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**Minutes of the 2020 Annual General Meeting of Shareholders**  
**Sermsuk Public Company Limited**

**Venue:** The Athénée Bangkok, A Luxury Collection Hotel, Athénée Crystal Hall B (3<sup>rd</sup> Floor, Athénée Tower), No. 61, Wireless Road, Lumpini Subdistrict, Pathum Wan District, Bangkok

**Date & Time:** Thursday, 30 January 2020, at 09:30 hrs.

**Preliminary Proceedings:**

Ms. Pattarapa Pattanaporn, acting as the facilitator of the Meeting (the “**Facilitator**”), welcomed the shareholders and other attendees to the Meeting. The Facilitator informed the Meeting of the information regarding the amount of capital and number of shares of Sermsuk Public Company Limited (the “**Company**”), as follows:

Registered capital	THB	265,900,484	
Paid-up registered capital	THB	265,900,484	
Issued ordinary shares		265,900,484	shares
Par value	THB	1	per share

Friday, 6 December 2019 was scheduled as the date to record the names of the shareholders entitled to attend the 2020 Annual General Meeting of Shareholders (Record Date).

The Facilitator informed the Meeting that at the commencement of the Meeting, there were 118 shareholders attending the Meeting in person and by proxy, representing 240,750,736 shares or equivalent to 90.5417 percent of the total issued shares of the Company. A quorum was thus constituted according to Article 31 of the Company’s Articles of Association, which provides that there shall be shareholders and proxies present at the shareholders meeting in a number of no less than 25 persons or no less than one-half of the total number of shareholders, holding an aggregate of no less than one-third of the total number of issued shares of the Company.

The Facilitator informed the Meeting that for this Meeting, the Company will record video and audio, which will be published on the Company’s website in order to be in compliance with the principles of good corporate governance.

In this regard, the Company gave the shareholders an opportunity to propose agenda items for the 2020 Annual General Meeting of Shareholders in advance via the Company’s website, from 18 October 2019 to 19 November 2019, in accordance with good corporate governance principles of listed companies. No shareholders proposed any agenda item.

To ensure compliance with good corporate governance principles with respect to voting in the meeting, the Facilitator informed the Meeting of the guidelines and procedures of voting and vote counting, as follows:

1. For voting in the Meeting, a shareholder will have the number of votes equivalent to the number of shares he/she holds in the Company, whereby one share is equivalent to one vote.

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2. The shareholders attending the Meeting in person and the proxies appointed in the form prescribed by law, will cast their votes in accordance with the following procedures:

- Before voting on each agenda item, the shareholders will sign their names on the ballot cards for the purpose of transparency in voting.
- With respect to voting on all agenda items, with the exception of Agenda Item 2: To consider and acknowledge the business operation for the year ended 30 September 2019, which is only for acknowledgement purposes and no voting was required, and Agenda Item 7: To consider and approve the appointment of directors in place of those who are due to retire by rotation, of which the Meeting will be informed later, if no shareholder votes against or abstains from voting, the vote will be treated as a vote of approval or in favor of the relevant proposed matter. If a shareholder votes against or abstains from voting, he/she will indicate this on his/her ballot and raise his/her hand to signify to the staff to collect the relevant ballot.
- In the counting of votes, the Company will deduct the number of ballots with a vote against or in abstention from the total number of votes. The remaining votes shall be considered as votes in favor of the relevant agenda item. The shareholders who vote in favor of each agenda item shall keep their ballot and return it to the Company staff after the Meeting. It shall be noted that the voting in this Meeting will be conducted openly, not by secret ballot, but all ballots will be collected for transparency purposes.
- Any vote cast in the following manners shall be considered invalid:
  - 1) A ballot that is filled with more than one mark in the space provided;
  - 2) A ballot that is cast with a vote expressing a conflict of intent;
  - 3) A ballot with a vote that has been crossed out with no signature affixed; or
  - 4) A ballot that is cast with a vote exceeding the number of voting rights to which the shareholder is entitled.

A shareholder wishing to correct his/her vote on the ballot must cross out the existing vote on the ballot and affix his/her signature thereto.

3. In the case that a shareholder has exercised his/her rights through Proxy Form B or C to appoint another person to attend the Meeting or an independent director to cast votes, and appoint a proxy to cast votes on his/her behalf in accordance with his/her intention or the proxy's intention, the Company will count such votes in accordance with the intention of the shareholder or the proxy.

In the case of a foreign shareholder who has appointed a custodian in Thailand to be a share depository and custodian, pursuant to Proxy Form C, his/her votes can be separated whether in favor, against, or in abstention on each agenda item, with the number of votes to be separated equivalent to the number of shares he/she holds.

4. With respect to Agenda Item 7, which is the agenda item to consider and approve the appointment of directors in place of those who are due to retire by rotation,

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- 4.1 if a shareholder has exercised his/her rights through Proxy Form B to appoint another person to attend the Meeting or an independent director to cast votes, and appoint a proxy to cast votes on his/her behalf in accordance with his/her intention or the proxy's intention, the Company will count such votes in accordance with the intention of the shareholder or the proxy; and
  - 4.2 voting for this agenda item will be on an individual basis. The shareholders are requested to vote regardless of whether such votes are in favor, against, or in abstention. The ballots of the shareholders or proxies who vote against or abstain from voting shall be collected first to consider the appointment of each director, followed by those who vote in favor.
5. Article 32 of the Articles of Association of the Company provides that: "In the ordinary event, the majority vote of the shareholders attending the meeting and entitled to vote shall be considered, whereby one share shall be equivalent to one vote. In the case of an equality of votes, the Chairman of the Meeting shall have an additional vote as a casting vote. In the event that it is specifically required by the Articles of Association and by law, the votes of no less than three-quarters of the total votes of the shareholders attending the Meeting and entitled to vote shall be considered, whereby one share shall be equivalent to one vote".
- Therefore, in considering whether or not an agenda item which is required to be passed by a majority vote and the votes of no less than three-quarters of the shareholders is approved, only the votes "in favor" of the shareholders attending the Meeting and entitled to vote will be counted. In the case that the shareholders cast the votes of "against" or "in abstention", it shall be deemed that the shareholders have voted against that particular agenda item.
6. A shareholder wishing to leave the Meeting before the Meeting is adjourned or who is not present in the meeting room during any agenda item can exercise his/her rights by submitting the ballot to the staff prior to leaving the meeting room.
  7. The total number of votes of the shareholders cast on each agenda item may fluctuate as there will be shareholders and proxies entering the meeting room from time to time. Therefore, the number of persons attending the Meeting during each agenda item may change.

After the explanation of the procedures of voting and vote counting, the Facilitator informed the Meeting that for the vote counting, there is a representative from Weerawong, Chinnavat & Partners Ltd., the Legal Advisor, namely, Ms. Arisa Thaweepanyayot, acting as a witness to the vote counting together with two shareholders. In addition, before casting votes on each agenda item, the Chairman would give an opportunity to the shareholders to ask questions relevant to that particular agenda item as appropriate. A shareholder or proxy wishing to ask questions or express opinions is requested to state his/her name and surname before doing so.

In the case where a shareholder has questions or opinions not concerning the agenda item under discussion, such questions shall be asked or such opinions shall be expressed under the agenda items arranged for other matters towards the end of the Meeting. The shareholders are requested to concisely express their opinions or ask questions, and not to ask any questions or express opinions that are similar to opinions or questions that have already been expressed in order for the other shareholders to have an opportunity to exercise their rights. The shareholders are also requested to provide cooperation in order for the meeting to be conducted smoothly and within the timeframe.

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The directors, executives, and advisors who attended the Meeting are as follows:

**Directors in Attendance:**

- |     |  |   |
|-----|--|---|
| 1)  | Mr. Somchai Bulsook                    | Chairman of the Board of Directors                                |
| 2)  | Mr. Suchin Wanglee                     | 1 <sup>st</sup> Vice Chairman, and Independent Director           |
| 3)  | Mr. Chotiphat Bijananda                | 2 <sup>nd</sup> Vice Chairman                                     |
| 4)  | Mr. Thapana Sirivadhanabhakdi          | Chairman of Executive Committee,<br>3 <sup>rd</sup> Vice Chairman |
| 5)  | Mr. Ueychai Tantha-Obhas               | 4 <sup>th</sup> Vice Chairman                                     |
| 6)  | Prof. Dr. Khunying Suchada Kiranandana | Independent Director,<br>Chairman of Audit Committee              |
| 7)  | Prof. Rawat Chamchalerm                | Independent Director  |
| 8)  | Mrs. Siripen Sitasuwan                 | Independent Director  |
| 9)  | Mr. Pramoad Phornprapha                | Independent Director  |
| 10) | Mr. Sithichai Chaikriangkrai           | Director  |
| 11) | Mr. Sakchai Tanaboonchai               | Director  |
| 12) | Mr. Rangsak Thammaneeewong             | Director  |
| 13) | Mr. Dhitivute Bulsook                  | Director  |
| 14) | Mrs. Tongjai Thanachanan               | Director  |
| 15) | Mr. Lester Tan Teck Chuan              | Director, and President   |

**Executives in Attendance:**

- |     |                              |                                   |
|-----|------------------------------|-----------------------------------|
| 1)  | Mr. Phromson Ayanaputra      | Executive Director                |
| 2)  | Mr. Lau Boon Tuan            | Counsel                           |
| 3)  | Ms. Nuntaka Watsreevanich    | Finance Director                  |
| 4)  | Mrs. Prangnee Chaipidej      | Marketing Director                |
| 5)  | Mr. Peerapong Krinchai       | Operations Director               |
| 6)  | Mr. Nitipat Putthong         | Human Capital Director            |
| 7)  | Mr. Kwanchai Mahapornprachak | National Sales Director           |
| 8)  | Mr. Pibul Voravath           | Group Commercial Support Director |
| 9)  | Mr. Pongwit Sumethmethachai  | General Manager – Sales Zone 5, 6 |
| 10) | Mr. Krit Chulpanichayakam    | Assistant Legal Director          |

**Auditors from KPMG Phoomchai Audit Ltd.:**

- |    |                            |
|----|----------------------------|
| 1) | Ms. Nittaya Chetchotiros   |
| 2) | Ms. Sureerat Thongarunsang |
| 3) | Mr. Sorasak Chantana       |

**Legal Advisors from Weerawong, Chinnavat & Partners Ltd.:**

1) Mrs. Veeranuch Thammavaranucupt

All 15 directors attended the Meeting, representing 100 percent of the total directors of the Company; Mr. Somchai Bulsook, the Chairman of the Board of Directors, acting as the Chairman of the Meeting (the “**Chairman**”) thus declared the 2020 Annual General Meeting of Shareholders duly convened, and proceeded with conducting the Meeting in accordance with the notice calling this Meeting:

**Agenda Item 1: To consider and adopt the Minutes of the 2019 Annual General Meeting of Shareholders convened on 8 January 2019**

The Chairman informed the Meeting that this agenda item is to adopt the Minutes of the 2019 Annual General Meeting of Shareholders convened on 8 January 2019. After the Board of Directors had considered this matter, it deemed that the Minutes that were prepared by the Company Secretary were completely and accurately recorded. The Board of Directors, therefore, deemed it appropriate that the Meeting adopt the Minutes. A copy of the Minutes can be found in Enclosure 1.

The Chairman gave the shareholders attending the Meeting an opportunity to ask questions or express opinions.

There were no shareholders asking any questions or expressing any opinions on this agenda item.

The Chairman delegated the Facilitator to inform the Meeting of the voting requirements.

After the Facilitator informed the Meeting of the voting requirements, the Chairman then proposed that the Meeting consider and adopt the Minutes of the 2019 Annual General Meeting of Shareholders convened on 8 January 2019.

**Resolution:** After due consideration, the Meeting unanimously resolved to adopt the Minutes of the 2019 Annual General Meeting of Shareholders convened on 8 January 2019, as proposed, with the following votes:

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the Meeting and being entitled to vote</b>
Approved	240,757,490	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000

- Remarks:
- 1) The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and being entitled to vote.
  - 2) For this agenda item, the total number of votes of shareholders and proxies attending the Meeting was 240,757,490 votes.
  - 3) There were no invalid ballots for this agenda item.

**Agenda Item 2: To consider and acknowledge the business operation for the year ended 30 September 2019**

The Chairman informed the Meeting that this agenda item was to report the operating results of the Company for the year ended 30 September 2019, which are set out in the 2019 Annual Report (QR Code format), Enclosure 2, which have been delivered to all shareholders along with the Notice Calling this Meeting, and asked Mr. Lester Tan Teck Chuan (“**Mr. Lester**”), President, to report to the Meeting the operating results of the Company for the year ended 30 September 2019.

Mr. Lester reported to the Meeting the overall operating results and highlights of the Company for the year ended 30 September 2019, in English with interpretation provided by an interpreter. The details are summarized as follows:

- In 2019, the Board of Directors determined the direction for business operations of the Company by focusing on the generation of profit and parts of the business that are able to generate profit, which were considered another challenge for the Company.
- The operating results of the Company can be summarized as follows:
- Net sales volume of the Company in 2019 increased by 21 percent, or approximately THB 11,000 million, which was not in line with the net loss of approximately THB 453 million. However, such number resulted from an amendment in the Labour Protection Act B.E. 2541 (1998) (including any amendment thereto) (the “**Labour Protection Act**”), which provides additional compensation in the case where an employer terminates an employee who has been working for a consecutive period of 20 years or more; such employee shall be entitled to compensation amounting to not less than 400 days’ pay at the latest pay rate. Due to such amendment, the Company was required to recognize additional expenses as a one-time expense; without such expense, the Company’s profit would have been approximately THB 21 million, which would have been the first profit recognized by the Company during the past five years. The Board of Directors also proposed that the Company consider the dividend payment to the shareholders under Agenda Item 5.
- For the past year, the Company was able to generate a profit, for the Board of Directors determined the detailed direction that the Company should be focusing on the amount of profit and sustainable growth. In this regard, the Company has been focusing on: (1) a change to the cost structure to generate profit; (2) the investment in brands to maximize efficiency; and (3) the maintenance of the profit margin of est Brand. The Company has made such focus areas the strategic criteria of the Company.
- In this regard, the strategy to generate profit for the Company can be divided into three parts, i.e.: (1) to focus on the sales of SKUs that are able to generate profit; (2) to focus on the sales channels which are able to generate profit; and (3) to increase the business efficiency.
- The first part, which is to focus on the sales of SKUs that are able to generate profit: The first part is that in the past year, the profit from the sales of the products which are sold in returnable glass bottles was 14 percent more than those that are sold in plastic bottles, resulting in the Company being able to generate more profit, as can be seen from the sales volume of the returnable glass bottled “est Play” and “est Cola”, which have increased compared to the market, and the increase in the Company’s profit during the past year. The second part is the decrease in sugar levels in the products, which allowed the Company to cut production costs

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by 2-3 percent, as well as other costs, for example, excise tax. In this regard, the government has announced that the excise tax on sugary drinks will be increased every two years. However, considering that the Company has already adjusted the sugar volume in all products, the Company will not be affected by such adjustment of tax by the government.

- The second part is to focus on the sales channels which are able to generate profit: The first part is the food shops and restaurants distribution channel, which is the channel that represents a growth rate of 11 percent and contributed to the gross profit of the Company increasing to 31 percent. Focusing on the sales in this channel would allow the Company to increase its profit. The second part is to focus more on the Traditional Trade Distribution Channel (“**TT**”), e.g., mom-and-pop stores or grocery stores, than on the Modern Trade Distribution Channel (“**MT**”), e.g., department stores or convenience stores. This is because in the last year, with respect to the sales in MT, even though the Company was able to sell a large number of products, the profit generated was less than from the sales in TT. The Company, therefore, has collaborated with Cash Van Management Co., Ltd. in expanding the market in TT, which is the channel that generates profit for the Company and has grown by 15 percent. This adjustment of sales strategy has rendered the business operations of the Company changed.
- The third part is to enhance the business efficiency, or the internal management: The first part is the management under the Cash Hunt Policy, which is to control unnecessary expenses of the Company in order to generate more profit. Such project was very successful. The second part is to maximize the benefits from human resources of the Company by adjusting the management and operation of each department to achieve greater efficiency.
- For the last year overall, it can be seen that the business operations of the Company performed satisfactorily; both the adjustments in sales strategy and operational structure for the purposes of greater efficiency were successful. It is anticipated that the Company’s operating results will improve on a yearly basis.
- Mr. Lester thanked the working teams, i.e.: the Board of Directors for the clear direction on operation and finance of the Company; the Executive Committee for the direction on operation and monitoring of business operations; and the Audit Committee for the maintenance of balance for the business operations of the Company by taking into account the best interests of the shareholders, especially the minority shareholders. Mr. Lester also summarized that the last year was a success for the Company and hoped that this year would be an even more successful year for the Company.

Furthermore, the Facilitator provided information on the anti-corruption policy of the Company. In 2019, the Company established plans to provide knowledge and training to its employees with respect to anti-corruption issues. The Company provided training on Work Ethics to employees holding positions at the level of supervisor or higher, in order to foster strict work discipline. The Company has a clear policy against all fraudulent practices and bribery, and also gives cooperation to or works with various anti-corruption organizations as appropriate. As a subsidiary of Thai Beverage Public Company Limited (“**ThaiBev**”), which has announced its anti-corruption policy, the Company, through its Board of Directors, applies the same and corresponding anti-corruption policy for sustainable growth and development by means of establishing a relationship and trust among the stakeholders with transparent operation.

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The Chairman gave the shareholders attending the Meeting an opportunity to ask questions or express opinions.

Mr. Siritwat Worawetwutthikun (“**Mr. Siritwat**”), a shareholder and a proxy, expressed opinions and asked questions as follows:

- Mr. Siritwat congratulated the Board of Directors, all executives and employees, on the last year’s operating results, which showed the profit of approximately THB 21 million, and thanked Mr. Lester for the good presentation and positive aspects of the business operations of the Company.
- Considering that page 10-11 of the 2019 Annual Report provides that the Company has more than 10 products, with respect to the revenue of the Company of approximately THB 11,000 million and the growth rate of approximately 21 percent, what was the percentage of revenue generated from Crystal drinking water, and what was the production volume that the Company manufactures for others. These questions were in order for the shareholders to be able to anticipate the increase in the sales volume of Crystal drinking water in the operating results of 2020, the increase in profit, and whether or not the shareholders would receive a dividend payment.
- Mr. Siritwat admired Mr. Lester for being a visionary, which has resulted in the Company being able to generate the profit as mentioned last year.

Mr. Thapana Sirivadhanabhakdi (“**Mr. Thapana**”), Chairman of the Executive Committee and the 3<sup>rd</sup> Vice Chairman, gave the following clarification:

- Mr. Thapana thanked Mr. Siritwat for his admiration and questions, and answered: Crystal drinking water made up 55 percent of the total revenue, and other products shared approximately 45 percent. The profit so generated is called a contribution margin, and Crystal drinking water was able to generate better profit than the other products, for in the last year, the allocation of products in each distribution channel was focused on good net profit: as a result, the Company sacrificed some of the opportunities in the quantitative aspects and focused on the monthly and quarterly sales volumes instead. Mr. Thapana then asked Mrs. Prangnee Chaipidej (“**Mrs. Prangnee**”), Marketing Director, to further clarify the details on the matter.
- With respect to the profit, Crystal drinking water is a product whose growth the Company would like to increase, and it represents a profit contribution of approximately 60 percent, whilst the other products’ profit contribution represents the remaining 40 percent. In this regard, the Company has been focusing on the balance and growth in sales volume, as well as the profit, which are all important in both top-line and bottom-line revenues.
- Mr. Thapana thanked all shareholders for they have been giving moral support to the Company, as well as the Board of Directors and the Management of the Company in pushing forward and improving the operating results.

Mrs. Prangnee thanked Mr. Thapana, and clarified the details as follows:

- The drinking water market in Thailand during January to December 2019 represented a market value of approximately THB 40 billion, divided into mineral and non-mineral



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drinking water. Crystal drinking water is categorized as non-mineral drinking water, which represented a market value of approximately THB 35 billion and is considered the No. 1 sales volume in the market. For the whole year of 2019, Crystal drinking water's market share was 19.1 percent, whilst the second biggest market share was only 18.7 percent. Therefore, by taking into consideration the market value based on each brand (excluding the mineral drinking water market), Crystal drinking water has the highest market share in Thailand.

- For the last year's project, the Company, together with the sales department, organized the Crystal Marathon campaign to improve the distribution of the product nationwide. As a result, the campaign allowed the Company to be ranked No. 1 in the TT distribution channel, and the operation of such campaign was able to increase the sales volume by 15 percent in the last year, resulting in the profit of the Company increasing.

Mr. Thapana thanked Mrs. Prangnee, and further informed the Meeting as follows:

- At present, there is an analysis of information regarding various industries on social media. Generally, the information shown there is only for a particular period of time, whereby the information of each brand at the time may be different. However, the Company has been trying to improve itself to be the leader in the drinking water market, for the business is able to generate both top-line and bottom-line revenues for the Company.

Mr. Lester provided further clarification in English as follows:

- With the support from ThaiBev, the Company has been able to increase its manufacturing capacity, by having another three factories which are able to manufacture drinking water, i.e., the factories in Surat Thani, Lampang, and Ubon Ratchathani. This is considered the future situation of Crystal drinking water, which would help support the marketing of the Company, saving a lot of transportation costs for the Company, for at present, the main expense of the Company is the transportation cost of drinking water. Ultimately, with the cooperation of the Management and shareholders, and the support from ThaiBev, Crystal drinking water will be able to penetrate and dominate the market, which can be seen from the past performance of the Company. In this regard, the Company is confident that its operating results in the upcoming year would be remarkable as well.

Mr. Nitichai Charoenporn (“**Mr. Nitichai**”), a shareholder, provided suggestions and asked questions as follows:

- Mr. Nitichai suggested that the Company should clarify the operating results by dividing the numbers into revenue, profit, and growth rate based on each distribution channel, in order for the investors to see the overall growth and business expansion of the Company more clearly.
- Mr. Nitichai would like the Board of Directors to clarify the details on the level of stability and growth opportunities in the next year for the revenue amounting to THB 11 billion and the profits amounting to THB 21 million, for during the last year, there was a slowdown in cola market competition, and whether or not the increase in profit resulted from such factor. In addition, if the situation in the market is more competitive

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in the future, what would be the Company's advantages and disadvantages over its competitors?

Mr. Thapana thanked the shareholder for his suggestions and questions, and informed the Meeting as follows:

- For the details on the distribution channels that generate profit for the Company, in its operation, the Company is always required to manage the business under the changing situation and high levels of competition; therefore, the business of the Company must be adjusted based on the situation and demands of consumers. In addition, distribution channel management is subject to the business situation, whereby each channel generates a different percentage of profit, e.g., the Crystal Marathon campaign which resulted from the Company's intention to reduce the distribution in certain channels and increase expense budgets in other channels, which resulted in greater value for the Company. Considering that the management of each distribution channel is different, the Company would like the shareholders to be confident in the management of the Board of Directors and the Management.

Mr. Lester provided further clarification in English as follows:

- Whilst the Company has been trying to maximize growth percentages, each distribution channel's growth and growth percentage are different. For TT, the Company recognizes the importance of the channel and expects that the channel would be able to generate more profit for the Company.

Mr. Nitichai thanked the director, and further asked a question as follows:

- What is the growth rate of the sales in TT? Is the growth rate sustainable?

Mr. Thapana thanked the shareholder for his question, and provided clarification as follows:

- In the selling of products to certain business operators in MT, the Company gained an inconsiderable amount of profit or sometimes no profit, and the profit in each period may be different. For example, a business operator in MT which yielded an inconsiderable amount of profit wishes for the Company to arrange a sales promotion which would incur additional expenses for the Company. However, the Company is not able to inform the shareholders of the specific number.

Mr. Ueychai Tantha-Obhas ("**Mr. Ueychai**"), the 4<sup>th</sup> Vice Chairman, provided further clarification as follows:

- The profit rate from many sales in TT are more than from MT, especially in the cash and carry or hypermarket segments, where the Company sometimes gained no profit or an inconsiderable amount of profit, resulting in the Company changing its strategy to make more profit. Mr. Ueychai also informed the Meeting that some of the information is a trade secret, of which the Company was not able to mention all of the details, and asked the shareholders to be confident in the business operations of the Company.

Mr. Siriwat provided suggestions and asked questions as follows:

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- Mr. Siriwat admired the clarification provided by Mr. Ueychai and agreed that the Company should not disclose the details to competitors, and thanked the Chairman for focusing more on the sales of drinking water than cola, resulting in the current profit of the Company.
- According to the presentation, the increased profit was from the returnable glass bottled products. Mr. Siriwat then suggested that the Company focus on the sales in this SKU, and reduce the price of glass bottles to increase the sales volume.
- Mr. Siriwat suggested that the sales department of the Company focus more on the sales in hotels to increase the overall sales volume.

Ms. Nawarat Ananrak (“**Ms. Nawarat**”), a shareholder, provided suggestions as follows:

- Ms. Nawarat mentioned that from her experience, the good sales volume for drinking water in restaurants is due to interesting sales promotions, and suggested that the marketing team of the Company engage in sales promotions to increase the sales volume.

Ms. Bussakorn Ngamputhikanont (“**Ms. Bussakorn**”), a shareholder, asked questions as follows:

- How sustainable is the Company’s business? Was the profit generated in the last year due to the slowdown in competition?
- What is the Board of Directors’ point of view for the operating results of 2020, for there will be many situations which may occur in the future? Ms. Bussakorn also asked about the future growth of the Company.

Mr. Thapana provided clarification as follows:

- The Company operates its business by aiming for sustainable growth. The Company has adapted itself to the changing situation, which is likely to improve, and the Company was able to generate profits after sustaining losses for many consecutive years. Another reason is that the Company cancelled certain distribution channels, which generally had low profits, to focus more on other distribution channels which incur the same expenses but are more worthwhile; also, at present, considering that consumers are now interested in the drinking water market, the business growth of the Company has improved.
- For the current competition in the business, even though the economic situation is not in favor of the Company, Thailand still has its advantages in respect of growth, for Thailand is a center of the CLMV countries. In addition, considering that China and Japan have been investing in ASEAN, and Thailand is one of the countries in which both these countries are interested, the overall economic growth can be improved, and the Management of the Company still foresees an opportunity for growth in the Company’s business. With respect to the business competition, the Company may be required to use additional funds for sales promotions, and to maintain the quality of its product, in the interests of its business.

Mr. Ueychai further provided clarification as follows:

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- To achieve sustainability, the strategy of the Company is to focus on the sales in TT, and take into account the competitive advantages, for example, distribution of products, because the Company still has advantages compared to its competitors. Furthermore, for the slowdown, most of the competition is in MT, in which the Company does not intend to take part, as it would only incur losses for the Company.

The Chairman thanked all shareholders who expressed opinions on the business operations of the Company.

There were no shareholders asking any further questions or expressing any further opinions.

The Facilitator informed the Meeting that as this agenda item was for the acknowledgment of the operating results of the Company for the year ended 30 September 2019, no voting was required.

**Agenda Item 3: To consider and approve the Financial Statements for the year ended 30 September 2019**

The Chairman informed the Meeting that the Financial Statements for the year ended 30 September 2019, as set out in the Annual Report, Enclosure 2 of the notice calling this Meeting, had been audited by the certified public accountants of KPMG Phoomchai Audit Ltd., reviewed by the Audit Committee, and approved by the Board of Directors. The Board of Directors, therefore, proposed that the Meeting consider and approve the Financial Statements for the year ended 30 September 2019. The Chairman then delegated Ms. Nuntaka Watsreevanich (“**Ms. Nuntaka**”), Finance Director, to inform the Meeting of the details with respect to this agenda item.

Ms. Nuntaka reported to the Meeting about the details in the Financial Statements for the year ended 30 September 2019 by providing a comparison of the Company’s operating results for the years 2018 and 2019. The important details are as follows:

As at 30 September 2019, the Company’s total assets were THB 12,400 million, the total liabilities were THB 3,666 million, and the shareholders’ equity was THB 12,400 million. The material changes incurred during this period compared with the year 2018 are detailed as follows:

- The Company’s current assets were THB 2,369 million, which increased by THB 161 million, or approximately 7 percent, attributable to its increased cash and cash equivalents.
- The Company’s non-current assets were THB 10,031 million, which increased by THB 580 million, or approximately 6 percent, primarily attributable to the increase in property, plant, and equipment of THB 475 million as a result of the increased land value from the assessment of net fair value, with increased depreciation of the property, plant, and equipment.
- The Company’s current liabilities were THB 2,017 million, which decreased by THB 117 million, or approximately 5 percent, due to the management of debt repayments to the raw material suppliers for certain companies in order to receive trade discounts.
- The Company’s non-current liabilities were THB 1,649 million, which increased by THB 665 million, or approximately 68 percent, due to the increase in non-current provisions for employee benefits of THB 253 million, as a result of the revision of the Labour Protection Act, that is, an employee who has worked continuously for 20 years or more shall be entitled to receive

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severance pay of not less than 400 days. Another reason was the decreased change in the financial assumptions for the calculation of those liabilities, which resulted in a higher present value of liabilities. In addition, the Company's deferred tax liabilities increased by THB 412 million due to the income tax which was in relation to the profits from the assessment of land value.

- The Company's shareholders' equity was THB 8,734 million, which increased by THB 193 million, or approximately 2 percent, due to the profits from the assessment of land value, net of losses for the year.

Ms. Nuntaka reported to the Meeting about the Company's operating results for the year 2019 as compared to the year 2018, the details of which can be summarized as follows:

- The Company's revenues from sales and services were THB 11,763 million, which increased by THB 943 million, or approximately 9 percent, primarily due to the increased sales volume of Crystal drinking water and est carbonated soft drink.
- The Company's other income was THB 153 million, which decreased by THB 187 million, or approximately 55 percent, mainly due to the Company gaining profits of THB 164 million from the sale of the Muang Thai – Phatra condominium in 2018. In 2019, there was no such kind of transaction in the Company's operating results.
- The Company's costs of sales of goods and rendering services were THB 8,404 million, which increased by THB 576 million, or approximately 7 percent, while the Company's revenues grew by approximately 9 percent because the Company discontinued the distribution of certain sizes of Crystal drinking water to some customers via the modern trade channel, resulting in a higher gross profit.
- The Company's distribution cost was THB 2,842 million, which increased by THB 164 million, or approximately 6 percent.
- The Company's administrative expenses were THB 873 million, which decreased by THB 190 million, or approximately 18 percent, due to its job restructuring by means of transferring some employees to the supervision of the sales department, which resulted in the employee benefit expenses being changed from administrative expenses to distribution cost.
- The Company's cost of rendering services from the revision of the Labour Protection Act was THB 172 million, which was a non-operating item.
- The Company's share of profit of associated companies was THB 177 million, which increased by THB 50 million, or approximately 39 percent, due to the improved operating results of the associated companies.
- The Company's loss before income tax was THB 198 million, which decreased by THB 84 million, or approximately 30 percent, primarily due to the increase in its gross profit and share of profit of associated companies.
- The Company's net loss for the year 2019 was THB 453 million as compared to the net loss for the year 2018 of THB 278 million, an increase of THB 175 million, or approximately 63 percent. With the exception of non-operating items, the Company's net profit was THB 21

(Translation)

million as compared to the net loss of the year 2018, a profit increase of THB 348 million, or 106 percent.

The Chairman gave the shareholders attending the Meeting an opportunity to ask questions or express opinions.

Mr. Sakchai Sakulsrimontri (“**Mr. Sakchai**”), a shareholder, asked questions as follows:

- According to page 130 of the 2019 Financial Statements, the deferred tax liabilities increased from THB 51 million in 2018 to THB 463 million in 2019. Were those liabilities not actually occurred in order to be deferred in the 2020 Financial Statements?
- What are the benefits of the recording of deferred tax liabilities? Can the amount of deferred tax liabilities be used to make a dividend payment? Or is it just for accounting purposes only?

Ms. Nuntaka clarified as follows:

- The deferred tax liabilities increased from the increased income tax expenses as a result of the profits from the assessment of land value. The Company will record the clearing of deferred tax liabilities after its sale of the land.
- The deferred tax liabilities were recorded in accordance with the Financial Reporting Standards.

Mr. Sakchai asked an additional question as follows:

- Where is the land which generated the profit from the adjustment of land value? And what are criteria for the adjustment of land value? Is the adjustment done every three years or is it an immediate adjustment?

Mr. Sithichai Chaikriangkrai (“**Mr. Sithichai**”), a director, clarified as follows:

- The Company has complied with the accounting standards, which require that the fair value of land which is the location of all factories and warehouses be assessed and adjusted by an independent valuer every three years. In this regard, in case of any material change, such as a change in the country’s economic condition or any adjustment of land market value, which may occur before the end of the three-year period, the increased market value shall be recorded in the shareholders’ equity. The capital surplus of THB 100 million from the adjustment of land value will be recorded as a deferred tax liability of THB 20 million, or 20 percent. If the land is sold, the Company will record the profit from the sale of land and clear the deferred tax liability. In general, the Company engages in the beverage business and does not sell land in the ordinary course of business. However, the Company will record the capital gain and the deferred tax liability concurrently.

Mr. Sakchai asked an additional question as follows:

- According to the clarification of Mr. Sithichai, does the aforementioned land mean all land or only one plot of land of the Company? Does all of the land have to be assessed?

(Translation)

Mr. Sithichai clarified as follows:

- According to my clarification, it is all land of the Company, which is both the location of the factories and of the warehouses, and its fair value needs to be assessed every three years.

Mr. Sakchai asked an additional question as follows:

- According to the Statement of Comprehensive Income, on pages 9 and 10 of the notes to the 2019 Financial Statements in the Separate Financial Statements, the Company gained increased dividend payments from 2018 from its subsidiaries. With respect to dividend payment of THB 1,500 million from the subsidiaries, what businesses do those subsidiaries engage in? Will those subsidiaries be able to make dividend payments in the same amount of THB 1,500 million in the next year?

Ms. Nuntaka clarified as follows:

- The dividend payment of THB 1,500 million appearing in the Financial Statements was the dividends from the Company's subsidiaries which are located in Hong Kong.

Mr. Sithichai further clarified as follows:

- The subsidiary in Hong Kong, in which the Company holds 100 percent of the shares, sold the est trademark, which earned their profits from the sale of est branded beverages, and they used the proceeds from the sale of the trademark to grant a loan to the Company. According to the law of Hong Kong, a company is entitled to grant a facility to its related companies at an interest rate of 0 percent. The Company recorded such loan as a liability in the Separate Financial Statements. After the Company has made repayment of the loan and has received a dividend payment from the subsidiaries, such items will be recorded in the Separate Financial Statements only. However, such items will not be presented in the Consolidated Financial Statements because the Company holds 100 percent of the shares in the subsidiaries and the related party transactions are eliminated from such line items.

Mr. Sakchai asked an additional question as follows:

- Page 136 of the 2019 Annual Report presented a profit from the sale of condominium and equipment. What is this item?
- The Statement of Cash Flows presented the dividends received of approximately THB 1,579 million, but the cash paid of THB 1,500 million in order to repay the long-term loan to the related parties appeared lower down as a separate item. Are these set off against each other?

Mr. Sithichai clarified as follows:

- This item is the profit from the sale of the Muang Thai - Phatra condominium.
- Great Brands Limited, which is the Company's subsidiary, sold the est trademark and consequently earned a profit from such item to grant a loan to the Company. In 2019,

(Translation)

the Company made repayment of loan in the amount of THB 1,500 million, and the subsidiary made a dividend payment to the Company.

Mr. Basant Kumar Dugar (“**Mr. Basant**”), a proxy, expressed his opinion in English as follows:

- Mr. Basant was impressed that the Company was rated four stars by the Thai Institute of Directors Association (IOD) on its operating results and financial figures, particularly the Return on Assets (ROA) and the Return on Equity (ROE). Even though the ROE is in deficit, the ROA is lower than the ROE, which showed relatively positive figures. Mr. Basant also expressed admiration for the Company’s increased gross profit and net profit, as well as its improved financial management.

Mr. Thapana expressed his appreciation in English as follows:

- Mr. Thapana expressed his thanks for all comments and support from all shareholders.

There were no shareholders asking any further questions or expressing any further opinions.

The Chairman delegated the Facilitator to inform the Meeting of the voting requirements.

After the Facilitator informed the Meeting of the voting requirements, the Chairman then proposed that the Meeting consider and approve the Financial Statements for the year ended 30 September 2019.

**Resolution:** After due consideration, the Meeting unanimously resolved to approve the Financial Statements for the year ended 30 September 2019, with the following votes:

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the Meeting and being entitled to vote</b>
Approved	240,762,207	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000

- Remarks:
- 1) The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and being entitled to vote.
  - 2) For this agenda item, the total number of votes of the shareholders and proxies attending the Meeting was 240,762,207 votes.
  - 3) There were no invalid ballots for this agenda item.



(Translation)

**Agenda Item 4: To consider and approve the appointment of the auditor and to determine the audit fee for the year 2020**

The Chairman asked Prof. Dr. Khunying Suchada Kiranandana (“**Khunying Suchada**”), Chairman of the Audit Committee, to inform the Meeting of the details on this agenda item.

Khunying Suchada informed the Meeting that the Audit Committee had considered the appointment of the auditor for the year 2020 and proposed that the Board of Directors further propose to the shareholders meeting to approve the appointment of KPMG Phoomchai Audit Ltd. (“**KPMG**”) as the audit firm of the Company and have either Ms. Sureerat Thongarunsang, Certified Public Accountant No. 4409, or Mr. Ekkasit Chuthamsatid, Certified Public Accountant No. 4195, or Ms. Kanokorn Phooriphanyawanit, Certified Public Accountant No. 10512, as the auditor of the Company to perform an audit and provide opinions on the Company’s Financial Statements. In addition, it had been proposed that the Meeting approve the determination of the audit fee of the Company for the year 2020 at THB 1,700,000, an increase from 2019 of THB 62,000, or 3.79 percent.

In this regard, all three auditors have neither any relationship with nor any interests in the Company, its subsidiaries, executives, major shareholders, or connected persons. As such, in conducting an audit and providing an opinion on the financial statements, the auditors have demonstrated their independence. Furthermore, the above-named certified public accountants have not audited the accounts of the Company for a consecutive period of longer than that which is restricted by the relevant notifications.

Khunying Suchada further informed the Meeting that the auditors were crucial to the Company, for they acted as the representative of the shareholders in taking care of the accounting and finance of the Company, especially the auditing, to be in accordance with the International Accounting Standards. Moreover, considering that there have been changes in accounting standards, resulting in the auditors having more duties, the Board of Directors deemed it appropriate that the amount of the audit fee so determined is reasonable.

In addition, it is proposed that KPMG, including its related persons or businesses, be appointed as the auditor of all of the subsidiaries of the Company for the year 2020.

The Chairman gave the shareholders attending the Meeting an opportunity to ask questions or express opinions.

Mr. Sakchai asked questions as follows:

- Does the said audit fee include the audit fee of the subsidiaries in other countries? Do the subsidiaries of the Company also use auditors from KPMG, like the Company does?

Ms. Nuntaka clarified as follows:

- The said audit fee is only the audit fee of the Company. The subsidiaries registered outside Thailand also use the services of auditors from KPMG, and they incur audit fees separate from that of the Company.

There were no shareholders asking any further questions or expressing any further opinions.

The Chairman delegated the Facilitator to inform the Meeting of the voting requirements.

(Translation)

After the Facilitator informed the Meeting of the voting requirements, the Chairman then proposed that the Meeting consider and approve the appointment of the auditor and the determination of the audit fee for the year 2020.

**Resolution:** After due consideration, the Meeting unanimously resolved to approve the appointment of the auditor and the determination of the audit fee for the year 2020, as proposed, with the following votes:

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the Meeting and being entitled to vote</b>
Approved	240,764,807	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000

- Remarks:
- 1) The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and being entitled to vote.
  - 2) For this agenda item, the total number of votes of the shareholders and proxies attending the Meeting was 240,764,807 votes.
  - 3) There were no invalid ballots for this agenda item.

**Agenda Item 5: To consider and approve no allocation of profits as a legal reserve and to approve a dividend payment from the operating results for the year ended 30 September 2019**

The Chairman asked Ms. Nuntaka to inform the Meeting of the details on this agenda item.

Ms. Nuntaka informed the Meeting that the Company had put in place a policy to allocate a part of its annual net profit as a legal reserve fund, pursuant to Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) (the “**PLC Act**”). Subject to the policy and the law, the Company is required to allocate no less than five percent of the annual net profit, less the accumulated losses brought forward (if any), as a reserve fund, until the statutory reserve reaches an amount of not less than ten percent of the registered capital. Ms. Nuntaka said that the Company had completed the allocation as required by law. In addition, the Company’s policy is to distribute dividends at the rate of no less than 40 percent of the net profits of each fiscal year of the Separate Financial Statements, after deducting the legal reserves and accumulated losses brought forward (if any). In this regard, the dividend payment will be subject to the Company’s cash flow, investment plan, conditions, and terms of agreements into which the Company has entered, as well as necessity and appropriateness of the situation in the future.

As a result, the Board of Directors deemed it appropriate to propose that the Meeting consider and approve no allocation of profits as a legal reserve and approve a dividend payment from the operating results for the year ended 30 September 2019, in accordance with the following details:

(Translation)

- no allocation of profits from the 2019 operating results as a legal reserve since the reserve has reached the amount required by law; and
- dividend payment from the operating results for the year ended 30 September 2019 at the rate of THB 0.25 per share, totaling approximately THB 66,475,121, by determining the date to record the names of shareholders entitled to receive the dividend (Record Date) as Friday, 6 December 2019 and scheduling the dividend payment for Friday, 28 February 2020.

The rate of the dividend payment is deemed reasonable by the Board of Directors. However, such rate is not in line with the dividend policy of the Company, for the Company intended to reserve funds to accommodate the investment plans, conditions, and terms of agreements into which the Company has entered, as well as the necessity and appropriateness of the situation in the future.

The Chairman gave the shareholders attending the Meeting an opportunity to ask questions or express opinions.

Mr. Sakchai asked questions as follows:

- At present, is the Company incurring losses, and what would the tax rate be with respect to the dividend payment of THB 0.25 per share?
- Would the Company be able to pay dividends earlier? Why does the Company have to wait one month to pay dividends?

Ms. Nuntaka clarified as follows:

- According to the Separate Financial Statements for the year ended 30 September 2019, the Company has an amount of net profit which was sufficient to offset all accumulated losses brought forward, resulting in the profit after the deduction, and the Company being able to make a dividend payment from the operating results for the year 2019, with a tax rate of 20 percent.

Mr. Sithichai further clarified as follows:

- The dividend payment is scheduled by taking into account the provision of the PLC Act, which provides that the Company shall make a dividend payment within one month of the date on which the shareholders meeting resolves to approve the dividend payment, as well as the scheduling of the date to record the names of shareholders who are entitled to the dividend payment (Record Date) on 6 December 2019. In addition, considering that the scheduling of the dividend payment must be done through the Thailand Securities Depository Co., Ltd., such one-month period is considered reasonable and in compliance with the PLC Act.

There were no shareholders asking any further questions or expressing any further opinions.

After the Facilitator informed the Meeting of the voting requirements, the Chairman then proposed that the Meeting consider and approve no allocation of profits as a legal reserve and approve a dividend payment from the operating results for the year ended 30 September 2019.

**Resolution:** After due consideration, the Meeting unanimously resolved to approve no allocation of profits from the 2019 operating results as a legal reserve, and to

(Translation)

approve a dividend payment from the operating results for the year ended 30 September 2019 to the shareholders, as proposed, with the following votes:

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the Meeting and being entitled to vote</b>
Approved	240,764,807	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000

- Remarks:
- 1) The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and being entitled to vote.
  - 2) For this agenda item, the total number of votes of the shareholders and proxies attending the Meeting was 240,764,807 votes.
  - 3) There were no invalid ballots for this agenda item.

**Agenda Item 6: To consider and approve the remuneration of the directors for the year 2020**

In this agenda item, the Chairman asked Mr. Suchin Wanglee (“**Mr. Suchin**”), Chairman of the Nomination and Remuneration Committee, to inform the Meeting of the details with respect to this agenda item.

Mr. Suchin, in turn, asked Mr. Thapana, Member of the Nomination and Remuneration Committee, to inform the Meeting of the details with respect to this agenda item.

Mr. Thapana thanked Mr. Suchin, and informed the Meeting that the determination of the remuneration of directors required approval by shareholders meeting. After consideration by the Compensation Committee, the Board of Directors conducted a survey on the remuneration of the Board of Directors and subcommittees, taking into account the responsibilities and performance of the Board of Directors and subcommittees, business expansion, operating results of the Company, and a comparison with the rates applicable to other companies in the same industry which are similar in size and operates businesses of a similar nature, as well as the survey results of directors’ remuneration provided by the Thai Institute of Directors (IOD). The Board of Directors, therefore, deemed it appropriate to propose that the shareholders meeting consider and approve the following:

- To approve that there will be no bonus payment for the directors;
- To consider and approve the remuneration of the Board of Directors and subcommittees for the year 2020 at the same rate as approved by the 2019 Annual General Meeting of Shareholders, which was convened on 8 January 2019, as follows:

(Translation)

Remuneration of Board of Directors and Subcommittees	2020 (Proposed Year)		2019 (Preceding Year)	
	Annual (THB)	Meeting Allowance per meeting (THB)	Annual (THB)	Meeting Allowance per meeting (THB)
1. Board of Directors				
• Chairman	240,000	40,000	240,000	40,000
• Vice Chairman	180,000	30,000	180,000	30,000
• Directors	120,000	20,000	120,000	20,000
2. Executive Committee				
• Chairman	80,000	25,000	80,000	25,000
• Vice Chairman	60,000	20,000	60,000	20,000
• Directors	40,000	15,000	40,000	15,000
3. Subcommittees				
3.1 Audit Committee				
• Chairman	160,000	50,000	160,000	50,000
• Directors	80,000	25,000	80,000	25,000
3.2 Corporate Governance Committee				
• Chairman	80,000	25,000	80,000	25,000
• Directors	40,000	15,000	40,000	15,000
3.3 Risk Management Committee				
• Chairman	80,000	25,000	80,000	25,000
• Directors	40,000	15,000	40,000	15,000
3.4 Nomination and Compensation Committee*				
• Chairman	80,000	25,000	80,000	25,000
• Directors	40,000	15,000	40,000	15,000
4. Bonus	-		-	
5. Other remunerations and benefits in addition to the annual remuneration and meeting allowance	None		None	

\*After due consideration of Board of Directors Meeting No. 1/2019-2020, the Meeting resolved to approve to amend the names of the following subcommittees:

(Translation)

- from the “Nominating and Corporate Governance Committee” to “Corporate Governance Committee”;
- from the “Remuneration Committee” to the “Nomination and Remuneration Committee”.

The Chairman gave the shareholders attending the Meeting an opportunity to ask questions or express opinions.

Mr. Basant expressed his opinion in English as follows:

- Mr. Basant suggested that the Company should additionally pay special remuneration to the directors at the rate of 0.1 percent of the net profit, whereby, if there was no net profit, it would not be necessary for the Company to pay such special remuneration. Mr. Basant also suggested that the Company should not relate the special remuneration to the dividend payment; otherwise, the Company would be required to take into consideration the relevant tax. Such remuneration payment guidelines have been applied in many companies listed in the “Fortune 500 Companies”, including many companies in Thailand.

Mr. Thapana replied as follows:

- Mr. Thapana thanked Mr. Basant for the suggestion, and said that the Company would consider the suggestion further.

There were no shareholders asking any further questions or expressing any further opinions.

The Chairman delegated the Facilitator to inform the Meeting of the voting requirements.

After the Facilitator informed the Meeting of the voting requirements, the Chairman then proposed that the Meeting consider and approve the remuneration of the directors for the year 2020.

**Resolution:**

After due consideration, the Meeting unanimously resolved to approve the remuneration of the directors for the year 2020, as proposed, with the following votes:

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the Meeting</b>
Approved	240,764,807	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000

- Remarks:
- 1) The resolution on this agenda item shall be passed by votes of no less than two-thirds of the total votes cast by the shareholders attending the Meeting.
  - 2) For this agenda item, the total number of votes of the shareholders and proxies attending the Meeting was 240,764,807 votes.
  - 3) There were no invalid ballots for this agenda item.

(Translation)

**Agenda Item 7: To consider and approve the appointment of directors in replacement of those who are due to retire by rotation**

In this agenda item, the Chairman asked Mr. Thapana Sirivadhanabhakdi (“**Mr. Thapana**”), Member of the Nomination and Remuneration Committee, to inform the Meeting of the details with respect to this agenda item.

Prior to the commencement of this agenda item, for transparency purposes, Mr. Thapana asked the following directors who are due to retire by rotation to temporarily leave the meeting room:

- |    |  |                         |
|----|--|-------------------------|
| 1) | Prof. Dr. Khunying Suchada Kiranandana | Independent Director    |
| 2) | Prof. Rawat Chamchalerm                | Independent Director    |
| 3) | Mr. Sakchai Tanaboonchai               | Director                |
| 4) | Mrs. Tongjai Thanachanan               | Director                |
| 5) | Mr. Lester Tan Teck Chuan              | Director and President, |

and asked them to re-enter the meeting room after this agenda item.

Mr. Thapana informed the Meeting that Section 71 of the PLC Act and Article 14 of the Articles of Association provide that, at every annual general meeting of shareholders, one-third of the total number of directors shall vacate office in proportion. If the number of directors is not a multiple of three, directors in a number closest to one-third shall vacate, whereby the directors retiring by rotation may be re-elected.

At the 2020 Annual General Meeting of Shareholders of the Company, there will be five directors who are due to retire by rotation, as follows:

- |    |  |                        |
|----|--|------------------------|
| 1) | Prof. Dr. Khunying Suchada Kiranandana | Independent Director   |
| 2) | Prof. Rawat Chamchalerm                | Independent Director   |
| 3) | Mr. Sakchai Tanaboonchai               | Director               |
| 4) | Mrs. Tongjai Thanachanan               | Director               |
| 5) | Mr. Lester Tan Teck Chuan              | Director and President |

The Nomination and Corporate Governance Committee and the Board of Directors (by a majority vote, excluding the directors who are due to retire by rotation) have taken into consideration and screened the qualifications, experience, and expertise of all directors who are due to retire by rotation, and were of the view that the five directors are knowledgeable and well-experienced, which will benefit the business operations of the Company. The Board of Directors, therefore, proposed that the Meeting reappoint all five directors who are due to retire by rotation to hold office as directors of the Company for another term.

Prof. Dr. Khunying Suchada Kiranandana, an independent director, has held office as an independent director of the Company for 11 years and 11 months. In the case where the Meeting resolves to approve the reappointment, and Prof. Dr. Khunying Suchada Kiranandana holds the position until the expiration of the office term, the total term of office of Prof. Dr. Khunying Suchada Kiranandana would be 14

(Translation)

years and 11 months. Prof. Rawat Chamchalerm, an independent director, has held office as an independent director of the Company for 8 years and 9 months. In the case where the Meeting resolves to approve the reappointment, and Prof. Rawat Chamchalerm holds the position until the expiration of the office term, the total term of office of Prof. Rawat Chamchalerm would be 11 years and 9 months. In this regard, after due consideration, the Board of Directors was of the view that the persons who were nominated as independent directors would be able to provide independent opinions which are in accordance with the relevant rules and regulations.

The details on the profiles, educational background, and work experience of the directors who are due to retire by rotation and have been proposed by the Board of Directors for re-election as directors for another term, are set out in Enclosure 3. In this regard, the directors appointed under this agenda item shall receive remuneration at the rate which has been approved by the shareholders meeting in the aforementioned Agenda Item 6 of this meeting.

In this regard, the Company gave the shareholders an opportunity to nominate candidates for the Company's directorship for the 2020 Annual General Meeting via the Company's website, from 18 October 2019 to 19 November 2019, in accordance with the principle of good corporate governance of listed companies. No shareholders nominated any candidates for the Company's directorship.

The Chairman gave the shareholders attending the Meeting an opportunity to ask questions or express opinions.

Mr. Basant expressed his opinion in English as follows:

- Mr. Basant suggested that the Board of Directors should take additional training courses in Switzerland to further improve and develop the capacity of the directors, which would lead to better management.

Mr. Thapana responded as follows:

- Mr. Thapana thanked Mr. Thapana for the suggestion, and said that the Company would consider the suggestion further.

There were no shareholders asking any further questions or expressing any further opinions.

Mr. Thapana asked the Facilitator to inform the Meeting of the voting requirements.

After the Facilitator informed the Meeting of the voting requirements, the Chairman then proposed that the Meeting consider and approve the appointment of the directors in replacement of those who are due to retire by rotation. The voting in this agenda item shall be conducted individually for each director.

**Resolution:** After due consideration, the Meeting resolved to approve the appointment of the following five directors to hold office as directors for another term:

- |    |  |                      |
|----|--|----------------------|
| 1. | Prof. Dr. Khunying Suchada Kiranandana | Independent Director |
| 2. | Prof. Rawat Chamchalerm                | Independent Director |
| 3. | Mr. Sakchai Tanaboonchai               | Director             |
| 4. | Mrs. Tongjai Thanachanan               | Director             |



(Translation)

5. Mr. Lester Tan Teck Chuan Director and President

The resolution was made with the following votes:

1. Prof. Dr. Khunying Suchada Kiranandana

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the Meeting and being entitled to vote</b>
Approved	240,763,807	99.9995
Disapproved	1,318	0.0005
Abstained	0	0.0000

2. Prof. Rawat Chamchalerm

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the Meeting and being entitled to vote</b>
Approved	240,764,125	99.9996
Disapproved	1,000	0.0004
Abstained	0	0.0000

3. Mr. Sakchai Tanaboonchai

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the Meeting and being entitled to vote</b>
Approved	240,765,125	100.0000
Disapproved	0	0.00000
Abstained	0	0.0000

4. Mrs. Tongjai Thanachanan

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the Meeting and being entitled to vote</b>
Approved	240,764,125	99.9996
Disapproved	0	0.00000
Abstained	1,000	0.0004

5. Mr. Lester Tan Teck Chuan

(Translation)

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the Meeting and being entitled to vote</b>
Approved	240,765,125	100.0000
Disapproved	0	0.00000
Abstained	0	0.0000

- Remarks:
- 1) The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and being entitled to vote.
  - 2) For this agenda item, the total number of votes of the shareholders and proxies attending the Meeting was 240,765,125 votes.
  - 3) There were no invalid ballots for this agenda item.

**Agenda Item 8: Other matters**

The Chairman informed the Meeting that the Board of Directors has given the shareholders an opportunity to propose any other matters, apart from those which are indicated in the Notice Calling the Meeting, provided the propositions must be in compliance with the criteria and procedures as required by law. In addition, the Chairman then asked whether there were any shareholders wishing to propose any other matters.

There were no shareholders proposing any other matters for consideration.

The Chairman gave the shareholders attending the Meeting an opportunity to ask questions or express opinions.

Mr. Siriwat expressed opinions and asked questions as follows:

- Mr. Siriwat expressed his congratulations and admiration for the Board of Directors, executives, the working group, and related persons who are trying to improve the business and operating results of the Company, regardless of the Company incurring losses over the past several years. Mr. Siriwat also would like for the Company to keep improving and maintain its operating results.
- Mr. Siriwat asked the Company to adhere to the dividend policy to distribute dividends at the rate of no less than 40 percent of the net profit, and not to necessarily pay a large dividend percentage only because the Company's operating results show profits, for the Company should prepare itself for any uncertainty that may occur in the future.
- Mr. Siriwat expressed that he has put his hope in "Crystal" branded drinking water, for at present, people are more concerned about their health, which is in accordance with the Company's intention of focusing on the benefits to its customers. Currently, the Company plays a part in helping consumers to drink more water.

(Translation)

- As Mrs. Prangnee said that “Crystal” branded drinking water is number one in the market, with 19 percent of market share, Mr. Siriwat would like to ask the Company how it may improve its market share of “Crystal” branded drinking water by 10 or 20 percent.
- According to Mr. Lester’s clarification that the Company has three factories, in Surat Thani, Lampang, and Ubon Ratchathani, does the Company have the policy to build more factories if the Company is to gain more market share?
- Mr. Siriwat admired Mr. Ueychai for being able to foresee the behavior of the competition of the business clearly, and that the Company should focus on sales volume through TT, food shops, and restaurants in order to increase the Company’s profits.
- Mr. Siriwat expressed his admiration for the Company’s transportation, which is very efficient and is one of the Company’s strengths due to the fact that the Company has customers as mom-and-pop stores around 200,000 stores nationwide. Mr. Siriwat, therefore, would like to suggest that the Company take advantage of this situation, and hopes that next year the Company will again be able to make a dividend payment to shareholders.

Mr. Nitichai asked questions as follows:

- Mr. Nitichai asked, how would the Cash Hunt project help to promote sales?
- Additionally, what is the plan of the Company to ensure the sustainability of operating results? Moreover, market competition nowadays is related more to mobile phones, for example, placing vending machines in various locations so that customers are able to purchase products in the vending machines via mobile phone, which is another form of sales promotion. Therefore, if the Company’s capabilities are sufficient for further investments, Mr. Nitichai suggested that the Company invest in this channel, which would result in the Company gaining money faster than sales in MT.

Mr. Thapana explained the details as follows:

- The Cash Hunt project is a project of ThaiBev Group which has been operated for approximately two years, with the objectives of encouraging ideas and enhancing cooperation between the parties. Regardless of an increase in revenues or a decrease in expenses, an increase in revenues demonstrates that the net profit will improve. If the amount of expenses is the same or slightly increases, or if the Company is able to decrease its expenses, the profit will increase. There are three main factors, which are: (1) efficiency in management; 2) management of distribution channels to improve profit; and (3) potential of employees in the organization.
- In the market, there is a form of competition between department stores which are called “hypermarkets”, or MT, or large business operators. The Company would like to inform the shareholders that each store has its own different working approach between the store and dealer. If a store urges each operator to improve its sales, such store will require the operator to launch sales promotions which will result in less profit for the Company and more expenses. This is the reason why the Company does not sell its products in some of the stores.

(Translation)

- The Company, after evaluating its potential, was of the view that it needs to increase incentives with respect to sales promotion for the sales team, which is more worthwhile than giving profit to large stores. The Company is trying to find ways to maximize its benefits.
- Currently, there are service providers who provide the service of food delivery. As a result, in some of the areas, the number of customers visiting restaurants has been lower, but the sales volume of the food there remains the same. Considering that the sales volume of the Company's drinks in such restaurants may decrease, the Company is required to invent new sales approaches to deal with this change.
- Mr. Thapana would like to clarify that at present, the convenience stores in the Company's chain cover most of the area, and for the vending machines, the circumstances in Thailand are different from those of Japan, where vending machines can be placed on pedestrian footpaths. The vending machines cannot be placed on footpaths in Thailand because it may be stolen. Therefore, most of the vending machines are placed in office buildings or condominiums which already have convenience stores. The Company has taken into account such factors and ideas. However, the Company would like to thank the shareholder for the suggestion.

Mr. Ueychai provided additional clarification as follows:

- Between MT and TT, it is certain that MT will continuously grow, whilst TT may gradually decline. However, the Company is trying to slow down the decline in TT by developing a campaign between the agents and their customers, which will result in the operation of more modern business between the two parties, and benefits to the Company.
- The Company has a direct method of management for dealing with small dealers, which is considered an advantage of the Company. In addition, the Company is trying to help small dealers to be able to maintain their business, such as, by issuing credit cards to small dealers in order for them to be able to purchase products more easily. In this regard, the Company has recognized the issue, as well as the importance of this matter, and is trying to solve the issue as well.
- It is anticipated that in the next five years the business model of the Company will be based on a business-to-consumer paradigm, and the Company has a long-term plan to match this business model in the future.

Mr. Anupot Panaponsirikul (“**Mr. Anupot**”), a shareholder, asked questions as follows:

- Mr. Anupot asked whether or not the drought would affect the business of the Company, and added that this may be good for the Company, for the drought situation that has hit Bangkok, e.g., the situation in which the volume of sodium in the public water supply is high may affect many brands of drinking water, but the Company's product has been certified by the NDF (National Sanitation Foundation), and should not be affected, therefore, the situation may benefit the Company as a marketing opportunity. Mr. Anupot also asked whether or not manufacturing in other regions of the country would be affected by the situation.

(Translation)

- Mr. Anupot suggested that the Company arrange a company visit and give the shareholders an opportunity to visit the factories or product distribution centers.
- Mr. Anupot also suggested that the Company should start a new marketing channel by using the existing transportation means of the Company to deliver drinking water to residents in condominiums, which may be done via the LINE mobile application or by telephone. This would be beneficial to the Company.

Ms. Nawarat provided the suggestion as follows:

- Ms. Nawarat supports the food delivery service, as from her experience, she also makes use of the food delivery service by having a driver pick up food from her restaurant. Therefore, if the Company was to build a sales promotion with food shops and restaurants, this should be another means for the Company to expand its market.

Mr. Thapana provided clarification as follows:

- For the delivery of drinking water, the Company has been conducting a study and searching for information with regard to this. The Company sees an opportunity as suggested by the shareholder and will take the suggestion into further consideration.
- For the Company visit, the Company would like to further discuss this with the Investor Relations Department. If the Company is able to allow shareholders to visit places of business operation, the Company will inform the shareholders accordingly.
- While the drought issue concerns every sector, the government is taking steps to deal with it. The Company has confirmed that the drought issue does not have any impact on product quality. Nevertheless, the Company may be faced with other issues. For example, residents in the same areas as the factories may misunderstand and believe that the factories have used up the water from water resources, hence they are the cause of the drought. Therefore, it is necessary for the Company to communicate the right information to nearby communities. In addition, surface water is mainly used for production, even though the Company is entitled to use groundwater in certain areas. Please note that ThaiBev has made the management of water resources its priority. The Company, therefore, has in place criteria on the use and recycling of groundwater.
- For the increase in sales volume relevant to food delivery services, it can be seen that sometimes after the driver has picked up food, the driver has to put the food in a heated food delivery bag to preserve the heat of the food at an appropriate temperature. There may be an issue as to whether the drinking water would be warmed to the same temperature as the food. This issue would require the cooperation of each operator. The Company will take the suggestion into further consideration.

Mr. Ueychai provided further clarification as follows:

- For the issue regarding the volume of sodium in water, Mr. Ueychai sees it as a good opportunity for the Company, for when the volume of sodium in the public water supply is high, the consumer may have to change from using the public water supply to using Crystal water. The Company has prepared for the situation and increased the number of products in its warehouse, and also believes that demand for the water in the market must definitely be increased.

(Translation)

- For manufacturing, the Company has discussed internally that before the summer period, the Company will increase the number of products in its warehouse by 10-20 percent to satisfy the increase in demand.
- For the location of the factory, the Company has prudently conducted analysis and public relations in the area surrounding the factory in advance.
- The Company anticipates that the upcoming April will be the period that has the highest water demand. If the Company was to increase manufacturing capacity at that time, it may be too late. Therefore, at present, there is a discussion of building additional warehouses, for the factories of the Company have limited space. Mr. Ueychai would like for the shareholder to be confident that the Company recognizes the importance of these details and potential opportunities.

Mr. Siriwat provided the suggestion as follows:

- Mr. Siriwat suggested that the Company invite Mrs. Nongnuch Buranasetkul, the current director of Oishi Group Public Company Limited, to hold office as another director of the Company, for Mrs. Nongnuch has knowledge and capability with regard to the food and beverage business.

There were no shareholders asking any further questions or expressing any further opinions.

The Chairman thanked all shareholders, proxies, and participants for their attendance of this Meeting, as well as for their opinions and suggestions which will be of great benefit to the Company, and informed the Meeting that the Board of Directors provides its assurance that it will, to the best of its ability, strengthen the Company and dedicate itself to the Company's growth. The Chairman then declared the Meeting adjourned.

**The Meeting was adjourned** at 12:30 hrs.

Signed .....—*Signature*..... Chairman of the Meeting  
(Mr. Somchai Bulsook)