



# **SIAMRAJ PUBLIC COMPANY LIMITED**

## **INVITATION TO THE 2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**APRIL 25, 2019 AT 1.30 P.M.**

**At Bangkok International Trade and Exhibition Centre, Room MR 211-212**

**At no.88 Bangna Trad Road, at KM.1, Bangna, Bangkok**

Refrain to give the gift in accordance with the transparency policy and the guidelines that the good corporate governance. Campaign to reduce / dispense gifts at the Annual General Meeting of Shareholders. Snacks are also provided for the attending shareholders or proxies (1 per person)

March 22, 2019

Re: Invitation to the 2019 Annual General Meeting of Shareholders

To: Shareholders of Siamraj Public Company Limited (the “**Company**”)

- Enclosures:
1. Copy of the Minutes of the 2018 Annual General Meeting of Shareholders;
  2. Annual report for the year 2018, in a form of QR (QR Code) and Copy of the Financial Statement and the Comprehensive Income Statement for the fiscal year ended December 31, 2018;
  3. Profiles of the retired directors who will be nominated to be director for another term;
  4. Articles of Association relating to the meeting of shareholders;
  5. Guideline for the registration, the appointment of proxy, documents and evidences required for attendants to present on the date of the meeting;
  6. Procedure for attendance at the Meeting of Shareholders;
  7. Proxy Forms;
  8. Profiles of the Independent Directors for the appointment of proxy by shareholders and Definition of the Independent Directors;
  9. Map of the venue
  10. QR Code Downloading Procedures for the 2018 Annual Report

The Meeting of the Board of Directors No. 2/2019 held on February 21, 2019 resolved to convene the 2019 Annual General Meeting of Shareholders on April 25, 2019 at 1.30 p.m. (the registration is from 11.00 a.m. onwards), at Bangkok International Trade and Exhibition Centre Room, MR 211 – 212, 2<sup>nd</sup> Floor, located at No. 88 Bangna Trad Road at km. 1, Bangna, Bangkok to consider the following agenda items:

**Agenda 1**                      **Matters to be informed by the Chairman for acknowledgement**

**Remark:**                      This agenda is for acknowledgement and no casting of votes.

**Agenda 2**                      **To consider and adopt the Minutes of the 2018 Annual General Meeting of Shareholders**

**Facts and Rationale:**                      The Company had prepared the Minutes of the 2018 Annual General Meeting of Shareholders held on April 26, 2018 and submitted a copy thereof to the Ministry of Commerce as prescribed by laws. Details are appeared in **Enclosure 1** which has been sent to the shareholders together with this invitation.

**Opinion of the Board of Directors:**                      The Board of Directors sees that the Minutes of the 2018 Annual General Meeting of Shareholders held on April 26, 2018 were correctly and completely recorded and deems appropriate to propose to the shareholders meeting to adopt the said minutes.

**Remark:** Resolution in this agenda shall be adopted by the majority vote of the shareholders attending the meeting and casting their votes.

**Agenda 3**                      **To consider and acknowledge the report of the operating results of the Company for the year 2018**

**Facts and Rationale:**                      The Company has summarized the operating results and the significant changes that occurred during the fiscal year ended December 31, 2018 in the annual report for the year 2018, which has been sent to the shareholders together with this invitation.

**Opinion of the Board of Directors:**                      The Board of Directors deems appropriate to propose to the shareholders meeting to acknowledge the operating results for the year 2019 and the significant changes that occurred during the year 2018, which has been sent to the shareholders with the invitation.

**Remark:**                      This agenda is for acknowledgement and no casting of votes.

**Agenda 4**                      **To consider and approve the financial statement and the comprehensive income statements of the Company for the fiscal year ended December 31, 2018**

**Facts and Rationale:**                      The Company has already prepared the financial statement and income statement for the fiscal year ended December 31, 2018 which have been already audited by the auditor, reviewed by the Audit Committee and approved by the Board of Directors.

In addition, in order to be in accordance with the Section 112 of the Public Limited Company Act B.E. 2535 (as amended) and the Article 39 of the Articles of Association of the Company which prescribes that the Company has to prepare the financial statement and the comprehensive income statement at the end of each fiscal year for proposing to the Annual General Meeting of Shareholders to consider and approve such financial statement, therefore, the Board of Directors deems appropriate to propose to the shareholders meeting to consider and approve the financial statement and the comprehensive income statement for the fiscal year ended December 31, 2018 as detailed in **Enclosure 2** which has been sent to the shareholders together with this invitation.

The key summaries of the financial statement and the comprehensive income statement of the Company and the joint-venture of the Company are appeared as follows:

<b>FINANCIAL HIGHLIGHTS</b>	<b>2017</b>	<b>2018</b>
<b>Balance Sheet (THB in Million)</b>		
Current Assets	1,111.19	1,147.96
Total Assets	1,593.89	1,993.85
Current Liabilities	388.99	552.78
Total Liabilities	415.52	789.15
Shareholders' Equity (Owners of the parent)	1,178.37	1,204.70
<b>Income Statement (THB in Million)</b>		
Revenue from Sale and Service	664.23	882.77
Revenue from Construction work	312.61	894.67
Total Revenue	976.84	1,777.44
Cost and Operating Expenses	973.36	1,745.43
<b>Net Profit (Loss) (Owners of the parent)</b>	<b>36.36</b>	<b>53.23</b>

Opinion of the Board of Directors:

The Board of Directors deems appropriate to propose to the shareholders meeting to consider and approve the financial statement and the comprehensive income statement of the Company for the fiscal year ended December 31, 2018 which have been audited by the auditor, reviewed by the Audit Committee and approved by the Board of Directors. Details are appeared in **Enclosure 2** which has been sent to the shareholders together with this invitation.

**Remark:**

Resolution in this agenda shall be approved by the majority vote of the shareholders attending the meeting and casting their votes.

**Agenda 5**

**To consider and approve the allocation of profits from the operation of the Company for the fiscal year ended December 31, 2018 to be a reserve fund as prescribed by law and the dividend payment from the operation of the Company for the fiscal year ended December 31, 2018**

Facts and Rationale:

According to Section 116 of the Public Limited Company Act B.E. 2535 (as amended) and Article 45 of the Articles of Association of the Company which specifies that the Company must allocate its annual net profit in the amount of not less than five percent of the total net profit of the year deducting by the



accumulated loss (if any) until this reserve fund attains an amount of not less than 10 percent of the registered capital.

In this regard, the Company currently has a registered capital of THB 338,350,000 and has a reserve fund before dividend payment of THB 18,627,857.08, equivalent to 5.51 percent of the registered capital of the Company, which is less than 10 percent of the registered capital of the Company. Pursuant to the operating results of the Company for the fiscal year ended December 31, 2018 appeared in the separate financial statement of the Company, the Company has a net profit of THB 66,538,837.78, equivalent to THB 0.0983 per share. Therefore; the Board of Directors deems appropriate to propose to the shareholders meeting to consider and approve the allocation of profit from the operation of the Company for the fiscal year ended December 31, 2018 in the amount of THB 3,326,941.89 equivalent to 5 percent of the net profit under the separate financial statement of the Company for the fiscal year ended December 31, 2018 to be a reserve fund. After such allocation of profit to be a reserve fund, the Company shall have a reserve fund of THB 21,954,798.97 equivalent to 6.49 percent of the registered capital of the Company.

In addition, as the Company has a net profit from the operating results during the fiscal year ended December 31, 2018, after deducting the corporate income tax and reserve fund as specified by law, in an amount of THB 63,211,895.89 and does not have any accumulated loss, the Board of Directors deems appropriate to propose to the shareholders meeting to consider and approve the payment of dividend from the operating results of the Company for the fiscal year ended December 31, 2018 to the shareholders in the amount of not exceeding THB 43,308,800.00, or equal to THB 0.064 (6.4 Satang) per share, equivalent to 65.09 percent of the net profit under the separate financial statement of the Company after deducting the corporate income tax. In this regard, such dividend payment is in compliance with the dividend payment policy of the Company in which specified that the Company shall distribute the dividend in the amount of not less than 40 percent of the net profit after deducting corporate tax income and reserve fund as prescribed by law.

In this regard, the Company shall pay the dividend for the fiscal year ended December 31, 2018 to the shareholders of the Company whose name appeared in the shareholders register book on March 12, 2019 which is the date to determine the name of the shareholders who shall be eligible to receive the final dividend (Record Date). In this regard, the Company shall pay the dividend on May 24, 2019.

The comparisons of the dividend payment rate of the Company for the fiscal year ended December 31, 2018 and December 31, 2017 are detailed as follows:

Details of the dividend payment	Fiscal year ended December 31, 2018 (proposed)	Fiscal year ended December 31, 2017
1. Net profit (Loss) (THB per share) <sup>1</sup>	0.0983	0.0575
2. Total Issued shares of the Company (Shares)	676,700,000	676,700,000
3. Dividend per share (THB)	0.064	0.045
4. Total dividend (THB)	43,308,800	30,451,500
5. Dividend payment ratio (percent)	65.09	86.45

However, such dividend payment is uncertain and shall not be distributed until it has been approved by the shareholders meeting of the Company.

Remark 1. The weighted average number of shares used for the calculation of profit per share for the year 2018 and 2017 equal to 676,700,000.00 shares and 612,783,333.33 shares respectively.

**Opinion of the Board of Directors:**

The Board of Directors deems appropriate to propose to 2019 Annual General Meeting of shareholders to consider and approve the allocation of profit from the operating results of the Company for the fiscal year ended December 31, 2018 as follows:

1. To approve the allocation of profit from the operation of the Company for the fiscal year ended December 31, 2018 as a legal reserve in the amount of 3,326,941.89.
2. To approve the dividend payment for the fiscal year ended December 31, 2018 in the amount of not exceeding THB 43,308,800 equivalent to THB 0.064 (6.4 Satang) per share.

**Remark:**

Resolution in this agenda shall be approved by the majority vote of the shareholders attending the meeting and casting their votes.

## **Agenda 6**

### **To consider and approve the election of the Directors to replace those who completed the term**

#### **Facts and Rationale:**

The Section 71 of the Public Limited Company Act B.E. 2535 (as amended) and Clause 17 of the Articles of Association of the Company prescribes that, in each Annual General Meeting of shareholders, one-third of the total number of the directors must retire by rotation. In the case that the number of directors cannot be divided into 3 proportions, the number of directors closest to one-third shall retire. Directors retiring by rotation may be re-elected.

In this regard, there are 3 directors who will retire by rotation at the 2019 Annual General Meeting, namely:

Name of directors who shall be retired by rotation	Position	Number of Board of Directors' meeting attendance in year 2018	Number of Subcommittee meeting attendance in year 2018	Term of directorship of the Company
Mr.Kiat Vimolchalao	Director	9/9	16/16	4
Mrs. Wacharee Atthakorn	Director	8/9	13/16	4
Mr. Bunprasit Tangchaisuk	Director/ Member of the Audit Committee/ Member of the Nomination and Remuneration Committee	9/9	5/5	4

In this regard, the Nomination and Remuneration Committee (excluding the directors who will retire by rotation) has considered the qualifications of the directors who will retire by rotation in the 2019 Annual General Meeting of Shareholders and has the opinion that such 3 directors are knowledgeable, experienced and skilful which will benefit the Company's operations and have full qualification as well as do not possess any prohibited characteristics under the Public Limited Company Act B.E. 2535 (as amended), the Securities and Exchange Act B.E. 2535 (as amended) and other relevant regulations. Moreover, the person who will hold the position of Independent Director also possesses the qualifications of the Independent Director as prescribed in the definition of the Independent Directors of the Company, which is equal to the definition prescribed in the regulation of the Office of the Securities and Exchange Commission (the "SEC") and the SET, as appeared in **Enclosure 8**

Therefore, the Board of Directors deems appropriate to propose to the shareholders meeting to consider and elect all 3 retired directors to be the Directors of the Company for another term. In this regard, information of the directors who will retire by rotation and will be nominated to be directors of the Company for another term are appeared in **Enclosure 3** which has been sent to the shareholders with the invitation.

In addition, the Company has presented the opportunity to the shareholders of the Company to nominate the director candidates to be elected in the 2019 Annual General Meeting of Shareholders during 5 to 25 January, 2019. Nonetheless, no shareholder nominated a director candidate for election in this meeting.

Opinion of the  
Board of Directors:

The Board of Directors deems appropriate to propose to the shareholders meeting to consider and elect the following 3 retired Directors to be the Directors of the Company for another term:

- |                              |          |  |
|------------------------------|----------|--|
| 1. Mr. Kiat Vimolchalao      | Position | Director   |
| 2. Mrs. Wacharee Atthakorn   | Position | Director   |
| 3. Mr. Bunprasit Tangchaisuk | Position | Director/Member of the<br>Audit Committee/ Member<br>of the Nomination and<br>Remuneration Committee |

**Remark:**

Resolution in this agenda shall be approved by the majority vote of the shareholders attending the meeting and casting their votes. (in consideration of appointing directors to replace those who retire by rotation, the Company shall propose to consider and approve on person-by-person basis.)

**Agenda 7**

**To consider and approve the remunerations of the Directors and Subcommittee of the Company for year 2019**

Facts and Rationale:

According to Section 90 of the Public Limited Company B.E. 2535 (as amended) and Article 22 of the Articles of Association of the Company, the directors of the Company are eligible to receive remuneration from the Company in the form of reward, meeting allowance, per diem, bonus or and in other forms as decided by the shareholders meeting. In addition, such distribution of remuneration shall be specified in a fixed amount, or in principle, or prescribe the remuneration criteria applicable from time to time or applicable until the shareholders meeting resolves to change. Moreover, the directors shall be entitled to receive any other welfare according to the Company's rule.

In this regard, the Nomination and Remuneration Committee has considered the propriety of the remuneration of the Board of Directors and the Subcommittee of the Company by thoroughly considering on various factors, i.e.; the operating results of the Company, size of the Company's business and duties and responsibilities of the Board of Directors and Subcommittee of the company, by comparing with the remuneration rate of the businesses that are in the same industry as the Company and have similar sizes as the Company. After due consideration, the Board of Directors deems appropriate to propose to the shareholders meeting to consider and determine the remunerations of the Directors and Subcommittee of the Company for year 2019 as follows:

Position	Remuneration
<b><u>Meeting Allowance</u></b>	
(1) Director of the Company	THB 7,500 per person/meeting
(2) Member of the Audit Committee	THB 7,500 per person/meeting
(3) Member of the Nomination and Remuneration Committee	THB 7,500 per person/meeting
<b><u>Monthly Remuneration</u></b>	
(1) Chairman of the Board of Directors	THB 40,000 per person/month
(2) Chairman of the Audit Committee	THB 25,000 per person/month
(3) Member of the Audit Committee	THB 20,000 per person/month
<b><u>Special remuneration for the Directors who are not members of the Executive Committee</u></b>	
0.80 percent of the net profit and loss for the year 2018 (not including any item which did not derive from the normal operations of the Company, i.e. Share Base Payment). In this regard, all of the aforementioned Directors will receive the special remuneration in equal amounts.	
<b><u>Non-monetary remuneration</u></b>	
Annual medical examination, Health insurance	

In this regard, the comparison of the remunerations of the Board of Directors and the Subcommittee of the Company for the year 2019 and 2018 are detailed as follows:

Position	2019 (proposed)	2018
<b><u>Meeting Allowance</u></b>		
(1) Director of the Company	THB 7,500 per person/meeting	THB 7,500 per person/meeting
(2) Member of the Audit Committee	THB 7,500 per person/meeting	THB 7,500 per person/meeting

Position	2019 (proposed)	2018
(3) Member of the Nomination and Remuneration Committee	THB 7,500 per person/meeting	THB 7,500 per person/meeting
<b><u>Monthly Remuneration</u></b>		
(1) Chairman of the Board of the Directors	THB 40,000 per person/month	THB 40,000 per person/month
(2) Chairman of the Audit Committee	THB 25,000 per person/month	THB 25,000 per person/month
(3) Member of the Audit Committee	THB 20,000 per person/month	THB 20,000 per person/month
<b><u>Special remuneration for the Directors who are not members of the Executive Committee</u></b>	0.80 percent of the net profit and loss for the year 2018 (not including any item which did not derive from the normal operations of the Company, i.e. Share Base Payment). In this regard, all of the aforementioned Directors will receive the special remuneration in equal amounts.	0.80 percent of the net profit and loss for the year 2017 (not including any item which did not derive from the normal operations of the Company, i.e. Share Base Payment). In this regard, all of the aforementioned Directors will receive the special remuneration in equal amounts.
<b><u>Non-monetary remuneration</u></b>	Annual medical examination, Health insurance	Annual medical examination, Health insurance

Opinion of the Board of Directors:

The Board of Directors deems appropriate to propose to the shareholders meeting to consider and approve the remunerations of the Directors and Subcommittees of the Company for the year 2019 as detailed above.

**Remark:**

Resolution in this agenda shall be approved by at least two-thirds of the total votes of the shareholders attending the meeting.

#### **Agenda 8**

**To consider and approve the appointment of the auditors and the determination of the audit fee for year 2019**

**Facts and Rationale:**

Section 120 of the Public Limited Company B.E. 2535 (as amended) prescribes that the Annual General Meeting of Shareholders must appoint the auditors and determines the audit fee of the Company every fiscal year.

In this regard, the Board of Directors deems appropriate to propose to the shareholders meeting to consider and approve the appointment of auditors from PricewaterhouseCoopers ABAS Ltd to be auditors of the Company for the fiscal year ending December 31, 2019 in which any of the following auditors are being authorized to review and give opinion on the Company's financial statement, namely:

1. Sa-nga Chokenitisawat; Certified Public Accountant (Thailand) No. 11251.  
; and/or
2. Prasit Yuengsrikul; Certified Public Accountant (Thailand) No. 4174; and/or
3. Pongthavee Ratanakoses; Certified Public Accountant (Thailand) No. 7795

In the case that the aforementioned auditors are unable to perform their duties, PricewaterhouseCoopers ABAS Ltd. shall have the authority to appoint any of its auditors to be the auditor of the Company.

Moreover, the Board of Directors deems appropriate to propose to approve the appointment of the auditors from PricewaterhouseCoopers ABAS Ltd. to be an auditor of a Subsidiaries and the Company (the "Subsidiaries") for the fiscal year ended on December 31, 2019.

In addition, the Board of Directors also deems appropriate to propose to the shareholders meeting to consider and approve the determination of the auditor fee of the Company and the Subsidiaries for the fiscal year ended on December 31, 2019 in the amount of not exceeding the following amounts:

Entity	Audit fee (THB)
The Company	2,390,000
The Subsidiaries	1,540,000
Total	3,930,000

The aforementioned audit fee does not include other service fee (Non-audit fee).

In this regard, the comparison of the auditor fee of the Company for the year 2019 and 2018 are detailed as follows:

Auditor Fee	2019 (proposed)	2018
Auditor Fee of the Company and the Subsidiaries	In the amount of not exceeding THB 3,930,000	In the amount of not exceeding THB 2,440,000

Referring to the selection of auditors for the year 2019 as mentioned above, the Audit Committee of the Company has selected the auditors based on the qualifications, working experience, and audit fee and has the opinion that PricewaterhouseCoopers ABAS Ltd. is an independent audit office and skillful in auditing. In addition, such 3 auditors do not have any relation or any interest in the Company, subsidiaries of the Company, directors, executives, major shareholders or his/her related persons.

**Opinion of the Board of Directors:**

The Board of Directors deems appropriate to propose to the shareholders meeting to consider and approve the appointment of the auditors from PricewaterhouseCoopers ABAS Ltd. to be the auditors of the Company and the Subsidiaries for the fiscal year ended December 31, 2019 and determine the audit fee of the Company and the Subsidiaries for the fiscal year ended December 31, 2019 as detailed above.

**Remark:**

Resolution in this agenda shall be approved by the majority vote of the shareholders attending the meeting and casting their votes.

**Agenda 9**

**Other matters (if any)**

In addition, the Company had published the letter convening the shareholders meeting attached with the enclosures on the Company's website at [www.siamrajplc.com](http://www.siamrajplc.com) since March 25, 2019. The Company, therefore, hereby invites all shareholders to attend the 2019 Annual General Meeting of Shareholders, on April 25, 2019, at 01.30 p.m., at Bangkok International Trade and Exhibition Centre Room MR 211 – 212, 2nd Floor located at No. 88 Bangna Trad Road at km. 1, Bangna, Bangkok. The map of the venue is set out in **Enclosure 9**.

In the event that shareholders are unable to attend the meeting and would like to appoint a proxy, the shareholders shall use either Proxy Form A or Proxy Form B. In the event that foreign shareholders would like to appoint a custodian, such shareholders shall use Proxy Form C, as set out in **Enclosure 7**.

To protect the rights and benefits of shareholders who are unable to attend the meeting and who would like to appoint the Independent Director of the Company as their proxy to attend the meeting and cast votes on their behalf, the shareholder can grant a proxy by using Proxy Form B as appeared in the **Enclosure 7**, stating the name of the independent directors as listed and detailed in **Enclosure 8**, then submit the form attached with support documentation, as detailed in **Enclosure 5**, to the Investor Relations Department, Siamraj Public Company Limited, 289/9 Moo10 Old Railway Road, Samrong, Phrapradaeng Samut Prakarn 10130, Telephone No. 02-7435010 Ext. 5400. Furthermore, in order for the Company to facilitate the verification of the documents, please submit all documentation to the Company by April 18, 2019.



It is recommended that the shareholders study the guidelines for registration, for appointing a proxy, and the documentations and evidence required to be presented on the meeting date as set out in **Enclosure 5**, as well as the details on procedures for attendance at the Meeting of Shareholders as set out in **Enclosure 6**. The Company will conduct the meeting in accordance with the Articles of Association of the Company, Chapter 6, the Meeting of Shareholders, as set out in **Enclosure 4**.

In order to facilitate the rapidity of the registration of attendees at the 2019 Annual General Meeting of Shareholders, the Company will allow the shareholder and proxies to register their names from 11.00 a.m. on the date of the meeting, at Bangkok International Trade and Exhibition Centre Room MR 211 – 212, 2nd Floor located at No. 88 Bangna Trad Road at km. 1, Bangna, Bangkok. Furthermore, since the Company will use the barcode system in the registration and counting of votes at this meeting, the shareholders and proxies are required to present the *registration form* on the date of the meeting along with other documentations as detailed in **Enclosure 5**.

In addition, the Company has set the date for determining the names of shareholders who shall have the right to attend the 2019 Annual General Meeting of Shareholders on March 12, 2019 (the Record Date).

The Shareholders are cordially invited to attend the Meeting on the date, time, and at the venue as specified above.

Sincerely yours,



(Mr.Roj Burusratanabhand)

(Deputy Chairman of the Board of Directors)

Siamraj Public Company Limited.

## Siamraj Public Company Limited

### Minutes of the 2018 Annual General Meeting of Shareholders

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#### **Date, time and venue**

The meeting was held on April 26, 2018 at 1.30 p.m., at Room MR 211 – 212, Bangkok International Trade and Exhibition Centre, 2<sup>nd</sup> Floor, No. 88 Bangna Trad Road at km. 1, Bangna, Bangkok.

#### **Commencement of the meeting**

Miss Achiraya Rabiebnaweenurak, the conductor of the Meeting (the “**Conductor**”) informed that Mr. Roj Burusratanabhand the chairman of the board of director could not attend this meeting. To be in line with the Article 34 of the Articles of Association which specified that The Chairman of the board of directors shall be the chairman of the shareholders’ meeting. In case that the Chairman of the board of the director is not present or is unable to perform his/her duty, the vice chairman shall act as the chairman of the shareholders’ meeting. If the vice chairman is not present or is unable to perform his/her duty, a shareholder shall be elected to be the chairman of the shareholders’ meeting. The Conductor asked the shareholder to elect the chairman of the meeting. Mr Chatchawan Jetjumnongkit has nominated Mr. Kiat Vimolchalao as chairman of the meeting. The Meeting unanimously resolved to elect Mr. Kiat Vimolchalao as chairman of the meeting.

Mr. Kiat Vimolchalao acted as the Chairman of the 2018 Annual General Meeting of Shareholders (“**Chairman**”) and the Conductor introduced the directors, executives and the advisors of Siamraj Public Company Limited (the “**Company**”) attending today’s meeting as follows:

#### **The attending directors**

- |                                 |   |
|---------------------------------|---|
| 1. Mr. Bunprasit Tangchaisuk    | Director, Independent Director, Member of Audit Committee and Member of the Nomination and Remuneration Committee     |
| 2. Mr. Pongnimit Dusitnitsakul  | Director, Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee |
| 3. Mr. Kiat Vimolchalao         | Chief Executive Officer, Director, Chairman of the Executive Committee and Chairman of the Risk Management Committee  |
| 4. Mrs. Udomporn Jiranapakulwat | Chief Financial Officer, Director, Executive Director and Member of the Risk Management Committee                     |
| 5. Mrs. Wacharaporn Vimolchalao | Chief Procurement Officer, Director, Executive Director and Member of the Risk Management Committee                   |
| 6. Mrs. Wacharee Atthakorn      | General Manager, Director, Executive Director, Member of the Risk Management Committee and Company Secretary          |

**Non-attending Directors**

Mr. Roj Burusratanabhand

Director, Independent Director, Chairman of the Audit Committee and Chairman of the Nomination and Remuneration Committee

**Other attendees**

**Executives in 3 business groups**

1. Mr.Nopparit Phoomtrakul

Business Unit Manager Metering and Pipeline Transmission Business Unit

2. Mr.Kosol Sombatsiri

Business Unit Manager Energy Business Unit

3. Mr.Warawut Waisalee

Business Unit Manager Engineered Pumps and Systems Business Unit

**Attending Advisors**

**Auditor**

Mr. Sa-Nga Chokenitisawat

PriceWaterhouse Coopers ABAS Limited

**Legal advisors**

Miss Poonsook Pornpathananangoon

Kudun and Partners Limited

The Conductor informed the Meeting of the general details of the capital and shares of the Company on the Book Closing date, March 13, 2018 that the Company has the total registered capital of Baht 338,350,000 divided into 676,700,000 shares with paid-up capital of Baht 338,350,000, divided into 676,700,000 shares, at the par value of Baht 0.50 per share.

At today's Meeting, there are 62 shareholders and proxies attended the 2018 Annual General Meeting holding an aggregate of 550,669,913 shares or equivalent to 81.38 percent of the total issued shares of the Company. (At the beginning of the Meeting, there were 55 shareholders attending the Meeting in person and by proxy with 550,262,305 shares in aggregate, equivalent to 81.32 percent of the issued shares of the Company.) A quorum was, therefore, duly constituted as specified by law and the Company's Articles of Association in which stated that there must be not less than 25 shareholders attending a meeting in person and by proxy (if any) or not less than one-half of the total number of shareholders attending the meeting, and they must collectively hold not less than one-third of the total issued shares of the Company.

In this regard, before proceeding with the agendas, the Conductor informed that the Company used the barcode system for the registration and vote counting, and further informed the protocols on voting and vote counting as well as the criteria of voided cards. Moreover, in each agenda, the Shareholders will be able to ask questions or express opinions regarding the matter of such agenda.

The Conductor asked the Chairman to declare the Meeting opened and proceeded the Meeting in accordance with the agenda items as specified in the invitation as follows:

**Agenda 1**      **Matters to be informed by the Chairman for acknowledgement**

Mr. Kiat Vimolchalao as the representative of the board of director thanks to the shareholders for the support and encouragement throughout the company.

The Conductor gave the shareholders an opportunity to inquire and comment on this agenda. However, no shareholders inquire or comment on this agenda.

**Remark:**      this agenda is for acknowledgement and will be no casting of votes.

**Agenda 2**      **To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2017**

The Conductor informed the Meeting that the Company had prepared the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2017 held on October 3, 2017. Details are appeared in **Enclosure 1** (*Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2017*) which has been sent to the shareholders together with the invitation. Whereby the Board of Directors saw that such Minutes were correctly and completely recorded and deemed appropriate to propose to the shareholders meeting to adopt the said minutes.

The Conductor gave the shareholders an opportunity to inquire and comment on this agenda. However, no shareholders inquire or comment on this agenda. Therefore, the Conductor requested the Meeting to cast their votes.

**Resolution of the Meeting**

The meeting has considered and resolved to adopt the minutes of the Extraordinary General Meeting No. 2/2017, held on October 3, 2017, with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	550,366,405	100.0000
Disapprove	0	0.0000
Abstain	0	-
Voided Voting Card(s)	0	0.0000
Total (58 persons)	550,366,405	-

- Remark:**
1. Resolution in this agenda shall be adopted by the majority votes of the Shareholders attending the Meeting and casting their votes.
  2. In this agenda, there are additional shareholders attending the meeting compared to the beginning of the Meeting holding the aggregate of 104,100 shares, with 104,100 votes. Therefore, the total votes of shareholders in this agenda equal to 550,366,405 votes.

**Agenda 3      To consider and acknowledge the operating results of the Company for the year 2017**

The Conductor asked Mr. Kiat Vimolchalao, Chief Executive Officer, to report to the Meeting regarding the details of operating results of the Company for the year 2017.

In this regard, Mr. Kiat Vimolchalao reported the summary of operating results and significant changes in the year 2017 to the Meeting for acknowledgement. Details are appeared in **Enclosure 2** (*Annual report for the year 2017*) which has been sent to shareholders together with the invitation.

**The summary of Operating results**

		2015	2016	2017
Total Revenues	Million Baht	1,616.63	1,326.37	976.84
Net profit for the period	Million Baht	67.44	101.81	36.36
Gross profit rate	Percent	9.92	15.88	18.11
Net profit rate	Percent	3.97	7.34	3.60
Basic earnings per share (Baht)	Baht	0.1400	0.1697	0.0593

**Profit and Loss Statement**

	2016	2017	Change %
Total Revenues	1,326.37	976.84	(26.35)
Gross profit	210.58	176.86	(16.01)
Gross profit rate	15.88 %	18.11 %	2.23
Selling and management cost	(144.90)	(159.66)	10.19
Net profit	101.81	36.36	(64.29)
Net profit rate	7.34 %	3.60 %	(3.73)
EBITDA	146.35	67.29	(54.02)

The Conductor gave the shareholders an opportunity to inquire and comment on this agenda. However, no shareholders inquire or comment on this agenda.

**Remark:** this agenda is for acknowledgement and will be no casting of votes.

#### **Agenda 4**

#### **To consider and approve the financial statement and the comprehensive income statements of the Company for the fiscal year ended December 31, 2017**

The Conductor asked Mr. Kiat Vimolchalao, Chief Executive Officer, to report the details of the financial statement and the income statements of the Company for the fiscal year ended December 31, 2017 to the Meeting.

Mr. Kiat Vimolchalao reported that Section 112 of the Public Limited Company Act B.E. 2535 (as amended) (“**Public Company Act**”) and the Article 39 of the Articles of Association of the Company prescribes that the Company has to prepare the financial statement and income statement at the end of each fiscal year for proposing to the Annual General Meeting of shareholders to consider and approve such financial statement, it is then deemed appropriate to propose that the financial statements for the fiscal year ended December 31, 2017 be considered and approved with the details in **Enclosure 2** which was sent to the Shareholders together with the invitation.

<b>Financial Highlights</b>	<b>2016</b>	<b>2017</b>
<b>Balance Sheet (Million Baht)</b>		
Current Assets	1,132.5	1,111.2
Total Assets	1,378.8	1,593.9
Current Liabilities	406.4	389.0
Total Liabilities	426.7	415.5
Shareholders' Equity	952.0	1,178.4
<b>Income Statement (Million Baht)</b>		
Revenue from Sale and Service	791.4	664.2
Revenue from Construction work	534.9	312.6
Total Revenue	1,326.4	976.8
Cost and Operating Expenses	1,263.5	962.2
Loss on Impairment of Building and Equipment	-	-

Financial Highlights	2016	2017
Expenses from Shared-Based Payment	-	-
Loss from Discontinued Operation	-	-
Net Profit (Loss)	104.3	35.60

The Conductor then gave the shareholders an opportunity to inquire and comment on this agenda. However, no shareholders inquire or comment on this agenda. Therefore, the Conductor requested the meeting to cast their votes.

#### **Resolution of the Meeting**

The meeting has considered and resolved to approve the financial statement and the comprehensive income statements of the Company for the fiscal year ended December 31, 2017, with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	550,366,405	100.0000
Disapprove	0	0.0000
Abstain	0	-
Voided Voting Card(s)	0	0.0000
Total (58 persons)	550,366,405	-

**Remark:** Resolution in this agenda shall be approved by the majority votes of the Shareholders attending the meeting and casting their votes.

#### **Agenda 5**

**To consider and approve the allocation of profits from the operation of the Company for the fiscal year ended December 31, 2017 to be a reserve fund as prescribed by law and the dividend payment from the operation of the Company for the fiscal year ended December 31, 2017**

The Conductor informed the Meeting that Section 116 of the Public Company Act and Article 45 of the Articles of Association of the Company specify that the Company must allocate its annual net profit in the amount of not less than 5 percent of the total net profit of the year deducting by the accumulated losses (if any) until this reserve fund attains an amount of not less than 10 percent of the registered capital.

In this regard, the Company currently has a registered capital of Baht 338,350,000 and has a reserve fund before dividend payment of Baht 16,866,697.08, equivalent to 4.98 percent of the registered capital of the Company, which is less than 10 percent of the registered capital of the Company. Pursuant to the operating results of the Company for the fiscal year ended December 31, 2017 appeared in the separate financial statement of the

Company, the Company has a net profit of Baht 35,223,195.87, equivalent to Baht 0.0575 per share. Therefore; the Board of Directors deems appropriate to propose to the shareholders meeting to consider and approve the allocation of profit from the operation of the Company for the fiscal year ended December 31, 2017 in the amount of Baht 1,761,160.00 equivalent to 5 percent of the net profit under the separate financial statement of the Company for the fiscal year ended December 31, 2017 to be a reserve fund. After such allocation of profit to be a reserve fund, the Company shall have a reserve fund of Baht 18,627,857.08 equivalent to 5.51 percent of the registered capital of the Company.

In addition, as the Company has a net profit from the operating results during the fiscal year ended December 31, 2017, after deducting the corporate income tax and reserve fund as specified by law, in an amount of Baht 35,225,195.87 and does not have any accumulated loss, the Board of Directors deems appropriate to propose to the shareholders meeting to consider and approve the payment of dividend from the operating results of the Company for the fiscal year ended December 31, 2017 to the shareholders in the amount of not exceeding Baht 30,451,000, or equal to Baht 0.045 (4.50 Satang) per share, equivalent to 86.45 percent of the net profit under the separate financial statement of the Company after deducting the corporate income tax. In this regard, such dividend payment is in compliance with the dividend payment policy of the Company in which specified that the Company shall distribute the dividend in the amount of not less than 40 percent of the net profit after deducting corporate tax income and reserve fund as prescribed by law.

In this regard, the Company shall pay the dividend for the fiscal year ended December 31, 2017 to the shareholders of the Company whose name appeared in the shareholders register book on March 13, 2018 which is the date to determine the name of the shareholders who shall be eligible to receive the final dividend (Record Date).

In this regard, the Company shall pay the dividend on May 24, 2018. The comparisons of the dividend payment rate of the Company for the fiscal year ended December 31, 2017 and December 31, 2016 are detailed as follows:

Details of the dividend payment	Fiscal year ended December 31, 2017 (proposed)	Fiscal year ended December 31, 2016
1. Net profit (Loss) (THB per share) <sup>1</sup>	0.0575	0.14
2. Total Issued shares of the Company (Shares)	676,700,000	600,000,000
3. Dividend per share (THB)	0.045	0.12
4. Total dividend (THB)	30,451,500	72,000,000
5. Dividend payment ratio (percent)	86.45	84.74

**Remark** <sup>1</sup>The weighted average number of shares used for the calculation of profit per share for the year 2017 and 2016 equal to 612,783,333.33 shares and 600,000,000 shares respectively.

The Conductor gave the shareholders an opportunity to inquire and comment on this agenda. However, no shareholders inquire or comment on this agenda. Therefore, the Conductor requested the meeting to cast their votes



**Resolution of the Meeting**

The meeting has considered and resolved to approve the allocation of profits from the operation of the Company for the fiscal year ended December 31, 2017 to be a reserve fund as prescribed by law and the dividend payment from the operation of the Company for the fiscal year ended December 31, 2017 with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	550,596,405	100.0000
Disapprove	0	0.0000
Abstain	0	-
Voided Voting Card(s)	0	0.0000
Total (59 persons)	550,596,405	-

- Remark:**
1. Resolution in this agenda shall be approved by the majority votes of the Shareholders attending the meeting and casting their votes.
  2. In this agenda, there are additional shareholders attending the meeting compared to the beginning of the Meeting holding the aggregate of 230,000 shares, with 230,000 votes. Therefore, the total votes of shareholders in this agenda equal to 550,596,405 votes.

**Agenda 6****To consider and approve the election of the Directors to replace those who completed the term**

The Conductor informed the Meeting that Section 71 of the Public Company Act and Clause 17 of the Articles of Association of the Company prescribes that in each Annual General Meeting of shareholders, one-third of the total number of the directors must retire by rotation. In the case that the number of directors cannot divide into 3 proportions, a number of directors closest to one-third shall retire. Directors retiring by rotation may be re-elected.

In this regard, there are 3 directors who will retire by rotation at the 2018 Annual General Meeting, namely:

Name of directors who shall be retired by rotation	Position	Number of Board of Directors' meeting attendance in the year 2016	Number of Subcommittee meeting attendance in the year 2016	Term of directorship of the Company
1. Mrs. Udomporn Jiranapakulwat	Director	10/10	16/16	3
2. Mrs. Wacharaporn Vimolchalao	Director	10/10	15/16	3
3. Mr. Pongnimit Dusitnitsakul	Director/ Member of the Audit Committee/ Member of the Nomination and Remuneration Committee	10/10	6/6	3

In this regard, the Nomination and Remuneration Committee (excluding the directors who will retire by rotation) has considered the qualification of the directors who will retire by rotation in the 2017 Annual General Meeting of shareholders and has an opinion that such 3 directors are knowledgeable, experienced and skilful which will benefit to the Company's operations and have full qualification and do not have any prohibited characteristics under the Public Company Act, the Securities and Exchange Act B.E. 2535 (as amended) and other relevant regulations. Moreover, for the person who will take a position of Independent Director also possesses the qualifications of the Independent Director as prescribed in the definition of the Independent Directors of the Company, which is equal to the definition prescribed in the regulation of the Office of the Securities and Exchange Commission (the "SEC") and the SET, as appeared in **Enclosure 9** (*the Definition of the Independent Directors*) which has been sent to shareholders together with the invitation.

Therefore, it is deemed appropriate to propose to the shareholders to consider and elect all 3 retired directors to be the Directors of the Company for another term. In this regard, details are appeared in **Enclosure 3** (*Profiles of the retired directors who will be nominated to be director for another term*) which has been sent to the shareholders with the invitation.

Then, the Conductor gave the shareholders an opportunity to inquire and comment on this agenda. However, no shareholders inquire or comment on this agenda. Therefore, the Conductor requested the meeting to cast their votes. In this regard, the election of each director shall be conducted individually and separately.

**Resolution of the Meeting**

The meeting has considered and resolved to elect the directors to replace those who completed their term at the 2018 Annual General Meeting of Shareholders, detailed as follows:

1. Approved to appoint Mrs. Udomporn Jiranapakulwat to be a director of the Company, with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	550,669,705	100.0000
Disapprove	0	0.0000
Abstain	0	-
Voided Voting Card(s)	0	0.0000
Total (61 persons)	550,669,705	100.0000

2. Approved to appoint Mrs. Wacharaporn Vimolchalao to be a director of the Company, with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	550,669,705	100.0000
Disapprove	0	0.0000
Abstain	0	-
Voided Voting Card(s)	0	0.0000
Total (61 persons)	550,669,705	100.0000

3. Approved to appoint Mr. Pongnimit Dusitnitsakul to be a director of the Company, Member of the Audit Committee and Member of the Nomination and Remuneration Committee, with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	550,669,705	100.0000
Disapprove	0	0.0000
Abstain	0	-

Voided Voting Card(s)	0	0.0000
Total (61 persons)	550,669,705	100.0000

- Remark:**
1. Resolution in this agenda shall be approved by the majority votes of the Shareholders attending the meeting and casting their votes.
  2. In this agenda, there are additional shareholders attending the meeting compared to the beginning of the Meeting holding the aggregate of 73,300 shares, with 73,300 votes. Therefore, the total votes of shareholders in this agenda equal to 550,669,705 votes.

**Agenda 7****To consider and approve the remuneration of the Directors and Subcommittee of the Company for the year 2018**

The Conductor then informed that Section 90 of the Public Company Act and the Articles of Association of the Company specified that the directors of the Company are eligible to receive the remuneration from the Company in a form of cash, reward, meeting allowance, per diem, bonus or in other forms as decided by the shareholders' meeting. In addition, such distribution of remuneration shall be specified in a fixed amount or in principle or prescribe the remuneration criteria applicable from time to time or applicable until the shareholders' meeting resolves to change. Moreover, the directors shall be entitled to receive any other welfare according to the Company's rule.

In this regard, the Nomination and Remuneration Committee has considered the propriety of the remuneration of the Board of Directors and the Subcommittee of the Company by thoroughly considering on various factors, i.e.; the operation result of the Company, size of the Company's business and duties and responsibilities of the Board of Directors and Subcommittee of the company, and comparing with the remuneration rate of the businesses that are in the same industry as the Company and have the similar size as the Company. After due consideration, the Nomination and Remuneration Committee deemed appropriate to propose to the Shareholders Meeting to consider and determine the remuneration of the Board of Directors and the Sub-Committee of the Company for year 2018 as follows:

Position	Remuneration
<b><u>Meeting Allowance</u></b>	
(1) Director of the Company	Baht 7,500 per person/meeting
(2) Member of the Audit Committee	Baht 7,500 per person/meeting
(3) Member of the Nomination and Remuneration Committee	Baht 7,500 per person/meeting

Position	Remuneration
<b><u>Monthly Remuneration</u></b>	
(1) Chairman of the Board	Baht 40,000 per person/month
(2) Chairman of the Audit Committee	Baht 25,000 per person/month
(3) Member of the Audit Committee	Baht 20,000 per person/month
<b>Special remuneration for the Directors who are not members of the Executive Committee</b>	
0.80 percent of the net profit and loss for the year 2017 (not including any item which did not derive from the normal operations of the Company, i.e. Share Base Payment). In this regard, all of the aforementioned Directors will receive the special remuneration in equal amounts.	
<b>Non-monetary remuneration</b>	
Annual medical examination, Health insurance	

Then, the Conductor gave the shareholders an opportunity to inquire and comment on this agenda. However, no shareholders inquire or comment on this agenda. Therefore, the Conductor requested the meeting to cast their votes.

#### **Resolution of the Meeting**

The meeting has considered and resolved to approve the remuneration of the Directors and Subcommittee of the Company for the year 2017 with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	550,669,913	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
Voided Voting Card(s)	0	0.0000
Total (62 persons)	550,669,913	100.0000

- Remark:**
1. Resolution in this agenda shall be approved by at least two-third of the total votes of the shareholders attending the meeting.
  2. In this agenda, there are additional shareholders attending the meeting compared to the beginning of the Meeting holding the aggregate of 208 shares, with 208 votes. Therefore, the total votes of shareholders in this agenda equal to 550,669,913 votes.

**Agenda 8****To consider and approve the appointment of the auditors and the determination of the audit fee for the year 2018**

The Conductor informed that to be in line with Section 120 of the Public Company Act prescribes that the Annual General Meeting of shareholders must appoint the auditors and determines the audit fee of the Company every fiscal year. Thus, it is deemed appropriate to propose to the shareholder meeting to consider and approve the appointment of auditors from PricewaterhouseCoopers ABAS Limited to be auditors of the Company for the fiscal year ending December 31, 2018 in which any of the following auditors are being authorized to review and give opinion on the Company's financial statement. In the case that the following auditors are unable to perform their duties, PricewaterhouseCoopers ABAS Limited shall be authorized to appoint any of its auditors to be the auditor of the Company

- |                                 |  |
|---------------------------------|--|
| 1. Amornrat Pearmpoonvatanasuk; | Certified Public Accountant (Thailand)<br>No. 4599; and/or |
| 2. Prasit Yuengsrikul;          | Certified Public Accountant (Thailand)<br>No. 4174; and/or |
| 3. Sa-nga Chokenitisawat;       | Certified Public Accountant (Thailand)<br>No. 11251.       |

In choosing the auditor, the Audit Committee considered the qualifications and experiences of each auditor and found that PricewaterhouseCoopers ABAS Limited is independent and capable of examining the financial statement of the Company. In addition, all of the above auditors have neither relationship with nor interests in the Company, its management, major shareholders or any related parties thereof and the auditors fee is reasonable for the workload.

Moreover, the Board of Directors deemed appropriate to propose to the shareholders meeting to 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.

The Conductor then further informed that in addition, it is deemed appropriate to propose to the Shareholders Meeting to consider and approve the determination of the auditor fee of the Company and the Joint Venture Siamrajathanee for the fiscal year ended on December 31, 2018 in the amount of not exceeding the following amounts:

Entity	Audit fee
The Company	2,370,000 Baht
The Joint Venture Siamrajathanee	70,000 Baht

However, the aforementioned audit fee does not include other service fee (Non-audit fee).

Then, the Conductor gave the shareholders an opportunity to inquire and comment on this agenda. However, no shareholders inquire or comment on this agenda. Therefore, the Conductor requested the meeting to cast their votes.

### **Resolution of the Meeting**

The meeting has considered and resolved to approve the appointment of the auditors and the determination of the audit fee for the year 2017 with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	550,669,913	100.0000
Disapprove	0	0.0000
Abstain	0	-
Voided Voting Card(s)	0	0.0000
Total (62 persons)	550,669,913	-

**Remark:** Resolution in this agenda shall be approved by the majority votes of the Shareholders attending the meeting and casting their votes.

### **Agenda 9**

#### **To consider and approve the amendment to the Articles of Association**

The Conductor informed that The Board of Directors deems appropriate to propose to the shareholders meeting to 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 appeared in **Enclosure 4** which has been sent to the shareholders together with the invitation.

Existing Articles of Association	Proposed Articles of Association
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. 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. Shareholders holding shares in aggregate amounting to no less than one-fifth (1/5) of the total number of issued shares or	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. 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. <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</u>

Existing Articles of Association	Proposed Articles of Association
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 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><u>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 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>

### **Resolution of the Meeting**

The meeting has considered and resolved to approve Approved the amendment to the Company's Article 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 with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	550,669,913	100.0000
Disapprove	0	0.0000
Abstain	0	-
Voided Voting Card(s)	0	0.0000
Total (62 persons)	550,669,913	-

**Remark:** Resolution in this agenda shall be approved by the majority votes of the Shareholders attending the meeting and casting their votes.



**Agenda 10**      **Other matters (if any)**

The Conductor stated that the proposed agendas as specified in the invitation of the 2018 Annual General Meeting of Shareholders had all been considered, then, the Conductor gave the shareholders an opportunity to inquire and comment on this agenda. However, no shareholders inquire or comment on this agenda. The Chairman declared the Meeting adjourned at 14.15 pm.



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(Mr. Kiat Vimolchalao)  
Chairman of the Meeting



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(Miss Wacharee Atthakorn)  
Company Secretary

<b>FINANCIAL HIGHLIGHTS</b>	<b>2017</b>	<b>2018</b>
<b>Balance Sheet (THB in Million)</b>		
Current Assets	1,111.19	1,147.96
Total Assets	1,593.89	1,993.85
Current Liabilities	388.99	552.78
Total Liabilities	415.52	789.15
Shareholders' Equity (Owners of the parent)	1,178.37	1,204.70
<b>Income Statement (THB in Million)</b>		
Revenue from Sale and Service	664.23	882.77
Revenue from Construction work	312.61	894.67
Total Revenue	976.84	1,777.44
Cost and Operating Expenses	973.36	1,745.43
<b>Net Profit (Loss) (Owners of the parent)</b>	<b>36.36</b>	<b>53.23</b>

**Profiles and Working Experience of Candidates Nominated for Election as Directors**

**Name** : Mr. Kiat Vimolchalao

**Type of Director** : Director

**Nominated for Election**

**Current Position in the Company** :

- Director
- Chief Executive Officer
- Executive Board Chairman
- Risk Management Committee Chairman



**Age** : 59 Year

**Nationality** : Thai

**Educational Qualification** : Bachelor of Science, Chulalongkorn University

**Director Accreditation Program** :

- Director Certification Program (DCP 58/2005)
- Director Accreditation Program (DAP 32/2005)

Family Business Governance (FBG 5/2016)

Directing in year of the rooster : Hot issues and outlook for 2017

**Shareholding in the Company** : 31.34%

**Years of directorship in the Company** : 35 Years

**Working Experience** :

- Director of Siamrajthanee Co.,Ltd.
- Director of Siamrajthanee Automation Co.,Ltd.
- Director of Vimolchalao Co.,Ltd.
- Director of K venture Co.,Ltd.

- Director of Krit Ventura Co.,Ltd.
- Chairman / Chief Executive Officer / Managing Director / Chairman of the Risk Management Committee of Siamrajthane Corporation Co.Ltd.
- Director / Chief Executive Officer / Chief Executive Officer / Managing Director / Chairman of the Risk Management Committee of Siamraj Public Co.,Ltd.
- Director of TKS Venture Co.,Ltd.
- Director of SR Power Holding Co.,Ltd.
- Director of SR Commercial Holding Co.,Ltd.

**Relationship with a Company's executive, or a major shareholder of the Company or its subsidiary** : Husband of Mrs. Wacharaporn Vimolchalao

**Current directorship/ executive position in listed companies** : None

**Current directorship/ executive position in other companies which are non-listed** :

- Director of Siamrajthane Co.,Ltd.
- Director of Vimolchalao Co.,Ltd.
- Director of K venture Co.,Ltd.
- Director of Krit Ventura Co.,Ltd.
- Director of TKS Venture Co.,Ltd.
- Director of SR Power Holding Co.,Ltd.
- Director of SR Commercial Holding Co.,Ltd.

**Directorship/executive position in other companies potentially having conflict of interest with the Company** : None

**Meeting attendance in a previous year** : The Board of Directors' Meeting 9/9 meetings  
The Executive Board Meeting 12/12 meetings  
The Risk Management Committee Meeting 4/4 meeting

**Profiles and Working Experience of Directors Nominated for Re-Election**

**Name** : Mrs. Wacharee Atthakorn

**Type of Director** : Director

**Nominated for Election**

**Current Position in the Company** :

- Director
- Member of the Executive Committee
- Member of the Risk Management Committee
- Company Secretary



**Age** : 57 years old

**Nationality** : Thai

**Educational Qualification** : Master of Engineering, Chulalongkorn University  
Bachelor of Engineering, Khon kaen University

**Director Accreditation Program** :

- Director Accreditation Program (DAP) class of 113/2014
- Company Secretary Program – CSP class of 59/2014
- Company Reporting Program – CRP class of 13/2015
- Effective Minute Taking – EMT class of 33/2015
- ACPG class of 29/2016
- Risk Assessment
- Criminal responsibility of directors and corporate representatives
- The role of the board of directors listed on cyber risk reduction. Challenge and exit

Open House # 2/2017 for company secretary

Risk Management Program for Corporate Leaders (PCL) class of 11/2018

CG Code Work Shop 2560

Fundamentals of Business Sustainability (P01)

Strategic Business Sustainability Strategy Kit (S01-S03)

Risk Analysis and Key Issues in Sustainability (S04)

Sustainability Assessment and Management (S05)

**Shareholding in the Company** : None

**Years of directorship in the Company** : 4 years

**Working Experience** :

- Director of GS Supply Co., Ltd.
- Director/ General Manager/ Company Secretary/ Executive  
Director/ Member of the Risk Management Committee of  
Siamrajathanee Corporation Co., Ltd.
- Director/ General Manager/ Company Secretary/ Executive  
Director/ Member of the Risk Management Committee of Siamraj  
Public Co., Ltd.
- Director of Techtronic Co., Ltd.
- Director of SR Power Holding Co., Ltd.
- Director of SR Commercial Holding Co., Ltd.
- Director of Kitprapa karment Co., Ltd.

**Relationship with a Company's executive, or a major shareholder of the** : None

**Company or its subsidiary**

**Current directorship/  
executive position in listed  
companies** : None

**Current directorship/  
executive position in other  
companies which are non-  
listed** :

- Director of GS Supply Co., Ltd.
- Director of Techtronic Co., Ltd.
- Director of SR Power Holding Co., Ltd.
- Director of SR Commercial Holding Co., Ltd.
- Director of Kitprapa Garment Co., Ltd.

**Directorship/executive  
position in other  
companies potentially  
having conflict of interest  
with the Company** : None

**Meeting attendance in a  
previous year** :

The Board of Directors' meeting 8/9 meetings

The meeting of the Executive Committee 9/12 meetings

The meeting of the Risk Management Committee 4/4 meetings



**Profiles and Working Experience of Directors Nominated for Re-Election**

**Name** : Mr. Bunprasit Tangchaisuk

**Type of Director** : Independent Director

**Nominated for Election**

**Current Position in the Company** :

- Director
- Independent Director
- Member of the Audit Committee
- Member of the Nomination and Remuneration Committee



**Age** : 55 years old

**Nationality** : Thai

**Educational Qualification** :

Honorary Doctorate of Computer Science, Rajamangala University of Technology Suvarnabhumi

Master of Business Management, Thammasat University

Bachelor of Engineering, Chulalongkorn University

**Director Accreditation Program** :

- Director Accreditation Program (DAP) class of 62/2007
- Strategic contract negotiation in mergers and acquisitions.

**Shareholding in the Company** : None

**Years of directorship in the Company** : 4 years

**Working Experience** : • Chief Executive Officer of A-Host Co., Ltd.

- Director of ABCS Co., Ltd.
- Director of Avision Co., Ltd.
- Director of AMBS Co., Ltd.
- Director of A-Host International Co., Ltd.
- Director/ Independent Director/ Member of the Audit Committee/  
Member of the Nomination and Remuneration Committee of  
Siamrajathanee Corporation Co., Ltd.
- Director of Spirit Move Co., Ltd.
- Director/ Independent Director/ Member of the Audit Committee/  
Member of the Nomination and Remuneration Committee of Siamraj  
Public Co., Ltd.

**Relationship with a** : None  
**Company's executive, or a**  
**major shareholder of the**  
**Company or its subsidiary**

**Current directorship/** : None  
**executive position in listed**  
**companies**

**Current directorship/** : ● Chief Executive Officer of A-Host Co., Ltd.  
**executive position in other**  
**companies which are non-**  
**listed**

- Director of ABCS Co., Ltd.
- Director of Avision Co., Ltd.
- Director of AMBS Co., Ltd.
- Director of A-Host International Co., Ltd.

**Directorship/executive** : None  
**position in other**  
**companies potentially**

**having conflict of interest  
with the Company**

**Meeting attendance in a** : The Board of Directors' meeting 9/9 meetings.  
**previous year** The meeting of the Audit Committee 4/4 meetings.  
The meeting of the Nomination and Remuneration Committee 1/1 meeting.

**Being an executive** : No  
**director of the Company,**  
**an officer, an employee, or**  
**an advisor regularly**  
**receiving a salary from**  
**the Company or its**  
**subsidiary**

**Being a professional** : No  
**service provider for the**  
**Company or its subsidiary**

**Having business** : None  
**relationship that may**  
**materially affect to**  
**independence of his/her**  
**performance**

**Articles of Association  
of  
Siamraj Public Company Limited**

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**CHAPTER VI  
Shareholders' Meetings**

31. The Board of Directors must arrange the annual general meeting of shareholders within four (4) months from the end of the fiscal year.

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, 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 shareholders within forty-five (45) days from the date of receipt of the letter from the shareholders.

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.

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..

32. In regard to the calling the shareholders' meeting, the board of directors shall prepare a notice containing information regarding the venue, date, agenda, and matters to be proposed to the meeting together with adequate details. The matters to be proposed to the shareholders' meeting must be clearly identified, whether they are proposed for acknowledgement, approval, or consideration, as the case may be. In addition, the notice shall include the comments of the board of directors on such matters. The meeting notice shall be sent to the shareholders and the registrar at least seven (7) days prior to the meeting date. In addition, the notice of a shareholders' meeting shall be published on a newspaper prior to the meeting date no less than three (3) days and at least three (3) consecutive days.

The venue of the shareholders' meeting shall be located in the province in which the head office located, or any other province nearby.

33. In every shareholders' meeting, a quorum shall consist of the presence of the shareholders and proxies (if any) of at least twenty five (25) persons or at least half of the total number of shareholders. The quorum of the shareholders' meeting shall be constituted when such shareholders hold the shares in an aggregate of at least one-third (1/3) of the total number of the shares sold.

In any shareholders' meeting, if the quorum is not constituted by one (1) hour after the beginning time for which the meeting is scheduled and such shareholders' meeting is called at the request of the shareholders; such shareholders' meeting shall be terminated. If the shareholders' meeting is not called at the request of the shareholders, the shareholders' meeting shall be adjourned. In this regard, a notice shall be sent to the shareholders at least seven (7) days prior to the meeting date. A quorum for this rescheduled shareholders' meeting is not required.

34. The Chairman of the board of directors shall be the chairman of the shareholders' meeting. In the case that the Chairman of the board of directors is not present or is unable to perform his/her duty, the vice chairman shall act as the chairman of the shareholders' meeting. If the vice chairman is not present or is unable to perform his/her duty, a shareholder shall be elected to be the chairman of the shareholders' meeting.
35. In regard to the voting of the shareholders' meeting, each shareholder shall have one (1) vote for each share he/she holds. If any shareholder has any special interest in any matter, such shareholder shall be prohibited from casting his/her vote on that matter except in the voting for the election of directors. The affirmative vote of a resolution of the shareholders' meeting shall be made as follows:
  - (1) In the normal case, a majority of the shareholders who attend the meeting and cast their votes. In the event of a tied vote, the Chairman shall have a casting vote;
  - (2) Each of the following matters requires at least three-fourths (3/4) of the total votes of the shareholders who attend the meeting and have the rights to vote:
    - (a) The sale or transfer of the whole or substantial part of business of the Company to other persons;
    - (b) The purchase or acquisition of the transfer of the business of other private companies or public companies by the Company;
    - (c) The execution, amendment, or termination of contract with respect to the granting of a lease of the whole and substantial part of business of the Company, the assignment of other person(s) to manage the business of the Company, or the amalgamation of the Company's business with other persons with the purpose of sharing benefits or deficits.
    - (d) The amendment of the Company's Memorandum of Association or Articles of Association;
    - (e) The increase or decrease of the registered capital of the Company;
    - (f) The dissolution of the Company;
    - (g) The issuance of debentures of the Company; or
    - (h) The amalgamation of the Company with another company;
36. The following businesses are to be transacted at the annual general meeting of the shareholders:

- (1) To consider and acknowledge the report of the board of directors relating to the Company's performance in the previous year;
- (2) To consider and approve the financial statement and the profit and loss statement from the previous fiscal year;
- (3) To consider and approve the allocation of profits and the dividend payment;
- (4) To consider and approve the appointment of directors to substitute the retiring directors by rotation;
- (5) To consider and approve the determination the remuneration of the directors;
- (6) To consider and approve the appointment of the auditor and the determination of the remuneration of the auditor; and
- (7) To consider any other matters (if any).

## **Guidelines for Registration, Appointment of Proxy, and Documents and Evidences to Be Presented on the Meeting Date**

### **The registration**

The Company will allow the shareholders and proxies to register to attend the meeting from 11.00 a.m. onwards on Thursday April 25, 2019, at Room MR 211-212, 2<sup>nd</sup> Floor, Bangkok International Trade and Exhibition Centre, located at No. 88 Bangna Trad Road Km. 1, Bangna, Bangkok. The location is as shown on the location map, as per **Enclosure 9**.

### **The appointment of proxy**

In case a shareholder cannot attend the meeting in person, the shareholder can appoint a person as his/her proxy to attend the meeting and vote on his/her behalf. The Company has provided 3 proxy forms in accordance with the forms specified by the Department of Business Development, the Ministry of Commerce. The Proxy Form A, Form B and Form C have been enclosed together with this invitation letter, as per in **Enclosure 7**. Shareholders can download such 3 proxy forms from the Company's website at [www.siamrajplc.com](http://www.siamrajplc.com). The features of each proxy form are as follows:

- Proxy Form A: is a general form that is simple and uncomplicated.
- Proxy Form B: is an explicit form that sets out specific details of authorization.
- Proxy Form C: is a form to be used specifically by shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper.

The appointment of proxy can be done as follows:

1. Shareholders (other than shareholders who are foreign and have appointed a custodian in Thailand to be a share depository and keeper) may choose to use either Proxy Form A or Proxy Form B. In any case, only one type of the proxy form can be chosen. The Company recommends the shareholders to use Proxy Form B, and specify the voting for each agenda.
2. Shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper shall choose to use Proxy Form C.
3. A shareholder who appoints a proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
4. A shareholder can appoint any person to be his/her proxy as he/she wishes, or appoint an independent director of the Company whose details are shown in **Enclosure 8** to be his/her proxy. If the shareholders choose to appoint an independent director of the Company to be his/her proxy, the Company recommends the shareholder to use Proxy Form B, indicate his/her vote on each agenda item, and deliver the proxy form together with supporting documents to Siamraj Public Company Limited, [Investor Relations], located at 289/9 Moo 10, Old Railway Road, Samrong, Phrapradaeng, Samutprakarn 10130. For convenience purposes of reviewing documents, please have the documents delivered to the Company no later than April 18, 2019.
5. A proxy form must be correctly and clearly filled out, signed by the grantor and the proxy, and affixed with Baht 20 stamp duty, which must be crossed and dated upon appointment of the proxy.
6. To attend the meeting, a proxy **must present** a proxy form and supporting documents at document verification desk on the meeting date.

### **Documents to be presented on the meeting date**

**Individuals**

1. In case the shareholders attend the meeting in person, the shareholder is required to present his/her valid Thai national ID card or government identification card, driving license or passport (for foreign shareholders). In case of name or surname change, documentary evidence to such effect must also be presented.
2. In case a shareholder appoints a proxy to attend, it is required to present the following documents:
  - 1) The proxy form, correctly and completely filled in and signed by the grantor and the proxy, and affixed with a stamp duty.
  - 2) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the grantor, certified as true and correct copy by the grantor.
  - 3) Valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the proxy

**Juristic Persons**

1. In the case the authorized representative of the shareholders attend the meeting in person, it is required to present the following documents:
  - 1) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the authorized representative, certified as true and correct copy by the representative.
  - 2) Copy of an affidavit of the shareholder, issued by the Ministry of Commerce within 6 months of the meeting date, certified as true and correct copy by the authorized representative, with the statement showing that such authorized representative who attends the meeting is empowered to act on behalf of such juristic shareholder.
2. In the case the shareholders appoint the proxy to attend the meeting, it is required to present the following documents:
  - 1) The proxy form, correctly and completely filled in and signed by the grantor and the proxy, and affixed with a stamp duty.
  - 2) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the authorized representative, certified as true and correct copy by the representative.
  - 3) Valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the proxy.
  - 4) Copy of an affidavit of the shareholder, issued by the Ministry of Commerce within 6 months of the meeting date, certified as true and correct copy by the authorized representative, with the statement showing that such authorized representative who signs the proxy form is empowered to act on behalf of such juristic shareholder.
3. In the case the shareholders, who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper, appoint a proxy by using Proxy Form C., it is required to present the following documents:
  - 3.1 Documents from custodian



- 1) The Proxy Form C, correctly and completely filled in and signed by the authorized representative of the custodian which is the grantor and the proxy, and affixed with a stamp duty.
- 2) Document confirming that the person who signed the proxy form is permitted to operate the custodian business.
- 3) Copy of an affidavit of the custodian, certified as true and correct copy by the authorized representative of the custodian no more than 6 months, with the statement showing that such authorized representative of the custodian, who signs the proxy form as the grantor, is empowered to act on behalf of the custodian.
- 4) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the authorized representative of the custodian, certified as true and correct copy by the representative.

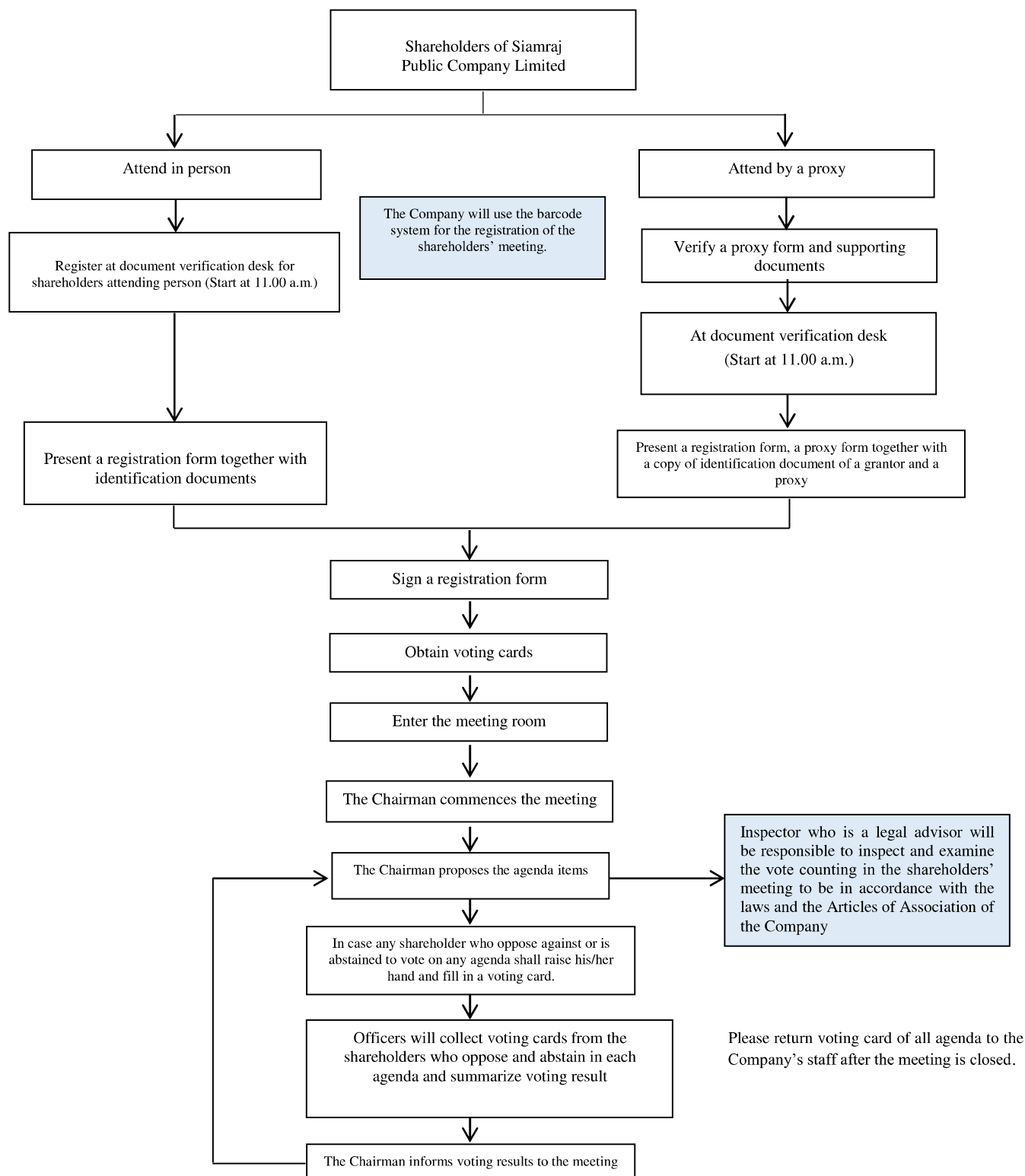
3.2 Documents from shareholder

- 1) Power of Attorney from the shareholder appointing the custodian to sign the proxy form on his/her behalf.
- 2) Copy of an affidavit of the shareholder, certified as true and correct copy by the authorized representative no more than 6 months, with the statement showing that such authorized representative who signs the power of attorney is empowered to act on behalf of such juristic shareholder.
- 3) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the authorized representative, certified as true and correct copy by the representative.

3.3 Documents from proxy

It is required to presented Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the proxy, certified as true and correct copy by the representative.

**Procedures for Attending the 2019 Annual General Meeting of Shareholders  
Siamraj Public Company Limited  
On Thursday April 25, 2019 at 1.30 p.m.**



**หนังสือมอบฉันทะ แบบ ก.**  
**Proxy Form A.**  
**(แบบทั่วไปซึ่งเป็นแบบที่ง่ายและไม่ซับซ้อน)**  
**(General and Simple Form)**

(ปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_  
I/We \_\_\_\_\_ nationality \_\_\_\_\_ residing/located at no. \_\_\_\_\_ Soi \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_  
รหัสไปรษณีย์ \_\_\_\_\_  
Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท สยามราช จำกัด (มหาชน) (“บริษัท”)  
Being a shareholder of Siamraj Public Company Limited (“Company”)  
โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total number of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows  
☐ หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes  
☐ หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

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

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย  
✓ ที่ ☐ 1. ระบุชื่อผู้รับมอบอำนาจ  
If you make proxy by choosing No.1,  
please mark ✓ at ☐ 1. and give the  
details of proxy (proxies).

☐ 1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code

คนหนึ่งคนใดเพียงคนเดียว  
Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย  
✓ ที่ ☐ 2. และเลือกกรรมการอิสระ  
คนใดคนหนึ่ง  
If you make proxy by choosing No. 2,  
please mark ✓ at ☐ 2. and choose  
one of these members of the  
Independent Director.

☐ 2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัท คือ  
Appoint any one of following members of the Independent Director of the Company  
☐ นายโรจน์ บุรุษรัตนพันธุ์ Mr.Roj Burusratanabhand  
☐ นายพงษ์นิมิต ดุสิตนิตย์สกุล Mr. Pongnimit Dusitnitsakul

(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 9 ของหนังสือเชิญประชุมสามัญ  
ผู้ถือหุ้น ประจำปี 2562) (Details of the Independent Director of the Company are specified in  
Enclosure 9 of the Invitation of the 2019 Annual General Meeting of Shareholders)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of such members of the Independent Directors is unable to attend the meeting, the other members of the Independent Directors shall be appointed as a proxy instead of the member of the Independent Directors who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2562 ในวันที่ 25 เมษายน 2562 เวลา 13.30 น. ณ ห้อง MR 211-212 ชั้น 2 ศูนย์นิทรรศการและการประชุมไบเทค เลขที่ 88 ถนนบางนา-ตราด กม. 1 เขตบางนา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the 2019 Annual General Meeting of Shareholders on April 25, 2019 at 1.30 p.m. at Room MR 211-212, 2nd Floor, Bangkok International Trade and Exhibition Centre, No.88 Bangna Trad Road Km. 1, Bangna District, Bangkok, or such other date, time and place as the meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

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

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

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

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

#### หมายเหตุ/Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนและตายตัว)

(Form with fixed and specific details authorizing proxy)

(ปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_

Shareholder registration number

เขียนที่ \_\_\_\_\_

Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_

Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_  
I/We \_\_\_\_\_ nationality \_\_\_\_\_ residing/located at no. \_\_\_\_\_ Soi \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_  
รหัสไปรษณีย์ \_\_\_\_\_  
Postal Code \_\_\_\_\_

(2) เป็นผู้ถือหุ้นของบริษัท สยามราช จำกัด (มหาชน) (“บริษัท”)  
Being a shareholder of Siamraj Public Company Limited (“Company”)  
โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total number of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows  
☐ หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes  
☐ หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

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

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย  
✓ ที่ ☐ 1. ระบุชื่อผู้รับมอบอำนาจ  
If you make proxy by choosing  
No.1, please mark ✓ at ☐ 1. and  
give the details of proxy (proxies).

☐ 1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

คนหนึ่งคนใดเพียงคนเดียว  
Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย  
✓ ที่ ☐ 2. และเลือกกรรมการอิสระ  
คนใดคนหนึ่ง  
If you make proxy by choosing No. 2,  
please mark ✓ at ☐ 2. and choose  
one of these members of the  
Independent Director.

☐ 2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัท คือ  
Appoint any one of following members of the Independent Director of the Company  
☐ นายโรจน์ บุรุษรัตนพันธุ์ Mr.Roj Burusratanabhand  
☐ นายพงษ์นิมิต ดุสิตนิตยสกุล Mr. Pongnimit Dusitnitsakul  
(รายละเอียดกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 9 ของหนังสือเชิญประชุมสามัญ  
ผู้ถือหุ้น ประจำปี 2562) (Details of the Independent Director of the Company are specified in  
Enclosure 9 of the Invitation to the 2019 Annual General Meeting of Shareholders)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of such members of the Independent Directors is unable to attend the meeting, the other members of the Independent Directors shall be appointed as a proxy instead of the member of the Independent Directors who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ในวันที่ 25 เมษายน 2562 เวลา 13.30 น ห้อง MR 211-212 ชั้น 2 ศูนย์นิทรรศการและการประชุมไบเทค เลขที่ 88 ถนนบางนา .ตราด กม-1 เขตบางนา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the 2018 Annual General Meeting of Shareholders on April 26, 2018 at 1.30 p.m. at Room MR 211-212, 2nd Floor, Bangkok International Trade and Exhibition Centre, No. 88 Bangna Trad Road Km. 1, Bangna District, Bangkok, or such other date, time and place as the meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

**วาระที่ 1 เรื่องที่ประธานแจ้งให้ที่ประชุมทราบ**

Agenda item no. 1 Matters to be informed by the Chairman for acknowledgement  
(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

**วาระที่ 2 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2561**

Agenda item no. 2 To consider and adopt the Minutes of the 2018 Annual General Meeting of Shareholders

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

**วาระที่ 3 พิจารณารายงานผลการดำเนินงานของบริษัท ประจำปี 2561**

Agenda item no. 3 To consider and acknowledge the report of the operating results of the Company for the year 2018  
(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

**วาระที่ 4 พิจารณานุมัติงบแสดงฐานะทางการเงินและบัญชีกำไรขาดทุนเบ็ดเสร็จของบริษัท สำหรับรอบระยะเวลาบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2561**

Agenda item no. 4 To consider and approve the financial statement and the income statements of the Company for the fiscal year ended December 31, 2018

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

**วาระที่ 5 พิจารณานุมัติการจัดสรรกำไรสำหรับผลการดำเนินงานของบริษัทสำหรับรอบระยะเวลาบัญชี สิ้นสุดวันที่ 31 ธันวาคม 2561 เป็นทุนสำรองตามกฎหมาย และพิจารณานุมัติการจ่ายเงินปันผลสำหรับผลการดำเนินงานของบริษัทสำหรับรอบระยะเวลาบัญชี สิ้นสุดวันที่ 31 ธันวาคม 2561**

Agenda item no. 5 To consider and approve the allocation of the profits from the operation of the Company for the fiscal year ended December 31, 2018 to be a reserve fund as prescribed by law, and the dividend payment from the operation of the Company of the fiscal year ended December 31, 2018

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

**วาระที่ 6**

Agenda item no. 6

**พิจารณาอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ**

To consider and approve the election of the Directors to replace those who completed the term

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

ก. ☐ เลือกตั้งกรรมการทั้งหมด

A. Election of entire nominated directors

☐ เห็นด้วย☐ ไม่เห็นด้วย☐ จดออกเสียง

Approve

Disapprove

Abstain

ข. ☐ เลือกตั้งกรรมการเป็นรายบุคคล

B. Election of each nominated directors

1. ชื่อกรรมการ นายเกียรติ วิมลเฉลา

Director's name Mr. Kiat Vimolchalao

☐ เห็นด้วย☐ ไม่เห็นด้วย☐ จดออกเสียง

Approve

Disapprove

Abstain

2. ชื่อกรรมการ นางวัชร อัทธการ

Director's name Mrs. Wacharee Atthakorn

☐ เห็นด้วย☐ ไม่เห็นด้วย☐ จดออกเสียง

Approve

Disapprove

Abstain

3. ชื่อกรรมการ นายบุญประสิทธิ์ ตั้งชัยสุข

Director's name Mr. Bunprasit Tangchaisuk

☐ เห็นด้วย☐ ไม่เห็นด้วย☐ จดออกเสียง

Approve

Disapprove

Abstain

**วาระที่ 7**

Agenda item no. 7

**พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ และคณะกรรมการชุดย่อยของบริษัท ประจำปี 2562**

To consider and approve the remuneration of the Directors and Subcommittee of the Company for the year 2019

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย☐ ไม่เห็นด้วย☐ จดออกเสียง

Approve

Disapprove

Abstain

**วาระที่ 8**

Agenda item no. 8

**พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2562**

To consider and approve the appointment of auditors and determine the auditor fee for the year 2019

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย☐ ไม่เห็นด้วย☐ จดออกเสียง

Approve

Disapprove

Abstain

**วาระที่ 9**

Agenda item no. 9

**พิจารณาเรื่องอื่น ๆ (ถ้ามี)**

Other matters (if any)

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย☐ ไม่เห็นด้วย☐ จดออกเสียง

Approve

Disapprove

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment

or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

#### **หมายเหตุ/Remarks**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this Proxy Form B. provided.



**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.  
Attachment to Proxy Form B.**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท สยามราช จำกัด (มหาชน)  
A proxy is granted by a shareholder of Siamraj Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2562 วันที่ 25 เมษายน 2562 เวลา 13.30 น. ณ ห้อง MR 211-212 ชั้น 2 ศูนย์นิทรรศการและการประชุมไบเทค  
เลขที่ 88 ถนนบางนา-ตราด กม. 1 เขตบางนา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2019 Annual General Meeting of Shareholders on April 25, 2019 at 1.30 p.m. at Room MR 211-212, 2nd Floor, Bangkok International Trade  
and Exhibition Centre, No. 88 Bangna Trad Road Km. 1, Bangna District, Bangkok, or such other date, time and place as the meeting may be held.

☐ วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

แบบหนังสือมอบฉันทะ แบบ ก.

Proxy Form C.

(ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทย เป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น)

(For the shareholders who are specified in the register as foreign investor and has appointed a custodian in Thailand to be a share depository and keeper)

(ปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_  
I/We \_\_\_\_\_ nationality \_\_\_\_\_ residing/located at no. \_\_\_\_\_ Soi \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_  
รหัสไปรษณีย์ \_\_\_\_\_  
Postal Code \_\_\_\_\_

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ \_\_\_\_\_

As the custodian of \_\_\_\_\_

ซึ่งเป็นผู้ถือหุ้นของบริษัท สยามราช จำกัด (มหาชน) (“บริษัท”)

Being a shareholder of Siamraj Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total number of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows  
☐ หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes  
☐ หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย  
✓ ที่ ☐ 1. ระบุชื่อผู้รับมอบอำนาจ  
If you make proxy by choosing  
No.1, please mark ✓ at ☐ 1. and  
give the details of proxy (proxies).

☐ 1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

คนหนึ่งคนใดเพียงคนเดียว  
Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย  
✓ ที่ ☐ 2. และเลือกกรรมการอิสระ  
คนใดคนหนึ่ง  
If you make proxy by choosing No. 2,  
please mark ✓ at ☐ 2. and choose  
one of these members of the  
Independent Director.

☐ 2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัท คือ  
Appoint any one of following members of the Independent Director of the Company  
☐ นายโรจน์ บุรัสรัตนพันธุ์ Mr.Roj Burusratanabhand  
☐ นายพงษ์นิมิต ดุสิตนิตย์สกุล Mr. Pongnimit Dusitnitsakul

(รายละเอียดกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 9 ของหนังสือเชิญประชุมสามัญ  
ผู้ถือหุ้น ประจำปี 2562) (Details of the Independent Director of the Company are specified in  
Enclosure 9 of the Invitation to the 2019 Annual General Meeting of Shareholders)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of such members of the Independent Directors is unable to attend the meeting, the other members of the Independent Directors shall be appointed as a proxy instead of the member of the Independent Directors who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2562 วันที่ 25 เมษายน 2562 เวลา 13.30 น. ณ ห้อง MR 211-212 ชั้น 2 ศูนย์นิทรรศการและการประชุมไบเทค เลขที่ 88 ถนนบางนา-ตราด กม. 1 เขตบางนา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the 2019 Annual General Meeting of Shareholders on April 25, 2019 at 1.30 p.m. at Room MR 211-212, 2nd Floor, Bangkok International Trade and Exhibition Centre, No. 88 Bangna Trad Road Km. 1, Bangna District, Bangkok, or such other date, time and place as the meeting may be held.

- (3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We grant my/our proxy to attend this Meeting and cast votes as follows:

- ☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่มีสิทธิออกเสียงลงคะแนนได้

Grant all of my/our proxy in accordance with the amount of shares with voting right I/we hold

- ☐ มอบฉันทะบางส่วน คือ

Grant certain of my/our proxy as follows:

- ☐ หุ้นสามัญ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง

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

- ☐ หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง

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

รวมสิทธิออกเสียงลงคะแนนทั้งหมด \_\_\_\_\_ เสียง

Total voting right Votes

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

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

**วาระที่ 1 เรื่องที่ประธานแจ้งให้ที่ประชุมทราบ**

Agenda item no. 1 Matters to be informed by the Chairman for acknowledgement  
(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

**วาระที่ 2 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2561**

Agenda item no. 2 To consider and adopt the Minutes of the 2018 Annual General Meeting of Shareholders

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

- ☐ เห็นด้วย \_\_\_\_\_ เสียง ☐ ไม่เห็นด้วย \_\_\_\_\_ เสียง ☐ จดออกเสียง \_\_\_\_\_ เสียง

Approve Votes Disapprove Votes Abstain Votes

**วาระที่ 3 พิจารณารายงานผลการดำเนินงานของบริษัท ประจำปี 2561**

Agenda item no. 3 To consider and acknowledge the report of the operating results of the Company for the year 2018  
(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

**วาระที่ 4 พิจารณานุมัติงบแสดงฐานะทางการเงินและบัญชีกำไรขาดทุนเบ็ดเสร็จของบริษัท สำหรับรอบระยะเวลาบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2561**

Agenda item no. 4 To consider and approve the financial statement and the income statements of the Company for the fiscal year ended December 31, 2018

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

- ☐ เห็นด้วย \_\_\_\_\_ เสียง ☐ ไม่เห็นด้วย \_\_\_\_\_ เสียง ☐ จดออกเสียง \_\_\_\_\_ เสียง

Approve Votes Disapprove Votes Abstain Votes

## วาระที่ 5

Agenda item no. 5

พิจารณาอนุมัติการจัดสรรกำไรสำหรับผลการดำเนินงานของบริษัทสำหรับรอบระยะเวลาบัญชี สิ้นสุดวันที่ 31 ธันวาคม 2561 เป็นทุนสำรองตามกฎหมาย และพิจารณาอนุมัติการจ่ายเงินปันผลสำหรับผลการดำเนินงานของบริษัทสำหรับรอบระยะเวลาบัญชี สิ้นสุดวันที่ 31 ธันวาคม 2561

To consider and approve the allocation of the profits from the operation of the Company for the fiscal year ended December 31, 2018 to be a reserve fund as prescribed by law, and the dividend payment from the operation of the Company of the fiscal year ended December 31, 2018

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

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

## วาระที่ 6

Agenda item no. 6

พิจารณาอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ

To consider and approve the election of the Directors to replace those who completed the term

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

ก. ☐ เลือกตั้งกรรมการทั้งหมด

A. Election of entire nominated directors

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

ข. ☐ เลือกตั้งกรรมการเป็นรายบุคคล

B. Election of each nominated directors

1. ชื่อกรรมการ นายเกียรติ วิมลเฉลา

Director's name Mr. Kiat Vimolchalao

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

2. ชื่อกรรมการ นางวัชร อัดการ

Director's name Mrs. Wacharee Atthakorn

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

3. ชื่อกรรมการ นายบุญประสิทธิ์ ตั้งชัยสุข

Director's name Mr. Bunprasit Tangchaisuk

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

## วาระที่ 7

Agenda item no. 7

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ และคณะกรรมการชุดย่อยของบริษัท ประจำปี 2562

To consider and approve the remuneration of the Directors and Subcommittee of the Company for the year 2018

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

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

## วาระที่ 8

Agenda item no. 8

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2562

To consider and approve the appointment of auditors and determine the auditor fee for the year 2019

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

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

วาระที่ 9

Agenda item no. 9

พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Other matters (if any)

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve Votes Disapprove Votes Abstain Votes

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำการไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำการไป

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

**หมายเหตุ/Remarks**

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

This Proxy form C. is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

The documents needed to be attached to this Proxy form are:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf

- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

Document confirming that the person who signed the proxy form is permitted to operate the custodian business

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

4. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form C. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท สยามราช จำกัด (มหาชน)

A proxy is granted by a shareholder of Siamraj Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 วันที่ 25 เมษายน 2562 เวลา 13.30 น. ณ ห้อง MR 211-212 ชั้น 2 ศูนย์นิทรรศการและการประชุมไบเทค เลขที่ 88 ถนนบางนา-ตราด กม. 1 เขตบางนา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2019 Annual General Meeting of Shareholders on April 25, 2019 at 1.30 p.m. at Room MR 211-212, 2nd Floor, Bangkok International Trade and Exhibition Centre, No. 88 Bangna Trad Road Km. 1, Bangna District, Bangkok, or such other date, time and place as the meeting may be held.

☐ วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. \_\_\_\_\_ Re : \_\_\_\_\_

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย _____ เสียง	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง	<input type="checkbox"/> งดออกเสียง _____ เสียง
Approve	Disapprove	Abstain
Votes	Votes	Votes

☐ วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. \_\_\_\_\_ Re : \_\_\_\_\_

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย _____ เสียง	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง	<input type="checkbox"/> งดออกเสียง _____ เสียง
Approve	Disapprove	Abstain
Votes	Votes	Votes

☐ วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. \_\_\_\_\_ Re : \_\_\_\_\_

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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<input type="checkbox"/> เห็นด้วย _____ เสียง	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง	<input type="checkbox"/> งดออกเสียง _____ เสียง
Approve	Disapprove	Abstain
Votes	Votes	Votes

☐ วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. \_\_\_\_\_ Re : \_\_\_\_\_

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย _____ เสียง	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง	<input type="checkbox"/> งดออกเสียง _____ เสียง
Approve	Disapprove	Abstain
Votes	Votes	Votes

**Profiles of Independent Directors for Appointment  
as Proxy by the Shareholders**



**Name** : Mr. Roj Burusratanabhand

**Position** : Vice Chairman of BOD  
Chairman of the Audit Committee  
Chairman of the Nomination Remuneration Committee  
Independent Director  
Director

**Age** : 62 years old

**Address** : 287/94 Charansanitwong Road, Bangkok-Noi,  
Bangkok

**Conflict of interest in any of the proposed agendas** : None



**Name** : Mr. Pongnimit Dusitnitsakul

**Position** : Independent Director / member of the Audit Committee/ Director/ member of the Nomination and Remuneration Committee

**Age** : 60 years old

**Address** : 38/10 Moo 6 Thung Song Hong, Lak Si, Bangkok

**Conflict of interest in any of the proposed agendas** : None

### **Definition of Independent Directors**

(Definition of Independent Directors of the Company is in accordance with the requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.)

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1. Holding not more than 1 percent of the total number of shares with the voting rights of the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company. In this case, for the purpose of calculation, the number of shares held by the related person of each member of the Audit Committee shall also be included.
2. Neither being a director who takes part or used to take part in management, nor being or used to be an employee, a staff, an advisor who regularly receives salary, nor a person who have a control over the Company, the Company's parent company, its subsidiaries, or its associated companies, or its subsidiaries in the same level, major shareholders or the controlling person of the Company, unless such director has resigned from such position for at least two years before the date being appointed as an Independent Director. In this regard, such characteristics shall not include the case that Independent Director used to be a government officer or an advisor of a government sector which is the major shareholder or controlling person of the Company.
3. Not being a blood-related person nor legally related as father, mother, spouse, brother, sister and children, including being the spouse of the children of other directors, executives, major shareholders, controlling persons or the persons who will be nominated as director, executive or controlling person of the Company or its subsidiary.
4. Neither having, nor used to have any business relationship with the Company, its parent company, its subsidiaries, its associated companies, its major shareholders, or its controlling persons in a manner that may obstruct the exercise of independent judgment as a member of the Audit Committee. Moreover, a member of the Audit Committee must neither be, nor used to be a key shareholder or controlling person of the entities having business relationship with the Company, its parent company, its subsidiary, its associated company, its major shareholders, or its controlling persons, unless such director has resigned from the position for at least two years before the date being appointed as Independent Director.

In this regard, the definition of the terms "business relationship" shall be the same as the definition specified in the relevant notifications of the Office of the Securities and Exchange Commission.

5. Neither being, nor used to be the auditor of the Company, its parent company, its subsidiary, its associated company, its major shareholders, its controlling persons, nor being a key shareholder, controlling person or partner of the audit office having the auditor providing auditing service to the Company, its parent company, its subsidiary, its associated company, its major shareholders, its controlling persons, as a member, unless such director has resigned from such position for at least two years before the date being appointed as Independent Director.



6. Neither being, nor used to be a provider of any professional services including the legal advisory or financial advisory services that received fees in the amount of more than Baht Two million per year from the Company, its parent company, its subsidiary, its associated company, its major shareholders, its controlling persons, nor being shareholder, the controlling person, or partner of such professional services provider, unless such director has resigned from such position for at least two years before the date being appointed as Independent Director.
7. Not being a director who has been appointed as a representative of the Company, major shareholders or shareholders relating to major shareholders.
8. Neither operating the business having the same nature which significantly competes with the business of Company or its subsidiaries, nor being a significant partner or a director who involves in the management, nor being an employee, staff, a member, and a consultant who receives regular salary, or holds more than 1 percent of the total number of shares with the voting rights of a company that operates the business having the same nature and significantly competes with the businesses of the Company or its subsidiary.
9. Having no other conditions that may obstruct the independent expression of opinion on the Company's operation.

## Map of the venue for the 2019 Annual General Meeting of Shareholders of Siamraj PublicCompany Limited

Thursday April 25, 2019 at 1.30 p.m. (registration from 11.00 a.m. onwards)

Room MR 211-212 2<sup>nd</sup> floor,

Bangkok International Trade and Exhibition Centre,

No. 88 Bangna Trad Road Km. 1, Bangna District, Bangkok



### Route Suggestions

By BTS sky train

: Board the Sukhumvit Line, stop at Bangna Station, and take the Exit no.3

By cars/taxis

- : (1) highway: take the Bangna Trad exit, slight left onto the parallel road, take the U-turn ramp to Bitec then take the Entrance No. 1 or 2.
- (2) highway: take the Samutprakarn-Samrong (Sukhumvit), slight left then take the Entrance no.3.
- (3) Coming via Sukhumvit Road (outward bound): keep straight after passing Bangna junction, then turn left and take the Entrance No.3.

**QR Code Downloading Procedures for the 2018 Annual Report**

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the 2018 Annual Report in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The aforementioned documents could be downloaded from the QR Code (as shown in Enclosures 2.) by following the steps below.

**For iOS System (iOS 11 and above)**

1. Turn on the mobile camera.
2. Turn the mobile camera to the 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:** If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER and Line.

**For Android System**

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

**How to scan the QR Code with Line application**

Open Line application and click on “Add friend” → Choose “QR Code” → Scan the QR Code.

2. Scan the QR Code to access documents regarding the meeting.