re-appointed by the company's meeting.

The chairman then welcomed shareholders' queries for more details and other views. Since there were no more queries or comments, the chairman requested the Meeting to consider the resolution for this agenda

**Resolution:** 1. The Meeting unanimously resolved to approve to re-elect Directors who would be retired by rotation as follows:

- 1.1 Mr. Prisun Wongsmith re-elected as Independent Director and Chairman with 4,812,003 votes, representing 100% of total shares held by shareholders attending and casted their voted.
- 1.2 Mrs. Pojanard Prinyapatpakorn re-elected as Director with 4,812,003 votes, representing 100% of total shares held by shareholders attending and casted their voted.

2. The Meeting unanimously resolved with majority vote to approve to re-elect the Director who would be retired by rotation as follows:

- 2.1. Mr. Singhchai Aroonvuthiphong re-elected as an Independent Director and Audit Committee with votes as follows ;

List	Vote (shares)	The percentage of the vote of shareholders attending the meeting who have the right to vote
Approved	4,811,903	99.9979
Disapproved	100	0.0021
Abstained	-	-
Voided Ballot	-	-
Total	4,812,033	100.0000

Effective from April 26, 2017 onwards.

**Agenda 6** To consider and approve the remunerations for the directors of the year 2017

From this agenda onwards, Mr. Prisun Wongsmith, Chairman, would be the chairman again and other directors are Mr. Singhchai Aroonvuthiphong and Mrs. Pojanard Prinyapatpakorn come back to the meeting. Then The Chairman assigned Mr. Teerachai Sritunyanont, the Secretary of the Meeting, to present to the Meeting that the Board of Directors had proposed to approve the remunerations for directors, members of the Audit Committee, members of Risk Management Committee, members of the Corporate Governance Committee, members of the Nomination and Remuneration Committee of the year 2017 as follows:

A) Meeting allowances: fixed as Monthly fee for 9 directors, and fixed as Attendance Fee per time for 3 members of the Audit Committee, 4 members of the Risk Management Committee, 3 members of the Corporate Governance Committee, and 3 members of the Nomination and Remuneration Committee, totaling 4,800,000 Baht (Four million Eight-hundred and thousand Baht)

The remunerations as proposed were carefully considered and compared with other companies within the same industry together with size, business expansion and profitability of the company. Comparison with other listed companies in an industry business surveyed as 2016 Annual Report of Thai Institute of Directors (IOD), the remunerations for the company's directors would not be higher than those of other companies in the same industry.

Meeting allowances of 5 groups of the Committee as following details:

1. Members of the Board of Directors as 9 persons: fixed as monthly flat rate fee

	<u>2017</u>	<u>2016</u>
- Chairman	40,000 Baht/month	40,000 Baht/month
- Members	30,000 Baht/month	30,000 Baht/month

2. Members of the Audit Committee as 3 persons: fixed as attendance fee per time (6 times/year approximately)

	<u>2017</u>	<u>2016</u>
- Chairman	20,000 Baht/time	20,000 Baht/time
- Members	10,000 Baht/time	10,000 Baht/time

3. Members of the Risk Management Committee as 4 persons: fixed as attendance fee per time (8 times/year approximately)

	<u>2017</u>	<u>2016</u>
- Chairman	20,000 Baht/time	20,000 Baht/time
- Members	10,000 Baht/time	10,000 Baht/time

4. Members of the Corporate Governance Committee as 3 persons: fixed as attendance fee per time (8 times/year approximately)

	<u>2017</u>	<u>2016</u>
- Chairman	20,000 Baht/time	20,000 Baht/time
- Members	10,000 Baht/time	10,000 Baht/time

5. Members of the Nomination and Remuneration Committee as 3 persons: fixed as attendance fee per time (8 times/year approximately)

	<u>2017</u>	<u>2016</u>
- Chairman	20,000 Baht/time	20,000 Baht/time
- Members	10,000 Baht/time	10,000 Baht/time

The conclusion of the annually remuneration by 4,800,000 Baht for the year 2017, compare to 4,380,000 Baht for the year 2016, increasing to 420,000 Baht because of the increased frequency of meeting.

B) Annual Bonus for the Independent Directors: fixed as not more than 3% of the dividend which had been paid to the shareholders but not exceed 300,000 Baht for each Independent Director. The chairman would be gained more than other Independent Directors for 30% which shall be determined by the chairman. If there was no dividend payment, such Annual Bonus would not be paid. The Annual Bonus payment would be revised every year.

The chairman then welcomed shareholders' queries for more details and other views. Since there were no more queries or comments, the chairman requested the Meeting to consider the resolution for this agenda.

Resolution: The Meeting unanimously resolved to approve the remunerations for directors, members of the Audit Committee, members of Risk Management Committee, members of the Corporate Governance Committee, members of the Nomination and Remuneration Committee of the year 2016 as follows:

A) Meeting allowances: would be fixed as Monthly fee for 9 directors, and fixed as Attendance Fee per time for 3 members of the Audit Committee, 4 members of the Risk Management Committee, 3 members of the Corporate Governance Committee, and 3 members of the Nomination and Remuneration Committee, totaling 4,800,000 Baht and

B) Annual Bonus for the Independent Directors: would be fixed not more than 3% of the dividend which had been paid to the shareholders but not exceed 300,000 Baht for each Independent Director. The chairman would be gained more than other Independent Directors for 30% which shall be determined by the chairman. If there was no dividend payment, such Annual Bonus would not be paid. The Annual Bonus payment would be revised every year as proposed

With 4,812,003 votes, representing 100% of total shares held by shareholders attending and casted their voted.

Agenda 7 To consider and approve the appointment of Auditors and determination of Annual Audit fee of the year 2017

The chairman assigned Mr. Teerachai Sritunyanont, the Secretary of the Meeting, to present to the Meeting that to follow the rules of The Securities Exchange of Thailand (SET) and Securities and Exchange Commission (SEC) about the rotation of auditors, the Board of Directors considered it appropriate to propose EY Company Limited as the company's auditor for the year 2017 instead of Dharmniti Auditing Co., Ltd. which has been the Auditor of the company for a long time, so the Board of Directors considered it appropriate to propose to the Meeting to appoint Mrs. Siriwan Suratapin, Certified Public Accountant Registration No.4604 or Mr. Wichart

Lokatekawee, Certified Public Accountant Registration No.4451 or Ms.Kamonthip Lertwitworatep, Certified Public Accountant Registration No.4377 from EY Company Limited as the company's auditor for the year 2017. Furthermore, the Meeting was proposed to consider and determine the Annual Audit Fee of the year 2017 at 1,700,000 Baht excluded the other expenses relating to an actual payment for auditing. The Annual Audit Fee of the year 2017 would be higher than the audit fee of the year 2016 for 1,045,000 Baht according to the attachment No.5 of the meeting document. The details were as follows:

Transaction (Unit :Baht)	Audit Fee		Increased from 2016
	2017	2016	
Quarter Financial Statement Review	600,000	285,000	315,000
Annual Financial Statement	900,000	370,000	530,000
Annual Report	100,000	0	100,000
Inspection and certification service of the BOI condition (Baht/Certificate)	100,000	0	100,000
Total Audit Fee	1,700,000	655,000	1,045,000

Mr. Sangchai Ulanpanichakul/Shareholders asked that:

What rule did the company consider changing the auditor that has higher audit fees?

Mr. Singhchai Aroonvuthiphong/ Independent Director and Chairman of the Audit Committee respond that: The Audit Committee and the Board of Directors considered the service quote from many registered audit companies together, and we concluded that EY Company Limited has a qualification and appropriate audit fees. Moreover, to changing the Audit company was for a transparency and the independence of auditor because we were using the previous audit company for a long time.

Mr. Somprasong Sangsawang/Shareholders asked that:

Why did EY Company Limited gave the company a higher audit fee than others companies?

Mr. Prisun Wongsmith/Chairman assigned Ms. Chanisa Pechsiri/Senior Manager from EY Office Limited to respond that:

EY Office Limited would considered the audit fee of any companies from working hours, company's business and company size which is the international standard for considering the audit fee, and furthermore, it was for transparently auditing the financial statement and mostly correctness and Investor Advantage.

Ms. Sirin Tuntipitakchot/Shareholders asked that:

1. In the rules of The Securities Exchange of Thailand (SET), There is the rule about the rotation of the Auditor but there is no need to change the audit office, is this right?

2. To changing the Audit office has an effect on the Audit fee because it has to audit all the Financial statement, so this cause increased working hours. In the next year, if the working hours decrease, would EY Office Limited adjust to decrease the audit fee?

Mr. Singhchai Aroonvuthiphong/ Independent Director and Chairman of the Audit Committee respond that:

After EY Office Limited discussed with the company, if the working hours decrease in the next year, EY Office Limited also will decrease the audit fee.

Mr. Prisun Wongsmith/Independent Director and Chairman added that:

It is correct that we can change only the auditors in the same audit office and there is in the rules of The Securities Exchange of Thailand (SET) but the Board of Directors considered in a transparency and see as appropriate to change the Audit Office in this time.

The chairman then welcomed shareholders' queries for more details and other views. Since there were no more queries or comments, the chairman requested the Meeting to consider the resolution for this agenda.

**Resolution:** The Meeting unanimously resolved to approve the appointment of Mrs. Siriwan Suratapin, Certified Public Accountant Registration No.4604 or Mr.Wichart Lokatekawee, Certified Public Accountant Registration No.4451 or Ms.Kamonthip Lertwitworatep, Certified Public Accountant Registration No.4377 from EY Company Limited as the company's auditor for the year 2017 with the Audit Fee as 1,700,000 Baht and other expenses relating to an actual payment for auditing as proposed with votes as follows;

List	Vote (shares)	The percentage of the vote of shareholders attending the meeting who have the right to vote
Approved	4,648,503	96.6022
Disapproved	16,000	0.3325
Abstained	127,100	2.6413
Voided Ballot	20,400	0.4239
Total	4,812,003	100.0000

#### Agenda 8 Others

The chairman then welcomed shareholders' to question and comment on other matters. Issues raised were as follows:

Mr. Somprasong Sangsawang/Shareholder asked that:

1. How much is the Utilization Rate of the factory in the present?
2. What causes low sales in the other products: Trays, Cup trays etc.?
3. Could you give me a status on your progress about the sales by using the BOI's right.

Mr. Dejbordin Riensubdee/Director, Risk Management Committee, and Executive board respond about the Utilization Rate that:

In the present, Utilization Rate of the factory is at 88% in Zipper bags and 100% in drinking straws, Totaling to 90%.

Mr. Surasak Luangaramsri/Director and Executive board respond what causes low sales in the other products that:

The company did not produce these products anymore because this was not our main products and it also was lower-profit products. And in the present, we have more order from customer, so the company considered bringing the capacity to produce it.

Mr. Wichit Pansrimangkorn/Executive board and Risk Management Committee respond about the status about the sales by using the BOI's right that:

The company is using the BOI's right and we officially will proceed The BOI around August, 2017.

Mrs. Kamonnuch Kittibunyanon/Shareholder asked that:

1. Is it possible that the company will split par?
2. Would the neighbouring country : Vietnam and China etc., which have the minimum wage have an effect on the company?
3. Tough the company has a good turnover ratio, why did not the investor know the company in the stock market? And how would the company advertise about it?

Mr. Prisun Wongsmitth/Chairman respond that:

1. The company has appointed a Legal consultant to consider in the detail of Stock Split on Par Value, including an amendment to the Objectives, an amendment to the Articles of Association, an amendment to the Memorandum of Association and un-fully paid shares to be updated and enable to support the new transactions and we will purpose to the board's meeting onwards.
2. The company will advertise itself by considering in how to invest with the company and we will correctly distribute information to investors.



Mr. Surasak Luangaramsri/Director and Executive board respond that:  
the neighbouring country : Vietnam and China etc., which have the minimum wage have an effect on the company in 2-3 years ago but at present, it already decreased because the neighbouring country's cheap products have no standard, so our customer mostly like the good quality product.

Mrs. Patra Kongattakarn proxy from Mrs Pakkapron Kongattakarn/Shareholder asked that:  
What kind of currency did the company receive from the International Sales? And how much is rate?

Mr. Wichit Pansrimangkorn/Executive board and Risk Management Committee respond that  
The most currency that we received was at 60% in Baht, 30% in dollars and 10% in other products.


Mr. Anuchit Nimitkarndee/Shareholders asked that:  
Did the European Economic Crisis have an effect on the company's sales in Europe?


Mr. Surasak Luangaramsri/Director and Executive board respond that:  
The European Economic Crisis has not much an effect on the company's sales because our customers had many branches around the world, and they will record sales at the customer office in Europe, moreover the customer's demand in our products still need so much in Europe.

Mr. Asawin Likitsap/Shareholders asked that:  
How does the company plan to manage the inventory which is on the way and also a quarter of the inventory?

Mr. Wichit Pansrimangkorn/Executive board and Risk Management Committee respond that:  
The inventories which are on the way and showed on the financial statement are the imported resins that were not goods sold and have insurance.

The chairman again inquired the Meeting for any comments or inquiries of other issues (if any). There was no shareholder asking any further question. The chairman thanked all the shareholders for attending this AGM, then, announced that the Meeting is adjourned at 11.45 a.m.

Sign  Chairman  
(Mr. Prisun Wongsmith)

Sign  Secretary of the meeting  
(Mr. Teerachai Siritunyanont)

**Articles of Association**  
**(Amendment)**  
**of**  
**THANTAWAN INDUSTRY PUBLIC COMPANY LIMITED**

**CHAPTER I**  
**GENERAL PROVISIONS**

- Article 1** These regulations shall be called the Articles of Association of THANTAWAN INDUSTRY PUBLIC COMPANY LIMITED.
- Article 2** Unless otherwise specified, in these Articles "Company" means "THANTAWAN INDUSTRY PUBLIC COMPANY LIMITED".
- Article 3** For any provisions not referred herein, they shall be governed and construed in all respects in accordance with the laws governing public limited companies, securities and exchange and any other laws related to the operation of the Company's business.

**CHAPTER II**  
**ISSUANCE OF SHARES**

- Article 4** The Company's shares are ordinary shares entered in name certificates at the same par value.
- All Company's shares shall be paid up in full with money or any other assets beside money. The share subscribers or the share purchasers are not entitled to set-off debt with the Company.
- None of the shares in the Company can be divided. If the shares are jointly held or subscribed by two persons or more, any one of such persons shall be appointed to exercise the rights as the shareholder or subscriber, as the case may be.
- The Company has a right to issue and offer for sale ordinary shares, preference shares, debentures or warrants or other securities, which will be granted by the laws on securities and exchange.
- Article 5** All share certificates of the Company shall name the shareholder and must be signed or printed signature of at least 2 (Two) Directors and affix the Company's seal. However, the Director may delegate to the share Registrar under the laws on securities and stocks exchange to sign or print a signature on his behalf.
- Article 6** In signing signature of a director or a share registrar, such director or share registrar may sign his own signature or use machine or computer to imprint or use other methods that are permissible under the law of Securities and Stock Exchange.
- The Company must maintain the Shareholder Register Book and the evidence relating to the particulars stated in Shareholder Register Book at the head office of the Company. However, the Company may appoint Thailand Securities Depository Co., Ltd. as the Company's share registrar. If so, the procedures concerning the Company's share registration shall be as prescribed by the share registrar.
- Article 7** The Company will issue a share certificate to shareholders within two (2) months from the date in which the registrar accepted registration of the Company or from the date in which full payment for shares was made in case of issuing new shares after registration of the Company.
- Article 8** In case of certificates substantially damaged or defaced, a shareholder may request the Company to

issue a new share certificate by surrendering the original certificate.

If the share certificate is lost or destroyed, the shareholder must provide official evidence, in the form of report issued by a police officer, or any other appropriated evidence, to the company.

In both cases, the Company will issue the new share certificate to a shareholder within the legal time frame by which a shareholder pays the issuance fee in accordance to the ministerial regulation.

The lost, defaced or damaged share certificate shall be cancelled once the Company has issued new share certificate as replacement.

**Article 9** The Company shall not own its own shares nor take them in pledge except for the following cases.

- (1) The buy-back of shares from dissenting shareholders voting against the resolution of the shareholders' meeting on the amendment to the Articles of Association regarding the voting rights and the rights to receive dividend viewing that resolution is unfair.
- (2) To buy-back the shares for financial management purposes while having the retained earnings and excess liquidity and such share buy-back shall not leading to the Company's financial problem.

However, the shares owned by the Company shall not be considered as a quorum of the shareholders' meeting and shall not have a right to vote and receive dividend payment.

The Company must sell buy-back shares as according to the above within the period as prescribed by the ministerial regulation. In case the Company does not sell or does not sell all shares within such period, the Company must proceed with reducing the paid up capital by eliminating the registered shares which have not been issued.

The buy back of shares, sale of the shares and elimination of shares that has been bought back shall be under requirement and procedure as prescribed by the ministerial regulation or relating laws.

**Articles 10** The buy-back of Company's shares must be approved by the Shareholders' Meeting except in case that the Company has registered the shares with the Thailand Stock Exchange and the amount of such purchase does not exceed ten (10) percent of the total paid up capital, the Board of Director of the Company can approve such purchase of shares.

### **CHAPTER III** **TRANSFER OF SHARES**

**Article 11** The Company's shares shall be transferable without any restriction. The shares held at any time by non-Thai nationals shall not exceed an aggregation of forty-nine (49) percent of all issued shares. The Company is entitled to reject the transfer of shares that cause the shares of foreign shareholders to exceed the ratio allowed by applicable laws and regulations.

**Article 12** The transfer of shares shall be valid when a transferor indorses a certificate(s) by entering a name of a transferee and being signed by a transferor and a transferee and deliver a certificate(s) to a transferee.

The transfer of shares shall be valid against the Company when the Company receives the request for registration of shares transfer and valid against a third person when the Company completes the share registration process.

When the Company deems that the transfer of shares is legal, the Company must register the shares transfer within fourteen (14) days from the date of such request. If the transfer of shares is invalid, the Company must inform a person who file the request within seven (7) days.

If the Company's shares are registered as securities in the Stock Exchange of Thailand, the transfer

of shares must be in accordance with the law of Securities and Stock Exchange.

**Article 13** If a share transferee wishes to acquire a new share certificate, he/she shall submit a written request to the Company, with a transferee's signature together with at least one (1) witness and surrender an existing share certificate. In this regard, the Company shall register the share transfer within seven (7) days and issue a new share certificate within 1 month from the date of receipt of such request.

**CHAPTER IV**  
**ISSUANCE OF SECURITIES, SECURITIES OFFERING AND TRANSFER OF SECURITIES**

**Article 14** Issuance of securities, securities offering and transfer of securities to public or any persons shall be under the laws governing public limited companies and securities and exchange.

Transferring of other securities that have been registered as listed security with the Stock Exchange of Thailand or subordinate Stock Exchange beside from the ordinary shares shall be under the laws governing securities and exchange.

"Securities" shall refer to the definition as specified by the laws governing securities and exchange.

**CHAPTER V**  
**BOARD OF DIRECTORS**

**Article 15** The Company must have the Board of Directors to operate the Company's business. The Board of Directors shall comprise of not less than five (5) directors, provided that at least half (1/2) of the directors shall reside within the Kingdom of Thailand. A director may or may not be a shareholder of the Company.

**Article 16** The appointment of a director shall be made by the Shareholders Meeting in accordance with the following conditions and procedures:

- (1) Each shareholder shall have a number of votes equal to the numbers of shares held by him;
- (2) Each shareholder shall exercise all the votes that he has under (1) to appoint one or several person(s) to be director(s), provided that he cannot divide his votes to any person to any extent; and
- (3) Persons receiving the highest votes in descending order are those who are elected to be directors, to the number of directors who are to be elected. If there is a tie in the last to be elected and this exceeds the said number of directors, the presiding chairman shall have an additional casting vote.

**Article 17** At every Annual General Meeting of Shareholders, one-third (1/3) of the directors shall retire from the office; the director who has held the office longest shall be the first person to retire. If the number of directors is not a multiple of three, then the number of directors nearest to one-third (1/3) must retire from the office.

The retired shall be eligible for re-election.

The retiring directors in the first and second year of the conversion of the Company shall be determined by a draw of lots. In the subsequent years, the director who is in the office for the longest period shall retire.

**Article 18** Other than retiring by rotation, the director shall cease to be in the position when:

- (1) death;
- (2) resignation;

- (3) lack of qualification or possession of prohibited characteristics as provided by public law and securities and exchange law;
- (4) removal by resolutions of the Shareholders' meeting under the procedure set forth in Article 20 of this Articles of Association;
- (5) dismissal by a court order.

**Article 19** Any Director who wishes to resign from office shall submit a resignation letter to the company. The resignation shall be effective on the date the notice reaches the Company.

The director, who resigns pursuant to the first paragraph, may also notify the registrar of his/her resignation.

**Article 20** The Shareholders' meeting may resolve to remove any director from the office before the expiration of his/ her term of office by rotation. The resolution of such case shall consist of not less than three-fourth (3/4) votes of shareholders attending the meeting and entitle to vote, and the total number of shares altogether should not be less than half of the total number of shares held by the shareholders attending the meeting.

**Article 21** In case of a vacancy on the Board of Directors other than by rotation, the Board of Directors shall elect any person who is qualified and not subjected to prohibition under the law as a replacement Director at the next meeting of the Board of Directors, except in the case where the remaining term of office of such Director is less than two (2) months. The replacement Director shall hold the office only for the remaining term of the Director whom he replaces.

The resolution of the Board of Directors under paragraph one must be passed by a vote of not less than three-fourth (3/4) of the number of subsisting Directors.

**Article 22** The directors shall have a right to receive remuneration from the Company in the form of reward, attendance fee, gratuity, bonus or any other consideration as per approved by the shareholders meeting with affirmative vote of not less than two-third (2/3) of all votes of the shareholders who attended the Meeting. The remuneration of directors may be specified as certain amount or with specific terms and for specified time or effective until the shareholders meeting has a resolution to change. Furthermore, the director shall have a right to receive allowance and welfare under the Company's regulation.

The above paragraph shall not effect the right of directors who were appointed from employee of the Company in order to receive remuneration and benefit in the position of the Company's employee.

**Article 23** The Board of Directors shall elect one director to be the Chairman.

One or several directors shall be elected to be the Vice-Chairman, as the Board deems appropriate. The Vice-Chairman has authority under the Articles of Association as assigned by the Chairman.

**Article 24** A quorum of the Board of Directors' meeting requires the presence of at least half (1/2) of all directors.

The Chairman of the Board of Directors shall preside over each Board of Directors meeting. If the Chairman is not present or is unable to perform his/ her duties, the Vice-Chairman shall act as the presiding Chairman. In the case of a lack of Vice-Chairman or the Vice-Chairman's inability to perform his/her duties, the directors present at the meeting shall elect one director to be the Chairman of the meeting.

Decision of the Board of Directors' Meeting shall be made by majority votes. Each Director shall have one vote. Any Director who has interest in any matter shall not be entitled to vote on such matter. In the case of equal voting, the Chairman of the meeting shall have additional casting vote.

**Article 25** In summoning a meeting of the Board of Directors, the Chairman of the Board or a person entrusted

by him shall send notices thereof to the Directors not less than seven (7) days prior to the date of the meeting. However, in case of necessity or urgency for the purpose of maintaining the rights and interests of the Company, the summoning of the meeting may be made by other methods and the date of the meeting may be fixed sooner.

**Article 26** Directors should perform duties according to laws, objectives, articles of association of the Company and the resolution of shareholders' meeting.

**Article 27** Directors are prohibited to operate the businesses of same nature and competing with the Company, be a partner in an ordinary partnership, or be a general partner in a limited partnership, or be a director of other limited company or public company that operate the businesses of same nature and competing with the Company, either for personal or others' benefit, unless the Shareholders' Meeting is informed prior to the appointment.

**Article 28** Directors must notify the Company without delay if he/she has an interest in a contract with the company, including an increase or decrease of shares or debentures in the Company or its affiliates.

**Article 29** The Board of Directors' Meeting shall be held at least once every three (3) months at the province that the Company head office is located or other nearby province or other places. The date, time and place of the Meeting shall be designated by the Chairman of the Board.

**Article 30** Authorized signatory to bind the Company consisted of two (2) directors jointly sign and affix the Company seal.

The Board of Directors may specify and change the name of the authorized directors whose signatures affixed with the Company's seal.

#### **CHAPTER VI** **SHAREHOLDERS MEETING**

**Article 31** The Board shall arrange for an Annual General Meeting of Shareholders to be held within four (4) months after the end of the fiscal year of the Company.

Other Shareholders' Meetings, apart from the abovementioned meeting, are called Extraordinary General Meetings. The Board of Directors may summon an Extraordinary General Meeting whenever they deem appropriate.

A shareholder or shareholders holding not less than one-tenth (1/10) of the total number of issued shares, may request the Board of Directors in writing to summon an Extraordinary General Meeting of Shareholders at any time, provided that the written request shall specify the reasons of the request. In such case, the Board of Directors has to summon an Extraordinary General Meeting of Shareholders within forty five (45) days after receiving the request from those shareholders.

**Article 32** In summoning the shareholders' meeting, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details stating clearly the issues that will be for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholder and the company Registrar for information not less than seven (7) days prior to the meeting. Publication of a notice of the meeting shall also be made in a newspaper for three (3) consecutive days at least three (3) days prior to the meeting.

The place for the meeting shall be in the province of the head office of the Company or others as specified by the Board of Directors.

**Article 33** The quorum of a Shareholders' Meeting shall be either not less than Twenty five (25) shareholders or proxies (if any) presented, or not less than half of the total number of shareholders, and the total number of shares altogether should be not less than one-third (1/3) of the total number of issued shares.

When one (1) hour has elapsed from the appropriated time fixed for any Shareholders' Meeting and the number of shareholders presenting at the meeting does not constitute a quorum as specified, if such meeting is a Shareholders' Meeting convened due to a request from shareholders, it shall be extinguished. If it is not convened because of a request from shareholders, it shall be re-convened by sending notice to shareholders not less than seven (7) days prior to the meeting. In this later case, a quorum as prescribed is not compulsory.

**Article 34** The Chairman of the Board shall preside over the Shareholder's meeting. In case that the Chairman is not present or the Chairman is unable to perform his duty, the Vice Chairman shall preside over the meeting. If there is no Vice Chairman or the Vice Chairman is not present or the Vice Chairman is unable to perform his duty, the meeting shall elect one shareholder, who is present, to be the chairman of the meeting.

**Article 35** In order to vote in the shareholders' meeting, each shareholder shall have a number of votes equal to the numbers of shares held by him. The shareholders who has vested interest shall have no right to vote for such matter. Except for election of voting directors, resolution of the shareholders' meeting shall comprise the following votes:

- (1) In normal case, the majority of votes of shareholders who attend the meeting and cast votes. In case of equality of votes, the Chairman of the Meeting shall have an additional casting vote;
- (2) In the following cases, a resolution shall be passed by votes of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and are entitled to vote:
  - (a) the sale or transfer of the entire business or important 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 making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the Company, the assignment of the management of the business of the Company to any other persons or the amalgamation of the business with other persons with purpose of profit and loss sharing;
  - (d) any amendments or addition of the Memorandum of Association or the Articles of Association of the Company;
  - (e) any increase or decrease of registered capital;
  - (f) dissolution of the Company;
  - (g) any issuance of debentures;
  - (h) the amalgamation of the Company with other company.

**Article 36** Businesses to be transacted at the Annual General Meeting are as follows:

1. To acknowledge the Board of Director report on the past operational results.
2. To consider and approve the Company's balance sheets and profit and loss accounts of the preceding fiscal year.
3. To approve the appropriation of the profit and dividend payment.
4. To approve the appointment of a new director in replacement to a director who are due to be retired by rotation.
5. To specify the remuneration of directors
6. To approve the appointment of the Company's auditor and remuneration fee.
7. To consider other issues.

**CHAPTER VII**  
**ACCOUNTING, FINANCIAL STATEMENTS AND ACCOUNTING AUDITS**

- Article 37** The fiscal year of the Company shall commence on the 1<sup>st</sup> of January and end on the 31<sup>st</sup> of December of each year.
- Article 38** The Company shall prepare and maintain as well as audit the accounts in accordance with the laws concerning therewith, and shall prepare a balance sheet and a profit and loss statement, at least once in every fiscal year.
- Article 39** The Board of Directors shall arrange for preparation of the balance sheet and profit and loss accounts as of the end of the accounting period of the Company, and shall submit the same to the shareholders' meeting for adoption at the annual general meeting. The Board of Directors shall arrange for the auditors to complete the auditing prior to submission to the shareholders' meeting the said balance sheet and profit and loss accounts.
- Article 40** The Board of Directors shall send the following documents to the shareholders together with the notice summoning an Annual General Meeting.
1. Copies of the audited balance sheet and profit and loss statement together with the report from the auditor thereon;
  2. Annual report of the Board of Directors and attachments.
- Article 41** The Auditor shall not be a director, staff member, employee or person holding any position or having any duty in the Company.
- Article 42** The auditor has the right to examine, at any time during the office hours of the Company, all books of account, documents and any other evidence relating to the Company's income, expenses, assets and liabilities. For this purpose, the auditor shall be entitled to ask any of the Company's directors, staff members, employees, responsible persons, and agent to provide any related clarification or documents in respect of the Company's operation.
- Article 43** The Company's auditors are responsible to attend every Shareholders' Meeting whenever there occurs the agenda of considering the Company's Balance Sheet, Profit and Loss Statements, or any accounting difficulties of the Company, in order to provide clarification or explanation on accounting audit to shareholders. The Company shall deliver all related reports and documents necessary for shareholders to its auditors as well.

**CHAPTER IIX**  
**DIVIDEND AND RESERVE**

- Article 44** Dividends cannot be disbursed from other sources of funds except profits. In the event that the Company has accumulated losses, no dividends will be paid.

Dividend payments are equally divided according to the number of shares, except the Company issues the preference share and prescribes the dividend for such preference share differently from the ordinary share. The said dividend payments are requested to be approved by the Shareholders' Meeting.

The Board of Directors may authorize interim dividend payments from time to time when there are reasonable profits to support the move and such decision will be announced at the next shareholders' meeting.

Dividend payments should be made within one (1) month from an Annual General Meeting or whenever the Board of Directors approves, according to circumstances. The notice has to be made



in writing to all shareholders and the notification of impending dividend payments announced in the newspapers.

- Article 45** The Company has to allocate at least five (5) percent of its annual net profits as statutory reserve, of deficit (if any), until the reserve reaches ten (10) percent of registered capital.

**CHAPTER IX**  
**ADDITIONAL PROVISIONS**

- Article 46** In case that the company or the subsidiary agrees to enter into a connected transaction or transaction related to acquisition or disposition of the asset of the Company or the subsidiary pursuant to the notification of the Stock Exchange of Thailand regarding the regulations of enter into a connected transaction or acquisition or disposition of the asset of the listed Company whatever the case may be, the Company shall comply with the regulations and methods in such notification.

- Article 47** The Company's seal shall be as follows:



OBJECTIVES (Draft)  
(Amendment)  
OF  
THANTAWAN INDUSTRY PUBLIC COMPANY LIMITED

1. To carry on the businesses of trading all types of thermoplastics, including set up factory, equipments, tools and transmuted invention from the products as described above.
2. To carry on the businesses of producing factory and trading containers or other innovative products are made of plastics, papers, aluminium, and other materials.
3. To carry on the business of trading goods, thermoplastics, fiberglass, glasses, china wears, plastic flowers.
4. To carry on the businesses of designing, developing and producing packaging or all types of container, including products from waste materials.
5. To carry on the business of trading and designing plastic products such as utensils, furniture or accessories, including parts of aforementioned products, and producing container: bags and sacks.
6. To carry on the businesses of trading garments, fabrics, fibers, clothing, accessories, ready-made dresses, cosmetics, other consumer products.
7. To carry on the businesses of setting up the producing factory and producing accessories box which is made of enameled wood: paint or others varnish, for domestic trade and international trade.
8. To carry on the businesses of trading computers, floppy disk, software, form, printer tools, printed matters, including spares and tools of aforementioned products.
9. To carry on the businesses of being an adviser and giving advice about producing, marketing, trading and repairing computer accessories, including computer software.
10. To carry on the businesses of trading machinery, engines, labor-saving devices, vehicles, electrical devices and their components.
11. To carry on the businesses of trading chemicals, including fire-extinguishing liquid, home decoration, sanitary ware, and all type of construction materials, including machinery for the factory.
12. To carry on the businesses of constructing buildings, commercial buildings, residential buildings, office buildings, roads, bridges, dams, tunnels and any other constructions works, including all types of civil work.
13. To carry on the businesses of operating ore mine, ore smelting, ore separating, ore dressing, ore surveying, ore analyzing, ore testing, ore crushing, ore transporting.
14. To carry on the businesses of operating hotels, restaurants, bars, nightclubs, bowling places, theatres, and other types of entertaining venues, vacation resorts, sport stadiums, swimming pools.
15. To carry on the businesses of transporting, loading and unloading cargo and passengers by land, waterway and airway, both domestic and international, including discharging goods from the port through customs and freight forwarding of all kinds.
16. To carry on the businesses of trading rice, cassava, cassava products, maize, sesame, beans, peppers, jute, cotton, kapok, lac, castor beans, woods, vegetables, fruits, wild products, animal hides, horns, live animals, meats, sugar, animal foods, and all kinds of agricultural products.
17. To carry on the businesses of trading medicines, for human and animals, pharmacies, chemicals, medical tools, fertilizers, herbicides and pesticides, nutriment for plants and animals, scientific equipments and scientific tools.

18. To carry on the businesses of the electrical energy: solar energy, wind energy, combustion energy, agricultural materials, waste-to-energy, and water energy. And to carry on the businesses of gas, oils, coal, and other fuels etc.
19. To carry on the businesses and/or to supporting an alternative energy business in various sources for achieving the maximum benefits in accordance with the objectives
20. To carry on the businesses of operating gas stations, repairing, maintaining, examining, rust prevention spraying for all kinds of vehicles, including installing, testing, and servicing all types of casualty preventing devices.
21. To engage in the businesses of collecting, gathering, preparing, publishing and circulating statistics and information relating to agriculture, industry, commerce, finance, marketing, including analysis and assessment of business.
22. To carry on the businesses of operating private hospitals and clinics, treating patients and the injured, teaching and training courses on medical and sanitary science.
23. To carry on the businesses of importing and exporting goods as specified in the company's objectives.
24. To trade goods and services in accordance with the objectives through electronic media such as internet and computer networks, commercial electronic or E-commerce.
25. To provide bidding or enter into the agreement with the government, government organization or state enterprises, local government sectors, including a person, juristic entities or others to operate the business according to the Company's objectives.
26. To operate the businesses of auctioning in order to sell goods and production of goods to order in accordance with the above mentioned objectives to any persons, groups of persons, juristic entities, state enterprises and government sectors.
27. To contact banks, open account, open letter of credit, trade credit, trust receipts and obtain loans from banks with or without collateral.
28. To take a loan or debt financing as approved by the board with consideration for the benefit of the company or other business which the company has interest including to guarantee a loan of the company or its business by bringing the company's property including company's fund as pledge, mortgage or the other as guarantee of the loan.
29. To loan or offer credit to the person having appropriated condition with or without guarantee, especially for the customers or other persons, limited company or limited partnership that is in contact with the company (except immovable property mortgage).
30. To pay for, issue, transfer, accept or endorse the bill of exchange or other negotiable instruments concerning finance, including confirmation paper for beneficial of company's business or other business which the company has interest except banking business according to the laws relating to commercial bank, funding business according to the laws relating to financing business, credit foncier business according to the laws relating to credit foncier business and security business according to the laws relating to securities and exchange, unless permitted by law.
31. To carry on the businesses of constructing buildings, commercial buildings, residential buildings, office buildings, roads, bridges, dams, tunnels and any other constructions works, including all types of civil work.
32. Purchase of lands for the construction of office, factory, or storage for the company.

33. To possess the ownerships of moveable and immovable properties, including possess the ownership of land for company's benefit. To trade, exchange, rent, rent out, hire purchase, sell on consignment, mortgage of lands and buildings.
34. To set up branch office or appoint agent both domestic and abroad.
35. To trade, transfer, invest, exploitation, or to become a limited partner in any limited partnerships or a shareholder in any private limited companies or public limited companies both locally and internationally for company's benefit notwithstanding whether such limited partnerships, company limited, public limited company have the same objective as the company.
36. To carry on the businesses of being the property management, collecting the benefit and managing the properties for others.
37. The Company has a right to issue the shares at higher or lower than the par value under the related applicable law.
38. The Company has a right to issue securities in the types of stocks, bonds, bill of exchanges, unit trusts, warrants, debenture warrants, unit trust warrants, or warrants or other securities that prescribed or shall be prescribed by the laws of public company, the laws of securities and stock exchange or other laws in order to offer to the shareholders, the public or the others.
39. To bring the Company's capital to buy stocks, bonds, debentures and other securities of any company that established for industries or other businesses and to sell, deliver or buy-back such stocks, bonds, debentures and other securities, except the securities business.
40. To request for a temporary release of the directors, employees or workers who have been prosecuted in a criminal case relating to the performing of duty for the Company.
41. To carry on business of debt guarantee and execution of a contract for the others, including personal guarantee service for whom travelling into or out of the country according to the laws relating to immigration, taxes and others.

Qualification of Independent Director

The Board of Directors must comprise of sufficient number of Independent directors to inspect and balance the performance of the Board and the operation of Management team. Independent directors on the Board must represent at least one-third of all directors and not less than three directors. Independent directors must have all the qualifications required by The Capital Market Supervisory Board as follows:

1. Holding shares is not exceeding 0.5 percent of the total number of shares with voting rights of the company, its Parents Company, subsidiary, affiliate, major shareholder or controlling person including shares held by related persons of such Independent director.
2. Neither being nor used to manage the office, employee, advisor who receives salary, or controlling person of the company, its parent company, subsidiary, affiliate, same level of subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years.
3. Not being a person related to blood relationship or legal families registration as father, mother, spouse, sibling and child including Son's wife to the other directors, management , major shareholder, controlling person or person to be nominated as director, executive or controlling person of the company or its subsidiary company.
4. Neither having nor used to have a business relationship with the company, its parent company, subsidiary, affiliate, major shareholder or controlling person, in the manner that may interfere to his/her Independent discretion and neither being nor used to be a significant shareholder or controlling person of any person to business relationship with the company. Also Its parent company, subsidiary, affiliate, same level of subsidiary company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years.
5. Neither being nor used to be an auditor of the company, its parent company, subsidiary, affiliate, major shareholder or controlling person and not being a significant shareholder, controlling person or partner of an audit firm which employs auditors of the company its parent company, subsidiary, affiliate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years.
- 6.
7. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million Baht per year from the company its parent company subsidiary, affiliate, major shareholder or controlling person and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years.
8. Not being a director appointed as representative of directors of the company, major shareholder or shareholder who is related to major shareholder.
9. Not undertaking any business in the same nature and in competition to the business of the company or subsidiary company or not being a significant partner in a partnership or being an executive director, employee, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other companies which undertakes business in the same nature and in competition to the business of the company or its subsidiary company.

Remarked : Concentration than the minimum requirements of the SEC and SET, the Company determines that the Independent Shareholders have no more than 0.5 percent of the shares with voting rights of the company (According to article 1). The SEC and SET determine that the shareholders have no more than 1.0 percent of the total number of shares with voting rights for all of the company.

Invite Shareholders to submit questions in advance, prior to the Extraordinary General Meeting of Shareholders No. 1/2017

The company recognizes the importance of all shareholders and enhance the practice of good corporate governance. The company has provided a question system for shareholders to submit question (s) relevant to the company, prior to the meeting as:

1. Shareholder shall provide questions with information as the following :
  - Name, Contacting address, Telephone number, Fax number and e-mail address (if any) of the shareholder including Number of share held.
  - Detail of questions
2. The company opens questions in alternatively way :
  - Email : [irthip@thantawan.com](mailto:irthip@thantawan.com)
  - Registered mail to :

Company Secretary  
Thantawan Industry Public Company Limited  
123 Sun Towers Building A, 32<sup>nd</sup> Floor  
Vibhavadi-Rangsit Road, Chomphon sub-district  
Chatuchak district, Bangkok 10900
  - By Facsimile : 02-273-8484
3. Open question :

Shareholder shall submit questions to the company in advance, prior to the meeting from Thursday June 8, 2017 to Monday June 26, 2017.
4. Reply to question (s)

The company shall consider the question(s) that receive from the Extraordinary General Meeting of Shareholders in order to provide an information to the other shareholders equally.

## แบบหนังสือมอบฉันทะแบบ ก. (แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

## Proxy Form A (General Form)

ติดอากร แสตมป์ Duty Stamp 20 บาท/Baht	เลขทะเบียนผู้ถือหุ้น..... Shareholder registration number	เขียนที่ / Written at..... วันที่.....เดือน.....พ.ศ..... Date Month B.E.
--	--	--

1. ข้าพเจ้า ..... สัญชาติ  
 I / We ..... Nationality

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
 Residing at No Road Tambol/Kwaeng

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....  
 Amphur/Khet Province Post Code

2. เป็นผู้ถือหุ้นของบริษัท ทานตะวันอุตสาหกรรม จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น  
 Being a shareholder of Thantawan Industry Public Company Limited, holding a total number of ..... share(s),

และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้  
 and having rights to vote equivalent to ..... vote(s), the details of which are as follows:

☐ หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง  
 Ordinary share total of ..... share(s), having voting rights equivalent to ..... vote(s)

☐ หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง  
 Preferred share total of ..... share(s), having voting rights equivalent to ..... vote(s)

3. ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง) / Hereby appoint (Please choose one of following)

กรณีเลือก 1. กรุณาทำเครื่องหมาย  
 ✓ ที่ ☐ 1. รับมอบอำนาจ  
 If you make proxy by choosing  
 No.1, please mark ✓ at ☐  
 1. and giving a details of proxy  
 (proxies).

☐ (1) ชื่อ ..... อายุ ..... ปี  
 Name Age year

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
 Residing at No. Road Tambol/Kwaeng

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....  
 Amphur/Khet Province Post Code

หรือ ชื่อ ..... อายุ ..... ปี  
 or Name Age year

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
 Residing at No. Road Tambol/Kwaeng

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....  
 Amphur/Khet Province Post Code



กรณีเลือก 2. กรุณาทำ  
เครื่องหมาย ✓ ที่ ☐  
If you make proxy by  
choosing No.2, please mark  
✓ at ☐

☐ (2) มอบฉันทะให้กรรมการอิสระของบริษัทฯ คือ

Appoint any one of the following Independent Directors of Company

☐ (2.1) นายไพโรจน์ วงศ์สมิทธิ์ Mr. Praisun Wongsmit (รายละเอียดกรรมการอิสระ ปรากฏตามสิ่งที่แนบมาด้วย) (Details specified in the attachment here)

☐ (2.2) นายสิงห์ชัย อรุณวุฒิพงศ์ Mr. Singhchai Aroonvuthipong (รายละเอียดกรรมการอิสระ ปรากฏตามสิ่งที่แนบมาด้วย) (Details specified in the attachment here)

☐ (2.3) นายสายันต์ สดางค์มิ่งคล Mr. Sayan Satangmongkol (รายละเอียดกรรมการอิสระ ปรากฏตามสิ่งที่แนบมาด้วย) (Details specified in the attachment here)

☐ (2.4) นายอัษฎการ ลิ้มปิติ Mr. Asdakorn Limpiti (รายละเอียดกรรมการอิสระ ปรากฏตามสิ่งที่แนบมาด้วย) (Details specified in the attachment here)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2560 ในวันพฤหัสบดีที่ 6 กรกฎาคม พ.ศ. 2560 เวลา 10.00 น. ณ ห้องประชุมชั้น 39 อาคารรัตนทาวเวอร์ส บี เลขที่ 123 ถนนวิภาวดีรังสิต แขวงจอมพล เขตจตุจักร กรุงเทพฯ 10900 หรือจะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

As my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2017 on Thursday, July 6, 2017 at 10:00 a.m. at Sun Towers Building B, Meeting room; 39<sup>th</sup> floor, 123 Vibhavadi-Rangsit Road, Khwaeng Chomphon, Khet Chautuchak, Bangkok 10900 or at any adjournment thereof to any other date, time and venue.

Any act of the proxy holder performed at the meeting shall be deemed as my/our act.

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

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

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

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

หมายเหตุ ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Remark: A shareholder shall make a proxy to only one proxy holder to attend and vote in the meeting. He/She cannot split his/her shares and assign to several proxy holders to vote for him/her in the meeting.

## แบบหนังสือมอบฉันทะ แบบ ข. (แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

## Proxy Form B (Proxy Form containing specific details)

ตีตรา แสตมป์ Duty Stamp 20 บาท/Baht	เลขทะเบียนผู้ถือหุ้น _____	เขียนที่ / Written _____
	Shareholder registration number	วันที่ _____ เดือน _____ พ.ศ. _____
		Date Month B.E.

- (1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_  
 I/We \_\_\_\_\_ Nationality \_\_\_\_\_ Residing No. \_\_\_\_\_ Road \_\_\_\_\_  
 ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
 Tambon/Khwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_
- (2) เป็นผู้ถือหุ้นของ บริษัท ทานตะวันอุตสาหกรรม จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น  
 Being a shareholder of Thantawan Industry Public Company Limited, holding a total number of \_\_\_\_\_ share(s),  
 และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
 and having rights to vote equivalent to \_\_\_\_\_ vote(s), with details as follows :  
☐ หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
 Ordinary share total of \_\_\_\_\_ share(s), having voting rights equivalent to \_\_\_\_\_ vote(s)  
☐ หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
 Preferred share total of \_\_\_\_\_ share(s), having voting rights equivalent to \_\_\_\_\_ vote(s)

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง) / Hereby appoint (Please choose one of following)

กรณีเลือก 1. กรุณาทำเครื่องหมาย  
 ✓ ที่ ☐ 1. ระบุผู้รับมอบอำนาจ  
 If you make proxy by choosing  
 No.1, please mark ✓ at ☐  
 1. and giving a details of proxy  
 (proxies).

- ☐ (1) ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
 Name \_\_\_\_\_ Age \_\_\_\_\_ year  
 อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
 Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_  
 อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
 Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_  
 หรือ ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
 Or Name \_\_\_\_\_ Age \_\_\_\_\_ year  
 อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
 Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_  
 อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
 Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_  
 หรือ ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
 Or Name \_\_\_\_\_ Age \_\_\_\_\_ year  
 อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
 Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_  
 อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
 Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_

กรณีเลือก 2. กรุณาทำ

เครื่องหมาย ✓ ที่ ☐

If you make proxy by

choosing No.2, please mark

✓ at ☐

☐ (2) มอบฉันทะให้กรรมการอิสระของบริษัทฯ คือ

Appoint any one of the following Independent Directors of Company

☐ (2.1) นายไพโรจน์ วงศ์สมิทธิ์ Mr. Praisun Wongsmith (รายละเอียดกรรมการอิสระปรากฏตามสิ่งที่แนบมาด้วย) (Details specified in the attachment here)

☐ (2.2) นายสิงห์ชัย อรุณวุฒิพงษ์ Mr. Singhchai Aroonvuthipong (รายละเอียดกรรมการอิสระปรากฏตามสิ่งที่แนบมาด้วย) (Details specified in the attachment here)

☐ (2.3) นายสาย์ณห์ สดางค์มงคล Mr. Sayan Satangmongkol (รายละเอียดกรรมการอิสระปรากฏตามสิ่งที่แนบมาด้วย) (Details specified in the attachment here)

☐ (2.4) นายอัษฎากร ลิมป์ิติ Mr. Asdakorn Limpiti (รายละเอียดกรรมการอิสระปรากฏตามสิ่งที่แนบมาด้วย) (Details specified in the attachment here)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2560 ในวันพฤหัสบดีที่ 6 กรกฎาคม พ.ศ. 2560 เวลา 10.00 น. ห้องประชุมชั้น 39 อาคารชั้นทาวเวอร์ บี เลขที่ 123 ถนนวิภาวดีรังสิต แขวงจอมพล เขตจตุจักร กรุงเทพฯ 10900 หรือจะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

As my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2017 on Thursday, July 6, 2017 at 10:00 a.m., Sun Towers Building B, Meeting room; 39<sup>th</sup> floor, 123 Vibhavadi-Rangsit Road, Khwaeng Chomphon, Khet Chautuchak, Bangkok 10900 or at any adjournment thereof to any other date, time and venue.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I/we hereby authorize the proxy holder to vote on my/our behalf at this meeting as follows:

วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมใหญ่สามัญผู้ถือหุ้น ประจำปี 2560

Agenda 1 To approve the Minutes of the Annual General Meeting of Shareholders 2017

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 2 เรื่อง พิจารณาอนุมัติให้ลดทุนจดทะเบียนโดยการตัดหุ้นจดทะเบียนที่ยังไม่ได้นำออกจำหน่าย จำนวน 2,000,000 หุ้น

Agenda 2 To consider and approve the reduction of the Company's registered capital by cancelling the authorized but un-issued ordinary shares of 2,000,000 shares

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

- วาระที่ 3 เรื่อง พิจารณานุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 (ทุนจดทะเบียน) เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน
- Agenda 3 To consider and approve an amendment to Clause 4 of the Memorandum of Association to be consistent with the reduction of registered capital of the Company
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote in accordance with my intention as follows:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|
- วาระที่ 4 เรื่อง พิจารณานุมัติแก้ไขมูลค่าหุ้นที่ตราไว้ของบริษัท จากมูลค่าหุ้นละ 10 บาท เป็นมูลค่าหุ้นละ 1 บาท
- Agenda 4 To consider and approve the change of par value of the Company's shares from Baht 10 per share to Baht 1 per share
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote in accordance with my/our intention as follows:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|
- วาระที่ 5 เรื่อง พิจารณานุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 (มูลค่าหุ้น) เพื่อให้สอดคล้องกับการแก้ไขมูลค่าหุ้น
- Agenda 5 To consider and approve an amendment to Clause 4 of the Memorandum of Association to be consistent with the change of par value of the Company's share
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote in accordance with my/our intention as follows:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|
- วาระที่ 6 พิจารณานุมัติแก้ไขเพิ่มเติมข้อบังคับของบริษัท
- Agenda 6 To consider the amendment of the Articles of Association
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote in accordance with my/our intention as follows:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

## วาระที่ 7 พิจารณานุมัติแก้ไขเพิ่มเติมวัตถุประสงค์

## Agenda 7 To consider and approve an amendment to the Objectives

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote in accordance with my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> จดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

## วาระที่ 8 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 3 (วัตถุประสงค์) เพื่อให้สอดคล้องกับการแก้ไขเพิ่มเติมวัตถุประสงค์

## Agenda 8 To consider and approve an amendment to Clause 3 of the Memorandum of Association to be consistent with the amendment of the Objectives

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote in accordance with my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> จดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

## วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)

## Agenda 9 Other Business (If any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote in accordance with my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> จดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy holder in any agenda that is not specified to this proxy shall be considered as invalid and shall not constitute my/our voting as a shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case, I/we have not specified my/our voting intention to any agenda or specified unclear instruction or in case the meeting considered or passed resolutions in any matters other than these specified above. Furthermore, in case there is any amendment or addition to any fact. The proxy holder shall have the right to consider and vote on my/our behalf as deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

I/We shall be fully liable for any action taken by the proxy at the meeting, except for the case that the proxy does not cast the vote as specified in this proxy form.

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

หมายเหตุ 1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
 2. ในกรณีที่มามีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

Remark 1. A shareholder shall appoint only one proxy holder to attend and vote at the meeting. Shall not allocate the number of shares to several proxies for voting separately.  
 2. In case there are further agenda apart from specified above brought into consideration in meeting, the shareholders may use the Attachment to Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.  
Annex attached to the Proxy form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ทานตะวันอุตสาหกรรม จำกัด (มหาชน)  
 The proxy as the shareholder of Thantawan Industry Public Company Limited

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2560 ในวันพฤหัสบดีที่ 6 กรกฎาคม 2560 เวลา 10.00 น. ณ ห้องประชุม อาคารชั้นทาวเวอร์ส บี ชั้น 39 เลขที่ 123 ถนนวิภาวดีรังสิต แขวงจอมพล เขตจตุจักร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย

At the Extraordinary General Meeting of Shareholders No.1/2017, to be held on Thursday, July 6, 2017 at 10.00 a.m., Suntowers Bldg-B-39<sup>th</sup> Floor, 123 Vibhavadi-Rangsit Rd., Chomphon, Chatuchak, Bangkok 10900 or any adjournment thereof to any other date, time and venue.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
 Agenda Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) The proxy holder shall vote in accordance with my/our intention as follows:

☐ เห็นด้วย                      ☐ ไม่เห็นด้วย                      ☐งดออกเสียง  
 Approve                                      Disapprove                                      Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
 Agenda Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) The proxy holder shall vote in accordance with my/our intention as follows:

☐ เห็นด้วย                      ☐ ไม่เห็นด้วย                      ☐งดออกเสียง  
 Approve                                      Disapprove                                      Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
 Agenda Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) The proxy holder shall vote in accordance with my/our intention as follows:

☐ เห็นด้วย                      ☐ ไม่เห็นด้วย                      ☐งดออกเสียง  
 Approve                                      Disapprove                                      Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
 Agenda Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) The proxy holder shall vote in accordance with my/our intention as follows:

☐ เห็นด้วย                      ☐ ไม่เห็นด้วย                      ☐งดออกเสียง  
 Approve                                      Disapprove                                      Abstain

วาระที่ _____	เรื่อง _____
Agenda	Subject
	<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (a) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
	<input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) The proxy holder shall vote in accordance with my/our intention as follows:
	<div style="display: flex; justify-content: space-around;"> <div style="text-align: center;"> <input type="checkbox"/> เห็นด้วย Approve         </div> <div style="text-align: center;"> <input type="checkbox"/> ไม่เห็นด้วย Disapprove         </div> <div style="text-align: center;"> <input type="checkbox"/> งดออกเสียง Abstain         </div> </div>
วาระที่ _____	เรื่อง _____
Agenda	Subject
	<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (a) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
	<input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) The proxy holder shall vote in accordance with my/our intention as follows:
	<div style="display: flex; justify-content: space-around;"> <div style="text-align: center;"> <input type="checkbox"/> เห็นด้วย Approve         </div> <div style="text-align: center;"> <input type="checkbox"/> ไม่เห็นด้วย Disapprove         </div> <div style="text-align: center;"> <input type="checkbox"/> งดออกเสียง Abstain         </div> </div>

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ  
 I/we certify that the details in this Attachment to Proxy Form are completely correct and totally true.

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



## แบบหนังสือมอบฉันทะแบบ ค.

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

## Proxy Form C

(Specifically for a foreign shareholder for which a custodian in Thailand is appointed)

ตีตรา แสตมป์ Duty Stamp 20 บาท/Baht	เลขทะเบียนผู้ถือหุ้น _____ Shareholder registration number	เขียนที่ / Written at _____ วันที่ _____ เดือน _____ พ.ศ. _____ Date Month B.E.
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(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_  
 I/We \_\_\_\_\_ Nationality \_\_\_\_\_ Residing No. \_\_\_\_\_ Road \_\_\_\_\_  
 ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
 Tambon/Khwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_

(2) เป็นผู้ถือหุ้นของ บริษัท ทานตะวันอุตสาหกรรม จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น  
 Being a shareholder of Thantawan Industry Public Company Limited, holding a total number of \_\_\_\_\_ share(s),  
 และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
 and having rights to vote equivalent to \_\_\_\_\_ vote(s), with details as follows :  
☐ หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
 Ordinary share total of \_\_\_\_\_ share(s), having voting rights equivalent to \_\_\_\_\_ vote(s)  
☐ หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
 Preferred share total of \_\_\_\_\_ share(s), having voting rights equivalent to \_\_\_\_\_ vote(s)

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง) / Hereby appoint (Please choose one of following)

กรณีเลือก 1. กรุณาทำเครื่องหมาย  
 ✓ ที่ ☐ 1. ระบุผู้รับมอบอำนาจ  
 If you make proxy by choosing  
 No.1, please mark ✓ at ☐  
 1. and giving a details of proxy  
 (proxies).

☐ (1) ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
 Name \_\_\_\_\_ Age \_\_\_\_\_ year  
 อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
 Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_  
 อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
 Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_  
 หรือ ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
 Or Name \_\_\_\_\_ Age \_\_\_\_\_ year  
 อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
 Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_  
 อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
 Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_

กรณีเลือก 2. กรุณาทำ  
เครื่องหมาย ✓ ที่ ☐  
If you make proxy by  
choosing No.2, please mark  
✓ at ☐

☐ (2) มอบฉันทะให้กรรมการอิสระของบริษัทฯ คือ

Appoint any one of the following Independent Directors of Company

- ☐ (2.1) นายไพโรจน์ วงศ์สมิทธิ์ Mr. Praisun Wongsmit (รายละเอียดกรรมการอิสระ  
ปรากฏตามสิ่งที่แนบมาด้วย) (Details specified in the attachment here)
- ☐ (2.2) นายสิงห์ชัย อรุณวุฒิพงศ์ Mr. Singhchai Aroonvuthipong (รายละเอียดกรรมการ  
อิสระ ปรากฏตามสิ่งที่แนบมาด้วย) (Details specified in the attachment here)
- ☐ (2.3) นายสายันท์ สตาบคัมภค Mr. Sayan Satangmongkol (รายละเอียดกรรมการ  
อิสระ ปรากฏตามสิ่งที่แนบมาด้วย) (Details specified in the attachment here)
- ☐ (2.4) นายอัษฎกร ลิ้มปิติ Mr. Asdakorn Limpiti (รายละเอียดกรรมการอิสระ ปรากฏ  
ตามสิ่งที่แนบมาด้วย) (Details specified in the attachment here)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2560  
ในวันพฤหัสบดีที่ 6 กรกฎาคม พ.ศ. 2560 เวลา 10.00 น. ณ ห้องประชุมชั้น 39 อาคารชั้นทาวเวอร์ส บี เลขที่ 123 ถนนวิภาวดีรังสิต แขวงจอมพล เขต  
จตุจักร กรุงเทพฯ 10900 หรือจะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

As my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2017 on Thursday,  
July 6, 2017 at 10:00 a.m. at Sun Towers Building B, Meeting room 39<sup>th</sup> floor, 123 Vibhavadi-Ranpsit Road, Khwaeng Chomphon, Khet  
Chautuchak, Bankok 10900 or at any adjournment thereof to any other date, time and venue.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนแทนในครั้งนี้อย่างนี้

I/We authorize the proxy to vote on my/our behalf at the Meeting as follow:

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Grant proxy the total amount of shares holding and entitled to vote.

☐ มอบฉันทะบางส่วน คือ

To split the votes as follows:

- ☐ หุ้นสามัญ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนน \_\_\_\_\_ เสียง  
Ordinary share share(s) and have the rights to vote equal to votes
- ☐ หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนน \_\_\_\_\_ เสียง  
Preference share share(s) and have the rights to vote equal to votes
- รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด \_\_\_\_\_ เสียง  
The total number of voting right is \_\_\_\_\_ Votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We authorize the proxy to vote on my/our behalf in this meeting as follows:

วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมใหญ่สามัญผู้ถือหุ้น ประจำปี 2560

Agenda 1 To approve the Minutes of the Annual General Meeting of Shareholders 2016

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy may consider the matters and vote on my/our behalf, as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy may consider the matters and vote on my/our behalf as follows;

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

วาระที่ 2 เรื่อง พิจารณานุมัติให้ลดทุนจดทะเบียนโดยการตัดหุ้นจดทะเบียนที่ยังไม่ได้นำออกจำหน่าย  
จำนวน 2,000,000 หุ้น

Agenda 2 To consider and approve the reduction of the Company's registered capital by cancelling the authorized but un-issued ordinary shares of 2,000,000 shares

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy may consider the matters and vote on my/our behalf, as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy may consider the matters and vote on my/our behalf as follows;

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

วาระที่ 3 เรื่อง พิจารณานุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 (ทุนจดทะเบียน) เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน

Agenda 3 To consider and approve an amendment to Clause 4 of the Memorandum of Association to be consistent with the reduction of registered capital of the Company

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy may consider the matters and vote on my/our behalf, as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy may consider the matters and vote on my/our behalf as follows;

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

วาระที่ 4 เรื่อง พิจารณานุมัติแก้ไขมูลค่าหุ้นที่ตราไว้ของบริษัท จากมูลค่าหุ้นละ 10 บาท เป็นมูลค่าหุ้นละ 1 บาท

Agenda 4 To consider and approve the change of par value of the Company's shares from Baht 10 per share to Baht 1 per share

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy may consider the matters and vote on my/our behalf, as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy may consider the matters and vote on my/our behalf as follows;

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

วาระที่ 5 เรื่อง พิจารณานุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 (มูลค่าหุ้น) เพื่อให้สอดคล้องกับการแก้ไขมูลค่าหุ้น

Agenda 5 To consider and approve an amendment to Clause 4 of the Memorandum of Association to be consistent with the change of par value of the Company's share

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy may consider the matters and vote on my/our behalf, as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy may consider the matters and vote on my/our behalf as follows;

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

## วาระที่ 6 พิจารณานุมัติแก้ไขเพิ่มเติมข้อบังคับของบริษัท

## Agenda 6 To consider the amendment of the Articles of Association

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy may consider the matters and vote on my/our behalf, as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy may consider the matters and vote on my/our behalf as follows;

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

## วาระที่ 7 พิจารณานุมัติแก้ไขเพิ่มเติมวัตถุประสงค์

## Agenda 7 To consider and approve an amendment to the Objectives

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy may consider the matters and vote on my/our behalf, as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy may consider the matters and vote on my/our behalf as follows;

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

## วาระที่ 8 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 3 (วัตถุประสงค์) เพื่อให้สอดคล้องกับการแก้ไขเพิ่มเติมวัตถุประสงค์

## Agenda 8 To consider and approve an amendment to Clause 3 of the Memorandum of Association to be consistent with the amendment of the Objectives

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy may consider the matters and vote on my/our behalf, as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy may consider the matters and vote on my/our behalf as follows;

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

## วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

## Agenda 9 To consider any other business (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy may consider the matters and vote on my/our behalf, as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy may consider the matters and vote on my/our behalf as follows;

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีและผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

(5) Any votes by the proxy in any agenda not rendered in accordance with my/our intention specified herein shall not be deemed as my/our votes as a shareholder.

(6) If I/We do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the proxy shall be authorized to consider the matters and vote on my/our behalf as the proxy deems appropriate.

Any acts taken by the proxy at the meeting shall, unless the proxy cast the votes not in compliance with my/our intention specified herein, be deemed as my/our own act(s) in all aspects.

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

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

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

#### หมายเหตุ

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
  - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ลงนามในหนังสือมอบฉันทะแทน
  - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
4. ในกรณีที่พิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำตอบแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

#### Remarks

1. This Proxy Form C is applicable only to a shareholder whose name appears in the shareholder registration book as a foreign investor and a custodian in Thailand is appointed therefore.
2. Evidence of documents required to be attached to the proxy from are:
  - (1) A Power of Attorney executed by the shareholder authorizing the custodian to execute the proxy form on behalf of such shareholder.
  - (2) A letter confirming that the person executing the proxy form has obtained a license for being a custodian.
3. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.
4. If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form C as attached.

## ใบประจำตอแบบหนังสือมอบฉันทะ (แบบ ค.)

## Annex to the Form of Proxy (Form C)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ทานตะวันอุตสาหกรรม จำกัด (มหาชน)

The proxy as the shareholder of Thantawan Industry Public Company Limited

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2560 ในวันพฤหัสบดีที่ 6 กรกฎาคม พ.ศ. 2560 เวลา 10.00 น. ณ ห้องประชุมชั้น 39 อาคารชั้นทาวเวอร์ บี เลขที่ 123 ถนนวิภาวดีรังสิต แขวงจอมพล เขตจตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย

At the Extraordinary General Meeting of Shareholders No.1/2017, to be held on Thursday, July 6, 2017; 10.00 a.m. Suntowers Bldg-B-39<sup>th</sup> Floor, 123 Vibhavadi-Rangsit Rd., Chomphon, Chatuchak, Bangkok or at any adjournment thereof to any other date, time and venue.

วาระที่..... เรื่อง.....

Agenda Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy may consider the matters and vote on my/our behalf, as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy may consider the matters and vote on my/our behalf as follows:

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

วาระที่..... เรื่อง.....

Agenda Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy may consider the matters and vote on my/our behalf, as the proxy deems appropriate in all respects.

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

วาระที่..... เรื่อง.....

Agenda Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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Approve votes Disapprove votes Abstain votes

วาระที่..... เรื่อง.....

Agenda Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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(B) The proxy may consider the matters and vote on my/our behalf as follows;

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

วาระที่..... เรื่อง.....

Agenda Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy may consider the matters and vote on my/our behalf as follows;

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

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/we certify that the details in this Attachment to Proxy Form are completely correct and totally true.

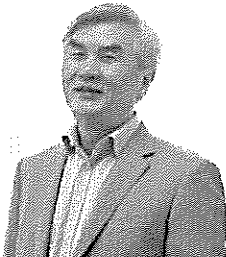
ลงชื่อ/ Signed ..... ผู้มอบฉันทะ/ Shareholder  
 (.....)

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

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

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

Names and information of independent directors being proposed as a proxy
--

Name	Mr.Praisun Wongsmitth	
Age	58 Years old	
Address	79/131 Panya Indra Road Kweang Bang Chan Khet Khlong Sam Wa, Bangkok 10510	
Present position	Independent Director	
Education	-Master of Economics, Oklahoma State University, USA	
Training Program of IOD & Others	1. Capital Market Academy Leader Program Class 14, Capital Market Academy 2. Advanced Security Management Program (ASMP) Class 5, The Association National Defence College of Thailand under the Royal Patronage of his majesty the king 3. The Leadership, Grid Teamwork Co., Ltd. 4. Thai Institute of Director 4.1 Director Accreditation Program (DAP) Class 12/2004 4.2 Director Certification Program (DCP) Class 92/2007 4.3 Role of the Chairman Program (RCP) Class 37/2015 4.4 Board that Make a Difference (BMD) Class 1/2016 4.5 Advanced Audit Committee Program Class 24/2016 4.6 Director Briefing Class 4/2016 (Managing Technology & Disruption)	
Experience	Nov.-Dec. 2014 Selection director NPLs management service provider which non-collateral, SME Development Bank 2014 – 2015 Independent Director and Chairman of Audit Committee, Thantawan Industry Public Company Limited 2012 – 2016 President, SCMB Company Limited 2014 – 2016 Managing Director, SCMB Company Limited Sep. 2014 – Jan. 2015 Chairman of supervise and monitor NPL Committee, SME Development Bank	



	2015 – 2016	Advisor to the Minister Information and Communication Technology (ICT)
	2015 – 2016	Sub-Committee for Council of Engineers
	2012 – Present	Director, PW Consultants Company Limited
	2015 – Present	Chairman and Independent Director, Thantawan Industry Public Company Limited
	2016 – Present	Independent Director, CAT telecom Public Company Limited
	2016 – Present	Independent Director, TMB Bank Public Company Limited
	2016 – Present	Advisor to the Minister of Industry
THIP Shareholdings	- None	
Family relations with executive (s)	- None	
Criminal history during the past 10 Years	- None	
Number of years as Director of the company	- 3 Years (Date of Appointment on April 28, 2014)	
Stakeholder to agenda	- None	
Forbidden qualifications	1. Never dishonestly committing an offence against property. 2. Never enter into any transaction which may cause conflict of interest against the company during the year.	
Attended the meeting during the year 2016	- Attended the AGM for the year 2017	(1/1 times)
	- Attended the Board of Directors	(13/13 times)

Names and information of independent directors being proposed as a proxy
--

Name	Mr. Singhchai Aroonvutthiphong		
Age	57 Years old		
Address	Sirin CPA Company Limited 19/95 Moo 1, Soi Watlao Rama 2 Road, Kweang Takam, Khet Bangkhunthien, Bangkok 10150		
Present position	Independent Director and Chairman of Audit Committee		
Education	<ul style="list-style-type: none"><li>-Doctor of Philosophy Program in Management, Suan Dusit Rajabhat University</li><li>-Master of Business Administration, University of the Thai Chamber of Commerce</li><li>-Certified Public Accountant</li></ul>		
Training Program of IOD & Others	<u>Thai Institute of Director</u> <ul style="list-style-type: none"><li>-How to Develop a Risk Management Plan (HRP)</li><li>-Director Accreditation Program (DAP)</li><li>-Director Certification Program (DCP)</li><li>-Audit Committee Program (ACP)</li></ul>		
Experience			
	1993 - 1996	-Office Manager of Sirin & Go Company Limited	
	1999 – Present	-Independent Director, Thantawan Industry Public Company Limited	
	Present	-Chairman of Audit Committee, Thantawan Industry Public Company Limited	
	Present	-Chairman of Audit Committee and Independent Director, Power line engineering Industry Public Company Limited	
	Present	-Managing Director, Sirin CPA Company Limited	
	Present	-Director, Grace Firm Company Limited	
	Present	-Director, Training Center Company Limited	
THIP Shareholdings	-	None	
Family relations with executive (s)	-	None	
Criminal history during the past 10 Years	-	None	

Number of years as Director of the company

- 18 Years (Date of Appointment on March 19, 1999)

Stakeholder to agenda

- None


Forbidden qualifications

1. Never dishonestly committing an offence against property.
2. Never enter into any transaction which may cause conflict of interest against the company during the year.

Attended the meeting during the year 2016

- Attended the AGM for the year 2017 (1/1 times)
- Attended the Board of Directors (13/13 times)
- Attended the Board of Audit Committee (6/6 times)

Names and information of independent directors being proposed as a proxy
--

Name	Mr. Sayan Satangmongkol	
Age	69 Years old	
Address	38 Soi Ramkhamhaeng 44 Ramkhamhaeng Road Kweang Huamark, Khet Bangkapi, Bangkok 10240	
Present position	Independent Director and Audit Committee	
Education	-Master of Business Administration Program (MBA) Thammasat University -Bachelor of Science (Agricultural Economics) Kasetsart University	
Training Program of IOD & Others	1. Capital Market Academy Leader Program Class 17, Capital Market Academy 2. Thai Institution of Director 2.1 Directors Certification Program (DCP) Class 43/2004 2.2 Finance for Non-Finance Directors (FND) Class 9/2004 2.3 DCP Re-Refresher Course DCP (DCP Re) Class 1/2008 2.4 Audit Committee Program (ACP) Class 34/2011 2.5 Role of the Chairman Program (RCP) Class 25/2011 2.6 Role of the Nomination and Governance Committee (RNG) Class 6/2014 2.7 Board that Make Difference (BMD) Class 1/2016 2.8 Role of the Compensation Committee 2.9 Directors Accreditation Program 2.10 Corporate Governance	
Experience	<u>Experience of Krung Thai Bank Public Company Limited</u> 2002-2005 : Senior Executive Vice President-Managing Director 2005-2006 : Senior Executive Vice President-Managing Director Risk Management group 2006-2008 : Senior Executive Vice President-Managing Director Asset Management and Legal Management group Present : Independent Director / Chairman of Audit Committee, Wuttisak clinic inter Group Company limited	

Present : Director, Eco Waste Management Company limited

2015-Present: Independent Director and Audit Committee,

Thantawan Industry Public Company Limited

Companion of the most exalted order of the white elephant.

THIP Shareholdings - None

Family relations with executive (s) - None

Criminal history during the past 10 Years - None

Number of years as Director of the company  
- 2 Years (Date of Appointment on 1 July, 2015)

Stakeholder to agenda - None

Forbidden qualifications

1. Never dishonestly committing an offence against property.
2. Never enter into any transaction which may cause conflict of interest against the company during the year.

Attended the meeting during the year 2016

- Attended the AGM for the year 2017 (1/1 times)
- Attended the Board of Directors (13/13 times)
- Attended the Board of Auditors (5/6 times)

Names and information of independent directors being proposed as a proxy



THIP Shareholdings

Family relations with executive (s)

Criminal history during the past - None

10 years - None

Number of years as Independent Director of the company

- 1 Year (Date of Appointment on 1 August, 2016)

Stakeholder to agenda - None

Forbidden qualifications

1. Never dishonestly committing an offence against property.

2. Never enter into any transaction which may cause conflict of interest against the company during the year.

Attended the meeting during the year 2016

- Attended the AGM for the years (1/1 times)

- Attended the Board of Directors (6/6 times)

- Attended the Audit Committee (3/3 times)

Guidelines for Proxy Appointment, Registration, and Identification Documents  
Required to Attend and Vote in the General Meeting of Shareholders

Appointment of Proxy

The Company has dispatched Proxy Form B as specified by the Department of Business Development, Ministry of Commerce. Any shareholder who is unable to attend the Meeting can consider appointing the other persons or any of Independent directors as proposed to act as his/her proxy as follows:

- |                                  |  |
|----------------------------------|--|
| 1. Mr. Praisun Wongsmitth        | Independent Director / Chairman                    |
| 2. Mr. Singhchai Aroonvuthiphong | Independent Director / Chairman of Audit Committee |
| 3. Mr. Sayan Satangmongkol       | Independent Director / Audit Committee             |
| 4. Mr. Asdakorn Limpiti          | Independent Director / Audit Committee             |

Including details of age, education and work experience, history of Board of Directors meeting attendance, and the proportion of shareholding in the company of each director as Attachment 7. Shareholder of proxy may specify more than one proxy for flexibility. In case any of the appointed proxies are unable to attend the meeting in person, other proxies can attend the meeting for them. However, proxies are entitled to attend and vote for only one. Also unable to split the number of shares to several proxies for vote's separation. Additionally voting of each agenda item, shareholders have the right to vote only for approval, disapproval or abstention.

Registration to Attend the Meeting

Registration for participating the Extraordinary General Meeting of Shareholders No. 1/2017 will begin more than 1 hour prior the Meeting's scheduled start or from 08:30 am onwards, at Suntowers Building B., 39<sup>th</sup> floor, Meeting Room as per the attached map.

Documents Verify Eligibility to Attend the Meeting

Participants are requested to present the following documents, prior to attend the meeting (if any):

**For Individual Shareholders**

1. In case of attendance in person :
  - Present an identity document with name, surname, photo and validity from government issuing i.e., Identification card or Government Official Identification card or passport. In the event of changing name or surname, evidence certifying also require.
2. In case of appointment proxy :
  - The Proxy form that we have enclosed with Notice of the Meeting already filled in and signed by both grantor and proxy.
  - Copy of identity document issued to Shareholder by Government Official Identification as specified no. 1 with certified true copy by the shareholder.
  - Identity document that Government issued to the Proxy, the same as specified no. 1.

**For Juristic Shareholders, registered in Thailand**

1. In case of authorized Juristic person's representative, attendance in person :
  - An Identity document of the representative issued by Government Official, the same as ordinary people as specified no.1.
  - Affidavit of shareholder that certified true copy by Juristic person's representative which shows that he/she attends the meeting with authorized person to act on behalf of the shareholder.



2. In case of appointment proxy :

- The Proxy form has enclosed Notice of the Meeting with already filled in and signed by the juristic person's representative as grantor and proxy.
- Certified true copy of shareholder's Affidavit by juristic person's representative and shows that the representative who has signed the proxy with authorized person to act on behalf of the shareholder.
- An Identity document of the proxy issued by Government Official, the same as ordinary person as specified no.1.
- Copy of identity document issued by Government Official for Juristic person's representative, the same as specified no. 1 with certified true copy by the Juristic person's representative.

**For Non-Thai Shareholders and Juristic Persons Incorporated under Foreign Law**  
To arrange documents similar to the cases of shareholder who is an ordinary and juristic person with their identity documents (if any cases) as the following :

- Certified true copy of shareholder's passport or representative of juristic person or proxy (if any).
- Certified true copy of Affidavit, issued by Government Official as located and sign by juristic representative with detail of the Affidavit contain with the name of Juristic person and condition or limitations of authorized signature including the location of Head Office.
- Any document without master copy of English language must be attached with English translation and certified true copy by the shareholder or representative of the juristic person.

**For Foreign Shareholders and appointing Custodian in Thailand**

- Documents similar to the case of juristic person.
- Power of Attorney granted by shareholder to authorize custodian to sign the Proxy Form on his/her behalf.
- Certify letter of custodian who signs a proxy form shows that the custodian is permitted to engage in the business of custodian.

Voting

General agenda

1. Voting shall be counted as one share one vote with majority votes. In case the vote is equal, the Chairman of the meeting will take a decision to casting vote for the final vote, apart from the vote of shareholders.
2. Voting of each agenda items, the Chairman of the Board of Directors will offer to the shareholders for voting and asking whether object, disagree or abstain. Please raise hand up:
  - If any shareholder raises a hand up to object or abstain, they will record and resolve to object or abstain from voting then submit to an officer for counting the vote each agenda item. The shareholders who have not raised their hands up will be deemed to resolve for approval by the Chairman as proposed to the meeting for consideration.
  - If no any shareholder raises a hand up to object or abstain will be deemed to resolve unanimously by the Chairman approval. Unless the shareholder has marked in a proxy

form to object or abstain and already recorded by the company as proposed to the meeting for consideration.

3. Any person who is stakeholder and special to any of agenda item shall not be entitled to vote that item. But any votes that remove directors without any restrictions.
4. Shareholders who attend the meeting in person can cast a ballot that distributed during the registration. For proxy votes in the ballots as required by the grantor that specified to the proxy form. Also deliver to the officer for recording together with the votes that shareholders have appointed the proxy in advance to the Independent Directors as proposed by the company.

#### Special agenda

The vote of not less than three quarter of the total number of shareholders attending the meeting who have the right to vote

#### Counting of votes.

Chairman of the meeting or staff will explain how to count the votes before the start of the meeting agenda.

- Counting of votes on each agenda item. The company will count the votes of the shareholders at the meeting. And shareholders to appoint proxies to the Company recorded pre-while proxies to attend registration. The vote does not agree. And abstention. Deducted from the total shares of the meeting and entitled to vote on each agenda item.
- The Chairman will announce the meeting of the voting on each agenda item. After voting on each agenda item ends. The estimate will separate voice and approve by voice vote and represent a few percent does. Each session will use the number of shares of the last meeting.

Articles of Association of the Company relating to the Shareholders' meeting

Article 13

The directors shall be elected at the shareholders' meeting in accordance with the criteria and procedures as follow:

- (1) Shareholders shall be entitled to one vote (1) per one (1) share.
- (2) Each shareholder shall be entitled to take all of the votes : (1) to elect one or several persons as directors, but the shareholder cannot be divided his or her votes to any person in any number.
- (3) Persons who receive the highest votes arrange in order from higher to lower in a number that equal to the number of directors from an election such that period. In the event of the persons elect in descending order with equal votes that is greater than that required, the Chairman of the meeting will have a casting vote.

Article 14

At every annual ordinary shareholders' meeting, one-third (1/3) of the directors rate. If the number of directors cannot be divided exactly into three parts, the number of directors nearest to one-third (1/3) shall vacate the office.

The directors to vacate the office in the first and second years following to the registration of the Company shall be drawn by lots. In subsequent years, the directors who have remained in the office for the longest time shall vacate office.

Article 18

The Shareholders' meeting may pass a resolution to remove any director from the office prior to retirement, not less than three-fourths (3/4) of the number of shareholders for attending the meeting and having the right to vote. The shares held by them shall, in aggregate, be not less than one half of the number of shares held by the shareholders attending the meeting and having the right to vote.

Article 28

The Board of Directors shall call for a shareholders' meeting which is an annual ordinary general meeting of shareholders within four (4) months from the last day of the fiscal year of the company.

Shareholders' meetings other than the one referred to the mentioned shall be called "Extraordinary general meeting". The Board of Directors may call for the Extraordinary general meetings of shareholders at any time as deemed appropriate. Or the Shareholders are holding shares amounting to not less than one-fifth (1/5) of the total issued shares. Or shareholders numbering are not less than twenty-five (25) persons with total shares not less than one-tenth (1/10) of the total issued shares may submit their names and request the board of directors in written for the 'Extraordinary general meeting' at any time with providing that the reasons request for calling such the meeting shall be

clearly stated in the mentioned request. In such an event, the board of directors shall proceed to call for a shareholder meeting within a period of one (1) month from the date of receiving the receipt of notice of the shareholders.

Article 29

In calling shareholders' meeting, the Board of Directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the subjects to propose to the meeting with appropriate detail and

clearly for acknowledgement. For approval or consideration up to the case including the Board of Directors' s opinion as mentioned and send to the Shareholders not less than seven (7) days, prior to the date of the meeting. Also to publish in the newspaper for not less than three (3) consecutive days and not less than three (3) days, prior to the date of the meeting.

The place of the Shareholders' meeting or the Board of Directors' meeting may be hold in any other areas that not adjacent to the province where the head office is located.

Article 30

At the shareholders' meeting, there shall be shareholders and proxies (if any) attending the meeting not less than twenty five (25) shareholders or not less than one-half (1/2) of the total number of shareholders and not less than one-third (1/3) of the total issued shares. A quorum, then, shall be constituted. .

At any shareholders' meeting, if one (1) hour has passed by and the number of shareholders attending the meeting with inadequate for a quorum as defined. If such the shareholders' meeting called by a request of the shareholders, it should be cancelled. If the meeting was not call by the request of shareholders, a new meeting shall be called for and the notice of the meeting sent to the shareholders not less than 7 days, prior to date of the meeting. In the subsequent meeting, a quorum is not required.

Article 31

The resolutions of the shareholders' meeting shall be supported by the following votes:

- (1) In a normal event, the majority votes of the shareholders present and cast their votes. In the case of an equality votes, 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 shareholders present and have the right to vote :
  - (a) The sale or transfer of the whole or substantial part of the Company's business to any other persons.
  - (b) The purchase or transfer's acceptance of the other companies or public companies by the Company.
  - (c) The making, amending or terminating of any whole Building space lease agreement or substantial part, assignment the other persons to manage the company or merge with other business for the purpose of profit and loss sharing

Article 32

The business to be carried out by the annual general meeting:

- (1) To consider the report of the Board of Directors concerning the company's business during the past year period
- (2) To consider and approve the balance sheet
- (3) To consider profit allocation
- (4) To consider and elect new directors to replace those retiring by rotation
- (5) To consider and appoint auditor
- (6) Other business

More details, please see the Company's Articles of Association on the Company's website, "[www.thantawan.com](http://www.thantawan.com)."

### Map to the 2017 EGM of Thantawan Industry Public Company Limited

Thursday July 6, 2017 at 10:00 hrs. At Sun Towers Buiding B, Meeting room 39<sup>th</sup> floor  
123 Vibhavadi-Rangsit Road, Khwaeng Chomphon, Khet Chatuchak,  
Bangkok 10900 Tel. 02-273-8333

