

- TRANSLATION -

Registered No. 0107543000031

RATCH 148/2021

5 April 2021

Subject: Resolutions of the 2021 Shareholders' Annual General Meeting

Attention: President of the Stock Exchange of Thailand

RATCH Group Public Company Limited (the "Company") hereby announces the resolutions passed by the 2021 Shareholders' Annual General Meeting (the "Meeting") held on 5 April 2021 at 2.00 p.m. at World Ballroom, Level 23, the Centara Grand & Bangkok Convention Centre at Central World Hotel, No. 999/99 Rama 1 Road, Phatumwan District, Bangkok as follows:

Agenda 1 **To consider and approve the Minutes of the 2020 Shareholders' Annual General Meeting held on 10 July 2020**

RESOLUTION: The Meeting resolved the approval of the Minutes of the 2020 Shareholders' Annual General Meeting held on 10 July 2020 with a simple majority of votes of the shareholders present and voting at the meeting as follows:

Agreed by	1,036,137,299	votes	equivalent to	100.0000	per cent
Disagreed by	0	votes	equivalent to	0.0000	per cent
Abstained by	271,500	votes	not constituted as vote		
Voided Ballot	77,600	votes	not constituted as vote		
Total	1,036,137,299	votes	equivalent to	100.0000	per cent

Agenda 2 **To acknowledge the Board of Directors' annual report on the Company's performances in the previous year and other activities to be performed in the future**

RESOLUTION: The Meeting resolved the acknowledgement of the Board of Directors' annual report on the Company's performances in previous year and other activities to be performed in the future without casting votes for the resolution.

Agenda 3 **To consider and approve the statements of financial position and the statements of income for the fiscal period ended 31 December 2020**

RESOLUTION: The Meeting resolved the approval of the statements of financial position and the statements of income for the fiscal period ended 31 December 2020, which was audited by the Company's auditor and endorsed by the Company's Audit Committee and Board of Directors, with a simple majority of votes of the shareholders present and voting at the meeting as follows:

Agreed by	1,036,396,927	votes	equivalent to	99.9727	per cent
Disagreed by	283,400	votes	equivalent to	0.0273	per cent
Abstained by	6,900	votes	not constituted as vote		
Voided Ballot	73,600	votes	not constituted as vote		
Total	1,036,680,327	votes	equivalent to	100.0000	per cent

Agenda 4 **To consider and approve the appropriation of the annual profit year 2020 and dividend payment**

RESOLUTION: The Meeting resolved the approval of the dividend payment from 1 January 2020 to 31 December 2020 operating results at Baht 2.40 per share or Baht 3,480 million in total or equivalent to 55.36 per cent of the profit of the consolidated financial statements. After deducting the interim dividend payment for the first half of 2020 operating results of Baht 1.15 per share, totaling Baht 1,667.50 million which was paid on 23 September 2020, the remaining dividend for the second half of 2020 operating results will be paid at Baht 1.25 per share or Baht 1,812.50 million in total. The Company will pay the dividend for the second half of 2020 operating results on Friday 23 April 2021.

The remaining year-end dividend which will be paid at Baht 1.25 per share allocated from the retained earnings that paid the corporate tax at 20 per cent rate and the individual shareholders are therefore entitled to obtain tax credit according to the above mentioned detail.

The Meeting also resolved the approval that no allocation will be made to the reserve fund required by laws since the Company's accumulated reserve fund totaled Baht 1,450 million that is equal to 10 per cent of its registered capital already.

The above resolution was approved the appropriation of the annual profit year 2020 and dividend payment by which no allocation will be made to the reserve fund required by laws since the Company's accumulated reserve fund totaled Baht 1,450 million that is equal to 10 per cent of its registered capital already and passed with the simple majority votes of the shareholders present and voting at the meeting as follows:

Agreed by	1,036,685,127	votes	equivalent to	100.0000	per cent
Disagreed by	0	votes	equivalent to	0.0000	per cent
Abstained by	2,100	votes	not constituted as vote		
Voided Ballot	73,600	votes	not constituted as vote		
Total	1,036,685,127	votes	equivalent to	100.0000	per cent

Agenda 5 **To consider the appointment of the Company's auditor and determination of the auditor's remuneration**

RESOLUTION: The Meeting resolved the approval to appoint the KPMG Phoomchai Audit Limited and appoint anyone of Mr. Vairoj Jindamaneepitak (C.P.A. (Thailand) No. 3565), or Mr. Natthaphong Tantichattanon (C.P.A. (Thailand) No. 8829), or Miss Dussanee Yimsuwan (C.P.A. (Thailand) No. 10235), as the Company's auditor in 2021 ; being authorized to conduct the audit and express an opinion on the statutory financial statements of the Company.

In the absence of the above-named auditors, the KPMG Phoomchai Audit Limited is authorized to identify another Certified Public Accountant of the KPMG Phoomchai Audit Limited, and subject to the Board's consent, to carry on the work. The Meeting also approved the auditor's remuneration of Baht 1,900,000 in 2021 (excluding Out-of-Pocket expenses at the actual amount but not exceeding Baht 50,000).

The above resolution was approved the appointment of the Company's auditor and determination of the auditor's remuneration and passed with a simple majority of votes of the shareholders present and voting at the meeting as follows:

Agreed by	957,776,956	votes	equivalent to	92.3933	per cent
Disagreed by	78,853,021	votes	equivalent to	7.6067	per cent
Abstained by	57,250	votes	not constituted as vote		
Voided Ballot	73,600	votes	not constituted as vote		
Total	1,036,629,977	votes	equivalent to	100.0000	per cent

Agenda 6

To consider and determine the Director's remuneration

RESOLUTION: The Meeting resolved the approval of the Director's remuneration that is based on the same rate and criteria as the previous year as follows:

1. To allocate the 2020 annual bonus to the Company's Board of Directors as follows:
 - (1) The Chairman will receive annual bonus at Baht 1,500,000.
 - (2) Each Director will receive annual bonus at Baht 1,200,000.
 - (3) In case there is a period when one is appointed to hold more than one position as the Company's Director and/or the subsidiaries' Director, he/she will receive the annual bonus from the company that allocates the highest amount for such period.
 - (4) The annual bonus will be allocated according to the term period in the position and also to the attendance to the Board Meeting that the Director whose attendance is 75 per cent and above will receive full bonus allocated for that year, and the Director whose attendance is lower than 75 per cent will receive the bonus at pro rata.
 - (5) The Executive who is appointed as the Company's Director does not receive bonus as a director.

The total annual bonus will be approximately Baht 13.444 million or equivalent to 0.21 per cent of profit according to the consolidated financial statements of the Company.

2. To determine the retainer for the year 2021 to the Company's Board of Directors and its Sub-committees as follows:

2.1 The retainer for the Company's Board of Directors will be paid on monthly basis and divided into 2 portions: 75 per cent fixedly paid and another 25 per cent paid on attendance. The said retainer will be paid at the rate of Baht 50,000 for the Chairman and Baht 40,000 for each Director.

2.2 The retainer for the Sub-committees will be paid on attendance basis at the rate of Baht 30,000 for each sub-committee's chairman and Baht 24,000 for each member. The Committees consist of the Audit Committee, the Human Resources and Remuneration Committee, the Corporate Governance and Social Responsibility Committee, the Investment Committee, and the Risk Management Committee.

The Executive who is appointed as the Company's Director does not receive bonus as a director.

Other benefits: Directors do not receive other types of remuneration.

The above resolution was approved the determination of the Director's remuneration and passed with a vote of not less than two-thirds of the total votes of the shareholders present at the meeting as follows:

Agreed by	1,033,453,697	votes	equivalent to	99.6803	per cent
Disagreed by	3,217,730	votes	equivalent to	0.3104	per cent
Abstained by	23,300	votes	equivalent to	0.0022	per cent
Voided Ballot	73,600	votes	equivalent to	0.0071	per cent
Total	1,036,768,327	votes	equivalent to	100.0000	per cent

Agenda 7 **To consider the election of directors in place of those retiring by rotation**

RESOLUTION: The Meeting resolved the election of directors in place of those retiring by rotation to be effective since the day after the 2021 Shareholders' Annual General Meeting date onwards, with a simple majority of votes of the shareholders present and voting at the meeting as follows:

1. Mr. Ratanachai Namwong, Independent Director (First Term)

Agreed by	1,034,288,144	votes	equivalent to	99.7681	per cent
Disagreed by	2,404,583	votes	equivalent to	0.2319	per cent
Abstained by	8,400	votes	not constituted as vote		
Voided Ballot	73,600	votes	not constituted as vote		
Total	1,036,692,727	votes	equivalent to	100.0000	per cent

2. Mr. Suthon Boonprasong, Director (Re-elected)

Agreed by	1,031,443,322	votes	equivalent to	99.4936	per cent
Disagreed by	5,249,405	votes	equivalent to	0.5064	per cent
Abstained by	8,400	votes	not constituted as vote		
Voided Ballot	73,600	votes	not constituted as vote		
Total	1,036,692,727	votes	equivalent to	100.0000	per cent

3. Mr. Nutthavutthi Chamchang, Director (Re-elected)

Agreed by	1,032,324,212	votes	equivalent to	99.5786	per cent
Disagreed by	4,368,515	votes	equivalent to	0.4214	per cent
Abstained by	8,400	votes	not constituted as vote		
Voided Ballot	73,600	votes	not constituted as vote		
Total	1,036,692,727	votes	equivalent to	100.0000	per cent

4. Mr. Kijja Sripatthangkura, Director (Re-elected)

Agreed by	1,032,060,382	votes	equivalent to	99.5532	per cent
Disagreed by	4,632,345	votes	equivalent to	0.4468	per cent
Abstained by	8,400	votes	not constituted as vote		
Voided Ballot	73,600	votes	not constituted as vote		
Total	1,036,692,727	votes	equivalent to	100.0000	per cent

Agenda 8 To consider other businesses (if any)

None

Please be informed accordingly.

Yours sincerely,

(Mr. Kijja Sripatthangkura)

Chief Executive Officer

Company Secretary Office

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