

Notice to Attend the Annual General Meeting of Shareholders No. 27/2020

Minor International Public Company Limited

Due to the Coronavirus 19 (COVID-19) outbreak, the Company would like to inform the guidelines for attending the meeting as follows:

1. the Company encourages the shareholders to consider granting proxy to the Company's director to attend and vote in the meeting and send the proxy form to the Company prior to the date of the meeting;
2. the Company will follow the guideline of the Department of Disease Control, Ministry of Public Health and Announcement of the Bangkok Metropolitan Administration, re: prevention of COVID-19 in relation to conventions, seminars or similar activities, including to set up health screening points for signs of fever and respiratory symptoms. For the persons who are at risk, the Company would appreciate the corporation of the shareholders to consider granting proxy to the Company's director to attend and vote in the meeting of their behalf and the Company recommends the shareholders to observe their health prior to attending the meeting; and
3. The Company will provide hand washing facilities or alcohol hand sanitizer and advise shareholders to wash their hands with soap or alcohol hand sanitizer before and after attending the meeting.

Important Notes:

1. *The meeting registration starts at 11.00 am.*
2. *Snack, coffee, and tea will NOT be provided and snacking in the Meeting area is not allowed.*
3. *No souvenir will be given in order to minimize direct contact and to comply with the regulatory bodies' guidelines which encourage listed companies to refrain from/discontinue giving souvenirs to shareholders at a shareholders meeting.*
4. *Refrain from distributing the 2019 Annual Report and Notice of the 2020 AGM. To reduce contact with other people and for safety Hygiene of all participants.*
5. *Due to very limited seats, Shareholders cannot enter into the Meeting area when all the seats (100 seats) are occupied.*

- Translation -

May 20, 2020

Subject : Invitation of the Annual General Meeting of Shareholders No. 27/2020

To : Shareholders of Minor International Public Company Limited

- Enclosures**
1. 2019 Annual Report (QR Code) (Enclosure for Agenda 1 and Agenda 2)
 2. Registration Form
 3. Credentials and background of nominated directors (Enclosure for Agenda 4)
 4. Definition of independent Director (Enclosure for Agenda 4)
 5. Remuneration of Directors for the year 2020 (Enclosure for Agenda 5)
 6. Credentials and background of Auditors (Enclosure for Agenda 6)
 7. Capital Increase Report Form (F53-4) (Enclosure for Agenda 7, 9, 10)
 8. Preliminary details of warrants to purchase ordinary shares of Minor International Public Company Limited No. 7 (MINT-W7) (Enclosure for Agenda 7, 9, 10)
 9. Information on the Issuance and Offering of Debentures and Authorization in Relation to the Issuance and Offering of Debentures (Enclosure to Agenda 12)
 10. Proxy form and details of an independent director who can be a proxy
 11. Articles of Association concerning the Shareholders Meeting
 12. Guidelines for Registration, Proxy Appointment and documents required in order to attend the Shareholders Meeting
 13. QR Code Downloading Procedures for documents related to a notice of the 2020 Annual General Meeting of Shareholders and 2019 Annual Report
 14. A copy of the Minutes of the Annual General Meeting of Shareholders No.26/2019
 15. Map of the meeting place

The Board of Directors' Meeting of Minor International Public Company Limited (the "**Company**") No. 5/2020 has resolved to convene the Annual General Meeting of Shareholders No. 27/2020 on June 19, 2020 at 1:00 p.m., at Grand Riverside Ballroom, 10th Floor, AVANI+ Riverside Bangkok, to consider the following agenda items:

Agenda 1 To consider and acknowledge the Annual Report and the Board of Directors' report on the Company's performance for the year 2019

Facts and reasons The Board of Directors report on the Company's performance for the year 2019 is available in the Annual Report delivered to all shareholders along with this notice in QR Code (Enclosure 1).

Board of Directors' opinion The Board of Directors considered the matter and was of the opinion that the report contains information on the Company's performance and significant changes that occurred in the financial year 2019. Therefore, the Meeting should acknowledge the Company's Annual Report and the Board of Directors report for the year 2019 as in the Annual Report sent to the shareholders.

Voting This agenda is for acknowledgement and does not require voting.

Agenda 2 To consider and approve the Financial Statements for the year ended December 31, 2019 including to acknowledge the auditor's report

Facts and reasons The Financial Statements for the year ended December 31, 2019 in the "Financial Statements" Section of the Annual Report as reviewed by the Audit Committee and audited by the auditor are delivered to all shareholders along with this notice (Enclosure 1).

Board of Directors' opinion The Board of Directors considered the matter and was of the opinion that the proposed Financial Statements have been audited by the Company's auditor which has expressed the opinion that the proposed Financial Statements contain information that is accurate in accordance with the generally accepted accounting principles. The proposed Financial Statements have also been reviewed by the Company's Audit Committee. Therefore, the Meeting should approve the proposed Financial Statements for the year ended December 31, 2019 and acknowledge the auditor's report.

Voting This resolution must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting and cast their votes.

Agenda 3 To consider and approve the allocation of profit for the statutory reserve and the omission of dividend payment for the year 2019

Facts and reasons Under Section 116 of the Public Limited Company Act, B.E. 2535 (1992) (as amended) (the "**PLCA**") and Article 38 of the Company's Articles of Association, the Company is required to set aside a legal reserve not less than 5% of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10% of the registered capital of the Company. The reserve is non-distributable.

In 2019, the consolidated net profit and the Company's net profit were 10,698 Million Baht and 3,846 Million Baht, respectively. For the year 2019, the Company's legal reserve was 485 Million Baht which is equivalent to 10% of registered capital and meets the requirements of the law and the Articles of Association of the Company.

However, as the Board of Directors approved to propose that the Shareholders' Annual General Meeting consider and approve the increase of the registered capital of the Company, the additional statutory legal reserve in the amount of 103.80 Million Baht should be allocated which will result in increasing of the Company's legal reserve to 588.78 Million Baht, a complete 10% of registered capital of the Company, in compliance with the requirement of the law and the Articles of Association of the Company. The additional statutory legal reserve is calculated based on the new registered capital which includes the increase of the registered capital for the allocation for shares in the offering of new ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering), the

issuance of the Company's warrants to purchase ordinary shares No.7 (MINT-W7) and the adjustment of the exercise ratio of MINT-W6 warrants.

In relation to the consideration of dividend payment, the Company and its subsidiaries have the policy to take into consideration potential growth of the companies' performance, investment plans, business expansion, and terms and conditions of loans and debentures of the Company and its subsidiaries, as well as the necessity and appropriateness to enhance shareholders' value in the long term. The Company and subsidiaries do not have a fixed dividend payout ratio, and therefore the dividend payment is considered based on their financial performance in each year. The dividend payment is determined by the Board of Directors on a yearly basis which cannot be specified in percentage.

Board of Directors' opinion The Board of Directors considered the matter and was of the opinion that:

1. Allocation for additional statutory legal reserve for 103.80 Million Baht which will result in a complete 10% of registered capital of the Company, in compliance with the requirement of the law and the Articles of Association of the Company. Thus, the additional statutory legal reserve is calculated based on the new registered capital which includes the increase of the registered capital for the allocation for shares in the offering of new ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering), the issuance of the Company's warrants to purchase ordinary shares No.7 (MINT-W7) and the adjustment of the exercise ratio of MINT-W6 warrants.
2. Due to the economic uncertainty resulted from the COVID-19 outbreak situation, the Board of Directors resolved to omit the dividend payment for the operating results of the year 2019, in order to preserve the Company's liquidity and working capital.

Voting This resolution must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting and cast their votes.

Agenda 4 To consider and approve the election of the directors completing their term for the year 2020

Facts and reasons

According to Article 14 of the Company's Articles of Association, one-third of the Company's directors (or the number nearest to one-third), who serve as director for the longest term, shall retire from office. For this year, there are 4 directors to retire from their office, namely:

- | | |
|----------------------------------|---|
| 1. Khunying Jada Wattanasiritham | Independent Director / Chairman of the Audit Committee / Chairman of the Compensation Committee / Member of the Nominating and Corporate Governance Committee |
|----------------------------------|---|

2. Mr. Charnporn Jotikasthira	Independent Director / Member of the Audit Committee / Chairman of the Risk Management Oversight Committee / Member of the Compensation Committee / Member of the Nominating and Corporate Governance Committee
3. Mr. Emmanuel Jude Dillipraj Rajakarier	Director
4. Mr. John Scott Heinecke	Director / Member of the Risk Management Oversight Committee

According to the good corporate governance guidelines of the Company, the Company shall not appoint or reappoint a person or continue the directorship of any person as an independent director who has attained the age of 75 years. In this regards, Khunying Jada Wattanasiritham will attain the age of 75 years in 2020, therefore, the Company is unable to reappoint Khunying Jada Wattanasiritham as the director of the Company.

In addition, under section 86 of the PLCA and article 24 of the Articles of Association of the Company, no director shall operate any business which has the same nature as and is in competition with the business of the Company or become a partner in an ordinary partnership or become a partner with unlimited liability in a limited partnership or become a director of a private company or any other company operating a business which has the same nature as and is in competition with the business of the Company, either for his or her own benefit or for the benefit of other persons, unless he or she notifies the shareholders' meeting prior to the resolution for his or her appointment. Thus, the Company would like to notify the shareholders according to section 86 of the PLCA and article 24 of the Articles of Association of the Company that Mr. Charnporn Jotikasthira is currently an independent director of Singha Estate Pcl., an operator in property investment, development and management and hotel business, which has the same nature as the business of the Company and may be in competition with the business of the Company.

The Company had provided the shareholders with an opportunity to nominate individuals they consider appropriate to be selected as directors of the Company, including items for the AGM agenda. However, it appeared that on the expiration of the time specified, neither candidates for directorship nor the agenda have been proposed to the Company.

Board of Directors' opinion

The Board of Directors, with the recommendation of the Nominating and Corporate Governance Committee and taking into carefully consideration qualifications, experience and expertise of the retiring directors and the best interest of the Company, was of the opinion that

these 3 retiring directors: 1) Mr. Charamporn Jotikasthira 2) Mr. Emmanuel Jude Dillipraj Rajakarier and 3) Mr. John Scott Heinecke should be re-elected for another term.

Moreover, the Board of Directors considered that Mr. Charamporn Jotikasthira, who is nominated as an independent director should also be re-elected as the independent director of the Company for another term, as he is capable of expressing opinions independently and his qualifications are in accordance with relevant rules.

In accordance with the good corporate governance guidelines of the Company, Khunying Jada Wattanasiritham shall not be re-elected, the Board of Directors, with the recommendation of the Nominating and Corporate Governance Committee, carefully and cautiously considered and nominated Ms. Camille Ma as a director, an independent director and Audit Committee in replacement of Khunying Jada Wattanasiritham, whereby Ms. Camille Ma is capable of expressing opinions independently and her qualifications are in accordance with relevant rules. (Details of credentials and background of each nominated person are in Enclosure 3 and Definition of Independent Directors of the Company is as prescribed in Enclosure 4).

Details of directors and their positions proposed for election are as follows:

No.	Persons proposed for re-election	Current Position
1.	Mr.Charamporn Jotikasthira	Independent Director / Member of the Audit Committee / Chairman of the Risk Management Oversight Committee / Member of the Compensation Committee / Member of the Nominating and Corporate Governance Committee
2.	Mr. Emmanuel Jude Dillipraj Rajakarier	Director
3.	Mr. John Scott Heinecke	Director / Member of the Risk Management Oversight Committee
4.	Ms. Camille Ma	Independent Director / Member of the Audit Committee / Chairman of the Compensation Committee / Member of the Nominating and Corporate Governance Committee

Voting The resolution to re-elect and appoint each director must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting and cast their votes pursuant to criteria and procedures described in Article 13 of the Company's Articles of Association.

Agenda 5 To consider and approve the directors' remuneration for the year 2020

Facts and reasons The Board of Directors, with the recommendation of the Nominating and Corporate Governance Committee, considered and determined guidelines for fixing directors' remuneration by taking into consideration

the industry practice, duties and responsibilities of directors and the performance of the Company.

Board of Directors' opinion

The Board of Directors, with the recommendation of the Nominating and Corporate Governance Committee, taking into consideration directors' accountability, the Company's performance, business size, net profit and the current economy, considered and deemed it appropriate to propose that the Meeting approve directors' remuneration for the year 2020, which is the same rate as that of 2019, the details of which are proposed in Enclosure 5.

Voting This resolution must be passed by votes of not less than two-thirds of the total number of votes of the shareholders and proxy holders who attend the meeting.

Agenda 6 To consider and approve the appointment the auditors for the year 2020 and the auditing fee

Facts and reasons

The Meeting should consider and appoint an auditor and fix the auditing fee for the year 2020 to comply with section 120 of the PLCA and Article 32 (5) of the Articles of Association of the Company.

Board of Directors' opinion

The Board of Directors considered the matter and was of the opinion that the Meeting should approve that;

- 1) Mrs. Anothai Leekitwattana Certified Public Accountant (Thailand)
No. 3442 and/or
- 2) Mr. Paiboon Tunkoon Certified Public Accountant (Thailand)
No. 4298 and/or
- 3) Mr. Chanchai Chaiprasit Certified Public Accountant (Thailand)
No. 3760

of PricewaterhouseCoopers ABAS Limited be appointed as the Company's and its subsidiaries auditors for the year 2020 and any one of these recommended auditors be authorized to conduct the verification, audit, expression opinion, signing the audit report and other matters in relation to the financial statements of the Company and its subsidiaries for the year 2020, retroactive effect since the beginning of 2020.

In case where the appointed auditor(s) is incapable of performing the duties, PricewaterhouseCoopers ABAS Limited shall procure another Certified Public Accountant from PricewaterhouseCoopers ABAS Limited to perform the duties. (Mrs. Anothai Leekitwattana has conducted the audit and expressed her opinion about the financial statements of the Company for the year 2015-2019)

The Board of Directors also proposes the Meeting to consider and approve the fees for the audit of yearly financial statements and the review of interim financial statements of the Company for the fiscal year

of 2019 will not be more than 2,380,000 Baht, which is equal to audit fees of the year 2019.

Unit: Baht	2018	2019	2020
Audit fee	2,380,000	2,380,000	2,380,000

The auditors of the Company are the same persons with the auditors of the subsidiaries of the Company for the year 2019 and their names are on the approved auditors list of the Office of the Securities and Exchange Commission. In considering this appointment, the Board of Directors took into account the readiness, scope of services, audit fees, together with the external auditors' experience and independence. These auditors are not a director, staff, employee or person holding any position or having any duty in the Company. They have no relationships or conflicts of interest among the Company and its subsidiaries, the executive, the major shareholders, or other related persons of these parties. Moreover, the audit process, the continuity of audit, and the past performance are on a satisfactory level. In 2019, there were no remunerations paid to auditors other than the audit fees. Credentials and background of auditors are in Enclosure 6.

Voting This resolution must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting and cast their votes.

Agenda 7 To consider and approve the increase of the registered capital of the Company from 4,849,860,006 Baht to 5,887,815,947 Baht, by issuing up to 1,037,955,941 new ordinary shares, with a par value of 1 Baht

Facts and reasons

The Company proposes the increase of the registered capital of the Company by 1,037,955,941 Baht from 4,849,860,006 Baht to 5,887,815,947 Baht by issuing up to 1,037,955,941 new ordinary shares each at the par value of 1 Baht for the following purposes: 1) to offer to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering), 2) to reserve for the exercise of the right to purchase ordinary shares under the Company's warrants to purchase ordinary shares No.7 (MINT-W7), which will be issued to existing shareholders of the Company in proportion to their respective shareholdings and 3) to reserve for the adjustment of the exercise ratio of MINT-W6 warrants in accordance with the Terms and Conditions governing the Rights and Obligations of the Issuer and Holders of the Warrants to purchase ordinary shares of Minor International Public Company Limited No.6 (MINT-W6). Further information is set out in Enclosures 7 and 8.

Board of Directors' opinion

The Board of Directors considered the matter and was of the opinion that the Meeting should approve the increase of the registered capital of the Company by 1,037,955,941 Baht from 4,849,860,006 Baht to

5,887,815,947 Baht by issuing up to 1,037,955,941 new ordinary shares each at the par value of 1 Baht for the following purposes: 1) to offer to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering), 2) to reserve for the exercise of the right to purchase ordinary shares under the Company's warrants to purchase ordinary shares No.7 (MINT-W7), which will be issued to existing shareholders of the Company in proportion to their respective shareholdings and 3) to reserve for the adjustment of the exercise ratio of MINT-W6 warrants in accordance with the Terms and Conditions governing the Rights and Obligations of the Issuer and Holders of the Warrants to purchase ordinary shares of Minor International Public Company Limited No.6 (MINT-W6) as proposed.

Voting This resolution must be passed by the votes of not less than three-fourths of the total votes of shareholders and proxy holders who attend the meeting and are entitled to vote.

Agenda 8 To consider and approve the amendment of the Clause 4 of the Memorandum of Association pursuant to the increase of the registered capital

Facts and reasons In order to be in line with the increase of the Company's registered capital as mentioned in Agenda 7 above, it is appropriate to approve the amendment of Clause 4 of the Company's Memorandum of Association with the details as follows:

“Clause 4. Registered capital	5,887,815,947 Baht	(Five billion eight hundred eighty seven million eight hundred fifteen thousand and nine hundred forty seven Baht)
Divided into	5,887,815,947 shares	(Five billion eight hundred eighty seven million eight hundred fifteen thousand and nine hundred forty seven shares)
Par value per	1 Baht	(One Baht)
Divided into		
Ordinary shares	5,887,815,947 shares	(Five billion eight hundred eighty seven million eight hundred fifteen thousand and nine hundred forty seven shares)
Preferred shares	- shares	(- shares)”

In this regard, the Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to undertake any acts necessary and related to the amendment of Clause 4 of the Company's Memorandum of Association.

Board of Directors 'opinion

The Board of Directors considered the matter and was of the opinion that the Meeting should approve the amendment of Clause 4 of the Company's Memorandum of Association to be in accordance with the increase of the Company's registered capital as proposed.

The Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to undertake any acts necessary and related to the amendment of Clause 4 of the Company's Memorandum of Association.

Voting This resolution must be passed by votes of not less than three-fourths of the total votes of shareholders and proxy holders who attend the meeting and are entitled to vote.

Agenda 9 To consider and approve the issuance of the Company's warrants to purchase ordinary shares No.7 (MINT-W7) up to 313,831,156 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings

Facts and reasons

To provide readiness and enhance financial strengths of the Company so that the Company has financial flexibility in proceeding with its future projects as well as to reserve funds to be used as working capital and/or to repay debts when the warrant holders exercise their rights under the Company's warrants, the Company proposes the issuance of the Company's warrants to purchase ordinary shares No.7 (MINT-W7) in the amount of up to 313,831,156 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings at no offering price, (zero Baht) at the ratio of 17 ordinary shares to 1 unit of warrant (any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down), with a term of up to 3 years from the issuance date, having an exercise ratio of 1 unit of warrant per 1 ordinary share at an exercise price of a premium of not more than 10% to the market price (the "**Exercise Price**"), (the "**MINT-W7 Warrants**"). The market price refers to volume weighted average price of the Company's shares for 7 – 15 consecutive trading days prior to the date where the Exercise Price and details with regards to the issuance of the MINT-W7 Warrants are determined. Please refer to the preliminary details of the MINT-W7 Warrants in Enclosure 8.

The record date for determining the rights of shareholders to receive the MINT-W7 Warrants will be determined later and announced via the Stock Exchange of Thailand's information disclosure system. However, the determination of such right remains uncertain and subject to an approval of the Annual General Meeting of shareholders.

In this regard, the Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to undertake any actions with regard to the issue and allocation of the MINT-W7 Warrants, including, but not limited

to determining or modifying the criteria, terms and conditions, and other details related to the MINT-W7 Warrants, including the allocation either once in full or in several occasions, the allocation ratio, the payment method, the exercise ratio, the Exercise Price and the calculation of the Exercise Price (including any premium), the record date for determining the rights of the Company's shareholders to receive the MINT-W7 Warrants, the first and last exercise date, and any other relevant terms and details. The said person(s) shall also be authorized to negotiate and sign in any relevant documents and agreements and perform any other necessary actions related to the issuance and allocation of the MINT-W7 Warrants, the listing of the MINT-W7 Warrants to be issued and the ordinary shares to be issued upon exercising the right to purchase ordinary shares under the MINT-W7 Warrants on the Stock Exchange of Thailand, as well as to proceed with applications for the necessary approval from relevant authorities and to appoint and designate other appropriate persons to be the substitute attorney in fact to perform the above.

Board of Directors' opinion

The Board of Directors considered the matter and was of the opinion that the Meeting should approve the issuance of the MINT-W7 Warrants in the amount of up to 313,831,156 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings at no offering price, (zero Baht) at the ratio of 17 ordinary shares to 1 unit of warrant (any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down).

The Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to undertake any actions with regard to the issue and allocation of the MINT-W7 Warrants, including, but not limited to determining or modifying the criteria, terms and conditions, and other details related to the MINT-W7 Warrants, including the allocation either once in full or in several occasions, the allocation ratio, the payment method, the exercise ratio, the Exercise Price and the calculation of the Exercise Price (including any premium), the record date for determining the rights of the Company's shareholders to receive the MINT-W7 Warrants, the first and last exercise date, and any other relevant terms and details. The said person(s) shall also be authorized to negotiate and sign in any relevant documents and agreements and perform any other necessary actions related to the issuance and allocation of the MINT-W7 Warrants, the listing of the MINT-W7 Warrants to be issued and the ordinary shares to be issued upon exercising the right to purchase ordinary shares under the MINT-W7 Warrants on the Stock Exchange of Thailand, as well as to proceed with applications for the necessary approval from relevant authorities and to appoint and designate other

appropriate persons to be the substitute attorney in fact to perform the above.

Voting This resolution must be passed by the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes.

Agenda 10 To consider and approve the allocations of up to 1,037,955,941 shares at the par value of Baht 1.00 per share, in accordance with the details as follows:

- a. To allocate up to 716,124,785 new ordinary shares for an offering to the existing shareholders of the Company in proportion to their respective shareholdings
- b. To allocate up to 313,831,156 new ordinary shares for the exercise of the MINT-W7 Warrants which will be issued to existing shareholders of the Company in proportion to their respective shareholdings
- c. To allocate up to 8,000,000 shares for the adjustment of the exercise ratio of MINT-W6 warrants due to the offering of new ordinary shares in the Rights Offering at a price which may be lower than 90 percent of the market price in accordance with the Terms and Conditions governing the Rights and Obligations of the Issuer and Holders of the Warrants to purchase ordinary shares of Minor International Public Company Limited No.6 (MINT-W6)

Please refer to details of the allocations as set out below.

Facts and reasons

The Company proposes the allocations of up to 1,037,955,941 new ordinary shares, with a par value of 1 Baht each, as follows. Further information is set out in Enclosure 7.

- a. To allocate up to 716,124,785 new ordinary shares for an offering to the existing shareholders of the Company in proportion to their respective shareholdings at the ratio of not lower than 6.45 existing ordinary shares to 1 new ordinary share, in the case of a fraction of a share, the fraction shall be rounded down, and any new ordinary shares remaining unsubscribed from the first allocation will be re-allocated to every shareholder who has oversubscribed for and fully paid the price of the subscribed shares, whereby each round of reallocation will be made accordingly in proportion to their respective shareholding of each oversubscribing shareholder (the “**Rights Offering**”). In this regard, the allocation of the oversubscribed shares shall be made in accordance with the following details:
 - 1) In the case that the number of shares remaining from the first allocation to the existing shareholders in proportion to their respective shareholdings is higher than or equal to the number of shares which are oversubscribed for by the existing shareholders, the Company will allocate the remaining shares to all oversubscribing shareholders who

have fully paid the price of the oversubscribed shares in accordance with the number of shares for which they have expressed their intention to oversubscribe.

- 2) In the case that the number of shares remaining from the first allocation to the existing shareholders in proportion to their respective shareholdings is lower than the number of shares which are oversubscribed for by the existing shareholders, the Company will allocate the remaining shares to the oversubscribing shareholders as follows.
 - a) The Company will allocate the remaining shares by multiplying the shareholding percentage of each oversubscribing shareholder by the number of the remaining shares, the result thereof will be in the whole number of shares to be allocated to the oversubscribing shareholders. In the case of a fraction of a share, the fraction shall be rounded down. However, the number of shares to be allocated shall not exceed the number of shares for which each shareholder has subscribed and fully paid for.
 - b) In the case where there are shares remaining from the allocation pursuant to 2)a), the Company will allocate the remaining shares to each oversubscribing shareholder who has not been fully allocated with oversubscribed shares by multiplying the shareholding percentage of each oversubscribing existing shareholder by the number of the remaining shares, the result thereof will be the whole number of shares to be allocated to the oversubscribing shareholders. In the case of a fraction of a share, the fraction shall be rounded down. However, the number of shares to be allocated shall not exceed the number of shares for which each shareholder has subscribed and fully paid for. The Company shall allocate the oversubscribed shares to the oversubscribing shareholders in accordance with the procedures under this provision until there are no shares remaining from the allocation.

If any subscription of shares results in any subscribing shareholder holding the shares in the amount which reaches or crosses the point where a tender offer to purchase all securities of the Company is required under the law, such shareholder must

comply with the obligations stipulated under the relevant laws and regulations.

The offering price of new ordinary shares in the Rights Offering (the “**Offering Price**”) shall be calculated from the volume weighted average price of the Company’s shares during 7 - 15 consecutive trading days prior to the date on which the Offering Price is determined (the “**Market Price**”) less a discount of no more than 15% to the Market Price. The Company will announce the Offering Price prior to the record date for determining the rights of the Company’s shareholders who will be offered to subscribe for new ordinary shares in the Rights Offering.

In addition, the Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to, following the announcement of the Offering Price, adjust or modify, either by increasing or reducing, the announced Offering Price (the “**Offering Price Adjustment**”) if it is deemed appropriate for the success of the Rights Offering taking into account the relevant market condition, provided that the Offering Price Adjustment shall be no more than 10% of the announced Offering Price.

The record date for determining the rights of the Company’s shareholders who will be offered to subscribe for new ordinary shares in the Rights Offering will be June 29, 2020. However, the determination and details of such right remains uncertain and subject to an approval of the Annual General Meeting of shareholders.

However, the Company reserves the right to not offer or allocate the new ordinary shares in the Rights Offering to any shareholder if such offering or allocation will or may result in the Company being subject to any obligations under the law of other jurisdictions.

- b. To allocate up to 313,831,156 new ordinary shares for the exercise of the right to purchase ordinary shares under the MINT-W7 Warrants, which will be issued to existing shareholders of the Company in proportion to their respective shareholdings in accordance with the details set out in paragraph 6. above.
- c. To allocate up to 8,000,000 shares for the adjustment of the exercise ratio of MINT-W6 warrants due to the offering of new ordinary shares in the Rights Offering at a price which may be lower than 90 percent of the market price in accordance with the Terms and Conditions governing the Rights and Obligations of the Issuer and Holders of the Warrants to purchase ordinary shares

of Minor International Public Company Limited (MINT-W6) (the “**MINT-W6 Right Adjustment**”).

In accordance with the Terms and Conditions governing the Rights and Obligations of the Issuer and Holders of the Warrants to purchase ordinary shares of the Minor International Public Company Limited (MINT-W6), the MINT-W6 Right Adjustment shall be calculated from the volume weighted average price of the Company’s shares 15 consecutive trading days prior to the first day which purchasers of ordinary shares shall not be granted the rights to subscribe for the Rights Offering (the first date that the SET has posted the “XR” sign) (This is not applicable to the issuance of the MINT-W7 Warrants as the exercise price will be at market price or at premium to the market price).

The Company has determined the record date for determining the rights of the Company’s shareholders who will be offered to subscribe for new ordinary shares in the Rights Offering will be June 29, 2020. Therefore, the first date that the SET has posted the “XR” sign will be June 26, 2020.

As at the date of the Board of Directors’ Meeting, the market price for calculation of the MINT-W6 Right Adjustment remains uncertain; therefore, the Company proposes to allocate up to 8,000,000 shares for the MINT-W6 Right Adjustment by using possible scenarios to calculate. If the number of shares that is proposed to the Shareholders’ Annual General Meeting to be allocated for the MINT-W6 Right Adjustment is not sufficient, the Company shall further propose to a shareholders’ meeting of the Company to approve a capital increase and an allocation of additional shares in order to protect the rights of the MINT-W6 warrant holders.

In this respect, the Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to undertake any actions with regard to the allocations of such new ordinary shares including, but not limited to;

- (1) determining or modifying the terms and other details in relation to the Rights Offering and the allocation of new ordinary shares issued for the exercise of the right to purchase ordinary shares under the MINT-W7 Warrants and the MINT-W6 Right Adjustment, including: (i) the number of new ordinary shares to be allotted for each of the allocations, (ii) the record date for determining the rights of the Company’s shareholders who will be offered to subscribe for new ordinary shares in the Rights Offering, (iii) any shareholders who may not be offered to

subscribe for new ordinary shares in the Rights Offering if such offering or allocation will or may result in the Company being subject to any obligations under the law of other jurisdictions, (iv) the offering ratio (i.e. the ratio of existing shares to new shares) of the Rights Offering, the Offering Price and the calculation of Offering Price (including any discount) in the Rights Offering and the allocation of new ordinary shares in the Rights Offering, (v) the subscription and payment period of the Rights Offering, and (vi) any other terms and details relating to the foregoing matters;

- (2) entering into negotiation, agreement and execution of the relevant documents and agreements as well as taking any action in connection with the allocations of such new ordinary shares;
- (3) execution of application for permission and waiver, any necessary evidence in connection with the allocations of such new ordinary shares, including the arrangement and submission of application for such permission and waiver, documents and evidence to relevant authorities or agencies, listing such new ordinary shares on the Stock Exchange of Thailand and being empowered to take any other action which is necessary for the allocations of such new ordinary shares; and
- (4) appointing and designating other appropriate persons to be the substitute attorney in fact to perform the above.

Board of Directors' opinion

The Board of Directors considered the matter and was of the opinion that the Meeting should approve the allocations of new ordinary shares as proposed.

Voting This resolution must be passed by the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes.

Agenda 11

To consider and approve the amendment to the Company's Articles of Association, Article 21 and Article 32/1

Facts and reasons

On 18 April 2020, the Royal Thai Government has enacted the Royal Decree on Teleconferences through Electronic Means B.E. 2563 (2020) (the "Royal Decree"), which came into force on 19 April 2020. In particular, the Royal Decree revoked the Announcement of the National Council for Peace and Order No. 74/2557 Re: Teleconferences through Electronic Devices, dated 27 June 2014.

In order to be comply with the change of law and the changing of laws or regulations in the future, it is recommended to amend the Company's

Articles of Association provide flexibility in teleconference through electronic devices.

Current Articles of Association	Proposed amendment Articles of Association
<p>Article 21. The board of directors shall hold a meeting at least once every three months in the province in which the head office of the Company or branch office is located or in a nearby province or province in which the chairman sees appropriate. If not specified, the place of the meeting shall be the head office of the Company.</p>	<p>- Article 21: The board of directors shall hold a meeting at least once every three months in the province in which the head office of the Company or branch office is located or in a nearby province or <u>any other province in the Kingdom of Thailand or at any other location</u> in which the chairman <u>of the Board of Director</u> sees appropriate. If not specified, the place of the meeting shall be the head office of the Company.</p> <p><u>The meeting of the board of directors can be conducted via teleconference through electronic devices in accordance with rules, procedures and conditions as stipulated by the laws.</u></p>
<p>Article 32. The subject matter of the annual general meeting of shareholders shall consist of:</p> <ol style="list-style-type: none"> (1) Considering and acknowledging the annual report of the board of directors regarding the Company's business operation during the past year (2) Considering and approving the balance sheet and the profit and loss statement (3) Considering and approving the appropriation of profit and dividend payment (4) Electing the director to replace the directors who are retired by rotation; and (5) Appointing an auditor and determining annual remuneration. 	<p>Article 32. The subject matter of the annual general meeting of shareholders shall consist of:</p> <ol style="list-style-type: none"> (1) Considering and acknowledging the annual report of the board of directors regarding the Company's business operation during the past year (2) Considering and approving the balance sheet and the profit and loss statement (3) Considering and approving the appropriation of profit and dividend payment (4) Electing the director to replace the directors who are retired by rotation; and (5) Appointing an auditor and determining annual remuneration. <p>- <u>Article 32/1: The meeting of the shareholders can be conducted via teleconference through electronic devices in accordance with rules, procedures and conditions as stipulated by the laws</u></p>

In addition, for the purpose of good order in effecting registration of the amendment of the Articles of Association which may require revision of words or statements in the Articles of Association in the registration documents or minutes of the shareholders meeting in accordance with order, suggestion or opinion of the registrar, Department of Business Development, Ministry of Commerce, or officers of other relevant authorities, it was deemed appropriate to propose to the shareholders meeting for an approval to delegate the authority to the directors and/or Executive Committee and/or Chief Executive Officer of the Company (collectively referred to as "**the Authorized Persons**") and/or authorized directors of the Company and/or any persons assigned by the Authorized Person and/or authorized directors of the Company to amend the words or statements in documents and/or application for the purpose of registration of the amendment of the Articles of Association with Department of Business Development, Ministry of Commerce, including to delegate the authority to another person, forthwith without the need to seek further approval from the Board of Directors' meeting or the Shareholders' meeting.

Board of Directors' opinion The Board of Directors considered the matter and was of the opinion that the Meeting should approve the amendment to the Company's Articles of Association, Article 21 and Article 32/1 and the delegation, as proposed.

Voting This resolution must be passed by a vote of not less than three-fourths of the total votes of the shareholders and proxy holders who attend the meeting and are entitled to vote.

Agenda 12 To consider and approve an issuance and offering of debentures

Facts and reasons In order to facilitate the Company's capital investment, business expansion, and increase in financial flexibility and debt repayment, the Company plans to raise funds by issuing and offering debentures and the authorization in relation to the issuance and offering. (Details are set forth in Enclosure 9)

Board of Directors' Opinion The Board of Directors considered the matter and was of the opinion that the Meeting should approve the issuance and offering of debentures and the authorization in relation to the issuance and offering as proposed.

Voting This resolution must be passed by a vote of not less than three-fourths of the total votes of shareholders and proxy holders who attend the meeting and are entitled to vote.

The Company has fixed the Record Date on June 1, 2020 to determine shareholders who are entitled to attend and vote at the Annual General Meeting of Shareholders No. 27/2020.

Please attend the meeting at the date, time and place mentioned above. If you wish to appoint a person to attend and vote at the meeting on your behalf, please submit the proxy form to the Chairman and/or an authorized person of the Company before attending the meeting. All proxy forms must be affixed with

stamp duties of 20 Baht and presented to the Chairman or an authorized person of the Company before attending the meeting. The independent directors who are proposed to be granted proxy are Ms. Suvabha Charoenying and Mr. Charamporn Jotikasthira. Details appear in Enclosure 10.

Shareholders and proxies must show proof of identity as specified in Enclosure 12 in order to attend the meeting.

For any questions concerning the above agenda items or any matters relevant to the Company, MINT welcomes opportunity to clarify these matters in the Meeting. Please submit your questions in advance to corp_secretary@minor.com or to the facsimile number 0-2365-6095. The Company will not provide snacks for the Meeting attendees; shareholders and proxy holders. And there will not be any souvenir provided at this meeting.

In addition, due to the Coronavirus 19 (COVID-19) outbreak, the Company would like to inform the guidelines for attending the meeting as follows:

1. the Company encourages the shareholders to consider granting proxy to the Company's independent directors to attend and vote in the meeting and send the proxy form to the Company prior to the date of the meeting;
2. the Company will follow the guideline of the Department of Disease Control, Ministry of Public Health, re: prevention of COVID-19 in relation to conventions, seminars or similar activities, the Measures to Prevent the Spread of Coronavirus Disease 2019 (COVID-19): Announcement of the Bangkok Metropolitan Administration (BMA), including to set up health screening points for signs of fever and respiratory symptoms. For the persons who are at risk, the Company would appreciate the corporation of the shareholders to consider granting proxy to the Company's independent directors to attend and vote in the meeting of their behalf and the Company recommends the shareholders to observe their health prior to attending the meeting.

The meeting of the Board of Directors approved the authorization of the Executive Committee and/or Chief Executive Officer and/or authorized directors of the Company and/or any person delegated by the Executive Committee, Chief Executive Officer, and/or authorized directors of the Company to have power to perform any acts relating to the 2020 Annual General Meeting of Shareholders, including issuance of a notice of the 2020 Annual General Meeting of Shareholders, change of date, time, venue and other details of the 2020 Annual General Meeting of Shareholders , as deemed necessary or appropriate. The Company will further inform the shareholders of any changes (if any).

Yours sincerely,

-Signed –

Mr. William Ellwood Heinecke
Chairman

% of Shareholding as of December 31, 2019	MINT: -None- MINT-W6: -None-
Interest in Organization that may cause any conflict of interest or competitive condition to MINT	Independent director of Singha Estate Pcl., an operator in property investment, development and management and hotel business, which has the same nature as the business of the Company
Year of Directorship until 2020 AGM	3 years
No. of Meeting attend in 2019	Board of Directors Meeting 8/8 Audit Committee Meeting 4/4 Compensation Committee Meeting 2/2 Nominating and Corporate Governance Committee 3/3 Risk Management Oversight Committee 3/3
Nomination Procedure	Under the careful consideration of the Nominating and Corporate Governance Committee and the Board of Directors (Details stated in the Invitation to attend the 2020 AGM agenda 4)

Note: Mr. Charamporn Jotikasthira is currently an independent director of Singha Estate Pcl., an operator in property investment, development and management and hotel business, which has the same nature as the business of the Company and may be in competition with the business of the Company.

3. Mr. John Scott Heinecke

Nominated to be elected as	Director
Current Position	Director (Appointed 11 November 2013) Member of the Risk Management Oversight Committee
Age	48 years (Born in 1971)
Educational Credential	B.A. in International Business, Washington State University, Pullman, WA, USA B.A. in Marketing, Washington State University, Pullman, WA, USA Director Certificate Program (DCP) Class 47/2004, Thai Institute of Directors Association (IOD)
Other Current Position	Chief Operating Officer – Hot Chain of The Minor Food Group Pcl. Director of Christiani & Neilsen (Thai) Pcl. Director and Management of Minor International Pcl's subsidiaries. Trustee of International School Bangkok
No. of Director Position	Listed Company 2 Companies Non-Listed Company 12 Companies 1 Organization
Experience	Director, Member of Executive Committee and Member of Risk Management Committee of S&P Syndicate Pcl. Vice President of The Minor Food Group Pcl. General Manager of SLRT Limited Director of Global Sourcing of The Minor Food Group Pcl. General Manager of Burger (Thailand) Ltd. Operations Manager of Burger (Thailand) Ltd. Business Development Manager, Fountain Division of Coca-Cola North America, USA
% of Shareholding as of December 31, 2019	MINT: 3,276,958 shares or 0.07% of paid up shares MINT-W6: 160,138 units
Interest in Organization that may cause any conflict of interest or competitive condition to MINT	-None-
Year of Directorship until 2020 AGM	6 years 5 months
No. of Meeting attend in 2019	Board of Directors Meeting 8/8 Risk Management Oversight Committee Meeting 1/3
Nomination Procedure	Under the careful consideration of the Nominating and Corporate Governance Committee and the Board of Directors (Details stated in the Invitation to attend the 2020 AGM agenda 4)

4. Ms. Camille Ma

Nominated to be elected as	Independent Director
Current Position	-None-
Age	62 years (Born in 1957)
Educational Credential	MM, SASIN Graduate School of Business Administration BA Political Science and East Asian Studies, Wellesley College, Wellesley Mass, USA Advanced Audit Committee Program (AACP) Class 36/2020, Thai Institute of Directors Association (IOD) Board that Make a Difference (BMD) Class 2/2016, Thai Institute of Directors Association (IOD) Boardroom Success through Financing and Investment (BFI) Class 2016, Thai Institute of Directors Association (IOD) Director Certification Program (DCP) Class 182/2013, Thai Institute of Directors Association (IOD)
Other Current Position	-None-
No. of Director Position	Listed Company - Company Non-Listed Company - Company
Experience	Financial Advisor to Chairman, Financial Committee Member and Investment Committee Member of Charoen Pokphand Group Co., Ltd. Financial Institutions Regional Equity Analyst of Morgan Stanley (Asia) Ltd. Director Strategic and Equity Investment Portfolio, and Derivatives Business Development of Securities One Public Co., Ltd.
% of Shareholding	MINT: -None- MINT-W6: -None-
Interest in Organization that may cause any conflict of interest or competitive condition to MINT	-None-
Year of Directorship until 2020 AGM	-
No. of Meeting attend in 2019	-
Nomination Procedure	Under the careful consideration of the Nominating and Corporate Governance Committee and the Board of Directors (Details stated in the Invitation to attend the 2020 AGM agenda 4)

Enclosure for Agenda 4

Definition of Independent Directors

The Board of Directors has determined the definition of “Independent Director” more stringent than that of the minimum requirement of regulation set by the Securities Exchange Commission and the Stock Exchange of Thailand as follows:

1. Holding shares of not more than 0.5% of total voting rights of the company, parent company, subsidiaries, associates, major shareholder or the company controlling person. The number of held shares shall be inclusive of shares held by any related persons of independent director.
2. Not being or having been an executive director, employee, staff member, advisor who receives a regular salary or being a controlling person of the company, parent company, subsidiaries, associates, subsidiaries which have the same parent company, major shareholder or the company controlling person except where such relationship was terminated for at least two years before appointment as an independent director.
3. Not being a person who is related by blood or registration under laws, including mother, father, spouses, sibling and children and spouse of children of other directors, management, major shareholder, controlling person or a person to be nominated as director, management or controlling person of the company or subsidiaries.
4. Not having or having had a business relationship with the company, parent company, subsidiaries, associates, major shareholders or the company controlling person which may compromise independence. In addition, independent directors may not be or have been a significant shareholder, or controlling person who had a business relationship with the company, parent company, subsidiaries, associates, or major shareholder or the company controlling person, except where such relationship was terminated for at least two years before appointment as an independent director.

The relationships mentioned in the first paragraph include normal business transactions, transactions regarding rental or lease of immovable assets, transactions related to assets and services, transactions regarding financial assistance including lending, borrowing, guarantees, or providing assets to pledge or mortgage loans or any other similar action, resulting in the company or the contractual party having the obligation to the other party in the value from 3% of net tangible assets of the company or 20 million baht, whichever is lower. The calculation will include the transaction value taking place with the same person who has business relationship during 12 months period prior to the day of the decision to enter into the transaction and will be subject to the Capital Market Advisory Board Re: Rules on Connected Transactions.

5. Not being or having been an independent auditor of the company, parent company, subsidiaries, associates, major shareholders, or the company controlling person, and not being a significant shareholder, controlling person or partner of the audit firm which has provided independent auditor services to the company, parent company, subsidiaries, associates, major shareholder or the company controlling person except where such relationship was terminated at least two years period before appointment as an independent director.
6. Not providing or having been providing professional services including legal advice, financial advice in consideration of service fees that are higher than two million baht per year from the company, parent company, subsidiaries, associates, major shareholder or the company controlling person and not being a significant shareholder, controlling person or partner of the independent service provider except such relationship was terminated for at least two years before the appointment as an independent director.
7. Not being a director who was appointed as a representative of a director of the company, major shareholder or shareholder who is related to the major shareholder of the company.
8. Not providing the same services as the company and not being competitors of the company and subsidiaries or not being a significant partner in a partnership or being an executive director, staff, employee, consultant who receives regular payroll, or holding over 1% of voting rights of other company which operates the same business and competes with the company and subsidiaries.
9. Not having any other conflicts that prevent independent directors from giving independent opinions to the Company.

Mr. Charnporn Jotikasthira and Ms. Camille Ma are directors who are proposed to be independent directors. The proposed persons meet the qualification of an independent director.

Enclosure for Agenda 5

Directors Remuneration for the year 2020

- 2020 directors' remunerations (same rate as last year)

Director Remuneration (Baht)	2018	2019	2020
Directors			
For Executive Director (per annum per director)	200,000	200,000	200,000
For Non-executive Director			
Quarter Meeting (per quarter meeting per director)	300,000	300,000	300,000
Other Meeting (per meeting per director)	25,000	25,000	25,000
Audit Committee			
For Chairman of the Audit Committee			
Annual Fee	250,000	250,000	250,000
Meeting Fee (per meeting)	60,000	60,000	60,000
For Member of the Audit Committee			
Annual Fee (per person)	125,000	125,000	125,000
Meeting Fee (per meeting per person)	40,000	40,000	40,000
Compensation Committee			
Annual Fee			
For Chairman of the Compensation Committee	150,000	150,000	150,000
For Member of the Compensation Committee (per annum per person)	100,000	100,000	100,000
Meeting Fee (per meeting per person)	25,000	25,000	25,000
Nominating and Corporate Governance Committee			
Annual Fee			
For Chairman of the Nominating and Corporate Governance Committee	150,000	150,000	150,000
For Member of the Nominating and Corporate Governance Committee (per annum per person)	100,000	100,000	100,000
Meeting Fee (per meeting per person)	25,000	25,000	25,000
Risk Management Oversight Committee* (for Non-Executive Directors only)			
Annual Fee			
For Chairman of the Risk Management Oversight Committee	-	-	150,000
For Member of the Risk Management Oversight Committee (per annum per person)	-	-	100,000
Meeting Fee (per meeting per person)	-	-	25,000

*Risk Management Oversight Committee had been formally set up and approved by Board of Directors meeting in February 2019

In addition to the remuneration, directors also received director privileges, of which value is equivalent to 25,000 Baht as defined per property per year.

Industry's information for considering Directors' Remuneration

1. Remuneration for Directors

1.1 Remuneration for Executive Director

2018 Annual Compensation for Executive Director ⁽¹⁾				Remuneration for Executive Director	
Classification	Retainer Fee (Baht/Year)			Actual Paid in 2019	Estimated Payment in 2020
	Average	Min	Max		
Classified by Revenue Size				200,000 Baht per person	200,000 Baht per person
Revenue Size (MB)> 50,000	890,448	200,004	3,000,000		
Classified by Industry Sector					
Agro & Food Industry	331,068	120,000	630,000		
Property & Construction	499,524	120,000	2,160,000		
Services	392,700	120,000	1,200,000		

(1) Source: IOD's 2018 Thai Directors Compensation Survey Table 2 (annualized)

1.2 Remuneration for Non-Executive Director

2018 Annual Compensation for Member of the Non-Executive Director ⁽²⁾										Remuneration for Member of the Audit Committee	
Classification	Retainer fee (Baht/Year)			Meeting Allowance (Baht/Year)			Bonus (Baht/Year)			Actual Paid in 2019	Estimated Payment in 2020
	Average	Min	Max	Average	Min	Max	Average	Min	Max		
Classified by Revenue Size										1,722,300 Baht *	1,899,100 Baht *
Revenue Size (MB)> 50,000	949,896	300,000	3,000,000	33,462	10,000	100,000	2,651,513	1,211,538	4,800,000		
Classified by Industry Sector											
Agro & Food Industry	371,652	120,000	607,200	24,909	10,000	100,000	469,843	45,000	1,515,541	per person	per person
Property & Construction	487,920	120,000	2,160,000	24,261	5,000	100,000	609,907	56,000	4,800,000		
Services	395,484	120,000	1,200,000	25,197	10,000	798,911	798,911	60,000	4,765,520		

(2) Source: IOD's 2018 Thai Directors Compensation Survey Table 3 (annualized) Table 6 and Table 9

*including Bonus (Average)

2. Remuneration for the Audit Committee

2.1 Remuneration for Chairman of the Audit Committee

2018 Annual Compensation for Chairman of the Audit Committee ⁽³⁾							Remuneration for Chairman of the Audit Committee	
Classification	Retainer fee (Baht/Year)			Meeting Allowance (Baht/Year)			Actual Paid in 2019	Estimated Payment in 2020
	Average	Min	Max	Average	Min	Max		
Classified by Revenue Size							490,000 Baht	490,000 Baht
Revenue Size (MB)> 50,000	823,188	150,000	3,600,000	39,027	5,000	105,000		
Classified by Industry Sector								
Agro & Food Industry	407,052	159,996	630,000	30,900	72,000	70,000		
Property & Construction	376,404	60,000	840,000	32,318	5,000	100,000		
Services	509,040	60,000	1,680,000	28,986	5,000	105,000		

(3) Source: IOD's 2018 Thai Directors Compensation Survey Table 21 (annualized) and Table 23

2.2 Remuneration for Member of the Audit Committee

2018 Annual Compensation for Member of the Audit Committee ⁽⁴⁾							Remuneration for Member of the Audit Committee	
Classification	Retainer fee (Baht/Year)			Meeting Allowance (Baht/Year)			Actual Paid in 2019	Estimated Payment in 2020
	Average	Min	Max	Average	Min	Max		
Classified by Revenue Size							285,000 Baht per person	285,000 Baht per person
Revenue Size (MB)> 50,000	585,312	120,000	2,400,000	28,273	5,000	70,000		
Classified by Industry Sector								
Agro & Food Industry	288,972	60,000	624,000	20,385	5,000	50,000		
Property & Construction	269,256	60,000	600,000	22,773	5,000	70,000		
Services	355,956	39,996	1,380,000	21,517	5,000	70,000		

(4) Source: IOD's 2018 Thai Directors Compensation Survey Table 22 (annualized) and Table 24

3. Remuneration for the Compensation Committee

3.1 Remuneration for Chairman of the Compensation Committee

2018 Annual Compensation for Chairman of the Compensation Committee ⁽⁵⁾							Remuneration for Chairman of the Compensation Committee	
Classification	Retainer fee (Baht/Year)			Meeting Allowance (Baht/Year)			Actual Paid in 2019	Estimated Payment in 2020
	Average	Min	Max	Average	Min	Max		
Classified by Revenue Size							175,000 Baht	200,000 Baht
Revenue Size (MB)> 50,000	236,004	150,000	408,000	30,050	18,750	39,000		
Classified by Industry Sector								
Agro & Food Industry	91,236	43,704	150,000	21,000	13,000	25,000		
Property & Construction	150,000	150,000	150,000	25,750	14,000	37,500		
Services	0	0	0	18,688	10,000	26,000		

(5) Source: IOD's 2018 Thai Directors Compensation Survey Table 33 (annualized) and Table 36

3.2 Remuneration for Member of the Compensation Committee

2018 Annual Compensation for Member of the Compensation Committee ⁽⁶⁾							Remuneration for Member of the Compensation Committee	
Classification	Retainer fee (Baht/Year)			Meeting Allowance (Baht/Year)			Actual Paid in 2019	Estimated Payment in 2020
	Average	Min	Max	Average	Min	Max		
Classified by Revenue Size							125,000 Baht per person	150,000 Baht per person
Revenue Size (MB)> 50,000	134,664	99,996	204,000	23,800	15,000	30,000		
Classified by Industry Sector								
Agro & Food Industry	64,836	39,996	99,996	20,000	15,000	25,000		
Property & Construction	99,996	99,996	99,996	18,000	11,000	25,000		
Services	0	0	0	15,000	10,000	20,000		

(6) Source: IOD's 2018 Thai Directors Compensation Survey; Table 35 (annualized) and Table 38

4. Remuneration for the Nominating and Corporate Governance Committee

4.1 Remuneration for Chairman of the Nominating and Corporate Governance Committee

2018 Annual Compensation for Chairman of the NCG Committee ⁽⁷⁾							Remuneration for Chairman of the Nominating and Corporate Governance Committee	
Classification	Retainer fee (Baht/Year)			Meeting Allowance (Baht/Year)			Actual Paid in 2019	Estimated Payment in 2020
	Average	Min	Max	Average	Min	Max		
Classified by Revenue Size							200,000 Baht	225,000 Baht
Revenue Size (MB)> 50,000	150,000	150,000	150,000	33,833	25,000	39,000		
Classified by Industry Sector								
Agro & Food Industry	114,876	114,876	114,876	25,000	25,000	25,000		
Property & Construction	0	0	0	37,500	37,500	37,500		
Services	99,600	99,600	99,600	23,000	20,000	26,000		

(7) Source: IOD's 2018 Thai Directors Compensation Survey Table 51 (annualized) and Table 54

4.2 Remuneration for Member of the Nominating and Corporate Governance Committee

2018 Annual Compensation for Member of the NCG Committee ⁽⁸⁾							Remuneration for Member of the Nominating and Corporate Governance Committee	
Classification	Retainer fee (Baht/Year)			Meeting Allowance (Baht/Year)			Actual Paid in 2019	Estimated Payment in 2020
	Average	Min	Max	Average	Min	Max		
Classified by Revenue Size							150,000 Baht per person	175,000 Baht per person
Revenue Size (MB)> 50,000	99,996	99,996	99,996	26,667	25,000	30,000		
Classified by Industry Sector								
Agro & Food Industry	69,996	69,996	69,996	20,000	20,000	25,000		
Property & Construction	99,996	99,996	99,996	25,000	25,000	25,000		
Services	0	0	0	17,500	15,000	20,000		

(8) Source: IOD's 2018 Thai Directors Compensation Survey Table 53 (annualized) and Table 56

5. Remuneration for Member of the Risk Management Oversight Committee

5.1 Remuneration for Chairman of the Risk Management Oversight Committee

2016 Annual Compensation for Chairman of the RMOC Committee ⁽⁹⁾							Remuneration for Chairman of the Risk Management Oversight Committee	
Classification	Retainer fee (Baht/Year)			Meeting Allowance (Baht/Year)			Actual Paid in 2019	Estimated Payment in 2020
	Average	Min	Max	Average	Min	Max		
Classified by Revenue Size Revenue Size (MB)> 50,000	605,400	300,000	1,392,000	39,629	25,000	60,000	201,987* Baht	250,000 Baht
Classified by Industry Sector								
Agro & Food Industry	80,004	80,004	80,004	20,189	7,200	40,000		
Property & Construction	0	0	0	16,200	4,000	30,000		
Services	180,000	180,000	180,000	17,680	5,000	40,000		

(9) Source: IOD's 2016 Thai Directors Compensation Survey Table 56 (annualized) and Table 59 (RMOC Compensation was not available in IOD's 2018 Thai Directors Compensation Survey)

*Risk Management Oversight Committee had been formally set up and approved by Board of Directors meeting in 26 February 2019

5.2 Remuneration for Member of the Risk Management Oversight Committee

2016 Annual Compensation for Member of the RMOC Committee ⁽¹⁰⁾							Remuneration for Member of the Risk Management Oversight Committee	
Classification	Retainer fee (Baht/Year)			Meeting Allowance (Baht/Year)			Actual Paid in 2019	Estimated Payment in 2020
	Average	Min	Max	Average	Min	Max		
Classified by Revenue Size Revenue Size (MB)> 50,000	445,200	300,000	748,800	32,657	24,000	45,000	159,658* Baht per person	200,000 Baht per person
Classified by Industry Sector								
Agro & Food Industry	39,996	39,996	39,996	14,375	10,000	20,000		
Property & Construction	300,000	300,000	300,000	13,667	8,000	25,000		
Services	120,000	120,000	120,000	13,233	5,000	26,500		

(10) Source: IOD's 2016 Thai Directors Compensation Survey Table 58 (annualized) and Table 61 (RMOC Compensation was not available in IOD's 2018 Thai Directors Compensation Survey)

*Risk Management Oversight Committee had been formally set up and approved by Board of Directors meeting in 26 February 2019

Duties and Responsibilities of Sub-Committee

Audit Committee Scope of Responsibilities

1. To meet to review and discuss with management and the independent auditors the annual audited financial statements and quarterly financial statements, including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and any other matters required to be reviewed under applicable legal and regulatory provisions.
2. To discuss with management and the independent auditor, as appropriate, earnings press releases and financial information and earnings guidance provided to analysts and to rating agencies.
3. To select and make a recommendation on the appointment, re-appointment and removal of the independent auditor to examine the Company's accounts, controls and financial statements. The Committee shall have the authority and responsibility to select, evaluate, compensate and oversee the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audits, review or attest services for the Company (including resolution of disagreements between management and the auditor regarding financial reporting). The independent auditor and each such registered public accounting firm will report directly to the Committee. The Committee shall have the authority to pre-approve all audit engagement fees and terms and the Committee must pre-approve any audit and non-audit service provided to the Company by the Company's independent auditor. The Committee shall recommend the Board to propose to shareholders to appoint the Company's independent auditor and approve their audit fees at the Annual General Meeting.
4. To discuss with management and the independent auditor, as appropriate, any audit problems or difficulties and management's response, and the Company's risk assessment and risk management policies, including the Company's major financial risk exposure and steps taken by management to monitor and mitigate such exposure.
5. To review the Company's financial reporting and accounting standards and principles, significant changes in such standards or principles or in their application and the key accounting decisions affecting the Company's financial statements, including alternatives to, and the rationale for, the decisions made.
6. To review and approve the internal corporate audit staff functions, including: (i) purpose, authority and organizational reporting lines; (ii) annual audit plan, budget and staffing and; (iii) concurrence in the appointment, compensation and rotation of the department head corporate audit staff.
7. To review, with the Chief Financial Officer, the Department Head- Corporate Audit, or others as the Committee deems appropriate, the Company's internal system of audit and financial controls and the results of internal audits.
8. To obtain and review at least annually a formal written report from the independent auditor delineating: the auditing firm's internal quality-control procedures; the auditing firm's independence; and any material issues raised within the preceding five years by the auditing firm's internal quality-control reviews, by peer reviews of the firm, or by any governmental or other inquiry or investigation relating to any audit conducted by the firm. The Committee will also review steps taken by the auditing firm to address any findings in any of the foregoing reviews. Also, in

order to assess auditor independence, the Committee will review at least annually all relationships between the independent auditor and the Company.

9. To review the Company's compliance with the law on securities and exchange, the Exchange's regulations, and the laws relating to the Company's business.
10. To set policies for the hiring of employees or former employees of the Company's independent auditor.
11. To review and investigate any matters pertaining to the integrity of management, including conflicts of interest, or adherence to standards of business conduct as required in the policies of the Company. This should include regular reviews of the compliance processes. In connection with these reviews, the Committee will meet, as deemed appropriate, with the general counsel and other Company officers or employees.
12. To establish and oversee procedures for the receipt, retention and treatment of complaints on accounting, internal accounting controls or auditing matters, as well as for confidential, anonymous submissions by Company employees of concerns regarding questionable accounting or auditing matters.
13. To resolve any conflicts of interest involving a director, the CEO, or Senior Management.
14. To review and approve or ratify any transaction between the Company and a related person, which is required to be disclosed under the rules of the Securities and Exchange Commission.
15. To prepare and publish an Annual Committee Report in the Company's Annual Report. Such Audit Committee's report shall consist of at least the following information;
 - an opinion on the accuracy, completeness and creditability of the Company's financial report,
 - an opinion on the adequacy of the Company's internal control system,
 - an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,
 - an opinion on the suitability of an auditor,
 - an opinion on the transactions that may lead to conflicts of interests,
 - the number of the audit committee meetings, and the attendance of such meetings by each committee member,
 - an opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and
 - other transactions which, according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's Board of Directors;
16. To report the following matters which may materially affect the Company's financial conditions to the Board of Directors:
 - a transaction which causes a conflict of interest;
 - any fraud, irregularity, or material defect in an internal control system; or
 - an infringement of the law on securities and exchange, the Exchange's regulations, or any law relating to the Company's business.
17. To perform any other duties as assigned by the Company's Board of Directors, with the approval of the Audit Committee.

(For more information, please see the Audit Committee Charter, presented on the Company's website.)

Compensation Committee Scope of Responsibilities

1. To assist the Board in developing and evaluating potential candidates for senior executive positions, including the Chief Executive Officer, and to oversee the development of executive succession plans
2. To review and approve on an annual basis the corporate goals and objectives with respect to compensation for the Chief Executive Officer. The Committee shall evaluate at least once a year the Chief Executive Officer's performance in light of these established goals and objectives and based upon these evaluations shall set the Chief Executive Officer's annual compensation, including salary, bonus and equity and non-equity incentive compensation.
3. To review and approve on an annual basis the evaluation process and compensation structure for the Company's senior executive officers. The Committee shall evaluate the performance of the Company's senior executive officers and shall approve the annual compensation, including salary, bonus and equity and non-equity incentive compensation, for such senior executive officers, based on initial recommendations from the CEO. The Committee shall also provide oversight of management's decisions concerning the performance and compensation of the Company officers.
4. To review the Company's equity incentive compensation and other stock based plans and recommend changes in such plans to the Board as needed. The Committee shall have and shall exercise all the authority of the Board of Directors with respect to the administration of such plans.
5. To maintain regular contact with the leadership of the Company. This should include interaction with the Company's leadership development activities, review of data from employee surveys and regular review of the results of the annual leadership evaluation process.
6. To review and discuss with management the Company's Compensation Discussion and Analysis (CD&A) and to recommend to the Board that CD&A be included in the Company's annual report and proxy statement.

(For more information, please see the Compensation Committee Charter, presented on the Company's website.)

Nominating and Corporate Governance Committee Scope of Responsibilities

1. To lead the search for individuals qualified to become members of the Board of Directors and to select director nominees to be presented for shareholder approval at the annual meeting. The Committee shall select individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other director nominees and serving directors, in collectively serving the long-term interests of the shareholders.
2. To develop, and to recommend to the Board of Directors for its approval, qualifications for director candidates, and to periodically review these qualifications.
3. To review the Board of Directors' Committee structure and to recommend to the Board for its approval of directors to serve as members of each Committee, and as Committee Chairs. The Committee shall review and recommend Committee slates annually and shall recommend additional Committee members to fill vacancies as needed.

4. To develop and recommend to the Board of Directors for its approval of a set of corporate governance principles. The Committee shall review the principles on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
5. To develop and recommend to the Board of Directors for its approval of an annual self-evaluation process of the Board and its Committees. The Committee shall oversee the annual self-evaluations.
6. To review on an annual basis director compensation and benefits and recommend changes to the Board as necessary.

(For more information, please see the Nominating and Corporate Governance Committee Charter, presented on the Company's website.)

Risk Management Oversight Committee Scope of Responsibilities

1. To review and discuss with management the Company's risk governance structure, risk assessment and risk management practices and the guidelines, policies and processes for risk assessment and risk management.
2. To review and discuss with management the Company's risk appetite and strategy relating to key risks, including credit risk, liquidity and funding risk, market risk, operational risk and reputational risk, as well as the guidelines, policies and processes for monitoring and mitigating such risks.
3. To discuss with the Company's Risk Management Steering Committee the Company's risk assessment and risk management guidelines, policies and processes, as the case may be. The Committee shall meet separately at least twice a year with the Company's Risk Management Steering Committee.
4. To receive, as and when appropriate, reports from the Company's internal audit function on the results of risk management reviews and assessments.
5. To approve the appointment and replacement of the Company's Chairman of the Risk Management Steering Committee.
6. To review disclosure regarding risk contained in the Company's Annual Report and Annual Registration Statement (Form 56-1).
7. To review reports on selected risk topics as the committee deems appropriate from time to time.
8. To discharge any other duties or responsibilities delegated to the Committee by the Board.

(For more information, please see the Risk Management Oversight Committee Charter, presented on the Company's website.)

Enclosure for Agenda 6

Credentials and Backgrounds of the Auditors

1. Mrs. Anothai Leekitwattana	Certified Public Accountant (Thailand) No. 3442
Year of Registration	1985
Company	PricewaterhouseCoopers ABAS Limited
Current Position	Partner
Educational Credential	Master's degree in Accounting, Thammasart University Bachelor's degree in Accounting (Honour), Thammasart University
Work Experiences	38 years
Experience with MINT	2007-2011 (5 years) and 2015-2019 (5 years)
Interest in Organization that may cause any conflict of interest to MINT	-None-
2. Mr. Paiboon Tankoon	Certified Public Accountant (Thailand) No. 4298
Year of Registration	2003
Company	PricewaterhouseCoopers ABAS Limited
Current Position	Partner
Educational Credential	MBA, Chulalongkorn University Bachelor's degree in Accounting, Thammasart University
Work Experiences	30 years
Experience with MINT	-None-
Interest in Organization that may cause any conflict of interest to MINT	-None-
3. Mr. Chanchai Chaiprasit	Certified Public Accountant (Thailand) No. 3760
Year of Registration	1990
Company	PricewaterhouseCoopers ABAS Limited
Current Position	Partner
Educational Credential	MBA Faculty of Law, Chulalongkorn University Bachelor's degree in Accounting, Thammasart University
Work Experiences	23 years
Experience with MINT	-None-
Interest in Organization that may cause any conflict of interest to MINT	-None-

Enclosure for Agenda 7, 9, 10

(F 53-4)

**CAPITAL INCREASE REPORT FORM
MINOR INTERNATIONAL PUBLIC COMPANY LIMITED
May 18, 2020**

We, **Minor International Public Company Limited** (the “**Company**”), hereby report on the resolution of Board of Directors Meeting No. 5/2020, held on May 18, 2020, relating to a capital increase/share allocation as follows:

1. Capital increase:

The Board of Directors Meeting resolved to propose that the Shareholders’ Annual General Meeting consider and approve the increase of the registered capital of the Company from 4,849,860,006 Baht to 5,887,815,947 Baht, by means of the issuance of up to 1,037,955,941 new ordinary shares each at the par value of 1 Baht, totaling 1,037,955,941 Baht. Details of each type of capital increase are:-

Type of capital increase	Type of share	Number of shares (shares)	Par value (THB/share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary Preferred	1,037,955,941 -	1 -	1,037,955,941 -
<input type="checkbox"/> General mandate	Ordinary Preferred	- -	- -	- -

2. Allocation of new shares:

2.1 If specifying the purpose of utilizing proceeds

Allocated to	Number of shares	Ratio (old : new)	Sale price (Baht/share)	Subscription and payment period	Note
1. To allocate for an offering to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering)	Up to 716,124,785 new ordinary shares (accounting for 13.4% of total paid-up capital shares of MINT after the completion of this Rights Offering) ¹	Not lower than 6.45 existing ordinary shares to 1 new ordinary share (Any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down.)	The offering price of new ordinary shares in the Rights Offering shall be calculated from the volume weighted average price of the Company’s shares during 7 - 15 consecutive trading days prior to the date on which the Offering Price is determined (the “ Market Price ”) less a discount of no more than 15% to the Market Price.	To be determined and announced later via the Stock Exchange of Thailand’s information disclosure system, but no later than August 14, 2020. The record date for determining the rights of the Company’s shareholders who will be offered to	Please see Notes below.

¹ Assuming that the Company issues and offers new ordinary shares in the Rights Offering in the amount of 716,124,785 shares and the shareholders of the Company subscribe all of such new ordinary shares

Allocated to	Number of shares	Ratio (old : new)	Sale price (Baht/share)	Subscription and payment period	Note
			<p>The Company will announce the Offering Price prior to the record date for determining the rights of the Company's shareholders who will be offered to subscribe for new ordinary shares in the Rights Offering.</p> <p>Nonetheless, following the announcement of the Offering Price, the Company may adjust or modify, either by increasing or reducing, the announced Offering Price by no more than 10% of the announced Offering Price. Please refer to the Note (2).</p>	<p>subscribe for new ordinary shares in the Rights Offering will be June 29, 2020 (according to the notification of the change of the record date dated 29 May 2020).</p>	
<p>2. To allocate for the exercise of the Company's warrants to purchase ordinary shares No. 7 (MINT-W7), which will be issued to existing shareholders of the Company in proportion to their respective shareholdings</p>	<p>Up to 313,831,156 new ordinary shares (accounting for 5.6% of total paid-up capital shares of MINT after this Rights Offering (including shares reserved for the exercise of the warrants (MINT-W7))²</p>	<p><u>Allocation Ratio:</u> 17 ordinary shares to 1 unit of warrant (any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down)</p>	<p>The MINT-W7 Warrants will be issued at no offering price, (zero Baht) at an Exercise Price of a premium of no more than 10% to the market price. The market price refers to volume weighted average price of the Company's shares for 7 – 15 consecutive trading days prior to the date where the Exercise Price and details</p>	<p>The allocation and issuance of the MINT-W7 Warrants will be completed within 1 year from the date the shareholders' meeting approves the issuance.</p> <p>The record date for determining the rights of shareholders to receive the</p>	<p>Please see Notes below.</p>

² Assuming that the Company issues and offers the new ordinary shares (Rights Offering) in the amount of 716,124,785 shares and new ordinary shares reserved for the exercise of the right to purchase ordinary shares under the Company's warrants to purchase ordinary shares No. 7 (MINT-W7) in the amount of 313,831,156 shares, whereas shareholders of the Company subscribe all of such new ordinary shares and all of the MINT-W7 Warrants have been exercised.

Allocated to	Number of shares	Ratio (old : new)	Sale price (Baht/share)	Subscription and payment period	Note
			with regards to the issuance of the MINT-W7 Warrants are determined. The exercise ratio of 1 unit of warrant per 1 new ordinary share.	MINT-W7 Warrants will be determined and announced later via the Stock Exchange of Thailand's information disclosure system.	
3.To allocate for the adjustment of the exercise ratio of MINT-W6 warrants due to the offering of new ordinary shares in the Rights Offering at a price which may be lower than 90 percent of the market price in accordance with the Terms and Conditions governing the Rights and Obligations of the Issuer and Holders of the Warrants to purchase ordinary shares of Minor International Public Company Limited (MINT-W6)	Up to 8,000,000 new ordinary shares	-	-	-	Please see Notes below.
Total	Up to 1,037,955,941 new ordinary shares				

Notes:

- (1) The Board of Directors Meeting No. 5/2020 of the Company on May 18, 2020 resolved to propose that the Shareholders' Annual General Meeting consider and approve the issuance of the Company's warrants to purchase ordinary shares (MINT-W7) in the amount of up to 313,831,156 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings at no offering price, (zero Baht) at the ratio of 17 ordinary shares to 1 unit of warrant (any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down), with a term of up to 3 years from the issuance date, having an exercise ratio of 1 unit of warrant per 1 ordinary share at an exercise price of a premium of no more than 10% to the market price (the "**Exercise Price**"), (the "**MINT-W7 Warrants**"). The market price refers to volume weighted average price of the Company's shares for 7 – 15 consecutive trading days prior to the date where the Exercise Price and details with regards to the issuance of the MINT-W7 Warrants are determined. Please refer to the preliminary details of the MINT-W7 Warrants in Enclosure 3.

The record date for determining the rights of shareholders to receive the MINT-W7 Warrants will be determined and announced later via information disclosure system of the Stock Exchange of

Thailand (the “**SET**”). However, the determination of such right remains uncertain and subject to an approval of the Annual General Meeting of shareholders.

The Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to undertake any actions with regard to the issue and allocation of the MINT-W7 Warrants, including, but not limited to determining or modifying the criteria, terms and conditions, and other details related to the MINT-W7 Warrants, including the allocation either once in full or in several occasions, the allocation ratio, the payment method, the exercise ratio, the Exercise Price and the calculation of the Exercise Price (including any premium), the record date for determining the rights of the Company’s shareholders to receive the MINT-W7 Warrants, the first and last exercise date, and any other relevant terms and details. The said person(s) shall also be authorized to negotiate and sign in any relevant documents and agreements and perform any other necessary actions related to the issuance and allocation of the MINT-W7 Warrants, the listing of the MINT-W7 Warrants to be issued and the ordinary shares to be issued upon exercising the right to purchase ordinary shares under the MINT-W7 Warrants on the SET, as well as to proceed with applications for the necessary approval from relevant authorities and to appoint and designate other appropriate persons to be the substitute attorney in fact to perform the above.

(2) The Board of Directors Meeting No. 5/2020 of the Company on May 18, 2020 resolved to propose that the Shareholders’ Annual General Meeting consider and approve the allocation of up to 716,124,785 new ordinary shares for an offering to the existing shareholders of the Company in proportion to their respective shareholdings at the ratio of not lower than 6.45 existing ordinary shares to 1 new ordinary share, in the case of a fraction of a share, the fraction shall be rounded down, and any new ordinary shares remaining unsubscribed from the first allocation will be re-allocated to every shareholder who has oversubscribed for and fully paid the price of the subscribed shares, whereby each round of reallocation will be made accordingly in proportion to their respective shareholding of each oversubscribing shareholder (the “**Rights Offering**”). In this regard, the allocation of the oversubscribed shares shall be made in accordance with the following details:

- 1) In the case that the number of shares remaining from the first allocation to the existing shareholders in proportion to their respective shareholdings is higher than or equal to the number of shares which are oversubscribed for by the existing shareholders, the Company will allocate the remaining shares to all oversubscribing shareholders who have fully paid the price of the oversubscribed shares in accordance with the number of shares for which they have expressed their intention to oversubscribe.
- 2) In the case that the number of shares remaining from the first allocation to the existing shareholders in proportion to their respective shareholdings is lower than the number of shares which are oversubscribed for by the existing shareholders, the Company will allocate the remaining shares to the oversubscribing shareholders as follows:
 - a) The Company will allocate the remaining shares by multiplying the shareholding percentage of each oversubscribing shareholder by the number of the remaining shares, the result thereof will be in the whole number of shares to be allocated to the oversubscribing shareholders. In the case of a fraction of a share, the fraction shall be rounded down. However, the number of shares to be allocated shall not exceed the number of shares for which each shareholder has subscribed and fully paid for.
 - b) In the case where there are shares remaining from the allocation pursuant to 2)a), the Company will allocate the remaining shares to each oversubscribing shareholder who has not been fully allocated with oversubscribed shares by multiplying the shareholding percentage of each oversubscribing existing shareholder by the number of the remaining shares, the result thereof will be the whole number of shares to be allocated to the oversubscribing shareholders. In the case of a fraction of a share, the fraction shall be rounded down. However, the number of shares to be allocated shall not exceed the number of shares for which each shareholder has subscribed and fully paid for. The Company shall allocate the oversubscribed shares to the oversubscribing shareholders in accordance with the procedures under this provision until there are no shares remaining from the allocation.

If any subscription of shares results in any subscribing shareholder holding the shares in the amount which reaches or crosses the point where a tender offer to purchase all securities of the Company is required under the law, such shareholder must comply with the obligations stipulated under the relevant laws and regulations.

The offering price of new ordinary shares in the Rights Offering (the “**Offering Price**”) shall be calculated from the volume weighted average price of the Company’s shares during 7 - 15 consecutive trading days prior to the date on which the Offering Price is determined (the “**Market Price**”) less a discount of no more than 15% to the Market Price. The Company will announce the Offering Price prior to the record date for determining the rights of the Company’s shareholders who will be offered to subscribe for new ordinary shares in the Rights Offering (Record Date).

In addition, the Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to, following the announcement of the Offering Price, adjust or modify, either by increasing or reducing, the announced Offering Price (the “**Offering Price Adjustment**”) if it is deemed appropriate for the success of the Rights Offering taking into account the relevant market condition, provided that the Offering Price Adjustment shall be no more than 10% of the announced Offering Price.

The record date for determining the rights of the Company’s shareholders who will be offered to subscribe for new ordinary shares in the Rights Offering will be June 29, 2020 (according to the notification of the change of the record date dated 29 May 2020). However, the determination and details of such right remains uncertain and subject to an approval of the Annual General Meeting of shareholders.

However, the Company reserves the right to not offer or allocate the new ordinary shares in the Rights Offering to any shareholder if such offering or allocation will or may result in the Company being subject to any obligations under the law of other jurisdictions.

- (3) The Board of Directors Meeting No. 5/2020 of the Company on May 18, 2020 resolved to propose that the Shareholders’ Annual General Meeting consider and approve the allocation of up to 313,831,156 new ordinary shares for the exercise of the MINT-W7 Warrants. Please refer to the details of the issuance of the MINT-W7 Warrants in Note (1) above.
- (4) The Board of Directors Meeting No. 5/2020 of the Company on May 18, 2020 resolved to propose that the Shareholders’ Annual General Meeting consider and approve the allocation of up to 8,000,000 shares for the adjustment of the exercise ratio of MINT-W6 warrants due to the offering of new ordinary shares in the Rights Offering at the price which may be lower than 90 percent of the market price in accordance with the Terms and Conditions governing the Rights and Obligations of the Issuer and Holders of the Warrants to purchase ordinary shares of Minor International Public Company Limited (MINT-W6) (the “**MINT-W6 Right Adjustment**”).

In accordance with the Terms and Conditions governing the Rights and Obligations of the Issuer and Holders of the Warrants to purchase ordinary shares of the Minor International Public Company Limited (MINT-W6), the MINT-W6 Right Adjustment shall be calculated from the volume weighted average price of the Company’s shares 15 consecutive trading days prior to the first day which purchasers of ordinary shares shall not be granted the rights to subscribe for the Rights Offering (the first date that the SET has posted the “XR” sign) (This is not applicable to the issuance of the MINT-W7 Warrants as the exercise price will be at market price or at premium to the market price).

The Company has determined the record date for determining the rights of the Company’s shareholders who will be offered to subscribe for new ordinary shares in the Rights Offering will be June 29, 2020 (according to the notification of the change of the record date dated 29 May 2020). Therefore, the first date that the SET has posted the “XR” sign will be June 26, 2020.

As at the date of the Board of Directors’ Meeting, the market price for calculation of the MINT-W6 Right Adjustment remains uncertain; therefore, the Company proposes to allocate up to 8,000,000 shares for the MINT-W6 Right Adjustment by using possible scenarios to calculate. If the number of shares that is proposed to the Shareholders’ Annual General Meeting to be allocated for the MINT-W6 Right Adjustment is not sufficient, the Company shall further propose to a shareholders’ meeting of the Company to approve a capital increase and an allocation of additional shares in order to protect the rights of the MINT-W6 warrant holders.

- (5) The Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to undertake any actions with regard to the allocations of such new ordinary shares including, but not limited to;
- 1) determining or modifying the terms and other details in relation to the Rights Offering and the allocation of new ordinary shares issued for the exercise of the right to purchase ordinary shares under the MINT-W7 Warrants and the MINT-W6 Right Adjustment, including: (i) the number of new ordinary shares to be allotted for each of the allocations, (ii) the record date for determining the rights of the Company's shareholders who will be offered to subscribe for new ordinary shares in the Rights Offering, (iii) any shareholders who may not be offered to subscribe for new ordinary shares in the Rights Offering if such offering or allocation will or may result in the Company being subject to any obligations under the law of other jurisdictions, (iv) the offering ratio (i.e. the ratio of existing shares to new shares) of the Rights Offering, the Offering Price and the calculation of Offering Price (including any discount) in the Rights Offering and the allocation of new ordinary shares in the Rights Offering, (v) the subscription and payment period of the Rights Offering, and (vi) any other terms and details relating to the foregoing matters;
 - 2) entering into negotiation, agreement and execution of the relevant documents and agreements as well as taking any action in connection with the allocations of such new ordinary shares;
 - 3) execution of application for permission and waiver, any necessary evidence in connection with the allocations of such new ordinary shares, including the arrangement and submission of application for such permission and waiver, documents and evidence to relevant authorities or agencies, listing such new ordinary shares on the SET and being empowered to take any other action which is necessary for the allocations of such new ordinary shares; and
 - 4) appointing and designating other appropriate persons to be the substitute attorney in fact to perform the above.

2.1.1 The Company's plan in case there is a fraction of shares remaining

Any fraction of the new ordinary shares shall be rounded down.

3. Schedule for a shareholders' meeting to approve the capital increase/allocation

The Shareholders' Annual General Meeting No. 27/2020 is scheduled to be held on June 19, 2020 at 1:00 p.m. at Grand Riverside Ballroom, 10th Floor, AVANI+ Riverside Bangkok. The Record Date to determine shareholders who are entitled to attend and vote at the Annual General Meeting of Shareholders No. 27/2020 is fixed on June 1, 2020.

4. Approval of the capital increase/share allocation by relevant governmental agency and conditions thereto (if any)

To register the increase of registered capital, amendment to the Memorandum of Association and the change of the paid-up capital with the department of Business Development, the Ministry of Commerce and to file the application for the listing of the new ordinary shares and the MINT-W7 Warrants as listed securities with the SET in compliance with the applicable laws and regulations.

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

- The Company plans to raise approximately 10,000 million Baht from the Rights Offering and approximately 5,000 million Baht from the MINT-W7 Warrants. If the new ordinary shares to be offered in the Rights Offering are fully subscribed and the right under the MINT-W7 Warrants are fully exercised, the Company will be able to raise funds of approximately 15,000 million Baht from the capital increase.
- The proceeds to be raised will be used to strengthen the Company's balance sheet to ensure certain financial covenant is maintained and provide readiness and enhance financial strengths of the Company so that the Company has financial flexibility in proceeding with its future projects as well as to reserve funds to be used as working capital for the new and/or existing projects and/or to repay debts.
- However, if the proceeds to be raised by the Company is lower than the expected amount, the proceeds utilization plan may be different from the plan set out above.

6. Benefits which the Company will receive from the capital increase/share allocation

This capital increase will enhance the financial strengths and increase liquidity for the Company's operation.

7. Benefits which shareholders will receive from the capital increase/share allocation

This capital increase will strengthen financial position of the Company, provide additional working capital for operation of the Company's business, and thereby, enhance the Company's ability to generate more revenues and profits, and the shareholders would gain the benefits as the Company will be able to utilize such proceeds by investing in its future projects as deemed appropriate. In addition, the shareholders who exercise the right to purchase ordinary shares under the MINT-W7 Warrants shall receive all the same rights as the Company's existing shareholders, such as the right to receive dividends, the right to attend and to vote in the shareholders meeting.

The Company and its subsidiaries have the dividend policy which takes into consideration of the potential growth of the Companies' performance, investment plans, business expansion, and terms and conditions of loans and debentures of the Company and its subsidiaries, as well as the necessity and appropriateness to enhance shareholders' value in the long term. The Company and subsidiaries do not have a fixed dividend payout ratio, and therefore the dividend payment is considered based on their financial performance in each year.

8. Other details necessary for shareholders to approve the capital increase/share allocation

The allocation of new ordinary shares in the Rights Offering

(1) Control dilution

In the event that all existing shareholders fully subscribe for new ordinary shares in proportion to their respective shareholdings, there will be no control dilution effect.

In the event that the existing shareholders do not subscribe all of the new ordinary shares in the Rights Offering in proportion to their respective shareholdings but there are other existing shareholders oversubscribing for the new ordinary shares in the Rights Offering and there are no remaining unsubscribed new ordinary shares upon the completion of the Rights Offering, the control dilution is approximately 13.42%, according to the following calculation:

$$\text{Control Dilution} = 1 - [Qa / (Qa + Qr)]$$

whereby;

Qa = Total existing paid-up ordinary shares in the amount of 4,619,004,860 shares

Qr = New ordinary shares to be increased upon the completion of the Rights Offering in the amount of 716,124,785 shares (assuming the Company issues new ordinary shares at maximum number of shares)

$$\begin{aligned} \text{Control dilution} &= 1 - [4,619,004,860 / (4,619,004,860 + 716,124,785)] \\ &= 13.42\% \end{aligned}$$

(2) Price dilution

$$\text{Price Dilution} = \frac{(Pa - Pn)}{Pa}$$

whereby:

Pa = The volume weighted average market price 7 business days prior to the Board of Directors Meeting dated May 18, 2020 (during May 7, 2020 to May 15, 2020) which is equivalent to 18.97 Baht per share

$$Pn = \frac{[(Pa \times Qa) + (Pr \times Qr)]}{(Qa + Qr)}$$

Pr = Assuming the Offering Price for the Rights Offering at 14.60 Baht³ (The offering price mentioned here is an example for the purpose of illustration only)

Qa = Total existing paid-up ordinary shares in the amount of 4,619,004,860 shares

Qr = New ordinary shares to be increased upon the Rights Offering in the amount of 716,124,785 shares (assuming the Company issues new ordinary shares at maximum number of shares)

Pn =
$$\frac{[(18.97 \times 4,619,004,860) + (14.60 \times 716,124,785)]}{(4,619,004,860 + 716,124,785)}$$

= 18.39 Baht per share

Price Dilution = 3.09%

After completion of the issuance and offering of new ordinary shares for the Rights Offering, the ordinary shares of the Company will be affected from price dilution at approximately 3.09%.

(3) Earnings per share dilution

EPS Dilution =
$$\frac{EPSa - EPSr}{EPSa}$$

whereby:
Net profit = 8,341.27 Million Baht (during April 1, 2019 to March 31, 2020)

EPSa =
$$\frac{\text{Net Profit}}{Qa}$$

=
$$\frac{8,341.27 \text{ Million Baht}}{4,619,004,860}$$

= 1.81 Baht per share

EPSr =
$$\frac{\text{Net Profit}}{Qa + Qr}$$

=
$$\frac{8,341.27 \text{ Million Baht}}{(4,619,004,860 + 716,124,785)}$$

= 1.56 Baht per share

EPS Dilution = 13.42%

After completion of the issuance and offering of new ordinary shares for the Rights Offering, the ordinary shares of the Company will be affected from earning per share dilution at approximately 13.42%.

³ Assuming that the Offering Price for the Rights Offering at 14.60 Baht which is calculated from the volume weighted average market price of the shares in the SET 7 consecutive business days prior to the Board of Directors Meeting dated May 18, 2020 (during May 7, 2020 to May 15, 2020) less a discount of 15% and then further discounted by 10% on the calculated price post-15% discount pursuant to which the final offering price for the Right Offering will be determined in accordance with details set out in Capital Increase Report Form (F53-4).

The allocation of new ordinary shares for the exercise of the right to purchase ordinary shares under the MINT-W7 Warrants

(1) Control Dilution

Scenario 1: The existing shareholders fully subscribe for the new ordinary shares in the Rights Offering in proportion to their respective shareholdings, and all of the persons who exercise the right to purchase ordinary shares under the MINT-W7 Warrants are the existing shareholders.

Scenario 2: The existing shareholders fully subscribe for the new ordinary shares in the Rights Offering in proportion to their respective shareholding, but all of the persons who exercise the right to purchase ordinary shares under the MINT-W7 Warrants are not the existing shareholders.

Scenario 3: Only some of the existing shareholders subscribe for the new ordinary shares in the Rights Offering, but there are other existing shareholders oversubscribing for the new ordinary shares in the Rights Offering and there are no remaining unsubscribed new ordinary shares upon the completion of the Rights Offering, and all of the persons who exercise the right to purchase ordinary shares under MINT-W7 Warrants are not the existing shareholders of the Company.

$$\text{Control Dilution} = 1 - [Q_o / Q_n]$$

whereby;

Q_o = The total shares which the shareholders will receive in each Scenario as follows;

$$\text{Scenario 1} \quad Q_o = Q_a + Q_r + Q_w$$

$$\text{Scenario 2} \quad Q_o = Q_a + Q_r$$

$$\text{Scenario 3} \quad Q_o = Q_a$$

Q_n = The total shares after including the new ordinary shares in the Rights Offering and the new ordinary shares from the exercise of the right to purchase ordinary shares under the MINT-W7 Warrants;

$$= Q_a + Q_r + Q_w$$

Q_a = Total existing paid-up ordinary shares in the amount of 4,619,004,860 shares

Q_r = New ordinary shares to be increased upon completion of the Rights Offering in the amount of 716,124,785 shares (assuming the Company issues new ordinary shares at maximum number of shares)

Q_w = New ordinary shares to be increased upon the exercise of the right to purchase ordinary shares under the MINT-W7 Warrants in the amount of 313,831,156 shares (assuming the Company issues new ordinary shares at maximum number of shares)

Q_o = The total shares which the shareholders will receive in each Scenario as follows;

$$\text{Scenario 1} \quad Q_o = Q_a + Q_r + Q_w \quad 5,648,960,801$$

$$\text{Scenario 2} \quad Q_o = Q_a + Q_r \quad 5,335,129,645$$

$$\text{Scenario 3} \quad Q_o = Q_a \quad 4,619,004,860$$

$$Q_n = Q_a + Q_r + Q_w \quad 5,648,960,801$$

$$\text{Scenario 1} \quad \text{Control dilution} = \text{nil}$$

$$\text{Scenario 2} \quad \text{Control dilution} = 5.56\%$$

$$\text{Scenario 3} \quad \text{Control dilution} = 18.23\%$$

(2) Price dilution

$$\text{Price Dilution} = \frac{(P_a - P_n)}{P_a}$$

whereby;

- Pa = The volume weighted average market price 7 business days prior to the Board of Directors Meeting dated May 18, 2020 (during May 7, 2020 to May 15, 2020) which is equivalent to 18.97 Baht per share
- Pn = The average share price of total shares after including the new ordinary shares from Rights Offering and the new ordinary shares from the exercising the right to purchase ordinary shares under the MINT-W7

$$= \frac{[(Pa \times Qa) + (Pr \times Qr) + (Pw \times Qw)]}{(Qa + Qr + Qw)}$$
- Pr = Assuming the Offering Price for the Rights Offering at 14.60 Baht⁴ (The offering price mentioned here is an example for the purpose of illustration only)
- Pw = Assuming the Exercise Price of the MINT-W7 Warrants at 19.00 Baht⁵ (The exercise price mentioned here is an example for the purpose of illustration only)
- Qa = Total existing paid-up ordinary shares in the amount of 4,619,004,860 shares
- Qr = New ordinary shares to be increased upon completion of the Rights Offering in the amount of 716,124,785 shares (assuming the Company issues new ordinary shares at maximum number of shares)
- Qw = New ordinary shares to be increased upon the exercise of the right to purchase ordinary shares under the MINT-W7 Warrants in the amount of 313,831,156 shares (assuming the Company issues new ordinary shares at maximum number of shares)
- Pn =
$$\frac{[(18.97 \times 4,619,004,860) + (14.60 \times 716,124,785) + (19.00 \times 313,831,156)]}{(4,619,004,860 + 716,124,785 + 313,831,156)}$$

= 18.42 Baht per share

Price Dilution = 2.91%

After completion of the issuance and offering of new ordinary shares for the Rights Offering and the exercise of the right to purchase ordinary shares under the MINT-W7 Warrants, the ordinary shares of the Company will be affected from price dilution at approximately 2.91%.

(3) Earnings per share dilution

$$\text{EPS Dilution} = \frac{\text{EPSa} - \text{EPSn}}{\text{EPSa}}$$

whereby:

$$\text{Net profit} = 8,341.27 \text{ Million Baht (during April 1, 2019 to March 31, 2020)}$$

$$\begin{aligned} \text{EPSa} &= \frac{\text{Net Profit}}{Qa} \\ &= \frac{8,341.27 \text{ Million Baht}}{4,619,004,860} \end{aligned}$$

$$= 1.81 \text{ Baht per share}$$

$$\text{EPSn} = \frac{\text{Net Profit}}{Qa + Qr + Qw}$$

⁴ Assuming that the Offering Price for the Rights Offering at 14.60 Baht which is calculated from the volume weighted average market price of the shares in the SET 7 consecutive business days prior to the Board of Directors Meeting dated May 18, 2020 (during May 7, 2020 to May 15, 2020) less a discount of 15% and then further discounted by 10% on the calculated price post-15% discount. Nonetheless, the final offering price for the Right Offering will be determined in accordance with details set out in Capital Increase Report Form (F53-4).

⁵ Assuming that the Exercise Price of the MINT-W7 at 19.00 Baht which is calculated from the volume weighted average market price of the shares in the SET 7 consecutive business days prior to the Board of Directors Meeting dated May 18, 2020 (during May 7, 2020 to May 15, 2020). Nonetheless, the final exercise price of the MINT-W7 will be determined in accordance with details set out in Capital Increase Report Form (F53-4).

$$= \frac{8,341.27 \text{ Million Baht}}{(4,619,004,860 + 716,124,785 + 313,831,156)}$$

$$= 1.48 \text{ Baht per share}$$

EPS Dilution = 18.23%

After completion of the issuance and offering of new ordinary shares for the Rights Offering and the exercise of the right to purchase ordinary shares under the MINT-W7 Warrants, the ordinary shares of the Company will be affected from earnings per share dilution at approximately 18.23%.

9. Schedule of action if the board of directors passes a resolution approving the capital increase or allocation of new ordinary shares:

Actions	Date
1. The Meeting of the Board of Directors approved to propose that the Shareholders' Annual General Meeting consider and approve the capital increase and the allocation of new ordinary shares	May 18, 2020
2. Notifying the SET of the resolutions of Board of Directors Meeting	May 18, 2020
3. Record Date to determine shareholders who are entitled to attend the Shareholders' Annual General Meeting No. 27/2020 (Record Date)	June 1, 2020
4. Holding the Shareholders' Annual General Meeting No.27/2020	June 19,2020
5. Notifying the SET of the resolutions of the Shareholders' Annual General Meeting No. No.27/2020	June 19,2020
6. Date of registration of the capital increase and amendment to the Memorandum of Association with the Ministry of Commerce	Within 14 days from the date of the Shareholders' Annual General Meeting No. 27/2020
7. Date of announcement of the Offering Price of new ordinary shares in the Rights Offering.	Prior to Record date for determining the rights of the Company's shareholders who will be offered to subscribe for new ordinary shares in the Rights Offering
8. Record date for determining the rights of the Company's shareholders who will be offered to subscribe for new ordinary shares in the Rights Offering	June 29, 2020
9. Subscription and payment period of the Rights Offering	To be determined and announced later via the Stock Exchange of Thailand's information disclosure system, but no later than August 14, 2020
10. Record date for determining the rights of shareholders to receive the MINT-W7 Warrants	To be determined and announced later via the SET's information disclosure system
11. Date of determination of the Exercise Price of ordinary shares under the MINT-W7 Warrants	To be determined and announced later via the SET's information disclosure system
12. Date of issuance of the MINT-W7 Warrants	To be determined and announced later via the SET's information disclosure system

10. Opinion of the Board of Directors

10.1. Reason and necessity of capital increase

It is necessary for the Company to use the proceeds from the capital increase for the strengthening of the Company's capital structure, the repayment of outstanding debts of the Company, including interests and relevant expenses thereof, and for the general operating expenses including working capital of the Company and relevant investment projects. These proceeds from the capital increase will strengthen the Company's financial structure which would enhance the capacity of the Company to conducting business, reduce the interests burden and to help rebalancing the capital and debt structure of the Company to be suitable.

The Board of Directors has considered and viewed that the Rights Offering allows existing shareholders to subscribe for shares and receive return and benefits from the operation of the Company in the future. Due to the fluctuation of share market price, the Board of Directors considers that it is appropriate to determine the Offering Price of new ordinary shares to be offered in the Rights Offering on a later date which is closer to the subscription period in accordance with the criteria set out above.

10.2. Feasibility of the plan for utilizing proceeds received from the offering

The Board of Directors has considered and viewed that the repayment of the outstanding debts of the Company, including interests and relevant expenses thereof is certain, as the repayment will help reduce financial burden and long-term interest for the Company, as well as, help strengthen the financial structure of the Company to achieve liquidity and stability.

Moreover, the Board of Directors has considered and viewed that there is possibility and necessity of the use of proceed for the rebalancing of the Company's capital structure, and for the general operating expenses including working capital of the Company,

10.3. Reasonability of the capital increase and the plan for utilizing proceeds received from the offering

The capital increase and the proceeds utilization plan are reasonable, in line, and sufficient for the Company's projects.

10.4. Potential effect on the Company's business operation, financial position, and financial performance due to capital increase and the plan for utilizing proceeds received from the offering or projects

The proceeds from the capital increase will be used to expand the Company's business, reduce financial burden, and strengthen the financial status which will enable the Company to pursue the sustainable business operation.

The Company expects that capital increase completed within the third quarter of 2020 shall decrease the Debt to Equity ratio and significantly reduce the Company's financial cost.

11. Representation of the Board of Directors

In the event the directors fail to perform their duties with integrity and safeguard the interests of the Company in regard to the capital increase and such non-performance causes damages towards the Company, the shareholders may make a claim against the director in question on behalf of the Company according to section 85 and the relevant provisions of the Public Limited Companies Act B.E. 2535. In addition, if that non-performance causes a wrongfully benefit to any directors or related parties, shareholders may use their rights to sue that director for damages on behalf of the Company, according to section 89/18 of the Securities and Exchange Act B.E. 2535.

Enclosure for Agenda 7, 9, 10

**Key Features of the Warrants to Purchase Ordinary Shares of
Minor International Public Company Limited No.7 (MINT-W7)**

Category of Warrants	:	Warrants to purchase ordinary shares of Minor International Public Company Limited No. 7 (“ MINT-W7 Warrants ”)
Type of Warrants	:	Transferable warrants, with the name of bearer
Offering Method	:	<ul style="list-style-type: none"> • To be offered to the existing shareholders of Minor International Public Company Limited (the “Company”) in proportion to their respective shareholdings at no cost, at the ratio of 17 ordinary shares per 1 unit of warrant • Any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down <p>Details of warrant subscription and any other necessary conditions shall be determined by the Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors.</p>
Number of Offering Warrants	:	Up to 313,831,156 units
Offering Price per Unit	:	0 Baht (Zero Baht)
Term of Warrants	:	Up to 3 years from the issuance date of warrants
Ordinary shares reserved for the exercise of Warrants	:	Up to 313,831,156 shares (with a par value of 1 Baht per share), equivalent to 5.6% of the total paid-up capital of the Company after the completion of the offering of new ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (the “ Rights Offering ”), assuming that the Company issues and offers the new ordinary shares (Rights Offering) in the amount of 716,124,785 shares and new ordinary shares reserved for the exercise of the right to purchase ordinary shares under the Company’s warrants to purchase ordinary shares No. 7 (MINT-W7) in the amount of 313,831,156 shares, whereas shareholders of the Company subscribe all of such new ordinary shares and all of the MINT-W7 Warrants have been exercised.
Exercise Ratio	:	1 unit of warrant per 1 ordinary share with the exception for the case of the adjustment of exercise ratio in accordance with the adjustment conditions
Exercise Price	:	<p>A premium of no more than 10% to the market price (the “Exercise Price”).</p> <p>The market price refers to volume weighted average price of the Company’s shares for 7 – 15 consecutive trading days prior to the date where the Exercise Price and details with regards to the issuance of MINT-W7 Warrants are determined</p> <p>Exercise Price and relevant details shall be determined by the Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors.</p> <p>In the event of the adjustment of Exercise Price, the Exercise Price shall not be lower than the par value of shares in the Company at the time.</p>
Issuance date	:	To be determined by the Board of Directors or the authorized directors or the person authorized by the Board of Directors or by the authorized directors, which is expected to be within the third quarter of 2020.

Exercise Date	: On the 15 th of February, May, August, November of each calendar year through the term of Warrants. In the event that the Exercise Date is not a Business Day, such Exercise Date shall be postponed to the next Business Day. The first Exercise Date is expected to be on 15 November 2020. The last Exercise Date will be on the expiration date of MINT-W7 Warrants which will be up to 3 years from the issuance date. In the event that the last Exercise Date is not a Business Day, such last Exercise Date shall be postponed to the next Business Day. The last Exercise Date and relevant details shall be determined by the Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors.
Irrevocability of the notification of intention to exercise the warrants	: The Warrant Holders who wish to exercise their rights to purchase ordinary shares of the Company shall deliver a notification of the intention to exercise the Warrants during 9:30 hrs. until 15:30 hrs. within the period of 5 Business Days prior to each Exercise Date, except for the last Exercise Date in which the notification of the intention to exercise the Warrants shall be delivered during 9:30 hrs. until 15:30 hrs. within the period of 15 Business Days prior to the last Exercise Date. The intention to exercise MINT-W7 Warrants shall be irrevocable upon the Exercise Notice being served.
Warrant Registrar	: Thailand Securities Depository Company Limited
Secondary Market for the Warrant	: The Company will apply to list the MINT-W7 Warrants on the Stock Exchange of Thailand
Secondary Market for the Ordinary Shares from the Exercise of Warrants	: The Company will apply to list the new ordinary shares to be issued upon exercising the Warrants on the Stock Exchange of Thailand
Purposes of issuing the warrants and benefits that the Company would gain from the allocation of newly issued shares	: To provide readiness and enhance financial strengths of the Company so that the Company has financial flexibility in proceeding with its future projects as well as to reserve funds to be used as working capital and/or to pay down financial liabilities or debt when the warrant holders exercise their rights under MINT-W7 Warrants.
Expected benefits to shareholders from the capital increase	: This capital increase will strengthen the Company's financial position and provide additional working capital for operation of the Company's business, and thereby, enhance the Company's ability to generate more revenues and profits, and the shareholders would gain the benefits from the Company as the Company will be able to utilize such proceeds by investing in its relating future projects as deemed appropriate and in line with the objectives of the issuance and allocation of MINT-W7 Warrants.

Dilution effect to shareholders

1. The ordinary shares to be issued upon exercising the Warrants will have the same rights and benefits as that of the already issued and fully paid-up ordinary shares in every aspect. Any rights to be vested upon being shareholders from the exercise of the Warrants will be effective from the day that the Ministry of Commerce accepts to register the change of paid-up capital of the Company for the new ordinary share issued upon exercising the Warrants.
2. The dilution effect to the Company's shareholders can be determined as follows:

(1) Control Dilution

Scenario 1: The existing shareholders fully subscribe for the new ordinary shares in the Rights Offering in proportion to their respective shareholdings, and all of the persons who exercise the right to purchase ordinary shares under the MINT-W7 Warrants are the existing shareholders.

Scenario 2: The existing shareholders fully subscribe for the new ordinary shares in the Rights Offering in proportion to their respective shareholding, but all of the persons who exercise the right to purchase ordinary shares under the MINT-W7 Warrants are not the existing shareholders.

Scenario 3: Only some of the existing shareholders subscribe for the new ordinary shares in the Rights Offering, but there are other existing shareholders oversubscribing for the new ordinary shares in the Rights Offering and there are no remaining unsubscribed new ordinary shares upon the completion of the Rights Offering, and all of the persons who exercise the right to purchase ordinary shares under MINT-W7 Warrants are not the existing shareholders of the Company.

$$\text{Control Dilution} = 1 - [Q_o / Q_n]$$

whereby;

Q_o = The total shares which the shareholders will receive in each Scenario as follows;

$$\text{Scenario 1 } Q_o = Q_a + Q_r + Q_w$$

$$\text{Scenario 2 } Q_o = Q_a + Q_r$$

$$\text{Scenario 3 } Q_o = Q_a$$

Q_n = The total shares after including the new ordinary shares in the Rights Offering and the new ordinary shares from the exercise of the right to purchase ordinary shares under the MINT-W7 Warrants;

$$= Q_a + Q_r + Q_w$$

Q_a = Total existing paid-up ordinary shares in the amount of 4,619,004,860 shares

Q_r = New ordinary shares to be increased upon completion of the Rights Offering in the amount of 716,124,785 shares (assuming the Company issues new ordinary shares at maximum number of shares)

Q_w = New ordinary shares to be increased upon the exercise of the right to purchase ordinary shares under the MINT-W7 Warrants in the amount of 313,831,156 shares (assuming the Company issues new ordinary shares at maximum number of shares)

Q_o = The total shares which the shareholders will receive in each Scenario as follows;

$$\text{Scenario 1 } Q_o = Q_a + Q_r + Q_w \quad 5,648,960,801$$

$$\text{Scenario 2 } Q_o = Q_a + Q_r \quad 5,335,129,645$$

$$\text{Scenario 3 } Q_o = Q_a \quad 4,619,004,860$$

$$Q_n = Q_a + Q_r + Q_w \quad 5,648,960,801$$

$$\text{Scenario 1 } \text{Control dilution} = \text{nil}$$

$$\text{Scenario 2 } \text{Control dilution} = 5.56\%$$

$$\text{Scenario 3 } \text{Control dilution} = 18.23\%$$

(2) Price dilution

$$\text{Price Dilution} = \frac{(P_a - P_n)}{P_a}$$

whereby;

P_a = The volume weighted average market price 7 business days prior to the Board of Directors Meeting dated May 18, 2020 (during May 7, 2020 to May 15, 2020) which is equivalent to 18.97 Baht per share

P_n = The average share price of total shares after including the new ordinary shares from Rights Offering and the new ordinary shares from the exercising the right to purchase ordinary shares under the MINT-W7

$$= [(P_a \times Q_a) + (P_r \times Q_r) + (P_w \times Q_w)] / (Q_a + Q_r + Q_w)$$

- Pr = Assuming the Offering Price for the Rights Offering at 14.60 Baht¹ (The offering price mentioned here is an example for the purpose of illustration only)
- Pw = Assuming the Exercise Price of the MINT-W7 Warrants at 19.00 Baht² (The exercise price mentioned here is an example for the purpose of illustration only)
- Qa = Total existing paid-up ordinary shares in the amount of 4,619,004,860 shares
- Qr = New ordinary shares to be increased upon completion of the Rights Offering in the amount of 716,124,785 shares (assuming the Company issues new ordinary shares at maximum number of shares)
- Qw = New ordinary shares to be increased upon the exercise of the right to purchase ordinary shares under the MINT-W7 Warrants in the amount of 313,831,156 shares (assuming the Company issues new ordinary shares at maximum number of shares)
- Pn =
$$\frac{[(18.97 \times 4,619,004,860) + (14.60 \times 716,124,785) + (19.00 \times 313,831,156)]}{(4,619,004,860 + 716,124,785 + 313,831,156)}$$
- = 18.42 Baht per share

Price Dilution = 2.91%

After completion of the issuance and offering of new ordinary shares for the Rights Offering and the exercise of the right to purchase ordinary shares under the MINT-W7 Warrants, the ordinary shares of the Company will be affected from price dilution at approximately 2.91%.

(3) Earnings per share dilution

$$\text{EPS Dilution} = \frac{\text{EPSa} - \text{EPSn}}{\text{EPSa}}$$

whereby:

$$\text{Net profit} = 8,341.27 \text{ Million Baht (during April 1, 2019 to March 31, 2020)}$$

$$\begin{aligned} \text{EPSa} &= \frac{\text{Net Profit}}{\text{Qa}} \\ &= \frac{8,341.27 \text{ Million Baht}}{4,619,004,860} \\ &= 1.81 \text{ Baht per share} \end{aligned}$$

$$\begin{aligned} \text{EPSn} &= \frac{\text{Net Profit}}{\text{Qa} + \text{Qr} + \text{Qw}} \\ &= \frac{8,341.27 \text{ Million Baht}}{(4,619,004,860 + 716,124,785 + 313,831,156)} \\ &= 1.48 \text{ Baht per share} \end{aligned}$$

$$\text{EPS Dilution} = 18.23\%$$

After completion of the issuance and offering of new ordinary shares for the Rights Offering and the exercise of the right to purchase ordinary shares under the MINT-W7 Warrants, the ordinary shares of the Company will be affected from earnings per share dilution at approximately 18.23%.

¹ Assuming that the Offering Price for the Rights Offering at 14.60 Baht which is calculated from the volume weighted average market price of the shares in the SET 7 consecutive business days prior to the Board of Directors Meeting dated May 18, 2020 (during May 7, 2020 to May 15, 2020) less a discount of 15% and then further discounted by 10% on the calculated price post-15% discount. Nonetheless, the final offering price for the Right Offering will be determined in accordance with details set out in Capital Increase Report Form (F53-4).

² Assuming that the Exercise Price of the MINT-W7 at 19.00 Baht which is calculated from the volume weighted average market price of the shares in the SET 7 consecutive business days prior to the Board of Directors Meeting dated May 18, 2020 (during May 7, 2020 to May 15, 2020). Nonetheless, the final exercise price of the MINT-W7 will be determined in accordance with details set out in Capital Increase Report Form (F53-4).

Adjustment of right of warrant :

The Company will adjust the Exercise Price and exercise ratio during the term of MINT-W7 Warrants upon the occurrence of any of following events with the aim to protect the interest of the holders of MINT-W7 Warrants:

1. The Company changes the par value of its shares as a result of a consolidation or split of the issued shares of the Company.
2. The Company offers to sell its new ordinary shares to the existing shareholders and/or public and/or private placement at the net price per share lower than 90% of the market price of the Company's shares.
3. The Company offers to sell its newly issued securities which can be converted to shares in the Company or right to purchase shares in the Company (e.g. convertible debentures or warrants) to the existing shareholders and/or public and/or private placement by fixing the net price per newly issued reserved shares lower than 90% of the share price calculated in reliance on the market price of the Company's ordinary shares.
4. The Company pays out whole or partial dividend by means of share dividends to the shareholders of the Company.
5. The Company pays dividend in cash in exceeding of 90% of net profit of the Company consolidated financial statements at any fiscal year.
6. Any other similar event to those of clause 1 to clause 5 above which results in the deterioration of the interest of the holders of MINT-W7 Warrants.

The Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors is authorized to determine the terms and conditions, and details of the MINT-W7 Warrants relating to the adjustment of conversion ratio and Exercise Price.

Other Condition : The Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to undertake any actions with regard to the issue and allocation of the MINT-W7 Warrants, including, but not limited to determining or modifying the criteria, terms and conditions, and other details related to the MINT-W7 Warrants, including the allocation either once in full or in several occasions, the allocation ratio, the payment method, the exercise ratio, the Exercise Price, the record date for determining the rights of the Company's shareholders to receive the MINT-W7 Warrants, the first and last exercise date, and any other relevant terms and details. The said person(s) shall also be authorized to negotiate and sign in any relevant documents and agreements and perform any other necessary actions related to the issuance and offer of the MINT-W7 Warrants, the listing of the MINT-W7 Warrants to be issued and the ordinary shares to be issued upon exercising the MINT-W7 Warrants on the Stock Exchange of Thailand, as well as to proceed with applications for the necessary approval from relevant authorities and to appoint and designate other appropriate persons to be the substitute attorney in fact to perform the above.

Enclosure to Agenda 12

Information on the issuance and offering of debentures and authorization in relation to the issuance and offering of debentures

As of December 31, 2019, the Company has outstanding debentures in a total principal amount (at par value) of Baht 79.3 billion, and in accordance with the resolution of the Extraordinary General Meeting of Shareholders held on August 9, 2018, the remaining principal amount (at par value) of debentures which may be issued and offered by the Company is Baht 15.7 billion.

In order to facilitate the Company's capital investment, business expansion, increase in financing flexibility and debt repayment, it is proposed that the meeting considers and approve the Company's plans to raise funds by issuing and offering debentures for the total principal amount (at par value) of not exceeding Baht 25 billion (or equivalent in any other currency). The offering amount is an additional amount to the previous offering amount of Baht 95 billion (or equivalent in any other currency) which has been approved by the Company's previous shareholders meeting(s). When calculated with the aggregated amount of all outstanding debentures (at par value) issued by the Company at any time, the total offering amount will not exceed Baht 120 billion (or equivalent in any other currency). The principal amount of the debentures redeemed and/or repurchased and/or repaid by the Company shall be counted towards the remaining principal amount of debentures that can be issued by the Company (Revolving Principal Basis). The details of the debentures are as follows:

Type of Debentures: Any and all types of debentures, including without limitation, name registered debentures, bearer debentures, secured or unsecured debentures, with or without debentureholders' representative, and subordinated or unsubordinated debentures, depending on market conditions or any other factor at the time of each issuance and offering of debentures.

Offering Amount: The principal amount of debentures (at par value) proposed for approval shall not exceed Baht 25 billion (or equivalent in any other currency). The offering amount is an additional amount to the previous offering amount of Baht 95 billion (or equivalent in any other currency) which has been approved by the Company's previous shareholders meeting(s). When calculated with the aggregated amount of all outstanding debentures (at par value) issued by the Company at any time, the total offering amount will not exceed Baht 120 billion (or equivalent in any other currency).

The principal amount of the debentures redeemed and/or repurchased and/or repaid by the Company shall be counted towards the remaining principal amount of debentures that can be issued by the Company (Revolving Principal Basis). In the event that the Company issues debentures to refinance existing debentures (issuance of new debentures to repay and/or replace existing debentures), the principal amount of existing debentures to be redeemed on the issue date of the new debentures issued to refinance such existing debentures shall not be counted as part of the existing debentures which have not been redeemed in the calculation of the remaining principal amount of the debentures that can be issued by the Company.

Denomination: In Baht and/or any other currency.

Interest Rate: Depending on market conditions at the time of offering of the debentures.

Tenure: Except for perpetual debentures, the debentures to be issued by the Company shall have tenure of not exceeding 20 years from their respective issue date. In the case of perpetual debentures, the tenure and maturity date of the

debentures shall be determined in accordance with the relevant regulations of the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission (the “**Office of the SEC**”) and/or other relevant authorities.

Early Redemption: The Company may or may not have the right to redeem, and the debentureholders may or may not have the right to require the Company to redeemed, debentures prior to their respective maturity date, depending on their respective terms and conditions.

Offering: Debentures may be issued and offered in one or several tranches, domestically and/or internationally, by way of public offering and/or a private placement, and/or may be offered to high-net worth investors and/or institutional investors and/or any persons(s) and investor(s) in accordance with the relevant regulations of the Capital Market Supervisory Board and/or the Office of the SEC, as well as other relevant regulations which are in force at the time of issuance of debentures.

In this regard, the Board of Directors meeting approved to propose to the shareholders meeting to consider and approve that the Board of Directors and/or any Executive Director and/or Group CEO (collectively, the “**Authorized Persons**”) and/or the authorized directors of the Company and/or any person(s) appointed by any of the Authorized Persons and/or the authorized directors of the Company shall be authorized to determine any terms and conditions and other details necessary for, and pertinent to, the issuance and offering for sale of the debentures, such as the determination of the name, offering amount of each issuance, type, security (if any), offering price per unit, tenure, maturity date, right of early redemption, interest rate, principal repayment and interest payment method, allocation method, details of offering etc., to arrange for the registration of such debentures with the Thai Bond Market Association or any other secondary market, and to appoint any financial advisor, underwriter, arranger, credit rating agency, asset appraiser, legal advisor, registrar, paying agent, debentureholders’ representative, or other advisors or persons who are relevant to the issuance and offering of debentures, and to enter into, agree upon, amend, certify and sign any documents and agreements relevant to the debentures, and to contact, provide, disclose, sign, certify, agree to and submit information, applications or documents to the Office of the SEC, the Thai Bond Market Association, the Bank of Thailand or other authorities and persons relevant to the debentures, as well as to take any other action necessary for, and pertinent to, the issuance and offering of debentures, including to appoint any person as their attorney, representative or agent to perform any action aforementioned.



หนังสือมอบฉันทะแบบ ก.
Proxy Form A

เขียนที่
Made at
วันที่เดือนพ.ศ.
Date Month Year

1. ข้าพเจ้า สัญชาติ
I/We Nationality
อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at No. Road Sub District
อำเภอ/เขต จังหวัด รหัสไปรษณีย์
District Province Postal Code
ซึ่งเป็นผู้ถือหุ้นของบริษัท จำกัด (มหาชน)
as a shareholder of Minor International Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
holding a total amount of shares, and is entitled to cast votes
หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
Ordinary share shares, and is entitled to cast votes
หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
Preferred share shares, and is entitled to cast votes

2. ขอมอบฉันทะให้
hereby appoint
(1) อายุ ปี อยู่บ้านเลขที่
Name Age Residing at No.
ถนน ตำบล/แขวง อำเภอ/เขต
Road Sub District District
จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code or
(2) อายุ ปี อยู่บ้านเลขที่
Name Age Residing at No.
ถนน ตำบล/แขวง อำเภอ/เขต
Road Sub District District
จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code or

มอบฉันทะให้กรรมการอิสระ นางสาวสุภา เจริญยิ่ง อายุ 56 ปี
Assign a proxy to the Independent Director, Ms. Suvabha Charoenying of age 56 years
อยู่บ้านเลขที่ 88 อาคารเดอะพาร์ค ชั้น 12 ถนน ถนนรัชดาภิเษก ตำบล/แขวง คลองเตย
อำเภอ/เขต คลองเตย จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10110
Residing at No. 88 The Park Building, 12th Fl. Ratchadaphisek Road Sub District Klongtoey
District Klongtoey Province Bangkok Postal Code 10110

มอบฉันทะให้กรรมการอิสระ..... นายจรัมพร โชติกเสถียร..... อายุ 62 ปี
Assign a proxy to the Independent Director, Mr. Charamporn Jotikasthira..... of age 62 years
อยู่บ้านเลขที่ 88 อาคารเดอะปาร์ค ชั้น 12..... ถนน ถนนรัชดาภิเษก..... ตำบล/แขวง คลองเตย.....
อำเภอ/เขต คลองเตย..... จังหวัด กรุงเทพมหานคร..... รหัสไปรษณีย์ 10110.....
Residing at No. 88 The Parq Building, 12th Fl. Ratchadaphisek Road..... Sub District Klongtoey,
District Klongtoey..... Province Bangkok..... Postal Code 10110.....

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม
สามัญผู้ถือหุ้น ครั้งที่ 27/2563 ในวันที่ 19 มิถุนายน 2563 เวลา 13.00 น. ณ ห้องแกรนด์ ริเวอร์ไซด์ บอลรูม ชั้น 10 โรงแรมอวานี
พลัส ริเวอร์ไซด์ กรุงเทพฯ

Just only one as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders
No. 27/2020 on June 19, 2020 at 1.00 p.m. at Grand Riverside Ballroom, 10th Floor, AVANI+ Riverside Bangkok.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
Any act(s) undertaken by the Proxy at such meeting shall be deemed as my/our own act(s) in all respects.

ลงชื่อ ผู้มอบฉันทะ
Signed (.....) Grantor

ลงชื่อ ผู้รับมอบฉันทะ
Signed (.....) Proxy

ลงชื่อ ผู้รับมอบฉันทะ
Signed (.....) Proxy

ลงชื่อ ผู้รับมอบฉันทะ
Signed (.....) Proxy

หมายเหตุ

Remark

ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถ
แบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder assigning a proxy can authorize only one proxy to attend the meeting and cast the votes on his/her/their
behalf and all votes of a shareholder cannot be split for more than one proxy.



หนังสือมอบฉันทะแบบ ข.
Proxy Form B

เขียนที่
Made at
วันที่เดือนพ.ศ.
Date Month Year

1. ข้าพเจ้า สัญชาติ
I/We Nationality
อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at No. Road Sub District
อำเภอ/เขต จังหวัด รหัสไปรษณีย์
District Province Postal Code
ซึ่งเป็นผู้ถือหุ้นของบริษัท จำกัด (มหาชน)
as a shareholder of Minor International Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
holding a total amount of shares, and is entitled to cast votes
หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
Ordinary share shares, and is entitled to cast votes
หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
Preferred share shares, and is entitled to cast votes

2. ขอมอบฉันทะให้
hereby appoint

(1) อายุ ปี อยู่บ้านเลขที่
Name Age Residing at No.
ถนน ตำบล/แขวง อำเภอ/เขต
Road Sub District District
จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code or
(2) อายุ ปี อยู่บ้านเลขที่
Name Age Residing at No.
ถนน ตำบล/แขวง อำเภอ/เขต
Road Sub District District
จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code or

มอบฉันทะให้กรรมการอิสระ นางสาวสุภา เจริญยิ่ง อายุ 56 ปี
Assign a proxy to the Independent Director, Ms. Suvabha Charoenying of age 56 years
อยู่บ้านเลขที่ 88 อาคารเดอะปาร์ค ชั้น 12 ถนน ถนนรัชดาภิเษก ตำบล/แขวง คลองเตย
อำเภอ/เขต คลองเตย จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10110
Residing at No. 88 The Park Building, 12th Fl. Ratchadaphisek Road Sub District Klongtoey
District Klongtoey Province Bangkok Postal Code 10110

มอบฉันทะให้กรรมการอิสระ..... นายจรัมพร โชติกเสถียร..... อายุ 62..... ปี
Assign a proxy to the Independent Director, Mr. Charamporn Jotikasthira..... of age 62..... years
อยู่บ้านเลขที่ 88 อาคารเดอะปาร์ค ชั้น 12..... ถนน ถนนรัชดาภิเษก ตำบล/แขวง คลองเตย.....
อำเภอ/เขต คลองเตย..... จังหวัด กรุงเทพมหานคร..... รหัสไปรษณีย์ 10110.....
Residing at No. 88 The Park Building, 12th Fl. Ratchadaphisek Road..... Sub District Klongtoey.....
District Klongtoey..... Province Bangkok..... Postal Code 10110.....

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม
สามัญผู้ถือหุ้น ครั้งที่ 27/2563 ในวันที่ 19 มิถุนายน 2563 เวลา 13.00 น. ณ ห้องแกรนด์ ริเวอร์ไซด์ บอลรูม ชั้น 10 โรงแรมอวานี
พลัส ริเวอร์ไซด์ กรุงเทพฯ

Just only one as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders
No. 27/2020 on June 19, 2020 at 1.00 p.m. at Grand Riverside Ballroom, 10th Floor, AVANI+ Riverside Bangkok.

3. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการเข้าร่วมประชุมครั้งนี้ ดังนี้
I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

**วาระที่ 1 พิจารณารับทราบรายงานประจำปีและรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทใน
รอบปี 2562**

**Agenda 1 To consider and acknowledge the annual report and the Board of Directors report on the Company's
performance for the year 2019**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Not approve | Abstain |

วาระที่ 2 พิจารณานุมัติงบการเงินสำหรับปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2562 พร้อมทั้งรับทราบรายงานของผู้สอบบัญชี
**Agenda 2 To consider and approve the Financial Statements for the year ended December 31, 2019 including to
acknowledge the auditor's report**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Not approve | Abstain |

วาระที่ 3 พิจารณานุมัติการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมายและงดการจ่ายเงินปันผลประจำปี 2562
**Agenda 3 To consider and approve the allocation of profit for the statutory reserve and the omission of dividend
payment for the year 2019**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Not approve | Abstain |

วาระที่ 4 พิจารณาเลือกตั้งกรรมการเข้าดำรงตำแหน่งแทนกรรมการที่ครบกำหนดต้องออกจากตำแหน่งตามวาระในปี 2563

Agenda 4 To consider and approve the election of the directors completing their term for the year 2020

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- แต่งตั้งกรรมการทั้งหมด
The election and appointment of the whole set of directors
- | | | |
|--|---|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Not approve | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|---|--|
- การแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้
The election and appointment of individual director(s) as follows:
- นายจรัมพร โชติกเสถียร
Mr. Charamporn Jotikasthira
- | | | |
|--|---|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Not approve | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|---|--|
- นายเอ็มมานูเอล จูดี ดิลิปรัจ ราชากาเรีย
Mr. Emmanuel Jude Dillipraj Rajakarier
- | | | |
|--|---|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Not approve | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|---|--|
- นายจอห์น สก็อต ไฮเน็ค
Mr. John Scott Heinecke
- | | | |
|--|---|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Not approve | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|---|--|
- นางสาวคามิลล์ มา
Ms. Camille Ma
- | | | |
|--|---|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Not approve | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|---|--|

วาระที่ 5 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2563

Agenda 5 To consider and approve the directors' remuneration for the year 2020

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|--|---|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Not approve | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|---|--|

วาระที่ 6 พิจารณาแต่งตั้งผู้สอบบัญชีประจำปี 2563 และกำหนดค่าสอบบัญชี

Agenda 6 To consider and approve the appointment the auditors for the year 2020 and the auditing fee

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Not approve | Abstain |

วาระที่ 7 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท จากเดิม 4,849,860.006 บาท เป็น 5,887,815,947 บาท โดยการออกหุ้นสามัญที่ออกใหม่จำนวนไม่เกิน 1,037,955,941 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท

Agenda 7 To consider and approve the increase of the registered capital of the Company from 4,849,860,006 Baht to 5,887,815,947 Baht, by issuing up to 1,037,955,941 new ordinary shares, with a par value of 1 Baht

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Not approve | Abstain |

วาระที่ 8 พิจารณานุมัติการแก้ไขหนังสือบริคณห์สนธิข้อ 4. ของบริษัทให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

Agenda 8 To consider and approve the amendment of the Clause 4 of the Memorandum of Association pursuant to the increase of the registered capital

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Not approve | Abstain |

วาระที่ 9 พิจารณานุมัติการออกใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท ครั้งที่ 7 (MINT-W7) จำนวนไม่เกิน 313,831,156 หน่วย เพื่อจัดสรรให้แก่ผู้ถือหุ้นเดิมของบริษัทตามสัดส่วนการถือหุ้น

Agenda 9 To consider and approve the issuance of the Company's warrants to purchase ordinary shares No.7 (MINT-W7) up to 313,831,156 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Not approve | Abstain |

วาระที่ 10 พิจารณานุมัติการจัดสรรหุ้นสามัญที่ออกใหม่จำนวนไม่เกิน 1,037,955,941 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท ตามรายละเอียดดังนี้

- ก. จัดสรรหุ้นสามัญที่ออกใหม่จำนวนไม่เกิน 716,124,785 หุ้น เพื่อเสนอขายให้กับผู้ถือหุ้นสามัญเดิมของบริษัท ตามสัดส่วนการถือหุ้น (Rights Offering)
- ข. จัดสรรหุ้นสามัญที่ออกใหม่จำนวนไม่เกิน 313,831,156 หุ้น เพื่อรองรับการใช้สิทธิซื้อหุ้นสามัญตามใบสำคัญแสดงสิทธิ MINT-W7 ซึ่งจะออกให้กับผู้ถือหุ้นเดิมของบริษัทตามสัดส่วนการถือหุ้น
- ค. จัดสรรหุ้นสามัญที่ออกใหม่จำนวนไม่เกิน 8,000,000 หุ้น เพื่อรองรับการปรับอัตราการใช้สิทธิของใบสำคัญแสดงสิทธิ MINT-W6 เนื่องจากการเสนอขายหุ้นสามัญที่ออกใหม่ในการเสนอขายหุ้น Rights Offering ในราคาต่ำกว่าร้อยละ 90 ของราคาตลาด ตามข้อกำหนดว่าด้วยสิทธิและหน้าที่ของผู้ถือใบสำคัญแสดงสิทธิ และผู้ถือใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท ไมเนอร์ อินเตอร์เนชั่นแนล จำกัด (มหาชน) ครั้งที่ 6 (MINT-W6)

Agenda 10 To consider and approve the allocations of up to 1,037,955,941 shares at the par value of Baht 1.00 per share, in accordance with the details as follows:

- a. To allocate up to 716,124,785 new ordinary shares for an offering to the existing shareholders of the Company in proportion to their respective shareholdings
- b. To allocate up to 313,831,156 new ordinary shares for the exercise of the MINT-W7 Warrants which will be issued to existing shareholders of the Company in proportion to their respective shareholdings
- c. To allocate up to 8,000,000 shares for the adjustment of the exercise ratio of MINT-W6 warrants due to the offering of new ordinary shares in the Rights Offering at a price which may be lower than 90 percent of the market price in accordance with the Terms and Conditions governing the Rights and Obligations of the Issuer and Holders of the Warrants to purchase ordinary shares of Minor International Public Company Limited No.6 (MINT-W6)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Not approve Abstain

วาระที่ 11 พิจารณานุมัติแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 21 และ ข้อ 32/1

Agenda 11 To consider and approve the amendment to the Company's Articles of Association, Article 21 and Article 32/1

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Not approve Abstain

วาระที่ 12 พิจารณานุมัติให้มีการออกและเสนอขายหุ้นกู้

Agenda 12 To consider and approve an issuance and offering of debentures

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Not approve Abstain

4. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and will not be regarded as my/our voting as shareholder(s).

5. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act(s) undertaken by the Proxy at such meeting shall be deemed as my/our own act(s) in all respects.

ลงชื่อ ผู้มอบฉันทะ
Signed (.....) Grantor

ลงชื่อ ผู้รับมอบฉันทะ
Signed (.....) Proxy

ลงชื่อ ผู้รับมอบฉันทะ
Signed (.....) Proxy

ลงชื่อ ผู้รับมอบฉันทะ
Signed (.....) Proxy

หมายเหตุ

Remarks

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder assigning a proxy can authorize only one proxy to attend the meeting and cast the vote on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In agenda regarding the appointment of new directors, the appointment can be made for all directors or for individual director.
3. ในกรณีที่มิ่วาระที่พิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้รับมอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
Should the provisions prescribed above are not sufficient to cover all the Proxy's intentions; the Proxy may use the attached Annex to the Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะ (แบบ ข.)

Annex to the Form of Proxy (Form B)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ.....ไมเนอร์ อินเตอร์เนชั่นแนล..... จำกัด (มหาชน)

Grant of proxy as a shareholder ofMinor International..... Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นครั้งที่ 27/2563 ในวันที่ 19 มิถุนายน 2563 เวลา 13.00 น. ณ ห้องแกรนด์ริเวอร์ไซด์ บอลรูม ชั้น 10 โรงแรมอวานี พลัส ริเวอร์ไซด์ กรุงเทพฯ

At the Annual General Meeting of Shareholders No. 27/2020 on June 19, 1.00 p.m. at Grand Riverside Ballroom, 10th Floor, AVANI+ Riverside Bangkok.

วาระที่..... เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Not approve Abstain

วาระที่..... เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Not approve Abstain

วาระที่..... เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Not approve Abstain

วาระที่..... เรื่อง เลือกตั้งกรรมการ
Agenda Subject Appointment of Directors

ชื่อกรรมการ

Name of director

เห็นด้วย
Approve

ไม่เห็นด้วย
Not approve

งดออกเสียง
Abstain

ชื่อกรรมการ

Name of director

เห็นด้วย
Approve

ไม่เห็นด้วย
Not approve

งดออกเสียง
Abstain

ชื่อกรรมการ

Name of director

เห็นด้วย
Approve

ไม่เห็นด้วย
Not approve

งดออกเสียง
Abstain

ชื่อกรรมการ

Name of director

เห็นด้วย
Approve

ไม่เห็นด้วย
Not approve

งดออกเสียง
Abstain

ชื่อกรรมการ

Name of director

เห็นด้วย
Approve

ไม่เห็นด้วย
Not approve

งดออกเสียง
Abstain

ชื่อกรรมการ

Name of director

เห็นด้วย
Approve

ไม่เห็นด้วย
Not approve

งดออกเสียง
Abstain



หนังสือมอบฉันทะแบบ ค.
Proxy Form C

เขียนที่

Made at

วันที่เดือน พ.ศ.

Date Month Year

1. ข้าพเจ้า สัญชาติ

I/We Nationality

อยู่บ้านเลขที่ ถนน ตำบล/แขวง

Residing at No. Road Sub District

อำเภอ/เขต จังหวัด รหัสไปรษณีย์

District Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

As the Custodian of (Please specify the fund name/shareholder name)

ซึ่งเป็นผู้ถือหุ้นของบริษัท ไมเนอร์ อินเตอร์เนชั่นแนล จำกัด (มหาชน)

as a shareholder of Minor International Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้

holding a total amount of shares, and is entitled to cast votes

หุ้นสามัญหุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

Ordinary share shares, and is entitled to cast votes

หุ้นบุริมสิทธิหุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

Preferred share shares, and is entitled to cast votes

2. ขอมอบฉันทะให้

hereby appoint

(1)อายุปี อยู่บ้านเลขที่

Name Age Residing at No.

ถนนตำบล/แขวงอำเภอ/เขต

Road Sub District District

จังหวัดรหัสไปรษณีย์หรือ

Province Postal Code or

(2)อายุปี อยู่บ้านเลขที่

Name Age Residing at No.

ถนนตำบล/แขวงอำเภอ/เขต

Road Sub District District

จังหวัดรหัสไปรษณีย์หรือ

Province Postal Code or

มอบฉันทะให้กรรมการอิสระ.....นางสาวสุภา เจริญยิ่งอายุ56.....ปี

Assign a proxy to the Independent Director,Ms. Suvabha Charoenying.....of age56.....years

อยู่บ้านเลขที่88 อาคารเดอะปาร์ค ชั้น 12.....ถนนถนนรัชดาภิเษกตำบล/แขวงคลองเตย

อำเภอ/เขตคลองเตย.....จังหวัดกรุงเทพมหานคร.....รหัสไปรษณีย์10110

Residing at No.88 The Park Building, 12th Fl. Ratchadaphisek Road.....Sub DistrictKlongtoey

DistrictKlongtoey.....ProvinceBangkok.....Postal Code10110

มอบฉันทะให้กรรมการอิสระ..... นายจรัมพร โชติกเสถียร..... อายุ 62 ปี
 Assign a proxy to the Independent Director, Mr. Charamporn Jotikasthira of age 62 years
 อยู่บ้านเลขที่ 88 อาคารเดอะปาร์ค ชั้น 12 ถนน ถนนรัชดาภิเษก ตำบล/แขวง คลองเตย
 อำเภอ/เขต คลองเตย จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10110
 Residing at No. 88 The Park Building, 12th Fl. Ratchadaphisek Road Sub District Klongtoey
 District Klongtoey Province Bangkok Postal Code 10110

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม
 สามีผู้ถือหุ้น ครั้งที่ 27/2563 ในวันที่ 19 มิถุนายน 2563 เวลา 13.00 น. ณ ห้องแกรนด์ ริเวอร์ไซด์ บอลรูม ชั้น 10 โรงแรมอวานี
 พลัส ริเวอร์ไซด์ กรุงเทพฯ

Just only one as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders
 No. 27/2020 on June 19, 2020 at 1.00 p.m. at Grand Riverside Ballroom, 10th Floor, AVANI+ Riverside Bangkok.

3. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

The number of votes for which I/We authorize the Proxy to vote in this meeting is

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

To authorize the Proxy to cast the votes pursuant to the total number of shares

มอบฉันทะบางส่วน คือ

To authorize the Proxy to cast the votes less than the total number of shares

<input type="checkbox"/> หุ้นสามัญ.....	หุ้น และมีสิทธิออกเสียงลงคะแนน.....	เสียง
Ordinary share	shares, and is entitled to cast	votes
<input type="checkbox"/> หุ้นบุริมสิทธิ.....	หุ้น และมีสิทธิออกเสียงลงคะแนน.....	เสียง
Preferred share	shares, and is entitled to cast	votes
รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด		เสียง
Total		votes

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follow:

วาระที่ 1 พิจารณารับทราบรายงานประจำปีและรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทใน
 รอบปี 2562

**Agenda 1 To consider and acknowledge the Annual Report and the Board of Directors report on the
 Company's performance for the year 2019**

- วาระนี้เป็นการแจ้งเพื่อทราบ จึงไม่ต้องมีการลงมติ -

- This agenda is for acknowledgement and does not require the voting-

วาระที่ 2 พิจารณานุมัติงบการเงินสำหรับปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2562 พร้อมทั้งรับทราบรายงานของผู้สอบบัญชี

**Agenda 2 To consider and approve the Financial Statements for the year ended December 31, 2019 including to
 acknowledge the auditor's report**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy may consider the matters and vote on my/our behalf as follows:

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve	Vote	Not approve
	Vote	Abstain
		Vote

วาระที่ 3 พิจารณานุมัติการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมายและงดการจ่ายเงินปันผลประจำปี 2562

Agenda 3 To consider and approve the allocation of profit for the statutory reserve and the omission of dividend payment for the year 2019

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve | Vote | Abstain |

วาระที่ 4 พิจารณาเลือกตั้งกรรมการเข้าดำรงตำแหน่งแทนกรรมการที่ครบกำหนดต้องออกจากตำแหน่งตามวาระในปี 2563

Agenda 4 To consider and approve the election of the directors completing their term for the year 2020

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- แต่งตั้งกรรมการทั้งชุด
The election and appointment of the whole set of directors
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve | Vote | Abstain |
- การแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้
The election and appointment of individual director(s) as follows:
- นายจรัมพร โชติกเสถียร
Mr. Charamporn Jotikasthira
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve | Vote | Abstain |
- นายเอ็มมานูเอล จู๊ด ดิลลิปรัจ ราชาการีเย
Mr. Emmanuel Jude Dillipraj Rajakarier
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve | Vote | Abstain |
- นายจอห์น สก็อต ไฮเน็ค
Mr. John Scott Heinecke
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve | Vote | Abstain |
- นางสาวคามิลล์ มา
Ms. Camille Ma
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve | Vote | Abstain |

วาระที่ 5 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2563

Agenda 5 To consider and approve the directors' remuneration for the year 2020

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve | Vote | Abstain |

วาระที่ 6 พิจารณาแต่งตั้งผู้สอบบัญชีประจำปี 2563 และกำหนดค่าสอบบัญชี

Agenda 6 To consider and approve the appointment the auditors for the year 2020 and the auditing fee

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve | Vote | Abstain |

วาระที่ 7 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท จากเดิม 4,849,860,006 บาท เป็น 5,887,815,947 บาท โดยการออกหุ้นสามัญที่ออกใหม่จำนวนไม่เกิน 1,037,955,941 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท

Agenda 7 To consider and approve the increase of the registered capital of the Company from 4,849,860,006 Baht to 5,887,815,947 Baht, by issuing up to 1,037,955,941 new ordinary shares, with a par value of 1 Baht

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve | Vote | Abstain |

วาระที่ 8 พิจารณานุมัติการแก้ไขหนังสือบริคณห์สนธิข้อ 4. ของบริษัทให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

Agenda 8 To consider and approve the amendment of the Clause 4 of the Memorandum of Association pursuant to the increase of the registered capital

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve | Vote | Abstain |

วาระที่ 9 พิจารณานุมัติการออกไปสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท ครั้งที่ 7 (MINT-W7) จำนวนไม่เกิน 313,831,156 หน่วย เพื่อจัดสรรให้แก่ผู้ถือหุ้นเดิมของบริษัทตามสัดส่วนการถือหุ้น

Agenda 9 To consider and approve the issuance of the Company's warrants to purchase ordinary shares No.7 (MINT-W7) up to 313,831,156 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve | Vote | Abstain |

วาระที่ 10 พิจารณานุมัติการจัดสรรหุ้นสามัญที่ออกใหม่จำนวนไม่เกิน 1,037,955,941 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท ตามรายละเอียดดังนี้

- ก. จัดสรรหุ้นสามัญที่ออกใหม่จำนวนไม่เกิน 716,124,785 หุ้น เพื่อเสนอขายให้กับผู้ถือหุ้นสามัญเดิมของบริษัทตามสัดส่วนการถือหุ้น (Rights Offering)
- ข. จัดสรรหุ้นสามัญที่ออกใหม่จำนวนไม่เกิน 313,831,156 หุ้น เพื่อรองรับการใช้สิทธิซื้อหุ้นสามัญตามใบสำคัญแสดงสิทธิ MINT-W7 ซึ่งจะออกให้กับผู้ถือหุ้นเดิมของบริษัทตามสัดส่วนการถือหุ้น
- ค. จัดสรรหุ้นสามัญที่ออกใหม่จำนวนไม่เกิน 8,000,000 หุ้น เพื่อรองรับการปรับอัตราการใช้สิทธิของใบสำคัญแสดงสิทธิ MINT-W6 เนื่องจากการเสนอขายหุ้นสามัญที่ออกใหม่ในการเสนอขายหุ้น Rights Offering ในราคาต่ำกว่าร้อยละ 90 ของราคาตลาด ตามข้อกำหนดด้วยสิทธิและหน้าที่ของผู้ถือใบสำคัญแสดงสิทธิ และผู้ถือใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท ไมเนอร์ อินเตอร์เนชั่นแนล จำกัด (มหาชน) ครั้งที่ 6 (MINT-W6)

Agenda 10 To consider and approve the allocations of up to 1,037,955,941 shares at the par value of Baht 1.00 per share, in accordance with the details as follows:

- a. To allocate up to 716,124,785 new ordinary shares for an offering to the existing shareholders of the Company in proportion to their respective shareholdings
- b. To allocate up to 313,831,156 new ordinary shares for the exercise of the MINT-W7 Warrants which will be issued to existing shareholders of the Company in proportion to their respective shareholdings
- c. To allocate up to 8,000,000 shares for the adjustment of the exercise ratio of MINT-W6 warrants due to the offering of new ordinary shares in the Rights Offering at a price which may be lower than 90 percent of the market price in accordance with the Terms and Conditions governing the Rights and Obligations of the Issuer and Holders of the Warrants to purchase ordinary shares of Minor International Public Company Limited No.6 (MINT-W6)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve | Vote | Abstain |

วาระที่ 11 พิจารณานุมัติแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 21 และ ข้อ 32/1

Agenda 11 To consider and approve the amendment to the Company's Articles of Association, Article 21 and Article 32/1

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve | Vote | Abstain |

วาระที่ 12 พิจารณามติให้มีการออกและเสนอขายหุ้นกู้

Agenda 12 To consider and approve an issuance and offering of debentures

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve Vote Not approve Vote Abstain Vote

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and will not be regarded as my/our voting as shareholder(s).

6. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act(s) undertaken by the Proxy at such meeting shall be deemed as my/our own act(s) in all respects.

ลงชื่อ ผู้มอบฉันทะ
Signed (.....) Grantor

ลงชื่อ ผู้รับมอบฉันทะ
Signed (.....) Proxy

ลงชื่อ ผู้รับมอบฉันทะ
Signed (.....) Proxy

ลงชื่อ ผู้รับมอบฉันทะ
Signed (.....) Proxy

หมายเหตุ

Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่มีผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
Only foreign shareholders as registered in the registration book who authorize the Custodian in Thailand use the Proxy Form C.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
Evidences to be enclosed with the proxy form are:
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะ
Letter of attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder assigning a proxy can authorize only one proxy to attend the meeting and cast the vote on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In agenda regarding the appointment of new directors, the appointment can be made for all directors or for individual director.
5. ในกรณีที่มิวาระที่พิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้รับมอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ
Should the provisions prescribed above are not sufficient to cover all the Proxy's intentions; the Proxy may use the attached Annex to the Proxy Form C.

ใบประจำต่อแบบหนังสือมอบฉันทะ (แบบ ค.)

Annex to the Form of Proxy (Form C)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ.....ไมเนอร์ อินเตอร์เนชั่นแนล..... จำกัด (มหาชน)

Grant of proxy as a shareholder ofMinor International..... Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นครั้งที่ 27/2563 ในวันที่ 19 มิถุนายน 2563 เวลา 13.00 น. ณ ห้องแกรนด์ ริเวอร์ไซด์ บอลรูม ชั้น 10 โรงแรมอวานี พาร์ค ริเวอร์ไซด์ กรุงเทพฯ

At the Annual General Meeting of Shareholders No. 27/2020 on June 19, 2020 at 1.00 p.m. at Grand Riverside Ballroom, 10th Floor, AVANI+ Riverside Bangkok.

วาระที่..... เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve | Vote | Abstain |

วาระที่..... เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve | Vote | Abstain |

วาระที่..... เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy may consider the matters and vote on my/our behalf as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve | Vote | Abstain |

วาระที่..... เรื่อง เลือกตั้งกรรมการ
Agenda Subject Appointment of Directors

ชื่อกรรมการ

Name of director

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve Vote Not approve Vote Abstain Vote

ชื่อกรรมการ

Name of director

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve Vote Not approve Vote Abstain Vote

ชื่อกรรมการ

Name of director

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve Vote Not approve Vote Abstain Vote

ชื่อกรรมการ

Name of director

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve Vote Not approve Vote Abstain Vote

ชื่อกรรมการ

Name of director

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve Vote Not approve Vote Abstain Vote

ชื่อกรรมการ

Name of director

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve Vote Not approve Vote Abstain Vote

รายละเอียดเกี่ยวกับกรรมการอิสระผู้รับมอบฉันทะ
Details of Independent Director who can be a proxy

1. นางสาวสุภา เจริญยิ่ง	อายุ 56 ปี (เกิดเมื่อปี 2506)
Ms. Suvabha Charoenying	Age 56 years (Born in 1963)
ตำแหน่ง	กรรมการอิสระ (แต่งตั้งเมื่อวันที่ 22 มกราคม 2559)
Positions	Independent Director (Elected in 22 January 2016)
	กรรมการตรวจสอบ
	Member of the Audit Committee
	กรรมการกำหนดค่าตอบแทน
	Member of the Compensation Committee
	ประธานกรรมการสรรหาและกำกับดูแลกิจการ
	Chairman of the Nominating and Corporate Governance Committee

การมี/ไม่มีส่วนได้เสียในวาระที่เสนอในการประชุม AGM ครั้งนี้

Interest in the agenda considered

วาระที่ 5 การกำหนดค่าตอบแทนกรรมการประจำปี 2563

Agenda 5 To consider and fix the directors' remuneration for the year 2020

คุณวุฒิการศึกษา/ประวัติการอบรม

Educational Credential

- ปริญญาโท บริหารธุรกิจ สาขาการเงินและการตลาด มหาวิทยาลัยอัสสัมชัญ
Master of Business Administration in Finance and Marketing, Assumption University
- ปริญญาตรี บริหารธุรกิจ สาขาการเงินการธนาคาร มหาวิทยาลัยอัสสัมชัญ
Bachelor of Business Administration in Finance and Banking, Assumption University
- หลักสูตร Families in Business from Generation to Generation, Harvard Business School ประเทศสหรัฐอเมริกา
Families in Business from Generation to Generation Program, Harvard Business School, USA
- หลักสูตร TLCA Leadership Development Program, IMD Lausanne ประเทศสวิตเซอร์แลนด์
TLCA Leadership Development Program, IMD Lausanne, Switzerland
- หลักสูตร Certified Financial Planner (CFP) รุ่นที่ 1/2552 สมาคมนักวางแผนการเงินไทย (TFPA) / Financial Planning Standards Board (FPSB)
Certified Financial Planner (CFP) Class 1/2009, Thai Financial Planner Association (TFPA) / Financial Planning Standards Board (FPSB)

- หลักสูตรผู้บริหารระดับสูง สถาบันวิทยาการตลาดทุน (หลักสูตร วตท.) รุ่นที่ 1
Capital Market Academy Leadership Program (Batch 1), Capital Market Academy (CMA)
- หลักสูตรผู้บริหารระดับสูงด้านวิทยาการพลังงาน (วพน) รุ่นที่ 13/2562 สถาบันวิทยาการพลังงาน
Energy Literacy for Sustainable Future Class 13/2019, Thailand Energy Academy (TEA)
- หลักสูตร Strategic Board Master Class (SBM) รุ่นที่ 7/2562 และ รุ่นที่ 2/2560 สมาคมส่งเสริมสถาบันกรรมการบริษัท
ไทย (IOD)
Strategic Board Master Class (SBM) Class 7/2019 and Class 2/2017, Thai Institute of Directors Association (IOD)
- หลักสูตร Director Certification Program (DCP) รุ่นที่ 1/ 2543 สมาคมส่งเสริมสถาบันกรรมการบริษัทไทย (IOD)
Director Certification Program (DCP) Class 1/2000, Thai Institute of Directors Association (IOD)
- หลักสูตร Audit Committee Program (ACP) ปี 2554 สมาคมส่งเสริมสถาบันกรรมการบริษัทไทย (IOD)
Audit Committee Program (ACP) Class 2011, Thai Institute of Directors Association (IOD)
- หลักสูตร Finance for Non-Finance Director (FN) รุ่นที่ 1/2546 สมาคมส่งเสริมสถาบันกรรมการบริษัทไทย (IOD)
Finance for Non-Finance Director (FN) Class 1/2003, Thai Institute of Directors Association (IOD)

การดำรงตำแหน่งอื่น ๆ

Other Current Positions

- กรรมการ บริษัท เอสเอฟ คอร์ปอเรชั่น จำกัด (มหาชน)
Director of SF Corporation Pcl.
- กรรมการที่ไม่เป็นผู้บริหาร บริษัท ทีคิวเอ็ม คอร์ปอเรชั่น จำกัด (มหาชน)
Non-Executive Director of TQM Corporation Pcl.
- กรรมการ บริษัท กูร์เมต เอเชีย จำกัด
Director of Gourmet Asia Co.,Ltd.
- กรรมการ บริษัท กูร์เมต เอ็นเตอร์ไพรส์ จำกัด
Director of Gourmet Enterprise Co.,Ltd.
- กรรมการ บริษัท อินเตอร์มาร์ท (ประเทศไทย) จำกัด
Director of Intermart (Thailand) Co.,Ltd.
- กรรมการ บริษัท แฟมิลี่ ออฟฟิศ จำกัด
Director of Family Office Co., Ltd.
- กรรมการ สมาคมส่งเสริมสถาบันกรรมการบริษัทไทย
Director of Thai Institute of Directors Association
- อุปนายก สมาคมนักวางแผนการเงินไทย
Vice Chairman of Thai Financial Planner Association (TFPA)

ประสบการณ์ทำงาน

Experiences

- กรรมการและกรรมการผู้จัดการ บริษัทหลักทรัพย์ ธนชาติ จำกัด (มหาชน)
Director and Managing Director of Thanachart Securities Pcl.
- กรรมการอิสระ บริษัท บิ๊กซี ซูเปอร์เซ็นเตอร์ จำกัด (มหาชน)
Independent Director of Big C Supercenter Pcl.
- กรรมการอิสระ บริษัท ฮิวแมนิก้า จำกัด
Independent Director of Humanica Co.,Ltd.
- กรรมการอิสระ บริษัท ที.เค.เอส เทคโนโลยี จำกัด (มหาชน)
Independent Director of T.K.S. Technologies Pcl.
- กรรมการผู้จัดการ บริษัทหลักทรัพย์จัดการกองทุน Schroder จำกัด
Chief Executive Officer of Schroder Asset Management Ltd.
- ผู้ช่วยกรรมการผู้จัดการ บริษัทหลักทรัพย์ เอกฉัตร จำกัด (มหาชน)
Executive Director of Securities One Pcl.
- ผู้ช่วยกรรมการผู้จัดการ บริษัท มอร์แกน เกรนเฟลล์ไทย จำกัด
Vice President of Morgan Grenfell Thai Company Limited

2. นายจรัมพร โชติกเสถียร อายุ 62 ปี (เกิดเมื่อปี 2500)
Mr. Charamporn Jotikasthira Age 62 years (Born in 1957)

สามารถพิจารณา คุณวุฒิการศึกษา/ประวัติการอบรม การดำรงตำแหน่งอื่นๆ และประสบการณ์ทำงานของนายจรัมพร โชติกเสถียร
ได้ในเอกสารแนบ 3

Please see Educational Credential, Other Current Positions and Experiences of Mr. Charamporn Jotikasthira in
Enclosure 3

การมี/ไม่มีส่วนได้เสียในวาระที่เสนอในการประชุม AGM ครึ่งนี้

Interest in the agenda considered

วาระที่ 4 พิจารณาเลือกตั้งกรรมการเข้าดำรงตำแหน่งแทนกรรมการที่ครบกำหนดต้องออกจากตำแหน่งตามวาระในปี 2563

Agenda 4 To consider and approve the election of the directors completing their term for the year 2020

วาระที่ 5 การกำหนดค่าตอบแทนกรรมการประจำปี 2563

Agenda 5 To consider and fix the directors' remuneration for the year 2020

หมายเหตุ:

Note:

* การมีส่วนได้เสียพิเศษตามที่กำหนดในแบบ AGM Checklist เป็นการเปิดเผยข้อมูล เฉพาะในส่วนของการอิสระคนที่ได้รับมอบฉันทะ
จากผู้ถือหุ้นเท่านั้น ว่ามีส่วนได้เสียพิเศษใด ๆ กับวาระการประชุมผู้ถือหุ้นในครั้งนั้นหรือไม่ เช่น มีส่วนได้เสียพิเศษในวาระเลือกตั้งกรรมการ
เพราะเป็นผู้ที่จะต้องถูกเลือกตั้งกลับเข้ามาเป็นกรรมการอีกครั้งหนึ่ง

* The disclosure of special interest specified in the AGM Checklist Form is the disclosure of information specifically on any special
interest that an independent director who will be acting as proxy for the shareholders has in any matters on the agenda such as
special interest in the election of directors due to being a nominee for the re-election.

ในกรณีที่ต้องการมอบฉันทะให้กรรมการอิสระเป็นผู้ใช้สิทธิแทน กรุณาส่งหนังสือมอบฉันทะพร้อมสำเนาบัตรประชาชน หรือสำเนา
หนังสือรับรองบริษัท ที่ลงนามรับรองความถูกต้องแล้ว กลับมายังบริษัทภายในวันที่ 17 มิถุนายน 2563 ตามที่อยู่ดังนี้

In case of the shareholder appoint the independent director to be a proxy; please return the completed Proxy Form
with a certified copy of ID card or the affidavit to the Company within June 17, 2020 at the following address:

หนังสือมอบฉันทะ	Proxy Form
บริษัท ไมเนอร์ อินเตอร์เนชั่นแนล จำกัด (มหาชน)	Minor International Public Company Limited
ส่วนงานเลขานุการบริษัท	Corporate Secretary Department
88 อาคารเดอะพาร์ค ชั้น 12 ถนนรัชดาภิเษก	88 The Parq Building, 12 th Fl. Ratchadaphisek Road,
แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร 10110	Klongtoey Subdistrict, Klongtoey District, Bangkok 10110
โทรศัพท์: 662 365 6115-9	Tel: 662 365 6115-9
โทรสาร: 662 365 6095	Fax: 662 365 6095

**The Articles of Association
Of Minor International Public Company Limited
in related to Shareholders Meeting**

Chapter 4
Directors

Article 12 The board of directors of the Company shall consist of at least five directors, but not more than twelve directors. Not less than half of the total number of directors shall be resident in the Kingdom. Each director shall have qualifications as specified by law.

Article 13 The directors shall be elected by the shareholders meeting in accordance with the following rules and methods:

- (1) The election of directors may be done person by person or by way of several persons at the same time.
- (2) The election of directors shall be adopted by a majority vote and each shareholder shall have one vote for one share.
- (3) Persons receiving the highest votes in descending order shall be elected directors equal to the permissible number of directors to be elected at that time. Where those persons who are elected, in descending order, receive equal votes which are more than the permissible number of directors to be elected at that time, the chairman of the general meeting shall cast a deciding vote.

Article 14 At every annual general meeting, one-third of the directors shall be retired. If the number of directors is not a multiple of three, then the number of directors closest to one-third shall be retired. Directors who must retire in the first and second year after the registration of the Company will participate in a draw to find out who will retire. In subsequent years, the director who has held office longest shall retire.

Article 24 No director shall operate any business which has the same nature as and is in competition with the business of the Company or become a partner in an ordinary partnership or become a partner with unlimited liability in a limited partnership or become a director of a private company or any other company operating a business which has the same nature as and is in competition with the business of the Company, either for his or her own benefit or for the benefit of other persons, unless he or she notifies the shareholders' meeting prior to the resolution for his or her appointment.

Article 26. Directors are entitled to the following remuneration:

- (1) salary, meeting allowance, allowance, bonus, transportation allowance and other necessary expenses; and
- (2) other allowance and other remuneration as approved by the shareholders' meeting.

This allowance is not affected to staff or employee benefit who is appointed to be director in which to receive return and other benefits as a staff or employee of the company.

Chapter 5
Meeting of Shareholders

Article 28 The board of directors shall arrange an annual general meeting of shareholders within four months from the last date of the fiscal year of the Company.

A shareholders meeting other than an annual general meeting shall be called an "extraordinary general meeting". In calling any extraordinary general meeting, the board of directors may call an extraordinary general meeting at any time, or one or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total issued shares may request the board of directors in writing to call an extraordinary general meeting of shareholders at any time, but the agenda and reasons for holding such meeting shall be clearly indicated in such a request. In such event, the board of directors is required to call the extraordinary general meeting within forty-five (45) days from the date on which such written request is received.

If the board of directors does not hold the meeting within the forty-five (45) day period under paragraph two, the shareholders who subscribe their names or other shareholders holding shares in the required amount may call the meeting within forty-five (45) days from the date on which the period of time in paragraph two ends. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for the expenses necessarily incurred in the holding of such meeting and facilitate such meeting as reasonably required.

If the quorum is not constituted in any general meeting called pursuant to paragraph three, the shareholders requesting the meeting pursuant to paragraph three shall compensate the Company for the expenses incurred in the arrangements for holding that meeting.

Article 29 In summoning a shareholders' meeting, the Board of Directors shall issue meeting notice specifying the venue, date, time agenda and related information with clear objective for each agenda whether for acknowledgement, approval or consideration plus the Board's opinion. Such notice shall be sent to shareholders and registrar at least 7 days prior to the meeting and promulgated in daily newspaper for three consecutive days at least 3 days prior to the meeting.

Article 30 The shareholder meeting must be attended by shareholders in persons or by proxies (if any) not less than twenty-five persons or not less than a half of total number of shareholders and have an aggregate number of shares not less than one-third of all paid-up shares to constitute a quorum.

If one hour has elapsed after the appointed time of the meeting but the shareholders attending the meeting do not constitute a quorum, the meeting shall be called off in case the meeting was summoned upon the requisition of the shareholders. If the meeting was not summoned by the shareholders not less than 7 days before the date fixed for the meeting, the meeting shall proceed even if it does not constitute a quorum.

The chairman of the Board of Directors shall be the chairman of the shareholder meetings. In case the chairman of the Board of Directors does not present at the meeting or unable to perform his duty, and if there is a vice-chairman, the vice-chairman present at the meeting shall be the chairman of the meeting. In case the vice-chairman is unable to perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Article 31 At a general meeting of shareholders, a shareholders may grant a proxy in writing to other persons to attend and vote on his or her behalf. A proxy statement must be dated and signed by the shareholder and must be in the form prescribed by the official registrar. A proxy must be submitted to the chairman of the meeting or the person at the meeting prior to the proxy being able to attend the meeting. In casting votes, one share shall be entitled to one vote. A resolution of the shareholder meeting shall require:

- (1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.
- (2) In the following events, a vote of not less than three quarters of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - (A) the sale or transfer of the entire or important parts of the business of the company to other persons;
 - (B) the purchase or acceptance of transfer of the business of other companies or private companies by the company
 - (C) the making, amending or terminating of contracts with respect to the granting of a lease of the entire or important parts of the business of the company, the assignment of the management of the business of the company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing.

Article 32 An annual general meeting shall be summoned for the following purposes:

- (1) Considering and acknowledging the annual report of the Board of Directors;
- (2) Considering and approving the balance sheet and the profit and loss statement;
- (3) Considering and approving the appropriation of profit and dividend payment;
- (4) Electing and new director in replacement of those who must retire on the expiration of their terms
- (5) Appointing auditor and fixing the remuneration for auditing

**Guidelines for registration, Proxy Appointment, and Documents required
in order to attend the Shareholders' Meeting
Minor International Public Company Limited**

Appointment by Proxy

The Company has provided 3 proxy forms prescribed by the Department of Commercial Registration, Ministry of Commerce to be used in any shareholders' meeting in order to facilitate the proxy which are:

1. Form A, a general form which is easy to be used.
2. Form B, much of detail was clearly specified; and
3. Form C, in case proxy grantor is custodian.

The shareholder may select any form of the three provided above and any other person or the Company's independent director to facilitate the proxy and mail it to the Company prior to the commencement of the Meeting.

Registration for Attending the Meeting

Examining the completion of the Proxy Form and registration for attending the Meeting will be started 2 hours prior to the commencement of the Meeting.

Documents required

1. In the event that the shareholder is a natural person
 - 1.1. Attendance in person; an original or copy of valid official ID card in which a photograph is shown, e.g. personal ID card, driver license, or passport.
 - 1.2. Attendance by proxy:
 - (a) A Proxy Form which is completely filled and signed by the proxy grantor (the shareholder) and the proxy;
 - (b) A copy of the proxy grantor's official ID cards as referred to in 1.1 certified correct by the proxy grantor; and
 - (c) An original or copy of the proxy's official ID card as referred to in 1.1.
 - 1.3. In the event that the shareholder is a foreign person appointing the Custodian in Thailand
 - (a) A Proxy Form C which is completely filled and signed by the proxy grantor (the Custodian) and the proxy;
 - (b) A copy of the shareholder's official ID cards as referred to in 1.1 certified correct by the shareholder;
 - (c) Letter of power of attorney from the shareholder empowering the custodian to sign this Proxy Form C on the shareholder's behalf; and
 - (d) Document confirming that the person who signed Proxy Form C is permitted to operate the custodian business.

2. In the event that the shareholder is a juristic person

2.1. Attendance by an authorized representative of the shareholder:

- (a) An original or copy of such authorized representative's official ID card as referred to in 1.1; and
- (b) A copy of the Affidavit or Certificate of Incorporation of the shareholder issued no more than 1 year by the Ministry of Commerce, showing the name of such authorized representative as a person having authority to act on the shareholder's behalf. Such copy of affidavit or Certificate of Incorporation must be certified correct by such authorized representative and affixed with its corporate seal (if any).

2.2. Attendance by proxy

- (a) A proxy form which is completely filled and signed by the proxy grantor (the shareholder) and the proxy;

(b) For juristic person incorporated in Thailand

A copy of the Affidavit or Certificate of Incorporation of the shareholders issued no more than 1 year by the Ministry of Commerce, showing that the name of the person who signs in the proxy form as the proxy grantor is an authorized representative of the shareholder having authority to act on the shareholder's behalf. Such copy of Affidavit or Certificate of Incorporation must be certified correct by such authorized representative and affixed with its corporate seal (if any);

For juristic person incorporated outside Thailand

A copy of the Affidavit or Certificate of Incorporation of the shareholders issued no more than 1 year by the authorized institution, showing that the name of the person who signs in the proxy form as the proxy grantor is an authorized representative of the shareholder having authority to act on the shareholder's behalf. Such copy of Affidavit or Certificate of Incorporation must be certified correct by such authorized representative and affixed with its corporate seal (if any).

- (c) Certified true copy of valid evidence of authorized representative of the shareholder who signs the proxy form as the proxy grantor as referred to in 1.1, and certified correct by the proxy grantor; and
- (d) An original or copy of the proxy's official ID card as referred to in 1.1

2.3. In the event that the shareholder is a foreign juristic person appointing the Custodian in Thailand

- (a) A proxy form C which is completely filled and signed by the proxy grantor (the Custodian) and the proxy;
- (b) A copy of the Affidavit or Certificate of Incorporation of the shareholders issued no more than 1 year by the authorized institution, showing that the name of the person who signs in the letter of power of attorney as the proxy grantor is an authorized representative of the shareholder having authority to act on the shareholder's behalf. Such copy of Affidavit or Certificate of Incorporation must be certified correct by such authorized representative and affixed with its corporate seal (if any); and
- (c) Certified true copy of valid evidence of authorized representative of the shareholder as referred to in 1.1, and certified correct by such authorized representative;
- (d) Letter of power of attorney from the shareholder empowering the custodian to sign this Proxy Form C on the shareholder's behalf; and
- (e) Document confirming that the person who signed this Proxy Form C is permitted to operate the custodian business.

In the case where the foreign institution shareholder appoints a commercial bank in Thailand as its Custodian, (b) and (c) will not be required.

The Company reserves the right to request any further documents as it deems appropriate.

**QR Code Downloading Procedures for documents related to
Notice of the 2020 Annual General Meeting of Shareholders and 2019 Annual Report**

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the Annual General Meeting of Shareholders and the 2019 Annual Report in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The aforementioned documents could be downloaded from the QR Code (as shown in Enclosure 1) by following the steps below.

For iOS System (iOS 11 and above)

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or LINE.

For Android System

- Open applications LINE



Click on "Add friends" → Choose "QR Code" → Scan the QR Code

- Open applications QR Code Reader



→ Scan the QR Code

- Open applications Facebook



Click on "Search" → Click on "QR Code"



→ Scan the QR Code

- Translation -

**Minutes of Annual General Meeting of Shareholders No. 26/2019
Minor International Public Company Limited (MINT)**

The meeting was held on April 22, 2019 at 10:00 a.m., at Chaophraya Ballroom, Anantara Riverside Bangkok Resort.

Mr. William Ellwood Heinecke, Chairman of Board of Directors acted as Chairman of the Meeting according to the Articles of Association of the Company. The Chairman conducted the Meeting in English while Mr. Chaiyapat Paitoon, Deputy Corporate Chief Financial Officer and Strategic Planning, conducted the Meeting in Thai.

Before the Meeting, the representative of Anantara Riverside Bangkok Resort conducted a safety instruction presentation in case of a hotel emergency.

Mr. Chaiyapat Paitoon informed the Meeting that the Company has paid-up capital of 4,618,914,291 Baht, divided into 4,618,914,291 shares. As at the closing date of the share register for collection of names on March 13, 2019, the total number of shareholders who had the right to attend the Meeting was 27,481 persons. Today, there were 333 shareholders who attended the Meeting in person and 2,182 shareholders who attended the Meeting by proxies, thus totaling 2,515 attendants, holding altogether 3,385,080,787 shares, representing 73.2874% of the total issued shares of the Company, and thereby, constituting a quorum as required by the Articles of Association of the Company. Mr. Chaiyapat Paitoon, then, invited the Chairman to commence the Meeting.

The Chairman declared the Meeting open and welcomed the shareholders and proxy holders who attended the Meeting and introduced the following directors, executive managements, auditor, legal advisor, and meeting inspector to the Meeting:

Directors attending the Meeting: (100% of total 11 members of the Board)

- | | |
|--|--|
| 1. Mr. William E. Heinecke | Chairman of the Board of Directors and Chief Executive Officer |
| 2. Khunying Jada Wattanasiritham | Independent Director, Chairman of the Audit Committee and Chairman of the Compensation Committee |
| 3. Mr. Charamporn Jotikasthira | Independent Director and Audit Committee Member |
| 4. Ms. Suvabha Charoenying | Independent Director, Audit Committee Member and Chairman of the Nominating and Corporate Governance Committee |
| 5. Mr. Edward Keith Hubennette | Independent Director |
| 6. Mr. Anil Thadani | Director |
| 7. Mr. Thiraphong Chansiri | Director |
| 8. Mr. Niti Osathanugrah | Director |
| 9. Mr. Paul Charles Kenny | Director |
| 10. Mr. Emmanuel Jude Dillipraj Rajakarier | Director |
| 11. Mr. John Scott Heinecke | Director |

Directors who excused from the Meeting:

-None-

Executive Managements attending the Meeting:

- | | |
|-------------------------------------|---|
| 1. Mrs. Patamawalai Ratanapol | Chief People Officer |
| 2. Mr. Brian Delaney | Corporate Chief Financial Officer |
| 3. Mr. Stephen Chojnacki | General Counsel and Chief Commercial Officer |
| 4. Mr. James Richard Amatavivadhana | Chief Executive Officer of Minor Lifestyle |
| 5. Mr. Chaiyapat Paitoon | Deputy Corporate Chief Financial Officer and Strategic Planning |

Corporate Secretary

Ms. Saranya Soontaros

Auditor attending the Meeting

Mrs. Anothai Leekitwattana of PricewaterhouseCoopers ABAS Limited

Legal Advisor

Mr. Theppachol Kosol of Baker & McKenzie Ltd.

Meeting inspector

Ms. Warittha Jitvuttichod of Baker & McKenzie Ltd.

Before proceeding to considering each agenda of the Meeting, the Chairman requested the Legal Advisor to explain to the Meeting about the vote casting and counting procedures and the role of meeting inspector.

The Legal Advisor informed the Meeting of the vote casting and counting procedures as follows:

1. Shareholder or Proxy has one vote for each share held and each share entitled to vote under the proxy.
2. To count vote will use voting card for all agenda items.
3. The meeting will consider the agenda in the order specified in the invitation by presenting fact and reasons of the agenda and also open session for Q&A in related agenda. Shareholders or Proxy who would like to ask question or comment can use microphone nearby or show intention to officer and identify yourself before asking question or comment.
4. Only vote against and abstention would be counted for all agenda items, except director election in agenda 9. The total number of vote against and abstention would then be deducted from the total number of votes. Shareholders and proxies who would like to vote in disapproval or abstain, please indicate in the voting card and raising their hands for staff to collect voting cards for counting.
5. For director election agenda, all voting cards will be collected and counted. In case shareholders who do not return the card for this agenda, it will be counted as approval voting.
6. Proxies appointed under a proxy form which already cast their votes may no longer vote.
7. After closing the voting count of each agenda items, the voting cards of previous agenda items will be voided.
8. Void ballots are those in which voting directions of shareholders or proxy cannot be clearly identified. Void ballots will not be counted towards voting base.
9. In the agenda of directors' remunerations, voting of directors who are shareholders will not be counted towards voting base of the agenda.

Also, the Legal Advisor explained the key roles of meeting inspector as follows:

1. Inspect the Meeting registration process
2. Inspect the quorum counting in order to ensure those who have conflict of interest abstain from voting as well as to ensure the vote collecting and counting procedures are in line with the laws and the Company's Articles of Association.

Mr. Chaiyapat Paitoon asked for a volunteer from shareholders to witness the vote counting procedure. However, there was no shareholder volunteered to witness the vote counting.

The Chairman then requested the Meeting to consider the matters in accordance with the following agenda:

Agenda 1 To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2018 held on August 9, 2018

The Chairman proposed that the Meeting consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2018 held on August 9, 2018, which are a true and correct record of the meeting and a copy of which had been sent to the shareholders together with the invitation of this Meeting as set out in Enclosure 2 of the invitation.

Resolution: The Meeting considered the proposed Minutes in details and resolved to adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2018 held on August 9, 2018 as proposed. The resolution was passed by a majority of votes of the shareholders and proxy holders who attended the meeting and cast their votes as follows:

For:	3,385,933,756 Votes or	100.0000%
Against:	0 Votes or	0.0000%
Abstain:	- Votes	
Void Ballots	-	

Thereafter, the Chairman informed the meeting that in the following Meetings of Shareholders, there would not be an agenda item for adoption the Minutes of the previous Shareholder Meeting due to there is no

requirement under any applicable law that the Company has to obtain a resolution passed for adoption of the previous Shareholder Meeting. Furthermore, any resolution passed in the Meeting is legally effective immediately upon the end of such Meeting without having to propose to the Shareholders for adoption in the next Meeting. In this regard, the Minutes of the Meeting would be disseminated and made available to the shareholders at the Company's website and formally informed through the Stock Exchange of Thailand within 14 days from the Meeting date, which the Shareholders may inquire or give any comments thereon through the Company's Corporate Secretary.

The Chairman opened session for shareholders to ask questions as follows:

Mr. Wuttichai Peerapatanapoom, a shareholder suggested to include details of the minutes of the meetings in the next invitation to shareholders in order to facilitate shareholders.

Mr. Chaiyapat Paitoon thanked for the suggestion and took the suggestion for consideration.

Agenda 2 To consider and acknowledge the Annual Report and the Board of Directors report on the Company's performance for the year 2018

The Chairman informed the Meeting that the Company's Annual Report, the Board of Directors' report on the Company's performance and Sustainability Report of year 2018 had been sent to all shareholders together with the invitation of this Meeting and presented a video presentation to summarize the overall operating results before Q&A session.

In 2018, the Company reported total core revenue of 78,499 Million Baht, a 34% increase from last year. The growth was driven mainly by positive contribution of NH Hotel Group. Furthermore, growth of organic hotel operations, Anantara Vacation Club (AVC) and retail trading & contract manufacturing business also contributed to MINT's overall revenue expansion in 2018.

MINT's full year core net profit was 5,957 Million Baht in 2018, a 10% increase from 5,415 Million Baht in 2017. MINT's core profit increase was attributable to the overall performance of Minor Hotels and in particular the consolidation of NH Hotel Group, which commenced on October 2, 2018 (the date that the Spanish Stock Exchange Commission or CNMV approved the takeover bid).

In 2018, hotel & mixed-use and restaurant businesses accounted for 64% and 30% of total revenue, respectively. Retail trading and contract manufacturing business contributed another 6%.

At the end of 2018, MINT reported total assets of 267,700 Million Baht, an increase of 148,600 Million Baht from 119,100 Million Baht at the end of 2017. The increase was mainly from the consolidation of NH Hotel Group, increase in intangible assets mainly from fair value adjustment on brands of NH Hotel Group and increase in cash and cash equivalents mainly from the consolidation of NH Hotel Group.

MINT reported total liabilities of 184,626 Million Baht at the end of 2018, an increase of 116,030 Million Baht from 68,596 Million Baht at the end of 2017. The increase was primarily due to the increase in trade accounts payable which majority was due to the consolidation of NH Hotel Group, the increase in bridging facilities and long-term borrowings mainly used to support MINT's investment in NH Hotel Group and additional investment in Riverside in China, the increase in debentures mainly from the consolidation of NH Hotel Group and the increase in deferred tax liabilities mainly related to gain on fair value adjustment on brands of NH Hotel Group.

Shareholders' equity increased by 32,570 Million Baht, from 50,504 Million Baht at the end of 2017 to 83,074 Million Baht at the end of 2018, owing mainly to 2018 net profit, perpetual debentures and non-controlling interest arising from the investment in NH Hotel Group netted off with dividend payment.

Currently, the Company has over 85,000 service professionals from 513 hotels, 2,270 restaurants and 490 retail outlets serving more than 220 million customers in 62 countries.

The Chairman opened session for shareholders to ask questions as follows:

Mr. Wuttichai Peerapatanapoom, a shareholder questioned on 1) the 2018 performance and 2019 outlook of NH Hotel Group 2) timeframe and fund received from sale and lease back of some hotels portfolio 3) current NH Hotel Group market share price 4) feedback of launching 1112Delivery application 5) payback period comparison between dividend received from NH Hotel Group and interest payment.

Mr. Chaiyapat Paitoon responded that 1) in 2018, NH Hotel Group reported EBITDA over 10 Billion Baht exceed the expectation, moreover, recurring profit increased over 100% YOY and in the first quarter of 2019, revenue per available room increased by approximately 3-4%, 2) to leverage debt burden, the Company is in the process to sale and lease back some assets portfolio that are of interest to investors whereby the expecting sale and lease back assets will be completed in quarter 2-3 and it is not a property fund, 3) current NH Hotel Group market price is approximately 4.96 Euro per share compared to 6.30 Euro per share at buying cost while the lower NH Hotel Group market price was due to less liquidity. However, the Company is confident in intrinsic value of NH Hotel Group, 4) the Company has a great welcome from customer on 1112Delivery application which in a talk in social media. The application is a single delivery aggregator platform where customers can order all of Minor Food brands in one go, receive all orders in one delivery and make on single payment, and 5) netted of dividend received from NH Hotel Group and interest payment, NH Hotel Group earnings contribution remains around 15-20%.

Mr. Basant Kumar Dugar, a shareholder congratulated to the successful acquisition, the Company has been included in the most significant indices and the increase in market capitalization, including superb performance and financial ratio.

The Chairman thanked and appreciated to the favorable comments in the Company's performance.

Mr. Wasun Pongputtamont, a shareholder questioned on 1) the average buying price of NH Hotel Group shares 2) the reasons of NH Hotel Group current market share price decrease, does the Company record loss from investment due to the decrease of NH Hotel Group share price, will the Company manages the remaining 6% by tender offer, the nature of accounting record of dividend from NH Hotel Group before and after tender offer 3) fund flow from bond issuance and 4) breakdown of revenue domestically and internationally 5) book value per share of NH Hotel Group.

Mr. Chaiyapat Paitoon responded that

1) the average buying price of NH Hotel Group was at 6.3 Euro per share compares to current share price at 4.9 Euro per share whereby the soften share price was mainly due to low liquidity, only 5-6% free float and the buying price of 6.3 Euro per share or EV/EBITDA at 10x was under other transaction in the market. In 2018, the Company recorded gain from fair value adjustment of 708 Million Baht, assessed by independent appraisal, showing that fair value of NH Hotel Group price was higher than buying price. However, the remaining 6% free float is under the Company consideration whether to increase or decrease free float. The Company will inform the conclusion to shareholders accordingly;

2) to record NH Hotel Group at the first stage, the Company recorded NH Hotel Group in available-for-sale investments. Revenue recognition is in the form of dividend showing in dividends income in financial statement. After the end of tender offer and 94% of NH Hotel Group held by the Company, the accounting record changed from available-for-sale investments to subsidiary and consolidated NH Hotel Group financial statement to the Company financial statement;

3) the average interest rate of bond issuance from the past months is at 1-2%. This is due to the Company apply hedging instrument such as interest rate swap, currency swap which bring the interest rate down. 24,000 Million Baht from bond issuance will be paid to bridging loan, 9,000 Million Baht will be paid to Thai Baht bond. Interest bearing debt at the end of 2018 of 1.5x is expected to be down to 1.3x this year;

4) revenue breakdown was 39% domestically and 61% internationally;

5) book value per share of NH Hotel Group at the end of 2018 was 3.82 Euro per share.

The Meeting acknowledged the Company's Annual Report and the Board of Directors' report for the year 2018 as proposed.

Agenda 3 To consider and approve the Financial Statements for the year ended December 31, 2018 including to acknowledge the auditor's report

The Chairman proposed that the Meeting consider and approve the financial statements for the year ended December 31, 2018 which was reviewed by the Audit Committee and audited by the auditor. The Auditor had expressed the opinion that the financial statements contain information that is accurate in accordance with the generally accepted accounting principles. All documents were sent to the shareholders together with the invitation of this meeting.

The Chairman requested Khunying Jada Wattanasiritham, Chairman of the Audit Committee, to express the audit committee's opinion which can be summarized as follows:

1. The Company's 2018 financial reports are accurate, complete, and reliable. The internal control systems for financial reporting process were appropriate.
2. The Company complied with the securities laws, the Exchange's regulations, and other laws relating to the Company's businesses in all material aspects.
3. The Company's internal control systems and risk management process were appropriate and suitable. Assets are appropriately safeguarded, proper accounting records are maintained, and resources are effectively and efficiently utilized.
4. The Group Internal Audit Department performed its duty appropriately and effectively.
5. The Company's self-evaluation for countering bribery was accurate and sufficient to send to CAC Committee for the purposes of re-certification process.
6. PricewaterhouseCoopers ABAS, the Company's external auditor, is suitable and provided appropriate services.
7. The related transactions arising in 2018 were rational and contributed optimal benefits of the Company.

The Chairman opened session for shareholders to ask questions as follows:

Mr. Siriwat Woravetwuttikhun, a shareholder asked for the explanation of the increase of liabilities, deferred tax liabilities, property, plant and equipment, intangible assets, selling and administrative expenses, the increase of book value per share and the decrease of profitability ratio. Moreover, the estimated of dividend income in 2019 from NH Hotel Group and the increase of shareholders' equity which mainly from perpetual debentures, the buyer and interest rate.

The Chairman thanked to the shareholder and explained that the Company knew the business quite well and focus very much on the growth coming from China and believes to providing growth in tourism sector.

Mr. Emmanuel Jude Dillipraj Rajakarier, CEO of Minor Hotels, supported that the outlook of NH Hotel Group remains strong. Although macroeconomics shows soften of European market, Spain is one of the top destinations and tourism sector is up. NH Hotel Group is in a great location, the barrier to entries and no new supply coming in the market lead NH Hotel Group performance stronger. Moreover, the Company operates in over 50 countries which can diversify risk. Over the last 3-4 year, NH Hotel Group restructured its financial structure by reducing debt, closed down the loss making hotels and improved the financial performance. Asset recycle is one of the options for business by sale assets in the portfolio and lease back.

Mr. Chaiyapat Paitoon reported that the total value of buying NH Hotel Group was 2,300 Million Euro or 80 Billion Baht equivalent. Liabilities, property, plant and equipment increased due to the consolidation of NH Hotel Group. Intangible assets increased from NH Hotel Group brand. Dividend income increased from dividend received from NH Hotel Group whereas the Company recorded NH Hotel Group as available-for-sale investment. Selling and administrative expenses increased from the consolidation of NH Hotel expenses. Shareholders' equity increased was the result of the consolidation of NH Hotel Group and the issuance of perpetual bonds. The increase of deferred tax liabilities was the result of the consolidation of NH Hotel Group and the different of tax expenses and accounting record. Thailand effective tax rate is at 15-18% whereas 20-25% in Spain. As a result, tax expenses in 2019 will be expected to be higher than 2018. The Company will receive dividend in the form of cash in 2019, however, the profit and loss statement will not show dividend income due to the consolidation of NH Hotel Group.

Perpetual debentures, the first tranche, was issued in September 2018 in the amount of 15 Billion Baht with the interest rate of 5.85%. The second tranche was issued in December 2018 in the amount of 300 Million USD or 9.5 Billion Baht equivalent with the interest rate of 4.66%.

Mr. Pongsakorn Santanakul, a shareholder asked for the revenue breakdown of the Company including NH Hotel Group.

Mr. Chaiyapat Paitoon explained that excluding NH Hotel Group, Minor Hotels revenue contributes of 50-60%. Including NH Hotel Group, Minor Hotels revenue increases to over 70%.

The Chairman requested the Meeting to consider and approve the proposed Financial Statements for the year ended December 31, 2018 and acknowledge the auditor's report as per details explained above.

Resolution: The Meeting considered and resolved to approve the proposed Financial Statements for the year ended December 31, 2018 and acknowledge the auditor's report as proposed. The resolution was passed by a majority of votes of the shareholders and proxy holders who attended the meeting and casted their votes as follows:

For:	3,386,213,649	Votes or	100.0000%
Against:	0	Votes or	0.0000%
Abstain:	1,984,470	Votes	
Void Ballots	-		

Agenda 4 To consider and approve the allocation of profit for the statutory reserve and dividend payment for the year 2018

The Chairman explained to the Meeting that the dividend payment policy is determined by the Board of Directors on a yearly basis which cannot be specified in percentage. To determine the dividend payment policy for the year 2018 performance, the Board of Directors has taken into consideration the potential for growth of earnings, investment plans, future expansion in comparison with its financial flexibility and the reserve of fund to enhance shareholders' value in the long term. Under Section 116 of the Public Limited Company Act, B.E. 2535 (1992) (as amended) (the "PLCA") and Article 38 of the Company's Articles of Association, the Company is required to set aside as a legal reserve not less than 5% of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10% of the registered capital of the Company. The reserve is non-distributable. Under Section 115 of the PLCA, the Company is required to pay the dividends only out of profits. In a case where the Company has an accumulated loss, dividends shall not be paid. In 2018, the consolidated net profit and the Company's net profit were 5,445 Million Baht and 2,123 Million Baht, respectively.

The Board of Directors deemed it appropriate to approve the payment of dividend for the past performance ended year 2018 from the Company's operating profit without further allocation of profit for statutory reserve since the Company has already completely allocated legal reserve as follows:

1. Allocation for additional statutory legal reserve for 20.81 Million Baht which will result in a complete 10% of registered capital of the Company, in compliance with the requirement of the law and the Articles of Association of the Company. The additional statutory legal reserve is calculated from registered capital which includes the increase of its registered capital as a results of warrant issuance.
2. The payment of annual dividend for the past performance ended year 2018 from the Company's operating profit for the year 2018 as follows:
 - 1) Pay cash dividend in the amount of 0.40 Baht per share for existing shareholders to no more than 4,619 Million ordinary shares, thus totaling the cash dividend to be paid in the amount of not exceeding 1,848 Million Baht, in accordance with the dividend payment policy of the Company.
 - 2) The Company, in general cases, will deduct withholding tax at the rate of 10% or 0.04 Baht per share from cash that shareholders will receive, and will distribute to shareholders the net dividends in the form of cash in the amount of 0.36 Baht per share.
3. Such dividend is paid from net profit of the Company and individual shareholders who are domiciled in Thailand can apply for tax credit in accordance to the followings:
 - (1) In the case where the recipient of the dividend is entitled to a tax credit:
 - the profit which is subject to the corporate income tax at the rate of 10% - entitled to tax credit in the amount equal to the product of dividend times 10/90 in an amount of 0.13 Baht per share
 - the profit which is subject to the corporate income tax at the rate of 20% - entitled to tax credit in the amount equal to the product of dividend times 20/80 in an amount of 0.19 Baht per share
 - (2) In the case where the recipient of the dividend is not entitled to a tax:
 - the profit which is not subject to corporate income tax in an amount of 0.08 Baht per share

Total	0.40 Baht per share
-------	---------------------

The date for determining the rights of shareholders (Record Date) to receive dividend payments will be on April 29, 2019. The dividend payment date is set to be on May 15, 2019.

The comparison of the amounts of dividend payment for previous years and this year is provided below:

Details of Dividend Payment	Payment period: April 2017	Payment period: April 2018	Payment period: April 2019
For performance of the year	2016	2017	2018
1. Net Profit (Million Baht)	6,590	5,415	5,445
2. Number of ordinary shares (Million shares)	4,622	4,619	4,619
3. Cash dividend payment per ordinary share (Baht per share)	0.35	0.40	0.40
4. Total dividend payment (Million Baht)	1,618	1,848	1,848
5. Dividend payout ratio ⁽¹⁾ (%)	23.40 ⁽²⁾	32.81	33.93 ⁽³⁾

Note: ⁽¹⁾ Dividend payout ratio is calculated from dividend per share divided by earnings per share

⁽²⁾ Excluding the non-recurring items, dividend payout ratio should be 33.69%

⁽³⁾ Excluding the non-recurring items, dividend payout ratio should be 31.02%

The Chairman opened session for shareholders to ask questions as follows:

Mr. Siriwat Woravetwuttikhun, a shareholder suggested the Company to pay dividend in twice a year consist of interim dividend payment and annual dividend payment.

Mr. Basant Kumar Dugar, a shareholder suggested to eliminate withholding tax of dividend to favor shareholders.

The Chairman thanked for the suggestion and will take it for consideration.

The Chairman requested the Meeting to consider and approve the allocation of profit for the statutory reserve and dividend payment for the year 2018 as per details explained above.

Resolution: The Meeting considered and resolved to approve the allocation of profit for the statutory reserve and dividend payment for the year 2018 as proposed. The resolution was passed by a majority of votes of the shareholders and proxy holders who attended the meeting and casted their votes as follows:

For:	3,389,713,781	Votes or	100.0000%
Against:	0	Votes or	0.0000%
Abstain:	-	Votes	
Void Ballots	-		

Agenda 5 To consider and approve the issuance of the Company's warrants for ordinary shares (MINT-W6) not exceeding 230,945,715 units for offering to existing shareholders of the Company

The Chairman informed the meeting that to provide readiness and enhance financial strengths of the Company so that the Company has financial flexibility in proceeding with its future projects as well as to reserve funds to be used as working capital and/or to pay down debt when the warrant holders exercise their rights under the Company's warrants, the Company would like to issue the Company's warrants on ordinary shares No. 6 (MINT-W6) ("MINT-W6 Warrants") not exceeding 230,945,715 units for offering to existing shareholders of the Company pro rata to their respective shareholdings (Rights Offering) at no cost, at the ratio of 20 ordinary shares per 1 unit of warrant (any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down), with a term of not exceeding 2 years 4 months 10 days from the issuance date, having an exercise ratio of 1 unit of warrant per 1 ordinary share at an exercise price of 43 Baht per share. (Details are set forth in Enclosure 3 of the invitation)

In this regard, April 29, 2019 will be fixed as the record date for determining the shareholders entitled to receive the MINT-W6 Warrants.

In this respect, the Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors is authorized to determine criteria, conditions, and other details related to the Warrants including but not limited to warrant allocation either once in full or in several occasions, the allocation ratio, the offering price, the payment method, and exercise price, the

determination the rights of shareholders (Record Date) to receive the Warrants. The said person(s) shall also be authorized to negotiate and sign in any relevant documents and agreements and perform any other necessary actions related to the issuance and offer of the Warrants, the listing of the Warrants to be issued and the ordinary shares to be issued upon exercising the Warrants on the Stock Exchange of Thailand, as well as to proceed with applications for the necessary approval from relevant authorities and to appoint and designate other appropriate persons to be the substitute attorney in fact to perform the above.

The Chairman requested the Meeting to consider and approve the issuance of MINT-W6 Warrants for offering to existing shareholders and the delegation as per details explained above.

Resolution: The Meeting considered and resolved to approve the issuance of MINT-W6 Warrants for offering to existing shareholders and the delegation as proposed. The resolution was passed by the majority of votes of shareholders and proxy holders who attend the meeting and casted their votes as follows:

For:	3,349,005,689	Votes or	98.7990%
Against:	40,708,393	Votes or	1.2009%
Abstain:	250	Votes	
Void Ballots	-		

Agenda 6 To consider and approve the increase of the registered capital of the Company from 4,618,914,291 Baht to 4,849,860,006 Baht, by issuing 230,945,715 new ordinary shares, with a par value of 1 Baht

The Chairman informed the meeting that the Company will issue MINT-W6 Warrants of not exceeding 230,945,715 units for offering to existing shareholders of the Company pro rata to their respective shareholdings (Rights Offering) at no cost as aforementioned in Agenda 5. The Company therefore is required to increase the registered capital of the Company by 230,945,715 Baht from 4,618,914,291 Baht to 4,849,860,006 Baht, by issuing 230,945,715 new ordinary shares, with a par value of 1 Baht per share, to be available for the exercise of the MINT-W6 Warrants. Further information is shown in Enclosure 4 of the invitation.

The Chairman requested the Meeting to consider and approve the increase of the registered capital of the Company as per details explained above.

Resolution: The Meeting considered and resolved to approve the increase of the registered capital of the Company by 230,945,715 Baht from 4,618,914,291 Baht to 4,849,860,006 Baht, by issuing 230,945,715 new ordinary shares, with a par value of 1 Baht each as proposed. The resolution was passed by the votes of not less than three-fourths of the total votes of shareholders and proxy holders who attended the meeting and were entitled to vote as follows:

For:	3,348,829,070	Votes or	98.7938%
Against:	40,885,145	Votes or	1.2061%
Abstain:	250	Votes or	0.0000%
Void Ballots	-		

Agenda 7 To consider and approve the amendment of the Clause 4 of the Memorandum of Association pursuant to the increase of the registered capital

The Chairman informed the meeting that in order to be in line with the increase of the Company's registered capital as mentioned in Agenda 6 above, it is appropriate to approve the amendment of Clause 4 of the Company's Memorandum of Association with the details as follows:

"Clause 4. Registered capital	4,849,860,006 Baht	(Four billion eight hundred forty nine million eight hundred sixty thousand and six Baht)
Divided into	4,849,860,006 shares	(Four billion eight hundred forty nine million eight hundred sixty thousand and six shares)
Par value per	1 Baht	(One Baht)

Divided into

Ordinary shares	4,849,860,006 shares	(Four billion eight hundred forty nine million eight hundred sixty thousand and six shares)
Preferred shares	- shares	(- shares)"

The Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors is authorized to undertake any acts necessary and related to the amendment of Clause 4 of the Company's Memorandum of Association.

The Chairman requested the Meeting to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital and the delegation as per details explained above.

Resolution: The Meeting considered and resolved to approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital and the delegation as proposed. The resolution was passed by the votes of not less than three-fourths of the total votes of shareholders and proxy holders who attended the meeting and were entitled to vote as follows:

For:	3,349,004,992 Votes or	98.7990%
Against:	40,708,343 Votes or	1.2009%
Abstain:	1,130 Votes or	0.0000%
Void Ballots	-	

Agenda 8 To consider and approve the allotment of 230,945,715 new ordinary shares, so as to be available for the exercise of the Company's warrants for ordinary shares (MINT-W6), which are offered to existing shareholders of the Company

The Chairman informed the meeting that the Company is issuing MINT-W6 Warrants of not exceeding 230,945,715 units for offering to existing shareholders of the Company pro rata to their respective shareholdings (Rights Offering) at no cost as aforementioned in Agenda 5. It is necessary for the Company to allocate 230,945,715 new ordinary shares, at a par value of 1 Baht per share, so as to be available for the exercise of the MINT-W6 Warrants. Further information is shown in Enclosure 4 of the invitation.

In this respect, the Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to consider and determine other details with regard to the allotment of such new ordinary shares including, but not limited to, (1) entering into negotiation, agreement and execution of the relevant documents and agreements as well as taking any action in connection with the allotment of such new ordinary shares and (2) execution of application for permission and waiver, any necessary evidence in connection with the allotment of such new ordinary shares, including the arrangement and submission of application for such permission and waiver, documents and evidence to relevant authorities or agencies, listing such new ordinary shares on the Stock Exchange of Thailand and being empowered to take any other action which is necessary for the allotment of such new ordinary shares and to appoint and designate other appropriate persons to be the substitute attorney in fact to perform the above.

The Chairman requested the Meeting to consider and approve the allotment of 230,945,715 new ordinary shares of the Company, with a par value of 1 Baht each, to be available for the exercise of MINT-W6 and the delegation as per details explained above.

Resolution: The Meeting considered and resolved to approve the allotment of 230,945,715 new ordinary shares of the Company, with a par value of 1 Baht each, to be available for the exercise of MINT-W6 and the delegation as proposed. The resolution was passed by the majority of votes of shareholders and proxy holders who attended the meeting and casted their votes as follows:

For:	3,349,005,872 Votes or	98.7990%
Against:	40,708,343 Votes or	1.2009%
Abstain:	250 Votes	
Void Ballots	-	

Agenda 9 To consider and approve the election of the directors completing their term for the year 2019

The Chairman excused the directors who were nominated to be director for another term from the meeting room.

The Chairman informed the Meeting that in order to match the number of shares to the number of votes cast, the Company had to suspend the registration for attending the Meeting temporarily until the resolution under this Agenda item was passed.

According to article 14 of the Company's Articles of Association, one-third of the Company's directors (or the number nearest to one-third) who serve as director for the longest term shall retire from office. For this year, there are 3 directors to retire from their office, namely:

- | | |
|----------------------------|---|
| 1. Mr. Paul Charles Kenny | Director |
| 2. Ms. Suvabha Charoenying | Independent Director, Member of the Audit Committee, Member of the Compensation Committee and Chairman of the Nominating and Corporate Governance Committee |
| 3. Mr. Thiraphong Chansiri | Director and Member of the Compensation Committee |

In addition, under section 86 of the PLCA and article 24 of the Articles of Association of the Company, no director shall operate any business which has the same nature as and is in competition with the business of the Company or become a partner in an ordinary partnership or become a partner with unlimited liability in a limited partnership or become a director of a private company or any other company operating a business which has the same nature as and is in competition with the business of the Company, either for his or her own benefit or for the benefit of other persons, unless he or she notifies the shareholders' meeting prior to the resolution for his or her appointment. Thus, the Chairman notify the shareholders according to section 86 of the PLCA and article 24 of the Articles of Association of the Company that Mr. Thiraphong Chansiri is currently a Director, President and CEO of Thai Union Group Pcl., currently investing in restaurant business, which has the same nature as the business of the Company and may be in competition with the business of the Company.

The Company had provided the shareholders with an opportunity to nominate individuals they consider appropriate to be selected as directors of the Company, including items for the AGM agenda. However, it appeared that on the expiration of the time specified, neither candidates for directorship nor the agenda have been proposed to the Company.

Board of Directors, with the recommendation of the Nominating and Corporate Governance Committee and taking into consideration qualifications, experience and expertise of the retiring directors and the best interest of the Company, was of the opinion that these 3 retiring directors: 1) Mr. Paul Charles Kenny 2) Ms. Suvabha Charoenying and 3) Mr. Thiraphong Chansiri should be re-elected for another term. Moreover, the Board of Directors considered that Ms. Suvabha Charoenying, who is nominated as an independent director, should also be re-elected as Independent Director, Member of the Audit Committee, Member of the Compensation Committee and Chairman of the Nominating and Corporate Governance Committee of the Company for another term, as she is capable of expressing opinions independently and her qualification is in accordance with relevant rules. Details of credentials and background of each nominated person are in Enclosure 5 of the invitation.

The Chairman opened session for shareholders to ask questions as follows:

Mr. Basant Kumar Dugar, a shareholder suggested training course for director to increase the efficiency in managing business and for competitiveness.

The Chairman thanked for the suggestion and will take it for consideration.

The Chairman requested the Meeting to consider and elect directors to succeed the directors completing their term for the year 2019 as per details explained above.

Resolution: The Meeting considered and resolved to re-elect 1) Mr. Paul Charles Kenny 2) Ms. Suvabha Charoenying and 3) Mr. Thiraphong Chansiri to serve as the Company's directors for another term and Ms. Suvabha Charoenying, who is nominated as an independent director, should also be re-elected as

Independent Director, Member of the Audit Committee, Member of the Compensation Committee and Chairman of the Nominating and Corporate Governance Committee of the Company for another term. The resolutions were passed for each individual director by a majority of votes of the shareholders and proxy holders who attended the meeting and casted their votes, the details of which are as follows:

1) Mr. Paul Charles Kenny	Director		
For:	3,349,983,668	Votes or	98.8280%
Against:	39,725,299	Votes or	1.1719%
Abstain:	5,498	Votes	
Void Ballots	-		
2) Ms. Suvabha Charoenying	Independent Director, Member of the Audit Committee, Member of the Compensation Committee and Chairman of the Nominating and Corporate Governance Committee		
For:	3,364,310,484	Votes or	99.2507%
Against:	25,398,483	Votes or	0.7492%
Abstain:	5,498	Votes	
Void Ballots	-		
3) Mr. Thiraphong Chansiri	Director and Member of the Compensation Committee		
For:	3,346,478,512	Votes or	98.7304%
Against:	43,032,425	Votes or	1.2695%
Abstain:	203,528	Votes	
Void Ballots	-		

After considering and voting for this agenda item 9, the Chairman invited the directors who were nominated to be director for another term to return to the meeting room.

Agenda 10 To consider and approve the directors' remuneration for the year 2019

The Chairman reported to the Meeting that the Board of Directors with the recommendation of the Nominating and Corporate Governance Committee, taking into consideration directors' accountability, the Company's performance, business size, net profit and the current economy, and proposed the following directors' remuneration for the year 2019, the details of were provided in the Enclosure 7 of the invitation:

- 2019 directors' remunerations (same rate as last year)

Director Remuneration (Baht)	2017	2018	2019
Directors			
For Executive Director (per annum per director)	200,000	200,000	200,000
For Non-executive Director			
Quarter Meeting (per quarter meeting per director)	300,000	300,000	300,000
Other Meeting (per meeting per director)	25,000	25,000	25,000
Audit Committee			
For Chairman of the Audit Committee			
Annual Fee	250,000	250,000	250,000
Meeting Fee (per meeting)	60,000	60,000	60,000
For Member of the Audit Committee			
Annual Fee (per person)	125,000	125,000	125,000
Meeting Fee (per meeting per person)	40,000	40,000	40,000
Compensation Committee			
Annual Fee			
For Chairman of the Compensation Committee	150,000	150,000	150,000
For Member of the Compensation Committee (per annum per person)	100,000	100,000	100,000
Meeting Fee			
Other than an Annual Meeting (per meeting per person)	25,000	25,000	25,000

Director Remuneration (Baht)	2017	2018	2019
Nominating and Corporate Governance Committee			
Annual Fee			
For Chairman of the Nominating and Corporate Governance Committee	150,000	150,000	150,000
For Member of the Nominating and Corporate Governance Committee (per annum per person)	100,000	100,000	100,000
Meeting Fee			
Other than an Annual Meeting (per meeting per person)	25,000	25,000	25,000
Risk Management Oversight Committee* (for Non-Executive Directors only)			
Annual Fee			
For Chairman of the Risk Management Oversight Committee	-	-	150,000
For Member of the Risk Management Oversight Committee (per annum per person)	-	-	100,000
Meeting Fee (per meeting per person)			
	-	-	25,000

*Risk Management Oversight Committee had been formally set up and approved by Board of Directors meeting in February 2019

- Annual bonus for Non-Executive Directors : At the rate of not more than of 0.2% of cash dividend for the year 2018 performance operating profit, whereby the Board of Directors will determine the allocation of the bonus.

In addition to the remuneration, directors also received director privileges, the value of which is equivalent to Baht 25,000 as defined per property per year.

The Chairman requested the Meeting to consider and approve the directors' remuneration for the year 2019 as per details explained above. Shareholders who have held the position as the Company's directors did not register for this agenda to avoid having conflicts of interest in this case.

Resolution: The Meeting considered and resolved to approve the directors' remuneration for the year 2019 as proposed. The resolution was passed by a vote of not less than two-thirds of the total number of votes of the shareholders and proxy holders who attended the meeting, as follows:

For:	2,872,759,310 Votes or	99.9998%
Against:	0 Votes or	0.0000%
Abstain:	3,111 Votes or	0.0001%
Void Ballots	-	

Agenda 11 To consider and approve the appointment the auditors for the year 2019 and the auditing fee

The Chairman informed the meeting that the Board of Directors and audit committee had considered and proposed that the Meeting consider and approve the appointment of the following recommended auditors and the auditing fee for the year 2019 namely:

- 1) Mrs. Anothai Leekitwattana Certified Public Accountant (Thailand) No. 3442 and/or
- 2) Mr. Paiboon Tunkoon Certified Public Accountant (Thailand) No. 4298 and/or
- 3) Mr. Chanchai Chairasit Certified Public Accountant (Thailand) No. 3760

of PricewaterhouseCoopers ABAS Limited be appointed as the Company's and its subsidiaries auditors for the year 2019 and any one of these recommended auditors be authorized to conduct the verification, audit and express opinion, signing the audit report and other matters in relation to the financial statements of the Company and subsidiaries for the year 2019.

In case where the appointed auditor(s) is incapable of performing the duties, PricewaterhouseCoopers ABAS Limited shall procure another Certified Public Accountant from PricewaterhouseCoopers ABAS Limited to perform the duties. (Mrs. Anothai Leekitwattana has conducted the audit and expressed her opinion about the financial statements of the Company for the year 2015-2018.)

The fees for the audit of yearly financial statements and the review of interim financial statements of the Company for the fiscal year of 2019 will not be more than 2,380,000 Baht, which is equal to audit fees of the year 2018.

Unit: Baht	2017	2018	2019
Audit fee	2,225,600	2,380,000	2,380,000

The Chairman also informed that the auditors of the Company are the same persons with the auditors of the subsidiaries of the Company for the year 2018. There are no relationships or conflicts of interest among the independent auditor, the Company and its subsidiaries, the executive, the major shareholders, or other related persons of these parties. In 2018, there were no remunerations paid to auditors other than the audit fees.

The Chairman requested the Meeting consider and approve the appointment of the auditors for the year 2019 and the auditing fee as per details explained above.

Resolution: The Meeting considered and resolved to approve the appointment of the auditors for the year 2019 and the auditing fee as proposed. The resolution was passed by a majority of votes of the shareholders and proxy holders who attended the meeting and casted their votes as follows:

For:	3,372,570,794	Votes or	99.4942%
Against:	17,144,821	Votes or	0.5057%
Abstain:	50	Votes	
Void Ballots	-		

There are no further matter proposed and question raised by shareholders, the Chairman thanked to all attendants and declared the Meeting closed at 13.00 hrs.

Signed _____ -Signed-
Mr. William E. Heinecke
Chairman

