



TK.013/2561

March 5, 2018

Re: Invitation to Annual General Meeting (AGM) for the year 2018

Attn: All Shareholders

- Attachment:
1. Minute of EGM for the year 2017
  2. Annual Report 2017
  3. Clarification on the Attendance by Proxy Form at the Annual General meeting
  4. Proxy Form (An English versions) can be download from Thitikorn website:  
[http://tkw03.thespi.com/tkweb/tk/ir/en/shareholder\\_meeting.html](http://tkw03.thespi.com/tkweb/tk/ir/en/shareholder_meeting.html)
  5. Appendix for agenda 6.1
  6. Appendix for agenda 6.2
  7. Appendix for agenda 9
  8. Profiles of the Independent Directors who serves as proxy for Shareholders
  9. Documents required attending the meeting with supporting attendance right
  10. The Company rules and regulations related to shareholders meeting
  11. Map of meeting venue

According to Board of Directors meeting resolution the AGM for year 2018 was set on Wednesday, April 25, 2018 at 2.00 p.m. at Meeting Room 5<sup>th</sup> floor SP Arcade, located on 69 Ramkhamhaeng road, Huamark, Bangkapi, Bangkok to review all aspects according to the following agendas;

**Agenda 1: To certify the Minutes of the Extraordinary General Meeting of Shareholders for year 2017**

Objective and Reason: The Extraordinary General Shareholders' Meeting for year 2017 was held on September 27, 2017, and the minutes of the meeting were submitted to the Stock Exchange of Thailand and the Ministry of Commerce according to the requirement of the laws and posted on [http://tkw03.thespi.com/tkweb/tk/ir/report\\_meeting.html](http://tkw03.thespi.com/tkweb/tk/ir/report_meeting.html)

Directors comment: To approve the aforementioned meeting resolution.

**Agenda 2: To acknowledge and approve the company's annual report and the Company's operating results 2017**

Objective and Reason: The Company summarizes operating performance for year 2017, shown in the Annual Report 2017.

Directors comment: To approve of the acknowledgement for annual report and directors report for operating performance 2017.

**Agenda 3: To verify and approve the audited balance sheet and profit and loss statements for the year ended December 31, 2017**

Objective and Reason: The Company's balance sheet and profit and loss statements for the year ended December 31, 2017 was reviewed and endorsed by the Company's Audit Committee and audited by the Company's auditor. The documents mentioned can be summarized as follows:

Consolidated	Year 2017	Year 2016
Total Assets	10,018.2 Million Baht	8,611.4 Million Baht
Total Liabilities	5,232.9 Million Baht	4,061.5 Million Baht
Total Revenues	3,653.6 Million Baht	3,371.3 Million Baht
Net Income	466.9 Million Baht	429.7 Million Baht
Earning per share	0.93 Baht per Share	0.86 Baht per Share

*Detail of above information are as shown in the Company's Annual Report for the year 2017 which is delivered to the Shareholders together with Invitation to Annual General Meeting.*

*Directors comment:* To approve annual balance sheet and income statement ended December 31, 2017, reviewed and audited by Board of Directors and Auditor

**Agenda 4: To consider and approve the amendment of the Company's dividend policy**

*Objective and Reason:* Changing the dividend policy is for more accurately reflect the Company's business and maximize shareholders value. The Company currently expands into overseas market which affect the dividend paying abilities and payment structure.

**Current Policy:** Thitikorn's dividend payment policy to the shareholders is to pay dividend at the rate of not exceeding 60% of net profit after tax **(Company only)**.

**Proposed Policy:** Thitikorn's dividend payment policy to the shareholders is to pay dividend at the rate of not exceeding 60% of net profit after tax **(Consolidate)**.

*Directors comment:* Approved to propose to AGM to consider and approve the amendment of the Company's dividend policy

**Agenda 5: To consider and approve the distribution of dividends and appropriation of the profit for the operating results for the financial year 2017**

*Objective and Reason:* Thitikorn has fully set aside a legal reserve. The Company net profit **(Consolidate)** after tax was 466.9 Million Baht and according to dividend policy of the Company, dividend payout should not exceed 60% of Company net profit after tax **(Consolidate)**.

*However, the right to receive the dividend is subject to shareholders' approval at AGM*

The Company/Board of Directors proposed to pay dividend from January 1 to December 31, 2017 operation at 0.52 Baht per share or 55.7% of Net profit with the Total amount of 260.0 Million Baht. The Record date for the right to attend the 2016 TK AGM and the right to receive the dividend will be on March 7, 2018, the payment will be made on May 10, 2018. Dividend Payout Table for 2017 and 2016 are as follows:

Detail of Dividend Payment	Year 2017 (Proposed Policy)	Year 2017 (Current Policy)	Year 2016
1. Net Profit (Company Only)	408.8 Million Baht	408.8 Million Baht	423.0 Million Baht
Net Profit (Consolidate)	466.9 Million Baht	466.9 Million Baht	429.7 Million Baht
2. Number of Shares	500,000,000 shares	500,000,000 shares	500,000,000 shares
3. Dividend per share	0.52 Baht	0.52 Baht	0.45 Baht
4. Total payment	260.0 Million Baht	260.0 Million Baht	225.0 Million Baht
5. Dividend Payout Ratio	55.7%	63.6%	53.2%

*Directors comment:* Board of Directors has reviewed and would like to seek dividend payment approval from AGM for operating performance year 2017 to 500,000,000 shares of Thitikorn shareholders at 0.52 Baht per share, total 260.0 Million Baht or 55.7% of net profit from the Company Financial Statement in accordance to the Company policy, the payment will be made on May 10, 2018.

**Agenda 6: To consider and approve the appointment of directors replacing those retired by rotation and appointment of a new director.**

**6.1) To consider and approve the appointment of directors replacing those retired by rotation.**

*Objective and Reason:* According to the listed Companies Act and Article 18 of the Company's Articles of Association, one-third of the directors must retire from office at the Annual General Meeting of Shareholders. If the number of directors is not multiple of three, the number of directors closet to one-third vacate their offices which this year, there are 3 directors who will have to retire by rotation :

1. Ms. Orapin Chartabsorn Independent Director/ President of Audit Committee
2. Ms. Prathama Phornprapha Managing Director/ President of the Executive Director
3. Mrs. Buskorn Liaummukda Director/ Executive Director
4. Ms. Penchan Klinboonnak Director/ Executive Director

The Company has announced on its website

[http://tkw03.thespi.com/tkweb/tk/ir/en/addperson\\_agenda.html](http://tkw03.thespi.com/tkweb/tk/ir/en/addperson_agenda.html)

and invited all shareholders to nominate the qualified person to be elected as TK director as well as to propose the meeting agenda on the Company's website. However, there was neither proposal of director nominee or meeting agenda submitted to the Company. The Nomination Committee has proposed to reelect 3 retiring directors who are suitable persons with qualification to TK Board of Directors are as follows:

1. Ms. Orapin Chartabsorn Independent Director/ President of Audit Committee
2. Ms. Prathama Phornprapha Managing Director/ President of the Executive Director
3. Mrs. Buskorn Liaummukda Director/ Executive Director

(Profiles of Directors are shown in Attachment 6.1)

*Directors comment:* Individuals proposed were screened and passed as suitable persons to the business of the company by the Board of Directors. Board of Directors has reviewed the proposed independence directors were considered as not having any constraint that would affect the performance of giving independent judgement and meeting the related criteria.

Approved to propose to AGM for shareholders reappointment of 3 retired directors as proposed by Nomination and Remuneration Committee without any voting from the re-elected directors.

**6.2) To approve and appoint one new director.**

Objective and Reason: The director who retired by rotation is as follows:

1. Ms. Penchan Klinboonnak                      Director/ Executive Director

The director did not wish to extend her directorship and notified the Company's Board of Directors of her retirement. As a result, there will be a nomination for a new director to replace (an available directorship) one director seat.

Nomination and Remuneration Committee has proposed 1 person to be appointed as a director replacing the retired director to the Board of Directors. The Board of Directors has approved to propose the appointment of 1 Director and Executive Director as follows:

1. Mr. Prasit Sainonsee                      Director/ Executive Director

(Profiles of Directors are attached on appendix for agenda 6.2)

Directors comment: Approved to propose to AGM for shareholders appointment of Mr. Prasit Sainonsee as Director/ Executive Director by Nomination and Remuneration Committee without any voting from the re-elected directors

**Agenda 7: To consider and approve the remuneration of Board of Directors for the year 2018**

Objective and Reason: Approve of directors remuneration for year 2018 as proposed by Nomination and Remuneration Committee with appropriateness and comparable to the industry benchmark as well as the business and profitable expansion of the Company, the Committee seek approval of budget no more than 3,000,000 Baht are as follow;

Directors Remuneration	Year 2018 (Current Year)	Year 2017
<b>Proposed Budget</b>	3,000,000 Baht	3,000,000 Baht
<b>1. Remuneration of Directors</b> Attendance fee (as number of attended) - Director	40,000 Baht/Director/Time	40,000 Baht/Director/Time
<b>2. Remuneration of Sub-committees :</b> Attendance fee to be paid as per each attendance (There are 2 Sub-committees as follows: Audit Committee and Nomination and Remuneration Committee)		
- Chairman of Sub-committee	45,000 Baht/Director/Time	45,000 Baht/Director/Time
- Director of Sub-committee	40,000 Baht/Director/Time	40,000 Baht/Director/Time
<b>3. Other benefits</b>	-None-	-None-

Directors comment: Based on the nomination and Remuneration Committee's opinion, the Board of Director agreed to propose to the shareholders to approve the determination of Directors' Remuneration for 2018 according to the Nomination and Remuneration Committee's proposal.

**Agenda 8: To consider and approve the appointment of auditors and their remuneration for year 2018**

*Objective and Reason:* Audit Committee has nominated 3 auditors according to their performance, independent, audit fee and proposed to Board of Directors for the approval consist of Mr. Akadet Pliensakul or Mr. Methee Ratanasrimetha or Mr. Pisit Chiwaruangroch from M.R. & Associates Co., Ltd. Which were the Company current auditor to be Auditor of the Company and its subsidiaries for 2017 and to seek an Approval for audit fee in 2018 (current year) of 3,040,000 Baht less than audit fee in 2017 of 3,160,000 Baht.

*Directors comment:* Audit committee and Board of Directors has reviewed and approved for AGM review, M.R. & Associates Co., Ltd. has been nominated one of the following auditors to perform an audit function and to write an audit report for Thitikorn and its subsidiaries for year 2018 and details are as follows:

1. Mr. Akadet Pliensakul                      Auditor license no. 5389 or  
(Signer of the Company audited financial statement for a period of four fiscal years from 2014-2017)
2. Mr. Methee Ratanasrimetha              Auditor license no. 3425 or  
(Signer of the Company audited financial statement for 2007 and for a period of five fiscal years from 2009-2013)
3. Mr. Pisit Chiwaruangroch                Auditor license no. 2803  
(Has not sign the Company audited financial statement)

The proposed auditor is not related to the company or subsidiaries/ managements/ major shareholders or related person enable to perform an audit function and write audit report independently.

The Board of Directors, proposed by the Audit Committee, would like to seek an approval by AGM for audit fee in 2018 (current year) of 3,160,000 Baht less than audit fee in 2017 of 3,160,000 Baht for Thitikorn and its subsidiaries are as follows:

Auditors Fee	Year 2017 (Current Year)		Year 2017 (Paid)	
	M.R.& Associates Co., Ltd		M.R.& Associates Co., Ltd	
	Audit service	Non-audit service fee	Audit service	Non-audit service fee
Thitikorn Public Company Limited	1,360,000	-	1,260,000	-
Subsidiaries	1,680,000	-	1,900,000	-
<b>Total</b>	<b>3,040,000</b>	<b>-</b>	<b>3,160,000</b>	<b>-</b>

**Agenda 9: To consider and approve the issue and offering of debenture.**

*Objective and Reason:* In order to ensure operational flexibility with minimum impact to business Thitikorn is seeking shareholders approval to issue and offering of debenture not exceeding 600 million baht. Details of which are shown in (Appendix for agenda 9)

*Directors comment:* Approved to propose to the Annual General Meeting of Shareholders (AGM) to consider and approve the issue and offering of debenture not exceeding 600 million baht.

**Agenda 10: To consider and approve other agendas (if any)**

*Directors comment:* The Board of Director has agreed to the above agendas, in case any shareholders would like to proposed other issues.


The Record date for the right to attend the 2018 TK AGM and the right to receive the dividend will be on March 7, 2018, However, the right to receive the dividend is subject to shareholders approval at AGM.

Therefore, Thitikorn would like to invite all shareholders to attend the AGM on the aforementioned date and if shareholder needs to transfer voting right by proxy, please complete the attached Proxy Form with signature and send back with a certify copy of Identification Card. If the transfer party is a legal entity, the copy of the Affidavit or Certificate of Incorporate with certified true and correct. For shareholders convenience and speedy process on the AGM please send all required documents to the Company by April 20, 2018 or present all required documents to the Company staffs prior to the AGM. The registration of the AGM will commence from 12:00 am.

In order for shareholders to make the best use of AGM and shareholders' rights please submit your questions in advance with regard to any agendas to the Company website [http://tkw03.thespi.com/tkweb/tk/ir/en/contact\\_ir.html](http://tkw03.thespi.com/tkweb/tk/ir/en/contact_ir.html) or by fax at 02-318-3339.

Please be informed accordingly.

Sincerely yours,



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(Ms. Prathama Phornprapha)  
Managing Director



# บริษัท ฐิติกร จำกัด (มหาชน)

69 ถนนรามคำแหง แขวงหัวหมาก เขตบางกะปิ กรุงเทพฯ 10240 โทร. 0-2310-7000  
ทะเบียนเลขที่ 0107546000130  
<http://www.tk.co.th>

ที่ TK.063/2560

## รายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2560 บริษัท ฐิติกร จำกัด (มหาชน)

### วัน เวลา และสถานที่

ประชุมเมื่อวันที่ 27 กันยายน 2560 เริ่มประชุมเวลา 14.00 น. ณ ห้องประชุมใหญ่ ชั้น 5 อาคาร เอส.พี.อาเขต เลขที่ 69 ถนนรามคำแหง แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240

### เริ่มการประชุม

ดร.ชุมพล พรประภา ประธานกรรมการ เป็นประธานที่ประชุม นางสาวนิรมล สุขเกษม ทำหน้าที่ผู้ดำเนินการประชุม ได้กล่าวแนะนำผู้เข้าร่วมประชุมประกอบด้วยกรรมการบริษัท 11 ท่าน จากทั้งหมด 11 ท่าน คิดเป็น 100% ของกรรมการทั้งหมด ที่ปรึกษาคณะกรรมการบริษัท คณะกรรมการบริหารความเสี่ยง และตัวแทนที่ปรึกษากฎหมาย ดังนี้

1. ดร.ชุมพล พรประภา	ประธานกรรมการ
2. นางสาวอรพินธุ์ ชาติอัปสร	ประธานกรรมการตรวจสอบ และกรรมการอิสระ
3. นายทวีป ชาติธำรง	ประธานกรรมการสรรหาและกำหนดค่าตอบแทนกรรมการ กรรมการตรวจสอบ และกรรมการอิสระ
4. นายสุรินทร์ ธรรมนิเวศ	กรรมการตรวจสอบ และกรรมการอิสระ
5. นายวิบูลย์ เพิ่มอารยวงศ์	กรรมการอิสระ และกรรมการสรรหาและกำหนดค่าตอบแทนกรรมการ
6. นายรักษนิท พรประภา	กรรมการ
7. นายสถิตย์พงษ์ พรประภา	กรรมการ
8. นางสาวปฐมา พรประภา	กรรมการผู้จัดการ และรักษาการ CFO
9. นายประพล พรประภา	กรรมการ และรองกรรมการผู้จัดการ
10. นางบุษกร เหลี่ยมมุกดา	กรรมการ, กรรมการสรรหาและกำหนดค่าตอบแทนกรรมการ ประธานคณะกรรมการบริหารความเสี่ยง และผู้จัดการฝ่ายบัญชี
11. นางสาวเพ็ญจันทร์ กลิ่นบุณนาค	กรรมการ และกรรมการบริหารความเสี่ยง

นายจักษ์ชัย พานิชพัฒน์ ที่ปรึกษาคณะกรรมการบริษัท โดยมีคณะกรรมการบริหารความเสี่ยงอีก 3 ท่าน ซึ่งประกอบด้วยผู้บริหารของบริษัทฯ เข้าร่วมประชุม ดังนี้

1. นายอภิชัย เอี่ยมเสถียรพร	ผู้ช่วยรองกรรมการผู้จัดการ
2. นางสุภัชมา ทวีรักษ์	กรรมการบริหารความเสี่ยงและที่ปรึกษา (เทียบเท่าผู้จัดการฝ่าย) ดูแลงานตรวจสอบภายใน
3. นายพิสิฐ เปลี่ยมทรัพย์	กรรมการบริหารความเสี่ยงและที่ปรึกษา (เทียบเท่าผู้จัดการฝ่าย)

โดยมี นายอาคม พัวบัณฑิตกุล ตัวแทนที่ปรึกษากฎหมายจาก บริษัท เอส.พี.อินเตอร์เนชั่นแนล จำกัด ทำหน้าที่ตรวจสอบการนับคะแนนเสียง เพื่อให้การประชุมเป็นไปอย่างโปร่งใส ถูกต้องตามกฎหมายและข้อบังคับของบริษัท และมีตัวแทนอาสาพิทักษ์สิทธิผู้ถือหุ้น จากสมาคมส่งเสริมผู้ลงทุนไทยเข้าร่วมประชุม 1 ท่าน คือ คุณอังคณา ชูดวง

บริษัทฯ ได้ดำเนินการก่อนการประชุม ดังนี้

1. บริษัทฯ ได้ส่งหนังสือเชิญประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2560 ไปยังผู้ถือหุ้น เป็นเวลา 21 วันล่วงหน้าก่อนการประชุม โดยทางไปรษณีย์ลงทะเบียน เมื่อวันที่ 5 กันยายน 2560

2. บริษัทฯ ได้แจ้งวาระการประชุมพร้อมความเป็นมาและเหตุผล และความเห็นของคณะกรรมการในแต่ละวาระ รวมทั้งเอกสารประกอบการประชุมต่างๆ ที่เว็บไซต์ของบริษัทฯ ล่วงหน้าเป็นเวลาไม่น้อยกว่า 30 วันก่อนการประชุม เพื่อให้ผู้ถือหุ้นมีเวลาศึกษาข้อมูล และได้แจ้งการดำเนินการดังกล่าวของบริษัทฯ ให้ผู้ถือหุ้นทราบโดยผ่านช่องทางกาเปิดเผยข้อมูลของตลาดหลักทรัพย์แห่งประเทศไทย เมื่อวันที่ 24 สิงหาคม 2560

โดยมีผู้ถือหุ้นและผู้รับมอบฉันทะจากผู้ถือหุ้นเข้าร่วมประชุมรวมทั้งสิ้น 78 ราย นับจำนวนหุ้นได้ 407,219,747 หุ้น คิดเป็นร้อยละ 81.44 ของจำนวนหุ้นที่จำหน่ายได้แล้วทั้งหมด 500,000,000 หุ้น ครบองค์ประชุมตามข้อบังคับของบริษัท

นางสาวนิรมล กล่าวชี้แจงวิธีการออกเสียงลงคะแนนและการนับผลการลงคะแนนเสียงว่า ในการออกเสียงลงคะแนนจะนับ 1 หุ้นเป็น 1 เสียง (One Share : One Vote) และจะใช้บัตรลงคะแนนเสียงเฉพาะผู้ถือหุ้นที่ประสงค์จะลงคะแนนเสียงไม่เห็นด้วย หรือคัดค้าน และหากกรณีแสดงเจตนาไม่ชัดเจนในบัตรลงคะแนน เช่น ลงคะแนนเสียงเกินกว่า 1 ช่อง หรือกรณีมีการขีดฆ่าในบัตรลงคะแนนโดยไม่ลงชื่อกำกับบริเวณที่ขีดฆ่า จะถือว่าเป็นบัตรเสีย สำหรับผู้ถือหุ้นที่ไม่ส่งบัตรลงคะแนนเสียงไม่ว่ากรณีใดก็ตาม บริษัทจะถือว่าผู้ถือหุ้นเห็นด้วยและจะนับรวมเป็นคะแนนเสียงเห็นด้วยในวาระนั้นๆ สำหรับผู้ถือหุ้นหรือผู้รับมอบฉันทะที่ประสงค์จะลงคะแนนเสียงไม่เห็นด้วยหรือคัดค้านในวาระใด ขอให้ยกมือและบันทึกการลงคะแนนเสียงในบัตรลงคะแนนเสียง และประธานฯ จะให้เจ้าหน้าที่เก็บบัตรลงคะแนนเสียงเพื่อนำมาตรวจนับ และถือว่าผู้ถือหุ้นที่ไม่ได้ยกมือในที่ประชุมมีมติอนุมัติตามที่ประธานฯ เสนอให้ที่ประชุมพิจารณาลงมติ

ประธานที่ประชุมได้กล่าวเปิดการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2560 และดำเนินการประชุมตามระเบียบวาระ ดังนี้

### วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2560 เมื่อวันที่ 26 เมษายน 2560

ประธานฯ ได้เสนอให้ที่ประชุมพิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2560 ซึ่งประชุมเมื่อวันที่ 26 เมษายน 2560 โดยมีรายละเอียดตามสำเนารายงานการประชุมที่จัดส่งให้ผู้ถือหุ้นพร้อมหนังสือเชิญประชุม

นางสาวนิรมล แจ้งว่าในวาระนี้จะใช้เสียงข้างมากของผู้ถือหุ้นที่มาประชุมและออกเสียงลงคะแนน

**มติ** ที่ประชุมพิจารณาแล้วมีมติเป็นเอกฉันท์ รับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2560 เมื่อวันที่ 26 เมษายน 2560 ตามที่ประธานฯ เสนอ ด้วยคะแนนเสียงดังนี้

เห็นด้วย	407,219,747	หุ้น	คิดเป็นร้อยละ	100.00	ของจำนวนหุ้นที่มาประชุมและออกเสียงลงคะแนน
ไม่เห็นด้วย -	ไม่มี-		คิดเป็นร้อยละ	0.00	ของจำนวนหุ้นที่มาประชุมและออกเสียงลงคะแนน
งดออกเสียง	-ไม่มี-				
บัตรเสีย -	ไม่มี-				

### วาระที่ 2 พิจารณาออกและเสนอขายหุ้นกู้ของบริษัท

ประธานฯ ได้ให้ นางสาวปฐมา พรประภา กรรมการผู้จัดการ เป็นผู้รายงานต่อที่ประชุม

นางสาวปฐมา ชี้แจงต่อที่ประชุมว่า วงเงินในการออกและเสนอขายหุ้นจำนวน 2,200 ล้านบาท ซึ่งได้ผ่านการอนุมัติจากที่ประชุมสามัญผู้ถือหุ้นในปี 2559 นั้น บริษัทมีการออกหุ้นกู้ไปแล้วบางส่วน ปัจจุบันมีวงเงินหุ้นกู้คงเหลือ 200 ล้านบาท และเพื่อเป็นเงินทุนหมุนเวียน และ/หรือการจัดหาเงินทุนที่เหมาะสมเพื่อดำเนินกิจการ และ/หรือขยายธุรกิจในอนาคต และ/หรือเพื่อชำระคืนเงินกู้ และ/หรือไถ่ถอนหุ้นกู้ จึงขออนุมัติวงเงินในการออกและเสนอขายหุ้นกู้ชุดใหม่ ในวงเงินไม่เกิน 3,000





ล้านบาท รวมเป็นวงเงินหุ้นกู้ทั้งสิ้น 3,200 ล้านบาท สำหรับรายละเอียดของหุ้นกู้ ผู้ถือหุ้นสามารถดูได้จากเอกสารที่บริษัทได้จัดส่งให้

ประธานฯ ได้เปิดโอกาสให้ผู้ถือหุ้นซักถามและแสดงความคิดเห็น

เมื่อไม่มีผู้ถือหุ้นท่านใดซักถามหรือแสดงความคิดเห็นเพิ่มเติมแล้ว ประธานฯ จึงขอให้ประชุมพิจารณาการออกและเสนอขายหุ้นกู้

นางสาวนิรมล แจ้งว่าสำหรับในวาระนี้จะใช้คะแนนเสียงไม่น้อยกว่าสามในสี่ของผู้ถือหุ้นที่มาประชุมและมีสิทธิออกเสียงลงคะแนน และขณะนี้ผู้ถือหุ้นมาเข้าร่วมประชุมเพิ่มขึ้น 2 ราย รวม 80 ราย นับจำนวนหุ้นได้ 407,222,947 หุ้น

**มติ** ที่ประชุมพิจารณาแล้วมีมติด้วยคะแนนเสียงไม่น้อยกว่าสามในสี่ อนุมัติออกและเสนอขายหุ้นกู้ชุดใหม่ ภายในวงเงินไม่เกิน 3,000 ล้านบาท รวมกับวงเงินหุ้นกู้คงเหลือเดิม 200 ล้านบาท รวมเป็นวงเงินหุ้นกู้ทั้งสิ้น 3,200 ล้านบาท ด้วยคะแนนเสียงดังนี้

เห็นด้วย	407,222,947 หุ้น คิดเป็นร้อยละ 100.00 ของจำนวนหุ้นที่มาประชุมและมีสิทธิออกเสียงลงคะแนน
ไม่เห็นด้วย	-ไม่มี-
งดออกเสียง	-ไม่มี-
บัตรเสีย -	-ไม่มี-

### วาระที่ 3 พิจารณาและอนุมัติเพิ่มเติมวัตถุประสงค์ของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 3 เพื่อให้สอดคล้องกับการเพิ่มเติมวัตถุประสงค์

ประธานฯ ได้ให้ นางสาวปฐมา พรประภา กรรมการผู้จัดการ เป็นผู้ชี้แจงต่อที่ประชุม

นางสาวปฐมา ชี้แจงต่อที่ประชุมว่า เดิมวัตถุประสงค์ของบริษัท มีทั้งหมด 36 ข้อ และเพื่อให้ครอบคลุมกิจการที่อาจดำเนินการในอนาคต จึงขอเพิ่มเติมวัตถุประสงค์ของบริษัทอีก 1 ข้อ ดังนี้

ข้อ 37. ประกอบกิจการให้บริการเร่งรัดติดตามทางตามหนี้สิน

และขออนุมัติแก้ไขหนังสือบริคณห์สนธิ ข้อ 3 เพื่อให้สอดคล้องกับการเพิ่มเติมวัตถุประสงค์ของบริษัท

นางสาวนิรมล แจ้งว่าสำหรับในวาระนี้จะใช้คะแนนเสียงไม่น้อยกว่าสามในสี่ของผู้ถือหุ้นที่มาประชุมและมีสิทธิออกเสียงลงคะแนน และขณะนี้ผู้ถือหุ้นมาเข้าร่วมประชุมเพิ่มขึ้น 2 ราย รวม 82 ราย นับจำนวนหุ้นได้ 407,228,547 หุ้น

**มติ** ที่ประชุมพิจารณาแล้วมีมติด้วยคะแนนเสียงไม่น้อยกว่าสามในสี่ อนุมัติให้เพิ่มเติมวัตถุประสงค์ของบริษัท และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 3 เพื่อให้สอดคล้องกับการเพิ่มเติมวัตถุประสงค์ ดังนี้

เห็นด้วย	407,228,547 หุ้น คิดเป็นร้อยละ 100.00 ของจำนวนหุ้นที่มาประชุมและมีสิทธิออกเสียงลงคะแนน
ไม่เห็นด้วย	-ไม่มี-
งดออกเสียง	-ไม่มี-
บัตรเสีย -	-ไม่มี-

### วาระที่ 4 พิจารณาเรื่องอื่นๆ

ประธานฯ ได้สอบถามที่ประชุมว่ามีคำถามหรือข้อเสนอนั้นใดอีกหรือไม่



นายวินัย รุ่งทิวาสวรรณ ผู้ถือหุ้นร่วมประชุมด้วยตนเอง ขอให้ผู้บริหารรายงานข้อมูล ณ ปัจจุบัน ของทางบริษัทว่าได้ตั้งเป้าการเติบโตของสินเชื่อไว้อย่างไร และจากสถานการณ์น้ำท่วมครั้งล่าสุด มีผลกระทบต่ออัตราการเติบโตของลูกหนี้หรือไม่

นายประพล ชี้แจงว่า ครึ่งปีแรกของปี 2560 ที่ผ่านมา ยอดขายรถจักรยานยนต์ภายในประเทศ ตลาดรวมโตขึ้น 4.8% ในขณะที่ลูกหนี้เข้าซื้อรถจักรยานยนต์ของบริษัทโตขึ้น 10.3% ซึ่งมากกว่า 2 เท่าตัว หากรวมลูกหนี้เข้าซื้อรถยนต์ ซึ่งหดตัวต่อเนื่องกันมาเป็นเวลาหลายปี บริษัทโตขึ้นประมาณ 8.4% โดยรวมเป็นไปในทางที่ดี ซึ่งบริษัทมีการเติบโตมาอย่างต่อเนื่อง 7 ไตรมาส ตั้งแต่ไตรมาส 4 ปี 2558 จนถึงไตรมาส 2 ของปี 2560 สำหรับสถานการณ์น้ำท่วมล่าสุด เป็นการท่วมเฉพาะในพื้นที่ และไม่มีการท่วมขังเป็นเวลานาน จึงไม่มีผลกระทบมากนัก แต่สิ่งที่อาจเกิดผลกระทบคือ ค่าเงินบาทที่แข็งตัวขึ้นค่อนข้างมาก เนื่องจากประเทศไทยมีการส่งออกอยู่ที่ประมาณ 60-70% ของ GDP ในปีนี้ตลาดส่งออกเติบโตได้ค่อนข้างดี ซึ่งในปีที่ผ่านมาตลาดส่งออกกลับมาโตในรอบ 3-4 ปี สำหรับในปี 2560 ตลาดรถจักรยานยนต์ ตลาดรถยนต์ และตลาดส่งออก พื้นตัวขึ้นได้อย่างชัดเจน ดังนั้นจึงมั่นใจว่าบริษัทจะเติบโตได้ค่อนข้างดี

สำหรับตลาดต่างประเทศ ในเดือนนี้บริษัทได้ทำการเปิดสาขาในราชอาณาจักรกัมพูชา เพิ่ม 3 สาขา รวมเป็น 6 สาขา ทำให้ตัวเลขในต่างประเทศเป็นไปด้วยดี ในช่วง 6 เดือนแรก ของปี 2560 บริษัทในสาธารณรัฐประชาธิปไตยประชาชนลาว เติบโตขึ้นประมาณ 65% และในราชอาณาจักรกัมพูชา เติบโตขึ้นประมาณ 94% โดยรวมลูกหนี้เข้าซื้อรถจักรยานยนต์ในต่างประเทศ อยู่ที่ประมาณ 3% ซึ่งเติบโตได้ค่อนข้างดี

ดังนั้น ปีนี้บริษัทน่าจะเติบโตได้ดี ซึ่งเมื่อต้นปีบริษัทตั้งเป้าการเติบโตไว้ 5% และปรับขึ้นเป็น 10% ซึ่งในครึ่งปีแรกได้เติบโตไปแล้ว 8% ซึ่งยังไม่มีการปรับเป้าขึ้น แต่คาดว่าจะน่าจะเกินกว่า 10% และคุณภาพลูกหนี้โดยรวมดีขึ้นอย่างต่อเนื่อง

นายณรงค์ศักดิ์ โมตรีพจน์ ผู้ถือหุ้นร่วมประชุมด้วยตนเอง สอบถามว่า ในอดีตที่ผ่านมาบริษัทเคยมีการจ่ายเงินปันผลระหว่างกาล ซึ่งปัจจุบันไม่มีแล้ว ขอทราบว่า จะสามารถนำกำไรสะสมที่มีอยู่ แบ่งออกมาจ่ายเป็นเงินปันผลได้หรือไม่ และในอนาคตจะมีการจ่ายเงินปันผลระหว่างกาลอีกหรือไม่

นายประพล ชี้แจงว่า โดยรวม 14 ปี ที่ผ่านมา ตั้งแต่บริษัทเข้าตลาดหลักทรัพย์ มีการจ่ายเงินปันผลระหว่างกาลเพียงครั้งเดียว เนื่องในวาระฉลองก่อตั้งบริษัทครบ 40 ปี สำหรับเรื่องทุนสะสมที่มีค่อนข้างมาก โดยมีฐานทุนอยู่ที่ 4,540 ล้านบาท แต่ไม่ได้นำมาเป็นเงินปันผลมากนัก เนื่องจากบริษัทคาดว่าจะได้อย่างต่อเนื่องทั้งในประเทศและต่างประเทศ ซึ่งจะต้องใช้เงินทุน ดังนั้นจึงได้กันให้มีฐานทุนสูง แต่จะนำข้อเสนอไปพิจารณา ซึ่งการจ่ายเงินปันผลของบริษัทนั้นเป็นไปอย่างสม่ำเสมอ ตามนโยบายที่ไม่เกิน 60% ของกำไรสุทธิ

นายมงคล ทัพพะกุลธร ผู้ถือหุ้นร่วมประชุมด้วยตนเอง ได้แจ้งต่อที่ประชุม ตลอดจนสอบถามต่อผู้บริหาร ดังนี้

1. ขอชื่นชมคณะกรรมการและผู้บริหารของบริษัท ที่บริหารงานด้วยธรรมาภิบาลส่งผลให้บริษัทมีผลการดำเนินงานเป็นไปด้วยดี ราบรื่น ตลอดจนทั้งมีการเจริญเติบโตที่ดีขึ้น และยังได้มีโอกาสไปพบเห็นสาขาตามต่างจังหวัด ซึ่งมีรูปแบบเป็นของตนเอง ดูดี สะอาด รวมถึงพนักงานมีมารยาทดี แต่อยากทราบว่าเหตุใดราคาหุ้นของบริษัทเมื่อเทียบกับบริษัทอื่น ๆ ซึ่งประกอบธุรกิจประเภทเดียวกัน โดยเฉพาะ MLTS และ AEON จึงมีราคาต่ำกว่ามาก

2. เสนอคณะกรรมการบริษัทให้เพิ่มจำนวนกรรมการอิสระ 1 ท่าน โดยคัดเลือกจากผู้ถือหุ้นรายย่อย และขอหารือกับผู้เข้าร่วมประชุมวิสามัญผู้ถือหุ้นในครั้งนี้น้ำเห็นด้วยหรือไม่ ซึ่งผู้เข้าร่วมประชุมท่านอื่นๆ ไม่มีผู้เห็นด้วย

นางสาวปฐมา ชี้แจงว่า ในฐานะของผู้บริหารคือ ต้องทำหน้าที่บริหารงานของบริษัทให้มีการเติบโตและมีกำไรต่อเนื่อง สำหรับด้านราคาหุ้น มีองค์ประกอบ 2 อย่าง คือ Fundamental หรือมูลค่าพื้นฐานของบริษัท และ Market Maker ซึ่งในส่วนของบริษัทอาจไม่มีความชำนาญด้านนี้เท่าที่ควร แต่สิ่งหนึ่งที่บริษัทมั่นใจคือ TK มีความชำนาญในด้านธุรกิจเข้าซื้อรถจักรยานยนต์ ซึ่งดำเนินมายาวนานถึง 45 ปี ซึ่งจะทำให้ผู้ถือหุ้นมั่นใจ และสบายใจได้ เพราะตั้งแต่เข้าตลาดหลักทรัพย์ บริษัทมีผลกำไรในการดำเนินงานดีมาโดยตลอด



ไม่มีผู้ถือหุ้นท่านใดเสนอเรื่องอื่นหรือสอบถามเพิ่มเติมแล้ว ประธานฯ จึงกล่าวขอบคุณผู้ถือหุ้นที่มาประชุมและปิดประชุมเวลา 14.45 น.



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(ดร.ชุมพล พรประภา)  
ประธานกรรมการ

นางอังคณา สมชื่อ ผู้บันทึกการประชุม  
นายวิชัย สุรนัครินทร์ และ นางบุษกร เหลี่ยมมุกดา ผู้ตรวจทาน



### **Clarification on the Attendance by Proxy Form at the Annual General Meeting**

Announcement on February 2, 2007, Proxy Form (Edition 5) 2007 by Department of Business Development, Ministry of Commerce, has set the three proxy forms as follows:

- (1) Proxy (From A) General Form
- (2) Proxy (From B) Voting is clearly and definitely specified
- (3) Proxy (From C) Foreign shareholder with appointed custodian in Thailand

In case of Foreign Shareholders with appointed custodian in Thailand can use Proxy (Form A), Proxy (Form B), and Proxy (Form C). Other Shareholders can only use either Proxy (Form A) or Proxy (Form B) for attendance by proxy to attend the meeting and voting which already attached on the invitation letter. Attendance by proxy must present the required documents according to invitation letter for registration at the meeting.

Proxy (From A)

( General Form )

(Duty Stamp of Baht 20 is required)

Made at .....

Date.....Month..... Year.....

(1)I/We.....Nationality.....  
residing at .....Road.....Tumbon/Kwaeng.....  
Amphoe/khet.....Province..... Postal Code.....

(2) I am/We are a shareholder of the of Thitikorn Public Company Limited, Holding the shares in total amount of.....shares and the total number of votes for which I am/We are entitled to cast is..... votes as described below :

Ordinary shares in the amount of..... shares and the number of votes for which I am/We are entitled to cast is..... votes; and

Preferred shares in the amount of..... shares and the number of votes for which I am/We are entitled to cast is..... votes

(3) I/We hereby authorize and appoint either one of the following persons :

(1) .....Age .....years Residing at.....  
.....Road.....Tumbon/Kwaeng.....  
Amphoe/khet.....Province..... Postal Code..... or

(2).....Age .....years Residing at.....  
.....Road.....Tumbon/Kwaeng.....  
Amphoe/khet.....Province..... Postal Code..... or

(3).....Age .....years Residing at.....  
.....Road.....Tumbon/Kwaeng.....  
Amphoe/khet.....Province..... Postal Code.....

as my/our Proxy to attend vote on my/our behalf at the Annual General Meeting of the shareholders 2018 held on Wednesday, April 25, 2018 at 2.00 p.m. at the Conference Room, 5<sup>th</sup> Floor S.P.Arcade, No.69 Ramkhamhaeng Road Huamark, Bangkok, Bangkok or on such other date and time and at such other place as may be adjourned or changed.

Any action taken by the Proxy at the meeting shall be deemed as being done by me/ us in all respects

Signature.....The Grantor  
(.....)

Signature..... The Proxy  
(.....)

Signature..... The Proxy  
(.....)

Signature..... The Proxy  
(.....)

**Note**

A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.

Proxy (From B)

(Voting is clearly and definitely specified)

(Duty Stamp of Baht 20 is required)

Made at .....

Date.....Month..... Year.....

(1)I/We.....Nationality.....  
residing at .....Road.....Tumbon/Kwaeng.....  
Amphoe/khet.....Province..... Postal Code.....

(2) I am/We are a shareholder of the of Thitikorn Public Company Limited, Holding the shares in total amount of.....shares and the total number of votes for which I/We am/are entitled to cast is..... votes as described below :

Ordinary shares in the amount of..... shares and the number of votes for which I am/We are entitled to cast is..... votes

Preferred . shares in the amount of..... shares and the number of votes for which I am/We are entitled to cast is..... votes

(3) I/We hereby authorize and appoint either one of the following persons :

(1) .....Age .....years Residing at.....  
.....Road.....Tumbon/Kwaeng.....  
Amphoe/khet.....Province..... Postal Code..... or

(2).....Age .....years Residing at.....  
.....Road.....Tumbon/Kwaeng.....  
Amphoe/khet.....Province..... Postal Code..... or

(3).....Age .....years Residing at.....  
.....Road.....Tumbon/Kwaeng.....  
Amphoe/khet.....Province..... Postal Code.....

as my/our Proxy to attend vote on my/our behalf at the Annual General Meeting of the shareholders 2018 held on Wednesday, April 25, 2018 at 2.00 p.m. at the Conference Room, 5<sup>th</sup> Floor S.P.Arcade, No.69 Ramkhamhaeng Road Huamark, Bangkok, Bangkok or on such other date and time and at such other place as may be adjourned or changed.

(4) I/we authorize the Proxy to vote on my/ our behalf in this meeting as follows:

**Agenda no.1 To certify the Minutes of the Annual General Meeting of Shareholders 2017**

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve

Not Approve

Abstain

Agenda no.2 To acknowledge and approve the company's annual report and the Company's operating results 2017

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve                       Not Approve                       Abstain

Agenda no.3 To verify and approve the audited balance sheet and profit and loss statements for the year ended December 31, 2017

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve                       Not Approve                       Abstain

Agenda no.4 To consider and approve the amendment of the Company's dividend policy

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve                       Not Approve                       Abstain

Agenda no.5 To consider and approve the distribution of dividends and appropriation of the profit for the operating results for the financial year 2018

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve                       Not Approve                       Abstain

Agenda no.6 To consider and approve the appointment of directors replacing those retired by rotation

6.1) To consider and approve the appointment of directors replacing those retired by rotation.

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows :

Election of all members of the Board of Directors

Approve                       Not Approve                       Abstain

Election of each member of the Board of Directors

1. Name of Director Ms. Orapin Chartabsorn

Approve                       Not Approve                       Abstain

2. Name of Director Ms. Prathama Phornprapha

Approve                       Not Approve                       Abstain

3. Name of Director Mrs. Buskorn Liaummukda

Approve                       Not Approve                       Abstain



6.2) To approve and appoint one new director.

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows :

1. Name of Director Mr. Prasit Sainonsee

Approve                       Not Approve                       Abstain

Agenda no.7 To consider and approve the remuneration of Board of Directors for the year 2018

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve                       Not Approve                       Abstain

Agenda no.8 To consider and approve the appointment of auditors and their remuneration for year 2018.

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve                       Not Approve                       Abstain

Agenda no.9 To consider and approve the issue and offering of debenture.

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/ our behalf as follows :

Approve                       Not Approve                       Abstain

Agenda no.10 To consider and approve other agendas (if any)

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/ our behalf as follows:

Approve                       Not Approve                       Abstain

(5) Any votes by the Proxy in any agenda not rendered in accordance with my/our intention specified herein shall not be deemed as my/our votes as a shareholder.

(6) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matters and vote on my/our behalf as the Proxy deems appropriate. Any action taken by the Proxy at the meeting shall, unless the Proxy cast the votes not in compliance with my/ our intention specified herein, be deemed as being done by me/us in all respects

Signature.....The Grantor  
(.....)

Signature..... The Proxy  
(.....)

Signature..... The Proxy  
(.....)

Signature..... The Proxy  
(.....)

Note

- 1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes
- 2. Either all or each of the members of the Board of Directors may be appointed in the agenda of appointment and election of the directors
- 3. If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form B as attached.

Annex to the Proxy Form B

Granting of power to a proxy as a shareholder of Thitikorn Public Company Limited.

The Annual General Meeting of the shareholders 2018 held on Wednesday, April 25, 2018 at 2.00 p.m. at the Conference Room, 5<sup>th</sup> Floor S.P.Arcade, No.69 Ramkhamhaeng Road Huamark, Bangkok or on such other date and time and at such other place as may be adjourned or changed.

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Agenda no..... Re .....

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows :

Approve                       Not Approve                       Abstain

Agenda no..... Re .....

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows :

Approve                       Not Approve                       Abstain

Agenda no..... Re .....

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows :

Approve                       Not Approve                       Abstain

Agenda no..... Re .....

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows :

Approve                       Not Approve                       Abstain

Agenda no..... Re .....

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows :

Approve                       Not Approve                       Abstain

Agenda no..... Re: Election of Director

Name .....

Approve                       Not Approve                       Abstain

Name .....

Approve                       Not Approve                       Abstain

Name .....

Approve                       Not Approve                       Abstain

Name .....

Approve                       Not Approve                       Abstain

Name .....

Approve                       Not Approve                       Abstain

Name .....

Approve                       Not Approve                       Abstain

Name .....

Approve                       Not Approve                       Abstain

Proxy (From C)

(Foreign shareholder which appointed custodian in Thailand)

(Duty Stamp of Baht 20 is required)

Made at .....

Date.....Month..... Year.....

(1)I/We.....Nationality.....  
residing at .....Road.....Tumbon/Kwaeng.....  
Amphoe/khet.....Province..... Postal Code.....

As a custodian of ..... which is a shareholder of Thitikorn Public Company Limited,  
Holding the shares in total amount of.....shares and the total number of votes for which  
I am/We are entitled to cast is..... votes as described below :

Ordinary shares in the amount of..... shares and the number of votes for which  
I am/We are entitled to cast is..... votes

Preferred shares in the amount of..... shares and the number of votes for which  
I am/We are entitled to cast is..... votes

(2) Appointment of other person as my/our proxy : I/We hereby authorize and appoint either one of the following  
persons :

(1) .....Age .....years Residing at.....  
.....Road.....Tumbon/Kwaeng.....  
Amphoe/khet.....Province..... Postal Code..... or

(2).....Age .....years Residing at.....  
.....Road.....Tumbon/Kwaeng.....  
Amphoe/khet.....Province..... Postal Code..... or

(3).....Age .....years Residing at.....  
.....Road.....Tumbon/Kwaeng.....  
Amphoe/khet.....Province..... Postal Code.....

as my/our Proxy to attend vote on my/our behalf at the Annual General Meeting of the shareholders 2018 held on  
Wednesday, April 25, 2018 at 2.00 p.m. at the Conference Room, 5<sup>th</sup> Floor S.P.Arcade, No.69 Ramkhamhaeng Road  
Huamark, Bangkapi, Bangkok or on such other date and time and at such other place as may be adjourned or changed.

(3) I/we authorize the Proxy to attend and vote on my/our behalf in this meeting is as follows:

To vote based on the total number of shares held by me/us to which I/ we am/ are entitled

To split the votes as follows :

Ordinary shares in the amount of..... shares with the number of votes  
for which I am/We are entitled to cast is..... votes

Preferred shares in the amount of..... shares with the number of votes  
for which I am/We are entitled to cast is..... votes

total number of shares for which I am/We are entitled to cast the vote..... votes

(4) I/we authorize the Proxy to vote on my/our behalf in this meeting as follows:

Agenda no.1 To certify the Minutes of the Annual General Meeting of Shareholders 2017

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/ our behalf as follows :

Approve.....vote(s)  Not Approve..... vote(s)  Abstain..... vote(s)

Agenda no.2 To acknowledge and approve the company's annual report and the Company's operating results 2017

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows :

Approve.....vote(s)  Not Approve..... vote(s)  Abstain..... vote(s)

Agenda no.3 To verify and approve the audited balance sheet and profit and loss statements for the year ended December 31, 2017

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/ our behalf as follows :

Approve.....vote(s)  Not Approve..... vote(s)  Abstain..... vote(s)

Agenda no.4 To consider and approve the amendment of the Company's dividend policy

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows :

Approve.....vote(s)  Not Approve..... vote(s)  Abstain..... vote(s)

Agenda no.5 To consider and approve the distribution of dividends and appropriation of the profit for the operating results for the financial year 2017

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows :

Approve.....vote(s)  Not Approve..... vote(s)  Abstain..... vote(s)

**Agenda no.6** To consider and approve the appointment of directors replacing those retired by rotation and appointment of a new director.

6.1) To consider and approve the appointment of directors replacing those retired by rotation.

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows :

Election of all members of the Board of Directors

Approve.....vote(s)      Not Approve..... vote(s)      Abstain..... vote(s)

Election of each member of the Board of Directors

1. Name of Director Ms. Orapin Chartabsorn

Approve.....vote(s)     Not Approve..... vote(s)     Abstain..... vote(s)

2. Name of Director Ms. Prathama Phornprapha

Approve.....vote(s)     Not Approve..... vote(s)     Abstain..... vote(s)

3. Name of Director Mrs. Buskorn Liaummukda

Approve.....vote(s)     Not Approve..... vote(s)     Abstain..... vote(s)

6.2) To approve and appoint one new director.

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows :

1. Name of Director Mr. Prasit Sainonsee

Approve                       Not Approve                       Abstain

**Agenda no.7** To consider and approve the remuneration of Board of Directors for the year 2018

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows :

Approve.....vote(s)     Not Approve..... vote(s)     Abstain..... vote(s)

**Agenda no.8** To consider and approve the appointment of auditors and their remuneration for year 2018.

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows :

Approve.....vote(s)     Not Approve..... vote(s)     Abstain..... vote(s)

**Agenda no.9** To consider and approve the issue and offering of debenture.

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows :

Approve.....vote(s)     Not Approve..... vote(s)     Abstain..... vote(s)

**Agenda no.10 To consider and approve other agendas (if any)**

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows :

Approve.....vote(s)    Not Approve..... vote(s)    Abstain..... vote(s)

(5) Any votes by the Proxy in any agenda not rendered in accordance with my/ our intention specified herein shall not be deemed as my/our votes as a shareholder.

(6) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matters and vote on my/our behalf as the Proxy deems appropriate.

Any action taken by the Proxy at the meeting shall, unless the Proxy cast the votes not in compliance with my/ our intention specified herein, be deemed as being done by me/us in all respects

Signature.....The Grantor  
(.....)

Signature..... The Proxy  
(.....)

Signature..... The Proxy  
(.....)

Signature..... The Proxy  
(.....)



Note

1. This Proxy Form C is applicable only to a shareholder whose name appears in the shareholder registration book as a foreign investor and a custodian in Thailand is appointed therefore.
2. Evidence of documents required to be attached to the proxy form are :
  - (1) A Power of Attorney executed by the shareholder authorizing the custodian to execute the proxy form on behalf of such shareholder; and
  - (2) A letter confirming that the person executing the proxy form has obtained a license for being a custodian.
3. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes
4. Either all or each of the members of the Board of Directors may be appointed in the agenda of appointment and election of the directors
5. If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form C as attached.

Annex to the Proxy Form C

Granting of power to a proxy as a shareholder of \_\_\_\_\_ Thitikorn \_\_\_\_\_ Public Company Limited.

The Annual General Meeting of the shareholders 2018 held on Wednesday, April 25, 2018 at 2.00 p.m. at the Conference Room, 5<sup>th</sup> Floor S.P.Arcade, No.69 Ramkhamhaeng Road Huamark, Bangkok or on such other date and time and at such other place as may be adjourned or changed.

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- Agenda no..... Re .....
- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows :
  - Approve.....vote(s)    Not Approve..... vote(s)    Abstain..... vote(s)
  
- Agenda no..... Re .....
- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows :
  - Approve.....vote(s)    Not Approve..... vote(s)    Abstain..... vote(s)
  
- Agenda no..... Re .....
- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows :
  - Approve.....vote(s)    Not Approve..... vote(s)    Abstain..... vote(s)
  
- Agenda no..... Re .....
- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows :
  - Approve.....vote(s)    Not Approve..... vote(s)    Abstain..... vote(s)
  
- Agenda no..... Re .....
- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deem appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows :
  - Approve.....vote(s)    Not Approve..... vote(s)    Abstain..... vote(s)

Agenda no..... Re: Election of Director

Name .....

Approve.....vote(s)  Not Approve..... vote(s)  Abstain..... vote(s)

Name .....

Approve.....vote(s)  Not Approve..... vote(s)  Abstain..... vote(s)

Name .....

Approve.....vote(s)  Not Approve..... vote(s)  Abstain..... vote(s)

Name .....

Approve.....vote(s)  Not Approve..... vote(s)  Abstain..... vote(s)

Name .....

Approve.....vote(s)  Not Approve..... vote(s)  Abstain..... vote(s)

Name .....

Approve.....vote(s)  Not Approve..... vote(s)  Abstain..... vote(s)

Name .....

Approve.....vote(s)  Not Approve..... vote(s)  Abstain..... vote(s)

**Appendix for Agenda No.6.1 To appoint directors replacing those retired by rotation**



1. Name - Surname	Ms. Orapin Chartabsorn	
Present Position	Independent Director	
Age	77 years	
Education	B.A., Bachelor Degree of Accountancy(Hons.) Chulalongkorn University MBA (The Gothenburg School of Economic and Business Administration, Sweden) MS (Accounting), MBA (International Business) University of Wisconsin (Madison)	
Directorship training program	Audit Committee and Continuing Development Program (ACP) Class 43/2013, Thai institute of Directors (IOD) Director Accreditation Program – DAP Class 91/2011, Thai institute of Directors (IOD)	
Training Program attended in the previous year	None	
Experience:		
Listed Company	2013-Present	President of Audit Committee, Thitikorn Plc.
	2010-Present	Independent Director, Thitikorn Plc.
Non-Listed Company and other organization	2007-2009	Director, Government Saving Bank for Society Foundation, Government Saving Bank
	2003-2005	Director, Government Saving Bank
	2001-Present	Director, MMP Corporation
	1965-2001	Member of Faculty of Commerce and Accountancy, Chulalongkorn University
Type of director	Independent Director	
Selection methodology	The Company and Nomination and Remuneration Committee has nominated <u>Ms.Orapin Chartabsorn</u> , as a qualified candidate with industry knowledge and expertise, to be director of the Company.	
Shareholding	-None-	

**Appendix for Agenda No.6.1 To appoint directors replacing those retired by rotation**

Date of appointment 20 April 2010

No.years on the board 8 years (8+3=11 years)

Rationales for recommendation: Ms. Orapin Chartabsorn is qualified in terms of extensive experience and knowledge especially in accounting and accounting principles. She currently is a professor at Faculty of Commerce and Accountancy, Chulalongkorn University. As an Independent Director, she has been always admired for given advice and useful suggestions considered beneficial to the Company regarding internal control system, training and protecting the interests of the shareholders.

Positions in other listed/non listed companies

Name	listed companies		Positions in non-listed companies	Positions in rival companies/ related companies
	Amount	Type of director		
Ms.Orapin Chartabsorn	-None-	-	1	-None-

Meeting Attendance 5 of 5 Board of Directors meeting, 4 of 4 Audit Committee meeting in 2017

**Appendix for Agenda No.6.1 To appoint directors replacing those retired by rotation**

<b>2. Name - Surname</b>	<b>Ms. Prathama Phornprapha</b>	
Present Position	Managing Director	
Age	48 years	
Education	M.B.A., Babson College, MA., U.S.A. B.A., Faculty of Commerce and Accountacy, Chulalongkorn University	
Directorship training program	Advanced Certificate Course in Public Economics Management for Executives Class 13/2558, King Prajadhipok's Institute TLCA Leadership Development Program (LDP) Class 1/2556 Thai Listed Companies Association (TLCA) Thailand Insurance Leadership Class 3/2013, Office of Insurance Commission Top Executive Program in Commerce and Trade (TEPCoT 5), Commerce Academy TLCA Executive Development Program (EDP3) Class 3/2009 Thai Listed Companies Association (TLCA) Capital Market Academy Leadership Program (CMA 7) Director Certification Program - DCP Class 50/2004, Thai institute of Directors (IOD)	
Training Program attended in the previous year	None	
Experience:		
Listed Company	2003-Present	Director, Managing Director, Thitikorn Plc.
	2003-Present	President of the Executive Board, Thitikorn Plc.
Non-Listed Company and other organization	2017-Present	Director, Sing Khon Palm Oil Plantation Co., Ltd
	2015-Present	Director, TK Ngern Tan Jai Co.,Ltd
	2014-Present	Director, Suosdey Finance PLC
	2014-Present	Director, Sabaidee Leasing Co.,Ltd
	2011- Present	Director, TK Debt Services Co., Ltd.
	2001-Present	Director, Managing Director, C.V.A. Co., Ltd.
	2001- Present	Director, Chayapak Co., Ltd.
	2011-Present	Director, S.P. Building Co., Ltd.
	2011-Present	Director, Toyota Patumthani Toyota's Dealer Co., Ltd.
	2007-Present	Director, Lexus Bangkok Co., Ltd.
	2002-2010	Director, Thai Suzuki Motor Co., Ltd.
	1997- Present	Executive Director, S.P. International Co., Ltd.

**Appendix for Agenda No.6.1 To appoint directors replacing those retired by rotation**

Type of director	Director
Selection methodology	The Company and Nomination and Remuneration Committee has nominated <u>Ms. Prathama Phornprapha</u> , as a qualified candidate with industry knowledge and expertise, to be director of the Company.
Shareholding	27,566,667 shares or 5.51% of the total number of Voting shares
Date of appointment	6 June 2003
No.years on the board	15 years

Positions in other listed/non listed companies

Name	listed companies		Positions in non-listed companies	Positions in rival companies/related companies
	Amount	Type of director		
Ms. Prathama Phornprapha	-None-	-	11	-None-

Meeting Attendance 5 of 5 Board of Directors meeting in 2017

**Appendix for Agenda No.6.1 To appoint directors replacing those retired by rotation**



<b>3. Name - Surname</b>	<b>Mrs. Buskorn Liaummukda</b>	
Present Position	Director	
Age	58 years	
Education	B.A., Thammasat University	
Directorship training program	Director Accreditation Program – DAP Class 17 / 2004, Thai institute of Directors (IOD)	
Training Program attended in the previous year	None	
Experience:		
Listed Company	2011-Present	Nomination and Remuneration Committee, Thitikorn Plc.
	2003-Present	Director, Thitikorn Plc.
	2003-Present	Executive Director, Thitikorn Plc.
	2010-Present	President of the Risk Management Committee, Thitikorn Plc.
	1994-2017	Accounting Manager, Thitikorn Plc.
Non-Listed Company and other organization	2015-Present	Director, TK Ngern Tan Jai Co.,Ltd
	2014-Present	Director, Suosdey Finance PLC
	2014-Present	Director, Sabaidee Leasing Co.,Ltd
	2011- Present	Director, TK Debt Services Co., Ltd.
	2010-Present	Director, Chayapak Co., Ltd.
	2002-Present	Director, C.V.A. Co., Ltd.
Type of director	Director	
Selection methodology	The Company and Nomination and Remuneration Committee has nominated <u>Mrs. Buskorn Liaummukda</u> , as a qualified candidate with industry knowledge and expertise, to be director of the Company	
Shareholding	-None-	



**Appendix for Agenda No.6.1 To appoint directors replacing those retired by rotation**

Date of appointment 6 June 2003

No.years on the board 15 years

Positions in other listed/non listed companies

Name	listed companies		Positions in non-listed companies	Positions in rival companies/ related companies
	Amount	Type of director		
Mrs. Buskorn Liaummukda	-None-	-	6	-None-

Meeting Attendance 5 of 5 Board of Directors meeting and

1 of 1 Nomination and Remuneration Committee meeting in 2017

**Appendix for Agenda No.6.1 To appoint directors replacing those retired by rotation**

**Qualification and Criteria for Selection of the Independent Director**

1. Shall not hold more than 1% of voting shares of the Company, affiliated company, associate company or juristic person who may cause conflict of interest (including shareholding of related person).
2. Shall not take part in the in the management of the Company, not being an employee, staff member, advisor who receives a regular salary from the Company or a person with authority of the Company, affiliated company, associate company or juristic person who may cause conflict of interest at present or 2 years prior of taking Independent Directorship.
3. Shall not has blood relation or related by any certificate in accordance to laws such as parent, spouse, sibling and child including child's spouse of management, major shareholder, a person with authority or a person who will be nominated as management or a person with authority of the Company or affiliated company.
4. Shall not has business relation with the Company, affiliated company, associate company or juristic person who may cause conflict of interest that may interfere with an independent judgment and shall not be a major shareholder. Director who is not independent director, management or a person with business relation with the Company, affiliated company, associate company or juristic person who may cause conflict of interest at present or 2 years prior of taking Directorship. Business relation including trade transaction as normal business transaction, renting or letting real estate, transaction regarding assets or services or financial assistance with transaction size from 3% of net tangible assets or more than 20 million Baht which ever the lower amount.
5. Shall not be auditor of the Company, affiliated company, associate company or juristic person who may cause conflict of interest and shall not be major shareholder. Director who is not independent director, management or partner of auditing firm which conduct auditing of the Company, affiliated company, associate company or juristic person who may cause conflict of interest at present or 2 years prior of taking Directorship.
6. Shall not perform any services including legal advisor or financial advisor which receives fee more than 2 million Baht annually from the Company, affiliated company, associate company or juristic person who may cause conflict of interest. In case of services perform by juristic person, should included a major shareholder, director who is not independent director, management or partner of the service provider at present or 2 years prior of taking Directorship.
7. Shall not become independent director by representing the Company director, major shareholder, or shareholder who related to major shareholder of the Company.
8. Shall be able to give an independent opinion with regard to the Company operation.

The Company has specified qualification and criteria for its independent director on par with Stock Exchange Commission or Stock Exchange of Thailand specification with regard to share holding of the Company. Independent

**Appendix for Agenda No.6.1 To appoint directors replacing those retired by rotation**

director shall not hold more than 1 percent of voting shares of the Company, and the proposed independent director has the following relationships:

Relationship	Proposed Independent Directors
	Ms. Orapin Chartabsorn
The Company share - Number of shares - Percentage of voting shares	None
Relative of management/major shareholders of the Company/ affiliated company	None
Relationship with the Company/affiliated company/associate company or juristic person that may cause conflict of interest presently or over the last two years  (1) Director with management responsible , employees or advisors with regular salary  (2) Provided expert advice services ( such as auditor or legal advisor)  (3) Business relation (such as buy or sell raw material/goods/services or lending/borrowing money) with specify amount of transaction	None  None  None

**Appendix for Agenda No.6.2 To consider elected/appoint one Independent Director**

1. Name - Surname Mr. Prasit Sainonsee  
 Age 53 years  
 Education B.A Law., Ramkhamhaeng University  
 Directorship training program None

## Experience

Times	Position	Company
2015- Present	Director	Chayapak Co., Ltd.
2016-Present	Assistant Deputy Managing Director	Thitikorn Plc.
2008-2016	Manager of Hire Purchase 2	Thitikorn Plc.
2004-2008	Manager of Hire Purchase 1	Thitikorn Plc.
2003-2004	Hire Purchase Division Manager 3	Thitikorn Plc.
1998-2003	Marketing and Credit Division Manager	Thitikorn Plc.

Type of director Director

Selection methodology The Company and Nomination and Remuneration Committee has nominated **Mr. Prasit Sainonsee**, as a qualified candidate with industry knowledge and expertise, to be director of the Company.

Shareholding 33,000 shares or 0.007% of the total number of Voting shares

No.years on the board -

Positions in other listed/non listed companies

Name	Other listed companies		Positions in non-listed companies	Positions in rival companies/ related companies
	Amount	Type of director		
Mr. Prasit Sainonsee	-None-	-	-None-	-None-

Meeting Attendance -None-

Thitikorn Public Company Limited is seeking Shareholders approval on the issue and offering of debenture with the details as follows:

**Purpose:** Working capital and/or appropriate funding for the Company's operation and/or expansion of the Company's business and/or debt repayment and/or retirement of debenture

**Type:** Debentures with or without specify name, subordinated and/or unsubordinated, secured and/or unsecured and with or without representative of debenture holder depending on appropriate market conditions at such time the debentures are issued and offered.

**Currency:** Baht and/or and other foreign currencies

**Total value of Debenture** - Not exceeding 600 million baht equivalent amount in other foreign currencies

**Maturity** - Not over 10 years of each issuance

**Type Offering** - The debenture issued pursuant to this plan will be offered in all or in part, and/or as a program to public offering and institutional investors, and/or to private placement, and/or institutional investors or local High Net-worth investors and/or to any foreigner such offerings may be made in one time or several times in accordance with the notifications of SEC and/or Office of the SEC and/or other related rules and regulations in force at the time the debentures are offered.

**Early Redemption** – The Company may or may not have the right to early redemption and buyback of the debenture subject to the terms and conditions of each issuance.

**Interest Rate or Yield** - Subject to the prevailing market conditions at the time of issue and offering or under terms and conditions of the debentures issued at such time.

**Authority to determine other details** - The Board of Directors and/or any person assigned by The Board of Directors shall have the power to specify any details on terms and conditions with regard to debenture issuance and offering as the following:

- (1) To determine the details in connection with debentures, among other things, types, names, interest rates, maturity, redemption period, appointing the representative of debentures holder as well as details regarding an offer for sale including but not limited to price, method and period to offer and allot such debentures.
- (2) To appoint financial advisors, and/or underwriter, and/or credit rating agencies to rate credit of issuer and/or security, and/or other person where such appointment is required under related rules and regulations and or in any event as they deem fit.
- (3) To contact, negotiate, enter into, execute, and amend contracts and/or documents as well as to contact, furnish information, submit documentation to the Office of the SEC and/or other related entity regarding issuance and offering of debenture and to do any and all acts and things necessary or requisite as they deem fit.

**Profiles of the Independent Directors who serves as proxy for Shareholders**



1. Name - Surname	Ms. Orapin Chartabsorn	
Type of director	Independent Director, President of Audit Committee	
Age	77 years	
Address	130 Soi Pattanakarn 30, Pattanakarn Road, Suanluang, Bangkok 10250	
Nationality	Thai	
Education	B.A., Bachelor Degree of Accountancy(Hons.) ,Chulalongkorn University MBA (Accounting) The Gothenburg School of Economics and Business Administration, Sweden Ms.(Accounting) University of Wisconsin, Madison, USA MBA (International Business) University of Wisconsin, Madison USA	
Directorship training program	Audit Committee and Continuing Development Program (ACP) Class 43/2013, Thai institute of Directors (IOD) Director Accreditation Program – DAP Class 91/2011, Thai institute of Directors (IOD)	
Training Program attended in the previous year	None	
Experience		
Listed Company	2013-Present	President of Audit Committee, Thitikorn Plc.
	2010-Present	Independent Director, Thitikorn Plc.
Non-Listed Company and other organization	2007-2009	Director, Government Saving Bank for Society Foundation, Government Saving Bank
	2003-2005	Director, Government Saving Bank
	2001-Present	Director, MMP Corporation
	1965-2001	Member of Faculty of Commerce and Accountancy, Chulalongkorn University
Shareholding	-None-	
Date of appointment	April 20, 2010	
No.years on the board	8 years	

**Profiles of the Independent Directors who serves as proxy for Shareholders**

Positions in other listed/non listed companies

Name	Other listed companies		Positions in non-listed companies	Positions in rival companies/ related companies
	Amount	Type of director		
Ms.Orapin Chartabsorn	-None-	-	1	-None-

Meeting Attendance 5 of 5 Board of Directors meeting, 4 of 4 Audit Committee meeting in 2017

Interestedness in the Meeting -None- (Except: Agenda 6 to consider and approve the remuneration of Board of Directors)

**Profiles of the Independent Directors who serves as proxy for Shareholders**

**2. Name - Surname** Mr. Taveeb Chardtumrong

**Type of director** Independent Director, Audit Committee and President of Nomination and Remuneration Committee

**Age** 69 years

**Address** 317/4 Ekamai 19, Sukumvit 63 Road, Khlongton nua, Wattana, Bangkok 10110

**Nationality** Thai

**Education** MBA Quantitative Methods, St. Johns University  
B.A. Mathematics, University of Oregon

**Directorship training program** Director Accreditation Program – DAP class 83/ 2010, Thai institute of Directors (IOD)

**Training Program attended in the previous year** None

**Experience**

**Listed Company**

2012- Present	President of Nomination and Remuneration Committee, Thitikorn Plc
2009-2012	Nomination and Remuneration Committee, Thitikorn Plc.
2009-Present	Independent Director and Audit Committee, Thitikorn Plc.

**Non-Listed Company and other organization**

2006-2009	Advisor to the President, Bank Thai Plc.
2005-2009	Director, BT Securities Co., Ltd

**Shareholding** -None-

**Date of appointment** November 10, 2009

**No.years on the board** 9 years



**Positions in other listed/non listed companies**

Name	Other listed companies		Positions in non-listed companies	Positions in rival companies/related companies
	Amount	Type of director		
Mr. Taveeb Chardtumrong	-None-	-	-None-	-None-

**Meeting Attendance** 5 of 5 Board of Directors meeting, 4 of 4 Audit Committee meeting and 1 of 1 Nomination and Remuneration Committee meeting in 2017.

**Interestedness in the Meeting** -None- (Except: Agenda 6 to consider and approve the remuneration of Board of Directors)



**Profiles of the Independent Directors who serves as proxy for Shareholders**



3. Name - Surname **Mr. Surin Dhammanives**

Type of director Independent Director, Audit Committee

Age 72 years

Address 214 Village Lakeside Villa 2, Mangna-Trade.7.5, Bang Kaew,  
BangPhli, Samutprakan 10540

Nationality Thai

Education DBA (Honorary) Chiang Mai University  
BA (Economics) Chiang Mai University

Directorship training program Director Accreditation Program – DAP Class 133/2017,  
Thai institute of Directors (IOD)

Training Program attended  
in the previous year Director Accreditation Program – DAP Class 133/2017,  
Thai institute of Directors (IOD)

Experience

Listed Company 2015- Present Independent Director and Audit Committee,  
Thitikorn Plc

Non-Listed Company  
and other organization 2008- Present Director, H&R Development Co., Ltd.  
2005-2011 Director, S.P.Suzuki Plc.  
1994-2004 Director, Siam Motor Co.,Ltd.  
1994-2004 Director, Siam Nissan Automobile Co.,Ltd.

Shareholding -None-

Date of appointment May 8, 2015

No.years on the board 23 years

Positions in other listed/non listed companies

Name	Other listed companies		Positions in non-listed companies	Positions in rival companies/ related companies
	Amount	Type of director		
Mr. Surin Dhammanives	-None-	-	1	-None-

Meeting Attendance 5 of 5 Board of Directors meeting, 4 of 4 Audit Committee meeting in 2017

Interestedness in the Meeting -None- (Except: Agenda 6 to consider and approve the remuneration of Board of Directors)

**Profiles of the Independent Directors who serves as proxy for Shareholders**

4. Name - Surname	<b>Mr. Wiboon Perm-Arayawong</b>	
Type of director	Independent Director and Nomination and Remuneration Committee	
Age	60 years	
Address	108/1 Soi.13 Intamara 22, Dindang, Dindang, Bangkok 10400	
Nationality	Thai	
Education	Master of Business Administration (MBA), The University of Chicago Graduate School of Business Mater of Business Administration (MBA), Thammasat University Bachelor of Engineering (B. Sc.), Chulalongkorn University Degree, Thai National Deference College, Public-Private Sector, 17 Class, Thailand National Defense College, National Defense Institute	
Directorship training program	Diploma, Advanced Executive Course on Judicial Process, Judicial Training Institute Capital Market Academy Leadership Program (CMA 3) Director Certification Program - DCP Class 1/1999, Thai institute of Directors (IOD) The Role of the Chairman Program (RCP 2000), Thai institute of Directors (IOD) Certificate (Chartered Director Course), Thai institute of Directors (IOD) Chartered Financial Planner (CFP), Thai Financial Planners Association	
Training Program attended in the previous year	None	
Experience		
Listed Company	2013- Present	Independent Director and Nomination and Remuneration Committee, Thitikorn Plc
Non-Listed Company and other organization	2015- Present Present Past Past	Executive Director, Thai Composites Co., Ltd. Director, Executive Director, Treasurer, The Sirindhorn International Environmental Park Director, Chairman of Business Development, Wastewater Management Authority (WMA) Director and General Manager, Thai Credit Guarantee Corporation (TCG)
Shareholding	-None-	
Date of appointment	April 23, 2013	
No. years on the board	5 years	



## Profiles of the Independent Directors who serves as proxy for Shareholders

Positions in other listed/non listed companies

Name	Other listed companies		Positions in non-listed companies	Positions in rival companies/ related companies
	Amount	Type of director		
Mr. Wiboon Perm-Arayawong	-None-	-	2	-None-

Meeting Attendance                      5 of 5 Board of Directors meeting and

1 of 1 Nomination and Remuneration Committee meeting in 2017.

Interestedness in the Meeting    -None- (Except: Agenda 6 to consider and approve the remuneration of Board of Directors)

## Documents Registration for Attending the Meeting

Shareholders who wished to attend the meeting must present the following documents (as case may be) for registration prior to attending the meeting:

### Thai Shareholder

#### A natural person

1. Attendance in person
  - Invitation Letter
  - Personal ID card or a valid official ID card
2. Attendance by proxy
  - A proxy form that is completely filled
  - A copy of personal ID card or official ID card certified true and correct of the proxy grantor and the proxy

#### A juristic person

1. Attendance in person by an authorized representative of the shareholder
  - Invitation Letter
  - A copy of personal ID card or official ID card certified true and correct
  - A copy of the Affidavit or Certificate of Incorporation of the shareholder from the Ministry of Commerce certified true and correct by an authorized representative
2. Attendance by proxy
  - A proxy form that is completely filled
  - A copy of personal ID card or official ID card certified true and correct of an authorized representative and the proxy
  - A copy of the Affidavit or Certificate of Incorporation of the shareholder from the Ministry of Commerce certified true and correct

### A non-Thai shareholder or is a juristic person incorporated under foreign laws

#### A natural person

1. Attendance in person
  - Invitation Letter
  - Passport
2. Attendance by proxy
  - A proxy form that is completely filled
  - A copy of passport certified true and correct of the proxy grantor and the proxy

#### A juristic person

1. Attendance in person by an authorized representative of the shareholder
  - Invitation Letter
  - A copy of passport certified true and correct

- The Affidavit or Certificate of Incorporation of such a juristic person issued by the governmental authority of the country in where such a juristic person is situated with the name of an authorized representative

2. Attendance by proxy

- A proxy form that is completely filled
- A copy of passport certified true and correct of an authorized representative and the proxy
- The Affidavit or Certificate of Incorporation of such a juristic person issued by the governmental authority of the country in where such a juristic person is situated

### Vote Casting and Counting

The Chairman of the meeting will inform the meeting as to the methods of vote casting and counting prior to discussion of the meeting agenda.

1. Vote Casting

- Each of the shareholders shall have one vote per share.

Shareholders only cast their vote in case of not-approve or abstinent except for agenda 5 Appointment of Directors individually, all attendances must cast their votes and the ballots must be collect (approve, not approve, and abstinent).

- The Chairman will ask the meeting as to whether there are any shareholders who wish to object (not-approve) or abstain their voting and ask such shareholders to raise their hands,

- i. If there are any not- approve or abstinent votes by raising hand shareholders, such shareholders must record their not-approve or abstinent votes in the ballots previously given to the shareholders prior to attending the meeting room. The Chairman will ask the Company's officer(s) to collect and count the votes in the ballots. Any non-raising hand shareholders shall be deemed as casting their approval votes as proposed by the Chairman.

- ii. If there id not shareholder raising hand for objection or abstinent, it shall be deemed that the meeting unanimously resolves to approve such agenda, unless there are checked marks of not-approve or abstinent votes specified in the proxy form given to the Company where the Company has recorded and count such not-approve or abstinent votes for the relevant agenda.

- In the event where a shareholder has appointed a proxy to attend and vote on its behalf pursuant to its intention already been specified in the proxy form, the Company will count and record such votes at the time of registration for attending the meeting in order to facilitate the proxy will not have to cast the votes in the ballot again in the meeting and such a votes will then be added up with the votes aforementioned.

## The Company's Articles of Association specifically relating to Shareholders Meeting

**Article34.** The Board of Directors must organize an annual general shareholders meeting within 4 months from the end of the accounting year of the Company.

All other shareholders meetings, apart from the aforesaid meeting, shall be called "extraordinary meetings"

The Board of Directors may request an extraordinary meeting of shareholders at any time it deems appropriate. The shareholders holding not less than one-fifth of the aggregate of the shares distributed, or not less than 25 shareholders holding not less than one-tenth of the aggregate of the shares distributed, may at any time request in writing that the Board of Directors summon an extraordinary meetings, provided the clearly stated reasons for such request meeting. In such event, the Board of Directors must organize a shareholders meeting to be held within 1 month from the requested date from the shareholders.

**Article35.** To request a shareholders meeting, the Board of Directors shall prepare a notice thereof specifying the place, day and time, the agenda and the matters to be proposed at the meeting by clearly describing those matters which are to be proposed for acknowledgement, approval or consideration, including the submission of any comments by the Board of Directors on such matters. Such a notice shall be sent to the shareholders and the registrar no later than 7 days prior to the date of such meeting and advertise on the at least newspapers 3 days prior to the meeting day.

The Company shareholder meeting shall take place at the Company head office is located or nearby provinces or in any other places, taking into consideration the convenience of shareholders.

**Article36.** A shareholder may appoint any person as his/her proxy to attend the meeting and vote on his/her behalf, such a proxy shall be made according to the Registrar requirement.

**Article37.** A minimum of 25 shareholders present in persons or represented by proxies (if any) or not less than one-half of the total shareholders, whichever is less, and holding not less than one-third of the aggregate of the shares distributed must be present at a shareholders meeting to form a quorum.

If, within an hour from the time appointed for any shareholders meeting, the quorum is not present as prescribed, the meeting, if requested upon the requisition of shareholders, shall be dissolved. If such meeting had not been requested upon the requisition of the shareholders, another meeting shall be requested and a notice of such a meeting shall be sent to the shareholders not less than 7 days prior to the date of the meeting. At such meeting, no quorum shall be necessary.

**The Company's Articles of Association specifically relating to Shareholders Meeting**

**Article38.** The Chairman shall preside as the Chairman of the meeting. If the Chairman is absent or unable to perform his duties after half an hour of the specify time of the meeting, the Vice-Chairman shall perform that duties. If there is no Vice-Chairman or he is absent or unable to perform his duties, the meeting shall elect one of the shareholders present at the meeting to be the Chairman.

**Article39.** A decision or resolution of the shareholders meeting shall be made by voting, an one share shall be count as one vote.

1. In the event of equality of votes, the Chairman of the meeting shall have a casting vote.
2. In the following events, the votes shall be not less than two-third of the total shareholders present at the meeting with the right to vote
  - a. Divest or transfer of the Company business in part or whole to other parties
  - b. Acquire or transfer of other companies to the Company
  - c. Execution or revision or cancellation of rental of the Company business in part or whole or management handover or merge with other parties with profit sharing scheme
  - d. Revise or addition of Memorandum of Association or Article of Association of the Company
  - e. Capital increase or decrease or issuance of debenture of the Company
  - f. Merge or dissolve of the Company

**Article40.** The agenda for the Annual General Meeting of Shareholders shall consist of the following:

1. To acknowledge and certify the Board of Directors' report for overall performance of the fiscal year end.
2. To consider and approve the Company balance sheet and profit and loss statement.
3. To consider the appropriation of the Company net profit (if any).
4. To approve the appointment of directors replacing those retired by rotation.
5. To consider and approve the appointment of the auditors and to determine their remuneration.
6. To consider other issues



-  Thitikorn
-  Train Station
-  Hospital
-  Places
-  Shopping
-  Place Of Education
-  Restaurant



Head Quator



**บริษัท ฐิติกร จำกัด (มหาชน)**  
Thitikorn Public Company Limited

### Location

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Tel. 0-2310-7000 Fax. 0-2318-3339