

Notice of the Extraordinary General Meeting of Shareholders No.1/2019 Chuo Senko (Thailand) Public Company Limited On Tuesday 30 July 2019

Notice of the Invitation to Extraordinary General Meeting of the Shareholders No.1/2019 Chuo Senko (Thailand) Public Company Limited

12 July 2019

Subject: Invitation to Extraordinary General Meeting of Shareholders No.1/2019

Attention: Shareholders

Enclosures: 1. Registration Form;

- 2. Profiles of Independent Directors for the appointment of proxy and the definition of an independent director;
- 3. Proxy Form A, Proxy Form B, and Proxy Form C;
- 4. Documents and evidences required to be presented prior to the meeting, method for appointment of a proxy, registration and the casting vote in the meeting;
- 5. The Articles of Association of the Company with respect to the shareholders' meeting; and
- 6. Map of the meeting venue.

The Board of Directors of Chuo Senko (Thailand) Public Company Limited (the "Company") has resolved to convene the Extraordinary General Meeting of Shareholders No.1/2019 on 30 July 2019 at 10.00 hours, at Fuang Fah Room, 3rd Floor, Golden Tulip Sovereign, No. 92 Soi Saengcham, Rama 9 Road, Bang Krapi Sub-district, Huay Kwang District, Bangkok 10320, to consider the following agendas:

Agenda 1 To consider and approve the appointment of auditor and determination of the auditor fee for the year 2019

Rationale

In order to comply with the Public Company Limited Act B.E. 2535 (1992) (as amended) and the article of associate of the Company requires that every year the Annual General Meeting of Shareholders shall appoint the Company's auditor and determines their remuneration for each year. In the 2019 Annual General Meeting of Shareholders held on 23 April 2019, the Meeting has resolved to approve the appointment of auditor and determination of the auditor fee for the year 2018, which has not yet considered to approve the appointment of auditor and determination of the auditor fee for the year 2019, as the Company is in the process of preparing the financial report for the year 2018. This Extraordinary General Meeting of Shareholders is proposed to the shareholders' meeting to consider and approve the appointment of auditor and determination of the auditor fee for the year 2019.

As the Company is currently the period for the repossession of qualifications in order to resume trading (Resume Stage) in case of failure to submit the financial statement/late submission, which the Resume Stage period is due on 20 December 2019. The consideration criteria for the repossession of qualifications in order to resume trading, the Company must submit all late financial statements and be able to submit the financial statements within the specified periods on 2 consecutive periods after all late financial statements have been submitted.

The Company has a confident that we are able to repossess the qualifications in order to resume trading within the specified period, which the Company must accelerate the preparation of all late financial statements, therefore the Company has to consider the engagement and determination of the auditor fee for the year 2019 and propose to the shareholders' meeting to consider and approve the appointment of auditor and determination of the auditor fee for the year 2019 before the submission of the Financial Statements for the year ended 31 December 2018 that expected to complete within July

2019 in order to be able to submit the Company's financial statements as soon as possible and the Company is able to proceed for the removal of causes of possible delisting in case of failure to submit the financial statement/late submission within 20 December 2019.

The Board of Directors has considered to engaged BPR Audit and Advisory Company Limited as the audit firm of the Company for the fiscal year ended 31 December 2019 since BPR Audit and Advisory Company Limited's auditors have audited for the Company for 2 years, which are the fiscal year ended 31 December 2017 and the fiscal year ended 31 December 2018. For the continuity and progress in auditing and reviewing the information of the Company, if the Company will engage another audit firm, they must take a long time to review and audit the Company's information, which is a very complicated and has many correlated transactions.

The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the appointment of auditor from BPR Audit and Advisory Company Limited as the auditor for fiscal year 2019. Any of the following auditors shall be the auditor and give opinion to the financial statements of the Company:

Name of Auditor	Certified Public Account No.
(1) Mr. Boonlert Kaewphanpurk	4165
(2) Miss Piyanuch Kasemsupakorn	6303
(3) Miss Rungtawan Bunsakchalerm	6031

In the case that the aforementioned auditors are unable to perform their duties, BPR Audit and Advisory Company Limited shall appoint other auditor of BPR Audit and Advisory Company Limited with suitable qualification to audit for the Company in replacement of the original auditor of the Company. The auditor who has been audited and provided opinion to the Company's financial statements for two constructive years is Mr. Boonlert Kaewphanpurk.

In addition, the Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the auditor fee for the year 2019 as follows:

No.	Auditor fee	2019 (proposed)	2018
1.	Auditor fee of the Company	Not avanding	Baht 3,200,000
2.	Auditor fee for the subsidiary (Digital Dream Company Limited)	Not exceeding Baht 3,490,000	Baht 290,000
3.	Non-Audit Services	-	-
	Total	Not exceeding Baht 3,490,000	Baht 3,490,000

The audit fee for the year 2019 will not exceed the audit fee for the year 2018 in the amount of Baht 3,490,000, as this will be the third year for the auditor to audit the Company Financial Statements. There are a similarity between the transactions during the year 2018 and 2019. In this regard, such auditor fee is excluded of the non-audit services.

The appointment of the auditor of the Company and the determination of the auditor fee for the accounting year 2019 above were approved by the Audit Committee and the Audit Committee considered the qualification and the experience of each auditor and deemed that BPR Audit and Advisory Company Limited is an independent audit firm and skillful in auditing and the proposed audit fee is appropriate. The three aforementioned auditors do not have any relationship nor any conflict of interest with the Company, its subsidiaries, the directors, the managements, or the major shareholders, or related persons of the said parties. In this regard, the auditor of the subsidiary of the Company, Digital Dream Company Limited, shall be the auditor from the same audit firm as the Company's.

Opinion of the Board of Directors

The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the appointment of the following auditors from BPR Audit and Advisory Company Limited to be auditors of the Company for the year 2019:

Name of Auditor	Certified Public Account No.
(1) Mr. Boonlert Kaewphanpurk	4165
(2) Miss Piyanuch Kasemsupakorn	6303
(3) Miss Rungtawan Bunsakchalerm	6031

And determine the auditor fee of the Company and its subsidiary for the year 2019 in the amount of not exceed Baht 3,490,000 as detailed above.

Remark

Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda 2 To consider and certify progress report of the operating results of the Board of Directors of the Company

Rationale

The detail about the operating results of the Board of Directors of the Company for the year 2018 has been mentioned in the 2019 Annual General Meeting of the Shareholders on 23 April 2019. The Current Executives and Board of Directors have been solving issues as a cause of the disclaimed of opinion by the auditors of the Company especially the preparation and presentation of the consolidated financial statements and the unusual transactions.

In this regard the Current Executives and Board of Directors have made retrospective adjustments for the Financial Statements and considered writing off some items that were carried out by previous board of directors and executives (before 4 December 2017). Additionally, after 4 December 2017, the appointment of the Current Executives and Board of Directors, the Current Executives and Board of Directors have been determined an assessment of the investments and reviewed the legal status of the previous investments of the Company that may have been an offence under the Stock and Securities Act B.E.2535 (1992) (as amended) along with initiated the accusation to the related persons who has committed the offence under the Stock and Securities Act B.E.2535 (including the amendments) as mentioned above in the case where there is a legitimate and sufficient evidence to charge the related persons with the offence under the Stock and Securities Act B.E.2535 (1992) (as amended). Moreover, the Current Executives and Board of Directors have been submitted letters to the Stock Exchange Commission of Thailand ("SEC") to accuse the criminal case with the former management and related persons who has committed the offence under the Stock and Securities Act B.E.2535 (1992) (as amended) after investigated the transaction. Currently the SEC received the letters of complaint and SEC is under the investigation process over the cases.

Furthermore, the Current Executives and Board of Directors are preparing the documents in order to pursue additional litigations and submit additional letters of complaint to the Stock Exchange Commission of Thailand accusing the criminal case with the former management and related persons who has committed the offence.

Currently the Company has a litigation and on-going case as follows:

Case with Sam's Sports Retail Company Limited ("SAMS")

The Board of Directors has hired a law firm to proceed with a civil case against SAMS on 6 July 2018 on the ground of defaulting the Agreement on the Sale and Purchase of 42,000 Pairs of Sport Sneakers with the value of Baht 20.5 million. On 8 October 2018, the Civil Court has specified the issue of dispute and 3 hearing sessions, one on 14 May 2019 for

examination of the plaintiff's witnesses and the other two on 15 - 16 May 2019 for examination of the defendant's witnesses.

On 3 May 2019 the Company's attorney filed a witness statement record before the witness examination per the court's permission and on 14 May 2019 the Company's attorney proceed with the examination per the appointment.

On 16 May 2019 the defendant's witness examination was completed per schedule and the Court allowed both parties to submit closing statement and schedule a judgment day on 22 July 2019.

On 24 May 2019 the Company's attorney submitted the record of a closing statement to the Court.

Nevertheless, the Current Executives and Board of Directors are going to consider submitting additional letters of complaint to accuse any related persons and some of the case is under drafting process by the appointed legal advisor. If there is any progress, the Company is going to disclose the information to the shareholders on the Stock Exchange of Thailand's website.

Apart from the process to resolve the previous issues and conflicts, the Current Executives and Board of Directors attempt to accelerate the preparation of the Financial Statements of the Company in order to be able to submit within the timeline as schedule according to the rules and regulations of the related organization as follows:

Procedure	Expected Completion Date	
Preparation of the financial statement for the 1st quarter of the year 2018		
Preparation of the financial statement for the 2nd quarter of the year 2018	Within July 2010	
Preparation of the financial statement for the 3rd quarter of the year 2018	Within July 2019	
Preparation of the financial statement for the year ended 31 December 2018		
Preparation of the financial statement for the 1st quarter of the year 2019	Within	
Preparation of the financial statement for the 2nd quarter of the year 2019	14 August 2019	
Preparation of the financial statement for the 3rd quarter of the year 2019	Within 14 November 2019	
Preparation of the financial statement for the year ended 31 December 2019	Within February 2020	

Lastly, the Current Executives and Board of Directors would like to affirm that after the appointment of the Current Executives and Board of Directors from 4 December 2017 onward, we are putting the best effort in solving all issues including the intention to proceed with a civil and criminal cases after aware of the wrongdoing, considering the sufficiency of the documents and evidences in order to accuse the related persons as well as claim damages occurred to the Company in case that there were any damages. The Current Executives and Board of Directors would like to confirm that every mentioned decisions and operations have been considered for the best interests of the Company and all shareholders. The Current Executives and Board of Directors are putting the best effort in every aspect in bringing the Company back to the status and standard that is appropriate for the removal of cause of possible delisting as soon as possible.

Opinion of the Board of Directors

The Extraordinary General Meeting of Shareholders should consider and certify the operating results of the Board of Directors of the Company, as per details above.

Remark

Resolution in this agenda shall be certify by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda 3 To consider other matters (if any)

Opinion of the Board of Directors

The Board of Directors deems appropriate to give an opportunity for the shareholders who wish to propose other matters apart from those specified in the invitation to the meeting by the Board of Directors, nevertheless, those matters must be in accordance with the relevant regulations and laws.

In addition, the Company has set the date for determining the names of shareholders who shall have the right to attend the Extraordinary General Meeting of Shareholders No.1/2019 on 12 July 2019 (the Record Date).

The Company will allow the shareholders and proxies to register their names to attend the Extraordinary General Meeting of the Shareholders No.1/2019 from 08.00 a.m., please bring with you the registration form, the <u>Enclosure 1</u> to the meeting for registration. In the event that a shareholder is unable to attend the meeting in person, please appoint other person or the independent director as proxy to attend and vote on your behalf, the details are as follows:

Mr. Chamnarn Wangtal Position: Independent Director/ Chairman of Audit Committee Age: 66 years

Resides at No. 33/4, 36th Floor, Building A, The Ninth Towers Grand Rama 9, Rama 9 Road, Huai Khwang Subdistrict, Huai khwang District, Bangkok 10310, <u>Enclosure 2</u>. Interest in the agendas of the Meeting: -None-

The Company has enclosed the proxy forms, as per the details in <u>Enclosure 3.</u>, with this invitation letter. Please fill in the details and sign in the proxy form, and enclose documents and evidence with the proxy form, and submit to the Company within 25 July 2019. The Company will facilitate the shareholders who register to attend the Meeting with the stamp duty for the proxy form. The proxies, who attend the Meeting, must bring the identification evidence to show in order to attend the Meeting, as per the details in Enclosure 4.

In order to protect the rights and interests of the shareholders, it is recommended that the shareholders study the guidelines and the Articles of Association of the Company with respect to the shareholders' meetings, as set out in <u>Enclosure 5</u>. If you have any enquiries or questions with respect to the proxy, please contact the Company's secretary at Tel: 02-013-7137 ext. 4 on the working day and time (Monday to Friday 8.30-18.00 hours).

In addition, the Company had published the invitation letter for the shareholders' meeting with the enclosures on the Company's website at www.chuosenko.co.th. The Company, therefore, hereby invites all shareholders to attend the meeting, on the date, time, and venue as specified. The map of the meeting venue is set out in <u>Enclosure 6</u>.

Respectfully yours,
Chuo Senko (Thailand) Public Company Limited
By an order of the Board of Directors

(Mr. Tan Vutithum)

Chief Executive Officer

Copy to Public Limited Company Registrar, Ministry of Commerce Registrar (Thailand Securities Depository Co., Ltd.)

Details of Independent Director for the appointment of proxy

Name - Surname : Mr. Chamnarn Wangtal

Age : 66 years old

Date of Appointment to be an

independent director

14 July 2017

Contact Address : No. 33/4, 36th Floor, Building A, The Ninth

Towers Grand Rama 9, Rama 9 Road, Huai Khwang Sub-district,

Huai Khwang District, Bangkok 10310

Education : Master of Finance and Banking, Marshall University, USA

Bachelor of Biology, Saint Vincent College, USA

Training : Advanced Market Risk Management, FT New York Institute of

Finance

Targeted Selection Interviewer Program, Development

Dimensions International

Director Accreditation Program (DAP) Thai Institute of Directors

(IOD) Class of 114/2015

Current Position : Independent Director and Chairman of Audit Committee

Work Experience in the past 5

years

2017 – Present Independent Director and Chairman of Audit

Committee

Chuo Senko (Thailand) Public Co., Ltd.

2018- Present Independent Director, Audit Committee and

Chairman of the Risk Management Committee

Scan Inter (Public) Company Limited

2014 - 2018 Independent Director, Chairman of the Risk

Management Committee and Chairman of the Nomination and Remuneration Committee

Scan Inter (Public) Company Limited

Interest in the Agendas

of the Meeting

None

Shareholding Ratio : None

Definition of independent directors

An independent board is an important element or mechanism in the Good Corporate Governance system or the "Good Governance" of the organization, the definition of independent directors of Chuo Senko (Thailand) Public Company Limited (the "Company") shall consist of the qualifications as follows:

- 1. Shall be appointed by the board of directors or the shareholders' meeting of the Company;
- 2. Shall have the qualifications as prescribed by the Securities and Exchange Act and the Securities Exchange of Thailand regulations;
- 3. Shall not hold more than one percent of the total shares with voting rights of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person. The shareholding of the related persons of such independent director shall also be included;
- 4. Shall not be nor have been an executive director, employee, staff member, advisor who receives a fixed salary, or controlling person of the Company, or of its parent company, subsidiary, associated company, subsidiary of the same level, major shareholder, or controlling person, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director. In this regard, such prohibited characteristics shall not include the case where the independent director was a former government official or advisor of a government organization being a major shareholder or controlling person of the Company;
- 5. Shall not be a person related by blood or legal registration as the father, mother, spouse, sibling, and child, or the spouse of the child of another director, executive, major shareholder, controlling person, or person nominated for the position of a director, executive or a controlling person of the Company or its subsidiary;
- 6. Shall not have or had a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person in a manner which may interfere with his or her independent judgment. Furthermore, an independent director shall not be or have been a significant shareholder or a controlling person of a person having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director.

The term "business relationship" under the first paragraph shall include any commercial transaction in the ordinary course of business; the rental or leasing out of immovable properties; transactions relating to assets or services or the provision or receipt of financial assistance by means of receiving or granting loans, guarantees; the pledge of assets as security against debt repayment; as well as other circumstances of the same nature which result in the Company or its contractual party having indebtedness in favour of the other party in the amount of three percent or more of the net tangible assets of the Company, or at the minimum amount of THB 20 million, whichever is lower. In this regard, such indebtedness shall be calculated in accordance with the method for calculating the value of connected transactions under the Notification of the Capital Market Supervisory Board governing the criteria on connected transactions, mutatis mutandis. However, the consideration of the abovementioned indebtedness shall include the indebtedness that occurred during the one-year period prior to the date on which the business relationship with the person commenced;

- 7. Shall not be nor have been an auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person. He or she shall not be a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director;
- 8. Shall not provide nor have provided any professional services, including the provision of services as a legal or financial advisor, receiving service fees in the amount of over THB 2 million per year from the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person. He or she shall not be a significant shareholder, controlling person, or partner of the professional service provider, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director;
- 9. Shall not be a director that has been appointed to act as a representative of the directors of the Company, its major shareholders, or its shareholders who are related to the major shareholder;
- 10. Shall not engage in any business of the same nature and which significantly competes with the business of the Company or its subsidiary. He or she shall not be a significant partner in a partnership or an executive director, employee, staff member, or advisor who receives a fixed salary, and shall not hold shares in excess of one percent of the total number of shares with voting rights of another company that engages in a business of the same nature and which significantly competes with the business of the Company or its subsidiary;
- 11. Shall not possess any other characteristics that result in his or her inability to express independent opinions on the business operations of the Company;
- 12. Shall be trusted and generally accepted person; and
- 13. Shall be able to dedicate adequate time to perform the duties of the Independent Director Committee.

หนังสือมอบฉันทะ แบบ ก. Proxy Form A. (แบบทั่วไปซึ่งเป็นแบบที่ง่ายและไม่ชับช้อน) (General and Simple Form)

(ปิดอากรแสตมป์ 20 บาท) (Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น						เขียนที่			
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						Date	Month	Year	
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เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2562 ในวันที่ 30 กรกฎาคม 2562 เวลา 10.00 น. ณ ห้องเฟื่องฟ้า ชั้น 3 โรงแรม โกลเด้นทิวลิป ซอฟเฟอริน เลขที่ 92 ซอยแสงแจ่ม ถนนพระราม 9 แขวงบางกะปี เขตห้วยขวาง กรุงเทพมหานคร 10320 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2019 on 30 July 2019 at 10.00 hours, at Fuang Fah Room, 3rd Floor, Golden Tulip Sovereign, No. 92 Soi Saengcham, Rama 9 Road, Bang Krapi Subdistrict, Huay Kwang District, Bangkok 10320 or such other date, time and place as the meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะ ได้กระทำไปในการประชุม ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed	ผู้มอบฉันทะ/Grantor
()
ลงชื่อ/ Signed	ผู้รับมอบฉันทะ/Proxy
()
ลงชื่อ/ Signed	ผู้รับมอบฉันทะ/Proxy
()
ลงชื่อ Signed	ผู้รับมอบฉันทะ/Proxy
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หมายเหตุ/Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเคียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้น ให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนและตายตัว)

(Form with fixed and specific details authorizing proxy)

(ปิดอากรแสตมป์ 20 บาท) (Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น				เขียนที่ Written at		
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				Date	Month	Year
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ารณีเลือกข้อ 1. กรุณาทำเครื่องหม 🗸 ที่ 🔲 1. ระบุชื่อผู้รับมอบอำ	งาย Name	;	อายุ age _ ตำบล/แขวง	years, resid	ing/located at	
f you make proxy by choosing I			Tambol/Kwaeng		e iiile_ Amphur/	
lease mark ✓ at ☐ 1. and giv			รหัสไปรษณีย์ 			
etails of proxy (proxies).	Provi	nce	Postal Code			
	 ทรื่อ/0)r				
	ชื่อ		คาย	ปี อยู่บ้านเ	ลขที่	
	Name)	age		ing/located at	no.
	ถนน		ตำบล/แขวง		อำเภอ_	
	Road จังหวั	้ค	Tambol/Kwaeng รหัสไปรษณีย์		Amphur	
	Provi	nce	Postal Code			
	คนหา์	นึ่งคนใดเพียงค	นเดียว			
	Anyo	ne of these per	sons			
รณีเลือกข้อ 2. กรุณาทำเครื่อง	หมาย 🗆 2.	. มอบฉันทะให้	, กรรมการอิสระของบริษัท	าฯ คือ		
∕ ที่ □ 2.	Appo	int the following	ng Independent directors of	of the Compa	nny	
f you make proxy by choosing lease mark \checkmark at \square 2.	นายช		Ar. Chamnarn Wangtal	, ,		
		ะเอียดประวัติ ญผู้ถือหุ้นครั้งข	ารรมการอิสระปรากฎตาม กี่ 1/2562)	เสิ่งที่ส่งมาค้ [,]	วย 2. ของหนัง	สื่อเชิญประชุม
		- •	ent director of the Compa	ny is specifi	ed in Enclosur	e 2. of
		_	traordinary General Meeti	-		

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2562 ในวันที่ 30 กรกฎาคม 2562 เวลา 10.00 น. ณ ห้องเฟื่องฟ้า ชั้น 3 โรงแรม โกลเด้นทิวลิป ซอฟเฟอริน เลขที่ 92 ซอยแสงแจ่ม ถนนพระราม 9 แขวงบางกะปิ เขตห้วยขวาง กรุงเทพมหานคร 10320 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2019 on 30 July 2019 at 10.00 hours, at Fuang Fah Room, 3rd Floor, Golden Tulip Sovereign, No. 92 Soi Saengcham, Rama 9 Road, Bang Krapi Subdistrict, Huay Kwang District, Bangkok 10320 or such other date, time and place as the meeting may be held.

(4)	ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ คังนี้								
	In this meeting	g, I/we grant my/our proxy to consider and vote on my/our behalf as follows:							
	(a) The pro(บ) ให้ผู้รับ	xy shall have the right on my/c	ลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมคว our behalf to consider and approve independently เตามความประสงค์ของข้าพเจ้า ดังนี้ ny/our desire as follows:						
วาระที่ Agenda	1 a item no. 1		าอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประ ne appointment of auditor and determination						
		The proxy shall have the	:พิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตา: right on my/our behalf to consider and approve ร่ยงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้	independently as he/she deems appropriate.					
		The proxy shall have the เห็นด้วย	right to approve in accordance with my/our inte	ntion as follows: งคออกเสียง					
		∟ เทนต่วย Approve	Li เมเทนตาย Disapprove	L เพียยกเสยง Abstain					
		••							
วาระที่		พิจารณารับรองรายงานความคืบหน้าผลการดำเนินงานของคณะกรรมการบริษัท To consider and certify progress report of the operating results of the Board of Directors of the Company							
Agenda	a item no. 2	To consider and certify progr	ress report of the operating results of the Board	of Directors of the Company					
		 ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ 							
		The proxy shall have the right to approve in accordance with my/our intention as follows:							
		Approve	Disapprove	Abstain					
วาระที่ Agend:	3 a item no. 3	พิจารณาเรื่องอื่น ๆ (ถ้ามี) To consider other matters ((if any)						
		🗌 ให้ผู้รับมอบฉันทะมีสิทธิ	พิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตา:	มที่เห็นสมควร					
		The proxy shall have the	right on my/our behalf to consider and approve ชียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้	independently as he/she deems appropriate.					
		The proxy shall have the เห็นด้วย	right to approve in accordance with my/our inte	ntion as follows: งคออกเสียง					
		Approve	Disapprove	Abstain					
(5)	การลงคะแน ถูกต้องและไ	นเสียงของผู้รับมอบฉันทะ ในว ม่ใช่เป็นการลงคะแนนเสียงขอ	าระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบเ งข้าพเจ้าในฐานะผู้ถือหุ้น	ฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ 					
			my/our voting intentions as specified herein, such	ch vote shall be deemed incorrect and is not					
		our behalf as the Company's s		la alla voi. Au o arada v					
(6)	พิจารณาหรือ	ลงมติในเรื่องใดนอกเหนือจากเ	เการออกเสียงลงคะแนนในวาระใดไว้หรือระบุ เรื่องที่ระบุไว้ข้างค้น รวมถึงกรณีที่มีการแก้ไขเป ่แทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร	ไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการ ลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด					
	meeting cons	siders or passes resolutions in	my/our voting intention on any agenda item of any matters other than those specified above, in the right to consider and vote on my/our beha-	cluding in case there is any amendment or					

respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือ เสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed	ผู้มอบฉันทะ/Grantor
()
ลงชื่อ/ Signed	ผู้รับมอบฉันทะ/Proxy
()
ลงชื่อ/ Signed	ผู้รับมอบฉันทะ/Proxy
()
ลงชื่อ Signed	ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ/Remarks

- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวน หุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
 - The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
- 2. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือ มอบฉันทะแบบ ข. ตามแนบ
 - In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this Prox y Form B. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ชูโอ เซ็นโก (ประเทศไทย) จำกัด (มหาชน)

A proxy is granted by a shareholder of Chuo Senko (Thailand) Public Company Limited

ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2562 ในวันที่ 30 กรกฎาคม 2562 เวลา 10.00 น. ณ ห้องเพื่องฟ้า ชั้น 3 โรงแรม โกลเด้นทิวลิป ซอฟเฟอริน เลขที่ 92 ซอยแสงแจ่ม ถนนพระราม 9 แขวงบางกะปี เขตห้วยขวาง กรุงเทพมหานคร 10320 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย At the Extraordinary General Meeting of Shareholders No.1/2019 on 30 July 2019 at 10.00 hours, at Fuang Fah Room, 3rd Floor, Golden Tulip Sovereign, No. 92 Soi Saengcham, Rama 9 Road, Bang Krapi Sub-district, Huay Kwang District, Bangkok 10320 or such other date, time and place as the meeting may be held

🗆 วาระที่	เรื่อง			
Agenda item no.	Re :			
🗌 ให้ผู้รับมอบฉันทะ	ะมีสิทธิพิจารณาและ	ะลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็า	นสมควร	
		our behalf to consider and approve indepo นตามความประสงค์ของข้าพเจ้า ดังนี้	endently as he/she deems appropriate.	
The proxy shall ha เห็นด้วย	ave the right to appr	rove in accordance with my/our intention a โม่เห็นด้วย	as follows: \[\sum \	
Approve		Disapprove	Abstain	
🗆 วาระที่	เรื่อง			
Agenda item no.	Re:			
The proxy shall ha ให้ผู้รับมอบฉันทล	ave the right on my ะออกเสียงลงคะแน	ะลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็า /our behalf to consider and approve indepe นตามความประสงค์ของข้าพเจ้า ดังนี้	endently as he/she deems appropriate.	
The proxy shall ha เห็นด้วย	ave the right to appr	rove in accordance with my/our intention a ไม่เห็นด้วย	as follows: \[\] งคออกเสียง	
Approve		Disapprove	Abstain	
🗆 วาระที่	เรื่อง			
Agenda item no.	Re:			
The proxy shall ha	ave the right on my	ะลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็น our behalf to consider and approve indepo		
•		นตามความประสงค์ของข้าพเจ้า ดังนี้ rove in accordance with my/our intention a □ ไม่เห็นด้วย	ns follows: งคออกเสียง	
Approve		Disapprove	Abstain	
🗆 วาระที่	เรื่อง			
Agenda item no.	Re:			
The proxy shall ha	ave the right on my	ะลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็น our behalf to consider and approve indepe นตามความประสงค์ของข้าพเจ้า ดังนี้		
	ave the right to appr	rove in accordance with my/our intention a	<u> </u>	
□ เห็นด้วย Approve		□ ไม่เห็นด้วย Disapprove	🗆 งคออกเสียง Abstain	

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้ลัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและ ดูแลหุ้นให้เท่านั้น)

(For the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper)

(ปิดอากรแสตมป์ 20 บาท) (Please attach stamp duty of Baht 20)

เถขท	ะเบียนผู้ถือหุ้น				เขียนที่			
Share	eholder registration number				Written at			
					วันที่	เคือน <u></u>		
					Date	Month	Year	
(1)	ข้าพเจ้า	สัญชาติ		อยู่เลขที่		ซอย		
	I/We	nationality		residing/located at a	10.	Soi		
	ถนนต่					จังหวัด _		
	Road T รหัสไปรษณีย์	Cambol/Kwaeng		Amphur/Khet		Province		
	Postal Code ในฐานะผู้ประกอบธุรกิจเป็	นผู้รับฝากและคูแลหุ้น (Custodian) [®]	ห้กับ				
	As the custodian of ซึ่งเป็นผู้ถือหุ้นของ บริษัท ชู	โอ เซ็นโก (ประเทศไทย) จำกัด (มห	าชน) ("บริษัทฯ")				
	who is a shareholder of Ch โดยถือหุ้นจำนวนทั้งสิ้นรวม						_เสียง คังนี้	
	Holding the total number	of		and have the rights to vote และออกเสียงลงกะแนา			votes as fo	llow เสียง
	ordinary share		•	and have the rights to vo	te equal to			vote
	🗆 หุ้นบุริมสิทธิ์		หุ้น	และออกเสียงลงคะแนา	นได้เท่ากับ <u>.</u>			เสียง
(2)	ขอมอบฉันทะให้ (กรุณาเลือ	પ્રવાપ તે.						
	Hereby appoint (Please cho	_		อายู	ปี อยู่บ้า	นเลขที่		
	อกข้อ 1. กรุณาทำเครื่องหมาย	Name		age		siding/located a		
	🗆 1. ระบุชื่อผู้รับมอบอำนาจ							
lease	make proxy by choosing No.1 mark \checkmark at \square 1. and give the			Tambol/Kwaeng รหัสไปรษณีย์_		Amphur		
letails	of proxy (proxies).	Provinc		Postal Code				
		หรือ/0เ	•					
		ชื่อ		อายุ	ปี อยู่บ้า	นเลขที่		
		Name		age		esiding/located		
							/IZ1 /	
		Road จังหวัด		Tambol/Kwaeng รหัสไปรษณีย์		Amphu		
		Provinc		Postal Code				
		คบหนึ่ง	เคนใดเพียงศ					
			of these per					
005	นีเลือกข้อ 2. กรุณาทำเครื่องห		เทะให้กรรบ	การอิสระของบริษัท คือ				
- 113 ជ	นเลอกขอ 2. กรุณาทาเครองห ที่ 🔲 2.	18 10		ng Independent directors of	of the Comr	oany		
	ou make proxy by choosing N	1 ^^,		Mr. Chamnarn Wangtal		. •		
	se mark ✓ at □ 2.	(รายถะ	เอียดประวัติ ผู้ถือหุ้นครั้ง	กรรมการอิสระปรากฎตาม ที่ 1/2562)	เสิ่งที่ส่งมาต่	จ้วย 2. ของหนัง	เสื้อเชิญประชุ	ฆ
			_	dent director of the Compa				
		the Not	ice of the Ex	traordinary General Meet	ing of Shar	eholders No.1/	2019)	

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2562 ในวันที่ 30 กรกฎาคม 2562 เวลา 10.00 น. ณ ห้องเฟื่องฟ้า ชั้น 3 โรงแรม โกลเด้นทิวลิป ซอฟเฟอริน เลขที่ 92 ซอยแสงแจ่ม ถนนพระราม 9 แขวงบางกะปิ เขตห้วยขวาง กรุงเทพมหานคร 10320 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2019 on 30 July 2019 at 10.00 hours, at Fuang Fah Room, 3rd Floor, Golden Tulip Sovereign, No. 92 Soi Saengcham, Rama 9 Road, Bang Krapi Subdistrict, Huay Kwang District, Bangkok 10320 or such other date, time and place as the meeting may be held.

(3)		บฉันทะ ให้ผู้รับมอบฉันทะเข้าร่วมป v/our proxy to attend this meeting and			ังนี้						
		เทะตามจำนวนหุ้นทั้งหมดที่ถือและ Il of my/our proxy in accordance v			icht I/wa hold						
		ก or my/our proxy in accordance v เทะบางส่วน คือ	vitin the amount (of shares with voting r	ight I/we hold						
		ertain of my/our proxy as follows:									
	🗆 หุ้น	•	หุ้น	และมีสิทธิออกเสียง			เสียง				
		linary share	shares	and have the rights to	_		votes				
	🗆 ทุ้นบุริมสิทธิ		•	และมีสิทธิออกเสียง	·		เสียง				
	pre	eference share ชื่ออกเสียงลงคะแนนทั้งหมด	shares	and have the rights t เสียง	o vote equal to		votes				
		oting right		Votes							
					ע ע ע						
(4)		บฉันทะให้ผู้รับมอบฉันทะออกเสีย									
	In this meetin	g, I/we grant my/our proxy to cons	sider and vote on	my/our behalf as follo	ows:						
วาระที่ Agend	1 a item no. 1	พิจารณาอนุมัติการแต่งตั้งผู้สอง To consider and approve the				itor fee for the ye	ar 2019				
		🗌 ให้ผู้รับมอบฉันทะมีสิทธิพิเ	วารณาและลงมติเ	แทนข้าพเจ้าได้ทุกประ	การตามที่เห็นสมเ	ควร					
		The proxy shall have the ri _t ให้ผู้รับมอบฉันทะออกเสีย	าลงคะ แนนตาม ค	าวามประสงค์ของข้าพเ	จ้า ดังนี้		ns appropriate				
		The proxy shall have the ri _t เห็นด้วย		accordance with my/o ไม่เห็นด้วย		llows:] งดออกเสียง	เสียง				
		Approve	Votes	Disapprove	Votes	Abstain	Votes				
วาระที่ 2 Agenda item no. 2		พิจารณารับรองรายงานความคืบ To consider and certify progres				rs of the Company					
		□વયય ∘ ત્વર્સ ર તે તે									
		☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate									
		The proxy shan have the right of the proxy shan have the right of the				ntry as ne/sne deer	нѕ арргориасе				
		The proxy shall have the rig	ght to approve in	accordance with my/o	our intention as fo						
		🗆 เห็นด้วย		ไม่เห็นด้วย] งคออกเสียง					
		Approve	Votes	Disapprove	Votes	Abstain	Votes				
วาระที่	3	พิจารณาเรื่องอื่น ๆ (ถ้ามี)									
Agend	a item no. 3	To consider other matters (if	any)								
		🗌 ให้ผู้รับมอบฉันทะมีสิทธิพิ	วารณาและลงมติ	แทนข้าพเจ้าได้ทุกประ	การตามที่เห็นสม	ควร					
		The proxy shall have the rig				ntly as he/she deen	ns appropriate				
		🗌 ให้ผู้รับมอบฉันทะออกเสีย									
		The proxy shall have the ri _t เห็นด้วย		accordance with my/o ไม่เห็นด้วย		llows:] งคออกเสียง	เสียง				
		Approve		Disapprove	Votes	Abstain	Votes				
(5)		นนเสียงของผู้รับมอบฉันทะในวาร: ไม่ใช่เป็นการลงคะแนนเสียงของข้			อมอบฉันทะนี้ให้	ัถือว่าการถงคะแา	นนเสียงนั้นไม่				
	If the proxy	does not vote consistently with m	y/our voting inte	ntions as specified her	ein, such vote sha	all be deemed incom	rrect and is no				

made on my/our behalf as the Company's shareholders.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการ พิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างด้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือ เสมือนว่าข้าพเจ้าได้กระทำเองทกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed	ผู้มอบฉันทะ/Grantor
()
ลงชื่อ/ Signed	ผู้รับมอบฉันทะ/Proxy
()
ลงชื่อ/ Signed	ผู้รับมอบฉันทะ/Proxy
()
ลงชื่อ Signed	ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ/Remarks

หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัส โตเดียน (Custodian)
 ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

This Proxy form C. is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

The documents needed to be attached to this Proxy form are:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเคียน (Custodian) เป็นผู้คำเนินการลงนามในหนังสือมอบฉันทะแทน Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf
- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

Document confirming that the person who signed the proxy form is permitted to operate the custodian business

- 3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวน หุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
 - The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
- ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือ มอบฉันทะแบบ ค. ตามแนบ
 - In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form C. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ชูโอ เซ็นโก (ประเทศไทย) จำกัด (มหาชน)

A proxy is granted by a shareholder of Chuo Senko (Thailand) Public Company Limited

ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2562 ในวันที่ 30 กรกฎาคม 2562 เวลา 10.00 น. ณ ห้องเพื่องฟ้า ชั้น 3 โรงแรม โกลเด้นทิวลิป ซอฟเฟอริน เลขที่ 92 ซอยแสงแจ่ม ถนนพระราม 9 แขวงบางกะปี เขตห้วยขวาง กรุงเทพมหานคร 10320 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย At the Extraordinary General Meeting of Shareholders No.1/2019 on 30 July 2019 at 10.00 hours, at Fuang Fah Room, 3rd Floor, Golden Tulip Sovereign, No. 92 Soi Saengcham, Rama 9 Road, Bang Krapi Sub-district, Huay Kwang District, Bangkok 10320 or such other date, time and place as the meeting may be held

🗆 วาระที่	เรื่อง				
Agenda item no.	Re:				
The proxy	shall have the right on m	ละลงมติแทนข้าพเจ้าได้ทุกประ y/our behalf to consider and aj นนตามความประสงค์ของข้าพเ	pprove independently		ate.
	shall have the right to ap บเสียง	prove in accordance with my/o ไม่เห็นด้วย	our intention as follo เสียง	ws: 	เสียง
Approv		Disapprove	Votes	Abstain	Votes
่ วาระที่	เรื่อง				
Agenda item no.	Re:				
The proxy	shall have the right to ap บลียง	มนตามความประสงค์ของข้าพเ prove in accordance with my/o □ไม่เห็นด้วย Disapprove	our intention as follo	ws: งดออกเสียง Abstain	เสียง Votes
่	เรื่อง				
Agenda item no.	Re:				
The proxy ให้ผู้รับมอ The proxy	shall have the right on m บฉันทะออกเสียงถงคะแน shall have the right to ap บเสียง	าะลงมติแทนข้าพเจ้าได้ทุกประ y/our behalf to consider and ap เนตามความประสงค์ของข้าพเ prove in accordance with my/o □ไม่เห็นด้วย Disapprove	pprove independently จ้า ดังนี้ our intention as follo	as he/she deems appropria	
🗌 วาระที่	เรื่อง				
Agenda item no.	Re:				
The proxy ให้ผู้รับมอ	shall have the right on m บฉันทะออกเสียงลงคะแน	าะลงมติแทนข้าพเจ้าได้ทุกประ y/our behalf to consider and ap เนตามความประสงค์ของข้าพเ prove in accordance with my/o	pprove independently จ้า คังนี้	as he/she deems appropria	ite.
	บเสียง	่ ∐ไม่เห็นด้วย		🗌 งคออกเสียง	
Approv	ve Votes	Disapprove	Votes	Abstain	Votes

Documents and Evidences Required Prior to Attending the Meeting, Proxy, Registration and Voting for the Shareholders Meeting

For your convenience to attend the Extraordinary General Meeting of Shareholders of Chuo Senko (Thailand) Public Company Limited, kindly bring a notice to the shareholders' meeting and proxy form for registration.

1. Documents required prior to the attending the meeting

For Natural Person

1. Self-Attending

Valid evidence issued by governmental authorities which shows the photo, name and surname of the holder, e.g. the identification card, governmental identification card, driver license or passport, including the evidence of name or last name's change (if any).

2. Proxy

- 2.1 The Proxy form as attached to the notice to shareholders, completely filled up and signed by the shareholder and the proxy.
- 2.2 Certified true copy of valid evidence of the shareholder as specified in Item 1.
- 2.3. Valid evidence of the proxy as specified in Item 1.

For Juristic Person

1. Representative of Shareholder (Authorized Director) Attending the Meeting

- 1.1 Valid evidence of the authorized director(s) issued by governmental authorities as per those of natural person specified in Item 1.
- 1.2 Copy of shareholder's certification of registration issued by the Department of Business Development, Ministry of Commerce or other agencies which have similar authority according to applicable laws of each country for a period no longer than 6 months before the meeting date, certified by the authorized director(s) showing that the authorized director(s) has the authority to act on behalf of the shareholder.

2. Proxy

- 2.1 The proxy form as attached to the notice to shareholders, completely filled up and signed by the authorized director(s) of the shareholder and the proxy.
- 2.2 Copy of shareholder's certification of registration issued by the Department of Business Development, Ministry of Commerce or other agencies which have similar authority according to applicable laws of each country for a period no longer than 6 months before the meeting date, certified by the authorized director(s) showing that such authorized director(s) signing the proxy form has the authority to act on behalf of the Shareholder.
- 2.3 Certified true copy of valid evidence issued by the governmental authorities of the authorized director(s) signing the proxy form as per those of natural person specified in Item 1.
- 2.4 Valid evidence of the proxy issued by governmental authorities as per those of natural person specified in Item 1.

3. For Foreign Investor Appointing Custodian in Thailand

- 3.1 All evidence as per the case of juristic person specified in Items 1 and 2.
- 3.2 In case where the foreign investor authorizes the custodian to sign the proxy form on its behalf, the following documents are required:
 - 1) Power of attorney by foreign investor authorizing the custodian to sign the proxy form on its behalf,
 - 2) Letter certifying that the custodian is permitted to engage in the custodian business.

In case the original documents are not in English, the English translation certified as a true and correct translation by the shareholder (in case of natural person) or the authorized representative(s) of the shareholder (in case of juristic person) is also required.

2. Proxy

The Company has dispatched proxy form, as specified by the Department of Business Development, Ministry of Commerce, which is the form that clearly specifies details, to shareholders, in order for the shareholders, who are unable to attend the meeting in person, to consider to appoint other persons or the company's independent directors, as proposed, to act as their proxy. There are details of the independent directors proposed by the company to be appointed as proxy by shareholders, as shown in the enclosure. Shareholders may specify more than one proxy for greater flexibility, in the case that any of the appointed proxy are unable to attend the meeting in person, so other proxies can attend the meeting for them. Shareholders are unable to split their votes among different proxies in the meeting. In the voting procedure in each agenda, shareholders can only vote for approval, disapproval or abstention.

3. Meeting Registration

The commencement for registration to attend the meeting will be not less than 2 hours before the meeting or from 8.00 hours onwards, at FuangFah Room, 3rd Floor, Golden Tulip Sovereign, No. 92 Soi Saengcham, Rama 9 Road, Bang Krapi Sub-district, Huay Kwang District, Bangkok 10320, as per the details in the map enclosed herewith.

4. Voting

- 1. One share shall be counted as one vote. In case of a tie votes, the Chairman shall be entitled to a casting vote distinguishing the resolution in the capacity of shareholder.
- 2. Any shareholder who has special interest in any agenda shall not be entitled to exercise the right to vote in such agenda, and the Chairman may ask the said shareholder to leave the meeting temporarily. However, there is no prohibition for the voting for election or removal of directors.

The Articles of Association of the Company with respect to the Shareholders' Meetings Chuo Senko (Thailand) Public Company Limited

Shareholders' Meeting

No. 29. The board of directors must cause an annual general meeting of shareholders to be held within four months as from the date on which the accounting year of the company ends, and meeting of shareholders other than the one above shall be called extraordinary general meetings.

The board of directors may summon an extraordinary general meeting whenever it deems appropriate.

A shareholder or shareholders, holding the total shares of not less than ten percent of the total number of sold shares, may subscribe their names in a letter requesting for the board of directors to call for an extraordinary general meeting of shareholders at any time, but the matter and the reason of the calling for the meeting must be clearly specified in the letter. In such case, the board of directors must hold the meeting, as requested by the shareholder(s), within forty-five days from the date of receiving the letter from the shareholder(s).

In the event that the board of directors does not hold the meeting within the specified period in the third paragraph, the shareholder(s) who subscribed their names in a letter or other shareholders, holding the total number of shares as prescribed may also hold the meeting by themselves within forty-five days from the end of the specified period in the third paragraph. In such event, the meeting shall be deemed as if it is held by the board of directors and the company shall be responsible for the expenses incurred from the holding the meeting and provide the facilities as appropriate.

In the event where it appears that in any meeting held as a result of the shareholders in the fourth paragraph, the number of the shareholders attending the meeting does not constitute a quorum, as prescribed in No. 33 of this Articles of Association, the shareholder(s) in the fourth paragraph shall jointly be responsible for the expenses incurred from the holding the meeting to the company.

- No. 30. The matters to be considered in the annual general meeting of shareholders are as follows:
 - (1) Reviewing the report of the board of directors covering the work done during the preceding year as proposed to the meeting;
 - (2) Considering and approving the balance sheets and profit and loss account of the preceding fiscal year;
 - (3) Considering the appropriation of profits;
 - (4) Electing new directors in place of those who must retires by rotation and fixing their remuneration;
 - (5) Appointing the auditor and fixing his/her remuneration;
 - (6) Other businesses (if any).
- No. 31. In calling a shareholders' meeting, the board of directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter propose for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in the said matters, and the said notice shall be delivered to the shareholders and the registrar for their information at least seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper for a consecutive period of three days and at least three days prior to the date of the meeting.
- No. 32. Shareholders may authorize other persons as proxies to attend and vote at any meeting on their behalf by issuing the letter in accordance with the form as defined by the registrar. The

proxies shall submit the letter to the chairman or the person defined by the chairman at the meeting before the proxies may attend the meeting.

No. 33. In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholders' meeting amounting to not less than twenty-five persons or not less than half of the total number of shareholders and in either case such shareholder shall hold shares amounting to not less than one-third of the total number of shares sold of the company.

At any shareholders' meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate to constitute a quorum, in case where such meeting was not called as a result of a request by the shareholder(s), the meeting shall be cancelled. The meeting shall be called once again and notice calling such meeting shall be delivered to the shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required to be constituted.

- No. 34. The chairman of the board shall be the chairman of shareholders' meeting. If the chairman of the board is not present at a meeting or cannot perform his/her duty, and if there is a vice-chairman, the vice-chairman present at the meeting shall be the chairman of the meeting. If there is no vice-chairman or there is a vice-chairman who is not present at the meeting or cannot perform his/her duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.
- No. 35. The chairman of the shareholders' meeting has the duty to conduct the meeting in compliance with the Articles of Association of the company relating to meeting and to follow the sequence of the agendas specified in the notice calling the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-third of the number of the shareholders present at the meeting.
- No. 36. Unless where this Article of Association or the laws specify otherwise, any decision or resolution of the shareholders' meeting shall require the affirmative vote of the shareholders attending the meeting and casting their votes. One share shall be counted as one vote. In case of a tie vote, the chairman of the meeting shall have a casting vote.

The one-share-one-vote voting right pursuant to the foregoing paragraph shall not apply to the case where the company has issued preference shares with difference voting right(s).

In the following cases, a vote of not less than three-fourth of the total number of votes of the shareholders who attend the meeting and are entitled to vote is required:

- (1) The sale or transfer of the whole or important parts of the business of the company to other persons;
- (2) The purchase or acceptance of transfer of the business of other companies or private companies by the company;
- (3) The entry into, the amendment or the termination of contracts with respect to the granting of lease of the whole or important parts of the company, the assignment of the management of the business of the company to other persons or the amalgamation of the business with other persons with the purpose of profit loss sharing;
- (4) The amendment of the Memorandum of Association or the Articles of Association;
- (5) The increase or decrease in the company's capital or the issuance of debentures;
- (6) The amalgamation or dissolution of the company;
- (7) The debt restructuring by issuing new shares to pay off the debtor under a debt-to-equity conversation plan;
- (8) Any other matters in accordance with the securities and exchange laws.

