

SP 0147/2021

April 19, 2021

Subject: Notice of the 2021 Annual General Meeting of Shareholders

To: Shareholders of Solartron Public Company Limited

Enclosure:

1. Copy of the Minutes of the 2020 Annual General Shareholders Meeting 30th July 2020
2. 2020 Annual Report in QR Code
3. Name list and Biography of Directors to be elected as Directors to replace those retired by Rotation
4. Biography of Company External Auditor for year 2021
5. 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 2021
6. Conditions of attending the meeting of shareholders
7. The Company's Articles of Association in regards to the Shareholders' Meeting
8. 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 2021 Annual General Meeting of Shareholders on **Thursday 29th April 2021 at 14.00 p.m. Bunga Room, 3rd 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 2020 Annual General Shareholders Meeting held on July 30, 2020.

Rationale: The Minutes of the 2020 Annual General Shareholders Meeting which held on April 30th July 2020 was submitted to SET and the Ministry of Commerce as well as posted on the Company's website (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 2020

Rationale: The Board of Directors considered that the Company's operating results and the 2020 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 2020 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 Statement of financial Position and Statement of Comprehensive Income for the year ended 31 December 2020 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 2020, 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 2020 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 2020 (The proposed)	Year 2019	Year 2018
1	Net Profit (loss) (Million Baht)	(571.03)	(401.08)	(350.51)
2	Basic Earnings per Share (Baht : Share)	(1.05)	(0.64)	(0.33)
3	Cash Dividend Payment Rate (%)	0.00%	0.00%	0.00%
4	Total Annual Dividend Payment per Share (Baht: Common Share)	0.000	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 the directors replacing those retire 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 2 directors who will be retired by rotation from the Company

- 1) Mrs. Patama Wongtoythong
- 2) Mr. Tanee Temboonsak

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) Mrs. Patama Wongtoythong
- 2) Mr. Tanee Temboonsak

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 28th January 2021 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) Mrs. Patama Wongtoythong
- 2) Mr. Tanee Temboonsak

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 2021.

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 2021 as follows:

Committee Type	Monthly Remuneration (Baht/Person/Month)		Meeting Allowance (Baht/Person/Time)	
	2021	2020	2021	2020
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 2021 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 2021 and their remuneration.

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. Therefor the year 2021 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

The board of directors considered selecting Office Pitisevi Company Limited to be the Company's auditors for 2021 as proposed by the Audit Committee and The Board of Directors propose the meeting that the auditor's remuneration for 2021 is 1,700,000 Baht, and auditor's financial report for BOI = 40,000 baht/report



Chawana

The Board's opinion: The Board recommended that the appointment of Miss

Wiwatpanachat, CPA no.4712 or Miss Wanpen Aoonruan CPA no.7750 or Miss Pornthip Amornchailertpattana CPA no.9589 from Office Pitisevi Company Limited, as the auditor of the Company of the year 2021 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

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 2021 (AGM) (Record Date) on **Thursday 29th April 2021**. 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. 6) 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 19th April 2021.

Office of Company Secretary:

Tel. (662)392-0224

Fax. (662)381-2971

**Precautionary Measures and Guidelines for attending the 2021 Annual General meeting of Shareholders,
regarding the outbreak of Coronavirus 2019 (COVID-19)**

Due to the ongoing situation of COVID-19 in Thailand, the Company is concerned over the risk of the infection at the shareholders' meeting the Company, therefore, kindly asks shareholders to be informed and cooperate with the following measures:

1. Request for Shareholders' cooperation to giving a proxy to the Company's Independent Director to attend the meeting on behalf of Shareholders

To prevent and reduce the risk of spreading possibility of COVID-19 virus from the crowding of shareholders on the meeting day and in order to comply with Clause 8 (1) of the Regulations Issued under Section 9 of the Emergency Decree which stipulates that elderly persons over 70 years of age, who are at high risk of infection from COVID-19, shall stay in their dwelling places or within the area of their residences, in order to comply with the laws and to protect themselves from infection from the outside environment and for their safety and health, the Company asks for Shareholders' kind cooperation to grant a proxy to the Company's Independent Director to attend the meeting. By sending the proxy form to the Office of the Company Secretary Solartron Public Company Limited 1000/65,66,67 P.B.Tower 16th Floor Soi Sukhumvit 71, Sukhumvit Road, North Klongtan, Wattana, Bangkok 10110, Thailand.

2. Notification of the channel of sending questions in advance

Shareholders are welcome to submit relevant questions regarding the meeting and agenda items prior to the meeting date through the following channels:

- 2.1 Postal: sending back together with the proxy form to the Company Secretary Solartron Public Company Limited 1000/65,66,67 P.B.Tower 16th Floor Soi Sukhumvit 71, Sukhumvit Road, North Klongtan, Wattana, Bangkok 10110, Thailand.
- 2.2 Email: agm@solartron.co.th
- 2.3 Facsimile: 0-2381-2971

3. In the case that any shareholder or proxy-holder still wants to attend in person,

the Company would like to request attendees for cooperation to follow the Company's measures as follows:

- 3.1 Attendees have to be under 70 years of age in order to comply with 8 (1) of the Regulations Issued under Section 9 of the Emergency Decree which stipulates that elderly persons over 70 years of age, who are at high risk of infection from COVID-19, shall stay in their dwelling places or within the area of their residences, in order to comply with the laws and to protect themselves from infection from the outside environment and for their safety and health, the Company reserves the right to deny entry into the meeting. In case that the aforementioned shareholder presents at the venue, such shareholder may grant a proxy to the Company's Independent Director to attend the meeting.
- 3.2 Attendees shall be required to fill in the form for health screening for being infected or possibly infected of Coronavirus Disease 2019 (COVID-19). Please note that concealment of health information or traveling record or do not completed the COVID-19 Screening Form, the Company reserves the right to deny entry into the meeting. In case that the aforementioned shareholder presents at the venue, such shareholder may grant a proxy to the Company's Independent Director to attend the meeting.
- 3.3 The Company kindly requests everyone to prepare and wear a facemask at all times and clean your hands by using the alcohol-based hand sanitizer gel, provided by the Company around the meeting areas
- 3.4 The Company shall conduct health screening, in compliance with the guidelines of Department of Disease Control, at the meeting entrance. For those being identified with respiratory symptom, the Company reserves the right to deny entry into the meeting. In case that the aforementioned shareholder presents at the venue, such shareholder may grant a proxy to the Company's Independent Director to attend the meeting. Each attendee will be required to stand at any line for health screening, documents check and registration, with 2 meters space from each other.



- 3.5 The Company will arrange the seats for the participants with proper social distancing by putting a space at least 2 Meter from each other Only 50 seats will be available. Once the arranged seats are full, the additional shareholders will not be allowed into the place of the meeting and the Company will ask the cooperation of the shareholders to assign an independent director of the Company
- 3.6 Tea and coffee will not be served and absolutely ask for cooperation to refrain from eating in the meeting area in order to minimize the risk of spreading the disease.
- 3.7 For the safety and well-being of attendees, NO microphone will be available to ask questions at the meeting. if the shareholders have any questions, the company requests that you write the questions on paper and put them in the question box. The staff of the company will provide paper and pen on the meeting day and the company will answer the questions and publish the information on the company website within 2 weeks after the meeting is finished. The company will complete the meeting in the shortest and most compact time.
- 3.8 If there are any changes in the situation or additional AGM-related measures from the Government Official, the Company will inform Shareholders via the Company's website (<https://www.solartron.co.th>) .

In this regard, the implementation of the above measures and guidelines may cause delay in the screening and registration. The Company hereby would like to apologize for any inconvenience that may occurs.

**Minutes of the 2019 Annual General Meeting of Shareholders****Of****Solartron Public Company Limited****Date, time and place**

The Meeting was held on Jul 30, 2020 at 14.00 hrs. at Parichart Room, 3rd 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 | Deputy Chairman of the Board and the company secretary |
| 3. Mr.Akaradej | Rojmeta | Director |
| 4. Prof.Dr.Dusit | Kruangam | Director |
| 5. Ms.Rawittha | Pongnuchit | Independent Director, Chairman of Audit Committee |
| 6. Mr.Kitti | Pintavirooj | Independent Director, Audit Committee |
| 7. Mr.Tanee | Temboonsak | Independent Director, Audit Committee |

Auditor and Lawyer

- | | | |
|---------------|------------------|-------------------------------------------------|
| 1. Mr.Chanon | Boonmalai | Auditor, Office of Pitisevi Company Limited |
| 2. Mr.Banhan | Wattanacherdsiri | Lawyer, Bangkok Law Office & Associates Co.,Ltd |
| 3. Mr.Kasidit | Temjaroen | 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 45 shareholders attending this meeting in person and by proxies, representing a 287,863,407 shares or 52.90% of the Company's total shares (the company has 544,124,723 paid-up capital shares in total).

The Chairman then declared the 2020 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 2019 Annual General Shareholders Meeting held on April 26, 2019

The Company Secretary, proposed the Meeting to consider and certify the minutes of the 2019 Annual General Meeting of Shareholders dated April 26, 2019 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 2019 Annual General Meeting of Shareholders.

There was no further question from the meeting. The Company Secretary reported the result of vote counting that The Meeting certified this agenda by simple majority with the voting comprising

Approved	287,863,419	votes	equivalent to%	100.00
Objected	-	votes	equivalent to%	0.00
Abstained	-	votes	equivalent to%	0.00
Voided Ballot	-	votes	equivalent to%	0.00

Of the total votes of shareholders attending the Meeting and entitled to vote.

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 2019 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 2019**

The Company Secretary summarized the Company and Board of Director’s operating results and Company Annual Report for 2019. 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 2019.

Resolution: The Meeting acknowledged the report of the Company’s operating results for 2019.

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**

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 2019, which has been audited by the Auditor, is summarized as follows:

The details are as appeared in the copy of “Financial Statements”, which is sent to the Shareholders with this Invitation

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 2019, 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.

The Meeting certified this agenda by simple majority with the voting comprising

Approved	287,863,424	votes	equivalent to%	100.00
Objected	-	votes	equivalent to%	0.00
Abstained	-	votes	equivalent to%	0.00

Voided Ballot - votes equivalent to% 0.00

Of the total votes of shareholders attending the Meeting and entitled to vote.

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 2019 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 2019, the consolidated of company has negative performance and already reserved full legal reserve. Therefore the company refrains from the payment of divides

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

The Meeting certified this agenda by simple majority with the voting comprising

Approved	287,863,424	votes	equivalent to%	100.00
Objected	-	votes	equivalent to%	0.00
Abstained	-	votes	equivalent to%	0.00
Voided Ballot	-	votes	equivalent to%	0.00

Of the total votes of shareholders attending the Meeting and entitled to vote.

Resolution: The Meeting, by a unanimous vote of shareholders who attended the meeting and voted, approved annual dividends payment from the 2019 business operation result in accordance with the details as proposed

Agenda 5 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;

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

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

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 to be the Board
- 2) Mr. Kitti Pintawiruj to be the Audit committee / Independent Director
- 3) Mr. Dusit Kruangam to be the Board

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 28th 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 3 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. Akaradej Rojmetha, 2) Mr. Kitti Pintawiruj, 3) Mr. Dusit Kruangam 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 3 director who retired by rotation as directors of the Company.

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

5.1. Mr. Akaradej Rojmetha to be the Board

The Meeting approved this agenda by simple majority with the voting comprising

Approved	287,863,424	votes	equivalent to%	100.00
Objected	-	votes	equivalent to%	0.00
Abstained	-	votes	equivalent to%	0.00
Voided Ballot	-	votes	equivalent to%	0.00

Of the total votes of shareholders attending the Meeting and entitled to vote.

5.2 Mr. Kittu Pintawiruj to be the Audit committee / Independent Director

The Meeting approved this agenda by simple majority with the voting comprising

Approved	287,863,424	votes	equivalent to%	100.00
Objected	-	votes	equivalent to%	0.00
Abstained	-	votes	equivalent to%	0.00
Voided Ballot	-	votes	equivalent to%	0.00

Of the total votes of shareholders attending the Meeting and entitled to vote.

5.3 Mr. Dusit Kruangam to be the Board

The Meeting approved this agenda by simple majority with the voting comprising

Approved	287,863,424	votes	equivalent to%	100.00
Objected	-	votes	equivalent to%	0.00
Abstained	-	votes	equivalent to%	0.00
Voided Ballot	-	votes	equivalent to%	0.00

Of the total votes of shareholders attending the Meeting and entitled to vote.

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. Akaradej Rojmetha, 2) Mr. Kittu Pintawiruj 3) Dusit Kruangam as directors of the company.

Agenda 6 **To consider and approve the directors' remuneration for year 2020**

6.1 Approve the remunerations to all directors of the Company for the year 2020 as follows:

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 2020 as follows:

Committee Type	<u>Monthly Remuneration</u> <u>(Baht/Person/Month)</u>		<u>Meeting Allowance</u> <u>(Baht/Person/Time)</u>	
	<u>Revised</u>	<u>Previous</u>	<u>Revised</u>	<u>Previous</u>
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
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 higher than of director members by 20% and other remuneration total amount not to exceed 4,000,000 baht.

The Company Secretary asked the meeting whether or not there was any comments/question concerning the remuneration of the Directors for the year 2020.

The Meeting has approved this agenda by requires a vote of not less than 2/3 of the total votes of the shareholders attending the meeting with the voting comprising

Approved	287,863,424	votes	equivalent to%	100.00
Objected	-	votes	equivalent to%	0.00
Abstained	-	votes	equivalent to%	0.00
Voided Ballot	-	votes	equivalent to%	0.00

Of the total votes of shareholders attending the Meeting and entitled to vote.

6.2 Approved to certify and ratify payment the remuneration for the Company's directors for the year 2020 Since January 2020 - June 2020.

The Meeting has approved this agenda by requires a vote of not less than 2/3 of the total votes of the shareholders attending the meeting with the voting comprising

Approved	287,863,424	votes	equivalent to%	100.00
Objected	-	votes	equivalent to%	0.00
Abstained	-	votes	equivalent to%	0.00
Voided Ballot	-	votes	equivalent to%	0.00

Of the total votes of shareholders attending the Meeting and entitled to vote.

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 2020.

Agenda 7 **To consider and approve the appointment of auditors for year 2020 and their remuneration**

7.1 Approved Ms.Chawana Wiwatpanachat of C.P.A. No. 4712 from Office of Pitisevi Company Limited or Ms.Wanpen Aoonruan of CPA No. 7750 from Office of Pitisevi Company Limited or Ms.Pornthip Amornchailertpattana of CPA No. 9589 from Office of Pitisevi Company Limited. To be the auditors of the Company for the accounting year ended on 31 December 2020, the auditors' remuneration for 2020 is 1,700,000 Baht, and auditor's financial report for BOI = 40,000 baht/report)

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. Therefor the year 2020 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 2020 is 1,700,000 Baht and auditor's financial report for BOI = 40,000 baht/report

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

The Meeting approved this agenda by simple majority with the voting comprising

Approved	287,863,424	votes	equivalent to%	100.00
Objected	-	votes	equivalent to%	0.00
Abstained	-	votes	equivalent to%	0.00
Voided Ballot	-	votes	equivalent to%	0.00

Of the total votes of shareholders attending the Meeting and entitled to vote.

7.2 Approved to certify and ratify the auditor's remuneration for the audit of financial statements for the Quarter 1/2020 Ending 31 March 2020.

The Meeting approved this agenda by simple majority with the voting comprising

Approved	287,863,424	votes	equivalent to%	100.00
Objected	-	votes	equivalent to%	0.00
Abstained	-	votes	equivalent to%	0.00
Voided Ballot	-	votes	equivalent to%	0.00

Of the total votes of shareholders attending the Meeting and entitled to vote.

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 Aoonruan CPA no.7750 or Pornthip Amornchailertpattana CPA no.9589 from Office of Pitisevi Company Limited as the Auditor of the Company for the year 2020 with the remuneration is = 1,700,000 Baht, for the subsidiaries = 2,100,000 Baht and auditor's financial report for BOI = 40,000 baht/report

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 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 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 Meeting has approved this agenda by requires a vote of not less than $\frac{3}{4}$ of the total votes of the shareholders attending the meeting with the voting comprising

Approved	287,863,424	votes	equivalent to%	100.00
Objected	-	votes	equivalent to%	0.00
Abstained	-	votes	equivalent to%	0.00
Voided Ballot	-	votes	equivalent to%	0.00

Of the total votes of shareholders attending the Meeting and entitled to vote.

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 9 **To consider 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

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 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.

Approved	287,863,424	votes	equivalent to%	100.00
Objected	-	votes	equivalent to%	0.00
Abstained	-	votes	equivalent to%	0.00
Voided Ballot	-	votes	equivalent to%	0.00

Of the total votes of shareholders attending the Meeting and entitled to vote.

The Meeting has approved this agenda by requires a vote of not less than $\frac{3}{4}$ of the total votes of the shareholders attending the meeting with the voting comprising

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 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.

Agenda 10 Other matters (if any)


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.

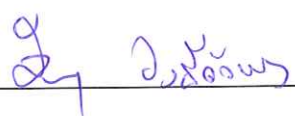
The Company Secretary asked the meeting whether or not there was any comment /question. There is no any shareholders propose additional agenda; therefore,

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 16.00 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

2020 Annual Report in QR Code



Searching Condition and Method2 Directors who retired by rotation

To propose 2 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 two 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. Mrs.Patama Wongtoythong	62	596,088	-0.11-
2. Mr.Tanee Temboonsak	48	-0-	-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 15th February -16 March 2021 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 2 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. Mrs.Patama Wongtoythong	62	596,088	-0.11-
2. Mr.Tanee Temboonsak	48	-0-	-0-

*Total issued shares of the Company as at 31 December 2020 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 2 directors

1. The type of directors: Deputy Chairman of the Board

Mrs.Patama Wongtoythong	
Position Chief Executive Officer, Deputy Chairman of the Board and the company secretary,	
Age	62 Years
Date of elected to Board	24 April 2006 (15 years)
Number of Shares held	596,088 shares
Academic Background	
Master Degree	Master of Business Administration (Finance, Policy and Planning) University of Missouri, U.S.A.
Bachelor Degree	Bachelor of Business Administration (Accounting), Thammasat University
Work Experience	
2015 - Present	Director, SOLARTRON ENERGY 1,2,3,5 CO.,LTD.
Training Program	Top Executive Program, Thailand Energy Academy (TEA Class 7)
	Director Accreditation Program (DAP) class 54/2005
	Director Certification Program (DCP) class 54/2005
	Capital Market Academy CMA 28
	Advanced Master of Management, NIDA
	Fraud Prevention and Information Security Governance
	Full Scale Internal Auditing and Control Program
	Future and Derivatives for Investor Program
	The Governance Role of the Board in the Preparation and Response to Unforeseen Crisis and the Oversight of (Foreign) Subsidiaries
	GRC: Tool for Board Governance
	Thailand Competitiveness: Making Corporate Governance Productive
Number of Shares held	0.11 %
Disqualification	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
Director / Management of other listed Companies	listed Companies - Netbay Public Company Limited Others Companies - None- Company associate Company Relationship with company or affiliated -None-
2020 Meeting	- The Board of Director Meeting 6/6 Meeting - Annual General Meeting of Shareholders 1/1 meeting

2. Consider appointment of new director increases

Mr.Tanee Temboonsak	
Position	Audit Committee and Independent Director
	
Age	47 Years
Position	Director / Audit Committee
Date of elected to Board	26 April 2019 (2 year)
Number of Shares held	-0- shares
Academic Background	
Master Degree	Master of Business Administration (Finance) Dhurakij Pundit University
Bachelor Degree	Bachelor of Business Administration (Business Computer) Rajamangala University of Technology Thanyaburi
Work Experience	
2015 - Present	Managing Director – Business Development and Operation Thai Fight Co.,Ltd.
2001 – 2015	Vice President – Investment Banking Maybank Kim Eng (Thailand) Plc
1999 – 2001	Manager – Investment Banking DBS Vickers Securities (Thailand) Co.,Ltd.
Disqualification	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
Director / Management of Other listed Companies	<u>listed Companies</u> - None- <u>Others Companies</u> - Managing Director – Business Development and Operation Thai Fight Co.,Ltd. <u>Company associate Company Relationship with company or affiliated</u> -None-
2020 Meeting	- The Board of Director Meeting 6/6 Meeting - Annual General Meeting of Shareholders 1/1 meeting

Biography of Company External Auditor for year 2021

1. Miss Chavana Viwatpanachati
2. Miss Wanpen unrun
3. Miss Pornthip Amornchailertpattana

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



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 :

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

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

Name	: Mrs.Rawittha Pongnuchit
Age	: 71 Years
Nationality	: Thai
Education	: Bachelor of Law, Ramkhamhaeng University : Master of Political Science, Thammasat University
Position	: Independent Director/Audit Committee, Solartron PCL.
Number of year being company director	: 11 Years(Since January 22, 2010)
Working Experiences	
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
2011 -Present	: Advisor to Minister of Finance Ministry of Finance Legal Specialist Thai Asset Management Corporation
2008 - 2010	: Inspector General, Ministry of Finance
2005 - 2008	: Deputy Director General, the Revenue Department
Number of Shares held (as at 31 Dec 2020)	: -0-
Director / Management of other listed Companies	: Independent Director/Audit Committee, Pranda Jewelry PCL Independent Director/Audit Committee, SYNEX (Thailand)PCL
2020Meeting	: The Board of Director Meeting 6/6 Meeting : The Audit Committee Meeting 4/4 Meeting Annual General Meeting of Shareholders 1/1 meeting
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
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 years	: -None-
1.Executive Director, employee, or advisor	: -None-
2. Professional : auditor or legal advisor	: -None-
Any business relationships that affect independent duty	: -None-

Name :



Mr. Kittti Pintavirooj

Age : 66 years

Nationality : Thai

Education : Master of Laws in Admiralty, Tulane University, USA
 : Master of Comparative Laws, University of Miami, USA
 : Barrister-at-law, Institute of Legal Education, Thailand
 : Bachelor of law, Thammasat University

Director's Training

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

Position : Audit Committee Member / Independent Director , Solartron PCL

Number of year being company director : 4 years (Since 26 April 2017)

Work experiences

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
 2012 - 2014 : Chief Officer (New Business Development, Legal and Compliance, Regulatory Affairs, Internal Audit etc) Allianz Ayudhya Assurance PCL
 1987 - 2012 : Regional General Counsel (Thailand and Vietnam) American International Assurance Co.,Ltd

Number of Shares held (as at 31 Dec 2020) : - 0.0009% -

Director / Management of other listed Companies : -None-

2020 Meeting

The Board of Director Meeting 6/6 Meeting
 The Audit Committee Meeting 4/4 Meeting
 Annual General Meeting of Shareholders 1/1 meeting

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

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 : - None -

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)

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. Rawitha Pongnuchit** Age **71** 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 **48** 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 29th April 2021 at 14.00 p.m. Bunga Room, 3rd 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)

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 70 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. Mr.Kitti Pintawiruj** Age 65 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 29 April 2021 at 14.00 p.m. Bugna, 3rd 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 2020 Annual General Shareholders Meeting held on July 30, 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 3 To consider and approve the audited Statements of Financial Position and Statement of Comprehensive income for the Year ended 31 December 2020 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. Mrs. Patama Wongtoythong

Agree _____Votes Disagree _____Votes Abstain _____Votes

2. Mr. Tanee Temboonsak

Agree _____Votes Disagree _____Votes Abstain _____Votes

Agenda 6 To consider and approve the director's remuneration for year 2021.

(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 2021 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

Agenda 8 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 29 April 2021 at 14.00 p.m. Bugna, 3rd 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 **70** SOLARTRON PUBLIC COMPANY LIMITED or
years Address No. 1000/65-67 P.B. Tower 16th Floor,
Sukhumvit 71 Road, North Klongtan, Wattana Bangkok
10110

() 2 **Mr. Mr.Kitti Pintawiruj** Age **65** SOLARTRON PUBLIC COMPANY LIMITED or
years 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 29 April 2021 at 14.00 p.m. Bugna, 3rd 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 2020 Annual General Shareholders Meeting held on July 30, 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 3 To consider and approve the audited Statements of Financial Position and Statement of Comprehensive income for the Year ended 31 December 2020 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. Mrs. Patama Wongtoythong
 Agree _____Votes Disagree _____Votes Abstain _____Votes
 2. Mr. Tanee Temboonsak
 Agree _____Votes Disagree _____Votes Abstain _____Votes

Agenda 6 To consider and approve the director's remuneration for year 2021.

- (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 2021 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

Agenda 8 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 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 29th April 2021 at 14.00 p.m. Bunga Room, 3rd 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:
 - AgreeVotes
 - DisagreeVotes
 - AbstainVotes

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:
 - AgreeVotes
 - DisagreeVotes
 - AbstainVotes

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:
 - AgreeVotes
 - DisagreeVotes
 - AbstainVotes

Agenda **Subject**

- Name :
 - AgreeVotes
 - DisagreeVotes
 - AbstainVotes
- Name :
 - AgreeVotes
 - DisagreeVotes
 - AbstainVotes
- Name :
 - AgreeVotes
 - DisagreeVotes
 - AbstainVotes

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

Signed Shareholder
(.....)

Signed Proxy
(.....)

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, 2021 from 12.00 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)

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.

Map

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