

12<sup>th</sup> July 2017

Subject: Invitation Letter to Extraordinary General Shareholders' Meeting No. 1/2017

To: Shareholders of Sappe Public Company Limited (the "Company")

- Enclosures:
1. Copy of the Minutes of the 2017 Annual General Shareholders' Meeting
  2. Brief profile of the nominee for appointment as an Independent Director and Chairman of the Audit Committee
  3. Profile of an Independent Director who may be granted a proxy
  4. Proxy Form (B)
  5. Proxy Form (C)
  6. Conditions, rules and procedures to attend the meeting
  7. The Company's Articles of Association concerning the Shareholders' Meeting
  8. Map of the venue of the meeting

The Company's Board of Directors' Meeting No. 3/2017 held on Thursday, 11<sup>th</sup> May 2017 had resolved to hold an Extraordinary General Shareholders' Meeting No. 1/2017 on Wednesday 26<sup>th</sup> July 2017 at 13.30 hours, at Srinakarin 1 Room, 9<sup>th</sup> Floor, The Grand Fourwings Convention Hotel, 333 Srinakarin Rd., Huamark, Bangkapi, Bangkok with agendas as follows:

**Agenda 1** To consider and approve the Minutes of the 2017 Annual General Shareholders' Meeting which was held on 26<sup>th</sup> April 2017

**Rationale:** The secretary of the meeting recorded minutes of the 2017 Annual General Shareholders' Meeting which was held on 26<sup>th</sup> April 2017. The Company's Board of Directors considered that details of the minutes were taken with accuracy, completeness and truthfulness (Please refer to Enclosure 1).

**The Board of Directors' Opinion:** The Board of Directors opined that the minutes were taken accurately according to the resolutions of the shareholders' meeting and accordingly proposed to the Shareholders' Meeting to approve the minutes of the 2017 Annual General Shareholders' Meeting held on 26<sup>th</sup> April 2017.

**Vote:** The resolution of this agenda shall be passed by majority votes of shareholders who are present at the meeting and cast their votes.

**Agenda 2**      **To consider and approve the increase of numbers of directors by an appointment of one new director to serve as an independent director as well as Chairman of the Audit Committee in place of the resigning Chairman of the Audit Committee at the same time.**

**Rationale:**

As Mr. Thana Thienachariya, an independent director and chairman of the Audit Committee of the Company, resigned from the position of chairman of the Audit Committee effective from 10<sup>th</sup> June 2017 but still holds the status of the independent director of the Company resulting in the decrease of members of the Audit Committee from three to two while members of the Board of Directors remain nine as the same, the Company as a listed company, is responsible for seeking a new chairman of the Audit Committee in place of the resigning member within 3 months from the date of such vacancy. On top of this, the Notification of the Capital Market Supervisory Board No. Thor. Jor. 28/2551 stipulates that the Audit Committee requires at least three members who must hold the status of independent director of the Company, the Company is therefore required to nominate one more independent director by proposing to the shareholders' meeting for approval in accordance with the Company's Articles of Association and the law.

**The Board of Directors' Opinion:**

The Board of Directors has resolved to propose to the shareholders' meeting to increase the numbers of the directors from nine to ten members by nominating Mr. Padungdej Indralak for appointment as a new independent director and chairman of the Audit Committee in place of Mr. Thana Thienachariya who resigned from the position of chairman of the Audit Committee at the same time. Mr. Indralak is the person with suitable academic qualifications and professional experience as well as a great depth of the Company's business which will be beneficial to the Company's management. He also meets the standard requirements of an independent director and Audit Committee as required by law. Mr. Padungdej Indralak's brief profile has been sent with the invitation letter to the shareholders (Please refer to Enclosure 2).

**Vote:**

The resolution of this agenda shall be passed by majority votes of shareholders who are present at the meeting and cast their votes.

**Agenda 3**      **Other matters (if any)**

**Rationale :** Pursuant to Section 105 paragraph 2 of the Public Limited Company Act B.E.2535 and Article 43 paragraph 2 of the Company's Articles of Association, shareholders holding in aggregate of no less than one-third (1/3) of total number of issued shares may request that the meeting consider other agenda than those prescribed under the notice of an invitation to such meeting.

**The Board of Director's Opinion:** The meeting should not propose other matters to the meeting for consideration. This is to comply with the Principles of Good Corporate Governance for Listed Companies B.E.2555 and the Shareholders Meeting Assessment Project that the meeting should consider only the issues that have been informed in advance for the sake of fairness of the overall benefit of shareholders.

The Company invites all shareholders to attend the meeting on the date, time and venue aforementioned. The Company has fixed the Record Date on which shareholders have the right to attend the Extraordinary General Shareholders' Meeting on 5<sup>th</sup> July 2017 and fixed the share registration book closing date on 6<sup>th</sup> July 2017 for gathering shareholders' names under Section 225 of the Securities and Exchange Act B.E. 2535 and the registration counters will be opened for shareholders' registration from 11.30 hours onwards. The Chairman has designated officers who register the meeting attendants to collect the proxy forms on his behalf. For greater convenience of all shareholders and proxy holders, please bring a proxy (Enclosure 4 or 5 as the case may be) with affixed duty stamp in amount of 20 Baht, all required documents and evidentiary documents as stated in Enclosure 6 and Barcode Registration Form to declare at the meeting's registration.

In case shareholders appoint the Company's independent director as their proxy holders, please return the proxy form with affixed duty stamp in amount of 20 Baht where vote is cast on each agenda together with all required documents and evidentiary documents as stated in Enclosure 6 and Barcode Registration Form to *the Company Secretary, Sappe Public Company Limited No. 2 Soi Rama9 28, Rama9 Road, Huamark, Bangkok, 10240 within Friday, 21<sup>st</sup> July 2017.*

The Company reserves the right not to register shareholders in case where required documents and evidentiary documents are incomplete or inaccurate or do not meet the requirements and conditions specified.

If any inquiry, please contact Investor Relation Department or Company Secretary at Tel: + 66 2319 4949 ext. 312 or ext. 4144.

Yours sincerely,



Mr. Natee Onin

Chairman