



Thai Beverage Public Company Limited

**reANNOUNCEMENT**

**Date:** 31 January 2019  
**To:** Singapore Exchange Securities Trading Limited  
**Subject:** Resolutions of the 2019 Annual General Meeting of Shareholders

We, Thai Beverage Public Company Limited (the “**Company**”), would like to announce that at the 2019 Annual General Meeting of Shareholders (“**2019 AGM**”) of the Company held on 31 January 2019, the following resolutions relating to the following matters as set forth in the Invitation to the 2019 AGM were duly passed:

1. Resolution 1 in relation to the proposed adoption of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2018 which was held on 30 April 2018 was duly passed by the majority of votes of the shareholders who attended the 2019 AGM and cast their votes.
2. Agenda 2 in relation to the proposed acknowledgement of the business operation for the year ended 30 September 2018 and the report of the Board of Directors was proposed for acknowledgement by the shareholders. Therefore, there was no voting on this agenda.
3. Resolution 3 in relation to the proposed approval on the Financial Statements for the year ended 30 September 2018 together with the Auditor Report was duly passed by the majority of votes of the shareholders who attended the 2019 AGM and cast their votes.
4. Resolution 4 in relation to the proposed approval on the dividend payment and the appropriation for legal reserve and the determination of the Book Closure Date for dividend payment was duly passed by the majority of votes of the shareholders who attended the 2019 AGM and cast their votes.
5. Resolution 5 in relation to the proposed approval on the election of directors to replace those who retire by rotation and the determination of director authorities, was as follows:
  - 5.1 Mr. Puchchong Chandhanakij, Ms. Kanoknart Rangsihienchai, and Mr. Manu Leopaite, who retire by rotation, have stated their intention not to offer themselves up for re-election as directors. The 2019 AGM duly considered and cast their votes individually for the election of the following 4 directors (i.e., excluding Mr. Puchchong Chandhanakij, Ms. Kanoknart Rangsihienchai, and Mr. Manu Leopaite). Accordingly, the resolutions proposing the election of the directors to replace those who retire by rotation and the corresponding voting results are as follows:



- (1) That Mr. Thapana Sirivadhanabhakdi, who retires by rotation, be re-elected as a Director of the Company, was duly passed by the majority of votes of the shareholders who attended the 2019 AGM and cast their votes.
- (2) That Mr. Ueychai Tantha-Obhas, who retires by rotation, be re-elected as a Director of the Company, was duly passed by the majority of votes of the shareholders who attended the 2019 AGM and cast their votes.
- (3) That Mr. Sithichai Chaikriangkrai, who retires by rotation, be re-elected as a Director of the Company, was duly passed by the majority of votes of the shareholders who attended the 2019 AGM and cast their votes.
- (4) That Dr. Pisanu Vichiensanth, who retires by rotation, be re-elected as a Director of the Company, was duly passed by the majority of votes of the shareholders who attended the 2019 AGM and cast their votes.

5.2 In accordance with Resolution 5.1, the resolution proposing the determination of director authorities to bind the Company is as follows:

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

The resolution was duly passed by the majority of votes of the shareholders who attended the 2019 AGM and cast their votes.

6. Resolution 6 in relation to the proposed approval on the payment of director remuneration for the period from January 2019 to December 2019 was duly passed by voting of not less than two-thirds of the total votes of the shareholders who attended the 2019 AGM and were entitled to cast their votes. Details of the parties who were required to abstain from voting on Resolution 6 are as follows:

<u>Name of party</u>	<u>Number of shares held</u>
Mr. Puchchong Chandhanakij	1 share
Ms. Kanoknart Rangsihienchai	1 share
Mr. Vivat Tejapaibul	1,541,500 shares
Mr. Panote Sirivadhanabhakdi	107,000,000 shares
Mr. Thapana Sirivadhanabhakdi	107,000,000 shares
Mr. Ueychai Tantha-Obhas*	530,488 shares
Mr. Sithichai Chaikriangkrai*	160,489 shares
Dr. Pisanu Vichiensanth*	160,488 shares
<b>TOTAL NUMBER OF SHARES</b>	<b><u>216,392,967</u> shares</b>

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

7. Resolution 7 in relation to the proposed approval on the appointment and the determination of the remuneration for the Company's auditor for the year 2019 was duly passed by the majority of votes of the shareholders who attended the 2019 AGM and cast their votes.
8. Resolution 8 in relation to the proposed approval on the purchase of Directors & Officers Liability Insurance (D&O Insurance) for directors and executives was duly passed by voting of not less than two-thirds of the total votes of the shareholders who attended the 2019 AGM and were entitled to cast their votes. Details of the parties who were required to abstain from voting on Resolution 8 are as follows:

<u>Name of party</u>	<u>Number of shares held</u>
Mr. Puchchong Chandhanakij	1 share
Ms. Kanoknart Rangsihienchai	1 share
Mr. Vivat Tejapaibul	1,541,500 shares
Mr. Panote Sirivadhanabhakdi	107,000,000 shares
Mr. Thapana Sirivadhanabhakdi	107,000,000 shares
Mr. Ueychai Tantha-Obhas*	530,488 shares
Mr. Sithichai Chaikriangkrai*	160,489 shares
Dr. Pisanu Vichiensanth*	160,488 shares
<b>TOTAL NUMBER OF SHARES</b>	<b><u>216,392,967</u> shares</b>

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

9. Resolution 9 in relation to the proposed approval on the renewal of the Shareholders' Mandate for Interested Person Transactions (Shareholders' Mandate) was duly passed by the majority of votes of the shareholders who attended the 2019 AGM and cast their votes. Details of the parties who were required to abstain from voting on Resolution 9 are as follows:

<u>Name of party</u>	<u>Number of shares held</u>
Mr. Panote Sirivadhanabhakdi	107,000,000 shares
Mr. Thapana Sirivadhanabhakdi	107,000,000 shares
Ms. Wallapa Trisorat	107,000,000 shares
Ms. Atinant Bijananda	88,660,756 shares
Ms. Thapanee Techajareonvikul	107,000,000 shares
Maxtop Management Corp.*	4,327,042,762 shares
Siriwana Co., Ltd.	11,368,060,000 shares
Risen Mark Enterprise Ltd.*	833,335,000 shares
Golden Capital (Singapore) Limited*	16,250,000 shares
<b>TOTAL NUMBER OF SHARES</b>	<b><u>17,061,348,518</u> shares</b>

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

10. Resolution 10 in relation to the proposed approval on the amendment of Article 25. of the Articles of Association of the Company was duly passed by voting of not less than three-fourths of the total votes of the shareholders who attended the 2019 AGM and were entitled to cast their votes.

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

Resolution number	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
Resolution 1	20,663,496,970	20,574,472,970	99.9999	3,600	0.0000
	Remark: There were 89,020,400 abstain votes.				
Agenda 2	<i>Remark: This agenda is for acknowledgement only.</i>				
Resolution 3	20,682,888,310	20,588,423,810	99.9999	3,600	0.0000
	Remark: There were 94,460,900 abstain votes.				
Resolution 4	20,682,888,310	20,593,864,310	99.9999	3,600	0.0000
	Remark: There were 89,020,400 abstain votes.				
Resolution 5.1(1)	20,682,888,310	20,324,116,353	99.3989	122,905,369	0.6010
	Remark: There were 235,866,588 abstain votes.				
Resolution 5.1(2)	20,682,888,310	20,521,076,526	99.8397	32,945,196	0.1602
	Remark: There were 128,866,588 abstain votes.				
Resolution 5.1(3)	20,682,888,310	19,373,865,249	94.3882	1,151,853,712	5.6117
	Remark: There were 157,169,349 abstain votes.				
Resolution 5.1(4)	20,682,888,310	20,534,022,530	99.9790	4,299,352	0.0209
	Remark: There were 144,566,428 abstain votes.				

Resolution number	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
Resolution 5.2	20,682,888,310	20,550,617,570	99.9999	3,600	0.0000
	Remark: There were 132,267,140 abstain votes.				
Resolution 6	20,467,332,326	20,338,462,138	99.3703	3,600	0.0000
	Remark: There were 128,866,588 abstain votes.				
Resolution 7	20,682,888,310	20,592,870,510	99.9951	997,400	0.0048
	Remark: There were 89,020,400 abstain votes.				
Resolution 8	20,467,332,326	20,333,021,638	99.3437	3,600	0.0000
	Remark: There were 134,307,088 abstain votes.				
Resolution 9	8,798,167,554	3,565,590,112	99.9998	3,600	0.0001
	Remark: There were 5,232,573,842 abstain votes.				
Resolution 10	20,682,888,310	20,554,017,922	99.3769	3,800	0.0000
	Remark: There were 128,866,588 abstain votes.				

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

Please be informed accordingly.

Yours faithfully,

Nantika Ninvoraskul  
Company Secretary