



Ref: THIP-SET/018/2021

April 26, 2021

Subject: Notice of Resolution of the Annual General Meeting of Shareholders for the year 2021

Attention: The President

The Stock Exchange of Thailand

According to Thantawan Industry Public Company Limited ("the Company") held the Annual General Meeting of Shareholders for the year 2021 on Monday April 26, 2021 at 10.00 a.m. via electronic meeting (E-AGM) which casting such meeting from the meeting room, 39th floor of Suntowers Bldg B, 123 Vibhavadi-Rangsit Road, Khwaeng Chomphon, Khet Chatuchak, Bangkok 10900, and there was shareholders and proxy holders attended the electronic meeting in the total of 29 persons with 45,929,700 Shares, representing 57.4121% of 80,000,000 issued and paid-up shares which complete as quorum. Therefore, the Chairman of the Board of Shareholders announced to start the meeting as scheduled agenda which was concluded as following resolutions:

Agenda 1. Approved and certified the Minutes of the 2020 Annual General Meeting of Shareholders dated June 26, 2020 with unanimously votes as follows;

List	Vote (shares)	The percentage of the vote of shareholders attended the meeting who have the right to vote
Approved	45,929,700	100.0000
Disapproved	-	-
Abstained	-	-
Total	45,929,700	100.0000

Agenda 2. The Board of Directors reported on the Company's operating results of the year 2020 for acknowledgement

Agenda 3. Approved the Financial Statements for the year ended December 31, 2020 with unanimously votes as follows;

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List	Vote (shares)	The percentage of the vote of shareholders attended the meeting who have the right to vote
Approved	45,929,700	100.0000
Disapproved	-	-
Abstained	-	-
Total	45,929,700	100.0000

Agenda 4. Approved the allocation of operating profit for the year 2020, January 1, 2020 – December 31, 2020 to dividend payout at the rate of 1.70 Baht per share which the Company paid the interim dividend on September 9, 2020, at the rate of 0.50 Baht per share, totaling 40,000,000 Baht paid from the net profit which was deducted 20% of corporate income tax, thus after deducting such paid interim dividend, there will be remaining dividend payment at the rate of 1.20 Baht per share or not exceeding 96,000,000 Baht and approved to pay dividend in the form of stock dividend and cash dividend as follows;

1. Stock Dividend payment by issuing capital increase ordinary shares of the Company in the rate, not exceeding 10,000,000 shares with a par value of 1 Baht per share to the Company's shareholders at the rate of 8 existing shares per 1 stock dividend, totaling not exceeding 10,000,000 Baht or dividend payout rate of 0.1250 Baht per share which will be paid from the net profit after it was deducted 20% of corporate income tax. In the event that any shareholder has a fraction of shares calculated in proportion to the allotted stock dividend, such fraction shall be paid in cash instead of the stock dividend at the rate of Baht 0.1250 per share.

2. Cash dividend payment at the rate of 1.0750 Baht per share or not exceeding 86,000,000 Baht which will be paid from;

2.1) Net profit after the deduction of 20% corporate income tax at the rate of 0.5750 Baht per share, totaling 46,000,000 Baht.

2.2) Net profit of operating income promoted by the Board of Investment are tax exempt at the rate of 0.5000 Baht per share, totaling 40,000,000 Baht.

Further, the dividend payout will be is scheduled for Monday, May 24, 2021, designated on Friday, March 19, 2021 as the Record Date for determining the list of shareholders eligible to attend the 2021 Annual General Meeting of Shareholders and to set Thursday, May 6, 2021 as the Record

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Date for determining the right of shareholders in order to receive dividend payment from the company's net profit. Additionally, the Company is not required to allocate the net profit of the year 2020 for the legal reserve fund because the legal reserve fund of the company already reached the rate stipulated by laws (fully reserve fund) with votes as follows;

List	Vote (shares)	The percentage of the vote of shareholders attended the meeting who have the right to vote
Approved	45,874,500	99.8798
Disapproved	55,200	0.1202
Abstained	-	-
Total	45,929,700	100.0000

Agenda 5. Approved the increase of the company's registered capital from 80,000,000 Baht to a new registered capital of 90,000,000 Baht divided into 90,000,000 shares by issuing newly ordinary shares in the amount of 10,000,000 shares or 1 Baht per share in order to support the dividend payment.

Further, the Company's authorized directors and/or other person designated by the authorized directors shall be authorized to register the increase of the Company's registered capital 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 with votes as follows;

List	Vote (shares)	The percentage of the vote of shareholders attended the meeting who have the right to vote
Approved	45,874,500	99.8798
Disapproved	-	-
Abstained	55,200	0.1202
Total	45,929,700	100.0000

Agenda 6. Approved the amendment to Memorandum of Association Clause 4 in accordance with the increase of registered capital to be as follows;

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Clause 4 Registered Capital	90,000,000 Baht	(Ninety million Baht)
Divided into	90,000,000 Shares	(Ninety million Shares)
With par value of	1 Baht	(One Baht)
Divided as follows		
Ordinary shares	90,000,000 Shares	(Ninety million Shares)
Preferred shares	- Shares	(- Shares)

Further, the Company's authorized directors and/or other person designated by the authorized directors shall be authorized to register an amendment to Clause 4 of 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 with votes as follows;

List	Vote (shares)	The percentage of the vote of shareholders attended the meeting who have the right to vote
Approved	45,874,500	99.8798
Disapproved	-	-
Abstained	55,200	0.1202
Total	45,929,700	100.0000

Agenda 7. Approved the allotment of capital increase ordinary shares, totaling 10,000,000 shares with a par value at 1 Baht per share in order to support the stock dividend payment at the rate of 8 existing shares per 1 newly issued ordinary share and designated on Thursday, May 6, 2021 as the Record date for determining the list of shareholders eligible to the stock dividend with votes as follows;

List	Vote (shares)	The percentage of the vote of shareholders attended the meeting who have the right to vote
Approved	45,874,500	99.8798
Disapproved	-	-
Abstained	55,200	0.1202
Total	45,929,700	100.0000

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Agenda 8. Approved to re-election these following retired by rotation to serve the company continually in another term of office;

1. Mr. Asadakorn Limpiti; re-elect to serve another term as independence director and Audit Committee with unanimously votes as follows;

List	Vote (shares)	The percentage of the vote of shareholders attended the meeting who have the right to vote
Approved	45,929,700	100.0000
Disapproved	-	-
Abstained	-	-
Total	45,929,700	100.0000

2. Thitisak Skulkroo; re-elect to serve another term as director with unanimously votes as follows;

List	Vote (shares)	The percentage of the vote of shareholders attended the meeting who have the right to vote
Approved	45,929,700	100.0000
Disapproved	-	-
Abstained	-	-
Total	45,929,700	100.0000

3. Ms. Narissai Mahathitirat; re-elect to serve another term as director with votes as follows;

List	Vote (shares)	The percentage of the vote of shareholders attended the meeting who have the right to vote
Approved	45,928,700	99.9978
Disapproved	1,000	0.0022
Abstained	-	-
Total	45,929,700	100.0000

The appointment of these directors shall take effect from the shareholders' meeting approved on April 26, 2021.

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Agenda 9. Approved the remuneration of the Company's Directors for the year 2021 in the not exceeding amount of 10,800,000 Baht which consist of;

1. The Board of Director remuneration
2. Sub-committee remuneration
3. Remuneration in the form of bonus for non-executive directors

unanimously votes as follows;

List	Vote (shares)	The percentage of the vote of shareholders attended the meeting who have the right to vote
Approved	45,929,700	100.0000
Disapproved	-	-
Abstained	-	-
Total	45,929,700	100.0000

Agenda 10. Approved to appointing EY Office Co., Ltd. as the Company's auditor in 2021 nominated Ms. Siriwan Suratepin, CPA registered no. 4604, Mr. Wichart Lokatekrawee, CPA registered no. 4451 and Ms. Kamontip Lertwitworatep, CPA registered no. 4377 which one of these auditors shall take in charge of auditing, reviewing and expressing its opinion to the Company's financial statement for the year 2021 with auditing fee or remuneration in the amount of Baht 1,850,000 excluding expenses related to the Audit which actually disbursed with unanimously votes as follows;

List	Vote (shares)	The percentage of the vote of shareholders attended the meeting who have the right to vote
Approved	45,929,700	100.0000
Disapproved	-	-
Abstained	-	-
Total	45,929,700	100.0000

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Agenda 11. There is no any other business to consider apart from abovementioned agenda items;

The meeting was adjourned at 11.54. a.m.

Please be informed accordingly.

Very truly yours,

(Mr. Detbordin Reinsubdee) (Mrs. Pojanard Prinyapatpakorn)

Authorized Director.



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Form to Report on Names of Members and Scope of Work of the Audit Committee

According to the Annual General Meeting of Shareholders for the year 2021 of Thantawan Industry Public Company Limited which held on April 26, 2021, resolved the meeting's resolutions in the following manners:

/ Appointment of the audit committee / Renewal for the term of audit committee:

Chairman of the audit committee Member of the audit committee
is (1) Audit Committee Mr. Asdakorn Limpiti (Renewal)

(2) Audit Committee _____

(3) Audit Committee _____

Appointment/Renewal by rotation will be effective from the AGM's approval on April 26, 2021.

/ Determination / Change in the scope, duties and responsibilities of the audit committee with the following details:

The audit committee of the company has the scope of duties and responsibilities to the Board of Director on the following matters:

1. Financial Reports and Audit

- 1.1. Review financial statements of the Company in order to ensure that they are correctly and credibly as well as disclose information sufficiently. The company co-ordinates with the external auditors and the executive's responsible for financial reporting both quarterly and annual.
- 1.2. Consider, select and nominate an independent person as Auditor for the company as well as suggest remuneration for the auditor with regard to reliability, resource adequacy and quantity of auditing including attending the meetings with the Auditors without any management at least 1 time per year.
- 1.3. Promote the independence of the Auditors and opine to the suitability of the Auditors including the enhancement of financial reporting system development with equal to the International Financial Reporting standards.

2. Internal Control

- 2.1. Review to ensure that the Internal Control systems of the company and Risk Management systems are sufficient and efficient. May suggest to review or examine any necessary and important items as well as to provide suggestions, improve the internal control systems, Risk Management systems and report the review of the Board of directors.
- 2.2. Review an evidence, should there is any questions with the operations that may have a significant affect to the financial status and the Operating results of the company or the conflict of interest or any violation of laws and regulations relevant. This may affect to the operations of the company.
- 2.3. Review an internal process of Whistle-Blowing and complaints.
- 2.4. Review to verify Information technology with accuracy and effectiveness, relate to financial reporting and Internal control.

3. Internal Audit

- 3.1 Review to ensure that the internal Audit systems are sufficient and efficient and the Internal Audit Department complies with the standards for internal audit.
- 3.2 Consider the independence of Internal Audit Department including an instruction to budget, Manpower of the Internal Auditor as well as to consider an appointment and termination of the Internal Auditor. In addition, to evaluate annual performance of staff and the Head of Internal Auditors.
- 3.3 Consider and approve the Internal Audit Department Charter.
- 3.4 Evaluate and approve the annual Internal Audit plan in order to ensure the compliance of audit plan and the level of company's risk.
- 3.5 Review and consider together with the Internal Auditors relating to the audit results.

4. Compliance with Relevant Laws and Regulations

- 4.1. Review the company to compliance with securities laws and regulations of the Stock Exchange of Thailand and policies, rules, requirements and the other laws, relating to the business of the company.
- 4.2. Consider Related Transactions or transactions which may be the conflict of Interests to compliance with the laws and the requirements of the Stock of Exchange of Thailand. To ensure that such transactions are reasonable and the utmost benefit of the company.

5. Other Duties

- 5.1. Seek the advice of an independence opinion from the counsel or professional advisors were necessary to the expense of the company, with the approval of the Board of Directors. The employment is in accordance with the regulations of the company.
- 5.2. Arrange a report of the Audit Committee, signed by the Chairman of the Audit Committee. To disclose in the annual report of the company, in accordance with the SET.
- 5.3. The Chairman or Audit Committee to attend the AGM with clarification work of Audit Committee or the appointment of the Auditor.
- 5.4. Review and revise the Audit Committee Charter and propose to the Board of Directors for approval.
- 5.5. Engage in any other manner as assigned by the Board of Directors with approval of the Audit Committee.

Determination / change-scope, duties, responsible with effective as of April 26, 2021.

The Audit Committee is consisted of:

1. Chairman of the audit committee Mr.Sayan Satangmongkol remaining term in office 1 year.
2. Member of the audit committee Mr.Asdakorn Limpiti remaining term in office 3 years.
3. Member of the audit committee Ms.Sasitorn Wongvilai remaining term in office 2 years.

Secretary of the Audit Committee Ms.Wachiraporn Sari

The Audit Committee of the third (3) has adequate expertise and experience to review the creditability of the Financial reports.

The Audit Committee of the Company has scope, duties and responsibilities to The Board of Directors as stated above.

The company hereby certifies that

1. The Audit Committee has fully qualified in accordance with the Stock Exchange of Thailand
2. The scope, duties and responsibilities of the Audit Committee are as above mentioned, in accordance with the Stock Exchange of Thailand

Sincerely yours,

 

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

Authorized Director

