

AGM 001/2019

30th March 2019

**Subject :** Invitation to the Annual General Meeting of Shareholders No.1/2019

**To :** Shareholders of Prinsiri Public Company Limited

- Attachments:**
1. Annual Report for 2018 CD format.
  2. The annual financial statements 2018.
  3. List of Auditors and detailed of Audit fee.
  4. The proposed dividend payment compared to net profit. And comparison of the dividends.
  5. Profiles of nominated candidates to be elected as new directors and profile of directors who are retiring by rotation.
  6. Remuneration
  7. Proxy and details of the proposed independent directors as proxies of the Shareholders.
  8. Regulations of the Prinsiri Limited (PCL) related to the Annual General Meeting.
  9. Registration Terms and evidence required to attend a meeting of shareholders.
  10. Map of the Location of the meeting 2019.

The Board of Directors of Prinsiri Public Company Limited No.1/2019 held on 26<sup>th</sup> February 2019 has approved the calling of the 2019 Annual General Meeting of Shareholders will be held on 22<sup>nd</sup> April 2019 registration at 12.00 hours and start the meeting at 14.00 hours at Cattleya room 1 , Rama Gardens Hotel. 9/9 Vipawadee Rangsit Road, Bangkhen, Laksi, Bangkok, to consider the following items on the agenda as follow:

**Agenda Item 1** To acknowledge of the operating results of the Company for the year 2018  
**Fact and Rationale:** To report the results of operations of the Company. For the financial year ended 31<sup>st</sup> December 2018 and the Annual report of 2018 to shareholders for acknowledgment as shown in Attachment 1.

**Board of Director's opinion:** The Committee considers it appropriate to propose to the Annual General Meeting. To acknowledge the performance of the Company. For the year ended 31<sup>st</sup> December 2018 and approved the Annual report of 2018.

**Agenda Item 2**

To consider and approve the financial statements for the year 2018

**Fact and Rationale**

The Company's Financial statements for the year 2018 and the report of the auditor. Appear in the Annual Report in 2018 which was audited and certified by the auditor, and has been reviewed by the Company's Audit Committee

**Audit Committee's opinion:** The Audit Committee meetings and consider the Company's financial statements for the fiscal year 2018 together with the Certified Public Accountant believes that the Company's financial statements for the fiscal year 2018 that are correct and required by financial reporting standards.

**Board of Director's opinion:** The Committee considers it appropriate to propose to the Annual General Meeting of shareholders for consideration and approve the Company's financial statements for the year ended 31<sup>st</sup> December 2018 were audited by a Certified Public Accountant. And approved by the Audit Committee. as shown in Attachment 2.

**Agenda Item 3**

To consider and approve the appointment of auditors for the financial year ended 31<sup>st</sup> December 2019 and Audit Fee for the year 2019

**Fact and Rationale**

The meeting considers appointing the auditor and determining the auditors of the Company for the year 2019 as 1992 section 120 and Regulations of section no.58

**Audit Committee's opinion:**The Audit Committee has considered the selection of the auditor and the remuneration of the auditors. And has provided comments to the Board for propose the Board for approval Mr. Nopparok Pissanuwong, C.P.A No. 7764 or Ms.Somjintana Pholhirunrat, C.P.A No. 5599 or Miss Supaporn Mungchit, C.P.A No. 8125 of DIA International Auditing Company Limited as auditors for the year 2019. And approve the audit fee's not exceeding 3,370,000 baht. For the auditor of Prinsiri Public Company Limited (the Company) and its subsidiaries for the year 2019, an increase of 4.01 percent over the past fiscal year. Including income and the value of the assets of the Company and its subsidiaries have increased and the number of transactions has increased that affect the time to check the increase.

**Board of Director's opinion:** According to comply with the Companies Act which requires that the Annual General Meeting need to appoint an auditor and fix the auditor of the company

every year. And with the offering of the Audit Committee, the Board of Directors has determined and proposed to the Annual General Meeting for consideration. And approve the appointment of the auditors of the DIA International Auditing Company Limited, under the following names as Auditors of the Company for the year 2019.

- |                                 |                |
|---------------------------------|----------------|
| 1. Mr. Nopparoek Pissanuwong    | C.P.A No. 7764 |
| 2. Miss Somjintana Pholhirunrat | C.P.A No. 5599 |
| 3. Miss Supaporn Mungchit       | C.P.A No. 8125 |

By giving the Auditor, by each one to have an empowered to audit and express an opinion on the financial statements of the Company. And consolidating the audit fee for the year 2019 in the amount of 3,370,000 baht **as shown in Attachment 3**

Auditors are nominating it. Auditors as the same auditors of the subsidiaries by the nomination of the auditors do not have relationship or interest in the company/ subsidiaries/ executives/ major shareholders. Or a person related to such person in any way.

By this, Mr.Nopparoek Pissanuwong or Ms.Somjintana Pholhirunrat or Ms.Supaporn Mangchit is the auditor of 7 subsidiaries of the company which is Prinsiri Oxygen 2017 Co.,Ltd. , Prin Venture Co.,Ltd. , Prinsiri Ozono Co.,Ltd., Plearnary Mall Co.,Ltd., Prin Energy Co.,Ltd., Plearn Land co.,Ltd. and Eatery Co.,Ltd. Which the Audit Fees of Company and its subsidiaries are 8 companies. Amount of 3,370,000 baht for the non-audit fee in the fiscal year, the Company and its subsidiaries did not receive any other company service from the Audit's company of the auditors. Parties related to the auditors and the audit office as the Auditors working.

Incidentally, in 2018 the company auditor DIA International Audit Company Limited charged for a fee of 3,240,000 baht, in 2019 the audit fee's increased from the year 2018, about 4.01 percent which the board of the committee considered that it's appropriated and compatible with the company's business due to the number of transactions of the company and the subsidiaries has increased. It takes time to check the increase as well.

Remuneration of Auditors	Year 2019 (Baht)	Year 2018 (Baht)
The Company's auditors	2,010,000	2,010,000
The Subsidiaries' auditors	1,360,000	1,230,000
Other services	None	None
<b>Total amount of the auditors' remuneration</b>	<b>3,370,000</b>	<b>3,240,000</b>

**Agenda Item 4**

To consider and approve the appropriation as a legal reserve and approve the dividend payment for the fiscal year 2018

**Fact and Rationale**

Under Section 116 of the Public companies Act 2535 and Articles of Association, Article 57 stipulates that the company must allocate the annual net profits to a reserve fund. It is no less than 5 percent of its net income after deducting accumulated deficit brought forward (if any) until the reserve is not less than 10 percent of the share capital.

The accompanying financial statements for the period ended 31<sup>st</sup> December 2018 which have been audited, it turns out that the consolidated net profit for the year was 239,317,731.75 baht and the company's dividend policy, respectively 40 percent of net profit after tax, and legal reserve.

**Board of Director's opinion** The Committee considered the comments as below:

1) Company's legal reserve and regulations of the company fully 10 percent of the registered total 127,604,940.10 baht so without further more appropriation.

2) The company's net profit was 239,317,731.75 baht according to dividend policy. No more than 40 percent of the net profit after tax and legal reserved the dividend which is based on the business plan and financial plan of the company.

The Committee, therefore, recommends the Meeting of Shareholders to acknowledge the interim dividend payment for the first half of the fiscal year 2018 (January 1- June 30, 2018) had been paid amounting of baht 0.04 per share on 7<sup>h</sup> September 2018. Totalling not exceeding Baht 48,800,470.20. Due to the company paid an interim dividend in 2018. Thus, for the retained earning totaling 190,517,261.55 baht, the company will keep it as working capital for the company later. The shareholders meeting see as appropriate to approve refrain of a dividend payment from the company's implementation in the second half of the year (July 1 - December 31, 2018)

The dividend payment from the net profit of 2018 in total 48,800,470.20 baht or 20.39 percent of the net profit, according to the dividend policy of the company is scheduled as shown in Attachment 4.

Agenda Item 5

To consider and approve the appointment of directors to replace those who will retire by rotation.

Fact and Rationale

Under Section 71 of the Public Companies Act 2535 and the Company's articles Association clause 22, requires that in each Annual General Meeting, the resignation must be at a rate of 1 in 3. If the number is divided into three parts do not match, the nearest number to one-third of the directors retire by rotation might be selected for re-election.

This year, the directors are as following expiration of the term of three persons to vacate effect on the date of the Annual General Meeting of Shareholders No. 1/2019.

- |                                       |                      |
|---------------------------------------|----------------------|
| 1. Prof.Dr.Warapatr Todhanakasem      | Proposed as Director |
| 2. Assoc.Prof. Anchalee Pipatanakasem | Proposed as Director |
| 3. Ms.Siriluck Kovitchindachai        | Proposed as Director |

In summary, a history detailed of the person will be proposed to the shareholders for approval.

Prof.Dr.Warapatr Todhanakasem, Assoc.Prof. Anchalee Pipatanakasem and Ms.Siriluck Kovitchindachai three of them were elected from the shareholders to be the Directors in 2016 and the term will be ended in this Annual General Meeting.

Nomination and Remuneration committee's opinion The committee excluded the Board stakeholders can be consider the qualification and the performance in the past as the director of the company. The nomination and remuneration committee agreed that all three directors are qualified and should be chosen as the directors of the company for another term.

Board of Director's opinion Board of Directors exclude the Board stakeholders jointly qualifications in various fields. It considers appropriate qualification, knowledge, ability, and experience in related business including performance as directors in the past. Fairly discretion, be responsible, work carefully and honestly. Including the qualifications of the

Public Limited Companies Act BE 1992, the Nomination Committee the Board stakeholders so that all three directors are eligible. Be elected as directors for another term.

Details on the age of the shareholding in the Company qualification work experience. Directorship in other companies. **As shown in Attachment 5**

**Agenda Item 6**

To consider and approve the Directors' remuneration for the year 2019 and approve the gratuity of Independent Directors for the year 2018

**Fact and Rationale**

The committee remuneration for the year 2019 in the amount not exceeding 3,438,000 baht which is as the year 2018 and for the remuneration of the Independent Committee in the year 2018, the amount not exceeding 488,000 baht. **As shown in Attachment 6.**

Remuneration of Directors and Subcommittees	2019 (Baht)	2018 (Baht)
Meeting Fee *		
1. Chairman	None	None
2. Directors and Subcommittees **	150,000	150,000
Remuneration of Directors	3,288,000	3,288,000
Other Remuneration	None	None
<b>Total</b>	<b>3,438,000</b>	<b>3,438,000</b>

\* Those who are entitled to receive meeting fee of independent directors only. Excluding the Chairman.

\*\* Sub-committee: To be eligible to receive the meeting fee are Audit Committee, the Nomination Committee and Remuneration Committee. Only the Strategy Committee, Risk Management Committee and Board of Directors, no meeting fee.

**Nomination and Remuneration committee's opinion** When considering the performance of the company Nomination and Remuneration Committee by carefully scrutinize the suitability of various reasons comparison to the same industry including the consideration of the expansion of business and profitable growth of the Company. Discretion of the Remuneration Committee of the Company, the proposed rates do not increase. The monthly Remuneration of directors and the Independent Director. Shareholders should approve the Remuneration of Directors for the year 2019 and determine for the gratuity of the Independent Committee for the fiscal year 2018 for the amount not exceeding 488,000 baht .

**Board of Director's opinion** It is deemed appropriate to propose that the Meeting of shareholders grant approval to the remuneration for Board of Directors for the fiscal year 2019 and determine for the gratuity of the Independent Committee for the fiscal year 2018.

**Agenda Item 7** To consider and approve the issuance of Fixed Income Securities, age of debt up to 10 years of not exceeding 3,500 Million Baht.

**Fact and Rationale** The Company has plans to expand steadily. As a result, the company will seek other funding sources. In addition to funding from the venture. The loan from banks and financial institutions. So the company can streamline the management options for financing which has a lower cost. The company will issue and offer for the Fixed Income Securities, age of debt up to 10 years of not exceeding 3,500 Million Baht.

**Board of Director's opinion** The Committee considered the comments as below:

- 1) It is deemed appropriate to approve the company to issue and offer for the Fixed Income Securities of not exceeding 3,500 Million Baht as :  
Type of Fixed Income Securities: Subordinated bond or senior bond, convertible bond or unconvertible bond, secured bond or unsecured bond specify name of bondholder.  
Currency: Thai currency (Baht) or foreign exchange when to issue the Fixed Income Securities each time.  
Value offering: The Fixed Income Securities not exceeding 2,500 Million Baht at any moment.  
Term to maturity: Not over 10 years.  
Methods of offering: Offer to general investors or High Net Worth or local institution or foreign investors.
- 2) Should approve the committee or the board of director or the person who given authority from the committee or the board of director company are the person in authority to operating to issue and offer for the Fixed Income Securities.

Would like to invite all shareholders to attend the meeting at the time and place mentioned above by the shareholders will have to show the documents of shareholders or representatives of shareholder s entitled to attend the meeting as stated in the attached document to the Chairman of the meeting on 22<sup>nd</sup> April 2019, at 12.00 hours Cattleya room 1, Rama Gardens Hotel. 9/9 Vipawadee Rangsit Road, Bangkhen, Laksi, Bangkok.

If the shareholder who cannot attend the meeting in person and wish to appoint a person to attend the meeting and vote on their behalf at the meeting. Please appoint to another person or Mrs. Anchalee Pipatanasern , 67 years old residing at 109/2 Moo 9 Tambon Bang Kruai, Bang Kruai District, and Nonthaburi. As an Independent Director to attend and vote in his stead Form of Proxy. The complete and sign the Form of Proxy enclosed herewith.

According to the number of shares and number of shareholders, a quorum by the articles of association, which is in accordance with the Act of Public companies 1992. Given in the Annual General Meeting must be shareholders and proxies of the shareholders (if any) of not less than 25 people or not less than one-half of all shareholders must have the shares. Amounting to not less than 1 in 3 of the total issued shares of the company's total paid attendance. Therefore, the quorum for ease and speed of assembly. Company's cooperation, please kindly send the proxy form to the Company at least one day before the meeting, the company has facilities in stamp duty for the register attending the meeting.

The Company has set a closing date for collecting shareholders names of shareholders. For the right to attend the annual general meeting of shareholders at this time on 14<sup>th</sup> March 2019

Please be informed accordingly.

Yours sincerely,

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(Mr. Chairat Kovitchindachai)

Board Secretary