



CAZ (Thailand) Public Co., Ltd.

Invitation to the 2020 Annual General Meeting of Shareholders

CAZ (Thailand) Public Company Limited

Thursday, 14 May 2020 at 1.30 p.m.

Open for registration at 12.30 p.m.

At Meeting Room A in the Engineering Building, of the Company's Headquarters
239 Huaypong-Nongbon Road, Huaypong Sub-district, Muang Rayong District, Rayong 21150

For convenience during registration of shareholders or proxies attending the meeting, please bring along the meeting invitation displaying barcode or proxy form and national identification card or identification document issued by government agencies as proof of identification.

(No complimentary gifts will be given out

In order to comply with the policy on transparency and the guideline for good corporate governance campaigned by the supervising authorities in relation to the decrease or cancellation of token giving at the annual general meeting

of shareholders).



CAZ (Thailand) Public Co., Ltd.

Subject: The Annual General Meeting of Shareholder for the year 2020

Attention: The Shareholders of CAZ (Thailand) Public Company Limited

According to the Annual General Meeting of Shareholder for the year 2020 of CAZ (Thailand) Public Company Limited ("the Company") will be held on Thursday 14 May 2020, at Meeting Room A in the Engineering Building, of the Company's Headquarters 239 Huaypong-Nongbon Road, Huaypong Sub-district, Muang Rayong District, Rayong 21150.

Please Note Due to continuing corona virus outbreak of Corona Virus 2019 (CODID-19), the Company encourages shareholders to authorize Mr. Natie Tabmanie, The Company's Independent Directors to act as your Proxy at the meeting and to vote for you instead of attending the meeting in person. In the event that shareholders attend the meeting in person, the Company asks all shareholders to strictly comply with the recommendations of the Department of Disease Control, Ministry of Public Health regarding "the control of Corona Virus Disease 2019 (COVID-19) as Follows;

Recommendations for participants at meeting

1. Should not attend the meeting if you are sick or have a fever or have symptoms of a respiratory system diseases such as cough, sore throat, sneezing, runny nose, breathe racers.
2. Before joining an activity, you should prepare face masks and hand sanitizer for personal use, and use them properly while attending the meeting.
3. If you feel you sick, or have a fever or respiratory symptoms; do not attend meetings, seminars or other mass gatherings, and promptly seek medical attention.
4. If you observe that other participants have symptoms like fever, cough and runny nose, advise them to promptly seek attention.
5. Avoid contact with people who are sick, especially patients with respiratory diseases who are not wearing face masks.

For the safety of everyone, the Company has set up screening process to check the temperature of all attendees before the meeting. **The Company reserves the right to not allow people with fever above 37.5 degrees to attend the meeting.**

Please be informed accordingly.

Yours Sincerely

Mr. Chung Sik Hong
Chief Executive Officer

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5 May 2020

Subject: Invitation to the 2020 Annual General Meeting of Shareholders

To: Shareholders of CAZ (Thailand) Public Company Limited

- Enclosures**
1. Minutes of the Extraordinary General Meeting No. 1/2019 held on 1 July 2019.
 2. 2019 Annual Report including the statement of financial position and income statement in QR Code format which presented on the meeting invitation form.
 3. Information on individuals proposed for directorship in replacement for those due to retire by rotation.
 4. The Company's Articles of Association relating to shareholders' meetings.
 5. Information on independent directors currently in position proposed as proxy for shareholders.
 6. Explanation on the registration process, appointment of proxies, and vote casting.
 7. Registration form for meeting attendance.
 8. Map of the 2020 Annual General Meeting venue.
 9. 2019 Annual Report (hard copy) request form.
 10. Proxy forms (Form A, Form B, and Form C) in QR Code format. In accordance with the specifications of the Department of Business Development, Ministry of Commerce.

The Board of Directors of CAZ (Thailand) Public Company Limited (the "Company") deemed it appropriate to convene the 2020 Annual General Meeting of Shareholders on Thursday, 14 May 2020 at 1.30 pm. at Meeting Room A located in the Engineering Building of the Company's headquarters, 239 Huaypong-Nongbon Road, Huaypong Sub-district, Muang Rayong District, Rayong 21150 to consider the following meeting agenda.



CAZ (Thailand) Public Co., Ltd.

Agenda 1 To consider and adopt the Minutes of the Extraordinary General Meeting No. 1/2019 held on 1 July 2019

Facts and Rationale: The Extraordinary General Meeting No. 1/2019 was held on 1 July 2019 and the minutes were prepared with details as shown in **Enclosure 1**.

Opinion of the Board: The Board of Directors deemed it appropriate to propose the adoption of the Minutes of the Extraordinary General Meeting No. 1/2019 held on 1 July 2019, which have been fully and accurately recorded.

Voting Requirement: This agenda requires the approval of the meeting by a majority vote of shareholders attending and possessing voting rights.

Agenda 2 To acknowledge the report on the Company's operating results for the year 2019

Facts and Rationale: Article 35 (1) of the Company's Articles of Association states that the Annual General Meeting of shareholders shall "consider the Board of Directors' report with regards to the Company's operations for the past year". The Board of Directors summarized the Company's operating results for the year 2019 with details as shown in the 2019 Annual Report accompanying this meeting invitation (according to the QR code on the meeting invitation form).

The Company operates its business on the basis of transparency, ethics, adherence to good corporate governance principles, and compliance with laws relating to anti-corruption measures and bribery given to officers of the state or the private sector. The Company's organization structure was designed such that responsibilities are clearly defined by operating process and chain of command so as to achieve appropriate balance of power and checks and balance. Thus, the Company specified anti-corruption measures to serve as a guideline for directors, executives, and personnel of the Company and its subsidiaries.

Opinion of the Board: The Board of Directors deemed it appropriate to propose the acknowledgement of the Company's operating results for the year 2019 and the 2019 Annual Report.

Voting Requirement: This agenda is for acknowledgement and voting is not required.



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Agenda 3 To consider and approve the financial statements for the year 2019 ended 31 December 2019

Facts and Rationale: Section 112 of the Public Limited Companies Act B.E. 2535 states that “The Board of Directors shall prepare the statement of financial position and income statement as at the last day of the Company’s accounting period to be proposed to the Annual General Meeting of shareholders for consideration and approval.” and Article 36 (2) of the Company’s Articles of Association states that the Annual General Meeting of shareholders shall “consider and approve the statement of financial position and statement of comprehensive income”. Details on the Company’s operating results appear in the 2019 Annual Report in QR Code format accompanying this meeting invitation form.

Opinion of the Board: The Board of Directors deemed it appropriate to propose the consideration and approval of consolidated financial statements of the Company and its subsidiary and separate financial statements of the Company comprising of the consolidated and separate statements of financial position as at 31 December 2019, consolidated and separate statements of comprehensive income, consolidated and separate statements of changes in equity, and consolidated and separate cash flow statements for the accounting period ended 31 December 2019, which have been audited and signed by the Company’s external auditor, PricewaterhouseCoopers ABAS Limited, reviewed by the Audit Committee, and approved by the Board of Directors. Key information on the Company’s financial position and operating results for the year 2019 can be summarized as follows.

Summary of the Company’s Financial Statements

Unit: THB million

Statement of Financial Position	Consolidated Financial Statements	Separate Financial Statements
Total assets	1,487.60	1,591.04
Total liabilities	993.33	1,100.01
Paid-up capital	140.00	140.00
Total equity attributable to owners of the parent	491.02	491.03



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Unit: THB million (except earnings per share)

Statement of Comprehensive Income	Consolidated Financial Statements	Separate Financial Statements
Total revenues	2,040.65	2,048.92
Net profit attributable to owners of the parent	75.46	81.28
Earnings per share (THB per share)	0.27	0.29

Voting Requirement: This agenda requires the approval of the meeting by a majority vote of shareholders attending and possessing voting rights.

Agenda 4 To acknowledge the Interim Dividends Payment

Facts and Rationale: The Company's dividend payment policy states that the Company shall pay dividends of no less than 40% of net profit from separate financial statements of the Company after deduction of corporate income tax and statutory reserve and dividend payment shall not pose significant impact on the Company's normal business operations. However, the aforementioned dividend payment may change depending on the business performance and financial status, liquidity, business expansion plan. Necessity and other suitability in the future of the company and as Section 115 of the Public Limited Companies Act B.E. 2535 and Article 44 of the Company's Articles of Association states that "Dividends shall be paid within (1) month from the date of the shareholders' meeting or Board of Directors' Meeting resolution, as may be the case, and written notice shall be sent to shareholders as well as advertised in newspapers regarding such dividend payment for a period of at least (3) consecutive days." Moreover, Section 116 of the Public Limited Companies Act B.E. 2535 and Article 45 of the Company's Articles of Association states that "The Company shall appropriate no less than 5% of its net profit for the year deducted by accumulated losses (if any) as legal reserve until the amount of legal reserve is no less than 10% of registered capital."

The Company's net profit from its separate financial statements amounted to THB 81.28 million for the year 2019, with no accumulated losses. The Board of Directors deemed it appropriate to the annual dividend payment for the year ended 31 December 2019 to shareholders at THB 0.1071 per share, totaling THB 30.00 million (before the deduction of withholding tax), equivalent to 36.91% of net profit from separate financial statements which is in accordance with the company policy to maintain partial cash for the Company's working capital.



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Regarding, the outbreak of the Coronavirus Disease 2019 (“COVID-19”) in Thailand which is rapidly spread and could cover wider range. The Board of Directors’ Meeting No. 2/2020 held on 6 April 2020 approved interim dividend payment from the Company’s profit for the year ended December 31, 2019 at THB 0.1071 per share, totaling THB 30 million. In order to reduce impact that may occur on shareholders from the postponement of the General Meeting of Shareholders of the Company from April 23, 2020. However, the dividend will be paid from the net profit of year 2019 which already deducted corporate tax of 20%. By this interim dividend payment, the Company will use the record Date to determine the name of shareholders who are entitled to receive the dividend is on March 16, 2020, as previously set. The dividend will be paid on Tuesday May 05 2020. In this regard, the Board of Directors will not propose any other dividend payment from 2019 profits.

Comparison table of dividend payment rates in the past year

Turnover	Number of shares (share)	Dividend rate (THB per share)	Note
1 Apr 18 – 31 Dec 18	280,000,000	0.10 THB	
1 Jan 19 – 31 Dec 19	280,000,000	0.1071 THB	Portion of dividend payment lower than the Company’s dividend payment policy. Regarding to maintain the Company’s working capital.

The Company has appropriated THB 4,064,079 of net profit from operating results for the year 2019 as legal reserve, reflecting a portion of no less than 5%.

Opinion of the Board: The Board agreed to propose the Annual General Meeting of Shareholders to acknowledge interim dividend payment, an interim dividend payment on Tuesday 5 May, 2020. The totaling interim dividend payment of THB 0.1071 per share, approximately THB 30.00 million. And no additional or any other dividends shall be paid for the operating results of the year 2019.

Voting Requirement: This agenda is for acknowledgement and voting is not required.

Agenda 5 To consider and approve the appointment of directors in replacement of those due to retire by rotation

Facts and Rationale: The Public Limited Companies Act B.E. 2535 and Article 15 of the Company's Articles of Association states that "In the Annual General Meeting held each year, one-third (1/3) of directors shall vacate position. If the number of directors is not a multiple of (3), the number of directors closest to one-third shall vacate position. In the first and second year after registration of the Company, directors who will vacate position shall be determined by drawing lots, with directors holding the longest duration in position to vacate position in subsequent years. Directors vacating position may be reelected for position." In addition, Article 14 of the Company's Articles of Association states that the Annual General Meeting of shareholders shall "consider the appointment of directors in replacement of those due to retire by rotation". In the 2020 Annual General Meeting, 3 directors due to retire are as follows.

- | | |
|------------------------------|--|
| 1. Mr. Yingyong Techarungrun | Independent Director, Audit Committee Member |
| 2. Ms. Nita Treeweeranuwat | Director, Executive Committee Member |
| 3. Mr. Chung Sik Hong | Director, Chairman of the Executive Committee, Chief Executive Officer, Chairman of the Risk Management Committee Member |

Opinion of the Board: (Excluding directors with stake in the matter) The Board of Directors deemed it appropriate to propose the consideration and approval of appointment of 3 directors, namely, Mr. Yingyong Techarungrun, Ms. Nita Treeweeranuwat, and Mr. Chung Sik Hong, for reelection for another term. The Board of Directors are of the opinion that such individuals are qualified, knowledgeable, capable, and experienced, able to contribute benefits to the Company's business operations. In addition, such individuals undertake their duties with responsibility, caution, honesty, and possess complete qualifications in accordance with the Public Limited Companies Act B.E. 2535, with information as shown in **Enclosure 3**.

Moreover, the Company gives shareholders the opportunity to nominate persons who are considered suitable and qualified. In order to be considered as a director according to the criteria disclosed on the Company's website from 29 November 2019 to 31 January 2020, but no one nominated any names.



Shareholding of Individuals Proposed for Directorship

Names of Individuals Proposed for Directorship	Number of Shares	Voting Rights
Mr. Yingyong Techarungnirun	-	-
Ms. Nita Treeweeranuwat	3,052,400	3,052,400
Mr. Chung Sik Hong	31,418,800	31,418,800

Voting Requirement: This agenda requires the approval of the meeting by a majority vote of shareholders attending and possessing voting rights.

Agenda 6 To consider and approve remuneration for the Board of Directors for the year 2020

Facts and Rationale: Section 90 of the Public Limited Companies Act B.E. 2535 states that “the Company shall not pay to directors cash or assets except for remuneration in accordance with the Company’s Articles of Association” and Article 16 of the Company’s Articles of Association states that “directors are entitled to remuneration from the Company in the form of gratuity, meeting allowance, pension, bonus, or other forms of remuneration”.

Opinion of the Board: The Board of Directors deemed it appropriate to propose the consideration and approval of director remuneration for the year 2020 in the form of meeting allowance of no more than THB 2,000,000 (Two million), based on consideration of appropriateness to the nature of business and relationship to the Company’s operating results consistent with market and industry norms and roles and responsibilities of the Board of Directors, with the following details.

Comparison of Director Remuneration in the Previous Year

Committee	2020 (Proposed)	2020 (Proposed)	2019
	Monthly compensation / Person	Meeting Allowance / Meeting / Person	Meeting Allowance / Meeting / Person
Chairman of the Board of Directors	35,000	-None-	15,000
Chairman of the Audit Committee	30,000	-None-	12,500
Independent Director	25,000	-None-	10,000
Chairman of the Nomination and Remuneration Committee	-None-	12,500	12,500
Director	-None-	12,000	12,000
Nomination and Remuneration Committee Member	-None-	-None-	10,000



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In 2019, the Company paid director remuneration in the form of meeting allowance totaling THB 894,000 with details as follows.

Names	2018	2019
1. Mr. Narongrit Tavorntisitporn	230,000.00	185,000.00
2. Mr. Suthi Thum-Umnauysuk ²	205,500.00	132,000.00
3. Mr. Yingyong Techarungrun	190,000.00	144,000.00
4. Mr. Yeong Cheol Choi ¹	36,000.00	-
5. Mr. Chung Sik Hong	120,000.00	48,000.00
6. Ms. Nita Treeweeranuwat	120,000.00	84,000.00
7. Mr. Prasert Treeveeranuwat	120,000.00	84,000.00
8. Mr. Somchai Kanbuakeaw	132,500.00	109,000.00
9. Ms. Kanchana Rimpanichayakij	12,000.00	72,000.00
10. Mr. Charoenchai Amnatsomboonsuk	24,000.00	36,000.00
Total	1,190,000.00	894,000.00

Remark: ¹ Mr. Yeong Cheol Choi has resigned from directorship by Mr. Charoenchai Amnatsomboonsuk was appointed as director in replacement of the director who resigned, from the resolution of the Extraordinary General Meeting No. 2/2018 held on 5 October 2018.

² Resigned from the position of Independent Director, Chairman of the Audit Committee and the Nomination and Remuneration Committee of the Company, effective from August 15, 2019.

Voting Requirement: This agenda requires the approval of the meeting by no less than two-thirds of total votes of shareholders attending the meeting.

Agenda 7 To consider and approve the appointment of the Company's external auditor and the determination of audit fees for the year 2020

Facts and Rationale: Section 120 of the Public Limited Companies Act B.E. 2535 states that "the Annual General Meeting held each year shall appoint the Company's auditor and determine audit fees, and the former auditor may be reappointed" and Section 121 of the Public Limited Companies Act B.E. 2535 states that "the auditor shall not be director, personnel, employee, or undertake any position in the Company". In addition, Article 42 of the Company's Articles of Association specifies that the Annual General Meeting held each year shall appoint the Company's auditor and determine audit fees, and the former auditor may be reappointed. The auditor shall not be director, personnel, employee, or undertake any position in the Company. However, the Company shall



arrange for the rotation of auditors in accordance with the Securities and Exchange Law and/or other related laws.

Opinion of the Audit Committee: The Audit Committee deemed it appropriate to propose to the Board of Directors for proposal to the Annual General Meeting the consideration and approval of the appointment of Ms. Vipavan Pattavanvivek, Certified Public Accountant No. 4795, Ms. Bongkot Amsageam, Certified Public Accountant No. 3684, and Ms. Marisa Tharathornbunpakul, Certified Public Accountant No. 5752 from KPMG Phoomchai Audit Limited as the Group of Companies' external auditor with one of the above-mentioned individuals performing the audit and expression of opinion on the Company's financial statements. In case such individuals are unable to undertake such proceedings, KPMG Phoomchai Audit Limited shall arrange for other auditors from KPMG Phoomchai Audit Limited to undertake such duties in replacement.

In addition, after consideration of the amount of work and audit fees of companies the same level, it is evident that the fees proposed by KPMG Phoomchai Audit Limited are appropriate. One of the above-mentioned individuals or other auditors from KPMG Phoomchai Audit Limited on the list of auditors approved by the Securities and Exchange Commission shall perform the audit and expression of opinion on the Group of Companies' financial report.

Name of Auditor	License No.	Number of Years Serving as the Company's Auditor
Ms. Vipavan Pattavanvivek	4795	-
Ms. Bongkot Amsageam	3684	-
Ms. Marisa Tharathornbunpakul	5752	-

Comparison of Audit Fees with PricewaterhouseCoopers ABAS Limited in the previous year

Company	Audit Fees	
	2020 (proposed)	2019
CAZ (Thailand) Public Company Limited	2,800,000	3,240,000
A Subsidiary	400,000	460,000
Total	3,200,000	3,700,000

* Excluding actual miscellaneous expense incurred in the provision of audit service

KPMG Phoomchai Audit Limited and the above-mentioned 3 auditors have no relationship and/or interest with the Company, executives, major shareholders, or any related persons of such individuals and do not hold shares in the Company, and thus are independent in



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the audit and expression of opinion on the Company's financial statements. As such, the Audit Committee deemed it appropriate to propose the determination of audit fees for the year 2020 to the Board of Directors. The audit fees are as follows: CAZ (Thailand) Public Company Limited at THB 2,800,000 and its subsidiary (1 company) at THB 400,000, totaling THB 3,200,000, excluding actual miscellaneous expense incurred in the provision of audit service.

Opinion of the Board: The Board of Directors deemed it appropriate to propose the consideration and approval of the appointment of Ms. Vipavan Pattavanvivek, Certified Public Accountant No. 4795, Ms. Bongkot Amsageam, Certified Public Accountant No. 3684, and Ms. Marisa Tharathornbunpakul, Certified Public Accountant No. 5752 from KPMG Phoomchai Audit Limited as the Group of Companies' external auditor with one of the above-mentioned individuals performing the audit and expression of opinion on the Company's financial statements. In case such individuals are unable to undertake such proceedings, KPMG Phoomchai Audit Limited shall arrange for other auditors from KPMG Phoomchai Audit Limited to undertake such duties in replacement. The audit fees are as follows: CAZ (Thailand) Public Company Limited at THB 2,800,000 and its subsidiary (1 company) at THB 400,000, totaling THB 3,200,000, excluding actual miscellaneous expense incurred in the provision of audit service.

Voting Requirement: This agenda requires the approval of the meeting by a majority vote of shareholders attending and possessing voting rights.

Agenda 8 Other business (if any)

Facts and Rationale: Section 105 Paragraph 2 of the Public Limited Companies Act B.E. 2535 states that "Shareholders representing at least one-third in aggregate of outstanding shares may request the Meeting to consider other matters than those specified in the invitation to the Meeting."

Opinion of the Board: The Board of Directors deemed it appropriate to include this matter to allow for shareholders to propose matters other than what the Board of Directors has specified in this Meeting.

Shareholders of CAZ (Thailand) Public Company Limited are cordially invited to the Annual General Meeting of Shareholders to be held on Thursday, 14 May 2020 at 1.30 p.m. at Meeting Room A in the Engineering Building, of the Company's Headquarters 239 Huaypong-Nongbon Road, Huaypong Sub-district, Muang Rayong District, Rayong 21150. For convenience during registration, the Company will arrange for shareholders to be able to register from 12.30 p.m. onwards.



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The Company has published this Invitation to the 2020 Annual General Meeting of Shareholders, 2019 Annual Report, enclosures to the meeting invitation, and Proxy Form A, B, and C on the Company website at www.caz.co.th.

For shareholders attending the Meeting in person, please bring along your national identification card. For shareholders unable to attend the Meeting in person, the Company has published Proxy Form A (general form), Proxy Form B, and Proxy Form C (for foreign investors who appoint Thailand Securities Depository Company Limited (TSD) as custodian) as shown in **Enclosure 10** with THB 20 stamp duty on the Company website for shareholders to download as deemed appropriate. Documents or evidence indicating shareholding or representation of a shareholder eligible to attend the Meeting shall be attached along and presented to staff before commencement of the Meeting.

Foreign shareholders who appoint Thailand Securities Depository Company Limited (TSD) as custodian may use either one of Proxy Form A, Proxy Form B, or Proxy Form C (for Proxy Form C, please contact the Company Secretary or download from the Company website at www.caz.co.th),

The Company recommends the use of Proxy Form B, which specifies various particulars with clear and concise details.

Shareholders may grant proxy to one of the Company's independent directors to attend and vote on the shareholders' behalf. The independent director proposed as proxy for shareholders is as follows.

(1) Mr. Natie Tabmanie Independent Director

Please refer to details on the independent director proposed as proxy for shareholders as shown in **Enclosure 5**.

For shareholders who wish to grant proxy to the Company's independent director to attend and vote on the shareholders' behalf, please submit proxy form along with a certified true copy of the national identification card in advance before the date of the Meeting.

Shareholders who wish to request the 2019 Annual Report in hard copy may fill out the form as shown in **Enclosure 9** and submit to the Company in person on the date of the Meeting, through fax at 038-606-166, or through email to the Company Secretary at nattiya.p@caz.co.th.

The Company would like to inform shareholders for acknowledgement and conformance to the registration process, appointment of proxies, and vote casting as shown in **Enclosure 6** and for convenience during registration, please bring along the Invitation to the



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Meeting and registration form as proof of identification to attend the Meeting as shown in **Enclosure 7**.

For the greatest benefit of shareholders in attending the Meeting and the preservation of shareholders' rights, shareholders may send questions which require clarification with regards to the agenda in this Meeting in advance through email at nattiya.p@caz.co.th or through fax at 038-606-166.

In addition, to facilitate shareholders, the Company has prepared a map of the Meeting venue as shown in **Enclosure 8**.

Sincerely yours,

Mr. Narongrit Tavorntvisitporn

Chairman of the Board of Directors

More information, please contact: Ms. Nattiya Charusombat

Company Secretary at 038-606-242 extension 336



CAZ (Thailand) Public Co., Ltd.

Enclosure 1

Minutes of the Extraordinary General Meeting No. 1/2019

of

CAZ (Thailand) Public Company Limited

Date and Venue of the Meeting

The Meeting was held on 1 July 2019 at 13.30 a.m. at the Company' Meeting Room 239 Huaypong-Nongbon Road, Huaypong Sub-district, Muang Rayong District, Rayong 21150

Mr. Narongrit Tavornvisitporn, Chairman of the Board of Directors, who presided as Chairman of the Meeting (the "**Chairman**"), declared the Meeting convened and informed the Meeting that there were 46 shareholders attending the Meeting in person and 8 proxy holders, totaling 54 shareholders holding an aggregate of 203,675,620 shares, reflecting 72.7400% of the total outstanding shares of the Company at the start of the Meeting, thereby constituting a quorum in accordance with the law and the Company's Articles of Association.

Ms. Nattiya Charusombat, Company Secretary, served as secretary to the Meeting and **Mr. Yutthana Kanchanarom** served as Meeting facilitator (the "**Facilitator**"). Mr. Yutthana Kanchanarom then introduced the Board of Directors, executives, legal advisor, and financial advisor present at the Meeting as follows.

Directors Present at the Meeting 7 directors out of a total of 9 directors

- | | |
|----------------------------------|---|
| 1. Mr. Narongrit Tavornvisitporn | Independent Director / Chairman of the Board of Directors /
Audit Committee Member / Nomination and Remuneration
Committee Member |
| 2. Mr. Suthi Thum-Umnausuk | Independent Director / Chairman of the Audit Committee /
Nomination and Remuneration Committee Member |
| 3. Mr. Yingyong Techarungnirun | Independent Director / Audit Committee Member |
| 4. Mr. Chung Sik Hong | Director (with management role) / Chief Executive Officer /
Chairman of the Risk Management Committee |
| 5. Mr. Prasert Treeveeranuwat | Director / Executive Committee Member / Risk Management
Committee Member |
| 6. Ms. Nita Treeweeranuwat | Director / Executive Committee Member |
| 7. Ms. Kanchana Rimpanichayakij | Director |



Directors Not Present at the Meeting

1. Mr. Somchai Kanbuakeaw Director / Executive Committee Member / Risk Management
Committee Member / Chairman of the Nomination and
Remuneration Committee
2. Mr. Charoenchai Amnatsomboonsuk Director

Directors present at the Meeting accounted for 77.78% of the total number of directors of the Company.

Legal Advisor

Ms. Pannita Jantah and Mr. Titinat Predipanijvipa from Bangkok Legal Consultant Company Limited (B.L.C.)

Financial Advisor

Ms. Piyapa Chongsathien from S14 Advisory Company Limited

Representative Shareholder as Witness to Vote Counting

Mr. Phairot Lohdamrongrat served as representative of shareholders in observing and witnessing the counting of votes.

The Chairman delegated the Facilitator to inform the Meeting regarding details of the Meeting and procedures in casting votes in each agenda, and **the Facilitator** elaborated on procedures for making inquiries or expressing opinion, casting votes, counting of votes, and announcement of voting results.

The Facilitator informed the Meeting on procedures for making inquiries or expressing opinion, casting votes, counting of votes, and announcement of voting results with details as follows.

Making Inquiries or Expressing Opinion

Shareholders or proxy holders who wish to make inquiries or express opinion may do so by stating their name and surname before making any such inquiry or expression of opinion. Inquiries and opinion shall be relevant to the Meeting agenda for efficient proceedings.

Casting and Counting of Votes

1. In the casting of votes, 1 share shall represent 1 vote.
2. Approval, disapproval, or abstention votes shall be cast in writing on the ballot cards prepared by the Company, accompanied by signatory by pen, and handed to Company personnel.
3. Ballot cards which have been marked in more than 1 box shall be deemed invalid.

In case of proceedings not in adherence to the aforementioned, the Company shall deem that shareholders approve of the agenda proposed. For proxy holders presenting Proxy Form B which shareholders have already casted their votes, the Company has recorded such votes in the system accordingly.

Once no question was raised by shareholders, the Chairman informed the Meeting that with reference to the Invitation to the Meeting which the Company had disseminated to shareholders, the Stock Exchange of



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Thailand, the Securities and Exchange Commission, and the Ministry of Commerce in advance in accordance with the law, **the Meeting was declared convened with the following agenda.**

Agenda 1 To consider and adopt the Minutes of the 2019 Annual General Meeting held on 18 April 2019

The Chairman asked that the Meeting consider and adopt the Minutes of the 2019 Annual General Meeting held on 18 April 2019, and invited the Facilitator to inform the Meeting of details in relation to this agenda for consideration.

The Facilitator informed the Meeting that the 2019 Annual General Meeting was held on 18 April 2019, and asked the Meeting to consider and adopt such minutes of the meeting, with details as shown in pages 5-17 of the Invitation to the Meeting, which the Company disseminated to shareholders in advance on 21 June 2019.

The Chairman gave shareholders the opportunity to raise questions. Once no further question was asked, the Chairman proposed that the Meeting consider and adopt the Minutes of the 2019 Annual General Meeting held on 18 April 2019, with details as proposed.

Resolution The Meeting resolved to adopt the Minutes of the 2019 Annual General Meeting held on 18 April 2019.

The Extraordinary General Meeting passed such resolution with majority vote of shareholders attending and casting votes as follows.

Approve	203,675,620	votes	(equivalent to	100.0000%)
Disapprove	0	votes	(equivalent to	0.0000%)
Abstain	0	votes	(equivalent to	0.0000%)
Invalid Ballot	0	votes	(equivalent to	0.0000%)

Agenda 2 To consider and approve the amendment of the objectives for the utilization of proceeds from the Company's issuance of new shares

The Facilitator informed the Meeting that the Notification of Capital Market Supervisory Board No. TorJor. 39/2559 on Application for Approval and Granting of Approval for Offering of Newly Issued Shares Clause 38(6)(a) stipulates that in the event which the Company wishes to amend the objectives for the utilization of proceeds as specified in the application, securities offering statement form, or the prospectus, the Company must obtain approval from the shareholders' meeting with votes in favor of no less than three-fourths of the total number of shareholders attending the meeting and possessing voting rights, and votes against of no more than 10% of the total number of shareholders attending the meeting and possessing voting rights.

Ms. Phornthiphat Khantheevit, Chief Financial Officer, informed the Meeting of the following resolution from the Board of Directors' Meeting for the Meeting's consideration.

1. Approve the amendment of the objectives for the utilization of proceeds from the Company's issuance of new shares with the following details:



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Objectives for the Utilization of IPO Proceeds in Accordance with the Prospectus	Approximate Amount (THB mm)	Approximate Utilization Timeline
1. For use as collateral for the bank ¹	100.00	Undergoing the bank's process ²
2. For use as working capital	152.72	Within 2019
3. To invest in the purchase of equipment used in business operations	40.00	Within 2019
Total	292.72	

Note: ¹For use as collateral in place of assets which Takuni Group has placed as collateral at present and relieve Takuni's assets of their status of being placed as collateral /

²January - February 2019 as specified in the prospectus

Proposed Amendment to Objectives for the Utilization of IPO Proceeds	Approximate Amount (THB mm)	Approximate Utilization Timeline
1. To invest in the purchase of land, building, and factory for use as collateral for the bank*	No more than 100.00	Immediately following shareholders' approval
2. For use as working capital	152.70	Within 2019
3. To invest in the purchase of equipment used in business operations	40.00	Within 2019
Total	292.70	

Note: *For use as collateral in place of assets which Takuni Group has placed as collateral at present and relieve Takuni's assets of their status of being placed as collateral

The investment in the purchase of land, building, and factory for use as collateral for the bank valued no more than THB 100 million is set to be utilized immediately following approval from the shareholders' meeting.

2. Rationale and Necessity

- To increase work space to support future EPC projects (Backlog as at 31 March 2019 amounted to THB 2,133.33 million)
- To reduce space rental cost in the long-term
- To increase production capacity and the Company's future business opportunities
- To pledge the newly purchased land as collateral for the bank in place of Takuni Group's assets currently being placed as collateral



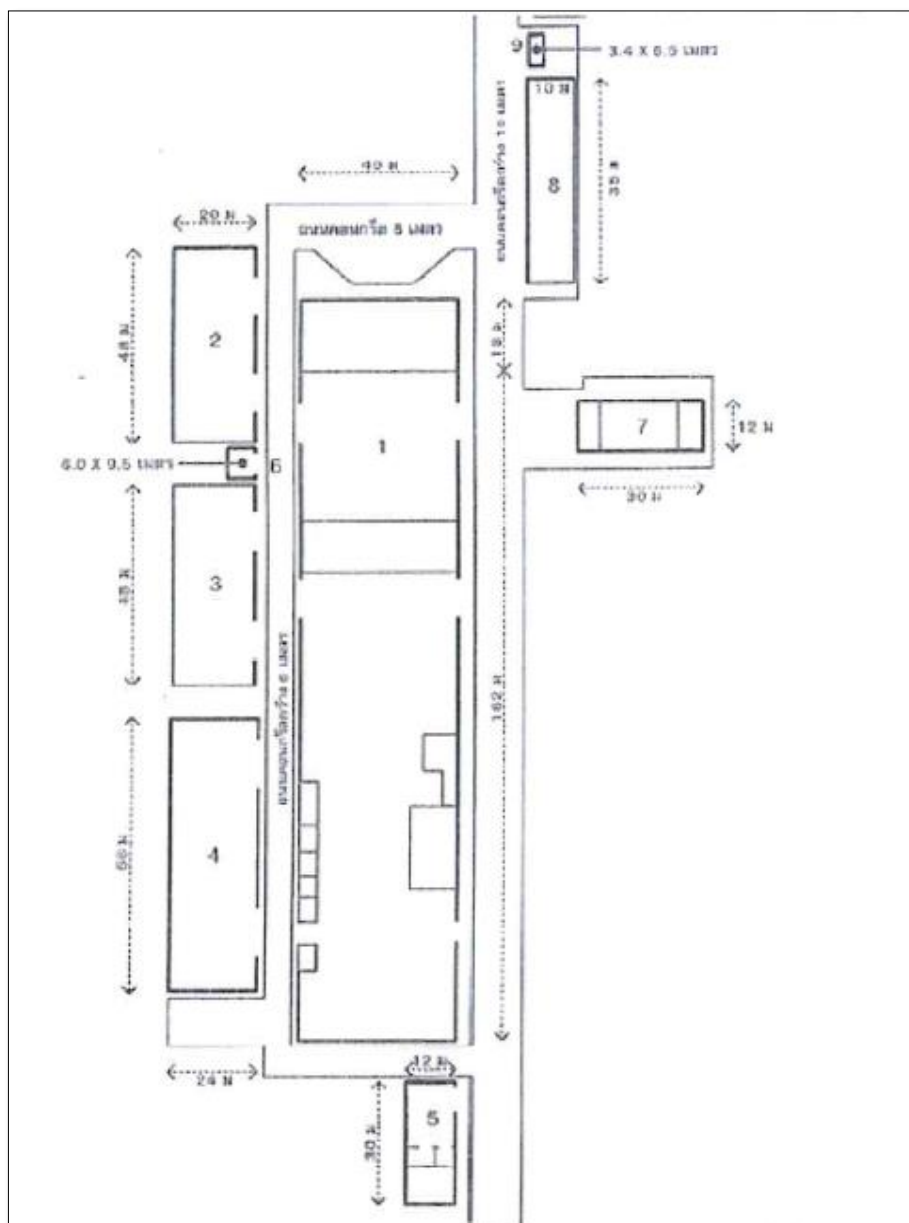
CAZ (Thailand) Public Co., Ltd.

3. Following the approval of the amendment of the objectives for the utilization of proceeds from the Company's issuance of new shares from the shareholders' meeting, should negotiations on the purchase fail from causes attributable to the seller, the Company will retain the objectives for the utilization of proceeds from the Company's issuance of new shares as previously specified in the securities offering statement form and the prospectus.
4. The Company expects such amendment to the utilization of proceeds to have no impact to business operations or any forecasts as disclosed in the securities offering statement form following the change in objectives for the utilization of proceeds from the Company's issuance of new shares stipulated in the securities offering statement form.

Asset Details

Owner of Asset Siam Commercial Bank Public Company Limited	
Type of Asset Factory	
Area	79 rai 47 sq. wa (31,647 sq. wa; title deed number: N.S. 3 K 68, 226, 1228, 1278, 12)
Location	480 Moo 1, Ban Bueng - Ban Khai Road, Lahan Subdistrict, Pluak Daeng District, Rayong Province

Asset List	Asset List
1) Factory building - 1 office (2-storey) building	6) 1 Engine workshop building
2) 1 Inspection building	7) 1 Cafeteria
3) 1 Warehouse building	8) 1 Parking building
4) 1 Paint mill building	9) 1 Guardhouse
5) 1 Maintenance building	



Opinion of the Board of Directors The Board of Directors deemed it appropriate to propose that the Meeting approve the amendment of the objectives for the utilization of proceeds from the Company's issuance of new shares.

The Chairman gave shareholders the opportunity to propose any additional agenda or raise any questions.

The Facilitator informed the Meeting that this agenda required the approval with votes in favor of no less than three-fourths of the total number of shareholders attending the meeting and possessing voting rights, and votes against of no more than 10% of the total number of shareholders attending the meeting and possessing voting rights.



Mr. Channarong Kraisrisirikul – Shareholder inquired with reference to the table summarizing the objectives for utilization of IPO proceeds originally totaling THB 292.72 million and proposed amendment totaling THB 292.70 whether the THB 0.02 difference presents any significance.

Ms. Phornthiphat Khantheevit – Chief Financial Officer informed the shareholder that the difference in the financial figures as per the original objectives are expenses which the Company estimated and disclosed in the prospectus, whereby the THB 200,000 difference as compared to the proposed amendment reflected actual expenses incurred.

Mr. Channarong Kraisrisirikul – Shareholder inquired with reference to No. 4 on whether the statement “should negotiations on the purchase fail from causes attributable to the seller” refers to the event that negotiations do not go smoothly or to any other event, and if it is possible for the Company to provide additional information on the current process of the matter.

Ms. Nita Treeweeranuwat – Director / Executive Committee Member informed the shareholder that the Company at present has not yet placed deposit with the bank and is awaiting approval from this shareholders’ meeting. Should the Company receive approval on the matter, the Company will immediately proceed to have deposit placed within this week, and as the negotiation with the bank was first initiated last May, the Company at present does not have information as to whether there are other parties interested to purchase such land plots. As such, the Company included the aforementioned statement in case that the bank has already agreed to sell such asset to another buyer.

Mr. Channarong Kraisrisirikul – Shareholder inquired as to the state and condition of the land and buildings following the officers’ visit to the site location as well as information on repairs and renovation expenses and whether other buildings are still in working condition.

Ms. Nita Treeweeranuwat – Director / Executive Committee Member informed the shareholder that the building is almost 20 years old and has been vacant for 5 years. However, the Company pursued this land following consideration of land area of 79 rai and transaction amount not exceeding THB 100 million, averaging at approximately THB 1.2 per rai, which is considered relatively cheap as the price is inclusive of buildings. The Company estimates approximately THB 20-30 million in repairs and renovation, whereby the building structure and factory are in working condition but improvement is needed with regards to the water and electrical system which have been cut, cleaning, and installation of additional tower crane.

Mr. Channarong Kraisrisirikul – Shareholder inquired whether the Company has cafeteria and recreational area for employees and whether those facilities are adequate.

Ms. Nita Treeweeranuwat – Director / Executive Committee Member informed the shareholder that the Company has a cafeteria located to the side of this building in which the meeting is being conducted, as well as a small cooperative shop, which is adequate for the current number of employees.

Mr. Kittiyos Aphakiatwong – Shareholder inquired as to the additional capacity which the proposed land and buildings will be able to accommodate and from the Company’s current backlog, whether it will be able to accommodate additional projects.

Ms. Nita Treeweeranuwat – Director / Executive Committee Member informed the shareholder that from the Company’s current area of 100 rai and new area of 79 rai, the Company expects to be able to accommodate



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an additional 50% production capacity. From the current status and backlog as at 31 March 2019 valued approximately THB 2,100 million, the Company expects to receive some part of the additional large projects this year such as PTT LNG project involving the construction of LNG receiving terminal and Thai Oil project involving the construction of refinery, and should the Company be contracted, the new land and building will be able to sufficiently accommodate the production capacity.

Mr. Kittiyos Aphakiatwong – Shareholder inquired as to the prospect of the PTT LNG and Thai Oil projects, and the capacity which the Company proposed.

Ms. Nita Treeweeranuwat – Director / Executive Committee Member informed the shareholder that results of the PTT LNG project will be announced in quarter 2 of 2019, while the Company has already been awarded the contract from the main partner for the Thai Oil project, and the main partner is currently distributing work to subcontractors. The Company expects to receive work within quarter 4 of 2019 or no later than quarter 1 of 2020.

Mr. Kittiyos Aphakiatwong – Shareholder inquired as to the proposed capacity and the Company's current maximum production capacity.

Ms. Nita Treeweeranuwat – Director / Executive Committee Member informed the shareholder that the Company proposed to Thai Oil 10,000 tons from the total of 20,000 tons. The Company's current maximum capacity is 10,000 tons and if the Company invests in the purchase of land and buildings, it will be able to increase production capacity to 15,000 tons.

Ms. Jennate Methaweewinit – Proxy holder representing Mr. Anu Wongsarnkit inquired as to the reason why financial figures from the income statement for quarter 1 of 2019 is lower than that of quarter 1 of 2018.

Ms. Nita Treeweeranuwat – Director / Executive Committee Member informed the shareholder that the Company's revenue in quarter 1 of 2018 totaled THB 374.5 million, while revenue in quarter 1 of 2019 totaled THB 414.3 million, reflecting a 10.6% increase.

Ms. Jennate Methaweewinit – Proxy holder representing Mr. Anu Wongsarnkit inquired whether quarter 2 and quarter 3 of 2019 will support in achieving net profits exceeding that of the previous year.

Ms. Nita Treeweeranuwat – Director / Executive Committee Member informed the shareholder that that is the case.

Ms. Jennate Methaweewinit – Proxy holder representing Mr. Anu Wongsarnkit inquired whether projects from large owners or small projects which the Company engages directly are more profitable.

Ms. Nita Treeweeranuwat – Director / Executive Committee Member informed the shareholder that profitability in both cases are similar, but the Company is better able to manage manpower and time in case of projects which the Company engages directly.

Mr. Channarong Kraisrisirikul – Shareholder inquired as to the rationale, advantages, and disadvantages of utilizing approximately THB 100 million of IPO proceeds as collateral for the bank in place of Takuni Group's assets.

Ms. Nita Treeweeranuwat – Director / Executive Committee Member informed the shareholder that at present, both Takuni Group and CAZ utilized Takuni's assets as collateral. As CAZ proceeded with listing on the Stock



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Exchange of Thailand, the Company must be able to stand on its own. As such, a part of IPO proceeds totaling THB 100 million need to be placed as collateral for the bank in place of Takuni Group's assets. Later, as the Company studied the land area in matter, the Board of Directors have considered and saw that THB 100 million would yield merely 1%-2% in interest as deposit, as compared to the continuous appreciation in land value, which is a better alternative to placing cash as collateral with the bank. The Company thus proposed the amendment of the objectives to invest in the purchase of said land.

Mr. Kittiyos Aphakiatwong – Shareholder inquired whether Takuni will be utilizing the assets which are scheduled to be relieved from collateral for other purposes.

Ms. Nita Treeweeranuwat – Director / Executive Committee Member informed the shareholder that the intention to relieve Takuni's assets from the status as collateral is not because of Takuni's plan to utilize such assets for other purposes. Takuni is utilizing less than half of the assets which it holds, which, in the past, Takuni allowed CAZ to join in the utilization. However, following the need for CAZ to stand on its own, CAZ and Takuni's assets have then been clearly separated.

Mr. Kittiyos Aphakiatwong – Shareholder inquired as to the deadline which the purchase of the land is to complete.

Ms. Nita Treeweeranuwat – Director / Executive Committee Member informed the shareholder that the Company wishes to complete the transaction in 1-2 months.

Ms. Nita Treeweeranuwat – Director / Executive Committee Member additionally informed the shareholder that in case other buyers proposed a purchase price for the land exceeding THB 100 million, the Company will proceed to search for other additional land plots with equivalent price and efficiency for use as collateral in place of the previous, and will not switch back to utilizing cash.

Ms. Jennate Methaweewinit – Proxy holder representing Mr. Anu Wongsarnkit inquired as to the time period which the bank provided the Company regarding the purchase, before other buyers are able to engage in the purchase.

Ms. Nita Treeweeranuwat – Director / Executive Committee Member informed the shareholder that the Company initially engaged in discussions with the bank in May, and has continuously tried to explain to the bank that the Company is currently in the process of obtaining shareholders' approval. Once the Company receives such approval, the Company will promptly inform the bank and place a deposit.

Ms. Jennate Methaweewinit – Proxy holder representing Mr. Anu Wongsarnkit inquired whether the Company has checked appraised value and whether the purchase price is lower than such appraised value.

Ms. Nita Treeweeranuwat – Director / Executive Committee Member informed the shareholder that appraised value is at least THB 140 million, but the Company is able to purchase at a price not exceeding THB 100 million.

Resolution The Meeting resolved to approve the amendment of the objectives for the utilization of proceeds from the Company's issuance of new shares as proposed.

The Extraordinary General Meeting passed such resolution with votes in favor of no less than three-fourths of the total number of shareholders attending the meeting and possessing voting rights, and votes against of no more than 10% of the total number of shareholders attending the meeting and possessing voting rights as follows.



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Approve	203,675,620	votes	(equivalent to	100.0000%)
Disapprove	0	votes	(equivalent to	0.0000%)
Abstain	0	votes	(equivalent to	0.0000%)
Invalid Ballot	0	votes	(equivalent to	0.0000%)

Agenda 3 Other business (if any)

The Chairman thanked shareholders in making inquiries and gave shareholders the opportunity to raise any additional questions.

The Facilitator informed the Meeting that Section 105 Paragraph 2 of the Public Limited Companies Act B.E. 2535 states that “Shareholders representing at least one-third in aggregate of outstanding shares may request the Meeting to consider other matters than those specified in the invitation to the Meeting.”

The Board of Directors deemed it appropriate to include this agenda to give shareholders the opportunity to propose the consideration of other agenda in addition to those stipulated by the Board of Directors in this Meeting.

The Chairman gave shareholders the opportunity to propose any additional agenda or raise any additional questions.

Mr. Kittiyos Aphakiatwong – Shareholder inquired whether the Company is able to announce news relating to the award of the project, as well as details of the project through the Stock Exchange of Thailand’s website.

Ms. Nita Treeweeranuwat – Director / Executive Committee Member informed the shareholder the Company regularly announces news through the Stock Exchange of Thailand’s website on a usual basis. The Company will announce news once the aggregate value of each project is at least THB 100 million, as the principle of announcing news is that the news must have significance to the revenues. In any such announcements, the Company has also included details regarding the duration of the contract.

Ms. Jennate Methaweewinit – Proxy holder representing Mr. Anu Wongsarnkit inquired regarding the current status of the Baht appreciation whether the Company is gaining or losing benefit, and whether or not the Company has previously entered into a contract to fluctuate with market conditions.

Ms. Nita Treeweeranuwat – Director / Executive Committee Member informed the shareholder that for older projects for which bids have already passed, the Company does not have to make any reductions, but for new bids, the group of companies entering into the bid together will make reductions to the same level.

Mr. Kittiyos Aphakiatwong – Shareholder inquired as to whether the Company usually locks in steel prices after being awarded projects.

Ms. Phornthiphat Khantheevit – Chief Financial Officer informed the shareholder that the Company has talked to suppliers by estimating the price, and after being awarded projects, the Company will start initiating discussions with the client in accordance with the specifications, and the price locked in still remains in the set range.



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Ms. Nita Treeweeranuwat – Director / Executive Committee Member informed the shareholder that in the case of imported steel, the Company has never locked in the price, but will have a 10%-15% buffer in case the price of steel rises.

Mr. Kittiyos Aphakiatwong – Shareholder inquired whether the Company uses domestic or imported steel.

Ms. Phornthiphat Khantheevit – Chief Financial Officer informed the shareholder that should the contract specify extra specification, the Company will use imported steel. However, in the case of ordinary specification, the Company will use domestic steel.

Ms. Jennate Methaweewinit – Proxy holder representing Mr. Anu Wongsarnkit inquired regarding the receipt of payments in installments as to which payment installment on average has the highest value.

Ms. Phornthiphat Khantheevit – Chief Financial Officer informed the shareholder that that would be during 1-2 installments of procurement.

Mr. Prasert Treeveeranuwat – Director / Executive Committee Member / Risk Management Committee Member further explained by providing an example that during the 12-month period which the Company is awarded a project, in January steel valued THB 100 is delivered and the owner makes THB 100 payment but the Company is not able to record and recognize revenue for the full amount as new accounting standards stipulate that the Company is not able to recognize revenues until the Company delivers the work to the client.

Ms. Nita Treeweeranuwat – Director / Executive Committee Member further clarified that previously, news spread that the Company lacks liquidity due to a large amount of liability. However, in reality, such liability is unearned revenue received in accordance with terms of the contract which the Company is not yet able to recognize as revenues, causing the amount to be classified as an accounting liability. However, such liability will be converted into revenue once the Company delivers the project in accordance with the percentage of completion, and does not indicate debt from loans taken out from the bank or any other source.

Mr. Kittiyos Aphakiatwong – Shareholder inquired with reference to STP&I as a competitor which is able to reap high margins from the construction of modules, whether the Company has plans to invest in the purchase of land to engage in the construction of modules like the competitor.

Ms. Nita Treeveeranuwat – Director / Executive Committee Member informed the shareholder that the Company is able to engage in module work at present in the shop fabrication as it engages in the domestic market. STP&I constructs modules for export, which constitutes a different market as compared to the Company.

Ms. Jennate Methaweewinit – Proxy holder representing Mr. Anu Wongsarnkit inquired with reference to the Company's continuous decline in net profit margin following intense competition in the industry, and whether the net profit margin for quarter 1 of 2019 of 4.61% is considered too low for an industry with such high investment.

Ms. Nita Treeweeranuwat – Director / Executive Committee Member informed the shareholder with reference to the presentation slide on the Company's financial results that since establishment, the Company started off with net profit margin of 1%, which gradually increased to 4.61% in quarter 1 of 2019. The Company expects to be able to retain this growth, and considers the margin not too low as compared to similar businesses.

Mr. Niran Pongklam inquired as to who are the Company's key competitors.

Ms. Nita Treeweeranuwat – Director / Executive Committee Member informed the shareholder that the Company operates the construction business for clients in the oil, gas, and petrochemical industry, with the



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nature of work and services divided into 4 key categories: 1. comprehensive engineering, procurement, and construction whereby companies providing the same services include TRC Construction and TTCL, 2. structural and system installation whereby companies providing the same services include Sriracha Construction and BJCHI, 3. civil and building service whereby companies providing the same services include Italian-Thai, Nawarat, and Christiani & Nielsen, 4. fabrication and other services whereby companies providing the same services include BJCHI.

Mr. Niran Pongklam inquired whether the margins in each project for each competitor are similar.

Ms. Nita Treeweeranuwat – Director / Executive Committee Member informed the shareholder that the margins are similar and the Company has set target margins at 10%-11% for every project.

The Facilitator then informed the Meeting that shareholders who wish to make inquiries or express opinion following this Meeting may contact the Company Secretary at 038-606-242 or the Investor Relations officer at info@caz.co.th or through the Investor Relations tab on the Company website www.caz.co.th.

The Chairman gave shareholders the opportunity to raise questions. Once no further question was asked, the Chairman thanked all shareholders who have devoted their time to attend the Meeting and declared the Meeting adjourned.

The Meeting adjourned at 02:45 p.m.

Signed Chairman of the Meeting

(Mr. Narongrit Tavorntvisitporn) Chairman of the Board of Directors

Signed..... Secretary to the Meeting

(Ms. Nattiya Charusombat) Company Secretary

Enclosure 3

Information on Directors Due to Retire by Rotation and Proposed for Reappointment



Mr. Yingyong Techarungnirun

Type of Directorship Proposed	- Independent Director / Audit Committee Member
Age	- 40 years
Educational Background	<ul style="list-style-type: none"> - Bachelor's Degree from the Faculty of Commerce and Accountancy in Accounting, Thammasat University - Master of Business Administration (MBA), University of Connecticut, USA - Certified Public Accountant (CPA)
Director Training Course Attended	<ul style="list-style-type: none"> - Director Accreditation Program (DAP) Batch of 145/2018 - National Director Conference 2019
Work Experience	<ul style="list-style-type: none"> - 2011- Present : General Manager, Thai Brass Company Limited - 2017 – Present : Director, Klang Kao Klang Mai Company Limited - 2017- Present : Audit Committee Member / Independent Director, CAZ (Thailand) Public Company Limited
Holding directorship / executive positions in other companies which could cause conflicts of interest	-none-
Number of Years in Position as Director	2 years
Meeting Attendance for the Year 2019	<ul style="list-style-type: none"> 1. Attended the Board of Directors' Meetings 7/7 times 2. Attended the Audit Committee Meetings 6/6 times


Information on Directors Due to Retire by Rotation and Proposed for Reappointment



Ms. Nita Treeweeranuwat

Type of Directorship Proposed	- Director / Executive Committee Member
Age	- 33 years
Educational Background	<ul style="list-style-type: none"> - Bachelor's Degree from the Faculty of Engineering in Mechanical Engineering, Thammasat University / University of Nottingham - Bachelor's Degree in Accounting, Sukhothai Thammathirat Open University - Master's Degree in Financial Management, Queen Mary University of London, UK
Director Training Course Attended	<ul style="list-style-type: none"> - Director Accreditation Program (DAP) Batch of 100/2013 - Director Certification Program (DCP) Batch of 208/2015 - Company Secretary Program (CSP) Batch of 53/2015
Work Experience	<ul style="list-style-type: none"> - 2011 – Present : Director / Executive Committee Member, Takuni Group Public Company Limited - 2014 – Present : Director, Takuni (Thailand) Company Limited - 2015 – Present : Director (Authorized Director) / Executive Committee Member, CAZ (Thailand) Public Company Limited - 2017 – Present : Director, Chief Executive Officer, Takuni Land Company Limited - 2019 – Present : Director, Chief Executive Officer, Takuni Trading Company Limited - 2019 – Present : Director, Sermasch Company Limited - 2019 – Present : Director, Sorb Engineering Company Limited - 2019 – Present : Director, Exact Real Estate Company Limited
Holding directorship / executive positions in other companies which could cause conflicts of interest	-none-
Number of Years in Position as Director	2 years
Meeting Attendance for the Year 2019	1. Attended the Board of Directors' Meetings 7/7 times

Information on Directors Due to Retire by Rotation and Proposed for Reappointment

	
<h3>Mr. Chung Sik Hong</h3>	
Type of Directorship Proposed	<ul style="list-style-type: none"> - Director (Authorized Director) / Chairman of the Executive Committee / Chief Executive Officer / Chairman of the Risk Management Committee
Age	<ul style="list-style-type: none"> - 61 years
Educational Background	<ul style="list-style-type: none"> - Bachelor's Degree from the Faculty of Engineering in Mechanical Engineering, Ajou University, Korea
Director Training Course Attended	<ul style="list-style-type: none"> - Director Accreditation Program (DAP) Batch of 146/2018
Work Experience	<ul style="list-style-type: none"> - 1984 – 1987 : Piping Engineer, Hyundai Engineering - 1987 – 2004 : Piping Engineering Team Leader / Construction Manager / Project Manager, SK Engineering & Construction - 2004 – 2013 : Chief Executive Officer, Thai Woo Ree Engineering Company Limited - 2017 – Present : Director, JKEC Company Limited - 2014 – Present : Director / Chairman of the Executive Committee / Chief Executive Officer / Chairman of the Risk Management Committee
Holding directorship / executive positions in other companies which could cause conflicts of interest	-none-
Number of Years in Position as Director	2 years
Meeting Attendance for the Year 2019	1. Attended the Board of Directors' Meetings 4/7 times

Enclosure 4

The Company's Articles of Association Relating to Shareholders' Meetings

Section 4 The Board of Directors

Article 13. The Board of Directors shall comprise of at least five (5) directors, with the number of Independent Directors and Audit Committee Members in compliance with the Securities and Exchange Law, and no less than one-half (1/2) of directors shall reside in Thailand. Directors of the Company shall have qualifications as prescribed by law and the Company's Articles of Association.

Directors shall not operate business of the same nature or in competition with the Company's business, or take on partnership in an ordinary partnership or unlimited liability partnership or undertake directorship of limited companies or public limited companies operating business of the same nature or in competition with the Company's business regardless of whether such actions constitute personal benefit or benefit for others, unless the director notifies the shareholders' meeting prior to the resolution for appointment of directorship of such director.

In the operations of the Company, directors and executives shall perform duties with responsibility, caution, mindfulness of retaining the Company's best interest, and honesty. Such actions shall be in accordance with laws, the Company's objectives and Articles of Association, resolution of the Board of Directors, and resolution of shareholders' meetings.

Directors shall immediately inform the Company in case of any conflict of interest, whether direct or indirect, in any contract executed by the Company during the accounting period or holds shares or debentures in the Company and its Group, specifying the total number of increase or decrease of shares during the accounting period.

Article 14. Directors shall be appointed by the shareholders' meeting by a majority vote of shareholders attending and possessing voting rights in accordance with the following rules and procedures.

- (1) Each shareholder shall have one (1) vote per one (1) share held
- (2) Shareholders shall vote on the appointment of directors on an individual basis
- (3) Candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until all of the positions are filled. In case there is a tie in votes for candidates in descending order causing the number of directors to exceed vacant positions, the Chairman of the meeting shall cast an additional vote.



Article 15. In the Annual General Meeting held each year, one-third (1/3) of directors shall vacate position. If the number of directors is not a multiple of (3), the number of directors closest to one-third shall vacate position.

In the first and second year after registration of the Company, directors who will vacate position shall be determined by drawing lots, with directors holding the longest duration in position to vacate position in subsequent years. Directors vacating position may be reelected for position.

Article 16. Directors are entitled to remuneration from the Company in the form of gratuity, meeting allowance, pension, bonus, or other forms of remuneration in accordance with the Articles of Association or as resolved by the shareholders' meeting with no less than two-thirds (2/3) of total votes of shareholders attending the meeting. Remuneration could be specified at a certain amount or as a guideline and occasionally specified or to remain in effect until changes are made. In addition, allowances and benefits are to be provided in accordance with Company policy.

Section 5 Shareholders' Meetings

Article 30. The Board of Directors shall call for shareholders' meeting as Annual General Meeting within four (4) months from the end of the Company's fiscal year.

Any shareholders' meetings other than the aforementioned shall be called Extraordinary General Meeting which may be called by the Board of Directors at any time as deemed appropriate. One or several shareholders holding shares in aggregate representing no less than ten (10) percent of outstanding shares may subscribe their names and issue a written request to the Board of Directors to call for an Extraordinary General Meeting at any time, provided that written request must clearly state the matters and reasons for calling such meeting. In this regard, the Board of Directors shall arrange to convene the shareholders' meeting within forty-five (45) days from the date of receipt of such request.

In case the Board of Directors fails to convene the meeting within the period set out in the second paragraph, shareholders subscribing their names in the request or any other shareholder holding shares in aggregate representing the specified number of shares may call the meeting by themselves within forty-five (45) days from the expiration of the period in the second paragraph. Such meeting shall be deemed as called by the Board of Directors and the Company shall be responsible for necessary expenses incurred by such meeting and arrange for appropriate facilitation for such meeting.

In case the meeting called by shareholders pursuant to the third paragraph fails to form a quorum as specified in Article 33, shareholders in the third paragraph shall jointly reimburse any and all expenses incurred from convening such meeting to the Company.

Article 31. In the calling of shareholders' meetings, the Board of Directors shall prepare written notice specifying the venue, date, time, and agenda of the meeting as well as matters to be

proposed to the meeting with appropriate details and clear indication of each matter whether the matter is for acknowledgement, approval, or consideration along with the Board of Directors' opinion on the matter. Such meeting invitation shall be disseminated to shareholders and the registrar no less than seven (7) days prior to the date of the meeting. In addition, the invitation shall be advertised in newspaper for a period of no less than three (3) consecutive days and no less than three (3) days prior to the date of the meeting.

The venue of the meeting shall be in the area where the Company's head office is located or any province throughout the country or any other place as the Board of Directors deemed it appropriate.

Article 32. At shareholders' meetings, shareholders may grant proxy to any other person to attend on vote on their behalf. The proxy form shall be dated and signed by the proxy grantor in the form prescribed by the registrar.

Such proxy form shall be handed to the Chairman of the meeting or any other person specified by the Chairman at the meeting before entrance into the meeting.

Article 33. The number of shareholders attending the Meeting in person and through proxy holders (if any) shall be no less than 25 persons representing no less than one-third of total outstanding shares or the number of shareholders attending the Meeting in person and through proxy holders (if any) shall be no less than one-half of the total number of shareholders representing no less than one-third of total outstanding shares to constitute a quorum.

In the event that a quorum of any shareholders' meeting is not formed as required after one (1) hour has passed, such meeting shall be cancelled if the meeting is called by the request of shareholders. However, if the meeting is not called by the request of shareholders, a subsequent meeting shall be convened and the invitation to the subsequent meeting shall be sent to shareholders no less than seven (7) days prior to the date of the meeting. For such subsequent meeting, no quorum shall be required.

The Chairman of the Board of Directors shall be the Chairman of the meeting. In case the Chairman of the Board of Directors is not present or unable to perform such duties, the vice-chairman shall be the Chairman of the meeting. If there is no such vice-chairman or the vice-chairman is unable to perform such duties, shareholders present shall elect one shareholder to be Chairman of the meeting.

Article 34. Each shareholder shall have one (1) vote per one (1) share held. Any shareholder having special interest in any matter shall have no right to vote on the matter, except for the appointment of directors. The resolution of shareholders' meeting shall comprise of the following votes.



(1) In ordinary event, majority vote of shareholders attending and possessing voting rights is required to pass a resolution. In case of a tie, the Chairman of the meeting shall cast an additional vote.

(2) In the following cases, no less than three-fourths (3/4) of votes of shareholders attending and possessing voting rights is required to pass a resolution.

- (a) Sale or transfer of the whole or substantial parts of the Company's business to other persons
- (b) Acquisition or acceptance of business transfer of other companies or private companies as part of the Company's business
- (c) Execution, amendment, or termination of any contract relating to leasing out the whole or substantial parts of the Company's business, the assignment of other persons to manage the business of the Company, or the amalgamation of the business with other persons with the intent to share profit and loss
- (d) Amendment to the Memorandum of Association or Articles of Association
- (e) Increase or decrease of registered capital of the Company, or issuance of debentures
- (f) Amalgamation or dissolution of the Company
- (g) Restructuring of debt through equity issuance to repay debtors in changing debt into equity
- (h) Other cases as specified in the Securities and Exchange Law

Casting of votes shall be done with disclosure unless no less than five (5) shareholders request the casting of votes to be done in secret prior to the casting of votes and the meeting is in agreement. Procedures on casting of votes in secret shall in accordance with specifications announced by the Chairman of the meeting.

Article 35. The Annual General Meeting shall

- (1) Consider the Board of Directors' report on the Company's operating results for the past fiscal year
- (2) Consider and approve the statement of financial position and statement of comprehensive income for the past fiscal year
- (3) Consider the appropriation of net profit for dividend payment and as legal reserve



- (4) Consider the appointment of directors in replacement of those due to retire by rotation and the determination of director remuneration
- (5) Consider the appointment of auditor and determination of audit fees
- (6) Other businesses

Article 36. In case the Company or its subsidiary enters into related party transactions or acquisition of disposal of assets of the Company or its subsidiary by the definition and regulations set out in the Securities and Exchange Law on related party transactions of listed companies or acquisition of disposal of assets of listed companies (as may be the case), the Company shall proceed in compliance with the regulations and procedure as specified by such laws on that matter.

Article 37. The Chairman of the shareholders' meetings shall oversee that such meetings are in accordance with laws and the Articles of Association on that matter (if any) and proceed with the agenda in the order specified in the meeting invitation unless shareholders in aggregate representing no less than two-thirds (2/3) of total votes of shareholders attending the meeting resolve to change the order of the agenda.

Once the meeting has considered all agenda, shareholders in aggregate representing no less than one-third (1/3) of outstanding shares request the consideration of additional agenda than those specified in the meeting invitation.

In case consideration of set agenda in order and/or additional agenda proposed by shareholders are not complete (as may be the case) and it is necessary to postpone consideration, the meeting shall specify the venue, date, and time of the subsequent meeting and the invitation to such meeting shall be disseminated to shareholders no less than seven (7) days prior to the date of the meeting. In addition, the invitation shall be advertised in newspaper for a period of no less than three (3) consecutive days and no less than three (3) days prior to the date of the meeting.

Article 44. No dividend shall be paid other than out of profits. If the Company has accumulated losses, no dividend shall be paid.

Unless in the case of preferred shares in which the Articles of Association state otherwise, dividend shall be paid on the basis of number of shares with each share receiving equal amount.

Dividend payment shall be approved by shareholders' meetings.

The Board of Directors may pay interim dividend to shareholders occasionally should it be deemed that the Company has sufficient profits to do so. Such interim dividend payment shall be reported to the next shareholders' meeting.

Payment of dividends shall be made within one (1) month from the date of the shareholders' meeting or Board of Directors' Meeting resolution, as may be the case. However, written notice shall be sent to shareholders as well as advertised in newspapers regarding such dividend payment for a period of at least (3) consecutive days.



CAZ (Thailand) Public Co., Ltd.


No interest shall be charged if dividend payment made by the Company is in accordance with the duration of time specified by law.

Article 45. The Company shall appropriate no less than 5% of its net profit for the year deducted by accumulated losses (if any) as legal reserve until the amount of legal reserve is no less than 10% of registered capital.

Enclosure 5

Information on Independent Director Proposed as Proxy for Shareholders

Shareholders who are not able to attend the meeting in person may grant proxy to the Company's independent director with details as follows.

	<p>Full Name: Mr. Natie Tabmanie</p> <p>Position : Chairman of the Audit Committee / Independent Director / Nomination and Remuneration Committee Member</p> <p>Age: 61 years</p> <p>Address: 8/4 Krungthep Kreetha Soi 7, Yaek 4, Hua Mak, Bang Kapi District, Bangkok 10240</p> <p>Special interest in consideration of any agenda: -none-</p>
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Enclosure 6

Explanation on the Registration Process, Appointment of Proxies, and Vote Casting

Registration of attendees to the 2020 Annual General Meeting of CAZ (Thailand) Public Company Limited specifies verification of documents or evidence indicating shareholding or representation of a shareholder eligible to attend the Meeting. For convenience during registration, shareholders or representatives of shareholders (proxy holders) attending the Meeting are requested to bring along the form displaying QR Code accompanying the invitation to the Meeting, registration form, or proxy form as well as national identification card or identification document issued by government agencies as proof of identification.

The Company reserves the right of leniency in considering evidence indicating shareholding or representation of a shareholder eligible to attend the Meeting on a case-by-case basis as the Company deems appropriate.

1) Documents Required Before Attending the Meeting

Natural Person / Individual

1. Attendance in Person Shareholders are to present valid documentation issued by government agencies such as national identification card, government official identification card, drivers license, or passport (for foreign investors). Should such shareholders previously change their name or surname, supporting documentation shall also be presented

2. Attendance by Proxy Please present the following documentation

2.1 Proxy form accompanying this invitation to the meeting (any form) completely filled out, signed by the shareholder (proxy grantor) and proxy holder, and affixed THB 20 stamp duty which has been crossed out and dated on the day such proxy form was written

2.2 Certified true copy of documentation issued by government agencies of the shareholder (proxy grantor) in accordance with specifications in 1.

2.3 Certified true copy of documentation issued by government agencies of the proxy holder in accordance with specifications in 1.

Juristic Person

1. Attendance in Person by Authorized Director

1.1 Documentation issued by government agencies to representatives of the juristic person, as the case of a natural person in accordance with specifications in 1.

1.2 Certified true copy, by the representatives of the juristic person (directors), of the juristic person's certificate of registration (Affidavit) issued by the Department of Business Development, Ministry of Commerce for a period no longer than 30 days which contains a statement indicating that the representative attending the Meeting is authorized to act on behalf of such juristic person who is the shareholder.

2. Attendance by Proxy

2.1 Proxy form accompanying this invitation to the meeting (any form) completely filled out, signed by representatives of the juristic person (directors) as proxy grantor and proxy holder, and affixed THB 20 stamp duty which has been crossed out and dated on the day such proxy form was written.

2.2 Certified true copy, by the representatives of the juristic person (directors), of the juristic person's certificate of registration (Affidavit) issued by the Department of Business Development, Ministry of Commerce for a period no longer than 30 days which contains a statement indicating that the representative attending the Meeting is authorized to act on behalf of such juristic person who is the shareholder.

2.3 Certified true copy of documentation issued by government agencies to representatives of the juristic person, as the case of a natural person in accordance with specifications in 1. as proxy grantor.

2.4 Certified true copy of documentation issued by government agencies of the proxy holder, as the case of a natural person in accordance with specifications in 1.

3. Foreign Investors who Appoint Thailand Securities Depository Company Limited (TSD) as Custodian

3.1 Please prepare and present documentation as the case of juristic persons in 1. or 2.

3.2 Foreign investors who authorize Thailand Securities Depository Company Limited (TSD) to sign the proxy form on behalf of the shareholder are to present the following additional documentation.

1) Power of attorney granted by shareholder to TSD as custodian by which the custodian is appointed to sign the Proxy Form on behalf of such shareholder with affixed THB 20 stamp duty which has been crossed out and dated on the day the proxy form was written.

2) A certification indicating that the authorized signatory of the proxy form is licensed to operate Thailand Securities Depository Company Limited (TSD).

Documents with original copies in English are to be translated into Thai, certified for translation by the shareholder or representatives of such juristic person, and attached along with.

2) Granting Proxy

The Company has attached 3 proxy forms consisting of Proxy Form A, Proxy Form B, and Proxy Form C for each shareholder in accordance with the specifications of the Department of Business Development, Ministry of Commerce Re: Prescription of Proxy Forms (No. 5) B.E 2550 with details as follows.

- Proxy Form A constitutes general form which is simple and uncomplicated
- Proxy Form B specifies various particulars with clear and concise details
- Proxy Form C is for foreign investors who appoint Thailand Securities Depository Company Limited (TSD) as custodian



Shareholders who are unable to attend the Meeting in person may grant proxy and proceed as follows.

1. Choose **only one** proxy form from the above
 - 1.1 Ordinary shareholders may choose Proxy Form A or Proxy Form B
 - 1.2 Shareholders whose names appear in the register of foreign investors who appoint Thailand Securities Depository Company Limited (TSD) as custodian may choose either one of the 3 forms (Proxy Form A, Proxy Form B, or Proxy Form C)
2. Grant proxy to an individual as per the intent of shareholders or choose to grant proxy to the Company's independent director, specifying the name and details of the proxy holder or marking the box in front of the Company's independent director's name as specified in the proxy form, granting proxy to only one person to attend the Meeting.
3. Affix THB 20 stamp duty and cross out and date the day which the proxy form was written for legal binding. The Company facilitates in the affixing of stamp duty for proxy holders attending the Meeting.
4. Send the proxy form through post to the Company Secretary Office before Monday, 11 May 2020 or at least 30 minutes before the start of the Meeting to ensure that the Company's staff have sufficient time to verify documents in time for the Meeting.

Shareholders granting proxy shall not distribute to may proxy holders to vote separately, and proxy granted shall be the number of shares held by such shareholders. Granting proxy in some portion less than the shareholding is not allowed unless for the case of Thailand Securities Depository Company Limited (TSD) which foreign investors appointed as custodian in accordance with Proxy Form C.

3) Registration for the Meeting

Registration for the Meeting shall commence at least 1 hour before the start of the Meeting, or from 12.30 p.m. onwards on Thursday, 14 May 2020 at 1.30 p.m. at Meeting Room A in the Engineering Building, of the Company's Headquarters 239 Huaypong-Nongbon Road, Huaypong Sub-district, Muang Rayong District, Rayong 21150 with details as shown in the map of the 2020 Annual General Meeting accompanying this meeting invitation.



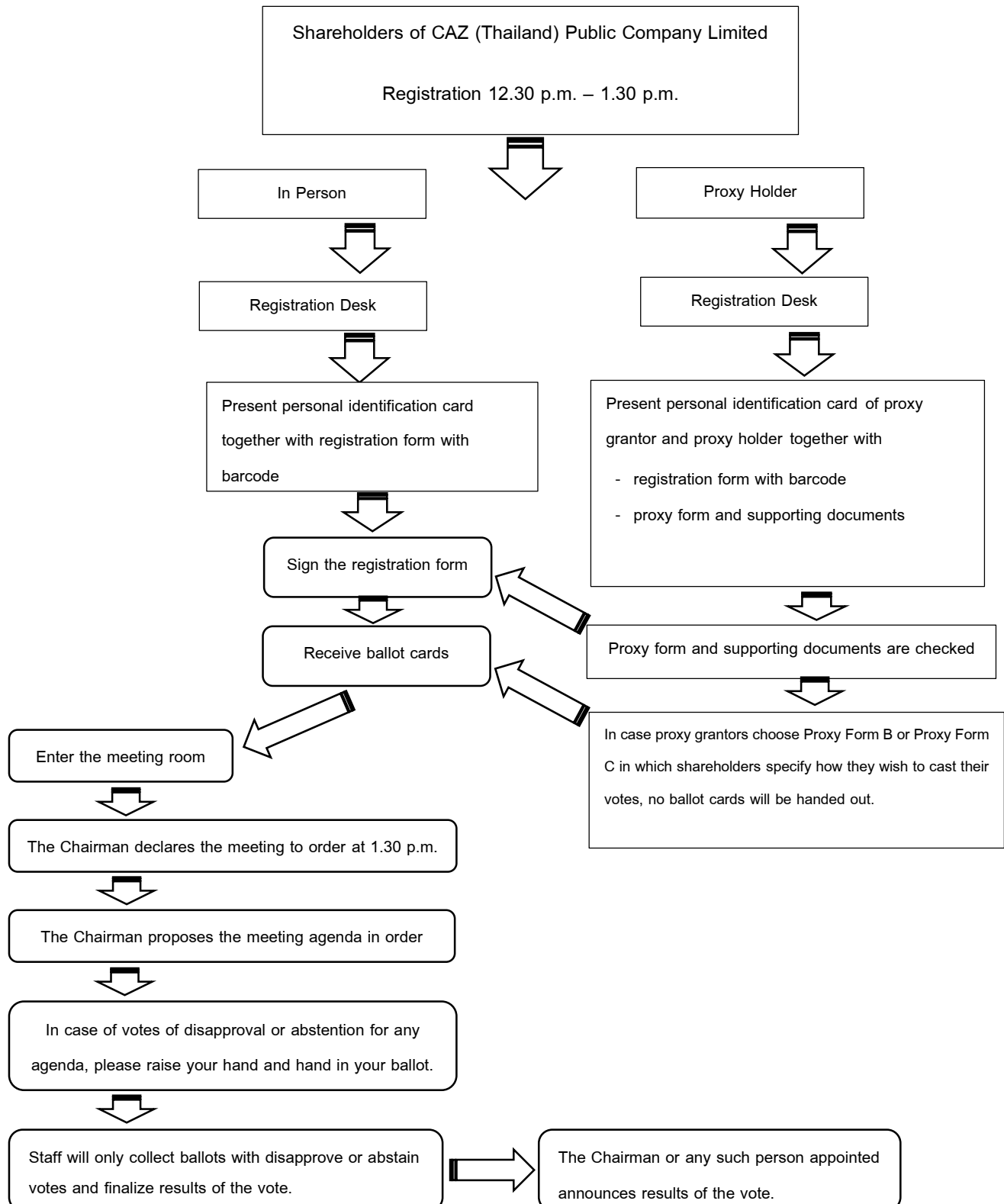
CAZ (Thailand) Public Co., Ltd.

Enclosure 8

Procedures for the 2020 Annual General Meeting of Shareholders

CAZ (Thailand) Public Company Limited

Thursday, 14 May 2020





CAZ (Thailand) Public Co., Ltd.

Map of CAZ (Thailand) Public Company Limited Headquarters





CAZ (Thailand) Public Co., Ltd.

Enclosure 9

2019 Annual Report (Hard Copy) Request Form

Please send the 2019 Annual Report in hard copy

Thai Version Amount copies

English Version Amount copies

At: Name of Shareholder.....holding.....shares

Residing atBuilding Floor No.

Road Subdistrict

District Province Postal Code

Telephone Number.....

Proxy Form A (General Form)

Attachment to the Notification of the Department of Business Development

Re: Prescription of Proxy Forms (No. 5) B.E 2550

Written at

Date.....Month..... Year.....

(1) I/We.....Nationality

Residence No.Road Subdistrict

District..... Province Postal Code

(2) Being the shareholder of**CAZ (Thailand) Public Company Limited**.....holding the total number of shares representing a total number of votes comprising
ordinary shares shares representing votes
preferred shares shares representing votes

(3) Hereby appoint

☐ **Mr. Natie Tabmanie**..... Age**61**..... years Residing
at**8/4**.....**Yak**.....**4**.....**Krung Thep Kritha Khwaeng Rd**.....**HuaMak**.....**BangKapi**.....District.....**Bangkok**.....Postal
Code**10240**.....or

☐ Age
years Residing at Alley..... Subdistrict
District Province Postal Code

☐ Age
years Residing at Alley..... Subdistrict
District Province Postal Code

Provided only one of them as my/our proxy to attend and vote on my/our behalf at the 2020 Annual General Meeting of shareholders on Thursday, 14 May 2020 at 1:30 p.m. at Meeting Room A in the Engineering Building, of the Company's Headquarters 239 Huaypong-Nongbon Road, Huaypong Sub-district, Muang Rayong District, Rayong 21150 or at the Meeting which may be adjourned to some other date, time, and place. Any actions carried out by the Proxy at the Meeting shall be deemed as carried out by me/us in all respects.

Signed Proxy Grantor

(.....)

Signed Proxy Holder

(.....)

Remark

The shareholder granting proxy shall grant proxy to only one proxy holder to attend and vote at the Meeting, and shall not distribute to may proxy holders to vote separately. A certified true copy of the proxy grantor and proxy holder's national identification card shall be attached accompanying with the proxy form.

Proxy Form B

(Form Specifying Various Particulars with Clear and Concise Details)

Attachment to the Notification of the Department of Business Development

Re: Prescription of Proxy Forms (No. 5) B.E 2550

Written at

Date.....Month..... Year.....

(1) I/We.....Nationality
Residence No.Road Subdistrict
District..... Province Postal Code

(2) Being the shareholder of**CAZ (Thailand) Public Company Limited**.....holding the total
number of shares representing a total number of
votes comprising

ordinary shares shares representing votes

preferred shares shares representing votes

(3) **Hereby appoint**

☐ **Mr. Natie Tabmanie**..... Age**61**..... years Residing at
.....**8/4**.....**Yak**.....**4**.....**Krung Thep Kritha Khwaeng Rd**,.....**HuaMak**,.....**BangKapi**.....District,.....**Bangkok**.....Postal Code
.....**10240**.....or

☐ Age
years Residing at Alley..... Subdistrict District
..... Province Postal Code

☐ Age
years Residing at Alley..... Subdistrict District
..... Province Postal Code

Provided only one of them as my/our proxy to attend and vote on my/our behalf at the 2020 Annual General Meeting of shareholders on Thursday, 14 May 2020 at 1:30 p.m. at Meeting Room A in the Engineering Building, of the Company's Headquarters 239 Huaypong-Nongbon Road, Huaypong Sub-district, Muang Rayong District, Rayong 21150 or at the Meeting which may be adjourned to some other date, time, and place.

(4) I/We therefore would like the proxyholder to vote on my/our behalf at the Meeting as set out as follows.

Agenda 1 To consider and adopt the Minutes of the Extraordinary General Meeting No. 1/2019 held on 1 July 2019

- ☐ (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my/our intention as follows
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Agenda 2 To acknowledge the report on the Company's operating results for the year 2019

Agenda 3 To consider and approve the financial statements for the year 2019 ended 31 December 2019

- ☐ (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my/our intention as follows
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Agenda 4 To consider and approve the appropriation of the Company's net profit as legal reserve and for dividend payment for the year 2019

- ☐ (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my/our intention as follows
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Agenda 5 To consider and approve the appointment of directors in replacement of those due to retire by rotation

- ☐ (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my/our intention as follows
- ☐ Appointment of directors as a whole
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot
- ☐ Appointment of individual directors
1. Mr. Yingyong Techarungnirun
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot
2. Ms. Nita Treeweeranuwat
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot
3. Mr. Chung Sik Hong
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Agenda 6 To consider and approve remuneration for the Board of Directors for the year 2020

- ☐ (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my/our intention as follows
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Agenda 7 To consider and approve the appointment of the Company's external auditor and the determination of audit fees for the year 2020

- ☐ (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my/our intention as follows
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Agenda 8 Other business (if any)

- ☐ (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my/our intention as follows
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

(5) Votes of proxy holders for any agenda not in accordance with what I/We have specified in this Proxy Form shall be deemed improper and shall not constitute as my/our vote as shareholder.

(6) In case I/We have not specified my/our intention to vote in any agenda or my/our intention specified is unclear, or in the case that the Meeting considers or resolves any matter other than those specified above, or in the case of changes or additions to any fact, the proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.

Any actions carried out by the Proxy at the Meeting, except for votes by the proxy holder which is not in accordance with what I/We have specified in this Proxy Form, shall be deemed as carried out by me/us in all respects.

Signed Proxy Grantor

(.....)

Signed Proxy Holder

(.....)

Remark

1. The shareholder granting proxy shall grant proxy to only one proxy holder to attend and vote at the Meeting, and shall not distribute to may proxy holders to vote separately.
2. In the agenda of appointment of directors, directors as a whole or individual directors can be considered for appointment.
3. In case additional agenda other than those specified above are considered, the proxy grantor may vote on such items in the Attachment to Proxy Form B.

Attachment to Proxy Form B

Granting of proxy as a shareholder of CAZ (Thailand) Public Company Limited

The 2019 Annual General Meeting of shareholders on Thursday, 14 May 2020 at 1:30 p.m. at Meeting Room A in the Engineering Building, of the Company's Headquarters 239 Huaypong-Nongbon Road, Huaypong Sub-district, Muang Rayong District, Rayong 21150 or at the Meeting which may be adjourned to some other date, time, and place

Agenda **Subject**

- ☐ (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my/our intention as follows
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Agenda **Subject**

- ☐ (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my/our intention as follows
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Agenda **Subject**

- ☐ (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my/our intention as follows
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Agenda **Subject**

- ☐ (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my/our intention as follows
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Agenda **Subject**

- ☐ (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my/our intention as follows
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Agenda **Subject** Appointment of directors (continued)

Name of director

- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Name of director

- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Name of director

- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Name of director

- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Name of director

- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Proxy Form C
(Form for Foreign Investors who Appoint
Thailand Securities Depository Company Limited (TSD) as Custodian)
Attachment to the Notification of the Department of Business Development
Re: Prescription of Proxy Forms (No. 5) B.E 2550

Written at

Date.....Month..... Year.....

(1) I/We.....Nationality
Residence No.Road Subdistrict
District..... Province Postal Code

(2) Being the shareholder of**CAZ (Thailand) Public Company Limited**.....holding the total
number of shares representing a total number of
votes comprising

ordinary shares shares representing votes

preferred shares shares representing votes

(2) Hereby appoint

☐ **Mr. Natie Tabmanie**..... Age**61**..... years Residing at
.....**8/4**.....**Yak**.....**4**.....**Krung Thep Kritha Khwaeng Rd**,.....**HuaMak**,.....**BangKapi**.....District,.....**Bangkok**.....Postal Code
.....**10240**.....or

☐ Age
years Residing at Alley..... Subdistrict District
..... Province Postal Code

☐ Age
years Residing at Alley..... Subdistrict District
..... Province Postal Code

Provided only one of them as my/our proxy to attend and vote on my/our behalf at the 2020 Annual General Meeting of shareholders on Thursday, 14 May 2020 at 1:30 p.m. at Meeting Room A in the Engineering Building, of the Company's Headquarters 239 Huaypong-Nongbon Road, Huaypong Sub-district, Muang Rayong District, Rayong 21150 or at the Meeting which may be adjourned to some other date, time, and place.

(3) I/We grant proxy to the proxy holder to attend and vote at the Meeting as set out as follows.

- ☐ Voting rights of all voting shares held by me/us
- ☐ Voting rights in part of all voting shares held by me/us as follows
- ☐ ordinary shares shares representing votes
- ☐ preferred shares shares representing votes
- constituting a total of votes

(4) I/We therefore would like the proxyholder to vote on my/our behalf at the Meeting as set out as follows.

Agenda 1 To consider and adopt the Minutes of the Extraordinary General Meeting No. 1/2019 held on 1 July 2019

- ☐ (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my/our intention as follows
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Agenda 2 To acknowledge the report on the Company's operating results for the year 2019

Agenda 3 To consider and approve the financial statements for the year 2019 ended 31 December 2019

- ☐ (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my/our intention as follows
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Agenda 4 To consider and approve the appropriation of the Company's net profit as legal reserve and for dividend payment for the year 2019

- ☐ (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my/our intention as follows
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Agenda 5 To consider and approve the appointment of directors in replacement of those due to retire by rotation

- ☐ (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my/our intention as follows
- ☐ Appointment of directors as a whole
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot
- ☐ Appointment of individual directors
1. Mr. Yingyong Techarungnirun
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot
2. Ms. Nita Treeweeranuwat
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot
3. Mr. Chung Sik Hong
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Agenda 6 To consider and approve remuneration for the Board of Directors for the year 2020

- ☐ (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my/our intention as follows
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Agenda 7 To consider and approve the appointment of the Company's external auditor and the determination of audit fees for the year 2020

- ☐ (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my/our intention as follows
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Agenda 8 Other business (if any)

- ☐ (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my/our intention as follows
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

(5) Votes of proxy holders for any agenda not in accordance with what I/We have specified in this Proxy Form shall be deemed improper and shall not constitute as my/our vote as shareholder.

(6) In case I/We have not specified my/our intention to vote in any agenda or my/our intention specified is unclear, or in the case that the Meeting considers or resolves any matter other than those specified above, or in the case of changes or additions to any fact, the proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.

Any actions carried out by the Proxy at the Meeting, except for votes by the proxy holder which is not in accordance with what I/We have specified in this Proxy Form, shall be deemed as carried out by me/us in all respects.

Signed Proxy Grantor

(.....)

Signed Proxy Holder

(.....)

Remark

1. Proxy Form C is only used for shareholders whose names appear in the foreign shareholder register who appoint Thailand Securities Depository Company Limited (TSD) as custodian.
2. Attachments accompanying this Proxy Form shall include:
 - 2.1 Power of attorney granted by shareholder to TSD as custodian by which the custodian is appointed to sign the Proxy Form on behalf of
such shareholder
 - 2.2 A certification indicating that the authorized signatory of this Proxy Form is licensed to operate Thailand Securities Depository Company Limited (TSD) as custodian.
3. The shareholder granting proxy shall grant proxy to only one proxy holder to attend and vote at the Meeting, and shall not distribute to may proxy holders to vote separately.
4. In the agenda of appointment of directors, directors as a whole or individual directors can be considered for appointment.
5. In case additional agenda other than those specified above are considered, the proxy grantor may vote on such items in the Attachment to Proxy Form C.

Attachment to Proxy Form C

Granting of proxy as a shareholder of **CAZ (Thailand) Public Company Limited**

Provided only one person may act as my/our proxy at the 2020 Annual General Meeting of shareholders on Thursday, 14 May 2020 at 1:30 p.m. at Meeting Room A in the Engineering Building, of the Company's Headquarters 239 Huaypong-Nongbon Road, Huaypong Sub-district, Muang Rayong District, Rayong 21150 or at the Meeting which may be adjourned to some other date, time, and place

Agenda **Subject**

- ☐ (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my/our intention as follows
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Agenda **Subject**

- ☐ (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my/our intention as follows
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Agenda **Subject**

- ☐ (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my/our intention as follows
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Agenda **Subject**

- ☐ (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my/our intention as follows
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Agenda **Subject**

- ☐ (a) The proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my/our intention as follows
- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Agenda **Subject** Appointment of directors (continued)

Name of director

- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Name of director

- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Name of director

- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot

Name of director

- ☐ Approve ☐ Disapprove ☐ Abstain ☐ Invalid Ballot