



## **CPL Group Public Company Limited**

### **Invitation to 2020 Annual General Meeting of Shareholders**

**Friday, April 24, 2020 at 14.00 hrs.**

**The registration will begin at 12.00 hrs.**

**at Meeting Room, 3 Floor, CPL Group Public Company Limited**

**No. 700 Moo.6 Sukhumvit Road, Bangpoo-Mai,**

**Muang, Samutprakarn 10280**

**Due to the epidemic of COVID -19, the Company request cooperation from shareholder who are at risk of infection such as fever, cough, sore throat, runny nose. panting, tiredness, chest tightness, body ached, fatigue, nausea and vomiting, including international travel during 14 days before the meeting date, please refrain from attending this Annual General Meeting of Shareholder in order to prevent and monitor the spread of the virus and show social responsibility, In the event that the Company found people who are at risk, the Company reserves the right not to allow the said shareholder to participate in the meeting room but to appoint an Independent Director instead.**

Souvenirs are cancelled in respect of the Securities and Exchange Commission Campaign for the reduction and abolishment of souvenirs givens away at the Shareholders' Meeting. The Company will, however, still provide as set of drinks and snack box to the shareholders or their attending proxies (1 person per 1 set)

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March 31, 2020

Subject: Invitation to the Annual General Meeting of Shareholders 2020

To: Shareholders of CPL Group Public Company Limited (“Company”)

The Board of Director of CPL Group Public Company Limited has resolved that the Annual General shareholders’ Meeting for the year 2020 will be held on April 24, 2020, 14.00 hrs. at CPL Group Public Company Limited Meeting Room 3<sup>rd</sup> Floor, No.700 Moo.6 Sukhumvit Road, Bangpoo-Mai, Muang, Samutprakarn 10280, Thailand. Please find the agenda as follows:

**Agenda 1 : To consider and adopt the Minute of the General Meeting of Shareholders 2019.**

**Facts and Rationale:**

The company had prepared Minutes of the Annual General Meeting of shareholders 2019 held on April 26, 2019. The meeting is therefore required to certify the said Minutes of the Annual General Meeting of Shareholders as enclosed. (In Enclosure 1)

**Opinion of the Board:**

After due consideration, the Board of Directors was of the view that the Minutes were accurately and completely recorded and deemed it appropriate to propose that the shareholders meeting endorse Minutes of the Annual General Meeting of Shareholders 2019 which was convened on April 26, 2019 as proposed, in all respects.

**Voting Rule:**

The resolution for this agenda requires by the majority of votes of shareholders attending the meeting and authorized for voting.

**Agenda 2 : To acknowledge the Company’s Business Performance of 2019.**

**Facts and Rationale:**

The Operation results of the company for the year 2019 as reported in the annual report shall be distributed as attachment.

**Opinion of the Board:**

To acknowledge the operation results for the previous year.

**Voting Rule:**

This agenda requires no vote of shareholders.

**Agenda 3 : To consider and approve the Balance Sheet (Statement of Finance Position) and the Statement of Income for the year ended December 31, 2019.**

**Facts and Rationale:**

The audited balance sheet and statement of income for the year ended December 31, 2019 the report from the Certified Public Accountant shall be distributed, details of which appear in Attachment 2

#### Opinion of the Board:

The Balance Sheet and the Statement of Income for the year ended December 31, 2019 should be approved.

#### Voting Rule:

The resolution for this agenda requires the majority of votes of the shareholders attending the meeting and authorized for voting.

#### **Agenda 4 : To consider and approve the allocation or annual profit year 2019 and dividend payment.**

#### Facts and Rationale:

The company has net profit from the operating results for the year 2019 in the amount of 163.89 million baht. The company has a policy to pay dividends by considering the financial statements of the company not less than 40 percent of annual net profit after corporate income tax, legal reserve. The Board of Directors has consider this matter to refrain from paying the dividend for the operating result in 2019

#### Information of Dividend Payment

Description / Year Paid	2018	2019	2020
1. Amount of Shares (Million share)	418.90	439.84	439.84
2. Net Profit (Loss) (Million baht )	(103.21)	11.98	(163.89)
3 Profit (Loss) per shares	(0.25)	0.03	(0.37)
4. Total Dividend Payment per shares	0.05556	0.02	-

#### Opinion of the Board:

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders for 2019 to refrain from paying the dividend for the operating result in 2019.

#### Voting Rule:

The resolution for this agenda requires by a majority vote of the shareholders attending the meeting and authorized for voting.

#### **Agenda 5 : To consider and approve the appointment of the directors to replace those who will retire by rotation in 2020.**

#### Facts and Rationale:

The Public Limited Company Regulations 2535 and Article 13 requires that in every Annual General Meeting. In one third of the directors shall retire from office if the number of directors to be divided into three parts, not exactly. Then the number nearest to one third of the Directors must retire in the first year and second year after company registration. Directors who retire by rotation may be re-elected to a new position.

Names of three directors who retired by rotation are

Name	Position
1.Ms. Yun Wen Chen	Director
2.Mr. Nattakit Wongcharoensin	Director
3.Pol.Lt.Gen.Chayoot Thanataweeruch	Audit Committee Member, Independent Director

The company announced the news on the website of The Stock Exchange of Thailand and the company invites shareholders to nominate individuals that have qualified from November 16, 2019 until January 15, 2020 to be elected as directors. However, there was no shareholder nominating any person to be elected as directors of the Company.

#### **Opinion of the Board:**

It is deemed appropriate to propose to the shareholders to vote for the 3 directors who retire by rotation to be re-appointed for another term. As detailed below

Name	Position
1.Ms. Yun Wen Chen	Director
2.Mr. Nattakit Wongcharoensin	Director
3.Pol.Lt.Gen.Chayoot Thanataweeruch	Audit Committee Member, Independent Director

Board of Directors has considered the appropriateness of the person who deserves to be appointed as a director of the company by considering various important criteria such as the lack of prohibited qualifications in the position of the Company's director according to the public companies limited Act BE 2535, morality, ethics, knowledge, ability, expertise, experience and appropriateness in the diversity of qualifications of the Company's directors with the information of the 3 directors appearing in the attachment

#### **Voting Rule:**

The resolution for this agenda requires by the majority of votes of the shareholders attend the meeting and authorized for voting.

#### **Agenda 6 : To consider and approve the remuneration of the Company Board of director's for the year 2020.**

#### **Facts and Rationale:**

According to Article 14 of the Company's Articles of Association, the directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses or other benefits. According to regulations or as The shareholders' meeting will consider which may be defined as a certain amount or placed as a basis and will be scheduled from time to time or will be effective forever until there is a change, and in addition, allowances and benefits according to the company regulations

Nomination and Remuneration Committee has considered and proposed the criteria for determining the remuneration of directors from the operating results performance and responsibility of directors by comparing with reference to businesses in the same category as the company or similar. Which the company has paid remuneration to the directors in the form of compensation, meeting allowance and director bonus with the following payment policies:

Data for Consider	2020	2019
1. Board of Director		
1.1 Monthly	20,000.- THB	20,000.- THB
1.2 Meeting Attendance		
Chairman	15,000.- THB	15,000.- THB
Member	10,000.- THB	10,000.- THB
2. Sub Committee		
2.1 Meeting Attendance		
Chairman	15,000.- THB	15,000.- THB
Member	10,000.- THB	10,000.- THB
3. Total Remuneration	Not exceed 6 MB	Not exceed 6 MB

**Opinion of the Board:**

Agreed to propose to the Annual General Meeting of Shareholders for the year 2020 to consider and approve the directors' remuneration for the year 2020 as meeting fees and directors' bonus with a total amount not exceeding 6 million baht, which is the same rate from the previous year. If any director who are the Company's employee will receive monthly remuneration excluded the remuneration as an employee of the company.

**Voting Rule:**

The resolution for this agenda requires two – third of votes of the shareholders attending the meeting and authorized for voting.

**Agenda 7: To consider the appointment of the auditor and the audit fee for year 2020.**

**Facts and Rationale:** In compliance with Section 120 of the Public Company Act B.E. 2535 which specify that the Shareholder's Meeting shall appoint the auditor and fix the auditor's remuneration annually and the same auditor of the past years could be appointed again.

The Audit Committee considered and proposed the appointment of the Company's auditor regarding their professional experiences in auditing field and to fix the annual fee for the year 2019 regarding the audit workload as well as benchmarking with the audit fee of other companies as follows :

**The Company:** CWWP Co.,Ltd.

**Names of auditors** Ms. Wanraya Puttasatien Certified Public Accountant No. 4387 and/or  
Ms. Waraporn Intaraprasit Certified Public Accountant No. 7881 and/or  
Ms. Chonthicha Lertwilai Certified Public Accountant No. 12258

**Audit Fee for year 2020 as detail below**

Description	2020	2019	2018
Auditor Fee	950,000	930,000	900,000
Review quarter statement	720,000	690,000	660,000
Review cash flows statement	60,000	40,000	40,000
English Statement	60,000	60,000	60,000
	1,790,000	1,740,000	1,680,000

**Opinion of the Board:**

The Board of Directors No. 5/2019 held on November 12, 2019 to consider the appointment of auditors and remuneration of the auditors for the year 2020 as approved by the Board Audit Committee and had resolved to propose to the annual general meeting shareholders for the year 2019 to appoint auditor and remuneration of the auditor for the year 2020.

**Voting Rule:**

The resolution for this agenda requires the majority of votes of the shareholders attending the meeting and authorized for voting.

**Agenda 8 : Any other business (if any).**

In additional, the company fixed the Record Date to determine the names of shareholders who have the right to attend the 2020 Annual General Meeting of shareholders' meeting on March 10, 2000.

For shareholder who are at risk of those infected with COVID – 19 or who are unable to attend the meeting for any season an intend to appoint a proxy to attend the meeting or authorize to Independent director who are nominates as a proxy of Shareholders as Attachment 5, please complete and duly execute one of three proxy Form A, Form B, or Form C (Recommendation to use Form B) as Attachment 6 or download the proxy form from our website [www.cpl.co.th](http://www.cpl.co.th) in Investor Section.

Should there be any question concerning the agenda items to be clarified by company, shareholder can forward question in advance to e-mail address: [secretary@cpl.co.th](mailto:secretary@cpl.co.th) or facsimile number: 02 709-6033.

The company will prepare Revenue Stamps service for the shareholders who appoint their proxies. For this meeting, the company has invited the auditor who is independent and has no conflict of interests with the company, to attend the meeting in order to answer any question regarding the financial statements of the company.

The Company would like to invite all shareholders to attend the meeting on the date, time and place as mentioned above.

The registration staff on the meeting dates will be ready from 12.00 a.m onwards.

Your sincerely,



(Mr. Suwatchai Wongcharoensin)

Chairman

## Report of The Annual General Shareholder's Meeting for 2019

### Date, Time & Venue:

The Meeting was held on Thursday 26, April 2019 at 14.00 hrs. at Maple Hotel, Tiara Room No. 9 Srinakarin Road, Bangna District, Bangkok 10250

### Director Present :

1. Mr. Suwatchai Wongcharoensin	Chairman of the Board
2. Mr. Puvasith Wongcharoensin	Chief Executive Officer
3. Mr. Lai Chi Hsiang	Director
4. Mr. Kuo Shih Lun	Director
5. Mr. Kitichai Wongcharoensin	Director
6. Mr. Vivat Wongchaorensin	Director
7. Mr. Supapat Ongsangkung	Member of the Audit Committee and Independent Director
8. Mr. Mongkol Laowarapong	Member of the Audit Committee and Independent Director

### Other Attendees

### Executive Officers Present :

1. Mr. Niteepong Teeramontrekul	Deputy Chief Finance Officer
2. Ms. Arjaree Suphasinwongchai	Company Secretary

### Auditor

1. Mr. Cherdusakul Onnmongkul	Partner of CWWP Co., Ltd.
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### Legal Advisor

2. Ms. Panwadee Thepwong	Legal Advisor from Payab Law Office
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### Preliminary Proceedings:

Mr. Suwatchai Wongcharoensin, Chairman of the Board of Directors Acting as the chairman of the meeting Welcomed the shareholders and opened the meeting by assigning Miss Kwanchanok Wuttikul is the assistant chairman of the meeting and Ms. Aomchan Paengthong being the secretary of the meeting

Miss Kwanchanok Wuttikul performed the duty of conducting the meeting. Welcomed the shareholders and informed of the compliance with the good corporate governance policy regarding fair and equitable treatment of shareholders' rights as follows:

1. The company has allowed the shareholders to submit questions about this agenda in advance via email on the company website and via fax. The company has informed in the invitation letter and on the company website since November 15, 2018, but no one has offered any questions
2. The company uses the barcode system for the convenience and speed of shareholders to register and counting votes in the meeting while providing stamp duty to shareholders in the event that the proxy does not provide stamp duty.
3. Voting criteria



- One shareholder has votes equal to the number of shares held or a proxy is one share equal to one vote can vote to agree or disagree or abstain from voting on each agenda equal to the number of shares that he holds or a proxy by using a voting card that shareholders receive at registration

- In counting the votes, only the shareholders who voted against the votes would be counted. or abstain only except the election of directors in agenda 6, the appointment of new directors by disagreeing and abstaining from voting deducted from the total number of votes attending the meeting The remaining votes will be considered as approval votes for that particular agenda, allowing shareholders who have voted to disagree or abstain to raise their hands to allow the staff to go to collect the ballot and record the results. For this vote count to show that

- The Company follows the guidelines for evaluating the quality of shareholders' meetings. Therefore, in Agenda 6, which is an agenda to consider and approve the election of directors in place of those retired by rotation in the Annual General Meeting of Shareholders and appointing new directors to replace the resigned directors, the Company will collect the ballots. From shareholders who attended the meeting, both in the case of agreeing, disagreeing and abstaining. In agree, disagree or abstain. And signed the ballot and asked to raise his hand and then there will be a staff member to collect the ballot from you. In order to calculate the number of votes that the shareholders agree, disagree or abstain for the recipient

A proxy who did not receive the ballot from the time of registration means that the shareholder has voted in that proxy. The said resolution will be specified in accordance with the resolution that the shareholders received in the said proxy.

- Before voting in each agenda will allow the participants to ask questions related to the agenda as appropriate by asking shareholders who want to ask questions via the microphone by specifying the surname clearly every time For the company will record the minutes correctly and inquiring or expressing opinions on the agenda and firmly In order to allow other shareholders to exercise their rights as well. If shareholders have questions that are not relevant to the agenda being considered please ask in other agenda at the end of the meeting.

Miss Kwanchanok Wuttikul, introduces to the meeting to President, Director and sub-committees Executives, Auditors And Layer.

Miss Aomchan Paengthong, Secretary of the Meeting perform the meeting and open the Annual General Meeting of Shareholders Year 2019 There were 33 shareholders attending the meeting in person, 157,978,466 shares, 17 proxies, 213,965,408 shares, total 50 shareholders attending the meeting, 371,943,874 shares, representing 84.56 % of the shares sold. have all of the company shall constitute a quorum In which the quorum under the Public Limited Companies Act BE 2535 and the Company's Articles of Association stipulates that there must be at least 25 shareholders and proxies and must have at least one-third of the total number of shares sold of company

#### **Agenda 1 To certify the minutes of the Annual General Meeting of Shareholders 2018**

The Chairman assigned the secretary to the meeting to announce that Requesting the meeting to consider approving the minutes of the Annual General Meeting of Shareholders 2018, held on April 26, 2018, which the Company has completed within 14 days from the date of the Annual General Meeting of Shareholders And sent to the Stock Exchange of Thailand and the Ministry of Commerce Within the period specified by law According to the copy sent to the shareholders together

with the invitation letter The Board of Directors considered that the report was correctly recorded. Shareholders should approve the minutes of the Annual General Meeting of Shareholders 2018 as proposed.

Secretary of the meeting invited the shareholders to express their opinions or inquire about this agenda

Because there are no questions or comments from the shareholders Secretary of the meeting Requesting the meeting to consider approving the minutes of the Extraordinary General Meeting of Shareholders No. 1/2018

**Resolution:** The Minutes of the Annual General Meeting of Shareholders 2018, held on April 26, 2018, were unanimously approved by the total votes of the shareholders attending the meeting. The following votes

Agree	371,943,874 votes	100.00%
Disagree	- votes	-
Abstain	- votes	-
Invalid	- votes	-

## **Agenda 2 To acknowledge the operating results and annual reports of the Board of Directors.**

The Chairman assigned Mr. Niteepong Techamontrikul, Assistant Director of Accounting and Finance as reported Annual performance report for the year 2018 with the following topics Statement of financial position, statement of comprehensive income and auditor's opinion Statements of financial position.

1. Assets increased from 2,067 million baht to 2,819 million baht, an increase of 752 million baht. Cash and cash equivalents 21 million baht, trade receivables 449 million baht, inventories 107 million baht, assets 173 million baht and would like to explain further For increasing trade receivables Currently, half of the payment has been received. The remaining is debt that is not yet due. The increase of inventories because the management considers that The current movie price is low, so buy raw leather for self-tanning and will sell in the future. And additional chemicals reserved for cow leather and pig skin

Liabilities increased from 992 million baht to 1,734 million baht, an increase of 742 million baht came from financial liabilities 551 million baht, trade payables 137 million baht, long-term loans of 46 million baht and employee benefits increased by 6 million baht for Financial liabilities in the amount of 551 million baht. Currently, after receiving debt repayment from the debtor, the company has used some money to repay the debt. To reduce interest burden

2. Operating results through the income statement The past year was a challenging year for executives. Due to various factors around the world, whether it is the value of the baht, the politics of the country Pressure from the global market conditions, the company is able to perform at a satisfactory level. That is to say, the revenue can be increased from 2,276 million baht to 2,898 million baht, an increase of 622 million baht or 27%. Gross profit increased by 273 million baht, an increase of 194%. Although net profit is not increased, it is not much compared. with income and gross profit but it is a good sign when the company turns from a loss of 103 million baht to a profit of 12 million baht. For the comparison of the past 3 years, it can be seen that in 2018 the company has improved performance compared to the previous 2 years. Whether it is revenue and gross profit By dividing sales proportion into categories finished leather, Safety equipment and tanning service.

3. For the numbers mentioned above has been audited by an auditor and has given an unconditional opinion, with the subject of key audit matter on the value of inventories which is in accordance with accounting standards

As there are no questions or comments from shareholders. Secretary of the meeting would like to report the progress of compliance with the anti-corruption policy and development from the previous year as follows

In the year 2018, the company has implemented the anti-corruption policy in the year 2018 which is in accordance with the latest Corporate Governance Handbook which has been changed. By disclosing the said policy in the annual report As well as announcements for directors, executives, and employees to strictly adhere to And is in the process of conducting a self-assessment on anti-corruption measures 2018 Corporate Governance Report of Thai Listed Companies 2018 (CGR2018) conducted by Thai Institute of Directors from all listed companies CPL received Assessment score of 74%, with the average listed companies being 81% Survey of Quality Assessment Project arranging the 2018 annual general meeting of shareholders from the Thai Investors Association. The company received an evaluation score of 90 - 99%. Average is 93%.

Note: This agenda is for acknowledgment, therefore no resolution.

**Agenda 3 To consider and approve Financial statements for the year ended December 31, 2018.**

The Chairman assigned the secretary to the meeting inform to the meeting that according to the Public Company Limited Act requires the company to prepare an annual financial statement ending at the fiscal year that has been audited by the auditor And propose to the meeting shareholders approved the Board of Directors agreed to propose to the meeting to approve the financial statements. For the year ended December 31, 2018 which has been audited and signed by Auditor of CWWP Company Limited and has passed the consideration of the Audit Committee details appear in the annual report.

There are no questions or comments from the shareholders, Secretary of the meeting requesting the meeting to consider approving the financial statements for the year 2018

**Resolution:** The meeting were unanimously approved by the total votes of the shareholders attending the meeting. The following votes

Agree	372,436,324 votes	100.00%
Disagree	- votes	-
Abstain	- votes	-
Invalid	- votes	-

(In this agenda, there were 2 additional shareholder, totaling 492,450 shares)

**Agenda 4 To consider and approve the annual dividend payment from retained earnings in the form of stock dividends and cash.**

The chairman assigned the secretary of the meeting. Announced to the meeting that the company has a policy to pay dividends based on the financial statements of the company Not less than 60 percent of annual net profit after corporate income tax Legal reserve However, the aforementioned dividend payment may change depending on the operating results.

Business expansion plans, liquidity, necessities and other suitability in the future, which the company will empower the board of directors of the company to consider the board of directors The Board of Directors deems it appropriate to allocate annual net profit as a legal reserve in the amount of 598,848.94 baht and to pay dividends to shareholders at the rate of 0.02 baht per

share, totaling 8,796,885.68 baht to shareholders as listed on the date specified. List of eligible dividends (Record Date) March 13, 2019 and dividend payment on 21 May 2019.

Mr. Worawut Kritiyanithi, the representative from the Thai Investors Association: dividend payment is derived from net profit. When looking at sales and costs, which is compared to the rate considered very small, would like to know how the company has a policy or a solution to reduce costs.

Mr. Suwatchai Wongcharoensin Chairman of the Board: Due to the past the company's stock is considered a stock dividend, which the company has always paid a high rate of dividends, except for the past 2 years, the company has suffered losses, therefore changing the method of payment by issuing stock dividends and cash. In return for shareholders which, despite not receiving much profit the committee considered and paid the rate as stipulated. For the effort to reduce costs, it is in the operation plan of the company. In order to be more profitable and has improved operating results in order to return as much as possible to shareholders.

As there are no questions or comments from shareholders. Secretary of the meeting Propose to the meeting to pass a resolution on this agenda.

**Resolution:** The meeting approved the annual net profit allocation as a legal reserve of 598,848.94 baht and paid dividends to shareholders at the rate of 0.02 baht per share, totaling 8,796,885.68 baht to the shareholders as listed names. On the date of the list of eligible dividends (Record Date) on March 13, 2019 and the dividend payment on May 21, 2019 with a unanimous vote of the total number of votes of the shareholders attending the meeting are as follows:

Agree	372,436,324 votes	100.00%
Disagree	- votes	-
Abstain	- votes	-
Invalid	- votes	-

#### **Agenda 5 To consider the appointment of directors in place of those retiring by rotation**

The chairman assigned the secretary of the meeting. Declared to the meeting that According to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association no. 13 stipulate that at every annual general meeting If the number of directors cannot be divided into three parts, then the number nearest to 1 in 3 must resign in the first and second year after the registration of the company. To draw lots, whoever will leave, for the following years, the longest-serving directors may be re-elected. Those who have completed their terms may be re-elected. Therefore, in 2019 There are 3 directors who must retire by rotation, consisting of

##### **Name list of directors**

1. Mr. Shin lun Kuo	Director, Deputy Chief Executive Officer
2. Mr. Kitichai Wongcharoensin	Director, Deputy Chief Executive Officer
3. Mr. Suphapat Ongsaengkun	Audit Committee, Independent Director

As already informed that the Company announced on the company website and announced on the website of the Stock Exchange of Thailand. Invitation to shareholders to nominate persons Qualified person Public Act 1992, nominated persons to be elected as company directors. Between November 15, 2018 and January 15, 2019, it appears that no shareholder nominated any person to the company.

For this agenda to comply with the principles of good corporate governance. Before voting on this agenda Appoint Invitation to 3 retiring directors to leave the meeting room temporarily for the shareholders to freely consider and express their opinions until a resolution is made on this agenda. According to the opinion of the Board of Directors Through the approval of the Nomination and Remuneration Committee Agreed to propose to the shareholders to vote for all 3 retiring directors to return to their previous positions for another term Nominated Directors Back to the board of directors of the 3 companies who expressed their intention Of the shareholders voting in this agenda And asked the meeting to elect each director individually As there are no questions or comments from shareholders. Secretary of the meeting Propose to the meeting to pass a resolution on this agenda.

**Resolution :** The meeting appointment of directors to replace those retiring by rotation, 3 persons as follows:

5.1 Mr. Suwatchai Wongcharoensin was elected to return to be a director with unanimous votes.

Agree	367,121,844	votes	100.00%
Disagree	-	votes	-
Abstain	5,366,980	votes	(not counted as the base for counting votes)
Invalid	-	votes	-

5.2 Mr. Kitichai Wongcharoensin was elected to be return to be a director with unanimous votes.

Agree	367,548,522	votes	100.00%
Disagree	-	votes	-
Abstain	4,940,302	votes	(not counted as the base for counting votes)
Invalid	-	votes	-

5.3 Mr. Supapat Ongsangkung was elected to be return a director with unanimous votes.

Agree	372,488,824	votes	100.00%
Disagree	-	votes	-
Abstain	-	votes	-
Invalid	-	votes	-

(In this agenda, there were 1 additional shareholder, totaling 52,500 shares)

Mr. Worawut Kritiyanithi, the appointee from the Thai Investors Association: How long have you been in the position of Mr. Suphapat Ongsangkun and why are the 2 directors who have expired? And abstained why did the percentage not change?

Mr. Suwatchai Wongcharoensin, Chairman of the Board of Directors: Mr. Suphapat's term is 2 years.

Miss Arjaree Suphasinwongchai company secretary: For the abstention votes for the agenda of 2 directors, expressed their intention to abstain from voting in this agenda. Therefore do not count as a base for vote counting

#### **Agenda 6 To consider and approve the directors' remuneration for the year 2019**

The Chairman assigned the secretary to the meeting report to the meeting that According to Article 14 of the Company's Articles of Association, the directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses or other benefits. According to regulations or as The shareholders' meeting will consider which may be defined as a certain amount or placed as a basis And will be scheduled from time to time or will be effective forever until there is a change And in addition to receiving allowances and benefits according to various company regulations by comparing references to listed companies in the stock exchange And considering the performance Along with business investment policy To increase the ability

of the company to compete more and more and the number of meetings already increased agreed to propose to the shareholders 'meeting to consider and approve the payment of directors' remuneration for the year 2019 as follows:

Data for Consider	2019	2018
1. Board of Director		
Monthly	20,000.- THB	20,000.- THB
Meeting Attendance Fee		
Chairman	15,000.- THB	15,000.- THB
Member	10,000.- THB	10,000.- THB
Data for Consider	2019	2019
2. Audit Committee		
Meeting Fee		
Chairman	15,000.- THB	15,000.- THB
Member	10,000.- THB	10,000.- THB
3. Total Remuneration	Not exceed 6 MB	Not exceed 6 MB

There are no questions or comments from the shareholders Secretary of the meeting propose to the meeting to consider and vote on this agenda

**Resolution :** Approved the remuneration for directors for the year 2019 with unanimous votes. And is approved with a vote of not less than two-thirds (2/3) of the shareholders attending the meeting and voting as follows

Agree	372,488,824	votes	100.00%
Disagree	-	votes	-
Abstain	-	votes	-
Invalid	-	votes	-

#### **Agenda 7 To consider the appointment of the auditor and the audit fee for year 2019.**

The Chairman assigned the secretary to the meeting report to the meeting In order to comply with the laws and regulations of the company and the Securities and Exchange Commission Determined that the annual general meeting of shareholders



Appoint and determine the remuneration of the auditors of the company every year and in the appointment, the same person can be appointed again.

The Audit Committee has considered and proposed to appoint the auditor. By considering the criteria, qualifications, expertise of the auditor Working efficiency and being approved by the SEC as well as determining the remuneration of the auditor By considering the appointment of auditors from CWW Company Limited to be the auditor for the year 2019 and the remuneration for the year 2019 with the following details:

**The Company:** CWWP Co., Ltd.

**Names of auditors** Mr. Cherdasakul Onnmongkul Certified Public Accountant No. 7195 and/or

Ms. Wanraya Puttasatien Certified Public Accountant No. 4387 and/or

Ms. Chantira Wongsriudomporn Certified Public Accountant No. 4996 and/or

Ms. Waraporn Intaraprasit Certified Public Accountant No. 7881

Audit Fee for year 2019 as detail below

Description	2019	2018	2017
Auditor Fee	930,000	900,000	810,000
Review quarter statement	690,000	660,000	225,000
Review cash flows statement	60,000	60,000	40,000
English Statement	60,000	60,000	60,000
Review restated F/S for 5 periods *			250,000
	1,740,000	1,680,000	1,810,000

There are no questions or comments from the shareholders Secretary of the meeting propose to the meeting to consider and vote on this agenda.

**Resolution :** The Meeting by a majority vote of the shareholders attending the meeting and entitled to vote approved auditor name and auditor's remuneration with the follow vote.

Agree	372,488,824	votes	100.00%
Disagree	-	votes	-
Abstain	-	votes	-
Invalid	-	votes	-

#### **Agenda 8 To consider other matters.**

The Chairman invited shareholders to inquire about other matters.

This agenda allows the shareholders to propose matters other than those specified in the notice of the meeting by proposing any other matters. Shall be under the rules and procedures prescribed by law In proposing other agendas other than those specified in the meeting invitation letter According to the Public Act 1992 (including additional amendments), Section 105, paragraph two, states that when the meeting considers the meeting agenda in the order of the agenda specified in the notice of the meeting Shareholders holding shares totaling not less than 1/3 of the total number of shares sold Will ask the meeting to consider Other matters other than those specified in the meeting notice.

If there are no shareholders Propose additional agenda the shareholders would like to ask questions or make comments.

Mr. Thamrong Anantaweeapol, a shareholder, how will the 400-day employee benefit reserve affect the company as it has been seen that the company has been established for a long time? How will accounting be recorded? Can the accounting records be divided into periods or the whole amount is recorded as expenses?

Mr. Niteephong Techamontrikul, Assistant Director of Accounting and Finance The effect for the benefit account is approximately 15 million baht, will be recorded in the second quarter of this year. The company is not able to divide the accounting records. Since the law has been enforced

Mr. Puvasith Wongcharoensin, Chief Executive Officer: Summarize the business overview of this year. There are 3 main types of products of the company. Finished Leather last year was able to increase production capacity from 1.5 million square feet to more than 2 million square feet per month but due to the exchange rate decreased causing sales to not show up significantly. For this year I think that it will be able to maintain the level close to last year. Management is trying to fix variables that will reduce profits. Although sales will increase Including quality, shipping by plane Was a problem from last year which will result in increased expenses resulting in only a minimal impact on profits and try to accelerate the improvement of the internal system and adjust the lay out of the factory, which is not able to continue, must gradually do while doing, must maintain the original production capacity currently about 80% completed claims in Vietnam which is a shoe factory that produces shoes for brand

another business is cow tanning and pig tanning factory (Tanning Service), production capacity last year is considered full capacity since the second half Including pig tanning factories and cow tanneries. Which overall is considered satisfactory for pig skin production capacity is approximately 70%, which can receive production orders from customers again for our cow tanning customers, there was a marketing problem at the end of last year.

resulting in reduced production during the beginning of this year but think of the average overall for the year Will be able to balance similar to last year For safety equipment, it must be said that last year was the year that the highest sales were able to increase continuously in each quarter. This year, the target is to grow by 3 - 5%. after 3 months may have to adjust the target. or maybe less which depends on various factors

Mr. Thamrong Anantaweeapol, a shareholder, came in person How much will the company grow, how much bleaching work is currently in production? And expecting to meet the set goals or not?

Mr. Puvasit Wongcharoensin, Chief Executive Officer: The company aims to grow by 15% but not less than 3%. Of course, the average cow leather production capacity is now 60,000 per month due to the first quarter production capacity. The company therefore adjusted the plan by ordering raw hides to bleach for own use. Instead of buying tanning and successfully



making leather which in part, in order to provide the tannery factory with production capacity may cause the company to have more margins from tanning But in part there will be a fixed cost from the factory that is not produced as well.

For the financial results of this year overall, it is expected to be better than last year. However, this is a challenge for the management to achieve their goals. The company said that our target of 15% will try their best. To be a driving force for the team which must also look at the overall of the Thai economy

Mr. Suwatchai Wongcharoensin Chairman of the Board: At the end of each year, the company will present new products of the company. For each shoe brand to make shoes for the next season will receive orders from customers of each brand in advance in order for the company able to plan the procurement of leather and production as planned throughout the year and can be predicted.

For sales each year also expect that each shoe brand that gives us an estimate will use the leather as reported. Each type of pre-tanned leather also depends on the footwear m


On behalf of the Board of Directors, executives and employees, thank you to all shareholders for taking the time to attend the meeting today

**Meeting close 15.10 hrs.**

-Signed-

Mr.Suwatchai Wongcharoensin  
Chairman

**Profile of the Directors nominated to be director, replacing those retiring by rotation**

<b>Miss Yun- Wen Chen</b>	Director	
<b>Age</b>	43 year	
<b>Appointment Date</b>	July 12,2019	
<b>No. of Years being the Company's director</b>	10 Months	
<b>Highest education</b>	Carnegie Mellon University PA, USA	
<b>Work Experience Position in other companies</b>	Owner Fay Cuisine Italian Restaurant, Taipei	
<b>Position in other listed companies</b>	-None-	
<b>Director Training and other training courses</b>	Director Certification Program – 284/2019	
<b>Holding of Shares in the Company</b>	-None-	
<b>As of December 31, 2019</b>		
<b>Relationships with Directors/ Executives</b>	-None-	

**Profile of the Directors nominated to be director, replacing those retiring by rotation**

**Mr.Natthakit Wongcharoensin**

Director

**Age**

42 year

**Appointment Date**

February 24, 2020

**No. of Years being the Company's director**

10 Months

**Highest education**

Master of Political Science, Ramkhamhaeng University

Bachelor of Political Science, Ramkhamhaeng University

**Work Experience Position in other companies**

Managing Director Manwood Intertrade Company Limited

Director Charoen Sin Thani Company Limited

Director Charoensin Condo Town Company Limited

Director Mimi Industrial Company Limited

Director Charoen Sin Holding Company Limited

Director Charoen Sin Tanning Industry Company Limited

Director Mitniyom (Manwood) Company Limited

Director Dignity International Company Limited

Director CS Rubber Industry Company Limited

Director CS Unitel Technology Company Limited

Director Venture Inter Plus Company Limited

Director Charoensin Supermart Company Limited

Director Thai Wire System Company Limited

Director Sunshine Plastic Products Company Limited

**Position in other listed companies**

-NONE-

**Director Training and other training courses**

Modern Age Leadership Course in Democracy For Senior management Generation 7 (PNP) King Prajadhipok's Institute  
2007 Thailand's Economic Outlook

Knowledge management from theory to practice (2006)

**Holding of Shares in the Company**

9,401,364 (2.137%)

**As of December 31, 2019**

**Relationships with Directors/ Executives**

Younger Brother : Mr.Suwatchai Wongcharoensin Mr.Puwatchai Wongcharoensin Mr.Kitichai Wongcharoensin



**Profile of the Directors nominated to be director, replacing those retiring by rotation**

**Pol.Lt.Gen.Chayoot Thanataweeruch**

**Director of Audit Committee /**

Independent Director



**Age**

64 years

**Appointment Date**

May 13 , 2019

**No. of Years being the Company's director**

1 years

**Highest education**

Bachelor of Public Administration Royal Thai Police Academy

Bachelor of Laws from Sukhothai Thammathirat Open University

Master of Political Science (Public Administration) Thammasat University

**Work Experience Position in other companies**

2016 - Present Retired Government Official

2015-2016 Chief Commissioner of Inspector General

2014-2015 Commissioner of Inspector General

2013-2014 Deputy Commissioner of Metropolitan Police Bureau

2007-2013 Deputy Commissioner of Provincial Police region 1

**Position in other listed companies**

-NONE-

**Director Training and other training courses**

DIRECTOR ACCREDITATION PROGRAM (DAP) 162/2019

**Holding of Shares in the Company**

-NONE-

**As of December 31, 2019**

**Relationships with Directors/ Executives**

-NONE-

## Profile of the Independent Director

### For shareholder to grant the independent director as proxy



#### 1. Mr. Supapat Ongsangkung

**Age** 59

**Position** Independent Director/Chairman of Audit Committee

**Address** CPL Group Public Company Limited

700 Moo 6, Sukhumvit road, bangpoomai, amphurmunag,  
Samutprakarn 10280

**Special Equity** -



#### 2. Pol.Lt. Gen Chayoot Thanataweeruch

**Age** 64

**Position** Independent Director/Chairman of Audit Committee

**Address** CPL Group Public Company Limited

700 Moo 6, Sukhumvit road, bangpoomai, amphurmunag,  
Samutprakarn 10280

**Special Equity** Agenda 5 To consider and elect director to replace those who retired by rotation. As Pol.Lt.Gen Chayoot Thanataweeruch is a director who has been proposed to retire by rotation.



#### 3. Dr. Mongkol Laoworapong

**Age** 50

**Position** Independent Director/Chairman of Audit Committee

**Address** CPL Group Public Company Limited

700 Moo 6, Sukhumvit road, bangpoomai, amphurmunag,

**Special Equity** -

### **Independent Director**

The company determines components for Board of Directors to be consisting of at least 1/3 of independent of total number of the company's directors. Board of Directors determines qualities of independent director as follows;

1. Hold shares no more than 1.0% of total number of share with voting right of the company, head office, subsidiary, joint company, major shareholder, or person with power to control the company, which shall also include shareholding of related person of that independent director.
2. Not being or never been a director involved in management, employee, consultant who receives regular salary, or person with controlling power of the company, head office, subsidiary, joint company, subsidiary at the same level, major shareholder, or of person with controlling power of the company, except being freed from such characteristic for at least 2 years before being appoint as independent director.
3. No blood relationship or by registration according to the law in the manner of father, mother, spouse, sibling, and child, including spouse of the child, of executive, major shareholder, person with controlling power, or person to be nominated as executive or person with controlling power of the company or subsidiary.
4. Not having or never have business relationship with the company, head office, subsidiary, joint company, major shareholder, or person with controlling power of the company in the manner that is preventing one's independent judgment, including not being or never been implied shareholder or person with controlling power of the company, except being freed from such characteristic for at least 2 years before being appoint as independent director.
5. Not being or never been an auditor of the company, head office, subsidiary, joint company, major shareholder, or person with controlling power of the company, and not being implied shareholder, person with controlling power, or partner of audit firm that has auditor of the company, head office, subsidiary, joint company, major shareholder, or person with controlling power of the company, except being freed from such characteristic for at least 2 years before being appoint as independent director.
6. Not being or never been service provider in any profession, including providing service of legal advisor or financial advisor who receive service fee of more than THB 2 million per year from the company, head office, subsidiary, joint company, major shareholder, or person with controlling power of the company, and not being implied shareholder, person with controlling power, or shareholder of service provider in that profession except being freed from such characteristic for at least 2 years before being appoint as independent director.
7. Not being a director that was appointed as director's representative of the company, major shareholder, or shareholder who is related to major shareholder.
8. Not operating a business that has the same condition, and is an implied competition with business of the company or subsidiary, or not being an implied partner in a partnership, or is a director involved in management, employee, consultant who receives regular monthly salary, or hold share more than 1.0% of total shares with voting right of other company, which operate a business that has the same condition, and is an implied competition with business of the company or subsidiary.
9. Not having any other characteristic that cannot provide independent comment regarding the company's operation.

## **Articles of Association concerning shareholders meetings**

### **Board of Director**

- Articles 11      The company shall be managed by a Board of Directors, consisting of at least five (5) persons, of whom at least half must reside within the Kingdom and must have the Qualifications prescribed by law.
- Articles 12      The election of the board of Directors shall be in accordance with the following rules and procedures:
- (1) Each shareholder has one vote for each share.
  - (2) Each shareholder may exercise all the votes he or she has under (1) to appoint the nominated persons on a person-by-person basis or an en bloc basis. The shareholder cannot split his or her votes between more than one person or in the basis extent.
  - (3) The persons obtaining the most votes in descending order will be elected as directors equal to the number of positions to be filled at the meeting. If two or more persons receive equal votes and the number of candidates exceeds the positions to be filled, the Chairman of the meeting has a casting vote. In the case of a tied vote, the last person shall be decided by the casting vote of the Chairman of the meeting.
- Article 13      At every annual general ordinary meeting, one-third (1/3) of the directors shall retire from office. If the number of directors is not a multiple of three, the number closest to decided by drawing lots. In subsequent years, the directors who have held office longest shall retire. The director who retire under this Clause are eligible for re-
- Article 14      The remuneration of the directors of the Company shall be fixed at a meeting of Shareholders of the Company.

### **Shareholders Meeting**

Articles 24      The board of directors shall call a shareholder meeting which is an annual ordinary general meeting of shareholders within four months of the last day of the fiscal year of the company. Shareholders meeting other than the one referred to in the first paragraph shall be called extra ordinary general meeting. The board of directors may call an extraordinary general meeting of shareholders any time the board considers it expedient to do so. Shareholders holding shares amounting to not less than one-fifth of the total number of shares sold or shareholders numbering not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may submit their names in a request directing the board of directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. The board of directors shall proceed to call a shareholder meeting to be held within one month of the date of receipt of such request from the said shareholders.

Articles 25      In calling a shareholder meeting, the board of directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval of for consideration, as the case may be, including the opinions of the board of directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in newspaper at least three days prior to the date of the meeting. The place of the meeting referred to in the first paragraph shall be in the province in which the head office of the company is located or in a nearby province, unless otherwise stipulated by the articles of association.

Articles 26      Shareholders are entitled to attend and vote at the shareholder meeting but they may authorize other persons as proxies to attend and vote at nay meeting on their behalf. The instrument

appointing the proxy shall be submitted to the chairman of the board of the person designated by the chairman of the board.

Articles 27 Unless otherwise stipulated by this Act, in order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less one-third of the total number of shares sold of the company. At any shareholder meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined in the first paragraph, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required. The Chairman of the board shall be the chairman of shareholder meeting. If the chairman of the board is not present at a meeting or cannot perform his duty, and if there is a vice-chairman, the vice-chairman present at the meeting shall be the chairman of the meeting. If there is no vice-chairman or there is vice-chairman who is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Articles 28 Unless otherwise stipulated by this Act, a resolution of the shareholder meeting shall require in an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote. In the following events, a vote of not less than three quarters of the total number of votes of shareholders who attend the meeting and have the right to vote: the sale or transfer of the whole or important parts of the business of the company to other persons; the purchase or acceptance of transfer of the business of other companies or private companies by the company:

The making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the company, the assignment of the management of the business of the company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing.

Articles 29 Business to be transacted at the annual ordinary meeting of Shareholders is as follows:

- (a) Consideration of report of the Board of Directors on the conduct of the company's business during the past year.
- (b) Adoption of Financial Statements
- (c) Appropriation of profits.
- (d) Election of Directors to replace those retiring by rotation
- (e) Appointment of auditors
- (f) Any other business



**PROXY FORM A**

Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1). I/We \_\_\_\_\_ Nationality \_\_\_\_\_

Address \_\_\_\_\_ Road \_\_\_\_\_ Tambal/Sub-District \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_

(2). being (a) shareholder of **CPL Group Public Company Limited**

holding total of \_\_\_\_\_ shares and have a rights to \_\_\_\_\_ Votes

(3) Hereby appoint

PLEASE SELECT ONLY ONE PROXY

☐ 1. Name \_\_\_\_\_ Age \_\_\_\_\_ years

Address \_\_\_\_\_ Road \_\_\_\_\_ Tambal/Sub-District \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_

☐ 2. Name Mr. Supapat Ongsangkoon Independent Director Age 59 years

Address 89/1 Soi Wat-Ampawan Road Rama 5 Tambal/Sub-District Thannon Nakhon Chai Si

District Dusit Province Bangkok Postcode 11130

☐ 3. Name Pol. Lt. Gen. Chayoot Thannataweeruch Independent Director Age 63 years

Address 300 Soi Sirindhorn 7 yaek 6-1 Road Sirindhorn Tambal/Sub-District Bang Bamru

District Bang Phlat Province Bangkok Postcode 10700

☐ 4. Name Dr. Mongkon Laoworapong Independent Director Age 50 years

Address 128/9 Soi Sathupradit 6 Road Sathupradit Tambal/Sub-District Tungwatdon

District Sathorn Province Bangkok Postcode 10120

Only one of them as my/our proxy to be my representative to join and vote in the 2020 Annual General Meeting of Shareholders on Friday, April 24, 2020 at 2.00 P.M. CPL Group Public Company Limited Meeting Room 3<sup>rd</sup> Floor, No.700 Moo.6 Sukhumvit Road, Bangpoo-Mai, Muang, Samutprakarn 10280 or which will be postponed to other date, time and place as the meeting may be adjourned.

Signature \_\_\_\_\_ ผู้มอบอำนาจ  
( \_\_\_\_\_ )

Signature \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Remarks

Shareholders appointing a proxy may appoint only one person to attend and vote at the meeting, and may not divide shares amongst more than one proxy in order to split votes. Votes may be cast in favor of the appointment of all proposed directors or of certain proposed director(s) only.



**Proxy From B**  
(Specific Details Form)

Duty Stamp 20 ฿

Shareholders' Registration No. \_\_\_\_\_

Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I/We \_\_\_\_\_  
Address \_\_\_\_\_ Nationality \_\_\_\_\_

(2) Being a Shareholder of **CPL GROUP PUBLIC COMPANY LIMITED**

Holding the total amount of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows:

☐ Ordinary share \_\_\_\_\_ shares have the rights to vote equal to \_\_\_\_\_ votes

☐ Preferred share \_\_\_\_\_ shares have the rights to vote equal to \_\_\_\_\_ votes

(3) Hereby appoint

☐ 1. Mr./Mrs./Ms. \_\_\_\_\_ Age \_\_\_\_\_ years, residing at \_\_\_\_\_  
Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

☐ 2. Mr. Supapat Ongsangkoon Independent Director Age 59 years, residing at 89/1 Soi Wat-Ampawan  
Road Rama 5 Sub-District Thanon Nakhon Chai Si District Dusit  
Province Bangkok Postal Code 10300 or

☐ 3. Pol.Lt.Gen. Chayoot Thanataweeruch Independent Director Age 64 years, residing at 300 Soi Sirindhorn 7 yaek 6-1,  
Road Sirindhorn Sub-District Bang Bamru District Bang Phlat  
Province Bangkok Postal Code 10700 or

☐ 4. Dr. Mongkon Laoworapong Independent Director Age 50 years, residing at 128/9 Soi Sathupradit 6  
Road Sathupradit Sub-District Tungwatdon District Sathorn  
Province Bangkok Postal Code 10120

Anyone of above as my/our proxy to attend and vote on my/our behalf at the meeting of the 2019 Annual General Meeting of Shareholders of C.P.L GROUP PUBLIC COMPANY LIMITED on Thursday, April 24<sup>th</sup>, 2020 at 2.00 p.m. CPL Group Public Company Limited Meeting Room 3<sup>rd</sup> Floor, No.700 Moo.6 Sukhumvit Road, Bangpoo-Mai, Muang, Samutprakarn 10280 or such other date, time and place as the meeting may be adjourned

(4) In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

**Agenda Item 1 To consider and certify the Minutes of the 2019 Annual General Meeting of Shareholders**

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Approve ☐ Disapprove ☐ Abstain

**Agenda Item 2 To acknowledge the Company's operating results of year 2019 and annual report for the year 2019**

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Approve ☐ Disapprove ☐ Abstain

**Agenda Item 3 To consider and approve the Balance Sheet (Statement of Finance Position) and the Statement of Income for the year ended December 31, 2019.**

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Approve ☐ Disapprove ☐ Abstain

**Agenda Item 4 To consider and approve of no allocation of the net profits as the legal reserve the year ended December 31, 2019 and no dividend payment**

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda Item 5 To consider and approve the appointment of the directors to replace those who will retire by rotation in 2020.

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ **Vote for all nominated candidates**
- ☐ Approve      ☐ Disapprove      ☐ Abstain

☐ **Vote for an individual nominated candidate**

- |                                                                                                       |                                       |
|-------------------------------------------------------------------------------------------------------|---------------------------------------|
| Name of the nominated candidate                                                                       | 1. Miss Yun- Wen Chen                 |
| <input type="checkbox"/> Approve <input type="checkbox"/> Disapprove <input type="checkbox"/> Abstain |                                       |
| Name of the nominated candidate                                                                       | 2. Mr.Natthakit Wongcharoensin        |
| <input type="checkbox"/> Approve <input type="checkbox"/> Disapprove <input type="checkbox"/> Abstain |                                       |
| Name of the nominated candidate                                                                       | 3. Pol.Lt.Gen. Chayoot Thanataweeruch |
| <input type="checkbox"/> Approve <input type="checkbox"/> Disapprove <input type="checkbox"/> Abstain |                                       |

Agenda Item 6 To consider and approve the remuneration of the Company Board of director's for the year 2020

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve      ☐ Disapprove      ☐ Abstain

Agenda Item 7 To consider and approve the appointment of the auditor and the audit fee for the year 2020

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve      ☐ Disapprove      ☐ Abstain

Agenda Item 8 Any other business (if any)

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve      ☐ Disapprove      ☐ Abstain

(5) Voting of proxy in any agenda that is not as specified in this proxy shall be considered as invalid and not signify my voting as a shareholder.

(6) In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the Meeting considers or passes any resolution other than those specified above, including the case of any amendment or addition of any fact, the proxy shall have the rights to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any actions performed by the proxy in this Meeting shall be deemed to be the actions performed by myself/ourselves.

Signed \_\_\_\_\_ Grantor  
( )

Signed \_\_\_\_\_ Proxy  
( )

**Remarks: According to the notification of Department of Business Development, Ministry of Commerce regarding Proxy Form (Issue 5) 2007**

- The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and not split the number of shares to several proxies for splitting votes.
- Regarding the election of directors, the proxy can either elect the whole set of the nominated directors or any individual nominated directors
- In case there are additional agenda items other than those specified above, the grantor of the proxy shall use the Attachment to Proxy Form B attached herewith to specify the additional agenda item(s).

\*\*\*\*\*

**Supplemental Proxy Form B**

(Specific Details Form)

The proxy as a shareholder of CPL GROUP PUBLIC COMPANY LIMITED

At the meeting of the 2020 Annual General Meeting of Shareholders of CPL GROUP PUBLIC COMPANY LIMITED on Friday, 24<sup>th</sup> April, 2020 at 2.00 p.m. at the CPL Group Public Company Limited Meeting Room 3<sup>rd</sup> Floor, No.700 Moo.6 Sukhumvit Road, Bangpoo-Mai, Muang, Samutprakarn 10280 or such other date, time and place as the meeting may be adjourned.

Agenda \_\_\_\_\_ Subject : \_\_\_\_\_

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda \_\_\_\_\_ Subject : \_\_\_\_\_

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda \_\_\_\_\_ Subject : \_\_\_\_\_

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda \_\_\_\_\_ Subject Election of the Directors to replace those who will retire (continued)

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ **Vote for all nominated candidates**

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Vote for an individual nominated candidate**

Name of the nominated candidate Miss Yun-Wen Chen

☐ Approve ☐ Disapprove ☐ Abstain

Name of the nominated candidate Mr. Natthakit Wongcharoensin

☐ Approve ☐ Disapprove ☐ Abstain

Name of the nominated candidate Pol.Lt.Gen. Chayoot Thanataweeruch

☐ Approve ☐ Disapprove ☐ Abstain

I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

Signed \_\_\_\_\_ Grantor

( )

Signed \_\_\_\_\_ Proxy

( )

Signed \_\_\_\_\_ Proxy

( )

## PROXY FORM C

(For foreign shareholders who have custodian in Thailand only)

Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_

Address \_\_\_\_\_ Road \_\_\_\_\_ Tambal/Sub-District \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_

Custodian \_\_\_\_\_

being (a) shareholder of CPL Group Public Company Limited

holding total of \_\_\_\_\_ shares and have a rights to \_\_\_\_\_ Votes

(2) Hereby appoint

PLEASE SELECT ONLY ONE PROXY

☐ 1. Name \_\_\_\_\_ Age \_\_\_\_\_ years  
Address \_\_\_\_\_ Road \_\_\_\_\_ Tambal/Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_

☐ 2. Name Mr. Supaput Ongsangkoon Independent Director Age 59 years  
Address 89/1 Soi Wat-Ampawan Road Rama 5 Tambal/Sub-District Thanon Nakhon Chai Si  
District Dusit Province Bangkok Postcode 10300

Is not a conflict of interest in this Extraordinary General Meeting Shareholder; or

☐ 3. Name Pol. Lt. Gen. Chayoot Thanataweeruch Independent Director Age 63 years  
Address 300 Soi Sirindhorn 7 yaek 6-1 Road Sirindhorn Tambal/Sub-District Bang Bamru  
District Bang Phlat Province Bangkok Postcode 10700

Is not a conflict of interest in this Extraordinary General Meeting Shareholder; or

☐ 4. Name Dr. Mongkon Laoworapong Independent Director Age 50 years  
Address 128/9 Soi Sathupradit 6 Road Sathupradit Tambal/Sub-District Tungwatdon  
District Sathorn Province Bangkok Postcode 10120

Is not a conflict of interest in this Annual General Meeting Shareholder.

Only one of them as my/our proxy to be my representative to join and vote in the 2020 Annual General Meeting of Shareholders of on Friday, April 24, 2020 at 2.00 P.M. at the CPL Group Public Company Limited Meeting Room 3<sup>rd</sup> Floor, No.700 Moo.6 Sukhumvit Road, Bangpoo-Mai, Muang, Samutprakarn 10280 or which will be postponed to other date, time and place as the meeting may be adjourned.

(3) I/We authorize my/our Proxy to cast the votes according to my/our intention as follows:

☐ Grant partial the total amount of shares holding and entitled to vote

☐ Grant partial shares of

Ordinary share \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes

(4) I/WE authorize my/our Proxy to cast the votes according to my/our intention as follows:

Agenda 1: To consider and adopt the Minutes of the 2019 Annual General Meeting of Shareholders

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

Agenda 2: To acknowledge the operating results of CPL for the year 2019 and annual report for the year 2019

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

Agenda 3: To consider and approve the Balance sheet (Statement of Finance Position) and the Statement of Income for the year ended December 31, 2019.

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

Agenda 4: To consider and approve of no allocation of the net profits as the legal reserve the year ended December 31, 2019 and no dividend payment

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

Agenda 5: To consider and approve the appointment of the directors to replace those who will retire by rotation in 2019.

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ **Vote for all nominated candidates**

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Vote for an individual nominated candidate**

Name of the nominated candidate **1. Miss Yun- Wen Chen**

☐ Approve ☐ Disapprove ☐ Abstain

Name of the nominated candidate **2. Mr. Natthakit Wongcharoensin**

☐ Approve ☐ Disapprove ☐ Abstain

Name of the nominated candidate **3. Pol.Lt.Gen. Chayoot Thanataweeruch**

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 6: To consider and approve the remuneration of the Company Board of director's for the year 2020.

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

Agenda 7: To consider and approve the appointment of the auditor and the audit fee the year 2020.

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

Agenda 8: Other business (If any)

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) To grant my/our proxy to vote at my/our desire as follows:

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

(5) Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

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

Any business carried on by the proxy holder in the said meeting except the proxy holder does not vote I/We specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

Signature \_\_\_\_\_ Shareholder  
( \_\_\_\_\_ )

Signature \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Remarks

1. The Proxy Form C. only use for shareholders whose names appearing in the foreign investors registration and he/she appointed a custodian in Thailand to be responsible for safeguarding shares only.
2. Documents and evidences to be enclosed with the proxy form are:
  - (1) Power of attorney from the shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder
  - (2) Letter of certification to certify that the proxy Form have a permit to act as a custodian.
3. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
4. In case there are agenda other than the agenda specified above the additional statement can be specified by the Shareholder in the Supplemental Proxy Form as enclosed.



**Supplemental PROXY FORM C**

The proxy is granted by a shareholder of CPL Group Company Limited.

The 2020 Annual General Meeting of Shareholders on Friday, April 24, 2020 at 2.00 P.M. at the CPL Group Public Company Limited Meeting Room 3rdFloor, No.700 Moo.6 Sukhumvit Road, Bangpoo-Mai, Muang, Samutprakarn 10280 or which will be postponed to other date , time and place as the meeting may be adjourned.

Agenda..... :

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) The grant my/our proxy to vote at my/our desire as follows:

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

Agenda..... :

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) The grant my/our proxy to vote at my/our desire as follows:

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

Agenda..... :

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) The grant my/our proxy to vote at my/our desire as follows:

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

Agenda..... :

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) The grant my/our proxy to vote at my/our desire as follows:

☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

Agenda..... :

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) The grant my/our proxy to vote at my/our desire as follows:

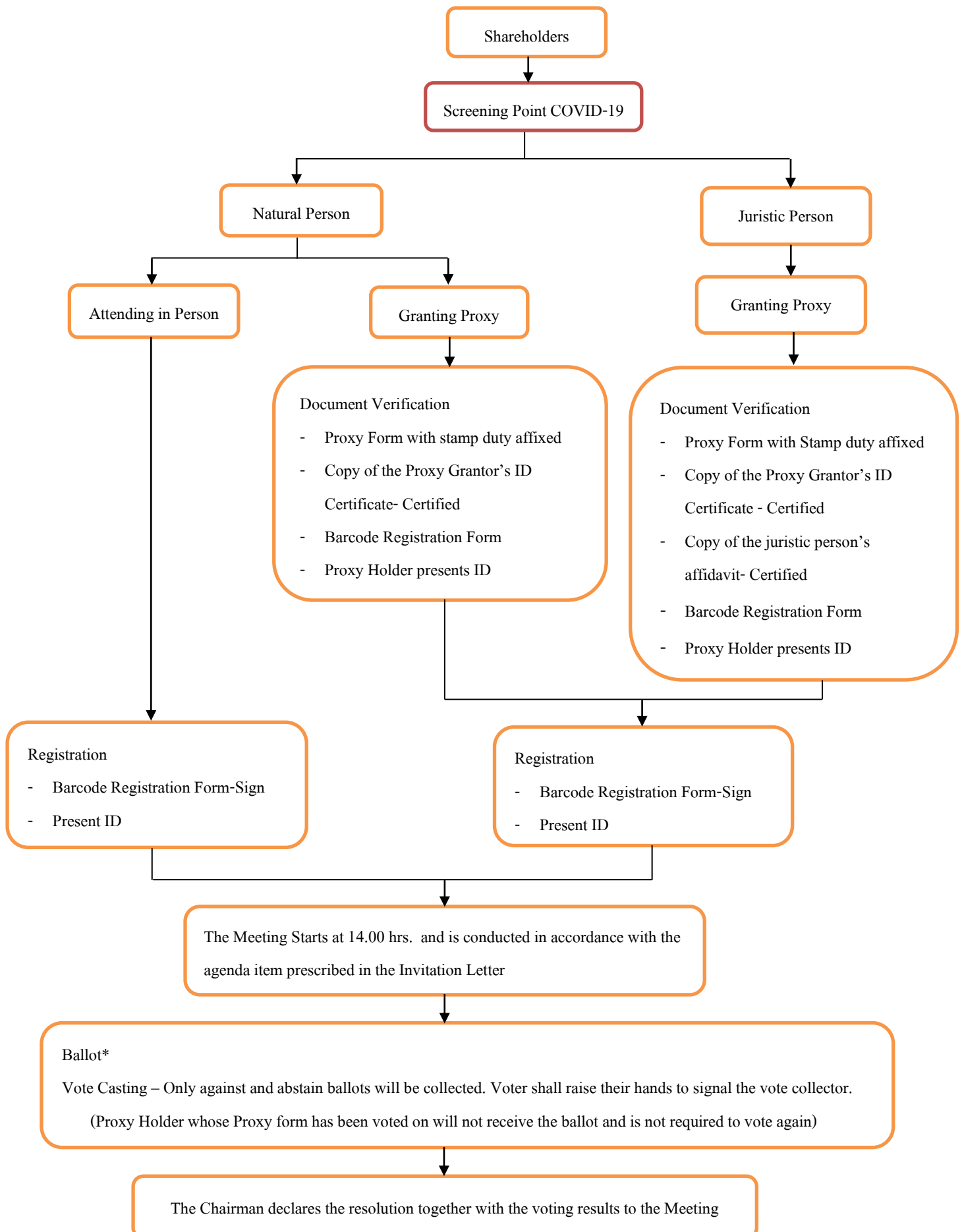
☐ Agree \_\_\_\_\_ ☐ Disagree \_\_\_\_\_ ☐ Abstain \_\_\_\_\_

I/ We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

Signature \_\_\_\_\_ Shareholder  
( \_\_\_\_\_ )

Signature \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

**Procedures for Attending the 2020 Annual General Meeting of Shareholders**



**\* Prior to leaving the meeting room, please submit the remaining ballots Company's staff for the voting**

## **Procedures on Registration and Appointment of Proxy The Annual General Meeting of Shareholders CPL Group Public Company Limited**

On Fridays, April 24 2020, CPL will open for registration and proxy documentation check on 12.00 hrs. at the meeting venue as mentioned in the Notice of the 2020 AGM. The registration will be conducted by a barcode system and the Company will facilitate the proxies by affixing a Baht 20 stamp duty on the Proxy Form. In order to facilitate the rapidity of the registration, the shareholders and/or proxies are requested to submit the Registration Form along with the following supplemental documents:

### **1. Natural person attending the meeting in person**

#### **1.1 Shareholder of Thai nationality:**

- Registration Form signed by the shareholder
- An original valid identification card, passport, government official identification card or state-enterprise official identification card, or any other identification card issued by the government agency, on which there is a photo of the shareholder. In the case of a change in first name or last name, a document evidencing such change is required to be presented.

#### **1.2 Shareholder of non-Thai nationality:**

- Registration Form signed by the shareholder
- An original valid passport on which there is a photo of the shareholder

### **2. Natural person attending the meeting by proxy:**

#### **2.1 Shareholder of Thai nationality**

- Registration Form signed by the proxy
- Proxy Form A or Proxy Form B which has been filled out and signed by the shareholder and proxy
- For the shareholder appointing the proxy:
  - A copy of a valid identification card, passport, government official identification card or state-enterprise official identification card, or any other identification card issued by a government agency, on which there is a photo of the shareholder, certified by the shareholder.
- For the proxy:
  - An original valid identification card, passport, government official identification card or state-enterprise official identification card, or any other identification card issued by a government agency, on which there is a photo of the proxy.

#### **2.2 Shareholder of non-Thai nationality**

- Registration Form signed by the proxy
- Proxy Form A or Proxy Form B which has been filled out and signed by the shareholder and proxy
- For the shareholder appointing the proxy:
  - A copy of a valid passport on which there is a photo of the shareholder printed, certified by the shareholder.
- For the proxy:
  - An original valid identification card, passport, government official identification card or state-enterprise official identification card, or any other identification card issued by a government agency, on which there is a photo of the proxy.

#### **2.3 Appointing an independent director of the Company as a proxy:**

(Names of the independent directors for proxy granting are set out

The shareholders are requested to prepare the following documents and submit these documents to the Company in advance by Monday, April 20, 2020 for the purposes of registration.

- Registration Form signed by the shareholder
- Proxy Form A or Proxy Form B which has been filled out and signed by the shareholder
- For the shareholder appointing the proxy:
  - A copy of an identification card, passport, government official identification card or state-enterprise official identification card, or any other identification card issued by the government agency, on which there is a photo of the shareholder, certified by the shareholder.

### **3. Juristic person:**

#### **3.1 Juristic person established in Thailand:**

- Registration Form signed by the proxy
- Proxy Form A or Proxy Form B which has been filled out and signed by the authorized director(s) and affixed with the company's seal (if any) and proxy.
- For the shareholder appointing the proxy:
  - A copy of an Affidavit issued by the Department of Business Development, Ministry of Commerce (evidencing that the director who acts as a shareholder appointing a proxy is the authorized director(s) of the juristic person holding the shares) issued no longer than six months prior to the date of the meeting, certified by an authorized director(s) and affixed with the company's seal (if any).
  - A copy of a valid identification card, passport, government official identification card or state-enterprise official identification card, or any other identification card issued by the government agency, of the authorized director(s) who execute(s) the proxy form, on which there is a photo of the authorized director, certified by such authorized director(s).
- For the proxy:
  - An original valid identification card, passport, government official identification card or state-enterprise official identification card, or any other identification card issued by the government agency, on which there is a photo of the proxy.

#### **3.2 Juristic person established overseas:**

- Registration Form signed by the proxy
- Proxy Form C which has been filled out and signed by the authorized director(s) and affixed with the company's seal (if any) and proxy.
- For the shareholder appointing the proxy:
  - A copy of the certificate of incorporation of the shareholder issued by the government agency of the country in which such juristic person has been registered (evidencing that the director who acts as a shareholder appointing a proxy is the authorized director of the juristic person holding the shares) issued no longer than six months prior to the date of the meeting, certified by an authorized director(s) and affixed with the company's seal (if any).
  - A copy of a valid identification card, passport, government official identification card or state-enterprise official identification card, or any other identification card issued by the government agency, of the authorized director(s) who execute(s) the proxy form, on which there is a photo of the authorized director(s) printed, certified by such authorized director(s).
  - A copy of a power of attorney of the shareholder appointing a custodian to attend and cast the vote on behalf of the shareholders which certified by an authorized director(s) and affixed with the company's seal (if any).
- For the custodian:

- A copy of a power of attorney evidencing that the custodian authorizes its director, executive, or employee to grant a proxy to any of its employees or another person to attend the shareholders' meeting on behalf of its customer, certified by a director, executive, or employee of the custodian who grants a proxy.
- A letter certifying the business operation or a copy of the business operation certificate of the custodian, certified by the person who grants a proxy.
- A copy of a valid identification card, passport, government official identification card or state-enterprise official identification card, or any other identification card issued by the government agency, on which there is a photo of the person who grants a proxy.
- An original valid identification card, passport, government official identification card or state-enterprise official identification card, or any other identification card issued by the government agency, on which there is a photo of the proxy printed.
- Sub-authorization before granting of proxy to the custodian:
  - Documents of sub-authorization must show every stage of sub-authorization with a statement that empowers the sub-authorized person to further sub-authorize another person.
  - A copy of a valid identification card, passport, government official identification card or state-enterprise official identification card, or any other identification card issued by the government agency, of every sub-authorized person, certified by the person who grants a proxy (in the case of a juristic person, by an authorized director of the proxy).
- Documents issued overseas are required to be notarized by a Notary Public.
- If any document's original is not issued in English, the English translation is required and must be attached with the original, and certified as a true translation by an authorized director(s) of such juristic person

The Company delivers Proxy Form B (Form with specific details) to all shareholders via mail. The shareholders are able to download Proxy Form A (General Form) and Proxy Form C (to be used for a non-Thai shareholder wishing to appoint a custodian in Thailand) at the Company's website: [www.cpl.co.th](http://www.cpl.co.th)

**Announcement: Guideline to prevent COVID – 19 infection at the  
Annual General Meeting of Shareholders 2020**

**According to the pandemic of COVID – 19, the Company is concerned for the health of all Company's Shareholder and prepared Guidelines to prevent the infection of COVID-19 with support the measures of the Department of Disease Control, Ministry of Public Health as statement below:**

**Before Meeting**

1. Screening of the participants by taking the temperature and observing by Company's staff to indicate the participants who are in fever and/or respiratory symptoms before the meeting.
  - 1.1 In case of participants have one of the following symptoms including, but not limited to fever (with a temperature 37.5 degrees Celsius or higher) , cough, sore throat, sneezing and runny nose, or showing symptoms of fever and/or anyone who had returned from a high-risk country less than 14 days before the meeting. The Company reserves the right to deny entry to anyone for participation an AGM meeting, (Accordingly, participants could grant the proxy to the Company's Independent Director in order to vote on your behalf, question for each agenda items can be submitted in advance as usual.
  - 1.2 In case of participants have no the above – said symptoms.
2. The Company will provide a handwashing point or alcohol gel adequately in the meeting place. Especially in areas with a lot of common uses such as meeting rooms. Registration points, food and beverage service point, etc.
3. The Company will emphasize the venue's staffs to clean equipment and a lot of common uses areas will liquid detergent, cleanser and/or 70% alcohol regularly.

**During Meeting**

The Company requests the participants who are admitted to the Annual General Meeting of Shareholders 2020 follow these recommendations. "Wear a facemask at all times", "Wash your hands often with soap or hand sanitizer", "Avoid touching your eyes, nose and lips with unwashed hands", "Leave the meeting immediately if you develop a fever, cough runny nose , sore throat or breathing difficulties"

**After Meeting**

The Company encourages the participants to wash your hands with soap and/or alcohol gel sufficiently after the meeting finished.

**To ensure the safety and preventing the epidemic of COVID -19 for participant of shareholder's general meeting. Please strictly follow the suggestion below:**

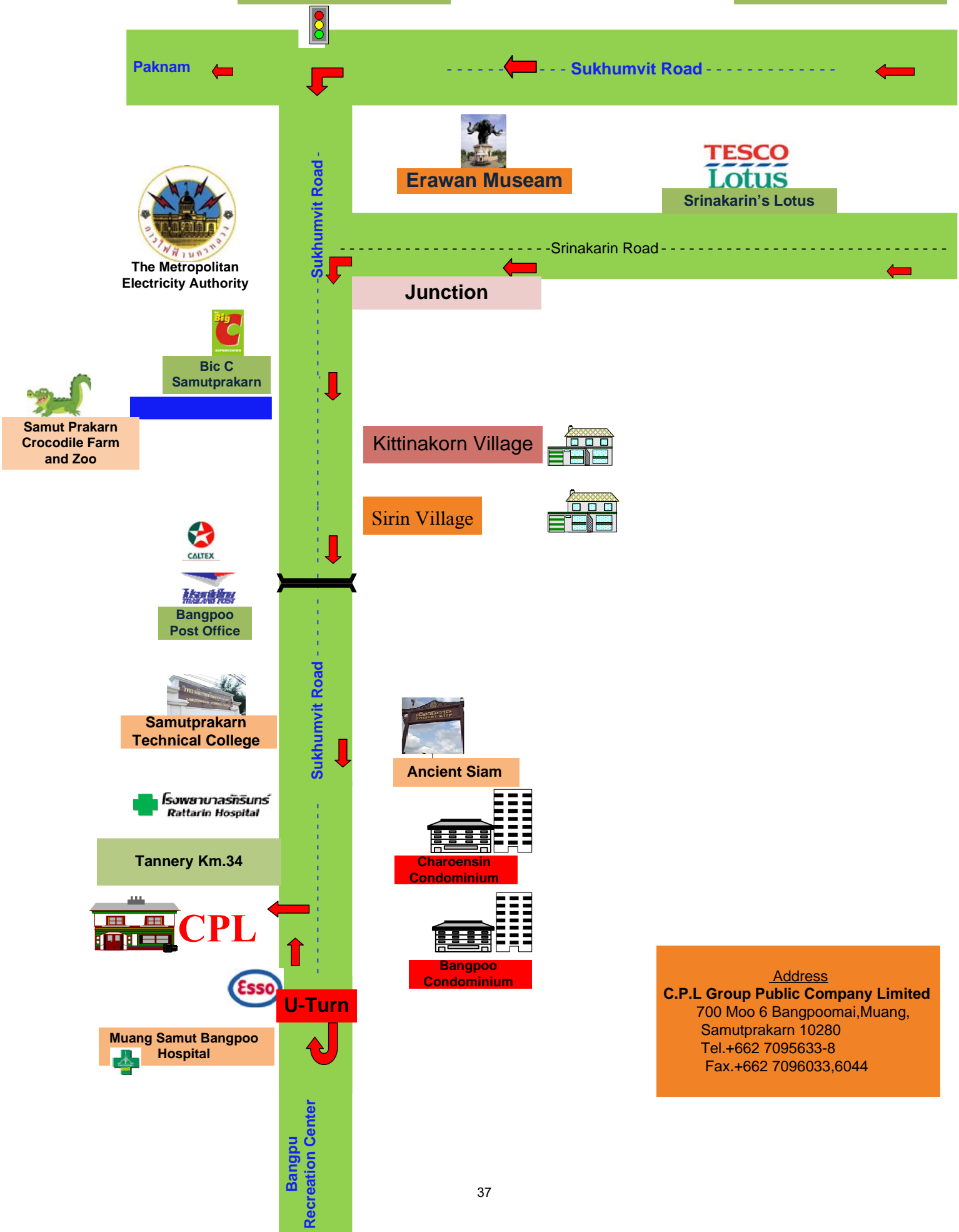
- Participant should prepare you own hygienic mask and wearing for all the time of the meeting for safety of your own and all of participants
- If the participant notices any other participants having fever, coughing, sneezing or abnormal nasal discharge, please advise those participants to contact our staffs at registration point immediately.
- In case that the participant has symptoms of COVID – 19 disease or any symptoms stated in 1.1 above. Please refrain attending the meeting.



Samutprakarn Town Hall



Imperial World Samrong



Address  
**C.P.L Group Public Company Limited**  
 700 Moo 6 Bangpoomai, Muang,  
 Samutprakarn 10280  
 Tel.+662 7095633-8  
 Fax.+662 7096033,6044