



บริษัท ล่ำซง (ประเทศไทย) จำกัด (มหาชน)

**Lam Soon (Thailand) Public Company Limited**

CORPORATE HEADQUARTERS

64 Soi Bangna-Trad 25, Khwaeng Bangna Nuea,  
Khet Bangna, Bangkok 10260, Thailand

Tel +66-(0)2-361-8959 - 87

Fax (Mgmt) +66-(0)2-361-8988 - 89

Fax (Sales) +66-(0)2-361-8994 - 95

www.lamsoon.co.th

February 24, 2023

Subject : To specify the date of the Annual General Meeting of Shareholders No.1/2023 (Conducted Through Electronic Means), Dividend Payment and the amendment to the Company's Articles of Association.

To : The President  
The Stock Exchange of Thailand

Lam Soon (Thailand) Public Company Limited would like to inform you that the Board of Directors' Meeting No.1/2023 held on February 24, 2023 at 11.00 a.m. passed the following resolutions:

1. The meeting unanimously approved the dividend payment for the operating year 2022 ended December 31, 2022 to the shareholders at the rate of Baht 0.19 per share The date of the dividend payment will be April 27, 2023. In this regard, the right to receive such dividend is uncertain as it has not been yet approved by the shareholders at the AGM.
2. The Annual General Meeting of Shareholders No. 1/2023 will be held on April 7, 2023 at 2.00 p.m. conducted through electronic means (E-AGM) and broadcasted on the 6<sup>th</sup> Floor Conference Room at the Head Office, No.64 Soi Bangna-Trad 25, Khwaeng Bangna Nuea, Khet Bangna, Bangkok 10260 to consider the following matters:
  - (1) To consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 1/2022 (Conducted Through Electronic Means)
  - (2) To acknowledge the Company's operating results and Annual Registration Statement 2022 (FORM 56-1 One report)
  - (3) To consider and approve the Audited Statement of financial position and Statement of comprehensive income for the Year Ended December 31, 2022
  - (4) To consider and approve the payment of dividends for the year 2022 and the appropriation of the net profits to the reserve fund in accordance with the law
  - (5) To consider the election of directors to replace those directors whose term have expired  
The Board of Directors (as recommended by the Nomination Committee) proposed the Annual General Meeting of Shareholders to approve the directors replacing directors whose term have expired as following;

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Name of Director	Directorship	Remarks
Mr. Thira Wipuchanin	Chairman of the Board, Independent Director, Chairman of Audit and Corporate Governance Committee	Re-election
Mr. Banchong Chittchang	Independent Director, Member of Audit and Corporate Governance Committee, Member of Remuneration Committee and Member of Nomination Committee	Re-election
Datuk Simon Shim Kong Yip	Non-Independent Non-Executive Director and Chairman of Nomination Committee	Re-election

(6) To consider and approve the remunerations for the Board of Directors and Sub-Committees' members for the year 2023

(Baht/Person/Year)	Year 2023	Year 2022	Variant	
			Baht	Percentage
● Chairman of the Board	722,400	722,400	-0-	0%
● Independent Directors	605,940	605,940	-0-	0%
● Non Independent Non-Executive Director	605,940	605,940	-0-	0%
● Executive Director	287,100	287,100	-0-	0%
● Non-Executive Director	605,940	605,940	-0-	0%
● Audit and Corporate Governance Committee	460,440	460,440	-0-	0%
● Nomination Committee	24,145	24,145	-0-	0%
● Remuneration Committee	48,180	48,180	-0-	0%

(7) To consider appointing an independent auditor including the remuneration for the year 2023

The Audit and Corporate Governance Committee proposed the appointment of EY Office Limited with the following auditors as auditors of the Company for Year 2023.

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- 1) Ms. Satida Ratananurak, Certified Public Accountant (Thailand) No. 4753 and/or
  - 2) Mr. Wichart Lokatekrawee, Certified Public Accountant (Thailand) No. 4451 and/or
  - 3) Ms. Siriwan Surataepin, Certified Public Accountant (Thailand) No. 4604
- The audit fee for the year 2023 will be 1,710,000 Baht exclusive of out-of-pocket expenses, same as the year 2022.

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

**Article 21.**

From

Article 21. The Board of Directors must hold a meeting at least 3 months/time.

In summoning a meeting of the Board of Directors, the Chairman of the Board or a person entrusted by him shall send notices thereof to the Directors not less than 7 days prior to the date of the meeting. However, in a case of necessity or urgency for the purpose of maintaining the rights and interests of the Company, the summoning of the meeting may be made by other methods and the date of the meeting may be sooner fixed.

The Company may send a summoning notice for the Board of Directors' meeting including its related documents by an electronic mail.

The Company's Board of Directors may hold a meeting at the locality in which the Company's head office is situated or other provinces around the Kingdom, or the Board of Directors' meeting can be arranged via electronic means according to the conditions, procedures and methods prescribed by law.

To

Article 21. The Board of Directors must hold a meeting at least once every 3 months.

The Chairman of the Board shall call the meeting of the Board of Directors. If it is reasonable or for the protection of the Company's benefit, at least two Directors may jointly request that the Chairman summons a Board of Directors' meeting and they shall also propose the meeting agenda and reasons to the Chairman. In this case, the Chairman shall summon and fix the date of the Board of Directors' meeting within 14 days from the date of the request.

In the case where the Chairman does not summon and fix the date of the meeting within the period specified in the above paragraph, the requesting Directors may jointly summon and fix the date of the meeting to resolve the proposed agenda items within 14 days from the end of such 14-day period mentioned in the above paragraph.

In summoning a meeting of the Board of Directors, the Chairman of the Board or a person entrusted by him shall send notices thereof to the Directors not less than 3 days prior to the date of the meeting. However, in a case of necessity



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or urgency for the purpose of maintaining the rights and interests of the Company, the summoning of the meeting may be made by **electronic means** or other methods and the date of the meeting may be sooner fixed.

The Company may send a summoning notice for the Board of Directors' meeting including its related documents by an electronic mail.

The Company's Board of Directors may hold a meeting at the locality in which the Company's head office is situated or other provinces around the Kingdom, or the Board of Directors' meeting can be arranged via electronic means according to the conditions, procedures and methods prescribed by law. **The headquarters of the Company shall be deemed to be the venue where the electronic meeting is held.**

**In the absence of a Chairman of the Board of Directors, the Vice-Chairman shall summon the meeting of the Board of Directors. In the case of the absence of a Vice-Chairman, a Board of Directors' meeting may jointly be summoned by at least two directors.**

#### Article 27

From

Article 27. The Board of Directors shall convene an Annual General Meeting of Shareholders within four months from the last day of the fiscal year of the Company.

Other meetings of shareholders in addition to the above shall be called as Extraordinary Meeting of Shareholders. The Board of Directors may convene an extraordinary meeting at any time it deems as appropriate.

One or more shareholders holding shares in aggregate of at least ten (10) percent of the total number of issued shares may together join the name list in writing to request to the Board of Directors to call for an extraordinary meeting of shareholders at any time. However, it is necessary to specify the subject and the reasons for the meeting request to be precise in such a case. The Board of Directors must arrange a meeting of shareholders within forty-five days from the date of receipt of the letter from the shareholders.

In case the Board does not arrange a meeting within the period specified in the third paragraph, the shareholders, who have been nominated or the other shareholders collectively have the required number of shares, may convene such meeting forty-five days from the date of the expiration of the period under the third paragraph. Such case is considered as Shareholders' Meeting which is called by the Board of Directors. The Company shall be responsible for facilitating convenience and any expenditure incurred during the meeting as it deems as appropriate.

In case the meeting of shareholders is convened by the shareholders under the fourth paragraph and the number of shareholders attending the meeting does not constitute a quorum as stipulated in Article 30 of this Articles of Association, the shareholders under the fourth paragraph shall be jointly and severally liable for the costs incurred by such meeting.

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In case the meeting of shareholders is convened by the shareholders under the fourth paragraph and the number of shareholders attending the meeting does not constitute a quorum as stipulated in Article 30 of this Articles of Association, the shareholders under the fourth paragraph shall be jointly and severally liable for the costs incurred by such meeting.

In the case where a shareholders' meeting is summoned by the shareholders, the notice may be sent via electronic means according to the conditions, procedures and methods prescribed by law.

## Article 28

From

Article 28. In summoning the shareholders' meeting, the Board of Directors shall prepare a 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 acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and a registrar for information not less than 7 days prior to the meeting. Publication of a notice of the meeting shall also be made in a newspaper for 3 consecutive days at least 3 days prior to the meeting.

The shareholders' meeting may be held at the locality in which the Company's head office is situated or other provinces around the Kingdom.

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To

Article 28. In summoning the shareholders' meeting **whether it is in person or via electronic means**, the Board of Directors shall prepare a 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 acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and a registrar for information not less than 7 days prior to the meeting. Publication of a notice of the meeting shall also be made in a newspaper for 3 consecutive days at least 3 days prior to the meeting.

**The Company may send a summoning notice of the meeting and its related documents to shareholders by electronic means. In addition, publication of a notice of the meeting may be instead made via electronic means by being posted on a generally accessible website according to the conditions, procedures and methods prescribed by law.**

The shareholders' meeting may be held at the locality in which the Company's head office is situated or other provinces around the Kingdom, **or the shareholders' meeting can be arranged via electronic means according to the conditions, procedures and methods prescribed by law. The headquarters of the Company shall be deemed to be the venue where the electronic meeting is held.**

#### Article 29

From

Article 29. In the shareholders' meeting, the shareholders may appoint another person as their proxy to attend and vote on their behalf. The instrument appointing proxy shall be dated and signed by the shareholder giving proxy and shall be in the form so prescribed by the registrar.

The instrument appointing proxy shall be delivered to the Chairman of the Board, or a person entrusted by the Chairman at the meeting prior to the time of the meeting.

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The instrument appointing proxy shall be delivered to the Chairman of the Board, or a person entrusted by the Chairman at the meeting prior to the time of the meeting.

**The shareholders may appoint another person as their proxy via electronic means according to the conditions, procedures and methods prescribed by law.**

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### Article 38

#### From

Article 38. Payment of dividends from money other than profit is not allowed. In the case where the Company still has accumulated losses, payment of a dividend is prohibited.

The dividends shall be equally distributed according to the number of shares and the payment of the dividends requires the approval of the shareholders' meeting.

In the event the Company still cannot sell its shares up to the number registered or the Company has registered an increase of capital, the Company may pay dividend in full or in part by issuing new ordinary shares to the shareholders, with approval of the meeting of shareholders.

The Board of Directors may pay interim dividends to the shareholders from time to time when the Board of Directors finds the Company has sufficient profit and a report thereof shall be made to the shareholders' meeting at the next meeting.

The payment of dividends shall be made within 1 month from the date the resolution was passed by the shareholders' meeting or by the meeting of the Board of Directors, as the case may be. Written notices thereof shall also be sent to the shareholders and publication of the notice of the payment of dividends shall also be made in a newspaper. No interest can be charged against the Company if such dividend payment had been made within the time specified by law.

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No interest can be charged against the Company if such dividend payment had been made within the time specified by law.

The written notices to the shareholders and publication of the notice of the dividend payment may be made via electronic means by being posted on a generally accessible website according to the conditions, procedures and methods prescribed by law.

3. The record date for the eligible shareholders who have the right to attend AGM and to receive the dividend payment will be on March 10, 2023.

Kindly be informed accordingly.

Yours faithfully,

(Mr. Poomkiet Chotichaicharin)

Managing Director

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