



SPL.094/2020

May 12, 2020

Subject Notification of the 2020 Annual General Meeting of Shareholders

To Director and Manager
The Stock Exchange of Thailand

Whereas the Board of Directors' Meeting of Supalai Public Company Limited No.6/2020 held on May 12, 2020 during 12.00 a.m. – 5.05 p.m. has passed the resolutions as the following matters:

1. The Board of Directors has resolved to hold to the Annual General Meeting of Shareholders on Friday, June 19, 2020 at 2.00 p.m. at Supalai Grand Tower at Convention Room, 33rd Floor, 1011 Rama III Road, Chong Nonsi Subdistrict, Yannawa District, Bangkok 10120 to consider the following agenda:

Agenda 1 To acknowledge the directors' report on the Company's performance and to approve the Financial Statements for the year ended December 31, 2019.

Opinion of the Board of Directors: It is appropriate to propose the meeting for an approval of the Financial Statements for the year ended December 31, 2019, which were audited and certified by the external auditor, EY Company Limited as well as reviewed by the Audit Committee.

Agenda 2 To consider and approve 2019 net profit allocation and no additional dividend payment to shareholders and acknowledge two interim dividend payments for 2019 at the rate of Baht 1.00 per share.

Opinion of the Board of Directors: It is appropriate to propose the meeting to approve 2019 net profit allocation and propose that the shareholders approve no additional dividend payment for 2019 year of operating results. In addition, we recommend the shareholders to acknowledge the two interim dividend payments for 2019 at Baht 1.00 per share, for the first half of 2019 operations approved by the resolution of Board of Directors' Meeting on August 13, 2019 at the rate of Baht 0.40 per share, which was paid to the shareholders on September 11, 2019 and for the second half of 2019 operations approved by the Board of Directors on April 10, 2020 at the rate of Baht 0.60 per share, which was paid to the shareholders on May 8, 2020. Both interim dividend payments were paid from unappropriated retained earnings.

Agenda 3 To consider and approve to elect directors in replacement of those who are retired by rotation.

Opinion of the Board of Directors: The Board of Directors, excluding the interest of the director has considered the opinion of the Nomination and Compensation Committee and considering the nominations of the directors from the shareholders during the period from October 1, 2019 - January 6, 2020. It appeared that no shareholder proposed names to the Board of Directors for consideration in this election. In this regard, the Board of Directors has carefully considered and selected carefully to ensure that the persons nominated at this time that shall be qualified persons, having background and expertise from a variety of professional, leadership behavior, visionary including a moral and ethical, working with transparent untainted. They brought about their extensive experience, acknowledge and expertise to make recommendations beneficial in strategy formulation and business operation of Company in accordance with sustainable development guideline.

In addition, the persons who are presented to be the independent director shall able to comment freely and in accordance with the relevant rules, having eligibility or the same performance as a director in the past effectively. The Board of Directors is confident that Assoc.Prof.Dr. Virach Aphimeteetamrong and Mr. Anant Gatepithaya, who are qualified as Independent Directors, are capable of giving comments independently and in compliance with relevant rules and regulations.

Therefore, they agreed to nominate 4 retired the directors to propose to the Annual General Meeting of Shareholders, who has qualified directors deserves should be re-elected as directors of the Company for another term, namely:

- | | | |
|-------------------------|------------------|----------------------|
| 1. Assoc.Prof.Dr.Virach | Aphimeteetamrong | Independent Director |
| 2. Mr.Anant | Gatepithaya | Independent Director |
| 3. Mrs.Ajchara | Tangmatitham | Director |
| 4. Mr.Krid | Chancharoensuk | Director |

Agenda 4 To consider and approve the remuneration and allowance of the Board of Directors, the Audit Committee and other sub-committees had been appointed by the Board of Director for the year 2020.

Opinion of the Board of Directors: The Board of Directors reviewed the remuneration for the Company's Directors took into account the remuneration's appropriateness which is compatible with roles and responsibilities and compared with other operators in both the similar industry including business expansion of the Company. The Board opined to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the remuneration and allowance are the rate as considered by the Nomination and Compensation Committee as follow:

- a. Monthly Remuneration of the Board for year 2020 is the same rate as year 2019.
 - Chairman of the Board and Directors Baht 40,000 / person / month (Forty Thousand Baht).
- b. Monthly Remuneration of Audit Committee for year 2020 is the same rate as year 2019.
 - Chairman of the Audit Committee Baht 30,000 / person / month (Thirty Thousand Baht).
 - Directors Baht 25,000 / person / month (Twenty-Five Thousand Baht).
- c. Meeting allowance for year 2020 of the Nomination and Compensation Committee, the Corporate Governance Committee, the Risk Management Committee and the other committees set up by the Board not include Executive Director is the same rate as year 2019 :
 - Chairman of Sub-committee Baht 30,000 / person / meeting (Thirty Thousand Baht).
 - Directors Baht 25,000 / person / meeting (Twenty-Five Thousand Baht).
- d. Special Remuneration for year 2020 decreases from year 2019 :
 - Chairman of the Board and Directors Baht 730,000 / person / year (decrease of Baht 70,000 / person / year).

Agenda 5 To consider and approve the appointment of Auditor and Auditing Fee for the year 2020.

Opinion of the Board of Directors: The Board of Directors agreed with the Audit Committee to elect EY Office Limited to be the auditing firm and recommended the Meeting to approve the appointment of the auditors and auditor fees as follows:

1. Mr.Supachai Phanyawattano CPA. License No.3930
(As the Company's signatory the Company's Financial Statements for 2009-2013, 2018-2019, 7 years in total) or
2. Miss Krongkaew Limkittikul CPA. License No.5874
(Has signed the Company's Financial Statements for 2016-2017, 2 years in total) or
3. Mr.Natthawut Santipet CPA. License No.5730
(Has not signed the Company's Financial Statements)

and propose auditing fee of year 2020 is Baht 2,550,000.

Agenda 6 To consider and approve the amendment of the Certificate of Registration of the Company in section 3.

Opinion of the Board of Directors: It is appropriate to propose the meeting for approval the amendment of the Certificate of Registration of the Company in section 3 : (Number(s) or name(s) who is/are authorized to affix signature(s) and be binding on the Company is/are) , No. 8 9, 12 as per the following details;

Original	Amendment
<p>No.8 Sign sale and purchase agreement of condominium unit, subscription agreement of condominium, sale and purchase agreement of allocated land, sale and purchase agreement of allocated land (with structure), land lease agreement, building lease agreement, condominium lease agreement, furniture lease agreement, sale and purchase agreement of kitchen set, furniture, other related equipment, and furniture installation, signage structure lease agreement, advertisement service agreement, construction contract, design contract, confirmation letter for product acceptance, purchase order, document in preparing and presenting report on environmental impact analysis, submission of local tax/signage tax/property tax forms, security guard/housekeeper/messenger employment agreement, photocopy machine lease agreement, property (club) lease agreement, memorandum of agreement (repair/improvement of public utilities) being entered to with housing estate juristic person, car rent agreement, driver employment agreement, gardening employment agreement, security upgrading agreement, housing project management agreement, garbage collection agreement, opening credits for refuel agreement, agreement or memorandum of agreement with telecommunications companies, public utilities construction agreement, agreement to provide services or receive services, employment agreement to install various systems in the building, purchase and sell agreement of equipment of various systems in the building, employment agreement of engineers for management consultancy and construction supervision, soil purchase and sell agreement, soil transportation agreement, land reclamation agreement, employment agreement</p>	<p>No.8 Sign sale and purchase agreement of condominium unit, subscription agreement of condominium, sale and purchase agreement of allocated land, sale and purchase agreement of allocated land (with structure), land lease agreement, building lease agreement, condominium lease agreement, furniture lease agreement, sale and purchase agreement of kitchen set, furniture, other related equipment, and furniture installation, signage structure lease agreement, advertisement service agreement, construction contract, design contract, confirmation letter for product acceptance, purchase order, document in preparing and presenting report on environmental impact analysis, submission of local tax/signage tax/property tax forms, security guard/housekeeper/messenger employment agreement, photocopy machine lease agreement, property (club) lease agreement, memorandum of agreement (repair/improvement of public utilities) being entered to with housing estate juristic person, car rent agreement, driver employment agreement, gardening employment agreement, security upgrading agreement, housing project management agreement, garbage collection agreement, opening credits for refuel agreement, agreement or memorandum of agreement with telecommunications companies, public utilities construction agreement, agreement to provide services or receive services, employment agreement to install various systems in the building, purchase and sell agreement of equipment of various systems in the building, employment agreement of engineers for management consultancy and construction supervision, soil purchase and sell agreement, soil transportation agreement, land reclamation agreement, employment agreement for land surface leveling, contracting agreement for building demolition, agreement to purchase and sell building debris, <u>automatic machine installation agreement for sale products</u></p>

<u>Original</u>	<u>Amendment</u>
for land surface leveling, contracting agreement for building demolition, agreement to purchase and sell building debris.	<u>and/or services.</u>
No.9 Purchase/sell/redeem/renew promissory note, bill of exchange, Aval and other financial instruments issued by financial institutions, letter requesting for approval of credit facility, loan agreement, signing in accepting loan conditions and/or determination of new overdraft credit facility, as well as loan withdrawal document, loan in form of promissory note, bill of exchange, Aval, close credit facility amount, redeem collateral.	No.9 Purchase/sell/redeem/renew promissory note, bill of exchange, Aval and other financial instruments issued by financial institutions, letter requesting for approval of credit facility, <u>all contract of credit facilities</u> , signing in accepting loan conditions and/or determination of new overdraft credit facility, as well as loan withdrawal document, <u>loan repayment document</u> , loan in form of promissory note, bill of exchange, Aval, close credit facility amount, redeem collateral, <u>release title deeds.</u>
No.12 Open/close bank accounts, renew bankbook, notify the changes of information relating to bank accounts, application form for financial transaction, service application/change of service information for internet banking, application for issuance of letter of guarantee/renewal of letter of guarantee, application form for bank's Aval of promissory note including investment in financial instruments and securities, request for affirmation of balance for annual audit by auditor, sign financial statements and related documents, letter of consent for information disclosure from banks, credit rating documents, sign the application for examination of information on credit to be submitted to the National Credit Bureau, sign documents to be submitted to the Office of the Board of Investment, sign documents for contract hire purchase car/ car leasing.	No.12 Open/close bank accounts <u>and fund account</u> , renew bankbook <u>and fund passbook</u> , notify the changes of information relating to bank accounts <u>and fund account</u> , application form for financial transaction, service application/change of service information for internet banking, application for issuance of letter of guarantee/renewal of letter of guarantee, application form for bank's Aval of promissory note including <u>documents all about of investment in financial instruments and securities for local and foreign investment</u> , request for affirmation of balance for annual audit by auditor, <u>request for certificate of financial position</u> , sign financial statements and related documents, letter of consent for information disclosure from banks, credit rating documents, sign the application for examination of information on credit to be submitted to the National Credit Bureau, sign documents to be submitted to the Office of the Board of Investment, sign documents for contract hire purchase car/ car leasing.

Agenda 7 To consider and approve the amendment of the Articles of Association in Chapter 4 Board of Directors, Article 2.8, 2.9, 2.12, 22 and in Chapter 5 Shareholders' Meeting, Article 28.

Opinion of the Board of Directors: It is appropriate to propose the meeting for approval the amendment of the Articles of Association in Chapter 4 Board of Directors, Article 2.8, 2.9, 2.12, 22 and in Chapter 5 Shareholders' Meeting, Article 28 as per the following details;

<u>Original</u>	<u>Amendment</u>
<p data-bbox="321 174 743 205" style="text-align: center;">Chapter 4 Board of Directors</p> <p data-bbox="248 218 824 1997">Article 2.8 Sign sale and purchase agreement of condominium unit, subscription agreement of condominium, sale and purchase agreement of allocated land, sale and purchase agreement of allocated land (with structure), land lease agreement, building lease agreement, condominium lease agreement, furniture lease agreement, sale and purchase agreement of kitchen set, furniture, other related equipment, and furniture installation, signage structure lease agreement, advertisement service agreement, construction contract, design contract, confirmation letter for product acceptance, purchase order, document in preparing and presenting report on environmental impact analysis, submission of local tax/signage tax/property tax forms, security guard/housekeeper/messenger employment agreement, photocopy machine lease agreement, property (club) lease agreement, memorandum of agreement (repair/improvement of public utilities) being entered to with housing estate juristic person, car rent agreement, driver employment agreement, gardening employment agreement, security upgrading agreement, housing project management agreement, garbage collection agreement, opening credits for refuel agreement, agreement or memorandum of agreement with telecommunications companies, public utilities construction agreement, agreement to provide services or receive services, employment agreement to install various</p>	<p data-bbox="946 174 1369 205" style="text-align: center;">Chapter 4 Board of Directors</p> <p data-bbox="837 218 1463 1997">Article 2.8 Sign sale and purchase agreement of condominium unit, subscription agreement of condominium, sale and purchase agreement of allocated land, sale and purchase agreement of allocated land (with structure), land lease agreement, building lease agreement, condominium lease agreement, furniture lease agreement, sale and purchase agreement of kitchen set, furniture, other related equipment, and furniture installation, signage structure lease agreement, advertisement service agreement, construction contract, design contract, confirmation letter for product acceptance, purchase order, document in preparing and presenting report on environmental impact analysis, submission of local tax/signage tax/property tax forms, security guard/housekeeper/messenger employment agreement, photocopy machine lease agreement, property (club) lease agreement, memorandum of agreement (repair/improvement of public utilities) being entered to with housing estate juristic person, car rent agreement, driver employment agreement, gardening employment agreement, security upgrading agreement, housing project management agreement, garbage collection agreement, opening credits for refuel agreement, agreement or memorandum of agreement with telecommunications companies, public utilities construction agreement, agreement to provide services or receive services, employment agreement to install various systems in the building, purchase and sell agreement of equipment of various systems in the building, employment agreement of engineers for management consultancy and construction supervision, soil</p>

Original	Amendment
<p>systems in the building, purchase and sell agreement of equipment of various systems in the building, employment agreement of engineers for management consultancy and construction supervision, soil purchase and sell agreement, soil transportation agreement, land reclamation agreement, employment agreement for land surface leveling, contracting agreement for building demolition, agreement to purchase and sell building debris.</p>	<p>purchase and sell agreement, soil transportation agreement, land reclamation agreement, employment agreement for land surface leveling, contracting agreement for building demolition, agreement to purchase and sell building debris, <u>automatic machine installation agreement for sale products and/or services.</u></p>
<p>Article 2.9 Purchase/sell/redeem/renew promissory note, bill of exchange, Aval and other financial instruments issued by financial institutions, letter requesting for approval of credit facility, loan agreement, signing in accepting loan conditions and/or determination of new overdraft credit facility, as well as loan withdrawal document, loan in form of promissory note, bill of exchange, Aval, close credit facility amount, redeem collateral.</p>	<p>Article 2.9 Purchase/sell/redeem/renew promissory note, bill of exchange, Aval and other financial instruments issued by financial institutions, letter requesting for approval of credit facility, <u>all contract of credit facilities,</u> signing in accepting loan conditions and/or determination of new overdraft credit facility, as well as loan withdrawal document, <u>loan repayment document,</u> loan in form of promissory note, bill of exchange, Aval, close credit facility amount, redeem collateral, <u>release title deeds.</u></p>
<p>Article 2.12 Open/close bank accounts, renew bankbook, notify the changes of information relating to bank accounts, application form for financial transaction, service application/change of service information for internet banking, application for issuance of letter of guarantee/renewal of letter of guarantee, application form for bank's Aval of promissory note including investment in financial instruments and securities, request for affirmation of balance for annual audit by auditor, sign financial statements and related documents, letter of consent for information disclosure from banks, credit rating documents, sign the application for</p>	<p>Article 2.12 Open/close bank accounts <u>and fund account,</u> renew bankbook <u>and fund passbook,</u> notify the changes of information relating to bank accounts <u>and fund account,</u> application form for financial transaction, service application/change of service information for internet banking, application for issuance of letter of guarantee/renewal of letter of guarantee, application form for bank's Aval of promissory note including <u>documents all about of investment in financial instruments and securities for local and foreign investment,</u> request for affirmation of balance for annual audit by auditor, <u>request for certificate of financial position,</u> sign financial statements and related documents, letter of consent for information</p>

Original	Amendment
<p>examination of information on credit to be submitted to the National Credit Bureau, sign documents to be submitted to the Office of the Board of Investment, sign documents for contract hire purchase car/ car leasing.</p>	<p>disclosure from banks, credit rating documents, sign the application for examination of information on credit to be submitted to the National Credit Bureau, sign documents to be submitted to the Office of the Board of Investment, sign documents for contract hire purchase car/ car leasing.</p>
<p>Article 22 In convening the Board of Directors' meeting, the chairman or an assigned person shall send meeting invitation to directors at least seven days prior to the meeting unless in necessary and urgent case to preserve the right and benefit of the Company, the meeting invitation can be served by other means and meeting date can be moved to an earlier date.</p> <p>The Company's Board of Directors shall be able to convene meeting at a locality of the Company's head office or other provinces throughout the kingdom.</p>	<p>Article 22 In convening the Board of Directors' meeting, the chairman or an assigned person shall send meeting invitation to directors at least seven days prior to the meeting unless in necessary and urgent case to preserve the right and benefit of the Company, the meeting invitation can be served by other means and meeting date can be moved to an earlier date.</p> <p><u>The Chairman of the Board may determine that the meeting be organized and held through electronic media, which shall comply with the rules and procedures under the laws.</u></p> <p>The Company's Board of Directors shall be able to convene meeting at a locality of the Company's head office or other provinces throughout the kingdom.</p>
<p>Chapter 5 Shareholders' Meeting</p> <p>Article 28 In convening a shareholders' meeting the Board of Directors shall prepare a meeting invitation specifying the place, date, time, agenda and matters to be proposed to the meeting, as well as adequate details. The meeting invitation shall also clearly specify whether the matters are proposed for acknowledgement, for approval or for consideration, as a case may be, as well as opinion of the Board of Directors on such matters. The meeting invitation shall be sent to shareholders not less than seven days prior to the meeting date, and shall be advertised for three successive days in local</p>	<p>Chapter 5 Shareholders' Meeting</p> <p>Article 28 In convening a shareholders' meeting the Board of Directors shall prepare a meeting invitation specifying the place, date, time, agenda and matters to be proposed to the meeting, as well as adequate details. The meeting invitation shall also clearly specify whether the matters are proposed for acknowledgement, for approval or for consideration, as a case may be, as well as opinion of the Board of Directors on such matters. The meeting invitation shall be sent to shareholders not less than seven days prior to the meeting date, and shall be advertised for three successive days in local newspaper not less than 3 days prior to the meeting date.</p>

Original	Amendment
<p>newspaper not less than 3 days prior to the meeting date.</p> <p>During the period of twenty-one (21) days prior to each shareholder's meeting, the Company may not register and share transfer by posting notification to shareholders in advance at the Company's head office or all branch offices not less than fourteen (14) days prior to the date that it will not register share transfer.</p> <p>The shareholders' meeting can be convened at a locality of the Company's head office or other provinces throughout the kingdom.</p>	<p>During the period of twenty-one (21) days prior to each shareholder's meeting, the Company may not register and share transfer by posting notification to shareholders in advance at the Company's head office or all branch offices not less than fourteen (14) days prior to the date that it will not register share transfer.</p> <p><u>The Chairman of the Board may determine that the meeting be organized and held through electronic media, which shall comply with the rules and procedures under the laws.</u></p> <p>The shareholders' meeting can be convened at a locality of the Company's head office or other provinces throughout the kingdom.</p>

Agenda 8 Other matters (if any)

- Record Date to ascertain the list of shareholders with the right to attend the Annual General Meeting of Shareholders for the year 2020 on Tuesday, May 26, 2020 (The XM, or the date on which a share purchaser will not be entitled to attend the meeting, will be on Monday, May 25, 2020).

In this regard, the Company will distantly arrange the venue of the Annual General Meeting of Shareholders in all areas which will result in the limited number of 70 seats in the meeting room. Reserved seats will also be arranged outside the meeting room which may cause inconvenience to the shareholders. As the Company cannot hold the gathering of a large number of people for safety and hygiene of all meeting participants and staffs, the Company would like to request the kind cooperation from the shareholders who wish to attend the meeting to consider authorizing the Company's independent directors to vote on shareholders' behalf according to the proxy form, in which shareholders can specify his/her voting request for all agendas in advance. The Company will provide the proxy form along with the list of independent directors who proposed to be proxies, and the Notice of the Annual General Meeting of Shareholders. For the shareholders who wish to present in the meeting, the Company would like to request your kind cooperation to inform the Company in advance. (Email:secretary@supalai.com or Tel. 02-725-8888 ext.450, 457)

The Company will further inform preventive measures against COVID-19 in details to all shareholders together with the Notice of the 2020 Annual General Meeting of Shareholders.

Please be informed and publicize to public accordingly.

Sincerely yours,

Mrs.Varunee Lapitananuvat

(Mrs.Varunee Lapitananuvat)

Deputy Managing Director and Company Secretary