



**Minutes of Annual General Meeting of Shareholders 2020 of  
Thai Rung Union Car Public Company Limited,  
held on 28 April 2020 at 2.00 p.m.  
in the Phromphriang Room at the Company's Head Office,  
304 Macharoen Road, Khwaeng Nong Khang Phlu,  
Khet Nong Khaem, Bangkok**

**Directors in attendance (equal to 62%)**

- |    |               |               |   |
|----|---------------|---------------|---|
| 1. | Dr. Pranee    | Phaoenchoke   | Chairman  |
| 2. | Mr. Sompong   | Phaoenchoke   | Vice Chairman and Managing Director   |
| 3. | Ms. Kaewjai   | Phaoenchoke   | Director and Member of the Executive Committee  |
| 4. | Mr. Wuttichai | Phaoenchoke   | Director and Member of the Executive Committee  |
| 5. | Mr. Thavorn   | Chalassathien | Independent Director; Chairman of the Nomination & Remuneration Committee and Member of the Risk Management Committee |
| 6. | Mr. Sakchai   | Komgris       | Company Secretary   |

**Directors not in attendance**

- |    |             |                  |  |
|----|-------------|------------------|--|
| 1. | Mr. Suvait  | Theeravachirakul | Independent Director; Chairman of the Audit & CG Committee and Member of the Risk Management Committee                   |
| 2. | Mr. Damri   | Tunshevavong     | Independent Director, Member of the Audit & CG Committee and Nomination & Remuneration Committee                         |
| 3. | Mr. Somkiat | Nimrawee         | Independent Director, Member of the Audit & CG Committee, Risk Management Committee, Nomination & Remuneration Committee |

**Executives**

- |    |               |                   |   |
|----|---------------|-------------------|---|
| 1. | Mr. Phakkawat | Suwanmajo         | General Manager, Accounting & Finance Dept. (CFO) |
| 2. | Ms. Naiyana   | Prachotrattanakul | Manager, Office of Managing Director              |

**Authorised Auditors**

- |    |                |             |           |
|----|----------------|-------------|-----------|
| 1. | Ms. Phatcharee | Siriwongsil | ANS Audit |
|----|----------------|-------------|-----------|

The meeting started at 2.00 p.m.

Mr. Sakchai Komgris, Company Secretary, welcomed shareholders, explaining the special procedures put in place in view of the COVID-19 situation and requesting shareholders' strict cooperation with them in the interests of health and safety. He noted that 12 shareholders were in attendance in person, representing 398,806,800 shares, and 23 shareholders were in attendance by proxy, representing 96,773,985 shares, giving a total of 35 shareholders representing 495,580,785 shares, equal to 83.88% of the total of 590,846,931 shares outstanding and having the right to attend the meeting and vote and thus constituting a quorum as per the Company's Articles of Association. Dr. Pranee Phaoenchoke, Chairman of the Board, then declared the meeting open and asked Mr. Sakchai Komgris to assist by presenting the details of each item on the agenda for shareholders' consideration.

Mr. Sakchai, having first introduced the Directors, Executives, and Authorised Auditors, explained that the letter of invitation to the AGM and the various accompanying documents that would be referred to in the meeting had been sent to shareholders 21 days before the meeting, thus complying with the Company's Articles of Association and with the law, and the agenda items had also been made generally available in advance, since 23 March 2020, through the disclosure channels of the Stock Exchange of Thailand and on the Company's website, to give shareholders sufficient time to study the information in advance of the meeting.

Apart from this, the Company had also given shareholders the opportunity of putting forward names for consideration for nomination as Directors and/or proposing additional agenda items for the



shareholders' meeting, for three months, namely from October until December 2019. No shareholders had made use of this opportunity. He then explained the voting procedures as follows.

#### Voting process

1. After the company had presented all information on each agenda item, Khun Sakchai would propose that shareholders cast their votes on each agenda item.
2. Only shareholders wishing to cast their votes as 'against' or 'abstain' were required to mark ✓ in a box as 'against' or 'abstain' with signature on the ballots, and the ballots would be collected for counting with a barcode system.
3. Shareholders casting their vote 'in favour' or not indicating any mark on the ballots would be assumed to have voted 'in favour' of the agenda item as proposed by the Chairman. They did not need to raise their hands or submit the ballots to the officers. All ballots would be collected after the meeting.
4. Shareholders and proxies had the right to vote only in favour or against, or to abstain, on each item, except for foreign shareholders who had appointed a custodian in Thailand, who could split votes.
5. Proxies must vote in accordance with the determination given by the shareholder as specified in the Proxy Form, except if the shareholder had not specified the determination or the determination was unclear, in which case the proxy would be authorised to consider and vote on such matter as he or she deemed appropriate.
6. In the event that a shareholder or proxy holder registered to enter the Meeting after the chairman had already declared it open, such person would be entitled to vote only on such agenda items as remained.

#### Vote counting procedures

1. One share would be counted as one vote and resolutions would be passed by a majority of votes, except as stated otherwise by law or the Company's Articles of Association, in which case the chairman would inform shareholders before the voting process.
2. The Company used the ballots and barcode system for vote counting.
3. In counting the voting results for each agenda item, the total number of votes registered against and abstentions would be subtracted from the total number of votes present or duly represented at the Meeting, the difference being deemed to be the number of votes in favour of that motion. Any cards handed to the clerk after the end of collection cards for a particular motion had been announced would be deemed to have voted in favour.
4. For the agenda item concerning the appointment of Directors, the Company had handed out separate cards so that shareholders may vote on an individual basis.
5. For shareholders who had granted a proxy to an independent director of the Company to vote according to the shareholder's instructions, the Company had already recorded the votes in the computer system.
6. Shareholders having to leave the meeting before the voting or who were not present for a given agenda item could exercise their right to vote by handing the voting card in advance to the Company employee responsible for collecting the cards and recording the votes.
7. In the event of a tied vote, the Chairman of the Meeting would have a casting vote.
8. A shareholder having any special interest in a resolution, except for voting on the election of Directors, would not be allowed to vote on such resolution. A shareholder having a special interest or the proxy of such shareholder might be invited by the Chairman to temporarily leave the Meeting.
9. The voting results would be announced in terms of votes in favour, against, abstentions, invalid ballots and no voting right. For each agenda item, the quorum would be based on the latest number of shares held by attendants present in the Meeting.

In the following cases the Company would consider the vote to be **spoiled and void**.

1. a card that does not mention the vote or is not signed by the shareholder or the proxy holder
2. a card that has deletions or alterations, signs or indications that are not signed



3. a card that indicates a vote in more than one direction on a particular agenda item
4. a card with split votes (except in the case of a custodian)
5. a card indicating more votes than the number of voting rights held
6. a card indicating a vote by a proxy holder that is not in accordance with the instructions in the form of proxy

Before taking the vote on each proposed resolution, attendees would be given the opportunity to ask questions relating to the particular agenda item; shareholders or their proxies were asked to please write their questions or suggestions together with their full names on the slips of paper provided on the table rather than speaking through a microphone, so as to reduce communal touching of equipment, and to raise their hand for a Company officer to see when they wished to pose a question. If shareholders had questions not related to the particular agenda item, they were requested to ask them under item 8, “any other business”.

Having explained the voting procedure, Mr. Sakchai asked whether any shareholders had further questions about the voting registration procedure. There being no such questions, Mr. Sakchai started the meeting in accordance with the following agenda.

### **1. Approval of Minutes of Annual General Meeting of Shareholders 2019 held on 25 April 2019**

Mr. Sakchai asked shareholders to consider approving the minutes of Annual General Meeting of Shareholders 2019, held on 25 April 2019, as per pages 11-18 of the documentation sent to shareholders together with the invitation to the present meeting and as already disclosed in advance on the Company’s website.

Since shareholders had no comments or questions, Mr. Sakchai asked the meeting to proceed to vote on this motion.

**Resolved** unanimously to approve the minutes of the meeting referred to.

In favour	495,580,785	votes	100%
Against	-	votes	-
Abstentions	-	votes	-
Voided ballot	-	votes	not constituted as vote

### **2. To acknowledge the Company’s operating results for 2019.**

Mr. Phakkawat summarised the Company’s results for last year, by Group structure and type of business, overall view of the automotive industry and results by business unit and progress of the Collective Action Coalition project.

Mr. Phakkawat invited questions. This agenda item, being of a purely informative nature, did not require a resolution to be voted on.

### **3. Adoption of Balance Sheet and Income Statement for the Year ended 31 December 2019**

Mr. Phakkawat asked shareholders to consider adopting the Balance Sheet and Income Statement for the year ended 31 December 2019, which had been approved by the Company’s duly appointed auditors, the Audit and Corporate Governance Committee and the Board of Directors, details as mentioned under the heading Financial Statements on pp. 101-163 of the Company’s 2019 Annual Report, sent to shareholders in advance of the meeting.

Mr. Tongtos Paenglad, representing the Shareholders’ Rights Protection Volunteer Club of the Thai Investors Association, asked the following questions:

Q: In view of the auditor’s qualified opinion on the financial statements for 2019, what were the chances of an unqualified opinion in the coming years?

A: Khun Phakkawat said that the Company’s auditors could not issue an unqualified opinion since one joint venture company’s financial year ended on 31 March and two other joint venture companies were audited by different auditors.



Q: Why had Other Income increased from Bt.45.04 million in 2018 to Bt.246.81 million in 2019?

A: Khun Phakkawat explained that Other Income in 2019 included a non-recurring gain of Bt.202.34 million on the acquisition of the business of TTR Thairung (TTR) and that if this were not included, Other Income would have amounted to Bt.44.47 million, almost unchanged from the previous year.

There being no further questions, Mr. Sakchai asked the meeting to proceed to vote on this motion.

**Resolved** to adopt and approve the Balance Sheet and Income Statement for the year ended 31 December 2019 as proposed,

In favour	495,389,894	votes	99.96%
Against	190,801	votes	0.04%
Abstentions	-	votes	-
Voided ballot	-	votes	not constituted as vote

#### 4. Appropriation of Profit to Legal Reserve and Payment of dividend for 2019

Mr. Phakkawat explained that in accordance with Section 116 of the Public Companies Act B.E. 2535 (1992) and Article 48 of the Company's Articles of Association, the Company was obliged to appropriate to legal reserve not less than 5% of net earnings for each year, less any accumulated losses, until such time as the balance of the reserve reached an amount equal to 10% of the Company's registered capital. At 31 December 2019 the Company's registered capital was Bt.619,846,931 and its legal reserve stood at Bt.61,984,693.10 which was 10% of registered capital, so no addition to the legal reserve was required.

The Company's dividend policy was to pay a dividend equal to approximately 40% of consolidated net after-tax earnings each year, payable in the following year. However, such consideration of payment of dividends depended on the Company's and the Group's cash flow and investment commitments and also on future needs and appropriateness.

In 2019 the Company's net profit attributable to shareholders of the parent company was Bt.281.13 million (EPS Bt.0.48) as per the consolidated financial statements, of which Bt.78.79 million in profit from ordinary operations (EPS Bt.0.13) and a non-cash accounting gain of Bt.202.34 million in respect of the acquisition of the business of TTR Thairung Co Ltd (TTR). The Company's Board of Directors considered it appropriate to propose to the meeting of shareholders that it approve the payment of a dividend for 2019 in the amount of Bt.0.12 per share in cash, totalling Bt.70.90 million, equal to 90% of net operating profit after-tax, to be paid from profit on business exempt from corporation tax under BOI privilege, for which shareholders were not entitled to tax credit. Consequently the entire dividend would be paid net of withholding tax at source at the rate established by law.

The Company had proposed that the Record Date for establishing the list of shareholders with the right to receive a dividend be fixed at 12 May 2020. (The XD, or the date on which a purchaser would not be entitled to receive the dividend, would be 11 May 2020), and that the dividend be paid on 25 May 2020.

Q: Mr. Surachai Banyongpongler, a shareholder, asked why the dividend for 2019 was less than that for 2018 even though the Company had made more profit.

A: Khun Sompong explained that profit for 2019 was higher because of a non-recurring gain of Bt. 202.34 million on the acquisition of the business of TTR, and that this was merely an accounting gain, not a cash profit, so the Company had decided to pay a dividend equal to 90% of its ordinary profit from recurring activities.

There being no further questions, Mr. Sakchai asked the meeting to proceed to vote on this motion.



**Resolved** to approve the payment of a dividend for 2019 in cash in the total amount of Bt.0.12 per share on 25 May 2020, details as proposed above.

In favour	495,580,785	votes	100%
Against	-	votes	-
Abstentions	-	votes	-
Voided ballot	-	votes	not constituted as vote

#### **5. Appointment of Directors to Replace those Retiring by Rotation.**

Mr Sakchai referred to the requirement as per Article 18 of the Company's Articles of Association for one in three Directors to retire each year, the longest serving retiring first, retiring directors being eligible for re-election. At present the company had eight Directors, and this year three Directors were obliged to retire by rotation, namely:

1. Mr. Sompong Phaoenchoke Vice Chairman, Managing Director,  
Chairman of the Risk Management Committee
2. Mr. Suvait Theeravachirakul Independent Director,  
Chairman of the Audit and Corporate Governance Committee,  
Member of the Nomination and Remuneration Committee
3. Mr. Somkiat Nimrawee Independent Director, Member of the Audit and Corporate  
Governance Committee, the Nomination and Remuneration  
committee and the Risk Management Committee

Mr. Somkiat Nimrawee had expressed his wish not to be re-appointed for a further term as director.

The Board of Directors considered the proposal of the Nomination and Remuneration Committee appropriate for submission to the General Meeting of Shareholders, namely that it consider appointing Directors to replace those retiring by rotation, as follows:

1. to re-appoint Messrs. Sompong Phaoenchoke and Suvait Theeravachirakul, directors retiring by rotation, for a further term of office and to re-appoint them to the same positions on Board committees as those they currently occupied.
2. to appoint Mr. Tuanchai Manjit as an independent director and member of the various Board committees to replace Mr. Somkiat Nimrawee

The Company's Board of Directors had screened and considered the qualities of candidates proposed for appointment as directors individually, carefully and thoroughly, in accordance with the principles for the selection of directors and senior management and with the definition of independent director and considered that all three persons proposed above had the necessary qualifications pursuant to the Public Company Act B.E. 2535 and were knowledgeable and capable people who made a useful contribution to the conduct of the Company's business, performing their duties in a responsible, prudent and sincere manner in accordance with the Law, the Company's corporate object and Articles of Association and the resolutions of its Board of Directors and of its General Meeting of Shareholders.

As regards the independent director proposed for re-appointment, although he had held the post for more than nine years the Board of Directors considered that he was perfectly capable of expressing a genuinely independent opinion in accordance with the relevant guidelines of the SET and SEC.

Details and resumes of all three Directors together with information on their attendance at Board meetings could be found on pp. 19-22 of Attachment 4, sent to all shareholders together with the letter of invitation to this meeting.

Mr. Sakchai invited questions; there being no questions he asked the meeting to proceed to vote on this motion.



In accordance with corporate governance guidelines for the holding of AGMs, shareholders were asked to vote separately on the proposed appointment of each individual Director and to hand in all the corresponding cards.

### 5.1 Appointment of Mr. Sompong Phaoenchoke as Director for a further term.

**Resolved** to appoint Mr. Sompong Phaoenchoke as Director for a further term of office and to re-appoint him to the same positions on Board committees as those he currently occupied.

In favour	495,580,785	Votes	100%
Against	-	Votes	-
Abstentions	-	Votes	-
Voided ballot	-	Votes	not constituted as vote

### 5.2 Appointment of Mr. Suvait Theeravachirakul as an Independent Director for a further term.

**Resolved** to appoint Mr. Suvait Theeravachirakul as an Independent Director for a further term of office and to re-appoint him to the same positions on Board committees as those he currently occupied.

In favour	495,389,984	votes	99.96%
Against	190,801	votes	0.04%
Abstentions	-	votes	-
Voided ballot	-	votes	not constituted as vote

### 5.3 Appointment of Mr. Tuanchai Munjit as an Independent Director.

**Resolved** to appoint Mr. Tuanchai Munjit as an Independent Director and member of the three committees; the Audit and Corporate Governance Committee, the Nomination and Remuneration Committee and the Risk Management Committee.

In favour	495,580,785	votes	100%
Against	-	votes	-
Abstentions	-	votes	-
Voided ballot	-	votes	not constituted as vote

## 6. Establishment of Directors' Remuneration for the Year 2020

Mr. Sakchai informed the meeting that, bearing in mind that, in accordance with Article 16 of the Company's Articles of Association, Directors' remuneration had to be approved by a meeting of shareholders, the Company's Board of Directors had considered Directors' remuneration as proposed by the Nomination and Remuneration Committee, which had suggested bringing Directors' remuneration for 2020 more into line with the scope of their duties and responsibilities and with remuneration in other companies in the sector with the same level of revenues including other factors such as economic trend, growth of revenues, profit and number of the Board of directors, and therefore asked shareholders to consider approving establishment of Directors' remuneration as follows.

Component of remuneration	2020 (Proposed)	2019 (Actual)
1. Remuneration for the year <sup>/1</sup>	Bt.3,000,000 per year	Bt.1,800,000 per year (2019 AGM approved Bt.4,000,000)
2. Monthly salary	(same as 2019)	
2.1 Chairman	Bt.20,000 per month	Bt.20,000 per month
2.2 Directors, per person	Bt.15,000 per month	Bt.15,000 per month
3. Representation costs (per person per meeting attended)	(same as 2019)	
3.1 Regular quarterly meetings	Bt.20,000	Bt.20,000
3.2 Extraordinary meetings <sup>/2</sup>	Bt.15,000	Bt.15,000
4.Others	None	None



Note 1. Payment of each Director's remuneration to be considered by the Nomination and Remuneration Committee and submitted to the Company's Board of Directors for approval and payment in the following year (2021).

2. 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 from Managing Director down.

Mr Sakchai announced that for this agenda item there were Directors who were also shareholders, holding a total of 379,918,554 votes, who thus did not have the right to vote.

Mr. Sakchai invited questions; there being no questions he asked the meeting to proceed to vote on this motion.

**Resolved** to approve the establishment of Directors' remuneration for 2020 in all particulars as proposed above

In favour	115,662,231	votes	100%
Against	-	votes	-
Abstentions	-	votes	-
Voided ballot	-	votes	not constituted as vote
No right to vote	379,918,554	votes	not constituted as vote

#### 7. Appointment of Auditors and Establishment of Auditors' Remuneration for the Year 2020

Mr Sakchai asked shareholders to approve the appointment of the following five persons, all from ANS Audit Co Ltd, as the Company's auditors for 2020:

- |     |               |              |                 |
|-----|---------------|--------------|-----------------|
| (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 | Sirisongsilp | CPA No. 9037    |

and the establishment of their remuneration for the year in an amount not exceeding Bt. 1,503,500 - (including fees for special audit as per BOI announcement Bt.60,000).

The five above-mentioned auditors from ANS Audit Co Ltd had been auditors of the Company and its subsidiaries since 2009. None of them had any relation with or interest in the Company, its subsidiaries, administrators, major shareholders or any parties related to the foregoing.

Q: Mr. Tongtos Paenglad, representing the Shareholders' Rights Protection Volunteer Club of the Thai Investors Association asked why the amount shown for auditors' fees for 2020 in the call notice for the meeting, Bt.1,443,500, was not the same as that now proposed.

A: Mr. Phakkawat explained that in the call notice the item was divided into two parts: 1) fees for auditing TRU Bt.1,443,500 and 2) fees for the special BOI audit, included in other operating expense. The Bt.1,443,500 for the TRU audit together with the fees for the special BOI audit of Bt.60,000 gave a total of Bt.1,503,500 as proposed.

There being no further questions, Mr. Sakchai asked the meeting to proceed to vote on this motion.

**Resolved** to approve the appointment of the five auditors and the establishment of their remuneration in an amount not exceeding Bt. 1,503,500 - as proposed above,

In favour	495,580,785	votes	100%
Against	-	votes	-
Abstentions	-	votes	-
Voided ballot	-	votes	not constituted as vote



## 8. Any Other Business

Mr. Sakchai announced that, as far as the Company was concerned, all agenda items had now been dealt with, and invited any shareholders having questions or proposals to take the floor.

Mr. Tongtos Paenglad, representing the Shareholders' Rights Protection Volunteer Club of the Thai Investors Association asked:

Q: What was the Company's management approach for 2020 in the COVID-19 situation and what was its estimate of the return on its investments in joint ventures?

A: Mr. Sompong said that since late 2019 the effects of the delayed execution of the government budget on the various public infrastructure projects had persisted and in turn affected demand for and therefore sales of TTR's dumper trucks and concrete mixers. As for the COVID-19 situation which started in early 2020, the Company attached maximum importance to its employees' safety and had taken various measures and constantly monitored employees' symptoms. Apart from this, employees had also donated blood to Sirirat Hospital to help sick people who needed transfusions in this time of crisis.

As for trends in the Thai automotive industry in 2020, as a result of COVID-19 the Federation of Thai Industries estimated that the production volume might fall from 1.9 million to 1.4 million units, since the fact that 38 car factories worldwide had halted production would force Thai factories to do likewise temporarily in April and May. Apart from this there was also the factor of global oil prices which had fallen to US\$20 and even turned negative for the first time ever, and this had hit exports of pick-up trucks to countries in the Middle East; therefore he estimated that vehicles sales, both domestic and export, would be down by around 30%, in addition to which sales of industrial machinery such as excavators and tractors were also starting to slow.

The Company therefore had to urgently accelerate its belt-tightening measures, set targets for cost reductions and adjust the size of the organisation to the new situation, control costs and boost efficiency by applying technology to reduce cost of sales. Apart from this, efforts would continue to expand the export market, including new markets; for example last year the Company had succeeded in selling dies and auto parts to India, to a customer that produces Royal Enfield motorcycles, and this year there was a plan to export excavators to Japan and France, which had been temporarily suspended due to COVID-19. As for TTR, it had been affected by the delayed execution of the government budget as already mentioned. However, in this time of crisis, the transport business, such as that of Kerry, was again growing, with increasing demand for pick-up trucks fitted with cargo boxes. TTR has accordingly expanded its production line for this product, to increase the Company's revenues.

Apart from this, Thai Auto Pressparts (TAP), the subsidiary based in Rayong province, had been affected by General Motors' (GM's) announcement that it was ceasing business in Thailand and selling its factory to Great Wall, a Chinese company, and this would affect TAP's revenues in the second half of this year. Great Wall planned to start production towards the end of this year, and the Company expected to obtain some work from Great Wall, with which it had had good relations for many years and with which it had already negotiated some business in the past. Overall, this year would no doubt be a difficult one for the Company, but the management team would strive to reduce TTR's losses and review the investment policy with due prudence. Last year the Company had invested by buying the business of TTR, but the Company's debt to equity ratio remained very low, so if the economic situation recovered it still had plenty of capacity to act.

There being no further questions, Mr. Sakchai thanked all shareholders for attending and lending their constant support to the Company and asked them to fill in their AGM score cards and place them on the table on their way out. He then handed the floor to the Chairman for the closing words.



Dr. Pranee Phaoenchoke thanked the shareholders for their efforts in attending the meeting, emphasised the importance of transparency in the conduct of the Company's affairs, and assured shareholders of her and the Board's continued efforts to improve. She then declared the meeting closed.

The meeting was closed at 3.30 p.m.

Signed  ..... Chairman of the Meeting  
Dr. Pranee Phaoenchoke

Minutes recorded by:

  
.....  
Sakchai Komgris  
Company Secretary

Minutes certified by:

  
.....  
Sompong Phaoenchoke  
Managing Director