



Ref: No.SR-E2563/005

February 20, 2020

Subject Determination of the schedule of the 2020 Annual General Meeting of Shareholders (the “**AGM 2020**”) and dividend payment

To President
The Stock Exchange of Thailand

Siamraj Public Company Limited (the “**Company**”) would like to inform the resolutions approved by the meeting of the Board of Directors No. 2/2020 held on February 20, 2020 at 2.00 p.m., as set out in the significant resolutions of the meeting as follows:

1. Approved to propose that the AGM 2020 consider and approve the financial statements and the comprehensive profit and loss statements of the Company for the fiscal year ended on December 31, 2019.
2. Approved to propose that the AGM 2020 consider and approve the allocation of the profits from the operating performance of the Company from the fiscal year ended on December 31, 2019 in the amount of Baht 1,821,091.95 so as to be reserved fund in accordance with the law and the dividend payment taking into account the operating performance of the Company for the fiscal year ended on December 31, 2019 at the rate of Baht 0.03 per share, aggregating to the total dividend payment of Baht 20,301,000.00 (Twenty million three hundred thousand one thousand baht only) which is equivalent to 55.74 percent of the total profits pursuant to the financial statements of the particular business.

In this regard, it is resolved to fix the recording date for the name list of shareholders who are entitled to the declared dividends on March 10, 2020 (Record Date). On the purpose of the dividend payment, it is deemed appropriate to fix the date of dividend payment on May 22, 2020.

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

3. Approved to propose that the AGM 2020 consider and approve the appointment of the substitution for the directors who duly retire from their terms by rotation in the AGM 2020, as named on the following list:

Name	Position
1.Mrs. Udornporn Jiranapakulwat	Director
2.Mrs. Wacharaporn Vimolchalao	Director
3.Mr. Roj Burusratanabhand	Director/ Chairman of the Audit Committee /Chairman of the Nomination and Remuneration Committee

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

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

Therefore, the Board of Directors deems appropriate to propose that the AGM 2020 re-appoint such three persons to be directors of the Company for another term.

4. Approved to propose that the AGM 2020 consider and approve the determination of the remuneration of the directors and the sub-committee for year 2020 as follows:

Position	Remuneration
<u>Attendance fee</u>	
(1) the director of the Company	Baht 7,500 per person/a meeting
(2) the member of the Audit Committee	Baht 7,500 per person/a meeting
(3) the member of the Nomination and Remuneration Committee	Baht 7,500 per person/a meeting
<u>Monthly Remuneration</u>	
(2) the Chairman of the Board of Directors	Baht 40,000 per person/month
(2) the Chairman of the Audit Committee	Baht 25,000 per person/month
(3) the member of the Audit Committee	Baht 20,000 per person/month
<u>Special remuneration for non-executive directors</u>	
0.8 Percent of annual net profits of 2019 (not including any item which did not derive from the normal operations of the Company, i.e. Share Base Payment).	
<u>Non-financial remuneration</u>	
Annual check-up and health insurance	

5. Approved to propose that the 2020 Annual General Meeting of Shareholders consider and approve the appointment of PricewaterhouseCoopers ABAS Ltd. As the auditor of the Company for the fiscal year ending December 31, 2020 whereby any of the following auditors may be designated to verify and opine on the Company's financial statements:



- | | |
|--------------------------|---|
| 1. Varaporn Vorathitikul | Certified Public Accountant (Thailand) No. 4474 (having been the company's auditor for 1 year since 2019); and/or |
| 2. Vichien Khingmontri | Certified Public Accountant (Thailand) No. 3977(having been the company's auditor for 1 year since 2019); and/or |
| 3. Chaisiri Ruangritchai | Certified Public Accountant (Thailand) No. 4526 (having been the company's auditor for 1 year since 2019) |

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

The meeting of the Board of Directors also approved to propose that the 2020 Annual General Meeting of Shareholders consider and approve the appointment of PricewaterhouseCoopers ABAS Ltd. as the auditor of Subsidiaries of the Company (the “**Subsidiaries**”) for the fiscal year ending December 31, 2020.

In furtherance, it is resolved to approve to propose that the 2020 Annual General Meeting of Shareholders consider and approve the determination of the auditor fee of the Company and Subsidiaries for the fiscal year ending December 31, 2020 to be not exceeding the following amounts:

Entity	Audit fee (Baht)
The Company	2,470,000.00
The Subsidiaries	1,580,000.00
Total	4,050,000.00

In this regard, the Board of Directors considered the qualifications, impartiality and relevant experience of each auditor. Each auditor is required not to have any relationship with or any interest in the Company or its Subsidiaries, directors, executives, major shareholders or their related persons. However, if there is any other auditor (s) which have the same qualification and the Board of Directors deems it appropriate to change the auditor of the Company and Subsidiaries due to the qualifications and auditor fee, the Board of Directors will consider and propose to the 2020 Annual General Meeting of Shareholders to consider approve such proposal and the Company shall disclose the updates to the Stock Exchange of Thailand in accordance with the relevant regulations.

6. Approved to fix the schedule of the AGM 2020 on April 23, 2020 at 1.30 p.m., at Bangkok International Trade and Exhibition Centre Room MR211-212 located at No. 88 Bangna Trad Road at km. 1, Bangna, Bangkok with the agenda items set out as follows:

Agenda 1 Matters to be informed by the Chairman for acknowledgement



- Agenda 2 To consider and adopt the minutes of the 2019 Annual General Meeting of Shareholders;
- Agenda 3 To consider and acknowledge the operating performance of the Company for year 2019;
- Agenda 4 To consider and approve the financial statements and the income statements for the fiscal year ended on December 31, 2019;
- Agenda 5 To consider and approve the allocation of the profits from the operating performance of the Company for the fiscal year ended on December 31, 2019 to be a reserve fund in accordance with the law and the dividend payment for the operating performance of the Company for the fiscal year ended on December 31, 2019;
- Agenda 6 To consider and approve the election of the election of the substitutions for the directors who retire from their terms by rotation;
- Agenda 7 To consider and approve the determination of the remuneration of the directors of the Company and sub-committee for year 2020;
- Agenda 8 To consider and approve the appointment of auditors and the determination of the auditor fee for year 2020;
- Agenda 9 Other matters (if any)
7. Approved to fix the recording date for the name list of shareholders who are entitled to attend the AGM 2020 (Record Date) on March 10, 2020.

Please be informed accordingly.

Sincerely yours,

(Mrs.Maturot Horarapavanon)
Authorized to sign behalf of the Company