

# Notice of the 2022 Annual General Meeting of Shareholders (The 29<sup>th</sup> Meeting)

Friday, April 22, 2022 at 10:30 a.m.

at Ballroom,

The Park Hyatt Bangkok

Please bring personal ID and  
Proxy Form in case of granting proxy for your convenience.



Dear Shareholders

Crown Seal Public Company Limited (CSC)

Due to the instability situation of the Covid-19 epidemic which is widespread rapidly and found the increasing of infecting people, the Board of Directors meeting (Extra) held on March 29, 2022 has resolved to approve to change the method of organizing the 2022 Annual General Meeting of Shareholders (The 29<sup>th</sup> Meeting) Other meeting details such as date, time, agenda items, and the record date for determining shareholders entitled to attend the meeting are not changed from the former disclosed information to SET, except the meeting format as follows:

**Existing** The 2022 Annual General Meeting of Shareholders (The 29<sup>th</sup> Meeting) will be held on Friday, April 22, 2022 at 10.30 hours at Ballroom, The Park Hyatt Bangkok.

**New** The 2022 Annual General Meeting of Shareholders (The 29<sup>th</sup> Meeting) will be held on Friday, April 22, 2022 at 10.30 hours to be solely by Electronic Meeting method only.

The Company is pleased to post the Invitation letter of the 2022 Annual General Meeting of Shareholders and all related documents in both Thai and English on the Company's website at <http://www.crownseal.co.th> under Investor Relations Section from March 21, 2022 onward. The Company will further inform the process of attending the meeting on the Company's website at <http://www.crownseal.co.th>.

The Company would like to apologize for any inconvenience. The shareholders can ask for additional data at Tel. 0-2533-0450 ext. 638, 635 and [ratree@crownsel.co.th](mailto:ratree@crownsel.co.th).

Yours sincerely

Crown Seal Public Company Limited

# Index

| Accompanying Documents for the Meeting Agenda |   |            |          |
|---|---|------------|----------|
| Attachments                                   | Document  | Agenda No. | Page     |
| 1   | A Copy of the Minutes of 2021 Annual General Meeting of Shareholders (The 28 <sup>th</sup> Meeting)                         | 1          | 11-24    |
| 2   | The 56-1 One Report for the year 2021, including Financial Statements for the fiscal year ended December 31, 2021 (QR Code) | 2          | Enclosed |
| 3   | Profiles of the persons nominated to be directors in replacement of those to be retired by rotation                         | 5          | 25-30    |
| 4   | Definitions of independent directors of Crown Seal Public Company Limited   | 5          | 31       |
| 5   | Details of Auditors and audit fees  | 6          | 32       |

| Attachments | Accompanying Documents for Attending the Meeting  | Page  |
|-------------|---|-------|
| 6           | Proxy Form B  | 33-40 |
| 7           | Details of independent directors for proxy granting of shareholders   | 41-44 |
| 8           | The required documents to attend the Shareholders Meeting and the procedures for attending the 2022 Annual General Meeting of Shareholders (The 29 <sup>th</sup> Meeting) | 45-46 |
| 9           | Articles of Association of the Company relating to the Shareholder Meeting  | 47-49 |
| 10          | QR Code Downloading Procedures for the 56-1 One Report 2021   | 50    |
| 11          | Map of The Park Hyatt Bangkok   | 51    |

No. SorLorNor. 056/2022

**Date** March 21, 2022

**Subject** Invitation to attend 2022 Annual General Meeting of Shareholders (The 29<sup>th</sup> Meeting)

**To** Shareholders

- Attachments**
1. A Copy of the Minutes of 2021 Annual General Meeting of Shareholders (The 28<sup>th</sup> Meeting).
  2. The 56-1 One Report for the year 2021, including Financial Statements for the fiscal year ended December 31, 2021 (QR Code).
  3. Profiles of the persons nominated to be directors in replacement of those to be retired by rotation.
  4. Definitions of independent directors of Crown Seal Public Company Limited.
  5. Details of Auditors and audit fees.
  6. Proxy Form B.
  7. Details of independent directors for proxy granting of shareholders.
  8. The required documents to attend the Shareholders Meeting and the procedures for attending the 2022 Annual General Meeting of Shareholders (The 29<sup>th</sup> Meeting).
  9. Articles of Association of the Company relating to the Shareholders Meeting.
  10. QR Code Downloading Procedures for the 56-1 One Report for the year 2021.
  11. Map of The Park Hyatt Bangkok.

**Notice IS HEREBY GIVEN** that, by virtue of the resolutions of the Board of Directors of Crown Seal Public Company Limited (the Company) held on Monday, February 28, 2022, the 2022 Annual General Meeting of Shareholders (The 29<sup>th</sup> Meeting) will be held on Friday, April 22, 2022 at 10.30 hours at Ballroom, The Park Hyatt Bangkok, 88 Wireless Road, Lumpini Sub Distric, Pathum Wan District, Bangkok 10330, to consider the matters according to the agenda together with the Board of Directors' opinion as follows:

**Agenda 1** To adopt the Minutes of the 2021 Annual General Meeting of Shareholders (The 28<sup>th</sup> Meeting)

**Background Information** The Minutes of the 2021 Annual General Meeting of Shareholders (The 28<sup>th</sup> Meeting) held on April 23, 2021 were made within 14 days from the date of the Annual General Meeting of Shareholders and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the period required by law and also posted on the Company's website ([www.crownseal.co.th](http://www.crownseal.co.th)). A copy of the said Minutes is attached in Attachment No.1.

**Board of Directors' opinion** The Board considers that the Minutes of the 2021 Annual General Meeting of Shareholders (The 28<sup>th</sup> Meeting) held on April 23, 2021 have been made correctly and recommends the 2022 Annual General Meeting of Shareholders (The 29<sup>th</sup> Meeting) to consider and adopt the said Minutes. In addition, the Company has posted the Minutes of the 2021 Annual General Meeting of Shareholders (The 28<sup>th</sup> Meeting), together with this Notice and documents relating to the 2022 Annual General Meeting of Shareholders (The 29<sup>th</sup> Meeting) on the Company's website since March 21, 2022.

**Vote Required** Simple majority of total number of votes of the shareholders present at the meeting and eligible vote.

**Agenda 2** To acknowledge the 2021 Annual Performance Report

**Background Information** The report of the operating performance of the Company for the year 2021 is summarized on the 56-1 One Report for the year 2021 sent to the Shareholders with this Invitation as Attachment No. 2.

**Board of Directors' opinion** The Board requests the 2022 Annual General Meeting of Shareholders (The 29<sup>th</sup> Meeting) to acknowledge the operating performance of the Company for during the Year 2021.

**Vote Required** This agenda is for shareholders' acknowledgment; therefore, voting is not required.

**Agenda 3** To consider and approve the Statements of Financial Position and Income Statements for the year ended December 31, 2021

**Background Information** To be compliance with relevant law stipulating that a company shall prepare the Statements of Financial Position and Income Statements at the end of the fiscal year of the Company and arrange for them to be audited and certified by the auditor prior to proposing for shareholders' approval.

**Board of Directors' opinion** The Board requests the 2022 Annual General Meeting of Shareholders (The 29<sup>th</sup> Meeting) to consider and approve the Statements of Financial Position and Income Statements of the fiscal year ended December 31, 2021, as duly audited and certified by the auditor of EY Office Limited., and reviewed by the Audit Committee. The summary of the Company's Statements of Financial Position and Income Statements for the year ended December 31, 2021 is as follows:

**The Statements of Financial Position and Income Statements**

Unit: Million Baht

|                                       | Separate Financial Statements |       |
|---------------------------------------|-------------------------------|-------|
|                                       | 2021                          | 2020  |
| Total Assets                          | 4,512                         | 4,514 |
| Total Liabilities                     | 755                           | 822   |
| Revenue from Sales                    | 2,824                         | 2,664 |
| Total Revenue                         | 3,055                         | 2,901 |
| Profit for the year                   | 194                           | 258   |
| Basic Earnings per Share (Baht/share) | 3.72                          | 4.97  |

The details are presented in the section "Financial Statements" of the 56-1 One Report for the year 2021 sent to the Shareholders with this Invitation as Attachment No. 2.

**Vote Required** Simple majority of total number of votes of the shareholders present at the meeting and eligible vote.

**Agenda 4**

To consider and approve the allocation of profit and the dividend payment from the operation of the Company for the Year 2021

**Background Information**

The dividend payment policy of the Company is to pay not more than 70 percent of the annual net profit and under section 116 of the Public Company Limited Act B. E. 2535, the Company shall allocate not less than 5 percent of its annual net profit less the accumulated losses brought forward (if any). However, the dividend payment will be subject to net profit, cash flow and the Company investment responsibility including the legal obligation and other necessities.

**Board of Directors' opinion**

In 2021, the Company has earned a net profit in the amount of 193,698,226 Baht and has carried no retained loss. In addition, the Company has sufficient cash flow to pay dividends. It is considered appropriate for the meeting to approve the dividends for the 2021 operating year of the Company since January 1, 2021 to December 31, 2021 for common shares at the rate of 1.80 Baht per share, accounting to 93,601,335.60 Baht and for the preferred shares at the rate of 3.30 Baht per share accounting to 2,637,551.40 Baht. Grand total amount of dividend payments is 96,238,887 Baht or 49.68 percent of net profit in compliance with the Company's Article Association and the Company's dividend payment policy.

The record date on which the recorded shareholders have the right to receive dividends is on March 15, 2022 and the dividends will be payable on May 13, 2022. The right to receive dividends, as the case may be, is uncertain, as it has not yet been approved by shareholders.

| Details of dividend payment                  | 2021<br>Proposal for Approval | 2020<br>Approved | 2019<br>Approved |
|--|-------------------------------|------------------|------------------|
| 1. Net profit (Baht)                         | 193,698,226                   | 258,434,510      | 348,980,184      |
| 2. Number of shares                          |                               |                  |                  |
| 2.1 Common share (Shares)                    | 52,000,742                    | 52,000,742       | 52,000,742       |
| 2.2 Preferred share (Shares)                 | 799,258                       | 799,258          | 799,258          |
| 3. Dividend payment rate                     |                               |                  |                  |
| - Common share (Baht/Share)                  | 1.80                          | 2.45             | 3.90             |
| - Preferred share (Baht/Share)               | 3.30                          | 3.95             | 5.40             |
| 3.1 Interim Dividends                        |                               |                  |                  |
| - Common share (Baht/Share)                  | -                             | -                | 3.25             |
| - Preferred share (Baht/Share)               | -                             | -                | 4.75             |
| 3.2 Final Dividends                          |                               |                  |                  |
| - Common share (Baht/Share)                  | 1.80                          | 2.45             | 0.65             |
| - Preferred share (Baht/Share)               | 3.30                          | 3.95             | 0.65             |
| 4. Total Dividend payment amount (Baht)      | 96,238,887                    | 130,558,887      | 207,118,887      |
| 5. Proportion of dividends on net profit (%) | 49.68                         | 50.52            | 59.35            |

In this regard, the shareholders shall be entitled to a tax credit on the dividends for the year 2021, which shall be paid pursuant to the details above at the rate of 20 percent.

**Vote Required**

Simple majority of total number of votes of the shareholders present at the meeting and eligible vote.

**Agenda 5**

**To consider and elect the directors in replacement of those to be retired by rotation**

**Background Information**

In order to comply with the Public Company Limited Act B.E.2535 and the Articles of Association of the Company, one-third of the directors must retire from their offices at the Annual General Meeting of Shareholders. If the number of directors cannot be exactly divided, then the number of retired directors shall be nearest to one-third. Moreover, in order to promote Good Corporate Governance, the Company gave the shareholders an opportunity to recommend director nominees to be elected as directors during October 1, 2021 to December 30, 2021 but no person proposed this on that occasion.

The Directors who will retired by rotation at the 2022 Annual General Meeting of Shareholders (The 29<sup>th</sup> Meeting) are:

1. Mr. Opart Dhanvarjor Executive Director, Member of the Executive Committee and President
2. Mr. Rojrit Debhakam Non-Executive Director
3. Mr. Hisashi Nakajima Non-Executive Director
4. Mr. Hisatoshi Itsubo Non-Executive Director and Member of the Nomination and Remuneration Committee
5. Mr. Yoshiyuki Shikano Non-Executive Director

In this regard, Mr. Hisashi Nakajima indicated his intention not to seek re-nomination.

**Board of Directors' opinion**

The Board of Directors thus recommends the 2022 Annual General Meeting of Shareholders (The 29<sup>th</sup> Meeting) the re-election of those four retiring directors to be the Company's directors for another term as follows:

1. Mr. Opart Dhanvarjor Executive Director, Member of the Executive Committee and President
2. Mr. Rojrit Debhakam Non-Executive Director
3. Mr. Hisatoshi Itsubo Non-Executive Director and Member of the Nomination and Remuneration Committee
4. Mr. Yoshiyuki Shikano Non-Executive Director

and to approve the election of Mr. Motoaki Kiri as company director in replacement of Mr. Hisashi Nakajima, the retiring director who wishes not to seek re-nomination.

The nominated persons have passed the screening process of the Nomination and Remuneration Committee and have the qualifications appropriate for the business operation of the Company and possess the qualifications of listed company's directors entirely. For the persons nominated as independent directors, the Board of Directors had considered that they could express opinions independently and in accordance with the relevant rules. In this regard, the Company gave the shareholders an opportunity to recommend director nominees to be elected as directors, but no shareholders proposed this on that occasion. Together with this letter, the profiles of these persons proposed to be directors, and the definitions of the Company's independent directors are enclosed as Attachment No. 3 and No. 4 to support the shareholders' consideration.

**Vote Required**

The candidates shall be ranked in order descending from the highest number of votes received to the lowest and shall be appointed as Directors in that order until the Director positions are filled.

**Agenda 6**

**To consider and appoint the auditors and fix the audit fees for the year 2022**

**Background Information**

In order to comply with the Public Company Limited Act B. E. 2535, Section 120 which the Annual General Meeting has to consider appointing the Auditors and approve the audit fee annually. For the year 2022, the Board of Directors with the endorsement of the Audit Committee opined that auditors from EY Office Limited, by Mr. Chayapol Suppasertanon Certified Public Accountant number 3972, and/or Ms. Orawan Techawatanasirikul Certified Public Accountant number 4807, and/or Ms. Sumana Punpongsanon Certified Public Accountant number 5872 should be appointed as the Company's auditors. Due to the Board has opinion that the auditors from EY Office Limited have qualifications under the regulations of the Office of the Securities Exchange Commission and always provided as an expert professional, proficiency, business understanding and good services for long time. The proposes that the audit fees for the year 2022 should be 1,300,000 Baht. The details are provided in Attachment No. 5.

**Board of Directors' opinion**

The Board of Directors agreed as recommended by the Audit Committee and thus recommends the 2022 Annual General Meeting of Shareholders (The 29<sup>th</sup> Meeting) to appoint the Auditors from EY Office Limited, by Mr. Chayapol Suppasertanon Certified Public Accountant number 3972, and/or Ms. Orawan Techawatanasirikul Certified Public Accountant number 4807, and/or Ms. Sumana Punpongsanon Certified Public Accountant number 5872 to be the Company's Auditors, whereby any one of them being authorized to conduct the audit and to express opinion regarding to the financial statements of the Company. The shareholders should also fix the Auditors' fee for the Year 2022 at the amount of 1,300,000 Baht.

**Vote Required**

Simple majority of total number of votes of the shareholders present at the meeting and eligible vote.



**Agenda 7**

To consider and approve the remuneration of the Company' Directors and Sub-committee members for the year 2022

**Background Information**

The Directors' remuneration and the Sub-committee members shall be determined from duties and responsibilities, the Company's business performance as well as compared with the listed companies on the Stock Exchange of Thailand with the peer companies. The 2021 Annual General Meeting of Shareholders (The 28<sup>th</sup> Meeting) approved the Directors' remuneration and the Sub-committee members for the year 2021 at 5,810,000 Baht and no other benefit alike this year, the Board of Directors proposed to maintain the Directors' remuneration and the Sub-committee members for the year 2022 in the same amount.

**Board of Directors' opinion**

In accordance with the Good Corporate Governance Principle, the shareholders should consider approving the Directors' remuneration and Sub-committee members year by year. It is considered appropriate proposing the Directors' remuneration and Sub-committee members for the year 2022 in the total amount of 5,810,000 Baht in according to the proposal of the Nomination and Remuneration Committee which determined from duties and responsibilities, the Company's business performance and the rate compared with other companies within the same industry of similar size. The details are summarized as below:

Unit : Baht

| Item   | Y 2022<br>Estimated | Y 2021           |                  |
|--|---------------------|------------------|------------------|
|  |                     | Approved         | Actual           |
| 1. Board of Directors' remuneration          |                     |                  |                  |
| 1.1 Retainer fee                             | 3,330,000           | 3,330,000        | 3,330,000        |
| 1.2 Attendance fee                           | 1,050,000           | 1,050,000        | 790,000          |
| 2. Sub - committees                          |                     |                  |                  |
| 2.1 Executive Committee                      |                     |                  |                  |
| - Retainer fee                               | 660,000             | 660,000          | 660,000          |
| 2.2 Audit Committee                          |                     |                  |                  |
| - Attendance fee                             | 320,000             | 320,000          | 320,000          |
| 2.3 Nomination and Remuneration<br>Committee |                     |                  |                  |
| - Attendance fee                             | 240,000             | 240,000          | 320,000          |
| 3. Reserve for Attendance fee                | 210,000             | 210,000          | -                |
| 4. Other Benefits                            | -                   | -                | -                |
| <b>Total</b>                                 | <b>5,810,000</b>    | <b>5,810,000</b> | <b>5,420,000</b> |

The Directors who also reserve the Company's management are not allowed to receive the attendance fee of the Board and retainer fee of the Executive Committee.

The above-mentioned remuneration and attendance fee will be effective from the date of approval by the 2022 Annual General Meeting of Shareholders' meeting (The 29<sup>th</sup> Meeting) shall resolve otherwise.

Apart from monetary remuneration, the Company does not grant other privileges to the Directors, as same as the year 2021.

Details of the charter of the Board of Directors and each Sub-committee and their remunerations in the year 2021 are appeared in the 56-1 One Report for the year 2021 provided here as Attachment No. 2.

**Vote Required**

Not less than two-thirds of the total number of votes of the shareholders present at the meeting.

**Agenda 8**

**To consider and approve the amendment of the Company's Articles of Association.**

**Background Information**

In accordance with the Royal Decree on Teleconferences through Electronic Means B.E. 2563 (2020) and Security measures as prescribed in the Notification of the Ministry of Communication and Information Technology re: Security Policy and Standards of the Meeting via Electronic Media B.E.2563 (2020) and the Explanatory Statement of the Department of Business Development re: Electronic Conferencing of Registered Partnership, Company Limited, Public Company Limited, Trade Association and Chamber of Commerce. Thus, requested propose the meeting to amend Article 15, 19 and Article 21 of the Company's Articles of Association as follows:

| Existing the Articles of Association   | The Articles of Association proposed to be amend   |
|--|--|
| <p><u>Article 15</u></p> <p>The Board of Directors must meet at least once every three months at the place designated by the Board of Directors. In calling a meeting of the Board of Directors, the Chairman of the Board of Directors or the person delegated by the Chairman of the Board of Directors shall serve a written notice calling for such meeting to the directors no less than seven days prior to the date of the meeting. With the exception of the case of necessity or urgency to preserve the rights or benefits of the Company, the meeting may be called by other methods and an earlier meeting date may be determined.</p> | <p><u>Article 15</u></p> <p>The Board of Directors must meet at least once every three months at the place designated by the Board of Directors. In summoning the Board of Directors' meeting, the Chairman of the Board of Directors or the person delegated by the Chairman of the Board of Directors shall serve a written notice calling for such meeting to the directors no less than seven days prior to the date of the meeting. With the exception of the case of necessity or urgency to preserve the rights or benefits of the Company, the meeting may be called by other methods and an earlier meeting date may be determined.</p> |

| Existing the Articles of Association   | The Articles of Association proposed to be amend   |
|--|--|
|  | <p><i>For each meeting of the Board of Directors, the chairman of the meeting may determine that a meeting be held and conducted through an electronic media, provided that such meeting shall be convened in accordance with applicable law or regulation at the time. Such meetings of the Board of Directors conducted by means via electronic media bear the same effects as any meeting which the Board of Directors attend the meeting at the same venue in accordance with the methods prescribed under the law and these Articles of Association.</i></p> <p><i>In case of meeting conducted by means of teleconference, a notice of the meeting and attachment can be sent electronically, provided that such notice and attachment shall be sent within the period prescribed in the first paragraph. The Company shall keep the copy of the notice and attachment as evidence. Such documents can be kept as electronic data.</i></p> |
| <p><u>Article 19</u></p> <p>The Board of Directors shall convene an annual general meeting of shareholders within four months from the last day of the accounting period of the Company.</p> <p>All other meetings shall be called the extraordinary meetings.</p> | <p><u>Article 19</u></p> <p>The Board of Directors shall convene an annual general meeting of shareholders within four months from the last day of the accounting period of the Company.</p> <p>All other meetings shall be called the extraordinary meetings.</p> <p><i>In this regard, the meeting of shareholders can be conducted by means via electronic media. Provided that such meeting shall be convened in accordance with the method prescribed under applicable law and regulations at the time, or the relevant law and regulations applied mutatis mutandis. Such meeting of shareholders conducted by means via electronic media bear the same effects as any meeting which the shareholders attend the meeting at the same venue in accordance with the methods prescribed under the law and these Articles of Association.</i></p>  |

| Existing the Articles of Association   | The Articles of Association proposed to be amend   |
|--|--|
| <p><u>Article 21</u></p> <p>In summoning the shareholders' meeting, the Board of Directors shall prepare an invitation notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details stating clearly whether they will be for acknowledgment, for approval or for consideration, as the case may be, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders not less than 7 days prior to the meeting. Publication of invitation of the meeting shall also be made in a newspaper for 3 consecutive days at least 3 days prior to the meeting.</p> | <p><u>Article 21</u></p> <p>In summoning the shareholders' meeting, <i>whether meeting at the same venue or via electronic media</i>, the Board of Directors shall prepare an invitation notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details stating clearly whether they will be for acknowledgment, for approval or for consideration, as the case may be, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders not less than 7 days prior to the meeting. Publication of invitation of the meeting shall also be made in a newspaper for 3 consecutive days at least 3 days prior to the meeting.</p> <p><i>If shareholders' meeting is conducted by means via electronic media. A notice of the meeting and supporting documents can be sent by email, provided that such notice and supporting documents shall be sent within the period and the notice of the meeting shall be published in the newspaper for the period prescribed in this paragraph. The Company shall keep the copy of the notice and supporting documents as evidence, which may be kept in the form of electronic data.</i></p> |

**Board of Directors' opinion** The Boards had considered and recommended to propose to the shareholders' meeting for approval to amend Article 15, 19 and Article 21 of the Company's Articles of Association by canceling the original text of existing version and replacing the new text as proposed, including to submit the registration to amend the said article by giving authority to authorized director of the Company and/or any person who had been assigned by the authorized director, to have the power appropriately to resolve and/or adding and/or changing the wording in the said article, in order to comply with the announcement of registrar of Public Company Limited Act to registered the Articles of Association with the Ministry of Commerce.

**Vote Required** Not less than three-fourths of the total number of votes of the shareholders present at the meeting and eligible to vote.

**Agenda Item 9**

**Other Business (if any)**

Pursuant to section 105 of the Public Company Limited Act B.E. 2535 any shareholders may raise additional topics to be agenda for consideration at the Shareholder meetings. However, they shall hold shares in aggregate amounting to not less than one-third of the total issued shares of the Company.

Kindly be informed that, in addition to determine the entitlement of shareholders to attend the 2022 Annual General Meeting of shareholders (The 29<sup>th</sup> Meeting), the schedule of the record date was fixed on March 15, 2022.

You are cordially invited to attend the Meeting on the date, time and venue specified above. Shareholders who are unable to attend the Meeting and wish to appoint the proxy or the Company's Independent Director to attend the Meeting and vote on their behalf, please use the proxy form as Attachment No. 6, executing an Independent Director name listed as Attachment No. 7. The proxy should be sent in advance for speedy registration process together with the required documents to the Company Secretary Office, Crown Seal Public Company Limited, 5 Soi Rangsit-Nakornnayok 46, Prachatipat, Tanyaburi, Pathumthani 12130 before April 8, 2022.

In addition, you may appoint an Independent Director not to be retired by rotation in 2022 Annual General Meeting of Shareholders (The 29<sup>th</sup> Meeting) from and among the following Independent Directors:

- |                     |               |
|---------------------|---------------|
| 1. Mr. Dhep         | Vongvanich    |
| 2. Mr. Sirote       | Sawasphanich  |
| 3. Mr. Satit        | Chanjavanakul |
| 4. Prof.Dr. Suwimon | Keeratipibul  |
| 5. Mr. Pongpanu     | Svetarundra   |

Profiles of the Independent Directors proposed by the Company to act as proxy for shareholders are provided here with as Attachment No.7.

Should you have any further query on the proxy, please contact the Company Secretary Office directly at telephone number (662) 533-0450 ext. 638, 635 from Monday - Friday from 8:10 a.m. to 5:10 p.m.

Yours faithfully,



(Mr. Opart Dhanvarjor)

President

## -Translation-

**Minutes of 2021 Annual General Meeting of Shareholders (28<sup>th</sup> Meeting)**  
**Crown Seal Public Company Limited**

The meeting was held at Ballroom, The Park Hyatt Bangkok, 88 Wireless Road, Lumpini Sub Distric, Pathum Wan District, Bangkok 10330, on Friday, Aril 23, 2021 at 10.30 hours

**Mr. Dhep Vongvanich** was the Chairman of the meeting

The Company had registered capital with paid-up at the amount of THB 528,000,000 which divided into ordinary shares 52,000,742 shares and preferred shares 799,258 shares. There were 50 shareholders present in person, representing 87,805 shares, and 34 shareholders present by proxies, representing 34,375,786 shares. Total 84 shareholders present in person and by proxies, representing 34,463,591 shares, equivalent to 65.27 percent of the total 52,800,000 paid-up shares, a quorum was therefore constituted as required by the Company's Articles of Association.

**Directors attending the meeting:** 10 directors. (equivalent to 71.43 percent of the total directors) as follow:

|                      |               |   |
|----------------------|---------------|---|
| 1. Mr. Dhep          | Vongvanich    | Independent Director, Chairman of the Board of Directors and Chairman of the Executive Committee                |
| 2. Mr. Pornwut       | Sarasin       | Vice-Chairman   |
| 3. Mr. Sirote        | Sawasphanich  | Independent Director and Chairman of the Audit Committee  |
| 4. Mr. Satit         | Chanjavanakul | Independent Director, Member of the Audit Committee and Chairman of the Nomination and Remuneration Committee   |
| 5. Mr. Pongpanu      | Svetarundra   | Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee     |
| 6. Prof. Dr. Suwimon | Keeratipibul  | Independent Director, Member of the Executive Committee and Member of the Nomination and Remuneration Committee |
| 7. Mr. Yoshiyuki     | Shikano       | Director  |
| 8. Mr. Yukihito      | Nozaki        | Director and Member of the Executive Committee  |
| 9. Mr. Akihiko       | Kato          | Director and Member of the Executive Committee  |
| 10. Mr. Panthep      | Supachaiyakit | Director, Member of the Executive Committee and President   |

**Directors absent the meeting:** 4 directors. (equivalent to 28.57 percent of the total directors) as follow:

|                  |          |  |
|------------------|----------|--|
| 1. Mr. Hisashi   | Nakajima | Director   |
| 2. Mr. Ichio     | Otsuka   | Director   |
| 3. Mr. Hisatoshi | Itsubo   | Director and Member of the Nomination and Remuneration Committee |
| 4. Mr. Dhitivute | Bulsook  | Director   |

**Secretary to the Board and Corporate Secretary:**

Ms. Ratee Chanthum

**Management presented at the meeting:** 4 persons

- |                  |               |  |
|------------------|---------------|--|
| 1. Mr. Ruj       | Tantsetthi    | Vice President-Plant                         |
| 2. Mr. Preecha   | Suthivechakun | Vice President-Quality Assurance             |
| 3. Ms. Naruporn  | Arunpraphan   | Vice President-Sale                          |
| 4. Mr. Peerasage | Sopakarnit    | Deputy Vice President-Finance and Accounting |

**External auditors attended the meeting from EY Office Limited:** 1 person

1. Ms. Rungpeth Thaweerattanasil

**Legal advisors attended the meeting and witness in counting votes from KNSAT Legal & Tax Co., Ltd:** 1 person

1. Ms. Phakamas Boonlor

Mr. Dhep Vongvanich, Chairman, subsequently conveys his appreciation to shareholders attending the 2021 Annual General Meeting of Shareholder (28<sup>th</sup> Meeting). The meeting is convened by having Mr. Suwat Wongtheerachawalit, Improvement Process Senior Development Officer performing duty as the interpreter and Ms. Ratee Chanthum, the Company Secretary and the Secretary to the Board of Directors performing duty as the Minutes of Meeting Recorder.

The Company Secretary explained that according to Crown Seal Public Co., Ltd. emphasizes the importance of protection of shareholders' personal data; it informs the following data to shareholder for complying with the Privacy Act, B.E. 2562. The Company has necessity to collect shareholders' personal data as shareholders have informed to the Company, including shareholders' name, surname, address, telephone number and identification card number to be used under the following objectives:

1. Convening the 2021 Annual General Meeting of Shareholders and holding the Annual General Meeting of Shareholders as specified by law; and
2. Sending Form of 56-1 One Report to shareholders as informed.

The Company will maintain shareholders' personal data as specified in this document for all the time that it has to use the data for complying with the above objectives and considered the shareholders who came to the meeting allow the Company to carry out the above objectives, the details as the invitation letter have already been delivered to the shareholders. The holding of Annual General Meeting of Shareholders, under the situation of spreading of Coronavirus 2019 (COVID-19). The Company has set policies and measures to prevent COVID-19 infection and has strictly followed the aforementioned guidelines as delivered to the shareholders together with the notice of the previous meeting. And according to the announcement of revised the additional to measures of holding the 2021 Annual General Meeting of Shareholders, under the situation of spreading of COVID-19 via the website of the Stock Exchange of Thailand and the website of the Company on April 19, 2021 as follows:

1. To support the shareholders to consider and authorize independent directors to participate in the meeting, instead of their joining in the meeting by themselves.

2. Adhered to the measures of the Center of COVID-19 Situation Administration (CCSA) strictly, the summarize as follows:

- Limited to no more than 50 attendees.
- The Company does not permit for eating food at the meeting area, in order to keep hygiene of common people and suspends handing out of annual data particulars form/report of the year 2020 (Form 56-1 One Report) to prevent risk of virus spreading and touching items together.
- The Company will not provide microphones for questioning in the meeting room. Participants who wish to ask questions will be requested to write down and send their questions to our officers. The Company will only answer the questions relevant to the agenda for voting in the meeting room. For other questions, the Company will consider as appropriate.
- The Company will not allow for moving or changing the seat throughout the meeting.
- All shareholders/ proxies who came to the meeting must wear a face mask at all time and clean their hands frequently with alcohol gel provided at various point.

In this regards, the shareholders can watch live broadcast of the meeting through [www.crownseal.co.th](http://www.crownseal.co.th) under investor relations section.

And explanations on the steps of vote casting and vote counts in each agenda which can be concluded as follows:

1. Vote counting of each agenda: In case that there is none of disapproving shareholders or abstention, the Company will assume that the shareholders approve according to each shareholder's votes to that agenda.

2. For the shareholders disapprove or abstain, please fill the name and surname into the voting card, given by the Company and raise the hand in order that the officer can collect, record and deduct from total votes of the shareholders then report the summary to the meeting.

3. For a shareholder casting the vote wrongly in the ballot such as casting the vote in disapproval or abstention in the same ballot, casting the vote for more than 1 choice, altering voting in the ballot by crossing off the original voting without endorsing signatures and/or subscribing signatures in the ballot, etc., the ballot shall be deemed to be voided in such agenda.

4. For voting of 5<sup>th</sup> agenda, "To consider the election of directors in replacement of the Directors who retired by rotation", the Company will offer the election of the Director individually so that the shareholders can vote the Director one by one and vote as same as other agenda.

5. The Company will recheck the ballots once again when they are all collected after the meeting is closed. If the votes in approval, disapproval and abstention are not correct or are voided ballots which may result in the votes in rendering the resolution to alter according to the correct fact, correction will be made accordingly before the meeting resolution is publicized through website of the Stock Exchange of Thailand on the succeeding day.

6. The Company will disclose the Minutes of meeting to the shareholders through the Company website within 14 days after meeting date.



The Meeting acknowledged and agreed to the voting procedure, vote counting and vote result announcement as described above. The Chairman, then, proceeded the meeting with the following agenda:

**Agenda 1: To adopt the Minutes of the 2020 Annual General Meeting of Shareholders (The 27<sup>th</sup> Meeting)**

The Chairman informed the Meeting that the Minutes of the 2020 Annual general meeting of Shareholders (The 27<sup>th</sup> meeting) held on Thursday, June 11, 2020, was made within 14 days from the date of the General meeting of Shareholders and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the period required by law and also posted on the Company's Website ([www.crownseal.co.th](http://www.crownseal.co.th)). The Board considered that the Minutes had been made correctly.

Then, the Chairman welcomed the shareholders' inquiries. As there was no inquiry, the Chairman proposed the Meeting to consider and adopt the Minutes of the 2020 Annual General Meeting of Shareholders (The 27<sup>th</sup> meeting). This agenda required a resolution of a simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

**Resolution:** The Meeting resolution to adopt the Minutes of the 2020 Annual General Meeting of Shareholders (The 27<sup>th</sup> meeting) held Thursday, June 11, 2020 as proposed by the Board, by a unanimous vote of total number of votes of the shareholders present at the meeting and eligible to vote with the following vote results:

|             |                          |               |           |
|-------------|--------------------------|---------------|-----------|
| Approved    | <u>34,461,546</u> votes, | equivalent to | 100.0000% |
| Disapproved | <u>0</u> vote,           | equivalent to | 0.0000%   |
| Abstained   | <u>0</u> vote,           | equivalent to | 0.0000%   |
| Void Ballot | <u>0</u> vote,           | equivalent to | 0.0000%   |

**Agenda 2: To acknowledge the 2020 Annual performance Report**

The Chairman requested Mr. Panthep Supachaiyakit, President to give a summary report on the Company's performance during the year 2020 to the Meeting.

The President informed the meeting that the report of the operating performance of the Company for the Year 2020 is summarized in the 56-1 One Report sent to the Shareholders with this Invitation and report the operating performance of the Company in the year 2020 to the meeting as follows:

The operating performance for the Year 2020, the Company had sales of 2,891 Million Baht lower than last year's 13.3%, and net profit of 258.4 Million Baht lower than year 2019 by 25.9%, and gross profit was 16.9% of sales better than year 2019 which is at 15.9%. In 2020, we were hit with a critical event, i.e., COVID-19 pandemic consequently causing a severe impact on the global economy and it is not yet clear that the pandemic will stop and when will there be an effective vaccine to stop the spread of the COVID-19. As a result, Thailand's economy in the overall picture in 2020, was way much lower than what the government had estimated. Our company was also affected by the government's curfew, the blocking of the admissions of tourists into the country including the closures of entertainment venues and requests for co-operations to people to adapt themselves to the new normal way of social distancing eventually causing

the changes in food and beverage consumption habits and resulting in them to spend their times more at homes, stop their social gatherings, turn to online purchase order system consequently making the overall beverage consumption rates declined. Even though the consumptions of some types of health-related beverages have increased, the Company's sales are somewhat lower than last year, more details as Form 56-1 One Report 2020, page 23 - 28. However, the Company continues to invest to increase production capacity both plastic caps, pilfer proof caps as well as increasing clean energy.

We have made the adjustment to prevent COVID-19 from spreading which may happen to our employees and the Company by implementing important measures: such as; working from home, screening people at risk and applying measures in accordance with the Center of COVID-19 Situation Administration (CCSA), as well as requesting co-operations from employees to strictly comply with. Such action measure has still remained in force and been adjusted to suit the changing circumstances in order to enable the Company to continue to conduct business operations as usual and make the Company's business partners confident that they would receive good and quality products in accordance with their requirements.

In 2020, Crown Seal Public Company Limited has completed the 50<sup>th</sup> year anniversary of its business operations. To celebrate this significant occasion, we had organized important activities for giving back to society our gratitude: such as;

1. CSC Family Day and Merit Ceremony of the Company activities.
2. Joint the volunteer development activities, scholarship, donated educational aid and sports equipment of Wat Wang Thip Phantharam School, Khao Phra Sub-district, Muang District of Nakhon Nayok Province.
3. Charity donation to Rajavithi 2 Hospital (Rangsit) and Rajavithi Hospital Foundation in the total amount of 5 Million Baht.
4. Co-hosting the Kathin (yellow robes) presentation at Wat Chantarasuk, Prachathipat Sub-district, Thanyaburi District of Pathum Thani Province.
5. Donated survival bags to affected people at Wat Sai Suwapan, Khlong Si Sub-district, Khlong Luang District of Pathum Thani Province. Pathum Thani and Wat Khian Khet, Bueng Yitho Sub-district, Thanyaburi District also of Pathum Thani Province.

In addition, we have placed the importance on the sustainable business development both on the aspects of the economy, society and environment. The Company appointed a working group "The Project for Developing Prototype Company Towards Sustainability in Collaboration with the Stock Exchange of Thailand" to support the potential development of listed companies to grow in line with the sustainable development guidelines and improve the Company's business operations for maximum efficiency such as; Cap inspection by online method project, Inventory management project etc. and that in 2021, the Company has still continued to monitor and development the Project results.

We have executed actions and monitored controls over various values properly in accordance with the Regulations of Department of Industrial Works and Pollution Control Department. Our waste treatments and disposals have been handled properly in accordance with the Environmental Law and Regulations to prevent any impact on the

community and the environment which is the Company's important goal. In terms of safety, the Company has campaigned and taken action to raise awareness of employees continuously. It can be seen that the number of vacation days has continued to decline in the past 5 years. As well as submitting the application for renewal of the Private Sector Anti-Corruption Coalition Membership Certificate which was received on 30 September 2020, and would be valid for 3 years from the date on which the approval resolution is rendered and organized training to provide such knowledge to employees continuously.

The Company would like to express our appreciation to shareholders, investors, partners, customers, business allies and relevant government agencies for their confidence and good supports to the Company's business operations which we have always received. My thanks also go to all employees who have exerted their utter efforts for hard working to lead Crown Seal Public Company Limited to go forward with stability and strength with the readiness to develop and change things for the better. This is in the best interest of participants and stakeholders who have always laid their trust and reliability upon the Company.

Afterwards, the President welcomed the shareholders' inquiries and answered the questions of the shareholders as follows:

1. Presently how much difference are the steps and production technology which are different from the past time, including production of metal caps, plastic caps and printed plates?

Answer The Company receives assistance and support for technology from Nippon Closures Co., Ltd. which is the parent company having technology and expertise in production of caps. In the past year, the Company invested in new machinery continuously, having less proportion of old machines. New machinery can produce better.

As there was no inquiry, it is appropriate proposed the Meeting to acknowledge the 2020 Annual performance Report.

Resolution: The Meeting acknowledged the Company's 2020 Annual Report.

**Agenda 3: To consider and approve the Statements of Financial Position and Income Statements for the year ended December 31, 2020**

The Chairman informed the Meeting that to be compliance with relevant law stipulating that a company shall prepare the Statements of Financial Position and Income Statements at the end of the fiscal year of the Company and arrange for them to be audited and certified by the auditor prior to proposing for shareholders' approval. The Board requests the 2021 Annual General meeting of Shareholders to consider and approve the Statements of Financial Position and Income statements of the fiscal year ended December 31, 2020, as duly audited and certified by the auditor of the Company and reviewed by the Audit Committee sent to the Shareholders with this Invitation.

Afterwards, the Chairman welcomed the shareholders' inquiries. The President and the Management answered the questions of the shareholders as follows:

1. New financial report standard, No. 9 financial instruments and No. 16, lease contract, how much is the effect on the Company in the year 2020?

Answer: In the year 2020, bringing the standard of financial report to perform does not have effect with important essence on the financial statement of the Company because the engaging in business of the Company has only using of the derivative instrument, for example, foreign exchange contracts in advance, to prevent risk from fluctuation of exchange rate from foreign debtor and creditor only.

2. Does the Company have subsidiary companies, so the Company has only one financial statement in the annual report?

Answer: The Company does not have subsidiary and associated companies.

3. Referring to Form 56-1 One Report 2020, notes to the financial statement, No.4, page 118, temporary investment, amounting 982 million Baht, which has been lost and it is changed to other current financial assets, what is it made for?

Answer: The name is changed from temporary investment (Fixed deposit) to be other current financial assets, from bringing the financial report standard, No.9 to be practiced.

4. Referring to Form 56-1 One Report 2020, notes to the financial statement, No. 13, page 140, immovable properties for investment have fixed figures, what is the investment?

Answer: The Company's immovable property for investment is the land at Khlong 8 in the project of housing estate. The policy of the Company is to appraise the value of large immovable property in every three years and to have appraisal of small immovable property (Desktop Appraisal) in every year. In the year 2020, the Company appraised the value of small immovable properties using the same method as that of the year 2019. The value appraisal result is not different.

5. Referring to Form 56-1 One Report 2020, statement showing financial status, page 109, what are other components of shareholders' equity, amounting 61,274,263 Baht?

Answer: It is the profit from land price computing.

6. Referring to Form 56-1 One Report 2020, notes to the financial statement, No. 10, Page 138, Inventory, the cost price has adjustment and reduction to the net value to be received, until there is remaining net price in the negative part to lose for 21,488,000 Baht. What is the cost?

Answer: The cause is the Company's inventory administration. The method is gradually destroying the deteriorated and obsolete goods, in order to manage the warehouse and factory area of the Company.

7. How much are the destroyed goods approximately of all goods, is there any expense from the destruction?

Answer: In the year 2020, there was destruction of deteriorated and obsolete goods, amounting 34.9 million Baht. There was only expense of destruction, that was, cost of a crushing vehicle to crush caps.

As there was no inquiry, the Chairman proposed the Meeting to consider and approve the Statements of Financial Position and Income Statements for the year ended December 31, 2020. This agenda required a resolution of a simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

**Resolution:** The Meeting approved the financial statements for the year ended December 31, 2020 as proposed by the Board, by a unanimous vote of total number of votes of the shareholders present at the meeting and eligible to vote with the following vote results:

|             |                          |               |           |
|-------------|--------------------------|---------------|-----------|
| Approved    | <u>34,462,987</u> votes, | equivalent to | 100.0000% |
| Disapproved | <u>0</u> vote,           | equivalent to | 0.0000%   |
| Abstained   | <u>0</u> vote,           | equivalent to | 0.0000%   |
| Void Ballot | <u>0</u> vote,           | equivalent to | 0.0000%   |

**Agenda 4: To consider and approve the allocation of profit and the dividend payment from the operation of the Company for the Year 2020**

The Chairman informed the Meeting that according to the dividend payment policy of the Company is to pay not more than 70 percent of the annual net profit and under section 116 of the Public Company Limited Act B.E. 2535, the Company shall allocate not less than 5 percent of its annual net profit less the accumulated losses brought forward (if any). However, the dividend payment will be subject to net profit, cash flow and the Company investment responsibility including the legal obligation and other necessities.

In 2020, the Company has earned a net profit in the amount of 258,434,510 Baht and has carried no retained loss. In addition, the Company has sufficient cash flow to pay dividends. It is considered appropriate for the meeting to approve the dividends for the 2020 operating year of the Company since January 1, 2020 to December 31, 2020 for common shares at the rate of 2.45 Baht per share, accounting to 127,401,817.90 Baht and for the preferred shares at the rate of 3.95 Baht per share accounting to 3,157,069.10 Baht. Grand total amount of dividend payments is 130,558,887 Baht or 50.52 percent of net profit. The record date on which the recorded shareholders have the right to receive dividends is on March 5, 2021 and the dividends will be payable on May 14, 2021.

Afterwards, the Chairman welcomed the shareholders' inquiries. As there was no inquiry, the Chairman proposed the Meeting to consider and approve the allocation of profit and the dividend payments from the operation of the Company for the Year 2020. This agenda required a resolution of a simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

**Resolution:** The Meeting approved the allocation of profit and the dividend payments from the operation of the Company for the Year 2020, by a unanimous vote of total number of votes of the shareholders present at the meeting and eligible to vote with the following vote results:

|             |                          |               |           |
|-------------|--------------------------|---------------|-----------|
| Approved    | <u>34,462,987</u> votes, | equivalent to | 100.0000% |
| Disapproved | <u>0</u> vote,           | equivalent to | 0.0000%   |
| Abstained   | <u>0</u> vote,           | equivalent to | 0.0000%   |
| Void Ballot | <u>0</u> vote,           | equivalent to | 0.0000%   |

**Agenda 5: To consider and elect the directors in replacement of those to be retired by rotation**

The Chairman requested Mr. Satit Chanjavanakul, Chairman of the Nomination and Remuneration Committee, Clarify the details and proceed in the elect the directors in replacement of those to be retired by rotation.

The Chairman of the Nomination and Remuneration Committee informed the meeting that he is one of the directors to be retired by rotation and requested Prof.Dr. Suwimon Keeratipibul, member of the Nomination and Remuneration Committee to be the chairman of the meeting instead of himself for this agenda.

Prof.Dr. Suwimon Keeratipibul informed the meeting that in accordance with the Public Limited Company Act B.E. 2535 and the Company's Article of Association stated that the one-third of directors shall vacant their office. If the number of directors cannot be exactly divided then the number of retiring directors shall be nearest to one-third. At the 2021 Annual General Meeting (28<sup>th</sup> Meeting), there were five directors who retired as follows:

|                 |               |   |
|-----------------|---------------|---|
| 1. Mr. Dhep     | Vongvanich    | Independent Director, Chairman of the Board of Director and Chairman of the Executive Committee               |
| 2. Mr. Satit    | Chanjavanakul | Independent Director, Member of the Audit Committee and Chairman of the Nomination and Remuneration Committee |
| 3. Mr. Pongpanu | Svetarundra   | Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee   |
| 4. Mr. Ichio    | Otsuka        | Non-Executive Director  |
| 5. Mr. Yukihiro | Nozaki        | Executive Director and Member of the Executive Committee  |

That the directors who retired by rotation and were the candidate director to be re-elected in replacement shall leave the meeting until this agenda was finished in order to comply with the good principle of the election.

The nominated persons have passed the screening process of the Nomination and Remuneration Committee and have the qualifications appropriate for the business operation of the Company and possess the qualifications of listed company's directors entirely. The Board of Directors thus recommends the 2021 Annual General Meeting of Shareholders (The 28<sup>th</sup> Meeting) the re-election of those five retiring directors as follow; Mr. Dhep Vongvanich, Mr. Satit Chanjavanakul, Mr. Pongpanu Svetarundra, Mr. Ichio Otsuka and Mr. Yukihiro Nozaki to be the Company's directors for another term and asked the meeting whether there was any additional inquiry.

As there was no inquiry, it is appropriate proposed the Meeting to elect each individual directors.

**Resolution:** The Meeting resolved to elect Mr. Dhep Vongvanich, Mr. Satit Chanjavanakul, Mr. Pongpanu Svetarundra, Mr. Ichio Otsuka and Mr. Yukihiro Nozaki to be the Company's directors with the following vote results:

|                    |                          |               |          |
|--------------------|--------------------------|---------------|----------|
| <b>1) Mr. Dhep</b> | <b>Vongvanich</b>        |               |          |
| Approved           | <u>34,463,388</u> votes, | equivalent to | 99.9997% |
| Disapproved        | <u>100</u> votes,        | equivalent to | 0.0003%  |
| Abstained          | <u>0</u> vote,           | equivalent to | 0.0000%  |
| Void Ballot        | <u>0</u> vote,           | equivalent to | 0.0000%  |

|                                   |                   |        |                        |
|-----------------------------------|-------------------|--------|------------------------|
| <b>2) Mr. Satit Chanjavanakul</b> |                   |        |                        |
| Approved                          | <u>34,463,491</u> | votes, | equivalent to 99.9997% |
| Disapproved                       | <u>100</u>        | votes, | equivalent to 0.0003%  |
| Abstained                         | <u>0</u>          | vote,  | equivalent to 0.0000%  |
| Void Ballot                       | <u>0</u>          | vote,  | equivalent to 0.0000%  |

|                                    |                   |        |                        |
|------------------------------------|-------------------|--------|------------------------|
| <b>3) Mr. Pongpanu Svetarundra</b> |                   |        |                        |
| Approved                           | <u>34,463,491</u> | votes, | equivalent to 99.9997% |
| Disapproved                        | <u>100</u>        | votes, | equivalent to 0.0003%  |
| Abstained                          | <u>0</u>          | vote,  | equivalent to 0.0000%  |
| Void Ballot                        | <u>0</u>          | vote,  | equivalent to 0.0000%  |

|                            |                   |        |                         |
|----------------------------|-------------------|--------|-------------------------|
| <b>4) Mr. Ichio Otsuka</b> |                   |        |                         |
| Approved                   | <u>34,463,591</u> | votes, | equivalent to 100.0000% |
| Disapproved                | <u>0</u>          | vote,  | equivalent to 0.0000%   |
| Abstained                  | <u>0</u>          | vote,  | equivalent to 0.0000%   |
| Void Ballot                | <u>0</u>          | vote,  | equivalent to 0.0000%   |

|                               |                   |        |                         |
|-------------------------------|-------------------|--------|-------------------------|
| <b>5) Mr. Yukihito Nozaki</b> |                   |        |                         |
| Approved                      | <u>34,463,591</u> | votes, | equivalent to 100.0000% |
| Disapproved                   | <u>0</u>          | vote,  | equivalent to 0.0000%   |
| Abstained                     | <u>0</u>          | vote,  | equivalent to 0.0000%   |
| Void Ballot                   | <u>0</u>          | vote,  | equivalent to 0.0000%   |

**Agenda 6: To elect an additional Director.**

The Chairman requested Mr. Satit Chanjavanakul, Chairman of the Nomination and Remuneration Committee, proceed the meeting in this agenda.

Mr. Satit Chanjavanakul informed the meeting that according to the Company's Articles of Association, the Company's Board of Directors shall consist of at least 7 directors, but not more than 15 directors. At present, there are 14 members of the Board of Directors consisting of qualified persons, having knowledge and experience that is beneficial to the Company's operation. Furthermore, in order to enhance the efficiency of the Company's administration and suitability, it is appropriate to proposed Mr. Rojrit Debhakam as an additional director of the Company. Currently, he takes a position of the Senior Executive Vice President at Boon Rawd Brewery Company Limited and performs duties with responsibility as well as his qualifications passed criteria specified in the Public Limited Company Act B.E. 2535 and the Company's Articles of Association.

Afterwards, welcomed the shareholders' inquiries and answered the questions of the shareholders as follows:

1. What aspect will the new director take care of?

Answer: The new director who is proposed and appointed is the representative of Boon Rawd Brewery Co., Ltd. which is a company producing and distributing beverage. The new director will give information on beverage business and it will be considered to be beneficial and has good result for the business of the Company very much.

As there was no inquiry, it is appropriate proposed the Meeting to elect Mr. Rojrit Debhakam to be the Company's directors. This agenda required a resolution of a simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

Resolution: The Meeting resolved to elect Mr. Rojrit Debhakam to be the Company's directors, by a unanimous vote of total number of votes of the shareholders present at the meeting and eligible to vote with the following vote results:

|             |                          |               |           |
|-------------|--------------------------|---------------|-----------|
| Approved    | <u>34,463,591</u> votes, | equivalent to | 100.0000% |
| Disapproved | <u>0</u> vote,           | equivalent to | 0.0000%   |
| Abstained   | <u>0</u> vote,           | equivalent to | 0.0000%   |
| Void Ballot | <u>0</u> vote,           | equivalent to | 0.0000%   |

Thus, for the year 2021, the Board of Director Comprises of 15 persons as follows:

1. Mr. Dhep Vongvanich Independent Director, Chairman of the Board of Director and Chairman of the Executive Committee
2. Mr. Pornwut Sarasin Vice-Chairman
3. Mr. Sirote Sawasphanich Independent Director and Chairman of the Audit Committee
4. Mr. Satit Chanjavanakul Independent Director, Member of the Audit Committee and Chairman of the Nomination and Remuneration Committee
5. Mr. Pongpanu Svetarundra Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee
6. Prof.Dr.Suwimon Keeratipibul Independent Director, Member of the Executive Committee and Member of the Nomination and Remuneration Committee
7. Mr. Dhitivute Bulsook Director
8. Mr. Ichio Otsuka Director
9. Mr. Hisashi Nakajima Director
10. Mr. Yoshiyuki Shikano Director
11. Mr. Hisatoshi Itsubo Director and Member of the Nomination and Remuneration Committee
12. Mr. Yukihito Nozaki Director and Member of the Executive Committee
13. Mr. Akihiko Kato Director and member of the Executive Committee
14. Mr. Panthep Supachaiyakit Director, member of the Executive Committee and President
15. Mr. Rojrit Debhakam Director



#### **Agenda 7: To consider and appoint the auditors and fix the audit fees for the year 2021**

The Chairman requested Mr. Sirote Sawasphanich, Chairman of the Audit Committee, proceed the meeting in this agenda.

Mr. Sirote Sawasphanich informed the meeting that in order to comply with the Public Company Limited Act B.E. 2535, Section 120 which the Annual General Meeting has to consider appointing the Auditors and approve the audit fee annually. For the year 2021, the Board of Directors with the endorsement of the Audit Committee opined that auditors from EY Office Limited, by Mr. Chayapol Suppasedtanon Certified Public Accountant number 3972, and/or Ms. Orawan Techawatanasirikul Certified Public Accountant number 4807, and/or Ms. Sumana Punpongsanon Certified Public Accountant number 5872 should be appointed as the Company's auditors. whereby any one of them being authorized to conduct the audit and to express opinion regarding to the financial statements of the Company. Due to the auditors from EY Office Limited have qualifications under the regulations of the Office of the Securities Exchange Commission and always provided as an expert professional, proficiency, business understanding and good services for long time. The proposes that the audit fees for the year 2021 should be 1,200,000 Baht and not the fee for reviewing other information.

Afterwards, welcomed the shareholders' inquiries. As there was no inquiry, it is appropriate proposed the Meeting to approve the appointment the auditors and fix the audit fees for the year 2021. This agenda required a resolution of a simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

**Resolution:** The Meeting approved the appointment Mr. Chayapol Suppasedtanon Certified Public Accountant number 3972, and/or Ms. Orawan Techawatanasirikul Certified Public Accountant number 4807, and/or Ms. Sumana Punpongsanon Certified Public Accountant number 5872 from EY Officer Limited, should be appointed as the Company's auditors and proposes that the audit fees for the year 2021 should be 1,200,000 Baht and not the fee for reviewing other information, by a unanimous vote of total number of votes of the shareholders present at the meeting and eligible to vote with the following vote results:

|             |                          |                         |
|-------------|--------------------------|-------------------------|
| Approved    | <u>34,463,591</u> votes, | equivalent to 100.0000% |
| Disapproved | <u>0</u> vote,           | equivalent to 0.0000%   |
| Abstained   | <u>0</u> vote,           | equivalent to 0.0000%   |
| Void Ballot | <u>0</u> vote,           | equivalent to 0.0000%   |

#### **Agenda 8: To consider and approve the remuneration of the Company' Directors and Sub-committee members for the year 2021**

The Chairman requested Mr. Satit Chanjavanakul, Chairman of the Nomination and Remuneration Committee, Clarify the details and proceed in the remuneration of the Company' Directors and Sub-committee members as follows.

The Board of Directors agreed with the proposal of the Nomination and Remuneration Committee which determined from duties and responsibilities, the Company's business performance as well as compared with the listed companies on the Stock Exchange of Thailand with the peer companies. In 2021, the Board of Directors has considered appropriate to increase the number of director from 14 persons to 15 persons. It is considered appropriate proposing the Directors' remuneration and Sub-committee members for the year 2021 in the total amount of 5,810,000 Baht. Including

the retainer fee of the Board of Directors and the Executive Committee total amount of 3,990,000 Baht and attendance fee of Sub-committee total amount of 1,820,000 Baht. The details are summarized as below:

Unit : Baht

| Item   | Y 2021<br>(Estimated) | Y 2020           |                  |
|--|-----------------------|------------------|------------------|
|  |                       | Approved         | Actual           |
| 1. Board of Directors' remuneration          |                       |                  |                  |
| 1.1 Retainer fee                             | 3,330,000             | 3,060,000        | 3,030,000        |
| 1.2 Attendance fee                           | 1,050,000             | 925,000          | 1,145,000        |
| 2. Sub - Committees                          |                       |                  |                  |
| 2.1 Executive Committee                      |                       |                  |                  |
| - Retainer fee                               | 660,000               | 660,000          | 660,000          |
| 2.2 Audit Committee                          |                       |                  |                  |
| - Attendance fee                             | 320,000               | 320,000          | 290,000          |
| 2.3 Nomination and Remuneration<br>Committee |                       |                  |                  |
| - Attendance fee                             | 240,000               | 240,000          | 160,000          |
| 3. Reserve for Attendance fee                | 210,000               | 185,000          | -                |
| 4. Other Benefits                            | -                     | -                | -                |
| <b>Total</b>                                 | <b>5,810,000</b>      | <b>5,390,000</b> | <b>5,285,000</b> |

The Directors who also reserve the Company's management are not allowed to receive the attendance fee of the Board and retainer fee of the Executive Committee.

The above-mentioned remuneration and attendance fee will be effective from the date of approval by the 2021 Annual General Meeting of Shareholders' meeting (The 28<sup>th</sup> Meeting) shall resolve otherwise.

Apart from monetary remuneration, the Company does not grant other privileges to the Directors, as same as the year 2020.

Afterwards, welcomed the shareholders' inquiries. As there was no inquiry, it is appropriate proposed the Meeting to consider and approved the remuneration of the Company' Directors and Sub-committee members for the year 2021, This agenda required a resolution of not less than two-thirds of the total number of votes of the shareholders present at the meeting.

**Resolution:** The Meeting approve the remuneration of the Company' Directors and Sub-committee members for the year 2021, by a unanimous vote of total number of votes of the shareholders present at the meeting with the following vote results:

|             |                          |                         |
|-------------|--------------------------|-------------------------|
| Approved    | <u>34,463,591</u> votes, | equivalent to 100.0000% |
| Disapproved | <u>0</u> vote,           | equivalent to 0.0000%   |
| Abstained   | <u>0</u> vote,           | equivalent to 0.0000%   |
| Void Ballot | <u>0</u> vote,           | equivalent to 0.0000%   |

**Agenda 9: Other Business (if any)**

The Chairman welcomed the shareholders' inquiries. The Chairman, President and Management answered the questions of the shareholders Summarized as follows:

1. Presently, does the Company have plan, or wish to, or have interest to invest in new business or related business? Does the Company have plan to invest in start up business to increase the income of the Company?

Answer: The Company will carry out according to the vision. The Company aims to manufacture more several kinds of caps. The Company does not have plan to invest in startup business.

2. Regarding the land, which the Company informed that the Company will carry out immovable property, in what year the value of land will be updated in the last price? How many Baht of the forecast price per square wah to be updated and increased in the future? If there is carrying out of immovable properties, the Company will do it or the Company will sell the land?

Answer: The Company appraised value of large immovable properties (Full Appraisal) in the year 2018. There was expectation that the price to increase in the future in average of 20,000 Baht per square wah. The Company has guidelines to provide buyers of land to make the project continuously.

3. Is the Company affected by COVID-19?

Answer: Yes, the Company was affected from COVID-19 obviously. It resulted in the company's sales quite a lot and the present situation, because of the measure to prohibit sales of alcoholic beverage. There must be following up of the situation closely further.

4. Presently how is the price of raw materials? How many months does the Company have stock of goods for production?

Answer: The Company has stock of raw materials in average for about one month. Generally, the price of raw materials is higher.

5. Does the Company have other investments in foreign countries?

Answer: The Company is studying about investment in foreign countries.

As there were neither inquiries nor suggestions from the shareholders, the Chairman thanked the shareholders for attending the meeting, expressing various suggestion and declared the meeting adjourned.

The meeting was adjourned at 11.30 hrs.



(Mr. Dhep Vongvanich)

Chairman

**Profile of the person nominated to be director in replacement  
of those to be retired by rotation as of 31 March 2022**

|   |   |   |
|---|---|---|
| <p><b>Name</b></p> <p>Nationality</p> <p>Date of Birth</p> <p>Age</p> <p>Education</p> <p>Director Training Courses with Thai Institute of Directors (IOD)</p> <p>Type of Directors</p> <p>Current Position</p> <p>Past experience of 5 years retroactively</p> <p>Directorship</p> <p>    ◆ Listed Company</p> <p>    ◆ Non - listed Company</p> <p>Attendance of The Board of Directors' Meeting</p> <p>Attendance of The Executive Directors' Meeting</p> <p>Number of CSC Shareholding*</p> <p>Type of shares</p> <p>The Independence of Directors**</p> <p>Legal Dispute</p> <p>CSC Director's first time</p> <p>CSC Director's last time</p> <p>Total (Years)</p> | <p>: Mr. Opart Dhanvarjor</p> <p>: Thai</p> <p>: March 27, 1957</p> <p>: 65 years</p> <p>: Master in Business Administration<br/>(with Distinction), Sasin Graduate<br/>Institute of Business Administration<br/>Bachelor in Electrical Engineering, Chulalongkorn University</p> <p>: Director Accreditation Program (2004)</p> <p>: Executive Director</p> <p>: President/ Crown Seal Public Company Limited</p> <p>: 2019 - Present   Executive Committee: The Institute of Agro-Based<br/>Industries/ The Federation of Thai Industries<br/>1 Sep. 2021 - 31 Dec. 2021<br/>Executive Vice President/ Crown Seal PLC.<br/>2018               Senior Advisor/<br/>The Siam Cement Group Pub Co., Ltd.<br/>2011 - 2017      Senior Executive Vice President/<br/>Siam Kubota Corporation</p> <p>: 1 Company<br/>Director, Member of the Executive Committee and President/<br/>Crown Seal Public Company Limited</p> <p>: 1 Company<br/>Executive Committee: The Institute of Agro-Based Industries/<br/>The Federation of Thai Industries</p> <p>: -None-</p> <p>: -None-</p> <p>: -None-</p> <p>: -None-</p> <p>: Non-independent director as being the President of Crown Seal PLC.</p> <p>: -None-</p> <p>: January 1, 2022 (BOD No. 4/2021)</p> <p>: April 19, 2019 (AGM No. 26/2019)</p> <p>: 3 months</p> |  |
|---|---|---|

*Remark \* Number of CSC Shareholding including related person as defined in 258 Act. – spouse, minor children, and juristic person held over 30%*

*\*\* Definitions of the independent directors of Crown Seal Public Company Limited as stated in Attachment No.4.*

**Profile of the person nominated to be director in replacement  
of those to be retired by rotation as of 31 March 2022**




|   |   |
|---|---|
| Name  | : Mr. Rojrit Debhakam   |
| Nationality   | : Thai  |
| Date of Birth   | : February 21, 1959   |
| Age   | : 63 years  |
| Education   | : Bachelor of Science in Mechanical,<br>Engineering, University of Denver, U.S.A.   |
| Director Training Courses with Thai Institute<br>of Directors (IOD) | : Director Certification Program (DCP) 60/2005  |
| Type of Directors   | : Non-Executive Director  |
| Current Position  | : Senior Executive Vice President/<br>Boon Rawd Brewery Company Limited.  |
| Past experience of 5 years retroactively                            | : -   |
| Directorship  |   |
| ◆ Listed Company  | : 2 Companies<br>Director/ Crown Seal Public Company Limited.<br>Director/ Bangkok Glass Public Company Limited.  |
| ◆ Non - listed Company  | : 9 Companies<br>Senior Executive Vice President/ Boon Rawd Brewery Company Limited.<br>Managing Director/ Wang Noi Beverage Company Limited.<br>Managing Director/ Boonrawd Asia Beverage Company Limited.<br>Managing Director/ Suratthani Beverage Company Limited.<br>Managing Director/ Samsen Brewery Company Limited.<br>Director/ Pathumthani Brewery Company Limited.<br>Director/ Singha Beverage Company Limited.<br>Director/ Chiangmai Beverage Company Limited.<br>University Council Committee/ University of the Thai Chamber of<br>Commerce University<br>Advisor/ Technology Promotion Association 9thailand-Japan)<br>Advisor/ Royal Thai Police |
| Attendance of The Board of Directors' Meeting                       | : 2021 3 from total 3 times   |
| Number of CSC Shareholding*   | : -None-  |
| Type of shares  | : -None-  |
| The Independence of Directors**                                     | : Non-independent director as being the Senior Executive Vice President<br>of Boon Rawd Brewery Company Limited, the major customer of CSC,<br>who is doing business with the Company with general trading conditions<br>as other customers and sold value per year $\geq$ 50 MB. or 3% of NTA  |

|                           |   |                                  |
|---------------------------|---|----------------------------------|
| Legal Dispute             | : | -None-                           |
| CSC Director's first time | : | April 23, 2021 (AGM No. 28/2021) |
| CSC Director's last time  | : | April 23, 2021 (AGM No. 28/2021) |
| Total (Years)             | : | 1 year                           |

*Remark \* Number of CSC Shareholding including related person as defined in 258 Act. – spouse, minor children, and juristic person held over 30%*

*\*\* Definitions of the independent directors of Crown Seal Public Company Limited as stated in Attachment No.4*

**Profile of the person nominated to be director in replacement  
of those to be retired by rotation as of 31 March 2022**


|  |   |  |  |
|--|---|--|--|
| <b>Name</b>  | : | <b>Mr. Motoaki Kiri</b>  |                      |
| Nationality  | : | Japanese   |  |
| Date of Birth  | : | May 29, 1961   |  |
| Age  | : | 60 years   |  |
| Education  | : | Bachelor of Economics,<br>Major in Business Administration<br>Rikkyo University, JAPAN |  |
| Director Training Courses with Thai Institute of Directors (IOD) | : | -None-   |  |
| Type of Directors  | : | Non - Executive Director   |  |
| Current Position   | : | President/ Nippon Closures Company Limited   |  |
| Past experience of 5 years retroactively                         | : | Jan. 2022 - Present  | Audit Committee/<br>PT. INDONESIA CAPS AND CLOSURES  |
|  |   | Apr. 2019 - Mar. 2022  | Director, Executive Operating Officer,<br>Head of Sales Department/<br>Nippon Closures Co., Ltd          |
|  |   | Feb. 2017 - Dec. 2021  | President/<br>PT. INDONESIA CAPS AND CLOSURES  |
|  |   | Apr. 2018 - Mar. 2019  | Executive Operating Officer, Head of Sales<br>Department/ Nippon Closures Co., Ltd.                      |
|  |   | Apr. 2016 - Mar. 2018  | Executive Operating Officer, General<br>Manager of Eastern Sales Division 2/<br>Nippon Closures Co., Ltd |
|  |   | Jun. 2009 - Mar. 2016  | General Manager of Eastern Sales<br>Division 2, Sales Division/<br>Nippon Closures Co., Ltd              |
| Directorship   |   |  |  |
| ◆ Listed Company   | : | 1 Company  |  |
|  |   | Director/ Crown Seal Public Company Limited.   |  |

|   |  |
|---|--|
| ◆ Non - listed Company                        | : 2 Companies<br>President/ Nippon Closures Company Limited<br>Audit Committee/ PT. INDONESIA CAPS AND CLOSURES  |
| Attendance of The Board of Directors' Meeting | : -None-   |
| Number of CSC Shareholding*                   | : -None-   |
| Type of shares                                | : -None-   |
| The Independence of Directors**               | : Non-independent director as being President of Nippon Closures Company Limited., who is the major shareholder. |
| Legal Dispute                                 | : -None-   |
| CSC Director's first time                     | : April 22, 2022 (AGM No. 29/2022)   |
| CSC Director's last time                      | : April 19, 2019 (AGM No. 26/2019)   |
| Total (Years)                                 | : -  |

*Remark \* Number of CSC Shareholding including related person as defined in 258 Act. – spouse, minor children, and juristic person held over 30%*

*\*\* Definitions of the independent directors of Crown Seal Public Company Limited as stated in Attachment No.4.*

**Profile of the person nominated to be director in replacement  
of those to be retired by rotation as of 31 March 2022**

|  |   |   |
|--|---|---|
| <b>Name</b>  | : Mr. Hisatoshi Itsubo  |  |
| Nationality  | : Japanese  |   |
| Date of Birth  | : May 13, 1962  |   |
| Age  | : 59 years  |   |
| Education  | : Bachelor Degree of Sociology,<br>Kansai University, Japan   |   |
| Director Training Courses with Thai Institute of Directors (IOD) | : -None-  |   |
| Type of Directors  | : Non - Executive Director.   |   |
| Current Position   | : Executive Operating Officer, Corporate Planning/<br>Nippon Closures Company Limited   |   |
| Past experience of 5 years retroactively                         | : Apr. 2018 Operating Officer, Global Business Planning/<br>Nippon Closures Company Limited.<br>Apr. 2016 General Manager Operational Headquarter/<br>Nippon Closures Company Limited.<br>Jun. 2015 Head of Procurement Center/<br>Toyo Seikan Group Holdings Company Limited.<br>Apr. 2012 General Manager-Procurement/<br>Toyo Seikan Kaisha Company Limited. |   |

|   |   |
|---|---|
| Directorship  |   |
| ◆ Listed Company                                      | : 1 Company<br>Director and Member of the Nomination and Remuneration Committee/ Crown Seal Public Company Limited.                                     |
| ◆ Non - listed Company                                | : 1 Company<br>Executive Operating Officer, Corporate Planning/<br>Nippon Closures Company Limited.   |
| Attendance of The Board of Director's Meeting         | : 2021 4 from total 4 times   |
| Attendance of The Nomination and Remuneration Meeting | : 2021 4 from total 4 times   |
| Number of CSC Shareholding*                           | : -None-  |
| Type of shares  | : -None-  |
| The Independence of Directors**                       | : Non-independent director as being an Operating Office Corporate Planning of Nippon Closures Co., Ltd. who is the major shareholder of Crown Seal Plc. |
| Legal Dispute   | : -None-  |
| CSC Director's first time                             | : November 7, 2017 (BOD No. 7/2017)   |
| CSC Director's last time                              | : April 19, 2019 (AGM No. 26/2019)  |
| Total (Years)   | : 4 years   |

*Remark \* Number of CSC Shareholding including related person as defined in 258 Act. – spouse, minor children, and juristic person held over 30%*

*\*\* Definitions of the independent directors of Crown Seal Public Company Limited as stated in Attachment No.4.*

**Profile of the person nominated to be director in replacement  
of those to be retired by rotation as of 31 March 2022**

|  |  |   |
|--|--|---|
| Name   | : Mr.Yoshiyuki Shikano   |  |
| Nationality  | : Japanese   |   |
| Date of Birth  | : November 29, 1971  |   |
| Age  | : 50 years   |   |
| Education  | : Bachelor of Economics,<br>of Kyushu University, JAPAN  |   |
| Director Training Courses with Thai Institute of Directors (IOD) | : -None-   |   |
| Type of Directors  | : Non - Executive director   |   |
| Current Position   | : President/ Bangkok Can Manufacturing Company Limited.  |   |
| Past experience of 5 years retroactively                         | : 2018 General Manager, Sales Administration office./<br>Toyo Seikan Ltd.<br>2017 General Manager, Sales Dept./ Toyo Seikan Ltd.<br>2015 - 2016 Manager, Sales Dept./ Toyo Seikan Ltd. |   |



|   |  |
|---|--|
| Directorship                                  |  |
| ◆ Listed Company                              | : 1 Company<br>Director/ Crown Seal Public Company Limited   |
| ◆ Non - listed Company                        | : 1 Company<br>President/ Bangkok Can Manufacturing Company Limited  |
| Attendance of The Board of Directors' Meeting | : 2021 3 from total 3 times  |
| Number of CSC Shareholding*                   | : -None-   |
| Type of shares                                | : -None-   |
| The Independence of Directors**               | : None-independent director as being the President of Bangkok Can Manufacturing Co., Ltd. who has the same major shareholder |
| Legal Dispute                                 | : -None-   |
| CSC Director's first time                     | : February 19, 2021 (BOD No. 1/2021)   |
| CSC Director's last time                      | : April 19, 2019 (AGM No. 26/2019)   |
| Total (Years)                                 | : 1 year   |

*Remark \* Number of CSC Shareholding including related person as defined in 258 Act. – spouse, minor children, and juristic person held over 30%*

*\*\* Definitions of the independent directors of Crown Seal Public Company Limited as stated in Attachment No.4.*

**\*\*Definitions of independent directors of Crown Seal Public Company Limited**

1. Holding shares not more than 1% of the total shares with voting rights of the Company, the major shareholder, or controlling person including related person.
2. Not being or having previously been a director who takes part in the management, an employee, a staff member or advisor of the Company unless the termination of being in such position had occurred at least 2 years before an appointment.
3. Not being a person related by blood or registration under laws of its executives, its major shareholder, its controlling person, or such other person who will be nominated to take up the position of executives or controlling persons of the Company or its subsidiary.
4. Not holding business relationship with the Company, major shareholder, or person holding controlling power of the Company, which may hinder the exertion of his/her independent discretion, and not being or having ever been a shareowner, with significant implication, or person holding controlling power of the person holding business relationship with the Company, major shareholder, or person holding controlling power of the Company unless having vacated from said tenure for not less than two years before appointment which value  $\leq$  50 MB /  $\leq$  3% of the net tangible asset, whichever is higher.\*\*\*
5. Not being or having previously been an auditor of the Company or the major shareholder, or the controlling person and not being a shareowner with significant implication, or the controlling person, or a managing partner of the audit office which being the auditor of the Company unless the termination of being in such position had occurred at least 2 years before an appointment.
6. Not being or having previously been any professional service provider including legal advisor and financial advisor who receives more than Baht 2 million annually from the Company, major shareholder, or controlling person, and also being a shareowner with significant implication, or the controlling person, or a managing partner of such professional service provider unless the termination of being in such position had occurred at least 2 years before an appointment
7. Not being a director appointed as a representative of the Company's directors, a major shareholder or a shareholder who is related to the Company's major shareholder.
8. Not undertaking a business with similar nature or significant competition with the Company, or not being a major partner of a partnership, or a director who take part in management, an employee, a staff, an advisor with regular payroll, or owning shares more than 1 percent of all shares with voting right of other companies with similar business or significant competition with the Company.
9. Not having any other characteristics that prevent the exertion of independent opinion and not having prohibited characteristics as required by the Securities and Exchange Commission's regulations.

\*\* All qualifications of independent directors of Crown Seal PLC. are defined in compliance with the regulations of Capital Market Supervisory Board, excluding article 4 of which is less strictly defined.

Determination for considering business relationship between directors and the Company of Capital Market Supervisory Board are as follows:

- The independent directors shall not holding business relationship with the Company, major shareholder, or person holding controlling power of the company, which may hinder the exertion of his/her independent discretion, and not being or having ever been a shareowner, with significant implication, or person holding controlling power of the person holding business relationship with the Company, major shareholder, or person holding controlling power of the company unless having vacated from said tenure for not less than two years before appointment \*\*\*which value  $\leq$  20 MB /  $\leq$  3% of the net tangible asset, whichever is lower.

### Details of Auditors and Audit fees

EY Office Limited, is an experienced accounting firm of international standard with office network in over 150 countries worldwide.

EY's customers in Thailand are in various business sectors such as Communication, Energy, Mining, Manufacturing, Construction, Hospital, Real-Estate, Financial Institute, etc.

In order to comply with the Public Company Limited Act and under Article 31 of the Company's Articles of Association, there shall be a consideration to appoint the Auditors by the Annual General Meeting. The Board of Directors Meeting No.1/2022 considered appointing and fixing auditors' fee for the year 2022 as proposed by the Audit Committee. Therefore, resolved to propose to the Shareholders' Meeting for approval. It is considered appropriate for the meeting to appoint the Auditors from EY Office Limited to be Auditors for the fiscal year ended December 31, 2022 as following details:

| <u>Name List</u>                 | <u>Certified Public Accountant Number</u> | <u>Period of Being Authorized Auditor</u> <sup>(1)</sup> |
|----------------------------------|---|--|
| 1. Mr. Chayapol Supposedtanon    | 3972                                      | 4 years (2019 - 2022)                                    |
| 2. Ms. Orawan Techawatanasirikul | 4807                                      | -None-   |
| 3. Ms. Sumana Punpongsanon       | 5872                                      | -None-   |

Also, Fix the audit fee for the year 2022 at the total amount of 1,300,000 Baht as follows:

Unit : Baht

| <b>Detail</b>  | <b>2022</b>             | <b>2021</b>             | <b>Increase (Decrease)</b> |
|--|-------------------------|-------------------------|----------------------------|
| ➤ <b>Audit fee</b>   |                         |                         |                            |
| 1. Annual financial statements   | 835,000                 | 780,000                 | 55,000                     |
| 2. Reviewing quarterly financial statements  | 465,000                 | 420,000                 | 45,000                     |
| 3. A fee for reviewing other information such as Annual Report <sup>(2)</sup>                              | -                       | -                       | -                          |
| <b>Total</b>   | <b><u>1,300,000</u></b> | <b><u>1,200,000</u></b> | <b><u>100,000</u></b>      |
| ➤ <b>Non audit fee</b>   |                         |                         |                            |
| 1. Service fee for observe and certify the destruction of registered products which under quality standard | 80,000                  | 80,000                  | -                          |

It should be noted that EY Office Limited and the proposed auditors have neither interest nor relationship with the Company, its subsidiaries, management, major shareholders, or other related persons that may deprive their independence in discharging their duties and they are not auditors who hold the Company's shares over the proportion of 20% but not over 50%

**Remark (1)** The period of being authorized auditor in financial statements of the Company is considered retroactively for 5 years.

(2) On January 17, 2017, the Federation of Accounting Professions under the Royal Patronage of his Majesty the King, it requires the auditor to review other information to comply with the Accounting Standards regarding "the responsibility of the auditor for other information in the document that includes the audited financial statements." The meeting of the Company's Board of Directors passed a resolution on February 21, 2017 to pay such fee.

# PROXY FORM B



## ฉีกตามรอยนี้

Tear here

(ปิดอากรแสตมป์ 20 บาท)

(20 Baht duty stamp)

## หนังสือมอบฉันทะ(แบบ ข.)

## Proxy (Form B.)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_ เขียนที่ \_\_\_\_\_  
Shareholders register no. Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_  
I/We  
สัญชาติ \_\_\_\_\_ บ้านเลขที่ \_\_\_\_\_  
Nationality Address

(2) เป็นผู้ถือหุ้นของบริษัท ฟาจีบ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น  
Being a shareholder of Crown Seal Public Company Limited ("Company") shares  
และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
and have the right to vote equal to shares as follows :

|                           |   |
|---------------------------|---|
| หุ้นสามัญ _____ หุ้น      | ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง     |
| ordinary share shares     | and have the right to vote equal to votes |
| หุ้นบุริมสิทธิ _____ หุ้น | ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง     |
| preferred share shares    | and have the right to vote equal to votes |

(3) ขอมอบฉันทะให้  
Hereby appoint

(1) นาย/นาง/นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
Mr./Mrs./Miss age years  
อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
residing at Road Tambol/Khwaeng  
อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Amphur/Khet Province Postal Code or

(2) นาย/นาง/นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
Mr./Mrs./Miss age years  
อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
residing at Road Tambol/Khwaeng  
อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Amphur/Khet Province Postal Code or

(3) นาย/นาง/นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
 Mr./Mrs./Miss age years  
 อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
 residing at Road Tambol/Khwaeng  
 อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
 Amphur/Khet Province Postal Code or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 (ครั้งที่ 29) ในวันศุกร์ที่ 22 เมษายน 2565 เวลา 10.30 น. ณ ห้องบอลรูม โรงแรม พาร์ค ไฮแอท กรุงเทพฯ เลขที่ 88 ถนนวิทญู แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote on my/our behalf at 2022 Annual General Meeting of Shareholders (The 29<sup>th</sup> Meeting) to be held on Friday, April 22, 2022 at 10.30 hours at Ballroom, The Park Hyatt Bangkok, 88 Wireless Road, Lumpini Sub District, Pathum Wan District, Bangkok 10330, Thailand or at any adjournment thereof.

(4) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

(1)  วาระที่ 1 เรื่องพิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2564 (ครั้งที่ 28)

Agenda 1 To adopt the Minutes of the 2021 Annual General Meeting of Shareholders (The 28<sup>th</sup> Meeting)

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งงดออกเสียง

Approve

Votes Disapprove

Votes Abstain

(2)  วาระที่ 2 เรื่องรับทราบรายงานผลการดำเนินงานของบริษัทในรอบปี 2564

Agenda 2 To acknowledge the 2021 Annual Performance Report

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งงดออกเสียง

Approve

Votes Disapprove

Votes Abstain

(3)  วาระที่ 3 เรื่องพิจารณาอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุน สำหรับรอบระยะเวลาบัญชีประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2564

Agenda 3 To consider and approve the Statements of Financial Position and Income Statements for the year ended December 31, 2021

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งงดออกเสียง

Approve

Votes Disapprove

Votes Abstain

(4)  วาระที่ 4 เรื่องพิจารณาอนุมัติการจัดสรรกำไรและการจ่ายเงินปันผล สำหรับผลการดำเนินงานปี 2564

Agenda 4 To consider and approve the allocation of profit and the dividend payment from the operation of the Company for the year 2021

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Votes Disapprove                     | Votes Abstain                       |

(5)  วาระที่ 5 เรื่องพิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

Agenda 5 To consider and elect the directors in replacement of those to be retired by rotation.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- การแต่งตั้งกรรมการทั้งหมด
- Approve the appointment of all directors
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Votes Disapprove                     | Votes Abstain                       |

- การแต่งตั้งกรรมการเป็นรายบุคคล

Approve the appointment of certain directors as follows:

1. นายโอภาส ธันวารชร

Mr. Opart Dhanvarjor

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Votes Disapprove                     | Votes Abstain                       |

2. นายโรจน์ฤทธิ์ เทพาคำ

Mr. Rojrit Debhakam

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Votes Disapprove                     | Votes Abstain                       |

3. นายโมโตอะกิ คิริ

Mr. Motoaki Kiri

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Votes Disapprove                     | Votes Abstain                       |

4. นายฮิสะโตชิ อิตสึโบะ

Mr. Hisatoshi Itsubo

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Votes Disapprove                     | Votes Abstain                       |

5. นายโยชิยุกิ ชิคาโนะ

Mr. Yoshiyuki Shikano

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Votes Disapprove                     | Votes Abstain                       |

(6)  วาระที่ 6 เรื่องพิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2565

Agenda 6 To consider and appoint the auditors and fix the audit fees for the year 2022

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Votes Disapprove

Votes Abstain

(7)  วาระที่ 7 เรื่องพิจารณาอนุมัติค่าตอบแทนกรรมการบริษัทและอนุกรรมการชุดต่าง ๆ ประจำปี 2565

Agenda 7 To consider and approve the remuneration of the Company' Directors and Sub-committee members for the year 2022

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Votes Disapprove

Votes Abstain

(8)  วาระที่ 8 เรื่องพิจารณาอนุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัท

Agenda 8 To consider and approve the amendment of the Company's Articles of Association

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Votes Disapprove

Votes Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Any votes cast by the proxy holder in any agenda which are not in accordance with the instruction in this Proxy shall be void and not be considered as my/our votes.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except those which are not in accordance with my/our instruction in this Proxy, shall be deemed to be the actions performed by myself/ourselves.



ลงนาม/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
( \_\_\_\_\_ )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )

**หมายเหตุ/ Remarks**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล

For Agenda electing directors, the whole Board of Directors or certain directors can be elected.

3. ในกรณีที่มิ่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข. ตามแนบ

Where there occurs any agenda for the meeting's consideration other than those specified above, such additional agenda and additional instruction may be specified in the Annex to the Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

Annex to the Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นบริษัท ฝาจีบ จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 (ครั้งที่ 29) ในวันศุกร์ที่ 22 เมษายน 2565 เวลา 10.30 น. ณ ห้องบอลรูม โรงแรม พาร์ค ไฮแอท กรุงเทพฯ เลขที่ 88 ถนนวิทยุ แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330 หรือที่ จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Appointment of proxy holder by shareholder of Crown Seal Public Company Limited for 2022 Annual General Meeting of Shareholders (The 29<sup>th</sup> Meeting) to be held on Friday, April 22, 2022 at 10.30 hours at Ballroom, The Park Hyatt Bangkok, 88 Wireless Road, Lumpini Sub Distric, Pathum Wan District, Bangkok 10330, Thailand or at any adjournment thereof.

วาระที่.....เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Votes Disapprove                     | Votes Abstain                       |

วาระที่.....เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Votes Disapprove                     | Votes Abstain                       |

วาระที่.....เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Votes Disapprove                     | Votes Abstain                       |

วาระที่.....เรื่องเลือกตั้งกรรมการ (ต่อ)

Agenda Election of Directors (continued)

ชื่อกรรมการ.....

Name of nominated person

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
Approve                              Votes Disapprove                      Votes Abstain

ชื่อกรรมการ.....

Name of nominated person

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
Approve                              Votes Disapprove                      Votes Abstain

ชื่อกรรมการ.....

Name of nominated person

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
Approve                              Votes Disapprove                      Votes Abstain

**Details of independent directors for proxy granting of shareholders**

**1. Mr. Dhep Vongvanich**

Position : Independent Director, Chairman of the Board of Directors and Chairman of the Executive Committee.

Age : 75 Years

Address : 2 Soi Thana, Somdejchaophraya Rd, Somdejchaophraya, Khlong San, Bangkok

Education/Training Courses: Bachelor of Civil Engineering, Chulalongkorn University

Current Position: Independent Director, Chairman of the Board of Directors and Chairman of the Executive Committee of Crown Seal Plc.  
Chairman of TPC Vina Plastic and Chemical Corp., Limited.  
Advisor to the President of Siam Cement Public Company Limited (SCG)  
SCG Country Executive Director, Vietnam  
Director of Bangkok Industrial Gas Company Limited (BIG)

Past 5 Years Work Experience: 2014 - 2019 Board of Commissioner/ PT. Indonesia Caps and Closures

1996 - 2018 Member of the Board of Director of Thai Plastic and Chemicals Plc.

\* Have conflict of interests in agenda 7 (To consider and approve the remuneration of the Company's Directors and Sub-Committee members for the year 2022)

\* A special interest is different from the other directors. (None)

**2. Mr. Sirote Sawasphanich**

Position : Independent Director and Chairman of the Audit Committee

Age : 73 Years

Address : 2528/7 Bangkok-Nonthaburi 52 Road, Wongsawang Subdistrict, Bang Sue District, Bangkok

Education/Training Courses: Master of Business Administration in Finance Missouri University(Columbia),USA  
Bachelor of Science B.Ed. (Honors) in Finance Chulalongkorn University  
Certificate in Finance IMF, Washington, USA  
Certificate in Administration, Sasin, Chulalongkorn University  
Director Certification Program (DCP 23)

Current Position: Independent Director and Chairman of the Audit Committee/ Crown Seal PLC.  
Independent Director, Chairman of the Audit Committee and Chairman of the Nomination and Remuneration Committee/ Vibhavadi Hospital PCL.  
Independent Director and Chairman of the Audit Committee/ SNC Former PLC.  
Business Promotion Committee/ Walailak University  
Chairman of the Appeal and Complaint Committee of Walailak University  
Board of Trustees/ Fiscal Policy Research Institute Foundation Committee/

Chumpat-Pantip Foundation

Director and Secretary/ the Foundation Professor Dr. kaw Sawaspanich for reading

\* Have conflict of interests in agenda 7 (To consider and approve the remuneration of the Company's Directors and Sub-Committee members for the year 2022)

\* A special interest is different from the other directors. (None)

### 3. Mr. Satit Chanjavanakul

Position : Independent Director, Chairman of the Nomination and Remuneration Committee and Member of the Audit Committee.

Age : 73 Years

Address : 367 Soi Amonphan 4, Vibhavadi-Rangsit Rd, Lad Yao, Chatuchak, Bangkok

Education/Training Courses: M.A. (Business Administration), Thammasat University

M.Sc. (Textile Engineering), University of Leeds, United Kingdom

Director Accreditation Program (DAP 39/2005)

Director Certification Program (DCP 83/2007)

Corporate Governance for Capital Market Intermediaries (CGI 7/2015)

Board Nomination & Compensation Program (BNCP 7/2019)

Current Position: Independent Director, Chairman of the Nomination and Remuneration Committee and Member of the Audit Committee of Crown Seal Plc.

Chairman of the Board of Directors of SNC Former Plc.

Independent Director and Member of the Audit Committee of Lalin Property Plc.

Independent Director and Member of the Audit Committee of Thai Agro Energy Plc.

Director of SPC home Ideas Co., Ltd.

Past 5 Years Work Experience: 2004 -2020 Independent Director and Member of the Audit Committee of Asia Plus Group Holdings Plc.

2015 - 2020 Director of Asia Plus Securities Co., Ltd.

2013 - 2019 Director of Withcorp Products Co., Ltd.

\* Have conflict of interests in agenda 7 (To consider and approve the remuneration of the Company's Directors and Sub-Committee members for the year 2022)

\* A special interest is different from the other directors. (None)

### 4. Prof.Dr. Suwimon Keeratipibul

Position : Independent director, Member of the Executive Committee and Member of the Nomination and Remuneration Committee

Age : 67 Years

Address : 259/8, Jakkapatdipong Road, Klongmahanak Subdistrict, Pomprab District, Bangkok

Education/Training Courses: Doctor and Master of Engineering (Fermentation Technology),  
Hiroshima University, Japan  
Bachelor of Science (Food Technology), Chulalongkorn University  
Director Accreditation Program (DAP 97/2012)

Current Position: Independent director, Member of the Executive Committee and Member of the  
Nomination and Remuneration Committee of Crown Seal Public Company Limited  
Independent director of President Bakery Public Company Limited  
Lecturer in the field of Faculty/ Food Technology, at Faculty of Science,  
Chulalongkorn University

Past 5 Years Work Experience: 1985 - 2020 Lecturer at the Faculty of Science, Chulalongkorn University  
1997 - 2011 Representative of the Food Industry Group/ The Federation of Thai Industries  
in Codex Committee on Food Hygiene of Codex Alimentarius Commission,  
Organized by Food and Agriculture Organization (FAO) and World Health  
Organization (WHO) of UN.

\* Have conflict of interests in agenda 7 (To consider and approve the remuneration of the Company's Directors and Sub-  
Committee members for the year 2022)

\* A special interest is different from the other directors. (None)

## 5. Mr. Pongpanu Svetarundra

Position : Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration  
Committee.

Age : 62 Years

Address : 88/135 Naradhiwas Rajanagarindra Road, Yannawa, Sathorn, Bangkok

Education/Training Courses: M.A. (Economics), Northwestern University, USA.  
Financial Statements for Directors (FSD 2/2008)

Role of the Chairman Program (RCP 2/2009)

Current Position: Independent Director, Member of the Audit Committee and Member of the Nomination  
and Remuneration Committee of Crown Seal Public Company Limited  
Independent Director and Member of the Nomination and Remuneration Committee of  
Asset World Corporation Public Company Limited  
Chairman, Independent Director and Member of the Audit Committee of Megachem  
(Thailand) Public Company Limited

Past 5 Years Work Experience: 2016 -2018 Permanent Secretary/ Ministry of Tourism and Sports  
2012 - 2017 Director/ TMB Bank Plc.  
2009 - 2016 Director/ Thaisri Insurance Plc.  
2013 - 2015 Director/ Thai Airways International Plc.  
2011 - 2015 Deputy Permanent Secretary/ Ministry of Finance

- \* Have conflict of interests in agenda 7 (To consider and approve the remuneration of the Company's Directors and Sub-Committee members for the year 2022)
- \* A special interest is different from the other directors. (None)

**Remark:** Shareholders who willing to appoint a proxy holder or the Company's independent directors to attend and vote at the meeting, please kindly send the Proxy form together with the required documents as stated in Attachment No. 8 to the following address before April 8, 2022.

Company Secretary Office  
Crown Seal Public Company Limited  
5 Soi Rangsit – Nakornnayok 46, Prachatipat  
Tanyaburi, Pathumthani 12130

## Required Documents to attend the Annual General Meeting of Shareholders

The policy of the Board of The Stock Exchange of Thailand, dated 19<sup>th</sup> February 1999, relating to good practices for holding of a shareholders' meeting, aims to establish guidelines for listed companies to follow. This will create confidence to shareholders, investors and all related parties. Accordingly, the Company believes that inspection of documents or evidence showing an identity of a shareholder or a representative of a shareholder entitled to attend the meeting would cause transparency, fairness and benefits to the shareholders. However, the Company reserves the right to waive any of these requirements for any shareholders or representatives on a case by case basis at the Company's sole discretion.

### 1. Natural person

#### *1.1 Thai nationality*

- (a) Identification card of the shareholder (personal I.D. or identification card of government officer or state enterprise officer)
- (b) In case of proxy, Copy passport of the shareholder and identification card or passport (in case of a foreigner) of the proxy

#### *1.2 Non-Thai nationality*

- (a) Passport of the shareholder
- (b) In case of proxy, passport of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

### 2. Juristic person

#### *2.1 Juristic person registered in Thailand*

- (a) Corporate affidavit, issued within 1 year by Commercial Registration Department, Ministry of Commerce; and
- (b) Identification card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

#### *2.2 Juristic person registered outside of Thailand*

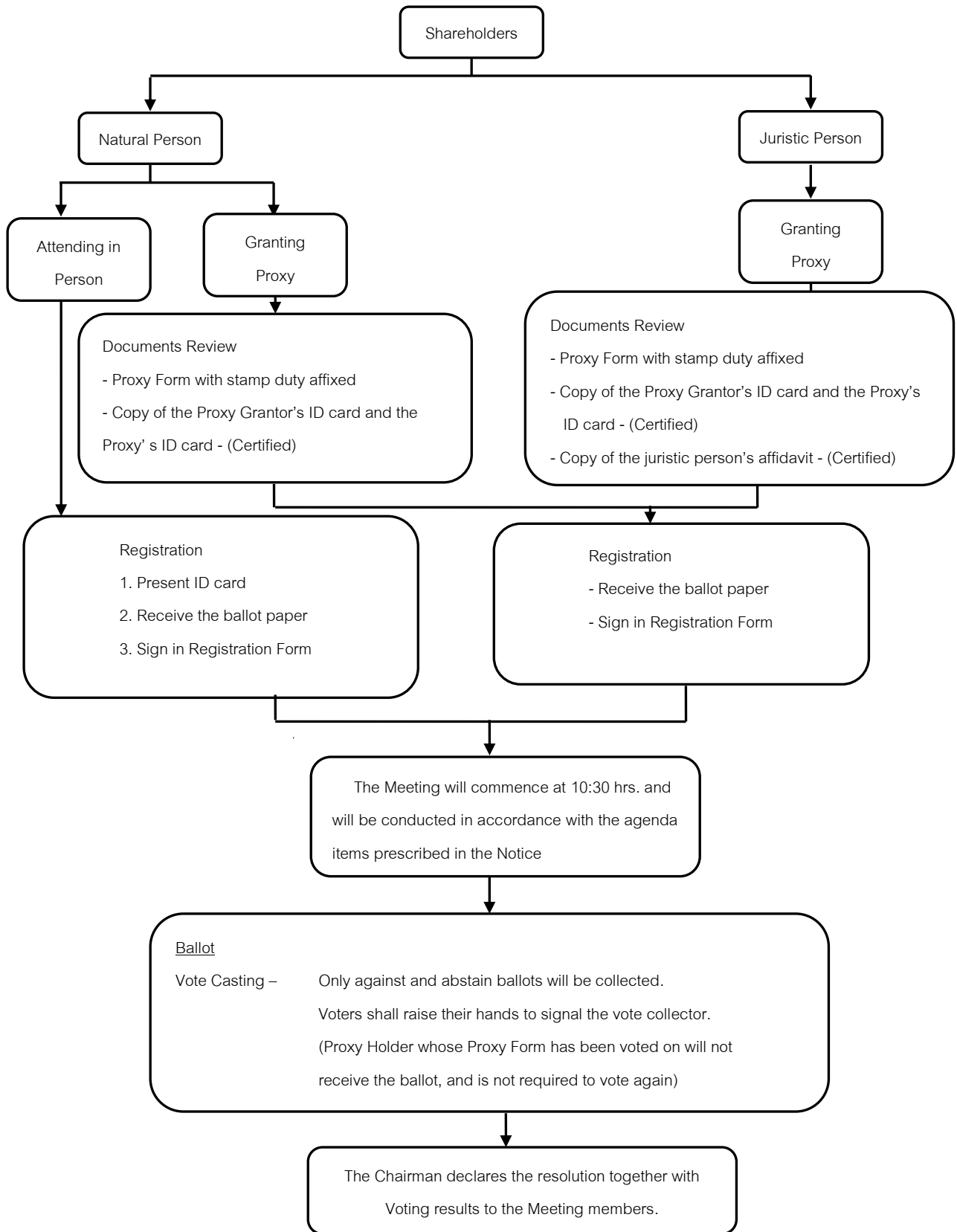
- (a) Corporate affidavit; and
- (b) Identification card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

A copy of the documents must be certified true copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarized by a notary public.

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 09:00 a.m. on Friday, April 22, 2022.



Procedures for Attending 2022 Annual General Meeting of Shareholders (The 29<sup>th</sup> Meeting)



\* Prior to leaving the Meeting room, please return the ballot paper to the Company's officer for the voting review.

## Articles of Association of the Company relating to the Shareholders Meeting

### Directors

**Article 7.** The Company's Board of Directors shall consist of at least 7 directors and not more than 15 directors, and not less than half of the total number of directors must have residence in the Kingdom.

The Directors to sign to bind the Company shall be at least two authorized directors who must sign jointly with the Company's seal affixed.

**Article 9.** In casting votes to appoint the directors, one shareholder shall have one vote for each share and shall exercise all the votes he has to appoint one or several persons as directors but may not divide his votes for any such person to any extent. The persons who receive the most votes shall be appointed as directors to the set number of directors in that election. In the event of equal votes among the persons last so appointed, making the number exceed the set number of directors in that election, the Chairman of the meeting shall have a casting vote.

**Article 10.** At the first general meeting after the registration of the Company and at the first general meeting in every subsequent year, one-third of the directors, or, if their number is not a multiple of three, then the number nearest to one-third shall vacate their office. The Directors to retire in the first year after the registration of the Company shall be determined by lot drawing. For subsequent years, the directors who have been longest in office shall retire. If the number of directors who have been longest in office exceeds the number of directors to retire, the method of lot drawing among those who have been longest in office shall apply. The retiring directors may be re-elected.

**Article 17.** The Company's directors shall be entitled to receive remuneration for their performance of duties which are entertainment expense, salary, transportation expense and remuneration for meeting.

**Article 18.** Annual remuneration of the Directors shall be determined from time to time by the general meeting, and shall be allocated among the Directors as to be agreed upon among themselves.

### Shareholders' Meeting

**Article 19.** The Board of Directors shall convene an annual general meeting of shareholders within four months from the last day of the accounting period of the Company.

All other meetings shall be called the extraordinary meetings.

**Article 20.** The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it expedient to do so.

One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit a written request to the Board of Directors for calling an extraordinary general

meeting at the any time, but the subject and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph one, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the completion of such period. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The Company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.

In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph two is not formed according to Article 23, the shareholders as prescribed under paragraph two shall be collectively responsible to the Company for expenses arising from such meeting.

**Article 21.** In summoning the shareholders' meeting, the Board of Directors shall prepare an invitation notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details stating clearly whether they will be for acknowledgment, for approval or for consideration, as the case may be, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders not less than 7 days prior to the meeting. Publication of invitation of the meeting shall also be made in a newspaper for 3 consecutive days at least 3 days prior to the meeting.

**Article 22.** Any shareholder who is unable to attend the meeting in person may appoint other *sui juris* person as his proxy to attend the meeting and vote on his behalf. The instrument appointing proxy shall be in the form prescribed by the Registrar and delivered to the Chairman or a person entrusted by the Chairman at the meeting venue before the proxy attends the meeting.

**Article 23.** In the shareholders' meeting, there must be shareholders and proxies (if any) at a number not less than 25 persons or not less than one-half of the total number of shareholders holding in the aggregate not less than one-third of the total number of shares sold to constitute a quorum.

**Article 24.** The Chairman of the Board of Directors shall preside over the shareholders' meeting. If the Chairman is not present or is unable to perform his duty, the Vice-Chairman, if available, shall preside over the meeting. If there is no Vice-Chairman or the Vice-Chairman is unable to perform his duty, the shareholders present at the meeting shall elect one shareholder to preside over the meeting.

#### **Account, Finance and Audit**

**Article 26.** The accounting period of the Company shall commence on 1 January and end on 31 December every year. The Company shall cause its accounts to be made and kept and audited as required by laws.

**Article 27.** The Board of Directors shall prepare the balance sheet and profit and loss account with the items and meanings of items as provided by laws as at the last date of accounting period of the Company, and shall arrange for the auditor to complete auditing of the balance sheet and profit and loss account prior to submitting them to the annual general meeting of shareholders for consideration and approval.

**Article 29.** The Company must appropriate to a reserve fund, from the annual net profit at least 5 per cent of the annual net profit less the total accumulated losses brought forward (if any) until the reserve fund reaches an amount not less than 10 per cent of the registered capital.

Apart from the reserve fund as required by laws, the Board of Directors may consider the allocation of other kind of reserve fund as deemed appropriate.

**Article 31.** The auditor must not be a director, staff, employee or person holding any position in the Company. The auditor shall be appointed and the annual auditing fee shall be fixed by the annual general meeting. The auditor may be re-appointed in the following year.

If there is a vacancy on the position of the auditor, the Directors shall convene an extraordinary meeting of shareholders to appoint a replacement auditor.

**Article 32.** The Auditor shall have the duty to examine the accounts, documents and any other evidences pertaining to income, expenditure as well as assets and liabilities of the Company during the Company's working hours. In this regard, the auditor shall have the authority to inquire the Directors, staff, employee or person holding any position in the Company as well as the Company's agents and ask for their clarification of facts or delivery of documents and evidences pertaining to the operation of the Company.

The Auditor shall have the right to make clarification in writing for proposing to the shareholders' meeting, and shall have the duty to attend every shareholder's meeting where the balance sheet and profit and loss account and problems concerning the Company's accounts are to be considered in order to make clarification on the auditing to the shareholders. The Company shall also send to the auditor all reports and documents of the Company which should be received by the shareholders in such shareholders' meeting.

## QR Code Downloading Procedures for the 56-1 One Report 2021

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the 56- 1 One Report in the form of E-books accessible through QR code, thus allows the shareholders to access the information with ease.

The aforementioned documents could be downloaded from the QR Code (as show in Attachment No.2) by following the steps below.

### For iOS System (iOS 11 and above)

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line.

### For Android System

1. Open applications such as QR CODE READER, Facebook or Line.

*How to scan the QR Code with Line application*

Open Line application and click on "Add friend" → Choose "QR Code" → Scan the QR Code

2. Scan the QR Code to access documents regarding the meeting.

### Map of The Park Hyatt Bangkok

The 2022 Annual General Meeting of Shareholders (The 29<sup>th</sup> Meeting) will be held on Friday, April 22, 2022 at 10.30 hours at Ballroom, The Park Hyatt Bangkok, 88 Wireless Road, Lumpini Sub Distric, Pathum Wan District, Bangkok 10330 Tel : (662) 012-1234

The map displays the location of The Park Hyatt Bangkok in the Lumpini area of Bangkok. Key landmarks include National Stadium, Central World, Central Embassy, and Lumpini Park. Major roads shown include Rama 1, Rama 4, Phloen Chit, Wireless, and Sukhumvit. A green line indicates the BTS Phloen Chit station route. A compass rose is located in the bottom right corner.

**DIRECTIONS / การเดินทาง**

**CAR / รถยนต์**  
 Park in Central Embassy building.  
 Direct to Level G for hotel entrance next to PRADA.  
 ท่านสามารถจอดรถยนต์ของท่านในบริเวณที่จอดรถของ เซ็นทรัลเอ็มบาassy และเข้าโรงแรมได้ในบริเวณทางเข้า ชั้น G ข้างร้าน PRADA

**BTS / รถไฟฟ้า**  
 Get off BTS Phloenchit Station - Exit 5.  
 Enter Central Embassy through connecting bridge.  
 Hotel entrance is on level G next to PRADA.  
 ขอจากสถานีรถไฟฟ้ามหานคร สายเฉลิมรัชมงคล 5 ใช้ทางเชื่อมลงฟ้าเข้าสู่ เซ็นทรัลเอ็มบาassy และเข้าโรงแรมได้ในบริเวณทางเข้า ชั้น G ข้างร้าน PRADA

**PARK HYATT BANGKOK™**  
 13.743855. 100.547317

Central Embassy, 88 Wireless Road, Lumpini,  
 Pathumwan, Bangkok 10330 Thailand  
 Telephone +66(0)2 012 1234  
 bangkok.park.hyatt.com



เลขที่ 5 ซอยรังสิต-นครนายก 46 ตำบลประชาธิปัตย์  
อำเภอธัญบุรี จังหวัดปทุมธานี 12130 ประเทศไทย  
โทร : 0-2533-0450 โทรสาร : 0-2974-1118

5 Soi Rangsit-Nakornnayok 46, Prachatipat,  
Tanyaburi, Pathumthani 12130 Thailand  
Tel : (66) 2533-0450 Fax : (66) 2974-1118  
[www.crownseal.co.th](http://www.crownseal.co.th)