



MFEC/CSOT/010/2019

April 25, 2019

Subject: Notification of the Resolution of the General Meeting of Shareholders year 2019  
Attention: Director and Manager  
The Stock Exchange of Thailand

MFEC Public Company Limited (“the Company”) would like to notify the resolution in connection with the Annual General Meeting of Shareholders for the year as of 2019 held on Thursday, April 25<sup>th</sup>, 2019 at 10.30 a.m. – 12.30 p.m. in which the shareholders have attended the Meeting by themselves in the aggregate amount of 39 shareholders and by proxy in the aggregate amount of 38 shareholders. It will be concluded that the total number of shareholders attending in the Meeting by themselves and proxies is 77 personnel in which the ordinary shares were counted in the aggregate amount of 170,835,061 shares that will be calculated at 38.6983% of paid-up registered capital of the Company and the resolutions of the Meeting were summarized as followed;

1. The Meeting has approved the Minutes of the General Meeting of Shareholders year 2018 on April 23, 2018 by unanimous vote of shareholders who have attended the meeting and are entitled to vote as followed;

	Agree	Disagree	Abstain	Voided ballot
Amount (Vote)	175,298,689	-	-	-
Percentage	100.00	-	-	-

**Remark:** This Agenda, there are shareholders who have attended the Meeting more increasingly in the aggregate amount of 4,463,637 shares.

2. The Meeting has acknowledged the Company’s Operation Report as of year 2018.

**Remark:** This Agenda, there are no more shareholders attended the Meeting.

3. The Meeting has approved MFEC Public Company Limited’s audited Financial Statement and loss & profit statement ended on December 31, 2018 by majority vote of shareholders who have attended the meeting and are entitled to vote as followed;

	Agree	Disagree	Abstain	Voided ballot
Amount (Vote)	177,237,673	5,000	-	-
Percentage	99.9972	0.0028	-	-

**Remark:** This Agenda, there are shareholders who have attended the Meeting more increasingly in the aggregate amount of 1,948,975 shares.



4. The Meeting has approved none of profit appropriation for the reserved fund as the Company had already the reserved fund as required by the laws and allocating accumulative profit until December 31, 2018 for dividend payment. The entitled shareholders will be listed for dividend allotment on May 3, 2019. The dividend will be made to the shareholders at 0.20 baht (twenty Satang) as per share which is a payment from the BOI promoted business at the rate of 0.10 baht per share. However, the tax privilege cannot be exercised because the Company does not pay dividends during the period of using BOI's benefits and pay from the retained earnings that are subjected to corporate income tax at the rate of 20%, 0.10 baht per share, in which the shareholders must be subject to withholding tax at the rate of 10% of dividend received. The dividend payment will be paid to the shareholders on May 17, 2019 by majority vote of shareholders who have attended the meeting and are entitled to vote as followed;

	Agree	Disagree	Abstain	Voided ballot
Amount (Vote)	177,237,673	5,000	-	-
Percentage	99.9972	0.0028	-	-

**Remark:** This Agenda, there are no more shareholders attended the Meeting.

5. The Meeting has approved the re-election of the three Directors who have retired by rotation as MFEC's Directors for another term by majority vote of shareholders who have attended the meeting and are entitled to vote as followed;

(1) Mr. Sirisak Thirawattanangkul, Chairman (Re-elected to Take the Position once again) excluding the stakeholder, Mr. Sirisak Thirawattanangkul, who holds 12,926,013 shares, therefore, the remaining rights to vote are 164,361,660 shares.

	Agree	Disagree	Abstain	Voided ballot
Amount (Vote)	164,237,660	79,000	-	-
Percentage	99.9519	0.0481	-	-

**Remark:** This Agenda, there are no more shareholders attended the Meeting.

(2) Mr. Kiyotaka Nakamura, Vice Chairman (Re-elected to Take the Position once again).

	Agree	Disagree	Abstain	Voided ballot
Amount (Vote)	177,163,573	79,000	100	-
Percentage	99.9554	0.0446	0.0001	-

**Remark:** This Agenda, there are no more shareholders who have attended the Meeting.



(3) Assoc. Prof. Dr. Kamales Santivejkul, Independent Director (Re-elected to Take the Position once again)

	Agree	Disagree	Abstain	Voided ballot
Amount (Vote)	177,163,673	79,000	-	-
Percentage	99.9554	0.0446	-	-

**Remark:** This Agenda, there are no more shareholders attended the Meeting.

Therefore, the Board of Directors is consisted of:

- 1) Mr. Sirisak Tirawattanangkul      Chairman
- 2) Mr. Kiyotaka Nakamura              Vice Chairman
- 3) Mr. Siriwat Vongjarukorn            Director / Chief Executive Officer /  
Member of Nomination and Remuneration Committee
- 4) Mr. Thanakorn Charlee                Director / Executive Director /  
Member of Risk Management and Corporate Governance Committee
- 5) Mr. Anan Leetrakul                    Independent Director / Chairman of Nomination and Remuneration  
Committee
- 6) Mr. Suchart Thammapiatagkul      Independent Director / Chairman of Audit Committee
- 7) Prof. Dr. Uthai Tanlamai              Independent Director / Member of Audit Committee/  
Chairman of Risk Management and Corporate Governance Committee
- 8) Ass. Prof.Dr.Kamales Santivejkul    Independent Director / Member of Audit Committee/  
Member of Risk Management and Corporate Governance Committee /  
Member of Nomination and Remuneration Committee
- 9)Dr. Charn Tharawas                    Independent /  
Member of Nomination and Remuneration Committee

6. The Meeting has approved the remuneration benefit for the directors by voting in the proportion of 2 in 3 of shareholders who have attended the meeting and are entitled to vote as followed;

**Remuneration for the Board of Directors per annum**

Remuneration for Chairman of the Board of Directors	264,000 baht per annum;
Remuneration for each director of the Board of Directors	<u>192,000</u> baht per annum;
Remuneration for all eight members of the Board of Directors	<u>1,608,000</u> baht per annum.

(Mr. Kiyotaka Nakamura, director who is the representative of TIS Inc., abstains the right to receive remuneration during the term of directorship from the company in compliance with the Good Corporate Governance in Japan.)



**Remuneration for Audit Committee members (monthly)**

Remuneration for each member of Audit Committee 264,000 baht per annum;

Remuneration for all members of Audit Committee 792,000 baht per annum.

**Remuneration for Risk Management and Corporate Governance Committee members (monthly)**

Remuneration and travelling expense for each member of Risk Management and Corporate Governance Committee

324,000 baht per annum;

Remuneration and travelling expense for the three members of Risk Management and Corporate Governance Committee

972,000 baht per annum;

(Mr.Thanakorn Charlee, member of Risk Management and Corporate Governance Committee who also acts as an Executive Director, considers to does not receive the remuneration for Risk Management and Corporate Governance Committee member.)

**Remuneration for Nomination and Remuneration Committee members (monthly)**

Remuneration for each member of Nomination and Remuneration Committee 264,000 baht per annum;

Remuneration for all three members of Nomination and Remuneration Committee 792,000 baht per annum.

(Mr.Siriwat Vongjarukorn, member of Nomination and remuneration Committee who also acts as an Executive Director, considers to does not receive the remuneration for Nomination and remuneration Committee member.)

	Agree	Disagree	Abstain	Voided ballot
Amount (Vote)	177,029,073	205,000	8,600	-
Percentage	99.8843	0.1157	-	-

**Remark:** This Agenda, there are no more shareholders who have attended the Meeting.

7. The Meeting has approved the appointment of auditors for year as of 2019.

Name	Audit License	Office
(1) Miss Wannisa Ngambuatong	6838	Dharmaniti Auditing Co., Ltd. or
(2) Mr. Peeradetch Pongsatiansak	4752	Dharmaniti Auditing Co., Ltd. or
(3) Mr. Thanawut Piboonsawat	6699	Dharmaniti Auditing Co., Ltd. or
(4) Ms. Sullalit Ardsawang	7517	Dharmaniti Auditing Co., Ltd. or
(5) Miss Thunyaporn Tungthanopajai	9169	Dharmaniti Auditing Co., Ltd. or
(6) Mr. Suwat Maneekanoksakul	8134	Dharmaniti Auditing Co., Ltd. or
(7) Miss Soraya Tintasuwan	8658	Dharmaniti Auditing Co., Ltd.

The audit fees are approved at a total of 1,430,000 baht by majority vote of shareholders who have attended the meeting and are entitled to vote as followed;



	Agree	Disagree	Abstain	Voided ballot
Amount (Vote)	177,229,073	5,000	8,600	-
Percentage	99.9923	0.0028	0.0049	-

Remark: This Agenda, there are no more shareholders who have attended the Meeting.

8. The Meeting has approved the amendment to the Company's Articles of Association, Article 24: Shareholder's Meeting arrangement with a vote proportion of not less than three-four of the total votes of the shareholders attending the meeting and having the right to vote.

Please be informed accordingly.

Sincerely Yours,  
For MFEC Public Company Limited

Sirisak Tirawattanangkul

(Mr. Sirisak Tirawattanangkul)  
Chairman