

20<sup>th</sup> March, 2020

**Subject:** Invitation to attend the Annual General Meeting of Shareholders year 2020  
**Attention:** All shareholders of Chu Kai Public Company Limited

**Attachments:**

1. Copy of Minutes of Annual General Meeting of Shareholders year 2019
2. Annual Report for 2019 in QR Code
3. History of persons duly nominated to assume the position in replacement of the directors resigned by rotation.
4. History of persons duly nominated to assume the position of the directors
5. Articles of Association relating to the General Meeting of Shareholders.
6. Rules and procedures in participating the Shareholders' Meeting and authorization.
7. Form of Power of Attorney.
8. Information of Independent Director nominated by the Company for the Shareholders to appoint as Proxy.
9. A map of the Annual General Meeting of Shareholders venue.

Whereas, the Board of Director of Chu Kai Public Company Limited, (hereinafter referred to as "the Company") no. 2/2020 held on March 19, 2020 resolved to convene the Annual General Meeting of Shareholders year 2020 (hereinafter referred to as "the Shareholders' Meeting"), on Thursday 30 April 2020, at 14.30 hours, at the Multipurpose yard, Factory Building, 1<sup>st</sup> Floor, Chu Kai Public Company Limited No.44/88 Moo 1, Srisachorakheyai, Bangsaothongm Samutprakarn 10570, to consider the matters according to the following agendas:-

**Agenda 1:** To approve the Minutes of Annual General Meeting of Shareholders year 2019 held on April 25<sup>th</sup>, 2019.

**The Board of Directors' comment:** The Board of Directors considers and opines that the minutes of the Annual General Meeting of Shareholders year 2019, held on 25 April 2019 were correctly and completely recorded and deems appropriate to propose to the meeting of shareholders to certify such minutes. A copy of the said minutes is attached as Attachment no. 1.

**Agenda 2:** To acknowledge the report of the Board of Directors on the Company's operating results for the year 2019 and approved Annual Report.

**The Board of Directors' comment:** The Board deems it is appropriate to inform the Shareholders' Meeting about the declaration of operating result for 2019 details of which are appeared on annual report 2019 and approves annual report 2019 delivered to the shareholders in advance along with this Invitation Letter, according to Attachment no. 2.



**Agenda 3:** To consider and approve the Statement of Financial Position and the Statement of Comprehensive Income of the Company for the year ended December 31<sup>st</sup>, 2019.

Statement of Financial Position and Statement of Comprehensive Income for the year ended as at 31 December 2019 of the company and minor companies were audited and signed by the auditor from PV Audit Company Limited. It was considered by the Board of Directors and approved by Audit Committee according to the details as appeared in Annual Report for 2019 whereby its important contents are summarized as follows (Unit: Million Baht).

Description	2019	2018
Total asset	2,666.33	2,808.16
Total liability	1,563.19	1,736.99
Shareholders' equity	1,103.14	1,071.17
Total income	1,266.68	968.01
Net (loss) profit	28.93	(163.30)
Net (loss) profit per share (Baht)	0.04	(0.22)

**Agenda 4:** To consider and approve the legal reserve and dividend payment for the operating result of year 2019.

The objectives and reason pursuant to Articles of Association clause 56, the company is required to allocate partial annual net profit as reserves not less than 5 percent of annual net profit less retained loss brought forward (if any) until this reserves shall reach not less than 10 percent of registered capital. Therefore, it was approved to allocate 5 percent of net profit from 2019 at Baht 21,752,294.62 as legal reserve of Baht 1,087,614.73. As at 31<sup>st</sup> December 2019, the company had reserved at Baht 34,386,908.43 or 4.54 percent of the registered capital. Whereby, the company has policy to pay dividend to the shareholders not less than 50 percent of net earnings according to the specific financial statements in each accounting period after deduction of withholding tax and all types of reserves as prescribed by law whereby such dividend payment shall not object against the Public Company Law. However, the company deemed appropriate to keep this profit from 2019 operating result as company working capital and not to pay dividend.

**The Board of Directors' Comment:** The Board deems appropriate to reserve for statutory for the operating result of year 2019 and agreed not to pay dividend.

**Agenda 5:** To consider and approve the re-election of the directors whose terms are expired by rotation.

**The Board of Directors' comment:** In order to comply with the Public Company Limited Act, B.E. 2535 and Articles of Association of the Company clause 22, which stipulates that

บริษัท ชูไค จำกัด (มหาชน)  
CHU KAI PUBLIC COMPANY LIMITED

44/88 หมู่ที่ 1 ตำบลศิระชะกรวยใหญ่ อำเภอบางเสาธง จังหวัดสมุทรปราการ 10570 โทร.+66(0) 2715-0000 โทรสาร +66 (0) 2715-0055  
44/88 Moo 1, Srisachorakheyai, Bangsaothong, Samutprakarn 10570 Tel. +66 (0) 2715-0000 Fax. +66 (0) 2715-0055

Website : [www.chukai.co.th](http://www.chukai.co.th)

one-third of directors must be resigned and in case of it is not possible, nearly one-third must be resigned. For this year, there are directors to be resigned by rotation as follows: -

- 1) Assist. Prof. Dr. Piboon Limprapat Chairman of the Board of Director and Independent Director
- 2) Ms. Werawan Boonkwan Independent Director
- 3) Ms. Junjira Pairrungsri Executive Vice President and Director

The Board of Directors duly considers and opines that those directors who are expired by rotation are all capable and knowledgeable which are benefits to the company, it is thus deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the reappointment of those 3 directors to reassume the same position onwards. In this regard, the company herewith attaches personal history of those nominated persons as Attachment no. 3.

**Agenda 6:** To consider and approve an appointment of new directors

**The Board of Directors' comment:** Below two executives has been working with the company as Chief Operating Officer and Chief Financial Officer since June 3<sup>rd</sup>, 2019, responsible for rental business, foundation and bored pile business, accounting and financial management and organization administrative support management. They are capable and knowledgeable which are benefits to the company, it is thus deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the appointment of these 2 executives to be the company directors;

- 1) Mr. Chachawat Phoopanthapuk Chief Operating Officer
- 2) Miss Utaiwan Ruangrojwiriya Chief Financial Officer

**The Nomination and Remuneration Committees' comment:** To considering and selecting the director belong to rules and nomination committee procedure of the company. These 2 executives are appropriate and qualified with the Public Company Limited Act, B.E. 2535 and The Capital Market Supervisory Board announcement. In this regard, the company herewith attaches personal history of those nominated persons as Attachment no. 4.

**Agenda 7:** To consider and approve the directors' remuneration for the year 2020.

**The Board of Directors' comment:** Pursuant to Article of Association Clause 41 which stipulated the director to receive remuneration in reward his performance, which are incentive, meeting allowance, bonus or other types of remuneration. It is thus deemed appropriate to determine remuneration for directors in 2020 to be corresponding with the remuneration of directors in other companies in the same industry, and, after comparison with other company who earned similar income and net profit whose remuneration is equal to such of the preceding year. The Board of Directors deems appropriate to propose to the Annual General Meeting of Shareholders to approve monthly remuneration, meeting allowance and director's bonus for the year 2020 which is equal to year 2018, approved by the Annual General

Meeting of Shareholders year 2019, the Board of Directors will consider to pay bonus to each directors at the rate deemed appropriate, but the directors' remuneration will not exceed Baht 5.0 Million equal to year 2019, detailed as follows:-

Positions	Monthly remuneration	Meeting allowance	Director's bonus
Chairman of the Board of Directors	40,000.00	12,000.00	When dividend payment is approved to be paid to shareholders, the Board of Directors will consider to pay bonus to each directors at the rate deemed appropriate, but the directors' remuneration will not exceed Baht 5.0 Million.
Vice Chairman of the Board of Directors and Chairman of the Audit Committee	30,000.00	10,000.00	
Directors and Audit Committee	20,000.00	10,000.00	
Chairman of Nomination and Remuneration Committee and Nomination and Remuneration Committee	nil	10,000.00	

For the director who performs his/her duty more than one position, shall be paid monthly remuneration only for the highest position. Should any director is paid remuneration for the position of executive, such director is not paid for the position of director and any director who is unable to attend the Meeting shall not be paid for meeting allowance.

Principles and Process to acknowledge directors' remuneration

The Nomination and Remuneration Committee has considered and approved basic remuneration based on suitability and responsibility of the director, management, environment, economic situation and in comparison with other companies in the same industrial business group including also comparison with other company who earned similar or nearly income and net profit.

**Agenda 8:** To consider and approve the appointment of the auditors and their remuneration for the year 2020.

**The Board of Directors' comment:** To comply with Public Company Limited Act, B.E. 2535, which determines the Annual General Meeting of Shareholders to appoint the auditor and determine the auditing fee of the company for every years and by suggestion of the Audit Committee, which, details of comment of the Audit Committee are appeared in "Report of the Audit Committee" of annual report for 2019, the Board of Directors has duly considered and deemed appropriate the Annual General Meeting of Shareholders to approve the appointment of auditor from PV Audit Co., Ltd. who will perform the duties as company's auditor for the sixth time this year to be the auditor of the company and minor companies for



the accounting period as ended at 31 December 2020 whereby the name list of the persons who shall sign for audition are as follows:-

- 1) Mr. Prawit Viwanthananut Certified Public Accountant No.4917 and/or
- 2) Mr. Terdthong Thepmangkorn Certified Public Accountant No.3787 and/or
- 3) Ms. Chutima Wongsaraphanchai Certified Public Accountant No. 9622 and/or
- 4) Mr. Boonkasem Sarnklin Certified Public Accountant No.11888

Details of Auditing Fee for 2019 and 2020 from PV Audit Co., Ltd.

Year	Audit Fee per quarter	Audit Fee per year	Total Remuneration	Other Expenses
2019	930,000.00	1,870,000.00	2,800,000.00	At actual cost
2020	930,000.00	1,870,000.00	2,800,000.00	At actual cost

In this regard, in case of those above mentioned auditors are unable to perform their duties, PV Audit Co., Ltd. shall procure other auditors to audit and express comment toward financial statement of the company and minor companies in lieu of those above mentioned auditors. Moreover, the signing auditor is not related nor have any benefit in the company, minor companies, executive, major shareholder or other related person whatsoever.

The Board of Directors and Audit Committee consider and deem appropriate that the Annual General Meeting of Shareholder should approve auditing fee for the year 2020 at not over Baht 2,800,000 per year for the Company and its affiliated companies which is similar to the rate of other business at the similar size and type of business.

**Agenda 9:** Consideration of other issues (if any)

.....

The company determines to close the Register Book to suspend transfer of shares for right to attend the Meeting since 7 April 2020 onwards until the Meeting shall be finished. This is to cordially invite all shareholders to jointly attend the Meeting according to the day, time and place as mentioned above as the company shall open for registration to attend the Shareholders' Meeting since 12.25 hours onwards.

Should any shareholder wishes to appoint other person to attend and vote on your behalf in this Meeting, please complete all details and sign on the Power of Attorney as attached herewith, which are provided in 3 forms for your selection (please select only 1 form) (as Attachment No. 7) with 20 Baht duty stamp affixed and submit to the Chairman of the Board of Directors or its authorized representative at the Meeting place before the meeting time. In

**บริษัท ชูไก จำกัด (มหาชน)**  
**CHU KAI PUBLIC COMPANY LIMITED**



this Meeting, the company also invites the independent auditors to reply any inquiries about the financial statements of the company.

In this regard, for optimal benefit from the Meeting including to maintain your right and benefit, should you have any inquiries requiring the company to clarify thereof or should you want to obtain other important information of the company, you can deliver your inquiries before the Meeting day, to info@chukai.co.th or at telephone number 08-1816-7575 so that the Board of Directors or Management of the company shall prepare to clarify your inquiries in the Annual General Meeting of Shareholders day.

Yours Sincerely,

**As per resolution by The Board of Directors  
CHU KAI PUBLIC COMPANY LIMITED**

A handwritten signature in blue ink, appearing to read 'Piboon Limprapat', with a horizontal line underneath the name.

(Assist Prof. Dr. Piboon Limprapat)  
Chairman of the Board of Directors

**บริษัท ชูไค จำกัด (มหาชน)  
CHU KAI PUBLIC COMPANY LIMITED**

44/88 หมู่ที่ 1 ตำบลศิระจรเข้ใหญ่ อำเภอบางเสาธง จังหวัดสมุทรปราการ 10570 โทร.+66(0) 2715-0000 โทรสาร +66 (0) 2715-0055  
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*(Translation)*

Articles of Association relating to the Shareholders' Meeting: Attachment 5 page 1/2

## **SECTION 6 SHAREHOLDERS' MEETING**

**Article 43:** The Board of Directors is required to hold the Shareholders' Meeting as an Annual Ordinary Meeting within 4 months commencing from the year-ended of company's accounting period while other Shareholders' Meeting shall be called Extraordinary Meeting. The Board of Directors may summon Extraordinary Meeting at any time as deemed appropriate, or, in case of the shareholders whose total shares holding is not less than one-fifth of total shares sold or not less than 25 shareholders whose shares holding is not less than one-tenth of total shares sold can subscribe their names to produce a letter requesting to summon an Extraordinary Shareholders' Meeting at any time but must clearly specify reason of the Meeting in such summons. In this case, the Board of Directors must hold the Shareholders' Meeting within 1 month commencing from the date receiving such written request from the shareholders.

**Article 44:** In summoning the Shareholders' Meeting, the Board of Directors is required to produce Notice of Meeting to indicate place, date, time and agendas of the Meeting and matter to be proposed to the Meeting along with related details as deemed appropriate by clearly specify whether it is the matter proposed for acknowledgment, approval or consideration, as the case may be including comment of the Board of Directors in those matters, and then deliver to all shareholders and the registrar for not less than 7 days before the Meeting day and also publicize such notice on newspaper for not less than 3 consecutive days before the Meeting date.

**Article 45:** In the Shareholders' Meeting, the Shareholder may authorize his/her proxy to attend and vote in the Meeting on his/her behalf. The Power of Attorney must be made in written duly signed by the Grantor and made up according to the form prescribed by the registrar of public company limited and further deliver to the Chairman of the Meeting or other person duly nominated by the registrar, at the Meeting place before the proxy shall attend the Meeting, of which, at least must contain the following details:-

- a. Number of shares held by the Grantor
- b. Name of the proxy
- c. Number of the Meeting which the proxy is authorized to attend and vote.

**Article 46:** In Shareholders' Meeting, there must have shareholders and proxies (if any) to attend the Meeting not less than 25 persons or not less than one-half of total shareholders subject to whichever is lesser and total shares must not be less than one-third of total shares sold to constitute a quorum.

In case of in any Meeting, should the Meeting time is lapsed for one hour but number of shareholders attending the Meeting is not constituted a quorum and if such Meeting is summoned due to request of the shareholders, such Meeting shall be canceled. In other hand, should such Meeting is not summoned by request of the shareholders, such Meeting shall be re-appointed and Notice summoning the Meeting shall be delivered to the shareholders not less than 7 days before the meeting date and a quorum present is not commanded for the later meeting.

**Article 47:** The Chairman of the Board of Directors shall preside as Chairman of the Meeting, in case of the Chairman is absent or unable to perform his/her duty, should there is Vice Chairman, such Vice Chairman shall preside as Chairman of the Meeting, and in case of no Vice Chairman or he/she is unable to perform his/her duty, then the shareholders shall select one among them as the Chairman of the Meeting.

**Article 48:** Resolution of the Shareholders' Meeting shall be consisted with the following votes:-

- 48.1 Final decision or resolution of the Shareholders' Meeting is subjected to voting regardless by whatsoever mean, it shall be regularly counted as one share one vote.
- 48.2 In normal case, resolution is based on majority vote of the shareholders attending and voting in the Meeting. In case of equal vote, the Chairman of the Meeting shall cast one additional final vote.
- 48.3 In the following case, not less than 3/4 of total votes of shareholders attending and voting is required:-
  - (a) Sale or transfer of entire or partial important business of the company to other person.
  - (b) Purchase or accept transfer of other company or private company to be the company's business.
  - (c) Execute, amend or cancel contract for lease of entire or partial important part of company's business, authorization other person to manage the company's business or amalgamation of business with other person with objective for profit-loss sharing.
  - (d) Amendment of Memorandum of Association and Articles of Association.
  - (e) Amalgamation or wind up the company.
  - (f) Issuing debenture

In case of the any shareholder who has special benefit in any matter, such shareholder is not entitled to vote in such matter except voting to elect the director.

**Article 49:** Business which must be discussed in the Annual Ordinary Meeting are at least as follows:-

- (1) To acknowledge report of the Board of Directors about business of the company in the preceding year.
- (2) To approve Balance Sheets and Statement of Income.
- (3) To approve profit allocation.
- (4) To elect the directors in replacement of those who resigned by rotation.
- (5) To appoint the auditor and determine auditing fee of the company.
- (6) Other businesses

**Article 50:** The company is required to submit name list of shareholders existing on the Annual General Meeting date by specifying name, nationality, address and number of share subscribed by each shareholder and number of share certificate to the registrar of public company limited within 1 month commencing from the date finishing the Meeting.



## **Rules and Procedures to Attend the Shareholders' Meeting and Authorization**

### **Evidences proving right to attend the Meeting:**

#### **1. In case of personally attend the Meeting**

- 1.1 The shareholder is Thai ordinary person, please present Identification Card or Official Identification Card;
- 1.2 The shareholder is a foreign ordinary person, please present Alien Certificate or passport;
- 1.3 The shareholder is a juristic person duly registered in Thailand:-
  - a. Copy of current juristic person registration certificate issued by Department of Business Development certified true copy by the director who is authorized to attend the Meeting.
  - b. Copy of Identification Card (or copy of passport in case of the director is an alien) of the authorized director as mentioned in a). duly certified true copy by such director.
- 1.4 The shareholder is juristic person registered in abroad
  - a. Copy of juristic person registration certificate indicating name of the authorized director and the director's power issued by related authorities and certified by Notary Public.
  - b. Copy of passport of the director entering to attend the Meeting duly certified true copy by such director.

#### **2. In case of authorization**

- 2.1 The shareholder is Thai ordinary person
  - a. Fully completed Power of Attorney
  - b. Certified true copy of Identification Card of the Grantor
  - c. Certified true copy of Identification Card of the Proxy.
- 2.2 The shareholder is a foreign ordinary person
  - a. Fully completed Power of Attorney
  - b. Certified copy of the Alien Certificate or certified copy of passport of the Grantor
  - c. Certified true copy of Identification Card of the Proxy (or copy or certified copy of passport in case of the proxy is an alien)
- 2.3 The shareholder is juristic person registered in Thailand
  - a. Fully completed Power of Attorney
  - b. Copy of current juristic person registration certificate of the Grantor issued by Department of Business Development certified true copy by the authorized director who signed on such Power of Attorney.
  - c. Copy of Identification Card (or copy of passport in case of the proxy is an alien) of director who is authorized to sign on Power of Attorney certified true copy by such director.
  - d. Copy of Identification Card of the Proxy (or copy of certified copy of passport in case of the proxy is an alien) certified true copy by the proxy

- 2.4 The shareholder is juristic person registered in abroad
- a. Fully completed Power of Attorney
  - b. Juristic person registration certificate of the Grantor indicating name of authorized directors and power of directors, issued by related authorities duly certified by Notary Public.
  - c. Copy of passport of the director who is authorized to sign on Power of Attorney certified true copy by such authorized director.
  - d. Copy of Identification Card of the Proxy (or copy of passport in case of the proxy is an alien) certified true copy by such proxy.

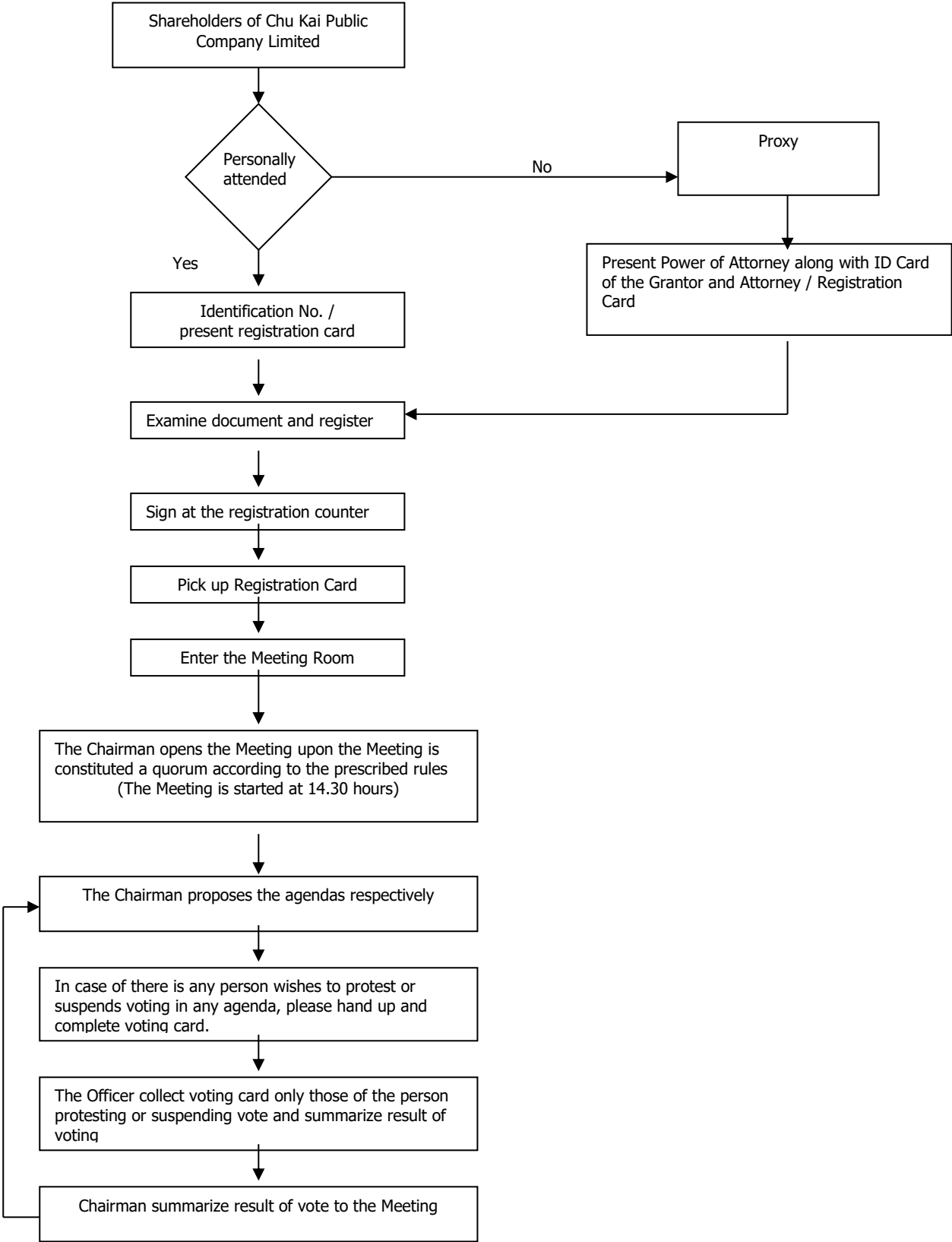
**Registration**

The company's officer shall open to accept registration before the commencement of the Meeting not less than 2 hours or from 12.25 to 14.25 hours onwards.

(Translation)

**Procedures to Attend the Annual General Meeting of Shareholders Year 2020  
Chu Kai Public Company Limited**

at 14.30 hours on Thursday, April 30<sup>th</sup>, 2020 at the Multipurpose yard, Factory Building, 1st Floor, Chu Kai Public Company Limited No.44/88 Moo 1, Srisachorakheyai, Bangsaotingm Samutprakarn 10570..



(Translation)

Duty stamp 20 baht

Form B

**POWER OF ATTORNEY**

Written at:.....

Date:.....

(1) I, ....., nationality: ....., residing at House No....., Road: ..... Sub-district: ....., District:....., Province: ....., Postcode: .....

(2) As the shareholder of Chu Kai Public Company Limited,  
Total shares holding: .....shares, details of voting right: ..... votes, as follows:-  
Ordinary shares: .....shares, voting right: .....votes  
Preferential shares: .....shares, voting right: .....votes

(3) do hereby authorize:-

(1) ....., age: .....years, residing at House No.: .....  
Road: ....., Sub-district: ....., District: .....,  
Province: ....., Post Code: ....., or

(2) ....., age: .....years, residing at House No.: .....  
Road: ....., Sub-district: ....., District: .....,  
Province: ....., Post Code: ....., or

(3) ....., age: .....years, residing at House No.: .....  
Road: ....., Sub-district: ....., District: .....,  
Province: ....., Post Code: .....

either one of them to be my proxy to attend the Meeting and vote on my behalf in the Annual General Meeting of Shareholders for 2020 on Thursday, April 30<sup>th</sup>, 2020 at the Multipurpose yard, Factory Building, 1st Floor, Chu Kai Public Company Limited No.44/88 Moo 1, Srisachorakheyai, Bangsaotingm Samutprakarn 10570.

(4) I do hereby authorize my proxy to vote on my behalf in this Meeting, as follows:-

Agenda 1: To approve the Minutes of Annual General Meeting of Shareholders year 2019 held on April 25<sup>th</sup>, 2019.

(a) The proxy is entitled to consider and vote on my behalf in all aspects as he/she deems appropriate.

(b) The proxy is entitled to vote according to my intention, as follows:-  
 Agree  Disagree  Suspend vote

Agenda 2: To acknowledge the report of the Board of Directors on the Company's operating results for the year 2019 and approved Annual Report.

(a) The proxy is entitled to consider and vote on my behalf in all aspects as he/she deems appropriate.

(b) The proxy is entitled to vote according to my intention, as follows:-  
 Agree  Disagree  Suspend vote

Agenda 3: To consider and approve the Statement of Financial Position and the Statement of Comprehensive Income of the Company for the year ended December 31<sup>st</sup>, 2019.

(a) The proxy is entitled to consider and vote on my behalf in all aspects as

- he/she deems appropriate.
- (b) The proxy is entitled to vote according to my intention, as follows:-  
 Agree  Disagree  Suspend vote

Agenda 4: To consider and approve the legal reserve and dividend payment for the operating result of year 2019.

- (a) The proxy is entitled to consider and vote on my behalf in all aspects as he/she deems appropriate.
- (b) The proxy is entitled to vote according to my intention, as follows:-  
 Agree  Disagree  Suspend vote

Agenda 5: To consider and approve the re-election of the directors whose terms are expired by rotation.

- (a) The proxy is entitled to consider and vote on my behalf to appoint the director in replacement of the resigned director and new Board of Directors as deemed appropriate.

- (b) The proxy is entitled to vote according to my intention to appoint some directors, as follows:-

1. Prof. Dr. Piboon Limprapat

- Agree  Disagree  Suspend vote

2. Ms. Werewan Boonkwan

- Agree  Disagree  Suspend vote

3. Ms. Junjira Pairsungsri

- Agree  Disagree  Suspend vote

Agenda 6: To consider and approve an appointment of new directors

- (a) The proxy is entitled to consider and vote on my behalf to appoint the director in replacement of the resigned director and new Board of Directors as deemed appropriate.

- (b) The proxy is entitled to vote according to my intention to appoint some directors, as follows:-

1. Mr. Chachawat Phoopanthapuk

- Agree  Disagree  Suspend vote

2. Ms. Utaiwan Ruangrojwiriya

- Agree  Disagree  Suspend vote

Agenda 7: To consider and approve the directors' remuneration for the year 2020.

- (a) The proxy is entitled to consider and vote on my behalf in all aspects as he/she deems appropriate.

- (b) The proxy is entitled to vote according to my intention, as follows:-  
 Agree  Disagree  Suspend vote

Agenda 8: To consider and approve the appointment of the auditors and their remuneration for the year 2020.

- (a) The proxy is entitled to consider and vote on my behalf in all aspects as he/she deems appropriate.

- (b) The proxy is entitled to vote according to my intention, as follows:-

- Agree                       Disagree                       Suspend vote
- Agenda 9: To consider other issues (if any).
- (a) The proxy is entitled to consider and vote on my behalf in all aspects as he/she deems appropriate.
- (b) The proxy is entitled to vote according to my intention, as follows:-
   
 Agree                       Disagree                       Suspend vote

(5) Voting of the proxy in any agenda which is not corresponding to such mentioned in this Power of Attorney shall be regarded as incorrect vote and is not considered as vote in my capacity as shareholders.

(6) In case of I do not specify my intention in voting for any agenda or it is not clearly specified or in case of the Meeting shall consider or resolve in any matter other than such specified above including in case of change or amendment of any fact, my proxy is thus entitled to consider and vote on my behalf in all aspects as deemed appropriate by him/her.

Any action done in the Meeting by my proxy, unless in case of the proxy does not vote as mentioned by me in this Power of Attorney, shall be regarded as I have personally done by myself in all respects.

(Signature)	..... (.....)	Grantor
(Signature)	..... (.....)	Proxy
(Signature)	..... (.....)	Proxy
(Signature)	..... (.....)	Proxy

**Remarks:**

1. The shareholder must assign only one proxy to attend and vote in the Meeting and is unable to separate number of shares for several proxies to separately vote.
2. In case of the agenda of the Meeting is more than such mentioned above, the grantor is able to additionally specify authorization in Attachment to Power of Attorney Form B. as attached herewith.

(Translation)

### Attachment to Power of Attorney Form B

Power of Attorney in case of being shareholder of Chu Kai Public Company Limited

In the Annual General Meeting of Shareholders for 2020 on Thursday, April 30th, 2020 at the Multipurpose yard, Factory Building, 1st Floor, Chu Kai Public Company Limited No.44/88 Moo 1, Srisachorakheyai, Bangsaothingm Samutprakarn 10570.

.....

- Agenda.....: Subject .....
- (a) The proxy is entitled to consider and vote on my behalf in all aspects as he/she deems appropriate.
- (b) The proxy is entitled to vote according to my intention, as follows:-
- Agree  Disagree  Suspend vote
- Agenda.....: Subject .....
- (a) The proxy is entitled to consider and vote on my behalf in all aspects as he/she deems appropriate.
- (b) The proxy is entitled to vote according to my intention, as follows:-
- Agree  Disagree  Suspend vote
- Agenda.....: Subject .....
- (a) The proxy is entitled to consider and vote on my behalf in all aspects as he/she deems appropriate.
- (b) The proxy is entitled to vote according to my intention, as follows:-
- Agree  Disagree  Suspend vote
- Agenda.....: Subject.....
- (a) The proxy is entitled to consider and vote on my behalf in all aspects as he/she deems appropriate.
- (b) The proxy is entitled to vote according to my intention, as follows:-
- Agree  Disagree  Suspend vote

(Translation)

Duty stamp 20 baht

**POWER OF ATTORNEY**

Written at: .....

Date:.....

I , ....., nationality: ....., residing at House No....., Road: ..... Sub-district: ....., District:....., Province: ....., Postcode: .....

as the shareholder of Chu Kai Public Company Limited

do hereby authorize:-

Mr. Vacharin Duangdara, who is an independent director and Chairman of the Audit Committee, 60 years of age, residing at No. 7, Soi Nakniwat 37, Yaek 2-1, Nakniwat Road, Ladprao Sub-district, Ladprao District, Bangkok 10230, who does not have any interest in the agendas proposed in the Annual General Meeting of Shareholders for 2020, as my proxy to attend and vote in the Meeting on my behalf in Annual General Meeting of Shareholders for 2020 on Thursday, April 30<sup>th</sup>, 2020 at the Multipurpose yard, Factory Building, 1st Floor, Chu Kai Public Company Limited No.44/88 Moo 1, Srisachorakheyai, Bangsaothingm Samutprakarn 10570.

Any action done in the Meeting by my proxy shall be regarded as I have personally done by myself in all respects.

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

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



**Information about the Independent Director and Chairman of the Audit Committee  
supporting Power of Attorney  
(in case of authorization the independent director as a proxy)**

Name-Surname	Vacharin Doungdara	
Position in the company	Chairman of the Audit Committee and Independent Director	
Age	60 years	
Education	Bachelor of Law (LL.B.) (Thai Barrister-at-law) Thai Bar Association Master of Business Administration (EX-MBA, Kasetsart University)	
Address	No. 7, Soi Nakniwat 37, Yaek 2-1, Nakniwat Road, Ladprao Sub-district, Ladprao District, Bangkok 10230	
Training	Director Accreditation Program (DAP) year 2004 (IOD) and Director Certification Program (DCP) year 2006 (IOD)	
Present position	Chairman of the Audit Committee, Chairman of Nomination and Remuneration Committee and Independent Director	

**Working Experience**

**Experience during 1999 -2019**

- (1) Working related to legal business in financing institutes, banks, and investment companies.
- (2) Used to be a specialist and advisor to Farmers Reconstruction and Development Fund, Political Development and People's participation Committee and etc.

**Possession of company's share**                      None

**Other Present Positions**

- (1) Legal Advisor /Lawyer
- (2) Chairman of the Audit Committee, Chu Kai PLC
- (3) Independent Director, Permsin Steel Works PLC
- (4) Chairman of the Audit Committee, JSP Property

**Other business or organizations that may cause any conflict of interest to Chu Kai PLC:** None

**Tenure** 6 terms / 13 years 6 months

**The attendance in year 2019**

1. The Board of Directors meeting	11/11 times
2. Audit Committee meeting	7/8 times

**Criminal offense record during the past 5 years** None

**Conflict/No conflict of interest in all agendas of the Shareholder's Meeting 2020 :** None

# CHU KAI PUBLIC COMPANY LIMITED

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