



## **SIAMRAJ PUBLIC COMPANY LIMITED**

### **INVITATION TO THE 2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**APRIL 26, 2018 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)



Opinion of the Board of Directors:

The Board of Directors sees that the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2017 held on October 3, 2017 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 2017**

Facts and Rationale:

The Company has summarized the operating results and the significant changes that occurred during the fiscal year ended December 31, 2017 in the annual report for the year 2017, as detailed in **Enclosure 2** 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 2017 and the significant changes that occurred during the year 2017 as detailed in **Enclosure 2** 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, 2017**

Facts and Rationale:

The Company has already prepared the financial statement and income statement for the fiscal year ended December 31, 2017 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, 2017, 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:

FINANCIAL HIGHLIGHTS	2016	2017
<b>Balance Sheet (THB in Million)</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 (THB in Million)</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	-	-
Expenses from Shared-Based Payment	-	-
Loss from Discontinued Operation	-	-
Net Profit (Loss)	104.3	35.6

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, 2017 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, 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**

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 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 THB 35,223,195.87, equivalent to THB 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 THB 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 THB 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 THB 35,223,195.87 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 THB 30,451,000, or equal to THB 0.045 (4.5 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

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 2017 and 2016 equal to 612,783,333.33 shares and 600,000,000 shares respectively.

Opinion of the Board of Directors:

The Board of Directors deems appropriate to propose to 2018 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, 2017 as follows:

1. To approve the allocation of profit from the operation of the Company for the fiscal year ended December 31, 2017 as a legal reserve in the amount of 1,761,160.
2. To approve the dividend payment for the fiscal year ended December 31, 2017 in the amount of not exceeding THB 30,451,500 equivalent to THB 0.045 (4.5 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 2018 Annual General Meeting, namely:

Name of directors who shall be retired by rotation	Position	Number of Board of Directors' meeting attendance in year 2017	Number of Subcommittee meeting attendance in year 2017	Term of directorship of the Company
Mrs. Udomporn Jiranapakulwat	Director	10/10	16/16	3
Mrs. Wacharaporn Vimolchhalao	Director	10/10	15/16	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 qualifications of the directors who will retire by rotation in the 2018 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 9**

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.

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. Mrs. Udornporn Jiranapakulwat      Position      Director
- 2. Mrs. Wacharaporn Vimolchalao      Position      Director
- 3. Mr. Pongnimit Dusitnitsakul      Position      Director/Member of the Audit Committee/ Member of the Nomination and 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 2018**

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 2018 as follows:

Position	Remuneration
<b><u>Meeting Allowance</u></b>	
(1) Director of the Company	THB 7,500 per person/meeting



<b>Position</b>	<b>Remuneration</b>
(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 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	

In this regard, the comparison of the remunerations of the Board of Directors and the Subcommittee of the Company for the year 2018 and 2017 are detailed as follows:

<b>Position</b>	<b>2018 (proposed)</b>	<b>2017</b>
<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
(3) Member of the Nomination and Remuneration Committee	THB 7,500 per person/meeting	THB 7,500 per person/meeting

Position	2018 (proposed)	2017
<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 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.	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	-

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 2018 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 2018**

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, 2018 in which any of the following auditors are being authorized to review and give opinion on the Company’s financial statement, namely:

1. Amornrat Pearmpoonvatanasuk; Certified Public Accountant (Thailand) No. 4599; and/or
2. Prasit Yuengsrikul; Certified Public Accountant (Thailand) No. 4171; and/or
3. Sa-nga Chokenitisawat; Certified Public Accountant (Thailand) No. 11251.

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 joint venture of Siamrajathanee Co., Ltd. and the Company (the “**Joint Venture Siamrahathanee**”) for the fiscal year ended on December 31, 2018.

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 Joint Venture Siamrahathanee for the fiscal year ended on December 31, 2018 in the amount of not exceeding the following amounts:

Entity	Audit fee (THB)
The Company	2,370,000
The Joint Venture Siamrahathanee	70,000

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 2018 and 2017 are detailed as follows:

Auditor Fee	2018 (proposed)	2017
Auditor Fee of the Company and the Joint-Venture of the Company	In the amount of not exceeding THB 2,440,000	In the amount of not exceeding THB 2,000,000

Referring to the selection of auditors for the year 2018 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 Joint Venture Siamrajathanee for the fiscal year ended December 31, 2018 and determine the audit fee of the Company and the Joint Venture Siamrajathanee for the fiscal year ended December 31, 2018 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**

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

Facts and Rationale:

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.**

Existing Articles of Association	Proposed Articles of Association
<p>Article 31 The board of directors shall convene an Annual General Meeting of Shareholders within four (4) months from the last day of the fiscal year of the Company.</p> <p>All other Annual General Meeting of Shareholders apart from the above shall be called as extraordinary general meetings. The board of directors may convene such a meeting at any time it deems appropriate.</p> <p>Shareholders holding shares in aggregate amounting to no less than one-fifth (1/5) of the total number of issued shares or shareholders of no less than twenty-five (25) persons holding shares of no less than one-tenth (1/10) of the total number of issued shares may submit their names in a request to the board of directors to convene an extraordinary general meeting at any time, but the reasons for convening such meeting shall be</p>	<p>Article 31. The Board of Directors must arrange the annual general meeting of shareholders within four (4) months from the end of the fiscal year.</p> <p>For other shareholders' meeting, shall be extraordinary meeting. The Board of Directors can call an extraordinary shareholders' meeting at any time, as it deems appropriate, <u>or one or more shareholders holding not less than ten (10) percent of the total number of shares sold may together request the Board of Directors to convene an extraordinary shareholders' meeting at any time. However, it is necessary to specify the subject matter and the reasons for requesting the meeting to be clear in the letter. In such cases, the Board of Directors must arrange a meeting of shareholders within forty-five (45) days from the date of receipt of the letter from the shareholders.</u></p>

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.

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.

And approve the delegation of authority to the Chief Executive Officer and/or any persons delegated by the Chief Executive Officer to amend the Articles of Associations in accordance with the regulations or recommendation of the Public Company Registrar as prescribed by the relevant laws and regulations.

Opinion of the Board of Directors:

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 and approve the delegation of authority to the Chief Executive Officer and/or any persons delegated by the Chief Executive Officer to amend the Articles of Associations in accordance with the regulations or recommendation of the Public Company Registrar as prescribed by the relevant laws and regulations, as detailed above.

Remark:

Resolution in this agenda shall be approved by at least three-fourths of the total votes of the shareholders attending the meeting and entitled to vote.

**Agenda 10**

**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 27, 2018. The Company, therefore, hereby invites all shareholders to attend the 2018 Annual General Meeting of Shareholders, on April 26, 2018, 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 10**.

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 8**.

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 8**, stating the name of the independent directors as listed and detailed in **Enclosure 9**, then submit the form attached with support documentation, as detailed in **Enclosure 6**, 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 19, 2018.

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 6**, as well as the details on procedures for attendance at the Meeting of Shareholders as set out in **Enclosure 7**. 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 5**.

In order to facilitate the rapidity of the registration of attendees at the 2018 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 6**.

In addition, the Company has set the date for determining the names of shareholders who shall have the right to attend the 2018 Annual General Meeting of Shareholders on March 13, 2018 (the Record Date).

Sincerely yours,



[Mr.Roj Burusratanabhand]

[Deputy Chairman of the Board of Directors]

## **Minutes of Extraordinary General Meeting of Shareholders No. 2/2017**

### **Siamraj Public Company Limited**

Room Srinakarin 2, Dusit Princess Srinakarin Hotel, Srinakarin Road, Nongbon Sub-district, Pravet District, Bangkok

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#### **Date, Time and Venue of the Meeting**

On October 3, 2017 at 1.30 pm at Room Srinakarin 2, Dusit Princess Srinakarin Hotel, located at Srinakarin Road, Nongbon Sub-district, Pravet District, Bangkok 10250

#### **Quorum of Meeting**

At 1.30 pm, there were 38 shareholders present at the meeting and 44 shareholders attending the meeting in by proxy. There were 82 shareholders in total, holding aggregate amount of 460,042,981 shares from the total issued shares of 600,000,000 shares of Siamraj Public Company Limited (the “**Company**”), equivalent to 76.67 percent of the total issued shares of the Company, thus a quorum was constituted.

#### **Directors Attending the Meeting**

- |    |                              |                                                                                                                                  |
|----|------------------------------|----------------------------------------------------------------------------------------------------------------------------------|
| 1. | Mr. Roj Burusratanabhand     | Director/ Vice President/ Independent director / Chairman of Audit Committee / Chairman of Nomination and Remuneration Committee |
| 2. | Mr. Bunprasit Tangchaisuk    | Director/ Independent director / Member of Nomination and Remuneration Committee                                                 |
| 3. | Mr. Pongnimit Dusitnitsakul  | Director/Independent Director/ Member of Audit Committee/ Member of Nomination and Remuneration Committee                        |
| 4. | Mr. Kiat Vimolchalao         | Managing Director/ Chief Executive Officer                                                                                       |
| 5. | Mrs. Udomporn Jiranapakulwat | Director/ Chief Financial Officer                                                                                                |
| 6. | Mrs. Wacharaporn Vimolchalao | Director/ Chief Procurement Officer                                                                                              |
| 7. | Mrs. Wacharee Atthakorn      | Director/ General Manager/ Company Secretary                                                                                     |

#### **Executives Attending the Meeting**

- |    |                          |                                                                        |
|----|--------------------------|------------------------------------------------------------------------|
| 1. | Mr. Nopparit Phoomtrakul | Business Unit Manager Metering and Pipeline Transmission Business Unit |
|----|--------------------------|------------------------------------------------------------------------|

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|----|----------------------|------------------------------------------------------------------|
| 2. | Mr. Warawut Waisalee | Business Unit Manager Engineered Pumps and Systems Business Unit |
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**Executives from Techtronic Co., Ltd. attending the Meeting**

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|----|------------------------------|-------------------|
| 1. | Mr. Torchok Laoluechai       | Managing Director |
| 2. | Mr. Chatchawan Jetjumnongkit | General Manager   |

**Advisors**

- |    |                                   |                                                                     |
|----|-----------------------------------|---------------------------------------------------------------------|
| 1. | Mr. Seksun Thanopajai             | Independent Financial Advisor/ Asset Pro Management Company Limited |
| 2. | Mr. Suriya Thamtera               | Independent Financial Advisor/ Asset Pro Management Company Limited |
| 3. | Mr. Rattachai Teeratanawat        | Financial Advisor/ RHB Securities (Thailand) Public Company Limited |
| 4. | Mr. Anupat Srisuwanchai           | Financial Advisor/ RHB Securities (Thailand) Public Company Limited |
| 5. | Mr. Chakthip Taechatattanon       | Financial Advisor/ RHB Securities (Thailand) Public Company Limited |
| 6. | Mr. Kudun Sukhumananda            | Legal Consultant/ Kudun and Partners Limited                        |
| 7. | Mr. Ekachai Chotpitayasunon       | Legal Consultant/ Kudun and Partners Limited                        |
| 8. | Ms. Bongkotkan Chumsai Na Ayudhya | Legal Consultant/ Kudun and Partners Limited                        |

**Commencement of the Meeting**

Miss Achiraya Rabiabnaweenurak acted as the meeting's conductor (the "**Conductor**") greeted and thanked the shareholders for attending the Extraordinary General Meeting of Shareholders No. 2/2017 and informed the Meeting that currently the Company has the registered capital at THB 300,000,000, paid-up capital THB 300,000,000 dividing into 600,000,000 shares with a par value of THB 0.50 Shareholders who shall have the right to attend the Meeting were the shareholders whose name were on the share register book at the date for gathering the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) on August 25, 2017

Before the commencement of the meeting, the Conductor informed the Meeting on the voting protocols and requested that Mr. Roj Burusratanabhand, Chairman of the Meeting (the "**Chairman**") to proceed the Meeting in accordance with the following agenda:

**Agenda 1      To consider and certify the 2017 Annual General Meeting of the shareholders**



The Chairman informed the Meeting that the Company has prepared the minutes of the 2017 Annual General Meeting of shareholders held on April 26, 2017 and submitted the same to the Stock Exchange of Thailand (the “SET”) as well as the Ministry of Commerce as prescribed by law. In this regard, more details are provided in Enclosure 1 of the invitation to the Extraordinary General meeting No. 2/2017 (copy of the minutes of Annual General Meeting of shareholders)

As such the Board of Directors has considered and resolved that the minutes of 2017 Annual General Meeting of the shareholders was correctly and completely recorded and deemed it appropriate to propose the Meeting to certify the minutes.

Then, the Conductor gave the meeting 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 on this agenda.

**Resolution** The Meeting certified the minutes of 2017 Annual General Meeting of shareholders held on April 26, 2017 with the following voting results:

Shareholders Voting	Numbers of Votes	Percentage
Approve	459,456,481	100.0000
Disapprove	0	0.0000
Abstain	586,600	-
Void Voting Card (s)	0	-
Total (83 persons)	460,043,081	-

- Remarks:
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 an additional shareholders attending the meeting compared to the beginning of the meeting, totaling to 83 shareholders. Therefore, the total votes of shareholders in this agenda equal to 460,043,081 votes.

**Agenda 2** **To consider and approve the purchase of and the entire business transfer from Techtronic Holding Company Limited including the entry into the entire business transfer agreement, the undertaking agreement and other relevant transaction documents covering the issuance of new shares to be a consideration for the purchase of and the entire business transfer from Techtronic Holding, which is an acquisition of assets and connected transaction**

For this agenda, the Conductor asked Mr. Torchok Laoluechai, a management of Techtronic Holding Company Limited (“**Techtronic Holding**” or the “**Transferor**”) to present the business of the Transferor for the Meeting’s consideration for the purchase of and the entire business transfer from Techtronic Holding. After that, the Conductor presented details of this agenda to the Meeting as follows:

As the Board of the Directors’ meeting No. 8/2017 held on August 9, 2017 has resolved to propose the shareholders’ meeting to consider and approve the purchase of and the entire business transfer from Techtronic Holding operating its business as a holding company

holding shares in Techtronic Company Limited (“**Techtronic**”) in amount of 59,998 shares equivalent to 99.99 percent of the total shares of Techtronic. Techtronic operates gas metering distribution and installment business including the fluid flow measurement and control in the pipelines.

With regard to such transaction, the company will be able to expand its business constantly, especially the fluid flow and gas measurement in the industrial pipelines – the business pursuant to which share the same customers base and that synergy shall be created between the group companies because of the co-working with the executives of Techtronic, e.g. metering and pipeline transmission business.

In this regard, the Company will purchase and be transferred the entire business of Techtronic Holding which are current assets, debts, rights, obligations and liabilities of Techtronic Holding and the same on the Entire Business Transfer Date, including 59,998 ordinary shares (having par value of THB 100) of Techtronic. The Company will, according to the Transferor’s intention, make a payment for the entire business transfer into two parts totaling THB 313,450,000 as follows:

- (a) Cash in an amount of THB 45,000,000 to Techtronic Holding; and
- (b) The remaining THB 268,450,000 – the Company will issue 76,700,000 new ordinary shares, having par value of THB 0.50. The Company will offer and allocate the shares to specific persons (Private Placement) which are shareholders of Techtronic Holding i.e. Mr. Torchok Laoluechai and Mr. Chatchawan Jetjumnongkit at the offering price of THB 3.50. Such offering price has no discount from the Market Price according to the Capital Market Supervisory Board’s Notification.

After the entire business transfer to the Company, Techtronic Holding will register its dissolution within 2017. In terms of the liquidation process of Techtronic Holding, all the assets owning by Techtronic Holding at that time will be transferred back to its shareholder. Techtronic will be a subsidiary of the Company and that Mr. Torchok Laoluechai and Mr. Chatchawan Jetjumnongkit shall continue being a director of Techtronic thereafter.

In this regard, the purchase and the acceptance of the entire business transfer of a limited company pursuant to Section 107(2)(kor) of the Public Limited Company Act B.E. 2535 (as amended) require an approval from the shareholders’ meeting of the Company with a vote of not less than three-quarters of the votes of all shareholders attending the meeting and having the right to vote. Furthermore, the acceptance of entire business transfer is also considered as an acquisition of assets under the Notification of the Capital Market Supervision Board No. TorJor. 20/2551 re Rules for Significant Transactions Constituting an Acquisition or Disposal of Assets and the Notification of the Stock Exchange of Thailand re Disclosure of Information and Practice of Listed Companies Concerning the Acquisition and Disposal of Assets B.E. 2547. The transaction size when calculated under the value of consideration criteria (based on the Company’s Financial Statements Quarter ended June 30, 2017 as reviewed by the Company’s auditor) equals to 63.09 percent, considered as Type 1 transaction (50 % or more but less than 100%) which calculated using the total value of consideration method (6-month historical acquisition of asset transaction amounting to 36.65% with the same method). Therefore, the Company is required to prepare report and disclose the information memorandum of such transaction to the SET and convene the shareholders’ meeting for an approval on the entering into the transaction.

In addition, the purchase and the acceptance of the entire business transfer of Techtronic Holding and the issuance of new shares in an amount of 76,700,000 shares with a par value of THB 0.50 to specific persons (Private Placement) as a consideration for the purchase of and acceptance of the entire business transfer is considered as a related-party transaction because Mr. Torchok Laoluechai, a current director and shareholder of Techtronic Holding, will be appointed to be a member of executive committee (which equals to management) and a risk management committee.

The connected-party transaction has a total transaction size of 37.03 percent of Net Tangible Assets (the "NTA") of the Company as of June 30, 2017, which requires. The Company shall obtain an approval granted from the Company's shareholding meeting with a vote of not less than three-quarters of the votes of all shareholders attending the meeting and having the right to vote, excluding interested shareholders' equity including an appointment of IFA in order to provide an opinion regarding the acquisition of assets connected transaction. As such, the Company has distributed opinion of the IFA regarding the same to the shareholders together with the invitation to the Extraordinary General meeting.

In any event, the purchase and acceptance of the entire business transfer are subject to the following condition precedents:

1. the shareholder meeting of the Company resolves to approve the purchase of and acceptance of the entire business transfer from Techtronic Holding, including approving other relevant matters which are necessary and/or relating to the entire business transfer which is on October 3, 2017;
2. Mr. Torchok Laoluechai and Mr. Chatchawan Jetjumnongkit enter into and sign the undertaking agreement with the Company regarding the lock-up period which will be signed on August 10, 2017 ;
3. on the Entire Business Transfer Date, there is no and not likely to have an occurrence of event or an act which has an adverse impact to Techtronic or interferes the transaction stipulated on the entire business transfer agreement which the schedule and payment of the entire business transfer is on November 1, 2017 or any other date mutually agreed by both Parties;
4. there is no laws enforced by any relevant governmental authorities which have announced or to be announced which will be into force and effect after the Entire Business Transfer Date that prohibiting the entire business transfer;
5. there is no claims or proceeding regardless whether Techtronic Holding or Techtronic is a plaintiff or the defendant that the impact of which may affect the perfection and completeness of the entire business transfer under the entire business transfer agreement including there is no legal proceeding or any acts by any person contesting the transaction under the entire business transfer agreement
6. the meeting of the Board of Directors and the extraordinary general meeting of shareholders resolve to approve the entire business transfer to the Company, including the entry into the entire business transfer agreement and any acts necessary for the completion of the entire business transfer which is on November 1, 2017 or any other date mutually agreed by both Parties

7. Techtronic Holding procures that the Board of Directors of Techtronic resolved to approve the calling of shareholders' meeting on the Entire Business Transfer Date for the consideration and approval of the change of numbers of directors and the authorized directors as proposed by the Company which is on November 1, 2017 or any other date mutually agreed by both Parties
8. Techtronic Holding procures that Techtronic shall obtain a consent from creditors with regard to the transfer of Techtronic's shares to the Company pursuant to which the creditor shall not deem that it constitutes a breach Techtronic has with it, and a copy of such consent shall be delivered to the Company for review and verification which is before November 1, 2017.

In this regard, it is proposed to Meeting to approve the entering into of entire business transfer agreement, the undertaking agreement and other documents relating to the transaction covering the issuance of new shares to be a consideration for the purchase of and the entire business transfer from Techtronic Holding, which is an acquisition of assets and connected transaction. The approval pursuant to which covers the delegation to the Board of Directors, the executive committee and any persons designated by the Board of Directors or the executive committee to consider the procedures, conditions and other relevant details necessary and relating to the purchase of and the business transfer from Techtronic Holding, as necessary and required by relevant laws.

Then, the Conductor gave the meeting an opportunity to inquire and comment on this agenda. After the shareholders express their opinions and questions, and the questions have been completed. The meeting's chairman asked the meeting to vote on this agenda.

**Resolution**

The Meeting approved the purchase of and the entire business transfer from Techtronic Holding Company Limited including the entry into the entire business transfer agreement, the undertaking agreement and other relevant transaction documents covering the issuance of new shares to be a consideration for the purchase of and the entire business transfer from Techtronic Holding, which is an acquisition of assets and connected transaction. The approval pursuant to which covers the delegation to the Board of Directors, the executive committee and any persons designated by the Board of Directors or the executive committee to consider the procedures, conditions and other relevant details necessary and relating to the purchase of and the business transfer from Techtronic Holding, as necessary and required by relevant laws with the following voting result:

Shareholders Voting	Numbers of Votes	Percentage
Approve	460,558,492	100.0000
Disapprove	0	-
Abstain	0	-
Void Voting Card (s)	0	-
Total (84 persons)	460,558,492	-

- Remarks:
1. The resolution in this agenda shall be adopted by not less than three-quarters of the votes of all shareholders attending the meeting and having the right to vote,

excluding interested shareholders' equity i.e. Mr. Torchok Laoluechai and Mr. Chatchawan Jetjumnongkit including their related persons – shall have no right to vote in this agenda.

2. In this agenda, there are three additional shareholders attending the meeting compared to the beginning of the meeting, totaling to 84 shareholders. Therefore, the total votes of shareholders in this agenda equal to 461,145,092 votes. In this case, there are two shareholders holding 586,600 shares being connected persons of the Company. Such shareholders therefore have no right to vote on this agenda.

## **Agenda 2      Questions/Comments/Responses**

- (1) Acting Sub Lt. Chartchai Wangsiripaisarn (a shareholder) inquired to the meeting on how Techtronic Co., Ltd. will benefit to the company

Mr. Kiat Vimolchalao, the Managing Director, informed the Meeting that Siamraj's business mainly focuses on natural gas. The Company has its specialty in flow metering systems including the competency of measuring natural gas. However, due to the complexity of the work above-mentioned, Siamraj is required to employ talented personnel with high salary base. The Company therefore cannot undertake works in certain areas or for certain target customers. Techtronic, however, has the capacity and efficiency to engage in such works. After the purchase of and the entire business transfer from Techtronic Holding, the group company will be able to cover the scope of work within the same industry.

Furthermore, Techtronic, with its large customer base in Rayong should be able to introduce the Company to undertake works from such existing customer base. On the other hand, Techtronic would, also, be able to undertake works in a larger scale than it can now.

- (2) Mr. Anu Wongsarnkij (a shareholder) asked about the synergy of Siamraj and Techtronic that after the purchase of and the acceptance of the entire business transfer of Techtronic Holding which name Techtronic would use when engaging works with clients and whether the Company would have management power or determining policies of Techtronic. The aforementioned is of concern as it is understood that the Company and Techtronic may be competitors.

Mr. Kiat Vimolchalao, the Managing Director, informed the Meeting that Techtronic will have a meeting and engage with clients in the name of Techtronic Co., Ltd. the same as always with Mr. Torchok Laoluechai and Mr. Chatchawan Jetjumnongkit managing the company. The only difference is that the major shareholder of the Techtronic will be Siamraj Public Company Limited which will support Techtronic's business.

In this regard, the Company and Techtronic are not business competitors as both companies operate its business with different target customers, the Company will not change marketing management and services of Techtronic, but the Company will assist and surveillance the management of the company to ensure the good governance including examine various matters to ensure the compliance with relevant regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.

- (3) Mr. Anu Wongsarnkij (a shareholder) asked whether the synergy between Siamraj and Techtronic would improve the financial statement.

Mr. Kiat Vimolchalao, the Managing Director, clarified to the Meeting that the past turnover of Techtronic has regularly made a profit which support the Company in overall and improve the upside of the profit.

- (4) Mr. Anu Wongsarnkij (a shareholder) asked about the source of fund of THB 45 Million in cash the Company will pay Techtronic Holding as a consideration of the entire business transfer.

Mr. Kiat Vimolchalao, the Managing Director, clarified that the Company has sufficient cash to pay for the purchase of and the entire business transfer from Techtronic Holding.

- (5) Mr. Tara Cholpranee (a shareholder) asked why the Company purchases and accepts the business transfer of Techtronic Holding instead of directly purchasing shares of Techtronic. And - do the objectives of the Company specified in the affidavit cover the business of Techtronic Holding and Techtronic?

Mr. Kudun Sukhumananda, legal advisor from Kudun and Partners Limited, clarified to the Meeting that Techtronic Holding holds 99.99 percent of Techtronic's shares. The purchase of and the entire business transfer from Techtronic Holding is a businesswise strategy. If the Company directly purchased Techtronic's business, the Company will have to purchase the business in overall which includes all agreements between Techtronic and its clients, meaning that in doing so, the Company will have to request for a consent from all parties. If the Company cannot get the consent from one of the parties, the purchase of the business would not be achieved. Therefore, the purchase of and the entire business transfer from Techtronic Holding is a more convenient way. In addition, the Company's objectives have already well reflected Techtronic's business.

- (6) Mr. Tara Cholpranee (a shareholder) asked whether there is a tax difference between an acquisition of Techtronic and Techtronic Holding

Mr. Kudun Sukhumananda, Legal Consultant from Kudun and Partners Limited, clarified that an ordinary acquisition which is not the acceptance of the entire business transfer can create incidence of tax to the seller which occurred taxes might turn back to the market price. As a result, the market price may be high and not as agreed by the parties until such price may have to be adjusted.

- (7) Acting Sub Lt. Chartchai Wangsiripaisarn (a shareholder) inquired that what the goals of the Company after the completion of purchase of and the acceptance of the entire business transfer from Techtronic Holding the year 2018 onwards are

Mr. Kiat Vimolchalao, the Managing Director, clarified that there will be no change in the operating of Techtronic as well as the operating of the Company. Therefore, the purchase of and the acceptance of the entire business transfer will not have a negative impact but only have the positive impact – which Techtronic

will have the ability and potential to get more and larger projects, and the Company can easily expand its business to Techtronic's customer base, which will promote each other's business.

- (8) Acting Sub Lt. Chartchai Wangsiripaisarn (a shareholder) inquired that whether the Company has set the goal to enter into the AEC?

Mr. Kiat Vimolchalao, the Managing Director, clarified to the Meeting that the Company has set the goal to expand its business to neighboring countries. Also, Techtronic shares the same goal as the Company. After the purchase of and the acceptance of the entire business transfer, the Company and Techtronic will later discuss the business plan for the next 3-5 years.

- (9) Acting Sub Lt. Chartchai Wangsiripaisarn (a shareholder) inquired that whether the dividends will be increased at the end of next year?

Mr. Kiat Vimolchalao, the Managing Director, clarified that the Company has the same goal. Also, the Company will do its best in operating the business, including looking for other businesses that can make the profit to the Company and considering various projects. However, the Company cannot answer that whether the dividends will be increased or not.

- (10) Mr. Anu Wongsarnkij (a shareholder) whether there is share transfer restriction to the newly issued shares of the Company.

Mr. Kudun Sukhumananda, legal advisor from Kudun and Partners Limited, clarified to the Meeting that the shareholders of Techtronic Holding who have been allocated with the newly issued shares of the Company shall comply with the terms and conditions under the undertaking agreement in relation to 5-year lock up period.

**Agenda 3**      **To consider and approve the increase of the Company registered capital in an amount of THB 38,350,000 from the current registered capital of THB 300,000,000 to be the new registered capital of THB 338,350,000 by issuing 76,700,000 newly ordinary shares at the par value of THB 0.50 per share**

The Conductor proposed to the Meeting to consider the increase of the Company registered capital in the amount of THB 38,350,000 from the current registered capital of THB 300,000,000 to be the new registered capital of THB 338,350,000 by issuing 76,700,000 newly ordinary shares at the par value of THB 0.50 per share on a private placement basis for the consideration of the entire business transfer of Techtronic Holding having the details as presented in the Agenda 2 aforementioned.

Then, the Conductor gave the meeting 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 on this agenda.

**Resolution**      The Meeting approved the increase of the Company registered capital in the amount of THB 38,350,000 from the current registered capital of THB 300,000,000 to be the new

registered capital of THB 338,350,000 by issuing 76,700,000 newly ordinary shares at the par value of THB 0.50 per share with the following voting result:

Shareholders Voting	Numbers of Votes	Percentage
Approve	460,558,492	100.0000
Disapprove	0	0.0000
Abstain	0	-
Void Voting Card (s)	0	-
Total (84 persons)	460,558,492	-

### **Remarks**

1. This agenda relates to Agenda 2 - pursuant to which the Meeting has resolved to approve the purchase of and the entire business transfer from Techtronic Holding Company Limited including the entry into the entire business transfer agreement, the undertaking agreement and other relevant transaction documents covering the issuance of new shares to be a consideration for the purchase of and the entire business transfer from Techtronic Holding, which is an acquisition of assets and connected transaction. Therefore the resolution in this agenda shall be adopted by not less than three-quarters of the votes of all shareholders attending the meeting and having the right to vote, excluding interested shareholders' equity.
2. In this agenda, there are 86 shareholders and the total votes of shareholders in this agenda equal to 461,145,092 votes. In this case, there are two shareholders holding 586,600 shares being connected persons of the Company. Such shareholders therefore have no right to vote on this agenda.

### **Agenda 4**

**To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital**

The Conductor proposed to the Meeting that in order to have the corporate registration in line with the capital increase provided in Agenda 3, the Company shall revise its Memorandum of Association pursuant to the securities and Exchange Act B.E. 2535 (as amended). In this regard, it is proposed that the Meeting consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital, as follows:

“Clause 4 Registered Capital	THB 338,350,000 (Three Hundred Thirty Eight Million Three Hundred Fifty Thousand)
Divided into	676,700,000 shares (Six Hundred Seventy Six Million Seven Hundred Thousand Shares)
Par Value	THB 0.50 (fifty Satang)



Classified into

Ordinary Shares	676,700,000 shares (Six Hundred Seventy Six Million Seven Hundred Thousand Shares)
Preferred Shares	- shares ( - )”

Then, the Conductor gave the meeting 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 on this agenda.

### **Resolution**

The Meeting approved the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company’s registered capital with the following voting result:

Shareholders Voting	Numbers of Votes	Percentage
Approve	460,558,492	100.0000
Disapprove	0	0.0000
Abstain	0	-
Void Voting Card (s)	0	-
Total (84 persons)	460,558,492	-

### **Remarks**

1. This agenda relates to Agenda 2 - pursuant to which the Meeting has resolved to approve the purchase of and the entire business transfer from Techtronic Holding Company Limited including the entry into the entire business transfer agreement, the undertaking agreement and other relevant transaction documents covering the issuance of new shares to be a consideration for the purchase of and the entire business transfer from Techtronic Holding, which is an acquisition of assets and connected transaction. Therefore the resolution in this agenda shall be adopted by not less than three-quarters of the votes of all shareholders attending the meeting and having the right to vote, excluding interested shareholders’ equity.
2. In this agenda, there are 86 shareholders and the total votes of shareholders in this agenda equal to 461,145,092 votes. In this case, there are two shareholders holding 586,600 shares being connected persons of the Company. Such shareholders therefore have no right to vote on this agenda.

### **Agenda 5**

**To consider and approve the allocation of 76,700,000 newly issued shares at the par value of THB 0.50 per share to specific persons (Private Placement)**

Khun Kiat Vimolchalao, the Managing Director/ Chief Executive Officer, presented the details of this agenda to the Meeting that the Board of Directors’ meeting has resolved to propose the shareholders’ meeting to consider and approve the allocation of 76,700,000 newly issued shares at the par value of THB 0.50 per share to specific persons (Private Placement) which are the shareholders of Techtronic Holding with the offering price of THB 3.50 per share – the allocation pursuant to which is for the consideration of the entire

business transfer. The offering price has no discount from the Market price according to the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 (“Market Price” means the volume-weighted average price of the Company’s shares listed on the SET for the previous 15 consecutive business days prior to the resolution of the Board of Directors’ Meeting proposing the Extraordinary General Meeting of Shareholders to approve the capital increase and the allocation of the newly issued shares, which was the share price between July 18, 2017 – August 8, 2017 equal to THB 3.02 per share (source: SETSMART from [www.setsmart.com](http://www.setsmart.com))).

The allocation of the newly issued shares to the shareholders of Techtronic Holding has the details as follows:

<b>Names of the shareholders of Techtronic Holding</b>	<b>Numbers of shares holding in Techtronic Holding</b>	<b>Percentage of shares holding in Techtronic Holding</b>	<b>Allocated shares by Private Placement</b>
1. Mr. Torchok Laoluechai	36,000	60	46,020,000
2. Mr. Chatchawan Jetjumnongkit	23,999	40	30,680,000
3. Mrs. Wannee Jetjumnongkit	1	-	-
Total	60,000	100	76,700,000

After the allocation of such newly issued shares, the shareholders of Techtronic will have been holding the shares in ratio of 12.78 percent of the total registered and paid-up shares of the Company.

In the case that on the Allocation Date, the offering price is lower than 90% of the Market Price according to the Notification of the Stock Exchange of Thailand re Rules, Conditions, and Procedures Governing the Listing of Ordinary or Preferred Shares Issues for Capital Increase B.E. 2558 (Market Price means a weighted average price of shares traded in the SET for not less than 7 consecutive business days but not exceeding 15 consecutive business days prior to the first date on which such shares are offered for sale) the Company shall prohibit the shareholders of Techtronic Holding from selling any of them within the period of 1 year from the commencement date on which the shares are traded on the Exchange. Upon completion of 6-month period of trading of such shares issued for capital increase on the SET, the shareholders of Techtronic Holding can gradually sell their Shares that are subject to the prohibition of sale at 25 percent of the total number of newly issued shares that are subject to the prohibition of sale.

In addition, the shareholders of Techtronic Holding who are allocated with the newly issued shares shall be comply with the terms and conditions of the undertaking agreement pursuant to the five-year lock-up period. Such lock-up period shall be commenced on the date the newly issued shares allocated to the new shareholders – the terms under which restrict the new shareholders from selling, distributing, or transferring the newly issued shares of the Company, create encumbrance or conduct any acts which resulting into the newly issued shares of the Company transferred to the any third parties, according to the ration stipulated in the agreement. More details are provided in *Enclosure 4* and *Enclosure 5* distributed to the shareholders together with the invitation to the

Extraordinary General meeting.

It is then proposed to the Meeting that it considers and approves the allocation of 76,700,000 newly issued shares with a par value of THB 0.50 on a private placement basis.

Then, the Conductor gave the meeting an opportunity to inquire and comment on this agenda. After the shareholders express their opinions and questions, and the questions have been completed. The meeting's chairman asked the meeting to vote on this agenda.

### **Resolution**

The Meeting approved the allocation of 76,700,000 newly issued shares at the par value of THB 0.50 per share to specific persons (Private Placement) with the following voting result:

Shareholders Voting	Numbers of Votes	Percentage
Approve	460,558,492	100.0000
Disapprove	0	0.0000
Abstain	0	-
Void Voting Card (s)	0	-
Total (84 persons)	460,558,492	-

### **Remarks**

1. This agenda relates to Agenda 2 - pursuant to which the Meeting has resolved to approve the purchase of and the entire business transfer from Techtronic Holding Company Limited including the entry into the entire business transfer agreement, the undertaking agreement and other relevant transaction documents covering the issuance of new shares to be a consideration for the purchase of and the entire business transfer from Techtronic Holding, which is an acquisition of assets and connected transaction. Therefore the resolution in this agenda shall be adopted by not less than three-quarters of the votes of all shareholders attending the meeting and having the right to vote, excluding interested shareholders' equity.
2. In this agenda, there are 86 shareholders and the total votes of shareholders in this agenda equal to 461,145,092 votes. In this case, there are two shareholders holding 586,600 shares being connected persons of the Company. Such shareholders therefore have no right to vote on this agenda.

### **Agenda 5**

#### **Questions/Comments/Responses**

- (1) Mr. Anu Wongsarnkij (a shareholder) asked whether the Company will re-arrange the shareholding structure

Mr. Kiat Vimolchalao, the Managing Director, clarified to the Meeting that the sequence of Company's shareholders will change after the newly issued shares have been allocated to the shareholders of Techtronic Holding Company Limited (“**Techtronic Holding**”). Furthermore, Mr. Torchok Laoluechai will become a

member executive committee of the Company. However, the Company's Board of Directors will remain the same.

## **Agenda 6 To consider other matters**

**-N/A-**

After the extraordinary general meeting of shareholders has considered all meeting agendas, the Conductor gave an opportunity for further queries by the shareholders in which these questions have been raised as follows:-

- (1) Mr. Anu Wongsarnkij (a shareholder) inquired that what the Company's business will be in the AEC or 4.0 strategy in this year, on the part of the pipeline transmission business, energy business and NGV stations' business are. The shareholder also further asked about the the background and expectation of the parking business.

Mr. Kiat Vimolchalao, the Managing Director, clarified that the Company is intended to manage all of its three existing businesses to the best of its abilities. With regard to new businesses, e.g. construction and management of parking building for Thammasat University Hospital (Rangsit Campus) and Thammasat University, the Company viewed that this business can grow in the future. In addition, the Company has started to contact with government agencies about the parking problem due to insufficient parking spots and limited spaces and has received a huge interest, especially from hospitals. However, the Company will operate the business with transparency. As the Company previously reported about the bidding and offering process on solar power projects for government agencies and agricultural cooperatives, the Company will continue to inform the progress.

- (2) Mr. Anu Wongsarnkij (a shareholder) inquired that the investment return from the parking business

Mr. Kiat Vimolchalao, the Managing Director, clarified that the expected return or the number of Equity IRR is quite good at around 18-20 percent. The Company has not yet hired a construction contractor and has not yet negotiated a loan with the bank.

- (3) Mr. Anu Wongsarnkij (a shareholder) asked how many megawatts for the power plant

Mr. Kiat Vimolchalao, the Managing Director, clarified that the Company still cannot provide the exact answer. However, the Company will inform the shareholders when progress is made.

- (4) Mr. Anu Wongsarnkij (a shareholder) inquired that how is the gas pipeline transmission business?

Mr. Kiat Vimolchalao, the Managing Director, clarified that the Company has already received a Letter of Intent for one project, valued at approximately THB 590 million, which the Company will soon enter into an agreement. Furthermore, the Company also undertake another hire of work service which is oil off-take

station to the northern part that the Company will report backlog sales at the end of this year.

- (5) Mr.Tara Cholpranee (a shareholder) inquired that how long for the duration of agreements that Techtronic entered into as a distributor with each company?

Mr. Kiat Vimolchalao, the Managing Director, clarified that currently the overseas major manufacturers would only enter into an agreement with distributors for a period between 1-2 years. Afterwards, the performance of such distributors, i.e. whether target is achieved or not, will be a determining factor whether a renewal of the agreement with the Company is granted or not.

- (6) Mr.Tara Cholpranee (a shareholder) asked about the market share of Techtronic in terms of metering business

Mr. Kiat Vimolchalao, the Managing Director, clarified that the market share of metering business is not much because such work is only a fraction of the total work/project. Also, there are only 3 – 5 similar services providers.

- (7) Mr.Tara Cholpranee (a shareholder) inquired about the Gross Profit Margin of Techtronic.

Mr. Torchok Laoluechai, as a director of Techtronic clarified that the Company has 40% and 25% Gross Profit Margin on the total goods and projects, respectively.

- (8) Mr.Tara Cholpranee (a shareholder) inquired whether Techtronic has obtain a certificate for calibration.

Mr. Torchok Laoluechai, as a director of Techtronic clarified that Techtronic engaged with companies which providing calibration services. The Company itself is not a calibration services provider.

No other matters being proposed to the Meeting's consideration. The Chairman then thanked the shareholders for attending the meeting and declared the adjourned at 3.20 pm.



(Mr. Roj Burusratanabhand)

The Chairman of the Meeting

## FINANCIAL HIGHLIGHTS

## ข้อมูลทางการเงินที่สำคัญ

		2559	2560
		2016	2017
งบดุล (ล้านบาท)	Balance Sheet (THB in Million)		
สินทรัพย์หมุนเวียน /	Current Assets	1,132.5	1,111.2
สินทรัพย์รวม	Total Assets	1,378.8	1,593.9
หนี้สินหมุนเวียน	Current Liabilities	406.4	389.0
หนี้สินรวม	Total Liabilities	426.7	415.5
ส่วนของผู้ถือหุ้น	Shareholders' Equity	952.0	1,178.4

งบกำไรขาดทุน (ล้านบาท)	Income Statement (THB in Million)		
รายได้จากการขายและบริการ	Revenue from Sale and Service	791.4	664.2
รายได้จากการก่อสร้าง	Revenue from Construction work	534.9	312.6
รายได้รวม	Total Revenue	1,326.4	976.8
ต้นทุนและค่าใช้จ่ายจากการดำเนินงาน	Cost and Operating Expenses	1,263.5	962.2
ขาดทุนจากการด้อยค่า อาคารและอุปกรณ์	Loss on Impairment of Building and Equipment	-	-
ค่าใช้จ่ายที่เกิดจากการจ่ายโดยใช้หุ้นเป็นเกณฑ์	Expenses from Shared-Based Payment	-	-
ขาดทุนจากการยกเลิกส่วนงาน	Loss from Discontinued Operation	-	-
กำไร(ขาดทุน)สุทธิ	Net Profit (Loss)	104.3	35.60

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

<b>Name</b>	: Mrs. Udornporn Jiranapakulwat	
<b>Type of Director Nominated for Election</b>	: Director	
<b>Current Position in the Company</b>	: <ul style="list-style-type: none"> <li>• Director</li> <li>• Member of the Executive Committee</li> <li>• Member of the Risk Management Committee</li> <li>• CFO</li> </ul>	
<b>Age</b>	: 57 years old	
<b>Nationality</b>	: Thai	
<b>Educational Qualification</b>	: Bachelor of Accounting, Dhurakij Pundit University	
<b>Director Accreditation Program</b>	: <ul style="list-style-type: none"> <li>• Director Accreditation Program (DAP) class of 112/2014</li> <li>• Strategic CFO in Markets class of 3 year 2559</li> <li>• Merger and Acquisition Course</li> <li>• Tea Talks : IFRS 15 (Revenue Standard – TFRS/IFRS 15)</li> </ul>	
<b>Shareholding in the Company</b>	: None	
<b>Years of directorship in the Company</b>	: 3 years	
<b>Working Experience</b>	: <ul style="list-style-type: none"> <li>• CFO/ Director / Member of the Risk Management Committee / Member of the Executive Committee / Accounting Manager Siamrajathanee Corporation Co., Ltd.</li> <li>• CFO/ Director / Member of the Risk Management Committee / Member of the Executive Committee / Accounting Manager Siamraj Public Company Limited</li> <li>• Director of Techtronic Co., Ltd.</li> <li>• Director of Joint Venture Siamraj and Tekhatat Co., Ltd.</li> <li>• Director of SR Power Holding Co., Ltd</li> <li>• Director of SR Commercial Holding Co., Ltd.</li> </ul>	
<b>Relationship with a Company's executive, or a major shareholder of the Company or its subsidiary</b>	: None	

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

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

- Director of Techtronic Co., Ltd.
- Director of Joint Venture Siamraj and Tekhatat 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 10/10 meetings  
The meeting of the Executive Committee 12/12 meetings  
The meeting of the Risk Management Committee 4/4 meetings



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

<b>Name</b>	: Mrs. Wacharaporn Vimolchalao	
<b>Type of Director Nominated for Election</b>	: Director	
<b>Current Position in the Company</b>	: <ul style="list-style-type: none"> <li>• Director</li> <li>• Member of the Executive Committee</li> <li>• Member of the Risk Management Committee</li> <li>• CPO</li> </ul>	
<b>Age</b>	: 57 years old	
<b>Nationality</b>	: Thai	
<b>Educational Qualification</b>	: Bachelor of Business Administration Program in Finance and Banking Ramkhamhaeng University	
<b>Director Accreditation Program</b>	: <ul style="list-style-type: none"> <li>• Director Accreditation Program (DAP) class of 112/2014</li> <li>• Ethical Leadership Program (ELP) class of 4/2016</li> </ul>	
<b>Shareholding in the Company</b>	: 51,300,000 shares (7.58%)	
<b>Years of directorship in the Company</b>	: 3 years	
<b>Working Experience</b>	: <ul style="list-style-type: none"> <li>• CPO / Director/ Member of the Risk Management Committee / Member of the Executive Committee / Purchasing Manager Siamrajathanee Corporation Co., Ltd.</li> <li>• CPO / Director/ Member of the Risk Management Committee / Member of the Executive Committee / Purchasing Manager Siamraj Public Company Limited</li> </ul>	
<b>Relationship with a Company's executive, or a major shareholder of the Company or its subsidiary</b>	: Mr.Kiat Vimolchalao (Husband)	


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

**Current directorship/  
executive position in other  
companies which are non-  
listed** : Director of Krit Ventura 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 10/10 meetings  
The meeting of the Executive Committee 11/12 meetings  
The meeting of the Risk Management Committee 4/4 meetings

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

<b>Name</b>	: Mr. Pongnimit Dusitnitsakul	
<b>Type of Director Nominated for Election</b>	: Director / Independent Director	
<b>Current Position in the Company</b>	: <ul style="list-style-type: none"> <li>• Director</li> <li>• Independent Director</li> <li>• Member of the Audit Committee</li> <li>• Member of the Nomination and Remuneration Committee</li> </ul>	
<b>Age</b>	: 58 years old	
<b>Nationality</b>	: Thai	
<b>Educational Qualification</b>	: Master of General Management, NIDA Bachelor of Law, Ramkhamhaeng University	
<b>Director Accreditation Program</b>	: <ul style="list-style-type: none"> <li>• Director Accreditation Program (DAP) class of 35/2005</li> <li>• Director Certification Program (DCP) class of 62/2005</li> <li>• The Committee Sponsoring Organizations of Treadway Commission</li> <li>• Nomination Committee Best Practice Guideline</li> </ul>	
<b>Shareholding in the Company</b>	: None	
<b>Years of directorship in the Company</b>	: 3 years	
<b>Working Experience</b>	: <ul style="list-style-type: none"> <li>• Director/ Independent Director/ Member of the Audit Committee/ Member of the Nomination and Remuneration Committee Siamrajathanee Corporation Co., Ltd.</li> <li>• Director/ Independent Director/ Member of the Audit Committee/ Member of the Nomination and Remuneration Committee Siamraj Public Company Limited</li> <li>• Director of Rayong Sinsub Pattana Co., Ltd.</li> <li>• Director of SR Power Holding Co., Ltd.</li> <li>• Director of SR Commercial Holding Co., Ltd.</li> <li>• Director of Siamrajathanee Co., Ltd.</li> <li>• Director of PNT Management and Consultant Co., Ltd.</li> <li>• Director of Namaste Yoga Co., Ltd.</li> <li>• Director of Pharma Cosmet Public Company Limited</li> </ul>	

- Relationship with a Company's executive, or a major shareholder of the Company or its subsidiary** : None
- Current directorship/ executive position in listed companies** : None
- Current directorship/ executive position in other companies which are non-listed** :
  - Director of Rayong Sinsub Pattana Co., Ltd.
  - Director of SR Power Holding Co., Ltd.
  - Director of SR Commercial Holding Co., Ltd.
  - Director of Siamrajathanee 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 10/10 meetings.  
The meeting of the Audit Committee 5/5 meetings.  
The meeting of the Nomination and Remuneration Committee 1/1 meeting.
- Being an executive director of the Company, an officer, an employee, or an advisor regularly receiving a salary from the Company or its subsidiary** : No
- Being a professional service provider for the Company or its subsidiary** : No
- Having business relationship that may materially affect to independence of his/her performance** : None

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.

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

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

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**CHAPTER VI  
Shareholders' Meetings**

31. The board of directors shall call a shareholders' meeting which is an annual ordinary general meeting of shareholders within 4 (four) months of the end of the fiscal year of the Company.

Any shareholders' meetings other than the one referred to in the first paragraph shall be called an extraordinary general meeting. The board of directors shall convene such extraordinary general meeting at any time as deemed appropriate.

Any shareholders holding shares of no less than one-fifth (1/5) of the total amount of shares sold or no less than twenty five (25) shareholders holding shares of no less than one-tenth (1/10) of the total amount of shares sold, have the right to jointly request, in written form of request, the board of directors to convene an extraordinary general shareholders' meeting at any time as they deem appropriate, provided that the request shall clearly state a reason to convene such extraordinary general meeting. In this case, the board of directors must arrange for an extraordinary general meeting within one (1) month of the date of receipt of the aforementioned request from the shareholders.

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 26, 2018, 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 10**.

### **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 8**. 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 9** 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 no later than April 19, 2018.
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 form 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.

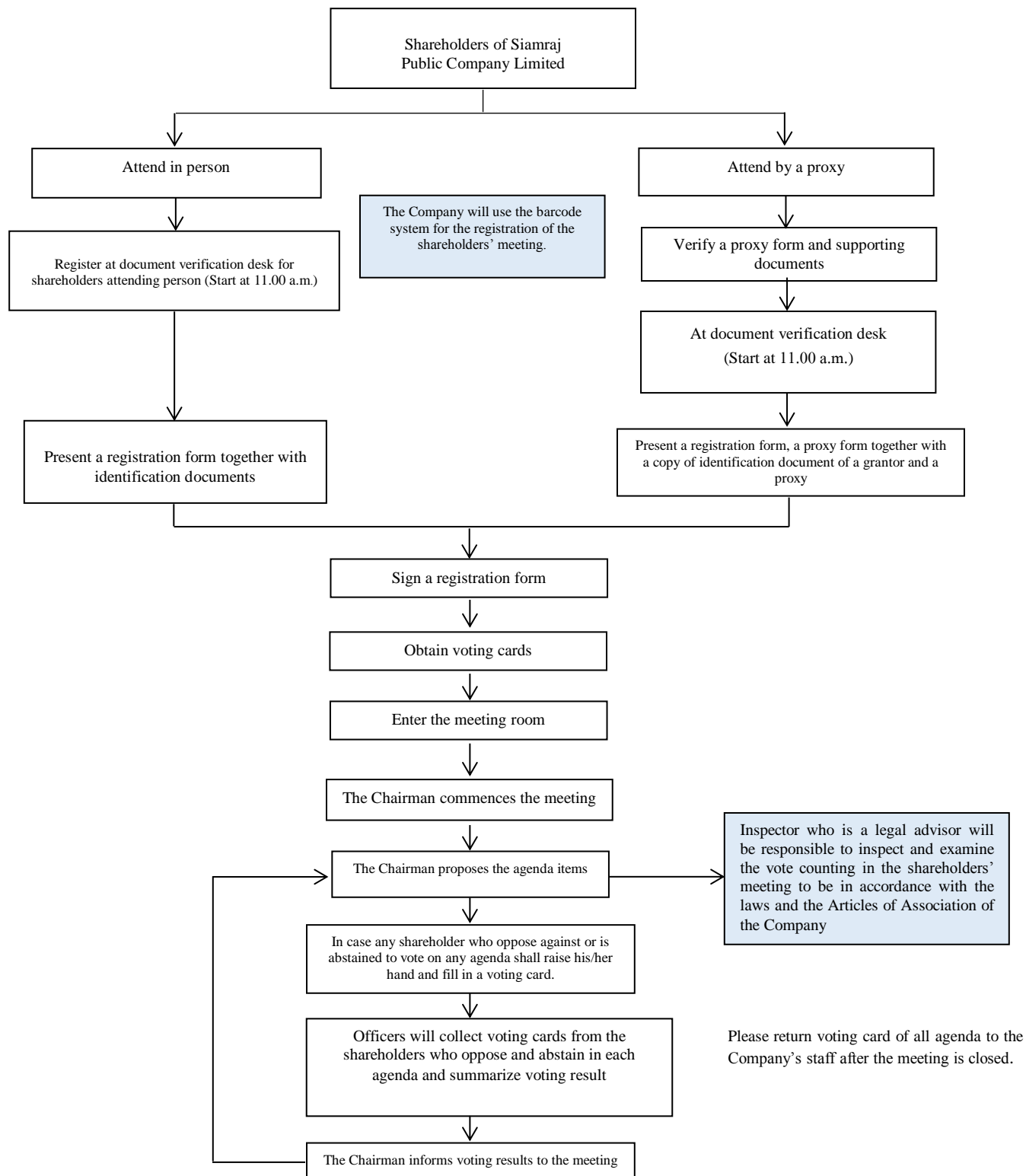
### 3.2 Documents from shareholder

- 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 2018 Annual General Meeting of Shareholders  
Siamraj Public Company Limited  
On Thursday April 26, 2018 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  
 นายบุญประสิทธิ์ ตั้งชัยสุข Mr.Bunprasit Tangchaisuk

(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 9 ของหนังสือเชิญประชุมสามัญ  
ผู้ถือหุ้น ประจำปี 2561) (Details of the Independent Director of the Company are specified in  
Enclosure 9 of the Invitation of the 2018 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 2561 ในวันที่ 26 เมษายน 2561 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 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.

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 บุรุษรัตนพันธ์ Mr.Roj Burusratanabhand  
 นายบุญประสิทธิ์ ตั้งชัยสุข Mr.Bunprasit Tangchaisuk

(รายละเอียดกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 9 ของหนังสือเชิญประชุมสามัญ  
 ผู้ถือหุ้น ประจำปี 2561) (Details of the Independent Director of the Company are specified in  
 Enclosure 9 of the Invitation to the 2018 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 2561 ในวันที่ 26 เมษายน 2561 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** **พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2560**

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

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 2560**

Agenda item no. 3 To consider and acknowledge the report of the operating results of the Company for the year 2017

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

**วาระที่ 4** **พิจารณาอนุมัติงบแสดงฐานะทางการเงินและบัญชีกำไรขาดทุนเบ็ดเสร็จของบริษัท สำหรับรอบระยะเวลาบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2560**

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, 2017

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** **พิจารณาอนุมัติการจัดสรรกำไรสำหรับผลการดำเนินงานของบริษัทสำหรับรอบระยะเวลาบัญชี สิ้นสุดวันที่ 31 ธันวาคม 2560 เป็นทุนสำรองตามกฎหมาย และพิจารณาอนุมัติการจ่ายเงินปันผลสำหรับผลการดำเนินงานของบริษัทสำหรับรอบระยะเวลาบัญชี สิ้นสุดวันที่ 31 ธันวาคม 2560**

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, 2017 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, 2017

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

งดออกเสียง

Approve

Disapprove

Abstain

ข.  เลือกตั้งกรรมการเป็นรายบุคคล

B. Election of each nominated directors

1. ชื่อกรรมการ นางอุคมพร จิระภากุลวัฒน์

Director's name Mrs. Udornporn Jiranapakulwat

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

2. ชื่อกรรมการ นางวัชรภรณ์ วิมลฉลา

Director's name Mrs. Wacharaporn Vimolchalao

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

3. ชื่อกรรมการ นายพงษ์นิมิต ดุสิตนิตย์สกุล

Director's name Mr. Pongnimit Dusitnitsakul

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 7  
Agenda item no. 7

**พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ และคณะกรรมการชุดย่อยของบริษัท ประจำปี 2561**

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:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 8  
Agenda item no. 8

**พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2561**

To consider and approve the appointment of auditors and determine the auditor fee 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:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 9  
Agenda item no. 9

**พิจารณาเรื่องอนุมัติการแก้ไขเพิ่มเติมข้อบังคับบริษัท**

To consider and approve the amendment to the Articles of Association

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

Disapprove

Abstain

วาระที่ 10  
Agenda item no. 10

**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

Disapprove

Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
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 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.
- 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 2561 วันที่ 26 เมษายน 2561 เวลา 13.30 น. ณ ห้อง MR 211-212 ชั้น 2 ศูนย์นิทรรศการและการประชุมไบเทค  
เลขที่ 88 ถนนบางนา-ตราด กม. 1 เขตบางนา กรุงเทพมหานคร หรือที่ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

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.

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 ค.

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)

(เปิดอากรแสตมป์ 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

ในฐานะผู้ประกอบการธุรกิจเป็นผู้รับฝากและดูแลหุ้น (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. ระบุนามผู้รับมอบอำนาจ  
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

คนหนึ่งคนเดียว  
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  
 นายบุญประสิทธิ์ ตั้งชัยสุข Mr.Bunprasit Tangchaisuk

(รายละเอียดกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 9 ของหนังสือเชิญประชุมสามัญ  
ผู้ถือหุ้น ประจำปี 2561) (Details of the Independent Director of the Company are specified in  
Enclosure 9 of the Invitation to the 2018 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 2561 วันที่ 26 เมษายน 2561 เวลา 13.30 น. ณ ห้อง MR 211-212 ชั้น 2 ศูนย์นิทรรศการและการประชุมไบเทค เลขที่ 88 ถนนบางนา-ตราด กม. 1 เขตบางนา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปใน วัน 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.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

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

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

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  
(ไม่มีกรลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 2 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2560

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

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  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 3 พิจารณารายงานผลการดำเนินงานของบริษัท ประจำปี 2560

Agenda item no. 3 To consider and acknowledge the report of the operating results of the Company for the year 2017  
(ไม่มีกรลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 4 พิจารณานุมัติงบแสดงฐานะทางการเงินและบัญชีกำไรขาดทุนเบ็ดเสร็จของบริษัท สำหรับรอบระยะเวลาบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2560

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, 2017

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  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 5 พิจารณานุมัติการจัดสรรกำไรสำหรับผลการดำเนินงานของบริษัทสำหรับรอบระยะเวลาบัญชี สิ้นสุดวันที่ 31 ธันวาคม 2560 เป็น  
ทุนสำรองตามกฎหมาย และพิจารณานุมัติการจ่ายเงินปันผลสำหรับผลการดำเนินงานของบริษัทสำหรับรอบระยะเวลาบัญชี  
สิ้นสุดวันที่ 31 ธันวาคม 2560

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,  
2017 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, 2017

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  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 6 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ

Agenda item no. 6 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 \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

ข.  เลือกตั้งกรรมการเป็นรายบุคคล

B. Election of each nominated directors

1. ชื่อกรรมการ นางอุคมพร จิระภากุลวัฒน์

Director's name Mrs. Udornporn Jiranapakulwat

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

2. ชื่อกรรมการ นางวัชรารักษ์ วิมลเฉลา

Director's name Mrs. Wacharaporn Vimolchalo

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

3. ชื่อกรรมการ นายพงษ์นิต ดุสิตนิตย์สกุล

Director's name Mr. Pongnimit Dusitnitsakul

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 7 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ และคณะกรรมการชุดย่อยของบริษัท ประจำปี 2561

Agenda item no. 7 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:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 8 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2561

Agenda item no. 8 To consider and approve the appointment of auditors and determine the auditor fee 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:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 9

Agenda item no. 9

พิจารณาเรื่องอนุมัติการแก้ไขเพิ่มเติมข้อบังคับบริษัท

To consider and approve the amendment to the Articles of Association

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  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 10

Agenda item no. 10

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 \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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 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

- 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.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ  
The documents needed to be attached to this Proxy form are:
  - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf
  - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)  
Document confirming that the person who signed the proxy form is permitted to operate the custodian business
- 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. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบอำนาจสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบอำนาจแบบ 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 2561 วันที่ 26 เมษายน 2561 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 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.

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 \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain 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:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain 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:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain 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:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain 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** : 59 years old  
**Address** : 287/94 Charansanitwong Road, Bangkok-Noi,  
 Bangkok  
**Conflict of interest in any of the proposed agendas** : None



**Name** : Mr. Bunprasit Tangchaisuk  
**Position** : Member of the Audit Committee  
 Member of the Nomination Remuneration Committee  
 Independent Director  
 Director  
**Age** : 55 years old  
**Address** : 1564 Soi Sukhumvit 101/1, Bangchak, Phrakonong,  
 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 2018 Annual General Meeting of Shareholders of Siamraj PublicCompany Limited

Wednesday April 26, 2018 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.

## Request Form of the 2017 Annual Report Book

**Dear Shareholders**

The Company has prepared the Annual Report 2017, as per the information requirement of the Stock Exchange of Thailand (SET) to disclosure the operation of the Company to Shareholders by CD-ROM (Thai version) and sending it out attaching the Dissemination of the Invitation Letter to the 2017 Annual General Meeting Shareholders.

If Shareholders wish to receive the Annual Report 2017 which has been published in book form with the content as same as CD-ROM, please send the details via the company as indicated below.

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I am (Mr./ Mrs./ Ms./ Miss) .....Surname.....

Address.....

.....

Mobile Phone no.....E-mail Address.....

I would like to receive the Annual Report 2017. (Please use the symbol into the blank )

### **Annual Report 2017**

Hard Copy (Thai Version)

Shareholders can send your requirement to receive the Annual Report 2017 to company address as follow:

#### **Company Secretary**

Siamraj Public Company Limited

289/9 Moo 10, Old Railway Road, Samrong, Phrapradaeng,

Samutprakarn 10130, Thailand

Or Fax no. 02 743 5007, 02 743 5008

Or Email: [wacharee@siamrajplc.com](mailto:wacharee@siamrajplc.com)

Shareholders are entitled to receive an Annual Report 2017 one book per person only.