

Sri Trang Agro-Industry Public Company Limited















THE WORLD'S LEADING FULLY INTEGRATED GREEN RUBBER COMPANY

The Extraordinary General Meeting of Shareholders No.1/2019

6 November 2019

The Voting Card's Example

លិខិតបញ្ជាក់ការឃើញស្នាក់នៅ The Extraordinary General Meeting of Shareholders No.10019 សហគ្រាសកសិកម្មស្រូវស្រែកម្រិតខ្ពស់ (កម្ពុជា) Sri Trang Agro-industry Public Company Limited ផ្សារភ្នំពេញ ទីស្នាក់នៅ: ភ្នំពេញ	លេខ ១	 4028763042	C1
ប្រាក់ចំណូល (amount) \$ 25,553,000 រៀល (khmear) ប្រាក់ចំណូល (amount) \$ 25,553,000 រៀល (khmear)			
លេខសម្គាល់ប្រាក់ ប្រាក់ចំណូល 10019 លេខសម្គាល់ប្រាក់ ប្រាក់ចំណូល 10019			
Sign 1: The shareholder hereby confirms the result of the Extraordinary General Meeting of Shareholders, convened on 21/01/2019			
 <input type="checkbox"/> យល់ព្រម (Approve)			
 <input type="checkbox"/> មិនយល់ព្រម (Disapprove)			
 <input type="checkbox"/> មិនច្បាប់ (Abstain)			
ឈ្មោះ / Signed: _____ ឈ្មោះ/ ឈ្មោះសម្រាប់ ឈ្មោះ/ ឈ្មោះ			
លិខិតបញ្ជាក់ការឃើញស្នាក់នៅ The Extraordinary General Meeting of Shareholders No.10019 សហគ្រាសកសិកម្មស្រូវស្រែកម្រិតខ្ពស់ (កម្ពុជា) Sri Trang Agro-industry Public Company Limited ផ្សារភ្នំពេញ ទីស្នាក់នៅ: ភ្នំពេញ	លេខ ២	 4028763042	C1
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Sign 2: The shareholder hereby confirms the result of the meeting of the ordinary general meeting of the shareholders of Sri Trang Agro-industry Public Company Limited (STAG) in the presence of the shareholders, under the auspices of STAG and STAG's subsidiaries (STAG SDC P)			
 <input type="checkbox"/> យល់ព្រម (Approve)			
 <input type="checkbox"/> មិនយល់ព្រម (Disapprove)			
 <input type="checkbox"/> មិនច្បាប់ (Abstain)			
ឈ្មោះ / Signed: _____ ឈ្មោះ/ ឈ្មោះសម្រាប់ ឈ្មោះ/ ឈ្មោះ			
លិខិតបញ្ជាក់ការឃើញស្នាក់នៅ The Extraordinary General Meeting of Shareholders No.10019 សហគ្រាសកសិកម្មស្រូវស្រែកម្រិតខ្ពស់ (កម្ពុជា) Sri Trang Agro-industry Public Company Limited ផ្សារភ្នំពេញ ទីស្នាក់នៅ: ភ្នំពេញ	លេខ ៣	 4028763042	C1
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Sign 3: Shareholder (For)			
 <input type="checkbox"/> យល់ព្រម (Approve)			
 <input type="checkbox"/> មិនយល់ព្រម (Disapprove)			
 <input type="checkbox"/> មិនច្បាប់ (Abstain)			
ឈ្មោះ / Signed: _____ ឈ្មោះ/ ឈ្មោះសម្រាប់ ឈ្មោះ/ ឈ្មោះ			

The Voting Card's Example

การประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2562

วาระที่ 1



C1

The Extraordinary General Meeting of Shareholders No.1/2019

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

4010033021

ชื่อผู้ถือหุ้น/Name of Shareholder

จำนวนหุ้น (amount) 102 หุ้น (shares) จำนวนเสียง (amount) 102 เสียง (votes)

ขอใช้สิทธิออกเสียงในวาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ซึ่งประชุมเมื่อวันที่ 30 เมษายน 2562

Agenda 1 To consider and certify the Minutes of the 2019 Annual General Meeting of Shareholders, convened on 30 April 2019



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, sign and raise hand up

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 certify the Minutes of the 2019 Annual General Meeting of Shareholders, convened on 30 April 2019
2. To consider and approve the issuance and offering of the newly-issued ordinary shares of Sri Trang Gloves (Thailand) Public Company Limited (STGT) to the directors, executives, and/or employees of STGT and STGT's subsidiaries (STGT ESOP)
3. Other matters (if any)

Agenda 1



To consider and certify the Minutes of the 2019 Annual General Meeting of Shareholders, convened on 30 April 2019

A copy of the Minutes of the 2019 Annual General Meeting of Shareholders is enclosed with Invitation to the Extraordinary General Meeting of Shareholders No.1/2019 and disseminated on the Company's website www.sritranggroup.com

Agenda 2



To consider and approve the issuance and offering of the newly-issued ordinary shares of Sri Trang Gloves (Thailand) Public Company Limited (STGT) to the directors, executives, and/or employees of STGT and STGT's subsidiaries (STGT ESOP)

Background

On 8 July 2019, the Company disclosed the resolutions of the Board of Directors Meeting No. 4/2019 regarding the plan of issuance and offering of newly-issued ordinary shares of STGT in an initial public offering (IPO), and the listing of STGT on the Stock Exchange of Thailand (the “**SET**”) and/or other stock exchanges (Spin-Off). The resolution provides **the percentage of the shares to be offered in the IPO to be not exceeding 31.00 percent of the total paid-up capital of STGT** after the IPO.

The Company’s and its subsidiaries’ shareholding proportion in STGT will be diluted from 81.08 percent to not less than 55.95 percent of the paid-up capital after the IPO. STGT will retain its status as the Company’s subsidiary.

Background

The Board of Directors Meeting No.6/2019, held on 19 September 2019, approved the issuance and offering of the newly-issued ordinary shares of STGT to the directors, executives, and/or employees of STGT and STGT's subsidiaries ("STGT ESOP") amounting to **not exceeding 10,000,000 shares**, at the par value of THB 1 per share. In this regard, the number of the newly-issued ordinary shares issued under STGT ESOP will be a part of the total number of shares to be offered and allocated in the IPO, i.e., STGT ESOP and IPO offering shall not exceed 31.00 percent of the total paid-up capital of STGT after the IPO. In addition, the Board of Directors Meeting approved to propose that the shareholders meeting of the Company further consider and approve the matter.

Objectives and Necessities

1. To create motivation and reward for the performance of the directors, executives and/or employees of STGT and STGT's subsidiaries for their hard work in the best interests of STGT and its shareholders
2. To create motivation for the directors, executives and/or employees of STGT and STGT's subsidiaries who have outstanding performance and are hard to replace, to continue working with STGT in the long term in order to achieve the business goals
3. To keep employees who are knowledgeable and have ability to work with STGT in the long run
4. For the employees to share the ownership in STGT in order for them to align the objectives with the shareholders, and to focus on creating growth and sustainability of STGT

Details of STGT ESOP Scheme



Type of securities	<ul style="list-style-type: none"> The newly-issued ordinary shares of STGT issued and offered to the directors, executives and/or employees of STGT and STGT's subsidiaries 	
Term	<ul style="list-style-type: none"> Two years from the date on which the ordinary shares of STGT are listed on the SET 	
Number of newly-issued ordinary shares to be issued and offered	<ul style="list-style-type: none"> Not exceeding <u>10,000,000 shares</u>, at the par value of THB 1 per share, equivalent to not exceeding <u>0.70 percent</u> of the total issued shares and total voting rights of STGT after the IPO. 	
Offering price per share	At the date of IPO:	<u>90.00 percent</u> of the IPO price
	The first to second year after the IPO:	<u>90.00 percent</u> of the market price ⁽¹⁾
	<ul style="list-style-type: none"> In this regard, in the case where any of the offering prices are lower than the par value, STGT is required to offer the newly-issued ordinary shares to the directors, executives, and/or employees of STGT and STGT's subsidiaries under STGT ESOP at <u>a price equivalent to the par value</u> 	

Note: (1) As specified under the Notification of the Office of the Securities and Exchange Commission regarding the Calculation of Offer Price of Securities and Determination of Market Price for Consideration of Offer For Sale of Newly-issued Shares with Discount

Details of STGT ESOP Scheme (Cont'd)

Offering Period	First Offerings	At the date of IPO:	Not exceed <u>40.00 percent</u> of the total newly-issued ordinary shares to be offered under STGT ESOP, or not exceeding <u>4,000,000 shares</u>
	Second Offerings	The first year after the IPO:	Not exceed <u>30.00 percent</u> of the total newly-issued ordinary shares to be offered under STGT ESOP, or not exceeding <u>3,000,000 shares</u>
	Third Offerings	The second year after the IPO:	Not exceed <u>30.00 percent</u> of the total newly-issued ordinary shares to be offered under STGT ESOP, or not exceeding <u>3,000,000 shares</u>

- The “Offering Date” means the date on which the Board of Directors of STGT or the person delegated by the Board of Directors of STGT, passes a resolution or approves as the date to offer the newly-issued ordinary shares to the directors, executives, and/or employees of STGT and STGT’s subsidiaries under STGT ESOP. STGT will schedule the date to offer the newly-issued ordinary shares to the directors, executives, and/or employees of STGT and STGT’s subsidiaries to be the same, i.e., the date of the first offering of the newly-issued ordinary shares under STGT ESOP is the same as the date of IPO. For the other two offerings (the offering in the first and second year after the IPO), the shares will be offered during 1 July – 15 July 2021 and 2022.

Details of STGT ESOP Scheme (Cont'd)

Offering Period (Cont'd)

- The “Record Date” means:
 1. **For the allocation of newly-issued ordinary shares at the date of IPO:**

The date on which the shareholders meeting of STGT passes a resolution or approves the allocation of its newly-issued ordinary shares for IPO and STGT ESOP which include the approval of the names of the persons who are entitled to the allocation of the newly-issued ordinary shares under STGT ESOP which is expected to be around 22 November 2019.
 2. **For the allocation of newly-issued ordinary shares during the first to second year after the IPO:**

The date on which the Board of Directors of STGT or the person delegated by the Board of Directors of STGT, passes a resolution or approves the names of the persons who are entitled to the allocation of the newly-issued ordinary shares under STGT ESOP. In this regard, the names of such persons will be determined based on the names of the persons entitled to the allocation of the newly-issued ordinary shares under STGT ESOP as approved by the shareholders meeting of STGT or the names of executives and/or employees that the Executive Committee of STGT and/or the person delegated by Executive Committee of STGT will determine.

Details of STGT ESOP Scheme (Cont'd)

Conditions of the allocation

- As at the Record Date, a director, executive, and/or employee must be a director, executive, and/or employee of STGT and STGT's subsidiaries for a period of no less than three months, must not be under a probationary period, and must remain a director, executive, and/or employee of STGT and STGT's subsidiaries at the Offering Date; and
- Each director will be entitled to equal number of ordinary shares, while the number of ordinary shares to which each executive, or employee will be entitled may not be the same and will depend on the position, experience, responsibility, term of employment, achievement, capability and performance, as well as potential benefits to STGT.
- In the case where there are directors, executives, and/or employees of STGT and STGT's subsidiaries who decide not to exercise their rights to purchase the newly-issued ordinary shares on the Offering Date, Executive Committee of STGT and/or the person delegated by Executive Committee of STGT may determine the names of other executives and/or employees of STGT and STGT's subsidiaries for the allocation instead within the offering and allocation period, in accordance with the conditions of the allocation. In this regard, each executives and/or employee will be entitled to the allocation of not exceeding 5.00 percent of the total number of shares to be offered under STGT ESOP.
- The remaining shares not allocated under STGT ESOP (if any) may be offered and allocated in the portion of IPO.

Details of STGT ESOP Scheme (Cont'd)

Persons entitled to the allocation and the number of shares to be allocated

Names	Positions	Number of shares to be allocated (shares)
Mr. Prakob Visitkitjakarn	Chairman of the Board of Directors / Independent Director / Chairman of the Audit Committee / Member of the Nomination Committee / Chairman of the Remuneration Committee	300,000
Mr. Kitichai Sincharoenkul	Vice Chairman / Chairman of the Nomination Committee / Executive Director	300,000
Mr. Viyavood Sincharoenkul	Director / Chairman of the Executive Board	300,000
Mr. Veerasith Sinchareonkul	Director / Chairman of the Risk Management Committee / Executive Director	300,000
Mrs. Unakorn Phruithithada	Director / Independent Director / Member of the Audit Committee	300,000
Mr. Weerakorn Ongsakul	Director / Independent Director / Member of the Audit Committee / Member of the Remuneration Committee / Member of the Risk Management Committee	300,000
Miss Jarinya Jirojkul	Director / Member of the Nomination Committee / Member of the Remuneration Committee / Member of the Risk Management Committee / Executive Director	300,000
Miss Thanawan Sa-ngiamsak	Director / Member of the Risk Management Committee	300,000
Mr. Vitanath Sincharoenkul	Director / Executive Director	300,000

Details of STGT ESOP Scheme (Cont'd)

Persons entitled to the allocation and the number of shares to be allocated

Names	Positions	Number of shares to be allocated (shares)
Mr. Anan Pruksanusak	Director / Executive Director	300,000
Mr. Chia Chee Ping	Director	300,000
Mr. Sarana Boonbaichaiyapruk	Director / Independent Director	300,000

- In this regard, there are no directors, executives and employees of STGT shall be allocated the newly-issued ordinary shares in a number exceeding 5.00 percent of the total number of shares offered for sale under STGT ESOP Scheme.
- The director who is executive and/or employee **will not be** allocated the newly-issued ordinary shares for his position as executive and/or employee.
- The allocation of newly-issued ordinary shares under STGT ESOP will not cause the group of Sincharoenkul family, which consists of Mr. Viyavood Sincharoenkul, Mr. Kitichai Sincharoenkul, Mr. Paul Sumade Lee, Mrs. Voradi Sincharoenkul, Mr. Veerasith Sinchareonkul, Mr. Somwang Sincharoenkul, Mr. Vitanath Sincharoenkul, and Sri Trang Holdings Company Limited, to directly or indirectly hold shares in STGT in an amount exceeding 10.00 percent of the paid-up capital of STGT after the first day of trading, which will be disclosed in the Registration Statement for Offer for Sale of Securities of STGT, and/or the draft prospectus of STGT.

Details of STGT ESOP Scheme (Cont'd)

Secondary Market	<ul style="list-style-type: none"> STGT will list the newly-issued ordinary shares on the SET. 	
Effects on the shareholders	Price Dilution	0.07 percent
	Earnings Per Share Dilution and Control Dilution of STGT's shareholders	Not exceed 0.70 percent
	Earnings Per Share Dilution and Control Dilution of Company's shareholders	Not exceed 0.57 percent

Issue for Considerations of Agenda 2

To approve the issuance and offering of the newly-issued ordinary shares of STGT to the directors, executives and/or employees of STGT and STGT's subsidiaries in an amount not exceeding 10,000,000 shares, at the par value of THB 1 per share

This agenda must be approved by votes of no less than three-quarters (3/4) of the total votes cast by the shareholders attending the meeting and being entitled to vote, and there shall not be shareholders holding shares in an aggregate number of more than 10.00 (ten) percent of the total votes of the shareholders attending the meeting and voting to oppose the offering of the newly-issued ordinary shares of STGT under STGT ESOP.

Agenda 3



Other matters (if any)

member of
SRI TRANG
GROUP

