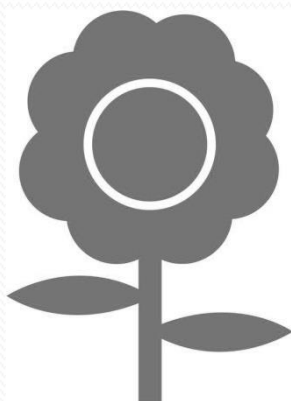


Invitation to the Annual General Meeting of Shareholders 2020



**Thantawan Industry
Public Company Limited**

Friday April 24, 2020 at 10.00 A.M.

Suntowers Building B, Meeting room; 39th floor,
123 Vibhavadi-Rangsit Road, Khwaeng Chomphon, Khet
Chatuchak, Bangkok 10900

Please bring the proxy form on the meeting day for a quick registration
Registration time at 8.00 A.M.

Guideline for attending meetings.

in regards to the outbreak of the Novel Coronavirus 2019 (COVID-19)

According to the spread of the new Coronavirus 2019 (COVID-19), the Company worries of the situation. So, please be informed of the new guidelines, as listed;

1. Shareholders who are in a high-risk situation, for example, had recently travelled to any high-risk countries, or suffer any respiratory symptoms, are advised to send a substitute or independence director in place to attend the meetings to The Company Secretary of Thantawan Industry Public Company Limited, 123 Suntower Building A, 32 floor, Vibhavadi-Rangsit, Knwaeng Chomphon, Chatuchak, Bangkok 10900.
2. The Company will be implementing health checks in the entrance of Suntowers building and the meeting room. In the situation of finding one with risk, we will kindly ask to deny their entry, in which you may send a substitute or an independence director in place to attend the meeting instead.
3. In addition, to further mitigate the risk, the Company would like to seek your cooperation as follows
 - 3.1 Please kindly wear the face mask at all time
 - 3.2 Please clean hands with soap
 - 3.3 Avoid touching the face area
 - 3.4 Not ignoring and helping, please inform the Company promptly if experiencing any suspect case

Please be informed accordingly and requesting cooperation in strictly compliance with the said measures.

(Translation)

Ref: THIP-SET/016/2020

March 9, 2020

Subject: Invitation to the Annual General Meeting of Shareholders 2020

Dear: Shareholders of Thantawan Industry Public Company Limited

Enclosures:

1. Copy of Minutes of Annual General Meeting of Shareholders 2019.
2. Annual report 2019 comprising of financial statements for the year ended December 31, 2019 in the form of QR Code.
3. An amendment to the Objectives of the Company.
4. Profile of the Director retired by rotation and Re-elect back to serve another term.
5. Definition and qualification of independent director(s) of the Company.
6. Profile of Auditor(s).
7. Submission of questions related to the Company in advance of the meeting.
8. Proxy Form A, B and C
9. Names and information of independent directors who are proposed as a proxy holder.
10. Explanation of proxy procedure, registration, identification documents required to attend the meeting and voting at the Shareholders' Meeting.
11. The Articles of Association on the Shareholders' Meeting.
12. The map of meeting venue.

The Board of Director of Thantawan Industry Public Company Limited ("THIP" or "the Company") has resolved, in its meeting no.2/2020 on Wednesday March 6, 2020, to convene the 2020 Annual General Meeting of Shareholders (AGM) which will be held on Friday April 24, 2020 at 10:00 hrs; Suntowers Building B, Meeting room; 39th floor, 123 Vibhavadi-Rangsit Road, Khwaeng Chomphon, Khet Chatuchak, Bangkok 10900 and fix the Record Date for the shareholders to attend and vote at the Annual General Meeting of Shareholders on Friday March 20, 2019.

In setting the 2020 AGM agendas, the Company had announced on the Company's website to invite shareholders to propose agenda(s) for the meeting in advance from Tuesday October 1, 2019 to Monday December 30, 2019. However, there was no any proposal of the agenda to the Company. The Company, then, proposed the following agendas as adhere to the resolution of the Board of Director:

1. To approve and certify Minutes of the 2019 Annual General Meeting of Shareholders dated April 24, 2019.

Objective and Reason: Thantawan Industry Public Company Limited (THIP) held the 2019 Annual General Meeting of shareholders on Wednesday April 24, 2019. 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 the laws. In addition, the Company also disclosed the minutes on the Company's website at www.thantawan.com (for more details, please see Enclosure 1).

Board of Director's opinion: The Board has considered that the minute of the 2019 AGM of Shareholders is accurate and shall be proposed for further approval and certification by the Annual General Meeting of Shareholders.

Vote required: The resolution under this agenda has to be passed by the majority vote of shareholders attending and voting in the meeting. The Chairman of the meeting shall have a casting vote in case votes on this agenda are equal.

2. To acknowledge the report on Company's operating results for the year 2019.

Objective and Reason: The Report of Operating results 2019 is shown in the Annual Report (Enclosure 2) which has been sent to shareholders together with the notice of this meeting.

Board of Director's opinion: It was considered appropriate to report the operating results of the year 2019 to the Annual General Meeting of Shareholders for acknowledgement.

Vote required: This agenda is for shareholders' acknowledgment; therefore, voting is not required.

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

Objective and Reason: The Financial Statements was prepared pursuant to the Generally Accepted Accounting Principles, and already reviewed and verified by CPAs (Certified Public Accountants), and approved by the Audit Committee and the Board of Director. Details were shown in the financial statements of the Annual Report 2019.

Board of Director's opinion: It was considered appropriate to propose the Annual General Meeting of Shareholders for approval.

Vote required: The resolution under this agenda has to be passed by the majority vote of shareholders attending and voting in the meeting. The Chairman of the meeting shall have a casting vote in case votes on this agenda are equal.

4. To consider and approve the profit allocation from operating results for the year 2019 and dividend distribution.

Objective and Reason: The Company's net profit for the year 2019 was 224.52 Million Baht with no accumulated loss. Consequently, the Company could consider paying dividend to the shareholders in accordance with article 44 of the Articles of Association which does not allow the Company to pay

the dividend out of any fund other than profits. The dividend payments shall be distributed according to the number of shares in equal amount for each share. Further, according to article 45 of the Articles of Association, the Company has to set a portion of annual net profit as a reserve fund of at least 5 percent of the annual net profit deducted by the accumulated loss (if any) until the reserve is amounting to at least 10 percent of the registered capital.

According to the Company's dividend distribution policy. The Company would consider an operating result and return on shareholders' equity for the long term. The Board of Director considered and agreed that this dividend payments are appropriated and in line with the dividend distribution policy which shall be consistent with on Company's performances and the Company still has a strong and sufficient fund to support the Company's growth and expansion of business consistently.

Board of Director's opinion: Resolved to propose the allocation of profit from the Company's operational results for the year 2019 and the dividend payment in which the dividend payment shall be paid out in the form of stock dividend and cash as the detail below:

1) Dividend payment in the form of Stock Dividends by issued newly ordinary shares, shall be paid in the rate of 10 existing share to 1 newly issued ordinary shares for the amount of not exceeding 8,000,000 shares, or in the rate of dividend payment in the form of stock dividends by 0.10 Baht per share, paid from the business promoted by the BOI which exempted from Corporate Income Tax, In case any shareholder has a fraction of shares remaining after the stock dividend has been allocated, the dividend therefore would be paid in form of cash dividend instead at the rate of Baht 0.10 per share.

2) Dividend payment in the form of cash in the rate of 1.15 Baht per share or not exceeding 92,000,000 Baht which shall be paid from:

2.1) Net profit of the business promoted by BOI privilege which exempted from Corporate Income Tax in the rate of 0.40 Baht, equal to 32,000,000 Baht

2.2) Net profit which the corporate income tax has been imputed at 20%, in the rate of 0.75 Baht per share, equal to 60,000,000 Baht

The total of dividend payment, both in the form of the stock and cash dividend, is the rate of 1.25 Baht per share, equal to not exceeding 100,000,000 Baht, and only cash dividend in clause 2.2 shall be deducted by withholding tax in the rate pursuant to the applicable laws.

The Record Date for determining the shareholders' right to attend the AGM and set the date of Tuesday May 5, 2020 as the Record Date of the shareholders' right to receive dividend payment. The dividend payment shall be paid on Thursday May 21, 2020.

Table: Comparison of the Company's dividend payments over the past 3 years:

Description	Operating Results		
	Year 2019	Year 2018	Year 2017
No. of Common Shares	80,000,000	80,000,000	80,000,000
Net Profit (Million Baht)	244.52	258.39	276.67
Earnings per share (Baht per share)	3.06	3.23	3.46
Dividend Payment (Baht per share)	1.25	1.25	1.25
Total Dividend Payment (Million Baht)	100.00	100.00	100.00
Dividend payment ratio (%)	40.85	38.70	36.11

Vote required: The resolution under this agenda has to be passed by the majority vote of shareholders attending and voting in the meeting. The Chairman of the meeting shall have a casting vote in case votes on this agenda are equal.

5. To consider and approve the capital increase of the Company in the amount of 8,000,000 shares to support the stock dividend.

Objective and Reason: A resolution of the meeting regarding to the payment of dividends to the Company's shares to shareholders, details in Agenda 4. The Company must allocate 8,000,000 shares to support the stock dividend payment, but the Company does not have shares to support the dividend payment. Therefore, it is necessary to increase the company's registered capital from the original registered capital of 80,000,000 baht to the new registered capital of 88,000,000 baht, divided into 88,000,000 shares by issuing 8,000,000 new ordinary shares, with a par value of 1 baht.

Board of Director's opinion: Resolved to propose the capital increase of the Company from the existing capital, 80,000,000 Baht to newly capital, 88,000,000 Baht, divided into 88,000,000 Shares by issued the newly ordinary share in the amount of 8,000,000 shares in the par value of 1 Baht in order to support the stock dividend.

And that the Company's authorized directors and/or other person designated by the authorized directors shall be authorized to register the capital increase 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.

6. To consider and approve an amendment to Clause 4 of the Memorandum of Association to be consistent with the capital increase of the Company.

Objective and Reason: When the Company increases the registered capital to support the stock dividend payment according to the resolution of the Agenda 5, the Company needs to amend the Clause of the Memorandum of Association (The registered capital) in order to comply with the increase of the registered capital.

Board of Director's opinion: Resolved to propose shareholders to consider approving an amendment to Clause 4 of the Memorandum of Association to be consistent with the capital increase of the Company as the detail below;

Clause.4	Registered Capital	88,000,000 Baht	(Eighty-eight million Baht)
	Divided into	88,000,000 Share	(Eighty-eight million Shares)
	With par value of	1 Baht	(One baht)
	Divided as follows		
	Ordinary shares	88,000,000 Shares	(Eighty-eight million 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.

7. To consider and approve the capital increase share allotment to support the stock dividend.

Objective and Reason: Due to the increase of registered capital to support the stock dividend payment, details in Agenda 5. The Company must allocate 8,000,000 additional ordinary shares in order to support the stock dividend payment to shareholders.

Board of Director's opinion: Resolved to propose the capital increase share allotment in the total of 8,000,000 Shares at a par value of 1 Baht per share in order to support the stock dividend for shareholders in the rate of 10 existing shares to 1 newly issued ordinary share and set the Record Date determining the list of shareholder who are entitled to receive the stock dividend on Tuesday May 5, 2020

Vote required: The resolution under this agenda must be passed by the majority vote of shareholders attending and voting in the meeting. The Chairman of the meeting shall have a casting vote in case votes on this agenda are equal.

8. To consider and approve the amendment to the Objectives of the Company

Objective and reason: Since the Company has a policy to expand the business to be diverse, therefore, in order to support the business expansion of the Company. Thus, it is necessary to amend the objectives of the Company.

Board of Director's opinion: Approved to present at the Annual General Meeting of shareholders for considering the amendment to the objectives of the Company by adding 5 objectives, 47 objectives in total.

Details of the objectives to be added

42. To carry on the business of designing and decorating a building or venue for all types of events and activities, including designing works (graphic design), such as designing products, website, graphic arts, illustration, logo, product brand, animation, etc.

43. To carry on the business of organizing a trade fair, exhibition, seminars and conferences.

44. To carry on the business of being a consultant of marketing, sales, legal, accounting, finance, investment human resources, engineering, architecture and any other business, as well as advertising and public relations.

45. To carry on the business of allocating lands, houses, building and condominium by itself or by managing other persons' business for its commercial benefits purposes.

46. To carry on the business of managing an office building, condominium, and housing development, including managing a maintenance of the cleanliness and property security.

47. To carry on the business of the health center and the health center management by itself or by managing other persons' business.

All objective details can be found in the Enclosure 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 of the Company 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

9. To consider and approve an amendment to Clause 3 (Objectives) of the Memorandum of Association to be consistent with the amendment of the Objectives

Objective and Reason: After the amendment to the Objective: 46 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 Director's opinion: Approved to propose to the Annual 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 47 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

10. To consider and approve the appointment of directors replacing those retired by rotation

Objective and Reason: In accordance with the company’s Article of Association, at every Annual General Meeting of Shareholders (AGM), one-third of the total number of directors shall retire from office. The retiring directors are eligible for re-election. At this Annual General Meeting of Shareholders, there are 3 directors retiring by rotation. The retiring directors namely as follows:

- | | |
|----------------------------------|---|
| 1. Mr. Prisun Wongsmit | Chairman of Director and Independent Director |
| 2. Ms. Sasitorn Funprom | Independent Director and Audit Committee |
| 3. Mrs. Pojanard Prinyapatpakorn | Director and Managing Director |

The Company invited shareholders to propose qualified candidates for the nomination to be directors of the Company from Tuesday October 1, 2019 to Monday December 30, 2019. However, there was no shareholder propose any candidates as directors of the Company.

The Nomination, Remuneration and Corporate Governance Committee, excluding the directors having conflict of interest in the matter, considered and filtered for the suitability of those directors who have a capability, being an expert in their assignment and responsibilities, with all along serving the company with their full effort which was the benefit of the Company’s business and suitable for the company’s business operations. Additionally, those aforementioned directors are not being a director or executive of any other business which might cause a conflict of interest with the Company and have full qualifications in accordance with the relevant laws and the Articles of Association. For these reasons, it was seen as appropriate to propose those directors to shareholders for re-election and serve the company continually as directors in another term of office.

Board of Director’s opinion: The Board of Director, excluding the directors having conflict of interest in the matter, considered and agreed with the nomination process of the Nomination, Remuneration and Corporate Governance Committee that nominated the suitable qualified person to be the Company’s director, and therefore see appropriate to propose the Shareholders’ Meeting for approval in these matters as follows;

- | | |
|----------------------------------|---|
| 1. Mr. Prisun Wongsmit | Chairman of Director and Independent Director |
| 2. Ms. Sasitorn Funprom | Independent Director and Audit Committee |
| 3. Mrs. Pojanard Prinyapatpakorn | Director and Managing Director |

This will be effective from Friday April 24, 2020 onwards according to approval of Shareholders' Meeting Biographies and meeting attendance of the nominated director are shown as attached of Enclosure 4. Also, the qualifications of the Company's independent directors are higher than the minimum regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, see details as attached of Enclosure 5.

Vote required: The resolution under this agenda must be passed by the majority vote of shareholders attending and voting in the meeting. The Chairman of the meeting shall have a casting vote in case votes on this agenda are equal.

11. To approve the remuneration of the Company's Directors for the year 2020.

Objective and Reason: In accordance with Clause 22 of the Article of the Company stipulates that 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. 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.

The Company has a procedure for the remuneration proposal and consider by the nomination, remuneration and corporate governance committee before proposing to the Board of Director for consideration and then proposing to shareholders' meeting for approval. The nomination, remuneration and corporate governance committee considers in accordance with the following criteria:

- 1) Consider appropriately by comparing with criteria, procedure, pay rate, duties of the same industry and business with the Company as well as considering to liquidity.
- 2) Consider dividend payment to pay only the non-executive directors and if no dividend payment were paid to shareholders, the non-executive directors would also not be paid their annual bonus in that year.

The nomination, remuneration and corporate governance committee's opinion: It was considered appropriate directors' remuneration in consistent with duties and responsibilities of directors as well as the aforementioned criteria. It was considered appropriate to determine the remuneration of the directors, bonus for non-executive directors and the remuneration of sub-committee for the year 2020 in amount of 8,000,000 Baht (Monthly Compensation, Meeting fee and bonus) as below:

Directors' remuneration structure

1. The Board of Director remuneration (Baht/Month)	2020	2019
1.1 Board of Director remuneration is paid on a monthly basis		
- Chairman	40,000	40,000
- Director	30,000	30,000

1.2 The meeting allowance is paid on the number of times (Baht/Time)

- Chairman	20,000	20,000
- Non-Executive director	10,000	10,000

2. Sub-committee remuneration is paid on the number of times

2.1 Audit Committee (Baht/Time)

- Chairman	20,000	20,000
- Director	10,000	10,000

2.2 Nomination Remuneration Committee and Corporate Governance Committee (Baht/Time)

- Chairman	20,000	20,000
- Director	10,000	10,000

2.3 Risk management committee (Baht/Time)

- Chairman	20,000	20,000
- Director	10,000	10,000

2.4 The Non-Executive committee (Baht/Time) 10,000 -

3. The remainder of items 1 and 2 will be allocated as bonuses for the Non-Executive directors.

The allocation method is as specified by Chairman of Board of Director. By assessing the performance and duration of work. If there is no dividend payment to shareholders, there will be no bonus payment.

Comparison table of remuneration of directors

Description	2020 (The year of proposal)	2019	
		Budget proposal	Actual paid
Directors' remuneration (Baht)	8,000,000	7,500,000	6,749,999

Board of Director's opinion: Board of Director considered and agreed with the aforementioned criteria and the nomination, remuneration and corporate governance committee's opinion. It was considered appropriate to propose the shareholders' meeting to approve the directors' remuneration and bonus within the amount of 8,000,000 Baht.

Additionally, directors do not receive other remunerations except the aforementioned detail.

Vote required: Resolution under this agenda shall require the approval from the Annual General Meeting of Shareholders, not less than two-thirds (2/3) of total votes of shareholders attending the meeting.

For this agenda, all directors are direct interested person thus the directors who are also the shareholders of the Company will abstain from voting in this agenda. In case shareholders appoint directors, who are the interested person as proxies, such directors should be entitled to vote as usual, unless otherwise specified to the proxies by the shareholders accordingly.

12. To consider the appointment of the Company's auditors and annual audit fee for the year 2020

Objective and Reason: In accordance with the Public Company Limited Act, B.E. 1992 (2535) specify that the annual ordinary meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the company every year. The former auditor may be re-appointed. For the year 2020, the audit committee propose to appoint the current auditor, EY Office Limited, who has worked to the Company for 3 years to be auditor of the Company by considering its great standard, expertise and good operation so far. Moreover, the appropriateness of auditor's remuneration compared with the same rank of the listed company.

The audit company and auditors on the proposed list have no relationship or interest with the Company, executives and major shareholders or related person. Consequently, the auditor is independent in auditing and expressing opinion on the financial statements of the Company. See detail as attached of Enclosure 6.

Board of Director's opinion: Board of Director considered and agreed with the Audit Committee to appoint EY Office Limited as Company's auditor in 2020 and the appointment of auditor and its remuneration shall be proposed for further approval by the Annual General Meeting of Shareholders as follows:

1. To consider appointing EY office Co., Ltd. as the Company's auditor in 2020 which nominates Ms. Siriwan Suratepin or anyone in the below list. In case the aforementioned auditor is not on duty, EY office Co., Ltd. will assign its other responsible auditor to audit and express opinion on Company's financial statement.

Name	CPA registered no.	Amount of auditor (years)
1. Ms. Siriwan Suratepin	4604	3
2. Mr. Wichart Lokatekrawee	4451	-
3. Ms. Kamontip Lertwitworatep	4377	-

2. Auditing fee or remuneration in the amount of Baht 1,850,000 excluding expenses related to the Audit which actually disbursed.

Description (Unit:Baht)	Audit Fee	
	2020	2019
1. Annual Financial Statement review	1,050,000	1,050,000
2. Interim financial statements review	600,000	600,000
3. Financial information in annual report review	100,000	100,000
Total Audit Fee	1,750,000	1,750,000
4. Other expense – Verification of license rights according to BOI, 100,000 Baht per license.	100,000	100,000
Total Audit Fee and other expense	1,850,000	1,850,000

Remark: Currently, the Company has received a license to receive privileges from investment promotion. If additional rights are granted, other fees under item 4 will be increased in accordance with the number of licenses.

Vote required: The resolution under this agenda has to be passed by the majority vote of shareholders attending and voting in the meeting. The Chairman of the meeting shall have a casting vote in case votes on this agenda are equal.

13. To consider any other business (if any)

- Remarks:**
- 1) The Notice of the Shareholders' Meeting together with its enclosures are available for download on the company's website www.thantawan.com, under the title "Download Shareholder Meeting".
 - 2) Shareholders may send his or her question and submit to the Annual General Meeting of Shareholders in advance, of the meeting, from Wednesday April 1, 2020 to Friday April 17, 2020 according to the Company's rule as attached of [Enclosure 7](#).
 - 3) Shareholders, who is 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 detail of [Enclosure 8](#) i.e. form A (simple form), form B (all details are clearly indicated) or form C (in case of foreign investor shareholder appoint local custodian as their representative).
 - 4) Or the shareholder may appoint the independent directors of the Company to attend the meeting and vote on his/ her behalf. Profiles of the independent directors are shown in [Enclosure 9](#) as enclosed with this Notice of the Annual General Meeting of Shareholders. We request your kind cooperation in sending the proxy form with reference documents as specified in [Enclosure 8](#) to the Company within Friday April 17, 2020 by postal mail to the Company Secretary of Thantawan Industry Public Company Limited, 123 Suntowers Building A, 32nd 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 Friday April 24, 2020 at 08.00 a.m. onwards.

Yours sincerely,

- Signature -

- Signature -

(Mr.Detbordin Riensubdee) (Mrs.Pojanard Prinyatpakorn)

Authorized Directors

Minutes of the 2019 Annual General Meeting of Shareholders
of
Thantawan Industry Public Company Limited
Wednesday 24, 2019

Venue & Time:

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

Mr. Prisun Wongsmith, Chairman of Board of Directors and presider of the Meeting ("Chairman"), 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 703,511 shares and by proxies 9 persons, representing 45,133,900 shares, totaling to 38 attendees, total representing 45,837,411 shares or 57.2968 % of the total issued shares of the company, thereby constituting a quorum according to the Articles of Association of the Company.

Chairman assigned **Mr. Teerachai Siritunyanont**, the Secretary of the meeting, to introduced attending directors and others as follows;

9 Directors attending the Meeting entirely (representing 100% of the total number of the Company's directors)

- | | | |
|------------------|-----------------|--|
| 1. Mr. Prisun | Wongsmith | Independent director and Chairman of the Board |
| 2. Mr. Sayan | Satangmongkol | Independent director, Chairman of Audit Committee and Nomination Remuneration and Corporate Governance Committee. |
| 3. Mr. Asdakorn | Limpiti | Independent director, Audit Committee, Nomination Remuneration and Corporate Governance Committee, and Chairman of Risk Management Committee |
| 4. Ms. Sasitorn | Funprom | Independent director, Audit Committee, and Chairman of Nomination Remuneration and Corporate Governance Committee |
| 5. Mrs. Pojanard | Prinyapatpakorn | Director and Managing Director |
| 6. Mr. Surasak | Luangaramsri | Director and Risk Management Director |
| 7. Ms. Narissai | Mahathitirat | Director |
| 8. Mr. Dejbordin | Riensubdee | Director and Risk Management Committee |
| 9. Mr. Teerachai | Siritunyanont | Director and Company Secretary, Secretary of the meeting |

Executive attending the Meeting:

- | | | |
|-----------------|----------------|---|
| 1. Mr. Wichit | Pansrimangkorn | AMD Business line: Business Support 1 |
| 2. Mr. Ong | Wui Yong | AMD Business line: Production |
| 3. Ms. Napisiri | Mahathitirat | AMD Business line: Accounting and Finance |

Auditors attending the Meeting:

- | | | |
|----------------|----------------|-------------------------------|
| 1. Ms. Siriwan | Suratepin | Partner of EY Office Limited. |
| 2. Ms. Natta | Sahasutmontree | Manager of EY Office Limited. |

Legal Counsel attending the Meeting:

Mrs. Nittaya Kiatserikul Legal Counsel of M & S LAW OFFICE 2006

Chairman: To ensure that the Meeting was carried out smoothly, 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. Shareholders or proxy (Only proxy who was not specified to cast a vote specifically) who had registered to attend the meeting would receive voting ballots which covered all agendas with a perforation to tear it apart easily for casting the vote in each agenda, and on each part of tearing ballots, there were details of name of shareholder and number of shares. In case anyone did not receive voting ballots or receive incorrect ballots, please feel free to inform the officer at the meeting.
2. Proxy who was appointed by shareholders or grantor with the proxy form B which fixed and specific details authorizing proxy to cast a vote, would be not received voting ballots because there was the vote casting in advance which would be recorded and counted.
3. The vote casting was entitled to one share one vote, voting requirement was in accordance with each agenda as shown in Notice of 2019 AGM.
4. Registration will be closed temporarily prior to casting a vote.
5. To cast a vote in ballots, shareholders or proxies had to mark the ballot paper with approved, disapproved or abstained vote within the space provided, together with their signature.
6. Collect only disapproved and abstained ballots in each agenda to deduct from all registered vote, the remaining vote shall be approved vote. In cast of approved votes, it will be gathered at the end of the meeting.
7. Vote of proxies shall be recorded for casting vote in such agenda.
8. The Company used E-voting of OJ International Co., Ltd. for being Vote counting/Results Management systems consultant.
9. In order to be transparent in shareholders' meeting, the Company invited Legal Counsel of M & S LAW OFFICE 2006, namely Mrs. Nittaya Kiatserikul and Ms. Sathima Chintanaseri, for vote counting.
10. In each agenda might had a different number of shareholders and votes because there will be more shareholders attending the meeting.
11. Shareholders who were not in the meeting, please cast votes in ballots and submit it to an officer at the exit and when the meeting finished, please drop your voting ballots on a table. Officers will gather them all at the end.
12. Shareholders who authorized an Independent Director as their proxy, vote casting, therefore, shall be in line with the specific detail in such proxy form and shall be recorded.
13. If any shareholders or proxies wished to ask a question or express 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 the question or express their opinions.
14. Opinion or question which did not match with such agenda, Chairman of the meeting will let shareholders to express or ask the question again in agenda 9: To consider any other business.

There were 9 agendas in this meeting time. To set an agenda for the 2019 annual general meeting, the Company had invited shareholders on the site to propose agendas within October 1, 2018 to December 28, 2018. However, there was no shareholder proposing agendas.

Chairman commenced the meeting and proposed the following agenda items to the meeting as follows:

Agenda 1 Certified the Minutes of Annual General Meeting of Shareholders for the year 2018

Chairman assigned Mr. Teerachai Siritunyanont, the Secretary of the meeting, to present the Minutes of Annual General Meeting of Shareholders for the year 2018 which held on April 24, 2018 as details in a copy which had already been distributed to the shareholders with the Notice of this AGM.

Chairman then welcomed shareholders' queries for more details and other views. 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 Annual General Meeting of Shareholders for the year 2018 which held on April 24, 2018 as proposed without any amendments as follows:

List	Vote (shares)	The percentage of the vote of shareholders attending the meeting who have the right to vote
Approved	46,197,311	100.0000
Disapproved	-	-
Abstained	-	-
Voided Ballot	-	-
Total	46,197,311	100.0000

Remark: On this agenda, there were 8 more attendees at 359,900 shares, totaling to 46 attendants, 46,197,311 shares, represented 57.7466 % issued and paid up shares.

Agenda 2 The Board of Directors reported Company's overall operation of the year 2018

Chairman assigned Mr. Dejbordin Riensubdee, Director and Risk Management Committee, to summarize the Company's overall operation of the year 2018 as follows:

1. Business Overview
2. 2018 Annual Performance
3. 2018 Highlight project
4. 2019 Key Business Highlight

Business Overview

The Company was operating its important policies to maintain its customers together with developing in products and the production process continuously for the year 2018 lead to the sales, 3,000 Million Baht increasing from the year 2017 which was a 5% rise.

There was the sales comparison for the year 2018-2019 which could conclude that the Company was being the optimum growth compared to the businesses in the same industry as the Company.

2018 Annual Performance

In the year 2018, the Company had the total sales at 3,086 Million Baht by domestic sales 444 Million Baht, export sales 2,609 Million Baht and other sales 34 million Baht.

Total Sales-to-Revenue Ratio were export sales 85% and both domestic sales and other sales is 15%.

Annual net profit comparison in the year 2018, the net profit was 25.8 Million Baht, decreasing from 2017's 27.7 Million Baht, representing an average of 6%. The main factors that decreased the net profit were the investments in order to support the change of the market to use the compostable plastic, accordingly the Company had a investing cost of research and development, branding, online sale and exchange loss etc.

The 60% of export sales mostly were from Europe and the second was Australia and New Zealand at 9%, Asia was 6% and 10% from the American market which was growing well.

The domestic sales was 15%.

2018 Highlight Project

1. Two new warehouses which had been constructing since 2017, one of it had the storage space which was able to store about 11,000 pallets with Automated Storage & Retrieval System and Another was to store materials and products, and when it was finished, the cost of rental warehouse from outsiders would be decreased.
2. Solar electric generating system project (Solar Rooftop) which was a energy conservation project had a electric power generator at 0.5 megawatt.
3. Migrating from ERP to SAP since the late last year.

2019 Key Business Highlight

To be the leading global manufacturer in innovative plastic packaging by applying technology and experience in plastic packaging to designing, researching, production and selling to build the sustainable growth for all stakeholders and focus on environmentally friendly products.

2019 Key Business Focus

1. Market expansion: The Company has been expanding its market continuously, especially in the American market, European market, Japanese market and Asian market.
2. New productions: Food Wrap which focused on the American and Japanese market.
3. Branding
4. Compostable products which had the continuous growth greatly.
5. Seeking business partner: focused on other products and the environmentally friendly products.

Mr. Somprasong Sangsawang: Shareholder asked that;

1. What operating system did the Company use for the Automated warehouse?
2. Did the Company has to invest in new machinery and equipment additionally for producing compostable plastic products? because it might not be able to use the same machine with general plastic products.
3. How did the Company's warehouse systems manage or store the compostable plastic products?

Mr. Dejbordin Riensubdee: Director, Director and secretary of Risk Management Committee responded the shareholder's query as follows;

1. The system for automated warehouse was ASRS and read a QR code.
2. To produce the compostable plastic products, the Company did not invest in the new machine particularly but also improving the existing machine with technological process in order to be able to produce the compostable plastic products, and we still was developing it continuously.
3. The way we stored the compostable plastic products was to provide a part of warehouse space particularly for compostable plastic products apart from general plastic products.

Mr. Burin Jirawattanasiri: Shareholder asked that; Which materials did the company use for plastic packaging alternatives that would expand into?

Mr. Prisun Wongsmith: Chairman responded that many policies which were assigned by the Board for the management was flexible but it had to consider ensuring confidently that there would be benefits after investing in it and being able to build the products with that chosen material on the sustainable path.

Mr. Somchai Suchatcharoenyang asked that;

1. In the past 2018, there was a lot of anti-plastic movements, did these affect the company's sales?
2. According to the resolution of the Cabinet for the year 2022 to push Thailand free from plastic bags and straws, would there be an impact on the Company?

Mr. Prisun Wongsmith: Chairman responded that;

1. In 2018, the return on sales did not decrease whereas the profit slightly decreased because of these main factor; the effect of the higher cost of compostable plastics, investing in new warehouses and other necessary systems.
2. In the part of the solutions of the Cabinet which intended to reduce plastic packaging, we expected that it might not be able to reduce the use of plastic all at once but this shall affect the behavior on the use of plastic products.

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 2018.

Agenda 3 To consider and approve the Financial Statement for the year ended December 31,2017

Chairman assigned **Ms. Napasiri Mahathitirat**, AMD Business Line: Accounting and Finance, concluded the Statement of The Statement of Financial position for the year ended December 31, 2018 which compared to the year 2017 as the following summary;

- Current assets 1,191.58 Million Baht, compared to 1,322.55 Million Baht in the last year, decreasing to 9.9%
- Non-current assets 872.73 Million Baht, compared to 638.87 Million Baht in the last year, increasing to 36.6%
- Total Assets 2,064.31 Million Baht, compared to 1,961.43 Million Baht in the last year, increasing to 102.88 Million Baht
- Total Liabilities and shareholders' equity 2,064.31 Million Baht, compared to 1,961.43 Million Baht in the last year, increasing to 5.2%

the Statement of Comprehensive Income for the year ended December 31, 2017 compared with 2017 as the following summary:

- Total revenue 3,086.47 Million Baht, compared to 2,945.34 Million Baht in the last year, increasing to 141.13 Million Baht or 4.8%
- Cost of Sales 2,461.16 Million Baht, compared to 2,321.83 Million Baht in the last year, increasing to 139.33 Million Baht or 6.0%
- Total expense 2,791.46 Million Baht, compared to 2,615.58 Million Baht in the last year, increasing to increasing to 175.88 Million Baht or 6.7%
- Income tax 35.12 Million Baht, compared to 51.48 Million Baht in the last year, decreasing to 31.8%
- Net Profit 258.39 Million Baht, compared to 276.97 Million Baht in the last year, decreasing to 18.58 Million Baht or 6.7%

Mr. Sarabjit Singh Gurati: Shareholder asked that according to 2018 Annual Report, page 104, Clause 18, why did expenses on the part of the salary, wages and other benefits of employees increase very high when compared to the year 2017?

Ms. Napasiri Mahathitirat: AMD Business Line: Accounting and Finance responded that those personnel expenses increased very high because the Company was long-established company, so there were many new and old employees that the Company had to develop its personnel regularly in order to build the Company on a sustainable path as well as the annual salary adjustment and minimum wage adjustment, all these factors led to the increased overall expenses.

Mr. Thawatchai Pothiwasuntorn: Shareholder asked that according to the 2018 Annual Report, an average collection period was roughly 31 days increasing from the past year which was 29 days whereas the average payment period was sooner led to the increasing cash cycle up to 56 days from 52 days, why did payment period had to be paid sooner?

Ms. Napasiri Mahathitirat: AMD Business Line: Accounting and Finance responded that Average Payment Period had the same period as it was but the number of accounts payable which showed in the end of the year was decreased due to the deceleration of purchasing power, so this was why the calculated result was decreased. In the part of trade accounts receivable, there were new receivable more, so average collection period might be different, but the collection period was the same.

Ms. Aumporn Thammasitthiboon: Shareholders asked that according to 2018 Annual Report in Comprehensive Profit and Loss Statement section, what was the main factors that led to the increased cost of sales?

Ms. Napasiri Mahathitirat: AMD Business Line: Accounting and Finance responded that If we considered the ratio of cost per sale, it would be similar to the year 2017 but there were a few parts that was increased from the higher wage and material cost mainly.

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, 2018 as proposed as follows:

List	Vote (shares)	The percentage of the vote of shareholders attending the meeting who have the right to vote
Approved	47,466,811	100.0000
Disapproved	-	-
Abstained	-	-
Voided Ballot	-	-
Total	47,466,811	100.0000

Remark: In this agenda, there were 11 more attendees at 1,269,500 shares, totaling to 57 attendants at 47,466,811 shares, represented 59.3335% issued and paid up shares.

Agenda 4 To consider and approve the profit allocation from operating results for the year 2018 and dividend payment.

Chairman assigned Mr. Teerachai Siritunyanont, the Secretary of the meeting, to present to the meeting that the Company's Net Profit for the year 2018 was 258.39 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 Clause 44 of the Articles of Association 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 and 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.

According to the Company's dividend distribution policy. The Company would consider an operating result and return on shareholders' equity for the long term. The Board of Directors considered and agreed that this dividend payments are appropriated and in line with the dividend distribution policy which shall be consistent with on Company's performances and the Company still has a strong and sufficient fund to support the Company's growth and expansion of business consistently. For the year 2018 and dividend payment of Baht 1.25 per share (80,000,000 Shares) Bath for the total dividend amount of 100,000,000 Baht. The dividend payment shall be paid from:

1)The dividend of Baht 0.48 per share, equal to 38,400,000 Baht shall be paid from net profit which has except the corporate income tax from BOI privilege.

2)The dividend of Baht 0.77 per share, equal to 61,600,000 Baht shall be paid from net profit which had paid corporate income tax: 20 %

The Record Date for the right of shareholders to receive this dividend payments from the operating results of the year 2018 is on Friday May 3, 2019 which shall be paid to the shareholders within Wednesday May 22, 2019

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 allocation of net profit from operation results for the year 2018 and dividend payment of Baht 1.25 per share (80,000,000 Shares) Bath for the total dividend amount of 100,000,000 Baht. The dividend payment shall be paid from:

1)The dividend of Baht 0.48 per share, equal to 38,400,000 Baht shall be paid from net profit which has except the corporate income tax from BOI privilege.

2) The dividend of Baht 0.77 per share, equal to 61,600,000 Baht shall be paid from net profit which had paid corporate income tax: 20 %

The Record Date for the right of shareholders to receive this dividend payments from the operating results of the year 2018 is on Friday May 3, 2019 which shall be paid to the shareholders within Wednesday May 22, 2019

List	Vote (shares)	The percentage of the vote of shareholders attending the meeting who have the right to vote
Approved	47,466,811	100.0000
Disapproved	-	-
Abstained	-	-
Voided Ballot	-	-
Total	47,466,811	100.0000

Agenda 5 To consider and approve the appointment of directors replacing those retired by rotation Chairman assigned Mr. Teerachai Siritunyanont, the Secretary of the meeting, to present to the meeting that In accordance with the company's Article of Association, one-third of the total number of directors shall retire from office. The retiring directors namely as follows:

1. Mr. Sayan Satangmongkol Independent Director
2. Mr. Surasak Luangaramsri Director
3. Mr. Dejbordin Riensubdee Director

Aforementioned retired directors having conflict of interest in the matter left the meeting temporarily

The Company gave the shareholders an opportunity to nominate the persons who have a qualification to be the Director on October 1, 2018 to December 28, 2018 however there is no the nomination from the shareholders.

The Board of Directors, excluding the directors having conflict of interest in the matter, agreed to propose the Meeting as follow;

- Re-elect back the following directors retired by rotation to serve another term.
 1. Mr. Sayan Satangmongkol Independent Director
 2. Mr. Dejbordin Riensubdee Director
- Elect Mr. Sivanas Nagadatta to be the Company's directors replacing the retired director, Mr. Surasak Luangaramsri.

This will be effective from April 24, 2019 onwards

Biographies and meeting attendance of the nominated director are shown as attached of Enclosure 3 in the Notice of AGM. Also, the qualifications of the Company's independent directors are higher than the minimum regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, see details as attached of Enclosure 4 in the Notice of 2019 AGM.

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 considered approving the appointment of directors as follow;

- Re-elect back the following directors retired by rotation to serve another term.

(1) Mr. Sayan Satangmongkol to serve as Independent Director with votes unanimously as follows;

List	Vote (shares)	The percentage of the vote of shareholders attending the meeting who have the right to vote
Approved	47,466,811	100.0000
Disapproved	-	-
Abstained	-	-
Voided Ballot	-	-
Total	47,466,811	100.0000

(2) Mr. Dejbordin Riensubdee to serve as director with votes unanimously as follows;

List	Vote (shares)	The percentage of the vote of shareholders attending the meeting who have the right to vote
Approved	47,466,811	100.0000
Disapproved	-	-
Abstained	-	-
Voided Ballot	-	-
Total	47,466,811	100.0000

(3) Elect Mr. Sivanas Nagadatta to be the Company's directors replacing the retired director, Mr. Surasak Luangaramsri with votes unanimously as follows;

List	Vote (shares)	The percentage of the vote of shareholders attending the meeting who have the right to vote
Approved	47,198,711	99.4352
Disapproved	-	-
Abstained	268,100	0.5648
Voided Ballot	-	-
Total	47,466,811	100.0000

This shall be effective from April 24, 2019 onward

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 list of the Company's director 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

Agenda 6 To consider an amendment of the list of directors authorized to sign to bind the company.

From this agenda, those 3 directors.: Mr. Sayan Satangmongkol, Mr. Surasak Luangaramsri, Mr. Dejbordin Riensubdee had been back to the meeting and continued the meeting Chairman assigned Mr. Teerachai Siritunyanont, the Secretary of the meeting, to present to the meeting for considering an amendment to the list of directors authorized to sign to bind the company to be in line with those change.

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 approved an amendment of the list of directors authorized to sign to bind the company to be in line with the resolution of the change in the list of the Company's directors as follows;

"The number or name of directors authorized signature are Mrs. Pojanard Prinyapatpakorn, Mr. Teerachai Siritunyanont, Ms. Narissai Mahathitira, Mr. Detbordin Riensubdee". Two of the mentioned four directors are jointly signed together with the Company's common seal."

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 list of the Company's authorized director 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 and there were votes unanimously as follow;

List	Vote (shares)	The percentage of the vote of shareholders attending the meeting who have the right to vote
Approved	47,466,811	100.0000
Disapproved	-	-
Abstained	-	-
Voided Ballot	-	-
Total	47,466,811	100.0000

Agenda 7 To consider and approve directors' remuneration for the year 2019.

Chairman assigned Mr. Teerachai Sritunyanont, the Secretary of the Meeting, to present to the Meeting that in accordance with Clause 22 of the Article of the Company stipulates that "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. 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

The Company has a procedure for the remuneration proposal and consider by the nomination, remuneration and corporate governance committee before proposing to the Board of Directors for consideration and then proposing to shareholders' meeting for approval. The nomination, remuneration and corporate governance committee considers in accordance with the following criteria:

- 1) Consider appropriately by comparing with criteria, procedure, pay rate, duties of the same industry and business with the Company as well as considering to liquidity.
- 2) Consider dividend payment to pay only non-executive directors and If no dividend payment were paid to shareholders, non-executive directors would also not be paid their annual bonus in that year.

The nomination, remuneration and corporate governance committee' opinion: It was considered appropriate directors' remuneration in consistent with duties and responsibilities of directors as well as the aforementioned criteria. It was considered appropriate to determine the remuneration of the directors, bonus for non-executive directors and

the remuneration of sub-committee for the year 2019 in amount of 7,500,000 Baht as the following comparison table below:

Description	2019 (The year of proposal)	2018	
		Budget proposal	Actual paid
Directors' remuneration (Baht)	7,500,000	7,500,000	5,734,500

Directors' remuneration structure

1. The Board of Directors remuneration (Baht/Month)	2019	2018
1.1 Board of Directors remuneration is paid on a monthly basis		
- Chairman	40,000	40,000
- Director	30,000	30,000
1.2 The meeting allowance is paid on the number of times (Meeting 8 Times/Year) (Baht/Time)		
- Chairman	20,000	20,000
- Non-Executive director	10,000	10,000
2. Sub-committee remuneration is paid on the number of times (Baht/Time)		
2.1 Audit Committee (Meeting 8 Times/Year)		
- Chairman	20,000	20,000
- Director	10,000	10,000
2.2 Risk management committee (Meeting 6 Times/Year)		
- Chairman	20,000	20,000
- Director	10,000	10,000
2.3 Nomination Remuneration Committee and Corporate Governance Committee (Meeting 5 Times/Year)		
-Chairman	20,000	20,000
- Director	10,000	10,000

The remuneration of directors as shown in 1) and 2) are determined within the amount of 5,000,000 Baht and the remaining director's remuneration budget will be allocated to non-executive directors in the form of bonus. The allocation method is according to the Chairman of the Board of Directors evaluated in their performance and period of working time. If no dividend payment were paid to shareholders, non-executive directors shall not be paid their annual bonus in that year.

Board of Directors' opinion: Board of Directors considered and agreed with the aforementioned criteria and the nomination, remuneration and corporate governance committee's opinion. It was considered appropriate to propose the shareholders' meeting to approve the directors' remuneration and bonus within the amount of 7,500,000 Baht. Additionally, directors do not receive other remunerations except the aforementioned detail.

Mr. Somprasong Sangsawang; Shareholder express his opinion that the Company supposed to have a comparison of the directors' remuneration for the past 5 years.

Mr. Prisun Wongsmith: Chairman responded that we would take that into our consideration.

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 in the year 2019 within the amount of 7,500,000 Baht as details:

A) Monthly Meeting allowance for 9 Director and which paid on the number of times for 5 Non-executive directors, 3 Audit Committees, 4 Risk Management Committees and 3 Nomination Remuneration and Corporate Governance Committees in the total amount of 5,000,000 Baht

B) The remaining director's remuneration budget will be allocated to Non-executive directors in the form of bonus, totaling to 2,500,000 Baht. appropriated by Chairman of the Board depends on the assessment of overall and working time. If there is no dividend payment were paid to shareholders, the bonus will not be paid in that year with votes unanimously as follows;

List	Vote (shares)	The percentage of the vote of shareholders attending the meeting who have the right to vote
Approved	47,466,821	100.0000
Disapproved	-	-
Abstained	-	-
Voided Ballot	-	-
Total	47,466,821	100.0000

Remark: In this agenda, there were 1 more attendee with 10 shares, totaling up to 58 attendants with 47,466,821 shares, represented 59.3335% issued and paid up shares.

Agenda 8 To consider and approve the appointment of Auditors and determination of Annual Audit fee of the year 2019

Chairman assigned Mr. Teerachai Sritunyanont, the Secretary of the Meeting, to present to the Meeting that according to Audit Committee proposed to re-appointed the former auditor in the preceding years year : EY Office Limited to be the 2019 auditor due to its great standard, expertise and good operation so far, the Board, therefore, considered proposing 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 Office Limited as the company's auditor for the year 2019 and proposed the Meeting to consider determining the Annual Audit Fee of the year 2019 at 1,850,000 Baht excluded the other expenses relating to an actual payment for auditing there were details were as follows:

Description (Unit:Baht)	Audit Fee		Changed from 2018
	2019	2018	
1. Annual Financial Statement review	1,050,000	900,000	150,000
2. Interim financial statements review	600,000	600,000	-
3. Financial information in annual report review	100,000	100,000	-
4. BOI	100,000	100,000	-
Total	1,850,000	1,700,000	150,000
5. Data conversion of new accounting system review (One-time charge)	-	150,000	-150,000
Total Audit Fee	1,850,000	1,850,000	-

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 2018 with the Audit Fee as 1,850,000 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	47,338,321	99.7293
Disapproved	128,500	0.2707
Abstained	-	-
Voided Ballot	-	-
Total	47,466,821	100.0000

Agenda 11 To consider any other business

Chairman welcomed shareholders to question and comment on other matters. Issues raised were as follows:

Mr. Krairerk Potiaphiyanwisuth: Proxy of Mr. Bodin Potiaphiyanwisuth, Shareholder asked that;

1. How much did the investment in solar rooftop cost? How long was the payback period? And how much the rate of return did we expect to receive?
2. What was the Company's target growth for the year 2019?

Mr. Wichit Pansrimangkorn; AMD Business line: Business Support 1 responded about the investment in the Solar Rooftop that the Company did not invest in the Solar Rooftop by itself but we let the investment service providers to invest it and then we bought electricity from them with a discount of electric fee which was generated from the Solar Rooftop, and we believed that the power generation capacity in the beginning 0.5 megawatts would save enough electric fee for us.

Mr. Prisun Wongsmit; Chairman added that the growth rate of the Company was approximately 5% but in the year 2019, the Company set the target to grow up to not more than 6% but it was depend on the market competition.

Mr. Thawatchai Pothiworasuntorn; Shareholder asked that for the growth rate of market, how did the Company set its target for existing and new customers? And which business segment would we grow up to? and would the profit rate be more than the year 2018?

Mr. Prisun Wongsmit; Chairman responded that the most of growth rate of the Company came from the existing customers, whereas new customers had to be reviewed their potential again. In the part of profit rate for the year 2019, the Company would try to make it not less than the year 2018.

Mr. Somprasong Sangsawang; Shareholder asked that for the past year, how successful was the innovative products of the Company innovated? and according to the 2018 Annual Report, page 15 showed us that there were customers satisfied our products which could conclude 88.71% domestic and 85.10% export, so How did the Company calculate

this? Furthermore, which year the plastic bags went viral, the Company's business shall grow accordingly, this brought to the question that was there a chance the anti-using straw measure of government will affect the plastic bag too?

Mrs. Pojanard Prinyapatpakorn; Director and Managing Director responded that the Company has created many innovative products because we gave opportunities to the design team to innovate them freely and store it for an upcoming market occasionally. Actually, the Company had brought some of them to use not exceeding 50% depend on customers' demand and the market channels.

Mr. Surasak Luangaramsri: Director added that;

The new products which would be considered by customers had many points to be considered, for examples the way of the customer's market; if it was Japanese customers, it rather would be hard and took much time for their consideration. And to offer new products was quite hard because customers would hesitate the qualification of the compostable plastic products, but on the other hand, most customers appreciated our works, and what we did to help and corporate their work such as the appreciation assessment of sales.

Mr. Teerawut Nuansaeng, Shareholder suggested that Company's annual report was prepared greatly and had the fully detail and if the Company was going to change its business into the green product more, I would like to suggest t the Company should provide the separated comparison details of general products and green products which showed each detail of the increasing or decreasing sales each, including the costs of them.

Mr. Prisun Wongsmith; Chairman responded that we would take that into our consideration and informed the shareholder that to disclose such details might affect the market competition.

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 was adjourned at 11.30 a.m.

Sign _____ - Signature - _____ Chairman
(Mr. Prisun Wongsmith)

Sign _____ - Signature - _____ Secretary of the meeting
(Mr. Teerachai Siritunyanont)

QR Code Downloading Procedures for the Annual Report 2019

The Thailand Securities Depository Co., as a securities registrar under the Stock Exchange of Thailand, has developed an electronic system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the Annual Report in the form of E-books accessible through QR Code, which is shown in the registration form, by following the steps below.

For iOS System

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

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

For Android System

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

How to scan the QR Code with Line application

- 1.1 Open Line application and click on “Add friend”
- 1.2 Choose “QR Code”
- 1.3 Scan the QR Code
2. Focus the mobile camera on QR Code to scan it.

Amendment of the Objectives of the Company

1. To carry on the businesses of trading all types of thermoplastics, including set up factory, equipment, 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, aluminums, 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 packages or all types of container, including product 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 equipment 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 including Direct Marketing.
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 abovementioned 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.
42. To carry on the business of designing and decorating a building or venue for all types of events and activities, including designing works (graphic design), such as designing products, website, graphic arts, illustration, logo, product brand, animation, etc.
43. To carry on the business of organizing a trade fair, exhibition, seminars and conferences.
44. To carry on the business of being a consultant of marketing, sales, legal, accounting, finance, investment human resources, engineering, architecture and any other business, as well as advertising and public relations.
45. To carry on the business of allocating lands, houses, building and condominium by itself or by managing other persons' business for its commercial benefits purposes.
46. To carry on the business of managing an office building, condominium, and housing development, including managing a maintenance of the cleanliness and property security.
47. To carry on the business of the health center and the health center management by itself or by managing other persons' business

Profile of the Director retired by rotation and Re-elect back to serve another term

Name Mr. Prisun Wongsmith
Age 60 Years old
Address 79/131 Panya Indra Road, Kweang Bang Chan,
 Khet Khlong Sam wa, Bangkok, 10510



Present position

- 2018-Present Independent Director, and Audit Committee, S Hotels And Resorts Co.,Ltd.
- 2018-Present Independent Director, and Chairman of Audit Committee, Jakpaison Estate Co., Ltd.
- 2018-Present Director, P advisory Co.,Ltd.
- 2017-Present Independent Director, I-EA-T Operation Center.
- 2017-Present Independent Director, Islamic Bank Asset Management Co., Ltd.
- 2016-Present Independent Director, TMB Bank PLC.
- 2015-Present Chairman of Director, and Independent Director, Thantawan Industry PLC.
- 2013-Present Chairman of Director, and Independent Director, P.W. Consultant Co.,Ltd.

Type of proposed appointment of director

- Chairman of Director, and 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. Digital Transformation – A must for all Companies
 - 4.2. IT Governance and Cyber Resilience Program (ITG) class 8/2018
 - 4.3. Ethical Leadership Program Class 10/2017
 - 4.4. Director Briefing Class 4/2016 (Managing Technology & Disruption)
 - 4.5. Advanced Audit Committee Program Class 24/2016
 - 4.6. Board that Make a Difference (BMD) Class 1/2016
 - 4.7. Role of the Chairman Program (RCP) Class 37/2015
 - 4.8. Director Certification Program (DCP) Class 92/2007
 - 4.9. Director Accreditation Program (DAP) Class 12/2004

Experience

2017 - 2019	Independent Director, Industrial Estate Authority of Thailand
2017 - 2019	Independent Director, Islamic Bank Asset Management Public Company Limited
2016 - 2018	Independent Director, CAT telecom Public Company Limited
2017 - 2017	Advisor to the Vice Minister of Ministry of Industry
2015 - 2016	Advisor to the Vice Minister of Ministry of Digital Economy and Society.
2014 – 2015	Audit Committee, Thantawan Industry PLC.
2014 – 2015	Chairman of NPL monitoring and compliance, Small and Medium Enterprise Development Bank of Thailand.
2012 – 2018	Chairman of executive director, SCMB Co.,Ltd.

THIP Shareholdings - None

Family relations with executive (s) - None

Criminal history during the past 10 Years - None

Positions as directors or executives in other companies

1. Businesses which are listed companies.

- TMB Bank PLC.

2. Businesses which are not listed companies.

- S Hotels And Resorts Co.,Ltd.
- Jakpaisan Estate Co., Ltd.
- P advisory Co.,Ltd.
- Islamic Bank Asset Management Co., Ltd.
- P.W. Consultant Co.,Ltd.

3. Businesses that may cause a conflict of interest with the Company.

- No

Number of years as Director of the company 6 Years (Date of Appointment on April 28, 2014)

Attended the meeting during the year 2019

- Attended the AGM	1/1	time
- Attended the Board of Directors meetings	7/7	times

Stakeholder in various ways with company and Individuals that may cause the conflict of interest presently or the past two years

- None

Nomination Criteria

The Company has considered the approval of the Board of Directors that Mr. Prisun Wongsmith has all the qualifications as Public Company Act and Securities Act and have knowledge and business experience related to the Company's operations and be able to develop the Company. Therefore, Mr. Prisun Wongsmith is deemed to be appointed as the Company's director.

Profile of the Director retired by rotation and Re-elect back to serve another term
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Name Miss Sasitorn Funprom

Age 53 years

Present Address: 50/21 Soi.Promprak, Sukumvit Rd., North Klongton,
Wattana, Bangkok, 10110.

**Present position**

- Certified Public Accountant; C.P.A. (Thailand)
- Cooperative Auditor, Cooperative Auditing Department; Ministry of Agriculture and Cooperatives.
- Director Manager; IAS Business Consulting Co., Ltd.
- Director Manager; Aviso (Thailand) Co., Ltd.
- Director Manager; Aners Co., Ltd.
- Lecturer, Faculty of Economics; Srinakharinwirot University
- Committee on Border Trade and Cross Border Trade (Myanmar); Board of Trade of Thailand

Type of proposed appointment of director

- Independent Director

Education

- Doctor of Public Administration University of Northern Philippines (UNP)
- Master's degree in Applied Statistics National Institute of Development Administration (NIDA)
- Bachelor's Degree in Public Administration Ramkumhang University
- Bachelor's Degree in Accounting Faculty of Commerce and Accountancy Chulalongkorn University

Training Program of IOD & Others

- Directors Certification Program Class 283/2019
- Director Accreditation Program Class 150/2018
- Advanced Audit Committee Program Class 31/2018

Experience

- Lecturer, Business Administration Program in Industrial Management Faculty of Business Administration, Thai – Nichi Institute Technology
- Lecturer, Faculty of Business Administration, Kasetsart University
- Lecturer, Faculty of Accountancy, Bangkok University
- Lecturer, Faculty of Accountancy, The University of the Thai Chamber of Commerce (UTCC)
- Lecturer, Department of Business Administration, Mahasarakam University

- Lecturer, Faculty of Business Administration, Rajamangala Institute of Technology (Ministry of Education, Thailand) Borpitpimuk Mahama Campus.
- 2001 Consultancy team, Association for the Promotion of Thai Small and Medium Entrepreneurs.
- 1991 – 1996 Manager, Auditing Department. Supachai Accounting & Business Consulting.
- 1989 – 1991 Semi - Senior Auditor, Deloitte Touche Tohmatsu Jaiyos Co,Ltd.

THIP Shareholdings - None

Family relations with executive (s) - None

Criminal history during the past 10 Years - None

Positions as directors or executives in other companies

1. Businesses which are listed companies.

- None

2. Businesses which are not listed companies.

- IAS Business Consulting Co., Ltd.
- Aviso (Thailand) Co., Ltd.
- Aners Co., Ltd.

3. Businesses that may cause a conflict of interest with the Company.

- No

Number of years as Director of the company 2 Year (Date of Appointment on April 24, 2017)

Attended the meeting during the year 2019

- | | | |
|--|-----|-------|
| - Attended the AGM | 1/1 | time |
| - Attended the Board of Directors meetings | 7/7 | times |
| - Attended the Audit Committee meeting | 5/5 | times |
| - Attended the Nomination, Remuneration and Corporate Governance Committee meeting | 6/6 | times |

Stakeholder in various ways with company and Individuals that may cause the conflict of interest presently or the past two years

- None

Nomination Criteria

The Company has considered the approval of the Board of Directors that Miss Sasitorn Funprom has all the qualifications as Public Company Act and Securities Act and have knowledge and business experience related to the Company's operations and be able to develop the Company. Therefore, Miss Sasitorn Funprom is deemed to be appointed as the Company's director.

Profile of the Director retired by rotation and Re-elect back to serve another term

Name Mrs. Pojanard Prinyapatpakorn
Age 64 Years old
Address 84 Soi Bun Soong Village, Vibhavadi Rangsit,
 Lat Yao, Chatuchak, Bangkok 10900



Present position

- 2017-Present Independent Director, Audit Committee, Nomination and Remuneration Committee, Chairman of the Corporate Governance & Sustainable Development Committee, Nirvana Daii Public Company Limited
- 2010-Present Director, Managing Director, Thantawan Industry PLC.
- 2010-Present Director, Managing Director, Bangkok Terminal Company Limited

Type of proposed appointment of director

- Director

Education

- Master of Social Administration, Thammasat University
- Master of Housing Development, Chulalongkorn University

Training Program of IOD & Others

1. Energy Literacy for senior executive Class No.12/2018
2. Senior executive Program in Industrial Development and Investment Class 3/2016
Institute of Business and Industrial Development
3. Capital Market Academy Leader Program Class 17/2014, Capital Market Academy
4. Thai Institute of Director
 - 4.1 Advanced Audit Committee Program (AACP) Class 25/2017
 - 4.2 Board Nomination and Compensation Program (BNCP) Class 1/2017
 - 4.3 Boards that Make a Difference (BMD) Class 1/2016
 - 4.4 Role of the Chairman Program (RCP) Class 36/2016
 - 4.5 Successful Formulation & Executive of Strategy (SFE) Class 21/2014
 - 4.6 How to Develop a Risk Management Plan (HRP) Class 2/2012
 - 4.7 Role of the Compensation Committee (RCC) Class 14/2012
 - 4.8 Finance for Non-Finance Directors (FND) Class 25/2006
 - 4.9 Director Certification Program (DCP) Class 35/2003

Experience

- 2014 – 2017 Chairman of Risk Management Committee, Thantawan Industry PLC.
- 2017 - 2018 Risk Management Committee, Thantawan Industry PLC.

THIP Shareholdings - None

Family relations with executive (s) - None

Criminal history during the past 10 Years Positions as directors or executives in other companies.

- None

Positions as directors or executives in other companies

1. Businesses which are listed companies

- Nirvana Daii PLC.

2. Businesses which are not listed companies

- Bangkok Terminal Company Limited

3. Businesses that may cause a conflict of interest with the Company

- No

Number of years as Director of the company 20 Years (Date of Appointment on March 19, 2000)

Attended the meeting during the year 2019

- Attended the AGM 1/1 time
- Attended the Board of Directors meetings 7/7 times

Stakeholder in various ways with company and Individuals that may cause the conflict of interest presently or the past two years

- None

Nomination Criteria

The Company has considered the approval of the Board of Directors that Mrs. Pojanard Prinyapatpakorn has all the qualifications as Public Company Act and Securities Act and have knowledge and business experience related to the Company's operations and be able to develop the Company.

Therefore, Mrs. Pojanard Prinyapatpakorn is deemed to be appointed as the Company's director.

Definition and qualification of independent director(s) of the Company.

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 that have an ability to share their opinions independently. 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 family's 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. 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.
7. Not being a director appointed as representative of directors of the company, major shareholder or shareholder who is related to major shareholder.
8. 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.
9. The term of independent directors is subject to a three-year term and resolved to limit the number of terms at maximum of 3 consecutive year term.

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.

Profile and experience of the auditor: (EY Office Limited)

No.	Name-Surname	Position	Education and certification	Description of experience
1.	Ms. Siriwan Suratepin	Partner	<ul style="list-style-type: none"> - Bachelor's Degree in Accounting, Thammasat University - Master's Degree in Accounting, Thammasat University - Graduate Diploma in Auditing, Thammasat University - Graduate Diploma in English for Careers, Thammasat University 	<ul style="list-style-type: none"> - Experience working with EY for 25 years. - Experience in the position of Partner at EY for 12 years. - Auditors, approval by SEC
2.	Mr. Wichart Lokatekrawee	Partner	<ul style="list-style-type: none"> - Bachelor's Degree in Accounting, Thammasat University - Master's Degree in Accounting, Thammasat University - Graduate Diploma in Auditing, Thammasat University 	<ul style="list-style-type: none"> - Experience working with EY for 26 years. - Experience in the position of Partner at EY for 15 years. - Auditors, approval by SEC
3.	Ms. Kamontip Lertwitworatep	Partner	<ul style="list-style-type: none"> - Bachelor's Degree in Accounting, Thammasat University - Master's Degree in Accounting, Thammasat University - Graduate Diploma in Auditing, Thammasat University 	<ul style="list-style-type: none"> - Experience working with EY for 26 years. - Experience working at EY - San Jose for 18 months. - Experience in the position of Partner at EY for 15 years. - Auditors, approval by SEC

Remark: Such person has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.

Invite shareholders to submit questions in advance, prior to the AGM 2020

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 shares held.
 - Detail of questions
2. The company opens questions in alternatively way:
 - Email: info.panadda@thantawan.com
 - Registered mail to: Company Secretary
Thantawan Industry Public Company Limited
123 Suntowers Building A, 32nd 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 Wednesday April 1, 2020 to Friday April 17, 2020.
4. Reply to question (s)
 - The company shall consider the question(s) that receive from the Shareholders at the General Meeting of Shareholder 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.
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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. 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 (กรุณาเลือกข้อใดข้อหนึ่ง) คือ

Appoint any one of the following Independent Directors of Company (Please choose one of following)

☐ (2.1) นายสายัณห์ สดางค์มงคล Mr. Sayan Satangmongkol (รายละเอียดกรรมการอิสระ ปรากฏตามสิ่งที่แนบมาด้วย) (Details specified in the attachment here)

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมใหญ่สามัญผู้ถือหุ้น ประจำปี 2563 ในวันศุกร์ที่ 24 เมษายน 2563 เวลา 10.00 น. ณ ห้องประชุมชั้น 39 อาคารชั้นทาวเวอร์ส บี เลขที่ 123 ถนนวิภาวดีรังสิต แขวงจอมพล เขตจตุจักร กรุงเทพฯ 10900 หรือจะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ

As my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders 2020 on Friday, April 24, 2020 at 10:00 a.m. at Suntowers Building B, Meeting room; 39th floor, 123 Vibhavadi-Ranhsit Road, Khwaeng Chomphon, Khet Chatuchak, 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 จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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 ที่จะมอบฉันทะที่จะเลือกตั้งเจนนายตัว)

Proxy Form B (Proxy Form containing specific details)

ตีตรา แดมปี Duty Stamp 20 บาท/Baht	เลขทะเบียนผู้ถือหุ้น _____ Shareholder registration number	เขียนที่ / Written _____ 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 <input type="checkbox"/> 1. ระบุผู้รับมอบอำนาจ If you make proxy by choosing No.1, please mark ✓ at <input type="checkbox"/> 1. and giving a details of proxy (proxies).	<div> <input type="checkbox"/> (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 _____ </div> <div> 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 _____ </div> <div> 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 _____ </div>
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กรณีเลือก 2. กรุณาทำ

เครื่องหมาย ☒ ที่ ☐

If you make proxy by

choosing No.2, please mark

☒ at ☐☐ (2) มอบอำนาจให้กรรมการอิสระของบริษัทฯ (กรุณาเลือกข้อใดข้อหนึ่ง) คือ

Appoint any one of the following Independent Directors of Company (Please choose one of following)

☐ (2.1) นายสายัณห์ สดางค์มงคล Mr. Sayan Satangmongkol (รายละเอียดกรรมการอิสระ ปรากฏตามสิ่งที่แนบมาด้วย) (Details specified in the attachment here)☐ (2.2) นายอัษฎากร ลิ้มปิติ Mr. Asdakorn Limpiti (รายละเอียดกรรมการอิสระ ปรากฏตามสิ่งที่แนบมาด้วย) (Details specified in the attachment here)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ในวันศุกร์ที่ 24 เมษายน 2563 เวลา 10.00 น. ณ ห้องประชุมชั้น 39 อาคารชั้นทาวเวอร์ส 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 Annual General Meeting of Shareholders for the year 2020 on Friday, April 24, 2020 at 10:00 a.m., Suntowers Building B, Meeting room; 39th floor, 123 Vibhavadi-Ranfisit Road, Khwaeng Chomphon, Khet Chautuchak, Bangkok 10900 or at any adjournment thereof to any other date, time and venue.

(4) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2562 ณ วันที่ 24 เมษายน 2562

Agenda 1 To approve and certify Minutes of the 2019 Annual General Meeting of Shareholders dated April 24, 2019.

☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วยเสียง ☐ ไม่เห็นด้วยเสียง ☐งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 2 เรื่อง คณะกรรมการรายงานกิจการของบริษัทฯ ในรอบปี 2562

Agenda 2 To acknowledge the report on Company's operating results for the year 2019.

เป็นวาระเพื่อรับทราบ จึงไม่มีการลงมติ

The agenda for to acknowledge and no vote.

วาระที่ 3 เรื่อง พิจารณานุมัติงบการเงินสำหรับปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2562

Agenda 3 To consider and approve the Financial Statements for the year ended December 31, 2019.

☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วยเสียง ☐ ไม่เห็นด้วยเสียง ☐งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 4 เรื่อง พิจารณานุมัติการจัดสรรกำไรจากการดำเนินงานปี 2562 และการจ่ายปันผล

Agenda 4 To consider and approve the profit allocation from operating results for the year 2019 and dividend distribution.

☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วยเสียง ☐ ไม่เห็นด้วยเสียง ☐งดออกเสียง.....เสียง
 Approve votes Disapprove votes Abstain votes

- วาระที่ 5 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท จำนวน 8,000,000 หุ้น เพื่อรองรับการจ่ายหุ้นปันผล
 Agenda 5 To consider and approve the capital increase of the Company in the amount of 8,000,000 shares to support the stock dividend.

- ☐ (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 6 พิจารณานุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 (ทุนจดทะเบียน) เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน
 Agenda 6 To consider and approve an amendment to Clause 4 of the Memorandum of Association to be consistent with the capital increase 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/our intention as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
 Approve Disapprove Abstain

- วาระที่ 7 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการจ่ายหุ้นปันผล
 Agenda 7 To consider and approve the capital increase share allotment to support the stock dividend.

- ☐ (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 8 พิจารณานุมัติแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัท
 Agenda 8 To consider and approve the amendment to the objectives 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/our intention as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 9 พิจารณานุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 3 (วัตถุประสงค์) เพื่อให้สอดคล้องกับการแก้ไขเพิ่มเติมวัตถุประสงค์

Agenda 9 To consider and approve an amendment to Clause 3 (Objectives) 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:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 10 เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

Agenda 10 To consider and approve the appointment of directors replacing those retired by rotation

☐ (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;

การแต่งตั้งกรรมการทั้งหมด / The appointment of all directors

☐ เห็นด้วยเสียง ☐ ไม่เห็นด้วยเสียง ☐ งดออกเสียง.....เสียง

Approve

votes

Disapprove

votes

Abstain

votes

การแต่งตั้งกรรมการเป็นรายบุคคล / Appointment of individual director

1. นายไพโรจน์ วงศ์สมิทธิ / Mr. Prisun Wongsmit

☐ เห็นด้วยเสียง ☐ ไม่เห็นด้วยเสียง ☐ งดออกเสียง.....เสียง

Approve

votes

Disapprove

votes

Abstain

votes

2. นางสาวศศิธร ฝันพรหม / Miss. Sasitorn Funprom

☐ เห็นด้วยเสียง ☐ ไม่เห็นด้วยเสียง ☐ งดออกเสียง.....เสียง

Approve

votes

Disapprove

votes

Abstain

votes

3. นางพจนารถ ปริญภัทรภากร / Mrs. Pojanard Prinyapatpakorn

☐ เห็นด้วยเสียง ☐ ไม่เห็นด้วยเสียง ☐ งดออกเสียง.....เสียง

Approve

votes

Disapprove

votes

Abstain

votes

วาระที่ 11 พิจารณานุมัติค่าตอบแทนกรรมการ ประจำปี 2563

Agenda 11 To consider and approve directors' remuneration for the year 2020.

☐ (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 may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 12 พิจารณาแต่งตั้งผู้สอบบัญชีและค่าสอบบัญชี ประจำปี 2563

Agenda 10 To consider and approve the appointment of auditor and determination of auditor's remuneration for the year 2020

☐ (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

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 13 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 13 To consider any 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:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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

ในการประชุมใหญ่สามัญผู้ถือหุ้น ประจำปี 2563 ในวันศุกร์ที่ 24 เมษายน 2563 เวลา 10.00 น. ณ ห้องประชุม อาคารชั้นทาวเวอร์ส บี ชั้น 39 เลขที่ 123 ถนนวิภาวดีรังสิต แขวงจอมพล เขตจตุจักร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders 2020, to be held on Friday, April 24, 2020 at 10.00 a.m., Suntowers Bldg-B-39th 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

☐ (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 Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง 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:

<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
--	--	--

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.
--	---	---

(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:

<input type="checkbox"/> หุ้นสามัญ _____ หุ้น Ordinary share total of _____ share(s),	ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง having voting rights equivalent to _____ vote(s)
<input type="checkbox"/> หุ้นบุริมสิทธิ _____ หุ้น Preferred share total of _____ share(s),	ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง 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) มอบอำนาจให้กรรมการอิสระของบริษัทฯ (กรุณาเลือกข้อใดข้อหนึ่ง) คือ

Appoint any one of the following Independent Directors of Company (Please choose one of following)

☐ (2.1) นายสาธิต ศตางค์มงคล Mr. Sayan Satangmongkol (รายละเอียดกรรมการอิสระ ปรากฏตามสิ่งที่แนบมาด้วย) (Details specified in the attachment here)☐ (2.2) นายอัษฎากร ลิ้มปิติ Mr. Asdakorn Limpiti (รายละเอียดกรรมการอิสระ ปรากฏตามสิ่งที่แนบมาด้วย) (Details specified in the attachment here)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ในวันศุกร์ที่ 24 เมษายน พ.ศ. 2563 เวลา 10.00 น. ณ 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 Annual General Meeting of Shareholders for the year 2020 on Friday, April 24, 2020 at 10:00 a.m., Sun Towers Building B, Meeting room; 39th floor, 123 Vibhavadi-Ranfsit Road, Khwaeng Chomphon, Khet Chautuchak, Bangkok 10900 or at any adjournment thereof to any other date, time and venue.

(3) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจเข้าร่วมประชุมและออกเสียงลงคะแนนแทนในครั้งนี้อย่างนี้

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

☐ มอบอำนาจตามจำนวนหุ้นทั้งหมดที่มีสิทธิออกเสียงลงคะแนนได้

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

☐ มอบอำนาจบางส่วน 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) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2562 ณ วันที่ 24 เมษายน 2562

Agenda 1 To approve and certify Minutes of the 2019 Annual General Meeting of Shareholders dated April 24, 2019.

☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วยเสียง ☐ ไม่เห็นด้วยเสียง ☐ งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 2 เรื่อง คณะกรรมการรายงานกิจการของบริษัทฯ ในรอบปี 2562

Agenda 2 To acknowledge the report on Company's operating results for the year 2019.

เป็นวาระเพื่อรับทราบ จึงไม่มีการลงมติ

The agenda for to acknowledge and no vote.

วาระที่ 3 เรื่อง พิจารณานุมัติงบการเงินสำหรับปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2562

Agenda 3 To consider and approve the Financial Statements for the year ended December 31, 2019.

☐ (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;

☐ เห็นด้วยเสียง ☐ ไม่เห็นด้วยเสียง ☐งดออกเสียง.....เสียง

Approve

votes

Disapprove

votes

Abstain

votes

วาระที่ 4 เรื่อง พิจารณานุมัติการจัดสรรกำไรจากการดำเนินงานปี 2562 และการจ่ายปันผล

Agenda 4 To consider and approve the profit allocation from operating results for the year 2019 and dividend distribution.

☐ (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;

☐ เห็นด้วยเสียง ☐ ไม่เห็นด้วยเสียง ☐งดออกเสียง.....เสียง

Approve

votes

Disapprove

votes

Abstain

votes

วาระที่ 5 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท จำนวน 8,000,000 หุ้น เพื่อรองรับการจ่ายหุ้นปันผล

Agenda 5 To consider and approve the capital increase of the Company in the amount of 8,000,000 shares to support the stock dividend.

☐ (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 6 พิจารณานุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 (ทุนจดทะเบียน) เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

Agenda 6 To consider and approve an amendment to Clause 4 of the Memorandum of Association to be consistent with the capital increase 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/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 7 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการจ่ายหุ้นปันผล

Agenda 7 To consider and approve the capital increase share allotment to support the stock dividend.

☐ (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 8 พิจารณานุมัติแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัท

Agenda 8 To consider and approve the amendment to the objectives 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/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 9 พิจารณานุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 3 (วัตถุประสงค์) เพื่อให้สอดคล้องกับการแก้ไขเพิ่มเติมวัตถุประสงค์

Agenda 9 To consider and approve an amendment to Clause 3 (Objectives) 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:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 10 เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

Agenda 10 To consider and approve the appointment of directors replacing those retired by rotation

☐ (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;

การแต่งตั้งกรรมการทั้งชุด / The appointment of all directors

☐ เห็นด้วยเสียง ☐ ไม่เห็นด้วยเสียง ☐ งดออกเสียง.....เสียง

Approve

votes

Disapprove

votes

Abstain

votes

การแต่งตั้งกรรมการเป็นรายบุคคล / Appointment of individual director

1. นายไพโรจน์ วงศ์สมิทธิ์ / Mr. Prisun Wongsmit

☐ เห็นด้วยเสียง ☐ ไม่เห็นด้วยเสียง ☐ งดออกเสียง.....เสียง

Approve

votes

Disapprove

votes

Abstain

votes

2. นางสาวศศิธร ฝันพรหม/ Miss. Sasitorn Funprom

☐ เห็นด้วยเสียง ☐ ไม่เห็นด้วยเสียง ☐งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

3. นางพจนารถ ปริญภัทรภากร/ Mrs. Pojanard Prinyapatpakorn

☐ เห็นด้วยเสียง ☐ ไม่เห็นด้วยเสียง ☐งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 11 พิจารณานุมัติค่าตอบแทนกรรมการ ประจำปี 2563

Agenda 11 To consider and approve directors' remuneration for the year 2020.

☐ (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 may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve Disapprove Abstain

วาระที่ 12 พิจารณาแต่งตั้งผู้สอบบัญชีและค่าสอบบัญชี ประจำปี 2563

Agenda 10 To consider and approve the appointment of auditor and determination of auditor's remuneration for the year 2020

☐ (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 13 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 13 To consider any 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:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนี้ เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

(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

- หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ลงนามในหนังสือมอบฉันทะแทน
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
- ในกรณีที่มิวาร์ที่พิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

Remarks

- 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.
- 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.
- 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.
- 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.

ใบประจำต่อแบบหนังสือมอบฉันทะ (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

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ในวันศุกร์ที่ 24 เมษายน พ.ศ. 2563 เวลา 10.00 น. ณ ห้องประชุมชั้น 39 อาคารชั้นทาวเวอร์ บี เลขที่ 123 ถนนวิภาวดีรังสิต แขวงจอมพล เขตจตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders 2020, to be held on Friday, April 24, 2020; 10.00 a.m. Sun Towers Build B, Meeting room; 39th 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;

☐ เห็นด้วยเสียง ☐ ไม่เห็นด้วยเสียง ☐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.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วยเสียง ☐ ไม่เห็นด้วยเสียง ☐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.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วยเสียง ☐ ไม่เห็นด้วยเสียง ☐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.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วยเสียง ☐ ไม่เห็นด้วยเสียง ☐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.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วยเสียง ☐ ไม่เห็นด้วยเสียง ☐งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/we certify that the details in this Attachment to Proxy From 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. Sayan Satangmongkol

Age 72 Years old

Address 38 Soi Ramkhamhaeng 44 Ramkhamhaeng Road,
Kweang Huamark, Khet Bangkapi, Bangkok 10240.



Present position

- 2015 – Present Independent Director, Chairman of Audit Committee, Thantawan Industry PLC.
- 2017 – Present Nomination, Remuneration and Corporate Governance Committee, Thantawan Industry PLC.
- Present Independent Director and Chairman of Audit Committee, PCN Corp Public Company Limited

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. Senior Executive Program, Sasin School of Management
3. Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives (PDI), Ministry of Finance
4. Thai Institute of Directors (IOD)
 - 4.1. Board that Make a Difference (BMD) class. 1/2016
 - 4.2. Role of the Nomination and Governance Committee (RNG) class. 6/2015
 - 4.3. Role of the Chairman Program (RCP) class 6/2013
 - 4.4. Audit Committee Program (ACP) class. 34/2013
 - 4.5. DCP Re - Refresher Course DCP (DCP Re) class. 1/2008
 - 4.6. Role of the Compensation Committee (RCC) class. 7/2008
 - 4.7. Finance for Non – Finance Directors (FND) class. 9/2004
 - 4.8. Directors Certification Program

Experience

- 2006 – 2008 Senior Executive Vice President – Management Directors Asset Management and Legal, Krung Thai Bank Public Co., Ltd.
- 2005 – 2006 Senior Executive Vice President – Management Directors of Risk Management, Krung Thai Bank Public Co., Ltd.
- 2002 – 2005 Senior Executive Vice President – Management Directors of Internal Audit, Krung Thai Bank Public Co., Ltd.

Thai Royal Decoration 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 5 Years (Date of Appointment on 1 July, 2015)

Exclusive interest in the agenda considered

- Agenda 6 To consider and approve directors' remuneration for the year 2020.

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 2019

- Attended the AGM 1/1 time
- Attended the Board of Directors meetings 7/7 times
- Attended the Audit Committee meetings 5/5 times
- Attended the Nomination, Remuneration
- and Corporate Governance Committee meeting 6/6 times

Names and information of independent directors being proposed as a proxy
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Name Mr. Asdakorn Limpiti

Age 65 Years old

Address 9/53 Moo 7, Suan Yai sub-district,
Mueang district, Nonthaburi, 11000

**Present position**

2016 – Present Independent Director, Audit Committee and Chairman of Risk management Committee, Thantawan Industry PLC.

2017 – Present Nomination, Remuneration and Corporate Governance Committee, Thantawan Industry PLC.

Education

Master of engineering, Michigan (Chemical Engineering), Ann Arbor University, USA

Bachelor of engineering, Michigan, (Chemical Engineering), Ann Arbor University, USA

Training Program of IOD & Others

1. Advance Management Program (AMP) 167/2004, Harvard Business School
2. Capital Market Academy (CMA) Class 17/2013, Capital Market Academy
3. Thai Institute of Director
 - 3.1 Director Certification Program (DCP) 75/2006
 - 3.2 Thailand Energy Academy (TEA) Class 1/2012
 - 3.3 Advanced Audit Committee Program (AACP) Class 24/2016

Experience

- 2010 - 2013 Executive Vice President, Strategy and Business Development Group, PTT Exploration and Production Public Company Limited.
- 2014 – 2015 Executive Vice President, Strategy and Business Development Group
Acting Executive Vice President, Technology and Sustainability Development Group, PTT Exploration and Production Public Company Limited.
- 2015 - 2016 Advisor, PTT Exploration and Production Public Company Limited.

THIP Shareholdings - None

Family relations with executive (s) - None

Criminal history during the past 10 years - None

Number of years as Independent Director of the company 3 Years (Date of Appointment on 1 August, 2016).

Exclusive interest in the agenda considered

- Agenda 6 To consider and approve directors' remuneration for the year 2020

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 2019

- Attended the AGM	1/1	time
- Attended the Board of Directors	7/7	times
- Attended the Audit Committee	5/5	times
- Attended the Risk Management Committee	6/6	times
- Attended the Nominations Remunerations and Corporate Governance Committee's Meeting	6/6	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 to appoint the other persons or any of Independent directors as proposed to act as his/her proxy as follows:

- | | | |
|----|-------------------------|---|
| 1. | Mr. Sayan Satangmongkol | Independent Director /Chairman of Audit Committee /
Nomination Remuneration and Corporate Governance Committee |
| 2. | Mr. Asdakorn Limpiti | Independent Director / Audit Committee / Chairman of Risk
Management Committee / Nomination Remuneration and
Corporate Governance Committee |

Including details of age, education and work experience. History Board of Directors meeting and the proportion of shareholding in the company of each director as Annex 8. 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 Annual General Meeting will begin more than 1 hour prior the Meeting's scheduled start or from 08:00 am onwards, at Suntowers Bldg-B., 39th 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 show 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 sign 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's 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

Agenda generally

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 item, the Chairman of the Board of Directors will offer to the shareholders for voting and ask 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 special to any of agenda item shall not be entitled to vote that item. Any the vote 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.

Committee agenda

Agenda for the election of directors under Clause 16 of the Article of Association

Requires the shareholders to elect directors under the rules and procedures as follows:

1. Shareholders shall be entitled to one vote.
2. Each shareholder shall be entitled to take all of the votes: (1) to elect one or more persons as directors, but will divide to the any the split vote for whoever is not much.
3. The person who received the highest votes. Respectively, to a person who has been elected as a director of the Committee should have or be elected at that time. In the event that the person who was elected in a descending order of votes equal more than the number of directors to be due or be elected at that time for a president who is a casting 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 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 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 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 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.

For more details, please see the Company's Articles of Association on the Company's website, www.thantawan.com.

Map of Thantawan Industry Public Company Limited

The Annual General Meeting will be held at 10.00 AM on Friday 24, 2020

At Suntowers Buiding B, Meeting room 39th floor

123 Vibhavadi-Rangsit Road, Khwaeng Chomphon, Khet Chatuchak, Bangkok 10900 Tel. 02-273-8333

