



**Invitation to  
The Annual General Meeting of Shareholders No. 1/2022  
(Conducted Through Electronic Means)**

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

Friday, April 8, 2022 at 2.00 p.m.

Broadcasted on the 6<sup>th</sup> Floor Conference Room of the Company's Head Office located at

No. 64 Soi Bangna-Trad 25, Khwaeng Bangna Nuea, Khet Bangna,

Bangkok 10260

**No Gift Policy**



March 8, 2022

- Subject:** Invitation to the Annual General Meeting of Shareholders No. 1/2022  
(Conducted Through Electronic Means)
- To:** Shareholders of Lam Soon (Thailand) Public Company Limited
- Attachments:**
1. Copy of the Minutes of the Annual General Meeting of Shareholders No.1/2021  
(Conducted Through Electronic Means)
  2. Annual Registration Statement / Annual Report 2021 (FORM 56-1 One report) (QR Code)
  3. Information of the Nominated Directors to be elected
  4. Information of Independent Directors who may be appointed as the shareholders' proxy
  5. Company's Articles of Association related to Shareholders' Meeting and voting
  6. Guidelines for attending the Annual General Meeting of Shareholders  
(Conducted Through Electronic Means) (E-AGM), and appointing proxy
  7. Proxy form B. as determined by the Department of Business Development, Ministry of  
Commerce
  8. Request form for Annual Registration Statement / Annual Report 2021  
(FORM 56-1 One report)
  9. The registration form for attending the E-AGM
  10. Privacy Notice for the E-AGM No. 1/2022

The Board of Directors of Lam Soon (Thailand) Plc. ("the Company") has resolved to convene the Annual General Meeting of Shareholders No.1/2022 on **Friday, April 8, 2022 at 2.00 p.m.**, conducted through electronic means (E-AGM) and broadcasted on the 6<sup>th</sup> Floor Conference Room of the Company's Head Office located at No. 64 Soi Bangna-Trad 25, Khwaeng Bangna Nuea, Khet Bangna, Bangkok 10260. The agenda items together with the Board of Directors' opinion are to be considered as follows:

**Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 1/2021  
(Conducted Through Electronic Means)**

**Rationale:** The Minutes of the Annual General Meeting of Shareholders No.1/2021 conducted through electronic means on April 23, 2021 was completed within 14 days after the date of the Annual General Meeting of Shareholders. The copy was submitted to the Stock Exchange of Thailand within the timeframe prescribed by law, as well as posted on the Company's website ([www.lamsoon.co.th](http://www.lamsoon.co.th)). A copy of the minutes is attached hereto as Attachment 1.

**Board of Directors' opinion:** The Board of Directors was of an opinion that the Minutes of the Annual General Meeting of Shareholders No.1/2021 conducted through electronic means on April 23, 2021 has been made correctly and completely; and found appropriate for the shareholders to adopt the minutes of such meeting.

**Vote required:** Simple majority of total number of votes of the Shareholders present at the meeting and cast votes.



**Agenda 2 To acknowledge the Company’s operating results and Annual Registration Statement / Annual Report 2021 (FORM 56-1 One report)**

**Rationale:** The summary of the Company’s operating results and activities during the year of 2021 is presented in the Annual Registration Statement / Annual Report 2021 (FORM 56-1 One report) which is posted on the Company’s website at [www.lamsoon.co.th](http://www.lamsoon.co.th) since March 8, 2022 onwards. The FORM 56-1 One report sent to Shareholders in QR Code format, is attached hereto as Attachment 2.

**Board of Directors’ opinion:** The Board of Directors was of an opinion that information in the FORM 56-1 One report has been made correctly and completely. It appropriates to propose the FORM 56-1 One report for the year 2021 to the Annual General Meeting of Shareholders for acknowledgement.

**Vote required:** This agenda is for Shareholders’ acknowledgement; therefore, voting is not required.

**Agenda 3 To consider and approve the Audited Statement of financial position and Statement of comprehensive income for the Year Ended December 31, 2021**

**Rationale:** Section 112 of the Public Limited Company Act B.E. 2535, as amended and Article 35 of the Articles of Association of the Company state that “The Board of Directors shall cause to be made the balance sheet and profit and loss accounts as of the end of the accounting period of the Company, and shall submit the same to the Shareholders’ Meeting for adoption at the Annual General Meeting. The Board of Directors shall arrange for the auditors to complete the auditing prior to submission to the Shareholders’ Meeting the said balance sheet and profit and loss accounts.”

The Statement of financial position and the Statement of comprehensive income for the fiscal year ended December 31, 2021 have already been audited by the Certified Public Accountant, reviewed by the Audit and Corporate Governance Committee and endorsed by the Board of Directors.

**Board of Directors’ opinion:** The Board of Directors was of an opinion that such Statement of financial position and the Statement of comprehensive income are reasonably accurate and were audited by the Certified Public Accountant, reviewed by the Audit and Corporate Governance Committee, and endorsed by the Board.

Therefore, it is appropriated for the shareholders to approve the Statement of financial position and the Statement of comprehensive income for the fiscal year ended December 31, 2021, which are included in the financial statements section of the FORM 56-1 One report for the year 2021 (Attachment 2). A summary is as follows:



Financial Highlights of financial position and of comprehensive income of Lam Soon (Thailand) Plc. and its subsidiaries

(Unit: Baht)

Item	Consolidated financial statements		Separate financial statements	
	Year 2021	Year 2020	Year 2021	Year 2020
Total Assets	6,417,744,912	5,705,720,908	4,576,986,199	4,031,283,034
Total Liabilities	1,684,286,893	1,417,117,833	1,016,867,148	647,588,042
Revenue from sales and service	9,521,288,657	6,730,622,436	7,448,473,268	4,974,219,337
Total Revenues	9,660,571,493	6,838,576,902	7,562,758,956	5,034,899,063
Profit for the year	648,128,139	420,001,334	359,795,559	275,809,733
Earnings per share (Baht/Share)	0.68	0.47	0.44	0.34

**Vote required:** Simple majority of total number of votes of the Shareholders present at the meeting and cast votes.

**Agenda 4 To consider and approve the payment of dividends for the year 2021 and the appropriation of the net profits to the reserve fund in accordance with the law**

**Rationale:** Section 115 of the Public Limited Company Act B.E. 2535, as amended and Article 38 of the Articles of Association of the Company state that “The payment of the dividends requires the approval of the Shareholders’ Meeting.” The Company’s policy is to pay dividends to Shareholders at the rate not less than 40% of its net earnings after tax subject to the Company’s future investment and funding requirements.

Section 116 of the Public Limited Company Act B.E. 2535, as amended and Article 39 of the Articles of Association of the Company state that “The Company must appropriate to a reserve fund from the annual net profit, not less than 5 percent 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 percent or more of the registered capital of the Company. In so doing, the Board of Directors shall render an opinion in connection therewith to be presented for approval at the Shareholders’ Meeting.”

**Board of Directors’ opinion:** For the year 2021, the Company had 359,795,559 Baht of the net profit after tax. According to the Company’s dividend policy, the Company shall pay a dividend of not less than 40% of its net profit after tax to the Shareholders subject to the Company’s future investment and funding requirements. The Board had considered and recommended that the Shareholders’ Meeting should approve the payment of dividend from the operating result for the year 2021, to a total of 820,000,000 shares at the rate of 0.25 Baht per share, a total of 205,000,000 Baht or 56.98% of the net profit after tax which is higher than the Company’s dividend policy. The record date for the eligible shareholders who have the right to receive the dividend will be on March 11, 2022 and the payment date shall be on April 28, 2022.



The below table shows the Company's net profit in 2021 and dividend payment compared with the previous year:

Detail of Dividend Payment	Year 2021	Year 2020
1. Net Profit After Tax (Baht)	359,795,559	275,809,733
2. No. of Shares		
2.1 No. of Share for the interim dividend payment (shares)	-	-
2.2 No. of Share for the annual dividend payment (shares)	820,000,000	820,000,000
3. Total Dividend per Share (Baht/share)	<b>0.25</b>	<b>0.22</b>
3.1 Interim Dividend (Baht/share)	0	0
3.2 Annual Dvidend (Baht/share)	0.25	0.22
4. Total Dividend payment (Baht)	205,000,000	180,400,000
5. Dividend payout ratio (%)	56.98	65.41

As for the legal reserve, the Company already complied with the 10% minimum; hence there is no requirement for a further legal reserve.

**Vote required:** Simple majority of total number of votes of the Shareholders present at the Meeting and cast vote.

**Agenda 5 To consider the election of directors to replace those directors whose term have expired**

**Rationale:** Section 71 of the Public Limited Company Act B.E. 2535, as amended and Article 13 of the Articles of Association of the Company state that “At every Annual General Meeting of Shareholders, one-third of the number of directors shall vacate office. If the number is not a multiple of three, then the number nearest to one-third must retire from office. The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the director who has been in office for the longest term shall retire. A retiring director is eligible for re-election.”

During November 11, 2021 - January 31, 2022, the Company invited shareholders to propose the matters to be included on the agenda for the Meeting, as well as propose qualified candidate(s) to be nominated as the Company's director ahead of the Annual General Meeting of Shareholders, according to such criteria and guidelines set out by the Company and published on the Company's website. However, no agenda and candidate for selections as Directors were proposed from shareholders.

The Nomination Committee undertake the task of identifying, evaluating, selecting and proposing nominees to the Board, in order to consider and propose for selection as Director in the Annual General Meeting of Shareholders according to the Company's Articles of Association.

The Board shall consider that the candidates' possess knowledge and experience suitable for the post of directorship, to assist the board to act prudently as well as capability to make rational business decisions, strategic thinking, leadership, and expertise in the profession, honest, morality and suitable personal qualification.



For this year, 3 directors who retired by rotation are as follows:

- |                                    |  |
|------------------------------------|--|
| 1. Lackana Leelayouthayotin, Ph.D. | Independent Director and Member of Nomination Committee                        |
| 2. Ms. Piyathida Sukchan           | Executive Director, Company Secretary, and Member of Risk Management Committee |
| 3. Mr. Ampol Simarojana            | Non-Executive Director and Operations Consultant                               |

Given the consideration of the Board structure determined in the Company’s Articles of Association, and the qualification of each individual person to be in line with the Company’s business model, as well as the retired Directors having made past contributions to the Board and the Company, the Board of Directors, excluding the Directors to be retired by rotation in the Annual General Meeting of Shareholders No. 1/2022, unanimously agreed with the Nomination Committee and proposed Shareholders’ Meeting to re-elect 3 retired Directors; namely 1. Lackana Leelayouthayotin, Ph.D., 2. Ms. Piyathida Sukchan and 3. Mr. Ampol Simarojana to be Directors for another term.

Those 3 proposed persons have already passed the thoroughly and carefully screening process of the Board of Directors, and have the proper qualifications required by the Public Limited Company Act B.E. 2535, as amended and proper attributes such as knowledge, competency, skill and experience in various professions as well as past performance as Directors beneficial to the Board and the Company. The information of each proposed director was enclosed as Attachment 3.

Other relationships of the Proposed Independent Director:

Nature of Interest	Lackana Leelayouthayotin, Ph.D.
<b>Shareholding in the Company</b> - number of shares - percentage of the total shares with voting right	none
<b>With or without interest of the following kinds to the Company, parent/ subsidiary/ associate companies or juristic person that might have conflict of interest at present or in the past two years</b> (1) be/not be a director who takes part in the management, staff, employee or advisor with regular salary (2) be/not be person who render professional service (such as auditor, legal advisor) (3) have/do not have business relationship (such as sale or purchase of raw material/ service, lending or borrowing)	not be not be do not have



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**Note:** The Board of Director has defined the qualifications of the Independent Directors as follows:

- (a) holding shares not exceeding 0.5% of the total number of voting rights of the Company, its parent company, subsidiary, associate, joint venture, major shareholder or controlling person, including the shares held by related persons of the independent director;
- (b) neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the Company, its parent company, subsidiary, associate, joint venture, subsidiary in the same level, major shareholder or controlling person unless the foregoing status has ended not less than 2 years prior to the date of application filing with the Office. Such prohibitions shall not, however, include cases where the independent director previously served as a government officer or an advisor to a government agency which is a major shareholder or controlling person of the Company;
- (c) not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children of other directors, executives, major shareholders, controlling persons, or persons to be nominated as directors, executives or controlling persons of the Company or its subsidiary;
- (d) neither having nor having had a business relationship with the Company, its parent company, subsidiary, associate, joint venture, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor having been a significant shareholder or controlling person of any person having business relationship with the Company, its parent company, subsidiary, associate, joint venture, major shareholder or controlling person unless the foregoing relationship has ended not less than 2 years prior to the date of application filing with the Office.

The term 'business relationship' in the preceding paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the Company or his counterparty being subject to indebtedness payable to the other party in the value of three percent (3%) or more of the net tangible assets of the Company or 20 million Baht or more, whichever is lower.

The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of the Capital Market Supervisory Board Re: Disclosure of Information and Act of Listed Companies Concerning the Connected Transactions mutatis mutandis. The combination of such indebtedness shall include indebtedness taking place during the course of one year prior to the date on which the business relationship with the person commences;

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- (e) neither being nor having been an auditor of the Company, its parent company, subsidiary, associate, joint venture, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, associate, joint venture, major shareholder or controlling person unless the foregoing relationship has ended not less than 2 years prior to the date of application filing with the Office;
- (f) neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding 2 million Baht from the Company, its parent company, subsidiary, associate, joint venture, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the professional advisor unless the foregoing relationship has ended not less than 2 years prior to the date of application filing with the Office;
- (g) not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholders who are related to the Company's major shareholder;
- (h) not undertake any business in the same nature and in competition with the business of the Company or its subsidiary, not being a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 0.5% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary;
- (i) not having any characteristics which make him incapable of expressing independent opinions with regard to the Company's business affairs.

The Board had set a more stringent criterion than the minimum laid out by the SEC i.e. the amount of shareholding allowed to an independent director, not exceeding 0.5 percent of the total number of voting rights of the Company.

**Board of Directors' opinion:** The Board of Directors, excluding the Directors to be retired by rotation in the Annual General Meeting of Shareholders No. 1/2022, after thoroughly and carefully screening process, had adopted the recommendation of the Nomination Committee, and proposed Shareholders to re-elect 3 retired Directors; namely 1. Lackana Leelayouthayotin, Ph.D., 2. Ms. Piyathida Sukchan and 3. Mr. Ampol Simarajana to be Directors for another term.

Lackana Leelayouthayotin, Ph.D. had served as an Independent Director for 7 years (number of service tenures, provided that she is re-elected as of April 8, 2022, shall be 10 years.). However, the Company proposed Lackana Leelayouthayotin, Ph.D. to be re-elected for another term, resuming continually director position for longer than 9 years because she has knowledge, capability, experience and an understanding in the business operation, with expressing opinions deemed beneficial for the Company. The experience of director from long-term tenure will support her to understand the Company's operation which has the

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particular nature of business. Nonetheless, Lackana Leelayouthayotin, Ph.D. had been able to freely express her opinions while complying with the relevant rules or criteria.

**Vote required:** Simple majority of total number of votes of the Shareholders present at the Meeting and cast vote according to Article 12 of the Articles of Association of the Company with the following conditions and procedures:

- (1) One shareholder shall have one vote for each share;
- (2) Each shareholder shall exercise all the votes he has under (1) to appoint one or several person(s) to be director(s), provided that he cannot divide his votes to any person to any extent; and
- (3) Persons receiving the most votes are those who are elected to be directors, in descending order, to the number of directors who are to be elected. If there is a tie in the last to be elected any this exceeds the said number of directors, the presiding chairman shall have an additional casting vote.

**Agenda 6 To consider and approve the remunerations for the Board of Directors and Sub-Committees’ members for the year 2022**

**Rationale:** Section 90 of the Public Limited Company Act B.E. 2535, as amended and Article 14 of the Articles of Association of the Company state that “Directors have the right to receive remuneration from the Company in the form of salary, awards, meeting allowances, retirement pensions, bonuses or other benefits in other forms, in accordance with the Articles of Association or with the approval of the Shareholders at the Shareholders’ Meeting, which may be a fixed amount or in accordance with the rules and may be periodically fixed or permanently fixed until changed. Directors may receive per diem and other welfare according to the Company’s regulations, except the independent directors whose qualifications shall be in accordance with the notification of the Stock Exchange of Thailand.

Paragraph 1 above does not affect the rights of the Company’s officers or employees, who have been elected as director(s) to receive remuneration and other benefits in the position of the Company’s officers or employees.”

The Remuneration Committee had thoroughly and carefully considered all proper factors in accordance with duties and responsibilities of each director (details of duties and responsibilities of the Board of Directors and Sub-Committees were shown in the topic “Report on Key Operating Results Related to Corporate Governance” of the Annual Registration Statement / Annual Report 2021 (FORM 56-1 One report), Page 112-138.) Furthermore, with comparable to other companies in the same industry as well as growth of business and profits of the Company, it is recommended to propose the remuneration for the Board of Directors and Sub-Committees’ members for the year 2022 at 5% increasing from 2021.

**Board of Directors’ opinion:** The Board of Directors was of opinion that agreed with recommendation of the Remuneration Committee deems it appropriate to propose to the Shareholders’ Meeting to approve the remuneration for the Board of Directors and Sub-Committees’ members for the year 2022 as follows:





(Baht/Person/Year)	Year 2022	Year 2021	Increase	
			Baht	Percentage
• Chairman of the Board	722,400	687,960	34,440	5%
• Independent Directors	605,940	577,080	28,860	5%
• Non Independent Non-Executive Director	605,940	577,080	28,860	5%
• Executive Director	287,100	273,420	13,680	5%
• Non-Executive Director	605,940	577,080	28,860	5%
• Audit and Corporate Governance Committee	460,440	438,480	21,960	5%
• Nomination Committee	24,145	22,995	1,150	5%
• Remuneration Committee	48,180	45,885	2,295	5%

The above fee is fixed to be paid monthly, except the remuneration for Nomination Committee and Remuneration Committee which to be paid yearly.

Apart from the above fee, no other remunerations will be paid to the Directors, except the cost of air-ticket, accommodation, and food for directors residing outside Thailand who attend the Meetings, and the cost of Director liability insurance for all members of the Board.

It is noted that some Directors who are also directors and management of subsidiary companies will be paid remuneration from the respective subsidiary company. For the year 2021, the subsidiary companies paid a total remuneration of 11,762,100 Baht to these Directors (as shown in the FORM 56-1 One report for the year 2021 on page 125).

**Vote required:** Not less than two-thirds of total number of votes of the Shareholders present at the Meeting and eligible to vote.

#### **Agenda 7 To consider appointing an independent auditor including the remuneration for the year 2022**

**Rationale:** Section 120 of the Public Limited Company Act B.E. 2535, as amended states that “The Annual General Meeting of Shareholders shall appoint an auditor and determine the remuneration of the auditor of the company every year. The former auditor may be re-appointed”.

In addition, the announcement of the Capital Market Supervisory Board No. Tor Jor 75/2561 stipulates that “the auditor of listed companies who has performed his or her duty in reviewing, auditing and giving opinion on the financial statements of the company for 7 consecutive fiscal years shall be rotated. In such case, the former auditor may be re-appointed after terminating the office of such auditor not less than 5 consecutive fiscal years”.

**Board of Directors’ opinion:** The Board agreed with the Audit and Corporate Governance Committee to propose the Annual General Meeting of Shareholders for the appointment of EY Office Limited who had the proper qualifications required by the Securities and Exchange Commission (SEC) with the following auditors as auditors of the Company for the year 2022 with any one of them conduct the auditing and express opinion on the Company’s financial statements:

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1. Ms. Satida Ratananurak, Certified Public Accountant No.4753, who has conducted an audit for the Company for 4 years (2018 - 2021), and/or
2. Mr. Wichart Lokatekrawee, Certified Public Accountant No.4451, who has conducted an audit for the Company for 3 years since 2010-2012, and/or
3. Ms. Siriwan Surataepin, Certified Public Accountant No.4604 (has never signed the Company's financial statements before).

The Audit and Corporate Governance Committee had considered the 3 auditors as for their performance, independence of auditing, amount of audit fee and recommended to the Board for the appointment of Ms. Satida Ratananurak, and/or Mr. Wichart Lokatekrawee, and/or Ms. Siriwan Surataepin of EY Office Limited as auditors of the Company for 2022 and propose to approve the audit fee for 2022 in the amount of 1,710,000 Baht exclusive of out-of-pocket expenses, same as the year 2021. The audit fee is considered from the Company's performance each year, commensurate with the Companies in the same business, change of rules and regulations of the SET, the SEC, and the Accounting Standards.

The proposed auditors do not have any relations and/or interest within the Company, subsidiaries, executives, major shareholders, or the related persons of the mentioned parties. Therefore, they are independent in audit and express opinion on the Company's financial statements. However, the proposed auditors and the auditors of subsidiaries, the related company and joint venture are from the same office.

**Vote required:** Simple majority of total number of votes of the Shareholders present at the Meeting and cast vote.

### **Agenda 8 To consider and approve the amendment of the Company's Articles of Association, Article 11**

**Rationale:** In order to determine the policy enhancing the flexibility of the Company's management, by which directors perform duties within the authority as being assigned by the Board of Directors, the Company's Articles of Association, Article 11 shall be amended as follows:

#### From

Article 11. The Company's Board of Directors shall consist of at least 5 Directors but not exceeding 9 persons. Not less than one half of all Directors shall have residence in the Kingdom. The qualifications of the Company's Directors shall be as prescribed by law.

#### To

Article 11. The Company's Board of Directors shall consist of at least 5 Directors but not exceeding 11 persons. Not less than one half of all Directors shall have residence in the Kingdom. The qualifications of the Company's Directors shall be as prescribed by law.

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**Board of Directors' opinion:** In order to determine the policy enhancing the flexibility of the Company's management, the Board of Directors considered and deemed it as appropriated to propose the Annual General Meeting of Shareholders to consider and approve the amendment to the Company's Articles of Association, Article 11, to support the appointment of additional new directors in the future.

To register the amendment of the Company's Articles of Association at the Department of Business Development, Ministry of Commerce, the Company may take all other necessary actions in accordance with the order or recommendation of the registrar in order to complete the registration.

**Vote required:** Not less than three-fourths of the total votes of shareholders present at the Meeting and eligible to vote.

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The Company designated the record date for the eligible Shareholders who have the right to attend the Annual General Meeting of Shareholders No. 1/2022 (Conducted Through Electronic Means) to be on March 11, 2022.

As the Annual General Meeting of Shareholders No.1/2022 will be conducted through electronic means only, the Company hereby invites you, as a shareholder to attend the E-Meeting in compliance with the Guidelines for attending the Annual General Meeting of Shareholders (Conducted Through Electronic Means) (E-AGM), and appointing proxy (Attachment 6).

In case the shareholders wish to attend the E-AGM, such shareholders or proxies will be required to submit the registration form for the E-AGM, together with the identification documents, details as set out in Attachment 9, to the Company within April 6, 2022 via Email : company.secretary@lamsoon.co.th, or by post to : Company Secretary, Lam Soon (Thailand) Public Co., Ltd., No.64 Soi Bangna-Trad 25, Khwaeng Bangna Nuea, Khet Bangna, Bangkok 10260, or register and submit documents online via Document Registration System. Once the Company has successfully verified the identity of the shareholders who are entitled to attend the Annual General Meeting of Shareholders No. 1/2022 as on the set record date, March 11, 2022, the Company shall send “Username”, “Password”, and Weblink for logging in the E-AGM control system to the shareholders via the Email address provided to the Company.

If the shareholders are not convenient to attend the E-AGM, such shareholders may appoint the independent director of the Company to attend the E-AGM on their behalf, excluding independent directors who retire by rotation at the Annual General Meeting of Shareholders No. 1/2022. Information of Independent Directors proposed by the Company to act as proxy for shareholders are provided in Attachment 4.

The Annual General Meeting of Shareholders shall be conducted through electronic means complying with EMERGENCY DECREE ON ELECTRONIC MEETINGS, B.E. 2563 (2020). The meeting control system certified by the Electronic Transactions Development Agency (ETDA) is provided by Quidlab Co., Ltd. The system is also complied with Notification of the Ministry of Digital Economy and Society, re: Standards for Maintaining Security of Meetings via Electronic Means, B.E. 2563 (2020).

Shareholders could read more information of Company's Articles of Association related to Shareholders' Meeting and voting in Attachment 5. The Invitation to the Annual General Meeting of Shareholders No. 1/2022 and its attachments together with Proxy form B. as set out in Attachment 7 are also publicised in the Company website (www.lamsoon.co.th).

Should shareholders need the printed Annual Registration Statement / Annual Report 2021 (FORM 56-1 One report), please fill the details in the Request form for FORM 56-1 One report which is in Attachment 8.

Shareholders may forward questions related to each Agenda or other queries to the Email: company.secretary@lamsoon.co.th or by post to :

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บริษัท ล่ำซุง (ประเทศไทย) จำกัด (มหาชน)

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

**CORPORATE HEADQUARTERS**

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Company Secretary

Lam Soon (Thailand) Public Co., Ltd.

No.64 Soi Bangna-Trad 25, Khwaeng Bangna Nuea,

Khet Bangna, Bangkok 10260

Phone: 02-361-8959-87 ext.1500, 1513 Fax: 02-361-8988

Please provide your address and contact information clearly, for the Company to contact back if needed.

Yours sincerely,

**Lam Soon (Thailand) Public Co., Ltd.**

(Ms. Anchalee Suebchantasiri)

Managing Director

**For more information, please contact:**

Ms. Sutasani Sukeechon or Ms. Saleela Boontrakulsuk

Lam Soon (Thailand) Public Company Limited

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**Minutes of the Annual General Meeting of Shareholders No. 1/2021  
 Conducted Through Electronic Means (E-AGM)  
 of  
 Lam Soon (Thailand) Public Company Limited**

**Time and Venue**

The Annual General Meeting of Shareholders No. 1/2021 conducted through electronic means (E-AGM) was held on 23 April 2021 at 14.00 hrs.

**6 Directors Present out of 8 in total (75%)**

• **In person**

- |   |  |
|---|--|
| 1. Ms. Anchalee Suebchantasiri            | Managing Director  |
| 2. Assoc Prof Preecha Jarungidanan, Ph.D. | Independent Director<br>Chairman of Remuneration Committee<br>Member of Audit and Corporate Governance Committee<br>Member of Nomination Committee |
| 3. Ms. Piyathida Sukchan                  | Executive Director and Company Secretary   |
| 4. Mr. Ampol Simarojana                   | Non-Executive Director and Operations Consultant   |

• **Video conference**

- |                                    |  |
|------------------------------------|--|
| 5. Mr. Banchong Chittchang         | Independent Director<br>Member of Audit and Corporate Governance Committee<br>Member of Remuneration Committee<br>Member of Nomination Committee |
| 6. Lackana Leelayouthayotin, Ph.D. | Independent Director<br>Member of Nomination Committee   |

**Directors Absent**

- |                              |  |
|------------------------------|--|
| 7. Datuk Simon Shim Kong Yip | Non-Independent Non-Executive Director,<br>Chairman of Nomination Committee              |
| 8. Mr. Whang Shang Ying      | Executive Director<br>Member of Remuneration Committee<br>Member of Nomination Committee |

**Director Resigned effective on 28 February 2021**

- |                                     |   |
|-------------------------------------|---|
| 1. Art-ong Jumsai Na Ayudhya, Ph.D. | Chairman of the Board<br>Independent Director<br>Chairman of Audit and Corporate Governance Committee |
|-------------------------------------|---|

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## Participants

- **In person**

1. Ms. Sutasani Sukeechon

Vice President – Account and Finance

- **Video conference**

2. Ms. Satida Ratananurak

Independent Auditor from EY Office Limited

3. Mr. Sayun Kotchapakdee

Legal consultant

4. Ms. Jaturaporn Thanapornsungsuth

Management of Universal Food Plc. (UFC)

5. Mr. Kamol Panpatrapong

Management of Universal Food Plc. (UFC)

Due to a new wave of COVID-19 outbreak, the number of infected cases is rapidly and continuously increasing in several provinces. In the circumstances, the Company changed the way the Annual General Meeting of Shareholders No. 1/2021 being convened from conventional meeting to electronic meeting (E-AGM) in accordance with the criteria specified in the laws on electronic meeting. This E-AGM used the electronic control system from Quidlab Co., Ltd., a meeting control system provider certified by the Electronic Transactions Development Agency.

The Chairman of the Board, Dr. Art-ong Jumsai Na Ayudhya, resigned from the Board with effect on 28 February 2021. According to Article 30 Chapter 4 of the Company's Articles of Association, "At a meeting of the shareholder, the Chairman of the Board shall be the Chairman of the meeting. In the event that there is no Chairman or the Chairman is absent, if there is a Vice-Chairman, the Vice-Chairman shall be the Chairman of the meeting. In the absence of the Vice-Chairman or if the Vice-Chairman is unable to perform his duties, the meeting shall elect one of the shareholder present at the meeting to be the Chairman of the meeting."

Since the Company has not appointed the Vice-Chairman, the meeting shall elect one of the shareholder present at the meeting to be the Chairman of the meeting. Ms. Anchalee Suebchantasiri, Managing Director, being a shareholder, was elected to act as the Chairman of the meeting.

## Note

The total number of voting shareholders in each agenda item might not be the same as the number of attendants at the beginning of the meeting because there may be some shareholders leaving the electronic meeting as well as some additional shareholders joining during the meeting.

## The Chairman called the Meeting to order.

The Chairman extended her appreciation to all shareholders for their attendance at the E-AGM No. 1/2021. She informed that there were 6 shareholders attending in person (via electronics mean) and 37 proxies, total 43 shareholders, holding 582,120,671 shares in total or 70.99%, which exceeded one-third of the total number of shares issued by the Company and which constituted a quorum in accordance with the Company's Articles of Association. The Chairman then declared the E-AGM No. 1/2021 opened.

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Before commencing the Meeting in accordance with the proposed agenda, the Chairman introduced the following persons present.

1. Each director of the Board and member of Sub-Committees
2. Herself as Managing Director
3. Vice President – Account and Finance, Ms. Sutasani Sukeechon
4. Independent Auditor from EY Office Limited, Ms. Satida Ratananurak
5. Legal consultant, Mr. Sayun Kotchapakdee
6. Management of Universal Food Plc. (UFC), Ms. Jaturaporn Thanapornsungsuth
7. Management of Universal Food Plc. (UFC), Mr. Kamol Panpatrapong

The Chairman gave an explanation to all shareholders about:-

1. electronic voting method
2. criteria of voting i.e. each shareholder shall have one vote for each share which he or she holds. A shareholder could cast a vote to approve, disapprove or abstain, and the votes were not divisible as partial votes.
3. resolution for each normal agenda item would require a majority vote of the shareholders who have attended the meeting and casted votes, except for Agenda No. 6 about the remuneration for the Company's Directors, which would require a vote of not less than two-thirds of the total number of votes of shareholders who have attended the meeting and casted votes.
4. vote counting and announcement of the vote

In case of a shareholder appointing a proxy to attend and vote on his/her behalf according to his/her vote intention as earlier specified in the proxy form, such vote would be counted and recorded by the Company at the time of electronic registration.

The Chairman further informed the meeting that in compliance with good corporate governance, the Company had given an opportunity to the shareholders to propose agenda items for the Annual General Meeting of Shareholders No. 1/2021 and to nominate candidates as the Company's Directors, through the Company's website from 16 November 2020 until 31 January 2021. However, no such proposal was received from shareholders.

After the above explanation, the Chairman proceeded to consider the proposed items on the agenda as described below.

**Agenda 1: To consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 1/2020 held on April 24, 2020**

The Chairman asked the Meeting to consider and adopt the minutes of the Annual General Meeting of Shareholders No. 1/2020 held on April 24, 2020 as per the copy of minutes delivered to all shareholders and enclosed with the letter of invitation to this Meeting.

The Chairman requested the Meeting to cast votes via electronic platform according to the electronic voting method described at the beginning of this Meeting.

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The Meeting resolved, with the majority vote of the Shareholders who attended the Meeting and casted votes, to adopt the minutes of the Annual General Meeting of Shareholders No. 1/2020 held on April 24, 2020 without any amendment. The details of the votes were announced as follows:-

Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Adopted	582,120,671	100.00
Rejected	-	-
Abstained	-	-
Void	-	-
Total	582,120,671	100.00

**Agenda 2: To acknowledge the Company's operating results and Annual Report for the Year 2020**

The Chairman asked the Meeting to acknowledge the 2020 Annual Report, prepared in QR Code format, delivered earlier to every shareholder.

The Chairman summarised the major items of 2020 financial statements as per the table. Based on the Statements of Income (Company only), the Chairman reported that sales revenue in 2020 was 4.97 billion Baht (2019 : 4.56 billion Baht).

Other significant items included:-

- Cost of sales as a percentage of sales revenue increased from 79.9% to 85.8% due to higher cost of raw material.
- S&A Expenses as a percentage of sales revenue decreased from 9.2% to 8.6%.
- As a result, profit for the year 2020 decreased by 233 million Baht to 276 million Baht (2019 : 509 million Baht).

The summary of financial statements

Statements of Income (Company only)	2020		2019	
	Baht	%	Baht	%
Sales revenue	4,974,219,337	100.0	4,563,024,066	100.0
Other income	61,982,670	1.2	107,216,248	2.3
Total revenues	5,036,202,007	101.2	4,670,240,314	102.3
Cost of sales	(4,268,827,216)	(85.8)	(3,646,762,610)	(79.9)
Selling and administrative expenses	(427,179,749)	(8.6)	(421,707,389)	(9.2)
Financial cost	(1,708,473)	(0.0)	(1,444,016)	(0.0)
Income tax expenses	(62,676,836)	(1.3)	(91,302,895)	(2.0)
Net profit after tax	275,809,733	5.5	509,023,404	11.2

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The Chairman invited the Meeting to ask questions and express opinions.

**The Meeting acknowledged the 2020 Annual Report. There was no voting on this agenda.**

**Agenda 3: To consider and approve the Audited Statements of financial position and Statements of comprehensive income for the Year Ended December 31, 2020**

The Chairman asked the Meeting to consider and approve the Audited Financial Statements for the year ended December 31, 2020 as delivered to the shareholders earlier and enclosed with the Annual Report.

Since no questions were raised, the Chairman asked the Meeting to consider and approve the Audited Financial Statements for the year ended December 31, 2020.

The Chairman requested the Meeting to cast votes via electronic platform according to the electronic voting method described at the beginning of this Meeting.

**The Meeting resolved, with the majority vote of the Shareholders who attended the Meeting and casted votes, to approve the Audited Financial Statements for the year 2020 ended December 31, 2020. The details of the votes were announced as follows:-**

Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Approved	581,791,171	100.00
Disapproved	-	-
Abstained	-	-
Void	-	-
<b>Total</b>	<b>581,791,171</b>	<b>100.00</b>

**Agenda 4: To consider and approve the payment of dividends for the year 2020, and the appropriation of the net profits to the reserve fund in accordance with the law**

The Chairman informed the Meeting that the Board of Directors recommended to pay a dividend for the year 2020 to a total of 820,000,000 shares at the rate of 0.22 Baht per share, equivalent to 180,400,000 Baht. The record date for the eligible shareholders who have the right to receive the dividend will be on March 11, 2021 and the payment date shall be May 10, 2021.

The payout ratio was at 65.41% of the net profit after tax (based on company only financial statements), compared with 0.40 Baht per share paid for the operational year 2019 (payout ratio of 64.44%). The payout ratio was higher than the Company's policy of paying a dividend of not less than 40% of its net earnings after tax to shareholders subject to the Company's future investment and funding requirements.

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As for the legal reserve, it already complies with the 10% minimum, hence there is no requirement for a further legal reserve.

The Chairman asked the Meeting to consider and approve the dividend payment for the year 2020.

The Chairman requested the Meeting to cast votes via electronic platform according to the electronic voting method described at the beginning of this Meeting.

**The Meeting resolved, with the majority vote of the Shareholders who attended the Meeting and casted votes, to approve the proposed dividend payment to a total of 820,000,000 shares at the rate of 0.22 Baht per share, equivalent to 180,400,000 Baht. The record date for the eligible shareholders who have the right to receive the dividend will be on March 11, 2021 and the payment date shall be May 10, 2021. The details of the votes were announced as follows:-**

Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Approved	582,120,671	100.00
Disapproved	-	-
Abstained	-	-
Void	-	-
<b>Total</b>	<b>582,120,671</b>	<b>100.00</b>

**Agenda 5: To consider the election of directors to replace those directors whose term have expired**

The Chairman notified the Meeting that, according to Article 13 of the Company's Articles of Association, the Directors who have been longest in the office in a number of one-third of the Directors were due to retire by rotation at every Annual General Meeting of Shareholders. The three directors whose terms expire by rotation in this Shareholders' Meeting were 1) Assoc. Prof. Preecha Jarungidanan, Ph.D., 2) Mr. Whang Shang Ying and 3) Ms. Anchalee Suebchantasiri.

The Company earlier announced through the SET that in following good corporate governance practice, and to ensure the equitable treatment of shareholders' rights, during 16 November 2020 until 31 January 2021, the Company invited the shareholders to propose matters to be included on the agenda, as well as propose qualified candidate to be nominated as the Company's director ahead of the Annual General Meeting of Shareholders No.1/2021, according to such criteria and guidelines set out by the Company and published on the Company's website. No such proposal was received from the shareholders.

The Board of Directors after thorough consideration, had adopted the recommendation of the Nomination Committee, and proposed shareholders to re-elect the three directors namely Assoc. Prof. Preecha Jarungidanan, Ph.D., Mr. Whang Shang Ying and Ms. Anchalee Suebchantasiri. Each of them had the proper qualification required by the Public Limited Company Act B.E. 2535 and proper attributes such

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as education and experience, expertise in various professions as well as past performance as directors of the Company. The information of each proposed director was enclosed with the AGM Invitation.

The Chairman requested the Meeting to cast votes via electronic platform according to the electronic voting method described at the beginning of this Meeting.

**The Meeting resolved, with the majority vote of the Shareholders who attended the Meeting and casted votes, to approve the re-election of Assoc. Prof. Preecha Jarungidanan, Ph.D., Mr. Whang Shang Ying and Ms. Anchalee Suebchantasiri to hold office for another term. The details of the votes were announced as follows:-**

5.1 Re-election of Assoc. Prof. Preecha Jarungidanan, Ph.D., Independent Director

Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Approved	582,119,671	99.9998
Disapproved	1,000	0.0002
Abstained	-	-
Void	-	-
Total	582,120,671	100.0000

5.2 Re-election of Mr. Whang Shang Ying, Executive Director

Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Approved	577,551,871	99.2151
Disapproved	4,568,800	0.7849
Abstained	-	-
Void	-	-
Total	582,120,671	100.0000

5.3 Re-election of Ms. Anchalee Suebchantasiri, Managing Director

Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Approved	582,120,671	100.00
Disapproved	-	-
Abstained	-	-
Void	-	-
Total	582,120,671	100.00

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**Agenda 6: To consider and approve the remuneration for the Board of Directors and Sub-Committees' members for the year 2021**

The Chairman informed the Meeting that the Remuneration Committee had thoroughly and carefully considered all relevant factors in accordance with duties and responsibilities of each director, including comparison with other companies in the same industry as well as growth of business and profits of the Company, and recommended to maintain the remuneration to be the same as the previous year. The Board then proposed the Meeting to consider the remuneration payments for the Board of Directors and Sub-Committees' members for the year 2021 as follows:

<b>Amount (Baht/Person/Year)</b>	<b>Year 2021</b>	<b>Year 2020</b>	<b>Change</b>
• Chairman of the Board	687,960	687,960	-0-
• Independent Director	577,080	577,080	-0-
• Non Independent Non Executive Director	577,080	577,080	-0-
• Executive Director	273,420	273,420	-0-
• Non-Executive Director	577,080	577,080	-0-
• Audit and Corporate Governance Committee	438,480	438,480	-0-
• Nomination Committee	22,995	22,995	-0-
• Remuneration Committee	45,885	45,885	-0-

The above fee is fixed to be paid monthly, except the remuneration for Nomination Committee and Remuneration Committee, which shall be paid on yearly basis.

Apart from the above fee, no other remuneration would be paid to the Directors, except the cost of air-ticket, accommodation, and food for the directors residing outside Thailand who attend the meetings, and the cost of director liability insurance for all members of the Board.

It is noted that some Directors who are also directors and management of subsidiary companies will be paid remuneration from the respective subsidiary company. For the year 2020, the subsidiary companies paid a total remuneration of 9.71 million Baht to these Directors.

The Chairman requested the Meeting to cast votes via electronic platform according to the electronic voting method described at the beginning of this Meeting.

**The Meeting resolved, with the vote of not less than two-thirds of total number of votes of the Shareholders who attended the Meeting, to approve the remuneration payments for 2021 to the Company's directors as proposed. The details of the votes were announced as follows:-**

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Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
Approved	582,120,671	100.00
Disapproved	-	-
Abstained	-	-
Void	-	-
Total	582,120,671	100.00

**Agenda 7: To consider appointing an independent auditor including the remuneration for the year 2021**

The Chairman informed the Meeting that the Public Company Act B.E. 2535, as amended stipulated that the Annual General Meeting of Shareholders appointed the Company's auditor and determined auditor's remuneration.

In addition, the announcement of the Capital Market Supervisory Board No. Tor Jor 75/2561 stipulates that "the auditor of listed companies who has performed his or her duty in reviewing, auditing and giving opinion on the financial statements of the company for 7 consecutive fiscal years shall be rotated. In such case, the former auditor may be re-appointed after terminating the office of such auditor not less than 5 consecutive fiscal years".

With the recommendation of the Audit and Corporate Governance Committee, the Board considered and proposed the appointment of EY Office Limited with the following auditors as auditors of the Company for the year 2021 with any one of them conduct the auditing and express opinion on the Company's financial statements.

(1) Ms. Satida Ratananurak, Certified Public Accountant (Thailand) No.4753, who has conducted an audit for the Company for 3 years (2018 - 2020), and/or

(2) Mr. Wichart Lokatekrawee, Certified Public Accountant (Thailand) No.4451, who has conducted an audit for the Company for 3 years in (2010-2012), and/or

(3) Ms. Siriwan Surataepin, Certified Public Accountant (Thailand) No.4604 (has never signed Company's financial statement before).

The Audit and Corporate Governance Committee had considered the 3 auditors having regard to their performance, independence of auditing, amount of audit fee and recommended to the Board for the appointment of Ms. Satida Ratananurak and/or Mr. Wichart Lokatekrawee and/or Ms. Siriwan Surataepin of EY Office Limited as auditors of the Company for the year 2021 and proposed to approve the audit fee for the year 2021 amount at 1,710,000 Baht exclusive of out-of-pocket expenses, same as the year 2020. The audit fee is considered taking into account the Company's performance each year, commensurate with the companies in the same business, change of rules and regulations of the SET, the SEC, and the Accounting Standards.

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In the event those auditors are unable to perform their duties, EY Office Limited is authorised to assign another of its auditors to perform the audit and express an opinion on the Company’s financial statements in their place.

The proposed independent auditors do not have any relation and/or interest within the Company / Subsidiaries / Executives / major shareholders / the related persons of the mentioned parties. Therefore, they are independent in audit and express opinion on the Company’s financial statements. However, the proposed auditors and the auditors of subsidiaries, the related company and joint venture of subsidiary are from the same office.

The Chairman asked the Meeting to consider and approve the appointment of auditor and auditor’s remuneration for the year 2021.

The Chairman requested the Meeting to cast votes via electronic platform according to the electronic voting method described at the beginning of this Meeting.

**The Meeting resolved, with the majority vote of the Shareholders who attended the Meeting and casted votes, to approve the appointment of auditor and auditor’s remuneration for the year 2021 as proposed by the Board. The details of the votes were announced as follows:-**

Votes	Number of Votes	Percentage of voting rights exercised by the attending shareholders
<b>Approved</b>	<b>582,120,671</b>	<b>100.00</b>
<b>Disapproved</b>	-	-
<b>Abstained</b>	-	-
<b>Void</b>	-	-
<b>Total</b>	<b>582,120,671</b>	<b>100.00</b>

**Q&A Session**

Major questions were raised by shareholders and the Board of Directors clarifications were as follows:-

**Q1 :** The impact from COVID-19 pandemic and backup plan (from representative of Thai Investors Association named Ms. Jiraporn Amornpatarasilp)

**A1 :** The Chairman replied that even though the COVID-19 pandemic hit the sales volume of HORECA channel (Hotel, Restaurant, and Catering) in 2020 by 30% lower than 2019, the overall operating performance had not been impacted significantly by the COVID-19.

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

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However, the operating performance, in turn, was affected by the shortage of raw material driving up raw material cost, in particular during Q1/2020 as well as Q4/2020.

**Q2 :** Contingent liabilities from import duty and VAT assessment amounting to 186.9 million Baht (from representative of Thai Investors Association named Ms. Jiraporn Amornpatarasilp)

**A2 :** The Company already submitted an appeal against the duty assessment to The Customs in September 2020, and it was now still under consideration. The issue was the mistake in documentation. Hence the management believe that possibility of the unfavourable results of such matter is remote.

**Q3 :** The forecast of operating result in 2021 (from shareholder named Mr. Muangthong Sathiensakpong)

**A3 :** It was quite difficult to predict the business trend of palm oil. In recent years, palm oil price has been very volatile. Biodiesel was implemented in different percentage of palm oil blending for each year to optimise palm oil stock level and balance pricing between palm oil consumption and biodiesel usage. It could only be informed that the operating performance in Q1/2021 shall be better than the previous year.

**Q4 :** Possibility to invest in Cannabis business (from shareholder named Mr. Chai Manopas)

**A4 :** The Cannabis business is now under the study as it is quite challenging with many issues to consider such as the varieties of Cannabis. If it is worth to do, investment in Cannabis plantation might be undertaken by the plantation subsidiary, United Palm Oil Industry Plc. (UPOIC)

**Q5 :** Cost of refining palm oil and by-product (from shareholder named Mr. Muangthong Sathiensakpong)

**A5 :** Output from refinery process normally composed of 93% of refined palm oil and 5% of Palm Fatty Acid Distillate as by-product. Cooking (bottled) oil comes from further process i.e. fractionation of refined palm oil by separating solid (so-called palm stearin equals to 30%) from clear liquid part (70%).

**Q6 :** Export opportunity due to high world market price of Crude Palm Oil (CPO) (from shareholder named Mr. Muangthong Sathiensakpong)

**A6 :** UPOIC has the potential to export CPO but at present most of its products are sold to the refinery plant at LST for use as raw material (feedstock).

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**Q7 :** The policy to stock CPO to cover monthly production (from shareholder named Mr. Muangthong Sathiensakpong)

**A7 :** Such a policy has not determined exactly, as it depends on each period and the point of view on price trend. Normally the Company would stock up before entering low season.

**After answering all questions raised by shareholders, the Chairman adjourned the Meeting at 15.00 hrs.**

Ms. Anchalee Suebchantasiri  
The Chairman of the Meeting

Ms. Piyathida Sukchan  
Minutes Recorder

Certified true and correct

Ms. Anchalee Suebchantasiri  
Director

Ms. Piyathida Sukchan  
Director

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(Attachment 2)

**Annual Registration Statement / Annual Report 2021 (FORM 56-1 One report) (QR Code)**

Please click <http://www.lamsoon.co.th/annual.php?lang=en> to access the FORM 56-1 One Report. Or Shareholders are able to download information via QR Code by following steps.



**For iOS system**

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 then touch on the notification to access documents.

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 etc.

**For Android system**

1. Open application such as QR CODE READER etc.
2. Scan the QR code to access document.



(Attachment 3)

**Information of the Nominated Directors to be elected**

**1. Lackana Leelayouthayotin, Ph.D.**

Independent Director and Member of Nomination Committee

Age	69 years
Nationality	Thai
Address	64 Soi Bangna-Trad 25, Khwaeng Bangna Nuea, Khet Bangna, Bangkok 10260
Shareholdings (Ordinary Shares)	
- Held personally	None
- Held by spouse or minor children	None
The number of directorships in listed companies	
- Chairman	1 company
- Director	3 companies
Number of years as a director	7 years (date of appointment : 1 April 2015)
Family relation with management	None
Education	Doctor of Business Administration (DBA), Marketing, University of Southern Queensland, Australia Master of Business Administration (MBA), Marketing, Catholic University of Leuven, Belgium Bachelor of Science (BSC), Chemistry, Chulalongkorn University
Director Training Programme	Certificate of Completion for Advanced Audit Committee Program AACP30/2018 from Thai Institute of Directors (IOD) Certificate of Completion DCP 225/2016 from Thai Institute of Directors (IOD) Certificate of Corporate Governance for Directors and Top Executives of State Enterprises and Public Organizations from Public Director Institute (PDI), King Prajadhipok's Institute, 15/2016

**Note :** ■ *present* □ *past*



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Position in other listed companies

- Independent Director and Member of the Executive Committee, The Siam Commercial Bank Plc.
- Independent Director, Chairman of the Audit Committee, and Member of Nomination and Remuneration Committee, Techno Medical Plc.
- Chairman of the Board of Directors and Independent Director, Rojukiss International Plc.
- Director, GMM Grammy Plc.

Position in companies with relating business (specify only non-executive director)

- might have a conflict of interest with the Company None
- others None

Other Experience

- Consultant, Brand's Suntory (Thailand) Co., Ltd.
- Independent Director and Audit Committee, Shera Plc.
- Independent Director, Bangchak Retail Co., Ltd.
- Managing Director, Adviser and Beyond Co., Ltd
- President of the Foundation for Education of the Marketing Association of Thailand (MAT)
- Chairman, Voluntary Blood Donors Committee and member of the Recruitment and Promotion of Voluntary Blood Donors Committee, Thai Red Cross Society
- Vice President, Chulalongkorn University Alumni Association under Royal Patronage of His Majesty the King
- Committee, The Fund for patients and hospitals of Somdet Phra Nyanasamvara Somdet Phra Sangharaj Wat Bovoranives Vihara Foundation under Royal Patronage of His Majesty the King
- Chairman of the Fund Management Committee, Thailand Institute of Scientific and Technological Research National Innovation Agency (Public Organization)
- Director and Chairman of the Audit Committee, Thailand Institute of Nuclear Technology (TINT)
- Director, The ONE Enterprise Co., Ltd.
- Executive Director, Cerebos Pacific Limited, Singapore
- Chief Executive Officer of Health Supplement Division, Cerebos Pacific Limited, Singapore
- Executive Vice President & Chief Executive Officer of South East Asia, Cerebos Pacific Limited, Singapore
- Chief Executive Officer, Cerebos (Thailand) Co., Ltd.
- Executive Product Manager, Diethelm Co., Ltd.
- President of the Marketing Association of Thailand (MAT)

Meeting Attendance in 2021

- Attended the Board Meeting 7 times out of 7 times
- Attended the NC Meeting 4 times out of 4 times

**Note** : ■ present  past

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2. Ms. Piyathida Sukchan

Executive Director, Company Secretary, and Member of Risk Management Committee

Age 53 years  
Nationality Thai  
Address 64 Soi Bangna-Trad 25, Khwaeng Bangna Nuea,  
Khet Bangna, Bangkok 10260

Shareholdings (Ordinary Shares)  
- Held personally 100 shares (0.000012%)  
- Held by spouse or minor children None

The number of directorships in listed companies  
- Chairman 0 company  
- Director 2 companies

Number of years as a director 9 years (date of appointment : 26 April 2013)

Family relation with management None

Education M.A. in Development Economics,  
National Institute Development Administration;  
B.A. in Economics (Finance),  
Thammasat University

Director Training Programme Certificate of Completion DCP 36/2003 from  
Thai Institute of Directors (IOD)  
Certificate of Thai Intelligent Investors 1/2012  
(TIIP1) from Thai Investor Association and Stock  
Exchange of Thailand  
Company Secretary Program (CSP) 114/2020  
from Thai Institute of Directors (IOD)

Position in other listed companies  
■ Executive Director, United Palm Oil Industry Plc.

Other Experience  
■ Director, Lam Soon Holding Co., Ltd.  
■ Director, Bangkok Edible Oil Co., Ltd.  
■ Director, Phansrivivat Co., Ltd.  
■ Director, Phansri Co., Ltd.  
■ Director, Prachak Vivat Co., Ltd.  
■ Director, Siam Elite Palm Co., Ltd.  
□ Assistant Vice President for Securities Analysis Dept, Cathay Capital Co., Ltd.

Meeting Attendance in 2021  
- Attended the Board Meeting 7 times out of 7 times

**Note :** ■ present □ past



### 3. Mr. Ampol Simarojana

Non-Executive Director and Operations Consultant

Age 65 years  
 Nationality Thai  
 Address 64 Soi Bangna-Trad 25, Khwaeng Bangna Nuea,  
 Khet Bangna, Bangkok 10260

Shareholdings (Ordinary Shares)

- Held personally None
- Held by spouse or minor children None

The number of directorships in listed companies

- Chairman 0 company
- Director 2 companies

Number of years as a director 27 years (date of appointment : 21 August 1995)

Family relation with management None

Education Bachelor of Science (Chemical Engineering),  
 Chulalongkorn University

Director Training Programme Certificate of Completion DCP 37/2003 from  
 Thai Institute of Directors (IOD)

Position in other listed companies

- Non-Executive Director, United Palm Oil Industry Plc.
- Executive Director, United Palm Oil Industry Plc.

Other Experience

- Director, Siam Elite Palm Co., Ltd.
- Director, Lam Soon Holding Co., Ltd.
- Manager of Melting Division, Siam Asahi-Technoglass Co., Ltd.

Meeting Attendance in 2021

- Attended the Board Meeting 7 times out of 7 times

**Note :**  present  past



(Attachment 4)

**Information of Independent Directors who may be appointed as the shareholders' proxy**

Name	Age (years)	Positions	Address	Conflict of Interests in the Proposed Agenda
1. Mr. Thira Wipuchanin	73	Independent Director Chairman of the Board Chairman of Audit and Corporate Governance Committee	64 Soi Bangna-Trad 25, Khwaeng Bangna Nuea, Khet Bangna, Bangkok 10260	No any special conflicts of interest for every Agenda. Have normal conflict of interest in Agenda 6 (To consider and approve the remunerations for the Board of Directors and Sub-Committees' members for the year 2022)
2. Assoc. Prof. Preecha Jarungidanan, Ph.D.	76	Independent Director Member of Audit and Corporate Governance Committee Chairman of Remuneration Committee Member of Nomination Committee		
3. Mr. Banchong Chittchang	74	Independent Director Member of Audit and Corporate Governance Committee Member of Remuneration Committee Member of Nomination Committee		

**Remark:**

Profiles of the Independent Directors are shown in the “Details of Board of Directors and Executives” of the FORM 56-1 One Report, page 99-102.





(Attachment 5)

### Company's Articles of Association related to Shareholders' Meeting and voting

**Article 12.** The appointment of a director shall be made by a majority vote of the shareholders' meeting in accordance with the following conditions and procedures:

- (1) One shareholder shall have one vote for each share;
- (2) Each shareholder shall exercise all the votes he has under (1) to appoint one or several person(s) to be director(s), provided that he cannot divide his votes to any person to any extent; and
- (3) Persons receiving the most votes are those who are elected to be directors, in descending order, to the number of directors who are to be elected. If there is a tie in the last to be elected any this exceeds the said number of directors, the presiding chairman shall have an additional casting vote.

**Article 13.** At every annual general meeting, one-third of the number of directors shall vacate office. If the number is not a multiple of three, then the number nearest to one-third must retire from office.

The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the director who has been in office for the longest term shall retire. A retiring director is eligible for re-election.

**Article 14.** Directors have the right to receive remuneration from the Company in the form of salary, awards, meeting allowances, retirement pensions, bonuses or other benefits in other forms, in accordance with the Articles of Association or with the approval of the shareholders at the shareholder's meeting, which may be a fixed amount or in accordance with the rules and may be periodically fixed or permanently fixed until changed. Directors may receive per diem and other welfare according to the Company's regulations, except the independent directors whose qualifications shall be in accordance with the notification of the Stock Exchange of Thailand.

Paragraph 1 above does not affect the right of the Company's officers or employees, who have been elected as director(s) to receive remuneration and other benefits in the position of the Company's officers or employees.

**Article 18.** The Shareholders' meeting may pass a resolution removing any director prior to retirement by rotation, by a vote of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote and the shares held by them shall not, in aggregate, by less than one half of the number of shares held by the shareholders attending the meeting and having the right to vote.

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

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 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.

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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 arrange via electronic media according to the conditions, procedures and methods prescribed by law.

Two or more Directors may ask the Chairman of the Board to convene a Board of Directors' meeting. In the event a meeting is requested by at least 2 Directors, the Chairman of the Board shall fix the date of the meeting within 14 days from the date of receipt of the request.

**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.

**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.

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

**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.

**Article 30.** In the shareholders' meeting, there shall be shareholders and proxies (if any) at a number of not less than twenty-five persons holding in aggregate not less than one-third of the total number of shares sold or shareholders and proxies at a number of not less than one-half of the total number of shareholders holding in aggregate not less than one-third of the total number of shares sold to constitute a quorum.

If after one hour from the time fixed for the shareholders' meeting, the number of shareholders present is insufficient to for a quorum as specified, if such shareholders' meeting was convened at the request of the shareholders, it shall be cancelled. If such shareholders' meeting was not convened at the request of shareholders, the meeting shall be called again and a latter notice calling for a meeting shall be sent to shareholders not less than 7 days before the date of the meeting. In the latter meeting, a quorum is not compulsory.

At a meeting of the shareholder, the chairman of the Board shall be the Chairman of the meeting. In the event that there is no Chairman or the Chairman is absent, if there is a Vice-Chairman, the Vice-Chairman shall be the Chairman of the meeting. In the absence of the Vice-Chairman or if the Vice-Chairman is unable to perform his duties, the meeting shall elect one of the shareholder present at the meeting to be the Chairman of the meeting.

**Article 31.** In casting votes one share shall be entitled to one vote and the resolution of the shareholders' meeting shall comprise the following votes:

- (1) In normal case, the majority of votes of shareholders who attend the meeting and cast votes. In case of equality of votes, the Chairman of the Board shall have an additional casting vote;
- (2) In the following cases, a resolution shall be passed by votes of not less than three-fourths of the total number of votes of shareholders who attend the meeting and are entitled to vote:
  - (a) The sales or transfer of the whole or substantial part of the business of the Company to other persons;
  - (b) The purchase or acceptance of transfer of business of other companies or private companies to the Company;
  - (c) The making, amendment or termination of contracts relating to the leasing out of the whole or substantial part of the businesses of the Company, the assignment to any other persons to

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manage the businesses of the Company, or the consolidation of the business with other persons with an objective towards profit and loss sharing;

- (d) The amendment of Memorandum or Articles of Association;
- (e) The increase or decrease in the Company's capital or the issuance of debentures;
- (f) The amalgamation or dissolution of the Company.

**Article 32.** Transactions to be conducted at the annual general meeting are as follows:

- (1) Reviewing the report of the Board of Directors covering the work done during the preceding year as proposed to the meeting by the Board of Directors;
- (2) Considering and approving the balance sheets and profit and loss accounts of the preceding fiscal year;
- (3) Considering the appropriation of profits, reviewing directors' remuneration and the appropriation of a reserved fund;
- (4) Election of new directors in place of those who must retire on the expiration of their terms;
- (5) Appointment of the auditor and fixing his remuneration; and
- (6) Other business.

**Article 35.** The Board of Directors shall cause to be made the balance sheet and profit and loss accounts as of the end of the accounting period of the Company, and shall submit the same to the shareholders' meeting for adoption at the annual general meeting. The Board of Directors shall arrange for the auditors to complete the auditing prior to submission to the shareholders' meeting the said balance sheet and profit and loss accounts.

**Article 36.** The Board of Directors shall send the following documents to the shareholders together with the invitation notice of the annual general meeting:

- (1) copies of the audited balance sheet and profit and loss accounts which have been audited by the auditor together with the report of the auditor;
- (2) the annual report of the Board of Directors;
- (3) copies of supporting documents attached to the annual report of the Board of Directors as determined by law.

**Article 37.** The auditor has a duty to attend the shareholders' meeting every time the balance sheet, profit and loss accounts, and problems pertaining to the Company's accounts are considered in order to make clarification in respect of the audit to the shareholders, and the Company shall also send to the auditor all reports and documents which should be received by the shareholders in such shareholders' meetings. The auditor must not be a director, staff, employee or a person holding any position in the Company.

The auditor has power to examine accounts, documents and any other evidence related to income and expenditure as well as assets and liabilities of the Company. In this connection, the auditor is empowered to interrogate the directors, staff and employees of the Company, including to instruct such persons to give facts or furnish documents pertaining to the operations of the Company. The auditor

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shall prepare report on balance sheet and account and submit the same to the Annual Ordinary General Meeting and shall state, in the report, that the balance sheets has been correctly prepared and whether they present the correct status of the Company's business.

**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.

**Article 39.** The Company must appropriate to a reserve fund from the annual net profit, not less than 5 percent 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 percent or more of the registered capital of the Company. In so doing, the Board of Directors shall render an opinion in connection therewith to be presented for approval at the shareholders' meeting.

**REFINERY**

236 Moo 4 Bangpoo Industrial Estate,  
Sukhumvit Road, Phraeksa Sub-district,  
Muang Samutprakarn District, Samutprakarn 10280  
Thailand  
Tel +66-(0)2-709 3610 - 24  
Fax +66-(0)2-324 0640

**CRUSHING MILL**

99/9 Moo 2 Sikao-Kuankun Road, Kalasae  
Sub-district, Sikao District,  
Trang 92150  
Thailand  
Tel +66-(0)75 270 690 - 1  
Fax +66-(0)75 270 692 - 3

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(Attachment 6)

**Guidelines for attending the Annual General Meeting of Shareholders  
 (Conducted Through Electronic Means) (E-AGM), and appointing proxy**

**1. In case the shareholders attending the E-AGM by themselves**

1.1. Please fill the registration form for the AGM (Conducted Through Electronic Means) (E-AGM) (**Attachment 9**). **Kindly fill Email and your cell phone number clearly in order to be used for the meeting registration and attach identification document to confirm the attendance of E-AGM** as follows:

- **In the event that the shareholder is an ordinary person** - a valid certified true copy of ID card, passport/ other official documents issued by government authority.
- **In the event that the shareholder is a juristic person** – please attach an executed version of the power of attorney or a proxy and supporting documents as per the detail in item “supporting documents for the appointment of proxy”.

Please submit the registration form for the AGM (Conducted Through Electronic Means) (E-AGM) and such identification document to the Company within **April 6, 2022** via the following channels:

- **Email:** company.secretary@lamsoon.co.th **or**
- **Post:** Lam Soon (Thailand) Public Company Limited, Company Secretary Office,  
 64 Soi Bangna-Trad 25, Bangna Nuea, Bangna, Bangkok 10260 **or**
- **Register and submit documents online via Document Registration System (URL or QR Code in Attachment 9)**

1.2. When the Company receives document as per item 1.1 from you, the Company will proceed with inspecting document for confirming the meeting attendance. Once the inspection is completed, the Company will send username and password, together with Weblink for attending the E-AGM. Kindly refrain from giving your username and password provided for shareholder to other person. **In the case your username and password are lost or you have not received it within April 6, 2022, please immediately contact the Company.**

1.3. The Company will send details such as username and password to you and also send a manual for using the E-AGM system at the same time. Please read the manual thoroughly from the Email that the Company sends to you. The system will be opened 60 minutes prior to the meeting in advance so that the shareholder can register for attending the meeting. However, the live broadcast will begin at 2.00 p.m.

1.4. For casting the vote during the E-AGM, a shareholder may cast his or her vote in each agenda to either approve, disapprove, or abstain from voting. For the shareholders who do not cast vote in any agenda, the system will automatically count your vote as “approve”.

1.5. If you have encounter with any technical problem in using the E-AGM system before or during the meeting, please contact Quidlab Company Limited who will be the Company’s service provider for the Company’s E-AGM. The Company will specify a contact channel to Quidlab Company Limited in the Email that the Company sends username and password to you.



## 2. In case the shareholders appointing proxy to attend the E-AGM

In case that a shareholder is unable to attend the meeting, he/she may authorize another person or the Company's independent director, to attend and vote on his/her behalf. The name of independent directors are as follows:

- Mr. Thira Wipuchanin
- Assoc. Prof. Preecha Jarungidanan, Ph.D.
- Mr. Banchong Chittchang

Information of Independent Directors are shown in Attachment 4. All independent directors have no special interest in every agenda. Please fill statement and sign in the proxy form, as appeared in Attachment 7 and send the proxy form together with supporting documents for the appointment of proxy (as specified below) to the Company within **April 6, 2022** via the following channels:

- **Email:** company.secretary@lamsoon.co.th **or**
- **Post:** Lam Soon (Thailand) Public Company Limited, Company Secretary Office,  
64 Soi Bangna-Trad 25, Bangna Nuea, Bangna, Bangkok 10260 **or**
- **Register and submit documents online via Document Registration System (URL or QR Code in Attachment 9)**

### Supporting documents for the appointment of proxy

#### Shareholder appoints a proxy

- 1) A Proxy Form which is completely filled and signed by the proxy grantor and the proxy;
- 2) A copy of valid ID card or passport certified true copy by the proxy grantor; and
- 3) A copy of valid ID card or passport certified true copy by the proxy.

#### Juristic person

- 1) A Proxy Form which is completely filled and signed by such juristic person's authorized person and have such juristic person's company seal affixed (if any) of the proxy granter and signed by the proxy;
- 2) A certified true copy of the Affidavit or Certificate of Incorporation which is issued in the period of not exceeding 1 year prior the proxy grantor's shareholder meeting;
- 3) A copy of valid ID card or passport certified true copy by the proxy grantor; and
- 4) A copy of valid ID card or passport certified true copy by the proxy.

#### For the person who is not Thai citizen or is a foreign juristic person

If the documents or evidence as per above is not in Thai or in English version, the shareholder must show translation of those documents in English which is certified true translation by the shareholder or such juristic person's authorized person (in the case of juristic person).

## 3. In case the shareholders wish to submit comments or questions

Channels for shareholders to submit comment or questions related to any relevant agenda to be considered in this E-AGM are as follows:

3.1 During the meeting, the shareholder attending the meeting can submit comments or questions during E-AGM system.

3.2 The shareholder can submit comments or questions in advance to the Company prior to the meeting date via following channels:

- **Email:** company.secretary@lamsoon.co.th **or**
- **Post:** Lam Soon (Thailand) Public Company Limited, Company Secretary Office,  
64 Soi Bangna-Trad 25, Bangna Nuea, Bangna, Bangkok 10260

## Proxy Form B

-----  
Made at.....

Date.....

(1) I/We..... Nationality.....  
Residing at No.....Road..... Tambon/Khwaeng.....  
Amphur/Khet.....Province.....Postcode.....

(2) being a shareholder of **Lam Soon (Thailand) Public Company Limited** holding the total amount of.....share(s) and having voting rights equivalent to.....vote(s), the details of which are as follows:

ordinary share..... share(s), having voting rights equivalent to.....vote(s)

preferred share..... share(s), having voting rights equivalent to.....vote(s)

(3) hereby authorize

(3.1).....Age.....Years

Residing at No..... Road..... Tambon/Khwaeng.....

Amphur/Khet..... Province..... Postcode..... or

(3.2) Independent Director

Mr. Thira Wipuchanin or

Assoc. Prof. Preecha Jarungidanan, Ph.D. or

Mr. Banchong Chittchang

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the Annual General Meeting of Shareholders No.1/2022 (Conducted Through Electronic Means), which will be held on **Friday, April 8, 2022 at 2.00 p.m.** broadcasted on the 6<sup>th</sup> Floor Conference Room of the Company's Head Office located at No. 64 Soi Bangna-Trad 25, Khwaeng Bangna Nuea, Khet Bangna, Bangkok, or such other date, time and place as the meeting may be held.



(4) I/we hereby authorize the proxy holder to vote on my behalf at this meeting as follows:

**Agenda 1: To consider and adopt the Minutes of the Annual General Meeting of Shareholders No.1/2021 (Conducted Through Electronic Means)**

- (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my wish as follows:
  - Approve       Disapprove       Abstain

**Agenda 2: To acknowledge the Company's operating results and Annual Registration Statement / Annual Report 2021 (FORM 56-1 One Report)**

-This agenda is for Shareholder's acknowledgement ; therefore, voting is not required-

**Agenda 3: To consider and approve the Audited Statement of financial position and Statement of comprehensive income for the Year Ended December 31, 2021**

- (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my wish as follows:
  - Approve       Disapprove       Abstain

**Agenda 4: To consider and approve the payment of dividends for the year 2021 and the appropriation of the net profits to the reserve fund in accordance with the law**

- (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my wish as follows:
  - Approve       Disapprove       Abstain

**Agenda 5: To consider the election of directors to replace those directors whose term have expired**

- (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my wish as follows:
  - Vote for all the nominated candidates as a whole
    - Approve       Disapprove       Abstain
  - Vote for an individual nominee
    - 1. Lackana Leelayouthayotin, Ph.D.**
      - Approve       Disapprove       Abstain
    - 2. Ms. Piyathida Sukchan**
      - Approve       Disapprove       Abstain
    - 3. Mr. Ampol Simarojana**
      - Approve       Disapprove       Abstain

**Agenda 6: To consider and approve the remunerations for the Board of Directors and Sub-Committees' members for the year 2022**

- (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my wish as follows:
  - Approve       Disapprove       Abstain

**Agenda 7: To consider appointing an independent auditor including the remuneration for the year 2022**

- (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my wish as follows:
  - Approve       Disapprove       Abstain

**Agenda 8: To consider and approve the amendment of the Company's Articles of Association, Article 11**

- (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my wish as follows:
  - Approve       Disapprove       Abstain

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

(6) In case I/we have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agendum specified above, including the case that there is any amendment, modification or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

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

Signed..... Grantor  
(.....)

Signed..... Proxy  
(.....)

Signed..... Proxy  
(.....)

Signed..... Proxy  
(.....)

Note:

1. A Shareholder shall appoint only one proxy holder to attend and vote at the Meeting.  
A Shareholder may not split shares and appoint more than one proxy holder in order to split votes.
2. In agenda regarding the election of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
3. In case that there is any further agenda apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex attached to Proxy Form B.

## Annex attached to the Proxy Form B

The Proxy of the shareholder of **Lam Soon (Thailand) Public Company Limited**

At the Annual General Meeting of Shareholders No.1/2022 (Conducted Through Electronic Means), which will be held on **Friday, April 8, 2022 at 2.00 p.m.**, broadcasted on the 6th Floor Conference Room of the Company's Head Office located at No. 64 Soi Bangna-Trad 25, Khwaeng Bangna Nuea, Khet Bangna, Bangkok 10260 or on any date and at any postponement thereof.

Agenda..... Subject.....

- (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my wish as follows:
  - Approve       Disapprove       Abstain

Agenda..... Subject.....

- (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my wish as follows:
  - Approve       Disapprove       Abstain

Agenda..... Subject.....

- (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my wish as follows:
  - Approve       Disapprove       Abstain

Agenda..... Subject.....

- (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my wish as follows:
  - Approve       Disapprove       Abstain

Agenda..... Subject.....

- (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my wish as follows:
  - Approve       Disapprove       Abstain



**Request form for Annual Registration Statement / Annual Report 2021  
 (FORM 56-1 One report)**

Lam Soon (Thailand) Public Company Limited

To Shareholders

Enclosed with the Invitation to the Annual General Meeting of Shareholders No. 1/2022, the Company has provided the Annual Registration Statement / Annual Report 2021 (FORM 56-1 One report) (which presents the Company's Financial Statements) in QR Code (2 languages).

However, Shareholders who wish to receive a hard copy of the FORM 56-1 One report, which has the same substance as QR Code, please fill in the details below and send this form to the Company at e-mail: company.secretary@lamsoon.co.th or the facsimile number 02-361-8988-9. For more information please contact: Ms. Saleela Boontrakulsuk Tel. 02-361-8959-87 ext.1513.

**Shareholders to complete the following information:**

Name \_\_\_\_\_ Surname \_\_\_\_\_

Company \_\_\_\_\_

Address for mailing \_\_\_\_\_

Contact phone no. \_\_\_\_\_ e-mail \_\_\_\_\_

**Document requested as follows. ( Please mark X to  )**

- Hard Copy of the FORM 56-1 One Report (Thai)
- Hard Copy of the FORM 56-1 One Report (English)

Shareholders in this letter refer to those whose names were listed on the record date, March 11, 2022 and eligible to attend the Annual General Meeting of Shareholders.





(Attachment 9)

แบบฟอร์มลงทะเบียนสำหรับการประชุมสามัญประจำปีผู้ถือหุ้นครั้งที่ 1/2565 (ผ่านสื่ออิเล็กทรอนิกส์) (E-AGM)

Registration Form for attending the Annual General Meeting of Shareholders No.1/2022 conducted through Electronic Means (E-AGM)

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

ข้าพเจ้า.....สัญชาติ.....  
I/We Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....  
Address Road Tambol/Khweng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....โทรศัพท์มือถือ.....อีเมล.....  
Province Post code Mobile phone number Email

เป็นผู้ถือหุ้นของ บริษัท ลำสูง (ประเทศไทย) จำกัด (มหาชน) (“บริษัท”) โดยถือหุ้น จำนวนรวมทั้งสิ้น.....หุ้น  
As a Shareholder of Lam Soon (Thailand) Public Company Limited (“The Company”) holding a total of Share(s)

ขอยืนยันว่าจะเข้าร่วมประชุมและออกเสียงคะแนนในการประชุมสามัญประจำปีผู้ถือหุ้น ครั้งที่ 1/2565 ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันศุกร์ที่ 8 เมษายน 2565 เวลา 14.00 น. โดย  
Hereby confirm to attend the Annual General Meeting No. 1/2022 conducted Through Electronic Means (E-AGM) on Friday, April 8, 2022 at 2.00 p.m. by

- เข้าร่วมประชุม E-AGM ด้วยตนเอง และขอให้บริษัทฯ จัดส่ง Weblink สำหรับการเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) พร้อม ชื่อผู้ใช้ (Username) และรหัสผ่าน (Password) มายังอีเมลข้าพเจ้า E-mail : .....  
I hereby confirm to attend the E-AGM. Please send a Weblink for attending the E-AGM, Username and Password to my Email.
- มอบฉันทะให้กรรมการอิสระของบริษัทฯ (นาย/นาง/นางสาว).....เข้าร่วมประชุม E-AGM แทนข้าพเจ้า  
I hereby confirm to appoint Independent Director (Mr./Mrs./Ms.) to attend the E-AGM on my behalf.
- มอบฉันทะให้ นาย/นาง/นางสาว.....เข้าร่วมประชุม E-AGM แทนข้าพเจ้า และขอให้บริษัทฯ จัดส่ง Weblink สำหรับการเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) พร้อม ชื่อผู้ใช้ (Username) และรหัสผ่าน (Password) มายังอีเมลของผู้รับมอบฉันทะ Email : .....  
I hereby confirm to appoint (Mr./Mrs./Ms.) to attend the E-AGM on my behalf.  
Please send a Weblink for attending the E-AGM, Username and Password to his/her E-mail.

ลงนาม/Signed \_\_\_\_\_ ผู้ถือหุ้น หรือ ผู้มอบฉันทะ / Shareholder

( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy

( )

หมายเหตุสำคัญ: โปรดดำเนินการจัดส่งแบบฟอร์มลงทะเบียนสำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ฉบับนี้ที่กรอกเรียบร้อยแล้ว พร้อมแนบเอกสารหลักฐานยืนยันตัวตน เพื่อใช้ในการตรวจสอบสิทธิในการเข้าร่วมประชุม E-AGM ให้แก่บริษัทฯ ภายในวันที่ 6 เมษายน 2565 ผ่านช่องทาง ต่อไปนี้

- อีเมล: company.secretary@lamsoon.co.th หรือ
- ไปรษณีย์: งานเลขานุการบริษัท บริษัท ลำสูง (ประเทศไทย) จำกัด (มหาชน) เลขที่ 64 ซอยบางนา-ตราด 25 แขวงบางนาเหนือ เขตบางนา กรุงเทพมหานคร 10260

Important remark: Kindly send this registration form for attending the AGM conducted through Electronic Means (E-AGM) which is completely filled and attached identification document for inspection in attending the E-AGM to the Company within April 6, 2022 via the following channels:

- Email: company.secretary@lamsoon.co.th or
- Post: Lam Soon (Thailand) Public Company Limited, Company Secretary Office, 64 Soi Bangna-Trad 25, Bangna Nuea, Bangna, Bangkok 10260





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

หรือ ท่านผู้ถือหุ้นสามารถลงทะเบียนและนำส่งเอกสารสำหรับการประชุมสามัญประจำปีผู้ถือหุ้น ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ทางออนไลน์ ได้ที่ระบบนำส่งเอกสาร ตาม link URL หรือสแกน QR Code ด้านล่าง

Shareholders may register and submit documents online for attending the E-AGM via Document Registration System for E-Meeting as indicated below URL or scan QR Code.

URL- <https://lst.foqus.vc/registration/>

QR Code



**หมายเหตุ :**

หากต้องการความช่วยเหลือในการส่งเอกสาร กรุณาติดต่อ บริษัท ควิดแล็บ จำกัด เบอร์โทร 02-013-4322, 080 008 7616  
 อีเมล [info@quidlab.com](mailto:info@quidlab.com)

ทั้งนี้ การลงทะเบียนเอกสารจะเริ่มตั้งแต่วันที่ 15 มี.ค. 2565 ถึงวันที่ 6 เม.ย. 2565

**Notes :**

If you need assistance submitting documents, please contact Quidlab at Phone: 02-013-4322, 080 008 7616  
 email : [info@quidlab.com](mailto:info@quidlab.com)

**Document Registration will start on 15 March 2022 until 6 April 2022.**

REFINERY  
 236 Moo 4 Bangpoo Industrial Estate,  
 Sukhumvit Road, Phraeksa Sub-district,  
 Muang Samutprakarn District, Samutprakarn 10280  
 Thailand  
 Tel +66-(0)2-709 3610 - 24  
 Fax +66-(0)2-324 0640

CRUSHING MILL  
 99/9 Moo 2 Sikao-Kuankun Road, Kalasae  
 Sub-district, Sikao District,  
 Trang 92150  
 Thailand  
 Tel +66-(0)75 270 690 - 1  
 Fax +66-(0)75 270 692 - 3





**Privacy Notice for the E-AGM No. 1/2022**

of

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

In compliance with the Personal Data Protection Act B.E. 2562, the Company would like to inform you (shareholders and/or proxies) as follows:

**1. Data controller:** Lam Soon (Thailand) Public Company Limited (“the Company”): The contacting details are as appeared in the Notice of the Annual General Meeting of Shareholders No. 1/2022 through electronic means (E-AGM)

**2. Personal data to be collected:** The Company needs to collect your personal data for the purpose of arrangement of the E-AGM and your attendance. The personal data as you have submitted to the Company includes name, surname, address, email address, mobile phone no., a certified true copy of valid identification documents (ID card, passport/other official documents issued by government authority), number of shares, log file of electronic traffic data, voice and video during the E-AGM, and other information related to the E-AGM. The Company will take photographs and carry out voice and video recording during the E-AGM.

**3. Objectives, necessity and personal data processing:** The Company will process your personal data in accordance with the objectives and necessity as follows:

- The Company will collect and use your data for the purpose of calling, arranging and managing the E-AGM including personal identification, registration, the quorum calculation, vote counting, conducting other right relating to the E-AGM, sending the relevant documents and other actions in accordance with the E-AGM’s resolutions, including other relevant procedures to comply with the laws and orders of any competent authorities pursuant to Public Limited Companies Act, B.E. 2535, and other relevant laws.

- The Company will collect and use your data for preparing the E-AGM minutes, and keeping as evidences of your attendance to the E-AGM as well as for any activity as necessary related to the legitimate interest of the Company and other person to the extent that it is within your reasonable expectation.

- The Company will take photographs and carry out voice and video recording during the E-AGM for the use of reporting and publicizing the E-AGM via electronic means. You may appear in the photograph or voice or video recording during the E-AGM but your identity will not be described. If you are not willing to disclose your photograph or video of your part, please contact the Company to delete the same.





บริษัท ล้ำสูง (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](http://www.lamsoon.co.th)

**4. Source of personal data:** The Company will receive personal data directly from you via channels that the Company have set for identity proofing to attend the E-AGM and from Thailand Securities Depository Co., Ltd. as a registrar of the Company. In addition, the Company will receive personal data from recording video and voice throughout the E-AGM.

**5. Retention period of personal data:** The Company will keep your personal data for the duration as required and in accordance with laws, in order to comply with objective to organise the E-AGM.

**6. Personal data disclosure:** the Company may require to disclose your personal data for the purpose of the E-AGM arrangement and attendance as follows:

6.1 Law enforcement agencies such as the Ministry of Commerce, the Securities and Exchange Commission, Thailand, the Stock Exchange of Thailand and other regulatory authorities.

6.2 Electronic and printing media for the use of reporting and publicising the meeting.

6.3 Agencies, contractors, sub-contractors or other service providers, related to the arrangement of the E-AGM as necessary and for the legal benefit of the shareholders.

**7. Right of data owner:** Personal data owner has the right set forth in Personal Data Protection Act B.E. 2562 which may include the right to withdraw your consent, right to request access and receive personal data, right to rectification of personal data, right to request erasure or destruction of personal data, right to request for suspension of personal data, right to request to transfer personal data in regard to legal process, right to complain and right to object to collect, use or disclose of personal data. In case you wish to exercise the said right, please contact: [company.secretary@lamsoon.co.th](mailto:company.secretary@lamsoon.co.th) or send a letter to the Company Secretary Office, the address details of which appear in the Notice of the E-AGM.

**Remark:** All personal identity proofing documents that you submit to the Company such as copy of National Identification Card (ID card) or other official documents may contain sensitive data, e.g. race, blood type and religious which are not relevant to require for shareholders' meeting. If you do not black out the said data, the Company reserves the right to black out the said data upon received and the Company does not regard as collecting of your sensitive data.

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