



THAIRUNG

Ref. TR OMD 67/010

President,
Stock Exchange of Thailand

25th April 2024

Dear Sir,

Notification of Resolutions of Annual General Meeting of Shareholders 2024 (Edit)

We, Thai Rung Union Car Public Company Limited (“the Company”), beg to notify you of the following resolutions of Annual General Meeting of Shareholders 2024 held on 25th April 2024

1. Resolved to approve the Minutes of Annual General Meeting of Shareholders 2023 held on 26th April 2023 by the majority vote of shareholders who attended and casted their votes as follows:

In favour	527,986,093	votes, or	100%
Against	-	votes, or	-
Abstentions	-	votes, or	-
Voided ballot	-	votes, not constituted as vote	

2. Resolved to approve the Company’s Financial Statement for the year ended 31st December 2023 by the majority vote of shareholders who attended and casted their votes as follows:

In favour	527,986,093	votes, or	100%
Against	-	votes, or	-
Abstentions	-	votes, or	-
Voided ballot	-	votes, not constituted as vote	

3. Resolved to approve the allocation of net profit as legal reserve Bt.6,203,696.30 and to pay dividends for the year 2023 in cash at the rate of 0.20 baht per share, equal to 74.07% of consolidated net after-tax earnings, which will thus higher than the Company’s dividend policy, (the company's dividend policy, which to pay a dividend equal to approximately 40% of consolidated net after-tax earnings), the details as follows:

- from the profit on business exempt from corporation tax under BOI privilege, amount Bt.0.0288 per share, which shareholders are exempted from withholding tax and cannot be credited to tax.
- The remaining amount Bt.0.1712 per share to be paid from the unappropriated retained earnings and 2023 Earnings subject to corporate income tax of 20%, whereby individual shareholders are entitled to claim tax credit equalling the dividend proceeds times 20/80

To fix the Record Date for establishing the list of shareholders with dividend rights as 9 May 2024 (The XD, or ex-dividend date, the date on which a purchaser will not be entitled to receive the dividend, will be 8 May 2024), and to establish the date for payment of the dividend as 24 May 2024.

The meeting approved by the majority vote of shareholders who attended and casted their votes as follows:

In favour	527,986,093	votes, or	100%
Against	-	votes, or	-
Abstentions	-	votes, or	-
Voided ballot	-	votes, not constituted as vote	

บริษัท ไทยรุ่งยูเนี่ยนคาร์ จำกัด (มหาชน)

304 ถนนเจริญ แขวงหนองค้างพลู เขตหนองแขม กรุงเทพฯ 10160

THAI RUNG UNION CAR PUBLIC CO.,LTD.

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IATF 16949:2016, ISO 9001:2015, ISO 14001:2015

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4. Resolved to approve an reduction in the Company’s registered capital from Bt.681,883,894 to Bt. 681,642,653 through the cancellation of 241,241 common shares, each with a nominal value of Bt.1.00 which have been registered and allocate to support the stock dividend but not disposed, and approve an amendment to Article 4 of the Company’s Memorandum of Association in order to bring it into line with the proposed reduction in registered capital, by replacing it with the following:

“Article 4.

The registered share capital is 681,642,653 Baht (Six hundred and eighty-one million, six hundred and forty-two thousand, six hundred and fifty-three baht)
Divided into 681,642,653 shares (Six hundred and eighty-one million, six hundred and forty-two thousand, six hundred and fifty-three shares)

Each with a nominal value of 1.00 Baht

Divided into:

ordinary shares 681,642,653 shares (Six hundred and eighty-one million, six hundred and forty-two thousand, six hundred and fifty-three)
preference shares 0 share (Zero)”

The meeting approved by not less than three quarters of the total number of votes represented at the meeting as follows:

In favour	527,986,093	votes, or	100%
Against	-	votes, or	-
Abstentions	-	votes, or	-
Voided ballot	-	votes, not constituted as vote	

5. Resolved to approve an increase in the Company’s registered capital from Bt.681,642,653 to Bt. 682,642,653 by issuing 1,000,000 new ordinary shares each with a nominal value of Bt.1.00 and approve an amendment to Article 4 of the Company’s Memorandum of Association in order to bring it into line with the proposed increase in registered capital, by replacing it with the following:

“Article 4.

The registered share capital is 682,642,653 Baht (Six hundred and eighty-two million, six hundred and forty-two thousand, six hundred and fifty-three baht)
Divided into 682,642,653 shares (Six hundred and eighty-two million, six hundred and forty-two thousand, six hundred and fifty-three shares)

Each with a nominal value of 1.00 Baht

Divided into:

ordinary shares 682,642,653 shares (Six hundred and eighty-two million, six hundred and forty-two thousand, six hundred and fifty-three shares)
preference shares 0 share (Zero)”

The meeting approved by not less than three quarters of the total number of votes represented at the meeting as follows:

In favour	527,986,093	votes, or	100%
Against	-	votes, or	-
Abstentions	-	votes, or	-
Voided ballot	-	votes, not constituted as vote	



6. Resolved to approve the allocation of the 1,000,000 newly issued shares to accommodate the rights adjustment of the stock options to buy the company's ordinary shares under ESOP-2021 project. And empowering the Board of Directors and its duly appointed delegates to decide on details and other conditions attaching to the issue and allocation of the ordinary shares issued to cater to the stock dividend payment and the rights adjustment under ESOP-2021 project and to perform all such acts and sign all such documents as may be necessary and appropriate in connection therewith, including registering the shares with the Stock Exchange of Thailand.

The meeting approved by the majority vote of shareholders who attended and casted their votes as follows:

In favour	527,986,093	votes, or	100%
Against	-	votes, or	-
Abstentions	-	votes, or	-
Voided ballot	-	votes, not constituted as vote	

7. Resolved to appoint the following six persons:

- (1) Mr Atipong Atipongsakul, CPA No. 3500 or
- (2) Mr Vichai Ruchitanont, CPA No. 4054 or
- (3) Mr Satien Wongsanan CPA No. 3495 or
- (4) Ms. Kulthida Pasurakul CPA No. 5946 or
- (5) Ms. Patcharee Siriwongsin CPA No. 9037 or
- (6) Ms. Atchara Suknaibaiboon CPA No. 4642

all of ANS Audit Co.Ltd., as the Company's auditors for the year 2024 and that their remuneration for the year be established in an amount not exceeding Bt. 1,560,000 -.

The meeting approved by the majority vote of shareholders who attended and casted their votes as follows:

In favour	527,986,093	votes, or	100%
Against	-	votes, or	-
Abstentions	-	votes, or	-
Voided ballot	-	votes, not constituted as vote	

8. Resolved to appoint Directors to replace those retiring by rotation, as follows:

- 8.1 Assoc.Prof.Dr.Pipop Udom, to be appointed to serve a further term as an Independent Director of the Company by the majority vote of shareholders who attended and casted their votes as follows:

In favour	527,621,273	votes, or	99.9309%
Against	-	votes, or	-
Abstentions	364,820	votes, or	0.0691%
Voided ballot	-	votes, not constituted as vote	

- 8.2 Mr.Nart Liuchareon, to be appointed as an Independent Director of the Company by the majority vote of shareholders who attended and casted their votes as follows:

In favour	527,986,093	votes, or	100%
Against	-	votes, or	-
Abstentions	-	votes, or	-
Voided ballot	-	votes, not constituted as vote	



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9 Resolved to approve the establishment of Directors' remuneration for the year 2024 as follows:

1. Directors' remuneration for the year 2024 not to exceed Bt. 3,000,000.- in total
2. Monthly salary for the
 - 2.1. Chairman of the Board of Director Bt. 25,000.-
 - 2.2. Directors, per person Bt.20,000.-
3. Representation costs for
 - 3.1. Regular quarterly meetings Bt.20,000.- per person per meeting attended.
 - 3.2. Extraordinary meetings Bt.15,000.- per person per meeting attended.
As regards representation costs for extraordinary meetings over and above the scheduled quarterly meetings, for both Board of Directors Meetings and Committee meetings, this does not include persons who are part of management below Managing Director.
4. Others remuneration : ESOP Warrant 2021

The meeting approved by the majority vote of shareholders who attended and casted their votes as follows:

In favour	241,138,943	votes, or	99.9998%
Against	-	votes, or	-
Abstentions	500	votes, or	0.0002%
Voided ballot	-	votes, not constituted as vote	
No right to vote	286,846,650	votes, not constituted as vote	

Please be informed accordingly.

Yours faithfully,

Phakkawat Suwanmajo
Company Secretary

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