



SRI TRANG AGRO-INDUSTRY PUBLIC COMPANY LIMITED

The Extraordinary General Meeting of Shareholders No. 1/2017

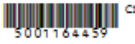











14 March 2017



WORLD'S LARGEST
GREEN RUBBER COMPANY

The Voting Card's Example



<p>កម្មវិធីប្រជុំជាប្រធានបញ្ជីទូទៅ (The Extraordinary Meeting of Shareholders No. 1/2017)</p> <p>សហគ្រាសកសិកម្មស្រែចម្ការកែវ (កម្ពុជា) SH Trang Agro-Industry Public Company Limited ៧៧៩៣ ១</p>		 C1
<p>ឈ្មោះ/Name of Shareholder: UCS KAY HIAM PRIVATE LIMITED ចំនាត់ថ្នាក់/amount: 16,015,075 ភ្នែក/stock (shares) ចំនាត់ប្រាក់/amount: 16,015,075 ដុល្លារ/USD (dollars) ចំនាត់ប្រាក់/amount: 16,015,075 ដុល្លារ/USD (dollars) ចំនាត់ប្រាក់/amount: 16,015,075 ដុល្លារ/USD (dollars)</p>		
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The total amount of _____ share	The total amount of _____ share	The total amount of _____ share
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The Voting Card's Example

การประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2560 (The Extraordinary Meeting of Shareholders No. 1/2017)

บริษัท ศรีตรังแอกโรอินดัสทรี จำกัด (มหาชน) Sri Trang Agro-Industry Public Company Limited วาระที่ 1



C1

ชื่อผู้ถือหุ้น/Name of Shareholder

จำนวนหุ้น (amount) (shares) จำนวนเสียง (amount) (votes)

ขอมอบฉันทะให้ ใช้สิทธิออกเสียงในวาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2559 เมื่อวันที่ 28 เมษายน 2559

Agenda 1 To endorse the minutes of the 2016 Annual General Meeting of Shareholders on 28 April 2016



เห็นด้วย (Approve)



ไม่เห็นด้วย (Disapprove)



งดออกเสียง (Abstain)

ลงชื่อ / Signed _____ ผู้ถือหุ้น หรือ ผู้รับมอบฉันทะ / shareholder or proxy

All shareholders / their proxies disapprove or abstain in such agenda.

Mark their votes in the voting cards and sign.

Officers collect your voting cards.

Processing.

Inform the result to the Shareholders Meeting .

Sign the approve voting cards, officers will collect when the meeting finish.

Agenda items

1. To consider and endorse the Minutes of the 2016 Annual General Meeting of Shareholders convened on 28 April 2016
2. To consider and approve the demerger of the associated companies and the joint ventures companies comprising (a) the entering into the acquisition of the shares of Siam Sempermed Corporation Ltd. which constitutes an asset acquisition of the Company; (b) the disposal of the shares and investment in various associated companies, as well as the disposal of the shares in Semperflex Asia Corporation Ltd. under the Call Option Agreement which constitutes an asset disposal of the Company; and (c) the settlement of various disputes
3. Other matters (if any)

Agenda item 1

To consider and endorse the Minutes of the 2016 Annual General Meeting of Shareholders convened on 28 April 2016

A copy of the Minutes of the 2016 Annual General Meeting of Shareholders is enclosed with Invitation to the 2017 Annual General Meeting of Shareholders and disseminated on the Company's website www.sritranggroup.com

To consider and approve the demerger of the
associate and the joint ventures companies
comprising :

- (a) The entering into the acquisition of the shares of Siam Sempermed Corporation Ltd. which constitutes an asset acquisition of the Company

Agenda item 2

- **The Seller** : Semperit
- **No. of shares to acquire** : 10,000 shares equivalent to 50% of issued and sold shares of SSC
- **Transaction value** : USD 195.1 million (or approx. THB 7,121.2 million) comprises of:
 - **Purchase price** : USD 180.1 million (or approx. THB 6,573.7 million)
 - **SSC claim withdrawal** : USD 15 million (or approx. THB 547.5 million)
- **Transaction size** : 69.2% on net profit basis

(b) The disposal of the shares and investment in various associated companies, as well as the disposal of the shares in Semperflex Asia Corporation Ltd. under the Call Option Agreement which constitutes an asset disposal of the Company;

SSH

- **The Purchaser** : Semperit
- **No. of shares to dispose** : 50% of issued and sold shares of SSH
- **Selling Price** : USD 8.0 million (or approx. THB 292.0 million)
- **Transaction size** : 3.8% on net profit basis

SRP

- **The Purchaser** : Semperit
- **No. of shares to dispose** : 10% of issued and sold shares of SRP
- **Selling Price** : USD 4.0 million (or approx. THB 146.0 million)
- **Transaction size** : 3.4% on net profit basis

Agenda item 2

SUSA

	Direct disposal by STA	Indirect disposal by SSC
The Purchaser	Semperit	Semperit
No. of shares to dispose	1,000 shares, 25% of issued and sold shares of SUSA	2,000 shares, 50% of issued and sold shares of SUSA
Selling Price	USD 6.5 million (or approx. THB 237.3 million)	USD 13.0 million (or approx. THB 474.5 million)
Transaction size	7.0% on net profit basis	

SESI

- **The Purchaser** : Semperit
- **No. of shares to dispose** : 4,000,000 shares, 50% of issued and sold shares of SESI
- **Selling Price** : USD 1.0 million (or approx. THB 36.5 million)
- **Transaction size** : 0.2% on net tangible asset basis

SSF (indirect disposal through SSC)

- **The Purchaser** : Semperit
- **No. of shares to dispose** : 100% of issued and sold shares of SSF
- **Selling Price** : USD 3.2 million (or approx. THB 116.8 million)
- **Transaction size** : 0.5% on net profit basis

SAC

- **The Purchaser** : Semperit
- **Option Period**: 30 June 2019 - 30 June 2021
- **No. of shares to dispose**: 1,615,000 shares, 42.5% of issued and sold shares of SAC
- **Selling Price**: USD 51.0 million (or approx. THB 1,861.5 million)
- **Transaction size** : 31.7% on net profit basis

Agenda item 2



(c) the settlement of various disputes

Agenda item 3



Other matters (if any)



THANK YOU

member of
SRI TRANG
GROUP

