# Extraordinary Shareholders Meeting

Extraordinary Shareholders Meeting No. 1/2019 on Wednesday 4 September 2019 from 10.00 hrs. at the company meeting room, No. 126 Soi Chalong Krung 31, Chalong Krung Road, Khwaeng Lam Pla Thio, Khet Lat Krabang, Bangkok.





#### Index

|   | Page  |
|---|-------|
| Notice of the Extraordinary Shareholders Meeting No. 1/2019   | 1–3   |
| <b>Enclosures</b>   |       |
| 1. Copy of the Minutes of the Ordinary Shareholders Meeting No. 40/2019.  | 4–11  |
| <ol> <li>Copy of the Capital Increase Report Form (F53-4) and</li> <li>Copy of the Information Memorandum on issuance and offering of newly issued ordinary shares to the existing shareholders in proportion.</li> </ol> | 12–19 |
| 3. Articles of Association of the company relating to the shareholders' meeting and voting.   | 20–21 |
| 4. Information relating to documents and evidences that shareholders must present at the meeting of shareholders.   | 22    |
| 5. Profiles of Independent Directors for appointment of proxy   | 23    |
| 6. Map of the venue for the meeting of shareholders, and Details of transportation service for shareholders attending the meeting.  | 24–25 |
| 7. Proxy Form (2 types, please select to use only one of them)  |       |









ทะเบียนเลขที่ 0107537002150 126 ซอยฉลองกรุง 31 ถนนฉลองกรุง แขวงลำปลาทิว เขตลาดกระบัง กรุงเทพฯ 10520

Tel: (662) 326-0831, 739-4893 Fax: (662) 326-0837, 739-4892

E-mail: kkc@kulthorn.com, www.kulthorn.com

126 SOI CHALONG KRUNG 31, CHALONG KRUNG ROAD, KHWAENG LAM PLA THIO, KHET LAT KRABANG, BANGKOK 10520 THAILAND

LEADING MANUFACTURER IN HERMETIC COMPRESSOR FOR REFRIGERATION & AIR CONDITIONING SINCE 1980

#### Notice of the Extraordinary Shareholders Meeting No. 1/2019

27 August 2019

To

: All Shareholders

**Enclosures** 

- 1. Agenda 1, copy of the Minutes of the Ordinary Shareholders Meeting No. 40/2019.
- Agenda 2, agenda 3 and agenda 4, copy of the Capital Increase Report Form (F53-4) and copy of the Information Memorandum on issuance and offering of newly issued ordinary shares to the existing shareholders in proportion.
- 3. Articles of Association of the company relating to the shareholders' meeting and voting.
- Information relating to documents and evidences that shareholders must present at the meeting of shareholders.
- 5. Profiles of Independent Directors for appointment of proxy
- Map of the venue for the meeting of shareholders,
   and Details of transportation service for shareholders attending the meeting.
- 7. Proxy Form (2 types, please select to use only one of them)

The Board of Directors of the company has resolved to convene the Extraordinary Shareholders Meeting No. 1/2019 on Wednesday 4 September 2019 from 10.00 hrs. at the company meeting room, No. 126 Soi Chalong Krung 31, Chalong Krung Road, Khwaeng Lam Pla Thio, Khet Lat Krabang, Bangkok to transact the matters according to the following agenda:

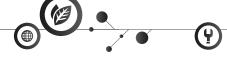
#### Agenda 1 To certify the Minutes of the Ordinary Shareholders Meeting No. 40/2019 held on 24 April 2019

<u>Background information</u> The Ordinary Shareholders Meeting No. 40/2019 was held on 24 April 2019 and the Minutes of the said meeting was submitted to the Stock Exchange of Thailand within 14 days from the date of the meeting and to the Ministry of Commerce according to the requirement of laws, and has been already posted on the company's website (www.kulthorn.com). A copy of the Minutes thereof is attached hereto for certifying (Enclosure 1).

Opinion of the Board of Directors The Board considers that the Minutes of the Ordinary Shareholders Meeting No. 40/2019 held on 24 April 2019 has been duly and fully recorded and it is appropriate to propose the meeting of shareholders to certify the said Minutes.

# Agenda 2 To consider approving the increase of the company's registered capital of Baht 300,000,000 from the existing registered capital of Baht 1,200,000,000 to be Baht 1,500,000,000 by issuing 3000,000,000 new ordinary shares at the par value of Baht 1 per share

<u>Background information</u> As the company need a fund to operate business and support the company expansion and to be used as the working capital for the amount of Baht 300,000,000. Therefore the company shall increase its registered capital of Baht 300,000,000 by issuing 300,000,000 new ordinary shares at the sales price of Baht 1 per share. (Enclosure 2)



Opinion of the board of directors It is appropriate to propose the meeting of shareholders to approve the increase of the company's registered capital of Baht 300,000,000 from the existing registered capital of Baht 1,200,000,000 to Baht 1,500,000,000 by issuing 300,000,000 new ordinary shares at the par value of Baht 1 per share

Which the resolution on this agenda shall have a vote of not less than of three-fourths of total number of votes of the shareholders attending the meeting and having the right to vote according to Section 136 of the Public Limited Companies Act B.E. 2535.

### Agenda 3 To consider approving the amendment of the Memorandum of Association No. 4 as to reflect the increase of the registered capital

<u>Background information</u> In accordance with the increase of the registered capital of the company in the amount of Baht 300,000,000 from the existing registered capital of Baht 1,200,000,000 to Baht 1,500,000,000 in Agenda 2, the amendment of the company's Memorandum of Association No. 4 is required.

Opinion of the board of directors The meeting of shareholders should approve the amendment of the of the Memorandum of Associations No. 4 in accordance with the increased of the registered capital, details as follow:

"No. 4 Registered Capital of 1,500,000,000 baht (one thousand five hundred million baht)

Divided into 1,500,000,000 shares (one thousand five hundred million shares)

With a par value of 1 baht (one baht)

Being Classified as

Ordinary Shares: 1,500,000,000 shares (one thousand five hundred million shares)

Preferred Shares: - shares (- shares)

Which the resolution on this agenda shall have a vote of not less than three-fourths of total number of votes of the shareholders attending the meeting and having the right to vote according to Section 31 of the Public Limited Companies Act B.E. 2535.

### Agenda 4 To consider approving the allotment of 300,000,000 new ordinary shares at the par value of Baht 1 per share offered to the existing shareholders of the company

Background information Regarding to the increase in the company's registered capital of Baht 300,000,000. The company will allocate the 300,000,000 new ordinary shares at the par value of Baht 1 per share by offering for the sale of those shares to existing shareholders pursuant to their shareholdings in the company (Rights Offering) at the proportion of 4 existing shares to 1 new share (in the case where the allotted share is in fraction, fraction of the share shall be rounded down) at the subscription price of Baht 1 per share. The shareholders register for the rights to subscribe for new ordinary shares shall be recorded on 21 August 2019. The subscription period will be from 16 September 2019 to 20 September 2019.

In the event that there are remaining shares of the Rights Offering and fraction of shares of the allotment of shares, those shares shall be allocated to shareholders subscribing for shares in excess of their rights pursuant to their entitlement (any fraction shall be rounded down) The allocation will be applied until all shares are fully subscribed.

Nevertheless, in the event that after the allocation of remaining shares to existing shareholders who subscribe for shares in excess of their rights pursuant to their entitlement, there are still fraction of remaining shares that can not be allocated to shareholders in whole number, the Board of Director and/or Authorized Director and/or any person(s) assigned by the Board of Director or Authorized Director shall be empowered to consider and allocate those remaining unsubscribed shares.

Details as per copy of Capital Increasing Report Form. (Enclosure 2)







Opinion of the Board of Directors It is appropriate to propose the meeting of shareholders to approve the allotment of 300,000,000 new ordinary shares at the par value of Baht 1 per share offered to the existing shareholders of the company (Rights Offering) according to the above details. The shareholders register for the rights to subscribe for new ordinary shares shall be recorded on 21 August 2019.

#### Agenda 5 To consider other businesses (if any)

According to Section 105 of the Public Limited Company Act B.E. 2535, the shareholders holding shares amounting to not less than one-third of the total number of paid up shares may request the meeting to consider matters other than those indicated in the notice calling for the meeting.

The shareholders register for the rights to attend the Extraordinary Shareholders Meeting No. 1/2019 was recorded on 21 August 2019.

All shareholders are cordially invited to attend the meeting according to the date, time and place stated above. The registration for attending the meeting will be started as from 08.00 hrs. on 4 September 2019. To appoint proxy, please complete the proxy form attached (Enclosure 7) and submit it, together with the related documents and evidences (Enclosure 4) to the company at the place and time as scheduled. The company shall provide the duty stamp for affixing on the proxy form.

Yours Sincerely,
Kulthorn Kirby Public Company Limited

(Mr Sutee Simakulthorn)

President

<u>Remark</u>: For the shareholder who can not attend the shareholder meeting, a proxy can be assigned to **Mr Tawatchai Jaranakarun or Vice Admiral Naruedom Sa-ardyen RTN.** The company's independent directors for attendance and voting in the Extraordinary Shareholders Meeting No. 1/2019, by sending the proxy document to Kulthorn Kirby Public Company Limited, No. 126 Soi Chalong Krung 31, Chalong Krung Road, Khwaeng Lam Pla Thio, Khet Lat Krabang, Bangkok 10520 before or within Tuesday 3 September 2019 at 16.00 Hours.



#### **Translation**

#### Kulthorn Kirby Public Company Limited Minutes of the Ordinary Shareholders Meeting No. 40/2019 On 24 April 2019

The meeting was held at the company's meeting room, No. 126 Soi Chalong Krung 31, Chalong Krung Road, Khwaeng Lam Pla Thio, Khet Lat Krabang, Bangkok.

Mr Sumeth Simakulthorn, the Chairman of the board of directors who presided over the meeting, assigned Pol. Gen. Pateep Tanprasert, the Company Secretary to introduce the company's directors, other executives and the auditor present at the meeting which they are names as follows:

#### **DIRECTORS** in attendance

| 1  | Mr Sumeth             | Simakulthorn | Chairman of the board of director                |
|----|-----------------------|--------------|--|
| 2  | Mr Tawatchai          | Jaranakarun  | Independent Director/Chairman of Audit Committee |
| 3  | Vice Admiral Naruedom | Sa-ardyen    | Independent Director/Audit Committee             |
| 4  | Mr Padoong            | Techasarintr | Independent Director/Audit Committee             |
| 5  | Mr Somlak             | Jiamtiranat  | Independent Director                             |
| 6  | Mr Katiya             | Greigarn     | Independent Director                             |
| 7  | Mr Suraporn           | Simakulthorn | Director   |
| 8  | Mr Prasan             | Tanprasert   | Director   |
| 9  | Pol. Gen. Pateep      | Tanprasert   | Director/Company Secretary                       |
| 10 | Mr Sutee              | Simakulthorn | Director/President                               |
| 11 | Mr Titisak            | Simakulthorn | Director/Executive Vice President                |
|    |                       |              | (Marketing and Acting Manufacturing)             |
| 12 | Mr Kanok              | Suriyasat    | Director   |
| 13 | Mr Abhijit            | Simakulthorn | Director   |
| 14 | Mr Surath             | Pralongsil   | Director/Executive Vice President (Finance)      |

In total 14 persons present at the meeting, representing 99.33 % of total number of directors.

#### THE EXECUTIVES in attendance

| 1 | Ms Penpak | Assarat | Deputy Manager, Finance Division          |
|---|-----------|---------|---|
| 2 | Ms Urai   | Atipak  | Manager (Accounting & Costing Department) |

#### **AUDITORS** in attendance

Auditors from EY Office Limited:

Ms Satida Ratananurak and Ms Monwipa Engkagul









The Company Secretary then informed the meeting that there were 21 shareholders and 12 proxies, in total 33 persons present at the meeting, representing 830,114,857 shares or at 69.18% which is not less than one-third of the total 1,200,000,000 issued and sold shares and there were shareholders and proxies attended the meeting of not less than 25 persons. It constituted a quorum according to the company's Articles of Association.

The Chairman further stated that during proceeding on each meeting agenda if any shareholder has any question, please raise the question. As for the voting in each agenda, to counting votes from every ballot would be time consuming and he asked the Company Secretary to give detail on this matter.

The Company Secretary stated that in each agenda the Chairman would propose resolution for the meeting's approval. Any shareholder who disapprove with the chairman's proposal or abstain vote, could cast his/her vote and sign his/her name on the distributed ballot and raise his/her hand, so that the company's staff would collect his/her ballot and count the votes. Other shareholders who did not raise their hands would be assumed that they approved with the proposed resolution in the agenda. Thus, if there were no hand raised, let it be agreed that the meeting unanimously approved with the chairman's proposal.

The Company Secretary stated before the meeting started that for the 2019 Ordinary Shareholders Meeting the Company was aware of the shareholders' rights and equitable treatment to the shareholders under the good corporate governance. The Company allowed the shareholders to propose the matter for consideration as agenda, submit the enquiries and name of the person to be elected as the company's director in advance since 1 October 2018 to 15 January 2019, notified and disclosed contact channels and period for proposing agenda and enquiries via SET and also provide details of the procedures on the company' website (www.kulthorn.com) and found that no shareholders proposed the matter for consideration as agenda, submit the enquiries and name of the person to be elected as the company's director to this meeting.

The Chairman therefore declared the meeting opened and proceeded the meeting according to the agenda.

The Meeting was opened at 10.10 hours

#### Agenda 1 To certify the Minutes of the Ordinary Shareholders Meeting No. 39/2018

The Chairman assigned the Company Secretary to propose the meeting to certify the minutes of the Ordinary Shareholders Meeting No. 39/2018 held on 25 April 2018 which the copy of the minutes was sent to all shareholders for considering in advance and had been already posted on the company's website.

The Company Secretary then informed the meeting that there were shareholders and proxies at the meeting, representing 862,430,346 shares

The Meeting, after considering unanimously certified the minutes of the Ordinary Shareholders Meeting No. 39/2018 held on 25 April 2018 with the following votes:

Approved 862,430,346 votes,

Disapproved - none 
Abstained - none 
Void ballot - none -

MA



equal to 100 %

#### Agenda 2 To consider acknowledging the company's Annual Report and the Board of Directors' report for 2018

The Chairman proposed the meeting to acknowledge the company's and subsidiaries results of business operations in 2018 and the Board of Directors' report, details as appeared in the Annual Report 2018 which was sent to all shareholders for considering in advance.

The meeting acknowledged the company's Annual Report and the report of the Board of Directors for the year 2018.

#### Agenda 3 To consider approving the company's financial statements for the year ended 31December 2018

The Chairman assigned the Company Secretary to present the matter to the meeting.

The Company Secretary stated that the Chairman requested the meeting to approve the company's financial statements for the year ended 31 December 2018 which was audited and certified by the company's auditor and was consented by the audit committee, and also was approved by the board of directors, details as appeared in the Annual Report 2018, the section of "Report of Independent Auditor and Financial Statements" which was sent to all shareholders for considering in advance.

The consolidated statements of the financial position and the income of the company and its subsidiaries are as follows:

| Total assets               | Baht | 7,142.11 | million |
|----------------------------|------|----------|---------|
| Total liabilities          | Baht | 5,573.81 | million |
| Total shareholder's equity | Baht | 1,568.30 | million |
| Total revenues             | Baht | 7,482.71 | million |
| Profit (loss) for the year | Baht | (605.79) | million |
| Basic earnings per share   | Baht | (0.505)  |         |

The statements of the financial position and the income of the company are as follows:

| Total assets               | Baht | 6,588.98 | million |
|----------------------------|------|----------|---------|
| Total liabilities          | Baht | 4,510.54 | million |
| Total shareholder's equity | Baht | 2,078.44 | million |
| Total revenues             | Baht | 3,920.07 | million |
| Profit (loss) for the year | Baht | (636.32) | million |
| Basic earnings per share   | Baht | (0.530)  |         |

After Company Secretary presented to the meeting, the Chairman then asked whether the shareholders had any questions or comments.

- Ms. Janenate Methaveevinij, a shareholder asked that there were higher cost of goods sold and any measures to minimize such cost of sales and services. There were also incurred of higher depreciation and amortization which would impact the net loss.
- Director / President explained that as a result of higher competition in motor compressor market and risen cost of production affected last year sales. He requested Ms. Penpak Assarat, Deputy Finance Manager to clarify to the meeting.









- Ms. Penpak Assarat, Deputy Finance Manager explained to the meeting that major factor of the higher cost of production if compared to sales was due to the fact that lower sales of refreigerator and air-conditioner motor compressor as there were price competition from China, changed in refrigerants technology as well as standard requirement for efficiency and energy saving. In addition to 20% increasing of copper and steel price, this was resulted in increasing in selling and administrative expenses and provision for impairment of investment in subsidiary, Kulthorn Premier Co., Ltd., at the amount of 260 million Baht.
- Ms. Janenate Methaveevinij also questioned that to whom the Company lose market competition and what are the corrective measures. What are the factors of net loss from amortization of land and equipments?
- Director / President clarified that in 2018 the Company sold and transferred assets of Kulthorn Metal Product Co., Ltd, forged steel business, to Kulthorn Steel Co., Ltd, the Company subsidiary in order to minimize operation cost. The selling amount was based on actual accounting standard which was not incurred any loss.
- Ms. Janenate Methaveevinij further asked that having received higher number of interests, whether the Company would be able to deduct from interest payable and how to manage loss from exchange rate.
- Director / President explained that in the past the Company made an order of copper and steel from oversea market at US dollars cost, but recently the policy changed to Thai Baht. The Company also sold to international market at Thai Baht to mitigate risk from exchange rate. Therefore, there was a little risk from exchange rate.
- Ms. Janenate Methaveevinij inquired that in 2018 was the first year of negative inventory balance. She also asked how to manage on this matter.
- Director / President clarified that as lower sales in 2018, the Company was necessary to reserve inventory in parallel. The Company policy also aimed for AEC market in a bid to minimize higher competition from China, transferring of production base of motor compressor AZ model to Kulthorn Premier Co., Ltd. in Prachinburi Province to gain higher revenue; was another alternative to leave the mentioned area for larger compressor model.
- Ms. Janenate Methaveevinij asked that what was the Company expectation of product selling to the US and what is the investment and payback period.
- Director / President clarified that the Company had resolution of Shareholders' Meeting approval for the investment in expanding production capacity of compressor model AW which was granted investment promotion from The Office of the Board of Investment (BOI) but ceasing with regards to the switching over such amount of investment to purchase the assets of US manufacturer of compressor which is comprised of machine and equipment, trade name, and intellectual property such as patents and trade mark etc. under the amount of 12 million USD. The project has been called "Bristol" thus the Company may not need additional investment from the Shareholders' Meeting approval. The compressor produced from Bristol project can be able to deliver for user acceptant test on the 3<sup>rd</sup> quarter of 2019 and expected commercial production to take off in the year 2020.
- Ms. Janenate Methaveevinij questioned that how many projects are under investment promotion from BOI.
- Director / President clarified that there were two projects under The Office of the Board of Investment (BOI) privilege those are production improvement project with total value of 200 MB (completed project- on process of operation) and capacity production enhancement of compressor model AW with the amount of 400 MB under 584,000 units production capacity. Bristol project, in which capacity of 2 million units, is pending for 1.5 millioin units' BOI privilege.



- Ms. Janenate Methaveevinij asked that during the operation of Bristol project which could take at least a year, what were the action plans to raise operating performance.
- Director / President clarified that the Company has transferred production line of compressor AZ model to Kulthorn Premier Co., Ltd. to facilitate the increasing number of jobs and income and to reduce redundancy of motor compressor of Kunthorn Premier Co., Ltd. to limit into 2 models whereas the Company also develop highest performance compressor which was ready for production including production capacity improvement project which was under investment promotion form The Office of the Board of Investment (BOI). Bristol project is on track for cost management and is expected to finish in due course.
  - Ms. Janenate Methaveevinij questioned about how to control and manage inventory for this year
- Mr. Surath Pralongsil, Director and Chief Financial Officer clarified that inventory for the year 2018 increased as a result of risen in raw materials in contrast this year 2019 the Company shall focus on lead time reduction whereby placing an order for production input to control stock as well as long period of pre-order in advance is not allowed but order placing from time to time will be applied.

No other question from the meeting, the Chairman then requested for the resolution on this matter from the meeting.

The Company Secretary informed the meeting that at present, there were shareholders and proxies at the meeting, representing 872,948,129 shares.

The Meeting, after considering unanimously approved the company's financial statements for the year ended 31 December 2018 with the following votes:

Approved

872,948,129 votes,

equal to 100 %

Disapproved

– none –

Abstained

– none –

Void ballot

- none -

#### Agenda 4 To consider approving the dividend omission for 2018's operational results.

The Chairman assigned the Company Secretary to present the matter to the meeting.

The Company Secretary stated that the business operation in the year 2018 was effected from the world fluctuated economic situation and the high competition resulted the company revenues from sales and the operation profit were lower than the target. Then in order to secure the liquidity for 2019's operations the dividend payment for 2018's operational results should be omitted.

After reporting, the Chairman proposed the meeting to approve the omission of dividend payment for 2018's operational results.

The Meeting, after considering unanimously approved the dividend omission for 2018's operational results with the following votes:

Approved

872,948,129 votes,

equal to 100 %

Disapproved

– none –

Abstained

– none –

Void ballot

- none -





#### Agenda 5 To consider electing the directors to succeed those retired by rotation

The Chairman assigned the Company Secretary to present the matter to the meeting.

The Company Secretary stated that in accordance with Clause 14 of the Articles of Association, at every ordinary shareholder meeting one-third of the directors shall retire from office and a director who retire from office may be re-elected.

This year one-third of the directors retiring by rotation of 5 persons are as follows:

1 Mr Sumeth Simakulthorn Chairman of the Board of Director

2 Mr Tawatchai Jaranakarun Independent Director and Chairman of Audit Committee

3 Mr Titisak Simakulthorn Director

4 Mr Somlak Jiamtiranat Independent Director5 Mr Katiya Greigarn Independent Director

All directors of the company excluding the retiring directors agreed to propose to the meeting of shareholders to re-elect all of the 5 retiring directors to succeed those retired by rotation

The Board of Directors agreed upon the nomination of Mr Tawatchai Jaranakarun, Mr Somlak Jiamtiranat who are acting as independent directors with over 9 years of experience and knowledgeable of our business. Which that can support their independent opinion on concerned regulation and corporate governance of company. The company has sent the history of the person who has been proposed to be the director of the company for the shareholders for considering in advance. And in this resolution, it is a vote to elect each director individually.

The Meeting, after considering elected directors by voting in an individual election, respectively, with the following votes

| Directors                  | Approved    |           | Disapproved |          | Abstain |   | Void ballot |
|----------------------------|-------------|-----------|-------------|----------|---------|---|-------------|
| Directors                  | Votes       | %         | Votes       | %        | Votes   | % | Void ballot |
| 1 Mr Sumeth Simakulthorn   | 872,948,129 | 100       | None        | None     | None    | - | None        |
| 2 Mr Tawatchai Jaranakarun | 872,948,119 | 99.999999 | 10          | 0.000001 | None    | - | None        |
| 3 Mr Titisak Simakulthorn  | 872,948,129 | 100       | None        | None     | None    | - | None        |
| 4 Mr Somlak Jiamtiranat    | 872,948,119 | 99.999999 | 10          | 0.000001 | None    | - | None        |
| 5 Mr Katiya Greigarn       | 872,948,129 | 100       | None        | None     | None    | - | None        |

After the meeting had elected 5 directors, the Company Secretary had announced the list of company's board of directors which consists of 15 persons as follows:

1 Mr Sumeth Simakulthorn 2 Mr Suraporn Simakulthorn

3 Mr Sutee Simakulthorn 4 Mr Titisak Simakulthorn

5 Mr Abhijit Simakulthorn 6 Mr Praphad Phodhivorakhun

7 Pol. Gen. Pateep Tanprasert 8 Mr Prasan Tanprasert

9 Mr Surath Pralongsil 10 Mr Kanok Suriyasat

11 Mr Tawatchai Jaranakarun 12 Mr Padoong Techasarintr

13 Mr Somlak Jiamtiranat 14 Mr Katiya Greigarn

15 Vice Admiral Naruedom Sa-ardyen

As Mr Tawatchai Jaranakarun, Mr Padoong Techasarintr, Mr Somlak Jiamtiranat, Mr Katiya Greigarn and Vice Admiral Naruedom Sa-ardyen, in total 5 persons are the independent directors.



#### Agenda 6 To consider approving the remunerations to the directors

The Chairman assigned the Company Secretary to present the matter to the meeting.

The Company Secretary stated that for the year 2019 the company's Board of Director resolved to propose the meeting of shareholders to approve the remunerations to the company's directors at the same rate of the year 2018 and as for remunerations, monthly fee to the Chairman of the Audit Committee will be Baht 15,000, to each member at Baht 10,000 which increased from the rates in year 2018 but were the same rates of the year 2017. Details are as follows:

|   | 2019                       | 2018                       |
|---|----------------------------|----------------------------|
| 1. To the company's directors (15 persons)      |                            |                            |
| 1.1 Monthly fee, Chairman of the Board          | Baht 30,000/month          | Baht 30,000/month          |
| Director (each)                                 | Baht 15,000/month          | Baht 15,000/month          |
| 1.2 Meeting allowance (each)                    | Baht 3,000/each attendance | Baht 3,000/each attendance |
| 1.3 Bonus /Incentive                            | None                       | None                       |
| 1.4 Other privileges                            | None                       | None                       |
| 2. To member of the Audit Committee (3 persons) |                            |                            |
| 2.1 Monthly fee, Chairman of the Committee      | Baht <b>15,000</b> /month  | Baht 12,000/month          |
| member (each)                                   | Baht <b>10,000</b> /month  | Baht 6,000/month           |
| 2.2 Meeting allowance                           | None                       | None                       |
| 2.3 Bonus /Incentive                            | None                       | None                       |
| 2.4 Other privileges                            | None                       | None                       |

The Board of Directors considered the proposed remuneration are suitable with duties, responsibilities of directors and the company performance which were compared with the remuneration of other companies in the same industry.

The resolution on this subject shall have a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting according to Section 90 of the Public Limited Companies Act B.E. 2535.

After reporting, the Chairman requested for the resolution on this matter from the meeting.

The Meeting, after considering unanimously approved the remunerations to the company's directors, the members of the audit committee as proposed with the following votes:

Approved

872,948,129 votes, eq

equal to 100 %

Disapproved

- none -

Abstained

- none -

Void ballot

- none -

#### Agenda 7 To consider approving the appointment of auditors and fixing the auditing fee for the year 2019

The Chairman assigned the Company Secretary to present the matter to the meeting.

The Company Secretary stated that in the year 2019, the Board of Directors with the recommendation of the Audit Committee proposed auditors from EY Office Limited to be the company's auditors as follows:







Ms. Satida Ratananurak

Certified public accountant no. 4753 and/or

Ms. Siriwan Suratepin

Certified public accountant no. 4604 and/or

Mr. Wichart Lokatekrawee

Certified public accountant no. 4451

Along with the company's annual auditing fee at Baht 1,330,000 which increased from the year 2018 amounting to Baht 170,000 and the reviewing fee for the first 3 quarters of interim financial statements in total amount of Baht 540,000 or Baht 180,000 each quarter which is the same amount as the previous year, in total amount of Baht 1,870,000.

EY Office Limited and the proposed auditors are independent persons and have no any conflict of interest with the company / the executives / the major shareholders, or other related to those parties.

After reporting, the Chairman requested for the resolution on this matter form the meeting.

The Meeting, after considering unanimously appointed the company's auditors for the year 2019 and approved the annual auditing fee, the reviewing fee for the interim financial statements, altogether 3 quarters as proposed with the following votes:

Approved

872,948,129 votes,

equal to 100 %

Disapproved

- none -

Abstained

- none -

Void ballot

- none -

#### Agenda 8 To consider other businesses

For this agenda the Chairman asked the shareholders if they had any question.

- Mr. Chartchai Triwimol, proxy from Thai Investors Association inquired about the anti-corruption policy whether the Company has participated in Thailand's Private Sector Collective Action Coalition against Corruption.
- Mr. Tawatchai Jaranakarun, Chairman of Audit Committee responded that the Company has anticorruption policy and it is considered as important issues and under the process of further study the details.

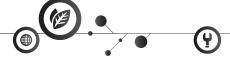
There was no other business to be discussed.

The Chairman then declared the meeting closed.

The Meeting was closed at 11.00 hours.

Note: The minutes of the meeting in English version has been translated from those in Thai, thus only the minutes in Thai will be used as reference.





#### Capital increase report form

#### Kulthorn Kirby Public Company Limited 7 August 2019

We, Kulthorn Kirby Public Company Limited, hereby report on the resolutions of the Board of Directors meeting no. 5/2019, held on 7 August 2019, relating to a capital increase/share allotment as follows:

#### 1. Capital increase:

The Board meeting passed a resolution approving the increase of the company's registered capital from Baht 1,200,000,000 to Baht 1,500,000,000 by issuing 300,000,000 ordinary shares with a par value of Baht 1 each, totaling Baht 300,000,000. Details of the each type of capital increase are:-

| Type of capital increase                       | Type of share         | Number of shares (shares) | Par value<br>(Baht/share) | Total<br>(Baht million) |
|--|-----------------------|---------------------------|---------------------------|-------------------------|
| ■ Specifying the purpose of utilizing proceeds | Ordinary              | 300,000,000               | 1                         | 300                     |
| □ General mandate                              | Ordinary<br>Preferred |                           |                           |                         |

#### 2. Allotment of new shares: Specifying the purpose of utilizing proceeds

| Allotted to  | Number of shares (shares) | Ratio<br>(old : new) | Sale price<br>(Baht/share) | Subscription and<br>payment period | Note |
|--------------|---------------------------|----------------------|----------------------------|------------------------------------|------|
| Existing     | 300,000,000               | 4:1                  | 1                          | 16-20 September 2019               | -    |
| shareholders |                           | (Fraction shall be   |                            | Time 9.00 - 16.00                  |      |
|              |                           | rounded down)        |                            |                                    |      |

- 2.1. The company has set the date to determining the list of shareholders who have the right to subscribe for new ordinary shares (Record Date) on 21 August 2019.
- 2.2. The allotment of new ordinary shares remaining from the subscription of shares by the existing shareholders and if there is a fraction of remaining shares, shall be operated as followed:

The Board of Directors passed a resolution to allow existing shareholders have the right to over-subscribe for the new shares according to their shareholding proportion. And when there are remaining shares from the subscription, The Company will allocate additional ordinary shares to shareholders, who have expressed their intention to subscribe for additional ordinary shares in excess of their right pursuant to their entitlement, in the same ratio as shareholders' entitlement (In the case that there is a fraction from the calculation shall be rounded down) and will be applied until all shares are fully subscribed.

In the event that after the allocation of remaining shares to existing shareholders, who subscribe for shares in excess of their rights pursuant to their entitlement, there are still fraction of remaining shares that can not be allocated to shareholders in whole number, the Board of Director and/or Director and/or any person(s) assigned by the Board of Director or Director shall be empowered to consider and allocate those remaining unsubscribed shares.







#### 3. Schedule for a shareholders' meeting to approve the capital increase/allotment

The Board of Director passed a resolution to schedule the Extraordinary Meeting of Shareholders No. 1/2019 to be held on 4 September 2019 at 10.00 hours at the company's meeting room, located in Latkrabang Industrial Estate, addressed 126 Soi Chalongkrung 31, Chalongkrung Road, Khet Lat Krabang, Bangkok.

■ The shareholders register for the rights to attend the Extraordinary Meeting of Shareholders No.1/2019 (Record date) shall be on 21 August 2019.

### 4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

-None-

#### Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

The company increases the company's registered capital by issuing 300,000,000 ordinary shares with a par value of Baht 1 each, totaling Baht 300,000,000. The Company will use the total proceeds from the capital increase as follows:

|      | Objectives  | Plan             |
|------|---|------------------|
| 5.1. | To operate business and support the company expansion | Baht 250,000,000 |
| 5.2. | To be used as the company's working capital           | Baht 50,000,000  |

However, when the capital increase according to the Objective 5.1 is left, the remaining amount could be used for the Objective 5.2.

#### 6. Benefits which the Company will receive from the capital increase/share allotment:

- 6.1. To strengthen the Company's business and support long-term growth from business expansion
- 6.2. To expand new market to the North America Market
- 6.3. To enhance the Company's revenue stability and future profits
- 6.4. To be used as working capital and strengthen the Company's financial structure

#### 7. Benefits which shareholders will receive from the capital increase/share allotment:

- 7.1. The Company has policy to pay dividends to shareholders each year. The dividend payout is expected to approximately 60% of the net profit after tax in the separate financial statement.
- 7.2. Subscribers of new shares issued for this capital increase will be the shareholders of the Company in the portion of their subscribed shares since the registration date of the change in the Company's paidup capital with the Department of Business Development, Ministry of Commerce. The Shareholders will be entitled to receive dividends according to their respective shareholding in the share register book as at the record date.





8. Other details necessary for shareholders to approve the capital increase/share allotment:

-None-

9. Schedule of action if the board of directors passes a resolution approving the capital increase or allotment of new shares:

| No. | Procedures of the capital increase   | Date/Month/Year   |
|-----|--|---|
| 1   | Board of Directors Meeting No. 5/2019 in order to approve the capital increase / allotment of new ordinary shares  | 7 August 2019   |
| 2   | Determine the shareholders who have the right to attend the Extraordinary Meeting of Shareholders No. 1/2019 and have the right to subscribe for new ordinary shares (Record Date)     | 21 August 2019  |
| 3   | Extraordinary Meeting of Shareholders No. 1/2019 in order to approve the capital increase / allotment of new ordinary shares   | 4 September 2019  |
| 4   | Register the resolution to increase the registered capital, the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce | Within 14 days from<br>the date that the<br>shareholders meeting<br>passed the resolution |
| 5   | The period of the new ordinary shares' subscription and the existing shareholders' payment of the capital increase shares (subscription period)  | 16-20 September 2019  |
| 6   | Register the paid-up capital with the Department of Business<br>Development, Ministry of Commerce  | Within 14 days after<br>the end of the<br>subscription period                             |
| 7   | Register the capital increase shares to the stock exchange market  | Will be announced later   |

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Signed\_

Sutee Simakulthorn) President Authorized director

Signed\_

Authorized director

(Mr. Surath Pralongsil)

Director







# Information Memorandum on issuance and offering of newly issued ordinary shares to the existing shareholders in proportion Of Kulthorn Kirby Public Company Limited

The Board of Directors' Meeting of Kulthorn Kirby Public Company Limited (the "Company") No. 5/2562, which was held on 7 August 2019, passed the resolution to propose the Extraordinary General Meeting of Shareholders No. 1/2019 on 4 September 2019 to consider approving as followings:

#### 1. Details of the Offering

- 1.1. The increase of the Company's registered Capital from Baht 1,200,000,000 to Baht 1,500,000,000 by issuing 300,000,000 ordinary shares with a par value of Baht 1 each, totaling Baht 300,000,000. And amend the Company's Memorandum of Association in order to be consistent with the Company's registered capital.
- 1.2. The allocation of the 300,000,000 new ordinary shares of the Company with a par value of Baht 1 per share allocate to existing shareholders of the Company in the proportion of the number of shares held by each shareholder (Right Offering) at the allocation ratio of 4 existing ordinary shares to 1 newly issued ordinary share, whereby any fraction of shares shall be round down, at the offering price Baht 1 per share, representing a total value Baht 300,000,000.
- 1.3. The company has set the date to determining the list of shareholders who have the right to subscribe for new ordinary shares (Record Date) on 21 August 2019. In addition, the rights to subscribe and be allocated of such new ordinary shares shall be uncertain until the approval from the Extraordinary General Meeting of Shareholders No. 1/2019 has been obtained.
- 1.4. This time is the issuance and offering of newly issued ordinary shares to the existing shareholders of the Company in the proportion of the number of shares held by each shareholder. The Board of Directors passed a resolution to allow existing shareholders have the right to over-subscribe for the new shares according to their shareholding proportion. And when there are remaining shares from the subscription, The Company will allocate additional ordinary shares to shareholders, who have expressed their intention to subscribe for additional ordinary shares in excess of their right pursuant to their entitlement, in the same ratio as shareholders' entitlement (In the case that there is a fraction from the calculation shall be rounded down) and will be applied until all shares are fully subscribed.

In the event that after the allocation of remaining shares to existing shareholders, who subscribe for shares in excess of their rights pursuant to their entitlement, there are still fraction of remaining shares that cannot be allocated to shareholders in whole number, the Board of Director and/or Authorized Director and/or any person(s) assigned by the Board of Director or Authorized Director shall be empowered to consider and allocate those remaining unsubscribed shares.



#### 2. Purpose of share issuance and plan for utilizing the proceed

The company increases the company's registered capital by issuing 300,000,000 ordinary shares with a par value of Baht 1 each, totaling Baht 300,000,000. The Company will use the total proceeds from the capital increase as follows:

- 2.1. The company plans to use the capital of Baht 250,000,000, approximately 83.33 percent of the amount received from the offering of the newly issued ordinary shares during the year 2019 to 2020 in business operations and to support the Company's expansion. It is related to the Company's existing business of motor compressors, by expanding new product lines in the Bristol Compressor project, under the trademark copyright of "BRISTOL".
- 2.2. The company plans to use the capital of Baht 50,000,000, approximately 16.67 percent of the amount received from the offering of the newly issued ordinary shares within the fourth quarter of 2019 as the Company's working capital.

However, when the capital increase according to the Objective 2.1 is left, the remaining amount could be used for the Objective 2.2.

### 3. Impact on the Existing Shareholders from the Issuance and Offering of the Newly Issued Ordinary Shares to the Existing Shareholders

#### 3.1. Impact on stock price (Price Dilution)

| Price Dilution              | =(Market price before offering - Market price after offering)  Market price before offering  |
|-----------------------------|--|
| Whereas<br>Market price     | The weighted average market price of shares for the past, 15 consecutive<br>business days prior to the date of the Board of Directors Meeting No.<br>5/2019, which was held on 7 August 2019 and passed a resolution of the<br>capital increase (from 15 July 2019 to 6 August 2019), which is equal to<br>Baht 1.02 per share (Stock Trading data from SET) |
| Market price after offering | (market price x number of paid-up shares) + (offering price of the newly issued ordinary shares to the existing shareholders X number of the newly issued ordinary shares offered to the existing shareholders)  (Number of paid-up shares + number of the newly issued ordinary shares offered to existing shareholders)                                    |
|                             | =  |
|                             | = Baht 1.016 per share   |
| Price Dilution              | = 0.39 percent   |







#### 3.2. Impact on shareholding of the shareholders (Control dilution)

The issuance and offering of ordinary shares to the existing shareholders in the proportion to each shareholder shall have no impact on the shareholders as of the issuance date of such newly ordinary shares.

#### 3.3. Impact on Earnings per Share (EPS dilution)

The Company has had operating loss for the last 4 quarters. Therefore, there is no impact on net earnings per share.

### 4. Opinion of the Board of Directors regarding the Issuance, Offering and Allotment of the newly issued ordinary shares

#### 4.1. Reasons and the Necessity of Capital Increase

The Board of Directors has an opinion that the issuance of the ordinary shares of the Company on this occasion is for strengthening the Company's motor compressor business, in order to have a more premium compressor products by investing in a new line of product under the name of "Bristol Compressor" Project and expanding the new market into the North America region. This increases the likelihood of enhancing the company's income stability and future profits, supporting long-term growth of the Company's business expansion.

#### 4.2. Plan to use and the possibility of the Plan for Utilizing the Proceeds from the Offering

The Company expects to issue and offer the newly issued ordinary shares to the existing shareholders and will receive the proceeds within September 2019. The Company will use the proceeds from the capital increase to support the business operations as specified in section 2 above.

#### 4.3. Justifications of the Capital Increase and Adequacy of Source of Funds

The Board of Directors' meeting view that this capital increase is reasonable and will bring the most benefit to the Company. The Company needs to raise additional capital of Baht 300,000,000 in order to increase the Company's business strength to support long-term growth of the Company and to use as the Company's working capital. As a result, the Company will have better liquidity and stronger financial structure. By considering the various approaches for fund raising, the Board of Directors' meeting has the opinion that the offering of the newly issued shares to the existing shareholders in proportion to their shareholding is the most appropriate funding approach in the current situation of the Company.





### 4.4. Potential Impact on the Company's Business Operations, Financial Status and Operating Results

The issuance and offering of the newly issued shares to the existing shareholders in proportion to their shareholding will enable the Company to receive the capital increase, which will strengthen and stabilize the Company's financial status and position, increase the potential of business operations and increase the opportunity of market expansion. As a result, the Company can generate more revenues and make the Company's performances to be better in the future.

### 4.5. The origin of the offering price and the appropriateness of the newly issued share price to the existing shareholders.

The Board of directors considers that the price of the newly issued ordinary shares of the company offering to the existing shareholders in the proportion to the shareholding at the offering price of Baht 1 per share is reasonable due to the price is determined based on the market price of the Company's stock and has a 1.96% discount, which is calculated from the weighted average price of the Company's shares traded on the Stock Exchange of Thailand for 15 business days prior to the date on which the Board of Directors resolve to propose and Extraordinary General Meeting of Shareholders to seek approval for the offering and allotment of the newly issued ordinary shares. (That is from 15 July 2019 to 6 August 2019), which is equal to Baht 1.02 per share.

#### 4.6. Certification of the Board of Directors regarding the capital increase

In the event the directors do not perform their duty as abide by law, objectives and article of association of the Company or resolutions of the shareholders meeting with honesty and diligently to preserve the benefits of the Company regarding to the capital increase. Any actions taken or overlook from not abide by such duty and caused damage to the Company as a result of such actions, the Company may file a lawsuit against such director. However, if the Company does not file a lawsuit, the shareholders collectively holding shares not less than 5% of the Company's paid-up capital can inform the Company to take such action. In case that the Company still does not take any actions as per shareholders' notice, such shareholders may file a lawsuit against such director on behalf of the Company for such damages, according to Section 85 of the Public Limited Companies Act, B.E.2535. (and as amended). In addition, any actions taken or overlook from not abide by such duty law, objectives and article of association of the Company or resolutions of the Shareholders Meeting with honesty and diligently to preserve the benefits of the Company in regard to such capital increase resulted in any director or his/her connected persons to obtain undue benefits; the Company may file a lawsuit to claim for such benefits from such directors to compensate such benefit to the Company, or the shareholders collectively holding shares not less than 5% of the Company's paid-up capital can inform the Company to take such action. In case that the Company still does not take any actions as per shareholders' request within 1 months from the date as notice by shareholders, such shareholders may file a lawsuit against such director on behalf of the Company for damages, according to Section 89/18 of the Securities and Exchanges Act, B.E.2535 (and as amended).







The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Signed

Authorized director

Sutee Sinnakulthorn) President

Signed\_ (Mr. Surath Pralongsil) Director

Authorized director

#### (Translation)

### Articles of Associations of Kulthorn Kirby Public Company Limited In relation to Meeting of Shareholders and Voting

**Article 27.** The Board of Directors shall hold the Ordinary Shareholders Meeting within 4 months from the end of each fiscal year of the company.

Other shareholder meetings shall be called the Extraordinary Meetings. The Board of Directors may call an extraordinary meeting of shareholders at any time as deemed appropriate.

When shareholders holding shares amounting to not less than one-fifth of the total number of shares sold or shareholders of not less than 25 persons holding shares of not less than one-tenth of the total number of shares sold may make a requisition directing the Board of Directors to call an extraordinary meeting at any time, provided that the requisition must clearly specify the object for which the meeting is required to be called. The Board of Directors shall hold a shareholder meeting within 1 month from the date of receipt of such requisition from the said shareholders.

- Article 28. In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details by indicating clearly whether they are proposed for acknowledgement, for approval or for consideration, as the case may be, including the opinions of the Board of Directors in the respective matters. The said notice shall be delivered to the shareholders and the Registrar not less than 7 days prior to the date of the meeting and also published in a newspaper for 3 consecutive days and not less than 3 days prior to the date of the meeting.
- Article 29. Should any shareholder not attend the meeting, the shareholder may appoint any other person as proxy to attend and vote in the meeting. The appointment shall be made in writing and must be submitted to the Chairman of the Board of Directors or any person to be assigned at the place of the meeting before the proxy attends the meeting.

The instrument appointing a proxy shall be dated and signed by the shareholder in a form as specified by the Registrar and shall contain at least the following particulars:

- (1) The number of shares held by the shareholder
- (2) The name of the proxy
- (3) The serial number of the meeting which the proxy is appointed to attend and vote.
- **Article 30**. In any shareholder meeting, there shall be shareholders and or proxies of not less than 25 persons or of not less than one half of the total number of shareholders, which is lesser, and representing not less than one-third of the total number of shares sold of the Company to constitute a quorum.

In the event the quorum is not constituted as described in the above paragraph after 1 hour of the appointment. If the meeting was called according to the requisition from the shareholders, the meeting shall be cancelled. If it was not so, the meeting shall be called once again and the notice calling the meeting shall be delivered to the shareholders not less than 7 days prior to the date of the meeting. In the subsequent meeting, it will be proceeded regardless of the quorum.

The Chairman of the Board of Directors shall be the Chairman of shareholder meetings. If the Chairman of the Board Directors is not present at a meeting or cannot perform the duty, the Vice Chairman, if any shall be the Chairman of the meeting. If there is no Vice Chairman or a Vice Chairman cannot perform the duty, the shareholders present at the meeting shall elect one shareholder to be the Chairman of the meeting.







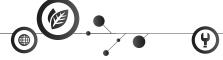
Article 31. The Chairman of the shareholder meeting must proceed the meeting in accordance with the Articles of Association of the Company regarding the meetings and to follow the sequence of the agenda specified in the notice for the meeting, provided that the meeting may pass a resolution to change in the sequence of agenda with a vote of not less than two-thirds of the number of shareholders present at the meeting.

When the consideration of the matters referred to in paragraph one is finished, the shareholders holding shares in total not less than one-third of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice for the meeting.

In case the meeting according to paragraph one or the matters to be considered according to paragraph two, as the case may be, is not finished, and it is necessary to postpone the consideration of the meeting. The meeting then shall fix a place, date and time for the next meeting. The Board of Directors shall deliver a notice indicating the place, date, time and agenda of the meeting to shareholders not less than 7 days prior to the date of the meeting and also to publish the notice in a newspaper for 3 consecutive days and not less than 3 days prior to the date of the meeting.

- Article 32. In voting, each shareholder shall have votes equal to the number of shares held by each of them.

  1 share is entitled to 1 vote. Any shareholder who has a special interest in any matter shall have no right to vote on such matter, except for voting on the election of directors.
- **Article 33**. Unless otherwise specified in this Articles of Association or other laws, a resolution of the shareholder meeting shall consist of the vote as follows:
  - (1) In a normal case, shall require the majority vote of the shareholders who attend at the meeting and cast their votes. The chairman of the meeting shall have a casting vote in case of a tie vote.
  - (2) In the following cases, shall require a vote of not less than three-fourths of the shareholders who attend the meeting and have the right to vote.
    - (a) To sales or transfer the Company business at a whole or an important part to other persons.
    - (b) To purchase or acceptance of transfer of the business of other companies or private companies by the Company.
    - (c) To make, amend or terminate contracts regarding the granting of a lease of the Company business at a whole or an important part. To assign other persons to manage the Company business or to amalgamate the business with other persons for the objective to share profit and loss.
    - (d) To amend the Company Memorandum or Articles of Association.
    - (e) To increase or decrease capital, issue of debentures, amalgamate or dissolve the Company.
- **Article 34.** The Ordinary Shareholders Meeting shall discuss the following matters:
  - (1) To acknowledge the report from the Board of Directors regarding the previous year's business
  - (2) To consider and approve the Balance Sheet.
  - (3) To consider and approve the appropriation of profit and dividend payment.
  - (4) To elect director in place of who retired by rotation.
  - (5) To appoint auditor and to fix the auditing fee.
  - (6) Other businesses.



#### (Translation)

#### Information relating to documents and evidences that shareholders must present at

#### the Extraordinary Shareholders Meeting No. 1/2019

The policy of the Board of The Stock Exchange of Thailand, dated 19 February 1999, relating to good practices for holding of a shareholders' meeting, aims to establish guidelines for listed companies to follow. This will create confidence to shareholders, investors and all relevant parties. Accordingly, the Company believes that an inspection of documents or evidence showing the identity of the shareholder or a representative of the shareholder entitled to attend the meeting which should be observed by the shareholders, would improve transparency, be fair and provide benefits to the shareholders. However, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis, at the Company's sole discretion.

#### 1. Shareholder who is natural person

#### 1.1 Thai nationality

- (a) identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer); or
- (b) in case of proxy, copy of identification card of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

#### 1.2 Non-Thai nationality

- (a) passport of the shareholder; or
- (b) in case of proxy, copy of passport of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

#### 2. Shareholder who is Juristic person

#### 2.1 Juristic person registered in Thailand

- (a) copy of corporate affidavit, issued within 3 months by Department of Business Development,
   Ministry of Commerce; and
- (b) copy of identification card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

#### 2.2 Juristic person registered outside of Thailand

- (a) copy of corporate affidavit; and
- (b) copy of identification card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

A copy of the documents must be certified true copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarized by a notary public.

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 08.00 hours on 4 September 2019.







#### **Profiles of Independent Directors for Appointment of Proxy**

Name Mr Tawatchai Jaranakarun

Position Independent Director and

Chairman of the Audit Committee

65 years Age

Tenure 20 years

Address 525/10 Som Det Phra Pin Khlao Road,

Khet Bang Phlat, Bangkok 10700

Position in the company None

Other position, present Lawyer by profession

Conflict of Interest in the agenda proposed to the meeting

- Not having conflict of interest in any agenda proposed to this Ordinary Shareholders Meeting

Name Vice Admiral Naruedom Sa-ardyen RTN

Position Independent Director / Audit Committee

Age 77 years

Tenure 1 year

Address 64/1 Moo 1, Wat Kho Non Road – Chaloemsak Bridge,

Bang Si Thong, Bang Kruai, Nonthaburi 11130

Position in the company None

Other position, present None

Conflict of Interest in the agenda proposed to the meeting

- Not having conflict of interest in any agenda proposed to this Ordinary Shareholders Meeting



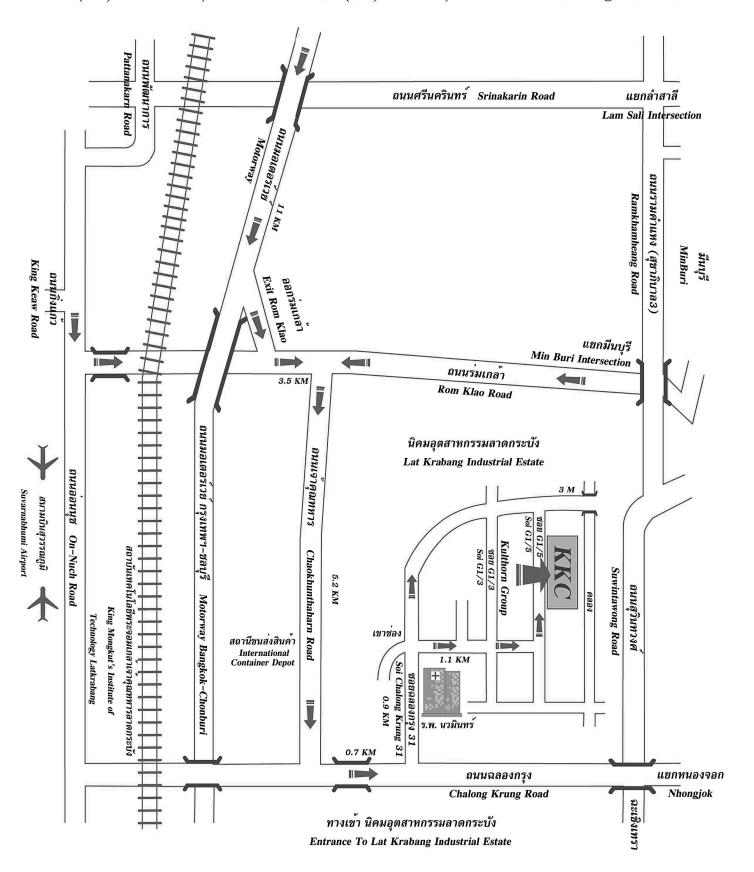




#### แผนที่ตั้ง บริษัท กุลธรเคอร์บี้ จำกัด (มหาชน) KULTHORN KIRBY PUBLIC CO.,LTD. (KKC)

126 ซอยฉลองกรุง 31 ถนนฉลองกรุง แขวงลำปลาทิว เขตลาดกระบัง กรุงเทพฯ 10520

126 Soi Chalong Krung 31, Chalong Krung Road, Khwaeng Lam Pla Thio, Khet Lat Krabang, Bangkok 10520 Thailand Tell: (662) 326-0529-32, 326-0831-6 Fax: (662) 326-0837, 739-4892 Email: kkc@kulthorn.com





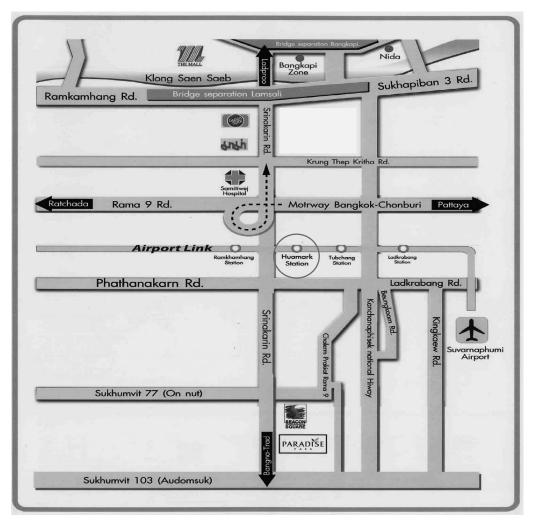




#### Details of transportation service for shareholders attending the meeting



The Company will provide Vans (No. @\$ 5338) for this Extraordinary Shareholders Meeting No. 1/2019 on date 4 September 2019. The attended shareholders can get on the van at the Airport Rail Link Huamark Satation, the Departured time is 7.30 am to 8.30 am (please on time) and return to the Airport Rail Link Huamark Satation (Contacted staff of company: Ms. Kuntharee Moolchaisuk Mobile No. 094-541-3489)











### Kulthorn Kirby Public Company Limited

126 Soi Chalong Krung 31, Chalong Krung Road, Khwaeng Lam Pla Thio, Khet Lat Krabang, Bangkok10520, Thailand

Telephone : (662) 326-0831-6, 739-4893-5 Fax : (662) 326-0837, 739-4892

E-mail: kkc@kulthorn.com