



SIAMRAJ PUBLIC COMPANY LIMITED

INVITATION TO THE 2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS

APRIL 22, 2021 AT 1.30 P.M.

At Bangkok International Trade and Exhibition Centre, Room MR 211-213

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

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

March 22, 2021

Re: Invitation to the 2021 Annual General Meeting of Shareholders

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

- Enclosures:
1. Copy of the Minutes of the 2020 Annual General Meeting of Shareholders;
 2. Annual report for year 2020, in the form of QR (QR Code) and Copy of the statement of financial position and the profit and loss statement for the fiscal year ending on December 31, 2020;p
 3. Profiles of the directors who are due to retire by rotation and will be nominated to be elected for another term;
 4. Profiles of the Nominated Person as a new director;
 5. Articles of Association relating to the meeting of shareholders;
 6. Guidelines for the registration, the appointment of proxies, documents and evidences required for attendees to present on the date of the meeting;
 7. Procedure for attendance at the Meeting of Shareholders;
 8. Proxy Forms A., B., and C.;
 9. Profiles of the Independent Directors for the appointment of proxies by shareholders and Definition of the Independent Directors;
 10. Map of the Meeting venue; and
 11. QR Code Downloading Procedures for the 2020 Annual Report;

Board of Directors Meeting No. 2/2021 held on February 18, 2021 resolved to convene the 2021 Annual General Meeting of Shareholders on April 22, 2021 at 1.30 p.m. (registration is from 11.00 a.m. onwards), at Bangkok International Trade and Exhibition Centre Room, MR 211 – 213, 2nd Floor, located at No. 88 Bangna Trad Road at km. 1, Bangna, Bangkok to consider the following agenda items:

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

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

Agenda item 2 **To consider and adopt the Minutes of the 2020 Annual General Meeting of Shareholders**

Facts and Rationale: The Company had prepared the Minutes of the 2020 Annual General Meeting of Shareholders held on April 23, 2020 and submitted to the Stock Exchange of Thailand (the “**SET**”) within 14 days from the date of the meeting as required by law, and submitted a copy thereof to the Ministry of Commerce as prescribed by law, as well as publishing the said Minutes of the 2020 Annual General Meeting of Shareholders on the Company’s website in order to be another portal to communicate with shareholders. No objections or requests to amend the said

Minutes were submitted. Details are set out in **Enclosure 1** which has been sent to the shareholders together with this invitation.

Opinion of the Board of Directors:

The Board of Directors sees that the Minutes of the 2020 Annual General Meeting of Shareholders held on April 23, 2020 were correctly and completely recorded and deems it appropriate to propose to the shareholders meeting to adopt the said minutes.

Remark:

Resolution on this agenda shall be adopted by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda item 3

To consider and acknowledge the Company’s business operation for the year 2020

Facts and Rationale:

The Company has summarized the business operating results and the significant changes that occurred during the fiscal year ending December 31, 2020 in the annual report for year 2020, the details of which are as set out 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 it appropriate to propose to the shareholders meeting to acknowledge the operating results for the year 2021 and the significant changes that occurred during the year 2020, which has been sent to the shareholders with this invitation.

Remark:

This agenda item is for acknowledgement purposes only and no casting of votes is required.

Agenda item 4

To consider and approve the statement of financial position and profit and loss statement of the Company for the fiscal year ending December 31, 2020

Facts and Rationale:

The Company has prepared the financial statements and income statement for the fiscal year ending December 31, 2020, and these have been audited by the licensed auditor, reviewed by the Audit Committee and approved by the Board of Directors.

In addition, in order to be in accordance with Section 112 of the Public Limited Company Act B.E. 2535 (as amended) (the “**Public Limited Company Act**”) and Article 39 of the Articles of Association of the Company, which prescribes that the Company has to prepare the financial statements and the comprehensive income statement at the end of each fiscal year to be proposed to the Annual General Meeting of Shareholders to consider and approve such financial statements and comprehensive income statement, therefore, the Board of Directors deems it appropriate to propose that the shareholders meeting consider and approve the financial statements and the comprehensive income statement for the fiscal year ending December 31, 2020 as detailed in **Enclosure 2** which has been sent to the shareholders together with this invitation.

The key summaries of the financial statements and the comprehensive income statement of the Company and the Subsidiaries of the Company are as follows:

FINANCIAL HIGHLIGHTS	2018	2019
Statement of Financial Position (Million Baht)		
Current Assets	1,147.30	888.95
Total Assets	2,239.45	2,426.59
Current Liabilities	715.17	679.62
Total Liabilities	1,045.96	1,382.90
Equity attributable to owners of the parent	1,146.44	994.61
Statement of Comprehensive Income (Million Baht)		
Revenues from sales of goods and rendering of services	738.78	741.62
Revenues from construction contracts	961.16	985.95
Total Revenues	1,699.94	1,727.57
Cost and Operating Expenses	1,682.35	1,866.99
Profit (loss) attributable to owners of the parent	20.38	(129.68)

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 ending December 31, 2020 which have been audited by the licensed 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 item 5

To consider and approve the non-allocation of profit as legal reserve from the Company's business operation for the fiscal year ending December 31, 2020 and the omission of dividend payment from the Company's business operation for the fiscal year ending December 31, 2020

Facts and Rationale:

According to Section 116 of the Public Limited Company Act and Article 45 of the Articles of Association of the Company specify that the Company must allocate its annual net profit in the amount of not less than 5 percent of the total

net profit of the year minus the accumulated losses (if any) until this reserve fund reaches an amount of not less than 10 percent of the registered capital. Nevertheless, in year 2020, the Company's business operation has loss, therefore, the Company shall not be required to allocate the legal reserve.

The Company's dividend allocation policy shall not less than 40 percent of the net profit after deduction of corporate taxation income and reserve fund as prescribed law. The Company shall consider the dividend payment under conditions to contribute high benefit for the shareholders mainly and the dividend payment should not affect the Company significantly operation. In this regard, the dividend payment can be changed and subject to the performance and financial statements, cash flow, the Company's investment plan, necessity, other future appropriate reasons and other factors involved in the management of the company as deemed appropriate or appropriated opinion of the Board of Directors'. However, the Board of Directors' resolution to allocate the dividend payment must be subsequently proposed to the Shareholders' Meeting for approval except for the interim dividend payment that the Board of Directors has the authority to approve prior to informing to the subsequent Shareholders' Meeting for acknowledgement.

According to the Section 115 of the Public Limited Company Act and Article 44 of the Articles of Association of the Company specify that no dividends shall be paid otherwise than out of profits, in the case where a company has incurred accumulated loss, no dividends may be paid. For year 2020, the Company's net loss in separated and consolidated financial statements was Baht 125.85 million and Baht 129.68 respectively resulted that the Company's accumulated loss as at the yearend 2020 was Baht 44.35 million, therefore, the Company shall not able to pay the dividend.

The comparisons of the dividend payment rates of the Company for the fiscal years ending December 31, 2018 to December 31, 2020 are as follows:

Details of the dividend payment	Fiscal year ending December 31, 2020 (proposed)	Fiscal year ending December 31, 2019	Fiscal year ending December 31, 2018
1. Net profit (Loss) (Baht per share) ¹	(0.1860)	0.0538	0.0983
2. Total Issued shares of the Company Shares)	676,700,000	676,700,000	676,700,000

Details of the dividend payment	Fiscal year ending December 31, 2020 (proposed)	Fiscal year ending December 31, 2019	Fiscal year ending December 31, 2018
3. Dividend amount per share (Baht)	Omission Dividend Payment	0.03	0.064
4. Total dividend amount (Baht)	Omission Dividend Payment	20,301,000	43,308,800
5. Dividend payment ratio (percent)	-	55.74	65.09

Remark: The weighted average number of shares used for the calculation of profit per share for the years 2020 and 2019 is equal to 676,700,000.00 shares.

Opinion of the Board of Directors:

The Board of Directors deems it appropriate to propose that the 2021 Annual General Meeting of Shareholders consider and approve the non-allocation of profit as legal reserve as prescribed by law and the omission of dividend payment from the operation of the Company for the fiscal year ending on December 31, 2020 due to the 2020 Company business's performance was loss.

Remark:

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

Agenda item 6

To consider and approve the election of the Directors in replacement of the directors who retire from their terms by rotation

Facts and Rationale:

Section 71 of the Public Limited Company Act and Clause 17 of the Articles of Association of the Company prescribes that, in each Annual General Meeting of Shareholders, one-third of the total number of the directors must retire by rotation. In the case that the number of directors cannot 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 are due to retire by rotation at the 2021 Annual General Meeting of Shareholders, namely:

Names of directors who are due to retire by rotation	Position	Number of Board of Directors' meetings attended in the year 2020	Number of Subcommittee meetings attended in the year 2020	Number of terms of directorship of the Company
1. Mr.Kiat Vimolchalao	Director	9/9	15/16	6
2. Mrs.Wacharee Atthakorn	Director	9/9	16/16	6
3. Mr.Pongnimit Dusitnitsakul	Director/ Independent Director/ Audit Committee / Nomination and Remuneration Committee	9/9	5/5	6

In this regard, the Nomination and Remuneration Committee (excluding the directors who are due to retire by rotation) has considered the qualifications of the directors who are due to retire by rotation at the 2021 Annual General Meeting of Shareholders and is of the opinion that such 3 directors are knowledgeable, experienced and skilful, which will benefit the Company's operations, and fully qualified, as well as not possessing any prohibited characteristics under the Public Limited Company Act, the Securities and Exchange Act B.E. 2535 (as amended) (the "**Securities and Exchange Act**") 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, who be able to express their opinions independently and in accordance with relevant guidelines which is to the same as the definition prescribed in the regulations of the Office of the Securities and Exchange Commission and the SET, as set out in **Enclosure 9**

Therefore, the Board of Directors deems it appropriate to propose that the 2021 Annual General Meeting of Shareholders consider and elect all 3 retired directors who are due to retire by rotation to be the directors of the Company for another term. In this regard, the information of the directors who are due to retire by rotation and will be nominated to be directors of the Company for another term are set out in **Enclosure 3** which has been sent to the shareholders with this invitation.

In addition, the Company presented the opportunity to the shareholders of the Company to nominate candidates to be elected as directors in the 2021 Annual General Meeting of Shareholders during January 4 - 20, 2021. Nonetheless, no shareholder has nominated any candidate for election in this meeting.

Opinion of the Board of Directors:

The Board of Directors deems it appropriate to propose that the 2021 Annual General Meeting of Shareholders consider and elect the following three directors who are due to retire by rotation to be directors of the Company for another term:

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

Remark:

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

Agenda item 7

To consider and approve the determination of the remunerations of the Board of Directors and Sub-committee of the Company for year 2021

Facts and Rationale:

According to Section 90 of the Public Limited Company 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 rewards, meeting allowances, per diem allowances, bonuses 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 the prescribed remuneration criteria applicable from time to time or applicable until the shareholders meeting resolves to change it. Moreover, the directors shall be entitled to receive any other welfare according to the Company’s rules.

In this regard, the Nomination and Remuneration Committee has considered the propriety of the remuneration of the Board of Directors and the Subcommittee Members of the Company by thoroughly considering 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 Members of the Company, by comparing them with the remuneration rate of businesses that are in the same industry as the Company and are of a similar size as the Company. After due consideration, the Board of Directors deems it appropriate to propose that the 2021 Annual General Meeting of Shareholders consider and determine the remunerations of the Directors and Subcommittee Members of the Company for year 2021 as follows:

Position	Remuneration
<u>Attendance fee</u>	
(1) the director of the Company	Baht 7,500 per person/a meeting
(2) the member of the Audit Committee	Baht 7,500 per person/a meeting

Position	Remuneration
(3) the member of the Nomination and Remuneration Committee	Baht 7,500 per person/a meeting
<u>Monthly Remuneration</u>	
(1) the Chairman of the Board of Directors	Baht 36,000 per person/month
(2) the Chairman of the Audit Committee	Baht 22,500 per person/month
(3) the member of the Audit Committee	Baht 18,000 per person/month
<u>Special remuneration for non-executive directors</u>	
0.80 percent of the net profit for the year 2020	
<u>Non-financial remuneration</u>	
Annual check-up and health insurance	

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

Position	Remuneration for the year 2021	Remuneration for the year 2020
<u>Attendance fee</u>		
(1) the director of the Company	Baht 7,500 per person/a meeting	Baht 7,500 per person/a meeting
(2) the member of the Audit Committee	Baht 7,500 per person/a meeting	Baht 7,500 per person/a meeting
(3) the member of the Nomination and Remuneration Committee	Baht 7,500 per person/a meeting	Baht 7,500 per person/a meeting
<u>Monthly Remuneration</u>		
(1) the Chairman of the Board of Directors	Baht 36,000 per person/month	Baht 40,000 per person/month
(2) the Chairman of the Audit Committee	Baht 22,500 per person/month	Baht 25,000 per person/month

Position	Remuneration for the year 2021	Remuneration for the year 2020
(3) the member of the Audit Committee	Baht 18,000 per person/month	Baht 20,000 per person/month
<u>Special remuneration for non-executive directors</u>		
Non-executive directors	0.80 percent of the net profit for the year 2020	0.80 percent of the net profit for the year 2019
<u>Non-financial remuneration</u>		
the Board of Directors and the Sub-committee	Annual check-up and health insurance	Annual check-up and health insurance

Opinion of the Board of Directors:

The Board of Directors deems it appropriate to propose that the 2021 Annual General Meeting of Shareholders consider and approve the remunerations of the Directors and Subcommittee Members of the Company for the year 2021 as detailed above.

Remark:

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

Agenda item 8

To consider and approve the appointment of auditors and determination of the audit fee for the year 2021

Facts and Rationale:

Section 120 of the Public Limited Company prescribes that the Annual General Meeting of Shareholders must appoint the auditors and determine the audit fee of the Company every fiscal year.

In this regard, the Board of Directors deems it appropriate to propose that the 2021 Annual General Meeting of Shareholders consider and approve the appointment of auditors from DIA International Co., Ltd. to be auditors of the Company for the fiscal year ending December 31, 2021, whereby any of the following auditors are authorized to review and give opinions on the Company's financial statements, namely:

1. Mr. Nopparoek Pissanuwong Certified Public Accountant (Thailand) No. 7764 (having never been the Company's and the subsidiary auditor); and/or
2. Mrs. Suvimol Chrityakierne Certified Public Accountant (Thailand) No. 2982 (having never been the Company's and the subsidiary auditor); and/or

3. Mr. Wirote Satjathamnukul Certified Public Accountant (Thailand) No. 5128 (having never been the Company's and the subsidiary auditor); and/or
4. Miss Somjintana Pholhirunrat Certified Public Accountant (Thailand) No.5599 (having never been the Company's and the subsidiary auditor); and/or
5. Mr. Joompoth Priratanakorn Certified Public Accountant (Thailand) No.7645 (having never been the Company's and the subsidiary auditor); and/or
6. Miss Suphaphorn Mangjit Certified Public Accountant (Thailand) No. 8125 (having never been the Company's and the subsidiary auditor)

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

The meeting of the Board of Directors also approved to propose that the 2021 Annual General Meeting of Shareholders consider and approve the appointment of DIA International Co., Ltd. as the auditor of Subsidiaries of the Company (the “**Subsidiaries**”) for the fiscal year ending December 31, 2021.

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

Entity	Audit fee (Baht)
The Company	1,750,000.00
The Subsidiaries	895,000.00
Total	2,645,000.00

In this regard, the Board of Directors considered the qualifications, impartiality and relevant experience of each auditor. Each auditor is required not to have any relationship with or any interest in the Company or its Subsidiaries, directors, executives, major shareholders or their related persons. However, if there is/are any other auditor (s) which have the same qualifications and the Board of Directors deems it appropriate to change the auditor of the Company and Subsidiaries due to the qualifications and auditor fee, the Board of Directors will consider and propose this to the 2021 Annual General Meeting of Shareholders to

consider approve such proposal and the Company shall disclose the updates to the Stock Exchange of Thailand in accordance with the relevant regulations.

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

The comparison of the auditor fees of the Company for the years 2021 and 2020 are detailed as follows:

Auditor Fee	2021 (proposed)	2020
Auditor Fee of the Company and the Subsidiaries (Audit fee)	In the amount of not exceeding Baht 2,645,000	In the amount Baht 4,120,000
Other service fees of the company and subsidiaries (Non-Audit fee)	In the amount of not exceeding Baht 209,600	In the amount Baht 137,885
Total	In the amount of not exceeding Baht 2,854,600	In the amount Baht 4,257,885

Remark:

- (1) In 2020, PricewaterhouseCoopers ABAS Ltd. was the auditor of the Company and the Subsidiaries of the Company. The Board of Directors propose to change the auditors because the Board of Directors agreed that the Auditors from DIA International Co., Ltd. is good at the completed qualification and reasonable prices.
- (2) The Audit fee of the Company and subsidiaries in 2020 increased by Baht 70,000 from Baht 4,050,000 to Baht 4,120,000 due to the establishment of a subsidiary company called “BUPS Co., Ltd.”

Referring to the selection of auditors for the year 2021 as mentioned above, the Audit Committee of the Company has selected the auditors based on their qualifications, relevant experience, and audit fee and is of the opinion that DIA International Co., Ltd. is an independent audit office and skillful in auditing. In addition, such 3 auditors do not have any relationship with or any interest in the Company, Subsidiaries of the Company, directors, executives, major shareholders or their related persons.

Opinion of the Board of Directors:

The Board of Directors deems it appropriate to propose that the 2021 Annual General Meeting of Shareholders consider and approve the appointment of the auditors from DIA International Co., Ltd. to be the auditors of the Company and the Subsidiaries for the fiscal year ending December 31, 2021 and determine the audit fee of the Company and the Subsidiaries for the fiscal year ending December 31, 2021 as detailed above.

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

Agenda item 9 **To consider and approve the appointment a new director of the Company**

Facts and Rationale: The Board of Directors proposes to appoint a new director, namely Mr. Torchok Laoluechai, to be in the position of the Company’s director, consequently, increasing the number of Board of Directors from seven (7) to eight (8) persons. The Recruitment Committee has consider and opined that Mr. Torchok Laoluechai qualifies as a director as stated in Public Company Act, the Securities and Exchange Act and related Notification. Moreover, Mr. Torchok Laoluechai is knowledgeable, have good working experience, and expertise which shall benefit the company’s operation.

In addition, the Company presented the opportunity to the shareholders of the Company to nominate candidates to be elected as directors in the 2021 Annual General Meeting of Shareholders during January 4 - 20, 2021. Nonetheless, no shareholder has nominated any candidate for election in this meeting.

Opinion of the Board of Directors: The board of directors, excluded the stakeholder directors had considered and scrutinized prudently that agreed to propose Mr. Torchok Laoluechai to the Annual General Meeting to appoint being the Company’s director who’s proposed this time passed the consideration from the Board of the Directors’ seeing that he’s appropriate with the Company’s operation.

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

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

In addition, the Company published the letter convening the shareholders meeting attached with the enclosures on the Company’s website at www.siamrajplc.com in March 23, 2021. The Company, therefore, hereby invites all shareholders to attend the 2021 Annual General Meeting of Shareholders, on April 22, 2021, at 01.30 p.m., at Bangkok International Trade and Exhibition Centre Room MR 211 – 213, 2nd Floor located at No. 88 Bangna Trad Road at km. 1, Bangna, Bangkok. The map of the meeting 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**.

In addition, following the rapid spread of the coronavirus disease 2019 (COVID-19) throughout many countries globally, In this regard, the Company recommends that any shareholder who has come or had close contact with persons from abroad or controlled provincial within 14 days prior to the date of the 2020 Annual General Meeting appoints the Independent Director of the Company as their proxy to attend the meeting on their behalf. The 2021 Annual General Meeting of the Shareholders shall strictly comply with the Order of the Centre for the Administration of the Situation due to the Outbreak of the Communicable Disease Coronavirus 2019 No. 4/2020 Re: Prevention Measures issued under Section 9 of the Emergency Decree on Public Administration in Emergency Situations B.E.2548 (as amended).

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 appears in **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 Moo 10 Old Railway Road, Samrong, Phrapradaeng Samut Prakarn 10130, Telephone No. 02-7435010 Ext. 4101. Furthermore, in order for the Company to facilitate the verification of the documents, please submit all documentation to the Company by April 16, 2021.

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 2021 Annual General Meeting of Shareholders, the Company will allow the shareholders 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 – 213, 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 2021 Annual General Meeting of Shareholders (Record Date) on March 5, 2021 and to authorize the Board of Directors and/or the Executive Committee and/or the person assigned by the Board of Directors and/or the Executive Committee to have the power to consider revising the agenda, date, time, place and the procedure to conduct the 2021 Annual General Meeting of the Shareholders as appropriate, primarily taking into account the benefits and/or effect on the Company.

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

Sincerely yours,



(Mr.Roj Burusratanabhand)

(Deputy Chairman of the Board of Directors)
Siamraj Public Company Limited.

Siamraj Public Company Limited
Minutes of the 2020 Annual General Meeting of Shareholders

Date, time and venue

The meeting was held on April 23, 2020 at 1.30 p.m., at The Large Meeting Room, 9th Floor, The Siamraj Public Company Limited (Head Office) (the “**Company**”), No. 289/9 Moo 10, Old Railway Road, Samrong Sub-District, Phrapradaeng District, Samutprakarn Province, Thailand.

Commencement of the meeting

Mr. Bundit Pratumta, the Moderator of the Meeting (the “**Moderator**”) informed the meeting that Mr. Roj Burusratanabhand, the Vice-chairman of the Board of Directors was unable to attend this meeting. Article 34 of the Articles of Association specifies that the Chairman of the Board of Directors shall be elected as the chairman of the shareholders’ meeting. In case that the Chairman of the Board of Directors is not present or is unable to perform his/her duties, 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 duties, a shareholder shall be elected as the chairman of the shareholders’ meeting. The Moderator asked the shareholders present to elect the chairman of the meeting. In this regard, Mrs. Jariya Insawang, a shareholder of the Company, nominated Mr. Kiat Vimolchalao as the chairman of the meeting. The Meeting unanimously resolved to elect Mr. Kiat Vimolchalao as the chairman of the meeting.

Mr. Kiat Vimolchalao acted as the Chairman of the 2020 Annual General Meeting of Shareholders (the “**Chairman**”), and the Moderator introduced the directors, Company Secretary and the advisors of the Company attending the meeting as follows:

The attending directors

- | | |
|----------------------------------|--|
| 1. Mr. Pongnimit Dusitnitsakul | Director, Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee |
| 2. Mr. Kiat Vimolchalao | Chief Executive Officer, Director, Chairman of the Executive Committee, Chairman of the Risk Management Committee and acting Business Unit Manager, Engineered Pumps and Systems Business Unit |
| 3. Mrs. Udornporn Jiranapakulwat | Chief Financial Officer, Director, Executive Director and Member of the Risk Management Committee |

The percentage of Directors attending the Meeting was 42.86 percent of the total number of Directors.

The directors and executives unable to attend the meeting due to the current COVID-19 pandemic were as follows:

- | | |
|---------------------------------|---|
| 1. Mr. Roj Burusratanabhand | Director, Independent Director, Chairman of the Audit Committee and Chairman of the Nomination and Remuneration Committee |
| 2. Mr. Bunprasit Tangchaisuk | Director, Independent Director, Member of Audit Committee and Member of the Nomination and Remuneration Committee |
| 3. Mrs. Wacharaporn Vimolchalao | Chief Procurement Officer, Director, Executive Director and Member of the Risk Management Committee |
| 4. Mrs. Wacharee Atthakorn | Director, Executive Director and Member of the Risk Management Committee |

Other attendees

Company Secretary

Mrs. Maturot Hotarapavanon

Auditor

Ms. Varaporn Vorathitikul PriceWaterhouse Coopers ABAS Limited

Legal advisors

Mr. Kom Vachiravarakarn Kudun and Partners Limited

The Moderator informed the Meeting of the general details of the capital and shares of the Company on the Book Closing date, March 10, 2020, at which point the Company had a total registered capital of Baht 338,350,000, with a paid-up capital of Baht 338,350,000, divided into 676,700,000 shares, at the par value of Baht 0.50 per share.

There were 70 shareholders and proxies who attended the 2020 Annual General Meeting, holding an aggregate of 518,215,711 shares, equivalent to 76.5798 percent of the total issued shares of the Company. A quorum was therefore duly constituted as specified by law and the Company's Articles of Association, which state that there must be not less than 25 shareholders attending a meeting in person and by proxy (if any) or not less than one-half of the total number of shareholders attending the meeting, and they must collectively hold not less than one-third of the total issued shares of the Company.

In this regard, before proceeding with the agenda items, the Moderator advised that the Company used the barcode system for the registration and vote counting, and further informed the individuals present of the protocols on voting and vote counting, as well as the criteria for voided cards. Moreover, for each agenda item, the Shareholders would be able to ask questions or express opinions regarding the matter of such agenda item. Any shareholders who wished to ask questions were requested to declare their name and surname before asking each question. For the vote counting in this meeting, the Company had appointed an independent witness to monitor the vote counting, namely Mr. Kom Vachiravarakarn, the legal advisor from Kudun and Partners Limited.

The Moderator asked the Chairman to declare the meeting opened and to proceed with the meeting in accordance with the agenda items as specified in the meeting invitation. The Moderator also informed the meeting of the preventive measures and practices for attending the meeting to prevent the spread of COVID-19, and that these had been implemented by the Company to safeguard the health of the shareholders and all attendees by organizing the meeting in accordance with the guidelines issued by the Stock Exchange of Thailand and the Department of Disease Control. The Moderator then conducted the meeting according to the agenda items as follows:

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

The Chairman, as the representative of the board of directors, thanked the shareholders for their support and encouragement throughout the year, and promised that the Board of Directors would fully perform their duties to earn returns for the Company and for all shareholders' benefit.

The Moderator gave the shareholders an opportunity to inquire and comment on this agenda item. However, no shareholders had any inquiries or comments.

Remark: This agenda item was for acknowledgement only, and there was no casting of votes.

Agenda Item 2 To consider and adopt the Minutes of the 2019 Annual General Meeting of Shareholders

The Moderator informed the Meeting that the Company had prepared the Minutes of the 2019 Annual General Meeting of Shareholders, held on April 25, 2019. Details thereof were set out in **Enclosure 1** (*Copy of the Minutes of the 2019 Annual General Meeting of Shareholders*), which had been sent to the shareholders together with the meeting invitation. The Board of Directors was of the opinion that such Minutes were correctly and completely recorded and deemed it appropriate to propose that the shareholders' meeting adopt the said minutes.

The Moderator gave the shareholders an opportunity to inquire and comment on this agenda. However, no shareholders had any inquiries or comments. Therefore, the Moderator requested those attending the Meeting to cast their votes.

Resolution of the Meeting

The meeting considered this matter and resolved to adopt the minutes of the 2019 Annual General Meeting of Shareholders, held on April 25, 2019, with the following voting results:

Shareholders voting	No. of Votes	%
Approved	518,215,711	100.0000
Disapproved	0	0.0000
Abstained	0	-
Voided Voting Card(s)	0	0.0000
Total (70 persons)	518,215,711	-

Remark: A resolution on this agenda item shall be adopted by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda Item 3 To consider and acknowledge the operating results of the Company for the year 2019

The Moderator asked Mr. Kiat Vimolchalao, Chief Executive Officer, to report to the meeting the details of the operating results of the Company for the year 2019.

Mr. Kiat Vimolchalao provided a summary of the Company's operating results and significant changes in the year 2019 to the meeting for its acknowledgement. Details are set out in **Enclosure 2** (*Annual report for the year 2019*), which was sent to the shareholders together with the meeting invitation.

The summary of Operating results

		2017	2018	2019
Total Revenues	Million Baht	976.84	1,777.44	1,699.94
Net profit for the period	Million Baht	36.36	53.23	20.38
Gross profit rate	Percent	18.11	13.68	13.15
Net profit rate	Percent	3.60	2.96	1.20
Basic earnings per share (Baht)	Baht	0.0593	0.0787	0.0301

Profit and Loss Statement

	2018	2019	Change %
Total revenues	1,777.44	1,699.94	(4.36%)
Gross profit	243.22	223.50	(8.11%)
Gross profit rate	13.68 %	13.15%	(0.53%)
Selling and management cost	(195.01)	(188.12)	(3.53%)
Net profit	53.23	20.38	(61.71%)
Net profit rate	2.96 %	1.20%	(1.76%)
EBITDA	102.57	73.57	(28.27%)

Revenues Proportion and Revenue Structure of the year 2019

Business Unit	Total Revenue (Million Baht)	Gross profit (Million Baht)	Revenues proportion (Percent)
Metering and Pipeline Transmission Business Unit	466	(5)	(1.17%)
Energy Business Unit	758	57	7.51%
Engineered Pumps and Systems Business Unit	241	90	37.35%
Techtronic Co., Ltd.	165	50	30.53%
Other Business Units in Subsidiaries of the Company	70	32	45.62%
Total	1,700	224	13.15%

Moreover, regarding the anti-corruption policy of the Company, the Company has always stressed the importance of operating its businesses according to the principles of good corporate governance with absolute transparency and thorough auditing. Despite not yet having joined the Collective Action Coalition against corruption, the Company has fully established an internal system against corruptions, including hosting seminars to advise the employees on the Company's anti-corruption policy.

The Moderator gave the shareholders an opportunity to inquire and comment on this agenda item.

However, no shareholders had any inquiries or comments.

Remark: This agenda item was for acknowledgement only, and there was no casting of votes.

Agenda Item 4 To consider and approve the financial statements and the comprehensive income statements of the Company for the fiscal year ended December 31, 2019

The Moderator asked Mr. Kiat Vimolchalao, Chief Executive Officer, to report on the details of the financial statements and the income statements of the Company for the fiscal year ended December 31, 2019 to the meeting.

Mr. Kiat Vimolchalao reported that Section 112 of the Public Limited Company Act B.E. 2535 (as amended) (the “**Public Company Act**”) and Article 39 of the Articles of Association of the Company prescribe that the Company has to prepare financial statements and income statements at the end of each fiscal year for the Annual General Meeting of Shareholders’ consideration and approval. The Board of Directors deemed it appropriate to propose that the financial statements for the fiscal year ended December 31, 2019 be considered and approved by the shareholders meeting with the details as set out in **Enclosure 2**, which was sent to the Shareholders together with the meeting invitation.

Financial Highlights	2018	2019	Changes (Percentage)
Balance Sheet (Million Baht)			
Current Assets	1,147.96	1,147.30	(0.06%)
Total Assets	1,993.85	2,239.45	12.32%
Current Liabilities	552.78	715.17	29.38%
Total Liabilities	789.15	1,045.96	32.54%
Shareholders’ Equity	1,175.83	1,146.44	(2.50%)
Income Statement (Million Baht)			
Revenue from Sales and Services	882.77	738.78	(16.31%)
Revenue from Construction work	894.67	961.16	7.43%
Total Revenue	1,777.44	1,699.94	(4.36%)
Cost and Operating Expenses	1,745.43	1,682.35	(3.61%)

(Including Corporate Income Tax)			
Net Profit (Loss) of the parent company	53.23	20.38	(61.71%)

The Moderator then gave the shareholders an opportunity to inquire and comment on this agenda item. However, no shareholders had any inquires or comments. Therefore, the Moderator requested those attending the meeting to cast their votes.

Resolution of the Meeting

The meeting has considered this matter and resolved to approve the financial statements and the comprehensive income statements of the Company for the fiscal year ended December 31, 2019, with the following voting results:

Shareholders voting	No. of Votes	%
Approved	518,215,711	100.0000
Disapproved	0	0.0000
Abstained	0	-
Voided Voting Card(s)	0	0.0000
Total (70 persons)	518,215,711	-

Remark: A resolution on this agenda item shall be approved by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda Item 5 To consider and approve the allocation of profits from the operations of the Company for the fiscal year ended December 31, 2019 to be a reserve fund as prescribed by law, and the dividend payment from the operations of the Company for the fiscal year ended December 31, 2019

The Moderator informed the Meeting that Section 116 of the Public Company Act and Article 45 of the Articles of Association of the Company specify that the Company must allocate not less than 5 percent of the total net profit of the year, after deducting the accumulated losses (if any), to a reserve fund until this reserve fund attains an amount of at least 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 21,954,798.97, equivalent to 6.49 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, 2019, as set out in the separate financial statement of the Company, the Company made a net profit of THB 36,421,839.05, equivalent to THB 0.0538-per share. Therefore, the Board of Directors deemed it appropriate to propose that the shareholders meeting consider and approve the allocation of profits from the operation of the Company for the fiscal year ended December 31, 2019 in the amount of THB 1,821,091.95, equivalent to 5 percent of the net profit under the separate financial statements of the Company for the fiscal year ended December 31,

2019 to be a reserve fund. After such allocation of profits to be a reserve fund, the Company shall have a reserve fund of THB 23,775,890.92, equivalent to 7.03 percent of the registered capital of the Company.

In addition, as the Company made a net profit from the operating results during the fiscal year ended December 31, 2019, after deducting the corporate income tax and reserve fund as specified by law, in an amount of THB 34,600,747.10 and does not have any accumulated losses, the Board of Directors deemed it appropriate to propose that the shareholders meeting consider and approve the payment of dividends from the operating results of the Company for the fiscal year ended December 31, 2019 to the shareholders in the amount of not exceeding THB 20,301,000.00, or equal to THB 0.03 (3 Satang) per share, equivalent to 55.74 percent of the net profits under the separate financial statements 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, which specifies that the Company shall distribute the dividends in the amount of not less than 40 percent of the net profit after deducting corporate income tax and the reserve fund as prescribed by law.

In this regard, the Company shall pay the dividends for the fiscal year ended December 31, 2019 to the shareholders of the Company whose names appear in the shareholders register book on March 10, 2020 which is the date to determine the names of the shareholders who shall be eligible to receive the final dividends (Record Date). In this regard, the Company shall pay the dividends on May 22, 2020.

The comparisons of the dividend payment rate of the Company for the fiscal year ended December 31, 2019 and December 31, 2018 are detailed as follows:

Details of the dividend payment	Fiscal year ended December 31, 2019 (proposed)	Fiscal year ended December 31, 2018
1. Net profit (Loss) (THB per share) ¹	0.0538	0.0983
2. Total Issued shares of the Company (Shares)	676,700,000	676,700,000
3. Dividend per share (THB)	0.03	0.064
4. Total dividend (THB)	20,301,000	43,308,800
5. Dividend payment ratio (percent)	55.74	65.09

Remark The weighted average number of shares used for the calculation of profit per share for the years 2019 and 2018 is equal to 676,700,000.00 shares.

The Moderator gave the shareholders an opportunity to inquire and comment on this agenda. However, no shareholders had any inquires or comments. Therefore, the Moderator requested those attending the meeting to cast their votes.

Resolution of the Meeting

The meeting considered this matter and resolved to approve the allocation of profits from the operations of the Company for the fiscal year ended December 31, 2019 to a reserve

fund as prescribed by law and the payment of dividends from the operations of the Company for the fiscal year ended December 31, 2019 with the following voting results:

Shareholders voting	No. of Votes	%
Approved	518,215,711	100.0000
Disapproved	0	0.0000
Abstained	0	-
Voided Voting Card(s)	0	0.0000
Total (70 persons)	518,215,711	-

Remark: A resolution on this agenda shall be approved by a majority vote of the Shareholders attending the meeting and casting their votes.

Agenda Item 6 To consider and approve the election of the Directors to replace those who are due to retire by rotation

The Moderator informed the Meeting that Section 71 of the Public Company Act and Clause 17 of the Articles of Association of the Company prescribe that at each Annual General Meeting of Shareholders, one-third of the total number of the directors must retire by rotation. In the event that the number of directors cannot be divided into 3, the number of directors closest to one-third shall retire. Directors retiring by rotation may be re-elected.

In this regard, there were three directors who were due to retire by rotation at the 2020 Annual General Meeting, namely:

Name of directors who shall be retired by rotation	Position	Number of Board of Directors' meeting attendance in the year 2018	Number of Subcommittee meeting attendance in the year 2018	Term of directorship of the Company
Mrs. Udomporn Jiranapakulwat	Director	7/7	16/16	5
Mrs. Wacharaporn Vimolchalao	Director	7/7	15/16	5
Mr. Roj Burusratanabhand	Director/ Independent Director/ Chairman of the Audit Committee /Chairman of the Nomination and Remuneration Committee	7/7	5/5	5

To be in line with Good Corporate Governance, the Moderator informed the directors who had an interest in this agenda item to also leave the meeting room.

In this regard, the Nomination and Remuneration Committee (excluding the directors who were due to retire by rotation) had considered the qualifications of the directors who were due to retire by rotation at the 2020 Annual General Meeting of shareholders and was of the opinion that such three directors are knowledgeable, experienced and possess the necessary skills that are of benefit to the Company’s operations, are well qualified and do not have any prohibited characteristics under the Public Company Act, the Securities and Exchange Act B.E. 2535 (as amended) and other relevant regulations. Moreover, the person who was due to retire from the position of Independent Director also possesses the necessary qualifications for an Independent Director as prescribed in the definition of an Independent Director of the Company, which is identical to the definition prescribed in the regulations of the Office of the Securities and Exchange Commission (the “SEC”) and the Stock Exchange of Thailand (the “SET”), as set out in **Enclosure 8** (*the Definition of the Independent Directors*), which was sent to shareholders together with the meeting invitation.

Therefore, it was deemed appropriate to propose that the shareholders consider and re-elect all three directors who were due to retire by rotation to be Directors of the Company for another term. In this regard, the details appear in **Enclosure 3** (*Profiles of the retired directors who will be nominated to be director for another term*), which was sent to the shareholders with the meeting invitation.

In addition, the Company had offered the shareholders of the Company the opportunity to nominate other director candidates to be elected at the 2020 Annual General Meeting of Shareholders during the period from 6 to 22 January, 2020, Nonetheless, no shareholders nominated any director candidates for election at this meeting.

The Moderator then gave the shareholders the opportunity to inquire and comment on this agenda item. However, no shareholders had any inquiries or comments. Therefore, the Moderator requested those present at the meeting to cast their votes. In this regard, the re-election of each director would be conducted individually and separately.

Resolution of the Meeting

The meeting considered this matter and resolved to re-elect those directors who were due to retire by rotation at the 2020 Annual General Meeting of Shareholders, details as follows:

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

Shareholders voting	No. of Votes	%
Approved	518,215,711	100.0000
Disapproved	0	0.0000
Abstained	0	-
Voided Voting Card(s)	0	0.0000
Total (70 persons)	518,215,711	-

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

Shareholders voting	No. of Votes	%
Approved	518,215,711	100.0000
Disapproved	0	0.0000
Abstained	0	-
Voided Voting Card(s)	0	0.0000
Total (70 persons)	518,215,711	-

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

Shareholders voting	No. of Votes	%
Approved	518,215,711	100.0000
Disapproved	0	0.0000
Abstained	0	-
Voided Voting Card(s)	0	0.0000
Total (70 persons)	518,215,711	-

Remark: A resolution in this agenda item shall be approved by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda Item 7 To consider and approve the remuneration of the Directors and Subcommittee Members of the Company for the year 2020

The Moderator informed the Meeting that Section 90 of the Public Company Act and the Articles of Association of the Company specify that the directors of the Company are eligible to receive remuneration from the Company in the form of cash, rewards, meeting allowance per diem, bonus or 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 the remuneration criteria applicable from time to time or applicable until the shareholders' meeting resolves to change it shall be prescribed. Moreover, the directors shall be entitled to receive other benefits according to the Company rules.

In this regard, the Nomination and Remuneration Committee has considered the propriety of the remuneration of the Board of Directors and the Subcommittee Members of the Company by thoroughly considering 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 Members of the Company, by comparing them with the remuneration rate of businesses that are in the same industry as the Company and are of a similar size as the Company. After due consideration, the Board of Directors deemed it

appropriate to propose that the 2020 Annual General Meeting of Shareholders consider and determine the remunerations of the Directors and Subcommittee Members of the Company for the year 2020 as follows:

Position	Remuneration
<u>Meeting Allowance</u>	
(1) Director of the Company	Baht 7,500 per person/meeting
(2) Member of the Audit Committee	Baht 7,500 per person/meeting
(3) Member of the Nomination and Remuneration Committee	Baht 7,500 per person/meeting
<u>Monthly Remuneration</u>	
(1) Chairman of the Board	Baht 40,000 per person/month
(2) Chairman of the Audit Committee	Baht 25,000 per person/month
(3) Member of the Audit Committee	Baht 20,000 per person/month
Special remuneration for the Directors who are not members of the Executive Committee	
0.80 percent of the net profit and loss for the year 2019 (not including any item which did not derived 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.	
Non-monetary remuneration	
Annual medical examination, health insurance	

The Moderator gave the shareholders an opportunity to inquire and comment on this agenda item. However, no shareholders had any inquiries or comments. Therefore, the Moderator requested those present at the meeting to cast their votes.

Resolution of the Meeting

The meeting considered this matter and resolved to approve the remuneration of the Directors and Subcommittee Members of the Company for the year 2020 with the following voting results:

Shareholders voting	No. of Votes	%
Approved	518,215,711	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Voting Card(s)	0	0.0000
Total (70 persons)	518,215,711	100.0000

Remark: A resolution on this agenda item shall be approved by at least two-thirds of the total votes of the shareholders attending the meeting.

Agenda Item 8 To consider and approve the appointment of the auditors and the determination of the audit fee for the year 2020

The Moderator informed the shareholders that, to be in line with Section 120 of the Public Company Act, the Annual General Meeting of shareholders must appoint the auditors and determine the audit fee of the Company every fiscal year. Thus, it was deemed appropriate to propose that the shareholders meeting consider and approve the appointment of auditors from PricewaterhouseCoopers ABAS Limited to be the auditors of the Company for the fiscal year ending December 31, 2020 by appointing any of the following auditors to be authorized to review and give their opinion on the Company's financial statements. In the event that the following auditors are unable to perform their duties, PricewaterhouseCoopers ABAS Limited shall be authorized to appoint any of its auditors to be the auditors of the Company:

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

In the event that the aforementioned auditors are unable to perform their duties, PricewaterhouseCoopers ABAS Ltd. shall designate one of its other auditors to be the auditor of the Company. In choosing the auditors, the Audit Committee considered the qualifications and experience of each auditor and found that PricewaterhouseCoopers ABAS Limited is independent and capable of examining the financial statement of the Company. In addition, all of the above auditors have neither have a relationship with nor interests in the Company, its management, major shareholders or any related parties thereof, and the auditors fee is reasonable for the workload involved.

Moreover, the Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider and approve the appointment of the auditors from PricewaterhouseCoopers ABAS Ltd. to be an auditor of the Company and its Subsidiaries and the Company (the "**Subsidiaries**") for the fiscal year ended on December 31, 2020.

The Moderator then further informed that in addition, it was deemed appropriate to propose that the Shareholders' meeting consider and approve the determination of the auditor fees of the Company and the Subsidiaries for the fiscal year ended on December 31, 2020 in amounts not exceeding the following amounts:

Entity	Audit fee (Baht)
The Company	2,470,000.00
The Subsidiaries	1,580,000.00
Other service fees of the company and subsidiaries	164,000.00
Total	4,214,000.00

The comparison of the auditor fees of the Company for the years 2020 and 2019 are detailed as follows:

Auditor Fee	2020 (proposed)	2019
Auditor Fee of the Company and the Subsidiaries (Audit fee)	In the amount of not exceeding THB 4,050,000	In the amount THB 3,930,000
Other service fees of the company and subsidiaries (Non-Audit fee)	In the amount of not exceeding THB 164,000	In the amount THB 154,779
Total	In the amount of not exceeding THB 4,214,000	In the amount THB 4,084,779

Then, the Moderator gave the shareholders an opportunity to inquire and comment on this agenda item. However, no shareholders had any inquires or comments. Therefore, the Moderator requested those present at the meeting to cast their votes.

Resolution of the Meeting

The meeting considered this matter and resolved to approve the appointment of the auditors and the determination of the audit fee for the year 2020 with the following voting results:

Shareholders voting	No. of Votes	%
Approved	518,215,711	100.0000
Disapproved	0	0.0000
Abstained	0	-
Voided Voting Card(s)	0	0.0000
Total (70 persons)	518,215,711	-

Remark: A resolution in this agenda item shall be approved by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda Item 9 Other matters

The Moderator stated that the proposed agenda items as specified in the invitation to the 2019 Annual General Meeting of Shareholders had all been considered, and the Moderator then gave the shareholders an opportunity to raise any other matters for discussion.

However, no shareholders raised any further matters for discussion. The Chairman therefore declared the meeting adjourned at 2.30 pm.




[(Mr. Kiat Vimolchalao)]
Chairman of the Meeting



(Mrs. Maturot Hotarapavanon)
Company Secretary

FINANCIAL HIGHLIGHTS	2019	2020
Statement of Financial Position (THB in Million)		
Current Assets	1,147.30	888.95
Total Assets	2,239.45	2,426.59
Current Liabilities	715.17	679.62
Total Liabilities	1,045.96	1,382.90
Equity attributable to owners of the parent	1,146.44	994.61
Statement of Comprehensive Income (THB in Million)		
Revenues from sales of goods and rendering of services	738.78	741.62
Revenues from construction contracts	961.16	985.95
Total Revenues	1,699.94	1,727.57
Cost and Operating Expenses	1,682.35	1,866.99
Profit (loss) attributable to owners of the parent	20.38	(129.68)

Profiles and Working Experience of Candidates Nominated for Election as Directors

Name	: Mr. Kiat Vimolchalao	
Type of Director	: Director	
Nominated for Election		
Current Position in the Company	: <ul style="list-style-type: none"> • Director • Chief Executive Officer • Executive Board Chairman • Risk Management Committee Chairman 	
Age	: 61 Year	
Nationality	: Thai	
Educational Qualification	: Bachelor of Science, Chulalongkorn University	
Director Accreditation Program	: Director Certification Program (DCP 58/2005) Director Accreditation Program (DAP 32/2005) Family Business Governance (FBG 5/2016) Directing in year of the rooster : Hot issues and outlook for 2017	
Shareholding in the Company	: 31.95%	
Years of directorship in the Company	: 6 Years	
Appointment Date to be a Director	: 30 th January 2015 (Resolution of the EGM No. 1/2015 before conversion)	
Number of Companies as a Director position	: <ul style="list-style-type: none"> • Position in listed companies : None • Position in none-listed companies : 10 companies 	
Working Experience	: <ul style="list-style-type: none"> • Director of Siamrajthanee Co.,Ltd. • Director of Siamrajthanee Automation Co.,Ltd. 	

- Director of Vimolchalao Co.,Ltd.
- Director of K venture Co.,Ltd.
- Director of Krit Ventura Co.,Ltd.
- Chairman / Chief Executive Officer / Managing Director / Chairman of the Risk Management Committee of Siamrajthanee Corporation Co.Ltd.
- Director / Chief Executive Officer / Chief Executive Officer / Managing Director / Chairman of the Risk Management Committee of Siamraj Public Co.,Ltd.
- Director of TKS Venture Co.,Ltd.
- Director of SR Power Holding Co.,Ltd.
- Director of SR Commercial Holding Co.,Ltd.
- Director of Soltech Solutions Co.,Ltd.
- Director of C2C Solution Co.,Ltd.
- Director of BUPS Co.,Ltd.

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

Current directorship/ executive position in listed companies : None

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

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

- Director of Soltech Solutions Co.,Ltd.
- Director of C2C Solution Co.,Ltd.
- Director of BUPS Co.,Ltd.

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

Meeting attendance in a : The Board of Directors' Meeting 9/9 meetings
previous year
The Executive Board Meeting 11/12 meetings
The Risk Management Committee Meeting 4/4 meeting

Profiles and Working Experience of Directors Nominated for Re-Election

Name : Mrs. Wacharee Atthakorn

Type of Director : Director

Nominated for Election

Current Position in the Company :

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



Age : 62 years old

Nationality : Thai

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

Director Accreditation Program : Director Accreditation Program (DAP) class of 113/2014
Company Secretary Program – CSP class of 59/2014
Company Reporting Program – CRP class of 13/2015
Effective Minute Taking – EMT class of 33/2015
ACPG class of 29/2016
Risk Assessment
Criminal responsibility of directors and corporate representatives
The role of the board of directors listed on cyber risk reduction. Challenge and exit
Open House # 2/2017 for company secretary

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

CG Code Work Shop 2560

Fundamentals of Business Sustainability (P01)

Strategic Business Sustainability Strategy Kit (S01-S03)

Risk Analysis and Key Issues in Sustainability (S04)

Sustainability Assessment and Management (S05)

Shareholding in the : None
Company

Years of directorship in : 6 years
the Company

Appointment Date to be : 30th January 2015 (Resolution of the EGM No. 1/2015 before
a Director conversion)

Number of Companies as : • Position in listed companies : None
a Director position • Position in none-listed companies : 4 companies

Working Experience :

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

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


Current directorship/ : None
executive position in listed
companies

Current directorship/ : • Director of GS Supply Co., Ltd.
executive position in other • Director of Techtronic Co., Ltd.
companies which are non- • Director of SR Power Holding Co., Ltd.
listed • Director of SR Commercial Holding Co., Ltd.

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

Meeting attendance in a : The Board of Directors' meeting 9/9 meetings
previous year The meeting of the 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

Name	: Mr. Pongnimit Dusitnitsakul	
Type of Director Nominated for Election	: Director / Independent Director	
Current Position in the Company	: <ul style="list-style-type: none">• Director• Independent Director• Member of the Audit Committee• Member of the Nomination and Remuneration Committee	
Age	: 62 years old	
Nationality	: Thai	
Educational Qualification	: Master of General Management, NIDA Bachelor of Law, Ramkhamhaeng University	
Director Accreditation Program	: <ul style="list-style-type: none">• Director Accreditation Program (DAP) class of 35/2005• Director Certification Program (DCP) class of 62/2005• The Committee Sponsoring Organizations of Treadway Commission• Nomination Committee Best Practice Guideline• Advance audit committee program 34/2019	
Shareholding in the Company	: None	
Years of directorship in the Company	: 6 years	
Appointment Date to be a Director	: 30 th January 2015 (Resolution of the EGM No. 1/2015 before conversion)	
Number of Companies as a Director position	: <ul style="list-style-type: none">• Position in listed companies : None• Position in none-listed companies : 2 companies	
Working Experience	: <ul style="list-style-type: none">• Director/ Independent Director/ Member of the Audit Committee/ Member of the Nomination and Remuneration Committee Siamrajathanee Corporation Co., Ltd.• Director of Namaste Yoga Co., Ltd.• Director of PNT Management and Consultant Co., Ltd.• Director/ Independent Director/ Member of the Audit Committee/ Member of the Nomination and Remuneration Committee Siamraj Public Company Limited• 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.
- Director of Siamrajathanee Public Company Limited

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 SR Power Holding Co., Ltd.
- Director of SR Commercial Holding Co., Ltd.

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


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

Profiles of the Nominated Person as a new director

Name	: Mr. Torchok Laoluechai	
Type of Director	: Director	
Nominated for Election		
Age	: 51 Year	
Nationality	: Thai	
Educational Qualification	: Master of Business Administration (English Program), Bangkok University Master of Public and Private Management, NIDA University Bachelor of Mechanical Engineering, King Mongkut's University of Technology North Bangkok	
Director Accreditation Program	: Director Accreditation Program (DAP 143/2017)	
Shareholding in the Company	: 7.00% (Himself) 0.03% (Wife)	
Years of directorship in the Company	: None	
Appointment Date to be a Director	: None	
Number of Companies as a Director position	: <ul style="list-style-type: none"> • Position in listed companies : None • Position in none-listed companies : 1 company 	

Working Experience :

2017 – Present Executive Director /
Risk Management Committee of Siamraj Public Co., Ltd.

2007 – Present Director of Techtronic Co., Ltd.

2006– 2016 Director of Enver tech Co., Ltd.

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 Techtronic Co., Ltd.

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

Meeting attendance in a previous year : The Executive Board Meeting 12/12 meetings
The Risk Management Committee Meeting 4/4 meeting

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

**CHAPTER VI
Shareholders' Meetings**

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

For other shareholders' meeting, shall be extraordinary meeting. The Board of Directors can call an extraordinary shareholders' meeting at any time, as it deems appropriate, or one or more shareholders holding not less than ten (10) percent of the total number of shares sold may together request the Board of Directors to convene an extraordinary shareholders' meeting at any time. However, it is necessary to specify the subject matter and the reasons for requesting the meeting to be clear in the letter. In such cases, the Board of Directors must arrange a meeting of shareholders within forty-five (45) days from the date of receipt of the letter from the shareholders.

If the Board of Directors does not arrange a meeting within the period specified in the second paragraph, the eligible shareholders may convene such meeting within 45 days from the completion of such 45-day period. The Company is responsible for expenses arising from such meeting as appropriate.

In case that the meeting of shareholders has been convened because the shareholder under third paragraph. If the quorum is not in accordance with Article 33, the shareholders requesting the meeting will be responsible for such expenses to the Company..

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

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

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

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

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

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

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

The registration

The Company will allow the shareholders and proxies to register to attend the meeting from 11.00 a.m. onwards on Thursday April 22, 2021, at Room MR 211-213, 2nd 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. 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 12, 2021.
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.

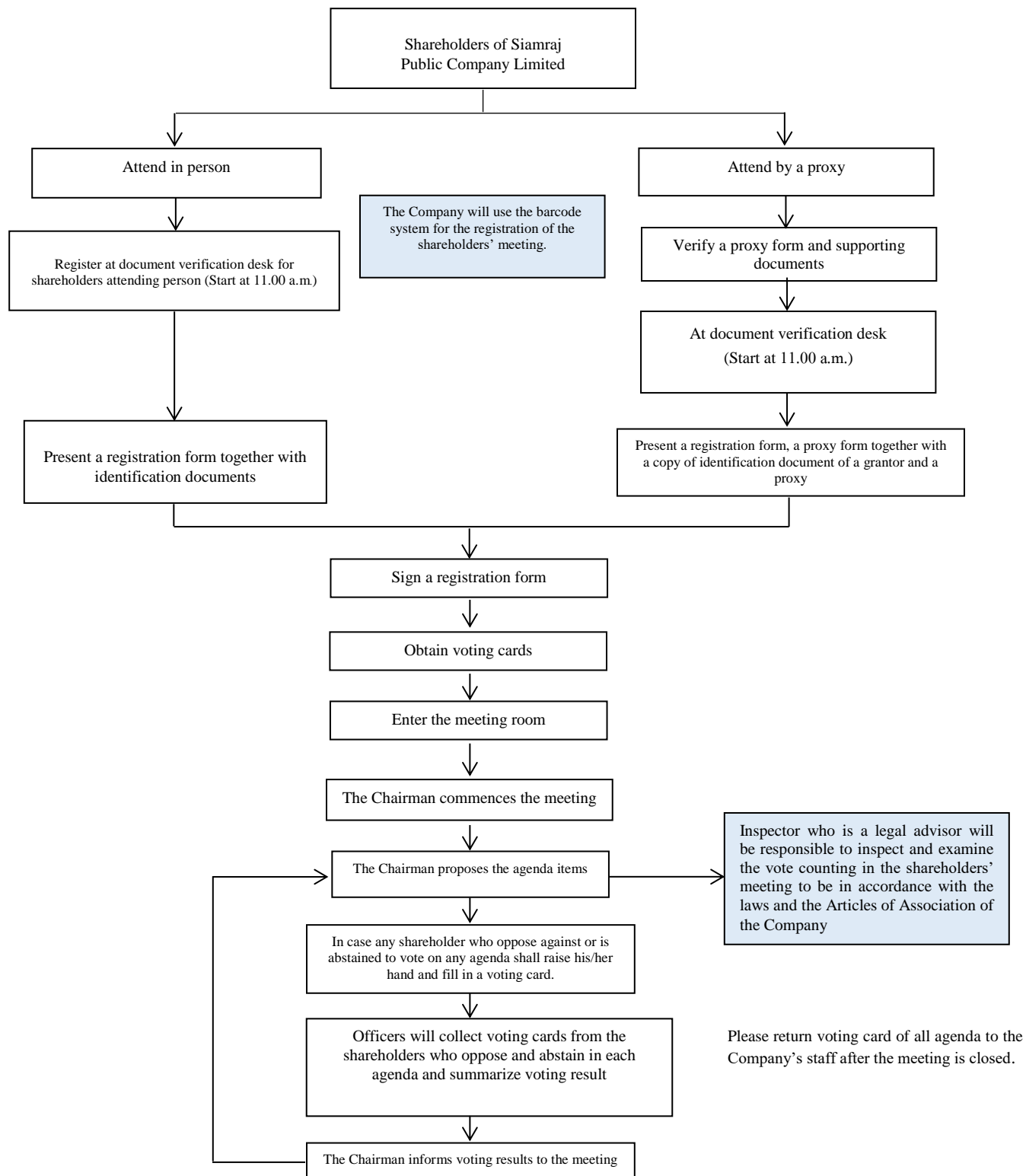
3.2 Documents from shareholder

- 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 2021 Annual General Meeting of Shareholders
Siamraj Public Company Limited
On Thursday April 22, 2021 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 2564) (Details of the Independent Director of the Company are specified in
Enclosure 9 of the Invitation of the 2021 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 2564 ในวันที่ 22 เมษายน 2564 เวลา 13.30 น. ณ ห้อง MR 211-213 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 2021 Annual General Meeting of Shareholders on April 22, 2021 at 1.30 p.m. at Room MR 211-213, 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/Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนและตายตัว)

(Form with fixed and specific details authorizing proxy)

(ปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น _____

Shareholder registration number

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____

Date Month Year

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

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

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

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

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

หรือ/Or

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

คนหนึ่งคนใดเพียงคนเดียว

Anyone of these persons

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

2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัท คือ
 Appoint any one of following members of the Independent Director of the Company
 นายโรจน์ บุรุษรัตนพันธุ์ Mr.Roj Burusratanabhand
 นายบุญประสิทธิ์ ตั้งชัยสุข Mr.Bunprasit Tangchaisuk
 (รายละเอียดกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 9 ของหนังสือเชิญประชุมสามัญ
 ผู้ถือหุ้น ประจำปี 2564) (Details of the Independent Director of the Company are specified
 in Enclosure 9 of the Invitation to the 2021 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 2564 ในวันที่ 22 เมษายน 2564 เวลา 13.30 น ห้อง MR 211-213 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 2021 Annual General Meeting of Shareholders on April 22, 2021 at 1.30 p.m. at Room MR 211-213, 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) ข้าพเจ้ามอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

วาระที่ 1 เรื่องที่ประธานแจ้งให้ที่ประชุมทราบ

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

วาระที่ 2 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2563

Agenda item no. 2 To consider and adopt the Minutes of the 2020 Annual General Meeting of Shareholders

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 3 พิจารณารายงานผลการดำเนินงานของบริษัท ประจำปี 2563

Agenda item no. 3 To consider and acknowledge the Company's business operation for the year 2020
(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 4 พิจารณานุมัติงบแสดงฐานะทางการเงินและบัญชีกำไรขาดทุนเบ็ดเสร็จของบริษัท สำหรับรอบระยะเวลาบัญชี สิ้นสุด วันที่ 31 ธันวาคม 2563

Agenda item no. 4 To consider and approve the statement of financial position and profit and loss statement of the Company for the fiscal year ending December 31, 2020

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 5 พิจารณานุมัติการงดจัดสรรกำไรสำหรับผลการดำเนินงานของบริษัทสำหรับรอบระยะเวลาบัญชี สิ้นสุดวันที่ 31 ธันวาคม 2563 เป็นทุนสำรองตามกฎหมาย และพิจารณานุมัติการงดจ่ายเงินปันผลสำหรับผลการดำเนินงานของบริษัทสำหรับรอบระยะเวลาบัญชี สิ้นสุดวันที่ 31 ธันวาคม 2563

Agenda item no. 5 To consider and approve the non-allocation of the profits as legal reserve from the Company's business operation for the fiscal year ending on December 31, 2020 and the omission of dividend payment from the Company's business operation for the fiscal year ending December 31, 2020.

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 6
Agenda item no. 6

พิจารณาอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ

To consider and approve the election of the Directors in replacement of the directors who retire from their terms by rotation

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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 นายเกียรติ วิมลเฉลา

Director's name Mr. Kiat Vimolchalao

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

2. ชื่อกรรมการ นางวัชรีย์ อัทธากร

Director's name Mrs. Wacharee Atthakorn

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

3. ชื่อกรรมการ นายพงษ์นิต มิตรคุณิ์สกุล

Director's name Mr. Pongnimit Dusitnitsakul

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 7
Agenda item no. 7

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ และคณะกรรมการชุดย่อยของบริษัท ประจำปี 2564

To consider and approve the determination of the remuneration of the Board of Directors and Sub-committee of the Company for the year 2021

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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 2564

To consider and approve the appointment of auditors and determination of the auditor fee for the year 2021

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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

พิจารณาอนุมัติการแต่งตั้งกรรมการใหม่ของบริษัท

To consider and approve the appointment a new director of the Company

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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)

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.
- (6) 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/Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ Signedผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบปะจําต่อแบบหนังสือมอบฉันทะแบบ 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 2564 วันที่ 22 เมษายน 2564 เวลา 13.30 น. ณ ห้อง MR 211-213 ชั้น 2 ศูนย์นิทรรศการและการประชุมไบเทค
เลขที่ 88 ถนนบางนา-ตราด กม. 1 เขตบางนา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2021 Annual General Meeting of Shareholders on April 22, 2021 at 1.30 p.m. at Room MR 211-213, 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

งดออกเสียง

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

งดออกเสียง

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

งดออกเสียง

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

งดออกเสียง

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. 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 นุชรรัตนพันธุ์ Mr.Roj Burusratanabhand
 นายบุญประสิทธิ์ ตั้งชัยสุข Mr.Bunprasit Tangchaisuk
 (รายละเอียดกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 9 ของหนังสือเชิญประชุมสามัญ
 ผู้ถือหุ้น ประจำปี 2564) (Details of the Independent Director of the Company are specified in
 Enclosure 9 of the Invitation to the 2021 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 2564 วันที่ 22 เมษายน 2564 เวลา 13.30 น. ณ ห้อง MR 211-213 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 2021 Annual General Meeting of Shareholders on April 22, 2021 at 1.30 p.m. at Room MR 211-213, 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
(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 2 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2563

Agenda item no. 2 To consider and adopt the Minutes of the 2020 Annual General Meeting of Shareholders

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง จดออกเสียง _____ เสียง

Approve Votes Disapprove Votes Abstain Votes

วาระที่ 3 พิจารณารายงานผลการดำเนินงานของบริษัท ประจำปี 2563

Agenda item no. 3 To consider and acknowledge the Company's business operation for the year 2020
(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 4 พิจารณานุมัติงบแสดงฐานะทางการเงินและบัญชีกำไรขาดทุนเบ็ดเสร็จของบริษัท สำหรับรอบระยะเวลาบัญชี สิ้นสุด วันที่ 31 ธันวาคม 2563

Agenda item no. 4 To consider and approve the statement of financial position and profit and loss statement of the Company for the fiscal year ending December 31, 2020

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง จดออกเสียง _____ เสียง

Approve Votes Disapprove Votes Abstain Votes

- วาระที่ 5** พิจารณานุมัติการงดจัดสรรกำไรสำหรับผลการดำเนินงานของบริษัทสำหรับรอบระยะเวลาบัญชี สิ้นสุดวันที่ 31 ธันวาคม 2563 เป็นทุนสำรองตามกฎหมาย และพิจารณานุมัติการงดจ่ายเงินปันผลสำหรับผลการดำเนินงานของบริษัทสำหรับรอบระยะเวลาบัญชี สิ้นสุดวันที่ 31 ธันวาคม 2563
- Agenda item no. 5 To consider and approve the non-allocation of the profits as legal reserve from the Company's business operation for the fiscal year ending December 31, 2020 and the omission of dividend payment from the Company's business operation for the fiscal year ending December 31, 2020.
- 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 in replacement of the directors who retire from their terms by rotation
- 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 นายเกียรติ วิมลเฉลา
Director's name Mr. Kiat Vimolchalao
 เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes
2. ชื่อกรรมการ นางวัชรีย์ อัดถาวร
Director's name Mrs. Wacharee Atthakorn
 เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes
3. ชื่อกรรมการ นายพงษ์นimit ดุสิตนิตยสกุล
Director's name Mr. Pongnimit Dusitnitsakul
 เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

- วาระที่ 7** พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ และคณะกรรมการชุดย่อยของบริษัท ประจำปี 2564
- Agenda item no. 7 To consider and approve the determination of the remuneration of the Board of Directors and Sub-committee of the Company for the year 2021
- 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 2564
- Agenda item no. 8 To consider and approve the appointment of auditors and determination of the auditor fee for the year 2021
- 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

พิจารณาอนุมัติการแต่งตั้งกรรมการใหม่ของบริษัท

To consider and approve the appointment a new director of the Company

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง จดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 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 จดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

(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) 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุม 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/Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ Signedผู้รับมอบฉันทะ/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.
- หลักฐานที่ต้องแนบพร้อมทั้งหนังสือมอบฉันทะ คือ
The documents needed to be attached to this Proxy form are:
(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf
(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
Document confirming that the person who signed the proxy form is permitted to operate the custodian business
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

4. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำอแบบหนังสือมอบฉันทะแบบ 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 2564 วันที่ 22 เมษายน 2564 เวลา 13.30 น. ณ ห้อง MR 211-213 ชั้น 2 ศูนย์นิทรรศการและการประชุมไบเทค เลขที่ 88 ถนนบางนา-ตราด กม. 1 เขตบางนา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2021 Annual General Meeting of Shareholders on April 22, 2021 at 1.30 p.m. at Room MR 211-213, 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

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Approve Votes Disapprove Votes Abstain Votes

วาระที่ _____ เรื่อง _____

Agenda item no.

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ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

วาระที่ _____ เรื่อง _____

Agenda item no.

Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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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 and Remuneration Committee
 Independent Director
 Director

Age : 64 years old

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

The special Conflict of interest in any of the proposed agendas : None



Name : Mr. Bunprasit Tangchaisuk

Position : Independent Director
 Member of the Nomination and Remuneration Committee
 Member of the Audit Committee
 Director

Age : 58 years old

Address : 1564 Soi Sukhumvit 101/1, Bangchak, Phrakonong, Bangkok

The special 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.)

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 2021 Annual General Meeting of Shareholders
of Siamraj PublicCompany Limited

Thursday April 22, 2021 at 1.30 p.m. (registration from 11.00 a.m. onwards) Room MR 211-213, 2nd 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.

Guideline for the Organization of the Annual General Meeting of Shareholders 2020
During the Outbreak of Coronavirus Disease (COVID-19)

As a result of the recent outbreak of the coronavirus disease 2019 (COVID-19), the company is deeply concerned by the situation. Since the Annual General Meeting of Shareholders is the gathering of a large number of people which is one of the risk factors of spread of the virus, the company would like to inform the guidelines as follows;

1. Shareholders who are at risk groups, those who are turning from high-risk countries indicated in the notice of the Ministry of Public Health or other territories defined as disease infected zone or those who have fever or respiratory illness symptoms able to appoint a proxy form by authorized person or independent directors of the company to attend the meeting. And please send the proxy form to the company secretary section at the address of the company appeared at the invitation letter by the agenda no. 10: Considering the other matters on page no. 12.

2. The company will conduct a screening point providing the protective equipment in front of the meeting room. In case any suspected fever found, the company reserves the right not to permit the person attending the meeting room. The shareholders will be able to grant a proxy by authorized person or independent directors of the company to attend the meeting on their behalf.

Please kindly be informed and thank you for cooperation in strictly implementing on the matter.

QR Code Downloading Procedures for the 2020 Annual Report

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the 2020 Annual Report in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease.

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

For iOS System (iOS 11 and above)

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER and Line.

For Android System

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

How to scan the QR Code with Line application

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

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