

Ref: No.SR E2561/003

February 22, 2018

Subject **Determination of the schedule of the 2018 Annual General Meeting of Shareholders (the “AGM 2018”), dividend payment and the amendment to the Articles of Association (amend)**

To **President**
The Stock Exchange of Thailand

Siamraj Public Company Limited (the “**Company**”) would like to inform the resolutions approved by the meeting of the Board of Directors No. 2/2018 held on February 22, 2018 at 2.00 p.m., as set out in the significant resolutions of the meeting as follows:

1. Approved to propose that the AGM 2018 consider and approve the financial statements and the comprehensive profit and loss statements of the Company for the fiscal year ended on December 31, 2017.
2. Approved to propose that the AGM 2018 consider and approve the allocation of the profits from the operating performance of the Company from the fiscal year ended on December 31, 2017 in the amount of Baht 1,760,000 so as to be reserved fund in accordance with the law and the dividend payment taking into account the operating performance of the Company for the fiscal year ended on December 31, 2017 at the rate of Baht 0.045 per share, aggregating to the total dividend payment of Baht 30,451,500.00 (Thirty Million Four Hundred Fifty one Thousand and Five Hundred baht only) which is equivalent to 86 percent of the total profits pursuant to the financial statements of the particular business.

In this regard, it is resolved to fix the recording date for the name list of shareholders who are entitled to the declared dividends on March 13, 2018 (Record Date). On the purpose of the dividend payment, it is deemed appropriate to fix the date of dividend payment on May 24, 2018.

However, the dividend payment as proposed has been not yet fixed, the final decision of the dividend payment shall be variable to further consideration and approval of the shareholders’ meeting.

3. Approved to propose that the AGM 2018 consider and approve the appointment of the substitution for the directors who duly retire from their terms by rotation in the AGM 2018, as named on the following list:

Name	Position
1. Mrs. Udornporn Jiranatakulwat	Director
2. Mrs. Wacharaporn Vimolchalao	Director
3. Mr. Pongnimit Dusitnitsakul	Director/ Audit Committee/ Nomination and Remuneration Committee.

In this regard, the Nomination and Remuneration Committee considered the qualifications, knowledge, experiences, moral and ethics of such three retiring directors in various prospects, the

Nomination and Remuneration Committee determined that such three retiring directors are versatile, full of experience and expertise which will support the Company's business operation. In addition, such three directors are not forbidden and also meet the qualifications of directors required under the Public Company Limited Act B.E. 2535 (including its amendments) and the Securities and Stock Exchanges Act B.E. 2535 (including its amendments) including any related notifications.

Therefore, the Board of Directors deems appropriate to propose that the AGM 2018 re-appoint such three persons to be directors of the Company for another term.

4. Approved to propose that the AGM 2018 consider and approve the determination of the remuneration of the directors and the sub-committee for year 2018 as follows:

Position	Remuneration
<u>Attendance fee</u>	
(1) the director of the Company	Baht 7,500 per person/a meeting
(2) the member of the Audit Committee	Baht 7,500 per person/a meeting
(3) the member of the Nomination and Remuneration Committee	Baht 7,500 per person/a meeting
<u>Monthly Remuneration</u>	
(2) the Chairman of the Board of Directors	Baht 40,000 per person/month
(2) the Chairman of the Audit Committee	Baht 25,000 per person/month
(3) the member of the Audit Committee	Baht 20,000 per person/month
<u>Special remuneration for non-executive directors</u>	
0.8 percent of annual net profits of 2018	
<u>Non-financial remuneration</u>	
Annual check-up and health insurance	

5. Approved to propose that the AGM 2018 consider and approve the appointment of the auditors from PricewaterhouseCoopers ABAS Ltd. to be an auditor of the Company for the fiscal year ended on December 31, 2018 in which any of the following auditors are designated to verify and opine on the Company's financial statement:

1. Amornrat Pearmpoonvatanasuk; Certified Public Accountant (Thailand) No. 4599;
and/or

2. Prasit Yuengsrikul; Certified Public Accountant (Thailand) No. 4 1 7 1 ;
and/or
3. Sa-nga Chokenitisawat; Certified Public Accountant (Thailand) No. 11251.

In the event that the aforementioned auditors are unable to perform their duties, PricewaterhouseCoopers ABAS Ltd. shall designate any of its auditors to be the auditor of the Company.

The meeting of the Board of Directors also approved to propose that the AGM 2018 consider and approve the appointment of the auditors from PricewaterhouseCoopers ABAS Ltd. to be an auditor of a joint venture of Siamrajathanee Co., Ltd. and the Company (the “**Joint Venture Siamrajathanee**”) for the fiscal year ended on December 31, 2018.

In furtherance, it is resolved to approve to propose that the AGM 2018 consider and approve the determination of the auditor fee of the Company, the Joint Venture Siamrajathanee for the fiscal year ended on December 31, 2018 not exceeding the following amounts of the audit fee:

Entity	Audit fee (Baht)
The Company	2,370,000.00
The Joint Venture Siamrajathanee	70,000.00

6. Approved to propose that the AGM 2018 consider and approve the amendment to the Company’s Articles of Association Article 31 to be consistent with the Order of the Head of the National Council for Peace and Order No. 21/2560 Re: Amendments of Laws to Facilitate the Ease of Doing Business, as follows:

Existing Articles of Association	Proposed Articles of Association
<p>Article 31 The board of directors shall convene an Annual General Meeting of Shareholders within four (4) months from the last day of the fiscal year of the Company.</p> <p>All other Annual General Meeting of Shareholders apart from the above shall be called as extraordinary general meetings. The board of directors may convene such a meeting at any time it deems appropriate.</p> <p>Shareholders holding shares in aggregate amounting to no less than one-fifth (1/5) of the total number of issued shares or shareholders of no less than twenty-five (25) persons holding shares of no less than one-tenth (1/10) of the total number of issued shares may submit their names in a request to the board of directors to convene an extraordinary general meeting at</p>	<p>Article 31. The Board of Directors must arrange the annual general meeting of shareholders within four (4) months from the end of the fiscal year.</p> <p>For other shareholders' meeting, shall be extraordinary meeting. The Board of Directors can call an extraordinary shareholders' meeting at any time, as it deems appropriate, <u>or one or more shareholders holding not less than ten (10) percent of the total number of shares sold may together request the Board of Directors to convene an extraordinary shareholders' meeting at any time. However, it is necessary to specify the subject matter and the reasons for requesting the meeting to be clear in the letter. In such cases, the Board of Directors must arrange a meeting of</u></p>

<p>any time, but the reasons for convening such meeting shall be clearly stated in the request. In such event, the board of directors shall convene a Annual General Meeting of Shareholders within one (1) month of the date on which it receives such request from the said shareholders.</p>	<p><u>shareholders within forty-five (45) days from the date of receipt of the letter from the shareholders.</u></p> <p><u>If the Board of Directors does not arrange a meeting within the period specified in the second paragraph, the eligible shareholders may convene such meeting within 45 days from the completion of such 45 day period. The Company is responsible for expenses arising from such meeting as appropriate.</u></p> <p><u>In case that the meeting of shareholders has been convened because the shareholder under third paragraph. If the quorum is not in accordance with Article 33, the shareholders requesting the meeting will be responsible for such expenses to the Company.</u></p>
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7. Approved to fix the schedule of the AGM 2018 on April 26, 2018 at 1.30 p.m., at Bangkok International Trade and Exhibition Centre Room MR211-212 located at No. 88 Bangna Trad Road at km. 1, Bangna, Bangkok with the agenda items set out as follows:

- Agenda 1 Matters to be informed by the Chairman for acknowledgement
- Agenda 2 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No.2/2017;
- Agenda 3 To consider and acknowledge the operating performance of the Company for year 2017;
- Agenda 4 To consider and approve the financial statements and the income statements for the fiscal year ended on December 31, 2017;
- Agenda 5 To consider and approve the allocation of the profits from the operating performance of the Company for the fiscal year ended on December 31, 2017 to be a reserve fund in accordance with the law and the dividend payment for the operating performance of the Company for the fiscal year ended on December 31, 2017;
- Agenda 6 To consider and approve the election of the election of the substitutions for the directors who retire from their terms by rotation;
- Agenda 7 To consider and approve the determination of the remuneration of the directors of the Company and sub-committee for year 2018;
- Agenda 8 To consider and approve the appointment of auditors and the determination of the auditor fee for year 2018;
- Agenda 9 To consider and approve the amendment to the Company's Articles of Association; and
- Agenda 10 Other matters (if any)

8. Approved to fix the recording date for the name list of shareholders who are entitled to attend the AGM 2018 (Record Date) on March 13, 2018.

Please be informed accordingly.

Sincerely yours,

(Mrs Wacharee Atthakorn)

Authorized to sign behalf of the Company