



Ref: No.SR-E2564/003

February 19, 2021

Subject Determination of the schedule of the 2021 Annual General Meeting of Shareholders and omission of dividend payment

To President
The Stock Exchange of Thailand

Siamraj Public Company Limited (the “**Company**”) would like to inform that the Board of Directors’ meeting No. 2/2021 held on February 18, 2021 at 1.00 p.m. has passed the significant resolutions as follows:

1. Approved to propose that the 2021 Annual General Meeting of Shareholders to consider and approve the financial statements and the comprehensive profit and loss statements of the Company for the fiscal year ending on December 31, 2020.
2. Approved to propose that the 2021 Annual General Meeting of Shareholders to consider and approve (i) the non-allocation of the profits from the Company’s business operation for the fiscal year ending on December 31, 2020 so as to be reserved fund in accordance with the law and (ii) the omission of dividend payment taking into account the Company’s business operation for the fiscal year ending on December 31, 2020 due to the Company’s operation has incurred loss.
3. Approved to propose that the 2021 Annual General Meeting of Shareholders to consider and approve the appointment of directors in replacement of the directors who retire from their terms by rotation in the 2021 Annual General Meeting of Shareholders, as named on the following list:

	Name	Position
1.	Mr. Kiat Vimolchalao	Director
2.	Mrs. Wacharee Atthakorn	Director
3.	Mr. Pongnimit Dusitnitsakul	Director/ Audit Committee /Nomination and Remuneration Committee

In this regard, the Nomination and Remuneration Committee considered the qualifications, knowledge, experiences, moral and ethics of such three retiring directors in various prospects, and 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 meet the qualifications and do not have untrustworthy characteristics 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 2021 Annual General Meeting of Shareholders re-appoint such three persons to be directors of the Company for another term.

4. Approved to propose that the 2021 Annual General Meeting of Shareholders to consider and approve the determination of the remuneration of the Board of Directors and the Sub-committee for year 2021 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>	
(1) the Chairman of the Board of Directors	Baht 36,000 per person/month
(2) the Chairman of the Audit Committee	Baht 22,500 per person/month
(3) the member of the Audit Committee	Baht 18,000 per person/month
<u>Special remuneration for non-executive directors</u>	
In 2020, the Company's business operations incurred loss, so there is no special remuneration for the non-executive directors paid in the amount of 0.80 percent of the net profit for the year 2020	
<u>Non-financial remuneration</u>	
Annual check-up and health insurance	

In addition, the comparison of the remuneration of the Board of Directors and the Sub-committee of the Company for the year 2021 and the year 2020 are detailed as follows:

Position	Remuneration for the year 2021	Remuneration for the year 2020
<u>Attendance fee</u>		
(1) the director of the Company	Baht 7,500 per person/a meeting	Baht 7,500 per person/a meeting
(2) the member of the Audit Committee	Baht 7,500 per person/a meeting	Baht 7,500 per person/a meeting
(3) the member of the Nomination and Remuneration Committee	Baht 7,500 per person/a meeting	Baht 7,500 per person/a meeting

Position	Remuneration for the year 2021	Remuneration for the year 2020
<u>Monthly Remuneration</u>		
(1) the Chairman of the Board of Directors	Baht 36,000 per person/month	Baht 40,000 per person/month
(2) the Chairman of the Audit Committee	Baht 22,500 per person/month	Baht 25,000 per person/month
(3) the member of the Audit Committee	Baht 18,000 per person/month	Baht 20,000 per person/month
<u>Special remuneration for non-executive directors</u>		
Non-executive directors	In 2020, the Company's business operations incurred loss, so there is no special remuneration for the non-executive directors paid in the amount of 0.80 percent of the net profit for the year 2020	0.80 percent of the net profit for the year 2020
<u>Non-financial remuneration</u>		
the Board of Directors and the Sub-committee	Annual check-up and health insurance	Annual check-up and health insurance

5. Approved to propose the 2021 Annual General Meeting of Shareholders to consider and approve the appointment of DIA International Co., Ltd. as the auditor of the Company for the fiscal year ending December 31, 2021 whereby any of the following auditors may be designated to verify and opine on the Company's financial statements:
1. Mr. Nopparoek Pissanuwong Certified Public Accountant (Thailand) No. 7764 (having never been the Company's and the subsidiary auditor); and/or
 2. Mrs. Suvimol Chrityakerne Certified Public Accountant (Thailand) No. 2982(having never been the Company's and the subsidiary auditor); and/or
 3. Mr. Wirote Satjathamnukul Certified Public Accountant (Thailand) No. 5128 (having never been the Company's and the subsidiary auditor); and/or
 4. Miss Somjintana Pholhirunrat Certified Public Accountant (Thailand) No.5599 (having never been the Company's and the subsidiary auditor); and/or



5. Mr. Joompoth Piratanakorn Certified Public Accountant (Thailand) No.7645 (having never been the Company's and the subsidiary auditor); and/or
6. Miss Suphaphorn Mangjit Certified Public Accountant (Thailand) No. 8125 (having never been the Company's and the subsidiary auditor)

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

This is to include the appointment of DIA International Co., Ltd. as the auditor of subsidiaries of the Company (the “Subsidiaries”) for the fiscal year ending December 31, 2021.

In addition, approved to propose that the 2021 Annual General Meeting of Shareholders to consider and approve the determination of the auditor fee of the Company and Subsidiaries for the fiscal year ending December 31, 2021 to be not exceeding the following amounts:

Entity	Audit fee (Baht)
The Company	1,750,000.00
The Subsidiaries	1,050,000.00
Total	2,800,000.00

In this regard, the Board of Directors' meeting 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 shareholders meeting to consider and to 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 propose the 2021 Annual General Meeting of Shareholders consider and approve the appointment of Mr. Torchok Laoluechai who is currently a member of Executive Committee of the Company as the Company's director and will effective from April 22,2021 onwards. In this regard, after the appointment of Mr. Torchok Laoluechai the Company will have 8 directors in total.
7. Approved to fix the schedule of the 2021 Annual General Meeting of Shareholders on April 22, 2021 at 1.30 p.m., at Bangkok International Trade and Exhibition Centre Room MR211-213 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 2020 Annual General Meeting of Shareholders;
- Agenda 3 To consider and acknowledge the Company's business operation for year 2020;



- Agenda 4 To consider and approve the statements of financial position and profit and loss statement for the fiscal year ending on December 31, 2020;
- Agenda 5 To consider and approve the non-allocation of the profits from the Company's business operation for the fiscal year ending on December 31, 2020 to be legal reserve and the omission of dividend payment from the Company's business operation for the fiscal year ending on December 31, 2020.
- Agenda 6 To consider and approve the appointment of directors in replacement of the directors who retire from their terms by rotation;
- Agenda 7 To consider and approve the determination of the remuneration of the Board of Directors and Sub-committee of the Company for year 2021;
- Agenda 8 To consider and approve the appointment of auditors and the determination of the auditor fee for year 2021;
- Agenda 9 To consider and approve the appointment a new Company's director of the Company;
- Agenda 10 Other matters (if any)
8. Approved to fix the record date to determine the list of shareholders who are entitled to attend the 2021 Annual General Meeting of the Shareholders (Record Date) on March 5, 2021 and to authorize the Board of Directors and/or the Executive Committee and/or the person assigned by the Board of Directors and/or the Executive Committee to have the power to consider revising the Record Date, agenda and the date, time and place of the 2021 Annual General Meeting of the Shareholders as appropriate, primarily taking into account the benefits and/or effect on the Company.

Please be informed accordingly.

Sincerely yours,

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