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Solartron Public Company Limited

The Precautionary Measures and Guidelines for Holding the Annual General Meeting of Shareholders under the Circumstance of Coronavirus 2019

The Company's Precautionary Measures and Guidelines for Holding the Annual General Meeting of Shareholders under the Circumstance of Coronavirus 2019 as follows :

1. Due to the Company's good corporate governance awareness, in terms of rights and equitable treatment of shareholders, the Company would disclose 2020 Annual General Meeting of Shareholders, together with related documents on the Company's website <https://www.solartron.co.th> as well as send the Invitation letter and Proxy form B. in advanced as scheduled.
2. Shareholders are required to grant Proxy to the Company's Independent Directors to attend the Meeting instead of participating in persons.

- 2.1 Shareholders can grant a proxy to the Company's Independent Directors to attend and vote at the Meeting by using proxy form or downloading via the Company's website (Pre-casting the vote for each agenda is recommended) and sending back the proxy form and related documents

Office of the Company Secretary

Solartron Public Company Limited

1000/65,66,67 P.B.Tower 16<sup>th</sup> Floor Soi Sukhumvit 71, Sukhumvit Road,

North Klongtan, Wattana, Bangkok 10110, Thailand.

- 2.2 The shareholders may submit questions in accordance with the meeting's agenda in advance until 24 July 2020 through the following channels:

- Submit together with a proxy
- E-mail: [agm@solartron.co.th](mailto:agm@solartron.co.th)

3. In case of shareholders who wish to attend the AGM Meeting in person, the Company would like to request your cooperation to strictly follow the Company's measures and guidelines to prevent and minimize the risk of COVID-19 virus spread as follows :

- 3.1 All Attendees are required to fill in the COVID-19 Infection Risk Screening Form before entering the venue and must pass the screening point provided by the company, Attendees who have requested the suspension of cooperation in attendance.

- Attendees who might be of high risk e.g. those recently traveled to and from any high-risk countries announced by the Ministry of Public Health, those in close contact with someone who traveled to and from the high-risk countries within 14 days before the date of the AGM.
- Attendees having fever and/or showing any respiratory symptoms or other symptoms suspected of being infected with COVID-19
- Attendees having those in close contact or family with who lived the high-risk place or place of spread of virus COVID-19

Please also note that concealment of health information or traveling record could be considered as the violation of the Communicable Diseases Act B.E. 2558.

However, The shareholders who are denied the entry to the AGM can use proxy voting by assigning an independent director to vote on their behalf, In which the company has been prepared with the preparation documents.

- 3.2 All attendees who have been screened by staff who have passed body temperature tests do not find any symptoms will be affixed with a symbol of their presence clearly on the shirts of the attendees before the meeting to confidence for other shareholders.
- 3.3 Participant should prepare your own hygienic mask and wearing for all the time of the meeting for the safety of your own and all of participants.
- 3.4 The Company reserves the rights to not allow any attendees, who do not pass the health screening or do not completed the COVID-19 Infection Risk Screening Form to enter the Meeting.
- 3.5 The Company has organized the meeting venue to avoid crowded meeting area with appropriate social distancing of 1 meters in various areas, which are temperature-screening points, document-checking points and registration counters
- 3.6 The Company would not serve food and beverages at the Meeting in order to minimize risk of the infection of disease spreading.
- 3.7 The Company will emphasize the hotel's staffs to clean equipment and a lot of common uses areas with liquid detergent, cleanser and/or 70%-alcohol regularly.
- 3.8 All attendees should clean your hands with soap and/or alcohol gel after completion of the meeting and before leaving the meeting venue Including every time touching the risk point to having germs
- 3.9 The company requests the attendees to spare time for the meeting. As there are pre-registration screening measures in order to avoid late registration.

As the above measures and guidelines, the Company would like to apologize for any inconvenience that may occur, especially if a high number of meeting attendees cause a delay in the health screening and registration process.

Please be informed accordingly and the company requests cooperation in strict compliance with the guidelines.

Yours Sincerely,

Solartron Public Company Limited



SP0370/2020

July 13, 2020

**Subject:** Notice of the 2020 Annual General Meeting of Shareholders

**To:** Shareholders of Solartron Public Company Limited

**Enclosure:**

1. Copy of the Minutes of the 2019 Annual General Shareholders Meeting 26<sup>th</sup> April 2019
2. 2019 Annual Report in QR Code
3. Name list and Biography of Directors to be elected as Directors to replace those retired by Rotation
4. Proxy Forms and Details of the biography and experiences of independent directors who may be appointed as proxy in the Annual General Meeting of Shareholders 2020
5. Biography of Company External Auditor for year 2020
6. Conditions of attending the meeting of shareholders
7. The Company's Articles of Association in regards to the Shareholders' Meeting
8. Registration Form
9. Covid-19 Screening Form
10. Map of Golden Tulip Sovereign Hotel

Notice is hereby given that the Board of Directors of Solartron Public Company Limited has resolved to convene the 2020 Annual General Meeting of Shareholders on **Thursday 30<sup>th</sup> July 2020 at 14.00 p.m. Parichart Room, 3<sup>rd</sup> Fl. Golden Tulip Sovereign Hotel Bangkok, 92 Soi Seangcham, Rama 9 Road, Huay Kwang, Bangkok 10320 Thailand** (The registration time started 12.00 p.m.) The agendas to be considered are as follows:

**Agenda 1** **To Certify the Minutes of the 2019 Annual General Shareholders Meeting held on Friday 26<sup>th</sup> April 2019**

**Rationale:** The Minutes of the 2019 Annual General Shareholders Meeting which held on April 26<sup>th</sup> April 2019 was submitted to SET and the Ministry of Commerce as well as posted on the Company's website ([www.solartron.co.th](http://www.solartron.co.th)) within 14 days after the meeting date and the copy is attached together with this notice of meeting (Enclosure No. 1).

**The Board's opinion:** The Company's Board of Directors recommended that the minutes were correctly and completely recorded and the shareholders should certify.

**Resolution:** A resolution under this agenda can be passed with a simple majority vote of the shareholders attending the meeting and casting votes.

**Agenda 2** **To acknowledge the Company's annual operating results for the year 2019**

**Rationale:** The Board of Directors considered that the Company's operating results and the 2019 Annual Report were correct and sufficient disclosure, which were attached with this notice of meeting (Enclosure No. 2).

**The Board's opinion:** The Board recommended that the report of the Company's operating results for 2019 be notified to the shareholders.

**Resolution:** This agenda does not require any vote as this is to inform the shareholders for acknowledgement.

**Agenda 3** **To consider and approve the audited Statements of Financial Position and Statement of Comprehensive income for the Year ended 31 December 2019 and the auditor's report**

**Rationale:** According to the Public Limited Companies Act, B.E 2535, the Company must prepare a statement of financial position (balance sheet) and statements of income at the end of each fiscal year, which have been audited by an external auditor, and submit these to the shareholders' meeting for approval. The details are as appeared in the copy of "Financial Statements", which is sent to the Shareholders with this Invitation (Enclosure No. 2).

**The Board's opinion:** The Board of Directors concurs with the Audit Committee's recommendation and is of the opinion that the Statements of Financial Position and the Statements of Comprehensive Income, which is the report on the financial activities occurred in the Year ended 31 December 2019, and has been audited by the Auditor, should be proposed to the Shareholders Meeting for approval.

**Resolution:** A resolution under this agenda can be passed with a simple majority vote of the shareholders attending the meeting and casting votes.

**Agenda 4** **To consider and approve refraining from the payment of dividends.**

**Rationale:** The dividends are usually being paid at the maximum rate of 40% of the net profit after tax and legal reserves. The year 2019 the company has negative performance and already reserves full legal reserve. Therefore, the company refrains from the payment of dividends.

**The summary of the proposed annual dividend payment for the year**

Item	Summary of Dividend Payment Paid from the Separate Financial Statement	Year 2019 (The proposed)	Year 2018
1	Net Profit (loss) (Million Baht)	(463.60)	(350.52)
2	Basic Earnings per Share (Baht : Share)	(0.85)	(0.64)
3	Cash Dividend Payment Rate (%)	0.00%	0.00%
4	Total Annual Dividend Payment per Share (Baht: Common Share)	0.000	0.000
5	Pay-out Dividend (Million Baht)	-	-

**The Board's opinion:** The Board recommends that the annual dividend payment cannot be made by the Company and refraining from the payment of dividends should be notified to the shareholders.

**Resolution:** A resolution under this agenda can be passed with a simple majority vote of the shareholders attending the meeting and casting votes.

**Agenda 5** **To consider and approve the appointment of directors replacing those retired by rotation from the company**

**Rationale:** According to Article of Association of the Company No.18, at every annual general meeting of shareholders, one-third of the directors shall vacate in proportion. The directors who would retire by rotation from the company may be re-elected.

1. Approved 3 directors who will be retired by rotation from the Company
  - 1) Mr. Akaradej Rojmetha
  - 2) Mr. Kitti Pintawiruj
  - 3) Mr. Dusit Kruangam
2. Approved the re-election of 3 directors who will be retired by rotation to be the directors of the Company for another term.
  - 1) Mr. Akaradej Rojmetha
  - 2) Mr. Kitti Pintawiruj
  - 3) Mr. Dusit Kruangam
3. In compliance with the Good Corporate Governance Principles, the Company provides opportunities for the minority shareholders to propose director nominees in advance of the Meeting, through an announcement on the Company's website since 28<sup>h</sup> January 2020 regarding the criteria of proposing nominees so that the Nomination and Remuneration Committee could consider the matter. For this meeting, there are no director nominees proposed by minority shareholder.

**The Board's opinion:** The Nomination and Remuneration Committee has agreed that such directors have qualification with experience, knowledge and good understanding in Company's business as well as should contribute many valuable things to the Company. The Board of Directors agreed that the shareholders should approve the appointment of the directors:-

- 1) Mr. Akaradej Rojmetha
- 2) Mr. Kitti Pintawiruj
- 3) Mr. Dusit Kruangam

To facilitate the decision making of the Shareholders, summarized qualifications of each director are provided to the Shareholders with this Invitation. (Enclosure No. 3)

**Resolution:** A resolution under this agenda can be passed with a simple majority vote of the shareholders attending the meeting and casting votes.

## **Agenda 6**

**To consider and approve the director's remuneration for year 2020. Separately considered as follows:**

**6.1) To consider remuneration for the Company's directors for the year 2020.**

**6.2) To consider, certify and ratify payment the remuneration for the Company's directors for the year 2020 Since January 2020 - June 2020.**

**Rationale:** Policy of Directors' Remuneration has been clearly and transparently set to be comparable to the general practice and be appealing enough to attract and retain qualified directors. The Nomination and Remuneration Committee has considered the remuneration of the Board of Directors and committee for year 2020 as follows:

Committee Type	Monthly Remuneration (Baht/Person/Month)		Meeting Allowance (Baht/Person/Time)	
	2020	2019	2020	2019
1. The Board of Directors	12,000.-	12,000.-	25,000.-	25,000.-
1. The Audit Committee	4,000.-	4,000.-	20,000.-	20,000.-
3. The Nomination and Remuneration Committee	- none -	- none -	20,000.-	20,000.-

Furthermore, the monthly remuneration and meeting allowance of the Chairman of the Board of Directors, the Chairman of the Audit Committee, the Chairman of the Nomination and Remuneration Committee and the Chairman of the Risk Management Committee higher than of director members by 20 percent and other remuneration total amount not to exceed 4,000,000 baht.

**The Boards' opinion:** The Board recommended that the directors' remuneration for the year 2020 be approved.

**Resolution:** A resolution under this agenda can be passing with a vote of not less than 2/3 of the total votes of the shareholders attending the meeting and casting votes.

#### **Agenda 7**

**To consider and approve the appointment of auditors for year 2020 and their remuneration. Separately considered as follows:**

**7.1) To consider and approve the appointment of auditors for year 2020 and their remuneration.**

**7.2) To consider, certify and ratify the auditor's remuneration for the audit of financial statements for the Quarter 1/2020 Ending 31 March 2020.**

**Rationale:** According to Public Limited Company Act B.E. 2535 (as amended in B.E. 2544), the Annual General Shareholders Meeting shall appoint the auditor and determine the auditing fee of the Company every year. But every five year, Listed Company shall set the auditor rotation. Therefore for the year 2020 from Office Pitisevi Company Limited as the Auditor. The auditors do not have any related activities with major shareholder, Company, management or shareholder.

Audit Committee recommended

1. Miss Chawana Wiwatpanachat, CPA no.4712 or
2. Miss Wanpen Aoonruan CPA no.7750 or
3. Miss Pornthip Amornchailertpattana CPA no.9589

However, the Office of the Securities and Exchange Commission ("SEC") announced the Notification of Capital Market Supervisory Board Tor Jor 28/2020 dated 27 March 2020 that listed companies, which are unable to have AGM and appoint company's auditors, are able to submit the company's financial statements for the first quarter of 2020 reviewed by the auditors in the list of auditors approved by the SEC and appointed by the company's board of directors, to the SEC. Additionally the Company is required to propose the agenda of appointment of the Company's auditors as aforementioned in the upcoming AGM.

The board of directors considered selecting Office Pitisevi Company Limited to be the Company's auditors for 2020 as proposed by the Audit Committee and The Board of Directors propose the meeting that the auditor's remuneration for 2020 is 1,700,000 Baht, and auditor's financial report for BOI = 40,000 baht/report)

**The Board's opinion:** The Board recommended that the appointment of Miss Chawana Wiwatpanachat, CPA no.4712 or Miss Wanpen Aonruan CPA no.7750 or Miss Pornthip Amornchailertpattana CPA no.9589 from Office Pitisevi Company Limited, as the auditor of the Company of the year 2020 with the auditor's remuneration is 1,700,000 Baht, and auditor's financial report for BOI = 40,000 baht/report. The details of Biography of Company External Auditor are attached in Enclosure No. 5

**Resolution:** A resolution under this agenda can be passed with a simple majority vote of the shareholders attending the meeting and casting votes.

#### **Agenda 8**

**To consider and approve the decrease of the Company's registered capital from Baht 870,597,723 to Baht 544,124,723 to write off the unissued common share reserved for General Mandate the remaining share of total 326,473,000 shares at a par value of Baht 1 per share to amount 326,473,000 Baht from the meeting of Shareholder at year 2019 and also to consider and approve an amendment to Clause 4 of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital.**

**Rationale:** Resolution of the 2019 Annual Ordinary General Meeting of Shareholder on 26 April 2019 approved our company increase of registered capital via general mandate for 326,473,000 shares at par value of 1 baht per share, totalling amount is 326,473,000 baht, but our company has not increase our registered capital by method as stated in the aforementioned general mandate yet.

The Board of Directors therefore propose to approve the reduction of registered capital in the amount of 326,473,000 baht, as aforementioned approved, by cancelling 326,473,000 registered ordinary shares thus reduce our registered capital to 544,124,723 shares at par value of 1 baht per share, totalling amount is 544,124,723 baht. We also would like to propose amendment of our Company's Memorandum of Association Clause 4 to comply with the reduction.

Clause 4	Registered capitals	544,124,723	Baht
	(Five hundred forty four million one hundred twenty four thousand seven hundred twenty three Baht)		
	Divided into	544,124,723	shares
	(Five hundred forty four million one hundred twenty four thousand seven hundred twenty three shares)		
	Par value	1	Baht (One Baht)
	and classified into		
	Ordinary shares	544,124,723	shares
	(Five hundred forty four million one hundred twenty four thousand seven hundred twenty three shares)		
	Preferred shares	0	shares (Zero shares)

**The Board's opinion:** The Board of Directors has considered and approved that the shareholders meeting should approve the reduction of registered capital in the amount of 326,473,000 baht by cancelling 326,473,000 registered ordinary shares thus reduce our registered capital to 544,124,723 shares at par value of 1 baht per share with totalling amount of 544,124,723 baht and amend No. 4 of our Memorandum of Association to comply with the reduction by assigning the Board of Directors to proceed as such.

**Resolution:** A resolution for approving the decrease of the Company's registered capital requires a vote of not less than 3/4 of the total votes of the shareholders attending the meeting and casting votes.

#### Agenda 9

**To consider and approve the amendment to the Company's objectives by adding 6 new objectives and approve the amendment to the Memorandum of articles, Articles 3, the Company's objectives from 76 items to 82 items in accordance with the amendment to the Company's Objectives.**

**Rationale :** In order to extend more business development both domestic market and international market the Company's objectives by adding 6 new objectives from 76 item to 82 items in accordance with the amendment to the Company's Objectives. as follow:

"Item 77

To operate a business of land trading ,distribution of land and houses, procurement of land and buildings or construction of other structures on such land for distribution, hire or hire-purchase, thus, to be used as residence, commercial officer, government offices or industrial plants;

Item 78

To operate a trading business of condominium, trading, installment trading, credit trading, leasing, hire-purchase leasing of condominium units in the said condominium;

Item 79

To purchase large plots of land to be divided into smaller plots for distribution; and to work for hire to grow and take care of agricultural gardens, forest gardens, rubber plantations, orchards, orchid gardens, vegetable gardens;

Item 80

To apply for concession to operate a business of waterworks and underground water supply;

Item 81

To transfer the ownership of public utilities and public services of land distribution projects to juristic persons of villas under the Land Distribution Act B.E.2543;

Item 82

To partner with government, local private company or foreign partner in order to bid acquire concession for all types of Fiber optic cable, hi - speed telecommunication cable, maintenance system of or types of telecommunication table high voltage distribution line installed underwater, underground or overhead including full scale of distribution of equipment's spare parts;"

**The Board's opinion:** The Board recommended that the shareholders should approve the amendment to the Memorandum of articles, Articles 3, the Company's objectives from 76 items to 82 items in accordance with amendment to the Company's objectives.

**Resolution:** A resolution for approving the decrease of the Company's registered capital requires a vote of not less than 3/4 of the total votes of the shareholders attending the meeting and casting votes

**Agenda 10      Other business (If any)**

**Board's opinion :** According to the Public Limited Company Act B.E.2535 (as amended in B.E.2544), Clause 2 of Section 105, which provides that the shareholders with an aggregate number shares of not less than 1/3 of all issued shares may request the meeting to consider matters other than those set out in the invitation letter to the meeting. As such, the Company's Board of Directors deems it appropriate to include this agenda to allow the shareholders who wish to propose matters other than those determined by the Board of Directors to this meeting.

The Company approved the date of determining the names of shareholders who shall have the right to attend The Annual General Meeting of Shareholder for the year 2020(AGM) (Record Date) on **Thursday 30<sup>th</sup> July 2020**. The Annual General Meeting of Shareholders 'registration will begin at 12.00 pm.

You are invited to attend the meeting at the date, time and place stated above. Any shareholder who wishes to appoint a proxy to vote on your behalf, please complete the attached proxy form (fixed with Baht 20 duty stamp) and submits it to the director or authorized persons appointed by the directors by or before the meeting date. You can appointment these 2 independents directors to be a proxy (Enclosure No. 4) as follows:-

- |                 |            |                      |
|-----------------|------------|----------------------|
| 1. Mrs.Ravittha | Pongnuchit | Independent Director |
| 2. Mr.Tanee     | Temboonsak | Independent Director |

Yours faithfully,

**Solartron Public Company Limited**

(Mr. Cherdpong Sirivich)  
Chairman of Director

**Remark:** All shareholders may find the Notice of the Shareholders' Meeting and related documents on the Company's website from 13<sup>th</sup> July 2020.

**Office of Company Secretary:**

Tel. (662) 392 - 0224

Fax. (662)381 - 2971





Minutes of the 2019 Annual General Meeting of Shareholders  
Of  
Solartron Public Company Limited

**Date, time and place**

The Meeting was held on April 26, 2019 at 14.00 hrs. at Kradang-nga Room, 3<sup>rd</sup> Fl. Golden Tulip Sovereign Hotel Bangkok, 92 Soi Seangcham, Rama 9 Road, Huay Kwang, Bangkok 10320 Thailand

**Directors attending the meeting**

- |                  |                |   |
|------------------|----------------|---|
| 1. Mr.Cherdpong  | Siriwit        | Chairman of the Board of Director   |
| 2. Ms.Patama     | Wongtoythong   | Chief Executive Officer, Deputy Chairman of the Board and the company secretary   |
| 3. Mr.Akaradej   | Rojmeta        | Director  |
| 4. Mr.Suchat     | Trisirivattwat | Independent Director, Audit Committee, proxies for minor shareholders             |
| 5. Ms.Rawittha   | Pongnuchit     | Independent Director, Chairman of Audit Committee, proxies for minor shareholders |
| 6. Mr.Kitti      | Pintavirooj    | Independent Director, Audit Committee   |
| 7. Prof.Dr.Dusit | Kruangam       | Director  |

**Auditor and Lawyer**

- |                |               |   |
|----------------|---------------|---|
| 1. Mr. chanont | Boonmalai     | Auditor, Office of Pitisevi Company Limited     |
| 2. Mr.Somkiat  | Ruengsurakiat | Lawyer, Bangkok Law Office & Associates Co.,Ltd |

Mr. Cherdpong Siriwit, The Chairman of the Meeting, informed the meeting of the voting method. To vote in approval of the issues on the agenda, the shareholders/proxies were not requiring indicating their approval in the ballots. Only the dissenting shareholders/proxies or those who wished to abstain from voting were required to indicate so in the ballots, which would accordingly be collected by officials. In the vote counting, the number of the shares of the dissenting and abstention votes, together with the invalid ballots,





would be counted and deducted from the total shares of the shareholders/proxies present at the meeting and having voting rights. For any issues that needed the meeting's resolutions by the votes specifically required under the laws or rules of relevant authorities, the Company Secretary would give details to the meeting case by case. In this regard, The Company invited Auditor (Office of Pitisevi Company Limited), Lawyer (Bangkok Law Office & Associates Company Limited) to witness the vote counting procedure of all the issues on the agenda. The Company Secretary was assigned to notify the results of the vote counting.

#### **The Meeting Commenced at 14.00 Hours**

Mr. Cherdpong Siriwit, The Chairman of the Meeting welcomed attendants of the meeting including auditor and lawyer. The Company Secretary informed the meeting that there were total of 46 shareholders attending this meeting in person and by proxies, representing a 286,920,829 shares or 52.73% of the Company's total shares (the company has 544,124,723 paid-up capital shares in total).

The Chairman then declared the 2019 Annual General Meeting of Shareholders open with the meeting in accordance with the following agenda and assigned Ms.Patama Wongtoythong, The Company Secretary to organize the meeting.

#### **Agenda 1 To Certify the Minutes of the 2018 Annual General Shareholders Meeting held on April 30, 2018**

The Company Secretary, proposed the Meeting to consider and certify the minutes of the 2018 Annual General Meeting of Shareholders dated April 30, 2018 the copy of the minutes was circulated to the each shareholder prior to this Meeting as Enclosure No.1 attached to the invitation letter.

The Company Secretary asked the meeting whether or not there was any comment/question concerning the minutes of the 2018 Annual General Meeting of Shareholders.

There was no further question from the meeting. The Company Secretary reported the result of vote counting that the total count of the shareholders and proxies' votes was 286,920,829 approval votes or equivalent to 100% of the total votes of shareholders attending the meeting and casting their votes.

The Company Secretary then concluded as follows:

**Resolution:** The Meeting, by a unanimous vote of shareholders who attended the meeting and voted, approved the minutes of the 2018 Annual General Meeting of Shareholders in accordance with the details as proposed.



**Agenda 2 To acknowledge the Company's annual operating results for the year 2018**

The Company Secretary summarized the Company and Board of Director's operating results and Company Annual Report for 2018 as follows;

Financial Statement	Year 2018		Year 2017		Increase(Decrease)	
	Million Baht	%	Million Baht	%	Million Baht	%
Sales Revenues	694.74	100.00%	897.96	100.00%	(203.22)	-22.63%
Cost of Sales	958.82	138.01%	1,173.32	130.67%	(214.50)	-18.28%
Gross Profit	(264.08)	-38.01%	275.36	-30.67%	11.28	-4.10%
Selling and Admin expenses	110.17	15.86%	135.83	15.13%	(25.66)	-18.89%
Operating Profit	(345.95)	-49.80%	(154.93)	-17.25%	(191.02)	123.29%
Finance costs	(41.51)	-5.97%	(62.14)	-6.92%	20.63	-33.20%
Income Tax (expenses)	36.95	5.32%	37.76	4.21%	(0.81)	-2.15%
Net Profit for the year	(350.51)	-50.45%	(179.31)	-19.97%	(171.20)	95.48%



Financial Statement	Year 2018		Year 2017		Increase(Decrease)	
	Million Baht	%	Million Baht	%	Million Baht	%
	Sales Revenues	693.18	100.00%	945.56	100.00%	(252.38)
Cost of Sales	941.59	135.84%	1,196.06	126.49%	(254.47)	-21.28%
Gross Profit	(248.41)	-35.84%	(250.50)	-26.49%	2.09	-0.83%
Selling and Admin expenses	117.74	16.99%	145.87	15.43%	(28.13)	-19.28%
Operating Profit	(356.59)	-51.44%	(373.52)	-39.50%	16.93	-4.53%
Finance costs	(59.62)	-8.60%	(78.98)	-8.35%	19.36	-24.51%
Share of profit(loss)in Joint Venture	(0.19)	-0.03%	(2.16)	0.00%	1.97	-91.20%
Income Tax (expenses)	36.20	5.22%	37.24	3.94%	(1.04)	-2.79%
Net Profit for the year	(380.20)	-54.85%	(417.42)	-44.15%	37.22	-8.92%
Owners of the parent	(383.32)	-55.30%	(417.42)	-44.15%	34.10	-8.17%

The Company Secretary asked the meeting whether or not there was any comment/question concerning the change of the report of Board of Directors' operating result for 2018.

There was no further question from meeting. The Company Secretary then concluded as follows;

**Resolution:** The Meeting acknowledged the report of the Company's operating results for 2018.

**Agenda 3 To consider and approve the audited Statements of Financial Position and Statement of Comprehensive income for the Year ended 31 December 2018 and the auditor's report**

According to the Public Limited Companies Act, B.E 2535, the Company must prepare a statement of financial position (balance sheet) and statements of income at the end of each fiscal year, which have been audited by an external auditor, and submit these to the shareholders' meeting for approval.

The Statements of Financial Position and the Statements of Comprehensive Income for the Year ended 31 December 2018, which has been audited by the Auditor, is summarized as follows:





Unit : Baht

<b>Financial Statement : Separate</b>	<b>December 31, 2018</b>	<b>December 31, 2017</b>
Total Assets	2,720,778,226	3,433,277,162
Total Liabilities	1,191,476,479	1,552,465,191
Total Shareholder's Equity	1,529,301,747	1,880,811,971
Total Revenues	723,030,088	1,154,222,088
Profit(Loss) Before Income Tax	(387,472,759)	(217,074,109)
Net Profit(Loss) for The year	(350,515,815)	(179,312,764)
Basic Earnings(Loss) per share (Baht : Share)	(0.64)	(0.33)

### Consolidated

Unit : Baht

<b>Financial Statement : Consolidated</b>	<b>December 31, 2018</b>	<b>December 31, 2017</b>
Total Assets	2,974,228,520	3,735,892,440
Total Liabilities	1,496,194,660	1,900,372,473
Total Shareholder's Equity	1,478,033,860	1,835,519,967
Total Revenues	702,730,422	968,402,292
Profit(Loss) Before Income Tax	(416,225,442)	(452,509,402)
Net Profit(Loss) for The year	(383,321,105)	(417,421,476)
Basic Earnings(Loss) per share (Baht : Share)	(0.70)	(0.77)

The details are as appeared in the copy of “Financial Statements”, which is sent to the Shareholders with this Invitation (Enclosure No. 2).

The Board of Directors concurs with the Audit Committee’s recommendation and is of the opinion that the Statements of Financial Position and the Statements of Comprehensive Income, which is the report on



the financial activities occurred in the Fiscal Year ended 31st December 2018, and has been audited by the Auditor, should be proposed to the Shareholders Meeting for approval.

The Company Secretary asked the meeting whether or not there was any comment/question.

There was no further comment from the meeting. The Company Secretary reported the result of vote counting that the total count of the shareholders and proxies' votes was 287,062,729 approval votes or equivalent to 100% of the total votes of shareholders attending the meeting and casting their votes.

The Company Secretary then concluded as follows;

**Resolution:** The Meeting, by a unanimous vote of shareholders who attended the meeting and voted, approved the audited Statements of Financial Position and Statements of Comprehensive income for the years ended 31 December 2018 and Report of the independent Certified Public Accountants.

**Agenda 4**      **To consider and approve refraining from the payment of dividends.**

The Company Secretary informed the meeting that the dividends are usually paid at the maximum rate of 40% of the net profit after tax and legal reserves. The year 2018, the consolidated of company has negative performance and already reserved full legal reserve. Therefore the company refrains from the payment of dividends

The Company secretary asked the meeting whether or not there was any comment/question.

There was no further question from the meeting. The Company Secretary reported the result of vote counting that the total count of the shareholders and proxies' votes was 287,062,729 approval votes or equivalent to 100% of the total votes of shareholders attending the meeting and casting their votes. The Company Secretary then concluded as follows;

**Resolution:** The Meeting, by a unanimous vote of shareholders who attended the meeting and voted, approved annual dividends payment from the 2018 business operation result in accordance with the details as proposed



**To consider and approve the appointment of directors replacing those retired by rotation from the company.**

The Company Secretary informed the meeting that According to Article of Association of the Company No.18, at every annual general meeting of shareholders, one-third of the directors shall vacate in proportion. If the number of directors is not a multiple of three, the number of directors closest to one-third shall vacate. The directors vacating from the company in the first and second years after the registration of the company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall vacate. The directors who would retire by rotation from the company may be re-elected. This year 3 directors retired by rotation from the company are;

1. Approved 3 directors who will be retired by rotation from the Company

- |                              |   |
|------------------------------|---|
| 1) Mr. Cherdpong Sirivich    | Chairman of the Board                                 |
| 2) Mrs. Ravitha Pongnuchit   | Chairman of the Audit committee /Independent Director |
| 3) Mr. Suchat Trisirivattwat | Director of the Audit committee /Independent Director |

2. Approved the re-election of 2 directors who will be retired by rotation to be the directors of the Company for another term.

- |                            |   |
|----------------------------|---|
| 1) Mr. Cherdpong Sirivich  | Chairman of the Board                                 |
| 2) Mrs. Ravitha Pongnuchit | Chairman of the Audit committee /Independent Director |

3. Approved the new director who is

- |                         |   |
|-------------------------|---|
| 1) Mr. Tanee Temboonsak | Director of the Audit committee /Independent Director |
|-------------------------|---|

In compliance with the Good Corporate Governance Principles, the Company provides opportunities for the minority shareholders to propose director nominees in advance of the Meeting, through an announcement on the Company's website since 20<sup>th</sup> December 2018 regarding the criteria of proposing nominees so that the Nomination and Remuneration Committee could consider the matter. For this meeting, there are no director nominees proposed by minority shareholder.

The Nomination and Remuneration Committee has agreed that 2 directors should be appointed as Director who have qualification with experience, knowledge and good understanding in Company's business as well as should contribute many valuable things to the Company. The Board of Directors agreed that the





shareholders should approve the appointment of 1) Mr. Cherdpong Sirivich, 2) Mrs.Ravitha Pongnuchit to be the directors. To facilitate the decision making of the Shareholders, summarized qualifications of each director are provided to the Shareholders with this Invitation.

The Company Secretary, asked the meeting whether or not there was any comment/question concerning the Re-appointment of 2 director who retied by rotation as directors of the Company.

There was no further question from the meeting. The Company Secretary reported the result as follows;

(1) Mr. Cherdpong Sirivich, with 287,062,729 approval votes or equivalent to 100% of the total votes of shareholders attending the meeting and casting their votes.

(2) Mrs.Ravitha Pongnuchit, with 287,062,629 approval votes or equivalent to 99.99% of the total votes of shareholders attending the meeting and casting their votes, meanwhile there were 100 disapproval votes or equivalent to 0.00003% of the total votes of shareholders attending the meeting and casting their vote

(3) Mr.Tanee Temboonsak, with 287,062,729 approval votes or equivalent to 100% of the total votes of shareholders attending the meeting and casting their votes,

The Company Secretary then concluded as follows;

**Resolution:** The Meeting, by a majority vote of shareholders who attended the meeting and voted, approved the appointment of 1) Mr. Cherdpong Sirivich, 2) Mrs.Ravitha Pongnuchit 3) Mr.Tanee Temboonsak as directors of the company.

**Agenda 6 To consider and approve the directors' remuneration for year 2019**

The Company Secretary informed the meeting that the Policy of Directors' Remuneration has been clearly and transparently set to be comparable to the general practice and be appealing enough to attract and retain qualified directors. The Nomination and Remuneration Committee has considered the remuneration of the Board of Directors and committee for year 2019 as follows:



Committee Type	Monthly Remuneration			Meeting Allowance		
	(Baht/Person)			(Baht/Person/Time)		
	Revised	Previous		Revised	Previous	
	2019	2018	2017	2019	2018	2017
1. The Board of Directors	12,000.-	12,000.-	12,000.-	25,000.-	25,000.-	25,000.-
1. The Audit Committee	4,000.-	4,000.-	4,000.-	20,000.-	20,000.-	20,000.-
3. The Nomination and Remuneration Committee	- none -	- none -	- none -	20,000.-	20,000.-	20,000.-

Furthermore, the monthly remuneration and meeting allowance of the Chairman of the Board of Directors, the Chairman of the Audit Committee, the Chairman of the Nomination and Remuneration Committee higher than of director members by 20%.

The Company Secretary asked the meeting whether or not there was any comments/question concerning the remuneration of the Directors for the year 2019.

There was no further question from the meeting. The Company Secretary reported the result of vote counting that the total count of the shareholders and proxies' votes was 287,062,729 approval votes or equivalent to 100% of the total votes of shareholders attending the meeting and casting their votes,

The Company Secretary then concluded as follows;

**Resolution:** The Meeting, by a unanimous vote of shareholders who attended the meeting and voted, approved the remuneration of the Directors for the year 2019.

**Agenda 7** To consider and approve the appointment of auditors for year 2019 and their remuneration

According to Public Limited Company Act B.E. 2535 (as amended in B.E. 2544), the Annual General Shareholders Meeting shall appoint the auditor and determine the auditing fee of the Company every year. But every five year, Listed Company shall set the auditor rotation. Therefore for the year 2019 Audit Committee recommended Miss Chawana Wiwatpanachat, CPA no.4712 or Miss Wanpen Aoonruan CPA no.7750 or Miss Pornthip Amornchailertpattana CPA no.9589 from Office of Office of Pitisevi Company Limited as the





Auditor: The auditors do not have any related activities with major shareholder, Company, management or shareholder.

Audit Committee and The Board of Directors propose the meeting that the auditor's remuneration for 2019 is 3,800,000 baht (for the company = 1,700,000 Baht, for the subsidiaries = 2,100,000 Baht and auditor's financial report for BOI = 40,000 baht/report)

Item	Company	Auditor's Remuneration Year 2018	Auditor's Remuneration Year 2019								Total
			Auditor's Remuneration for Quarters				Auditor's Remuneration for Year End				
			Consolidated	Separate	@ Quarter	Total 3 Quarters	Consolidated	Separate	Package	Total	
1	Solartron Public Company Limited	1,700,000.00	100,000.00	220,000.00	320,000.00	960,000.00	180,000.00	560,000.00	-	740,000.00	1,700,000.00
2	Solartron Energy 1 Co.,Ltd.	280,000.00	-	45,000.00	45,000.00	135,000.00	-	145,000.00	-	145,000.00	280,000.00
3	Solartron Energy 2 Co.,Ltd.	390,000.00	-	60,000.00	60,000.00	180,000.00	-	210,000.00	-	210,000.00	390,000.00
4	Solartron Energy 3 Co.,Ltd.	410,000.00	-	62,000.00	62,000.00	186,000.00	-	224,000.00	-	224,000.00	410,000.00
5	Solartron Energy 4 Co.,Ltd.	300,000.00	-	50,000.00	50,000.00	150,000.00	-	150,000.00	-	150,000.00	300,000.00
6	Solartron Energy 5 Co.,Ltd.	400,000.00	-	60,000.00	60,000.00	180,000.00	-	220,000.00	-	220,000.00	400,000.00
7	SLTT Joint Venture	320,000.00	-	35,000.00	35,000.00	105,000.00	-	105,000.00	110,000.00	215,000.00	320,000.00
	<b>Total</b>	<b>3,800,000.00</b>	<b>100,000.00</b>	<b>532,000.00</b>	<b>632,000.00</b>	<b>1,896,000.00</b>	<b>180,000.00</b>	<b>1,614,000.00</b>	<b>110,000.00</b>	<b>1,904,000.00</b>	<b>3,800,000.00</b>

Miss Wanpen Aonruan CPA no.7750 is the company's auditor in 2018 and 2019

There was no further question from the meeting. The Company Secretary reported the result of vote counting that the total count of the shareholders and proxies' votes was 287,062,729 approval votes or equivalent to 100% of the total votes of shareholders attending the meeting and casting their votes,

The Company Secretary then concluded as follows;

**Resolution:** The Meeting, by a majority vote of shareholders who attended the meeting and voted, approved the appointment of Miss Chawana Wiwatpanachat, CPA no.4712 or Miss Wanpen Aonruan CPA no.7750 or Pornthip Amornchailertpattana CPA no.9589 from Office of Pitisevi Company Limited as the Auditor of the Company for the year 2018 with the remuneration of 3,800,000 baht (for the company = 1,700,000 Baht, for the subsidiaries = 2,100,000 Baht and auditor's financial report for BOI = 40,000 baht/report)

Item	Company	Auditor's Remuneration Year 2018	Auditor's Remuneration Year 2019								Total
			Auditor's Remuneration for Quarters				Auditor's Remuneration for Year End				
			Consolidated	Separate	@ Quarter	Total 3 Quarters	Consolidated	Separate	Package	Total	
1	Solartron Public Company Limited	1,700,000.00	100,000.00	220,000.00	320,000.00	960,000.00	180,000.00	560,000.00	-	740,000.00	1,700,000.00
2	Solartron Energy 1 Co.,Ltd.	280,000.00	-	45,000.00	45,000.00	135,000.00	-	145,000.00	-	145,000.00	280,000.00
3	Solartron Energy 2 Co.,Ltd.	390,000.00	-	60,000.00	60,000.00	180,000.00	-	210,000.00	-	210,000.00	390,000.00
4	Solartron Energy 3 Co.,Ltd.	410,000.00	-	62,000.00	62,000.00	186,000.00	-	224,000.00	-	224,000.00	410,000.00
5	Solartron Energy 4 Co.,Ltd.	300,000.00	-	50,000.00	50,000.00	150,000.00	-	150,000.00	-	150,000.00	300,000.00
6	Solartron Energy 5 Co.,Ltd.	400,000.00	-	60,000.00	60,000.00	180,000.00	-	220,000.00	-	220,000.00	400,000.00
7	SLTT Joint Venture	320,000.00	-	35,000.00	35,000.00	105,000.00	-	105,000.00	110,000.00	215,000.00	320,000.00
	<b>Total</b>	<b>3,800,000.00</b>	<b>100,000.00</b>	<b>532,000.00</b>	<b>632,000.00</b>	<b>1,896,000.00</b>	<b>180,000.00</b>	<b>1,614,000.00</b>	<b>110,000.00</b>	<b>1,904,000.00</b>	<b>3,800,000.00</b>



**To consider and approve the increase of the Company's registered capital under a General Mandate by issuing 326,473,000 newly issued ordinary shares at a par value of Baht 1 per share.**

The Board of Directors also approved to propose to the shareholders' meeting to authorize the Board of Directors to be empowered to consider and determine the objective of capital increase, any condition, and other details necessary for the pertinent to the issue of newly issued ordinary shares as well as sign any related agreement or documents including to perform any other acts necessary and related to the newly issued ordinary shares and listing newly issued ordinary shares on the Stock Exchange of Thailand.

The Board of Directors also approved to propose to the shareholders' meeting to allocate newly issued ordinary shares at the amount of 326,473,000 shares, with a par value of Baht 1 per share under a General Mandate. The details of allotment are as follow:

- (1) Allotment to existing shareholders, in proportion to the number of shares already held by each shareholder of not exceeding 163,237,000 shares.
- (2) Allotment to the general public of not exceeding 108,824,000 shares.
- (3) Allotment to specific persons of not exceeding 54,412,000 shares.

Also authorized the Board of Directors and/or delegates of the Board of Directors to consider and determine whether share allocation shall be made once or several time later, offering price, subscription period. Additionally, the Board of Directors and/or delegates of the Board of Directors are authorized to determine offering price, offering period, and other details and conditions relating to the allotment of newly issued shares. The company shall completely allocate the newly-issued shares either by the date of the next annual general or by the date required by law to fix the date of the next annual general meeting, whichever comes first.

However, for the allotment of newly-issued shares under (1) (2) and (3), the total increase in paid-up capital must not be more than 30% of paid-up capital as of the date that the company's Board of directors approved the capital increase or not exceeding 163,237,000 shares. Nevertheless, allocating the newly issued shares to public (2) or specific persons (3), the total increase in paid-up capital must not be more than 20% of paid-up capital as of the date that the Company's Board of Directors approved the capital increase or not exceeding 108,824,000 shares



### Question from shareholders

1. What is the purpose of this increase of the Company's registered capital?

**Answer** Mrs. Patama Wongtoythong answered that currently our company lacks financial liquidity and requires this increase of the Company's registered capital to increase our liquidity.

2. After received money from increase the Company's registered capital, what kind of activities will you use those money for?

**Answer** Mrs. Patama Wongtoythong answered that we shall use money from increase of the Company's registered capital under general mandate to invest in government project in proportion with project finance.

There was no further question from the meeting. The Company Secretary reported the result of vote counting that the total count of the shareholders and proxies' votes was 287,079,129 approval votes or equivalent to 99.99% of the total votes of shareholders attending the meeting and casting their votes and 100 disapproval votes or equivalent to 0.00003% of the total votes of shareholders attending the meeting and casting their votes.

The Company Secretary then concluded as follows;

**Resolution:** The Meeting, by a majority vote (over than 3/4 of the total votes) of the Company increase of the Company's registered capital under a General Mandate by issuing 326,473,000 newly issued ordinary shares at a par value of Baht 1 per share as the approval votes did not over than 3/4 of the total votes of shareholders who attended the meeting and having the right to vote.

**Agenda 9** To consider and approve to propose the Annual General Meeting of Shareholders to consider and approve the decrease of the Company's registered capital from Baht 870,597,723 to Baht 544,124,723 to write off the unissued common share reserved for General Mandate the remaining share of total 326,473,000 shares at a par value of Baht 1 per share to amount 326,473,000 Baht from the meeting of Shareholder at year 2018 and also to consider and approve an amendment to Clause 4 of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital.





**Rationale** : Resolution of the 2018 Annual Ordinary General Meeting of Shareholder on 30 April 2018 approved our company increase of registered capital via general mandate for 326,473,000 shares at par value of 1 baht per share, totalling amount is 326,473,000 baht, but our company has not increase our registered capital by method as stated in the aforementioned general mandate yet.

The Board of Directors therefore propose to approve the reduction of registered capital in the amount of 326,473,000 baht, as aforementioned approved, by cancelling 326,473,000 registered ordinary shares thus reduce our registered capital to 544,124,723 shares at par value of 1 baht per share, totalling amount is 544,124,723 baht. We also would like to propose amendment of our Company's Memorandum of Association Clause 4 to comply with the reduction.

Clause 4 Registered capitals 544,124,723 Baht  
(Five hundred forty four million one hundred twenty four thousand seven hundred twenty three Baht)

Divided into 544,124,723 shares  
(Five hundred forty four million one hundred twenty four thousand seven hundred twenty three shares)

Par value 1 Baht (One Baht)  
and classified into

Ordinary shares 544,124,723 shares  
(Five hundred forty four million one hundred twenty four thousand seven hundred twenty three shares)

Preferred shares 0 shares (Zero shares)

There was no further question from the meeting. The Company Secretary reported the result of vote counting that the total count of the shareholders and proxies' votes was 287,079,129 approval votes or equivalent to 99.99% of the total votes of shareholders attending the meeting and casting their votes and 100 disapproval votes or equivalent to 0.00003% of the total votes of shareholders attending the meeting and casting their votes.



The Company Secretary then concluded as follows;

**Resolution:** The Meeting, by a majority vote (over than 3/4 of the total votes) of shareholders who attended the meeting and having the right to vote approved that the shareholders meeting should approve the reduction of registered capital in the amount of 326,473,000 baht by cancelling 326,473,000 registered ordinary shares thus reduce our registered capital to 544,2124,723 shares at par value of 1 baht per share with totalling amount of 544,124,723 baht and amend No. 4 of our Memorandum of Association to comply with the reduction by assigning the Board of Directors to proceed as such.

**Agenda 10** To consider and approve the increase of the Company's registered capital from Baht 544,124,723 to Baht 870,597,723 by issuing new ordinary share in total 326,473,000 shares at a par value of Baht 1 per share the increase of registered capital under a General Mandate and to consider and approve an amendment to Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital.

According to the increase of the Company's registered capital under a General Mandate by issuing 326,473,000 newly issued ordinary shares at a par value of Baht 1 per share as specified in Agenda 8 above, the Company shall increase of the Company's registered capital from Baht 544,124,723 to Baht 870,597,723 by issuing new ordinary share in total 326,473,000 shares at a par value of Baht 1 per share in order to support the increase of registered capital under a General Mandate 326,473,000 shares and also to consider and approve an amendment to Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital.

Clause 4 Registered capitals 870,597,723 Baht

(Eight hundred seventy million five hundred ninety seven thousand seven hundred twenty three Baht)

Divided into 870,597,723 shares

(Eight hundred seventy million five hundred ninety seven thousand seven hundred twenty three shares)

Par value 1 Baht (One Baht)

And classified into

Ordinary shares 870,597,723 shares

(Eight hundred seventy million five hundred ninety seven thousand seven hundred twenty three shares)

Preferred shares 0 shares (Zero shares)



The Company Secretary asked the meeting whether or not there was any comment /question.

There was no further question from the meeting. The Company Secretary reported the result of vote counting that the total count of the shareholders and proxies' votes was 287,079,129 approval votes or equivalent to 99.99% of the total votes of shareholders attending the meeting and casting their votes and 100 disapproval votes or equivalent to 0.00003% of the total votes of shareholders attending the meeting and casting their votes.

The Company Secretary then concluded as follows;

**Resolution:** The Meeting, by a majority vote (over than 3/4 of the total votes) of shareholders who attended the meeting and having the right to vote, approve the increase of the Company's registered capital under a General Mandate by issuing new ordinary share in total 326,473,000 newly issued ordinary shares at a par value of Baht 1 per share and approve an amendment to Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital.

#### **Question from shareholders**

1. What is the reason for negative performance?

**Answer** The Chairman answered that our company invested in 9MW solar power plants under the Ministry of Energy, which is a long-term investment, with 25 years income, without enough fund for investment. Our major shareholder at that time want us to invest in such solar power plants without approve increase our company's registered capital, thus forced us to acquired investment fund by using Bill of Exchange (B/E). As our monthly interest expense and income did not match, our board of directors decided to sell 49% of our shares in such solar power plants. We shall be able to sell 100% of our share in such solar power plants after COD for 3 years.

Currently, we are in the negotiation process and we hope that we can turn around our situation and achieve positive performance. We also shall exercise our factory in order to reduce our unused capacity cost.

2. What is our benefit from signing a MOU with Indian company?

**Answer** Mrs. Patama Wongtoythong answered that because of trade war between China and USA, Indian government decided to also use safeguard duty to protect their domestic market. However we are very fortunate to get this opportunity to enter into an agreement with Indian company and we also got an opportunity with Taiwanese company. Right now we still did not make final decision to choose which company we will work with, it will depend on which company provide higher price and most benefit to us.





According to the Public Limited Company Act B.E.2535 (as amended in B.E.2544), Clause 2 of Section 105, which provides that the shareholders with an aggregate number shares of not less than 1/3 of all issued shares may request the meeting to consider matters other than those set out in the invitation letter to the meeting. As such, the Company's Board of Directors deems it appropriate to include this agenda to allow the shareholders who wish to propose matters other than those determined by the Board of Directors to this meeting.

The Company Secretary asked the meeting whether or not there was any comment /question. There is no any shareholders propose additional agenda; therefore,

The Chairman declared that the meeting already considered all the matters under the agenda of this meeting and after inquiring the meeting, no shareholders proposed other matters, or made any inquiry, or gave more recommendation. The Chairman paid gratitude to all shareholders and declared the meeting adjourned.

The Chairman thanked the shareholders and proxies for their meeting attendance and for all the beneficial comments and suggestions given at the meeting, which the Board of Director would accordingly bring into consideration.

#### The Meeting Commenced at 17.00 Hours

Signed 

(Mr.Cherdpong Sirivich)

Chairman of the Board

And Chairman of the Meeting



Signed 

(Ms.Patama Wongtoythong)

Deputy Chairman of the Board

And Company Secretary

**Searching Condition and Method****3 Directors who retired by rotation**

To propose 3 new directors to complete by the Company's Articles of Association Article No. 18 requires that directors must be retired from at least one position in third-rate from every the Annual General Meeting of Shareholders. If the number of directors is not a multiple of three, the number of directors closest to one-third shall vacate. The directors vacating from the company in the first and second years after the registration of the company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall vacate. The directors who would retire by rotation from the company may be re-elected. This year three directors retired by rotation from the company are:

<u>Names</u>	<u>Age</u>	<u>No. of Share (ordinary shares)</u>	<u>% of total shares being entitled to vote *</u>
1. Mr. Akaradej Rojmetha	66	21,528,882	-3.96-
2. Mr.Kitti Pintawiruj	65	500,000	-0.09-
3. Mr. Dusit Kruangam	62	-	-0-

In compliance with the Good Corporate Governance Principles, the Company provides opportunities for the minority shareholders to propose director nominees in advance of the Meeting, through an announcement on the Company's website since 28<sup>th</sup> January 2020 regarding the criteria of proposing nominees so that the Nomination and Remuneration Committee could consider the matter.

For this meeting, there are no director nominees proposed by minority shareholder. The Nomination and Remuneration Committee has agreed that such directors have qualification with experience, knowledge and good understanding in Company's business as well as should contribute many valuable things to the Company. The Board of Directors agreed that the shareholders should approve the appointment of 3 Directors to be the directors. To facilitate the decision making of the Shareholders, summarized qualifications of each director are provided to the Shareholders with this Invitation.

**Summary list of directors who retired by rotation which are re-selected.**

<u>Names</u>	<u>Age</u>	<u>No. of Share (ordinary shares)</u>	<u>% of total shares being entitled to vote *</u>
1. Mr. Akaradej Rojmetha	66	21,528,882	-3.96-
2. Mr.Kitti Pintawiruj	65	500,000	-0.09-
3. Mr. Dusit Kruangam	62	-	-0-

\*Total issued shares of the Company as at 31 December 2019 are 544,124,723 shares



**The directors who retired by rotation and re-appointed for another term**

The directors who retired by rotation and re-appointed for another term 3 directors


The type of directors: Director

	<p>Mr. Akaradej Rojmetha</p> 
<b>Age</b>	66 Years
<b>Position</b>	Director
<b>Date of elected to Board</b>	24 September 2004 (16 years)
<b>Number of Shares held</b>	21,528,882 Shares
<b>Academic Background</b>	
Master Degree	Master of Business Administration, Tarleton University, Texas, U.S.A.
Bachelor Degree	Bachelor of Business Administration, Thammasat University
<b>Work Experience</b>	
Present	>> Directors, Solartron PCL.
Present	<p>2004 - Present Director, Solartron PCL</p> <p>2015 - Present Director, SOLARTRON ENERGY 1,2,3,5 CO.,LTD</p> <p>2006 - Present Director, Netbay PCL</p>
<b>Training Program</b>	Director Accreditation Program (DAP) class 27/2004
<b>Disqualification</b>	<ol style="list-style-type: none"> <li>Not have been imprisoned by a final judgment to a term of imprisonment for an offense against property with dishonest intent.</li> <li>Not have been involved in any conflict of interests</li> </ol>
<b>Director / Management of other listed Companies</b>	<p><u>listed Companies</u></p> <p>- Netbay Public Co., Ltd.</p> <p><u>Others Companies</u></p> <p>- None- <u>Company associate Company Relationship with company or affiliated</u></p> <p>- None-</p>
<b>2019 Meeting</b>	<p>- The Board of Director Meeting 7/7 Meeting</p> <p>- Annual General Meeting of Shareholders 1/1 meeting</p>

**The type of directors:** Audit Committee

	Mr.Kitti Pintawiruj 
<b>Age</b>	64 Years
<b>Position</b>	Audit Committee Member / Independent Director , Solartron PCL
<b>Date of elected to Board</b>	26 April 2017 (3 years)
<b>Academic Background</b>	-Master of Laws in Admiralty, Tulane University, USA -Master of Comparative Laws, University of Miami, USA Barruster-at-law,institute of Legal Education, Thailand Bachelor of law, Thammasat University
<b>Number of Shares held</b>	-0-
<b>Work Experience</b>	
2017 - present	Director, Solartron PCL
2012 - present	Secretary General of Thai Life Assurance Association
2015 - present	Chief Officer - Legal, Compliance and Regulatory Affairs Allianz Ayudhya Assurance PCL
<b>Training Program</b>	2012 : Thailand Insurance Leadership Program 2 2002 : Graduate Diploma in Management of Public Economy, The College of Politics and Governance King Prajadhipok's Institute 2002 : Director Certification Program
<b>Disqualification</b>	1. Not have been imprisoned by a final judgment to a term of imprisonment for an offense against property with dishonest intent. 2. Not have been involved in any conflict of interests
<b>Director / Management of other Listed Companies</b>	<u>listed Companies</u> - None- <u>Others Companies</u> - None- <u>Company associate Company Relationship with company or affiliated</u> -None-
<b>2019 Meeting</b>	- The Board of Director Meeting 7/7 Meeting - The Audit Committee Meeting 4/4 Meeting - Annual General Meeting of Shareholders 1/1 meeting

**Consider appointment of new director increases**

	Mr. Dusit Kruangam	
<b>Age</b>	62 Years	
<b>Position</b>	Director	
<b>Date of elected to Board</b>	29 April 2016 (4 years)	
<b>Number of Shares held</b>	-0- shares	
<b>Academic Background</b>		
Doctor of Philosophy	Electrical Engineering, Faculty of Science Engineering, Osaka University, Japan.	
Master Degree	Electrical Engineering, Faculty of Science Engineering, Osaka University, Japan.	
Bachelor Degree	Electrical Engineering, Faculty of Engineering, Nagoya University, Japan.	
<b>Work Experience</b>		
2016 - present	Member of Board of Directors, Solartron PCL	
2009 - present	Chairman and Member of Board of Directors, MD, Thai Solar Future Co., Ltd.	
2008 - 2009	Deputy MD, Ekarat Solar Co., Ltd.	
2005 - 2008	Member of Board of Directors, Deputy CEO, Solartron PCL..	
1988 - 2005	Professor, Department of Electrical Engineering, Faculty of Engineering, Chulalongkorn University.	
<b>Training Program</b>	Director Accreditation Program (DAP) class 42/2005	
<b>Disqualification</b>	<ol style="list-style-type: none"> <li>Not have been imprisoned by a final judgment to a term of imprisonment for an offense against property with dishonest intent.</li> <li>Not have been involved in any conflict of interests</li> </ol>	
<b>Director / Management of Other listed Companies</b>	<u>listed Companies</u> - None- <u>Others Companies</u> - Thai Solar Future Co., Ltd. <u>Company associate Company Relationship with company or affiliated</u> -None-	
<b>2019 Meeting</b>	- The Board of Director Meeting 6/7 Meeting - Annual General Meeting of Shareholders 1/1 meeting	

**1. Details of the biography and experiences of independent directors who will be the proxy.**

<b>Name</b>	: <b>Mrs.Rawittha Pongnuchit</b>	
<b>Age</b>	: 68 Years	
<b>Nationality</b>	: Thai	
<b>Education</b>	: Bachelor of Law, Ramkhamhaeng University : Master of Political Science, Thammasat University : The Joint State-private Sector Regular Course, National Defense College, Class 15. : Director Certification Program (DCP59), Thai Institute of Directors Association.(IOD) : Graduate Diploma in Public Law and Management (PLM3), King Prajadhipok's Institute. : Advance Management of Executives Program (Class 3), Office of the Civil Service Commission (OCSC). : Woman Leadership Development Program (Class 2), Office of the Civil Service Commission (OCSC).	
<b>Position</b>	: Independent Director/Audit Committee, Solartron PCL.	
<b>Number of year being company director</b>	: 8 Years (Since January 22, 2010)	
<b>Working Experiences</b>		
2010 -Present	: Independent Director/Audit Committee, Solartron PCL	
2011-Present	: Independent Director/Audit Committee, Pranda Jewelry PCL	
2010-Present	: Independent Director/Audit Committee, SYNEX (Thailand) PCL	
2007 -Present	: Director KTBLAW Co.,Ltd.	
2011 -Present	: Advisor to Minister of Finance Ministry of Finance	
2008 -2010	: Legal Specialist Thai Asset Management Corporation : Inspector General, Ministry of Finance	
2005 -2008	: Deputy Director General, the Revenue Department	
<b>Number of Shares held</b>	: -0-	
<b>Director / Management of other listed Companies</b>	: Independent Director/Audit Committee, Pranda Jewelry PCL Independent Director/Audit Committee, SYNEX (Thailand) PCL Annual General Meeting of Shareholders 1/1 meeting	
<b>Conflict of Interest for this Meeting Disqualification</b>	: -None- : Not have been imprisoned by a final judgment to a term of imprisonment for an offense against property with dishonest intent. : Not have been involved in any conflict of interests	
<b>Personal relationship with management or major Shareholders of Company associate Company</b>	: -None-	
<b>Relationship with company or affiliated company or any company that has conflict of interest within 2 years</b>	: -None-	
1.Executive Director, employee, or advisor	: -None-	
2. Professional : auditor or legal advisor	: -None-	
<b>Any business relationships that affect independent duty</b>	: -None-	



**Name** : **Mr.Tanee Temboonsak**

**Age** : 47 years

**Nationality** : Thai

**Education** : Master of Business Administration (Finance)  
Dhurakij Pundit University  
Bachelor of Business Administration (Business Computer)  
Rajamangala University of Technology Thanyaburi

**Position** : Audit Committee Member / Independent Director ,  
Solartron PCL

**Number of year being company director** : 1years (Since 2019)

**Work experiences**

2015 - Present Managing Director – Business Development and Operation, Thai Fight Co.,Ltd.

2001 – 2015 Vice President – Investment Banking,  
Maybank Kim Eng (Thailand) Plc.

**Number of Shares held** : - 0 -

**Director / Management of other listed Companies** : -None-

**Conflict of Interest for this Meeting** : -None-

**Disqualification** : Not have been imprisoned by a final judgment to a term of imprisonment for an offense against property with dishonest intent.  
: Not have been involved in any conflict of interests  
: - None -

**Personal relationship with management or major Shareholders of Company associate Company** : - None -

**Relationship with company or affiliated company or any company that has conflict of interest within 2 year**

1.Executive Director, employee, or advisor : - None -

2.Professional : auditor or legal advisor : - None -

**Any business relationships that affect independent duty** : - None -

**Definition of Independent Directors**

**Solartron Public Company Limited** has defined Independent Director as any director who does not take part in the management of the Bank, subsidiary companies or an associated company. The Independent Director is independent from management and from controlling shareholders. The qualifications of the Bank's Independent Directors which have been defined more restrictive than the criteria set by the Capital market Supervisory Board are as follows:

1. Holding not more than 0.5 percent of the company's shares with voting rights, or those of any subsidiary company, associated company or juristic person with conflict of interest, which shall be inclusive of the shares held by related persons.
2. Not being a director who is involved in the company management, an employee, a staff member, an adviser who receives a regular salary, or a controlling person of the company, subsidiary company, subsidiary company with the same level, associated company, or juristic person with conflict of interest.
3. Not holding a business relationship with the company, subsidiary company, associated company or juristic person, which may have conflict of interest in such a way that prevents the use of independent discretion? Nor is one a major shareholder, a non-independent director, or an executive of a business holding a relationship with the company, subsidiary companies, associated companies, or juristic persons with conflict of interest.
4. Not being a person related by blood or registration under law, (as father, mother, spouse, sibling, or child, including the spouse of a child), to executives, major shareholders, controlling persons or those who will be nominated as an executive or a controlling person of the Bank or subsidiary company.
5. Not being a representative director appointed by the Company's directors, major shareholders, or shareholders related to major shareholders.
6. Not being an auditor of the Company, subsidiary companies, associated companies, or juristic persons with conflict of interest, and not being a major shareholder, non-independent director, executive or managing partner of the audit firm, in which there are auditors of the Company, subsidiary companies, associated companies, or juristic persons with conflict of interest.
7. Not being a professional service provider such as a legal or financial adviser receiving service fees in excess of Baht 2 Million a year, from the Company, subsidiary companies, associated companies, or juristic persons with conflict of interest. In cases where the adviser is a juristic person, it shall include the major shareholder, non-independent director, executive or managing partner of the above service provider.
8. Not holding other characteristics that prohibit the expression of independent opinion towards the Company's business undertakings.

The previous directorial records as an independent director to be brought up for consideration include: a new independent director, not subject to reelection as an independent director, must not be the person as in Items 2, 3, 6, and 7, during the last two years before appointment as an independent director; an independent director, subject to reelection as an independent director, must not be the person as in Items 3, 6, and 7, in the previous term before appointment as an independent director in the present term, except having been granted an exemption under notification of the Capital Market Supervisory Board.

**Proxy Form A. (Simple and Non-complicated Form)  
Attached to the announcement of the Department of Business Development  
Regarding Proxy Form (No.5) B.E.2550**

Affix  
20 Baht  
Duty  
Stamp

Written at \_\_\_\_\_  
Date \_\_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province/Country \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) Being a shareholder of **SOLARTRON Public Company Limited** by holding shares at the total amount of \_\_\_\_\_ shares and being entitled to vote with the number of \_\_\_\_\_ votes.

(3) I/We hereby would like to appoint either (only one person)

- ( ) 1 **Mrs. Rawittha Pongnuchit** Age 69 years SOLARTRON PUBLIC COMPANY LIMITED or  
Address No. 1000/65-67 P.B. Tower 16th Floor,  
Sukhumvit 71 Road, North Klongtan, Wattana Bangkok  
10110
- ( ) 2 **Mr. Tanee Temboonsak** Age 47 years SOLARTRON PUBLIC COMPANY LIMITED or  
Address No. 1000/65-67 P.B. Tower 16th Floor,  
Sukhumvit 71 Road, North Klongtan, Wattana Bangkok  
10110
- ( ) 3 ..... Age \_\_\_\_ years Residing at \_\_\_\_\_  
\_\_\_\_\_

to be my/our proxy to attend and vote on my/our behalf at the 2020 Annual General Meeting of **Solartron Public Company Limited to be held on Thursday 30 July 2020 at 14.00 p.m. Parichart, 3<sup>rd</sup> Fl. Golden Tulip Sovereign Hotel Bangkok, 92 Soi Seangchan, Rama 9 Road, Huay Kwang, Bangkok 10320 Thailand** or other date, time and place as may be postponed or changed.

Any acts performed by the proxy in this meeting shall be deemed as the actions performed by my self / ourselves in all respects.

Signed \_\_\_\_\_ Grantor  
( \_\_\_\_\_ )  
  
Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

---

**Remarks** The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and cannot split the number of shares to many proxies for splitting votes.

**Proxy Form B. (Explicit Form)**

**Attached to the announcement of the Department of Business Development  
Regarding Proxy Form (No.5) B.E.2550**

Affix  
20 Baht  
Duty  
Stamp

Written at \_\_\_\_\_  
Date \_\_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province/Country \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) Being a shareholder of **SOLARTRON Public Company Limited** by holding shares at the total amount of \_\_\_\_\_ shares and being entitled to vote with the number of \_\_\_\_\_ votes.

(3) I/We hereby would like to appoint either (only one person)

- ( ) 1 **Mrs. Rawittha Pongnuchit** Age 69 years SOLARTRON PUBLIC COMPANY LIMITED or  
Address No. 1000/65-67 P.B. Tower 16th Floor,  
Sukhumvit 71 Road, North Klongtan, Wattana Bangkok  
10110
- ( ) 2 **Mr. Tanee Temboonsak** Age 47 years SOLARTRON PUBLIC COMPANY LIMITED or  
Address No. 1000/65-67 P.B. Tower 16th Floor,  
Sukhumvit 71 Road, North Klongtan, Wattana Bangkok  
10110
- ( ) 3 ..... Age \_\_\_\_ years Residing at \_\_\_\_\_  
\_\_\_\_\_

To be my/our proxy to attend and vote on my/our behalf at the 2020 Annual General Meeting of **Solartron Public Company Limited to be held on Thursday 30 July 2020 at 14.00 p.m. Parichart, 3<sup>rd</sup> Fl. Golden Tulip Sovereign Hotel Bangkok, 92 Soi Seangcham, Rama 9 Road, Huay Kwang, Bangkok 10320 Thailand** or other date, time and place as may be postponed or changed.

(4) I/We hereby grant my/our proxy to vote on my/our behalf in this meeting as follows:

**Agenda 1 To Certify the Minutes of the 2019 Annual General Shareholders Meeting held on April 26, 2019.**

- (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.  
 (b) The proxy shall vote according to my/our intention as follows:  
 Agree \_\_\_\_\_ Votes  Disagree \_\_\_\_\_ Votes  Abstain \_\_\_\_\_ Votes

**Agenda 3 To consider and approve the audited Statements of Financial Position and Statement of Comprehensive income for the Year ended 31 December 2019 and the auditor's report.**

- (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.  
 (b) The proxy shall vote according to my/our intention as follows:  
 Agree \_\_\_\_\_ Votes  Disagree \_\_\_\_\_ Votes  Abstain \_\_\_\_\_ Votes

**Agenda 4 To consider and approve refraining from the payment of dividends.**

- (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.  
 (b) The proxy shall vote according to my/our intention as follows:  
 Agree \_\_\_\_\_ Votes  Disagree \_\_\_\_\_ Votes  Abstain \_\_\_\_\_ Votes

**Agenda 5 To consider and approve the appointment of directors replacing those retired by rotation from the company.**

- (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.  
 (b) The proxy shall vote according to my/our intention as follows:



**Appointment of Directors**

The appointments of certain directors as follows:

1. Mr. Akaradej Rojmetha

Agree \_\_\_\_\_Votes  Disagree \_\_\_\_\_Votes  Abstain \_\_\_\_\_Votes

2. Mr.Kitti Pintawiruj

Agree \_\_\_\_\_Votes  Disagree \_\_\_\_\_Votes  Abstain \_\_\_\_\_Votes

3. Mr. Dusit Kruangam

Agree \_\_\_\_\_Votes  Disagree \_\_\_\_\_Votes  Abstain \_\_\_\_\_Votes

**Agenda 6** To consider and approve the director's remuneration for year 2020. Separately considered as follows:

6.1) To consider remuneration for the Company's directors for the year 2020.

(a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.

(b) The proxy shall vote according to my/our intention as follows:

Agree \_\_\_\_\_Votes  Disagree \_\_\_\_\_Votes  Abstain \_\_\_\_\_Votes

6.2) To consider, certify and ratify the remuneration for the Company's directors for the year 2020 Since January 2020 - June 2020.

(a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.

(b) The proxy shall vote according to my/our intention as follows:

Agree \_\_\_\_\_Votes  Disagree \_\_\_\_\_Votes  Abstain \_\_\_\_\_Votes

**Agenda 7** To consider and approve the appointment of auditors for year 2020 and their remuneration. Separately considered as follows:

7.1) To consider and approve the appointment of auditors for year 2020 and their remuneration.

(a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.

(b) The proxy shall vote according to my/our intention as follows:

Agree \_\_\_\_\_Votes  Disagree \_\_\_\_\_Votes  Abstain \_\_\_\_\_Votes

7.2) To consider, certify and ratify the auditor's remuneration for the audit of financial statements for the Quarter 1/2020 Ending 31 March 2020.

(a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all Respects.

(b) The proxy shall vote according to my/our intention as follows:

Agree \_\_\_\_\_Votes  Disagree \_\_\_\_\_Votes  Abstain \_\_\_\_\_Votes

**Agenda 8** **To consider and approve to propose the Annual General Meeting of Shareholders to consider and approve the decrease of the Company's registered capital from Baht 870,597,723 to Baht 544,124,723 to write off the unissued common share reserved for General Mandate the remaining share of total 326,473,000 shares at a par value of Baht 1 per share to amount 326,473,000 Baht from the meeting of Shareholder at year 2019 and also to consider and approve an amendment to Clause 4 of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital.**

(a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.

(b) The proxy shall vote according to my/our intention as follows:

Agree \_\_\_\_\_Votes  Disagree \_\_\_\_\_Votes  Abstain \_\_\_\_\_Votes

**Agenda 9** **To consider and approve the amendment to the Memorandum of articles, Articles 6, the Company's objectives from 76 items to 82 items in accordance with the amendment to the Company's Objectives.**

(a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.

(b) The proxy shall vote according to my/our intention as follows:

Agree \_\_\_\_\_Votes  Disagree \_\_\_\_\_Votes  Abstain \_\_\_\_\_Votes

**Agenda 10**      **To consider other matters (if any)**

(a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.

(b) The proxy shall vote according to my/our intention as follows:

Agree \_\_\_\_\_Votes     Disagree \_\_\_\_\_Votes     Abstain \_\_\_\_\_Votes

(5) In case any votes of the proxy are not in accordance with the intention of the grantor specified in this proxy form, such votes are considered incorrect and would not be deemed as the actions performed by my self/ ourselves as the shareholder.

(6) In case I/We do not specify the voting intention in any agenda or unclearly specify, or in the case that the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition to 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.

Any acts performed by the proxy in this meeting shall be deemed as the actions performed by myself/ourselves in all respects.

Signed \_\_\_\_\_ Grantor

(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy

(\_\_\_\_\_)

**Remarks**

1. The shareholder appointing the proxy must authorize only on proxy to attend and vote at the meeting and cannot split the number of shares to many proxies for splitting votes.
2. For electing directors, the shareholder can elect all retired directors or only certain directors.
3. In case the meeting considers any matters other than those specified above, the shareholder may mark additional statement in the continued list of proxy form B. as attached.

**The Continued List of Proxy Form B.**

The proxy granted on behalf of the shareholder of **Solartron Public Company Limited to be held** on **Thursday 30 July 2020 at 14.00 p.m. Parichart, 3<sup>rd</sup> Fl. Golden Tulip Sovereign Hotel Bangkok, 92 Soi Seangcham, Rama 9 Road, Huay Kwang, Bangkok 10320 Thailand** or other date, time and place as may be postponed or changed.

.....  
**Agenda** \_\_\_\_\_ **Subject** \_\_\_\_\_

- (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.
- (b) The proxy shall vote according to my/our intention as follows:
  - Agree \_\_\_\_\_ Votes  Disagree \_\_\_\_\_ Votes  Abstain \_\_\_\_\_ Votes

**Agenda** \_\_\_\_\_ **Subject** \_\_\_\_\_

- (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.
- (b) The proxy shall vote according to my/our intention as follows:
  - Agree \_\_\_\_\_ Votes  Disagree \_\_\_\_\_ Votes  Abstain \_\_\_\_\_ Votes

**Agenda** \_\_\_\_\_ **Subject** \_\_\_\_\_

- (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.
- (b) The proxy shall vote according to my/our intention as follows:
  - Agree \_\_\_\_\_ Votes  Disagree \_\_\_\_\_ Votes  Abstain \_\_\_\_\_ Votes

**Agenda** \_\_\_\_\_ **Subject** \_\_\_\_\_

- Name : .....
  - Agree \_\_\_\_\_ Votes  Disagree \_\_\_\_\_ Votes  Abstain \_\_\_\_\_ Votes
- Name : .....
  - Agree \_\_\_\_\_ Votes  Disagree \_\_\_\_\_ Votes  Abstain \_\_\_\_\_ Votes
- Name : .....
  - Agree \_\_\_\_\_ Votes  Disagree \_\_\_\_\_ Votes  Abstain \_\_\_\_\_ Votes

**I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.**

Signed \_\_\_\_\_ Grantor  
(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy  
(\_\_\_\_\_)

**Proxy Form C.**

**Only foreign shareholders as registered in the registration book who have custodian in Thailand**

Affix  
20 Baht  
Duty  
Stamp

Written at \_\_\_\_\_

Date \_\_\_\_\_

(1) I/We \_\_\_\_\_ Address \_\_\_\_\_

\_\_\_\_\_ Nationality \_\_\_\_\_

(2) As Custodian for \_\_\_\_\_

Who being a shareholder of **Solartron Public Company Limited (“The Company”)**

Holding the total amount of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows:

Ordinary share \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes

Preference share \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes

(3) I/We hereby would like to appoint either (only one person)

( ) 1 **Mrs. Rawittha Pongnuchit** Age 69 years SOLARTRON PUBLIC COMPANY LIMITED or  
Address No. 1000/65-67 P.B. Tower 16th Floor,  
Sukhumvit 71 Road, North Klongtan, Wattana Bangkok  
10110

( ) 2 **Mr. Tanee Temboonsak** Age 47 years SOLARTRON PUBLIC COMPANY LIMITED or  
Address No. 1000/65-67 P.B. Tower 16th Floor,  
Sukhumvit 71 Road, North Klongtan, Wattana Bangkok  
10110

( ) 3 ..... Age \_\_\_\_ years Residing at \_\_\_\_\_  
\_\_\_\_\_

to be my/our proxy to attend and vote on my/our behalf at the 2020 Annual General Meeting of **Solartron Public Company Limited to be held on Thursday 30 July 2020 at 14.00 p.m. Parichart, 3<sup>rd</sup> Fl. Golden Tulip Sovereign Hotel Bangkok, 92 Soi Seangcham, Rama 9 Road, Huay Kwang, Bangkok 10320 Thailand** or other date, time and place as may be postponed or changed.

(4) In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

(a) To grant equally all of the number of shares held by me/our and have the rights to vote.

(b) To grant a part of:

Ordinary share \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes

Preference share \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes

Total right to vote equal to \_\_\_\_\_ votes

(5) In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

**Agenda 1 To Certify the Minutes of the 2019 Annual General Shareholders Meeting held on April 26, 2019.**

(a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.

(b) The proxy shall vote according to my/our intention as follows:

Agree \_\_\_\_\_ Votes  Disagree \_\_\_\_\_ Votes  Abstain \_\_\_\_\_ Votes

**Agenda 3** To consider and approve the audited Statements of Financial Position and Statement of Comprehensive income for the Year ended 31 December 2019 and the auditor's report.

- (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.
- (b) The proxy shall vote according to my/our intention as follows:
  - Agree \_\_\_\_\_Votes  Disagree \_\_\_\_\_Votes  Abstain \_\_\_\_\_Votes

**Agenda 4** To consider and approve refraining from the payment of dividends.

- (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.
- (b) The proxy shall vote according to my/our intention as follows:
  - Agree \_\_\_\_\_Votes  Disagree \_\_\_\_\_Votes  Abstain \_\_\_\_\_Votes

**Agenda 5** To consider and approve the appointment of directors replacing those retired by rotation from the company.

- (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.
- (b) The proxy shall vote according to my/our intention as follows:

**Appointment of Directors**

- The appointments of certain directors as follows:
  1. Mr. Akaradej      Rojmetha  
 Agree \_\_\_\_\_Votes  Disagree \_\_\_\_\_Votes  Abstain \_\_\_\_\_Votes
  2. Mr.Kitti            Pintawiruj  
 Agree \_\_\_\_\_Votes  Disagree \_\_\_\_\_Votes  Abstain \_\_\_\_\_Votes
  3. Mr. Dusit            Kruangam  
 Agree \_\_\_\_\_Votes  Disagree \_\_\_\_\_Votes  Abstain \_\_\_\_\_Votes

**Agenda 6** To consider and approve the director's remuneration for year 2020. Separately considered as follows:

- 6.1) To consider remuneration for the Company's directors for the year 2020.
  - (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.
  - (b) The proxy shall vote according to my/our intention as follows:
    - Agree \_\_\_\_\_Votes  Disagree \_\_\_\_\_Votes  Abstain \_\_\_\_\_Votes
- 6.2) To consider, certify and ratify the remuneration for the Company's directors for the year 2020 Since January 2020 - June 2020.
  - (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.
  - (b) The proxy shall vote according to my/our intention as follows:
    - Agree \_\_\_\_\_Votes  Disagree \_\_\_\_\_Votes  Abstain \_\_\_\_\_Votes

**Agenda 7** To consider and approve the appointment of auditors for year 2020 and their remuneration. Separately considered as follows:

- 7.1) To consider and approve the appointment of auditors for year 2020 and their remuneration.
  - (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.
  - (b) The proxy shall vote according to my/our intention as follows:
    - Agree \_\_\_\_\_Votes  Disagree \_\_\_\_\_Votes  Abstain \_\_\_\_\_Votes
- 7.2) To consider, certify and ratify the auditor's remuneration for the audit of financial statements for the Quarter 1/2020 Ending 31 March 2020.
  - (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all Respects.
  - (b) The proxy shall vote according to my/our intention as follows:
    - Agree \_\_\_\_\_Votes  Disagree \_\_\_\_\_Votes  Abstain \_\_\_\_\_Votes

**Agenda 8** To consider and approve to propose the Annual General Meeting of Shareholders to consider and approve the decrease of the Company's registered capital from Baht 870,597,723 to Baht 544,124,723 to write off the unissued common share reserved for General Mandate the remaining share of total 326,473,000 shares at a par value of Baht 1 per share to amount 326,473,000 Baht from the meeting of Shareholder at year 2019 and also to consider and approve an amendment to Clause 4 of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital.

- (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.
- (b) The proxy shall vote according to my/our intention as follows:
  - Agree \_\_\_\_\_Votes  Disagree \_\_\_\_\_Votes  Abstain \_\_\_\_\_Votes

**Agenda 9** To consider and approve the amendment to the Memorandum of articles, Articles 6, the Company's objectives from 76 items to 82 items in accordance with the amendment to the Company's Objectives.

- (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.
- (b) The proxy shall vote according to my/our intention as follows:
  - Agree \_\_\_\_\_Votes  Disagree \_\_\_\_\_Votes  Abstain \_\_\_\_\_Votes

**Agenda 10** To consider other matters (if any)

- (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.
- (b) The proxy shall vote according to my/our intention as follows:
  - Agree \_\_\_\_\_Votes  Disagree \_\_\_\_\_Votes  Abstain \_\_\_\_\_Votes

(5) In case any votes of the proxy are not in accordance with the intention of the grant or specified in this proxy form, such votes are considered incorrect and would not be deemed as the actions performed by myself / ourselves as the shareholder.

(6) In case I/We do not specify the voting intention in any agenda or unclearly specify, or in the case that the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition to 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.

Any acts performed by the proxy in this meeting shall be deemed as the actions performed by Myself / ourselves in all respects.

Signed \_\_\_\_\_ Shareholder

( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy

( \_\_\_\_\_ )

**Remarks**

1. This Proxy Form C. is can be used only by the foreign shareholders who deposit their shares with the Custodian in Thailand.
2. Necessary evidences required together with the proxy form include:
  - (1) Proxy Form from the shareholder authorizing the Custodian to sign on the proxy form.
  - (2) Official document proving legal permission for such Custodian to run business.
3. The shareholder appointing the proxy must authorize only on proxy to attend and vote at the meeting and cannot split the number of shares to many proxies for splitting votes.
4. For electing directors, the shareholder can elect all retired directors or only certain directors.
5. In case the meeting considers any matters other than those specified above, the shareholder may mark additional statement in the continued list of proxy form C. as attached.

**The Continued List of Proxy Form C.**

The proxy granted on behalf of the shareholder of **Solartron Public Company Limited to be held** on **Thursday 30 July 2020 at 14.00 p.m. Parichart, 3<sup>rd</sup> Fl. Golden Tulip Sovereign Hotel Bangkok, 92 Soi Seangcham, Rama 9 Road, Huay Kwang, Bangkok 10320 Thailand** or other date, time and place as may be postponed or changed.

.....

**Agenda** ..... **Subject** .....

- (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.
- (b) The proxy shall vote according to my/our intention as follows:
  - Agree .....Votes  Disagree .....Votes  Abstain .....Votes

**Agenda** ..... **Subject** .....

- (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.
- (b) The proxy shall vote according to my/our intention as follows:
  - Agree .....Votes  Disagree .....Votes  Abstain .....Votes

**Agenda** ..... **Subject** .....

- (a) The proxy is entitled to consider and vote on my/our behalf as appropriate in all respects.
- (b) The proxy shall vote according to my/our intention as follows:
  - Agree .....Votes  Disagree .....Votes  Abstain .....Votes

**Agenda** ..... **Subject** .....

- Name : .....
  - Agree .....Votes  Disagree .....Votes  Abstain .....Votes
- Name : .....
  - Agree .....Votes  Disagree .....Votes  Abstain .....Votes
- Name : .....
  - Agree .....Votes  Disagree .....Votes  Abstain .....Votes

**I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.**

Signed ..... Grantor

(.....)

Signed ..... Proxy

(.....)

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## CURRICULUM VITAE

### Chaovana Viwatpanachati

8/4 Floor 1, 3 Soi Vibhavadee Rangsit 44 Vibhavadee-Rangsit Rd., Lardyao, Chatuchak,  
BKK 10900

Tel. 662-9413584-6, 9413656-7 Fax. 662-9413658

E-mail : chaovana.v@pitisevi.com or pitisevi@cscoms.com Website : [www.pitisevi.com](http://www.pitisevi.com)



### Education :

- Master of Accountancy (2005), Chulalongkorn University, Bangkok, Thailand
- Master of Management (1988), University of Wollongong, New South Wales, Australia
- Diploma in Management (1987), University of Newcastle, New South Wales, Australia
- Diploma in Auditing (1994), Thammasat University, Bangkok, Thailand
- Bachelor of Accountancy (1983), Chulalongkorn University, Bangkok, Thailand

### Professional License :

- Certified Public Accountant (Thailand), approved by the Office of Securities & Exchange Commission (SEC)
- Co-operative Auditor (Thailand)
- Certified Public Accountant (Thailand) for Insurance Company

### Work Experience :

**Present** : **Managing Director, Office of Pitisevi Co., Ltd.**

*(A member firm of Moore Stephens International Limited Group of Independent Firms)*

: **Director**

- MOORE STEPHENS ASIA PACIFIC LIMITED, HONG KONG (2001-2015)
- MOORE STEPHENS DIA SEVI Limited *(A member firm of Moore Stephens International Limited Group of Independent Firms)*
- Saving Assets Management Co., Ltd. (2001 – 2006)

: **Independent director and Audit Committee of**

- Food & Drink Plc. (2001 to Present) (Chairman)
- S.C.I. Electric Manufacturer Co., Ltd. (2015 to Present)
- Inoue Rubber (Thailand) Plc. (1999 to 2015)



## Language Proficiency :

- Thai
- English

## Membership in Professional Societies:

- The Federation of Accounting Professions (FAP)
- The Institute of Internal Auditors of Thailand (IIA)
- Thai Institute of Directors Association (IOD)
- ASEAN CPA by ACPACC (since 2017)

## Training Program

- 2017 : Thammasart Leadership Program No. 11 (TLP 11), Foundation of Thammasart Leadership Program
- : Moore Stephens Asia Pacific Technical Workshop, "New Audit Manual", Hong Kong
- 2016 : **Risk Management Program for Corporate Leaders- RCL รุ่น 4/2016**
- : Internal Audit Training Program No. 23, the Faculty of Commerce and Accountancy, Chulalongkorn University
- : Moore Stephens Asia Pacific Technical Workshop, "New Audit Manual", Hong Kong
- 2012 : Moore Stephens Asia Pacific Technical Workshop, "Update IFRSs", Malaysia
- : Certificate of CPE Seminar "Developing IT Audit Plan Program", The Institute of Internal Auditors of Thailand (IIAT)
- 2009 : Workshop Program "Technique for Special Investigation Applying Knowledge of Accounting", Taxation and Finance by Office of Finance and Bank, Department of Special Investigation
- 2006 : Audit Committee Program จาก Thai Institute of Directors Association (IOD)
- 2005 : Directors Certification Program (DCP 58/2005) Thai Institute of Directors Association (IOD)
- 2005 : Certificate of Tax law No.1, by Judicial Training Institution
- 2002 : Workshop "Using Computer in Auditing No. 1, FAP
- 1998 : Certificate of Co-Op Auditor No. 6

## Other Academic Experiences

- Speaker on Auditing, professional Ethics and Standards of Quality Control for Federation of Accounting Professions Thailand(FAP) (2009-present)
- Speaker in Public Hearing for Handbook of Professional Ethics (Thailand), for FAP (2018,2011)
- Invited Lecturer, Subject: Issues in Financial Reporting Standards and Corporate Governance and Professional Ethics, of **Master Degree Program**, Management School, Dhurakit Bandit University (2010-present)
- Invited Lecturer, Subject: Seminar in Internal Audit, Bachelor Degree Program, Management School, Mahidol University
- Invited Lecturer, Subject: Seminar in Accounting (International Program), Bachelor Degree Program, Management School, Mae Fah Luang University (2006-present)
- Invited Lecturer, Subject: Auditing, Bachelor Degree Program, Commerce and Business School, Chulalongkorn University (2008)
- **Member of Examination of Thesis Committee (as Expert on Accounting), Master Degree Program, Commerce and Business School, Chulalongkorn (2007)**
- Invited Lecturer, Subject: Corporate Governance Analysis, Bachelor Degree Program, Business School, Kasetsart University
- Invited Lecturer, Subject: **Managerial Accounting** (International Program), Bachelor Degree Program, Management School, Mae Fah Luang University (2006-2007)
- Invited Lecturer, Subject: **Intermediate Accounting II** (International Program), Bachelor Degree Program, Management School, Mae Fah Luang University (2005)

## Social Service Activities:

- : Member of Board of Directors of Federation of Accounting Professions (Thailand) (FAP) ( 2014- present)
- : Member of Standards on Auditing Setting Committee of FAP (2017-present, 2008-2013)
- : Chairman of CPA Approval Sub-Committee (FAP) (2014-present)
- : Member of FAP's Ethics Code Setting Sub-Committee member (Thailand) (2017-2019, 2008-2014)
- : Member of FAP's Articles Setting Sub-Committee (2011-present)

## **Social Service Activities (Cont') :**

- : Member of Accounting Standards Screening Sub-Committee (FAP) (2017-present)
- : Chairman of FAP's Fund Management Sub-Committee (2014-present)
- : Member of Tax Sub-Committee of Chamber of Thai Commerce (2015-present)
- : Member of Market Practice Sub-Committee of the Thai Bond Market Association (2014-present)
- : Member of Board of Association of Alumni of the Faculty of Commerce and Accountancy, Chulalongkorn University (2008-present)
- : Audit Committee of the Healthcare Accreditation Institute (Public Organization) (2017-present)
- : Member of Investigation Committee on Case: Acquisition of Debenture of CPF (2017-present)
- : Member of Working Group on Tax issues and Seminar Program and Following Tax Reform (2017-present)
- : Member of Working Group on Qualitative Information of Key audit Matters (KAM) (2017)
- : Speaker and Advisor of the Project of Development of Basis and Accounting Policy and Accounting Manual of Fund Accounting for National Health Security Fund, National Health Security Office (2017)

## CURRICULUM VITAE

### Miss Wanpen Unruan

8/4 Floor 1, 3 Soi Vibhavadee Rangsit 44. Vibhavadee-Rangsit Rd., Lardyao, Chatuchak, BKK 10900

Tel 662-9413584-6, 9413656-7 Fax 662-9413658

Email Address: wanpen.u@pitisevi.com or pitisevi@cscoms.com Website : www.pitisevi.com



### Education :

- Master of Science , Major Accounting, Thammasat University, Bangkok, Thailand, B.E. 2004
- Graduated Diploma in Auditing, Chulalongkorn University, Bangkok, Thailand, B.E. 1997
- Bachelor's Degree in Accounting, Bangkok University, Bangkok, Thailand, B.E. 1995

### Professional License :

- Certified Public Accountant (Thailand), approved by the Office of Securities & Exchange Commission (SEC)

### Work Experience :

- Present** : **Audit Partner**  
**Office Pitisevi Co., Ltd. (A member firm of Moore Stephens International Limited)**  
**(Working in the firm since 1998 to present)**
- 2007 to 2011** : **Senior Manager**
- 2003 to 2007** : **Audit Manager**
- 1999 to 2002** : **Senior I (Supervisor) of Audit Department**
- 1995 to 1998** : **Assistant II (Junior) staff of Audit Department**

## Other Experience :

- Present : Lecturer of In-House Training, Office Pitisevi Co.,Ltd.  
2007 : Lecturer of In-House Training, Consolidates Financial Statement, Satien Stainless Steel Plc.  
2006 : Lecturer of In-House Training, Inoue Rubber (Thailand) Plc.

## Special Training:

- Moore Stephens Asia Pacific Technical Conference 2016, Hong Kong
- Moore Stephens International Limited, "IFRS and IAS", Malaysia
- Moore Stephens International Limited Asia Pacific Technical Work shop, "Sarbanes Oxley's Act and issues, Thailand

## Social Service Activities:

- Committee of Development and Supervision on Quality Control Review of Auditors

## Membership in Professional Societies:

- The Federation of Accounting Professions (FAP)

## CURRICULUM VITAE

### Miss Porntip Amornchailertpattana

8/4 Floor 1, 3 Soi Vibhavadee Rangsit 44 Vibhavadee-Rangsit Rd., Lardyao, Chatuchak, BKK 10900

Tel. 662-9413584-6, 9413656-7 Fax. 662-9413658

E-mail : porntip.a@pitisevi.com or pitisevi@cscoms.com Website : www.pitisevi.com



### Education :

- Master in Accounting (2011), Kasetsart University, Bangkok, Thailand
- Graduated Diploma in Auditing (2006), Chulalongkorn University, Bangkok, Thailand
- Bachelor's Degree in Accounting (1996), Bangkok University, Bangkok, Thailand

### Professional License

- Certified Public Accountant (Thailand), approved by the Office of Securities & Exchange Commission (SEC)

### Work Experience :

<b>Present</b>	<b>Audit Partner</b> Office of Pitisevi Co., Ltd. <i>(A member firm of Moore Stephens International Limited)</i>
<b>2010 to 2013</b>	<b>: Senior Audit Manager of Audit Department</b> Office of Pitisevi Co., Ltd. <i>(A member firm of Moore Stephens International Limited)</i>
<b>2006 to 2010</b>	<b>: Audit Manager of Audit Department</b> Pitisevi & Co., <i>(A member firm of Moore Stephens International Limited)</i>
<b>2002 to 2006</b>	<b>: Senior I (Supervisor) of Audit Department</b> Pitisevi & Co., <i>(A member firm of Moore Stephens International Limited)</i>
<b>1998 to 2001</b>	<b>: Assistant II (Junior) staff of Audit Department</b> Pitisevi & Co., <i>(A member firm of Moore Stephens International Limited)</i>

### Other Experience :

Present	: Speaker of In-House Training Consolidates Financial Statement, Sat ion, Stainless Steeds Plc,
2006	: Speaker of In-House Training, Inoue Dabbler (Thailand)

**Conditions to attend the shareholders' meeting**

**Meeting Attendance**

In the case that any shareholders register to attend the meeting after the Chairman declares the meeting open according to the timetable stipulated in the invitation letter, the Company would reserve the right to restrict that such shareholders refrain from voting for the agenda that had been considered and the voting result had already been announced. Such shareholders are able to provide their votes only on the remaining agendas.

The Company hereby reserves its right to waive any of these requirements for some of the shareholders or a representative of the shareholders entitled to attend the meeting on a case by case basis at the Company's sole discretion.

**Documents or Evidence Required from the Shareholder and the Proxy**

**1. Natural Person**

**1.1 Thai nationality**

- (a) Shareholder attending the Meeting is required to present any of the following: personal identity card, government official card, state enterprise identity card, passport or any identity card issued by a government agency with shareholder's photo.
- (b) In case of granting a proxy, a proxy is required to deliver the following documents to the Company.
  - 1.1.1 Proxy forms (as attached with invitation letter) with complete contents and authorized signatures, fixed with Baht 20 duty stamp.
  - 1.1.2 Certified copy of personal identity card, as specified in (a), of a grantor.
  - 1.1.3 Certified copy of personal identity card, as specified in (a), of a proxy.

**1.2 Foreigner**

- (a) Shareholder attending the Meeting is required to present any of the following: personal identity card, government official card, state enterprise identity card, passport or any identity card issued by a government agency with shareholder's photo.
- (b) In case of granting a proxy, a proxy is required to deliver the following documents to the Company:
  - 1.2.1 Proxy forms (as attached with invitation letter) with completed information and authorized signatures, fixed with Baht 20 duty stamp.
  - 1.2.2 Certified copy of personal identity card, as specified in (a), of a grantor. The copy must be ratified by one of the followings: Royal Thai Embassy, Royal Thai Consulate, a Notary Public, or other person legally authorized by the local law.
  - 1.2.3 Certified copy of personal identity card, as specified in (a), of a proxy.

**2. Juristic Person**

**2.1 Juristic person registered in Thailand**

A Proxy is required to deliver the following documents to the Company:

- 2.1.1 Proxy forms (as attached with invitation letter) with complete information and authorized signatures, fixed with Baht 20 duty stamp.
- 2.1.2 Copy of document specifying person(s) authorized to grant a proxy, certified by authorized person(s).
- 2.1.3 Certified copy of personal identity card, as specified in (a), of authorized person(s) granting a proxy.
- 2.1.4 Copy of the Company affidavit or evidence stating juristic person status, certified by authorized person(s).
- 2.1.5 Certified copy of personal identity card, as specified in (a), of a proxy.

## **2.2 Juristic person registered in foreign countries**

A proxy is required to deliver the following documents to the Company:

- 2.2.1 Proxy forms (as attached with invitation letter) with complete information and authorized signatures, fixed with Baht 20 duty stamp.
- 2.2.2 Copy of document specifying persons(s) authorized to grant a proxy, certified by authorized person(s).
- 2.2.3 Certified copy of personal identity card, as specified in (a), of authorized person(s) granting a proxy.
- 2.2.4 Copy of the Company affidavit or evidence stating juristic person, certified by authorized person(s).
- 2.2.5 Documents mentioned in 2.2.1-2.2.4 must be ratified by one of the following: Royal Thai Embassy, Royal Thai Consulate, a Notary Public, or other person legally authorized by the local law.
- 2.2.6 Certified copy of personal identity card, as specified in (a), of a proxy.
- 2.2.7 Any document which is written in other languages is required to be translated in English and certified by authorized person (s) for the correctness of such translation.

The shareholders or the proxy may register and submit documents or evidence for inspection at the place of the meeting on Thursday April 29, 2010 from 13.00 hours onwards. In case of granting a proxy, especially by foreign shareholders or foreign corporations, the proxy is recommended to register and submit document or evidence at the beginning of registration for proper document inspection.

Should there be any change of the shareholder or the proxy's prefix, first name or family name, please present evidence of the change at the registration.

### **Proxy Granting**

According to the notice issued by the Department of Business Development, Ministry of Commerce regarding a proxy forms (No. 5) B.E. 2550 stating that any one of the forms could be used for proxy granting and the foreign shareholder who appointed any custodian in Thailand as his/her proxy, shall grant the power to the proxy by using one of the Proxy Form A or B. The shareholder must authorize only one proxy to attend and vote at the meeting and cannot split the number of shares to many proxies for splitting votes.

### **Votes Casting**

For casting votes, one share is equal to one vote and. The vote shall be made by using the voting card provided at the registration. The voting card shall be used only in case of "disagree" or "abstain", except for the agenda Electing Directors, the voting card shall be used for every case. The voting result for each agenda shall be announced at the meeting for transparency and verifiable purpose.



**Article of association of the Company**  
**Solartron Public Company Limited**  
**(Articles that involved with the Annual General Meeting of Shareholder)**  
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**Offer of Shares**

Article 5 The shares to be issued to any person as if the payments therefore had been fully made because of such persons having rendered property other than money or having given or having permitted the use of copyright in any literary, artistic or scientific works, patents, trademarks, designs or models, drawing, formulae or secret processes or having provided information relating to experience in the field of industry, commerce or science.

Article 10 Shares of the Company are freely transferable, and the aggregate shares held by aliens at any time shall no exceed 49 percent of total issued shares. In case any share transfer will cause the shareholding of aliens exceeding such percentage, The Company shall reserve the right to reject such share transfer.

"alien" in this Articles of Association is defined as follow Foreign Business Act B.E.1999"

**The election of directors**

Article 15 The Company shall have a board of directors consisting of at least five directors to conduct the business of the company and not less than half of whom shall reside within the Kingdom. The board of director shall elect one of the directors to be the chairman of the board. In the case where the board of directors deems expedient, the board may elect one or several directors to be vice – chairman or other suitable positions.

Article 16 The Board of directors is not necessary to be the Shareholders.

Article 17 The Directors shall be elected at the meeting of shareholders in accordance with the following rules and procedures: -

- (1.) each shareholder shall have a number of votes equal to the number of shares held ;
- (2.) each shareholder may exercise all the votes he or she has to elect one or several persons as director or directors. If several persons are to be elected as directors the shareholder may allot his or her votes to any person in any number ;
- (3.) after the vote, the candidates shall be appointed as directors in that order, until all of the director positions are filled. Where there is an equality of votes cast for candidates in descending order causing the member of directors to be exceeded, the remaining appointments shall be made by Chairman of the Board.

Article 18 At every annual general meeting of shareholders, one – third of the directors shall vacate in proportion. If the number of directors is not a multiple of three, the number of directors closest to one – third shall vacate. The directors vacating from office in the first and second years after the registration of the company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall vacate.

A director who vacates office under this section may be re – elected.

Article 19 In addition to vacating office upon the termination of the term under section 71, directors shall vacate office upon:

- (1) death;
- (2) resignation;

- (3) being disqualified or being under any of the prohibitions under section 68;
- (4) removal by a resolution of the meeting of shareholders under section 76;
- (5) removal by a court order.

Article 20 Any director wishing to resign from office shall submit his or her resignation letter to the company and the resignation shall be effective from the date on which the company receives the resignation letter.

A director who has resigned under paragraph one may also notify the Registrar for the resignation.

Article 21 In the case of a vacancy in the board of directors for reasons other than the termination of the term of office, the board of directors shall elect a person who has the qualifications and is not being under any of the prohibitions under section 68 as the substitute director at the next meeting of the board of directors, unless the remaining term of office of the said director is less than two months.

The substitute director under paragraph one shall hold office only for the remaining term of office of the director whom he or she replaces.

The resolution of the board of directors under paragraph one shall be by a vote of not less than three-fourths of the number of directors remaining.

Article 23 The meeting of shareholders may pass a resolution removing any director from office prior to vacancy as a result of the termination of the term of office of the director, by a vote of not less than three – fourths of the number of shareholders attending the meeting and having the right to vote and the total number of shares held by the shareholders attending the meeting and having the right to vote.

### **Meeting of Shareholders**

Article 35 The place of the meeting of shareholders, shall be in the locality in which the head office of the company is located or in a nearby Province, unless otherwise stipulated by the board's resolution.

Article 36 The board of directors shall call a meeting of shareholders at least once a year which is called "annual general meeting of shareholder" within four months of the last day of the accounting year of the company.

The meeting of shareholders other than annual general meeting of shareholders shall be called extraordinary meeting.

The Board of directors may call an extraordinary meeting of shareholders any time the board considers it expedient to do so. Or shareholders holding shares amounting to not less than one – fifth (1/5) of the total number of shares sold or shareholders amounting to not less than twenty – five (25) persons holding shares amounting to not less than one – tenth (1/10) of the total number of shares sold may, by subscribing their names, request the board of directors to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regards, the board of directors shall proceed to call a meeting of shareholders to be held within one (1) month as from the date the request is received from the shareholders.

Article 37 In calling a meeting of shareholders, the board of directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in

the said matters, and shall be delivered to the shareholders and the registrar for their information not less than seven (7) days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper not less than three (3) days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper not less than three (3) consecutive days prior to the date of the meeting.

**Meeting of Shareholders**

Article 38 In a meeting of shareholders, there shall be shareholders and proxies (if any) attending at the meeting amounting to not less than twenty – five (25) persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one – third (1/3) of the total number of shares sold to constitute a quorum.

At any meeting of shareholders, in this case where one (1) hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate for a quorum, if such meeting of shareholders will called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting of shareholders was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Article 39 At any meeting of shareholders, shareholders may appoint any other person as proxy to attend the meeting and vote on his or her behalf. The appointment shall be made in writing and signed by the grantor, and it shall be submitted to the chairman of the board or the person designated by the chairman of the boards at the place of the meeting before the proxies attend the meeting. The proxy form shall be as prescribed by the Registrar and shall contain at least the following particulars:

- a. The number of shares held by the grantor.
- b. The name of the proxy ;
- c. The serial number of the meeting which the proxy is authorized to attend and which he proxy is authorized to vote.

Article 40 At any meeting of shareholders, the Chairman has to conduct the meeting in compliance with the sequence of the agenda stipulated in the notice calling for the meeting, unless the meeting pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two – thirds (2/3) of the number of the shareholders present at the meeting.

When the consideration of the matters under paragraph one is finished, the shareholders holding shares amounting to not less than one – third (1/3) of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting.

In the case where the meeting has not concluded the consideration of the matters according to the sequence of the agenda under paragraph one or the matters raised by shareholders under paragraph two, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the board of directors shall deliver the notice calling the meeting which indicates the place, date, time and agenda of the meeting to the shareholder not less than seven days prior to the date of the meeting, provided the notice calling the meeting shall also be published in a newspaper not less than three (3) days prior to the date of the meeting

Article 41 The Chairman of the board shall preside over the meetings of shareholders. In the case where the chairman of the board is not present at a meeting or is unable to perform his or her duty, if there is a vice-chairman, the vice-chairman shall preside over the meeting. If there is no vice-chairman or there is a vice-chairman, but such vice-

chairman is unable to perform his or her duty, the shareholders present shall elect one among themselves to preside over the meeting.

Article 42 At any meeting of shareholders each share has one vote. However, the shareholder who involves in any interest, that shareholder cannot vote except electing the directors.

Article 43 Unless otherwise prescribed by this article, a resolution of the meeting of shareholders shall be made by the following votes:

- (1) in an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of an equality of votes, the chairman of the meeting shall have an additional vote as a casting vote;
- (2) in the following cases, a vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote:
  - (a) the sale or transfer of the whole or important parts of the business of the company to other persons;
  - (b) the purchase or acceptance of transfer of the business of other companies or private companies by the company;
  - (c) the making, amending or terminating of contracts with respect to the granting of a hire of the whole or important parts of the business of the company, the entrustment of the management of the business of the company to any other person or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
  - (d) the amendment of the memorandum or the articles of association of the company
  - (e) increase and reduction of capital
  - (f) Issuing the debenture
  - (g) Merger and acquisition or liquidation.

#### **Increases and Reductions of Capital**

Article 44 The company may increase the amount of its registered capital by issuing new shares, the meeting of shareholders has passed a resolution by not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

Article 45 The new shares under section 136 may be offered for sale in whole or in part and may be either first offered for sale to the shareholders in proportion to the number of shares already held by each of them or may be offered for sale to the public or other persons in whole or in part in accordance with the resolution of the meeting of shareholders and section 38 shall apply mutatis mutandis.

Article 46 The Company may reduce the amount of its registered capital by either lowering the par value of each share or by reducing the number of shares. However, the capital of the company may not be reduced to less than one-fourth of its total amount.

In the case where the company has an accumulated loss and it has already compensated for it under section 119 and the accumulated loss still, however, remains, the company may reduce its capital to the amount less than one-fourth of the total.

The reduction of the par value or number of shares under paragraph one or paragraph two to any amount and by any method may be made upon a resolution passed at the meeting of shareholders by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

Article 47 The company shall in writing notify the known creditors of the resolution for the reduction of capital within fourteen days as from the date on which the meeting of shareholders passes such resolution and shall specify in the notification that any objection thereto shall be submitted within two months as from the date on which the creditors receive the notice of such resolution. The company shall also have the notice of such resolution published in a newspaper within the above-mentioned fourteen day period.

**Dividend and Legal Reserves**

Article 48 If there is no resolution of the Board of directors or the resolution of the meeting of shareholders, no dividends shall be paid.

Payment of dividends shall be made within one month as from the date of the resolution of the meeting of shareholders or of the meeting of the board of directors, as the case may be and the shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper for 3 consecutive days.

Article 49 The Board of directors may from time to time pay to the shareholders such interim dividends if it estimates that the profits of the company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next meeting of shareholders.

Article 50 Dividends shall be distributed according to the number of shares, with each share receiving an equal amount unless otherwise provided by the articles of association regarding preference shares.

Article 51 The Company shall allocate not less than five (5) percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten (10) percent of the registered capital. The Board of directors can propose the meeting of shareholders to provide a larger amount of reserve fund for the benefits of the company.

When approval of the meeting of shareholders has been granted, the company may transfer the legal reserve fund or other reserve funds to compensate for the accumulated losses of the company.

**The Auditor**

Article 56 The board of directors shall prepare the balance sheet and the profit and loss account as of the last day of the accounting year of the company for submission to the meeting of shareholders for approval at the annual ordinary meeting.

The board of directors shall have the balance sheet and the profit and loss account, prepared under paragraph one or prepared during the accounting year for submission to the meeting of shareholders for approval, examined by an auditor prior to submission to the meeting of shareholders.

Article 59 The annual ordinary meeting shall appoint an auditor and can re-appoint the auditor for another term.

Article 60 The annual ordinary meeting shall define the auditor's remuneration.

Article 61 The auditor shall not be a director, staff, employee or person holding any position or having any duty in the company.

Article 62 The auditor has the duty to attend every meeting of shareholders at which the balance sheet, the profit and loss account and the problems relating to the accounts of the company are to be considered in order to explain to the shareholders the auditing of accounts. In this regard, the company shall also deliver to the auditor the reports and documents of the company that are to be received by the shareholders at the meeting of shareholders.



**หนังสือเชิญประชุม**  
**Notice of Meeting**  
**บริษัท โซลาร์ตรอน จำกัด (มหาชน)**  
**SOLARTRON PUBLIC COMPANY LIMITED**

Enclosure No 8

เรื่อง การประชุมสามัญผู้ถือหุ้น  
 Subject Annual General Meeting of Shareholders  
 เรียน  
 To

วันที่ 13 กรกฎาคม 2563  
 Date  
 สัญชาติ  
 Nationality

บ้านเลขที่  
 Address

เลขทะเบียนผู้ถือหลักทรัพย์  
 Shareholder's Registration No.

สิ่งที่ส่งมาด้วย เอกสารประกอบการประชุม ฯลฯ  
 Attachment Details of meeting document

โดยผู้ถือหลักทรัพย์จำนวนทั้งสิ้นรวม  
 Holding the total amount of

หุ้น/หน่วย  
 shares/units

ข้อมูลบริษัท / หลักทรัพย์  
 Company / Securities Information

หุ้นสามัญ  
 Ordinary share

หุ้น/หน่วย  
 shares/units



หุ้นบริวารสิทธิ  
 Preferred share

หุ้น/หน่วย  
 shares/units

โดยมีวาระการประชุมตามแนบท้าย  
 The meeting agenda is attachment

<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=SOLAR&date=200730>

วันที่ประชุม : วันพฤหัสบดีที่ 30 กรกฎาคม 2563 เวลา 14:00 น.  
 Meeting Date : Thursday, July 30, 2020 at 14:00 hrs.

สถานที่ประชุม : ห้องปาริชาติ ชั้น 3 โรงแรมโกลเด้น ทิวลิป ซอฟเฟอริน เลขที่ 92 ซอยแสงจันทร์ แขวงพระราม 9 เขตห้วยขวาง กรุงเทพฯ 10320  
 Meeting Venue : The Parichart room 3rd floor of The Golden Tulip Sovereign Hotel, 92 Soi Sangchan Rama IV Rd, Bkk. 10320

ข้าพเจ้า.....เป็น [ ] ผู้ถือหลักทรัพย์ [ ] หรือผู้รับมอบฉันทะ  
 I/We ..... am/are shareholder or proxy of a shareholder

ของ บริษัท โซลาร์ตรอน จำกัด (มหาชน)  
 of SOLARTRON PUBLIC COMPANY LIMITED

หมายเลขบัตรประจำตัวประชาชน.....ได้มาเข้าร่วมการประชุมดังกล่าวข้างต้น  
 which the identification (ID) number ..... attend the above mentioned meeting.

ลงชื่อ.....ผู้เข้าประชุม  
 Sign Meeting Attendee  
 ( ..... )

เพื่อความสะดวกในการลงทะเบียน ผู้ถือหลักทรัพย์หรือผู้รับมอบฉันทะที่จะมาประชุม โปรดนำเอกสารฉบับนี้มาแสดงต่อเจ้าหน้าที่ลงทะเบียนในวันประชุม สำหรับผู้ถือหลักทรัพย์ที่มาประชุมด้วยตนเอง กรุณาแสดงบัตรประจำตัวประชาชน หรือใบขับขี่ หรือบัตรข้าราชการ หรือหนังสือเดินทาง (กรณีผู้ถือหุ้นต่างประเทศ) ฉบับจริง พร้อมกันแบบฟอร์มลงทะเบียน

ท่านสามารถค้นหารายละเอียดระเบียบวาระการประชุม พร้อมความเห็นกรรมาธิการในเรื่องดังกล่าว รวมทั้งสิ่งที่จะเสนอต่อที่ประชุมพร้อมรายละเอียดและเอกสารประกอบการประชุมอื่นๆ ผ่าน QR Code หรือ URL <https://www.set.or.th/set/tsd/meetingdocument.do?symbol=SOLAR&date=200730> หรือ ติดต่อขอรับเอกสารประกอบการประชุมได้ที่บริษัทผู้ออกหลักทรัพย์  
 เว็บไซต์: [www.solartron.co.th](http://www.solartron.co.th) / โทร 023920224-6 ต่อ - / email : [agm@solartron.co.th](mailto:agm@solartron.co.th)  
 สอบถามข้อมูลเพิ่มเติมได้ที่ SET Contact Center เว็บไซต์ : [www.set.or.th/contactcenter/](http://www.set.or.th/contactcenter/) / โทร 02 009 9999

For your convenience, shareholders or proxies wishing to attend the meeting, kindly present this document to a registration staff at the meeting for registration. For shareholders who will attend the meeting by themselves, the original of identification card or driving license or government official identification card or passport (in case of foreign shareholders) must be presented together with the Registration Form. The details of Meeting document is available online by scanning QR Code on this form or at URL <https://www.set.or.th/set/tsd/meetingdocument.do?symbol=SOLAR&date=200730>  
 You can also contact the issuer for the annual report  
 Website : [www.solartron.co.th](http://www.solartron.co.th) /Tel. +66 23920224-6 Ext. - / email : [agm@solartron.co.th](mailto:agm@solartron.co.th)  
 For further information please contact SET Contact Center Website : [www.set.or.th/contactcenter/](http://www.set.or.th/contactcenter/) /Tel. +662 009 9999

ก่อนเข้าร่วมประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันพฤหัสบดีที่ 30 กรกฎาคม 2563

ณ ห้องปาริชาติ ชั้น 3 โรงแรมโกลเด้น ทิวลิป ซอฟเฟอริน กรุงเทพฯ เลขที่ 92 ซอยแสงแจ่ม แขวงพระราม 9 เขตห้วยขวาง กรุงเทพมหานคร 10320

## COVID-19 Screening Form

Before attending to Annual General Meeting of Shareholders 2020 on Thursday, July 30<sup>th</sup> 2020At Meeting Rooms of Parichart Room, 3<sup>rd</sup> Fl. Golden Tulip Sovereign Hotel Bangkok, 92 Soi Seangcham, Rama 9 Road, Huay Kwang, Bangkok 10320

ขอความร่วมมือท่านให้ข้อมูลที่ถูกต้องเป็นความจริงเพื่อประโยชน์ในการป้องกันการแพร่ระบาดของเชื้อไวรัสโคโรนา 2019 (COVID-19)

We ask for your corporation in providing the most accurate and truthful medical statements for effective prevention of the spreading of the Coronavirus 2019 ( COVID-19) disease

ชื่อ-สกุล (Name-Surname) \_\_\_\_\_ หมายเลขโทรศัพท์(Mobile Phone Number) \_\_\_\_\_

1. ท่านมีไข้  $\geq 37.5$  °c หรือไม่? Do you have a fever? (37.5 °c)  ใช่ (Yes)  ไม่ใช่ (No)

2. ท่านมีอาการดังต่อไปนี้หรือไม่? Do you have any of these symptoms?

ไอ Cough  ใช่ (Yes)  ไม่ใช่ (No)เจ็บคอ Sore throats  ใช่ (Yes)  ไม่ใช่ (No)น้ำมูกไหล Running nose  ใช่ (Yes)  ไม่ใช่ (No)เหนื่อยหอบ Shortness of breath  ใช่ (Yes)  ไม่ใช่ (No)

3. ท่านมีประวัติการเดินทางมาจากต่างประเทศหรือมาจากพื้นที่ที่มีการระบาดของโรคติดเชื้อไวรัสโคโรนา 2019 ใน 14 วัน ที่ผ่านมาหรือไม่?

Have you traveled / transited from any country except Thailand or areas with COVID-19 outbreak within the past 14 day?

 ใช่ (Yes) มาจากประเทศ / พื้นที่ (I have traveled to): \_\_\_\_\_  ไม่ใช่ (No)

4. ท่านมีประวัติสัมผัสใกล้ชิดกับผู้ป่วยที่ต้องสงสัยการติดเชื้อไวรัสโคโรนา 2019 หรือไม่?

Have you been in physical contact with suspected COVID-19 patients?

 ใช่ (Yes)  ไม่ใช่ (No)

**หมายเหตุ** หากพบว่าคุณมีไข้  $\geq 37.5$  °c หรือมีอาการอย่างใดอย่างหนึ่งตามที่บริษัทระบุไว้ หรือมีประวัติการเดินทางมาจากประเทศหรือพื้นที่ที่มีการแพร่ระบาดของไวรัสโคโรนา 2019 (COVID-19) หรือมีประวัติสัมผัสใกล้ชิดกับผู้ป่วยที่ต้องสงสัยการติดเชื้อ COVID-19 บริษัทขอให้ท่านมอบอำนาจกรรมการอิสระของบริษัทด้วยการกรอกและส่งหนังสือมอบอำนาจ (แบบ ข.) ให้แก่เจ้าหน้าที่บริษัทแทนการเข้าร่วมประชุม และเดินทางกลับพร้อมปฏิบัติตามคำแนะนำของกรมควบคุมโรค กระทรวงสาธารณสุขอย่างเคร่งครัด

**Remark** If you have a fever ( $\geq 37.5$  °c); or any symptom which indicates above; or traveled / transited from any countries except Thailand or the COVID-19 outbreak areas within the past 14 days; or have been in contact with suspected COVID-19 patients, The Company would like to kindly ask for your cooperation to grant proxy to an independent director to attend the meeting on your behalf, by filling the Proxy Form B and submit to our staff. Then you may then return safely to your resident and follow the guideline of the Department of disease control, Ministry of Public Health, Thailand.

Map

Golden Tulip Sovereign Hotel Bangkok, 92 Soi Seangcham, Rama 9 Road, Huay Kwang, Bangkok 10320 Thailand

