



SPL.054/2021

March 19, 2021

Subject Invitation to attend the 2021 Annual General Meeting of Shareholders via Electronic Method (e-Shareholder Meeting) only

To Shareholders of Supalai Public Company Limited

Enclosures

1. The 2020 Annual and SD Report and the 2020 Financial Statements in the Format of QR Code as Shown in the Letter of Invitation to the Shareholders' Meeting
2. Biographies of Directors to be Elected
3. The Article of Association Regarding the Shareholder's Meeting
4. Diagram of Procedures for Attendance of the Annual General Meeting of Shareholders via Electronic Method (e-Shareholder Meeting) only
5. Statement of Authentication, Proxy Methods, Registration, and Meeting Attendance and e-Voting
6. Form of Intention to Attend the 2021 Annual General Meeting of Shareholders via Electronic Method (e-Shareholder Meeting)
7. User Manual Electronics Meeting System (DAP e-Shareholder Meeting)
8. The Detail of Independent Directors to be the Proxy
9. Proxy Form B and C set up by the Department of Business Development

Supalai Public Company Limited (SPALI) would like to invite all shareholders to attend the 2021 Annual General Meeting of Shareholders via Electronic Method (e-Shareholder Meeting) by WebEx Program only on Wednesday, April 21, 2021 at 2.00 p.m. The venue for e-Shareholder Meeting is Convention Room, 33<sup>rd</sup> Floor, Supalai Grand Tower, 1011, Rama III Road, Chong Nonsi Subdistrict, Yannawa District, Bangkok, 10120, Tel.0-2725-8820. The meeting will be held under the Emergency Decree on Electronic Meetings B.E. 2563 (2020), other related laws and regulations in order to consider matters in accordance with the agenda, including opinions of the Board of Directors as follows;

**Agenda 1** To acknowledge the directors' report on the Company's performance and to approve the Financial Statements for the year ended December 31, 2020.

**Objectives & Rationale:** The Company's operating performance 2020 can be found in the Annual Report attached together with this invitation as per details in Enclosure#1. The Company's financial statements for the year ended December 31, 2020 were reviewed by the Company's Audit Committee and audited by the Company's auditor. Based on the auditor's opinion, the consolidated financial statements of the Company and its subsidiaries were presented fairly in all material respects and in accordance with Thai Financial Reporting Standards, the details of which are attached in the Company's Annual Report (Annual and SD Report) for "Financial Statements" as follows:

## Summary of Consolidated Financial Statements

Unit: Million Baht

	2020	2019	Increase / (Decrease)
Total Assets	68,207	60,511	7,696
Total Liabilities	30,811	22,662	8,149
Total Equities	37,396	37,849	(453)
Revenue from sales of real estate	20,336	23,224	(2,888)
Total Revenues	20,969	23,957	(2,988)
Net Profit	4,251	5,403	(1,152)
Basic earnings per share (Baht/Share)	2.13	2.52	(0.39)

## Summary of Separate Financial Statements

Unit: Million Baht

	2020	2019	Increase/ (Decrease)
Total Assets	64,568	57,736	6,832
Total Liabilities	30,120	22,190	7,930
Total Equities	34,448	35,546	(1,098)
Revenue from sales of real estate	19,071	22,270	(3,199)
Total Revenues	19,469	22,702	(3,233)
Net Profit	4,017	4,990	(973)
Basic earnings per share (Baht/Share)	2.02	2.33	(0.31)

**Opinion of the Board of Directors:** It is appropriate to propose the meeting for an approval of the Financial Statements for the year ended December 31, 2020, which were audited and certified by the external auditor, EY Company Limited as well as reviewed by the Audit Committee.

**Resolution:** This agenda shall be approved by the meeting of shareholders by the majority votes of the shareholders attending and casting their votes at the meeting.

**Agenda 2** To consider the allocation of profit for the year 2020 for distribution of dividend to shareholders at 1.00 baht per share.

**Objectives & Rationale:** It is the policy of the Company that will pay dividend to shareholders not less than 35 percent of net income after tax of the separate financial statements. In case of the Company has accumulate losses, not allowing the Company to pay dividend. According to the Company's Articles of Association Clause 36, the Company's Board of Directors may resolve to pay the interim dividend to shareholders in case the Company has adequate profits and subsequently inform the shareholders at the next shareholders' meeting.

This year 2020, the company recorded a net income of 4,017 million baht. The Company's Board of Directors considers to propose to shareholders' meeting to pay dividend form the operating performance of 2020 to shareholders at 1.00 baht per share or 49% of net profit amounting to 1,948 million baht. This is consistent with the dividend policy of the Company. However, the board of directors' 9/2020 resolution on August 11, 2020, had resolved to approve interim dividend payment 0.50 baht per share, the Company still has to pay the dividend for the second-half-year operations of 2020 at the rate of 0.50 baht per share.

The dividend will pay to shareholder whose name was shown on the record date of April 30, 2021. The dividend payment date is May 14, 2021.

**The dividend payment record**

Details of Dividend Payment	2020 (proposed)	2019
1. Net Profit (Baht)	4,016,736,149	4,990,001,884
2. Earning per share (Baht)	2.02	2.33
3. Dividend per share (Baht: share)		
3.1 Interim Dividend	0.50	0.40
3.2 Dividend for the second-half- year	0.50	0.60
Total dividend payment (Baht)	1.00	1.00
4. Payout ratio (%)	49	41

**Opinion of the Board of Directors:** The Meeting should acknowledge the interim dividend payment and approve the dividend payment from the net income for the second-half-year operations of 2020 at the rate of 0.50 baht per share as proposed. The total dividend of 2020 will be 1.00 baht per share including the interim dividend for the first-half-year operations of 2020 at the rate of 0.50 baht per share. The dividend will be payable on May 14, 2021 to those shareholders who are entitled to receive the dividend as listed on the Record Date on April 30, 2021.

**Resolution:** This agenda shall be approved by the meeting of shareholders by the majority votes of the shareholders attending and casting their votes at the meeting.

**Agenda 3** To consider and approve to elect directors in replacement of those who are retired by rotation.

Directors who retired by rotation are

- |                |              |          |
|----------------|--------------|----------|
| 1. Dr.Prateep  | Tangmatitham | Director |
| 2. Mr.Tritecha | Tangmatitham | Director |
| 3. Mr.Prasas   | Tangmatitam  | Director |

**Objectives & Rationale:** According to Article 14 of the Company's Articles of Association, on each Annual General Meeting of shareholders, one-third (nearest to one-third) of the directors who served the Company longest must be retired by rotation; however, the retired directors may be re-elected. In this year, the name lists of the 3 directors who retired by rotation are as follows:

- |                |              |          |
|----------------|--------------|----------|
| 1. Dr.Prateep  | Tangmatitham | Director |
| 2. Mr.Tritecha | Tangmatitham | Director |
| 3. Mr.Prasas   | Tangmatitam  | Director |

For nominating of directors, the Company made an announcement among minor shareholders to nominate some qualified candidates for the positions of the Company's directors via the Stock Exchange of Thailand's media channel as well as on the Company's website (www.supalai.com) from October 1, 2020 to January 4, 2021. Furthermore, the list of candidates proposed by the shareholders has been considered but found none was proposed. In selecting and nominating the candidates, the Nomination and Compensation Committee has carefully considered the qualified candidates based on their competencies, experiences, good working records, leadership, vision, virtue, ethics, good attitude to the Company as well as their dedication and availability sufficiently beneficial to the Company's operation.

In addition, the appropriate qualifications are taken into account which are consistent with the composition and the structure of directors in accordance with the business strategies of the Company. The persons nominated this time were carefully and prudently scrutinized by the Nomination and Compensation Committee and the Board of Directors considered that they were qualified for the Company's business operations and also took the name list nominated by shareholders into account. It was therefore deemed appropriate to re-elect Dr.Prateep Tangmatitham, Mr.Tritecha Tangmatitham and Mr.Prasas Tangmatitiam, who must retire by rotation, to hold the position of the director for another term. (Biographies of the 3 candidates are attached herewith in Enclosure# 2)

**Biographies of the 3 nominees to be re-elected**

Details for consideration	1.Dr.Prateep Tangmatitham Proposed to be Director of the Board
Number of shares (as at December 31, 2020)	522,432,755 shares
% Shareholding	24.38%
Listed Company	
- Number of companies	1
- Type of director	Chairman of the Board and Chief Executive Officer of Supalai Public Company Limited
Other companies (non-listed companies)	11
- Number of companies	
- Type of director	1.Chairman of Balmoral Quay Pty Ltd. 2.Chairman of Supalai Greenvale Development Pty Ltd. 3.Chairman of Supalai Officer Development Pty Ltd. 4.Chairman of Supalai Rippleside Development Pty Ltd. 5.Chairman of Supalai Australia Holdings Pty Ltd. 6.Chairman of Supalai Singapore Holdings Pte Ltd. 7.Chairman of Supalai Philippines Incorporate 8.Chairman of Supalai Property Management Company Limited 9.Chairman of Supalai Northeast Company Limited 10.Chairman of Haadyai Nakarin Company Limited 11.Director of Phuket Estate Company Limited
Position in competitors/related to company's business	- None -
Length of Service	31 years 10 months (as at April 21, 2021) Should he be re-elected as a director, his entire tenure will be 34 years 10 months.
Number of Participation in 2020 / Total Meeting	
- The Board of Directors	13/13 (100%)
Details for consideration	2. Mr.Tritecha Tangmatitham Proposed to be Director of the Board
Number of shares (as at December 31, 2020)	2,115,700 shares
% of total shares	0.10%

Details for consideration	<b>2. Mr.Tritecha Tangmatitham</b> Proposed to be Director of the Board
Listed Company - Number of companies - Type of director	1  Director of the Board, Managing Director, Director of the Corporate Governance Committee, Director of the Risk Management Committee of Supalai Public Company Limited
Other companies (non-listed companies) - Number of companies - Type of director	2  1.Director of Adelphi Real Estate Management Company Limited 2.Director of Supalai Northeast Company Limited
Position in competitors/related to company's business	- None -
Length of Service	12 years (as at April 21, 2021)  Should he be re-elected as a director, his entire tenure will be 15 years.
Number of Participation in 2020 / Total Meeting - The Board of Directors - The Corporate Governance Committee - The Risk Management Committee	13/13 (100%)  1/1 (100%)  2/2 (100%)

Details for consideration	<b>3. Mr.Prasas Tangmatitam</b> Proposed to be Director of the Board
Number of shares (as at December 31, 2020) % of total shares	- None -
Listed Company - Number of companies - Type of director	1  Director of the Board, Director of the Corporate Governance Committee of Supalai Public Company Limited
Other companies (non-listed companies) - Number of companies - Type of director	7  1.Director of Balmoral Quay Pty Ltd. 2.Director of Supalai Greenvale Development Pty Ltd. 3.Director of Supalai Officer Development Pty Ltd. 4.Director of Supalai Rippleside Development Pty Ltd. 5.Director of Supalai Australia Holdings Pty Ltd. 6.Director of Supalai Singapore Holdings Pte Ltd. 7.Director of Supalai Philippines Incorporate
Position in competitors/related to company's business	- None -

Details for consideration	3. Mr.Prasas Tangmatitam Proposed to be Director of the Board
Length of Service	20 years (as at April 21, 2021) Should he be re-elected as a director, his entire tenure will be 23 years.
Number of Participation in 2020 / Total Meeting	
-The Board of Directors	13/13 (100%)
- The Corporate Governance Committee	1/1 (100%)

**Opinion of the Board of Directors:** The Board of Directors, excluding the interest of the director has considered the opinion of the Nomination and Compensation Committee and considering the nominations of the directors from the shareholders during the period from October 1, 2020 - January 4, 2021. It appeared that no shareholder proposed names to the Board of Directors for consideration in this election. In this regard, the Board of Directors has carefully and prudently scrutinized to ensure that the persons nominated at this time that shall be qualified persons, having background and expertise from a variety of professional, leadership behavior, visionary including a moral and ethical, working with transparent untainted. They brought about their extensive experience, knowledge and expertise to make recommendations beneficial in strategy formulation and business operation of Company in accordance with sustainable development guideline.

Therefore, they agreed to nominate 3 retired the directors to propose to the Annual General Meeting of Shareholders, who has qualified directors deserves should be re-elected as directors of the Company for another term.

**Resolution:** This agenda shall be approved by the meeting of shareholders by the majority votes of the shareholders attending and casting their votes at the meeting.

**Agenda 4** To consider and approve the remuneration and allowance of the Board of Directors, the Audit Committee and other sub-committees had been appointed by the Board of Director for the Year 2021.

**Objectives & Rationale:** Section 90 of the Public Limited Company Act indicated that “the remuneration payment for directors requires approval from the shareholders and the resolution shall be supported by a vote of not less than two-thirds of the total number of shareholders present at the meeting and entitled to vote” The Nomination and Compensation Committee reviewed the remuneration for the Company’s Directors in 2021, took into account the remuneration’s appropriateness which is compatible with roles and responsibilities and compared with other operators in both the similar industry and size as stated in Survey on Remuneration of the Listed Companies’ Directors. In terms including business expansion of the Company. Details are as follows:

Detail of allowance and remuneration	2021 (Proposed)	2020
<b>Remuneration for Director</b>		
1. Remuneration / month	Chairman and Directors 40,000 baht / person / month	Chairman and Directors 40,000 baht / person / month
2. Special Remuneration / year	Chairman and Directors 600,000 baht / person / year	Chairman and Directors 730,000 baht / person / year
3. Other benefits (not include general welfare to employees)	-none-	-none-

Detail of allowance and remuneration	2021 (Proposed)	2020
<b>Remuneration for the Audit Committee</b>		
1. Remuneration / month		
- Chairman	30,000 baht / person / month	30,000 baht / person / month
- Directors	25,000 baht / person / month	25,000 baht / person / month
Remuneration for sub-committee: Meeting allowance will be paid only once at the meeting. (Sub-committees comprise of, the Nomination and Compensation Committee, the Corporate Governance Committee, the Risk Management Committee and the other sub-committee s appointed by the Board of Directors.)		
1. Meeting allowance (not include Executive Director)		
- Chairman	30,000 baht / person / meeting	30,000 baht / person / meeting
- Directors	25,000 baht / person / meeting	25,000 baht / person / meeting

**Opinion of the Board of Directors:** The Board of Directors reviewed the remuneration for the Company's Directors took into account the remuneration's appropriateness which is compatible with roles and responsibilities and compared with other operators in both the similar industry including business expansion of the Company. The Board opined to propose to the 2021 Annual General Meeting of Shareholders to consider and approve the remuneration and allowance are the rate as considered by the Nomination and Compensation Committee.

**Resolution:** This agenda shall be approved by the votes of not less than two-thirds of the total number of votes of the shareholders attending the meeting and having the right to vote.

**Agenda 5** To consider and approve the appointment of Auditor and Auditing Fee for the Year 2021.

**Objectives & Rationale:** In section 120 of the Public Limited Company Act indicated that "In every Annual General Meeting, the shareholders have to appoint and determinate the remuneration for auditor (s) and auditor (s) of preceding year can be re-elected." With regard to principles of Good Corporate Governance, the Company formulated policy on auditor rotation which has been stipulated for every 7 years so as to enhance stability of the internal control as well as independence of the auditor in auditing the Company's financial statements.

Currently, the Company's Auditor is Mr.Supachai Phanyawattano a Certified Public Accountant of Thailand No.3930 from EY Office Limited. He has worked excellently as the Company's Auditor for year 2020.

For Year 2021 the Audit Committee considered to elect 3 auditors from EY Office Limited to be the auditing firm, who has performed as an auditor to independently and recommends the meeting to approve the appointment of the auditors and the audit fee as follows:

1. Mr.Supachai Phanyawattano CPA. License No.3930 (As the Company's signatory the Company's Financial Statements of 2009-2013, 2018-2020 or 8 years in total.)

**Experience and Competence:**

- Master's degree in management from Sasin Business School of Chulalongkorn University. He is a certified Public Accountant (Thailand) and a Thai SEC-approved auditor.

- More than 30 years of public accounting experience with EY serving clients in a wide range of industries, including multinational corporations and listed companies in Thailand, and is specialized in the financing, mass transit system, manufacturing, service, and real estate industries. Moreover, he also has experience in providing consultancy services in respect of information system and merger and acquisition exercises.

or

2. Miss Krongkaew Limkittikul CPA. License No.5874 (Has signed the Company's Financial Statements for 2016-2017 or 2 years in total.)

**Experience and Competence:**

- She obtained a bachelor's degree in Accounting from Thammasat University, and a Master of Business Administration from Assumption University. She is a Certified Public Accountant (Thailand), and a Thai SEC-approved auditor.
- More than 20 years of public accounting experience with EY Serving clients in a wide range of industries, including multinational corporations and listed companies in Thailand, and is specialized in the manufacturing, service, Hotel and real estate industries. Moreover, She also experiences with merger and acquisition exercises and initiate public offering to listing on the Stock Exchange of Thailand.

or

3. Mr.Natthawut Santipet CPA. License No. 5730 (Has not signed the Company's Financial Statement)

**Experience and Competence:**

- Bachelor's degree in accounting from Thammasat University and a Master's Degree in accounting from Thammasat University. He is a certified Public Accountant (Thailand) and a Thai SEC-approved auditor.
- More than 20 years of public accounting experience with EY serving clients in a wide range of industries, including the audit of numerous listed companies, His industry knowledge and experience includes automotive, manufacturing, trading, service and construction sectors and due diligence work.

Proposed auditors must not have benefit or interest from the Company, affiliated company, associated company, related company or majority shareholder of the Company which enable auditors to independently audit and provide opinion on financial reports of the Company.

The auditor of the Company and its subsidiaries is the EY Group's Auditor. In regards to auditor's compensation, the Board of Directors proposed by the Audit Committee agreed that setting annual audit fees for year 2021 proposed at shareholder's meeting, totaling 2,550,000 baht same as year 2020. Charges for other (non-audit fee), the Company and its subsidiaries have not hired other persons which/whom the auditor is employed, or other business related to the auditor and audit firm in the past accounting period.

Auditing Fee	2021 (Proposed)	2020
Auditing fee of the Company	2,550,000 baht	2,550,000 baht
Auditing fee of subsidiaries in Thailand	1,330,000 baht	1,290,000 baht
Auditing fee of subsidiaries outside Thailand	2,900,000 baht *	2,843,000 baht
Other Service	-None-	-None-
<b>Total Auditing fee and Other Service</b>	<b>6,780,000 baht</b>	<b>6,683,000 baht</b>



**Note :**

\*The audit fees of overseas subsidiaries for the year 2021 are estimated from the audit fees for the year 2020. However, it may be changed according to the number of subsidiaries and / or the quantity of actual workload during the year, including the exchange rate at that time. The overseas subsidiaries are responsible for the audit fees.

**Opinion of the Board of Directors:** The Board of Directors agreed with the Audit Committee to elect EY Office Limited to be the auditing firm and recommends the Meeting to approve the appointment of the auditors and auditor fees as follows:

1. Mr.Supachai Phanyawattano CPA. License No.3930  
(As the Company's signatory the Company's Financial Statements of 2009-2013, 2018-2020, 8 years in total.) or
2. Miss Krongkaew Limkittikul CPA. License No.5874  
(Has signed the Company's Financial statements for 2016-2017, 2 years in total.) or
3. Mr.Natthawut Santipet CPA. License No.5730  
(Has not signed the Company's Financial statements)  
and propose auditing fee of year 2021 is 2,550,000 baht.

**Resolution:** This agenda shall be approved by the meeting of shareholders by the majority votes of the shareholders attending and casting their votes at the meeting.

**Agenda 6 To consider and approve the issuance and offering of debentures.**

**Objectives & Rationale :** As the Company was approved by the 2018 Annual General Meeting of Shareholders on April 24, 2018 to issue and offer debentures with the limit of not exceeding 10,000 million baht, currently the Company issues uninsured debentures in the total amount of 9,000 million baht with the remaining limit of 1,000 million baht, which is not sufficient for the expansion of the Company's businesses. As a result, to increase the liquidity in the economic situation during the COVID-19 outbreak and to manage and reduce the cost of loans of the Company, there is a proposal to consider canceling the original limit of 1,000 million baht and offer debentures with new limit in the total amount of not exceeding 10,000 million baht. Details are as follows;

**Purpose :** To serve as source of capital of the Company's business operations and reduce cost of fund.

**Type :** All types of debentures (secured and unsecured).

**Total Value of Debentures :** Not exceeding 10,000 million baht, or its equivalent in other currencies. The Board of Directors of the Company shall be empowered to subsequently determine the size of the issue of the debentures to be issued from time to time.

**Currency :** Baht and/or any other currencies.

**Others :** The Board of Directors of the Company shall have the authority to set out the details of the debentures, type, collateral, amount, maturity, par value, offering price, interest rate, redemption right, installation of repayment of the principal, offering method, issuance and offering period, as well as other relevant details, as the circumstances may allow, and as per the period deemed appropriate, and the issuance and offering of debentures may be made by the various methods, in whole on one or several occasions. In this regard, the Board shall have the authority to appoint debenture holder representative and/or registrar and/or underwriter and/or broker and/or advisor and other relevant persons, including the authority to execute, amend, negotiate contracts and/or any other documents with the relevant persons, prepare, liaise, give information and submit documents and evidence to the Securities and Exchange

Commission, Thailand , secondary market for debt instruments, the credit rating agency and/or any other agencies relating to such issuance and offering of the debentures, as well as to set out the relevant criteria, conditions and details and make any relevant arrangements to accomplish such purpose, subject to the requirements in the applicable notifications, regulations, criteria and laws, and take any relevant actions as appropriate.

**Opinion of the Board :** The Board of Directors deems it appropriate to propose the Annual General Meeting of Shareholders of 2021 to approve the cancellation of remaining debentures issuance approximately 1,000 million baht and approve the new debentures issuance amount not exceeding 10,000 million baht to support the ongoing business expansion and to reduce the cost of loans of the Company according to the above-mentioned facts and reasons as per the following details;

**Resolution:** This agenda shall be approved by the votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

**Agenda 7** To consider and approve the amendment of the Company Objective clause 2.

**Objectives & Rationale :** To support new potential transactions in the future.

Original	Amendment
<p><u>Clause 2</u> To sell, transfer, mortgage, pledge, exchange and dispose of asset by other means.</p>	<p><u>Clause 2</u> To sell, transfer, mortgage, <i>provide loan by means of acceptance to pledge on immovable property, acceptance to buy immovable property by means of selling on consignment</i>, pledge, exchange and disposition of asset by other means.</p>

**Opinion of the Board :** It is appropriate to propose the 2021 Annual General Meeting of Shareholders for approval the amendment of the Company Objective clause 2.

**Resolution:** This agenda shall be approved by the votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

**Agenda 8** Other matters (if any).

The Company has published the letter of invitation to the shareholders' meeting with documents supporting the meeting on the Company's website, [www.supalai.com](http://www.supalai.com), since March 19, 2021. All shareholders of the Company are invited to attend the 2021 Annual General Meeting of Shareholders Via Electronic Method (e-Shareholder Meeting) by WebEx Program only on Wednesday, April 21, 2021 at 2 p.m. The meeting will be held under the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and other related laws and regulation. The registration to attend the Annual General Meeting of Shareholders is available from March 30, 2021. The Company will fix shareholder list for the right to attend the 2021 Annual General Meeting of Shareholders will be defined on March 10, 2021.

The Company would like to ask for the cooperation of shareholders and/or proxies to study the following details, No. 1) Diagram of procedures for attendance of the meeting according to [Enclosure#4](#), No. 2) Statement of authentication, proxy methods, registration, and meeting attendance and e-voting according to [Enclosure#5](#), No. 3) User Manual Electronics Meeting System (DAP e-Shareholder Meeting) [Enclosure#7](#), or scan QR Code below. The information consists of 6 topics.



User Manual Electronics Meeting System  
(DAP e-Shareholder Meeting)

- 1) Preparation for DAP e-Shareholder Meetings
- 2) Procedures for e-Register
- 3) Joining the e-Meeting
- 4) Asking Question Porcedures
- 5) Voting Procedures
- 6) Resetting Password

All shareholders or proxies are required to submit the form of intention to attend the meeting and follow the instructions in the documents according to [Enclosure#6](#). to the Company by April 12, 2021, at Company Secretary Section, via the following channels;

- e-mail: [secretary@supalai.com](mailto:secretary@supalai.com) or
- Postal Mail: Company Secretary Section, Supalai Public Company Limited  
No. 1011, Supalai Grand Tower, 31<sup>st</sup> Floor, Rama III Road, Chong Nonsi Subdistrict, Yannawa District, Bangkok, 10120

If any shareholder is inconvenient to attend the meeting, he/she can appoint the Company's independent director who is nominated to be a proxy of the shareholder for this Annual General Meeting of Shareholders to be his/her proxy according to [Enclosure#9](#), consisting of 1) Mr. Anant Gatepithaya, 2) Assist. Prof. Aswin Bijayayodhin, 3) Assoc. Prof. Dr. Somjai Phagaphasvivat. The details of independent directors are shown in [Enclosure#8](#). All shareholders are required to fill in and sign the proxy form as attached and submit such proxy form to the Company Secretary by April 12, 2021.

Shareholders are able to submit relevant questions according to each agenda item in advance to the Company via e-mail: [secretary@supalai.com](mailto:secretary@supalai.com) by April 12, 2021. The shareholders can also send questions or ask any inquiries on the date of the Shareholders' Meeting through the DAP e-Shareholder Meeting system by WebEx Program.

In the case of authorizing a proxy who is not an independent director of the Company, when the Company inspects the list of shareholders according to the data as at the record date, the Company will send the username and password to the e-mail address of the proxy so that the proxy can log in to the e-Shareholder Meeting by WebEx Program.

Supalai Public Company Limited facilitates all proxies by affixing the stamp duty in the proxy form for the proxies who register to attend this shareholders' meeting. The Company also prepares the 2020 Annual Report and submits it in the format of electronic document via QR Code and the Company's website to shareholders.

Sincerely yours,

(Dr. Prateep Tangmatitham)

Chairman of the Board of Directors