



**Thai Beverage Public Company Limited**

## **ANNOUNCEMENT**

**Date:** 31 January 2018  
**To:** Singapore Exchange Securities Trading Limited  
**Subject:** Resolutions of the 2018 Annual General Meeting of Shareholders

We, Thai Beverage Public Company Limited (the “**Company**”), would like to announce that at the 2018 Annual General Meeting of Shareholders (“**2018 AGM**”) of the Company held on 31 January 2018, the following resolutions relating to the following matters as set forth in the Invitation to the 2018 AGM were duly passed:

1. Resolution 1 in relation to the proposed adoption of the Minutes of the 2017 Annual General Meeting of Shareholders was unanimously and duly passed by the shareholders who attended the 2018 AGM and cast their votes.
2. Agenda 2 in relation to the proposed acknowledgement of the business operation for the year ended 30 September 2017 and the report of the Board of Directors was proposed for acknowledgement by the shareholders. Therefore, there was no voting on this agenda.
3. Resolution 3 in relation to the proposed approval on the Financial Statements for the year ended 30 September 2017 together with the Auditor Report was unanimously and duly passed by the shareholders who attended the 2018 AGM and cast their votes.
4. Resolution 4 in relation to the proposed approval on the dividend payment and the appropriation for legal reserve and the determination of the Book Closure Date for dividend payment was unanimously and duly passed by the shareholders who attended the 2018 AGM and cast their votes.
5. Resolution 5 in relation to the proposed approval on the election of directors to replace those who retire by rotation, the appointment of new directors, and the determination of director authorities, was as follows:
  - 5.1 Mr. Narong Srisa-an, who retires by rotation, stated his intention not to offer himself up for re-election as director. The 2018 AGM duly considered and cast their votes individually for the election of the following 5 directors (i.e., excluding Mr. Narong Srisa-an). Accordingly, the resolutions proposing the election of the directors to replace those who retire by rotation and the corresponding voting results are as follows:
    - (1) That Mr. Charoen Sirivadhanabhakdi, who retires by rotation, be re-elected as a Director of the Company, was duly passed by the majority of votes of the shareholders who attended the 2018 AGM and cast their votes.



- (2) That Khunying Wanna Sirivadhanabhakdi, who retires by rotation, be re-elected as a Director of the Company, was duly passed by the majority of votes of the shareholders who attended the 2018 AGM and cast their votes.
- (3) That Mr. Prasit Kovilaikool, who retires by rotation, be re-elected as a Director of the Company, was duly passed by the majority of votes of the shareholders who attended the 2018 AGM and cast their votes.

Mr. Prasit Kovilaikool will remain as the Audit Committee Chairman and is considered to be independent pursuant to Rule 704(8) of the Listing Manual.

- (4) That Prof. Kanung Luchai, who retires by rotation, be re-elected as a Director of the Company, duly passed by the majority of votes of the shareholders who attended the 2018 AGM and cast their votes.

Prof. Kanung Luchai will remain as an Audit Committee Member and is considered to be independent pursuant to Rule 704(8) of the Listing Manual.

- (5) That Mr. Ng Tat Pun, who retires by rotation, be re-elected as a Director of the Company, was duly passed by the majority of votes of the shareholders who attended the 2018 AGM and cast their votes.

Mr. Ng Tat Pun will remain as an Audit Committee Member and is considered to be independent pursuant to Rule 704(8) of the Listing Manual.

5.2 The resolutions proposing the appointment of new directors and the corresponding voting results are as follows:

- (1) That Ms. Potjanee Thanavarani be appointed as a Director of the Company, was duly passed by the majority of votes of the shareholders who attended the 2018 AGM and cast their votes.
- (2) That Dr. Chatri Banchuin be appointed as a Director of the Company, was unanimously and duly passed by the shareholders who attended the 2018 AGM and cast their votes.
- (3) That Assoc. Prof. Dr. Kritika Kongsompong be appointed as a Director of the Company, was unanimously and duly passed by the shareholders who attended the 2018 AGM and cast their votes.

5.3 In accordance with Resolution 5.2, the resolution proposing the determination of director authorities to bind the Company is as follows:

“Any two directors jointly sign with the Company’s seal affixed except Mr. Prasit Kovilaikool, Mr. Kanung Luchai, Mr. Manu Leopairote, Mr. Ng Tat Pun, Mr. Michael Lau Hwai Keong, Mr. Pornchai Matangkasombut, Gen. Choo-Chat Kambhu Na Ayudhya, Ms. Potjanee Thanavaranit, Mr. Chatri Banchuin, and Ms. Kritika Kongsompong.”

The resolution was unanimously and duly passed by the shareholders who attended the 2018 AGM and cast their votes.

6. Resolution 6 in relation to the proposed approval on the payment of director remuneration for the period from January 2018 to December 2018 was duly passed by voting of not less than two-thirds of the total votes of the shareholders who attended the 2018 AGM and were entitled to cast their votes. Details of the parties who were required to abstain from voting on Resolution 6 are as follows:

<u>Name of party</u>	<u>Number of shares held</u>
Mr. Narong Srisa-an	1 share
Mr. Puchchong Chandhanakij	1 share
Ms. Kanoknart Rangsihienchai	1 share
Mr. Vivat Tejapaibul	1,541,500 shares
Mr. Panote Sirivadhanabhakdi	107,000,000 shares
Mr. Thapana Sirivadhanabhakdi	107,000,000 shares
Mr. Sithichai Chaikriangkrai	1 share
<b>TOTAL NUMBER OF SHARES</b>	<b><u>215,541,504</u> shares</b>

7. Resolution 7 in relation to the proposed approval on the appointment and the determination of the remuneration for the Company’s auditor for the year 2018 was duly passed by the majority of votes of the shareholders who attended the 2018 AGM and cast their votes.

8. Resolution 8 in relation to the proposed approval on the purchase of Directors & Officers Liability Insurance (D&O Insurance) for directors and executives was duly passed by voting of not less than two-thirds of the total votes of the shareholders who attended the 2018 AGM and were entitled to cast their votes. Details of the parties who were required to abstain from voting on Resolution 8 are as follows:

<u>Name of party</u>	<u>Number of shares held</u>
Mr. Narong Srisa-an	1 share
Mr. Puchchong Chandhanakij	1 share
Ms. Kanoknart Rangsihienchai	1 share
Mr. Vivat Tejapaibul	1,541,500 shares
Mr. Panote Sirivadhanabhakdi	107,000,000 shares
Mr. Thapana Sirivadhanabhakdi	107,000,000 shares
Mr. Sithichai Chaikriangkrai	1 share
<b>TOTAL NUMBER OF SHARES</b>	<b><u>215,541,504</u> shares</b>

9. Resolution 9 in relation to the proposed approval on the renewal of the Shareholders’ Mandate for Interested Person Transactions (Shareholders’ Mandate) was duly passed by the majority of votes of the shareholders who attended the 2018 AGM and cast their votes. Details of the parties who were required to abstain from voting on Resolution 9 are as follows:

<u>Name of party</u>	<u>Number of shares held</u>
Mr. Panote Sirivadhanabhakdi	107,000,000 shares
Mr. Thapana Sirivadhanabhakdi	107,000,000 shares
Ms. Wallapa Trisorat	107,000,000 shares
Ms. Atinant Bijananda	88,000,000 shares
Ms. Thapanee Techajareonvikul	107,000,000 shares
Maxtop Management Corp.*	4,327,042,762 shares
Siriwana Co., Ltd.	10,968,060,000 shares
Sirisopha Company Limited	400,000,000 shares
Risen Mark Enterprise Ltd.*	833,335,000 shares
Golden Capital (Singapore) Limited*	<u>16,250,000</u> shares
<b>TOTAL NUMBER OF SHARES</b>	<b><u>17,060,687,762</u> shares</b>

\*The number of shares reflected in this table is an aggregate number of the shares held by the party with the Thailand Securities Depository Co., Ltd. and The Central Depository (Pte) Ltd.

10. Resolution 10 in relation to the proposed approval on the increase, issuance and offering of debentures of the Company was duly passed by voting of not less than three-fourths of the total votes of the shareholders who attended the 2018 AGM and were entitled to cast their votes.

The voting results for the resolutions are as set out below:

Resolution number	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
Resolution 1	20,674,980,030	20,674,980,030	100	0	0
	Remark: There were 54,333,100 abstain votes.				
Agenda 2	<i>Remark: This agenda is for acknowledgement only.</i>				
Resolution 3	20,674,579,482	20,674,579,482	100	0	0
	Remark: There were 59,773,600 abstain votes.				
Resolution 4	20,680,019,982	20,680,019,982	100	0	0
	Remark: There were 54,333,100 abstain votes.				
Resolution 5.1(1)	20,652,404,806	20,068,918,824	97.1747	583,485,982	2.8252
	Remark: There were 81,948,276 abstain votes.				

Resolution number	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
Resolution 5.1(2)	20,652,404,806	19,072,681,403	92.3508	1,579,723,403	7.6491
	Remark: There were 81,948,276 abstain votes.				
Resolution 5.1(3)	20,652,404,806	19,293,280,577	93.4190	1,359,124,229	6.5809
	Remark: There were 81,948,276 abstain votes.				
Resolution 5.1(4)	20,677,665,006	20,632,517,007	99.7816	45,147,999	0.2183
	Remark: There were 56,688,076 abstain votes.				
Resolution 5.1(5)	20,677,665,006	20,643,840,607	99.8364	33,824,399	0.1635
	Remark: There were 56,688,076 abstain votes.				
Resolution 5.2(1)	20,640,356,006	18,973,231,633	91.9229	1,667,124,373	8.0770
	Remark: There were 93,997,076 abstain votes.				
Resolution 5.2(2)	20,677,665,006	20,677,665,006	100	0	0
	Remark: There were 56,688,076 abstain votes.				
Resolution 5.2(3)	20,677,665,006	20,677,665,006	100	0	0
	Remark: There were 56,688,076 abstain votes.				
Resolution 5.3	20,677,665,006	20,677,665,006	100	0	0
	Remark: There were 56,688,076 abstain votes.				
Resolution 6	20,496,192,170	20,496,192,170	99.7241	0	0
	Remark: There were 56,688,076 abstain votes.				
Resolution 7	20,714,088,650	20,692,100,221	99.8938	21,988,429	0.1061
	Remark: There were 54,333,100 abstain votes.				
Resolution 8	20,490,751,670	20,490,751,670	99.6977	0	0
	Remark: There were 62,128,576 abstain votes.				

Resolution number	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
Resolution 9	4,513,400,888	4,512,200,888	99.9734	1,200,000	0.0265
	Remark: There were 1,621,300,862 abstain votes.				
Resolution 10	20,675,134,674	20,675,109,474	99.5507	25,200	0.0001
	Remark: There were 93,287,076 abstain votes.				

The auditor from KPMG Phoomchai Audit Ltd. was the appointed independent scrutineer for this meeting.

Please be informed accordingly.

Yours faithfully,

Nantika Ninvoraskul  
Company Secretary