



Ref: No.SR-E2566/003

February 23, 2023

**Subject** Determination of the schedule of the 2023 Annual General Meeting of Shareholders, and omission of dividend payment. (Amend)

**To** President  
The Stock Exchange of Thailand

Siamraj Public Company Limited (the “**Company**”) would like to inform that the Board of Directors’ meeting No. 2/2023 held on February 23, 2023 at 1.00 p.m. has passed the significant resolutions as follows:

1. Approved to propose that the 2023 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, 2022.
2. Approved to propose that the 2023 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, 2022 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, 2022 due to the Company’s operation has incurred loss.
3. Approved to propose that the 2023 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 2023 Annual General Meeting of Shareholders, as named on the following list:

	<b>Name</b>	<b>Position</b>
1.	Mr. Kiat Vimolchalao	Director
2.	Mr. Torchok Laoluechai	Director
3.	Mr. Roj Burusratanabhand	Acting Chairman of the Board, Vice Chairman of the Company, Director, Independent Director, Chairman of the Audit Committee and 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, 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 2023 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 2023 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 2023 as follows:

Position	Remuneration
<b><u>Attendance fee</u></b>	
(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
<b><u>Monthly Remuneration</u></b>	
(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
<b><u>Special remuneration for non-executive directors</u></b>	
0.80 percent of net profit for the year 2022	
<b><u>Non-financial remuneration</u></b>	
Annual check-up and health insurance with capital life of insurance one million baht	

In addition, the comparison of the remuneration of the Board of Directors and the Sub-committee of the Company for the year 2023 and the year 2022 are detailed as follows:

Position	Remuneration for the year 2023	Remuneration for the year 2022
<b><u>Attendance fee</u></b>		
(1) the director of the Company	Baht 7,500 per person/a meeting 5	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

Position	Remuneration for the year 2023	Remuneration for the year 2022
(3) the member of the Nomination and Remuneration Committee	Baht 7,500 per person/a meeting	Baht 7,500 per person/a meeting
<b><u>Monthly Remuneration</u></b>		
(1) the Chairman of the Board of Directors	Baht 36,000 per person/month	Baht 36,000 per person/month
(2) the Chairman of the Audit Committee	Baht 22,500 per person/month	Baht 22,500 per person/month
(3) the member of the Audit Committee	Baht 18,000 per person/month	Baht 18,000 per person/month
<b><u>Special remuneration for non-executive directors</u></b>		
Non-executive directors	0.80 percent of net profit for the year 2022	0.80 percent of the net profit
<b><u>Non-financial remuneration</u></b>		
the Board of Directors and the Sub-committee	Annual check-up and health insurance with capital life of insurance one million baht	Annual check-up and health insurance with capital life of insurance five hundred thousand baht

5. Approved to propose the 2023 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, 2023 whereby any of the following auditors may be designated to verify and opine on the Company's financial statements:

1. Mr. Nopparoeck Pissanuwong Certified Public Accountant (Thailand) No. 7764 (having been the company's auditor for 2 year since 2021); and/or
2. Mrs. Suvimol Chrityakierne Certified Public Accountant (Thailand) No. 2982 (having been the company's auditor for 2 year since 2021); and/or
3. Mr. Wirote Satjathamukul Certified Public Accountant (Thailand) No. 5128 (having been the company's auditor for 2 year since 2021); and/or
4. Miss Somjintana Pholhirunrat Certified Public Accountant (Thailand) No.5599 (having been the company's auditor for 2 year since 2021)

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, 2023.

In addition, approved to propose that the 2023 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, 2023 to be not exceeding the following amounts:

Entity	Audit fee (Baht)
The Company	1,750,000.00
The Subsidiaries	970,000.00
Total	2,720,000.00

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.

- Approved to propose that the 2023 Annual General Meeting of Shareholders the amendment of the Company's Articles of Association in relation to electronic methods for the meeting of the Board of Directors and shareholders. The delivery of documents or letters as well as the provision of proxies in the meeting of shareholders to comply with the Public Limited Company Act (No. 4) B.E. 2565

Article	Existing Articles of Association	Proposed Articles of Association
25.	In summoning a meeting of the Board of Directors, the Chairman of the Board of Directors or his assignee shall send the notice of the summoning of the meeting to the Directors at not less than seven days in advance of the date appointed for the meeting, except that, in case of emergency in order to protect the rights or interests of the Company, he may make appointment for such meeting by other method and appoint the date therefore at sooner than that.	In summoning a meeting of the Board of Directors, the Chairman or the person assigned or in the event the Chairman is unable to perform the duty, the Vice-Chairman shall act as Chairman of the meeting. In case there is no Vice-Chairman or Vice-Chairman unable to perform the duty, The Director two (2) persons or more may jointly call a meeting of the Board of Directors. The notice of the meeting shall be sent to the directors at least three (3) days prior to the meeting. In case of emergency in order to protect the rights or interests of the Company and may make appointment for such meeting by other method and appoint the date therefore at sooner than that. The meeting of shareholders shall be held via electronic media according

Article	Existing Articles of Association	Proposed Articles of Association
		to the law governing electronic conferencing. It shall be deemed that the registered office of company is the meeting venue.
32.	<p>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.</p> <p>The venue of the shareholders' meeting shall be located in the province in which the head office located, or any other province nearby.</p>	<p>In summoning a meeting of shareholders, the Board of Directors shall make a notice of summoning of the meeting, wherein specifying the place, date, time and agenda for the meeting, as well as the matters to be proposed to the meeting together with particulars as is reasonable, by specifying clearly if such is a matter proposed for information, for approval or for consideration, as the case may be, including the opinion of the Board of Directors on the said matters, and send same to the shareholders and the registrar for their information at not less than seven(7) days prior to the date appointed for the meeting and advertise such notice of the summoning of meeting in newspaper for three consecutive days at not less than three(3) days before the date appointed for the meeting and for a period of not less than three (3) consecutive days.</p> <p>Any meeting location of the Company shall be held at the registered office of the Company or neighboring province or at any other places as the Board of Directors may decide. The meeting of shareholders shall be held via electronic media according to the law governing electronic conferencing and location of meeting shall be deemed that the registered office of company is the meeting venue.</p>
	-	<p>More article additional</p> <p><b><u>Proxy to attend the shareholders' meeting and the right of shareholders to vote</u></b></p> <p>Article 47. In the meeting of shareholder, the shareholder may</p>

Article	Existing Articles of Association	Proposed Articles of Association
		<p>authorize other legal age persons as proxies to attend and vote at the meeting on their behalf. The proxy shall be dated and have the signature of the shareholder or shall be process via electronic media according to the law governing electronic. This proxy shall be submitted to the Board Director or the person assigned at the meeting venue before attending the meeting. In this regard, the form of the proxy form is in accordance with the form prescribed by the registrar under the law on public limited companies.</p> <p>In casting a vote, it shall be deemed that the proxy holder has the same number of votes as the total number of votes held by the shareholder as proxy. Unless the proxy has declared to the meeting before voting that he or she will vote on behalf of only some of the grantors by specifying the name of the grantor and the number of shares held by the grantor.</p> <p><b><u>Arranging meetings, Advertising and Delivering books and Documents via electronic media</u></b></p> <p>Article 48. The company may arrange for the meeting of the board of directors or the shareholders via electronic media. The arrangement of the meeting via electronic media must be in accordance with the rules and procedures prescribed by law and the information security standards set forth by law. The location of the registered office of company shall be considered as the meeting place.</p> <p>Article 49. Notifying or advertising any message about the Company to individuals or the public may be done through electronic means of advertising, in accordance with the rules set forth by relevant laws.</p> <p>Article 50. The company or the board of directors may send letters or documents</p>

Article	Existing Articles of Association	Proposed Articles of Association
		to the directors, shareholders or creditors of the company by electronic means. If such person has notified their intention or expressly consented in writing or by electronic means, in accordance with the rules of the relevant laws.

7. Approved to fix the schedule of the 2023 Annual General Meeting of Shareholders on April 20, 2023 at 1.30 p.m., at the Conference room 3-4, 9th floor, Siamraj Public Company Limited No. 289/9, Moo 10, Old Railway Road, Samrong, Phrapradaeng, Samut Prakarn 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 2022 Annual General Meeting of Shareholders;
- Agenda 3 To consider and acknowledge the Company's business operation for year 2022;
- Agenda 4 To consider and approve the statements of financial position and profit and loss statement for the fiscal year ending on December 31, 2022;
- 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, 2022 to be legal reserve and the omission of dividend payment from the Company's business operation for the fiscal year ending on December 31, 2022.
- 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 2023;
- Agenda 8 To consider and approve the appointment of auditors and the determination of the auditor fee for year 2023;
- Agenda 9 To consider and approve the amendment to the Articles of Association;
- 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 2023 Annual General Meeting of the Shareholders (Record Date) on March 10, 2023 and to authorize the Board of Directors and/or the Executive Committee and/or the person assigned by the Board of Directors to have the power to consider for approval the amendment, agenda and the date, time and place of the 2023 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 on behalf of the Company