



**Invitation to the Annual General Shareholders'  
Meeting Year 2020**

**Selic Corp Public Company Limited**

Thursday 2 July 2020, 14.00 hrs. (GMT+7)

The main meeting room of PMC Label Materials Co.,Ltd,

No.30/28 Moo 2 T.Khokkham A.Muang, Samutsakorn, 74000



No. OP.SL. 013/2020

Date: 18<sup>th</sup> of May 2020

**Subject:** Invitation to the Annual General Shareholders' Meeting Year 2020

**To:** Shareholders, Selic Corp Public Company Limited

**Attachments to the Invitation Letter:**

1. A copy of the minutes of the Annual General Shareholders' Meeting 2019 (*For Agenda 1*)
2. Annual Report in which the Financial Statement (Balance Sheet) and Income Statements Year 2019
3. Capital increase report form ( Form F53-4) ( *For Agenda 7,8,9,10,11,12,13*)
4. Information on Auditors' Profile (*For Agenda 4*)
5. Details of the retired directors being proposed for re-election (*For Agenda 5*)
6. Proxy Form B (which particulars of delegations are clearly determined)

For Proxy Form A (general) and Form C (for foreign investors that appointed custodians in Thailand) can be downloaded from the Company's website <http://www.seliccorp.com/investor-stock-news.php> Definition and information of the independent directors to present as proxy

7. The Company's Article of Association in relation to the General Shareholders' Meeting
8. Clarifications concerning documents and evidence identifying shareholders and proxies eligible to register, attend, and vote at the Meeting
9. Procedures for attending the Annual General Shareholders' Meeting 2020 with registration form for attendance which attached the barcode of the shareholder (Please show on the meeting date )
10. Procedures for sending any query in advance
11. Map of the Meeting Venue: PMC Label Materials Co.,Ltd,

According that the Board of Directors' Meeting of Selic Corp Public Company Limited ("the Company") No. 4/2020, which was held on 14<sup>th</sup> of May 2020, has animously passed the resolution to call an Annual General Shareholders' Meeting 2020 on Thursday 2<sup>nd</sup> of July 2020 at 14.00 hrs (registration opens at 12.00 hours) at the main meeting room of PMC Label Materials Co.,Ltd, No.30/28 Moo 2 T.Khokkham A.Muang, Samutsakorn, 74000, Thailand. The agendas are as follows:

**Agenda 1** To Consider and Certify the Minutes of the Annual General Shareholders' Meeting 2019 was held on 4<sup>th</sup> of April 2019

**Objectives and Rationale:** the Annual General Shareholders' Meeting 2019 was held on 4<sup>th</sup> of April 2019 and the minutes were prepared and filed with the Stock Exchange of Thailand within 14 days of the Meeting. The details were publicly disclosed on the website <http://www.seliccorp.com/investor-stock-news.php> and submitted to the Ministry of Commerce within the period required by law.

**The Board's Opinion:** The Board has recommended that the minutes of the Annual General Shareholders' Meeting 2019 be adopted because they were accurately recorded as shown in *Attachment 1* and should be proposed to shareholders for certification.

**Voting:** To approve this matter, a resolution must be passed by a majority of the shareholders who attend the Meeting and cast their votes.

**Agenda 2 To Acknowledge the Company's Performance Result and the Board of Directors' Report Year 2019**

**Objectives and Rationale:** The Company has summarized the performance results year 2019 along with the significant changes that occurred during the year in the Annual Report 2019.

**The Board's Opinion:** The Board has recommended to report the Meeting on the Company's performance results year 2019 along with the significant changes that occurred during the year, as shown in *Attachment 2, Annual Report 2019 section: Management Discussion & Analysis Year 2019*.

**Voting:** As this agenda is reported the Company's information to shareholders; therefore, a vote is not required.

**Agenda 3 To Consider and Approve the Financial Statement and Acknowledge the Auditor Report Year 2019**

**Objectives and Rationale:** According to the Public Limited Companies Act B.E. 2535 Section 112, the Company must prepare financial statement and income statements at the end of fiscal year, which have been audited by external auditor, and propose to Meeting for approval.

**The Audit Committee's Opinion:** The Audit Committee has reviewed the Company's financial statements for the year ended 31<sup>st</sup> of December 2019, which have been audited and signed by Mr. Natthaphong Tantichattanont CPA no. 8829. Miss Sophit Prompol CPA no. 10042 and Miss Dussanee Yimsuwan CPA no. 10235, KPMG Phoomchai Audit Ltd. and recommended the Board to propose the Company's financial statements year 2019 to the Meeting for approval. Details of the Company's financial statement as refer to *Attachment 2, Annual Report 2019 in section: Financial Statements*.

**The Board's Opinion:** The Board has recommended to propose the Company's audited financial statements for the year ended 31<sup>st</sup> of December 2019, which have been reviewed and accepted by the Audit Committee, to the Meeting for approval.

**Voting:** To approve this matter, a resolution must be passed by a majority of the shareholders who attend the Meeting and cast their votes.

**Agenda 4 To Consider and Approve the Appointment and Remuneration of the External Auditors Year 2020**

**Objectives and Rationale:** According to Section 120 of the Public Limited Companies Act B.E. 2535, the appointment of the Company's external auditors and the audit fees must be approved at the Annual General Shareholders' Meeting.

**The Audit Committee's Opinion:** The Audit Committee recommended the appointment of KPMG Phoomchai Audit Ltd. as the Company's external audit firm for the fiscal year 2020 due to their independency, knowledge, and expertise in auditing many listed companies with the reasonable

service fee and their credibility. The Audit Committee recommended the following auditors to be the Company's external auditor:

- |                                    |               |
|------------------------------------|---------------|
| 1. Miss Dussanee Yimsuwan          | CPA no. 10235 |
| 2. Mr. Natthaphong Tantichattanont | CPA no. 8829  |
| 3. Miss Sophit Prompol             | CPA no. 10042 |

Any of the above auditors can conduct an audit and express an opinion on the Company's financial statements. The proposed auditors' profile is shown in Attachment 4.

In 2020, the proposed Audit fee is 1,800,000 Baht excluding other actual payable non-audit fees. The Audit Committee then recommended the Board to propose the Meeting to approve the appointment of KPMG Phoomchai Audit Ltd. to be the Company's external auditor firm in 2020. In addition, KPMG Phoomchai Audit Ltd. and the proposed auditors are independent and do not have any conflicts of interest with the Company, the management, the major shareholders or any related person.

**The Board's Opinion:** The Board has agreed with the Audit Committee and proposed the Meeting to approve the appointment of the auditors from KPMG Phoomchai Audit Ltd. as the Company's external auditors for fiscal year 2020 with the following detail of audit fee:

| Audit Fee and Non-audit Fee | Year 2020<br>(Proposed<br>Year) | 2019             | 2018             | 2017             |
|-----------------------------|---------------------------------|------------------|------------------|------------------|
| Annual Audit Fee            | 1,800,000                       | 1,450,000        | 1,200,000        | 1,180,000        |
| Non-audit Fee               | -                               | 300,000          | 56,100           | 45,630           |
| <b>รวม</b>                  | <b>1,800,000</b>                | <b>1,750,000</b> | <b>1,256,100</b> | <b>1,225,630</b> |

In addition, The Board has agreed to notify the Annual General Shareholders' Meeting that KPMG Phoomchai Audit Ltd. should be appointed as an external audit firm for the Company's subsidiaries for fiscal year 2020. Details of the audit fees of the Company and its subsidiaries for the fiscal year 2019 as refer to Attachment 2 Annual Report.

**Voting:** To approve this matter, a resolution must be passed by a majority of the shareholders who attend the Meeting and cast their votes.

#### **Agenda 5 To Consider and Approve the Appointment of Directors to Replace those Who will Retire by Rotation in Year 2020**

**Objectives and Rationale:** According to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, one-third of all directors must retire by rotation on the date of each Annual General Shareholders' Meeting. There are 3 directors as listed below are due to retire by rotation in 2020:

| Name-Surname             | Position                                                                                            |
|--------------------------|-----------------------------------------------------------------------------------------------------|
| 1. Mr. Ek Suwatthanaphim | Director, Chairman of Executive Committee, Member of Nomination & Remuneration Committee, Member of |

|                               |                                                                                                                                           |
|-------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------|
|                               | Corporate Governance Committee and Chief Executive Officer                                                                                |
| 2. Mr. Pornpat Kijaroen       | Independent Director, Member of Audit Committee, Member of Nomination & Remuneration Committee, and Chairman of Risk Management Committee |
| 3. Mrs. Angeli Suwatthanaphim | Director , Member of Risk Management Committee                                                                                            |

For the Annual General Shareholders' Meeting 2020, the Company invited shareholders to nominate qualified persons to be elected as the Company's director in advance during October - December 2019. However, there is no any shareholder had nominated a qualified person to be elected as the Company's director.

**The Nomination and Remuneration Committee's Opinion:** The Nomination and Remuneration Committee, excepted the directors with special interests on this agenda, has considered the qualifications, knowledge, competency, experience, and performance of each director who retire by rotation and recommended to re-election all 3 directors to be reappointed for another term of office for directorship. *(The criteria for selection and nomination process, please refer to [Attachment 2 Annual Report in section: Management Structure](#))*. Details of the retired directors being proposed for re-election including their age, percentage of shareholdings, educational background, work experience, and board-meeting attendance are provided in [Attachments 5](#).

**The Board's Opinion:** The Board, except the directors with special interests on this agenda, has agreed with the Nomination and Remuneration Committee to propose the Meeting to approve the reappointment of all 3 directors for another term of office. The proposed directors for reappointment meet all the requirements stipulated in the Public Limited Companies Act B.E. 2535 and relevant regulations of the Capital Market Supervisory Board.

**Voting:** To approve this matter, a resolution must be passed by a majority of the shareholders who attend the Meeting and cast their votes.

#### **Agenda 6 To Consider and Approve the Remuneration of the Board of Directors for Year 2020**

**Objectives and Rationale:** According to article 25 of the Company's Articles of Association, the Company's directors are eligible to receive remuneration in the form of a monthly retainer fee, meeting allowance, bonus, or other benefits.

**The Nomination and Remuneration Committee's Opinion:** The Nomination and Remuneration Committee has considered the directors' remuneration to be accordance to the Company's performance result, each director's responsibility and performance, and concluded that it is in line with the same industry standards. The Committee recommended that the remuneration budget for the Board and sub-committees in 2020 with details as follows:

1. Monthly compensation, meeting allowances and EJIP project not exceeding than 3,000,000 millions baht (Three millions baht only).

2. The bonus payment criteria will be 1.5 percentage of the net profit each year within the limit not exceeding than 1,000,000 baht (one million baht only), starting from 2020 onwards.

The other policy on director remuneration remains the same as approved by the Annual General Shareholders' Meeting Year 2019 as follows:

**Monthly Directors' Remuneration Year 2019**

| Position                                              | Monthly<br>Remuneration<br>(Baht per Month) | Meeting<br>Allowance<br>(Baht per Time) |
|-------------------------------------------------------|---------------------------------------------|-----------------------------------------|
| Chairman of the Board of Directors                    | 22,000                                      | -                                       |
| Vice Chairman of the Board of Directors               | 18,000                                      | -                                       |
| Director                                              | 10,000                                      | -                                       |
| Chairman of the Audit Committee                       | -                                           | 13,000                                  |
| Member of the Audit Committee                         | -                                           | 10,000                                  |
| Chairman of the Risk Management Committee             | -                                           | 10,000                                  |
| Member of the Risk Management Committee               | -                                           | 8,000                                   |
| Chairman of the Remuneration and Nomination Committee | -                                           | 10,000                                  |
| Member of the Remuneration and Nomination Committee   | -                                           | 5,000                                   |
| Chairman of the Corporate Governance Committee        | -                                           | 10,000                                  |
| Member of the Corporate Governance Committee          | -                                           | 5,000                                   |

**The Board's Opinion:** The Board has agreed with the Nomination and Remuneration Committee's recommendation and proposed the Meeting to approve the Board of Directors' remuneration for 2020 according to the proposal. During 2019, the total directors' remuneration was 1,701,000.00 Baht; the Details are shown in *Attachment 2 Annual Report 2019 in section: Management Structure*.

And the monthly remuneration of the directors, some directors have chosen to receive returns in the form of EJIP shares instead. The value of the shares purchased by the company for directors is included in the above limit.

**Voting:** To approve this matter, a resolution must be passed by not less than two-thirds of the shareholders who attend the Meeting.

**Agenda 7** To consider and approve the allocation of profit from the retained earnings of the Company for the year 2019 to pay stock dividends

**Objectives and Rationale:** The Company has adopted a policy to pay dividend to shareholders not less than 40% of net profit after any type of legal reserve as specify in the Company's Articles of Association and legal. The dividend payment was considered by the Company's Financial Statement, if there is no any other necessity and will not significantly affect to the Company's regular operation.

**The Record date and Dividend Payment Dates:** The record date date to determine the right to receive dividend will be on 14<sup>th</sup> of July 2020, and the dividend payment will be made on 23<sup>th</sup> of July 2020.

**Details of Dividend Payment:** According to the Public Companies Act B.E. 2535 and the Company's Article of Association, the Company shall allocate no less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital. Details of dividend payment and policy as refer to *Attachment 2 Annual Report 2019 in section: Dividend Policy.*

| Detail of dividend payment       | 2018         |
|----------------------------------|--------------|
| Total shares (share)             | 9,999, 455   |
| Par value (Baht)                 | 0.50         |
|                                  |              |
| Pay in shares (share)            | 4,999,727.50 |
| Pay in cash (Baht)               | 2,395.31     |
| Total dividends after tax (Baht) | 5,002,122.81 |
| Withholding tax (Baht)           | 553,425.35   |
| Total dividend payment (Baht)    | 5,555,548.16 |

**The Board's Opinion:** The Board of Directors considered and agreed that the shareholders' meeting should approve the dividend payment. With data comparing dividends paid in the previous year. This year, proposed to allocate retained earnings to consider paying dividends for the year 2019 performance as a stock dividend and in cash to shareholders. The details are as follows

1. Dividend payment as ordinary shares of the Company from the unappropriated retained earnings at the end of 2019 in the amount of not more than 40,000,000 shares with a par value of Baht 0.50 per share to the shareholders at the rate of 7.249986 existing shares per 1 stock dividend. Total amount not exceeding 20 millions baht or equivalent to the dividend payment rate of 0.0689656 baht per share. In the case that any shareholder has a fraction of the existing shares after the stock dividend allocation, the dividend will be paid in cash. Instead of paying a dividend at the rate of Baht 0.0689656 per share.

2. Pay cash dividend at the rate of 0.0076628 baht per share, or a total amount of not more than 22,222,222.22 baht, including 1 and 2, which is a dividend payment of 0.0766284 baht per share, or a total amount of not more than 22,222,222.22 baht. All dividends are subject to withholding tax at the rate as required by law

The Record date to determine the shareholders' rights to receive the dividend on July 14, 2020 and determine the dividend payment date on July 23, 2020

**Voting:** To approve this matter, a resolution must be passed by a majority of the shareholders who attend the Meeting and cast their votes.

#### **Agenda 8 To consider and approve the decrease of the Company's registered capital**

**Objectives and Rationale:** According to the Annual General Meeting of Shareholders 2019 on April 4, 2019, had resolved to increase the registered capital of the company In the manner of increasing capital by general mandate and increasing registered capital to support the stock dividend payment

From the original registered capital of 140,000,000 baht to 159,000,000 baht by issuing 38,000,000 additional ordinary shares with a par value of 0.50 baht per share.

**The Board's Opinion:** The Board of Directors agreed to propose to the shareholders' meeting to consider and approve the decrease of registered capital. Company registration as follows

1. To consider and approve the capital reduction from the capital increase by general mandate in order to offer 28,000,000 shares to private placement with a par value of 0.50 baht per share, which the company has not yet issued or selling the new ordinary shares. Therefore, the company still has remaining shares from the allocation of newly issued ordinary shares under general mandate according to the resolution of the Annual General Meeting of Shareholders for the year 2019 of 28,000,000 shares and the unpaid capital in the amount of 14,000,000 baht

2. Consider and approve the capital reduction from the capital increase to support the stock dividend payment in the amount of 5,000,000 baht by issuing ordinary shares in an amount not exceeding 10,000,000 shares with a par value of 0.50 baht per share. Already allocated 9,999,455 shares, the remaining 545 shares have not been allotted and the paid-up capital is 4,999,727.50 baht. The remaining unpaid capital is 272.50 baht.

The details appear in the Capital Increase Report Form (F53-4) as shown in Attachment 3.

**Voting:** To approve this matter, a resolution must be approved by a vote of not less than three-fourths (3/4) of the votes of the shareholders attending the meeting and have voting rights

**Agenda 9** To consider and approve the amendment of Clause 4 of the Memorandum of Association in accordance with the decrease of the registered capital

**Objectives and Rationale:** To be consistent with the decrease of the registered capital of the company Therefore, it is deemed appropriate to amend Clause 4 of the Memorandum of Association as follows:

**Old**

|                              |                                                                |
|------------------------------|----------------------------------------------------------------|
| Article 4 Registered capital | 159,000,000 baht (One hundred fifty nine million baht only)    |
| Divided into                 | 318,000,000 shares (three hundred and eighteen million shares) |
| Par value of                 | 0.50 baht (fifty satang)                                       |
| Divided into                 |                                                                |
| Ordinary shares              | 318,000,000 shares (three hundred and eighteen million shares) |

**New**

|                              |                                                                                                                                                     |
|------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|
| Article 4 Registered capital | 144,999,727.50 baht (One hundred and forty four million, nine hundred and ninety nine thousand, seven hundred and twenty seven point fifty satang ) |
| Divided into                 | 289,999,455 shares ( Two hundred and eighty nine million, nine hundred and ninety nine thousand, four hundred and fifty five shares)                |
| Par value of                 | 0.50 baht (fifty satang)                                                                                                                            |
| Divided into                 |                                                                                                                                                     |

Ordinary shares                      289,999,455 shares ( Two hundred and eighty nine million, nine hundred and ninety nine thousand, four hundred and fifty five shares)

Details appear in the Capital Increase Report Form (F53-4) as shown in Attachment 3

**The Board's Opinion:** The Board of Directors has considered and agreed to propose to the Annual General Meeting of Shareholders for the year 2020 to consider and approve the amendment of Clause 4 of the Memorandum of Association in accordance with the increase of the registered capital. The Department of Business Development, Ministry of Commerce has the power to amend and add words to comply with the Registrar's order.

**Voting:** To approve this matter, a resolution must be approved by a vote of not less than three-fourths (3/4) of the votes of the shareholders attending the meeting and have voting rights

**Agenda 10** To consider and approve the increase of the registered capital by allocating the newly issued ordinary shares of the Company in the form of general mandate

**Objectives and Rationale:** As the company's business is likely to continue to grow and to be raise funds for future business expansion. The Company intends to increase its registered capital by allocating the newly issued ordinary shares of the Company in the form of General Mandate by issuing 28,000,000 new ordinary shares with a par value of Baht 0.5 per share to be offered for sale to the Private Placement. To allow the company to have working capital to meet the needs and conditions and returns for shareholders including the ability to estimate the Dilution Effect that may occur within 1 year Details appear in the Capital Increase Report Form (F53-4) as shown in Attachment 3

**The Board's Opinion:** The Board of Directors resolved to propose to the Annual General Meeting of Shareholders to consider approving the capital increase. Company registration by allocating the newly issued ordinary shares of the company in the form of general mandate by issuing 28,000,000 new ordinary shares at a par value of baht 0.5 per share.

**Voting:** To approve this matter, a resolution must be approved by a vote of not less than three-fourths (3/4) of the votes of the shareholders attending the meeting and have voting rights

**Agenda 11** To consider and approve the increase of the Company's registered capital

**Objectives and Rationale:** To support the stock dividend payment and the allocation of the newly issued ordinary shares of the Company in the form of general mandate from the original registered capital of 144,999,727.5 baht to 178,999,727.50 baht by issuing 68,000,000 new ordinary shares at a par value of 0.50 baht per share

**The Board's Opinion:** The Board of Directors agreed to propose to the shareholders' meeting to consider and approve the increase of registered capital. Company registration as follows

1. Resolved to propose to the Annual General Meeting of Shareholders for the year 2020 to consider and approve the allocation of the newly issued ordinary shares in the amount not exceeding

28,000,000 shares at the par value of 0.50 baht per share in the form of a general capital increase (General Mandate) to sell shares to private placement (Private Placement)

In this regard, the Company will allocate the newly issued ordinary shares in the form of general mandate. The paid-up capital of the Company shall not exceed 14,000,000 baht which is not more than 10 percent of the paid-up capital on the date of the Board of Directors' meeting. Director Resolved to increase the general mandate, which is equal to 28,000,000 shares

2. Resolved to propose to the Annual General Meeting of Shareholders for the year 2020 to consider and approve the increase of the registered capital of 20,000,000 baht by issuing ordinary shares of no more than 40,000,000 shares with a par value of 0.50 baht per share to support the stock dividend payment.

The details appear in the Capital Increase Report Form (F53-4) as shown in Attachment 3.

Voting: To approve this matter, a resolution must be approved by a vote of not less than three-fourths (3/4) of the votes of the shareholders attending the meeting and have voting rights

**Agenda 12** To consider and approve the amendment of Clause 4 of the Memorandum of Association in accordance with the increase of the registered capital

Objectives and Rationale: To be consistent with the increase of the registered capital of the company Therefore, it is deemed appropriate to amend Clause 4 of the Memorandum of Association as follows:

Old

|                              |                                                                                                                                                     |
|------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|
| Article 4 Registered capital | 144,999,727.50 baht (One hundred and forty four million, nine hundred and ninety nine thousand, seven hundred and twenty seven point fifty satang ) |
| Divided into                 | 289,999,455 shares ( Two hundred and eighty nine million, nine hundred and ninety nine thousand, four hundred and fifty five shares)                |
| Par value of                 | 0.50 baht (fifty satang)                                                                                                                            |
| Divided into                 |                                                                                                                                                     |
| Ordinary shares              | 289,999,455 shares ( Two hundred and eighty nine million, nine hundred and ninety nine thousand, four hundred and fifty five shares)                |

New

|                              |                                                                                                                                                        |
|------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| Article 4 Registered capital | 178,999,727.50 baht (One hundred and seventy eight million, nine hundred and ninety nine thousand, seven hundred and twenty seven point fifty satang ) |
|------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|

|                 |                                                                                                                                      |
|-----------------|--------------------------------------------------------------------------------------------------------------------------------------|
| Divided into    | 357,999,455.00 shares (Three hundred and fifty seven million, nine hundred and ninety nine thousand, four hundred fifty five shares) |
| Par value of    | 0.50 baht (fifty satang)                                                                                                             |
| Divided into    |                                                                                                                                      |
| Ordinary shares | 357,999,455.00 shares (Three hundred and fifty seven million, nine hundred and ninety nine thousand, four hundred fifty five shares) |

Details appear in the Capital Increase Report Form (F53-4) as shown in *Attachment 3*

**The Board's Opinion:** The Board of Directors has considered and agreed to propose to the Annual General Meeting of Shareholders for the year 2020 to consider and approve the amendment of Clause 4 of the Memorandum of Association in accordance with the increase of the registered capital. The Department of Business Development, Ministry of Commerce has the power to amend and add words to comply with the Registrar's order.

**Voting:** To approve this matter, a resolution must be approved by a vote of not less than three-fourths (3/4) of the votes of the shareholders attending the meeting and have voting rights

**Agenda 13** To consider and approve the allocation of newly issued ordinary shares to support the stock dividend payment

**Objectives and Rationale:** To support the stock dividend payment by allocating 40,000,000 ordinary shares, par value of 0.50 baht

**The Board's Opinion:** The Board of Directors has considered and agreed to propose to the Annual General Meeting of Shareholders for the year 2020 to consider and approve the allocation of 40,000,000 new ordinary shares with a par value of Baht 0.50 to support the stock dividend payment.

**Voting:** To approve this matter, a resolution must be passed by a majority of the shareholders who attend the Meeting and cast their votes.

**Agenda 14** Other Matters (if any)

**Objectives and Rationale:** This agenda is designated that shareholders can raise query and/or express comments to the Board and/or request the Board to provide explanation. There will be neither proposal for the Meeting to consider and approve, nor be any voting on this agenda.

The Record Date will be on 29<sup>th</sup> of May 2020.

Any shareholder who would like to appoint a proxy to attend the Meeting and vote on his/her behalf must complete only one proxy (Proxy Form B can be found in *Attachment 6*); or can download either Proxy Form A (general) or Proxy Form C (only foreign investors who have custodian in Thailand) from the Company's website: <http://www.seliccorp.com/investor-stock-news.php>

Any shareholder who is unable to attend the Meeting can authorize one of the Company's independent directors namely; M.L. Thirachet Sonakul to attend and vote on his/her behalf. Definition and details of independent directors can be found in *Attachment 7*. The Company requests the shareholders' proxy should be mailed to the Company as address below within 27<sup>th</sup> of June 2020:

Selic Corp Public Company Limited "Company Secretary"

270 Liapkhlongphasicharoen Fangtai Road, Nongkhaem, Bangkok 10160

Please be hereby informed and kindly attend the meeting at the date, time, and place as specified above. Your attention would be very much appreciated.

Sincerely Yours,

Selic Corp Public Company Limited



( Mr. Athavudhi Hirunburana )

Chairman of the Board of Directors

**Notes:** 1. All shareholders can access the invitation of the Annual General Shareholders' Meeting for 2020 and all related documents at the Company's website [http: www.seliccorp.com/investor-stock-news.php](http://www.seliccorp.com/investor-stock-news.php) in topic investor relations- News&Events from 26<sup>th</sup> of May 2020. If any shareholders have a query about the agenda, he/she can contact the Company through the procedures for sending any query in advance as *Attachment 11*

## Minutes of the Annual General Shareholders' Meeting 2019

Selic Corp Public Company Limited

On Thursday 4<sup>th</sup> April 2019 at 14.00 hrs.

At the Grand Ballroom, Tongtara Riverview Hotel

The Annual General Shareholders' Meeting 2019 was held on Thursday 4<sup>th</sup> April 2019, at 14.00 hrs at the Grand Ballroom, 7<sup>th</sup> Floor, Tongtara Riverview Hotel, No. 9/99, Charoen Krung Road, Bangkok.

This Shareholders' Meeting was in accordance with the resolution of the Board of Directors' Meeting No. 1/2019, which was held on 27<sup>th</sup> February 2019, in order to propose the significant and other relevant matters, specified in the invitation letter, to shareholders for consideration. The Record Date which shareholders have rights to attend and vote in the Annual General Shareholders' Meeting was on 14<sup>th</sup> March 2019. There were altogether 58 shareholders present in person and by proxy, representing 204,848,471 shares or 73.1602 %, which exceeded one of the third of the Company's paid up shares 280,000,000 shares; therefore, constituting a quorum pursuant to the Company's Article of Association (Clause 38). Mr. Athavudhi Hirunburana was the Chairman of the Meeting pursuant to the Company's Article of Association (Clause 39) and relevant law.

### Board of Directors in Attendance

- |    |                             |                                                                                                                                                                |
|----|-----------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | Mr. Athavudhi Hirunburana   | Chairman, Independent Director, and Chairman of the Meeting                                                                                                    |
| 2. | Mr. Narong Suwatthanaphim   | Vice Chairman                                                                                                                                                  |
| 3. | Mr. Anothai Adulbhan        | Director                                                                                                                                                       |
| 4. | Mr. Pornpat Kijaroen        | Independent Director, Member of Audit Committee, Member of Nomination & Remuneration Committee, and Chairman of Risk Management Committee                      |
| 5. | M.L. Thirachet Sonakul      | Independent Director, Member of Audit Committee, and Chairman of Nomination & Remuneration Committee                                                           |
| 6. | Dr. Pattanant Petchchedchoo | Independent Director, Chairman of Audit Committee, and Member of Risk Management Committee                                                                     |
| 7. | Ms. Palawi Bunnag           | Independent Director, Chairman of Corporate Governance Committee                                                                                               |
| 8. | Mr. Ek Suwatthanaphim       | Director, Chairman of Executive Committee, Member of Nomination & Remuneration Committee, Member of Corporate Governance Committee and Chief Executive Officer |
| 9. | Mrs. Angeli Suwatthanaphim  | Director, Member of Risk Management Committee                                                                                                                  |

### Managements in Attendance

- |    |                                 |                         |
|----|---------------------------------|-------------------------|
| 1. | Ms. Yuwadee Aiamsontisup        | Managing Director       |
| 2. | Mrs. Sethaporn Sundaravibhata   | Chief Financial Officer |
| 3. | Mr. Kiattisak Suwatthanaphim    | Chief Operation Officer |
| 4. | Mrs. Prangmanee Atcharyabanjoed | Company Secretary       |

**Auditor**

Mr. Akadet      Pliensakul      M.R. Associates Company Limited

**Independent Legal Advisors**

Mr. Supachai      Arunthamsakul      Legal Advisor from International Legal Counsellors Thailand Limited

**Representative from Thai Investors Association**

Mrs. Yardarun Lucksamesed

Mrs. Prangmanee Atcharyabanjoed, Company Secretary, has appointed to be secretary of the meeting. Ms. Chonnard Trisup has appointed to be mic controller of the meeting including explained of procedure for casting votes and report the voting results on each agenda.

Firstly, Ms. Chonnard Trisup described security procedures and methods in case of emergency to the meeting that the shareholder should calm down and moved out of the meeting room to the fire exit. There are 2 fire exit, the first point at the back of meeting room, that lead to basement of the hotel, and the second point is in front of the passenger elevator that will lead to the lobby and basement of the hotel. The fire exit sign has shown in front of each door. During emergency, please refrain from using elevators. After go to the basement of the hotel, should be gather together at the hotel gathering point near Thai pavilion, in front of the hotel.

Prior to the Meeting, Ms. Chonnard Trisup explained of procedure for casting votes as follows:

1. One share shall equal to one vote
2. Shareholder who wishes to cast the vote approve, disapprove, or abstain shall affix a mark on a ballot card that represents a single opinion only, otherwise such ballot shall be considered void and shall sign on that ballot. Also, shareholder have to sign onto the ballot;
3. Any votes disapproving or abstaining shall be extracted, from the total votes of shareholders attending the Meeting and having right to vote whereas the remaining votes shall be considered approving with such agenda, except agenda 6;
4. Where there is no votes disapprove or abstain in any agenda, Chairman of the Meeting shall consider such agenda carries a unanimous vote;
5. In agenda 5 To consider and approve the appointment of directors to replace those who will retire by rotation:
  - Shareholders shall casted the vote to director individually on the ballot card,
  - All ballot cards shall be collected regardless whether approves, disapproves, or abstains the vote.

After explanation of casting votes details and procedure to shareholders, the Chairman was invited to convene the Annual General Shareholders' Meeting 2019.

The Chairman requested a volunteer from shareholders to be witness for voting count process in each agenda. There is Mr. Amornsak Chanakul present to be representative of shareholders in this meeting.

The Chairman opened and conducted the meeting in accordance with the agendas as follows:

**Agenda 1** To Consider and Certify the Minutes of the Extraordinary General Shareholders' Meeting no.1/2018

Chairman requested the Meeting to consider and certify the minutes of the Extraordinary General Shareholders' Meeting no.1/2018 which was held on 14<sup>th</sup> December 2018, as per details in a copy, which had already been distributed to shareholders together with the meeting invitation letter to shareholders.

Since there was no shareholder raising any amendment thereto, Chairman then proposed the Meeting to cast their votes. This agenda required a majority vote of shareholders attending and cast their votes.

**Resolution** The Meeting passed the resolution to certify the Minutes of the Extraordinary General Shareholders'

Meeting no.1/2018 as follows:

|               |             |       |     |                                                             |
|---------------|-------------|-------|-----|-------------------------------------------------------------|
| Approved      | 201,068,871 | votes | 100 | of voting rights exercised by shareholders present and vote |
| Disapproved   | 0           | votes | 0   | of voting rights exercised by shareholders present and vote |
| Abstained     | 0           | votes | 0   | of voting rights exercised by shareholders present and vote |
| Voided Ballot | 0           | votes | 0   | of voting rights exercised by shareholders present and vote |

**Agenda 2** To Acknowledge the Company's Performance Result and the Board of Directors' Report Year 2018

Chairman requested Mrs, Yuwadee Aiamsontisup ,Managing Director, to report to the Meeting on summary of the Company's performance in the fiscal year 2018 as follows:

Ms. Yuwadee Aiamsontisup reported summary of the Company's Business that the Company is Thai company that step in to 40 years with experience and expertise in adhesives industry. Currently, there are 23 technician and R&D team with 4 operation and analyst labs. The total operation capacity is 10,080 tons for 4 types of products divided from production technologies and distributed to 27 countries over the world.

There are 4 categories of products divided from production technologies as follows:

1. **Solvent Base Adhesive** is liquid adhesive using solvent in type of oil or thinner. It is using for leather, shoes, wood furniture, etc.
2. **Water Base Adhesive** is synthetic adhesive using water as a solvent. This adhesive is easy to use. It is using for labelling on glass or can, industrial of consumer products such as tissue paper, package, etc.
3. **Hot Melt Adhesive** is solid adhesive which apply over heat to dissolve into liquid. When the adhesive is cold, it will attach two materials together. It is using for boxes such as corrugated paper or glossy coated paper, attach straws on UHT boxes, etc.
4. **Hot Melt PUR Adhesive** is another product in Hot Melt group but difference with stronger qualification. Once it is attached to materials, it will not be melt again. It is appropriate to use for automotive equipment or parts, book cover, etc.

The important thing that the company uses to strengthen marketing is 1. Innovation by pushing innovative thinking and promoting to be an innovation organization and 2. Being in the heart of the customer (Heart of Customer ) services and guidelines for customer relationship management use the customer centric principle to meet the business needs of customers. By creating a good experience for customers throughout

the journey in every step focus on understanding the needs of industrial adhesive applications of customers. Including the steps and environment of the customer's use and allow customers to use continuously. Training to use products for customer's satisfaction.

## **The Company Overview 2018**

### **Business**

- Follow the growth strategy by purchasing the PMC Group, which is a sticker maker or self-adhesive label, which has locations for companies and factories in Thailand and Singapore.
- The acquisition of the PMC Group is considered a successful operation in accordance with the merger strategy (M&A, JV).

### **Market expansion**

- Able to penetrate the automotive parts market and furniture market more from the base of the market, which is the main base such as Food and Drink industry, Shoes and leather industry.
- In the international market has proceeded in the specified direction and can expand to Australia, New Zealand and Vietnam markets.

### **Research and development**

- Received the Best Green Innovation Award from Prime Minister's Export Award 2018 (Outstanding Export Business Entrepreneur of the Year 2018).
- Approved investment promotion program from the Board of Investment of Thailand (BOI).

### **Production capacity**

- The company has a clear growth direction in the product group and clear market expansion.
- Resulting in the operational department being able to plan production capacity to support the growth.
- Expand production capacity in Hot melt and Water based groups.

### **Organizational development**

- Continuing to drive the creation of corporate culture through activities of 3 organizational values,
- Create innovation (Innovation),
- Create a great joint power (Integration)
- Positive Thinking

### **Acquisition of PMC Group**

The Company purchased all ordinary shares of PMC Label Materials Co., Ltd. ("PMCT"), registered in Thailand in the amount of 1,000,000 shares or 100 percent of the total ordinary shares and all ordinary shares of PMC Label Materials Pte. Ltd ("PMCS"), registered in Singapore, 2 shares or 100 percent of the total number of ordinary shares

The nature of the business of PMC Group is to produce and sell high quality stickers for printing houses. To be used to print labels and forward to various industries based on business principles (Good quality products, fair prices and fast service). Which customers are in various industries such as Food and Beverage, Product ID, advertising and retail Personal products, Travel and transport and heavy industries etc.

In this acquisition creating opportunities and supporting each other. From analyzing the value chain of the adhesive industry causing opportunities to expand vertically entering the target group called converter product manufacturers, creating a new channel for marketing as well as expanding the product in the label market (Glue, label, and self -adhesive label). In support and collaboration, the benefits are following;

#### Opportunities to expand the export market

- Opportunity to become an international company with regional branches in Singapore.
- Relying on the existing international network of both companies to expand the export market.

#### Technology Synergy

- Continuing the strong research and development of Selic.
- Producing adhesives used in sticker production in different specialties, removable stickers, deep freeze resistant labels.

#### Operations Synergy

- Improved inventory and raw material management.
- Cost sharing in cost management.

#### **Results of operations in the year 2018**

In 2018, the Company and its subsidiaries had total sales revenue of 595.15 million baht, which grew by 3.12 million baht or 0.53% compared to the previous year. Domestic sales grew by 24.20 million baht or 7.36% but International sales are shrinking by 21.28 million baht or 8.17%, the shrinking of International sales due to the impact of foreign market factors and economic factors such as exchange rates. The proportion of domestic and foreign sales at 60:40.

In this regard, the company focuses on expanding the business into Hot Melt and Water based adhesives continuously. With the revenue from the sale of Hot Melt glue increased by 12.2% compared to the previous year and revenue from water based adhesives increased by 22.0%.

For profitability Gross profit in Q4/2018 decreased from 21.33% in the same quarter of 2017 While the net profit margin in the last quarter of the year was -10.51%. Due to the expenses incurred in the business acquisition from investment in the acquisition of PMC of -10.93 million baht due to expenses incurred in conducting research studies financial advisory fee Internal audit Expenses for various due diligence, which are inconsistent expenses.

#### **Business Strategies for the Year 2019**

1. To prioritize the innovation through research and development.
2. Raise the production level to suit the response to customer use, improve the process.
3. Expand both domestic and international markets in the same industry group and penetrate new industries.
4. Look for opportunities for business growth to become more diversify through M&A or JV..
5. Study and drive sustainable development.

#### **Award in 2018**

The company received the Prime Minister's Award of Export Award 2018 (Outstanding Export Business Entrepreneur of the Year 2018), Best Green Innovation Award category.

In addition, the company has also received a Certificate of Membership Thailand Collective Action Coalition Against Corruption (CAC) from the Thai Private Sector Collective Action Coalition Against Corruption. Which reflects the commitment to conducting business that is transparent, leading to long-term sustainability

#### **Social Responsibilities**

Previous year, the Company always support and give any assistant to social. The main continually project as follows:

Thailand Associate of the Blind and Prostheses Foundation was supported adhesive from the Company in order to promoting career for the blind people. They can earn income from making and sell wood furniture.

The Chairman gave the shareholders an opportunity to ask questions or express opinions regarding this agenda. The answered questions from shareholders details appear in the attachment attached to this Minutes. No voting procedure for this agenda required as it is merely an agenda to inform the shareholders.

**Resolution** The meeting considered and acknowledged the Company's performance result and Board of Directors' Report year 2018 as described in the Annual Report

#### **Agenda 3 To Consider and Approve the Financial Statement and Acknowledge the Auditor Report Year 2018**

Chairman requested Mr. Ek Suwatthanaphim, Chief Executive Officer, to report to the Meeting on summary the Company's Financial Statement Year 2018 as of 31<sup>st</sup> December 2018 as follows:

Mr. Ek Suwatthanaphim described the Financial Statement, Income Statement Year 2018 as of 31<sup>st</sup> December 2018, and the Auditor Report which was already considered by the Company's Audit Committee and Directors. Details as attached copy of the financial statement and the auditor report which had already been distributed to shareholders together with the meeting invitation letter to shareholders.

| Financial Statement                               | 31 Dec 2018   |             | 31 Dec 2017   |             | Difference     |             |
|---------------------------------------------------|---------------|-------------|---------------|-------------|----------------|-------------|
|                                                   | MB            | %           | MB            | %           | MB             | %           |
| Total Current Assets                              | 377.77        | 75%         | 434.65        | 80%         | 56.88          | 15%         |
| Total Non-Current Assets                          | 124.65        | 25%         | 109.94        | 20%         | (14.70)        | (12%)       |
| <b>Total Assets</b>                               | <b>502.41</b> | <b>100%</b> | <b>544.59</b> | <b>100%</b> | <b>42.18</b>   | <b>8%</b>   |
| Total Current Liabilities                         | 125.35        | 23%         | 186.83        | 34%         | 61.48          | 49%         |
| Total Non-Current Liabilities                     | 11.72         | 2%          | 8.45          | 2%          | (3.27)         | (28%)       |
| <b>Total Liabilities</b>                          | <b>137.07</b> | <b>25%</b>  | <b>195.28</b> | <b>36%</b>  | <b>58.22</b>   | <b>42%</b>  |
| <b>Total Shareholders' Equity</b>                 | <b>365.35</b> | <b>67%</b>  | <b>349.31</b> | <b>64%</b>  | <b>(16.04)</b> | <b>(4%)</b> |
| <b>Total Liabilities and Shareholders' Equity</b> | <b>502.41</b> | <b>92%</b>  | <b>544.59</b> | <b>100%</b> | <b>42.18</b>   | <b>8%</b>   |

| Income Statement                                                    | 31 Dec 2018   |               | 31 Dec 2017    |               | Difference     |               |
|---------------------------------------------------------------------|---------------|---------------|----------------|---------------|----------------|---------------|
|                                                                     | MB            | %             | MB             | %             | MB             | %             |
| Revenue from Sales - Net                                            | 592.03        | 98.71%        | 595.15         | 99.23%        | 3.11           | 1%            |
| Other Income                                                        | 2.96          | 0.49%         | 4.62           | 0.77%         | 1.66           | 56%           |
| <b>Total Revenue</b>                                                | <b>595.00</b> | <b>99%</b>    | <b>599.77</b>  | <b>100%</b>   | <b>4.77</b>    | <b>1%</b>     |
| Cost of Sales                                                       | 439.03        | 74.16%        | 457.54         | 76.88%        | 18.51          | 4%            |
| <b>Gross Profit (Excluding Other Revenue)</b>                       | <b>153.01</b> | <b>25.84%</b> | <b>137.61</b>  | <b>23.12%</b> | <b>(15.40)</b> | <b>(10%)</b>  |
| Selling Expenses                                                    | 15.73         | 2.62%         | 14.17          | 2.36%         | (1.55)         | -10%          |
| Administration Expenses                                             | 93.22         | 15.54%        | 116.46         | 19.42%        | 23.25          | 25%           |
| <b>Profit before Interests, VAT, Depreciation, and Amortization</b> | <b>47.03</b>  | <b>7.84%</b>  | <b>11.59</b>   | <b>1.93%</b>  | <b>(35.43)</b> | <b>(75%)</b>  |
| Depreciation and Amortization                                       | 23.26         | 3.88%         | 22.98          | 3.83%         | (0.27)         | (1%)          |
| <b>Profit(Loss) before Finance Cost and Income Tax Expenses</b>     | <b>23.77</b>  | <b>3.96%</b>  | <b>(11.39)</b> | <b>-1.90%</b> | <b>(35.16)</b> | <b>(148%)</b> |
| Finance Cost                                                        | 0.39          | 0.06%         | 0.27           | 0.05%         | (0.11)         | (30%)         |
| Income Tax                                                          | 4.54          | 0.76%         | (0.74)         | -0.12%        | (5.27)         | (116%)        |
| <b>Net Profit for the Year</b>                                      | <b>18.85</b>  | <b>3.14%</b>  | <b>(10.93)</b> | <b>-1.82%</b> | <b>(29.77)</b> | <b>(158%)</b> |
| Other Comprehensive Income for the Year                             | (0.13)        | (0.02%)       | 2.45           | 0.41%         | 2.57           | 2019%         |
| <b>Total Comprehensive Income for the Year</b>                      | <b>18.72</b>  | <b>3.12%</b>  | <b>(8.48)</b>  | <b>-1.41%</b> | <b>(27.20)</b> | <b>(145%)</b> |

The Chairman gave the shareholders an opportunity to ask questions or express opinions regarding this agenda. The answered questions from shareholders details appear in the attachment attached to this Minutes. The Chairman then proposed the Meeting to cast their votes. This agenda required a majority vote of shareholders attending and cast their votes.

**Resolution:** The Meeting passed the resolution to approve the Financial Statements for the year ended 31<sup>st</sup> of December 2018 and acknowledge the Auditor Report as follows:

|               |             |       |     |                                                             |
|---------------|-------------|-------|-----|-------------------------------------------------------------|
| Approved      | 204,848,471 | votes | 100 | of voting rights exercised by shareholders present and vote |
| Disapproved   | 0           | votes | 0   | of voting rights exercised by shareholders present and vote |
| Abstained     | 0           | votes | 0   | of voting rights exercised by shareholders present and vote |
| Voided Ballot | 0           | votes | 0   | of voting rights exercised by shareholders present and vote |

Remark: There were some shareholders presented during this agenda.

#### **Agenda 4 To Consider and Approve the Appointment and Remuneration of the External Auditors Year 2019**

Chairman requested Dr. Pattanant Petchchedchoo, Chairman of the Audit Committee, to report to the Meeting. Dr. Pattanant Petchchedchoo proposed to the Meeting that in accordance to Section 120 of the Public Limited Companies Act B.E. 2535, the appointment of the Company's external auditors and the audit fees must be

approved at the Annual General Shareholders' Meeting. The Audit Committee and the Board of Directors recommended to appoint KPMG Phoomchai Audit Ltd. as the Company's external audit firm for the fiscal year 2019. The auditors' list to be the Company's external auditor as follows:

- |                                    |               |
|------------------------------------|---------------|
| 1. Mr. Natthaphong Tantichattanont | CPA no. 8829  |
| 2. Miss Sophit Prompol             | CPA no. 10042 |
| 3. Miss Dussanee Yimsuwan          | CPA no. 10235 |

Any of the above auditors can conduct an audit and express an opinion on the Company's financial statements. In 2019, the proposed Audit Fee is 1,650,000 Baht excluding other actual payable non-audit fees. In addition, The Board has agreed to notify the Annual General Shareholders' Meeting that KPMG Phoomchai Audit Ltd should be appointed as an external audit firm for the Company's subsidiaries for fiscal year 2019.

The Chairman gave the shareholders an opportunity to ask questions or express opinions regarding this agenda. The answered questions from shareholders details appear in the attachment attached to this Minutes.

The Chairman then proposed the Meeting to cast their votes. This agenda required a majority vote of shareholders attending and cast their votes.

**Resolution** The Meeting passed the resolution to appoint Mr. Natthaphong Tantichattanont C.P.A. No. 8829, or Miss Sophit Prompol C.P.A. No. 10042, or Miss Dussanee Yimsuwan C.P.A. No. 10235 the auditor from KPMG Phoomchai Audit Ltd.to be the Company's auditors for the year 2019 by paying the total audit fee not exceed than 1,650,000 Baht which exclude other non-audit fee as follows:

|               |             |       |     |                                                             |
|---------------|-------------|-------|-----|-------------------------------------------------------------|
| Approved      | 204,848,471 | votes | 100 | of voting rights exercised by shareholders present and vote |
| Disapproved   | 0           | votes | 0   | of voting rights exercised by shareholders present and vote |
| Abstained     | 0           | votes | 0   | of voting rights exercised by shareholders present and vote |
| Voided Ballot | 0           | votes | 0   | of voting rights exercised by shareholders present and vote |

**Agenda 5** To Consider and Approve the Appointment of Directors to Replace those Who will Retire by Rotation in Year 2019

Chairman requested Mr. Narong Suwatthanaphim, Vice Chairman to be Chairman for this agenda due to Mr. Athavudhi Hirunburana has interest in this agenda.

Chairman requested M.L. Thirachet Sonakul, Chairman of the Nomination & Remuneration Committee proposed that according to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, one-third of all directors must retire by rotation on the date of each Annual General Shareholders' Meeting. If the number of directors cannot be divided exactly into three parts, directors in a number closest to one-third shall retire. There are 3 directors as listed below are retire by rotation in this meeting:

- |                              |                       |
|------------------------------|-----------------------|
| 1. Mr. Athavudhi Hirunburana | Chairman              |
| 2. Mr. Anotai Adulbhan       | Director              |
| 3. Ms. Palawi Bunnag         | Independent Director. |

During December 2018- February 2019, the Company invited shareholders through the Company and the Stock Exchange of Thailand's website in order to nominate qualified persons to be elected as the Company's director in advance. There was not any shareholder proposed qualified persons to this meeting.

The Board of Directors, except the directors who are related persons in this agenda, has agreed with the Nomination and Remuneration Committee regarding qualifications, knowledge, competency, experience, and morality with the performance of each director; then consent to propose the Meeting to approve the reappointment of all 3 directors for another term of office.

Due to there is related transaction in this agenda, the Chairman then requested the related directors to walk out the meeting and come back after finished voting in this agenda. Details of the retired directors being proposed for re-election had already been distributed to shareholders together with the meeting invitation letter to shareholders.

The proposed directors for reappointment meet all the requirements stipulated in the Public Limited Companies Act B.E. 2535 and relevant regulations of the Capital Market Supervisory Board.

Since there was no shareholder raising any question, Chairman then proposed the Meeting to cast their votes. This agenda required a majority vote of shareholders attending and cast their votes.

**Resolution** The Meeting passed the resolution to re-election the directors who retired by the rotation to continue as directors which included 1) Mr. Athavudhi Hirunburana 2) Mr. Anotai Adulbhan and 3)

Ms. Palawi Bunnag as follows:

1) Mr. Athavudhi Hirunburana

|               |             |       |     |                                                             |
|---------------|-------------|-------|-----|-------------------------------------------------------------|
| Approved      | 204,848,471 | votes | 100 | of voting rights exercised by shareholders present and vote |
| Disapproved   | 0           | votes | 0   | of voting rights exercised by shareholders present and vote |
| Abstained     | 0           | votes | 0   | of voting rights exercised by shareholders present and vote |
| Voided Ballot | 0           | votes | 0   | of voting rights exercised by shareholders present and vote |

2) Mr. Anotai Adulbhan

|               |             |       |     |                                                             |
|---------------|-------------|-------|-----|-------------------------------------------------------------|
| Approved      | 204,848,471 | votes | 100 | of voting rights exercised by shareholders present and vote |
| Disapproved   | 0           | votes | 0   | of voting rights exercised by shareholders present and vote |
| Abstained     | 0           | votes | 0   | of voting rights exercised by shareholders present and vote |
| Voided Ballot | 0           | votes | 0   | of voting rights exercised by shareholders present and vote |

3) Ms. Palawi Bunnag

|               |             |       |     |                                                             |
|---------------|-------------|-------|-----|-------------------------------------------------------------|
| Approved      | 204,848,471 | votes | 100 | of voting rights exercised by shareholders present and vote |
| Disapproved   | 0           | votes | 0   | of voting rights exercised by shareholders present and vote |
| Abstained     | 0           | votes | 0   | of voting rights exercised by shareholders present and vote |
| Voided Ballot | 0           | votes | 0   | of voting rights exercised by shareholders present and vote |

**Agenda 6 To Consider and Approve the Remuneration of the Board of Directors for Year 2019**

Chairman requested M.L. Thirachet Sonakul, Chairman of the Nomination & Remuneration Committee, to report to the Meeting.

M.L. Thirachet Sonakul proposed that the Nomination and Remuneration Committee has considered the directors' remuneration for the year 2019 to be accordance to the Company's performance result, each director's responsibility and performance, and concluded that it is in line with the same industry standards. The Committee recommended that the remuneration budget in 2019 is not exceeding 3,000,000 Baht. The details of director remuneration had already been distributed to shareholders together with the meeting invitation letter to shareholders, as follows:

| Position                                              | Monthly Remuneration<br>(Baht per Month) | Meeting Allowance<br>(Baht per Time) |
|-------------------------------------------------------|------------------------------------------|--------------------------------------|
| Chairman of the Board of Directors                    | 22,000                                   | -                                    |
| Vice Chairman of the Board of Directors               | 18,000                                   | -                                    |
| Director                                              | 10,000                                   | -                                    |
| Chairman of the Audit Committee                       | -                                        | 13,000                               |
| Member of the Audit Committee                         | -                                        | 10,000                               |
| Chairman of the Risk Management Committee             | -                                        | 10,000                               |
| Member of the Risk Management Committee               | -                                        | 8,000                                |
| Chairman of the Remuneration and Nomination Committee | -                                        | 10,000                               |
| Member of the Remuneration and Nomination Committee   | -                                        | 5,000                                |
| Chairman of the Corporate Governance Committee        | -                                        | 10,000                               |
| Member of the Corporate Governance Committee          | -                                        | 5,000                                |

Since there was no shareholder raising any question, Chairman then proposed the Meeting to cast their votes. This agenda required not less than two-thirds votes of the shareholders who attend the Meeting.

**Resolution** The Meeting passed the resolution to approve the remuneration payment of the directors and sub-committees for the year 2019 in the budget not exceed than 3,000,000.00 Baht as following:

|               |             |       |     |                                                             |
|---------------|-------------|-------|-----|-------------------------------------------------------------|
| Approved      | 204,848,471 | votes | 100 | of voting rights exercised by shareholders present and vote |
| Disapproved   | 0           | votes | 0   | of voting rights exercised by shareholders present and vote |
| Abstained     | 0           | votes | 0   | of voting rights exercised by shareholders present and vote |
| Voided Ballot | 0           | votes | 0   | of voting rights exercised by shareholders present and vote |

**Agenda 7 To consider and approve the allocation of profit from the retained earnings of the Company for the year 2018 to pay stock dividends**

Chairman requested Mrs. Sethaporn Sundaravibhata, Chief Financial Officer, to report to the Meeting on summary of the allocation of profit from the retained earnings of the Company for the year 2018 to pay stock dividends as follows:

Mrs. Sethaporn Sundaravibhata proposed that the Company has adopted a policy to pay dividend to shareholders not less than 40% of net profit after any type of legal reserve as specify in the Company's Articles of Association and legal. The dividend payment was considered by the Company's Financial Statement, if there is no any other necessity and will not significantly affect to the Company's regular operation.

But in 2018, the dividend payment does not comply with the company policy. With the company operating loss in 2018, but since the board has considered paying from the retained earnings of the company Therefore, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the allocation of profit from retained earnings to pay dividends to the shareholders of the Company.

This year, proposed to allocate retained earnings to consider paying dividends for the year 2018 performance as a stock dividend and in cash to shareholders. The details are as follows

1. Dividend payment as a registered capital increase of the Company according to Section 117 of the Public Limited Companies Act BE 2535 from the unappropriated retained earnings at the end of 2018 in the amount is not exceed than 10,000,000 shares with a par value of Baht 0.50 per share to the shareholders at the rate of 28 existing shares per 1 stock dividend. Total amount not exceeding 5 million baht or equivalent to the dividend payment rate of 0.0178569 baht per share. In the case that any shareholder has a fraction of the existing shares after the stock dividend allocation, the dividend will be paid in cash instead of paying a dividend at the rate of Baht 0.0178569 per share.

2. Pay cash dividend at the rate of 0.0019841 baht per share, or a total amount of not more than 5,555,556 baht, including 1 and 2, which is a dividend payment of 0.019841 baht per share, or a total amount of not more than 5,555,556 baht. All dividends are subject to withholding tax at the rate as required by law

The share registration book closing date to determine the right to receive dividend will be on 19<sup>th</sup> April 2019, and the dividend payment will be made on 26<sup>th</sup> April 2019.

The Chairman gave the shareholders an opportunity to ask questions or express opinions regarding this agenda. The answered questions from shareholders details appear in the attachment attached to this Minutes. The Chairman then proposed the Meeting to cast their votes. This agenda required a majority vote of shareholders attending and cast their votes.

**Resolution** The Meeting passed the resolution to approve the allocation of profit from the retained earnings of the Company for the year 2018 to pay stock dividends. The book closing date for the right to receive dividend on 19<sup>th</sup> of April 2019, and dividend will be paid on 26<sup>th</sup> of April 2019 as follows::

|             |             |       |     |                                                             |
|-------------|-------------|-------|-----|-------------------------------------------------------------|
| Approved    | 204,848,471 | votes | 100 | of voting rights exercised by shareholders present and vote |
| Disapproved | 0           | votes | 0   | of voting rights exercised by shareholders present and vote |

|               |   |       |   |                                                             |
|---------------|---|-------|---|-------------------------------------------------------------|
| Abstained     | 0 | votes | 0 | of voting rights exercised by shareholders present and vote |
| Voided Ballot | 0 | votes | 0 | of voting rights exercised by shareholders present and vote |

**Agenda 8** To consider and approve the increase of the registered capital by allocating the newly issued ordinary shares of the Company in the form of general mandate

Chairman requested Mr. Ek Suwatthanaphim, Chief Executive Officer, to report the increase of the registered capital by allocating the newly issued ordinary shares of the Company in the form of general mandate as follows:

Mr. Ek Suwatthanaphim proposed to the Meeting that as the company's business is likely to continue to grow and to be raise funds for future business expansion. The Company intends to increase its registered capital by allocating the newly issued ordinary shares of the Company in the form of General Mandate by issuing 28,000,000 new ordinary shares with a par value of Baht 0.5 per share to be offered for sale to the Private Placement. To allow the company to have working capital to meet the needs and conditions and returns for shareholders including the ability to estimate the Dilution Effect that may occur within 1 year.

: The Chairman gave the shareholders an opportunity to ask questions or express opinions regarding this agenda. The answered questions from shareholders details appear in the attachment attached to this Minutes. The Chairman then proposed the Meeting to cast their votes. This agenda required not less than three-fourth votes of the shareholders who attend the Meeting.

**Resolution** The Meeting passed the resolution to approve the increase of the registered capital by allocating the newly issued ordinary shares of the Company in the form of general mandate as following:

|               |             |       |     |                                                             |
|---------------|-------------|-------|-----|-------------------------------------------------------------|
| Approved      | 204,848,371 | votes | 100 | of voting rights exercised by shareholders present and vote |
| Disapproved   | 100         | votes | 0   | of voting rights exercised by shareholders present and vote |
| Abstained     | 0           | votes | 0   | of voting rights exercised by shareholders present and vote |
| Voided Ballot | 0           | votes | 0   | of voting rights exercised by shareholders present and vote |

**Agenda 9** To Consider and approve the increase of the Company's registered capital

Chairman requested Mr. Ek Suwatthanaphim, Chief Executive Officer, to report the increase of the Company's registered capital as follows:

Mr. Ek Suwatthanaphim proposed to the Meeting that to support the stock dividend payment And the allocation of the newly issued ordinary shares of the Company in the form of general mandate from the original registered capital of 140,000,000 baht to 159,000,000 baht by issuing shares 38,000,000 ordinary shares with a par value of 0.50 baht per share. The details as follow;

1 To consider and approve the allocation of the newly issued ordinary shares in the amount not exceeding 28,000,000 shares, par value of 0.50 baht per share in the form of a capital increase, general mandate to offer for sale to private placement (Private Placement ).

In this regard, the Company will allocate the newly issued ordinary shares in the form of general mandate. Of the company must not exceed 14,000,000 baht, which is not more than 10 percent of the paid-up capital on the date that the Board of Directors resolves to increase the general mandate, which is equal to 28,000,000 shares.

2 To consider and approve the increase of the registered capital of 5,000,000 baht by issuing ordinary shares in the amount of not more than 10,000,000 shares with a par value of 0.50 baht per share to support the stock dividend payment.

The Chairman gave the shareholders an opportunity to ask questions or express opinions regarding this agenda. The answered questions from shareholders details appear in the attachment attached to this Minutes. The Chairman then proposed the Meeting to cast their votes. This agenda required not less than three-fourth votes of the shareholders who attend the Meeting.

**Resolution** The Meeting passed the resolution to approve the increase of the Company's registered capital as following:

|               |             |       |     |                                                             |
|---------------|-------------|-------|-----|-------------------------------------------------------------|
| Approved      | 204,848,371 | votes | 100 | of voting rights exercised by shareholders present and vote |
| Disapproved   | 100         | votes | 0   | of voting rights exercised by shareholders present and vote |
| Abstained     | 0           | votes | 0   | of voting rights exercised by shareholders present and vote |
| Voided Ballot | 0           | votes | 0   | of voting rights exercised by shareholders present and vote |

**Agenda 10** To consider and approve the amendment of Clause 4 of the Memorandum of Association in accordance with the increase of the registered capital

Chairman requested Mr. Ek Suwatthanaphim, Chief Executive Officer, to report the amendment of Clause 4 of the Memorandum of Association in accordance with the increase of the registered capital as follows:

Mr. Ek Suwatthanaphim proposed to the Meeting that to be consistent with the increase of the registered capital of the company. Therefore, it is deemed appropriate to amend Clause 4 of the Memorandum of Association as follows:

Old

|                              |                                                            |
|------------------------------|------------------------------------------------------------|
| Article 4 Registered capital | 140,000,000 baht (One hundred and forty million baht only) |
| Divided into                 | 280,000,000 shares (two hundred and eighty million shares) |
| Par value of                 | 0.50 baht (fifty satang)                                   |
| Divided into                 |                                                            |
| Ordinary share               | 280,000,000 shares (two hundred and eighty million shares) |

New

|                              |                                                                |
|------------------------------|----------------------------------------------------------------|
| Article 4 Registered capital | 159,000,000 baht (One hundred fifty nine million baht only)    |
| Divided into                 | 318,000,000 shares (three hundred and eighteen million shares) |
| Par value of                 | 0.50 baht (fifty satang)                                       |

Divided into

Ordinary shares                      318,000,000 shares (three hundred and eighteen million shares)

Since there was no shareholder raising any question, Chairman then proposed the Meeting to cast their votes. This agenda required not less than three-fourth votes of the shareholders who attend the Meeting.

**Resolution:** The Meeting passed the resolution to approve the amendment of Clause 4 of the Memorandum of Association in accordance with the increase of the registered capital as following:

|               |             |       |               |     |                                                        |
|---------------|-------------|-------|---------------|-----|--------------------------------------------------------|
| Approved      | 204,848,471 | votes | equivalent to | 100 | of voting rights exercised by the shareholders present |
| Disapproved   | 0           | votes | equivalent to | 0   | of voting rights exercised by the shareholders present |
| Abstention    | 0           | votes | equivalent to | 0   | of voting rights exercised by the shareholders present |
| Voided Ballot | 0           | votes | equivalent to | 0   | of voting rights exercised by the shareholders present |

**Agenda 11** To consider and approve the allocation of newly issued ordinary shares to support the stock dividend payment

Chairman requested Mr. Ek Suwatthanaphim, Chief Executive Officer, to report the allocation of newly issued ordinary shares to support the stock dividend payment as follows:

Mr. Ek Suwatthanaphim proposed to the Meeting that to support the stock dividend payment by allocating 10,000,000 ordinary shares, par value of 0.50 baht.

Since there was no shareholder raising any amendment thereto, Chairman then proposed the Meeting to cast their votes. This agenda required a majority vote of shareholders attending and cast their votes.

**Resolution:** The Meeting passed the resolution to approve the allocation of newly issued ordinary shares to support the stock dividend payment as following:

|               |             |       |               |     |                                                        |
|---------------|-------------|-------|---------------|-----|--------------------------------------------------------|
| Approved      | 204,848,471 | votes | equivalent to | 100 | of voting rights exercised by the shareholders present |
| Disapproved   | 0           | votes | equivalent to | 0   | of voting rights exercised by the shareholders present |
| Abstention    | 0           | votes | equivalent to | 0   | of voting rights exercised by the shareholders present |
| Voided Ballot | 0           | votes | equivalent to | 0   | of voting rights exercised by the shareholders present |

**Agenda 12** Other Matters

The Chairman informed the meeting that there are no other matters to consider, therefore allowed shareholders to ask questions or express opinions.

After answering questions from shareholders, details appear in the attachment attached to this minutes. The Chairman thanked all the shareholders who attended this meeting and supported the company well and declared the Meeting adjourned.

The Meeting was adjourned at 16.20 Hrs.

After the opening of the Meeting, there were additional shareholders registering for the Meeting, Consequently, the total amount of shareholders attending the Meeting was 58 persons holding 204,848,471 shares equivalent to 73.1602 % of the total number of shares sold of the Company.

Selic Corp Public Company Limited



( Mr. Athavudhi Hirunburana )

Chairman of the Board of Directors

Chairman of Annual General Shareholders' Meeting 2019



( Mrs. Prangmanee Atcharyabanjoed )

Company Secretary and Secretary to the Meeting

Attachment  
Selic Corp Public Company Limited  
Question – Answer each agenda of  
the Annual General Shareholders' Meeting Year 2019

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**Agenda 2** To Acknowledge the Company's Performance Result and the Board of Directors' Report Year 2018

- Mr. Wanlop Jaruschimpreekul Shareholders attending the meeting by themselves asked as follows

**Question 1.** In the year 2019, will the company have a new product and when will start selling?

**Answer** Mr. Ek Suwatthanaphim, Chief Executive Officer, explained that, the company has a new product that is introduced and launch into the market every year, but may not have clarified the information. In the past year, there have been 3 product developments: 1. High value added for premium products which is a better quality product that can withstand heat and adhesion better than products found in the market 2. Reducing the cost, adjusting the formula to increase the potential to make a higher profit, which the Top20 product group has already taken over 50% and will be reflected in the future financial statements. 3. Use Lean in both operation and product. On the research and development side, product groups are organized to enable the planning of raw material purchase orders. Including better control of various aspects for new products expected to be released this year, including Solvent Toluene-free or Low VOCs, which will become a series of penetrating medium-sized shoe factory markets both in Thailand and abroad. (South Asia and Africa).

For the time of distribution, the company has just received the BOI patent Therefore need more time to study to achieve maximum benefit to the company and will notify the progress again. The company has a clear operation plan in part of the new product which is a new product group that has never been before which will provide benefits in terms of sales to the company in the future.

**Question 2.** In the acquisition of PMC, does the financial statements separate or integrate with Selic?

**Answer** Mr. Ek Suwatthanaphim, Chief Executive Officer, explained that, PMC is a subsidiary of Selic which will separate the financial statements between Selic and PMC, but there will be the consolidated statements of the company and its subsidiaries, which can be seen from the 1st quarter of 2019 onwards.

**Question 3.** For the annual report, send a book, because it is more convenient to view the data than the CD.

**Answer** Mr..Athavudhi Hirunburana, Chairman, acknowledged and will be considered by the Company Secretary to proceed.

- **Mr. Thamrong Anantaweephol Shareholders attending the meeting by themselves asked as follows**

**Question 1.** In the acquisition of PMC, how has the depreciation cost been reduced?

**Answer** Mr. Ek Suwatthanaphim, Chief Executive Officer, explained that, the depreciation may be some. The company need to do a PPA and when the results are summarized, it must be recorded in the account in the future which is currently conducting a summary of the matter Therefore may not be able to answer clearly what is the number and the third person is the operator and talks with the auditor of the company as well. Once the results are finalized, it will be clarified again.

**Question 2.** How are new products being offered? And in the year 2017, there was a business development department set up, so how's the progress of the operation?

**Answer** Mr. Ek Suwatthanaphim, Chief Executive Officer, explained that, the Business Development Department has participated in the acquisition of PMC. By helping to push in various areas In addition and also focus on new products by looking at the needs of the market. Which many new products of the company come from the business development department that collects such information.

The company is developing itself to be a customer centric, knowing the real market needs in order to produce the products that meet the requirements which the Business Development Department will be the proponent of offering new products to the market by contacting the list of customers to present the existing products as well as new products that will occur in the future.

**Question 3.** According to the new law, for the employees who work over 20 years or more, when retirees, the company have to pay 400 days compensation. So how to record in account and when will the company start?

**Answer** Mr. Ek Suwatthanaphim, Chief Executive Officer, explained that, the legal reserve of 400 days is calculated by Outsiders every year which the company is not concerned about such matters. Since personnel are an important part of the operation, therefore, the extension from 300 days to 400 days should have no significant impact on future financial statements. For the number of employees who have worked for more than 10 years, both companies do not know the exact numbers, but they are quite large.

Mr. Athavudhi Hirunburana, Chairman and Chairman of the Meeting, added that, in business development or business expansion opportunities, both Selic and PMC are the responsibility of the business development department. To be an opportunity viewer and study in various fields as well as take care of customers who are the main customers of the company

Agenda 3 To Consider and Approve the Financial Statement and Acknowledge the Auditor Report Year 2018

- Mr. Wanlop Jaruschimpreekul Shareholders attending the meeting by themselves asked as follows

Question 1. From the performance presented. Why's the company loss?

Answer Mr. Ek Suwatthanaphim, Chief Executive Officer, explained that, in the year 2018, the company made a study entry for the acquisition of PMC group, with a cost of approximately 20.5 million baht. The expenses were therefore recorded and causing a loss of 8.48 million baht, which, if deducted from such expenses. The company will have a profit of approximately 12 million baht.

- Mr. Thamrong Anantaweephol Shareholders attending the meeting by themselves asked as follows

Question 1. Why did EVA International Co., Ltd., which is a trading company, loss 3 million baht?

Answer Mr. Ek Suwatthanaphim, Chief Executive Officer, explained that, EVA export products to foreign countries, which in the past year experienced fluctuations from currency, resulting in a loss condition. Which the management team has taken care of and considered the measures and plans as well as overseeing various expenses to prevent this situation from happening again this year or in the future.

Question 2. What is PMC's 2018 financial statements? Will the income be relatively stable like Selic? And whether the business of PMC is seasonal or not?

Answer Mr. Ek Suwatthanaphim, Chief Executive Officer, explained that, PMC numbers initially which combined with the expenses to be paid for going into the transaction last year. There is not much fluctuation from the year 2017. The numbers are still normal. For the second and third question, the income is relatively stable like Selic or not, and there are seasonal or not. In the 1-2 quarter holidays in Thailand are quite often. Therefore, sales conditions for both Selic and PMC will not be as much as other quarters.

Mr. Athavudhi Hiranburana, Chairman and Chairman of the Meeting, added that, in terms of exchange rates. The board is concerned and assign the Risk Management Committee to assist in the management of FX and other matters which is currently managing.

- Mr. Wanlop Jaruschimpreekul Shareholders attending the meeting by themselves asked as follows

Question 2. Since the year 2019, the company did not have to pay for research and education fees for the acquisition of PMC and EVA will improve. Therefore, this year, the company will have to earn more than 20 million baht?

Answer Mr. Ek Suwatthanaphim, Chief Executive Officer, explained that, for profit, cannot give clear numbers because it is a matter of the future. But the matter that can be answered is In Selic, the cost of 20

million baht will not happen again if there are no other deals which is one-time cost. For EVA has taken care of many things. To ensure that it will be in a better direction. In 2017, PMC's statements have a profit of 90-100 million baht. Anyway the company has loaned for acquisition PMC. Therefore, there will be additional payment approximately 40 million baht or more per year. All information is information disclosed to the SET and the general public.

- Mr. Thamrong Anantaweephol Shareholders attending the meeting by themselves asked as follows

**Question 3.** In terms of setting aside for the employees who work over 20 years or more. What is the company policy? Will wait for the enforcement law or start first?

**Answer** Mr. Ek Suwatthanaphim, Chief Executive Officer, explained that, In such cases ,will go back and consider with the board first. But when enforced, we'll follow clearly.

Mr. Akadet Pliensakul, an auditor from M.R. and Associates Company Limited, added that, the Federation of Accounting Professions allowing the management of the business to make decisions whether to wait for the legal announcement in the Royal Thai Government Gazette before Or to the management meeting and seizing one day in accounting records which, depending on the business's discretion. The recorded group activities most of them are financial institutions because they will affect from 100-1,000 million baht. For Selic, the quarterly statements have been noted at the end of the annual financial statements. Which revealed the impact when the law was announced at the amount of 1.96 million baht which is not significant to the overall financial statements and have passed calculated from the actuary.

**Question 4.** When the law approved by the Sor-nor-chor. How long will it take to announce?

**Answer** Mr. Akadet Pliensakul , an auditor, explained that, There are many laws that has been approved by the Sor-nor-chor but currently has not been announced in the Royal Thai Government Gazette. So if the impact is not so high should wait for the law to be announced in the Royal Thai Government Gazette before. But if there is a big impact, it may be considered to record before announcement.

**Agenda 4** To Consider and Approve the Appointment and Remuneration of the External Auditors Year 2019

- Mr. Wanlop Jaruschimprekul Shareholders attending the meeting by themselves asked as follows

**Question 1.** From the offering higher auditor fees. Does the company have a bargain?

**Answer** Dr. Pattanant Petchchedchoo, Chairman of the Audit Committee, explained that, in the selection of auditors must be a bid to compare, which KPMG has limited the lowest price in the Big 4 group, with the same scope of work. The transaction of this year 2019 is quite complex, unlike Year 2018, with the lowest bargain.

Mr. Ek Suwatthanaphim, Chief Executive Officer, explained that, the audit fee for this year will not be the same as the previous year. This year, will look for the overall picture of all 4 companies of Selic Group. The offer is the lowest.

Dr. Pattanant Petchchedchoo, Chairman of the Audit Committee, explained that, Selic and its subsidiaries use the same auditors from KPMG and all financial statements of the four companies (Selic, EVA, PMCT, PMCS).

Mr. Athavudhi Hiranburana, Chairman and Chairman of the Meeting, added that, this time the company changed the auditor from M.R. and Associates Co., Ltd. to KPMG. Will look at the whole picture when doing the statement . For the procurement of auditors, there is a comparison Including the negotiation of the price. KPMG offers the lowest price in the Big 4 group.

**Agenda 7** To consider and approve the allocation of profit from the retained earnings of the Company for the year 2018 to pay stock dividends

- Mr. Thamrong Anantaweephol Shareholders attending the meeting by themselves asked as follows

Question 1. Why's the company use the accumulated profit to pay stock dividends? How does the company have a view? And what are the benefits?

**Answer** Mr. Ek Suwatthanaphim, Chief Executive Officer, explained that, from the previous year's, the company suffered losses due to the acquisition of PMC's business in the amount of 20.5 million baht. The reason for paying the stock dividend was to reward shareholders who gave the company the opportunity and stayed with the company for a long time. Including adding free float to the market to increase liquidity as well.

Mr. Athavudhi Hiranburana, Chairman and Chairman of the Meeting, added that, the company takes care of minor shareholders and to increase free float in the market.

**Agenda 8** To consider and approve the increase of the registered capital by allocating the newly issued ordinary shares of the Company in the form of general mandate

- Mr. Thamrong Anantaweephol Shareholders attending the meeting by themselves asked as follows

Question 1. How the company has a view to increase the registered capital by allocating the newly issued ordinary shares of the company in the form of general mandate, to expand business?

**Answer** Mr. Ek Suwatthanaphim, Chief Executive Officer, explained that, as presented in Agenda 2, the company plans to expand its business in various areas. And in order to increase the liquidity of the operation for the next 1 year. To a limited person (Private Placement) and also looking for a strategic partner or a major shareholder interested in investing more.

Agenda 12      Other Matters

- Mr. Thamrong Anantaweephol Shareholders attending the meeting by themselves asked as follows

Question 1.      From joining the Opportunity Day event, we know that the total turnover this year will reach 1,400 millions baht, Is the news true?

Answer      Mr. Ek Suwatthanaphim, Chief Executive Officer, explained that, in order not to be misunderstood. The company never spoke of such numbers which may be interpretations or views of the presenters. But what can be explained is that in the past, the company had total revenue of approximately 600 million baht per year and the PMC group had an income of about 800 million baht per year. This together, which will have to see the results of this year's performance of both Selic and PMC. The executives of both Selic and PMC are determined to make their earnings in the income segment and the profit grows at the highest potential that can be achieved.

(From F53-4)

**Capital increase report form**  
**Selic Corp Public Company Limited**  
**May 14, 2020**

We, Selic Corp Public Company Limited, would like to report the resolution of the Board of Directors' Meeting No. 4/2020 on May 14, 2020 between 13.00 – 17.00 hrs. about the capital increase and the allotment of new shares as follows

**1. Capital Decrease and Increase:**

- 1.1 The Meeting of The Board of Directors passed a resolution approving the decrease of the Company's registered capital from Baht 159,000,000 to Baht 144,999,727.50 by reducing ordinary shares reserved for the increase of registered capital under a General Mandate which have been not allocated in the whole amount of 28,000,000 shares and the remaining from stock dividends last year for 545 shares, totaling 28,000,545 shares at a par value of Baht 0.50 per share
- 1.2 The Board of Directors resolved to increase the registered capital of the Company from 144,999,727.50 million baht to 178,999,727.50 million baht by issuing 68,000,000 ordinary shares / preferred shares at a par value of 0.50 baht per share, totaling 34,000,000 million baht, as follows:

| Type of Capital Increase                       | Type of Share | Number of Shares<br>(shares) | Par Value<br>(THB/Share) | Total (THB) |
|------------------------------------------------|---------------|------------------------------|--------------------------|-------------|
| √ Specifying the purpose of utilizing proceeds | Ordinary      | 40,000,000                   | 0.50                     | 20,000,000  |
| √ General Mandate                              | Ordinary      | 28,000,000                   | 0.50                     | 14,000,000  |

**2. Allotment of New Shares:**

**2.1 Specifying the purpose of utilizing proceeds**

| Allotted to                                                 | Number of<br>Shares<br>(Shares) | Ratio<br>(Old:New) | Sales Price<br>(THB/Share) | Subscription<br>and Payment<br>Period | Note                                             |
|-------------------------------------------------------------|---------------------------------|--------------------|----------------------------|---------------------------------------|--------------------------------------------------|
| Existing shareholders to support the stock dividend payment | 40,000,000                      | 7.249986:1         | -                          | -                                     | Record date 14 July 2020<br>Payment 23 July 2020 |

In the case of share allocation to existing shareholders specify the closing date of the share registration book or the date for determining the names of shareholders for the right to subscribe for new shares

### 2.1.1 Company operations In the event that there is a fraction of shares

In the case that any shareholder has a fraction of the existing shares after the stock dividend allocation, the dividend will be paid in cash instead of stock dividend at the rate of 0.0689656 baht per share.

### 2.2 General Mandate

| Allotted to                                                                                                        | Type of Share   | Number of Shares | Percentage per Paid-up Capital | Note |
|--------------------------------------------------------------------------------------------------------------------|-----------------|------------------|--------------------------------|------|
| Existing Shareholder<br><br>Supporting of Conversion/The Exercise of the right to purchase the newly issued shares | Ordinary Stock  | -                | -                              | -    |
|                                                                                                                    | Preferred Stock | -                | -                              | -    |
|                                                                                                                    |                 |                  |                                |      |
| General Public                                                                                                     | Ordinary Stock  | -                | -                              | -    |
|                                                                                                                    | Preferred Stock | -                | -                              | -    |
|                                                                                                                    |                 |                  |                                |      |
| Private Placement                                                                                                  | Ordinary Stock  | 28,000,000       | 10                             | -    |
|                                                                                                                    | Preferred Stock | -                | -                              | -    |
|                                                                                                                    |                 |                  |                                |      |

1 / Percentage of paid-up capital on the date that the Board of Directors of the Company approves the capital increase in the form of General Mandate

### 3. Schedule for a Shareholders' Meeting to approve the Capital Increase

The Annual General Shareholders' Meeting for the year 2020 is schedule on July 2, 2020 at 14.00 hrs., at the main meeting room of PMC Label Materials Co.,Ltd, No.30/28 Moo 2 T.Khokkham A.Muang, Samutsakorn 74000 agenda as follows:-

√ The Record date is on May 29, 2020

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

4.1 To obtain approval from the Annual General Meeting of Shareholders 2020

4.2 To register the increase in registered capital and the paid-up capital with the Department of Business Development, Ministry of Commerce.

4.3 To obtain approval of the Stock Exchange of Thailand for listing the newly-issued shares offered to the Private Placement and offering for sale of the newly-issued shares both by specifying the purpose of proceeds utilization and General Mandate

5. Objectives of the Capital Increase and Plans for Utilizing Proceeds received from the Capital Increase: To achieve sufficient revolving capital for the business operation and business expansion, enhance liquidity and structure of the investment capital of the Company.

6. Benefits which the Company will receive from the Capital Increase/Share Allotment The Company shall be to raise the fund in the shorter period of time and has sufficient revolving capital for its business operation, business expansion, and enhancement of liquidity.

7. Benefits which Shareholders will receive from the Capital Increase/share Allotment:

7.1 Dividend policy The company has a policy to pay dividends at a rate of not less than 40% of net profit after deducting all types of reserves as specified in the company regulations and laws.

By considering from the separate financial statements If there is no other necessity and the dividend payment has no significant impact on the normal operation of the company

7.2 Shareholders who have been allocated the stock dividend will have the same rights as the shareholders of the company. Such as having the right to receive dividends Right to attend the shareholders' meeting And voting in the meeting etc.

8. Other necessary details for shareholders to approve the capital increase/share allotment  
-None –

9. Schedule of action of the Board of Directors passed a resolution approving the capital increase or allotment of newly-issued shares:

| No | Procedures of the Capital Increase                                                                                      | Date/Month/Year                                                                        |
|----|-------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|
| 1  | The Board of Directors' Meeting No. 4/2020                                                                              | 14 May 2020                                                                            |
| 2  | Record Date for the right to attend AGM 2020                                                                            | 29 May 2020                                                                            |
| 3  | The AGM 2020                                                                                                            | 2 July 2020                                                                            |
| 4  | Proceed with the registration of the capital increase with the Department of Business Development, Ministry of Commerce | Within 14 days from the date on which approval is granted by the Shareholders' Meeting |
| 6  | Record date                                                                                                             | 14 July 2020                                                                           |
| 7  | Dividend payment schedule                                                                                               | 23 July 2020                                                                           |

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

(Mr. Ek Suwatthanaphim)  
Chief Executive Officer

## Auditor's Profile who has been nominated for appointment as the auditor

|                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Miss Dussanee Yimsuwan                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                |
| Age                                                                                                                                                                                                                 | 39 years                                                                                                                                                                                                                                                                                       |
| Certificate Public Accountant No.                                                                                                                                                                                   | 10235                                                                                                                                                                                                                                                                                          |
| Auditor of                                                                                                                                                                                                          | KPMG Phoomchai Audit Ltd.                                                                                                                                                                                                                                                                      |
| Education                                                                                                                                                                                                           | - Bachelor Degree in Accounting, Chulalongkorn University                                                                                                                                                                                                                                      |
| Position                                                                                                                                                                                                            | Director, Audit                                                                                                                                                                                                                                                                                |
| Experiences                                                                                                                                                                                                         | <ul style="list-style-type: none"> <li>- Experienced in auditing for several kinds of industries i.e. Energy and Natural Resources, Petrochemicals, Manufacturing and Trading industries both with domestic and international clients</li> <li>- Professional experience since 2003</li> </ul> |
| Have any relationship or any interest with the Company, the Company's subsidiaries, the executives, the major shareholders or any person related thereto in a way that may impact or conflict with the performance? | None                                                                                                                                                                                                                                                                                           |
| Contact information                                                                                                                                                                                                 | KPMG Phoomchai Audit Ltd.<br>50 <sup>th</sup> Floor, Empire Tower,<br>1 South Sathorn Road<br>Bangkok 10120, Thailand<br>Tel. + 66 2677 2000<br>Fax + 66 2677 2222<br>Website kpmg.com/th                                                                                                      |

|                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2. Mr. Natthaphong Tantichattanon                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                |
| Age                                                                                                                                                                                                                 | 40 years                                                                                                                                                                                                                                                                                       |
| Certificate Public Accountant No.                                                                                                                                                                                   | 8829                                                                                                                                                                                                                                                                                           |
| Auditor of                                                                                                                                                                                                          | KPMG Phoomchai Audit Ltd.                                                                                                                                                                                                                                                                      |
| Education                                                                                                                                                                                                           | <ul style="list-style-type: none"> <li>- Bachelor's Degree in Business Administration, Thammasat University</li> <li>- Master's Degree in Executive Business Administration, Graduate Institute of Business Administration of Chulalongkorn University</li> </ul>                              |
| Position                                                                                                                                                                                                            | Partner, Audit                                                                                                                                                                                                                                                                                 |
| Experiences                                                                                                                                                                                                         | <ul style="list-style-type: none"> <li>- Experienced in auditing for several kinds of industries i.e. Energy and Natural Resources, Petrochemicals, Manufacturing and Trading industries both with domestic and international clients</li> <li>- Professional experience since 2003</li> </ul> |
| Have any relationship or any interest with the Company, the Company's subsidiaries, the executives, the major shareholders or any person related thereto in a way that may impact or conflict with the performance? | None                                                                                                                                                                                                                                                                                           |
| Contact information                                                                                                                                                                                                 | <p>KPMG Phoomchai Audit Ltd.</p> <p>50<sup>th</sup> Floor, Empire Tower,</p> <p>1 South Sathorn Road</p> <p>Bangkok 10120, Thailand</p> <p>Tel. + 66 2677 2000</p> <p>Fax + 66 2677 2222</p> <p>Website kpmg.com/th</p>                                                                        |
|                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                |

| 3. Miss Pophit Prompol                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Age                                                                                                                                                                                                                 | 38 years                                                                                                                                                                                                                                                                                       |
| Certificate Public Accountant No.                                                                                                                                                                                   | 10042                                                                                                                                                                                                                                                                                          |
| Auditor of                                                                                                                                                                                                          | KPMG Phoomchai Audit Ltd.                                                                                                                                                                                                                                                                      |
| Education                                                                                                                                                                                                           | - Bachelor Degree in Accounting, Chulalongkorn University                                                                                                                                                                                                                                      |
| Position                                                                                                                                                                                                            | Director, Audit                                                                                                                                                                                                                                                                                |
| Experiences                                                                                                                                                                                                         | <ul style="list-style-type: none"> <li>- Experienced in auditing for several kinds of industries i.e. Energy and Natural Resources, Petrochemicals, Manufacturing and Trading industries both with domestic and international clients</li> <li>- Professional experience since 2004</li> </ul> |
| Have any relationship or any interest with the Company, the Company's subsidiaries, the executives, the major shareholders or any person related thereto in a way that may impact or conflict with the performance? | None                                                                                                                                                                                                                                                                                           |
| Contact information                                                                                                                                                                                                 | KPMG Phoomchai Audit Ltd.<br>50 <sup>th</sup> Floor, Empire Tower,<br>1 South Sathorn Road<br>Bangkok 10120, Thailand<br>Tel. + 66 2677 2000<br>Fax + 66 2677 2222<br>Website kpmg.com/th                                                                                                      |

## Details of the Retired Directors being proposed for Re-election

### 1. Mr. Ek Suwatthanaphim (43 Years)

|                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |        |         |
|-------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|---------|
| Position                                              | Director, Chairman of Executive Committee, Member of Nomination & Remuneration Committee, Member of Corporate Governance Committee and Chief Executive Officer                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |        |         |
| Starting Date of Directorship                         | 9 June 2016                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Tenure | 3 years |
| % Shareholding                                        | 25.45                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |        |         |
| Highest Education                                     | Master degree of Science in Management, University of Surrey (UK)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |        |         |
| Governance Training of IOD                            | <ul style="list-style-type: none"> <li>• Director Certification Program (DCP) 61/2005</li> <li>• Advanced Audit Committee (AACP) 23/2016</li> <li>• Ethical Leadership Program (ELP) 4/2016</li> <li>• Board Nomination &amp; Compensation Program (BNCP) 1/2017</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                             |        |         |
| Working Experiences                                   | <ul style="list-style-type: none"> <li>• Listed Company               <ul style="list-style-type: none"> <li>2012 – Present Chief Executive Officer, Director, Chairman of Executive Committee, Member of Nomination &amp; Remuneration Committee, Member of Corporate Governance &amp; Sustainable Development Committee, Selic Corp Public Company Limited</li> </ul> </li> <li>• Non-listed Company               <ul style="list-style-type: none"> <li>2007 - 2012 Managing Director, Selic Chemical Co., Ltd.</li> <li>2002 - 2007 Managing Director, EVA Manufacturing Co., Ltd.</li> <li>1999 - 2000 Project Co-ordinator, SCIC Co., Ltd</li> </ul> </li> </ul> |        |         |
| Other Company that Compete with/relate to the Company | - None -                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |        |         |
| Attend of Meeting in 2019                             | <ul style="list-style-type: none"> <li>■ The Board of Directors' Meeting 6 / 6 times</li> <li>■ Annual General Shareholders' Meeting 1 / 1 time</li> <li>■ The Corporate Governance Committee 2 / 2 times</li> <li>■ The Nomination &amp; Remuneration Committee 2 / 2 times</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                 |        |         |
| Illegal Record in Past 10 years                       | - None -                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |        |         |
| Type of the Directors to be Appointed                 | Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |        |         |
| Relationship with Management                          | Son of Mr. Narong Suwatthanaphim, a director and a major shareholder of the company and the older brother of Mr. Kiattisak Suwatthanaphim, Chief Operating Officer                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |        |         |

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### 2. Mr. Pornpat Kijareon (43 Years)

|                               |                                                                                                                                           |        |         |
|-------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------|--------|---------|
| Position                      | Independent Director, Member of Audit Committee, Member of Nomination & Remuneration Committee, and Chairman of Risk Management Committee |        |         |
| Starting Date of Directorship | 9 June 2016                                                                                                                               | Tenure | 3 years |
| % Shareholding                | 0.17                                                                                                                                      |        |         |
| Highest Education             | Bachelor Degree Business and Management, Royal Holloway, University of London                                                             |        |         |

International Foundation Course, Queen Mary and Westfield College, University Of London

**Governance Training of IOD**

- Director Accreditation Program (DAP) 118/2015
- Advanced Audit Committee (AAP) 23/2016
- Board Nomination & Compensation Program (BNCP) 1/2017

**Working Experiences**

- **Listed Company**  
2016 - Present    Independent Director, Member of Audit Committee, Member of Nomination & Remuneration Committee, and Chairman of Risk Management Committee, Selic Corp PCL.
- **Non-listed Company**  
2008 – 2015    Director, Baan Sri Satian Co., Ltd.

**Other Company that Compete with/relate to the Company**    - None -

**Attend of Meeting in 2019**

- The Board of Directors' Meeting 6 / 6 times
- Annual General Shareholders' Meeting 1 / 1 time
- The Audit Governance Committee 5 / 5 times
- The Risk Management Committee 6 / 6 times
- The Nomination & Remuneration Committee 2 / 2 times
- Independent Director's Meeting 1 / 1 times

**Illegal Record in Past 10 years**    - None -

**Type of the Directors to be Appointed**    Independent Director

**Relationship with Management**    - None -

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### 3. Mrs. Angeli Suwatthanaphim (42 Years)

**Position**    Director , Member of Risk Management Committee

**Starting Date of Directorship** 1 September 2018    **Tenure** 3 years

**% Shareholding** 0.38

**Highest Education**    Master Degree, City University Business School, London, UK  
M.Sc. Insurance and Risk Management

**Governance Training of IOD** Director Certification Program (DCP) 163/2012

**Working Experiences**

- **Listed Company**  
2018 – Present    Director , Member of Risk Management Committee, Selic Corp PCL.  
2005 – 2019    Senior Analyst, Banpu PCL.  
2004 - 2005    Analyst, Amarin Plaza Public Co., Ltd.
- **Non-listed Company**  
2001 – 2004    Account Executive, Aon (Thailand) Ltd

**Other Company that Compete with/relate to the Company**    - None -

**Attend of Meeting in 2019**    ■ The Board of Directors' Meeting 6 / 6 times

- Annual General Shareholders' Meeting 1 / 1 time
- The Risk Management Committee 6 / 6 times

|                                       |                                                                       |
|---------------------------------------|-----------------------------------------------------------------------|
| Illegal Record in Past 10 years       | - None -                                                              |
| Type of the Directors to be Appointed | Director                                                              |
| Relationship with Management          | Spouse of Mr. Ek Suwatthanaphim, Director and Chief Executive Officer |

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(ปิดอากรแสตมป์ 20 บาท)  
(Duty Stamp 20 Baht)

## หนังสือมอบฉันทะ (แบบ ข.)

## Proxy (Form B)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholders' Registration No.

เขียนที่ \_\_\_\_\_  
Issued at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We \_\_\_\_\_  
nationality  
อยู่บ้านเลขที่ \_\_\_\_\_  
Address

(2) เป็นผู้ถือหุ้นของ บริษัท ซีลิก คอร์ป จำกัด (มหาชน) (บริษัทฯ)  
being a shareholder of Selic Corp Public Company Limited (The Company)

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
holding the total amount of \_\_\_\_\_ shares and have the rights to \_\_\_\_\_ vote equal to votes as follows:  
☐ หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes  
☐ หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ/กรรมการตรวจสอบของบริษัทฯ ก็ได้ โปรดใช้ข้อมูลตามหมายเหตุข้อ 6)  
Hereby appoint (The shareholder may appoint the Independent Director/Audit Committee of the Company to be the proxy, please refer to details in Remark No.6)

☐ 1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

หรือ or

☐ 2. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ในวันพฤหัสบดีที่ 2 กรกฎาคม 2563 เวลา 14.00 น. ณ ห้องประชุม บริษัท พีเอ็มซี เลเบล แมททีเรียลส์ จำกัด เลขที่ 30/28 หมู่ที่ 2 ต.โคกขาม อ.เมือง จ.สมุทรสาคร 74000 หรือที่แจ้งล่วงหน้าในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the Annual General Shareholders Meeting 2020 (the Meeting) on Thursday 2 July 2020 at 14.00 hours at the main meeting room of PMC Label Materials Co.,Ltd, No.30/28 Moo 2 T.Khokkham A.Muang, Samutsakorn, 74000 or such other date, time and place as the Meeting may be adjourned.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

วาระที่ 1 รับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2562 ซึ่งประชุมเมื่อวันที่ 4 เมษายน 2562

Agenda 1 To Consider and Certify the Minutes of the Annual General Shareholders' Meeting 2019, held on 4 April 2019

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 2 รับทราบผลการดำเนินงานในรอบปี 2562 และแผนการดำเนินงานปี 2563

Agenda 2 Acknowledging the operational results for the year 2019 and the plan for the year 2020

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนสำหรับรอบระยะเวลาบัญชี ประจำปี 2562 สิ้นสุด ณ วันที่ 31 ธันวาคม 2562 และรายงานของผู้สอบบัญชี

Agenda 3 To consider and approve the statements of financial position and income statements for the fiscal year 2019 ending on December 31, 2019 and the auditor's report

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 4 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและการกำหนดค่าสอบบัญชี ประจำปี 2563

Agenda 4 To Consider and Approve the Appointment and Remuneration of External Auditors Year 2020

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 5  
Agenda 5

พิจารณาอนุมัติแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ ประจำปี 2563

To Consider and Approve the Appointment of Directors to Replace those who will Retire by Rotation in 2020

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วยกับการแต่งตั้งกรรมการทั้งชุด  
Approve the appointment of all directors
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- ☐ เห็นด้วยกับการแต่งตั้งกรรมการเป็นรายบุคคล  
Approve the appointment of certain directors as follows:
- 1 นายเอก สุวตณพิมพ์  
Mr. Ek Suwatthanaphim
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- 2 นายพรพัฒน์ กิจเจริญ  
Mr. Pornpat Kijareon
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- 3 นางอังคณา สุวตณพิมพ์  
Mrs. Angeli Suwatthanaphim
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 6  
Agenda 6

พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการ ประจำปี 2563

To Consider and Approve the Remuneration of the Board of Directors for Year 2020

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 7  
Agenda 7

พิจารณาอนุมัติการจัดสรรเงินกำไรจากกำไรสะสมของบริษัท ประจำปี 2562 เพื่อจ่ายหุ้นปันผล

To consider and approve the allocation of profit from the retained earnings of the Company for the year 2019 to pay stock dividends

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 8

Agenda 8

พิจารณาอนุมัติการลดทุนจดทะเบียนของบริษัท

To consider and approve the decrease of the Company's registered capital

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 9

Agenda 9

พิจารณาอนุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 4 ให้สอดคล้องกับการลดทุนจดทะเบียน

To consider and approve the amendment of Clause 4 of the Memorandum of Association in accordance with the decrease of the registered capital

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 10

Agenda 10

พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนโดยการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทแบบมอบอำนาจทั่วไป (General Mandate)

To consider and approve the increase of the registered capital by allocating the newly issued ordinary shares of the Company in the form of general mandate

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 11

Agenda 11

พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัท

To consider and approve the increase of the Company's registered capital

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 12

Agenda 12

พิจารณาอนุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 4 ให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

To consider and approve the amendment of Clause 4 of the Memorandum of Association in accordance with the increase of the registered capital

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 13

พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการจ่ายหุ้นปันผล

Agenda 13

To consider and approve the allocation of newly issued ordinary shares to support the stock dividend payment

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 14

พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 14

Other Matters (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

- (5) คำแถลงหรือเอกสารหลักฐานอื่น ๆ (ถ้ามี) ของผู้รับมอบฉันทะ \_\_\_\_\_  
Other statements or evidences (if any) of the proxy
- (6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
If voting in any agenda of my/our proxy hasn't followed this proxy, it shall be deemed such voting is incorrect and isn't my/our voting.
- (7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
In case I/we have not specified my/our voting intention in any item or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ  
Any acts performed by the proxy in this Meeting except my/our proxy hasn't voted as I/we specified shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

#### หมายเหตุ / Remark

- ผู้ถือหุ้นที่มอบฉันทะจะต้องให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies for splitting votes.
- ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ได้ เว้นแต่กรณีที่ผู้รับมอบฉันทะตามแบบ ค.  
The shareholder may grant the power to the proxy for all of the shares specified in Clause (2) and may not grant only a portion of the shares less than those specified in Clause (2) to the proxy except the proxy as form C.
- ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ

In this regard, if the content is too long, it can be specified in the attached supplemental proxy form.

4. กรณีหากมีข้อกำหนดหรือข้อบังคับใดกำหนดให้ผู้รับมอบฉันทะต้องแถลงหรือแสดงเอกสารหลักฐานอื่นใด เช่น กรณีผู้รับมอบฉันทะเป็นผู้มีส่วนได้เสียในกิจการเรื่องใดที่ได้เข้าร่วมประชุมและออกเสียงลงคะแนน ก็สามารถแถลงหรือแสดงเอกสารหลักฐานโดยระบุไว้ในข้อ (5)

If there is any rule or regulation requiring the proxy to make any statement or provide any evidence, such as the case that the proxy has interest in any matter which he/she attends and votes at the Meeting, he/she may mark the statement or provide evidence by specifying in Clause (5).

5. ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ/กรรมการตรวจสอบของบริษัท ได้แก่ หม่อมหลวงธีรเชษฐ์ โสณกุล เป็นผู้รับมอบฉันทะแทนผู้ถือหุ้น (รายละเอียดประวัติกรรมการปรากฏตามเอกสารแนบ 7)

The shareholder may appoint Independent Director/Audit Committee of the Company, M.L.Thirachet Sonakul. to be the proxy as follows: (details of directors as shown in *the Attachment 7*)

**ใบประจำต่อแบบหนังสือมอบฉันทะ**  
**Supplemental Proxy Form**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ **บริษัท ซีลิก คอร์ป จำกัด (มหาชน)**

The proxy is granted by a shareholder of **Selic Corp Public Company Limited.**

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ในวันพฤหัสบดีที่ 2 กรกฎาคม 2563 เวลา 14.00 น. ณ ห้องประชุม บริษัท พีเอ็มซี เลเบล แมททีเรียลส์ จำกัด เลขที่ 30/28 หมู่ที่ 2 ต.โคกขาม อ.เมือง จ.สมุทรสาคร 74000 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Annual General Shareholders' Meeting 2020 shall be held on Thursday 2 July 2020 at 14.00 hours at the main meeting room of PMC Label Materials Co.,Ltd, No.30/28 Moo 2 T.Khokkham A.Muang, Samutsakorn, 74000 or such other date, time and place as the meeting may be adjourned.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                              |                                                    |                                                |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                              |                                                    |                                                |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re :

- ☐ ชื่อกรรมการ \_\_\_\_\_  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain
- ☐ ชื่อกรรมการ \_\_\_\_\_  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain
- ☐ ชื่อกรรมการ \_\_\_\_\_  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ  
I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงชื่อ/ Signed \_\_\_\_\_ ผู้มอบฉันทะ/ Grantor  
( )

วันที่/ Date \_\_\_\_\_

ลงชื่อ/ Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/ Proxy  
( )

วันที่/ Date \_\_\_\_\_

Definition of Independent Director

Independent Director is qualified individual and possesses an independency according to the Company's Corporate Governance Policy established by the Board, and the criteria established by the Stock Exchange of Thailand, which have been defined equally restrictively to the criteria established by the Stock Exchange of Thailand. An Independent Director must:

1. holding shares not exceeding 1 percent of the total number of voting rights of the Company, its parent company, subsidiary, affiliate, or controlling person; including the shares held by related persons of the independent director.
2. neither be nor having been an director (having management role), employee, officer, advisor (obtaining a regular salary), or controlling person of the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling person; unless the relationship as mentioned have ended not less than 2 years prior to the date of appointment.
3. not be a person related by blood or registration under laws of executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the Company or its subsidiary.
4. neither be nor having been business relationship with the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling person in any manner that may interfere with his/her independent judgment; and not be nor have been a substantial shareholder or controlling person in its parent company, subsidiaries, affiliates, major shareholder, or controlling persons; unless the relationship as mentioned have ended not less than 2 years prior to the date of appointment.
5. neither be nor having been an auditor of the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling persons which may have any conflict of interest; and not having been a substantial shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling person of the Company; unless the relationship as mentioned have ended not less than 2 years prior to the date of appointment.
6. neither be nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding 2 million Baht from the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling persons; and not having been a substantial shareholder, controlling person, or partner of the professional advisor; unless the relationship as mentioned have ended not less than 2 years prior to the date of appointment.
7. not be nor have been an appointed director as representative of the Company's director, major shareholder, or any shareholder who are related to the Company's major shareholder.
8. not conduct any business as same nature nor be significant competition to the Company's or its subsidiaries; nor being substantial partner, director (having management role), employee, officer, advisor (obtaining a

regular salary), or shareholder with more than 1 percent shareholding of the voting shares in any company conducting same business or be significant competition to the Company's or its subsidiaries.

9. not have any other manners, which may render him/her incapable of expressing independent opinions with regard to the Company's business.

The Company may appoint a person who has a business relation or provides a professional service described in item No. 4 or 6 above if the Board carefully considers the business relationship of service provided and concludes that the appointment will not interfere with the exercise of independent judgment in the independent director's responsibilities. Thus, the Company must disclose the following information in the items regarding the appointment of independent directors on the agenda of the shareholders' meeting:

- a) The nature of the business relationship or professional service that excludes the nominated independent director from the standard requirements;
- b) The reason or need to retain or appoint this person as an independent director;
- c) The Board's opinion on proposing the appointment of this person as an independent director.

| The Information of Independent Director to present as proxy                                                                                                          |                                                                                                                                                                                                       |          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| 1. M.L. Thirachet Sonakul                                                                                                                                            |                                                                                                                                                                                                       |          |
| Address                                                                                                                                                              | No. 5/10 Soi Phahonyothin 19, Chatuchak, Bangkok 10900                                                                                                                                                |          |
| Position                                                                                                                                                             | Independent Director, Member of Audit Committee, and Chairman of Nomination & Remuneration Committee                                                                                                  |          |
| Director Training                                                                                                                                                    | •Directors Accreditation Program (DAP) 118/2015<br><br>• Advanced Audit Committee (AACP) 23/2016<br><br>• Board Nomination & Compensation Program (BNCP) 1/2017                                       |          |
| Education                                                                                                                                                            | • Bachelor degree,BA Marketing, Richmond University                                                                                                                                                   |          |
| Working Experiences within 5 years                                                                                                                                   | 2015 - Present Independent Director, Member of Audit Committee, and Chairman of Nomination & Remuneration Committee, Selic Corp PCL.<br><br>2012 - Present Managing Director, Big Jet Travel Co.,Ltd. |          |
| Illegal Record in past 10 years                                                                                                                                      |                                                                                                                                                                                                       | - None - |
| Relationship with Management                                                                                                                                         |                                                                                                                                                                                                       | - None - |
| Conflict of Interest                                                                                                                                                 |                                                                                                                                                                                                       | - None - |
| Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years |                                                                                                                                                                                                       |          |
| Being a director that take part in managing day-to-day operation, employee, or Advisor who receive a regular salary                                                  |                                                                                                                                                                                                       | - None - |
| Being a professional service provider (i.e. auditor, lawyer)                                                                                                         |                                                                                                                                                                                                       | - None - |
| Having the significant business relations that may affect the ability to perform independently                                                                       |                                                                                                                                                                                                       | - None - |

The Company's Article of Association Concerning the Shareholders' Meeting

Article 36 The Board of Directors shall call a Shareholders' Meeting which is Annual General Shareholders' Meeting within 4 (four) months from the end of the Company's fiscal year.

Shareholders' Meetings other than the one referred to in the first paragraph shall be called Extraordinary General Shareholders' Meeting. The Board of Directors shall call an Extraordinary General Shareholders' Meeting at any time it deems appropriate.

Shareholders holding shares of no less than one-fifth ( $1/5$ ) of the total amount of shares sold or no less than twenty five (25) shareholders holding shares no less than one-tenth ( $1/10$ ) of the total amount of shares sold, have the right to collectively send a letter asking the Board of Directors to convene an Extraordinary General Shareholders' Meeting at any time, provided that the letter shall state the clear reason for convening such a meeting. In this case, the Board of Directors must arrange for Shareholders' Meeting to be held within one (1) month from the date of receipt of the letter from the aforementioned Shareholders.

Article 37 In regard to calling the Shareholders' Meeting, the Board of Directors shall prepare a notice containing information regarding the venue, date, time, agenda, and matters to be presented to the meeting together with adequate details. The matters to be presented at the Shareholders' Meeting must be clearly identified, whether they are presented for the purpose of acknowledgement, or for approval, or for consideration, as the case may be. The meeting notice shall include the comments of the Board of Directors on such matters. The meeting notice shall be sent to the Shareholders and the registrar at least seven (7) days prior to the meeting date. In addition, the notice of a Shareholders' Meeting shall be published in a newspaper no less than three (3) consecutive days and the publication shall be made no less than three (3) days prior to the meeting date.

The venue for convening the Shareholders' Meeting may be located in the province in which the head office is located or other places as prescribed by the Board of Directors.

Article 38 At any Shareholders' Meeting, a quorum shall consist of the presence of the Shareholders or representatives of Shareholders (if any) at least twenty five (25) persons or at least half of the total number of Shareholders and holding shares in a total amount of at least one-third ( $1/3$ ) of the total number of the shares sold.

At any Shareholders' Meeting, if the quorum is not constituted by one (1) hour after the time for which the meeting is scheduled under paragraph one and such Shareholders' Meeting is called at the request of the Shareholders, such Shareholders' Meeting shall be adjourned. If the Shareholders' Meeting is not called at the request of the Shareholders, the Shareholders' Meeting shall be

adjourned and rearrangement. In this regard, a notice shall be sent to the Shareholders at least seven (7) days prior to the meeting date. A quorum for this rescheduled Shareholders' Meeting is not required.

Article 39 Chairman of the Board of Directors shall be Chairman of the Shareholders' Meeting. In case that Chairman of the Board of Directors is not present or is unable to perform his/her duty, Vice Chairman shall act as Chairman of the Shareholders' Meeting. If Vice Chairman is not present or is unable to perform his/her duty, a Shareholder shall be elected to be Chairman of the Shareholders' Meeting.

Article 40 Regarding to the voting at the Shareholders' Meeting, each Shareholder shall have one vote for each share he/she holds. If any Shareholder has any specific interest in any matter, such Shareholder shall be prohibited from casting his/her vote on that matter except in the voting for the election of directors. The resolution of the Shareholders' Meeting shall be made as follows:

(1) In normal cases, a majority of the Shareholders who are present and casting their votes shall prevail. In the event of a tied vote, the Chairman shall have a deciding vote.

(2) Each of the following matters requires at least three-fourths (3/4) of total votes of the Shareholders who are present and entitled to vote:

- A.The sale or transfer of all or an essential part of the Company's business to other persons;
- B.The purchase or acceptance of the transfer of the business of other private or public companies by the Company;
- C.The execution, amendment, or termination of all or an essential part of the agreement related to the lease of business of the Company, the assignment of other person(s) to manage the Company's business, or the merging of the Company's business with other persons for the purpose of benefit sharing;
- D.Amendment of the Company's Memorandum or Articles of Association;
- E.Increase or decrease of the registered capital of the Company;
- F.Dissolution of the Company;
- G.Issuance of debentures of the Company;
- H.Merger of the Company with another company;

Article 42 The following matters are to be transacted at the Annual General Shareholders' Meeting:

- (1) To consider the report of the Board of Directors relating to the Company's performance in the previous year;
- (2) To consider and approve the financial statement for the previous fiscal year;
- (3) To consider the arrangement of profits and the distribution of dividends;
- (4) To consider the election of Directors to replace those retiring by rotation and determine the remuneration of the Directors;
- (5) To appoint the Auditor and to determine the remuneration of the Auditor; and
- (6) To consider any other matters (if any).

**Clarifications Concerning Documents and Evidence Identifying Shareholders and Proxies**

**Eligible to Register, Attend, and Vote at the Meeting**

The Company shall convene the Annual General Shareholders' Meeting 2020 on 2<sup>nd</sup> of July 2020 at 14.00 hrs at the main meeting room of PMC Label Materials Co.,Ltd, No.30/28 Moo 2 T.Khokkham A.Muang, Samutsakorn, 74000. In this connection, the Company shall proceed with Barcode system for transparency, fairness, and benefits to shareholders. The Company considers appropriate to impose procedures on review of evidence documents identifying shareholders or proxies as follows:

**1. Proxy Form**

The Company has prepared proxy forms for shareholders who cannot attend the Meeting. Shareholders can proxy to any other person or the Company's independent director.

1.1 The Company attaches a Proxy Form B to this Notice, which prescribes certain particulars.

1.2 In case that shareholders would like to apply a Proxy Form A, a simple proxy form, or Proxy Form C for foreign investors appointing custodians as depositary; it can be downloaded from the Company Website . <http://www.seliccorp.com/investor-stock-news.php> In all cases, please produce the Registration Form or Proxy Form B, on which a Barcode is affixed, on the date of Meeting.

Shareholders may apply either Form A or B while foreign investors appointing custodians as depositary in Thailand can select Form A, B, or C.

**2. Documents to be produced prior to the Meeting**

**Person**

1) In case shareholder attend the Meeting by his/herself, please show valid government issued document e.g. ID Card or Driving License, also supported documents in case of name-surname changed thereto; please produce the Registration Form as well.

2) Proxy:

- Any Proxy Form duly filled in and signed by shareholder and proxy;
- Copy of valid government issued document duly certified by shareholder and proxy;
- Copy of valid government issued document duly certified by proxy at point of registration.

In case that shareholder would like to apply Proxy Form A, please also produce the Registration Form or Proxy Form B, on which a Barcode is affixed, on the date of Meeting.

**Juristic Entity**

1) Personal attendance by authorized director(s):

- Any Proxy Form duly filled in and signed by shareholder and proxy;
- Copy of valid company certificate not exceeding 3 months duly certified by authorized director(s) containing particulars that director(s) attending the Meeting is(are) duly authorized;

- Copy(ies) of valid government issued document duly certified by such director(s).

In case that shareholder would like to apply Proxy Form A, please also produce the Registration Form or Proxy Form B, on which a Barcode is affixed, on the date of Meeting.

2) Proxy:

- Any Proxy Form duly filled in and signed by authorized director(s) of shareholder and proxy;
- Copy of valid company certificate not exceeding 3 months duly certified by authorized director(s) containing particulars that director(s) affixing signature(s) on the Proxy Form is(are) duly authorized;
- Copy(ies) of valid government issued document to director(s) who is(are) director(s) duly certified by him/her/them;
- Copies of valid government issued document to proxy duly certified together with originals thereof at point of registration.

In case that shareholder would like to apply Proxy Form A, please also produce the Registration Form or Proxy Form B, on which a Barcode is affixed, on the date of Meeting.

3) Appointed custodian as depositary by foreign investors:

- 3.1) documents as under juristic entity 1 and 2 shall be prepared;
- 3.2) in the case that custodian has been authorized to sign on proxy, the following documents shall be produced:
  - A power of attorney appointing such custodian to sign on proxy;
  - A confirmation letter that signatory has been licensed to engage in custodian business.

In the case that shareholder would like to apply Proxy Form A or C, please also produce the Registration Form or Proxy Form B, which a Barcode has been affixed, on the date of the Meeting. If an original document is not made in English, please attach the translation duly certified by director(s) of such juristic entity.

### 3. Registration

The Company shall proceed with registration not less than two hours prior to the Meeting or from 12.00 hrs, on 2<sup>nd</sup> of July 2020 at the venue with a map attached to the Notice.

### 4. Casting Votes Criteria

#### General Agenda

- 1) A vote in each agenda shall be one share per one vote. Shareholders shall only vote for approve, disapprove, or abstain while splitting of votes is not allowed.
- 2) Proxy:
  - 2.1) Proxy shall cast a vote only as specified in the Proxy; non-compliance shall not constitute a valid vote by shareholders.
  - 2.2) In the case that no instruction has been specified, or instruction is not clear on the Proxy in each agenda, or the Meeting considers or votes on any issue other than those specified on the Proxy, or

there would be any amendment to or change in facts, then proxy shall have discretion to consider and vote as appropriate.

#### **Director Agenda**

Shareholders shall elect directors in accordance with the rules and procedures as follows:

- 1) Every shareholder shall have one vote for each share he is holding;
- 2) Each shareholder may exercise all the votes he has under item 1) above to elect one or several director(s). In the case of electing several directors, he may not allot his votes to each unequally.
- 3) The persons receiving the highest votes in respective order shall be elected as directors at the number equal to the number of directors required at that time. In the case of an equality of votes among the persons elected in order of respective high numbers of votes, which number exceeds the required number of directors of the Company at that time, Chairman of the Meeting shall be entitled to a second or casting vote.

#### **5. Procedures on Casting Votes**

Chairman of the Meeting or assigned officer shall explain casting vote, one share per one vote under the following procedures:

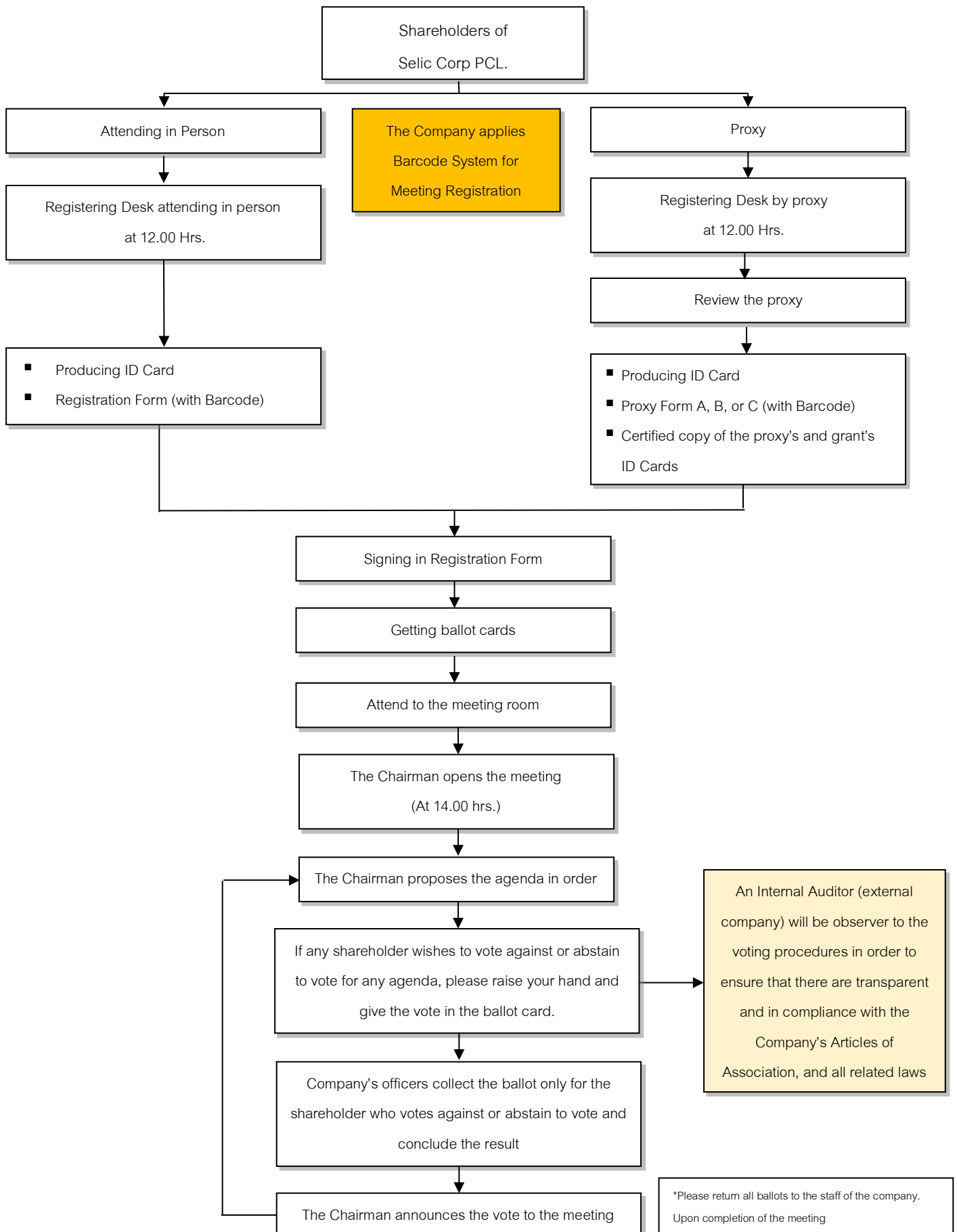
- 1) Chairman of the Meeting shall ask the Meeting to cast vote on each agenda as to approve, disapprove, or abstain. A vote shall be cast by shareholder or proxy on one opinion only.
- 2) Votes shall be counted only by shareholders who disapprove or abstain from votes as specified in the ballots distributed by the Company at time of registration so that such ballots shall be summed up and deducted from all votes by shareholders attending the Meeting, and that the remainder counted as agreement on such agenda.

#### **6. Counting and Announcing the Votes**

Assigned officers shall count and sum up votes on each agenda based on a Barcode duly affixed on the ballots received and marked with disagreement or abstention, as the case may be, then deduct same from all votes by shareholders attending the Meeting. Results shall be announced for each agenda.

## Procedures for attending of the Annual General Meeting of Shareholders 2020

Selic Corp Public Company Limited

On 2<sup>nd</sup> of July 2020

Procedures for sending any query in advance

The Company has considered appropriate that any query or comment in relation to the shareholders' meeting can be sent to the Board of Directors in advance via the following channels:

1. Shareholder(s) who would like to raise any query or comment should provide his/her information as follows:
  - Name, address, telephone, and facsimile or e-mail which the Company can contact;
  - Query or comment to be proposed with documents or accompanying information (if any).
2. Channels:
  - Facsimile No. (66) 2445 5245
  - E-mail: [InvestorRelation@seliccorp.com](mailto:InvestorRelation@seliccorp.com)
  - Website: <http://www.seliccorp.com/investor-stock-news.php>
3. Period to send query:
  - The Company requests that any query and/comment may be sent now until 27<sup>th</sup> June 2020.
4. Company Secretary shall gather all query/comment and propose to Chairman, Managing Director/Chief Executive Officer, and related Executives in order to answer the query/comment to shareholders.

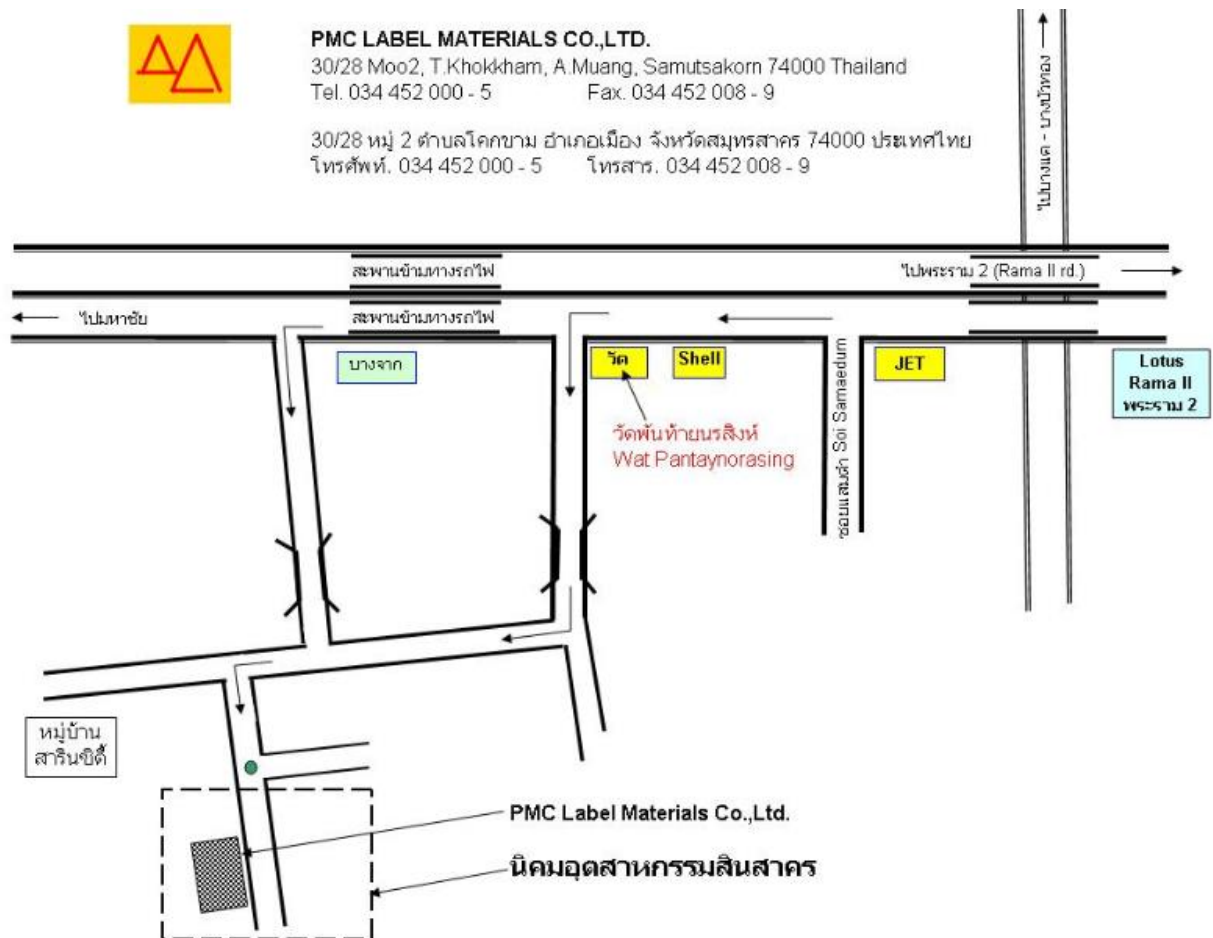
### Map to PMC Label Materials Co.,Ltd.



#### PMC LABEL MATERIALS CO.,LTD.

30/28 Moo2, T.Khokkham, A.Muang, Samutsakorn 74000 Thailand  
Tel. 034 452 000 - 5 Fax. 034 452 008 - 9

30/28 หมู่ 2 ตำบลโคกขาม อำเภอเมือง จังหวัดสมุทรสาคร 74000 ประเทศไทย  
โทรศัพท์. 034 452 000 - 5 โทรสาร. 034 452 008 - 9



At the main meeting room of PMC Label Materials Co.,Ltd,  
No.30/28 Moo 2 T.Khokkham A.Muang, Samutsakorn, 74000  
Tel. +66 34 452 000 Fax. +66 34 452 009



**Selic Corp Public Company Limited**

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