

Ref. PDI/BK-BS-026/2019

25 April 2019

Subject: Notification of Resolutions of the 2019 Annual General Meeting of Shareholders

To: President, the Stock Exchange of Thailand

This is to notify the SET that in the 2019 Annual General Meeting of Shareholders of Padaeng Industry Public Company Limited (the “**Company**”) held on 25 April 2019, the Shareholders acknowledged/approved and passed the following resolutions:

1. Acknowledged the Minutes of the 2018 Annual General Meeting of Shareholders held on 24 April 2018.
2. Acknowledged the Company’s Results for the Year 2018.
3. Approved the audited financial statements for the year ended at 31 December 2018 which have been reviewed and considered by the Audit Committee and audited by the Company’s Certified Public Auditor by simple majority votes as follows:

Approved, representing	100,005,232	votes,	equivalent to	99.80%
Disapproved, representing	0	vote,	equivalent to	-
Abstained, representing	200,499	votes,	equivalent to	0.20%
Voided Ballot	0	vote,	equivalent to	-

4. Approved no dividend payment for Year 2018 by simple majority votes as follows:

Approved, representing	98,397,231	votes,	equivalent to	98.19%
Disapproved, representing	1,810,000	votes,	equivalent to	1.81%
Abstained, representing	0	vote,	equivalent to	-
Voided Ballot	0	vote,	equivalent to	-

5. Approved the appointment of four board members, namely, Mr. Arsa Sarasin, Mr. Aswin Kongsiri, Mr. Tommy Taechaubol and Ms. Prapa Puranachote who are due to retired by rotation to resume their directorship for another term by simple majority votes. The details are as follows:

- 1) Mr. Arsa Sarasin, Chairman

Approved, representing	98,209,630	votes,	equivalent to	98.01%
Disapproved, representing	1,991,001	votes,	equivalent to	1.99%
Abstained, representing	6,600	votes,	equivalent to	0.01%
Voided Ballot	0	vote,	equivalent to	-

2) Mr. Aswin Kongsiri, Independent Director/Audit Committee Member/  
Nomination and Remuneration Committee Chairman

Approved, representing 97,950,730 votes, equivalent to 97.75%  
Disapproved, representing 2,189,901 votes, equivalent to 2.19%  
Abstained, representing 66,600 votes, equivalent to 0.07%  
Voided Ballot 0 vote, equivalent to -

3) Mr. Tommy Taechaubol, Director/Executive Committee Member/  
Nomination and Remuneration Committee Member

Approved, representing 99,958,630 votes, equivalent to 99.75%  
Disapproved, representing 182,001 votes, equivalent to 0.18%  
Abstained, representing 66,600 votes, equivalent to 0.07%  
Voided Ballot 0 vote, equivalent to -

4) Ms. Prapa Puranachote, Director/Executive Committee Member

Approved, representing 97,405,369 votes, equivalent to 97.20%  
Disapproved, representing 2,735,262 votes, equivalent to 2.73%  
Abstained, representing 66,600 votes, equivalent to 0.07%  
Voided Ballot 0 vote, equivalent to -

6. Unanimously approved no bonus payment to directors for the Year 2018 and also unanimously approved the determination of the remuneration for Board of Directors and Sub-Committees for the Year 2019 as follows:

Board of Directors and Sub-Committees	Retaining Fee			Meeting Fee			Bonus			Others
	Chairman	Member	Executive Director	Chairman	Member	Executive Director	Chairman	Member	Executive Director	
Board of Directors	200,000 Baht/Year/Director	200,000 Baht/Year/Director	No	25,000 Baht/Meeting	20,000 Baht/Meeting	No	1% of the dividends distributed to the shareholders		No	None
Audit Committee	200,000 Baht/Year/Director	200,000 Baht/Year/Director	None	-	-	-	-	-	-	-
Executive Committee	-	-	-	25,000 Baht/Meeting	20,000 Baht/Meeting	No	-	-	-	-
Nomination and Remuneration Committee	-	-	-	25,000 Baht/Meeting	20,000 Baht/Meeting	No	-	-	-	-
Risk Management Committee	-	-	-	25,000 Baht/Meeting	20,000 Baht/Meeting	No	-	-	-	-

Remark: for Non-Executive Directors only.

The details are as follows:

Approved, representing 100,208,431 votes, equivalent to 100.00%  
Disapproved, representing 0 vote, equivalent to -  
Abstained, representing 0 vote, equivalent to -  
Voided Ballot 0 vote, equivalent to -

7. Unanimously approved the appointment of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited as the Company's auditors for the year 2019 and also approved the determination of the audit fee for the year 2019 of 2,700,000 Baht. Details of such auditors are as follows:
- 1) Mr. Wonlop Vilaivaravit, CPA (Thailand) No. 6797 or
  - 2) Mr. Chavala Tienpasertkij, CPA(Thailand) No. 4301 or
  - 3) Mr. Permsak Wongpatcharakorn, CPA (Thailand) No. 3427 or
  - 4) Dr. Suwatchai Meakhaamnouychai CPA (Thailand) No.6638

The details are as follows:

Approved, representing	100,208,431	votes,	equivalent to	100.00%
Disapproved, representing	0	vote,	equivalent to	-
Abstained, representing	0	vote,	equivalent to	-
Voided Ballot	0	vote,	equivalent to	-

8. Approved the amendment of the Articles of Association of the Company in the Article 5, Article 6 and Article 28 as proposed by the Board of Directors by more than three-quarters (3/4) of the total number of votes of the Shareholders who are present at the meeting and eligible to vote.

In addition, the meeting approved the authorized person(s) assigned by the Authorized Directors will register the Articles of Association at Department of Business Development, Ministry of Commerce has/have the power to amend the details in accordance with the registrar's order.

Existing clauses	Amended clauses
<b>Article 5.</b> <u>All share certificates</u> of the Company shall be entered in a name certificate.	<b>Article 5.</b> <u>The Company's shares</u> shall be shares with name certificates.
<b>Article 6.</b> All share certificates shall be affixed with the Company's seal and shall bear a signature or print of at least one (1) director. The director may appoint the Share Registrar in accordance with the Securities and Exchange Act to cause a signature or print in place.	<b>Article 6.</b> All share certificates shall be affixed with the Company's seal and shall bear a signature or print of at least one (1) director. The director may appoint the Share Registrar in accordance with the Securities and Exchange Act to cause a signature or print in place. <b><u>If the Company delegates Thailand Securities Depository Co., Ltd. or any other share registrar as the share registrar of the Company, the procedures in relation to registration work shall be as prescribed by the share registrar.</u></b>
<b>Article 28.</b> The Board of Directors shall arrange the Shareholders' Meeting as follows; (1) The Annual General Meeting of Shareholders must be held each year within 4 months after the end of the financial year of the Company. (2) An extraordinary meeting The Board of Directors may call an Extraordinary Meeting any time as the Board of Directors deems appropriate. The Board of Directors shall also call an Extraordinary Meeting when shareholder(s), <b><u>holding shares in aggregate not less than one-fifth (1/5) of the total number of</u></b>	<b>Article 28.</b> The Board of Directors shall arrange the Shareholders' Meeting as follows; (1) The Annual General Meeting of Shareholders must be held each year within 4 months after the end of the financial year of the Company. (2) An extraordinary meeting The Board of Directors may call an Extraordinary Meeting any time as the Board of Directors deems appropriate. The Board of Directors shall also call an Extraordinary Meeting when shareholder(s) <b><u>either</u></b>

<p><b><u>issued shares, or shareholders in a number of not less than twenty-five (25) persons holding shares in aggregate not less than one-tenth (1/10) of the total issued shares,</u></b> may at any time submit a request in writing to the Board of Directors specifying the clear reason for calling such meeting. In this case, the Board of Directors shall hold the shareholders' meeting within <b><u>one (1) month</u></b> from the date of the receipt of shareholders' request.</p>	<p><b><u>individually or collectively,</u></b> holding shares in aggregate not less than <b><u>10 percent</u></b> of the total issued shares, may at any time submit a request in writing to the Board of Directors specifying the clear reason for calling such meeting. In this case, the Board of Directors shall hold the shareholders' meeting within <b><u>45 days</u></b> from the date of the receipt of shareholders' request.</p>
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The details are as follows:

Approved, representing	99,966,431	votes,	equivalent to	99.76%
Disapproved, representing	0	vote,	equivalent to	-
Abstained, representing	245,000	votes,	equivalent to	0.24%
Voided Ballot	0	vote,	equivalent to	-

9. Approved the issuance and offering of bill of exchange and/or debentures not exceeding Baht 2,000,000,000 or a similar amount in other currencies by more than three-quarters (3/4) of the total number of votes of the Shareholders who are present at the meeting and eligible to vote.

Furthermore, the meeting approved to authorize the Board of Directors and/or the Executive Committee and/or Authorized Persons to perform as follows.

- (1) Specify terms and conditions that related to the issuance and offering of bill of exchange and/or debentures such as interest rates, type of offering, number of bill of exchange and/or debentures to be issued, type of bill of exchange and/or debentures, collateral, offering price per unit, term of bill of exchange and/or debentures, redemption period, early redemption, method of payment of principal and interest, details of allotment and offering.
- (2) Negotiate, agree or sign in agreements, documents, applications or necessary documents related to the bill of exchange and/or debentures, including contact or filling or extend such documents to government agencies or other agencies involved in the issuance offering of bill of exchange and/or debentures and bring it listed in the secondary market, both in domestic and international.

The details are as follows:

Approved, representing	99,971,544	votes,	equivalent to	99.76%
Disapproved, representing	0	vote,	equivalent to	-
Abstained, representing	245,000	votes,	equivalent to	0.24%
Voided Ballot	0	vote,	equivalent to	-

Please be notified accordingly.

Yours truly,

- Signature -

(Ms. Suthathip Pilasarom)  
Company Secretary

Board Secretary Division  
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