

TSR.IR 015/2020

19 June 2020

Subject : Invitation Letter for 2020 Annual General Meeting of Shareholders

To: Shareholders of Thiensurat Public Company Limited

Attachments:

1. Copy of the Minutes of Annual General Meeting of Shareholders for year 2019
2. Annual Report for year 2019, which also includes the audited financial statements of the Company for year 2019, in the form of QR Code
3. Profiles of the nominated candidates for the election of directors in replacement of those retired by rotation (Document accompanying Agenda 6)
4. Profiles and qualifications of the independent directors proposed by the Company to act as the proxy of shareholders
5. Explanation of the procedure of proxy, registration, voting, counting votes and announcement of the resolution
6. The Company's Articles of Association in relation to the Annual General Meeting of Shareholders
7. Proxy Form B
8. Map of the venue of meeting

The Board of Directors' Meeting of Thiensurat Public Company Limited ("the Company") has resolved to convene the 2020 Annual General Meeting of Shareholders on Tuesday, 21 July 2020, at 9.30 a.m., at Mae Nam Chao Praya Room, 3rd floor, Thiensurat Public Company Limited Building No. 43/9, Moo. 7, Soi Chuchart-anusorn 4, Bangtalad Sub-district, Pakkret District, Nonthaburi 11120 (Attachment 8) to consider the following agendas:

Agenda 1 Report from the Chairman

Agenda 2 To adopt the Minutes of Annual General Meeting of Shareholders for year 2019

Objectives and reasons: The Company prepared the Minutes of Annual General Meeting of Shareholders for year 2019 which was held on Friday, 26 April 2019 within 14 days from the date of Annual General Meeting of Shareholders and already submitted to the Ministry of Commerce within the time specified by law and also posted on the Company's website (www.thiensurat.co.th).

Opinion of the Board of Directors: The Board of Directors has considered the Minutes of Annual General Meeting of Shareholders for year 2019 which was held on Friday, 26 April 2019, and deems that the Minutes should be adopted by the Shareholders' Meeting. The said Minutes together with this invitation letter and other relevant documents have been posted on the website of the Company. The copy of such Minutes is also enclosed to this invitation letter (Attachment 1).

Voting Requirement: The resolution of this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda 3 To acknowledge the Company's operation report for year 2019 from the Board of Directors

Objectives and reasons: The Company has compiled a summary report with respect to the Company's operation and significant changes for year 2019, details as stated in the Annual Report for year 2019 (Attachment 2).

Opinion of the Board of Directors: The Board of Directors deems to submit the Company's operating results and significant changes for year 2019 to the Shareholders' Meeting for acknowledgement.

Voting Requirement: This agenda is for shareholders' acknowledgment; therefore, voting is not required.

Agenda 4 To consider and approve audited financial statements of the Company for the financial year ended 31 December 2019

Objectives and reasons: Pursuant to Section 112 of the Public Limited Company Act B.E. 2535 and Article 52 of the Company's Articles of Association, the Company must prepare balance sheets and income statements at the end of each fiscal year, which have been audited by the certified public accountant prior to submitting for Shareholders' approval.

Opinion of the Board of Directors: The Board of Directors deems to submit the financial statements for the year ended 31 December 2019 which have been audited and certified by the auditor of KPMG Phoomchai Audit Ltd., and approved by the Audit Committee to the Shareholders' Meeting for consideration and approval. These financial statements disclosed the Company's financial position and performance during 2019 which can be summarized as follows:

The financial position and statement of income (partly)

(Unit: Million Baht)

Description	2019		2018	
	Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements
Total Assets	1,447.54	1,416.41	1,415.09	1,359.80
Total Liabilities	211.14	207.65	212.08	176.15
Revenues from sales	1,456.36	1,397.10	1,378.50	1,355.81
Total Revenues*	1,636.46	1,536.88	1,575.50	1,520.63
Net Profit for the year**	109.63	101.07	106.79	93.84
Earnings per share (Baht/Share) **	0.199	0.184	0.205	0.180

* means revenues from sales income include interest from hire-purchase agreement and from the debtors of the subsidiary company under credit facilities

** means profit for the year of parent company

Details are stated in the Company's Annual Report for year 2019 which has been delivered to the shareholders together with this invitation letter (Attachment 2).

Voting Requirement: The resolution of this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda 5**To consider and approve the allocation of net profits for legal reserve and acknowledgement of interim dividend payment**

Objectives and reasons: Pursuant to the Company's dividend payment policy, the Company shall pay dividend at the rate of not less than 40 percent of net profit after deduction of corporate income tax and legal reserves by considering the separate financial statements of the Company. However, the Company may consider to pay dividend at the rate lower than it is stipulated or omit to pay the dividend depending on economic situations as well as the Company's operating results, financial positions, liquidity and the need of working capital for managing business and future expansion. Under Article 48 of the Company's Articles of Association, payment of dividend shall be made within one (1) month from the date the resolution was passed by the Shareholders' Meeting or by the Board of Directors' Meeting, as the case may be. The notice of such payment of dividend shall also be sent to the shareholders and announced in newspaper for a period of not less than three (3) consecutive days.

Please note that the Company declared the interim dividend payment in the amount of Baht 0.06 per share. Such dividend payment was made from net profit of the operating result of first six months of 2019 which is subject to the corporate income tax of 20 percent pursuant to the Board of Directors' Meeting No. 8/2019, held on 13 August 2019. This interim dividend was paid to the shareholders on 12 September 2019, amounting to Baht 32,980,927.98. The Company also declared the interim dividend payment (in lieu of an annual dividend payment) from the Net Profit of the Company's Operation for the year ended December 31, 2019 which was subject to corporate income tax of 20%, in the amount of Baht 0.08 per share, totaling Baht 43,974,570.64. This interim dividend was already paid to the shareholders on 15 May 2020.

According to the operating result of the Company for year 2019, the Company has net profit reported in the Company's separate financial statements amounting to Baht 101.07 million. Therefore, the Board of Directors proposed to the Shareholders' Meeting to approve to appropriate the legal reserve, and acknowledge the interim dividend payment. The comparison of dividend payment with the previous period is as follows:

Details of Dividend Payment	2019 (Proposed)	2018
1. Net profit for the year according to the separate financial statements (Million Baht)	101.07	93.84
2. Number of shares (Million shares)	549.68	549.68
3. Annual dividend (Baht per share)	0.14	0.16
3.1 Interim dividend	0.06	0.08
3.2 Interim dividend (in lieu of an annual dividend payment)	0.08	0.08
4. Total dividend payment (Million Baht)	76.96	85.72
5. Proportion of dividend payment and net profit for the year according to the separate financial statements	76.15%	91.35%
6. Proportion of dividend payment and net profit after deduction of corporate income tax and legal reserves	80.24%	96.16%
7. The dividend payment ratio is / is not compliant with the dividend payment policy	Yes	Yes

Opinion of the Board of Directors: The Board of Directors deems to propose the Shareholders' Meeting to consider and approve the allocation of the profit for legal reserve and acknowledge the dividend payment for year 2019. Details are as follows:

- 1) Legal reserve of Baht 5,053,507 (not less than 5 percent of net profit);
- 2) To acknowledge the interim dividend payment at the rate of Baht 0.06 per share, totaling Baht 32,980,927.98 which was paid from the result of the operation of the first six months of 2019 and was subject to corporate income tax at the rate of 20 percent in accordance with the resolution of the Board of Directors No. 8/2019, held on 13 August 2019 and the Company already paid such dividend to the shareholders on 12 September 2019 and acknowledge the interim dividend payment from the Net Profit of the Company's Operation for Year 2019 as of December 31, 2019 which was subject to corporate income tax of 20%, in the amount of Baht 0.08 per share, totaling Baht 43,974,570.64. This interim dividend was paid to the shareholders on 15 May 2020.

Voting Requirement: The resolution of this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda 6 To consider and re-elect the directors replacing those retired by rotation

Objectives and reasons: Pursuant to Section 71 of the Public Limited Company Act, B.E. 2535 and Article 19 of the Company's Articles of Association, at each Annual General Meeting of Shareholders, one-third of the directors shall retire from office. If the number of directors is not a multiple of three, then the number of directors closest to one-third (1/3) shall retire.

The director's retiring from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall retire. Directors who vacate office under this section may be re-elected.

Article 41 (4) of the Company's Articles of Association determines that the Annual General Meeting of Shareholders shall elect the new directors replacing those who are due to retire by rotation.

In the Annual General Meeting of Shareholders for year 2020, the Company has total 11 directors. Therefore, 4 directors shall be retired by rotation as follows:

Director	Position
1. Mr. Sahas Treetipbut	Director
2. Associate Professor Boonserm Vimuktanandana	Independent Director
3. Mr. Ekarat Changyoo	Director
4. Ms. Savita Changyoo	Director

As a consequence, the Board of Directors proposed to the Shareholders' Meeting to consider and re-elect the mentioned four directors being the directors of the Company for another term: 1) Mr. Sahas Treetipbut, as a Director, 2) Associate Professor Boonserm Vimuktanandana, as an Independent director, 3) Mr. Ekarat Changyoo, as a Director 4) Ms. Savita Changyoo, as a Director.

The curriculum vitae of each candidate is attached to this invitation letter (Attachment 3).

Opinion of the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee, which exclude interested directors, has policy to consider and nominate candidates for election of directors of the Company based on their qualification, experience and performance. The Nomination and Remuneration Committee has considered and recommended to re-elect the aforementioned directors who are due to retire by rotation to be directors of the Company in the same positions for another term. This is because they have satisfactory performance in the position of directors and their new term is needed for business continuity which would maximize the benefits of all shareholders. Because these candidates prove to be knowledgeable and competent to contribute to the success of the Company.

During the period of 27 November – 31 December 2019, the Company provided an opportunity for shareholders to propose agenda and nomination of qualified persons to be elected as director. However, no shareholder nominated any candidates to be elected as directors of the Company.

Opinion of the Board of Directors: The Board of Directors, which exclude interested directors, has thoroughly considered that the aforementioned directors have qualification which is suitable for Company's business together with the opinion of the Nomination and Remuneration Committee, taking into consideration the appropriateness and the best interest of the Company, deems to submit to the Shareholders' Meeting to re-elect the aforementioned directors who are due to retire by rotation to be directors of the Company for another term. The Independent Director is capable to give independent opinion according to the related regulations.

Voting Requirement: The resolution of this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda 7

To consider and approve the remuneration of directors for year 2020

Objectives and reasons: Pursuant to Article 31 of the Company's Articles of Association, directors are entitled to receive remuneration from the Company in the form of meeting allowance, pension, bonus or other remuneration as approved and determined by the Shareholders' Meeting. The said remuneration might be fixed at lump-sum amount, or regulated and determined the amount from time to time or to be effective until further change. Furthermore, they may be entitled to receive allowance and fringe benefit, in accordance with the regulation of the Company.

The Nomination and Remuneration Committee has considered the remuneration of the directors by comparing with the remuneration of directors of other listed companies in the same industry and similar size of business with the Company, the result of operation, the performances and obligations of directors as well as the entirely economic conditions. The Committee therefore proposed to the Board of Directors to propose to the Shareholders' Meeting to determine the remuneration of directors for year 2020 as follows:

1. Remuneration and meeting allowance in the amount of not exceeding Baht 5,200,000 which is equivalent to the directors' remuneration of year 2019.

The following table compares the proposed remuneration with remuneration in the previous year:

(Unit: Baht)

Position	2020 (Proposed)			2019	
	Quarterly Meeting Allowance	Meeting Allowance*	Monthly Remuneration	Quarterly Meeting Allowance	Meeting Allowance*
The Board of Directors					
Chairman of the Board of Directors	35,000	15,000	12,000	35,000	15,000
Non-Executive Management	30,000	12,000	10,000	30,000	12,000
Executive Management	10,000	5,000	5,000	25,000	5,000
The Audit Committee					
Chairman of the Audit Committee	30,000	15,000	-	30,000	15,000
Audit Committee Member	25,000	12,000	-	25,000	12,000
Executive Committee					
Chairman	30,000	15,000	-	30,000	15,000
Non-Executive Management	25,000	12,000	-	25,000	12,000
Executive Management	10,000	5,000	-	10,000	5,000
Other Sub-Committees which appointed by the Board of Directors					
Chairman	-	15,000	-	-	15,000
Non-Executive Management	-	12,000	-	-	12,000
Executive Management	-	5,000	-	-	5,000

Other remuneration and benefits other than quarterly meeting allowance, meeting allowance and bonus of the Board: - None -

Remark : *Other than Quarterly Meeting (per one meeting per person)

- Bonus of the Board of Directors shall be paid at the rate of 1 to 5 percent of the total dividend payment in each year. The allocation of this bonus shall be subject to the consideration of the Chairman of the Board of Directors of the Company.

Opinion of the Board of Directors: The Board of Directors deems to submit to the Shareholders' Meeting to approve the remunerations of the Board of Directors, the Audit Committee, the Executive Committee and the other Sub-Committees which is appointed by the Board of Directors for year 2020 in the amount of not exceeding Baht 5,200,000 as proposed and also approve the bonus of the Directors at the rate of 1 to 5 percent of the total dividend payment in each year. The allocation of remuneration will be subject to the consideration of the Chairman of the Board of Directors.

Voting Requirement: The resolution of this agenda shall be passed by the vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting.

Agenda 8 To consider and appoint the auditor and determine the audit fee for year 2020

Objectives and reasons: In compliance with Section 120 of the Public Limited Company Act, B.E. 2535, the Annual General Meeting of Shareholders shall appoint the external auditor and determine the audit fee on an annual basis. The current auditor can be reappointed for another year.

In 2020, the Audit Committee has considered to appoint the previous auditor to be the auditor of the Company for another year and proposed to the Board of Directors to propose the Shareholders' Meeting to appoint the auditor from KPMG Phoomchai Audit Ltd. to be the Company's auditor for year 2020 as follows:

- | | | |
|-----|------------------------|-------------------|
| (1) | Ms. Thanyalux Keadkeaw | CPA No. 8179; or |
| (2) | Ms. Sophit Prompol | CPA No. 10042; or |
| (3) | Ms. Dussanee Yimsuwan | CPA No. 10235 |

The auditor's remuneration for audit of the quarter financial statements and annual financial statements for year 2020 shall be determined in the amount of Baht 2,250,000 (exclude other out-of-pocket expenses) which increases from the remuneration of year 2019 by Baht 50,000.

Opinion of the Audit Committee: The Audit Committee has considered the auditor's remuneration compared to other companies within the same industry and similar size of business and agreed to propose to the Board of Directors to present to the Shareholders' Meeting for appointment and approval of auditor and the audit's remuneration. KPMG Phoomchai Audit Ltd. is the auditor of the Company and has no relationship and/or conflict of interest with the Company including its subsidiaries, management, major shareholders, or any person related to the same and does not hold share of the Company and its subsidiaries.

Opinion of the Board of Directors: The Board of Directors deems to submit to the Shareholders' Meeting to appoint the auditors of KPMG Phoomchai Audit Ltd. being auditor of the Company for year 2020 and to approve the remuneration of auditor for year 2020 in the amount of Baht 2,250,000 as per above detail.

Voting Requirement: The resolution of this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda 9 To consider any other business (if any)

Objectives and reasons: The proposal for this agenda is to allow the shareholders to express their question, discuss and/or propose to the Board of Directors and/or management on the matters other than the agendas proposed above. However, if the shareholders desire to raise other matters which need to be considered and approved by the Shareholders' Meeting, it shall be in accordance with the condition of Article 105, paragraph two of Public Limited Company Act B.E. 2535 which is prescribed that "Upon completion of consideration under paragraph one, the shareholders holding shares of not less than one-third of the total number of subscribed shares may request the meeting to consider other matters in addition to those specified in the invitation letter."

Opinion of the Board of Directors: The Board of Directors deems appropriate to remain this agenda for the shareholders to question and/or express their opinion on any issues without voting. In such case, if the shareholders desire to consider and cast the vote, it shall comply with Article 105, paragraph two of Public Limited Company Act B.E. 2535.

The Company cordially invites all shareholders to acknowledge and attend the meeting on the date, time and place as indicated above. The registration of meeting will begin at 7.30 a.m. onward.

Any shareholder wishes to appoint a proxy to attend the meeting and vote on your behalf at this meeting, please duly complete including affix duty stamp to the attached proxy form B (Attachment 7) or download the Proxy Form B at the Company's website www.thiensurat.co.th and sending the proxy form together with related documents to the Company at least 1 day in advance prior to the Meeting date.

In order to prevent and control the spreading of Corona Virus 2019 (Covid-19) according to the measure of Corona Virus 2019 prevention, the Company supports the shareholders to appoint the Company's independent directors (Please find more detail in Attachment 4) as the proxy to attend the meeting and vote on your behalf at this meeting by sending the completed proxy form and related documents to the Company at least 1 working day prior to the meeting date.

The record date to determine the names of shareholders who have the rights to attend the 2020 Annual General Meeting of Shareholders is scheduled on 27 May 2020.



Yours sincerely,
Thiensurat Public Company Limited

(Mr. Sahas Treetipbut)
Chairman of the Board