



SCC-CSC015/2563

August 04, 2020

Subject : The resolution of the Annual General Meeting of shareholders 2020
To : President
The Stock Exchange of Thailand

According to the Annual General Meeting of Shareholders 2020 held on August 04, 2020 time 10:00 AM at The Bangsaen Heritage, located at 50,54 Hardbangsaen 1 rd., Bangsaen, Muang, Chonburi with 21 shareholders attends the meeting personally and 13 proxies which made 34 persons/votes altogether , account for 190,911,200 shares out of the total number of shares sold at 309,879,000 shares. The resolutions are as follow;

Agenda 1 Chairman's report (if any)

Agenda 2 To consider and approve the Minutes of the Annual General Meeting of Shareholders 2019 held on April 22, 2019

Fact and Reasons: The minute of Annual General Meeting of shareholders 2019 which was held on April 22, 2019 has been stated as true and correct with full details of information and has been enclosed herewith as attachment 2 for consideration.

BOD comments: The Board of Directors resolved that the minutes of the Annual General Meeting of shareholders 2019 held on April 22, 2019 has been recorded as true and correct with full information and shall propose to the Annual General Meeting of Shareholders 2020 for approval.

Resolution : **The shareholders approved the minute of extraordinary general meeting as proposed with vote of**

Approve	35	persons	191,072,000	shares accounting for	100%	of shareholders attending the meeting with voting rights
Disapprove	0	persons	0	shares accounting for	0%	of shareholders attending the meeting with voting rights
Abstain	0	persons	0	shares accounting for	0%	of shareholders attending the meeting with voting rights

Agenda 3 To consider and approve the Company's Financial Statement: Statement of Financial Position and Statement of Comprehensive Income for the year 2019 ended December 31, 2019.

Fact and Reasons: The Company's Financial Statement for the year 2019 ended on December 31, 2019 was audited, inspected and verified independently by the auditor with comment of **unconditional**. It was then proposed to the audit committee for consideration in full detail. The audit committee has deliberately examined and had resolved to propose to the Board of Directors for consideration and approval. The Board of Directors determined all the details

and agreed that the Financial Statement for the year 2019 was recorded and presented fairly under the accounting standard practice with correct and reliable information enough to propose to the shareholders at the Annual General Meeting 2020 for approval. The detail information is shown in the annual report in the attachment 3.

BOD Comments: The Board of Directors has deliberately considered and resolved to propose the Company's Financial Statement of the year 2019 to the Annual General Meeting of Shareholders 2020 for consideration and approval.

Resolution : The shareholders approve the company's financial statement as proposed with following votes;

Approve	36	persons	191,187,400	shares accounting for	100%	of shareholders attending the meeting with voting rights
Disapprove	0	persons	0	shares accounting for	0%	of shareholders attending the meeting with voting rights
Abstain	0	persons	0	shares accounting for	0%	of shareholders attending the meeting with voting rights

Agenda 4 To Consider and approve the appointment of the new directors as the replacement for retired directors.

Fact and Reasons: According to Company's AOA article 20, at every annual general meeting, one-third (1/3) of directors shall retire from office. If the number of retiring directors is not a multiple of three (3), the number of directors that is the nearest to one-third (1/3) shall retire. Directors to retire from office in the first two years after the registration of the Company shall be determined by way of drawing lots. In subsequent years, directors who have remained in office for the longest term shall retire. Retiring directors shall be proposed for re-election.

BOD Comments: According to the company's regulation, one third of the Board of Directors shall be each year. Directors who have remained in office for the longest term shall retire respectively. For the year 2020 the directors who shall retire this year are as follows;

1. Mr.Yiem Chanprasit Independent Director/Chairman
2. Mr.Boonkrua Khemapirat Director/Chief executive Director
3. Mr.Trairak Tengtrairat Independent Director/Audit Committee

The Board of Directors (in exclude of the interested directors) has fully considered and commented that those retired directors have fully devoted their time and ability to perform their duties at their best and have contributed greatly for the benefit of the company. Their knowledge and background have highly beneficial and have support the company enormously. The Board of Directors resolved to propose to re-elect all three directors to hold their positions for another term.

Resolution : The shareholders has voted to approve and to appoint the following directors with following votes

Mr.Yiem Chanprasit				appointed as <u>Independent Director/Chairman</u>	
Approve	36 persons	191,187,400	shares accounting for	100%	of shareholders attending the meeting with voting rights
Disapprove	0 persons	0	shares accounting for	0%	of shareholders attending the meeting with voting rights
Abstain	0 persons	0	shares accounting for	0%	of shareholders attending the meeting with voting rights
Mr.Boonkrua Khemapirat				appointed as <u>Director/Chief Executive Director</u>	
Approve	36 persons	191,187,400	shares accounting for	100%	of shareholders attending the meeting with voting rights
Disapprove	0 persons	0	shares accounting for	0%	of shareholders attending the meeting with voting rights
Abstain	0 persons	0	shares accounting for	0%	of shareholders attending the meeting with voting rights
Mr.Trairak Tengtrairat				appointed as <u>Independent Director/Audit Committee</u>	
Approve	36 persons	191,187,400	shares accounting for	100%	of shareholders attending the meeting with voting rights
Disapprove	0 persons	0	shares accounting for	0%	of shareholders attending the meeting with voting rights
Abstain	0 persons	0	shares accounting for	0%	of shareholders attending the meeting with voting rights

Agenda 5 To consider and approve the remuneration for the Board of Directors for the year 2020

Fact and Reasons: According to the company's AOA article 34, the company may not pay any money or distribute such other assets to directors except for remunerations of directors. Directors are entitled to receive remunerations, meeting allowance, allowance and such other benefits in the form of commission, bonus or benefits of similar nature in accordance with the Articles of Association of the Company or with the resolution of general meetings of shareholders. Such remunerations may be determined in certain number or set out as guidelines to be applicable either from time to time or to take effects until further amended. Directors shall also be entitled to receive allowance and welfares in accordance with the regulations of the Company.

BOD Comments: The board of NRC has deliberately considered and resolved to propose the remuneration for the Board of Directors for the year 2020 to the Annual General Meeting of shareholders for approval. The remuneration amount has been considered based on the database provided by SET together with the company's performance and the directors' work scope, responsibilities of work, contribution and dedication to the company. The Board of NRC resolved to propose the following fee as the remuneration of Directors for the Year 2020.



POSITION	Allowance/Time	Remuneration Fee	
		Monthly	Yearly Fee
Chairman of BOD	15,000	50,000	The remuneration of all Directors in total is no greater than 0.5% of gross revenue stated in Financial Statement that has been approved by shareholders in the Annual General Meeting.
Board of Directors	15,000	25,000	
Chairman of AC	20,000	-	
Audit of Committee	10,000	-	
Executive Chairman	-	10,000	
Executive Directors	-	5,000	
Chairman of NRC	15,000	-	
NRC committee	10,000	-	
Chairman of Risk committee	15,000	-	
Risk Committee	10,000		

Resolution: The shareholders approved the remuneration as proposed with the following votes;

Approve	36	persons	191,187,400	shares accounting for	100%	of shareholders attending the meeting with voting rights
Disapprove	0	persons	0	shares accounting for	0%	of shareholders attending the meeting with voting rights
Abstain	0	persons	0	shares accounting for	0%	of shareholders attending the meeting with voting rights

Agenda 6 To consider and approve the appointment of auditor and fixing their remuneration for the year 2020

Fact and Reasons: According to the Public Limited Companies Act B.E.2535 Section 120, the company's auditor and their remuneration shall be appointed with approval of shareholders from the annual general meeting that meet with the rules and regulation of the Securities and Exchange Commission Thailand and also bound within the AOA of the company article 46.

BOD Comments: The Board of Directors has deliberately considered with determination and resolved to propose AST Master Company Limited as the appointed audit companies for the year 2020 and propose the remuneration of Auditor for auditing the Company's Financial Statement



as shown below. The proposed auditor has been auditing the company and the affiliate last year and has performed well. The auditor team shall consist of the following persons.

1. Mr.Pradit	Rodloytuk	License number 218	AST Master Co., Ltd.	And/or
2. Ms.Nongram	Laohaareedilok	License number 4334	AST Master Co., Ltd.	And/or
3. Ms.Chamaporn	Rodloytuk	License number 9211	AST Master Co., Ltd.	And/or
4. Mrs.Porntip	Lertthanongsak	License number 7633	AST Master Co., Ltd.	

	Year 2020	Year 2019	Year 2018
Total remuneration fee	1,300,000	1,250,000	1,250,000

However, the company will only pay for actual expense incurred during auditing period such as travelling expense, food and accommodation expense. The authorized auditors mentioned above have no relationship or any conflict of interest with the company and the subsidiary, management team, major shareholders or any related person at all. The Company paid nothing other than the remuneration to the auditor in the past year.

Resolution: The shareholders approved to appoint the auditor and theirs remuneration with total vote of;

Approve	36	persons	191,187,400	shares accounting for	100%	of shareholders attending the meeting with voting rights
Disapprove	0	persons	0	shares accounting for	0%	of shareholders attending the meeting with voting rights
Abstain	0	persons	0	shares accounting for	0%	of shareholders attending the meeting with voting rights

Agenda 7 To consider and approve the cash dividend payment

Fact and reasons: The Board of Directors will consider the paying of cash dividend each year based on the company's performance and see if the company has earned enough profit to pay dividend and has yet remained the substantial Capital fund to accommodate growth and business expansion or not. However the company must reserve the legal amount of 31,000,000 baht which is 10% of registered capital in accordance with the law and AOA article 59 of the company. The Dividend policy of the company is to pay dividend at no less than 50% of net profit which is stated and shown in the approved company financial statement each year.



BOD Comments: The Board of Directors has considered the company financial statement of the year 2019 and see that the company has shown loss for three consecutive years and propose not to pay any cash dividend this time.

Resolution : The shareholders agreed to approve the dividend payment as proposed with following votes

Approve	36	persons	191,187,400	shares accounting for	100%	of shareholders attending the meeting with voting rights
Disapprove	0	persons	0	shares accounting for	0%	of shareholders attending the meeting with voting rights
Abstain	0	persons	0	shares accounting for	0%	of shareholders attending the meeting with voting rights

Agenda 8 Others (if any)

Please be informed accordingly,

Sincerely yours,



SRIRACHA CONSTRUCTION
PUBLIC COMPANY LIMITED
บริษัท ศรีราชาคอนสตรัคชั่น จำกัด (มหาชน)

Sudchinda Sethakulvichai

Director/Company Secretary