

## Minutes of the 2019 Annual General Meeting of Shareholders

P.C.S. Machine Group Holding Public Company Limited

Venue: Lamtakong Hall 1 – 2, Kantary Hotel, Korat, No. 899/1, 899/2, Mittraphap Road, Nai Mueang Subdistrict, Mueang District, Nakhon Ratchasima Province 30000

Date and Time: Thursday, 4 April 2019 at 14.00 hrs.

Preliminary Proceedings:

Mrs. Ladawan Nantasri, the Meeting Facilitator (the “Facilitator”) greeted the shareholders and the attendees at the 2019 Annual General Meeting of Shareholders of P.C.S. Machine Group Holding Public Company Limited (the “Company”) and provided the information regarding the registered capital and shares of the Company as follows:

|                            |     |               |        |
|----------------------------|-----|---------------|--------|
| Registered capital         | THB | 1,525,000,000 |        |
| Paid-up registered capital | THB | 1,525,000,000 |        |
| Issued ordinary shares     |     | 1,525,000,000 | shares |
| Par value per share        | THB | 1             |        |

In this regard, 11 March, 2019 was scheduled as the date to determine the names of the shareholders entitled to attend the 2019 Annual General Meeting of Shareholders (Record Date).

The Facilitator informed the Meeting that there were 166 shareholders attending the Meeting in person and by proxy, holding 1,109,419,271 shares in aggregate, representing 72.7488 percent of the total number of issued shares of the Company. A quorum was thus constituted in accordance with Article 33 of the Articles of Association of the Company, which provides that the quorum of the Meeting shall comprise shareholders and proxies of no less than 25 persons or no less than one-half of the total number of shareholders, holding shares amounting to no less than one-third of the total of the issued shares of the Company in aggregate.

To ensure that the Meeting was conducted in compliance with good corporate governance principles with respect to voting in the Meeting, the Facilitator informed the Meeting of the procedures for voting and the counting of votes as follows:

1. For voting in the Meeting, a shareholder will have the number of votes equivalent to the number of shares he/she holds in the Company, whereby one share is equivalent to one vote.
2. The shareholders attending the Meeting in person, or the proxies appointed in the form prescribed by law, will cast their votes in accordance with the following procedures:
  - Before voting on each agenda item, the shareholders will sign their names on the ballots for the purposes of transparency in voting.

- With respect to voting on all agenda items, with the exception of Agenda Item 5: “To consider and approve the appointment of the new directors in place of the directors who are due to retire by rotation”, for which the procedure will be announced later, if no shareholder votes for disapproval or abstention, it shall be deemed that the total number of votes of approval or consent is equivalent to the total number of votes. If a shareholder votes for disapproval or abstention, he/she will mark his/her ballot and raise his or her hand to signify to the staff to collect the relevant ballot.
  - For the counting of votes, the Company will deduct the number of ballots with a vote of disapproval or abstention from the total number of votes. The remaining votes shall be considered as votes of approval. A shareholder who votes to approve each agenda item shall keep his/her ballot and return it to the Company's staff after the Meeting has been adjourned. In this regard, the voting in this Meeting shall be conducted openly, not by secret ballot, but all ballots will be collected for the purpose of transparency.
  - Any votes cast in the following manner shall be considered invalid:
    - 1) A ballot that is filled with more than one mark in the space provided;
    - 2) A ballot with a vote expressing a conflict of intent;
    - 3) A ballot with a vote that has been crossed out with no signature; and
    - 4) A ballot with a vote exceeding the number of votes to which the shareholder is entitled.

A shareholder who wishes to correct his/her vote on the ballot must cross out the existing vote on the ballot and affix his/her signature thereto.
3. If a shareholder has exercised his/her rights through Proxy Form B to assign another person to attend the Meeting, or granted a proxy to an independent director to vote on his/her behalf, and determined that the proxy shall vote in accordance with such shareholder's intention or the proxy's intention, the Company will count such vote in accordance with the intention of the shareholder or the proxy. In the case of a foreign shareholder who has appointed a custodian in Thailand to be a share depository, his or her vote may be separated, whether in approval, disapproval or abstention on each agenda item, with the number of votes to be separated equivalent to the number of shares he or she holds.
4. For the voting procedure for Agenda Item 5: “To consider and approve the appointment of the new directors in place of the directors who are due to retire by rotation”, the Company will propose that the Meeting considers the appointment of directors on an individual basis, provided that shareholders are requested to vote for approval, disapproval, or abstention. The staff will first collect the ballots from those who vote for disapproval or abstention for each appointment, and then afterwards collect the ballots from those who vote for approval.

5. Article 35 of the Company's Articles of Association provides that, "In an ordinary event, an agenda item shall be passed by the majority vote of the shareholders attending the Meeting and casting their votes, whereby one share is equivalent to one vote. In the case of a tied vote, the Chairman of the Meeting shall have an additional vote as a casting vote."

Therefore, in order to consider whether an agenda item is approved by a majority vote, only the votes of "approval" and "disapproval" of the shareholders who attend the Meeting and cast their votes will be counted. The votes of "abstention" will not be counted.

6. A shareholder who wishes to leave the Meeting before the Meeting has been adjourned or who is not present in the meeting room during any agenda item can exercise his/her right by submitting the voting ballot to the staff of the Company in advance before he/she leaves the meeting room.
7. The total number of votes of the shareholders cast on each agenda item might not be equivalent, as there will be shareholders and proxies entering the meeting room from time to time. Therefore, the number of persons attending the Meeting for each individual agenda item may change and not always be equivalent.

After the Meeting was informed of the procedures for voting and the counting of votes, the Facilitator informed the Meeting that during the vote counting, a representative from Weerawong, Chinnavat & Partners Ltd., Legal Advisor, Miss Chanisa Sajjaporameth, will act as a witness of the vote counting. Furthermore, before casting a vote on each agenda item, the shareholders attending the Meeting will be given an opportunity to raise questions relevant to that agenda item as appropriate. The shareholders or proxies wishing to raise questions are requested to state their names and surnames before asking questions or providing opinions on each occasion.

A shareholder who has any questions or wishes to provide his or her opinion on a manner that is unrelated to the agenda item under discussion is hereby requested to raise such question or provide his or her opinion in the agenda item regarding other matters at the end of the Meeting. Questions raised or opinions provided should be brief and not repetitive, in order that other shareholders will also be able to exercise their rights. The shareholders are requested to give their cooperation to ensure that the Meeting is conducted smoothly and within the specified timeframe.

The directors and advisors attending the Meeting were as follows:

**Directors in attendance:**

1. Mr. Chakramon Phasukavanich Chairman of the Board of Directors / Independent Director
2. Mr. Siriphong Rungrotkitiyot Vice Chairman of the Board of Directors / Acting Chief Executive Officer / Nomination and Remuneration Committee Member / Advisor to the Executive Committee
3. Mr. Pakhawat Kovithvathanaphong Independent Director / Chairman of the Audit Committee

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- |    |                            |   |
|----|----------------------------|---|
| 4. | Mr. Jukr Boon-long         | Independent Director / Audit Committee Member |
| 5. | Mrs. Wanna Raomanachai     | Director                                      |
| 6. | Mr. Angkrit Rungrotkitiyot | Director / Executive Committee Member         |
| 7. | Mr. Koonchorn Roumanachai  | Director / Executive Committee Member         |
| 8. | Mr. Phon-ek Rungrotkitiyot | Director                                      |

**Directors not in attendance:**

- |    |                           |   |
|----|---------------------------|---|
| 1. | Mr. Thibet Rungrotkitiyot | Director and Executive Committee Member |
|----|---------------------------|---|

**Auditors of KPMG Phoomchai Audit Ltd.:**

- |    |                          |
|----|--------------------------|
| 1. | Miss Suchitra Masena     |
| 2. | Miss Aree Korpinpaithoon |

**Legal Advisor of Weerawong, Chinnavat & Partners Ltd.:**

- |    |                                  |
|----|----------------------------------|
| 1. | Mr. Chanvit Prachayapipat        |
| 2. | Miss Thitawan Thanasombatpaisarn |

**Tax Advisor on Acceptance of Business Transfer from EY Office Company Limited:**

- |    |                        |
|----|------------------------|
| 1. | Mr. Kasem Kiatsayrikul |
|----|------------------------|

Mr. Chakramon Phasukavanich, Chairman of the Board, presided as the Chairman of the Meeting (the “Chairman”). The Chairman greeted the shareholders and attendees and declared the 2019 Annual General Meeting of Shareholders to be duly convened and conducted the Meeting according to the following agenda items:

**Agenda Item 1: To consider and certify the Minutes of the 2018 Annual General Meeting of Shareholders**

The Chairman delegated Miss Busara Buapuan, the Corporate Secretary, who acted as the Secretary of the Meeting (the “Secretary” or “Miss Busara”) to inform the Meeting of the details as follows:

The Secretary informed the Meeting that the Company had prepared the Minutes of the 2018 Annual General Meeting of Shareholders, convened on 27 April 2018. After due consideration, the Board of Directors deemed that the said Minutes had been accurately and completely prepared. In this regard, the Company had submitted a copy of the Minutes to the Stock Exchange of Thailand within 14 days from the date of the Meeting to be in compliance with the law, and also published such document on its website in order that the shareholders were able to acknowledge and verify its accuracy in a timely manner. There were no objections or requests for revisions by the shareholders. Therefore, the Secretary proposed that the Meeting certify the Minutes of the 2018 Annual General Meeting of Shareholders, convened on 27 April 2018. Accordingly, a copy of the Minutes of the 2018 Annual General Meeting of Shareholders is set out in Enclosure 1.

The Chairman gave the shareholders an opportunity to ask questions and express their opinions.

No shareholders asked any questions or expressed any opinions.

The Chairman proposed that the Meeting consider and certify the Minutes of the 2018 Annual General Meeting of Shareholders.

**Resolution:** After due consideration, the Meeting resolved to certify the Minutes of the 2018 Annual General Meeting of Shareholders, as proposed, in accordance with the following votes:

| Result                      | Number of Votes<br>(1 share = 1 vote) | Percentage of shareholders<br>attending the Meeting and<br>casting their votes |
|-----------------------------|---------------------------------------|--|
| Approved                    | 1,173,232,081                         | 100.0000   |
| Disapproved                 | 0                                     | 0.0000   |
| Abstained                   | 0                                     | -  |
| Voided ballots              | 0                                     | -  |
| A total of 173 shareholders | 1,173,232,081                         | 100.0000   |

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

**Agenda Item 2: To acknowledge the operational results of the Company for the year 2018**

The Chairman assigned Mr. Korawut Chiwaprecha, Chief Financial Officer (“Mr. Korawut”) to inform the Meeting of the operational results of the Company for the year 2018 as follows:

Mr. Korawut informed the Meeting that the operational results for the year 2018 are set out in the 2018 Annual Report in the form of QR Code as set out in the Registration Form, which has been delivered to all shareholders along with the notice calling this Meeting, and that the highlights of the operational results for the year 2018 can be summarised as follows:

The overall results of the automotive industry in Thailand for the year 2018, according to the information from the Automotive Industry Club of the Federation of Thai Industries, showed the production volume of all types of automotive at 2.17 million units, an increase of 9 percent compared to that of the year 2017; the automotive export volume of 1.14 million units; and the total automotive sales volume of 1.04 units, an increase of 19.5 percent compared to that of the year 2017. In this regard, the production volume of one ton pickup trucks, including single-cab pickup trucks and modified pickup trucks, amounted to 1.25 million units, an increase of 10.6 percent compared to that of the year 2017. In addition, the overall results of the automotive industry in Europe for the year 2018 showed the production volume of all types of automotive of 21 million units, a decrease from that of the year 2017 of 4.6 percent; the export volume stabilised, equivalent to that of the year 2017 while the domestic sales volume decreased by 16.7 percent compared to that of the year 2017.

The Company has a total of three subsidiaries in Thailand and six subsidiaries in Germany and Hungary. The operational results of the Company and its subsidiaries for the accounting year ending 31 December 2018 are detailed as follows:

The Company's operational results for the year 2018 showed the revenue derived from the total sales of THB 5,580 million, an increase of 42.1 percent compared to that of the year 2017, divided into the revenue derived from the international sales of THB 1,226 million, which was the first year of realization of sales following the Company's acquisition and investment in Germany and Hungary in 2018, and the revenue derived from the domestic sales of THB 4,354 million, an increase of 10.9 percent. If taking into account the sales proportion by subsidiaries, the majority of the sales of 52.7 percent was derived from P.C.S. Precision Works Co., Ltd (PCW), while 24.7 percent was from P.C.S. Die Casting Co., Ltd. (PCD), 13.5 percent was from P.C.S Precision Works Germany GmbH (PWG), 8.6 percent was from P.C.S Precision Works Hennef GmbH (PWH), and 0.4 percent was from P.C.S. Forging Co., Ltd. (PCF), divided into the sales of pickup trucks of 73.7 percent and of non-pickup trucks of 26.2 percent. In this regard, if taking into account the sales proportion by category, in 2018, the Company's sales volume from the sales of engine part products was 91.0 percent and the sales of other products was 9.0 percent, constituting the sales to OEM Suppliers Tier 1&2, and Mitsubishi, Ford/Mazda, Isuzu, Toyota, Nissan, Chevrolet, and Volkswagen, respectively.

With respect to the expenses in 2018, due to the fact that the Company had just made an overseas investment, it was necessary for the Company to conduct appropriate and effective internal restructuring, resulting in the relatively high expenses in the first year, of which the majority were the expenses in connection with foreign subsidiaries management of THB 195 million, mostly incurred from expenses with respect to the employees of THB 115 million and depreciation of office materials of THB 19 million. In addition, the Company incurred one-time expenses from foreign subsidiaries totalling THB 270 million, comprised legal advisor fees of THB 18 million and doubtful debts of THB 252 million, whereby the doubtful debts were

caused by the fact that the Company granted a long-term loan to other companies of THB 221 million, and trade receivables from overseas of THB 31 million. The expenses relating to doubtful accounts were only projected in terms of accounting value, the actual expenses have yet to be actually incurred. However, as the Company has exercised the highest level of prudence with regard to the accounting records, the one-time expense was therefore fixed at that amount. Nevertheless, the Company incurred the domestic expenses of THB 120 million, a decrease of 7.7 percent compared to that of the year 2017.

With respect to profit generating for the year 2018, the Company had the gross profit of THB 965 million, equivalent to 17.3 percent, a decrease of 2.3 percent compared to that of the year 2017, as a result of the expenses from the internal restructuring and management with respect to foreign subsidiaries in which the Company invested for the first year. In this regard, in 2018, the Company generated the net profit of THB 341 million, equivalent to the net profit rate of 6.1 percent, a decrease of 10.2 percent compared to that of the year 2017, as a result of the expenses in the business of foreign subsidiaries as aforesaid. However, taking into consideration merely the domestic net profit, the Company generated the net profit of THB 750 million, equivalent to the net profit rate of 17.2 percent, an increase of 0.9 percent compared to that of the year 2017, and the earnings before interest, taxes, depreciation and amortization (EBITDA) of THB 1,201 million, equivalent to the EBITDA per sales volume of 21.5 percent, a decrease of 7.0 percent compared to that of the year 2017.

With respect to the Financial Statements, since the Company has a policy not to incur a long-term debt, the debt to equity ratio was low, equivalent to only 0.11 times.

With respect to the Statement of Financial Position of the Company for the year 2018, the Company had assets of THB 5,587 million, liabilities of THB 548 million, and shareholders' equity of THB 5,039 million. With respect to the cash flow, the Company had the net cash flow of THB 1,498 million, whereby the cash flow from the operations accounted for THB 804 million. In 2018, the Company used the cash flow for the investment at the amount of THB 1,385 million and for financing at the amount of THB 414 million. The acquisition of the business and the investment overseas resulted in the total outstanding cash flow as at 31 December 2018 of THB 503 million.

With respect to the rooftop solar power generation project, which was the measure initiated by the vision of the Board of Directors and executives to reduce the Company's costs, the Company has commenced the solar power generation project at PCW at the capacity of 5 megawatts. In 2016, PCW had the capacity for the solar power generation of 4.20 million kWh, which could reduce the Co<sub>2</sub> emission of 2,065 tons. In 2017, PCW had the capacity for the solar power generation of 6.74 million kWh, which could reduce the Co<sub>2</sub> emissions of 3,556 tons. In this regard, in 2018, the Company commenced a project at the all-purpose parking lot of PCD and PCF covering an area of 24 rai in total at the capacity of 3 MW. Upon combining the two projects, the Company was capable of generating the solar power of 6.83 million kWh and reducing the Co<sub>2</sub> emissions by 3,842 tons per annum, with the reduction/replacement rate of solar power usage totalling 6.85 million kWh per annum, and it is expected that the cost of electric power would be reduced by THB 47.38 million per annum.

The highlights in 2018 were as follows:

- The Company received SET Awards 2018, which is an excellence award for the listed companies with respect to operational results from the Stock Exchange of Thailand.
- The Company was assessed as “Excellent” (5 logos) in the 2018 Corporate Governance Report, by the Thai Institute of Directors (IOD) with the Stock Exchange of Thailand.
- The Company was listed in the Thailand Sustainability Investment (THSI) of 2018 by the Stock Exchange of Thailand for the third consecutive year.
- The Company and its subsidiaries received the Award for Excellent Business Establishment in Labour Relations, on a national level, and the certification of the Narcotic Drugs Prevention and Suppression Measures in Business Establishments from the Department of Labour Protection and Welfare, Ministry of Labour for the third consecutive year (August 2018).

With respect to its corporate social responsibilities, the Company places importance on the participation in the development of communities and the society. In 2018, a variety of big and small activities in which the Company participated with all sectors of associations, and organisations for social progress and development were organised, as detailed in the 2018 Sustainability Report. For example:

- The engagement of locals, which creates employment opportunities in order to upgrade the quality of life of the people in the society and the communities surrounding the Company in line with the growth of the Company;
- The promotion of the project for personnel development into the industry with the cooperation with three colleges to arrange for dual vocational education for 78 students from the second generation and 76 students from the third generation;
- Participation in initiatives for the preservation of Thai traditions and cultural heritage with the local administrative authorities in Khok Kruat District, in particular, activities for the National Children’s Day;
- Donation of medical supplies, two ventilators with volume-controlled and pressure-controlled settings, totalling THB 700,000, to Maharat Nakhon Ratchasima Hospital;
- Participation in the “Tham Kwam Dee Duay Hua Jai (Do Good from the Heart)” initiative with the Thai Red Cross Society in Nakhon Ratchasima Province, which involved sharing food and beverages to the relatives of the patients waiting to receive medical services at Maharat Nakhon Ratchasima Hospital on a monthly basis; and
- In conjunction with the Thai Red Cross, organisation of a mobile blood donation centre for its employees for the fourth consecutive year in 2018, with the total volume of donated blood of over 156,400 cc.



- The Company has been constantly launching the activities against the corruption since 2016. The Company was granted the certification as a member of the Private Sector Collective Action Coalition Against Corruption (CAC) in 2017. In 2018, the Company provided its employees who held the chief positions and the department managers, as well as the new employees with the knowledge and understandings of anti-corruption through training programs.

The Chairman gave the shareholders an opportunity to ask questions and express their opinions.

The shareholders asked questions and expressed opinions which are summarised as follows:

Miss Busakorn Ngampasutadon, a shareholder attending the Meeting in person, inquired about the following:

(1) How will the overseas investment be beneficial to the Company and how can such investment help to expand the Company's business; and (2) since the sales volume of cars in Europe hardly grows, the shareholders would like to know whether the marketing for such overseas investment will be done in Thailand or abroad.

The Chairman explained that, with respect to the Company's growth, many aspects must be taken into account. The investment in Europe will drive the Company to expand its business abroad. In this regard, Germany is renowned for its automotive technology; therefore, the investment in Germany provides the Company and its personnel with a good opportunity for the acquisition of technological know-how and trends in the overseas automotive industry. Although the subsidiaries in Germany in which the Company invests were the companies with advanced technology; however, they were faced with financial issues. Therefore, the Company relies on its experience and expertise in business operations to assist such overseas subsidiaries while, along with its personnel, acquiring the technological know-how. In addition, the overseas investment increased the revenue for the Company. In this regard, the Board of Directors carefully considered and assessed the risks and was of the view that the overseas investment was necessary for the future growth and sustainable advancement of the Company, and also fosters expansion of automotive parts production with better technology. The investment in Europe has the main objectives to acquire the technological know-how for the purpose of marketing expansion in Thailand.

Miss Busakorn Ngampasutadon, a shareholder attending the Meeting in person, further asked, in the following three years, at approximately what percentage the Company projected the sales volume would be in Europe.

The Chairman explained that the Company anticipated that it will not sustain losses resulting from the investment in Europe since 2019. However, the main objectives of such investment are to acquire the technological know-how and to receive the works from Europe for the purpose of generating domestic revenue.

Miss Busakorn Ngampasutadon, a shareholder attending the Meeting in person, further inquired what the reasons were for the Company's increase in the net profit.

Mr. Korawut explained that the net profit had increased due to the Company's realization of the revenue derived from the overseas businesses since the second quarter of the year 2018. In 2018, the subsidiary in Hungary did not carry out any production due to the issue regarding Co<sub>2</sub> of Volkswagen. Nevertheless, in 2019, the subsidiary in Hungary would commence full capacity production. Therefore, the Company expects that that the revenue derived from the overseas subsidiaries may grow in significant proportion. In this regard, with respect to the domestic businesses, the Company shall maintain the profitability ratio, with measures to reduce the costs and expenses. However, with respect to the overseas businesses, the Company shall consider what issues the subsidiaries in Germany and Hungary are having and how the Company shall address such issues. In addition, the Company shall exercise its best endeavour not to sustain any losses.

Miss Busakorn Ngampasutadon, a shareholder attending the Meeting in person, further inquired what the reasons were which had caused the ratio of the gross profit to increase.

Mr. Angkrit explained that the ratio of the gross profit increased as a result of an increase in the Company's sales volume, together with the fact that the Company was able to reduce the costs of the production in the factory.

Mr. Somkiat Saleepattana, a shareholder attending the Meeting in person and by proxy, asked whether the loss ratio in overseas subsidiaries was incurred in Germany or Hungary.

Mr. Angkrit explained that the majority of the loss ratio in the overseas subsidiaries was incurred in Germany.

No shareholders asked any further questions or expressed any other opinions.

This agenda item was to report the operational results of the Company for the year 2018 to the Meeting, therefore, no voting was required.

**Agenda Item 3: To consider and approve the Statement of Financial Positions and the Comprehensive Income Statement of 2018 for the accounting period ending 31 December 2018**

The Chairman asked Mr. Korawut to inform the Meeting of the details with regard to this agenda item as follows:

Mr. Korawut informed the Meeting that Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) (the "PLC Act") provides that the Company shall prepare the audited balance sheet and profit and loss statements as at the end of the accounting period, and shall propose them to the shareholders meeting for its approval. The Company had prepared the Statement of Financial Positions and Comprehensive Income Statement of the year 2018 for the accounting period ending 31 December 2018, as shown in the 2018 Annual Report in the form of QR Code as set out in the Registration Form, delivered to

all shareholders along with the notice calling this Meeting. The Statement of Financial Positions and the Comprehensive Income Statement had been audited by the Certified Public Accountant from KPMG Phoomchai Audit Ltd., reviewed by the Audit Committee, and approved by the Board of Directors Meeting. The Certified Public Accountant was of the view that the financial statements correctly showed the operational results in accordance with the generally-accepted accounting standards, which are summarised as follows:

**Summary of Financial Statements for the year ending 31 December 2018**

| Item                                     | 2018           | 2017           | Change in % +/- | Ratio per 2018 Revenue | Ratio per 2017 Revenue |
|--|----------------|----------------|-----------------|------------------------|------------------------|
| <b>Revenue from sales and services</b>   | <b>5,586.0</b> | <b>3,927.5</b> | <b>42.2</b>     |                        |                        |
| - Domestic business                      | 4,354.4        | 3,927.5        | 10.9            |                        |                        |
| - International business                 | 1,231.6        | 0              | n.a.            |                        |                        |
| <b>Total revenue</b>                     | <b>5,698.9</b> | <b>3,984.4</b> | <b>43.0</b>     |                        |                        |
| <b>Sales costs</b>                       | <b>4,615.2</b> | <b>3,157.3</b> | <b>46.2</b>     | <b>82.6</b>            | <b>80.4</b>            |
| - Domestic business                      | 3,425.1        | 3,157.9        | 8.5             | 78.7                   | 80.4                   |
| - International business                 | 1,190.0        | 0              | n.a.            | 96.6                   | n.a.                   |
| <b>Gross profit</b>                      | <b>970.8</b>   | <b>770.2</b>   | <b>26.0</b>     | <b>17.4</b>            | <b>19.6</b>            |
| <b>Sales and administrative expenses</b> | <b>669.5</b>   | <b>175.1</b>   | <b>282.4</b>    | <b>12.0</b>            | <b>4.5</b>             |
| - Domestic business                      | 171.8          | 175.1          | (1.9)           | 3.9                    | 4.5                    |
| - International business                 | 277.7          | 0              | n.a.            | 22.5                   | n.a.                   |
| <b>Net profit for the year</b>           | <b>340.8</b>   | <b>641.5</b>   | <b>(46.9)</b>   | <b>6.1</b>             | <b>16.3</b>            |
| - Domestic business                      | 749.4          | 650.6          | 15.2            | 17.2                   | 16.6                   |
| - International business                 | (188.1)        | 0              | n.a.            | (15.2)                 | n.a.                   |
| - Allowance for doubtful accounts        | (220.5)        | 0              | n.a.            | (17.9)                 | n.a.                   |

(Unit: THB million)

The Chairman gave the shareholders an opportunity to ask questions and express their opinions.

The shareholders asked questions and expressed opinions which are summarised as follows:

Mr. Somkiat Saleepattana, a shareholder attending the Meeting in person and by proxy, noted that according to Item 5 of the Notes to Financial Statements, Page 139, the Company has entered into the Building Lease Agreement with a certain subsidiary and the Equipment Lease Agreement with a certain subsidiary, and asked whether or not such subsidiaries are the same company.

Miss Busara clarified that with regard to such agreements, the Company has leased the building and equipment from one subsidiary, i.e., PCW.

Mr. Nara Sripetch, a shareholder from the Thai Investors Association, noted that in the Financial Statement, Page 88, there was an allowance for doubtful accounts, and asked whether it would be possible for such doubtful accounts to be converted to cash to the Company, or in the case where the Company was to pay for such accounts, whether or not such amounts are to be paid in full.

Mr. Korawut clarified that the allowance for doubtful accounts amounting to EUR 6 million was fixed, for the Company has entered into an investment in Germany and granted a loan to a certain company in which the Company would be investing a total of EUR 12 million, and now that there is the possibility that the Company may not receive the loan repayment, as such company has been facing issues of liquidity and operation. The Company, therefore, discussed this matter with the auditor, and the auditor was of the view that the Company should fix the allowance for doubtful accounts at 50 percent of the amount or in this case EUR 6 million. In this regard, such loan has yet to be considered as a default in payment but it is the Company's practice to exercise the highest level of prudence with regard to the accounting record for this case. However, with respect to the loan, the company in Germany has placed its machinery as collateral, and in the case of any default in payment, the Company may enforce payment from the machinery.

No shareholders asked any further questions or expressed any other opinions.

The Chairman proposed that the Meeting consider and approve the Statement of Financial Positions and the Comprehensive Income Statement of 2018 for the accounting period ending 31 December 2018.

Resolution: After due consideration, the Meeting resolved to approve the Statement of Financial Positions and the Comprehensive Income Statement of 2018 for the accounting period ending 31 December 2018, as proposed, in accordance with the following votes:

| Result                      | Number of Votes<br>(1 share = 1 vote) | Percentage of shareholders<br>attending the Meeting and<br>casting their votes |
|-----------------------------|---------------------------------------|--|
| Approved                    | 1,173,252,081                         | 100.0000   |
| Disapproved                 | 0                                     | 0.0000   |
| Abstained                   | 0                                     | -  |
| Invalid ballots             | 0                                     | -  |
| A total of 174 shareholders | 1,173,252,081                         | 100.0000   |

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item 4: To consider and approve the allocation of the profits as a legal reserve and the dividend payment

The Chairman asked Mr. Korawut to inform the Meeting of the details with regard to this agenda item as follows:

Mr. Korawut informed the Meeting that the PLC Act and Articles 46 and 47 of the Company's Articles of Association provide that the payment of dividends shall be approved by the meeting of shareholders, and that no dividends shall be paid other than out of profits. If the Company still incurs an accumulated loss, no dividends shall be distributed. In addition, the Company must appropriate to a reserve fund, from the annual net profit, at least 5 percent of the annual net profit, less carried-forward accumulated loss (if any) until the reserve fund reaches an amount of no less than 10 percent of the registered capital.

The Company's dividend payment policy is to distribute dividends of no less than 50 percent of the net profit pursuant to the Separated Financial Statements of the Company after the deduction of taxes and legal reserves. In addition, in considering each distribution of dividends, the Company will take into consideration the relevant factors for the purposes of the best interests of the shareholders, e.g., operational results and financial position of the Company or investment plans, as the Board of Directors deems it appropriate or reasonable, and that the dividend payment must not significantly affect the ordinary course of business of the Company.

In 2018, the Company's profits recorded under the Separated Financial Statement were THB 349.44 million. The Board of Directors thus deemed it appropriate to propose that the Meeting consider and acknowledge the allocation of profits for the 2018 operational results as a legal reserve amounting THB 17,471,979, and the two interim dividend payments paid to the shareholders at the rate of THB 0.27 per share in total, totalling THB 411.75 million, equivalent to 124.03 percent of the net profit from the Separated Financial Statement after deduction of taxes and legal reserves, which is in accordance with the dividend policy. The details of the interim dividend payments are as follows:

- 1<sup>st</sup> Payment: The 2018 Annual General Meeting of Shareholders considered and approved the first interim dividend payment on 27 April 2018, at the rate of THB 0.17 per share, totalling THB 259.25 million, whereby such dividend payment was made on 18 May 2018.
- 2<sup>nd</sup> Payment: The Board of Directors resolved to approve the second interim dividend payment from the Company's operational results for the accounting period from 27 February 2018 to 10 August 2018 approved by the Board of Directors' meeting on 10 August 2018, at the rate of THB 0.10 per share, totalling THB 152.5 million, whereby such dividend payment was made on 7 September 2018.

In addition, the Board of Directors deemed it appropriate for the Company to distribute the interim dividend payment for the year 2019 for the operational results for the accounting period from 1 January 2019 to 22

February 2019 from the recognition of the dividend payment obtained from the subsidiaries on 22 February 2019 as revenue. After combining such recognised amount with the unappropriated retained earnings of the Company as at 31 December 2018, the Company's unappropriated retained earnings are approximately THB 632.22 million which is the amount that is sufficient to make a dividend payment. The Board of Directors thus deemed it appropriate to propose that the 2019 Annual General Meeting of Shareholders consider and approve the interim dividend payment for the year 2019 at the rate of THB 0.10 per share from the total of 1,525,000,000 shares of the Company, totalling not exceeding THB 152.5 million, equivalent to 33.69 percent of the net profit of the Company. The interim dividend payment is less than 50 percent according to the Company's dividend policy, for the Company has a plan to reserve the money for future investments after its internal restructuring.

In this regard, the Company scheduled 22 April 2019 as the date to record the names of the shareholders who are entitled to dividend payments (Record Date), and 3 May 2019 as the date for payment of the dividends.

The Chairman gave the shareholders an opportunity to ask questions and express their opinions.

No shareholders asked any questions or expressed any opinions.

The Chairman proposed that the Meeting consider and approve the allocation of profits as a legal reserve amounting to THB 17,471,979, and acknowledge the two interim dividend payments paid to the shareholders in 2018 at the rate of THB 0.27 per share in total, totalling THB 411.75 million, and approve the interim dividend payment for the year 2019 for the operational results for the accounting period from 1 January 2019 to 22 February 2019, at the rate of THB 0.10 per share, totalling not exceeding THB 152.5 million.

Resolution: After due consideration, the Meeting resolved to approve the allocation of profits as a legal reserve, acknowledge the two interim dividend payments in 2018 at the rate of THB 0.27 per share in total, and approve the interim dividend payment for the year 2019 at the rate of THB 0.10 per share, as proposed, in accordance with the following votes.

| Result                      | Number of Votes<br>(1 share = 1 vote) | Percentage of shareholders<br>attending the Meeting and<br>casting their votes |
|-----------------------------|---------------------------------------|--|
| Approved                    | 1,173,252,081                         | 100.0000   |
| Disapproved                 | 0                                     | 0.0000   |
| Abstained                   | 0                                     | -  |
| Invalid ballots             | 0                                     | -  |
| A total of 174 shareholders | 1,173,252,081                         | 100.0000   |

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item 5: To consider and approve the appointment of the new directors in place of the directors who are due to retire by rotation

The Chairman asked Mr. Pakhawat Kovithvanaphong (“Mr. Pakhawat”) to inform the Meeting of the details with regard to this agenda item as follows:

Mr. Pakhawat informed the Meeting that Section 71 of the PLC Act and Article 71 of the Company’s Articles of Association provide that, at every annual general meeting of shareholders, one-third of the directors shall retire. If the number of directors is not a multiple of three, the number closest to one-third shall retire. The directors retiring by rotation may be re-elected.

In addition, under Section 75 of the PLC Act and Article 21 of the Articles of Association, it is provided that, in the case of a vacancy of office due to reasons other than retiring by rotation, the Board of Directors shall nominate a person who is qualified and does not possess any prohibited characteristics under the law governing public limited companies and the law governing securities and exchange to hold office as a director for the following meeting of the Board of Directors, unless the remaining term of such director is less than two (2) months. In this regard, the term of the director who holds office in place of the one who resigns shall be equal to the remaining term of the latter.

In this 2019 Annual General Meeting of Shareholders, there were three directors who were due to retire by rotation and one director to be nominated for the shareholders’ approval of the appointment of the new director to fill the vacated office as follows:

1. Mr. Chakramon Phasukavanich Chairman of the Board and Independent Director
2. Mrs. Wanna Raomanachai Director
3. Mr. Angkrit Rungrotkitiyot Director
4. Mr. Rachai Wattanakasem Independent Director and Member of the Audit Committee (holding the position of independent director and member of the Audit Committee in place of Mrs. Srithai Hemsoraj who had resigned)

In this regard, the Company made an announcement on its website inviting the shareholders to nominate candidate(s) with qualifications required by the PLC Act, the laws governing securities and stock exchange, and the Company’s corporate governance principles, to be elected as the directors, from 29 November 2018 to 15 January 2019. After the given period expired, there were no shareholders who nominated any qualified candidate to be a director of the Company.

After due consideration, upon consideration of the Nomination and Remuneration Committee, has considered the qualifications, knowledge, and experience of the three directors who are due to retire by rotation in this 2019 Annual General Meeting of Shareholders in accordance with the policy, criteria, and procedures for nomination of directors as set out in Enclosure 3, the Board of Directors (by a resolution passed by a majority

vote and excluding the directors who were due to retire by rotation in this agenda item), was of the view that the three directors, i.e. Mr. Chakramon Phasukavanich, Mrs. Wanna Raomanachai, and Mr. Angkrit Rungrotkitiyot, are sufficiently knowledgeable, well-experienced, and specialised to benefit the Company in its operations. In addition, Mr. Chakramon Phasukavanich, who is nominated to hold the position of independent director, can express opinions independently and the Board of Directors deemed it appropriate to propose that the Meeting approve the reappointment of the three directors who were due to retire by rotation to hold office for another term.

In addition, as Mr. Rachai Wathanakasem is nominated to hold office as an independent director and a member of the Audit Committee in place of Mrs. Srithai Hemsoraj, who had resigned, Mr. Rachai Wathanakasem may hold office for the term equal to the remaining term of Mrs. Srithai Hemsoraj, which is less than two months. Therefore, the Company proposed that the Meeting consider and approve to appoint Mr. Rachai Wathanakasem to hold office as a director of the Company. In this regard, Mr. Rachai Wathanakasem is knowledgeable, well-experienced, and specialised to benefit the Company in its operations.

In this regard, the details of the profiles, educational background, and work experience of the directors who were due to retire by rotation and nominated for reappointment for another term are set out in Enclosure 2.

The Chairman gave the shareholders an opportunity to ask questions and express their opinions.

No shareholders asked any questions or expressed any opinions.

The Chairman proposed that the Meeting consider and approve the appointment of the new directors in place of the directors who are due to retire by rotation on an individual basis.

Resolution: After due consideration, the Meeting resolved to approve the appointment of the three directors who are due to retire by rotation, namely: (1) Mr. Chakramon Phasukavanich; (2) Mrs. Wanna Raomanachai; and (3) Mr. Angkrit Rungrotkitiyot, to hold office as directors for another term, and approve the appointment of a director to fill the vacant position, namely, Mr. Rachai Wathanakasem, in accordance with the following votes.

(1) Mr. Chakramon Phasukavanich

| Result                      | Number of Votes<br>(1 share = 1 vote) | Percentage of shareholders<br>attending the Meeting and<br>casting their votes |
|-----------------------------|---------------------------------------|--|
| Approved                    | 1,173,252,091                         | 100.0000   |
| Disapproved                 | 0                                     | 0.0000   |
| Abstained                   | 0                                     | -  |
| Invalid ballots             | 0                                     | -  |
| A total of 175 shareholders | 1,173,252,091                         | 100.0000   |



## (2) Mrs. Wanna Raomanachai

| Result                      | Number of Votes<br>(1 share = 1 vote) | Percentage of shareholders<br>attending the Meeting and<br>casting their votes |
|-----------------------------|---------------------------------------|--|
| Approved                    | 1,058,034,391                         | 90.1796  |
| Disapproved                 | 115,217,700                           | 9.8204   |
| Abstained                   | 0                                     | -  |
| Invalid ballots             | 0                                     | -  |
| A total of 175 shareholders | 1,173,252,091                         | 100.0000   |

## (3) Mr. Angkrit Rungrotkitiyot

| Result                      | Number of Votes<br>(1 share = 1 vote) | Percentage of shareholders<br>attending the Meeting and<br>casting their votes |
|-----------------------------|---------------------------------------|--|
| Approved                    | 1,173,252,091                         | 100.0000   |
| Disapproved                 | 0                                     | 0.0000   |
| Abstained                   | 0                                     | -  |
| Invalid ballots             | 0                                     | -  |
| A total of 175 shareholders | 1,173,252,091                         | 100.0000   |

## (4) Mr. Rachai Wathanakasem

| Result                      | Number of Votes<br>(1 share = 1 vote) | Percentage of shareholders<br>attending the Meeting and<br>casting their votes |
|-----------------------------|---------------------------------------|--|
| Approved                    | 1,173,252,091                         | 100.0000   |
| Disapproved                 | 0                                     | 0.0000   |
| Abstained                   | 0                                     | -  |
| Invalid ballots             | 0                                     | -  |
| A total of 175 shareholders | 1,173,252,091                         | 100.0000   |

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item 6: To consider and approve the fixing of the directors' remuneration for the year 2019

The Chairman informed the Meeting that as the fixing of the directors' remuneration required an approval from the shareholders meeting, the Nomination and Remuneration Committee has carefully considered such remuneration based on various factors, i.e., the operational results of the Company, and has compared the remuneration to other listed companies in the same industry and companies with similar size while taking into consideration the appropriate factors concerning the duties and responsibilities of the Company's directors. The Board of Directors considered and deemed it appropriate to propose that the shareholders' meeting consider and approve the directors' remuneration for the year 2019 at the amount of not exceeding THB 7 million, detailed as follows:

| Board of Directors /<br>Subcommittees   | Monthly remuneration<br>(THB) |                  | Meeting<br>allowance/meeting (THB) |                  | Directors' bonus/year<br>(THB)   |  |
|---|-------------------------------|------------------|------------------------------------|------------------|--|--|
|   | 2018                          | 2019             | 2018                               | 2019             | 2018   | 2019   |
| Board of Directors<br>- Chairman<br>- Directors                               | 25,000<br>17,500              | 25,000<br>17,500 | 40,000<br>30,000                   | 40,000<br>30,000 | Only for<br>the non-<br>executive<br>directors with<br>credit limit of<br>THB<br>2,000,000 | Only for<br>the non-<br>executive<br>directors with<br>credit limit of<br>THB<br>2,000,000 |
| Audit Committee<br>- Chairman<br>- Committee Members                          | -<br>-                        | -<br>-           | 37,500<br>25,000                   | 37,500<br>25,000 | -  | -  |
| Nomination and Remuneration<br>Committee<br>- Chairman<br>- Committee Members | -<br>-                        | -<br>-           | 37,500<br>25,000                   | 37,500<br>25,000 | -  | -  |
| Executive Committee<br>- Chairman<br>- Non-executive directors                | -<br>-                        | -<br>-           | 37,500<br>25,000                   | 37,500<br>25,000 | -  | -  |

- Other rights and benefits: None

The Chairman gave the shareholders an opportunity to ask questions and express their opinions.

No shareholders asked any questions or expressed any opinions.

The Chairman proposed that the Meeting consider and approve the fixing of the directors' remuneration for the year 2019.

Resolution: After due consideration, the Meeting resolved to approve the fixing of the directors' remuneration for the year 2019 at the amount of not exceeding THB 7 million, as proposed, in accordance with the following votes:

| Result                      | Number of Votes<br>(1 share = 1 vote) | Percentage of the votes of<br>shareholders present at the<br>Meeting |
|-----------------------------|---------------------------------------|--|
| Approved                    | 1,173,252,091                         | 100.0000   |
| Disapproved                 | 0                                     | 0.0000   |
| Abstained                   | 0                                     | 0.0000   |
| Invalid ballots             | 0                                     | 0.0000   |
| A total of 175 shareholders | 1,173,252,091                         | 100.0000   |

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders present at the Meeting.

**Agenda Item 7: To consider and approve the appointment of the auditors and the fixing of the audit fee for the year 2019**

The Chairman asked Mr. Pakhawat to inform the Meeting of the details with regard to this agenda item as follows:

Mr. Pakhawat informed the Meeting that, after the consideration of the appointment of the auditors for the year 2019, the Audit Committee proposed that the Board of Directors consider and propose to the shareholders meeting the appointment of EY Office Company Limited (“EY”) as the audit firm of the Company and the following auditors, namely:

1. Mr. Supachai Phanyawattano Certified Public Accountant No. 3930 of EY; and/or
2. Mr. Natthawut Santipet Certified Public Accountant No. 5730 of EY; and/or
3. Miss Krongkaew Limkittikul Certified Public Accountant No. 5874 of EY

as auditors of the Company. In this regard, any one of the auditors shall review and render opinions on the Company’s financial statements. The profiles and experience of each auditor are set out in Enclosure 4.

In addition, the audit fee for the year 2019 is determined at the amount of not exceeding THB 1,100,000, which has been decreased from that in 2018 (KPMG Auditor) by THB 160,000 as set out in the table as follows:

| Type of remuneration | Year 2019 (Current proposal) | Year 2018  |
|----------------------|------------------------------|--|
| Audit fee            | THB 1,100,000<br><br>-       | THB 1,260,000<br><br>(exclusive of the audit fee for asset acquisition transaction of the Company in Germany and Hungary in the amount of not exceeding THB 500,000) |
| Other expenses       | -                            | -  |

The proposed audit firm and its auditors are independent and have no relationships with or interests in the Company, its subsidiaries, its executives, its major shareholders, or the persons related to the aforementioned persons. In this regard, the appointment of auditors and the fixing of the audit fee have been approved by the Audit Committee and the Board of Directors. In addition, the auditors of the Company and those of the subsidiaries are the same.

The Chairman gave the shareholders an opportunity to ask questions and express their opinions.

No shareholders asked any questions or expressed any opinions.

The Chairman proposed that the Meeting consider and approve the appointment of the auditors and the fixing of the audit fee for the year 2019.

Resolution: After due consideration, the Meeting resolved to approve the appointment of the auditors and the fixing of the audit fee for the year 2019, as proposed, in accordance with the following votes:

| Result                      | Number of Votes<br>(1 share = 1 vote) | Percentage of shareholders attending the Meeting and casting their votes |
|-----------------------------|---------------------------------------|--|
| Approved                    | 1,173,252,091                         | 100.0000   |
| Disapproved                 | 0                                     | 0.0000   |
| Abstained                   | 0                                     | -  |
| Invalid ballots             | 0                                     | -  |
| A total of 175 shareholders | 1,173,252,091                         | 100.0000   |

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item 8: To consider and approve the amendment to the Articles of Association, Article 29 re: the meeting via electronic media, and Article 31 re: rights of the shareholders to request the calling of shareholders' meeting

The Chairman asked Mr. Korawut to inform the Meeting of the details with regard to this agenda item as follows:

Mr. Korawut informed the Meeting that the Notification of the Head of the National Council for Peace and Order No. 74/2557 Re: Meetings via Electronic Media, dated 27 June 2014 (the "Notification of NCPO") provides that any meeting required by law to be convened can, in addition to complying with the process provided in each law, be convened via electronic media. In addition, the instruction of the Department of Business Development, dated 23 September 2016 Re: Meetings via Electronic Media of the Registered Partnership, Limited Companies, Public Limited Companies, Trade Association, and Chamber Commerce, issued by virtue of the Notification of the National Council for Peace and Order No. 74/2557 Re: Meetings via Electronic Media, dated 27 June 2014 (the "Instruction of the Department of Business Development"), provides that in the case that a public limited company is desirous of convening a meeting via electronic media, a requirement regarding meetings via electronic media shall be provided in the articles of association of the public limited company.

Furthermore, the Order of the National Council for Peace and Order No. 21/2560 Re: Amendment to the Law to Facilitate the Business Operation, dated 4 April 2017 (the "Order of NCPO No. 21/2560") has repealed a provision under Section 100 of the PLC Act and replaced with a new provision which grants the shareholders the right to call an extraordinary general meeting of shareholders in the case that the Board of Directors fails to convene an extraordinary general meeting as requested by the shareholder.

In this regard, it is deemed appropriate to propose that the Meeting consider and approve the amendment to Articles 29 and 31 of the Articles of Association in order to be in line with the Notification of NCPO, the Instruction of the Department of Business Development, and the Order of NCPO No. 21/2560. The amended Articles shall read as follows:

| Existing Articles of Association  | Proposed Articles of Association   |
|---|--|
| <p><b>Article 29</b></p> <p>The Board of Directors shall hold a meeting at least every three (3) month at the province where the head office of the Company is located or nearby provinces or at other places. The determination of the date, time, and place shall be dependent on the discretion of the Chairman of the Board of Directors.</p> | <p><b>Article 29</b></p> <p>The Board of Directors shall hold a meeting at least every three (3) month at the province where the head office of the Company is located or nearby provinces or at other places. The determination of the date, time, and place shall be dependent on the discretion of the Chairman of the Board of Directors.</p> <p>At each meeting of the Board of Directors, the chairman of the meeting may allow the directors to</p> |

| Existing Articles of Association  | Proposed Articles of Association   |
|---|--|
|   | <p>attend the meeting and perform any action with respect to the meeting by means of teleconference, whereby at least the number of directors amounting to one-third (1/3) of the quorum shall be present at the same place and all the directors present at the meeting shall be in Thailand at the time of the meeting.</p> <p>The meeting conducted by means of teleconference under the first paragraph shall contain information security measures by recording the audio, or video and audio, as the case may be, of every director present at the meeting throughout the entire meeting, as well as retaining the computer traffic log created by such recording, and imposing a meeting control mechanism in accordance with the relevant laws.</p> <p>The attendance of directors by means of teleconference in accordance with the aforementioned methods and procedures shall be deemed legitimate and counted as a constitution of a quorum. Furthermore, such meetings of the Board of Directors conducted by means of teleconference bear the same effects as any meeting conducted in accordance with the means prescribed under the law and these Articles of Association.</p> |
| <p><b>Article 31</b></p> <p>The board of directors shall convene an annual general meeting of shareholders within four (4) months of the last day of each fiscal year of the Company.</p> <p>The shareholders meetings other than those specified above shall be called extraordinary general meetings of shareholders. The board of directors may call an extraordinary general meeting of shareholders at any time as it is deemed appropriate.</p> <p>Shareholders holding shares in aggregate of not less</p> | <p><b>Article 31</b></p> <p>The board of directors shall convene an annual general meeting of shareholders within four (4) months of the last day of each fiscal year of the Company.</p> <p>The shareholders meetings other than those specified above shall be called extraordinary general meetings of shareholders. The board of directors may call an extraordinary general meeting of shareholders at any time as it is deemed appropriate.</p> <p>The shareholder(s) holding shares in aggregate of</p>   |

| Existing Articles of Association  | Proposed Articles of Association   |
|---|--|
| <p>than one-fifth (1/5) of the total issued shares or not less than twenty-five (25) shareholders holding shares in aggregate of not less than one-tenth (1/10) of the total issued shares may jointly subscribe their names in a written notice requesting the board of directors to call an extraordinary meeting at any time, provided that the reasons for calling such meeting shall be clearly stated in the said notice. In this case, the board of directors shall proceed to call a shareholders' meeting to be held within one (1) month from the date of the receipt of such notice from the shareholders.</p> | <p>not less than <u>ten (10) percent</u> of the total issued shares may jointly subscribe their names in a written notice requesting the board of directors to call an extraordinary meeting at any time, provided that matters and reasons for calling such meeting shall be clearly stated in the said notice. In this such case, the board of directors shall convene a shareholders' meeting to be held within <u>forty-five (45)</u> days from the date of the receipt of such notice from the shareholders.</p> <p>In the case where the board of directors does not convene the meeting within the period specified under paragraph three, the shareholders who have subscribed their names or other shareholders holding shares in the required aggregate number may themselves call the meeting within forty-five (45) days from the end of the period under paragraph three. In this case, such shareholders' meeting shall be deemed to be called by the board of directors, and the Company shall be responsible for necessary expenses incurred in the course of convening such meeting and shall provide reasonable facilitation.</p> <p>In the case where, at a shareholders' meeting called by the shareholders under paragraph four, the number of shareholders attending the meeting does not constitute a quorum as prescribed in these Articles of Association, the shareholders under paragraph four shall jointly be responsible to and compensate the Company for the expenses incurred from convening of such meeting.</p> |

For the amendment of the Company's Articles of Association with the Department of Business Development, the Ministry of Commerce, the Board of Directors deemed it appropriate to propose that the shareholders meeting consider and approve the authorisation of the Board of Directors or persons delegated by the Board of Directors to undertake any act as necessary for the completion of relevant registration, as well as to amend and rectify the registration documents in the case where the registrar instructs and/or advises certain text in

such document be amended to be in accordance with the instruction of the registrar of public limited companies without substantially affecting the amendment of the Articles of Association.

The Chairman gave the shareholders an opportunity to ask questions and express their opinions.

No shareholders asked any questions or expressed any opinions.

The Chairman proposed that the Meeting consider and approve the amendment to Article 29 on meetings via electronic media, and Article 31 on rights of the shareholders to request the calling of shareholders meetings.

Resolution: After due consideration, the Meeting resolved to approve the amendment to Article 29 re: meetings via electronic media, and Article 31 re: rights of the shareholders to request the calling of shareholders meetings, as proposed, in accordance with the following votes.

| Result                      | Number of Votes<br>(1 share = 1 vote) | Percentage of the votes of<br>shareholders attending the<br>Meeting and being entitled to<br>vote |
|-----------------------------|---------------------------------------|---|
| Approved                    | 1,173,252,091                         | 100.0000  |
| Disapproved                 | 0                                     | 0.0000  |
| Abstained                   | 0                                     | 0.0000  |
| Invalid ballots             | 0                                     | 0.0000  |
| A total of 175 shareholders | 1,173,252,091                         | 100.0000  |

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and being entitled to vote.

**Agenda Item 9:** To consider and approve the entire business transfer of P.C.S. Precision Works Co., Ltd., P.C.S. Die Casting Co., Ltd., and P.C.S. Forging Co., Ltd., which are the Company's subsidiaries in Thailand, to the Company

The Chairman asked Mr. Angkrit Rungrotkitiyot, Director and Member of the Executive Committee ("Mr. Angkrit"), to inform the Meeting of the details with regard to this agenda item as follows:

Mr. Angkrit informed the Meeting that given that the current structure of the Company is a holding company which primarily generates revenue from the dividend payment from the subsidiaries, the structure of the group of the Company in such manner incurs certain limitations and expenses for the operation and utilization of the organization's resources. For example, the transfer of resources between affiliated business must be carried by means of trading, the goods which are continuously manufactured in the supply chain must be traded between businesses, the transfer of capital between the businesses must be carried out by means of loans and payment of interest, the privileges under the Investment Promotion Certificates are not fully exercised. In the interests of flexibility in the business operations, whether in terms of business and legal aspects, with respect to obtaining approval for undertaking any act from the Board of Directors and the shareholders and in



order to reduce the redundancy in the operations and unnecessary steps, particularly those incurred from related transactions of the companies in the group, with a view to reduce costs and to enable to conveniently share resources, the Company plans to be the sole operator of the businesses in Thailand by means of accepting the entire business transfer of P.C.S. Precision Works Co., Ltd., P.C.S. Die Casting Co., Ltd., and P.C.S. Forging Co., Ltd., being the subsidiaries of the Company in Thailand (collectively referred to as “Subsidiaries in the Group in Thailand”), in which the Company is the major shareholder holding the shares of 99.99 percent of their registered capital. Notwithstanding the foregoing, the Company will continue to hold shares in the subsidiaries abroad and there will be no business restructuring with respect to the subsidiaries abroad. The business transfer will instil the creditability and confidence to the trading partners and investors and the knowledgebase of the employees of each Subsidiaries in the Group in Thailand will be shared for the best interests of the business. In addition, if the Company accepts the entire business transfer in compliance with the principles and conditions prescribed by the Revenue Code, the Company will be granted tax exemptions, e.g. corporate income tax, value added tax, specific business tax, withholding tax, and stamp duties, etc.

Accordingly, in order that the Company will be able to operate the businesses within the business framework of the Subsidiaries in the Group in Thailand, the Board of Directors therefore deemed it appropriate to propose that the Meeting consider and approve the amendment of the objectives of the Company to read as follows:

“Clause 13. To engage in the business of trading of machinery, engines, devices, labour-saving devices, vehicles, power generators, water pumps, waste water treatment machines, garbage disposal machines, including the following businesses:

- 13.1 To engage in the manufacturing and distribution of steel forgings, aluminium forgings, molds, as well as fabrication or conversion of metal, metal products, engine parts, transmission systems, brake systems, suspension systems, metal parts for automobiles, and metal parts of electronics products, including cast aluminium parts, parts of metal products, automobile parts, and electronics metal parts;
- 13.2 To engage in the business relating to electricity produced from all types of renewable energy, i.e., solar energy, wind energy, energy from combustion, biomass, solid waste, and hydropower, etc;
- 13.3 To operate power plants, renewable energy plants, alternative energy plants in the interests and/or for the promotion of the objectives of the Company;
- 13.4 To engage in the hire of services relating to the design, construction, distribution, installation, control, system testing, and generation of electricity by all types of renewable energy, including machinery, and all types of equipment used in electricity generation by solar energy;

- 13.5 To provide services relating to the management of energy, that is, the design, construction, service, management, and maintenance of all types of renewable power plants;
- 13.6 To render services relating to provision of advice, research, and development of the electricity generation system for all types of renewable energy.

It is also deemed appropriate to amend Clause 3 of the Memorandum of Association to read as follows:

"Clause 3. The Company's objectives comprise 33 clauses as detailed in Form BorMorJor.002 attached."

In addition, for the purposes of amendment to the Company's objectives and the Memorandum of Association at the Department of Business Development, Ministry of Commerce, it is deemed appropriate for the Board of Directors or the person delegated by the Board of Directors to be authorised to undertake any act necessary for the completion of the relevant registration, including to amend and add the terms in the registration document in the case where the registrar instructs and/or advises certain text in such document be amended to be in accordance with the Registrar of the Public Limited Companies, without affecting the subject matter of the amendment to the objectives and the Memorandum of Association of the Company.

With respect to the business restructuring, the Company will accept the transfer of Investment Promotion Certificates from the Subsidiaries in the Group in Thailand. In this regard, the main process of the business restructuring of the Group is as follows:

- (1) Regarding the transfer of the Investment Promotion Certificates with respect to the businesses transferred from the Subsidiaries in the Group in Thailand to the Company, the Company and the Subsidiaries in the Group in Thailand will commence the preparation and submission of the relevant application before the date of the entire business transfer under the criteria and procedures provided by the Office of the Board of Investment of Thailand in order that the Investment Promotion Certificates are transferred to the Company as at the date of the entire business transfer or immediately after the date of the entire business transfer, in order to prevent the transfer of the Investment Promotion Certificates from affecting the exercise of any privilege under the Investment Promotion Certificates.
- (2) On the date of the entire business transfer, the Subsidiaries in the Group in Thailand shall transfer all assets, liabilities, rights, and duties relevant and necessary for the business operation for the Company based on fair market value as at the date of the entire business transfer, which is evaluated by an independent appraiser approved by the Securities and Exchange Commission. In this regard, the prices of the transfer and the acceptance shall be considered the purchase price of such assets in accordance with the conditions provided in the Revenue Code.
- (3) The Subsidiaries in the Group in Thailand will change the party or engage the novation under the relevant agreements, transfer any relevant permits (as the case may be) and register the transfer of

the assets, liabilities, and rights under the Company's name. In addition, the Subsidiaries in the Group in Thailand shall deliver to the Company the documents and assets to be transferred under the entire business transfer.

- (4) The Subsidiaries in the Group in Thailand shall transfer the staff and employees subject to the employment contracts of the Subsidiaries of the Group to the Company under the conditions of the relevant work rules and labour laws.
- (5) The Subsidiaries in the Group in Thailand shall register the dissolution and perform company liquidation in accordance with the process, period, and regulations specified by the law, which shall be made in the same accounting period of the entire business transfer transaction proceeding under the entire business transfer conditions provided in the Revenue Code in order to receive tax incentives for the entire business transfer.

In this regard, the Company expects that the transfer and transfer acceptance of the entire businesses will be completed within 2019.

The internal actions which the Company would carry out after the entire business transfer of the Subsidiaries in the Group in Thailand are as follows:

- (1) To select the tax advisor and legal advisor for the entire business transfer;
- (2) To prepare the accounting for the Company in two forms, e.g., before and after the business transfer;
- (3) To be inspected by the Revenue Department for the purposes of liquidation and winding up of the Subsidiaries in the Group in Thailand;
- (4) To improve the Enterprise Resource Planning (ERP) to justify the new organisational structure after the business transfer;
- (5) To transfer purchase agreements entered into with business partners and customers from the Subsidiaries in the Group in Thailand to the Company;
- (6) Other actions, e.g., transfer of social securities, provident funds from each government agency, requests for public utilities.

In addition, for the completion of the acceptance of the entire business transfer of the Subsidiaries in the Group in Thailand, the Board of Directors, therefore, deemed it appropriate to propose that the Meeting authorise the Board of Directors itself or the person delegated by the Board of Directors to negotiate, reach an agreement, specify, amend, make alterations to details and conditions, and undertake any act necessary for such acceptance of the entire business transfer, including acquisition of the transfer of the Investment Promotion Certificates, execution of agreements, memorandum of agreement, and other documents necessary for the coordination with the Government Agencies or relevant supervisory agencies, as well as

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undertake any act as necessary and appropriate in order to ensure the completion of the acceptance of the entire business transfer of the Subsidiaries in the Group in Thailand to the Company.

The Chairman further informed the Meeting that as this agenda item is related to the acceptance of the entire business transfer of the Subsidiaries in the Group in Thailand, which requires the amendment to the Company's objectives and Clause 3 of the Memorandum of Association in order for the Company to be able to fully operate the business transferred from the subsidiaries, the Meeting is required to pass the resolutions regarding the acceptance of the entire business transfer, and the amendment to the Company's objectives and Clause 3 of the Memorandum of Association.

The Chairman gave the shareholders an opportunity to ask questions and express their opinions.

The shareholders asked questions and expressed opinions which are summarised as follows:

Mr. Somkiat Saleepattana, a shareholder attending the Meeting in person and by proxy, asked if it is necessary for the Meeting to pass the resolutions for two matters. Why did the Company not correct the contents in the notice calling this Meeting?

The Chairman clarified that the notice calling this Meeting was already printed and the matters regarding the amendment to the objectives and Clause 3 of the Memorandum of Association are related to each other, therefore, it is deemed appropriate that the Meeting consider and approve the same at the same time. In this regard, the Chairman asked Miss Thitawan Thanasombatpaisarn, the legal advisor from Weerawong, Chinnavat & Partners Ltd. to inform the Meeting of the additional details with regard to this agenda item.

Miss Thitawan informed the Meeting that the amendment to the objectives and Clause 3 of the Memorandum of Association is related to and necessary for the entire business transfer from the subsidiaries to the Company, as it is to accommodate the operation of the businesses of which the Company will accept the transfer from the subsidiaries, and will complete the entire business transfer. If the Company was not to amend the objectives and Clause 3 of the Memorandum of Association, its business operation would be affected in the future.

Miss Busakorn Ngampasutadon, a shareholder attending the Meeting in person, asked about the pros and cons of the restructuring of the Company from being a holding company to operating company.

Mr. Angkrit clarified that the structure of a holding company creates complications in the business operation between the Company and its subsidiaries with respect to accounting, tax, human resources, and allocation of funds. The transactions between the Company and its subsidiaries require many necessary and complicated procedures on accounting and tax which are an inefficient use of resources. In addition, if any company wishes to use the machinery of another company, such other company has to sell the machinery to the first company first. In the case where a

subsidiary wishes to use the funds or financial resources of the Company, a subsidiary is required to request a loan from the Company, resulting in a loan agreement, payment of interest, and many expenses to be incurred. The acceptance of the entire business transfer from the subsidiaries to the Company would eliminate barriers regarding the use of resources between the Company and the subsidiaries which is beneficial to the Company. Furthermore, after the Company accepts the entire business transfer from the subsidiaries, the Company would be able to fully exercise privileges under the Investment Promotion Certificates resulting in the best interests of the shareholders.

Miss Supattra Sittichai, a shareholder attending the Meeting in person, asked what are the remaining period for the Investment Promotion Certificate of each company.

Miss Isaraporn Yamtung, General Accounting Manager of the Company, clarified that there are three companies which have been granted the Investment Promotion Certificate, and the remaining period for such companies are one and three years.

Mr. Siriphong Rungrotkitiyot, Vice Chairman of the Board of Directors, Acting Chief Executive Officer, Nomination and Remuneration Committee Member, and Advisor to the Executive Committee (“Mr. Siriphong”), further clarified that the benefits to the shareholders after the entire business transfer are: (1) tax privileges from the investment promotion, for the shareholders to be granted exemptions on dividend tax; (2) reduction of expenses incurred from the transactions between the Company and subsidiaries, e.g., loans, uses of resources, such as machinery.

Miss Busakorn Ngampasutadon, a shareholder attending the Meeting in person, asked the following two questions: (1) when the Company listed itself on the Stock Exchange, the Company chose for its business to be operated as a holding company, why does the Company wish to change the business operation to an operating company now; and (2) what expenses will be incurred in this acceptance of the entire business transfer.

The Chairman clarified that at the time the Company was listed on the Stock Exchange, the Company was of the view that the structure as a holding company was convenient. However, later, after it had operated the business, the Company realized that the structure as a holding company is complicated and complex, causing difficulties in the business operation between the Company and its subsidiaries. Now that the Company is aiming to achieve universality, the Board of Directors therefore deemed it appropriate for the Company’s business to be restructured to improve its efficiency and readiness to expand the business to an international level.

Mr. Korawut added that if the Company accepts the entire business transfer pursuant to the Revenue Code, the Company will be granted exemptions on taxes relating the transfer acceptance, with the exception of the transfer fee of two percent of the transfer value which is subject to the consideration of the Treasury Department, as well as advisor fee and appraisal fee. In this regard, the Company anticipated that the expenses incurred with regard to the entire business transfer would not exceed THB 5 million.

Mr. Nara Sripetch, a proxy, commented that it is understood that the acceptance of business transfer is to accept both assets and liabilities of the subsidiaries by the Company, therefore, the Company should prepare a pro forma financial statement for the purposes of shareholders' consideration, so that the shareholders are able to foresee the generality of the organisation after the transfer acceptance. In addition, he asked whether, after the completion of the acceptance of business transfer, the Company's name would be changed.

The Chairman clarified that after the business restructuring, the Company may consider a change of name.

In addition, the Chairman asked Miss Teeranuch Ngamlertkul, the Accounting Advisor of the Company, to clarify the details on the financial statements to the shareholders.

Miss Teeranuch clarified that with respect to the financial statements, as the Company will accept the transfer of assets and liabilities from its subsidiaries in Thailand, the separated financial statements of the Company which only recorded the operational results of the Company would be changed to look like the past consolidated financial statements which recoded the operational results of the subsidiaries in Thailand but were still in the form of separated financial statements. However, as the Company still has subsidiaries overseas, there will still be consolidated financial statements which include the operational results of the Company in Thailand after the entire business transfer, and the operational results of the subsidiaries overseas. In summary, the Company will have both consolidated financial statements and separate financial statements.

With respect to accounting, the accounting principle on the common control business combinations would be applied. The financial statement brought forward is based on the existing book value. In this regard, as there will be differences between the net book value of the assets of the subsidiaries as at the date of the business transfer and the fair value of the assets as at the date of the business transfer, such differences will be recorded under the shareholders' equity separately under the entry: excess from common control business combination, which will not affect the profits and losses under the financial statements of the Company.

Miss Busakorn Ngampasutadon, a shareholder attending the Meeting in person, further asked how much expenses would the acceptance of business transfer save.

The Chairman clarified that currently the Company has set up plans to proceed after the business transfer. In any case, it is too soon for the Company to estimate the definite expenses. After thorough consideration, the Board of Directors is confident that the acceptance of business transfer will definitely result in a decrease in expenses and increase in profits.

Miss Supattra Sittichai, a shareholder attending the Meeting in person, asked whether or not the Company has a risk management policy.

The Chairman clarified that all directors in the Board of Directors take into consideration the risks as a major factor in the operation of the Company, and that the Board of Directors has a good understanding of risk management.

No shareholders asked any further questions or expressed any other opinions.

The Chairman proposed that the Meeting consider and approve the entire business transfer of P.C.S. Precision Works Co., Ltd., P.C.S. Die Casting Co., Ltd., and P.C.S. Forging Co., Ltd., which are the subsidiaries of the Company in Thailand, to the Company as part of the internal restructuring of the Group, constituting the acceptance of transfer of the business of other private companies subject to Section 107(2)(b) of the PLC Act, including the amendment to the objectives of the Company and the amendment to Clause 3. of the Memorandum of Association in order to fully facilitate operation of businesses of which will be accepted from the entire business transfer. In addition, the Chairman proposed that the Meeting consider and approve the authorisation of the Board of Directors or the person delegated by the Board of Directors to undertake any act necessary for the entire business transfer.

Resolution: After due consideration, the Meeting resolved to approve the entire business transfer of P.C.S. Precision Works Co., Ltd., P.C.S. Die Casting Co., Ltd., and P.C.S. Forging Co., Ltd., which are the subsidiaries of the Company in Thailand, to the Company as part of the internal restructuring of the Group, constituting the acceptance of transfer of the business of other private companies subject to Section 107(2)(b) of the PLC Act, including the amendment to the objectives of the Company and the amendment to Clause 3. of the Memorandum of Association in order to fully facilitate operation of businesses of which will be accepted from the entire business transfer. In addition, the Chairman proposed that the Meeting consider and approve the authorisation of the Board of Directors or the person delegated by the Board of Directors to undertake any act necessary for the entire business transfer, as proposed, in accordance with the following votes:

| Result                      | Number of Votes<br>(1 share = 1 vote) | Percentage of the votes of<br>shareholders attending the<br>Meeting and being entitled to<br>vote |
|-----------------------------|---------------------------------------|---|
| Approved                    | 1,173,252,091                         | 100.0000  |
| Disapproved                 | 0                                     | 0.0000  |
| Abstained                   | 0                                     | 0.0000  |
| Invalid ballots             | 0                                     | 0.0000  |
| A total of 175 shareholders | 1,173,252,091                         | 100.0000  |

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and being entitled to vote.

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**Agenda Item 10: Other matters (if any)**

The Chairman informed the Meeting that the Board of Directors deemed it appropriate to give the shareholders the opportunity to propose any matters other than those indicated in the notice calling the Meeting. The proposition of other matters shall be subject to the criteria and procedures as prescribed by law. In this regard, the Chairman asked whether or not any shareholder had any matter to propose other than the original agenda items.

No shareholders proposed any other matters.

Mr. Angkrit additionally informed the Meeting of the situation of vehicle manufacturing and business operation of the Company, which can be summarised as follows:

In 2018, Thailand was ranked the world's 13<sup>th</sup> largest automobile maker, representing 2.6 percent of the total production, and was ranked the world's 5<sup>th</sup> largest maker of commercial vehicles, representing 7.3 percent of the total production, and the world 17<sup>th</sup> largest automobile maker of passenger vehicles, representing 1.3 percent of the total production.

In terms of comparison among the Southeast Asian countries or ASEAN countries, Thailand is the largest automobile maker, representing 53.6 percent of the total production and the largest automobile maker for commercial vehicles, representing 80 percent of the total production and the 2<sup>nd</sup> largest automobile maker for passenger vehicles, representing 43.4 percent of the total production.

According to the information from various research institutions, e.g., Kasikorn Research Center of Kasikorn Bank or the Federation of Thai Industries, in 2019 Thailand has set the target for the total automobile production of 2.15 million units, a decrease by approximately 20,000 units. The automobile export target of this year is expected to be of approximately 1.15 million units and the target for domestic sales is approximately 1 million units. In short, the domestic sales and production of vehicles should be stable.

The outlook for electric vehicles (EVs) in various countries this year remain basically unchanged. In 2025, the sale of conventional combustion vehicles and diesel vehicles will not be allowed in Norway and the Netherlands. In addition, by 2030, only electric vehicles will be made in Germany. While China attempts to reduce the distribution of automobiles that cause high pollution, the United States will cancel the distribution of the automobiles using conventional combustion engines in California. In addition, India will attempt to entirely distribute only EVs and hybrid EVs. Likewise, Scotland will shut down all factories that produce conventional combustion engines and diesel engines by 2050; Germany is targeting the reduction of CO<sub>2</sub> emissions by 90 percent from the current rate; Sweden will attempt to become carbon-neutral; while the United States is targeting the reduction of CO<sub>2</sub> emissions by, at a minimum, 80 percent from the CO<sub>2</sub> emission rate as at 1990.



In addition, automobile manufacturers in several countries target the production of EVs. For instance, in 2025, before the laws governing EVs were enforced in Germany and France, the major automobile manufacturers would be Volkswagen, GM, and other European makers; while in Japan, the minor maker would be Subaru and the major maker would be Toyota, which will engage in its entirety in the EV business in 2030. In this regard, the trend in the production of hybrid EVs is in the European automobile market.

According to the projection by the International Energy Association (IEA), in 2020, the sales volume of the Battery Electric Vehicles (BEV) and of the Plug-in Hybrid Vehicles (PHEV) will be approximately 2 million units. However, a leap is projected to 2025 onwards to approximately 5 million units and, in 2030, which is the first year of the European countries and developed countries in which the laws governing gas emissions and EVs will have been promulgated, to approximately 10 million units.

The distribution ratio of the EVs from this year to 2025 will not significantly change. In this regard, a clear change will be seen in 2030 as the European countries and developed countries will have promulgated the laws governing gas emission and EVs in a concrete manner.

With respect to the business of the companies in Thailand in 2019, with reference to the information that the Company notified via the Stock Exchange of Thailand in early 2017 regarding the fact that the Company had been assigned a new project of automobile parts production by a customer, currently, the development of the products is complete and the automobile parts are currently being under production, totalling 16 items, i.e., 2 items of EV parts which indicates that the Company is ready and efficient in accommodating the technology for EV production in the future; 7 items of pickup truck parts, 3 items of passenger car parts, and 4 items of non-automobile spare parts. In this regard, the timeline for the project is 4 – 6 years, with a total value of THB 4.7 billion, of which the handover of such parts is scheduled to commence in 2019.

With respect to the business of the overseas companies in 2019, as the Company is successful in negotiating with the customers in Germany and Hungary, the Company has been assigned of a new project of automobile parts production of 20 items. The project is delegated to the factories in Germany, i.e., P.C.S. Precision Works Germany GmbH (PWG), which will produce 3 items of passenger car parts; and P.C.S. Precision Works Hennef GmbH (PWH), which will produce 6 items of fixtures and 10 items of passenger car parts. In this regard, this is the first year that the Company commenced production in Hungary after the acquisition of the business. Therefore, P.C.S. Precision Works Kft. (PWK) has 1 item of passenger car parts to produce, which is a large-scale work sold by the Company to Volkswagen for the first time. In this regard, the Company is confident that it will be able to firmly create financial stability for the Company's factories and businesses. The total value of the project is THB 1,246 million. In addition, the customer base of the companies in Germany and Hungary is different from that in Thailand; the Company is, therefore, confident that it will be able to create the financial stability for the overseas businesses.

Furthermore, due to the fact that the Company has the opportunity to produce automobile parts for Germany, which owns the technology, before transferring the same back to Thailand and to the Asian region, the Company will be the first maker with the right to continue the sale of the products. In addition, if the Company is able to create investment coherence between the two regions, the Company's capital structure will improve, along with the Company's efficiency in profit generating in the future.

From the point of view in which the Company's businesses are of conventional combustion engines and pickup trucks, the Company is of the view that until 2025 or 2030, during which the major makers in Europe will switch their automobile production to EVs, BEV, or hybrid EVs, the automobiles with conventional combustion engines, of which the major makers in Europe will no longer be able to produce but will be required to sell, will face an issue regarding the place of production. In this regard, the Company is of the view that the production technology of conventional combustion engines will be centralized in Thailand since a number of automobiles with conventional combustion engines are produced therein, which will prolong the trade in pickup trucks for a period of time. In this regard, the Company will be able to continue to derive benefits from the foregoing business until the switching to hybrid EVs in the future, which may occur during 2040 to 2050.

With respect to the EVs, the Company is commencing the handover of BEV in 2 parts. Preliminarily, a sales volume is projected in late 2019, which will start to increase from 2020 onwards. In addition, the Company targets increasing the ratio of sales volume of the non-pickup business, non-auto business, non-engine business, and non-Japanese business. In this regard, thanks to the Company's asset acquisition for the purpose of business operation in Germany, the Company has attained two goals as follows: an increase in the ratio of non-pickup products, based on the fact that, in Germany, passenger cars are the most commonly used; and the Company has attained the goal of the non-Japanese customer base, based on the fact that, previously, the Company's customer base was entirely European-branded automobile makers. Thereafter, the Company will proceed to attain the two remaining goals which are the non-auto business and the non-engine business.

The Chairman gave the shareholders an opportunity to ask questions and express their opinions.

The shareholders asked questions and expressed opinions which are summarised as follows:

Miss Suwannee Chiansirikraiut, a shareholder attending the Meeting in person, asked what is the currency of the payment to be received from the new project with the value of THB 4.7 billion from the customer in Thailand.

Mr. Angkrit clarified that for the businesses in Thailand, the payment will be made in Thai Baht, and for the businesses in Germany and Hungary, the payment will be made in Euros or US Dollars.

No shareholders asked any questions or expressed any opinions.



The Chairman thanked the shareholders, proxies, and all other person for their attendance in the Meeting, and thanked the shareholders for their suggestions and comments which are beneficial to the Company. The Board of Directors and the Management will take all opinions and comments into consideration and apply them for the purposes of the Company's growth and improved operational results. The Chairman then declared the Meeting adjourned.

The Meeting was adjourned at 16.45 hrs.

A handwritten signature in Thai script, which reads "ชक्रमณ ฟูสกุลนิช".

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Mr. Chakramon Phasukavanich

Chairman of the Meeting