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NO. (SUTHA-SET) 001/2021/EN

24 February 2021

Subject: Notification of the Board of Directors resolution regarding the Non-payment of dividend, Agendas of the 2021 Annual General Meeting of Shareholders (AGM 2021), the appointment of a new director to replace director resigned by rotation and Others. **(Amend)**

Attachment: F24-1, To notify the renewal for the audit committee's term and change information of the audit committee who has/have adequate expertise and experience to review the financial reports' creditability from 1 person to 2 persons.

To: The President of the Stock Exchange of Thailand

The Board of Directors Meeting of Golden Lime Public Company Limited No. 1/2021, held on 23 February 2021 at 2.30 p.m. resolved as follows:

**1. Approved the appointment of a new director to replace the resigned director who completed his term and the term in position of a new director will equivalent to the remaining term and shall propose to the AGM Meeting for the approval**

- Mr.Rodolphe Marie R. Collinet (Baron) resigned from the position upon the completion of his term effective from 23 February 2021 after finished the Board of Directors Meeting, Mr.Olivier Roger J Majerus is nominated to replace Mr.Rodolphe Marie R. Collinet (Baron); and approved to appoint Mr.Olivier Roger J Majerus as a member of the Executive Committee to replace the executive member who retired by rotation. Therefore, the Executive Committee is comprised of 4 persons namely:

Executive Director		Position
1	Mr.Geza Emil Perlaki	Chairman of Executive Committee and Managing Director
2	Mr.Olivier Roger J Majerus	Executive Director
3	Ms.Nishita Shah	Executive Director
4	Mr. Krishnan Subramanian Aylur	Executive Director

- Approved the Amendment of Authority of the Authorized Directors of the Company,** as detail follows:

Authority of the Authorized Directors of Golden Lime Public Company Limited	
<b>From</b>	“Any two of Mr.Geza Emil Perlaki , Miss Nishita Shah, Mr. Krishnan Subramanian Aylur and Mr. Rodolphe Marie R. Collinet (Baron) are authorized as joint signatories with the affix of Company’s common seal”
<b>To</b>	“Any two of Mr.Geza Emil Perlaki , Miss Nishita Shah, Mr. Krishnan Subramanian Aylur and Mr Olivier Roger J Majerus are authorized as joint signatories with the affix of Company’s common seal”

- Approve to propose the AGM 2021 for the re-appointment of the 2 directors who completed their term and appointment of a new director consist of;**





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No.	Name-Surname	Position	Date of latest appointment in the AGM
1	Mrs Ladda Chatchaluay  First date appointed in the Position: 5 Apr 2017	Independent Director/ Audit Committee/ Chairman of Nomination Remuneration and Corporate Governance Committee	5 Apr 2018
2	Mr. Krishnan Subramanian Aylur  First date appointed in the Position: 29 Sep 2016	Directors Executive Director	3 Apr 2019
3	Mr Olivier Roger J Majerus  First date appointed in the Position: 23 Feb 2021	Director/ Executive Director	A new director nominated to replace the director who resigned by rotation

Subject to the AGM approving the same, the aforementioned Directors shall be re-appointed to their positions in all aspects

Note: Attachment F24-1, to notify the renewal for the audit committee's term and change information of the audit committee who has/have adequate expertise and experience to review the financial reports' creditability from 1 person to 2 persons

- Acknowledged of 2020 Annual Report providing in a 56-1 One Report format (New form effective on next year) and send the QR Code to the Shareholders with the AGM invitation for download the report**
- Approved the Auditor's Report on the Consolidated Financial Statements for the year ended 31 December 2020**  
The Board of Directors will propose to the AGM for further approval.
- Approved the non-payment of annual dividend from the Company's operating results during period 1 October – 31 December 2020**

According to the Board of directors approved the interim dividend payment from 1 January – 30 September 2020 performance. The interim dividends already paid were as follows:

Approved Date	Paid from Period of Financial Statement	Baht/Share	Total (THB million)	Paid Date
13 May 2020	1 Jan – 31 Mar 2020	0.07 Baht/Share	21.00	12 Jun 2020
13 Aug 2020	1 Apr – 30 Jun 2020	Non-dividend payment		
13 Nov 2020	1 Jul – 30 Sep 2020	0.21 Baht/Share	63.00	9 Dec 2020
Total payment of Interim Dividend	1 Jan – 30 Sep 2020	0.28 Baht/Share	84.00	

The interim dividend payment for the first 9-months performance total of 84 million baht (or at a rate of Baht 0.28 per share) compared to the net profit of 2020 representing the rate of dividend payment of 46%, that in accordance with the dividend payment policy at the rate of not less than 40% of the net profit after corporate income tax and after the allocation of legal reserves each year.

And due to the Company's Operating Result in the separate financial statements during 1 October – 31 December 2020, has the comprehensive loss in the total amount of Baht -20.155 million. The Board of Directors deemed appropriated to propose to the 2021 AGM to consider and approve the non-payment of





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an annual dividend payment from the Company's operating results during period 1 October– 31 December 2020 and to report the interim dividend payment from 1 January – 30 September 2020 to the AGM for acknowledgment.

The Board of Directors will propose the above to the AGM for further approval.

### 5. Approved the Remuneration for Directors for the year 2021

The Company provides fair and appropriate remuneration to each director of the Company based on market conditions, business competition, nature of business, operating results, the Company's financial standing as well as responsibilities, duties, and performance of each director and executive. The directors who have assigned to perform the duties of the Audit Committee will receive the remuneration for performing the Audit Committee or the Nomination Remuneration and Corporate Governance Committee duties at a certain rate. The remuneration for the directors, the Audit Committee, and the Nomination Remuneration and Corporate Governance Committee for the year 2021. There are no additional benefits or extra privileges further than the Director's remuneration for the year 2021. This is not related to the Directors, and Officers Liability Insurance (D&O) of the Company and its subsidiaries that regularly providing annually. Detail as follows:

- |   |                        |
|---|------------------------|
| <b>1) Annual remuneration:</b>  | THB 30,000 per person  |
| <b>2) Board of Directors Meeting Allowance:</b>   |                        |
| o Chairman of the Board   | THB 45,000 per meeting |
| o Director  | THB 30,000 per meeting |
| <b>3) Audit Committee Meeting Allowance:</b>  |                        |
| o Chairman of the Audit Committee   | THB 45,000 per meeting |
| o Audit Committee   | THB 30,000 per meeting |
| <b>4) Nomination Remuneration and Corporate Governance Meeting Allowance:</b>   |                        |
| o Chairman of the Nomination Remuneration and Corporate Governance Committee  | THB 18,000 per meeting |
| o Nomination and Remuneration and Corporate Governance Committee  | THB 12,000 per meeting |
| <b>5) Bonus considered from yearly performance</b>  |                        |
| o Not exceed Baht 500,000 (Distributed among the Board Members as considered by the Nomination and Remuneration Committee to reward the Board of Director's performance on Company Operating Result.) |                        |

The Board of Directors will propose to the AGM for further approval.

### 6. Approved the Annual Nominations of Auditor and Determination of their Remuneration

The auditors nominated from ANS Audit Company Limited to be the Company's Auditor for year 2021 include:

Name of Auditors	Certified Public Accountant No.	Auditing years for the Company during the past 7 years	
o Mr. Sathien Vongsnan	3495	(2 Year: 2019-2020)	and/or
o Mr. Atipong Atipongsalul	3500	-	and/or
o Mr. Vichai Ruchitanont	4054	-	and/or
o Ms. Kultida Pasurakul	5946	-	and/or
o Ms. Panita Chotesaengmaneeekul	9575	-	





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The nominated auditors do not have any relationship or conflict of interest with the Company, its subsidiaries, management, major shareholders or any related persons of the said parties.

Total audit fees of Golden Lime Public Company Limited only, excluding any audit of consolidated financial statements) amount to THB 1,640,000 (One Million Six hundred and forty thousand Baht). Total audit fees (scope Golden Lime Public Company Limited and its consolidated subsidiary companies) amount to THB 2,220,000 (Two Million Two hundred and twenty thousand Baht).

The audit fees above include compensation for auditing the annual financial statements, quarterly financial statements and the BOI certificate and for reviewing the reporting package according to the Carmeuse group audit instruction. Other expenses, such as travel expenses and document expenses, will be invoiced as incurred.

Whereas, if the listed auditors are unable to perform their duty from any obstructions in the proposed year, the Audit Firms able to consider and propose other auditors as deem appropriate and qualified to perform the duty instead of the listed auditor. The remuneration of the auditor shall be as proposed after the re-election of the auditor and approved by the Shareholders Meeting. The Company shall inform this in the next Shareholder Meeting further

The Board of Directors will propose the above to the AGM for further approval.

7. **Approved the date and agendas for the 2021 Annual General Meeting of Shareholders and confirm the record date used for determining the names of shareholders**

The 2021 Annual General Meeting of Shareholders is proposed to take place on Thursday April 8, 2021 at 2 p.m. at Bussarakam Ballroom, the Avani Atrium, Hotel, No. 1880 New Petchburi Road, Bangkok Huay Kwang, Bangkok 10310 Thailand.

The Company shall determine the list of shareholders eligible to attend the AGM by reference to those whose names are recorded in the share register book as of 10 March 2021 (Record Date).

**The agendas for the 2021 AGM are as follows:**

- Agenda 1** To consider and certify the Minutes of the 2020 Annual General Meeting of Shareholders (AGM 2020), held on 16 July 2020
- Agenda 2** To acknowledge the Company's 2020 operating results.
- Agenda 3** To consider and approve the audited Consolidated Financial Statements and Reports for the year ended 31 December 2020
- Agenda 4:** To acknowledge the interim dividend payment from 1 January – 30 September 2020 performance
- Agenda 5** To consider and approve the non-payment of annual dividend from the Company's operating results during period 1 October – 31 December 2020
- Agenda 6** To consider and approve the re-appointment of directors who completed their terms
- Agenda 7** To consider and approve the remuneration for directors
- Agenda 8** To consider and approve the annual nominations of auditors and determination of their remuneration
- Agenda 9** Others (if any)

Please kindly be informed accordingly.

Yours faithfully,





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Mr. Geza Emil Perlaki  
Managing Director

